

THE SECURITIES ACT

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Order No. 3675

)

Section 20

)

February 28, 2002

YORK UNIVERSITY

WHEREAS:

(A) Scotia Capital Inc. and CIBC World Markets Inc. (the "Applicants") have applied 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 prospectus requirements in section 37 of the Act certain trades (the "Offering") by York University (the "Issuer") and by the Applicants, which are the selling agents involved in the Offering, of unsecured debentures (the "Debentures") of the Issuer to Portfolio Managers (defined below) acting as agent for Managed Accounts (defined below);

(B) The Applicants have represented to the Commission that:

1. The Issuer was incorporated in 1959 pursuant to the 1959 York University Act (Ontario), and continued under The York University Act, 1965 (Ontario). The Issuer provides post-secondary and post-graduate education and conducts research. It is the third largest teaching and research university in Canada in terms of enrolment, having four campuses in the greater Toronto metropolitan area.
2. The Debentures will be direct obligations of the Issuer and will be issued pursuant to a trust indenture between the Issuer and CIBC Mellon Trust Company.
3. The Issuer will not be subject to the continuous disclosure requirements of the Act.
4. The Debentures will be offered for sale in all of the provinces of Canada in reliance upon statutory exemptions from the prospectus requirements of applicable securities legislation and, if applicable, in reliance on "sprinkling orders". The Offering will be made by way of offering memorandum.
5. The minimum aggregate purchase price of the Debentures by each purchaser in Manitoba under the Offering is \$150,000.
6. The Debentures will not be offered to individuals in Manitoba.
7. Trades in the Debentures are trades in the course of a primary distribution to the public. Trades pursuant to the Offering are subject to the registration and prospectus requirements of sections 6 and 37, respectively, of the Act, and to

corresponding requirements in the securities legislation of the other provinces of Canada.

8. Each of the Applicants is registered with the Commission in the category of investment dealer.

9. The Applicants propose to offer the Debentures in Manitoba to certain persons or companies ("Portfolio Managers") who are (i) registered under the Act as broker-dealers or investment counsel restricted to portfolio managers, or (ii) registered for trading in securities under the Act and exempt from registration as securities advisors pursuant to subsection 18(c) of the Act, purchasing as agent for certain third persons or companies ("Managed Accounts"). Each Portfolio Manager will be solely responsible for the management of its Managed Accounts, with full power, authority and discretion to buy, sell or otherwise effect transactions as agent for the Managed Accounts. Each Managed Account will, at the time of the purchase of the Debentures by a Portfolio Manager on its behalf pursuant to the order requested, hold assets having an aggregate net value or an aggregate acquisition cost of not less than \$150,000.

10. The aggregate acquisition cost of the Debentures purchased by a Portfolio Manager on behalf of its Managed Accounts will not be less than \$150,000. Contractual rights of action for rescission and damages to the same effect as those being offered in Ontario will be conferred in Manitoba upon Portfolio Managers and each beneficial purchaser for whom the Portfolio Manager is acting.

(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:

(1) trades in Debentures in connection with the Offering to a Portfolio Manager acting as agent for Managed Accounts shall be exempt from section 37 of the Act, provided that:

(i) each Portfolio Manager, at the time of the purchase of the Debentures, has full power, authority and discretion to buy, sell or otherwise effect transactions in securities as agent for the Managed Accounts managed by it and the aggregate acquisition cost of the Debentures to all Managed Accounts managed by each Portfolio Manager will not be less than \$150,000;

(ii) each Managed Account will, at the time of purchase of the Debentures, hold assets having an aggregate net asset value or aggregate acquisition cost of not less than \$150,000;

(iii) on or before the close of the Offering, the Portfolio Managers who purchase the Debentures will be provided with a copy of this order and the Issuer shall have received written confirmation from the Portfolio Managers, on behalf of their respective Managed Accounts, that they are aware of the limitations imposed by this order;

(iv) each Portfolio Manager, and each beneficial purchaser of Debentures for whom a Portfolio Manager is acting, receives the contractual rights of action for rescission and damages that are being conferred upon purchasers of Debentures that are resident in the Province of Ontario, as set out in the offering memorandum relating to the Offering; and

(v) within 10 days of the closing of the Offering, the Issuer shall file or the Issuer shall cause the Applicants to file with the Commission a report, in duplicate, in respect of each Managed Account, which is in Form 8 of the Regulations, or which includes substantially the same information as is required in a report prepared in accordance with Form 8 of the Regulations, and in conjunction therewith the Issuer or the Applicants shall pay the fee that would be payable on the filing of such report;

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

BY ORDER OF THE COMMISSION

Deputy Director