

Financial Statements of

**HEALTHCARE EMPLOYEES BENEFITS
PLAN - MANITOBA - DISABILITY AND
REHABILITATION PLAN**

Year ended December 31, 2003



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AUDITORS' REPORT

To the Board of Trustees of Healthcare Employees Benefits Plan - Manitoba - Disability and Rehabilitation Plan

We have audited the statement of financial position of the Healthcare Employees Benefits Plan - Manitoba - Disability and Rehabilitation Plan as at December 31, 2003 and the statement of changes in fund balances 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 financial position of the Plan as at December 31, 2003 and the changes in its fund balances and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants

Winnipeg, Canada

April 8, 2004



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HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

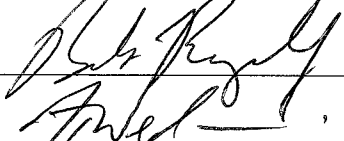
Statement of Financial Position

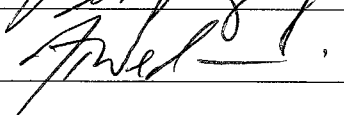
December 31, 2003, with comparative figures for 2002

	2003	2002
Assets		
Cash and short-term deposits	\$ 2,373,111	\$ 5,644,950
Premiums and other receivables	2,748,444	1,803,733
Prepaid expenses	56,371	25,591
Due from Manulife Financial [notes 3(e) and 12]	293,030	1,278,025
Capital assets (note 4)	79,811	-
Investments	50,507,842	35,705,057
	\$ 56,058,609	\$ 44,457,356
Liabilities and Fund Balances		
Premiums payable and accrued liabilities	\$ 715,774	\$ 708,126
Due to Healthcare Employees Pension Plan - Manitoba (note 8)	226,799	68,842
Reserves for:		
IBNR (note 7)	10,269,329	11,788,839
Disabled lives (note 7)	48,737,140	40,853,404
	59,006,469	52,642,243
	59,949,042	53,419,211
Fund balances:		
Capital fund	79,811	-
Unrestricted fund (note 5)	(3,970,244)	(8,961,855)
	(3,890,433)	(8,961,855)
Continuity of operations (note 2)		
	\$ 56,058,609	\$ 44,457,356

See accompanying notes to financial statements.

On behalf of the Board of Trustees:


 _____ Trustee


 _____ Trustee

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Statement of Changes in Fund Balances

Year ended December 31, 2003, with comparative figures for 2002

	2003	2002
Increases:		
Premiums	\$ 20,305,350	\$ 17,256,171
Investment income	2,942,617	3,364,901
	23,247,967	20,621,072
Decreases:		
Claims incurred	9,282,283	9,917,774
Administrative - HEBP (note 8)	2,306,132	1,438,367
Administrative - Manulife Financial	223,904	892,265
	11,812,319	12,248,406
Net increase before the undernoted	11,435,648	8,372,666
Gain on assumption of net deficit by Manulife (note 12)	-	4,119,993
Appropriations from (to) reserves for:		
IBNR	1,519,510	(8,982,972)
Disabled lives	(7,883,736)	(10,435,561)
Transfer to unrestricted deposit	-	(1,800,000)
	(6,364,226)	(21,218,533)
Net increase (decrease)	5,071,422	(8,725,874)
Fund balances, beginning of year	(8,961,855)	(235,981)
Fund balances, end of year	\$ (3,890,433)	\$ (8,961,855)
Capital fund		
Unrestricted fund	\$ 79,811	\$ -
	(3,970,244)	(8,961,855)
Fund balances, end of year	\$ (3,890,433)	\$ (8,961,855)

See accompanying notes to financial statements.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements

Year ended December 31, 2003

1. General:

The Healthcare Employees Benefits Plan - Manitoba ("HEBP") is a jointly trusteeed, not-for-profit organization which includes the disability and rehabilitation plan ("the Plan") for healthcare employees in Manitoba.

The Plan is registered as a health and welfare trust under the *Income Tax Act*.

The disability and rehabilitation plan was established on October 1, 1988 to administer the long-term disability plan for employees of participating healthcare facilities of Manitoba. The employers' share of the Plan was insured with Manulife until May 31, 2002 ("Insured Plan"). The employees' share of the Plan is self-insured, but administered by Manulife Financial ("Manulife") on an Administrative Services Only ("ASO Plan") basis. Claims adjudication for the Plan was provided by Manulife until May 31, 2002. Claims with disability dates on or after June 1, 2002 are self-administered and self-insured.

2. Continuity of operations:

These financial statements have been prepared on a going concern basis in accordance with Canadian generally accepted accounting principles. As at December 31, 2003, the Plan has an accumulated negative fund balance of \$3,970,244. In order to address this financial position, the Plan decreased benefits to members and increased contribution rates from members and their employers effective April 1, 2003. If the Plan is not able to generate sufficient additional premiums or reduce benefits, it may not be able to continue as a going concern and realize its assets and pay its liabilities as they fall due.

3. 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 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 Unrestricted Fund.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2003

3. Significant accounting policies (continued):

(c) Investments:

Investments are recorded at market value.

(d) Investment income:

Investment income includes interest and dividend income as well as realized and unrealized gains and losses on investments during the year.

(e) Due from Manulife Financial:

Due from Manulife Financial represents the ASO Plan surplus of \$293,030. At May 31, 2002, the Trustees terminated the insured arrangement with Manulife Financial (note 12).

Due to the termination of the Insured Plan with Manulife Financial at May 31, 2002, no reserves for the fully insured portion of the plan are required at December 31, 2003. Manulife Financial holds reserves to fund this terminated plan until the release of all related liabilities.

(f) 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 projects in progress, will be amortized on a straight-line basis over three years as the projects are completed. Amortization expense will be reported in the Capital Fund.

(g) Premiums:

Premiums recorded in the statement of changes in fund balances include the employees' and employers' share of the premiums required for the disability coverage.

(h) Measurement uncertainty:

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 increases and decreases in fund balances, and appropriations from (to) reserves during the year. Actual results could differ from those estimates.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2003

4. Capital assets:

			2003	2002
	Cost	Accumulated amortization	Net book value	Net book value
Computer projects in progress	\$ 79,811	\$ -	\$ 79,811	\$ -

5. Unrestricted fund:

The unrestricted fund balance represents the excess of claims and expenses over premiums and investment income since the inception of the Plan.

6. Role of the actuary:

The actuary has been appointed pursuant to the Trust Agreement. With respect to preparation of financial statements, the actuary is engaged to carry out an estimation of the Plan's IBNR and disabled lives reserves, which consist of provisions for future obligations to the members. The estimation is made in accordance with accepted actuarial practice and reported thereon to the Board of Trustees. In performing the estimation of the liabilities, which are by their nature inherently variable, assumptions are made as to future claims, members' ages, benefit amounts, rates of recovery and interest rates.

7. Reserves:

(a) Incurred but not reported ("IBNR"):

This reserve is maintained to pay those claims which have been incurred but not reported at the date of the financial statements. This reserve is calculated as the estimated claims cost for six months.

(b) Disabled lives:

This reserve is calculated annually by an external actuary, Watson Wyatt, under each plan for every disabled member receiving benefits. It reflects the liability for future benefit payments and is developed on the basis of the member's age, benefit amount and normal rates of recovery and an assumed interest rate of 4.4%.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2003

7. Reserves (continued):

(c) Measurement uncertainty:

These reserves represent estimates for the full amount of all claims costs and the projected final settlements of claims incurred to the year end date. These reserves are calculated taking into account the time value of money plus explicit provisions for adverse deviations. These estimates of future loss activity are necessarily subject to uncertainty and are selected from a wide range of possible outcomes. These reserves are adjusted up or down as additional information affecting the estimated amounts becomes known during the course of claims settlement. All changes in estimates are recorded as changes to the provisions in the current year.

8. Related party transactions:

HEBP and the Healthcare Employee's Pension Plan - Manitoba ("HEPP") 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.

9. Assets earning investment income:

	2003	2003
Cash and short-term deposits	\$ 2,373,111	\$ 5,644,950
Investments	50,507,842	35,705,057
Due from Manulife Financial	293,030	1,278,025
	<u>\$ 53,173,983</u>	<u>\$ 42,628,032</u>

Investments are held in bond pooled funds which earned interest at 6.5% (2002 - 7.5%). Interest is earned on the due from Manulife Financial as follows: Unrestricted deposit account balance at the 1-year GIC rate less .5% and on cash flows at 90-day T-bill rate less .5%.

10. Underlying risks:

(a) Interest rate risk:

Interest rate risk refers to the adverse consequences of interest rate changes on the Plan's cash flows, financial position, and income. The 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.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2003

10. Underlying risks (continued):

IBNR and disabled lives reserves are exposed to the long-term expectation of interest rates. The Plan's primary exposure is to a decline in long-term interest rates which may result in higher contribution rates required to meet benefit obligations.

The Plan has invested substantially all of its assets in fixed income securities as at December 31, 2003. The returns on fixed income securities are particularly sensitive to changes in nominal interest rates.

(b) Investment risk:

Investment risk arises from the potential for an investee to fail or to default on its contractual obligations to the Plan. The disability and rehabilitation plan manages investment risk by a diversified policy of investing in bonds through bond pooled funds.

(c) Claims and premiums risk:

The nature of the unpaid claims is such that the establishment of reserves is based on known facts and interpretation of circumstances, on a case by case basis, and is therefore a complex and dynamic process influenced by a variety of factors.

Consequently, the establishment of reserves and premium rates relies on the judgment and opinions of a number of professionals, on historical precedent and trends, on prevailing legal, economic, social and regulatory trends and on expectations as to future developments. The process of determining premium rates and reserves necessarily involves risks that the actual results will deviate, perhaps substantially, from the best estimates made.

11. Fair value:

The carrying amount of certain financial assets and liabilities are a reasonable estimate of the fair values because of the short maturity of those instruments. Those short-term financial assets are comprised of cash and short-term deposits, premiums and other receivables and due from Manulife. Short-term financial liabilities are comprised of premiums payable and accrued liabilities and due to Healthcare Employees Pension Plan - Manitoba.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2003

11. Fair value (continued):

Other financial assets and liabilities are comprised of investments (note 9) and the reserves. Since there is no intention of extinguishing the obligations for disability payments in the near term, the fair value is best approximated by using the same actuarial basis as for the establishment of these reserves. As underlying conditions change over time, management's best estimate assumptions may also change, which could cause a material change in the actuarial present values of these accrued benefits and related funding receivables.

12. Disposal of insured assets and liabilities:

Based on a Memorandum of Settlement (the "Agreement") between Manulife Financial and the Plan dated March 14, 2003, the Insured Plan was terminated. Manulife Financial remains responsible for all obligations relating to claims for disabilities that occurred on or before May 31, 2002, while claims with disability dates on or after June 1, 2002 are self-administered and self-insured by the Plan.

As of January 1, 2002, Manulife Financial held an unrestricted deposit account ("UDA") balance of \$3,672,482 on behalf of the Plan. In accordance with the terms and conditions of the Agreement, Manulife Financial paid the Plan \$756,988 on August 28, 2002 as a partial refund of the UDA balance. In addition, in order to fully settle any claims that Manulife Financial may have had in respect of the 2001 deficit and 2002 increased premiums payable for the Insured Plan, the Plan paid Manulife Financial the amount of \$1,800,000 on September 27, 2002 through a transfer from the UDA balance. As a consequence of the \$1,800,000 payment, the Plan has no further financial obligation to Manulife Financial in respect of any premiums or deficits under the Insured Plan.

	Receivable	Experience loss	UDA	Insured Plan IBNR	Insured Plan Disabled Lives	Gain on assumption of underwriting loss
Balance at December 31, 2001	\$ 37,171,637	\$ (1,996,762)	\$ (3,672,482)	\$ (3,795,167)	\$ (29,703,988)	\$ 1,996,762
Net increase in reserves to May 31, 2002	2,642,369	-	-	(114,767)	(2,527,602)	-
Payment to Plan by Manulife	(756,988)	-	756,988	-	-	-
Payment to Manulife from UDA	(1,800,000)	-	1,800,000	-	-	-
Interest earned	23,796	-	(23,796)	-	-	-
Underwriting loss Assumed by Manulife	(36,141,524)	(2,123,231)	-	3,909,934	32,231,590	2,123,231
Balance at December 31, 2002	\$ 1,139,290	\$ (4,119,993)	\$ 1,139,290	\$ -	\$ -	\$ 4,119,993

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2003

12. Disposal of insured assets and liabilities (continued):

The UDA balance at December 31, 2002 of \$1,139,290 is included in the due from Manulife Financial balance on the statement of net assets. Manulife Financial repaid the UDA balance in full to the Plan on April 11, 2003. The due from Manulife Financial balance at December 31, 2003 of \$293,030 represents the ASO Plan surplus.

Manulife Financial is to provide the Plan with terminal accounting in respect of the Insured Plan for the seven year period from June 1, 2002 to May 31, 2009. The deficit of the Insured Plan as at May 31, 2002 will be carried over as the opening balance for the terminal accounting period, with the \$1,800,000 payment applied as a premium payment in the terminal accounting period. Any surplus generated during the terminal accounting period will first be applied to the deficit carried forward from May 31, 2002 and any other deficits arising during the terminal accounting period. Manulife Financial is obliged to pay the Plan any remaining surplus at the end of the terminal accounting period within 60 days thereof, together with interest from May 31, 2009 to the date of payment. Should the Insured Plan generate a deficit during the terminal accounting period or generate a surplus that is insufficient to eliminate the deficit existing as of May 31, 2002, no further amounts shall be owing or paid by the Plan in respect of any deficit existing at the end of the terminal accounting period.

13. Statement of cash flows:

A separate statement of cash flows is not presented since the cash flows are readily apparent from the statement of financial position and statement of changes in fund balances.