

March 6, 2009

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUEBEC, NOVA SCOTIA,
NEW BRUNSWICK, PRINCE EDWARD ISLAND,
NEWFOUNDLAND AND LABRADOR,
NORTHWEST TERRITORIES, NUNAVUT AND YUKON
(the Jurisdictions)

AND

IN THE MATTER OF
SENTRY SELECT CAPITAL INC.
(the Manager)

AND

IN THE MATTER OF
SENTRY SELECT CORPORATE CLASS LTD.
(the Corporation)

AND

IN THE MATTER OF
THE MUTUAL FUNDS LISTED IN SCHEDULE A
(the Corporate Funds)
(collectively, the Filers)

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the time limits for the renewal of the simplified prospectus and annual information form of the Corporate Funds dated April 14, 2008, as amended (the **Corporate Prospectus**) be extended to those time limits that would be applicable if the lapse date of the simplified prospectus was June 5, 2009 (the **Exemptive Relief Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Ontario Securities Commission is the principal regulator for this application, and

(b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

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

1. The Manager is a corporation incorporated under the *Business Corporations Act* (Ontario), with its head office in Toronto, Ontario.
2. The Manager is the manager of the Corporate Funds, the Trust Funds and the Closed-End Funds (both defined below) and is also the trustee of the Trust Funds and the Closed-End Funds.
3. The Corporation is a mutual fund corporation incorporated under the *Business Corporations Act* (Ontario), with its head office in Toronto, Ontario.
4. The securities of the Corporate Funds are currently qualified for distribution in each of the provinces and territories of Canada under the Corporate Prospectus.
5. Securities of the mutual fund trusts listed in Schedule B (the **Trust Funds**) are currently qualified for distribution in each of the provinces and territories of Canada under a simplified prospectus and annual information form dated August 20, 2008 (the **Trust Prospectus**).
6. Securities of the Corporate Funds may be distributed in each province and territory of Canada without interruption throughout its prospectus renewal period, provided a pro forma simplified prospectus is filed 30 days before April 14, 2009, a final version of the simplified prospectus is filed by April 24, 2009 and a receipt for the simplified prospectus is issued by the securities regulatory authorities by May 4, 2009.
7. Securities of the Trust Funds may be distributed in each province and territory of Canada without interruption throughout its prospectus renewal period, provided a pro forma simplified prospectus is filed 30 days before August 20, 2009, a final version of the simplified prospectus is filed by August 30, 2009 and a receipt for the simplified prospectus is issued by the securities regulatory authorities by September 9, 2009.
8. Sentry Select Lazard Global Listed Infrastructure Fund and Sentry Select China Fund (the **Closed-End Funds**) are closed-end funds currently listed on the

Toronto Stock Exchange which are, based on their prospectuses and declarations of trust, scheduled to be converted to open-ended mutual funds on April 1, 2009 and May 1, 2009, respectively.

9. The Manager wishes to consolidate the Corporate Funds, the Trust Funds and the Closed-End Funds into a single simplified prospectus with the intention of filing a preliminary and pro forma simplified prospectus by May 6, 2009 and a final simplified prospectus by no later than June 15, 2009 (the **Consolidated Prospectus**).

10. A preliminary receipt for a fund cannot be issued when it is still a closed-end fund listed on a stock exchange. Therefore, the prospectuses for the Closed-End Funds cannot be incorporated into the Consolidated Prospectus until their respective conversion dates.

11. The filing of a Consolidated Prospectus will eliminate the costs of renewing the Corporate Prospectus in March 2009 and reduce on-going printing and related costs, and avoid having to incur additional costs associated with adding the Corporate Funds to the Trust Prospectus at the time of filing the pro forma Trust Prospectus in July 2009.

12. The granting of the Exemptive Relief Sought would also allow for the Closed-End Funds to be incorporated into the Consolidated Prospectus following their conversion to open-ended mutual funds, which would avoid the costs of having to qualify the Closed-End Funds in a separate simplified prospectus and then subsequently having to incur the additional cost associated with adding the Closed-End Funds to the Trust Prospectus at the time of renewing the Trust Prospectus in July 2009.

13. If the Exemptive Relief Sought was not granted, it would be necessary to renew the Corporate Prospectus and the simplified prospectus for the Closed-End Funds twice within a short period of time in order to consolidate the Corporate Funds and the Closed-End Funds in the Consolidated Prospectus with the Trust Funds, which may also cause potential confusion to investors.

14. There would be a substantial savings in costs achieved by filing a Consolidated Prospectus including legal fees, auditors' fees, printing costs and related expenses and accordingly, it would be to the benefit of investors.

15. Since April 14, 2008, the date of the Corporate Prospectus, no undisclosed material change in respect of the Corporate Funds has occurred. Accordingly, the Corporate Prospectus continues to provide accurate information regarding the Corporate Funds. The Exemptive Relief Sought will not affect the currency or the accuracy of the information contained in the Corporate Prospectus and accordingly, will not be prejudicial to the public interest.

16. The Corporation, the Corporate Funds, the Trust Funds and the Closed-End Funds are each reporting issuers under the laws of each of the provinces and territories of Canada, and are each not in default of securities legislation in any jurisdiction.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

"Vera Nunes"

Assistant Manager, Investment Funds
Ontario Securities Commission

SCHEDULE A

List of Corporate Funds

Sentry Select Balanced Class
Sentry Select Canadian Energy Growth Class
Sentry Select Canadian Income Class
Sentry Select Canadian Resource Class
Sentry Select Mining Opportunities Class
Sentry Select Money Market Class
Sentry Select Precious Metals Growth Class

SCHEDULE B

List of Trust Funds

Sentry Select Balanced Fund
Sentry Select Canadian Energy Growth Fund
Sentry Select Canadian Income Fund
Sentry Select Diversified Total Return Fund
Sentry Select Dividend Fund
{•} Sentry Select Global Small Cap Fund
{•} Sentry Select Global Value Fund
Sentry Select Growth & Income Fund
Sentry Select Money Market Fund
Sentry Select Precious Metals Growth Fund
Sentry Select REIT Fund
Sentry Select Small Cap Income Fund

{•} It is anticipated that these funds will be terminated on or about February 18, 2009