



Office of the
Attorney General

Registrar of Securities
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TRANSMITTED VIA SEDAR

08 May 2001

Warren B. Lermonth
BORDEN LADNER GERVAIS

Re: FINNING INTERNATIONAL INC.

We advise that we have accepted the shelf prospectus documents filed on behalf of the above-noted issuer pursuant to the Mutual Reliance Review System Decision Document for short form Prospectuses and Renewal Annual Information Forms.

We confirm that provisional registration was granted in this province effective 25 April 2001 in respect of the preliminary short form prospectus dated 25 April 2001. We further confirm that final registration of the above-noted issue pursuant to a short form shelf prospectus dated 04 May 2001 has been granted effective 07 May 2001.

Attached is a section 14 ruling effective 07 May 2001 to permit the use of the shelf procedures in this province. Please be advised that the fee in respect of the above-noted ruling is \$200. Payment should be made payable to the Provincial Treasurer - P.E.I.

sgd "Mark L. Gallant"
Mark L. Gallant
Deputy Registrar of Securities

SEDAR Project # 349889



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**IN THE MATTER OF THE SECURITIES ACT
R.S.P.E.I. 1988, CAP. S-3, AS AMENDED**

AND

**IN THE MATTER OF RULES FOR SHELF PROSPECTUS
OFFERINGS AND FOR PRICING OFFERINGS AFTER
THE PROSPECTUS IS RECEIPTED**

**RULING
(Section 14)**

UPON the application of Finning International Inc. (the "Issuer") to the Registrar of Securities (the "Registrar") pursuant to section 14 of the Securities Act, R.S.P.E.I. 1988, Cap. S-3, as amended (the "Act"), for a ruling with respect to distributions of its securities effected in compliance with National Instrument 44-102, (the "Policy");

AND UPON the Registrar being of the opinion that to so order will provide more flexibility and reduce the burdens, costs and time pressures for issuers seeking to raise capital under changing market conditions through a prospectus offering without reducing the existing benefits of investor protection or the degree and quality of disclosure to the public;

AND UPON the Registrar being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to Section 14 of the Act that, effective upon final registration being granted in respect of the Securities and upon a final receipt being granted for the

prospectus relating to the Securities, section 8 of the Act shall not apply:

1. insofar as, that section concerns the form and content of a preliminary prospectus and a prospectus filed under section 8 of the Act, with respect to distributions of securities effected in compliance with the Policy;
2. insofar as, with respect to distributions of securities effected in compliance with the Policy, the Policy modifies the requirements of section 8.4 of the Act to file an amendment to a preliminary prospectus or prospectus filed under section 8 of the Act; and
3. insofar as, pursuant to section 8.9 of the Act, the distribution of securities pursuant to a prospectus filed under section 8(1) of the Act shall not continue longer than twelve months from the later of either:
 - (a) the date of issuance of a receipt for the preliminary prospectus relating to such securities; or
 - (b) the date of the last prospectus filed under section 8.9 of the Act,

unless specified procedures are followed and filings are made, with respect to distributions of securities effected in compliance with the shelf procedures set forth in the Policy;

provided that:

4. a preliminary short form prospectus and short form prospectus or a preliminary prospectus and a prospectus complying with the Policy are filed under section 8 of the Act pursuant to and in accordance with the requirements and procedures set forth in the Policy;
5. such preliminary short form prospectus and short form prospectus or preliminary prospectus and prospectus are supplemented and amended pursuant to, and in accordance with, the requirements and procedures set forth in the Policy, including the filing of amendments complying with the Policy under section 8.4 of the Act;
6. the distribution of securities pursuant to such preliminary short form prospectus and short form prospectus or preliminary prospectus and prospectus shall otherwise comply with and be subject to the provisions of the Act; and
7. this ruling is issued solely for the benefit of, and is limited in effect to, Finning International Inc. and the issuance of \$500,000,000 Debt Securities (unsecured) pursuant to a short form prospectus dated 04 May 2001.

DATED at Charlottetown, Prince Edward Island, effective the 7th day of May, 2001.

sgd "Mark L. Gallant"
MARK L. GALLANT
Deputy Registrar of Securities