

September 21, 2006

Ms. Annie Galipeau
Competition Bureau
Place du Portage 1
50 Victoria Street
Gatineau, Quebec
K1A 0C9

Dear Ms. Galipeau,

RE: BULLETIN ON CORPORATE COMPLIANCE PROGRAMS

With regard to the project to update the June 1997 Bulletin on Corporate Compliance Programs, on behalf of The Bank of Nova Scotia, Royal Bank of Canada, Bank of Montreal, Toronto-Dominion Bank and Canadian Imperial Bank of Commerce, we welcome the opportunity to respond to the Competition Bureau's June 30, 2006 request seeking input. In particular, we note that the Bureau is seeking views on:

- The need for corporate compliance training tools;
- The need for templates of corporate compliance programs; and
- The need for the Bureau to monitor and/or approve corporate compliance programs.

Canadian chartered banks are mindful of the governing laws in the jurisdictions in which they operate, as well as the need to promote an ethical corporate culture supported by sound compliance programs. In fact, Canadian chartered banks are already subject to comprehensive compliance regulation, including that promulgated by the Office of the Superintendent of Financial Institutions, which has issued Guideline E-13 on Legislative Compliance Management. This Guideline requires banks to have compliance programs in place to mitigate the risk of non-compliance with all regulations to which banks are subject, including the Competition Act. From the perspective of an already-heavily-regulated industry, we have therefore been pleased that the Competition Bureau's Bulletin on Corporate Compliance Programs has been principles-based and non-prescriptive in its guidance, and we would hope that would remain the Bureau's approach.

We recognize that compliance training tools and templates for corporate compliance programs can be beneficial, particularly for companies that may have insufficient resources to take the comprehensive approach typical of a large bank. However, we would not wish to see tools or templates promoted in a prescriptive or a one-size-fits-all manner, or defined as the best or only acceptable practice. Our current compliance programs are tailored to suit our organization structure, the nature of our businesses, our global scope of operation, and the demands of many regulators.

In terms of monitoring, it is our view that there is no need for the Competition Bureau to monitor or approve corporate compliance programs, as this will inevitably impact organizations' ability to be flexible in design and add to regulatory burden.

We trust that you will find our comments useful in updating the Bureau's Bulletin. If we can provide any further assistance, please feel free to call at (416) 866-7033.

Yours truly,

A handwritten signature in cursive script that reads "L. Louise Cannon". The signature is written in dark ink and is positioned to the left of the typed name.

L. Louise Cannon
Senior Vice President
Group Programs &
Domestic Bank Compliance

Cc: Ms. Carol Ann Bartlett – Royal Bank of Canada
Mr. Michael McGrann – Bank of Montreal
Mr. William Gazzard – Toronto-Dominion Bank
Mr. Tim Moseley – Canadian Imperial Bank of Commerce