

IN THE MATTER OF THE SECURITIES LEGISLATION

OF

ONTARIO, BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA,
QUEBEC, NOVA SCOTIA, NEW BRUNSWICK AND NEWFOUNDLAND

AND

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

AND

IN THE MATTER OF
FIDELITY INVESTMENTS CANADA LIMITED

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, Nova Scotia, New Brunswick and Newfoundland (the "Jurisdictions") has received an application from Fidelity Investments Canada Limited ("Fidelity") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that certain trades to be conducted by Fidelity in its capacity as a group plan administrator are not subject to the registration requirements in the Legislation;

2. 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;

3. AND WHEREAS Fidelity has represented to the Decision Maker that:

3.1 Fidelity is registered in the Jurisdictions as a mutual fund dealer;

3.2 Equifax Canada Inc. ("Equifax") is a corporation incorporated under the laws of Canada;

3.3 Equifax Inc. ("Equifax U.S.") is a corporation incorporated pursuant to the laws of the State of Georgia. Equifax is a wholly-owned subsidiary of Equifax U.S.

3.4 Fidelity is currently the administrator of The Equifax Canada Retirement Savings Program for Salaried Employees (the "Program"), comprised of an RRSP, a Spousal RRSP, an Employee Profit Sharing Plan and a Deferred Profit Sharing Plan;

3.5 Under the Program, participating employees of Equifax (or their spouses in the case of the Spousal RRSP) are permitted to invest contributions in units of one or more mutual funds managed by Fidelity (collectively, the "Fidelity Funds"). One of the Fidelity Funds currently available is the Equifax Stock Fund, a single stock mutual fund, the sole purpose of which is to hold common stock of Equifax U.S. ("Common Stock"). Participants in the Program may invest in the future of Equifax and Equifax U.S. by purchasing units of the Equifax Stock Fund;

3.6 Effective June, 2000, employees participating in the Program will be able to invest in Common Stock directly rather than through the Equifax Stock Fund or another single purpose mutual fund;

3.7 There are persons resident in each of the Jurisdictions who are eligible to participate in the Program;

3.8 Participation in the Program is voluntary and no participant will be induced to participate by expectation of employment or continued employment;

3.9 Equifax U.S. is not a reporting issuer in any of the Jurisdictions. The Common Stock is registered with the Securities and Exchange Commission in the United States of America under the *Securities Exchange Act, 1934* and Equifax U.S. is not exempt from the reporting requirements of that act pursuant to Rule 12G 3-2 made thereunder;

3.10 The Common Stock is listed and posted for trading on the New York Stock Exchange (the "Exchange");

3.11 Fidelity will conduct the following activities under the Program:

(a) receive instructions from participants to purchase or sell Common Stock;

(b) "cross" Common Stock by book entries on the accounts of participants to be maintained by Fidelity;

(c) to the extent purchases and sales of Common Stock cannot be processed through "crosses", transmit orders to purchase or sell Common Stock to dealers registered to trade in securities under the laws applicable to the jurisdiction where those purchases and sales are to be made;

(d) keep records in respect of the foregoing transactions, including handling all payments, receipts, account entries and adjustments as a result of the trades;

3.12 With the exception of "crosses" conducted by Fidelity, all purchases and sales of Common Stock under the Program will be made through the facilities of the Exchange or such other stock exchange where those shares may be listed from time to time;

3.13 Common Stock purchased by employees will immediately vest in the employees. Equifax matching contributions will vest after two years of membership in the Program or immediately upon the retirement, disability or death of an employee. In all cases, the Common Stock will be held for participants in accounts maintained by Fidelity;

3.14 Some of the trades described above are not exempt from the registration requirements of the Legislation in all of the Jurisdictions;

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

5. 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;

6. THE DECISION of the Decision Makers pursuant to the Legislation is that the intended trades by Fidelity in Common Stock on behalf of participants under the Program are exempt from the registration requirements of the Legislation, provided that:

(i) with the exception of "crosses" conducted by Fidelity, all purchases and sales of Common Stock made by Fidelity on behalf of participants under the Program will be made on the secondary market through dealers registered to trade in securities under the laws applicable to the jurisdiction where those purchases and sales are to be made; and

(ii) information documents such as plan booklets describing the Program will be available in French for participating employees resident in the Province of Quebec.

DATED at Toronto, Ontario this "21st" day of "July", 2000.