

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 SECURITIES LIMITED

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the **ADecision Maker**) in each of Alberta, Newfoundland and Labrador, Nova Scotia, Ontario, Quebec and Saskatchewan (the **AJurisdictions**) has received an application from Canadian Pacific Securities 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@) and an unlimited number of Class A Floating Rate Cumulative Redeemable Preferred Shares (the APreferred Shares@).
5. The Filer currently has 175,300,007 Common Shares issued and outstanding. The Filer currently has no Preferred Shares outstanding.
6. Beginning in October, 1965, the Filer offered debt securities and commercial paper to the public, with an affiliate, Canadian Pacific Enterprises Limited (ACPEL@), generally acting as guarantor of such securities.
7. The principal amount outstanding relating to the Filer's privately placed \$250 million 11.60% Guaranteed Debentures Series B due February 12, 2026 (the ASeries B Debentures@) was acquired by an affiliate of Fairmont Hotels & Resorts Inc. (AFH&R@) in August 2001 through an investment dealer and is currently held by FH&R, while the coupons relating to the Series B Debentures for the period August 2001 to February 2026 inclusive were acquired and contributed by CPEL to the Filer in consideration for additional equity in the Filer in February 2001. The interest coupons for the period August 1991 to February 2001 inclusive were paid as they matured. The Series B Debentures are guaranteed by CPEL. None of the Series B Debentures, either principal or coupon, is currently held by the public.
8. There are no securities, including debt securities, currently issued by the Filer other than the Common Shares and the principal amount outstanding on the Series B Debentures. The last of the publicly held debt securities and commercial paper of the Filer matured in September 2001.
9. FH&R is the sole beneficial owner of all of the Common Shares and the entire principal amount outstanding on the Series B Debentures and, as such, FH&R is the sole beneficial owner of all of the outstanding securities of the Filer.
10. No securities, including debt securities, of the Filer are listed or quoted on any exchange or market.
11. 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 under the Legislation.

DATED this 9th day of April, 2002

AJohn Hughes@

John Hughes
Manager, Continuous Disclosure