

May 28, 2008

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
New Brunswick Securities Commission  
Superintendent of Securities, Prince Edward Island  
Nova Scotia Securities Commission  
Securities Commission of Newfoundland and Labrador  
Registrar of Securities, Northwest Territories  
Registrar of Securities, Yukon Territory  
Registrar of Securities, Nunavut  
c/o Gordon Smith  
British Columbia Securities Commission  
PO Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia  
V7Y 1L2

Dear Sir and Madam:

**Re: National Instrument 45-106 - Request for Comments**

The Association of Canadian Pension Management (ACPM) is pleased to provide comments to the Canadian Securities Administrators (CSA) on the proposed changes to National Instrument 45-106 published for comment by the CSA on February 29, 2008.

The Association of Canadian Pension Management is the informed voice of Canadian retirement income plan sponsors, administrators and their allied service providers. The ACPM's individual and institutional members across Canada represent plans with assets of over \$300 billion with over 3 million plan members. Our policy objectives are to promote a healthy and sustainable retirement income system in Canada. The ACPM champions the following principles:

- i) clarity in legislation, regulations and retirement income arrangements;
- ii) balanced consideration of other stakeholders' interests; and
- iii) excellence in plan governance and administration

The ACPM wishes to ensure that issues relating to pension plans and capital accumulation plans (CAPs) are appropriately dealt with in the proposed amendments. We have three specific issues:

1. It is not clear to us why the so-called CAP exemption is not integrated into these proposed changes. The CAP exemption was published for comment in October 2005 and was intended to form part of NI 45-106. As you are aware, CAPs face a patchwork of regulation across Canada. It is important that the CAP exemption be enacted on a national basis.
2. Pension plans have traditionally been entitled to exemption from prospectus and registration requirements due to their separate regulatory scheme. The ACPM believes that it is important that this remain so.

In particular, pension plan pooling arrangements such as master trusts should be entitled to the same exemptive relief as pension plans themselves. Such pooling vehicles should not be subject to regulation as investment funds.

3. The ACPM believes that administrators of pension plans should not be subject to registration requirements. They are subject to fiduciary duties and extensive regulation under pension legislation.

Thank you for the opportunity to comment on this important initiative.

Yours truly,



Bryan Hocking  
Chief Executive Officer  
Association of Canadian Pension Management