

THE SECURITIES ACT

)

Order No. 3165

)

Section 95(2)(c)

)

December 8, 2000

**EXCO TECHNOLOGIES LIMITED
AND
TECHMIRE LTD.**

WHEREAS:

(A) UPON the application of Exco Technologies Limited (the "Offeror") to the Manitoba Securities Commission (the "Commission") for an order, pursuant to section 95(2)(c) of the *Securities Act* (Manitoba) (the "Act"), that the public take-over bid to purchase all of the issued and outstanding shares (the "Shares") of Techmire Ltd. ("Techmire") is exempt from the valuation requirements set out in section 94(2) of the Securities Regulations (Manitoba) (the "Regulations").

(B) AND UPON the Applicant having represented to the Commission that:

(a) The Applicant is incorporated under the laws of Ontario and is subject to the continuous disclosure requirements under the Act.

(b) Techmire is a corporation incorporated under the laws of Canada and is not subject to the continuous disclosure requirements under the Act.

(c) The Applicant deals at arm's length with Techmire and does not currently own any Shares.

(d) If the conditions of the Offer are satisfied and the Applicant takes up and pays for Shares validly deposited under the Offer, and if the Applicant is unable to acquire the balance, if any, of the Shares not deposited under the Offer pursuant to the 90% compulsory acquisition provisions of the *Canada Business Corporations Act*, the Applicant intends to seek to cause a special meeting of the shareholders of Techmire to be called and held to consider an amalgamation, statutory arrangement or other transaction involving the Offeror or an affiliate of the Offeror and Techmire for the purpose of enabling the Offeror to acquire all of such Shares (a "Subsequent Acquisition Transaction").

(e) In Ontario, the take-over bid circular need not contain a summary of a formal valuation of the offeree issuer and an outline of every prior valuation where the Offeror anticipates that a going private transaction will follow the take-over bid.

(f) In connection with the Subsequent Acquisition Transaction, the Offeror will rely on the second step going private transaction exemption that is available to it

under Ontario Securities Commission Rule 61-501 ("OSC Rule 61-501"). The Offer will comply with the requirements under OSC Rule 61-501.

(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 section 95(2)(c) of the Act that the Offer is not required to contain the valuation information prescribed by section 94(2) of the Regulations provided that:

(i) the Offeror will comply with the following requirements:

(a) a Subsequent Acquisition Transaction in respect of Techmire would be effected by Exco or an affiliated entity of Exco following the Offer and would be in respect of the Shares;

(b) the Subsequent Acquisition Transaction would be completed no later than 120 days after the date of expiry of the Offer;

(c) the intent to effect the Subsequent Acquisition Transaction will be disclosed in the disclosure document for the Offer;

(d) the consideration per security paid by Exco or an affiliated entity of Exco in the Subsequent Acquisition Transaction

(i) would be at least equal in value to the consideration per security that will be paid by Exco in the Offer; and

(ii) would be in the same form as the consideration per security that was paid by Exco in the Offer; and

(e) the disclosure document for the formal bid will describe the tax consequences of both the formal bid and the subsequent going private transaction or will disclose that the tax consequences of the formal bid and the Subsequent Acquisition Transaction may be different; and

(ii) all holders of Shares in Manitoba are provided with all information and materials with respect to the Offer that are provided to holders of Shares, as the case may be, in Ontario.

2. THAT the fee for this order shall be

BY ORDER OF THE COMMISSION

Director