

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions - Securities Act s. 88 Cease to be a reporting issuer in BC - The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market – The issuer falls within the definition of “closely held reporting issuer” contained in BC Instrument 11-502 Voluntary Surrender of Reporting Issuer Status as the securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, s. 88

November 7, 2013

In the Matter of
the Securities Legislation of
British Columbia, Alberta, Saskatchewan, Manitoba, Ontario,
Québec, New Brunswick, Nova Scotia, Prince Edward Island and
Newfoundland and Labrador
(the “Jurisdictions”)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
Canada Mortgage Acceptance Corporation
(the “Applicant”)

Decision

Background

- ¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (each, a “Decision Maker”) has received an application from the Applicant (the “Application”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the Applicant is not a reporting issuer in the Jurisdictions (the “Exemptive Relief Sought”).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Ontario Securities Commission is the principal regulator for the Application, and

- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

- ¶ 2 Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

- ¶ 3 This decision is based on the following facts represented by the Applicant:

1. The Applicant is a corporation governed by the *Business Corporations Act* (Ontario) with its registered office located at 66 Wellington Street West, Suite 5300, Toronto Dominion Bank Tower, Toronto, Ontario, M5K 1E6.
2. As of the date of this Decision, the authorized share capital of the Applicant consists of an unlimited number of common shares and an unlimited number of two classes of preferred shares. As of the date of this Decision, one common share in the share capital of the Applicant (the “Common Share”) was outstanding. In addition, as of the date of this Decision, \$358,918.29 of Class G mortgage pass-through certificates, Series 2006-C5 (the “Class G Certificates”) and a Class R residual mortgage pass-through certificate, Series 2006-C5 (the “Residual Certificate” and together with the Class G Certificates, the “Pass-Through Certificates”), each issued by the Applicant, are outstanding. The Class G Certificates were offered and sold to investors under a short form prospectus dated November 22, 2006. As of the date of this Decision, the Pass-Through Certificates were held by three certificateholders. The Applicant has no other securities outstanding, including debt securities.
3. The Applicant is a reporting issuer in each of the Jurisdictions and is thus subject to continuous disclosure requirements under the Legislation, except that the Applicant, pursuant to previous decision documents, is exempted, on certain terms and conditions, from certain continuous disclosure requirements under the Legislation (e.g., the requirement to file interim and annual financial statements).
4. The Applicant is applying for a decision that it is not a reporting issuer in all of the Jurisdictions in which it is currently a reporting issuer.
5. The outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide.
6. It is impractical, inefficient and costly for the Applicant to remain a reporting issuer with only three securityholders, as the Common Share and the Residual Certificate are each held by the same entity. In addition, the Applicant anticipates that final distributions of monetary sums in accordance with the terms and conditions of the Pass-Through Certificates will be made by the end of this year.

7. None of the Applicant's securities, including debt securities, are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported.
8. The Applicant does not currently intend to seek public financing by an offering of its securities in Canada.
9. Upon the grant of the Exemptive Relief Sought, the Applicant will no longer be a reporting issuer in any jurisdiction in Canada.
10. The Applicant is not in default of any of its obligations as a reporting issuer under the Legislation, except for the obligation to file its interim management discussion and analysis for the interim period ended June 30, 2013 and related certificates for the interim period ended June 30, 2013 (collectively, the "Filings"), all of which became due on August 29, 2013.
11. The Applicant has not surrendered its status as a reporting issuer in British Columbia pursuant to British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* (the "BC Instrument") in order to avoid the ten day waiting period under the BC Instrument.
12. The Applicant is not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* because it is in default of its obligations to file the Filings and because it is a reporting issuer in British Columbia.

Decision

- ¶ 4 Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

James Turner
Vice-Chair
Ontario Securities Commission

Judith Robertson
Commissioner
Ontario Securities Commission