

2004 BCSECCOM 246

Headnote

Mutual Reliance Review System for Exemption Relief Applications - relief from eligibility requirements to permit wholly-owned Canadian subsidiary of MJDS-eligible U.S. issuer to issue approved rating debt fully and unconditionally guaranteed by the parent company; relief also granted from Canadian GAAP reconciliation requirements, Canadian GAAS reconciliation requirements, prospectus requirements of NI 44-101; and continuous disclosure requirements and insider reporting requirements for the Canadian subsidiary, subject to conditions

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, ss. 85, 87, 91, 117(2), 119(2)(b)

Securities Rules, B.C. Reg. 194/97, ss. 144, 145 and 149

National Instrument 44-101 *Short Form Prospectus Distributions*

National Instrument 44-102 *Shelf Distributions*

National Instrument 51-102 *Continuous Disclosure Obligations*

**IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH
COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO,
QUEBEC, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD
ISLAND, NEWFOUNDLAND AND LABRADOR, YUKON, NORTHWEST
TERRITORIES AND NUNAVUT**

AND

**IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF GENERAL MOTORS ACCEPTANCE
CORPORATION AND GENERAL MOTORS ACCEPTANCE
CORPORATION OF CANADA, LIMITED**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the “Jurisdictions”) has received an application from General Motors Acceptance Corporation (“GMAC”) and its subsidiary General Motors Acceptance Corporation of Canada, Limited (the “Issuer”, and together with GMAC, the “Filer”) for decisions under the

2004 BCSECCOM 246

securities legislation of the Jurisdictions (the “Legislation”) that the following requirements contained in the Legislation shall not apply:

- a) the requirement under section 2.5(1) of National Instrument 44-101 - *Short Form Prospectus Distributions* (“NI 44-101”) and section 2.5 of National Instrument 44-102 - *Shelf Distributions* (“NI 44-102”) that GMAC, as a person or company guaranteeing non-convertible debt securities (the “Notes”) issued by the Issuer be a reporting issuer with a 12-month reporting history in a Canadian province or territory, and have a current annual information form (a “current AIF” as such term is defined in NI 44-101) (the “Eligibility Requirement”) in order to permit the Issuer to issue Notes, in particular those with an Approved Rating (as such term is defined in NI 44-101) which will be fully and unconditionally guaranteed by GMAC, in connection with: (i) the Issuer’s continuous offerings of Notes pursuant to:
- a short form base shelf prospectus dated September 27, 2002;
 - a short form base shelf prospectus dated June 28, 2002 and a prospectus supplement dated June 28, 2002; and
 - applicable pricing supplements to each of the foregoing shelf prospectuses and prospectus supplements (collectively, the “Prospectuses”); and
- (ii) the Issuer’s future offerings of Notes pursuant to renewal short form base shelf prospectuses and, if applicable, prospectus supplements and pricing supplements (collectively, “Renewal Prospectuses”) upon the lapse of the Prospectuses and Renewal Prospectuses or by filing additional short form base shelf prospectuses and, if applicable, prospectus supplements and pricing supplements (collectively, the “Future Offerings”), in each of the Jurisdictions;
- b) with respect to the Issuer’s fiscal year ended December 31, 2003, the requirements under sections 7.1, 7.4 and 7.5 of NI 44-101 (i) that a short form prospectus filed by the Issuer (for greater certainty, comprising the Prospectuses, any Renewal Prospectuses or other Future Offerings) include a reconciliation to Canadian generally accepted accounting principles (“GAAP”) of the consolidated financial statements of GMAC included in or incorporated by reference into such prospectus that have been prepared in accordance with GAAP in the United States and (ii) that, where such financial statements are audited in accordance with generally accepted auditing standards (“GAAS”) in the United States, GMAC provide a

2004 BCSECCOM 246

statement by the auditor disclosing any material differences in the auditor's report and confirming that the auditing standards of the foreign jurisdiction are substantially similar to Canadian GAAS (collectively, the "Reconciliation Requirements");

- c) with respect to the Issuer's fiscal year ended December 31, 2003, the requirements under the Legislation that:
 - (i) the Issuer file with the Decision Makers and send, where applicable, to its security holders audited annual financial statements and annual reports including, without limitation, management's discussion and analysis thereon (the "Annual Financial Statement Requirements"); and
 - (ii) the Issuer comply with the proxy and proxy solicitation requirements, including filing with the Decision Makers of an information circular or, if not applicable, a report in the prescribed form in lieu thereof such as Form 28 (the "Proxy Requirements", and, collectively with the Annual Financial Statement Requirements, the "Continuous Disclosure Requirements");
- d) with respect to the Issuer's fiscal year ended December 31, 2003, the requirements that the Issuer file an annual information form and annual management's discussion and analysis, with the Decision Makers in Ontario, Québec and Saskatchewan (the "AIF and MD&A Requirements"); and
- e) the requirement that the Prospectuses, Renewal Prospectuses or other Future Offerings include the information set forth in items 7, 12.1(1), 12.2, and 13.1(1)2 of Form 44-101F3 under NI 44-101 (the "Prospectus Requirements").

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 - *Definitions*;

AND WHEREAS the Filer has represented to the Decision Makers that:

1. GMAC is a wholly-owned subsidiary of General Motors Corporation ("GM") and was incorporated in 1997 under the laws of the State of Delaware. On January 1, 1998, GMAC merged with its predecessor, which was originally

2004 BCSECCOM 246

incorporated in New York in 1919. GMAC is not a reporting issuer or the equivalent in any of the Jurisdictions.

2. GMAC or its predecessor has been a reporting company under the United States Securities Exchange Act of 1934, as amended (the “1934 Act”), for more than six years with respect to its debt securities. GMAC or its predecessor has filed with the United States Securities and Exchange Commission (the “SEC”) all filings required to be made with the SEC under sections 13 and 15(d) of the 1934 Act since it first became a reporting company under the 1934 Act.
3. As at September 30, 2003, GMAC had in excess of US\$179 billion in long-term debt outstanding. All of GMAC’s outstanding long-term debt is rated “A (low)” by Dominion Bond Rating Service Limited, “BBB” by Standard & Poor’s, “A3” by Moody’s Investors Service and “BBB+” by Fitch, Inc.
4. GMAC has, for a period of more than 12 months, filed its annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K in Canada under the System for Electronic Document Analysis and Retrieval (“SEDAR”) established by National Instrument 13-101, under the SEDAR profile of the Issuer.
5. The common stock in the capital of GMAC is indirectly owned by GM, a publicly traded Delaware corporation.
6. In conducting its primary line of business, namely financing, GMAC and its affiliated companies have a presence in 41 countries and offer a wide variety of automotive financial services to and through franchised GM dealers throughout the world. GMAC also offers financial services to other automobile dealerships and to the customers of those dealerships. Additionally, GMAC provides commercial financing for real estate, equipment and working capital to automobile dealerships, GM suppliers and customers of GM affiliates. GMAC also provides commercial financing and factoring services for companies in the apparel, textile, automotive supplier and numerous other industries. GMAC’s other financial services include insurance and mortgage banking. For the nine month period ended September 30, 2003, the net income of GMAC was approximately US\$2 billion.
7. The registered and principal office of the Issuer is in Ontario.
8. The Issuer was incorporated under the laws of Canada on October 15, 1953. On February 12, 1975, the Issuer’s name was changed by adding a French

2004 BCSECCOM 246

version (General Motors Acceptance Corporation du Canada, Limitée). The Issuer was continued under the *Canada Business Corporations Act* by Articles of Continuance effective December 3, 1979. The Issuer is a wholly-owned subsidiary of GMAC.

9. The principal business carried on by the Issuer is to offer a wide variety of automotive financial services to franchised GM dealers, their affiliates and their customers throughout Canada. The Issuer also offers a range of other financial services. In particular, the Issuer provides wholesale financing and capital loans to authorized General Motors Corporation of Canada, Limited vehicle dealers and purchases retail installment sale contracts and retail leases from such dealers. The Issuer also makes loans to vehicle leasing companies, the majority of which are affiliated with such dealers.
10. The Issuer is, and has been for more than 12 months, a reporting issuer or the equivalent thereof in all Jurisdictions and will continue to be a reporting issuer or the equivalent thereof in the Jurisdictions.
11. The long-term debt of the Issuer is currently rated “A (low)” by Dominion Bond Rating Service Limited, “BBB” by Standard & Poor’s, “A3” by Moody’s Investors Service and “BBB+” by Fitch, Inc.
12. As of September 30, 2003, the Issuer had approximately Cdn.\$10.52 billion of Notes outstanding, either pursuant to the Prospectuses or previously filed prospectuses.
13. Pursuant to the Prospectuses, the Issuer established programs: (i) to offer and issue up to \$8.5 billion aggregate principal amount of unsecured debt securities (or the equivalent in other currencies), including by way of medium term notes, and (ii) to offer and issue up to \$1.25 billion aggregate principal amount of variable denomination adjustable rate demand notes, in each case, during the currency of the applicable Prospectus.
14. The Notes are fully and unconditionally guaranteed by GMAC as to payment of principal and interest when and as the same become due and payable, such that the holders thereof will be entitled to receive payment from GMAC upon the failure by the Issuer to make any such payment.
15. The Notes currently have an Approved Rating and it is expected by the Issuer that its publicly issued debt securities will continue to receive an Approved Rating.

2004 BCSECCOM 246

16. The outstanding long-term debt of GMAC currently has an Approved Rating and it is expected by GMAC that its long-term debt will continue to receive an Approved Rating.
17. The Issuer intends to effect Future Offerings by way of either filing Renewal Prospectuses upon the lapse of the Prospectuses and each of the Renewal Prospectuses or by filing additional short form base shelf prospectuses in each of the Jurisdictions.
18. The Issuer may from time to time access Canadian debt capital markets other than by way of the Prospectuses, Renewal Prospectuses or other Future Offerings.
19. The Issuer currently satisfies the eligibility criteria specified by section 2.4(1) of NI 44-101 and section 2.4 of NI 44-102, enabling it to file a short form base shelf prospectus. However, following the implementation of National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102") (to the extent that the Issuer relies on the exemptions available to a "credit support issuer"), the Issuer will not have a current AIF (as such term is defined in NI 44-101) as required pursuant to the aforementioned eligibility criteria and, upon the lapse of the Prospectuses, the Issuer will be unable to rely on such eligibility criteria to file Renewal Prospectuses or additional short form base shelf prospectuses in connection with Future Offerings.
20. The Issuer will be unable to rely on the eligibility criteria to file a short form prospectus or a short form base shelf prospectus contained in section 2.5(1) of NI 44-101 and section 2.5 of NI 44-102, as GMAC is not a reporting issuer or the equivalent in the Jurisdictions, despite the fact that GMAC has, for a period of more than 12 months, filed in the Jurisdictions its continuous disclosure documents filed with the SEC under the 1934 Act and would itself be eligible under section 3.1(a) of National Instrument 71-101 - *Multijurisdictional Disclosure System* ("NI 71-101") to effect a direct offering of its own securities in Canada under the multi-jurisdictional disclosure system ("MJDS").
21. NI 44-101 requires a reconciliation to Canadian GAAP of all financial statements of GMAC included or incorporated by reference in each of the Prospectuses, any Renewal Prospectuses or other Future Offering of the Issuer, and requires the report of GMAC's auditor to be reconciled to Canadian GAAS. Upon the implementation of National Instrument 52-107 - *Acceptable Accounting Principles, Auditing Standards and Foreign Currency* ("NI 52-107") and the corresponding changes to NI 44-101, this relief will no longer be required in respect of periods after January 1, 2004, as GMAC will

2004 BCSECCOM 246

satisfy the requirements for exemptions for foreign issuers in sections 5.1(a) and 5.2(a) of NI 52-107.

22. The Issuer is a reporting issuer or the equivalent in each of the Jurisdictions which impose such a concept and will therefore be subject to the Continuous Disclosure Requirements and the AIF and MD&A Requirements of the applicable Legislation in respect of its fiscal year ended December 31, 2003. Upon the implementation of NI 51-102, this relief will no longer be required in respect of periods after January 1, 2004, as the Issuer and GMAC will satisfy the requirements for exemptions for credit support issuers (and related obligations of their credit supporters) in section 13.4 of NI-102. However, the Issuer wishes to rely on these exemptions in respect of its disclosure obligations for the fiscal year ended December 31, 2003.
23. GMAC is the direct or indirect beneficial owner of all the issued and outstanding voting securities of the Issuer.
24. In addition, given that GMAC will continue to guarantee all Notes offered by the Issuer, and given that the Issuer is a wholly-owned subsidiary of GMAC and has more than minimal operations that are independent of GMAC, the Issuer will be required to comply with the Prospectus Requirements.
25. Neither the Issuer nor GMAC are in default of any of their obligations under the Legislation.

AND WHEREAS under the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS 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 Maker in each of Ontario, Québec and Saskatchewan is that, with respect to the Issuer's fiscal year ended December 31, 2003, the AIF and MD&A Requirements shall not apply to the Issuer, so long as the Issuer and GMAC comply with all of the requirements of each of the two Decisions below.

DATED this 21st day of April, 2004.

Charlie MacCready,
Assistant Manager Corporate Finance

2004 BCSECCOM 246

THE FURTHER DECISION of the Decision Makers under the Legislation is that the Eligibility Requirement, the Prospectus Requirements and, with respect to the Issuer's fiscal year ended December 31, 2003, the Reconciliation Requirements, shall not apply to offerings of Notes by way of the Prospectuses, any Renewal Prospectuses or other Future Offerings so long as:

- a) the Issuer complies with all of the other requirements of NI 44-101 and NI 44-102, except as varied in the Decision or as permitted by NI 44-102;
- b) at all times during the currency of the Prospectuses and prior to the filing of any Renewal Prospectuses or a short form base shelf prospectus in connection with other Future Offerings, GMAC has filed with the Decision Makers, in electronic format under the Issuer's SEDAR profile, the following documents that GMAC has filed under sections 13 and 15(d) of the 1934 Act since its last fiscal year-end:
 - i) GMAC's then most recent annual report filed on Form 10-K or an equivalent form ("Form 10-K");
 - ii) all of GMAC's quarterly reports filed on Form 10-Q or an equivalent form ("Form 10-Q") for the then most recently completed fiscal quarter; and
 - iii) any current reports of GMAC filed on Form 8-K or an equivalent form ("Form 8-K") during the then current fiscal year;
- c) the Prospectuses, any Renewal Prospectuses or other Future Offerings are prepared pursuant to the procedures contained in NI 44-101 and NI 44-102 and comply with the requirements set out in Form 44-101F3:
 - i) with the disclosure required by item 12.1(1) of Form 44-101F3 being addressed by incorporating by reference:
 - (A) the then most recent annual report on Form 10-K of GMAC filed with the SEC;
 - (B) all quarterly reports on Form 10-Q and current reports on Form 8-K of GMAC filed with the SEC in respect of the financial year following the year that is the subject of GMAC's most recently filed annual report on Form 10-K; and
 - (C) any material change reports filed by the Issuer;

2004 BCSECCOM 246

- ii) with the disclosure required by item 12.2 of Form 44-101F3 being addressed by incorporating by reference the following documents filed with the SEC or the Decision Makers, as applicable, subsequent to the date of the particular Prospectus, any Renewal Prospectuses or other Future Offerings but prior to the termination of the particular offering:
 - (A) any annual report on Form 10-K of GMAC filed with the SEC;
 - (B) any quarterly report on Form 10-Q and current report on Form 8-K of GMAC filed with the SEC;
 - (C) (I) the annual comparative financial statements of the Issuer filed with the Decision Makers in the manner specified in section 4.1 of NI 51-102, or (II) the annual comparative selected financial information or the annual comparative financial statements of the Issuer filed with the Decision Makers in the manner specified in paragraph (c) of the Further Decision below and any annual comparative selected financial information of the Issuer filed with the Decision Makers in the manner specified in section 13.4(2)(g)(i) of NI 51-102;
 - (D) (I) the interim comparative financial statements of the Issuer filed with the Decision Makers in the manner specified in section 4.3 of NI 51-102, or (II) the interim comparative selected financial information of the Issuer filed with the Decision Makers in the manner specified in section 13.4(2)(g)(ii) of NI 51-102; and
 - (E) any material change reports filed by the Issuer;
- iii) with the summary financial information disclosure required by item 13.1(1)2 of Form 44-101F3 in respect of the Issuer being addressed by the incorporation by reference of (A) the annual comparative financial statements of the Issuer filed with the Decision Makers in the manner specified in section 4.1 of NI 51-102, or (B) the annual comparative financial information or the annual comparative financial statements of the Issuer filed with the Decision Makers in the manner specified in paragraph (c) of the Further Decision below and any annual comparative financial information of the Issuer filed with the Decision Makers in the manner specified in section 13.4(2)(g)(i) of NI 51-102; and
- iv) with the disclosure required by item 7 of Form 44-101F3 being addressed by disclosure with respect to GMAC in accordance with United States requirements;

2004 BCSECCOM 246

- d) the Prospectuses, any Renewal Prospectuses or other Future Offerings include or incorporate by reference all material disclosure concerning the Issuer and GMAC;
- e) the Prospectuses, any Renewal Prospectuses or other Future Offerings incorporate by reference disclosure made in GMAC's then most recent Form 10-K (as filed under the 1934 Act) together with all Form 10-Qs for the then most recently completed fiscal quarter and any current reports on Form 8-Ks filed under the 1934 Act in respect of the financial year following the year that is the subject of GMAC's then most recently filed Form 10-K and incorporate by reference any documents of the foregoing type filed after the date of the Prospectuses, any Renewal Prospectuses or other Future Offerings and prior to termination of the particular offering;
- f) GMAC continues to fully and unconditionally guarantee the payments to be made by the Issuer as stipulated in the terms of the Notes or in an agreement governing the rights of holders of the Notes such that the holder of the Notes is entitled to receive payment from GMAC within 15 days of any failure by the Issuer to make a payment as stipulated;
- g) the Notes have an Approved Rating (as defined in NI 44-101);
- h) GMAC signs the Prospectuses, any Renewal Prospectuses or other Future Offerings as credit supporter;
- i) GMAC remains the direct or indirect beneficial owner of all the issued and outstanding voting securities of the Issuer;
- j) GMAC continues to satisfy the criteria set forth in paragraph 3.1 of NI 71-101 (or any successor provision) and remains eligible to use MJDS (or any successor instrument) for the purpose of distributing approved rating non-convertible debt in Canada based on compliance with United States prospectus requirements with certain additional Canadian disclosure;
- k) GMAC undertakes to file with the Decision Makers, in electronic format under the Issuer's SEDAR profile, the following documents that it files under sections 13 and 15(d) of the 1934 Act: GMAC's annual reports on Form 10-K, all quarterly reports on Form 10-Q and any current reports on Form 8-K until such time as the Notes are no longer outstanding;
- l) the consolidated annual and interim financial statements of GMAC dated prior to January 1, 2004 that will be included or incorporated by reference in

2004 BCSECCOM 246

the Prospectuses, any Renewal Prospectuses or other Future Offerings will be prepared in conformity with generally accepted accounting principles in the United States that the SEC has identified as having substantial authoritative support, as supplemented by Regulation S-X and Regulation S-B under the 1934 Act ("US GAAP"), and, in the case of audited consolidated annual financial statements will be audited in accordance with generally accepted auditing standards in the United States as supplemented by the SEC's rules on auditor independence ("US GAAS"); and

- m) the consolidated annual and interim financial statements of GMAC dated on or after January 1, 2004 that will be included or incorporated by reference in the Prospectus, any Renewal Prospectuses or other Future Offerings will be prepared in accordance with NI 52-107.

DATED this 21st day of April, 2004.

Charlie MacCready,
Assistant Manager Corporate Finance

THE FURTHER DECISION of the Decision Makers under the Legislation is that, with respect to the Issuer's fiscal year ended December 31, 2003, the Annual Financial Statement Requirements and the Proxy Requirements, in all Jurisdictions having Continuous Disclosure Requirements, shall not apply to the Issuer, so long as:

- a) GMAC files with each of the Decision Makers, in electronic format under the Issuer's SEDAR profile, copies of the following documents filed by it with the SEC under sections 13 and 15(d) of the 1934 Act, on the same day on which they are filed with the SEC or as soon as practicable thereafter: (i) GMAC's annual report on Form 10-K for the fiscal year ended December 31, 2003; and (ii) any proxy materials relating to any meeting of GMAC's noteholders filed by it with the SEC under section 14 of the 1934 Act for the fiscal year ended December 31, 2003;
- b) the documents referred to in paragraph (a) above are provided to holders of Notes whose last address as shown on the books of the Issuer is in Canada in the manner, at the time and only if required by applicable United States law;
- c) the Issuer files, in electronic format, either (i) audited consolidated financial statements for the fiscal year ended December 31, 2003, prepared in accordance with Canadian GAAP and accompanied by a report of the auditors to the Issuer thereon, or (ii) annual comparative financial information, derived from the Issuer's audited consolidated financial

2004 BCSECCOM 246

statements for its fiscal year ended December 31, 2003, prepared in accordance with Canadian GAAP and accompanied by a specified procedures report of the auditors to the Issuer and that includes the following line items for the most recently completed financial year and the financial year immediately preceding the most recently completed financial year:

- i) sales/revenues;
 - ii) net earnings from continuing operations before extraordinary items;
 - iii) net earnings;
 - iv) current assets;
 - v) non-current assets;
 - vi) current liabilities; and
 - vii) non-current liabilities;
- d) such filings as are referred to in (c) above are to be made within the time limits required by the Legislation in respect of such financial information;
- e) GMAC continues to comply with the requirements of the 1934 Act and the rules and regulations made thereunder relating to proxy statements, proxies and proxy solicitations in connection with any meetings of its noteholders (if any);
- f) any consolidated annual financial statements of GMAC that will be filed separately or in another document with the Decision Makers in accordance with paragraph (a) above will be prepared in conformity with US GAAP and, in the case of audited consolidated annual financial statements will be audited in accordance with US GAAS; and
- g) all filing fees that would otherwise be payable by the Issuer in connection with the Continuous Disclosure Requirements, or in connection with the Issuer's participation as a reporting issuer in any Jurisdiction, are paid.

DATED this 21st day of April, 2004.

Paul Moore

Susan Wolburgh-Jenah