



May 26, 2014

To: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority (Saskatchewan)
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission (New Brunswick)
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island
Nova Scotia Securities Commission
Securities Commission of Newfoundland and Labrador
Registrar of Securities, Northwest Territories
Registrar of Securities, Yukon
Superintendent of Securities, Nunavut

To: Leslie Rose
rose@bcsc.bc.ca

The Secretary, Ontario Securities Commission
comments@osc.on.ca

Anne-Marie Beaudoin
consultation-en-cours@lautorite.qc.ca

DELIVERED VIA EMAIL

Re: Proposed Amendments (Accredited Investor and Minimum Amount Prospectus Exemptions) - [Comments due May 28, 2014]

Dear sirs and madams,

Our firm is registered as an Exempt Market Dealer, Portfolio Manager and Investment Fund Manager in the Province of Ontario and we would like to take this opportunity to provide comments on the proposed amendments to the Minimum Amount and Accredited Investor Exemptions.

Proposed Amendment to the Minimum Amount (MA) Exemption

While we understand that the proposed elimination of the MA Exemption is an attempt to protect investors by limiting the level of concentration in any one investment, we believe that a clear line should be drawn between single security issuers and investment funds. Clearly, from a risk perspective, an investment in a single security is different than an investment in a fund product,

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which holds a more diversified basket of securities. While we support the elimination of the MA Exemption for single security issuers, we would recommend maintaining it for investment funds.

Proposed Amendments to the Accredited Investor (AI) Exemption

We'd like to voice our support for the proposed change to amend the definition of accredited investor to allow fully managed accounts to purchase investment fund securities in Ontario. We agree that a portfolio manager's proficiency and fiduciary obligation to the investor serve as adequate investor protection.

Thank you for allowing us the opportunity to comment on the proposed changes.



Michael Kosmalski
President, Cowan Asset Management