

THE SECURITIES ACT ) Order No. 4298  
 )  
Section 20 ) October 1, 2003

CDP FINANCIAL INC.

WHEREAS:

(A) CDP Financial Inc. (the "Issuer") and Caisse de d'investissement et placement du Québec (the "Guarantor"), (collectively, the "Applicants") applied to The Manitoba Securities Commission (the "Commission") under subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 (the "Act") that in connection with a proposed medium term note program of the Issuer (the "Program") and any notes of the Issuer (the "Notes") from time-to-time issued thereunder, pursuant to the Trust Indenture (defined below), the Issuer be exempted from compliance with Parts VIII and IX of the *Securities Regulation*, Manitoba Regulation 491/88R promulgated under the Act (the "Securities Regulation");

(B) The Applicants have represented to the Commission that:

1. The Issuer is a legal person constituted as a company under Part IA of the *Companies Act* (Québec) and is a direct wholly owned subsidiary of the Guarantor, having its principal office located at 1000 place Jean-Paul-Riopelle, Montreal, Québec, H2Z 2B3;
2. The Issuer was incorporated on August 1, 2002 and commenced its activities in April of 2003;
3. The principal activity of the Issuer consists of mounting asset securitization operations by regrouping debt securities of the Guarantor and its direct and indirect subsidiaries and other members (the "CDP Group"), together with the guarantee of the Guarantor referred below and of holding private placements in members of the CDP Group for the purposes of issuing securities in order to obtain financing on favourable market terms;
4. The Guarantor is a legal person governed by *An Act respecting the Caisse de d'investissement et placement du Québec* having its main business office located at 1000 place Jean-Paul-Riopelle, Montreal, Québec H2Z 2B3;
5. The Guarantor is a major financial institution that was established in 1965 to manage moneys received on deposit from various public sector pension and insurance plans and bodies in the Province of Québec;
6. Neither the Issuer nor the Guarantor are or intend to become reporting issuers in Manitoba or in any other Province of Canada and are not required to file continuous disclosure documents, reports and other information with the securities commission or similar regulatory authority in

any Province of Canada, including the Commission, except as may be required by the Securities Regulation;

7. The Issuer has established the Program for the issue of up to \$1.5 billion in principal amount of Notes in order to raise capital for the purpose of extending credit to members of the CDP Group, pursuant to a Shelf Information Memorandum dated in October, 2003, a preliminary draft of which was submitted with the Application;

8. The Notes will be direct, unsecured obligations of the Issuer and will be issued pursuant to a master trust indenture (the "Trust Indenture") between the Issuer, the Guarantor and National Bank Trust Inc., to be dated in October, 2003;

9. The Notes will be unconditionally and irrevocably guaranteed by the Guarantor as to the payment of principal, premium, if any, interest and certain other fees and expenses as specified in a guarantee agreement executed by the Guarantor and the Trustee, to be dated in October, 2003;

10. The Program has been assigned a preliminary rating of AAA by Dominion Bond Rating Service Limited ("DBRS"), Aaa by Moody's Investors Service ("Moody's") and AAA by Standard & Poor's Rating Services, a Division of the McGraw-Hill Companies, Inc. ("S & P"), and it is a condition of the closing that the final rating by DBRS of AAA, a final rating by Moody's of Aaa and a final rating by S & P of AAA (or ratings that are substantially similar) be obtained;

11. Because the Issuer's primary business is to raise capital for the purposes of members of the CDP Group, the Issuer may be considered to be a "finance company" as that term is defined in Subsection 1(1) of the Securities Regulation;

12. If the Issuer were to be considered a "finance company" as aforesaid, the Issuer would be required to comply with Parts VIII and IX of the Securities Regulation;

13. The Order should be issued because certain requirements of Parts VIII and IX of the Securities Regulation would duplicate requirements of the Trust Indenture and(or) would place an undue regulatory burden on the Applicants; and

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the Order.

IT IS ORDERED:

**1. THAT**, pursuant to subsection 20(1) of the Act, the Applicants are exempted from Parts VIII and IX of the Securities Regulation for so long as the Applicants shall provide or cause to be provided to holders of the Notes audited annual financial statements of the Issuer within 150 days after the end of each of the financial years of the Issuer.

**2. THAT** the fee for this order shall be \$25.00.

BY ORDER OF THE COMMISSION

"Doug Brown"  
Director - Legal