*Quarterly Financial Statements of*

# CANADA PENSION PLAN INVESTMENT BOARD

*June 30, 2012*

*(unaudited)*

# CANADA PENSION PLAN INVESTMENT BOARD
## Balance Sheet
### As at June 30, 2012
### (Unaudited)

| *($ millions)* | | **June 30, 2012** | | March 31, 2012 | | June 30, 2011 |
|---|---|---|---|---|---|---|
| **ASSETS** | | | | | | |
| Investments (note 3) | **$** | **178,364** | $ | 176,038 | $ | 158,244 |
| Amounts receivable from pending trades | | **1,186** | | 2,052 | | 2,302 |
| Premises and equipment | | **61** | | 56 | | 41 |
| Other assets | | **21** | | 16 | | 24 |
| **TOTAL ASSETS** | | **179,632** | | 178,162 | | 160,611 |
| **LIABILITIES** | | | | | | |
| Investment liabilities (note 3) | | **12,415** | | 13,695 | | 4,867 |
| Amounts payable from pending trades | | **1,270** | | 2,587 | | 2,412 |
| Accounts payable and accrued liabilities | | **168** | | 244 | | 101 |
| **TOTAL LIABILITIES** | | **13,853** | | 16,526 | | 7,380 |
| **NET ASSETS** | **$** | **165,779** | $ | 161,636 | $ | 153,231 |
| **NET ASSETS, REPRESENTED BY** | | | | | | |
| Share capital (note 5) | **$** | **-** | $ | - | $ | - |
| Accumulated net income from operations | | **50,013** | | 49,287 | | 40,990 |
| Accumulated net transfers from the Canada Pension Plan (note 6) | | **115,766** | | 112,349 | | 112,241 |
| **NET ASSETS** | **$** | **165,779** | $ | 161,636 | $ | 153,231 |

The accompanying notes are an integral part of these Financial Statements.

# CANADA PENSION PLAN INVESTMENT BOARD
## Statement of Net Income and Accumulated Net Income from Operations
### For the three-month period ended June 30, 2012
### (Unaudited)

| *($ millions)* | Three-months ended June 30, 2012 | June 30, 2011 |
|---|---|---|
| **NET INVESTMENT INCOME** (note 7) | **$ 844** | $ 1,294 |
| **OPERATING EXPENSES** | | |
| Personnel costs | **80** | 63 |
| General operating expenses | **30** | 26 |
| Professional services | **8** | 6 |
| | **118** | 95 |
| **NET INCOME FROM OPERATIONS** | **726** | 1,199 |
| **ACCUMULATED NET INCOME FROM OPERATIONS, BEGINNING OF PERIOD** | **49,287** | 39,791 |
| **ACCUMULATED NET INCOME FROM OPERATIONS, END OF PERIOD** | **$ 50,013** | $ 40,990 |

## Statement of Changes in Net Assets
### For the three-month period ended June 30, 2012
### (Unaudited)

| *($ millions)* | Three-months ended June 30, 2012 | June 30, 2011 |
|---|---|---|
| **NET ASSETS, BEGINNING OF PERIOD** | **$ 161,636** | $ 148,196 |
| **CHANGES IN NET ASSETS** | | |
| Canada Pension Plan transfers (note 6) | | |
| Transfers from the Canada Pension Plan | **9,724** | 11,157 |
| Transfers to the Canada Pension Plan | **(6,307)** | (7,321) |
| Net income from operations | **726** | 1,199 |
| **INCREASE IN NET ASSETS FOR THE PERIOD** | **4,143** | 5,035 |
| **NET ASSETS, END OF PERIOD** | **$ 165,779** | $ 153,231 |

The accompanying notes are an integral part of these Financial Statements.

# CANADA PENSION PLAN INVESTMENT BOARD
## Statement of Investment Portfolio
### As at June 30, 2012
### (Unaudited)

**The CPP Investment Board's investments are grouped by asset class based on the risk/return characteristics of the investment strategies of the underlying portfolios. The investments, before allocating derivative contracts, associated money market securities and other investment receivables and liabilities to the asset classes to which they relate, are as follows:**

| | Fair Value | | |
|---|---|---|---|
| ***($ millions)*** | **June 30, 2012** | March 31, 2012 | June 30, 2011 |
| **EQUITIES** (note 3a) | | | |
| Canada | | | |
| Public equities | **$ 6,320** | $ 5,520 | $ 9,301 |
| Private equities | **1,968** | 1,726 | 1,592 |
| | **8,288** | 7,246 | 10,893 |
| Foreign developed markets | | | |
| Public equities | **26,755** | 29,523 | 23,868 |
| Private equities | **24,597** | 23,161 | 21,432 |
| | **51,352** | 52,684 | 45,300 |
| Emerging markets | | | |
| Public equities | **8,912** | 8,188 | 5,613 |
| Private equities | **1,477** | 1,394 | 1,089 |
| | **10,389** | 9,582 | 6,702 |
| **TOTAL EQUITIES** | **70,029** | 69,512 | 62,895 |
| **FIXED INCOME** (note 3b) | | | |
| Bonds | **40,790** | 40,899 | 40,058 |
| Inflation-linked bonds | **1,390** | 1,050 | 963 |
| Other debt | **9,800** | 9,263 | 5,945 |
| Money market securities | **17,740** | 18,347 | 17,734 |
| **TOTAL FIXED INCOME** | **69,720** | 69,559 | 64,700 |
| **ABSOLUTE RETURN STRATEGIES**[1] (note 3c) | **7,379** | 6,915 | 5,056 |
| **REAL ASSETS** (note 3d) | | | |
| Private real estate | **19,566** | 18,996 | 12,995 |
| Infrastructure | **9,450** | 9,427 | 9,403 |
| **TOTAL REAL ASSETS** | **29,016** | 28,423 | 22,398 |
| **INVESTMENT RECEIVABLES** | | | |
| Securities purchased under reverse repurchase agreements (note 3e) | **-** | - | 1,500 |
| Accrued interest | **530** | 578 | 534 |
| Derivative receivables (note 3f) | **1,571** | 880 | 1,037 |
| Dividends receivable | **119** | 171 | 124 |
| **TOTAL INVESTMENT RECEIVABLES** | **2,220** | 1,629 | 3,195 |
| **TOTAL INVESTMENTS** | **$ 178,364** | $ 176,038 | $ 158,244 |
| **INVESTMENT LIABILITIES** | | | |
| Securities sold short (note 3g) | **(6,245)** | (8,596) | (2,438) |
| Debt financing liabilities (note 3h) | **(2,929)** | (2,408) | (1,406) |
| Debt on private real estate properties (note 3d) | **(1,928)** | (1,880) | (363) |
| Derivative liabilities (note 3f) | **(1,313)** | (811) | (660) |
| **TOTAL INVESTMENT LIABILITIES** | **(12,415)** | (13,695) | (4,867) |
| Amounts receivable from pending trades | **1,186** | 2,052 | 2,302 |
| Amounts payable from pending trades | **(1,270)** | (2,587) | (2,412) |
| **NET INVESTMENTS** | **$ 165,865** | $ 161,808 | $ 153,267 |

[1] Includes only investments in funds.

The accompanying notes are an integral part of these Financial Statements.

# CANADA PENSION PLAN INVESTMENT BOARD
## Statement of Investment Asset Mix
### As at June 30, 2012
### (Unaudited)

**This Statement of Investment Asset Mix is grouped by asset class based on the risk/return characteristics of the investment strategies of the underlying portfolios. The investments, after allocating derivative contracts, associated money market securities and other investment receivables and liabilities to the asset classes to which they relate, are as follows:**

| | **June 30, 2012** | | March 31, 2012 | | June 30, 2011 | |
|---|---|---|---|---|---|---|
| ***($ millions)*** | **Fair Value** | **(%)** | Fair Value | (%) | Fair Value | (%) |
| **EQUITIES** | | | | | | |
| Canada | **$ 14,921** | **9.0 %** | $ 14,181 | 8.8 % | $ 21,205 | 13.8 % |
| Foreign developed markets | **58,207** | **35.1** | 56,739 | 35.1 | 50,668 | 33.1 |
| Emerging markets | **11,289** | **6.8** | 10,555 | 6.5 | 7,520 | 4.9 |
| | **84,417** | **50.9** | 81,475 | 50.4 | 79,393 | 51.8 |
| **FIXED INCOME** | | | | | | |
| Bonds | **41,459** | **25.0** | 41,658 | 25.7 | 40,332 | 26.3 |
| Inflation-linked bonds | **2,949** | **1.8** | 3,194 | 2.0 | 4,070 | 2.7 |
| Other debt | **9,187** | **5.5** | 8,763 | 5.4 | 5,919 | 3.9 |
| Money market securities[1] | **3,642** | **2.2** | 2,544 | 1.6 | 2,819 | 1.8 |
| Debt financing liabilities | **(2,929)** | **(1.8)** | (2,408) | (1.5) | (1,406) | (0.9) |
| | **54,308** | **32.7** | 53,751 | 33.2 | 51,734 | 33.8 |
| **REAL ASSETS** | | | | | | |
| Real estate[2] | **17,638** | **10.7** | 17,116 | 10.6 | 12,632 | 8.2 |
| Infrastructure | **9,502** | **5.7** | 9,466 | 5.8 | 9,508 | 6.2 |
| | **27,140** | **16.4** | 26,582 | 16.4 | 22,140 | 14.4 |
| **NET INVESTMENTS** | **$ 165,865** | **100 %** | $ 161,808 | 100 % | $ 153,267 | 100 % |

[1] Includes absolute return strategies' investments in funds and internally managed portfolios, as described in note 3c.
[2] Net of debt on private real estate properties, as described in note 3d.

The accompanying notes are an integral part of these Financial Statements.

## CORPORATE INFORMATION

The Canada Pension Plan Investment Board (the "CPP Investment Board") was established in December 1997 pursuant to the *Canada Pension Plan Investment Board Act* (the "Act"). The CPP Investment Board is a federal Crown corporation, all of the shares of which are owned by Her Majesty the Queen in right of Canada. The CPP Investment Board is responsible for assisting the Canada Pension Plan (the "CPP") in meeting its obligations to contributors and beneficiaries under the *Canada Pension Plan.* It is responsible for managing amounts that are transferred to it under Section 108.1 of the *Canada Pension Plan* in the best interests of CPP beneficiaries and contributors. The CPP Investment Board received its first funds for investing purposes from the CPP in March 1999. The CPP Investment Board's assets are to be invested in accordance with the Act, regulations and the investment policies with a view to achieving a maximum rate of return without undue risk of loss, having regard to the factors that may affect the funding of the CPP and the ability of the CPP to meet its financial obligations on any given business day.

The CPP Investment Board is exempt from Part I tax under paragraphs 149(1)(d) and 149(1)(d.2) of the *Income Tax Act (Canada)* on the basis that all of the shares of the CPP Investment Board are owned by Her Majesty the Queen in right of Canada or by a corporation whose shares are owned by Her Majesty the Queen in right of Canada, respectively.

The Financial Statements provide information on the net assets managed by the CPP Investment Board and do not include the pension liabilities of the CPP. The CPP Investment Board has a fiscal year end of March 31.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(a) Basis of Presentation*

These interim Financial Statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and the requirements of the Act and the accompanying regulations. These interim Financial Statements follow the same accounting policies and methods of computation as the March 31, 2012 annual Financial Statements. These interim Financial Statements do not include all of the information and note disclosures required by GAAP for annual financial statements and therefore should be read in conjunction with the March 31, 2012 annual Financial Statements. These interim Financial Statements include all adjustments which are, in the opinion of management, necessary for a fair presentation of the results of the interim period presented.

These interim Financial Statements present the financial position and results of operations of the CPP Investment Board. The CPP Investment Board qualifies as an Investment Company in accordance with Canadian Institute of Chartered Accountants Accounting Guideline 18, *Investment Companies*, and accordingly, the CPP Investment Board reports its investments at fair value.

Certain comparative figures have been reclassified to conform with the current-period financial statement presentation.

*(b) Valuation of Investments, Investment Receivables and Investment Liabilities*

Investments, investment receivables and investment liabilities are recorded on a trade date basis and are stated at fair value. Fair value is an estimate of the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act.

In an active market, fair value is best evidenced by an independent quoted market price. In the absence of an active market, fair value is determined by valuation techniques that make maximum use of inputs observed from markets. These valuation techniques include using recent arm's length market transactions, if available, or current fair value of another investment that is substantially the same, discounted cash flow analysis, pricing models and other accepted industry valuation methods.

Fair value is determined as follows:

(i) Fair value for publicly-traded equities, including equity short positions, is based on quoted market prices. Where market prices are not available or reliable, such as for those securities that are not sufficiently liquid, fair value is determined using accepted industry valuation methods.

(ii) Fair value for fund investments is generally based on the net asset value as reported by the external managers of the funds or other accepted industry valuation methods.

(iii) Private equity and infrastructure investments are either held directly or through ownership in limited partnership arrangements. The fair value for investments held directly is determined using accepted industry valuation methods. These methods include considerations such as earnings multiples of comparable publicly-traded companies, discounted cash flows using current market yields of instruments with similar characteristics and third party transactions, or other events which would suggest a change in the value of the investment. In the case of investments held through a limited partnership, fair value is generally determined based on relevant information reported by the General Partner using similar accepted industry valuation methods.

(iv) Fair value for marketable bonds is based on quoted market prices. Where the market price is not available, fair value is calculated using discounted cash flows based on current market yields of instruments with similar characteristics.

(v) Fair value for non-marketable Canadian government bonds is calculated using discounted cash flows based on current market yields of instruments with similar characteristics, adjusted for the non-marketability and rollover provisions of the bonds.

(vi) Fair value for direct investments in private debt and asset-backed securities is calculated using quoted market prices or accepted industry valuation methods such as discounted cash flows based on current market yields of instruments with similar characteristics.

(vii) Money market securities are recorded at cost, which, together with accrued interest income, approximates fair value due to the short-term nature of these securities.

(viii) Fair value for private real estate investments is determined using accepted industry valuation methods, such as discounted cash flows and comparable purchase and sales transactions. Debt on private real estate properties is valued using discounted cash flows based on current market yields for instruments with similar characteristics.

(ix) Fair value for inflation-linked bonds is based on quoted market prices.

(x) Fair value for intellectual property investments and royalty investments, is determined using accepted industry valuation methods, such as discounted cash flows based on current market yields of instruments with similar characteristics, or other events which would suggest a change in the value of the investment.

(xi) Fair value for exchange-traded derivatives, which includes futures, options and warrants, is based on quoted market prices. Fair value for over-the-counter derivatives, which includes swaps, options, forward contracts and warrants, is determined based on the quoted market prices of the underlying instruments where available. Otherwise, fair value is based on other accepted industry valuation methods using inputs such as equity prices and indices, broker quotations, market volatilities, currency exchange rates, current market interest rate yields, credit spreads and other market-based pricing factors. In determining fair value, consideration is also given to liquidity risk and the credit risk of the counterparty.

(xii) Debt financing liabilities are recorded at the amount originally issued, which, together with accrued interest expense, approximates fair value due to the short-term nature of these liabilities.

*(c) Securities Purchased under Reverse Repurchase Agreements*

Securities purchased under reverse repurchase agreements represent the purchase of securities effected with a simultaneous agreement to sell them back at a specified price at a specified future date and are accounted for as an investment receivable. These securities are not recognized as an investment of the CPP Investment Board. The fair value of securities to be resold under these reverse repurchase agreements is monitored and additional collateral is obtained when appropriate to protect against credit exposure (see note 3i). In the event of counterparty default, the CPP Investment Board has the right to liquidate the collateral held. Reverse repurchase agreements are carried on the Statement of Investment Portfolio at the amounts at which the securities were initially acquired. Interest earned on reverse repurchase agreements is included in investment income (see note 7).

*(d) Securities Sold Short*

Securities sold short represent securities sold, but not owned, by the CPP Investment Board. The CPP Investment Board has an obligation to cover these short positions which are accounted for as an investment liability based on the fair value of the securities sold. Collateral is pledged to the counterparty, when appropriate (see note 3i). Interest and dividend expense on securities sold short are included in investment income (see note 7).

*(e) Future Accounting Policy Change*

**International Financial Reporting Standards**

In February 2008, the Canadian Accounting Standards Board ("AcSB") confirmed that Canadian GAAP for publicly accountable enterprises will be replaced with International Financial Reporting Standards ("IFRS") effective for our interim and annual periods commencing April 1, 2011. Subsequently, the AcSB granted Canadian investment companies an optional three-year deferral from the requirement to adopt IFRS.

The three-year deferral provides the International Accounting Standards Board ("IASB") time to complete its consolidation project. Under this project, the IASB issued an exposure draft in August 2011 entitled *"Investment Entities"* which would allow investment entities in Canada the ability to continue to measure all investments at fair value including those in controlled entities. The impact of this exposure draft on the CPP Investment Board will not be determinable until it has been finalized and approved by the IASB.

The CPP Investment Board has developed a conversion plan and is on schedule for its execution. The CPP Investment Board has identified the major differences between existing Canadian GAAP and IFRS. However, as IFRS continues to change, the CPP Investment Board cannot definitively comment on the impact these differences could have on its operations, financial position and results of operations. The CPP Investment Board continues to monitor developments and changes to IFRS.

## 2. FAIR VALUE MEASUREMENT

*(a)* The following shows investments and investment liabilities recognized at fair value, analyzed between those whose fair value is based on:

- Quoted prices in active markets for identical assets or liabilities (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Those with inputs for the asset or liability that are not based on observable market data (non-observable inputs) (Level 3).

| | Basis of Fair Value Determination | | | |
|---|---|---|---|---|
| *($ millions)* | As at June 30, 2012 | | | |
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **INVESTMENTS** | | | | |
| **EQUITIES** | | | | |
| Canada | | | | |
| Public equities | $ 6,310 | $ - | $ 10 | $ 6,320 |
| Private equities | - | - | 1,968 | 1,968 |
| | 6,310 | - | 1,978 | 8,288 |
| Foreign developed markets | | | | |
| Public equities[1] | 24,380 | 2,375 | - | 26,755 |
| Private equities | 803 | - | 23,794 | 24,597 |
| | 25,183 | 2,375 | 23,794 | 51,352 |
| Emerging markets | | | | |
| Public equities[1] | 8,369 | 543 | - | 8,912 |
| Private equities | - | - | 1,477 | 1,477 |
| | 8,369 | 543 | 1,477 | 10,389 |
| **TOTAL EQUITIES** | 39,862 | 2,918 | 27,249 | 70,029 |
| **FIXED INCOME** | | | | |
| Bonds | 17,065 | 23,725 | - | 40,790 |
| Inflation-linked bonds | 1,390 | - | - | 1,390 |
| Other debt | - | 4,569 | 5,231 | 9,800 |
| Money market securities | - | 17,740 | - | 17,740 |
| **TOTAL FIXED INCOME** | 18,455 | 46,034 | 5,231 | 69,720 |
| **ABSOLUTE RETURN STRATEGIES** | - | 6,263 | 1,116 | 7,379 |
| **REAL ASSETS** | | | | |
| Private real estate | - | 1,568 | 17,998 | 19,566 |
| Infrastructure | 154 | - | 9,296 | 9,450 |
| **TOTAL REAL ASSETS** | 154 | 1,568 | 27,294 | 29,016 |
| **INVESTMENT RECEIVABLES** | | | | |
| Securities purchased under reverse repurchase agreements | - | - | - | - |
| Accrued interest | - | 530 | - | 530 |
| Derivative receivables | 483 | 1,073 | 15 | 1,571 |
| Dividends receivable | - | 119 | - | 119 |
| **TOTAL INVESTMENT RECEIVABLES** | 483 | 1,722 | 15 | 2,220 |
| **TOTAL INVESTMENTS** | 58,954 | 58,505 | 60,905 | 178,364 |
| **INVESTMENT LIABILITIES** | | | | |
| Securities sold short | (6,245) | - | - | (6,245) |
| Debt financing liabilities | - | (2,929) | - | (2,929) |
| Debt on private real estate properties | - | (1,928) | - | (1,928) |
| Derivative liabilities | (236) | (1,077) | - | (1,313) |
| **TOTAL INVESTMENT LIABILITIES** | (6,481) | (5,934) | - | (12,415) |
| Amounts receivable from pending trades | - | 1,186 | - | 1,186 |
| Amounts payable from pending trades | - | (1,270) | - | (1,270) |
| **NET INVESTMENTS** | $ 52,473 | $ 52,487 | $ 60,905 | $ 165,865 |

| | Basis of Fair Value Determination | | | |
|---|---|---|---|---|
| *($ millions)* | As at March 31, 2012 | | | |
| | Level 1 | Level 2 | Level 3 | Total |
| INVESTMENTS | | | | |
| EQUITIES | | | | |
| Canada | | | | |
| Public equities | $ 5,510 | $ - | $ 10 | $ 5,520 |
| Private equities | - | - | 1,726 | 1,726 |
| | 5,510 | - | 1,736 | 7,246 |
| Foreign developed markets | | | | |
| Public equities[1] | 27,075 | 2,448 | - | 29,523 |
| Private equities | 1,014 | - | 22,147 | 23,161 |
| | 28,089 | 2,448 | 22,147 | 52,684 |
| Emerging markets | | | | |
| Public equities[1] | 7,825 | 363 | - | 8,188 |
| Private equities | - | - | 1,394 | 1,394 |
| | 7,825 | 363 | 1,394 | 9,582 |
| TOTAL EQUITIES | 41,424 | 2,811 | 25,277 | 69,512 |
| FIXED INCOME | | | | |
| Bonds | 17,600 | 23,299 | - | 40,899 |
| Inflation-linked bonds | 1,050 | - | - | 1,050 |
| Other debt | - | 4,468 | 4,795 | 9,263 |
| Money market securities | - | 18,347 | - | 18,347 |
| TOTAL FIXED INCOME | 18,650 | 46,114 | 4,795 | 69,559 |
| ABSOLUTE RETURN STRATEGIES | - | 5,816 | 1,099 | 6,915 |
| REAL ASSETS | | | | |
| Private real estate | - | 1,520 | 17,476 | 18,996 |
| Infrastructure | 169 | - | 9,258 | 9,427 |
| TOTAL REAL ASSETS | 169 | 1,520 | 26,734 | 28,423 |
| INVESTMENT RECEIVABLES | | | | |
| Securities purchased under reverse repurchase agreements | - | - | - | - |
| Accrued interest | - | 578 | - | 578 |
| Derivative receivables | 109 | 759 | 12 | 880 |
| Dividends receivable | - | 171 | - | 171 |
| TOTAL INVESTMENT RECEIVABLES | 109 | 1,508 | 12 | 1,629 |
| TOTAL INVESTMENTS | 60,352 | 57,769 | 57,917 | 176,038 |
| INVESTMENT LIABILITIES | | | | |
| Securities sold short | (8,596) | - | - | (8,596) |
| Debt financing liabilities | - | (2,408) | - | (2,408) |
| Debt on private real estate properties | - | (1,880) | - | (1,880) |
| Derivative liabilities | (32) | (779) | - | (811) |
| TOTAL INVESTMENT LIABILITIES | (8,628) | (5,067) | - | (13,695) |
| Amounts receivable from pending trades | - | 2,052 | - | 2,052 |
| Amounts payable from pending trades | - | (2,587) | - | (2,587) |
| NET INVESTMENTS | $ 51,724 | $ 52,167 | $ 57,917 | $ 161,808 |

| | Basis of Fair Value Determination | | | |
|---|---|---|---|---|
| *($ millions)* | As at June 30, 2011 | | | |
| | Level 1 | Level 2 | Level 3 | Total |
| INVESTMENTS | | | | |
| EQUITIES | | | | |
| Canada | | | | |
| Public equities | $ 9,296 | $ - | $ 5 | $ 9,301 |
| Private equities | - | - | 1,592 | 1,592 |
| | 9,296 | - | 1,597 | 10,893 |
| Foreign developed markets | | | | |
| Public equities[1] | 21,590 | 1,797 | 481 | 23,868 |
| Private equities | 951 | - | 20,481 | 21,432 |
| | 22,541 | 1,797 | 20,962 | 45,300 |
| Emerging markets | | | | |
| Public equities[1] | 5,447 | 166 | - | 5,613 |
| Private equities | - | - | 1,089 | 1,089 |
| | 5,447 | 166 | 1,089 | 6,702 |
| TOTAL EQUITIES | 37,284 | 1,963 | 23,648 | 62,895 |
| FIXED INCOME | | | | |
| Bonds | 18,520 | 21,538 | - | 40,058 |
| Inflation-linked bonds | 963 | - | - | 963 |
| Other debt | - | 1,632 | 4,313 | 5,945 |
| Money market securities | - | 17,734 | - | 17,734 |
| TOTAL FIXED INCOME | 19,483 | 40,904 | 4,313 | 64,700 |
| ABSOLUTE RETURN STRATEGIES | - | 2,289 | 2,767 | 5,056 |
| REAL ASSETS | | | | |
| Private real estate | - | - | 12,995 | 12,995 |
| Infrastructure | 1,085 | - | 8,318 | 9,403 |
| TOTAL REAL ASSETS | 1,085 | - | 21,313 | 22,398 |
| INVESTMENT RECEIVABLES | | | | |
| Securities purchased under reverse repurchase agreements | - | 1,500 | - | 1,500 |
| Accrued interest | - | 534 | - | 534 |
| Derivative receivables | 245 | 754 | 38 | 1,037 |
| Dividends receivable | - | 124 | - | 124 |
| TOTAL INVESTMENT RECEIVABLES | 245 | 2,912 | 38 | 3,195 |
| TOTAL INVESTMENTS | 58,097 | 48,068 | 52,079 | 158,244 |
| INVESTMENT LIABILITIES | | | | |
| Securities sold short | (2,438) | - | - | (2,438) |
| Debt financing liabilities | - | (1,406) | - | (1,406) |
| Debt on private real estate properties | - | (363) | - | (363) |
| Derivative liabilities | (58) | (602) | - | (660) |
| TOTAL INVESTMENT LIABILITIES | (2,496) | (2,371) | - | (4,867) |
| Amounts receivable from pending trades | - | 2,302 | - | 2,302 |
| Amounts payable from pending trades | - | (2,412) | - | (2,412) |
| NET INVESTMENTS | $ 55,601 | $ 45,587 | $ 52,079 | $ 153,267 |

[1] Includes investments in funds.

### *(b) Transfers Between Level 1, Level 2 and Level 3*

There were no significant transfers between Level 1 and Level 2 during the three-month period ended June 30, 2012.

*(c) Level 3 Reconciliation*

The following presents the reconciliations for investments included in Level 3 of the fair value hierarchy for the three-month period ended June 30, 2012:

| | Period ended June 30, 2012 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| *($ millions)* | **Fair Value as at April 1, 2012** | **Gain (Loss) Included in Net Investment Income [1]** | **Purchases** | **Sales[2]** | **Transfers into Level 3[3]** | **Transfers out of Level 3[4]** | **Fair Value as at June 30, 2012** | **Change in Unrealized Gains (Losses) on Investments Still Held at June 30, 2012[1,5]** |
| **INVESTMENTS** | | | | | | | | |
| **EQUITIES** | | | | | | | | |
| Canada | | | | | | | | |
| Public equities | **$ 10** | **$ -** | **$ -** | **$ -** | **$ -** | **$ -** | **$ 10** | **$ -** |
| Private equities | **1,726** | **(9)** | **280** | **(29)** | **-** | **-** | **1,968** | **(37)** |
| | **1,736** | **(9)** | **280** | **(29)** | **-** | **-** | **1,978** | **(37)** |
| Foreign developed markets | | | | | | | | |
| Private equities | **22,147** | **931** | **1,599** | **(883)** | **-** | **-** | **23,794** | **621** |
| | **22,147** | **931** | **1,599** | **(883)** | **-** | **-** | **23,794** | **621** |
| Emerging markets | | | | | | | | |
| Private equities | **1,394** | **24** | **72** | **(13)** | **-** | **-** | **1,477** | **25** |
| | **1,394** | **24** | **72** | **(13)** | **-** | **-** | **1,477** | **25** |
| **TOTAL EQUITIES** | **25,277** | **946** | **1,951** | **(925)** | **-** | **-** | **27,249** | **609** |
| **FIXED INCOME** | | | | | | | | |
| Other debt | **4,795** | **181** | **621** | **(266)** | **-** | **(100)** | **5,231** | **153** |
| **TOTAL FIXED INCOME** | **4,795** | **181** | **621** | **(266)** | **-** | **(100)** | **5,231** | **153** |
| **ABSOLUTE RETURN STRATEGIES** | **1,099** | **18** | **-** | **(1)** | **-** | **-** | **1,116** | **18** |
| **REAL ASSETS** | | | | | | | | |
| Private real estate | **17,476** | **180** | **427** | **(85)** | **-** | **-** | **17,998** | **210** |
| Infrastructure | **9,258** | **26** | **13** | **(1)** | **-** | **-** | **9,296** | **37** |
| **TOTAL REAL ASSETS** | **26,734** | **206** | **440** | **(86)** | **-** | **-** | **27,294** | **247** |
| **INVESTMENT RECEIVABLES** | | | | | | | | |
| Derivative receivables | **12** | **(10)** | **-** | **-** | **13** | **-** | **15** | **(10)** |
| **TOTAL INVESTMENT RECEIVABLES** | **12** | **(10)** | **-** | **-** | **13** | **-** | **15** | **(10)** |
| **TOTAL** | **$ 57,917** | **$ 1,341** | **$ 3,012** | **$ (1,278)** | **$ 13** | **$ (100)** | **$ 60,905** | **$ 1,017** |

1 Presented as net gain (loss) on investments (see note 7).
2 Includes return of capital.
3,4 Transfers into and out of Level 3 are assumed to occur at the end of period values.
5 Includes the entire change in fair value for the period for those investments that were transferred into Level 3 during the period, and excludes the entire change in fair value for the period for those investments that were transferred out of Level 3 during the period.

During the three-month period ended June 30, 2012, transfers into and transfers out of Level 3 were primarily due to changes in the availability of market observable inputs used to determine fair value.

## 3. INVESTMENTS AND INVESTMENT LIABILITIES

The CPP Investment Board manages the following types of investments and investment liabilities:

*(a) Equities*

(i) Public equity investments are made directly or through funds. As at June 30, 2012, public equities include fund investments with a fair value of $2,903 million (March 31, 2012 - $2,811 million; June 30, 2011 - $2,444 million).

(ii) Private equity investments are generally made directly or through ownership in limited partnership arrangements which have a typical term of 10 years. The private equity investments represent equity ownerships or investments with the risk and return characteristics of equity. As at June 30, 2012, private equities include direct investments with a fair value of $7,715 million (March 31, 2012 - $6,676 million; June 30, 2011 - $6,265 million).

*(b) Fixed Income*

(i) Bonds consist of non-marketable and marketable bonds.

The non-marketable bonds issued by the provinces prior to 1998 have rollover provisions attached to them by the Act which permit each issuer, at its option, to roll over the bonds on maturity for a further 20-year term at a rate based on capital markets borrowing rates for that province existing at the time of rollover. The non-marketable bonds are also redeemable before maturity at the option of the issuers.

In lieu of exercising its statutory rollover right described in the preceding paragraph, agreements between the CPP Investment Board and the provinces permit each province to repay the bond and concurrently cause the CPP Investment Board to purchase a replacement bond or bonds in a total principal amount not exceeding the principal amount of the maturing security for a term of not less than five years and not greater than 30 years. Such replacement bonds contain rollover provisions that permit the issuer, at its option, to roll over the bond for successive terms of not less than five years and subject in all cases to the maximum 30 years outside maturity date. The replacement bonds are also redeemable before maturity at the option of the issuers.

The terms to maturity of the non-marketable and marketable bonds, not including any rollover options or accrued interest, as at June 30, 2012, are as follows:

| | **As at June 30, 2012** | | | | | | As at June 30, 2011 | |
|---|---|---|---|---|---|---|---|---|
| | **Terms to Maturity** | | | | | | | |
| ***($ millions)*** | **Within 1 Year** | **1 to 5 Years** | **6 to 10 Years** | **Over 10 Years** | **Total** | **Average Effective Yield** | Total | Average Effective Yield |
| **Non-marketable bonds** | | | | | | | | |
| Government of Canada | **$ 3** | **$ -** | **$ -** | **$ -** | **$ 3** | **(1.9) %** | $ 15 | 1.5 % |
| Canadian provincial government | **588** | **1,254** | **6,214** | **15,667** | **23,723** | **3.4** | 21,523 | 4.4 |
| **Marketable bonds** | | | | | | | | |
| Government of Canada | **-** | **3,006** | **915** | **1,329** | **5,250** | **2.0** | 6,353 | 2.8 |
| Canadian provincial government | **4** | **1,094** | **2,192** | **2,616** | **5,906** | **3.0** | 5,035 | 4.0 |
| Canadian government corporations | **-** | **2,734** | **1,431** | **403** | **4,568** | **2.2** | 4,086 | 3.2 |
| Foreign government | **-** | **-** | **-** | **-** | **-** | **-** | 2,031 | 2.5 |
| Corporate bonds | **99** | **783** | **438** | **20** | **1,340** | **3.2** | 1,015 | 4.1 |
| **Total** | **$ 694** | **$ 8,871** | **$ 11,190** | **$ 20,035** | **$ 40,790** | **3.0 %** | $ 40,058 | 3.9 % |

(ii) The terms to maturity of the inflation-linked bonds, as at June 30, 2012, are as follows:

| | **As at June 30, 2012** | | | | | | As at June 30, 2011 | |
|---|---|---|---|---|---|---|---|---|
| | **Terms to Maturity** | | | | | | | |
| ***($ millions)*** | **Within 1 Year** | **1 to 5 Years** | **6 to 10 Years** | **Over 10 Years** | **Total** | **Average Effective Yield** | Total | Average Effective Yield |
| Inflation-linked bonds | **$ -** | **$ -** | **$ 155** | **$ 1,235** | **$ 1,390** | **0.3 %** | $ 963 | 1.0 % |

(iii) Other debt consists of investments in direct private debt, asset-backed securities, intellectual property, royalties, distressed mortgage funds and private debt funds. The terms to maturity of the direct private debt and asset-backed securities, as at June 30, 2012, are as follows:

| | As at June 30, 2012 | | | | | | As at June 30, 2011 | |
|---|---|---|---|---|---|---|---|---|
| | Terms to Maturity | | | | | | | |
| ($ millions) | Within 1 Year | 1 to 5 Years | 6 to 10 Years | Over 10 Years | Total | Average Effective Yield | Total | Average Effective Yield |
| **Direct private debt** | | | | | | | | |
| **Private investments** | | | | | | | | |
| Leveraged loans | $ 302 | $ 1,509 | $ 314 | $ 270 | $ 2,395 | 7.5 % | $ 2,035 | 7.7 % |
| High-yield debt | - | 370 | 1,541 | - | 1,911 | 10.9 | 959 | 9.8 |
| **Private real estate** | | | | | | | | |
| Mezzanine debt | - | 480 | 43 | 365 | 888 | 6.8 | - | - |
| **Asset-backed securities** | - | 342 | 423 | - | 765 | 1.2 | 119 | 1.3 |
| **Total** | $ 302 | $ 2,701 | $ 2,321 | $ 635 | $ 5,959 | 7.7 % | $ 3,113 | 8.1 % |

*(c) Absolute Return Strategies*

Absolute return strategies consist of investments in funds and internally managed portfolios whose objective is to generate positive returns regardless of market conditions, that is, returns with a low correlation to broad market indices. The underlying securities of the funds and the internally managed portfolios could include, but are not limited to, equities, fixed income securities and derivatives.

*(d) Real Assets*

(i) The CPP Investment Board obtains exposure to real estate through direct investments in privately held real estate and real estate funds.

Private real estate investments are managed on behalf of the CPP Investment Board by investment managers primarily through co-ownership arrangements. As at June 30, 2012, these investments include assets of $19,566 million (March 31, 2012 - $18,996 million; June 30, 2011 - $12,995 million) and $1,928 million of secured debt (March 31, 2012 - $1,880 million; June 30, 2011 - $363 million). The terms to maturity of the undiscounted principal repayments of the secured debt, as at June 30, 2012, are as follows:

| | As at June 30, 2012 | | | | | | | As at June 30, 2011 | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Terms to Maturity | | | | | | | | | |
| ($ millions) | Within 1 Year | 1 to 5 Years | 6 to 10 Years | Over 10 Years | Total | Fair Value | Weighted Average Interest Rate | Total | Fair Value | Weighted Average Interest Rate |
| Debt on private real estate properties | $ 22 | $ 211 | $ 1,610 | $ 45 | $ 1,888 | $ 1,928 | 5.0 % | $ 348 | $ 363 | 6.2 % |

(ii) Infrastructure investments are generally made directly, but can also occur through limited partnership arrangements that have a typical term of 10 years. As at June 30, 2012, infrastructure includes direct investments with a fair value of $9,145 million (March 31, 2012 - $9,116 million; June 30, 2011 - $7,887 million).

*(e) Securities Purchased under Reverse Repurchase Agreements*

As at June 30, 2012, the securities purchased under reverse repurchase agreements of $nil (March 31, 2012 - $nil; June 30, 2011- $1,500 million) have an average effective yield of nil% (March 31, 2012 – nil%; June 30, 2011 – 2.7%).

*(f) Derivative Contracts*

A derivative contract is a financial contract, the value of which is derived from the value of underlying assets, indices, interest rates, currency exchange rates or other market-based factors. Derivatives are transacted through regulated exchanges or are negotiated in over-the-counter markets.

Notional amounts of derivative contracts represent the contractual amounts to which a rate or price is applied for computing the cash flows to be exchanged. The notional amounts are used to determine the gains/losses and fair value of the contracts. They are not recorded as assets or liabilities on the Balance Sheet. Notional amounts do not necessarily represent the amount of potential market risk or credit risk arising from a derivative contract.

The fair value of these contracts is reported as derivative receivables and derivative liabilities on the Statement of Investment Portfolio. In the Statement of Investment Asset Mix, the derivative contracts are allocated to the asset class to which each contract relates.

The CPP Investment Board uses derivatives to generate value-added investment returns and to limit or adjust market, credit, interest rate, currency, and other financial exposures without directly purchasing or selling the underlying instrument.

(i) The CPP Investment Board uses the following types of derivative instruments as described below:

**Equity Contracts**

Equity futures are standardized contracts transacted on an exchange to purchase or sell a specified quantity of an equity index, a basket of stocks, or a single stock at a predetermined price and date in the future. Futures contracts may be cash-settled or require physical delivery of the underlying asset.

Equity swaps are over-the-counter contracts in which one counterparty agrees to pay or receive from the other, cash flows based on changes in the value of an equity index, a basket of stocks, or a single stock in exchange for a return based on a fixed or floating interest rate or the return on another instrument.

Variance swaps are over-the-counter contracts where cash flows are exchanged based on the realized variance of an equity index, a basket of stocks, or a single stock compared to the fixed strike level specified in the contract.

Equity options are contractual agreements where the seller (writer) gives the purchaser the right, but not the obligation, to buy or sell a specified quantity of an equity index, a basket of stocks, or a single stock at or before a specified future date at a predetermined price. The seller receives a premium from the purchaser for this right. The CPP Investment Board purchases (buys) and writes (sells) equity options. Equity options may be transacted in standardized amounts on regulated exchanges or customized in over-the-counter markets.

Written put options may require the CPP Investment Board to purchase the underlying asset at any time at a fixed date or within a fixed future period. The maximum amount payable under the terms of the written put options is equal to their notional amount.

Warrants are transacted both over-the-counter and through exchanges where the issuer gives the purchaser the right, but not the obligation, to buy a specified quantity of stock of the issuer at or before a specified future date at a predetermined price.

**Foreign Exchange Contracts**

Foreign exchange forwards are customized over-the-counter contracts negotiated between counterparties to either purchase or sell a specified amount of foreign currencies at a predetermined price and date in the future. These contracts result in a fixed future foreign exchange rate for a period of time.

### Interest Rate Contracts

Bond futures are standardized contracts transacted on an exchange to purchase or sell a specified quantity of a bond index, a basket of bonds, or a single bond at a predetermined price and date in the future. Futures contracts may be cash-settled or require physical delivery of the underlying asset.

Interest rate futures are standardized contracts transacted on an exchange to purchase or sell a specified amount of an interest rate sensitive financial instrument at a predetermined price and date in the future. These contracts result in a fixed future interest rate for a period of time. Futures contracts may be cash-settled or require physical delivery of the underlying asset.

Interest rate forwards are customized over-the-counter contracts negotiated between counterparties to either purchase or sell a specified amount of an interest rate sensitive financial instrument at a predetermined price and date in the future. These contracts result in a fixed future interest rate for a period of time.

Bond and inflation-linked bond swaps are over-the-counter contracts in which counterparties exchange the return on a bond, inflation-linked bond or group of such instruments for the return on a fixed or floating interest rate or the return on another instrument.

Interest rate swaps are over-the-counter contracts where counterparties exchange cash flows based on different interest rates applied to a notional amount in a single currency. A typical interest rate swap would require one counterparty to pay a fixed market interest rate in exchange for a variable market interest rate on a specified notional amount. No exchange of notional amount takes place. Cross-currency interest rate swaps involve the exchange of both interest and notional amounts in two different currencies.

### Credit Contracts

Credit default swaps are over-the-counter contracts that transfer the credit risk of an underlying financial instrument (referenced asset) from one counterparty to another. The CPP Investment Board purchases (buys) and writes (sells) credit default swaps that provide protection against the decline in value of an underlying financial instrument (referenced asset) as a result of a specified credit event such as default or bankruptcy. The purchaser (buyer) pays a premium to the writer (seller) in return for payment contingent on a credit event affecting the referenced asset.

Written credit default swaps require the CPP Investment Board to compensate counterparties for the decline in value of an underlying financial instrument (referenced asset) as a result of the occurrence of a specified credit event such as default or bankruptcy. The maximum amount payable to these counterparties under these written credit default swaps is equal to their notional amount.

### Commodity Contracts

Commodity futures are standardized contracts transacted on an exchange to purchase or sell a specified quantity of a commodity, such as precious metals and energy-related products at a predetermined price and date in the future. Futures contracts may be cash-settled or require physical delivery of the underlying commodity.

### Other Derivative Contracts

Other derivative contracts include over-the-counter derivative contracts in which two counterparties agree to exchange cash flows based on the change in the value on a combination of equities, fixed income securities or derivatives for a return based on a fixed or floating interest rate.

(ii) Derivative-related Risk

The primary risks associated with derivatives are:

***Market Risk***

Derivatives generate value, positive or negative, as the value of underlying assets, indices, interest rates, currency exchange rates, or other market-based factors change such that the previously contracted terms of the derivative transactions have become more or less favourable than what can be negotiated under current market conditions for contracts with the same terms and remaining period to expiry. The potential for derivatives to increase or decrease in value as a result of the foregoing factors is generally referred to as market risk.

The derivative-related market risk is a component of the total portfolio market risk which is managed through the Risk/Return Accountability Framework as described in note 8.

***Credit Risk***

Credit risk is the risk of a financial loss occurring as a result of the failure of a counterparty to meet its obligations to the CPP Investment Board. The maximum exposure to credit risk is represented by the positive fair value of the derivative instrument and is normally a small fraction of the contract's notional amount. Negotiated over-the-counter derivatives generally present greater credit exposure than exchange-traded contracts. Credit risk on exchange-traded contracts is limited, as these transactions are executed on regulated exchanges, each of which is associated with a well-capitalized clearing house that assumes the obligation of the writer of a contract and guarantees their performance.

The CPP Investment Board limits credit risk on over-the-counter contracts through a variety of means including dealing only with authorized counterparties which meet the minimum credit rating and limiting the maximum exposures to any individual counterparty, the use of master netting agreements and collateral as discussed in note 8.

(iii) The fair value of derivative contracts held is as follows:

| | **As at June 30, 2012** | | | As at March 31, 2012 | As at June 30, 2011 |
|---|---|---|---|---|---|
| ***($ millions)*** | **Positive Fair Value** | **Negative Fair Value** | **Net Fair Value** | Net Fair Value | Net Fair Value |
| **Equity contracts** | | | | | |
| Equity futures | **$ 346** | **$ (141)** | **$ 205** | $ 33 | $ 64 |
| Equity swaps | **428** | **(281)** | **147** | 49 | 186 |
| Variance swaps | **37** | **(57)** | **(20)** | (8) | 12 |
| Exchange-traded purchased options | **-** | **-** | **-** | - | - |
| Over-the-counter written options | **13** | **-** | **13** | 7 | - |
| Warrants | **52** | **-** | **52** | 58 | 172 |
| **Total equity contracts** | **876** | **(479)** | **397** | 139 | 434 |
| **Foreign exchange contracts** | | | | | |
| Forwards | **328** | **(399)** | **(71)** | 54 | (6) |
| **Total foreign exchange contracts** | **328** | **(399)** | **(71)** | 54 | (6) |
| **Interest rate contracts** | | | | | |
| Bond futures | **32** | **(26)** | **6** | (2) | (9) |
| Interest rate futures | **1** | **(1)** | **-** | - | - |
| Interest rate forwards | **-** | **-** | **-** | - | - |
| Bond swaps | **4** | **(1)** | **3** | 2 | (8) |
| Inflation-linked bond swaps | **-** | **(8)** | **(8)** | 3 | (2) |
| Interest rate swaps | **107** | **(185)** | **(78)** | (74) | (34) |
| Cross-currency interest rate swaps | **19** | **-** | **19** | 16 | 13 |
| **Total interest rate contracts** | **163** | **(221)** | **(58)** | (55) | (40) |
| **Credit contracts** | | | | | |
| Purchased credit default swaps | **85** | **(42)** | **43** | (10) | (10) |
| Written credit default swaps | **48** | **(80)** | **(32)** | (6) | 1 |
| **Total credit contracts** | **133** | **(122)** | **11** | (16) | (9) |
| **Commodity contracts** | | | | | |
| Commodity futures | **60** | **(73)** | **(13)** | 4 | (1) |
| **Total commodity contracts** | **60** | **(73)** | **(13)** | 4 | (1) |
| Other derivative contracts | **15** | **(19)** | **(4)** | - | (1) |
| **Subtotal** | **1,575** | **(1,313)** | **262** | 126 | 377 |
| Less: Cash collateral received under derivative contracts | **(4)** | **-** | **(4)** | (57) | - |
| **Total** | $ **1,571** | **$ (1,313)** | **$ 258** | $ 69 | $ 377 |

(iv) The terms to maturity of the notional amounts for derivative contracts, as at June 30, 2012, are as follows:

| | As at June 30, 2012 | | | | | As at March 31, 2012 | As at June 30, 2011 |
|---|---|---|---|---|---|---|---|
| *($ millions)* | **Within 1 year** | **1 to 5 years** | **6-10 years** | **Over 10 years** | **Total** | Total | Total |
| **Equity contracts** | | | | | | | |
| Equity futures | **$ 14,620** | **$ -** | **$ -** | **$ -** | **$ 14,620** | $ 14,479 | $ 11,930 |
| Equity swaps | **24,859** | **174** | **-** | **-** | **25,033** | 29,993 | 27,745 |
| Variance swaps | **124** | **807** | **4,306** | **-** | **5,237** | 5,212 | 5,045 |
| Exchange-traded purchased options | **-** | **-** | **-** | **-** | **-** | - | - |
| Over-the-counter written options | **1,020** | **-** | **-** | **-** | **1,020** | 999 | - |
| Warrants | **12** | **435** | **72** | **-** | **519** | 561 | 578 |
| **Total equity contracts** | **40,635** | **1,416** | **4,378** | **-** | **46,429** | 51,244 | 45,298 |
| **Foreign exchange contracts** | | | | | | | |
| Forwards | **40,679** | **-** | **-** | **-** | **40,679** | 44,279 | 30,402 |
| **Total foreign exchange contracts** | **40,679** | **-** | **-** | **-** | **40,679** | 44,279 | 30,402 |
| **Interest rate contracts** | | | | | | | |
| Bond futures | **8,285** | **-** | **-** | **-** | **8,285** | 9,986 | 13,101 |
| Interest rate futures | **1,895** | **2,026** | **-** | **-** | **3,921** | 445 | 1,031 |
| Interest rate forwards | **-** | **-** | **-** | **-** | **-** | - | - |
| Bond swaps | **1,718** | **-** | **-** | **-** | **1,718** | 2,024 | 2,012 |
| Inflation-linked bond swaps | **1,564** | **-** | **-** | **-** | **1,564** | 2,132 | 3,265 |
| Interest rate swaps | **332** | **13,350** | **4,167** | **590** | **18,439** | 10,118 | 7,266 |
| Cross-currency interest rate swaps | **-** | **-** | **133** | **-** | **133** | 133 | 133 |
| **Total interest rate contracts** | **13,794** | **15,376** | **4,300** | **590** | **34,060** | 24,838 | 26,808 |
| **Credit contracts** | | | | | | | |
| Purchased credit default swaps | **244** | **945** | **1,896** | **-** | **3,085** | 2,020 | 955 |
| Written credit default swaps | **235** | **1,455** | **1,613** | **-** | **3,303** | 1,189 | 245 |
| **Total credit contracts** | **479** | **2,400** | **3,509** | **-** | **6,388** | 3,209 | 1,200 |
| **Commodity contracts** | | | | | | | |
| Commodity futures | **1,375** | **-** | **-** | **-** | **1,375** | 446 | 243 |
| **Total commodity contracts** | **1,375** | **-** | **-** | **-** | **1,375** | 446 | 243 |
| Other derivative contracts | **629** | **101** | **-** | **-** | **730** | 809 | 169 |
| **Total** | **$ 97,591** | **$ 19,293** | **$ 12,187** | **$ 590** | **$ 129,661** | $ 124,825 | $ 104,120 |

*(g) Securities Sold Short*

As at June 30, 2012, securities sold short of $6,245 million (March 31, 2012 - $8,596 million; June 30, 2011 - $2,438 million) are considered repayable within one year based on the earliest period in which the counterparty could request payment under certain conditions. The securities sold short have a weighted average interest rate of 0.16% (March 31, 2012 – 0.19%; June 30, 2011 – 0.29%).

*(h) Debt Financing Liabilities*

The terms to maturity of the undiscounted principal repayments of the debt financing liabilities as at June 30, 2012, are as follows:

| | As at June 30, 2012 | | | | | | As at June 30, 2011 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Terms to Maturity | | | | | | | | |
| *($ millions)* | **Within 1 Month** | **1 to 6 Months** | **7 months to 1 Year** | **Total** | **Fair Value** | **Weighted Average Interest Rate** | Total | Fair Value | Weighted Average Interest Rate |
| Commercial paper payable | **$ 1,184** | **$ 1,740** | **$ 11** | **$ 2,935** | **$ 2,929** | **1.2 %** | $ 1,408 | $ 1,406 | 1.1 % |

*(i) Collateral*

Collateral transactions are conducted under the terms and conditions that are common and customary to collateral arrangements. The net fair value of collateral held and pledged is as follows:

| *($ millions)* | **As at June 30, 2012** | As at March 31, 2012 | As at June 30, 2011 |
|---|---|---|---|
| **Assets held as collateral on:** | | | |
| Reverse repurchase agreements[1] | **-** | $ - | $ 1,535 |
| Over-the-counter derivative transactions[1] | **45** | 200 | 78 |
| **Assets pledged as collateral on:** | | | |
| Over-the-counter derivative transactions | **-** | - | - |
| Securities sold short | **(8,345)** | (10,937) | (3,723) |
| Debt on private real estate properties | **(2,056)** | (2,008) | - |
| Guarantees (see note 10) | **(141)** | (141) | (132) |
| **Total** | **(10,497)** | $ (12,886) | $ (2,242) |

[1] The fair value of the collateral held that may be sold or repledged as at June 30, 2012 is $40 million (March 31, 2012 - $143 million; June 30, 2011 - $1,550 million). The fair value of collateral sold or repledged as at June 30, 2012 is $nil (March 31, 2012 - $nil; June 30, 2011 - $nil).

## 4. CREDIT FACILITIES

The CPP Investment Board maintains $1.5 billion (March 31, 2012 - $1.5 billion; June 30, 2011 - $1.5 billion) of unsecured credit facilities to meet potential liquidity requirements. As at June 30, 2012, the total amount drawn on the credit facilities is $nil (March 31, 2012 - $nil; June 30, 2011 - $nil).

## 5. SHARE CAPITAL

The issued and authorized share capital of the CPP Investment Board is $100 divided into 10 shares having a par value of $10 each. The shares are owned by Her Majesty the Queen in right of Canada.

## 6. CANADA PENSION PLAN TRANSFERS

Pursuant to Section 108.1 of the *Canada Pension Plan*, the Act and an administrative agreement between Her Majesty the Queen in right of Canada and the CPP Investment Board, amounts not required to meet specified obligations of the CPP are transferred weekly to the CPP Investment Board. The funds originate from employer and employee contributions to the CPP.

The CPP Investment Board is also responsible for providing cash management services to the CPP, including the periodic return, on at least a monthly basis, of funds required to meet CPP benefits and expenses.

The accumulated transfers from the CPP since inception are as follows:

| *($ millions)* | **As at June 30, 2012** | As at March 31, 2012 | As at June 30, 2011 |
|---|---|---|---|
| Accumulated transfers from the Canada Pension Plan | **$ 285,372** | $ 275,648 | $ 254,520 |
| Accumulated transfers to the Canada Pension Plan | **(169,606)** | (163,299) | (142,279) |
| **Accumulated net transfers from the Canada Pension Plan** | **$ 115,766** | $ 112,349 | $ 112,241 |

## 7. NET INVESTMENT INCOME

Net investment income is reported net of transaction costs and investment management fees, and is grouped by asset class based on the risk/return characteristics of the investment strategies of the underlying portfolios.

Net investment income, after giving effect to derivative contracts and investment receivables and liabilities, is as follows:

| *($ millions)* | **For the three-month period ended June 30, 2012** | | | | | |
|---|---|---|---|---|---|---|
| | **Investment Income[1]** | **Net Gain (Loss) on Investments[2]** | **Total Investment Income (Loss)** | **Investment Management Fees** | **Transaction Costs** | **Net Investment Income (Loss)** |
| Equities | **$ 423** | **$ (2,003)** | **$ (1,580)** | **$ (79)** | **$ (25)** | **$ (1,684)** |
| Fixed income[3] | **750** | **1,394** | **2,144** | **(44)** | **(9)** | **2,091** |
| Real assets | **329** | **138** | **467** | **(17)** | **(13)** | **437** |
| Total | **$ 1,502** | **$ (471)** | **$ 1,031** | **$ (140)** | **$ (47)** | **$ 844** |

| *($ millions)* | For the three-month period ended June 30, 2011 | | | | | |
|---|---|---|---|---|---|---|
| | Investment Income[1] | Net Gain (Loss) on Investments[2] | Total Investment Income (Loss) | Investment Management Fees | Transaction Costs | Net Investment Income (Loss) |
| Equities | $ 535 | $ (894) | $ (359) | $ (79) | $ (9) | $ (447) |
| Fixed income[3] | 744 | 564 | 1,308 | (32) | (9) | 1,267 |
| Real assets | 329 | 199 | 528 | (19) | (35) | 474 |
| Total | $ 1,608 | $ (131) | $ 1,477 | $ (130) | $ (53) | $ 1,294 |

[1] Includes interest income, dividends, private real estate operating income (net of interest expense), interest expense on the debt financing liabilities, and other investment-related income and expenses.
[2] Includes realized gains and losses from investments, and unrealized gains and losses on investments held at the end of the period.
[3] Includes absolute return strategies, consisting of investments in funds and internally managed portfolios.

## 8. INVESTMENT RISK MANAGEMENT

The CPP Investment Board is exposed to a variety of financial risks as a result of its investment activities. These risks include market risk, credit risk and liquidity risk. The CPP Investment Board manages and mitigates financial risks through the Risk/Return Accountability Framework that is contained within the investment policies approved by the board of directors at least once every fiscal year. This framework contains risk limits and risk management provisions that govern investment decisions and has been designed to achieve the mandate of the CPP Investment Board which is to invest its assets with a view to achieving a maximum rate of return, without undue risk of loss, having regard to the factors that may affect the funding of the CPP and the ability of the CPP to meet its financial obligations on any given business day.

Included within the Risk/Return Accountability Framework is an active risk limit which represents a limit on the amount of investment risk that the CPP Investment Board can take relative to the CPP Reference Portfolio. The CPP Reference Portfolio is approved by the board of directors and serves as a performance benchmark against which the CPP Investment Board's value-added activities are measured. It represents a low-cost strategic alternative to the CPP Investment Portfolio. The objective of the CPP

Investment Board is to create value-added investment returns greater than the returns that would be generated by the CPP Reference Portfolio. The CPP Investment Board monitors the active risk in the CPP Investment Portfolio daily and reports active risk exposures to the board of directors on at least a quarterly basis. Financial risk management is discussed in greater detail on page 32 in the Risk/Return Accountability Framework section of Management's Discussion and Analysis in the 2012 annual report.

*(a)* ***Market Risk:*** *M*arket risk (including currency risk, interest rate risk and other price risk) is the risk that the fair value or future cash flows of an investment or investment liability will fluctuate because of changes in market prices and rates. As discussed previously, the CPP Investment Board manages market risk through the Risk/Return Accountability Framework. This includes investing across a wide spectrum of asset classes and investment strategies to earn a diversified risk premium at the total fund level, based on risk limits established in the investment policies. In addition, derivatives are used, where appropriate, to manage certain market risk exposures. Market risk is comprised of the following:

*Currency Risk:* The CPP Investment Board is exposed to currency risk through holdings of investments or investment liabilities in various currencies. Fluctuations in the relative value of foreign currencies against the Canadian dollar can result in a positive or negative effect on the fair value or future cash flows of these investments and investment liabilities.

In Canadian dollars, the net underlying currency exposures, after allocating foreign currency derivatives, are as follows:

| ***($ millions)*** | **As at June 30, 2012** | | As at March 31, 2012 | | As at June 30, 2011 | |
|---|---|---|---|---|---|---|
| **Currency** | **Net Exposure** | **% of Total** | Net Exposure | % of Total | Net Exposure | % of Total |
| United States Dollar | **$ 58,090** | **58 %** | $ 55,090 | 57 % | $ 42,702 | 52 % |
| Euro | **13,813** | **14** | 13,413 | 14 | 14,188 | 17 |
| British Pound Sterling | **9,132** | **9** | 8,933 | 9 | 7,509 | 9 |
| Australian Dollar | **5,069** | **5** | 4,689 | 5 | 5,336 | 7 |
| Japanese Yen | **4,277** | **4** | 4,166 | 4 | 4,546 | 6 |
| Hong Kong Dollar | **2,487** | **3** | 2,326 | 2 | 1,712 | 2 |
| Swedish Krona | **415** | **-** | 1,695 | 2 | 258 | 1 |
| Other | **7,325** | **7** | 7,274 | 7 | 5,105 | 6 |
| Total | **$ 100,608** | **100 %** | $ 97,586 | 100 % | $ 81,356 | 100 % |

*Interest Rate Risk:* Interest rate risk is the risk that the fair value or future cash flows of an investment will fluctuate because of changes in market interest rates. The CPP Investment Board's interest-bearing investments are exposed to interest rate risk.

*Other Price Risk:* Other price risk is the risk that the fair value or future cash flows of an investment will fluctuate because of changes in market prices arising primarily from equity price risk, commodity price risk and credit spread risk, whether those changes are caused by factors specific to the individual investment or factors affecting all securities traded in the market.

In addition to the above, the CPP Investment Board is indirectly exposed to market risk on the underlying securities of fund investments.

*Value at Risk*

CPP Investment Board uses a Value at Risk ("VaR") methodology to monitor market risk exposure and credit risk exposure (see note 8(b)) in the CPP Investment Portfolio. VaR is a statistical technique that is used to estimate the potential loss in value of an investment as a result of movements in market rates and prices over a specified time period and for a specified confidence level.

VaR is valid under normal market conditions and does not specifically consider losses arising from severe market events. It also assumes that historical market data is a sound basis for estimating potential future losses. If future market conditions and interrelationships of interest rates, foreign exchange rates and other market prices differ significantly from those of the past, then the actual losses could materially differ from those estimated. The VaR measure provides an estimate of a single value in a distribution of potential losses that the CPP Investment Portfolio could experience. It is not an estimate of the worst-case scenario.

Market VaR calculated by the CPP Investment Board is estimated using a historical simulation method, evaluated at a 90% confidence level and scaled to a one-year holding period. The significant assumption used in this method is the incorporation of the most recent 10 years of weekly market returns.

Credit VaR is estimated using a Monte Carlo simulation incorporating a one-year investment horizon. Significant assumptions under this method include using the most recent two-years' market factor indices to determine ratings based correlations between defaults and downgrades of credit exposures, and using empirically derived ratings transition and default rates. In order to estimate Credit VaR, a sufficient number of scenarios are generated to simulate the low probability credit events that materially impact the value distribution.

Under the historical and Monte Carlo simulation methods for estimating VaR, it is also assumed that the public market proxies used to represent investment returns on those investments valued with inputs that are based on non-observable market data (e.g. those for private real estate and private equities) are reasonable for estimating their contribution to the VaR.

Market and Credit VaR are estimated at the same confidence level and are combined using an appropriate positive correlation approved by the Investment Planning Committee ("IPC") to provide an Integrated Active Risk number.

The CPP Investment Board monitors the active risk of the CPP Investment Portfolio relative to the CPP Reference Portfolio. VaR, at a 90% confidence level, indicates that one year in 10 the portfolio can be expected to lose at least the following amounts:

| | **As at June 30, 2012** | | | | As at March 31, 2012 | | | | As at June 30, 2011 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| ***($ millions)*** | | **VaR** | **% of CPP Investment Portfolio[1]** | | | VaR | % of CPP Investment Portfolio[1] | | | VaR | % of CPP Investment Portfolio[1] | |
| CPP Reference Portfolio | **$** | **15,878** | **9.7** | **%** | $ | 15,815 | 9.9 | % | $ | 14,807 | 9.9 | % |
| CPP Investment Portfolio Active Market Risk | **$** | **4,048** | **2.5** | **%** | $ | 3,805 | 2.4 | % | $ | 2,997 | 2.0 | % |
| CPP Investment Portfolio[2] | **$** | **18,812** | **11.5** | **%** | $ | 17,974 | 11.2 | % | $ | 16,658 | 11.1 | % |
| CPP Investment Portfolio Credit VaR | **$** | **363** | **0.2** | **%** | $ | 336 | 0.2 | % | $ | 366 | 0.2 | % |
| CPP Investment Portfolio Integrated Active Market and Credit VaR[3] | **$** | **4,115** | **2.5** | **%** | $ | 3,870 | 2.4 | % | $ | 3,091 | 2.1 | % |

[1] Excludes certain assets where the market risk exposure is not monitored using VaR, such as the assets of the Cash for Benefits Portfolio which is a separately managed short-term cash management program designed to facilitate monthly benefit payments by the CPP.
[2] CPP Investment Portfolio VaR is less than the sum of the CPP Reference Portfolio VaR and CPP Investment Portfolio Active Market Risk due to the beneficial impact of risk diversification.
[3] Market and Credit VaR are combined using an assumed positive correlation under normal market conditions.

*(b)* ***Credit Risk:*** Credit risk is the risk of financial loss due to a counterparty failing to meet its contractual obligations, or a reduction in the value of the assets due to a decline in the credit quality of the borrower, counterparty, guarantor or the assets (collateral) supporting the credit exposure. The CPP Investment

Board's most significant exposure to credit risk is through its investment in debt securities and over-the-counter derivatives (as discussed in note 3f). The carrying amounts of these investments as presented in the Statement of Investment Portfolio represent the maximum credit risk exposure at the balance sheet date.

The Credit Committee, a sub-committee of the IPC, which is chaired by the Chief Operations Officer, is accountable for ensuring that credit risks and credit exposures are identified, measured and monitored regularly, independently of the investment departments, and communicated at least monthly to the IPC and at least quarterly to the board of directors. The IPC, chaired by the Chief Investment Strategist, is accountable for monitoring and managing the total portfolio strategic risk exposures and providing strategic direction to the investment departments. The Credit Committee's primary focus is on emerging risks that may impact the credit exposures of the CPP Investment Board, including analysis of credit risks that may not be adequately captured within current credit risk models or credit exposure calculations. Such risks include correlation risk, market risk related to credit spread movements, and funding and liquidity risks from a credit point of view. Credit risk measurement and reporting are performed by experienced risk managers within the Investment Risk group ("IR"). IR monitors board approved exposure limits, provides detailed analysis of single-name and sector exposures, and oversees the credit risk inherent in certain fund investments. Credit VaR is the common measure of credit risk across all investment strategies. IR works closely with the investment departments to provide an evaluation of the credit risk created by significant transactions. Detailed reports of credit risk and counterparty exposures are provided weekly to management, monthly to members of the IPC, and on a regular basis to the Credit Committee.

The CPP Investment Board manages credit risk by setting overall credit exposure limits within categories that include credit rating, region, and financial institution. The board of directors approves the credit exposure limits at least once every fiscal year. Counterparties are assigned a credit rating as determined by recognized credit rating agencies, where available, and/or as determined through an internal credit rating process. Where the internal credit rating is lower than the rating determined by a recognized credit rating agency, the internal credit rating will prevail. Credit exposure to any single counterparty is limited to a maximum amount as specified in the investment policies. The Credit Committee has also established single-name sub-limits within the credit exposure limits to mitigate risks arising from concentrated exposures to financial institution counterparties. IR measures and monitors credit exposure daily for compliance to approved credit limits and reports to the IPC at least monthly, or more frequently as necessary, and on a regular basis to the Credit Committee.

The fair value of debt securities and over-the-counter derivatives exposed to credit risk, by credit rating category and without taking account of any collateral held or other credit enhancements as are as follows:

| ($ millions) | As at June 30, 2012 | | | | | | | As at March 31, 2012 | As at June 30, 2011 |
|---|---|---|---|---|---|---|---|---|---|
| **Credit Rating** | **Bonds[1,2]** | **Money Market Securities[1]** | **Reverse Repurchase Agreements[1,4]** | **Over-the-Counter Derivatives** | **Other[1,3]** | **Total** | **% of Total** | Total | Total |
| AAA/R-1 (high) | **$ 13,783** | **$ 6,041** | **$ -** | **$ 83** | **$ 113** | **$ 20,020** | **30 %** | $ 20,277 | $ 21,550 |
| AA/R-1 (mid) | **21,354** | **9,100** | **-** | **361** | **536** | **31,351** | **48** | 32,456 | 30,208 |
| A/R-1 (low) | **6,224** | **1,075** | **-** | **494** | **518** | **8,311** | **13** | 6,974 | 7,630 |
| BBB/R-2 (low) | **658** | **-** | **-** | **133** | **621** | **1,412** | **2** | 1,436 | 777 |
| BB/R-3 | **495** | **-** | **-** | **-** | **1,474** | **1,969** | **3** | 1,640 | 984 |
| B/R-4 | **27** | **-** | **-** | **-** | **1,950** | **1,977** | **3** | 2,423 | 2,101 |
| CCC/D | **-** | **-** | **-** | **-** | **856** | **856** | **1** | 654 | 100 |
| **Total** | **$ 42,541** | **$ 16,216** | **$ -** | **$ 1,071** | **$ 6,068** | **$ 65,896** | **100 %** | $ 65,860 | $ 63,350 |

1 Includes accrued interest.
2 Includes inflation-linked bonds.
3 Includes direct investments in private debt and asset-backed securities.
4 As at June 30, 2012 fixed income securities with a fair value of $nil (March 31, 2012 - $nil; June 30, 2011 - $1,535 million) and a AAA credit rating were held as collateral which mitigates the credit risk exposure on the reverse repurchase agreements (see note 3i).

Credit risk exposure on over-the-counter derivatives is mitigated through the use of master netting agreements and collateral within International Swaps and Derivatives Association ("ISDA") Master Agreements. Master netting agreements are entered into with all counterparties so that, if an event of default occurs, all amounts with the counterparty are terminated and settled on a net basis. Credit support annexes are negotiated with certain counterparties and require that collateral, in the form of cash or fixed income securities, be provided to the CPP Investment Board when the positive fair value of the derivative contract exceeds certain threshold amounts. As at June 30, 2012, master netting agreements and collateral held reduced the credit risk exposure to over-the-counter derivatives from $1,071 million to $218 million (March 31, 2012 - $803 million to $72 million; June 30, 2011 - $753 million to $273 million).

In addition to the above, the CPP Investment Board is indirectly exposed to credit risk on the underlying securities of fund investments.

(c) ***Liquidity Risk:*** Liquidity risk is the risk of being unable to generate sufficient cash or its equivalent in a timely and cost-effective manner to meet investment commitments and investment liabilities as they come due. The CPP Investment Board mitigates liquidity risk through its unsecured credit facilities (see note 4) available in the amount of $1.5 billion (March 31, 2012 - $1.5 billion; June 30, 2011 - $1.5 billion) and the ability to readily dispose of certain investments that are traded in an active market. These include a liquid portfolio of publicly-traded equities, money market securities, marketable bonds and inflation-linked bonds.

The CPP Investment Board is also exposed to liquidity risk through its responsibility for providing cash management services to the CPP (see note 6). In order to manage liquidity risk associated with this short-term cash management program, certain assets are segregated and managed separately. Liquidity risk is also managed by investing these assets in liquid money market instruments with the primary objective of ensuring the CPP has the necessary liquidity to meet benefit payment obligations on any business day.

## 9. COMMITMENTS

The CPP Investment Board has entered into commitments related to the funding of investments. These commitments are generally payable on demand based on the funding needs of the investment subject to the terms and conditions of each agreement. As at June 30, 2012, the commitments total $19.1 billion (March 31, 2012 - $16.6 billion; June 30, 2011 - $16.4 billion).

As at June 30, 2012, the CPP Investment Board has made lease and other commitments of $131.1 million (March 31, 2012 - $126.3 million; June 30, 2011 - $56.9 million) that will be paid over the next 12 years.

## 10. GUARANTEES AND INDEMNIFICATIONS

### *(a) Guarantees*

As part of certain investment transactions, the CPP Investment Board has agreed to guarantee, as at June 30, 2012, up to $0.2 billion (March 31, 2012 - $0.2 billion; June 30, 2011 - $0.6 billion) to other counterparties in the event certain subsidiaries and other entities default under the terms of loan and other related agreements.

### *(b) Indemnifications*

The CPP Investment Board provides indemnifications to its officers, directors, certain others and, in certain circumstances, to various counterparties and other entities. The CPP Investment Board may be required to compensate these indemnified parties for costs incurred as a result of various contingencies such as changes in laws and regulations and litigation claims. The contingent nature of these indemnification agreements prevents the CPP Investment Board from making a reasonable estimate of the maximum potential payments the CPP Investment Board could be required to make. To date, the CPP Investment Board has not received any claims nor made any payments pursuant to such indemnifications.