

IN THE MATTER OF
THE SECURITIES ACT, 1988, S.S. 1988, c. s-42.2

AND

IN THE MATTER OF
101017197 SASKATCHEWAN LTD.

RULING
(Section 83)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the "Commission") from 101017197 Saskatchewan Ltd. (the "Issuer") for a ruling pursuant to clause 83(1)(a) of *The Securities Act, 1988, S.S. 1988, c. S-42.2* (the "Act") that the provisions of sections 27 and 58 of the Act shall not apply to the proposed trade by the Issuer of 375 Class "C" common shares of the Issuer (the "Shares") at a purchase price of \$400.00 per Share, such trade to be made pursuant to the provisions of Saskatchewan Policy Statement 45-601 "Community Ventures - Section 83 Rulings ("SPS 45-601") (the "Proposed Trade");

AND WHEREAS the Commission has assigned to the Director the power to make exemption orders and rulings under the provisions of the Act;

AND WHEREAS it has been represented to the Director that:

1. The Issuer is a corporation incorporated pursuant to the laws of Saskatchewan on February 1, 2001 and is not a reporting issuer within the meaning of the Act;
2. The Issuer is authorized to issue an unlimited number of Class "A" shares (the "Class A Shares"), Class "B" shares, Class "C" shares and Class "D" shares of which there are 6 Class A Shares currently issued and outstanding to all the directors of the Issuer;
3. The securities of the Issuer are not listed or posted for trading on any stock exchange or over-the-counter market;
4. The Issuer was incorporated for the purpose of purchasing land, premises and equipment which comprises of a restaurant business and office space and the continued leasing of these business premises to current and future tenants in Alida, Saskatchewan (the "Community Venture");
5. The promoters of the Issuer, 3 of whom are officers and all of whom are directors of the Issuer, are Glenda Nielsen, Robin Wilcott, Linda Akins, Norman Desautels, Randy

McCannell and Wayne Smith, and have been involved in the development of the Community Venture from the beginning;

6. The funds raised in this offering will be used to finance the purchase of the land on which the building is situated, the building and any equipment included in the sale;
7. The proposed selling area for the Proposed Trade is within a 40 kilometer radius of Alida, Saskatchewan (the "Proposed Selling Area");
8. The population of the Proposed Selling Area is approximately 660 and there is no city, town, village or hamlet within the Proposed Selling Area with a population of more than 5,000 people;
9. All of the salespersons for the Proposed Trade currently reside in the Proposed Selling Area and have so resided for the immediately two preceding years; and
10. Each potential investor will receive a copy of an offering memorandum (the "Offering Memorandum") accepted by the Director for use with respect to the Proposed Trade;

AND WHEREAS the Director is of the opinion that it would not be prejudicial to the public interest to make this Ruling;

IT IS HEREBY RULED pursuant to clause 83(1)(a) of the Act that the provisions of sections 27 and 58 of the Act shall not apply to the Proposed Trade provided that:

1. Each investor resides in the Province of Saskatchewan and is:
 - a. An individual who:
 - i. resides within a 40 kilometer radius of Alida, Saskatchewan, both at the time of the offering and for the two year period immediately preceding the offering; and
 - ii. does not reside in a city;
 - iii. purchases securities from a salesperson that resides within a 40 kilometer radius of the purchaser's residence;
 - iv. is eighteen years of age or older; or
 - b. An individual who:
 - i. is a parent, child, brother, brother-in-law, sister, sister-in-law, close friend or close business associate of an individual in paragraph a above;
 - ii. has resided within a 40 kilometer radius of Alida, Saskatchewan for a period of not less than 10 consecutive years before the offering;

- iii. at the time of the offering continues to have close ties to the Proposed Selling Area; and
 - iv. is 18 years of age or older; or
 - c. A person or company that is controlled by an individual or individuals who fall within the provisions of paragraphs a or b above;
2. Each investor receives a copy of this Ruling and the Offering Memorandum prior to or contemporaneously with the trade;
 3. All promotional material used in connection with the trade is approved by the Director prior to its use;
 4. Each investor purchases as principal;
 5. Solicitations of and sales to investors shall only be made by:

Glenda Nielsen	Alida, SK
Linda Akins	Alida, SK
- or a registrant pursuant to the Act authorized to trade in the Shares;
6. No sales commission shall be paid with respect to the trade;
 7. The minimum subscription amount necessary to close the offering is \$60,000;
 8. Monies raised pursuant to the offering of Shares are held in trust at Prairie Pride Credit Union, Alida Branch, PO Box 9, Alida, Saskatchewan, until all conditions of closing for the offering as set out in the Offering Memorandum are met as determined by Guy Chicoine, legal counsel for the Issuer;
 9. A report is filed with the Commission within 30 days of the completion of the Proposed Trade disclosing the names, addresses and telephone numbers of investors, the amount and number of Shares purchased and certifying compliance with this Ruling;
 10. On closing, the Issuer complies with on a continuous basis the provisions of Part XIV and Part XV of the Act as if it was subject to those provisions except that:
 - a. It is not required to file with the Commission or send to its security holders financial statements for the first and third quarters of each of its financial years; and
 - b. If the amount raised pursuant to this offering is less than \$500,000, its annual financial statements need not be accompanied by the report of an auditor provided that:

- i. a general review has been carried out by an independent accountant as set out in section 8100 of the Canadian Institute of Chartered Accountants (“CICA”) Handbook; and
 - ii. such financial statements are accompanied by a review engagement report as set out in section 8200 of the CICA Handbook;
11. First trades of securities purchased under this Ruling shall be subject to the provisions of section 2.5 of Multi-lateral Instrument 45-102 – Resale of Securities, unless such trades are:
 - a. To the Issuer;
 - b. To a self-directed registered retirement savings plan of the investor or the investor’s spouse;
 - c. From a self-directed registered retirement savings plan of the investor or the investor’s spouse to the investor or his/her spouse or the Issuer;
 - d. To other investors who own Shares in the capital stock of the Issuer; or
 - e. To any other person or company provided that two years have passed since the date that this offering closed and the Issuer is required to file annual and semi-annual financial statements and is not in default of the requirement;
12. Trades pursuant to this Ruling are completed on or before April 15, 2002 or such further date as the staff of the Commission may allow; and
11. Unless otherwise inconsistent with this Ruling, the trade complies with SPS 45-601;

DATED January 22, 2002.

“Barbara Shourounis”

Barbara Shourounis
Director