

THE MORTGAGE DEALERS ACT

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Order No. 2635

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Section 55

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September 22, 2010

Goldman Sachs Lending Partners LLC and the Lenders Represented by It

WHEREAS:

A. Goldman Sachs Lending Partners LLC (“**GSLP**”), as administrative agent and collateral (collectively, together with any of its successors and assigns in either of such capacities, the “**Agent**”), Morgan Stanley Senior Funding, Inc. (“**Morgan Stanley**”), Jefferies Group, Inc. (“**Jefferies**”) and various other lenders have made application to the Manitoba Securities Commission (the “**MSC**”) for an order exempting the applicants from the requirements to be registered under *The Mortgage Dealers Act* (Manitoba) (the “**Act**”) for the sole purpose of carrying out the following transactions (the “**Transactions**”):

(a) providing secured credit facilities to Valeant Pharmaceuticals International (the “**Borrower**”) pursuant to a Credit and Guaranty Agreement (as same may be amended from time to time, the “**Credit Agreement**”) among, *inter alia*, the Borrower, Biovail Corporation (the “**Parent Guarantor**”, as parent and as guarantor, certain subsidiaries of the Borrower and the Parent Guarantor, as guarantors, the lenders party thereto from time to time (collectively, the “**Lenders**”), GSLP, Morgan Stanley and Jefferies, as joint lead arrangers, joint bookrunners and syndication agents, and the Agent. Under the Credit Agreement, the Lenders will make certain term and revolving loans and other extensions of credit (collectively, the “**Credit**”) available to the Borrower for, among other purposes, to refinance existing credit facilities, to pay certain dividends and to provide working capital for general corporate purposes;

(b) entering into hedge agreements and cash management agreements (collectively, the “**Ancillary Agreements**”) between the Borrower and/or Parent Guarantor and/or subsidiaries of the Borrower or the Parent Guarantor and one or more of the Lenders and/or affiliates of one or more of the Lenders (collectively, the “**Lender Counterparties**”); and

(c) as security for the Credit and obligations under the Ancillary Agreements, the Borrower will grant to the Agent, *inter alia*, a debenture in the principal amount of \$5,000,000,000.00 to be held by the Agent for the benefit of the Lenders and Lender Counterparties and to be registered against the property municipally known as 100 Life Sciences Parkway, Steinbach, Manitoba, R5G 1Z7, and the Borrower or other related entities may grant further security to be registered against title to property located in Manitoba (as same may be amended, restated, assigned or otherwise modified from time to time, collectively, the “**Mortgages**”).

B. The applicants have represented to the MSC that:

(a) as part of the Transactions, certain of the Lenders and Lender Counterparties will contribute money secured by the Mortgages and will be entitled to share the proceeds of the Mortgages, the Mortgages will be registered in the Agent's name, and the Agent will administer the Mortgage for and on behalf of the Lenders and the Lender Counterparties;

(b) the definition of "mortgage dealer" in Section 1 of the Act includes a person who registers a mortgage in the mortgage dealer's name where another person or other persons have contributed mortgage monies or are entitled to share the proceeds of the mortgage, or both, or a person who, for a reward or hope or promise thereof, administers a mortgage for or on behalf of any other person. Accordingly, the Agent may technically be a "mortgage dealer" under the Act. However, it may be that neither the Agent nor any of the Lenders or the Lender Counterparties will be registered as a "mortgage dealer" under the Act;

(c) the Borrower is a sophisticated commercial entity;

(d) the Agent, the Lenders and the Lender Counterparties are sophisticated commercial entities, and include foreign banks, funds and other entities that make commercial loans in the ordinary course of their businesses;

(e) the Agent, in holding the Mortgage and administering the Mortgages, will have no direct interaction with the general public; and

(f) the Lenders and the Lender Counterparties will have no interaction with the general public with respect to the Mortgages.

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 section 55 of the Act, the Agent, the Lenders and the Lender Counterparties are exempt from the registration requirements of section 2(1) of the Act with respect to the activities of the Agent, the Lenders and the Lender Counterparties in connection with the Credit Agreement, the Ancillary Agreements or the Mortgages.

2. **THAT** the fee for this order shall be \$150.00.

BY ORDER OF THE COMMISSION

Deputy - Director Legal

