

## **Headnote**

Mutual Reliance Review System for Exemptive Relief Applications – corporation deemed to cease to be a reporting issuer when, following an arrangement with a holding company and a limited partnership, all of the outstanding securities of the corporation are held by the holding company and the limited partnership. The holding company and the limited partnership are deemed to be reporting issuers in several jurisdictions following the arrangement. The holding company and the limited partnership are deemed to cease to be reporting issuers, as all of the outstanding securities of the holding company are held by an income fund and all of the outstanding securities of the limited partnership are held by an aggregate of three persons.

## **Applicable Alberta Statutory Provisions**

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

IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF ALBERTA, SASKATCHEWAN, ONTARIO, QUÉBEC, 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 VERSACOLD CORPORATION, VERSACOLD HOLDINGS CORP.  
AND VERSACOLD GROUP LIMITED PARTNERSHIP

## **MRRS DECISION DOCUMENT**

1. WHEREAS the local securities regulatory authority or regulator (the “Decision Makers”) in each of the Provinces of Alberta, Saskatchewan, Ontario, Québec, Nova Scotia and Newfoundland and Labrador (the “Jurisdictions”) has received an application from Versacold Corporation (“Versacold”), Versacold Holdings Corp. (“Holdings”) and Versacold Group Limited Partnership (the “Partnership”), for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that Versacold, Holdings, and the Partnership be deemed to have ceased to be reporting issuers under the Legislation.
2. AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the **ASystem**) the Alberta Securities Commission is the principal regulator for this application;
3. AND WHEREAS Versacold, Holdings and the Partnership represented to the Decision Makers that:

- 3.1 Versacold is a company incorporated under the laws of British Columbia with its head office in Vancouver, British Columbia;
- 3.2 Versacold is currently a reporting issuer or the equivalent in Alberta, Saskatchewan, Ontario, Québec, Nova Scotia and Newfoundland and Labrador, and is not in default of any requirements of the Legislation;
- 3.3 the authorized capital of Versacold consists of 50,000,000 common shares (the "Versacold Common Shares"), 50,000,000 non-voting common shares and 20,000,000 preferred shares, issuable in series, of which there are currently outstanding 7,425,605 Versacold Common Shares, 2,475,000 non-voting common shares and 1,000 preferred shares, series 1;
- 3.4 the Partnership is a limited partnership formed under the laws of the province of British Columbia with its head office in Vancouver, British Columbia;
- 3.5 there are presently authorized a class of limited partnership units designated as "Class A Limited Partnership Units" and a class designated as "Class B Limited Partnership Units", of which there are currently 2,475,000 Class B Limited Partnership Units outstanding;
- 3.6 Holdings is a company incorporated under the laws of British Columbia with its head office in Vancouver, British Columbia;
- 3.7 the authorized capital of Holdings consists of 500,000,000 common voting shares, 500,000,000 common non-voting shares and 500,000,000 preferred shares, issuable in series, of which 40,742,542 common voting shares are outstanding;
- 3.8 Versacold Income Fund (the "Fund") is a limited purpose trust established under the laws of British Columbia with its head office in Vancouver, British Columbia;
- 3.9 the Fund is a reporting issuer in each of the Jurisdictions and is not exempt from any of the requirements of the Legislation;
- 3.10 by way of a statutory arrangement (the "Arrangement") under section 252 of the *Company Act* (British Columbia) between Versacold, Holdings and the Partnership, all of the Versacold Common Shares and the Versacold non-voting common shares were acquired, directly or indirectly by Holdings and the Partnership effective February 12, 2002;
- 3.11 the 1,000 Versacold preferred shares, series 1 were issued to the Partnership prior to the Arrangement and are currently held by the Partnership;
- 3.12 Versacold has outstanding promissory notes which were issued to, and are currently

held by, Holdings;

- 3.13 aside from the securities held by Holdings and the Partnership, there are no other securities of Versacold, including debt securities, outstanding;
  - 3.14 the Versacold Common Shares were delisted from The Toronto Stock Exchange on February 12, 2002, and no securities of Versacold are listed or quoted on any exchange or market;
  - 3.15 as a result of completion of the Arrangement, Holdings and the Partnership are or may be deemed to be reporting issuers by operation of the definition of reporting issuer in the securities legislation of all of the Jurisdictions except Nova Scotia;
  - 3.16 Holdings has outstanding promissory notes which were issued to, and are currently held by, the Fund;
  - 3.17 all of the common voting shares of Holdings and all of the outstanding promissory notes issued by Holdings are held by the Fund and there are no other securities of Holdings, including debt securities, outstanding;
  - 3.18 the general partners of the Partnership are wholly-owned, indirect subsidiaries of Holdings, all of the Class B Limited Partnership Units are held by an aggregate of three persons and there are no other securities of the Partnership, including debt securities, outstanding;
  - 3.19 no securities of Holdings or the Partnership are listed or quoted on any exchange or market;
  - 3.20 Versacold, Holdings and the Partnership do not presently intend to seek public financing by way of an offering of their 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 Versacold is deemed to have ceased to be a reporting issuer under the Legislation;
  7. THE FURTHER DECISION of the Decision Makers under the Legislation is that Holdings and the Partnership are deemed to have ceased to be reporting issuers under the securities legislation of each of the Jurisdictions except Nova Scotia.

DATED this 9th day of April, 2002.

"original signed by" \_\_\_\_\_

Patricia M. Johnston

Director, Legal Services & Policy Development