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### Headnote

An issuer is issuing debentures under a trust indenture and wants an exemption from the trust indenture requirements contained in sections 90 to 101 of the *Business Corporations Act* - A prospectus, securities exchange issuer circular, or take over bid circular has been filed under the *Securities Act* in respect of the debentures; the trust indenture will be governed by the *Trust Indenture Act of 1939* of the United States, which contains provisions that are substantially similar to the requirements of the Act

### Exemption Order

#### Methanex Corporation

#### Section 91 of the *Business Corporations Act*, S.B.C. 2002, c. 57

### Background

- ¶ 1 Methanex Corporation applied for an exemption from sections 90 to 101 of the *Business Corporations Act* (the Act).

### Representations

- ¶ 2 Methanex represents that:
1. it is a corporation existing under the *Canada Business Corporations Act*;
  2. it is a reporting issuer under the *Securities Act* (British Columbia) and is not in default of any requirement of the *Securities Act* (British Columbia) or the *Securities Rules*, B.C. Reg. 194/97;
  3. its common shares are listed on the Toronto Stock Exchange and quoted on the Nasdaq National Market;
  4. it proposes to issue up to a total of US\$250 million worth of senior unsecured notes (the notes), as provided by a trust indenture dated as of June 20, 1995, as supplemented, with The Bank of New York, as the sole trustee (the trustee);
  5. the trustee is incorporated under the laws of the State of New York;
  6. the trust indenture is subject to the U.S. *Trust Indenture Act of 1939*, as amended, (the TIA) which regulates the issue of debt securities under trust indentures in the United States in a manner substantially similar to the provisions of sections 90 to 101 of the Act;

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7. it will sell the notes to the public in the United States directly or through certain investment banks under an underwriting agreement it will enter into with the investment banks;
8. it will register the notes under the U.S. *Securities Act of 1933*, as amended, under a registration statement on Form F-9 filed under the multijurisdictional disclosure system;
9. it will file a short form prospectus with the Commission to qualify the distribution of the notes from British Columbia into the United States;
10. it will only offer the notes in Canada, including in British Columbia, on a private placement basis and in compliance with applicable securities legislation; and
11. the notes will not be listed on any exchange.

### Order

- ¶ 3 Because it is not prejudicial to the public interest, the Executive Director orders under section 91(3) of the Act that sections 90 to 101 of the Act do not apply to the trust indenture provided that the trust indenture complies in all material respects with the provisions of the TIA that are substantially similar to the provisions of sections 90 to 101 of the Act.
- ¶ 4 June 8, 2005

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