

**ALBERTA SECURITIES COMMISSION
BLANKET ORDER 45-504 (AB)**

Order under section 185 of the Securities Act

**Interim Resale Relief for certain securities of SHAIIF Issuers
distributed under Part 3 of Rule 72-501 *Distributions to Purchasers Outside Alberta***

Part 1 Definitions and Interpretation

1.1 Definitions - In this Blanket Order:

“Act” means the Alberta Securities Act (Alberta) (S.A., 1981, c. S-61, as amended);

“MI 45-102” means Multilateral Instrument 45-102 *Resale of Securities*

“Rule 45-501” means ASC Rule 45-501 *System for Shorter Hold Period for Issuers Filing an AIF*;

“Rule 72-501” means ASC Rule 72-501 *Distributions to Purchasers Outside Alberta*;

1.2 Unless the context otherwise requires, terms defined in the Act or the ASC Rules have the same meaning in this Blanket Order.

Alberta issuer has the same meaning as in Rule 72-501.

Part 2 Background to the Order

2.1 Part 3 of Rule 72-501 provides Alberta issuers with a registration and prospectus exemption (section 3.1) and a first trade exemption (section 3.2) that can be relied on when distributing securities to purchasers outside Alberta.

2.2 Section 3.2 of Rule 72-501 sets out the conditions that must be satisfied before securities distributed under section 3.1 can be resold. Section 3.2 provides that these securities must be held for a period of at least 12 months before they can be resold, unless the issuer is entitled to offer a reduced 4 month hold period under section 2.1 of Rule 45-501.

2.3 With the repeal of Rule 45-501 on November 30, 2001, Alberta issuers distributing securities under section 3.1 of Rule 72-501 will no longer be able to offer purchasers the reduced 4 month hold period under section 2.1 of Rule 45-501.

2.4 The Commission intends to amend Rule 72-501 to make the first trade of securities under section 3.2 of the rule subject to the resale provisions of MI 45-102 but cannot do so prior to November 30, 2001.

2.5 The Commission has determined that it is not prejudicial to the public interest to provide first trade relief in these circumstances.

Part 3 Order

3.1 The first trade of a security issued pursuant to the exemption in section 3.1 of Rule 72-501 will be exempt from the requirements of section 3.2 of Rule 72-501, provided the first trade is made in accordance with the conditions in section 2.5(2) or (3) of MI 45-102.

3.2 This Blanket Order will expire on the effective date of the amendment to section 3.2 of Rule 72-501.

Part 4 Effective Date

4.1 This Blanket Order is effective November 30, 2001.

Dated at the City of CALGARY)	
)	
in the Province of ALBERTA)	<u>“original signed by”</u>
)	Eric T. Spink, Vice-Chair
this 28 th day of November, 2001)	
)	
)	<u>“original signed by”</u>
)	Glenda A. Campbell, Vice-Chair
)	