



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19^e étage
20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1990, c. S.5, AS AMENDED**

AND

**IN THE MATTER OF
CERTAIN DIRECTORS, OFFICERS AND INSIDERS OF
RESEARCH IN MOTION LIMITED**

**(BEING THE PERSONS AND COMPANIES LISTED
IN SCHEDULE "A" HERETO)**

ORDER

(Section 144)

WHEREAS on November 7, 2006, the Ontario Securities Commission (the "Commission") made an Order under paragraphs 2 and 2.1 of subsection 127(1) of the Securities Act, R.S.O. 1990, c. S.5, as amended (the "Act"), (the "MCTO"), that all trading in and acquisition of securities, whether direct or indirect, by the persons and companies listed in Schedule "A" (individually, a "Respondent" and collectively, the "Respondents") in the securities of Research In Motion Limited ("RIM") cease until two full business days following the receipt by the Commission of all filings RIM is required to make pursuant to Ontario securities law;

AND WHEREAS James Balsillie, Michael Lazaridis, Wade Brown and Perry Jarmuszewski, each a Respondent, together with RIM (collectively, the "Applicants"), have made an application (the "Application") pursuant to section 144 of the Act to vary the MCTO as set out herein;

AND UPON the Applicants having represented to the Commission that:

1. RIM is a corporation governed by the *Business Corporations Act* (Ontario) and is a reporting issuer in the Province of Ontario.
2. The authorized capital of RIM consists of an unlimited number of common shares (the "Common Shares"), class A shares (the "Class A Shares") and an unlimited number of preference shares (the "Preference Shares"). As at November 21, 2006, 184,708,520 Common Shares and no Class A Shares or Preference Shares were issued and outstanding. The Common Shares of RIM are listed on the Toronto Stock Exchange and quoted for trading on the Nasdaq National Market.
3. RIM has failed to file its interim financial statements (and interim Management's Discussion & Analysis related thereto) for the six-month period ended September 2, 2006 as required to be filed under Ontario securities laws on or before October 17, 2006.

4. As of the date of this Order, RIM has not rectified the filing deficiency described in paragraph 3 of this Order.
5. Each of James Balsillie, Michael Lazaridis, Wade Brown and Perry Jarmuszewski are Respondents named in the MCTO (collectively, the “Affected Respondents”) and are holders of certain stock options of RIM which were issued on December 4, 1996 contemporaneously with RIM becoming a reporting issuer in the province of Ontario and which expire on December 4, 2006. The Affected Respondents hold the number of options (collectively, the “Expiring Options”) set forth opposite their names below, in each case exercisable to acquire an equal number of Common Shares at any time on or prior to December 4, 2006 at an exercise price of \$1.70 per Common Share:

James Balsillie	-	245,000
Michael Lazaridis	-	500,000
Wade Brown	-	14,000
Perry Jarmuszewski	-	78,600

6. Pursuant to the terms of the MCTO, the Affected Respondents are not permitted to acquire securities of RIM until two full business days after RIM’s required filings with the OSC are brought up to date in compliance with Ontario securities laws.
7. Any exercise by the Affected Respondents of the Expiring Options would constitute an acquisition of securities of RIM and would be prohibited by the current terms of the MCTO.
8. RIM has determined that it is not practical to extend the expiry of the Expiring Options.
9. If the Affected Respondents are not permitted to exercise the Expiring Options they will each suffer a significant loss of value that is primarily attributable to the increase in the value of the Common Shares of RIM prior to the date of the MCTO.
10. If the Affected Respondents are permitted to exercise the Expiring Options, the Common Shares that would be acquired upon such exercise will be subject to the MCTO and the Affected Respondents will be prohibited from disposing of any such Common Shares until the MCTO expires or is revoked.
11. The Common Shares issuable to James Balsillie and Michael Lazaridis upon the exercise of their Expiring Options will be subject to an escrow agreement with the Audit Committee of RIM to be held pending completion of the Audit Committee's internal review of RIM's historical option granting practices and any steps taken by the Audit Committee arising from that review.
12. There is no material information concerning the affairs of RIM that has not been generally disclosed.

AND UPON considering the Application and the recommendation of the staff of the Commission;

AND WHEREAS the Commission is of the opinion that it would not be prejudicial to the public interest to make this Order;

IT IS ORDERED, pursuant to section 144 of the Act, that the MCTO be and is hereby varied solely to permit the Affected Respondents to exercise the Expiring Options on or prior to their expiry on December 4, 2006.

DATED at Toronto, this 30th day of November, 2006.

Ontario Securities Commission

“Carol S. Perry”
Commissioner

“Paul Moore”
Vice-Chair

Schedule "A"

Asthana, Atul
Balsillie, James Laurence
Bawa, Frenny
Bawa, Karima
Bidulka, Brian
Bose, Robert
Boudreau, Jesse Joseph
Broughall, Peter
Brown, Wade
Caci, Joe
Castell, William David
Conlee, Larry
Cork, Edwin Kendall
Cort, Gary
Costanzo, Rito Natale
Crow, Robert Eric
Davies, William Aubrey
Devenyi, Peter John
Dikun, Raymond Michael
Donald, Paul David
Ebbs, Edel Bridget Anne
Efstathiou Jr., Chris
Eggberry, Charmaine
Estill, James
Fregin, Douglas Edgar
Gagne, Alain
Gould, Peter James
Guibert, Mark
Hind, Hugh Robert Faulkner
Hoddle, Ian James
Jarmuszewski, Perry
Kavelman, Dennis
Kempf, Paul Hans
Labrador, Christopher
Landry, Richard
Lazaridis, Michael
LeBlanc, Anthony Dale
Lewis, Allan
Lo, Norm Wai Keung
Loberto, Angelo
Maybee, Bradley Warren
McAndrews, Mike Patrick
McDowell, Jeffrey Wayne
McLennan, Craig Arthur
Miller, Deborah Glee
Morrison, Donald
Morrisey, Michael Paul
Neumann, Ronald Scott
Pacey, Dean Leslie

Panezic, Alan Tom
Payne, Susan
Pecen, Mark Edward
Periyalwar, Suresh
Pillar, Catherine Jean
Richardson, John
Rivers, Brian Thomas
Robinson, Clint
Roe Pfeifer, Mary Elizabeth Anne
Rooks, Michael
Sanchez, Tom Carl
Spence, Patrick Alexander
Tendler, Benson
Werezak, David
Witteveen, Roger
Wright, Dr. Douglas
Yach, David
1258700 Ontario Limited
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1258702 Ontario Limited