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Headnote

Securities Act s. 84 – Exemption from the restriction in section 82 on materials that can be given out after the receipt for the final prospectus – A filer wants to disseminate sales communications after receipt for the final prospectus – The filers have obtained relief from the dealer registration requirement; all information in the sales communications concerning the securities will be contained in the prospectus; the sales communications will be fair and balanced; the sales communications will contain legends stating that the sales communications do not contain full disclosure of all material facts, and stating how the prospectus may be obtained

Securities Act s. 169 – Confidentiality – An applicant wants to keep an application and order confidential for a limited amount of time after the order is granted – The record provides intimate financial, personal or other information; the disclosure of the information before a specific transaction would be detrimental to the person affected; the information will be made available after a specific date

Exemption Order

Barclays Bank PLC and Barclays Capital Inc.

Sections 84 and 169 of the *Securities Act*, R.S.B.C. 1996, c. 418

Background

- ¶ 1 Barclays Bank PLC (Barclays) and Barclays Capital Inc. (BCI and together with Barclays, the Filers) have applied for
- (a) an order exempting the Filers from the restriction under section 82 of the Act from disseminating any materials in addition to the prospectus, any record filed with or referred to in the prospectus, and any record used during the waiting period (the Dissemination Restriction) so that Sales Communications (as hereinafter defined) may be disseminated in connection with the distribution of iPath-branded notes or other exchange traded notes (each such class of notes, an ETN) pursuant to a final base shelf prospectus (the Prospectus) qualifying the distribution of Global Medium-Term Notes, Series A (the Notes) of Barclays (the Sales Communication Relief); and
 - (b) a decision that this order and the accompanying application made by the Filers be kept confidential until the earlier of:

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- (i) the granting of exemptive relief by the Ontario Securities Commission from the requirements of OSC Rule 48-501; and
- (ii) October 20, 2011 (the Confidentiality Relief).

Representations

¶ 2 The Filers represent that:

1. Barclays is a public limited company registered in England and Wales having its registered office at 1 Churchill Place, London, England E14 5HP; Barclays is a wholly owned subsidiary of Barclays PLC;
2. Barclays is a reporting issuer in each of the provinces of Canada and is not in default of securities legislation in any province of Canada;
3. Barclays is a major global financial services provider engaged in retail banking, credit cards, corporate banking, investment banking, wealth management and investment management services with an extensive international presence in Europe, the Americas, Africa and Asia;
4. as of December 31, 2010, Barclays was among the largest financial institutions in the world measured by total assets, having total assets as of that date of £1,490 billion and total shareholders' equity of £62.3 billion;
5. Barclays intends to distribute pursuant to the Prospectus one or more series of ETNs;
6. in a passport decision of the Ontario Securities Commission dated July 22, 2011, the Filers were exempted from the dealer registration requirement in connection with dissemination of Sales Communications relating to distribution of ETNs pursuant to the Prospectus;
7. Barclays, BCI, Barclays Capital Canada Inc. (BCCI), a registered investment dealer and wholly owned subsidiary of Barclays, and other registered investment dealers, will enter into a distribution agreement (Distribution Agreement) pursuant to which BCI, BCCI and such other registered investment dealers may purchase as principal from Barclays a portion of any ETNs being issued or distribute the ETNs as agent on behalf of Barclays;
8. Barclays intends to apply to list the ETNs on the Toronto Stock Exchange (TSX); ETNs may be purchased directly from TSX market makers, BCCI or other registered investment dealers and orders may only be placed on any day when there is a trading session on the TSX;

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9. under the terms of the Distribution Agreement, no investment dealers other than BCCI will solicit expressions of interest from investors to purchase ETNs in connection with the distribution of ETNs; as a result, the Filers expect to be the primary entities desiring to foster market awareness and promote trading in the ETNs through the dissemination of sales communications, including, without limitation, websites such as www.ipathetn.com, print and online advertisements, product and educational brochures, term sheets, direct mail, email, sales presentations and web seminars (collectively, Sales Communications);
10. all information in the Sales Communications concerning the ETNs will be contained in the Prospectus;
11. the Sales Communications will be fair and balanced;
12. each Sales Communication will include a legend stating that the Sales Communication does not contain full disclosure of all material facts concerning the distribution of the ETNs;
13. all Sales Communications will include the legend required by section 13.2 of National Instrument 41-101 *General Prospectus Requirements* and state that the Prospectus may be obtained by contacting BCCI or other registered investment dealer that is party to the Distribution Agreement; and
14. Barclays will retain a third party to develop Sales Communications but not to distribute or act as underwriter, broker or dealer of ETNs.

Order

- ¶ 3 Considering that to do so would not be prejudicial to the public interest, the Commission orders that the Sales Communications Relief and the Confidentiality Relief are granted.

September 12, 2011

Martin Eady, CA
Director, Corporate Finance
British Columbia Securities Commission