

**IN THE OF MATTER OF  
THE SECURITIES LEGISLATION  
OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO,  
QUEBEC, NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND,  
NEWFOUNDLAND, NORTHWEST TERRITORIES, YUKON TERRITORY AND  
NUNAVUT**

**AND**

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

**AND**

**IN THE MATTER OF  
NORTHWEST RSP INTERNATIONAL FUND  
MARATHON RESOURCE FUND  
MARATHON PLUS AGGRESSIVE GROWTH FUND**

**MRRS DECISION DOCUMENT**

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, and Newfoundland, and Northwest Territories, Yukon Territory and Nunavut (the "Jurisdictions") has received an application from Northwest Mutual Funds Inc. (Northwest@), FM&DK Management Limited (FM&DK@) and Marathon Mutual Funds, Inc. (MIMFI@) (together the "Applicants") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the times prescribed by the Legislation for the refiling of the simplified prospectuses and annual information forms of Northwest RSP International Fund (the "International Fund"), Marathon Resource Fund (the "Resource Fund") and Marathon Plus Aggressive Growth Fund (the "Growth Fund") (the International Fund, the Resource Fund, and the Growth Fund collectively, the "Funds") be extended;

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

AND WHEREAS the Filers have represented to the Decision Makers that:

1. Each of the Funds is a mutual fund existing under the laws of the Province of Ontario. The Funds are reporting issuers under the Legislation and are not in default of any filing requirements of the Legislation or the Regulations made thereunder.

2. Units of

- (a) International Fund are currently offered for sale on a continuous basis in each of the provinces and territories of Canada pursuant to a simplified prospectus and annual information form dated December 23, 1999, receipted in Ontario on December 24, 1999;
- (b) Resource Fund are currently offered for sale on a continuous basis in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick and Newfoundland pursuant to a simplified prospectus and annual information form dated February 2, 2000, receipted in Ontario February 7, 2000;
- (c) Growth Fund are currently offered for sale on a continuous basis in each of the provinces of Canada pursuant to a simplified prospectus and annual information form dated December 14, 1999, receipted in Ontario December 14, 1999;

and accordingly, the earliest lapse date for the International Fund is December 23, 2000, the earliest lapse date for the Resource Fund is February 2, 2000 and the earliest lapse date for the Growth Fund is December 14, 2000.

- 3. Northwest is currently the manager of the International Fund. FM&DK is currently the manager of the Resource Fund. MMFI is the manager of the Growth Fund, and pursuant to a proposed reorganization, MMFI will become the manager of all three of the Funds.
- 4. The indirect controlling shareholder of all the Applicants intends to undertake reorganizations (the Reorganization) intended to achieve greater efficiencies among the Northwest family of mutual funds and the Marathon family of mutual funds.
- 5. In order to achieve a common lapse date for all funds in the Northwest and Marathon families of funds pursuant to the Reorganization, the Applicants will renew the offering documents for funds managed by MMFI and Northwest (including the Funds) on the basis of a March 31, 2001 lapse date, such that no later than February 28, 2001 *pro forma* simplified prospectuses and annual information forms would be filed for all funds managed by MMFI and Northwest.
- 6. Pursuant to the Legislation, the lapse date for the simplified prospectuses of the Northwest and Marathon funds (other than the Funds) discussed in paragraph 5 are as follows:
  - (i) Northwest Specialty High Yield Bond Fund, Northwest Growth Fund, Northwest Money Market Fund, Northwest Dividend Fund, Northwest Balanced Fund, and Northwest International Fund, June 20, 2001;
  - (ii) Marathon Equity Fund, August 17, 2001; and

- (iii) Northwest Specialty Innovations Fund, November 22, 2001.
7. An extension of the lapse date for the Funds to March 31, 2001 will allow the Applicants to proceed with filing in accordance with paragraph 5.
8. Since the date of the Prospectus no material change has occurred and no amendments to the simplified prospectus have been made.

**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 times provided by the Legislation for the refiling of the simplified prospectuses and annual information forms of the Funds, and the receipting thereof, in connection with the distribution of Units of the Funds are hereby extended to March 31, 2001.

DATED at Toronto, on December 14, 2000

*Paul A. Dempsey*

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**Headnote:**

Extension of Lapse Date for Mutual Funds= prospectus filing.

**Statutes Cited:**

Securities Act, R.S.O. 1990, c. S5, as amended, ss. 62(5).