



May 16, 2008

BY E-MAIL

Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
New Brunswick Securities Commission
Superintendent of Securities, Newfoundland and Labrador
Registrar of Securities, Northwest Territories
Nova Scotia Securities Commission
Registrar of Securities, Nunavut Territories
Ontario Securities Commission
Registrar of Securities, Prince Edward Island
Autorité des marchés financiers
Saskatchewan Financial Services Commission
Registrar of Securities, Yukon Territory

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Dear Sirs:

Re: Comments on Proposed National Instrument 31-103 (“NI 31-103”)

We wish to take this opportunity to provide our comments on the proposed form of NI 31-103.

Section 8.2 of NI 31-103 provides for a dealer registration exemption in respect of an investment fund or investment fund manager that distributes a security of the investment fund’s own issue only through a registered dealer. Presumably this exemption avoids the dealer registration requirement in Ontario and Newfoundland under Section 3.9(1) of NI 45-106. It would seem that a similar dealer registration exemption should be made available under NI 31-103 to avoid the dealer registration exemption in respect of trades described in Section 2.15 of NI 45-106 (ie. redemptions of mutual fund units) that require registration under paragraph 2.43(1)(i) of NI 45-106.

Also, subsection 8.15(4) of NI 31-103 is missing the word “client” after the word “permitted”.

Yours very truly,

Blaney McMurtry LLP

A handwritten signature in black ink, appearing to read 'Patrick J. Cummins', with a long horizontal flourish extending to the right.

Patrick J. Cummins
PJC/bl

- c. (via email) John Stevenson, Secretary, Ontario Securities Commission (jstevenson@osc.gov.on.ca)
- c. (via email) Anne-Marie Beaudoin, Directrice du secrétariat, Autorité des marchés financiers (consultation-en-cours@lautorite.qc.ca)