

**THE SECURITIES ACT**

)

**Order No. 3266**

)

**Section 20**

)

**March 7, 2001**

**INFOCORP COMPUTER SOLUTIONS LTD.**

**WHEREAS:**

(A) Infocorp Computer Solutions Ltd. (the "Applicant") has made application to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of The *Securities Act*, R.S.M. 1988, c. S50 (the "Act") exempting from the registration and prospectus requirements of sections 6 and 37 of the Act the issuance of common shares ("Shares") of the Applicant to DBI Consulting Inc. ("DBI") as partial payment for consulting services provided by DBI.;

(B) It has been represented to the Commission that:

1. The Applicant is a corporation incorporated under the laws of the Province of Manitoba with its registered office and head office located in Winnipeg, Manitoba, and is a reporting issuer not in default under the securities legislation in the Provinces of Manitoba, Ontario, British Columbia and Alberta;
2. The authorized capital of the Applicant consists of an unlimited number of common shares, of which 13,839,615 are issued and outstanding as of February 16, 2001;
3. The Shares of the Applicant are listed and posted for trading on the Toronto Stock Exchange (the "TSE") and the Canadian Venture Exchange;
4. The Applicant develops e-government commerce and specialty retail management software solutions;
5. DBI is a corporation incorporated under the laws of the Province of Manitoba with its registered office and head office located in Winnipeg, Manitoba;
6. The Applicant and DBI entered into a software development agreement made as of October 27, 2000 (the "Software Development Agreement") pursuant to which DBI agreed to develop software of the Applicant for a fee a portion of which could be paid for in cash or by the issuance of securities of the Applicant, if mutually agreed between the parties. The Software Development Agreement further provided that if the parties do not or cannot agree on the number, type and price of the securities of the Applicant to be issued as partial payment for the consulting services prior to DBI submitting an invoice to the Applicant, the fees shall be paid in cash;

7. The issuance of Shares to DBI is subject to the prior approval of the TSE;
8. The trade in Shares of the Applicant to DBI as partial payment for the consulting services would constitute a trade made in the course of a "primary distribution to the public" under the Act and, accordingly, would be subject to the registration and prospectus requirements of sections 6 and 37 of the Act, respectively;
9. The trade in Shares of the Applicant to DBI would not be exempt from the registration and prospectus of the Act;

(C) The Commission is satisfied in the circumstances of this particular case that it would not be prejudicial to the public interest to grant the Order requested.

**IT IS ORDERED:**

1. **THAT**, pursuant to subsection 20(1) of the Act, the issuance by the Applicant of Shares to DBI as partial payment for consulting services provided by DBI is exempt from the registration and prospectus requirements of sections 6 and 37 of the Act;
2. **THAT** the fee for this order shall be \$1000.00.

**BY ORDER OF THE COMMISSION.**

**DIRECTOR – Capital Markets**