

THE SECURITIES ACT)	Order No. 3903
)	
Section 20(1))	October 3, 2002

UNIVERSITY OF GUELPH

WHEREAS:

(A) University of Guelph (the "Issuer") has made application to The Manitoba Securities Commission (the "Commission") for an Order pursuant to subsection 20(1) of *The Securities Act* R.S.M. 1988, Chapter S.50, (the "Act"), exempting the Issuer from the prospectus requirements of Section 37 of the Act for certain trades in Series A Senior Unsecured Debentures (the "Debentures") by the Issuer to Portfolio Managers (as hereinafter defined) acting as agents for Specified Managed Accounts (as hereinafter defined).

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

1. The Issuer is a non-shared capital corporation created under the laws of the Province of Ontario pursuant to *The University of Guelph Act, 1964*, as amended, a statute of the Legislative Assembly of Ontario and is not subject to the continuous disclosure requirements of the Act.
2. The Issuer proposes to offer (the "Offering") the Debentures on a private placement basis, in the Province of Manitoba and in certain other provinces of Canada.
3. CIBC World Markets Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. (the "Agents") will act as agents on behalf of the Issuer in the sale of the Debentures pursuant to the Offering.
4. The minimum aggregate purchase price of the Debentures by each purchaser pursuant to the Offering is \$150,000.00.
5. The Agents propose to offer the Debentures to certain persons (the "Portfolio Managers") who are registered under the Act as broker-dealers or investment dealers restricted to Portfolio Managers or as broker-dealers or investment dealers exempt from registration as advisors under the Act, in each case purchasing as agent for certain third persons or companies whose accounts (the "Managed Accounts") are managed by the Portfolio Manager.
6. Each Portfolio Manager is solely responsible for the management of its Managed Accounts, with full power, authority and discretion to, *inter alia*, buy, sell or otherwise effect transactions in securities as agent for the Managed Accounts.
7. A distribution of the Debentures in the Province of Manitoba to a Portfolio Manager for a Managed Account with an aggregate acquisition cost for the securities purchased by a Managed

Account of less than \$97,000.00 (a "Specified Managed Account") would not, in the absence of an order, be exempt from Section 37 of the Act.

8. Each Specified Managed Account will, at the time of purchase of the Debentures, hold assets having an aggregate net asset value or an aggregate acquisition cost of not less than \$150,000.00.

9. The aggregate acquisition cost of the Debentures that will be sold under the Offering to each Portfolio Manager for its Managed Accounts will not be less than \$150,000.00.

10. The Offering will be made by way of an offering memorandum (the "Offering Memorandum") which provides prospective investors in the Province of Manitoba with contractual rights of action against the Issuer in accordance with the Act and the regulation promulgated under the Act.

(C) The Commission is of the opinion that 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 the Debentures in Manitoba in connection with the Offering to a Portfolio Manager acting as agent for Managed Accounts are exempt from section 37 of the Act, provided that:

(a) each Portfolio Manager, at the time of 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 represented by each Portfolio Manager will not be less than \$150,000;

(b) each such Managed Account will, at the time of purchase of the Debentures, hold assets having an aggregate net value or an aggregate acquisition cost of not less than \$150,000;

(c) on or before the closing of the Offering, the Portfolio Managers which purchase the Debentures shall have been 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 limitation imposed by this order on dispositions of the Debentures by Managed Accounts; and

(d) within 10 days of the closing of the Offering, the Issuer shall file, or cause to be filed with the Commission a report, in duplicate, in respect of each such 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 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

DEPUTY DIRECTOR