THE SECURITIES ACT	)	Order No. 3510
	)	
Section 20	)	September 27, 2001

## MOMENTUM HEALTHWARE, INC.

## WHEREAS:

(A) Momentum Healthware, Inc. ("Momentum") has applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to Section 20(1) of *The Securities Act* R.S.M. 1988, Chapter S.50, as amended (the "Act"), that certain trades in promissory notes by Momentum be exempt from Sections 6 and 37 of the Act.

(B) Momentum has represented to the Commission as follows:

1. Momentum is incorporated under the laws of the Province of Manitoba.

2. ENSIS Investment Limited Partnership ("*EILP*") is a significant shareholder of Momentum, as is ENSIS Growth Fund Inc. ("*EGF*") (collectively, "*ENSIS*").

3. Momentum recently negotiated an additional financing commitment (the "Financing Commitment") from ENSIS pursuant to which each of EILP and EGF would invest an aggregate amount of up to approximately \$1,700,000 in Momentum.

4. To date, each advance under the Financing Commitment has been evidenced by a promissory note, issued by Momentum, having a principal amount in excess of \$100,000.

5. Without this order, the issuance of promissory notes by Momentum relating to an advance under the Financing Commitment of less than \$97,000 may not be exempt from the prospectus and registration requirements of the Act.

(C) The Commission is of the opinion 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, Momentum is hereby exempted from the registration and prospectus requirements of Section 6 and Section 37 of the Act, with respect to the issuance of one or more promissory notes by Momentum under the Financing Commitment.

**2. THAT**, the fee for this order shall be \$1,000.00.

## BY ORDER OF the COMMISSION

Director - Legal