

April 15, 2013

**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 Legislative Provisions**

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

In the Matter of  
the Securities Legislation of  
British Columbia, Ontario and Alberta  
(the Jurisdictions)

and

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

and

In the Matter of  
Peer 1 Network Enterprises, Inc.  
(the Filer)

Decision

**Background**

- ¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (the Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the Filer cease 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):

- (a) the British Columbia 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**

- ¶ 2 Terms defined in National Instrument 14-101 – *Definitions* and Multilateral Instrument 11-102 – *Passport System* have the same meaning if used in this decision, unless otherwise defined.

### **Representations**

- ¶ 3 This decision is based on the following facts represented by the Filer:
1. the Filer arose from an amalgamation (the Amalgamation), under the laws of British Columbia, of Peer 1 Network Enterprises, Inc. (Peer 1) and 0957926 B.C. Ltd. (the Offeror), an indirect wholly-owned subsidiary of Cogeco Cable Inc. (Cogeco Cable);
  2. upon the completion of the Amalgamation, in accordance with the laws of British Columbia, the Filer's legal name was 0957926 B.C. Ltd.;
  3. immediately following the completion of the Amalgamation, the Filer's legal name was changed to Peer 1 Network Enterprises, Inc.;
  4. Peer 1 was a reporting issuer in the Jurisdictions immediately prior to the Amalgamation;
  5. through the Amalgamation, the Filer became, and is currently, a reporting issuer in the Jurisdictions and is not in default of the securities legislation in any of the Jurisdictions. The Filer's head office is located at Suite 1300, 777 Dunsmuir Street, Vancouver, British Columbia;
  6. the Filer's authorized capital consists of an unlimited number of common shares (the Common Shares) and an unlimited number of preferred shares, of which only Common Shares are currently outstanding; the Filer has no other outstanding securities, including debt securities;
  7. Cogeco Cable, through the Offeror, made an offer (the Offer), pursuant to an offer and take-over bid circular dated December 24, 2012 (the Circular), to purchase all of the issued and outstanding Common Shares of Peer 1 (other than Common Shares owned by the Offeror or any of its affiliates), and any Common Shares of Peer 1 that became issued and outstanding after the date of the Offer upon the exercise of options under Peer 1's stock option plan, at a price of \$3.85 per Common Share;
  8. the Offer expired at 5:00 p.m. (Vancouver time) on January 29, 2013;

9. on January 29, 2013, the Offeror took up all 124,112,692 Common Shares of Peer 1 that were validly deposited under the Offer, representing approximately 96.57% of the outstanding Common Shares (on a fully-diluted basis);
10. on January 31, 2013, the Offeror paid Computershare Investor Services Inc., as depositary under the Offer, for all the Common Shares taken up by the Offeror;
11. in the Circular, the Offeror disclosed that if the Offer was accepted by shareholders of Peer 1 who, in the aggregate, held at least 90% of the issued and outstanding Common Shares (on a fully-diluted basis and other than Common Shares held by the Offeror or any of its affiliates), the Offeror intended, to the extent possible, to acquire the Common Shares not tendered to the Offer pursuant to the compulsory acquisition provisions (the Compulsory Acquisition) of section 300 of the *Business Corporations Act* (British Columbia) (the BCBCA);
12. on January 31, 2013, pursuant to section 300 of the BCBCA, the Offeror sent to those shareholders of Peer 1 who have not accepted the Offer (the Remaining Shareholders) notice (the Acquisition Notice) that the Offeror will acquire the Common Shares of Peer 1 held by the Remaining Shareholders;
13. section 300 of the BCBCA provides that once the Acquisition Notice has been sent, the Offeror is entitled and bound to acquire all of the Common Shares of Peer 1 held by the Remaining Shareholders for the same price and on the same terms contained in the Offer in accordance with the BCBCA;
14. the Offeror delivered to Peer 1, on April 3, 2013, a copy of the Acquisition Notice and payment for the Common Shares of Peer 1 held by the Remaining Shareholders in accordance with applicable laws;
15. upon receipt of the Acquisition Notice and the payment to which the Remaining Shareholders are entitled, Peer 1 registered the Offeror as the shareholder with respect to the Common Shares held by the Remaining Shareholders;
16. the Compulsory Acquisition was completed on April 3, 2013;
17. the Common Shares of Peer 1 were de-listed on the TSX as at the market closing on March 28, 2013;
18. following the completion of the Compulsory Acquisition, Cogeco Cable proceeded with the Amalgamation, with the Filer continuing as an indirect wholly-owned subsidiary of Cogeco Cable;
19. the Filer's outstanding securities are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each Jurisdiction and fewer than 51 securityholders in total worldwide;

20. all of the outstanding securities of the Filer are indirectly, legally and beneficially owned by Cogeco Cable;
21. the Filer has no intention of accessing the capital markets in the future by issuing any further securities to the public, and has no intention of issuing any securities;
22. the Filer is not in default of any of its obligations under the securities legislation of the Jurisdictions, including its obligations to remit all filing fees in the Jurisdictions. Peer 1 applied for, and was granted exemptive relief from preparing, filing, and where required, delivering to shareholders interim financial statements and related management's discussion and analysis and certification as at and for the interim period ended December 31, 2012;
23. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 – *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
24. the Filer is not a reporting issuer or the equivalent in any jurisdiction in Canada, other than the Jurisdictions;
25. the Filer did not voluntarily surrender its status as a reporting issuer in British Columbia pursuant to British Columbia Instrument 11-502 – *Voluntary Surrender of Reporting Issuer Status* because it wants to avoid the 10-day waiting period under British Columbia Instrument 11-502;
26. the Filer is not eligible to use the simplified procedure under CSA Notice 12-307 – *Applications for a Decision that an Issuer is not a Reporting Issuer* because it is a reporting issuer in the Province of British Columbia; and
27. the Filer, upon granting of the Exemptive Relief Sought, will no longer be a reporting issuer or the equivalent in any jurisdiction in Canada.

### **Decision**

- ¶ 4 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.

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

Peter Brady  
Director, Corporate Finance  
British Columbia Securities Commission