

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Issuer has only one security holder - issuer deemed to have ceased to be a reporting issuer.

Applicable Ontario Statutory Provisions

*Securities Act*, R.S.O. 1990, c.S.5, as am. s. 83.

IN THE MATTER OF THE SECURITIES LEGISLATION OF  
ALBERTA, NEWFOUNDLAND AND LABRADOR, NOVA SCOTIA,  
ONTARIO, QUEBEC AND SASKATCHEWAN

AND

IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM  
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF  
CANADIAN PACIFIC ENTERPRISES LIMITED

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the **ADecisionMaker@**) in each of Alberta, Newfoundland and Labrador, Nova Scotia, Ontario, Quebec and Saskatchewan (the **AJurisdictions@**) has received an application from Canadian Pacific Enterprises Limited (the **AFiler@**) for a decision under the securities legislation of the Jurisdictions (the **ALegislation@**) that the Filer be deemed to have ceased to be a reporting issuer or the equivalent under the Legislation;

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the **ASystem@**), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS the Filer has represented to the Decision Makers that:

1. The Filer is subject to the Canada Business Corporations Act and its head office is located in Toronto, Ontario.

2. The Filer is a reporting issuer or the equivalent in each of the Jurisdictions.
3. To the best of its knowledge, the Filer is not in default of any of the requirements of the Legislation, other than with respect to the obligation to file its interim financial statements for the nine months ended September 30, 2001.
4. The Filer's authorized capital consists of an unlimited number of voting common shares (the ACommon Shares<sup>®</sup>) and an unlimited number of Class A Floating Rate Cumulative Redeemable Preferred Shares (the APreferred Shares<sup>®</sup>).
5. The Filer currently has 64,079,206 Common Shares issued and outstanding. The Filer currently has no Preferred Shares outstanding.
6. The Filer's initial public offering of Preferred Shares occurred on November 1, 1967 and until December 6, 1985, the Filer issued Common Shares and additional Preferred Shares through a number of different offerings to the public. Furthermore, the Filer acted as the guarantor of certain debt securities issued by an affiliate, Canadian Pacific Securities Limited (ACPSL<sup>®</sup>).
7. Effective December 6, 1985, the approximately 30.1% of Common Shares that were held by members of the public were exchanged for common shares in Canadian Pacific Limited (ACPL<sup>®</sup>). Thereafter, the sole beneficial owner of all the Common Shares became CPL and the Common Shares were delisted from The Toronto Stock Exchange. No securities, including debt securities, of the Filer are presently listed or quoted on any exchange or market. Immediately prior to this transaction, the 5,000,000 outstanding Preferred Shares that had been held by members of the public were redeemed by the Filer in accordance with their terms and cancelled.
8. The Filer is presently the guarantor of the \$250 million 11.60% Guaranteed Debentures Series B due February 12, 2026 (the ASeries B Debentures<sup>®</sup>) privately placed by CPSL and subsequently sold to the public in the form of stripped coupons and the residual principal amount. The principal amount outstanding relating to the Series B Debentures is held by Fairmont Hotels & Resorts Inc. (formerly CPL) (AFH&R<sup>®</sup>), while the coupons relating to the Series B Debentures for the period August 2001 to February 2026 inclusive were previously acquired and contributed by the Filer to CPSL in consideration for additional equity in the capital of CPSL. None of the Series B Debentures, either principal or coupon, is currently held by the public.
9. Other than the Series B Debentures, the Filer does not guarantee any debt securities.
10. There are no securities, including debt securities, currently issued by the Filer other than the Common Shares.
11. FH&R is the sole beneficial owner of all of the Common Shares, the only presently outstanding securities of the Filer, and FH&R is the sole recipient of the guarantee of

the Filer under the terms of the Series B Debentures.

12. The Filer does not intend to seek financing by way of an offering to the public.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the *ADecision@*);

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Filer be deemed to have ceased to be a reporting issuer or the equivalent in each of the Jurisdictions.

DATED this 9th day of April, 2002.

*John Hughes@*

John E. Hughes  
Manager, Continuous Disclosure