

# **RENEWAL ANNUAL INFORMATION FORM**



**June 29, 2004**

**ENERGY SAVINGS INCOME FUND****JUNE 29, 2004****RENEWAL ANNUAL INFORMATION FORM <sup>(1)</sup>****TABLE OF CONTENTS**

	<b>Page</b>
GLOSSARY OF TERMS.....	2
THE FUND.....	6
ONTARIO ENERGY SAVINGS CORP. ....	10
SHARE AND LOAN CAPITAL OF OESC EXCHANGE INC.....	19
OESC SHAREHOLDERS' AGREEMENT .....	20
DECLARATION OF TRUST AND DESCRIPTION OF UNITS.....	23
RISK FACTORS .....	29
MANAGEMENT'S DISCUSSION AND ANALYSIS .....	33
DISTRIBUTIONS .....	34
MARKET FOR SECURITIES .....	34
DIRECTORS AND OFFICERS OF OESC .....	35
LEGAL PROCEEDINGS.....	37
INTEREST OF INSIDERS AND OTHERS IN MATERIAL TRANSACTIONS.....	37
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	38
MATERIAL CONTRACTS.....	38
ADDITIONAL INFORMATION.....	38

<sup>(1)</sup> Except as otherwise indicated, all information in this Renewal Annual Information Form is as at March 31, 2004.

## GLOSSARY OF TERMS

In this Renewal Annual Information Form, the following terms shall have the meanings set forth below, unless otherwise indicated:

**"ABC T-Service"** means agent, billing and collection system. Under this system, the LDC bills customers for the price of gas agreed upon between the ABM and its customers.

**"ABMs"** means Agents/Brokers/Marketers such as OESC. ABMs are market aggregators meaning that they aggregate downstream customers into groups.

**"Administration Agreement"** means the administration agreement between the Fund and OESC (as Administrator), dated April 30, 2001, as amended.

**"Administrator"** means OESC in its capacity as administrator of the Fund pursuant to the Administration Agreement.

**"Affiliate"** shall have the meaning ascribed thereto in the OBCA.

**"Amalgamation of April 30, 2001"** means the amalgamation pursuant to the provisions of the OBCA on April 30, 2001 of OESC and OESC Acquisitions Inc. as one corporation under the name "Ontario Energy Savings Corp.".

**"Amalgamation of July 1, 2002"** means the amalgamation pursuant to the provisions of the OBCA on July 1, 2002 of Electrico and OESC as one corporation under the name "Ontario Energy Savings Corp.".

**"B.C. Licence"** means licence # A-3-04 issued April 29, 2004 by the British Columbia Utilities Commission to permit ES (B.C.) Limited Partnership to market natural gas to commercial consumers in the Province of British Columbia.

**"Book-Entry Only System"** means the book-based system administered by CDS.

**"CDS"** means The Canadian Depository for Securities Limited.

**"Class A Preference Shares"** means the Class A preference shares in the capital of OESC.

**"Class B Preference Shares"** means the Class B preference shares in the capital of OESC.

**"Common Shares"** means the common shares in the capital of OESC.

**"Coral Energy"** means Coral Energy Canada Inc., an affiliate of Shell Oil Company.

**"Declaration of Trust"** means the amended and restated declaration of trust dated as of the 29th day of June 2004 for the Fund.

**"Electric Licence"** means renewal Licence Number ER-2000-0017 issued by the OEB to Electrico on September 27, 2000 authorizing Electrico to serve as an electricity marketer in the Province of Ontario until September 26, 2005 as amended by a decision and order of the OEB dated July 10, 2002 so that, based on the Amalgamation of July 31, 2002, OESC is now named as the holder of the Electric License.

**"Electrico"** means Ontario Electric Savings Corporation, a corporation incorporated under the OBCA on February 15, 1999 and amalgamated with OESC pursuant to the Amalgamation of July 1, 2002.

**"Electricity Supplier"** means a person who is an electricity producer and electricity supply aggregator.

**"Energy Consumers' Bill of Rights"** means the bill of rights contained in Part V.1. of the *Ontario Energy Board Act*, 1998 and Ontario Regulation 200/02 entitled "Consumer Protection" issued thereunder.

**"Energy Contracts"** means Fixed Price Contracts and Retail Electricity Contracts.

**"Exchangeco"** means OESC Exchange Inc., a corporation incorporated under the OBCA on February 13, 2001.

**"Exchangeco Common Shares"** means the common shares in the capital of Exchangeco.

**"Exchangeco Note Indenture"** means the note indenture dated April 30, 2001 providing for the issuance of Exchangeco Notes made between Exchangeco and the Exchangeco Note Trustee.

**"Exchangeco Note Trustee"** means Computershare Trust Company of Canada.

**"Exchangeco Notes"** means the 13% unsecured notes of Exchangeco issued by Exchangeco to the Fund from time to time pursuant to the Exchangeco Note Indenture.

**"Exchangeco Exchange Rights"** means the rights granted by the Fund to Exchangeco pursuant to the OESC Shareholders' Agreement entitling Exchangeco to acquire Units in order to fulfil its obligations under the Shareholder Exchange Rights and to satisfy the purchase price for such Units by the issuance of Exchangeco Notes to the Fund.

**"Exchangeco Extraordinary Resolution"** means a resolution passed by the holders of not less than 66% of the principal amount of Exchangeco Notes outstanding, either in person or by proxy at a meeting of holders of Exchangeco Notes called for the purposes of approving such resolution, or approval in writing by the holders of not less than 66% of the principal amount of Exchangeco Notes then outstanding.

**"Extraordinary Resolution"** means a resolution passed by the holders of not less than 66% of the principal amount of OESC Notes outstanding, either in person or by proxy, at a meeting of holders of OESC Notes called for the purpose of approving such resolution, or approval in writing by the holders of not less than 66% of the principal amount of OESC Notes then outstanding.

**"Fixed Price Contracts"** is the name under which OESC markets the fixed price, long term contracts for a customer's natural gas requirements utilizing the ABC T-Service arrangement or similar arrangements in other jurisdictions where OESC or one of its Affiliates markets natural gas.

**"Fund"** means Energy Savings Income Fund, a trust established under the laws of the Province of Ontario and governed by the Declaration of Trust.

**"Gas Supplier"** means a person who is a natural gas producer or natural gas supply aggregator.

**"GJ"** means gigajoules (one billion joules). A joule is a measurement of energy, with one gigajoule being equal to 0.95 million British thermal units or 26.53 m<sup>3</sup> of natural gas.

**"Illinois Licence"** means the Certificate of Service Authority # 03-0720 issued by the Illinois Commerce Commission on December 17, 2003 to permit Illinois Energy Savings Corp. to market natural gas to residential and small commercial gas customers in the service areas of Nicor Gas Company, North Shore Gas Company and Peoples Light and Gas Company.

**"Independent Commission Agent"** means a person who serves in the capacity of an independent contractor to solicit contracts for the supply of natural gas and/or electricity to residential, small to mid-size commercial and small industrial customers.

"**kWh**" means a kilowatt hour, the standard commercial unit of electric energy, with one kilowatt hour being the amount of energy consumed by ten 100 watt light bulbs burning for one hour.

"**Large Volume User**" means an electricity consumer who consumes more than 250,000 kWh of electricity per year.

"**LDC**" means local distribution company, the natural gas or electricity distributor for a geographic franchise area.

"**m<sup>3</sup>**" means a cubic meter or 0.03769 GJs.

"**Manitoba Licence**" means licence No. 0383 issued by the Manitoba Public Utilities Board on October 30, 2003 to permit Energy Savings (Manitoba) Corp. to participate as a broker in the Province of Manitoba.

"**Marketing Codes**" includes the OEB Code of Conduct and the Energy Consumers' Bill of Rights and other similar codes, regulations and rules in force in jurisdictions where OESC or an Affiliate thereof markets natural gas or electricity.

"**MEU**" means a municipal electric utility.

"**Natural Gas Licence**" means renewal Licence Number GM-2004-0226 issued by the OEB to OESC on May 12, 2004 authorizing OESC to serve as a gas marketer in the Province of Ontario to May 11, 2009.

"**NEB**" means the National Energy Board, a federal regulatory body which regulates, *inter alia*, the distribution of natural gas between provinces of Canada.

"**Note Indenture**" means the note indenture dated April 30, 2001 providing for the issuance of OESC Notes between OESC and the Note Trustee.

"**Note Trustee**" means Computershare Trust Company of Canada.

"**OBCA**" means the *Business Corporations Act* (Ontario), as amended from time to time, including the regulations promulgated thereunder.

"**OEB**" means the Ontario Energy Board, a regulatory body which regulates, *inter alia*, the distribution and marketing of natural gas and electricity in the Province of Ontario.

"**OEB Codes of Conduct**" means the Code of Conduct for Gas Marketers enacted pursuant to a Rule made under Part III of the *Energy Board Act, 1998* (Ontario) and/or the Code of Conduct for Electricity Retailers, as applicable.

"**OESC**" or the "**Company**" means Ontario Energy Savings Corp., the corporation created by the Amalgamation of July 1, 2002.

"**OESC Notes**" means the 13% unsecured, subordinated notes of OESC issued by OESC pursuant to the Note Indenture.

"**OESC Shareholders' Agreement**" means the shareholders' agreement dated April 30, 2001 among the Fund, OESC, the shareholders and former shareholders of OESC and Exchangeco.

"**Preference Shares**" means the Class A Preference Shares and the Class B Preference Shares.

"**RCE**" means a residential customer equivalent which is a unit of measurement equivalent to a customer using, as regards natural gas, 2,815 m<sup>3</sup> (or 106 GJ's) of natural gas on an annual basis and, as regards electricity, 10,000 kWh of electricity on an annual basis, which represents respectively the approximate amount of gas and electricity used by a typical household.

**"Retail Electricity Contracts"** means any and all fixed term price protection contracts for retail electricity supply between a consumer of electricity and OESC.

**"Security Agreement"** means the agreement between Coral Energy and OESC dated September 26, 2001 as amended.

**"Shareholder Exchange Rights"** means the rights granted by Exchangeco to the holders of Preference Shares pursuant to the OESC Shareholders' Agreement entitling the holders thereof to require Exchangeco to purchase their Preference Shares and to satisfy the purchase price for such Preference Shares by the transfer of Units to them.

**"Special Management Incentive Program"** means the bonus which each of the holders of Class A Preference Shares is entitled to receive, on a quarterly basis, equal to the amount he would have received had he been a holder of record on the record date for all distributions made on Units in respect of such quarter of a number of Units equivalent to the number of Class A Preference held by him.

**"Special Resolution"** means a resolution passed by a majority of not less than 66% of the votes cast, either in person or by proxy, at a meeting of Unitholders, called for the purpose of approving such resolution, or approved in writing by the holders of not less than 66% of the Units entitled to be voted on such resolution.

**"Tax Act"** means the *Income Tax Act* (Canada) and the regulations thereunder.

**"Trustee"** means Montreal Trust Company, trustee pursuant to the Declaration Trust.

**"TSX"** means the Toronto Stock Exchange.

**"Unitholders"** means the holders from time to time of Units and includes, while the Units are registered in the Book-Entry Only System, the beneficial owners of Units.

**"Units"** means the units of the Fund, each unit representing an equal undivided beneficial interest therein.

**"WACOG"** means, for any period, an LDC's weighted average cost of gas for such period, which is generally derived by an LDC from weighting its gas volumes by the gas prices it has had to pay under specific gas contracts to produce one average price for its gas supply portfolio.

Words importing the singular include the plural and vice versa and words importing any gender include all genders.

All dollar amounts herein are in Canadian dollars, unless otherwise stated.

All share and unit amounts relating to Preference Shares, Common Shares and Units reflect each of the 2:1 subdivisions effective July 29, 2002 and January 30, 2004.

## THE FUND

### General

Energy Savings Income Fund (the "Fund") is an open-ended limited purpose trust established by the Declaration of Trust and governed by the laws of the Province of Ontario. The Fund is administered by its Administrator, OESC which is governed by its board of directors. The principal and head office of OESC is located at Suite 200, 6345 Dixie Road, Mississauga, Ontario L5T 2E6. The corporate and head office of the Fund is located at Suite 2830, The Exchange Tower, 130 King Street West, Toronto, Ontario, M5X 1E1. The Fund was established to hold securities of its subsidiaries. The Fund's principal asset is its investment in debt and equity securities of OESC. The Fund holds 100% of the common shares of OESC (the "Common Shares") and 100% of the common shares (the "Exchangeco Common Shares") of OESC Exchange Inc. ("Exchangeco"). To the maximum extent possible, the Fund makes cash distributions to Unitholders of amounts received: (i) on the redemption of, and dividends received on, the Common Shares, (ii) interest income earned from the OESC Notes and the Exchangeco Notes and (iii) other income of the Fund (including income derived from OESC's Affiliates located in the Provinces of Manitoba, Quebec and British Columbia and in the State of Illinois), after expenses of the Fund and any cash redemptions of Units. To enable it to carry on business in jurisdictions outside Ontario and Manitoba (including the United States), a series of additional trusts, limited partnerships and Canadian and United States subsidiaries have been formed all of which are directly or indirectly owned as to 100% by the Fund and are described below.

### Active Subsidiaries and Affiliates

#### Canadian Operations

To carry on its business in Canada, the Fund operates indirectly through several wholly-owned subsidiaries and Affiliates including: (i) OESC in the Province of Ontario, (ii) Energy Savings (Manitoba) Corp., in the Province of Manitoba ("ES Manitoba") and (iii) Energy Savings (Quebec) L.P., a limited partnership, in the Province of Quebec ("Energy Savings P.Q.")

OESC, which is the registered holder of each of the Natural Gas Licence and the Electric Licence, was formed as a result of the Amalgamation of April 30, 2001 and was subsequently reconstituted by the Amalgamation of July 1, 2002. OESC is the principal operating subsidiary of the Fund and carries on the natural gas and electricity marketing business in Ontario described below. Exchangeco was incorporated under the OBCA on February 13, 2001 and was established for the sole purpose of facilitating the exchange of Preference Shares of OESC for Units of the Fund. Electrico, which prior to the Amalgamation of July 1, 2002, held the Electric Licence, was incorporated under the OBCA on February 15, 1999 to participate in the deregulated electricity supply market in the Province of Ontario. ES Manitoba, which holds the Manitoba Licence, was incorporated under the *Business Corporations Act* (Manitoba) on June 20, 2001 for the purpose of participating in the deregulation of the natural gas market in the Province of Manitoba. Energy Savings P.Q. was formed on March 18, 2004 and commenced marketing natural gas to commercial customers in the Province of Quebec in April 2004.

The ES (B.C.) Limited Partnership ("ES (B.C.) L.P."), was established on March 18, 2004, holds the B.C. Licence and plans to commence marketing natural gas to commercial consumers in the Province of British Columbia in July 2004 under the trade name "Energy Savings B.C."

#### U.S. Operations

To carry on its business in the United States, the Fund established Illinois Energy Savings Corp. ("Illinois Energy Savings"), a 100% operating subsidiary of Ontario Energy Commodities Inc. ("Commodities") and U.S. Energy Savings Corp. ("USESC"). Commodities, which holds all of the shares of USESC and which is otherwise inactive

was incorporated under the OBCA on January 25, 2002. USESC which holds 100% of the shares of Illinois Energy Savings and is otherwise inactive, was incorporated under the laws of the State of Delaware on December 4, 2001 to participate in the deregulation of natural gas and electricity in the United States. Illinois Energy Savings which holds the Illinois Licence, was incorporated under the laws of the State of Delaware on August 29, 2003 and commenced operations in January, 2004

Energy Savings Marketing Corp., a wholly-owned subsidiary of USESC, was incorporated under the laws of the State of Delaware on December 24, 2003 ("ES Marketing Corp."). ES Marketing Corp. retains all independent commission agents to solicit energy products in those states where the Fund is authorized to carry on business.

#### Inactive Subsidiaries and Affiliates

Management of OESC continues to actively monitor the progress of the deregulated markets of Alberta, Indiana, New York, Virginia and Maryland. The Fund has established corporations and/or limited partnerships in these jurisdictions to enable it to apply for retail licenses and carry on business in the future.

#### Development of the Fund

##### *General*

The Fund completed its initial public offering of 44,000,000 Units on April 30, 2001 at a price of \$2.50 per Unit (post-splits) pursuant to a final prospectus dated April 20, 2001 and completed a subsequent closing of 4,400,000 Units (post-splits) pursuant to the exercise of an over-allotment option on May 16, 2001. Concurrent with the closing of its initial public offering, the Fund, through a series of related transactions, indirectly acquired 100% of the business of OESC's predecessor for a total consideration of approximately \$196,300,000, of which \$93,800,000 or 47.78% thereof was satisfied in cash and \$102,500,000 or 52.22% thereof was satisfied, as a result of the Amalgamation of April 30, 2001 by: (a) the issue of an aggregate of 27,657,620 Class A Preference Shares (post-splits) and 7,688,084 Class B Preference Shares (post-splits) and (b) the transfer of 5,654,296 Units (post-splits), in each case to the persons who were the former shareholders of OESC's predecessor company. After giving effect thereto, the Fund became the sole owner of the Common Shares and the Exchangeco Common Shares and all OESC Notes and the Exchangeco Notes.

On July 18, 2002, the Unitholders and the holders of Preference Shares approved a subdivision of the Units on a 2:1 basis effective July 31, 2002 on which latter date a certificate of amendment was issued to OESC pursuant to the OBCA subdividing all of its issued and outstanding Common Shares and Preference Shares on a 2:1 basis.

On January 30, 2004 the Fund subdivided its Units on a 2:1 basis and a Certificate of Amendment was issued to OESC pursuant to the OBCA subdividing all of its issued and outstanding Common Shares and Preference Shares on a 2:1 basis.

##### *Natural Gas Operations*

On April 30, 2002, for a consideration of \$66 million, OESC purchased approximately 120,000 Fixed Price Contracts (the "Sunoco Contracts") from Sunoco (approximately 280,000 RCEs), effective April 1, 2002. The acquisition was financed by the issuance by the Fund of 12,000,000 subscription receipts (post-splits) (for gross proceeds of \$75,000,000) pursuant to a final short form prospectus dated April 25, 2002, which subscription receipts were subsequently exchanged for 12,000,000 Units (post-splits) on May 8, 2002.

The acquisition agreement included non competitive agreements relating to both natural gas and electricity and provided for the assumption by OESC's principal Gas Supplier (Coral Energy), of Sunoco's gas supply and transportation contracts relating to the Sunoco Contracts. As security therefore OESC granted to Coral Energy a security interest in 100% of the Sunoco Contracts and issued directions to the LDC's which are parties to the Sunoco



utility contracts to pay OESC's monthly gas revenues relating to the Sunoco Contracts to Coral Energy on the basis Coral Energy deducts the cost of gas purchased pursuant to the Sunoco gas supply contracts and remits the difference to OESC. This is the same arrangement which Coral Energy has as regards OESC's Fixed Price Contracts.

On January 14, 2003, OESC acquired gas supply and commenced the marketing of natural gas to residential, small to mid-size commercial and small industrial customers under five year, Fixed Price Contracts in the Province of Manitoba from offices located in Winnipeg. ES (Manitoba), an operating subsidiary of the Fund, has held a licence from the Manitoba Public Utilities Board since October 26, 2001. The licence is renewable on an annual basis. The target market in Manitoba represents approximately 300,000 RCEs of which OESC management estimates approximately 25,000 are currently on deregulated long term contracts. As at March 31, 2004, the Fund had 12,000 natural gas RCEs .

On July 31, 2003, OESC purchased (effective June 1, 2003), a portfolio of approximately 100,000 RCEs of natural gas from Toronto Hydro Energy Services Inc. ("Toronto Hydro") in the form of Fixed Price Contracts and associated gas supply for approximately \$1.2 million, funded from OESC's working capital. Of the contracts purchased, approximately 80,000 RCEs represented large industrial and commercial customers that management believes are more sensitive to commodity prices and are unlikely to renew on the expiry of their contracts. These contracts generally expire within the next 12 months. The remaining 20,000 RCEs also expire within 12 months.

On October 16, 2003 (effective August 1, 2003), OESC acquired more than 20,000 RCE's of natural gas contracts and associated natural gas supply from Union Energy Inc., a marketing subsidiary of EPCOR Utilities Inc., for \$4.1 million, funded from OESC's working capital. The average life of the customer contracts was 3.5 years.

On December 17, 2003 the Illinois Commerce Commission granted Illinois Energy Savings the Illinois Licence to permit Illinois Energy Savings to market Fixed Price Contracts in the Nicor, North Shore and Peoples Energy Territories in the State of Illinois.

On March 8, 2004 the Fund announced that it would commence test-marketing Fixed Price Contracts in the Province of Quebec in April, 2004 to small business and other commercial customers estimating that 400,000 RCE's are available for marketing.

ES (B.C.) Limited Partnership obtained the B.C. Licence in June, 2004 (effective April 29, 2004) and plans to commence marketing natural gas to commercial customers in British Columbia in July 2004. The B.C. Licence, which expires on October 31, 2005, is renewable on an annual basis. The Fund estimates that 200,000 RCEs are available for marketing in British Columbia.

### *Electricity Operations*

On January 25, 2002 the Fund announced it would participate in the deregulated electricity market in the Province of Ontario through OESC and Electrico (which latter company, prior to the Amalgamation of July 1, 2002, became a wholly owned indirect subsidiary of the Fund on February 26, 2002). In conjunction with its participation in the Ontario electricity market, the Fund announced the hiring by Electrico of an experienced Canadian electricity supply management team.

Through Electrico and later OESC, the Fund commenced the marketing of electricity pursuant to Retail Electricity Contracts to residential, small and midsize commercial and small industrial customers in Ontario in May, 2002.

By June of 2002, management of OESC concluded it was more efficient to conduct the natural gas and electricity business in one subsidiary. Accordingly, OESC and Electrico were amalgamated pursuant to the Amalgamation of July 1, 2002 under the name Ontario Energy Savings Corp. which now holds both the Natural Gas Licence and the Electric Licence.

On November 12, 2002, in response to a Provincial Action Plan regarding Hydro Bills (the "Action Plan"), OESC indefinitely suspended its marketing of Retail Electricity Contracts to Ontario residents. The Action Plan fixed the price for electricity in the Province of Ontario at \$0.043 per kWh for four years. Accordingly, as the fixed rate was substantially below the long-term wholesale price for electricity in the Province, unsubsidized public market participants like OESC could no longer offer a competitive five year offering to new customers. The Action Plan (which was subsequently implemented in the form of the *Electricity Pricing, Conservation and Supply Act*, on December 9, 2002) (the Electricity Pricing Act") provides that all small volume electricity customers who, at November 11, 2002, were subject to existing fixed price contracts (including OESC's customers) received a subsidy from the Government of Ontario which had the effect of reducing their electricity prices down to \$0.043 per kWh. Accordingly, OESC's margins for its portfolio of electricity business at November 11, 2002 were maintained at the contracted levels and its customers were directly subsidized to the extent of any difference.

On March 21, 2003 the Ontario Energy Minister announced that a portion of Ontario's electricity market, the Large Volume Users, would not be eligible for the \$0.043 per kWh price freeze. Accordingly, effective March 31, 2003 OESC recommenced the marketing of electricity to Ontario businesses utilizing in excess of 250,000 kWh annually pursuant to Retail Electricity Contracts. While the majority of such Large Volume Users are not in OESC's target market, a significant number meet OESC's criteria. 60% of the RCEs under contract to OESC at the time the Action Plan was implemented were in the Large Volume User category.

On May 21, 2003 (effective May 1, 2003), OESC acquired in excess of 113,000 RCEs and associated electricity supply from First Source Energy Corp (owned by Veridian Corporation and Enersource Corporation) for a purchase price of \$5.3 million which was funded from OESC's working capital. The average remaining life of the First Source contracts was three years at the time and, accordingly, many residential contracts will expire prior to the anticipated transition from frozen rates to regulated rates contemplated for May 2005.

As of April 1, 2004, low volume consumers who were paying the frozen commodity price of \$0.043 per kWh pay \$0.047 for the first 750kWh they consume each month and \$0.055 per kWh thereafter.

On October 31, 2003 the Premier of the Province of Ontario announced that the \$0.043 per kWh price freeze (implemented in November of 2002 and referred to above), for residential and small business customer would be increased towards market levels.

On June 15, 2004 the Ontario Ministry of Energy introduced in the Ontario Legislature, Bill 100, The Electricity Restructuring Act, 2004 ("Bill 100") which confirms the commitment of the Province of Ontario to ensure that consumers pay the true price of power. The "Backgrounder" issued contemporaneously by the Ministry of Energy suggests that the regulations under the Bill 100(yet to be promulgated), will be similar to those that regulate the Ontario natural gas industry and will be based on customer choice between regulated rates and competitive offerings by retailers for the supply of electricity. The "Backgrounder" indicates that all consumers, including residential customers, will be able to purchase electricity from retailers such as OESC.

OESC will not begin broader electricity marketing in the Province of Ontario until the final regulations are clarified.

**ONTARIO ENERGY SAVINGS CORP.****Business of the Company - Canada***General*

OESC's business which has been principally conducted in the Province of Ontario, involves the sale of: (i) natural gas to residential, small to mid-size commercial and small industrial customers under long term, irrevocable Fixed Price Contracts; and (ii) electricity to mid-size commercial and small industrial customers under long term, irrevocable Retail Electricity Contracts. By fixing the price of natural gas under its Fixed Price Contracts and by providing price protection under its Retail Electricity Contracts for a period of five years, OESC's customers eliminate/reduce their exposure to changes in natural gas and electricity prices, as the case may be, which have been volatile over the past several years. It is OESC's policy to match the estimated requirements of its customers by purchasing offsetting volumes of natural gas and electricity from Gas Suppliers and Electricity Suppliers. The Fund commenced marketing Fixed Price Contracts in Manitoba in January of 2003, in Quebec in April of 2004 and plans to start carrying on business in British Columbia in July 2004.

The Company derives its margin or gross profit from the difference between the price at which it is able to sell gas and electricity to its customers and the price at which it purchases the offsetting volumes from Gas Suppliers and Electricity Suppliers. In addition to revenues earned by OESC based upon its ability to lock in margins between the price it pays for gas and electricity supply and the price it charges its customers, OESC's cash flows are impacted by the sale of excess gas and electricity supply.

In seeking to maximize value for Unitholders, the Fund and OESC regularly investigate opportunities for corporate or asset acquisitions or other business combinations involving the Fund, OESC and its limited partnerships and subsidiaries. Each such opportunity is considered by the board of directors of OESC in the discharge of their duties to act in the best interest of Unitholders.

*Natural Gas*

OESC has been continuously marketing Fixed Price Contracts since its inception in 1997. As of March 31, 2004, OESC had Fixed Price Contracts (residential, small to mid-size commercial and small industrial customers which OESC intends to renew), representing approximately 645,000 RCEs.

Fixed Price Contracts are primarily for a five year term after which time they are eligible for renewal. OESC loses approximately ten percent of the total number of its Fixed Price Contracts on an annual basis due to LDC customer contract terminations due to customer relocation or death.

100% of OESC's natural gas customers are charged a fixed gas price for the full term of their contracts as opposed to a variable price of gas (WACOG) which the LDCs, such as Union Gas and Enbridge Consumers Gas, are required by regulation to charge. Although customers purchase their gas supply through OESC, the LDC is still mandated, on a regulated basis, to distribute the gas. The LDCs also continue to provide billing and collection services, including the collection and remittance to OESC or its Gas Supplier of the commodity portion of each customer's account for a small monthly fee. Each LDC except for Union Gas assumes 100% of the credit (receivable) risk associated with default in payment by customers. Union Gas guarantees all receivables except for the receivables attributable to Large Volume Users whose annual consumption is in excess of 700,000 m<sup>3</sup> which account for approximately 7% of the total RCEs as at March 31, 2004. To date none of these Large Volume Users have defaulted on their payment obligations.

## *Electricity*

OESC commenced an active marketing campaign for commercial and retail electricity customers in May 2002, in an effort to become a significant participant in the deregulated electricity supply market in the Province of Ontario. The principles relating to the marketing of natural gas equally apply to the marketing of electricity, except that rather than offering customers a completely fixed price, as is the case for natural gas, the Retail Electricity Contracts offer customers price protection for approximately 95% of their electricity requirements. These customers may experience a small balancing charge or credit due to fluctuations in prices applicable to their load requirements not covered by fixed pricing. As of March 31, 2004, OESC had signed Retail Electricity Contracts representing approximately 348,000 RCEs of electricity. For a description of OESC's electricity business after November 11, 2002, see "Development of the Fund – Electricity Operations".

## **Marketing**

### *Natural Gas*

Since May 1, 2001, OESC's growth has been achieved primarily through its own marketing initiatives. Customers are solicited primarily on a door-to-door basis by Independent Commission Agents. During marketing campaigns to attract new customers, OESC is currently able to sign up new customers representing approximately 10,000 RCEs per month depending on market conditions. The gross margins from new customers begin to be realized when natural gas begins to flow to the customers two to three months after sign up due to administrative procedures carried out by the LDCs. OESC's costs for obtaining a new residential customer and related expenses currently include commissions payable to the Independent Commission Agents, salaries paid to the marketing department who support the independent agents, salaries paid to customer service representatives who verify the customer contracts, the costs of printing contracts, bonus awards, advertising costs and the costs of promotional materials.

Approximately 50% of residential gas customers in Ontario have taken advantage of the direct purchase fixed-price, fixed-term arrangements offered by retail marketers such as OESC. Accordingly, approximately 1.5 million Ontario residential, small to mid-size commercial and small industrial customers are currently available to OESC and its competitors. In addition, based upon past history, approximately 80,000 new customers are added to the gas distribution network by the LDCs each year in Ontario. As a result, the Company believes further growth in its customer base is achievable in Ontario.

OESC's target market in Manitoba represents approximately 300,000 RCEs of which management estimates approximately 25,000 are currently subject to deregulated long term contracts.

In Quebec and British Columbia the available natural gas market is approximately 400,000 and 200,000 customers respectively. As both of these markets have recently deregulated, effectively all of these customers are currently available to OESC and its competitors.

### *Electricity*

OESC markets its Retail Electricity Contracts in the same manner as it solicits Fixed Price Contracts for natural gas. Similar to natural gas, the gross margins from new electricity customers begin to be realized two to four months after sign up, when electricity begins to flow to the customers.

Ontario has 2.5 million large commercial electricity customer equivalents with approximately 15% contracted under a fixed price, fixed term arrangement.

OESC's ability to contract large numbers of customers at a reasonable cost has been a key ingredient in the success of OESC as a retailer of electricity. OESC offers longer term price protection to mid size commercial and small industrial consumers in Ontario through OESC's price protection Retail Electricity Contracts. The LDC's invoice

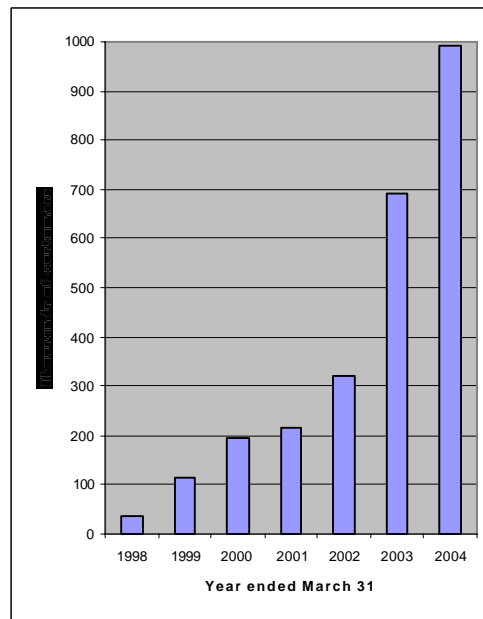
OESC's customers for the price of electricity agreed upon between OESC and the customer, rather than at the OEB-regulated standard supply service price. The customer's bill from the LDC will show the price charged for electricity separately from the charges for the transmission and distribution services provided by the LDC. Should it be a requirement in future markets, OESC will have the capability of rendering its own bills to customers. Under the terms of the OEB Retail Settlement Code, the LDC's have the responsibility to collect the electricity bill as part of their service.

To fulfill its delivery obligations to its anticipated customer base in Ontario, OESC has entered into matching long term, fixed price supply arrangements with creditworthy Electricity Suppliers at competitive prices.

### Customer Growth

The following graph has been prepared by management of OESC to indicate the approximate growth of the Fund, in all markets in terms of RCEs from its inception to March 31, 2004.

(in RCEs)



This graph reflects RCEs based upon long term contracts and accordingly excludes 106,000 purchased RCEs which are not expected to renew.

### Gas and Electricity Supply

To enable it to meet its supply obligations to its customer base and fix its margins, OESC enters into supply contracts with Gas Suppliers and Electricity Suppliers to purchase natural gas and electricity. OESC purchases gas and electricity in large volumes on a wholesale basis and is therefore able to secure favourable long term fixed price supply contracts. By following a policy of purchasing its estimated customer supply obligations in advance, the Company is able to achieve stable and predictable cash flows. Additional cash flows will be achieved through signing up new customers and renewing existing customers to new five year Fixed Price Contracts and Retail Electricity Contracts.

## **Arrangements with Coral Energy**

In excess of 99% of OESC's natural gas supply requirements and in excess of 80% of its electricity supply requirements are physically purchased from or financially hedged with Coral Energy pursuant to contractual arrangements between them. Coral Energy assists OESC in managing and balancing OESC's gas requirements for a fee pursuant to an energy management agreement and enters into specific gas supply and electricity hedging transactions (the "Transactions") pursuant to the gas purchase agreement between OESC and Coral Energy dated October 1998 as amended dated September 26, 2001 (the "OESC/Coral Energy Gas Purchase Agreement") and the power transaction agreement between OESC and Coral dated April 5, 2002 (the "OESC/Coral Energy Power Purchase Agreement"). Each transaction is specific as to price, volume and term. OESC's financial obligations to Coral Energy are secured by (i) a security interest on all of its customer contracts granted pursuant to the Security Agreement and (ii) directions issued by OESC to the LDCs to pay 100% of OESC's monthly gas and electricity settlements revenues from the LDCs to Coral Energy, on the basis that Coral Energy will deduct the cost of the gas and electricity which OESC purchased from Coral Energy and remit the difference (along with any proceeds from the sale of excess gas and electricity sold through Coral Energy) to OESC. The remittance amount represents OESC's gross margins from the sale of natural gas and electricity through LDCs as well as from the sale of excess gas and electricity.

If Coral Energy defaults in its obligations to deliver gas and electricity to OESC, or if OESC defaults in its obligation to accept delivery of gas or electricity, under a Transaction, subject to force majeure, the contractual arrangements between them contain provisions requiring the payment of various amounts by the defaulting party to the non-defaulting party, including liquidated damages. To date neither Coral Energy nor OESC has failed to fulfil its obligations to the other.

## **Competition**

### ***Industry Competition – Natural Gas***

Approximately 1.5 million residential, small to mid-size commercial and small industrial customers in Ontario still purchase their gas from LDCs. To the extent that the Company is successful through its marketing program in educating customers, it believes that it can be successful in signing LDC customers to Fixed Price Contracts. OESC offers its customers protection against price volatility through fixed price, fixed term supply arrangements. The Company does not view the LDCs as true competitors, but rather as a supplier of last resort for customers. The LDCs are currently not permitted to make a profit on the sale of the gas commodity to their supply customers.

With respect to ABMs supplying residential and small to mid-size commercial customers, OESC's largest competitors in Ontario are Direct Energy, which is owned by Centrica plc and Superior Plus. Each market in which OESC and/or its Affiliates operates has regional competitors.

Management of OESC believes that OESC has significant competitive advantages over other ABMs in that it has: (i) a marketing and sales organization which has achieved significant success in commodity sales; (ii) an excellent customer care process; (iii) a disciplined management of commodity purchases; (iv) an offering priced to achieve stable margin growth vs. customer growth. OESC's industry credibility is based on the long term experience of its management team relating to the deregulation of natural gas and their innovations in providing consumer choices within the direct purchase market.

### ***Industry Competition - Electricity***

Competition in OESC's target electricity market is currently limited. While many large well capitalized ABMs entered the market on deregulation, subsequent to the November 11, 2002 Action Plan, most have either sold their businesses or terminated marketing. Management believes the current active competitors in the electricity market to be OESC, Direct Energy and Constellation.

### ***Energy Source Competition***

Natural gas enjoys advantages over electricity and other fossil fuels, including the fact that it is readily available through vast transmission and distribution systems and has significant environmental advantages compared to other fossil fuels, which should result in consumers continuing to switch to natural gas for their energy needs. However, the price advantage which natural gas at one time enjoyed over these other forms of energy will be diminished if the price of natural gas continues to increase and, to the extent that consumers have the capacity to switch to the use of other forms of energy, such increases in the price of natural gas could result in other sources of energy providing more significant competition to OESC's natural gas offering. With regard to OESC's customer base, while some of its mid-size industrial and commercial customers may be in a position to select an alternate energy source, this option would normally not be available to its residential, small to mid-size commercial and small industrial customers without significant capital cost. Accordingly, while major industrial users (a market segment not served by OESC) can indeed change from one source of energy to another to take advantage of commodity price differentials, this requires installation of equipment which is generally not economic for residential or small to mid-size commercial and small industrial users.

### **Environment**

OESC does not view potential environmental liabilities as a significant concern. OESC never has physical custody or control of the natural gas or electricity or any facilities used to transport it and passes title to the gas and electricity sold to its customers at the same point at which it accepts title from its Gas Suppliers and Electricity Suppliers. Therefore, any potential liability to OESC for gas leaks or explosions during transmission and distribution is considered to be remote.

### **Employees**

OESC employed 256 persons as at March 31, 2004.

### **Properties**

While neither OESC or any of its affiliates own any real property, to carry on its business, OESC leases 78,142 square feet of space consisting of 29,871 square feet of head office and administrative space, 13,015 square feet to accommodate its call centre and customer service representatives and 35,256 square feet (nine offices) as centres to train its independent commission agents.

### **The Natural Gas and Electricity Distribution Industry**

The Direct Purchase Market – OESC operates within the highly regulated natural gas and electricity distribution industries under the OEB mandated direct purchase regulatory framework. The direct purchase market for natural gas is divided into two principal segments: (a) large industrial and large commercial customers and (b) residential and small commercial consumers. The large volume customer market is highly price sensitive. These users generally either contract directly with producers or aggregators or enter into short-term price competitive contracts with wholesalers. OESC does not supply this market.

The direct purchase electricity market breaks down between large industrial and commercial customers (which OESC does not attempt to supply), residential customers (which, subject to the legislation to be promulgated to implement Bill 100), are covered by the \$0.047/\$0.055 per kWh price cap and therefore cannot be currently marketed to economically) and Large Volume Users (over 250,000 kWh per year not covered by the \$0.047/\$0.055 per kWh price cap) which are OESC's current target market.

OESC and its competitors focus on the residential/small commercial market. The ability to obtain large numbers of customers at a reasonable cost is therefore a key ingredient in the success of a retailer such as OESC. A key to the

success of OESC's offerings is the attractiveness to its customers of a fixed price under its Fixed Price Contracts and price protection for approximately 95% of electricity under its Retail Electricity Contracts. Similar to a fixed rate mortgage, these contracts allow customers to fix their natural gas costs for the term of the contract.

## **Industry Regulation**

The OEB is the primary government body responsible for the regulation of the natural gas and electricity distribution industry within Ontario. Pursuant to the *Ontario Energy Board Act*, 1998 and the *Energy Competition Act*, 1998 (Ontario) (the "ECA"), the OEB regulates virtually all aspects of the industry including transmission, distribution, storage, and supply of natural gas and electricity to Ontario consumers. It is proposed, under Bill 100, to give greater jurisdiction to the OEB, including a greater role in market surveillance and setting regulated rates for small volume electricity consumers.

Over the past 12 years there has been significant deregulation and "unbundling" of LDC services. In 1997, the OEB approved the implementation of ABC-T Service for all utility franchises in Ontario. The introduction of ABC-T Service allows for the implementation of OESC's Fixed Price Contracts and more recently OESC's Retail Electricity Contracts. Management believes that the trend toward further deregulation and "unbundling" of utility services will continue and that, by holding the second largest non-utility residential natural gas customer base in Canada and a significant number of Retail Electricity Contracts, OESC will be in a position to take advantage of opportunities from further unbundling.

## **Electricity**

### **The Opportunity in Ontario**

The *Energy Competition Act*, 1998 (the "ECA") passed by the Ontario Legislature in October, 1998 ended the 92-year monopoly of Ontario Hydro. Effective March 1, 2000, customers, both wholesale and residential, were entitled to select their OEB-licensed supplier of choice, with deliveries to commence on or after May 1, 2002. With respect to the supply of the electricity commodity, retail customers may continue to be supplied by their local LDC at a floating rate or may choose to switch to a competitive retail supplier such as OESC. Currently approximately 80 LDCs serve three million customers, with Hydro One (the successor distribution company to the former Ontario Hydro) serving the remaining one million customers which consist primarily of large industrial users and rural customers.

The ECA divided the electricity marketplace into generation, transmission and distribution and commodity sales sectors and created an Independent Electricity Market Operator ("IMO") to manage the new electricity market system, ensure reliable physical electricity supplies and create a fair and competitive system accessible to all participants. The IMO ensures that the physical aspects of the system are secure and reliable while matching supply to demand, dispatches all transactions and settles all physical bilateral trades while policing market participants.

On November 11, 2002, the Government of Ontario announced the Action Plan. In response to the Action Plan, OESC suspended its marketing of electricity in Ontario. The Action Plan fixed the price for electricity for small volume (less than 250,000 kWh annual consumption) and certain designated consumers in the Province of Ontario at \$0.043 per kilowatt hour for four years. Accordingly, as the price cap was substantially below the long-term wholesale price for electricity in the Province, unsubsidized public market participants like OESC could no longer offer a competitive five year offering to new small volume consumers.

On March 21, 2003 the Ontario Energy Minister confirmed that a portion of Ontario's electricity market, the Large Volume Users would remain open for competition. Accordingly, effective March 31, 2003 OESC restarted the marketing of electricity to Ontario businesses utilizing in excess of 250,000 kWh annually pursuant to Retail Electricity Contracts. While the majority (by volume) of large users of electricity (consumers using in excess of 250,000 kWh per year) are not in OESC's target market, a significant number of the open market users meet OESC's criteria. As at March 31, 2003, OESC had secured 154,000 RCEs, approximately 60% are in the Large Volume User



category. During fiscal 2004, OESC has secured additional Retail Electricity Contracts representing 121,000 RCEs and continues to market to Large Volume Users.

Bill 100 confirms the commitment of the Government of the Province of Ontario to ensure that consumers pay the true price of power. The "Backgrounder" issued contemporaneously by the Ministry of Energy suggests that all consumers, including residential consumers, will be able to purchase electricity from retailers like OESC

### **Business of the Company – United States**

ABMs like OESC are signing up customers in at least 30 states in the United States. Management believes that these jurisdictions may represent a further opportunity to grow OESC's customer base outside Canada. Accordingly, OESC established a corporate structure to enable it to commence carrying on business in the United States, secured the Illinois Licence and is in the process of investigating the steps required to be completed to enable it to commence marketing Energy Contracts in other states.

Illinois Energy Savings obtained the Illinois Licence on December 17, 2003 and started test marketing the sale of Fixed Price Contracts in January, 2004. It is currently operating in the Nicor territory in Illinois, maintains two offices to train independent commission agents of which 40 are currently soliciting Fixed Price Contracts.

In Illinois, the available natural gas market is approximately 3.1 million customers. Approximately 6% of Illinois customers have switched to deregulated suppliers to date.

As in Ontario, USESC purchases gas supply on a hedged basis in advance of marketing. The utility regularly provides marketers with monthly and annual forecasts so Illinois Energy Savings can maintain its supply purchases in line with utility requirements on an ongoing basis. LDCs require Illinois Energy Savings to inject gas into storage in the summer for delivery to customers in the winter pursuant to a preset delivery schedule. Unlike Ontario, Illinois Energy Savings is not paid on deliveries to the LDC but rather upon consumption by the customers. While the LDCs in Illinois are responsible for billing customers for USESC's commodity charges, Illinois Energy Savings is exposed to the risk of non-payment. The default rate in the Nicor service area has historically been in the 1.1% range. Currently, there are nine certified alternative gas suppliers in Illinois. Four of those suppliers are direct competitors of USESC marketing to residential and small commercial customers although none of them currently offer a five year Fixed Price Contract. Marketers in Illinois are subject to rules and regulations promulgated by the Illinois Commerce Commission pursuant to legislation passed in December, 1997. USESC has the same door-to-door approach for marketing to customers in Illinois as used in Ontario and offers similar Fixed Price Contracts.

### **Share and Loan Capital of Ontario Energy Savings Corp.**

#### **Share Capital**

The authorized share capital of OESC consists of an unlimited number of Common Shares, an unlimited number of Class A Preference Shares and an unlimited number of Class B Preference Shares of which, at March 31, 2004, 400 Common Shares and 11,631,178 Class A Preference Shares are issued and outstanding. The voting rights attached to the Common Shares are subject to the terms of the OESC Shareholders' Agreement. The following is a description of the rights attached to such shares.

#### ***Common Shares***

Each Common Share entitles the holder thereof to receive notice of and to attend all meetings of shareholders of OESC and to one vote per share at such meetings (other than meetings of another class of shares of OESC). The holders of Common Shares are, at the discretion of the board of directors of OESC and subject to applicable legal restrictions, entitled to receive any dividends declared by the board of directors on the Common Shares. In the event of the liquidation, dissolution or winding-up of OESC or other distribution of its assets among its shareholders,

holders of the Common Shares shall be entitled to receive the amounts specified below under the heading "Liquidation, Dissolution or Winding-up".

### ***Preference Shares***

#### ***Class A Preference Shares***

Except where specifically provided by the OBCA, the holders of the Class A Preference Shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of OESC and shall not be entitled to vote at any such meeting. However, pursuant to the Declaration of Trust, the holders of the Class A Preference Shares will be entitled to vote in all votes of Unitholders (including resolutions in writing) as if they were the holders of the number of Units which they would receive if they exercised all of their Shareholder Exchange Rights as of the record dates for such votes and shall be treated in all respects as Unitholders for the purposes of any such votes.

The Class A Preference Shares shall entitle the holders thereof to receive in any year as and when declared by the board of directors of OESC cash distributions in a maximum amount per share equal to the distribution entitlement per share of the Class B Preference Share less 56% of the management bonus payable in respect of each Class A Preference Shares pursuant to the Management Incentive Program of OESC for such year. See "OESC Shareholders' Agreement – Special Management Incentive Program" below. Holders of Class A Preference Shares will receive, collectively from dividends divided by 56% and payments under the Special Management Incentive Program of OESC, in any period an amount not greater than the distributions they would have received if they exercised all of their Shareholder Exchange Rights at the commencement of such period.

In the event of the liquidation, dissolution or winding-up of OESC or other distribution of its assets among its shareholders, holders of Class A Preference Shares shall be entitled to receive the amount specified below under the heading "Liquidation, Dissolution or Winding-Up". Such amount will effectively be the same as, and will in no circumstances exceed, the amount per Class A Preference Share that the holder of such Class A Preference Share would have received had OESC and the Fund been liquidated, dissolved or wound-up on the same date and the Shareholder Exchange Rights relating thereto been exercised immediately prior thereto.

#### ***Class B Preference Shares***

Class B Preference Shares are non-voting and exchangeable into trust units in accordance with the OESC Shareholders' Agreement. The Class B Preference Shares are redeemable at the option of OESC and retractable at the option of the holder, at a price of \$2.50 per Class B Preference Share together with all accrued and unpaid dividends subject to consent of the holder or OESC, respectively. Pursuant to the terms of the OESC shareholders' agreement, all shareholder exchange rights relating to Class B Preference Shares must have been exercised by January 1, 2004. As a result, no Class B Preference Shares were outstanding at year end.

### ***Liquidation, Dissolution or Winding-up***

In the event of the liquidation, dissolution or winding-up of OESC or other distribution of its assets among its shareholders, the holders of the Class A Preference Shares, Class B Preference Shares and Common Shares shall be entitled, after payment of all liabilities of OESC, to share in all remaining assets of OESC as follows:

- (a) the holders of the Class A Preference Shares shall be entitled to share in all such assets to the extent of their *pro rata* share thereof determined by multiplying the amount of such assets by a fraction, the numerator of which is the number of Units which the holders of the Class A Preference Shares would be entitled to receive if they exercised their Shareholder Exchange Rights on the date of such liquidation, dissolution or winding-up of OESC or other distribution of its assets amongst its shareholders, and the denominator of which shall be the number of Units that would be outstanding on such date if all the Shareholder Exchange Rights had been exercised on such date;

- (b) the holders of the Class B Preference Shares shall be entitled to share in all such assets to the extent of their *pro rata* share thereof determined by multiplying the amount of such assets by a fraction, the numerator of which is the number of Units which the holders of the Class B Preference Shares would be entitled to receive if they exercised their Shareholder Exchange Rights on the date of such liquidation, dissolution or winding-up of OESC or other distribution of its assets amongst its shareholders, and the denominator of which shall be the number of Units that would be outstanding on such date if all the Shareholder Exchange Rights had been exercised on such date; and
- (c) the holders of the Common Shares shall be entitled to share in all such assets to the extent of their *pro rata* share thereof determined by multiplying the amount of such assets by a fraction, the numerator of which is the number of Units outstanding on the date of such liquidation, dissolution or winding-up of OESC or other distribution of its assets amongst its shareholders, and the denominator of which shall be the number of Units that would be outstanding on such date if all the Shareholder Exchange Rights had been exercised on such date.

### **Distribution Policy**

The distribution policy of OESC is to distribute all of its available cash, subject to applicable law, by way of monthly dividends on its Common Shares after; (i) satisfaction of its debt service obligations, if any; (ii) satisfaction of its interest (including interest on the OESC Notes) and other expense obligations; (iii) making any principal repayments in respect of the OESC Notes considered advisable by the board of directors of OESC, with the consent of the Fund and the holders of the OESC Notes by Extraordinary Resolution; and (iv) setting aside the amounts necessary to pay the bonuses to the Class A Preference Shares under the Special Management Incentive Program (which will in no circumstances amount to a payment in any year in respect of each Class A Preference Share in excess of the distributions paid on a Unit in such year), and subject to OESC retaining such reasonable working capital reserves as may be considered appropriate by the board of directors of OESC. OESC does not intend to pay dividends on its Preference Shares.

OESC does not anticipate that significant capital expenditures will be required in connection with its business. Capital expenditures or other expenditures may be financed with borrowings or additional issuances of Units, from the working capital of OESC and/or from the cash flow of OESC.

### **OESC Notes**

The following is a summary of the material attributes and characteristics of the OESC Notes, and is qualified in its entirety by reference to the provisions of the Note Indenture which contains a complete statement of such attributes and characteristics.

The OESC Notes authorized are unlimited and will mature on April 30, 2031, subject to prepayment from time to time as considered advisable by the board of directors of OESC, with the consent of the Fund and the holder of the OESC Notes by Extraordinary Resolution, and subject to extension for an additional ten year term with the consent of the holders of the OESC Notes by Extraordinary Resolution. The OESC Notes bear interest at the rate of 13% per annum, payable monthly to the holders of record on the last day of each calendar month. The interest on the OESC Notes is payable in lawful money of Canada at any branch in Canada of the bank to be specified in the Note Indenture.

The OESC Notes are issuable only as fully registered Notes in minimum denominations of \$10 and for amounts above such minimum only integral multiples of \$1.

The principal of the OESC Notes is payable in lawful money of Canada.

### ***Payment upon Maturity***

On maturity, OESC will repay the indebtedness represented by the OESC Notes by paying to the Note Trustee in lawful money of Canada an amount equal to the principal amount of the outstanding OESC Notes, together with accrued and unpaid interest thereon.

### ***Redemption***

From time to time the board of directors of OESC will review the status of OESC's assets and the economic condition relating to OESC's business and the industry within which it operates. If this review, in the opinion of the board of directors of OESC, indicates that it is unlikely that the indebtedness of OESC evidenced by the OESC Notes could be refinanced on the same terms and conditions upon maturity of such notes, then OESC may, subject to the consent of the Trustee and the holders of the Notes by Extraordinary Resolution, commence principal repayments on the OESC Notes such that in the opinion of the board of directors of OESC, the OESC Notes will be fully repaid upon maturity. In that event, the available cash of OESC will be utilized to the extent required to fund such repayments in lieu of dividends on the Common Shares. In addition, if OESC has available cash, but is prohibited from declaring or paying a dividend or reducing its stated capital under applicable corporate laws, the board of directors of OESC may make principal repayments on the OESC Notes to the extent of such available cash. Except as aforesaid, the OESC Notes will not be redeemable at the option of OESC or by the holders thereof prior to maturity.

### ***Ranking***

The OESC Notes are unsecured debt obligations of OESC and are subordinate in right of payment to other direct unsecured indebtedness of OESC and all secured debt of OESC.

### ***Default***

The Note Indenture provides that any of the following shall constitute an Event of Default (as defined in the Note Indenture): (i) default in payment of the principal of the Notes when the same becomes due; (ii) the failure to pay the interest obligations of the Notes when the same becomes due, for a period of 12 months; (iii) default on any indebtedness exceeding \$5,000,000; (iv) certain events of winding-up, liquidation, bankruptcy, insolvency or receivership; (v) the taking of possession by an encumbrancer of all or substantially all of the property of OESC; (vi) OESC ceasing to carry on its business, or a substantial or significant part thereof, in the ordinary course; or (vii) default in the observance or performance of any other covenant or condition of the Note Indenture and the continuance of such default for a period of 30 days after notice in writing has been given by the Note Trustee to OESC specifying such default and requiring OESC to rectify the same.

The Note Indenture also provides that the Note Trustee shall not take steps or actions with respect to an Event of Default without the prior consent of the Fund provided the Fund holds, directly or indirectly, at least 25% of the aggregate principal amount of the outstanding OESC Notes. Certain other provisions under the Note Indenture require the prior consent or authorization of the Fund if the Fund holds, directly or indirectly, at least 25% of the aggregate principal amount of the outstanding OESC Notes.

## **SHARE AND LOAN CAPITAL OF OESC EXCHANGE INC.**

### **Share Capital of Exchangeco**

The authorized share capital of Exchangeco consists of an unlimited number of Common Shares, of which 100 Common Shares are issued and outstanding and owned by the Fund. The voting rights attached to the Common Shares are subject to the terms of the OESC Shareholders' Agreement. The following is a description of the rights attached to such shares.

## **Common Shares**

Each Common Share entitles the holder thereof to receive notice of and to attend all meetings of shareholders of Exchangeco and to one vote per share at such meetings (other than meetings of a class of shares of Exchangeco). The holders of Common Shares are, at the discretion of the board of directors of Exchangeco and subject to applicable legal restrictions, entitled to receive any dividends declared by the board of directors on the Common Shares. In the event of the liquidation, dissolution or winding-up of Exchangeco or other distribution of its assets among its shareholders, holders of the Common Shares, after payment of all of the liabilities of Exchangeco, are entitled to share ratably in all remaining assets of Exchangeco.

## **Exchangeco Notes**

The terms and conditions of the Exchangeco Notes are substantially the same as the terms and conditions of the OESC Notes. The Exchangeco Notes have been and will be issued in connection with the exercise of the Exchangeco Exchange Right designed to facilitate the exchange of the Preference Shares for Units pursuant to the Shareholder Exchange Rights. See "OESC Shareholders' Agreement" below. The foregoing is qualified in its entirety by reference to the provisions of the Exchangeco Note Indenture which contains a complete statement of such attributes and characteristics.

## **OESC SHAREHOLDERS' AGREEMENT**

On April 30, 2001 the Fund, OESC, the shareholders of OESC (including former shareholders who were issued Units in lieu of Preference Shares), Exchangeco, Electrico and the shareholders of Electrico entered into the OESC Shareholders' Agreement. The following is a summary of the material provisions of the OESC Shareholders' Agreement.

### **Directors of OESC**

The OESC Shareholders' Agreement provides that the board of directors of OESC shall consist of a minimum of three and a maximum of ten directors, with the initial number of directors set at eight. The OESC Shareholders' Agreement provides that at least a majority of the directors shall be persons who are not officers or employees of OESC or any of its affiliates (as defined in the OBCA) or persons who beneficially own, directly or indirectly, or who exercise control or direction over, Units representing more than 10% of the outstanding Units on a fully-diluted basis or directors or officers of any such person or any of its affiliates.

### **Transfer of Common Shares and Preference Shares**

Until the Fund is liquidated, the Preference Shares may only be sold or otherwise disposed of pursuant to the Shareholder Exchange Rights and the related purchase for cancellation of such shares by OESC or in the event of:

- (a) a successful takeover bid for all of the Units, in which case the holders of Preference Shares are obligated to sell their Preference Shares to:
  - (i) the successful bidder; or
  - (ii) the Fund, if that takeover bid is not also made to the holders of the Preference Shares or if the price of the bid for the Preference Shares is less than the price per Preference Share described below, in which case the Fund is obligated to purchase the Preference Shares;

in the case of (i) the Class A Preference Shares, at a cash price per share equal to the price paid per Unit pursuant to the successful takeover bid multiplied by the number of Units which the holders of the Class A Preference Shares would be entitled to receive if they exercised the Shareholder

Exchange Rights relating to the Class A Preference Shares on the date of purchase divided by the number of Class A Preference Shares outstanding, and (ii) in the case of the Class B Preference Shares at a cash price per share equal to the price paid per Unit pursuant to the successful takeover bid multiplied by the number of Units the holders of the Class B Preference Shares would be entitled to receive if they exercised the Shareholder Exchange Rights relating to the Class B Preference Shares on the date of purchase divided by the number of Class B Preference Shares outstanding; or

- (b) a takeover bid, amalgamation, plan of arrangement or other business combination involving all of the shares of OESC.

If a takeover bid is made for all of the Units and not less than 90% of the Units on a fully-diluted basis (other than Units held at the date of the takeover bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the Fund shall have the option, exercisable within 60 days of the termination of the takeover bid, to require the holders of the Preference Shares to sell their Preference Shares to the Fund at a price per Preference Share determined on the same basis as set forth in paragraph (a) above.

The Class B Preference Shares may not be redeemed by the Company or retracted by the holder thereof without the prior written consent of the holder or the Company, respectively.

### **Shareholder Exchange Rights**

Pursuant to the OESC Shareholders' Agreement, Exchangeco has granted to the holders of Preference Shares rights (the "Shareholder Exchange Rights") to require Exchangeco to acquire Class A Preference Shares and Class B Preference Shares in exchange for Units. The Shareholder Exchange Rights may be exercised with respect to such number of Preference Shares up to the number of Preference Shares held by the relevant holder at such time on the last day of any calendar quarter upon 10 days written notice to the Fund, OESC and Exchangeco.

In the case of the Class A Preference Shares, the Shareholder Exchange Rights entitle the holder of such shares to receive a number of Units equivalent to the number of Class A Preference Shares in respect of which the Shareholder Exchange Rights have been exercised.

In the case of the Class B Preference Shares, the Shareholder Exchange Rights entitle the holder of such shares to receive one Unit in exchange for each Class B Preference Share in respect of which the Shareholder Exchange Rights have been exercised plus the number of Units determined in accordance with the following. The number of Units to be received on the exercise of the Shareholder Exchange Rights with respect to any Class B Preference Share will, commencing on the later of (i) the date of the closing of the offering contemplated by the Prospectus, and (ii) the date of the issuance of such Class B Preference Share, be increased on each date that a distribution is paid by the Fund on the Units, less any dividends that have been declared and paid on the Class B Preference Shares for such period, by (a) that number of Units which have a market price as of the date of such distribution (determined on the basis set forth under "Declaration of Trust and Description of Units – Redemption Right") equal to 56% of the distribution paid by the Fund on each Unit, and (b) the number of Units which would have been issued if the Shareholder Exchange Rights had been exercised in respect of such Class B Preference Share during the month in which the distribution date falls minus one, increased at a rate per annum equal to 56% of the prime rate of interest charged by the Company's bankers on Canadian dollar loans made in Canada during such month plus 1%. There are no Class B Preference Shares currently outstanding.

### **Exchangeco Exchange Rights**

To enable Exchangeco to honour its obligations pursuant to the Shareholder Exchange Rights, the Fund has granted to Exchangeco pursuant to the OESC Shareholders' Agreement rights (the "Exchangeco Exchange Rights") to purchase from treasury, that number of Units required by Exchangeco from time to time to fulfill its obligations under the Shareholder Exchange Rights. The purchase price for such Units is the market price of the Units to be purchased as at

the date of exercise by the Shareholder of the Shareholder Exchange Rights which they are being issued in respect of (determined on the basis set forth under "Declaration of Trust and Description of Units – Redemption Right") and shall be satisfied by the issuance by Exchangeco to the Fund of Exchangeco Notes with a principal amount equal to such market price.

OESC is required, subject to applicable law, to purchase from Exchangeco for cancellation all Class A Preference Shares and Class B Preference Shares acquired by Exchangeco from time to time pursuant to the exercise of the Shareholder Exchange Rights for an amount (the "Preference Share Purchase Price") equal to the market price of the Units exchanged by Exchangeco for such Preference Shares and OESC will satisfy the purchase price by the issue to Exchangeco of additional OESC Notes in a principal amount equal to the Preference Share Purchase Price. Once all of the Shareholder Exchange Rights have been exercised and all of the Preference Shares have been purchased for cancellation, OESC and Exchangeco will amalgamate.

Pursuant to the terms of the OESC Shareholders' Agreement, on the earlier of (i) March 31, 2016, (ii) the date of the termination of the employment or consulting arrangement with OESC and a holder of Class A Preference Shares for any reason, (iii) the date of death of a holder of Class A Preference Shares, and (iv) the date upon which a holder of Class A Preference Shares becomes a non-resident of Canada within the meaning of the Tax Act, all of the Shareholder Exchange Rights held by such holders relating to Class A Preference Shares which have not been exercised by such date shall be deemed to have been exercised.

Pursuant to the terms of the OESC Shareholders' Agreement, on the earlier of (i) January 1, 2004, (ii) the date of the death of a holder of Class B Preference Shares, and (iii) the date upon which a holder of Class B Preference Shares becomes a non-resident of Canada within the meaning of the Tax Act, all of the Shareholder Exchange Rights relating to Class B Preference Shares held by such holder which have not been exercised by such date shall be deemed to have been exercised.

### **Special Management Incentive Program**

Each of the holders of the Class A Preference Shares is entitled to receive, on a quarterly basis, a management bonus equal to the amount that he would have received had he been a holder of record on the record date for all distributions made on Units in respect of such quarter of a number of Units equivalent to the number of Class A Preference Shares held by the individual.

### **Other Matters**

The OESC Shareholders' Agreement also provides that:

- (a) except for the issuance of Class B Preference Shares on the exercise of the conversion rights attached to the Class A Preference Shares, no additional Preference Shares may be issued without the consent of all of the holders of the Common Shares and Preference Shares; and
- (b) the Fund will not accept an offer or agree to support any other proposal involving its Common Shares or Preference Shares unless the same offer or proposal is made to the holders of Preference Shares for their Preference Shares for a consideration based on the consideration for the Common Shares which reflects the percentage indirect interest of the holders of the Preference Shares in OESC through the Fund on the basis that they had exercised all of the Shareholder Exchange Rights.

## DECLARATION OF TRUST AND DESCRIPTION OF UNITS

### Declaration of Trust

The Fund is an open-ended, limited purpose trust established under the laws of the Province of Ontario and is governed by the Declaration of Trust. The Fund qualifies as a mutual fund trust for the purposes of the Tax Act. The following is a summary of the material attributes and characteristics of the Units and certain provisions of the Declaration of Trust which does not purport to be complete. Reference is made to the Declaration of Trust for a complete description of the Units and the full text of its provisions.

### Activities of the Fund

The Declaration of Trust provides that the Fund is restricted to:

- (a) investing in securities, including those issued by OESC and Exchangeco;
- (b) temporarily holding cash in interest-bearing accounts or short-term government debt for the purposes of paying the expenses of the Fund, paying amounts payable by the Fund in connection with the redemption of any Units and making distributions to Unitholders; and
- (c) issuing Units (i) for cash or in order to acquire securities including those issued by OESC and (ii) upon the exercise of the Exchangeco Exchange Rights granted by the Fund to Exchangeco pursuant to the OESC Shareholders' Agreement.

### Units

An unlimited number of Units may be issued pursuant to the Declaration of Trust. Each Unit is transferable and represents an equal undivided beneficial interest in any distributions from the Fund whether of net income, net realized capital gains or other amounts, and in the net assets of the Fund in the event of termination or winding-up of the Fund. All Units are of the same class with equal rights and privileges. The Units are not subject to future calls or assessments, and entitle the holder thereof to one vote for each whole Unit held at all meetings of Unitholders. Pursuant to the Declaration of Trust, the holders of the Preference Shares will be entitled to vote in all votes of Unitholders (including resolutions in writing) as if they are the holders of the number of Units which they would receive if they exercised their Shareholder Exchange Rights as of the record dates for such votes and will be treated in all respects as Unitholders for the purposes of any such vote. Except as set out under "Redemption Right" below, the Units have no conversion, retraction, redemption or pre-emptive rights.

### Issuance of Units

The Declaration of Trust provides that Units or rights to acquire Units may be issued at the times, to the persons, for the consideration and on the terms and conditions that the Administrator determines. Units may be issued in satisfaction of any non-cash distribution of the Fund to Unitholders on a *pro rata* basis. The Declaration of Trust also provides that immediately after any *pro rata* distribution of Units to all Unitholders in satisfaction of any non-cash distribution, the number of outstanding Units will be consolidated such that each Unitholder will hold after the consolidation the same number of Units as the Unitholder held before the non-cash distribution. In this case, each certificate representing a number of Units prior to the non-cash distribution is deemed to represent the same number of Units after the non-cash distribution and the consolidation.

### Trustee

The Trustee of the Fund is Montreal Trust Company, 100 University Avenue, 11<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1.



The Declaration of Trust provides that, subject to the terms and conditions thereof, the Trustee may, in respect of the trust assets, exercise any and all rights, powers and privileges that could be exercised by a legal and beneficial owner thereof and shall supervise the investments and conduct the affairs of the Fund. The Declaration of Trust prohibits a non-resident of Canada (as that term is defined in the Tax Act) from acting as the Trustee. The Trustee is responsible for, among other things: (i) acting for, voting on behalf of and representing the Fund as a shareholder and noteholder of OESC and Exchangeco; (ii) maintaining records and providing reports to Unitholders; (iii) supervising the activities of the Fund; (iv) effecting payments of distributable cash from the Fund to Unitholders; and (v) voting in favour of the Fund's nominees to serve as directors of OESC.

The Trustee may resign upon 60 days' written notice to the Fund and may be removed by an ordinary resolution of the Unitholders and the vacancy created by such removal or resignation must be filled at the same meeting, failing which it may be filled by the former Trustee.

The Declaration of Trust provides that the Trustee shall act honestly and in good faith with a view to the best interests of the Fund and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Declaration of Trust provides that the Trustee shall be entitled to indemnification from the Fund in respect of the exercise of its powers, and the discharge of its duties provided that it acted honestly and in good faith with a view to the best interests of all the Unitholders.

### **Administration of the Fund**

The Fund entered into the Administration Agreement with OESC on April 30, 2001 pursuant to which OESC has agreed to act as Administrator of the Fund. The Administrator will provide or arrange for the provision of services required in the administration of the Fund. These services may include arranging and paying for annual audit and regulatory public reporting services and costs, arranging for, and paying the cost of, legal counsel, monitoring and co-ordinating the activities of, and paying the fees of, the transfer agent and registrar for the Units, arranging for distributions to Unitholders, and providing reports to Unitholders. All such costs, other than the amounts of the distributions to the Unitholders, are the responsibility of the Administrator. Unitholders may terminate the Administration Agreement by Special Resolution.

### **Cash Distributions**

The amount of cash to be distributed monthly per Unit shall be equal to a *pro rata* share of interest and principal repayments on the OESC Notes and Exchangeco Notes and distributions, if any, on or in respect of the Common Shares of OESC owned by the Fund received by the Fund less: (i) administrative expenses and other obligations of the Fund; (ii) amounts which may be paid by the Fund in connection with any cash redemptions of Units; and (iii) any other interest expense incurred by the Fund between distributions. Any income of the Fund which is applied to any such cash redemptions of Units or is otherwise unavailable for cash distribution will be distributed to Unitholders in the form of additional Units. Such additional Units will be used pursuant to applicable exemptions under applicable securities laws, discretionary exemptions granted by applicable securities regulatory authorities or a prospectus or similar filing.

The Fund derives interest income from its holding of OESC Notes and Exchangeco Notes. The OESC Notes bear interest at 13% per annum, payable monthly, and will mature on April 30, 2031, subject to prepayment from time to time as considered advisable by the board of directors of OESC with the consent of the Fund and the holders of the OESC Notes by Extraordinary Resolution. The Exchangeco Notes bear interest at 13% per annum payable monthly and will mature on April 30, 2031, subject to prepayment from time to time as considered advisable by the board of directors of Exchangeco with the consent of the Fund and the holders of the Exchangeco Notes by Exchangeco Extraordinary Resolution. The Fund also receives proceeds from dividends on the Common Shares.

## Redemption Right

Units are redeemable at any time on demand by the holders thereof. As the Units are issued in book entry form, a Trust Unitholder who wishes to exercise the redemption right will be required to obtain a redemption notice form from his or her investment dealer who will be required to deliver the completed redemption notice form to CDS. Upon receipt of the redemption notice by the Fund, all rights to and under the Units tendered for redemption shall be surrendered and the holder thereof shall be entitled to receive a price per Unit (the "Redemption Price") equal to the lesser of: (i) 90% of the "market price" of the Units on the principal market on which the Units are quoted for trading during the 10 trading day period commencing immediately subsequent to the date on which the Units were surrendered for redemption (the "Redemption Date"); and (ii) the "closing market price" on the principal market on which the Units are quoted for trading on the Redemption Date.

For the purposes of this calculation, "market price" will be an amount equal to the simple average of the closing price of the Units for each of the trading days on which there was a closing price; provided that if the applicable exchange or market does not provide a closing price, but only provides the highest and lowest prices of the Units traded on a particular day, the "market price" shall be an amount equal to the simple average of the highest and lowest prices for each of the trading days on which there was a trade; and provided further that if there was trading on the applicable exchange or market for fewer than five of the 10 trading days, the "market price" shall be the simple average of the following prices established for each of the 10 trading days: the average of the last bid and last asking prices of the Units for each day there was no trading; the closing price of the Units for each day that there was trading if the exchange or market provides a closing price; and the average of the highest and lowest prices of the Units for each day that there was trading if the market provides only the highest and lowest prices of Units traded on a particular day. The "closing market price" shall be an amount equal to the closing price of the Units if there was a trade on the date and the exchange or market provides a closing price; an amount equal to the average of the highest and lowest prices of the Units if there was trading and the exchange as other market provides only the highest and lowest prices of Units traded on a particular day; the average of the last bid and last asking prices of the Units if there was no trading on that date.

The aggregate Redemption Price payable by the Fund in respect of any Units surrendered for redemption during any calendar month shall be satisfied by way of a cash payment on the last day of the month following the quarter in which the Units were tendered for redemption, provided that the entitlement of Unitholders to receive cash upon the redemption of their Units is subject to the limitations that: (i) the total amount payable by the Fund in respect of such Units and all other Units tendered for redemption in the same calendar month shall not exceed \$50,000.00; (ii) at the time such Units are tendered for redemption, the outstanding Units shall be listed for trading on a stock exchange or traded or quoted on another market which the Administrator considers, in its sole discretion, provides representative fair market value prices for the Units; and (iii) the normal trading of Units is not suspended or halted on any stock exchange on which the Units are listed (or, if not listed on a stock exchange, on any market on which the Units are quoted for trading) on the Redemption Date or for more than five trading days during the 10-day trading period commencing immediately after the Redemption Date.

If a Unitholder is not entitled to receive cash upon the redemption of Units as a result of the foregoing limitations, then each Unit tendered for redemption shall, subject to any applicable regulatory approvals, be redeemed by way of a distribution *in specie* of a *pro rata* number of securities of OESC and Exchangeco held by the Fund. No fractional Common Shares or OESC Notes or Exchangeco Notes in integral multiples of less than \$10 will be distributed and, where the number of securities of OESC to be received by a Unitholder includes a fraction or a multiple less than \$10, such number shall be rounded to the next lowest whole number or integral of \$10. The Fund shall be entitled to all interest paid on the OESC Notes and the Exchangeco Notes and the distributions paid on the Common Shares on or before the date of the distribution *in specie*.

It is anticipated that the redemption right described above will not be the primary mechanism for holders of Units to dispose of their Units. Securities of OESC and Exchangeco which may be distributed *in specie* to Unitholders in

connection with a redemption will not be listed on any stock exchange and no market is expected to develop in securities of OESC or Exchangeco and they may be subject to resale restrictions under applicable securities laws.

Securities of OESC or Exchangeco so distributed may not be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds and deferred profit sharing plans and registered education savings plans, each as defined in the Tax Act, depending upon the circumstances at the time.

### **Meetings of Unitholders**

The Declaration of Trust provides that meetings of Unitholders must be called and held for the election or removal of nominees of the Fund to serve as directors of OESC (except filling casual vacancies), the removal of the Trustee, the appointment or removal of the auditors of the Fund, the appointment of an inspector to investigate the performance by the Trustee or Administrator in respect of their respective responsibilities and duties in respect of the Fund, the approval of amendments to the Declaration of Trust (except as described under "Amendments to the Declaration of Trust" below), the sale of all or substantially all of the assets of the Fund, the exercise of certain voting rights attached to securities of OESC and Exchangeco held by the Fund (see "Exercise of Certain Voting Rights Attached to Securities of OESC and Exchangeco" below) and the dissolution of the Fund prior to the end of its term. A resolution electing or removing nominees of the Fund to serve as directors of OESC and a resolution appointing or removing the Trustee or the auditors of the Fund must be passed by a simple majority of the votes cast by Unitholders. The balance of the foregoing matters must be passed by a Special Resolution. Meetings of Unitholders will be called and held annually for the election of the nominees of the Fund to serve as directors of OESC and the appointment of auditors of the Fund.

A meeting of Unitholders may be convened at any time and for any purpose by the Administrator or the Trustee and must be convened, except in certain circumstances, if requisitioned by the holders of not less than 5% of the Units then outstanding by a written requisition. A requisition must state in reasonable detail the business proposed to be transacted at the meeting.

Unitholders may attend and vote at all meetings of the Unitholders either in person or by proxy and a proxy-holder need not be a Unitholder. Two persons present in person or represented by proxy and representing in the aggregate at least 25% of the votes attached to all outstanding Units shall constitute a quorum for the transaction of business at all such meetings.

Pursuant to the Declaration of Trust, the holders of the Preference Shares will be entitled to vote in all votes of Unitholders (including resolutions in writing) as if they are the holders of the number of Units which they would receive if they exercised their Shareholder Exchange Rights as of the record dates for such votes and shall be treated in all respects as Unitholders for the purposes of any such vote.

The Declaration of Trust contains provisions as to the notice required and other procedures with respect to the calling and holding of meetings of Unitholders.

### **Limitation on Non-Resident Ownership**

In order for the Fund to maintain its status as a mutual fund trust under the Tax Act, the Fund must not be established or maintained primarily for the benefit of non-residents of Canada within the meaning of the Tax Act. Accordingly, the Declaration of Trust provides that at no time may non-residents of Canada be the beneficial owners of a majority of the Units. The Trustee or the Administrator may require declarations as to the jurisdictions in which beneficial owners of Units are resident. If the Trustee or the Administrator becomes aware as a result of requiring such that the beneficial owners of 49% of the Units then outstanding are, or may be, non-residents or that such a situation is imminent, the transfer agent and registrar shall make a public announcement thereof and shall not accept a subscription for Units from or issue or register a transfer of Units to a person unless the person provides a declaration that he or she is not a non-resident. If, notwithstanding the foregoing, the Trustee or the Administrator determines that

a majority of the Units are held by non-residents, the Trustee may send a notice to non-resident holders of Units, chosen in inverse order to the order of acquisition or registration or in such manner as the Trustee or the Administrator may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 60 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Trustee or the Administrator with satisfactory evidence that they are not non-residents within such period, the Trustee or the Administrator may, on behalf of such Unitholders, sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be holders of the Units and their rights shall be limited to receiving the net proceeds of such sale.

### **Amendments to the Declaration of Trust**

The Declaration of Trust may be amended or altered from time to time by Special Resolution of the Unitholders.

The Trustee may, without the approval of the Unitholders, make certain amendments to the Declaration of Trust, including amendments:

- (a) for the purpose of ensuring continuing compliance with applicable laws, regulations, requirements or policies of any governmental authority having jurisdiction over the Trustee or over the Fund;
- (b) which, in the opinion of counsel to the Fund, provide additional protection for Unitholders;
- (c) to remove any conflicts or inconsistencies in the Declaration of Trust or to make minor corrections which, in the opinion of the Trustee, are necessary or desirable and not prejudicial to the Unitholders; and,
- (d) which, in the opinion of the Trustee, are necessary or desirable as a result of changes in Canadian taxation laws.

On June 27, 2003, the Unitholders and holders of Preference Shares approved a Special Resolution amending the Declaration of Trust to permit the Fund to borrow money and guarantee the obligations of any subsidiary to provide security therefore. On June 29, 2004, the Unitholders and holders of Preference Shares approved a Special Resolution to further amend the Declaration of Trust to expand the investment powers of the Fund as set forth on pages 19 to 21 of the Fund's Management Proxy Circular under the heading "Special Items of Business- (a) Proposed Amendment to the Fund's Declaration of Trust" which is incorporated herein by reference. See Sedar reference and job # 656737 at Sedar at [www.sedar.com](http://www.sedar.com)

### **Term of the Fund**

The Fund has been established for a term ending 21 years after the date of death of the last surviving issue of Her Majesty, Queen Elizabeth II, alive on February 14, 2001. On a date selected by a Trustee which is not more than two years prior to the expiry of the term of the Fund, the Trustee is obligated to commence to wind up the affairs of the Fund so that it will terminate on the expiration of the term. In addition, at any time prior to the expiry of the term of the Fund, the Unitholders may by Special Resolution require the Trustee to commence to wind up the affairs of the Fund.

The Declaration of Trust provides that, upon being required to commence to wind up the affairs of the Fund, the Trustee will give notice thereof to the Unitholders, which notice shall designate the time or times at which time Unitholders may surrender their Units for cancellation and the date at which the register of Units will be closed. After the date the register is closed, the Trustee shall proceed to wind up the affairs of the Fund as soon as may be reasonably practicable and for such purpose shall, subject to any direction to the contrary in respect of a termination authorized by a resolution of the Unitholders, sell and convert into money the Common Shares, OESC Notes, Exchangeco Common Shares and Exchangeco Notes and all other assets comprising the Fund in one transaction or in

a series of transactions at public or private sales and do all other acts appropriate to liquidate the Fund. After paying, retiring, discharging or making provision for the payment, retirement or discharge of all known liabilities and obligations of the Fund and providing for indemnity against any other outstanding liabilities and obligations, the Trustee shall distribute the remaining part of the proceeds of the sale of the Common Shares, OESC Notes, Exchangeco Common Shares and Exchangeco Notes and other assets together with any cash forming part of the assets of the Fund among the Unitholders in accordance with their *pro rata* interests. If the Trustee is unable to sell all or any of the Common Shares, Notes, Exchangeco Common Shares or Exchangeco Notes or other assets which comprise part of the Fund by the date set for termination, the Trustee may distribute the remaining Common Shares, Notes, Exchangeco Common Shares and Exchangeco Notes or other assets *in specie* directly to the Unitholders in accordance with their *pro rata* interests subject to obtaining all required regulatory approvals.

### **Takeover Bids**

The Declaration of Trust contains provisions to the effect that if a takeover bid is made for the Units and not less than 90% of the Units (other than Units held at the date of the takeover bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Units held by Unitholders who did not accept the takeover bid on the terms offered by the offeror.

### **Exercise of Certain Voting Rights Attached to Securities of OESC and Exchangeco**

The Declaration of Trust provides that the Fund shall not vote its Common Shares, OESC Notes, Exchangeco Common Shares or Exchangeco Notes to authorize, among other things:

- (a) any sale, lease or other disposition of all or substantially all of the assets of OESC or Exchangeco, except in conjunction with an internal reorganization;
- (b) any amalgamation (other than the Amalgamation or the amalgamation of OESC and Exchangeco as may be contemplated by the OESC Shareholders' Agreement), arrangement or other merger of OESC with any other company, except in conjunction with an internal reorganization;
- (c) any material amendment to the Note Indenture;
- (d) any material amendment to the Exchangeco Note Indenture;
- (e) any material amendment to the articles of OESC to change the authorized share capital in a manner which may be prejudicial to the Fund or amend the rights, privileges and conditions attached to the Common Shares or the Preference Shares;
- (f) any material amendment to the articles of Exchangeco to change the authorize share capital in a manner which may be prejudicial to the Fund or amend the rights, privileges and conditions attached to the Exchangeco Common Shares; or
- (g) the removal of the Administrator,

without the authorization of the Unitholders by Special Resolution.

### **Information and Reports**

The Fund furnishes to Unitholders such consolidated financial statements of the Fund (including quarterly and annual consolidated financial statements) and other reports as are from time to time required by applicable law, including prescribed forms needed for the completion of Unitholders' tax returns under the Tax Act and equivalent provincial legislation.

Prior to each meeting of Unitholders, the Trustee will provide the Unitholders (along with notice of such meeting) all such information as is required by applicable law to be provided to such holders.

OESC has undertaken to provide the Fund with (i) a report of any material change that occurs in the affairs of OESC in form and content that it would file with applicable regulatory authorities as if it were a reporting issuer; and (ii) all financial statements that it would be required to file with applicable regulatory authorities as if it were a reporting issuer under applicable securities laws. All such reports and statements will be provided to the Fund in a timely manner so as to permit the Fund to comply with the continuous disclosure requirements relating to reports of material changes in its affairs and the delivery of financial statements as required under applicable securities laws.

### **Book-Entry Only System**

Registration of interests in and transfers of the Units will be made only through a book-based system administered by The Canadian Depository for Securities Limited ("CDS") (the "Book-Entry Only System"). On April 30, 2001 the Trustee delivered to CDS certificates evidencing the aggregate number of Units subscribed for pursuant to a final prospectus for the Fund dated April 20, 2001. Similar deliveries were made with respect to exercise of the over allotment option on May 16, 2001 and upon the exchange of the subscription receipts for Units on May 8, 2002 and were and will continue to be made in connection with the issue by the Fund of Units pursuant to the exercise of Exchangeco Exchange Rights and the issue by the Fund of Units on the exercise of options pursuant to the Fund's Unit Option Plan. Units must be purchased, transferred and surrendered for redemption through a participant in the CDS depository service (a "CDS Participant"). All rights of Unitholders must be exercised through, and all payments or other property to which such Unitholder is entitled will be made or delivered by, CDS or the CDS Participant through which the Unitholder holds such Units. Upon purchase of any Units, the Unitholders will receive only a customer confirmation from the registered dealer which is a CDS Participant and from or through which the Units are purchased.

The ability of a beneficial owner of Units to pledge such Units or otherwise take action with respect to such Unitholder's interest in such Units (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

The Fund has the option to terminate registration of the Units through the Book-Entry Only System in which case certificates for the Units in fully registered form would be issued to beneficial owners of such Units or their nominees.

## **RISK FACTORS**

### **Availability of Supply**

A key risk to the business model is a sudden and significant drop in the market price of gas resulting in customers leaving their contracts. The Company may encounter difficulty or political resistance for enforcement of liquidated damages and/or enactment of force majeure provisions in such a situation and be exposed to spot prices with a material adverse impact to cash flow. Continual monitoring of margin and exposure allows management time to adjust strategies, pricing and communications to mitigate. The risk of supply default is mitigated through credit and supply diversity arrangements. The business model is based on contracting for supply to lock in margin. There is a risk that counterparties could not deliver due to business failure, not deliver due to supply shortage or that the Company could not find alternatives to its major supplier, Coral Energy. OESC continues to investigate opportunities to identify additional Gas Suppliers and Electricity Suppliers.

### **Availability of Credit**

The Company operates in the Illinois market that requires it to inject inventory resulting in working capital requirements (particularly in the summer and fall), that necessitate credit availability. In addition, the Company has collateral posting requirements for its supply contracts, license obligations and some LDCs that utilize available credit. Cash flow and distributions could be impacted by the Company's ability to fund such requirements. To mitigate credit availability risk and its potential impact to cash flows, the Company has a security arrangement in place with Coral Energy wherein receivables are forwarded directly to Coral Energy for application to the supply payable. Other suppliers' security requirements are met through cash margining and letters of credit. To date, the Company's credit facility has met the collateral posting requirements of the business and effective monitoring has been maintained.

### **Legislative and Regulatory Environment**

OESC operates in the highly regulated natural gas and electricity retail sales industry in the Provinces of Ontario, Manitoba and Quebec and in the State of Illinois. It must comply with the legislation and regulations in these jurisdictions in order to maintain its licensed status and continue its operations. There is potential for changes to these legislation and regulatory measures that may, favourably or unfavourably, impact the Company's business model (such as the Electricity Pricing Act which precluded the Company from further marketing of electricity to certain customers in Ontario and Bill 100 (See "Development of the Fund – Electricity Operations")). The Company has a dedicated team of in-house regulatory advisors to ensure adequate knowledge of the legislation and regulations in order that operations may advise of regulations pursuant to which procedures are required to be implemented and monitored to maintain licence status. When new markets are entered, the in-house team assesses the market and determines if additional expertise is required.

As part of ABC-T Service, the LDCs continue to perform certain services on behalf of ABMs, including collection services and assuming the risk of any bad debts owing from OESC's customers. The provision of certain of these services may be mandated pursuant to rules enacted by the OEB. However in the absence of such rules or other requirements, there can be no assurance that the LDCs will continue to provide these services.

### **Information Technology Systems**

OESC operates in a high volume business with an extensive array of data interchanges and market requirements. Appropriate systems are necessary to track, monitor and correct or otherwise verify a high volume of data to ensure the reported financial results are accurate.

### **Customer Credit Risk**

Not all LDC's assume the collection risk of customer accounts, particularly in United States markets. OESC assumes direct billing responsibility in such situations and is exposed to risk of creditworthiness of such customers. Credit review processes have been put in place for those markets where the company has credit risk. If a significant number of customers were to default on their payments to OESC, it could have a material adverse affect on OESC's operations and cash flow.

### **Competition**

Although OESC believes it is currently either the largest or the second largest ABM of natural gas and electricity contracts in Canada based on the number of contracted customers, management estimates that approximately three other companies compete with it in the residential, small to mid-size commercial and small industrial market. It is possible that new entrants may enter the market as ABMs and compete directly for the customer base that OESC targets, slowing or reducing its market share. If the LDCs are permitted by changes in the current regulatory

framework to sell natural gas at prices other than WACOG, their existing customer bases could provide them with a significant competitive advantage. This may limit the number of customers available for ABM's including OESC.

### **Dependence on Independent Commission Agents**

OESC's continued growth is reliant on the services of approximately 400 Independent Commission Agents to sign up the Company's new customers. There can be no assurance that competitive conditions will allow these independent sales agents to achieve these customer additions. Although OESC only incurs commission expenses in connection with new flowing contracts which are secured by its independent sales force, lack of success in these marketing programs would limit future growth of the cash flow of OESC and future distributions to Unitholders.

### **Dependence on Coral Energy**

While OESC has the ability to select alternate Gas Suppliers and Electricity Suppliers, subject to certain limitations contained in its agreement with Coral Energy, approximately 99% of its gas and 80% of its electricity supply contracts are currently with Coral Energy, an affiliate of Shell Oil Company, which is a member of the Royal Dutch/Shell Group. Should Coral Energy experience financial difficulties or be otherwise unable to perform its obligations under its natural gas and electricity agreements with OESC, the Company's ability to meet its obligations to its customers and, therefore, its ability to earn margins on gas and electricity sales could be adversely affected.

### **Electricity Contract Renewals**

As at March 31, 2004, OESC had long term Retail Electricity Contracts reflecting approximately 348,000 Long Term Electricity RCEs, of which 2% renew in the year ending March 31, 2005, 28% renew in 2006, 4% renew in 2007, 36% renew in 2008, 24% in 2009 and 6% renew in 2010. Since the vast majority of OESC Retail Electricity Contracts are for either three or five year terms, OESC has virtually no Retail Electricity Contract renewals to date. Approximately 17% of the Company's existing customer base is currently under the current price cap. Should the current legislative and/or regulatory environment remain unchanged, these customers cannot be renewed.

### **Gas Contract Renewals**

As at March 31, 2004, OESC had long term Fixed Price Contracts reflecting approximately 536,000 long term gas RCEs, of which 20% renew in the year ending March 31, 2005, 16% renew in 2006, 20% renew in 2007, 17% renew in 2008, 23% in 2009 and 4% renew in 2010. The limited experience of OESC is that approximately 80% of customers renew at the expiry of the term of their Fixed Price Contract.

Changes in customer behaviours, government regulation or increased competition may alter (potentially adversely) renewal rates in the future and these changes could adversely impact the future cash flow of OESC.

### **Cash Distributions Are Not Guaranteed and Will Fluctuate with OESC's Performance**

Although the Fund intends to distribute the interest and dividend income and other income earned by the Fund less expenses and amounts, if any, paid by the Fund in connection with the redemption of Units, there can be no assurance regarding the amounts of income to be generated by OESC and its Affiliates and paid, directly or indirectly to the Fund. The actual amount distributed in respect of the Units will depend upon numerous factors, including profitability, fluctuations in working capital, the sustainability of margins, the ability of OESC and its Affiliates to match, at favourable prices, its commitment to supply natural gas and electricity to its customers, the ability of OESC and its Affiliates to secure additional Fixed Price Contracts and Retail Electricity Contracts and other factors beyond the control of the Fund, OESC and its Affiliates. Management of OESC cannot make any assurances that OESC and its Affiliates will be able to pass any additional costs arising from legislative changes (or any amendments thereto), on to the customers. Cash distributions are not guaranteed and will fluctuate with OESC's performance and other factors.



## **Commodity Alternatives**

To the extent that natural gas and electricity enjoys a price advantage over other forms of energy, such price advantage may be transitory and consumers may switch to the use of another form of energy. The recent increases and volatility in natural gas and electricity prices could result in these other sources of energy providing more significant competition to the Corporation.

## **Investment Eligibility**

The Fund will endeavor to ensure that the Units continue to be qualified investments for registered retirement savings plans, deferred profit sharing plans and registered retirement income funds and registered education savings plans. The Tax Act imposes penalties for the acquisition or holding of non-qualified or ineligible investments and there is no assurance that the conditions prescribed for such qualified or eligible investments will be adhered to at any particular time.

## **Nature of Units**

Securities such as the Units are hybrids in that they share certain attributes common to both equity securities and debt instruments. The Units do not represent a direct investment in the natural gas wholesale business and should not be viewed by investors as shares in OESC. As holders of Units, Unitholders do not have the statutory rights normally associated with ownership of shares of a company including, for example, the right to bring "oppression" or "derivative" actions. The Units represent a fractional interest in the Fund. The Fund's primary assets are the OESC Notes, Common Shares, Exchangeco Notes and Exchangeco Common Shares. The price per Unit is, among other things, a function of anticipated distributable income.

## **Redemption Right**

It is anticipated that the redemption right will not be the primary mechanism for Unitholders to liquidate their investments. Common Shares, OESC Notes and Exchangeco Notes which may be distributed *in specie* to Unitholders in connection with a redemption will not be listed on any stock exchange and no established market is expected to develop for such Common Shares, OESC Notes or Exchangeco Notes. Cash redemptions are subject to limitations. See "Declaration of Trust and Description of Units – Redemption Right".

## **Unitholder Limited Liability**

The Declaration of Trust provides that no Unitholder will be subject to any liability in connection with the Fund or its assets or obligations and, in the event that a court determines that Unitholders are subject to any such liabilities, the liabilities will be enforceable only against, and will be satisfied only out of, the Unitholder's share of the Fund's assets.

The Declaration of Trust further provides that the Trustee and the Fund shall make all reasonable efforts to include as a specific term of any obligations or liabilities being incurred by the Fund or the Trustee on behalf of the Fund a contractual provision to the effect that neither the Unitholders nor the Trustee have any personal liability or obligations in respect thereof. The Administration Agreement contains such provisions. Personal liability may also arise in respect of claims against the Fund that do not arise under contracts, including claims in tort, claims for taxes and possibly certain other statutory liabilities. As the Fund's activities are generally limited to investing in securities issued by OESC and Exchangeco, the possibility of any personal liability of this nature arising is considered remote.

On June 22, 2004 the Government of Ontario introduced legislation to limit the liability of holders of trust units, in a manner similar to that afforded to holders of shares of Ontario incorporated limited liability corporations. The proposed *Trust Beneficiaries' Liability Act, 2004* provides that the beneficiaries of a trust are not as beneficiaries, liable for any act, default, obligation or liability of the trust or any of its trustees that arises after the Act comes into force if, when the act or default occurs or the obligation or liability arises: (a) the trust is a reporting issuer under the

*Securities Act* (Ontario); and (b) the trust is governed by the laws of Ontario. It is expected that this legislation will receive Royal Assent in the near future. The Fund is a reporting issuer under the *Securities Act* (Ontario) and is governed by the laws of Ontario.

The operations of the Fund will be conducted, upon the advice of counsel, in such a way and in such jurisdictions as to avoid as far as possible any material risk of liability on the Unitholders for claims against the Fund.

### **Distribution of Common Shares and Notes on Termination of the Fund**

Upon termination of the Fund, the Trustee may distribute the Common Shares, OESC Notes, Exchangeco Common Shares and Exchangeco Notes directly to the Unitholders, subject to obtaining all required regulatory approvals. There is currently no market for the Common Shares, OESC Notes, Exchangeco Common Shares or Exchangeco Notes. In addition, the Common Shares, OESC Notes, Exchangeco Common Shares and Exchangeco Notes are not freely tradeable and are not currently listed on any stock exchange. See "Declaration of Trust and Description of the Fund – Term of the Fund".

### **The Fund May Issue Additional Units Diluting Existing Unitholders' Interests**

The Declaration of Trust authorizes the Administrator to cause the Fund to issue an unlimited number of Units for such consideration and on such terms and conditions as shall be established by the Administrator without the approval of any Unitholders. Additional Units have been and will be issued by the Fund on the exercise of the Exchangeco Exchange Rights relating to the Preference Shares. See "OESC Shareholders' Agreement – Exchangeco Exchange Rights" and upon the exercise of options to acquire Units.

### **Restrictions on Potential Growth**

The payout by OESC of the vast majority of all of its operating cash flow will make additional capital and operating expenditures dependent on increased cash flow or additional financing in the future. Lack of such funds could limit the future growth of OESC and its cash flow.

### **Changes in Legislation**

There can be no assurance that the treatment of mutual fund trusts will not be changed in a manner which adversely affects Unitholders. If the Fund ceases to qualify as a "mutual fund trust" under the Tax Act, the Units will cease to be qualified investments for registered retirement savings plans, deferred profit sharing plans and registered retirement income funds and registered education savings plans.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

Reference is made to Management's Discussion and Analysis of Financial Conditions and Results from Operations included in the Fund's Annual Report for the period ended March 31, 2004 which is incorporated herein by reference.

See Sedar job # 656737 at [www.sedar.com](http://www.sedar.com).

**DISTRIBUTIONS (1)**

The following table sets forth the month of payment and the distributions per Unit paid by the Fund on the Units from inception:

<u>Record of Cash Distributions<sup>(1)</sup></u>	<u>Fiscal 2005</u> <u>\$ Per Unit</u>	<u>Fiscal 2004</u> <u>\$ Per Unit</u>	<u>Fiscal 2003</u> <u>\$ Per Unit</u>	<u>Fiscal 2002</u> <u>\$ Per Unit</u>
April .....	0.067	0.056	0.034	—
May .....	0.067	0.058	0.039	—
June .....	0.067 (2)	0.058	0.039	0.025
July .....	0.070 (3)	0.060	0.042	0.025
August .....	0.070 (4)	0.060	0.044	0.025
September .....		0.063	0.044	0.028
October .....		0.063	0.048	0.030
November .....		0.063	0.048	0.030
December .....		0.065	0.052	0.030
January .....		0.065	0.054	0.032
February .....		0.065	0.054	0.032
March .....		0.065	0.054	0.032

**Notes:**

- (1) All amounts reflect cash distributions for the Units on a post-split basis, in respect of each of: (a) the 2:1 subdivision of Units effective on July 29, 2002 and (b) the 2:1 subdivision of Units effective on January 30, 2004. All distributions are paid on the last day of the month to Unitholders of record the 15<sup>th</sup> day of the month.
- (2) Declared May 17, 2004 payable June 30, 2004 to Unitholders of record June 15, 2004.
- (3) Declared May 17, 2004 payable July 31, 2004 to Unitholders of record July 15, 2004.
- (4) Declared June 29, 2004 payable August 31, 2004 to Unitholders of record August 15, 2004.
- (5) The Fund's current distribution policy is described under the heading "Distributions Policy" on page 18, "Cash Distributions" on page 24 and under the heading "Cash Distributions Are Not Guaranteed and Will Fluctuate with OESC's Performance" on page 31.

**MARKET FOR SECURITIES <sup>(1)</sup>**

The Units of the Fund are listed for trading on the TSX under the symbol SIF.UN. The following table sets forth the price range and trading volume of Units traded on the TSX for the most recently completed financial year of the Fund ended March 31, 2004 and for the months of April and May, 2004 and to June 28, 2004:

<b>MONTH</b>	<b>HIGH</b>	<b>LOW</b>	<b>CLOSE</b>	<b>VOLUME</b>
June 1 - 28	\$15.20	\$13.55	\$15.00	3,198,049
May 2004	\$17.04	\$14.25	\$14.30	5,882,128
April 2004	\$17.50	\$16.12	\$17.00	3,999,885
March 2004	\$18.00	\$16.17	\$16.65	4,591,824
February 2004	\$16.49	\$14.55	\$16.30	5,220,370

January 2004	\$16.25	\$13.13	\$15.75	3,990,705
December 2003	\$14.20	\$12.50	\$14.08	3,149,220
November 2003	\$14.53	\$12.71	\$12.90	4,946,698
October 2003	\$14.00	\$11.65	\$13.75	4,679,568
September 2003	\$12.43	\$11.06	\$11.68	6,363,110
August 2003	\$12.50	\$11.38	\$12.38	4,511,312
July 2003	\$12.98	\$9.75	\$11.70	5,772,496
June 2003	\$11.98	\$10.07	\$11.91	5,592,996
May 2003	\$10.30	\$8.44	\$10.13	5,462,086
April 2003	\$8.54	\$7.80	\$8.54	2,989,484

(1) All amounts in the above table reflect each of the 2:1 subdivision of Units effective July 29, 2002 and the 2:1 subdivision of Units effective January 30, 2004.

### DIRECTORS AND OFFICERS OF OESC

The Fund is administered by OESC pursuant to the Administration Agreement. The names and municipalities of residence of the persons who are the directors (including their year of appointment), and executive officers of OESC and their principal occupations during the five preceding years are as follows:

<b>Name and Municipality of Residence and Year of Appointment for Directors <sup>(3)</sup></b>	<b>Position with the Corporation</b>	<b>Principal Occupation</b>
John A. Brussa <sup>(2)</sup> Calgary, Alberta	Director	Partner, Burnet, Duckworth & Palmer LLP (law firm)
The Hon. Michael Kirby <sup>(1)</sup> Nepean, Ontario	Director	Member of the Senate of Canada and Corporate Director
Alek Krstajic <sup>(2)</sup> Toronto, Ontario	Director	Chief Marketing Officer – Consumer Markets, Bell Canada and Corporate Director
Rebecca MacDonald Toronto, Ontario	Chair, Chief Executive Officer and Director	Chair and Chief Executive Officer of the Company
Brennan R. Mulcahy Caledon, Ontario	President and Director	President of the Company
John E. Panneton <sup>(4)</sup> Toronto, Ontario	Director	President, Goodman Private Wealth Management
Hugh D. Segal <sup>(1)</sup> Kingston, Ontario	Director	President, Institute For Research on Public Policy
Brian R.D. Smith <sup>(1)</sup> Vancouver, British Columbia	Director	Federal Chief Treaty Negotiator and Energy Consultant
Paul DeVries Mississauga, Ontario	Chief Operating Officer	Chief Operating Officer of the Company
David Ellis	Vice-President,	Vice-President, Operations of the Company

<b>Name and Municipality of Residence and Year of Appointment for Directors</b> <sup>(3)</sup>	<b>Position with the Corporation</b>	<b>Principal Occupation</b>
Toronto, Ontario	Operations	
Christopher J. Gaffney Toronto, Ontario	Vice-President and General Counsel	Vice-President and General Counsel of the Company
Ken Hartwick, C.A. Milton, Ontario	Chief Financial Officer	Chief Financial Officer of the Company
Mary Meffe Toronto, Ontario	Director of Finance	Director of Finance of the Company
Andrew E. Schneider Oakville, Ontario	Vice President and Chief Information Officer	Vice President and Chief Information Officer of the Company
Chris Serpanchy Toronto, Ontario	Vice President, Energy Supply	Vice President, Energy Supply of the Company
Debbie Wernet Houston, Texas	Executive Vice President	President , U.S. Energy Savings Corp.
Richard Early Markham, Ontario	Vice President, Human Resources	Vice President, Human Resources of the Company

## Notes:

- (1) Member of the Audit Committee. Mr. Kirby is the Chair of the Committee.
- (2) Member of the Compensation, Corporate Governance and Human Resources Committee. Mr. Panneton is the Chair of the Committee.
- (3) Each of the persons, who are directors of OESC, became a director on the Amalgamation of April 30, 2001 except for Brian Smith who was appointed to the board of OESC on August 21, 2001 and Alek Krstajic and John Panneton who were elected to the board on June 27, 2003. Each of the persons who is listed above as a director has continued as a director of OESC since their initial appointment. The present term of office of each director will expire immediately prior to the election of directors at the next annual meeting of Unitholders.
- (4) Appointed lead director by the Board of Directors on May 17, 2004.

Each of the foregoing persons has held the same principal occupation or other positions with the same employer for the previous five years except as follows:

Rebecca MacDonald, who has been involved in the deregulation of natural gas for 13 years, became an officer of the Company in January 2000. Prior to January 2000, Ms. MacDonald was the President of Energy Marketing Inc. (gas marketing company). A member of the Senate of Canada since 1984, The Honourable Michael Kirby served as Chair of the Standing Senate Committee on Banking, Trade and Commerce from 1994 to 1999 and presently serves as Chair of the Standing Senate Committee on Social Affairs, Science and Technology. Alek Krstajic served as Senior Vice-President, Sales, Marketing & Product Development of Rogers Cable Inc. (telecommunications) from January 1999 to January 2003, prior to which he held various senior management roles. On July 8, 2003 Mr. Krstajic was appointed Senior Vice President Marketing, Bell Canada (telecommunications). Ken Hartwick became Chief Financial Officer of the Company on April 5, 2004 prior to which he served as Senior Vice President, Finance (October 2000 to September 2001) and Chief Financial Officer and Senior Vice President, Finance (October 2001 to April 2004) of Hydro One (electric utility). Prior to joining Hydro One, Mr. Hartwick was Vice President, Cap Gemini Ernst & Young consulting business) (May to October 2000) and a partner of Ernst & Young LLP (auditors) from July 1994 to

April 2000. John Panneton joined Dundee Securities Company in May 1998 as Vice Chairman and President and has held the position of Vice Chairman from January 1, 2003. In July, 2003 Mr. Panneton was appointed President of Goodman Private Wealth Management (wealth management). Brennan Mulcahy, who has been involved in the deregulation of natural gas for 11 years, joined the Company in July 1997. From January 1997 to July 1997, he served as a marketer for Consolidated Gas Limited (gas marketing company). From November 1998 to July 1999, Hugh Segal was a Senior Fellow, School of Policy Studies, Queen's University and, prior to November 1998, he was an Associate of Gluskin Sheff & Associates Inc. (investment counsel). Prior to becoming Federal Chief Treaty Negotiator and Energy Consultant in June of 2001, Mr. Smith was Chair of British Columbia Hydro from 1996 to June 2001. Before joining OESC in August, 2003. Debbie Wernet held various positions with Coral Energy/Shell Trading (natural gas and power marketing) as President, Shell Trading Gas and Power, North America commencing in August 2001 and as President, Coral Energy commencing in August 1999 and before then as President of Coral Power. Before joining OESC in April, 2002, Paul DeVries was employed by Enron Canada Corp. (wholesale and retail energy marketers) from January 1997 – April 2002, most recently as Vice President in charge of its Eastern Canadian operations. Before that time, Mr. DeVries was associated with McKinsey & Company (consulting) from September 1990 to October 1996 specializing in energy. Before joining OESC in February, 2002, David Ellis was a Manager with Enron Canada Corp. (wholesale and retail energy marketer) and Enron Direct Canada Corp. (retail energy marketing) from July 2000 to January 2002. Before that time he was an International Capital Markets Group Manager with Ernst & Young (chartered accountants) (July 1998 – June 2000) and an Audit Senior with Ernst & Young in London, Ontario. Before joining OESC in February, 2002 Christopher Gaffney was Senior Counsel with Enron Canada Corp. (wholesale and retail energy marketers) from May 1998 to January 2002. Before that time Mr. Gaffney was a member of the firm of Blake, Cassels & Graydon (lawyers) (July 1993 – April 1996, December 1996 – April 1998) and the firm of Blain & Company (lawyers) (May 1996- December 1996). Before joining OESC in June of 2001 as Director of Finance. Mary Meffe was employed as the manager financial reporting (theatre division) of Imax Company (entertainment) from June 2000 to June 2001 and from November 1997 to June 2000 and December 1994 to November 1997 as a senior accountant and accountant respectively with Rosenberg Smith & Partners (public accounting) and Wainman & Kydd (public accounting). Andrew Schneider joined OESC in December 2000. Prior to that time he was the Director, Information Technology of Giffels Associates Limited (engineering company). He served as an information services consultant to OESC from its inception in 1997 until he joined OESC. Before joining the Company as Senior Vice President – Energy Supply in July of 2002, Chris Serpanchy served as Manager, Gas Portfolio Development, Enbridge Inc. (oil and gas transmission and distribution). Prior to that time he was Manager, Gas Supply, Consumers Gas Company Ltd. (LDC operating in Ontario). Before joining OESC in April, 2004 as Vice President, Human Resources, Richard Early was employed at WebHelp Inc. (Global Business Process Outsourcers) as V.P. Human Resources from July 2001 to April 2004 and Director of Human Resources from July 2000 to July 2001. Prior to that time he was Senior Manager, Human Resources Electronic Banking at Scotiabank (chartered bank) from December 1999 to July 2000.

As at March 31, 2004 the directors and senior officers of OESC, as a group, beneficially owned, directly or indirectly, or exercised control or direction over approximately 4,984,975 Units of the Fund and approximately 8,902,512 (77%) of the Class A Preference Shares of OESC which Units and Preference Shares together constitute 13,887,487 (13.3%) of the Units of the Fund (diluted).

### **LEGAL PROCEEDINGS**

There are no outstanding legal proceedings which are for claims in excess of 10% of the current asset value of the Fund to which the Fund or any of its Affiliate is a party or in respect of which any of their respective properties are subject, nor are there any such proceedings known to be contemplated.

### **INTEREST OF INSIDERS AND OTHERS IN MATERIAL TRANSACTIONS**

There were no material interests, direct or indirect, of directors and senior officers of OESC, any Unitholder who beneficially owns more than 10% of the Trust Units or any known associate or Affiliate of such persons in any

transaction during the year ended March 31, 2004 or in any proposed transaction which has materially affected or would materially affect the Fund or OESC.

### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

The auditors of the Fund are Deloitte & Touche LLP, Chartered Accountants, Toronto, Ontario

Computershare Trust Company of Canada at its offices in Toronto, Ontario acts as the transfer agent and registrar for the Trust Units.

### **MATERIAL CONTRACTS**

Except for contracts entered into by the Fund in the ordinary course of business or otherwise disclosed herein, the only material contracts entered into by the Fund, OESC and/or its Affiliates are: the Declaration of Trust, the OESC/Coral Energy Gas Purchase Agreement and the OESC/Coral Energy Power Purchase Agreement each of which is described herein. Copies of the Declaration of Trust, the OESC/Coral Energy Gas Purchase Agreement and the OESC/Coral Energy Power Purchase Agreement are available on the Fund's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **ADDITIONAL INFORMATION**

The Fund will provide to any person, upon request to the Corporate Secretary of OESC at The Exchange Tower, 130 King Street West, Suite 2830, Toronto, Ontario, M5X 1E1

when the securities of the Fund are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus has been filed in respect of a distribution of securities:

- (a) one copy of this renewal annual information form together with one copy of any document, or the pertinent pages of any document, incorporated by reference in this renewal annual information form;
- (b) one copy of the financial statements of the Fund for the most recently completed fiscal year together with accompanying report of the auditor and one copy of the most recent subsequent interim financial statements that have been filed;
- (c) one copy of the Information Circular – Proxy Statement of the Fund in respect of its most recent annual and special meeting that has been filed; and
- (d) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus and are not required to be provided under (a) to (c) above; or

at any other time, one copy of the documents referred to in 1 (a) to (c) above, provided that the Fund may require the payment of a reasonable charge if the request is made by a person who is not a Unitholder of the Fund.

Additional information including directors' and officers' remuneration and indebtedness, principal holders of the issuer's securities, options to purchase securities and interest of insiders in material transactions, if applicable, is contained in the issuer's information circular for its most recent annual and special meeting of Unitholders that involved the election of directors, and additional financial information is provided in the issuer's comparative financial statements and its management discussion and analysis for its most recently completed financial year. (See Sedar job #'s 656745, 656741 and 656735 @ [www.sedar.com](http://www.sedar.com)).

For additional copies of this Renewal Annual Information Form and the material listed in the preceding paragraphs please contact:

Energy Savings Income Fund  
The Exchange Tower  
130 King Street West  
Suite 2830, P.O. Box 355  
Toronto, Ontario  
M5X 1E1