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British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Securities Commission  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
Nova Scotia Securities Commission  
New Brunswick Securities Commission  
Office of the Attorney General, Prince Edward Island  
Securities Commission of Newfoundland and Labrador  
Registrar of Securities, Government of Yukon  
Registrar of Securities, Department of Justice, Government of the  
Northwest Territories  
Legal Registries Division, Department of Justice, Government of Nunavut

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Comments re. Proposed Repeal and Replacement of Multilateral Instrument  
52-109, Forms 52-109F1, 52-109FT1, 52-109F2, and 52-109FT2 ("Proposed  
Instrument") and Companion Policy 52-109CP "Certification of Disclosure  
in Issuers' Annual and Interim Filings" ("Proposed Policy")

Attached are NAL Resource's ("NAL") comments re. the Proposed Instrument  
and Companion Policy.

NAL is a Calgary-based oil and gas company that operates and manages  
assets on behalf of both the NAL Oil & Gas Trust, a public company  
traded on the Toronto Stock Exchange, and Manulife Financial, a Canadian  
financial institution.

\* Confusion could arise regarding the proposed wording of the instrument and what time period the controls being discussed need to operate in. Differences in interpretation may arise when considering key controls relating to a year-end which are actually used in Q1 of the following year. Certifying this type of effectiveness at year-end may be premature. This may need to be clarified by the CSA since many of the processes that contribute the highest degree of risk in financial reporting typically occur after a period-end has closed.

\* The role of the Audit Committee in certification should be clarified. An issuer's certifying officers are responsible for the design of internal controls, but they report to the Board of Directors. The CSA should consider clarifying whether it is within the scope of the NI 52-109 certification to evaluate the Audit Committee.

\* The proposed instrument does not include a definition of "business acquisition". This should be defined in order to prevent or reduce inconsistent interpretation and reporting by issuers such as NAL. Management should be able to use materiality as a factor to determine whether or not an acquisition is included or excluded from management's assessment.

\* Allowing only 90 days to be the time limit for evaluating controls at an acquired company is not reasonable. Acquisitions are complicated and the number of controls and systems involved can be daunting. Management should be permitted a reasonable period of time to execute its responsibilities in respect of DCP and ICFR and be permitted a reasonable period of time to affect change and assess the results of its efforts. One year would be a more appropriate time period, and would make Canadian regulations more consistent with those of the U.S.

\* The CSA should also provide a definition for the "date of acquisition".

\* NI 52-109 and its companion policy do not include sufficient guidance with respect to the use of service organizations, specifically service organizations that perform significant processes on behalf of an issuer.

\* The CSA should provide guidance with respect to what constitutes sufficient evidence to support management's evaluation of their annual evaluation of the design and effectiveness of both DC&P and ICFR.

\* The CSA does not state whether the evidence obtained to support management's evaluation should be unique to each fiscal year being certified.

\* The CSA does not state whether evaluation procedures can be performed rotationally or performed homogeneously in multiple locations (e.g. field offices).

\* The proposed instrument does not provide guidance regarding an appropriate period of time the CSA expects management to retain

evidence supporting interim and annual certifications of design and effectiveness of either DC&P or ICFR.

\* Item 7 in the proposed certification requires issuers to disclose in the MD&A "...any change in the issuer's ICFR that occurred during the period...that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR." The CSA should consider eliminating this requirement. The requirement is too vague to be meaningful and in practice (e.g. in the U.S.), no issuers have come up with a meaningful or consistent approach to evaluating this.

\* Not requiring attestation of the certification will significantly increase the risk of false certifications, especially amongst smaller cap issuers. A real risk exists that issuers will certify without adequate analysis or documentation to support their certification. Cost vs. benefit of attestation has certainly been considered by the CSA, but they must be prepared to live with the risk this creates.

Thank you for taking the time to consider our comments.

Sincerely,

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