

## **Headnote**

Mutual Reliance Review System for Exemptive Relief Applications -- reporting issuer an indirect subsidiary of a publicly held income fund -- reporting issuer principle borrowing entity for fund -- reporting issuer exempt from requirements contained in National Instrument 51-102 Continuous Disclosure Obligations provided that, among other things, the business of the reporting issuer remains the same as the business of the fund and that the fund does not hold a material interest in a business other than the reporting issuer and its subsidiaries -- insiders of reporting issuer exempt from insider reporting requirements, subject to conditions -- issuer exempt from requirements to file annual certificates and interim certificates under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, subject to conditions.

## **Applicable Ontario Statutory Provisions**

Securities Act, R.S.O. 1990, c. S.5, as am., s. 121(2)(a)(ii).

National Instrument 51-102 Continuous Disclosure Obligations, ss. 13.1, 13.4.

National Instrument 55-102 System for Electronic Disclosure by Insiders, s. 6.1.

Multilateral Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings, s. 4.5.

**May 10, 2007**

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

**AND**

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

**AND**

**IN THE MATTER OF  
YELLOW PAGES INCOME FUND (the "Fund")**

AND

**YPG HOLDINGS INC. ("YPG Holdings")  
(collectively, 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 each of the Jurisdictions (the "Legislation") granting to YPG Holdings, subject to certain terms and conditions, an exemption from the following requirements:

(A) the continuous disclosure requirements contained in the Legislation, including requirements under National Instrument 51-102 - *Continuous Disclosure Obligations* (the "Continuous Disclosure Requirements")

(B) the certification requirements contained in Multilateral Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* (the "Certification Requirements"); and

to the insiders of YPG Holdings, subject to certain terms and conditions, an exemption from:

(C) the insider reporting requirements and the requirement to file an insider profile under National Instrument 55-102 -- *System for Electronic Disclosure by Insiders* (SEDI) in respect of its securities (collectively, the "Insider Reporting Requirements").

Under the Mutual Reliance Review System for Exemptive Relief Applications:

a) the *Autorité des Marchés Financiers* is the principal regulator for this application; and

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

**Interpretation**

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision. References in this decision to "fully diluted basis" mean assuming the exercise of any outstanding exchange rights, conversion rights, options or other similar rights in respect of the securities of the Fund, YPG Trust, YPG LP, YPG General Partner Inc. ("YPG GP") or YPG Holdings or any of its subsidiaries.

**Representations**

This decision is based on the following facts represented by the Filers:

1. The Fund is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated June 25, 2003 (as amended on July 24, 2003, July 30, 2003 and May 10, 2005) (the "Fund Declaration of Trust").
  2. The Fund Declaration of Trust provides that the operations and activities of the Fund are restricted to:
    - a) investing in securities issued by YPG Trust;
    - b) temporarily holding cash in interest-bearing accounts, short-term government debt or short-term investment grade corporate debt for the purposes of paying the expenses and liabilities of the Fund, paying amounts payable by the Fund in connection with the redemption of units or other securities of the Fund and making distributions to unitholders;
    - c) issuing units or securities convertible into units (i) for cash, (ii) in satisfaction of any non-cash distribution, (iii) in order to acquire securities, (iv) pursuant to any distribution reinvestment plans, incentive option plans or other compensation plans, if any, established by the Fund; or (v) under the Liquidity Agreements (as such term is defined in the Fund's prospectus dated July 24, 2003);
    - d) issuing debt securities;
    - e) guaranteeing the payment of any indebtedness, liability or obligation of YPG LP, YPG Holdings or Yellow Pages Group Co. ("YPG Co.") or the performance of any obligation of any of them, and mortgaging, pledging, charging, granting a security interest in or otherwise encumbering all or any part of its assets as security for such guarantee, and subordinating its rights under the notes of YPG Trust (the "Trust Notes") to other indebtedness;
    - f) disposing of any part of the assets of the Fund;
    - g) issuing rights and units pursuant to any unitholder rights plan adopted by the Fund;
    - h) purchasing securities pursuant to any issuer bid made by the Fund;
    - i) satisfying the obligations, liabilities or indebtedness of the Fund;
- and

j) undertaking all other usual and customary actions for the conduct of the activities of the Fund in the ordinary course as are approved by the trustees of the Fund from time to time, or as are contemplated by the Fund Declaration of Trust.

3. The Fund holds all of the issued and outstanding units of YPG Trust (the "Trust Units") and the Trust Notes.

4. YPG Trust is an unincorporated open-ended limited purpose trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated July 24, 2003 (as amended on July 30, 2003 and on May 10, 2005) (the "YPG Trust Declaration of Trust").

5. The YPG Trust Declaration of Trust, provides that the operations and activities of YPG Trust are restricted to:

a) investing in securities, including those issued by YPG LP and YPG GP;

b) issuing Trust Units;

c) issuing debt securities, including the Trust Notes;

d) redeeming Trust Units;

e) purchasing securities issued by YPG Trust;

f) guaranteeing the obligations of YPG LP, or any affiliate of the YPG Trust or YPG LP pursuant to any good faith debt for borrowed money incurred by YPG LP or the affiliate, as the case may be, and pledging securities held by YPG Trust, YPG LP or any such affiliate, as security for such guarantee; and

g) satisfying the obligations, liabilities or indebtedness of YPG Trust.

6. On a fully diluted basis, YPG Trust and, indirectly, the Fund hold 100% of the outstanding limited partnership units of YPG LP and 100% of the outstanding shares of YPG GP.

7. The Fund, YPG Trust and YPG LP have no other independent business operations, interests in other businesses or material assets other than their direct or indirect investment in YPG Holdings and its subsidiaries.

8. YPG Co. is Canada's largest telephone directories publisher and the exclusive owner of the Yellow Pages™, Pages Jaunes™ and Walking Fingers &

Design™ trademarks in Canada. YPG Co. also operates the leading online directories in Canada, YellowPages.ca™ (and its French equivalent, PagesJaunes.ca™), Canada411.ca, CanadaTollFree.ca, SuperPages.ca and the CanadaPlus.ca group of city sites. YPG Co. is the official publisher of Bell Canada's directories in Canada. YPG Co. is also the official publisher of TELUS Communications Inc. and MTS Allstream Inc. directories, as well as a number of other incumbent telephone company directories. In addition, Trader Corporation, a subsidiary of YPG Holdings, is a leading publisher of vertical publications and web sites in Canada. Trader Corporation resulted from the amalgamation of Trader Media Corp. (which was acquired in February 2006) and Classified Media (Canada) Holdings Inc. (which was acquired in June 2006).

9. On February 19, 2007, YPG Co. entered into a binding memorandum of understanding with Bell Aliant Regional Communications Inc. which provides for, among other things, the acquisition of the remaining 87.14% interest in the directories business owned by Aliant Directory Services and of the assets, properties and undertakings related thereto for consideration payable in cash. YPG Co. is currently the managing partner, with a 12.86% partnership interest, of Aliant Directory Services. Closing of this acquisition is anticipated to occur in late April 2007. Aliant Directory Services is the incumbent telephone directories publisher in the four Atlantic provinces of Canada.

10. YPG LP is a limited partnership existing under the laws of the Province of Manitoba pursuant to an amended and restated limited partnership agreement dated February 14, 2006.

11. On a fully diluted basis, YPG LP holds 100% of YPG Holdings which in turn holds 100% of YPG Co. and Trader Corporation.

12. In February 2006, YPG Holdings acquired a 100% interest in Trader Media Corp. from Fraser Francis Limited for total purchase price consideration payable in cash and limited partnership units of YPG LP representing approximately 4% of the then issued and outstanding limited partnership units of YPG LP. The limited partnership units of YPG LP issued as consideration for the acquisition of Trader Media Corp. are exchangeable into units of the Fund at the option of the holder thereof or at the option of the Fund, subject to certain terms and conditions. 1285464 Alberta Inc. currently holds approximately 3% of the issued and outstanding limited partnership units of YPG LP.

13. As a result, on a fully diluted basis, following the closing of the acquisition of Trader Media Corp. in February 2006, YPG Holdings held, and continues to hold, 100% of Trader Corporation (the successor corporation of Trader Media Corp.).

14. YPG Holdings is a corporation organized and subsisting under the laws of Canada, having its principal office in Montreal, Québec.

15. YPG Holdings operates as a holding company and its principal asset is its interest in YPG Co. and Trader Corporation. Immediately following the issuance of the Series 1 Preferred Shares (as defined below), YPG Holdings' authorized share capital will consist of an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares and an unlimited number of First Preferred Shares, issuable in series.

16. YPG Holdings is the principal borrowing entity within the Fund structure and has approximately \$1.3 billion of credit facilities in place involving major Canadian chartered banks. In November 2005, YPG Holdings updated and increased the size of its commercial paper program (the "YPG Holdings Commercial Paper Program") based on an authorized limit of \$500 million. Debt securities issued under the YPG Holdings Commercial Paper Program are in all cases issued pursuant to the prospectus and registration exemptions for short-term debt set forth in section 2.35 of National Instrument 45-106 -- *Prospectus and Registration Exemptions*.

17. The Fund is a reporting issuer, or the equivalent thereof, in each of the Jurisdictions which has such a concept, since July 25, 2003.

18. The Fund is eligible to file short form prospectuses since September 29, 2003. Currently, the global market value of the units of the Fund listed on the Toronto Stock Exchange ("TSX") is approximately \$7.0 billion.

19. On April 8, 2004, YPG Holdings became a reporting issuer, or the equivalent thereof, in each of the Jurisdictions which has such a concept upon the filing of a final short form base shelf prospectus (the "First Shelf Prospectus") qualifying the distribution of up to \$1 billion of medium term notes (the "First Notes") of YPG Holdings. On March 11, 2005, YPG Holdings filed a short form base shelf prospectus jointly with the Fund (the "Second Shelf Prospectus") qualifying the distribution of up to \$3 billion of securities of the Fund and YPG Holdings, including medium term notes of YPG Holdings (the "Second Notes"). On May 8, 2006, YPG Holdings filed a short form base shelf prospectus jointly with the Fund (the "Third Shelf Prospectus", and together with the First Shelf Prospectus and the Second Shelf Prospectus, the "Shelf Prospectus") qualifying the distribution of up to \$1.5 billion of securities of the Fund and YPG Holdings, including medium term notes of YPG Holdings (the "Third Notes", and together with the First Notes and Second Notes, the "Notes"). The Notes are issued under a trust indenture entered into between YPG Holdings, CIBC Mellon Trust Company, as trustee, and the Fund, YPG Trust, YPG LP, YPG Co. and other subsidiaries, as guarantors.

20. The Notes are non-convertible and constitute direct unsecured obligations of YPG Holdings and rank pari passu with all other unsecured indebtedness and obligations of YPG Holdings. The Notes are fully and unconditionally guaranteed by the Fund, YPG Trust, YPG LP and YPG Co. as to payment of principal,

premium and interest, the whole in compliance with the terms of the Notes or an agreement governing the rights of the holders of Notes.

21. The Shelf Prospectus provide disclosure with respect to the guarantees granted by each of the Fund, YPG Trust, YPG LP and YPG Co., as the case may be, in connection with the Notes and each of the Fund, the Trust, YPG LP and YPG Co., as the case may be, executed a certificate to the Shelf Prospectus in their capacity as guarantors. In accordance with National Instrument 44-101 - *Short Form Prospectus Distributions* ("NI 44-101") and National Instrument 44-102 - *Shelf Distributions*, the Shelf Prospectus provide disclosure with respect to the consolidated business and operations of the Fund and incorporate by reference the required disclosure documents of the Fund.

22. The Notes have been assigned ratings of BBB (high) (with a stable trend) by Dominion Bond Rating Service Limited and BBB- (with a stable outlook) by Standard & Poor's Ratings Services. The rating of BBB (high) by Dominion Bond Rating Service Limited is an approved rating under NI44-101.

23. The Notes are not listed on any securities exchange.

24. On April 21, 2004, YPG Holdings completed the issuance of two series of Notes under the First Shelf Prospectus for an aggregate principal amount of \$750 million. On November 18, 2004, YPG Holdings completed the issuance of a series of Notes under the First Shelf Prospectus for a principal amount of \$250 million. On November 23, 2005, YPG Holdings completed the issuance of two series of Notes under the Second Shelf Prospectus for an aggregate principal amount of \$800 million. On February 27, 2006, YPG Holdings completed the issuance of two series of Notes under the Second Shelf Prospectus for an aggregate principal amount of \$250 million.

25. On July 6, 2006, YPG Holdings completed the issuance of exchangeable unsecured subordinated debentures (the "Exchangeable Debentures") under the Third Shelf Prospectus for an aggregate principal amount of \$300 million. The Exchangeable Debentures are fully and unconditionally guaranteed by the Fund, YPG Trust, YPG LP and YPG Co. as to payment of principal, premium and interest, the whole in compliance with the terms of the Exchangeable Debentures or an agreement governing the rights of the holders of Exchangeable Debentures. The Exchangeable Debentures are exchangeable at any time, at the option of the holder, for units of the Fund at an exchange price of \$20.00 per Fund unit (being an exchange ratio of 50 Fund units per \$1,000 principal amount of Exchangeable Debentures), subject to adjustment in accordance with the terms of the trust indenture governing the terms of the Exchangeable Debentures. The Exchangeable Debentures are redeemable at par at the option of YPG Holdings after August 1, 2009, subject to certain restrictions. The Exchangeable Debentures also provide YPG Holdings with the option to repay the principal and interest

with units of the Fund. The Exchangeable Debentures are listed on the TSX under the symbol "YPG.DB".

26. The Exchangeable Debentures have been assigned ratings of BBB (with a stable trend) by Dominion Bond Rating Service Limited and BB+ by Standard & Poor's Ratings Services. The rating of BBB by Dominion Bond Rating Service Limited is an approved rating under NI 44-101.

27. On February 21, 2007, YPG Holdings filed a preliminary short form prospectus for the offering (the "Preferred Share Offering") on a bought deal basis of 12 million 4.25% cumulative redeemable first preferred shares, series 1 (the "Series 1 Preferred Shares") for aggregate gross proceeds of \$300 million. The completion of the Preferred Share Offering took place on March 6, 2007. In accordance with NI 44-101 the prospectus for the Preferred Share Offering provides disclosure with respect to the consolidated business and operations of the Fund and incorporate by reference the required disclosure documents of the Fund.

28. The Series 1 Preferred Shares are fully and unconditionally guaranteed by the Fund as to payment of dividends, as and when declared, and payment of amounts due on redemption or retraction of the Series 1 Preferred Shares and liquidation, dissolution or winding up of YPG Holdings.

29. YPG Holdings has applied for the listing of the Series 1 Preferred Shares on the TSX. Listing will be subject to YPG Holdings fulfilling all the listing requirements of the TSX.

30. After announcement of the Preferred Share Offering, Standard & Poor's Ratings Services assigned a rating of P-3 for the Series 1 Preferred Shares and Dominion Bond Rating Service Limited assigned a rating of Pfd-3 (high) for the Series 1 Preferred Shares. The ratings of P-3 by Standard & Poor's Ratings Services and Pfd-3 (high) by Dominion Bond Rating Service Limited are approved ratings under NI 44-101.

31. Immediately following the issuance of the Series 1 Preferred Shares, the issued and outstanding capital of YPG Holdings consists of the Series 1 Preferred Shares, Class A Common Shares and Class B Common Shares.

32. The Series 1 Preferred Shares rank senior to the Class A Common Shares and Class B Common Shares of YPG Holdings and rank *pari passu* with each other and all other series of cumulative redeemable first preferred shares of YPG Holdings ("First Preferred Shares") with respect to the payment of dividends and the distribution of the assets of YPG Holdings on the liquidation, dissolution or winding up of YPG Holdings.

33. The holders of First Preferred Shares do not have the right to receive notice of, attend, or vote at any meeting of shareholders except (i) for a meeting called



for the purpose of authorizing the dissolution of YPG Holdings or the sale, lease or exchange of all or substantially all of its property, other than in the ordinary course of business of YPG Holdings, (ii) as required by law or as may be required by an order of a court of competent jurisdiction, or (iii) as required to modify the rights, privileges, restrictions and conditions attached to the First Preferred Shares as a class or as a series as provided in the *Canada Business Corporations Act*.

34. The holders of the Series 1 Preferred Shares will not be entitled (except as otherwise provided by law or in the conditions attaching to the First Preferred Shares as a class) to receive notice of, attend, or vote at, any meeting of shareholders of YPG Holdings, for greater certainty, including at any meeting relating to a proposal to effect an exchange of the Series 1 Preferred Shares by way of an amalgamation or plan of arrangement involving YPG Holdings provided that the rights, privileges, restrictions and conditions of the Series 1 Preferred Shares are not removed or changed and provided that no class of shares of YPG Holdings superior to the Series 1 Preferred Shares is created or are otherwise negatively impacted, unless and until YPG Holdings shall have failed to pay eight quarterly dividends on the Series 1 Preferred Shares, whether or not consecutive and whether or not such dividends have been declared. In that event, and for only so long as any such dividends remain in arrears, the holders of the Series 1 Preferred Shares will be entitled to receive notice of and to attend each meeting of YPG Holdings' shareholders other than any meetings at which only holders of another specified class or series are entitled to vote, and, except when the vote of the holders of shares of any other class or series is to be taken separately and as a class or series, to vote together with all of the voting shares of YPG Holdings on the basis of one vote for each Series 1 Preferred Share held.

35. On and after March 31, 2012, YPG Holdings might, at its option, redeem for cash the Series 1 Preferred Shares, in whole or in part, upon payment of the specified redemption price. In addition, the Series 1 Preferred Shares will be redeemable at the option of YPG Holdings on or after March 31, 2007 upon payment of the specified redemption price, provided that any redemption prior to March 31, 2012 shall be made for all of the then outstanding Series 1 Preferred Shares and shall be limited to circumstances in which Series 1 Preferred Shares are entitled to vote separately as a class or series by law or court order.

36. On and after March 31, 2012 and prior to December 31, 2012, YPG Holdings might, at its option, subject, if required, to regulatory approvals, exchange (at the specified exchange ratio) the outstanding Series 1 Preferred Shares, in whole or in part, into freely-tradable units of the Fund or into freely tradable securities (the "New Tradable Securities") of a publicly-listed entity successor to the Fund pursuant to a corporate reorganization. In addition, the Series 1 Preferred Shares will be exchangeable (at the specified exchange ratio) at the option of YPG Holdings, in whole or in part, into units of the Fund or New Tradable Securities on or after March 31, 2007, provided that any exchange prior to March 31, 2012

shall be limited to circumstances in which the Series 1 Preferred Shares are entitled to vote separately as a class or series by law or court order.

37. On and after December 31, 2012, a holder of Series 1 Preferred Shares might require YPG Holdings to redeem such Series 1 Preferred Shares for a cash price of \$25.00 per Series 1 Preferred Share, together with any accrued and unpaid dividends.

38. As a reporting issuer or the equivalent thereof, in each of the Jurisdictions which has such a concept, the Fund must, pursuant to the Continuous Disclosure Requirements, file and, where applicable, send to its securityholders, audited comparative annual financial statements, unaudited interim financial statements and MD&A relating to its annual and interim financial statements. YPG Holdings' financial results are included in the consolidated financial statements of the Fund.

39. The business of YPG Holdings is the same as the business of the Fund, in that the Fund does not hold a material interest, whether directly or indirectly, in a business other than YPG Holdings and its subsidiaries, and the financial results of YPG Holdings and its subsidiaries are included in the consolidated financial statements of the Fund. As a result, information regarding the affairs and financial condition of the Fund is meaningful to holders of YPG Holdings' securities and it is appropriate that the Fund's financial statements and certification filings under MI 52-109 be available to such security holders of YPG Holdings in lieu of the financial statements and certification filings of YPG Holdings.

40. The Fund and YPG Holdings are not in default of any requirement under the Legislation.

## **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 under the Legislation (except in respect of the Northwest Territories) is to exempt YPG Holdings from the Continuous Disclosure Requirements, provided that:

a) the business of YPG Holdings continues to be the same as the business of the Fund, in that the Fund does not hold a material interest, whether directly or indirectly, in a business other than YPG Holdings and its subsidiaries;

b) the Fund remains (i) a reporting issuer or the equivalent thereof in each of the Jurisdictions which has such a concept and (ii) an electronic filer pursuant to National Instrument 13-101 - *System for Electronic Document Analysis and Retrieval (SEDAR)*;

c) the Fund continues to comply with the Continuous Disclosure Requirements and to file with the Decision Makers all documents required to be filed under the Legislation;

d) the Fund continues to comply with the rules of the TSX or any other organized market or exchange on which the units of the Fund are listed;

e) all audited annual comparative financial statements and interim comparative financial statements filed by the Fund under the Legislation are prepared on a consolidated basis in accordance with Canadian generally accepted accounting principles or such other standards as may be permitted under the Legislation from time to time;

f) on a fully diluted basis, the Fund remains the direct or indirect beneficial owner of 100% of the issued and outstanding voting securities of YPG Holdings;

g) the Fund continues to fully and unconditionally guarantee the Notes, Exchangeable Debentures and First Preferred Shares as to the payments required to be made by YPG Holdings to the holders of the Notes, Exchangeable Debentures and First Preferred Shares, respectively;

h) YPG Holdings does not distribute additional securities other than: (i) the Notes, Exchangeable Debentures or other debt securities contemplated by paragraph i) below; (ii) the First Preferred Shares or other preferred shares contemplated by paragraph i) below; (iii) to the Fund or to entities that, on a fully diluted basis, are wholly-owned, directly or indirectly, by the Fund, (iv) debt securities under the YPG Holdings Commercial Paper Program; (v) options issued to participants of YPG Holdings' stock purchase and option plan for employees of YPG Holdings and its subsidiaries and the issuance of shares of YPG Holdings upon the exercise of such options (such shares which are in turn automatically exchangeable for units of the Fund pursuant to contractual arrangements with the Fund) or (vi) for greater certainty, any inter-company or bank indebtedness;

i) if YPG Holdings hereafter distributes additional debt securities or preferred shares (other than (i) debt securities or preferred shares that are issued to the Fund or to entities that, on a fully diluted basis, are wholly-owned, directly or indirectly, by the Fund, (ii) debt securities under YPG Holdings Commercial Paper Program or (iii) for greater certainty, any inter-company or bank indebtedness), the Fund shall fully and unconditionally guarantee such debt securities or preferred shares, as the case may be, as to the payments required to be made by YPG Holdings to the holders of such debt securities or preferred shares;

j) if YPG Holdings issues non-convertible debt securities, YPG Holdings concurrently sends to all holders of such securities, in the manner and at the time required by the Legislation and any marketplace on which securities of the Fund

are listed or quoted, all disclosure materials that are sent by the Fund to holders of any non-convertible debt securities of the Fund;

k) if YPG Holdings issues convertible debt securities, YPG Holdings concurrently sends to all holders of such securities, in the manner and at the time required by the Legislation and any marketplace on which securities of the Fund are listed or quoted, all disclosure materials that are sent by the Fund to holders of any convertible debt securities of the Fund;

l) if YPG Holdings issues preferred shares, YPG Holdings concurrently sends to all holders of such preferred shares, in the manner and at the time required by the Legislation and any marketplace on which securities of the Fund are listed or quoted, all disclosure materials that are sent by the Fund to holders of any preferred units of the Fund;

m) if there is a material change in the affairs of YPG Holdings that is not a material change in respect of the Fund, YPG Holdings will comply with the requirements of the Legislation to issue a press release and file a material change report with the Decision Makers notwithstanding that the change may not be a material change in respect of the Fund;

n) the documents required to be filed by the Fund with the Decision Makers under the Legislation will be filed under each of the Fund's and YPG Holdings' SEDAR profiles within the time limits and in accordance with applicable fees required by the Legislation for the filing of such documents; and

o) YPG Holdings files a notice in its SEDAR profile stating that (i) it has been granted relief from continuous disclosure obligations under the Legislation pursuant to a decision of the Decision Makers, subject to the conditions set forth in such decision; (ii) that investors should refer to the continuous disclosure documents filed by the Fund; and (iii) that such continuous disclosure documents of the Fund are also available in the SEDAR profile of YPG Holdings;

The further decision of the Decision Makers under the Legislation is that the Certification Requirements shall not apply to YPG Holdings for so long as:

a) YPG Holdings is not required to, and does not, file its own Interim Filings and Annual Filings (as those terms are defined in MI 52-109);

b) the Fund files with the Decision Makers, in electronic format under YPG Holdings' SEDAR profile, the Fund's Annual Certificates and Interim Certificates (as those terms are defined in MI 52-109) at the same time as such documents are required under the Legislation to be filed by the Fund, and

c) YPG Holdings qualifies for the relief from the Continuous Disclosure Requirements set forth above, and is in compliance with the requirements and conditions set out in such relief;

The further decision of the Decision Makers under the Legislation (except in respect of the Northwest Territories) is to exempt the insiders of YPG Holdings from the Insider Reporting Requirements, provided that:

a) such relief shall only relieve the insiders of YPG Holdings from their obligations to declare their holdings of securities of YPG Holdings;

b) the insiders of YPG Holdings do not receive, in the ordinary course, information as to material facts or material changes concerning the Fund before such material facts or material changes are generally disclosed;

c) in the event an insider of YPG Holdings is also an insider of the Fund other than by virtue of such insider being an insider of YPG Holdings, such insider will provide all necessary information with respect to its holdings of securities of the Fund and of YPG Holdings in its insider reports to be filed in SEDI format under the insider reporting profile of the Fund and of YPG Holdings, if necessary;

d) on a fully diluted basis, the Fund remains the direct or indirect beneficial owner of 100% of the issued and outstanding voting securities of YPG Holdings;

e) the Fund remains (i) a reporting issuer or the equivalent thereof in each of the Jurisdictions which has such a concept and (ii) an electronic filer pursuant to National Instrument 13-101 - *System for Electronic Document Analysis and Retrieval (SEDAR)*; and

f) the Fund continues to comply with the Continuous Disclosure Requirements and is in compliance with the requirements and conditions set out in the relief above and to file with the Decision Makers all documents required to be filed under the Legislation;

and, provided that if a material adverse change occurs with respect to the representations made by the Filers and stated in this decision, this one shall expire 30 days after the date of such change.

The previous decision granted by the Decision Makers in favour of the Filers dated March 8, 2006 in respect of the Continuous Disclosure Requirements, the Insider Reporting Requirements and the Certification Requirements, is revoked effective as of the date of the present decision.

"Louis Morisset"  
Surintendant aux marchés des valeurs