

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0376
Expires:	December 31, 2006
Estimated average burden hours per response. . . .	2.00

**Schedule 14D-1F**

**TENDER OFFER STATEMENT PURSUANT TO RULE 14d-1(b) UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. \_\_\_\_\_)

\_\_\_\_\_  
(Name of Subject Company [Issuer])

\_\_\_\_\_  
(Translation of Subject Company's [Issuer's] name into English (if applicable))

\_\_\_\_\_  
(Jurisdiction of Subject Company's [Issuer's] Incorporation or Organization)

\_\_\_\_\_  
(Bidder)

\_\_\_\_\_  
(Title of Class of Securities)

\_\_\_\_\_  
(CUSIP Number of Class of Securities (if applicable))

\_\_\_\_\_  
(Name, address (including zip code) and telephone number (including area code) of  
person(s) authorized to receive notices and communications on behalf of bidder)

\_\_\_\_\_  
(Date tender offer first published, sent or given to security holders)

**CALCULATION OF FILING FEE\***

Transaction Valuation	Amount of Filing Fee
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\*Set forth the amount on which the filing fee is calculated and state how it was determined.  
See General Instruction II.C. for rules governing the calculation of the filing fee.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \_\_\_\_\_ Registration No.: \_\_\_\_\_

Filing Party: \_\_\_\_\_

Form: \_\_\_\_\_ Date Filed: \_\_\_\_\_

**GENERAL INSTRUCTIONS**

## **I. Eligibility Requirements for Use of Schedule 14D-1F**

- A. Schedule 14D-1F may be used by any person making a cash tender or exchange offer (the “bidder”) for securities of any issuer incorporated or organized under the laws of Canada or any Canadian province or territory that is a foreign private issuer, where less than 40 percent of the outstanding class of such issuer’s securities that is the subject of the offer is held by U.S. holders. The calculation of U.S. holders shall be made as of the end of the subject issuer’s last quarter or, if such quarter terminated within 60 days of the filing date, as of the end of such issuer’s preceding quarter.

### *Instructions*

1. For purposes of this Schedule, “foreign private issuer” shall be construed in accordance with Rule 405 under the Securities Act.
  2. For purposes of this Schedule, the term “U.S. holder” shall mean any person whose address appears on the records of the issuer, any voting trustee, and depository, any share transfer agent or any person acting in a similar capacity on behalf of the issuer as being located in the United States.
  3. With respect to any tender offer, including any exchange offer, otherwise eligible to proceed in accordance with Rule 14d-1(b) under the Securities Exchange Act of 1934 (the “Exchange Act”), the issuer of the subject securities will be presumed to be a foreign private issuer and U.S. holders will be presumed to hold less than 40 percent of such outstanding securities, *unless* (a) the aggregate trading volume of that class on national securities exchanges in the United States and on NASDAQ exceeded its aggregate trading volume on securities exchanges in Canada and on the Canadian Dealing Network, Inc. (“CDN”) over the 12 calendar month period prior to commencement of this offer, or if commenced in response to a prior offer, over the 12 calendar month period prior to commencement of the initial offer (based on volume figures published by such exchanges and NASDAQ and CDN); (b) the most recent annual report or annual information form filed or submitted by the issuer with securities regulators of Ontario, Quebec, British Columbia or Alberta (or, if the issuer of the subject securities is not a reporting issuer in any of such provinces, with any other Canadian securities regulator) or with the Commission indicates that U.S. holders hold 40 percent or more of the subject class of securities; or (c) the offeror has actual knowledge that the level of U.S. ownership equals or exceeds 40 percent of such securities.
  4. If this Schedule is filed during the pendency of one or more ongoing cash tender or exchange offers for securities of the class subject to this offer that was commenced or was eligible to be commenced on Schedule 13E-4F, Schedule 14D-1F and/or Form F-8 or Form F-80, the date for calculation of U.S. ownership for purposes of this Schedule shall be the same as that date used by the initial bidder or issuer.
  5. For purposes of this Schedule, the class of subject securities shall not include any securities that may be converted into or are exchangeable for the subject securities.
- B. Any bidder using this Schedule must extend the cash tender or exchange offer to U.S. holders of securities of the subject company upon terms and conditions not less favorable than those extended to any other holder of such securities, and must comply with the requirements of any Canadian federal, provincial and/or territorial law, regulation or policy relating to the terms and conditions of the offer.
- C. This Schedule shall not be used if the subject company is an investment company registered or required to be registered under the Investment Company Act of 1940.
- D. This Schedule shall not be used to comply with the reporting requirements of Section 13(d) of the Exchange Act. Persons using this Schedule are reminded of their obligation to file or update a Schedule 13D where required by Section 13(d)(1) of the Exchange Act and the Commission’s rules and regulations thereunder.

## **II. Filing Instructions and Fee**

- A. (1) The bidder must file this Schedule and any amendment to the Schedule (see Part I, Item 1.(b)), including all exhibits and other documents filed as part of the Schedule or amendment, in electronic format via the Commission’s Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system in accordance with the EDGAR rules set forth in Regulation S-T (17 CFR Part 232). For assistance with technical questions about EDGAR or to request an access code, call the EDGAR Filer Support Office at (202) 942-8900. For assistance with the EDGAR rules, call the Office of EDGAR and Information Analysis at (202) 942-2940.

- (2) If filing the Schedule in paper under a hardship exemption in 17 CFR 232.201 or 232.202 of Regulation S-T, or as otherwise permitted, the bidder must file with the Commission at its principal office five copies of the complete Schedule and any amendment, including exhibits and all other documents filed as a part of the Schedule or amendment. The bidder must bind, staple or otherwise compile each copy in one or more parts without stiff covers. The bidder must further bind the Schedule or amendment on the side or stitching margin in a manner that leaves the reading matter legible. The bidder must provide three additional copies of the Schedule or amendment without exhibits to the Commission.
- B. An electronic filer must provide the signatures required for the Schedule or amendment in accordance with 17 CFR 232.302 of Regulation S-T. A bidder filing in paper must have the original and at least one copy of the Schedule and any amendment signed in accordance with Exchange Act Rule 12b-11(d) (17 CFR 12b-11(d)) by the persons whose signatures are required for this Schedule or amendment. The bidder must also conform the unsigned copies.
- C. At the time of filing this Schedule with the Commission, the bidder shall pay to the Commission in accordance with Rule 0-11 of the Exchange Act, a fee in U.S. dollars in the amount prescribed by Section 14(a)(3) of the Exchange Act. See also Rule 0-9 under the Exchange Act.
- (1) Where the bidder is offering securities or other non-cash consideration for some or all of the securities to be acquired, whether or not in combination with a cash payment for the same securities, the value of the consideration shall be based on the market value of the securities to be received by the bidder as established by paragraph 3 of this section.
- (2) If there is no market for the securities to be acquired by the bidder, the book value of such securities computed as of the latest practicable date prior to the date of filing the Schedule shall be used, unless the issuer of such securities is in bankruptcy or receivership or has an accumulated capital deficit, in which case one-third of the principal amount, par value or stated value of such securities shall be used.
- (3) When the fee is based upon the market value of the securities, such market value shall be calculated upon the basis of either the average of the high and low prices reported in the consolidated reporting system (for exchange traded securities and last sale reported for over-the-counter securities) or the average of the bid and asked price (for other over-the-counter securities) as of a specified date within five business days prior to the date of filing the Schedule.
- D. If at any time after the initial payment of the fee the aggregate consideration offered is increased, an additional filing fee based upon such increase shall be paid with the required amended filing.
- E. The bidder must file the Schedule or amendment in electronic format in the English language in accordance with 17 CFR 232.306 of Regulation S-T. The bidder may file part of the Schedule or amendment, or exhibit or other attachment to the Schedule or amendment, in both French and English if the bidder included the French text to comply with the requirements of the Canadian securities administrator or other Canadian authority and, for an electronic filing, if the filing is an HTML document, as defined in 17 CFR 232.11 of Regulation S-T. For both an electronic filing and a paper filing, the bidder may provide an English translation or English summary of a foreign language document as an exhibit or other attachment to the Schedule or amendment as permitted by the rules of the applicable Canadian securities administrator.
- F. A paper filer must number sequentially the signed original of the Schedule or amendment (in addition to any internal numbering that otherwise may be present) by handwritten, typed, printed or other legible form of notation from the first page through the last page of the Schedule or amendment, including any exhibits or attachments. A paper filer must disclose the total number of pages on the first page of the sequentially numbered Schedule or amendment.

### **III. Compliance with the Exchange Act**

- A. Pursuant to Rule 14d-1(b) under the Exchange Act, the bidder shall be deemed to comply with the requirements of Sections 14(d)(1) through 14(d)(7) of the Exchange Act, Regulation 14D under the Exchange Act and Schedule 14D-1 thereunder, and Rule 14e-1 under Regulation 14E of the Exchange Act, in connection with a cash tender or exchange offer for securities that may be made pursuant to this Schedule; *provided that*, if an exemption has been granted from requirements of Canadian federal, provincial, and/or territorial laws, regulations or policies, and the tender offer does not comply with requirements that otherwise would be prescribed by Regulation 14D or 14E, the bidder (absent an order from the Commission) shall comply with the provisions of Sections 14(d)(1) through 14(d)(7), Regulation 14D and Schedule 14D-1 thereunder, and Rule 14e-1 under Regulation 14E.

- B. Any cash tender or exchange offer made pursuant to this Schedule is not exempt from the antifraud provisions of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Section 14(e) of the Exchange Act and Rule 14e-3 thereunder, and this Schedule shall be deemed “filed” for purposes of Section 18 of the Exchange Act.
- C. The issuer’s attention is directed to Regulation M (242.100 through 242.105 of this chapter), in the case of an issuer exchange offer, and to Rule 10b-13 under the Exchange Act in the case of an issuer cash tender offer or issuer exchange offer. [See Exchange Act Release No. 29355 (June 21, 1991) containing exemptions from Rules 10b-6 and 10b-13.]

## **PART I — INFORMATION REQUIRED TO BE SENT TO SHAREHOLDERS**

### **Item 1. Home Jurisdiction Documents**

- (a) This Schedule shall be accompanied by the entire disclosure document or documents required to be delivered to holders of securities to be acquired in the proposed transaction by the bidder pursuant to the laws, regulations or policies of Canada and/or any of its provinces or territories governing the conduct of the tender offer. It shall not include any documents incorporated by reference into such disclosure document(s) and not distributed to offerees pursuant to any such law, regulation or policy.
- (b) Any amendment made by the bidder to a home jurisdiction document or documents shall be filed with the Commission under cover of this Schedule, which must indicate on the cover page the number of the amendment.
- (c) In an exchange offer where securities of the bidder have been or are to be offered or cancelled in the transaction, such securities shall be registered on forms promulgated by the Commission under the Securities Act of 1933 including, where available, the Commission’s Form F-8 or F-80 providing for inclusion in that registration statement of the home jurisdiction prospectus.

### **Item 2. Informational Legends**

The following legends, to the extent applicable, shall appear on the outside front cover page of the home-jurisdiction documents(s) in bold-face roman type at least as high as ten-point modern type and at least two points leaded:

“This tender offer is made for the securities of a foreign issuer and while the offer is subject to disclosure requirements of the country in which the subject company is incorporated or organized, investors should be aware that these requirements are different from those of the United States. Financial statements included herein, if any, have been prepared in accordance with foreign generally accepted accounting principles and thus may not be comparable to financial statements of United States companies.

“The enforcement by investors of civil liabilities under the federal securities laws may be affected adversely by the fact that the subject company is located in a foreign country, and that some or all of its officers and directors are residents of a foreign country.

“Investors should be aware that the bidder or its affiliates, directly or indirectly, may bid for or make purchases of the issuer’s securities subject to the offer, or of the issuer’s related securities, during the period of the tender offer, as permitted by applicable Canadian laws or provincial laws or regulations.”

In the case of an exchange offer:

“Investors should be aware that the bidder or its affiliates, directly or indirectly, may bid for or make purchases of the issuer’s securities subject to the offer or of the issuer’s related securities, or of the bidder’s securities to be distributed or of the bidder’s related securities, during the period of the tender offer, as permitted by applicable Canadian laws or provincial laws or regulations.”

**Note to Item 2.** If the home-jurisdiction document(s) are delivered through an electronic medium, the issuer may satisfy the legibility requirements for the required legends relating to type size and font by presenting the legend in any manner reasonably calculated to draw security holder attention to it.

## **PART II — INFORMATION NOT REQUIRED TO BE SENT TO SHAREHOLDERS**

The exhibits specified below shall be filed as part of the Schedule, but are not required to be sent to shareholders unless so required pursuant to the laws, regulations or policies of Canada and/or any of its provinces or territories. Exhibits shall be appropriately lettered or numbered for convenient reference.

- (1) File any reports or information that, in accordance with the requirements of the home jurisdiction(s), must be made publicly available by the bidder in connection with the transaction but need not be disseminated to shareholders.
- (2) File copies of any documents incorporated by reference into the home jurisdiction document(s).
- (3) If any name is signed to this Schedule pursuant to power of attorney, manually signed copies of any such power of attorney shall be filed. If the name of any officer signing on behalf of the bidder is signed pursuant to a power of attorney, certified copies of the bidder's board of directors authorizing such signature also shall be filed.

### **PART III — UNDERTAKINGS AND CONSENT TO SERVICE OF PROCESS**

#### **1. Undertakings**

The Schedule shall set forth the following undertakings of the bidder:

- a. The bidder undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to this Schedule or to transactions in said securities.
- b. The bidder undertakes to disclose in the United States, on the same basis as it is required to make such disclosure pursuant to applicable Canadian federal and/or provincial or territorial laws, regulations or policies, or otherwise discloses, information regarding purchases of the issuer's securities in connection with the cash tender or exchange offer covered by this Schedule. Such information shall be set forth in amendments to this Schedule.
- c. In the case of an exchange offer:  
The bidder undertakes to disclose in the United States, on the same basis as it is required to make such disclosure pursuant to any applicable Canadian federal and/or provincial or territorial law, regulation or policy, or otherwise discloses, information regarding purchases of the issuer's or bidder's securities in connection with the offer.

#### **2. Consent to Service of Process**

- (a) At the time of filing this Schedule the bidder (if a non-U.S. person) shall file with the Commission a written irrevocable consent and power of attorney on Form F-X.
- (b) Any change to the name or address of a registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the registrant.

### **PART IV — SIGNATURES**

- A. The Schedule shall be signed by each person on whose behalf the Schedule is filed or its authorized representative. If the Schedule is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the bidder), evidence of the representative's authority shall be filed with the Schedule.
- B. The name and any title of each person who signs the Schedule shall be typed or printed beneath his signature.
- C. By signing this Schedule, the bidder consents without power of revocation that any administrative subpoena may be served, or any administrative proceeding, civil suit or civil action where the cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the filing on Schedule 14D-1F or any purchases or sales of any security in connection therewith, may be commenced against it in any administrative tribunal or in any appropriate court in any place subject to the jurisdiction of any state or of the United States by service of said subpoena or process upon the registrant's designated agent.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

(Signature) \_\_\_\_\_

(Name and Title) \_\_\_\_\_

(Date) \_\_\_\_\_