

THE SECURITIES ACT

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Order No. 3126

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Section 20

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November 1, 2000

AMENDED AND RESTATED

EXCHANGE TOWER LIMITED

WHEREAS:

(A) Application has been made by Exchange Tower Limited (the "Issuer") to The Manitoba Securities Commission (the "Commission") for an order pursuant to section 20 of *The Securities Act* (Manitoba) (the "Act") that certain trades of Series A First Mortgage Bonds (the "Bonds") of the Issuer to Portfolio Managers as defined below) acting as agents for Specified Managed Accounts (as defined below) will be exempt from section 37 of the Act.

(B) The Issuer has represented to the Commission that:

1. The Issuer is a wholly-owned subsidiary of Gentra Inc. ("Gentra"). Gentra is a publicly traded real estate investment company that has its common shares and several series of preferred shares listed on The Toronto Stock Exchange.
2. The Bonds will be direct obligations of the Issuer, secured by a first ranking charge, among other things, on a major regional mixed-use shopping centre located in the City of Brampton, Ontario, commonly known as the Bramalea City Centre with recourse to the Issuer being limited to its interest in the Bramalea City Centre.
3. The Issuer is not, and has no intention of becoming, subject to the continuous disclosure reporting requirements of the Act and no securities of the Issuer will be listed on any stock exchange.
4. The Issuer proposes to offer the Bonds (the "Offering") to Portfolio Managers (as defined below) in Manitoba and other provinces of Canada.
5. The minimum aggregate acquisition cost of the Bonds to each Portfolio Manager pursuant to the Offering will be \$500,000.
6. The Offering is being made by way of offering memorandum (the "Offering Memorandum") which will provide prospective investors with contractual rights of action against the Issuer in accordance with Form 26 of the regulations to the Act.

7. The Offering Memorandum contains forecasts which have been prepared in accordance with Canadian generally accepted accounting principals. Such forecasts constitute future oriented financial information ("FOFI") as defined in National Policy No. 48 ("NP 48") but may not comply with the requirements of NP 48. Section 3.1(3) of NP 48 provides that offerings for which the minimum acquisition cost as defined in the Act is at least \$500,000 are exempt from the requirements of NP 48. Accordingly, to be exempt from NP 48 when selling the Bonds in reliance on the prospectus exemption contained in subsection 19(3) and section 58 of the Act, the Agents must sell such Bonds to Manitoba investors where the aggregate acquisition cost to the investor is not less than \$500,000.

8. Trades in the Bonds pursuant to the Offering would be primary distributions under subsection 1(1) of the Act and the Offering would be subject to the registration and prospectus requirements of sections 6 and 37 of the Act but would be entitled to the exemptions from such requirements contained in subsection 19(3) and section 58 of the Act as modified by Section 90 of the regulations as well as the further exemption of this Order.

9. TD Securities Inc. and Trilon Securities Corporation (the "Underwriters"), being appropriately registered under the Act, will offer the Bonds on an underwritten basis.

10. It is proposed that the Underwriters will sell the Bonds to, among others, certain persons (the "Portfolio Managers") who are:

(i) registered under the Act as investment counsel in the category of portfolio manager; or

(ii) registered under the Act in the category of broker-dealer or investment dealer who are, in each case, purchasing as agent for certain third persons ("Managed Accounts");

11. Portfolio Managers will be solely responsible for the management of the Managed Accounts, with full power, authority and discretion *inter alia*, to buy, sell or otherwise effect transactions in securities as agents for the Managed Accounts.

12. A distribution of the Bonds in Manitoba, with an aggregate acquisition cost for the Bonds purchased for a Managed Account of less than \$97,000 (a "Specified Managed Account") would not, in the absence of this Order, be exempt from the requirements of section 37 of the Act, as the Portfolio Manager purchasing the Bonds would not be acting as principal as required pursuant to subsections 19(3) and 58(1) of the Act.

13. The aggregate acquisition cost of the Bonds to all Managed Accounts represented by such Portfolio Manager will not be less than \$500,000.

14. Each Specified Managed Account, will at the time of the purchase of Bonds hold assets having an aggregate net value of not less than \$97,000.

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

IT IS ORDERED:

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

(a) each Portfolio Manager, at the time of purchase of the Bonds 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 Bonds to all Managed Accounts represented by each Portfolio Manager will not be less than \$500,000;

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

(c) on or before the closing of the Offering, the Portfolio Managers which purchase the Bonds shall have been provided with a copy of this Order and the Issuer or the Underwriters shall have received written confirmation from the Portfolio Managers, on behalf of their respective Specified Managed Accounts, that they are aware of the limitation imposed by this order on dispositions of the Series A Bonds by Specified Managed Accounts; and

(d) within 10 days of the closing of the Offering, the Issuer shall file, or cause the Underwriters to file with the Commission a report, in duplicate, in respect of each Specified 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 Underwriter shall pay the fee which 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

Director