

THE SECURITIES ACT

)

Order No. 5060

)

Section 148

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April 28, 2006

TD WATERHOUSE CANADA INC.
And
NATIONAL HEALTHCARE
MANUFACTURING CORPORATION

WHEREAS:

(A) TD Waterhouse Canada Inc. (TD Waterhouse) applies to The Manitoba Securities Commission (the "Commission") for an order under s. 148 of The Securities Act, R.S.M. 1988, c. S50 (the "Act") to permit a trade in securities subject to a cease trade order.

(B) On January 5, 2000 the Director ordered under section 148 of the Act that all trading in the securities of National Healthcare Manufacturing Corporation (NHMC) cease until it complies with Part XII of the Act (the "Cease Trade Order"). The Cease Trade Order continues in effect.

(C) TD Waterhouse has represented to the Commission that:

1. TD Waterhouse is a corporation incorporated under the laws of Ontario. The head office of TD Waterhouse is located in Toronto, Ontario.
2. TD Waterhouse is registered as a dealer in the category of investment dealer (or equivalent) in each of the provinces and territories of Canada. TD Waterhouse is a member of the Investment Dealers Association of Canada.
3. In mid 2004, TD Waterhouse discovered that, in the development of its cease trade order database, it had inadvertently omitted NHMC from its list of issuers whose securities were subject to cease trade orders. As a result, one client of TD Waterhouse resident in Manitoba (the Manitoba Purchaser) purchased shares of NHMC (the Shares) during the period when the Cease Trade Order was in effect and holds the Shares in its account with TD Waterhouse. The Shares were purchased by the Manitoba Purchaser through TD Waterhouse.
4. The terms of the Cease Trade Order prohibit the Manitoba Purchaser from selling the Shares.

(C) The Commission is satisfied that granting this Order would not be prejudicial to the public interest.

IT IS ORDERED THAT:

1. Pursuant to section 148 of the Act that the Cease Trade Order is varied to permit TD Waterhouse to sell the Shares to TD Waterhouse's defunct securities account, provided that prior to any executing such sale, TD Waterhouse obtains written confirmation from the Manitoba Purchaser that it is not and has never been an insider or control person of NHMC.

BY ORDER OF THE COMMISSION.

Deputy Director – Legal