

ALBERTA SECURITIES COMMISSION

CEASE TRADE ORDER

Citation: Foundation Group Capital Trust, Re, 2011 ABASC 633 Date: 20111221

Foundation Group Capital Trust

Background

1. Foundation Group Capital Trust is a trust (the **Trust**) with its head office in Alberta.
2. The Trust is not a reporting issuer in Alberta.
3. Under section 2.9 *Offering Memorandum* of National Instrument 45-106 *Prospectus and Registration Exemptions (NI 45-106)* the prospectus requirement does not apply to a distribution by an issuer of a security of its own issue if, among other things, the issuer files with the Alberta Securities Commission (the **Commission**) a copy of an offering memorandum in the required form.
4. According to the report of exempt distribution most recently filed by the Trust in Form 45-106F1 *Report of Exempt Distribution* on 10 November 2011, the Trust relied on section 2.9 of NI 45-106 for the purposes of this distribution of securities in Alberta, which distribution may be continuing.
5. The Trust filed with the Commission an offering memorandum for Series A Units dated 12 May 2011 (the **OM**).
6. The OM was not completed in accordance with Alberta securities laws.

Decision

7. Under section 33.1 of the Act, it is ordered that the Trust cease trading in respect of any security of the Trust until this order has been revoked or varied.

21 December 2011

“original signed by”

David Linder
Executive Director