

2012 ANNUAL INFORMATION FORM

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March 21, 2013



<sup>TM</sup> Trademark owned by IGM Financial Inc. and licensed to its subsidiary corporations.

## Forward-Looking Statements

Certain statements in this Annual Information Form and the documents incorporated by reference, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect IGM Financial's and its subsidiaries' current expectations. Forward-looking statements are provided for the purposes of assisting the reader in understanding the Corporation's financial position and results of operations as at and for the periods ended on certain dates and to present information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of the Corporation and its subsidiaries, as well as the outlook for North American and international economies, for the current fiscal year and subsequent periods. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "seeks", "intends", "targets", "projects", "forecasts" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could".

This information is based upon certain material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking statements, including the perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. While the Corporation considers these assumptions to be reasonable based on information currently available to management, they may prove to be incorrect.

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

A variety of factors, many of which are beyond the Corporation's and its subsidiaries' control, affect the operations, performance and results of the Corporation, and its subsidiaries, and their businesses, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to: the impact or unanticipated impact of general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, management of market liquidity and funding risks, changes in accounting policies and methods used to report financial condition (including uncertainties associated with critical accounting assumptions and estimates), the effect of applying future accounting changes, operational and reputational risks, business competition, technological change, changes in government regulations and legislation, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, the Corporation's and its subsidiaries' ability to complete strategic transactions, integrate acquisitions and implement other growth strategies, and the Corporation's and its subsidiaries' success in anticipating and managing the foregoing factors.

The reader is cautioned that the foregoing list of factors is not exhaustive of the factors that may affect any of the Corporation's forward-looking statements. The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not place undue reliance on forward-looking statements.

Other than as specifically required by applicable Canadian law, the Corporation undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which such statements are made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Additional information about the risks and uncertainties of the Corporation's business and material factors or assumptions on which information contained in forward-looking statements is based is provided in its disclosure materials, including this Annual Information Form and its most recent Management's Discussion and Analysis, filed with the securities regulatory authorities in Canada, available at [www.sedar.com](http://www.sedar.com).

## Non-IFRS Financial Measures and Additional IFRS Measures

This Annual Information Form and the documents incorporated by reference contain non-IFRS financial measures and additional IFRS measures. Net earnings available to common shareholders, which is an additional measure in accordance with International Financial Reporting Standards (IFRS), may be subdivided into two components consisting of:

- operating earnings available to common shareholders; and
- other items, which include the after-tax impact of any item that management considers to be of a non-recurring nature or that could make the period-over-period comparison of results from operations less meaningful.

Terms by which non-IFRS financial measures are identified include but are not limited to "operating earnings available to common shareholders", "operating earnings per share", "operating return on average common equity" and other similar expressions used to provide management and investors with additional measures to assess earnings performance. As well, "earnings before interest and taxes (EBIT)" and "earnings before interest, taxes, depreciation and amortization (EBITDA)" are non-IFRS financial measures used to provide management, investors and investment analysts with additional measures to evaluate and analyze the Corporation's results. However, non-IFRS financial measures do not have standard meanings prescribed by IFRS and are not directly comparable to similar measures used by other companies. Please refer to the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS in Tables 1 and 2 on pages 18 and 19 of the 2012 Annual Report.

Terms by which additional IFRS measures are identified include "earnings before income taxes and discontinued operations", "net earnings from continuing operations" and "net earnings available to common shareholders". Additional IFRS measures are used to provide management and investors with additional measures to assess earnings performance. These measures are considered additional IFRS measures as they are in addition to the minimum line items required by IFRS and are relevant to an understanding of the entity's financial performance.

# IGM FINANCIAL INC.

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\* Parts of the 2012 Annual Report of IGM Financial Inc. for the year-ended December 31, 2012 (“2012 Annual Report”) and parts of the Management Proxy Circular dated February 28, 2013 respecting the May 3, 2013 meeting of the Corporation’s shareholders (“Proxy Circular”) are incorporated by reference into this Annual Information Form. Both the 2012 Annual Report and the Proxy Circular can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Unless otherwise specified, this Annual Information Form presents information as at December 31, 2012.

## GENERAL

### Incorporation

IGM Financial Inc. (“IGM Financial” or the “Corporation”) was incorporated under the Canada Business Corporations Act on August 3, 1978 and its capital structure reorganized by Articles of Amendment effective September 19, 1986. Its name was changed to IGM Financial Inc. by Articles of Amendment effective April 30, 2004 and its Articles of Incorporation and all Articles of Amendment were re-stated by Restated Articles of Incorporation effective April 30, 2004 (the “Articles”). The Articles were further amended on December 7, 2009 to create First Preferred Shares, Series B.

The Corporation is a subsidiary of Power Financial Corporation and its registered and head office is located at 447 Portage Avenue, Winnipeg, Manitoba, R3C 3B6.

### Subsidiaries and Corporate Structure

The following chart details the inter-corporate relationships among IGM Financial and its principal and certain other subsidiaries as of December 31, 2012, giving the jurisdiction of incorporation and percentage of voting securities held:



Unless otherwise indicated, all companies were incorporated under the Canada Business Corporations Act and 100% of their voting securities are owned, directly or indirectly, by IGM Financial Inc.

\* Investors Group Inc. owns 80.4% of the voting shares and I.G. Investment Management, Ltd. owns 19.6% of the voting shares.

## DESCRIPTION OF BUSINESS

IGM Financial Inc. is a personal financial services company, primarily providing investment advisory and related services, with \$120.7 billion in total assets under management. Its activities are carried out through Investors Group Inc. (“Investors Group”), Mackenzie Financial Corporation (“Mackenzie”) and Investment Planning Counsel Inc. (“Investment Planning Counsel”). IGM Financial Inc. is a member of the Power Financial Corporation group of companies.

As at December 31, 2012, the Corporation and its subsidiaries had 2,988 employees.

Investors Group, founded in 1926, delivers personalized financial solutions to Canadians through a network of 4,518 Consultants located throughout Canada, with \$60.6 billion in mutual fund assets under management. In addition to an exclusive family of mutual funds and other investment vehicles, Investors Group offers a wide range of insurance, securities, mortgage products and other financial services.

Mackenzie was founded in 1967, and is an investment management firm providing investment advisory and related services. With \$61.5 billion in assets under management, Mackenzie distributes its products and services primarily through a diversified distribution network of third party financial advisors.

Investment Planning Counsel was founded in 1996, and is an independent distributor of financial products, services and advice in Canada. Investment Planning Counsel is a financial planning organization in Canada, with close to 800 financial advisors and \$16.1 billion in client assets under administration, which includes over \$2.9 billion in mutual fund assets under management in Counsel Portfolio Services Inc.

For a further description of the Corporation’s business, see pages 17 to 116 of the 2012 Annual Report.

## DEVELOPMENT OF BUSINESS OVER THE LAST THREE YEARS

On September 1, 2010, Mackenzie, Mackenzie Cundill Investment Management Ltd., Mackenzie Financial Services Inc., Mackenzie (Rockies) Corp. and Howson Tattersall Investment Counsel Limited amalgamated into Mackenzie Financial Corporation under the laws of Ontario.

On September 2, 2011, Mackenzie Financial Corporation announced that it had entered into an agreement with B2B Trust, a subsidiary of Laurentian Bank, under which B2B Trust would acquire 100 per cent of M.R.S. Trust Company and M.R.S. Inc. The transaction closed on November 16, 2011 for cash consideration of approximately \$199 million and repayment by B2B Trust of \$20 million of subordinated indebtedness of M.R.S. Trust Company to Mackenzie Financial Corporation.

For additional information concerning the general development of the Corporation’s business, and a discussion of risk factors reasonably expected to have a material affect on the Corporation’s business, financial condition or results of operation, see pages 17 to 116 of the 2012 Annual Report.

## DIVIDEND POLICY

The current practice of the Corporation is to pay dividends to the holders of Common Shares on a quarterly basis. A fixed 5.90% annual non-cumulative dividend is payable quarterly to holders of Preferred Shares, Series B.

The Corporation’s ability to pay Common Share dividends is restricted by the terms of the outstanding Preferred Shares, which provide that IGM Financial may not pay dividends on Common Shares at any time unless all dividends to which Preferred shareholders are then entitled have been declared and paid or set apart for payment.

The following table reflects the amount of cash dividends declared per share for each class of the Corporation’s outstanding shares for each of the three most recently completed financial years.

Year	Quarter	Common Dividends	Preferred Share,
		Declared	Series B - Dividends
		Declared	Declared
		(\$)	(\$)
2010	1 <sup>st</sup> Quarter	0.5125	0.57788 <sup>(1)</sup>
	2 <sup>nd</sup> Quarter	0.5125	0.36875
	3 <sup>rd</sup> Quarter	0.5125	0.36875
	4 <sup>th</sup> Quarter	0.5125	0.36875
2011	1 <sup>st</sup> Quarter	0.5125	0.36875
	2 <sup>nd</sup> Quarter	0.5125	0.36875
	3 <sup>rd</sup> Quarter	0.5375	0.36875
	4 <sup>th</sup> Quarter	0.5375	0.36875
2012	1 <sup>st</sup> Quarter	0.5375	0.36875
	2 <sup>nd</sup> Quarter	0.5375	0.36875
	3 <sup>rd</sup> Quarter	0.5375	0.36875
	4 <sup>th</sup> Quarter	0.5375	0.36875

<sup>(1)</sup> The Articles required that the first dividends issued on the Preferred Shares, Series B be prorated to include dividends from the date of their issuance in December 2009 up to April 30, 2010.

All future dividend amounts and dates are subject to approval by the Board of Directors.

## DESCRIPTION OF CAPITAL STRUCTURE

### General Description

The authorized capital of IGM Financial consists of an unlimited number of First Preferred Shares, issuable in series, 8,000,000 Non-Cumulative First Preferred Shares, Series B, an unlimited number of Second Preferred Shares, issuable in series, an unlimited number of Common Shares and an unlimited number of Class 1 Non-Voting Shares.

The following table sets out the number of issued and outstanding shares for each class of shares of the Corporation as at December 31, 2012.

Share Class	Issued and Outstanding
Non-Cumulative First Preferred Shares, Series B	6,000,000
Second Preferred Shares, issuable in series	0
Common Shares	252,098,907
Class 1 Non-Voting Shares	0

The characteristics of each class of shares are as follows:

**(a) First Preferred Shares:**

- (i) **Voting Rights:** Holders are not entitled to receive notice of or to attend meetings of shareholders, nor are they entitled to vote at such meetings. The First Preferred Shares are issuable in series.
- (ii) **Dividends:** Holders of any series of First Preferred Shares will be entitled to receive dividends in priority to the holders of Second Preferred Shares, Common Shares and Class 1 Non-Voting Shares (and shares of any other class that rank subordinate to them), as and when declared by the Board.
- (iii) **Liquidation, Dissolution or Winding-up:** Before any amount can be paid to, or assets distributed among holders of Second Preferred Shares, Common Shares, Class 1 Non-Voting Shares or shares of any other class subordinate to the First Preferred Shares, the holders of the First Preferred Shares are entitled to receive amounts the Articles provide must be paid to them in respect of return of capital, premium and accumulated dividends remaining unpaid, including all cumulative dividends, whether declared or not. Holders of this class of shares are not entitled to share in any further distribution of the assets.

**(b) Non-Cumulative First Preferred Shares, Series B ("Series B Shares")**

- (i) **Voting Rights:** Holders are not entitled to receive notice of or to attend or vote at any meeting of shareholders unless and until the Corporation has failed to declare and pay eight quarterly dividends, on the Series B Shares, whether or not consecutive. In that event, until such time as the whole amount of a dividend is paid, the holder of the shares is entitled to receive notice of and to attend all shareholders meetings and will be entitled to one vote per Series B Share. Upon payment by the Corporation of the whole amount of a dividend, these voting rights cease.
- (ii) **Dividends:** Non-cumulative, preferential cash dividends in an amount equal to \$0.36875 per Series B Share, as and when declared by the

Board, are paid on the last day of January, April, July and October in each year. Holders of any series of First Preferred Shares will be entitled to receive dividends in priority to the holders of Second Preferred Shares, Common Shares and Class 1 Non-Voting Shares (and shares of any other class that rank subordinate to them), as and when declared by the Board.

- (iii) **Redemption and Purchase:** Under certain circumstances, the Corporation is entitled to redeem the Series B Shares. The shares are redeemable by the Corporation on or after December 31, 2014 in cash, at \$26.00 per share, if redeemed prior to December 31, 2015; \$25.75 if redeemed on or after December 31, 2015, but prior to December 31, 2016; \$25.50 if redeemed on or after December 31, 2016, but prior to December 31, 2017; \$25.25 if redeemed on or after December 31, 2017 but prior to December 31, 2018; and \$25.00 on or after December 31, 2018. The Corporation, subject to the Articles and applicable law, may purchase for cancellation any number of the outstanding Series B Shares.
- (iv) **Liquidation, Dissolution or Winding-up:** Before any amount can be paid to, or assets distributed among, holders of Second Preferred Shares, Common Shares, Class 1 Non-Voting Shares or shares of any other class subordinate to the First Preferred Shares, the holders of the Series B Shares are entitled to receive \$25.00 per Series B Share, together with all dividends declared and unpaid. Holders of this class of shares are not entitled to share in any further distribution of the assets.

**(c) Second Preferred Shares:**

- (i) **Voting Rights:** Holders are not entitled to receive notice of or to attend meetings of shareholders, nor are they entitled to vote at such meetings. The Second Preferred Shares are issuable in series and are subject and subordinate to the rights, privileges, restrictions and conditions attaching to the First Preferred Shares.
- (ii) **Dividends:** Holders of any series of Second Preferred Shares will be entitled to receive

dividends in priority to the holders of Common Shares and Class 1 Non-Voting Shares (and shares of any other class that rank subordinate to them), as and when declared by the Board.

- (iii) **Liquidation, Dissolution or Winding-up:** Before any amount can be paid to, or assets distributed among, holders of Common Shares, Class 1 Non-Voting Shares or shares of any other class subordinate to the Second Preferred Shares, the holders of the Second Preferred Shares are entitled to receive amounts the Articles provide must be paid to them in respect of return of capital, premium and accumulated dividends remaining unpaid, including all cumulative dividends, whether declared or not. Holders of this class of shares are not entitled to share in any further distribution of the assets.

**(d) Common Shares:**

- (i) **Voting Rights:** Common Shares of the Corporation entitle the holders to vote at any meeting of shareholders.
- (ii) **Dividends:** Holders of these shares are entitled to dividends, as and when declared by the Board, and are subject to the priority of payment of dividends attaching to the series of First Preferred and Second Preferred Shares as noted above.

- (iii) **Liquidation, Dissolution or Winding-up:** After payment to holders of First Preferred Shares, Second Preferred Shares and any other class of shares of amounts which they are entitled to receive in the event of liquidation, dissolution or winding-up of the Corporation, the remaining assets of the Corporation will be paid to or distributed equally among the Common shareholders and Class 1 Non-Voting shareholders, without preference or distinction.

**(e) Class 1 Non-Voting Shares:**

- (i) **Voting Rights:** The holders of Class 1 Non-Voting Shares are not entitled to vote at shareholders meetings, but are entitled to receive notice thereof.
- (ii) **Dividends:** These shares rank equally with the Common Shares as to dividends.
- (iii) **Liquidation, Dissolution or Winding-up:** After payment to holders of First Preferred Shares, Second Preferred Shares and any other class of shares of amounts which they are entitled to receive in the event of liquidation, dissolution or winding-up of the Corporation, the remaining assets of the Corporation will be paid to or distributed equally among the Common shareholders and Class 1 Non-Voting shareholders, without preference or distinction.

**Ratings**

The following table sets out ratings<sup>(1)</sup> given to the Corporation's outstanding securities as at December 31, 2012:

Specific Securities	DBRS	S&P
Long-term Debt (unsecured debentures)	A (High)	A+
Preferred Shares	Pfd-2 (High)	A- / P-1 (Low)

<sup>(1)</sup> The rating Trend of DBRS and the S&P rating Outlook are both "stable".

Credit ratings are intended to provide investors with an independent measure of the credit quality of the securities of a company and are indicators of the likelihood of payment and the capacity of a company to meet its obligations in accordance with the terms of each obligation. Descriptions of the rating categories for each of the agencies set forth below have been obtained from the respective rating agencies' websites.

These ratings are not a recommendation to buy, sell or hold the securities of the Corporation and do not address market price, nor other factors that might determine suitability of a specific security for a particular investor. The ratings also may not reflect the potential impact of all risks on the value of securities and are subject to revision or withdrawal at any time by the rating organization.

### **(a) Dominion Bond Rating Services (DBRS)**

DBRS has different rating scales for short-term debt, long-term debt and preferred shares. The A (High) rating assigned to IGM Financial's senior unsecured debentures is the third highest of the ten rating categories for long-term debt. Under the DBRS long-term rating scale, debt securities rated A (High) are of good credit quality and protection of interest and principal is considered substantial. While this is a favorable rating, entities in the A (High) category may be vulnerable to future events, but qualifying negative factors are considered manageable. A reference to "high" or "low" reflects the relative strength within the rating category, while the absence of either a "high" or "low" designation indicates the rating is placed in the middle of the category.

The Pfd-2 (High) rating assigned to the Corporation's preferred shares is the second highest of the six rating categories for preferred shares. It indicates that the preferred shares are of a satisfactory credit quality and protection of dividends and principal is substantial. The earnings, balance sheet and coverage ratios of borrowers rated Pfd-2 (High) are, however, not as strong as Pfd-1 rated companies. A reference to "high" or "low" reflects the relative strength within the rating category, while the absence of either a "high" or "low" designation indicates the rating is placed in the middle of the category.

### **(b) Standard & Poor's (S&P)**

S&P also has different rating scales for short-term debt, long-term debt and preferred shares in Canada. The "A+" rating assigned to the Corporation's senior unsecured debentures is the third highest of the ten major rating categories for long-term debt and indicates S&P's view that the Corporation's capacity to meet its financial commitment on the obligation is strong, but the obligation is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories. S&P uses "+" or "-" designations to indicate the relative standing of securities within a particular ratings category.

The Corporation's preferred shares have been assigned "A-" ratings using S&P's global scale for preferred shares and have also been assigned P-1 (Low) ratings using S&P's Canadian scale for preferred shares, reflecting S&P's view that the Corporation's capacity to meet its financial commitment on the preferred shares is strong, but the preferred shares are somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories. The "A" rating category is the highest of the nine categories used by S&P on its global preferred share scale. S&P uses "+" or "-" designations to indicate the relative standing of securities within a particular rating category. A preferred share rating on the Canadian scale is a forward-looking opinion of the creditworthiness of an obligor with respect to a specific share obligation issued in the Canadian market, relative to preferred shares issued by other issuers in the Canadian market. The P-1 rating category is the highest of the eight categories used by S&P on its Canadian preferred share scale. A reference to "high" or "low" reflects the relative strength within the rating category.

### **Payments to Rating Organizations**

Payments were made to DBRS and S&P by the Corporation in the last two years to maintain an issuer rating on the Company and to rate publicly distributed debt, including unsecured debentures and preferred shares. The Company expects that DBRS and S&P will continue to provide these services in 2013.

### **MARKET FOR SECURITIES**

The Common Shares and the First Preferred Shares, Series B of the Corporation are listed on the Toronto Stock Exchange. The Common Shares are listed under the stock symbol "IGM" and the First Preferred Shares, Series B are listed under the stock symbol "IGM.PR.B".

The following tables provide information concerning the closing price range and volume of shares traded for each of these classes of securities on a monthly basis for each month of the year ended December 31, 2012.

**Common Shares**

2012	Low Price	High Price	Volume
January	44.050	45.070	2,990,162
February	44.820	46.280	3,142,264
March	44.810	48.020	7,283,135
April	45.620	46.710	3,305,787
May	39.590	46.000	5,332,900
June	38.910	40.050	5,713,552
July	38.520	40.100	3,407,623
August	37.080	38.670	9,275,993
September	38.150	39.910	5,119,296
October	37.450	39.630	4,760,073
November	38.970	40.990	4,206,924
December	39.840	42.880	3,974,094

**First Preferred Shares, Series B**

2012	Low Price	High Price	Volume
January	26.010	26.790	205,123
February	26.510	27.190	100,412
March	26.100	27.340	40,547
April	26.150	26.700	50,544
May	25.580	26.240	30,874
June	25.830	26.290	38,407
July	26.200	26.680	540,588
August	26.390	26.750	39,826
September	26.530	27.040	38,567
October	26.840	27.400	41,587
November	26.900	27.470	222,206
December	26.320	26.990	31,671

## DIRECTORS AND OFFICERS

### Directors

See pages 5 to 10 of the Proxy Circular for a list of Directors, their business affiliations, municipality of residence, their shareholdings in the Corporation, their tenure as directors of the Corporation and a list of board committees and the members thereof. Messrs. Bibeau, A. Desmarais, P. Desmarais, Jr., Harder and Orr are directors of the Corporation's parent corporation, Power Financial Corporation.

All of the Directors have held their present business affiliations for the past five (5) years, with the exception of Heather Conway, V. Peter Harder, Henri-Paul Rousseau, Christie J.B. Clark and Gregory D. Tretiak. Ms. Conway is Chief Business Officer of The Art Gallery of Ontario, a position held since September 7, 2011. From July 2009 to March 11, 2011, she was Chief Executive Officer of Edelman Public Relations Canada and from October 2007 to July 2009, she was self-employed. Prior to that, she was Executive Vice-President, Marketing, Creative Services, Public Affairs & Affiliate Marketing and Executive Vice-President, Corporate & Public Affairs of Alliance Atlantis Communications from

July 2001 to October 2007. Mr. Harder is President of the Canada-China Business Council, a position held since 2008 and Senior Policy Advisor to Fraser Milner Casgrain LLP, a position held since 2007. From June 2003 to March 2007, he was Deputy Minister of Foreign Affairs. Mr. Rousseau is Vice-Chairman of Power Financial Corporation and Power Corporation of Canada, positions which he has held since January 2009. From 2005 to 2008, he was President and Chief Executive Officer of the Caisse de dépôt et placement du Québec (the "Caisse") and, prior to that, Chairman and Chief Executive Officer of the Caisse from September 2002 to April 2005. Mr. Clark is a Corporate Director. He was the Chief Executive Officer of PricewaterhouseCoopers LLP in Canada from 2005 to 2011, and prior to that held various leadership positions with the firm since 1987. Mr. Tretiak is Executive Vice-President and Chief Financial Officer of Power Financial Corporation and of Power Corporation of Canada, positions which he has held since May 2012. From 1988 to May 2012, he held various positions with the Corporation and Investors Group. Most recently, he held the position of Executive Vice-President and Chief Financial Officer of the Corporation from April 1999 to May 2012.

### Executive Officers

The executive officers of the Corporation and its principal subsidiaries are as follows:<sup>(1)</sup>

<b>Name and Province/State and Country of Residence of Officer</b>	<b>Position Held With The Corporation and Affiliates</b>
Murray J. Taylor Manitoba, Canada	Co-President and Chief Executive Officer, IGM Financial Inc. President and Chief Executive Officer, Investors Group Inc.
Charles R. Sims Ontario, Canada	Co-President and Chief Executive Officer, IGM Financial Inc. President and Chief Executive Officer, Mackenzie Inc.
Kevin E. Regan Manitoba, Canada	Executive Vice-President, Finance and Chief Financial Officer, IGM Financial Inc.
A. Scott Penman Manitoba, Canada	Executive Vice-President and Chief Investment Officer, Investors Group Inc.
Mark Kinzel Manitoba, Canada	Executive Vice-President, Financial Services, Investors Group Inc.
E. Blake Moore, Jr. Ontario, Canada	Executive Vice-President, Head of Distribution, Mackenzie Financial Corporation
Tony Elavia Ontario, Canada	Executive Vice-President, Chief Investment Officer, Mackenzie Financial Corporation
David McCullum Ontario, Canada	Executive Vice-President, Client Services Operations, Mackenzie Financial Corporation

<sup>(1)</sup> Information concerning Mr. Orr, as Chairman of the Corporation, is included in the Directors' Information Table in the Proxy Circular.

All executive officers of the Corporation have held their present business affiliations for the past five (5) years, with the exception of E. Blake Moore, Jr., Kevin E. Regan, Tony Elavia and David McCullum. From 2004 to 2008, Mr. Moore was Chief Executive Officer of Allianz Global Investors Distributors LLC, from 2004 to 2010, he was CEO of Allianz Global Investors Fund Management LLC, and from 2008 to 2010, he was Chief Executive Officer of Allianz Global Investors Solutions LLC. From April 2004 to May 2012, Mr. Regan was Executive Vice-President, Financial Services for Investors Group Inc. From 2011 to March 2012, Mr. Elavia was the founder and Chief Executive Officer of Lumos Capital Management, and prior to that, from 2004 to 2010, he was the Chief Executive Officer and Chief Investment Officer of Madison Square Investors. From 2006 to January 2012, Mr. McCullum was Senior Vice-President, Operations & Client Services for Mackenzie Financial Corporation and Investors Group Inc.

To the knowledge of the Corporation, no director or executive officer of the Corporation is or has been, in the last ten years, a director or executive officer of a company that, while that person was acting in that capacity, (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days, (b) was subject to an event that resulted, after that person ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemption under Canadian securities legislation, for a period of more than 30 consecutive days, or (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, other than Daniel Johnson, who was a director and Chairman of the Board of Geneka Biotechnologie Inc. until March 7, 2003, approximately two months prior to the date on which Geneka Biotechnologie Inc. was deemed to have made an assignment in bankruptcy, and Mr. V. Peter Harder, who was a director of ARISE Technologies Corporation until June 24, 2011, approximately six months prior to the date on which ARISE Technologies Corporation filed a Notice of Intention to Make a Proposal under

the Bankruptcy and Insolvency Act (Canada) and approximately nine months prior to the date on which ARISE Technologies Corporation was deemed to make an assignment in bankruptcy.

### **Shareholdings of Directors and Executive Officers**

To the knowledge of the Corporation, the directors and executive officers of the Corporation as a group beneficially own, directly or indirectly, or exercise control or direction over, approximately 594,538 or 0.2% of the outstanding Common Shares of the Corporation.

Power Financial Corporation owns 140,266,259 Common Shares directly, representing 55.6% of the outstanding Common Shares of the Corporation, and indirectly through 3411893 Canada Inc. and 4400003 Canada Inc., wholly owned subsidiaries of Power Financial Corporation, 5,532,000 Common Shares and 2,133,821 Common Shares, respectively, representing 2.2% and 0.9%, respectively, and through The Great-West Life Assurance Company, 9,200,000 Common Shares representing 3.6% (excluding 108,238 shares of the Corporation held by The Great-West Life Assurance Company in its segregated funds or for similar purposes). Power Financial Corporation is controlled by Power Corporation of Canada, over which the Honourable Paul Desmarais and associates have voting control.

### **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

For information concerning legal proceedings and regulatory actions, please see pages 62 to 63 of the 2012 Annual Report.

### **TRANSFER AGENTS AND REGISTRARS**

Computershare Trust Company of Canada acts as transfer agent and registrar for the Common Shares of the Corporation, and has offices in Calgary (Alberta), Halifax (Nova Scotia), Montreal (Québec), Toronto (Ontario) and Vancouver (British Columbia).

The Corporation, at its head office in Winnipeg, acts as transfer agent and registrar for the First Preferred Shares, Series B of the Corporation.

### **MATERIAL CONTRACTS**

The following descriptions provide details of material contracts entered into by the Corporation since January 1, 2002 that are still in effect.

### **(a) Third Series Supplemental Trust Indenture**

Dated as of December 13, 2002 between the Corporation and Computershare Trust Company of Canada, the Indenture provides for the creation of \$175 million aggregate principal amount of 7.00% debentures due December 31, 2032. The Indenture provides that the debentures will be direct and unsecured obligations of the Corporation and will rank pari passu with all existing or future unsecured and unsubordinated indebtedness of the Corporation. Debentures in the aggregate principal amount of \$175 million are currently outstanding.

### **(b) Fourth and Fifth Series Supplemental Trust Indentures**

Dated as of March 5, 2003 between the Corporation and Computershare Trust Company of Canada, the Indentures provide for the creation of \$150 million aggregate principal amount of 6.58% debentures due March 7, 2018 and \$150 million aggregate principal amount of 7.11% debentures due March 7, 2033, respectively. The Indentures provide that the debentures will be direct and unsecured obligations of the Corporation and will rank pari passu with all existing or future unsecured and unsubordinated indebtedness of the Corporation. Debentures in the aggregate principal amount of \$150 million are currently outstanding under each of the Indentures.

### **(c) Sixth Series Supplemental Trust Indenture**

Dated as of April 7, 2009 between the Corporation and Computershare Trust Company of Canada, the Indenture provides for the creation of \$375 million aggregate principal amount of 7.35% debentures due on April 8, 2019. The Indenture provides that the debentures will be direct and unsecured obligations of the Corporation and will rank pari passu with all existing or future unsecured and unsubordinated indebtedness of the Corporation. Debentures in the aggregate principal amount of \$375 million are currently outstanding under the Indenture.

### **(d) Seventh Series Supplemental Trust Indenture**

Dated as of December 9, 2010 between the Corporation and Computershare Trust Company of Canada, the Indenture provides for the creation of \$200 million aggregate principal amount of 6.00% debentures due on December 10, 2040. The Indenture provides that the debentures will be direct and unsecured obligations of the Corporation and will rank pari passu with all existing or future unsecured and unsubordinated

indebtedness of the Corporation. Debentures in the aggregate principal amount of \$200 million are currently outstanding under the Indenture.

The above Indentures were entered into in the normal course of business and contain certain negative pledges and events of default.

## **INTERESTS OF EXPERTS**

Deloitte LLP is the external auditor of IGM Financial who prepared the Auditors' Report to Shareholders included with the consolidated annual financial statements of IGM Financial for the most recently completed financial year. To the knowledge of the Corporation, Deloitte LLP is independent in accordance with the rules of professional conduct applicable to it under the Institute of Chartered Accountants of Manitoba.

## **AUDIT COMMITTEE**

### **Audit Committee Charter**

The responsibilities and duties of the Audit Committee are described in detail in the Charter of the Committee, which is set out in Appendix A to this Annual Information Form.

### **Composition of Audit Committee**

The Audit Committee of IGM Financial is comprised of the following four members: John S. McCallum (Chair), A. Marc Bibeau, Christie J.B. Clark and Roy W. Piper. The Board of Directors believes that each member of IGM Financial's Audit Committee is "independent" and "financially literate" as such terms are defined under Canadian securities laws.

### **Relevant Education and Experience of Audit Committee Members**

In addition to their general business background and involvement with other companies, the members of the Corporation's Audit Committee have many years of experience as Audit Committee members with the Corporation (with the exception of Mr. Bibeau and Mr. Clark, who were appointed to the Audit Committee in May 2009 and May 2012, respectively). In this capacity, they have experience reviewing financial statements and dealing with related accounting and auditing issues. The following is a description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibility as a member of that committee.

Mr. McCallum has been a Professor of Finance at the University of Manitoba since 1973. He has a Ph. D. from the University of Toronto in Finance, an M.B.A. from Queen's University in Marketing and Operations Research, a B.Sc. from the University of Montreal in Mathematics and Physics and a B.A. from the University of Montreal in Economics and Philosophy. His teaching and research interests are in corporate finance, monetary economics, capital markets and financial institutions. From 1977 to 1981, he was economic advisor to the Premier of Manitoba; from 1984 to 1991, he was special advisor to the Federal Minister of Finance and, from 1991 to 1993, was special advisor to the Federal Minister of Industry, Science, Technology and Trade. From 1988 to 1990, he was Vice-Chairman of Manitoba Hydro, Chairman from 1991 to 2000 and chaired the Audit Committee from 1988 to 1990. Mr. McCallum also serves on the Boards of Directors and Audit Committees of Fortis Inc. and Toromont Industries Ltd. and has chaired the Audit Committee of Toromont Industries Ltd. since 1987. He is on the Board of Directors of The Wawanesa Insurance Company and previously served on its Audit Committee. His work has appeared in a number of finance related journals. He has been a member of the Audit Committee of IGM Financial since April, 1998. He has been Chairman of the Audit Committee since May 7, 2010.

Mr. Bibeau is President of Beauward Shopping Centres Ltd., a private company which develops, leases and operates real estate properties. Mr. Bibeau has been President of Beauward Shopping Centres Ltd. since 1996, and previously held a number of other positions with that company. He has a Bachelor of Business Administration from Bishop's University.

Mr. Clark was the Chief Executive Officer of PricewaterhouseCoopers LLP in Canada from 2005 to 2011, and prior to that held various leadership positions with the firm since 1987. He is a Chartered Accountant and was elected an FCA in 2003. In this capacity, he

gained experience reviewing financial statements and dealing with related accounting and auditing issues. As Chief Executive Officer at PricewaterhouseCoopers LLP, he oversaw their audit practice and had oversight responsibility for major audit clients, together with the engagement partner. He attended many audit committee meetings in that role. He is chair of the Audit Committees for both Loblaw Companies Limited and Brookfield Office Properties Inc.

Mr. Piper is a self-employed farmer. He was a director of United Grain Growers Ltd. (now known as Viterra Inc.) from 1979 until 2000, a member of its Audit Committee from 1986 to 2000, Chairman of its Audit Committee from 1994 to 2000, and Vice-President from 1988 to 2000. He has been a member of the Audit Committee of IGM Financial since April, 1988.

### Pre-approval Policy

The Audit Committee has adopted a Policy Regarding Pre-approval of Services Provided by the External Auditor. The policy sets out audit services that are pre-approved by the Committee, outlines prohibited and pre-approved non-audit services and stipulates that all other non-audit services must be pre-approved by the Audit Committee. The pre-approved list of audit services and the pre-approved list of permitted non-audit services are reviewed and re-approved periodically. The policy requires that the external auditor implement its own policies and procedures in order to ensure that prohibited non-audit services are not provided and to ensure that permitted non-audit services are pre-approved before an engagement is accepted.

### External Auditor Services Fees

Aggregate fees paid to the Corporation's external auditor during the fiscal years ended December 31, 2012 and December 31, 2011 are as follows: <sup>(1)</sup>

(\$,000s)	2012	2011
Audit Services	\$2,149	\$2,511
Audit-Related Services	95	597
Tax Services	28	31
Other Services	471	291
<b>Total</b>	<b>\$2,743</b>	<b>\$3,430</b>

<sup>(1)</sup> Does not include:

- audit fees for which \$1,086 (2011 - \$843) related to the audit of certain of the mutual funds managed by the Corporation.
- audit-related fees for which \$63 (2011 - nil) related to certain of the mutual funds managed by the Corporation.
- tax services fees for which \$9 (2011 - \$48) related to certain of the mutual funds managed by the Corporation.

### ***Audit Services***

Audit fees were paid for professional services by the external auditor for the audit of the annual financial statements of the Corporation and its subsidiaries or services provided in connection with statutory and regulatory filings or engagements.

### ***Audit-Related Services***

Audit-related fees were paid for assurance and related services that are reasonably related to the performance of the audit or review of the annual financial statements of the Corporation and are not reported under the audit fees item above.

### ***Tax Services***

Fees were paid for tax consultation and tax compliance services including the review of tax returns, assistance with matters regarding tax audits, and assistance in completing routine tax schedules and calculations.

### ***Other Services***

Fees disclosed under the item "Other Services" were paid for services other than the audit fees, audit-related fees and tax fees described above. These services consisted of French translation of the annual consolidated financial statements and management's discussion and analysis for the year ended December 31, 2011 and the 2012 interim consolidated financial statements and quarterly reports to shareholders of the Corporation and other advisory services.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation, including press releases and the Corporation's financial statements, may be found on the Corporation's website at [www.igmfinancial.com](http://www.igmfinancial.com). Information relating to the Corporation may also be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans is contained in the Proxy Circular.

Additional financial information is provided in the financial statements and management's discussion and analysis for the year-ended December 31, 2012, which are contained in the 2012 Annual Report.

Copies of the above mentioned documents, as well as the following documents, are available from the Secretary of the Corporation at 447 Portage Avenue, Winnipeg, Manitoba, R3C 3B6:

- (a) this Annual Information Form, together with a copy of the most recent document, or the pertinent pages of any document, incorporated by reference in the Annual Information Form; and
- (b) a copy of any other documents that are incorporated by reference into a preliminary short form prospectus or a short form prospectus filed in connection with a distribution of the securities of the Corporation.

The Corporation may require the payment of a reasonable charge when the request is made by someone who is not a securityholder of the Corporation, unless securities of the Corporation are in the course of a distribution pursuant to a preliminary short form prospectus or a final short form prospectus, in which case such documents will be provided free of charge.

## APPENDIX A

# IGM FINANCIAL INC.

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### Audit Committee Charter

#### 1.0 COMPOSITION

The Audit Committee (the “*Committee*”) of IGM Financial Inc. (the “*Corporation*”) shall be composed of not less than three directors of the Corporation, all of whom shall be *independent* and *financially literate* within the meaning of the Canadian Securities Administrators National Instrument 52-110.

#### 2.0 PROCEDURAL MATTERS

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

- (1) **Meetings.** The Committee shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities hereunder.
- (2) **Advisors.** The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay, at the Corporation’s expense, the compensation of such advisors.
- (3) **Quorum.** A quorum at any meeting of the Committee shall be two Committee members.
- (4) **Secretary.** The Corporate Secretary or an Associate Secretary or such other person as may be designated by the Chairman of the Committee, or any person appointed by the Chairman of the Committee, shall act as secretary of meetings of the Committee.
- (5) **Calling of Meetings.** A meeting of the Committee may be called by the Chairman of the Committee, by the Chairman of the Board of Directors (the “*Board*”), by the President and Chief Executive Officer, by the external auditor of the Corporation, or by any member of the Committee. Meetings may be held at any time without notice if all members of the Committee waive notice, provided that the attendance of a Committee member at any such meeting shall be a waiver of notice of that meeting except where the Committee member objects to the transaction of business on the grounds that the meeting has not been validly called. When a meeting of the Committee is called by any one other than the Chairman of the Board, the Chairman of the Committee shall so inform the Chairman of the Board.

#### 3.0 DUTIES AND RESPONSIBILITIES

**3.1 Financial Disclosure.** The Committee shall:

- (1) review the Corporation’s:
  - (a) interim and annual financial statements;
  - (b) interim and annual management’s discussions and analysis;
  - (c) interim and annual earnings press releases; and
  - (d) other documents containing audited or unaudited financial information, at its discretion;and report thereon to the Board before such documents are approved by the Board and disclosed to the public; and

- (2) be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the disclosure provided by the financial statements, management's discussions and analyses and earnings press releases, and shall periodically assess the adequacy of those procedures.

### 3.2 External Audit. The Committee shall:

- (1) recommend to the Board the external auditor to be appointed for purposes of preparing or issuing an auditor's report or performing other audit, review or attest services;
- (2) review the terms of the external auditor's engagement, the appropriateness and reasonableness of proposed audit fees, and any issues relating to the payment of audit fees, and make a recommendation to the Board with respect to the compensation of the external auditor;
- (3) review the independence of the external auditor, including an annual report prepared by the external auditor regarding its independence;
- (4) review the external auditor's engagement to ensure that the external auditor is duly appointed as external auditor of each of the Corporation's subsidiary entities, unless in the opinion of the Corporation, after consulting the external auditor, the total assets and/or net income of the subsidiary entity are not a material part of the total assets and/or net income of the Corporation, or unless, in the case of a subsidiary entity that carries on its operations in a country other than Canada, the laws of the country do not permit such appointment;
- (5) review the recommendation of the external auditor for the person designated to conduct the audit;
- (6) meet with the external auditor and with management to review the audit plan, audit findings, and any restrictions on the scope of the external auditor's work;
- (7) review with the external auditor and management any changes in Generally Accepted Accounting Principles; the quality and the acceptability of major accounting policies and assumptions; alternative treatments of financial information within Generally Accepted Accounting Principles that have been discussed with management, the ramifications of the use of alternative treatments, and the treatment preferred by the external auditor; the presentation and impact of significant risks and uncertainties that could adversely affect the wellbeing of the Corporation; and key estimates and judgments of management; in each case that may be material to the Corporation's financial reporting;
- (8) have the authority to communicate directly with the external auditor;
- (9) receive reports directly from the external auditor;
- (10) directly oversee the work of the external auditor that is related to the preparation or issue of an auditor's report or other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (11) meet with the external auditor to discuss the annual financial statements (including the report of the external auditor thereon) and the interim financial statements (including the review engagement report of the external auditor thereon);
- (12) review any management letter containing the recommendations of the external auditor, and the response and follow up by management in relation to any such recommendations;
- (13) review any evaluation of the Corporation's internal control over financial reporting conducted by the external auditor, together with management's response;
- (14) pre-approve (or delegate such pre-approval to one or more of its members) in accordance with a pre-approval policy, all engagements for non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor, together with all non-audit services fees, and consider the impact of such engagements and fees on the independence of the external auditor;

- (15) review and approve the Corporation's hiring policy regarding partners, employees and former partners and employees of the present and former external auditor; and
- (16) review all issues and statements related to a change of the external auditor and the steps planned by management for an orderly transition.

**3.3 Pension Plans.** The Committee shall:

- (1) review and approve (i) reports and certifications with respect to all plan audit-related activities as outlined in the Pension Plan Annual Report and (ii) Pension Plan financial reports; and
- (2) approve the appointment of the Pension Plan auditor.

**3.4 Internal Audit.** The Committee shall:

- (1) have the authority to communicate directly with the internal auditor;
- (2) review periodically the internal audit mandates of the Corporation;
- (3) review annually the internal audit plan;
- (4) require management to implement and maintain appropriate internal control procedures and review, evaluate and approve those procedures;
- (5) meet with the internal auditor and with management to discuss the effectiveness of the internal control procedures established for the Corporation; and
- (6) review a summary of the internal auditor's reports and management's responses and subsequent follow-up to any material risks identified in such reports.

**3.5 Compliance.** The Committee shall:

- (1) review reports of the chief compliance officer and chief privacy officer;
- (2) meet with the chief compliance officer and chief privacy officer to discuss the effectiveness of existing policies and procedures for compliance with applicable laws and regulations;
- (3) monitor compliance with the Code of Conduct or Business Conduct Policy, as applicable; and
- (4) review periodically the mandate of the chief compliance officer and chief privacy officer of the Corporation.

**3.6 Accounting Complaints Handling Procedures.** The Committee shall establish procedures for:

- (1) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- (2) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

**3.7 In-Camera Sessions.** The Committee shall periodically meet in-camera alone, and meet separately with each of the external auditor, internal auditor and management, as the Committee deems appropriate.

**3.8 Subsidiaries.**

- (1) With respect to any Material Operating Subsidiary in the corporate ownership chain between the Corporation and any Direct Subsidiary, the Committee shall review the financial statements of that Material Operating Subsidiary.
- (2) With respect to any Direct Subsidiary:
  - (a) the Committee shall rely on the review and approval of the financial statements of the Direct Subsidiary

by the audit committee and the board of directors of the Direct Subsidiary, and on reports or opinions of the external auditor on those financial statements;

- (b) the Committee shall receive a copy of the charter of the Direct Subsidiary's audit committee, together with a memorandum summarizing its meeting processes and structure ("*Process Memorandum*"); and
  - (c) at each meeting of the Committee, the secretary of the Committee shall table a report from the secretary of the Direct Subsidiary's audit committee confirming that the processes mandated by its charter and Process Memorandum have been followed.
- (3) For these purposes:
- (a) "**Material Operating Subsidiary**" means an operating subsidiary whose net income represents 10% or more of the net income of the Corporation; and
  - (b) "**Direct Subsidiary**" means any Material Operating Subsidiary that is directly owned by the Corporation and that has an audit committee which is comprised of a majority of independent directors.

#### 4.0 AUDITOR'S ATTENDANCE AT MEETINGS

The external auditor shall be entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard at any meeting of the Committee. If so requested by a member of the Committee, the external auditor shall attend every meeting of the Committee held during the term of office of the external auditor.

#### 5.0 ACCESS TO INFORMATION

The Committee shall have access to any information, documents and records that are necessary in the performance of its duties and the discharge of its responsibilities under this Charter.

#### 6.0 REVIEW OF CHARTER

The Committee shall periodically review this Charter and recommend any changes to the Board as it may deem appropriate.

#### 7.0 REPORTING

The Chairman of the Committee shall report to the Board, at such times and in such manner, as the Board may from time to time require on matters subject to the Committee's review and consideration and shall promptly inform the Chairman of the Board of any significant issues raised by the members of the Committee, the internal or external auditor or the regulators and shall provide the Chairman of the Board copies of any written reports or letters provided by the external auditor and the regulators to the Committee.

*Adopted by the Board of Directors on December 23, 2004, as amended October 29, 2009 and November 8, 2012.*

