

September 10, 2009

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, MANITOBA, NEW BRUNSWICK,
NEWFOUNDLAND AND LABRADOR, NOVA SCOTIA, ONTARIO,
PRINCE EDWARD ISLAND, QUEBEC AND SASKATCHEWAN
(the Jurisdictions)

AND
IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND
IN THE MATTER OF
GLOBAL TELECOM SPLIT SHARE CORP.
(the Filer)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (each, a **Decision Maker**) has received an application (the **Application**) from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for a decision that the Filer is not a reporting issuer (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 – *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is an investment fund that was incorporated under the *Business Corporations Act* (Ontario) on May 7, 1998.
2. Mulvihill Fund Services Inc. (the **Manager**) is the manager of the Filer. The head office of the Manager is located at 121 King Street West, Standard Life Centre, Suite 2600, Toronto, Ontario.
3. The Filer filed a final prospectus dated June 18, 1998 (the **Prospectus**) with the securities regulatory authority in each province of Canada.
4. Upon issuance of a receipt for the Prospectus by a Decision Maker, the Filer became a reporting issuer in the Jurisdiction of the Decision Maker.
5. The Filer issued Class A Shares and Preferred Shares (collectively, the **Shares**) to the public on June 30, 1998 under the Prospectus.
6. Since the initial public offering of the Filer, the Filer has accumulated capital losses (the **Capital Losses**) of approximately \$44 million.
7. The Capital Losses have not been considered assets of the Filer for the purposes of its financial statements which are prepared in accordance with generally accepted accounting principles and for the purposes of calculating its net asset value (**NAV**).
8. In accordance with the terms of the Shares, the Shares were redeemed by the Filer on July 2, 2008 (the **Redemption Date**) for a redemption price determined by reference to the NAV of the Filer in accordance with the terms thereof.
9. The Shares were de-listed by the Toronto Stock Exchange at the close of trading on the Redemption Date.
10. The only outstanding securities of the Filer, including debt securities, are 1,000 Class B Shares (the **Class B Shares**) originally issued for \$1.00 per share.
11. All of the outstanding Class B Shares are owned by Mulvihill Capital Management Inc. (**MCM**), the promoter of the Filer and, during the period in which the Shares were outstanding, the investment manager of the Filer. Because MCM was the sole security holder of the Filer prior to the filing of the Prospectus, the Filer currently has the same security holders as it had before it became a reporting issuer.
12. None of the Filer's securities are traded on a marketplace in Canada. The Filer does not intend to have its securities listed for trading on a marketplace in Canada.
13. Prior to filing the Application, the Manager considered various ways to structure a new fund (the **New Fund**) that would enable the New Fund to benefit from the Capital Losses.
14. Counsel advised the Manager that it should not change the status of the Filer as a reporting issuer until a structure and form of offering for the New Fund had been finalized.

15. As a result of market conditions and ongoing structuring issues, the Manager eventually decided not to proceed with the New Fund. However, it continues to evaluate other potential transactions with the Filer and has made no determination either to proceed with a transaction or to dissolve the Filer at this time.

16. While the Filer currently has no intention of seeking public financing by way of an offering of its securities by prospectus, the Filer will provide the Decision Makers with prior written notice of any public or private offerings of, or any future use being made of, the Filer.

17. Once the determination not to pursue a transaction with the Filer which would require the Filer to maintain its status as a reporting issuer had been made, the Filer filed a notice in British Columbia pursuant to the provisions of BC Instrument 11-502 – *Voluntary Surrender of Reporting Issuer Status*. The Filer ceased to be a reporting issuer in British Columbia on April 18, 2009.

18. The Filer then filed the Application. Upon the granting of the relief described therein, the Filer will not be a reporting issuer in any jurisdiction of Canada.

19. The Filer has filed a notice pursuant to Section 2.10 of National Instrument 81-106 – *Investment Fund Continuous Disclosure (NI 81-106)* and annual audited financial statements and an annual management report of fund performance (such financial statements and management report of fund performance being the **Annual Report**) for the year ended June 29, 2008—the last financial year in which the Shares were outstanding. The Filer is not in default of any of its obligations as a reporting issuer under the securities legislation in any Jurisdiction, except that the Filer has not: (a) filed an annual information form in respect of the year ended June 29, 2008 pursuant to Section 9.2 of NI 81-106; (b) filed a report to security holders of the independent review committee in respect of the year ended June 29, 2008 pursuant to Section 4.4 of National Instrument 81-107 – *Independent Review Committee for Investment Funds*; (c) disseminated quarterly portfolio disclosure for the three months ended September 30, 2008 and March 31, 2009 pursuant to Section 6.2 of NI 81-106; and (d) filed interim financial statements and the related management report of fund performance for the six months ended December 31, 2008 pursuant to Section 2.3 of NI 81-106.

20. The Annual Report contains information about the Filer during the period in which it operated as a publicly-offered fund, including the distribution of its net assets to its shareholders in connection with the redemption of the Shares on the Redemption Date.

21. From and since the Redemption Date the Filer has had no material assets and has been inactive. Therefore, the documents required to update the Filer's continuous disclosure record (**Disclosure Documents**) would contain very little information.

22. Preparing and disseminating the Disclosure Documents would impose a financial and administrative burden on the Filer, which liquidated all of its assets (and paid or provided for all of its liabilities) to fund the redemption of the Shares.

23. Because no securities of the Filer have been held by the public since the Redemption Date, the Disclosure Documents would be of no interest to the public.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker to make the decision has been met. The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted.

"Carol S. Perry"
Commissioner
Ontario Securities Commission

"Mary Condon"
Commissioner
Ontario Securities Commission