

April 20, 2014

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[consultation-en-](#)

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The Secretary
Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto, Ontario M5H 3S8

Re: CSA Proposed Amendments Relating to the Offering Memorandum [Exemption](#)

Dear Madams:

I am writing to comment on the proposed amendments to NI 45-106, in particular the proposed annual investment limits for non-accredited investors. I am strongly opposed to imposing annual investment limits for non-accredited investors.

I have been in financial services since 2003 and since that time, have always striven to provide my clients with financial education and best-in-class products and opportunities to protect and enhance their income and assets. I initially started with an Insurance license (which I hold to this day), and a Mutual Fund license (which I dropped in 2011).

After the market losses of 2008, it became apparent to me that the Public Equity Markets were exposing my clients to far more risk than anticipated, considering that many of my clients were in balanced portfolios. In 2010, I became an Exempt Market Dealing Representative, so that I could offer my clients diversification in the Private Equity Markets, which are not subject to the fluctuations of the more liquid Public Equity Markets.

Thus far, all of my clients have had a very positive experience with their Private Equity investments:

- With Debenture-Type investments, my clients have received all their interest payments on time, as agreed upon.
- None of my clients have lost any monies in the Exempt Market.
- One of the first projects in which my clients invested has successfully exited and returned investor's capital to them.

I believe the implementation of NI 31-103 with its emphasis on Client Suitability has had a very positive effect on the industry and provided excellent guidelines for conversations with clients about investment selections.

I am extremely concerned that imposing annual investment limits for non-accredited investors would negatively impact my current and future clients in the following ways:

- Clients would be unable to properly diversify if they can only put \$30,000 per year into the Exempt Markets.
- Clients with larger amounts of investible assets who are looking to move money out of the public markets, or out of a company pension plan, will not be able to deploy all of their desired capital in the same year, leaving them vulnerable to the volatility of the public markets.
- Clients who are successfully exiting out of projects where they have already invested more than \$30,000 would not be able to re-invest the full amount of their capital and/or growth into the same Private Equity Markets that offered them the successful, profitable experience.
- Without the opportunity to invest a meaningful portion of their assets in cash-flowing investments with a predictable return (e.g., 8% annual return, paid monthly), my clients near or in retirement will have to resort to public market investments that are volatile to try to achieve the same cashflow, or accept a much lower cash flow and begin to deplete their capital.

My clients and I have had many intelligent, educational conversations about the benefits and risks of both Public and Private Equity Markets. An arbitrarily imposed \$30,000 annual investment limit is both insulting and detrimental to my clients who have made their decision to diversify in the Private Equity Markets.

This submission is being made on my own behalf.

If you would like further elaboration on my comments, please feel free to contact me at Maria.Lizak@pinnaclewealth.ca.

Respectfully,

Maria Lizak, Ph.D.
Private Market Specialist

CC:

Cora Pettipas
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