



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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March 1, 2011

ENERGY SPLIT CORP. II INC.  
40 King Street West  
Scotia Plaza, 26<sup>th</sup> Floor  
P.O. Box 4085, Station A  
Toronto, Ontario  
M5W 2X6

Dear Sirs/Mesdames:

**Re: Energy Split Corp. II Inc. (the “Applicant”) - Application to Cease to be a Reporting Issuer under the securities legislation of each of the Provinces and Territories of Canada, except British Columbia (collectively, the “Jurisdictions”)**

The Applicant has applied to the local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions for a decision under the securities legislation (the **Legislation**) of the Jurisdictions to be deemed to have ceased to be a reporting issuer.

As the Applicant has represented to the Decision Makers that,

- all outstanding Capital Yield Shares and ROC Preferred Shares were redeemed on December 16, 2010 in accordance with the articles of incorporation.
- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 Marketplace Operation;
- the Applicant is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
- the Applicant is not in default of any of its obligations as a reporting issuer,

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 and orders that the Applicant is deemed to have ceased to be a reporting issuer.

*“Darren McKall”*

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Darren McKall  
Assistant Manager, Investment Funds Branch  
Ontario Securities Commission