

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, SASKATCHEWAN,
ONTARIO, QUÉBEC, NEW BRUNSWICK,
NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR**

AND

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

AND

**IN THE MATTER OF
MGI SOFTWARE CORP.
MRRS DECISION DOCUMENT**

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of Alberta, Saskatchewan, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador (the “Jurisdictions”) has received an application from MGI Software Corp. (“MGI”) for a decision pursuant to the securities legislation (the “Legislation”) of the Jurisdictions deeming MGI to have ceased to be a reporting issuer under the Legislation;

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

AND WHEREAS MGI has represented to the Decision Makers that:

1. MGI is a corporation governed by the *Business Corporations Act* (Ontario) (the “OBCA”);
2. MGI’s head office is located in Richmond Hill, Ontario;
3. MGI is a reporting issuer, or the equivalent, in each of the Jurisdictions;

4. MGI is not in default of any of its obligations as a reporting issuer under the Legislation;
5. MGI's authorized capital consists of an unlimited number of common shares (the "Common Shares") of which 43,634,467 Common Shares were issued and outstanding as of January 31, 2002;
6. On January 31, 2002, Roxio, Inc. ("Roxio") through an indirect wholly-owned subsidiary acquired all of the outstanding Common Shares (excluding shares held by or on behalf of Roxio and those shares for which dissent rights were exercised and perfected which were acquired directly by Roxio) pursuant to a plan of arrangement governed by s.182 of the OBCA;
7. The Common Shares were delisted from The Toronto Stock Exchange on February 6, 2002 and no securities of MGI are listed or quoted on any exchange or market;
8. MGI has no securities, including debt securities, outstanding other than the Common Shares; and
9. MGI does not intend to seek public financing by way of an offering of securities.

AND WHEREAS under the System, 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 pursuant to the Legislation is that MGI is deemed to have ceased to be a reporting issuer under the Legislation effective as of the date of this Decision.

Dated May 28, 2002

"Margo Paul"
