



Paul Beauregard
Vice-President, General Counsel & Corporate Secretary
Manitoba Telecom Services Inc.
MTS Allstream Inc.

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British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission – Securities Division
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Registrar of Securities, Prince Edward Island
Nova Scotia Securities Commission
Newfoundland and Labrador, Department of Governmental Services,
Consumer & Commercial Affairs Branch
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Yukon Territories
Superintendent of Securities, Nunavut

C/O:

John Stevenson, Secretary
Ontario Securities Commission
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Dear Mr. Stevenson & Ms Beaudoin:

Re: Proposed Amendments to:

- National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) and Companion Policy 54-101CP *Communication with Beneficial Owners of Securities of a Reporting Issuer*;
- National Instrument 51-102 *Continuous Disclosure Obligations* and Companion Policy 51-102CP *Continuous Disclosure Obligations* (“CP 51-102”); and
- National Policy 11-201 *Delivery of Documents by Electronic Means* (collectively, the “Proposed Amendments”)

Introduction

Manitoba Telecom Services Inc. (“MTS Allstream”) welcomes the opportunity to comment on the Proposed Amendments which are intended to establish a “Notice-and-Access” model for shareholder communications. This letter will provide MTS Allstream’s answers to some of the questions that were asked by the Canadian Securities Administrators (the “CSA”) in the notice and request for comments that was published on April 9, 2010.

Notice-and-Access Should be Expanded to Include Special Meetings

The Proposed Amendments limit the availability of Notice-and-Access to meetings that are not special meetings, which is defined in NI 54-101 to be meetings where fundamental changes are being voted on. We do not support this distinction. Making the Notice-and-Access model unavailable for special meetings suggests that the model is inherently less effective than other means of communication, or that annual meetings are not important in and of themselves (positions with which we disagree). If the Notice-and-Access model is well designed and its implementation is well executed, it ought to be at least equally effective as other means of communicating with shareholders. We therefore suggest that Notice-and-Access be available for all shareholder communications, including ones that relate to special meetings but would further expand the availability for things such as financial disclosure.

Notice-and-Access Will Result in Cost Savings and Make Proxy Voting More Efficient

MTS Allstream expects that Notice-and-Access will result in cost savings, particularly if and when it is expanded to include all forms of shareholder communications such as financial disclosure and special meetings. Ultimately, it is the shareholders who will benefit from this cost saving. We expect to divert substantial amounts of paper from the recycling box or landfill if the Proposed Amendments are adopted.

A Prescribed Form of Notice is Not Required

The Proposed Amendments provide a list of items that must be included in the notice that is sent to beneficial shareholders. MTS Allstream thinks that this list of information is sufficient and that a prescribed form is not required.

Issuers Should be Free to Include Further Information in the Notice

The CSA asks if it is appropriate for reporting issuers to include materials that address the substance of the matters to be voted on in the meeting along with the notice that is sent to beneficial shareholders. Issuers should be free to include further information that will improve the effectiveness of shareholder communications. Through the use of plain language drafting the notice could include short summaries that provide an overview of, and context for, the matters that are to be voted on at the meeting. This more succinct content would not be a substitute for the longer, more detailed information that would be provided in the information circular and annual report. MTS Allstream expects that any content it provides in the notice will be in accordance with the plain language principles that are described CP 51-102.

Notice-and-Access Should be Extended

MTS Allstream welcomes the Notice-and-Access model as set out in the Proposed Amendments and suggests that its availability ought to be extended further. Notice-and-Access ought to be available for communications with registered shareholders, and, to the extent permitted by corporate law, all communications with shareholders, both registered and beneficial.

Conclusion

MTS Allstream thanks the CSA for providing the opportunity to comment on the Proposed Amendments and looks forward to implementing Notice-and-Access.

Yours truly,

“Paul Beauregard”

Paul A. Beauregard
Vice-President, General Counsel & Corporate Secretary