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**The Toronto-Dominion Bank**

August 13, 2002

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  
[jstevenson@osc.gov.on.ca](mailto:jstevenson@osc.gov.on.ca)

RE: Multilateral Instrument 31-102, Forms 31-102F1, 31-102F2, 31-102F3 and  
Companion Policy 31-102CP  
NATIONAL REGISTRATION DATABASE ("NRD")  
Re-published June 14, 2002 ("MI 31-102")

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Thank you for accepting some of the recommendations contained in our response to the initial request for comments, dated March 13, 2002. In particular, the re-scheduling of "data loading" for existing registered persons to March, 2004 with completion targeted for December, 2005, is most welcome.

We also wish to thank you for the opportunity to provide further comment on MI 31-102, as re-published. Our comments are as follows.

### Implementation Schedule

The primary aspect of NRD on which we had commented that remains of concern is the scheduled implementation date. While we understand that the Canadian Securities Administrators (“the CSA”) have recently indicated that the implementation date set out in the re-published MI 31-102 has been abandoned in favour of an as-yet unspecified date in the first calendar quarter of 2003, we are compelled to comment on the date specified.

The implementation date set out in the revised version of MI 31-102 is November 20, 2002. As mentioned in our previous comments, this date falls during the period of highest “new registration” activity for the following reason. Current Canada Customs and Revenue Agency regulations permit individual contributions to registered retirement savings plan for the current year up to 60 days after the year end. The resulting “RRSP Season”, which begins in mid-November and ends in early March, creates market demand for additional registered individuals, which in turn leads to a higher volume of new registrations for both the dealers and the regulatory bodies. We believe that NRD users and regulatory bodies will not be able to fully train staff to use NRD to maximum effectiveness while trying to cope with increased registration volumes. Our immediate concern is with the impact on our operational effectiveness during a critical period in the registration calendar, but ultimately, the investing public will be negatively impacted through slower service as a result of fewer registered individuals available to service their RRSP investing needs.

To repeat from our earlier comments, the impact of the imposition of NRD implementation on this known bulge in registration activity could be lessened by shifting implementation to a later date. We suggest that **consideration be given to enactment of the provisions of MI 31-102 in the Spring of 2003**, say, April 1. A side benefit would result, as the transition to payment of fees in December for maintenance of continuous registration could occur without further distraction. While many jurisdictions are phasing in this fee payment methodology gradually, there will be challenges, the impact of which would be magnified if we are trying to manage an effective implementation of NRD at the same time.

### Filer Manual

We would also like to comment on the Filer Manual at this time. In particular, we are concerned that **the Filer Manual is inadequate as a guide for day-to-day use of NRD**. We suggest that creation of a “user friendly” guide be considered, augmented by some type of training for firm representatives. These representatives could, in turn, train other users in their respective firms.

### Fees

Finally, we would like to reiterate our comments on NRD submission fees and filer fees. In our earlier submission, we projected that **aggregate NRD fees for our firms will amount to \$1.8 million per year, which represents a 39% increase over current fees**. Please refer to our earlier submission for details. As mentioned in that submission, these fees do not reflect commensurate incremental value for our firms. We would ask that

**you give consideration to the reduction of submission and filer fees for non-resident filings and for non-registered individuals.** A more equitable means of recovering NRD development and operating costs might be, for example, through Enrolment Fees based on the number of registered individuals under the dealer's sponsorship.

Thank you for providing the opportunity to share our concerns with this draft instrument. We remain supportive of this initiative on the part of the Canadian Securities Administrators, and believe that resolution of outstanding issues to the mutual satisfaction of industry and regulatory bodies will eventually lead to a more efficient registration system for all parties.

Please do not hesitate to contact me should you have any questions or comments concerning the foregoing.

Regards,

Douglas B. Carnall  
Senior Manager  
(encl.)