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VIA E-MAIL

Alberta Securities Commission
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Calgary, Alberta T2P 3C4

Manitoba Securities Commission
500 0 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5

Department of Government Services
Consumer & Commercial Affairs Branch
2nd Floor, West Block, Confederation Building
P.O. Box 8700
St. John's, Newfoundland and Labrador A1B 4J6

Nova Scotia Securities Commission
Joseph Howe Building
2nd Floor, 1690 Hollis Street
P.O. Box 458
Halifax, Nova Scotia B3J 2P8

Ontario Securities Commission
P.O. Box 55
Suite 1903 – 20 Queen Street West
Toronto, Ontario M5H 3S8

Autorité des marches financiers
800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3

Registrar of Securitiets
Corporate Affairs C-6
Community Services
P.O. Box 2703
Whitehorse, Yukon Territories Y1A 5H6

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

New Brunswick Securities Commission
85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2

Registrar of Securities
Legal Registries Division, Department of Justice
Government of the Northwest Territories
1st Floor Stuart M. Hodgson Building
5009 – 49th street
P.O. Box 1320
Yellowknife, Northwest Territories X1A 2L9

Registrar of Securities
Legal Registries Division, Department of Justice
Government of Nunavut
1st Floor, Brown Building
P.O. Box 1000 – Station 570
Iqaluit, Nunavut X0a 0H0

Securities Office
Consumer, Corporate and Insurance Services Division
Office of the Attorney General
95 Rochford Street
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8

Saskatchewan Financial Services Commission
6th Floor, 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 3V7

Re: Proposed Amendments to NI 51-102

Dear Sirs/Mesdames:

Form 51-102 F6

I comment below on the foregoing with respect to Item numbers.

Item 1.3 - Definitions. "Company" - It may be preferable to use the term "issuer" (which has an appropriate meaning for this purpose without the need for a definition in the Form) as opposed to the term "company" which could be misleading.

"Named Executive Officer" – As the Form is being amended, there is an opportunity to clarify the application of (d) of the definition of Named Executive Officer and in particular the words "would have been". This phrase creates ambiguity, as some have interpreted this to mean "would have been" if the individual was employed to the end of the year and received all the compensation that he "would have received" (however this might be determined), as opposed to, as I understand the interpretation which is accepted by the Canadian Securities Administrators and applied by many issuers, that "would have been" is to be determined based on the compensation actually paid or awarded in the fiscal year. I suggest words to the effect of "based on compensation paid or awarded in respect of the fiscal year" be added.

There is also an opportunity to clarify the definition of "Executive Officer" in NI 51-102 as it relates to a vice-president in charge of a principal business unit, division or function. This definition has caused problems of application, as it is not entirely clear how it is to be applied to individuals at subsidiaries which may be significant subsidiaries. A president of a significant subsidiary may not be caught by the definition of "Executive Officer", as (d) on its face does not apply, unless under the more subjective test of "performing a policy-making function". Similarly, it is unclear whether a vice-president in charge of a principal business unit, division or function at a significant subsidiary (e.g., 30% asset or revenue test) might also be regarded in certain circumstances as an executive officer, as his or her title is not at the issuer level. It may be helpful to amend the definition of "Executive Officer" to include a president, a vice-president in charge of a principal business unit, division or function of a significant subsidiary.

The proposal to determine Named Executive Officers on the basis of total compensation (minus pension value changes) introduces a distortion to the determination of Named Executive Officer by the inclusion of amounts paid or accrued to any NEO in connection with a termination. For example, if a NEO is terminated without cause during the year, at common law he may be entitled to two years notice, resulting in the inclusion of two years "worth" of his or her compensation in the "All Other Compensation" category. For the purposes of determining

whether such an individual is an NEO, such an individual's total compensation for two years would be compared to other executive officers, who remain employed with the issuer, and whose total compensation is that for one fiscal year. In other words, the comparisons will not be "apples for apples" as certain of the total compensation totals will include effectively more than one year's worth of compensation, whereas if the individual had remained employed for the year based on his "normal" total compensation for a year, he would not have been included as a NEO in the Summary Compensation Table. It is suggested that the amounts payable under Item 3.1 7(iii) not be included in total compensation for the purposes of determining who is identified as an NEO. This would not affect the disclosure of such amounts, if, based on all the other elements of total compensation, such an individual was determined to be an NEO.

Item 1.5(b). It is suggested that the words "as such" be added to the end of 5(b) to confirm it is only compensation for serving as an NEO or director of the applicable issuer that disclosure is required.

Item 2 – Compensation, Discussion and Analysis. You should consider retaining the feature of the existing rules that the CD&A is an analysis prepared by the compensation committee of the Board. The "authorship" of the analysis (or report) has arguably led to greater accountability and definition for the role of compensation committees. Without "authorship" identified, it is not clear who is responsible for (and accountable for) the policies and decisions described in the analysis.

Item 3.1. It would assist in clarifying disclosure required for the Summary Compensation Table to revise the words "earned during the year" in the opening words of 1 to be "earned during, for or in respect of" the year. Many issuers determine, not only the bonus aspect of the compensation after the fiscal year is completed, but also stock options and other awards.

Item 3.1 4. With respect to the footnote describing all forfeitures during the year, it would be helpful to clarify the individuals for whom disclosure of forfeitures is to be provided. Presumably, what is intended is forfeitures relating to the NEOs as set forth in the Summary Compensation Table.

Item 3.1 7(i). It have been my experience that, in a number of cases, issuers do not maintain their records in such a way as to be able to readily ascertain the "incremental costs" to the company and its subsidiaries. Issuers should not be put to significant time and expense to create records solely for the purposes of completing the Form. It is suggested that more flexibility could be provided to issuers in this regard, provided they describe the methodology used for determining the amounts.

The wording in the second paragraph, which requires the type and amount of each perquisite that exceeds 25% of the total perquisites to be specifically disclosed, seems to suggest that an analysis is required to characterize of items as being one of "perquisites, property or other personal benefits". It would be helpful to clarify that the 25% relates to the total of perquisites, property or other personal benefits referred to in the opening words of 7(i), not just perquisites.

Item 3.1 7(vii). Consider retaining the exemption for disclosure of discounts, etc. for securities purchase plans for broadly based employee plans available to all employees on the same terms (as is currently the case). This is consistent with the exclusions provided in the definition of the word "plan" (but not expressly exempted).

Item 3.5. Greater clarity should be provided as to under which columns components of director compensation should be included. Most NEOs who are also directors, and who receive compensation for that role, receive cash payments for annual meetings fees, etc., and, possibly stock awards. Are fees to be included under the Summary Compensation Table under the "Salary" column, or the "Other Compensation" column?

Item 5.1. The benefit of the disclosure required by Item 5.1 is not apparent and the disclosure may be misleading as it is for the most part a duplication of other disclosure. It appears to overlap with the disclosure required under Items 3.2, 4.1 and 4.2. It is suggested that the Table in Item 3.2, disclosing grants of equity awards during the year, be expanded to include information regarding exercise price, expiry dates, vested, etc., as is the case with the current Item 4.1, and expanded to deal with other stock awards. Disclosure relating to "exercise or vested" will be already set forth either in Item 4.2 or in the Summary Compensation Table. It is suggested that most issuers would find it more convenient, the requirements would be clearer, and the disclosure will be more meaningful and comparable for investors, if the disclosure was set out in table form.

Item 7.1. The wording in the opening words of Item 7.1 are unclear as to whether the disclosure is required for only terminations of employment, or in addition, for a change in control of the company without termination of employment. I believe the latter was intended.

The current wording of Item 7.1, which may be based on the wording of U.S. SEC requirements, does not take account of the different Canadian framework for employment law. Under Canadian law, each employee is regarded as having an employment contract, whether the contract is written or not. Employees without written employment contracts are entitled to reasonable notice of termination without cause or compensation in lieu thereof. Read literally, Item 7.1 would require disclosure of these amounts which (a) are not readily ascertainable, given the wide variety of factors used by courts to determine such amounts, (b) will be required to

re-estimated annually, and (c) may prejudice the issuer's position in any future negotiations relating to termination of executives by providing the issuer's estimate. One suggestion to address this issue would be the insertion of the word "written" in front of the word "contract" in Item 7.1.

Voting Results Reports

You also requested comment on the content of the Report on Voting Results required by section 11.3 of NI 51-102. A number of difficulties arise in relation to reporting the results of proxies received by an issuer where no ballot is taken at the meeting. First, as a matter of law, the proxies have not been voted. Disclosure would accordingly be required in relation to an event which had not occurred, of proxy votes which had not been cast or counted. Secondly, it would require disclosure of proxy results in a situation where not a single shareholder present at the meeting thought it was necessary to request a ballot or disclose such information. Thirdly, reporting proxy results where there has not been a ballot does not reflect the votes of shareholders at the meeting and accordingly (a) it is potentially quite misleading about the actual levels of support for propositions at the meeting and (b) ironically, emphasizes the importance of votes of people who did not attend the shareholders meeting over the votes of the ones who did.

Yours very truly,

John M. Tuzyk

JMT/mtp