

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF SASKATCHEWAN, 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 FEDERAL SIGNAL CORPORATION AND WITTKE INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of Saskatchewan, Nova Scotia, Newfoundland and Labrador (the “Jurisdictions”) has received an application from Federal Signal Corporation (“FSC”) and Wittke Inc. (“Wittke”) (collectively the “Applicants”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the requirement contained in the Legislation to file and to obtain a receipt for a preliminary prospectus and a prospectus (the “Prospectus Requirement”) will not apply to the first trade in common shares of FSC (the “FSC Shares”) acquired by shareholders of Wittke (the “Wittke Shareholders”) in connection with a proposed plan of arrangement (the “Arrangement”);

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 Quebec Commission Notice 14-101;

AND WHEREAS the Filer has represented to the Decision Makers that:

1. FSC is a Delaware corporation with its principal offices in Oak Brook, Illinois;
2. The authorized capital of FSC consists of 90,000,000 FSC Shares, US\$1 par value, and 800,000 shares of preference stock the “Preferred Shares”), US\$1 par value;
3. As of August 14, 2002, there were 45,247,450 FSC Shares issued and outstanding, of which less than 1% of the issued and outstanding FSC Shares held of record by shareholders in Canada, and no Preferred Shares issued and outstanding;

4. As of August 1, 2002, options and other rights (“FSC Options”) to acquire an aggregate of 1,801,574 FSC Shares were outstanding under FSC's stock benefit plans, of which less than 50,000 FSC Options (representing less than 4% of the total number of FSC Options) were held by approximately 55 persons in Canada;
5. The FSC Shares are listed on the New York Stock Exchange (the “NYSE”) under the symbol “FSS”;
6. FSC is subject to the United States *Securities Exchange Act of 1934*, as amended (the “Exchange Act”) and is not exempt from the reporting requirements of the Exchange Act;
7. FSC is not a reporting issuer or the equivalent in any province or territory of Canada;
8. Wittke is incorporated under the *Alberta Business Corporations Act* (the “ABCA”) and maintains its head office in Calgary, Alberta;
9. The authorized capital of Wittke consists of an unlimited number of voting, common shares (the “Wittke Shares”) and an unlimited number of preferred shares (the Wittke Preferred Shares”), issuable in series.
10. As of August 19, 2002, 7,757,089 Wittke Shares and no Wittke Preferred Shares were issued and outstanding and Wittke had a total of 14 registered shareholders. Over 92% of Wittke Shares are held through CDS & Co.;
11. As of July 31, 2002, options (the “Wittke Options”) to acquire an aggregate of 539,090 Wittke Shares were outstanding under Wittke's stock option plan;
12. The Wittke Shares are listed on the Toronto Stock Exchange under the symbol “WKE”;
13. Wittke is a reporting issuer or the equivalent in British Columbia, Alberta, Ontario and Québec and, to its knowledge, is not in default of any of the requirements of the legislation of any such jurisdiction;
14. 984069 Alberta Ltd. (“Subco”) was incorporated under the ABCA on April 16, 2002 and is a wholly-owned subsidiary of FSC. Subco was organized for the sole purpose of being a party to the Arrangement;
15. On August 15, 2002, Wittke, FSC and Subco entered into an agreement (the “Arrangement Agreement”) pursuant to which Subco will, subject to the satisfaction of certain conditions, including the requisite approval of the securityholders (the “Securityholders”), directly or indirectly acquire all of the issued and outstanding Wittke Shares by way of an arrangement under the ABCA;
16. Under the Arrangement Agreement, Wittke has agreed to convene and hold a special meeting (the “Special Meeting”) of Securityholders for the purpose of considering and, if

deemed advisable, approving a special resolution to approve the Arrangement. The board of directors of Wittke has fixed September 30, 2002 as the date of the Special Meeting;

17. Following approval by the Securityholders at the Special Meeting of the special resolution approving the Arrangement, and the issuance by the Court of Queen's Bench of Alberta of a favorable order approving the Arrangement, Wittke will file articles of Arrangement under the ABCA. The Arrangement will become effective upon the filing of the articles of Arrangement, which is expected to occur on or about October 3, 2002 (the "Effective Time");
18. The consideration payable under the Arrangement to each holder of Wittke Shares (the "Consideration") shall be, at the election of the holder, either:
 - a. The number of FSC Shares equal to the product of the share exchange ratio (the "Share Exchange Ratio") and the number of Wittke Shares held by such holder; or
 - b. 50% of the consideration in the form of FSC Shares (the number of FSC Shares equal to the product of the Share Exchange Ratio and the number of Wittke Shares held by such holder, divided by two) and 50% of the consideration in the form of cash (C\$6.25 per Wittke Share);

where the Share Exchange Ratio is the ratio determined by dividing C\$12.50 by the volume-weighted average trading price of the FSC Shares on the NYSE for the twenty trading days preceding the fourth trading day before the date of the Special Meeting as specified in the circular (the "Circular"), converted to Canadian dollars as provided in the Arrangement Agreement (and subject to change to accommodate the possibility of an increase in the Consideration offered under the Arrangement);

19. More particularly, the Arrangement will provide for the following:
 - a. Every issued and outstanding Wittke Share that is held at the effective time of the Arrangement by a person that is not:
 - i. a shareholder who validly exercises its dissent rights and is ultimately entitled to be paid fair value for its Wittke Shares; or
 - ii. a holding company ("Holding Company") that satisfies certain conditions specified in the Arrangement Agreement (including the making of an election);

shall be transferred to Subco in exchange for the Consideration elected by such person;
 - b. All of the issued and outstanding shares in the capital of every Holding Company shall be transferred to Subco in exchange for the Consideration that such Holding

Company would have received if its Wittke Shares were transferred directly to Subco as described in paragraph (a) above rather than indirectly as described in this paragraph (b);

- c. All Wittke Options that are outstanding at the effective time of the Arrangement shall be surrendered to Wittke in exchange for a cash payment equal to, for each Wittke Share issuable upon the exercise of that Wittke Option, the difference between C\$12.50 and the exercise price per share, following which the Wittke Options shall be cancelled; and
 - d. The Holding Companies shall be amalgamated with Wittke;
20. The Circular, in accordance with the Legislation, contains prospectus-level disclosure regarding Wittke and FSC (subject to such exemptive relief as may be granted by the appropriate securities regulatory authorities) and a description of the Arrangement. The Circular was sent to the Securityholders on or about September 6, 2002;
 21. Certain Securityholders have entered into agreements (“Support Agreements”) with FSC pursuant to which such Securityholders have agreed, among other things and subject to certain conditions, to vote in favor of the Arrangement at the Special Meeting and to elect to take 50% of their Consideration in cash and 50% in FSC Shares. An aggregate of 3,583,365 Wittke Shares are subject to Support Agreements (representing approximately 45% of the total number of issued and outstanding Wittke Shares);
 22. Although the exact number of FSC Shares to be issued under the Arrangement will not be known until the Share Exchange Ratio can be determined and all holders of Wittke Shares have made their elections as to the form of Consideration they wish to receive, even if all shareholders who are not parties to Support Agreements elect to receive Consideration comprised entirely of FSC Shares, it is expected that, upon completion of the Arrangement, less than 6% of the total number of issued and outstanding FSC Shares (on a non-diluted basis) will be held of record by persons resident in Canada and shareholders of record with addresses in Canada will represent less than 1% in number of the total number of holders of record of FSC Shares;
 23. FSC will send concurrently to all holders of FSC Shares resident in the Jurisdictions all disclosure material it sends to holders of FSC Shares resident in the United States including, without limitation, copies of its annual and interim financial statements and all proxy solicitation materials;
 24. FSC has received conditional approval from the NYSE to list the FSC Shares issued under the Arrangement on the NYSE. Following the Effective Time, FSC intends to have Wittke delisted from the TSX and intends to file an application with the applicable Canadian securities regulatory authorities to have Wittke cease to be a reporting issuer;
 25. There is no public market for the FSC Shares in Canada and no such public market is expected to develop;

26. The obligations of the parties to complete the Arrangement pursuant to the Arrangement Agreement are contingent upon the receipt of all necessary regulatory approvals to permit the first trade of the FSC Shares by Securityholders on the facilities of a stock exchange outside of Canada;
27. Upon the issuance of FSC Shares to former holders of Wittke Shares under the terms of the Arrangement, FSC may or will be deemed to be a reporting issuer in Alberta, Ontario, British Columbia and Québec. FSC does not intend to become an electronic filer under NI 13-101 in any jurisdiction. FSC intends to apply, immediately following completion of the arrangement, to securities regulatory authorities in Alberta, Ontario and British Columbia for an order deeming it to cease to be a reporting issuer in those jurisdictions; and
28. There are no prospectus exemptions available under the Legislation in the Jurisdictions for the first trades in FSC Shares by Wittke Shareholders received pursuant to the Arrangement;

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 the Prospectus Requirement shall not apply to the first trade in the FSC Shares acquired by Wittke Shareholders in connection with the Arrangement provided that the first trade is made through an exchange, or a market, outside of Canada, or to a person or company outside of Canada.

DATED September 30, 2002.

“Barbara Shourounis”

Barbara Shourounis
Director