

October 6, 2006

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK,
NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR,
PRINCE-EDWARD-ISLAND, NORTHWEST
TERRITORIES, NUNAVUT AND YUKON
(the "Jurisdictions")**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS ("MRRS")**

AND

**IN THE MATTER OF
FIERA CAPITAL MANAGEMENT INC. ("Fiera")**

AND

**YMG CAPITAL MANAGEMENT INC. ("YMG")
(YMG, together with Fiera, the "Filers")**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the "Legislation") exempting the Filers from requirements of Regulation 33-109Q Respecting Registration Information and National Instrument 33-109 Registration Information (collectively, "**33-109**") so as to permit the Filers to bulk transfer to a new entity created for the Filers under the National Registration Database ("**NRD**"), the office locations and certain registered and non-registered individuals that are associated on NRD with the Filers (the "**Affected Locations and Individuals**") following the vertical short form amalgamation of the Filers under the provisions of Section 184(1) of the *Canada Business Corporations Act* (the "**CBCA**") into a new entity on October 1, 2006 (the "**Amalgamation**") to pursue each corporation's business activities under the corporate name Fiera YMG Capital Inc. ("**New Fiera**") (the "**Requested Relief**");

Under the MRRS:

a) the Autorité des marchés financiers is the principal regulator for this application, and

b) the MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 -- *Definitions* have the same meaning herein unless they are defined in this decision.

Representations

This decision is based on the following statements presented by the Filers:

Fiera

1. Founded in 2003, Fiera provides investment management services to a diverse clientele composed largely of institutional investors, mutual funds, religious congregations, foundations and private wealth portfolios. Fiera is incorporated under the CBCA. Fiera is registered in:

Alberta	as	Portfolio Manager and Investment Counsel (Exchange Contracts)
British Columbia	as	Portfolio Manager and Investment Counsel (Securities)
Saskatchewan	as	Investment Counsel and Portfolio Manager
Manitoba	as	Portfolio Manager (Securities) Adviser (Commodities)
Ontario	as	Limited Market Dealer Investment Counsel and Portfolio Manager Commodity Trading Manager
Québec	as	Adviser with an Unrestricted Practice (including derivatives)
New Brunswick	as	Portfolio Manager and Investment Counsel
Nova Scotia	as	Investment Counsel and Portfolio Manager
Newfoundland	as	Portfolio Manager and

		and Investment Manager Labrador
Prince-Edward- Island	as	Adviser -- Investment Counsel/Portfolio Manager
Northwest Territories	as	Investment Counsel and Portfolio Manager
Nunavut	as	Investment Counsel and Portfolio Manager
Yukon	as	Investment Counsel and Portfolio Manager

YMG

2. YMG (or its earliest predecessor) was founded in 1983. It provides investment management services to a diverse clientele composed largely of institutional investors, mutual funds, religious congregations, foundations and private wealth portfolios. YMG is incorporated under the CBCA. YMG is registered in:

Alberta	as	Portfolio Manager and Investment Counsel
British Columbia	as	Portfolio Manager (Securities)
Manitoba	as	Portfolio Manager
		Limited Market Dealer
Ontario	as	Investment Counsel and Portfolio Manager Commodity Trading Manager
		Adviser with an Unrestricted Practice
Québec	as	(with an exemption having a place of business in Québec)
Nova Scotia	as	Investment Counsel and Portfolio Manager
Northwest Territories	as	Investment Counsel and Portfolio Manager

Proposed Amalgamation

3. Fiera and YMG will amalgamate on or about October 1, 2006.

4. Upon the Amalgamation, all of the issued and outstanding shares in the capital of YMG, the entirety of which being held by Fiera, will be cancelled without reimbursement of capital. Furthermore, the articles of amalgamation will be identical to Fiera's constituting act. Moreover, New Fiera, the corporation resulting from the amalgamation under the corporate name Fiera YMG Capital Inc., will not make any changes among its senior executive and will not issue any shares nor any debt security at the time of the Amalgamation.

5. At the date appearing on the certificate of amalgamation, the amalgamating corporations will obviously continue their existence as one and the same corporation. This corporation will possess the rights of the amalgamating corporations and shall assume their obligations as well.

6. For the purposes of NRD, the successor registrant to Fiera and YMG shall be New Fiera.

7. Fiera and YMG are organizing the bulk transfer on NRD of all Affected Locations and Individuals to New Fiera (the "**Bulk Transfer**").

8. It would be unduly onerous and time-consuming to individually transfer all Affected Locations and Individuals to New Fiera as per the requirements set out in 33-109, having regard to the fact that there should be no change to the individuals' employment or responsibilities and that each individual to be transferred from YMG and Fiera will be transferred under the same category. Moreover, it is imperative that the transfer of the Affected Locations and Individuals occur on the same date, in order to ensure that there is no break in registration.

9. The Filers have informed their representatives that, following the amalgamation, the representatives will be employed in the same capacity by New Fiera.

10. The Amalgamation will not be contrary to the public interest and will have no negative consequences on the ability of New Fiera to comply with all applicable regulatory requirements or the ability to satisfy any obligations to clients of New Fiera.

11. Fiera and YMG, to the best of their knowledge, are not in default of any of the requirements of the Legislation of any of the Jurisdictions.

Decision

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 Requested Relief is granted, and the following requirements of the Legislation shall not apply to Fiera and YMG in respect of the Affected Locations and Individuals that will be bulk transferred from Fiera and YMG to New Fiera:

- a. the requirement to submit a notice regarding the termination of each employment, partner or agency relationship under section 4.3 of 33-109;

- b. the requirement to submit a notice regarding each individual who ceases to be a non-registered individual under section 5.2 of 33-109;
- c. the requirement to submit a registration application for each individual applying to become a registered individual under section 2.2 of 33-109;
- d. the requirement to submit a Form 33-109F4 for each non-registered individual under section 3.3 of 33-109; and
- e. the requirement under section 3.2 of 33-109 to notify the regulator of a change to the business location information in Form 33-109F3.

provided that the Filers make acceptable arrangements with CDS INC. for the payment of the costs associated with the Bulk Transfer, and make such payment in advance of the Bulk Transfer.

Executive Director, Distribution

"Nancy Chamberland", Notary