

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Application to be deemed to have ceased to be a reporting issuer.

Applicable Alberta Provisions

Securities Act, R.S.A. 2000, c. S-4 section 153

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, AND ONTARIO

AND

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

AND

IN THE MATTER OF
PARKLAND INDUSTRIES LTD.

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of Alberta, Saskatchewan, and Ontario (the “Jurisdictions”) has received an application from Parkland Industries Ltd. (“Parkland”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that Parkland be deemed to have ceased to be a reporting issuer under the Legislation;
2. AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Application (the “System”), the Alberta Securities Commission is the principal regulator for the application;
3. 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;
4. AND WHEREAS Parkland has represented to the Decision Makers that:
 - 4.1 Parkland is a corporation formed by an amalgamation (the “Amalgamation”) among Parkland Industries Ltd. and certain of its affiliates, as part of a statutory arrangement (the “Arrangement”) that occurred on June 28, 2002 under section 193 of the *Business Corporations Act* (Alberta) involving Parkland, Parkland Income Fund (the “Fund”), Parkland Investment Trust (the “Trust”), Parkland Holdings Limited Partnership (“Holdings LP”) and the shareholders of Parkland;
 - 4.2 Parkland is currently a reporting issuer in the Jurisdictions and became a reporting issuer in Alberta as a result of the Amalgamation;

- 4.3 Parkland is not in default of any requirements of the Legislation;
- 4.4 the head office of Parkland is located in Red Deer, Alberta;
- 4.5 the authorized capital of Parkland consists of an unlimited number of common shares (the "Common Shares") and preferred shares of which there are currently 1,000 Common Shares outstanding;
- 4.6 the Fund is an unincorporated open-ended limited purpose trust established under the laws of Alberta and governed by an amended and restated declaration of trust dated June 28, 2002;
- 4.7 the head office of the Fund is located in Red Deer, Alberta;
- 4.8 the Fund is a reporting issuer in the Jurisdictions, and in British Columbia and Manitoba, and is not in default of any of the requirements of the Legislation;
- 4.9 the units (the "Units") of the Fund have been listed and posted for trading on TSX Inc. since July 5, 2002;
- 4.10 Holdings LP is a limited partnership formed under the laws of Alberta, governed by an amended and restated limited partnership agreement dated June 28, 2002, and indirectly controlled by the Fund through the Trust;
- 4.11 the head office of Holdings LP is located in Red Deer, Alberta;
- 4.12 under the Arrangement, Parkland shareholders, in exchange for each Common Share, could elect to receive either two Units or two Class B limited partnership units (the "Rollover LP Units") in Holdings LP;
- 4.13 the Rollover LP Units are intended to be, to the greatest extent practicable, the economic equivalent of the Units and are indirectly exchangeable for Units at the option of the holder on a one-for-one basis until June 30, 2008, and in certain circumstances at the option of the Trust;
- 4.14 as a result of the Arrangement, all of the outstanding Common Shares are held by Holdings LP;
- 4.15 the consolidated financial statements of the Fund will include the results of Parkland's operations;
- 4.16 in addition to the outstanding Common Shares, and in connection with the Arrangement, there are 10,000,000 outstanding unsecured notes of Parkland (the "Notes") issued under a note indenture dated June 28, 2002;
- 4.17 all of the Notes are held by Holdings LP;
- 4.18 the common shares of Parkland Industries Ltd. were delisted from TSX Inc. on July 5, 2002, and no securities of Parkland are listed or quoted on any exchange or market;

- 4.19 other than the outstanding Common Shares and the outstanding Notes, Parkland has no securities, including debt securities, outstanding; and
- 4.20 Parkland does not intend to seek public financing by way of an offering of its securities;
5. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each of the Decision Makers (collectively, the “Decision”);
6. 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;
7. THE DECISION of the Decision Makers under the Legislation is that Parkland is deemed to have ceased to be a reporting issuer under the Legislation.

DATED this 30th day of September, 2002.

“original signed by”

Patricia M. Johnston

Director, Legal Services & Policy Development