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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 you to comment on the proposed amendments to NI 45-106, in particular the proposed annual investment limits for non-accredited investors and to express my opposition to the imposition of annual investment limits for these types of investors.

I have personally been an investor in private funds for many years and recently entered into the exempt market as a Dealing Representative for Raintree Financial Solutions. It was with the introduction of better rules and regulations governing the industry and the creation of the Exempt Market Dealer which provided more structure on providing proper due diligence and assessing client suitability that attracted me.

My understanding was that with the implementation of NI 31-103, with its emphasis on Client Suitability, effective investor protection mechanisms were being put in place. Our role and obligation then was to ensure that clients were not only eligible to invest in these types of investments, but that the investments were also suitable for that client, by adhering to these procedures. This would ensure the product and dollars invested were in line for a client's particular needs and objectives given a client's particular profile and financial situation.

Over the past few years the process of collecting and assessing a client's profile has continued to be expanded and improved to meet these requirements. It has also provided a better framework and understanding for clients when meeting to discuss their investment needs and solutions. However the introduction of investment limits would be considered a step backwards and lessens the importance and role of assessing client suitability. It is also an infringement on the rights and choice of individual investors on where they can place their funds.

Every client I meet with and help make investment decisions has different needs and objectives as well as risk tolerances and financial assets. In each case each client is unique and requires a different strategy

and solution. It would be inappropriate for me to treat all my clients exactly the same and therefore it is also inappropriate to arbitrarily impose an annual investment limit that treats all non-Accredited investors the same regardless of their financial situation and objectives.

I have turned away clients who I have felt should not invest in or continue investing in the exempt market. I also take the opportunity to ensure a client diversifies their holdings across a number of products so they are not exposing themselves to undo risk by placing all of their investment in one product. In all cases, my clients are looking for choice and the ability to make decisions as to how they wish to further diversify and balance their portfolios.

I believe that instead of limiting and controlling what investors can do, the commissions should be focusing their attention on raising the quality of the product issuers and ensuring that proper due diligence is being applied across the board to ensure the best companies and opportunities are the ones being made available to investors in all markets.

This submission is being made on my own behalf.

If you would like discuss further on my comments, please feel free to contact me at [\*\*bketcheson@raintreeEMD.com\*\*](mailto:bketcheson@raintreeEMD.com).

Respectfully,

Bill Ketcheson  
Dealing Representative

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