



DECISION DOCUMENT

July 5, 2013

**In the Matter of the
Securities Legislation of
Manitoba and Ontario
(the "Jurisdictions")**

and

**In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions**

and

**In the Matter of
I.G. Investment Management, Ltd. ("IGIM") and
Investors Real Property Fund (the "Fund")
(collectively, the "Filers")**

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions ("Decision Makers") have received an application from the Filers for a decision under the securities legislation of the Jurisdictions ("Legislation") to grant relief from Paragraphs L.4 and L.5. of the decision under the securities legislation of Manitoba and Ontario dated May 26, 2009 (the "2009 Decision"), as amended by a decision dated May 22, 2012 (the "2012 Decision"), by deleting Paragraphs L.4. and L.5. of the 2009 Decision in their entirety and replace same with the following:

"The Fund shall file a prospectus and fund facts in accordance with NI 81-101 and containing any additional disclosure described herein or any alternate disclosure as may be requested or accepted by The Manitoba Securities Commission as principal regulator of the Fund."

(the "Relief Sought").

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

- (a) The Manitoba Securities Commission (the "MSC") is the principal regulator for this application;
- (b) The Filers have provided notice that section 4.7(1) of Multi-Lateral Instrument 11-102 - *Passport System* ("MI 11-102") is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Nunavut and the North West Territories; and

- (c) The decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions*, National Instrument 81-101- *Mutual Fund Prospectus Disclosure* (“NI 81-101”), National Instrument 81-102 – *Mutual Funds* (“NI 81-102”), National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions* and MI 11-102, have the same meaning in this decision unless they are otherwise defined in this decision.

Representations

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

1. The Fund is an open end real estate mutual fund originally organized by a Trust Agreement dated November 2, 1983, as amended. The Fund is continued under a Declaration of Trust dated December 31, 2010, as may be amended from time to time.
2. Units of the Fund are currently being offered to the public under a simplified prospectus and annual information form dated June 30, 2013, filed pursuant to NI 81-101 (the “Prospectus”).
3. As for all Investors Group Mutual Funds, units of the Fund are distributed by Investors Group Financial Services Inc. and Investors Group Securities Inc. (collectively the “Dealers”), which are affiliates of IGIM.
4. To the Filers’ knowledge, the Fund is the only open end real estate mutual fund, owning real property, offered in Canada.
5. The Fund’s principal investment objective is stated in its prospectus to be:

“...long term capital growth combined with a continued income stream through investments in real property located in Canada. To achieve this objective the Fund has assembled and intends to continue to assemble a diversified portfolio of income producing real properties with a better than average growth potential.”
6. As of December 31, 2012, the Fund held a diversified real estate portfolio of 141 real properties located across Canada. Its real estate portfolio includes a variety of types of property including shopping centres and other retail facilities, commercial office buildings, mixed use commercial properties, single and multi-tenant industrial buildings, multi-tenant residential buildings, professional buildings and other types of properties. The net assets of the Fund as of December 31, 2012 (including real estate assets and liquid assets) were approximately \$4,120,836,000.
7. On April 18, 2007, the Fund received the Mutual Reliance Review System Decision Document (the “2007 MRRS Decision”), which revoked and replaced a previous order granted by the MSC issued on June 13, 1997, and carried forward the relevant provisions of the former *OSC Policy Statement 11.5 Real Estate*

Mutual Funds – General Prospectus Guidelines (“OSC 11.5”) and the exemption from certain provisions of NI 81-102. The Fund also received an exemption from the application of *Quebec Regulation Q-25*, on the condition it complied with the 2007 MRRS Decision, as amended or replaced. The 2007 MRRS Decision required the Fund to use a long form of prospectus.

8. The Fund received the 2009 Decision, which revoked and replaced the 2007 MRRS Decision, permitting the Fund to file its Prospectus in accordance with NI81-101 (subject to any additional disclosures described in the 2009 Decision or any alternative disclosure as may be requested or accepted by the MSC as principal regulator of the Fund), and carried forward the relevant provisions of the 2007 MRRS Decision and the exemption from certain provisions of NI 81-102.
9. The Fund received the 2012 Decision, which amended Paragraph M. *Investment Committee* of the 2009 Decision, to permit registration of the Fund’s Investment Committee members in the current registration categories set out in National Instrument 31-103 – *Registration Requirements and Exemptions and Ongoing Registrant Obligations*.
10. Paragraph L.4. of the 2009 Decision contained the condition that the Fund’s Prospectus could not be consolidated with the prospectus of any other mutual fund to form a multiple simplified prospectus without the approval of the MSC.
11. The Filers were advised that Paragraph L.4. was included at that time due to regulatory concerns that consolidating could possibly limit the ability of an investor to understand the differences with respect to the Fund compared to other mutual funds.
12. Paragraph L.5. of the 2009 Decision contained the condition that the Fund shall not use any form of point of sale document that may, in the future, meet the prospectus delivery requirements for funds qualified under NI 81-101, and that the Fund continue to use a form of NI 81-101 simplified prospectus acceptable to the MSC to meet its delivery requirements under securities legislation.
13. The Filers were advised that Paragraph L.5. was included because the point of sale rules had not been finalized, and it was agreed that the Fund could bring a further application for relief once those rules were finalized.
14. The Filers have reviewed and considered the requirements of Form 81-101 F3 *Contents of Fund Facts Document* (the “Form Requirements”) and submit that permitting the Fund to use a fund facts document and to consolidate it in accordance with the provisions of NI 81-101 would not be contrary to the public interest.
15. The Fund shall file a fund facts document in accordance with the Form Requirements and containing any alternate disclosure as may be requested or accepted by the MSC as principal regulator of the Fund.
16. The Filers intend to rely on the decision of the MSC dated September 16, 2011, which allows Investors Group Mutual Funds and their Dealers to send or deliver

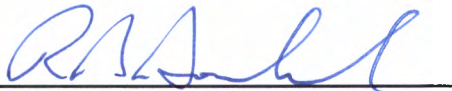
the most recently filed fund facts documents to satisfy delivery requirements under NI 81-101.

17. All other Investors Group Mutual Funds file fund facts documents in accordance with NI 81-101, other than to the extent IGIM has obtained exemptive relief from the Form Requirements. By allowing the Fund to file fund facts documents, it ensures consistency in the form of disclosure that investors receive for all Investors Group Mutual Funds and serves for easy comparison, while still including any alternate disclosure requested or accepted by the MSC.
18. Neither IGIM nor the Fund is in default under securities legislation in any province or territory of Canada.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation of the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Relief Sought is granted.



R.B. Bouchard
Director – Corporate Finance
The Manitoba Securities Commission