

THE SECURITIES ACT)	Order No. 3623
)	
Section 20)	December 13, 2001

ENSIS GROWTH FUND INC.

WHEREAS:

(A) Application has been made on behalf of ENSIS Growth Fund Inc. ("ENSIS") to The Manitoba Securities Commission (the "Commission") for an order under section 20 of *The Securities Act* (Manitoba) (the "Act") that the trades of Class "A" Common Shares (the "Shares") of ENSIS by registrants under the Act whose registration is restricted to the sale of certain specified securities ("Restricted Registrants") shall be exempt from section 6 of the Act;

(B) Local Policy No. 3.06 of the Commission sets forth the Commission's interpretation of the range of securities trading activity permitted by Restricted Registrants;

(C) ENSIS is registered under *The Labour Sponsored Venture Capital Corporations Act* (Manitoba) and, by virtue of that registration, it is a prescribed venture capital corporation and a prescribed labour-sponsored venture capital corporation under the *Income Tax Act* (Canada) (a "LSIF");

(D) MSC Notice 2000-11 to the Securities Industry from the Commission dated April 25, 2001, (the "Notice"), specified the conditions that Restricted Registrants must meet before selling shares or units in a prospectus qualified labour-sponsored investment fund ("LSIF");

(E) By way of Commission Order No. 3212, dated January 10, 2001, the Commission ordered that the Shares of ENSIS could be traded by those salesmen employed by Restricted Registrants who have, inter alia:

(i) successfully completed a course and examination relating to LSIF securities developed by ENSIS or which has been approved for such purposes by the Commission; or

(ii) successfully completed an In-House Course (as defined in Commission Order No. 3212) approved by the Commission and the ENSIS Product Knowledge Course (as defined in Commission order No. 3212).

(F) ENSIS has a Product Knowledge Course in respect of the Shares and ENSIS (the "ENSIS Product Knowledge Course") which has been approved by a Deputy Director of the Commission.

(G) By way of Commission Order No. 3212 dated January 10, 2001 (which Order is to remain in effect until January 10, 2002), the Commission ordered that Restricted Registrants who wish to

sell the Shares not be subject to section 6 of the Act, subject to the condition that, inter alia, trading in the Shares on behalf of the Restricted Registrants shall be effected only by those salesmen ("Qualified Salesmen") employed by such Restricted Registrants who have:

- (i) successfully completed The Canadian Securities Course (the "CSC"), which is offered through The Canadian Securities Institute; or
- (ii) successfully completed the Labour Sponsored Investment Funds Course (the "IFIC Course") offered by the Investment Funds Institute of Canada; or
- (iii) successfully completed the full ENSIS Course; or
- (iv) successfully completed an In-House Course approved by the Commission and the ENSIS Product Knowledge Course;

where the sale is reviewed for suitability by a senior officer, director or branch manager of the Restricted Registrant who, at a minimum, has successfully completed the CSC or by such a person employed by the Restricted Registrant who is otherwise acceptable to the Deputy Director, Registrations of the Commission;

(I) In the opinion of the Commission it would not be prejudicial to the public interest to amend and extend the effect of Order No. 3212 dated January 10, 2001, and to exempt from section 6 of the Act any trades in Shares made by Restricted Registrants, as requested;

IT IS ORDERED:

1. THAT, pursuant to section 20 of the Act, trading by Restricted Registrants in respect of the primary distribution to the public of Shares shall be exempt from section 6 of the Act, subject to the following conditions:

- (a) Trading in Shares on behalf of the Restricted Registrants shall be effected only by those salesmen ("Qualified Salesmen") employed by such Restricted Registrants who have:
 - (i) successfully completed the CSC;
 - (ii) successfully completed the IFIC Course;
 - (iii) successfully completed the ENSIS Course; or
 - (iv) successfully completed a course approved by the Commission relating to the trading of a LSIF other than ENSIS and the ENSIS Product Knowledge Course; and

(b) Each trade of Shares through a Restricted Registrant must be reviewed for suitability by a senior officer, director or branch manager of the Restricted Registrant who, at a minimum, has successfully completed the CSC or by such a person employed by the Restricted Registrant who is otherwise acceptable to the Director, Registrations of the Commission.

2. THAT this Order shall remain in effect until December 31, 2002.

3. THAT the fee for this order is \$750.00.

BY ORDER OF THE COMMISSION

Deputy Director – Legal