CANADIAN WESTERN BANK

July 3, 2007

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorite des marches 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 North West Territories
Legal registries Division, Department of Justice, Government of Nunavut

c/o Ontario Securities Commission
John Stevenson, Secretary
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Toronto, Ontario M5H 3S8
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Alberta Securities Commission
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Dear Sirs:

Re: Comments on Proposed Repeal and Replacement of Multilateral Instrument and Companion Policy 52-109: Certification of Disclosure in Issuers' Annual and Interim Filings ("the Certification Rules")

We are very pleased to see that these Certification Rules recognize the Canadian market and attempts to avoid some of the pitfalls that became evident with the SOX implementation, a position that Canadian Western Bank endorsed in our letter of June 29, 2005 sent in response to the proposed 52-111.

Canadian Western Bank fully supports the implementation of a principles-based rather than a rules-based approach to certification. We strongly believe that this is a superior approach that should result in an effective and efficient process and recognizes that "a one-size fits all" approach is not appropriate. It also recognizes the differences of the Canadian public company market (more smaller, mid-sized companies, with fewer resources but closer monitoring) as compared to the United States.

We do acknowledge that these Certification Rules will cause some re-work of existing procedures and processes that have been modeled after the US's SOX requirements, particularly for interlisted companies like the large Canadian banks. However, as a mid-sized company that is not interlisted, we believe it is more important to ensure the regulation is developed in a way that is most effective and efficient for the majority of Canadian filers. Our comments follow:

1. **Do you agree with the definition of "reportable deficiency" and the proposed related disclosures? If not, why not and how would you modify it?**

We believe "reportable deficiency" is much more explainable and understandable to a broader range of people and hence, if more mangers and directors understand it, there can be better governance. We recognize that for SOX filers that this change may cause some rework, but we view it as a positive step. We also note that certain sections of the instrument need to have some additional changes to dovetail with the new reportable deficiency definition.

2. **Do you agree that the ICFR design accommodation should be available to venture issuers? If not, please explain why you disagree.**

No specific comments.

3. **Do you agree that our proposal to provide a scope limitation in the design of DC&P and ICFR for an issuer's interest in a proportionately consolidated investment or variable interest entity is practical and appropriate? If not, please explain why you disagree.**

No specific comments.

4. **Do you agree that our proposal to allow certifying officers to limit the scope of their design of DC&P or ICFR within 90 days of the acquisition of a business is practical and appropriate? If not, please explain why you disagree.**

We think a 90 day period is far too short. In order to perform a proper and thorough risk based assessment, the documentation of key controls could take 90 days or more alone, when from a business point of view management must put the integration of an acquired business as the first priority. Further, depending on the timing of the acquisition, 90 days may not even allow the company the benefit of an entire quarter to evaluate the acquired company's controls. We think a 1 year time period would be ideal but at a minimum this time period should be extended to 180 days. You may also choose to state the ability of a filer to apply for an extension or exemption from the specified time period if in fact, the process underlying the certification can not be achieved.

5. **Do you agree that our proposal not to require certifying officers to certify the design of ICFR within 90 days after an issuer has become a reporting issuer or following the completion of certain reverse takeover transactions is practical and appropriate? If not, please explain why you disagree.**

We disagree as the 90 day time period is too short for the same reasons described in our response to Question 4.

6. **Do you agree that the nature and extent of guidance provided in the Proposed Policy, particularly in Parts 6, 7 and 8, is appropriate? If not, please explain why and how it should be modified.**

If the guidance is meant to be just guidance, then it provides a good road map for a company to use in conducting its certification. However, if it is viewed as a set of rules that must be followed, it is too prescriptive. For example, the phrase "should consider" is used in many aspects of the Policy and we ask that you review its usage. We suggest the usage of the words "could consider" or "Issues for consideration" as being more principles-based phraseology. That said, we do find the extent and content

of the guidance reasonable and more reflective of the Canadian context versus an adaptation of the US SOX.

7. Are there any specific topics that we have not addressed in the Proposed Policy on which you believe guidance is required?

As an October 31, filer, the time extension has no impact on us. However, as this Policy is still in the comments stage, there may not be sufficient time to make the appropriate adjustments required once finalized. It may be more appropriate to implement the Certification Rules for years ending after December 31, 2008.

In conclusion, we would like to reiterate Canadian Western Bank's strong endorsement of principles-based versus rules-based regulation, and to compliment the Canadian securities regulators for developing a certification approach for the Canadian context. In particular, we would like to say how pleased we are that you chose to leave the auditor attestation optional for Canadian issuers as it underscores the importance of allowing the boards and certifying officers the ability to determine the most appropriate process to support the required certifications.

Yours very truly,
CANADIAN WESTERN BANK

Tracey C. Ball, FCA
Executive Vice President and Chief Financial Officer