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**TO:** 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  
Registrar of Securities, Prince Edward Island  
Nova Scotia Securities Commission  
Superintendent of Securities, Newfoundland and Labrador  
Superintendent of Securities, Northwest Territories  
Superintendent of Securities, Yukon Territory  
Superintendent of Securities, Nunavut

**John Stevenson, Secretary**  
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**M<sup>e</sup> Anne-Marie Beaudoin**  
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Dear Sirs/Mesdames:

**RE: RESPONSE TO REQUEST FOR COMMENTS ON PROPOSED AMENDMENTS TO NI 81-102  
AND NI 81-106**

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The purpose of this letter is to comment on the Canadian Securities Administrators' ("CSA") request for comments on *Proposed Amendments to National Instrument 81-102 Mutual Funds and National Instrument 81-106 Investment Fund Continuous Disclosure and Related Consequential Amendments* (the "**Proposals**"), specifically, on the proposed amendments relating to money market funds (the "**MMF Amendments**"). This letter is submitted on behalf of the Canadian Imperial Bank of Commerce and its affiliates (collectively, "**CIBC**").

We would like to thank the CSA for the opportunity to provide our comments on the Proposals.

We have seen a draft of the Canadian Bankers Association (CBA) and The Investment Funds Institute of Canada (IFIC) comment letters with respect to the MMF Amendments and generally support the points made. Specifically, we do not agree with the proposed combined 90- and 120-day dollar-weighted average term to maturity limit and the reduction of the 90-day limit on dollar-weighted average term to maturity limit for the reasons exposed in the IFIC and CBA comment letter.

We believe that imposing a further restriction of a maximum term to maturity of 120-day with the term of the floating rate notes (FRNs) set to the final maturity date is overly restrictive and could potentially cause problems in managing money market funds as well as penalize unitholders through a reduction in the running yield to the fund. Alternatively, with the objective of providing a reasonable yield for unitholders and the flexibility of investing in higher yielding FRNs within a risk constrained framework, we would support the inclusion of a concentration limit and a term to maturity on FRNs. We believe that a concentration limit of 20% on FRNs and a maximum term limit of 5 years on any single FRN would be reasonable.

We would also like to obtain clarification from the CSA on the new liquidity requirement in subsections 2.18(1)(d)(i) and (ii), and more particularly, on the phrase "readily convertible into cash". We are concerned that the proposed changes would force money market funds to maintain 5% of their assets in overnight deposits or 15% of their assets in one week money market instruments. It is our view that fundamentally the vast majority of money markets asset are liquid and readily convertible into cash under normal markets conditions. If money market funds are required to hold such percentage in overnight deposits or very short-term money market instruments on a continuous basis, we submit this would be detrimental to the unitholders of the fund as it would force a great deal of money into expensive overnight deposits and one week money market instruments with limited availability on the market place.

Thank you for this opportunity to provide our comments. Please do not hesitate to communicate with the undersigned at the number appearing above should you have any questions regarding the foregoing or wish to discuss it further.

Yours truly,

/s/ Geneviève Ouellet

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