

# THE KEG ROYALTIES INCOME FUND

## SECOND QUARTER REPORT

For the three and six months ended June 30, 2007

## TO OUR UNITHOLDERS

On behalf of the Board of Trustees, I am pleased to present the results of The Keg Royalties Income Fund (the "Fund") for the three and six months ended June 30, 2007.

### RESULTS

The Trustees are delighted to report that The Keg has reached another sales record for the second quarter. The gross sales reported by the 95 Keg restaurants in the Royalty Pool were \$100,984,000, an increase of \$12,718,000 or 14.4% from the comparable quarter of the prior year. Total system sales for The Keg were even more impressive at \$104,941,000 for the quarter, an increase of \$13,191,000 or 14.4% over the comparable quarter of the prior year. These higher system sales reflect the very successful new Keg restaurants which opened during the period from October 3, 2005 through October 2, 2006 which were added to the Royalty Pool on January 1, 2007, as well as very strong same store sales growth.

The Fund generated earnings before income taxes of \$3,027,000 or 31.2 cents/Fund unit compared with \$2,561,000 or 28.3 cents/Fund unit during the same quarter of the prior year, an increase of \$466,000. Distributable cash available to pay distributions to public Unitholders increased by \$465,000 to \$3,032,000 or 31.2 cents/Fund unit, from \$2,567,000 or 28.4 cents/Fund unit for the second quarter of the prior year.

### DISTRIBUTION INCREASE

On May 14, 2007, the Trustees were pleased to authorize another distribution increase to Unitholders, the fifth distribution increase since the inception of the Fund. The monthly distributions were increased by 2.9% from \$0.0980 per unit to \$0.1009 per unit, beginning with the June 2007 distribution. This equals an annualized distribution slightly in excess of \$1.21 per unit. The Fund's objective is to provide consistent, monthly distributions to Unitholders at the highest sustainable level, and the Fund will continue to review distribution levels on an ongoing basis to fulfill that objective.

### FEDERAL GOVERNMENT TAX ON INCOME FUNDS

On June 12, 2007, the Canadian federal government's legislation to tax publicly traded income trusts passed third reading in the House of Commons and thus the associated income tax became substantively enacted for accounting purposes. The legislation imposes a tax of 31.5% on distributions from Canadian public income trusts. The new tax is not expected to apply to the Fund until January 1, 2011 as a transition period applies to publicly traded trusts that existed prior to November 1, 2006. Historically, the Fund had been exempt from recognizing future income tax assets and liabilities associated with temporary differences arising in the Fund and its equity accounted investment, The Keg Rights Limited Partnership. As a result of the substantive enactment of the new tax legislation, the Fund was required to give accounting recognition to these new rules and recognized a future income tax expense, and a corresponding liability, of \$1,775,000 during the quarter. Future income tax expense is a non-cash item that does not affect cash flow.

## OUTLOOK

The Canadian Restaurant and Foodservice Association (CRFA) has projected growth in the full-service restaurant category, the category in which the Keg operates, of 4.5% in 2007. Management of KRL believes that The Keg will continue to outperform the full-service category with respect to same store sales growth.

The Keg remains an industry leader in the full-service restaurant category, showing continued growth in both overall sales and same store sales. Management remains committed to maintaining and improving the legendary high standards that have come to define the brand, including The Keg's high quality menu, knowledgeable service and marketing innovation. The Keg's management team is focused not only on developing new Kegs in new markets where opportunities exist, but also on growing sales in existing Kegs year after year, further strengthening the company's position as a market leader throughout North America.

Sincerely,



C.C. Woodward  
Chairman, The Keg Royalties Income Fund  
on behalf of the Board of Trustees  
August 9, 2007

## FINANCIAL HIGHLIGHTS

(\$000's except per unit amounts)	Apr. 1 to Jun. 30, 2007	Apr. 1 to Jun. 30, 2006	Jan. 1 to Jun. 30, 2007	Jan. 1 to Jun. 30, 2006
<b>Restaurants in the Royalty Pool</b>	<b>95</b>	<b>91</b>	<b>95</b>	<b>91</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b> .....	<b><u>\$ 100,984</u></b>	<b><u>\$ 88,266</u></b>	<b><u>\$ 206,224</u></b>	<b><u>\$ 182,224</u></b>
Royalty income <sup>(1)</sup> .....	\$ 4,110	\$ 3,564	\$ 8,370	\$ 7,325
Partnership expenses <sup>(2)</sup> .....	(93)	(120)	(195)	(257)
Partnership earnings .....	4,017	3,444	8,175	7,068
KRL's interest <sup>(3)</sup> .....	(1,835)	(1,726)	(3,761)	(3,550)
<b>Equity income</b> <sup>(4)</sup> .....	<b>2,182</b>	<b>1,718</b>	<b>4,414</b>	<b>3,518</b>
Interest income <sup>(5)</sup> .....	1,077	1,069	2,137	2,125
<b>Total income</b> .....	<b>3,259</b>	<b>2,787</b>	<b>6,551</b>	<b>5,643</b>
Interest and financing expenses <sup>(6)</sup> .....	(232)	(226)	(460)	(431)
<b>Earnings before income taxes</b> .....	<b><u>\$ 3,027</u></b>	<b><u>\$ 2,561</u></b>	<b><u>\$ 6,091</u></b>	<b><u>\$ 5,212</u></b>
<b>Net earnings for the period</b> <sup>(7)</sup> .....	<b><u>\$ 1,252</u></b>	<b><u>\$ 2,561</u></b>	<b><u>\$ 4,316</u></b>	<b><u>\$ 5,212</u></b>
<b>Earnings before income taxes per Fund unit</b> <sup>(8)</sup> .....	<b><u>\$ .312</u></b>	<b><u>\$ .283</u></b>	<b><u>\$ .640</u></b>	<b><u>\$ .591</u></b>
<b>Earnings per Fund unit</b> <sup>(8)</sup> .....	<b><u>\$ .129</u></b>	<b><u>\$ .283</u></b>	<b><u>\$ .453</u></b>	<b><u>\$ .591</u></b>
<b>Distributable cash per Fund unit</b> <sup>(8)(9)</sup> .....	<b><u>\$ .312</u></b>	<b><u>\$ .284</u></b>	<b><u>\$ .641</u></b>	<b><u>\$ .593</u></b>
<b>Distributions declared per Fund unit</b> <sup>(8)</sup> .....	<b><u>\$ .297</u></b>	<b><u>\$ .281</u></b>	<b><u>\$ .494</u></b>	<b><u>\$ .471</u></b>

Notes:

- <sup>(1)</sup> The Fund, indirectly through the Partnership, earns royalty income equal to 4% of gross sales of Keg restaurants in the Royalty Pool.
- <sup>(2)</sup> The Fund, indirectly through the Partnership, incurs administrative expenses and interest on an operating line of credit, to the extent utilized.
- <sup>(3)</sup> Represents the interest of KRL in the earnings of the Partnership from the Class A, entitled Class B and Class C Partnership units. The Class A and entitled Class B Partnership units are exchangeable into Fund units on a one-for-one basis.
- <sup>(4)</sup> The Fund directly earns equity income from its investment in the Partnership.
- <sup>(5)</sup> The Fund directly earns interest income on the \$57.0 million Keg Loan, with interest income accruing at 7.5% per annum, payable monthly.
- <sup>(6)</sup> The Fund directly incurs interest expenses on the long-term debt and amortization of deferred financing charges.
- <sup>(7)</sup> Net earnings for the three and six months ended June 30, 2007 reflect the non-cash future tax expense of \$1.8 million relating to the new tax legislation.
- <sup>(8)</sup> All per unit amounts are calculated based on the weighted average number of Fund units outstanding, which are those units held by public unitholders during the respective period. The weighted average number of Fund units outstanding for the three months ended June 30, 2007 were 9,703,500 (three months ended June 30, 2006 – 9,053,500) and for the six months ended June 30, 2007 were 9,516,759 (six months ended June 30, 2006 - 8,812,892).
- <sup>(9)</sup> Distributable cash is not an earnings measure recognized by generally accepted accounting principles (“GAAP”) and therefore may not be comparable to similar measures presented by other issuers. Distributable cash per unit is computed as earnings for the period plus the non-cash amortization and future income taxes, divided by the weighted average number of Fund units issued and outstanding.

	Jun. 30, 2007	Dec. 31, 2006
Total assets .....	\$ 116,101	\$ 106,500
Total liabilities .....	15,780	14,863

## SUMMARY OF QUARTERLY FINANCIAL RESULTS

(\$000's except per unit amounts)	Q2 2007	Q1 2007	Q4 2006	Q3 2006
<b>Restaurants in the Royalty Pool</b>	<b>95</b>	<b>95</b>	<b>91</b>	<b>91</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b> .....	<b>\$ 100,984</b>	<b>\$ 105,329</b>	<b>\$ 98,684</b>	<b>\$ 91,564</b>
Royalty income <sup>(1)</sup> .....	\$ 4,110	\$ 4,260	\$ 4,038	\$ 3,734
Partnership expenses <sup>(2)</sup> .....	(93)	(102)	(105)	(94)
Partnership earnings .....	4,017	4,158	3,933	3,640
KRL's interest <sup>(3)</sup> .....	(1,835)	(1,926)	(1,876)	(1,880)
<b>Equity income</b> <sup>(4)</sup> .....	<b>2,182</b>	<b>2,232</b>	<b>2,057</b>	<b>1,760</b>
Interest income <sup>(5)</sup> .....	1,077	1,061	1,083	1,081
<b>Total income</b> .....	<b>3,259</b>	<b>3,293</b>	<b>3,140</b>	<b>2,841</b>
Interest and financing expenses <sup>(6)</sup> .....	(232)	(229)	(234)	(235)
<b>Earnings before income taxes</b> .....	<b>\$ 3,027</b>	<b>\$ 3,064</b>	<b>\$ 2,906</b>	<b>\$ 2,606</b>
<b>Net earnings for the period</b> <sup>(7)</sup> .....	<b>\$ 1,252</b>	<b>\$ 3,064</b>	<b>\$ 2,906</b>	<b>\$ 2,606</b>
<b>Earnings before income taxes per Fund unit</b> <sup>(8)</sup> .....	<b>\$ .312</b>	<b>\$ .328</b>	<b>\$ .321</b>	<b>\$ .288</b>
<b>Earnings per Fund unit</b> <sup>(8)</sup> .....	<b>\$ .129</b>	<b>\$ .328</b>	<b>\$ .321</b>	<b>\$ .288</b>
<b>Distributable cash per Fund unit</b> <sup>(8)(9)</sup> .....	<b>\$ .312</b>	<b>\$ .329</b>	<b>\$ .322</b>	<b>\$ .289</b>
<b>Distributions declared per Fund unit</b> <sup>(8)</sup> .....	<b>\$ .297</b>	<b>\$ .195</b>	<b>\$ .382</b>	<b>\$ .283</b>

(\$000's except per unit amounts)	Q2 2006	Q1 2006	Q4 2005	Q3 2005
<b>Restaurants in the Royalty Pool</b>	<b>91</b>	<b>91</b>	<b>86</b>	<b>86</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b> .....	<b>\$ 88,266</b>	<b>\$ 93,957</b>	<b>\$ 85,217</b>	<b>\$ 79,877</b>
Royalty income <sup>(1)</sup> .....	\$ 3,564	\$ 3,761	\$ 3,449	\$ 3,227
Partnership expenses <sup>(2)</sup> .....	(120)	(138)	(89)	(100)
Partnership earnings .....	3,444	3,623	3,360	3,127
KRL's interest <sup>(3)</sup> .....	(1,726)	(1,823)	(1,756)	(1,756)
<b>Equity income</b> <sup>(4)</sup> .....	<b>1,718</b>	<b>1,800</b>	<b>1,604</b>	<b>1,371</b>
Interest income <sup>(5)</sup> .....	1,069	1,056	1,079	1,079
<b>Total income</b> .....	<b>2,787</b>	<b>2,856</b>	<b>2,683</b>	<b>2,450</b>
Interest and financing expenses <sup>(6)</sup> .....	(226)	(205)	(192)	(177)
<b>Earnings before income taxes</b> .....	<b>\$ 2,561</b>	<b>\$ 2,651</b>	<b>\$ 2,491</b>	<b>\$ 2,273</b>
<b>Net earnings for the period</b> <sup>(7)</sup> .....	<b>\$ 2,561</b>	<b>\$ 2,651</b>	<b>\$ 2,491</b>	<b>\$ 2,273</b>
<b>Earnings before income taxes per Fund unit</b> <sup>(8)</sup> .....	<b>\$ .283</b>	<b>\$ .309</b>	<b>\$ .296</b>	<b>\$ .271</b>
<b>Earnings per Fund unit</b> <sup>(8)</sup> .....	<b>\$ .283</b>	<b>\$ .309</b>	<b>\$ .296</b>	<b>\$ .271</b>
<b>Distributable cash per Fund unit</b> <sup>(8)(9)</sup> .....	<b>\$ .284</b>	<b>\$ .310</b>	<b>\$ .297</b>	<b>\$ .272</b>
<b>Distributions declared per Fund unit</b> <sup>(8)</sup> .....	<b>\$ .281</b>	<b>\$ .187</b>	<b>\$ .367</b>	<b>\$ .272</b>

# MANAGEMENT DISCUSSION AND ANALYSIS

**For the Three and Six Months Ended June 30, 2007  
As of August 10, 2007**

## OVERVIEW

On May 31, 2002, The Keg Royalties Income Fund (the “Fund”), through its subsidiary The Keg Rights Limited Partnership (the “Partnership”), purchased The Keg trademarks and related property (collectively, the “Keg Rights”) from Keg Restaurants Ltd. (“KRL”). The Partnership, in turn, granted KRL an exclusive licence to use the Keg Rights for a term of 99 years pursuant to a licence and royalty agreement, which obligates KRL to make monthly royalty payments to the Partnership.

During 2005, the Partnership was determined to be a variable interest entity in accordance with the criteria established in the new Canadian Institute of Chartered Accountants’ Guideline, Consolidation of Variable Interest Entities (“AcG-15”). As a result of this guideline, the Fund accounts for its investment in the Partnership on an equity basis and KRL consolidates the Partnership. Readers are advised that this is an accounting basis of presentation only and that earnings and distributable cash attributable to Fund unitholders are not impacted nor does this impact the contractual obligations between the Fund, and the Partnership, and KRL. The consolidated financial statements of the Fund therefore include the accounts of the Fund, its wholly-owned subsidiary The Keg Holdings Trust (“KHT”) and its 90% owned subsidiary The Keg GP Ltd. (“KGP”) (collectively, the “Companies”). KGP is the managing general partner of the Partnership. All residual ownership of the Companies is either directly or indirectly controlled by KRL.

The Fund earns equity income from its investment in the Partnership and interest income on a \$57.0 million loan to KRL (the “Keg Loan”). The Fund’s equity income from the Partnership is calculated as the royalty income less the Partnership’s operating expenses less earnings attributable to KRL. The Fund’s interest income on the Keg Loan is calculated at 7.5% per annum, payable monthly.

The Fund, indirectly through the Partnership, earns royalty income equal to 4% of gross sales of Keg restaurants included in a specific royalty pool (the “Royalty Pool”).

The Fund, indirectly through the Partnership, incurs administrative expenses and interest expense on the operating line of credit, to the extent utilized (the “Partnership Expenses”). See “Liquidity and Capital Resources – Operating Line of Credit”.

KRL’s interest in the earnings of the Partnership is from its ownership of Class A, entitled Class B and Class C Partnership units. The Class A and entitled Class B Partnership units are exchangeable into Fund units on a one-for-one basis in certain circumstances. On July 4, 2005, KRL exchanged 250,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 8,403,500 and on July 6, 2005, sold these 250,000 Fund units through the facilities of the Toronto Stock Exchange. On March 9, 2006, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,053,500 and on March 14, 2006, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange. On February 22, 2007, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,703,500 and on February 23, 2007, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange. As of June 30, 2007, KRL owned 2,436,784 of the entitled exchangeable units of the Partnership or the equivalent of 20.07% of the Fund units on a fully diluted basis.

## **OVERVIEW (CONTINUED)**

The Fund's operating expenses are limited to interest on the term loan and amortization of deferred financing charges. See "Liquidity and Capital Resources – Term Loan".

On June 12, 2007, the Canadian federal government's legislation to tax publicly traded income trusts passed third reading in the House of Commons and thus the associated income tax became substantively enacted for accounting purposes. The legislation imposes a tax of 31.5% on distributions from Canadian public income trusts. The new tax is not expected to apply to the Fund until January 1, 2011 as a transition period applies to publicly traded trusts that existed prior to November 1, 2006. Historically, the Fund had been exempt from recognizing future income tax assets and liabilities associated with temporary differences arising in the Fund and its equity accounted investment, The Keg Rights Limited Partnership. As a result of the substantive enactment of the new tax legislation, the Fund has recognized future income tax assets and liabilities that are expected to reverse subsequent to January 1, 2011. Future income tax expense is a non-cash item that does not affect cash flow.

## **THE ROYALTY POOL**

Annually, on January 1<sup>st</sup>, the Royalty Pool is adjusted to include the gross sales from new Keg restaurants that have opened on or before October 2<sup>nd</sup> of the prior year, less gross sales from any Keg restaurants that have permanently closed during the preceding calendar year. In return for adding these net sales to the Royalty Pool, KRL receives the right to indirectly acquire additional Fund units (the "Additional Entitlement"). The Additional Entitlement is determined based on 92.5% of the estimated royalty revenue added to the Royalty Pool, divided by the yield of the Fund units. KRL receives 80% of the estimated Additional Entitlement initially, with the balance received on December 31<sup>st</sup> of each year when the actual full year performance of the new restaurants is known with certainty.

Readers should note that the number of restaurants added to the Royalty Pool each year may differ from the number of restaurant openings and closings reported by KRL on an annual basis, as the periods for which they are reported differ slightly.

The total number of Keg restaurants included in the Royalty Pool has increased from the 80 Keg restaurants in existence on March 31, 2002, to 91 as of December 31, 2006. Twenty-one new Keg restaurants that opened during the period from April 1, 2002, through October 2, 2005, with annual gross sales of \$97.5 million have been added to the Royalty Pool. Ten permanently closed Keg restaurants with annual sales of \$24.8 million have been removed from the Royalty Pool. This has resulted in a net increase in Royalty Pool sales of \$72.7 million annually and KRL receiving a cumulative Additional Entitlement equivalent to 2,489,280 Fund units as of December 31, 2006.

On January 1, 2007, six new Keg restaurants that opened during the period from October 3, 2005 through October 2, 2006 were added to the Royalty Pool. The gross sales of these six new restaurants have been estimated at \$28.0 million annually. Two permanently closed Keg restaurants with annual sales of \$5.7 million were removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$22.3 million annually. The total number of restaurants in the Royalty Pool increased to 95. The yield of the Fund units was determined to be 8.52% calculated using a weighted average unit price of \$13.10.

## THE ROYALTY POOL (CONTINUED)

As a result of the contribution of the additional net sales to the Royalty Pool, and assuming 100% of the estimated Additional Entitlement is received, KRL's Additional Entitlement will be equivalent to 739,449 Fund units, being 6.02% of the Fund units on a fully diluted basis. On January 1, 2007, KRL received 80% of this entitlement representing the equivalent of 591,559 Fund units, being 4.87% of the Fund units on a fully diluted basis. KRL will also receive a proportionate increase in monthly distributions from the Partnership. Including the initial portion of the Additional Entitlement described above, KRL will have the right to exchange its units in the capital of the Partnership for 2,436,784 Fund units (after giving effect to the sale of 650,000 Fund units on February 23, 2007), representing 20.07% of the Fund units on a fully diluted basis. The balance of the Additional Entitlement will be adjusted to be effective January 1, 2007 once the actual performance of the new restaurants has been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2007, it would have the right to exchange its Partnership units for 2,584,674 Fund units (after giving effect to the sale of 650,000 Fund units on February 23, 2007), representing 21.03% of the Fund units on a fully diluted basis.

## OWNERSHIP OF THE FUND

The ownership of the Fund on a fully diluted basis is as follows:

	June 30, 2007 <sup>(1)</sup>		June 30, 2006	
	#	%	#	%
Fund units held by public unitholders <sup>(2)</sup> .....	9,703,500	79.93	9,053,500	79.73
Exchangeable Partnership units held by KRL: <sup>(3)</sup>				
Class A units <sup>(4)</sup> .....	905,944	7.46	905,944	7.98
Class B units <sup>(5)</sup> .....	<u>1,530,840</u>	<u>12.61</u>	<u>1,395,982</u>	<u>12.29</u>
Total Exchangeable Partnership units <sup>(6)</sup> .....	<u>2,436,784</u>	<u>20.07</u>	<u>2,301,926</u>	<u>20.27</u>
Total Fund and Exchangeable Partnership units .....	<u>12,140,284</u>	<u>100.00</u>	<u>11,355,426</u>	<u>100.00</u>

Notes:

<sup>(1)</sup> Information is current as of June 30, 2007.

<sup>(2)</sup> Represents the public's total effective ownership of the Fund as of June 30, 2007 and 2006. The public's average effective ownership of the Fund (based on the weighted average number of Fund units held by public unitholders during the respective period) was 79.93% during the three months ended June 30, 2007 (three months ended June 30, 2006 – 79.73%) and 78.39% during the six months ended June 30, 2007 (six months ended June 30, 2006 – 77.61%). The weighted average number of Fund units outstanding for the three months ended June 30, 2007 were 9,703,500 (three months ended June 30, 2006 - 9,053,500) and for the six months ended June 30, 2007 were 9,516,759 (six months ended June 30, 2006 – 8,812,892). On March 9, 2006, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,053,500 and on March 14, 2006, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange. On February 22, 2007, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,703,500 and on February 23, 2007, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange.

<sup>(3)</sup> Exchangeable into Fund units on a one-for-one basis. Class D Partnership units are also exchangeable into Fund units on a one-for-one basis, but may only be issued after all Class B units have become fully entitled. As at June 30, 2007, no Class D Partnership units have been issued.

<sup>(4)</sup> Represents KRL's initial 10% effective ownership of the Fund, prior to the entitlement to Class B units.

<sup>(5)</sup> KRL is the registered holder of 1,826,700 Class B units as of the date hereof, although only a portion of such are entitled to proportionate distributions from the Partnership, which as at June 30, 2007 comprised 1,530,840 Class B units and as at June 30, 2006 comprised 1,395,982 Class B units. This cumulative entitlement is as a result of adding net sales to the Royalty Pool on an annual basis. Also included in these figures is 80% of the Additional Entitlement estimated at the beginning of each year, pursuant to which KRL receives a proportionate increase in monthly distributions from the Partnership. The remaining 20% of KRL's Additional Entitlement to Class B units is adjusted retroactively to January 1st of each year once the actual sales performance of the new restaurants has been confirmed. KRL is not entitled to proportionate monthly distributions from the Partnership on the remaining 20% of KRL's Additional Entitlement until such time as the Additional Entitlement is adjusted retroactively at the end of each year.

<sup>(6)</sup> Represents KRL's total effective ownership of the Fund as of June 30, 2007 and 2006. KRL's average effective ownership of the Fund (based on the weighted average number of Fund and exchangeable units held by KRL during the respective period) was 20.07% during the three months ended June 30, 2007 (three months ended June 30, 2006 – 20.27%) and 21.61% during the six months ended June 30, 2007 (six months ended June 30, 2006 – 22.39%).



## SYSTEM SALES

While the Fund's income is indirectly based on a royalty of 4% of sales of Keg restaurants in the Royalty Pool, the total system sales of The Keg chain are of interest to the Fund and its unitholders as the total system sales best reflect the chain's overall performance. The following table sets out The Keg's total system sales for the periods indicated below:

(\$000's)	13 weeks ended		26 weeks ended	
	July 1, 2007	July 2, 2006	July 1, 2007	July 2, 2006
Corporate Keg restaurants .....	\$ 52,593	\$ 45,748	\$ 107,038	\$ 94,718
Franchised Keg restaurants <sup>(1)</sup> .....	<u>52,348</u>	<u>46,002</u>	<u>104,862</u>	<u>94,073</u>
Total system sales .....	<u>\$ 104,941</u>	<u>\$ 91,750</u>	<u>\$ 211,900</u>	<u>\$ 188,791</u>

Notes:

<sup>(1)</sup> The amount of system sales for the franchised Keg restaurants is the amount of gross sales reported to KRL by franchised Keg restaurants without independent audit and includes the gross sales of a joint venture restaurant located in Coquitlam, British Columbia.

## SECOND QUARTER

System sales for the 13 weeks ended July 1, 2007 were \$104.9 million compared to \$91.7 million for the 13 weeks ended July 2, 2006, an increase of \$13.2 million or 14.4%. During the 13 weeks ended July 1, 2007, no new restaurants were opened and no restaurants were closed. During the 13 weeks ended July 2, 2006, no new restaurants were opened and one corporate restaurant was closed. The closed restaurant, located in Portland, Oregon, closed due to a lease expiry which had been planned as part of an ongoing property rationalization process. As of July 1, 2007, there were a total of 96 Keg restaurants as compared with 92 restaurants at July 2, 2006.

The Keg's same store sales (sales of restaurants that operated during the entire 13-week period of both the current year and the prior year) increased by 11.0% in Canada and by 5.4% in the United States. After translating the sales of the U.S. restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 13-week period increased by 9.7%. The average exchange rate moved from 1.12 in KRL's third quarter of fiscal 2006 to 1.10 in KRL's third quarter of fiscal 2007, significantly reducing the Canadian dollar equivalent of the U.S. restaurant sales.

## YEAR TO DATE

System sales for the 26 weeks ended July 1, 2007 were \$211.9 million compared to \$188.8 million for the 26 weeks ended July 2, 2006, an increase of \$23.1 million or 12.2%. During the 26 weeks ended July 1, 2007, one new corporate restaurant was opened, and one corporate and one franchised restaurant were relocated. During the 26 weeks ended July 2, 2006, two new franchised restaurants were opened and one corporate and one franchised restaurant were closed. The closed corporate restaurant, located in Portland, Oregon, closed due to a lease expiry which had been planned as part of an ongoing property rationalization process. The closed franchised restaurant, located in Oakville, Ontario, is to be relocated to a far superior site within the year.

The Keg's same store sales (sales of restaurants that operated during the entire 26-week period of both the current year and the prior year) increased by 9.5% in Canada and by 4.6% in the United States. After translating the sales of the U.S. restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 26-week period increased by 8.6%. The average exchange rate moved from 1.14 in KRL's 26-week period of fiscal 2006 to 1.13 in KRL's 26-week period of fiscal 2007, slightly reducing the Canadian dollar equivalent of the U.S. restaurant sales.

## **OPERATING RESULTS**

### **SECOND QUARTER**

#### **GROSS SALES**

Gross sales reported by the restaurants in the Royalty Pool increased from \$88,266,000 to \$100,984,000 for the comparable quarter. The increase of \$12,718,000 or 14.4% reflects both the addition of net new sales to the Royalty Pool at the beginning of the year and the same store sales increases discussed previously.

#### **ROYALTY INCOME**

Royalty income earned by the Partnership increased by \$546,000 from \$3,564,000 in the second quarter of 2006 to \$4,110,000 in the second quarter of 2007, as a result of the increase in gross sales for the reasons explained previously.

#### **PARTNERSHIP EXPENSES**

Expenses incurred by the Partnership for the three months ended June 30, 2007 were \$93,000 and included general and administrative expenses of \$94,000 and interest income on the surplus cash balances of \$1,000. The decrease of \$27,000 over the comparable quarter in 2006 was due to a decrease in general and administrative expenses of \$29,000 due to the timing of certain expenditures associated with the publication of the annual report, and a decrease in interest income of \$2,000 due to lower surplus cash balances on hand during the quarter.

#### **KRL'S INTEREST**

KRL's interest in the earnings of the Partnership from the Class A, entitled Class B and Class C Partnership units increased from \$1,726,000 for the three months ended June 30, 2006, to \$1,835,000 for the three months ended June 30, 2007. The increase of \$109,000 was primarily due to the increase in Partnership earnings as a result of the increased royalty income. This was partially offset by a decrease in KRL's average effective ownership interest in the Partnership from 20.27% during the three-month period ended June 30, 2006, to 20.07% during the three-month period ended June 30, 2007. The change in the average effective ownership of the Partnership during the period was a result of the sale of 650,000 Fund units owned by KRL on March 14, 2006, the 2007 Additional Entitlement, and the sale of an additional 650,000 Fund units owned by KRL on February 23, 2007.

#### **EQUITY INCOME**

The Fund's equity income from its investment in the Partnership increased from \$1,718,000 during the second quarter of 2006 to \$2,182,000 during the second quarter of 2007. The increase of \$464,000 is due to the net impact of the increase in royalty income of \$546,000, the decrease in Partnership expenses of \$27,000, and the increase in KRL's interest in the earnings of the Partnership of \$109,000.

#### **INTEREST INCOME**

Interest income earned by the Fund for the quarter was \$1,077,000 and included interest income on the Keg Loan of \$1,066,000 and other interest income of \$11,000.

## **INTEREST AND FINANCING EXPENSES**

Interest and financing expenses incurred by the Fund were \$232,000 for the three months ended June 30, 2007, and included interest on the long-term debt of \$227,000 and amortization of deferred financing charges of \$5,000. Interest costs increased by \$7,000 in the quarter as a result of an increase in the average interest rate on the long-term debt from 6.28% in the second quarter of 2006 to 6.50% in the second quarter of 2007. Amortization of deferred financing charges decreased by \$1,000 for the quarter.

## **EARNINGS BEFORE INCOME TAXES**

Earnings before income taxes increased by \$466,000 from \$2,561,000 (28.3 cents/Fund unit) in the second quarter of 2006 to \$3,027,000 (31.2 cents/Fund unit) in the second quarter of 2007.

## **FUTURE TAX EXPENSE**

Future tax expense for the three months ended June 30, 2007 was \$1,775,000 as a result of the new tax legislation discussed previously.

## **NET EARNINGS AND COMPREHENSIVE INCOME**

Net earnings decreased by \$1,309,000 from \$2,561,000 (28.3 cents/Fund unit) in the second quarter of 2006 to \$1,252,000 (12.9 cents/Fund unit) in the second quarter of 2007 due to the impact of the \$1,775,000 in future tax expense discussed previously.

## **DISTRIBUTABLE CASH**

Cash available for distribution to Fund unitholders increased by \$465,000 from \$2,567,000 (28.4 cents/Fund unit) to \$3,032,000 (31.2 cents/Fund unit) during the quarter. Distributions of 28.1 cents per Fund unit were declared in the second quarter of 2006 and 29.7 cents per Fund unit in the second quarter of 2007. The difference between the Fund's earnings and distributable cash is due to the non-cash items amortization and future tax expense included in the Fund's operating expenses.

## **YEAR TO DATE**

### **GROSS SALES**

Gross sales reported by the restaurants in the Royalty Pool increased from \$182,224,000 to \$206,224,000 for the comparable six-month period. The increase of \$24,000,000 or 13.2% reflects both the addition of net new sales to the Royalty Pool at the beginning of the year, and the same store sales increases discussed previously.

### **ROYALTY INCOME**

Royalty income earned by the Partnership increased by \$1,045,000 from \$7,325,000 in the first six months of 2006 to \$8,370,000 in the first six months of 2007, as a result of the increase in gross sales for the reasons explained previously.

## PARTNERSHIP EXPENSES

Expenses incurred by the Partnership for the six months ended June 30, 2006 were \$195,000 and included general and administrative expenses of \$197,000 and interest income on the surplus cash balances of \$2,000. The decrease of \$62,000 over the comparable six month period in 2006 was due to a decrease in general and administrative expenses of \$64,000 due to the timing of certain expenditures associated with the publication of the annual report, and a decrease in interest income of \$2,000 due to lower surplus cash balances on hand during the period.

## KRL'S INTEREST

KRL's interest in the earnings of the Partnership from the Class A, entitled Class B and Class C Partnership units increased from \$3,550,000 for the six months ended June 30, 2006, to \$3,761,000 for the six months ended June 30, 2007. The increase of \$211,000 was primarily due to the increase in Partnership earnings as a result of the increased royalty income. This was partially offset by a decrease in KRL's average effective ownership interest in the Partnership from 22.39% during the six-month period ended June 30, 2006, to 21.61% during the six-month period ended June 30, 2007. The change in the average effective ownership of the Partnership during the period was a result of the sale of 650,000 Fund units owned by KRL on March 14, 2006, the 2007 Additional Entitlement, and the sale of an additional 650,000 Fund units owned by KRL on February 23, 2007.

## EQUITY INCOME

The Fund's equity income from its investment in the Partnership increased from \$3,518,000 during the first half of 2006 to \$4,414,000 during the first half of 2007. The increase of \$896,000 is due to the net impact of the increase in royalty income of \$1,045,000, the decrease in Partnership expenses of \$62,000, and the increase in KRL's income in the earnings of the Partnership of \$211,000.

## INTEREST INCOME

Interest income earned by the Fund for the six-month period was \$2,137,000 and included interest income on the Keg Loan of \$2,120,000, and other interest income of \$17,000.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$460,000 for the six months ended June 30, 2007, and included interest on the long-term debt of \$451,000, and amortization of deferred financing charges of \$9,000. Interest costs increased by \$33,000 in the six-month period as a result of an increase in the average interest rate on the long-term debt from 6.02% in the first half of 2006, to 6.50% in the first half of 2007. Amortization of deferred financing changes decreased by \$4,000 for the period.

## EARNINGS BEFORE INCOME TAXES

Earnings before income taxes increased by \$879,000 from \$5,212,000 (59.1 cents/Fund unit) in the first six months of 2006, to \$6,091,000 (64.0 cents/Fund unit) in the first six months of 2007.

## FUTURE TAX EXPENSE

Future tax expense for the six months ended June 30, 2007 was \$1,775,000 as a result of the new tax legislation discussed previously.

## **NET EARNINGS AND COMPREHENSIVE INCOME**

Net earnings decreased by \$896,000 from \$5,212,000 (59.1 cents/Fund unit) in the first six months of 2006, to \$4,316,000 (45.3 cents/Fund unit) in the first six months of 2007 due to the impact of the \$1,775,000 in future income tax expense discussed previously.

## **DISTRIBUTABLE CASH**

Cash available for distribution to Fund unitholders increased by \$875,000 from \$5,225,000 (59.3 cents/Fund unit) to \$6,100,000 (64.1 cents/Fund unit) during the period. Distributions of 47.1 cents per Fund unit were declared in the first half of 2006 and 49.4 cents per Fund unit in the first half of 2007. The difference between the Fund's earnings and distributable cash is due to the non-cash items amortization and future tax expense included in the Fund's operating expenses.

## **LIQUIDITY & CAPITAL RESOURCES**

It is the Fund's policy to distribute all available cash on a monthly basis in order to provide consistent returns to unitholders and to maximize those returns. Any increase in distributions in the future will be implemented in such a manner so as to maintain uniform monthly distributions.

## **TERM LOAN**

The Keg Holdings Trust, a subsidiary of the Fund, has a \$14 million non-revolving term loan facility, which bears interest at bank prime plus 0.50% per annum. The facility was originally arranged during the IPO to partially finance the purchase of the Keg Rights from KRL, and to provide term debt as part of the capital structure. On September 26, 2006, this facility was refinanced, and the maturity date extended to April 3, 2011. Certain conditions must be maintained for the term loan to be in good standing, all of which have been met.

## **OPERATING LINE OF CREDIT**

The Partnership, a subsidiary of the Fund, has a \$1 million operating line of credit, which bears interest at bank prime plus 0.25% per annum. This facility is used primarily to bridge timing differences between the receipt of the royalty payments and distributions on the Partnership securities. This operating line is also available for general working capital purposes, or if required, to help finance periodic differences between receipt of the royalty payment, (which may vary due to small seasonal variations in the gross sales of those restaurants in the Royalty Pool), and distributions to unitholders.

## **CONTROLS AND PROCEDURES**

Disclosure controls and procedures are designed to provide reasonable assurance that relevant information is gathered and reported to Senior Management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of The Keg GP Ltd., managing general partner of the Partnership and administrator of the Fund, on a timely basis so that the appropriate decisions can be made regarding public disclosure. As of June 30, 2007, an evaluation of the effectiveness of the Fund's disclosure controls and procedures, as defined under Multilateral Instrument 52-109 ("MI 52-109") issued by the Canadian Securities Administrators, was carried out under the supervision of and with the participation of management, including the CEO and CFO. Based on that evaluation, the CEO and CFO concluded that the design and operation of these disclosure controls and procedures were effective.

As of June 30, 2007, under the supervision of and with the participation of management, including the CEO and CFO, internal controls over financial reporting have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

## **CRITICAL ACCOUNTING ESTIMATES**

The Fund's only critical accounting estimate is the valuation of its investment in the Partnership. As the Partnership's only significant assets are intangible assets consisting of the Keg Rights, the valuation of the Fund's investment is based primarily upon the valuation of intangible assets in the Partnership. The Keg Rights are not amortized as they have an indefinite life. The Keg GP Ltd., as the general partner of the Partnership and administrator of the Fund, reviews the carrying values of the intangible assets in the Partnership and the Fund's investment at least annually, taking into consideration any events or circumstances which may have impaired the carrying values of these items. If permanent declines in the carrying amounts are determined, these items are written down to their estimated net recoverable amount. The Keg GP Ltd. believes that there have been no declines in either the carrying value of the intangible assets in the Partnership or in the carrying value of the Fund's investment in the Partnership as of June 30, 2007.

## **CHANGE IN ACCOUNTING POLICY**

Effective the commencement of its 2007 fiscal year, the Fund has adopted the Canadian Institute of Chartered Accountants (CICA) Handbook Section 1530, Comprehensive Income, Section 3251, Equity, Section 3855, Financial Instruments - Recognition and Measurement, Section 3861, Financial Instruments - Disclosure and Presentation, and Section 3865, Hedges. These new Handbook sections, which apply to fiscal years beginning on or after October 1, 2006, provide comprehensive requirements for the recognition and measurement of financial instruments, as well as standards on when and how hedge accounting may be applied. All financial assets and derivative financial instruments, except for those financial assets classified as held-to-maturity or loans and receivables, are measured at their fair values. Financial liabilities are measured at their fair values when they are classified as held for trading purposes. Otherwise, they are measured at amortized cost. Handbook Section 1530 also establishes standards for reporting and displaying comprehensive income.

The Fund has reviewed the impact of these new standards and determined that they do not have a significant impact on the consolidated financial statements in the current or prior quarters.

The Fund classifies its amount due KRL and the Partnership, and the note receivable from KRL, as loans and receivables which are carried at amortized cost. The Fund's interest, distributions payable and term loan are also carried at amortized cost. The requirement of the Fund to settle its note receivable from KRL in exchange for Class C Partnership units represents a derivative instrument. The Fund has reviewed the net impact of this potential exchange requirement on its cash flows and has determined there is no significant value applicable to this feature. Amendments to CICA 1540, Cash Flow Statements, require entities to disclose total cash distributions on financial instruments classified as equity in accordance with a contractual agreement and the extent to which total cash distributions are non-discretionary. This disclosure requirement is effective for interim and annual financial statements for fiscal periods ending on or after March 31, 2007. The determination to declare and make payable distributions from the Fund are at the discretion of the board of Trustees of the Fund and, until declared payable by the Board of Trustees of the Fund, the Fund has no contractual requirement to pay cash distributions to unitholders' of the Fund. During the three and six-month periods ended June 30, 2007, \$2.9 million and \$4.7 million respectively (three and six-months ended June 30, 2006 - \$2.5 million and \$4.1 million) in cash distributions were declared payable by the Board of Trustees of the Fund and paid to unitholders.

## **FINANCIAL INSTRUMENTS**

The Fund's financial instruments consist of cash, accounts receivable, note receivable, accounts payable and accrued liabilities, and the term loan. Due to the interrelationship between the note receivable from KRL and the Class C Partnership units held by KRL, it is not practicable to estimate the fair value of the note receivable with sufficient reliability. The Keg GP Ltd., as the general partner and administrator of the Fund, estimates that the fair value of these financial instruments approximate their carrying values. It is The Keg GP Ltd.'s opinion that the Fund is not exposed to significant interest rate or credit risk arising from these financial instruments.

## **OUTLOOK**

Management of KRL has advised the Trustees that it intends to continue to focus on growing same store sales and to continue to expand the number of corporate and franchised restaurants in Canada and the United States. KRL management has also advised the Trustees that it believes that the strong same store sales growth KRL has delivered in the past will continue to be realized in the future through a combination of increased guest counts and increased guest average cheque. Advertising and promotions programs will continue to focus on food taste, quality and excellent service in a friendly atmosphere. Management of KRL has further advised the Trustees that it believes that continued Canadian market expansion will be leveraged by KRL's leading market position and national presence. Corporate market expansion in the United States will continue to focus on three target markets, specifically Phoenix, Arizona; Denver, Colorado; and Dallas, Texas. KRL management has advised the Trustees that it intends to aggressively pursue franchising opportunities in the United States.

KRL continues to refurbish, and in some cases, relocate existing Keg restaurants in order to better serve its guests and to protect and enhance the strong leadership position The Keg brand has enjoyed for over thirty-five years.

Management of KRL has advised the Trustees that it has revised the number of restaurants it expects to open in 2007, due to late turnover of sites by landlords as a result of delays in both municipal approvals and site construction. Management of KRL has advised that it currently expects to add one new corporate restaurant, and to relocate two corporate and one franchised restaurant during 2007. Management of KRL has further advised the Trustees that it intends to open 30 new restaurants over the next ten years.

## **RISKS AND UNCERTAINTIES**

The Fund continues to recognize certain risks and uncertainties associated with the ordinary course of business, including those associated with the business and operations of KRL, upon which the Fund relies solely for its income.

## **THE RESTAURANT INDUSTRY**

The performance of the Fund is directly dependent upon the royalty and interest payments received from KRL. The amount of the royalty is dependent upon restaurant sales, which is subject to a number of factors that affect the restaurant industry generally, and the casual dining segment of the industry in particular. The casual dining segment of the restaurant industry is intensely competitive with respect to price, service, location and food quality. There are many well-established competitors, particularly in the United States with substantially greater financial and other resources than KRL. Competitors include national and regional chains, as well as individually owned restaurants. Recently, competition has increased in the mid-price, full-service, casual dining segment in which Keg restaurants operate. If KRL and the Keg franchisees are unable to successfully compete in the casual dining segment of the restaurant industry, sales may be adversely affected, the amount of the royalty reduced and the ability of KRL to pay the royalty or interest on the Keg Loan may be impaired. The restaurant business is also affected by changes in demographic trends, traffic patterns, and the type, number, and location of competing restaurants. In addition, factors such as inflation, increased food, labour and benefits costs, government regulations, smoking by-laws and the availability of experienced management and hourly employees may adversely affect the restaurant industry in general and therefore potentially KRL and its franchisees. Changing consumer preferences, discretionary spending patterns and factors affecting the availability of beef could force KRL to modify its restaurant content and menu and could result in a reduction of restaurant sales. Accordingly, this could impact the amount of the royalty and financial condition of KRL.

## **THE RESTAURANT INDUSTRY (CONTINUED)**

Consumer preferences could be affected by health concerns about the consumption of beef, the primary item served at Keg restaurants, and specific events such as the outbreak of “mad cow disease” could reduce the available supply of beef or significantly raise the price of beef. KRL’s success also depends on numerous factors affecting discretionary consumer spending including economic conditions, disposable consumer income and consumer confidence. Adverse changes in these factors could reduce guest traffic or impose practical limits on pricing, either of which could reduce restaurant sales and operating income, which could adversely affect the royalty and the ability of KRL to pay the royalty, the make-whole payment or interest on the Keg Loan.

## **AVAILABILITY AND QUALITY OF RAW MATERIALS**

Management of KRL has advised the Trustees that it continues to monitor the situation regarding the cases of BSE found in North America during the past two years. The widespread testing of herds confirms these are isolated cases; the risk to human health appears to be negligible. Most importantly to The Keg, there has been no significant negative consumer reaction to beef in North America and there has not been a material impact on its restaurant traffic. KRL management has further advised the Trustees that KRL has maintained an uninterrupted supply of quality beef that meets its demanding specifications despite the border closures and the unfortunate impact on cattle producers. Management of KRL has advised the Trustees that it expects the demand for beef to remain strong among consumers and its supply to continue uninterrupted.

## **FLUCTUATIONS IN FOREIGN EXCHANGE RATES**

KRL presently has 17 restaurants located in the United States, 16 of which are corporately owned through its wholly owned subsidiaries, and one of which is franchised. Keg restaurants located in the United States generate sales in United States dollars, which must be translated into their Canadian dollar equivalent for Fund reporting purposes. Fluctuations in foreign exchange rates will affect the Canadian dollar equivalent of the sales of the restaurants located in the United States, which will affect the amount of the royalty.

## **FORWARD LOOKING INFORMATION**

The information provided in this report includes forward-looking statements with respect to business plans, activities and events anticipated by the Fund and the Fund’s future results. Although the Fund believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be inaccurate and, as a result, the forward-looking information may prove to be incorrect. The forward-looking information contained in this document is current only as of the date of this document. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.

## **ADDITIONAL INFORMATION**

Additional information about the Fund including the Fund’s most recent annual information form is available on SEDAR at [www.sedar.com](http://www.sedar.com).



## UNITHOLDER INFORMATION

### CORPORATE HEAD OFFICE

The Keg Royalties Income Fund  
10100 Shellbridge Way  
Richmond, BC V6X 2W7

### BOARD OF TRUSTEES

C. C. Woodward  
George Killy  
George Tidball

### BOARD OF DIRECTORS AND OFFICERS OF THE KEG GP LTD., THE GENERAL PARTNER OF THE KEG RIGHTS LIMITED PARTNERSHIP

C. C. Woodward\*  
Chairman and Director  
David Aisenstat  
President and Director  
Neil Maclean  
Secretary, Treasurer and Director  
George Killy\*  
Director  
George Tidball\*  
Director

\* Audit Committee and Governance Committee Member

### REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada

### STOCK EXCHANGE LISTING

Toronto Stock Exchange: KEG.UN

### INVESTOR ENQUIRIES

Karyn Byrne  
Investor Relations Manager  
Telephone: (416) 646-4960  
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Website: [www.kegincomefund.com](http://www.kegincomefund.com)

# KEG RESTAURANTS LTD.

## CONSOLIDATED FINANCIAL STATEMENTS

13 and 26 weeks ended April 1, 2007 and April 2, 2006

Provided as a supplement to the consolidated financial statements of  
The Keg Royalties Income Fund

*These interim financial statements have not been reviewed by the Company's external auditors.*

## CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of dollars)

	April 1, 2007 (unaudited)	October 1, 2006
<b>ASSETS</b>		
Current assets:		
Cash .....	\$ 20,453	\$ 15,060
Accounts receivable .....	3,744	3,387
Inventories .....	4,429	3,911
Prepaid expenses and deposits .....	4,784	2,416
Current portion of notes receivable .....	<u>50</u>	<u>-</u>
	33,460	24,774
Long-term investments .....	2	2
Notes receivable .....	58	56
Property, plant and equipment .....	54,429	49,701
Deferred charges (note 5) .....	1,244	2,032
Intangible assets (note 4) .....	20,423	20,423
Future income taxes .....	<u>6,209</u>	<u>7,138</u>
	<u>\$ 115,825</u>	<u>\$ 104,126</u>
<b>LIABILITIES AND SHAREHOLDER'S DEFICIENCY</b>		
Current liabilities:		
Accounts payable and accrued liabilities .....	\$ 17,905	\$ 18,525
Due to related parties .....	262	269
Unearned revenue .....	13,469	8,334
Current portion of long-term debt (note 5) .....	<u>2,166</u>	<u>1,081</u>
	33,802	28,209
Unearned revenue .....	1,590	1,704
Note payable to The Keg Royalties Income Fund .....	57,000	57,000
Long-term debt, net of deferred financing charges (note 5) .....	24,650	26,744
Deferred gain on sale of intangible assets (note 7) .....	30,723	23,123
Non-controlling interest (note 8) .....	17,050	16,774
Shareholder's deficiency:		
Share capital .....	1	1
Accumulated other comprehensive income .....	(3,602)	(3,814)
Deficit .....	<u>(45,389)</u>	<u>(45,615)</u>
	<u>(48,990)</u>	<u>(49,428)</u>
	<u>\$ 115,825</u>	<u>\$ 104,126</u>

See accompanying notes to consolidated financial statements.

Approved on behalf of the Board

"David Aisenstat"  
David Aisenstat, Director

"Neil Maclean"  
Neil Maclean, Director

## CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT

(Expressed in thousands of dollars - unaudited)

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
<b>System sales (note 3) .....</b>	<b><u>\$ 106,960</u></b>	<b><u>\$ 97,040</u></b>	<b><u>\$ 213,317</u></b>	<b><u>\$ 190,459</u></b>
 Revenue:				
Restaurant sales .....	\$ 54,445	\$ 49,395	\$ 107,911	\$ 97,855
Retail sales .....	<u>427</u>	<u>417</u>	<u>772</u>	<u>859</u>
	54,872	49,812	108,683	98,714
 Operating costs:				
Restaurant operating costs .....	(44,247)	(40,607)	(86,986)	(80,618)
Retail operations .....	<u>(451)</u>	<u>(450)</u>	<u>(835)</u>	<u>(914)</u>
	<u>(44,698)</u>	<u>(41,057)</u>	<u>(87,821)</u>	<u>(81,532)</u>
Earnings from operations .....	10,174	8,755	20,862	17,182
Franchise fee revenue .....	2,607	2,311	5,163	4,460
General and administrative expenses .....	(4,628)	(4,452)	(9,406)	(8,625)
Partnership expenses .....	(102)	(138)	(207)	(227)
Non-controlling interest (note 8) .....	(2,232)	(1,800)	(4,289)	(3,405)
Gain on sale of marketable securities (note 7) .....	<u>964</u>	<u>713</u>	<u>964</u>	<u>713</u>
Earnings before undernoted items .....	6,783	5,389	13,087	10,098
Amortization .....	(2,430)	(2,202)	(4,734)	(4,470)
Amortization of deferred gain .....	81	61	143	106
Interest .....	(1,409)	(1,720)	(2,860)	(3,214)
Loss on disposal of property, plant and equipment .....	<u>(76)</u>	<u>(21)</u>	<u>(99)</u>	<u>(21)</u>
Earnings before income taxes .....	2,949	1,507	5,537	2,499
 Income taxes:				
Current .....	4	(5)	(7)	(10)
Future .....	<u>(1,792)</u>	<u>(2,219)</u>	<u>(929)</u>	<u>(834)</u>
	<u>(1,788)</u>	<u>(2,224)</u>	<u>(936)</u>	<u>(844)</u>
Net earnings (loss) for the period .....	1,161	(717)	4,601	1,655
Deficit, beginning of period .....	(42,175)	(39,137)	(45,615)	(41,509)
Dividends .....	<u>(4,375)</u>	<u>(4,000)</u>	<u>(4,375)</u>	<u>(4,000)</u>
Deficit, end of period .....	<u>\$ (45,389)</u>	<u>\$ (43,854)</u>	<u>\$ (45,389)</u>	<u>\$ (43,854)</u>

See accompanying notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Expressed in thousands of dollars - unaudited)

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
Net earnings (loss) for the period .....	\$ 1,161	\$ (717)	\$ 4,601	\$ 1,655
Change in foreign currency translation gain (loss) on self-sustaining foreign operations .....	<u>(84)</u>	<u>6</u>	<u>212</u>	<u>24</u>
Comprehensive income (loss) for the period .....	<u>\$ 1,077</u>	<u>\$ (711)</u>	<u>\$ 4,813</u>	<u>\$ 1,679</u>

## CONSOLIDATED STATEMENTS OF ACCUMULATED OTHER COMPREHENSIVE INCOME

(Expressed in thousands of dollars - unaudited)

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
Accumulated other comprehensive income, beginning of period .....	\$ (3,518)	\$ (3,620)	\$ (3,814)	\$ (3,638)
Change in foreign currency translation gain (loss) on on self-sustaining foreign operations .....	<u>(84)</u>	<u>6</u>	<u>212</u>	<u>24</u>
Accumulated other comprehensive income, end of period .....	<u>\$ (3,602)</u>	<u>\$ (3,614)</u>	<u>\$ (3,602)</u>	<u>\$ (3,614)</u>

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of dollars - unaudited)

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
<b>Cash provided by (used for):</b>				
<b>OPERATIONS:</b>				
Net earnings (loss) for the period .....	\$ 1,161	\$ (717)	\$ 4,601	\$ 1,655
Items not involving cash:				
Amortization .....	2,430	2,202	4,734	4,470
Amortization of deferred gain .....	(81)	(61)	(143)	(106)
Non-controlling interest .....	2,232	1,800	4,289	3,405
Loss on disposition of property, plant and equipment .....	76	21	99	21
Gain on sale of marketable securities (note 7) .....	(964)	(713)	(964)	(713)
Future income tax expense .....	1,792	2,219	929	834
Distributions declared to non-controlling interest (note 8) .....	(1,261)	(1,021)	(4,055)	(3,195)
Change in non-cash operating working capital (note 10(a)) .....	<u>(5,634)</u> (249)	<u>(3,414)</u> 316	<u>834</u> 10,324	<u>1,323</u> 7,694
<b>INVESTMENTS:</b>				
Additions to property, plant and equipment and deferred charges .....	(4,498)	(981)	(9,133)	(1,482)
Net proceeds (costs) from disposition of property, plant and equipment .....	(9)	4	222	13
Net proceeds from sale of marketable securities (note 7)	8,749	8,077	8,749	8,077
Notes receivable .....	<u>(50)</u>	<u>74</u>	<u>(52)</u>	<u>74</u>
	4,192	7,174	(214)	6,682
<b>FINANCING:</b>				
Shareholder loan .....	692	(348)	258	(659)
Dividends paid .....	(4,375)	(4,000)	(4,375)	(4,000)
Due to related company .....	-	103	-	130
Issuance of long-term debt .....	-	-	-	4,100
Repayment of long-term debt .....	<u>(403)</u>	<u>(287)</u>	<u>(600)</u>	<u>(448)</u>
	<u>(4,086)</u>	<u>(4,532)</u>	<u>(4,717)</u>	<u>(877)</u>
Increase (decrease) in cash .....	(143)	2,958	5,393	13,499
Cash, beginning of period .....	<u>20,596</u>	<u>13,765</u>	<u>15,060</u>	<u>3,224</u>
Cash, end of period .....	<u>\$ 20,453</u>	<u>\$ 16,723</u>	<u>\$ 20,453</u>	<u>\$ 16,723</u>

Cash is defined as cash less bank indebtedness.

See note 10(b) for supplementary cash flow information.

See accompanying notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

13 and 26 weeks ended April 1, 2007 and April 2, 2006

### 1. BASIS OF PRESENTATION:

Keg Restaurants Ltd. ("KRL") prepares its interim consolidated financial statements in accordance with Canadian generally accepted accounting principles on a basis consistent with those used and described in the annual consolidated financial statements for the 52 weeks ended October 1, 2006. The disclosures contained in these interim consolidated financial statements do not include all requirements of Canadian generally accepted accounting principles for annual financial statements.

These interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the 52 weeks ended October 1, 2006.

### 2. NEW ACCOUNTING STANDARDS AND ACCOUNTING POLICY CHANGES:

Effective the commencement of its 2007 fiscal year, KRL has adopted the Canadian Institute of Chartered Accountants (CICA) Handbook Section 1530, Comprehensive Income, Section 3251, Equity, Section 3855, Financial Instruments - Recognition and Measurement, Section 3861, Financial Instruments - Disclosure and Presentation, and Section 3865, Hedges. These new Handbook sections, which apply to fiscal years beginning on or after October 1, 2006, provide comprehensive requirements for the recognition and measurement of financial instruments, as well as standards on when and how hedge accounting may be applied.

#### (a) Financial instruments:

All financial assets and derivative financial instruments, except for those financial assets classified as held-to-maturity or loans and receivables, are measured at their fair values. Financial liabilities are measured at their fair values when they are classified as held for trading purposes. Otherwise, they are measured at amortized cost.

KRL classifies its accounts receivable and notes receivable as loans and receivables which are carried at amortized cost. KRL's accounts payable and accrued liabilities, amount due to related parties, unearned revenue, long-term debt and note payable to The Keg Royalties Income Fund (the "Fund") are also carried at amortized cost. The ability for KRL to settle its note payable to the Fund in exchange for Class C units of The Keg Rights Limited Partnership (the "Partnership") represents a derivative instrument. KRL has reviewed the net impact of this potential exchange requirement on its cash flows and has determined there is no significant value applicable to this feature.

Deferred financing charges related to the long-term debt prior to October 2, 2006 were presented as a separate asset on the consolidated balance sheet and amortized on a straight-line basis. Under the new standards, deferred financing charges are recognized as an offset to the carrying value of long-term debt and amortized using the effective interest method.

#### (b) Comprehensive income:

Handbook Section 1530 establishes standards for reporting and displaying comprehensive income. As a result of the application of these standards, gains and losses on the translation of KRL's self-sustaining foreign operations are now recorded as a component of comprehensive income. Items reported in comprehensive net income are recorded net of tax.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

13 and 26 weeks ended April 1, 2007 and April 2, 2006

### 3. SYSTEM SALES:

System sales for any period and for any Keg restaurants located in Canada and the United States means the gross sales by such Keg restaurants for such period.

Gross sales are the sales reported to KRL by owners of Keg restaurants in Canada and the United States under franchise agreements, without audit or other form of independent assurance, and the sales of Keg restaurants in Canada and the United States owned by KRL and its subsidiaries. In each case, these sales are reported net of discounts for coupons and other promotional items and applicable sales taxes.

### 4. INTANGIBLE ASSETS:

On May 31, 2002, KRL sold the trademarks and trade names used in connection with the operation of Keg restaurants in Canada and the United States (the "Keg Rights") to the Partnership for cash proceeds of \$30,487,000 and 950,944 Class A, 3,376,700 Class B, and 5,700,000 Class C Partnership units. Concurrent with the sale of the Keg Rights, the Partnership granted KRL a licence to use the Keg Rights for a period of 99 years. As consideration, KRL pays the Partnership a royalty of four percent of system sales reported by the Keg restaurants included a specific royalty pool (the "Royalty Pool").

As a result of consolidation of the Partnership as required by the adoption of AcG-15 during 2005, the Keg Rights are recorded at their historical cost. Partnership units received by KRL on sale of the Keg Rights are eliminated on consolidation. The adoption of AcG-15 does not affect the contractual obligations between KRL, the Partnership and the Fund or the legal ownership of the Keg Rights.

### 5. LONG-TERM DEBT:

	April 1, <u>2007</u>	October 1, <u>2006</u>
Canadian bank debt .....	\$ 16,000	\$ 16,000
GE Capital (U.S. \$10.084 million) .....	<u>11,626</u>	<u>11,825</u>
	27,626	27,825
Current portion .....	(2,166)	(1,081)
Deferred financing charges (note 2(a)) .....	<u>(810)</u>	<u>-</u>
	<u>\$ 24,650</u>	<u>\$ 26,744</u>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars, except unit amounts - unaudited)

13 and 26 weeks ended April 1, 2007 and April 2, 2006

### 6. EXCHANGEABLE UNITS:

KRL holds the following Partnership units which are exchangeable for Fund units:

	April 1, <u>2007</u>	October 1, <u>2006</u>
Class A units (a) .....	905,944	905,944
Entitled Class B units (b) .....	<u>1,530,840</u>	<u>1,395,982</u>
	<u>2,436,784</u>	<u>2,301,926</u>

- (a) The Class A units are entitled to a preferential proportionate distribution equal to the distribution on the Class C units, multiplied by the number of Class A units, divided by the number of Limited Partnership units issued and outstanding. The Keg Holdings Trust ("KHT"), a wholly-owned subsidiary of the Fund, holds all of the 8,153,500 Limited Partnership units issued and outstanding at April 1, 2007.

In addition, the Class A units receive a residual distribution proportionately with the Class B units, Limited Partnership units and General Partnership units relative to the aggregate number of each class issued and outstanding (or in the case of Class B units, the number issued and outstanding multiplied by the Class B current distribution entitlement). Class A units are exchangeable for units of the Fund on the basis of one Fund unit for one Class A unit.

- (b) The Class B units are entitled to a preferential proportionate distribution and a residual distribution based on the amount of incremental royalties paid to the Partnership from new Keg restaurants. The distribution entitlements of the Class B units are adjusted annually on January 1. Class B units are exchangeable for Fund units based upon a defined calculation that itself is based on net sales from new restaurants and approximates one Fund unit for one Class B unit (note 7).

KRL also holds 295,859 Class B units which are not yet entitled to receive distributions from the Partnership.

KRL's investment in Class A and Class B units are eliminated on consolidation of the Partnership.

### 7. DEFERRED GAIN ON SALE OF INTANGIBLE ASSETS:

	April 1, <u>2007</u>	October 1, <u>2006</u>
Cash proceeds received on sale of Keg Rights .....	\$ 30,487	\$ 30,487
Fund units received on exchange of Class B Partnership units .....	17,697	9,912
Disposition costs .....	<u>(322)</u>	<u>(322)</u>
	47,862	40,077
The Fund's 79.93% ownership interest (October 1, 2006 – 79.73%) .....	<u>(16,322)</u>	<u>(16,280)</u>
	31,540	23,797
Accumulated amortization .....	<u>(817)</u>	<u>(674)</u>
	<u>\$ 30,723</u>	<u>\$ 23,123</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

13 and 26 weeks ended April 1, 2007 and April 2, 2006

### 7. DEFERRED GAIN ON SALE OF INTANGIBLE ASSETS (CONTINUED):

The deferred gain on sale of intangible assets is adjusted to reflect changes in the Fund's ownership interest in the Keg Rights held by the Partnership resulting from the entitlement of certain Partnership units held by KRL as consideration for the addition of new restaurants to the Royalty Pool and the exchange of certain Partnership units by KRL for Fund units.

Annually, on January 1, the Royalty Pool is adjusted to include the gross sales from new Keg restaurants that have opened on or before October 2 of the prior year, less gross sales from any Keg restaurants that have permanently closed during the year. In return for adding these net sales to the Royalty Pool, KRL receives the right to indirectly acquire additional Fund units (the "Additional Entitlement"). The Additional Entitlement is determined based on 92.5% of the royalty revenue added to the Royalty Pool, divided by the yield of the Fund units. KRL receives 80% of the estimated Additional Entitlement initially, with the balance received on December 31 each year when the actual full year performance of the new restaurants is known with certainty.

The total number of Keg restaurants included in the Royalty Pool has increased from the 80 Keg restaurants in existence on March 31, 2002, to 91 as of December 31, 2006. Twenty-one new Keg restaurants that opened during the period from April 1, 2002 through October 2, 2006, with annual gross sales of \$97.5 million, have been added to the Royalty Pool. Ten permanently closed Keg restaurants with annual sales of \$24.8 million have been removed from the Royalty Pool. This has resulted in a net increase in Royalty Pool sales of \$72.7 million annually and KRL receiving a cumulative Additional Entitlement equivalent to 2,489,280 Fund units as of December 31, 2006.

On January 1, 2007, six new Keg restaurants that opened during the period from October 3, 2005 to October 2, 2006 were added to the Royalty Pool. The gross sales of these six new restaurants have been estimated at \$28.0 million annually. Two permanently closed Keg restaurants with annual sales of \$5.7 million have been removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$22.3 million annually. The total number of restaurants in the Royalty Pool has increased to 95. The yield of the Fund Units was determined to be 8.52% calculated using a weighted average unit price of \$13.10.

As a result of the contribution of the additional net sales to the Royalty Pool, and assuming 100% of the estimated Additional Entitlement is received, KRL's Additional Entitlement will be equivalent to 739,449 Fund units, being 6.02% of the Fund units on a fully diluted basis. On January 1, 2007, KRL received 80% of this entitlement representing the equivalent of 591,559 Fund units, being 4.87% of the Fund units on a fully diluted basis. KRL will also receive a proportionate increase in monthly distributions from the Partnership. Including the initial portion of Additional Entitlement described above, KRL has the right to exchange its units in the capital of the Partnership for 2,436,784 Fund units (after giving effect to the sale of 650,000 Fund units on February 23, 2007), representing 20.07% of the Fund units on a fully diluted basis. The balance of the Additional Entitlement will be adjusted to be effective January 1, 2007 once the actual performance of the new restaurants have been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2007, it would have the right to exchange its Partnership Units for 2,584,674 Fund units, representing 21.03% of the Fund units on a fully diluted basis.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

13 and 26 weeks ended April 1, 2007 and April 2, 2006

### 7. DEFERRED GAIN ON SALE OF INTANGIBLE ASSETS (CONTINUED):

On February 22, 2007, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units. Thereafter, on February 23, 2007, KRL sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange.

A gain on the sale of the Fund units was realized as follows:

Gross proceeds .....	\$ 8,775
Weighted average cost .....	(7,785)
Transaction costs .....	<u>(26)</u>
	<u>\$ 964</u>

### 8. NON-CONTROLLING INTEREST:

	April 1, <u>2007</u>	October 1, <u>2006</u>
The Fund's ownership interest in the Keg Rights (note 7) .....	\$ 16,322	\$ 16,280
Non-controlling interest in earnings of the Partnership, net of distributions declared, beginning of the period .....	494	334
Non-controlling interest in earnings of the Partnership .....	4,289	6,883
Distributions declared on Partnership units held by non-controlling interest .....	<u>(4,055)</u>	<u>(6,723)</u>
	<u>\$ 17,050</u>	<u>\$ 16,774</u>

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
Partnership royalty income .....	\$ 4,260	\$ 3,761	\$ 8,298	\$ 7,211
Partnership expenses .....	<u>(102)</u>	<u>(138)</u>	<u>(207)</u>	<u>(227)</u>
Net earnings of the Partnership for the period .....	4,158	3,623	8,091	6,984
KRL's interest .....	<u>(1,926)</u>	<u>(1,823)</u>	<u>(3,802)</u>	<u>(3,579)</u>
Non-controlling interest in Partnership earnings .....	<u>\$ 2,232</u>	<u>\$ 1,800</u>	<u>\$ 4,289</u>	<u>\$ 3,405</u>

The royalty payment from KRL to the Partnership is four percent of system sales for such period reported by Keg restaurants in the Royalty Pool plus a make-whole payment, if required by a restaurant closure, based on four percent of lost system sales. KRL's interest includes its entitlement on Class C units. The non-controlling interest in Partnership earnings does not include the interest paid to the Fund by KRL on the \$57,000,000 note payable.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

13 and 26 weeks ended April 1, 2007 and April 2, 2006

### 9. SEGMENT DISCLOSURES:

KRL's principal business activity is the operation and franchising of Keg Steakhouse and Bar restaurants in Canada and the United States; accordingly, KRL is considered to operate in only one reportable segment.

Geographic information:

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
Restaurant sales:				
Canada .....	\$ 37,266	\$ 33,486	\$ 74,161	\$ 66,579
United States .....	<u>17,179</u>	<u>15,909</u>	<u>33,750</u>	<u>31,276</u>
	<u>\$ 54,445</u>	<u>\$ 49,395</u>	<u>\$ 107,911</u>	<u>\$ 97,855</u>
Franchise fee revenue:				
Canada .....	\$ 2,583	\$ 2,290	\$ 5,115	\$ 4,418
United States .....	<u>24</u>	<u>21</u>	<u>48</u>	<u>42</u>
	<u>\$ 2,607</u>	<u>\$ 2,311</u>	<u>\$ 5,163</u>	<u>\$ 4,460</u>
Property, plant and equipment:			April 1, <u>2007</u>	October 1, <u>2006</u>
Canada .....			\$ 35,626	\$ 30,489
United States .....			<u>18,803</u>	<u>19,212</u>
			<u>\$ 54,429</u>	<u>\$ 49,701</u>

### 10. SUPPLEMENTARY CASH FLOW INFORMATION:

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
(a) Change in non-cash operating working capital:				
Accounts receivable .....	\$ 1,750	\$ 522	\$ (357)	\$ 42
Inventories .....	426	579	(518)	142
Prepaid expenses and deposits .....	(2,235)	388	(2,368)	518
Accounts payable and accrued liabilities ..	(1,184)	(2,268)	(878)	(2,725)
Due to related parties .....	-	300	(7)	300
Distributions due to non-controlling interest	(954)	(743)	-	-
Unearned revenue .....	(3,423)	(2,603)	5,021	2,378
Cumulative translation adjustment .....	<u>(14)</u>	<u>411</u>	<u>(59)</u>	<u>668</u>
	<u>\$ (5,634)</u>	<u>\$ (3,414)</u>	<u>\$ 834</u>	<u>\$ 1,323</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

13 and 26 weeks ended April 1, 2007 and April 2, 2006

### 10. SUPPLEMENTARY CASH FLOW INFORMATION:

	13 weeks ended April 1, <u>2007</u>	13 weeks ended April 2, <u>2006</u>	26 weeks ended April 1, <u>2007</u>	26 weeks ended April 2, <u>2006</u>
(b) Supplementary information:				
Interest received .....	\$ 175	\$ 64	\$ 320	\$ 84
Interest paid .....	1,642	1,572	3,136	3,055
Income taxes paid (recovered) .....	(5)	9	(5)	12
Non-cash transactions:				
Exchange of Class B units for Fund units	7,785	7,364	7,785	7,364