

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

AND

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

AND

IN THE MATTER OF  
HEWLETT-PACKARD COMPANY

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland, Nova Scotia, Ontario, Quebec and Saskatchewan (the "Jurisdictions") has received an application from Hewlett-Packard Company (the "Filer") for a decision under the securities legislation (the "Legislation") of the Jurisdictions that the requirements contained in the Legislation to be registered to trade in a security and to file a preliminary prospectus and a prospectus and receive receipts therefor (the "Registration and Prospectus Requirements") shall not apply to a proposed distribution (the "Distribution") by the Filer of common shares of Agilent Technologies, Inc. ("AT") to shareholders of the Filer;

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 Filer has represented to the Decision Makers that:

1. The Filer is a corporation incorporated under the laws of the State of Delaware in the United States, is not a reporting issuer or equivalent under the Legislation and has no present intention of becoming a reporting issuer or equivalent in any of the Jurisdictions.
2. The authorized share capital of the Filer consists of 4,800,000,000 common shares with a par value of \$0.01 each and 300,000,000 shares of preferred stock with a par value of \$0.01 each. As at March 31, 2000 there were 1,003,641,071 common shares issued and outstanding (the "Filer Shares") held by approximately 133,110 shareholders of record with 1,583 of these registered holders (approximately 1.2% of registered holders) resident in Canada holding approximately 520,591 common shares (0.05% of the Filer Shares).

3. The Filer Shares are listed on the New York Stock Exchange (the "NYSE") and are not listed for trading on any Canadian stock exchange. No published market exists for the Filer Shares in Canada.

4. AT is a corporation incorporated under the laws of the State of Delaware in the United States, is not a reporting issuer or equivalent under the Legislation and has no present intention of becoming a reporting issuer or equivalent in any of the Jurisdictions.

5. The authorized capital of AT consists of 2,000,000,000 common shares with a par value of \$0.01 per share and 125,000,000 preferred shares with a par value of \$0.01 per share, of which, as at February 29, 2000, 452,051,019 common shares and no preferred shares were issued and outstanding. Canadian resident shareholders of AT represent less than 10% of the registered shareholders of AT and hold less than 10% of the issued and outstanding common shares of AT.

6. Upon completion of the Distribution, AT shareholders resident in Canada will represent less than 10% of the holders of AT common shares and will hold less than 10% of the issued and outstanding common shares of AT.

7. The common shares of AT are listed on the NYSE and are not listed for trading on any Canadian stock exchange. No published market exists for the common shares of AT in Canada.

8. The Filer is presently the controlling shareholder of AT holding approximately 84.1% of the outstanding common shares (the "AT Shares") of AT. Pursuant to the Distribution, the Filer plans to distribute the AT Shares to its existing shareholders as a dividend in kind.

9. The Distribution will be effected in compliance with Delaware law and meets the requirements of staff legal bulletin No. 4 of the United States Securities and Exchange Commission for exemption from registration under the United States Securities Act of 1933 and the Regulations made thereunder (collectively, the "Applicable U. S. Law").

10. Residents in the Jurisdictions holding Filer Shares will receive, in connection with the Distribution, the same disclosure documentation to be received by shareholders of the Filer resident in the United States.

11. On an ongoing basis, residents in the Jurisdictions who receive the AT Shares upon completion of the Distribution will be concurrently sent by AT copies of all continuous disclosure materials sent to AT shareholders resident in the United States.

AND WHEREAS pursuant to 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 which 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 the Registration and Prospectus Requirements shall not apply to the Distribution provided that:

- a the Distribution is effected in accordance with the Applicable U.S. Law;
- b. all materials relating to the Distribution sent by or on behalf of the Filer to shareholders of the Filer resident in the United States are sent concurrently to shareholders of the Filer resident in the Jurisdictions; and
- c. the first trade of the AT Shares acquired pursuant to this Decision shall be a distribution or primary distribution to the public under the Legislation unless:
  - i. such first trade is executed through the facilities of a stock exchange outside of Canada; and
  - ii. such first trade is made in accordance with the rules of such stock exchange and all applicable laws.

DATED at Toronto, this 29<sup>th</sup> day of May, 2000.

"H.I. Wetston"

"H.F. Howard"

#### Headnote

Mutual Reliance Review System for Exemptive Relief Applications - distribution of shares of a foreign company which is not a reporting issuer as a dividend in kind is not subject to the registration and prospectus requirements of the Act, subject to certain conditions - de minimus Ontario holders - first trade is a distribution unless such first trade is conducted through a stock exchange outside of Canada.

#### Statutes Cited

Securities Act, R.S.O. 1990, c.S.5, as am., ss. 25, 53, 35(1)13, 72(1)(g)