

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

AND

IN THE MATTER OF
596027 SASKATCHEWAN LTD.

RULING
(Section 83)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the "Commission") from 596027 Saskatchewan Ltd. (the "Issuer") for a ruling pursuant to clause 83(1)(a) of *The Securities Act 1988, SS 1988, c. S-42.2* (the "Act") that for any and all purposes of the Act and *The Securities Regulations, R.R.S., c. S-42.2 Reg. 1* (the "Regulations") thereto the Issuer is deemed not to be default of the Act or the Regulations;

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 Commission that:

1. The Issuer is a corporation incorporated pursuant to *The Business Corporations Act* (Saskatchewan);
2. The Issuer is not a reporting issuer within the meaning of the Act;
3. As of January 1, 2002, the authorized capital of the Issuer consists of 600,000 class "A" shares (the "Shares") of which 499,399 Shares are currently issued and outstanding;
4. The Shares are not listed or posted for trading on any stock exchange or over the counter market, nor has a prospectus been filed in respect of the Shares;
5. Between April 1, 2000 and August 1, 2001, trades of the Shares were made by the Issuer to certain individuals (the "Purchasers") pursuant to the registration and prospectus exemptions contained in clauses 39(2)(k) and 82(1)(a) of the Act (the "Private Issuer Exemption") however at the time of these trades the number of shareholders of the Issuer, other than employees and former employees, exceeded 50 shareholders;

6. When the Issuer discovered that the trades made to the Purchasers did not fit within the Private Issuer Exemption and were in fact in contravention of the prospectus and registration requirements of the Act, the Issuer sought the advice of the Commission;
7. The director of the enforcement branch of the Commission (the "Director, Enforcement") required the Issuer to obtain written acknowledgements from each Purchaser stating that the Purchaser was aware of his/her rights under the Act and suffered no prejudice as a result of the trades of the Shares (the "Acknowledgments");
8. The Acknowledgements were received from all the Purchasers and given to the Director, Enforcement for review; and
9. The Director, Enforcement has reviewed the Acknowledgements and is satisfied that no further action be taken;

AND WHEREAS the Director is of the opinion that it would not be prejudicial to the public interest to grant the Ruling.

IT IS HEREBY RULED pursuant to clause 83(1)(a) of the Act that for any and all purposes of the Act and the Regulations the Issuer is deemed not to be in default of the Act and the Regulations as a result of the trades made to the Purchasers pursuant to the Private Issuer Exemption.

DATED January 28, 2002.

"Barbara Shourounis"

Barbara Shourounis
Director