



June 17, 2008

VIA E-MAIL & DELIVERED

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
New Brunswick Securities Commission
Office of the Attorney General, Prince Edward Island
Securities Commission of Newfoundland and Labrador
Registrar of Securities, Department of Justice,
Government of the Northwest Territories
Registrar of Securities, Government of Yukon
Registrar of Securities, Legal Registries Division,
Department of Justice, Government of Nunavut

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c/o Mr. John Stevenson
Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1900
Toronto, ON M5H 3S8

Me Anne-Marie Beaudoin
Corporate Secretary
Autorité des marchés financiers
800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, PQ H4Z 1G3

Dear Sirs/Mesdames:

Re: Request for Comments - Proposed Repeal and Replacement of MI 52-109 and Companion Policy 52-109CP - *Certification of Disclosure in Issuers' Annual and Interim Filings* (the "Proposed Amendments" or "NI 52-109")

TMX Group Inc. ("TMX Group" or "we") welcomes the opportunity to comment on the Proposed Amendments published by the Canadian Securities Administrators (the "CSA") on April 18, 2008. Unless otherwise indicated, capitalized terms have the meanings as defined in the Proposed Amendments.

We strongly support the CSA's efforts to develop regulatory approaches that take into account the size and unique nature of Canada's capital markets. Canadian issuers, for the most part, tend to access the public market at an earlier stage in company growth than is generally the pattern in the U.S. capital market. In addition, the Canadian capital markets generally cater to small-to-medium size issuers, whereas the U.S. capital market is comparatively a large capitalization market. It is for these reasons that we support the CSA's decision to remove the certification requirements for venture issuers (as such term is defined in the Proposed Amendments) relating to the design and evaluation of disclosure controls and procedures and internal control over financial reporting ("ICFR").

We also support the proposal whereby an issuer does not have to remediate a material weakness in either the design or operation of ICFR. We believe that the disclosure requirements set out in the Proposed Amendments strike the appropriate balance between the costs of compliance associated with the evaluation of the effectiveness of ICFR and the investor protection benefits to be derived from improvements to the quality, reliability and transparency of financial reporting.

We agree with CSA's intention to use the same threshold for reporting a weakness in ICFR, a "material weakness", as the corresponding U.S. definition.

Timing of Implementation

We note the proposed implementation date for the evaluation of ICFR is financial years ending on or after December 15, 2008. We believe the process of evaluating ICFR will be a sizeable project for many Toronto Stock Exchange issuers, especially smaller issuers. As CSA Notice 52-319 – *Status of Proposed Repeal and Replacement of Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings* did not indicate the expected effective date of the Proposed Amendments, we are concerned that issuers will not have enough time to implement the activities required to support the certifications surrounding the evaluation of ICFR in an efficient and cost effective manner. We suggest that you canvass issuers to obtain their feedback on the feasibility of the proposed implementation date. We believe the implementation date for this requirement should be extended to financial years ending on or after June 30, 2009. We think it is important to give issuers sufficient lead-time, given the fact that the Proposed Amendments, unlike the 2007 proposed revisions to NI 52-109, require a non-venture issuer to use a control framework to design the issuer's ICFR.

Absence of a Control Framework for Smaller Issuers

As we have stated in previous submissions, we do not believe the control frameworks and guidance identified in the Proposed Amendments are suitable for smaller Toronto Stock Exchange issuers. We believe the absence of a suitable control framework for such issuers will pose significant challenges for them with respect to complying with the enhanced certification requirements.

We believe the available guidance does not take into account the organizational structure and staff complement that characterizes many smaller issuers. If the goals of NI 52-109 are to be met, then the management of these issuers must have the appropriate tools that will assist them in designing and evaluating ICFR. We respectfully submit that the CSA must create or support a task force to develop a principles-based internal control framework for smaller issuers. We

recognize that striking the right balance between principles-based and prescriptive guidance is a challenging task. Any such framework must be significantly detailed to provide guidance to issuers that do not have extensive internal control/risk management functions, and flexible enough to apply to a variety of economic sectors. In the absence of such guidance, however, smaller issuers may be burdened with significant compliance costs (both internal and advisory), a situation the CSA desired to avoid in moving away from auditor attestation of ICFR.

We would very much welcome the opportunity to discuss any of the foregoing with you in more detail. Please do not hesitate to contact us.

Sincerely,

TMX GROUP INC.

A handwritten signature in black ink, appearing to read "R. Nadeau", with a long horizontal stroke extending to the right.

Richard Nadeau
Senior Vice President, Toronto Stock Exchange