

## Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Application to be deemed to have ceased to be a reporting issuer.

## Applicable Alberta Statutory Provisions

*Securities Act*, R.S.A., 2000, c. S-4, section 153

IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF ALBERTA, SASKATCHEWAN, ONTARIO, AND QUÉBEC

AND

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

AND

IN THE MATTER OF UNITED INC.

### MRRS DECISION DOCUMENT

1. WHEREAS the Canadian securities regulatory authority or regulator (the **A**Decision Maker<sup>@</sup>) in Alberta, Saskatchewan, Ontario, and Québec (the **A**Jurisdictions<sup>@</sup>) has received an application from United Inc. ("United") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that United be deemed to have ceased to be a reporting issuer under the Legislation;
2. AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the **A**System<sup>@</sup>), the Alberta Securities Commission is the principal regulator for this application;
3. AND WHEREAS United has represented to the Decision Makers that:
  - 3.1 United is a corporation incorporated and subsisting under the *Business Corporations Act* (Alberta);
  - 3.2 United's principal executive offices are located at 200, 808 B 4<sup>th</sup> Avenue S.W. Calgary, Alberta T2P 3E8;
  - 3.3 United is a reporting issuer in the Jurisdictions and became a reporting issuer in Alberta on the closing of its initial public offering on May 19, 1998;
  - 3.4 United is not in default of any of the requirements of the Legislation;
  - 3.5 the authorized capital of United includes an unlimited number of common shares (the **A**Common Shares<sup>@</sup>) and an unlimited number of unsecured

debentures of which, as at October 25, 2001 there were 14,875,699 Common Shares and

\$3,410,000 of 11% unsecured debentures due March 31, 2005 (the "Debentures") outstanding;

- 3.6 under a share capital reorganization effective October 25, 2001, each Common Share was exchanged into either one class A redeemable non-voting preferred share ("Class A Share") which was redeemed by United for \$1.50 cash per share, or, one class B redeemable non-voting preferred share ("Class B Share") which was purchased by United Acquisition Corp. ("UAC") for \$0.20 cash and a \$1.65 series A debenture of UAC. All outstanding options to acquire Common Shares were either exercised or cancelled;
  - 3.7 UAC now holds all of the Common Shares and the Debentures are held by 48 Debenture holders (the "Debenture Holders") of which, 22 have a registered address in Alberta, 22 have a registered address in Ontario and 4 have a registered address in British Columbia;
  - 3.8 in April 2002, United sent a letter to the Debenture Holders describing its application (the "Application") to be deemed to have ceased to be a reporting issuer in the Jurisdictions and requested the consent of the Debenture Holders to the Application;
  - 3.9 as of June 12, 2002, a majority of the Debenture Holders in number and in value have provided United with their consent to proceed with the Application;
  - 3.10 the Common Shares were delisted from The Toronto Stock Exchange on October 30, 2001 and no securities of United are listed or quoted on any exchange or market;
  - 3.11 other than the outstanding Common Shares and the Debentures, United has no securities, including debt securities, outstanding; and
  - 3.12 United does not intend to seek public financing by way of an offering of its securities;
4. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the **ADecision@**);
  5. 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;

6. THE DECISION of the Decision Makers under the Legislation is that United is deemed to have ceased to be a reporting issuer under the Legislation.

DATED this 8<sup>th</sup> day of July, 2002.

“original signed by”  
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Patricia M. Johnston  
Director, Legal Services & Policy Development

Re: United Inc.

(2002) ABSECCOM ORD-863632.2