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BY TELECOPIER

June 29, 2005

Ontario Securities Commission
20 Queen Street West
Suite 1800
Toronto, Ontario M5H 3S8

Attention: Mr. John Stevenson, Secretary

Ladies and Gentlemen:

Re: Comments on Proposed NI 81-107

This letter represents my personal and without prejudice comments (and not those of the firm or any client) with respect to proposed new NI 81-107.

1. A materiality concept needs to be built into the definition of "conflict of interest matter", as is the case with directors' conflicts of interest under corporate law, for example. Otherwise numerous immaterial events will apparently need to go through the IRC, which will entail much cost and time dealing with *de minimus* matters for no material benefit. I suggest that the best way to handle this might be to add the word "materially" before the word "conflict" in section 1.3(1). In this regard, I also note that section 1.5 has a materiality concept in determining independence. A similar concept is needed to deal with the substantive matters that need to be considered by the IRC.
2. As is the case with the other key conflict of interest rule of the OSC, OSC Rule 61-51 (see section 5.1(h)), the IRC review provisions of NI 81-107 should not interfere with pre-existing contractual rights. For example, if employees of a manager or its affiliates (or the affiliate itself for that matter) own units of a related mutual fund, they should not be in any way restricted from, among other things, voting or redeeming their units by the rule.

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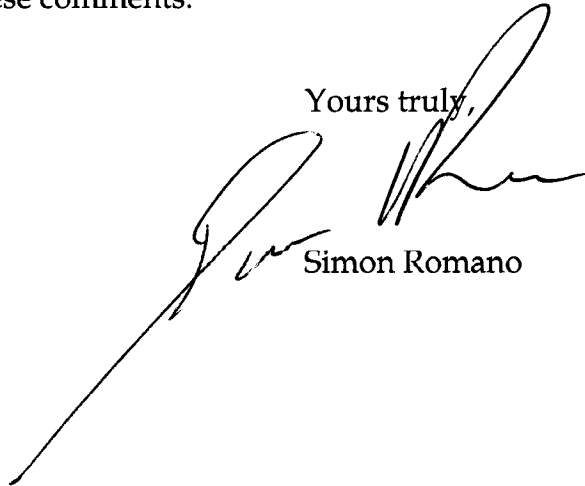
LONDON

HONG KONG

SYDNEY

Thank you for considering these comments.

Yours truly,

A handwritten signature in black ink, appearing to read 'Simon Romano', is written over the typed name. The signature is fluid and cursive, with a long, sweeping underline that extends to the left.

Simon Romano

SAR/he