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Headnote

An issuer wants relief from the requirement to include a certificate signed by each underwriter in the prospectus

Exemption Order

Silver Standard Resources Inc.

Section 76 of the *Securities Act*, R.S.B.C. 1996, c. 418

Background

- ¶ 1 Silver Standard Resources Inc. (Silver Standard) applied under section 76 of the Act for an exemption from the requirement in section 69(1) of the Act that an underwriter that is in a contractual relationship with the issuer must sign a certificate to the prospectus.

Representations

- ¶ 2 Silver Standard represents that:
1. it is incorporated under the laws of British Columbia with its head office in British Columbia;
 2. its mind and management is primarily located in British Columbia and its business is administered from British Columbia;
 3. it is a reporting issuer in British Columbia and is not in default of its requirements under securities legislation in British Columbia;
 4. on April 28, 2006, it filed a preliminary short form base PREP prospectus (the Preliminary Prospectus) with the securities regulatory authorities in each of the provinces and territories of Canada except Québec, and concurrently filed with the filing of the Preliminary Prospectus in Canada, a registration statement on Form F-10 with the United States Securities and Exchange Commission, in connection with a public offering of common shares in Canada and the United States (the Offering);
 5. it will file a final short form base PREP prospectus (the Final Prospectus) to the Preliminary Prospectus and a supplemented short form PREP prospectus (the Supplemented Prospectus) in connection with the Offering;

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6. the Offering will take place pursuant to an underwriting agreement (the Underwriting Agreement) to be dated as of the date of the Supplemented Prospectus and entered into among Silver Standard and Bear, Stearns & Co. Inc., Deutsche Bank Securities Inc., Blackmont Capital Inc., Citigroup Global Markets Inc., National Bank Financial Inc. and Salman Partners Inc.;
7. Bear, Stearns & Co. Inc., Deutsche Bank Securities Inc., Blackmont Capital Corp., Citigroup Global Markets Inc., NBF Securities (USA) Corp. and Salman Partners (USA) Inc. (collectively, the US Underwriters) will act as underwriters of the Offering in the United States;
8. Deutsche Bank Securities Limited, Blackmont Capital Inc., Citigroup Global Markets Canada Inc., National Bank Financial Inc. and Salman Partners Inc. (collectively, the Canadian Underwriters) will act as underwriters of the Offering in Canada.
9. section 69(1) of the Act provides that if an underwriter is in a contractual relationship with an issuer of securities offered by a prospectus, the prospectus must contain a certificate signed by that underwriter;
10. the US Underwriters are not registered to trade in securities in Canada and cannot sell to Canadian investors as part of the Offering;
11. without this relief, the certificate in the Final Prospectus and the Supplemented Prospectus would have to be signed by each of the US Underwriters because:
 - (a) they are all underwriters as defined in section 1(1) of the Act;
 - (b) due to the facts set out in representations 1 and 2, the sale of the common shares would generally be a distribution in British Columbia; and
 - (c) because they are parties to the Underwriting Agreement, they will all be in a contractual relationship with Silver Standard as an issuer of the securities offered by a prospectus;
12. the Canadian Underwriters signed the underwriters' certificate in the Preliminary Prospectus and will sign the underwriters' certificate in the Final Prospectus and the Supplemented Prospectus; and
13. the US Underwriters did not sign the underwriters' certificate in the Preliminary Prospectus and will not sign the underwriters' certificates in the Final Prospectus and the Supplemented Prospectus.

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Order

¶ 3 Because it would not be prejudicial to the public interest, the Commission orders that, under section 76(1) of the Act, Silver Standard is exempt from the requirements of section 69(1) of the Act that requires the US Underwriters to sign the underwriters' certificates in the Final Prospectus and the Supplemented Prospectus.

¶ 4 May 4, 2006

Noreen Bent
Manager, Legal Services, Corporate Finance
British Columbia Securities Commission