

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUEBEC, NOVA SCOTIA AND NEWFOUNDLAND

AND

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

AND

IN THE MATTER OF
PRIMERICA INTERNATIONAL AGGRESSIVE GROWTH PORTFOLIO FUND

DECISION DOCUMENT

WHEREAS the Canadian securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia and Newfoundland (the "Jurisdictions") has received an application from PFSL Investments Canada Ltd. ("PFSL"), as manager and trustee of Primerica International RSP Aggressive Growth Portfolio Fund (the "Fund") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that, if applicable in a particular Jurisdiction, the following requirements and restrictions contained in the Legislation will not apply in respect of the purchase and sale by the Fund of units of AGF RSP American Growth Fund, AGF RSP European Growth Fund and AGF RSP Japan Fund (the "Underlying Funds"):

- (a) the requirements contained in the Legislation requiring the Fund and PFSL as manager to issue a news release and file a report where the aggregate holdings by the Fund of securities of an Underlying Fund exceeds 10% of the outstanding securities of the Underlying Fund and the requirements not to acquire or offer to acquire securities of the Underlying Fund pending the expiration of one business day from the date the report is filed;
- (b) the requirements contained in the Legislation prohibiting the Fund from knowingly making or holding an investment in a person or company which the mutual fund, alone or together with one or more related mutual funds, is a substantial security holder;
- (c) the requirements contained in the Legislation requiring PFSL to file a report relating to the purchase or sale of securities between the Fund and any related person or company, or any transaction in which, by arrangement other than an arrangement relating to insider trading and portfolio securities, the Fund is a joint participant with one or more of its related persons or Companies; and

AND WHEREAS the requirements and prohibitions outlined in paragraphs (a) through (c) shall be referred to in this Decision Document as the "Applicable Legislation";

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 PFSL has represented to the Decision Makers that:

1. PFSL will be the manager, trustee, exclusive distributor and registrar and transfer agent of the Fund. PFSL is a corporation incorporated under and governed by the laws of Ontario and is registered as a mutual fund dealer or equivalent under the securities legislation of each Jurisdiction. Its head office is located in Mississauga, Ontario.
2. The Fund will be an open-end mutual fund trust established under the laws of Ontario and its units will be qualified for distribution in all Jurisdictions under a simplified prospectus and annual information form (the "Prospectus"),
3. Each Underlying Fund is a mutual fund qualified under a consolidated amended and restated simplified prospectus and a consolidated amended and restated annual information form of the AGF Group of Funds, each dated July 22, 1999.
4. The Fund will directly invest its assets in the following specified percentages in units of each of the Underlying Funds; 40% in AGF RSP American Growth Fund, 40% in AGF RSP European Growth Fund and 20% in AGF RSP Japan Fund (the "Permitted Percentage"). The Permitted Percentage is subject to a variation above or below such Permitted Percentage of not more than 2.50 percentage points, all of which will be disclosed in the Prospectus.
5. The Underlying Funds in which the Fund will invest will not be changed without obtaining securityholder approval and the Permitted Percentages will not be changed except upon the filing of an amendment to the Prospectus and the provision of sixty days notice of the change to securityholders (which notice shall include a copy of the amendment).
6. Except to the extent evidenced by this Decision and the specific approvals granted by the Canadian securities administrators pursuant to National Policy Statement No. 39 ("NP 39"), the investments by the Fund in the Underlying Funds have been structured to comply with the investment restrictions of the Legislation and NP 39.
7. The Prospectus will disclose the identity and investment objectives of each Underlying Fund and disclose that there is no duplication of sales charges, redemption charges or management fees.
8. A minimal incremental management fee of 0.10% is charged to compensate PFSL for the portfolio allocation and consolidated reporting services being provided.

9. In the absence of this Decision, as soon as the aggregate holdings by the Fund of securities of each Underlying Fund exceed 10% of the outstanding securities of the Underlying Fund, PFSL and possibly the Fund, would be required to comply with the reporting and other requirements of the Legislation.

10. In the absence of this Decision, pursuant to the Legislation, the Fund is prohibited from (a) knowingly making an investment in a person or company in which the mutual fund, alone or together with one or more related mutual funds, is a substantial securityholder; and (b) knowingly holding an investment referred to in subsection (a) hereof. As a result, in the absence of this Decision, the Fund would be required to divest itself of any investments referred to in subsection (a) herein.

11. In the absence of this Decision, the Legislation would require PESL to file a report on every purchase or sale of securities of the Underlying Funds by the Fund.

12. PFSL is of the view that the requested relief is in the best interests of the Fund and represents the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund and the Underlying Funds.

AND WHEREAS pursuant to the System, this Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each Decision Maker 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 Legislation will not apply to the purchase and sale by the Fund of units of the Underlying Funds, provided that:

1. This Decision, as it relates to the jurisdiction of a Decision Maker, will terminate one year after the publication in final form of any legislation or rule of that Decision Maker dealing with matters in clause 2.04(4)(b) of NP 39.

2. This Decision shall only apply to purchases and sales by the Fund of units of the Underlying Funds made in compliance with the following conditions:

(a) the Underlying Funds' securities are offered for sale in the jurisdiction of the Decision Maker pursuant to a prospectus which has been filed with and accepted by the Decision Maker

(b) the Fund invests its assets in the Underlying Funds in accordance with the Permitted Percentages subject to a permitted deviation above or below the Permitted Percentages of not more than 2.5 percentage points, provided that any deviations above or below the Permitted Percentages of greater than 2.5 percentage points will be adjusted on the next valuation date;

- (c) the Prospectus will describe the intent of the Fund to invest, subject to the Permitted Percentages, in the Underlying Funds;
- (d) the investment by the Fund in units of the Underlying Funds is compatible with the fundamental investment objective of the Fund;
- (e) there are compatible dates for the calculation of the net asset value of the Fund and the Underlying Funds for the purpose of the issue and redemption of the units of the Underlying Funds;
- (f) when units of the Fund are purchased on a sales charge basis, no sales charges are payable by the Fund in respect of the corresponding purchases of securities of the Underlying Funds, such that there will be no duplication of sales charges;
- (g) no redemption fees or other charges are charged by the Underlying Funds in respect of the redemption by the Fund of units of the Underlying Funds owned by the Fund, except as disclosed in the Prospectus, any deferred sales charge payable will be borne solely by the redeeming unitholder such that there will be duplication of deferred sales charges;
- (h) the arrangements between or in respect of the Fund and the Underlying Funds are such as to avoid the duplication of management fees, except for the incremental management fee of 0.10% charged by the Fund to compensate PFSL for the portfolio allocation and consolidated reporting services being provided;
- (i) other than fees and charges of any sort disclosed in the Prospectus, no fees and charges of any sort are paid by the Fund or by the Underlying Funds or by the manager or principal distributor of the Fund or by any affiliate or associate of any of the foregoing entities to anyone in respect of the Fund's investment in, or redemption of, the securities of the Underlying Funds;
- (j) the particular Underlying Funds in which the Fund may invest and the allocation of the Fund's investments between equity and income (currently 100% equities), both of which are disclosed in the Prospectus, may not be changed unless and until the securityholders of the Fund have approved the change at a meeting of the securityholders of the Fund called for that purpose, an amendment to the Prospectus to reflect the change is filed with the Decision Maker and each prospective purchaser of securities of the Fund who proposes to acquire the securities following the issuance of the receipt for the amendment receives a copy of the amended Prospectus;
- (k) the Permitted Percentages that are disclosed in the Prospectus for the Fund may not be changed unless and until the Prospectus is amended to reflect the proposed change, the amendment is filed with the Decision Makers, existing securityholders of the Fund are given at least 60 days prior written notice of the proposed change, or the prior approval of the securityholders has been given for

the change in the Permitted Percentages, at a meeting of securityholders of the Fund called for that purpose and each prospective purchaser of securities of the Fund who proposes to acquire the securities following the issuance of the receipt for the amendment receives a copy of the amended Prospectus;

(l) other than a notice regarding an annual meeting of an Underlying Fund that is a company which is limited to regular business, in the event of the provision of any notice to securityholders of the Underlying Funds as required by the constating documents of the Underlying Funds or by the laws applicable to the Underlying Funds, such notice will also be delivered to the securityholders of the Fund. All voting rights attached to the securities of the Underlying Funds which are owned by the Fund will be passed through to securityholders of the Fund. In the event that a securityholders' meeting is called for the Underlying Funds, all of the disclosure and notice material prepared in connection with such meeting will be provided to the securityholders of the Fund and such securityholders will be entitled to direct a representative of the Fund to vote the Fund's holding in the Underlying Funds in accordance with their direction. The representative of the Fund will not be permitted to vote the Fund's holdings in the Underlying Funds except to the extent the securityholders of the Fund so direct. However, when an Underlying Fund that is a company holds an annual meeting of shareholders, PFSL may cause the shares of such Underlying Fund held by the Fund to be voted in favour of the proposals of management of such Underlying Fund in the case of regular business without the direction of securityholders of the Fund;

(m) the annual and semi-annual financial statements of the Fund include appropriate summary disclosure regarding each Underlying Fund in which it invests; and

(n) copies of the simplified prospectus and annual and semi-annual financial statements relating to each Underlying Fund may be obtained upon request by a securityholder of the Fund.

DATED at Toronto, Ontario this "26th" day of "November", 1999