



2008-0003

September 29, 2008

**Section 629
Special Rules Applicable to Normal Course
Issuer Bids
Non-Independent Trustees**

STAFF NOTICE TO APPLICANTS, LISTED ISSUERS, SECURITIES LAWYERS AND PARTICIPATING ORGANIZATIONS

Toronto Stock Exchange ("TSX") staff is providing guidance on the interpretation and application of Subsection 629(j) of the TSX Company Manual (the "Manual") in respect of non-independent trustees.

Normal Course Issuer Bids

S. 629(j)

Non-Independent Trustees

TSX is reminding issuers that Subsection 629(j) of the Manual provides that a trustee or other purchasing agent ("trustee") for a pension, stock purchase, stock option, dividend reinvestment or other plan in which employees or security holders of a listed issuer may participate (a "plan"), is deemed to be making an offer to acquire securities on behalf of the listed issuer where the trustee is non-independent. Subsection 629(j) further provides that a trustee is deemed to be non-independent where (i) the trustee (or one of the trustees) is an employee, director, associate or affiliate of the listed issuer; or (ii) *the listed issuer has control over the time, price, amount and manner of purchases or the choice of broker through which the purchases are to be made* (emphasis added).

If a trustee is deemed to be non-independent, the trustee will be subject to Subsections 629(k) and (l) of the Manual and to the limits on purchases of the listed issuer's securities prescribed by the definition of "normal course issuer bid". Pursuant to Subsection 629(j), trustees that are non-independent must notify TSX before commencing purchases.

TSX expects listed issuers to consider whether the trustee for their plan is non-independent, to notify TSX before commencing purchases and to in all respects fully comply with Subsection 629(j) on a going forward basis. Subsection 629(j) does not apply to employee purchase plans where the issuer has no control or influence over the timing of secondary market purchases of securities under a plan.

Issuers should remind the buying brokers to mark their trades "NCIB" in the account id field in accordance with the Notice to Participating Organizations #2006-040 dated December 1, 2006.

Issuers should contact their listings manager if they have any questions about this notice or uncertainty with respect to the independence of a trustee.