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Subject: Proposed Repeal and Replacement of Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*

We are writing in response to the request for public comment on the Proposed Repeal and Replacement of Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* instrument made by the members of the Canadian Securities Administrators (the CSA) dated April 18, 2008. We also refer you to our Response to Proposed National Instrument 52-109 and Companion Policy 52-109 dated June 28, 2007 as several of the comments we made at that time continue, in our view, to be relevant. Accordingly, in this response we have repeated certain comments from our June 28, 2007 letter.

While we have a number of specific comments and issues for the CSA to consider, we emphasize at the outset our strong support for increased disclosure of material facts and increased disclosure related to disclosure controls and procedures and internal control over financial reporting.

The Distinction between Venture and Non-Venture Issuers

We continue to believe that it is important to place both the CSA proposals and our comments in the context of the evolution of our capital markets as more fully described in our earlier letter. The current proposals create, in many respects but certainly not all, a distinction between Venture Issuers and non-Venture Issuers particularly with respect to the form and wording of the proposed certificates. We believe that a distinction is appropriate given the structure of the market. The available statistics as of December 31, 2005 and 2007 appear to support a distinction in terms of certification requirements, particularly if one considers the average market capitalizations, and are as follows:

	Toronto Stock Exchange	TSX Venture Exchange
Listed Issuers	1537-1613	2221-2338
Total Listed Issuer Market Capitalization	\$1.8 trillion - \$2.1 trillion	\$ 34 billion - \$58.5 billion

The first statistic is as of December 31, 2005 and the second is as of December 31, 2007. The 2005 statistics are from the Toronto Stock Exchange web site information corporate profile section and the 2007 statistics are from the Annual Report for the TSX Group.

While the above statistics appear to support a distinction with respect to the wording of certifications we are of the view that the similarities and underlying goals concerning disclosure expectations require more focus and clarity. We continue to believe that the general section of the Companion Policy should commence with a statement to the effect that “management is responsible to ...” and further that the general section of the companion policy should emphasize the disclosure requirements generally and reference in particular the “No misrepresentations” requirements and the related sections in the required certifications for both venture and non-venture issuers. The “no misrepresentations” expectations regarding disclosures and certifications have now been in place for all filers for some time and have not been amended in the current proposal.

With respect to clarity the CSA should consider further guidance in the Companion Policy as to the disclosures expected of venture issuers. For example if a venture issuer's certificate includes the proposed Notice to Reader would the venture issuer also be expected to disclose this information within their MD&A and if so whether the CSA would accept alternative wording for such a disclosure. In addition, in our view, it would be beneficial to indicate when it would be necessary or desirable for a venture issuer to disclose one or more material weaknesses (for example when a material weaknesses itself constituted a material fact) and whether in these circumstances the disclosure expected would be the same as that set forth in Section 5.2 and Section 6(b)(ii),(iii), and (iv) of proposed Form 52-109F1.

Significant proposed amendments

The CSA Notice contains a summary of changes to the March 2007 Proposed Materials. Our comments on the proposed changes referenced in the CSA summary is as follows:

- We believe that the changes made to the proposed form of certificate available to a venture issuer represent a significant improvement. We consider the exclusion of representations relating to the establishment and maintenance of DC&P and ICFR

appropriate given our previous observation wherein we suggest the CSA provide additional clarity concerning the disclosures expected of venture issuers concerning DC&P and ICFR.

- We were pleased to see a requirement that non-venture issuers use a control framework in the design of ICFR. We continue to believe that a reference to a control framework in the MD&A disclosure is highly desirable, is consistent with the requirements in the United States and is necessary should an issuer wish to obtain audit assurance concerning their internal control over financial reporting.
- In our letter of June 28, 2007 we strongly recommended that the CSA use consistent concepts, definitions and terminology with that used in the United States (and now in Canada by the Canadian Institute of Chartered Accountants – See Section 5925 of the CICA Handbook). We are highly supportive of the proposed threshold for reporting a weakness in ICFR and believe that the use of the term “material weakness” is essential and should definitely be retained in the National Instrument when finalized.
- We concur with the emphasis in the proposal on the importance of disclosures including disclosures of an issuers plans, or lack thereof, to remediate a material weakness
- We support the extension, to not more than 365 days, of the time within which an issuer may limit the scope of its design of DC&P and ICFR with respect to a business that an issuer acquires.

Auditor Attestation

We continue to believe, for the reasons discussed in our letter of June 28, 2007, that auditor attestation enhances the timeliness, completeness and reporting of required information concerning internal control over financial reporting, particularly for non-venture issuers. We believe that the CSA should continue to monitor the rigor with which issuers complete their assessments, the quality of the disclosures within financial statements and with respect to internal controls; and, in light revised auditing standards for integrated audits, reconsider the need for auditor attestation should their reviews indicate that material weaknesses are not identified and reported by non-venture issuers on a timely basis.

Other Comments

We continue to believe, as discussed in our June 28, 2007 letter, that the discussion concerning reasonable assurance, included in Section 6.3 of the Companion Policy, should be expanded to include a references to terms such as “bring its own experience and informed judgment to bear” and “such level of detail and degree of assurance as would satisfy prudent officials in the conduct of their own affairs”.

We believe that some expansion of the material in Section 7.5 concerning the use of the external auditor would be beneficial and assist in clarifying the respective roles and the CSA’s expectations of both management and the auditor. The CSA may wish to consider wording

similar to that used by the SEC in the release notes (under the heading "Management Functions") accompanying their January 2003 independence rules. This material reads in part as follows:

“We believe, however, that services in connection with the assessment of internal accounting and risk management controls, as well as providing recommendations for improvements, do not impair an accountant's independence. Accountants must gain an understanding of their audit clients' systems of internal controls when conducting an audit in accordance with GAAS. With this insight, accountants often become involved in diagnosing, assessing, and recommending to audit committees and management ways in which their audit client's internal controls can be improved or strengthened. The resulting improvements in the audit client's controls not only result in improved financial reporting to investors but also can facilitate the performance of high quality audits. For these reasons, we are continuing to allow accountants to assess the effectiveness of an audit client's internal controls and to recommend improvements in the design and implementation of internal controls and risk management controls.

As discussed in the previous section on financial information systems design and implementation, when an accountant designs and implements its audit client's internal accounting and risk management control systems, some believe that the accountant will lack objectivity if called upon to audit financial statements that are derived, at least in part, from data from those systems or to report on those controls or on management's assessment of those controls. As such, we believe that designing and implementing internal accounting and risk management controls is fundamentally different from obtaining an understanding of the controls and testing the operation of the controls which is an integral part of any audit of the financial statements of a company. Likewise, design and implementation of these controls involves decision-making and, therefore, is different from recommending improvements in the internal accounting and risk management controls of an audit client (which is permissible, if pre-approved by the audit committee).

For example, management could engage a third-party service provider to design and implement an inventory control system. In the course of that engagement, the third-party service provider might ask the accountant to make recommendations on internal control and accounting system components that have been included in the system being designed. Providing such recommendations to the third-party service provider would not place the independent accountant in the role of management.

Because of this fundamental difference, we believe that designing and implementing internal accounting and risk management controls impairs the accountant's independence because it places the accountant in the role of management. Conversely, obtaining an understanding of, assessing effectiveness of, and recommending improvements to the internal accounting and risk management controls is fundamental to the audit process and does not impair the accountant's independence. Furthermore, the accountant may be engaged by the company, subject to the audit committee pre-approval requirements, to conduct an agreed-upon procedures engagement related to the company's internal

controls or to provide attest services related to the company's internal controls without impairing his or her independence.”

Should you wish to discuss this response to your request for comments please contact Brian J. Reinke FCA at 416-601-5757?

Yours truly,

“Deloitte & Touche LLP”

Chartered Accountants

Licensed Public Accountants