THE SECURITIES ACT)	Order No. 3212
)	
Section 20)	January 10, 2001

ENSIS GROWTH FUND INC.

WHEREAS:

- (A) ENSIS Growth Fund Inc. has applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of *The Securities Act* (Manitoba) (the "Act") that, subject to certain conditions, certain trades of Class "A" Common Shares (the "Shares") of ENSIS by Restricted Registrants, as defined below, be exempt from section 6 of the Act;
- **(B)** It has been represented to the Commission by ENSIS that:
 - 1. ENSIS is a corporation incorporated under the laws of the Province of Manitoba on December 10, 1997;
 - 2. ENSIS is registered under *The Labour Sponsored Venture Capital Corporations Act* (Manitoba) and, by virtue of that registration, it is a prescribed venture capital corporation and a prescribed labour-sponsored venture capital corporation under the *Income Tax Act* (Canada) (a "LSIF");
 - 3. The Commission's Local Policy No. 3.06 sets forth the range of securities trading activity which is permitted to be undertaken by broker-dealers registered under the Act and whose registration is restricted to mutual fund securities and such Restricted Registrants' salespersons ("Restricted Registrants");
 - 4. The Notice to Securities Industry dated December 11, 1997 (the "LSIF Notice") specified the conditions that Restricted Registrants must meet before selling shares or units in a prospectus qualified LSIF;
 - 5. The Commission has in the past granted orders which permitted LSIF's to offer a course relating to the trading of such LSIF's shares which, if taken and passed by Restricted Registrants, would permit such Restricted Registrants to trade in such LSIF's shares. The Commission may also in the future approve similar courses offered by other LSIFs (collectively, "In-house Courses");
 - 6.Currently, as set out in the LSIF Notice, the Shares of ENSIS may only be sold through registered investment dealers or, alternatively, through Restricted Registrants where:

- a) the registration of the Restricted Registrant permits the sale of the Shares;
- b) the salesman involved has taken and passed either the Labour-Sponsored Investment Funds Course (The "IFIC Course") offered by the Investment Funds Institute of Canada or the Canadian Securities Course (the "CSC") offered by the Canadian Securities Institute: and
- c) the sale is reviewed for suitability by a senior officer, director, partner or branch manager of the broker-dealer who has successfully completed the CSC or is otherwise acceptable to the Director, Registrations of the Commission;
- 7. ENSIS has developed a course and examination relating to labour-sponsored investment fund securities (the "Full ENSIS Course"), which includes a segment ("ENSIS Product Knowledge Course") relating specifically to the attributes of the Shares, the ENSIS prospectus features and updates on legislative changes and requirements applicable to LSIFs;
- 8. The Full ENSIS course and its examination and the ENSIS Product Knowledge Course were approved by the Director, Registrations of the Commission;
- 9. Any changes to the content the Full ENSIS course, its examination and the ENSIS Product Knowledge Course will be subject to the approval of a Director of the Commission;
- 10. ENSIS wishes to invite salesmen of Restricted Registrants to take the Full ENSIS Course or, alternatively, the ENSIS Product Knowledge Course if they have previously successfully completed an In-House Course and, if such courses are successfully completed, permit such Restricted Registrant to sell the Shares through such salesmen;
- 11. ENSIS had previously applied for and obtained Commission Order No. 2280 which permitted sales by Restricted Registrants on certain conditions, however the Order expired July 31, 1999; and was never subsequently renewed.
- (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 section 20 of the Act, section 6 of the Act shall not apply to any trading by Restricted Registrants in respect of the primary distribution to the public of Shares, subject to the following conditions:

- (a) Changes to the content of the Full ENSIS Course and examination and the ENSIS Product Knowledge Course have been approved prior to use by a Director of the Commission:
- (b) the registration of the Restricted Registrant permits the sale of the Shares;
- (c) Trading in Shares on behalf of the Restricted Registrants shall be effected only by those salesmen ("Qualified Salesmen") employed by such Restricted Registrants who have:
 - (i) successfully completed the CSC;
 - (ii) successfully completed the IFIC Course;
 - (iii) successfully completed the Full ENSIS Course; or
 - (iv) successfully completed an In-House Course approved by the Commission and the ENSIS Product Knowledge Course.
- (d) Each trade of Shares through a Restricted Registrant must be reviewed for suitability by a senior officer, director or branch manager of the Restricted Registrant who, at a minimum, has successfully completed the CSC or by such a person employed by the Restricted Registrant who is otherwise acceptable to the Deputy Director, Registrations of the Commission.
- 2. THAT this Order shall remain in effect until January 10, 2002.
- **3. THAT** the fee for this Order is \$750.00.

BY ORDER OF THE COMMISSION

Director - Legal