

Schedule J

MI 11-102 *Passport System* National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* and National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*

List of commenters

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Planificateur financier, Investia Services Financiers Inc.
2. Fédération des caisses Desjardins du Québec ²
3. Trust Banque Nationale ³
4. Independent Financial Brokers
5. Legal Advisory Committee to the Autorité des marchés financiers
6. Edward Jones
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8. IGM Financial⁵

¹ Comment letter addressed to the Autorité des marchés financiers.

² Comment letters addressed to the Autorité des marchés financiers.

³ Comment letter addressed to the Autorité des marchés financiers.

⁴ Comment letter addressed to passport jurisdictions and OSC in response to OSC Notice 11-904 *Request for Comment Regarding the Proposed Passport System*.

⁵ Comment letter addressed to passport jurisdictions and similar letter sent to the OSC in response to OSC Notice 11-904 *Request for Comment Regarding the Proposed Passport System*.

9. Investment Industry Association of Canada
10. TSX Group⁶
11. Investment Funds Institute of Canada
12. BMO Nesbitt Burns inc., Private Client Division
13. Canadian Bankers Association
14. BC Investment Management Corporation⁷
15. Borden, Ladner, Gervais – Toronto Securities and Capital Markets practice group⁸
16. Investment Dealers Association of Canada (IDA)
17. Canadian Coalition for Good Governance⁹

⁶ Comment letter addressed to passport jurisdictions and OSC in response to OSC Notice 11-904 *Request for Comment Regarding the Proposed Passport System*.

⁷ Comment letter addressed to British Columbia Securities Commission.

⁸ Comment letter addressed to passport jurisdictions and OSC in response to OSC Notice 11-904 *Request for Comment Regarding the Proposed Passport System*.

⁹ Comment letter sent to passport jurisdictions and OSC in response to OSC Notice 11-904 *Request for Comment Regarding the Proposed Passport System*.

Summary of comments and responses

MI 11-102 *Passport System* (MI 11-102)

Comments			
#	Themes	Comments	Responses
1.	Passport System – General	<p>The passport regulators received 17 comment letters on the passport system.</p> <p>Of these 15 expressed support for a variety of reasons, including that the passport system would reduce the regulatory burden, improve regulatory efficiency, streamline regulatory decision-making and generally simplify the securities regulatory regime while adequately protecting investors. Many indicated passport was a step in the right direction while noting that their ultimate preference is a national regulator.</p> <p>Two commenters did not support the passport system. They think that Canada needs a single securities regulator to simplify the regulatory system and provide maximum benefits to market participants.</p>	<p>MI 11-102 implements the second phase of the passport initiative contemplated in the Provincial/Territorial Memorandum of Understanding regarding Securities Regulation (Passport MOU). The objective of the Passport MOU is to set up a system that gives a single window of access to market participants in areas where securities laws are already highly harmonized or could be harmonized quickly.</p> <p>The structural changes suggested by some of the commenters as their ultimate preference for Canada's securities regulatory system are not within the powers of securities regulators to consider. However, the passport regulators and the OSC are continuing to work to harmonize and streamline securities legislation and requirements across jurisdictions and to implement the interfaces and administrative and other processes necessary to make the Canadian securities regulatory system more efficient and effective.</p>

Comments			
#	Themes	Comments	Responses
			See item 2 below for the response on the issues related to Ontario's decision not to participate in the passport system.
2.	Ontario's non-participation in passport	<p>Six commenters expressed views on Ontario's decision not to participate in the passport system. Two commenters were disappointed that the Ontario government and the OSC are declining to participate in passport. They urged them to reconsider their position.</p> <p>Half the commenters thought that, without Ontario, the passport system would not work, should not proceed, or its benefits would be substantially reduced. They invoked several reasons, including that</p> <ul style="list-style-type: none"> • market participants would have to contend with two systems • the regulatory system would be more complicated than it is now • market participants in the passport jurisdictions would have an unfair advantage 	<p>The OSC is not adopting MI 11-102, but CSA is implementing the passport system and interfaces that make the securities regulatory system as efficient and effective as possible in the circumstances for all market participants who want to gain access to the capital markets in both passport jurisdictions and Ontario. The OSC has participated in developing the interfaces between the passport jurisdictions and Ontario.</p> <p>See item 3 below for more details on the interface with Ontario.</p>
3.	Interface with Ontario	<p>Twelve commenters expressed views on the proposal to repeal the existing mutual reliance review systems (MRRS) and national registration system (NRS) and the lack of interface with Ontario.</p> <p>Most commenters disagreed with the passport</p>	<p>The passport regulators designed the proposed passport system for adoption by all Canadian securities regulatory authorities to show how the system could operate to streamline Canadian securities regulation. On that basis, we proposed repealing MRRS (except to deal with a few types of exemptive relief applications) and NRS because the passport system would have</p>

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		<p>jurisdictions' proposal if Ontario does not participate in passport. Three said passport should not proceed in those circumstances or without the involvement of Ontario.</p>	<p>replaced them. When we published the passport system for comment, we did not address what would happen if a jurisdiction did not adopt it.</p>
		<p>Most commenters thought the regulators should maintain MRRS and NRS or provide similar mechanisms to ensure that market participants do not lose the benefits those systems provide, or that no one, inside or outside Ontario, is disadvantaged. Two commenters suggested incorporating the improvements of passport into MRRS and NRS.</p>	<p>As indicated above, passport regulators are implementing the passport system even though the OSC is not adopting MI 11-102. However, to make the system as efficient and effective as possible in the circumstances for all market participants who want to gain access to the capital markets in both passport jurisdictions and Ontario, passport regulators and the OSC worked together to develop interfaces between the passport jurisdictions and Ontario.</p>
			<p>On August 31, 2007, CSA published a Notice and Request for Comment on proposed National Policy 11-202 <i>Process for Prospectus Reviews in Multiple Jurisdictions</i> (NP 11-202) and National Policy 11-203 <i>Process for Exemptive Relief Applications in Multiple Jurisdictions</i> (NP 11-203). The policies replace the MRRS policies for prospectuses and exemptive relief applications. They set out the processes for making regulatory decisions in multiple jurisdictions for market participants based in passport jurisdictions and in Ontario. They maintain the processes in the current MRRS system to give market participants in passport jurisdictions coordinated access to Ontario and give Ontario market participants direct access to passport</p>

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			<p>jurisdictions.</p> <p>CSA received three comment letters on NP 11-202 and NP 11-203 (the proposed policies). The commenters generally supported the proposed policies and provided some technical and other comments. See items 21 and following below for a summary of the comments on these policies and our responses.</p> <p>CSA is adopting NP 11-202 and NP 11-203 at the same time as the passport jurisdictions are adopting MI 11-102.</p>
4.	Harmonized requirements	<p>Five commenters said that harmonized requirements were critical to the proper functioning of the passport system. Most of them noted that the rules should be the same regardless of the location of the market participant and asked that differences be resolved.</p> <p>Most of them also said that market participants operating in more than one jurisdiction should only be subject to harmonized requirements. Others noted the challenges that lie ahead to complete the harmonization projects necessary to implement the proposed passport system at both the CSA and government levels.</p> <p>Some made more specific comments, including the</p>	<p>CSA has been working cooperatively for many years on harmonizing securities requirements and has developed national instruments and policies in many regulatory areas. For example, CSA has already implemented national continuous disclosure requirements for investment funds and other reporting issuers.</p> <p>A key foundation for the passport system is a set of nationally harmonized regulatory requirements. Therefore, the passport regulators are implementing the passport system for prospectuses, continuous disclosure and exemptive relief applications at the same time as CSA is implementing National Instrument 41-101 <i>General Prospectus requirements</i>.</p>

Comments

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		<p>following:</p> <ul style="list-style-type: none"> • One commenter suggested CSA should have a rule generating body to make recommendations to commissions and provincial governments for rule changes applicable across the country. • Another suggested that CSA and governments adopt mechanisms other than consensus to govern how CSA makes or amends national rules before finalizing the passport system. The mechanisms should include a formal agreement to minimize local ‘opt-outs’ and local regulation and an agreement on the specific and very limited circumstances when local regulations would be considered necessary. Another suggested the mechanism for making or amending existing harmonized laws be transparent. • Two commenters noted that an unintended consequence of having non-harmonized requirements is that small issuers raising capital only in one province may be subject to potentially more onerous requirements than those raising capital in two or more. • One commenter noted that much of securities regulation is outside the scope of the passport system, e.g., the prospectus and registration exemption regime, insider reporting, take-over bid regulation, early warning reporting, civil 	<p>CSA is also harmonizing securities regulations in other areas. For example, the passport regulators have announced that we expect to implement Multilateral Instrument 62-104 <i>Take-Over Bids and Issuer Bids</i> on February 1, 2008. The OSC has requested that amendments to Part XX of the Ontario <i>Securities Act</i> and OSC Rule 62-504 <i>Take-Over Bids and Issuer Bids</i> come into force on February 1, 2008. These rules and act amendments harmonize the take-over bid and issuer bid requirements in all jurisdictions. CSA is working on other harmonization initiatives, e.g., insider reporting requirements.</p> <p>CSA developed processes to avoid undue delay and resolve differences of view among jurisdictions as we work on harmonization and other projects. For instance, CSA project committees elevate contentious issues to the CSA’s Policy Coordination Committee (PCC) for resolution as they arise.</p> <p>The rule-making process is a local process that varies from jurisdiction to jurisdiction. In the passport MOU, Ministers agreed to make best efforts to achieve and maintain a high degree of harmonization in securities legislation.</p> <p>CSA recognizes that local issuers or registrants may be subject to different or additional non-harmonized</p>

Comments

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		<p>remedies, trading rules etc. and thought the passport system should address all regulatory instruments.</p> <ul style="list-style-type: none"> Two commenters suggested that CSA should also work together and with provincial governments, in appropriate cases, to harmonize their rule-making procedures, enforcement powers, compliance procedures and SRO oversight regimes. A last commenter expressed concern about the fact that under the passport system, cancellations, amendments, revocations or other changes to terms and conditions of registration could vary across jurisdictions because any existing terms and conditions imposed by a non-principal regulator through a settlement or decision made before passport would continue to apply only in the non-principal jurisdiction. 	<p>requirements than those operating or offering securities in more than one jurisdiction. In every project we undertake, we work to eliminate or harmonize remaining non-harmonized requirements. We also consider the impact unique local requirements would have on local market participants.</p> <p>Some CSA jurisdictions have proposed to their governments a number of legislative changes to harmonize our enforcement powers. For example, the legislature in many jurisdictions have adopted or governments are considering a provision that would enable the securities regulator to reciprocate an enforcement order made by a court or securities regulatory authority or a settlement agreement reached in another Canadian or a foreign jurisdiction.</p> <p>The passport system for discretionary exemptions covers discretionary exemptions from harmonized requirements in most areas of regulation (e.g., take-over bids and insider reporting, as well as prospectus, continuous disclosure and registration). NP 11-203 sets out the process for making regulatory decisions on discretionary exemption applications made in multiple jurisdictions for filers in passport jurisdictions and in Ontario. It also includes a process modelled on MRRS for exemptive relief applications that fall outside the scope of MI 11-102.</p>

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			<p>As part of our work to implement the passport system and the proposed policies, CSA assessed the risks of the system, and developed and are implementing processes and procedures to mitigate those risks. Before implementation, we focused our efforts on ensuring consistency in decision-making among passport jurisdictions. We are now reviewing our compliance review processes in the relevant areas to ensure consistent application of harmonized requirements across jurisdictions.</p> <p>We will respond to the last comment, which specifically relates to registration, when we finalize passport for registration.</p>
5.	Consistency in application and interpretation under passport system	Six commenters noted the importance of CSA members providing uniform interpretation and application of securities legislation. Some also suggested making the practices and procedures the CSA implements to achieve that result transparent.	<p>CSA agrees that it is important to apply and interpret harmonized securities legislation consistently under the passport system. As mentioned in response to item 4 above, as part of our work to implement the passport system and the proposed policies, CSA assessed the risks of the system. CSA developed and we are implementing processes and procedures to mitigate this type of risk in relevant areas while ensuring that we maintain the increased efficiencies of the securities regulatory system for market participants.</p> <p>In addition, we put in place a training program to ensure staff are familiar with the passport system and</p>

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			<p>the proposed policies and we conduct regular training on the interpretation and application of harmonized requirements.</p> <p>Finally, we reviewed our processes and procedures for continuous disclosure reviews to ensure that we have mechanisms in place to produce consistent review outcomes across CSA jurisdictions.</p>
6.	Consultation among passport jurisdictions	<p>One commenter noted that there is a risk, under passport, that regulators will take a different approach to the same issue without consultation among regulators before making a decision. However, the commenter acknowledged that entrenching consultation among regulators would create regulatory paralysis and make the system less efficient than it is today.</p> <p>Another commenter asked that there not be a mandatory requirement for the principal regulator to consult with a non-principal regulator before making a registration-related decision.</p>	<p>As mentioned in response to item 4 above, as part of our work to implement the passport system and the proposed policies, CSA assessed the risks of the system. CSA developed and we are implementing processes and procedures in relevant areas to mitigate this type of risk while ensuring that we maintain the increased efficiencies of the securities regulatory system for market participants.</p> <p>We will respond to this comment when we finalize passport for registration.</p>

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7.	Inherent complexities of the passport system	One commenter said that, while the instrument itself is relatively simple, the companion policy contains 44 pages of details and five appendices. It will be difficult for regulators to keep the details up to date. The companion policy also contains mandatory language that more properly belongs in the instrument.	The passport regulators streamlined the companion policy and moved much of the guidance to the proposed policies (e.g., the guidance on principal regulator and the appendices that described the administrative processes for each passport area). The remaining guidance expands on many of the provisions of the rule to assist market participants.
8.	Discretionary change of principal regulator (sections 3.2, 4.8 and 5.3 of MI 11-102)	One commenter requested guidance on the circumstances in which a securities regulator would initiate a change in principal regulator and noted that a market participant should receive notice of the securities regulator's intention to exercise its discretion and have an opportunity to respond and make submissions as to why this should not happen.	The guidance on principal regulator is now in NP 11-202 and NP 11-203. The proposed policies provide that the principal regulator will consult with the filer and the appropriate regulator if it wants to initiate a change in principal regulator.
9.	Fees	Four commenters suggested eliminating or reducing fees in non-principal jurisdictions under passport because they believe that non-principal regulators will do no work or less work under passport. One commenter acknowledged that fees support the entire regulatory system and suggested that market participants pay all fees to the principal regulator. Another commenter recommended against that approach for registered firms.	<p>The proposed passport system maintains the status quo with respect to fees for prospectuses and registration. It extends the benefit given to reporting issuers who sought an exemption from continuous disclosure requirements under Multilateral Instrument 11-101 <i>Principal Regulator System</i> to all discretionary application exemptions. MI 11-102 requires a market participant to pay fees for a discretionary exemption application only in its principal jurisdiction.</p> <p>The Passport MOU contemplates a review of fees to assess whether to change them so they are more</p>

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			<p>consistent with the objectives of the passport system. The Council of Ministers under the Passport MOU asked CSA to review the fee structure of its members and propose changes to the Ministers. CSA has initiated this project and will report to the Ministers.</p> <p>We will respond to the comment relating to the collection of fees for firm registration, when we finalize passport for registration.</p>
10.	Cost benefit analysis (CBA)	Two commenters suggested that CSA do a cost-benefit analysis about the passport system given Ontario's non-participation.	The passport regulators, working with the OSC, developed interfaces for Ontario market participants who want to access the capital markets of passport jurisdictions, and for market participants in passport jurisdictions who want access to the Ontario capital market. The interfaces make the securities regulatory system as efficient and effective as possible in the circumstances for all market participants who want to gain access to the capital markets in both passport jurisdictions and Ontario.
11.	Re-publication of passport for comment	Two commenters suggested republishing the passport system for comment with or after the underlying harmonized rules are in place and once the regulators have developed an interface for Ontario market participants. Otherwise, market participants would be commenting on an incomplete proposal.	<p>It is important for market participants to understand how the passport system will work in light of Ontario's decision not to adopt MI 11-102. Consequently, we published for comment NP 11-202 and 11-203. See items 21 and following below for a summary of the comments on these policies and our responses.</p> <p>We have not made material changes to MI 11-102 to implement the interfaces between the passport</p>

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			jurisdictions and Ontario. For that reason, we did not republish it for comment.
			As is our usual practice, we published for comment the harmonized rules underlying the passport system.
12.	Operational constraints for regulators	One commenter thought that the passport system would increase the need for the regulators to have staff with appropriate financial market and product expertise and suggested regulators focus on allocating resources appropriately to prevent an escalation in costs.	As mentioned in response to item 4 above, as part of our work to implement the passport system, CSA jurisdictions assessed the risks of the system. CSA developed and we are implementing processes and procedures in relevant areas to mitigate this type of risk while ensuring that we maintain the increased efficiencies of the securities regulatory system for market participants.
13.	National Registration Database (NRD)	<p>One commenter said that regulators should postpone developing passport for registration or implementing major changes to NRD until the regulators have finalized all their registration-related proposals.</p> <p>Another commenter recommended that CSA not implement the passport rule until it makes changes to NRD because, otherwise, regulators will have to put in place burdensome administrative workarounds and the accuracy of the data on NRD will be compromised. This commenter added that for the passport system to work, all regulators should record any detrimental information relating to an individual on NRD.</p>	CSA is working to ensure that the passport for registration and proposed National Instrument 31-103 <i>Registration Requirements</i> (NI 31-103) will work together to provide an efficient system of regulation. CSA expects to publish a proposed policy for registration in due course and will work with the IDA to accommodate passport and the interfaces on NRD.

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14.	Registration implementation issues if Ontario does not adopt MI 11-102	<p>Two commenters asked specific questions about implementing the passport system for registration without Ontario:</p> <ul style="list-style-type: none"> • Could an individual whose firm has its head office in Ontario participate in passport? • If so, which regulator would act as principal regulator for the individual and could the firm have a principal regulator in each jurisdiction where it has representatives? • How will opting in and opting out of passport work for a firm whose head office and a majority of its representatives are in Ontario? If a firm cannot participate because of the location of its head office, will it have to file any documentation? • If a firm opts-out and Ontario decides to join passport, will the firm have the opportunity to revisit its decision? • How would NRD be updated to reflect the automatic registration process under the passport system? How will the system be different especially in light of the fact the Ontario residents will not be able to participate in passport? 	We will respond to these questions when we finalize passport for registration.
15.	Transition issues for registration	Two commenters submitted that the 30-day transition period proposed for firms to opt out of the passport system is too short and should be at	We will respond to this comment when we finalize passport for registration.

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		least 180 days.	
16.	Technical registration issues	<p>One commenter raised several technical registration issues about</p> <ul style="list-style-type: none"> • the information an individual should provide on NRD to register in additional jurisdictions • whether the IDA will continue to approve individuals before they are registered by their principal regulator in the jurisdictions that do not delegate registration to the IDA • the meaning of the phrase “date on which the filing is made” on Form 11-102F1 • where to request a hearing when the IDA registers firms or individuals in a jurisdiction 	We will respond to these comments when we finalize passport for registration.
17.	Delegation of registration to self-regulatory organizations (SROs)	Three commenters suggested all CSA members should consider delegating their registration function to the IDA to ensure a single point of contact in every jurisdiction and a common and consistent approach.	We will respond to these comments when we finalize passport for registration.
18.	Mobility exemption	One commenter said the decision to retain the limits on the number of eligible clients a firm or individual may service under the mobility exemption is inconsistent with the principles of the passport system. Also, the limits are too low and the cost of compliance too high, which means	CSA published a revised mobility exemption in proposed NI 31-103. The purpose of the exemption is to provide relief on a <i>de minimis</i> basis to a firm or individual whose clients move to another jurisdiction. On that basis, if the number of clients in the non-principal jurisdiction exceeds the limit set out in the

Comments			
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		dealers will choose to register instead of using the exemption.	exemption, we consider the registrant's level of activity in the jurisdiction to be sufficient to warrant registration. Passport for registration will allow firms and individuals to register in multiple jurisdictions by dealing only with their principal regulator.
19.	Cease-trade orders (CTOs)	One commenter encouraged CSA to include in the national instrument a system to treat CTOs consistently across the country. Specifically, the commenter sought guidance on how to comply with CTOs issued in one or more Canadian jurisdictions, but not all of them.	CSA is developing a proposed national policy on CTOs to harmonize the procedures for issuing CTOs. We will consider this comment in developing the proposed policy.
20.	Publication of national instruments on CSA website	One commenter urged CSA to publish national and proposed national rules and policies on the CSA website instead of on each regulator's website.	CSA initiated a project to determine how best to use our website. As part of this review, we will consider whether our website should contain national instruments and policies.

**NP 11-202 and NP 11-203
(proposed policies)**

21.	Proposed policies - General	<p>CSA received three comment letters on the proposed policies. The three commenters supported the proposed interfaces with Ontario.</p> <p>One said it was time to move forward with passport to allow the system to show its potential. The commenter continues to hope the Ontario government and the OSC will adopt passport.</p> <p>Another said that a common regulator would create a more efficient and effective regulatory system, but encouraged Ontario to become a full participant in passport to support the momentum for reform of regulatory content and structure.</p> <p>The last commenter urged CSA to address the un-level playing field between Ontario and passport jurisdiction market participants as soon as possible. This commenter was concerned that the proposed interfaces did not provide Ontario with any incentive to reconsider its position and adopt passport.</p>	<p>The proposed interfaces with Ontario make the securities regulatory system as efficient and effective as possible in the circumstances for all market participants who want to gain access to the capital markets in both passport jurisdictions and Ontario. The changes to the regulatory structure suggested by one commenter are not within the powers of securities regulators to consider.</p>
22.	Proposed policies – Two-year review	<p>One commenter thought the CSA’s plan to review the direct access to passport for Ontario market participants two years after the implementation of passport is reasonable. The commenter is confident it will show the effectiveness of the system and that this should convince Ontario to adopt passport.</p>	<p>The passport jurisdictions plan to review the direct access provided to Ontario market participants in due course and continue to work with the OSC to make the regulatory system as effective and efficient as possible in the circumstances.</p>

Another commenter was concerned that the review of the interfaces two years after the implementation of passport introduces an element of uncertainty and encouraged CSA to develop a permanent solution that all jurisdictions support.

23.	Proposed policies - Fees	<p>One commenter recommended that CSA requires issuers to pay prospectus filing fees only to their principal regulator (and the OSC for passport jurisdiction issuers). The commenter acknowledged that these fees are an important source of revenue for regulators and its recommendation may disrupt the functioning of the regulatory framework and suggested CSA consider this as part of its planned two-year review of the passport interfaces.</p>	<p>The Passport MOU contemplates a review of fees to assess whether to change them so they are more consistent with the objectives of the passport system. The Council of Ministers under the Passport MOU asked CSA to review the fee structure of its members and propose changes to the Ministers. CSA has initiated this project and will report to the Ministers.</p>
24.	Transparency	<p>One commenter requested CSA to</p> <ul style="list-style-type: none"> • provide details of the mechanisms it will utilize to monitor the effectiveness of the interfaces, and • consult with market participants on the strategies to mitigate the risk of inconsistent interpretation and application of harmonized law. <p>The commenter specifically suggested CSA create a precedent database to ensure consistent treatment of novel and substantive issues.</p>	<p>Up to now, CSA focused our efforts on establishing appropriate processes and procedures to implement the passport system and the interfaces and to mitigate the risks of the system. We will be considering the need to develop mechanisms to evaluate the effectiveness of passport and the interfaces as we implement passport.</p> <p>We plan to create an internal precedent database to ensure consistent interpretation and application of harmonized law, but view this as a longer-term objective. In the meantime, we are implementing other mechanisms in relevant areas to mitigate this risk while ensuring that we maintain the increased efficiencies of the securities regulatory system for market participants.</p>

25.	Proposed policies – review of dual application for discretionary relief	One commenter was concerned that, in a dual application under NP 11-203, the principal regulator would have to consider the comments of any non-principal regulator with which the filer files the application (s. 6.2(1)) and each of those non-principal regulators would be able to opt-out of the dual review (s. 7.2(2)). The commenter recommended making clear that only the principal regulator and the OSC would review the application and only the OSC could opt-out of a dual application review.	Section 5.2(2) of NP 11-203 makes it clear that a filer making a dual application has to file the application only with the principal regulator and the OSC. Therefore, in the context of a dual application, the reference to the ‘non-principal regulator with which the filer filed the application’ are references to the OSC only. We will establish a better connection between these provisions to ensure there is no confusion.
26.	NP 11-202 – Technical comments	<p>One commenter recommended:</p> <ul style="list-style-type: none"> • requiring the principal regulator to review and respond to an application for a change of principal regulator within the 30-day period. • including language to the effect that, for a mutual fund prospectus, it is not necessary for the filer to confirm in its cover letter that at least one underwriter has signed the certificate page of the prospectus. • deleting the requirement for the principal regulator to issue a second receipt for a dual prospectus evidencing that the OSC has issued its receipt for the prospectus when the OSC is closed on the day the principal regulator issued its receipt. • clarifying whether a filer that needs to identify another principal regulator for a pre-filing or waiver application because it does not require the relief from its principal regulator should request a discretionary change in principal regulator and whether the filer can file the 	<ul style="list-style-type: none"> • We will clarify that the regulators will use best efforts to resolve a request filed on a timely basis within 30 days of receiving it. • We will clarify in Parts 7 and 10 that the filer only has to provide the confirmation when an underwriter’s certificate is required. • The OSC needs to be open for a receipt to be issued on its behalf for a preliminary prospectus, prospectus or amendment. • We will clarify in section 4.5 of MI 11-102 that, if a filer does not require an exemption in its principal jurisdiction, the filer does not have to request a discretionary change of principal regulator for the waiver application. The filer’s principal regulator will be the securities regulatory authority or

related prospectus materials with the principal regulator for the pre-filing or waiver application.

regulator in the specified jurisdiction where the filer is seeking the exemption and has the most significant connection. The filer will deal with its usual principal regulator for the related prospectus.

In addition, the commenter asked whether a waiver applications under National Instrument 81-102 *Mutual Funds* (NI 81-102) should be included in Appendix A.

It would not be appropriate to include applications for discretionary exemptions under NI 81-102 in Appendix A of NP 11-202. These applications are covered by Part 4 of MI 11-102 and guidance is in NP 11-203.
