

ALBERTA SECURITIES COMMISSION

VARIATION OF CEASE TRADE ORDER

MLB Industries Inc.

Background

MLB Industries Inc. (the **Filer**) has made an application to the Alberta Securities Commission (the **Commission**) for an order under subsection 214(1) of the *Securities Act* (Alberta) (the **Act**) to vary cease trade order of the Commission dated March 4, 2008 (the **Cease Trader Order**).

Representations

The Filer has represented to the Commission that:

1. The Filer was incorporated under the laws of Alberta on July 21, 1989.
2. The Filer's head office is located in the province of Alberta.
3. The Filer is a reporting issuer in Alberta, British Columbia, and Ontario.
4. On March 4, 2008 the Commission issued the Cease Trade Order in response to the Filer's failure to file its audited financial statements for the year ended October 31, 2007. The Ontario Securities Commission (**OSC**) and the British Columbia Securities Commission (**BCSC**) issued similar cease trade orders. The Filer has applied to the BCSC for a partial revocation of its respective cease trade order.
5. The Filer is listed on the CNQ.
6. The Filer has an authorized share capital of an unlimited number of common shares (**Common Shares**) of which 31,967,000 Common Shares are currently issued and outstanding.
7. The Filer has subsequently filed audited financial statements for the year ended October 31, 2007 and paid all filing fees on March 31, 2008.
8. The Filer seeks to vary the Cease Trade Order to allow it to sell up to 3,000,000 common shares at a price of \$0.05 per share for aggregate gross proceeds of up to \$150,000 (the **Private Placement**). The Trades are expected to take place in British Columbia and Alberta.
9. The Filer will use the proceeds of the Private Placement as follows:

Funds required to do all things necessary to call a shareholders meeting	\$10,000
Funds to pay outstanding debt	\$30,000
Funds for future working capital requirements	\$30,000

Funds to identify and acquire a viable asset	\$80,000
TOTAL	\$150,000

10. The Filer wishes to convene an annual and special shareholder meeting on August 7, 2008 to obtain approval on the special resolutions to consolidate the share capital and to change the name.
11. The Filer intends to apply to the Commission for full revocation of the Cease Trade Order.
12. Prior to the completion of the Trades:
 - (i) investors who purchase the Filer's securities in the Private Placement (**Investors**) will receive:
 - a copy of the Cease Trade Order;
 - a copy of this order; and
 - (ii) the Filer will provide to the Commission written acknowledgement by each Investor of their understanding that their securities of the Filer may remain indefinitely subject to the Cease Trade Order and therefore not capable of being resold.

Decision

13. The Commission, considers that it would not be prejudicial to the public interest to vary the Cease Trade Order to permit the Private Placement.
14. Pursuant to the authority contained in the Cease Trade Order, it is hereby ordered under section 214(1) of the Act that the Cease Trade Order be varied to permit the trades necessary to effect the Private Placement.

"original signed by"

Agnes Lau, CA
 Associate Director, Corporate Finance
 Alberta Securities Commission