

THE SECURITIES ACT ) Order No. 4203  
 )  
Section 20 ) June 25, 2003

COCA-COLA ENTERPRISES (CANADA) BOTTLING FINANCE COMPANY

WHEREAS:

(A) Coca-Cola Enterprises (Canada) Bottling Finance Company (the "Company") and Coca-Cola Enterprises Inc. (the "Guarantor") (collectively, the "Applicants"), have applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to Subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 (the "Act") in connection with the distribution of unsecured debt securities of the Company (the "Debt Securities") to be issued pursuant to the provisions of a trust indenture (the "Indenture"), exempting the Company from compliance with the requirements of Parts VIII and IX of the *Securities Regulation* made under the Act (the "Securities Regulation").

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

1. The Company was amalgamated under the laws of the Province of Nova Scotia on January 1, 2000 and has its head office and principal place of business at 1100 - 1959 Upper Water Street, Halifax, Nova Scotia, B3J 2N2. The Company is a wholly-owned, indirect subsidiary of the Guarantor. The Company does not carry on an operating business, its primary activity being to access the Canadian capital markets to raise funds which it lends to or otherwise invests in Canadian subsidiary companies of the Guarantor.

2. The Guarantor was incorporated in 1944 under the laws of Delaware as a wholly-owned subsidiary of The Coca-Cola Company and became a public company in 1986. The Guarantor's principal executive offices are located at 2500 Windy Ridge Parkway, Atlanta, Georgia, 30339. The Guarantor is the holding company for its group of bottling companies and operates its business directly and through subsidiary companies, such as Coca-Cola Bottling Company, the Guarantor's Canadian bottler. The Guarantor advertises that it is the world's largest marketer, distributor and producer of bottled and canned beverages of The Coca-Cola Company.

3. The Guarantor is a publicly traded corporation, the common shares of which are listed on the New York Stock Exchange.

4. Pursuant to its medium term note program (the "MTN Program"), the Company is proposing to offer and to sell up to Cdn. \$2,000,000,000 in principal amount of its Series III medium term notes (the "Notes") from time-to-time in each of the Provinces of Canada. The Notes will be direct obligations of the Company and

will be unconditionally and irrevocably guaranteed by the Guarantor as to payment of principal, premium (if any), and interest, as specified in the Indenture.

5. The Notes will be offered severally and on a continuous basis by one or more of CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc., and such other dealers as may be appointed from time-to-time (collectively, the "Agents"), pursuant to a short form base shelf prospectus, a prospectus supplement and applicable pricing supplements.

6. The net proceeds from the sale of Notes will be used to repay the Company's short-term commercial paper borrowings or bank indebtedness or such net proceeds will be loaned to or otherwise invested in subsidiaries of the Guarantor operating in Canada.

7. Relief was granted to the Applicants in *Coca-Cola Enterprises Inc. And Coca-Cola Enterprises (Canada) Bottling Finance Company*, MRRS decision dated April 30, 2003 (the "MRRS Decision Document") exempting the Applicants from continuous disclosure requirements, provided that they file the same disclosure on SEDAR as they file in the United States and send to Canadian securityholders the same information as is sent to U.S. securityholders.

8. The possibility that a portion of the net proceeds of any offering of the Notes may be advanced to subsidiaries of the Guarantor means the Company may, based on Subclause 1(1)(a)(iii) of the *Securities Regulation*, be viewed as carrying on an activity of a "finance company" as that term is defined in the *Securities Regulation* and therefore may arguably be required to comply with the requirements of Parts VIII and IX of the *Securities Regulation*;

**IT IS ORDERED:**

1. **THAT**, pursuant to subsection 20(1) of the Act, the Applicants shall be exempted from compliance with the requirements of Parts VIII and IX of the *Securities Regulation* for so long as the Applicants shall continue to comply with the requirements of the MRRS Decision Document or any decision replacing the MRRS Decision Document.

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

BY ORDER OF THE COMMISSION.

Deputy Director - Legal