

Financial Statements of

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

Year ended December 31, 2009



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 Healthcare Employees Benefits Plan - Manitoba - Disability and Rehabilitation Plan

We have audited the statement of net assets of the Healthcare Employees Benefits Plan - Manitoba - Disability and Rehabilitation Plan as at December 31, 2009 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, 2009 and the changes in its net assets for the year then ended in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

Winnipeg, Canada

May 28, 2010

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

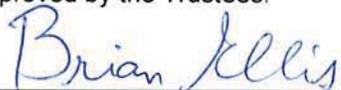
Statement of Net Assets

December 31, 2009, with comparative figures for 2008

	2009	2008
Assets		
Cash	\$ 7,393,190	\$ 5,757,467
Premiums and other receivables	2,468,335	2,251,262
Prepaid expenses	45,249	33,289
Due from Manulife Financial (note 4)	86,271	101,464
Capital assets (note 5)	480,426	84,377
Investments (note 6)	127,176,524	113,214,296
	<u>\$ 137,649,995</u>	<u>\$ 121,442,155</u>
Liabilities and Net Assets		
Premiums payable and accrued liabilities	\$ 911,649	\$ 777,731
Due to Healthcare Employees Pension Plan - Manitoba (note 10)	168,507	179,826
Obligations for (note 8):		
IBNR	17,980,000	15,171,000
Disabled lives	73,997,000	66,032,000
	<u>91,977,000</u>	<u>81,203,000</u>
	93,057,156	82,160,557
Net assets represented by:		
Capital fund	480,426	84,377
Internally restricted fund (note 9)	16,000,000	10,000,000
Unrestricted fund	28,112,413	29,197,221
	<u>44,592,839</u>	<u>39,281,598</u>
Commitment (note 12)		
	<u>\$ 137,649,995</u>	<u>\$ 121,442,155</u>

See accompanying notes to financial statements.

Approved by the Trustees:



Chair



Vice-Chair

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Statement of Changes in Net Assets

Year ended December 31, 2009, with comparative figures for 2008

	2009	2008
Increases:		
Premiums	\$ 33,643,586	\$ 30,848,731
Investment income	7,005,768	7,371,344
	40,649,354	38,220,075
Decreases:		
Claims incurred	19,660,725	16,293,373
Claim - related expenses	848,089	701,515
Amortization of capital assets	117,661	319,524
Administrative - HEBP (note 10)	3,878,988	4,371,306
Administrative - Manulife Financial	58,650	77,163
	24,564,113	21,762,881
Net increase prior to changes in obligations	16,085,241	16,457,194
Changes in obligations for:		
IBNR	(2,809,000)	(3,591,000)
Disabled lives	(7,965,000)	(12,815,000)
	(10,774,000)	(16,406,000)
Increase in net assets	\$ 5,311,241	\$ 51,194

	Unrestricted Fund	Internally Restricted Fund	Capital Fund	2009 Total	2008 Total
Net assets, beginning of year	\$ 29,197,221	\$ 10,000,000	\$ 84,377	\$ 39,281,598	\$ 39,230,404
Increase (decrease) in net assets	5,428,902	-	(117,661)	5,311,241	51,194
Transfer for internally restricted (note 9)	(6,000,000)	6,000,000	-	-	-
Transfer for capital assets (note 5)	(513,710)	-	513,710	-	-
Net assets, end of year	\$ 28,112,413	\$ 16,000,000	\$ 480,426	\$ 44,592,839	\$ 39,281,598

See accompanying notes to financial statements.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements

Year ended December 31, 2009

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* and is not subject to income taxes.

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 employees' share of the Plan was insured with Manulife Financial for claims with disability dates on or before May 31, 2002 (Insured Plan). The employers' share of the Plan was self-insured for claims with disability dates on or before May 31, 2002, but administered by Manulife Financial on an Administrative Services Only (ASO Plan) basis. Claims adjudication for the Plan is provided by Manulife Financial for claims with disability dates on or before May 31, 2002. Claims with disability dates on or after June 1, 2002 are self-administered and self-insured.

2. 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. The Internally Restricted Fund represents amounts restricted by the Board of Trustees for the stabilization reserve consisting of the claims fluctuation reserve, operational risk reduction reserve and investment reserve. All other assets, liabilities, revenues and expenses are reported in the Unrestricted Fund.

(c) Investments:

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

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2009

2. Significant accounting policies (continued):

(d) Investment income:

Investment income includes interest and dividend income as well as realized and unrealized gains and losses on investments during the year. Interest income has been accrued as reported by the issuer of the pooled funds.

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

(f) Premiums:

Premiums recorded in the statement of changes in net assets include the employees' and employers' share of the premiums required for the disability coverage. Premiums are recorded on an accrual basis.

(g) Transaction costs:

Transaction costs are incremental costs directly attributable to the acquisition, issue or disposal of a financial asset or financial liability. Transaction costs incurred are expensed and included in investment income.

(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 increases and decreases in net assets 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, 2009

3. Change in accounting policy:

Financial Instruments - Disclosures:

Effective January 1, 2009, the Plan adopted the amendments to Canadian Institute of Chartered Accountants (CICA) Section 3862, *Financial Instruments - Disclosures* which provides for the comprehensive disclosure of financial instruments. Amendments to this standard require all financial instruments measured at fair value to be classified into one of three levels, depending on the inputs used for valuation. The hierarchy of inputs is summarized below:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Changes in valuation methods may result in transfers into or out of an investment's assigned level.

The enhanced disclosures with respect to these amendments are included in note 11 (e) to the financial statements.

Credit Risk and the Fair Value of Financial Assets and Liabilities:

In January 2009, the Emerging Issue Committee (EIC) of the CICA issued EIC-173, *Credit Risk and the Fair Value of Financial Assets and Liabilities*, which clarifies that an entity's own credit risk and the credit risk of the counterparty should be taken into account in determining the fair value of financial assets and liabilities, including derivative instruments. EIC-173 is applied retrospectively without adjustment of prior periods in annual financial statements for periods ending on or after January 20, 2009. The Plan adopted this recommendation in its fair value determination effective January 1, 2009. The adoption of this guideline did not impact the Plan's changes in net assets or net assets.

4. Due from Manulife Financial:

Due from Manulife Financial represents the ASO Plan surplus of \$45,249 (2008 - \$101,464). At May 31, 2002, the Trustees terminated the insured arrangement with Manulife Financial for claims with disability dates on or after June 1, 2002. Manulife Financial holds reserves to fund the fully insured portion of the claims with disability dates on or before May 31, 2002 until the release of all related liabilities.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2009

4. Due from Manulife Financial (continued):

Interest is earned on the due from Manulife Financial as follows: Unrestricted deposit account balance at the 1-year GIC rate less .5 percent and on cash flows at 90-day T-bill rate less .5 percent.

Manulife Financial is to provide the Plan with terminal accounting in respect of the Insured Plan for the twelve year period from June 1, 2002 to May 31, 2014. 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, 2014 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.

5. Capital assets:

			2009	2008
	Cost	Accumulated amortization	Net book value	Net book value
Computer projects	\$ 1,255,419	\$ 1,044,468	\$ 210,951	\$ 84,377
Work in progress	269,475	–	269,475	–
	\$ 4,524,894	\$ 1,044,468	\$ 480,426	\$ 84,377

In fiscal 2009, \$513,710 (2008 - \$78,542) was transferred from the Unrestricted Fund to the Capital Fund for the computer projects.

6. Investments:

	2009	2008
Bond pooled funds	\$ 127,176,524	\$ 113,214,296

Investments are held in bond pooled funds which earned a return of 6.2 percent (2008 - 7.0 percent).

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2009

7. Role of the actuary:

The actuary has been appointed pursuant to the Trust Agreement. With respect to the preparation of financial statements, the actuary has been engaged to carry out an estimation of the Plan's obligations for IBNR and disabled lives 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.

8. Obligations for:

(a) Incurred but not reported (IBNR):

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

(b) Disabled lives:

This obligation is calculated annually by an independent actuary 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 3.07 percent (2008 - 3.44 percent).

9. Internally restricted:

The Board of Trustees has approved the establishment of a stabilization reserve consisting of the claims fluctuation reserve, operational risk reduction reserve, and investment reserve. The claims fluctuation reserve has been established at an amount equal to 10 percent of the current year's premiums and is fully funded. The operational risk reduction reserve has been established at an amount equal to 10 percent of the current year's premiums. The investment reserve has been established at an amount equal to 10 percent of the current year's disabled life reserve plus IBNR.

10. Related party transactions:

HEBP and the Healthcare Employees 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. The balance due to HEPP is non-interest bearing, and has no fixed terms of repayment.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2009

11. Risk management and fair value:

(a) Market risk:

(i) Interest rate risk:

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. The Plan's fixed income investments are exposed to the risk that the value of interest-bearing investments will fluctuate due to changes in the level of market interest rates. The Plan's exposure to interest rate risk is concentrated in its investment in the bond pooled funds. To properly manage the Plan's interest rate risk, appropriate guidelines on the weighting and duration for fixed income investments are set and monitored.

The remaining terms to contractual maturity of fixed income investments at December 31 are as follows:

	2009	2008
Less than one year	\$ 3,934,931	\$ 3,011,500
One to five years	53,634,792	49,791,648
After five years	69,606,801	60,411,148
Total market value	\$ 127,176,524	\$ 113,214,296

As at December 31, 2009, if the prevailing interest rates were raised or lowered by 100 basis points, with all other factors held constant, net assets would likely have decreased or increased, respectively, by approximately \$8,305,000. The Plan's interest rate sensitivity was determined based on portfolio weighted duration.

(ii) Foreign currency risk:

Foreign currency exposure arises from the Plan's investment in the bond pooled funds, which hold investments denominated in U.S. currency. Fluctuations in the relative value of the Canadian dollar against this currency can result in a positive or negative effect on the fair value of investments. The Plan's foreign currency risk is monitored by the investment manager on a quarterly basis.

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2009

11. Risk management and fair value (continued):

(ii) Foreign currency risk (continued):

The Plan's exposure in investments to foreign currencies to Canadian dollars is shown below:

As at December 31, 2009	Actual currency exposure	%
Canadian	\$ 122,216,640	96.1
US dollar	4,959,884	3.9
	\$ 127,716,524	100.0

A 10 percent increase or decrease in exchange rates, with all other variables held constant, would result in a charge in unrealized gains (losses) of approximately \$496,000.

(iii) Other price risk:

The Plan believes it is not exposed to any other price risk in relation to the Plan's financial instruments.

(b) Credit risk:

The Plan is exposed to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due or requested. The Plan's greatest concentration of credit risk is in its fixed income securities. The fair value of the fixed income securities includes consideration of the creditworthiness of the debt issuer. All transactions in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as payment is made on a purchase once the securities have been received from the broker. For sales transactions, the securities are released once the broker has made payment.

The breakdown of the Plan's bond pooled funds by credit ratings from various rating agencies is presented below:

Credit rating	2009 Market value		2008 Market value	
AAA	\$ 53,414,140	42.0%	\$ 47,210,361	41.7%
AA	30,140,836	23.7%	29,096,074	25.7%
A	37,389,898	29.4%	34,303,932	30.3%
BBB	5,468,591	4.3%	1,924,643	1.7%
Short-term investments	763,059	0.6%	679,286	0.6%
	\$ 127,176,524	100%	\$ 113,214,296	100%

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2009

11. Risk management and fair value (continued):

(b) Credit risk (continued):

Credit risk associated with premiums and other receivables is minimized due to their nature. Premiums are collected from participating members through the payroll process. In 2009, a provision for doubtful premiums and other receivables of \$180,000 (2008 - nil) has been recorded.

(c) Liquidity risk:

Liquidity risk is the possibility that investments of the Plan cannot be readily converted into cash when required. The Plan may be subject to liquidity constraints because of insufficient volume in the markets for the securities of the Plan or other securities may be subject to legal or contractual restrictions on their resale. Liquidity risk is managed by investing the majority of the Plan's assets in investments that are traded in an active market and can be readily disposed. The Plan's premiums payable and accrued liabilities and due to HEPP balances have contracted maturities of less than one year.

(d) Claims and premiums risk:

The nature of the unpaid claims is such that the establishment of obligations 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 obligations 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.

(e) Fair value:

The fair value of the financial assets and liabilities of the Plan approximates their carrying value due to their short-term nature (except investments which are stated at market value, note 6).

HEALTHCARE EMPLOYEES BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Notes to Financial Statements (continued)

Year ended December 31, 2009

11. Risk management and fair value (continued):

The Plan's assets which are recorded at fair value have been categorized into three levels in accordance with the amendments to CICA Section 3862 (note 3). The following is a summary of the inputs used as of December 31, 2009 in valuing the Plan's investments:

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Cash	\$ 7,393,190	\$ -	\$ -	\$ 7,393,190
Bond pooled funds	-	127,176,524	-	127,176,524
	\$ 7,393,190	\$ 127,176,524	\$ -	\$ 134,569,714

At December 31, 2009, there were no transfers between Level 1 and Level 2.

12. Commitment:

The Plan leases office space under various operating leases with varying expiry dates up to December 31, 2015. The Plan's allocation of annual lease payments to expiry is as follows:

2010	\$ 97,000
2011	110,000
2012	110,000
2013	109,000
2014	106,000
Thereafter	107,000
	\$ 639,000