

June 18, 2008

RECEIVED

JUN 20 2008

**Ontario Securities Commission
SECRETARY'S OFFICE**

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés 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 the Northwest Territories
Registrar of Securities, Legal Registries Division, Department of Justice, Government of Nunavut

Ontario Securities Commission (OSC)
20 Queen Street West
Suite 1900, Box 55
Toronto, Ontario M5H 3S8
Attention: John Stevenson, Secretary

Autorité des marchés financiers
Tour de la Bourse
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal, Québec H4Z 1G3
Attention : Anne-Marie Beaudoin, Corporate Secretary

Dear Ladies and Gentlemen,

Please accept this letter as Parkland Income Fund's response to the proposed repeal and replacement of Multilateral Instrument 52-109 "Certification of Disclosure in Issuers' Annual and Interim Filings", National Instrument 52-109 "Certification of Disclosure in Issuers' Annual and Interim Filings" (the "Proposed Instrument" of "Instrument") and Companion Policy 52-109CP to National Instrument 52-109 "Certification of Disclosure in Issuers' Annual and Interim Filings (the "Proposed Policy" or "Policy").

About Parkland Income Fund

Parkland Income Fund is listed on the Toronto Stock Exchange (TSX symbol PKI.UN). Parkland is a marketer of transportation fuels and related products, primarily in western Canada. Parkland's market capitalization is approximately \$500 million.

1) Parkland is generally supportive of the changes reflected in the Proposed Instrument and Proposed Policy

Parkland recognizes the CSA's ongoing efforts to develop an appropriate set of regulations that reflect the needs of the Canadian marketplace. Parkland supports most of the changes reflected in the Proposed Instrument and Proposed Policy. We believe these changes will improve the efficiency of our compliance program, and focus our efforts on matters that are material to our ICFR and that are of importance to Parkland's unitholders.

2) Parkland objects to the proposed effective date of the Instrument

Parkland is concerned the CSA has proposed an effective date of December 15, 2008. The CSA's proposed timetable does not reflect an understanding of the various challenges corporate management faces in the present business environment.

Compliance with National Instrument 52-109 is an extensive ongoing effort that involves the commitment of significant time, personnel and financial resources at Parkland. The CSA's timetable for the Proposed Instrument has denied Parkland and all other companies the opportunity to properly plan, resource and execute an efficient and cost-effective compliance program for fiscal 2008.

We have completed several acquisitions in the past two years and set out, in 2008, to do a major upgrade in our business processes. We believed we would have the year of 2008 to install new systems across our new network of operations in preparation for testing and certification in 2009.

We will not be in a position to rely on the one-year exemption for take-overs. Instead we will be forced to re-deploy scarce resources to bring short-lived systems into compliance by year end 2008.

Second, in addition to the National Instrument 52-109 requirements, Parkland and all other Canadian public companies are undertaking significant projects in respect to the transition to International Financial Reporting Standards ("IFRS"). The CSA does not appear to have considered that many companies are stretched for human capital with the requisite skill-sets to execute both projects concurrently. The effective date for IFRS in Canada cannot and will not be changed by the Canadian Institute of Chartered Accountants ("CICA"). The CSA does have the option to provide management some relief – the CSA does have the ability to push back the effective date of National Instrument 52-109 to fiscal 2009.

We strongly recommend the CSA change the proposed effective date of the Proposed Instrument. We believe the Proposed Instrument should be effective for fiscal 2009 reporting. This will allow all issuers an opportunity to allocate sufficient resources in a thoughtful, productive and efficient manner. It is not in the best interests of any company's shareholders for an issuer to be forced to be inefficient, to incur unnecessary expenses, to fall behind milestones in other critical projects or to be placed under undue pressure to meet this newest deadline.

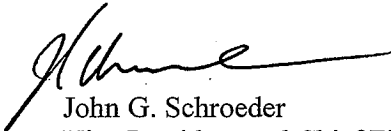
Final Comments

Parkland and our unitholders have watched and waited for more than four years as the CSA diligently worked through Multilateral Instrument 52-109 and we have taken the initial steps toward compliance. In thoughtful consideration of what best serves all stakeholders involved, we believe it would be best if the effective date be deferred by the CSA one final time, to fiscal 2009.

We would ask the CSA to consider our comments before finalizing the Proposed Instrument and Proposed Policy, and to communicate this critical decision to issuers as quickly as possible.

We thank you for the opportunity to provide our comments. Please contact us to discuss any questions arising from the content of this communication or to further discuss the basis for our opinions.

Yours very truly,



John G. Schroeder
Vice President and Chief Financial Officer