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January 17, 2007

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - *Securities Act*, ss. 169(4) – confidentiality - An issuer wants to keep certain information in material contracts confidential - The record provides intimate financial, personal or other information; the disclosure of the information would be detrimental to the person affected; the information would be of limited value to any investment decision by the public

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, ss. 169(3) and (4)

In the Matter of
the Securities Legislation of
Alberta, British Columbia, Saskatchewan, Manitoba, Ontario,
Quebec, Nova Scotia, Newfoundland and Labrador,
New Brunswick, Prince Edward Island
(the Jurisdictions)

and

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

and

In the Matter of
World Energy Solutions, Inc.
(the Filer)

MRRS Decision Document

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision pursuant to the securities legislation of the Jurisdictions (the Legislation) that certain information included in a material contract of the Filer be kept confidential indefinitely, to the extent permitted by law (the Requested Relief), on the basis that the information discloses intimate personal information, the disclosure of which is not necessary in the public interest.

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Under the Mutual Reliance Review System for Exemptive Relief Applications (MRRS):

- (a) the Ontario Securities Commission (the OSC) is the principal regulator for this application; and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a reporting issuer, or the equivalent, in each of the Jurisdictions that provides for a reporting issuer regime.
2. The head office of the Filer is located in Worcester, Massachusetts, USA.
3. The Filer is not in default of its obligations under the Legislation.
4. On November 8, 2006, the Filer filed a final long form prospectus dated November 8, 2006 (the Final Prospectus) with each of the Jurisdictions. The OSC was designated as principal jurisdiction for the review of the Final Prospectus. On November 9, 2006, the MRRS decision document was issued in respect of the Final Prospectus.
5. The Final Prospectus was filed with the OSC pursuant to OSC Rule 41-501 – *Prospectus Contents - Non-Financial Matters* (OSC Rule 41-501). Pursuant to Subsection 13.3(1)6 of OSC Rule 41-501, and equivalent legislation in the other Jurisdictions, the Filer was required to file copies of all material contracts and pursuant to Section 13.6 of OSC Rule 41-501, the Filer is required to make such material contracts available for inspection during the course of distribution.
6. In connection with the filing of the Final Prospectus, the Filer filed an offer of employment letter with the Chief Financial Officer of the Filer, dated April 5, 2006 (the Offer of Employment Letter) as a material contract.
7. On November 10, 2006, it came to the Filer's attention that the Offer of Employment Letter as filed on November 8, 2006 contained the Social Security Number of the Chief Financial Officer (the Confidential

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Information). Following discussion with the OSC, the Filer re-filed a copy of the Offer of Employment Letter without the Confidential Information and undertook to make an application requesting confidentiality of such information.

8. A pre-filing application could not be made pursuant to section 15.1 of OSC Rule 41-501 as the Filer was not aware that the Confidential Information was included in the Offer of Employment Letter that was filed until after a receipt was issued in respect of the Final Prospectus and therefore this MRRS application is being made subsequent to the filing of the Final Prospectus.
9. There is no change in the material facts contained in the Offer of Employment Letter since the date of filing the Final Prospectus. The Final Prospectus contains full disclosure of all material facts concerning the Offer of Employment Letter.
10. The Filer believes that the Confidential Information is personal to the Chief Financial Officer and that avoiding disclosure of such information in the interest of the Chief Financial Officer of the Filer outweighs the desirability of adhering to the principal of disclosure. The Filer further submits that the Confidential Information would be of no value to any investment decision of the public and that such disclosure is not necessary in the public interest.

Decision

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 Makers under the Legislation is that the Requested Relief is granted.

Iva Vranic
Manager, Corporate Finance
Ontario Securities Commission