



FEDERAL BRIDGE CORPORATION
SOCIÉTÉ DES PONTS FÉDÉRAUX

QUARTERLY FINANCIAL REPORT

3rd QUARTER (Q3) – UNAUDITED

For the nine months ended December 31, 2018

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1.0 INTRODUCTION

This interim financial report outlines the significant activities and initiatives, risks and financial results of The Federal Bridge Corporation Limited (FBCL) for the nine month period ended December 31, 2018. This interim financial report has been prepared in accordance with the requirements of the *Financial Administration Act* and the Standard on Quarterly Financial Reports for Crown Corporations issued by the Treasury Board Secretariat and with International Financial Reporting Standards (IFRS) 34, Interim Financial Reporting. It should be read in conjunction with the interim unaudited condensed consolidated financial statements and related notes, included herein. Unless otherwise indicated, all amounts are expressed in Canadian dollars.

1.1 Forward-looking statements

Readers are cautioned that this report includes certain forward-looking information and statements. These forward-looking statements contain information that is generally stated to be anticipated, expected or projected by FBCL. They involve known and unknown risks, uncertainties and other factors, which may cause the actual results and performance of FBCL to be materially different from any future results and performance expressed or implied by such forward-looking information.

1.2 Materiality

In assessing what information is to be provided in the interim financial report, management applies the materiality principle as guidance for disclosure. Management considers information material if it is probable that its omission or misstatement, judged in the surrounding circumstances, would influence the economic decisions of FBCL's stakeholders.



1-2: Sault Ste. Marie International Bridge; 3: Blue Water Bridge;
4-6: Thousand Islands International Bridge; 7-10: Seaway International Bridge

2.0 CORPORATE OVERVIEW

FBCL is responsible for Canadian federal interests at four international bridge locations in Ontario and is headquartered in Ottawa, Ontario. FBCL's responsibilities and relationships are varied and reflect the unique origin of each bridge. FBCL owns crossing assets and provides oversight to bridge operations, administers international agreements associated with the bridges, leads bridge engineering and inspection duties and manages bridge capital investment projects.

2.1 Mandate

FBCL's mandate is to provide the highest level of stewardship so that its international bridges and associated structures are safe and efficient for users.

The business or undertaking of FBCL is:

- a) The design, construction, acquisition, financing, maintenance, operation, management, development, repair, demolition or reconstruction of bridges or other related structures, facilities, works or properties, including approaches, easements, power or communication transmission equipment, pipelines integrated with any such bridge, other related structure, facility, work, or property, linking the Province of Ontario in Canada to the State of New York or the State of Michigan in the United States of America, either alone, jointly or in cooperation with any other person, legal entity or governmental authority in Canada or in the United States of America;
- b) The design, construction, acquisition, financing, maintenance, operation, management, development, repair, demolition or reconstruction of other bridges or other related structures, facilities, works or properties, as the Governor in Council may deem appropriate, on such terms and conditions as the Governor in Council may determine; and
- c) Any business, undertaking or other activities incidental to any bridge, or other related structure, facility, work or property contemplated in paragraph (a) or (b).

For the foregoing purposes, the Corporation has, subject to the *Financial Administration Act*, the *Canada Business Corporations Act*, and these articles, as amended from time to time, the capacities and powers of a natural person.

2.2 Outlook

All four of FBCL's bridges operate under different local conditions and a different mix of types of traffic. Individually, each bridge has its own strengths and challenges that are reviewed both by the local bridge operators as well as at the head office on a consolidated level. For these reasons, FBCL is well situated to respond to, and adapt to, local issues as they arise.

The focus of the past few years has been to implement some large scale projects to improve and modernize crossings. At the same time, other projects to ensure asset longevity are ongoing, and projects to update other facilities are being contemplated.

2.2 Outlook (Cont'd)

Significant projects in the quarter and year-to-date included:

- a) **Cornwall:** Work on the infrastructure improvements of the International Road, connecting the North and South Channel Bridges, is nearly completed. The design of the roadway reconstruction was based on the Environmental Assessment completed by the Mohawk Council of Akwesasne (MCA). The total project will be completed at a cost of \$4.0 million. By the end of the third quarter, \$3.0 million in parliamentary appropriations was expended (refer to section 4.3 below for more details), in addition to \$0.5 million in the prior fiscal year.
- b) **Lansdowne:** FBCL's share of construction works on a toll infrastructure upgrade and electronic tolling projects continued. The project is expected to be completed in the Spring of 2019.
- c) **Point Edward:** The new ConneXion program was launched in the third quarter. ConneXion is an automated, prepaid frequent crossing program implemented on the US-bound span of the Blue Water Bridge. With a ConneXion tag, users benefit from quick, hands-free, cashless toll payments.

Additional improvements to the Plaza design continued in order to improve the flow of traffic. The main projects which continued in the third quarter relate to the demolition of older buildings as well as the construction of the emergency access ramp. Both of these projects are expected to be completed in the Spring of 2019. FBCL, also, continues to replace bridge and plaza lighting with LED lights.

- d) **Sault Ste. Marie:** Plaza improvements on both sides of the border continue to improve the functionality and appearance of the crossing. On the Canadian side of the border, the rehabilitation of the Canadian Plaza project is complete, with funding from the Gateway and Border Crossings Fund contributing \$51.6 million to the \$57.9 million total project. In the first three quarters of the year \$0.7 million was incurred on some final landscaping, paving, and other final touches.

As stewards of the four bridges, FBCL has largely invested its recent energies in the delivery of asset improvements and in operational consolidation while laying the self-sustaining foundations for the corporation. With increasing numbers of successfully completed integration milestones streaming by, FBCL is entering a phase of portfolio development with its eyes on growth. Growth that will hopefully be supported and reflected by a broader economic climate. FBCL's operational goals for the coming period aim to take action based on the insights and efficiencies that can be shared between all of its bridge locations. FBCL will evolve from renewal, consolidation and alignment towards a portfolio growth strategy that aims to focus on its core business: revenue from tolls, nurturing its bridge assets to ensure longevity through implementation of a comprehensive asset management plan and optimization of its bridge operation partnerships.

2.3 Significant Changes

There have been no significant and material changes occurring during the nine months ended December 31, 2018, related to operations, personnel and programs of FBCL.

3.0 RISK MANAGEMENT

CORPORATE RISK

In line with good governance practices, FBCL updates and revises its Enterprise Risk Management on an ongoing basis, identifying and including any changes in FBCL's environment. In order to address the risks within FBCL's corporate risk profile, effective risk mitigation strategies and action plans are developed, under the oversight of assigned members of executive management, to reduce the risk exposure to an acceptable and manageable level.

Management monitors progress on the implementation of the mitigation strategies developed as part of the Enterprise Risk Management and reports to the Board of Directors on a regular basis. There have been no new risks identified during the nine months ended December 31, 2018.

FINANCIAL RISK

FBCL's funding model intends to generate sufficient revenue to cover disbursements, including debt, and to build necessary operational surpluses to fund repairs as well as most major capital projects. The current volatility in the Canadian dollar and economic outlook are impacting traffic at all locations. To mitigate the risk of not achieving financial self-sufficiency, FBCL will continue with regular toll rate reviews with US partners, ongoing financial restraint measures, value engineering studies for capital projects, investments in technology, completion of the current capital improvement program at all bridges, and full consideration of other revenue opportunities. The debt repayment plan has also been accelerated to save on interest expenses in future years. Toll rates were updated at the Thousand Islands International Bridge effective April 1, 2018 and at the Blue Water Bridge as of November 1, 2018. There was one accelerated debt repayment in the second quarter of 2018-19.

4.0 QUARTERLY RESULTS

4.1 Results of Operations

SEASONAL TRENDS

Traffic on FBCL's portfolio of bridges has traditionally experienced seasonal variations. From a revenue perspective, the period of May to October has a greater number of transits. In the November to April timeframe, there are historically a lower number of transits resulting in lower toll revenues. This demand pattern is principally a result of leisure travellers, favourable weather and a preference for travel between the late spring and early fall months. However, economic conditions in Canada and the United States also have an important influence on international vehicle traffic by way of commercial truck traffic, which has a significantly higher toll rate. These economic conditions are less variable on a seasonal basis but more a result of the business climate in each country.

In regards to its expenses, FBCL incurs important annual maintenance and asset rehabilitation costs during the construction season spanning the first three quarters of the fiscal year. These planned expenses can be influenced by varying weather conditions depending on the timing of the onset of the winter climate. Expenses for operations and administration are not considered to have important seasonal variations.

4.1 Results of Operations (Cont'd)

STATEMENT OF COMPREHENSIVE INCOME

Revenue and government funding (\$000's)

	For the three months ending			For the nine months ending		
	Dec 31, 2018	Dec 31, 2017	Variance	Dec 31, 2018	Dec 31, 2017	Variance
Tolls	7,871	7,496	375	24,144	23,652	492
Thousand Islands						
International Bridge	1,792	1,635	157	5,298	4,965	333
Leases and permits	1,330	1,123	207	3,981	3,570	411
Interest	155	143	12	455	433	22
Currency exchange	-	249	(249)	-	793	(793)
Other	75	55	20	211	239	(28)
Total revenue	11,223	10,701	522	34,089	33,652	437
Government funding	846	703	143	2,540	2,982	(442)

Tolls and Thousand Islands International Bridge: While both the first and second quarters saw overall increases in passenger vehicles and commercial volumes, the third quarter experienced a decline in passenger vehicles of 3.6%, while commercial volumes increased 2.9%. On a year-to-date comparison, this year's overall paid traffic volumes are marginally ahead of the prior year. This consists of a decrease of 0.4% in passenger vehicle volumes and a 1.9% increase in commercial volumes. During the third quarter, three bridges experienced declines in overall traffic volumes ranging from 2.6% to 5.4%, while the other bridge had a slight increase of 0.3%. Although overall volumes are down for the third quarter, revenues are higher due to a combined 2.9% increase in commercial volumes, a toll rate increase at the Blue Water Bridge, and the devaluation of the Canadian dollar.

Leases and permits and currency exchange: The Currency exchange department at the Blue Water Bridge was closed in February 2018 and consequently there is no longer any Currency exchange revenue. This building is now being rented to a third party who operates a commercial enterprise. Consequently, leases and permits have increased largely as a result of this new lease.

Government funding: The government funding recognized in revenues consists of deferred capital funding as well as funding received last year in respect of decommissioning costs incurred for the Sault Ste. Marie and Lansdowne locations. There was no funding received for decommissioning costs during the first three quarters of 2018-19 as these components of the projects in Sault Ste. Marie and Lansdowne were completed by March 31, 2018. Consequently, the government funding for the current year solely represents the amortization of the deferred capital funding as the associated projects are now in service.

4.1 Results of Operations (Cont'd)

Operating and interest expense (\$000's)

	For the three months ending			For the nine months ending		
	Dec 31, 2018	Dec 31, 2017	Variance	Dec 31, 2018	Dec 31, 2017	Variance
Operations	2,034	1,968	66	5,643	5,683	(40)
Thousand Islands International Bridge	1,433	1,640	(207)	4,667	4,894	(227)
Currency exchange	-	159	(159)	-	531	(531)
Maintenance	3,407	2,883	524	10,457	8,602	1,855
CBSA & CFIA operations	1,851	1,054	797	5,284	4,946	338
Administration	2,224	2,211	13	6,240	6,124	116
Total expenses	10,949	9,915	1,034	32,291	30,780	1,511
Interest expense	1,146	1,159	(13)	3,373	3,602	(229)

Thousand Islands International Bridge: The depreciation of property and equipment for the current year's third quarter is \$0.2 million lower than the prior's years third quarter. From a year-to-date perspective, depreciation is \$0.6 million lower when compared to the prior year. The year-to-date increase in depreciation is offset by an increase in operating and maintenance costs of \$0.3 million, in large part due to higher remuneration costs.

Currency exchange: FBCL discontinued the operations at its Currency exchange located at the Blue Water Bridge in Point Edward in February 2018. Consequently, there are no Currency exchange expenses this year.

Maintenance: At March 31, 2018, FBCL reviewed its useful lives and adjusted the useful lives for painting and repaving of the Blue Water Bridge as well as the roof of one building in Point Edward. Taking into account, the changes in useful lives plus the projects that have been completed in the first three quarters this year, depreciation for the first three quarters is \$1.4 million higher than the first three quarters of the prior year, with the third quarter representing \$0.3 million of this increase. The remaining difference of \$0.5 million, for the year-to-date, relates to increased building maintenance and bridge inspection costs, as well as small increases in general maintenance costs.

CBSA & CFIA operations: With the opening of the new CBSA complexes in the prior fiscal year, the depreciation for this year's third quarter is \$0.5 million higher than the prior year's third quarter. However, from a year-to-date perspective, depreciation is actually \$0.1 million lower this year as the prior year's depreciation was higher in order to fully depreciate the former CBSA building in Lansdowne. As a result of opening the new facilities, the costs, such as utilities and maintenance of the buildings, for the first three quarters of the current year have increased by \$0.5 million when compared to the first three quarters of the previous year.

Interest expense: As FBCL makes payments on its bank loans and bonds payable, the interest expense decreases. Additional savings on interest expense are also experienced as bank loans are repaid when they come up for renewal.

4.1 Results of Operations (Cont'd)

STATEMENT OF FINANCIAL POSITION

Consolidated Statement of Financial Position (\$000's)			
	Dec 31, 2018	March 31, 2018	Variance
Assets			
Financial assets	37,548	39,171	(1,623)
Non-financial assets	398,068	400,528	(2,460)
Total assets	435,616	439,699	(4,083)
Liabilities			
Current liabilities	23,549	21,433	2,116
Non-current liabilities	173,563	180,842	(7,279)
Total liabilities	197,112	202,275	(5,163)
Total equity	238,504	237,424	1,080

Financial Assets: Financial assets consist of cash and cash equivalents, investments, and receivables. FBCL monitors its cash balance to ensure that funds are available to repay its debt obligations while at the same time ensuring that cash surpluses are invested as these funds will be used to pay for future capital projects. Overall cash and cash equivalents and investments have decreased by \$1.1 million. Cash flow from operations continue to be positive with \$12.2 million of net cash generated by operating activities prior to changes in non-working capital. This increase in cash and cash equivalents was used to pay for a regular semi-annual bond payment, a repayment of one bank loan, as well as investments in capital projects (refer to the Consolidated Statement of Cash Flows below for additional details).

FBCL's receivables mainly relate to government funding claims for FBCL's major capital projects and therefore fluctuations are expected, as receivables are dependent on the level of spending on capital projects and the timing of when the funding is received. Funding receivable at December 31, 2018 is \$0.6 million lower than at March 31, 2018.

Non-financial Assets: Non-financial assets consist primarily of property and equipment, investment properties and also include prepaid expenses, intangible assets and lessor inducement. During the first three quarters, acquisitions of property and equipment was \$10.9 million mainly for (1) Point Edward: the construction of the emergency access ramp, demolition of older buildings, replacement of LED lights, and replacement of trucks; (2) Cornwall: work on the infrastructure improvements of the International Road and design of the South Channel Bridge travellers; (3) Lansdowne: paving of the Canadian toll and maintenance building parking lots and work on the toll infrastructure and tolling system; and (4) Sault Ste Marie: completion of the Canadian Plaza Rehabilitation. This is offset by \$13.1 million of depreciation. As significant capital projects at the Lansdowne and Sault Ste. Marie locations were substantially completed as at March 31, 2018, there is a significant decrease in capital asset acquisitions when compared to the prior year. However, there is now an increase in depreciation as these assets are now in service. There are no significant variances in prepaid expenses, intangible assets and lessor inducement.

Current Liabilities: Consistent with the decrease in the level of spending on capital projects, trade and other payables and holdbacks payable have decreased as at December 31, 2018 compared to March 31, 2018 (\$1.0 million decrease). Loans payable have decreased \$3.2 million as a result of a loan repayment in the second quarter. A significant portion (\$6.0 million) of the provision relating to the demolition of the piers in Cornwall was moved from non-current liabilities to current liabilities as the work will be completed within the next year.

4.1 Results of Operations (Cont'd)

Non-Current Liabilities: As mentioned above, a significant portion of the provision relating to the demolition of the piers in Cornwall was moved to current assets. The remaining portion of \$0.4 million is estimated to be incurred in the fourth quarter of 2019-20. Employee benefits have increased by \$0.4 million to reflect the current service and interest costs relating to the post-employment benefits. In addition, bonds payable has decreased by \$2.6 million as one regular principal payment has been made to date during the year. The deferred capital funding has increased by \$3.6 million for parliamentary appropriations received in second and third quarters which is offset by \$2.5 million of amortization of deferred capital funding for the first three quarters of this year (refer to section 4.3 for additional details on government funding).

STATEMENT OF CASH FLOWS

Consolidated Statement of Cash Flow (\$000's)

	For the three months ending			For the nine months ending		
	Dec 31, 2018	Dec 31, 2017	Variance	Dec 31, 2018	Dec 31, 2017	Variance
Net cash generated by operating activities	4,837	4,091	746	11,914	14,506	(2,592)
Net cash generated (used) by investing activities	(4,313)	1,858	(6,171)	525	(8,931)	9,456
Net cash used by financing activities	(56)	(138)	82	(5,829)	(2,643)	(3,186)
Net (decrease) increase in cash	468	5,811	(5,343)	6,610	2,932	3,678

In addition to transferring investments to cash to pay for loans and bonds payables, FBCL also transferred \$3.2 million from investments to cash equivalents. As a result of reviewing the investment portfolio this year, FBCL has elected to invest in very short-term investments for funds that will be used within the year rather than in short-term GIC's as the rates of return and fund liquidity are favourable. In addition, SIBC, one of FBCL's joint operations, has transferred \$2.0 million of investments to a high interest savings account which is presented as cash equivalents. This will allow SIBC to have highly liquid funds available as SIBC proceeds with a large capital project of replacing a maintenance component on the South Channel Bridge in Cornwall. This project is currently being designed and will be completed in the next fiscal year.

Net cash generated by operating activities: Cash flow from operations before changes in non-cash working capital for the first three quarters this year is \$0.6 million lower than the first three quarters of the prior year mainly due to higher expense costs as explained in the Results of Operations expense section above. However, the changes in non-cash working capital for the first three quarters of this year is lower than the first three quarters of the previous year by \$1.9 million. This is primarily due to the fact that there were more capital projects being funded by parliamentary appropriations in the prior year.

Net cash generated (used) for investing activities: During the first three quarters of this year \$7.8 million of investments were transferred to cash while in the first three quarters of the prior year \$6.6 million was transferred from cash to investments. As mentioned above, the transfer from investments to cash is a result of FBCL's review of its investment portfolio. This year's self-funded capital projects for the first three quarters amounted to \$7.2 million where in the first three quarters of the previous year self-funded capital projects were \$2.3 million.

Net cash generated by financing activities: During the first three quarters of this year, one bank loan was repaid for \$3.2 million where as no bank loans were repaid in the first three quarters of the previous year.

4.2 Financial Performance against Corporate Plan

The following is a summary of actual revenues and expenses as compared to the full 12-month 2018-19 Corporate Plan.

Revenue and government funding ('000s)			
	Dec 31, 2018 (9 months)	Corporate Plan (12 months)	Percentage
Tolls	24,144	30,272	80%
Thousand Islands International Bridge	5,298	7,168	74%
Leases and permits	3,981	4,532	88%
Interest	455	589	77%
Other	211	30	703%
Total revenue	34,089	42,591	80%
Government funding	2,540	4,082	62%

Although overall toll revenues for the first three quarters are greater than 75 % of the 12-month budget, it is anticipated that toll revenue for the year will be on par or slightly higher than budget as the fourth quarter normally has lower volumes due to seasonal factors. Similarly, as a portion of leases and permits is contingent on sale volumes at the Duty Free stores, and is therefore subject to the same seasonal trends, it is also expected that leases and permits will be on par or slightly above budget.

Changes in the useful life assumptions of government funded projects, as compared to budget, will result in lower income recognized this year, however this does not have any cashflow effect.

Operating and interest expense ('000s)			
	Dec 31, 2018 (9 months)	Corporate Plan (12 months)	Percentage
Operations	5,643	7,632	74%
Thousand Islands International Bridge	4,667	6,942	67%
Maintenance	10,457	12,421	84%
CBSA & CFIA	5,284	8,114	65%
Administration	6,240	7,755	80%
Total expense	32,291	42,864	75%
Interest expense	3,373	4,296	79%

FBCL closely monitors its operating expenses against budget in order to ensure that spending is appropriately funded by revenues. It is anticipated that actual maintenance costs will be higher than budget as the budget was prepared prior to the change in depreciation of the painting and repaving of the Blue Water Bridge and a roof replacement in Point Edward.

Interest expense is in line with budget as interest expense will lower in the last quarter of the fiscal year.

4.3 Reporting on Use of Appropriations

FBCL parliamentary appropriations are currently only received in relation to its project at the Cornwall crossing (2018 – Cornwall and Lansdowne). The significant portion of spending on the project in Sault Ste. Marie is funded by the Government of Canada, but through a contribution agreement.

(in thousands of Canadian dollars)

	Dec 31, 2018 (unaudited)	Dec 31, 2017 (unaudited)
Main estimates	3,473	22,885
Reprofiling request from prior years to future years ⁽¹⁾	-	-
	-	(3,172)
Funding available	3,473	19,713
Drawdown ⁽²⁾ actual	2,963	18,153
plan	510	1,560
Total Drawdown	3,473	19,713
Remaining appropriations	-	-

⁽¹⁾ approvals to be sought in future budgetary exercises

⁽²⁾ FBCL is generally allocated funding only once expenses are incurred

The funding relating to the Cornwall crossing began in this year's second quarter and is anticipated to be fully used by the end of this fiscal year.

The project in Sault Ste. Marie was a project that was initiated in 2009 and was funded by the Gateways and Border Crossing Fund in the amount of \$51.6 million. As part of this funding, \$0.7 million remained as at the start of the year and was fully utilized in this year's second quarter.

5.0 FBCL INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended December 31, 2018

FBCL's interim unaudited condensed consolidated financial statements have been prepared by management, reviewed by the Finance and Audit Committee and approved by the Board of Directors. FBCL's external auditors have not audited nor reviewed these interim unaudited condensed consolidated statements.

5.1 Statement of Management Responsibility

Management of The Federal Bridge Corporation Limited is responsible for the preparation and fair presentation of these interim unaudited condensed consolidated financial statements in accordance with the Treasury Board of Canada *Standard on Quarterly Financial Reports for Crown Corporations* and International Financial Reporting Standard 34 Interim Financial Reporting, and for such internal controls as management determine are necessary to enable the preparation of the interim unaudited condensed consolidated financial statements. Management is also responsible for ensuring all other information in this interim financial report is consistent, where appropriate, with the restated interim unaudited condensed consolidated financial statements.

The Federal Bridge Corporation Limited completed the consolidation of the interim unaudited financial statements and establishes and maintains appropriate internal controls for that purpose. To prepare its interim unaudited condensed consolidated financial statements, the management of The Federal Bridge Corporation Limited relies on unaudited financial information provided by its wholly-owned subsidiary, The Seaway International Bridge Corporation Ltd., as well as unaudited financial information provided by its international partners. The financial information provided by the subsidiary and the international partners, as well as the internal controls established and maintained to collect such information, are the responsibility of each of these entities' management.

Based on our knowledge, these unaudited condensed consolidated financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the corporation, as at the date of and for the periods presented in the interim unaudited condensed consolidated financial statements.



Natalie Kinloch
Chief Executive Officer



Richard Iglinski
Director of Finance

Ottawa, Canada
February 28, 2019

The Federal Bridge Corporation Limited
Interim Unaudited Condensed Consolidated Statement of Financial Position
as at December 31, 2018
(in thousands of Canadian dollars)

	Notes	December 31, 2018	March 31, 2018
		unaudited	
		\$	\$
Assets			
Current Assets			
Cash and cash equivalents		11,634	5,024
Investments		20,743	25,816
Trade and other receivables		2,171	2,731
Prepays		445	631
Total Current Assets		34,993	34,202
Non-Current Assets			
Property and equipment	7	377,808	379,546
Investment properties		19,565	20,083
Intangible assets		11	18
Lessor inducement		239	250
Investments		3,000	5,600
Total Non-Current Assets		400,623	405,497
Total assets		435,616	439,699
Liabilities			
Current Liabilities			
Trade and other payables		4,351	5,478
Employee benefits		1,253	1,036
Provisions		6,000	-
Holdbacks		742	601
Deferred revenue		2,550	2,561
Current portion of loans payable		242	3,494
Current portion of bonds payable		5,024	4,863
Current portion of deferred capital funding		3,387	3,400
Total Current Liabilities		23,549	21,433
Non-Current Liabilities			
Loans payable		5,309	5,494
Bonds payable		54,499	57,052
Employee benefits		6,847	6,450
Deferred revenue		1,555	1,668
Deferred capital funding		104,737	103,635
Provisions		400	6,292
Leasee inducement		216	251
Total Non-Current Liabilities		173,563	180,842
Equity			
Share capital - 2 shares @ no par value		-	-
Retained earnings		238,612	237,647
Accumulated other comprehensive income		(108)	(223)
Total Equity		238,504	237,424
Total Equity and Liabilities		435,616	439,699

The Federal Bridge Corporation Limited

Interim Unaudited Condensed Consolidated Statement of Comprehensive income
for the three and nine month periods ended December 31, 2018

(in thousands of Canadian dollars)

	For the three months ended		For the nine months ended	
	December 31, 2018 (unaudited)	December 31, 2017 (unaudited) (restated - note 3)	December 31, 2018 (unaudited)	December 31, 2017 (unaudited) (restated - note 3)
	\$	\$	\$	\$
Revenue				
Tolls and services	7,871	7,496	24,144	23,652
Leases and permits	1,330	1,123	3,981	3,570
Currency exchange	-	249	-	793
Thousand Islands International Bridge revenue	1,792	1,635	5,298	4,965
Interest	155	143	455	433
Other	75	55	211	239
Total Revenue	11,223	10,701	34,089	33,652
Expenses				
Operations	2,034	1,968	5,643	5,683
Thousand Islands International Bridge expenses	1,433	1,640	4,667	4,894
Currency exchange	-	159	-	531
Maintenance	3,407	2,883	10,457	8,602
Canada Border Security Agency & Canadian Food Inspection Agency operations	1,851	1,054	5,284	4,946
Administration	2,224	2,211	6,240	6,124
Total Expenses	10,949	9,915	32,291	30,780
Operating Income Before Government Funding	274	786	1,798	2,872
Government Funding				
Amortization of deferred capital funding	846	703	2,540	2,514
Funding with respect to decommissioning liability	-	-	-	468
Total Government Funding	846	703	2,540	2,982
Non-Operating Items				
Interest expense	(1,146)	(1,159)	(3,373)	(3,602)
Total Non-Operating Income	(1,146)	(1,159)	(3,373)	(3,602)
Net Income	(26)	330	965	2,252
Other Comprehensive Income				
Items that may be reclassified subsequently to statement of income (loss)				
Investments revaluation loss on available-for-sale investments	231	(128)	162	(181)
Cumulative gain reclassified to income on sale of available- for-sale investments	(27)	39	(47)	39
Total Other Comprehensive Income	204	(89)	115	(142)
Total Comprehensive Income for the Period	178	241	1,080	2,110

5.4 Interim Unaudited Condensed Consolidated Statement of Changes in Equity

The Federal Bridge Corporation Limited
Interim Unaudited Condensed Consolidated Statement of Changes in Equity
for the nine month period ended December 31, 2018
(in thousands of Canadian dollars)

	Retained Earnings (unaudited)	Accumulated Other Comprehensive Income (unaudited)	Total (unaudited)
	\$	\$	\$
Balance, April 1, 2017	237,735	(33)	237,702
<i>Total Comprehensive Income:</i>			
Net income	2,252	-	2,252
<i>Other Comprehensive Income:</i>			
Cumulative gain reclassified to income on sale of available-for-sale investments	-	(181)	(181)
Investments revaluation loss on available-for-sale investments	-	39	39
Other Comprehensive Income total	-	(142)	(142)
Total Comprehensive Income	2,252	(142)	2,110
Balance at December 31, 2017	239,987	(175)	239,812
Balance, April 1, 2018	237,647	(223)	237,424
<i>Total Comprehensive Income:</i>			
Net income	965	-	965
<i>Other Comprehensive Income:</i>			
Actuarial gains (losses)	-	-	-
Investments revaluation loss on available-for-sale investments	-	-	-
Cumulative gain reclassified to income on sale of available-for-sale investments	-	162	162
Investments revaluation loss on available-for-sale investments	-	(47)	(47)
Other Comprehensive Income total	-	115	115
Total Comprehensive Income	965	115	1,080
Balance at December 31, 2018	238,612	(108)	238,504

5.5 Interim Unaudited Condensed Consolidated Statement of Cash Flows

The Federal Bridge Corporation Limited

Interim Unaudited Condensed Consolidated Statement of Cash Flows for the three and nine month periods ended December 31, 2018

(in thousands of Canadian dollars)

	<i>For the three months ended</i>		<i>For the nine months ended</i>	
	<i>December 31,</i>	<i>December 31,</i>	<i>December 31,</i>	<i>December 31,</i>
	2018	2017	2018	2017
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	\$			
Cash Flows from Operating Activities				
Net income	(26)	330	965	2,252
Adjustments for:				
Amortisation of deferred capital funding	(846)	(703)	(2,540)	(2,514)
Depreciation of property and equipment	4,177	3,808	12,622	12,281
Depreciation of intangible assets	2	4	7	8
Depreciation of investment properties	171	153	518	458
(Gain) loss on disposal of property and equipment	(12)	-	8	-
Change in employee benefits	(354)	107	614	350
	3,112	3,699	12,194	12,835
Changes in Non-cash Working Capital:				
Trade and other receivable	(216)	3,412	560	10,024
Lessor inducement	4	4	11	11
Prepays	212	154	186	257
Trade and other payables	1,475	(3,269)	(1,127)	(7,396)
Provisions	108	-	108	(539)
Holdbacks	147	155	141	(529)
Leassee inducement	(12)	(12)	(35)	(36)
Deferred revenue	7	(52)	(124)	(121)
	1,725	392	(280)	1,671
Net Cash Generated by Operating Activities	4,837	4,091	11,914	14,506
Cash Flows from Investing Activities				
Payments for property and equipment	(6,200)	(5,669)	(10,892)	(26,602)
Government funding related to acquisitions of property and equipment	1,839	3,595	3,629	24,264
Proceeds on sale of investments	264	9,467	8,915	17,951
Purchase of investments	(216)	(5,535)	(1,127)	(24,544)
Net Cash Generated (Used) for Investing Activities	(4,313)	1,858	525	(8,931)
Cash Flows from Financing Activities				
Repayment of loans payable	(56)	(138)	(3,437)	(402)
Repayment of bonds payable	-	-	(2,392)	(2,241)
Net Cash Used for Financing activities	(56)	(138)	(5,829)	(2,643)
Net increase/(decrease) in cash and cash equivalents	468	5,811	6,610	2,932
Cash and cash equivalents, beginning of period	11,166	5,852	5,024	8,731
Cash and Cash Equivalents, end of period	11,634	11,663	11,634	11,663

1. AUTHORITY AND ACTIVITIES

The Federal Bridge Corporation Limited (the “Corporation”) is a *Canada Business Corporations Act* (CBCA) corporation listed in Schedule III Part 1 of the *Financial Administration Act* (FAA). It is an agent of Her Majesty, not subject to income tax under the provisions of the *Income Tax Act*. It is a parent Crown Corporation that reports to the Parliament of Canada through the Minister of Transport. The Corporation resulted, on February 1, 2015, from an amalgamation between the legacy The Federal Bridge Corporation Limited (the “legacy FBCL”), which was a parent Crown corporation, with its subsidiary, St. Mary’s River Bridge Company (SMRBC), on January 27, 2015, and with another parent Crown corporation Blue Water Bridge Authority (BWBA). This was done in accordance with the authorities provided by the *Economic Action Plan 2013 Act, No. 2*. The remaining planned amalgamation in this Act, with the Corporation’s wholly owned subsidiary, The Seaway International Bridge Corporation Ltd. (SIBC), has not been realized to date.

The Corporation’s primary activities involve the ownership and operation of four international bridges linking the Province of Ontario in Canada to the State of New York or the State of Michigan in the United States of America (U.S.). Moreover, the Corporation may also undertake other activities incidental to the bridge business.

The Corporation’s wholly-owned subsidiary, SIBC, operates the Seaway International Bridge Crossing in Cornwall as a joint operation per agreement between the Corporation as Canadian owner and The St. Lawrence Seaway Development Corporation (SLSDC) as U.S. owner. As a Crown Corporation, SIBC, is also subject to the same authorities as the Corporation. The Corporation is also a party to two other agreements for the operation of the international bridges. In regards to the Sault Ste. Marie International Bridge, this agreement is with the U.S. owner, the Michigan Department of Transportation (MDOT). The bridge oversight is through a joint international entity, Sault Ste. Marie Bridge Administration (SSMBA), and its operation is done by the International Bridge Authority (IBA), an entity of MDOT. The agreement applicable to the operations of the Thousand Islands International Bridge, is also with the U.S. owner, the Thousand Islands Bridge Authority (TIBA), an entity of Jefferson County, State of New York. At the crossing between Point Edward, Ontario, and Port Huron, Michigan, the Corporation owns and operates the Canadian portion of the crossing. The U.S. side of the crossing is owned and operated by MDOT.

By Order in Council P.C. 2015-31 dated January 26, 2015, the Corporation was granted all necessary approvals of the *International Bridges and Tunnels Act* for the purposes of ownership and management of the international bridges under the Corporation’s portfolio. The *Customs Act, section 6* requires the Corporation to provide, equip and maintain, free of charge, adequate buildings, accommodations or other facilities for customs and the Canada Border Services Agency (CBSA). A similar provision in the *Plant Protection Act* mandates similar support for the Canadian Food Inspection Agency (CFIA) based at the land crossings. The subsidiary, SIBC, is also subject to the *Canada Marine Act* for the purposes of the management of the international bridge that crosses the St. Lawrence River.

The registered office of the Corporation is 55 Metcalfe, Suite 200, Ottawa, Ontario K1P 6L5.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The Corporation's interim unaudited condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* (IAS 34) and do not include all of the information required for a full annual consolidated financial statements. The interim unaudited condensed consolidated financial statements should be read in conjunction with the Corporation's audited consolidated financial statements for the year ended March 31, 2018. These interim unaudited condensed consolidated financial statements follow the same accounting policies and methods of application as disclosed in Note 2 of the Corporation's audited consolidated financial statements for the year ended March 31, 2018, with the exception for the adoption of new and amended standards as set out below.

a) New and amended standards adopted by FBCL

The Corporation has implemented two new standards and one new interpretation: IFRS 9, *Financial Instruments*; IFRS 15, *Revenue from Contracts with Customers*; and IFRIC 22, *Foreign Currency Transactions and Advance Consideration*. In addition, The Corporation has implemented the amendments to IAS 40, *Investment Properties*. Consequently, the Corporation had to change its accounting policies and make retrospective adjustments as a result of adopting IFRS 9 and IFRS 15. Both the new IFRIC 22 and the amendments to IAS 40 had no impact on the accounting policies nor resulted in retrospective adjustments.

b) Change in accounting policy

Revenue recognition

The Corporation provides access to use the bridge to both individuals and companies in exchange for a fixed fare per access provided. Revenues are recognized when control of the product has transferred and there is no unfulfilled obligation that could affect the individuals or companies receiving the goods. For the Corporation, control is transferred, and therefore revenue is recognized, at the time the individual or companies cross the bridge. Where individuals and companies prepay tolls, these amounts are included in deferred revenue until the individuals or companies cross the bridge. A receivable is recognized when companies cross the bridge, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Currency exchange revenues are recognized at the time each transaction is completed as this is when the control of the product has transferred and there is no unfulfilled obligation that could affect the individuals or companies receiving the goods. Payments received in U.S. dollars are translated into Canadian dollars at the daily exchange rates. Cash accounts at the currency exchange are translated at the yearend exchange rate and the adjustment relating to this translation is also included in the currency exchange revenue. The currency exchange revenue ceased in February 2018.

Accounting for the Thousand Islands International Bridge

The Corporation continues to record its proportionate share of gross revenues, gross expenses, depreciation of property and equipment. Similar to the revenue recognition policy above, gross revenues for the Thousand Islands International Bridge are recorded when the individuals or companies cross the bridge.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments

At the initial recognition, the Corporation measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Subsequently, the Corporation classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value through other comprehensive income; and
- Those to be measured at amortized cost.

The classification depends on the Corporation's business for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in net income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in net income. Impairment losses are also recognized in net income.

Fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses and interest revenue. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from accumulated other comprehensive income to net income and recognized as a gain or loss. Interest income from these financial assets is included in interest income using the effective interest rate method.

The Corporation's financial assets are classified as follows:

Financial Asset	Classification	Subsequent measurement
Investments	Fair value through other comprehensive income	Fair value
	Amortized cost	Amortized cost
Trade and other receivable	Amortized cost	Amortized cost

FBCL assesses on a forward-looking basis the expected credit losses associated with each class of financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade and other receivables, FBCL applies the simplified approach, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

There is no change to the accounting policy relating to financial liabilities.

3. IMPACT OF ADOPTING IFRS 9 and IFRS 15

This note explains the impact of the adoption of IFRS 9, *Financial Instruments*, and IFRS 15, *Revenue from Contracts with Customers*, on the consolidated financial statements and also discloses the new accounting policies that have been applied from April 1, 2018, where they are different to those applied in prior periods.

a) IFRS 9 Financial instruments – impact of adoption

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets. The adoption of IFRS 9 resulted in changes in accounting policies but did not result in adjustments to the amounts recognized in the consolidated financial statements.

On April 1, 2018 (the date of initial application of IFRS 9), management has assessed which business models apply to the financial assets held by the group and has classified its financial assets into the appropriate IFRS 9 categories on a retrospective basis. The main effects as at March 31, 2018 resulting from this classification are as follows:

Financial Asset	Carrying Value	Classification under IAS 39	Classification under IFRS 9
Investments	\$ 15,365	Available-for-sale	Fair value through other comprehensive income
Investments	\$ 16,051	Held-to-maturity	Amortized cost
Trade and other receivables	\$ 2,731	Loans and receivables	Amortized cost

Certain investments previously classified as available-for sale are now classified as fair value through other comprehensive income as the Corporation's business model is to achieve both by collecting contractual cash flows and selling of these assets. There was no difference between the previous carrying amount and the revised carrying amount for both available-for-sale and fair value through other comprehensive income, the change in the fair value is included in other comprehensive and accumulated other comprehensive income. Accordingly, there is no adjustment to the April 1, 2017 (opening) retained earnings, accumulated other comprehensive income and the comprehensive income for the year ending March 31, 2018.

Investments previously classified as held-to-maturity and trade and other receivable previously classified as loans and receivables are now classified at amortized cost as FBCL intends to hold the investments and trade and other receivables to maturity to collect contractual cash flows and these cash flows consist solely of payments of principal and interest on the principal amount outstanding. There was no difference between the previous carrying amount and the revised carrying amount and consequently there is no adjustment to April 1, 2017 (opening) retained earnings and net income for the year ending March 31, 2018.

All of the Corporation's financial assets are subject to IFRS 9's new expected credit loss model and as such, the Corporation was required to revise its impairment methodology under IFRS 9 for each class of financial assets. The revision to the impairment methodology did not result in an adjustment to the carrying value of the financial assets at April 1, 2017 and March 31, 2018 nor to the April 1, 2017 (opening) retained earnings and net income for the year ending March 31, 2018.

3. IMPACT OF ADOPTING IFRS 9 and IFRS 15 (Cont'd)

b) IFRS 15 Revenue from Contracts with Customers – impact of adoption

IFRS 15, *Revenue from Contracts with Customers*, replaces IAS 18, *Revenue*, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within scope of the Standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control-based approach to recognize revenue which is a change from the IAS 18's risk and reward approach.

The Corporation has adopted IFRS 15 on a retrospective basis, which resulted in changes in accounting policies, adjustments to the amounts recognized in the consolidated statement of comprehensive income regarding the Thousand Islands International Bridge revenue, and no changes to the consolidated statement of financial position.

Revenue recognition

Under IAS 18, Tolls and services revenue were recognized when tolls were collected as vehicles pass through toll booths. Currency exchange revenue was recognized at the time each transaction was completed. Under IFRS 15, Tolls and services revenue continues to be recognized when vehicles pass through toll booths and Currency exchange revenue continues to be recognized at the time the transaction is completed.

Thousand Islands International Bridge

The Corporation continues to record its proportionate share of gross revenues, gross expenses, depreciation of property and equipment. However, previously the gross revenues and expenses were calculated in accordance with the terms as outlined in the international agreement. With the adoption of IFRS 15, it was determined that revenues should continue to be presented on the gross basis, however the revenue would be recognized when the individuals or companies cross the bridge rather than in accordance with the terms as outlined in the international agreement. This translates to recording revenues at the time of the crossing at the exchange rate at the time of the revenue is recognized rather than at the exchange rate as outlined by the international agreement.

There is a reclassification of exchange loss from Thousand Islands International Bridge expense to Thousand Islands International Bridge revenue. However, there is no impact on net income nor on the consolidated statements of financial position. For the first quarter, there was no retrospective adjustment as revenues are based on estimates. Actual adjustments occurred in the second quarter as revenues are adjusted to actuals in the second and fourth quarters. Consequently, Thousand Islands International Bridge revenue and expense for the nine month period ending December 31, 2017 have each decreased by \$117 (Revenues were previously \$5,082 and Expenses were previously \$5,011).

4. SEASONALITY

Traffic on FBCL's portfolio of bridges has traditionally experienced seasonal variations. From a revenue perspective, the period of May to October has a greater number of transits. In the November to April timeframe, there are historically a lower number of transits resulting in lower toll revenues. This demand pattern is principally a result of leisure travellers, favourable weather and a preference for travel between the late spring and early fall months. However, economic conditions in Canada and the United States also have an important influence on international vehicle traffic by way of commercial truck traffic, which has a significantly higher toll rate. These economic conditions are less variable on a seasonal basis but more a result of the business climate in each country.

4. SEASONALITY (Cont'd)

In regards to its expenses, FBCL incurs important annual maintenance and asset rehabilitation costs during the construction season spanning the first three quarters of the fiscal year. These planned expenses can be influenced by varying weather conditions depending on the timing of the onset of the winter climate. Expenses for operations and administration are not considered to have important seasonal variations.

5. USE OF JUDGMENTS AND ESTIMATES

The preparation of the interim unaudited condensed consolidated financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that can significantly affect the amounts recognized in the consolidated financial statements. Actual results may differ from these estimates. Where these differ, the impact will be recorded in future periods. Significant judgments and estimates as at December 31, 2018 were consistent with those disclosed in Note 4 of the Corporation's audited consolidated financial statements for the year ended March 31, 2018 other than those included below.

Thousand Islands International Bridge

Since the Thousand Islands International Bridge Authority is involved in providing goods or services to a customer, the Corporation needed to determine whether the revenues should be shown on a gross on net basis depending on whether the Corporation was considered the principal or the agent. The Corporation determined that it acts as a principal and therefore a gross presentation is required. In determining who is the principal, it must be determined who controls the goods before it is transferred to the customer. Since the Corporation has an obligation to maintain the bridge, it is deemed that the Corporation controls the goods before it is transferred to the customer.

The current judgment regarding joint arrangement and associate remains.

6. FUTURE CHANGES IN ACCOUNTING POLICIES

There were no new standards and amendments to existing standards issued by the International Accounting Standards Board (IASB) during the nine month period that would affect the Corporation in the future other than those disclosed in Note 4 of the Corporation's audited consolidated financial statements for the year ended March 31, 2018.

7. PROPERTY AND EQUIPMENT

Cost	Land \$	Bridges and roads \$	Vehicles and equipment		Buildings \$	Property Improvements	Projects in progress \$	Total \$
			\$	\$				
Balance, April 1, 2017	14,500	228,617	24,125	102,331	22,462	64,976	457,011	
Additions	-	33	115	-	242	30,982	31,372	
Disposals	-	(123)	(108)	(4,820)	-	(203)	(5,254)	
Transfers	148	32,275	5,964	47,079	4,714	(90,595)	(415)	
Balance, March 31, 2018	14,648	260,802	30,096	144,590	27,418	5,160	482,714	
Additions	-	46	498	104	-	10,244	10,892	
Disposals	-	-	(68)	(186)	-	-	(254)	
Transfers	-	864	455	704	511	(2,534)	-	
Balance, December 31, 2018	14,648	261,712	30,981	145,212	27,929	12,870	493,352	

Accumulated depreciation	Land \$	Bridges and Roads \$	Vehicles and Equipment		Buildings \$	Property Improvements	Projects in Progress \$	Total \$
			\$	\$				
Balance, April 1, 2017	-	44,650	11,990	22,522	14,146	-	93,308	
Eliminated on disposal of assets	-	(123)	(108)	(4,790)	-	-	(5,021)	
Transfers	-	16	(65)	(240)	17	-	(272)	
Depreciation	-	8,212	1,723	4,393	825	-	15,153	
Balance, March 31, 2018	-	52,755	13,540	21,885	14,988	-	103,168	
Eliminated on disposal of assets	-	-	(60)	(186)	-	-	(246)	
Transfers	-	-	-	-	-	-	-	
Depreciation	-	7,485	1,346	3,123	668	-	12,622	
Balance, December 31, 2018	-	60,240	14,826	24,822	15,656	-	115,544	
Net book value, December 31, 2018	14,648	201,472	16,155	120,390	12,273	12,870	377,808	
Net book value, March 31, 2018	14,648	208,047	16,556	122,705	12,430	5,160	379,546	

During the quarter, the Corporation has entered into contractual commitments of \$893 in order to further the delivery of major capital projects in Point Edward relating to the redesign of the Plaza and in Lansdowne relating to fencing around the piers.

8. FINANCIAL INSTRUMENTS*Fair Value*

The fair values of trade and other receivables, trade and other payables, holdbacks, and the current portion of the loans payable and bonds payable approximate their carrying value due to the short-term nature of these instruments.

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and,
- Level 3 inputs are unobservable inputs for the asset or liability.

The carrying values and fair values of the Corporation's remaining financial assets and liabilities are listed in the following table:

As at December 31	2018		
	Value \$	Cost \$	Level
Financial instruments measured at fair value on a recurring basis			
Investments (fair value through other comprehensive income)	15,631	15,631	Level 2
Financial instruments measured at amortised costs			
Investments (amortised cost)	8,112	8,112	Level 1
Loans payable	5,555	5,551	Level 2
Bonds payable	69,875	59,523	Level 2
As at March 31	2018		
	Value \$	Cost \$	Level
Financial instruments measured at fair value on a recurring basis			
Investments (fair value through other comprehensive income)	15,365	15,365	Level 2
Financial instruments measured at amortised costs			
Investments (amortised cost)	16,043	16,051	Level 1
Loans payable	8,994	8,988	Level 2
Bonds payable	72,203	61,915	Level 2