

Placement Exemption"). The purchase and sale of these Special Units is scheduled to close on or about November 13, 2002 (the "Closing Date").

6. Certain of the Manitoba purchasers who have been approached by the Partnership to purchase Special Units (the "Proposed Purchasers") are unable to make a binding commitment to purchase Special Units at this time.

7. National Leasing had originally committed to purchase three (3) Special Units for an aggregate subscription price of \$300,000 (the "Original Units"). In order to allow the Proposed Purchasers an opportunity to commit and invest in Special Units after the Closing Date (by way of the resale of Special Units to them by National Leasing following the Closing Date), National Leasing has agreed to purchase an additional five (5) Special Units (the "Additional Units"), again at \$100,000 per Special Unit, for a total aggregate subscription price of \$800,000, on the condition that it be able to resell some or all of the Additional Units to the Proposed Purchasers.

8. Given the fact that National Leasing has expressed a desire to resell some or all of the Additional Units, and that desire is known at the time of the proposed private placement of the Additional Units to it, National Leasing does not have the necessary investment intent required in order for the Partnership to be able to rely upon the Private Placement Exemption for the sale of the Additional Units to it.

9. Manitoba has, pursuant to Commission Notice 2002-38 (the "MSC Notice"), published proposed amendments to Multilateral Instrument 45-103 – Capital Raising Exemptions ("MI 45-103") for a 60 day comment period ("Proposed MI 45-103").

10. National Leasing satisfies the requirements of subparagraph (n) to the definition of "accredited investor" as contained in Section 1.1 of Proposed MI 45-103 and, if Proposed MI 45-103 was now in effect, the sale of the Special Units, including the Additional Units, by the Partnership to National Leasing could be effected in reliance upon Section 5.1 of Proposed MI 45-103 to exempt such purchase from the prospectus and registration requirements of the Act.

11. The Proposed Purchasers will acquire the Additional Units as principal from National Leasing at an aggregate acquisition cost to such Proposed Purchaser of at least \$97,000 in reliance on s. 19(3) of the Act or s. 90 of *The Securities Regulation* 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 Additional Units by the Partnership to National Leasing are exempt from Sections 6 and 37 of the Act;

2. THAT, the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION

Deputy Director - Legal