

Financial Statements of

**HEALTHCARE EMPLOYEES
PENSION PLAN - MANITOBA**

Year ended December 31, 2004



KPMG LLP
Chartered Accountants
Suite 2000 - One Lombard Place
Winnipeg MB R3B 0X3
Canada

Telephone (204) 957-1770
Fax (204) 957-0808
Internet www.kpmg.ca

AUDITORS' REPORT

To the Board of Trustees of the Healthcare Employees Pension Plan - Manitoba

We have audited the statement of net assets of the Healthcare Employees Pension Plan - Manitoba as at December 31, 2004 and the statement of changes in net assets for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the net assets of the Plan as at December 31, 2004 and the changes in its net assets for the year then ended in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants

Winnipeg, Canada

June 3, 2005

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA


Statement of Net Assets

December 31, 2004, with comparative figures for 2003

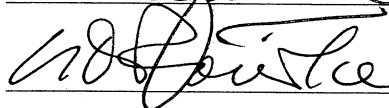
	2004	2003
Assets		
Cash	\$ 22,988,609	\$ 16,220,822
Contributions and other receivables (note 5)	6,692,688	4,808,081
Due from broker	662,577	-
Investment income receivable	7,384,965	6,901,121
Investments (note 6)	2,563,479,907	2,300,996,203
Capital assets (note 7)	2,296,077	1,179,280
	<u>\$ 2,603,504,823</u>	<u>\$ 2,330,105,507</u>
Liabilities and Net Assets		
Accrued benefit payments and liabilities	\$ 8,395,036	\$ 8,032,155
Due to brokers	-	1,544,785
	<u>8,395,036</u>	<u>9,576,940</u>
Net assets represented by:		
Pension Fund	2,592,813,710	2,319,349,287
Capital Fund	2,296,077	1,179,280
	<u>2,595,109,787</u>	<u>2,320,528,567</u>
Contingency (note 13)		
Subsequent event (note 14)		
	<u>\$ 2,603,504,823</u>	<u>\$ 2,330,105,507</u>

See accompanying notes to financial statements.

Approved on behalf of the Trustees:



Trustee



Trustee

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Statement of Changes in Net Assets

Year ended December 31, 2004, with comparative figures for 2003

	Pension Fund	Capital Fund	2004 Total	2003 Total
Increase in net assets:				
Pension fund contributions:				
Employer	\$ 58,639,588	\$ -	\$ 58,639,588	\$ 53,322,121
Employee	58,639,588	-	58,639,588	53,322,121
Reciprocal transfers and buybacks:				
Employer	1,705,207	-	1,705,207	784,276
Employee	1,761,594	-	1,761,594	779,934
Investment income (note 8)	79,224,808	-	79,224,808	70,682,625
Current period change in market value of investments	178,131,699	-	178,131,699	219,513,737
Total increase in net assets	378,102,484	-	378,102,484	398,404,814
Decrease in net assets:				
Pension payments	75,761,347	-	75,761,347	69,116,407
Termination refunds	15,287,521	-	15,287,521	11,290,930
Investment management fees	7,411,084	-	7,411,084	6,208,300
Administrative expenses	2,755,745	-	2,755,745	2,359,751
Amortization of capital assets	-	333,656	333,656	411,090
Professional fees	136,047	-	136,047	125,166
Special project expenses	899,726	-	899,726	555,555
Custodial fees	683,546	-	683,546	561,127
Actuarial fees	252,592	-	252,592	466,548
Total decrease in net assets	103,187,608	333,656	103,521,264	91,094,874
Net increase (decrease) in assets prior to inter-fund transfers	274,914,876	(333,656)	274,581,220	307,309,940
Inter-fund transfers (note 7)	(1,450,453)	1,450,453	-	-
Net increase in assets	273,464,423	1,116,797	274,581,220	307,309,940
Net assets, beginning of year	2,319,349,287	1,179,280	2,320,528,567	2,010,514,526
Net assets transferred in during the year (note 10)	-	-	-	2,704,101
Net assets, end of year	\$ 2,592,813,710	\$ 2,296,077	\$ 2,595,109,787	\$ 2,320,528,567

See accompanying notes to financial statements.

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements

Year ended December 31, 2004

1. General:

The Plan is governed by a Board of Trustees appointed by signatory employers and unions. The Plan has received approval from Canada Revenue Agency (CRA) for registration as a Specified Multi-Employer Plan and the Manitoba Pension Commission has registered the Plan as a Multi-unit Pension Plan.

2. Description of the Plan:

The following description of the Plan is a summary only. For more complete information reference should be made to the Plan Text.

(a) General:

The Plan is a multi-employer defined benefit pension plan for all employees of participating healthcare facilities in the Province of Manitoba.

(b) Funding policy:

Employers and employees contribute equally to fund the benefits under the Plan.

Employers and employees are required to contribute to the Plan 5 percent of the members' earnings up to the legislated Year's Maximum Pensionable Earnings (YMPE) plus 6.6 percent of the members' earnings in excess of the YMPE (note 14).

(c) Normal retirement pension benefits:

Normal retirement pension benefits commence the first month coincident with or immediately following the attainment of age 65. The annual earned pension payable to a member on normal or postponed retirement is based on years of service and contributory earnings.

(d) Early retirement pension benefits:

A member may elect to retire early provided that:

- the member has completed at least two years of service and attained age 55; or
- the total of the member's age plus years of service total at least 80.

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

2. Description of the plan (continued):

If at the member's early retirement date:

- the member has attained age 60 and two years of service; or
- the member's age plus years of service total at least 80,

then the member shall receive normal pension benefits.

If at the member's early retirement date the member's age is between 55 and 60 and the member has not achieved the total of 80 based on age and years of service, pension benefits will be reduced in accordance with the Plan Text.

(e) Postponed retirement benefits:

Retirement benefits cannot be postponed beyond the end of the year in which a member turns 69 years of age.

(f) Death benefits:

Prior to retirement, upon the death of a member who has completed two years of service, the beneficiary is eligible to receive a death benefit.

If less than two years of service has been completed, then the beneficiary is eligible to receive the related contributions plus interest.

(g) Benefits on termination:

In the event of termination after two years of service, the members are entitled to a return of their contributions plus the value of their earned pension.

If less than two years service has been completed then members shall receive their contributions plus credited interest.

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

2. Description of the plan (continued):

(h) Income taxes:

The Plan is a Pension Trust as defined in the *Income Tax Act* and is not subject to income taxes.

3. Related party:

The Plan and the Healthcare Employees Benefit Plan - Manitoba (HEBP) have a certain number of common trustees and a cost sharing agreement to allocate certain costs based on factors such as square footage, number of employees and time usage.

4. Significant accounting policies:

(a) Basis of presentation:

These financial statements are prepared on a going concern basis and present the aggregate financial position of the Plan as a separate financial reporting entity, independent of the participating employers and members. Only the net assets and obligations to members eligible to participate in the Plan have been included in these financial statements. These financial statements do not portray the funding requirements of the Plan or the benefit security of the individual plan members.

(b) Fund accounting:

Assets, liabilities, revenues and expenses related to the Plan's capital assets are recorded in the Capital Fund. All other assets, liabilities, revenues and expenses are reported in the Pension Fund.

(c) Investments:

Investments are stated at market value as follows:

(i) Short-term investments:

Short-term investments are valued at cost plus accrued interest, which approximates market value, with maturities up to one year.

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

4. Significant accounting policies (continued):

(ii) Bonds:

Bonds are valued using published market quotations or by a yield-to-maturity calculation where published rates are not available.

Bond pooled fund units are recorded at market values established by the respective fund trustee.

(iii) Mortgages:

Mortgage investments held in mortgage pooled funds are recorded at market values established by the respective fund trustee.

(iv) Equities:

All listed equities traded on recognized exchanges are priced based on the latest price reported by the exchange. If a closing trade price is unavailable, a latest bid price is reflected. If no bid price is available, the most recent trade price is used.

All private equities are valued by the general partner, who in its determination of fair market value considers any legal sale or other liquidity restrictions on the investment. Purchases and sales are recorded on the closing date of the transactions.

(v) Real estate:

Real estate investments held in pooled funds are recorded at market values established by the respective fund trustee. Real estate properties are recorded at market value as established by an annual appraisal conducted by qualified external real estate appraisers. Real estate acquired within the year is recorded at cost, which approximates its market value.

(d) Capital assets:

Capital assets are recorded at cost less accumulated amortization. Repairs and maintenance costs are charged to expense. Betterments which extend the estimated useful life of an asset are capitalized. When a capital asset no longer contributes to the Plan's ability to provide services, its carrying amount is written-down to its residual value. Capital assets, which include computer software, computer hardware, and office equipment, are amortized on a straight-line basis over three years. Amortization expense is reported in the Capital Fund.

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

4. Significant accounting policies (continued):

Computer project in progress will be amortized on a straight-line basis over three years as the projects are completed.

(e) Foreign currency transactions and balances:

Assets and liabilities denominated in foreign currency are translated into Canadian dollars at the exchange rate prevailing at the financial statement date. Revenues and expenses denominated in foreign currencies are translated at the exchange rate prevailing at the transaction date.

(f) Income recognition:

Investment income has been accrued as reported by the issuer of the pooled funds and bonds. Dividend income from publicly traded securities is recorded as of the ex-dividend date. Interest income has been accrued as earned.

(g) Unrealized gains (losses):

The net unrealized gains (losses) for the year are reflected in the statement of changes in net assets.

(h) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

5. Contributions and other receivables:

	2004	2003
Contributions receivable - employer	\$ 2,957,646	\$ 2,030,920
Contributions receivable - employee	2,957,646	2,030,920
Other receivables	777,396	746,241
	<hr/>	<hr/>
	\$ 6,692,688	\$ 4,808,081

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

6. Investments:

	2004	2003
Short-term investments	\$ 84,519,353	\$ 21,781,505
Bonds	709,895,941	674,997,753
Mortgages	291,047,820	180,926,611
Canadian equities	830,564,391	805,910,655
U.S. equities	200,548,797	257,394,165
Global equities	378,780,463	279,808,772
Real estate	68,123,142	80,176,742
	\$ 2,563,479,907	\$ 2,300,996,203

7. Capital assets:

	2004	2003		
	Cost	Accumulated amortization	Net book value	Net book value
Computer software	\$ 1,714,681	\$ 1,511,167	\$ 203,514	\$ 269,494
Computer hardware and office equipment	1,699,781	1,450,161	249,620	300,025
Computer projects in progress	1,842,943	-	1,842,943	609,761
	\$ 5,257,405	\$ 2,961,328	\$ 2,296,077	\$ 1,179,280

In fiscal 2004, \$1,450,453 (2003 - \$1,041,517) was transferred from the Pension Fund to the Capital Fund for the acquisition of capital assets.

8. Investment income:

	2004	2003
Short-term investments	\$ 1,342,275	\$ 1,131,227
Bonds	36,469,081	37,509,920
Mortgage pooled funds	13,158,080	10,764,212
Canadian equities	15,667,221	12,416,563
U.S. equities	3,729,880	3,182,715
Global equities	6,580,462	5,195,399
Real estate	2,151,625	328,271
Security lending income	126,184	154,318
	\$ 79,224,808	\$ 70,682,625

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

9. Interest rate and foreign currency risk:

(a) Bonds and pooled funds - interest rate risk:

	2004		2003	
	Carrying value	Average coupon rate	Carrying value	Average coupon rate
Federal	\$ 156,887,059	5.540%	\$ 143,541,312	5.759%
Federal pooled funds	145,253,267	5.420%	142,692,156	5.700%
	302,140,326	5.482%	286,233,468	5.730%
Provincial/Municipal	101,578,909	6.052%	97,693,221	6.128%
Provincial/Municipal pooled funds	87,139,103	6.450%	80,772,632	6.680%
	188,718,012	6.236%	178,465,853	6.378%
Corporate	123,922,027	5.429%	125,705,888	5.744%
Corporate pooled funds	89,035,528	6.180%	84,592,544	6.520%
	212,957,555	5.743%	210,298,432	6.056%
Global	6,080,048	4.625%	—	—
	\$ 709,895,941		\$ 674,997,753	

Interest rate risk refers to the adverse consequences of interest rate changes on the Plan's cash flows, financial position and income. This risk arises from differences in the timing and amount of cash flows related to the Plan's assets and liabilities. The value of the Plan's assets is affected by short-term changes in nominal interest rates and equity markets.

Pension liabilities are exposed to the long-term expectation of rate of return on investments as well as expectations of inflation and salary escalation. The Plan's primary exposure is to a decline in the long-term rate of return which may result in higher contribution rates required to meet pension obligations.

The Plan has invested approximately 38 percent of its assets in fixed income securities as at December 31, 2004. The returns on fixed income securities are particularly sensitive to changes in nominal interest rates. This is one of the reasons why the actuary smoothes out fluctuations in market values over five years (note 12).

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

9. Interest rate and foreign currency risk (continued):

(b) Bonds - maturity profile:

	2004	2003
Less than one year	\$ 3,424,631	\$ 3,638,263
Two to five years	147,141,415	116,252,335
Two to five years pooled funds	144,738,982	138,976,418
	291,880,397	255,228,753
After five years	237,901,997	247,049,822
After five years pooled funds	176,688,916	169,080,915
	414,590,913	416,130,737
Total carrying value	\$ 709,895,941	\$ 674,997,753

(c) Foreign currency risk:

Foreign currency exposure arises from the Plan holding investments denominated in currencies other than the Canadian dollar. Fluctuations in the relative value of the Canadian dollar against these foreign currencies can result in a positive or a negative effect on the fair value of investments.

10. Net assets transferred:

Effective July 1, 2002 the employees of The Sharon Home (Sharon Home) joined the Healthcare Employees Pension Plan - Manitoba (HEPP). The net assets of those Sharon Home members who chose to transfer their previously accumulated net assets to the Plan were transferred during August 2003.

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

11. Role of the actuary and auditor:

The actuary has been appointed pursuant to the Plan Text and the Trust Agreement. With respect to preparation of financial statements, the actuary is required to carry out a valuation of the Plan's assets and liabilities, which consists of a provision for future obligations of the Plan to the members. The valuation is made in accordance with accepted actuarial practice as well as any other matter specified in any direction that may be made by regulatory authorities, and reported thereon to the Board of Trustees. In performing the valuation of the liabilities, which are by their nature inherently variable, assumptions are made as to the investment rate of return, inflation rates and salary increments in the future, taking into consideration the circumstances of the healthcare employees and the nature of the liabilities. The actuary, in their verification of the management information provided by the Plan used in the valuation, also makes use of the work of the external auditors. The Actuary's Report outlines the scope of their work and opinion.

The external auditors have been appointed by the Board of Trustees to conduct an independent and objective audit of the financial statements of the Plan in accordance with generally accepted auditing standards and report thereon to the Board of Trustees. In carrying out their audit, the auditors also make use of the work of the actuary and their report on the Plan's liabilities. The Auditors' Report outlines the scope of their audit and their opinion.

12. Obligations for pension benefits:

As at December 31, 2004, the date of the most recent actuarial valuation, the actuarial present value of the accrued pension benefits was \$2,528,839,000 (December 31, 2003 - \$2,348,082,000) and the actuarial value of the Plan assets was \$2,533,635,000 (December 31, 2003 - \$2,359,362,000). The unit credit actuarial cost method was used by Towers Perrin, the actuary, to determine the actuarial liability and the required current service contributions.

The assumptions used in determining the actuarial present value of accrued pension benefits are going concern assumptions adopted by the Trustees and were developed by reference to expected long-term market conditions. Three significant long-term actuarial assumptions used in the valuation were:

- (a) the salary escalation rate was assumed to be 3.2 percent for 2005 to 2007 and 4.0 percent thereafter (2003 - 6.1 percent for 2004, 5.0 percent for 2005 and 4 percent thereafter) plus merit and promotion;
- (b) the asset rate of return was assumed to be 6.5 percent (2003 - 6.5 percent); and
- (c) inflation rate was assumed to be 3.0 percent (2003 - 3.0 percent).

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

12. Obligations for pension benefits (continued):

Since there is no intention of extinguishing the pension obligations in the near term, the obligations are calculated by using the going concern actuarial basis. As underlying conditions change over time, going concern assumptions adopted by the Trustees may also change, which could cause a material change in the actuarial value of accrued pension benefits.

Actuarial value of net assets has been determined using the five year moving average market method. Under this method all experience gains and losses are averaged over a five year period.

The actuarial present value of benefits as at December 31, 2004 and December 31, 2003 and the principal components of changes in actuarial present values during the year were as follows:

	December 31, 2004	December 31, 2003
Market value of net assets	\$ 2,592,814,000	\$ 2,319,349,000
Deferred investment gains (losses)	(59,179,000)	40,013,000
Actuarial value of net assets	2,533,635,000	2,359,362,000
Actuarial present value of accrued pension benefits - beginning of period	2,348,082,000	2,143,506,000
Benefits accrued	120,746,000	118,769,000
Benefits paid	(91,049,000)	(80,407,000)
Interest accrued on benefits	153,575,000	140,555,000
Increase in benefits accrued due to data corrections	15,154,000	3,910,000
Effect of actual experience, change in reserves for contribution short-fall and change in actuarial basis	(17,669,000)	21,749,000
Actuarial present value of accrued pension benefits, end of period	2,528,839,000	2,348,082,000
Excess of actuarial value of net assets over actuarial present value of accrued pension benefits	\$ 4,796,000	\$ 11,280,000

The actuarial valuation as at December 31, 2004 indicates an excess of current service costs over expected contributions for the ensuing year of \$5,853,000 (2003 - \$22,882,000). The Board of Trustees requested a contribution rate increase, which has been approved by the settlors (note 14).

HEALTHCARE EMPLOYEES PENSION PLAN - MANITOBA

Notes to Financial Statements (continued)

Year ended December 31, 2004

13. Contingency:

In 2002, the Plan incorrectly calculated the split of pension assets in certain marriage break-ups. The Plan has reviewed all affected calculations and has estimated an outstanding liability to members which is recorded as a liability as of December 31, 2004. The costs associated with any actions to be brought against the Plan regarding these errors are not determinable. Amounts paid by the Plan in the future for legal or actuarial fees related to any future actions will be recorded as incurred.

14. Subsequent event:

Subsequent to year end, the settlors of the Healthcare Employees Pension Plan approved the following increases to the contribution rates:

		January 1 to June 30	July 1 to December 31
2005	Below YMPE	5.0%	6.4%
	Above YMPE	6.6%	8.0%
2006	Below YMPE	6.4%	6.6%
	Above YMPE	8.0%	8.2%
2007	Below YMPE	6.6%	6.8%
	Above YMPE	8.2%	8.4%

15. Statement of cash flows:

A separate statement of cash flows is not presented since the cash flows are readily apparent from the statement of net assets and statement of changes in net assets.

16. Comparative figures:

Certain comparative figures have been reclassified to conform with the financial statement presentation adopted in the current year.