

MAPLE LEAF FOODS

June 28, 2007

Mr. John Stevenson
Secretary
Ontario Securities Commission
20 Queen Street West, Suite 1903
Box 55, Toronto, ON
M3H 3S8

Mr. Stevenson:

We are writing to you in response to your Request for Comments regarding proposed National Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings* and related Companion Policy. Our comments are on behalf of Maple Leaf Foods Inc. and Canada Bread Company Limited, and reflect the views of these two reporting issuers and their senior management.

Our senior management are very supportive of strong corporate governance and strong internal controls over financial reporting. We fully understand and respect its significance to investor confidence. Maple Leaf Foods and Canada Bread management have enthusiastically supported and engaged in the processes and documentation necessary to ensure compliance with the Canadian standards and are in a position to certify our internal controls as required by existing Canadian regulations.

As we completed our process, we have been supportive of changes made by the Securities Commission that diverged from regulations in the United States, in particular the focus on risk based assessment and removal of the requirement for auditor attestation. This has allowed us to institute a good balance of documented controls and testing regimens that, we believe, meet the spirit of the regulations while retaining an important balance between cost and effectiveness. However, there are several instances in the proposed Instrument that involve departures from United States regulations that dilute the effectiveness of the regulation and create significant differences that will impact the credibility of the Canadian approach and add cost to our process for little benefit. On a wider scale, these changes will only serve to make it more difficult for investors to understand what a Canadian versus an American certification means, and presumably make it more and more costly for inter-listed issuers.

As we noted above, we have completed our processes and are in a position to certify our internal controls.

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We have certified our control design and have already implemented testing standards for the operational effectiveness of internal controls. This has involved a significant amount of training and documentation, all of which presumed that with respect to fundamental definitions and concepts, that the Canadian and United States guidance would be consistent. Incorporating changes to certain of these definitions will add duplicative costs for no apparent benefit. We find it very hard to accept or support such changes that will add costs that are not obvious to us.

In specific response to the revised and proposed NI 52-109 we feel that there are two areas that require comment.

Definition of Reportable Deficiency

The introduction of a new defined term "reportable deficiency", adds a new element of confusion to the reporting process and the ability of an investor to assess the results of an issuer's control assessments in a reliable and consistent manner.

All of our design and documentation of our internal controls has been built and communicated around existing definitions of "significant deficiency" and "material weakness". The definition of "reportable deficiency" is a departure from the US and we believe will be confusing to the capital markets and will lead to misinterpretation. We prefer to remain aligned with US rules where possible. Therefore, we recommend that we not change the current terms from existing rules.

Scope Limitation for Recently Acquired Businesses

We believe that the 90-day period is an insufficient amount of time to adequately review the design and effectiveness of internal controls of recent acquisitions.

In the first 90 days of an acquisition there are many competing priorities. It is our experience that successful mergers require a careful and sequenced approach to combining cultures, people, business processes and financial systems. In many cases, the acquirer is relying on transitional systems and accounting support from the vendor. We believe that the operational and commercial aspects of a merger need urgent focus, and the more complex systems and processes design follows the initial transition period after closing the transaction. For larger acquisitions, our experience tells us that to require a purchaser to certify the design and effectiveness of internal controls in the first 90 days would change the sequencing of merger priorities that would be detrimental to integration activities.

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We believe that an appropriate amount of time to evaluate the design and effectiveness of internal controls of recent acquisitions would be one year. This time period is also consistent with the allocation period that is used when applying business combination accounting under generally accepted accounting principles (GAAP). In addition, such a change would allow Canadian standards to remain consistent with current US certification requirements.

Thank you for the opportunity to comment on the proposed changes and for your consideration of our opinions.

Yours truly,

Michael H. Vels
Chief Financial Officer
Maple Leaf Foods Inc. and Canada Bread Company, Limited.

Michael H. McCain, President and Chief Executive Officer,
Maple Leaf Foods Inc.

Richard A. Lan, Chief Executive Officer
Canada Bread Company, Limited

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