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Headnote

Mutual Reliance Review System for Exemptive Relief Application - relief from all of the requirements of NI 51-101 granted to a reporting issuer that is a credit support issuer as defined in NI 51-102 - relief is subject to the conditions that the issuer remain a credit support issuer and comply with the requirements and conditions set out in the credit support issuer exemption

Applicable British Columbia Provisions

National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*, s. 8.1(1)

IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, NEW BRUNSWICK, NOVA SCOTIA AND NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF BURLINGTON RESOURCES CANADA LTD. AND BURLINGTON RESOURCES INC.

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, and Newfoundland and Labrador (the “Jurisdictions”) has received an application from Burlington Resources Canada Ltd. (“BRCL”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that BRCL be exempted from the requirements of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities (“NI 51-101”);
2. AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the “System”) the Alberta Securities Commission is the principal regulator for this application;

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3. AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or Appendix 1 of Companion Policy 51-101CP;
4. AND WHEREAS BRCL has represented to the Decision Makers that:
 - 4.1 BRCL's head office is in Calgary, Alberta;
 - 4.2 BRCL is a reporting issuer or equivalent in each of the Jurisdictions and in Quebec;
 - 4.3 Burlington Resources Inc. ("Burlington")
 - 4.3.1 is a corporation organized and subsisting under the laws of Delaware;
 - 4.3.2 has securities registered under the 1934 Act; and
 - 4.3.3 is a reporting issuer in Quebec and Ontario;
 - 4.4 as at September 30, 2003, Burlington had outstanding 198,638,294 shares of common stock (the "BR Shares");
 - 4.5 the BR Shares are listed on the New York Stock Exchange (the "NYSE") and on the Toronto Stock Exchange (the "TSX");
 - 4.6 on November 18, 1999 Burlington and Poco Petroleum Ltd. ("Poco") completed an arrangement (the "Arrangement") under the provisions of the Business Corporations Act (Alberta) whereby Burlington Resources Canada Inc. ("BRCI"), a wholly-owned subsidiary of Burlington, acquired all of the issued and outstanding common shares of Poco and issued to the shareholders of Poco exchangeable shares exchangeable into BR Shares (the "Exchangeable Shares"). Subsequently, Poco changed its name to Burlington Resources Canada Energy Ltd. ("BRCEL");
 - 4.7 on September 17, 2001 BRCI, BRCEL and certain other subsidiaries of Burlington amalgamated to form BRCL, which has assumed all of the obligations of BRCI and BRCEL;
 - 4.8 the Exchangeable Shares have all been exchanged for BR Shares and have been delisted from the TSX;

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- 4.9 upon completion of the Arrangement, Poco had outstanding Cdn. \$50,000,000 of 6.20% notes maturing November 2, 2001, Cdn. \$100,000,000 of 6.40% notes maturing of December 3, 2003 and Cdn. \$150,000,000 of 6.60% notes maturing September 11, 2007 (the “2007 Notes”) (collectively, the “Notes”);
- 4.10 all of the Notes have been repaid in accordance with their terms, except for the 2007 Notes which do not mature until September 11, 2007;
- 4.11 a search of beneficial holders of 2007 Notes conducted on October 21, 2003 by CDS and ADP, indicated that there were 333 beneficial holders of 2007 Notes all of which are resident in Canada;
- 4.12 the Notes were not listed on any marketplace as defined in National Instrument 21-101 Marketplace Operation;
- 4.13 effective April 3, 2000, Burlington unconditionally guaranteed all principal, interest and other amounts owing under the Notes;
- 4.14 Burlington prepares disclosure about its oil and gas activities on a consolidated basis in accordance with the requirements of the 1933 Act, the 1934 Act and the rules of the SEC;
- 4.15 proposed National Instrument 51-102 Continuous Disclosure Requirements, as published on December 19, 2003, (“NI 51-102”) is expected to come into force in the Jurisdictions on March 30, 2004;
- 4.16 BRCL will be exempt from the requirements of NI 51-102 as
 - 4.16.1 it is a “credit support issuer” as defined in subsection 13.4(1) of NI 51-102 (a “Credit Support Issuer”); and
 - 4.16.2 it meets the requirements and conditions set out in subsection 13.4(2) of NI 51-102 (the “Credit Support Issuer Exemption”);
- 5. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the “Decision”);

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6. AND WHEREAS 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;
7. THE DECISION of the Decision Makers pursuant to the Legislation is that NI 51-101 shall not apply to BRCL for so long as it is a Credit Support Issuer and is in compliance with the requirements and conditions set out in the Credit Support Issuer Exemption.

DATED this 12th day of March, 2004.

Glenda A. Campbell, Q.C., Vice-Chair

Stephen R. Murison, Vice-Chair