

2003 BCSECCOM 659

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - The securities of the issuer are beneficially owned by more than 50 persons and are not traded through any exchange or market - The issuer became a wholly owned subsidiary with less than 100 members of the Canadian public holding securities of the issuer; the issuer does not intend to do a public offering of its securities to Canadian residents; and it will not be a reporting issuer in any other jurisdiction

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, s. 88

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

AND

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

AND

IN THE MATTER OF RIO ALGOM LIMITED

MRRS DECISION DOCUMENT

WHEREAS the Canadian securities regulatory authorities or regulator (the “Decision Maker”) in each of Ontario, Alberta, British Columbia, Quebec, Saskatchewan, Nova Scotia, Manitoba and Newfoundland and Labrador (collectively, the “Jurisdictions”) has received an application from Rio Algom Limited (the “Issuer”) for a decision (the “Decision”) pursuant to applicable securities legislation in the Jurisdictions (the “Legislation”) that the Issuer is deemed to have ceased to be a reporting issuer in the Jurisdictions;
AND WHEREAS pursuant to the Mutual Reliance Review System (“MRRS”) for Exemptive Relief Applications (the “System”), the Ontario Securities Commission is the principal regulator for this Application;

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Quebec Commission Notice 14-101;

2003 BCSECCOM 659

AND WHEREAS it has been represented by the Issuer to the Decision Makers that:

1. The Issuer is a corporation amalgamated under the OBCA pursuant to articles of amalgamation dated January 1, 2000. The Issuer is a successor corporation to a corporation originally formed on June 30, 1960 by the amalgamation of four predecessor corporations.
2. The registered head office of the Issuer is located at 66 Wellington West, Suite 4200 Toronto Dominion Bank Tower, Toronto, Ontario.
3. The Issuer is a reporting issuer or the equivalent in each of the Jurisdictions.
4. The authorized share capital of the Issuer consists of an unlimited number of common shares (the "Common Shares") of which 65,505,788 are issued and outstanding and 16,000,000 preference shares of which none are issued and outstanding.
5. As at the date hereof, Billiton Copper Holdings Inc. ("BCH") is the only registered holder of Common Shares. The principal office of BCH is located in Vancouver, British Columbia.
6. In addition to the Common Shares, the Issuer has issued and outstanding U.S.\$150,000,000 principal amount of 7.05% debentures due November 1, 2005 (the "Debentures"). The Debentures are not convertible into equity securities of the Issuer.
7. The Debentures were offered for sale in the United States pursuant to a short form prospectus dated October 19, 1995 as supplemented by a Prospectus Supplement dated November 2, 1995 (collectively, the "Prospectus") filed with the Commission in accordance with the Multijurisdictional Disclosure System and with the United States Securities and Exchange Commission under a registration statement and amendment no. 1 thereto filed on October 16, 1995 and October 20, 1995, respectively. As described in the Prospectus, the underwriting agreement governing the offering and sale of the Debentures prohibited the offering or sale of the Debentures directly or indirectly to residents of Canada.
8. Neither the Common Shares nor the Debentures are listed for trading on any stock exchange.

2003 BCSECCOM 659

9. As of the date hereof, the Depository Trust Company (“DTC”) is the only registered holder of the Debentures. DTC’s principal office is located at 55 Water Street, New York, New York, 10041, United States. As at August 8, 2003, DTC held the Debentures on behalf of 16 participants, each of whom is resident in the United States.
10. To determine whether any beneficial holders of the Debentures are resident in Canada, the Issuer retained Georgeson Shareholder Communications, Inc. (“Georgeson”).
11. In the course of its enquiries, Georgeson obtained responses from 13 of the 16 participants on whose behalf DTC holds the Debentures. None of these participants had on their books any beneficial holders of the Debentures resident in Canada.
12. To the best of the Issuer’s knowledge and belief, there are no beneficial holders of the Debentures resident in Canada.
13. The Issuer is not in default of any of its obligations as a reporting issuer.
14. There are no other securities, including debt securities, issued and outstanding other than those referred to herein.
15. The Issuer will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the granting of the relief contained in this decision.
16. It is not the present intention of the Issuer to seek public financing by way of an offering of any of its securities.

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the “Decision”);

AND WHEREAS each of the Decision Makers is satisfied that granting this order would not be prejudicial to the public interest;

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;

THE DECISION of the Decision Makers pursuant to the Legislation is that the Issuer be deemed to have ceased to be a reporting issuer in the Jurisdictions.

2003 BCSECCOM 659

DATED at Toronto, Ontario this 26th day of September, 2003.

P.M. Moore

H.Lorne Morphy

AND IT IS HEREBY ORDERED by the Ontario Securities Commission pursuant to subsection 1(6) of the OBCA that the Issuer is deemed to have ceased to be offering its securities to the public for the purposes of the OBCA.

DATED this 26th day of September, 2003.

Paul Moore

H. Lorne Morphy