

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ALBERTA, BRITISH COLUMBIA, SASKATCHEWAN, MANITOBA, ONTARIO,  
QUÉBEC, NEW BRUNSWICK NOVA SCOTIA AND NEWFOUNDLAND AND  
LABRADOR**

**AND**

**IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM  
FOR EXEMPTIVE RELIEF APPLICATIONS**

**AND**

**IN THE MATTER OF  
ENCANA HOLDINGS FINANCE CORP. AND  
ENCANA CORPORATION**

**MRRS DECISION DOCUMENT**

**WHEREAS** the Canadian securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, British Columbia, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia and Newfoundland and Labrador (collectively, the "Jurisdictions") made decisions (collectively, the "Prior Decision") on March 24, 2004 under the Mutual Reliance Review System for Exemptive Relief Applications (the "System") pursuant to the securities legislation (the "Legislation") of the Jurisdictions that EnCana Holdings Finance Corp. ("FinanceCo") is exempt from the requirements contained in the Legislation that:

- (a) FinanceCo file with Decision Makers and send to its security holders audited annual comparative financial statements or annual reports containing such statements (the "Annual Financial Statement Requirements");
- (b) FinanceCo file with Decision Makers and send to its security holders interim comparative financial statements (the "Interim Financial Statement Requirements");
- (c) FinanceCo issue and file with the Decision Makers press releases, and file with the Decision Makers material change reports (together, the "Material Change Requirements"); and
- (d) FinanceCo comply with the proxy and proxy solicitation requirements, including filing with the Decision Makers an information circular or report in lieu thereof, as applicable (the "Proxy Requirements") (Annual Financial Statement Requirements, Interim Financial Statement Requirements, Material Change Requirements and Proxy Requirements are collectively referred to herein as the "Continuous Disclosure Requirements"),

shall not apply to FinanceCo as a result of FinanceCo becoming a reporting issuer or the equivalent in each of the Jurisdictions which has such a concept; and

(e) where applicable, a person or company that is an insider of FinanceCo ("Insider") file reports with the Decision Makers disclosing such person's or company's direct or indirect beneficial ownership of, or control or direction over, securities of FinanceCo (the "Insider Reporting Requirements"),

shall not apply to Insiders of FinanceCo as a result of FinanceCo becoming a reporting issuer or the equivalent in each of the Jurisdictions which has such a concept;

**AND WHEREAS** the Decision Makers have each received an application from FinanceCo and EnCana Corporation ("EnCana") (collectively, FinanceCo and EnCana are referred to herein as the "Applicants") to revoke the Prior Decision and replace the Prior Decision with a new decision clarifying the relief and conditions granted to FinanceCo;

**AND WHEREAS** pursuant to the System, the Alberta Securities Commission is the principal regulator for this application;

**AND WHEREAS**, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions;

**AND WHEREAS** the Applicants have represented to the Decision Makers that:

1. FinanceCo was incorporated under the Companies Act (Nova Scotia) on August 25, 2003 and is an indirect wholly-owned subsidiary of EnCana.
2. The registered and head office of FinanceCo is located in Calgary, Alberta.
3. FinanceCo's only business is to access capital markets, principally in the United States and Canada, to raise funds to be loaned to, or otherwise invested in, the subsidiary companies or partnerships of EnCana. Other than the foregoing, FinanceCo does not carry on any operating business.
4. FinanceCo is a reporting issuer or its equivalent in each of the Jurisdictions which has such a concept by virtue of its filing a short form base shelf prospectus (the "Prospectus") in each of the Jurisdictions on March 26, 2004 to establish the offering (the "Offering") of debt securities ("Debt Securities") from time to time over a 25 month period. To the knowledge of FinanceCo, FinanceCo is not in default of the Legislation.
5. FinanceCo is qualified under the provisions of National Instrument 44-102 -- Shelf Distributions ("NI 44-102") and National Instrument 44-101 Short Form Prospectus Distributions ("NI 44-101") (collectively, NI 44-102 and NI 44-101 are referred to herein as the "Shelf Requirements") to file a prospectus in the form of a short form base shelf prospectus on

the basis that the Debt Securities are fully and unconditionally guaranteed non-convertible debt securities as contemplated by section 2.5 of NI 44-101.

6. EnCana was formed through a business combination of PanCanadian Energy Corporation and Alberta Energy Company Ltd. on April 5, 2002 and is a reporting issuer or the equivalent in each of the Jurisdictions which has such a concept and, to the knowledge of EnCana, is not in default of the Legislation.

7. EnCana is one of the world's leading independent oil and natural gas exploration and production companies.

8. EnCana is registered under the United States Securities Exchange Act of 1934, as amended (the "1934 Act").

9. EnCana has filed with the United States Securities and Exchange Commission (the "SEC") all filings required to be made with the SEC under Sections 13 and 15(d) of the 1934 Act since it first became registered under the 1934 Act.

10. As at December 31, 2003, EnCana had approximately US\$3.3 billion and Cdn.\$3.9 billion in long term debt outstanding. All of EnCana's directly issued outstanding long term debt is rated "A-" by Standard & Poor's Corporation, "Baa1" by Moody's Investors Service, Inc. and "A (low)" by Dominion Bond Rating Service Limited.

11. The common shares of EnCana are publicly traded and listed under the symbol "ECA" on both the Toronto Stock Exchange (the "TSX") and the New York Stock Exchange. Based on their closing price on the TSX on December 31, 2003, the common shares of EnCana had a market value in excess of Cdn.\$23 billion.

12. FinanceCo filed the Prospectus in each of the Jurisdictions pursuant to the Shelf Requirements and in the United States through the Multi-Jurisdictional Disclosure System to conduct the Offering. All Debt Securities issued under the Prospectus are or will be, as the case may be, fully and unconditionally guaranteed by EnCana as to payment of principal, interest and all other amounts due thereunder.

13. In connection with the Offering:

(a) the Prospectus was prepared pursuant to the Shelf Requirements, with the disclosure required by item 12 of Form 44-101F3 of NI 44-101 being satisfied by incorporating by reference EnCana's public disclosure documents;

(b) the Prospectus provides disclosure about the consolidated business and operations of EnCana;

(c) the Prospectus states that purchasers of Debt Securities will not receive separate continuous disclosure information regarding FinanceCo;

(d) FinanceCo's only business will continue to be to access capital markets, principally in the United States and Canada, to raise funds to be loaned to, or otherwise invested in, the subsidiary companies or partnerships of EnCana;

(e) EnCana signed the Prospectus as guarantor and promoter; and

(f) the Debt Securities will not be listed on any securities exchange based in North America.

14. EnCana will continue to be a reporting issuer or the equivalent in each of the Jurisdictions which has such a concept and EnCana will continue to file with the Decision Makers all documents required to be filed under the Legislation.

15. FinanceCo will comply with the requirements of the Legislation to issue a news release and file a report with the Decision Makers upon the occurrence of a material change in the affairs of FinanceCo that is not a material change in the affairs of EnCana.

16. FinanceCo will not distribute additional securities other than:

(i) additional Debt Securities which are fully and unconditionally guaranteed by EnCana with respect to payments required to be made by FinanceCo to the holders of such additional Debt Securities;

(ii) to EnCana or to entities that are controlled, directly or indirectly, by EnCana; or

(iii) debt securities issued to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions.

**AND WHEREAS** pursuant to the System, this MRRS Decision Document evidences the decision of each of the Decision Makers (collectively, the "Decision");

**AND WHEREAS** each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

**THE DECISION** of the Decision Makers pursuant to the Legislation is that the Prior Decision is revoked;

**IT IS THE FURTHER DECISION** of the Decision Makers pursuant to the Legislation that:

1. Continuous Disclosure Requirements Relief FinanceCo be exempt from the Continuous Disclosure Requirements provided that:

(a) each of EnCana and FinanceCo, as applicable, complies with paragraphs 13(d), 14, 15 and 16 of this application;

(b) the filings referred to in paragraph 14 above are made under each of EnCana's and FinanceCo's SEDAR profiles within the time limits and in accordance with applicable fees required by the Legislation for the filing of such documents;

(c) all audited annual comparative financial statements and interim comparative financial statements filed by EnCana under the Legislation are prepared on a consolidated basis in accordance with Canadian GAAP or such other standards as may be permitted under the Legislation from time to time;

(d) EnCana continues to fully and unconditionally guarantee the Debt Securities as to the payments required to be made by FinanceCo to the holders of the Debt Securities; and

(e) EnCana maintains direct or indirect 100% ownership of the voting shares of FinanceCo.

## 2. Insider Reporting Requirements Relief

Each Insider be exempt from the Insider Reporting Requirements provided that:

(a) such Insider does not receive, in the ordinary course, information as to material facts or material changes concerning EnCana before the material facts or material changes are generally disclosed;

(b) such Insider is not an insider of EnCana in any capacity other than by virtue of being an Insider of FinanceCo;

(c) EnCana maintains direct or indirect 100% ownership of the voting shares of FinanceCo; and

(d) FinanceCo complies with paragraph 16 of this application.

July 28, 2004.

"Agnes Lau"

### **Headnote**

Relief granted to a wholly owned subsidiary (the "issuer") of another reporting issuer (the "parent") in respect of annual financial statement requirements, interim financial statement requirements, material change requirements, proxy requirements and insider requirements subject to certain conditions including filing under the issuer's SEDAR profile, the annual and interim financial statements of the parent. Previous decision document is revoked and replaced.

### **Ontario Statutes**

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 144.

**National Instruments**

National Instrument 44-101 Short Form Prospectus Distributions.

National Instrument 44-102 Shelf Distributions.