

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - issuer deemed to be no long a reporting issuer under securities legislation (for MRRS Decisions)

Applicable Alberta Security Provisions

Securities Act, R.S.A., 2000, c.S-4, section 153

Citation: TGS North American Real Estate Investment Trust, 2006 ABASC 1518 **Date:** 20060714

File No.: B29037

Blake, Cassels & Graydon LLP
Box 25, Commerce Court West
199 Bay Street
Toronto, ON M5L 1A9

Attention: Mark K.J. Rushton

Dear Sir:

Re: TGS North American Real Estate Investment Trust (the "Applicant") - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick and Newfoundland and Labrador (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions for a decision under the securities legislation (the "Legislation") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

1. the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
2. no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
3. the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
4. the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer, 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 and orders that the Applicant is deemed to have ceased to be a reporting issuer in the Jurisdictions.

Relief requested granted on the 14th day of July, 2006.

" original signed by"

Blaine Young

Associate Director, Corporate Finance

Alberta Securities Commission