

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

AND

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

AND

IN THE MATTER OF  
CANADIAN SPLITSHARE CORPORATION

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authorities or regulators (the *ADecision Makers@*) in each of Ontario, Alberta, Saskatchewan, Quebec, Nova Scotia and Newfoundland and Labrador (the *AJurisdictions@*) has received an application on behalf of Canadian Splitshare Corporation (*ACSC@*) for a decision pursuant to the securities legislation of the Jurisdictions (the *ALegislation@*) that CSC be deemed to have ceased to be a reporting issuer or the equivalent thereof under the Legislation;

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

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

1. CSC was incorporated under the laws of the Province of Ontario on August 18, 1992, is a reporting issuer in each of the Jurisdictions, and is not in default of any of the requirements of the Legislation.
2. The head office of CSC is located in Toronto, Ontario.
3. The authorized capital of CSC consists of an unlimited number of common shares (*ACSC Shares@*) of which, as of the date hereof, 1,000 CSC Shares are issued and outstanding as fully paid and non-assessable. All of the CSC Shares are owned by Structured Derivative Products Corporation (*ASDPC@*), a private company incorporated under the *Business Corporations Act* (Ontario). SDPC is not a reporting issuer under the Legislation. The registered office of SDPC is located in Toronto, Ontario.

4. CSC was a special purpose company incorporated for the sole purpose of making offers to the public to exchange units consisting of transferable fixed term warrants (ASpecial Equity Claim securities@ or ASPECs@) and transferable custodial receipts (APayment Enhanced Capital securities@ or APEACs@) for an equal number of shares (the AUnderlying Shares@) of various issuers by means of prospectuses prepared and filed in accordance with the Legislation.
5. CSC became a reporting issuer under the Legislation as of November 20, 1992 as a result of the filing of four prospectuses with respect to the distribution of PEACs and SPECs derived from the Underlying Shares of four issuers.
6. Essentially, the PEACs and SPECs issued by CSC had a 5 year term and operated so that at the end of the term one of the PEAC or SPEC would be cancelled in exchange for the Underlying Share and the other would expire worthless. The last of the PEACs and SPECs issued by CSC expired on January 2, 2001. All of the PEACs and SPECs issued by CSC are no longer outstanding and CSC will not be making any further issuances of PEACs and SPECs.
7. The CSC Shares were formerly lodged in escrow with Montreal Trust Company of Canada pursuant to an Amended and Restated Escrow Agreement dated as of March 1, 1993, among RBC Dominion Securities Inc., Montreal Trust Company of Canada and CSC (the ARestated Escrow Agreement@). The Restated Escrow Agreement was subsequently amended to permit SDPC to become a party to the escrow arrangement on the same terms and conditions. The CSC Shares have been automatically released from escrow.
8. On October 30, 1995, an Order (the AOrder@) was granted by the OSC granting CSC exemptive relief from a number of provisions of the *Securities Act* (Ontario) (the AAct@) including, pursuant to subclause 80(b)(iii), that CSC is exempt from the filing requirements, to the extent applicable, of section 77, 78 and 79 of the Act and the related Regulation.
9. SDPC is the sole shareholder of the CSC Shares, and no PEACs and SPECs are outstanding.
10. There are no securities of CSC listed or quoted on any exchange or market.
11. Other than the CSC Shares, CSC has no securities, including debt securities, outstanding.
12. CSC does not intend to seek public financing by way of an offering of its securities.

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 CSC is deemed to have ceased to be a reporting issuer or the equivalent thereof under the Legislation.

DATED on this 27<sup>th</sup> day of February, 2002.

*John Hughes@*

John Hughes  
Manager, Continuous Disclosure

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.