

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF THE PROVINCES OF
ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC,
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
CPL LONG TERM CARE REAL ESTATE INVESTMENT TRUST**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of the provinces of Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia and Newfoundland and Labrador (the “Jurisdictions”) has received an application (the “Application”) from CPL Long Term Care Real Estate Investment Trust (“CPL REIT”) for a decision under the securities legislation of each of the Jurisdictions (the “Legislation”) that CPL REIT be deemed to have ceased to be a reporting issuer in each of the Jurisdictions;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the “MRRS”), the Ontario Securities Commission is the principal regulator for the Application;

AND WHEREAS CPL REIT has represented to the Decision Makers as follows:

1. CPL REIT was formed under the laws of the Province of Ontario on February 20, 1997.
2. CPL REIT’s head office and principal place of business is located at 175 Bloor Street East, South Tower, Suite 600, Toronto, Ontario, M4W 3R8.
3. CPL REIT is a reporting issuer or the equivalent in each of the Jurisdictions and is not in default of the requirements under the Legislation other than CPL REIT’s failure to file its annual report and its annual information form for the year ended December 31, 2001; CPL REIT’s obligation to file its annual report and annual information form for the year ended December 31, 2001 arose subsequent to the completion of the Transaction (as defined and more particularly described below).
4. CPL REIT’s authorized capital consists of an unlimited number of trust units (the “Units”), of which 880,073 Units are issued and outstanding.
5. Other than the outstanding Units and various promissory notes, debentures and other evidence of indebtedness granted by CPL REIT in favour of its lenders in connection with its operating lines, acquisition lines and other real and personal property financings arranged in the ordinary course of business, CPL REIT has no securities outstanding.

6. On February 19, 2002, CPL REIT and Retirement Residences Real Estate Investment Trust ("Retirement REIT") entered into an acquisition agreement which provided for, among other things, the Offer and the Acquisition and Redemption Transaction (the Offer and the Acquisition and Redemption Transaction collectively referred to herein as the "Transaction"), each as defined and more particularly described below.
7. On February 28, 2002, Retirement REIT made a formal offer by take-over bid to acquire up to 14,000,000 of the issued and outstanding Units (the "Offer") on the basis of 1.20 Retirement REIT units per Unit (the "Exchange Ratio").
8. On April 8, 2002, unitholders of each of CPL REIT and Retirement REIT approved the Transaction at special meetings called for such purpose by CPL REIT and Retirement REIT, respectively.
9. The Offer expired on April 23, 2002 and on April 29, 2002 Retirement REIT acquired a total of 2,681,297 Units pursuant to the Offer in exchange for 3,217,556 Retirement REIT units.
10. On April 30, 2002, Retirement REIT purchased substantially all of CPL REIT's property, assets and undertaking in exchange for 28,939,215 Retirement REIT units, following which all the outstanding Units (except for 880,073 Units held by Retirement Residences Operations (REIT) LP (the "Operator")) were redeemed by CPL REIT on the basis of the Exchange Ratio and immediately cancelled thereafter (the "Acquisition and Redemption Transaction").
11. On April 30, 2002, CPL REIT, Retirement REIT and CIBC Mellon Trust Company, as trustee, entered into supplemental indentures pursuant to which Retirement REIT assumed CPL REIT's obligations under the 10.5% convertible unsecured subordinated debentures issued by CPL REIT due June 1, 2005 in the initial aggregate principal amount of \$34,500,000 and the 10.5% convertible unsecured subordinated debentures issued by CPL REIT due June 1, 2005 in the initial aggregate principal amount of \$50,000,000, CPL REIT was released from its obligations under each of the debentures and the conversion price of each of the debentures was adjusted to reflect the Exchange Ratio. The convertible debentures are no longer considered the debt of CPL REIT, are no longer convertible into securities of CPL REIT and are no longer securities of CPL REIT.
12. On and after April 30, 2002 all unexercised options of CPL REIT will be treated as exchanged for Retirement REIT options on equivalent terms such that, upon payment of the aggregate consideration payable on the exercise of such options, the holder will be entitled to receive the aggregate number of Retirement REIT units that the holder would have been entitled to receive as a result of the Acquisition and Redemption Transaction if at the time of closing of the Transaction the holder had been the registered holder of the number of Units such holder would have been entitled to upon exercise of the options so exchanged.
13. Following the Transaction, the Operator is the only holder of Units. The registered office and principal place of business of the Operator is 2200-201 Portage Avenue, Winnipeg, Manitoba, R3B 3L3. Retirement REIT is the sole limited partner of the Operator (with a 99.9% interest), and Retirement Residences Genpar Inc., an Ontario corporation which is a wholly-owned subsidiary of Retirement REIT with its registered office located at 175

Bloor Street East, Suite 600, South Tower, Toronto, Ontario M4W 3R8, is the sole general partner of the Operator (with a .1% interest).

14. To CPL REIT's knowledge, there are fewer than fifteen holders of CPL REIT's securities in each Jurisdiction.
15. Effective May 2, 2002, the Units were de-listed from The Toronto Stock Exchange. CPL REIT has no securities, including debt securities, listed or quoted on any exchange or market.
16. CPL REIT has no present intention of seeking public financing by way of an offering of its securities.

AND WHEREAS under MRRS, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

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 CPL REIT is deemed to have ceased to be a reporting issuer under the Legislation.

DATED this 12 day of July, 2002.

"John Hughes"

John Hughes
Manager, Corporate Finance