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Subject: Comment on Certification of Annual / Interim Filings (Forms 52-109F1 and 52-109F2)

Denise,

My comment has to do with the inconsistency between paragraphs (representations) 3 and 4(b). In paragraph 3, there is no reference to GAAP (i.e., "...the annual financial statements together with the other financial information...fairly present in all material respects the financial condition,..."). However, in paragraph 4(b), management is to certify that they have designed internal controls to provide reasonable assurances that the "financial statements are fairly presented in accordance with GAAP".

I agree with the OSC's suggestion to exclude the reference to GAAP in the definition of fair presentation in paragraph 3. However, I think that it confuses the issue when a reference to GAAP is later made in paragraph 4(b) in the certification on internal controls. The Request for Comment document states that the "elements of representation four...establish that the information foundation exists upon which to credibly support representations two and three..." If this is the case, then shouldn't the scope of the internal controls representation (paragraph 4(b)) be the same as that contemplated in paragraph 3 (i.e., the focus should not be limited to GAAP)?

Either way, I think that the scope addressed in the two paragraphs should at least be consistent.

Regards,

Bonita Wong, CIA
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