

7. Trades in the Debentures are trades in the course of a primary distribution to the public. Trades pursuant to the Offering are subject to the registration and prospectus requirements of sections 6 and 37, respectively, of the Act, and to corresponding requirements in the securities legislation of the other provinces of Canada.

8. Each of the Applicants is registered with the Commission in the category of investment dealer, and will be a selling agent in the Offering. There may be additional selling agents in the Offering.

9. The Applicants propose to offer the Debentures in Manitoba to certain persons or companies ("Portfolio Managers") who are (i) registered under the Act as broker-dealers or investment counsel restricted to portfolio managers, or (ii) registered for trading in securities under the Act and exempt from registration as securities advisors pursuant to subsection 18(c) of the Act, purchasing as agent for certain third persons or companies ("Managed Accounts"). Each Portfolio Manager will be solely responsible for the management of its Managed Accounts, with full power, authority and discretion to buy, sell or otherwise effect transactions as agent for the Managed Accounts. Each Managed Account will, at the time of the purchase of the Debentures by a Portfolio Manager on its behalf pursuant to the order requested, hold assets having an aggregate net value or an aggregate acquisition cost of not less than \$97,000.

10. The aggregate acquisition cost of the Debentures purchased by a Portfolio Manager on behalf of its Managed Accounts will not be less than \$97,000. Contractual rights of action for rescission and damages to the same effect as those being offered in Ontario will be conferred in Manitoba upon Portfolio Managers and each beneficial purchaser for whom the Portfolio Manager is acting.

(C) In the opinion of the Commission it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

1. THAT, pursuant to subsection 20(1) of the Act, trades in Debentures in connection with the Offering to a Portfolio Manager acting as agent for Managed Accounts shall be exempt from section 37 of the Act, provided that:

(a) each Portfolio Manager, at the time of the purchase of the Debentures, has full power, authority and discretion to buy, sell or otherwise effect transactions in securities as agent for the Managed Accounts managed by it and the aggregate acquisition cost of the Debentures to all Managed Accounts managed by each Portfolio Manager will not be less than \$97,000;

(b) each Managed Account will, at the time of purchase of the Debentures, hold assets having an aggregate net asset value or aggregate acquisition cost of not less than \$97,000;

(c) on or before the close of the Offering, the Portfolio Managers who purchase the Debentures will be provided with a copy of this order and the Issuer shall have received written confirmation from the Portfolio Managers, on behalf of their respective Managed Accounts, that they are aware of the limitations imposed by this order;

(d) each Portfolio Manager, and each beneficial purchaser of Debentures for whom a Portfolio Manager is acting, receives the contractual rights of action for rescission and damages that are being conferred upon purchasers of Debentures that are resident in the Province of Ontario, as set out in the offering memorandum relating to the Offering; and

(e) within 10 days of the closing of the Offering, the Issuer shall file or the Issuer shall cause the Applicants to file with the Commission a report, in duplicate, in respect of each Managed Account, which is in Form 8 of the Regulations, or which includes substantially the same information as is required in a report prepared in accordance with Form 8 of the Regulations, and in conjunction therewith the Issuer or the Applicants shall pay the fee that would be payable on the filing of such report.

2. THAT the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION

Deputy Director