

OVERVIEW

Currently in most provinces, except Ontario, Investors can qualify to purchase Exempt Market Investments pursuant of any Offering Memorandum (“OM”) exemption that allows investment provided the investor receives a copy of the Insurer’s OM.

The Canadian Securities Association (“CSA”) has recently proposed at individuals who are not “Accredited Investors” will be restricted to an annual investment of \$30,000 in any/all Exempt Products.

Accredited Investors are defined as:

- \$1,000,000 net financial assets (excludes house);
- \$5,000,000 net worth;
- \$ 200,000 annual net income; or
- \$ 300,000 annual net income with spouse.

As such, only about 5% of the Canadian population meets the Accredited Investor definition, and would be exempt from the new proposals.

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The Secretary
Ontario Securities Commission
22nd Floor - 20 Queen Street West
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. My comments/views are:

The freedom to invest in the exempt market should not be limited to the very rich, with everyone else having a small annual contribution limit.

Building an investment portfolio is an individualized process and I should not have my choices and options limited based on arbitrary annual contribution limits because of poor past experience of a small percentage of the investing population who chose not to diversify.

I, like some other investors, do not look at the illiquidity in exempt market investments as a "risk" and actually prefer having some of my assets sheltered from fluctuations/manipulation of the public markets.

Individuals have the freedom to:

- risk as much money as they want gambling without any oversight/restriction
- borrow more than they should to buy a house without any oversight
- take out a line of credit without any oversight
- max out their credit cards and pay banks absurd interest rates without any oversight

So, why should my investment choices be restricted when I am working with a registrant of the securities commission?

I do not wish to have government policy ultimately decide where and how I should invest my money; it is a highly personal decision based not only on my income and net worth, but my sophistication, risk tolerance, goals and preferences.

I am aware of the risks (and opportunities) of investing in the exempt market and believe existing rules are adequate.

Many large pension funds in Canada (& USA) are making significant commitments to private equity investments. I do not have a pension plan and would be unfairly restricted/penalized by the proposed investment limits.

Yours truly;

Bernard A. Baker

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