



IGM Financial Inc. One Canada Centre, 11 Portage Ave., Winnipeg, Manitoba R3C 3B6

Charles R. Sims
Co-President and Chief Executive Officer

December 12, 2008

Ontario Securities Commission
20 Queen Street West
Suite 800, Box 55
Toronto, Ontario
M4H 3S8

Attention: John Stevenson, Secretary

Dear Sirs/Mesdames:

Re: Request for Comment
Proposed Revocation and Replacement of OSC Rule 13-502 (Fees)
Proposal to Revise Schedule I (Fees) in the Regulation to the *Securities Act* (Ontario)

This letter is in response to the Ontario Securities Commission's (OSC) request for comments on the proposed revocation and replacement of OSC Rule 13-502 *Fees* issued on October 3, 2008.

IGM Financial Inc. (IGM) is directly affected by any changes in the OSC fee rules since it is both a reporting issuer and has a number of capital market participants (registered dealers and investment counsel/portfolio managers) and mutual fund registrants within its structure. During the last year the fees paid by IGM and its various subsidiaries totalled approximately \$1.5 million, representing about 2.0% of the OSC's total revenues. Based on our calculations, we expect that under the proposed revisions to OSC Rule 13-502 these fees would increase approximately 14% based almost entirely on changes in rates charged.

We note that the OSC is in a surplus position where its revenues consistently exceed expenditures (to the extent of approximately \$50 million over the last three year period) and that it now has a reserve fund of about \$20 million. When its fees were last reviewed in 2005, the OSC commented that

"For the three years ending March 2009, we project a breakeven position... Any actual surplus or deficit at the end of this three year period will be reflected in the fee setting process for the following three years."

We are having some difficulty reconciling a 14% increase in our OSC fees concurrent with your increasing surplus. It appears that your fee schedule is not providing much relief to registrant-oriented costs. Perhaps this is an area you could review further.

Sincerely,

IGM FINANCIAL INC.

A handwritten signature in cursive script, appearing to read "Charles R. Sims", with a long horizontal flourish extending to the right.

Charles R. Sims
Co-President and Chief Executive Officer

Copy to: Murray J. Taylor,
Co-President and Chief Executive Officer