

2004 BCSECCOM 248

Headnote

Relief from the prospectus requirements for resales of securities in accordance with Multilateral Instrument 45-102

Exemption Order

William Erdman and Michael Behnke

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

Background

- ¶ 1 Erdman and Behnke (together, the selling shareholders) applied for an exemption from the requirement to file and obtain receipts for a preliminary prospectus and prospectus in section 61 of the Act (the prospectus requirement) for certain intended trades.

Representations

- ¶ 2 The selling shareholders represent that:
1. the Executive Director made an order dated March 30, 2000 in the matter of Xantrex Technology Inc. and Trace Holdings Inc. exempting certain intended trades in Xantrex Common Shares (as defined in the order) from the prospectus requirement and deeming any trade of Xantrex Common Shares acquired under the order to be a distribution unless certain conditions are satisfied;
 2. the selling shareholders hold rights to acquire Xantrex Common Shares under the order;
 3. the selling shareholders wish to exercise the rights and sell Xantrex Common Shares acquired under the rights;
 4. at least four months have elapsed since the date the rights were distributed to the selling shareholders under the order; and
 5. Xantrex became a reporting issuer in British Columbia by filing a prospectus dated March 12, 2004.

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Order

¶ 3 Because it is not prejudicial to the public interest, the Executive Director orders, under section 76 of the Act, that any trade in the Xantrex Common Shares acquired by the selling shareholders under the order is exempt from the prospectus requirement provided that:

1. Xantrex is a reporting issuer at the time of the trade; and
2. the conditions in items 2, 3, 4 and 5 of subsection (3) of section 2.6 of Multilateral Instrument 45-102 *Resale of Securities* are satisfied.

¶ 4 May 3, 2004

Noreen Bent
Manager