



April 6, 2004

Sent By E-Mail

Alberta Securities Commission
Saskatchewan Financial Services Commission,
Securities Division
Manitoba Securities Commission
Ontario Securities Commission
Commission des valeurs mobilières du Québec
Nova Scotia Securities Commission
Securities Administration Branch, New Brunswick
Office of the Attorney General, Prince Edward Island
Securities Commission of Newfoundland and Labrador
Registrar of Securities, Government of Yukon
Registrar of Securities, Department of Justice,
Government of the Northwest Territories
Registrar of Securities, Legal Registries Division, Department
of Justice, Government of Nunavut

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c/o Denise Brosseau
Secretary
Commission des valeurs mobilières de Québec
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Dear Securities Regulatory Authorities:

Re: Comments on Proposed National Instrument 81-107 *Independent Review Committee for Mutual Funds*

Toronto Stock Exchange (“TSX”) welcomes the opportunity to comment on Proposed National Instrument 81-107 *Independent Review Committee for Mutual Funds* (“NI 81-107”).

Our comments are limited to the scope and application of NI 81-107, specifically as it relates to closed-end funds and mutual funds that are listed and posted for trading on a stock exchange or an over-the-counter market.

TSX supports the current proposal to exclude such traded funds from the application of NI 81-107 and trust that this exemption will remain in the final version of the instrument. We believe that the appropriate corporate governance regime that traded funds, as listed issuers, are subject to should be administered by the Exchange.

Although not all TSX corporate governance policies currently apply to traded funds, the Exchange would consider examining whether to adopt corporate governance policies which address traded funds specifically. However, in light of that, the intent should not be to subject traded funds to more onerous requirements than are required of other listed issuers, but rather to address their unique attributes appropriately and effectively.

Thank you for the opportunity to comment on NI 81-107. We look forward to its implementation, subject to our comments as discussed above. Should you wish to discuss them with us in more detail, I would be pleased to respond.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Nesbitt', written in a cursive style.

cc: Barbara Stymiest, CEO, TSX Group
Richard Nesbitt, President, TSX Markets