

THE SECURITIES ACT) Order No. 6526
)
Section 20) May 15, 2012

MANITOBA BUILDER BONDS, SERIES XIII

WHEREAS:

(A) A mutual fund dealer registered under *The Securities Act* (the "**Act**") (the "Mutual Fund Dealer") may only act as a dealer in respect of any security of a mutual fund or an investment fund that is a labour-sponsored investment fund.

(B) The Province of Manitoba proposes to offer (the "**Offering**") Manitoba Builder Bonds, Series XIII (the "**Series XIII Bonds**") for sale to residents of Manitoba which permit buyers to select one of three alternatives, namely:

(a) a five-year term bond with an interest rate fixed annually (the "**Floating Rate Bond**") redeemable annually on June 15;

(b) a three-year fixed rate bond (the "**Three-Year Fixed Rate Bonds**") without redemption features; and

(c) a fixed rate annual or compound interest bond, with a five year term to maturity (the "**Five-Year Fixed Rate Bonds**"), without redemption features.

(C) BMO Nesbitt Burns Inc. is the managing agent in respect of the Offering and it is organizing a selling group which includes, among others, certain members of the Investment Industry Regulatory Organization of Canada (together the "**Investment Dealers**") each of which is registered as an investment dealer under the Act;

(D) The Investment Dealers propose appointing sub-agents, including Mutual Fund Dealers, with a view to achieving as wide a distribution of the Offering as possible;

(E) In view of the foregoing, I am of the opinion that it is not contrary to the public interest to exempt Mutual Fund Dealers from section 6 of the Act in respect of the Offering of Series XIII Bonds.

IT IS ORDERED pursuant to a delegation to me by the Commission under subsection 4(1) of the Act of the powers in that behalf:

1. THAT, pursuant to subsection 20(1) of the Act, a Mutual Fund Dealer shall be exempt from section 6 of the Act in respect of the primary distribution to the public of the Series XIII Bonds, subject to the following conditions:

(a) each such Mutual Fund Dealer shall be appointed as sub-agent by agreement with one of the Investment Dealers;

(b) payment for the Series XIII Bonds shall be made by the subscriber by cheque or money order payable to the Investment Dealer that appointed the Mutual Fund Dealer or to such other third party as may be prescribed in the sub-agency agreement with the Mutual Fund Dealer;

2. THAT this fee for this order is \$750.00.

Director