

British Columbia Securities Commission

BC Instrument 45-528

The British Columbia Securities Commission, having considered that it would not be prejudicial to the public interest, orders that the attached BC Instrument 45-528 *Trades under a realization on collateral given for a debt* is made, effective September 28, 2009.

September 25, 2009

Brent W. Aitken
Acting Chair

(This part is 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

Other (specify):-

Trades under a realization on collateral given for a debt

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

1. Interpretation – Terms used in this Instrument that are defined or interpreted in the *Securities Act* (the Act) or the *Securities Rules* (the Rules) have the meaning set out in the Act or in the Rules.

2. Dealer exemption – The dealer registration requirement in section 34(1)(a) of the Act does not apply in respect of a trade that is the transfer of beneficial ownership of a security to a transferee, pledgee, mortgagee or other encumbrancer under a realization on collateral given for a debt.

3. Prospectus exemption – The prospectus requirement in section 61 of the Act does not apply to a distribution of a security in the circumstances referred to in section 2.

4. Resale restrictions – (1) A trade in a security acquired under this Instrument is subject to section 2.5 of National Instrument 45-102 *Resale of Securities* (NI 45-102) if the security acquired by the selling security holder under the realization on collateral was initially acquired by a person or company under an exemption from the prospectus requirement that specifies that the first trade is subject to section 2.5 of NI 45-102.

(2) A trade in a security acquired under this Instrument is subject to section 2.6 of NI 45-102 if the security acquired by the selling security holder under the realization on collateral was initially acquired by a person or company under an exemption from the prospectus requirement that specifies that the first trade is subject to section 2.6 of NI 45-102.

5. Report by control person of a reporting issuer – If a control person of a reporting issuer distributes a security under this Instrument, the control person must file a report in the form required under section 87 of the Act on or before the 3rd day after the distribution.