

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

AND

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

AND

**IN THE MATTER OF
iUNITS MSCI INTERNATIONAL EQUITY INDEX RSP FUND AND
BARCLAYS GLOBAL INVESTORS CANADA LIMITED**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, Prince Edward Island, New Brunswick, Newfoundland, the Yukon Territory, the Northwest Territories and Nunavut (the "Jurisdictions") received an application from the iUnits MSCI International Equity Index RSP Fund (the "Fund") and Barclays Global Investors Canada Limited ("Barclays") (together, the "Applicants") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that

(a) the registration requirement of the Legislation does not apply to Barclays and the Fund, in connection with their proposed dissemination of sales communications relating to the distribution of securities of the Fund, and

(b) in connection with the proposed distribution of securities of the Fund pursuant to a prospectus, the Fund is exempt from the requirement of the Legislation that its prospectus and any renewal thereof contain a certificate of the underwriter or underwriters who is/are in a contractual relationship with the Fund;

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

AND WHEREAS the Applicants have represented to the Decision Makers as follows:

1. The Fund is a trust established under the laws of Ontario, with Barclays as the trustee. Barclays' head office is located in Toronto, Ontario.

2. Barclays is registered in all provinces and territories, other than the Yukon Territory, as a portfolio manager and investment counsel (or the equivalent categories of registration) under the Legislation of such Jurisdictions.

3. The investment objective of the Fund is to provide long term growth in capital by replicating, to the extent possible, the performance of the MSCI Provisional EAFE Index (the "Provisional Index") initially. The Fund will ultimately be replicating, to the extent possible, the standard MSCI EAFE Index (the "Standard Index") following the change in the methodology used by the Standard Index to that used by the Provisional Index (both indices together, the "EAFE Index").

4. To achieve its investment objective, the Fund will invest primarily in exchange-traded futures contracts based on the stock market indices in countries that are included in the EAFE Index, and in high-quality short-term money market instruments. The Fund will also use forward and futures contracts to match the currency exposure of the EAFE Index, and may invest in the underlying securities of the EAFE Index, index participation units, trust units and other similar instruments.

5. The Fund will issue units of beneficial interest (the "Units"), which will confer on investors a proportionate share of economic benefits similar to those that investors could obtain through individual investments in the securities comprising the EAFE Index. The Units of the Fund are not expected to constitute "foreign property" under the *Income Tax Act* (Canada).

6. The Fund has filed a preliminary prospectus dated June 19, 2001, with all provinces and territories of Canada, in order to qualify the distribution of its Units to the public on a continuous basis. Upon issuance of a receipt for the Fund's (final) prospectus, the Fund will become a "reporting issuer" under the Legislation of each Jurisdiction where such term is applicable.

7. The Units may be purchased directly from the Fund only by one or more registered dealers or brokers who are also members of The Toronto Stock Exchange (the "Exchange") and who have entered into an underwriting agreement with the Fund (the "Underwriters"). Payment for the purchase price of the Units will be made in cash.

8. On the first day on which the Fund accepts purchase orders from the Underwriters, the price will be \$20.00 per Unit. Thereafter, Units of the Fund will be issued to the Underwriters, pursuant to purchase orders, at the Fund's net asset value (the "NAV") per Unit next determined after receipt of the purchase orders.

9. The Underwriters will not receive any fees or commissions in connection with the Fund's issuance of Units to them. Barclays may, at its discretion charge transaction and/or administration fees on the issuance of Units to the Underwriters. As trustee of the Fund, Barclays may also require the Underwriters to compensate the Fund for brokerage commissions incurred in purchasing portfolio assets with the subscription proceeds and for the impact of bid offer spreads on the value of the Fund.

10. The NAV per Unit of the Fund will be calculated and published daily.

11. The Units of the Fund will be listed and posted for trading on the Exchange.

12. Except as described in paragraph 7 above, the Units may not be purchased directly from the Fund. Investors are generally expected to purchase Units of the Fund through the facilities of the Exchange. However, Units of the Fund will be issued directly to its unitholders (the "Unitholders") upon the reinvestment of the Fund's distributions of income or capital gains.

13. Unitholders who wish to dispose of their Units may generally do so by selling such Units on the Exchange. However, a Unitholder may redeem for cash a prescribed number of Units (the "Prescribed Redemption Number") or a number of units greater than the Prescribed Redemption Number, at a redemption price per Unit equal to the NAV per Unit of the Fund on the effective redemption date. A Unitholder may also redeem for cash a number of Units that is less than the Prescribed Redemption Number, at a redemption price per Unit equal to 95% of the closing trading price of the Fund's Units on the Exchange on the effective redemption date.

14. As trustee of the Fund, Barclays will be entitled to receive from the Fund an annual fee (the "Trustee Fee") equal to 0.35% of the NAV of the Fund. Barclays will be responsible for the payment of the expenses of the Fund, except for the Trustee Fee, brokerage commissions and any withholding taxes and income taxes.

AND WHEREAS under the System, this MRRS Decision Document evidences the decisions of the Decision Makers (collectively the "Decision");

AND WHEREAS each Decision Maker is satisfied that the test contained in the Legislation that provides the Decision Maker with the authority to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that:

(a) the registration requirement of the Legislation does not apply to Barclays and the Fund, in connection with any dissemination of sales communication relating to the distribution of Units of the Fund, provided that they comply with Part 15 of National Instrument 81-102 Mutual Funds; and

(b) in connection with the proposed distribution of Units of the Fund pursuant to a prospectus, the Fund is exempt from the requirement of the Legislation that its prospectus and any renewal thereof contain a certificate of the Underwriters who are in a contractual relationship with the Fund.

August 28, 2001.

"Paul Moore"

"R. Stephen Paddon"

Headnote

Relief granted from certain provisions of securities legislation for initial and continuous distribution of securities of an exchange-traded fund - relief from registration requirement to permit the fund and its promoter to disseminate sales communication promoting the fund, subject

to compliance with Part 15 of NI 81-102 - relief granted for the fund's prospectus and any renewal thereof not to contain an underwriter's certificate.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as amended, ss. 25(1) and 59(1).

Rules Cited

National Instrument 81-102, Mutual Fund - Part 15.