

June 22, 2007

John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1900, Box 55
Toronto, Ontario M5H 3S8

Re: Comment on proposed NI 52-109: Subsequent material change in internal control

Dear Sirs,

In my opinion, the proposed NI 52-109 is not clear enough in prescribing the course of action for issuers in cases where there is material change in internal control that happens subsequently to a period end. Generally, there is a significant time gap between the period end and the date of filing of the CEO/CFO certification and interim MD&A. However, the certificate itself speaks only about disclosing “in its interim MD&A any change in the issuer’s ICFR that occurred” during the period itself – not after the period.

Suppose we have a situation where an entity has a material (not necessarily adverse) change in internal control on April 10, 20XX, its first fiscal quarter (Q1) ended on March 31, 20XX, and they file their Q1 CEO/CFO certification and interim MD&A on May 1, 20XX. Should this material change be disclosed in their Q1 MD&A, or should they wait and disclose it in their Q2 MD&A?

Thank you for your attention to this matter.

Sincerely,

Alex Vergeyichik, MBA, CA