

Consolidated Financial Statements

Toronto Hydro Corporation

MARCH 31, 2005

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Toronto Hydro Corporation

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Contents	Page
Interim Consolidated Balance Sheet	1
Interim Consolidated Statement of Retained Earnings	2
Interim Consolidated Statement of Income	3
Interim Consolidated Statement of Cash Flows	4
Notes to Interim Consolidated Financial Statements	5

Toronto Hydro Corporation

INTERIM CONSOLIDATED BALANCE SHEET

[in thousands of dollars, unaudited]

	As at March 31, 2005 \$	As at December 31, 2004 \$
ASSETS		
Current		
Cash and cash equivalents	336,717	386,625
Accounts receivable, net of allowance for doubtful accounts [notes 3[a] and 5]	237,362	183,579
Unbilled revenue	226,904	246,122
Inventories	20,633	19,908
Prepaid expenses	2,206	2,213
Electricity mark-to-market assets [note 12]	33,830	26,799
Future income tax assets	7,434	6,698
Total current assets	865,086	871,944
Property, plant and equipment, net	1,538,471	1,547,557
Intangible assets, net	44,664	47,841
Regulatory assets [notes 3[a] and 6]	71,079	71,003
Electricity mark-to-market assets, long-term [note 12]	13,826	22,313
Future income tax assets, long-term	20,380	22,325
Other assets	7,454	5,871
Total assets	2,560,960	2,588,854
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current		
Accounts payable and accrued liabilities [note 5]	356,489	330,797
Current portion of other long-term liabilities	16,795	16,861
Current portion of promissory note payable [note 8]	330,000	330,000
Electricity mark-to-market liabilities [note 12]	15,757	14,298
Future income tax liabilities	12,219	9,680
Total current liabilities	731,260	701,636
Long-term liabilities		
Long-term debentures [note 8]	225,000	225,000
Promissory note payable [note 8]	650,231	650,231
Post-employment benefits [note 9]	119,793	118,117
Customers' advance deposits and other deposits	20,235	45,967
Asset retirement obligations [note 10]	4,279	4,274
Electricity mark-to-market liabilities, long-term [note 12]	2,915	7,118
Future income tax liabilities, long-term	5,425	8,497
Other long-term liabilities	8,564	6,592
Total long-term liabilities	1,036,442	1,065,796
Total liabilities	1,767,702	1,767,432
Commitments and contingencies [notes 10, 12, 13 and 15]		
Shareholder's equity		
Share capital [note 11]	567,817	567,817
Retained earnings	225,441	253,605
Total shareholder's equity	793,258	821,422
Total liabilities and shareholder's equity	2,560,960	2,588,854

Toronto Hydro Corporation

INTERIM CONSOLIDATED STATEMENT OF RETAINED EARNINGS

[in thousands of dollars, unaudited]

	Three months ended	
	March 31,	
	2005	2004
	\$	\$
		<i>[restated]</i>
Retained earnings, beginning of period	253,605	205,458
Net income for the period	20,836	24,269
Dividends <i>[notes 11 and 20]</i>	(49,000)	(29,200)
Retained earnings, end of period	225,441	200,527

Toronto Hydro Corporation

INTERIM CONSOLIDATED STATEMENT OF INCOME

[in thousands of dollars, except for per share amounts, unaudited]

	Three months ended March 31,	
	2005	2004
	\$	\$
		<i>[restated]</i>
Revenues <i>[note 12]</i>	612,826	598,220
Costs		
Purchased power and other	478,171	463,284
Operating expenses	45,919	44,337
Depreciation and amortization	34,510	33,372
	558,600	540,993
Income before interest and provision for payments in lieu of corporate taxes	54,226	57,227
Interest income	3,404	3,123
Interest expense		
Long-term debt <i>[note 8]</i>	(20,101)	(20,101)
Other interest	(636)	(690)
Income before provision for payments in lieu of corporate taxes	36,893	39,559
Provision for payments in lieu of corporate taxes <i>[note 14]</i>	16,057	15,290
Net income for the period	20,836	24,269
Basic and fully diluted net income per share <i>[note 16]</i>	20,836	24,269

Toronto Hydro Corporation

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

[in thousands of dollars, unaudited]

	Three months ended March 31,	
	2005	2004
	\$	\$
		<i>[restated]</i>
OPERATING ACTIVITIES		
Net income for the period	20,836	24,269
Adjustments for non-cash items		
Depreciation and amortization	34,510	33,372
Net change in other assets and liabilities	(204)	305
Electricity mark-to-market assets and liabilities <i>[note 12]</i>	(1,288)	(795)
Post-employment benefits <i>[note 9]</i>	1,676	1,481
Future income taxes	676	(300)
Gain on disposal of property, plant and equipment	(5)	(180)
Changes in non-cash working capital balances		
Increase in accounts receivable	(53,783)	(19,641)
Decrease in unbilled revenue	19,218	18,405
Decrease (increase) in inventories	(725)	79
Decrease (increase) in prepaid expenses	7	(105)
Increase (decrease) in accounts payable and accrued liabilities	25,692	(55,211)
Increase in current portion of other long-term liabilities	441	416
Net cash provided by operating activities	47,051	2,095
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(21,033)	(26,885)
Purchase of intangible assets	(617)	(567)
Decrease (increase) in regulatory assets <i>[note 6]</i>	(76)	1,691
Proceeds on disposal of property, plant and equipment	5	214
Net cash used in investing activities	(21,721)	(25,547)
FINANCING ACTIVITIES		
Increase (decrease) in customers' advance deposits	(25,731)	931
Repayment of capital lease liability	(507)	(478)
Dividends paid <i>[note 11]</i>	(49,000)	(29,200)
Net cash used in financing activities	(75,238)	(28,747)
Net decrease in cash and cash equivalents during the period	(49,908)	(52,199)
Cash and cash equivalents, beginning of period	386,625	297,671
Cash and cash equivalents, end of period	336,717	245,472
Supplementary cash flow information		
Total interest paid	17,130	17,085
Payments in lieu of corporate taxes	33,791	36,924

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

1. BASIS OF PRESENTATION

These unaudited interim consolidated financial statements of Toronto Hydro Corporation [the "Corporation"] have been prepared in accordance with Canadian generally accepted accounting principles ["GAAP"] with respect to the preparation of interim financial information. Accordingly, the disclosures in these statements do not conform in all respects to the requirements of Canadian GAAP for annual consolidated financial statements. These statements follow the same accounting policies and methods of application as the audited consolidated financial statements for the year ended December 31, 2004, except as disclosed in note 3, and should be read in conjunction with those statements.

2. REGULATION

In April 1999, the government of Ontario initiated a restructuring of Ontario's electricity industry. The restructuring was intended, among other things, to facilitate competition in the generation and sale of electricity, to protect the interests of consumers with respect to prices and the reliability and quality of electricity service and to promote economic efficiency in the generation, transmission and distribution of electricity.

Open Access

On May 1, 2002, the Province of Ontario opened Ontario's wholesale and retail markets to competition by providing generators, retailers and consumers with open access to Ontario's transmission and distribution network ["Open Access"].

Since the commencement of Open Access, Toronto Hydro-Electric System Limited ["LDC"] and other electricity distributors have been purchasing their electricity requirements from the wholesale market administered by the Independent Electricity System Operator [the "IESO"] and recovering the cost of electricity and certain other costs at a later date in accordance with procedures mandated by the Ontario Energy Board [the "OEB"].

The OEB has regulatory oversight of electricity matters in the Province of Ontario. The *Ontario Energy Board Act, 1998* sets out the OEB's authority to issue a distribution licence which must be obtained by owners or operators of a distribution system in Ontario. The OEB prescribes licence requirements and conditions including, among other things, specified accounting records, regulatory accounting principles, separation of accounts for separate businesses and filing/process requirements for rate-setting purposes.

The OEB's authority and responsibilities include the power to approve and fix rates for the transmission and distribution of electricity, the power to provide continued rate protection for rural and remote electricity customers and the responsibility for ensuring that electricity distribution companies fulfill obligations to connect and service customers.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

Price protection and rate caps

During the summer of 2002, Ontario experienced higher than expected electricity prices due to prolonged periods of unseasonably hot and humid weather and unanticipated shortages of Ontario-based generation capacity. In December 2002, the Province passed Bill 210 which, among other things:

- [a] fixed the price of electricity payable by consumers of electricity who annually utilize less than 250,000 kWh ["Low Volume Consumers"] and consumers comprised principally of municipalities, universities, schools, hospitals, charities, health and community service organizations, consumers with a demand of 50 kW or less and multi-unit residential buildings ["Designated Consumers"] at 4.3¢ per kWh (retroactive to May 1, 2002);
- [b] capped distribution rates at current levels and deferred rate increases and certain cost recoveries by electricity distributors (including scheduled third adjustment for market-based rate of return); and
- [c] deemed certain costs and variance account balances of distributors to be "regulatory assets" which are required to be reflected in a distributor's balance sheet until the manner and timing of disposition is determined by the OEB.

In November 2003, the Province:

- [a] announced its intention to increase (effective April 1, 2004) the price of electricity payable by Low Volume Consumers and Designated Consumers from 4.3¢ to 4.7¢ per kWh on the first 750 kWh consumed during a month and 5.5¢ per kWh thereafter;
- [b] directed the OEB to develop new pricing mechanisms (to take effect no later than May 1, 2005) for setting the price of electricity payable by Low Volume Consumers and Designated Consumers; and
- [c] announced initiatives with respect to the recovery of regulatory assets and the third distribution rate adjustment to achieve a market-based rate of return.

In March 2005, the OEB announced a Regulated Price Plan ["RPP"] for Low Volume Consumers and Designated Consumers, where stable, predictable prices for electricity would over time reflect and recover the true cost of its production. Beginning April 1, 2005 the RPP price for electricity will be 5.0¢ per kWh on the first 750 kWh consumed during a month and 5.8¢ per kWh thereafter.

During the period that the price protection is in effect, it is expected that electricity distributors and retailers will be compensated by the Ontario Electricity Financial Corporation:

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

- [a] in the case of electricity distributors, for amounts by which the purchase price of the electricity purchased by them in the IESO-administered wholesale market on behalf of Low Volume Consumers and Designated Consumers is greater than the fixed price per kWh charged to customers; and
- [b] in the case of electricity retailers, for amounts by which the retail contract price agreed to between retailers and Low Volume Consumers and Designated Consumers is greater than the fixed price per kWh charged to customers.

Market-based rate of return

Before the introduction of rate caps in December 2002, the OEB had authorized electricity distributors to adjust their distribution rates to incorporate a market-based rate of return. The adjustment was being phased in over three adjustment periods (2001, 2002 and 2003) to lessen the rate impact on customers. Effective on each of December 1, 2000 and March 1, 2002, the OEB authorized LDC to increase its distribution rates to allow for the recovery of additional annual revenue of \$39.8 million.

In March 2005, LDC received approval from the OEB to increase distribution rates to recover \$39.8 million, representing the third adjustment necessary to achieve a market-based rate of return. The rate increase is effective as of April 1, 2005 and is subject to a financial commitment by LDC to invest \$39.8 million in conservation and demand management activities over the next three years.

Regulatory assets

Under Bill 210, electricity distributors are required to reflect certain prescribed costs on their balance sheets until the manner and timing of disposition is determined by the OEB. These costs are:

- [a] transition costs resulting from the ramp-up to Open Access;
- [b] variances between the cost of electricity purchased by LDC from Ontario Power Generation Inc. ["OPG"] and the revenue that LDC was permitted to receive for electricity supplied by it to customers during the period January 1, 2001 to April 30, 2002; and
- [c] variances between amounts charged by LDC to customers (based on regulated rates) and the corresponding cost of non-competitive electricity service incurred by it in the wholesale market administered by the IESO.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

In November 2003, the OEB announced its intention to permit electricity distributors to make rate applications to the OEB with respect to the recovery of regulatory assets. The recoveries are being phased in over a four-year period which commenced in March 2004.

In September 2004, a public hearing was held to review LDC's regulatory assets for prudence to make a final determination of the amounts to be recovered. In December 2004, the OEB approved the recovery of the remaining regulatory assets as at December 31, 2003. In March 2005, the OEB approved LDC's rate application for the recovery of regulatory assets subject to a final review of the 2004 audited financial statements of LDC.

Electricity sector reorganization

In December 2004, the Province initiated a further restructuring of Ontario's electricity industry with the passage of the *Electricity Restructuring Act, 2004*. The restructuring was intended, among other things, to ensure efficient and effective management of electricity, promote the expansion of new electricity supply and capacity, encourage electricity conservation and renewable energy and regulate prices in parts of the electricity sector.

The *Electricity Restructuring Act, 2004*:

- [a] established the Ontario Power Authority [the "OPA"], an independent, non-profit, self-financed corporation, with a broad mandate to ensure adequate long-term electricity supply in the Province;
- [b] reorganized the Independent Electricity Market Operator as the IESO, a non-share corporation, which will continue to operate the wholesale market and be responsible for the operation and reliability of the integrated power system; and
- [c] established a Conservation Bureau within the OPA responsible for assuming a leadership role in planning and coordinating electricity conservation measures and load management in the Province.

Under the *Electricity Restructuring Act, 2004*, the commodity cost of electricity for certain customer classes will be determined by the OEB on an annual basis based on a combination of regulated (i.e., electricity generated by existing generation assets principally owned by OPG), contract (i.e., new capacity under contract between generators and the OPA) and competitive market (i.e., spot market) prices for electricity. Customers that do not wish to or are not eligible to participate in the regulated plan may purchase electricity in the competitive market or through licenced retailers.

The continuing restructuring of Ontario's electricity industry and other regulatory developments, including current and possible future consultations between the OEB and interested stakeholders, may affect the distribution rates, including payments in lieu of corporate taxes ["PILs"] recoveries, that LDC may charge and the costs that LDC may recover, including the balance of its regulatory assets.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

3. ACCOUNTING POLICIES

a) Regulation

Regulatory assets

Under Bill 210, certain costs and variance account balances are deemed to be “regulatory assets” and are reflected in LDC’s balance sheet until the manner and timing of disposition is determined by the OEB. The principal regulatory assets of the Corporation are comprised of transition costs, a pre-market opening energy electricity variance, settlement variances and other regulatory assets.

LDC continually assesses the likelihood of full recovery of regulatory assets. If full recovery through future rates was no longer considered probable, the amounts would be charged to the results of operations in the period that the assessment was made. For any future recovery decisions made by the OEB or the Minister of Energy to allow recovery of the regulatory assets, the recovery is accounted for based upon the nature of the regulatory assets and the accounting treatment applied initially to recognize such regulatory assets.

Global Adjustment

Effective January 1, 2005, the OEB implemented a new price adjustment applicable to customers not subject to price protection and rate caps. This new price adjustment, referred to as Global Adjustment, is a variable rate calculated by the IESO based on electricity market prices and the mix of regulated and contract prices paid to electricity generators. This calculation will result in positive or negative bill adjustments depending on the prevailing conditions. This variable Global Adjustment rate will take effect later this year.

In the interim, LDC has been directed by the IESO to credit eligible customers using a fixed interim adjustment rate of \$0.10 per MWh. Concurrently, LDC paid the IESO a rate of \$1.40, \$2.80 and \$2.00 per MWh for the consumption of these customers, for the months of January, February and March 2005, respectively. The difference between the amount credited to customers and the amount paid to the IESO by LDC is being tracked in a variance account and reflected as a regulatory asset pending the OEB’s direction with respect to recovery [note 6].

Business Protection Plan [“BPP”]

Consumers other than designated consumers who annually utilize more than 250,000 kWh are eligible to receive BPP rebates from IESO to the extent that electricity prices exceed certain prescribed thresholds.

LDC and other electricity distributors are required to pass these rebates through to eligible consumers and other market participants (including retailers). LDC includes amounts due from IESO in accounts receivable and includes amounts due to eligible consumers and market participants in accounts payable and accrued liabilities.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

Depending on the terms of its retail contracts with eligible consumers and other market participants, Toronto Hydro Energy Services Inc. ["Energy Services"] either passes the rebates received from IESO through LDC and other electricity distributors to its eligible consumers and other market participants or retains the rebates to reduce the cost of purchased power.

With the enactment of *The Electricity Restructuring Act, 2004* ["Bill 100"], the BPP rebates plan is being eliminated effective March 31, 2005.

b) Use of estimates

The preparation of the Corporation's unaudited interim consolidated financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses for the period. Actual results could differ from those estimates, including changes as a result of future decisions made by the OEB, the Minister of Energy or Minister of Finance.

4. AMENDED AND RESTATED RESULTS FOR MARCH 31, 2004

In May 2004, the IESO informed LDC of a variance in consumption data recorded at the Ellesmere wholesale metering sub-station. In August 2004, LDC received its monthly wholesale power invoice from the IESO which included a credit in connection with the variance in consumption data for the period of May 1, 2002 to January 31, 2004. Following notification by the IESO of the metering variance, LDC commenced an in-depth review of its revenue, cost of power and regulatory assets calculation model and related market assumptions.

As a result of the findings from this review and the adjustment received from the IESO, the Corporation restated its consolidated financial statements in the fourth quarter of 2004 as at and for the years ended December 31, 2003 and 2002 and its unaudited interim consolidated financial statements as at and for the quarters ended March 31, June 30 and September 30, 2004.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

The effects of the resulting adjustments – increase or (decrease) - to the originally issued unaudited interim consolidated financial statements as at and for the three-months ended March 31, 2004 were as follows:

	March 31 2004 \$
Interim consolidated balance sheet:	
Assets	
Unbilled revenue	3,130
Regulatory assets	(1,474)
Liabilities	
Accounts payable and accrued liabilities	1,045
Shareholder's equity	
Retained earnings	611
	Three months ended March 31 2004 \$
Interim consolidated statement of income:	
Revenues	(276)
Costs - purchased power	(1,721)
Interest income	211
Provision for PILs	1,045
Net income for the period	611
Interim consolidated statement of cash flows:	
Operating activities:	
Net income for the period	611
Changes in non-cash working capital balances	
Increase in unbilled revenue	(3,130)
Increase in accounts payable and accrued liabilities	1,045
Net cash used by operating activities	(1,474)
Investing activities:	
Decrease in regulatory assets	1,474

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

5. BUSINESS PROTECTION PLAN REBATES

At March 31, 2005, "Accounts receivable, net of allowance for doubtful accounts" include \$64,181,000 [December 31, 2004 - \$44,647,000] receivable from IESO and other electricity distributors and "Accounts payable and accrued liabilities" include \$72,089,000 [December 31, 2004 - \$51,373,000] payable to customers and electricity retailers in connection with BPP rebates. For the three months ended March 31, 2005, Energy Services recognized \$3,951,000 as a reduction of the cost of purchased power in connection with BPP rebates [three months ended March 31, 2004 - \$5,136,000].

6. REGULATORY ASSETS

Regulatory assets consist of the following:

	March 31 2005 \$	December 31 2004 \$
Transition costs	37,868	37,310
Pre-market opening energy electricity variance	23,249	22,879
Settlement variances	8,549	9,421
Other regulatory assets	1,413	1,393
	71,079	71,003

For the three months ended March 31, 2005, LDC recovered settlement variances of \$5,977,000 through permitted distribution rate adjustments [three months ended March 31, 2004 - \$nil] [notes 2 and 3[a]].

7. BANK INDEBTEDNESS AND BANKERS' ACCEPTANCES

The Corporation has a Revolving Credit Facility under which it may borrow up to \$500,000,000, of which:

[a] \$500,000,000 less the amount utilized under [b] is available for working capital purposes in the form of prime rate loans in Canadian dollars and bankers' acceptances; and

[b] up to \$175,000,000 is available in the form of letters of credit to support the prudential requirements of LDC and Energy Services and general credit requirements of the Corporation and its subsidiaries.

The facility contains a negative pledge, customary covenants and events of default.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

At March 31, 2005, \$104,902,000 [December 31, 2004 - \$105,421,000] had been issued by way of letters of credit to support the prudential requirements of LDC [\$80,000,000] [December 31, 2004 - \$80,000,000] and Energy Services [\$23,922,000] [December 31, 2004 - \$24,301,000] and to support general credit requirements of Telecom [\$980,000]. [December 31, 2004 - \$1,120,000] At March 31, 2005, no amounts had been drawn for working capital purposes [December 31, 2004 - \$nil].

The Corporation also has a bilateral demand line of credit for \$20,000,000 with a Canadian chartered bank. The line of credit bears interest at the bank's prime rate [March 31, 2005 - 4.25%]. At March 31, 2005, no amounts had been drawn on the line of credit [December 31, 2004 - \$nil].

8. LONG-TERM DEBT

	March 31 2005 \$	December 31 2004 \$
Long-term debt:		
6.11% senior unsecured debentures due 2013	225,000	225,000
6.80% promissory note payable to the City of Toronto [the "City"]	980,231	980,231
	1,205,231	1,205,231
Less: Current portion of promissory note payable to the City	330,000	330,000
Long-term debt	875,231	875,231
Comprising:		
Long-term debentures	225,000	225,000
Promissory note payable to the City	650,231	650,231

All debt of the Corporation is ranked equal in preference and priority.

a) Senior unsecured debentures

The Corporation's 10-year senior unsecured debentures in the amount of \$225,000,000 [December 31, 2004 - \$225,000,000] bear interest at a rate of 6.11% per annum, payable semi-annually in arrears in equal instalments on May 7 and November 7 of each year. The debentures mature on May 7, 2013.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

The Corporation may redeem some or all of the debentures at any time prior to maturity at a price equal to the greater of the Canada Yield Price (determined in accordance with the terms of the debentures) and par, plus accrued and unpaid interest up to but excluding the date fixed for redemption. Also, the Corporation may, at any time and from time to time, purchase debentures for cancellation, in the open market, by tender or by private contract, at any price. The debentures have the benefit of certain covenants which, subject to certain exceptions, restrict the ability of the Corporation and LDC to create security interests, incur additional indebtedness or dispose of all or substantially all of their assets.

b) Promissory note payable to the City of Toronto

The Corporation's promissory note in the amount of \$980,231,000 [December 31, 2004 - \$980,231,000] is payable to the City [the "City Note"]. The principal amount of the City Note, together with accrued interest thereon, is payable:

[a] on demand on not less than 90 days written notice until May 7, 2006; and

[b] in accordance with a payment schedule to be delivered by the City at least 90 days before May 7, 2006;

provided that the Corporation will not be required to pay more than \$330,000,000 of the principal amount of the City Note during any twelve-month period. Accordingly, \$330,000,000 of the principal amount outstanding under the City Note is classified as a current liability. The maximum term of the City Note is ten years.

The rate of interest payable on the City Note is the Debt Cost Rate ["DCR"], which is currently 6.8% per annum. The DCR is a rate of interest per annum that at all times is equal to the debt cost rate prescribed from time to time by the OEB in the OEB Electricity Distribution Rate Handbook for utilities in the same rate class as LDC. Interest is calculated and payable quarterly in arrears on the last day of March, June, September and December of each year.

9. EMPLOYEE FUTURE BENEFITS

Pension

For the three months ended March 31, 2005, the Corporation's current service pension costs were \$2,263,000 [three months ended March 31, 2004 - \$1,738,000].

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

Employee future benefits other than pension

The Corporation has a number of unfunded benefit plans providing retirement and post-employment benefits [excluding pension] to most of its employees. These plans provide medical and life insurance benefits, pay for accumulated sick leave credits and provide a retirement supplement for eligible employees. Components for net periodic defined benefit costs are as follows:

	Three months ended March 31	
	2005	2004
	\$	\$
Current service cost	541	658
Interest cost	2,059	1,974
Elements of employee future benefit costs before adjustments	2,600	2,632
Adjustments to recognize the long-term nature of employee future benefit costs		
Difference between actuarial gain (loss) recognized for period and actuarial loss on accrued benefit obligation for the period	15	(21)
Difference between amortization of past service costs for the period and actual plan amendments for the period	246	246
	261	225
Defined benefit costs recognized	2,861	2,857
Capitalized as part of property, plant and equipment	772	800
Charged to operations	2,089	2,057

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

10. ASSET RETIREMENT OBLIGATIONS

A reconciliation between the opening and closing ARO liability balances is provided below:

	2005	2004
	\$	\$
Balance January 1	4,274	4,040
ARO liabilities incurred in the period	(3)	2
ARO liabilities settled in the period	(53)	—
Accretion expense	61	58
Balance March 31	4,279	4,100
ARO liabilities incurred in the period		137
ARO liabilities settled in the period		(141)
Accretion expense		178
Balance December 31		4,274

At March 31, 2005, the Corporation estimates the undiscounted amount of cash flows required over the next ten years to settle the ARO is \$5,221,000 [December 31, 2004 - \$5,278,000]. Discount rates ranging from 4.91% to 5.93% were used to calculate the carrying value of the ARO liabilities. No assets have been legally restricted for settlement of the liability.

11. SHARE CAPITAL

Share capital consists of the following:

	March 31	December 31
	2005	2004
	\$	\$
Authorized		
The authorized share capital of the Corporation consists of an unlimited number of common shares		
Issued and outstanding		
1,000 common shares	567,817	567,817

Dividends

The shareholder direction adopted by the City with respect to the Corporation provided that the Corporation's board of directors would use its best efforts to ensure that the Corporation met certain financial performance standards, including those relating to credit rating and dividends. Subject to applicable law, the shareholder direction provided that the Corporation would pay dividends to the City each year.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

In October 2004, the shareholder direction adopted by the City with respect to the Corporation was amended to revise the dividend policy. Under the amended dividend policy, subject to applicable law and the shareholder direction, the amount of the annual dividends payable by the Corporation to the City is to be the greater of \$25,000,000 or 50% of the Corporation's annual consolidated net income for the year commencing with the fiscal year ended December 31, 2004.

Commencing in fiscal 2005, the dividends are payable as follows:

- [a] \$6,000,000 on the last day of each of the first three fiscal quarters in each year;
- [b] \$7,000,000 on the last day of the fourth fiscal quarter in each year; and
- [c] the amount, if any, by which 50% of the Corporation's annual consolidated net income for the year exceeds \$25,000,000 within ten days after the board of directors of the Corporation approves the Corporation's audited consolidated financial statements for the year.

On March 31, 2005, the board of directors of the Corporation declared dividends payable to the City of Toronto in the amount of \$49,000,000. The dividends were comprised of \$23,700,000 as payment in respect of 2004 net income, a \$6,000,000 payment in respect of the first quarter of 2005 and a \$19,300,000 one-time extraordinary dividend payment. These dividends were paid on March 31, 2005.

12. RETAIL COMMITMENTS AND FINANCIAL INSTRUMENTS

Electricity retailing

Energy Services manages a portfolio of electricity contracts comprised of retail full requirement and fixed notional volume contracts, wholesale financial fixed notional volume fixed-for-floating and floating-for-fixed swaps and fixed notional volume physical bilateral contracts. The contracts are derivative contracts for accounting purposes except for the retail full requirement contracts, which have variable volumes and do not have contractual minimum notional amounts.

The electricity contracts have varying maturity dates throughout the period ending December 31, 2006. In December 2002, Energy Services ceased new electricity retailing activities in respect of new customers.

At March 31, 2005, Energy Services has floating-for-fixed electricity contracts that have an aggregate expected contract volume of 5,555,000 MWh [December 31, 2004 – 6,753,000 MWh], including contracts whereby Energy Services provides a fixed notional volume at a fixed price. The aggregate notional volume and value of these contracts are 5,392,000 MWh and \$292,777,000 [December 31, 2004 – 6,064,000 MWh and \$326,296,000].

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

To hedge the volume and price risk inherent in retailing electricity, Energy Services has entered into financial fixed notional volume fixed-for-floating swaps and fixed notional physical bilateral contracts with generators and marketers. At March 31, 2005, the aggregate notional volume and value of these contracts are 6,634,000 MWh and \$281,949,000 [December 31, 2004 – 7,985,000 MWh and \$344,048,000].

On April 30, 2004, Energy Services extended an existing retail electricity contract with the City from May 1, 2005 to December 31, 2006. Under the existing agreement and the extension, Energy Services will sell a fixed notional volume of electricity of 3,350,000 MWh for a total expected settlement of \$176,861,000 to the City from April 1, 2005 to December 31, 2006.

For the three months ended March 31, 2005, “Revenues” include \$7,230,000 of Energy Services electricity mark-to-market revenues [three months ended March 31, 2004 - \$2,357,000].

Credit risk

Financial instruments result in exposure to credit risk, since there is a risk of counter-party default. Energy Services monitors and limits its exposure to counter-parties with lower credit ratings and evaluates its counter-party credit exposure on a continuous basis. Energy Services obtains collateral from counter-parties and seeks to deal only with counter-parties with investment grade credit ratings. Energy Services had five wholesale counter-parties as at March 31, 2005 for its electricity supply portfolio. In addition, Energy Services provides reserves for credit risks based on the financial condition and short and long-term exposures to counter-parties. The largest single credit exposure at March 31, 2005 is estimated at \$84,969,000, which is the estimated replacement cost of wholesale purchase contracts with one counter-party.

For retail customers, credit losses are generally low across the sector. LDC and Energy Services provide for an allowance for doubtful accounts to absorb credit losses.

At March 31, 2005, there were no significant concentrations of credit risk with respect to any class of financial assets other than the wholesale risk mentioned above.

Interest rate risk

The Corporation is exposed to interest rate risk for certain of its financial assets and liabilities. Under the Corporation Revolving Credit Facility, the Corporation may have short-term borrowings for working capital purposes. These borrowings would expose the Corporation to fluctuations in short-term interest rates [borrowings in the form of prime rate loans in Canadian dollars and bankers’ acceptances and letters of credit]. The fee payable for bankers’ acceptances and letters of credit is based on a margin determined by reference to the Corporation's credit rating.

Cash of the Corporation is invested in Canadian money market instruments, with terms of one day to two months, exposing the Corporation to fluctuations in short-term interest rates. These fluctuations impact the level of interest income earned by the Corporation.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

Fair value of financial instruments

The fair value of hedging derivative financial instruments is the estimated amount the Corporation would receive (pay) to terminate the contracts. The value is based on market prices or management's best estimates if there is no organized market and/or if the market is illiquid.

Mark-to-market energy assets and liabilities

Effective January 1, 2004, Energy Services changed its accounting policy regarding hedging relationships to comply with CICA Accounting Guideline 13 "Hedging Relationships" ["AcG-13"] and CICA Emerging Issues Committee Abstract 128 "Accounting for Trading, Speculative or Non-Hedging Derivative Financial Instruments" ["EIC-128"]. Accordingly, all retail fixed notional volume fixed price contracts and all undesignated wholesale fixed notional volume fixed-for-floating swaps and fixed notional volume physical bilateral contracts are accounted for using the mark-to-market method of accounting. The following are the primary sources of the change in the net mark-to-market assets:

	2005	2004
	\$	\$
Net mark-to-market assets		
Fair value January 1	27,696	5,542
Unrealized change in fair value during the period	1,895	1,410
Realization of contracts for the period	(607)	(615)
Fair value of net mark-to-market assets at March 31	28,984	6,337

Other assets and liabilities

The carrying value of cash and cash equivalents, accounts receivable, unbilled revenue, and accounts payable and accrued liabilities approximates their fair value due to the immediate or short-term maturity of these financial instruments.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

At March 31, 2005, the fair values of the City Note [\$980,231,000] and the senior unsecured debentures [\$225,000,000] are \$1,066,865,000 and \$246,125,000, respectively [December 31, 2004 - \$1,067,782,000 and \$247,080,000, respectively]. These fair values have been calculated by discounting the future cash flow of the respective long-term debt at the estimated yield to maturity of similar debt instruments [note 8].

13. FINANCIAL GUARANTEES

Participants [including LDC and Energy Services] in the wholesale market for electricity that is administered by the IESO are required to satisfy prescribed prudential requirements. In addition, counter-parties under contracts for the purchase and sale of electricity and customers under purchase contracts may require parental financial guarantees or other forms of credit support.

The City has authorized the Corporation to provide up to \$500,000,000 in financial support [including guarantees] with respect to prudential requirements and as security for obligations under third party contracts.

At March 31, 2005, the Corporation's board of directors had approved \$386,000,000 in parental guarantees on behalf of Energy Services, of which \$166,500,000 has been issued [December 31, 2004 - \$174,500,000].

The Corporation has issued a parental guarantee to the City as part of an agreement to purchase electricity at a fixed price from Energy Services. The fair value of the parental guarantee was \$11,319,000 at March 31, 2005 [December 31, 2004 - \$11,426,000].

At March 31, 2005, \$104,902,000 [December 31, 2004 - \$105,421,000] was utilized under the Corporation Revolving Credit Facility in the form of letters of credit to support the prudential requirements of LDC, Energy Services and Telecom [note 7].

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

14. PAYMENTS IN LIEU OF CORPORATE TAXES

The provision for PILs differs from the amount that would have been recorded using the combined

Canadian federal and Ontario statutory income tax rate. Reconciliation between the statutory and effective tax rates is set out below:

Statement of income

	Three months ended March 31	
	2005	2004
	\$	\$
		<i>[restated]</i>
Rate reconciliation		
Income before PILs	36,893	39,559
Statutory Canadian federal and provincial income tax rate	36.12%	36.12%
Expected provision for PILs	13,326	14,289
Increase (decrease) in income taxes resulting from		
Large corporations tax net of surtax	495	650
Utilization of temporary differences previously not benefited	3,354	1,446
Other	(1,118)	(1,095)
Provision for PILs	16,057	15,290
Effective tax rate	43.52%	38.65%
Components of provision for PILs		
Current tax provision	15,381	15,906
Future income tax provision related to the origination and reversal of temporary differences	676	(616)
Provision for PILs	16,057	15,290

15. CONTINGENCIES

Consumers' Gas Decision

On April 22, 2004, in a decision in a class action commenced against The Consumers' Gas Company Limited (now Enbridge Gas Distribution Inc.), the Supreme Court of Canada [the "Supreme Court"] ruled that Consumers' Gas was required to repay the portion of certain late payment charges collected by it from its customers that were in excess of the interest limit stipulated in section 347 of the *Criminal Code*. Although the claim related to charges collected by Consumers' Gas after the enactment of section 347 of the *Criminal Code* in 1981, the Supreme Court limited recovery to charges collected after the action was initiated in 1994. The Supreme Court remitted the matter back to the Ontario Superior Court of Justice for a determination of the plaintiffs' damages. LDC is not a party to the Consumers' Gas class action. It is, however, subject to the two class actions described below.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

The first is an action commenced against a predecessor of LDC and other Ontario municipal electric utilities under the Class Proceedings Act, 1992 seeking \$500,000,000 in restitution for late payment charges collected by them from their customers that were in excess of the interest limit stipulated in section 347 of the *Criminal Code*. This action is at a preliminary stage. Pleadings have closed but examinations for discovery have not been conducted and the classes have not been certified as the parties were awaiting the outcome of the Consumers' Gas class action.

The second is an action commenced against a predecessor of LDC under the Class Proceedings Act, 1992 seeking \$64,000,000 in restitution for late payment charges collected by it from its customers that were in excess of the interest limit stipulated in section 347 of the *Criminal Code*. This action is also at the preliminary stage. Pleadings have closed and examinations for discovery have been conducted but, as in the first action, the classes have not been certified as the parties were awaiting the outcome of the Consumers' Gas class action.

The claims made against LDC and the definitions of the plaintiff classes are identical in both actions. As a result, any damages payable by LDC in the first action would reduce the damages payable by LDC in the second action, and vice versa.

It is anticipated that the first action will now proceed for determination in light of the reasons of the Supreme Court in the Consumers' Gas class action.

LDC may have defences available to it in these actions that were not disposed of by the Supreme Court in the Consumers' Gas class action.

Also, the determination of whether the late payment charges collected by LDC from its customers were in excess of the interest limit stipulated in section 347 of the *Criminal Code* is fact specific in each circumstance. Accordingly, given the preliminary status of these actions, it is not possible at this time to quantify the effect, if any, of the Consumers' Gas decision on these actions or of these actions on the financial performance of the Corporation.

16. NET INCOME PER SHARE

The weighted daily average numbers of shares outstanding were 1,000 as at March 31, 2005 and March 31, 2004, for purposes of determining basic and fully diluted net income per share. Basic and fully diluted net income per share was determined by dividing the net income for the period by the weighted daily average number of shares outstanding.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

17. SEGMENT REPORTING

The Corporation has two reportable segments:

- [a] Electricity Distribution:
the regulated business which consists principally of the electricity distribution business; and
- [b] Non-regulated:
the non-regulated businesses which consist primarily of the management of an existing portfolio of electricity contracts, the development and sale of energy efficiency products and services and the provision of “dark” fibre optic capacity and “lit” data communications services to telecommunications carriers, business customers and large institutions.

The designation of the segments has been based on a combination of the regulatory status and the nature of products and services provided.

Segment information on the above basis is as follows:

	Three months ended March 31	
	2005	2004
	\$	\$
		<i>[restated]</i>
Electricity Distribution		
Revenues	635,579	635,535
Purchased power and other	519,390	516,575
Depreciation and amortization	31,477	30,572
Interest expense	20,726	20,755
Segment profit before interest, other items and provision for payments in lieu of corporate taxes	43,520	50,451
Non-regulated		
Revenues	43,756	39,991
Purchased power and other	24,943	23,610
Depreciation and amortization	3,033	2,800
Interest expense	533	751
Segment profit before interest, other items and provision for payments in lieu of corporate taxes	10,706	6,776

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

	Three months ended March 31	
	2005	2004
	\$	\$
		<i>[restated]</i>
Intersegment eliminations		
Revenues	(66,509)	(77,306)
Purchased power and other	(66,162)	(76,901)
Interest expense	(522)	(715)
Total		
Revenues	612,826	598,220
Purchased power and other	478,171	463,284
Depreciation and amortization	34,510	33,372
Interest expense	20,737	20,791
Income before interest, other items and provision for payments in lieu of corporate taxes	54,226	57,227

	Three months ended March 31	
	2005	2004
	\$	\$
Expenditures on property, plant and equipment and intangible assets		
Electricity Distribution	19,709	25,566
Non-regulated	1,941	1,886
Total	21,650	27,452

	March 31	December 31
	2005	2004
	\$	\$
Assets		
Electricity Distribution	2,388,781	2,389,177
Non-regulated	269,249	253,637
Intersegment eliminations	(97,070)	(53,960)
Total	2,560,960	2,588,854

All revenues, costs and assets, as the case may be, are earned, incurred or held in Canada.

Toronto Hydro Corporation

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

[all tabular amounts in thousands of dollars, unaudited]

March 31, 2005

18. SEASONAL OPERATIONS

The Corporation's quarterly results are impacted by changes in revenues resulting from variations in seasonal weather conditions. Historically, the Corporation's revenues are higher in the first and third quarters of a year as a result of higher energy consumption for winter heating in the first quarter and air conditioning/cooling in the third quarter.

19. COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS

The comparative consolidated financial statements have been reclassified from statements previously presented to conform to the presentation of the March 31, 2005 unaudited interim consolidated financial statements.

20. SUBSEQUENT EVENTS

Dividends

On May 27, 2005, the board of directors of the Corporation declared a dividend in the amount of \$6,000,000 in respect of the second quarter of 2005 payable on June 30, 2005.