

## Headnote

Mutual Reliance Review System for Exemptive Relief Applications -- Issuer has only one security holder -- Issuer deemed to cease to be a reporting issuer under applicable securities laws

## Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(b).

April 20, 2007

IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
SASKATCHEWAN, MANITOBA,  
ONTARIO, QUEBEC, NEW BRUNSWICK,  
NOVA SCOTIA AND  
NEWFOUNDLAND AND LABRADOR  
(the "Jurisdictions")

AND

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

AND

IN THE MATTER OF  
HARRIS STEEL GROUP INC.  
(the "Filer")

MRRS DECISION DOCUMENT

## Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") that the Filer be deemed to have ceased to be a reporting issuer in the Jurisdictions (the "**Requested Relief**").

Under the Mutual Reliance Review System for Exemptive Relief Applications

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

## Interpretation

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

## Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation incorporated under the laws of Ontario by letters patent dated May 20, 1953. By supplementary letters patent dated April 27, 1967, the company changed its status from a private to a public company. The company changed its name to "Harris Steel Group Inc." on November 6, 1979 and, on September 1, 1984, the company amalgamated with G&H Steel Industries Limited but continued to be known as "Harris Steel Group Inc."
2. The Filer is engaged in the steel industry, and participates in steel trading and in the distribution of reinforcing steel and allied products.
3. The head office and registered office of the Filer is located at 4120 Yonge Street, Suite 404, Toronto, Ontario M2P 2B8.
4. The authorized capital of the Filer consists of an unlimited number of common shares (the "**Common Shares**"). As at the date hereof, there are 26,924,320 Common Shares issued and outstanding.
5. The Filer is a reporting issuer or the equivalent in each of the provinces and territories of Canada where that concept exists, except British Columbia, where the Filer elected to cease to be a reporting issuer prior to the date hereof.
6. Pursuant to an offer (the "**Offer**") dated January 22, 2007 by an indirect wholly-owned subsidiary of Nucor Corporation (the "**Offeror**"), the Offeror offered to purchase all of the Common Shares at a price of Cdn. \$46.25 per Common Share (the "**Offer Price**"). The Offer was made by way of take-over bid pursuant to Part XX of the *Securities Act* (Ontario).
7. The Offer expired on March 2, 2007. At the expiry of the Offer approximately 96.6% of the outstanding Common Shares had been deposited under the Offer and were taken up and paid for by the Offeror.
8. Following the completion of the Offer, the Offeror exercised its right under Section 188 of the *Business Corporations Act* (Ontario) (the "**OBCA**") to acquire the remaining issued and outstanding Common Shares not deposited under the Offer and this compulsory acquisition was completed on April 8, 2007. As a result, on April 8, 2007, the Offeror became the beneficial owner of all of the Common Shares. The Filer has no other securities outstanding.

9. On March 9, 2007, the Offeror delivered a notice of compulsory acquisition to shareholders of the Filer who did not tender their shares under the Offer.

Shareholders who did not elect to demand fair value for their Common Shares in accordance with the OBCA were only entitled to receive the Offer Price, in cash, for their Common Shares and there was no public market for their Common Shares.

10. The Filer has no current intention to seek public financing by way of an offering of securities.

11. The Common Shares were delisted from the Toronto Stock Exchange on March 13, 2007, and no securities of the Filer are listed or traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

12. The Filer is not in default of any of its obligations as a reporting issuer under the Legislation, other than its obligation to file its annual information form, annual financial statements, related management's discussion and analysis, and certificates under Multilateral Instrument 52-109 for the year ended December 31, 2006. Prior to the last date by which the Filer was required to file its annual information form, annual financial statements, related management's discussion and analysis and certificates for such period, the Filer had applied for a decision that the Filer be deemed to have ceased to be a reporting issuer in the Jurisdictions, and the Offeror (i) owned approximately 96.6% of the Common Shares and (ii) had delivered a notice of compulsory acquisition to shareholders of the Filer who had not tendered their shares under the Offer. Consequently, the Filer has not prepared or filed its annual information form, annual financial statements, related management's discussion and analysis or certificates for the year ended December 31, 2006.

13. Upon the grant of the relief requested herein, the Filer will not be a reporting issuer or the equivalent in any jurisdiction of Canada.

## **Decision**

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 the Requested Relief is granted.

"Robert L. Shirriff"

"Paul K. Bates"