

IN THE MATTER OF THE  
SECURITIES LEGISLATION OF ONTARIO,  
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,  
MANITOBA, QUEBEC, NOVA SCOTIA AND NEWFOUNDLAND

AND

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

AND

IN THE MATTER OF  
SOLAR TRUST/FIDUCIE SOLAR

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, Nova Scotia and Newfoundland (the "Jurisdictions") has received an application from Solar Trust/Fiducie Solar (the "Issuer") for a decision pursuant to the securities legislation and policies of the Jurisdictions (collectively, the "Legislation") that the provisions of the Legislation concerning the preparation, filing and delivery of interim and annual financial statements and the annual filing, where applicable, of a report in lieu of an annual information circular by a reporting issuer shall not apply to the offering of the Certificates (as defined below) and such additional certificates as may be set forth in the Schedule attached hereto;

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 the Issuer has represented to the Decision Makers as follows:

1. The Issuer is a private, special purpose trust which was organized pursuant to a declaration of trust under the laws of Ontario dated July 5, 2000, the beneficiary of which is a registered charity. The Issuer's trustee is CIBC Mellon Trust Company. The only security holders of the Issuer will be the holders of its asset-backed securities (the "Certificateholders").
2. The Issuer has offered and proposes to offer, from time to time to the public, securities in the form of co-ownership certificates that are primarily serviced by the cash flows of discrete pools of mortgage loans or certain other financial assets (the "Securitized Assets") that by their terms convert into cash within a finite time period, with an approved rating by an approved rating organization, as those terms are defined in National Instrument 44-101 *Short Form Prospectus Distributions* (the "POP System") or in any successor instruments thereto. The Issuer has made and proposes to make such offerings pursuant to the POP System and pursuant to National

Instrument 44-102 *Shelf Distributions* with the proceeds of such offerings to be used to finance the purchase of Securitized Assets from originators of such Securitized Assets.

3. The Issuer filed a short form prospectus dated October 24, 2000 with each of the Canadian provincial securities regulatory authorities for the issuance of \$189,550,000 aggregate principal amount of Commercial Mortgage Pass-Through Certificates Series 2000-1 (the "Certificates") and received receipts for such prospectus from each of the Canadian provincial securities regulatory authorities (the "Transaction").

4. As a special purpose trust, the Issuer will not carry on any activities other than purchasing the Securitized Assets and issuing asset-backed securities. The Issuer may from time to time seek to issue additional certificates (the "Additional Certificates") in connection with asset-backed securities transactions, similar to the Transaction, which it may undertake in the future, in which case the Issuer may seek from the Decision Makers a variation of the relief granted hereunder so as to include such Additional Certificates.

5. The Issuer currently has and will have no material assets or liabilities other than its rights and obligations under certain of the material contracts related to the asset-backed securities issued by the Issuer from time to time. The Issuer does not presently carry on any activities except in relation to the Transaction.

6. The Toronto-Dominion Bank ("TD") administers the ongoing operations of the Issuer pursuant to an administration agreement dated July 5, 2000 (the "Administration Agreement") for which TD receives nominal consideration. The Issuer is not required to compensate TD for the fees and expenses paid on the Issuer's behalf thereunder.

7. The Issuer has no directors and no officers.

8. No insider of the Issuer, or associate or affiliate of such insider, has a direct or indirect interest in any transaction which has materially affected or would materially affect the Issuer.

9. The auditors of the Issuer are Ernst & Young, L.L.P.

10. The information contained in the interim and annual financial statements of the Issuer is not and will not be relevant to Certificateholders since such Certificateholders only have an interest in the related Securitized Assets and do not have any interest in or any claim on the assets of the Issuer.

11. Each pooling and servicing agreement or similar agreement (each, a "pooling and servicing agreement") which will govern the rights of the Certificateholders and their entitlement to the Securitized Assets, will provide for the fulfilment of certain administrative functions relating to the asset-backed securities, such as maintaining a register of holders of asset-backed securities and the making of periodic reports to Certificateholders by a custodian and one or more servicers or other agents appointed pursuant to such pooling and servicing agreement. The names of each such servicer and agent are or will be disclosed in the applicable prospectus.

12. The Issuer or its duly appointed representative or agent will provide, on a website identified or to be identified in the relevant prospectus for the asset-backed securities or in correspondence sent to Certificateholders, or otherwise as provided for in the relevant prospectus, no later than the twentieth day of each month (or such subsequent business day as is provided in the pooling and servicing agreement if the twentieth day of the month is not a business day) the financial and other information prescribed therein to be delivered or made available to Certificateholders on a monthly basis, together with such additional information as may be prescribed by the Decision Makers, signed by the Issuer or on its behalf by its duly appointed representative, and will contemporaneously file or cause to be filed reasonably contemporaneously therewith a summary of such information as contained in the distribution date statement on the System for Electronic Document Analysis and Retrieval ("SEDAR").

13. Notwithstanding paragraph 12, the Issuer may amend the contents of the financial and other information filed on SEDAR in order not to disclose the names of individual obligors of Securitized Assets as may be required by confidentiality agreements or other obligations of confidentiality binding on the Issuer.

14. There will be no annual meetings of Certificateholders. Each pooling and servicing agreement provides or will provide that the holders of a certain percentage of the applicable asset-backed securities will have the right to direct the custodian and parties that may perform servicing functions with respect to the relevant Securitized Assets to take certain actions under such pooling and servicing agreement.

15. On not less than an annual basis, the Issuer will request intermediaries to deliver a notice to Certificateholders pursuant to the procedures stipulated by the Rule entitled *In the Matter of Certain Reporting Issuers* [including National Policy Statement No. 41] (1998) 21 OSCB 6437, or any successor instrument thereto, advising Certificateholders that the monthly information prescribed in paragraph 12 and the annual information prescribed in paragraph 17 is available on SEDAR and on a website, the website address, and that Certificateholders may request that paper copies of such reports be provided to them by ordinary mail.

16. On a quarterly basis, the Issuer will publish in a national business newspaper in circulation throughout Canada and in a french language newspaper in Montreal a notice to Certificateholders advising Certificateholders that the monthly information prescribed in paragraph 12 and the annual information prescribed in paragraph 17 is available on a website, the website address, and that Certificateholders may request that paper copies of such reports be provided to them by ordinary mail.

17. Within 140 days of the end of the fiscal year of each pool of Securitized Assets, the Issuer or its duly appointed representative or agent will post on the applicable website or mail to Certificateholders who so request in accordance with the procedures set forth above and will contemporaneously file on SEDAR:

- (a) cumulative financial and other information as prescribed by the Decision Makers for the last completed fiscal year with respect to the applicable pool of Securitized Assets;

(b) discussion and analysis with respect to the applicable pool of Securitized Assets included in the Issuer's Annual Information Form filed with the Decision Makers;

(c) an annual statement of compliance signed by a senior officer of each applicable servicer or other party acting in a similar capacity on behalf of the Issuer for the applicable pool of Securitized Assets, certifying that the servicer or such other party acting in a similar capacity has fulfilled all of its obligations under the related pooling and servicing agreement during the year or, if there has been a default in the fulfilment of any such obligation, specifying each such default and the status thereof; and

(d) an annual accountant's report in form and content acceptable to the Decision Makers prepared by a firm of independent public or chartered accountants acceptable to the Decision Makers respecting compliance by each applicable servicer or other party acting in a similar capacity on behalf of the Issuer with the Uniform Single Attestation Program (USAP) or such other servicing standard acceptable to the Decision Makers.

18. The Issuer will issue press releases and file material change reports in accordance with the requirements of the Legislation in respect of material changes in its affairs and in respect of changes in the status (including defaults in payments due to Certificateholders), operation or affairs of the Securitized Assets underlying the Certificates which may reasonably be considered to be material to Certificateholders.

19. Compliance with the continuous disclosure obligations set forth in the Legislation by the Issuer will not, by virtue of the Issuer's restricted business and the nature of the Certificates, provide meaningful information for the Certificateholders. The provision of information to Certificateholders on a monthly and annual basis as described in paragraphs 12 and 17 hereof, as well as the quarterly and annual notices to be given by the Issuer as to the availability of such information given pursuant to terms of paragraphs 15 and 16 hereof will meet the objectives of allowing the Certificateholders to monitor and make informed decisions about their investment and, in the opinion of the Issuer's auditors, financial statements of the Issuer prepared in accordance with Canadian generally accepted accounting principles and audited in accordance with Canadian generally accepted auditing standards would not provide material additional information to Certificateholders.

AND WHEREAS pursuant to the System this 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:

(a) the Issuer be and is hereby exempted from the requirements of the Legislation concerning the preparation, filing and delivery of interim and annual financial statements with respect to the Certificates and the Additional Certificates, provided that the Issuer complies with paragraphs 12, 15, 16, 17 and 18 hereof; and

(b) the Issuer be and is hereby exempted from the requirements of the Legislation concerning the annual filing of an information circular or, where applicable, a report in lieu of an annual information circular, provided that the exemption shall terminate sixty days after the occurrence of a material change in any of the representations of the Issuer contained in paragraphs 5 through 9 inclusive, unless the Issuer satisfies the Decision Makers that the exemption should continue.

DATED February 1st, 2001.

"Howard I. Wetston" "Theresa McLeod"

SCHEDULE TO THE  
MRRS DECISION IN THE MATTER OF SOLAR TRUST/FIDUCIE SOLAR

ADDITIONAL CERTIFICATES

None.

Headnote

Mutual Reliance Review System - issuer of asset-backed securities exempt from the requirement to prepare, file and deliver interim and annual financial statements and annual information circulars or, where applicable, annual reports in lieu of an information circular subject to conditions, including the requirement to prepare, file and deliver monthly and annual reports regarding performance of pools of securities assets.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c.S.5, as am., 77, 78,79, 80(b)(iii).

Regulations Cited

Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., s. 5.

Policies Cited

National Policy Statement No. 41.

National Instrument 44-101 *Short Form Prospectus Distributions*.

National Instrument 44-102 *Shelf Distributions*.