

2007 BCSECCOM 338

June 13, 2007

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - *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
British Columbia, Alberta, Ontario and Quebec
(the Jurisdictions)

and

In the Matter of
the Mutual Reliance Review System for Exemptive Relief Applications

and

In the Matter of
Spectrum Signal Processing Inc.
(Spectrum)

MRRS Decision Document

Background

- ¶ 1 The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from Spectrum for a decision under the securities legislation of the Jurisdictions (the Legislation) that Spectrum be deemed to have ceased to be a reporting issuer in the Jurisdictions (the Requested Relief).

Under National Policy 12-201 *Mutual Reliance Review System for Exemptive Relief Applications* (the MRRS):

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- (a) the British Columbia Securities Commission is the principal regulator for Spectrum; and
- (b) the MRRS decision document evidences the decision of each Decision Maker.

Interpretation

- ¶ 2 Defined terms contained in National Instrument 14-101 *Definitions* have the same meanings in the decision unless they are defined in this decision.

Representations

- ¶ 3 This decision is based on the following facts represented by Spectrum:
1. Spectrum is a company incorporated under the laws of British Columbia and has its head office in Burnaby, British Columbia;
 2. Vecima Networks Inc. (Vecima) is a company amalgamated under the laws of Canada and has its head office in Victoria, British Columbia;
 3. on May 2, 2007, Vecima completed the acquisition of all of the issued and outstanding securities of Spectrum under a plan of arrangement (the Arrangement) involving Spectrum, its shareholders and Vecima;
 4. the Arrangement was approved by the Spectrum shareholders on April 20, 2007 and by the Supreme Court of British Columbia on April 27, 2007;
 5. Vecima beneficially owns all of the outstanding securities of Spectrum, including debt securities;
 6. Vecima is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador; the common shares of Vecima are currently listed and posted for trading on the Toronto Stock Exchange under the symbol “VCM”;
 7. Spectrum’s securities were de-listed from the NASDAQ on May 3, 2007; currently, no securities of Spectrum are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
 8. Spectrum does not intend to offer its securities to the public;
 9. Spectrum is not in default of any of the requirements of the Legislation, other than the failure to file, by May 15, 2007, its interim financial statements,

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related management's discussion and analysis, and related certificates for the period ended March 31, 2007 (Interim Filings); as Vecima became the sole beneficial owner of all of Spectrum's outstanding securities before the date on which Spectrum was required to file the Interim Filings, Spectrum has not prepared the Interim Filings; and

10. upon the grant of the Requested Relief, Spectrum will not be a reporting issuer or the equivalent in any jurisdiction of Canada.

Decision

- ¶ 4 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 Maker under the Legislation is that the Requested Relief is granted.

Martin Eady, CA
Director, Corporate Finance
British Columbia Securities Commission