

British Columbia Securities Commission

BC Instrument 72-504

The British Columbia Securities Commission, considering that to do so would not be prejudicial to the public interest, orders effective October 3, 2011 that BC Instrument 72-504 *Distribution of Eurobonds* is varied by changing subparagraph 3(c) to replace “a report of the trade in the required form” with “a report of the distribution in Form 45-106F6”, so that the instrument reads as attached.

August 10, 2011

Brenda M. Leong
Chair

(This part for administrative purposes only and is not part of the Order)

Authority under which Order is made:

Act and sections:- *Securities Act*, sections 48, 76 and 171

BC Instrument 72-504

Distribution of Eurobonds

Order under Sections 48 and 76 of the *Securities Act*

Application

1. This BC Instrument provides relief for Eurobond offerings.

Definitions

2. In this Instrument, "genuine market" means:

- (a) the Eurobond market, as regulated by the International Securities Market Association, and
- (b) any foreign securities exchange or non-exchange market that the Executive Director or the Commission has designated.

Exemption

3. Section 34 and section 61 of the *Securities Act* do not apply to the distribution of a non-convertible debt security provided that:

- (a) the distribution is not made to a person in Canada,
- (b) the debt has been accepted for listing on a genuine market outside Canada,
- (c) the issuer files a report of the distribution in Form 45-106F6 on or before the 10th day after the distribution,
- (d) the offering circular contains a legend stating that the securities are not qualified for sale in British Columbia and may not be offered or sold directly or indirectly in British Columbia,
- (e) the underwriters contractually agree that they will observe this restriction regarding the prohibition of offering in British Columbia,
- (f) the securities to be distributed are initially issued in temporary form exchangeable for definitive securities 40 days after completion of the distribution on certification by the holder that the definitive securities are not beneficially owned by British Columbia residents, and
- (g) the Executive Director has not advised the issuer in writing that its securities are not eligible to use the exemption set out in this order.

4. A trade in a non-convertible debt security issued under section 3 of this Instrument is a distribution unless:

(a) the issuer is a reporting issuer in a jurisdiction listed in Appendix B to National Instrument 45-102 *Resale of Securities* and is an electronic filer under National Instrument 13-101 *System for Electronic Document Analysis and Retrieval*;

(b) a 40 day period has elapsed from the date of issue of the non-convertible debt security;

(c) the trade is not a control distribution;

(d) no unusual effort is made to prepare the market or to create a demand for the securities that are the subject of the trade;

(e) no extraordinary commission or consideration is paid to a person or company in respect of the trade; and

(f) if the selling securityholder is an insider or officer of the issuer, the selling securityholder has no reasonable grounds to believe that the issuer is in default of the Act or Rules.