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The Secretary  
Ontario Securities Commission  
20 Queen Street West  
22nd Floor  
Toronto, Ontario M5H 3S8

**Re: CSA Proposed Amendments Relating to the Offering Memorandum Exemption**

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Dear Madams:

We are writing to comment on the proposed amendments to NI 45-106. It was brought to our attention by our advisor that there are proposed changes that are if enacted would limit an investor’s ability to invest in Exempt Investments. We, Jacinta (registered nurse with 29 years) and Ivor Cooke (30+ years of works in the oil patch) feel strongly compelled to voice our opposition to these proposed changes. We make an honest living and we have worked hard for our money. We also want to preserve and to diversify our investments after numerous years of little or no growth with our existing investments (primarily mutual funds). To date we are extremely satisfied with our Exempt Investments.

So we strongly oppose and do not understand how the ASC can limit what we can or cannot invest in. It is our hard earned money and we should be able to invest it as we see fit. By limiting our ability to invest in exempt investments the ASC is limiting our ability to diversify and grow our family’s investments. It also appears to us that such restrictions may be unconstitutional and it may go against the Canadian Charter of Rights.

With some further explanation we were informed that the Exempt Investment industry and the Investment Community were not even consulted on the new proposed changes. It is our understanding that the ASC unilaterally put forward the changes which they thought would be best. Who in this day and age does such a thing without engaging the stakeholders? We do not believe this is the correct manner in which business should be conducted, especially by a government agency.

In closing, we really hope that the ASC will engage all of the stakeholders before they push through the proposed changes.

Regards,

Ivor Cooke

Jacinta Cooke

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Calgary, Alberta

Email: ██████████

CC:

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