

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF NEWFOUNDLAND, NOVA SCOTIA, AND SASKATCHEWAN

AND

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

AND

3982904 CANADA INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of Newfoundland, Nova Scotia, and Saskatchewan (the “Jurisdictions”) has received an application from 3982904 Canada Inc. (“CAT Bidco”) for a decision pursuant to the securities legislation of the Jurisdictions (the “Legislation”) that CAT Bidco cease to be a reporting issuer or equivalent thereof under the Legislation;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the “System”), the Saskatchewan 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 or in Québec Commission Notice 14-101;

AND WHEREAS CAT Bidco has represented to the Decision Makers that:

1. CAT Bidco is a corporation incorporated under the *Canadian Business Corporations Act* whose head office is located at 1 First Canadian Place, Suite 6600, Toronto, Ontario;
2. CAT Bidco is authorized to issue an unlimited number of common shares (the “CAT Bidco Shares”). Currently there are 100 CAT Bidco Shares issued and outstanding all of which are owned by Cambridge Antibody Technology Group plc (“CAT”);
3. CAT is a corporation governed by the laws of England and Wales whose head office is located at The Science Park, Melbourn, Cambridgeshire, United Kingdom;
4. No securities of CAT Bidco are traded on any stock exchange or other organized market in Canada;

5. On February 4, 2002, CAT Bidco and CAT made a securities exchange take-over bid (the "Offer") for all of the common shares of Drug Royalty Corporation in exchange for ordinary shares of CAT or American depository shares of CAT;
6. In connection with the Offer, CAT Bidco filed a securities exchange take-over bid circular (the "Bid Circular") in the Jurisdictions;
7. As a result of filing the Bid Circular, CAT Bidco was deemed to be a reporting issuer in the Jurisdictions. CAT Bidco is not a reporting issuer, or the equivalent, in any other province or territory in Canada;
8. CAT Bidco is not in default of any of its obligations as a reporting issuer under the Legislation;
9. On April 26, 2002, CAT announced that the conditions of the Offer had not been satisfied and that the Offer would not be extended;
10. No securities were distributed pursuant to the Offer;
11. As of July 31, 2002, CAT Bidco did not have any security holders whose latest address, as shown on the books, was in any jurisdiction in Canada; and
12. CAT Bidco has no current intention to seek public financing by way of an offering of its securities in Canada;

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (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 under the Legislation is that CAT Bidco is deemed to have ceased to be a reporting issuer under the Legislation as of the date of this Decision.

DATED August 12, 2002.

"Art Wakabayashi"

Art Wakabayashi
Vice-Chairperson