

## Headnote

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* - issuer deemed to be no longer a reporting issuer under securities legislation.

## Applicable Alberta Statutory Provisions

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

**Citation: Matrikon Inc., Re, 2010 ABASC 377**

**Date: 20100811**

In the Matter of  
the Securities Legislation of  
Alberta, Ontario and Québec (the **Jurisdictions**)

and

In the Matter of  
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of  
Matrikon Inc. (the **Filer**)

## Decision

## Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer is not a reporting issuer in each of the Jurisdictions (the **Requested Relief**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (a) the Alberta Securities Commission is the principal regulator for this application;  
and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

## Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

## Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation subsisting under the laws of the Province of Alberta. The principal office of the Filer is located in Alberta.
2. The Filer is a reporting issuer in all of the Jurisdictions.
3. The Filer and 1535758 Alberta Ltd. amalgamated on June 28, 2010 (the **Amalgamation**) and all of the common shares in the capital of the Filer were converted into redeemable shares and redeemed for \$4.50 per share, as approved by 99.95% of the votes cast by the Filer shareholders present or represented by proxy and entitled to vote at the Special Meeting of Shareholders held June 28, 2010.
4. On June 29, 2010, the Filer amalgamated with its parent company 1535748 Alberta Ltd. and Honeywell Limited / Honeywell Limitée became the holder of 100% of all of the issued and outstanding shares of the Filer.
5. As a result of the Amalgamation, the Filer's shares were de-listed from the Toronto Stock Exchange at the close of business on June 30, 2010.
6. No securities of the Filer are traded on a marketplace, as defined in National Instrument 21-101 *Marketplace Operation*.
7. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.
8. The Filer has received notice pursuant to BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* that it has ceased to be a reporting issuer in British Columbia effective July 17, 2010.
9. The Filer was not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* because the Filer is in default of its obligation to file its interim financial statements and related management's discussion and analysis for the period ended May 31, 2010 and interim certificates required under Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* in respect of its interim filings for the same period (the **Interim Filings**).
10. The Filer is not in default of any of its obligations under applicable securities legislation as a reporting issuer, except for the obligation to file its Interim Filings.
11. The Filer has no intention of seeking public financing by way of an offering of securities in Canada.
12. The Filer is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.

13. Upon the granting of the decision, the Filer will no longer be a reporting issuer or the equivalent in any jurisdiction in Canada.

**Decision**

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted.

*“original signed by”*

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Blaine Young  
Associate Director, Corporate Finance