Bell MTS

Manitoba Telecom Services Inc.
and Participating Subsidiaries
Employee Pension Plan

2016
Annual Report

For More Information

If you have any questions about the information contained in this Annual Report, if you would like to receive a copy of the Pension Plan's Statement of Investment Policies and Goals, or if you would like to provide any comments concerning this Annual Report, please contact:

Bell MTS
Pension Benefits Administration
P.O. Box 6666
19th Floor, 333 Main Street
Winnipeg, Manitoba R3C 3V6

Phone No.: (204) 941-7347 or 1-800-635-4973
Fax No.: (204) 774-3163
Email: mtspensionplan@bellmts.ca

If you would like more information on your personal retirement or termination benefits, please contact the Pension Plan's administrative services provider:

The Civil Service Superannuation Board
1200 – 444 St. Mary Avenue
Winnipeg, Manitoba R3C 3T1

Phone No.: (204) 946-3200 or 1-800-432-5134
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Cover photo: Bev Duthoit (retiree)

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Introduction

The MTS Pension Plan ("the Plan") produced a return of 5.2% during 2016, generating positive performance in 7 out of 8 asset classes in which it invested, and marking the eighth year in a row of positive performance following the market crash of 2008. 2016 was a mixed year for investors highlighted by global uncertainty and surprise political outcomes – including the Brexit referendum and the U.S. election. Both equity and bond markets experienced notable ups and downs with U.S. and international equity markets experiencing the most volatility. The MTS Pension Plan continues to benefit from a diversified investment structure designed to achieve long-term growth, while minimizing risk and providing stability in investment returns over time. Over the four-year period ending December 31, 2016, the Plan has achieved a strong investment return of 11.1% per year. The plan has returned 7.6% per year since inception on January 1, 1997.

Strong investment returns are one component of a healthy pension plan; the other is funding. Since 1997, MTS has contributed $731 million in cash funding to the Plan, while employees have contributed another $196 million. The positive investment returns of the past several years combined with the substantial employer and employee funding brings the Plan's assets to $1.96 billion. The Plan is also supported by $271.1 million in letters of credit arranged by the company and held in trust for the Plan.

UPDATE TO THE JANUARY 30, 2014 SUPREME COURT OF CANADA RULING

In 2016 the Plan distributed $3.6 million in payments to estates, retirees, other persons with an interest in the Plan, including associated expenses. As of December 31, 2016, $2.7 million remains of the original $140.9 million which was available for distribution and payment of distribution expenses. In accordance with the terms of the court order and settlement agreement, further member rights to these funds expired on February 6, 2017 with the exception of former members with a deferred vested entitlement under the Plan. The company will continue to pay entitlements to these former members as they come forward.

LOOKING AHEAD

On March 17, 2017, BCE Inc. (the parent company of Bell Canada and Bell MTS Inc.) purchased all the issued and outstanding common shares of Manitoba Telecom Services Inc. including assumption of all assets and liabilities of the Plan. The Plan is now supported by the strength of BCE Inc. which provides security for your retirement benefits going forward. For 2017, the Plan continues to be well diversified and remains focused on a long-term investment strategy.

About Your Plan

HIGHLIGHTS

The Manitoba Telecom Services Inc. and Participating Subsidiaries Employee Pension Plan (the “Plan”) is a contributory defined benefit plan that provides pension benefits to certain employees and retirees of Manitoba Telecom Services Inc., now known as Bell MTS Inc., and its participating subsidiary, MTS Inc., now part of Bell Canada (collectively the “Company”).

Here are some highlights of the Plan:

- Eligible employees contribute to the Plan by payroll deduction each pay period. These contributions are fully tax deductible. The Company contributes the amounts necessary to ensure that the Plan can meet its obligations. The Company contributed approximately $18.7 million in cash to the Plan and the employees contributed $7.8 million in 2016.
- Plan benefit payments to retirees and beneficiaries were $78.7 million in 2016.
- At retirement, members are eligible for a pension based on a formula using their average earnings during the five years of employment when their earnings were the highest and their years of credited service as a member of the Plan.
- Members may retire with an unreduced pension at or after age 55 if their age plus years of continuous service total at least 80. Members also may retire with an unreduced pension at age 60 if they have at least 10 years of continuous service. Members may retire with a reduced pension as early as age 45 if their age plus years of continuous service equals at least 70, or as early as age 50 if they have at least 10 years of continuous service.
- The Plan provides for a guaranteed cost of living adjustment (“COLA”) equal to two-thirds of the increase in the Canadian Consumer Price Index (“CPI”) to a maximum CPI increase of 4%.
- Members who leave the Company before they are eligible to retire are entitled to a deferred pension (which is a pension that is payable when they are eligible to retire). They also may choose to transfer the value of the pension to a locked-in RRSP.
- Effective January 1, 2010, membership in the Plan is limited to individuals who became employees prior to that date.

For more details on the Plan, please refer to the Plan website at www.mtspensionplan.ca.

SALE OF MANITOBA TELECOM SERVICES INC.

On May 2, 2016 it was announced that MTS entered into a binding agreement with BCE Inc. (“BCE”) that would see BCE purchase all the issued and outstanding common shares of MTS at a transaction value of $3.9 billion. Final regulatory approval was received on February 15, 2017, and the transaction closed on March 17, 2017.

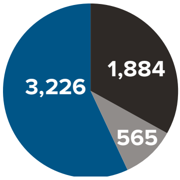
PRIVACY

The Company is dedicated to protecting your privacy and safeguarding your personal information. The Company collects, uses or discloses personal information for the purpose of administering the Plan. Access to your personal information is limited to certain Company staff, The Civil Service Superannuation Board which provides administrative services in respect of the Plan, the Plan's Actuary, persons to whom you have authorized access, and persons authorized by law.

MEMBERSHIP

The Plan's membership falls into three categories: active, deferred, and retirees and their beneficiaries. Active members are those employees who currently contribute to the Plan. Deferred members are former employees who have left their pension benefits in the Plan to be paid at a later date. Retirees and beneficiaries are those individuals who currently receive a pension from the Plan.

At December 31, 2016, Plan membership of 5,675 was comprised as follows:



Active Members	1,884
Deferred Members	565
Retirees and Beneficiaries	3,226
Total Members	**5,675**

The total number of Plan members decreased by 142 from the end of 2015. There was a decrease in the number of active members (218) and deferred members (3) and an increase in the number of retirees and beneficiaries (79).

YOUR PENSION BENEFIT

Your pension benefit is calculated using a defined benefit formula, which includes the average of your best five years of earnings (“Best Average Earnings”), multiplied by the number of years or partial years you have contributed to the Plan (referred to as “Credited Service”). The formula is as follows:

2.0% of your Best Average Earnings

Multiplied by

your years of Credited Service

Less

0.6% of the average YMPE (for the same five years of earnings)

Multiplied by

your years of Credited Service

(YMPE, or Year’s Maximum Pensionable Earnings, is the limit set by the federal government each year to determine the maximum Canada Pension Plan contributions and benefits.)

– Carlos Mezquita (retiree)

BENEFIT CALCULATION EXAMPLE

Consider an employee who retires from the Plan at age 55 on December 31, 2016. The employee has Best Average Earnings of $63,000 and 30 years of Credited Service. The average YMPE in this example is $52,440.

2.0% x $63,000 (Best Average Earnings)	$	1,260
Multiplied by		
30 years Credited Service	X	30
	$	37,800
Less		
0.6% x $52,440 (Average YMPE)	$	315
Multiplied by		
30 years Credited Service	X	30
	$	9,450
Annual Benefit*	**$**	**28,350**

*The actual benefit you receive will be affected by a number of factors, including your earnings, your age at retirement, your years of Credited Service, future COLA increases to pension payments and the survivor benefit option that you choose.

COST OF LIVING ADJUSTMENTS

The Plan provides for a guaranteed COLA increase to pension payments each year. This guaranteed COLA is equal to two-thirds of the increase in CPI to a maximum CPI increase of 4%. COLA increases are granted each July. In 2016, retirees received a COLA increase of 1.07%, which was two-thirds of the 2015 CPI increase of 1.60%. In 2017, retirees will receive a COLA increase of 1.00% which is two-thirds of the 2016 CPI increase of 1.50%.

IT'S A DEFINED BENEFIT PLAN

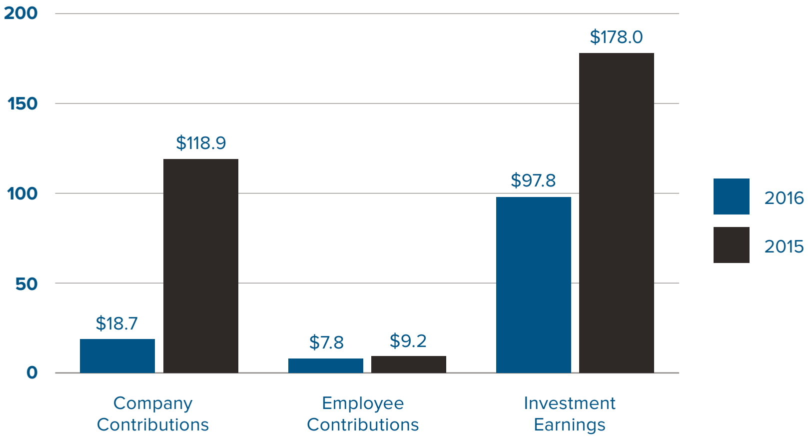
The Plan is a defined benefit pension plan. This means that your benefit is a predictable amount determined by a formula based on your earnings during the five years when they were the highest and your years of participation in the Plan. Your benefit does not depend on the rate of return earned by the Plan's investments. Employees contribute to the Plan based on a set formula, and the Company contributes the additional amounts necessary to pay the benefits that you earn. A predictable retirement income is the most desirable feature of a defined benefit pension plan.

SOURCES OF ASSET GROWTH

The funds necessary to pay the benefits promised by the Plan comes from three sources:

- Company contributions;
- Employee contributions; and
- Investment earnings.

The sources of growth in fair value of Plan assets before any disbursements (in millions) in 2016 and 2015 were as follows:



In 2016, investment earnings contributed the most to the increase in Plan assets. Of the $124.3 million total increase in 2016, investment earnings (comprised of investment income and current period change in fair value of investments) accounted for $97.8 million or 79%, the Company's cash contributions accounted for $18.7 million or 15%, and employee contributions accounted for $7.8 million or 6%.

COMPANY CONTRIBUTIONS

The Company contributes the amount determined by Plan actuaries to ensure that benefits earned can be paid when they are due. This does not mean that the Company contributes $1 at the same time you contribute $1. The timing of the Company's contribution is determined by an actuarial valuation completed in accordance with pension legislation. In 2016, the Company contributed $18.7 million in cash funding, consisting of $17.1 million in normal cost funding and $1.6 million in additional contributions. This equates to a $2.38 contribution for every $1 contributed by employees. Since the inception of the Plan in 1997, the Company has contributed $733.4 million in cash funding and arranged $271.1 million in letters of credit to support the Plan. This level of funding demonstrates the Company's commitment to your secure retirement.

The actuarial funding valuation completed as at January 1, 2017, showed that the Plan had a $354.1 million surplus on a going concern basis, and a $217.6 million deficit on a solvency basis. The going concern valuation assumes that the Plan will continue operating indefinitely while the solvency valuation assumes that the Plan terminated on the valuation date. The Plan's going concern funded ratio was 123%, while the Plan's solvency funded ratio was 91% as at January 1, 2017. The solvency ratio has decreased from the January 1, 2016 valuation primarily due to a mandated change in discount rate methodology. Until the Plan is fully funded on both a solvency and a going concern basis, the Company will continue to make additional contributions either in cash or via letters of credit. The next actuarial funding valuation will be completed as at January 1, 2018.

LETTERS OF CREDIT

Regulations under the *Pension Benefits Standards Act, 1985* ("PBSA") provide that letters of credit to be used, up to a maximum of 15% of plan assets, to meet solvency special payment requirements for federally regulated pension plans. A letter of credit is issued by a financial institution and provides security to the pension plan up to its face value in the event the plan sponsor defaults on the funding obligations to the pension plan. The letters of credit held by the trustee, RBC Investor Services Trust, on behalf of the MTS Pension Plan automatically renew each year and cannot be withdrawn or reduced by the Company unless they are either replaced with cash funding or it is determined in an actuarial valuation that the letters of credit, or a portion thereof, are no longer required. In addition, PBSA regulations require that the letters of credit be issued by a financial institution which has a credit rating of A or higher. The letters of credit held by the Plan, totaling $271.1 million as at December 31, 2016, have been issued by the Canadian Imperial Bank of Commerce, Royal Bank of Canada, Bank of Montreal, National Bank and Bank of Nova Scotia.

EMPLOYEE CONTRIBUTIONS

Employee contributions to the Plan are based on the employee's earnings as follows:

- 5.1% of earnings up to the YMPE, and
- 7.0% of earnings over the YMPE

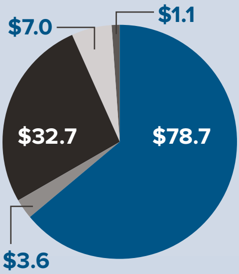
Employee contributions totaled $7.8 million in 2016.

INVESTMENT EARNINGS

Further information on the Plan's investment earnings is available beginning on page 12 of this Annual Report.

PAYMENTS FROM THE PLAN

In 2016, payments in the amount of $123.1 million were made from the Plan as follows:



- Pension payments to retirees and beneficiaries $78.7 million
- Distributions pursuant to Supreme Court decision $3.6 million
- Termination and lump-sum death benefit payments $32.7 million
- Investment expenses $7.0 million
- Administrative expenses $1.1 million

Pension payments to retirees increased by $6.9 million, termination and lump-sum death benefit payments increased by $11.3 million and administrative expenses decreased by $0.3 million from 2015. Investment expenses remained unchanged.

ON RETIREMENT

When employees retire or terminate their employment, they are faced with the decision of whether to keep their pension funds in the Plan or to transfer the funds out of the plan, as permitted by the Canada Revenue Agency and the PBSA. This is always a difficult decision to make, and one that should not be made without receiving sound financial advice.

If you choose to transfer your pension funds out of the Plan, it is important that you be absolutely sure of your decision. Once the funds have been transferred out of the Plan, the Company and the Plan no longer guarantee, or remain in any way responsible for, your pension. Any financial losses that you may incur due to your investment decisions or those of your financial advisor are entirely your responsibility.

PENSION COMMITTEE

In 2016, the Pension Committee reported to the Audit Committee of the MTS Board of Directors. The Pension Committee met twice in 2016. In accordance with its mandate, the Committee reviewed the results of the funding actuarial valuation and the COLA actuarial valuation, and reviewed the Plan's investment performance and other administrative aspects of the Plan.

The members of the Pension Committee as at December 31, 2016 were:

Independent Chair:

John Smith	Investment Advisor, John Smith Wealth and Investment Management

Employer Representatives:

Brenda McInnes	Vice President & Treasurer
Don Rooney	Director Labour Relations, Environment Health & Safety
Laurie Stewart	Director, Residential Customer Field Services Winnipeg Area
Debbie Rehn Doyle	Director Treasury

Union Representatives:

Bob Linsdell	TEAM Representative
Debbie Marantz	Unifor Representative
Don Senkow	IBEW Representative

Elected Retiree Representative:

Larry Trach

LEGAL PROCEEDING

An update on the lawsuit is provided in Note 12 to the Financial Statements on page 27 of this Annual Report.

PLAN WEBSITE

The Plan website gives Plan members the opportunity to learn more about their Plan, keep up-to-date on what's new, and to view this Annual Report. This website can be found at www.mtspensionplan.ca.

– Dalmar Matheson (retiree)

ABOUT THE INVESTMENTS

INVESTMENT COMMITTEE

The Investment Committee oversees and directs the investment of the Plan's funds by establishing investment principles and guidelines, recommending investment managers and monitoring the performance of the Plan's investments. In 2016, The Investment Committee reported on the performance of the Plan's investments to the Audit Committee of the Board of Directors.

The members of the Investment Committee through 2016 were as follows:

Paul Cadieux (Chair)	Chief Financial Officer
Brenda McInnes	Vice-President & Treasurer
Pat Solman	Senior Vice-President, Network and Field Services
John Smith	Investment Advisor, John Smith Wealth and Investment Management

During 2016, the Investment Committee held four regular quarterly meetings to discuss the performance of the Plan's investments.

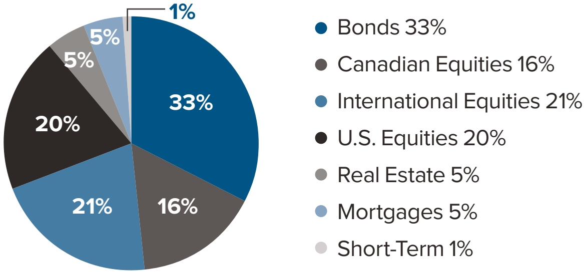
ASSET MIX

Strong investment returns are important to growing the Plan's assets. To achieve this in volatile financial markets, it also is important that the Plan has a diversified asset mix that is designed to achieve long-term growth, while preserving capital during years of negative performance in financial markets. The policies that govern the Plan are designed to ensure a disciplined and balanced approach to investing, which helps achieve both growth and capital preservation.

The Plan's asset mix is the combination of the different types of assets in which the Plan is invested, such as bonds, equities, mortgages and real estate. The Plan's funds are invested in a diversified portfolio of different types of assets because diversification – not putting all your eggs in one basket – is a fundamental principle of investing. If one type of asset results in a loss, a gain in another may offset the loss. For example, if Canadian equities perform poorly during the year, this may be offset by positive gains in bonds and real estate assets. Investing in a diversified asset mix is a strategy that lowers risk and provides more stability in investment returns over time.

INVESTMENTS AT DECEMBER 31, 2016

At the end of 2016, the Plan's investments (excluding cash and accrued income) totaled $1,945.0 million. The following chart and table show how the Plan's assets were invested:



INVESTMENT	MARKET VALUE ($ MILLIONS)
Bonds	$ 634.8
Canadian Equities	$ 304.2
International Equities	$ 408.8
U.S. Equities	$ 382.8
Real Estate	$ 98.9
Mortgages	$ 96.5
Short-term	$ 19.0
Total Funds	**$ 1,945.0**

The following table shows the ten largest investment holdings held directly by the Plan and their percentage of the total portfolio market value:

TOP 10 DIRECT HOLDINGS

Province of Ontario[1]	$ 179,061,296	9.1%
Government of Canada[1]	$ 110,387,294	5.6%
Royal Bank of Canada[1,2]	$ 39,815,353	2.0%
Toronto Dominion Bank[1,2]	$ 36,501,223	1.9%
Canada Housing Trust[1]	$ 35,719,944	1.8%
Bank of Nova Scotia[1,2]	$ 23,594,583	1.2%
Bank of Montreal[1,2]	$ 20,681,789	1.1%
Alphabet Inc.[2]	$ 19,923,179	1.0%
Province of Quebec[1]	$ 19,663,286	1.0%
CIBC[1,2]	$ 18,866,842	1.0%

[1] Bond Investment [2] Equity Investment

ASSET TYPES

Short-term Investments: primarily cash and securities that mature within days, weeks or months (such as Government of Canada treasury bills). These investments generate income by receiving interest payments or by their purchase at a discount to mature at par. Income is based on the market's short-term interest rates.

Bonds: primarily investments in Canadian-issued federal, provincial and corporate bonds having semi-annual interest payments and terms to maturity over one year. Bonds generate income through interest payments and increases in value. Over the long-term, bonds historically have produced lower rates of return with more stability relative to equities.

Equities: primarily investments in common shares of Canadian, U.S. and international companies. Equities generate income through dividends and increases in share value. Over the long-term, equity investments historically have produced higher rates of return with more volatility relative to other asset types.

Mortgages: primarily investments in high quality mortgages on Canadian residential and commercial properties. Mortgage investments generate income through interest payments.

Real Estate: primarily investments in buildings and property. Real estate investments generate income from rental income and increases in asset value.

INVESTMENT MANAGERS

The responsibility for investing the Plan's assets rests with external investment managers under the direction of the Investment Committee. The investment managers and the types of assets that they manage are as follows:

- **Beutel, Goodman & Company Ltd.** (Canadian equities and Canadian bonds)
- **BonaVista Asset Management Ltd.** (Canadian equities)
- **Fiera Capital Corporation** (small capitalization Canadian equities)
- **GLC Asset Management Group Ltd.** (real estate and mortgages)
- **Mawer Investment Management Ltd.** (international equities)
- **MFS Institutional Advisors, Inc.** (international equities)
- **Phillips, Hager & North Investment Management Ltd.** (Canadian bonds)
- **Sprucegrove Investment Management Ltd.** (international equities)
- **T. Rowe Price Associates, Inc.** (U.S. equities)

The Plan's investment managers were chosen for the following reasons:

- the quality and experience of their investment management teams;
- their investment approach and style;
- their investment performance track record over several market cycles; and
- the level of fees that they charge.

Where more than one investment manager directs the investment of a single asset type, such as Canadian equities, the investment managers were chosen for their complementary investment styles.

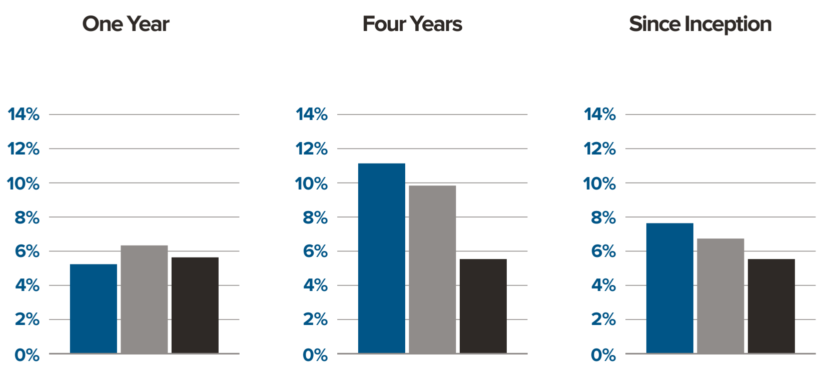
CUSTODIAN/TRUSTEE

The custodian/trustee for the Plan is RBC Investor Services Trust ("RBC"). RBC is responsible for the custody of the investment assets and letters of credit held in the Plan's trust fund.

PLAN PERFORMANCE

The Investment Committee measures the Plan's rate of return against its long-term performance objective of the annual rate of inflation (which is the annual change in the CPI for Canada) plus 4%. In order to measure the success of the Plan's active investment managers, the Investment Committee compares the Plan's rate of return against the weighted average of the markets' returns for the Plan's normal policy mix (the "benchmark").

Although annual returns are reviewed carefully, it is the Plan's performance over longer periods that best indicates how well the Plan's funds are invested.



	One Year (2016)	Four Years (Annualized) (2013–2016)	Since Inception (Annualized) (January 1997)
● MTS Pension Plan Return	5.2%	11.1%	7.6%
● Customized Benchmark	6.3%	9.8%	6.7%
● Performance Objective (CPI +4%)	5.6%	5.5%	5.5%

5.2% INVESTMENT RETURN IN 2016

The Plan invests in a diversified portfolio of assets, including Canadian equities, U.S. equities, international equities, bonds, real estate, mortgages and short-term investments.

2016 proved to be a positive, but mixed, year for investors. Political and global uncertainty at the outset of 2016 resulted in negative returns early in the year for equity markets with the U.S. and international markets experiencing the most volatility. Canadian equities rebounded quickly and finished the year ahead of all other asset classes. The S&P TSX Index posted a 21.1% return during 2016, led by strong performance in Canada's three largest sectors: energy, materials, and financial services.

Surprise political outcomes such as the June British Referendum ("Brexit" vote) in the United Kingdom and the November election of President Trump in the U.S. created short-term volatility in international and U.S. equity markets but did not result in market sell-offs that some anticipated. By mid-summer most asset classes that experienced losses following the surprise "leave" vote in the United Kingdom had surpassed their referendum day closing prices. Following the U.S. election, equites rallied on expectations of higher growth and higher inflation stemming from President-Elect Trump's promises of tax cuts and increased fiscal spending. With the exception of international equities, equity markets finished the year in positive territory.

Bond yields hit near historic lows around the mid-point of 2016, pushing bond prices up and positively impacting the fixed income portion of the portfolio. By year end, bond yields had rebounded to beginning of year levels as investor confidence in equity markets returned and the threat of global disinflation diminished.

In 2016, the MTS Plan benefitted from its exposure to Small and Large Cap Canadian Equities, Global Equities, Real Estate, Canadian Bonds, and Mortgages with returns of 30.6%, 22.6%, 12.5%, 5.4%, 2.3%, and 1.5% respectively. This was offset by weak performance from International and U.S. Equities with returns of -2.7% and -0.4% respectively. Although more volatile over the short-term, the investment of a portion of the Plan's investments in equity assets provides the Plan with the greatest opportunity to achieve its performance objective over the long-term, whereas the fixed income and mortgage components provide downside risk protection. Because of its diversified nature, the Plan generated a return of 5.2% in 2016 and 11.1% over the four-year time period ending December 31, 2016. As compared to its peers, the Plan's four-year performance ranked in the top 30% of pension plans in Canada, meaning it outperformed the average Canadian pension plan return and outperformed the majority of other similar pension plans, according to RBC's representative survey.

The performance of the Plan's investments is compared to a customized benchmark, which is based on the market returns of the Plan's target asset mix. This comparison measures the active management of investments versus a passive or indexed approach. In 2016, the Plan's investments underperformed the customized benchmark return primarily due to the investment style of the U.S. Equity manager which was out of favour for much of the year, and Canadian Small Cap Equity which lagged the benchmark due to an underweight allocation to the Materials sector, and in particular to the gold subsector, which experienced a significant positive return due to an influx of foreign purchasers during 2016. The Plan continues to outperform the customized benchmark over longer periods, with the Plan's active managers adding value over the three, four and five-year time periods and since inception of the Plan.

The Plan's investment return underperformed the performance objective of the annual change in the CPI plus 4% over the one-year time period by a small margin of 0.4%. However, this performance objective is not a short-term goal, but instead, is an objective meant to be achieved over the long term. The Plan has outperformed its performance objective on an annualized basis since inception of the Plan.

SUMMARY FINANCIAL STATEMENTS

The following financial information is a summarized version of the financial information included in the Plan's audited financial statements. The Plan's financial statements have been audited by Deloitte LLP.

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31

(in thousands)	2016	2015
Assets		
Cash	$ 15,096	$ 13,405
Investments (Note 4)	1,944,979	1,946,314
Receivables		
Investment income	4,154	3,980
Employee contributions	829	1,020
Employer contributions	1,275	1,557
	1,966,333	1,966,276
Liabilities		
Benefits payable	1,188	1,161
Accounts payable & accrued liabilities	1,539	2,732
Distribution payable pursuant to Supreme Court decision	60	106
	2,787	3,999
Net Assets Available for Benefits	1,963,546	1,962,277
Pension Obligations	2,046,448	1,977,037
Deficit	$ (82,902)	$ (14,760)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31

(in thousands)	2016	2015
Increase in Net Assets		
Contributions (Note 5)		
Employee	$ 7,848	$ 9,194
Employer	18,691	118,912
Investment income (Note 6)	47,703	45,846
Current period change in fair value of investments (Note 7)	50,104	132,187
	124,346	306,139
Decrease in Net Assets		
Benefit payments (Note 8)	111,364	93,130
Distribution pursuant to Supreme Court decision (Note 13)	3,577	59,105
Administrative expenses (Note 9)	8,136	8,409
	123,077	160,644
Change in Net Assets	1,269	145,495
Net Assets Available for Benefits, Beginning of Year	1,962,277	1,816,782
Net Assets Available for Benefits, End of Year	$ 1,963,546	$ 1,962,277

STATEMENT OF CHANGES IN PENSION OBLIGATIONS

FOR THE YEAR ENDED DECEMBER 31

(in thousands)	2016	2015
Increase (Decrease) in Pension Obligations:		
Current service cost	$ 23,396	$ 28,991
Past service cost – curtailments	4,514	17,094
Interest cost	78,682	80,804
Remeasurement (gain) loss:		
Actuarial loss due to experience adjustments	14,770	7,288
Actuarial (gain) loss due to changes in financial assumptions	55,067	(23,318)
Employee contributions	8,038	9,114
Benefit payments	(111,459)	(91,921)
Distribution pursuant to Supreme Court decision	(3,597)	(63,404)
Transfer from payable pursuant to Supreme Court decision to benefit obligation	–	3,888
Change in Pension Obligations	69,411	(31,464)
Pension Obligations, Beginning of Year	1,977,037	2,008,501
Pension Obligations, End of Year	$ 2,046,448	$ 1,977,037

NOTES TO THE FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Manitoba Telecom Services Inc. and Participating Subsidiaries Employee Pension Plan (the "Plan") is a summary only. For more complete information, reference should be made to the Plan document.

a) General

The Plan is a contributory defined benefit pension plan covering certain current and former Manitoba employees of Manitoba Telecom Services Inc. ("MTS") and its participating subsidiary (collectively the "Company"). The Plan came into effect on January 1, 1997 in accordance with *The Manitoba Telephone System Reorganization and Consequential Amendments Act*. On January 1, 1997, all employees and former employees of The Manitoba Telephone System and its subsidiaries who were members of The Civil Service Superannuation Fund became members of the Plan. Effective January 1, 2010, MTS adopted a new registered pension plan to provide retirement benefits on a defined contribution basis (the "DC Plan") for Manitoba employees hired by MTS and its participating subsidiary after December 31, 2009 and Plan members who elect to participate in the DC Plan for future service. At December 31, 2016, the only participating subsidiary was MTS Inc. The Plan is registered under the *Pension Benefits Standards Act, 1985* (Canada) ("PBSA").

b) Funding Policy

The Plan document sets out the arrangements for the Company to fund the benefits determined under the Plan together with the employees. The amount of funding by employees is based on a defined formula. The determination of funding by the Plan sponsors is made on the basis of an actuarial valuation performed on at least a triennial basis. As required by the PBSA, the Company is responsible for making special payments to finance any unfunded liabilities of the Plan over a period not exceeding 15 years in the case of a going concern deficiency, and if there is a solvency deficiency, by annual solvency special payments equal to the amount by which the three-year average solvency deficiency divided by five exceeds the amount of going concern special payments that are payable during the plan year.

The most recent actuarial valuation for funding purposes was prepared by Willis Towers Watson as at January 1, 2016, and a copy of this valuation was filed with the Office of the Superintendent of Financial Institutions and the Canada Revenue Agency. This valuation disclosed an unfunded solvency liability as at January 1, 2016. In accordance with the PBSA, unless the Plan has a solvency ratio of 120% or greater, completion of an annual actuarial funding valuation is required, and as a result, the amount of the special annual payment is subject to change. The actuarial valuation used to record the Pension Obligations is as described in Note 10.

Regulations under the PBSA provide that letters of credit may be used to meet solvency special payment requirements. The total face value of the letters of credit that can be issued cannot exceed 15% of the market value of the assets as determined on the valuation date. To facilitate solvency special payments, MTS has arranged for $271.1 million (2015 – $271.1 million) in letters of credit to be held by RBC Investor Services Trust, the trustee for the Plan. The letters of credit are not reflected in the net assets available for benefits of the Plan.

c) Investments

The Plan's capital is its net assets available for benefits. The Plan's objective when managing assets is to safeguard the Plan's ability to continue to provide pension and related payments to its members. The administrator manages the net assets of the Plan in accordance with the Statement of Investment Policies and Goals which specifies allocation limits for each asset class. There has been no change to the Statement of Investment Policies and Goals during the year (2015 – No change). In addition, as a federally regulated pension plan, the investments must be in accordance with the PBSA regulations.

d) Retirement Pensions

A retirement pension is based on the number of years of pensionable service and the highest five-year average earnings. A retirement pension is payable to members who retire after completion of at least one year of membership in the Plan and who have attained age 65. Unreduced pensions are payable to members who have reached at least age 55 and the sum of their age plus continuous service equals 80, or have reached age 60 with 10 years of service. With certain restrictions, members can retire with reduced pension benefits as early as age 45.

e) Disability Benefits

Members who are on long term disability after January 1, 1997 may be credited with pensionable service while disabled without making contributions to the Plan. Members also may be able to retire immediately and receive a disability pension from the Plan.

f) Termination Benefits

Subject to lock-in provisions, refunds and commuted value transfers are available when an active member ceases employment.

g) Death Benefits

Death benefits are available upon the death of an active member or deferred member and may be available upon the death of a retired member depending on the pension option chosen. The benefit may take the form of a lump-sum payment or a survivor pension.

h) Cost-of-Living Adjustments

The Plan provides for a guaranteed cost of living increase each year equal to 2/3 of the increase in the Consumer Price Index ("CPI") for Canada to a maximum CPI increase of 4.0%.

i) Income Taxes

The Plan is a Registered Pension Plan as defined in the *Income Tax Act* (Canada). The Plan is not subject to income taxes.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian accounting standards for pension plans and include the following significant accounting policies:

a) Basis of Presentation

These financial statements are prepared on a going concern basis and present the aggregate financial position of the Plan as a separate financial reporting entity independent of the Plan sponsor and Plan members.

Accounting Standards for Private Enterprises as set out in Part II of the Chartered Professional Accountants (CPA) Handbook has been chosen for accounting policies that do not relate to the Plan's investment portfolio or pension obligations, to the extent that those standards do not conflict with the requirements of Section 4600.

b) Investments and Investment-Related Receivables and Liabilities

Investments and investment-related receivables and liabilities are measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Bonds and debentures and equities are valued at the year-end closing market price where quoted prices are readily available. Pooled fund investments are valued at the unit value supplied by the pooled fund administrator, which represents the Plan's proportionate share of underlying net assets at fair value determined using year-end closing market prices. Investment transactions are recorded as of the trade date (the date upon which the substantial risks and rewards of ownership have been transferred).

c) Foreign Exchange

Foreign currency transactions are translated into Canadian dollars at rates of exchange prevailing at the dates of the transactions. At year-end, the market values of investments denominated in a foreign currency are translated at the year-end exchange rate. Exchange differences are included in the determination of investment income or current period change in fair value of investments.

d) Investment Income

Income from investments is recorded on an accrual basis and includes interest income, dividends, securities lending revenue and other income.

e) Investment Transaction Costs

Investment transaction costs in the form of brokerage commissions are reflected in the statement of changes in net assets available for benefits as administrative expenses.

f) Current Period Change in Fair Value of Investments

The change in the difference between the fair value and cost of investments, at the beginning and end of each fiscal year, adjusted for realized gains and losses in the year, is reflected in the statement of changes in net assets available for benefits as a current period change in fair value of investments.

g) Use of Estimates

In preparing these financial statements, management must make certain estimates and assumptions, such as the inflation rate, the discount rate, and expected future salary increases, that affect the reported amount of pension obligations at the date of the financial statements. A change in an estimate or assumption could affect the present value of the pension obligation.

3. FINANCIAL RISKS

The Plan actively manages the risks that arise from its use of financial instruments, including liquidity, credit and market risk. The Plan adheres to an investment policy that outlines the objectives, constraints, and parameters related to its investing activities. This policy prescribes limits around the quality and concentration of investments held by the Plan. Management regularly reviews the Plan's investments to ensure all activities adhere to the investment policy. The Plan's exposure to and management of these risks has not changed materially since December 31, 2015.

4. INVESTMENTS

(in thousands)	2016	2015
Short-term investments		
Notes and securities	$ 12,549	$ 21,761
Cash equivalent pooled funds	7,557	10,731
Pending trades	(1,142)	(3,658)
Total short-term investments	18,964	28,834
Bonds and debentures		
Government guaranteed	379,562	409,719
Corporate	255,256	231,637
Total bonds and debentures	634,818	641,356
Mortgages		
Pooled funds	96,455	98,520
Total mortgages	96,455	98,520
Equities		
Investment corporations	81,418	72,731
Real estate corporations	9,691	8,278
Resource corporations	55,509	41,113
Other Canadian and Foreign corporations	600,585	606,156
Pooled funds	348,659	348,057
Total equities	1,095,862	1,076,335
Real Estate		
Pooled funds	98,880	101,269
Total real estate	98,880	101,269
	$ 1,944,979	$ 1,946,314

5. CONTRIBUTIONS

(in thousands)		2016		2015
Employee				
Current service	$	7,814	$	9,167
Past service		34		27
	$	7,848	$	9,194
Employer				
Current service	$	17,077	$	19,529
Special contributions		1,614		99,383
	$	18,691	$	118,912

6. INVESTMENT INCOME

(in thousands)		2016		2015
Interest				
Bonds	$	18,653	$	19,737
Mortgages		3,429		3,491
Deposits and short-term notes		196		292
Dividends				
Canadian equities		6,650		6,731
Foreign equities		18,377		15,359
Securities lending		398		236
	$	47,703	$	45,846

7. CURRENT PERIOD CHANGE IN FAIR VALUE OF INVESTMENTS

(in thousands)		2016		2015
Net realized gains on sale of investments	$	86,934	$	142,136
Net unrealized market gains (losses)		(36,830)		(9,949)
	$	50,104	$	132,187

8. BENEFIT PAYMENTS

(in thousands)		2016		2015
Retirement benefits	$	78,663	$	71,685
Disability benefits		21		72
Termination benefits		32,482		19,640
Death benefits		198		1,733
	$	111,364	$	93,130

9. ADMINISTRATIVE EXPENSES

(in thousands)	2016	2015
Administrative expenses		
Administrative expenses – Manitoba Telecom Services Inc.	$ 518	$ 505
External administration fees	410	459
Actuarial	110	341
Audit	14	14
Legal	4	3
Other	66	75
	1,122	1,397
Investment expenses		
Investment management	6,285	6,295
Custodial	371	325
Transactions costs	358	392
	7,014	7,012
	$ 8,136	$ 8,409

10. PENSION OBLIGATIONS

The Plan's pension obligations were determined in an actuarial valuation as at December 31, 2016 by Willis Towers Watson. The next actuarial valuation is required to be completed as at December 31, 2017. The valuation of the pension obligations was determined using the projected unit credit method as prescribed by IAS 19(2011). The assumptions used in the valuation were based on the Plan Administrator's best estimate of future events with the exception of the discount rate which was determined by reference to market interest rates of high quality corporate bonds at the measurement date. Future experience will differ from those assumptions. Any differences between the actuarial assumptions and future experience will emerge as gains or losses in future valuations.

The major long-term economic assumptions used in the actuarial valuation are:

	2016	2015
Discount rate	3.81%	4.00%
Future salary increases	3.00%	3.00%
Inflation rate	1.75%	1.75%

11. IRREVOCABLE LETTERS OF CREDIT

Irrevocable letters of credit in the amount of $271.1 million (2015 – $271.1 million) are held by the Plan's trustee, RBC Investor Services Trust, on behalf of the Plan. The letters of credit, issued by major Canadian banks, have been arranged by the Plan sponsor to satisfy solvency funding requirements under the PBSA. The trustee can make a demand for payment on the letters of credit in the event the Plan sponsor does not meet its solvency funding obligations under the PBSA or the Trust Agreement. The letters of credit are not included in the net assets available for benefits of the Plan.

12. PENSION LAWSUIT

On January 30, 2014, the Supreme Court of Canada reinstated the lower court ruling regarding the administration of the Plan following the Company's 1997 privatization. To address the court ruling, the Company reached a settlement agreement with its unions and retirees on September 24, 2014 in regards to an implementation plan for distribution of the initial pension surplus. On November 3, 2014 court approval of the settlement agreement was obtained.

The settlement agreement provides for total distribution of $140.0 million with interest to the court approval date for a total distributable amount of $140.9 million. $5.4 million was set aside from this amount to pay for expected distribution and legal fees. The remaining $135.5 million would be paid to current and former members of the Plan as outlined in the settlement agreement. $27.4 million was required to be paid directly by the Company to MTS employees, and $108.1 million was required to be distributed from the Plan to retirees and other persons with interests in the Plan.

In 2016 the Plan distributed $3.3 million to estates, retirees and other persons with an interest in the Plan. In addition, $0.3 million in legal and post judgment implementation costs were distributed by the Plan and are also included in the "Distribution pursuant to Supreme Court decision" in the Statement of Changes in Net Assets Available for Benefits. As of December 31, 2016, $2.7 million remained for distribution to estates, unlocated members and payment of distribution and legal fees. Unlocated members' rights to these funds expired on February 6, 2017 in accordance with the terms of the court order and settlement agreement.

13. SUBSEQUENT EVENT: SALE OF MTS

On May 2, 2016 MTS entered into a binding agreement with BCE Inc. (BCE) under which BCE would purchase all the issued and outstanding common shares of MTS at a transaction value of $3.9 billion. On February 15, 2017 it was announced that final regulatory approval had been received, and the transaction closed on March 17, 2017.

14. SUBSEQUENT EVENT: PREFUNDING

On March 16, 2017 $73.0 million was prefunded into the Plan.

15. AUDITORS' REPORT

The financial information presented in these statements is an excerpt of the financial information included in the Plan's audited financial statements. The Plan's audited financial statements have been audited by Deloitte LLP.

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