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September 5, 2002

DELIVERED

Mr. John Stevenson
Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1903, Box 55
Toronto, Ontario
M4H 3S8

Dear Sirs/Mesdames:

**Re: Request for Comments
Proposed Rule 13-502 - Fees**

We are making this submission, on behalf of one of our clients who holds a security issuer registration, in connection with the Notice and Request for Comments in respect of Proposed Rule 13-502, Fees (the "Proposed Rule"), issued on June 28, 2002.

Our client is in agreement with the approach for determining the capital markets participation fee payable by dealers that are not members of the Investment Dealers Association of Canada or the Mutual Fund Dealers Association of Canada, such that the annual fee payable by a dealer registrant in the security issuer category would be based on gross revenues earned from capital markets activities. Consistent with the definition of "Gross Revenue" in Note 1 under "Notes and Instructions - Part III" of Form 13-502F3, we would suggest that clause 3.6(1)(a) of the Proposed Rule be amended to refer to "the gross revenues *earned from capital markets activities* of the registrant firm...". Staff may also wish to conform the terminology used in line 1 of Part III, "Total Revenue", with the definition of "Gross Revenue" in the related instruction.

Thank you in advance for your consideration of this submission. Please contact me at 416-865-8146 if you would like to discuss these comments in further detail.

Yours truly

Glen R. Johnson

GRJ/mf