



August 26, 2010

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
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Yukon Territory
Superintendent of Securities, Nunavut

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c/o Anne-Marie Beaudoin, Directrice du secrétariat
Autorité des marchés financiers
via e-mail to: consultation-en-cours@lautorite.qc.ca

c/o John Stevenson, Secretary
Ontario Securities Commission
Via e-mail to: jstevenson@osc.gov.on.ca

Re: Proposed Amendments to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and the related forms, Companion Policy 54-101CP *Communication with Beneficial Owners of Securities of a Reporting Issuer*, National Instrument 51-102 *Continuous Disclosure Obligations*, Form 51-102F5 *Information Circular*, Companion Policy 51-102 *Continuous Disclosure Obligations*, and National Policy 11-201 *Delivery of Documents by Electronic Means*

Dear Sirs and Mesdames:

In response to the Notice and Request for Comments dated April 9, 2010 of the Canadian Securities Administrators (the “CSA”) and relating to the proposed amendments to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and the related forms, Companion Policy 54-101CP *Communication with Beneficial Owners of Securities of a Reporting Issuer*, National Instrument 51-102 *Continuous Disclosure Obligations*, Form 51-102F5 *Information Circular*, Companion Policy 51-102 *Continuous Disclosure Obligations*, and National Policy 11-201 *Delivery of Documents by Electronic Means* (collectively, the “**Proposed Rules**”), we are pleased to provide the following comments.

We are generally in favour of the Proposed Rules and reserve our comments on the specific request for comments in regard to the proposed amendments. We wish to comment in respect of possible inconsistencies between the Proposed Rules and the *Canada Business Corporations Act* (the “CBCA”) and other relevant legislation in Canada regarding beneficial owners and proxies.

According to the above referenced Notice and Request for Comments, a proposed amendment to section 1.1 of National Instrument 54-101 is the repeal of the definition of “send”. Further, we understand the proposed notice-and-access-proxy solicitation model would allow a corporation to post its information circular on a website, and send a notification by mail to beneficial owners informing them where and how to access the information. We note that section 2(1) of the CBCA, states that “send” includes deliver. We also note that section 150 of the CBCA prescribes that proxy solicitation by or on behalf of management shall not occur unless a management proxy circular is sent to each shareholder whose proxy is solicited, either as an appendix or as a separate document accompanying the notice of meeting. In addition, section 153 of the CBCA places duties upon intermediaries to forward information circulars to beneficial shareholders. The proxy solicitation requirements pursuant to the *Business Corporations Act* (Alberta) and the *Business Corporations Act* (Ontario) are consistent with the CBCA in regard to the delivery of proxy solicitation.

In summary, we support the Proposed Rules. However, we would favour amendments to the Proposed Rules which would not raise inconsistencies with the provisions of the CBCA or other legislation pursuant to which corporations in Canada are incorporated, including the provisions respecting beneficial owners and proxies. This will assist corporations that are eligible to utilize the benefits offered under the Proposed Rules by permitting them to take advantage of such initiatives while ensuring compliance with the legislative requirements of the law under which they were incorporated.

We hope you will find the above comments helpful and look forward to your response. If you have any questions or concerns, please contact the undersigned at (403) 920-7685.

In particular, we are concerned with the legislative requirements relating to the delivery of proxy solicitation, and consistency between the Proposed Rules and the incorporating legislation of corporations in Canada.

Regards,

(signed) “*Donald J. DeGrandis*”

Donald J. DeGrandis, Corporate Secretary