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From: Hart Schwartz
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Re: **Amendments to the *Freedom of Information and Protection of Privacy Act* to exclude Hydro One from the ambit of its provisions**

Introduction and Overview

You have asked whether the proposed removal of Hydro One from the scope of *FIPPA* raise any constitutional risks?

An amendment to *FIPPA* that would result in that statute no longer being applicable to Hydro One would have a low constitutional risk. A low risk means that while there are credible arguments against constitutionality, the Supreme Court of Canada would very likely dismiss a constitutional challenge

However, this is not the end of the matter. A separate question that should also be addressed is this: Even if *FIPPA* does not apply to Hydro One, could an individual still rely on the *Canadian Charter of Rights and Freedoms* to obtain access to information in the possession of Hydro One?

In our view, there is a moderately high risk that activities of Hydro One would be subject to this type of non-*FIPPA*, *Charter* based, disclosure proceeding (which could be brought as an application in the Superior Court of Justice). This would be with respect to those aspects of its operations that are "governmental in nature" such as its predominant role in the electrical grid of Ontario through a corporate body controlled by the Government of Ontario.. A moderately high risk means that although it is difficult to predict the outcome because there are good arguments on both sides, the Supreme Court of Canada would be more likely to find that these activities of Hydro One are subject to scrutiny under the *Charter*.

Nevertheless, even if Hydro One is subject to the *Charter* in a civil Charter application for access to information, it is our view that in most instances such an application would be unsuccessful (albeit there may be some cases where the likelihood of success would be considerably higher). This is because, in the majority of cases, a claimant would have difficulty satisfying the first branch of the *Charter* test for such access, i.e., establishing that the denial of access effectively precludes meaningful public discussion on matters of public interest. Rather, in our view, there will, in most cases, be numerous alternate sources of information and opportunities to engage in such discussion.

Background

Hydro One Inc. is a corporation incorporated under the *Ontario Business Corporations Act*. It is not a crown agent and the Minister of Energy currently holds all of the shares in the corporation on behalf of Her Majesty the Queen in Right of Ontario. It undertakes transmission and distribution of electricity in the Province.

The Province is considering an initial public offering of 15 percent of its shares in Hydro One, with a view to selling up to 60 percent of its shares in the future. To give effect to the IPO, the government is considering removing all of the current accountability and other measures that currently apply to Hydro One as a "public entity". The intent is to "level the playing field" between Hydro One and other privately held companies. The proposed legislation would remove Hydro One and its subsidiaries from *FIPPA,* effective the date of Royal Assent.

The Bill would also retroactively apply to cease the "continuing access" right in *FIPPA* and require the IPC to deal with all outstanding *FIPPA* appeals within six months. You have indicated that you are particularly interested in whether these features of the proposed legislation would increase the risk from a *Charter* perspective. The answer to this question is "no". If, as we conclude, the constitutional risk to the full removal of Hydro One from the ambit of *FIPPA* is low then so too is the risk to such "grandfathering" provisions. In short, if there is no constitutional right mandating that Hydro One be included in IPPA in the first place, the province is free to remove such access as it sees fit.

Analysis

Two sections of the *Charter* are primarily engaged in this analysis. Section 32(1)(b) provides that the *Charter* applies to the legislature and government of Ontario. If Hydro One does not fall under s. 32 then that is the end of the matter.

No issue would arise as to whether the *Charter* could be used to demand access or disclosure to information in Ontario Hydro's possession.

However, if Hydro One is within the ambit of s. 32 then section 2(b) of the *Charter* would have application. That provision protects the fundamental freedom or expression. In *Ontario (Public Safety and Security) v. Criminal Lawyers' Association,* [2010] 1 SCR 815 at para. 33, the Supreme Court of Canada has held that there is a "derivative right" under s. 2(b) in which a positive obligation could exist on the part of government (or a government entity) to disclose information, albeit in rare cases. Accordingly, the first issue to address is whether s. 32 applies to Hydro One.

Is Hydro One within the scope of section 32 of the *Charter*?

The Supreme Court has set out the current approach to determine whether an entity's conduct falls within the meaning of government action under *Charter* s. 32. In *Greater Vancouver Transportation Authority v Canadian Federation of Students*, 2009 SCC 31 at para. 16 the Court wrote:

> Thus, there are two ways to determine whether the *Charter* applies to an entity's activities: by enquiring into the nature of the entity or by enquiring into the nature of its activities. If the entity is found to be "government", either because of its very nature or because the government exercises substantial control over it, all its activities will be subject to the *Charter*. If an entity is not itself a government entity but nevertheless performs governmental activities, only those activities which can be said to be governmental in nature will be subject to the *Charter*.

With respect to the "substantial control" test, Hydro One would not become a government actor merely because of the ability of the government to appoint members to the Board, or the fact that owning 40% of the shares normally constitutes a "controlling interest" in the corporation. Indeed, the appointment of Board members and even substantial funding, without more, have not been enough in the jurisprudence to date to engage section 32.[1] Rather, the "substantial control" test is more often found to have been triggered where the government can be said to direct almost the day-to-day[2] operations of the entity. We understand this will not be the case here as the corporation will continue to enjoy considerable autonomy.

[1] See, for example, *Stoffman v Vancouver General Hospital*, [1990] 3 SCR 483 at para 42; *Canadian Blood Services v Freeman*, 2010 ONSC 4885 at para. 348 to 353; *McKinney v University of Guelph*, [1990] 3 SCR 229 at paras. 35 to 41.

[2] See: *Stoffman, supra at para. 42; Sagen v Vancouver Organizing Committee for the 2010 Olympic and Paralympic Winter Games*, 2009 BCCA 522 at para. * [*Sagen*]; *Taypotat v Kahkewistahaw First Nation*, 2013 FCA 192 at para. [*Taypotat*].

In the private employment context, such as hiring or firing, the *Charter* has been held to not apply to a number of different corporations that are, in the main, owned or controlled by the Government.[3] In an early private employment case, *Weber v. Ontario Hydro* (1992), 11 O.R. (3d) 609 (C.A.), the Court of Appeal left open the question of whether Ontario Hydro was a government actor within the meaning of s. 32 of the *Charter.* It would have left this question to be decided by the Court in the lawsuit that Mr. Weber had brought against Ontario Hydro for hiring a private detective that came into his home through subterfuge in order to investigate his disability claim. The Supreme Court of Canada held that the *Charter* claim could only be considered by the labour arbitrator, not by the Court. It is arguably implicit that the Supreme Court accepted that Ontario Hydro's conduct was subject to *Charter* review (albeit by the labour arbitrator). However, the case can also be viewed as the Supreme Court leaving open even the question of the *Charter*'s application to Ontario Hydro as an issue to be decided by the labour arbitrator, without itself directly deciding that issue: *Weber v. Ontario Hydro*, [1995] 2 S.C.R. 929.

The second, or "governmental in nature", branch of the test is the more likely basis upon which Hydro One may be found to be subject to the *Charter*. This branch was first considered by the Supreme Court in *Eldridge,* in which the Court unanimously held that the *Charter* applied to a hospital's provision of sign-language interpretion services. As noted in the following passage from *Eldridge*, the analysis here focuses on the activity, rather than the entity, in question:

> It seems clear, then, that a private entity may be subject to the *Charter* in respect of certain inherently governmental actions. The factors that might serve to ground a finding that an activity engaged in by a private entity is "governmental" in nature do not readily admit of any a priori elucidation. *McKinney* makes it clear, however, that the *Charter* applies to private entities in so far as they act in furtherance of a specific governmental program or policy. In these circumstances, while it is a private actor that actually implements the program, it is government that retains responsibility for it.[4] […]

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[3] *Canadian Union of Postal Workers v. Canada Post Corp.* (1987), 40 D.L.R. (4th) 67 (Q.B.); *Bartello v. Canada Post Corp.* (19870, 46 D.L.R. (4th) 129 (Ont. H.C.J.); *Canada Post Corp. v. C.U.P.W.* (1991) 84 D.L.R. (4th) 150 (Ont. Ct. (Gen. Div.); *National Party of Canada v. Canadian Broadcasting Corporation* (1993), 106 D.L.R. (4th) 568 (Alta. C.A., leave to appeal denied); *Adbusters Media Foundation v. C.B.C.* (1996) 13 B.C.L.R. (3d) 265 (S.C.), appeal dismissed as moot 154 D.L.R. (4th) 404 (C.A.). On the other hand, in *Byers (Guardian ad Litem) v. Clancy* (1992), 25 B.C.L.R. (2d) 334 (S.C.), the Insurance Corporation of British Columbia was held to be an agency of government within the ambit of the *Charter* because the government appointed its directors, was responsible for the entirety of its financing, controlled its operations and had created a monopoly for car insurance wherein the Corporation was the sole insurer which added a coercive element of government control

[4] *Eldridge v British Columbia (Attorney General)*, [1997] 3 SCR at para 42.

All electricity distributors in Ontario, including Hydro One, are highly regulated both by the *Ontario Energy Board Act, 1998*[5] and the Ontario Energy Board (OEB), established by that *Act.* While ordinary day-to-day hiring and firing decisions are not governmental in nature, major policy decisions (and perhaps major operational decisions), such as the setting of rates, the planning and operation of the transmission system, or the allocation of Hydro One's resources may well be found by a Court to reflect government policy. Healthcare (*Eldridge*, *supra*), car insurance (*Byers, supra*), are two examples of fields in which the entities in question were carrying out activities that were of vital importance to government. In our view a Court may well find that the same is true with respect to the transmission of electricity.

Transmission, and control over the provincial power grid, is an essential and critical part of Ontario's infrastructure. It is critical for economic development and the delivery of necessary services. For example, in *Ontario Hydro v. Ontario (Labour Relations Board)* (1989), 69 O.R. (2d) 268 (Div. Ct.)[6] Steele J., described Ontario Hydro as a "provincial public policy instrument". His Honour stated:

> Hydro is a provincial statutory corporation established to generate, transmit, supply, sell and use electrical power in Ontario. It is not a Crown agency: see Crown Agency Act, R.S.O. 1980, c. 106. It has 81 electrical generating stations, of which five are nuclear. These nuclear stations provide 48% of its total electrical energy production. Regardless of whether electrical power is generated from a nuclear, thermal or hydraulic station, or is purchased from other utilities, it is distributed on a common grid throughout Ontario. . . . The undertaking is clearly a provincial one to generate and distribute electrical energy throughout Ontario.

This description of the importance of the power grid to the province, in our view, bears on the application of the "governmental nature" test under s. 32 of the *Charter*.

It is correct that in 1989 Ontario Hydro was subject to much greater control by the province. Justice Steele noted, for example:

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[5] *Ontario Energy Board Act,* S.O. 1998, c 15, Sched B.

[6] Overturned on other grounds: (1991), 1 O.R. (3d) 737 (C.A.). Court of Appeal decision affirmed [1993] 3 S.C.R. 327. The majority of the Supreme Court did not directly disagree with the description of Ontario Hydro as a provincial public policy instrument but found that, even if it was, the labour relations component of those workers involved in generating nuclear energy was a vital or integral aspect of federal jurisdiction over atomic power and the management of nuclear facilities.

> Hydro is established by provincial statute, its directors' appointments and remuneration are dealt with by Cabinet. All major decisions, including those relating to nuclear works, must be approved by Cabinet. While Hydro is expressly stated not to be a Crown agency, in all aspects it acts and is controlled as if it were. The undertaking is clearly a provincial one to generate and distribute electrical energy throughout Ontario.

However, in our view the fact that Hydro One is, at least partially, privatized, has not in itself been a sufficient basis to fall outside the scope of the *Charter*'s application under this branch. As the Supreme Court noted in *Greater Vancouver Transportation Authority* at para. 22 (in finding that the Authority was subject to s. 32):

> [T]he principle enunciated by La Forest J. in *Eldridge* (at para. 42) and *Godbout* (at para. 48) that a government should not be able to shirk its *Charter* obligations by simply conferring its powers on another entity. The creation of TransLink by statute in 1998 and the partial vesting by the province of control over the region's public transit system in the GVRD was not a move towards the privatization of transit services, but an administrative restructuring designed to place more power in the hands of local governments (B.C.C.A. reasons, at paras. 75-79). The devolution of provincial responsibilities for public transit to the GVRD cannot therefore be viewed as having created a "*Charter*-free" zone for the public transit system in Greater Vancouver.

The "governmental nature" test involves a balancing of factors, such as the extent to which Hydro One is performing a function previously performed directly by Government, the degree of government control, and the scope of Hydro One's critical role in the functioning and operation of the power grid and transmission activities. In the final analysis, however, because transmission of electricity is fundamentally critical to the province's infrastructure and the delivery of necessary services, and given that the Government will retain an controlling interest in the corporation and maintains regulatory control through other instruments, in our view the courts would find that this component of Hydro One's activities is governmental in nature. Accordingly, In our view there is a moderately high risk that the courts would conclude that Hydro One's transmission activities meet the *Charter* s. 32 test and, in that respect, is subject to the *Charter*.

We are also of the view that the OEB would almost certainly be held to be within the scope of section 32 of the *Charter.* Its activities would, in our view, satisfy both the "substantial control" and the "government nature" tests. We note, for example, that the OEB *is* designated a “crown agent”.[7] Further, the Minister has wide-ranging authority to establish regulations pertaining to the OEB’s actual workings and day-to-day operations, procedures and functions. In addition, the Lieutenant Governor in Council enjoys a broad discretionary power to appoint the OEB’s Board members. Finally, it is clearly engaged in carrying out significant government policy and performs a task that is governmental in nature or in the public (rather than a private) interest.

If Hydro One is Subject to the *Charter*, Does the *Charter* require that the *FIPPA* regime be applicable to its activities?

Even assuming that s. 32 of the *Charter* covers Hydro One's activities of a governmental nature, we conclude that there is only a low risk that a Court would find that Hydro One must be subject to *FIPPA*.

At the outset, it is our view that under the current law the *Charter* does not require the Legislature to enact positive legislation subjecting itself, or any government entity, *ab initio*, to a *FIPPA* regime. As there is no obligation to create a *FIPPA* regime in the first place, the entire repeal of *FIPPA*, or even of its application to one entity, should also be open to the government. For example, in *Ferrel et al. v. Attorney General of Ontario* (1998), 42 O.R. (3d) 97 (C.A.) Ontario had repealed the *Employment Equity Act 1993* and it was argued that the repeal was discriminatory. The Court of rejected this view stating:

> If there is no obligation to enact the 1993 Act in the first place I think that it is implicit, as far as the requirements of the constitution are concerned, that the legislature is free to return the state of the statute book to what it was before the 1993 Act, without being obligated to justify the repealing statute under s. 1.

In *Baier v. Alberta*, [2007] 2 S.C.R. 673 provincial legislation was amended to take away the ability of school board employees to run for a seat on local school boards, a statutory right that they had long enjoyed. The Supreme Court of Canada indicated that a "positive rights" claim might be derived from the Charter protection for freedom of expression if three factors were met (referred to as the *Dunmore* factors based on an earlier case involving freedom of association). The first of those factors was that claim needed to be grounded in a fundamental freedom of expression rather than in access to a particular statutory regime. In *Baier* this first step was not satisfied. Specifically, the Court held that the school board employees were primarily seeking access to a particular statutory regime, i.e., the school board election legislation since they remained free to criticise or comment on school board policies and decisions as they wished, just not through the platform of being an elected representative.

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[7] *Ontario Energy Board Act,* s. 4(4).

Similarly, here, the claim would be primarily grounded in access to a particular statutory regime, i.e., *FIPPA*, since the claimants would remain free to criticise Hydro One's policies and activities.

The argument to the contrary is that the *Freedom of Information and Protection of Privacy Act* is not like an ordinary statute. It is, itself, an expression of the importance of the fundamental freedom of expression guaranteed by the *Charter*. While the Supreme Court of Canada has stated that the privacy protection component of the legislation is quasi-constitutional in nature[8], it has not directly held that the access to information component enjoys a comparable status.[9]

However, it should also be noted that the dichotomy between a positive rights claim and an ordinary claim relied upon in *Baier* has not been followed consistently in subsequent cases in the Supreme Court of Canada. It is possible that the freedom of expression case law may be developed to re-frame and further enhance the positive right of access to government information as a primary right under s. 2(b) of the *Charter*.[10]

Nevertheless, we find support for our low risk assessment in the Court's decision in *Ontario (Public Safety and Security) v. Criminal Lawyers' Association,* [2010] 1 SCR 815. In our view this is still the leading case on the particular issue of whether there the *Charter* guarantee of freedom of expression creates a right of access to government information.

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[8] See: *H.J. Heinz Co. of Canada Ltd. v. Canada (Attorney General),* [2006] 1 S.C.R. 441 at para. 28; *Lavigne v. Canada (Office of the Commissioner of Official Languages)*, [2002] 2 S.C.R. 773 at para. 24; *Dagg v. Canada (Minister of Finance)*, [1997] 2 S.C.R. 403 at paras. 65-66.

[9] Academic commentary, and some lower court decisions, on the other hand, have contended that both the privacy component *and* the access to government information component, are quasi-constitutional. See: *Canada (Attorney General) v. Canada (Information Commissioner),* [2004] F.C.J. No. 524 at para. 20 (F.C.); *Canada (Information Commissioner) v. Canada (Minister of National Defence)*, [2008] F.C.J. No. 939 at para. 45 (F.C.) at para. 45 (F.C.); Ryder L. Gilliland, "Supreme Court Recognizes a (Derivative) Right to Information" (2010) 51 S.C.L.R. (2d) 233 at para. 25.

[10] For example, the *Baier* approach was not followed in the *Greater Vancouver Transportation Authority (GVTAA)* case. There, the Court held at para. 35 that *Baier* dealt with direct denial of access to a platform to engage in expressive activity (i.e., a seat on the school board). In contrast, in *GVTA* the *Charter* claimants were not denied access to transit advertising (they could rent advertising space) but were, instead, prohibited from including political messages. It was not access to a platform that was denied them but rather a content based prohibition on particular type of expression. Similarly, the *Baier* approach was not directly adopted by the Supreme Court of Canada in the leading case on access to information, *Ontario (Public Safety and Security) v. Criminal Lawyers' Association,* [2010] 1 SCR 815 at para. 31 (although elements of the *Baier* test, such as whether there is a meaningful opportunity to criticize government action, is reflected in the approach adopted in *Criminal Lawyers' Association.*)

In *Criminal Lawyer's* the court was asked whether section 23 of *FIPPA*, that permitted the Information and Privacy Commissioner to override an exemption claimed by the government where it is in the public interest to do so, should be expanded to cover exemptions based on solicitor-client privilege and law enforcement. Section 23 did not, on its face, permit an override for exemptions claimed under those headings. In short, the Court was asked to determine whether such an override (providing access to government information) was constitutionally required and, if so, to effectively read in that power so that the Information and Privacy Commission could order disclosure where she concluded to do so was in the public interest. This is similar to the question raised here as to whether access to *FIPPA* is constitutionally required.

At paragraph 33 the Court held that there might be a positive obligation on the part of a government entity (i.e., an entity subject to the Charter under s. 32) to make access to information available where two conditions are satisfied:

> First, a claimant must establish that the denial of access effectively precludes meaningful public discussion on matters of public interest.
>
> Second, the claimant must go on to show that there are no countervailing considerations inconsistent with production, such as a claim for privilege or that disclosure is incompatible with the proper functioning of affected institutions.

In that case the claim of the Criminal Lawyers' Association failed on both conditions.[11] First, it failed the test of "necessity". It was not able to demonstrate that it needed access to information through the FIPPA process to be able to meaningfully criticize government conduct (at para. 59). Second, the Court found that the Association had not discharged its onus of establishing that access to the information would not impair the proper functioning of relevant government institutions (at para. 60).[12]

In our view, the same outcome would result were a claimant to argue that Hydro One must remain in FIPPA. Inclusion of Hydro One in a statutory access to information regime is not required for meaningful public discussion of Hydro One's activities, particularly vis a vis transmission issues. It would be, in our

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[11] The Court also stated at para. 35 of *Ontario (Public Safety and Security) v. Criminal Lawyers' Association,* [2010] 1 SCR 815 that section 2(b) does not create a "general" right of access to information, citing with approval the comments of Adams J. in this regard in *Ontario (Attorney General) v. Fineberg* (1994), 19 O.R. (3d) 197 at 204 (Div. Ct.).

[12] The onus is not on the government to establish that it would impair, but on the *Charter* claimant to establish that it would not. This is, in our view, a particularly high burden.

view, an extremely high hurdle for a challenger to establish that unless there was access *through FIPPA*, such discussion is effectively precluded. Our conclusion is buoyed by the fact, as discussed below, that even if Hydro One is taken out of *FIPPA*, this would not foreclose independent *Charter* applications to the Superior Court of Justice for access to information in the possession of Hydro One. Or, as noted below, much of the information regarding Hydro One’s transmission activities may also be available through requests to entities that *are* subject to FIPPA, such as the Ministry and the OEB.

Accordingly, while the matter is not free of doubt and the law could develop in unexpected ways, in our view a decision to withdraw the application of *FIPPA* to Ontario Hydro would not, in and of itself, constitute a breach of a *Charter* right or result in a Court striking down the amendment excluding Hydro One from *FIPPA*.

If Hydro One is Subject to the Charter Through a Process Outside of FIPPA Would Freedom of Expression Require Disclosure of Information?

The final question is this: even if *FIPPA* is amended so as to no longer apply to Hydro One would a person still have an ability to access or obtain disclosure of information in Hydro One's possession?

The withdrawal of the *FIPPA* regime from a government entity does *not* mean that a person would *never* have a right of access to, or disclosure of, information from that entity. That is because *FIPPA* is not the only means by which a person can gain access to government information. In the absence of any positive legislation the *Charter* itself could provide the basis for asserting a claim for access and disclosure. Such a *Charter* claim, procedurally, could be brought by means of a Notice of Application to the Superior Court of Justice under the *Rules of Civil Procedure* for a remedy under the *Charter*. Such an application would be far more expensive and time consuming than a simply request under *FIPPA*, and this fact would likely deter many individuals from commencing such a complex legal proceeding. Nevertheless, our point is that removing Hydro One from *FIPPA* does not completely remove the ability of a determined individual to pursue, under the rubric of freedom of expression, an access claim.

Under the test in *Criminal Lawyers' Association* it is possible that a particular claimant could claim that their ability to effectively engage in meaningful public discussion on a matter of public interest is precluded by Hydro One's refusal to respond to an independent (i.e., outside of FIPPA) request for access or disclosure.

However, in our view, in most case a Court would likely find that a request for information in the possession of Hydro One would fail this first step. As the Court found in both *Criminal Lawyers Association* and *Baier* it would likely find that the ability to engage in meaningful public discussion about Hydro One's public functions is robust. Indeed, there are a number of instances in which access to information can still be obtained with respect to many areas of public interest, such as rates, infrastructure and energy policy. The Ministry, for example, remains subject to *FIPPA* and individuals can seek access through that statutory mechanism of the Government's dealings with Hydro One or the manner in which it exercises its role as a shareholder on public interest issues.

Perhaps as significantly, as existing IPC decisions indicate, the Ontario Energy Board is also subject to *FIPPA*.[13] These include requests for access to documents filed by a regulated actor in the course of an adjudicative hearing. This means that much of the information that Hydro One submits to the OEB could be subject to a *FIPPA* request (which may or may not be granted). As the OEB's functions and activities also fall within s. 32 of the *Charter* (as set out above) this may provide another means by which an individual can, also through a Court proceeding, seek to gain access to information about Hydro One in the possession of the Board.

More importantly, the OEB itself conducts robust, open, public hearings in which the activities of Hydro One are scrutinized annually and documents in the possession of Hydro One may be the subject of summonses, review, cross-examination and scrutiny. This, too, provides a significant opportunity for individuals to gain access to information concerning Hydro One so as to be able to speak out publicly on its activities.

Were a claimant to pursue a civil application for information in possession of Hydro one, the response can be provided by Hydro One itself. It would be in the best position to argue that it is not a government actor within the meaning of s. 32, or that the particular documents or information sought do not relate to activities of a governmental nature (ex., documents relating to hiring and firing, procurement, commercial dealings as opposed to documents relating to governmental functions, such as planning the transmission system for the province). Hydro One would also be able to argue that the claimant had ample opportunity to criticize or critique Hydro One through other means. Finally, Hydro One would be in the best position to advance arguments, if it were necessary to do so, on the second branch of the *Criminal Lawyers' Association* test, i.e., that there are countervailing government policy reasons against disclosure, such as the revealing of commercial secrets or sensitive information.

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[13] See, for example, *Ontario Energy Board (Re),* 2006 CanLII 50822 (ON IPC) (Appeal PA-050013-1); *Ontario Energy Board (Re),* 2012 CanLII 2813 (ON IPC) (Appeal PA-09562); *Energy Board Ontario (Re),* 2006 CanLII 50875 (ON IPC) (Appeal PA-060066-1).

We hope that this information is of assistance to you. Should you have any further questions, please do not hesitate to contact me at your convenience at 6-4456.