

SCHEDULE A

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

**Override Acknowledgement for
Agent's Agreement**

The parties referred to below have entered into the Agreement(s) described in connection with the distribution by the Agent on behalf of the Member of financial products including mutual funds. The purpose of this Acknowledgement is to confirm that such Agreement(s) comply with the requirements of the By-laws and Rules (the "Rules") of the Mutual Fund Dealers Association of Canada ("MFDA") and to amend the Agreement(s) as necessary, to ensure such compliance.

Name of Agreement(s): _____

Date: _____

Parties: _____ (MFDA Member)
_____ (Agent/Approved Person)
_____ (Others)

Amendments (if any): _____

The Parties acknowledge and confirm that the Agreement(s) referred to above is intended to be made and be effective in compliance with the Rules from time to time in force including, without limitation, the provisions of Rule 1.1.5. The Agreement(s) shall be deemed to include the terms specified in paragraphs (a) to (j) inclusive of such Rule 1.1.5 and the Agreement(s) is amended accordingly with such incidental amendments to the Agreement(s) as may be necessary to conform to the context and wording thereof. Notwithstanding the foregoing, in the event of any inconsistency between the terms of the Agreement(s) (or any agreements, documents or understandings between the Parties related thereto) and the terms deemed to be included therein in accordance with Rule 1.1.5, the terms of the respective paragraphs (a) to (j) inclusive of such Rule 1.1.5 shall prevail. Any such inconsistent terms of the Agreement(s), documents or understandings shall be deemed to be severable and deleted with the intent that the Agreement(s) shall be construed, complied with by the Parties and enforced in a manner that gives full effect to the terms of paragraphs (a) to (j), inclusive, of Rule 1.1.5.

DATED: _____, 2001

MFDA Member: _____
(name)

By: _____
(authorized signatory)

Agent: _____
(name)

(signature)

Other Parties: _____
(name)

(authorized signatory)

Note for completion: If there is insufficient room on the form to describe all Agreements, please attach a schedule with the further information.