

EXTENDICARE INC /CAN/

Form 40-F

May 19, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F

**REGISTRATION STATEMENT PURSUANT
TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

**ANNUAL REPORT PURSUANT TO
SECTION 13(a) OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

Commission File Number 1-14372

EXTENDICARE INC.

(Exact name of Registrant as specified in this charter)

| | | |
|---|--|--|
| Canada <i>(Province or other Jurisdiction of Incorporation or Organization)</i> | 8051 <i>(Primary Standard Industrial Classification Code Number)</i> | Not Applicable <i>(I.R.S. Employer Identification No.)</i> |
|---|--|--|

**3000 Steeles Avenue East
Markham, Ontario, Canada
L3R 9W2
(905) 470-4000**

(Address and telephone number of Registrants principal executive offices)

**Extendicare Health Services, Inc.
111 West Michigan Street
Milwaukee, Wisconsin, U.S.A. 53203-2903
(414) 908-8000**

*(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United States)*

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which registered

| | |
|--|---|
| Subordinate Voting Shares, no par value | New York Stock Exchange The Toronto Stock Exchange |
|--|---|

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

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Securities of which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicated by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's class of capital or common stock as of the close of the period covered by the annual report.

The Registrant had 56,575,211 Subordinate Voting Shares
outstanding as at December 31, 2003

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act).

If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes 82-_____ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13(a) or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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AUDIT COMMITTEE FINANCIAL EXPERT

Information on the Company's Audit Committee Financial Experts is set forth in the Company's Management Information and Proxy Circular (dated March 12, 2004) under the heading "Corporate Governance Statement" (page 14), and is included in the Form 6-K filed with the Securities and Exchange Commission on April 9, 2004.

CODE OF ETHICS

Extendicare Inc. has adopted a Business Conduct Policy applicable to its Chief Executive Officer, Chief Financial Officer, Chief Accountant and other persons who perform similar functions within the Company from time to time, whether as a result of a change in title or delegation or transfer of responsibilities. The Business Conduct Policy is posted on the Company's website at www.extendicare.com.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information on the Company's external auditors' fees and services is set forth in the Company's Management Information and Proxy Circular (dated March 12, 2004) under the heading "Audit and Non-audit Fees" (page 4), and is included in the Form 6-K filed with the Securities and Exchange Commission on April 9, 2004. The Audit Committee pre-approves all services to be performed for the Company and its subsidiaries by the external auditors.

IDENTIFICATION OF AUDIT COMMITTEE

Information on the Company's Audit Committee is set forth in the Company's Management Information and Proxy Circular (dated March 12, 2004) under the heading "Report of the Audit Committee" (page 12), and is included in the Form 6-K filed with the Securities and Exchange Commission on April 9, 2004.

UNDERTAKING

Extendicare Inc. undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

EXHIBIT INDEX

The following exhibits are filed as part of this report:

| Exhibit Number | Description of Exhibit |
|-----------------------|---|
| 99.1 | Annual Information Form for Extendicare Inc. dated May 14, 2004, including reconciliation to accounting principles generally accepted in the United States (see Appendix A) |

- *99.2 Audited Consolidated Financial Statements for Extencicare Inc. for the year ended December 31, 2003
- *99.3 Management's Discussion and Analysis for the fiscal year ended December 31, 2003.
- 99.4 Controls and Procedures
- 99.5 Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 99.6 Certificate pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.7 Consent of KPMG LLP
- 99.8 Schedule II Valuation and Qualifying Accounts

* Included in the Form 6-K filed with the Securities and Exchange Commission on April 9, 2004.

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SIGNATURE

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

EXTENDICARE INC.

May 14, 2004

By: /s/ Mark W. Durishan

Name: Mark W. Durishan
Title: Vice-President, Finance, and
Chief Financial Officer