

MD Physician Services Inc.

2010 Simplified Prospectus

(Class A and Class I units unless otherwise indicated)

MD Balanced Fund
MD Bond Fund
MD Bond and Mortgage Fund
MD Dividend Fund
MD Equity Fund
MD Growth Investments Limited (Series A and Series I shares)
MD Income & Growth Fund
MD International Growth Fund
MD International Value Fund
MD Money Fund (Class A units)
MD Select Fund
MD American Growth Fund
MD American Value Fund

MD Conservative Portfolio (Class A units)
MD Moderate Balanced Portfolio (Class A units)
MD Balanced Growth Portfolio (Class A units)
MD Maximum Growth Portfolio (Class A units)

MDPIM Canadian Equity Pool (Class A units)
MDPIM US Equity Pool (Class A units)

(individually an "MD Fund" and collectively, the "MD Funds")

No securities regulatory authority has expressed an opinion about these units and shares and it is an offence to claim otherwise.

Neither the mutual fund securities described in this document nor the MD Funds are registered with the U.S. Securities and Exchange Commission. The securities are being offered in the United States under an exemption from registration.

Date: June 11, 2010



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Introduction

The Prospectus

- This document contains selected important information to help you make an informed investment decision and to help you understand your rights as an investor.
- This document is divided into two parts. The first part, from pages 1 through 13, contains general information applicable to all of the MD Funds. The second part, from pages 14 through 51 contains specific information about each of the MD Funds described in this document.
- Additional information about each Fund is available in the following documents:
 - the Annual Information Form;
 - the most recently filed annual financial statements;
 - any interim financial statements filed after those annual financial statements;
 - the most recently filed annual management report of fund performance;
 - any interim management report of fund performance filed after that annual management report of fund performance.

- These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as a part of this document. You can get a copy of these documents, at your request, and at no cost, by calling toll-free 1 800 267-2332, or from your MD Physician Services Consultant.
- These documents are available on the Fund's website at md.cma.ca, or by contacting us at mdfunds.simplifiedprospectus@cm.ca.
- These documents and other information about the MD Funds are available at sedar.com.

MD Physician Services and MD Management

In this prospectus, “we”, “us”, and “our” mean MD Physician Services Inc and MD Management Limited. “MD Physician Services” means MD Physician Services Inc., and “MD Management” means MD Management Limited. “You” means purchasers of MD Funds.

What is a Mutual Fund and what are the risks of investing in a Mutual Fund?

- When you invest in a mutual fund, you're investing in a pool of investments. Mutual funds offer people with similar investment goals the advantage of professional management and diversification not normally available to them as individuals.
- Mutual funds offer choice and flexibility. With MD Funds, you can choose from among several funds, each with different objectives, risks, and management strategies. You can easily switch among MD Funds when your financial objectives and circumstances change.
- On occasion a mutual fund may be reorganized with or its assets may be transferred to another mutual fund. The MD Funds may undertake such a transaction with another mutual fund managed by the Manager or an affiliate of the Manager, provided that the MD Fund's securityholders are sent a written notice at least 60 days before the effective date of the transaction. In addition, the Fund's independent review committee must approve the change and the transaction must comply with certain other requirements of applicable securities legislation.

General Investment Risks

- Mutual funds own different types of investments, depending upon their investment objectives. The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions, and market and company news. As a result, the value of a mutual fund's units or shares may go up and down, and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.
- The full amount of your investment in any MD Fund is not guaranteed.
- Unlike bank accounts or GICs, mutual fund units and shares are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.
- Under exceptional circumstances, an MD Fund may suspend redemptions. Please see page 7 for details.

The investment objectives, type of fund and management strategies of each MD Fund are described in Part B.

To help you make your choice, the MD Funds may be grouped into the following categories:

- Money Market funds
- Income funds
- Balanced funds
- Canadian equity funds
- US equity funds
- Global equity funds
- International equity funds

All mutual funds entail risk, but some funds are less risky than others. Please see Part B for details on the particular MD Funds you are interested in.

In general, the value of less risky funds varies less widely from day to day and from week to week than the value of more risky funds. For example, the value of income funds usually varies less than the value of equity funds. Income funds usually provide more conservative but more stable returns than equity funds. In the short term, equities can expose an investor to lower returns and even losses because of dramatic fluctuations in value. But even though funds that invest in equities are riskier – their value changes more often and more dramatically than income funds – equities have historically provided higher returns over the long term.

Please speak with your MD Physician Services Financial Consultant to determine which types of MD Funds are appropriate for your investment portfolio.

Specific Investment Risks

Class risk

- Some of the MD Funds may offer for sale more than one class of securities. If more than one class is offered for sale each class will have its own fees and expenses which each Fund tracks separately. If a Fund cannot pay the expenses of one class using that class's proportionate share of the Fund's assets, the Fund will have to pay those expenses out of the other classes' proportionate share of the assets, which could lower the investment return of those other classes. The Managers of the MD Funds may at any time, at their discretion waive or absorb any class expense.

Derivatives risk

- A derivative is a contract between two parties, the value of which is derived from an underlying asset such as a security or currency. Some examples of derivatives are: options, futures contracts, forward contracts and swap contracts.

- For futures, forward contracts and swaps, there is no guarantee that a market will exist when an MD Fund wants to buy or sell a contract. Therefore, there is a chance the MD Fund won't be able to realize its profits or limit its losses by converting its derivative investments to cash.
- The other party to a derivative contract may not be able to honour its obligations under the contract.
- If an MD Fund has deposited money with a derivatives dealer and that dealer goes bankrupt, the MD Fund may lose these deposits.
- Derivatives used in foreign markets may be less liquid than derivatives used in Canada.
- Investment exchanges can impose trading limits on derivatives which could prevent an MD Fund from carrying out its derivative strategy.
- There is no guarantee that an MD Fund's use of derivatives will be effective.
- An MD Fund's total exposure to any issuer by direct investment or derivative transactions, other than for hedging purposes, is limited to 10% of the total market value of the Fund's assets.

Emerging markets risk

- In emerging market countries, securities markets may be smaller than in more developed countries, making it more difficult to sell securities in order to take profits or avoid losses. Companies in these markets may have limited product lines, markets or resources, making it difficult to measure the value of the company. Political instability and possible corruption, as well as lower standards of regulation for business practices increase the possibility of fraud and other legal problems. The value of these investments may rise and fall substantially.

Fixed income investments risk

- Fixed-income securities, which include bonds, treasury bills and commercial paper, pay a fixed rate of interest. The value of Funds that purchase fixed-income securities will rise and fall as interest rates change. For example, when interest rates fall, the value of an existing bond will rise because the interest rate on that bond is greater than the market rate. Conversely, if interest rates rise, the value of an existing bond will fall. Certain convertible securities may also be subject to interest rate risk.
- It is possible that some issuers of debt securities could default on their obligations under the security. Alternatively, an issuer may suffer adverse changes in financial condition that could lower the credit rating of its debt securities which can affect liquidity and make it more difficult for the MD Fund to sell the security.

Foreign currency risk

- Where an MD Fund holds securities denominated in foreign currencies, the Canadian dollar value of these securities is affected by changes in the exchange rate. If the Canadian dollar declines in value against the foreign currency, the value of your investment, expressed in Canadian dollars, will increase. If the Canadian dollar rises in value against the foreign currency, there is a negative impact on the MD Fund's return.

Foreign equities risk

- The performance of an MD Fund investing in foreign markets will be affected by stock market conditions and by general economic and financial conditions in those countries where the MD Fund's investments are listed for trading.
- There may be less information available and less stringent regulatory requirements for issuers of securities in other countries, securities trading on foreign markets may be less liquid and their prices may change more dramatically than securities that trade in Canada and the United States, and they may be exposed to the effects of political or social instability.
- Portfolios of foreign equity funds are subject to the law and regulations of foreign countries, which can affect foreign convertibility, repatriation of assets and the trading and settlement of securities transactions.

Fund of Funds risk

- Certain MD Funds invest directly in, or obtain exposure to, other mutual funds as part of their investment strategy. These MD Funds will be subject to the risks of the underlying mutual funds. Also, the MD Fund will be unable to value part of its portfolio and may be unable to redeem securities if an underlying mutual fund suspends redemptions.

Income trust risk

- Income trusts generally hold debt and/or equity securities of an underlying active business or are entitled to receive a royalty on revenues generated by such business.
- Returns on income trusts are neither fixed nor guaranteed. Returns will vary based on the performance of the underlying assets of the income trust.

- Risks related to specific income trusts will vary depending upon the business or sector in which the income trust invests. For example, oil and gas and other commodity-based royalty trusts, real estate trust and pipeline and power trusts will have varying degrees of risk related to its sector and the underlying asset or business. These may include business developments such as a decision to expand into a new type of business, the entering into of a favourable supply contract, the cancellation by a major customer of its contract or significant litigation.
- Trust units are typically more volatile than bonds (corporate and government) and preferred shares.
- It is possible that to the extent that claims against an income trust are not satisfied by that trust, investors, including a mutual fund investing in such a trust, could be held responsible for such obligations. Certain but not all jurisdictions have enacted legislation to protect investors from some of this potential liability.
- The *Income Tax Act* (Canada) (the "Tax Act") contains rules to how certain income trusts and limited partnerships ("SIFTs") are taxed. Generally, these rules impose a tax on the SIFTs on their non-portfolio earnings earned by such entities ("Distribution Tax"). Such distributions and allocations of the SIFTs non-portfolio earnings less the related Distribution Tax are treated as dividends paid from taxable Canadian corporations in the hands of a recipient (i.e. an MD Fund). Amendments to the Tax Act have reduced the tax effectiveness of affected income trusts and partnerships, which results in such issuers being treated in a manner substantially the same as corporate issuers.

Large capitalization companies risk

- Large capitalization companies are generally not nimble and may be unable to respond quickly to competitive challenges, such as changes in technology and consumer tastes.

Large investor risk

- Securities of the Funds may be purchased and redeemed by large investors, such as financial institutions or other mutual funds. These investors may purchase or redeem large numbers of securities of a Fund at one time. The purchase or redemption of a substantial number of securities of a Fund may require the Fund's Investment Advisor to change the composition of a portfolio significantly or may force the Investment Advisor to buy or sell investments at unfavourable prices, which can affect Fund performance and may increase realized capital gains of the Fund.

Liquidity risk

- Some companies are not well known, have few shares outstanding, or can be significantly affected by political and economic events. Securities issued by these companies may be difficult to buy or sell and the value of Funds that buy these securities may rise and fall substantially.
- For example, smaller companies may not be listed on a stock market or traded through an organized market. They may be hard to value because they are developing new products or services for which there is not yet a developed market or revenue stream. They may have few shares outstanding, so a sale or purchase of shares will have a greater impact on the share price. Small company shares generally trade less often and in smaller amounts than larger companies, making them potentially more difficult to sell.

Market risk

- Companies issue equities, or stocks, to help finance their operations and future growth. Mutual funds that purchase equities become part owners in these companies. The company's outlook, market activity and the larger economic picture influence the price of a stock. When the economy is expanding, the outlook for many companies will be good and the value of their stocks should rise. The opposite is also true. Usually, the greater the potential reward, the greater the risk.
- For small companies, start-ups, resource companies and companies in emerging sectors, the risks and potential rewards are usually greater. Some of the products and services offered by technology companies, for example, can become obsolete as science and technology advance.
- Equities (stocks) are affected by shifts in economic and financial market conditions and by changes within the industry sectors in which the MD Fund invests.

Securities lending risk

- All of the MD Funds may engage in securities lending transactions to the extent permitted by the Canadian securities regulatory authorities from time to time. In securities lending transactions, mutual funds lend securities they hold for a set period of time to borrowers who post acceptable collateral.
- To engage in securities lending, we appoint a qualified agent under a written agreement which addresses, among other requirements, the responsibility for administration and supervision of the securities lending program.

- There is a risk that the other party in the securities lending transaction may not live up to its part of the transaction leaving the mutual fund holding collateral which could be worth less than the loaned securities if the value of the loaned securities increases relative to the value of the cash or other collateral, resulting in a loss to the fund.
- To limit this risk:
 - (i) the fund must hold collateral equal to no less than 102% of the value of the loaned securities (where the amount of collateral is adjusted each trading day to make sure that the value of the collateral does not go below the 102% minimum level);
 - (ii) the collateral to be held may consist only of cash, qualified securities or securities that can be immediately converted into identical securities to those that are on loan;
 - (iii) a fund cannot loan more than 50% of the total value of its assets (not including the collateral held by the fund) through securities lending transactions.

Underlying fund risk

- Some mutual funds are a "fund on fund" structure whereby the "top fund" invests all or a significant portion of its assets in a "bottom" or "underlying fund". Depending on the size of the investment being made by a top fund in an underlying fund and the timing of the redemption of this investment, an underlying fund could be forced to alter its portfolio assets significantly to accommodate a large redemption order. This could negatively impact the performance of an underlying fund as it may have to dispose prematurely of portfolio assets that have not yet reached a desired market value, resulting in a loss to the underlying fund.

Organization and Management of the MD Fund Family

The table below tells you about the companies who are involved in managing and advising the Funds.

Manager and Trustee	
<p>MD Physician Services Inc.* 1870 Alta Vista Drive Ottawa, ON K1G 6R7 1800 267-2332 md.cma.ca</p> <p>*On July 31, 2009, MD Funds Management Inc. amalgamated with CMA Holdings Incorporated and MD Private Investment Management Inc. to create MD Physician Services Inc.</p>	<p>MD Physician Services Inc. manages the overall business of most of the MD Funds, including setting investment objectives providing fund accounting and administration services and promoting sales of the MD Funds' units/shares.</p> <p>Other than MD Growth Investments Limited ("MD Growth Fund"), which is organized as a corporation, the MD Funds are organized as trusts. When you invest in these MD Funds you purchase units of these trusts. The trustee holds actual title to the property in the MD Funds – the cash and securities that the MD Funds invest in – on your behalf. When you invest in MD Growth Fund you purchase shares of the corporation.</p>
Investment Advisors*	
<p>Please see the Fund specific information in Part B of this Simplified Prospectus.</p>	<p>The investment advisors carry out all research, purchases and sales of the MD Funds' portfolio securities.</p>
Principal Distributor	
<p>MD Management Limited Ottawa ON</p>	<p>As principal distributor, MD Management Limited markets the Class A units of the MD Funds through its offices throughout Canada to Qualified Eligible Investors as defined in any account opening documentation. MD Management is owned by the MD Funds' manager, MD Physician Services Inc., which is owned by CMA Holdings (2009) Inc.</p>
Custodian	
<p>State Street Trust Company Canada Toronto, ON</p>	<p>The custodian has physical custody of the securities that make up the MD Funds' portfolios.</p>
Registrar	
<p>MD Physician Services Inc. Ottawa, ON</p>	<p>The registrar keeps track of the owners of units of the MD Funds and processes purchase, transfer and redemption orders, issues investor account statements and issues annual tax reporting information.</p>
Auditor	
<p>PricewaterhouseCoopers LLP Chartered Accountants Ottawa, ON</p>	<p>As auditor of the MD Funds, PricewaterhouseCoopers LLP examines the financial statements of each MD Fund and expresses their opinion on the fairness of presentation in accordance with Canadian generally accepted accounting principles.</p> <p>Securityholders will be sent a written notice at least 60 days before the effective date of any change in Auditor of the MD Funds.</p>
Independent Review Committee	
	<p>The independent review committee ("IRC") reviews conflict of interest matters related to the operations of the MD Funds. In addition, in some circumstances, in place of obtaining securityholder approval, a Fund may be reorganized with or its assets transferred to another mutual fund managed by the Manager or an affiliate, provided that the IRC has approved the transaction and that securityholders are sent a written notice at least 60 days before the effective date. The approval of the IRC is also required for a change of auditor.</p> <p>The IRC is composed of persons who are independent of the Manager, the MD Funds and entities related to the Manager.</p> <p>The IRC prepares an annual report of its activities for securityholders which is available on the MD Funds' internet site at md.cma.ca, or at a securityholder's request at no cost by contacting the Manager at mdfunds.simplifiedprospectus@cma.ca.</p> <p>Additional information about the IRC, including the names of members, is available in the MD Funds' Annual Information Form.</p>

* Investment Advisors

By virtue of their residence outside of Canada, Walter Scott and Partners Limited (MD Balanced Fund, MD Growth Investments Limited), Templeton Global Advisors Limited (MD Equity Fund, MD Growth Investments Limited), Brandes Investment Partners LP (MD Growth Investments Limited, MD International Value Fund), Lord Abbett and Company LLC (MD Equity Fund, MD American Value Fund), Thornburg Investment Management Inc (MD International Growth Fund), Westfield Capital Management Company, LP (MD American Growth Fund), Jensen Investment Management (MD PIM US Equity Pool), and NWQ Investment Management Company LLC (MD PIM US Equity Pool), Calamos Advisors, LLC (MD American Growth Fund) and New Amsterdam Partners, LLC (MD American Growth Fund) are not subject to a variety of requirements contained in the Ontario Securities Act applicable to advisors resident in Ontario. In certain circumstances it may be difficult to enforce legal rights against a non-resident Advisor as all or substantially all of their assets are located outside Canada.

Purchases, Switches, and Redemptions

Purchases

Opening an account

Each MD Fund has an agreement with MD Management appointing us the sole distributor of its securities. Before you can buy any MD Fund, you must open an account with us. For an account opening package, call us at 1 800 267-2332 or pick one up at one of our branch offices.

Qualified Eligible Investors

Except as noted below, each of the MD Funds currently offers one class of securities – Class A units or Series A shares which are available to all MD Management clients who are Qualified Eligible Investors.

The MD Funds, other than MD Conservative Portfolio, MD Moderate Balanced Portfolio, MD Balanced Growth Portfolio, MD Maximum Growth Portfolio and MD Money Fund (which offer Class A units only), and MD Growth Investments Limited (Class A Series A and Series I shares), offer Class A and Class I units. Class I units, or in the case of MD Growth Investments, Series I shares, are available to certain investors at our discretion, including:

- certain institutional investors as approved by MD Physician Services Inc.*
- other mutual funds managed by MD Physician Services Inc. that use a fund on fund structure.

* *For Institutional Investors to qualify to purchase Series I units/shares, you must also have entered into an institutional investment agreement with the Manager. We reserve the right to apply minimum investment requirements for the purchase of any Class or Series of the Funds.*

MDPIM Canadian Equity Pool and MDPIM US Equity Pool each offer two classes of units:

- Class A units, available to all Qualified Eligible Investors, and
- Private Trust Class units which may only be purchased by Qualified Eligible Investors who are clients of MD Private Trust Company or MD Private Investment Counsel, a division of MD Physician Services Inc., and who have appointed MD Private Investment Counsel to provide discretionary portfolio management services and advice (referred to as “managed account clients”).

The definition of Qualified Eligible Investors is as established by MD Physician Services and as disclosed in the account opening documentation from time to time.

The information contained in this Prospectus for MDPIM Canadian Equity Pool and MDPIM US Equity Pool relates solely to the Class A units offered by these two funds.

As of January 10, 2003, Class A units of these two funds are available to existing clients only. Offers for sale to new subscribers following January 10, 2003 is prohibited. Information on the Private Trust Class units of these two funds may be found in a separate Simplified Prospectus containing funds and fund classes available to clients of MD Private Trust Company and managed account clients of MD Private Investment Counsel a division of MD Physician Services Inc.

You can buy MD mutual fund securities at any time by calling the MD TradeCentre at 1 800 267-2332. Securities of the MD Funds may be purchased on-line at cma.ca. You can also mail us your instructions and payment or attend one of our offices. The price at which we sell the securities to you will be the Class Net Asset Value (“Class NAV”) per unit, calculated after we receive your instructions and payment at our office in Ottawa, subject to a 4 p.m. (Eastern time) cut off time for processing purposes on each day of the week on which the Toronto Stock Exchange is open.

For MD Funds which offer more than one class of units, although the money you and other investors pay to buy units of the Fund are tracked on a class-by-class basis in each Fund’s records, the assets of all classes of a Fund are combined into a single pool to create one portfolio for investment purposes.

Your first investment in any MD Fund must be at least \$3,000, unless you are investing for a registered retirement savings plan (“RRSP”), a registered retirement income fund (“RRIF”), a deferred profit sharing plan (“DPSP”), a tax free savings account (“TFSA”) or registered education savings plan (“RESP”), or if you are investing through a pre-authorized contribution plan. After your first investment, the minimum investment you can make in an MD Fund is \$1,000, unless you are investing for an RRSP, RRIF, DPSP, TFSA or RESP, or through a pre-authorized contribution plan. We may change these requirements at any time and in any single instance.

There are no fees or charges applicable when you purchase any of the MD Funds.

You must keep a minimum of \$1,000 invested in any MD Fund. If your investment falls below the minimum, we may sell the securities and pay the proceeds to you.

We have the right not to sell you securities of any MD Fund. If we decide not to sell securities to you, we will make this decision within one business day of receiving your order at our office in Ottawa, and we will return any money you have given us for the order immediately.

Short-Term Trading/Early Redemption Fee

Short-term trading can harm a Fund's performance and the value of other investors' holdings in a Fund because such trading can increase brokerage and other administrative costs of a Fund and interfere with the investment decision making of the Fund's portfolio manager.

Subject to the exceptions described below, clients who redeem or switch units or shares of an MD Fund will be charged an early redemption fee equal to 2% of the amount redeemed or switched if the redemption or switch occurs within sixty (60) days of the date that the units or shares were purchased or switched.

The early redemption fee will not apply to redemptions or switches:

- of units of MD Money Fund;
- made in connection with any systematic and scheduled withdrawal program;
- where the amount of the redemption or switch is less than \$10,000; and
- made as a result of the recommendation of your MD Physician Services Consultant related to a financial plan.

We may waive the early redemption fee in our discretion at any time.

Despite these restrictions and our procedures to detect and deter short-term trading, we cannot ensure that such trading will be completely eliminated.

Switches

You can switch among MD Funds by calling the MD TradeCentre at 1 800 267-2332 or alternatively online at cma.ca. You can also contact your MD Physician Services Consultant or mail your instructions to MD Management's head office in Ottawa. There is no charge for switching between MD Funds, other than in circumstances where the early redemption fee described above applies.

When you switch, you are redeeming securities of one MD Fund and using the proceeds to buy securities of another.

Switching may thus trigger either a capital gain or loss, which could have tax implications. This is discussed in more detail in "Income Tax Considerations for Investors" at page 10 of this Prospectus.

If you own Class A units of MDPIM Canadian Equity Pool or MDPIM US Equity Pool, and you become a managed account client of MD Private Investment Counsel, a division of MD Physician Services Inc., or a client of MD Private Trust Company you may re-designate your Class A units as Private Trust Class units.

Alternatively, if you hold Private Trust Class units you may at your option, or if you cease to be a managed account client of MD Private Investment Counsel, a division of MD Physician Services Inc., or a client of MD Private Trust Company we may at our option, re-designate your Private Trust Class units as Class A units.

A re-designation of units of one class to units of another class of the same Fund or Pool will not, in itself, result in a capital gain or capital loss.

Redemptions

You can redeem your MD Fund securities at any time. You can call the MD TradeCentre at 1 800 267-2332 or alternatively online at cma.ca to initiate the redemption process. You can also contact your MD Physician Services Consultant or mail us your instructions. The price at which we redeem your securities will be the Class NAV per unit, calculated after we receive your instructions at our head office in Ottawa, subject to a 4 p.m. (Eastern time) cut off for processing. Redeeming may trigger either a capital gain or loss, which could have tax implications. Please see page 10 "Income Tax Considerations for Investors" for more detail.

There are no fees or charges applicable when you redeem your MD Fund securities, other than in circumstances where the early redemption fee described above applies.

We will pay you in Canadian currency either by cheque or direct deposit, depending on your instructions, and we will issue payment by cheque or via direct deposit within three business days of the date we determine the Class NAV, of the securities you are redeeming.

In certain circumstances, we may suspend your right to redeem securities, suspend payment, or delay the date of payment. MD Physician Services may, in its sole discretion and judgement, suspend your right to redeem securities, suspend the payment of, or from time to time delay the date fixed for payment with respect to redeemed securities, of an MD Fund where:

- a. normal trading is suspended on any stock exchange, options exchange or futures exchange within or outside of Canada on which securities are listed and traded, or on which specified derivatives are traded if those securities or specified derivatives represent more than 50% by value, or underlying market exposure, of the total assets of such MD Fund, without allowance for liabilities and if those securities or specified derivatives are not traded on any other exchange that represents a reasonably alternative for the mutual fund; or
- b. the Ontario Securities Commission consents to such suspension or delay.

Optional Services

In addition, in the above-mentioned circumstances, MD Physician Services may cause an MD Fund to pay for redeemed securities pro rata from among those securityholders from whom requests for redemption have been received and delay or suspend the payment for their remaining securities.

If MD Physician Services decides to suspend or delay payment for redeemed securities of an MD Fund, MD Physician Services shall promptly send notice of the decision to the securities commissions or similar authority in each province and territory of Canada and, within 10 days after such decision, shall send notice of the decision to

every securityholder of such MD Fund who has requested redemption.

Transfers

MD Management charges a transfer-out fee for each Registered MD Management Account that is transferred in whole or in part to another financial institution. (Please refer to “Fees and Expenses Paid Directly by You” in the table at page 9).

For details on MD Management accounts please refer to page 5 of this Simplified Prospectus.

Optional Services

Registered Plans

You can set up an RRSP, RRIF, RESP or TFSA through us by opening a Canadian Medical Association Retirement Savings Plan (CMARSP), a Canadian Medical Association Retirement Income Fund (CMARIF), an MD Registered Education Savings Plan (MD RESP) or an MD Tax Free Savings Account (MD TFSA). We have arranged for The Royal Trust Company to act as trustee and to register the plans under the provisions of the Tax Act (Canada) (the “Act”) and, where applicable, the Taxation Act (Quebec). We pay Royal Trust a fee for these services. There is no charge for setting up or ending a CMARSP, CMARIF, MD RESP, or MD TFSA. Royal Trust has retained us to administer and manage these plans.

You can set up an RESP through us by opening an MD RESP. MD Management acts as the promoter of the MD RESP and as such is responsible for the day-to-day administration and the tax reporting requirements under the Act. Royal Trust, as trustee, holds all cash balances as well as the legal title to the assets under the plan.

Pre-authorized Contributions

You can set up a pre-authorized contribution plan (“PAC plan”) to make regular, automatic withdrawals from your bank account to buy securities of one or more MD Funds. You can end your PAC plan at any time by notifying us in

writing or by calling the MD Trade Centre at 1 800 267-2332. There is no charge for setting up, modifying or ending a PAC plan. You may make a maximum of two contributions per month to a PAC plan. Contributions can be made on any day of the month as chosen by you (a “Plan Debit Date”). PAC plans can also be established for quarterly contributions. If the Plan Debit Date fall on a weekend or bank holiday, the contribution will be made on the next business day following the Plan Debit Date. PAC subscriptions are invested on the Valuation Date coinciding with or immediately following the Plan Debit Date. The minimum contribution that can be made through a PAC is \$25.

Systematic Withdrawals

You can set up, free of charge, a systematic withdrawal plan to redeem enough securities monthly, bi-monthly or quarterly to provide you with fixed regular payments. We will pay you in Canadian funds either by cheque or direct deposit, depending on your instructions, and we will issue payment by cheque or via direct deposit within three business days of the date we determine the NAV of the securities you are redeeming for each payment.

You should be aware that, if the payments are higher than the income and net capital appreciation of the MD Fund or MD Funds from which the withdrawals are coming, you may deplete and ultimately exhaust your original investment.

Fees and Expenses

The following illustrates the fees and expenses that you may have to pay if you invest in the MD Funds. You may have to pay some of these fees and expenses directly. The MD Funds may have to pay some of these fees and expenses, which will therefore reduce the value of your investment in the MD Funds. Other than as described below, securityholders will be

sent a written notice at least 60 days before the effective date of a change which could result in an increase in charges to a Fund. In some circumstances we may waive all or a portion of a fee or expense that is otherwise payable by an MD Fund. In these circumstances, we may cease to waive such a fee or expense at any time and without notice to securityholders.

Fees and Expenses Payable by the MD Funds

Management Fees	The management fees are unique to each MD Fund and to each class of units of each such fund. See the information specific to each MD Fund included in Part B of this Simplified Prospectus.																																				
Operating Expenses	<p>MD Physician Services will pay certain operating expenses of the MD Funds such as securities commission fees, audit fees, custodial fees, all expenses related to the prospectus and to meetings of securityholders and securityholder servicing costs including securityholder reporting and record-keeping as well as Fund servicing costs.</p> <p>In return each MD Fund will pay MD Physician Services Inc. the following fixed administration fee determined as a percentage of a Fund's net asset value instead of paying certain operating expenses:</p> <table border="0"> <tr> <td>MD Balanced Fund</td> <td>0.13%</td> <td>MD Money Fund</td> <td>0.05%</td> </tr> <tr> <td>MD Bond Fund</td> <td>0.07%</td> <td>MD Select Fund</td> <td>0.15%</td> </tr> <tr> <td>MD Bond and Mortgage Fund</td> <td>0.07%</td> <td>MD American Growth Fund</td> <td>0.15%</td> </tr> <tr> <td>MD Dividend Fund</td> <td>0.13%</td> <td>MD American Value Fund</td> <td>0.15%</td> </tr> <tr> <td>MD Equity Fund</td> <td>0.15%</td> <td>MD Conservative Portfolio</td> <td>0.13%</td> </tr> <tr> <td>MD Growth Investments Limited</td> <td>0.20%</td> <td>MD Moderate Balanced Portfolio</td> <td>0.13%</td> </tr> <tr> <td>MD Income & Growth Fund</td> <td>0.15%</td> <td>MD Balanced Growth Portfolio</td> <td>0.13%</td> </tr> <tr> <td>MD International Growth Fund</td> <td>0.20%</td> <td>MD Maximum Growth Portfolio</td> <td>0.13%</td> </tr> <tr> <td>MD International Value Fund</td> <td>0.20%</td> <td></td> <td></td> </tr> </table> <p>MD Physician Services Inc. reserves the right to waive some or all of the administration fee as it deems appropriate. The administration fee may be modified at the sole discretion of MD Physician Services Inc. upon providing unitholders with 60 days advance notice.</p> <p>Each of these MD Funds also pays certain operating expenses directly, including, brokerage fees on the buying and selling of securities within the MD Fund portfolio, and transactions costs associated with futures and other permitted derivatives used by the MD Fund, interest and borrowing costs incurred by the funds from time to time, IRC fees and expenses, taxes of all kinds to which an MD Fund is or might be subject and costs associated with compliance with any new governmental or regulatory requirement introduced after September 30, 2009.</p> <p>In relation to IRC fees and expenses, each IRC member receives an annual retainer of \$15,000 plus a \$1,000 per meeting stipend, as compensation for their services.</p> <p>The administration fee and the above expenses are included in the calculation of the Management Expense Ratio (MER), as defined in the Glossary of Terms on page 12, of each MD Fund.</p> <p>MDPIM Canadian Equity Pool and MDPIM US Equity Pool each pays all operating expenses, as allowed by securities regulators, which relate to it. Operating expenses include, but are not limited to, brokerage fees on the buying and selling of securities, securities commission fees, transaction costs associated with futures and other permitted derivatives, audit fees, sales taxes, custodial fees, IRC fees and expenses, taxes, issue costs, all expenses related to the prospectus and to meetings of securityholders and securityholder servicing costs including securityholder reporting and record-keeping as well as Fund servicing costs.</p> <p>Operating expenses relate to MDPIM Canadian Equity Pool and MDPIM US Equity Pool as a whole and they are allocated on a pro-rata basis among those MD Funds to which they relate. The Manager may at any time waive or absorb any operating expense for which MDPIM Canadian Equity Pool or MDPIM US Equity Pool is responsible. The decision to absorb or waive expenses is reviewed annually and determined at the discretion of the Manager, without notice to securityholders.</p>	MD Balanced Fund	0.13%	MD Money Fund	0.05%	MD Bond Fund	0.07%	MD Select Fund	0.15%	MD Bond and Mortgage Fund	0.07%	MD American Growth Fund	0.15%	MD Dividend Fund	0.13%	MD American Value Fund	0.15%	MD Equity Fund	0.15%	MD Conservative Portfolio	0.13%	MD Growth Investments Limited	0.20%	MD Moderate Balanced Portfolio	0.13%	MD Income & Growth Fund	0.15%	MD Balanced Growth Portfolio	0.13%	MD International Growth Fund	0.20%	MD Maximum Growth Portfolio	0.13%	MD International Value Fund	0.20%		
MD Balanced Fund	0.13%	MD Money Fund	0.05%																																		
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MD International Growth Fund	0.20%	MD Maximum Growth Portfolio	0.13%																																		
MD International Value Fund	0.20%																																				

Fees and Expenses Payable Directly by You

Sales Charges	Not applicable
Early Redemption Fee	2% of the amount redeemed or switched if the redemption or switch occurs within sixty (60) days of the date that the units or shares were purchased or switched. See section titled "Short Term Trading/Early redemption Fee in Part A, page 7 of this Simplified Prospectus.
Switch Fees	Not applicable
Redemption Fees	Not applicable
Registered Tax Plan (RRSP, RRIF, DPSP, RESP, TFSA) Fees	If your units are held in an RRSP, RRIF, DPSP, RESP, or TFSA established through us, we pay the plan trustee's administration fees for you. You pay an annual trustee administration fee only if you hold units of the Fund in a RRSP, RRIF, DPSP, RESP, or TFSA that you did not set up through us.
Other Fees and Expenses	Transfer-out fee: \$100 (plus GST).

Impact of Sales Charges

No charges apply to the purchase or sale of MD Mutual Funds, although MD Management charges a \$100 transfer-out fee (plus Goods and Services Tax) for each Registered MD Management account that is transferred in whole or in part to another financial institution.

Dealer Compensation

Sales Practices

Securities of MD Funds are sold only by MD Management. We receive no sales commissions, trailing commissions or other compensation for selling the MD Funds, other than the management fee.

We may pay short-term incentives to MD Physician Services Consultants who are our salaried employees, based on their overall performance. Performance is evaluated by several criteria, including the development of new client relationships and the retention of assets in clients' accounts. For the year ended December 31, 2009 we paid incentives of between 4.0% and 93.2% of an MD Physician Services Consultant's salary.

Equity Interests

MD Physician Services owns all the issued and outstanding Common Shares of MD Management. CMA Holdings (2009) Inc. owns all the issued and outstanding Common Shares of MD Physician Services Inc.

Dealer Compensation from Management Fees

For the year ended December 31, 2009 MD Physician Services paid a financial planning fee equal to 43.1 % of the fees it received as manager of the MD Funds to MD Management.

Income Tax Considerations for Investors

This summary assumes that, for the purposes of the Act, you are an individual resident in Canada (other than a trust) and hold securities of an MD Fund as capital property. More detailed tax information is in the Annual Information Form, under the heading "Canadian Federal Income Tax Considerations". This section is a summary only and does not cover all possible income tax considerations. You should consult your own tax advisors about your individual circumstances.

Distributions by a Fund

Units of a Fund represent ownership in that Fund. You will receive your proportionate share of distributions of a Fund's income and net capital gains applicable to your securities, or allocated to your class of securities in the case of MD Funds with more than one class of securities.

Distributions or dividends, as the case may be, by the Funds, which are payable to more than one class of securities of a Fund, will be allocated proportionately to each class based upon the relative net assets of each class, after adjusting for class specific expenses.

For MD Funds Held in a Registered Plan

The securities of the MD Funds are qualified investments under the Act for RRSPs, RRIFs, DPSPs, RESPs, TFSAs and Registered Disability Savings Plans ("RDSPs"). If the securities of an MD Fund are held in a RRSP, RRIF, DPSP,

RESP or RDSP, distributions or dividends from the MD Fund and capital gains from a disposition of the securities are generally not subject to tax under the Act until withdrawals are made from the plan. Special rules apply to withdrawals from TFSAs.

For MD Funds Held in a TFSA

On January 1, 2009, MD introduced the MD Tax Free Savings Account (MD TFSA), the single most important personal savings vehicle since the introduction of the Registered Retirement Savings Plan (RRSP). The MD TFSA allows clients to set money aside in eligible investment vehicles and watch those savings grow tax-free throughout their lifetimes. Clients aged 18 and older can contribute up to \$5,000 every year in the MD TFSA. Contributions to the MD TFSA will not be deductible for income tax purposes but investment income, including capital gains, earned in the MD TFSA will not be taxed, even upon withdrawal. Any unused MD TFSA contribution room can be carried forward to future years, and you can withdraw funds from the MD TFSA at any time for any purpose. The amount withdrawn can be contributed back into the MD TFSA at a later date without reducing your contribution room. For more information on the MD TFSA please contact your MD Physician Services Consultant or the MD Trade Centre at 1 800 267-2332.

For MD Funds Not Held in a Registered Plan

If you hold securities of MD Growth Investments Limited (“MD Growth Fund”) outside of a RRSP, RRI, DPSP, RESP, RDSP or TFSA, you will be required to include in income any dividends paid to you by MD Growth Fund, whether you receive these dividends in cash or they are reinvested in additional securities. Capital gains dividends will be taxed as realized capital gains in your hands. Ordinary dividends will be taxed as dividends in your hands.

If you hold securities of one of the other MD Funds outside of a RRSP, RRI, DPSP, RESP, RDSP, or TFSA, you will be required to include in computing your income the amount of the net income and the taxable portion of the net capital gains paid or payable to you by the MD Fund in the taxation year, whether you receive these distributions in cash or they are reinvested in additional securities. Provided that the appropriate designations are made by the MD Fund, distributions of net taxable capital gains, taxable dividends (including eligible dividends) on shares of taxable Canadian corporations and foreign source income of an MD Fund paid or payable to you by the MD Fund will effectively retain its character in your hands and be subject to the special tax treatment applicable to income of that character. To the extent that the distributions to you by an MD Fund in any year exceed your share of the net income and net realized capital gains of that MD Fund allocated to you for that year, those distributions (except to the extent that they are proceeds of disposition) will be a return of capital and will not be taxable to you, but will reduce the adjusted cost base of your securities in the MD Fund.

You will be taxed on dividends and distributions of income and capital gains, even if the dividends and distributions relate to income and capital gains accrued to the MD Fund or were realized by the MD Fund before you acquired the securities and were reflected in the purchase price of the securities. Any distributions of capital gains made by an MD Fund, other than MD Growth Fund and MD Money Fund, will generally be made after December 15, and income distributions may be made several times a year. However, distributions can be made at any time in the calendar year at the discretion of the Manager. You should consider how this tax cost might affect you when you buy a fund.

An MD Fund’s portfolio turnover rate indicates how actively the MD Fund’s Investment Advisor manages its portfolio investments. Please see “Portfolio Turnover Rate” on page 13 for more information. The higher an MD Fund’s portfolio turnover rate in a year, the greater the chance that you will receive a distribution or dividend from the MD Fund that must be included in computing your income for tax purposes for that year.

If you dispose of your securities in an MD Fund, whether by switch, redemption or otherwise, you will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition, less any costs of disposition, are greater (or less) than the adjusted cost base of the security. Generally, one-half of a capital gain (or a capital loss) is included in determining your taxable capital gain (or allowable capital loss).

In general, the adjusted cost base of your securities of an MD Fund equals:

- your initial investment (including any sales charges paid)
- plus the cost of any additional investments (including any sales charges paid)
- plus reinvested distributions or dividends
- minus the capital returned in any distributions
- minus the adjusted cost base of any previous redemptions

The re-designation of securities of one class of an MD Fund as securities of the other class of the same MD Fund, will not, in itself, trigger a capital gain or capital loss.

What are Your Legal Rights?

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the Simplified Prospectus, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units or shares and get your money back, or to make a claim for damages, if the Simplified Prospectus, Annual Information Form, financial statements or other documents incorporated by reference in the Simplified Prospectus misrepresent any material fact about the MD Funds. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.

Your Rights as a Securityholder

Your rights as a securityholder in an MD Fund trust cannot be changed without 60 days notice to securityholders. For certain matters, the regulators require a change to be approved by a majority vote of securityholders. As a securityholder, you may vote only whole units; you may not vote fractional units.

Your rights are described in more detail in the Annual Information Form. For more information you may refer to the securities legislation of your province or territory or consult your lawyer.

Specific Information about Mutual Funds Described in this Document

This part of the Prospectus provides specific information about each MD Fund, including the MD Fund's investment objectives and strategies, management fees and, where available, performance data.

The following explanations are provided to help you more easily understand the specific information about each of the MD Funds.

Glossary of Terms

Derivatives

A derivative is a contract between two parties the value of which is based on, or derived from an underlying asset such as a stock or currency. It is not a direct investment in the underlying asset itself. For more information on derivatives and their associated risks see "Specific Investment Risks" at page 2 of part A in this prospectus. Some examples of derivatives are: options, futures, forward contracts, and swaps. Options are instruments that grant owners the right, but not the obligation, to buy or sell an asset or commodity at a fixed price, either on a fixed date or up until a specific date. Futures and forward contracts represent an agreement to buy or sell an asset or commodity at a fixed price on a future date. Swaps are agreements between parties to exchange the returns on assets over a fixed period of time.

Distributions

These are payments of the earnings of a mutual fund to the MD Fund's securityholders. An MD Fund's earnings can be income from interest, derivatives and dividends, or capital gains from the sale of securities. Distributions are usually paid as additional units in the MD Fund. You must pay income tax on them whether you are paid in cash or MD Fund units, unless you hold the securities in an RRSP, RRIIF, DPSP, RESP or TFSA.

Management Expense Ratio (MER)

A common way of comparing the fees and expenses incurred by a mutual fund is the management expense ratio (MER).

The MER for each MD Fund, or for each class of a Fund in the case of the MD Funds having more than one class of units, is calculated as the total of the expenses paid by the fund, or allocated to a particular class on a pro-rata basis in the case of the MD Funds having more than one class of units, before income taxes, expressed as a percentage of the fund's, or the particular class', average net asset value during the year.

MD Management Account

An MD Management account which offers the following types of investments:

- MD Funds;
- Approximately 1,500 non-MD funds;
- Guaranteed term deposits from certain Canadian financial institutions;
- Fixed income investments such as bonds, strip bonds, treasury bills and guaranteed term deposits;
- Stocks traded on major exchanges in North America.

Portfolio Turnover Rate

An MD Fund's portfolio turnover rate indicates how actively the MD Fund's Investment Advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the MD Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher an MD Fund's portfolio turnover rate in a year, the greater the trading costs payable by the MD Fund in the year, and the greater the chance of an investor receiving a distribution or dividend from the MD Fund in the year that must be included in determining a taxable investor's income for tax purposes. There is not necessarily a relationship between a high portfolio turnover rate and the performance of an MD Fund. The portfolio turnover rate may be unusually high during a year when an Investment Advisor has been changed.

Realized capital gain or loss

Generally, this is the difference between the amount you get when you redeem or sell mutual fund securities and the adjusted cost base of the securities. If the difference is positive, it's a capital gain and you have to pay tax on one half of it. If it is negative, it is a capital loss and you may be able to claim it against other capital gains.

Redeem, redeemable

Sell securities of a fund back to the mutual fund trust or corporation. Mutual fund securities are redeemable at any time.

Securities

Financial investments. Securities include stocks (also called shares or equities) which are ownership in a corporation, mutual fund trust units, rights to ownership such as options and warrants, and bonds which are loans to corporations and governments.

Securityholder

In this Prospectus, securityholder means, an owner of units of a mutual fund trust or shares of a mutual fund corporation.

In general, this is an owner of any security.

Use of Securities Lending by the MD Funds

Securities Lending

Each of the Funds may engage in securities lending transactions as permitted by the Canadian securities regulatory authorities from time to time. Securities lending will be used in conjunction with the Fund's other investment strategies in a manner considered most appropriate to achieving the Fund's overall investment objectives, as it provides a way for the Fund to earn additional returns by lending portfolio securities to another person or entity (a borrower) in return for a fee. The Fund will also receive compensation payments from the borrower equal to all dividends paid on shares, and all interest paid on other securities, that are the subject of any securities lending transactions. The Fund will enter securities lending transactions from time to time subject to the availability of willing and qualified borrowers. The Fund will hold collateral equal to not less than 102% of the value of the loaned securities and will lend no more than 50% of the total value of its assets. There are certain risks associated with securities lending transactions. In this regard, see "Specific Investment Risks" in Part A at page 2 of this Simplified Prospectus.

MD Balanced Fund

Funds Details

Type of Fund

Canadian Equity Fund

Date of Establishment

September 9, 1992 – Class A units

October 30, 2009 – Class I units

Investment Advisor

Howson Tattersall Investment Counsel Limited of Toronto, Ontario advises on the Fund's Canadian and U.S. securities.

Walter Scott & Partners Limited of Edinburgh, Scotland, advises on the Fund's non-North American securities.

Securities offered

Mutual Fund Units - Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager

What Does the Fund invest in?

Investment Objectives

- The Fund's objectives are to achieve income and long-term capital growth in conjunction with capital conservation.
- The Fund invests in a mixture of mid to large cap equities of Canadian and foreign companies as well as both corporate and government fixed-income securities.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- The Howson Tattersall Investment Counsel equity selection process is based on the principles of value investing - uncovering companies with a stock price trading below its fair market value. The Investment Advisor's research process is disciplined both quantitatively and qualitatively. The style of value investing they employ aims to produce a well-diversified portfolio with low volatility without sacrificing long-term returns. Eligible investments for the portfolio include equities as well as income trusts. The Advisor applies a top-down, active portfolio management approach for fixed income investments.
- Walter Scott's focus is upon stock selection, seeking companies it judges to be capable of sustained high internal rate of return and superior earnings growth. Its "buy & hold" investment approach, allowing the selected stocks' internal growth to translate into share price performance, typically results in low portfolio turnover. Walter Scott relies heavily on its internal research, analyzing companies drawn from around the world via proprietary methods, enabling it to compare stocks from around the world in a consistent way. The focus of the analysis is first upon the company's financial history and structure. Walter Scott uses financial analysis tools to highlight margin trends, cash generation, internal rate of return and financial structure. The financial analysis leads to an assessment of the stock's business in order to understand the company and judge whether it can sustain its return structure into the future.
- The normal asset mix for the Fund comprises an equal allocation of assets to Canadian fixed-income securities (excluding cash) and Canadian equities with up to 30% of the portfolio invested in foreign equities. Howson Tattersall Investment Counsel Limited will vary the asset mix based on several factors including a qualitative and quantitative analysis. The qualitative analysis considers an assessment of market forecasts and the quantitative analysis considers the relative returns of asset classes compared to historic valuations.
- The Fund expects to have a portfolio turnover rate in excess of 70%. For information on how portfolio turnover rate affects your investment please see "Portfolio Turnover Rate" on page 13.
- Up to 25% of the net assets of the Fund may be moved into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.

- The Advisors may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. In addition, the fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, and create effective exposure to financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see “Securities Lending” in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Fixed income investments risk
- Foreign equities risk
- Foreign currency risk
- Income trust risk
- Large capitalization companies risk
- Large Investor risk
- Market risk
- Securities lending risk
- Underlying Fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” at page 1 in Part A of this Prospectus.

Who Should Invest in the Fund?

This Fund is designed to provide an investor willing to accept a medium level of investment risk with exposure to all major asset classes. It is suitable for a conservative investor looking for a single-decision Fund where the asset mix decision is being made by the Investment Advisor.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD Balanced Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$15.23	\$48.00	\$84.13	\$191.50

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund’s Class A units (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the Class A expenses would have been \$15.33 for the 1st year, \$48.33 for the 3rd year, \$84.71 for the 5th year and \$192.82 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Bond Fund

Funds Details

Type of Fund

Canadian Income Fund

Date of Establishment

April 6, 1988 – Class A units

October 30, 2009 – Class I units

Investment Advisor

For Canadian and foreign securities the Fund's Investment Advisor is MD Private Trust Company, Ottawa, Ontario.

MD Private Trust Company utilizes the investment advisory services of Howson Tattersall Investment Counsel Limited.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 0.85%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager

What Does the Fund invest in?

Investment Objectives

- The Fund's objectives are to conserve principal and produce income with capital appreciation as a secondary consideration.
- The Fund invests in a variety of Government of Canada, provincial, municipal, corporate and asset-backed bonds with mid to long terms of maturity. The Fund may also invest in foreign securities.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- The Investment Advisor examines the strength of the economy through a constant review of the economic indicators and trends, and monitors the political and fiscal situation domestically and abroad. Then the Investment Advisor determines sector weights, industry weights and average corporate credit quality for the portfolio and selects the most appropriate securities to implement the Fund's strategy.
- The Fund portfolio's duration is adjusted based on the Investment Advisor's macroeconomic view and a review of the technical indicators as described above.
- The Fund may invest up to 30% of its portfolio in non-Canadian securities.
- The Fund expects to have a portfolio turnover rate in excess of 70%. For information on how portfolio turnover rate affects your investment, please see "Portfolio Turnover Rate" on page 13.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Advisors may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. In addition, the fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, create effective exposure to financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk (where the Fund invests in foreign securities)
- Fixed income investments risk
- Foreign currency risk (where the Fund invests in foreign securities)
- Large Investor risk
- Securities lending risk
- Underlying Fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” at page 1 in Part A of this Prospectus.

Who Should Invest in the Fund?

This Fund is suitable as a core holding for the Canadian fixed-income component of a portfolio for an investor willing to accept low to medium level of investment risk. This Fund is not suitable for an investor seeking capital appreciation as a primary consideration.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in units of MD Bond Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$10.19	\$32.11	\$56.28	\$128.11

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund’s Class A units (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the Class A expenses would have been \$10.29 for the 1st year, \$32.44 for the 3rd year, \$56.86 for the 5th year and \$129.43 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Bond and Mortgage Fund

Fund Details

Type of Fund

Canadian Income Fund

Date of Establishment

September 19, 1995 – Class A units

October 30, 2009 – Class I units

Investment Advisor

For Canadian and foreign securities the Fund's Investment Advisor is MD Private Trust Company, Ottawa, Ontario.

MD Private Trust Company utilizes the investment advisory services of Howson Tattersall Investment Counsel Limited.

Industrial Alliance Insurance and Financial Services Inc. of Quebec City, Quebec advises in respect of mortgages.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSAs and RESPs.

Management Fee

Class A - 0.85%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's objectives are to conserve capital and produce income.
- The Fund invests in a variety of Government of Canada, provincial or municipal government bonds, corporate bonds, bonds of government backed crown corporations, National Housing Association (NHA) mortgages, conventional residential mortgages and NHA backed mortgages. The Fund may also invest in foreign securities.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategy

- Howson Tattersall Investment Counsel examines the strength of the economy through a constant review of the economic indicators and trends, and monitors the political and fiscal situation domestically and abroad. Then the Investment Advisor determines sector weights, industry weights and average corporate credit quality for the portfolio and selects the most appropriate securities to implement the Fund's strategy.
- The portfolio's duration is adjusted based on a macro-economic view and a review of technical indicators as described above.
- As of June 1, 2010 the Fund did not hold any mortgages.
- The Fund may invest up to 30% of its portfolio in non-Canadian securities.
- The Fund expects to have a portfolio turnover rate of in excess of 70%. For information on how portfolio turnover rate affects your investment please see "Portfolio Turnover Rate" on page 13.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. In addition, the fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, create effective exposure to financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk (where the Fund invests in foreign securities)
- Fixed income investments risk
- Foreign currency risk (where the Fund invests in foreign securities)
- Large investor risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” at page 1 in Part A of this Prospectus.

Who Should Invest in the Fund?

This Fund is suitable for a risk-averse investor who is seeking a low level of investment risk in a fixed-income investment solution. The portfolio’s short duration means this Fund is likely to be less volatile than most bond funds because there is less risk associated with investing in short-term assets.

This Fund is not suitable for an investor who is seeking long-term capital appreciation as a primary consideration.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD Bond and Mortgage Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$10.29	\$32.44	\$56.86	\$129.43

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund’s Class A (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the expenses for the Class A units would have been \$10.40 for the 1st year, \$32.77 for the 3rd year, \$57.44 for the 5th year and \$130.75 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Dividend Fund

Fund Details

Type of Fund

Canadian Equity Fund

Date of Establishment

September 9, 1992 – Class A units

October 30, 2009 – Class I units

Investment Advisors

MFC Global Investment Management (Canada), a division of Elliott & Page Limited, Toronto, Ontario

Howson Tattersall Investment Counsel Limited, of Toronto, Ontario. Howson Tattersall Investment Counsel utilizes the services of Mackenzie Financial Corporation of Toronto, Ontario, for the provision of investment advisory services in respect of equity securities of this Fund.

The Fund's cash reserves are managed by MD Private Trust Company, Ottawa, Ontario. MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited for the provision of investment advisory services in respect of the cash reserves.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's investment objective is to maximize dividend income in a manner consistent with capital conservation.
- The Fund invests primarily in high quality dividend producing preferred and common shares of Canadian corporations on a diversified industry basis. The Fund may also invest in bonds and short-term debt securities and income trusts.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- This is a multi-manager Fund with three separate Investment Advisors, each with a specific mandate. The aim of the Advisors is to add value through prudent security selection based on fundamental, bottom-up analysis and through the allocation of assets between common and preferred shares, bonds, income trust units and other securities based on a review of economic and capital market conditions
- MFC Global Investment Management (Canada), a division of Elliott & Page Limited, ("MFC"), Howson Tattersall Investment Counsel Limited ("HTIC") and Mackenzie Financial Corporation ("Maxxum") provide advisory services to this Fund.
- MFC believes that determining the appropriate value of a company and buying its shares at the right price is critical to achieving superior risk-adjusted returns. Their company specific valuation models, coupled with in-depth fundamental analysis, identify excellent companies with attractive valuations that will add value over the long term. Consequently, MFC uses primarily a value-based approach for the equity and income trust portion of the portfolio, looking for attractively priced securities that offer potential for growth and income. The bond portion will be actively managed using a "structured active" approach (i.e. emphasizing sector, credit and security selection combined with active yield curve and duration management).
- HTIC manages a fixed income portfolio using top down interest rate forecasts combined with bottom-up relative value credit selection.
- Maxxum manages an equity portfolio that focuses on steady absolute returns, with low volatility by using a disciplined value philosophy which seeks to maximize safety first, yield second and dividend growth third.

- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see “Securities Lending” in Part B at page 13 of the Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Fixed income investments risk
- Income trust risk
- Large investor risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

- This Fund is suitable for an investor looking for tax-advantaged income and who is comfortable with some exposure to the equities market.
- This Fund is suitable for an investor who is willing to accept a low to medium level of investment risk.
- Investors should consider holding this Fund in non-registered accounts to take advantage of the preferential tax treatment afforded to dividend income.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD Dividend Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction	\$15.23	\$48.00	\$84.13	\$191.50

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Equity Fund

Fund Details

Type of Fund

Canadian Equity Fund

Date of Establishment

March 1, 1966 – Class A units

October 30, 2009 - Class I units

Investment Advisors

For Canadian securities the Fund's Investment Advisors are Jarislowsky Fraser Limited, Acuity Investment Management Inc. and Howson Tattersall Investment Counsel Limited, each of Toronto, Ontario. For foreign securities the Fund's Investment Advisors are Templeton Global Advisors Limited of Nassau, Bahamas and Lord Abbett & Co. LLC, Jersey City, New Jersey.

The Fund's cash reserves are managed by MD Private Trust Company, Ottawa, Ontario. MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited for the provision of investment advisory services in respect of the cash reserves.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's objectives are to provide long-term capital growth, having due regard to the preservation of capital, with income production as a secondary consideration.
- The Fund invests in a diversified portfolio of Canadian equity securities of small, mid and large cap companies.
- The Fund may invest up to 30% of its portfolio in non-Canadian securities.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- This Fund employs a predominantly large capitalization approach with a bias towards value style investing.
- This is a multi-manager Fund. Three separate Investment Advisors, each with a specific mandate and investment approach, are responsible for the Canadian equity portion of the Fund. Templeton Global Advisors Limited and Lord Abbett & Co. LLC manage the foreign portion of the Fund.
- Jarislowsky Fraser Limited advises on the Canadian equity component of the Fund. They employ a blended investment style with a value bias in selecting large capitalization stocks. Its investment process involves a top-down approach with respect to economic and capital markets analysis. This strategy is complemented by strong bottom-up research based on fundamental equity analysis that focuses on sustainable earnings growth, quality management, valuation analysis and strong balance sheets.
- Acuity Investment Management Inc. also advises on the Canadian equity component of the Fund. They invest in companies with superior growth prospects that have a proprietary product or service and a growing market. Ideal companies have a conservative financial structure, generate free cash flow and are guided by a proven management team. Acuity's portion of the portfolio has a midcapitalization bias.
- Howson Tattersall Investment Counsel focuses on investing primarily in common shares of smaller Canadian companies with below average market capitalization. The investment selection is based on the principles of value investing – identifying companies whose stock price, they believe, is below fair market value. Howson Tattersall's research process is disciplined, both quantitatively and qualitatively. Their style of value investing has produced a well-diversified portfolio with low volatility without sacrificing long-term returns.
- Templeton Global Advisors Limited advises on the EAFE portion of the Fund. Templeton uses a bottom-up value-oriented stock selection strategy. Templeton seeks to identify companies that are trading at the greatest discount to their long term earnings or cash flow potential, or greatest discount to current assets either historically or relative to industry peers. By buying the cheapest companies on this basis, this Investment Advisor believes greatest rewards can be had while incurring the least amount of risk. This Investment Advisor uses fundamental analysis, proprietary screens and a worldwide network of experienced research resources to identify undervalued stocks. Information is examined on a company-by-company basis – in different countries and industries – to determine the best buying opportunities in stocks that may eventually gain

recognition by the market. Templeton may invest a portion of the Fund's portfolio in emerging markets.

- Lord Abbett & Co. LLC advises on the US equity portion of the Fund. Lord Abbett utilizes a disciplined investment process based on in-depth fundamental and proprietary quantitative research that identifies undervalued securities while reducing downside risk. Portfolio construction consists of stocks with positive fundamental outlooks, attractive valuations, appropriate economic exposure and appropriate risk parameters versus the benchmark. Lord Abbett believes macro-economic factors and company specific events influence the behaviour of stock prices and that the market consistently misprices stocks and groups of stocks. Its investment process attempts to identify and capture the price appreciation potential of these securities. Lord Abbett continuously monitors and evaluates securities for sale as price appreciation changes relative valuation attraction or when fundamental changes in the business outlook develops.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk (where the Fund invests in foreign securities)
- Fixed income investments risk
- Foreign currency risk
- Foreign equities risk
- Income Trust Risk
- Large capitalization companies risk
- Large investor risk
- Liquidity risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section "What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?" in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

- This Fund is suitable as a core Canadian equity holding. The Fund usually maximizes foreign investment exposure. Investors should be aware that part of their investment will be held in foreign securities.
- This Fund is suitable for an investor who is willing to accept a medium level of investment risk.
- The Fund is not suitable as a short-term investment.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD Equity Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund's annual performance is a constant 5% per year and the Fund's MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$15.33	\$48.33	\$84.71	\$192.82

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund's Class A units (referred to in the Financial Statements as an "administration fee reduction"). Without such reduction, the expenses for the Class A units would have been \$15.44 for the 1st year, \$48.66 for the 3rd year, \$85.29 for the 5th year and \$194.14 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Growth Investments Limited

Fund Details

Type of Fund

Global Equity Fund

Date of Establishment

July 18, 1969 – Series A shares *

* Prior to September 28, 2007 the Series A shares were called Class A shares

October 30, 2009 – Series I shares

Investment Advisors

Templeton Global Advisors Limited of Nassau, Bahamas.

Brandes Investment Partners, LP of San Diego, California, USA.

Walter Scott & Partners Limited of Edinburgh, Scotland.

Howson Tattersall Investment Counsel Limited of Toronto, Ontario.

The Fund's cash reserves are managed by MD Private Trust Company, Ottawa, Ontario. MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited for the provision of investment advisory services in respect of the cash reserves.

Securities offered

Shares – Class A, Series A and Series I Shares

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Series A - 1.25%

Series I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's objectives are to provide long-term capital growth, with due regard to the conservation of capital and with income production as a secondary consideration.
- The Fund invests in a diversified portfolio of equity securities from around the world. Assets are invested in mainly mid to large cap companies in industrialized nations; however up to 15% of net assets may be invested in emerging markets.

- The Fund may also invest up to 25% of the portfolio in bonds and short-term debt securities of governments or corporations rated AA or better by one of the following rating agencies: Moody's, Standard and Poor's, Fitch, Duff and Phelps, and Thompson Bankwatch.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- Templeton uses a bottom-up value-oriented stock selection strategy. Templeton seeks to identify companies that are trading at the greatest discount to their long-term earnings or cash flow potential, or greatest discount to current assets. By buying the cheapest companies on this basis Templeton believes greatest rewards can be realized while incurring the least amount of risk. Templeton uses fundamental analysis, proprietary screens and a world-wide network of experienced research resources to identify undervalued stocks. Information is examined on a company by company basis – in different countries and industries – to determine the best buying opportunities in stocks that may eventually gain recognition by the market. Templeton focuses on companies that are inexpensive relative to their peer group and relative to historical prices.
- Brandes applies a Graham & Dodd value approach to stock selection. Generally, stocks of companies that are financially strong and have a measurable worth will be bought when, in Brandes' view, the stock is selling at a price below its estimated worth or its intrinsic value. Brandes believes the market will eventually recognize the value of such a company and its stock price will rise towards its intrinsic value. Stocks are typically sold when they become fully valued.
- Walter Scott's focus is upon stock selection, seeking companies it judges to be capable of sustained high internal rate of return and superior earnings growth. Its "buy & hold" investment approach, allowing the selected stocks' internal growth to translate into share price performance, typically results in low portfolio turnover. Walter Scott relies heavily on its internal research, analyzing companies drawn from around the world via proprietary methods, enabling it to compare stocks from around the world in a consistent way. The focus of the analysis is first upon the company's financial history and structure. Walter Scott uses financial analysis tools to highlight margin trends, cash generation, internal rate of return and financial structure. The financial analysis leads to an assessment of the stock's business in order

to understand the company and judge whether it can sustain its return structure into the future.

- Howson Tattersall selects investments from many different industries and countries to enhance returns and reduce risk. It may invest in common shares of small, medium and large companies in any country or industry from around the world. The investment selection is based on the principles of value investing – uncovering companies whose stock price is well below fair market value. Howson Tattersall’s research process is disciplined, both quantitatively and qualitatively. Its style of value investing aims to produce a well-diversified portfolio with low volatility without sacrificing long-term returns.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see “Securities Lending” in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Emerging markets risk
- Fixed income investments risk (to the extent that the Fund invests in debt instruments)
- Foreign currency risk
- Foreign equities risk
- Large capitalization companies risk
- Large investor risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

- The Fund is suitable as a core foreign equity component of an investment portfolio.
- This Fund is suitable for an investor who is willing to accept a medium level of investment risk.
- This Fund is not suitable as a short-term investment or for an investor not willing to accept a medium level of investment risk.

Distribution Policy

- This Fund usually retains its earnings, but may occasionally pay out earnings in the form of dividends. When the Fund pays a dividend, it is automatically reinvested in additional shares of the Fund, unless you elect to receive your dividend in cash. We will only pay cash if the dividend is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD Growth Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Series A shares, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$15.65	\$49.32	\$86.45	\$196.78

¹ For the year 2009, the Manager absorbed certain operating expenses of the Series A units of the Fund (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the expenses for the Series A units would have been \$15.75 for the 1st year, \$49.65 for the 3rd year, \$87.03 for the 5th year and \$198.10 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Income & Growth Fund

Fund Details

Type of Fund

Canadian Dividend and Equity Income

Date of Establishment

January 4, 2007 – Class A units

October 30, 2009 – Class I units

Investment Advisors

Bissett Investment Management, a division of Franklin Templeton Investments Corp. of Toronto, Ontario.

Howson Tattersall Investment Counsel Limited of Toronto, Ontario manages the cash and cash equivalent component of this Fund.

Securities Offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's investment objectives are to produce a high level of consistent income while providing long-term capital appreciation by investing primarily in high quality dividend producing common shares, preferred shares, income trusts, and other income producing securities.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of securityholders.

Investment Strategies

- The Fund invests in equity securities of quality companies, at reasonable prices, that have demonstrated an ability to deliver a consistent and growing level of dividends over time, in income trusts that are expected to have stable and growing distributions over time, and may invest in other income paying securities.
- The Investment Advisors attempt to buy a stock before its price accelerates beyond the company's earning capabilities. They apply a "bottom-up" research approach to identifying companies with a history of sustainable, replicable growth. One of the many selection criteria in this process is that chosen stocks have a modest price-to-earnings ratio.
- The Fund may invest up to 30% of its portfolio in foreign securities.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund

- Class risk
- Derivatives risk
- Fixed income investments risk (to the extent that the Fund invests in debt instruments)
- Foreign currency risk
- Foreign equities risk
- Income Trust risk
- Large capitalization companies risk
- Large investor risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

- This Fund is suitable for investors seeking a high level of income and some capital gains. Investors should be willing to accept a medium level of investment risk and plan to hold the investment over the medium term.
- This Fund is not suitable as a short-term investment.

Distribution Policy

- The Fund distributes monthly, any income, accrued income and cash received from underlying securities, less any expenses. Realized net capital gains are distributed annually. The Fund may pay distributions at other times during the year.
- When the Fund makes a distribution, we automatically reinvest the distribution by issuing additional units of the Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

The following information is intended to help you compare the cost of investing in MD Income & Growth Fund to the cost of investing in other mutual funds.

- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction	\$15.33	\$48.33	\$84.71	\$192.82

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD International Growth Fund

Fund Details

Type of Fund

International Equity Fund

Date of Establishment

August 9, 2000 – Class A units

October 30, 2009 – Class I units

Investment Advisor

Thornburg Investment Management Inc., of Santa Fe, New Mexico, USA.

The Fund's cash reserves are managed by MD Private Trust Company, Ottawa, Ontario. MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited for the provision of investment advisory services in respect of the cash reserves.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.65%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's objective is to achieve long-term capital growth.
- The Fund invests in equity securities of companies in industrialized nations outside of Canada and the United States. It may also invest up to 15% of its net assets in emerging markets.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- Thornburg Investment Management (“Thornburg”) invests on an opportunistic basis, where it believes there is intrinsic value. The portfolio is diversified to include stocks of companies with consistent earnings characteristics and those of emerging franchises, as well as basic value stocks and stocks that, in Thornburg's opinion, provide value in a broader or different context. The relative proportions of these different types of securities will vary over time. The Advisor will seek to invest in companies of any size but primarily in the large and middle range of public company market capitalizations. Thornburg primarily uses individual issuer and industry analysis to make investment decisions.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see “Securities Lending” in Part B at page 13 of the Simplified Prospectus

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Emerging markets risk
- Foreign currency risk
- Foreign equities risk
- Large capitalization companies risk
- Large investor risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

The Fund is suitable for investors willing to accept a medium to high level of investment risk who wish to have international equity exposure within a well-diversified portfolio and are willing to take on a significant increase in portfolio volatility in return for potentially enhanced investment returns.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD International Growth Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units assuming that the Fund's annual performance is a constant 5% per year and the Fund's MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$20.37	\$64.22	\$112.56	\$256.21

¹ For the year 2009, the Manager absorbed certain operating expenses of the Class A units of the Fund (referred to in the Financial Statements as an "administration fee reduction"). Without such reduction, the expenses would have been \$20.48 for the 1st year, \$64.55 for the 3rd year, \$113.14 for the 5th year and \$257.53 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD International Value Fund

Fund Details

Type of Fund

International Equity Fund

Date of Establishment

January 20, 2004 – Class A units

October 30, 2009 – Class I units

Investment Advisor

Brandes Investment Partners, L.P. of San Diego, California

Howson Tattersall Investment Counsel Limited of Toronto, Ontario, manages the cash and cash equivalent component of the fund.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A -1.80%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's objective is to achieve long-term growth of capital through investment in international equity markets. The Fund may hold one or more international equity mutual funds (the "Underlying Fund(s)") and/or international equity securities. The Fund may invest up to 20% of its net assets in emerging markets.
- Any departure from these fundamental investment objectives requires the approval of MD Physician Services and the ultimate approval of the securityholders.

Investment Strategies

- The Fund's Investment Advisor Brandes Investment Partners, L.P. ("Brandes") applies a Graham & Dodd value approach to stock selection. Generally, stocks of companies that are financially strong and have a measurable worth will be bought when, in Brandes' view, the stock is selling at a price below its estimated worth or its intrinsic value. Brandes believes the market will eventually recognize the value of such a company and its stock price will rise towards its intrinsic value. Stocks are typically sold when they become fully valued.
- Brandes' approach in selecting investments for the Fund is oriented to individual stock selection and is value driven as described above. Typically, no more than 5% of the value of the total Fund assets will be invested in any one security at the time of purchase. With respect to Fund investments in any particular country or industry, the Fund may typically invest up to the greater of either (a) 20% of total Fund assets in any particular country or industry at the time of purchase or (b) 150% of the weighting of such country or industry as represented in the Morgan Stanley Capital International ("MSCI") EAFE Index at the time of purchase. No more than 20% of the value of the Fund's total assets, measured at the time of purchase, may be invested in securities of companies located in emerging securities markets throughout the world.
- The Fund may use American depository receipts in conjunction with the Fund's other investment strategies in a manner most appropriate to achieving the Fund's overall investment objectives and enhancing the Fund's returns.
- The Fund may engage in securities lending transactions as permitted by the Canadian securities regulatory authorities from time to time. There are certain risks associated with securities lending transactions. In this regard, see "Securities Lending" in Part B at page 13 of the Simplified Prospectus.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.

- Where the Fund invests in individual equity securities the Investment Advisor may use derivatives, such as currency forwards or futures contracts to reduce the risk associated with currency fluctuations. In addition, the Fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, create effective exposure to international foreign financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines, and cash equivalents will be held to fully support all futures positions.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Emerging markets risk
- Foreign currency risk
- Foreign equities risk
- Large capitalization companies risk
- Large investor risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” at page 1 in Part A of this Prospectus.

Who Should Invest in the Fund?

This Fund is suitable for investors willing to accept a medium to high level of risk, who wish to have international equity exposure and who are willing to take on a significant increase in portfolio volatility in return for potentially enhanced investment returns.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the Fund makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD International Value Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption - actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$21.74	\$68.52	\$120.10	\$273.38

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund’s Class A units (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the expenses for the Class A units would have been \$21.84 for the 1st year, \$68.85 for the 3rd year, \$120.68 for the 5th year and \$274.70 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Money Fund

Fund Details

Type of Fund

Canadian Money Market Fund

Date of Establishment

July 12, 1983 – Class A units

Investment Advisor

MD Private Trust Company, Ottawa, Ontario.

MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited, for the provision of investment advisory services.

Securities offered

Mutual Fund Units – Class A

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 0.5%

What Does the Fund invest in?

Investment Objectives

- The Fund's objectives are conservation of principal and income production, with appreciation of capital a secondary objective.
- The Fund invests in a variety of short term debt instruments including Government of Canada and Provincial Treasury bills, Residuals, Government of Canada Crown Corporation Paper and Term Deposits, Commercial Paper and Asset Backed Securities.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- The Fund will have a weighted average term to maturity of not more than 90 days. No security may have a maturity of greater than 364 days.
- Efforts are made to maintain the NAV of the Fund at \$10 by crediting the income earned in the Fund to Securityholders on each Valuation Date and distributing to Securityholders monthly.
- The Investment Advisor monitors changes in monetary policy and Bank of Canada activity, positioning the Fund to take advantage of anticipated changes in the interest rate structure.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Investment Advisor may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

There is a risk that in particular circumstances the NAV of the Fund could fall below \$10. This would mean that an investor seeking to withdraw his investment could lose a portion of his principal. While conservation of principal is one of MD Money Fund's objectives, the Fund is not guaranteed.

- Derivatives risk
- Fixed income investments risk
- Securities lending risk

See the section "What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?" in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

The Fund is suitable as the cash component of a portfolio and for an investor willing to accept a low level of investment risk.

The Fund is not suitable for an investor seeking capital appreciation as a primary consideration.

Distribution Policy

- The NAV of MD Money Fund is maintained at \$10 by crediting the income earned in the MD Fund to Securityholders on each Valuation Date and distributing to Securityholders monthly.

Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD Money Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund's annual performance is a constant 5% per year and the Fund's MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption - actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$5.88	\$18.54	\$32.49	\$73.96

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund (referred to in the Financial Statements as an "administration fee reduction"). Without such reduction, the expenses would have been \$5.99 for the 1st year, \$18.87 for the 3rd year, \$33.07 for the 5th year and \$75.28 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Select Fund

Fund Details

Type of Fund

Canadian Equity Fund

Date of Establishment

October 29, 1993 – Class A units

October 30, 2009 – Class I units

Investment Advisor

HighStreet Asset Management Inc. of London, Ontario

Acuity Investment Management Inc. of Toronto, Ontario

The Fund's cash reserves are managed by MD Private Trust Company, Ottawa, Ontario. MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited for the provision of investment advisory services in respect of the cash reserves.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objective

- The Fund's objective is to provide long-term capital growth with income production as a secondary consideration.
- The Fund invests in a diversified portfolio of equities, with the primary focus on Canadian companies.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- This Fund employs broad cap diversification with a bias toward growth style investing.
- This is a multi-manager Fund with two separate Investment Advisors, each with a specific mandate.
- HighStreet Asset Management Inc. believes that stock market success can be achieved by consistently applying a disciplined, quantitative approach to investing. They apply a growth style approach to investing with a focus on risk management at the portfolio construction level. As a growth-style manager, they look for companies with strong competitive positions that can maintain high earnings growth. They utilize a proprietary model to assess the attractiveness of the growth and risk attributes of potential investments for inclusion in the portfolio.
- Acuity Investment Management Inc. looks for companies in primarily small capitalization ranges. Stocks typically may possess proven management, proprietary/strategic advantages and financial strength. In their opinion, these companies have above-average sales or earnings growth potential and favourable valuation levels with respect to these growth expectations. Furthermore, the Advisor believes these companies represent the most promising investment opportunities in each capitalization range.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may invest up to 10% of its portfolio in non-Canadian securities.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk (where the Fund invests in foreign securities)
- Large capitalization companies risk
- Large investor risk
- Liquidity risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

This Fund is suitable as a core Canadian equity position in a portfolio for an investor willing to accept a medium level of investment risk.

This Fund is not suitable as a short-term investment.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD Select Fund to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$15.44	\$48.66	\$85.29	\$194.14

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund’s Class A (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the expenses for the Class A units would have been \$15.54 for the 1st year, \$48.99 for the 3rd year, \$85.87 for the 5th year and \$195.46 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD American Growth Fund

Fund Details

Type of Fund

US Equity Fund

Date of Establishment

September 9, 1992 – Class A units

October 30, 2009 – Class I units

Investment Advisor

New Amsterdam Partners, LLC of New York, NY, USA

Calamos Advisors, LLC of Naperville, Illinois, USA

Westfield Capital Management Company, LP of Boston, Massachusetts, USA

The Fund's cash reserves are managed by MD Private Trust Company, Ottawa, Ontario. MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited for the provision of investment advisory services in respect of the cash reserves.

Securities offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's investment objective is to achieve long-term capital growth, with income production as a secondary consideration.
- The Fund invests in a diversified portfolio of primarily US equity securities of large, mid and small cap companies.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the Fund's securityholders.

Investment Strategies

- New Amsterdam Partners, LLC will advise the Fund primarily in respect of large capitalization growth securities. This Investment Adviser utilizes a disciplined blend of quantitative and fundamental research in order to identify investment opportunities arising from mis-priced securities;
- Calamos Advisors, LLC will advise the Fund primarily in respect of growth securities with a broad range of market capitalizations. This Investment Advisor seeks to identify companies with accelerating growth of revenue, earnings, or return on capital.
- Westfield Capital Management Company, LP will advise the Fund primarily in respect of small capitalization growth securities. This Investment Advisor uses in-depth, bottom-up, fundamental research to identify reasonably priced stocks of companies with high earnings potential.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- MD American Growth Fund will not purchase securities of companies that manufacture tobacco or tobacco related products.
- MD American Growth Fund will be permitted to use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Foreign currency risk
- Foreign equities risk
- Large capitalization companies risk
- Large investor risk
- Liquidity risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section "What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?" in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

This Fund is suitable as a core position for an investor seeking exposure to the US economy who is willing to accept a medium level of investment risk.

This Fund is not suitable as a short-term holding.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD American Growth Fund (formerly MD US Large Cap Growth Fund) to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund's annual performance is a constant 5% per year and the Fund's MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$15.65	\$49.32	\$86.45	\$196.78

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund's Class A (referred to in the Financial Statements as an "administration fee reduction"). Without such reduction, the expenses for the Class A units would have been \$15.75 for the 1st year, \$49.65 for the 3rd year, \$87.03 for the 5th year and \$198.10 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD American Value Fund

Fund Details

Type of Fund

US Equity Fund

Date of Establishment

August 9, 2000 – Class A units

October 30, 2009 – Class I units

Investment Advisor

Lord Abbett & Co. LLC of Jersey City, New Jersey, USA

The Fund's cash reserves are managed by MD Private Trust Company, Ottawa, Ontario. MD Private Trust Company utilizes the services of Howson Tattersall Investment Counsel Limited for the provision of investment advisory services in respect of the cash reserves.

Securities Offered

Mutual Fund Units – Class A and Class I

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.45%

Class I - Management fee is negotiated with and is paid by the unitholder directly to the Manager. You must enter into an Institutional Investment agreement with the Manager.

What Does the Fund invest in?

Investment Objectives

- The Fund's objectives are long-term capital growth with due regard for the conservation of capital, with income production as a secondary objective
- The Fund invests in a diversified portfolio of primarily US equity securities of large, mid and small cap companies.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the Fund's securityholders.

Investment Strategies

- Lord Abbett utilizes a disciplined investment process based on in-depth fundamental and proprietary quantitative research that identifies undervalued securities while reducing downside risk.
- Portfolio construction consists of stocks with positive fundamental outlooks, attractive valuations, appropriate economic exposure and appropriate risk parameters versus the benchmark.
- The Advisor believes macro-economic factors and company specific events influence the behaviour of stock prices and that the market consistently misprices stocks and groups of stocks. Their investment process attempts to identify and capture the price appreciation potential of these securities.
- Lord Abbett continuously monitors and evaluates securities for sale as price appreciation changes relative to valuation attraction or when fundamental changes in the business outlook develops.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Foreign currency risk
- Foreign equities risk
- Large capitalization companies risk
- Large investor risk
- Liquidity risk
- Market risk
- Securities lending risk
- Underlying fund risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” at page 1 in Part A of this Prospectus.

Who Should Invest in the Fund?

- The Fund is a suitable as a core US investment within a well diversified portfolio.
- This Fund is suitable for an investor willing to accept a medium level of investment risk, and for investors seeking exposure to large capitalization US stocks.
- The Fund is not suitable for investors who do not want any degree of capital fluctuation.
- The Fund is not suitable as a short-term investment.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in MD American Value Fund (formerly MD US Large Cap Value Fund) to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for each \$1,000 investment you make in Class A units, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption – actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$18.17	\$57.27	\$100.37	\$228.48

¹ For the year 2009 the Manager absorbed certain operating expenses of the Fund’s Class A (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the expenses for the Class A units would have been \$18.27 for the 1st year, \$57.60 for the 3rd year, \$100.95 for the 5th year and \$229.80 for the 10th. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Conservative Portfolio

Funds Details

Type of Fund

Canadian Fixed Income Balanced

Date of Establishment

January 6, 2010 – Class A units

Investment Advisor

MD Physician Services Inc.

Securities offered

Mutual Fund Units - Class A

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSAs and RESPs.

Management Fee

Class A – 1.15%

There will be no duplication of Management fees between the Portfolio Fund and the underlying mutual funds.

What Does the Fund invest in?

Investment Objectives

- This is a strategic asset allocation Fund with the objective to preserve investment value and generate income.
- The Fund will invest primarily in units of other mutual funds managed by MD Physician Services, with an emphasis on fixed income mutual funds for capital preservation and income generation with some exposure to equity mutual funds for potential capital growth.
- The Fund may also invest in other non-affiliated mutual funds and directly in fixed income securities, cash or cash equivalents.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- As Portfolio Manager, we will use strategic asset allocation as the principal investment strategy and allocate the Fund's assets among the underlying funds according to the target weightings for the Fund, which may change at our discretion, but are generally expected to follow:

Asset Class	Target Weighting
Fixed Income	67%
Canadian Equity	20%
Foreign Equity	13%

- While we may allow the Fund to deviate from the strategic asset allocation we continually monitor the portfolio and rebalance periodically to realign the weightings with the strategic asset allocation.
- The decision to invest in each underlying fund is based on our assessment of the underlying fund's ability to enable the portfolio to meet its stated investment objectives. We will monitor and review the underlying funds and may make changes from time to time.
- The Fund may invest all of the Fund's assets in funds managed by MD Physician Services Inc., and may also include mutual funds managed by non-affiliated investment companies.
- The Fund and underlying mutual funds may temporarily depart from their investment objectives by holding a portion of their assets in cash or short-term money market instruments and/or high quality fixed income securities while seeking investment opportunities or for defensive purposes to reflect economic and market conditions.
- The Fund and underlying funds may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. In addition, the Fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, reduce risk and create effective exposure to financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions. The Fund will only use derivatives as permitted by Canadian securities regulators.

- The Fund's underlying funds may have high portfolio turnover rates. The higher the portfolio turnover rate, the greater the possibility of unitholders of the fund receiving income or taxable capital gains as a result of frequent purchases and sales of portfolio securities by the underlying funds.
- The underlying MD proprietary mutual funds may not purchase securities of companies that manufacture tobacco or tobacco related products. As Manager, we can only monitor non-affiliated funds for securities in the tobacco manufacturing sector and we can not guarantee that an underlying fund may hold securities in this sector from time to time.
- The underlying funds may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Derivatives risk
- Fixed income investments risk
- Foreign equities risk
- Foreign currency risk
- Income trust risk
- Large capitalization companies risk
- Market risk
- Securities lending risk
- Fund of fund risk
- Liquidity risk

See the section "What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?" in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

This Fund is designed to provide an investor willing to accept a low level of investment risk with exposure to all major asset classes. It is suitable for an investor with an investment time horizon of three or more years and looking for a single-decision Fund where the asset mix decision is being made by the Investment Manager.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Income and Capital gains are distributed annually after December 15 in each year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

No information is available as this MD Fund is new. For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Moderate Balanced Portfolio

Funds Details

Type of Fund

Canadian Neutral Balanced

Date of Establishment

January 6, 2010 – Class A units

Investment Advisor

MD Physician Services Inc.

Securities offered

Mutual Fund Units - Class A

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A – 1.30%

There will be no duplication of Management fees between the Portfolio Fund and the underlying mutual funds.

What Does the Fund invest in?

Investment Objectives

- This is a strategic asset allocation fund with the objective to generate income and provide capital growth by investing in a balanced allocation of mutual funds invested in fixed income and equity securities.
- The Fund will invest primarily in units of funds managed by MD Physician Services, with an even emphasis on fixed income funds for capital preservation and income generation, and in equity funds for potential capital appreciation.
- The Fund may also invest in other non-affiliated mutual funds and directly in fixed income securities, cash or cash equivalents.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- As Portfolio Manager, we will use strategic asset allocation as the principal investment strategy and allocate the Fund's assets among the underlying funds according to the target weightings for the Fund, which may change at our discretion, but are generally expected to follow:

Asset Class	Target Weighting
Fixed Income	48%
Canadian Equity	26%
Foreign Equity	26%

- While we may allow the Fund to deviate from the strategic asset allocation we continually monitor the portfolio and rebalance periodically to realign the weightings with the strategic asset allocation.
- The decision to invest in each underlying fund is based on our assessment of the underlying fund's ability to enable the portfolio to meet its stated investment objectives. We will monitor and review the underlying funds and may make changes from time to time.
- The Fund may invest all of the Fund's assets in funds managed by MD Physician Services Inc., and may also include mutual funds managed by non-affiliated investment companies.
- The Fund and underlying mutual funds may temporarily depart from their investment objectives by holding a portion of their assets in cash or short-term money market instruments and/or high quality fixed income securities while seeking investment opportunities or for defensive purposes to reflect economic and market conditions.
- The Fund and underlying funds may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. In addition, the Fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, reduce risk and create effective exposure to financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions. The Fund will only use derivatives as permitted by Canadian securities regulators.

- The Fund's underlying funds may have high portfolio turnover rates. The higher the portfolio turnover rate, the greater the possibility of unitholders of the Fund receiving income or taxable capital gains as a result of frequent purchases and sales of portfolio securities by the underlying funds.
- The underlying MD proprietary mutual funds may not purchase securities of companies that manufacture tobacco or tobacco related products. As Manager, we can only monitor non-affiliated funds for securities in the tobacco manufacturing sector and we can not guarantee that an underlying fund may hold securities in this sector from time to time.
- The underlying funds may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Derivatives risk
- Fixed income investments risk
- Foreign equities risk
- Foreign currency risk
- Income trust risk
- Large capitalization companies risk
- Market risk
- Securities lending risk
- Fund of fund risk
- Liquidity risk

See the section "What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?" in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

This Fund is designed to provide an investor willing to accept a low to medium level of investment risk with exposure to all major asset classes. It is suitable for an investor with an investment time horizon of seven or more years and looking for a single-decision Fund where the asset mix decision is being made by the Investment Manager.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Income and Capital gains are distributed annually after December 15 in each year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

No information is available as this MD Fund is new. For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Balanced Growth Portfolio

Funds Details

Type of Fund

Global Equity Balanced

Date of Establishment

January 6, 2010 – Class A units

Investment Advisor

MD Physician Services Inc.

Securities offered

Mutual Fund Units - Class A

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A – 1.40%

There will be no duplication of Management fees between the Portfolio Fund and the underlying mutual funds.

What Does the Fund invest in?

Investment Objectives

- This is a strategic asset allocation fund with the objective to provide growth of capital and income generation.
- The Fund will invest primarily in units of funds managed by MD Physician Services, with an emphasis on equity funds for potential capital appreciation with some exposure to fixed income funds for capital preservation and income generation.
- The Fund may also invest in other non-affiliated mutual funds and directly in fixed income securities, cash or cash equivalents
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- As Portfolio Manager, we will use strategic asset allocation as the principal investment strategy and allocate the Fund's assets among the underlying funds according to the target weightings for the Fund, which may change at our discretion, but are generally expected to follow:

Asset Class	Target Weighting
Fixed Income	29%
Canadian Equity	28%
Foreign Equity	43%

- While we may allow the Fund to deviate from the strategic asset allocation we continually monitor the portfolio and rebalance periodically to realign the weightings with the strategic asset allocation.
- The decision to invest in each underlying fund is based on our assessment of the underlying fund's ability to enable the portfolio to meet its stated investment objectives. We will monitor and review the underlying funds and may make changes from time to time.
- The Fund may invest all of the Fund's assets in funds managed by MD Physician Services Inc., and may also include mutual funds managed by non-affiliated investment companies.
- The Fund and underlying mutual funds may temporarily depart from their investment objectives by holding a portion of their assets in cash or short-term money market instruments and/or high quality fixed income securities while seeking investment opportunities or for defensive purposes to reflect economic and market conditions.
- The Fund and underlying funds may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. In addition, the Fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, reduce risk and create effective exposure to financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions. The Fund will only use derivatives as permitted by Canadian securities regulators.

- The Fund's underlying funds may have high portfolio turnover rates. The higher the portfolio turnover rate, the greater the possibility of unitholders of the Fund receiving income or taxable capital gains as a result of frequent purchases and sales of portfolio securities by the underlying funds.
- The underlying MD proprietary mutual funds may not purchase securities of companies that manufacture tobacco or tobacco related products. As Manager, we can only monitor non-affiliated funds for securities in the tobacco manufacturing sector and we can not guarantee that an underlying fund may hold securities in this sector from time to time.
- The underlying funds may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Derivatives risk
- Fixed income investments risk
- Foreign equities risk
- Foreign currency risk
- Income trust risk
- Large capitalization companies risk
- Market risk
- Securities lending risk
- Fund of fund risk
- Liquidity risk

See the section "What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?" in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

This Fund is designed to provide an investor willing to accept a medium level of investment risk with exposure to all major asset classes. It is suitable for an investor with an investment time horizon of fifteen or more years and looking for a single-decision Fund where the asset mix decision is being made by the Investment Manager.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Income and Capital gains are distributed annually after December 15 in each year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

No information is available as this MD Fund is new. For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MD Maximum Growth Portfolio

Funds Details

Type of Fund

Global Equity Balanced

Date of Establishment

January 6, 2010 – Class A units

Investment Advisor

MD Physician Services Inc.

Securities offered

Mutual Fund Units - Class A

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A – 1.45%

There will be no duplication of Management fees between the Portfolio Fund and the underlying mutual funds.

What Does the Fund invest in?

Investment Objectives

- This is a strategic asset allocation fund with the objective to provide growth of capital.
- The Fund will invest primarily in units of funds managed by MD Physician Services, with an emphasis on equity funds for potential capital appreciation and only a minor exposure to fixed income funds for income generation and capital preservation.
- The Fund may also invest in other non-affiliated mutual funds and directly in fixed income securities, cash or cash equivalents.
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- As Portfolio Manager, we will use strategic asset allocation as the principal investment strategy and allocate the Fund's assets among the underlying funds according to the target weightings for the Fund, which may change at our discretion, but are generally expected to follow:

Asset Class	Target Weighting
Fixed Income	17%
Canadian Equity	34%
Foreign Equity	49%

- While we may allow the Fund to deviate from the strategic asset allocation we continually monitor the portfolio and rebalance periodically to realign the weightings with the strategic asset allocation.
- The decision to invest in each underlying fund is based on our assessment of the underlying fund's ability to enable the portfolio to meet its stated investment objectives. We will monitor and review the underlying funds and may make changes from time to time.
- The Fund may invest all of the Fund's assets in funds managed by MD Physician Services Inc., and may also include mutual funds managed by non-affiliated investment companies.
- The Fund and underlying mutual funds may temporarily depart from their investment objectives by holding a portion of their assets in cash or short-term money market instruments and/or high quality fixed income securities while seeking investment opportunities or for defensive purposes to reflect economic and market conditions.
- The Fund and underlying funds may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. In addition, the Fund may use derivatives rather than direct investments to reduce transactions costs, achieve greater liquidity, reduce risk and create effective exposure to financial markets or increase speed and flexibility in making portfolio changes. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions. The Fund will only use derivatives as permitted by Canadian securities regulators.

- The Fund's underlying funds may have high portfolio turnover rates. The higher the portfolio turnover rate, the greater the possibility of unitholders of the Fund receiving income or taxable capital gains as a result of frequent purchases and sales of portfolio securities by the underlying funds.
- The underlying MD proprietary mutual funds may not purchase securities of companies that manufacture tobacco or tobacco related products. As Manager, we can only monitor non-affiliated funds for securities in the tobacco manufacturing sector and we can not guarantee that an underlying fund may hold securities in this sector from time to time.
- The underlying funds may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Derivatives risk
- Fixed income investments risk
- Foreign equities risk
- Foreign currency risk
- Income trust risk
- Large capitalization companies risk
- Market risk
- Securities lending risk
- Fund of fund risk
- Liquidity risk

See the section "What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?" in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

This Fund is designed to provide an investor willing to accept a medium to high level of investment risk with exposure to all major asset classes. It is suitable for an investor with an investment time horizon of twenty or more years and looking for a single-decision Fund where the asset mix decision is being made by the Investment Manager.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Income and Capital gains are distributed annually after December 15 in each year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

No information is available as this MD Fund is new. For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

MDPIM Canadian Equity Pool

Fund Details

Type of Fund

Canadian Equity Fund

Date of Establishment

August 9, 2000*

*Prior to this date the Fund was a private fund. Its units were not offered under a prospectus. The Fund was effectively established on June 16, 1999 as a private fund, but for the purposes of the offering of units under this prospectus we have indicated August 9, 2000, as the Date of Establishment.

Investment Advisors

HighStreet Asset Management Inc., London, Ontario.

Howson Tattersall Investment Counsel Limited,
Toronto, Ontario

Securities offered

Mutual Fund Units – Class A and Private Trust Class**

**Only Class A units are offered in this Prospectus. As of January 10, 2003, Class A units of this Fund are offered for sale to existing securityholders only. Offers for sale to new subscribers are prohibited.

Private Trust Class units of this Fund are offered for sale to discretionary managed account clients under a Simplified Prospectus dated June 11, 2010.

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

What Does the Fund invest in?

Investment Objective

- The Fund's objective is long-term capital growth.
- The Fund invests in Canadian equity securities issued by large cap companies.
- Any other departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- HighStreet Asset Management believes that stock market success can be achieved by consistently applying a disciplined, quantitative approach to investing. They apply a growth style approach to investing with a focus on risk management at the portfolio construction level. As a growth-style manager, they look for companies with strong competitive positions that can maintain high earnings growth. They utilize a proprietary model to assess the attractiveness of the growth and risk attributes of potential investments for inclusion in the portfolio.
- Howson Tattersall Investment Counsel's investment selection is based on the principles of value investing - identifying companies whose stock price, they believe, is below fair market value. Their research process is disciplined, both quantitatively and qualitatively. Their style of value investing produces a well-diversified portfolio with low volatility without sacrificing long-term returns.
- The Fund may invest up to 30% of its portfolio in non-Canadian securities.
- The Investment Advisor or the Manager may move up to 25% of the net assets of the Fund into cash if market conditions warrant.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.
- The Fund may engage in securities lending transactions. For further details in this regard, see "Securities Lending" in Part B at page 13 of this Simplified Prospectus.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk (where the Fund invests in foreign securities)
- Foreign currency risk
- Foreign equities risk
- Income Trust Risk
- Large capitalization companies risk
- Market risk
- Securities Lending risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

- The Fund is suitable as a core position within the Canadian equity asset class for an investor willing to accept a medium level of investment risk.
- This Fund is not suitable as a short-term investment.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in Class A units of the MDPIM Canadian Equity Pool to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for an initial \$1,000 investment, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption - actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$14.60	\$46.01	\$80.65	\$183.57

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the expenses would have been \$14.70 for the 1st year, \$46.34 for the 3rd year, \$81.23 for the 5th year and \$184.90 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders

For more information on fees and expenses see “Fees and Expenses” at page 8 of Part A of this Simplified Prospectus.

MDPIM US Equity Pool

Fund Details

Type of Fund

US Equity Fund

Date of Establishment

August 9, 2000*

* Prior to this date the Fund was a private fund. Its units were not offered under a prospectus. The Fund was effectively established on August 6, 1999 as a private fund, but for the purposes of the offering of units under this prospectus we have indicated August 9, 2000 as the Date of Establishment.

Investment Advisors

Jensen Investment Management Inc. (“Jensen”) of Portland, Oregon, USA

NWQ Investment Management Company, LLC (“NWQ”) of Los Angeles, California, USA

Howson Tattersall Investment Counsel Limited of Toronto, Ontario is the Investment Advisor in respect of the Fund’s cash reserves.

Securities offered

Mutual Fund Units – Class A and Private Trust Class **

Only Class A units are offered in this Prospectus.

** As of January 10, 2003, Class A units of this Fund are offered for sale to existing securityholders only. Offers for sale to new subscribers are prohibited.

Private Trust Class units of this Fund are offered for sale to discretionary managed account clients under a Simplified Prospectus dated June 11, 2010.

Eligibility for Registered Tax Plans

Eligible as an investment for RRSPs, RRIFs, DPSPs, RDSPs, TFSA and RESPs.

Management Fee

Class A - 1.25%

What Does the Fund invest in?

Investment Objective

- The Fund’s objective is long-term capital growth through investment in U.S. equities with due regard to capital preservation.
- The Fund invests primarily in equity securities of mid to large capitalization US companies. The Fund may also invest up to 25% of its net assets in Canadian or U.S. short-term money market instruments,
- Any departure from the fundamental investment objectives requires the approval of MD Physician Services and ultimate approval of the securityholders.

Investment Strategies

- NWQ employs a “bottom-up” investment approach. The investment management style is described as “value”. NWQ looks to invest in undervalued companies that possess catalysts to improve profitability and/or unlock value. NWQ analysts conduct disciplined research to drive stock selection. NWQ looks to capitalize on market opportunities created by investor over-reaction, misperception, and short-term focus.
- Jensen believes a persistently high level of business performance is the backbone to good long term market performance. Jensen’s investment approach is that of experienced business people- analyzing each company as if they were buying the entire business.
- Jensen targets companies for purchase if they have achieved a consistent long-term record of strong business performance, maintain strong debt-to-capital ratings, and possess sustainable advantages.
- Jensen purchases these companies when they feel shares are priced at significant discounts to intrinsic value and sells them when the companies fail to meet business performance or price standards.
- The Fund may not purchase securities of companies that manufacture tobacco or tobacco related products.
- The Fund may engage in securities lending transactions. For further details in this regard, see “Securities Lending” in Part B at page 13 of this Simplified Prospectus.
- The Fund may use derivatives, such as currency forwards or futures contracts to reduce a risk associated with currency fluctuations. Derivatives will not be used to create a portfolio with leverage or to create exposures not allowed by the portfolio guidelines. Cash equivalents will be held to fully support all derivative positions.

What are the Risks of Investing in the Fund?

- Class risk
- Derivatives risk
- Foreign currency risk
- Foreign equities risk
- Large capitalization companies risk
- Large transaction risk
- Market risk
- Securities lending risk

See the section “What Is A Mutual Fund And What Are The Risks Of Investing In A Mutual Fund?” in Part A at page 1 of this Prospectus.

Who Should Invest in the Fund?

The Fund is suitable as a core position within the US equity asset class for an investor willing to accept a medium level of investment risk.

This Fund is not suitable as a short-term investment.

Distribution Policy

- Mutual funds earn income and capital gains. You receive these earnings through distributions. Capital gains are distributed annually after December 15 in each year. Income distributions may be made several times a year.
- When any of the MD Funds makes a distribution, we automatically reinvest the distribution or dividend by issuing additional units of the MD Fund equal in value to the amount of the distribution, unless you elect to receive your distribution in cash. We will only pay cash if the distribution is at least \$15.

Fund Expenses Indirectly Borne by Investors

- The following information is intended to help you compare the cost of investing in Class A units of MDPIM US Equity Pool to the cost of investing in other mutual funds.
- The table shows the cumulative amount of fees and expenses of the Fund which would be indirectly borne by you for an initial \$1,000 investment, assuming that the Fund’s annual performance is a constant 5% per year and the Fund’s MER (calculated as per National Instrument 81-106) and operating expenses remained the same as in its last financial year for the complete 10 years. The 5% is only an assumption - actual returns can be higher or lower.

	1st Year	3rd Year	5th Year	10th Year
With administration fee reduction ¹	\$14.70	\$46.34	\$81.23	\$184.90

¹ For the year 2009, the Manager absorbed certain operating expenses of the Fund (referred to in the Financial Statements as an “administration fee reduction”). Without such reduction, the expenses would have been \$15.44 for the 1st year, \$48.66 for the 3rd year, \$85.29 for the 5th year and \$194.14 for the 10th year. The decision to absorb or waive the expenses is reviewed annually and determined at the discretion of the Manager without notice to securityholders.

For more information on fees and expenses see Fees and Expenses at page 8 of Part A of this Simplified Prospectus.

(Class A and Class I units unless otherwise indicated)

MD Balanced Fund
MD Bond Fund
MD Bond and Mortgage Fund
MD Dividend Fund
MD Equity Fund
MD Growth Investments Limited (Series A and Series I shares)
MD Income & Growth Fund
MD International Growth Fund
MD International Value Fund
MD Money Fund (Class A units)
MD Select Fund
MD American Growth Fund
MD American Value Fund
MD Conservative Portfolio (Class A units)
MD Moderate Balanced Portfolio (Class A units)
MD Balanced Growth Portfolio (Class A units)
MD Maximum Growth Portfolio (Class A units)
MDPIM Canadian Equity Pool (Class A units)
MDPIM US Equity Pool (Class A units)

MD Physician Services Inc.
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Additional information about the Funds is available in the Funds' Annual Information Form, management reports of fund performance and financial statements. These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as a part of this document.

You can get a copy of these documents, at your request, and at no cost, by calling toll-free 1 800 267-2332, or from your dealer or by e-mail at MDFunds.SimplifiedProspectus@cma.ca.

These documents and other information about the Funds, such as information circulars and material contracts, are also available on MD's internet site at md.cma.ca or at sedar.com.



PHYSICIAN
SERVICES INC.
A CMA COMPANY

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