

IN THE MATTER OF THE CANADIAN SECURITIES LEGISLATION
OF
MANITOBA, NEW BRUNSWICK, NEWFOUNDLAND,
NUNAVUT, PRINCE EDWARD ISLAND, Québec,
THE NORTHWEST TERRITORIES AND YUKON

AND

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

AND

IN THE MATTER OF
STANDARD LIFE TRUST COMPANY

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces and territories of Canada except Alberta, British Columbia, Nova Scotia, Ontario and Saskatchewan (collectively, the "Jurisdictions") has received an application from Standard Life Trust Company ("SLTC") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that certain trades in connection with "Fund Plans" (hereinafter defined) are not subject to the registration requirements in the Legislation nor to the prospectus requirements in the Legislation in respect of cross-trades by SLTC or its affiliates to net buy and sell orders from Employees and Fund Employees;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Commission des Valeurs mobilières du Québec (the "CVMQ") is the principal regulator for this application;

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Québec Commission Notice 14-101;

AND WHEREAS a MRRS Decision Document has been rendered on November 6, 2001 by the CVMQ as principal jurisdiction on behalf of the Jurisdictions which provided automatic regulatory relief in connection with the same types of trades of securities conducted by SLTC or by other subsidiaries of Standard Life when administering "Plans" of corporate bodies and their affiliates (the "Initial Decision");

AND WHEREAS SLTC has represented in regard to the Initial Decision to the Decision Maker that:

1. SLTC is a federally regulated trust company.

2. SLTC is a wholly-owned subsidiary of The Standard Life Assurance Company ("Standard Life"), an insurance company constituted under the *Insurance Companies Act* of Canada, and will administer a number of group savings plans sponsored by employers for their employees (the "Plans"). The Plans will be listed on the schedule attached hereto which SLTC may update from time to time by filing amendments with the Decision Makers.

3. Under the Plans, SLTC would like to be able to allow employees or consultants (as defined herein) of an issuer or its affiliates (the "Employees") to invest in common stock (the "Common Stock") of their respective issuer-employer (the "Employers"). A "consultant" means, for an Employer, an individual that (a) is engaged to provide on a bona fide basis consulting, technical, management or other services to the Employer or to an affiliate of the Employer under a written contract between the Employer or the affiliate and the individual or a company or partnership of which the individual is a shareholder, partner or employee, and (b) in the reasonable opinion of the Employer, spends or will spend a significant amount of time and attention on the affairs and business of the Employer or an affiliate of the Employer.

4. Employees will be resident in all provinces and territories of Canada.

5. The Common Stock will be listed and posted for trading on a stock exchange or organized market (the "Exchange") in Canada, the United States or the United Kingdom. Exchanges include The Toronto Stock Exchange or the TSX Venture Exchange.

6. SLTC will conventionally conduct or will cause one or more of affiliates to conduct the following activities under the proposed Plans:

(a) accept instructions from Employees to buy or sell Common Stock;

(b) transmit orders to buy or sell Common Stock to dealers registered to trade in securities under the laws applicable to the jurisdiction where those trades are to be carried out;

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

(d) "cross" shares by book entries (i.e. where one Employee wishes to sell and another to buy Common Stock of the same issuer, to make appropriate entries in their respective plan accounts).

7. SLTC will at all times be responsible for the administration of the Plans.

8. The Common Stock is registered with the applicable securities regulator and is publicly traded on the applicable Exchange. The Employers will not be exempt from reporting requirements of the relevant Exchange.

9. Under the Plans, only Employees of the relevant Employers will be eligible to purchase Common Stock pursuant to the Plans. Participation is voluntary and Employees are not required

to purchase Common Stock nor are they induced to purchase Common Stock by expectation of employment or continued employment.

10. Administration of the Plans will involve dealing with a large number of Employees' securities accounts, taking telephone, internet and/or written instructions from Employees to purchase or sell Common Stock and ensuring appropriate records are kept and statements issued. SLTC or its affiliates have experience in all of these areas because of SLTC's experience as a trust company and they are therefore better equipped to carry out the administration of the Plans than the Employers themselves.

AND WHEREAS in the Initial Decision the Decision Makers pursuant to the Legislation have ruled that registration under the Legislation is not required with respect to trades under the Plans provided that :

(a) in connection with the administration of the Plans, SLTC limits its activities to those activities described in the Initial Decision;

(b) the purchase and sale of Common Stock under the Plans is made through an Exchange in accordance with the laws and rules applicable to the Exchange; and

(c) SLTC will not provide any advice concerning the decision to purchase or sell Common Stock under the Plans.

AND WHEREAS SLTC has further represented to the Decision Maker that:

1. SLTC will administer a number of group savings plans sponsored by employers for their employees within business structures comprising trusts, partnerships and/or limited partnerships (the "Fund Plans"). The Fund Plans will be listed on the schedule attached hereto which SLTC may update from time to time by filing amendments with the Decision Makers.

2. Under the Fund Plans, SLTC would like to be able to allow employees or consultants (as defined herein) of an issuer, its affiliates or its associates (the "Fund Employees") to invest in units (the "Units") of their respective issuer-employer (the "Fund Employers"). A "consultant" means, for a Fund Employer, an individual that (a) is engaged to provide on a *bona fide* basis consulting, technical, management or other services to the Fund Employer, to an affiliate or to an associate of the Fund Employer under a written contract between the Fund Employer, the affiliate or the associate and the individual or a company or partnership or a trust of which the individual is a shareholder, partner or employee, and (b) in the reasonable opinion of the Fund Employer, spends or will spend a significant amount of time and attention on the affairs and business of the Fund Employer, an affiliate or an associate of the Fund Employer.

3. Fund Employees will be resident in all provinces and territories of Canada.

4. The Units will be listed and posted on an Exchange in Canada, the United States or the United Kingdom. Exchanges include the Toronto Stock Exchange or the TSX Venture Exchange.

5. SLTC will conventionally conduct or will cause one or more of affiliates to conduct the following activities under the proposed Fund Plans:

- (a) accept instructions from Fund Employees to buy or sell Units;
- (b) transmit orders to buy or sell Units to dealers registered to trade in securities under the laws applicable to the jurisdiction where those trades are to be carried out;
- (c) keep records in respect of the foregoing, including handling all payments, receipts, account entries and adjustments as a result of the trades; and
- (d) "cross" units by book entries (i.e. where one Fund Employee wishes to sell and another to buy Units of the same issuer, to make appropriate entries in their respective plan accounts).

6. SLTC will at all times be responsible for the administration of the Fund Plans.

7. The Units will be qualified with the applicable securities regulator for sale to the public in Canada and will be publicly traded on the applicable Exchange. The issuer of Units will not be exempt from the reporting requirements of the relevant Exchange.

8. Under the Fund Plans, only Fund Employees of the relevant Fund Employers will be eligible to purchase Units pursuant to the Fund Plans. Participation is voluntary and Fund Employees will not be required to purchase Units nor will they be induced to purchase Units by expectation of employment or continued employment.

9. Administration of the Fund Plans will involve dealing with a large number of Fund Employees' securities accounts, taking telephone, internet and/or written instructions from Fund Employees to purchase or sell Units and ensuring appropriate records are kept and statements issued. SLTC or its affiliates have experience in all of these areas because of SLTC's experience as a trust company and they are therefore better equipped to carry out the administration of the Fund Plans than the Fund Employers themselves.

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

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;

AND WHEREAS SLTC wishes with this Decision to incorporate the Initial Decision into, and replace it by this Decision in order to provide SLTC with a seamless blanket order covering group savings plans involving both Plans and Fund Plans.

THE DECISIONS of the Decision Makers under the Legislation is that the requirement contained in the Legislation for registration in respect of trades under the Plans and the Fund Plans as well as, except as regards the Decision Maker of Québec, for the filing of a prospectus in respect of internal cross-trades by SLTC or its affiliates to net buy and sell orders by Employees and Fund Employees, is not required provided that:

- (a) in connection with the administration of the Plans and the Fund Plans, SLTC limits its activities to those activities described in the Decision;
- (b) the purchase and sale of Common Stock under the Plans and of Units under the Fund Plans is made through an Exchange in accordance with the laws and rules applicable to the Exchange;
- (c) SLTC will not provide any advice concerning the decision to purchase or sell Common Stock under the Plans and of Units under the Fund Plans;
- (d) SLTC agrees to have its trust activity associated with the dealer exemption subject to inspection, if necessary; and
- (e) SLTC will inform the regulatory authorities every six months of the existence of any new plan.

This exemption is valid for a period of two years from the date of the ruling.

DATED at Montreal, Quebec, this 21th day of November, 2003.

Jean Lorrain
Directeur de l'encadrement des intermédiaires

SCHEDULE

In the Decision, the following group savings plans constitute "Plans" or "Fund Plans":

PLANS

CAE Inc.
Coca-Cola Enterprises Inc.
GlaxoSmithKline plc

FUND PLANS