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March 18, 2002

**VIA COURIER**

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Securities Commission  
The Manitoba Securities Commission  
Ontario Securities Commission  
Office of the Administrator, New Brunswick  
Registrar of Securities, Prince Edward Island  
Nova Scotia Securities Commission  
Securities Commission of Newfoundland  
Registrar of Securities, Northwest Territories  
Registrar of Securities, Nunavut  
Registrar of Securities, Yukon Territory

c/o John Stevenson, Secretary  
Ontario Securities Commission  
20 Queen Street West  
Suite 800, Box 55  
Toronto, Ontario  
M5H 3S8

Dear: Sirs/Mesdames:

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| <b>R</b>  | <b>Notice of Proposed Multilateral Instrument 31-102 - National</b> |
| <b>e:</b> | <b>Registration Database (NRD) (the "Proposed Instrument")</b>      |

On behalf of McCarthy Tétrault LLP, we are pleased to make this submission in response to the request for comments on the Proposed Instrument. We currently act for approximately 70 registered companies, representing several hundred registered and non-registered individuals for whom we have filed Form 4s or Form 1-U-2000s, and while we support the concept of on-line filing, there are aspects of the Proposed Instrument which concern us.

**Implementation Date**

Firstly, we are concerned that each of the proposed launch dates of October 28, 2002 and January 5, 2003 would coincide with the renewal period that has already been adopted by a number of the regulatory jurisdictions across Canada. As a result, this particular time of year would not appear to be the most opportune time for any of the participants in the registration system, be they regulators, registrants or the agents of registrants, to implement the significant new procedure that is contemplated by the Proposed Instrument. Moreover, we have noted in the past that a number of our clients hire additional salespersons in advance of the RRSP season, and that other clients are anxious to obtain registration before the RRSP season begins. This seasonal increase in the volume of registration activity would also have to be accommodated while implementing and adapting to the new system. It is therefore our submission that a launch date in the spring of 2003 would be preferable and more reasonable for all concerned.

**Submission of Historical Information**

In addition, we are opposed to the requirement in s.8.5 of the Proposed Instrument that historical information relating to registered and non-registered individuals which is already on file with the regulators, and for which filing fees have already been paid, be resubmitted on Form 33-109F4 in NRD format. Neither we, nor our clients, have the staff available to complete such an onerous refiling within the time period proposed because it would require us to calculate the number of registered and non-registered individuals for monthly refilings for each of our clients, send out forms to be updated and then

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file updated Form 33-109F4s for a considerable number of individuals. We are concerned that meeting the monthly deadlines contemplated by the Proposed Instrument would prove to be impossible. We are aware of the ability of the system to allow individual filers to file their own updated forms, but we have found that our clients are often too constrained by the day-to-day demands of their business to deal with regulatory filings, and they therefore retain us for just that purpose. We would suggest that a new Form 33-109F4 be required only if an individual applies for registration in another jurisdiction or for transfer to another arms length sponsoring firm. Otherwise, we feel that the database will be sufficiently populated by the name, firm name, category of registration and terms and conditions of registration of individuals who are already registered.

## **Forms Prepared During Transition Period**

We are also concerned that we would be required during the transition period to submit the forms listed in Part 2 of the Proposed Instrument in paper format. It would be greatly appreciated if the forms could be made available on the regulators' websites in Adobe to facilitate their completion in electronic format rather than by typewriter.

## **Test Phase Recommendation**

Finally, we feel that a phase during which test filings could be made would be very helpful, and would spread out the number of filers enrolling to use NRD. A delayed launch date would make such a test period more feasible.

\* \* \* \* \*

We wish to thank you for the opportunity to comment on the Proposed Instrument, and we enclose a diskette with our submission in WordPerfect for Windows as requested. Should you have any questions or comments with respect to the above, we invite you to contact the undersigned or Michael Nicholas of this office at (416) 601-8147.

Yours very truly, McCarthy Tétrault LLP Per: Linda Raffaghello Law Clerk

Enc.

c. Michael Nicholas, McCarthy Tétrault LLP

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