

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

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

AND

IN THE MATTER OF SKYJACK INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of Alberta, Saskatchewan, Ontario, Quebec, Nova Scotia and Newfoundland (the “Jurisdictions”) has received an application from Skyjack Inc. (the “Issuer”) for a decision pursuant to the securities legislation of the Jurisdictions (the “Legislation”) that the Issuer be deemed to cease to be a reporting issuer under the Legislation;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the “System”) the Ontario Securities Commission is the principal regulator for this application;

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

1. The Issuer is a corporation governed by the *Business Corporations Act* (Ontario) (the “OBCA”) with its registered office located at 55 Campbell Road, Guelph, Ontario, N1H 1B9.
2. The Issuer has been a reporting issuer since its initial public offering in May 1994.
3. The common shares of the Issuer were listed on the Toronto Stock Exchange (the “TSX”). However, the Issuer has been de-listed from the TSX effective as of the close of business on October 10, 2002.
4. The Issuer is a reporting issuer in all of the provinces of Canada and is not on the list of reporting issuers that are noted in default.
5. The Issuer’s authorized capital consists of an unlimited number of common shares and an unlimited number of redeemable preference shares.
6. By take-over bid circular dated July 5, 2002 and as extended by notices dated August 12, 2002 and August 27, 2002, 2011978 Ontario Inc. (“2011978”), a wholly-owned subsidiary of Linamar Corporation (“Linamar”), made an offer (the “Offer”) to acquire the outstanding common shares of the Issuer not previously owned by Linamar and its affiliates and associates for \$2.13 cash per common share.
7. Pursuant to the Offer, 2011978 acquired approximately 54% of the Issuer’s common shares not previously owned by Linamar and its affiliates and associates which, together

with the common shares held by Linamar, represented approximately 75.49% of the outstanding common shares.

8. Following the Offer and pursuant to the compulsory acquisition provisions of the OBCA, the Issuer's shareholders approved the amalgamation of the Issuer and 2013594 Ontario Inc. ("2013594"), a wholly-owned subsidiary of 2011978, and articles of amalgamation were filed on October 1, 2002.
9. Upon the amalgamation, all of the outstanding common shares of the Issuer (excluding those held by 2013594 and dissenting shareholders) were converted into redeemable preferred shares which were subsequently redeemed by the Issuer on October 3, 2002 for \$2.13 cash per share.
10. All equity securities of the Issuer are owned by Linamar (directly or indirectly through its subsidiaries).
11. The Issuer has no debt securities outstanding, other than loan facilities provided by arm's-length third party creditors and subordinated debt provided by Linamar.
12. The Issuer does not intend to seek public financing by way of an offering of its securities.

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 Issuer is deemed to have ceased to be a reporting issuer under the Legislation;

DATED this 19th day of December, 2002.

Iva Vranic

AND IT IS HEREBY ORDERED by the Ontario Securities Commission pursuant to subsection 1(6) of the OBCA that the Corporation is deemed to have ceased to be offering its securities to the public for the purposes of the OBCA.

DATED this 19th day of December, 2002.

Robert W. Korthals

Harold P. Hands

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Issuer has only one security holder – issuer deemed to have ceased being a reporting issuer.

Subsection 1(6) of the OBCA – Issuer deemed to have ceased to be offering its securities to the public under the *Business Corporations Act* (Ontario).

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c.S.5, as am., s. 83

Business Corporations Act, R.S.O. 1990, c.B.16, as am., s.1(6)