



2007 FAS ANNUAL CONFERENCE
FAIRMONT CHATEAU MONTEBELLO
SEPTEMBER 27 – 30, 2007

REPORTS FROM KEY INDUSTRY INSTITUTIONS – COMPUTERSHARE

Robert Mackenzie
Vice President, Computershare

An Industry Update to IDA - FAS

NAME – Bob Mackenzie

DATE – September 2007

Agenda

› **Industry and Regulatory Issues**

- › **Notice and Access Rule**
- › **Rule 452**
- › **NI 54-101**

› **CDS initiatives**

› **Registered Trust Services**

› **Global Transaction Unit**

› **Computershare Communications Services**

› **Questions**

North American Acquisitions

›Recent Canadian acquisitions include:

›TD Trust (Ontario)

›May 2007 acquisition of TD Bank Financial Group's Corporate Trust assets which predominantly include trusteeships on debt and securitization structures as well as escrows of cash, securities and source code

›Datacare Software Group (Ontario)

›July 5, 2007 acquisition of Datacare Software Group; the world's leading supplier of entity management and subsidiary governance solutions

Industry and Regulatory Issues

Notice and Access Rule

- › **January 2007 - the Securities Exchange Commission (SEC) issued the final rule for the optional notice and access model**
- › **The Rule is a number of amendments to the proxy rules under The Securities Exchange Act of 1934**
- › **The rule gives issuers the option to send proxy materials to holders by posting on a website and mailing notice of the availability of the materials – without the holders prior consent to receive the materials electronically**
- › **Shareholders who have already consented to electronic delivery continue to receive materials electronically**
- › **Issuers still retain the option to mail paper copies of materials to some or all holders in addition to posting them to the internet**

Notice and Access Rule – two options

› **Amendments to the release create a model that provides 2 options that companies can use to provide proxy materials**

› **Notice only option**

› **Full set delivery option**

Notice and Access Rule – key elements

- › **The Notice mailing must occur at least 40 days before the meeting and must include certain information**
- › **The Internet website address that contains the proxy materials must be specific - in a format convenient for both printing and viewing online and readily-searchable**
- › **Paper proxy materials must be mailed first-class mail within three business days and can be requested up to one year after the shareholder meeting**
- › **The voting process, whether by paper, Web or phone, will not change**
- › **The optional notice and access rule change is at the federal level and does not override any state rules and cannot be used for business combinations**

Rule 452

› **October 2006 - NYSE moved to eliminate broker discretionary voting on the election of directors by proposing to amend Rule 452**

› **The proposal;**

› Is pending approval by the SEC

› **Calls for the amendment of NYSE Rule 452 to be effective for all shareholder meetings held on or after January 1, 2008**

› Follows recommendations of the Proxy Working Group (PWG) created in April 2005 by the NYSE

› Rule 452 allows brokers to vote on certain “routine” proposals if the beneficial owner of the stock has not provided voting instructions to the broker at least 10 days before a meeting

Rule 452 - Status of the proposal as of August 1, 2007

- › **The NYSE rule filing was submitted to the SEC at the end of May 2007**
- › **The SEC has yet to publish the change for comment**
- › **Once comments are received the SEC will set a date to make the rule effective**

NI 54-101 – an update from the CSCS conference

- › Panel - OSC, Computershare, CIBC Mellon, Broadridge, CGI
- › Focused on what worked - mechanics
- › What doesn't work - pricing scenarios, OBO delivery, lack of flexibility (selective NOBO files)
- › On the OSC priority list for this fiscal year
- › Issues - additional complexity
 - › reduced OBO delivery
 - › multiple VIFs
 - › different treatments for registered and beneficial holders
 - › 21 day mail deadline
- › Issuer views
 - › 54-101 needs to be re-examined and changes made
 - › OSC needs to consult issuers and investors
 - › small issuers seem to be most concerned

CDS initiatives

- ›TA working group
 - › Issuer buy backs
 - › Dematerialization strategy
 - ›Electronic closings

- ›Restricted Securities Group
 - ›Establish database of removal requirements
 - ›Handle restricted securities within an NCI environment

- ›BEO issues
 - ›Handle in DCI/NCI
 - ›How to deal with the thousands of existing issues

- ›NTI securities
 - › the CDS vault clean-up project

- ›LVTS
 - ›A move towards complete LVTS on entitlements and other payments

- ›Other issues
 - ›Alberta Unclaimed Property Act
 - ›End of so-called 10 day rule in Ontario

Registered / Trust Services

- › **Computershare has been in the registered plan trustee business since 1980**
- › **More than \$20 billion of registered plan assets under administration**
- › **One of the largest providers of registered trust services to independent brokerage firms and mutual fund companies**

Registered / Trust Services

› Act as trustee for the following Broker Registered Products:

- › Self-directed Retirement Savings Plans (RRSP)
- › Self-directed Retirement Income Funds (RRIF)
- › Locked-in RRSPs (LIRSP)
- › Locked-in Retirement Accounts (LIRA)
- › Life Income Funds (LIF)
- › Locked-in Retirement Income Funds (LRIF)
- › Prescribed Retirement Income Funds (PRIF)
- › Registered Education Savings Plans (RESP)
- › Group Retirement Savings Plans (Group RSP)

Registered / Trust Services

› Broker Benefits

› Brokers can offer additional products to their clientele

- › Gives them a competitive advantage

› Uninvested cash is held by the trustee

- › Although required by securities policy, brokers benefit from specially negotiated interest returns to their clientele

› Trustee bears ultimate responsibility for registered products

- › Brokers are able to refer to the trustee for administrative and legislative guidance

Global Transaction Unit - statistics

›Canadian Transaction Reporting – Sept 06-Aug 07

›Total transactions 1,776

›Total value \$2,421,137,017

Global Transaction Unit

›Benefits

- ›Timely trade settlement
- ›Electronic processing within CDSX
- ›Improved cash management
- ›Zero wait-time for physical securities
- ›Web-based service available

Global Capital Markets – monthly bulletin

Global Capital Markets Monthly Bulletin

Computershare

September 2007

We want to keep you informed

Each month, Computershare's Canadian Global Transaction Unit will produce a list of issuers who utilize our **Global Register™** Solution. Global Register is an integrated registration service that provides a consistent level of service around the world to issuers and investors.

This list includes securities for which register movement requests can be submitted through **xSettle™**, our web-based service that accelerates the transfer of securities between markets and helps ensure that you meet your settlement deadlines.

As of September 2007, the following issues can be submitted through xSettle:

To the U.K.

- Addax Petroleum Corporation: CA00652U1022
- African Copper PLC ISIN: GB00B03TH577
- Arian Silver Corporation: VGG0472G1063
- Calcitech Ltd: BMG175801049
- Centamin Egypt Limited: AU000000CNT2
- First Calgary Petroleum Ltd: CA3193843016
- Gladstone Pacific Nickel Limited: AU0000X1NACS **NEW**
- Ithaca energy Inc: CA4656761042
- Kalimantan Gold Corporation: CA4834061042
- Mano River Resources: CA5640071026
- March Networks Corporation: CA5662191017
- Oilexco Incorporated: CA6779091033
- Oriel Resources PLC: GB0034246743
- Rambler Resources PLC: GB00B06Y3F14
- Sanatana Diamonds Inc: CA79957P1018
- Turbo Power Systems Inc: CA8999101030
- Uruguay Mineral Exploration Inc: CA9169091043
- Versatile Systems Inc: CA92531V1067
- Western Canadian Coal Corp: CA9578601093

To the Channel Islands/U.K.

- Nautilus Minerals Inc: CA6390971043
- UraMin Inc: VGG9298V1067

To Australia

- Adamus Resources Inc: AU000000ADU5 **NEW**
- Anvil Mining Limited : CA03734N1069
- Argosy Minerals Inc: CA0402341063
- Centamin Egypt Limited: AU000000CNT2
- CGA Mining Ltd.: AU000000CGX8
- Crescent Gold Limited: AU000000CRE5
- Fall River Resources Ltd : CA3063421067
- Golden China Resources Corporation: CA38081U2048
- IAMGOLD Corporation: CA4509131088 (10 CDIs = 1 Share)
(Can also move between CAD and Botswana)
- Moly Mines Limited: AU000000M0L6
- OceanaGold Corporation: CA675221037

Computershare Communication Services



INVESTOR



EMPLOYEE



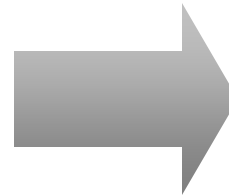
CUSTOMER



MEMBER

Stakeholder Communication Solutions

- Consulting
- Process reengineering
- Document design & architecture
- Print production and distribution
- Electronic presentment and delivery
- Payment management



- ✓ Strengthen Brand
- ✓ More effective communication
- ✓ Reduced Cost
- ✓ Reduced risk

Questions