407 INTERNATIONAL INC.

Interim Condensed Consolidated Financial Statements

June 30, 2016

407 INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(in millions of Canadian dollars)
(Unaudited)

	Notes	As at June 30, 2016	As at December 31, 2015
Assets			
Current assets			
Cash and cash equivalents	18	$ 369.6	$ 376.9
Restricted cash and investments	5	199.9	197.8
Trade receivables and other	8	180.2	153.8
Amounts due from customer for contract	9	3.0	6.8
Total current assets		752.7	735.3
Non-current assets			
Restricted cash and investments	5	365.7	337.8
Deferred tax assets		71.1	93.8
Intangible assets	7	1,580.2	1,590.4
Property, plant and equipment	6	2,356.8	2,374.2
Total non-current assets		4,373.8	4,396.2
Total assets		$ 5,126.5	$ 5,131.5
Equity and liabilities			
Current liabilities			
Trade and other payables		$ 102.9	$ 87.1
Accrued interest on long-term debt		66.8	65.8
Obligation under finance leases	13	3.5	3.6
Long-term debt	12	571.8	883.5
Total current liabilities		745.0	1,040.0
Non-current liabilities			
Obligation under finance leases	13	5.4	6.3
Deferred tax liabilities		486.7	476.8
Long-term debt	12	6,747.2	6,249.8
Total non-current liabilities		7,239.3	6,732.9
Total liabilities		7,984.3	7,772.9
Capital and reserve			
Issued capital	10	804.6	804.6
Reserve	11	14.3	14.7
Retained deficit		(3,676.7)	(3,460.7)
Total deficit		(2,857.8)	(2,641.4)
Total equity and liabilities		$ 5,126.5	$ 5,131.5

On behalf of the Board:

(signed)	*(signed)*
DAVID MCFADDEN	MICHAEL BERNASIEWICZ
Director	Director

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

407 INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(in millions of Canadian dollars, except per share amounts)

(Unaudited)

		Three-month period ended June 30		Six-month period ended June 30	
	Notes	2016	2015	2016	2015
Revenues	15	$ 290.8	$ 257.2	$ 516.1	$ 471.2
Expenses	16	60.4	53.0	123.9	114.9
Interest expense		104.4	100.7	180.2	170.5
Interest income		(2.9)	(2.3)	(4.9)	(5.3)
Other expense		0.3	0.3	0.5	0.5
Other income		(0.2)	(0.2)	(0.4)	(0.4)
Interest and other expenses	12	101.6	98.5	175.4	165.3
Income before tax		128.8	105.7	216.8	191.0
Current income tax expense		14.8	-	25.2	-
Deferred income tax expense		19.6	29.1	32.6	51.7
Net income		$ 94.4	$ 76.6	$ 159.0	$ 139.3
Net income		94.4	76.6	159.0	139.3
Other comprehensive loss					
Reclassification to income of gains on cash flow hedges, net	11	(0.2)	(0.2)	(0.4)	(0.4)
Total comprehensive income		$ 94.2	$ 76.4	$ 158.6	$ 138.9
Earnings per share					
Net income per share, basic and diluted		$ 0.122	$ 0.099	$ 0.205	$ 0.180

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

407 INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(in millions of Canadian dollars)
(Unaudited)

	Issued capital	Reserve	Retained deficit	Total deficit
Balance at January 1, 2016	$ 804.6	$ 14.7	$ (3,460.7)	$ (2,641.4)
Payment of dividends	-	-	(375.0)	(375.0)
Net income for the period	-	-	159.0	159.0
Other comprehensive loss for the period	-	(0.4)	-	(0.4)
Balance at June 30, 2016	$ 804.6	$ 14.3	$ (3,676.7)	$ (2,857.8)
Balance at January 1, 2015	$ 804.6	$ 15.4	$ (3,021.9)	$ (2,201.9)
Payment of dividends	-	-	(375.0)	(375.0)
Net income for the period	-	-	139.3	139.3
Other comprehensive loss for the period	-	(0.4)	-	(0.4)
Balance at June 30, 2015	$ 804.6	$ 15.0	$ (3,257.6)	$ (2,438.0)

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

407 INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions of Canadian dollars)
(Unaudited)

	Three-month period ended June 30		Six-month period ended June 30	
	2016	**2015**	**2016**	**2015**
Cash flows from operating activities				
Receipts from customers	$ 262.1	$ 231.1	$ 492.8	$ 437.8
Payments to suppliers and employees	(34.5)	(35.3)	(75.7)	(79.3)
Cash generated from operations	227.6	195.8	417.1	358.5
Interest received	2.4	2.7	4.7	5.4
Interest paid	(110.6)	(109.9)	(168.4)	(164.2)
Income tax paid	(0.1)	-	(0.8)	-
	119.3	88.6	252.6	199.7
Cash flows from investing activities				
Additions to property, plant and equipment	(10.4)	(12.1)	(28.0)	(27.1)
Advance payment	-	(1.1)	(1.3)	(1.7)
Restricted cash and investments	(1.2)	24.1	(29.7)	(13.1)
Non-trade receivables and other	(0.8)	0.8	1.3	0.6
	(12.4)	11.7	(57.7)	(41.3)
Cash flows from financing activities				
Proceeds from issuance of long-term debt	529.4	639.2	648.4	905.7
Debt issue costs	(3.3)	(3.4)	(3.4)	(4.2)
Repayment of long-term debt	(467.9)	(642.8)	(470.2)	(644.9)
Repayment of obligation under finance leases	(1.0)	(1.3)	(2.0)	(2.4)
Dividends paid to shareholders	(187.5)	(187.5)	(375.0)	(375.0)
	(130.3)	(195.8)	(202.2)	(120.8)
(Decrease) increase in cash and cash equivalents	(23.4)	(95.5)	(7.3)	37.6
Cash and cash equivalents, beginning of period	393.0	527.2	376.9	394.1
Cash and cash equivalents, end of period	$ 369.6	$ 431.7	$ 369.6	$ 431.7

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

1. GENERAL INFORMATION

407 International Inc. (the "Company") is a privately-held company incorporated under the laws of Ontario, Canada and continued under the laws of Canada. The Company's address and principal place of business is 6300 Steeles Avenue West, Woodbridge, Ontario, L4H 1J1, Canada. The principal business of the Company is the ownership of 407 ETR Concession Company Limited ("407 ETR") and, through 407 ETR, the operation, maintenance and management of Highway 407 (the "Highway") along with the construction of extensions and certain deferred interchanges, lane widenings and additional interchanges under the 99-year Highway 407 Concession and Ground Lease Agreement (the "Concession Agreement") with the Province of Ontario (the "Province") dated April 6, 1999. The interim condensed consolidated financial statements of the Company for the period ended June 30, 2016 (the "Financial Statements") were approved by the Board of Directors of the Company (the "Board") on July 14, 2016.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The Financial Statements are prepared on a going concern basis and have been presented in millions of Canadian dollars. These Financial Statements have been prepared in accordance with International Accounting Standards 34, *Interim Financial Reporting* ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). The Financial Statements have been prepared using the same accounting policies and methods as were used for the Company's consolidated financial statements and the notes thereto for the years ended December 31, 2015 and 2014 (the "2015 Financial Statements"), except for the following new accounting pronouncements which have been adopted on January 1, 2016. The Financial Statements should be read in conjunction with the 2015 Financial Statements.

IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations ("IFRS 5"):* This amendment sets out guidance on changes to a plan of sale or a plan to distribute to owners of non-current assets held for sale. There was no impact on the Financial Statements as a result of adopting this amendment.

IFRS 7 *Financial Instruments: Disclosures ("IFRS 7"):* This amendment sets out the disclosure requirements of an entity's continuing involvement in a transferred financial asset, when as a part of the transfer; the entity retains the right to service the financial asset for a fee. There was no impact on the Financial Statements as a result of adopting this amendment.

IAS 1 *Presentation of Financial Statements, Disclosure Initiatives ("IAS 1"):* This amendment sets out disclosure requirements with respect to the details to be included in a set of financial statements. This standard requires entities to take into consideration materiality and all relevant facts and circumstances on how it aggregates information, so as not to reduce the understandability of the financial statements. There was no impact on the Financial Statements as a result of adopting this amendment.

IAS 16 *Property, Plant and Equipment, Clarification of Acceptable Methods of Depreciation and Amortization ("IAS 16"):* This amendment prohibits revenue-based depreciation in circumstances where achievement of a revenue threshold is not a predominant limiting factor that is inherent for the property, plant and equipment. There was no impact on the Financial Statements as a result of adopting this amendment.

IAS 34 *Interim Financial Reporting ("IAS 34"):* This amendment sets out the disclosure requirements of significant amounts and transactions either in the interim financial statements or incorporated by a cross-reference from the interim financial statements to some other statement that is available to the users of the financial statements on the same terms as the interim financial statements and at the same time. There was no impact on the Financial Statements as a result of adopting this amendment.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

IAS 38 *Intangible Assets, Clarification of Acceptable Methods of Depreciation and Amortization ("IAS 38"*): This amendment prohibits revenue-based amortization in circumstances where achievement of a revenue threshold is not a predominant limiting factor that is inherent for the intangible asset. As a result of this amendment, effective January 1, 2016, the Company has adopted the straight-line method of amortizing its concession rights over the remaining term of the Concession Agreement. As a result of this change, the amortization expense of concession rights for the three and six month periods ended June 30, 2016 increased by $3.3 and $7.0, respectively.

b) Basis of preparation

The Financial Statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. Historical cost is based on the fair value of consideration given or received in exchange for assets.

c) Principles of consolidation

The Financial Statements include the accounts of the Company consolidated with those of its wholly-owned subsidiaries, 407 ETR, Canadian Tolling Company International Inc. ("Cantoll"), 7253770 Canada Inc. ("7253770 Inc."), 8011397 Canada Inc. ("8011397 Inc."), Financing Limited Partnership ("FLP"), 8018278 Canada Inc. ("8018278 Inc."), 8915172 Canada Inc. ("8915172 Inc.") and 9665641 Canada Inc. ("9665641 Inc."). Cantoll was incorporated in December 2001 to assume ownership of an integrated computerized accounting, billing and customer relationship management system and new transponders, and is responsible for the development of its integrated automation systems and the implementation and management of road-side tolling technologies and back-office systems. 7253770 Inc., 8011397 Inc., 8018278 Inc., 8915172 Inc. and 9665641 Inc. were incorporated in October 2009, October 2011, April 2012, August 2014 and March 2016, respectively, and FLP was registered as a partnership under the Limited Partnerships Act (Ontario) in November 2011, all to assist in the implementation of the Company's tax planning strategies. All inter-company transactions, balances, revenues and expenses have been eliminated on consolidation.

3. FUTURE CHANGES IN ACCOUNTING POLICIES

IFRS 9 *Financial Instruments ("IFRS 9"):* This standard replaces the current IAS 39 Financial Instruments Recognition and Measurement. This standard introduces new requirements for classifying and measuring financial assets and liabilities. The latest date of mandatory implementation of IFRS 9 is January 1, 2018. The Company is currently evaluating the impact on the financial statements.

IFRS 15 *Revenue from Contracts with Customers ("IFRS 15"):* This standard replaces IAS 11 Construction Contracts, IAS 18 Revenue and IFRIC 13 Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. The latest date of mandatory implementation of IFRS 15 is January 1, 2018. The Company has not yet evaluated the impact on the financial statements.

IFRS 16 *Leases ("IFRS 16"):* This standard replaces IAS 17 Leases. This standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. The objective is that lessees and lessors provide relevant information in a manner that faithfully represents lease transactions and gives a basis for users of financial statements to assess its effect on the financial position, financial performance and cash flows of an entity. The latest date of mandatory implementation of IFRS 16 is January 1, 2019. The Company is currently evaluating the impact on the financial statements.

4. FUTURE CHANGES IN ACCOUNTING POLICIES (continued)

IAS 7 *Statement of Cash Flows ("IAS 7"):* This amendment requires that an entity provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes from cash flows and non-cash changes. The latest date of mandatory implementation of IAS 7 is January 1, 2017. The Company is currently evaluating the impact on the financial statements.

IAS 12 *Recognition of Deferred Tax Assets for Unrealized Losses ("IAS 12"):* This amendment sets out restrictions on how an entity assesses whether taxable profits will be available against which it can utilize deductible temporary differences. The latest date of mandatory implementation of IAS 12 is January 1, 2017. The Company is currently evaluating the impact on the financial statements.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENT

The preparation of the Financial Statements in conformity with IAS 34 requires management of the Company ("Management") to make certain judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities as at the date of the Financial Statements, the reported amounts of revenues and expenses of the reporting period, as well as disclosures made in the accompanying notes to the Financial Statements. Judgement is commonly used in determining whether a balance or transaction should be recognized in the consolidated financial statements, and estimates and assumptions are more commonly used in determining the measurement of recognized transactions and balances. However, judgements and estimates are often interrelated.

a) Critical Estimates

Toll revenues are recognized on the date trips are taken on the Highway. Certain exit and entrance transactions which are unbilled remain in queues to create the best match to form a complete trip. The unrated toll revenues in the queue are estimated using certain attributes of recently-rated trips which are then applied to the traffic transactions in the queue.

Contract revenues and expenses are recognized based on the stage of completion of the contract. The Company has reliably estimated the economic benefits associated with contracts and the anticipated contract costs attributable to the contract. Contract revenues have been matched with the contract costs incurred in reaching the stage of its completion, and may involve estimates of future revenues from claims and unapproved change orders, if such additional amounts can be reliably estimated and considered probable that such amounts will be recovered.

Senior Bonds, Series 04-A2 is accounted for as a derivative financial instrument and is measured at its fair value. Given that the market for this financial instrument is not active, fair value is established by using a valuation technique that employs the break even inflation rate ("BEIR") as a market proxy for future inflation and discounted cash flow analysis. BEIR is highly volatile and may lead to significant non-cash changes in the fair value of Senior Bonds, Series 04-A2 that may not be representative of actual inflation paid or to be paid to the holders of Senior Bonds, Series 04-A2.

Deferred revenue relating to the 407 ETR Rewards Program is estimated by multiplying the number of free weekend kilometres offered by the estimated price per kilometre and expected future redemption. The expense for gas discounts is determined by multiplying the number of litres offered by the estimated cost per litre and expected usage. Expected usage and redemption are estimated based on historical experience.

The provision for credits and adjustments to billed revenues is estimated based on the historical experience of credits and adjustments made to customer accounts.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENT (continued)

Depreciation of property, plant and equipment is estimated based on 99 years of projected Vehicle Kilometres Travelled ("VKTs") and estimated useful lives.

Deferred tax assets arising from the carry forward of unused tax losses and unused tax credits are recognized to the extent that it is probable that future taxable income will be available against which the unused tax losses and unused tax credits can be utilized. Projected taxable income is based on reasonable and prudent operating projections, assumptions and hypotheses. Taxable income is primarily impacted by traffic volume, toll rates, operating and maintenance expenses, and interest income and interest expense. Based on these projections, the Company anticipates that it will generate sufficient taxable income to utilize existing tax losses and tax credits prior to their expiration dates. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and derecognized to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the assets to be utilized in the future.

Refer to the following notes for further details of other estimates:

Estimate	**Note Reference**
Provision for doubtful accounts	Note 14 (c)
Provision for customer litigation	Note 17

These estimates and associated assumptions are based on past experience and other factors that are considered relevant and are reviewed on an on-going basis. Actual results could differ materially from these estimates.

b) Judgement

The identification of cash-generating units involves judgement. Cash inflows which are generated from customers' use of the Highway are classified as a single cash-generating unit, while the cash inflows which are generated from contract work are classified as a separate cash-generating unit.

The Company has only one reportable segment. All non-current assets are located and revenues are generated in Canada.

(in millions of Canadian dollars, except per share amounts)

6. RESTRICTED CASH AND INVESTMENTS

Pursuant to the Company's Master Trust Indenture (the "Indenture"), the Company established the debt service funds, the operating and maintenance and renewal and replacement funds, and debt service reserve funds, all of which are fully funded with Qualified Investments (as defined in the Indenture). The current portion is expected to become unrestricted within the next twelve months.

Pursuant to an agreement between Cantoll and the Province to implement and maintain the road-side tolling technology and back-office systems relating to Highway 407 East (the "Highway 407 East Tolling Agreement"), the Company established a Highway 407 East Tolling Agreement segregated funds account which is funded with cash and cash equivalents.

	As at	
	June 30, 2016	December 31, 2015
Current		
Debt service funds	$ 63.8	$ 62.6
Debt service reserve funds	11.0	10.9
Operating and maintenance reserve and renewal and replacement funds ("O&M and R&R Funds")	125.1	124.3
	$ 199.9	$ 197.8
Non-current		
Debt service reserve funds	$ 356.7	$ 328.8
Highway 407 East Tolling Agreement segregated funds	9.0	9.0
	$ 365.7	$ 337.8
Total	$ 565.6	$ 535.6

Restricted cash and investments consist of:

	As at	
	June 30, 2016	December 31, 2015
Cash	$ 230.8	$ 170.3
Bankers' Acceptances	48.5	28.3
Federal Notes	45.0	47.0
Floating Rate Notes	165.0	186.7
Treasury Bills	67.2	93.9
Provincial Promissory Notes	9.1	9.4
	$ 565.6	$ 535.6

(in millions of Canadian dollars, except per share amounts)

5. RESTRICTED CASH AND INVESTMENTS (continued)

Cash movements in restricted cash and investments were as follows:

	Three-month period ended June 30		Six-month period ended June 30	
	2016	2015	2016	2015
Contributions to debt service funds	$ 86.2	$ 85.5	$ 170.2	$ 168.0
Contributions to refunding bond fund	-	500.0	-	500.0
Interest payments on long-term debt	(108.3)	(108.0)	(163.0)	(160.2)
Repayments of long-term debt	(2.9)	(502.8)	(5.2)	(504.9)
Interest received	1.5	1.9	3.0	3.5
Transfers to cash and cash equivalents	(2.7)	-	(2.7)	(0.5)
Establishment of debt service reserve fund	27.4	28.2	27.4	36.1
Release of debt service reserve fund	-	(28.9)	-	(28.9)
	$ 1.2	$ (24.1)	$ 29.7	$ 13.1

6. PROPERTY, PLANT AND EQUIPMENT

	Toll highway	Toll equipment	Transponders	Operations centre	Office equipment	Motor vehicles	Equipment under finance lease	Assets under construction	Total
Cost									
Balance at December 31, 2015	$ 2,528.0	$ 388.9	$ 33.1	$ 36.5	$ 9.1	$ 5.6	$ 33.0	$ 23.6	$ 3,057.8
Additions	1.0	-	3.0	0.3	0.6	0.1	0.1	20.1	25.2
Retirements	-	-	(2.7)	-	-	-	(0.2)	-	(2.9)
Transfers	9.3	0.7	-	0.5	-	-	-	(10.5)	-
Balance at June 30, 2016	$ 2,538.3	$ 389.6	$ 33.4	$ 37.3	$ 9.7	$ 5.7	$ 32.9	$ 33.2	$ 3,080.1
Accumulated depreciation									
Balance at December 31, 2015	$ 311.5	$ 306.7	$ 20.1	$ 13.5	$ 6.4	$ 3.4	$ 22.0	$ -	$ 683.6
Depreciation expense	25.9	9.7	2.8	0.8	0.7	0.6	2.1	-	42.6
Retirements	-	-	(2.7)	-	-	-	(0.2)	-	(2.9)
Balance at June 30, 2016	$ 337.4	$ 316.4	$ 20.2	$ 14.3	$ 7.1	$ 4.0	$ 23.9	$ -	$ 723.3
Carrying amount, December 31, 2015	$ 2,216.5	$ 82.2	$ 13.0	$ 23.0	$ 2.7	$ 2.2	$ 11.0	$ 23.6	$ 2,374.2
Carrying amount, June 30, 2016	$ 2,200.9	$ 73.2	$ 13.2	$ 23.0	$ 2.6	$ 1.7	$ 9.0	$ 33.2	$ 2,356.8

During the three and six month periods ended June 30, 2016, capitalized borrowing costs aggregating to $0.1 and $0.2, respectively (2015 - $0.1 and $0.3, respectively) were included as additions to assets under construction. The average interest capitalization rate relating to the borrowing cost was 1.96% for the three and six month periods ended June 30, 2016 (2015 – 2.33%).

Assets under construction mainly include work in progress on major highway construction and systems development projects, and certain assets relating to highway improvements, tolling and roadside equipment and buildings.

(in millions of Canadian dollars, except per share amounts)

7. INTANGIBLE ASSETS

	Concession Rights	Licences	Total
Cost			
Balance at December 31, 2015	$ 1,676.1	$ 10.1	$ 1,686.2
Balance at June 30, 2016	$ 1,676.1	$ 10.1	$ 1,686.2
Accumulated amortization			
Balance at December 31, 2015	$ 89.2	$ 6.6	$ 95.8
Amortization expense	9.6	0.6	10.2
Balance at June 30, 2016	$ 98.8	$ 7.2	$ 106.0
Carrying amount, December 31, 2015	$ 1,586.9	$ 3.5	$ 1,590.4
Carrying amount, June 30, 2016	$ 1,577.3	$ 2.9	$ 1,580.2

8. TRADE RECEIVABLES AND OTHER

	As at June 30, 2016	As at December 31, 2015
Trade receivables	$ 355.1	$ 337.4
Allowance for doubtful accounts	(188.5)	(198.5)
	166.6	138.9
Prepayments and other receivables	13.6	14.9
	$ 180.2	$ 153.8

Trade receivables are net of certain amounts that were billed to customers but excluded from revenues in accordance with the revenue recognition policy for toll and fee revenues.

Movement in Allowance for Doubtful Accounts

Changes in the allowance for doubtful accounts are as follows:

	Three-month period ended June 30 2016	Three-month period ended June 30 2015	Six-month period ended June 30 2016	Six-month period ended June 30 2015
Balance, beginning of period	$ 194.4	$ 212.5	$ 198.5	$ 213.9
Provision for doubtful accounts	3.4	2.0	6.1	3.9
Bad debts written off, net of recoveries, and other	(9.3)	(4.2)	(16.1)	(7.5)
Balance, end of period	$ 188.5	$ 210.3	$ 188.5	$ 210.3

The provision for doubtful accounts has been included in expenses, and is net of any recoveries that were provided for in prior periods.

(in millions of Canadian dollars, except per share amounts)

9. AMOUNTS DUE FROM CUSTOMER FOR CONTRACT AND CONTRACT RECEIVABLES

	As at	
	June 30, 2016	December 31, 2015
Costs incurred plus recognized profits to date	$ 36.8	$ 33.2
Less: Progress billings to date	(33.8)	(26.4)
Amounts due from customer for contract	$ 3.0	$ 6.8

Amounts due from customer for contract represent the gross unbilled amount for a given contract that is expected to be collected from the customer for contract work performed to date. It is measured as contract costs incurred plus recognized profits to date, less progress billings.

10. ISSUED CAPITAL

	As at	
	June 30, 2016	December 31, 2015
Share capital	$ 775.0	$ 775.0
Contributed surplus	29.6	29.6
	$ 804.6	$ 804.6
Share capital comprises:		
Authorized - Unlimited		
775,000,003 common shares issued and outstanding ($ nil par value) (2015 - 775,000,003, $ nil par value)	$ 775.0	$ 775.0

Payments of dividends per share were $0.242 and $0.484 for the three and six month periods ended June 30, 2016, respectively (2015 - $0.242 and $0.484, respectively).

11. RESERVE

Cash flow hedging reserve

	Three-month period ended June 30		Six-month period ended June 30	
	2016	2015	2016	2015
Balance, beginning of period	$ 14.5	$ 15.2	$ 14.7	$ 15.4
Other comprehensive loss	(0.2)	(0.2)	(0.4)	(0.4)
Balance, end of period	$ 14.3	$ 15.0	$ 14.3	$ 15.0

The cash flow hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in cash flow hedges, net of unrecognized deferred taxes of $0.1 (2015 - $0.1) and will be reclassified to interest and other expenses over periods of up to 24 years of which approximately $0.8 will be reclassified during the next 12 months.

(in millions of Canadian dollars, except per share amounts)

12. LONG-TERM DEBT

	As at			
		June 30, 2016		December 31, 2015
Senior Bonds:				
$400.0, Series 99-A2, 6.47%, maturing July 27, 2029	$	391.6	$	391.4
$300.0, Series 99-A3, 6.75%, maturing July 27, 2039		258.8		260.9
$208.3, Series 99-A4, 5.328%, maturing December 1, 2016		287.9		285.5
$208.3, Series 99-A5, 5.328%, maturing December 1, 2021		288.3		285.9
$208.3, Series 99-A6, 5.328%, maturing December 1, 2026		288.5		286.0
$208.3, Series 99-A7, 5.328%, maturing December 1, 2031		288.6		286.1
$325.0, Series 00-A2, 5.29%, maturing December 1, 2039		371.2		372.3
$340.0, Series 04-A3, 5.96%, maturing December 3, 2035		338.2		338.2
$300.0, Series 10-A2, 4.99%, maturing June 16, 2020		299.2		299.1
$400.0, Series 10-A3, 4.30%, maturing May 26, 2021		398.8		398.7
$350.0, Series 11-A1, 4.45%, maturing November 15, 2041		347.2		347.2
$400.0, Series 12-A1, 4.19%, maturing April 25, 2042		397.0		397.0
$400.0, Series 12-A2, 3.98%, maturing September 11, 2052		395.2		395.2
$200.0, Series 13-A1, 4.68%, maturing October 7, 2053		198.6		198.6
$250.0, Series 14-A1, 3.35%, maturing May 16, 2024		248.4		248.3
$150.0, Series 15-A1, 3.30%, maturing March 27, 2045		148.4		148.4
$500.0, Series 15-A2, 3.83%, maturing May 11, 2046		495.8		495.7
$500.0, Series 16-A1, 3.60%, maturing May 21, 2047		495.8		-
Other Senior Bonds:				
$162.3, Series 04-A2, 3.276%, maturing July 27, 2039 (note 14(a))		175.1		177.9
Senior Bank Credit Facilities		265.0		579.8
Junior Bonds:				
$165.0, Series 00-B1, 7.125%, maturing July 26, 2040		164.4		164.4
Subordinated Bonds:				
$480.0, Series 06-D1, 5.75%, maturing February 14, 2036		477.3		477.2
$300.0, Series 10-D1, 3.87%, maturing November 24, 2017		299.7		299.5
	$	7,319.0	$	7,133.3
Financial liabilities carried at Fair Value Through Profit or Loss ("FVTPL")				
Other Senior Bonds: Series 04-A2	$	175.1	$	177.9
Financial liabilities carried at amortized cost				
Senior Bonds	$	5,937.5	$	5,434.5
Senior Bank Credit Facilities		265.0		579.8
Junior Bonds		164.4		164.4
Subordinated Bonds		777.0		776.7
		7,143.9		6,955.4
	$	7,319.0	$	7,133.3
Current	$	571.8	$	883.5
Non-current		6,747.2		6,249.8
	$	7,319.0	$	7,133.3

(in millions of Canadian dollars, except per share amounts)

12. LONG-TERM DEBT (continued)

Interest and Other Expenses

	Three-month period ended June 30		Six-month period ended June 30	
	2016	**2015**	**2016**	**2015**
Interest expense	$ 86.5	$ 85.8	$ 171.3	$ 167.0
Non-cash inflation component of:				
Interest expense, RRBs	17.2	22.1	11.9	2.7
Interest expense (recovery), Senior Bond, Series 04-A2	3.9	5.8	0.2	(2.8)
Fair value adjustment, Senior Bond, Series 04-A2	(3.1)	(12.9)	(3.0)	3.9
Capitalized interest	(0.1)	(0.1)	(0.2)	(0.3)
Total Interest Expense on Long-term debt	104.4	100.7	180.2	170.5
Interest income on financial assets designated as FVTPL	(2.9)	(2.3)	(4.9)	(5.3)
Other expense	0.3	0.3	0.5	0.5
Other income:				
Reclassification of gains and losses on cash flow hedges (note 10)	(0.2)	(0.2)	(0.4)	(0.4)
	$ 101.6	**$ 98.5**	**$ 175.4**	**$ 165.3**

Senior Bonds

On May 19, 2016, the Company issued $500.0 of 3.60% Senior Bonds, Series 16-A1.

Real Return Bonds ("RRBs")

As at June 30, 2016, the inflation compensation component of all RRBs was $419.1 (2015 - $407.2) which was recorded as additional long-term debt.

Senior Bank Credit Facilities

As at June 30, 2016, the Company has drawn $265.0 (2015 - $581.0) under the credit facilities and has classified the drawn amount under current liabilities.

Current Portion of Long-Term Debt

As at June 30, 2016, the current portion of long-term debt of $571.8 includes $287.9 Senior Bonds, Series 99-A4, $265.0 Senior Bank Credit Facilities, $4.8 Senior Bonds, Series 99-A3, $8.3 Senior Bonds, Series 00-A2, and $5.8 Senior Bonds, Series 04-A2.

(in millions of Canadian dollars, except per share amounts)

13. OBLIGATIONS UNDER FINANCE LEASES AND OPERATING LEASES

The Company entered into finance leases for the use of snow clearing equipment, computer equipment, and vehicles. The leases expire on various dates, at which time the Company has the right, but not the obligation, to purchase the equipment.

Minimum lease payments for finance leases in the aggregate and for the next five years and thereafter are as follows:

	Minimum lease payments		Present value of minimum lease payments	
	June 30, 2016	**December 31, 2015**	**June 30, 2016**	**December 31, 2015**
2016	$ 4.0	$ 3.9	$ 3.5	$ 3.6
2017	2.4	2.9	2.2	2.7
2018	1.1	1.3	1.0	1.1
2019	0.8	0.8	0.7	0.7
2020	0.6	0.6	0.5	0.6
2021 and thereafter	1.1	1.3	1.0	1.2
	10.0	10.8	8.9	9.9
Less future finance charges at rates varying between 2.45% to 18.79%	(1.1)	(0.9)	-	-
Present value of minimum lease payments	$ 8.9	$ 9.9	$ 8.9	$ 9.9

	June 30, 2016	**December 31, 2015**
Current portion of obligations under finance leases	$ 3.5	$ 3.6
Non-current portion of obligations under finance leases	5.4	6.3
	$ 8.9	$ 9.9

The Company entered into operating leases for the use of office equipment and the rental of premises. Total expense for operating leases for the three and six month periods ended June 30, 2016 was $0.1 and $0.2, respectively (2015 - $0.2 and $0.2, respectively).

As at June 30, 2016, payments under operating lease agreements for the next five years and thereafter are as follows:

Year:	**Remainder of 2016**	**2017**	**2018**	**2019**	**2020 & thereafter**
Amount:	$0.3	$0.4	$0.3	$0.2	-

14. FINANCIAL INSTRUMENTS

a) Fair Value of Financial Instruments

Current financial assets and liabilities

Financial assets and liabilities classified as current are amounts that are expected to be settled within one year. The carrying amounts approximate fair value because of the short-term nature of these instruments.

Non-current restricted cash and investments

The Company compares and uses publicly-available quotations provided by major Canadian financial institutions to determine the fair values. The carrying amounts approximate fair values.

Long-term debt

The fair value of the long-term debt (including the current portion) as at June 30, 2016 was $8,747.2 (2015 - $8,214.4) determined using publicly-available quotations provided by a major Canadian financial institution, except for Senior Bonds, Series 04-A2, which was determined by using a valuation technique.

Senior Bonds, Series 04-A2

Senior Bonds, Series 04-A2 is a derivative financial instrument and is reported at fair value. The fair value of Senior Bonds, Series 04-A2 as at June 30, 2016 was $175.1 (2015 - $177.9) which was determined by using a valuation technique which estimated future inflation of 1.5% (2015 – 1.6%) based on the BEIR and applied a nominal discount rate of 3.4% (2015 – 3.7%). During the six-month period ended June 30, 2016, the fair value of Senior Bonds, Series 04-A2 decreased by $2.6 (2015 – decreased by $5.3) due to the change in the Company's corporate spread. As at June 30, 2016, a 10 basis points decrease in the nominal discount rate would increase the fair value of Senior Bonds, Series 04-A2 by approximately $2.2 (2015 - $2.3).

(in millions of Canadian dollars, except per share amounts)

14. FINANCIAL INSTRUMENTS (continued)

Financial value hierarchy

The following table summarizes the fair value hierarchy under which financial instruments are valued.

Level 1 of the fair value hierarchy includes unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 includes inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 includes inputs for the asset or liability that are not based on observable market data.

	Assets Measured at Fair Value					
	As at June 30, 2016			As at December 31, 2015		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets measured at FVTPL						
Cash and cash equivalents	$ 369.6	$ -	$ -	$ 376.9	$ -	$ -
Restricted cash and investments	565.6	-	-	535.6	-	-
	$ 935.2	**$ -**	**$ -**	**$ 912.5**	**$ -**	**$ -**
Total fair value			**$ 935.2**			**$ 912.5**

	Liabilities Measured at Fair Value					
	As at June 30, 2016			As at December 31, 2015		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial liabilities measured at FVTPL						
Senior Bonds, Series 04-A2	$ -	$ 175.1	$ -	$ -	$ 177.9	$ -
	$ -	**$ 175.1**	**$ -**	**$ -**	**$ 177.9**	**$ -**
Total fair value			**$ 175.1**			**$ 177.9**

14. FINANCIAL INSTRUMENTS (continued)

b) Capital Risk Management

The Company defines its capital as follows:

1. Long-term debt, including the current portion; and
2. Cash and cash equivalents.

The Company's objectives when managing capital are to:

1. Maintain a capital structure and an appropriate credit rating that provides financing options to the Company when a financing or a refinancing need arises to ensure access to capital, on commercially reasonable terms, without exceeding its debt capacity or resulting in a downgrade to the credit ratings of the existing indebtedness;
2. Maintain financial flexibility in order to preserve its ability to meet financial obligations, including debt servicing payments and dividend payments;
3. Satisfy covenants set out in the Indenture and the indentures supplemental thereto (the "Supplemental Indentures"); and
4. Deploy capital to provide an appropriate investment return to its shareholders.

The Company's financial strategy is designed and formulated to maintain a flexible capital structure consistent with the objectives stated above and to respond to changes in economic conditions. In order to maintain or adjust its capital structure, the Company may issue additional debt, issue debt to replace existing debt with similar or different characteristics, and adjust the amount of dividends paid to shareholders. The Company's financing and refinancing decisions are made on a specific transaction basis and depend upon such factors as the Company's needs, and market and economic conditions at the time of the transaction.

Under the terms of the Indenture and Supplemental Indentures, the Company may not incur additional indebtedness that would result in a downgrade to the credit ratings of certain of its existing indebtedness. The Company may only make interest payments relating to subordinated debt and dividend payments to shareholders upon the satisfaction of certain financial covenants. The Board reviews the level of dividends paid to the Company's shareholders. The Company was in compliance with all its financial covenants as at December 31, 2015 and June 30, 2016.

There were no changes in the Company's approach to capital management during the six-month period ended June 30, 2016.

(in millions of Canadian dollars, except per share amounts)

14. FINANCIAL INSTRUMENTS (continued)

c) Risks Arising from Financial Instruments

Credit risk

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents, trade receivables and other, contract receivables, amounts due from customer for contract and restricted cash and investments.

The Company is exposed to credit loss in the event of non-performance by counterparties to derivative instruments that have a positive fair value, cash and cash equivalents, short-term investments and restricted cash and investments. The Company manages this risk by dealing with reputable organizations having high-quality credit ratings from independent credit rating agencies. The Board sets exposure limits and these are monitored on an on-going basis.

Concentration of credit risk with respect to trade receivables is minimized due to the millions of accounts comprising the Company's customer base. The amounts disclosed in the statements of financial position are net of the allowance for doubtful accounts and certain amounts that are billed to customers but excluded from revenues in accordance with the Company's revenue recognition policy for toll and fee revenues. The amounts are estimated based on prior experience, anticipated collection strategies and ultimate recovery of balances for which collection is uncertain.

Trade receivables and other are aged as follows:

	As at June 30, 2016	As at December 31, 2015
Unbilled	$ 80.8	$ 55.8
0-60 days	63.7	56.2
61-90 days	4.6	7.0
91-120 days	2.3	4.8
121-150 days	2.4	4.2
151+ days	12.8	10.9
Sub total [1]	166.6	138.9
Other [2]	13.6	14.9
	$ 180.2	$ 153.8

1. Amounts are net of allowance for doubtful accounts and certain amounts that were billed to customers but excluded from revenues in accordance with revenue recognition policy for toll and fee revenues.
2. Other consists of salt inventory, prepaids, other non-trade related receivables and an advance payment to supplier.

In accordance with the revenue recognition policy, toll revenues are recognized on the date trips are taken on the Highway. Tolls and other charges are recorded in trade receivables as "Unbilled" until invoiced.

The provision for doubtful accounts is based principally on historical collection rates and Management's expectation of success rates for collection of overdue accounts by the Ontario Registrar of Motor Vehicles (the "Registrar") through refusing to renew or issue permits until outstanding amounts are paid ("Licence Plate Denial") as well as Management's expectation of success rates for collection through legal proceedings. When a licence plate associated with a customer's unpaid 407 ETR account becomes unattached from the vehicle or expired, the

14. FINANCIAL INSTRUMENTS (continued)

Registrar is required to refuse to renew another single vehicle permit issued to the same customer or issue a vehicle permit to that customer. The legislation affording 407 ETR the right to Licence Plate Denial requires a series of notices to be sent to customers with delinquent accounts. This process takes a minimum of 150 days from the date an invoice is sent until a customer is subject to Licence Plate Denial, followed by up to two years before a customer's licence plate is subject to renewal. The Licence Plate Denial process, together with other collection strategies, is expected to result in the successful collection of net trade receivables that are more than 151 days past due. The provision for doubtful accounts could materially change and may result in significant changes to trade receivable balances as Management continues to monitor the collection of outstanding 407 ETR charges through the Licence Plate Denial process with the Ontario Ministry of Transportation (the "MTO"), as well as collections through legal proceedings.

In addition to the collection of 407 ETR customers' overdue accounts through the Licence Plate Denial process, Management continues to assign certain delinquent accounts to third party collection agencies utilizing various programs, and to employ internal collections staff as well as taking legal action. In conducting collections litigation, from time to time, 407 ETR may receive judicial decisions that impact the Company's ability to recover delinquent amounts through civil proceedings and could result in a material change to the provision of overdue accounts.

Management continuously monitors the collection of overdue accounts including the allowance for doubtful accounts. In determining the allowance for doubtful accounts, the Company considers a number of factors affecting the likelihood of collection. In determining the collectability of customer accounts, the Company does not obtain information about the credit quality of customers whose accounts are not overdue or not impaired.

An increase of 1 percent in the weighted-average provision rate would have increased the provision for doubtful accounts by approximately \$2.9 and \$5.2 (2015 - \$2.6 and \$4.7) and decreased equity by approximately \$2.1 and \$3.8 (2015 - \$1.9 and \$3.4) for the three and six month periods ended June 30, 2016, respectively.

The Company is exposed to credit risk with respect to contract receivables in the event of non-payment by customers. The Company manages this risk by dealing with reputable customers with good credit ratings.

Interest rate risk

As at June 30, 2016, all long-term debt is fixed rate debt (except for the drawn portion of the Senior Bank Credit Facilities and the inflation-linked bonds as described below); therefore, changes in interest rates do not impact interest payments on its current bonds but may impact the fair value of such long-term debt.

The Company also manages this risk by investing its cash and cash equivalents and restricted cash and investments in debt instruments with credit ratings equal to or higher than those required by the Indenture. A decrease of 25 basis points in interest rates would have decreased interest income by approximately \$0.6 and \$1.1 (2015 - \$0.7 and \$1.2) and equity by approximately \$0.4 and \$0.8 (2015 - \$0.5 and \$0.9) for the three and six month periods ended June 30, 2016, respectively.

(in millions of Canadian dollars, except per share amounts)

14. FINANCIAL INSTRUMENTS (continued)

Inflation risk

The Company is exposed to inflation risk as interest expense and debt service payments relating to Senior Bonds, Series 99-A4, Series 99-A5, Series 99-A6, Series 99-A7, Series 00-A2 and Series 04-A2 (collectively, the "RRBs") are linked to the Consumer Price Index (the "CPI"). An increase of 50 basis points in the CPI would have increased interest expense by approximately $10.0 (2015 - $10.0), decreased equity by approximately $7.4 (2015 - $7.4) and increased debt service payments by approximately $0.4 and $0.4 (2015 - $0.2 and $0.1) for the three and six month periods ended June 30, 2016, respectively. BEIR is highly volatile and may lead to significant changes in the fair value of Senior Bonds, Series 04-A2 that may not be representative of actual inflation paid or to be paid to the Senior Bonds, Series 04-A2 noteholders. An increase of 10 basis points in the BEIR would have increased interest expense by approximately $6.4 (2015 - $6.9) and decreased equity by approximately $4.7 (2015 - $5.0) for the three and six month periods ended June 30, 2016. A decrease of 10 basis points in the BEIR would have reduced interest expense by approximately $6.3 (2015 - $6.7) and increased equity by approximately $4.6 (2015 - $5.0) for the three and six month periods ended June 30, 2016. This inflation risk is partially mitigated by the Company's right to increase toll rates.

d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Quarterly cash flow projections are prepared by Management and reviewed by the Board to ensure sufficient continuity of funding. The Company manages its liquidity risk by dispersing the contractual maturity dates of its financial liabilities, thereby ensuring the Company is not exposed to excessive refinancing risk during any given year. Further, the Company maintains an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its trade receivables and contract receivables, and by controlling the level of operating and capital expenditures. Cash and cash equivalents and restricted cash and investments are invested in highly-liquid interest-bearing investments.

The following are the commitments, contractual maturities and related interest obligations as at June 30, 2016:

	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Beyond 5 years
Trade and other payables	$ 102.9	$ -	$ -	$ -	$ -	$ -
Obligation under finance leases	3.5	2.2	1.0	0.7	0.5	1.0
Interest payments on finance leases	0.5	0.2	0.1	0.1	0.1	0.1
Long-term debt	566.0	313.9	14.7	315.6	416.5	5,562.5
Derivative financial liability	5.8	5.8	5.8	5.8	5.8	106.8
Interest payments on long-term debt	334.2	315.8	309.2	308.3	291.5	4,348.5
	$ 1,012.9	$ 637.9	$ 330.8	$ 630.5	$ 714.4	$ 10,018.9

(in millions of Canadian dollars, except per share amounts)

15. REVENUES

	Three-month period ended June 30		Six-month period ended June 30	
	2016	**2015**	**2016**	**2015**
Toll	$ 273.2	$ 238.2	$ 480.9	$ 426.7
Fee	16.6	16.6	32.1	31.5
Contract	1.0	2.4	3.1	13.0
	$ 290.8	$ 257.2	$ 516.1	$ 471.2

The Company charges customers a lease fee for transponders to be used on the Highway. Revenue from transponder leases is included in fee revenue above and was $7.9 and $15.1 (2015 - $7.2 and $14.2) for the three and six month periods ended June 30, 2016, respectively.

16. EXPENSES

	Three-month period ended June 30		Six-month period ended June 30	
	2016	**2015**	**2016**	**2015**
Systems operations	$ 4.7	$ 3.8	$ 9.4	$ 7.6
Customer operations	15.8	14.2	30.7	27.7
Highway operations	6.2	5.4	16.8	14.6
General and administration	5.8	5.9	11.4	11.8
Contract	0.9	2.0	2.8	11.1
Operating expenses	33.4	31.3	71.1	72.8
Depreciation and amortization	27.0	21.7	52.8	42.1
	$ 60.4	$ 53.0	$ 123.9	$ 114.9

Systems operations expenses include staff salaries, subcontractor costs for operating and maintaining the tolling system, costs for operating and maintaining the Company's office computer network and other costs for operating and maintaining the Company's integrated automation systems.

Customer operations expenses include costs to operate the customer service centre and service existing customer relationships as well as general inquiries. These costs include the call centre, customer service centre, account management, transponder distribution, billing, customer address system access fees, ombudsman services, collection of overdue accounts, provision for customer litigation and the provision for doubtful accounts.

Highway operations expenses include costs of operating activities such as maintenance of the major system elements of roadway surfaces, bridges and culverts, drainage and lighting systems, together with seasonal maintenance, highway patrol operations, road safety enforcement and police enforcement.

General and administration expenses include costs of public relations, finance, administration, facilities, human resources, business processes, legal, audit and executive.

16. EXPENSES (continued)

Contract expenses include costs for work performed in completing contract obligations with customers.

Depreciation and amortization expenses reflect the expense of property, plant and equipment and intangible assets over their respective useful lives. Substantially all of the depreciation and amortization expenses relate to highway operations expenses and systems operations expenses.

Total expenses include employee salary and benefits of $9.3 and $18.5 (2015 - $9.7 and $19.4), of which $0.4 and $0.7 (2015 - $0.3 and $0.6) relate to short-term benefits of key management personnel for the three and six month periods ended June 30, 2016, respectively. Key management personnel of the Company include the President and Chief Executive Officer and the Chief Financial Officer. Short-term benefits of key management personnel include wages, annual incentives and other benefits. The Company does not provide for share-based payments or other long-term benefits, but does provide post-employment benefits and termination benefits.

17. COMMITMENTS AND CONTINGENCIES

Claims and Contingencies

From time to time, in the ordinary course of business, the Company is a defendant or party to a number of pending or threatened legal actions and proceedings. It is not possible to determine the ultimate outcome of such matters; however, based on all currently available information, Management believes that liabilities, if any, arising from pending litigation will not have a material adverse effect on the financial position or results of operations of the Company.

Litigation

Proposed Class Action

In April, 2012, the Company and 407 ETR were served with a statement of claim for a proposed class action commenced in the Ontario Superior Court of Justice. The proposed class of plaintiffs include all 407 ETR customers that have undergone bankruptcy proceedings and have been placed or kept in Licence Plate Denial, pursuant to the *Highway 407 Act, 1998* (Ontario), for unpaid Highway tolls and related fees incurred prior to their bankruptcies.

The class action plaintiffs are seeking damages of $20.0 for general and special damages, $5.0 for aggravated, exemplary and punitive damages, the granting of a $20.0 constructive trust in favour of class members and disgorgement of pre-bankruptcy tolls and fees paid by the plaintiffs.

The proposed class action has not been certified by the Ontario Superior Court of Justice and will be vigorously defended by 407 ETR. At this early stage of the proposed class action, it is not possible to predict the ultimate outcome but the Company has recorded a provision representing the expected value of the loss. The expected value of the loss is not disclosed so as not to prejudice the position of 407 ETR in defending the proposed class action.

In October 2011, in the separate legal proceeding of *Matthew Moore v. 407 ETR*, Justice Newbould of the Ontario Superior Court of Justice ruled that Licence Plate Denial survives bankruptcy, which is a central issue in the proposed class action. This decision of Justice Newbould was appealed by the Superintendent of Bankruptcy to the Ontario Court of Appeal. In December 2013, the Ontario Court of Appeal set aside the lower court's decision. The Court of Appeal decision was appealed by 407 ETR and upheld by the Supreme Court of Canada which released its

(in millions of Canadian dollars, except per share amounts)

17. COMMITMENTS AND CONTINGENCIES (continued)

decision on November 13, 2015, with the result that pre-bankruptcy amounts can no longer be collected by 407 ETR through Licence Plate Denial.

Management believes that the decision by the Supreme Court of Canada in the *Matthew Moore* case has no material effect on the Company's financial position. Management also believes that the final determination of the proposed class action will not materially affect the Company's financial position.

Limitation Period

A motion was brought by 407 ETR on August 6, 2014, to the Ontario Superior Court of Justice to determine a question of law in the case of *407 ETR v. Ira Day*, regarding the applicable limitation period for 407 ETR to commence civil proceedings in respect of certain debts owed to 407 ETR by its customers. On November 4, 2014, the Ontario Superior Court of Justice released the decision of Justice Edwards. The Ontario Superior Court of Justice determined that under the Ontario *Limitations Act*, 407 ETR has two years from the date of Licence Plate Denial to commence legal proceedings for debts owed by individual customers. On July 21, 2015, the Supplementary Reasons of Justice Edwards were released by the Ontario Superior Court of Justice, which confirmed that the two-year limitation period begins following the earliest possible delivery of a Licence Plate Denial notification. 407 ETR is appealing this decision to the Ontario Court of Appeal. The appeal was heard by the Ontario Court of Appeal on February 29, 2016 and a written decision is expected to follow. Management does not believe that the decision in the *Ira Day* case will materially affect the Company's financial position.

18. CASH AND CASH EQUIVALENTS

	As at	
	June 30, 2016	**December 31, 2015**
Cash and cash equivalents consist of:		
Cash	$ 310.1	$ 260.7
Government Treasury Bills	23.0	72.5
Provincial Promissory Notes	36.5	43.7
	$ 369.6	$ 376.9

Pursuant to the Indenture, the Company maintains a minimum cash balance of $10.0 to fund working capital requirements. This amount is included as Cash and cash equivalents.

(in millions of Canadian dollars, except per share amounts)

19. RELATED PARTY TRANSACTIONS

The following are the shareholders of the Company as at June 30, 2016:

- 4352238 Canada Inc., a wholly-owned subsidiary of Cintra Global Holding Limited ("Cintra")
- MICI Inc., a subsidiary of Canada Pension Plan Investment Board ("CPPIB")
- SNC-Lavalin Highway Holdings Inc., a wholly-owned subsidiary of SNC-Lavalin Group Inc.
- 7577702 Canada Inc., a subsidiary of CPPIB

The Company entered into the following transactions with related parties:

Related Party	Relationship	Classification in the Financial Statements	Nature of transaction with the related party	Three-month period ended June 30 2016	Three-month period ended June 30 2015	Six- month period ended June 30 2016	Six- month period ended June 30 2015
SNC-Lavalin Inc.	Parent of shareholder	Property, plant and equipment	Payment for design costs	$ 0.1	$ -	$ 0.1	$ 0.1
SNC-Lavalin Inc.	Parent of shareholder	Operating expenses	Payment for administration costs	$ -	$ -	$ -	$ 0.2
Cintra	Parent of shareholder	Operating expenses	Payment for administration costs	$ 0.2	$ 0.4	$ 0.5	$ 0.6
407 East Development Group	Subsidiary of some parents	Operating expenses	Reimbursement of administration costs	$ (0.1)	$ (0.3)	$ (0.2)	$ (0.4)
Blackbird Infrastructure Group	Subsidiary of some parents	Operating expenses	Reimbursement of administration costs	$ (0.1)	$ -	$ (0.2)	$ -

The transactions with related parties were measured at the exchange amounts, which is the consideration agreed to by the parties.

Amounts owed to (by) related parties were as follows:

Related Party	Relationship	Classification in the Financial Statements	As at June 30, 2016	As at December 31, 2015
SNC-Lavalin Inc.	Parent of shareholder	Trade and other payables	$ -	$ 0.2
Cintra	Parent of shareholder	Trade and other payables	$ 0.3	$ 0.3
Cintra	Parent of shareholder	Trade and other receivables	$ (0.1)	$ (0.1)
407 East Development Group	Subsidiary of shareholder	Trade and other receivables	$ (0.1)	$ (0.1)
Blackbird Infrastructure Group	Subsidiary of shareholder	Trade and other receivables	$ (0.1)	$ -

19. RELATED PARTY TRANSACTIONS (continued)

The following are the wholly-owned subsidiaries of the Company as at June 30, 2016:

- 407 ETR
- Cantoll
- 7253770 Inc.
- 8011397 Inc.
- FLP
- 8018278 Inc.
- 8915172 Inc.
- 9665641 Inc.

8011397 Inc. is the general partner of FLP and the Company is the limited partner of FLP. Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

20. GUARANTEES

In the normal course of business, the Company, including certain of its subsidiaries, enters into agreements that may involve providing certain guarantees or indemnifications to third parties and others. These include, but are not limited to:

a) Director/officer indemnification agreements

The Company entered into indemnification agreements with current and former directors and officers to indemnify them, to the extent permitted by law, against any and all charges, costs, expenses, amounts paid in settlement and damages incurred by the directors and officers as a result of any lawsuit, or any judicial, administrative, or investigative proceeding in which the directors and officers are sued as a result of their service. These indemnification claims will be subject to any statutory or other legal limitation period. The nature of the indemnification agreements prevents Management from making a reasonable estimate of the maximum potential amount the Company could be required to pay counterparties. The Company has purchased directors' and officers' liability insurance.

b) Other indemnification agreements

The Company provides indemnification agreements to counterparties in transactions such as purchase contracts, service agreements, design-build agreements, and licensing agreements. These indemnification agreements require the Company to compensate the counterparties for costs incurred as a result of litigation claims that may be suffered by the counterparty as a consequence of the transaction. The terms of these indemnification agreements will vary based on the contract. The nature of the indemnification agreements prevents Management from making a reasonable estimate of the maximum potential amount the Company may be required to pay to counterparties because such limits are not set out in the agreements with these counterparties. Management attempts to limit its liability in respect of indemnifications provided to third parties in its contractual agreements.

21. SEASONAL NATURE OF THE BUSINESS

The Company's results for the three and six month periods ended June 30, 2016 are not necessarily indicative of the results that may be expected for the full year due to seasonal variations in traffic volumes. The Company has historically experienced a higher volume of travellers on the Highway during the third quarter as a result of leisure and recreational travellers, while the winter months in the first and fourth quarters generally result in lower trip volumes. Operating expenses remain relatively steady throughout the year. The Company's interest expense on the RRBs and Senior Bond, Series 04-A2 is calculated based on changes in the CPI; as such, interest expense in respect of these bonds will fluctuate due to the volatility and seasonal nature of the CPI.