

2008 BCSECCOM 509

September 2, 2008

Headnote

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* - Securities Act, s. 88 - Cease to be a reporting issuer in BC - 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
Alberta, British Columbia, Manitoba, New Brunswick,
Newfoundland, Nova Scotia, Ontario, Prince Edward Island,
Québec, Saskatchewan
(the Jurisdictions)

and

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

and

In the Matter of
Synenco Energy Inc.
(the Filer)

Decision

Background

The securities regulatory authority or regulators in each of the Jurisdictions (Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the Filer is deemed to have ceased to be a reporting issuer, and for the purposes of Québec, that the Autorité des Marchés Financiers revoke the issuer's status as a reporting issuer (the Exemptive Relief Sought).

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Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Alberta Securities Commission is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decisions 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 company incorporated under the Business Corporations Act (Alberta) (the ABCA) and its head office is located in Calgary, Alberta. The Filer was incorporated under the ABCA on October 22, 1999 as “Synkal Energy Inc.” and changed its name to “Synenco Energy Inc.” on October 27, 1999.
2. The Filer's primary asset is its 60 percent interest in the Northern Lights Partnership (NLP), an Alberta general partnership with SinoCanada Petroleum Corporation, in which the Filer is the managing partner. In addition to its interest in NLP, the Filer has lease rights to additional oil sands exploration acreage, known as the McClelland lease.
3. The Filer is a reporting issuer in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland, Nova Scotia, Ontario, Prince Edward Island, Québec, and Saskatchewan. The Filer is a “foreign private issuer” as defined in Rule 3b-4 under the United States Securities Exchange Act of 1934.
4. The Filer is not in default of securities legislation in any Jurisdiction.
5. The authorized share capital of the Filer consists of an unlimited number of common class “A” voting shares (the Common Shares) and an unlimited number of preferred shares, issuable in series, of which 52,798,670 Common Shares were issued and outstanding and no preferred shares were issued and outstanding as at August 6, 2008.

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6. On May 13, 2008, Total E&P Canada Ltd. (Total), a direct wholly-owned subsidiary of Total S.A, made an offer (the Offer) dated May 13, 2008, as extended by the notices of variation dated June 19, 2008, July 4, 2008, July 16, 2008, and July 24, 2008 to acquire all of the Common Shares of the Filer for \$10.25 in cash for each Common Share. The Offer expired at 7:00 p.m. (Calgary time) on August 5, 2008.
7. Pursuant to the Offer, Total acquired approximately 94% of the Common Shares. On August 7, 2008, as a result of having acquired shares representing more than 90% of the total number of shares of the Filer on a fully diluted basis, Total commenced compulsory acquisition proceedings under the ABCA and acquired the remaining Common Shares.
8. As a result of the Offer and subsequent compulsory acquisition on August 7, 2008, Total is now the sole security holder of the Filer.
9. The Common Shares of the Filer were previously listed on the Toronto Stock Exchange, however, following the successful Offer by Total and subsequent compulsory acquisition, the Common Shares of the Filer were de-listed from the Toronto Stock Exchange on August 11, 2008. No securities of the Filer are currently traded on a marketplace as defined in National Instrument 21-101 Marketplace Operation.

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.

Blaine Young
Associate Director, Corporate Finance
Alberta Securities Commission