

IN THE MATTER OF THE SECURITIES LEGISLATION OF  
ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NOVA SCOTIA AND  
NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF  
OXFORD PROPERTIES GROUP INC.

MRRS DECISION DOCUMENT

**WHEREAS** the local securities regulatory authority or regulator (collectively, the "Decision Makers") in each of the provinces of Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia and Newfoundland and Labrador (the "Jurisdictions") has received an application from Oxford Properties Group Inc. ("Oxford") for:

- (a) a decision pursuant to the securities legislation of each of the Jurisdictions (the "Legislation") that Oxford be deemed to cease to be a reporting issuer or its equivalent under the Legislation; and
- (b) in Ontario only, an order pursuant to the *Business Corporations Act* (Ontario) (the "OBCA") that Oxford be deemed to have ceased to be offering its securities to the public.

**AND WHEREAS** pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), Ontario is the principal regulator for this application;

**AND WHEREAS** Oxford has represented to the Decision Makers that:

1. Oxford is a corporation governed by the OBCA with its registered office located at Oxford Tower, 130 Adelaide Street West, Suite 1100, Toronto, Ontario M5H 3P5;
2. Oxford is a reporting issuer or its equivalent under the Legislation and is not in default of any requirements under the Legislation;
3. The authorized capital of Oxford consists of an unlimited number of common shares, of which 54,884,335 were issued and outstanding as at September 11, 2002 (the "Common Shares"), all of which are held by a wholly-owned subsidiary of BPC Properties Ltd. ("BPC");

4. As a result of take-over bids by BPC (the "Bids") in September 2001 to acquire all of the Common Shares and public convertible debentures of Oxford and the early redemption by Oxford of its publicly held senior unsecured debentures (the senior unsecured debentures together with the common shares and convertible debentures being collectively referred to as the "Public Securities"), the only holders of securities of Oxford which were issued by Oxford by prospectus are BPC and 2006186 Ontario Inc., a wholly-owned subsidiary of BPC;

5. As at September 30, 2002, on a consolidated basis Oxford had approximately \$1.6 billion outstanding in debt secured on real estate properties and approximately \$351 million outstanding in unsecured debt. Such outstanding unsecured debt is owed to an affiliate of BPC with the exception of approximately \$6.5 million consisting of capital lease obligations. Such outstanding secured debt consists of (a) debt issued by affiliated entities ("Subsidiary Entities") within the Oxford consolidated group of entities collectively, "Subsidiary Debt", (b) conventional commercial real estate mortgages held by various institutions for which Oxford or Oxford Subsidiary Entities are the mortgagors (collectively, "Conventional Mortgages"), and (c) various other types of indebtedness secured by a mortgage or charge on real estate (collectively "Mortgage Debt") which was issued by Subsidiary Entities or corporations which were acquired by Oxford after the issuance of the Mortgage Debt.

6. Following the Bids, Oxford amalgamated with certain of its subsidiaries. As a result of these amalgamations, Oxford became liable for the debt obligations of the subsidiaries, including certain Mortgage Debt (collectively, "Subsidiary Mortgage Debt"). None of this Subsidiary Mortgage Debt was issued by prospectus and none of the subsidiaries which amalgamated with Oxford were reporting issuers. There are 17 registered holders of this Subsidiary Mortgage Debt with 11 holders in Ontario, five holders in Manitoba and one holder in the United States;

7. Other than the Public Securities held by BPC and 2006186 Ontario Inc., Oxford has no securities, including debt securities, outstanding which were issued by prospectus;

8. The Oxford common shares were de-listed from the Toronto Stock Exchange on November 1, 2001 and no securities, including any debt securities, of Oxford are listed or quoted on any exchange or market; and

9. Oxford does not intend to seek public financing by way of an offering of its securities to the public.

**AND WHEREAS** pursuant to the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

**AND WHEREAS** each of the Decision Makers is satisfied that the test contained in the Legislation which provides the Decision Maker with the jurisdiction to make the Decision;

**THE DECISION** of the Decision Maker pursuant to the Legislation is that Oxford Properties Group Inc. is deemed to have ceased to be a reporting issuer, or its equivalent, under the Legislation as of the date hereof.

**DATED** on this 21st day of January, 2003.

*"John Hughes"*

John Hughes

Manager, Corporate Finance

**AND IT IS HEREBY ORDERED** by the Ontario Securities Commission pursuant to subsection 1(6) of the OBCA that Oxford is deemed to have ceased to be offering its securities to the public for the purposes of the OBCA.

**DATED** on this 21st day of January, 2003.

*"Kerry D. Adams"*

*"Robert L. Shirriff"*

### **Headnote**

Mutual Reliance Review System for Exemptive Relief Applications – Issuer has only one security holder – issuer deemed to have ceased being a reporting issuer.

Subsection 1(6) of the OBCA – Issuer deemed to have ceased to be offering its securities to the public under the *Business Corporations Act* (Ontario).

### **Applicable Ontario Statutory Provisions**

*Securities Act*, R.S.O. 1990, c.S.5. as am. s.83.

*Business Corporations Act*, R.S.O. 1990, c.B.16. as am., s.1(6).