

## Management's Discussion and Analysis

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The following Management's Discussion and Analysis ("MD&A") for Loblaw Companies Limited and its subsidiaries (collectively, the "Company" or "Loblaw") should be read in conjunction with the consolidated financial statements and the accompanying notes on pages 37 to 65 of this Financial Report. The consolidated financial statements and the accompanying notes have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and are reported in Canadian dollars. As a result of implementing Accounting Guideline 15, "*Consolidation of Variable Interest Entities*", ("AcG 15") effective January 2, 2005, these consolidated financial statements include the accounts of Loblaw Companies Limited and its subsidiaries and variable interest entities ("VIEs") that the Company is required to consolidate. A more comprehensive discussion regarding the implementation of AcG 15 is included in the section Accounting Standards below. A glossary of terms used throughout this Financial Report can be found on page 68. The information in this MD&A is current to March 7, 2006, unless otherwise noted.

### 1. Forward-Looking Statements

This Annual Report, including this MD&A, contains forward-looking statements which reflect management's expectations regarding the Company's objectives, plans, goals, strategies, future growth, results of operations, performance and business prospects and opportunities. These forward-looking statements include expected sales and earnings prospects for 2006. Forward-looking statements are typically identified by words or phrases such as "anticipates", "expects", "believes", "estimates", "intends" and other similar expressions.

These forward-looking statements are not guarantees, but only predictions. Although the Company believes that these statements are based on information and assumptions which are current, reasonable and complete, these statements are necessarily subject to a number of factors that could cause actual results to vary significantly from the estimates, projections and intentions. Such differences may be caused by factors which include, but are not limited to, changes in consumer spending and preferences, heightened competition including new competitors and expansion

of current competitors, the ability to realize anticipated cost savings, including those resulting from restructuring and other cost reduction initiatives, the ability to execute restructuring plans effectively, the Company's relationship with its employees, results of labour negotiations including the terms of future collective bargaining agreements, changes to the regulatory environment in which the Company operates now or in the future, changes in the Company's tax liabilities, either through changes in tax laws or future assessments, performance of third-party service providers, public health events, the ability of the Company to attract and retain key executives and supply and quality control issues with vendors. The Company cautions that this list of factors is not exhaustive. These factors and other risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities from time to time, including in the Risks and Risk Management section of this MD&A.

The assumptions applied in making the forward-looking statements contained in this Annual Report, including this MD&A include the following: economic conditions in 2006 do not materially change from those expected, patterns of consumer spending are reasonably consistent with historical trends, no new significant competitors enter our market nor does any existing competitor significantly increase its presence, anticipated cost savings from restructuring activities are realized as planned, continuing future restructuring activities are effectively executed, there are no material work stoppages in 2006 and the performance of third-party service providers is in accordance with expectations in the upcoming year.

Potential investors and other readers are urged to consider these factors carefully in evaluating these forward-looking statements and are cautioned not to place undue reliance on them. The forward-looking statements included in this Annual Report, including this MD&A are made only as of the filing date of this Annual Report and the Company does not undertake to publicly update these forward-looking statements to reflect new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events contained in these forward-looking statements may or may not occur. The Company cannot assure that projected results or events will be achieved.

## 2. Overview

Loblaw, a subsidiary of George Weston Limited, is Canada's largest food distributor and a leading provider of general merchandise, drugstore, and financial products and services. Through its various operating banners, it is committed to providing Canadians across the country with a one-stop destination in meeting their food and everyday household needs. For over 45 years, the Company has supplied the Canadian market with innovative products and services through corporate, franchised and associated stores. Corporate owned store banners include *Atlantic Superstore*, *Dominion* (in Newfoundland and Labrador), *Extra Foods*, *Loblaws*, *Maxi*, *Maxi & Cie*, *Provigo*, *The Real Canadian Superstore* and *Zehrs Markets* and a number of wholesale outlets operating as *Cash & Carry*, *Presto* and *The Real Canadian Wholesale Club*. The Company's franchised and associated stores operate under the trade names *Atlantic SaveEasy*, *Fortinos*, *Lucky Dollar Foods*, *no frills*, *Shop Easy Foods*, *SuperValu*, *Valu-mart* and *Your Independent Grocer*. The store network is supported by 26 Company owned and 2 third-party warehouse facilities located across Canada.

The Company also offers a strong control label program, including the *President's Choice* and *no name* brands. In addition, the Company makes available to consumers *President's Choice Financial* services and products, including the *President's Choice Financial MasterCard*<sup>®</sup>, and *PC Financial* auto, home, travel and pet insurance, *PC Mobile* phone service, as well as a loyalty program known as *PC points*.

The Company competes in the retail industry in Canada, which is a changing and competitive market. Consumer needs drive industry changes, which are impacted by changing demographic and economic trends such as changes in disposable income, increasing ethnic diversity, nutritional awareness and time availability. Over the past several years, consumers have demanded more choice, value and convenience.

The Company competes with non-traditional competitors as well as traditional supermarkets. Recent industry changes have been characterized by the expansion of non-traditional competitors, such as mass merchandisers, warehouse clubs, limited assortment stores, discount stores, convenience stores, drugstores and specialty stores,

which continue to increase their offerings of products typically associated with traditional supermarkets. Over the past several years, there has been an increase in the number of retail outlets that traditionally exclusively featured food, general merchandise or drugstore items, that now offer a selection of these items, resulting in what is commonly referred to in the industry as "channel blurring". This evolution of the retail landscape presents a number of issues for traditional grocers: the need to re-position conventional supermarkets to either expand or, conversely, better focus their offerings; the reality of lower prices offered by discount models and the obvious need to reduce operating and labour costs in order to maintain earnings in light of lower prices and increased competition.

## 3. Vision and Strategies

Loblaw's vision has been, and continues to be, centred on three main principles: growth, innovation and flexibility. While accepting prudent operating risks, Loblaw seeks long term, stable growth supported by a strong balance sheet, with the goal of providing sustainable superior returns to its shareholders through a combination of common share price appreciation and dividends. It encourages innovation based on the belief that providing consumers with new products and convenient services at competitive prices and exciting shopping environments is critical to its success. Loblaw strives for flexibility in its operations in order to grow its market share across the country.

On a long term basis, Loblaw's goal is to be known for:

- offering the highest quality fresh foods;
- a compelling value proposition and food assortment;
- leading in the development of unique, high quality control label products and services;
- a powerful and compelling general merchandise and drugstore offering;
- delivering sustainable growth through distinct but integrated approaches to the marketplace; and
- providing a great place to work and grow.

In support of its vision, the Company employs various operating and financial strategies. These strategies guide the Company over the long term and represent a philosophy for the way in which it conducts its business.

The Company's long term operating strategies are:

- using the cash flow generated in the business to invest in its future;
- owning its real estate, where possible, to maximize flexibility for product and business opportunities in the future;
- using a multi-format approach to maximize market share over the longer term;
- focusing on food but serving the consumer's everyday household needs;
- creating customer loyalty and enhancing price competitiveness through a superior control label program;
- implementing and executing plans and programs flawlessly; and

- constantly striving to improve the Company's value proposition.

The Company's long term financial strategies are:

- maintaining a strong balance sheet;
- minimizing the risks and costs of its operating and financing activities; and
- maintaining liquidity and access to capital markets.

The Company's Board of Directors (the "Board") and senior management meet annually to review the strategic imperatives. These strategic imperatives, which generally span a three to five year time frame, target specific issues in response to changes in consumer needs and the competitive retail landscape.

The table below summarizes the Company's strategic imperatives and the activities undertaken in 2005 to progress these imperatives.

Strategic Imperative	Progress in 2005
Continue to focus on food	<ul style="list-style-type: none"> <li>• New products and programs were introduced in the produce, meat, bakery, seafood, deli and other areas</li> <li>• Centralized food merchandising teams were established to realize opportunities of scale and develop common practices</li> <li>• Increased number of <i>President's Choice</i> and <i>no name</i> food offerings</li> <li>• Published first <i>Healthy Insider's Report</i> featuring <i>PC Blue Menu</i>, <i>PC Mini Chefs</i> and additional <i>PC Organics</i> products</li> </ul>
Continue to drive general merchandise and drugstore programs as a vital and integral component of the business	<ul style="list-style-type: none"> <li>• Established a national and integrated organizational structure located at the Store Support Centre in Brampton, Ontario</li> <li>• Focused general merchandise offering on conveying qualities of product innovation, great value and differentiation in the marketplace</li> <li>• Increased number of products and services including the introduction of the <i>PC Bath and Body</i> line of products</li> <li>• Developed the <i>Joe Fresh Style</i> apparel for adults which was introduced in early 2006</li> </ul>
Leverage the equity of the <i>President's Choice</i> brand across all product lines while ensuring consistent quality is maintained	<ul style="list-style-type: none"> <li>• Launched the <i>PC Mobile</i> line of prepaid cellular phone services and related accessories</li> <li>• Continued to grow the <i>President's Choice Financial MasterCard®</i> and <i>PC Financial</i> insurance programs</li> <li>• Launch of the first <i>PC Home Insider's Report</i></li> </ul>
Intensify leadership programs with a focus on store operations, increasing the frequency of sessions and taking a more interactive, collaborative approach to training	<ul style="list-style-type: none"> <li>• Store Managers' Council completed first full year of operation</li> <li>• Conducted off-site leadership sessions for store personnel</li> <li>• Developed common approach to leadership coaching, program execution and business development at the store level</li> </ul>
Execute on imperatives as a cost effective and fully integrated operation	<ul style="list-style-type: none"> <li>• Continued development of four distinct store formats: superstores, hard discount stores, conventional stores and warehouse clubs</li> <li>• Continued discussions with organized labour to explore competitive opportunities</li> <li>• Work continued on the conversion to one national systems platform across a number of functions</li> <li>• Simplified distribution network by closing several smaller facilities and transferring various functions to larger, more cost-effective centres</li> <li>• Focused on simplification of business operations including the examination of the flow of goods from vendors to store shelves</li> </ul>

Management has identified specific critical success factors which are key enablers of the long term strategies. These critical success factors involve systems and technology, logistics, food safety, working capital management and labour partnerships. Targets have been set across the Company that will enable management to assess progress made on each imperative as well as the effectiveness of implementation. The Company believes that if it successfully implements and executes its various strategic imperatives in support of its long term operating and financial strategies, it will be well positioned to pursue its vision of providing sustainable superior returns to its shareholders.

#### 4. Key Performance Indicators

The Company continuously reviews and monitors its activities and performance indicators, which it believes are important to measuring the success of the implementation of its operating and financial strategies. Some of the Company's key performance indicators are set out below:

##### Key Performance Indicators

	2005 (52 weeks)	2004 (52 weeks)
Sales growth <sup>(2)</sup>	6.1%	3.9%
Sales growth excluding impact of VIEs <sup>(1)</sup>	4.6%	3.9%
Basic net earnings per common share growth	(22.9)%	15.0%
Adjusted basic net earnings per common share <sup>(1)</sup> growth	(3.7)%	12.3%
Net debt <sup>(1)</sup> to equity ratio	.66:1	.71:1
Return on average shareholders' equity	13.2%	19.2%

(1) See Non-GAAP Financial Measures on page 33.

(2) Sales growth in 2004 calculated on a 53 week year base in 2003. The extra week in 2003 had a negative impact of approximately 2% on the 2004 sales growth shown in the table above.

Other performance indicators include, but are not limited to: same-store sales growth, operating and administrative cost management, development of new control label products and market share.

#### 5. Financial Performance

Basic net earnings per common share for 2005 were \$2.72, a 23% reduction when compared to \$3.53 last year. Basic net earnings per common share were negatively impacted in 2005 by the following:

- 22 cents per common share for the net effect of stock-based compensation and the associated equity forwards;
- 20 cents per common share related to restructuring and other charges;
- 10 cents per common share related to the estimate of Goods and Services Tax ("GST") and provincial sales taxes ("PST") charges;
- 7 cents per common share related to the estimated impact of direct costs associated with supply chain disruptions;
- 1 cent per common share related to the adjustment to future income tax balances due to the changes in statutory income tax rates in certain provinces; and
- 3 cents per common share related to the consolidation of variable interest entities.

After adjusting for the above noted items, adjusted basic net earnings per common share<sup>(1)</sup> were \$3.35 for the year. These results compare to adjusted basic net earnings per common share<sup>(1)</sup> of \$3.48 in 2004, which were adjusted for the successful resolution of certain income tax matters from a previous year of \$14 million. The net effect of stock-based compensation and the associated equity forwards did not have an impact on basic net earnings per common share in 2004.

Results for 2005 were adversely affected by the short term costs associated with one of the largest transformations in the Company's history. The need for this transformative process was driven by the Company's assessment of a fast-changing retail environment marked by increased consumer choice, low-cost global retailers, and the addition of an increasingly unsustainable amount of industry square footage.

Based on this assessment, the Company developed a comprehensive strategy designed to fortify its competitive position and to maintain its leadership role in meeting the food and everyday household needs of Canadian consumers. In pursuit of this strategy, the Company

(1) See Non-GAAP Financial Measures on page 33.

implemented a number of transformative changes to its organization during 2005.

These changes included the restructuring of its supply chain network and the reorganizations involving its merchandising, procurement and operations groups, the establishment of a new national head office and Store Support Centre in Brampton, Ontario, which opened in the third quarter of 2005, and the relocation of general merchandise operations from Calgary, Alberta to the new office. A charge of 20 cents per common share was recorded in 2005 consisting of employee termination benefits resulting from planned involuntary terminations, site closing costs and fixed asset impairment and accelerated depreciation charges associated with these activities.

The Company encountered challenges during the execution of planned changes to its systems, supply chain and general merchandise areas including certain supply chain systems conversions which were initiated as part of the creation of a national information technology platform and the startup of a new third-party owned and operated general merchandise warehouse and distribution centre for eastern Canada. These challenges disrupted the flow of inventory to the Company's stores and caused the Company to incur additional operating costs. Additional incremental direct costs incurred in the handling, storage and movement of inventory resulting from these disruptions amounted to approximately 7 cents per common share for the year.

Also in 2005, a charge was recorded relating to an audit and proposed assessment by the Canada Revenue Agency relative to GST on certain products sold during prior fiscal periods on which GST was not appropriately charged and remitted. In light of this proposed assessment, the Company assessed and estimated the potential liabilities for GST and PST in other areas of its operations. Accordingly, a charge of 10 cents per common share was recorded to reflect the best estimate of such potential tax liabilities of which management is currently aware.

Further charges in 2005 related to the net effect of stock-based compensation and the associated equity forwards, the adjustment to future income tax balances due to the changes in statutory income tax rates in certain provinces and to the consolidation of variable

interest entities, also contributed to the reduction in basic net earnings per common share by 22 cents, 1 cent and 3 cents per common share, respectively.

## 5.1 Results of Operations

### Sales and Sales Growth Excluding Impact of VIEs<sup>(1)</sup>

(\$ millions except where otherwise indicated)	2005 (52 weeks)	2004 (52 weeks)
Total sales	\$ 27,801	\$ 26,209
Less: Sales attributable to the consolidation of VIEs pursuant to AcG 15	378	
Sales excluding impact of VIEs <sup>(1)</sup>	\$ 27,423	\$ 26,209
Total sales growth <sup>(2)</sup>	6.1%	3.9%
Less: Positive impact on sales growth attributable to the consolidation of VIEs pursuant to AcG 15	1.5%	
Sales growth excluding impact of VIEs <sup>(1)</sup>	4.6%	3.9%

(1) See Non-GAAP Financial Measures on page 33.

(2) Sales growth in 2004 calculated on a 53 week year base in 2003. The extra week in 2003 had a negative impact of approximately 2% on the 2004 sales growth shown in the table above.

**Sales** Full year sales in 2005 increased 6.1% to \$27.8 billion from \$26.2 billion last year, including 1.5% or \$378 million in sales relating to the consolidation of certain independent franchisees as required by AcG 15. Excluding the impact of the VIEs, 2005 sales increased 4.6% or \$1.2 billion over last year.

The following factors further explain the change in sales over the prior year:

- as described earlier, certain initiatives resulted in supply chain disruptions and a drop in service levels and in-stock positions causing an estimated reduction in expected sales growth of approximately 0.5% to 0.7% versus last year;
- retail sales growth in general merchandise and drugstore categories continued to exceed that of food in all regions except in western Canada; general merchandise and drugstore sales in western Canada were most profoundly impacted by the supply chain disruptions;
- *The Real Canadian Superstore* program was positively received in Ontario and has enjoyed significant sales growth;
- strong gas bar sales were partially offset by a decline in tobacco sales;

- same-store sales growth of approximately 0.2%;
- national food price inflation as measured by “The Consumer Price Index for Food Purchased from Stores” (“CPI”) was approximately 2% for the year, with variances by region; the Company’s calculation of food price inflation, which considers Company-specific product mix and pricing strategy, was reasonably consistent with that of CPI;
- an increase in net retail square footage of 2.8 million square feet or 6.1% due to the opening of 69 new corporate and franchise stores and the closure of 57 stores including stores which have undergone conversions and major expansions;
- sales per corporate store increased to \$32 million in 2005 from \$31 million in 2004 reflecting the introduction of larger stores which are expected to become ultimately more productive; and
- sales per average square foot of corporate stores of \$579 in 2005 decreased from \$592 in 2004 as a result of increases in net retail square footage which outpaced the increase in sales.

Sales of control label products for 2005 amounted to \$5.9 billion compared to \$5.6 billion in 2004. Control label penetration, which is measured as control label retail sales as a percentage of total retail sales, was 22.4% for 2005, and approximately equal to that of 2004. The Company introduced approximately

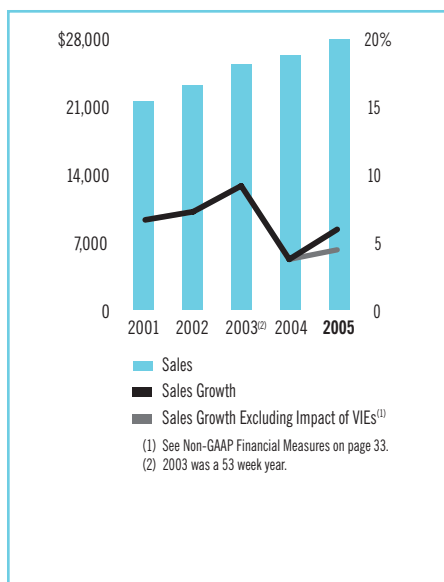
2,000 new control label products in 2005, including 1,600 new general merchandise products. The Company’s control label program, which includes *President’s Choice*, *PC*, *President’s Choice Organics*, *PC Blue Menu*, *PC Mini Chefs*, *no name*, *Club Pack*, *GREEN*, *EXACT*, *Teddy’s Choice* and *Life@Home*, provides additional sales growth potential.

Loblaw expects that the following initiatives, coupled with continued investment in pricing, promotions and advertising where appropriate, will generate continued sales growth over the next few years:

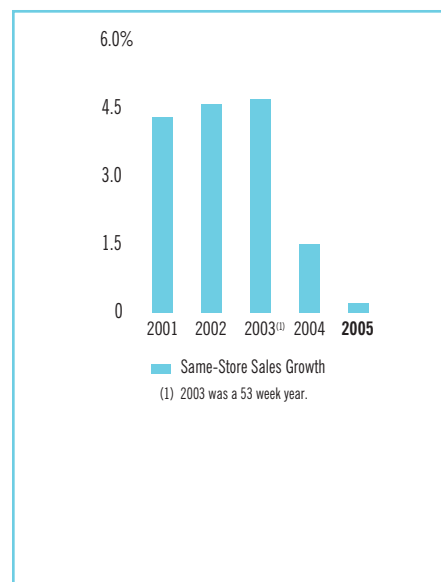
- capital investment in its store network including the planned opening, expansion or renovation of approximately 123 corporate and franchise stores across Canada in 2006;
- additional emphasis on food offerings of great quality and value;
- expansion of general merchandise offerings, including the launch of *Joe Fresh Style* apparel for adults in early 2006, and continued improvement in the execution of its general merchandise and drugstore programs; and
- continued focus on control label products including the development of new products in strategic categories, increased marketing and shortened time to market.

### Sales and Sales Growth

(\$ millions)



### Same-Store Sales Growth



Operating Income, Adjusted Operating Income, Adjusted EBITDA and Margins<sup>(1)</sup>

(\$ millions except where otherwise indicated)	2005 (52 weeks)	2004 (52 weeks)	Change
Operating income	\$ 1,401	\$ 1,652	(15.2)%
Adjusted operating income <sup>(1)</sup>	\$ 1,600	\$ 1,652	(3.1)%
Operating margin	5.0%	6.3%	
Adjusted operating margin <sup>(1)</sup>	5.8%	6.3%	
Adjusted EBITDA <sup>(1)</sup>	\$ 2,132	\$ 2,125	0.3%
Adjusted EBITDA margin <sup>(1)</sup>	7.8%	8.1%	

(1) See Non-GAAP Financial Measures on page 33.

**Operating Income** Operating income for 2005 decreased \$251 million, or 15.2%, to \$1.4 billion. Operating margin declined to 5.0% in 2005 from 6.3% in 2004. Adjusted EBITDA<sup>(1)</sup> increased marginally in 2005. Adjusted EBITDA margin<sup>(1)</sup> was 7.8% in 2005 compared to 8.1% in 2004. In 2005, operating income was adversely impacted by the factors described below.

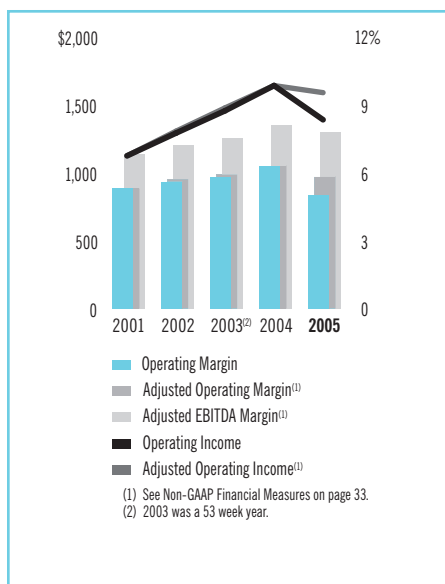
During the first quarter of 2005, after completion of a detailed assessment of its supply chain network, management of the Company approved a comprehensive plan to restructure its supply chain operations nationally.

This plan, which is anticipated to be fully implemented by the end of 2007 or early 2008, is expected to reduce future operating costs, provide a smoother flow of products and better service levels to stores and further enable the Company to achieve its targeted operating efficiencies. The plan involves the closure of six distribution centres and the relocation of certain activities to new distribution centres. Costs accrued thus far relate primarily to employee termination benefits resulting from planned involuntary terminations. Further costs related to fixed asset impairment and accelerated depreciation and site closure costs as well as additional employee costs will be recognized as appropriate criteria are met. Total costs are expected to approximate \$90 million of which \$62 million was recognized in 2005.

In addition to the restructuring of its supply chain network, the Company also reorganized its merchandising, procurement and operations groups, established a new national head office and Store Support Centre in Brampton, Ontario, which opened in the third quarter of 2005, and relocated its general merchandise operations from Calgary, Alberta to the new office. Of the total estimated \$25 million cost associated with these initiatives, \$24 million was recognized in 2005 resulting in total restructuring and other charges of \$86 million in 2005.

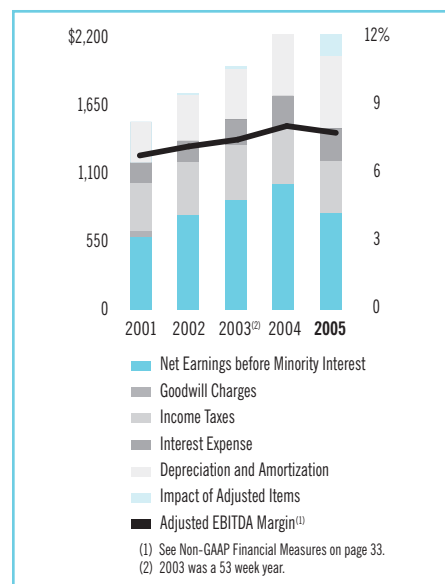
Operating Income and Margins

(\$ millions)



Analysis of Adjusted EBITDA and Margin<sup>(1)</sup>

(\$ millions)



(\$ millions)	Costs Recognized in 2005 (52 weeks)	Total Expected Costs
Supply chain network	\$ 62	\$ 90
Office move and reorganization of the operation support functions	24	25
<b>Total restructuring and other charges</b>	<b>\$ 86</b>	<b>\$ 115</b>

In 2005, operations were also disrupted by certain systems conversions and the startup of a new third-party owned and operated general merchandise warehouse and distribution centre serving eastern Canada.

As part of the plan to consolidate the Company's supply chain operations nationally and to implement a national information technology platform, a number of warehouse systems conversions in western Canada commenced late in the second quarter of 2005 and were scheduled to be completed by year end 2005. Implementation challenges arising from these initiatives were encountered, particularly during the conversion of the Calgary, Alberta general merchandise distribution centre. Service levels, a measure of distribution centre operating efficiency, fell below normal running rates, resulting in recurring out-of-stock positions at retail. This resulted in lost sales and the associated operating income. Given the challenges encountered in the Calgary general merchandise distribution centre, all other planned system conversions for 2005 were delayed and resumed in early 2006.

In Ontario, the general merchandise warehouse and distribution activities were transitioned to a new facility owned and operated by a third party. Complexities were experienced during the start-up phase and as a result, service levels were below expectations in the second half of the year. This resulted in some out-of-stock positions in Ontario and a delay in the transition of volume into the third-party facility from existing Company distribution centres, which in turn, placed additional pressure on existing Company distribution centres. Productivity declined in certain Company distribution centres during 2005 as a result of the announced restructuring.

Higher direct and indirect operating costs resulting from the supply chain disruptions were significant during the last two quarters of 2005. While it was possible to quantify the direct costs at approximately \$30 million for the year, the indirect cost of lost sales, poor service levels and resultant higher operating costs was difficult to quantify.

During the third quarter of 2005, the Company also recorded a charge relating to an audit and proposed assessment by the Canada Revenue Agency relating to GST on certain products sold between 2000 and 2002 on which GST was not appropriately charged and remitted. In light of this proposed assessment, the Company assessed and estimated the potential liabilities for GST and PST in other areas of its operations for various periods up to the end of 2004. Accordingly, a charge of \$40 million was recorded in operating income to reflect management's best estimate of such potential tax liabilities of which management is currently aware. Approximately \$15 million of this amount was settled during the fourth quarter of 2005. The ultimate remaining amount paid will depend on the outcome of audits performed by, or settlements reached with the various tax authorities and therefore may differ from this estimate. Management will continue to assess the remaining accrual as progress towards resolution with the various tax authorities is made and will adjust the remaining accrual accordingly. An internal review of the procedures and controls surrounding the process of charging and remitting these taxes has been substantially completed and recommendations are in the process of being implemented to avoid the recurrence of similar charges subsequent to the periods currently accounted for.

An incremental charge of \$43 million over last year was also recorded in operating income in 2005 for the net effect of stock-based compensation and the associated equity forwards.

After adjusting for the above-noted items, adjusted operating income<sup>(1)</sup> was \$1.6 billion in 2005 compared to \$1.7 billion in 2004. Adjusted operating margin<sup>(1)</sup> was 5.8% in 2005 compared to 6.3% in 2004.

(1) See Non-GAAP Financial Measures on page 33.

Inventory shrink in the general merchandise categories was higher than normal throughout 2005 and showed some progress back to more normal levels in the fourth quarter. Improved buying synergies and product mix offset this increase in shrink, resulting in gross margin in 2005 that was approximately equal to that of 2004. Softening sales from product supply issues and deliberate delays in program activity in 2005 resulted in lost leverage on the fixed components of operating and administrative expenses.

The Company expects to see improvement in adjusted operating income<sup>(1)</sup> on a year-over-year basis during the second half of 2006. The emphasis in the early part of 2006 will be on improving service levels, particularly in the general merchandise and drugstore areas, and ensuring that product is available at the store level to support merchandising programs. The Company expects some lowering of prices in certain formats to encourage more customer traffic and build sales.

**Interest Expense** Interest expense consists primarily of interest on short and long term debt, the amortization of deferred financing costs net of interest on financial derivative instruments, interest income earned on short term investments and interest capitalized to fixed assets. In 2005, total interest expense increased \$13 million, or 5.4%, to \$252 million from \$239 million in 2004.

In 2006, interest expense is expected to be relatively consistent with that of 2005.

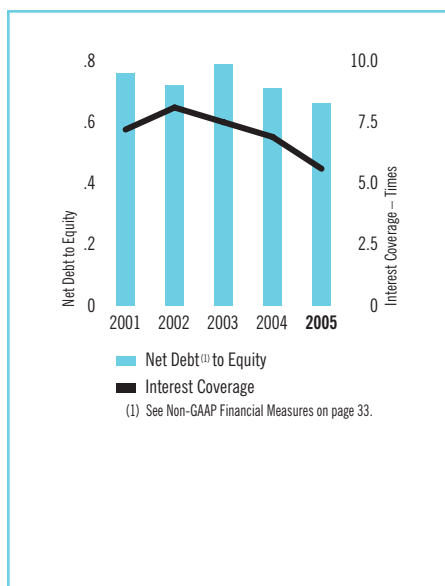
Interest on long term debt in 2005 was consistent with last year's level, at \$290 million. The 2005 weighted average fixed interest rate on long term debt (excluding capital lease obligations) was 6.7% (2004 – 6.8%) and the weighted average term to maturity was 17 years (2004 – 17 years).

Interest on financial derivative instruments includes the net positive effect of the Company's interest rate swaps, cross currency basis swaps and equity forwards, and amounted to income of \$6 million in 2005 (2004 – \$30 million). The decrease in net interest income was due mainly to the maturity of interest rate swaps during the year and an increase in United States short term interest rates.

Net short term interest income of \$11 million was realized in 2005 (2004 – nil). This increase in income resulted primarily from higher interest rates on United States dollar denominated cash, cash equivalents and short term investments partially offset by an increase in Canadian short term interest rates.

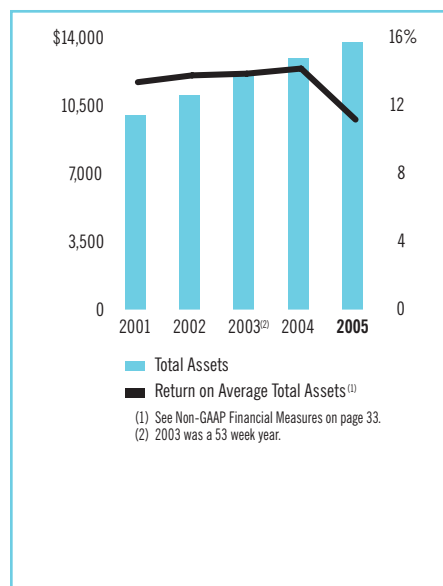
During 2005, \$21 million (2004 – \$21 million) of interest incurred on debt related to real estate properties under development was capitalized to fixed assets.

**Net Debt<sup>(1)</sup> to Equity and Interest Coverage**



**Total Assets and Return on Average Total Assets<sup>(1)</sup>**

(\$ millions)



## Analysis of Long Term Financing Costs

(\$ millions except where otherwise indicated)	2005 (52 weeks)	2004 (52 weeks)
Total long term debt at year end (including portion due within one year)	\$ 4,355	\$ 4,151
Interest on long term debt	\$ 290	\$ 290
Weighted average fixed interest rate on long term debt (excluding capital lease obligations)	6.7%	6.8%

**Income Taxes** The effective income tax rate in 2005 increased to 34.8% from 31.5% in 2004, mainly as a result of the change in the income tax impact related to stock-based compensation and the associated equity forwards and the successful resolution in 2004 of certain income tax matters from a previous year.

The effective income tax rate for 2006 is expected to be approximately 33%, however, this rate may change with variances in the proportion of taxable income across different tax jurisdictions or if there is any change in tax legislation.

**Net Earnings** In 2005, net earnings decreased \$222 million, or 22.9%, to \$746 million from \$968 million in 2004 and basic net earnings per common share decreased 81 cents, or 22.9%, to \$2.72 from \$3.53 in 2004 due to the factors described in the preceding sections.

## 5.2 Financial Condition

**Financial Ratios** The net debt<sup>(1)</sup> to equity ratio continued to be within the Company's internal guideline of less than 1:1. The 2005 net debt<sup>(1)</sup> to equity ratio was .66:1 compared to the 2004 ratio of .71:1.

Pursuant to the requirements of AcG 15, the consolidated balance sheet as at December 31, 2005 includes \$126 million of loans payable of VIEs consolidated by the Company, \$23 million of which is due within one year. The loans payable represent financing obtained by eligible independent franchisees through a structure involving independent trusts to facilitate the purchase of the majority of their inventory and fixed assets, consisting mainly of fixturing and equipment. These loans payable, which have an average term to maturity of 7 years, are due and payable on demand under

certain predetermined circumstances and are secured through a general security agreement made by the independent franchisees in favour of the independent funding trust. Interest is charged on a floating rate basis and prepayment of the loans may be made without penalty. The independent funding trust within the structure finances its activities through the issuance of short term asset-backed notes to third-party investors.

As disclosed in Note 19 to the consolidated financial statements for the year ended December 31, 2005, a standby letter of credit has been provided by a major Canadian bank for the benefit of the independent funding trust equal to approximately 10% of the total principal amount of the loans outstanding at any point in time. The Company has agreed to reimburse the issuing bank for any amount drawn on the standby letter of credit. In the event of a default by an independent franchisee, the independent funding trust may assign the loan to the Company and draw upon the standby letter of credit. No amount has ever been drawn on the standby letter of credit.

Cash flows from operating activities cover a large portion of the Company's funding requirements and in 2005, exceeded the capital investment program of \$1.2 billion. In 2005, funding requirements resulted primarily from the capital investment program and dividends paid on the Company's common shares.

In 2005, shareholders' equity increased \$472 million, or 8.7%, to \$5.9 billion. The 2006 net debt to equity ratio is expected to improve slightly as retained earnings growth is expected to exceed debt financing requirements. The interest coverage ratio declined to 5.6 times in 2005 compared to 6.9 times in 2004, as a result of the decline in operating income as outlined previously.

At year end, the working capital position improved over the prior year. The 2005 return on average total assets<sup>(1)</sup> was 11.2% compared to 14.2% in 2004. The 2005 return on average shareholders' equity was 13.2% compared to the 2004 return of 19.2%. Both 2005 returns were negatively impacted by the incremental costs and charges incurred in 2005 as outlined previously. The five year average return on shareholders' equity was 17.3% (2004 – 18.2%).

(1) See Non-GAAP Financial Measures on page 33.

**Common Share Dividends** The Company's dividend policy is to maintain a dividend payment equal to approximately 20% to 25% of the prior year's adjusted basic net earnings per common share, giving consideration to the year end cash position, future cash flow requirements and investment opportunities. During 2005, the Board declared quarterly dividends of 21 cents per common share. The annualized dividend per common share of 84 cents is equal to 24.1% of the 2004 adjusted basic net earnings per common share<sup>(1)</sup>, which is consistent with the Company's dividend policy. Subsequent to year end, the Board declared a quarterly dividend of 21 cents per common share, payable April 1, 2006.

**Outstanding Share Capital** The Company's outstanding share capital is comprised of common shares. An unlimited number of common shares is authorized and 274,054,814 common shares were outstanding at year end. Further information on the Company's outstanding share capital is provided in Note 16 to the consolidated financial statements.

## 6. Liquidity and Capital Resources

### 6.1 Cash Flows

#### Major Cash Flow Components

(\$ millions)	2005 (52 weeks)	2004 (52 weeks)	Change
Cash flows from (used in):			
Operating activities	\$ 1,489	\$ 1,443	\$ 46
Investing activities	\$ (903)	\$ (1,177)	\$ 274
Financing activities	\$ (208)	\$ (290)	\$ 82

**Cash Flows from Operating Activities** 2005 cash flows from operating activities increased to \$1.5 billion from \$1.4 billion in 2004. The 2006 cash flows from operating activities are expected to increase at a rate consistent with net earnings growth and are expected to fund a large portion of the anticipated 2006 funding requirements, including planned capital investment activity.

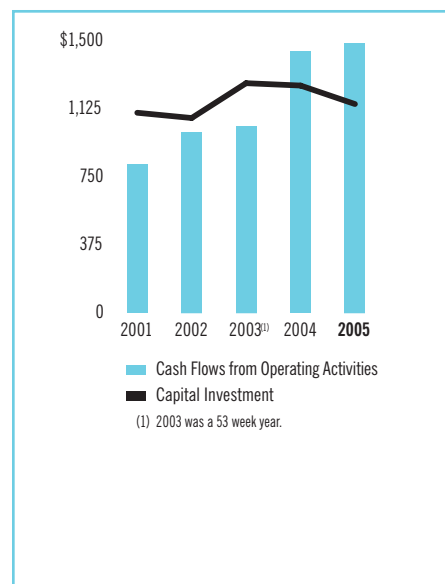
**Cash Flows used in Investing Activities** 2005 cash flows used in investing activities were \$903 million compared to \$1.2 billion in 2004. During 2005, proceeds were received from the sale of a portfolio of third-party

long term loans receivable as described in the Related Party Transactions section of this MD&A. In addition, the shortening term to maturity profile of the Company's short term investments portfolio resulted in a shift from short term investments to cash and cash equivalents.

Capital investment amounted to \$1.2 billion (2004 – \$1.3 billion), reflecting a continuing commitment to maintain and renew the asset base and invest for growth. Approximately 82% (2004 – 83%) of the capital investment was for new stores, renovations or expansions. The continued capital investment activity benefited all regions in varying degrees and strengthened the existing store base. Some of the new, larger stores replaced older, smaller, less efficient stores that did not offer the broad range of products and services demanded by today's consumer. The remaining 18% (2004 – 17%) of the capital investment was for the warehouse and distribution network, information systems and other infrastructure required to support store growth.

The 2005 corporate and franchised store capital investment program, which includes the impact of store openings and closures, resulted in an increase in net retail square footage of 6.1% over 2004. During 2005, 69 (2004 – 86) new corporate and franchised stores were opened and 77 (2004 – 82) underwent renovation or minor expansion. The 69 new stores, net

#### Cash Flows from Operating Activities and Capital Investment (\$ millions)



of 57 (2004 – 71) store closures, added 2.8 million square feet of retail space (2004 – 3.4 million). The 2005 average corporate store size increased 4.7% to 56,100 square feet (2004 – 53,600) and the average franchised store size increased 4.2% to 27,100 square feet (2004 – 26,000).

Capital investment is estimated at \$1 billion for 2006. At year end, the Company had committed approximately \$264 million (2004 – \$354 million) with respect to capital investment projects and the purchase of real property. In 2006, the Company plans to open, expand or renovate more than 123 corporate and franchised stores throughout Canada in a geographic investment pattern similar to that of last year. This is expected to result in a net increase of approximately 1.8 million square feet, which should generate additional sales growth.

The Company also generated \$109 million (2004 – \$110 million) from fixed asset sales.

#### Capital Investment and Store Activity

	2005 (52 weeks)	2004 (52 weeks)	Change
Capital investment (\$ millions)	\$ 1,156	\$ 1,258	
Retail square footage (in millions)	48.5	45.7	6.1%
Average store size (sq. ft.)			
Corporate	56,100	53,600	4.7%
Franchised	27,100	26,000	4.2%

**Cash Flows used in Financing Activities** Cash flows used in financing activities decreased to \$208 million in 2005 compared to \$290 million in 2004 mainly due to the relative change in commercial paper when compared to the same period last year.

During the first quarter of 2005, Loblaw issued \$300 million of 5.90% Medium Term Notes (“MTN”) due 2036, under its 2003 Base Shelf Prospectus, to refinance the \$100 million of 6.35% Provigo Inc. Debenture that matured in the fourth quarter of 2004 and the \$200 million of 6.95% MTN that matured in the first quarter of 2005. During the second quarter of 2005, the Company’s 2003 Base Shelf Prospectus expired and a new base shelf prospectus allowing the issue of up to \$1 billion of aggregate MTN

was filed. Net change in VIE long term debt issued and retired during 2005 was not material. In 2006, the \$125 million of 8.70% Provigo Inc. Debenture will mature.

The Company intends to renew its Normal Course Issuer Bid (“NCIB”) to purchase on the Toronto Stock Exchange or enter into equity forwards to purchase up to 5% of its common shares outstanding. During 2005, the Company purchased for cancellation 226,100 (2004 – 576,100) of its common shares for \$16 million (2004 – \$35 million), pursuant to its NCIB.

#### 6.2 Sources of Liquidity

The Company can obtain its short term financing through a combination of cash generated from operating activities, cash, cash equivalents, short term investments, bank indebtedness and its commercial paper program. The Company’s cash, cash equivalents and short term investments, as well as \$845 million in uncommitted operating lines of credit extended by several banks, support its \$1.2 billion commercial paper program. The Company’s commercial paper borrowings generally mature less than three months from the date of issuance although the terms can be up to 364 days.

Securitization of credit card receivables provides President’s Choice Bank (“PC Bank”), a wholly owned subsidiary of the Company, with an additional source of funds for the operation of its business. Under PC Bank’s securitization program, a portion of the total interest in the credit card receivables is sold to an independent trust. PC Bank securitized \$225 million of credit card receivables during 2005 (2004 – \$227 million). In 2006, PC Bank finalized the restructuring of its securitization program which was undertaken in part to accommodate growth in the credit card program. Information on PC Bank’s credit card receivables and securitization is provided in Notes 8 and 19 to the consolidated financial statements and in the Off-Balance Sheet Arrangements section of this MD&A.

The Company obtains its long term financing through its MTN program. The Company plans to refinance existing long term debt as it matures.

In the normal course of business, the Company enters into certain arrangements, such as providing comfort letters to third-party lenders in connection

with financing activities of certain franchisees, with no recourse liability to the Company. In addition, the Company establishes standby letters of credit used in connection with certain obligations related to the financing program for its franchisees, securitization of PC Bank's credit card receivables, real estate transactions and benefit programs. At year end, the aggregate gross potential liability related to the Company's standby letters of credit was approximately \$276 million (2004 – \$264 million) against which the Company had \$316 million (2004 – \$311 million) in credit facilities available to draw on.

The Company has the following sources from which it can fund its 2006 cash requirements: cash flows generated from operating activities, cash, cash equivalents, short term investments, commercial paper program, MTN program and additional credit card receivable securitizations from future growth in the PC Bank credit card operations.

In 2006, the Company anticipates no difficulty in obtaining external financing in view of its current credit ratings, its past experience in the capital markets and general market conditions.

#### Summary of Contractual Obligations

(\$ millions)	2006	2007	Payments due by year				Total
			2008	2009	2010	Thereafter	
Long term debt	\$ 161	\$ 24	\$ 406	\$ 140	\$ 314	\$ 3,310	\$ 4,355
Operating leases <sup>(1)</sup>	192	184	166	146	126	823	1,637
Contracts for purchases of real property and capital investment projects <sup>(2)</sup>	255		9				264
Purchase obligations <sup>(3)</sup>	693	811	758	717	656	1,320	4,955
<b>Total contractual obligations</b>	<b>\$ 1,301</b>	<b>\$ 1,019</b>	<b>\$ 1,339</b>	<b>\$ 1,003</b>	<b>\$ 1,096</b>	<b>\$ 5,453</b>	<b>\$ 11,211</b>

(1) Represents the minimum or base rents payable. Amounts are not offset by any expected sub-lease income.

(2) These obligations include agreements for the purchase of real property. These agreements may contain conditions that may or may not be satisfied. If the conditions are not satisfied, it is possible the Company will no longer have the obligation to proceed with the transaction. These obligations also include commitments with respect to capital investment projects, such as the construction, expansion and renovation of buildings.

(3) These include material contractual obligations to purchase goods or services where the contract prescribes fixed or minimum volumes to be purchased or payments to be made within a fixed period of time for a set or variable price. While estimates of anticipated financial commitments were made for the purpose of this disclosure, the amount of actual payments may vary.

The purchase obligations presented in the above table do not include purchase orders issued in the ordinary course of business for goods which are meant for resale, nor do they include any contracts which may be terminated on relatively short notice with insignificant cost or

The Company's credit ratings are outlined in the table below:

#### Credit Ratings (Canadian Standards)

	Dominion Bond Rating Service	Standard & Poor's
Commercial paper	R-1 (low)	A-1 (mid)
Medium term notes	A (high)	A
Other notes and debentures	A (high)	A

The rating organizations listed above base their credit ratings on quantitative and qualitative considerations. In January 2006, Dominion Bond Rating Service and Standard & Poor's changed their outlook on the trend of the Company's long term debt from "stable" to "negative".

These credit ratings are intended to give an indication of the risk that the Company will not fulfill its obligations in a timely manner.

#### 6.3 Contractual Obligations

The following illustrates certain of the Company's significant contractual obligations and discusses other obligations as at December 31, 2005:

liability to the Company. Also excluded are purchase obligations related to commodities or commodity-like goods for which a market for resale exists. The Company believes such excluded contracts do not have a material impact on its liquidity.

At year end, the Company had other long term liabilities which included accrued benefit plan liability, future income taxes liability and stock-based compensation liability. These long term liabilities have not been included in the table above for the following reasons:

- future payments of accrued benefit plan liability, principally post-retirement benefits, depend on when and if retirees submit claims;
- future payments of income taxes depend on the levels of taxable earnings;
- future payments of the share appreciation value on employee stock options depend on whether employees exercise their stock options, the market price of the Company's common shares on the exercise date and the manner in which they exercise those stock options; and
- future payments of restricted share units depend on market price of the Company's common shares.

#### **6.4 Off-Balance Sheet Arrangements**

In the normal course of business, the Company enters into the following off-balance sheet arrangements:

- standby letters of credit used in connection with certain obligations mainly related to real estate transactions and benefit programs, the aggregate gross potential liability of which is approximately \$143 million (2004 – \$104 million);
- guarantees;
- the securitization of a portion of PC Bank's credit card receivables through independent trusts;
- a standby letter of credit to an independent funding trust which provides loans to the Company's franchisees for their purchase of inventory and fixed assets; and
- financial derivative instruments in the form of interest rate swaps.

**Guarantees** The Company has entered into various guarantee agreements including standby letters of credit in relation to the securitization of PC Bank's credit card receivables and in relation to third-party financing made available to the Company's franchisees and obligations to indemnify third parties in connection with leases, business dispositions and other transactions in the normal course of the Company's business. For a detailed description of the Company's guarantees, see Note 19 to the consolidated financial statements.

**Securitization of Credit Card Receivables** The Company, through its wholly owned subsidiary PC Bank, securitizes credit card receivables through an independent trust administered by a major Canadian bank. In these securitizations, PC Bank sells a portion of its credit card receivables to the trust in exchange for cash. The trust funds these purchases by issuing debt securities in the form of asset-backed commercial paper to third-party investors. The securitizations are accounted for as asset sales only when PC Bank transfers control of the transferred assets and receives consideration other than beneficial interests in the transferred assets. All transactions between the trust and PC Bank have been, and are expected to continue to be, accounted for as sales as contemplated by Canadian GAAP, specifically Accounting Guideline ("AcG") 12, "*Transfers of Receivables*". As PC Bank does not control or exercise any measure of influence over the trust, the financial results of the trust have not been included in the Company's consolidated financial statements.

When the Company sells credit card receivables to the trust, it no longer has access to the receivables but continues to maintain credit card customer account relationships and servicing obligations. The Company does not receive a servicing fee from the trust for its servicing obligations. When a sale occurs, PC Bank retains a subordinated interest consisting of rights to future cash flows after obligations to the investors in the trust have been met which is considered to be a retained interest. The trust's recourse to PC Bank's assets is limited to PC Bank's retained interests and is further supported through a standby letter of credit provided by a major Canadian bank for 9% (2004 – 15%) of the securitized amount. This standby letter of credit could be drawn upon in the event of a major decline in the income flow from or in the value of the securitized credit card receivables. The Company has agreed to reimburse the issuing bank for any amount drawn on the standby letter of credit. The carrying value of the retained interests is periodically reviewed and when a decline in value is identified that is other than temporary, the carrying value is written down to fair value.

As at December 31, 2005, the total amount of securitized credit card receivables outstanding which PC Bank continues to service was \$1 billion (2004 – \$785 million) and the associated retained interests amounted to \$5 million (2004 – \$12 million). The standby letter of credit supporting these securitized receivables amounted to approximately \$91 million (2004 – \$118 million). During 2005, PC Bank received income of \$106 million (2004 – \$83 million) in securitization revenue from the independent trust relating to the securitized credit card receivables. In the absence of securitization, the Company would be required to raise alternative financing by issuing debt or equity instruments. Further disclosure regarding this arrangement is provided in Notes 8 and 19 to the consolidated financial statements.

In October 2005, Eagle Credit Card Trust (“Eagle”), an independent trust, was established for the purpose of issuing notes backed by credit card receivables originated and serviced by PC Bank. Subsequent to year end, Eagle issued \$500 million, five year notes at a weighted average rate of 4.5%, due 2011, to finance the purchase of credit card receivables, previously securitized by PC Bank, from an independent trust. PC Bank will continue to service the credit card receivables on behalf of Eagle but will not receive any fee for its servicing obligations and has a retained interest in the securitized receivables represented by the right to future cash flows after obligations to investors have been met. In accordance with Canadian GAAP, the financial statements of Eagle will not be consolidated with those of the Company.

**Independent Funding Trust** Franchisees of the Company may obtain financing through a structure, involving independent trusts, that was created to provide loans to the franchisees to facilitate their purchase of inventory and fixed assets, consisting mainly of fixturing and equipment. These trusts are administered by a major Canadian bank. The independent funding trust within the structure finances its activities through the issuance of short term asset-backed notes to third-party investors. The total amount of loans issued to the Company's franchisees outstanding as of December 31, 2005 was \$420 million (2004 – \$394 million) including \$126 million of loans payable of VIEs consolidated by the Company in 2005. Based on a formula, the

Company has agreed to provide credit enhancement in the form of a standby letter of credit for the benefit of the independent funding trust for approximately 10% of the principal amount of the loans outstanding at any point in time, or \$42 million (2004 – \$42 million) as of December 31, 2005. This credit enhancement allows the independent funding trust to provide favourable financing terms to the Company's franchisees. In the event that a franchisee defaults on its loan and the Company has not, within a specified time period, assumed the loan, or the default is not otherwise remedied, the independent funding trust may assign the loan to the Company and draw upon this standby letter of credit. The Company has agreed to reimburse the issuing bank for any amount drawn on the standby letter of credit. No amount has ever been drawn on the standby letter of credit. The Company is confident it would be able to fully recover from the franchisee any amounts it had reimbursed to the issuing bank. Neither the independent funding trust nor the Company can voluntarily terminate the agreement prior to December 2009, and only upon six months' prior notice following that date. Automatic termination of the agreement can only occur if specific, pre-determined events occur and are not remedied within the time periods required. If the arrangement is terminated, the franchisees would be required to replace the loans provided by the independent funding trust with alternative financing. The Company is under no contractual obligation to provide funding to franchisees under such circumstances. In accordance with Canadian GAAP, the financial statements of the independent funding trust are not consolidated with those of the Company.

**Financial Derivative Instruments** The Company uses off-balance sheet financial derivative instruments to manage its exposure to changes in interest rates. For a detailed description of the Company's off-balance sheet financial derivative instruments and the related accounting policies, see Notes 1 and 18 to the consolidated financial statements.

## 7. Selected Consolidated Annual Information

The following is a summary of selected consolidated annual information extracted from the Company's audited consolidated financial statements. This information was prepared in accordance with Canadian GAAP and is reported in Canadian dollars. The analysis

of the data contained in the table focuses on the trends affecting the financial condition and results of operations over the latest two year period.

#### Selected Consolidated Annual Information

(\$ millions except where otherwise indicated)	2005 (52 weeks)	2004 (52 weeks)	2003 (53 weeks)
Sales	\$ 27,801	\$ 26,209	\$ 25,220
Sales excluding impact of VIEs <sup>(1)</sup>	27,423	26,209	25,220
Net earnings	746	968	845
Net earnings per common share (\$)			
Basic	2.72	3.53	3.07
Adjusted basic <sup>(1)</sup>	3.35	3.48	3.10
Diluted	2.71	3.51	3.05
Total assets <sup>(2)</sup>	13,761	12,949	12,113
Long term debt (excluding amount due within one year)	4,194	3,935	3,956
Dividends declared per common share (\$)	.84	.76	.60

(1) See Non-GAAP financial measures on page 33.

(2) Certain prior years' information was reclassified to conform with the current year's presentation.

Sales in 2005 increased 6.1% to \$27.8 billion from \$26.2 billion in 2004. Excluding the impact of VIEs sales were \$27.4 billion or 4.6% higher than 2004. Sales growth of 3.9% for the full year 2004 includes a 2% negative impact from the 53rd week in 2003. Same-store sales increased 0.2% in 2005 and 1.5% in 2004 on an equivalent 52 week basis. National food price inflation as measured by CPI was approximately 2% for 2005 compared to 1% to 2% in 2004. The Company's calculation of food price inflation, which considers Company specific product mix and pricing strategy was reasonably consistent with that of CPI. Sales growth in 2005 was adversely affected by supply chain disruptions by approximately 0.5% to 0.7% over 2004.

Sales were also influenced by a number of other factors, including changes in net retail square footage, expansion into new services and/or departments and the activities of competitors. Over the past two years, an average of \$1.2 billion annually in capital was invested, resulting in an increase in net retail square footage of approximately 6.2 million square feet or 14.7%.

Corporate store sales per average square foot declined from \$605 in 2003 (a 53 week year) to \$579 in 2005.

The amount of new net retail square footage and the timing of the store openings and closures within any given year may vary. The increase in weighted average net retail square footage was 7.5% in 2005 and 6.4% in 2004.

The rollout of *The Real Canadian Superstore* in Ontario, Canada also had an impact on same-store sales in that region by replacing mature, well performing stores that were previously included in same-store sales, and by creating pricing pressure on other Company stores located within the respective trading areas. In pursuit of improving its value proposition, Loblaw has established price leadership in specific markets by adopting everyday low pricing strategies. Consistent with its strategy of focusing on food but serving the consumer's everyday household needs, the Company has expanded its general merchandise and drugstore offerings over this period and the retail sales growth realized in those categories continued to surpass retail sales growth of food. Competitor activity varied by market. During the past two years, unprecedented levels of retail square footage, mainly associated with food offerings, have been introduced into certain markets, resulting in pressure on prices and customer retention.

Full year 2005 net earnings decreased \$222 million or 22.9% and basic net earnings per common share decreased 81 cents or 22.9% over 2004. This decline included a decrease of 15.2% in operating income and a 5.4% increase in interest expense. The effective income tax rate increased to 34.8% in 2005 from 31.5% in 2004.

In 2004, net earnings increased \$123 million or 14.6% and basic net earnings per common share increased 46 cents or 15.0% over 2003. The improvement was due to an increase in operating income of 12.6% over 2003 partially offset by a 21.9% increase in interest expense. The effective income tax rate declined to 31.5% in 2004 from 33.5% in 2003.

Operating income for the full year 2005 was lower than in 2004 as a result of ongoing transformative changes and certain other charges outlined previously. Over the two year period, net interest expense increased, primarily due to the increased weighted average borrowing levels required to support the Company's

funding requirements. The 2005 increase in the effective income tax rate was mainly as a result of the impact related to the net effect of stock-based compensation and the associated equity forwards. The 2004 effective income tax rate was positively impacted by the successful resolution of certain income tax matters from a previous year of \$14 million.

Adjusted basic net earnings per common share<sup>(1)</sup> decreased 3.7% to \$3.35 in 2005 from \$3.48 in 2004 and increased 12.3% to \$3.48 in 2004 from \$3.10 in 2003.

Total assets of the Company continued to increase. Fixed assets have grown as a result of the capital investment program. Inventory growth resulted from an investment in general merchandise. Inventory turns of general merchandise categories are lower than those of food categories, resulting in higher aggregate levels of investment in general merchandise inventories as that business developed. A substantial portion of credit card receivables is sold to an independent trust and the unsecured balance net of the allowance for credit losses increased by \$94 million since 2003. Cash flows from operating activities have covered a large portion of the funding requirements for the Company. For each of 2005 and 2004, total long term debt issued net of the amounts retired was approximately \$100 million. The amount of fixed rate debt issued in any given year is intended to continue to preserve the Company's liquidity needs. In addition, long term debt increased in 2005 as a result of consolidating \$126 million of VIE long term debt (\$23 million of which is due within one year) pursuant to AcG 15.

#### Summary of Quarterly Results<sup>(1)</sup> (unaudited)

(\$ millions except where otherwise indicated)	2005					2004				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total (audited)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total (audited)
Sales	\$ 6,124	\$ 6,436	\$ 8,653	\$ 6,588	\$ 27,801	\$ 5,677	\$ 6,069	\$ 8,134	\$ 6,329	\$ 26,209
Net earnings	\$ 142	\$ 211	\$ 192	\$ 201	\$ 746	\$ 176	\$ 197	\$ 258	\$ 337	\$ 968
Net earnings per common share										
Basic (\$)	\$ .52	\$ .77	\$ .70	\$ .73	\$ 2.72	\$ .64	\$ .72	\$ .94	\$ 1.23	\$ 3.53
Diluted (\$)	\$ .52	\$ .76	\$ .70	\$ .73	\$ 2.71	\$ .64	\$ .71	\$ .94	\$ 1.22	\$ 3.51

(1) During 2005, the Company implemented AcG 15 retroactively without restatement as described in the "Accounting Standards" section of this MD&A. The implementation of Emerging Issues Committee Abstract 144, "Accounting by a Customer (Including a Reseller) for Certain Consideration received from a Vendor" ("EIC 144"), in the third quarter of 2004 on a retroactive basis with restatement did not result in a material change in the quarterly net earnings.

Dividends declared per common share have been consistent with the Company's policy of maintaining a dividend payment equal to approximately 20% to 25% of the prior year's adjusted basic net earnings per common share.

During the two year period ended December 31, 2005, the Company implemented several new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA"). The new accounting standards implemented in 2005 and the resulting impact on the financial position and results of operations are outlined in the Accounting Standards section of this MD&A. The following standards were implemented in 2004:

- Section 3063, "Impairment of Long-lived Assets";
- AcG 13, "Hedging Relationships";
- Section 3110, "Asset Retirement Obligations";
- Emerging Issues Committee ("EIC") Abstract 144, "Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor" and
- Section 3461, "Employee Future Benefits" (for enhanced disclosure).

## 8. Quarterly Results of Operations

### 8.1 Results by Quarter

The 52 week reporting cycle followed by the Company is divided into four quarters of 12 weeks each except for the third quarter which is 16 weeks in duration. The following is a summary of selected consolidated financial information derived from the Company's unaudited interim consolidated financial statements for each of the eight most recently completed quarters. This information was prepared in accordance with Canadian GAAP and is reported in Canadian dollars.

Sales growth in 2005 was impacted by various factors. Sales from VIEs consolidated by the Company in 2005 accounted for quarterly sales growth of between 1.2% and 1.7% when compared to the respective quarters in 2004. Sales growth during the last two quarters of 2005 continued to be negatively impacted by supply chain disruptions which started earlier in the year. Net retail square footage increased by 2.8 million square feet in 2005 and was somewhat weighted over the last two quarters. Same-store sales growth declined during the year from 2.4% in the first quarter to a decline of approximately 0.7% in the fourth quarter. Overall national food price inflation, as measured by CPI, during 2005 was approximately 2%, trending downwards in the last quarter of the year.

Fluctuations in quarterly net earnings in 2005 reflect the impact of restructuring and other charges resulting from the ongoing transformative changes. Quarter-to-quarter variability was also caused by the following:

- Fluctuations in stock-based compensation net of the impact of the associated equity forwards as a result of changes in the market price of the Company's common shares;
- \$30 million of direct costs in 2005 related to the handling, storage and movement of inventory from supply chain disruptions, of which \$20 million was incurred in the third quarter and an additional \$10 million was incurred in the fourth quarter;
- \$40 million in GST and PST related charges recorded in the third quarter of 2005; and
- Higher than normal inventory shrink in the general merchandise categories throughout 2005 with some progress back to more normal levels in the fourth quarter.

Interest expense increased in the third and fourth quarters of 2005 over 2004 primarily due to the maturity of a portion of the interest rate swaps.

The change in the quarterly effective income tax rate for 2005 over 2004 was primarily due to the change in the proportion of taxable income across different tax jurisdictions, the income tax impact related to stock-based compensation and the associated equity forwards and a reversal of \$14 million due to the successful resolution in the first quarter of 2004 of certain income tax matters from a previous year.

During 2005 and 2004 the Company purchased common shares for cancellation pursuant to its NCIB. The weighted average number of common shares outstanding has not been significantly impacted by these purchases.

## 8.2 Fourth Quarter Results

The following is a summary of selected consolidated information for the fourth quarter of 2005 extracted from the Company's preliminary unaudited consolidated financial statements. This information was prepared in accordance with Canadian GAAP and is reported in Canadian dollars. The analysis of the data contained in the table focuses on the results of operations and changes in the financial condition and cash flows in the fourth quarter.

Selected Consolidated Information for the Fourth Quarter  
(unaudited)

(\$ millions except where otherwise indicated)	2005 (12 weeks)	2004 (12 weeks)
Sales	\$ 6,588	\$ 6,329
Sales excluding impact of VIEs <sup>(1)</sup>	6,501	6,329
Operating income	394	530
Adjusted operating income <sup>(1)</sup>	441	522
Interest expense	61	56
Income taxes	132	137
Net earnings	201	337
Net earnings per common share (\$)		
Basic	.73	1.23
Adjusted basic <sup>(1)</sup>	.94	1.17
Diluted	.73	1.22
Cash flows from (used in):		
Operating activities	830	894
Investing activities	(456)	(430)
Financing activities	(333)	(489)
Dividends declared per common share (\$)	.21	.19

(1) See Non-GAAP financial measures on page 33.

Sales for the fourth quarter of 2005 increased 4.1% or \$259 million to \$6.6 billion from \$6.3 billion reported in the fourth quarter of 2004, including an increase of 1.4% or \$87 million related to the consolidation of certain independent franchisees.

Sales and Sales Growth Excluding Impact of VIEs<sup>(1)</sup>

(\$ millions except where otherwise indicated)	2005 (12 weeks)	2004 (12 weeks)
Total sales	\$ 6,588	\$ 6,329
Less: Sales attributable to the consolidation of VIEs pursuant to AcG 15	87	
Sales excluding impact of VIEs <sup>(1)</sup>	\$ 6,501	\$ 6,329
Total sales growth <sup>(2)</sup>	4.1%	(0.7)%
Less: Positive impact on sales growth attributable to the consolidation of VIEs pursuant to AcG 15	1.4%	
Sales growth excluding impact of VIEs <sup>(1)</sup>	2.7%	(0.7)%

(1) See Non-GAAP Financial Measures on page 33.

(2) Sales growth in 2004 calculated on a 13 week base in 2003.

The extra week in 2003 had a negative impact of approximately 7.5% on the 2004 sales growth shown in the table above.

Sales in the fourth quarter continued to be negatively impacted by the supply chain disruptions which started earlier in 2005. Some improved stability had been realized in the latter part of the quarter but significant improvements are not expected to be felt until mid-2006. *The Real Canadian Superstore* program has been positively received in Ontario and has enjoyed growth in both absolute and same-store sales.

Fourth quarter same-store sales in 2005 declined approximately 0.7% when compared to the same period last year. Expected sales growth was also negatively impacted by approximately 0.9% to 1.2% for the quarter due to supply chain disruptions and a drop in service levels. During the quarter, 17 new corporate and franchised stores were opened and 9 stores were closed, resulting in a net increase of 0.8 million square feet of retail square footage. The Company's calculation of food price inflation was reasonably consistent with the national food price inflation as measured by CPI of approximately 1% for the quarter.

Operating income for the fourth quarter of 2005 decreased \$136 million or 25.7% from the fourth quarter of 2004 to \$394 million. Operating margin declined to 6.0% from 8.4% in the comparable period of 2004. Fourth quarter operating income in 2005 included a \$6 million charge for restructuring and other

charges and incremental direct costs of approximately \$10 million related to supply chain disruptions. A charge of \$27 million related to stock-based compensation net of the impact of the associated equity forwards was also recorded in the fourth quarter and compared to \$8 million income in 2004. These items in addition to the negative \$4 million VIE impact, accounted for a decline in operating margin of approximately 0.8 of a percentage point for the quarter.

The effective income tax rate for the fourth quarter of 2005 increased to 39.6% from 28.9% in 2004 mainly as a result of the change in the income tax impact related to stock-based compensation and the associated equity forwards.

Net earnings for the quarter were at \$201 million, \$136 million or 40.4% below the same period last year. Basic net earnings per common share decreased 50 cents, or 40.7%, to 73 cents in 2005 from \$1.23 in 2004. Adjusted basic net earnings per common share<sup>(1)</sup> decreased 23 cents or 19.7% to 94 cents in 2005 from \$1.17 in 2004.

Fourth quarter cash flows from operating activities were \$830 million in 2005 compared to \$894 million in 2004. The decrease was mainly a result of lower net earnings before minority interest. Fourth quarter cash flows used in investing activities were \$456 million in 2005 compared to \$430 million in 2004.

Fourth quarter cash flows used in financing activities were \$333 million in 2005 compared to \$489 million in 2004, decreasing mainly due to the repayment of the Company's \$100 million 6.35% Provigo Inc. Debenture as it matured during the fourth quarter of 2004.

Further discussion and analysis of the fourth quarter results was provided in the Company's 2005 Fourth Quarter News Release which is available online at [www.sedar.com](http://www.sedar.com).

## 9. Disclosure Controls and Procedures

Based on an evaluation of the Company's disclosure controls and procedures, the Company's President and Executive Vice President have concluded that these controls and procedures were effective as of December 31, 2005.

## 10. Risks and Risk Management

### 10.1 Operating Risks and Risk Management

In the normal course of business, the Company is exposed to operating risks that have the potential to negatively affect its financial performance. The Company has operating and risk management strategies and insurance programs which help to minimize these operating risks.

**Industry** The retail industry in Canada is a changing and competitive market. Consumer needs drive industry changes, which are impacted by changing demographic and economic trends such as changes in disposable income, increasing ethnic diversity, nutritional awareness and time availability. Over the past several years, consumers have demanded more choice, value and convenience. If the Company is ineffective in responding to these demands, its financial performance could be negatively impacted.

The Company monitors its market share and the market in which it operates, and will adjust its operating strategies, which include, but are not limited to, relocating stores or reformatting them under a different banner, reviewing pricing and adjusting product offerings and marketing programs. The Company's control label program represents a significant competitive advantage because it enhances customer loyalty by offering superior value and provides some protection against national brand pricing strategies.

**Competitive Environment** The Company faces increasing competition from many types of non-traditional competitors, such as mass merchandisers, warehouse clubs, drugstores, limited assortment stores, discount stores, convenience stores and specialty stores, all of which continue to increase their offerings of products typically associated with traditional supermarkets. In order to compete effectively and efficiently, the Company is developing and operating new departments and services that complement the traditional supermarket layout, as well as enhancing its product and service offerings. The Company is also subject to competitive pressures from new entrants into the marketplace and from the potential consolidation of existing competitors. These competitors may have extensive resources which will allow them to compete effectively with the Company in the long term. In order to remain competitive by having an optimal cost structure,

the Company continuously evaluates and implements various cost saving initiatives. The Company may not always achieve the expected cost savings and other benefits of these initiatives, which could negatively impact the Company's financial performance.

The Company continuously evaluates the markets it operates in and will enter new markets and review acquisitions when opportunities arise and will also exit a particular market and reallocate assets elsewhere when there is a strategic advantage to doing so. The Company pursues a strategy of enhancing profitability on a market-by-market basis using a multi-format approach. By operating across Canada through corporate stores, franchised stores and associated stores and by servicing independent accounts, the Company strategically minimizes and balances its exposure to industry and competitive risks.

Increased competition could adversely affect the Company's ability to achieve its objectives. The Company's inability to compete effectively with its current or any future competitors could result in, among other things, lessening of market share and lower pricing in response to its competitors' pricing activities. Accordingly, the Company's competitive position and financial performance could be negatively impacted.

**Food Safety and Public Health** The Company is subject to potential liabilities connected with its business operations, including potential exposures associated with product defects, food safety and product handling. Such liabilities may arise in relation to the storage, distribution and display of products and, with respect to the Company's control label products, in relation to the production, packaging and design of products.

A majority of the Company's sales are generated from food products and the Company could be vulnerable in the event of a significant outbreak of food-borne illness or increased public health concerns in connection with certain food products. Such an event could negatively affect the Company's financial performance. Procedures are in place to manage such events should they occur. These procedures identify risks, provide clear communication to employees and consumers and ensure that potentially harmful products are removed from inventories immediately. Food safety related

liability exposures are insured by the Company's insurance program. In addition, the Company has food safety policies and programs which address safe food handling and preparation standards. The Company endeavours to employ best practices for the storage and distribution of food products and is intensifying the campaign for consumer awareness of safe food handling and consumption.

In the event of a significant public health crisis, such as a flu or other type of pandemic, it is possible that significant numbers of customers may choose to limit their activities outside of their home, including shopping trips, thereby negatively impacting the Company's sales. Furthermore, it may not be possible to adequately staff all the Company's stores during such an event. The Company is in the process of preparing a plan for its approach to such an event.

**Labour** A significant portion of the Company's workforce is unionized. Renegotiating collective agreements might result in work stoppages or slowdowns, which could negatively affect the Company's financial performance, depending on their nature and duration. The Company is willing to accept the short term costs of labour disruption in order to negotiate competitive labour costs and operating conditions for the longer term. Significant labour negotiations took place across the Company in 2005 as 54 collective agreements expired and another 61 collective agreements were successfully negotiated which represented a combination of agreements expiring in 2005, those carried over from prior years, and those negotiated early. In 2006, 79 collective agreements affecting approximately 41,354 employees will expire, with the single largest agreement covering approximately 14,300 employees. The Company will also continue to negotiate the 35 collective agreements carried over from 2003, 2004 and 2005 and anticipates no labour disruption with respect to these negotiations. The Company has good relations with its employees and unions and, although it is possible, does not anticipate any unusual difficulties in renegotiating these agreements.

Several of the Company's competitors operate in a non-union environment. These competitors may benefit from lower labour costs, making it more difficult for the Company to compete.

**Employee Future Benefit Contributions** While the Company's registered funded defined benefit pension plans are currently adequately funded and returns on pension plan assets are in line with expectations, there is no assurance that this will continue. An extended period of depressed capital markets and low interest rates could require the Company to make contributions to its registered funded defined benefit pension plans in excess of those currently contemplated, which in turn could have a negative effect on its financial performance.

During 2005, the Company contributed \$59 million (2004 – \$40 million) to its registered funded defined benefit pension plans. During 2006, the Company expects to contribute approximately \$61 million to these plans. In 2006, the Company also expects to make a contribution of \$16 million to the long term disability plan in addition to contributions to defined contribution pension plans and multi-employer pension plans, as well as benefit payments to the beneficiaries of the unfunded defined benefit pension and other benefit plans.

In addition to the Company-sponsored pension plans, the Company participates in various multi-employer pension plans, providing pension benefits in which approximately 40% (2004 – 41%) of employees of the Company and of its franchisees participate. The administration of these plans and the investment of their assets are legally controlled by a board of independent trustees generally consisting of an equal number of union and employer representatives. In some circumstances, Loblaw may have a representative on the board of trustees of these multi-employer pension plans. The Company's responsibility to make contributions to these plans is limited by the amounts established pursuant to its collective agreements. Pension cost for these plans is recognized as contributions are paid. The Financial Services Commission of Ontario has recently issued a report concerning one of these multi-employer pension plans. The report deals with alleged breaches of the Ontario pension and benefits legislation in connection with certain of the investments of the plan under review and its governance practices.

**Third-Party Service Providers** Certain aspects of the Company's business are significantly affected by third parties. While appropriate contractual arrangements are put in place with these third parties, the Company

has no direct influence over how such third parties are managed. It is possible that negative events affecting these third parties could in turn negatively impact the Company's operations and its financial performance.

A large portion of the Company's case-ready meat products are produced by a third party which operates facilities dedicated to Loblaw.

The Company's control label products which are among the most recognized brands in Canada are manufactured under contract by third-party vendors. In order to preserve the brands' equity, these vendors are held to high standards of quality.

The Company also uses third-party logistic services including those in connection with a dedicated warehouse and distribution centre in Pickering, Ontario and third-party common carriers. Any disruption in these services could interrupt the delivery of merchandise to the stores and therefore could negatively impact sales.

*President's Choice Financial* banking services are provided by a major Canadian chartered bank. PC Bank uses third-party service providers to process credit card transactions, operate call centres and monitor credit and fraud for the *President's Choice Financial* MasterCard®. In order to minimize operating risk, PC Bank and the Company actively manage and

monitor their relationships with all third-party service providers. PC Bank has developed a vendor management policy, approved by its Board of Directors, and provides its Board with regular reports on vendor management and risk assessment. *PC Financial* home and auto insurance products are provided by companies within the Aviva Canada group, the Canadian subsidiary of a major international property and casualty insurance provider.

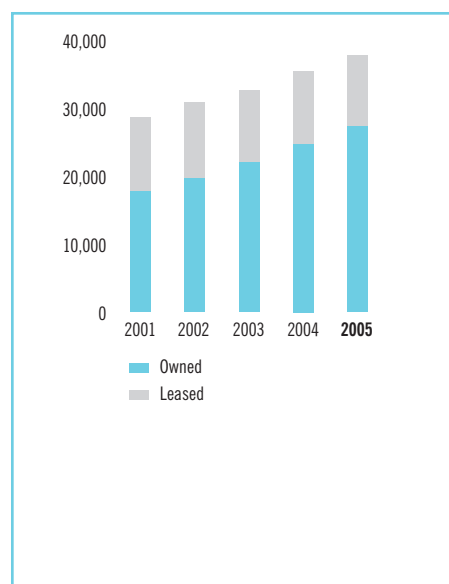
**Real Estate** The availability and conditions affecting the acquisition and development of real estate properties may impact the Company's ability to execute its planned real estate program on schedule and therefore, its ability to achieve its sales targets. Real estate development plans may be contingent on successful negotiation of labour agreements with respect to same-site expansion or redevelopment. As the Company expands its general merchandise offering, on-time execution of the real estate program becomes increasingly important due to significantly longer lead times required for ordering this merchandise. Delays in execution could lead to inventory management issues. The Company maintains a significant portfolio of owned retail real estate and, whenever practical, pursues a strategy of purchasing sites for future store locations. This enhances the Company's operating flexibility by allowing the Company to introduce new departments and services that could be precluded under operating leases. At year end 2005, the Company owned 72% (2004 – 70%) of its corporate store square footage.

**Seasonality** The Company's operations as they relate to food, specifically inventory levels, sales volume and product mix, are impacted to some degree by certain holiday periods in the year. As the Company expands the breadth of its general merchandise offering, it may increase the number of seasonal products offered and its operations may therefore be subject to more seasonal fluctuations.

**Leadership Development and Employee Retention** Effective leadership is essential to sustaining the growth and success of the Company. The Company continues to focus on the development of leaders at all levels and across all regions by executing tailored leadership development programs that provide the knowledge and skills necessary to drive positive change and ensure

### Corporate Stores Owned vs. Leased

(thousands of sq. ft.)



effective execution. The degree to which the Company is effective in developing its leaders and retaining key employees could affect its ability to execute its strategies, efficiently run its operations and meet its goals for financial performance.

A new office facility and Store Support Centre in Brampton, Ontario opened in the third quarter of 2005 combining several administrative and operating offices from across southern Ontario and the general merchandise operations from Calgary, Alberta. In addition, internal reorganizations involving the merchandising, procurement and operations groups took effect. These initiatives may result in further short term employee turnover and disruption as certain employees may assume new roles and responsibilities.

**Utility and Fuel Prices** The Company is a significant consumer of electricity, other utilities and fuel. Unanticipated cost increases in these items could negatively affect the Company's financial performance.

**Insurance** The Company limits its exposure to risk through a combination of appropriate levels of self-insurance and the purchase of various insurance coverages including an integrated insurance program. The Company's insurance program is based on various lines and limits of coverage which provides the appropriate level of retained and insured risks. Insurance is arranged on a multi-year basis with reliable, financially stable insurance companies as rated by A.M. Best Company, Inc. The Company combines comprehensive risk management programs and the active management of claims handling and litigation processes by using internal professionals and external technical expertise to manage the risk it retains.

**Environmental, Health and Safety** The Company has environmental, health and workplace safety programs in place and has established policies and procedures aimed at ensuring compliance with applicable legislative requirements. To this end, the Company employs risk assessments and audits using internal and external resources together with employee awareness programs throughout its operating locations.

The Company endeavours to be socially and environmentally responsible, and recognizes that the

competitive pressures for economic growth and cost efficiency must be integrated with sound environmental stewardship and ecological considerations. Environmental protection requirements do not and are not expected to have an adverse effect on the Company's financial performance.

The Environmental, Health and Safety Committee of the Board receives regular reporting from management addressing current and potential future issues, identifying new legislative concerns and related communication efforts.

**Ethical Business Conduct** Any failure of the Company to adhere to its policies, the law or ethical business practices could significantly affect its reputation and brands and could therefore, negatively impact the Company's financial performance. The Company has adopted a Code of Business Conduct which employees of the Company are required to acknowledge and agree to on a regular basis. The Company has established an Ethics and Business Conduct Committee which monitors compliance with the Code of Business Conduct and determines how the Company can best ensure it is conducting its business in an ethical manner. The Company has also adopted a Vendor Code of Conduct which outlines its ethical expectations to its vendor community in a number of areas, including social responsibility.

**Legal, Taxation and Accounting** Changes to any of the laws, rules, regulations or policies related to the Company's business including the production, processing, preparation, distribution, packaging and labelling of its products could have an adverse impact on its financial and operational performance. In the course of complying with such changes, the Company may incur significant costs. Failure by the Company to fully comply with applicable laws, rules, regulations and policies may subject it to civil or regulatory actions or proceedings, including fines, assessments, injunctions, recalls or seizures, which may have an adverse effect on the Company's financial results.

There can be no assurance that the tax laws and regulations in the jurisdictions affecting the Company will not be changed in a manner which could adversely affect the Company. New accounting pronouncements

introduced by appropriate authoritative bodies may also impact the Company's financial results.

**Holding Company Structure** Loblaw Companies Limited is a holding company. As such, it does not carry on business directly but does so through its subsidiaries. It has no major source of income or assets of its own, other than the interests it has in its subsidiaries, which are all separate legal entities. Loblaw Companies Limited is therefore financially dependent on dividends and other distributions it receives from its subsidiaries.

## 10.2 Financial Risks and Risk Management

In the normal course of business, the Company is exposed to financial risks that have the potential to negatively affect its financial performance including financial risks related to changes in foreign currency exchange rates, interest rates and the market price of the Company's common shares. These risks and the actions taken to minimize them are discussed below. The Company is also exposed to credit risk on certain of its financial instruments.

**Financial Derivative Instruments** The Company uses over-the-counter financial derivative instruments, specifically cross currency basis swaps, interest rate swaps and equity forwards, to minimize the risks and costs associated with its financing activities and its stock-based compensation plans. The Company maintains treasury centres that operate under policies and guidelines approved by the Board covering funding, investing, equity, foreign currency exchange and interest rate management. The Company's policies and guidelines prevent it from using any financial derivative instrument for trading or speculative purposes. See Notes 1 and 18 to the consolidated financial statements for additional information on the Company's financial derivative instruments.

**Foreign Currency Exchange Rate** The Company enters into cross currency basis swaps to manage its current and anticipated exposure to fluctuations in foreign currency exchange rates. The Company's cross currency basis swaps are transactions in which floating interest payments and principal in United States dollars are exchanged against the receipt of floating interest payments and principal in Canadian dollars. These cross currency basis swaps limit the Company's

exposure against foreign currency exchange rate fluctuations on a portion of its United States dollar denominated assets, principally cash, cash equivalents and short term investments.

**Interest Rate** The Company enters into interest rate swaps to manage its current and anticipated exposure to fluctuations in interest rates and market liquidity. Interest rate swaps are transactions in which the Company exchanges interest flows with a counterparty on a specified notional amount for a predetermined period based on agreed upon fixed and floating interest rates. Notional amounts are not exchanged. The Company monitors market conditions and the impact of interest rate fluctuations on its fixed and floating interest rate exposure mix on an ongoing basis.

**Common Share Market Price** The Company enters into equity forwards to manage its current and anticipated exposure to fluctuations in its stock-based compensation cost as a result of changes in the market price of its common shares. These equity forwards change in value as the market price of the underlying common shares changes, which results in a partial offset to fluctuations in the Company's stock-based compensation costs. The partial offset between the Company's stock-based compensation costs and the equity forwards exists as long as the market price of the Company's common shares exceeds the exercise price of employee stock options. As disclosed in Note 17 to the consolidated financial statements, 2,254,639 stock options had exercise prices which were greater than the market price of the Company's common shares at year end.

**Counterparty** Over-the-counter financial derivative instruments are subject to counterparty risk. Counterparty risk arises from the possibility that market changes may affect a counterparty's position unfavourably and that the counterparty defaults on its obligations to the Company. The Company has sought to minimize potential counterparty risk and losses by conducting transactions for its derivative agreements with counterparties that have at minimum a long term A credit rating from a recognized credit rating agency and by placing risk adjusted limits on its exposure to any single counterparty for its financial derivative agreements. The Company has internal policies, controls and reporting processes, which require ongoing assessment and corrective

action, if necessary, with respect to its derivative transactions. In addition, principal amounts on cross currency basis swaps and equity forwards are each netted by agreement and there is no exposure to loss of the original notional principal amounts on the interest rate swaps and equity forwards.

**Credit** The Company's exposure to credit risk relates to the Company's cash equivalents and short term investments, PC Bank's credit card receivables and accounts receivable from franchisees, associates and independent accounts.

Credit risk associated with the Company's cash equivalents and short term investments results from the possibility that a counterparty may default on the repayment of a security. This risk is mitigated by the established policies and guidelines that require issuers of permissible investments to have at minimum a long term A credit rating from a recognized credit rating agency and that specify minimum and maximum exposures to specific issuers.

PC Bank manages the *President's Choice Financial MasterCard*<sup>®</sup>. PC Bank grants credit to its customers on *President's Choice Financial MasterCard*<sup>®</sup> with the intention of increasing the loyalty of those customers and the Company's profitability. Credit risk results from the potential for loss due to those customers defaulting on their payment obligations. In order to minimize the associated credit risk, PC Bank employs stringent credit scoring techniques, actively monitors the credit card portfolio and reviews techniques and technology that can improve the effectiveness of its collection process. In addition, these receivables are dispersed among a large, diversified group of credit card customers.

The Company also has accounts receivable from its franchisees, associates and independent accounts, mainly as a result of sales to these customers. The Company actively monitors the balances on an ongoing basis and collects funds from its franchisees on a frequent basis in accordance with terms specified in the applicable agreements.

#### 11. Related Party Transactions

The Company's majority shareholder, George Weston Limited and its affiliates ("Weston") (other than the

Company) are related parties. It is the Company's policy to conduct all transactions and settle balances with related parties on market terms and conditions.

Related party transactions between the Company and Weston include:

- inventory purchases,
- cost sharing agreements,
- real estate leases,
- borrowings/lendings,
- income tax matters, and
- management agreements.

During 2005, Glenhuron Bank Limited ("Glenhuron"), a wholly owned subsidiary of the Company, sold a portfolio of third-party long term loans receivable to a wholly owned subsidiary of George Weston Limited. Originally, the loans in this portfolio were acquired from third-party financial institutions in 2001. This transaction was undertaken by Glenhuron as part of its overall ongoing management of its investment portfolio.

The amount of the cash consideration of U.S.\$106 million was based on a fair market value of the loan portfolio and was approximately equal to carrying value. An independent review of the valuation analysis has been obtained by the Company to ensure that Glenhuron's methodology used in arriving at fair market value was reasonable. As at the date of sale, the current portion of this loan portfolio of U.S.\$13 million was included in accounts receivable and the long term portion of U.S.\$93 million was included in other assets.

Glenhuron has entered into an agreement with the George Weston Limited subsidiary for the administration of the loan portfolio.

For a detailed description of the Company's related party transactions, see Note 20 to the consolidated financial statements.

#### 12. Critical Accounting Estimates

The preparation of financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures made in the consolidated financial statements and accompanying notes.

Management continually evaluates the estimates and assumptions it uses. These estimates and assumptions are based on management's historical experience, best knowledge of current events and conditions and activities that the Company may undertake in the future. Actual results could differ from these estimates.

The estimates and assumptions described in this section depend upon subjective or complex judgments about matters that may be uncertain and changes in these estimates and assumptions could materially impact the consolidated financial statements.

### **12.1 Valuation of Inventories**

Certain retail store inventories are stated at the lower of cost and estimated net realizable value less normal gross profit margin. Significant estimation or judgment is required in the determination of (i) discount factors used to convert inventory to cost after a physical count at retail has been completed and (ii) estimated inventory losses, or shrinkage, occurring between the last physical inventory count and the balance sheet date.

Inventories counted at retail are converted to cost by applying a discount factor to retail selling prices. This discount factor is determined at a category or department level, is calculated in relation to historical gross margins and is reviewed on a regular basis for reasonableness.

Inventory shrinkage, which is calculated as a percentage of sales, is evaluated throughout the year and provides for estimated inventory shortages from the last physical count to the balance sheet date. To the extent that actual losses experienced vary from those estimated, both inventories and operating income may be impacted.

Changes or differences in these estimates may result in changes to inventories on the consolidated balance sheet and a charge or credit to operating income in the consolidated statement of earnings.

### **12.2 Employee Future Benefits**

The cost and accrued benefit plan obligations of the Company's defined benefit pension plans and other benefit plans are accrued based on actuarial valuations which are dependent on assumptions determined by management. These assumptions include the discount

rate, the expected long term rate of return on plan assets, the expected growth rate of health care costs, the rate of compensation increase, retirement ages and mortality rates. These assumptions are reviewed annually by management and the Company's actuaries.

The discount rate, the expected long term rate of return on plan assets and the expected growth rate in health care costs are the three most significant assumptions.

The discount rates are based on market interest rates, as at the Company's measurement date of September 30 on a portfolio of Corporate AA bonds with terms to maturity that, on average, match the terms of the accrued benefit plan obligations. The discount rates used to determine the 2005 net cost for defined benefit pension and other benefit plans were 6.25% and 6.1%, respectively, on a weighted average basis, compared to 6.25% and 6.0%, respectively, in 2004. Certain defined benefit pension and other benefit plans affected by the plan to restructure the supply chain operations nationally, were remeasured as at March 31, 2005. For these plans, costs subsequent to April 1, 2005 were determined using a discount rate of 5.75%, resulting in a nominal impact to net earnings and curtailment gains which were offset against unamortized net actuarial losses for these plans. Additional defined benefit pension costs also resulted from the restructuring plan and were recorded in restructuring and other charges in the consolidated statement of earnings. The discount rates used to determine the net 2006 defined benefit pension and other benefit plans costs decreased to 5.25% and 5.2%, respectively and as a result, the Company expects an increase in these costs in 2006.

The expected long term rate of return on plan assets is based on historical returns, on the asset mix and on the active management of defined benefit pension plan assets. The Company's defined benefit pension plan assets had a 10 year annualized return of 9.3% as at the 2005 measurement date. The actual annual returns within this 10 year period varied with market conditions. Consistent with 2005, the Company has assumed an 8.0% expected long term rate of return on plan assets in calculating its defined benefit pension plans cost for 2006.

The expected growth rate in health care costs for 2005 was based on external data and the Company's historical trends. Higher initial growth rates were used in 2006, when compared to 2005.

Since the three key assumptions discussed above are forward-looking and long term in nature, they are subject to uncertainty and actual results may differ. Differences between actual experience and the assumptions and changes in the assumptions may result in changes to the accrued benefit plan asset and liability presented in the consolidated balance sheet and the defined benefit pension and other benefit plans cost recognized in the consolidated statement of earnings.

In accordance with Canadian GAAP, the difference between actual results and assumptions are accumulated in net actuarial gain or loss. The magnitude of any immediate impact to the Company's operating income is mitigated by the fact that the excess net accumulated actuarial gain or loss over 10% of the greater of the accrued benefit plan obligation or the fair value of the plan assets at the beginning of the year is amortized over the expected average remaining service period of the active employees. As at September 30, 2005, the unamortized net actuarial loss was \$271 million (2004 – \$137 million) for defined benefit pension plans and \$128 million (2004 – \$70 million) for other benefit plans.

Additional information regarding the Company's pension and other benefit plans, including a sensitivity analysis for changes in key assumptions, is provided in Note 13 to the consolidated financial statements and in the Employee Future Benefit Contributions discussion in the Operating Risks and Risk Management section of this MD&A.

### 12.3 Goodwill

Goodwill is not amortized and is assessed for impairment at the reporting unit level at least annually. Any potential goodwill impairment is identified by comparing the fair value of a reporting unit to its carrying value. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not to be impaired. If the carrying value of the reporting unit exceeds its fair value, a more detailed goodwill impairment assessment must be undertaken. A goodwill impairment loss would be recognized to the extent that, at the reporting unit

level, the carrying value of goodwill exceeds the implied fair value. Any goodwill impairment will result in a reduction in the carrying value of goodwill on the consolidated balance sheet and in the recognition of a non-cash impairment charge in operating income in the consolidated statement of earnings.

The Company determines the fair value of its reporting units using a discounted cash flow model corroborated by other valuation techniques such as market multiples. The process of determining these fair values requires management to make estimates and assumptions including, but not limited to projected future sales, earnings and capital investment, discount rates and terminal growth rates. Projected future sales, earnings and capital investment are consistent with strategic plans presented to the Company's Board. Discount rates are based on an industry weighted average cost of capital. These estimates and assumptions may change in the future due to uncertain competitive and economic market conditions or changes in business strategies.

The Company performed the annual goodwill impairment test and it was determined that the fair value of each of the reporting units exceeded its respective carrying value and therefore, no goodwill impairment was identified.

### 12.4 Income Taxes

Future income tax assets and liabilities are recognized for the future income tax consequences attributable to temporary differences between the financial statement carrying values of assets and liabilities and their respective income tax bases. Future income tax assets or liabilities are measured using enacted or substantively enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The calculation of current and future income taxes requires management to make estimates and assumptions and to exercise judgment regarding the financial statement carrying values of assets and liabilities which are subject to accounting estimates inherent in those balances, the interpretation of income tax legislation across various jurisdictions, expectations about future operating results and the timing of reversal of temporary differences and possible audits of tax filings by the regulatory authorities. Management believes it has adequately provided for income taxes based on current available information.

Changes or differences in these estimates or assumptions may result in changes to the current or future income tax balances on the consolidated balance sheet, a charge or credit to income tax expense in the consolidated statement of earnings and may result in cash payments or receipts.

### **12.5 Goods and Services Tax ("GST") and Provincial Sales Taxes ("PST")**

During the third quarter of 2005, the Company recorded a charge relating to an audit and proposed assessment by the Canada Revenue Agency relating to GST on certain products sold between 2000 and 2002 on which GST was not appropriately charged and remitted. In light of this proposed assessment, the Company assessed and estimated the potential liabilities for GST and PST in other areas of its operations for various periods up to the end of 2004. Accordingly, a charge of \$40 million was recorded in operating income in the third quarter to reflect management's best estimate of all such potential tax liabilities of which management is currently aware. Approximately \$15 million of this amount was settled during the fourth quarter of 2005. The ultimate remaining amount paid will depend on the outcome of audits performed by, or settlements reached with the various tax authorities and therefore may differ from this estimate. Management will continue to assess the remaining accrual as progress towards resolution with the various tax authorities is made and will adjust the remaining accrual accordingly. Changes in this accrual may result in a charge or credit to operating income in the consolidated statement of earnings.

## **13. Accounting Standards**

### **13.1 Accounting Standards Implemented in 2005**

Effective January 2, 2005, the Company implemented the following accounting standards issued by the CICA:

- Accounting Guideline 15, "*Consolidation of Variable Interest Entities*", issued by the CICA in June 2003 and amended in September 2004 requires the consolidation of certain entities that are subject to control on a basis other than through ownership of a majority of voting interests.

AcG 15 defines a variable interest entity as an entity that either does not have sufficient equity at risk to finance its activities without subordinated financial support or where the holders of the equity at risk

lack the characteristics of a controlling financial interest. AcG 15 requires the primary beneficiary to consolidate VIEs.

AcG 15 considers an entity to be the primary beneficiary of a VIE if it holds variable interests that expose it to a majority of the VIE's expected losses or that entitle it to receive a majority of the VIE's expected residual returns or both.

Prior to AcG 15, the Company consolidated all entities that it controlled through ownership of a majority of voting interests. Effective January 2, 2005, the Company implemented AcG 15, retroactively without restatement of prior periods and as a result, the Company consolidates entities in which it has control through ownership of a majority of the voting interests as well as all VIEs for which it is the primary beneficiary.

Upon implementation of AcG 15, the Company identified the following significant VIEs:

**Independent Franchisees** The Company enters into various forms of franchise agreements that generally require the independent franchisee to purchase inventory from the Company and pay certain fees in exchange for services provided by the Company and for the right to use certain trademarks and licences owned by the Company. Independent franchisees generally lease the land and building from the Company, and when eligible, may obtain financing through a structure involving independent trusts to facilitate the purchase of the majority of their inventory and fixed assets, consisting mainly of fixturing and equipment. These trusts are administered by a major Canadian bank. Under the terms of certain franchise agreements, the Company may also lease equipment to independent franchisees. Independent franchisees may also obtain financing through operating lines of credit with traditional financial institutions or through issuing preferred shares or notes payable to the Company. The Company monitors the financial condition of its independent franchisees and provides for estimated losses or write-downs on its accounts and notes receivable or investments when appropriate. Upon implementation of AcG 15, the Company determined that 121 of its independent franchisee stores met the criteria for VIEs that require consolidation by the Company pursuant to AcG 15.

**Warehouse and Distribution Agreement** The Company has entered into a warehousing and distribution agreement with a third party to provide to the Company distribution and warehousing services from a dedicated facility. The Company has no equity interest in this third party; however, the terms of the agreement with the third party are such that the Company has determined that the third party meets the criteria for a VIE that requires consolidation by the Company. As a result of the fee structure agreed to with this third party, the impact of the consolidation of this warehouse and distribution entity was not material.

Accordingly, the Company has included the results of these independent franchisees and this third-party entity that provides distribution and warehousing services in its consolidated financial statements effective January 2, 2005.

Details of the amounts recorded upon implementation and the effect on the opening consolidated balance sheet as at January 2, 2005 are summarized below and include the impact of both the independent franchisees and the warehouse and distribution entity:

#### Condensed Consolidated Balance Sheet as at January 2, 2005

(\$ millions)	Condensed consolidated balance sheet as at January 2, 2005 before AcG 15 impact	Impact of the implementation of AcG 15	Condensed consolidated balance sheet as at January 2, 2005 after AcG 15 impact
Cash and cash equivalents	\$ 549	\$ 20	\$ 569
Short term investments	275		275
Accounts receivable	665	(73)	592
Inventories	1,821	78	1,899
Other current assets	113	4	117
<b>Total current assets</b>	<b>3,423</b>	<b>29</b>	<b>3,452</b>
Fixed assets	7,113	136	7,249
Goodwill	1,621	3	1,624
Other assets	792	(51)	741
<b>Total assets</b>	<b>\$ 12,949</b>	<b>\$ 117</b>	<b>\$ 13,066</b>
<b>Total current liabilities</b>	<b>\$ 3,133</b>	<b>\$ 48</b>	<b>\$ 3,181</b>
Long term debt	3,935	96	4,031
Other liabilities	467	(8)	459
Minority interest		10	10
<b>Total liabilities</b>	<b>7,535</b>	<b>146</b>	<b>7,681</b>
Common share capital	1,192		1,192
Retained earnings	4,222	(29)	4,193
<b>Total liabilities and shareholders' equity</b>	<b>\$ 12,949</b>	<b>\$ 117</b>	<b>\$ 13,066</b>

The impact of AcG 15 on the opening consolidated balance sheet can be further explained as follows:

- An after-tax, one-time charge of \$29 million (net of income taxes of \$12 million) was recorded upon implementation and resulted mainly from delaying the recognition of vendor monies to when the related inventories of the independent franchisees are sold to their customers, the excess of the independent franchisees' accumulated losses over the allowance for

doubtful accounts previously recorded by the Company and the reversal of initial franchise fees initially recognized upon the sale of franchises to third parties.

- Accounts receivable due from the independent franchisees and the investment in preferred shares of the independent franchisees were eliminated upon consolidation; cash and cash equivalents, inventories and fixed assets financed by long term debt (a portion of which is due within one year) were recorded.

- An increase in fixed assets and total current liabilities in respect of the warehouse and distribution entity.
- Minority interest representing the common stakeholder's equity in the respective VIEs.

As at December 31, 2005, 123 of the Company's independent franchise stores met the criteria for a VIE and were consolidated pursuant to AcG 15.

The impact from the consolidation of these VIEs on the consolidated balance sheet as at December 31, 2005 was not significantly different than the impact on the opening consolidated balance sheet as outlined above. The impact on the consolidated statement of earnings for the year ended December 31, 2005 was predominantly an increase in sales as quantified in the table "Sales and Sales Growth Excluding Impact of VIEs" included on page 6. The impact on basic net earnings per common share for 2005 was a decline of approximately 3 cents.

The consolidation of these VIEs by the Company does not result in any change to its tax, legal or credit risks nor does it result in the Company assuming any obligations of these third parties.

**Independent Trust** The Company has also identified that it holds a variable interest, by way of a standby letter of credit, in an independent trust which is used to securitize credit card receivables for PC Bank. In these securitizations, PC Bank sells a portion of its credit card receivables to the independent trust in exchange for cash. Although this independent trust has been identified as a VIE, it was determined that the Company is not the primary beneficiary and therefore this VIE is not subject to consolidation by the Company. The Company's maximum exposure to loss as a result of its involvement with this independent trust is disclosed in the Off-Balance Sheet Arrangements section of this MD&A and in Notes 8 and 19 to the consolidated financial statements.

- EIC Abstract 150, "Determining Whether an Arrangement Contains a Lease", ("EIC 150") addresses arrangements comprising a transaction or a series of transactions that do not take the legal form of a lease but convey a right to use a tangible asset in return for a payment or a series of payments. EIC 150 provides guidance for determining whether these types of arrangements contain a lease within the scope of Section 3065, "Leases", and should be accounted

for accordingly. The assessment should be based on whether the fulfillment of the arrangement is dependent on the use of specific tangible assets and whether the arrangement conveys the right to control the use of the tangible assets. This assessment should be made at inception of the arrangement and only reassessed if certain conditions are met. EIC 150 is effective for arrangements entered into or modified as of the beginning of 2005 and did not have any impact during 2005. The Company will continue to monitor whether EIC 150 is applicable to transactions undertaken by the Company.

- EIC Abstract 154, "Accounting for Pre-Existing Relationships Between the Parties of a Business Combination", ("EIC 154") issued on May 31, 2005, requires that a business combination between parties that have a pre-existing relationship be evaluated to determine if a settlement of a pre-existing contract has occurred which would require separate accounting from the business combination. The settlement of the pre-existing contract should be measured at the settlement amount as defined within the standard. In addition, EIC 154 requires that certain reacquired rights, including the rights to the acquirer's trade name under a franchise agreement, be recognized as an intangible asset separate from goodwill.

The Company has determined that acquisitions by the Company of franchised, associated and independent stores are within the scope of EIC 154. The adoption of EIC 154 by the Company on a prospective basis did not have a material impact on net earnings.

### 13.2 Future Accounting Standards

The Company closely monitors new accounting standards to assess the impact, if any, on its consolidated financial statements. In 2006, the Company will be reviewing the implications of the following standards and implementing the recommendations as required:

- In 2005, the Accounting Standards Board finalized its strategic plan for financial reporting in Canada whereby Canadian GAAP will converge with International Financial Reporting Standards over a five-year period. After this transitional period, Canadian GAAP will cease to exist as a separate, distinct basis of financial reporting. The Company will continue to monitor the changes resulting from this transition.

- EIC 156, "Accounting for Consideration by a Vendor to a Customer (Including a Reseller of the Vendor's Products)", issued in September 2005 addresses cash consideration, including a sales incentive, given by a vendor to a customer. This consideration is presumed to be a reduction of the selling price of the vendor's products and should therefore be classified as a reduction of sales in the vendor's income statement. These recommendations are effective for all interim and annual financial statements for fiscal years beginning on or after January 1, 2006. The Company is currently assessing the impact of these recommendations and will implement them in the first quarter of 2006.
- Section 3855, "Financial Instruments – Recognition and Measurement", Section 3865, "Hedges" and Section 1530, "Comprehensive Income" issued in January 2005:
- Section 3855, "Financial Instruments – Recognition and Measurement", establishes standards for recognizing and measuring financial assets, financial liabilities and non-financial derivatives. All financial instruments must be classified into a defined category, namely, held-to-maturity investments, held for trading, loans and receivables, available-for-sale financial assets, and other liabilities. This classification will determine how each instrument is measured and how gains and losses are recognized. In addition, the recommendations define derivatives to include non-financial derivatives and embedded derivatives which meet certain criteria. All such derivatives must be classified as held for trading and therefore recorded at fair value unless they are designated in a hedging relationship.
- Section 3865, "Hedges", replaces AcG 13, "Hedging Relationships" and the guidance formerly in Section 1650, "Foreign Currency Translation". The recommendations of this section are optional and are only required if the entity is applying hedge accounting. This section establishes standards for the accounting treatment of qualifying hedge relationships and the necessary disclosures.
- Section 1530, "Comprehensive Income", introduces a statement of comprehensive income which will be included in the full set of interim and annual financial statements. Comprehensive income will represent the change in equity during a period from transactions

and other events and circumstances from non-owner sources and will include all changes in equity other than those resulting from investments by owners and distributions to owners.

These standards are effective for interim and annual financial statements for fiscal years beginning on or after October 1, 2006. The Company is currently assessing the impact of these recommendations and will implement them in the first quarter of 2007 prospectively.

#### 14. Outlook

Loblaw continues to expect that the negative impact of its transformative process will be absorbed by the end of the second quarter of 2006. This includes an anticipated decline in adjusted basic net earnings per common share<sup>(1)</sup> in the first quarter of 2006 compared to the same period in 2005. This decline is expected to be consistent with the relative decline in adjusted basic net earnings per common share<sup>(1)</sup>, experienced in the fourth quarter of 2005. The Company expects that adjusted basic net earnings per common share<sup>(1)</sup> performance will improve during the second half of 2006.

The Company remains confident that its strategic plan is appropriate given the increased competitive landscape. It believes that the transformation will provide the benefits of being a national organization while operating locally in each community. Loblaw expects these initiatives will better position the Company to meet the food and everyday household needs of Canadian consumers, and make the Company more aligned, streamlined and efficient so that it can continue to offer customers the best value in the form of lower prices and better service.

Loblaw confirms its previously announced anticipated sales and earnings performance for the 2006 fiscal year. It anticipates that sales growth, excluding variable interest entities, will be in the range of 3% to 6%, while growth in adjusted basic net earnings per common share<sup>(1)</sup> will be in the range of 4% to 7%, as it enters 2006 with confidence in its strategy.

This outlook should be read in conjunction with the Forward-Looking Statements section of this MD&A on page 2.

## 15. Non-GAAP Financial Measures

The Company reports its financial results in accordance with Canadian GAAP. However, the Company has included certain non-GAAP financial measures and ratios which it believes provide useful information to both management and readers of this Annual Report, including this Financial Report, in measuring the financial performance and financial condition of the Company for the reasons set out below. These measures do not have a standardized meaning prescribed by Canadian GAAP and, therefore, may not be comparable to similarly titled measures presented by other publicly traded companies, nor should they be construed as an alternative to other financial measures determined in accordance with Canadian GAAP. For the following tables, the annual non-GAAP financial measures for the years 2005 through to 2001, are for the 52 or 53 weeks ended or as at December 31, 2005; January 1, 2005; January 3, 2004; December 28, 2002 and December 29, 2001, respectively.

**Sales and Sales Growth Excluding Impact of VIEs** These financial measures exclude the impact of the increase in sales from the consolidation by the Company of the independent franchisees which resulted from the

implementation of AcG 15 retroactively without restatement effective January 2, 2005. These sales are excluded because they affect the comparability of the financial results and could potentially distort the analysis of trends. A reconciliation of the financial measures to the Canadian GAAP financial measures is included in the "Sales and Sales Growth Excluding Impact of VIEs" tables on pages 6 and 20 of this MD&A.

**Adjusted Operating Income and Margin** The following table reconciles adjusted operating income to Canadian GAAP operating income reported in the consolidated statements of earnings for the twelve week periods ended December 31, 2005 and January 1, 2005 and the years ended as previously indicated. Items listed in the reconciliation below are excluded because the Company believes this allows for a more effective analysis of the operating performance of the Company. In addition, they affect the comparability of the financial results and could potentially distort the analysis of trends. The exclusion of these items does not imply they are non-recurring. Adjusted operating income and margin are useful to management in assessing the Company's performance and in making decisions regarding the ongoing operations of its business.

(\$ millions)	2005 (12 weeks)	2004 (12 weeks)	2005 (52 weeks)	2004 (52 weeks)	2003 (53 weeks)	2002 (52 weeks)	2001 (52 weeks)
Operating income	\$ 394	\$ 530	\$ 1,401	\$ 1,652	\$ 1,467	\$ 1,303	\$ 1,136
Add (deduct) impact of the following:							
Net effect of stock-based compensation and the associated equity forwards	27	(8)	43		(4)	14	
Restructuring and other charges	6		86				
Goods and Services Tax and provincial sales taxes			40				
Direct costs associated with supply chain disruptions	10		30				
Variable interest entities	4						
<i>The Real Canadian Superstore</i> labour arrangement					25		
Adjusted operating income	\$ 441	\$ 522	\$ 1,600	\$ 1,652	\$ 1,488	\$ 1,317	\$ 1,136

Adjusted operating margin is calculated as adjusted operating income divided by sales excluding the impact of VIEs.

**Adjusted EBITDA and Margin** The following table reconciles adjusted earnings before interest, income taxes, depreciation and amortization ("EBITDA") to adjusted operating income which is reconciled to Canadian GAAP measures reported in the consolidated statements of earnings, in the table above, for the twelve week periods

ended December 31, 2005 and January 1, 2005 and the years ended as previously indicated. Adjusted EBITDA is useful to management in assessing the Company's performance of its ongoing operations and its ability to generate cash flows to fund its cash requirements, including the Company's capital investment program.

(\$ millions)	2005 (12 weeks)	2004 (12 weeks)	2005 (52 weeks)	2004 (52 weeks)	2003 (53 weeks)	2002 (52 weeks)	2001 (52 weeks)
Adjusted operating income	\$ 441	\$ 522	\$ 1,600	\$ 1,652	\$ 1,488	\$ 1,317	\$ 1,136
Add (deduct) impact of the following:							
Depreciation and amortization	140	117	558	473	393	354	315
VIE depreciation and amortization	(8)		(26)				
Adjusted EBITDA	\$ 573	\$ 639	\$ 2,132	\$ 2,125	\$ 1,881	\$ 1,671	\$ 1,451

Adjusted EBITDA margin is calculated as adjusted EBITDA divided by sales excluding the impact of VIEs.

**Adjusted Basic Net Earnings per Common Share** The following table reconciles adjusted basic net earnings per common share to Canadian GAAP basic net earnings per common share measures reported in the consolidated statements of earnings for the twelve week periods ended December 31, 2005 and January 1, 2005 and the years ended as previously indicated. Items listed in the reconciliation below are excluded because the Company believes this allows for a more effective

analysis of the operating performance of the Company. In addition, they affect the comparability of the financial results and could potentially distort the analysis of trends. The exclusion of these items does not imply they are non-recurring. Adjusted basic net earnings per common share is useful to management in assessing the Company's performance and in making decisions regarding the ongoing operations of its business.

	2005 (12 weeks)	2004 (12 weeks)	2005 (52 weeks)	2004 (52 weeks)	2003 (53 weeks)	2002 (52 weeks)	2001 (52 weeks)
Basic net earnings per common share <sup>(1)</sup>	\$ .73	\$ 1.23	\$ 2.72	\$ 3.53	\$ 3.07	\$ 2.64	\$ 2.20
Add (deduct) impact of the following:							
Net effect of stock-based compensation and the associated equity forwards	.15	(.06)	.22		(.06)	.04	
Restructuring and other charges	.01		.20				
Goods and Services Tax and provincial sales taxes			.10				
Direct costs associated with supply chain disruptions	.02		.07				
Changes in statutory income tax rates in certain provinces	.01		.01		.03		
Variable interest entities	.02		.03				
Resolution of certain income tax matters <i>The Real Canadian Superstore</i> labour arrangement				(.05)		.06	
Adjusted basic net earnings per common share	\$ .94	\$ 1.17	\$ 3.35	\$ 3.48	\$ 3.10	\$ 2.68	\$ 2.20

(1) 2001 basic net earnings per common share is before goodwill charges.

**Net Debt** The following table reconciles net debt used in the net debt to equity ratio to Canadian GAAP measures reported in the consolidated balance sheets as at the years ended as previously indicated. The Company

calculates net debt as the sum of long term debt and short term debt less cash, cash equivalents and short term investments. The net debt to equity ratio is useful in assessing the amount of leverage employed.

(\$ millions)	2005	2004	2003	2002	2001
Bank indebtedness	\$ 30	\$ 28	\$ 38		\$ 95
Commercial paper	436	473	603	\$ 533	191
Long term debt due within one year	161	216	106	106	81
Long term debt	4,194	3,935	3,956	3,420	3,333
Less: Cash and cash equivalents	916	549	618	823	575
Short term investments	4	275	378	304	426
Net debt	\$ 3,901	\$ 3,828	\$ 3,707	\$ 2,932	\$ 2,699

**Total Assets** The following table reconciles total assets used in the return on average total assets to Canadian GAAP measures reported in the consolidated balance sheets as at the years ended as previously indicated. The Company believes the return on average total

assets ratio is useful in assessing the performance of its operating assets and therefore excludes cash, cash equivalents and short term investments from the total assets used in the ratio.

(\$ millions)	2005	2004	2003	2002	2001
Total assets <sup>(1)</sup>	\$ 13,761	\$ 12,949	\$ 12,113	\$ 11,047	\$ 10,025
Less: Cash and cash equivalents	916	549	618	823	575
Short term investments	4	275	378	304	426
Total assets	\$ 12,841	\$ 12,125	\$ 11,117	\$ 9,920	\$ 9,024

(1) Certain prior years' information was reclassified to conform with the current year's presentation.

## 16. Additional Information

Additional information has been filed electronically with various securities regulators in Canada through the System for Electronic Document Analysis and Retrieval (SEDAR) and is available online at [www.sedar.com](http://www.sedar.com) and with the Office of the Superintendent of Financial Institutions (OSFI) as the primary regulator for the Company's subsidiary, President's Choice Bank.

March 7, 2006  
Toronto, Canada