

IN THE MATTER OF the Securities Legislation of
Manitoba, British Columbia and Alberta

AND IN THE MATTER OF the Mutual Reliance Review System
for Exemptive Relief Applications

AND IN THE MATTER OF Robert Half International Inc.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Manitoba, British Columbia and Alberta (the "Jurisdictions") has received an application from Robert Half International Inc. ("RHI" or the "Company") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that intended trades to, by, with or on behalf of employees ("Employees") of RHI or of its affiliates (collectively, the "RHI Companies") resident in the Jurisdictions (the "Canadian Employees") in shares of common stock of RHI (the "Shares") and options on Shares ("Options") in connection with RHI's StockPlus Plan and Stock Option Plan for Field Employees (the "SOP"; collectively, the StockPlus Plan and the SOP are, the "Plans") as such plans may be amended, supplemented, superceded or re-enacted from time to time, shall not be subject to the Registration Requirement and the Prospectus Requirement as each term is defined in National Instrument 14-101 (collectively, the "Registration and Prospectus Requirements");

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Manitoba Securities Commission is the principal regulator for this application;

AND WHEREAS RHI has represented to the Decision Makers as follows:

1. RHI is a corporation incorporated under the laws of the state of Delaware, is not a reporting issuer or the equivalent under the Legislation and has no present intention of becoming a reporting issuer or the equivalent under the Legislation.
2. The authorized share capital of RHI consists of 260,000,000 Shares and 5,000,000 shares of preferred stock ("Preferred Shares"). As of June 30, 2000, there were 178,737,412 Shares and no Preferred Shares issued and outstanding.
3. RHI is subject to the requirements of the Securities Exchange Act of 1934, as amended, of the United States, and the Shares are listed for trading on the New York Stock Exchange (the "NYSE").
4. Robert Half Canada, Inc. ("RH Canada") is a wholly-owned subsidiary of RHI. It is a corporation incorporated under the laws of the province of Ontario.

5. RHI Canada is not a reporting issuer or the equivalent under the Legislation of any of the Jurisdictions and has no present intention of becoming a reporting issuer or the equivalent in any of the Jurisdictions.

6. In connection with the Plans, RHI anticipates using the services of an agent (the "Agent"). The initial Agent under the Plans is anticipated to be Merrill Lynch, Pierce, Fenner & Smith Inc. ("Merrill Lynch"). Merrill Lynch is, and if replaced the Agent will be, a corporation registered under applicable U.S. securities or banking legislation and will be authorized by RHI to provide services under the Plans. Merrill Lynch is not a registrant in any of the Jurisdictions and if replaced, the Agent is not expected to be a registrant in any of the Jurisdictions.

7. The Agent's role in the Plans may include (i) assisting Canadian Employees with the exercise of Options, including cashless exercises; (ii) holding, on behalf of Canadian Employees, Shares issued by RHI upon the exercise of Options; and (iii) facilitating the resale of Shares acquired by Canadian Employees.

8. Shares offered under the Plans are registered with the Securities and Exchange Commission (the "SEC") in the United States under the Securities Act of 1933.

9. The purposes of the Plans are: (i) to improve individual Employee performance by providing long-term incentives and rewards to Employees, (ii) to assist RHI in attracting, retaining and motivating Employees with experience and ability, and (iii) to associate the interests of such Employees with those of RHI's shareholders. As of August 1, 2000, there were approximately 58 Canadian Employees resident in the Jurisdictions.

10. Participation in the Plans by Canadian Employees is voluntary and Canadian Employees have not been and will not be induced to participate in the Plans or to exercise Options granted under the Plans, by expectation of employment or continued employment with the RHI Companies.

11. Options may, in the discretion of the Company, be granted to eligible Employees.

12. At the time of the granting of an Option, persons or companies whose last address as shown on the books of the Company was in Canada did or will not hold more than 10% of the outstanding Shares and did or will not represent in number more than 10% of the total number of holders of Shares.

13. The disclosure material that RHI is required to file with the SEC or Canadianized versions of these materials, will be provided or made available upon request to Canadian Employees who are granted Options under the Plans, at the same time, and in the same manner, as such materials are provided or made available upon request to U.S. resident Employees participating in the Plans.

14. An exemption from the Registration and Prospectus Requirements is not available in all of the Jurisdictions for (i) the exercise of Options by Canadian Employees through the Agent; (ii) the issuance of Shares to the Agent on behalf of Canadian Employees; (iii) the withholding of Shares by the Agent in payment of withholding taxes or other exercise costs; (iv) the delivery of

Shares by the Agent to Canadian Employees upon a withdrawal of such Shares from the custody of the Agent; and (v) first trades in Shares obtained under the Plans made by Canadian Employees through the Agent (collectively, the "Trades").

15. Because there is no market for the Shares in Canada and none is expected to develop, it is expected that the resale by Canadian Employees of the Shares acquired under the Plans will be effected through the facilities of, and in accordance with the rules and laws applicable to, a stock exchange or organized market outside of Canada on which the Shares may be listed or quoted for trading.

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 Registration and Prospectus Requirements shall not apply to the Trades, provided that the first trade of Shares acquired by a Canadian Employee pursuant to the Plans shall be a distribution or primary distribution to the public unless such first trade is executed through the facilities of a stock exchange or organized market located outside of Canada on which the Shares may be listed or quoted for trading or on the Nasdaq Stock Market.

DATED at Winnipeg, Manitoba, this "29th" day of September, 2000.

"Douglas R. Brown"

Douglas R. Brown, Director