

August 31, 2010

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Securities Commission  
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

c/o John Stevenson  
Secretary  
Ontario Securities Commission  
20 Queen Street East, Box 55  
Toronto, Ontario M5H 3S8

and

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

Dear Sirs,

**Proposed Amendments to National Instrument 54-101  
Communications with Beneficial Owners of Securities of a Reporting Issuer**

The Laurel Hill Advisory Group is one of the leading providers of corporate governance advisory and proxy solicitation services in North America. We are pleased to provide our comments regarding the proposed amendments to NI 54-101.

**1) Notice and Access:**

We recommend that notice and access be expanded to include special meetings. Restricting the ability to use Notice and Access to annual meetings only will greatly reduce the number of issuers able to avail themselves of notice and access mailing option. For cost feasibility reasons a number of issuers will need to rely on service providers to offer notice and access to their shareholders. Restricting notice and access to annual meetings only may limit the amount of investment and resources that service providers are able to commit to N&A because the potential pool of issuers is not sufficient to warrant the expenditure.

Allowing issuers maximum flexibility in determining the most effective method for utilizing notice and access will ensure a greater use of the N&A method of delivery. Giving issuers the option to customize N&A by allowing them to mail to some but not all beneficial owners; include additional material with the mailing and flexibility in the form of content will allow them to maximize cost savings while communicating effectively with their particular shareholder base. Greater use of N&A by issuers will lead to more resources being developed to enhance N&A delivery process.

**2) Elimination of Legal Proxies.**

We have encountered shareholder meetings where the scope of the appointment authority has been brought into question versus the legal proxy. We acknowledge that there has been confusion with the legal proxy and there are valid reasons for the elimination of the legal proxy. However, we recommend that a proxy appointment using a form of proxy or intermediary voting instruction form (“VIF”) providing the appointee with power of attorney to act as principal with the authority to vote on all matters brought before the meeting be available upon request. We further recommend that issuers are required to clearly outline in the proxy information circular and on the form of proxy /VIF that the appointee will have POA authority to present matters to the meeting and to vote on all matters brought before the meeting.

**3) Request for NOBO list.**

We would like to have included in the list of available information on the NOBO list the intermediary identifying FINS number. We acknowledge that there has been concern expressed in the past that this information may be used for purposes other than the intended shareholder communication. However, the stricter rules on use by a third parties of NOBO information will protect against the misuse of the FINS number as it does for all other NOBO information provided. The shareholder has consented to have other pertinent personal information released to allow for ease of communication directly with the beneficial shareholder and we see no difference between disclosing this information vs. the FINS number. Including the FINS number with the NOBO list would allow for enhanced tracking of votes, clearing over voting and other discrepancies as well as improving communication with NOBO holders.

Laurel Hill would be happy to take part in any consultations and discussions regarding the proposed changes to NI 54 101 at your convenience.

Yours Truly,

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