

September 30, 2013

VIA EMAIL

Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto, ON M5H 3S8

Attention: The Secretary

Dear Secretary:

**Re: OSC Staff Consultation Paper 58-401
Disclosure Requirements Regarding Women on Boards and in Senior Management**

On behalf of our client the ATCO Group, which includes ATCO Ltd. ("**ATCO**") and Canadian Utilities Limited ("**CU**"), we wish to provide comments on OSC Staff Consultation Paper 58-401 "Disclosure Requirements Regarding Women on Boards and in Senior Management" (the "**Consultation Paper**"). ATCO and CU welcome the opportunity to make this submission.

The ATCO Group

The ATCO Group is a diversified, Canadian-based international group of companies focused on sustainable growth and achievement with approximately \$15 billion in assets and more than 9,400 employees actively engaged in structures & logistics (manufacturing, logistics and noise abatement), utilities (pipelines, natural gas and electricity transmission and distribution), energy (power generation, natural gas gathering, processing, storage and liquids extraction) and technologies (business systems solutions). ATCO and CU are both Canadian reporting issuers with securities listed on the Toronto Stock Exchange.

General

ATCO and CU view effective corporate governance as an essential element for the ongoing well-being of the companies and their shareholders. They strive to ensure that their corporate governance practices provide for effective stewardship of their businesses, and they evaluate their practices on an ongoing basis and make changes as needed. ATCO and CU also strongly believe that corporate governance and disclosure rules should provide issuers with the flexibility to adopt corporate governance, disclosure and board and management recruitment policies and practices that comply with applicable legal requirements and suit their particular needs and circumstances.

Mandatory Disclosure Regarding Women on Boards and in Senior Management

The Consultation Paper contemplates a "comply or explain" disclosure regime that would require non-venture issuers to develop and disclose gender diversity policies and practices as part of their annual corporate governance disclosure, or else explain why they have not implemented such policies and practices. The presumed rationale behind such a regime is that requiring disclosure will lead to more women on the boards and in senior management of non-venture issuers.

In 2012, approximately 32% of the ATCO Group's workforce and 19% of its senior management, as well as 20% of ATCO's board of directors and 30% of CU's board of directors, was female. This information is publicly disclosed in the ATCO Group's 2012 Sustainability Report, which is available to the public on ATCO's website, www.atco.com.

In considering individuals as potential directors or members of senior management (or for any other role whatsoever with the organization) ATCO and CU at all times seek the most qualified person, regardless of gender. Our client is of the view that this approach enables ATCO and CU to make decisions regarding the composition of its boards and senior management team based on what is in the best interests of the companies and their shareholders. This approach has worked well for ATCO and CU for many years, and both companies have been fortunate to have consistently high-performing boards and senior management teams delivering top quartile results for their respective shareholders.

ATCO and CU believe that it would be inappropriate for securities regulators to adopt disclosure requirements along the lines contemplated in the Consultation Paper. Our client believes that such requirements would be overly prescriptive, and could potentially limit an issuer's ability to act in its best interests and those of its shareholders by pressuring an issuer to potentially identify director and senior management candidates based on factors other than their own qualifications and suitability for a particular position. This could ultimately lead to individuals being elected to boards or appointed to senior management positions when they may not be the most qualified, and could potentially have an adverse impact on an issuer's boardroom and senior management dynamics. In addition, while the ATCO Group makes public disclosure of information relating to gender diversity within the organization through its Sustainability Report, it is of the view that it should have the ability to choose whether or not to do so, without regulatory interference.

ATCO Group representatives would be pleased to discuss the foregoing with you if it would be of assistance.

Yours truly,

BENNETT JONES LLP

"Bennett Jones LLP"