

# 2009 BCSECCOM 759

December 9, 2009

## **Headnote**

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* – Securities Act s. 88 – *Cease to be a reporting issuer in BC* - The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market - The issuer falls within the definition of “closely held reporting issuer” contained in BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* as the securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market

## **Applicable British Columbia Provisions**

*Securities Act*, R.S.B.C. 1996, c. 418, s. 88

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

and

In the Matter of  
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of  
Canadian Hydro Developers, Inc.  
(the Filer)

## Decision

## **Background**

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer under the securities legislation of the Jurisdictions (the Legislation) for a decision under the Legislation to be deemed to have ceased to be a reporting issuer in the Jurisdictions (the Exemptive Relief Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

## 2009 BCSECCOM 759

- (a) the Alberta Securities Commission is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

### **Interpretation**

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

### **Representations**

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

1. The Filer was incorporated under the *Business Corporations Act* (Alberta) (the ABCA).
2. The head office of the Filer is located in Calgary, Alberta.
3. On October 23, 2009, 1478860 Alberta Ltd. (the Offeror) acquired, pursuant to an offer and accompanying take-over bid circular dated July 22, 2009, as amended by a notice of extension dated August 27, 2009, a notice of extension dated September 9, 2009, a notice of extension dated September 21, 2009, a notice of extension dated October 2, 2009, a notice of variation and extension dated October 8, 2009 and a notice of extension dated October 20, 2009 (the Offer), approximately 125,339,544 common shares of the Filer representing approximately 87.1% of the issued and outstanding common shares of the Filer (the Common Shares).
4. On November 4, 2009 the Offeror acquired an additional 9,155,361 Common Shares representing, along with the previously acquired 125,339,544 Common Shares, approximately 93.5% of the issued and outstanding Common Shares pursuant to the Offer.
5. On November 4, 2009, the Offeror acquired the balance of the issued and outstanding Common Shares that were not acquired by the Offeror under the Offer pursuant to the compulsory acquisition provisions of Part 16 of the *Business Corporations Act* (Alberta).
6. Following completion of the Offer on November 4, 2009, the Filer became a wholly-owned subsidiary of 1478860 Alberta Ltd.

## 2009 BCSECCOM 759

7. Prior to the Offer, the authorized capital of the Filer consisted of an unlimited number of Common Shares and an unlimited number of preferred shares (the Preferred Shares), issuable in series, of which 143,801,223 Common Shares and Nil Preferred Shares were issued and outstanding.
8. The Common Shares were delisted from the Toronto Stock Exchange on November 9, 2009 and the Filer does not have any other securities listed on any stock exchange.
9. The Filer has no intention to seek public financing by way of an offering of its securities.
10. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.
11. No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
12. The Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.
13. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer, other than its obligation to file its interim financial statements and related management's discussion and analysis for the interim period ended September 30, 2009 and the interim certificates under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* in respect of its interim filings for the interim period ended September 30, 2009 which were due on November 15, 2009.
14. The Filer was not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* as it is a reporting issuer in British Columbia.
15. Upon grant of the Exemptive Relief Sought, the Filer will not be a reporting issuer or the equivalent in any jurisdiction of Canada.

### **Decision**

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision maker to make the decision.

## **2009 BCSECCOM 759**

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

Blaine Young  
Associate Director, Corporate Finance