

2011 BCSECCOM 360

July 19, 2011

Headnote

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* - Securities Act, s.88 - Cease to be a reporting issuer - The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market - The issuer falls within the definition of “closely held reporting issuer” contained in BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* as the securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market

Applicable British Columbia Provisions
Securities Act, R.S.B.C. 1996, c. 418, s.88

In the Matter of
the Securities Legislation of
British Columbia, Alberta, Saskatchewan, Manitoba,
Ontario, New Brunswick, Nova Scotia, Prince Edward Island
and Newfoundland and Labrador
(the Jurisdictions)

and

In the Matter of
the Process for Exemptive Relief
Applications in Multiple Jurisdictions

and

In the Matter of
Ipico Inc.
(the Filer)

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the Decision Maker) has received an application from the Filer for a decision under

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the securities legislation of the Jurisdictions (the Legislation) that the Filer is not a reporting issuer in all of the Jurisdictions (the Exemptive Relief Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions for a co-ordinated review application:

- (a) the Ontario Securities Commission is the principal regulator for the application; and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

1. the Filer is a corporation incorporated under the *Business Corporations Act* (Ontario);
2. the Filer's head and registered office is located at 4480 Harvester Road, Burlington, Ontario, L7L 4X2;
3. the Filer is a reporting issuer in each of the Jurisdictions;
4. on February 18, 2011, owing to insolvency, the Filer filed a proposal to its creditors under the *Bankruptcy and Insolvency Act* (Canada) (the Proposal) - under the Proposal, the Filer requested the approval of its creditors and the Ontario Superior Court of Justice to a reorganization of its debts and capital structure which would result in the cancellation of the Filer's outstanding common shares (the Common Shares) and Class A Preferred shares (being all of its outstanding shares) without any payment or compensation to holders of those shares, and Brookfield Asset Management Inc. (Brookfield) or an affiliate thereof subscribing for all of the new common shares of the Filer - the Proposal also called for all of the outstanding senior secured debt of the Filer to be extinguished and replaced by a new credit facility from Brookfield or an affiliate thereof;
5. on March 24, 2011, following prior approvals by the creditors of the Applicant and the Ontario Superior Court of Justice, the Filer completed its restructuring pursuant to the Proposal and Trilon Bancorp Inc., an affiliate of Brookfield,

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became the sole registered and beneficial owner of all of the outstanding securities of the Filer;

6. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada;
7. the Common Shares were previously listed on the TSX Venture Exchange (TSXV) under the symbol RFD - the Common Shares were delisted from the TSXV effective as of the commencement of trading on April 8, 2011;
8. no securities of the Filer are traded on a marketplace, as such term is defined in National Instrument 21-101 *Marketplace Operation*;
9. the Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer;
10. due to the Filer's insolvency, the Filer was unable to pay for the preparation and audit of its annual financial statements for the year ended December 31, 2010, and therefore did not file and deliver on or before May 2, 2011 such financial statements and accompanying management's discussion and analysis, as required under NI 51-102 *Continuous Disclosure Obligations*, and the related certifications of such financial statements as required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (the Outstanding Annual Filings) - the Filer has also not filed and delivered when due its subsequent interim unaudited financial statements, accompanying management's discussion and analysis and related certifications for the interim period ended March 31, 2011 (the Outstanding Interim Filings) - other than with respect to its obligation to file and deliver the Outstanding Annual Filings and Outstanding Interim Filings, the Filer is not in default of any of its obligations under the Legislation as a reporting issuer;
11. the Filer does not intend to voluntarily surrender its status as a reporting issuer in British Columbia pursuant to BC Instrument 11-502 - *Voluntary Surrender of Reporting Issuer Status* (the BC Instrument) in order to avoid the 10-day waiting period under the BC Instrument;
12. as the Filer is in default of certain filing obligations under the Legislation as described in paragraph 10 above, and is a reporting issuer in British Columbia, the Filer is not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* in order to apply for the Exemptive Relief Sought;

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13. the Filer has no current intention to seek public financing by way of an offering of its securities in a jurisdiction in Canada; and
14. upon the granting of the Exemptive Relief Sought, the Filer will no longer be a reporting issuer or the equivalent in any jurisdiction in Canada.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

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| James Turner | Wes M. Scott |
| Commissioner | Commissioner |
| Ontario Securities Commission | Ontario Securities Commission |