



Bank Financial Group

TD Bank Financial Group
TD Canada Trust Tower
161 Bay Street, 35th Floor
Toronto, Ontario M5J 2T2

October 15, 2009

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

John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1903, Box 55
Toronto, Ontario M5H 3S8
e-mail: jstevenson@osc.gov.on.ca

Madame Anne-Marie Beaudoin
Corporate Secretary
Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
e-mail: consultation-en-cours@lautorite.qc.ca

Dear Sirs and Mesdames:

Re: CSA Notice and Request for Comment – Implementation of Point of Sale Disclosure for Mutual Funds – Proposed Amendments to National Instrument 81-101 and Related Amendments

We are writing you to provide our comments related to the implementation of point of sale disclosure for mutual funds and the proposed amendments to NI 81-101 *Mutual Fund Prospectus Disclosure* (the “Proposed Rule”), new form 81-101F3 *Contents of the Fund Facts Document* (the “Proposed Form”) and Companion Policy 81-101CP *Mutual Fund Prospectus Disclosure* (the “Proposed Companion Policy”) (collectively referred to as the “Proposed Amendments”).



TD Bank Financial Group¹ (“TDBFG”) supports the CSA’s objective of providing enhanced investor protection through the provision of comprehensive disclosure to retail investors, and agrees that they should receive all relevant information with respect to a fund in order to make informed investment decisions. While slight improvements have been made since the CSA published its Notice 81-318, we strongly believe that the Proposed Amendments continue to raise significant issues with respect to the various challenges that investment advisers, dealers and the mutual fund industry as a whole would face in implementing the provision of the fund facts.

Our response is separated into three parts. In the first part, we respond to the specific questions raised by the CSA in the Request for Comments. In the second part, we raise our general concerns with respect to certain sections of the Proposed Amendments, in no particular order. The final section summarizes our conclusion.

SPECIFIC COMMENTS

I) Issues for Comment on the Notice and Request for Comment

1. We seek feedback on whether you agree or disagree with our perspective on the benefits of the Instrument. We particularly seek feedback from investors.

We acknowledge some of the CSA’s anticipated benefits of the fund facts, particularly providing investors with a simplified and comparable point of sale document in order for them to make informed investment decisions. Yet, we are cognizant of the difficulties in measuring the quantitative and qualitative value that the fund facts document would provide. Based on our comments herein, we recommend that the CSA carefully consider the substantial costs, the likelihood of unnecessary duplication of existing disclosure and the use of potentially stale dated information versus the benefits of the provision of the fund facts.

¹ TDBFG offers a full range of financial products and services to over 14 million customers worldwide. The Proposed Framework is of particular interest to TDBFG’s wealth management businesses, which are comprised of firms involved in the design, management and distribution of investment funds, the provision of investment planning and advice to retail clients, and the provision of discount brokerage services. TD Asset Management Inc. (“TDAM”) is registered with all the provincial securities regulators as a portfolio manager, registered as an exempt market dealer with the Ontario Securities Commission (“OSC”) and Securities Commission of Newfoundland and Labrador, and registered as a commodity trading manager with the OSC. As of September 30, 2009, TDAM and its affiliates managed approximately \$172.5 billion of mutual funds, pooled funds and segregated accounts. TD Waterhouse Canada Inc. (“TD Waterhouse”) is an Investment Industry Regulatory Organization of Canada (“IIROC”) Dealer Member firm offering a full array of brokerage services to investors and institutions, including over 4,900 series of mutual fund units through its Discount Brokerage, Private Investment Advice, Financial Planning and Institutional Services divisions via electronic (online), call centre and branch network channels. TD Investment Services Inc. (“TDIS”) is a Mutual Fund Dealers Association of Canada (“MFDA”) member firm selling TD Mutual Funds through registered representatives located in TD Canada Trust branches and call centres and through the internet.

TDBFG agrees that investors are far more likely to read a two to three page summary than they are to read a full prospectus. However, we believe the fund facts, as currently proposed, may create new risks. For example, for portions of a year, certain disclosures contained in the fund facts may become outdated (i.e. MER, top 10 investments and investment mix). In addition, the sole purpose of NI 81-106 was to address the need to provide investors with more timely and meaningful on-going financial and non-financial information about a fund in order to make sound investment decisions. This was the exact reason why certain information was removed from the prospectus disclosure in the past. As a result, we are concerned that investors would be making investment decisions based on stale dated information.

Furthermore, given that sales communications may be used contemporaneously with the fund facts as a means of providing investors with more current information about a fund, investors may become confused where the information may not align with the disclosure provided in the fund facts or the presence of stale information may discredit the entire fund facts document in the eyes of the reader.

In order to eliminate the risk of providing stale dated information and reduce the unnecessary duplication of information contained in the fund facts, we recommend that the CSA review the entire mutual fund disclosure regime simultaneously with this proposal. This may lead to a more concise, simple and comparable point of sale document as well as potentially avoid unnecessary future amendments to the mutual fund disclosure regime.

- 2. We seek feedback on whether you agree or disagree with our perspective on the cost burden of the Instrument. Specifically, we request specific data from the mutual fund industry and service providers on the anticipated costs and savings of complying with the Instrument for the mutual fund industry.***

We acknowledge that the costs of implementing the Proposed Amendments would fall into the two main categories addressed in the Request for Comments: the one-time costs of moving into the new regime and the on-going costs of maintaining it. However, in the short-term, we do take the position that the potential benefits of the changes to the disclosure regime would not be proportionate to the costs of making them.

We have aligned our cost estimates according to the following general categories indicated in the Request for Comments: preparation of the fund facts, reprogramming and updating information delivery systems, regulatory filings and compliance/staff costs in overseeing and maintaining the delivery regime.

Preparation of the fund facts

Based on the current proposal, for the first two years following the effective date of the change, we will have to deliver both the prospectus and the fund facts. This would result in an increase in investors' costs over the short-term. We estimate that the initial costs for the preparation of approximately 800 fund facts for five fund families (which costs

include the design and layout, staffing, legal counsel, French translation, website development, fund facts fulfillment and printing) would be approximately \$2,000,000. In subsequent years, we estimate that the on-going costs would decrease to approximately \$1,500,000 per year.

We note that should the CSA require the delivery of the fund facts for all subsequent purchases, the estimated costs would increase.

Reprogramming and updating information delivery systems

By way of background, TD Mutual Funds are distributed principally through TDIS, TD Waterhouse and external brokers and dealers. TD Waterhouse offers approximately 4,900 series of mutual fund units, including TD Mutual Funds, through its Discount Brokerage, Private Investment Advice, Financial Planning and Institutional Services divisions. To accommodate the vast quantity of mutual funds available for purchase and the delivery of the fund facts, we estimate that the distributors' approximate costs to develop or enhance the information delivery systems would be \$1,800,000. Their on-going costs to maintain the new system would cost approximately \$200,000 per year.

Regulatory filings

The CSA has not identified if there would be additional filing fees specifically associated with the fund facts. However, under the current SEDAR filing system, we have estimated that the mere act of filing approximately 800 fund facts documents for five fund families would take 4 to 5 business days to complete. This would translate into costs of approximately \$13,000 per year for investors.

Compliance/staff costs in overseeing and maintaining the delivery regime

While we believe there remains some uncertainty in respect of how dealers would need to track trades that are advised versus those that are investor initiated, the costs would be substantial. In the absence of guidance from the CSA, IIROC and MFDA, dealers would have to build new audit processes and enhance current compliance systems. This could initially cost our related dealers \$500,000. On-going compliance costs would include increased staffing and expenses required to manage the new systems and would cost such dealers approximately \$150,000 per year.

We note that the reprogramming and updating information delivery systems as well as compliance/staff costs in overseeing and maintaining the delivery regime are only rough estimates.

II) Issues for Comment on the Instrument

- 1. We are considering allowing fund managers greater flexibility to provide more current information to investors, by not restricting how frequently a fund manager may file an updated fund facts document. What are your views? How*

would this impact compliance with the requirement to deliver the most recently filed fund facts document?

As contemplated in the Proposed Amendments, we are generally of the view that the CSA should allow fund managers the flexibility to update the fund facts by not restricting how frequently they file them. At a minimum, we agree that the disclosure in the fund facts should be updated and filed annually, and where there has been a material change that requires a change to the disclosure in the fund facts.

Nevertheless, if the fund facts are filed more frequently than what is currently proposed, this could result in increased costs to investors. Considering that much of the disclosure contained within the fund facts would not change with a more frequent updating schedule, we believe its value to investors would be outweighed by the increased costs borne by them. In addition, the Management Report of Fund Performance (“MRFP”) and quarterly portfolio summaries contain updated information in respect of a fund’s performance and holdings. Investors can be directed to or given these documents should they desire to see more updated information.

- 2. The intention of the requirement to ‘bring the fund facts document to the attention of the purchaser’ is to link for the investor the information in the fund facts document to a particular purchase. In subsection 7.3(3) of the Companion Policy we have provided guidance on this requirement. Is this guidance sufficient?*

Subsection 7.3(3) of the Proposed Companion Policy provides in part “Dealers should maintain adequate records to evidence that disclosure about the fund facts document has been brought to the attention of investors in compliance with paragraph 3A.2(1)(b) of the Instrument”. The CSA indicated that it had met with IIROC and the MFDA to discuss compliance and implementation issues, however, the CSA has not provided guidance with respect to how these issues are to be dealt with. As a result, we believe that this subsection lacks sufficient guidance with respect to what constitutes adequate records to evidence that the fund facts has been brought to the attention of investors and how dealers would need to comply with this requirement.

- 3. In response to comments, we are considering requiring delivery of the fund facts document for subsequent purchases – either in instances where the investor does not have the most recently filed fund facts document, or in all instances with the confirmation of trade. What are your views? Would this approach make it easier to comply with the delivery requirements?*

What if this could result in the removal of the annual option to receive a fund facts document? Would this approach be more useful to investors? More practical for dealers?

We remain of the view that once the fund facts document has been delivered, investors will have access to all of the necessary fund disclosure to make informed investment

decisions. Absent a material change or an updated fund facts document, the receipt of additional fund facts for all subsequent purchases would provide little additional benefit to investors. We believe that if the fund facts are delivered with every trade, investors may feel inundated with redundant information and begin to discard them without reading them. Consequently, investors could find it difficult to discern when material changes or updates have actually occurred within the fund facts.

As opposed to requiring the delivery of the fund facts for all subsequent purchases, we would generally favour giving an option to investors to receive the fund facts annually. This would be consistent with the current requirements in NI 81-106 with respect to the delivery of the annual and interim financial statements and MRFPs.

Should the CSA require the delivery of the fund facts for all subsequent purchases, we believe that an exemption should exist for investors that participate in a pre-authorized purchase or contribution plan, or similar types of programs that exist or could emerge in the future. Under the current model, confirmations of trade are not required to be delivered for subsequent purchases after the initial trade date. For purposes of consistency and to avoid the unnecessary duplication of disclosure, we recommend that the CSA adopt this exemption for these types of plans.

In the absence of any requirement with respect to the delivery of the fund facts for subsequent purchases, the fund facts would be made continuously available on the fund manager's website and by request in print without charge.

4. *In response to comments, we are considering allowing delivery of the fund facts document with the confirmation of trade in instances where the investor expressly communicates they want the purchase to be completed immediately, and it is not reasonably practicable for the dealer to deliver or send the fund facts document before the purchase is completed. We request comment on this approach.*

If we made this change, what information should an investor receive before the purchase? In addition to delivery of the fund facts document with the trade confirmation, we think that at least some type of oral communication about the fund facts document would be necessary. What specific information should be conveyed in each instance to satisfy this aspect of delivery? Are there alternatives to this approach?

In some situations where an investor wants a purchase to be completed immediately, it would not be practicable for a dealer to deliver or send the fund facts to such investor in a timely and cost efficient manner (e.g. the cost to deliver or send the fund facts to purchasers living outside of major cities who do not wish or are unable to access the document electronically would be prohibitive). Accordingly, TDBFG strongly favours allowing the delivery of the fund facts with the confirmation of trade where investors expressly communicate they want the purchase to be completed immediately.

In circumstances where the dealer cannot provide the fund facts in a timely and cost efficient manner prior to the investor making the decision to purchase a fund, the investor should have the right to expressly waive the delivery of the fund facts prior to entering into the purchase order. If this approach were adopted by the CSA, we believe that the information contained in subsection 7.5(4) of the Proposed Companion Policy would be sufficient information about the fund facts to convey to an investor before entering into a purchase order. However, if this approach were not adopted by the CSA, we believe that some investors would not be able to purchase a fund in a timely and cost efficient manner.

In addition, where a fund facts document is delivered with a confirmation of trade, there could be additional cost implications. Under the current model, where a client account is registered in a dealer nominee name, the dealer delivers the prospectus and issues the confirmation of trade. However, where an account is registered in a client name, in many situations, the fund manager delivers the prospectus and/or issues the confirmation of trade. We note that in situations where the fund manager delivers the prospectus or issues a confirmation of trade, there would need to be costly upgrades to order processing systems in order for the fund manager to be notified by the dealer when a fund facts needs to be delivered.

5. In response to comments, we are proposing some limited binding of fund facts documents. In section 4.1.5 of the Companion Policy we have provided guidance on this provision. Is this guidance sufficient? Do you agree with this approach?

We support the CSA's proposal to allow for some limited binding of fund facts documents. Allowing the dealer flexibility to deliver bundled fund facts of several classes or series of the same fund, several funds from the same fund family or several funds of a similar type from different fund families may provide the investor with the ability to compare and contrast funds in a relatively efficient manner. Having the flexibility to bind the fund facts is valuable where the result reduces the duplication of information.

In respect of the guidance provided in subsection 4.1.5(4) of the Proposed Companion Policy, if dealers have the ability to physically bind the fund facts, they should have the ability to bind them electronically. We disagree with the CSA that multiple fund facts could constrain an investor's ability to download the file, find and print the specific fund facts. In the current age of technology, we believe investors would benefit from the electronic transmission of the fund facts and make it easier for them to navigate through. We recommend that the CSA allow for electronic delivery of multiple fund facts that are bound together.

6. Is the transitional period for delivery of the fund facts document appropriate? If not, what period would be appropriate and why?

While we are generally supportive of the proposed two-year transition period from the effective date of the instrument for the delivery of the fund facts, we are concerned that it may be too short as a result of the significant technological enhancements that would have to be made to build/enhance the delivery and compliance systems. For example, it could easily take up to 6 months just to develop the initial fund facts documents and up to two years to build/enhance the delivery and compliance systems in our various distribution channels.

In addition, we are concerned with the distinction between subsections 7.2(1)(a) and (b) of the Proposed Rule. For example, if the rule becomes effective on September 30, 2010 and the fund manager files its *pro forma* simplified prospectus on September 15, 2010, then we interpret section 7.2(1)(a) to mean that the fund manager would not have to file the fund facts until the mutual fund's next renewal period. As a result, we request that the CSA clarify when the reference to subsection 7.2(1)(b) would apply given that it says (a) or (b).

7. *Depending on the comments we receive, we may decide to proceed with finalizing some parts of the Instrument while continuing to consult on other parts. For example, we may be able to move forward sooner with the requirement to prepare and file a fund facts document and have it posted to the website. If this were to occur, we would provide a reasonable transition period before anyone has to comply with the fund facts document requirements and we would consider a shorter transitional period for delivery. What are your views on this approach? What period would be appropriate?*

The CSA indicated in the Request for Comments that it expects to undertake a review of the current disclosure regime for mutual funds as a second stage of this project. We believe that this review should occur prior to any part of the Proposed Amendments coming into force as it would reduce the unnecessary duplication of information that would exist between the fund facts, prospectus and continuous disclosure documents. This would better serve to meet the objectives of providing a simple and comparable disclosure regime. Therefore, rather than proceeding in piecemeal, we recommend that the CSA review the entire disclosure regime simultaneously with this proposal.

In the absence of proceeding with our recommendation above, we would generally support a two-staged transition period, one for the preparation/filing of the fund facts and the other for delivery. This should allow the mutual fund industry, including investors, the opportunity to become familiar with and educated on the new disclosure regime. Given the significant costs and substantive developments that would need to occur to implement this proposal, we would not support a shorter transition period for the delivery of the fund facts. We believe it would not be reasonable to have distributors implement changes prior to the Proposed Amendments being finalized. For greater certainty, we are of the view that no dealer would expend monies to develop these enhancements until they know the timing and actual scope of the final rule.

The Proposed Form requires both the fund facts and the simplified prospectus to be delivered on initial purchases for up to two years following the date the Proposed Amendments come into force. We see this as only adding additional costs. We do not see the value in providing both for a two year time frame. If the fund facts can stand on its own following the proposed two-year transition period for the delivery, we believe it can do so from the very beginning. Once the fund facts are filed, the disclosure regime contemplated under the Proposed Amendments should become effective, only the point of sale or timing of the delivery of the fund facts should be phased in.

III) Issues for Comment on Form 81-101F3 Contents of Fund Facts Document

1. *In response to comments, we have provided some flexibility in the proposed amendments to National Instrument 81-101 Mutual Fund Prospectus Disclosure for a fund facts document to be attached to, or bound with, one or more fund facts documents of other mutual funds. To date, however, we have not seen a sample fund facts document that contains multiple class or series disclosure that meets the principle of providing investors with information in a simple, accessible and comparable format as set out in Framework 81-406: Point of Sale Disclosure for Mutual Funds and Segregated Funds.*

For us to consider allowing flexibility to permit a single fund facts document per mutual fund, we request sample fund facts documents that demonstrate multiple class or series information presented in a manner consistent with the principles of the Framework.

We are of the view that fund managers should be given the flexibility to prepare a single fund facts document per mutual fund so long as it does not exceed 4 pages and meets the spirit of the rule.

2. *We are considering whether it is more appropriate to require disclosure of the MER without any waivers or absorptions, since there is no guarantee such waivers or absorptions will continue. Do you agree with this approach?*

We disagree. Investors should be provided with both the actual MER that was charged and the MER that could have been charged. While there is no guarantee that such waivers or absorptions would continue, most fund managers are highly sensitive to MERs investors are paying. We believe that presenting only MERs before any waivers or absorptions would be problematic, especially for small series of funds, as it could be misleading to investors. Therefore, the quick facts section of the fund facts should disclose the actual MER of the series presented, while the costs section should provide both the actual MER and the MER before waivers and absorptions.

3. *In response to comments, including concerns raised by investors and the Investment Funds Institute of Canada (IFIC) of the use of its risk scale, we are proposing for the manager to identify the mutual fund's risk level on a*

prescribed scale set out in the fund facts document, based upon the risk classification methodology adopted by the Manager.

We request comment on whether this approach achieves our objective to provide investors with a simple and comparable presentation of the level of investment risk associated with the mutual fund. Are there alternatives to achieve this approach?

It is our view that in order to achieve the CSA's objective of a simple and comparable presentation of the risk level associated with a fund, a common risk methodology should be used by all fund managers.

- 4. We would like feedback on whether the band we've prescribed for the scale is appropriate. Are there better ways to describe the range of investment risk for a mutual fund?*

We support the CSA's proposed band scale for identifying a mutual fund's risk level.

- 5. We recognize that managers with similar type mutual funds may adopt different methodologies to identify the mutual fund's risk level on the scale prescribed. We would like your view on whether this will detract from our objective to provide a simple and comparable presentation of the level of investment risk. Should we consider requiring a particular type of risk classification methodology be used? If so, what methodology would be appropriate?*

We believe this approach should be consistent and relatively simple and comprehensible for investors.

- 6. In response to comments, we are considering allowing the disclosure in this section to be supplemented with a brief description of the key risks associated with an investment in the mutual fund. We request feedback on this approach. Should we limit the risk disclosure? If so, how?*

While fund specific risks are disclosed at length in a fund's prospectus, we do not see how the detailed descriptions would generally fit within the fund facts' existing two to three page format. As an alternative approach, a fund's specific risks could be listed in the risk section with a corresponding disclaimer that states, "For greater detail on the fund specific risks associated with this fund, please read the fund's simplified prospectus".

- 7. To better convey the impact on the investor of sales charges and ongoing fund expenses, we are considering requiring an illustration of the amounts payable in dollars and cents. What are your views?*

We believe that the current prospectus disclosure in this regard has served investors well and are not aware of any investor concerns in this regard. If both percentage and dollar

amounts were to be included in the fund facts, we are concerned that there may be difficulty with maintaining the proposed page limits for the document. Alternatively, if the CSA is considering utilizing dollar amounts in lieu of percentages, we believe this could be very confusing for investors given purchases and redemptions are made in other than \$100 or \$1000 increments.

- 8. We are also considering whether to require disclosure in the fund facts document of the trading expense ratio (TER), to provide investors with a more complete picture of the costs associated with an investment in a mutual fund. We request feedback on this proposal.***

We support the inclusion of the TER in the fund facts. Disclosing the TER together with the MER would give investors a clear picture of the total costs that have impacted a fund's performance. We note, however, that the TER can fluctuate and for certain funds, at certain points in time, the TER could be inflated due to atypical activities occurring during a period. As a result, we recommend that the CSA allow for a brief notation as to the potential variability of the TER similar to that of the MER.

GENERAL COMMENTS

Currently, when we file our preliminary or *pro forma* simplified prospectus, we file it under a unique project identification number with the CSA. The CSA has asked that where a prospectus has multiple books (i.e. separate part A's and B's), the fund manager must file under the same project identification number. As a result, each SEDAR profile for each fund in a prospectus shows the part A and all part B's associated with that prospectus. For the TD Mutual Fund family with 600 fund facts, if a single identification number is contemplated, each SEDAR profile would show 600 line items for that fund facts filing. If the CSA contemplates using separate identification numbers, it would take much longer to complete the filings. We request that the CSA clarify its intention in this regard.

Section 2.3.2 of the Proposed Rule indicates that the fund facts are to be posted to the fund manager's website no later than when the fund facts are filed. This section does not distinguish between preliminary or *pro forma* filings and final filings. We believe that the fund facts should be posted to the fund manager's website once the final fund facts have been received. We request that the CSA provide guidance on this approach.

Section 7.4 of the Proposed Rule indicates that the dealer must deliver or send the fund facts to an investor on an initial purchase of a fund within the same time frame as the prospectus delivery requirement. This section coupled with subsection 11.1(6) of the Proposed Companion Policy suggests the fund facts must be delivered with the first purchase of a fund following the date the Proposed Rule comes into force. We request that the CSA clarify its intention that the fund facts be delivered when the initial fund facts has been filed after the effective date of the instrument comes into force.

The Proposed Amendments require that much of the content of the fund facts be as at a date no more than 30 days prior to the date of the fund facts (i.e. top ten investments, investment mix and total net assets). Given the number of fund facts as well as the length of time required to make these filings, this may prove to be difficult. For example, under NI 81-106, we currently have 60 days to produce the quarterly portfolio summaries. The CSA has requested that we provide much of the same information as that required by NI 81-106, but in what amounts to be less than half of the time.

We note that the Proposed Form requires the fund facts to contain the number of positions held in a fund. This was something that was initially contemplated under NI 81-106 for the MRFPs, but was subsequently removed by the CSA. We question its relevance here given that the number of positions is not required to be disclosed in the MRFPs or quarterly portfolio summaries.

We support the use of plain language. Subsection 3.2(3) of the Proposed Companion Policy requires that the fund facts be written using a grade level of 6.0 or less in the Flesch-Kincaid ("FK") grade level scale. We are concerned that the names of the sector categories and individual security names may bump up the grade level, thereby forcing us to somehow simplify the rest of the disclosure language even more. We request that the CSA confirm that we can exclude the names of the sector categories and individual security names from the FK grading system.

The Proposed Form requires that the fund manager certify the FK grade level score for each fund facts document. We are only aware of Microsoft Word using the FK grade level scale. Unless graphic design software vendors develop FK capabilities, it would require that every fund facts document be maintained in both a Microsoft Word version and in a design version in order to provide a certificate of the FK score. This would result in duplicative work and longer time to prepare. In addition, we note that different versions of Microsoft Word can produce different FK scores and that it does not currently work for French language text.

In respect of the fund facts content, section 14 of the general instructions in the Proposed Form requires that the fund facts be no more than two pages unless the required information in any section causes the disclosure to exceed this limit. We note that all of our index funds and other funds that may be linked to an index have contractually required disclosure regarding the index. In some cases, this disclosure is lengthy and could result in a fund facts document that is longer than prescribed in the Form.

CONCLUSION

In conclusion, we are of the opinion that there continues to exist many challenges with respect to the implementation of the new point of sale regime, specifically in terms of delivery, content and costs. While we support the general principle of providing a simple, concise and comparable point of sale document for investors, we encourage the CSA to review the entire mutual fund disclosure regime simultaneously with this

proposal and to proceed in an effective manner, which is financially prudent for both investors and distributors.

We appreciate the opportunity to provide the CSA with our comments on the Proposed Amendments and would be pleased to provide further explanations with respect to our comments and recommendations.

Yours truly,

A handwritten signature in black ink, appearing to read 'Thomas J. Dyck', written over the 'Yours truly,' text.

Thomas J. Dyck
President, TD Mutual Funds
Senior Vice President, TD Bank Financial Group