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VIA ELECTRONIC SUBMISSION

October 31, 2011

U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Attention: Elizabeth M. Murphy, Secretary

Re: File Number S7-40-10
Proposed rules for implementing the conflict minerals provision of Section 13(p) of the Securities Exchange Act of 1934

Ladies and Gentlemen:

BCE Inc. ("BCE") appreciates the opportunity to submit comments to the Securities and Exchange Commission (the "SEC") with respect to its proposed conflict minerals rules implementing new Section 13(p) of the Securities Exchange Act of 1934 (the "Exchange Act"), which was added pursuant to Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). BCE generally agrees with the policy objectives of Section 1502 of the Dodd-Frank Act ("Section 1502") and supports the humanitarian efforts to end the armed conflicts in the African Great Lakes region.

BCE is Canada's largest communications company. Its common shares are listed on the Toronto Stock Exchange and New York Stock Exchange. BCE is a foreign private issuer that files its

annual reports with the SEC on Form 40-F as permitted under the multi-jurisdictional disclosure system between Canada and the United States.

Bell Canada is BCE's principal subsidiary. At June 30, 2011, Bell Canada had 11.4 million customers subscribing to its wireline or wireless telephone, Internet or television services. Bell Canada sells or otherwise distributes to such customers a wide range of telecommunications products such as wireline and wireless phones and television set-top boxes. In addition, BCE's subsidiary, The Source (Bell) Electronics Inc., sells to the public, at approximately 700 retail stores in Canada, a multitude of electronic and telecommunications products.

BCE respectfully submits that the disclosure required by Section 1502 was not intended to apply to issuers outside of the manufacturing sector. Section 1502 requires "persons described" in such section to implement an auditable supply chain traceability process to monitor the origin of the minerals contained in or used to manufacture their products and certify whether these products are "DRC conflict free". A person is considered a "person described" for the purposes of Section 1502 if it is required to file reports pursuant to Section 13(p)(1)(A) of the Exchange Act with the SEC and "conflict minerals are necessary to the functionality or production of a product manufactured by that person" (emphasis added). In setting forth the content of the required conflict minerals disclosure, Section 13(p)(1)(A)(ii) requires a description of products "manufactured or contracted to be manufactured" (emphasis added) by such issuers that are not DRC conflict free. This statutory language targets manufacturers, that is, the parties in the supply chain best suited to determine the source of materials used in a given product and best able to identify whether conflict minerals are "necessary" to the functionality or production of such product.

In Release No. 34-63547 (the "Release"), the SEC stated that "the Conflict Minerals Provision was not intended to apply to all issuers, but was intended to apply only to issuers that manufacture products" (emphasis added). However, in going on to reason that "the legislative intent was

for the provision to apply both to issuers that directly manufacture products and to issuers that contract the manufacturing of their products for which conflict minerals are necessary to the functionality or production of those products", the SEC proposed to take the position that the proposed conflict minerals rules should apply far more broadly and, in BCE's view, inappropriately, "to issuers that contract for the manufacturing of products over which they have any influence regarding the manufacturing of those products" (emphasis added) and "to issuers selling generic products under their own brand name or a separate brand name that they have established, regardless of whether those issuers have any influence over the manufacturing specifications of those products, as long as an issuer has contracted with another party to have the product manufactured specifically for that issuer" (emphasis added). Furthermore, during the course of the public roundtable hosted by the SEC held on October 18, 2011 relating to the proposed conflict mineral rules, certain participants recommended that the proposed standard set forth in the Release should be construed broadly to encompass all issuers within the supply chain of products that may contain conflict minerals, including issuers engaged in the retail distribution of manufacturer brand name products. BCE respectfully submits that Section 1502's intended scope is clearly issuers that either directly, or indirectly through contract, manufacture products containing conflict minerals, and that it would be inappropriate, and highly problematic, for the SEC to drastically expand such intended scope from "manufacturers" to "manufacturers and many distributors" through its rulemaking.

BCE is very concerned that, in the absence of a clear and appropriately restrictive definition of the threshold criteria of a product being "contracted to be manufactured"and an issuer having "any influence regarding the manufacturing" of such product, any distributor of electronic or telecommunications products that may contain conflict minerals may be subject to a very substantial and costly compliance burden, even though such persons have no direct involvement with the manufacturing process of such products.

BCE respectfully suggests that the exemption discussed in the Release with respect to "retail issuers that sell only the products of third parties if those retailers have no contract or other involvement regarding the manufacturing of those products, or if those retailers do not sell those products under their brand name or a separate brand they have established and do not have those products manufactured specifically for them" is far too narrow. As part of its day-to-day business operations, BCE distributes a wide range of telecommunications and electronic products supplied by hundreds of Canadian and non-Canadian manufacturers. BCE exerts no substantial control over the design or the technical features of those products or any control, direct or indirect, over the supply chains, which may be quite complex, of such manufacturers. BCE's sole input into the manufacturing process relates to providing brand name manufacturers with certain technical specifications to ensure compliance with applicable Canadian regulatory standards or to requesting special product features, cosmetic in nature, to meet Canadian consumer market demands. Were providing the foregoing types of limited requirements to constitute "contracting the products to be manufactured" or "influence regarding the manufacturing of such products", the proposed rules would subject issuers, that in substance merely distribute retail products and are far down the supply chain, to the full range of conflict minerals disclosure and due diligence requirements.

BCE strongly believes that the broad application of an extraordinarily burdensome reporting scheme on issuers having no direct involvement in the mine-to-smelter chain of custody would be simply impracticable. In the consumer telecommunications and electronics businesses, issuers such as BCE that are involved in the distribution of products are too far down the supply chain to obtain reliable information of an auditable quality of the type contemplated by Section 1502 with respect to the mineral content of the many products that they distribute to consumers. Moreover, companies such as BCE cannot have any meaningful impact on mining and smelting operations. Therefore, the goal of deterring

mining-related human rights violations would not be served by the SEC's adoption of rules that would subject issuers that have no influence on such operations to conflict minerals disclosure requirements. We would therefore respectfully submit that the application of the conflict minerals disclosure and due diligence requirements on such issuers would not help to achieve the policy objectives of Section 1502.

Accordingly, BCE is strongly of the view that the scope of the proposed rules should be expressly limited to target issuers from the manufacturing sector which have direct and substantial control over the sourcing of components or parts that may potentially contain conflict minerals. BCE endorses the recommendation of CTIA – The Wireless Association, submitted as part of this comment process on March 1, 2011, that the SEC consider defining the term "manufacture or contract to manufacture" in the final rules by reference to the classifications of the North American Industry Classification System ("NAICS"), and more specifically to those NAICS classifications relevant to the manufacturing sector (31 - 33 – Manufacturing) in determining the categories of issuers subject to the disclosure rules implementing Section 1502.

Thank you for considering BCE's comments on the proposed rules. Please contact Michel Lalande by telephone at (514) 391-8386 or by e-mail at michel.lalande@bell.ca if additional input from BCE would be helpful to the SEC or its Staff in connection with this matter.

Respectfully submitted,

BCE INC.

(signed) Michel Lalande
Michel Lalande
Senior Vice-President - General Counsel