

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - insider-bid by private company - applicant exempt from valuation requirement.

Applicable Alberta Statutory Provision

Securities Act, S.A. 2000, c. S-4, as amended, Rule 171(2).

Citation: 3376290 Canada Inc. and Lake Louise LP, 2005 ABASC 164 **Date:** 20050218

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ALBERTA AND MANITOBA

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF
APPLICATIONS

AND

IN THE MATTER OF 3376290 CANADA INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (collectively, the "Decision Maker") in each of the provinces of Alberta and Manitoba (collectively, the "Jurisdictions") has received an application (the "Application") from 3376290 Canada Inc. (the "Corporation") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the Corporation be exempted from having to include a summary of valuation (the "Valuation Requirement") of the limited partnership units (the "Units") of Lake Louise Limited Partnership (the "Partnership") in the take-over bid circular (the "Corporation's Circular") to be provided to holders of the Units ("Unitholders") in connection with the proposed offer (the "Offer") by the Corporation to purchase all of the Units, other than the Units presently held by the Corporation and its associates and affiliates (the "Requested Relief").

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"):

- (a) the Alberta Securities Commission is the principal regulator for this application;
and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

AND WHEREAS defined terms contained in National Instrument 14-101 Definitions have the same meaning in this decision unless they are defined in this decision.

AND WHEREAS the Corporation has represented to the Decision Makers that:

1. The Corporation is a private corporation incorporated under the Canada Business Corporations Act and is a wholly-owned subsidiary of Ocean Properties Ltd. ("Ocean") a corporation incorporated under the laws of the state of Maine.
2. The Partnership is a limited partnership formed under the laws of the Province of Alberta on December 22, 1988. The Partnership holds interest in four hotel properties in Alberta and Manitoba. The Units are not listed on any stock exchange.
3. Neither the Corporation nor its associates and affiliates has, or has ever had, any board or management representation in respect of the Partnership, or has knowledge of any material information concerning the Partnership or its securities that has not been generally disclosed. However, an associate of the Corporation acts as hotel manager in respect of two of the properties in which the Partnership has an interest and the Corporation owns or controls 81 Units out of a total of 300 issued Units, representing approximately 27% of the issued and outstanding Units. As a result, the Corporation is considered an "insider" of the Partnership by the securities legislation of the Jurisdictions.
4. The Corporation intends to rely on available exemptions in the provinces of Ontario and Quebec from the Valuation Requirement and the Corporation will provide relevant disclosure in the Corporation's Circular in order to enable the Corporation to rely on such exemptions.
5. The Corporation lacks access to relevant information that would enable the Corporation to satisfy the Valuation Requirement.
6. The Corporation anticipates mailing the Corporation's Circular to Unitholders of the Partnership on or prior to March 31, 2005.

AND WHEREAS pursuant to the System, the MRRS Decision Document evidences the Decision of each of the Decision Makers (collectively, the "Decision").

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The Decision of the Decision Makers under the Legislation is that:

- (a) the Requested Relief is granted provided that the Filer complies with the other requirements in the Legislation applicable to formal take-over bids made by issuers; and

(b) the Application, supporting materials and this Decision Document shall remain confidential until the earlier of the mailing of the Corporation's Circular and March 31, 2005.

DATED at Calgary, Alberta on this 18th day of February, 2005.

"Original signed by"

Agnes Lau, CA

Deputy Director, Capital Markets