

**IN THE MATTER OF THE  
SECURITIES LEGISLATION  
OF ALBERTA, SASKATCHEWAN, ONTARIO, QUÉBEC,  
NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR**

**AND**

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

**AND**

**IN THE MATTER OF  
C-MAC INDUSTRIES INC.**

**MRRS DECISION DOCUMENT**

**WHEREAS** the local securities regulatory authority or regulator (the "**Decision Maker**") in each of Alberta, Saskatchewan, Ontario, Québec, Nova Scotia, Newfoundland and Labrador (the "**Jurisdictions**") has received an application from C-MAC Industries Inc. ("**C-MAC**") for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") that C-MAC be deemed to have ceased to be a reporting issuer under the Legislation;

**AND WHEREAS** under the Mutual Reliance Review System for Exemptive Relief Applications (the "**System**"), *la Commission des valeurs mobilières du Québec* is the principal regulator for this application;

**AND WHEREAS** C-MAC has represented to the Decision Makers that:

1. C-MAC is a corporation incorporated under the *Canada Business Corporations Act* (the "**Act**"). C-MAC is a reporting issuer in each of the Jurisdictions and is not in default of any of the requirements of the Legislation;
2. C-MAC has its head office at 1010 Sherbrooke Street West, suite 1610, Montréal, Québec, H3A 2R7;
3. The authorized capital of C-MAC consists of an unlimited number of common shares (the "**Common Shares**"), an unlimited number of class A preferred shares, an unlimited number of class B preferred shares, and an unlimited number of class C preferred shares issuable in series. As at December 3, 2001, there were 86,328,910 C-MAC Common Shares issued and outstanding;

4. The Common Shares of C-MAC were delisted from the Toronto Stock Exchange on December 4, 2001 and from the New York Stock Exchange on December 3, 2001. C-MAC no longer has any of its securities listed or quoted on any exchange or market;
5. C-MAC does not intend to seek public financing by way of an offering of its securities;
6. Pursuant to an arrangement under Section 192 of the Act completed on December 3, 2001, Solectron Global Services Canada Inc. ("**Exchangeco**"), one of Solectron Corporation's ("**Solectron**") indirect wholly-owned subsidiaries, acquired directly 78,588,358 Common Shares of C-MAC and acquired 7,740,552 Common Shares of C-MAC through the acquisition of all the shares of 3947432 Canada Inc. ("**Holdco**"), which should be liquidated around February 1, 2002. C-MAC became an indirect wholly-owned subsidiary of Solectron;
7. All debt securities of C-MAC which were outstanding and held by *la Caisse de dépôt et placement du Québec* were redeemed or transferred to Exchangeco immediately following the completion of the arrangement. Consequently, C-MAC has no other securities, including debt securities, outstanding other than securities held by Exchangeco and Holdco;
8. Exchangeco, an indirect wholly-owned subsidiary of Solectron, and Holdco, a direct wholly-owned subsidiary of Exchangeco, are the only voting shareholders of C-MAC; and
9. C-MAC has less than fifteen (15) security holders in Canada, and consequently, in each of the Jurisdictions.

**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 C-MAC is deemed to have ceased to be a reporting issuer under the Legislation.

**DATED** at Montréal, Québec, this January 30, 2002.

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Edvie Élysée  
Chef du service de l'information financière