

**Notice of Proposed Amendments to
National Instrument 81-101 Mutual Fund Prospectus Disclosure and
Form 81-101F2 Contents of Annual Information Form
and to
National Instrument 41-101 General Prospectus Requirements and
Form 41-101F2 Information Required in an Investment Fund Prospectus**

Substance and Purpose of the Proposed Amendments

The CSA, with this Notice, are publishing for a 90-day comment period amendments to the following investment fund prospectus disclosure forms (the Forms):

- (a) Form 81-101F2 Contents of Annual Information Form under National Instrument 81-101 Mutual Fund Prospectus Disclosure, and
- (b) Form 41-101F2 Information Required in an Investment Fund Prospectus under National Instrument 41-101 General Prospectus Requirements.

These proposed amendments are consequential to, and are being published concurrently with, the final publication of National Instrument 23-102 Use of Client Brokerage Commissions (NI 23-102).

The substance and purpose of these amendments is to ensure consistency between the disclosure requirements under NI 23-102 relating to client brokerage commissions and similar disclosure prescribed for investment funds in the Forms.

Summary of the Proposed Amendments to the Forms

The amendments proposed in Form 81-101F2 consist of a change to an existing disclosure requirement relating to brokerage arrangements involving client brokerage commissions, while the amendments proposed to Form 41-101F2 consist of the addition of a new disclosure item concerning such matters. These amendments are intended to ensure consistency with similar disclosure requirements in NI 23-102.

The disclosure is intended to provide investment fund investors with relevant qualitative information concerning goods and services other than order execution obtained in connection with client brokerage commissions.

This qualitative disclosure is further intended to complement the related quantitative disclosure requirement concerning client brokerage commissions that currently applies to investment funds under National Instrument 81-106 Investment Fund Continuous Disclosure (NI 81-106).

Authority for Proposed Amendments (Ontario)

In those jurisdictions in which the proposed amendments to the Forms are to be adopted or made as rules or regulations, the securities legislation in each of those jurisdictions provides the securities regulatory authority with rule-making or regulation-making authority.

In Ontario, the following provisions of the Securities Act (Ontario) (the Act) provide the Ontario Securities Commission (the OSC) with authority to make the proposed consequential amendments to the Forms:

- Paragraph 143(1)16 of the Act authorizes the OSC to make rules in respect of the distribution of securities, including by establishing requirements in respect of distributions of securities by means of a simplified prospectus or other form of disclosure document.
- Paragraph 143(1)31 of the Act authorizes the OSC to make rules regulating investment funds and the distribution and trading of securities of investment funds, including by prescribing additional disclosure requirements in respect of investment funds.
- Paragraph 143(1)39 of the Act authorizes the OSC to make rules requiring or respecting the media, format, preparation, form, content, execution, certification, dissemination and other use, filing and review of all documents required under or governed by the Act, the regulations or the rules and all documents determined by the regulations or the rules to be ancillary to the documents.

Alternatives Considered and Anticipated Costs and Benefits

The CSA have not considered any alternatives to the proposed amendments as they consider it essential that the amendments be made to ensure consistency between the disclosure requirements pertaining to client brokerage commissions under NI 23-102 and similar disclosure requirements under the Forms.

The revised disclosure requirement will provide investment fund investors with enhanced transparency on how order execution goods and services and research goods and services are obtained in connection with client brokerage commissions paid on the investment fund's portfolio transactions.

Investment funds that use Form 81-101F2 should not incur additional costs in complying with the proposed disclosure requirements given that they are already subject to, and have been complying with, a similar existing disclosure requirement in Form 81-101F2 pertaining to brokerage arrangements and client brokerage commissions.

Investment funds that use Form 41-101F2 may incur additional costs in complying with the proposed disclosure requirements given that these disclosure requirements are new for investment funds that offer securities under the long form prospectus. The CSA are of the view that investment funds using a long form prospectus should be subject to the same qualitative

disclosure requirements pertaining to client brokerage commissions as open-end investment funds using a simplified prospectus (Form 81-101F2), particularly when we consider that the current quantitative disclosure requirement under NI 81-106 is applicable to all types of investment funds.

The CSA expect that the costs entailed in complying with the new disclosure requirements will consist mainly of legal costs associated with the preparation of disclosure documents. For greater detail on the costs that portfolio advisers of investment funds may incur to comply with the requirements of NI 23-102, please refer to the cost-benefit analysis at Appendix B to the Notice of Proposed National Instrument 23-102 Use of Client Brokerage Commissions as Payment for Order Execution Services or Research Services published on January 11, 2008 at (2008) 31 OSCB 489.

Unpublished Materials

In proposing the amendments to the Forms, the CSA have not relied on any significant unpublished study, report, or other material.

Request for Comments

We invite interested parties to make written submissions concerning the proposed consequential amendments.

Please submit your comments in writing before **January 7, 2010**. If you are not sending your comments by fax, mail or hand delivery, please forward an electronic file containing your submission in Word, Windows format.

We cannot keep submissions confidential because securities legislation in certain provinces requires publication of a summary of the written comments received during the comment period.

Where to Send Your Comments

Please address your comments to all of the CSA member commissions, as follows:

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Office of the Attorney General, Prince Edward Island
Nova Scotia Securities Commission
Financial Services Regulation Division, Consumer and Commercial Affairs Branch, Department of Government Services, Newfoundland and Labrador
Registrar of Securities, Government of Yukon

Registrar of Securities, Department of Justice, Government of the Northwest Territories
Superintendent, Securities Office, Government of Nunavut

Please send your comments **only** to the addresses below. Your comments will be forwarded to the remaining CSA member jurisdictions.

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Questions

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The text of the proposed amendments follows or can be found on a CSA member website.

October 9, 2009