



ALBERTA SECURITIES  
COMMISSION - CALG.

APR 21 2003

Robert Shier

Senior Vice President & Chief Operations Officer

April 17, 2003

Ms. Marsha Manolescu  
Senior Legal Counsel  
Alberta Securities Commission  
4th Floor, 300 - 5th Avenue S.W.  
Calgary, Alberta  
T2P 3C4

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Dear Ms. Manolescu:

**Re: Request for Comment on Multilateral Instrument (MI) 45-102 Resale of Securities**

CIBC Mellon is a leading stock transfer agent and custodian in Canada. We service the needs of more than 2,500 institutional clients, providing stock and bond issuing services and domestic and global custody services for pension funds, investment funds, insurance companies, foreign insurance trust, governments, corporations, foundations, endowments and foreign financial institutions. We thank the Canadian Securities Administrators (CSA) member commissions for giving us this opportunity to comment of MI 45-102.

As transfer agent for a number of publicly traded securities issues, CIBC Mellon is responsible for issuing, when applicable share certificates with an appropriate legend and for enforcing transfer restrictions. In addition, we also provide custodial services for a number of institutional investors where we are responsible for safekeeping securities, some of which contain legends.

CIBC Mellon supports the efforts of the Canadian Capital Markets Association (CCMA) and its various working groups. The CCMA's Dematerialization Working Group and Corporate Actions Working Group are promoting electronic issuance of securities and the conversion of paper certificates to a book-based environment, including legended and restricted securities.

We believe that Part 2 of MI 45-102 conflicts with the goals of the CCMA and with efforts being undertaken globally to establish a dematerialized securities environment. We recommend that MI 45-102 be modified to allow for the issuance of legended securities in a controlled electronic environment. Capabilities do exist today to place electronic notations on security positions specifying a restriction, which prevents transfer until the restriction is been removed or has expired.

We would be pleased to meet with you to discuss dematerialization of legended securities in more detail.

Yours truly,

Robert Shier  
Senior Vice-President and Chief Operations Officer