

**IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF ALBERTA AND MANITOBA**

**AND**

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

**AND**

**IN THE MATTER OF AFFILIATED COMPUTER SERVICES, INC.**

**MRRS DECISION DOCUMENT**

1. WHEREAS the Canadian securities regulatory authority or regulator (the "Decision Maker") in Alberta and Manitoba (collectively, the "Jurisdictions") received an application from Affiliated Computer Services, Inc. and its participating subsidiaries and affiliates (collectively, "ACS") for a decision under the applicable securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation to be registered to trade in a security (the "Registration Requirement") shall not apply to certain trades in securities to and by the employees and/or employee executives of ACS (the "Participants") under the Affiliated Computer Services, Inc. Employee Stock Purchase Plan (the "Plan");

2. AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Alberta Securities Commission is the principal regulator for this application;

3. AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Quebec Commission Notice 14-101;

4. AND WHEREAS the ACS has represented to the Decision Makers that:

4.1 ACS is a corporation incorporated under the laws of the State of Delaware in the United States of America (the "United States");

4.2 ACS is registered with the United States Securities and Exchange Commission under the *Securities Exchange Act of 1934*, as amended, (the "1934 Act") and is not in default of the requirements of the 1934 Act, nor is it exempt from the reporting requirements of the 1934 Act;

4.3 as of February 19, 2003, the authorized share capital of ACS consisted of 500 million Class A common shares, par value US\$0.01 per share (the "Common Shares"), 14 million Class B common shares, par value US\$0.01 per share, and three million preferred shares, of which 125,925,589 Common Shares and 6,599,372 Class B common shares were outstanding;

4.4 the Common Shares are listed and posted for trading on the New York Stock Exchange ("NYSE") and ACS is subject to the reporting obligations of the NYSE;

4.5 ACS is not in default of any of its obligations as required by the NYSE;

4.6 the Common Shares are not, nor is it intended that they will be, quoted or listed and posted for trading on any securities exchange or over-the-counter market in Canada nor are any other securities of ACS;

4.7 ACS is not, and has no present intention of becoming, a reporting issuer under the Legislation;

4.8 neither ACS nor any of its affiliates are currently registered under the Legislation of the Jurisdictions as a dealer or advisor, nor is there any intention of becoming so registered;

4.9 the board of directors of ACS (the "Board") will either administer the Plan itself or it will appoint a committee of the Board (the "Committee") to carry out certain administrative functions in respect of the Plan;

4.10 the Committee will use the services of a broker (the "Broker") registered under the applicable United States securities legislation to execute certain securities transactions under the Plan;

4.11 the Broker is not, and if replaced, the Broker will not be, registered under the Legislation as required to trade in a security;

4.12 under the Plan, the Participants will be offered the opportunity to purchase Common Shares at an amount equal to 85% of the fair market value (the "Fair Market Value") of the Common Shares as valued on the last trading day (the "Purchase Date") on or before the last business day of each calendar quarter;

4.13 currently the Fair Market Value is an amount equal to the closing price of Common Shares on the Purchase Date, which shall be:

4.13.1 if the Common Shares are listed or admitted for trading on any United States national securities exchange, the last reported sale price of Common Shares on such exchange as reported in any newspaper of general circulation;

4.13.2 if the Common Shares are quoted on NASDAQ or any similar system of automated dissemination of quotations of securities prices in common use, the mean between the closing high bid and low asked quotation for such day of the Common Shares on such system, or

4.13.3 if neither 4.14.1 or 4.14.2 is applicable, a value determined by any fair and reasonable means prescribed by the Board;

4.14 notwithstanding the foregoing, in the case of open market purchases, Fair Market Value shall mean the average price of all open market purchases on behalf of the Plan on the Purchase Date;

4.15 the Participants may invest in Common Shares by means of executing a direction to withhold or otherwise authorizing a payroll deduction on their behalf and filing such direction to withhold with the administrator of the Plan before the due date prescribed by the administrator. The aggregate amount of directed withholding for the calendar year of reference may not exceed the lesser of:

4.15.1 fifteen percent (15%) of such Participant's compensation for such calendar year (such compensation for salaried employees includes base salary, bonus and commissions, if any, and for hourly employees shall be calculated by multiplying by six the total compensation received by such employee for the most recently completed two months' work); and

4.15.2 twenty-one thousand two hundred and fifty dollars (\$21,250);

4.16 once an eligible employee, officer or director has elected to participate in the Plan, that Participant's payroll deduction authorization shall apply to all subsequent pay periods unless the Participant ceases to be an eligible employee, officer or director or the Participant changes or elects to rescind such payment authorization;

4.17 neither payroll deductions credited to a Participant's account nor a Participant's rights to acquire Common Shares or a Participant's undivided interest in the Common Shares registered in the name of the Broker may be assigned, sold, pledged or alienated except by testate or intestate succession;

4.18 the Common Shares to be used for the purposes of the Plan will be newly issued from treasury, previously issued and owned by ACS, or acquired in the open market;

4.19 the Broker shall hold in its name, or the name of its nominee, all Common Shares purchased on behalf of Participants under the Plan;

4.20 the Broker's resale of the Common Shares on behalf of Participants will be carried out on the New York Stock Exchange in accordance with the applicable rules and requirements of such exchange;

4.21 as of February 19, 2003, there were four million Common Shares reserved for issuance under the Plan of which 1,899,657 Common Shares have already been issued to Participants;

4.22 participation in the Plan is voluntary and Participants have not been, and will not be, induced to participate in the Plan or to acquire Common Shares under the Plan by expectation of employment or continued employment;

4.23 as of February 19, 2003, ACS and its participating affiliates had, in total, approximately 49 eligible employees and corporate officers resident in Canada, of which 20 Participants are currently resident in Alberta and 11 Participants are currently resident in Manitoba;

4.24 Participants currently reside in each of Alberta, Manitoba, Ontario, and British Columbia and all of the trades contemplated under the Plan that will occur in Ontario and British Columbia are exempt from the registration and prospectus requirements in Ontario and British Columbia;

4.25 as of March 18, 2003, residents of Canada held less than 10% of the number of issued and outstanding Common Shares and represent less than 10% of the number of holders of Common Shares, as shown on ACS's books and records;

4.26 ACS will provide the Participants with the same level of disclosure in respect of the Plan as provided to all other Participants. On becoming a holder of Common Shares under the Plan, such Participants will be provided with the same level of disclosure in respect of ACS as ACS provides to all other holders of Common Shares; and

4.27 no exemption is available under the Legislation from the Registration Requirement regarding the first trades of securities acquired by the Participants under the Plan in the open market;

5. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

6. AND WHEREAS 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;

7. THE DECISION of the Decision Makers under the Legislation is that the Registration Requirement will not apply to trades of Common Shares conducted through the Broker under the Plan provided that the conditions in paragraphs (a), (b), and (c) of subsection 2.14(1) of Multilateral Instrument 45-102 *Resale of Securities* are satisfied.

DATED this 23<sup>rd</sup> day of April, 2003

"original signed by"

Glenda A Campbell, Q.C., Vice-Chair

"original signed by"

Stephen R. Murison, Vice-Chair

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from the registration requirement regarding the first trade of securities acquired on the open market under a foreign issuer’s employee stock purchase plan.

Applicable Alberta Statutory Provisions

*Securities Act, R.S.A., 2000, c. S-4, subsections 75(1) and 144(1).*