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July 27, 2009.

John Stevenson
The Secretary of the Commission
Ontario Securities Commission
20 Queen Street West, Suite 1903
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Sent via Fax
Attention: John Stevenson

With \$87.4 billion in net assets at December 31, 2008, the Ontario Teachers' Pension Plan Board ("Ontario Teachers'") is the largest single-profession pension plan in Canada. An independent corporation, it invests the pension fund's assets and administers the pensions of 284,000 active and retired teachers in Ontario.

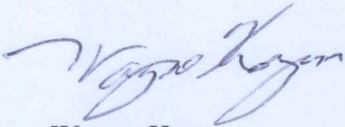
We are writing in connection with the application made by ARC Energy Venture Fund 4 and ARC Energy Fund 5 (together, the "ARC Funds") to the Alberta and Ontario securities commissions (as referred to in a press release by the ARC Funds dated July 21, 2009) seeking an order to address the effects that a private placement by Profound Energy Inc. to Paramount Energy Trust conducted in connection with Paramount's take-over bid for Profound, will have on the voting results in a second stage amalgamation transaction. Ontario Teachers' is an investor in one of the ARC Funds and other affiliated funds.

Ontario Teachers' is concerned about the issuance of shares on a private placement basis in anticipation of a merger transaction, particularly where the votes attached to those shares may alter the balance of voting on a corporate transaction. Ontario Teachers' strongly believes that shareholders' rights in connection with matters of fundamental corporate change must be respected by issuers and acquirers and that securities regulators must act to ensure these rights are preserved.

Permitting the use of structures or tactics by issuers or bidders to circumvent normal voting thresholds would be at odds with the reasonable expectations of shareholders, and would seriously undermine investor confidence in, and the integrity of, the Canadian capital markets. In this regard, we were pleased that the Ontario Securities Commission chose to address the issue of private placements carried out in anticipation of merger transactions in its decision in *In the Matter of Hudbay Minerals Inc.*, and endorse the view expressed by the OSC that shares issued

to an acquirer in such circumstances should not allow the acquirer to significantly influence or affect the outcome of a vote on the merger transaction.

Yours truly,

A handwritten signature in dark ink, appearing to read "Wayne Kozun". The signature is written in a cursive style with a large, sweeping initial "W".

Wayne Kozun,
Senior Vice-President, Public Equities