

IN THE MATTER OF THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, NOVA SCOTIA, NEWFOUNDLAND,
NEW BRUNSWICK, PRINCE EDWARD ISLAND,
NORTHWEST TERRITORIES, AND YUKON TERRITORY

AND

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

AND

IN THE MATTER OF
CT INVESTMENT COUNSEL (U.S.) INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island, Northwest Territories, and Yukon Territory (the "Jurisdictions") received an application from CT Investment Counsel (U.S.) Inc. ("CTIC") and TED Asset Management Inc. ("TDAM") (collectively the "Applicants") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that CTIC and certain individuals who engage in securities-related advisory activities on behalf CTIC are not subject to the following requirement (the "Applicable Requirement") contained in the Legislation:

no person or company shall act as an advisor unless the person or company is registered as an advisor, or is registered as a partner or officer of a registered advisor and is acting on behalf of the advisor, and the registration has been made in accordance with the Legislation and the person or company has received written notice of such registration and, where the registration is subject to terms and conditions, the person or company complies with such terms and conditions;

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 Applicants have represented to the Decision Makers as follows:

1. CTIC is a corporation duly incorporated under the laws of Canada. It is a wholly-owned subsidiary of CT Financial Services Inc. ("CTFS") and an indirect subsidiary of The Toronto-Dominion Bank, CTFS has its head office in Ontario.

2. TDAM is a corporation formed from the amalgamation of CT Investment Management Group Inc. and TD Asset Management Inc. on September 30, 2000. TDAM is registered under the Legislation as an adviser in the categories of investment counsel and portfolio manager.
3. Neither CTIC nor TDAM is a reporting issuer under the Legislation of each Jurisdiction.
4. CTIC was established as a vehicle to provide financial advice to clients who are resident in the United States (the "U.S. Clients").
5. CTIC is registered as an investment advisor under section 203 of the *United States Investment Advisors Act of 1940* to carry on the business of an advisor in the United States ("U.S.").
6. Investment counselors employed by TDAM, who are registered in the appropriate advisor category under the Legislation of each relevant Jurisdiction (the "TDAM Registrants"), will act on behalf of CTIC from time to time out of the offices of either CTIC or TDAM that are located in the relevant Jurisdictions, in respect of advising U.S. Clients.
7. The U.S. Clients of CTIC will include clients of TDAM and its affiliates who have left Canada and are currently U.S. residents. They will also include U.S. residents who are neither former Canadian residents nor former clients of TDAM or its affiliates.
8. Initially, each potential U.S. Client of CTIC will be identified from a review of the TDAM records and will be asked to enter into a new advisory agreement with CTIC. Written disclosure will be provided indicating that the U.S. Client is no longer under the responsibility of TDAM. The U.S. Client will also receive the Form ADV, a form mandated under applicable U.S. securities laws, which explains the relationship between CTIC and TDAM. TDAM Registrants who are acting or will act in an advisory capacity on behalf of CTIC will have business cards and letterhead which will identify them to the U.S. Clients as working on behalf of CTIC.
9. The investment counselors who will act on behalf of CTIC will be the TDAM Registrants. Such registrants may, at the same time, carry on advisory activities on behalf of TDAM and its affiliates, in respect of clients who are resident in the relevant Jurisdictions.
10. Neither CTIC nor any individual acting on its behalf who is not registered under the Legislation of each relevant Jurisdiction will at any time advise clients resident in such Jurisdiction. U.S. Clients will be advised at the time they enter into an advisory agreement with CTIC (and periodically thereafter) that, if they return to Canada, their accounts must be transferred to TDAM or any other adviser registered under the Legislation of each relevant Jurisdiction.
11. All TDAM Registrants acting on behalf of CTIC will comply with the registration and other requirements of applicable U.S. securities laws when advising U.S. Clients.

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 that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that the Applicable Requirement does not apply to CTIC or the TDAM Registrants acting on its behalf in respect of advising U.S. Clients, provided that:

(a) CTIC and the TDAM Registrants acting on its behalf comply with the applicable registration and other requirements of U.S. securities laws; and

(b) neither CTIC nor any individual acting on its behalf who is not registered under the Legislation of each relevant Jurisdiction will at any time engage in securities-related advisory activities in respect of clients resident in such Jurisdiction.

DATED at Toronto this "27th" day of October, 2000.