

Corporate Securities

JUNE 4, 2002

Recent Amendments to the Rules Governing SEC Filings by Foreign Issuers

The U.S. Securities and Exchange Commission (the "SEC") has recently adopted amendments to the rules governing the filing of securities documents by foreign issuers. Beginning November 4, 2002, foreign private issuers and foreign governments, including Canadian Multijurisdictional Disclosure System ("MJDS") filers, will be required to file substantially all of their *Securities Act of 1933* (the "Securities Act") and *Securities Exchange Act of 1934* (the "Exchange Act") documents via the SEC's Electronic Data Gathering, Analysis and Retrieval ("EDGAR") system. At present, the SEC rules permit, but do not require, foreign issuers to file their securities documents on EDGAR and a paper filing is permitted. Domestic U.S. issuers, however, were required to file electronically on EDGAR beginning in 1993.

These amendments are intended to result in more rapid dissemination of financial and other material information concerning foreign issuers in the United States; increased access to such information; and, greater efficiencies in the filing, storage, retrieval and analysis of such information. The SEC further suggests that the adoption of the amendments will enhance market exposure for the securities of foreign issuers. In that regard, on May 30, 2002 the SEC announced its website (www.sec.gov) will now provide the public with free, realtime access to the EDGAR database of filings. Previously, EDGAR filings did not appear for at least 24 hours. The SEC is attempting to "level the playing field" for all investors with respect to access to information.

The adopted amendments will require the electronic filing of documents including:

- Registration statements and annual reports on Form 20-F, or on Form 40-F filed under MJDS;
- Reports on Form 6-K with press releases and other materials that contain information material to an investment decision;
- Statements of beneficial ownership on Schedules 13D and 13G required when a person owns 5% of more of the shares of an issuer and tender offer schedules that pertain to the securities of a foreign issuer, whether filed by a foreign or domestic person or entity;
- Form CB, the form used for cross-border rights offers, exchange offers and business combinations that are exempt from the tender offer rules or Securities Act registration, if the filer is an Exchange Act reporting company;
- Registration statements for offerings on Forms F-1, F-2, F-3 and F-4 under the *Securities Act*; and
- Registration statements for offerings filed by Canadian issuers under MJDS.

The adopted amendments provide several exceptions from the general requirement that foreign issuers' offering and continuous disclosure

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documents be filed electronically. Form 6-K reports may be filed either in paper form or electronically if the sole purpose of the report is to submit to the SEC the issuer's annual report to security holders. A foreign issuer may also submit a home country report or other document in paper under cover of a Form 6-K as long as the report or other document is not a press release, is not required to be and has not been distributed to securityholders, and if discussing a material event, has already been the subject of a Form 6-K submission or other SEC filing made in electronic format on EDGAR.

The amendments will not affect the current SEC policy for confidential submissions of registration for first-time foreign issuer registrants. First-time foreign registrants will still have the ability to submit a paper draft of a registration statement for the SEC to review on a confidential basis. However, when the registration statement is publicly filed, it must be filed in electronic format on EDGAR.

Foreign issuers who currently make paper filings with the SEC must prepare for the mandatory electronic filing system prior to November 4, 2002. Issuers will need to either have computer hardware and software to create documents which must be submitted to EDGAR in ASCII or HTML format or retain third-party filing services, such as commercial printers and law firms, to make EDGAR submissions on their behalf. The PDF format, acceptable on the Canadian SEDAR system, is not allowed on EDGAR.

We invite you to contact the Goodmans securities team with respect to the SEC's electronic filing requirements.

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