Review Engagement Report

To the Directors of
The St. Lawrence Seaway Management Corporation

At the request of The St. Lawrence Seaway Management Corporation, we have reviewed the combined statement of operating results for the twelve-months ended March 31, 1999. This combined statement of operating results was derived from the audited financial statements of The St. Lawrence Seaway Authority for the period from April 1 to September 30, 1998 and the audited statements of The St. Lawrence Seaway Management Corporation for the six-month period from October 1, 1998 to March 31, 1999. Our review was made in accordance with generally accepted standards for review engagements and accordingly consisted primarily of enquiry, analytical procedures and discussion related to information supplied to us by the Corporation.

A review does not constitute an audit and consequently we do not express an audit opinion of this combined statement of operating results.

Based on our review, nothing has come to our attention that causes us to believe that this combined statement of operating results is not, in all material aspects, in accordance with the basis of accounting disclosed in Note 1 to the financial statement.

We have relied upon the work of other auditors in regard to the amounts included in the combined statement for the period from April 1 to September 30, 1998.

Deloitte & Touche LLP
Chartered Accountants

June 29, 1999

Combined Statement of Operating Results

for the twelve months ended March 31, 1999 (unaudited)

	1998-1999 (in 000's) Actual	Business Plan
Revenue	**$ 83,943**	$ 74,478
Expenses - continuing operations	**56,289**	56,785
Asset renewal costs		
Maintenance	**19,598**	20,580
Capital	**6,008**	6,234
Total costs	**81,895**	83,599
Excess of operating revenue (expenses)	**2,048**	(9,121)
Non-recurring expenses		
Transaction costs (commercialization)	**2,161**	2,040
EXCESS OF EXPENSES OVER REVENUE - DEFICIT	**$ 113**	$ 11,161
CORPORATION'S RESERVE ACCOUNT (*Note 2*)		

1. BASIS OF ACCOUNTING
The combined statement of operating results has been prepared from the audited financial statements of The St. Lawrence Seaway Authority (SLSA) for the six-month period from April 1 to September 30, 1998, combined with the audited financial statements of The St. Lawrence Seaway Management Corporation (SLSMC) for the six-month period from October 1, 1998 to March 31, 1999. In preparing this combined statement of operating results, the revenues and expenses of SLSA pertaining to the non-navigational assets for the six months ended September 30, 1998 have been excluded, as well as the expenses relating to the remaining employees of SLSA from October 1, until the Authority was wound-up on November 30, 1998, in order to present the revenues and expenses on a basis comparable to the business plan.

   In addition:
   •Income taxes have been eliminated from the results of SLSA for purposes of comparison with the Business Plan.
   •Amortization expense has been eliminated for purposes of comparison with the Business Plan.
   •All major maintenance and refurbishment costs, as well as any additions to existing Seaway capital assets were capitalized by SLSA and amortized, but are treated as operating costs and expensed when incurred by SLSMC since the assets were transferred to the Government of Canada The combined statement of operating results reflects these costs on a basis consistent with that followed in the preparation of the Business Plan.

   The asset renewal costs and transaction costs have been determined in accordance with the terms of the Management, Operation and Maintenance Agreement (the "Agreement") between SLSMC and the Minister of Transport.

   In all other respects, the statement is presented in accordance with generally accepted accounting principles.

2. CORPORATION'S RESERVE ACCOUNT
The Corporation's Reserve Account as mandated under the Agreement, is a notional reserve which reflects the positive or negative balance, on a continuing basis, of the aggregate Operating Costs and Asset Renewal Costs of a fiscal year compared to the Business Plan for that year. The notional reserve is to be used as an indicator of the amount by which future tolls may be reduced, or increased, when taking into account the future operations of the Seaway, as evidenced by the Corporation's business plan. A positive balance would permit the Corporation to introduce Toll Programs or reduce Commercial Tolls, in accordance with the conditions stated in the Agreement. On the contrary, a negative balance would require the Corporation to increase the Commercial Tolls over and above the pre-set percentage toll increase contemplated in the Agreement. As at March 31, 1999 the Corporation had a positive balance of $2,020,000.

Financial Summary

Management's Discussion and Analysis

OVERVIEW

The financial year-end of the Corporation is March 31st. The financial results of the first year of operation are for the six months that started on October 1, 1998; therefore, no comparative data for a preceding fiscal period are available.

The navigation season closes in December; consequently, only three months of operating revenue from ship transits is included. However, the expenses cover the whole six-month period, including the large winter maintenance projects.

RESULTS OF OPERATIONS

Revenues

The total revenues for the period amount to $29.9 million, of which $28.7 million comes from tolls. This amount compares well with the budget for the period, and slightly exceeds the earnings of The St. Lawrence Seaway Authority in the corresponding navigation months of 1997.

Expenses

Operating expenses for the period total $27.9 million. This includes the cost of human resources required for the operation of structures, engineering, management personnel, and the out-of-pocket costs of utilities and consumables. Not included in the total is the cost of maintenance projects, which are presented in the Asset Renewal results.

Salaries, wages and benefits amount to $24.4 million or 87.4% of operating expenses, while out-of-pocket expenses represent $3.5 million or 12.6%.

Two non-recurring expenses were funded during the period: the transaction cost (for commercialization) of $1.1 million and the Departure Incentive Plan of $913,000. Further details are provided in Notes 13 and 14 to the Financial Statements.

The excess of expenses over revenue is funded through a contribution from the Capital Fund Trust in accordance with the terms of the Management, Operation and Maintenance Agreement. The contribution for the period is calculated at $19.5 million and includes the asset renewal costs, for capital not included in the Statement of Revenue and Expenses.

Asset Renewal

This expense item covers the cost (other than non-cash expenses such as amortization) of maintenance, repair, and replacement of locks, canal bridges, tunnels, buildings, and other fixed assets, including the costs of work done under the Asset Renewal Plan. The expenses amounted to $17 million during the period.

LIQUIDITY AND CAPITAL RESOURCES

Cash and short-term investments

A cash amount of $12 million from the working capital of The St. Lawrence Seaway Authority, transferred to the Corporation, covered its short-term requirements. On March 31, 1999, the cash and short-term investments stood at $11.5 million.

Management's Report

The accompanying financial statements of The St. Lawrence Seaway Management Corporation and all information in this Annual Report are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared in accordance with generally accepted accounting principles and necessarily include some estimates, which are based on management's best judgements. Information contained elsewhere in the Annual Report is consistent, where applicable, with that contained in the financial statements.

To meet management's responsibility and to assure the integrity and reliability of financial reporting, the Corporation maintains a system of internal controls, policies and procedures to provide reasonable assurance that assets are safeguarded, and that transactions and events are properly recorded.

Our external auditors have full and free access to the members of the Audit Committee, who oversee management's responsibility for maintaining adequate control systems and the quality of financial reporting through the Board of Directors.

The independent auditors, Deloitte & Touche LLP, whose report follows, have audited the financial statements.

Guy Véronneau
President & CEO

Carol Lemelin
Vice-President, Finance

Cornwall, Ontario
May 11, 1999

Auditor's Report

To the Directors of The St. Lawrence Seaway Management Corporation

We have audited the balance sheet of The St. Lawrence Seaway Management Corporation as at March 31, 1999 and the statements of revenue and expenses and changes in net assets and changes in financial position for the six-month period then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement preparation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Corporation as at March 31, 1999 and the results of its operations and the changes in its financial position for the six-month period then ended in accordance with generally accepted accounting principles.

We have relied upon the work of other auditors in regard to the balance transferred from The St. Lawrence Seaway Authority effective October 1, 1998.

Deloitte & Touche LLP
Chartered Accountants
May 11, 1999

Statement of Revenue and Expenses

for the six-month period ended March 31, 1999

($000's)	
Revenue	
Tolls	**$ 28,675**
Other navigation revenue	**395**
License fees	**261**
Investment revenue	**552**
	29, 883
Expenses	
Operating	**27,921**
Asset renewal	**16,964**
Amortization of capital assets	**1,262**
	46,147
Excess of expenses over revenues before the undernoted	**(16,264)**
Transaction costs *(Note 13)*	**(1,085)**
Departure incentive *(Note 14)*	**(913)**
	(1,998)
Excess of expenses over revenue before contribution from Capital Fund Trust	**(18,262)**
Contribution from Capital Fund Trust (Note 11)	**19,452**
EXCESS OF REVENUE OVER EXPENSES FOR THE PERIOD	**$ 1,190**

Statement of Changes in Net Assets

for the six-month period ended March 31, 1999

($000's)	Invested in Capital Assets	Secured Contribution of Canada	Contribution to Capital Fund Trust	Contributed Capital	Operating Surplus	Total
BALANCE TRANSFERRED IN AT BEGINNING OF PERIOD	**$ 13,449**	**$ 36,000**	**$ (24,000)**	**$ 3,363**	**$ -**	**$ 28,812**
EXCESS OF REVENUE OVER EXPENSES	**-**	**-**	**-**	**-**	**1,190**	**1,190**
NET INVESTMENT IN CAPITAL ASSETS	**2,452**	**-**	**-**	**-**	**(2,452)**	**-**
AMORTIZATION OF CAPITAL ASSETS	**(1,262)**	**-**	**-**	**-**	**1,262**	**-**
BALANCE, END OF PERIOD	**$ 14,639**	**$ 36,000**	**$ (24,000)**	**$ 3,363**	**$ -**	**$ 30,002**

(See accompanying notes to the financial statements.)

Balance Sheet
as at March 31, 1999

($000's)

	March 31, 1999	October 1, 1998 *(Note 1)*
CURRENT ASSETS		
Cash and short-term investments	**$ 11,481**	$ 12,009
Accounts receivable *(Note 5)*	**4,688**	19,228
Supplies inventory	**2,155**	2,247
Prepaid expense	**323**	1,107
	18,647	34,591
DUE FROM CAPITAL FUND TRUST *(Note 6)*	**20,145**	743
CAPITAL ASSETS *(Note 7)*	**14,639**	13,449
EMPLOYEE TERMINATION BENEFITS TRUST FUND *(Note 8)*	**12,542**	13,312
	$ 65,973	$ 62,095
CURRENT LIABILITIES		
Accounts payable and accrued liabilities *(Note 5)*	**$ 17,348**	$ 11,607
Employee Benefits Payable	**3,580**	5,710
Due to Employee Termination Benefits Trust Fund	**286**	-
Deferred revenues	**257**	251
	21,471	17,568
EMPLOYEE TERMINATION BENEFITS	**11,361**	11,497
DUE TO RECEIVER GENERAL FOR CANADA *(Note 9)*	**3,139**	4,218
	14,500	15,715
	35,971	33,283
NET ASSETS		
Invested in capital assets	**14,639**	13,449
Secured contribution of Canada *(Note 10)*	**36,000**	36,000
Contribution to Capital Fund Trust *(Note 11)*	**(24,000)**	(24,000)
Contributed capital *(Note 12)*	**3,363**	3,363
	30,002	28,812
	$ 65,973	$ 62,095

(See accompanying notes to the financial statements.)

Statement of Changes in Financial Position

for the six-month period ended March 31, 1999

($000's)	
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:	
OPERATING	
Excess of revenue over expenses	**$ 1,190**
Items not affecting cash	
Amortization of capital assets	**1,262**
Loss on disposal of capital assets	**9**
	2, 461
Changes in non-cash operating working capital items	**21,449**
Payments of employee termination benefits	**(2,266)**
Decrease in due to Receiver General for Canada	**(1,079)**
	20,565
INVESTING	
Increase in due from Capital Fund Trust	**(19,402)**
Increase in Employee Termination Benefits Trust Fund	**770**
Acquisitions of capital assets	**(2,536)**
Proceeds from disposal of capital assets	**75**
	(21,093)
NET CASH OUTFLOW	**(528)**
CASH AND SHORT-TERM INVESTMENTS, BEGINNING OF PERIOD	**12,009**
CASH AND SHORT-TERM INVESTMENTS, END OF PERIOD	**$ 11,481**

(See accompanying notes to the financial statements.)

1. INCORPORATION

The St. Lawrence Seaway Management Corporation (the Corporation) was constituted as a not-for-profit corporation under Part II of the *Canada Corporations Act*, on July 9th, 1998. Pursuant to an agreement with her Majesty, certain assets of The St. Lawrence Seaway Authority (SLSA), a Crown Corporation, were transferred effective October 1, 1998, to the Corporation. These assets relate to the operation of The St. Lawrence Seaway comprising a deep waterway between Montreal and Lake Erie (the Seaway). As a result of a further agreement with the Minister of Transport, the Corporation assumed responsibility for the management, operation and maintenance of the Seaway for a period of ten years (renewable for a further ten years).

The transferred assets included all of the movable capital assets, intangibles and working capital of SLSA. Ownership of the real property, locks, bridges, buildings and other fixtures was transferred to the Government of Canada on wind-up of SLSA.

On wind-up of SLSA, a trust was created to fund the accumulated entitlement of the Seaway employees who were to be transferred to the Corporation, in respect of their vested termination benefits, known as The Employee Termination Benefits Trust.

Furthermore, on wind-up of SLSA, the surplus funds of the Corporation were transferred to a second trust created for the purpose of funding future deficits arising from the operation and maintenance of the Seaway. This trust, the Capital Fund Trust, was created on October 1, 1998 with a capital of $29,401. The current assets and current liabilities of SLSA as at that date were transferred to the new corporation with the requirement that the net proceeds from realization of accounts receivable, after discharging the transferred debts of SLSA, would be paid into the Capital Fund Trust on a quarterly basis.

Immediately following the transfer of assets to the Corporation from SLSA on October 1, 1998, pursuant to a directive from the Minister of Transport, the Corporation transferred $24,000 to the Capital Fund Trust to increase the funds available to $53,401 to fund future operating deficits in accordance with the terms of the Management, Operation and Maintenance Agreement. Transfers of funds to the Corporation to cover future deficits as they occur will be accounted for as revenue in the statement of revenue and expenses.

The Corporation is the Trustee for both of these trusts.

The navigation season of the Seaway is a period of approximately nine months commencing around the beginning of April each year and ending about the end of December. As a consequence the revenue is earned in the first nine months of the fiscal year (which begins on April 1) while most of the maintenance and asset renewal costs are incurred during the period of time when the Seaway is closed (January to March). As a consequence of the transfer of the Seaway to the Corporation on October 1, 1998, these financial statements reflect three months of operating revenues and six months of expenses, including the winter works program comprising the asset renewal and most of the major maintenance costs. Consequently, the financial results for the first six months of the Corporation's existence are not representative of a full year's operation of the Seaway.

2. OPERATING AGREEMENT

The Corporation was mandated to manage, operate and maintain the Seaway in accordance with a Management, Operation and Maintenance Agreement, which requires the Corporation to submit five-year business plans throughout the term of the agreement, to the Minister of Transport. The business plan includes anticipated revenues and operating costs and an "Asset Renewal Plan". The Corporation is authorized to charge tolls and other revenues to finance the operation and maintenance of the Seaway, and to recover from the Government of Canada such additional funds, to eliminate operating deficits when required, in accordance with the terms of agreement.

The above agreement also provides for the formation of a "Capital Committee" comprising two representatives of the Corporation and two representatives of the Crown who will review annual plans for the capital, maintenance and asset replacement requirements of the assets under administration of the Corporation. The Committee will review the Asset Renewal Plan each year and determine if it is appropriate or whether any changes are warranted.

3. CORPORATION'S RESERVE ACCOUNT

The Corporation is mandated under the Management, Operation and Maintenance Agreement to establish a notional reserve account with an initial balance of $NIL. The account is to be increased in respect of recoveries of operating costs incurred by the Corporation, through government contribution, insurance or indemnity, as well as favourable variances in operating costs and asset renewal costs between those incurred in any year and the projected costs according to the business plan. The notional reserve will be reduced by unfavourable variances in actual operating costs and other adjustments. The notional reserve is to be used as an indicator of the amount by which future tolls may be reduced, or increased, when taking into account the future operations of the Seaway, as evidenced by the Corporation's business plan.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles. A summary of significant accounting policies follows:

a) *Revenue*

Toll revenue and other service charges are recognized as revenue when earned.

b) *Supplies inventory*

Supplies inventory comprises equipment and supplies used in the operation and maintenance of the Seaway. It includes spare parts which were transferred to the Corporation on October 1, 1998. Certain parts were transferred at nominal value. Supplies are recorded at average cost.

c) *Income taxes*

The Corporation is exempt from income tax under section 149(1) (l) of the *Income Tax Act*.

d) *Capital assets*

Capital assets of the Corporation consist of temporary structures, movable assets such as motor vehicles; small vessels employed in the operation of the Seaway; office furniture and equipment, including computers and related software. Such assets are capitalized if they have an initial cost of at least $3,000 (three thousand dollars).

Capital assets transferred to the Corporation on wind-up of SLSA on September 30 for $1 (one dollar) were written up to their original cost less accumulated amortization, with a corresponding credit to net assets invested in capital assets.

Subsequent additions are recorded at cost. The cost of assets sold, retired or abandoned, and the related accumulated amortization are removed from the accounts on disposal. Gains or losses on disposals are credited or charged to operations.

Amortization is recorded using the straight-line method based on the estimated useful service lives of the assets.

The Corporation treats all major maintenance and refurbishment costs, as well as any additions to existing capital assets of the Seaway which were transferred to Canada on the wind-up of SLSA, (defined as "existing managed assets,") as operating costs.

e) *Employee termination benefits*

Employees of the Corporation are entitled to specified benefits as provided for under labour contracts and conditions of employment. These benefits include accumulated sick leave and furlough leave which are payable under termination of employment. Usually, the benefits correspond to the higher of a week's salary (two weeks for the first year of service) for each year of service, up to a maximum of 28 weeks or 75 % of the balance of the employee's accumulated sick leave days. Employees are allowed 15 days of sick leave per year. The liability for benefits is recorded in the accounts as the benefits accrue to the employees.

f) *Pension plan*

All former employees of SLSA who were transferred to the Corporation on October 1, 1998 are covered by the Public Service Superannuation Plan administered by the Government of Canada for service up to March 31, 1999. The Corporation is in the process of establishing its own pension plan and employees will be allowed the option of transferring their entitlement to the new plan or remaining with the Public Service Superannuation Plan. New employees, effective April 1, 1999, will become members of the Corporation's pension plan.

Contributions to these plans represent the total liability of the Corporation and are recognized on a current basis.

The Corporation is not required to make contributions with respect to actuarial deficiencies of the Public Service Superannuation Account.

for the six-month period ended March 31, 1999, ($000's)

5. ACCOUNTS RECEIVABLE, ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

These accounts are incurred in the normal course of business. They are usually receivable or payable within a month and are non-interest bearing. The carrying amount of each approximates fair value.

6. DUE FROM CAPITAL FUND TRUST

The Corporation has an amount receivable from the Capital Fund Trust to cover specific Seaway support obligations such as the Corporation's deficits and other short-term cash requirements in accordance with the Trust Agreement.

The balance due from the Capital Fund Trust at March 31, 1999 was comprised of:

Funds held for the discharge of SLSA's workers' compensation liability	$ 4,218
Net funds from set off of opening accounts receivable and accounts payable	(3,475)
Balance at October 1, 1998	743
Less: Net cash transferred to the Corporation on wind-up of SLSA in November 1998	(50)
	693
Contribution receivable for operating expenses	19,452
Balance at March 31, 1999	$ 20,145

7. CAPITAL ASSETS

	Annual Amortization Rate	March 31, 1999 Cost	Accumulated Amortization	Net Book Value	October 1, 1998 Net Book Value
Information technology systems	20%	**$ 22,392**	**$ 15,296**	**$ 7,096**	$ 1,895
Vehicles	10-20%	**5,065**	**3,044**	**2,021**	2,085
Floating equipment	2-20%	**5,352**	**3,465**	**1,887**	1,971
Machinery and office equipment	2-20%	**3,952**	**2,501**	**1,451**	1,471
Infrastructure equipment	2-20%	**4,667**	**2,786**	**1,881**	1,725
Assets under construction	-	**303**	**-**	**303**	4,302
		$ 41,731	**$ 27,092**	**$ 14,639**	$ 13,449

8. EMPLOYEE TERMINATION BENEFITS TRUST FUND

This amount represents the funds set aside for the accrued employee termination benefits liability of the Corporation which is represented by the assets in the Employee Termination Benefits Trust Fund.

9. DUE TO RECEIVER GENERAL FOR CANADA

This balance represents the liability for workers' compensation in respect of the former employees of SLSA which was assumed by the Corporation on wind-up of SLSA. The funds to discharge the obligation were transferred to the Capital Fund Trust on October 1, 1998 and will be drawn down by the Corporation as claims are paid by the Government of Canada and reimbursed by the Corporation.

10. SECURED CONTRIBUTION OF CANADA

Upon transfer of certain assets of SLSA to the Corporation on October 1, 1998, the Corporation signed a general security agreement with the Government of Canada covering all the assets of the Corporation, evidenced by a limited recourse term promissory note with a face value of $ 36,000. The note is payable without interest on the earlier of (a) March 31, 2018, and (b) the termination for any reason whatsoever, of the Management, Operation and Maintenance Agreement. Recourse by the Government of Canada is limited to a) the collateral as defined in the general security agreement; and b) the Hypothecated Property (as defined in the Deed of Movable Hypothec between the Corporation and SLSA); and set off against the Purchase Price (as defined in the Option Agreement between the Corporation and Her Majesty).

11. CONTRIBUTION FROM THE CAPITAL FUND TRUST

The contribution from the Capital Fund Trust for the six-month period ended March 31, 1999 equals an amount sufficient to cover the excess of expenses over revenue, increased by the net capital asset acquisitions in the period less the amortization charge and the loss on disposal of capital assets.

12. CONTRIBUTED CAPITAL

The amount recorded as contributed capital arises from the write-up of assets, other than capital assets transferred from SLSA to the Corporation for $1 on October 1, 1998, to their book value prior to transfer.

13. TRANSACTION COSTS

Costs associated with the transfer of assets and operating responsibility of the Seaway from SLSA to the Corporation, as defined in the Management Operation and Maintenance Agreement, which are not anticipated to recur, have been separately charged to operations as transaction costs.

14. DEPARTURE INCENTIVE

Upon assumption of operating responsibility and maintenance of the Seaway, certain staff positions were considered redundant and accordingly, the Corporation continued a program originally instituted by SLSA to allow certain employees to take early retirement. The costs associated with this program, which are not anticipated to recur are included in a separate charge to operations described as departure incentive.

15. RECOVERABLE EXPENSES

In the normal course of business, the Corporation performs services for other entities and can be reimbursed for expenses incurred relating to maintenance and labour costs. In the current year, the total of expenses recovered is $2,069 which has been related as a reduction in operating expenses.

16. COMMITMENTS

As at March 31, 1999, contractual commitments for capital and other expenditures amounted to $20,114.

17. CONTINGENCIES

The Corporation, in the normal course of business experiences claims for a variety of reasons. Management is of the opinion that these actions will not result in any material losses to the Corporation. Claims relating to operation and maintenance of the Seaway incurred by SLSA prior to October 1, 1998 became the obligation of Transport Canada.

18. UNCERTAINTY DUE TO THE YEAR 2000 ISSUE

The Year 2000 Issue arises because many computerized systems use two digits rather than four to identify a year. Date-sensitive systems may recognize the year 2000 as 1900 or some other date, resulting in errors when information using year 2000 dates is processed. In addition, similar problems may arise in some systems which use certain dates in 1999 to represent something other than a date. The effects of the Year 2000 Issue may be experienced before, on, or after January 1, 2000, and, if not addressed, the impact on operations and financial reporting may range from minor errors to significant systems failure which could affect an entity's ability to conduct normal business operations. It is not possible to be certain that all aspects of the Year 2000 Issue affecting the Corporation, including those related to the efforts of customers, suppliers, or other third parties, will be fully resolved.

19. DIRECTORS' AND OFFICERS' REMUNERATION

As required by the *Canada Marine Act*, the remuneration earned by the directors and officers, in actual dollars, was as shown in the following table:

for the six-month period ended March 31, 1999, ($000's)

19. DIRECTORS' AND OFFICERS' REMUNERATION (CONT'D)

a) Directors' remuneration comprises a fixed fee and a per diem based on attendance at meetings of the Board and its committees.

Name	Appointment date	Committee and position		Remuneration in 1998/1999
Robert J. Swenor	July 1998	Board Governance Human Resources	Chairman Member Member	**$ 18,400**
Allan J. Donaldson	July 1998	Board Audit	Director Chairman	**13,000**
Georges H. Robichon	July 1998	Board Governance	Director Chairman	**13,800**
Adrian D.C. Tew	July 1998	Board Audit	Director Member	**13,000**
Alan R. Holt	August 1998	Board Human Resources	Director Chairman	**12,800**
Denise Verreault	September 1998	Board Governance Audit	Director Member Member	**11,800**
John E. F. Misener	September 1998	Board Human Resources	Director Member	**10,000**
Marc Dulude	November 1998	Board Human Resources	Director Member	**7,200**
Total of directors' remuneration for the period				**$ 100,000**

b) Directors' remuneration in respect of their responsibilities as members of the Capital Committee:

Name	Appointment date	Committee and position		Remuneration in 1998/1999
Allan J. Donaldson	September 1998		Chairman	**$ 2,400**
Alan R. Holt	September 1998		Member	**2,400**
				$ 4,800

c) Officers' remuneration of the (8) officers, including remuneration as directors, was $486,659.

The St. Lawrence Seaway Management Corporation

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