

IN THE MATTER OF
THE SECURITIES ACT, 1988, S.S. 1988, c. S-42.2

AND

IN THE MATTER OF
ROXIO-MGI HOLDING CORP.

ORDER
(Section 92)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the “Commission”) from Roxio-MGI Holding Corp. (“Roxio-MGI”) for an Order pursuant to section 92 of *The Securities Act, 1988, S.S. 1988, c. S-42.2* (the “Act”) that Roxio-MGI shall cease to be a reporting issuer within the meaning of the Act;

AND WHEREAS the Commission has assigned to the Director the power to make exemption orders and rulings under the provisions of the Act;

AND WHEREAS it has been represented to the Commission that:

1. Roxio-MGI is a corporation governed by the *Business Corporations Act* (Delaware) (“DBCA”);
2. Roxio-MGI’s head office is located in Santa Clara, California, U.S.A.;
3. Roxio-MGI is a reporting issuer by virtue of its participation in a plan of arrangement under which Roxio, Inc. indirectly through Roxio-MGI acquired all of the issued and outstanding common shares of MGI Software Inc.;
4. Roxio-MGI is not in default of any of its obligations as a reporting issuer under the Act;
5. Roxio-MGI’s authorized capital consists of 3,000 common shares (the “Common Shares”) of which 1,000 Common Shares are issued and outstanding;
6. All of the Common Shares are owned indirectly by Roxio, Inc.;
7. Roxio-MGI has no securities, including debt securities, outstanding other than the Common Shares; and
8. Roxio-MGI does not intend to seek public financing by way of an offering of securities;

AND WHEREAS the Director is satisfied that it would not be prejudicial to the public interest to make the Order;

IT IS HEREBY ORDERED pursuant to section 92 of the Act that Roxio-MGI shall cease to be a reporting issuer within the meaning of the Act effective as of the date of this Order.

DATED June 13, 2002.

Barbara Shourounis
Director