

SCHEDULE "A"

_____, 2001

TO: MUTUAL FUND DEALERS ASSOCIATION OF CANADA / ASSOCIATION CANADIENNE DES COURTIERS DE FONDS MUTUELS ("MFDA"),

AND: _____ ("Member")

RE: Agreement for Access to Books and Records - MFDA Rule 2.4.1 Transition Period

The undersigned Payee and Approved Person, as a condition of relying on the suspension of MFDA Rule 2.4.1 in connection with the Orders of the relevant provincial securities commissions recognizing the MFDA as a self-regulatory organization for mutual fund dealers including the Member, each hereby agrees as follows:

1. The Payee and Approved Person shall make available during normal business hours to the MFDA, the Member or any securities commission in Canada having jurisdiction over the Member, their authorized officers, employees and agents, free access to, and copies thereof, all books of account, bank accounts, correspondence and records of every description of, or maintained by or on behalf of, either of them relating to any business conducted by them on behalf of the Member including remuneration received directly or indirectly by the Payee from the Member.
2. A request made in accordance with paragraph 1 shall be for the purpose of determining compliance by the Member and/or each of the undersigned and its respective shareholders, directors, officers, employees and affiliates with the By-laws, Rules and Policies of the MFDA and applicable securities legislation, and each of the undersigned shall, and shall cause such shareholders, directors, officers and affiliates to, fully co-operate with any of the persons entitled to access to the records and other information referred to in paragraph 1 for such purpose. In addition, any such person so entitled to access to records and information is authorized to provide or disclose the same to any securities commission or similar regulatory authority, self-regulatory organization or law enforcement agency, subject to any applicable law restricting such disclosure.
3. It is acknowledged that authority of the Member to pay remuneration referred to in paragraph 1 may be subject to the provisions of Rule 2.4.1 of the MFDA which is subject to transition period(s) pursuant to the Orders referred to above and that on the expiry of any such transition period the Member may not be entitled to pay, and the Payee may not be able to receive, such remuneration.
4. The Member is receiving this agreement by each of the undersigned for itself and for the benefit of the MFDA and any applicable securities commission.
5. The undersigned Approved Person shall take such steps and execute such documents including acting and voting as a director, officer, shareholder or employee of the Payee as may be necessary to cause the Payee to comply with this Agreement.

DATED this _____ day of _____, 20____

Payee: _____ Approved Person: _____
[full individual or corporation name] [full name]

(Authorized person) Signed: _____

Address where records maintained:

Telephone: _____
Fax: _____
E-mail: _____