

THE SECURITIES ACT R.S.M. 1988, ) Order No. 3242  
CHAPTER S.50, AS AMENDED )  
)  
Clause 9.1 Manitoba Securities Commission ) February 9, 2001  
Rule 44-501 )

FAIRVIEW CAPITAL CORP.

WHEREAS:

(A) Fairview Capital Corp. (the "Issuer") has applied to The Manitoba Securities Commission (the "MSC") pursuant to clause 9.1 of MSC Rule 44-501 (the "Rule"), for an Order exempting the Issuer from certain requirements of clause 3.2(5)& 3.2(7) of the Rule. .

(B) The Issuer has represented to the Commission that:

1. The Issuer was incorporated under the name 4204042 Manitoba Ltd. by Certificate of Incorporation issued pursuant to the provisions of *The Corporations Act* (Manitoba) on May 10, 2000.
2. The Articles of the Issuer were amended by Certificate of Amendment issued July 5, 2000 to remove the private corporation provisions and to change the name from 4204042 Manitoba Ltd. to Fairview Capital Corp.
3. The Issuer was incorporated as a keystone company pursuant to MSC Rule 44-501 and the rules and regulations of the Winnipeg Stock Exchange (the "WSE"). The WSE ceased operations as a stock exchange at the end of the business day on November 24, 2000, at which time the Canadian Venture Exchange ("CDNX") commenced operations as a stock exchange in Manitoba.
4. The Issuer was listed on the former WSE (and now on CDNX) as a Keystone Company under WSE Policy 1.4. The Issuer has entered into an agreement to acquire all of the outstanding securities of Bald Eagle Golf Company, LLC ("Bald Eagle") as its "Major Transaction".
5. Pursuant to the Major Transaction, the Issuer is intending to file a prospectus offering with the Alberta and Manitoba Securities Commissions relating to a new issue of up to \$1,500,000 to be comprised of the sale of up to 3,750,000 units of the Issuer at a price of \$0.40 per unit (the "Offering").
6. Bald Eagle is a limited liability company ("LLC") which was incorporated on November 11, 1996 under the laws of Colorado by Articles of Organization as SP Golf Ball Company LLC, involved in the development and marketing of special

patented golf balls. On August 6, 1999 it changed its name to Bald Eagle Golf Company, LLC by Articles of Amendment.

7. Pursuant to the Major Transaction, the Issuer has entered into an Agreement dated November 23, 2000 with Bald Eagle and its shareholders pursuant to which the Issuer shall purchase all of the outstanding shares, options and warrants in Bald Eagle.

8. MSC Rule 3.2(5) and 3.2(7)(a) prohibits a company incorporated in the U.S. from being a target with respect to a keystone company's Major Transaction.

9. Pursuant to CDNX Policy 6.3 "Transitional Provisions for WSE issuers and prospective WSE Issuers" pertaining to the operation of CDNX as a stock exchange in Manitoba, the acquisition of Bald Eagle by the Issuer as a Major Transaction continues to be governed by the policies of the former WSE and of the MSC.

10. Although the policies governing the Major Transaction are those of the WSE and the MSC, listing review and approval lies with the CDNX.

11. The CDNX equivalent of the WSE Keystone Company program is the Capital Pool Company ("CPC") program. CDNX Policy 2.4, which governs the CPC program, does not prohibit the acquisition of a U.S. incorporated company as the target company pursuant to the completion of a "Qualifying Transaction" (the CPC program equivalent to a Major Transaction).

12. As a result of the merger between the CDNX and the WSE, the Issuer must meet CDNX listing requirements within 18 months of being listed on the CDNX.

13. The outstanding Common Shares of the Issuer are listed for trading on the CDNX under the trading symbol "FA.K".

IT IS ORDERED:

**1. THAT**, pursuant to clause 9.1 MSC Rule 44-501, the Offering shall be exempt from clause 3.2(5) & 3.2(7)(a) of MSC Rule 44-501.

**2. THAT**, the fee for this Order is \$1000.00.

BY ORDER OF THE COMMISSION

Director – Legal