MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE SIX MONTHS ENDED JUNE 30, 2007

CU INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS ("MD&A")**

The following discussion and analysis of financial condition and results of operations of CU Inc. (the "Corporation") should be read in conjunction with the Corporation's unaudited interim consolidated financial statements for the six months ended June 30, 2007, and the audited consolidated financial statements and management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2006 ("2006 MD&A"). Information contained in the 2006 MD&A that is not discussed in this document remains substantially unchanged. Additional information relating to the Corporation, including the Corporation's Annual Information Form, is available on SEDAR at www.sedar.com.

The equity securities of the Corporation consist of Class A non-voting shares ("Class A shares") and Class B common shares ("Class B shares").

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FORWARD-LOOKING INFORMATION

Certain statements contained in this MD&A constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in the forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements should not be unduly relied upon.

In particular, this MD&A contains forward-looking statements pertaining to contractual obligations, planned capital expenditures and the impact of changes in government regulation. The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of regulatory decisions, competitive

factors in the industries in which the Corporation operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Corporation.

NON-GAAP FINANCIAL MEASURES

In this MD&A, reference is made to funds generated by operations, which is a measure that does not have a standardized meaning under Canadian generally accepted accounting principles ("GAAP"). Funds generated by operations is calculated on the Corporation's consolidated statement of cash flows from operating activities before changes in non-cash working capital. In the Corporation's opinion, funds generated by operations is a significant performance indicator of the Corporation's ability to generate cash flow to fund its capital expenditures.

INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in the Corporation's internal control over financial reporting that occurred during the three months ended June 30, 2007, that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

BUSINESS OF THE CORPORATION

The Corporation's financial statements are consolidated from two segments: Utilities and Power Generation (refer to Note 10 to the unaudited interim consolidated financial statements for the six months ended June 30, 2007). Transactions between segments are eliminated in all reporting of the Corporation's consolidated financial information.

H.R. MILNER INCOME TAX REASSESSMENT

In the third quarter of 2006, the Canada Revenue Agency ("CRA") issued a reassessment for Alberta Power (2000)'s 2001 taxation year. The CRA's reassessment treats the proceeds received from the sale of the H.R. Milner generating plant to the Alberta Balancing Pool as income rather than as a sale of an asset. The Corporation has made submissions to the CRA opposing the CRA's position. The full impact of the reassessment was a $12.4 million increase in interest and income tax expense, a $12.4 million decrease in earnings ($8.0 million recorded in the second quarter of 2006 and $4.4 million recorded in the third quarter of 2006), and a $28.8 million payment associated with the tax and interest assessed, paid in the third quarter of 2006. It is expected that $16.4 million of this cash payment will be recovered by reducing income taxes payable through higher capital cost allowance claims in future years.

2007 CHANGE IN THE TAXATION OF PREFERRED SHARE DIVIDENDS

On June 15, 2007, an amendment to tax legislation pertaining to the taxation of preferred share dividends paid by corporations received third reading in the House of Commons. This change pertains to taxes paid by corporations that pay dividends on taxable preferred shares (Part VI.1 tax). Prior to this change, corporations that paid Part VI.1 tax were entitled to an income tax deduction equal to 9/4ths of the Part VI.1 tax paid. This deduction was increased to 9/3rds of the Part VI.1 tax paid effective January 1, 2003. The CRA has been assessing corporate tax returns based on this proposed change since January 1, 2003, resulting in a reduction of taxes paid to the CRA. As this change is now considered to have been substantively enacted, the Corporation recorded a reduction to current income tax expense of $5.8 million in the second quarter of 2007. Funds generated by operations increased by $5.8 million, offset by a similar reduction in changes in non-cash working capital, leaving the Corporation's cash position unchanged ("Part VI.1 Tax Adjustment").

The earnings impact of the Part VI.1 Tax Adjustment by segment is as follows:

($ Millions)	Years Prior to 2007	First Quarter of 2007	Total
Utilities	4.2	0.2	4.4
Power Generation	1.3	0.1	1.4
Total	5.5	0.3	5.8

2006 CHANGES IN INCOME TAXES AND RATES

In 2006, Federal and provincial governments announced a number of changes to income taxes and rates. As a result of these changes, the Corporation made an adjustment to income taxes amounting to $1.7 million in the second quarter of 2006, most of which related to future income taxes. The adjustment increased 2006 earnings by $1.7 million, all of which relates to the Utilities segment.

SELECTED QUARTERLY INFORMATION

	For the Three Months Ended			
($ Millions)	Mar. 31	Jun. 30	Sep. 30	Dec. 31
		(unaudited)		
2007 (1) (2)				
Revenues	415.7	341.4	....	....
Earnings attributable to Class A and Class B shares	60.2	38.3	....	....
2006 (1) (2)				
Revenues	400.8	316.6	292.7	391.7
Earnings attributable to Class A and Class B shares	53.0	21.4	24.9	47.8
2005 (1) (2)				
Revenues	....	....	294.4	382.2
Earnings attributable to Class A and Class B shares	....	....	24.9	45.6

Notes:

(1) There were no discontinued operations or extraordinary items during these periods.

(2) Due to the seasonal nature of the Corporation's operations and the timing of rate decisions, revenues and earnings for any quarter are not necessarily indicative of operations on an annual basis.

(3) As all Class A and Class B shares of the Corporation are owned by Canadian Utilities Limited, the disclosure of earnings per share is not provided as it is not considered to be meaningful.

(4) The above data has been extracted from the financial statements which have been prepared in accordance with Canadian generally accepted accounting principles and the reporting currency is the Canadian dollar.

RESULTS OF OPERATIONS

The principal factors that have caused variations in **revenues** and **earnings** over the eight most recently completed quarters necessary to understand general trends that have developed and the seasonality of the businesses disclosed in the 2006 MD&A remain substantially unchanged, except for the impact of the 2007 change in the taxation of preferred share dividends.

Consolidated Operations

Revenues and earnings attributable to Class A and Class B shares were as follows:

($ Millions)	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2007	2006	**2007**	2006
	(unaudited)			
Revenues (1) (2)	**341.4**	316.6	**757.1**	717.4
Earnings attributable to Class A and Class B shares (1) (2)	**38.3**	21.4	**98.5**	74.4

Notes:
(1) There were no discontinued operations or extraordinary items during these periods.
(2) Due to the seasonal nature of the Corporation's operations and the timing of rate decisions, revenues and earnings for any quarter are not necessarily indicative of operations on an annual basis.
(3) As all Class A and Class B shares of the Corporation are owned by Canadian Utilities Limited, the disclosure of earnings per share is not provided as it is not considered to be meaningful.
(4) The above data has been extracted from the financial statements which have been prepared in accordance with Canadian generally accepted accounting principles and the reporting currency is the Canadian dollar.

Revenues for the three months ended June 30, 2007, **increased** by $24.8 million to $341.4 million, primarily due to:
- impact of 2007 interim customer rate increases for ATCO Electric approved by the Alberta Energy and Utilities Board ("AEUB") in December 2006 (refer to Regulatory Matters – ATCO Electric section);
- colder temperatures, customer growth and higher sales per customer in ATCO Gas; and
- higher franchise fees collected by ATCO Gas on behalf of cities and municipalities.

This increase was partially offset by:
- impact of one-time customer rate adjustments approved by the AEUB in the ATCO Gas General Rate Application ("GRA") Decision recorded in the second quarter of 2006 (refer to Regulatory Matters – ATCO Gas section).

Revenues for the six months ended June 30, 2007, **increased** by $39.7 million to $757.1 million, primarily due to:
- impact of 2007 interim customer rate increases for ATCO Electric approved by the AEUB in December 2006 (refer to Regulatory Matters – ATCO Electric section); and
- colder temperatures, customer growth and higher sales per customer in ATCO Gas.

This increase was partially offset by:
- impact of one-time customer rate adjustments approved by the AEUB in the ATCO Gas GRA Decision recorded in the second quarter of 2006 (refer to Regulatory Matters – ATCO Gas section).

Earnings attributable to Class A and Class B shares for the three and six months ended June 30, 2007, **increased** by $16.9 million to $38.3 million, and by $24.1 million to $98.5 million, respectively, primarily due to:
- $5.8 million Part VI.1 Tax Adjustment (refer to 2007 Change in the Taxation of Preferred Share Dividends section);
- colder temperatures, customer growth and higher sales per customer in ATCO Gas; and
- H.R. Milner Income Tax Reassessment in 2006 (refer to H.R. Milner Income Tax Reassessment section).

This increase was partially offset by:
- higher operating and maintenance expenses in ATCO Electric, pending finalization of 2007 and 2008 customer rates (refer to Regulatory Matters – ATCO Electric section); and
- higher operating and maintenance expenses and depreciation expenses in ATCO Gas due to customer growth and increased capital expenditures.

Operating expenses (consisting of natural gas supply, purchased power, operation and maintenance, selling and administrative and franchise fee costs) for the three and six months ended June 30, 2007, **increased** by $20.2 million to $189.4 million, and by $23.4 million to $399.1 million, respectively, primarily due to:

- higher franchise fees collected by ATCO Gas on behalf of cities and municipalities;
- higher operating and maintenance expenses in ATCO Electric, pending finalization of 2007 and 2008 customer rates (refer to Regulatory Matters – ATCO Electric section); and
- higher operating and maintenance expenses in ATCO Gas due to customer growth and increased capital expenditures.

Depreciation and amortization expenses for the three and six months ended June 30, 2007, **decreased** by $7.9 million to $64.8 million, and by $3.0 million to $138.5 million, respectively, primarily due to:

- one-time amortization charge of certain deferred items approved by the AEUB in the ATCO Gas GRA Decision recorded in the second quarter of 2006.

This decrease was partially offset by:

- capital additions in 2007 and 2006.

Interest expense for the three and six months ended June 30, 2007, **decreased** by $5.3 million to $40.7 million, and by $3.1 million to $81.4 million, respectively, primarily due to:

- repayment of financings in 2007 and 2006; and
- H.R. Milner Income Tax Reassessment in 2006 (refer to H.R. Milner Income Tax Reassessment section).

This decrease was partially offset by:

- interest on new financings issued in 2006 to fund capital expenditures in Utilities operations.

Interest and other income for the three and six months ended June 30, 2007, were **substantially unchanged.**

Income taxes for the three and six months ended June 30, 2007, were **substantially unchanged**.
Increases were primarily due to:

- higher earnings; and
- $1.7 million adjustment in 2006 to reflect tax changes (refer to 2006 Changes in Income Taxes and Rates section).

Increases were offset by:

- $5.8 million Part VI.1 Tax Adjustment (refer to 2007 Change in the Taxation of Preferred Share Dividends section); and
- H.R. Milner Income Tax Reassessment in 2006 (refer to H.R. Milner Income Tax Reassessment section).

Segmented Information

Segmented revenues for the three and six months ended June 30, 2007, were as follows:

	For the Three Months Ended June 30		**For the Six Months Ended June 30**	
($ Millions)	**2007**	2006	**2007**	2006
	(unaudited)			
Utilities	**270.6**	245.0	**614.5**	573.3
Power Generation	**70.8**	71.6	**142.6**	144.1
Total	**341.4**	316.6	**757.1**	717.4

Segmented earnings attributable to Class A and Class B shares for the three and six months ended June 30, 2007, were as follows:

($ Millions)	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2007	2006	**2007**	2006
	(unaudited)			
Utilities	**28.3**	17.8	**76.7**	58.1
Power Generation	**10.1**	3.7	**21.9**	16.3
Corporate and Other	**(0.1)**	(0.1)	**(0.1)**	-
Total	**38.3**	21.4	**98.5**	74.4

Utilities

Revenues from the Utilities segment for the three months ended June 30, 2007, **increased** by $25.6 million to $270.6 million, primarily due to:

- impact of 2007 interim customer rate increases for ATCO Electric approved by the AEUB in December 2006 (refer to Regulatory Matters – ATCO Electric section);
- colder temperatures, customer growth and higher sales per customer in ATCO Gas; and
- higher franchise fees collected by ATCO Gas on behalf of cities and municipalities.

This increase was partially offset by:

- impact of one-time customer rate adjustments approved by the AEUB in the ATCO Gas GRA Decision recorded in the second quarter of 2006 (refer to Regulatory Matters – ATCO Gas section).

Temperatures in ATCO Gas for the three months ended June 30, 2007, were 5.5% colder than normal, compared to 25.7% warmer than normal for the corresponding period in 2006.

Revenues for the six months ended June 30, 2007, **increased** by $41.2 million to $614.5 million, primarily due to:

- impact of 2007 interim customer rate increases for ATCO Electric approved by the AEUB in December 2006 (refer to Regulatory Matters – ATCO Electric section); and
- colder temperatures, customer growth and higher sales per customer in ATCO Gas.

This increase was partially offset by:

- impact of one-time customer rate adjustments approved by the AEUB in the ATCO Gas GRA Decision recorded in the second quarter of 2006 (refer to Regulatory Matters – ATCO Gas section).

Temperatures in ATCO Gas for the six months ended June 30, 2007, were 2.9% warmer than normal, compared to 10.7% warmer than normal for the corresponding period in 2006.

Earnings for the three and six months ended June 30, 2007, **increased** by $10.5 million to $28.3 millionand by $18.6 million to $76.7 million , respectively, primarily due to:

- colder temperatures, customer growth and higher sales per customer in ATCO Gas; and
- $4.4 million Part VI.1 Tax Adjustment (refer to 2007 Change in the Taxation of Preferred Share Dividends section).

This increase was partially offset by:

- higher operating and maintenance expenses in ATCO Electric, pending finalization of 2007 and 2008 customer rates (refer to Regulatory Matters – ATCO Electric section);
- higher operating and maintenance expenses and depreciation expenses in ATCO Gas due to customer growth and increased capital expenditures; and
- $1.7 million adjustment in 2006 to reflect tax changes (refer to 2006 Changes in Income Taxes and Rates section).

Utilities segment capital expenditures to maintain capacity and meet planned growth are expected to be approximately $600 million in 2007. The total three year (2007-2009) anticipated capital expenditures in the Utilities segment are expected to be approximately $2.1 billion.

Power Generation

Revenues for the three and six months ended June 30, 2007, were **substantially unchanged.**

Earnings for the three and six months ended June 30, 2007, **increased** by $6.4 million to $10.1 million, and by $5.6 million to $21.9 million, respectively, primarily due to:

- H.R. Milner Income Tax Reassessment in 2006 (refer to H.R. Milner Income Tax Reassessment section).

Impacting Alberta Power (2000)'s revenues and earnings for the three and six months ended June 30, 2007, were lower Power Purchase Arrangement ("PPA") tariffs due to declining rate bases at the Battle River and Sheerness generating plants and a decline in the return on common equity rate (2007 – 8.65%, 2006 – 8.75%). These return on common equity rates are based on long term Government of Canada bond yields plus 4.5%.

Alberta Power (2000) operated the Rainbow generating plant during 2006 and the electricity generated was sold to the Alberta Power Pool. Alberta Power (2000) had one year after the expiry of the PPA for the Rainbow generating plant (December 31, 2005) to determine whether to decommission the plant in order to fully recover plant decommissioning costs or to continue to operate the plant. In the first quarter of 2007 the Alberta Electric System Operator ("AESO") and Alberta Power (2000) executed a contract resulting in Alberta Power (2000) continuing to operate the plant and thus be responsible for future decommissioning costs. These costs are included in Alberta Power (2000)'s asset retirement obligation liability.

Deferred Availability Incentives

During the three months ended June 30, 2007, Alberta Power (2000)'s **deferred availability incentive** account decreased by $3.6 million to $42.6 million. The decrease was due to planned outages and the quarterly amortization of deferred availability incentives. During the three months ended June 30, 2007, the amortization of deferred availability incentives, recorded in revenues, increased by $0.4 million to $3.0 million, compared to the same period in 2006.

During the six months ended June 30, 2007, Alberta Power (2000)'s **deferred availability incentive** account increased by $3.0 million to $42.6 million. The increase was due to additional availability incentives received for improved plant availability net of quarterly amortization and planned outages. During the six months ended June 30, 2007, the amortization of deferred availability incentives, recorded in revenues, increased by $0.6 million to $5.9 million, compared to the same period in 2006.

REGULATORY MATTERS

Regulated operations are conducted by wholly owned subsidiaries of the Corporation:

- ATCO Electric and its subsidiaries Northland Utilities (NWT), Northland Utilities (Yellowknife) and Yukon Electrical;
- the ATCO Gas and ATCO Pipelines divisions of ATCO Gas and Pipelines Ltd.; and
- the Battle River and Sheerness generating plants of Alberta Power (2000).

Regulated operations in Alberta (except for the generating plants of Alberta Power (2000)) are subject to a generic cost of capital regime:

- in July 2004, the AEUB issued the generic cost of capital decision which established, among other things:
    - a standardized approach for each utility company regulated by the AEUB for determining the rate of return on common equity;
        - rate of return adjusted annually by 75% of the change in long term Government of Canada bond yield as forecast; and
        - adjustment mechanism similar to the method the National Energy Board uses in determining its formula based rate of return;

    - the capital structure for each utility regulated by the AEUB; and
- in November 2005, the AEUB announced a generic return on common equity of 8.93% for 2006;
- in January 2006, the AEUB clarified that the generic return on equity determined on an annual basis in accordance with the generic cost of capital decision should apply to each year of the test period in the companies' applications. If no rate applications are filed for a particular year, then there will be no adjustment to the common equity rate of return for that year; and
- in November 2006, the AEUB announced a generic return on common equity of 8.51% for 2007.

ATCO Electric, ATCO Gas and ATCO Pipelines purchase information technology services, and ATCO Electric and ATCO Gas also purchase customer care and billing services, from ATCO I-Tek. The recovery of these costs in customer rates is subject to AEUB approval. Since 2003, the costs have been approved on a placeholder basis, and are subject to final AEUB approval after completion of the collaborative benchmarking process.

ATCO Electric

In March 2006, the AEUB issued a decision on ATCO Electric's 2005 and 2006 General Tariff Application ("ATCO Electric GTA Decision"):

- which established, among other things, the amount of revenue to be collected in 2005 and 2006 from customers for transmission and distribution services and approved a return on common equity as determined by the AEUB's standardized rate of return methodology – 9.5% in 2005 and 8.93% in 2006;
- ATCO Electric's 2005 earnings were negatively impacted by $1.3 million, recorded in first quarter of 2006; and
- ATCO Electric's 2006 earnings were reduced by an additional $1.6 million, compared to 2005 earnings, recorded throughout 2006.

In August 2006, the AEUB approved the AESO application for the need to improve transmission infrastructure in northwest Alberta:

- AEUB decision grants the AESO approval to assign to the Transmission Facility Owner, ATCO Electric, work consisting of several distinct projects which will result in 725 kilometres of new transmission line to be constructed by 2011
    - in June 2007, the first of these distinct projects was assigned to ATCO Electric by the AESO. This project consists of a 235 kilometre transmission line with an estimated cost of $210 million, and is anticipated to be completed by 2010. ATCO Electric has applied to the AEUB for approval to build and operate this project; and
    - as a result of price escalation caused by the change in completion date of the remaining distinct projects (post 2010), coupled with the increasing costs of construction in Alberta, ATCO Electric is unable, at this time, to estimate the cost of the entire project; and
- ATCO Electric anticipates that an additional 180 kilometres of transmission line projects will be required in its service area over the next five years.

In November 2006, ATCO Electric filed a general tariff application with the AEUB for the 2007 and 2008 test years:

- requesting, among other things, increased revenues to recover increased financing, depreciation and operating costs associated with increased rate base in Alberta;
- a decision from the AEUB on the general tariff application is not expected until late 2007;
- in November 2006, ATCO Electric filed an application requesting interim refundable rates for transmission and distribution operations, pending the AEUB's decision on the general tariff application; and
- on December 19, 2006, ATCO Electric received a decision from the AEUB approving interim refundable rate increases amounting to 50% of ATCO Electric's requested increases for transmission and distribution operations.

ATCO Gas

In January 2006, the AEUB issued a decision on ATCO Gas' 2005, 2006 and 2007 General Rate Application ("ATCO Gas GRA Decision"):

- which, among other things, established the amount of revenue to be collected over the period 2005 to 2007 from customers for natural gas distribution service and approved a return on common equity as determined by the AEUB's standardized rate of return methodology – 9.5% in 2005, 8.93% in 2006 and 8.51% in 2007.

In May 2006, the City of Calgary filed a Review and Variance application with the AEUB for the ATCO Gas GRA Decision:

- the application alleges that the AEUB made errors in the ATCO Gas GRA Decision related to the calculation of working capital needed by ATCO Gas to operate its Carbon natural gas storage facility;
- the AEUB issued its decision on January 17, 2007, denying the City of Calgary's application; and
- on February 15, 2007, the City of Calgary filed for leave to appeal this decision with the Alberta Court of Appeal. The appeal was heard on June 19, 2007.

In October 2006, ATCO Gas also filed a Review and Variance application with the AEUB for the ATCO Gas GRA Decision:

- the application alleges that the AEUB made errors in the ATCO Gas GRA Decision related to the approved level of administrative expenses;
- in December 2006, the AEUB issued a decision in which it acknowledged an error for a portion of the administrative expenses in question;
- on April 18, 2007, ATCO Gas was advised by the AEUB that it would grant ATCO Gas' request to hear its Review and Variance application. A schedule for the hearing has not yet been determined; and
- on May 30, 2007, the AEUB issued a written process to be completed by September 5, 2007. A final AEUB decision is not expected until the fourth quarter of 2007.

ATCO Gas owns a 43.5 petajoule natural gas storage facility located at Carbon, Alberta. ATCO Gas has leased the entire storage capacity of the facility to ATCO Midstream. ATCO Gas has taken the position that the facility is no longer required for utility service and should be removed from regulation. In the process of obtaining AEUB approval, the following events are significant:

- in July 2004, the AEUB initiated a written process to consider its role in regulating the operations of the facility;
- in June 2005, the AEUB issued a decision with respect to this process. In addition to addressing other matters, the decision found that the AEUB has the authority, when necessary in the public interest, to direct a utility to utilize a particular asset in a specific manner, even over the objection of the utility;
- ATCO Gas filed for leave to appeal the decision with the Alberta Court of Appeal;
- in October 2005, the AEUB established processes to review the use of the facility for utility purposes;
- a hearing to review the use of the facility for revenue generation was held in April 2006 and a hearing to review the use of the facility for load balancing was held in June 2006. On October 11, 2006, the AEUB issued a decision confirming ATCO Gas' position that the facility is no longer required for utility service with respect to the use of the facility for load balancing purposes. The City of Calgary has filed a leave to appeal and a Review and Variance application of this decision;
- on February 5, 2007, the AEUB issued a decision in which it determined that a legitimate utility use for the facility is that it be used for purposes of generating revenues to offset customer rates. This decision requires ATCO Gas to maintain the status quo with respect to the use of the Carbon facility including the lease of the entire storage facility to ATCO Midstream. On February 26, 2007, ATCO Gas filed for leave to appeal this decision with the Alberta Court of Appeal (refer to Business Risks – Regulated Operations – Carbon Natural Gas Storage Facility section); and
- the Alberta Court of Appeal has set a hearing to address the ATCO Gas leave to appeal with respect to the Carbon storage facility for September 18, 2007.

ATCO Gas has filed an application with the AEUB to address, among other things, corrections required to historical transportation imbalances (the process whereby third party natural gas supplies are reconciled to amounts actually shipped in the Corporation's pipelines) that have impacted ATCO Gas' deferred gas account:

- in April 2005, the AEUB issued a decision resulting in a 15% decrease in the transportation imbalance adjustments sought by ATCO Gas. The decision resulted in a decrease to ATCO Gas' 2005 revenues and earnings of $1.8 million and $1.2 million, respectively; and
- the City of Calgary filed for leave to appeal the AEUB's decision. ATCO Gas filed a cross appeal of the AEUB's decision. The leave to appeal was heard by the Alberta Court of Appeal on April 18, 2006. On July 7, 2006, the Alberta Court of Appeal issued its decision granting the City of Calgary's leave to appeal on the question of whether the AEUB erred in law or jurisdiction in assuming that it had the authority to allow recovery in 2005, for costs relating to prior years. ATCO Gas' cross appeal was denied. At a hearing on April 13, 2007, the Alberta Court of Appeal declined to consider the City of Calgary's appeal and referred the jurisdictional question back to the AEUB.

ATCO Pipelines

In March 2007, the AEUB directed ATCO Pipelines to file its next General Rate Application by October 1, 2007. ATCO Pipelines anticipates that the filing will include the 2008 and 2009 test years:

- requesting, among other things, increased revenues to recover increased financing, depreciation and operating costs associated with increased rate base in Alberta; and
- a decision from the AEUB on the General Rate Application is not expected until the third quarter of 2008.

The AEUB has refocused attention to its review of the competitive natural gas pipeline issues under AEUB jurisdiction. This review is expected to address competitive issues between ATCO Pipelines and NOVA Gas Transmission Ltd. The AEUB will distribute the final issues list by July 31, 2007, and a process schedule to address these issues by August 28, 2007.

Other Matters

The Corporation has a number of other regulatory filings and regulatory hearing submissions before the AEUB for which decisions have not been received. The outcome of these matters cannot be determined at this time.

LIQUIDITY AND CAPITAL RESOURCES

Funds generated by operations provide a substantial portion of the Corporation's cash requirements. Additional cash requirements are met externally through bank borrowings and the issuance of long term debt and preferred shares. Commercial paper borrowings and short term bank loans are used to provide flexibility in the timing and amounts of long term financing.

Funds generated by operations for the three and six months ended June 30, 2007, **increased** by $22.7 million to $104.2 million, and by $25.4 million to $245.6 million, respectively, primarily due to:

- increased earnings.

Investing for the three and six months ended June 30, 2007, **increased** by $23.9 million to $130.9 million, and by $46.1 million to $251.2 million, respectively, primarily due to:

- higher capital expenditures;
- changes in non-current deferred electricity costs; and
- changes in non-cash working capital.

This increase was partially offset by:

- H.R. Milner Income Tax Reassessment in 2006 (refer to H.R. Milner Income Tax Reassessment section).

Purchase of property, plant and equipment for the three and six months ended June 30, 2007, **increased** by $11.8 million to $136.4 million, and by $23.9 million to $256.8 million, respectively, primarily due to:

- increased investment in regulated electric distribution and transmission projects and regulated natural gas distribution projects.

During the three and six months ended June 30, 2007, the Corporation **issued**:

- $115.0 million of equity preferred shares.

During the three and six months ended June 30, 2007, the Corporation **redeemed**:

- $126.5 million of equity preferred shares.

These changes resulted in a **net equity preferred share decrease** of $11.5 million.

On April 18, 2007, CU Inc. issued $115.0 million Cumulative Redeemable Preferred Shares Series 1 at a price of $25.00 per share for cash. The dividend rate was fixed at 4.60%. The net proceeds of the issue were used in part to redeem all of the outstanding Cumulative Redeemable Second Preferred Shares Series Q, R and S ("Series Q, R and S Preferred Shares") of ATCO Electric, ATCO Gas and ATCO Pipelines ($91.8 million). In addition, on May 18, 2007, Alberta Power (2000) redeemed all of its outstanding Series Q, R and S Preferred Shares ($34.7 million). All of the Series Q, R and S Preferred Shares were held by Canadian Utilities Limited, CU Inc.'s parent corporation.

At June 30, 2007, the Corporation had the following credit lines that enable it to obtain funding for general corporate purposes.

($ Millions)	Total	Used	Available
Short term committed	300.0	10.0	290.0
Uncommitted	29.1	0.4	28.7
Total	329.1	10.4	318.7

The amount and timing of future financings will depend on market conditions and the specific needs of the Corporation.

Contractual obligations disclosed in the 2006 MD&A remain substantially unchanged as at June 30, 2007.

Net current and long term future income tax liabilities of $56.7 million at June 30, 2007, are attributable to differences between the financial statement carrying amounts of assets and liabilities and their tax bases. These differences result primarily from recognizing revenue and expenses in different years for financial and tax reporting purposes. Future income taxes will become payable when such differences are reversed through the settlement of liabilities and realization of assets.

OUTSTANDING SHARE DATA

At July 24, 2007, the Corporation had outstanding 124 Class A shares and 76 Class B shares, all of which are owned by Canadian Utilities Limited.

BUSINESS RISKS

ATCO Electric, ATCO Gas and ATCO Pipelines are regulated primarily by the AEUB, which administers acts and regulations covering such matters as rates, financing, accounting, construction, operation and service area. The AEUB may approve interim rates or approve the recovery of costs, including capital and operating costs, on a placeholder basis, subject to final determination. These subsidiaries are subject to the normal risks faced by companies that are regulated. These risks include the approval by the AEUB of customer rates that permit a reasonable opportunity to recover on a timely basis the estimated costs of providing service, including a fair return on rate base. The Corporation's ability to recover the actual costs of providing service and to earn the approved rates of return depends on achieving the forecasts established in the rate-setting process.

Environmental Matters

On April 26, 2007 the federal government released a plan that proposes mandatory greenhouse gas ("GHG") emission targets on industry. The proposed plan requires an initial reduction in 2010 of 18% from 2006 levels followed thereafter by annual reductions of an additional 2%. New facilities (2004 or later) are allowed a 3 year grace period after which they must improve emission intensity by 2% per year below the clean fuel standard. Compliance may be achieved by reduction or capture, limited investment in a technology fund, emission credit trading, purchase of offset credits, *Kyoto Protocol Clean Development Mechanisms* (maximum 10%) and early action credits. Specific details on the regulations have yet to be released and will be required to assess the financial impact of the federal framework. While it is not certain, it is anticipated that the PPAs will allow the Corporation to recover most of the costs associated with complying with the new regulations.

In March 2007, the Government of Alberta introduced legislation (Bill 3, Climate Change and Emissions Management Amendment Act and the Specified Gas Emitters Regulation Amendment) that will require Alberta facilities that emit 100,000 tonnes or more of GHG to reduce facility emission intensities by 12% starting July 1, 2007. Units commissioned before January 1, 2000, or that have less than nine years of commercial operation are required to reduce their emission intensity by 2% per year starting in the fourth year of commercial operation to a maximum of 12% in the ninth year of commercial operation. The current framework has proposed that cogeneration units with emissions less than a deemed emission target based on a stand-alone natural gas combined cycle unit and conventional boiler will be eligible for credits. Specific details on the regulations have yet to be finalized and will be required to assess the financial impact of the provincial framework. While it is not certain, it is anticipated that the PPAs will allow the Corporation to recover most of the costs associated with complying with the new regulations.

Alberta Environment implemented a mercury emission regulation in March 2006. The regulation requires coal-fired plant operators, including Alberta Power (2000), to monitor mercury emissions and capture at least 70% of the mercury in the coal starting January 1, 2011. While it is not certain, it is anticipated that the PPAs will allow the Corporation to recover most of the costs associated with complying with the new regulation.

Carbon Natural Gas Storage Facility

ATCO Gas leases the entire storage capacity of the Carbon natural gas storage facility to ATCO Midstream at AEUB approved placeholder rates. On February 5, 2007, the AEUB issued a decision to ATCO Gas that leaves in question these placeholder rates and the effect that these placeholder rates will have on future ATCO Gas revenues (refer to Regulatory Matters – ATCO Gas section).

Weather

Weather fluctuations have a significant impact on throughput in ATCO Gas. Since approximately 50% of ATCO Gas' delivery charge is recovered based on throughput, ATCO Gas' revenues and earnings are sensitive to weather. Weather that is 10% warmer or colder than normal temperatures impacts annual earnings by approximately $10.0 million.

ATCO I-Tek Services

ATCO Electric, ATCO Gas and ATCO Pipelines purchase information technology services, and ATCO Electric and ATCO Gas also purchase customer care and billing services, from ATCO I-Tek. The recovery of these costs in customer rates is subject to AEUB approval. Since 2003, the costs have been approved on a placeholder basis, and are subject to final AEUB approval after completion of the collaborative benchmarking process.

Transfer of the Retail Energy Supply Businesses

On May 4, 2004, ATCO Gas and ATCO Electric transferred their retail energy supply businesses to Direct Energy Marketing Limited and one of its affiliates (collectively "DEML"), a subsidiary of Centrica plc.

Although ATCO Gas and ATCO Electric transferred to DEML certain retail functions, including the supply of natural gas and electricity to customers and billing and customer care functions, the legal obligations of ATCO Gas

and ATCO Electric remain if DEML fails to perform. In certain events (including where DEML fails to supply natural gas and/or electricity and ATCO Gas and/or ATCO Electric are ordered by the AEUB to do so), the functions will revert to ATCO Gas and/or ATCO Electric with no refund of the transfer proceeds to DEML by ATCO Gas and/or ATCO Electric.

Centrica plc, DEML's parent, has provided a $300 million guarantee, supported by a $235 million letter of credit in respect of DEML's obligations to ATCO Gas, ATCO Electric and ATCO I-Tek Business Services in respect of the ongoing relationships contemplated under the transaction agreements. However, there can be no assurance that the coverage under these agreements will be adequate to cover all of the costs that could arise in the event of a reversion of such functions.

Canadian Utilities Limited has provided a guarantee of ATCO Gas', ATCO Electric's and ATCO I-Tek Business Services' payment and indemnity obligations to DEML contemplated under the transaction agreements.

Late Payment Penalties on Utility Bills

As a result of decisions of the Supreme Court of Canada in Garland vs. Consumers' Gas Co., the imposition of late payment penalties on utility bills has been called into question. The Corporation is unable to determine at this time the impact, if any, that these decisions will have on the Corporation.

Alberta Power (2000)

Included in regulated operations are the Battle River and Sheerness generating plants of Alberta Power (2000), which were regulated by the AEUB until December 31, 2000, but are now governed by legislatively mandated PPA's that were approved by the AEUB. These plants are included in regulated operations primarily because the PPA's are designed to allow the owners of generating plants constructed before January 1, 1996, to recover their forecast fixed and variable costs and to earn a return at the rate specified in the PPA's. The plants will become deregulated upon the earlier of one year after the expiry of a PPA or a decision to continue to operate the plant. Alberta Power (2000) has one year after the expiry of a PPA to determine whether to decommission the generating plant in order to fully recover plant decommissioning costs or to continue to operate the plant. Each PPA is to remain in effect until the earlier of the last day of the estimated life of the related generating plant or December 31, 2020.

Substantially all the electricity generated by Alberta Power (2000) is sold pursuant to PPA's. Under the PPA's, Alberta Power (2000) is required to make the generating capacity for each generating unit available to the purchaser of the PPA for that unit. In return, Alberta Power (2000) is entitled to recover its forecast fixed and variable costs for that unit from the PPA purchaser, including a return on common equity equal to the long term Government of Canada bond rate plus 4.5% based on a deemed common equity ratio of 45%. Many of the forecast costs will be determined by indices, formulae or other means for the entire period of the PPA. Alberta Power (2000)'s actual results will vary and depend on performance compared to the forecasts on which the PPA's were based.

Under the terms of the PPA's, the Corporation is subject to an incentive/penalty regime related to generating unit availability. Incentives are paid to the Corporation by the PPA counterparties for availability in excess of predetermined targets, whereas penalties are paid by the Corporation to the PPA counterparties when the availability targets are not achieved.

Accumulated incentives in excess of accumulated penalties are deferred. For any of the individual PPA's, should accumulated incentives plus estimated future incentives exceed accumulated penalties plus estimated future penalties, the excess will be amortized to revenues on a straight-line basis over the remaining term of the PPA's. Should accumulated penalties plus estimated future penalties exceed accumulated incentives plus estimated future incentives, the shortfall will be expensed in the year the shortfall occurs.

At June 30, 2007, the Corporation had recorded $42.6 million of deferred availability incentives.

Fuel costs in Alberta Power (2000) are mostly for coal supply. To protect against volatility in coal prices, Alberta Power (2000) owns or has sufficient coal supplies under long term contracts for the anticipated lives of its Battle

River and Sheerness coal-fired generating plants. These contracts are at prices that are either fixed or indexed to inflation.

Measurement Inaccuracies in Metering Facilities

Measurement inaccuracies occur from time to time with respect to ATCO Electric's, ATCO Gas' and ATCO Pipelines' metering facilities. Measurement adjustments are settled between the parties based on the requirements of the Electricity and Gas Inspections Act (Canada) and applicable regulations issued pursuant thereto. There is a risk of disallowance of the recovery of a measurement adjustment if controls and timely follow up are found to be inadequate by the AEUB.

A recent AEUB decision applicable to ATCO Gas established a two year adjustment limitation period for inaccuracies in gas supply costs, including measurement inaccuracies in metering facilities. The AEUB stated that it will consider specific applications for adjustments beyond the two year limitation period.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Corporation's consolidated financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. On an on-going basis, management reviews its estimates, particularly those related to depreciation and amortization methods, useful lives and impairment of long-lived assets, amortization of deferred availability incentives, asset retirement obligations and employee future benefits, using currently available information. Changes in facts and circumstances may result in revised estimates, and actual results could differ from those estimates. The Corporation's critical accounting estimates are discussed below.

Deferred Availability Incentives

Alberta Power (2000) is subject to an incentive/penalty regime related to generating unit availability. As at June 30, 2007, the Corporation had recorded $42.6 million of deferred availability incentives. For the three and six months ended June 30, 2007, the amortization of deferred availability incentives, which was recorded in revenues, amounted to $3.0 million and $5.9 million, respectively.

The amount to be amortized is dependent upon estimates of future generating unit availability and future electricity prices over the term of the PPA's. Each quarter, the Corporation uses these estimates to forecast high case, low case and most likely scenarios for the incentives to be received from, less penalties to be paid to, the PPA counterparties. These forecasts are added to the accumulated unamortized deferred availability incentives outstanding at the end of the quarter; the resulting total is divided by the remaining term of the PPA to arrive at the amortization for the quarter.

Compared to the most likely scenario recorded in revenues for the year to date, the high case scenario would have resulted in higher revenues of approximately $2.4 million, whereas the low case scenario would have resulted in lower revenues of approximately $2.3 million.

CHANGES IN ACCOUNTING POLICIES

Effective January 1, 2007, the Corporation prospectively adopted the Canadian Institute of Chartered Accountants ("CICA") recommendations pertaining to financial instruments, which establish standards for the recognition, measurement, disclosure and presentation of financial assets, financial liabilities and non-financial derivatives. These recommendations require that fair value be used to measure financial assets that are held for trading or available for sale, financial liabilities that are held for trading and all derivative financial instruments. Other financial assets, such as loans and receivables and investments that are held to maturity, and other financial liabilities are measured at their carrying value. This change in accounting had the following effect on the consolidated financial statements for the three and six months ended June 30, 2007:

(a) Restatement of opening retained earnings at January 1, 2007, associated with the recognition of certain financial assets and financial liabilities at amortized cost using the effective interest method (refer to Note 4 to the unaudited interim consolidated financial statements for the six months ended June 30, 2007).
(b) Reclassification of deferred financing charges from other assets to long term debt (refer to Note 5 to the unaudited interim consolidated financial statements for the six months ended June 30, 2007).

Effective January 1, 2007, the Corporation prospectively adopted the CICA recommendations pertaining to hedges, which establish standards for the identification, designation, documentation and effectiveness of hedging relationships for the purpose of applying hedge accounting. The purpose of hedge accounting is to ensure that gains, losses, revenues and expenses from effective hedging relationships are recorded in earnings in the same period. This change in accounting had no effect on the consolidated financial statements for the three and six months ended June 30, 2007.

Effective January 1, 2007, the Corporation prospectively adopted the CICA recommendations regarding the reporting and disclosure of comprehensive income. Comprehensive income consists of changes in the equity of the Corporation from sources other than the Corporation's share owners, and includes earnings of the Corporation and unrealized gains and losses on changes in fair values of available-for-sale assets and effective cash flow hedging instruments. Other comprehensive income comprises revenues, expenses, gains and losses that are recognized in comprehensive income but are excluded from earnings of the period. Comprehensive income is disclosed in a separate statement in the consolidated financial statements.

Effective January 1, 2007, the Corporation prospectively adopted the CICA recommendations regarding the presentation of equity and changes in equity. These recommendations require separate presentation of the components of equity, including retained earnings, accumulated other comprehensive income, contributed surplus, share capital and reserves, and the changes therein. As a result of this change in accounting, the Corporation has included disclosure regarding accumulated other comprehensive income in the notes to the consolidated financial statements (refer to Note 8 to the unaudited interim consolidated financial statements for the six months ended June 30, 2007).

Effective January 1, 2007, the Corporation adopted the CICA recommendations that prescribe the criteria for changing accounting policies, together with the accounting treatment and disclosure of changes in accounting policies, changes in accounting estimates and corrections of errors. Adoption of these recommendations had no effect on the consolidated financial statements for the three and six months ended June 30, 2007, except for the disclosure of accounting changes that have been issued by the CICA but have not yet been adopted by the Corporation because they are not effective until a future date (refer to Future Accounting Changes below).

Future Accounting Changes

The CICA has issued new accounting recommendations for capital disclosures which require disclosure of both qualitative and quantitative information that enables users of financial statements to evaluate the Corporation's objectives, policies and processes for managing capital. These recommendations are effective for the Corporation beginning January 1, 2008.

The CICA has also issued new accounting recommendations for disclosure and presentation of financial instruments which require disclosures of both qualitative and quantitative information that enables users of financial statements to evaluate the nature and extent of risks arising from financial instruments to which the Corporation is exposed. These recommendations are effective for the Corporation beginning January 1, 2008.

The CICA has also issued new accounting recommendations for measurement and disclosure of inventories which provide guidance on the determination of cost and its subsequent recognition as an expense, including any writedown to net realizable value, and on the cost formulas that are used to assign costs to inventories. The Corporation is unable to determine at this time the effect of adopting these recommendations on earnings or assets of the Corporation. These recommendations are effective for the Corporation beginning January 1, 2008.

July 25, 2007