

RÉPONSE DE SCGM À UNE DEMANDE DE RENSEIGNEMENTS

Origine : Demande de renseignements en date du 21 février 2003

Demandeur : Régie de l'énergie

Référence : Pièce SCGM-3, document 1, page 16, note 8 (e)

Préambule :

« Aux 30 septembre 2002 et 2001, les activités non réglementées, reliées ou non à l'énergie, détenues par SCGM représentaient respectivement 2,0 % et 1,9 % de son actif total non consolidé. SCGM s'est de plus engagée à ne pas augmenter ses intérêts dans ces activités à plus de 10 % de son actif total non consolidé en vertu de ses actes de fiducie. »

Questions :

- 1.1 Veuillez déposer les clauses des actes de fiducie dont il est fait mention au préambule.
 - 1.2 Veuillez présenter une mise à jour de la pièce SCGM-4, document 6, déposée dans le dossier R-3393-97.
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Réponses :

- 1.1 Voir Annexe 1, section 6.5 (1).

1.2

	<u>(milliers \$)</u>
Participation de 50% dans Teldig	(310)
Participation de 50% dans Aqua- Rehab	2 530
Participation de 50% dans Aqua- Data	1 929
Participation de 100% dans Sogener	(2 271)
Participation de 100% dans SCFGMP	1 371
Participation de 100% dans SCGMP	84 307
Avance à SCGMP	16 189
Moins avances de SCGMP à NNEG (Secteur réglementé)	<u>(74 181)</u>
	26 315
Écart d'acquisition CCUM	1 624
Actions privilégiées de GMPI	7 396
Avances à Teldig	471
	<u>39 055</u>
TOTAL DES ACTIFS DE SCGM NON CONSOLIDÉ	<u>1 972 160</u>
% détenu dans les activités non réglementées	<u>2,0%</u>

TRUST DEED OF HYPOTHEC, MORTGAGE
AND PLEDGE

BETWEEN

GAZ MÉTROPOLITAIN, inc.

AND

MONTREAL TRUST COMPANY OF CANADA -
COMPAGNIE MONTRÉAL TRUST DU CANADA

Bearing formal date of August 12, 1991
Executed August 5, 1991
Minute number 10927

possible, notices will be valid if published in such other leading English language daily newspaper or newspapers of general circulation in Europe as the Company, with the approval of the Trustee, shall determine. Any notice shall be deemed to be given on the date of publication or, if published more than once, on the date of the first such publication. Notwithstanding any other provision of the Trust Deed, notice to the holders of 1995 Debentures need not be published in Canada unless the notice is also given to holders of Secured Debentures of one or more other series.

Section 6.5 Specific Covenants of the Company and GMi Partnership. The Company and GMi Partnership hereby jointly and severally covenant with the Trustee that, so long as any of the Secured Debentures remain outstanding and subject to all the provisions of this Trust Deed:

(1) GMi Partnership will not carry on any activities other than activities in the energy sector which are regulated by a regulatory authority and Non-Regulated Gas Activities. Activities in the energy sector which are, at the date of this Supplemental Trust Deed, regulated by a regulatory authority shall be deemed to always be regulated. GMi Partnership shall not however increase its Interests in Non-Regulated Gas Activities if after giving effect thereto the aggregate amount of the Interests of GMi Partnership in Non-Regulated Gas Activities would exceed an amount equal to 10% of the assets of GMi Partnership calculated on the basis of its last annual unconsolidated financial statements plus, as the case may be, the amount of the increase in the assets of GMi Partnership resulting from such increase in Interests in Non-Regulated Gas Activities; notwithstanding the foregoing, if GMi Partnership increases its Interests in Non-Regulated Gas Activities prior to October 1, 1991, the foregoing calculation shall be made on the basis of the financial statements of the Company made up as at September 30, 1990 and not on the basis of the unconsolidated financial statements of GMi Partnership made up as at September 30, 1990.

(2) GMi Partnership will not mortgage, charge, pledge or otherwise encumber any of its assets to secure any Debt; provided that this covenant shall not apply to, nor operate to prevent, any of the following:

(i) security given by GMi Partnership to secure Partnership First Trust Deed