

# 2004 BCSECCOM 398

## Headnote

Mutual Reliance Review System for Exemptive Relief Applications - issuer participating in plan of arrangement to form itself into income trust – issuer's existing business transferred into new operating partnership – operating partnership granted reporting issuer status and relief from continuous disclosure requirements and insider reporting requirements, subject to conditions – additional partnerships formed to facilitate arrangement granted relief from continuous disclosure requirements and insider reporting requirements

## Applicable British Columbia Provisions

*Securities Act*, R.S.B.C. 1996, c. 418, ss. 1(1), 91 and 119

National Instrument 51-102 *Continuous Disclosure Obligations*

National Instrument 55-102 *System for Electronic Disclosure by Insiders*

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

**AND**

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

**AND**

**IN THE MATTER OF ALTAGAS SERVICES INC., ALTAGAS INCOME  
TRUST, ALTAGAS GENERAL PARTNER INC., ALTAGAS HOLDING  
LIMITED PARTNERSHIP NO. 1, ALTAGAS HOLDING LIMITED  
PARTNERSHIP NO. 2, ALTAGAS HOLDING TRUST AND ALTAGAS  
OPERATING PARTNERSHIP**

## MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, British Columbia, Saskatchewan, Manitoba, Ontario, Quebec, Newfoundland and Labrador, Nova Scotia and New Brunswick (the "Jurisdictions") has received an application from AltaGas Services Inc. ("AltaGas"), AltaGas Income Trust (the "Trust"), AltaGas General Partner Inc. (the "General Partner"), AltaGas Holding Limited Partnership No. 1 ("AltaGas LP #1"), AltaGas Holding Limited Partnership No. 2 ("AltaGas LP #2"), AltaGas Holding Trust ("Holding Trust") and AltaGas Operating Partnership (the "Operating Partnership")

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(collectively, the “Applicants”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that:

- 1.1 Operating Partnership be deemed or declared to be a reporting issuer (or the equivalent) in the Jurisdictions;
  - 1.2 the requirements contained in the Legislation for a reporting issuer or the equivalent to issue a press release and file a report with the Decision Makers upon the occurrence of a material change (the “Material Change Reporting Requirements”), file and deliver an annual report, where applicable, interim and annual financial statements and management’s discussion and analysis of financial conditions and results of operations, information circulars, file annual information forms and otherwise comply with the provisions of National Instrument 51-102 (“NI 51-102”) (collectively, the “Continuous Disclosure Requirements”) and to prepare and file a certification of annual filings and interim filings pursuant to Multilateral Instrument 52-109 (the “Certification Requirement”) shall not apply to AltaGas LP #1 and AltaGas LP#2 (collectively, the “Partnerships”) in Alberta, British Columbia (excluding the Certification Requirement), Saskatchewan, Manitoba, Quebec (in respect of AltaGas LP #1 only and excluding the Certification Requirement), Newfoundland and Labrador and New Brunswick and to Operating Partnership in all of the Jurisdictions (excluding the Certification Requirement in British Columbia and Quebec); and
  - 1.3 the requirements contained in the Legislation that an insider of a reporting issuer or the equivalent file reports disclosing the insider’s direct or indirect beneficial ownership of, or control or direction over, securities of the reporting issuer or the equivalent (the “Insider Reporting Requirements”) shall not apply to insiders of the Partnerships in Alberta, British Columbia, Saskatchewan, Manitoba, Quebec (in respect of AltaGas LP #1 only), Newfoundland and Labrador and New Brunswick and to Operating Partnership in all of the Jurisdictions;
2. AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the “System”) the Alberta Securities Commission is the principal regulator for this application;

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3. AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions;
4. AND WHEREAS the Applicants have represented to the Decision Makers that:
  - 4.1 AltaGas is a corporation incorporated and subsisting pursuant to the provisions of the *Canadian Business Corporations Act* (“CBCA”);
  - 4.2 AltaGas’ head and principal office is located at 1700, 355 – 4<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 0J1;
  - 4.3 AltaGas is authorized to issue an unlimited number of Common shares (“Common Shares”) and an unlimited number of participating shares (“Participating Shares”). As at March 26, 2004, there were 9,000,000 Participating Shares issued and outstanding, all owned legally and beneficially by Enbridge Inc. (“Enbridge”), and 36,927,793 Common Shares issued and outstanding. In addition, as at March 26, 2004, 1,384,488 options (“Options”) to acquire Common Shares were outstanding. Holders of Common Shares, holders of Participating Shares and holders of Options are referred to collectively as “Securityholders”;
  - 4.4 the Common Shares were, until completion of the Arrangement, listed and posted for trading on the Toronto Stock Exchange (the “TSX”) under the symbol “ALA”;
  - 4.5 AltaGas is, and has been since 2000, a reporting issuer (or equivalent) under the laws of all of the provinces of Canada and is not currently in default of the securities legislation in such jurisdictions;
  - 4.6 Effective May 1, 2004, AltaGas reorganized its business into an income trust known as “AltaGas Income Trust” pursuant to a plan of arrangement under Section 192 of the CBCA (the “Arrangement”);
  - 4.7 the Trust is an unincorporated open-ended investment trust governed by the laws of the Province of Alberta and created pursuant to a declaration of trust dated March 26, 2004 (the “Declaration of Trust”);

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- 4.8 the head and principal office of the Trust is located at 1700, 355 - 4<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 0J1;
- 4.9 the Trust was established for the purposes of investing in the securities of Holding Trust, the General Partner, AmalgamationCo (as defined below) or any associate or affiliate thereof in the business or the ownership, lease or operation of assets or property in connection with gathering, processing, transporting, extracting, buying, storing or selling petroleum, natural gas, natural gas liquids or other related products, electricity or other forms of energy and related businesses and does not participate in the business or ownership, lease or operation directly;
- 4.10 the Trust is the sole shareholder of the General Partner and the sole unitholder of Holding Trust;
- 4.11 an unlimited number of trust units ("Trust Units") may be created and issued pursuant to the Declaration of Trust. Each Trust Unit entitles the holder thereof to one vote at any meeting of holders of Trust Units ("Trust Unitholders") or in respect of any written resolution of Trust Unitholders and represents an equal undivided beneficial interest in any distribution from the Trust and in any net assets of the Trust in the event of termination or winding-up of the Trust;
- 4.12 in order to allow the Trust flexibility in pursuing corporate acquisitions, and for purposes of the Arrangement, the Declaration of Trust allows for the creation of special voting units ("Special Voting Units") which will enable the Trust to provide voting rights to holders of exchangeable securities;
- 4.13 under the terms of a voting and exchange trust agreement (the "Voting and Exchange Trust Agreement"), the Trust has issued a Special Voting Unit to a voting and exchange trustee (the "Voting and Exchange Trustee") for the benefit of every person who receives Exchangeable Securities (as defined and described below) pursuant to the Arrangement. The Voting and Exchange Trustee is obligated to vote the Special Voting Unit at meetings of Trust Unitholders pursuant to the instructions of the holders of Exchangeable Securities. However, if no instructions are provided by the holders of Exchangeable Securities, the votes associated therewith in the Special Voting Unit will be withheld from voting;

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- 4.14 the Trust became a reporting issuer (or the equivalent) in certain jurisdictions subject to the reporting requirements under the Legislation as a result of the Arrangement described below;
- 4.15 the TSX has approved the listing of the Trust Units in substitution for the Common Shares;
- 4.16 Holding Trust is an unincorporated investment trust governed by the laws of Alberta and created pursuant to a declaration of trust dated March 26, 2004 (the “Holding Declaration of Trust”);
- 4.17 the Holding Declaration of Trust contains provisions substantially similar to those of the Declaration of Trust relating to the Trust;
- 4.18 Holding Trust holds all of the Class A limited partnership units of AltaGas LP #1 (“LP #1 A Units”) and does not intend to hold securities of any entities other than AltaGas LP #1;
- 4.19 Holding Trust has entered into a note indenture providing for the issuance of notes pursuant to the Arrangement (“Holding Trust Notes”). Pursuant to the note indenture, Holding Trust is authorized to create three (3) series of Holding Trust Notes, known as “Series 1 Notes”, “Series 2 Notes” and “Series 3 Notes”. Each series of Holding Trust Notes consists of an unlimited aggregate principal amount, represents an unsecured debt obligation of Holding Trust and is redeemable pursuant to the provisions of the note indenture;
- 4.20 the General Partner is a corporation incorporated pursuant to the CBCA as a direct wholly-owned subsidiary of the Trust. The General Partner is the general partner of both AltaGas LP #1 and AltaGas LP #2;
- 4.21 pursuant to the Declaration of Trust, the board of directors of the General Partner is elected by the Trust at the direction of the Trust Unitholders;
- 4.22 pursuant to a delegation agreement the General Partner is delegated certain of the Trustee’s powers and duties in respect of the business and affairs of the Trust;
- 4.23 the General Partner does not intend to become a reporting issuer (or the equivalent) in any Jurisdiction;

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- 4.24 AltaGas LP #1 and AltaGas LP #2 (collectively, the “Partnerships”) are limited partnerships created pursuant to the laws of Alberta pursuant to limited partnership agreements;
- 4.25 the Partnerships are authorized to issue Class A limited partnership units (“LP #1 A Units”, in the case of AltaGas LP #1, and “LP #2 A Units”, in the case of AltaGas LP #2 ) and Class B limited partnership units (“LP #1 B Units”, in the case of AltaGas LP #1, and “LP #2 B Units”, in the case of AltaGas LP #2, and collectively the “Exchangeable Securities”) and an unlimited principal amount of demand promissory notes, referred to as “LP #1 X Notes”, in the case of AltaGas LP #1, and “LP #2 X Notes”, in the case of AltaGas LP #2;
- 4.26 AltaGas LP #1 is initially authorized to issue an unlimited number of LP #1 A Units and LP #1 B Units. Similarly, AltaGas LP #2 is initially authorized to issue an unlimited number of LP #2 A Units and LP #2 B Units. Each unit ranks equally with each other unit of the same class or series and entitles the holder thereof to the same rights and obligations as the holder of any other unit of the same class or series and no limited partner is entitled to any privilege, priority or preference in relation to any other limited partner holding units of the same class or series;
- 4.27 initially, AltaGas LP #1 will have only outstanding LP #1 A Units, all of which will be issued to and held by Holding Trust and which are only permitted to be issued to, and held by, Holding Trust or an affiliate thereof. A holder of LP #1 A Units will be entitled to receive, and the General Partner shall, subject to applicable law, from time to time, pay distributions on LP #1 A Units as the General Partner determines;
- 4.28 initially, AltaGas LP #2 will have only outstanding LP #2 A Units, all of which will be issued to and held by AltaGas LP #1 and are only permitted to be issued to, and held by, AltaGas LP #1 or an affiliate thereof. A holder of LP #2 A Units will be entitled to receive, and the General Partner shall, subject to applicable law, from time to time, pay distributions on each LP #2 A Unit as the General Partner determines;
- 4.29 the principal terms of the Exchangeable Securities are that the Exchangeable Securities are exchangeable for Trust Units at any

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time at the option of the holder and each Exchangeable Security entitles the holder thereof to receive non-interest bearing loans from AltaGas LP #1 or AltaGas LP #2, as the case may be, equal to cash distributions made by the Trust on a Trust Unit and to direct the Voting and Exchange Trustee to vote the Special Voting Unit at all meetings of Trust Unitholders;

- 4.30 neither AltaGas LP #1 nor AltaGas LP #2 intended to become reporting issuers (or the equivalent) in any Jurisdiction, but may have become reporting issuers in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec (in respect of AltaGas LP #1 only), Prince Edward Island, Newfoundland and Labrador and New Brunswick, subject to the Continuous Disclosure Requirements by virtue of the Arrangement;
- 4.31 AltaGas Services Ltd. (“AmalgamationCo”) is the resultant corporation from the Amalgamation (as defined and described below). As a result, AmalgamationCo owns, directly or indirectly, all of the assets of AltaGas pursuant to the Arrangement;
- 4.32 the head and principal office of AmalgamationCo is located at 1700, 355 - 4<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 0J1;
- 4.33 AmalgamationCo is an indirect wholly-owned subsidiary of the Trust;
- 4.34 AmalgamationCo is authorized to issue an unlimited number of common shares. Upon completion of the Arrangement, AltaGas LP #2 will be the sole holder of all of the issued and outstanding common shares of AmalgamationCo;
- 4.35 the Trust indirectly owns 100% of the outstanding common shares of AmalgamationCo and has applied to have AmalgamationCo declared to no longer be a reporting issuer (or the equivalent);
- 4.36 the Arrangement provides Securityholders an alternative mechanism of participation whereby, rather than tendering their Participating Shares or Common Shares directly, they may transfer those securities to a newly incorporated holding corporation (a “Holdco”) in exchange for all of the issued shares of such corporation (“Holdco Shares”) and then transfer those Holdco Shares to AltaGas LP #1 or AltaGas LP#2, as the case may be, pursuant to the Arrangement. This alternative may have favourable

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Canadian federal tax consequences for certain Securityholders, hereinafter referred to as “Holdco Shareholders”;

4.37 on the effective date of the Arrangement, each of the events listed below occurred in the following order:

4.37.1 the issued and outstanding Participating Shares, if any, were converted into Common Shares on a one for one basis;

4.37.2 the Trust issued to Holding Trust that number of Trust Units to be exchanged by Holding Trust pursuant to 4.37.5 below in exchange for the issue to the Trust by Holding Trust of that principal amount of Series 1 Notes equal to the product of that number of Trust Units multiplied by the Common Share fair market value;

4.37.3 at the same time:

(a) Common Shares (other than the Common Shares owned by Enbridge (the “Enbridge Common Shares”), Common Shares held by Holdcos to which 4.37.3(b) or 4.37(d) applies and Common Shares held by a Securityholder who exercised dissent rights and is ultimately entitled to be paid the fair value of such Securityholder’s securities) held by each eligible Securityholder who so elects in a filed letter of transmittal and election form with respect to such Common Shares was transferred to, and acquired by, AltaGas LP #1 free and clear of all liens, claims and encumbrances in exchange for the issue to the eligible Securityholder by AltaGas LP #1 of:

(i) that number of LP #1 B Units equal to the result obtained by dividing the eligible Securityholders’ “Specified Gain Amount” (being the amount elected by such Securityholder, up to the difference between its adjusted cost base of its Common Shares and the Common Share fair market value) by the Common Share fair market value; and



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- (ii) that number of LP #1 X Notes equal to the difference between the number of such Common Shares and the number of LP #1 B Units determined pursuant to (i) above; and

the names of the holders of those Common Shares were removed from the register of holders of Common Shares and added to the registers of holders of LP #1 B Units and LP #1 X Notes and AltaGas LP #1 was recorded as the holder of those Common Shares on the register of holders of Common Shares;

- (b) Holdco Shares (other than Holdco Shares of Holdcos holding Enbridge Common Shares) held by each Holdco Shareholder that is an eligible Securityholder who so elected in a filed letter of transmittal and election form with respect to such Holdco Shares were transferred to, and acquired by, AltaGas LP #1 free and clear of all liens, claims and encumbrances in exchange for the issue to the Holdco Shareholder by AltaGas LP #1 of:

- (i) that number of LP #1 B Units equal to the result obtained by dividing the Holdco Shareholder's Specified Gain Amount with respect to such Holdco Shares by the Common Share fair market value; and
- (ii) that number of LP #1 X Notes equal to the difference between the number of the Holdco's Common Shares and the number of LP #1 B Units determined pursuant to (i) above;

and the names of the holders of such Holdco Shares were removed from the registers of holders of such Holdco Shares and added to the registers of holders of LP #1 B Units and LP #1 X Notes and AltaGas LP #1 was recorded as the holder of such Holdco Shares on the registers of holders of such Holdco Shares;

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- (c) Enbridge Common Shares (other than Common Shares held by Holdcos to which 4.37.3(d) applies) held by each eligible Securityholder who so elected in a filed letter of transmittal and election form with respect to such Enbridge Common Shares were transferred to, and acquired by, AltaGas LP #2 free and clear of all liens, claims and encumbrances in exchange for the issue to the eligible Securityholder by AltaGas LP #2 of:
  - (i) that number of LP #2 B Units equal to the result obtained by dividing the eligible Securityholder's Specified Gain Amount with respect to such Enbridge Common Shares by the Common Share fair market value; and
  - (ii) that number of LP #2 X Notes equal to the difference between the number of such Enbridge Common Shares and the number of LP #2 B Units determined pursuant to (i) above;and the names of the holders of such Enbridge Common Shares were removed from the register of holders of Common Shares and added to the registers of holders of LP #2 B Units and LP #2 X Notes and AltaGas LP #2 was recorded as the holder of such Enbridge Common Shares on the register of holders of Common Shares; and
- (d) Holdco Shares of Holdcos holding Enbridge Common Shares and held by each Holdco Shareholder who so elected in a filed letter of transmittal and election form with respect to such Holdco Shares were transferred to, and acquired by, AltaGas LP #2 free and clear of all liens, claims and encumbrances in exchange for the issue to the Holdco Shareholder by AltaGas LP #2 of:
  - (i) that number of LP #2 B Units equal to the result obtained by dividing the Holdco Shareholder's Specified Gain Amount with

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respect to such Holdco Shares by the  
Common Share fair market value; and

- (ii) that number of LP #2 X Notes equal to the difference between the number of the Holdco's Enbridge Common Shares and the number of LP #2 B Units determined pursuant to (i) above;

and the names of the holders of such Holdco Shares were removed from the registers of holders of Holdco Shares and added to the registers of holders of LP #2 B Units and LP #2 X Notes and AltaGas LP #2 was recorded as the holder of such Holdco Shares on the registers of holders of such Holdco Shares;

4.37.4 at the same time:

- (a) LP #1 X Notes acquired pursuant to 4.37.3(a) and 4.37.3(b) above were transferred to, and acquired by, AltaGas LP #1 in exchange for the issue to the holders thereof by AltaGas LP #1 of LP #1 A Units on a one for one basis and the names of the holders of such LP #1 X Notes were removed from the register of holders of LP #1 X Notes and added to the register of holders of LP #1 A Units and those LP #1 X Notes so transferred to AltaGas LP #1 were cancelled; and
- (b) LP #2 X Notes acquired pursuant to 4.37.3(c) or 4.37.3(d) above were transferred to, and acquired by, AltaGas LP #2 in exchange for the issue to the holders thereof by AltaGas LP #2 of LP #2 A Units on a one for one basis and the names of the holders of those LP #2 X Notes were removed from the register of holders of LP #2 X Notes and added to the register of holders of LP #2 A Units and those LP #2 X Notes so transferred were cancelled;

4.37.5 at the same time:

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- (a) LP #1 A Units and LP #2 A Units acquired pursuant to 4.37.4(a) and 4.37.4(b) above, respectively, were transferred to, and acquired by, Holding Trust in exchange for Trust Units on a one for one basis and the names of the holders of such LP #1 A Units and LP #2 A Units were removed from the registers of holders thereof and added to the register of holders of Trust Units and Holding Trust was recorded as the holder of such LP #1 A Units and LP #2 A Units on the registers of holders thereof; and
- (b) Common Shares in respect of each Securityholder to which 4.37.3 does not apply (other than Common Shares held by a Securityholder who exercised dissent rights and is ultimately entitled to be paid the fair value of such Securityholder's Common Shares) was transferred to, and acquired by, the Holding Trust free and clear of all liens, claims and encumbrances on the basis that each such Common Share was exchanged with the Holding Trust for Trust Units on a one for one basis and the names of the holders of such Common Shares were removed from the register of holders of Common Shares and added to the register of holders of Trust Units and the Holding Trust was recorded as the holder of such Common Shares on the register of holders of Common Shares;

4.37.6 the issued and outstanding Options were transferred to, acquired and cancelled by AltaGas free and clear of all liens, claims and encumbrances on the basis that each such Option was exchanged with AltaGas for options to purchase Trust Units ("Trust Options") on a one for one basis, with the terms of each such Trust Option being the same as the Option exchanged therefore other than the substitution of a Trust Unit for each Common Share purchasable pursuant to the Option prior to the effective time;

4.37.7 all of the LP #2 A Units acquired by Holding Trust pursuant to 4.37.5(a) above and all of the Common Shares acquired by Holding Trust pursuant to 4.37.5(b) above were transferred to, and acquired by, AltaGas LP #1 in exchange

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for the issue to Holding Trust by AltaGas LP #1 of LP #1 A Units on a one for one basis;

- 4.37.8 all of the Common Shares and Holdco Shares acquired by AltaGas LP #1 pursuant to 4.37.3(a), (b) and 4.37.7 above were transferred to, and acquired by, AltaGas LP # 2 in exchange for the issue to AltaGas LP #1 by AltaGas LP #2 of LP #2 A Units on the basis of one LP #2A Unit for each of such Common Shares and each of the Common Shares held by such Holdcos;
- 4.37.9 all of the Common Shares and Holdco Shares acquired by AltaGas LP #2 pursuant to 4.37.3(c), 4.37.3(d) and 4.37.8 above were transferred to, and acquired by, a wholly-owned subsidiary of AltaGas LP #2 (“LP Subco”) in exchange for the issue to AltaGas LP #2 by LP Subco of common shares of LP Subco;
- 4.37.10 the stated capital of each class of outstanding shares of each of AltaGas, the Holdcos and the subsidiaries of AltaGas amalgamating as part of the Arrangement (the “Amalgamating Subsidiaries”) was reduced, without any distribution by the respective corporation, to one dollar;
- 4.37.11 LP Subco, each of the Holdcos, AltaGas and each of the Amalgamating Subsidiaries amalgamated (the “Amalgamation”) and continued as one corporation, AmalgamationCo; and
- 4.37.12 the Trust issued the Special Voting Unit;
- 4.38 following the completion of the Arrangement:
  - 4.38.1 Securityholders (including Enbridge) own all of the issued and outstanding Trust Units of the Trust;
  - 4.38.2 Securityholders (other than Enbridge and non-eligible Securityholders) own all of the issued and outstanding LP #1 B Units;
  - 4.38.3 Enbridge owns all of the issued and outstanding LP #2 B Units; and

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- 4.38.4 the Trust, through Holding Trust, AltaGas LP #1 and AltaGas LP #2 owns all of the issued and outstanding common shares of AmalgamationCo.
- 4.39 a meeting of the Securityholders was held on April 29, 2004 at which the Securityholders considered and passed a resolution (the “Arrangement Resolution”) approving the Arrangement (the “Meeting”). The Arrangement Resolution was approved by over 99% of the votes cast at the Meeting by Securityholders, voting together as a single class;
- 4.40 the information circular and proxy statement dated March 26, 2004 (the “Circular”) used in connection with the Meeting contains, among other things, disclosure regarding the details of the Arrangement and each of AltaGas, Holding Trust, the General Partner, AltaGas LP #1, AltaGas LP #2 and the Trust, being the parties to the arrangement agreement setting out the terms and conditions upon which the parties implemented the Arrangement. The Circular was mailed to Securityholders in the manner required by the CBCA and applicable securities legislation;
- 4.41 as a result of the economic and voting equivalency in all material respects between the Exchangeable Securities and the Trust Units, holders of Exchangeable Securities will have an equity interest determined by reference to the Trust, rather than the Partnerships. Distribution and dissolution entitlements will be determined by reference to the financial performance and condition of the Trust, not the Partnerships. Accordingly, it is the information relating to the Trust, not the Partnerships, that will be relevant to the holders of Exchangeable Securities;
- 4.42 following completion of the Arrangement, the Trust will concurrently send to holders of Exchangeable Securities all disclosure material it sends to holders of Trust Units;
- 4.43 AmalgamationCo intends to transfer substantially all of its assets to Operating Partnership. Consideration for the transfer will include the assumption by Operating Partnership of responsibility for AltaGas’ existing approximately \$96 million of 7.28% medium term notes (“MTNs”) issued by AltaGas on October 4, 2000 pursuant to its MTN program (the “MTN Program”);

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- 4.44 Operating Partnership is a new general partnership created pursuant to the laws of Alberta whose only partners are AmalgamationCo and a wholly-owned subsidiary of AmalgamationCo and whose only business will be the business formerly conducted by AltaGas; and
  - 4.45 the business, affairs and financial information in respect of the Operating Partnership will be fully reflected in the consolidated financial statements of the Trust;
- 5. AND WHEREAS the Decision-Makers have been asked to repeal and replace the decision document dated May 26, 2004 (the “Initial Decision”) which erroneously identifies the Jurisdictions participating in the Initial Decision;
- 6. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the “Decision”);
- 7. 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;
- 8. AND WHEREAS the Decision of the Decision Makers pursuant to the Legislation in British Columbia, Alberta, Saskatchewan, Ontario, Nova Scotia, Newfoundland and Labrador and New Brunswick is that the Operating Partnership is deemed or declared to be a reporting issuer (or the equivalent) in such provinces;
- 9. AND WHEREAS the further Decision of the Decision Makers pursuant to the Legislation in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, Newfoundland and Labrador and New Brunswick is that:
  - 9.1 the Continuous Disclosure Requirements and except in British Columbia and Quebec, the Certification Requirement shall not apply to the Partnerships so long as:
    - 9.1.1 the Trust is a reporting issuer in at least one of the jurisdictions listed in Appendix B of Multilateral Instrument 45-102 and is an electronic filer under National Instrument 13-101;

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- 9.1.2 the Trust sends concurrently to all holders of Exchangeable Securities all disclosure material furnished to holders of Trust Units, including, without limitation, copies of its proxy solicitation materials and its annual financial statements;
- 9.1.3 the Trust files with each Decision Maker copies of all documents required to be filed by it pursuant to NI 51-102;
- 9.1.4 the Trust complies with the requirements of the TSX, or such other market or exchange on which the Trust Units may be quoted or listed, in respect of making public disclosure of material information on a timely basis;
- 9.1.5 the Partnerships comply with the Material Change Reporting Requirements in respect of material changes in the affairs of the Partnerships that would be material to holders of Exchangeable Securities only but would not be material to holders of Trust Units;
- 9.1.6 the Trust includes in all future mailings of proxy solicitation materials (if any) to holders of Exchangeable Securities a clear and concise statement explaining the reason for the mailed material being solely in relation to the Trust and not in relation to the Partnerships, such statement to include a reference to the economic equivalency between the Exchangeable Securities and the Trust Units and the right to direct voting at the Trust's Unitholders' meetings pursuant to the Voting and Exchange Trust Agreement (without taking into account tax effects);
- 9.1.7 the Trust remains the direct or indirect beneficial owner of all of the issued and outstanding voting securities, including, without limitation, LP #1 A Units and LP #2 A Units, of the Partnerships; and
- 9.1.8 the Partnerships do not issue any preferred shares or debt obligations other than debt obligations issued to its affiliates or to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions; and



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- 9.2 the Insider Reporting Requirements, and the requirement to file an insider profile under National Instrument 55-102 - *System for Electronic Disclosure by Insiders*, shall not apply to the Partnerships.
- 10. AND WHEREAS the further Decision of the Decision Makers pursuant to the Legislation is that:
  - 10.1 the Continuous Disclosure Requirements and, except in British Columbia and Quebec, the Certification Requirement shall not apply to the Operating Partnership so long as:
    - 10.1.1 the Trust is a reporting issuer in at least one of the jurisdictions listed in Appendix B of Multilateral Instrument 45-102 and is an electronic filer under National Instrument 13-101;
    - 10.1.2 the Trust files with each Decision Maker copies of all documents required to be filed by it pursuant to NI 51-102;
    - 10.1.3 the Trust complies with the requirements of the TSX, or such other market or exchange on which the Trust Units may be quoted or listed, in respect of making public disclosure of material information on a timely basis;
    - 10.1.4 the Operating Partnership complies with the Material Change Reporting Requirements in respect of material changes in the affairs of the Operating Partnership that would be material to holders of MTNs only but would not be material to holders of Trust Units;
    - 10.1.5 the Trust remains the direct or indirect beneficial owner of all of the issued and outstanding voting securities of the Operating Partnership;
    - 10.1.6 the Operating Partnership does not issue any preferred shares or debt obligations other than the MTNs and debt obligations issued to its affiliates or to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions; and

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10.1.7 the Trust does not make any “significant acquisitions” (within the meaning given to such term by National Instrument 44-101 and at a 20% threshold) in a given fiscal year that are not, within such fiscal year, transferred to and held by the Operating Partnership or a subsidiary thereof; and

10.2 the Insider Reporting Requirements, and the requirement to file an insider profile under National Instrument 55-102 - System for Electronic Disclosure by Insiders, shall not apply to the Operating Partnership.

11. AND WHEREAS the further Decision of the Decision Makers pursuant to the Legislation is that the Initial Decision is revoked.

12. AND WHEREAS the final Decision of the Decision Makers pursuant to the Legislation is that the effective date of the Decision is May 26, 2004.

DATED this 29<sup>th</sup> day of June, 2004.

Glenda A. Campbell, Q.C., Vice-Chair

Stephen R. Murison, Vice-Chair