

# 2004 BCSECCOM 112

## Headnote

Issuer exempt from the requirements of the *Company Act* relating to trust indentures

## Exemption Order

### Rogers Wireless Inc.

#### Section 87 of the *Company Act*, R.S.B.C. 1996, c. 62

## Background

- ¶ 1 Rogers Wireless Inc. (Rogers) has applied for an exemption from sections 86 to 97 of the Act.

## Representations

- ¶ 2 Rogers represents that:
1. it is a corporation amalgamated under the *Canada Business Corporations Act*, is a reporting issuer under the *Securities Act* (British Columbia) and is not in default of any requirement of the *Securities Act* or the *Securities Rules*, B.C. Reg. 194/97;
  2. all of its outstanding common shares are owned by Rogers Wireless Communications Inc.;
  3. it is conducting a private placement of non-convertible debt securities consisting of senior secured notes (the “Notes”) in the United States and possibly in Canada, including British Columbia;
  4. the Notes will be issued under a trust indenture (the “Indenture”) to be entered into between Rogers and JPMorganChase Bank, a trustee organized and doing business under the laws of the State of New York (the “Trustee”);
  5. the Indenture is governed by the laws of the State of New York and the *Trust Indenture Act* of 1939 (United States), which contains provisions that are substantially similar to the provisions of sections 86 to 97 of the Act;

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6. the Notes will be sold in the United States to qualified institutional purchasers in reliance on Rule 144A of the *Securities Act of 1933* (United States) and outside the United States in reliance on Regulation S under the *Securities Act of 1933*, and;
7. any Notes sold in Canada, or to a resident of Canada, will be sold in compliance with applicable securities legislation.

### **Order**

- ¶ 3 Because it is not prejudicial to the public interest, the Executive Director orders under section 87(2) of the Act that sections 86 to 97 of the Act do not apply to the Indenture provided that the Indenture complies in all material respects with the provisions of the *Trust Indenture Act of 1939* that are substantially similar to the provisions of sections 86 to 97 of the Act.
- ¶ 4 February 16, 2004

Noreen Bent  
Manager