

THE SECURITIES ACT) Order No. 5283
)
SECTION 20(1)) January 17, 2007

UNITED FARMERS OF ALBERTA CO-OPERATIVE LTD.

WHEREAS:

(A) The United Farmers Of Alberta Co-operative Limited ("UFA") has applied to The Manitoba Securities Commission (the "Commission") under subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 (the "Act") for a variation of Commission Order no. 4089 (the "Order") granted March 26, 2003 that exempted trades by UFA in its securities to certain residents of Manitoba from the registration and prospectus requirements of sections 6 and 37 of the Act;

(B) UFA has represented to the Commission that:

1. UFA was formed as a cooperative association under the laws of Alberta by Chapter 56 of the Statutes of Alberta, 1918 and is continued under *The United Farmers of Alberta Cooperative Limited Act, 1966*;
2. UFA has approximately 206,406 members ("Members"), of which approximately 186,898 (90.5%) are resident in Alberta, approximately 6,536 (3.2%) are resident in British Columbia, approximately 158 (0.1%) are resident in Manitoba, approximately 6,073 (3.0%) are resident in Saskatchewan and approximately 6,741(3.2%) are resident elsewhere. Of these Members, 84,365 are classified by UFA as active members ("Active Members"), being Members who have a minimum of \$5 in membership shares and have purchased in excess of \$500.00 during the preceding fiscal year ended December 31. Of the Active Members, approximately 79,669 (94.4%) are resident in Alberta, approximately 2,479 (2.9%) are resident in British Columbia, approximately 25 (0.1%) are resident in Manitoba, approximately 2,091(2.5%) are resident in Saskatchewan and approximately 101 (0.1%) are resident elsewhere. All Members not classified as Active Members shall, for the purposes of this application be referred to as "Non-Active Members".
3. Since the date of the Order, UFA has continued its historical practice of providing to its Active Members a form of annual report that contains audited balance sheets of UFA, financial highlights of the prior fiscal year and other financial, business and membership highlights for the prior fiscal year (the "Annual Report"). UFA is not required by the UFA Act nor its by-laws to provide to its Members financial statements and management discussion and analysis materials in the form typically provided by reporting issuers under applicable securities legislation.

4. UFA is not and has never been a reporting issuer in Manitoba or any province in Canada and is not subject to any reporting issuer obligations.

5. UFA is not an exchange issuer.

6. UFA's securities are not listed or traded on an exchange or quotation system.

(C) IN THE OPINION OF THE COMMISSION 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, paragraph 1.(c) of the Order that reads:

"(c) The UFA continue to provide all Members in Manitoba with a copy of UFA's annual report, financial statements, and management discussion and analysis"

be replaced with the following:

"(c) The UFA shall provide to its Active Members and Non-Active Members, respectively:

Active Members:

(1) A copy of the Annual Report in the form currently prepared by UFA and which has been historically distributed to Active Members. The Annual Report will advise Active Members, that they may access UFA's website at www.ufa.net where they may view, and at the Member's discretion, print copies of UFA's long form annual report which contains audited balance sheets, statements of earnings and retained earnings, statements of cash flows and related notes and management's discussion and analysis (the "Long Form AR").

Non-Active Members:

(1) A Notice advising Non-Active Members, that they may:

(A) access the UFA's website at www.ufa.net where they may view, and at the Member's discretion, print copies of either or both the Annual Report or the Long Form AR;

(B) requesting copies of the Annual Report without charge from the Corporate Secretary of UFA, at its offices located at 1016 - 68 Avenue S.W., Calgary, Alberta, T2V 4J2 (Telephone: (403) 258-4508); or

(C) obtaining copies of the Annual Report at any of UFA's farm supply or petroleum agencies located in the Provinces of Alberta, British Columbia, Saskatchewan or Manitoba; and

(2) a return card addressed to UFA indicating that the Non-Active Member would like to be placed on a list to receive the Annual Report. Non-Active Members who fail to return the return card will, in accordance with UFA's historical practice, cease to receive any further information until such time as they become Active Members.

2. THAT the fee for this application is \$350.00

Deputy Director, Legal