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Our File: 34830

May 29, 2008

Mr. John Stephenson, Secretary
Ontario Securities Commission
Via Email: jstepenson@osc.gov.on.ca

The Honorable Iris Evans
Minister of Finance, Province of Alberta
Via Email: sherwood.park@assembly.ab.ca

Re: Proposed National Instrument 31-103/ Registration Reform Project

Our firm currently acts as legal counsel to more than a dozen licensed mortgage brokerage firms and Mortgage Investment Corporations ("MICs") in the Province of Alberta. A significant amount of each of these client's business activities is organizing and/or participating in syndicated commercial mortgage lending. This is an extremely important mortgage lending activity as it represents a large market segment not currently fully serviced by the major Canadian banks or other institutional lenders, particularly in the Province of Alberta which has experienced unprecedented commercial real estate development activity in the recent years and which is expected to continue into the foreseeable future.

It is our clients' belief that syndicated commercial mortgage lending constitutes only one segment, albeit an important one, of the mortgage brokerage and mortgage lending business in the Province of Alberta. The current mortgage brokers associations are populated largely by residential mortgage brokerage firms whose activities do not involve commercial mortgage lending or the assembling of syndicated mortgages. Naturally, these associations speak for their members but do not necessarily speak for or articulate the specific and often unique needs and concerns of the syndicated commercial mortgage lending activities of mortgage brokerage firms and MICs engaged in that segment of the industry.

Certain of the features of the proposed National Instrument 31-103/ Registration Reform Project are of great concern to our clients. Accordingly, our clients wish to convey to you that it is their

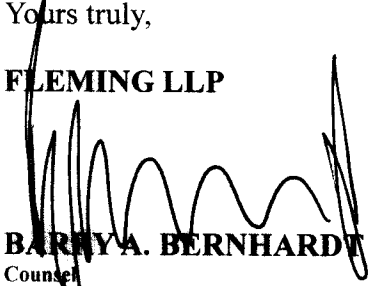
intention to form a new association of mortgage brokers and MICs whose activities are largely involved in this important industry segment and who can speak as a single voice to legislators and regulators, generally, in a more focused and meaningful way.

It is not the intention of this letter to address specific concerns our clients have of certain features of the proposed National Instrument 31-103/ Registration Reform Project, rather it is to inform you that it is their intention to form the aforesaid new association so that it can, in the near future, communicate with you again with more specific concerns that relate specifically to this important industry segment.

In the meantime, if it is helpful to you, we would say that generally our clients would support the positions that have been already taken by the BC Securities Commission. Our clients believe that there is no benefit to the commercial syndicated mortgage industry from implementing the proposed National Instrument 31-103 and that it by doing so, it would have a potential negative effect by reducing the amount of much needed capital contributed by the likes of our clients to the commercial real estate development industry in the Province of Alberta, which is not being fully serviced by the Canadian banks or other institutional lenders.

Yours truly,

FLEMING LLP



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