

June 27, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, MANITOBA, SASKATCHEWAN, ONTARIO,
QUÉBEC, NOVA SCOTIA AND NEWFOUNDLAND
AND LABRADOR
(the Jurisdictions)**

AND

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

AND

**IN THE MATTER OF
FIRST STRUCTURED NOTES CORPORATION**

(the Filer)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the Filer is deemed to have ceased to be a reporting issuer in the Jurisdictions (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications (MRRS):

- (a) the Autorité des marchés financiers is the principal regulator for this application; and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. the Filer was incorporated under the laws of the Province of Ontario by articles of incorporation dated February 7, 1990, and was continued under the *Canada Business Corporation Act* on March 12, 2001;
2. the Filer's head office is located in Montreal, Quebec;
3. the Filer is a reporting issuer in each of the Jurisdictions;
4. the Filer became a reporting issuer on July 12, 1990 by filing a prospectus with all the Jurisdictions, British Columbia and Prince Edward Island. The Filer offered to the public equity dividend shares and units (each unit consisting of one \$25.40 debenture and one capital share);
5. on April 23, 1996, the Filer distributed substantially all of its assets and satisfied all of its obligations. All of its 3,500,000 equity dividend shares were redeemed at a price of \$26.5056 per equity dividend share and all of its 3,000,000 units, comprising a capital share and a debenture were redeemed for either cash of \$50.8170 or a BCE Inc. common share in lieu of cash for each unit retracted;
6. on May 26, 2006, Quanto Financial Corporation (Quanto) acquired the 1,000 common shares that were issued and outstanding and which were the only issued and outstanding securities of the Filer, for investment purposes;
7. as of the date hereof, the Filer has no operating business and it intends to continue to be a single purpose investment vehicle;
8. other than 1,000 common shares of the Filer, the Filer has no securities (including debt securities) issued and outstanding. The Filer does not intend to distribute any securities to the public in the future;
9. issued and outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by less than 15 securityholders in each of the Jurisdiction in Canada and less than 51 securityholders in total in Canada;
10. no securities of the Filer are traded on a market place as defined in National Instrument 21-102 -- *Market Place Operation*;
11. the Filer surrendered its status as a reporting issuer under the Securities Act (British Columbia) pursuant to BC Instrument 11-502 -- *Voluntary Surrender of Reporting Issuer Status* as of May 28, 2007;
12. the Filer is in default of its obligations under the Legislation as it has not filed the following information or documents: (a) the annual certificates for the year ended December 31, 2006, in compliance with Form 52-109F1 of Multilateral Instrument 52-109 -- *Certification of Disclosure in Issuer's Annual and Interim Filings* ("52-109") (Annual Certificates); (b) the conclusions from the chief

executive officer and the chief financial officer of the Corporation regarding the efficiency of controls and communication procedures of the information at the end of the fiscal period ended December 31, 2006 to be disclosed in the annual management and discussion analysis (MD&A), in compliance with 52-109 (Evaluation Conclusions); (c) the code that has to be filed pursuant to Section 2.3 of National Instrument 58-101 -- *Disclosure of Corporate Governance Practices* (Code of Conduct); (d) the rules described in Section 2.3 of Multilateral Instrument 52-110 -- *Audit Committees* (Text of the Audit Committee's Charter); and (e) the interim financial statements and the related MD&A for the period ended March 31, 2007, along with the certificates of the chief executive officer and the chief financial officer (Interim Filings). The Filer has not filed the Annual Certificates, the Evaluation Conclusions, the Code of Conduct, the Text of the Audit Committee's Charter and the Interim Filings, as Quanto became the sole beneficial owner of all of the Filer's issued and outstanding securities before the date on which the Filer was required to file the above-mentioned information or documents.

Decision

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 have been met.

The decision of the Decision Maker pursuant to the Legislation is that the Requested Relief is granted.

"Marie-Christine Barrette"
Manager of the Financial Disclosure Department