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May 21, 2008

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Attention: John P. Stevenson, Secretary

Dear Sirs/Mesdames:

Proposed Guidelines for Executive Director's Settlements – Notice and Request for Comments

This letter is in response to the Notice and Request for Comments published at (2008) 31 OSCB 3311 "Proposed Guidelines for Executive Director's Settlements" in the March 21, 2008 OSC Bulletin. We are supportive of the proposed Guidelines, generally, but do wish to raise the following comments:

1. It is proposed that Executive Director's settlements will always be published in the OSC Bulletin. While we are clearly supportive of the highest level of transparency in dealings between the Commission and the entities it regulates, we believe there should be an opportunity in the Guidelines for the Executive Director to have the discretion not to publish settlements. It may be that in certain factual situations there could be a compelling argument made for not publishing the settlement, and we believe that a residual discretion to the Executive Director would therefore be appropriate.
2. The Guidelines do not specifically state that the Executive Director can settle without the counterparty admitting to wrongdoing. We believe it would be best if the Guidelines specifically state that it is permissible for the Executive Director to settle with there being no admission of wrongdoing.

If you have any questions or comments please contact Alexander Cobb at 416.862.5964 or Larry Lowenstein at 416.862.6454.

Yours very truly,

OSLER, HOSKIN & HARCOURT LLP

JS:vk1