

# THE KEG ROYALTIES INCOME FUND

## FIRST QUARTER REPORT

For the three months ended March 31, 2009

## 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 months ended March 31, 2009.

### RESULTS

The Trustees are delighted to report that The Keg has reached another sales record for the quarter. The gross sales reported by the 102 Keg restaurants in the Royalty Pool were \$120,858,000, an increase of \$9,308,000 or 8.3% from the comparable quarter of the prior year. These higher gross sales reflect the very successful new Keg restaurants which opened during the period from October 3, 2007 through October 2, 2008, which were added to the Royalty Pool on January 1, 2009, as well as same store sales growth of 0.7% for the quarter.

The Fund generated earnings before income taxes of \$3,315,000 or 34.2 cents/Fund unit compared with \$3,189,000 or 32.9 cents/Fund unit during the comparable quarter of the prior year, an increase of \$126,000 or 1.3 cents/Fund unit. Distributable cash available to pay distributions to public Unitholders increased by \$59,000 to \$3,258,000 or 33.6 cents/Fund unit, from \$3,199,000 or 33.0 cents/Fund unit for the quarter.

### OUTLOOK

The loss in consumer confidence as a result of the global recession has certainly had a negative effect on the restaurant industry in North America, and The Keg has not been immune to its effects. The Canadian Restaurant and Foodservice Association (CRFA) has projected a decline in sales in the full-service restaurant category, the category in which the Keg operates, of 3.1% in 2009. The National Restaurant Association in the United States has projected a real sales decline of 2.5% in the full-service category in 2009. While management of Keg Restaurants Ltd. (“KRL”) does not expect a significant improvement in economic conditions in North America in the near term, management believes that The Keg will continue to outperform the full-service restaurant category with respect to same store sales growth. The Keg remains an industry leader in the full-service restaurant category in Canada; a fact confirmed by an independent research report from Angus Reid Strategies in July 2008 that identified The Keg as the first choice of over 60% of diners when choosing a steak dinner. Although The Keg does not currently enjoy the same level of brand awareness in the United States as it does in Canada, management of KRL will continue to emphasize The Keg’s unique market niche between lower-priced, themed steakhouse chains and higher-priced, fine steakhouses in the United States.

KRL’s management remains committed to maintaining and improving the legendary high standards that have come to define the brand throughout North America including The Keg’s high quality menu, knowledgeable service and marketing innovation. KRL has consistently demonstrated its ability to deliver growth in both system sales and same store sales growth over the long term, which has provided not only stability but also growth in distributable cash and distributions to the Fund’s unitholders.

Sincerely,



C.C. Woodward  
Chairman, The Keg Royalties Income Fund  
on behalf of the Board of Trustees  
May 7, 2009

## FINANCIAL HIGHLIGHTS

(\$000's except per unit amounts)	Jan. 1 to Mar. 31, 2009	Jan. 1 to Mar. 31, 2008
<b>Restaurants in the Royalty Pool</b>	<b>102</b>	<b>96</b>
<b>Gross sales reported by restaurants in the Royalty Pool</b> .....	<b>\$ <u>120,858</u></b>	<b>\$ <u>111,550</u></b>
Royalty income <sup>(1)</sup> .....	\$ 4,894	\$ 4,488
Partnership expenses <sup>(2)</sup> .....	(88)	(99)
Partnership earnings .....	4,806	4,389
KRL's interest <sup>(3)</sup> .....	(2,425)	(2,057)
<b>Equity income</b> <sup>(4)</sup> .....	<b>2,381</b>	<b>2,332</b>
Interest income <sup>(5)</sup> .....	1,058	1,077
<b>Total income</b> .....	<b>3,439</b>	<b>3,409</b>
Interest and financing expenses <sup>(6)</sup> .....	(124)	(220)
<b>Earnings before income taxes</b> .....	<b>\$ <u>3,315</u></b>	<b>\$ <u>3,189</u></b>
<b>Net earnings</b> <sup>(7)</sup> .....	<b>\$ <u>3,465</u></b>	<b>\$ <u>3,539</u></b>
<b>Distributable cash</b> <sup>(8)</sup> .....	<b>\$ <u>3,258</u></b>	<b>\$ <u>3,199</u></b>
<b>Distributions paid</b> .....	<b>\$ <u>3,100</u></b>	<b>\$ <u>3,042</u></b>
<b>Earnings before income taxes per Fund unit</b> <sup>(9)</sup> .....	<b>\$ <u>.342</u></b>	<b>\$ <u>.329</u></b>
<b>Earnings per Fund unit</b> <sup>(9)</sup> .....	<b>\$ <u>.357</u></b>	<b>\$ <u>.365</u></b>
<b>Distributable cash per Fund unit</b> <sup>(8)(9)</sup> .....	<b>\$ <u>.336</u></b>	<b>\$ <u>.330</u></b>
<b>Distributions paid per Fund unit</b> <sup>(9)</sup> .....	<b>\$ <u>.320</u></b>	<b>\$ <u>.314</u></b>
<b>Payout Ratio</b> <sup>(10)</sup> .....	<b><u>95.2%</u></b>	<b><u>95.1%</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, Class C and Class D Partnership units. The Class A, entitled Class B and Class D 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. The amount is calculated as the royalty income, less the Partnership's operating expenses less earnings attributable to KRL.
- <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 months ended March 31, 2009 reflects the non-cash future income tax recovery of \$150,000.
- <sup>(8)</sup> Distributable cash is defined as Standardized Distributable Cash which is the periodic cash flows from operating activities as reported in the GAAP financial statements, including the effects of changes in non-cash working capital.
- <sup>(9)</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 numbers of Fund units outstanding for the three months ended March 31, 2009 and 2008 were 9,703,500.
- <sup>(10)</sup> Payout ratio is computed as the ratio of aggregate cash distributions paid during the period (numerator) to the aggregate Standardized Distributable Cash of the period (denominator).
- <sup>(11)</sup> Same Store Sales Growth ("SSSG") is the overall increase in gross sales from Keg restaurants (that operated during the entire period of both the current and the prior year) as compared to gross sales for the same period of the prior year.

## SUMMARY OF QUARTERLY RESULTS

	Q1	Q4	Q3	Q2
(\$000's except per unit amounts)	2009	2008	2008	2008
<b>Restaurants in the Royalty Pool</b>	<b>102</b>	<b>96</b>	<b>96</b>	<b>96</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool.....</b>	<b>\$ 120,858</b>	<b>\$ 105,822</b>	<b>\$ 108,035</b>	<b>\$ 107,690</b>
Royalty income <sup>(1)</sup> .....	\$ 4,894	\$ 4,289	\$ 4,383	\$ 4,334
Partnership expenses <sup>(2)</sup> .....	(88)	(103)	(93)	(81)
Partnership earnings .....	4,806	4,186	4,290	4,253
KRL's interest <sup>(3)</sup> .....	(2,425)	(2,045)	(2,118)	(2,033)
<b>Equity income <sup>(4)</sup> .....</b>	<b>2,381</b>	<b>2,141</b>	<b>2,172</b>	<b>2,220</b>
Interest income <sup>(5)</sup> .....	1,058	1,083	1,084	1,075
<b>Total income.....</b>	<b>3,439</b>	<b>3,224</b>	<b>3,256</b>	<b>3,295</b>
Interest and financing expenses <sup>(6)</sup> .....	(124)	(164)	(190)	(192)
<b>Earnings before income taxes .....</b>	<b>\$ 3,315</b>	<b>\$ 3,060</b>	<b>\$ 3,066</b>	<b>\$ 3,103</b>
<b>Net earnings <sup>(7)</sup> .....</b>	<b>\$ 3,465</b>	<b>\$ 3,059</b>	<b>\$ 3,066</b>	<b>\$ 2,903</b>
<b>Distributable cash <sup>(8)</sup> .....</b>	<b>\$ 3,258</b>	<b>\$ 2,999</b>	<b>\$ 3,120</b>	<b>\$ 3,065</b>
<b>Distributions paid .....</b>	<b>\$ 3,100</b>	<b>\$ 3,100</b>	<b>\$ 3,100</b>	<b>\$ 3,100</b>
<b>Earnings before income taxes per Fund unit <sup>(9)</sup> .....</b>	<b>\$ .342</b>	<b>\$ .315</b>	<b>\$ .316</b>	<b>\$ .320</b>
<b>Earnings per Fund unit <sup>(9)</sup> .....</b>	<b>\$ .357</b>	<b>\$ .295</b>	<b>\$ .316</b>	<b>\$ .299</b>
<b>Distributable cash per Fund unit <sup>(8)(9)</sup> .....</b>	<b>\$ .336</b>	<b>\$ .309</b>	<b>\$ .322</b>	<b>\$ .316</b>
<b>Distributions paid per Fund unit <sup>(9)</sup> .....</b>	<b>\$ .320</b>	<b>\$ .320</b>	<b>\$ .320</b>	<b>\$ .320</b>
<b>Payout Ratio <sup>(10)</sup> .....</b>	<b>95.2%</b>	<b>103.4%</b>	<b>99.4%</b>	<b>101.2%</b>
SSSG Canada <sup>(11)</sup> .....	(1.5)%	(3.0)%	1.1%	4.7%
SSSG United States <sup>(11)</sup> .....	(4.9)%	(16.3)%	(8.3)%	(7.5)%
SSSG Consolidated <sup>(11)</sup> .....	0.7%	(2.2)%	0.0%	1.7%
<b>Restaurants Opened .....</b>	<b>2</b>	<b>1</b>	<b>3</b>	<b>4</b>
<b>Restaurants Closed .....</b>	<b>3</b>	<b>--</b>	<b>1</b>	<b>--</b>
<b>Restaurants Relocated .....</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Net Restaurants Opened (Closed) .....</b>	<b>(1)</b>	<b>1</b>	<b>2</b>	<b>4</b>
			Mar. 31, 2009	Dec. 31, 2008
Total assets .....			\$ 116,533	\$ 116,327
Total liabilities.....			15,649	16,840

## SUMMARY OF QUARTERLY RESULTS

	Q1	Q4	Q3	Q2
(\$000's except per unit amounts)	2008	2007	2007	2007
<b>Restaurants in the Royalty Pool</b>	<b>96</b>	<b>95</b>	<b>95</b>	<b>95</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool.....</b>	<b>\$ <u>111,550</u></b>	<b>\$ <u>103,541</u></b>	<b>\$ <u>102,994</u></b>	<b>\$ <u>100,984</u></b>
Royalty income <sup>(1)</sup> .....	\$ 4,488	\$ 4,246	\$ 4,211	\$ 4,110
Partnership expenses <sup>(2)</sup> .....	(99)	(77)	(97)	(93)
Partnership earnings .....	4,389	4,169	4,114	4,017
KRL's interest <sup>(3)</sup> .....	(2,057)	(1,919)	(2,016)	(1,835)
<b>Equity income <sup>(4)</sup> .....</b>	<b>2,332</b>	<b>2,250</b>	<b>2,098</b>	<b>2,182</b>
Interest income <sup>(5)</sup> .....	1,077	1,090	1,090	1,077
<b>Total income .....</b>	<b>3,409</b>	<b>3,340</b>	<b>3,188</b>	<b>3,259</b>
Interest and financing expenses <sup>(6)</sup> .....	(220)	(240)	(242)	(232)
<b>Earnings before income taxes .....</b>	<b>\$ <u>3,189</u></b>	<b>\$ <u>3,100</u></b>	<b>\$ <u>2,946</u></b>	<b>\$ <u>3,027</u></b>
<b>Net earnings <sup>(7)</sup> .....</b>	<b>\$ <u>3,539</u></b>	<b>\$ <u>3,200</u></b>	<b>\$ <u>2,871</u></b>	<b>\$ <u>1,252</u></b>
<b>Distributable cash <sup>(8)</sup> .....</b>	<b>\$ <u>3,199</u></b>	<b>\$ <u>2,940</u></b>	<b>\$ <u>3,183</u></b>	<b>\$ <u>3,022</u></b>
<b>Distributions paid .....</b>	<b>\$ <u>3,042</u></b>	<b>\$ <u>2,962</u></b>	<b>\$ <u>2,937</u></b>	<b>\$ <u>2,881</u></b>
<b>Earnings before income taxes per Fund unit <sup>(9)</sup> .....</b>	<b>\$ <u>.329</u></b>	<b>\$ <u>.319</u></b>	<b>\$ <u>.304</u></b>	<b>\$ <u>.312</u></b>
<b>Earnings per Fund unit <sup>(9)</sup> .....</b>	<b>\$ <u>.365</u></b>	<b>\$ <u>.330</u></b>	<b>\$ <u>.296</u></b>	<b>\$ <u>.129</u></b>
<b>Distributable cash per Fund unit <sup>(8)(9)</sup> .....</b>	<b>\$ <u>.330</u></b>	<b>\$ <u>.303</u></b>	<b>\$ <u>.328</u></b>	<b>\$ <u>.311</u></b>
<b>Distributions paid per Fund unit <sup>(9)</sup> .....</b>	<b>\$ <u>.314</u></b>	<b>\$ <u>.305</u></b>	<b>\$ <u>.303</u></b>	<b>\$ <u>.297</u></b>
<b>Payout Ratio <sup>(10)</sup> .....</b>	<b><u>95.1%</u></b>	<b><u>100.8%</u></b>	<b><u>92.3%</u></b>	<b><u>95.3%</u></b>
<b>SSSG Canada <sup>(11)</sup> .....</b>	<b>6.2%</b>	<b>2.8%</b>	<b>9.5%</b>	<b>11.0%</b>
<b>SSSG United States <sup>(11)</sup> .....</b>	<b>(3.6)%</b>	<b>(2.2)%</b>	<b>1.9%</b>	<b>5.4%</b>
<b>SSSG Consolidated <sup>(11)</sup> .....</b>	<b>2.2%</b>	<b>(0.4)%</b>	<b>7.2%</b>	<b>9.7%</b>
<b>Restaurants Opened .....</b>	<b>1</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Restaurants Closed .....</b>	<b>1</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Restaurants Relocated .....</b>	<b>--</b>	<b>--</b>	<b>1</b>	<b>--</b>
<b>Net Restaurants Opened (Closed) .....</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>

## SELECTED ANNUAL INFORMATION

	Year Ended Dec. 31, 2008	Year Ended Dec. 31, 2007	Year Ended Dec. 31, 2006
(\$000's except per unit amounts)			
<b>Restaurants in the Royalty Pool</b>	<b>96</b>	<b>95</b>	<b>91</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool.....</b>	<b>\$ 433,097</b>	<b>\$ 412,759</b>	<b>\$ 372,472</b>
Royalty income <sup>(1)</sup> .....	\$ 17,494	\$ 16,827	\$ 15,097
Partnership expenses <sup>(2)</sup> .....	(376)	(369)	(456)
Partnership earnings .....	17,118	16,458	14,641
KRL's interest <sup>(3)</sup> .....	(8,253)	(7,696)	(7,306)
<b>Equity income <sup>(4)</sup> .....</b>	<b>8,865</b>	<b>8,762</b>	<b>7,335</b>
Interest income <sup>(5)</sup> .....	4,319	4,318	4,289
<b>Total income.....</b>	<b>13,184</b>	<b>13,080</b>	<b>11,624</b>
Interest and financing expenses <sup>(6)</sup> .....	(766)	(943)	(900)
<b>Earnings before income taxes .....</b>	<b>\$ 12,418</b>	<b>\$ 12,137</b>	<b>\$ 10,724</b>
<b>Net earnings <sup>(7)</sup> .....</b>	<b>\$ 12,368</b>	<b>\$ 10,387</b>	<b>\$ 10,724</b>
<b>Distributable cash <sup>(8)</sup> .....</b>	<b>\$ 12,382</b>	<b>\$ 12,199</b>	<b>\$ 10,510</b>
<b>Distributions paid .....</b>	<b>\$ 12,343</b>	<b>\$ 11,463</b>	<b>\$ 10,078</b>
<b>Earnings before income taxes per Fund unit <sup>(9)</sup> .....</b>	<b>\$ 1.280</b>	<b>\$ 1.263</b>	<b>\$ 1.200</b>
<b>Earnings per Fund unit <sup>(9)</sup> .....</b>	<b>\$ 1.275</b>	<b>\$ 1.081</b>	<b>\$ 1.200</b>
<b>Distributable cash per Fund unit <sup>(8)(9)</sup> .....</b>	<b>\$ 1.276</b>	<b>\$ 1.269</b>	<b>\$ 1.176</b>
<b>Distributions paid per Fund unit <sup>(9)</sup> .....</b>	<b>\$ 1.272</b>	<b>\$ 1.193</b>	<b>\$ 1.128</b>
<b>Payout Ratio <sup>(10)</sup> .....</b>	<b>99.7%</b>	<b>94.0%</b>	<b>95.9%</b>
<b>SSSG Canada <sup>(11)</sup> .....</b>	<b>2.0%</b>	<b>7.3%</b>	<b>8.3%</b>
<b>SSSG United States <sup>(11)</sup> .....</b>	<b>(9.0)%</b>	<b>2.1%</b>	<b>7.2%</b>
<b>SSSG Consolidated <sup>(11)</sup> .....</b>	<b>0.4%</b>	<b>5.5%</b>	<b>6.9%</b>
<b>Restaurants Opened .....</b>	<b>9</b>	<b>1</b>	<b>5</b>
<b>Restaurants Closed .....</b>	<b>2</b>	<b>--</b>	<b>2</b>
<b>Restaurants Relocated .....</b>	<b>--</b>	<b>3</b>	<b>--</b>
<b>Net Restaurants Opened (Closed) .....</b>	<b>7</b>	<b>1</b>	<b>3</b>
	Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
Total assets .....	\$ 116,327	\$ 116,261	\$ 106,500
Total liabilities.....	16,840	16,770	14,863

# MANAGEMENT DISCUSSION AND ANALYSIS

**For the Three Months Ended March 31, 2009  
As of May 7, 2009**

## OVERVIEW

### KEY ATTRIBUTES OF THE FUND

The Keg Royalties Income Fund (the “Fund”) is a limited purpose, open-ended trust which trades on the Toronto Stock Exchange under the symbol KEG.UN. On May 31, 2002, as part of the Initial Public Offering (the “IPO”), the Fund, through its subsidiary The Keg Rights Limited Partnership (the “Partnership”), purchased The Keg trademarks and other related intellectual 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 equal to 4% of gross sales of Keg restaurants included in a specific royalty pool (the “Royalty Pool”).

The key feature of the Fund is that royalty income is based on the top-line, gross sales of Keg restaurants in the Royalty Pool and not on the profitability of either KRL or the Keg restaurants in the Royalty Pool. Moreover, the Fund is not subject to the variability of earnings or expenses associated with an operating business. The Fund’s only expenses are nominal administrative expenses and interest on non-amortizing term debt. Thus, the success of the Fund depends primarily on the ability of KRL to maintain and increase the gross sales of the Keg restaurants in the Royalty Pool.

Increases in gross sales are derived from both same store sales growth from existing restaurants (“SSSG”) and from the addition of new Keg restaurants. SSSG is the key driver of growth in royalty income and, since the Fund’s expenses are relatively fixed in nature, SSSG results in growth in distributable cash which allows for higher distributions to the Fund’s unitholders. KRL has consistently generated SSSG through a combination of increased guest counts and increased guest average cheque. SSSG has been achieved by maintaining operational excellence within each Keg restaurant, innovative marketing and promotional programs, and pricing. Over the past eleven years, the period for which current management has been in control of KRL, SSSG has averaged 5.1% annually, a figure that compares very favourably against the restaurant industry as a whole. This consistent sales growth is one of the primary reasons that monthly cash distributions to the Fund’s unitholders have been increased 7 times since the Fund’s inception, most recently in March 2008.

### KRL’S INTEREST IN THE FUND

KRL’s interest in the earnings of the Partnership is from its ownership of Class A, entitled Class B, Class C and Class D Partnership units. The Class A, entitled Class B and Class D Partnership units are exchangeable into Fund units on a one-for-one basis in certain circumstances. KRL’s effective ownership of the Fund and its interest in the earnings of the Partnership has grown from 10.00% at the time of the IPO to 24.26% as of December 31, 2008. The change in KRL’s effective ownership of the Fund is the result of adding net sales to the Royalty Pool on an annual basis, in return for which KRL received the right to indirectly acquire additional Fund units (see “The Royalty Pool”). The total number of restaurants included in the Royalty Pool has increased from 80 Keg restaurants in existence at the time of the IPO to 96 as of December 31, 2008. This has resulted in a net increase in Royalty Pool sales of \$111.5 million and the issuance of 3,752,197 exchangeable units to KRL, as of December 31, 2008. KRL has exchanged a total of 1,550,000 Class B units for an equal number of Fund units (increasing the number of issued and outstanding Fund units from 8,153,500 at the time of the IPO to 9,703,500 as of February 23, 2007) and sold these units through the facilities of the Toronto Stock Exchange. On January 1, 2009, eight new Keg restaurants that opened during the period from October 3, 2007 through October 2, 2008 were added to the Royalty Pool. See “The Royalty Pool”.

## **VARIABLE INTEREST ENTITY**

During 2005, the Partnership was determined to be a variable interest entity in accordance with the criteria established in the Canadian Institute of Chartered Accountants' ("CICA") 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.

## **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 29.5% 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. This rate was subsequently reduced to 26.5% for 2011 and 25% for 2012 and later taxation years. 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.

## **DISTRIBUTABLE CASH**

During 2007, The Canadian Institute of Chartered Accountants and the Canadian Securities Administrators released a guideline on the measurement and reporting of distributable cash for income trusts and other flow through entities in Management's Discussion and Analysis. This guidance attempts to provide comparable measures of distributable cash among income trusts. The Fund adopted this guidance in 2007, and as a result, distributable cash is now defined as the periodic cash flows from operating activities as reported in the GAAP financial statements including the change in non-cash working capital balances, less adjustments for capital expenditures and restrictions on distributions arising from compliance with financial covenants. Distributable cash may not be comparable to other issuers who have adopted this guidance. Previously, distributable cash was computed as earnings for the period plus non-cash items such as amortization and future income taxes; a non-GAAP measure which was also not necessarily comparable to similar measures presented by other issuers. Given the Fund has no capital expenditures and no expected restriction on distributions arising from compliance with financial covenants, the only significant difference that may arise in any particular reporting period between the two definitions is due to the inclusion of changes in non-cash working capital balances.

The Trustees are of the opinion that the inclusion of changes in non-cash working capital balances in the determination of distributable cash will provide less meaningful information for Unitholders as the Fund's working capital requirements are not permanent in nature and are primarily due to the timing of payments between related parties. Readers are advised that this is a reporting change only, and that earnings and actual cash available for distribution to the Fund's unitholders are not impacted, nor are the contractual obligations between the Fund, the Partnership, and KRL.



## 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 net royalty revenue added to the Royalty Pool, divided by the yield of the Fund units, divided by the weighted average unit price 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 96 as of December 31, 2008. Thirty-one new Keg restaurants that opened during the period from April 1, 2002, through October 2, 2007, with annual gross sales of \$149.8 million have been added to the Royalty Pool. Fifteen permanently closed Keg restaurants with annual sales of \$38.3 million have been removed from the Royalty Pool. This has resulted in a net increase in Royalty Pool sales of \$111.5 million annually, and KRL receiving a cumulative Additional Entitlement equivalent to 3,752,197 Fund units as of December 31, 2008.

On January 1, 2009, eight new Keg restaurants that opened during the period from October 3, 2007 through October 2, 2008 were added to the Royalty Pool. The gross sales of these eight new restaurants have been estimated at \$39.3 million annually. Two permanently closed Keg restaurants with annual sales of \$4.7 million were removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$34.6 million annually. The total number of restaurants in the Royalty Pool increased to 102. The yield of the Fund units was determined to be 12.93% calculated using a weighted average unit price of \$9.73.

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 1,019,072 Fund units, being 7.37% of the Fund units on a fully diluted basis. On January 1, 2009, KRL received 80% of this entitlement representing the equivalent of 815,258 Fund units, being 5.98% 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 3,923,399 Fund units representing 28.79% of the Fund units on a fully diluted basis. The balance of the Additional Entitlement will be adjusted to be effective January 1, 2009 once the actual performance of the new restaurants has been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2009, it would have the right to exchange its Partnership units for 4,127,213 Fund units representing 29.84% of the Fund units on a fully diluted basis.

## DISTRIBUTIONS TO UNITHOLDERS

The Fund’s objective is to provide consistent monthly distributions to unitholders at the highest sustainable level, and the Trustees of the Fund continue to review distribution levels on an ongoing basis to fulfill that objective. Since the inception of the Fund, monthly distributions to unitholders have been increased seven times from the original level of \$0.09 per unit at the time of the IPO, to the current level of \$0.1065 per unit, an increase of 18.3%.

Year-to-date distributions were as follows:

<b>Period</b>	<b>Payment Date</b>	<b>Per/Unit</b>
January 1-31, 2009	February 27, 2009	10.65¢
February 1-28, 2009	March 31, 2009	10.65¢
March 1-31, 2009	April 30, 2009*	10.65¢

\*Paid subsequent to the period

## DISTRIBUTIONS TO UNITHOLDERS (CONTINUED)

Distributions paid during the year were funded entirely by cash flow from operations and no debt was incurred at any point during the year to fund distributions.

Since inception, the Fund has generated \$69,632,000 of distributable cash and has paid cumulative distributions of \$68,733,000, which resulted in a cumulative surplus of \$899,000. The cumulative payout ratio (the ratio of cumulative cash distributions paid since inception to the cumulative standardized distributable cash generated since inception) is 98.7%.

## OWNERSHIP OF THE FUND

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

	March 31, 2009 <sup>(1)</sup>		March 31, 2008	
	#	%	#	%
Fund units held by public unitholders <sup>(2)</sup> .....	9,703,500	71.21	9,703,500	76.40
Exchangeable Partnership units held by KRL: <sup>(3)</sup>				
Class A units <sup>(4)</sup> .....	905,944	6.65	905,944	7.13
Class B units <sup>(5)</sup> .....	1,826,700	13.41	1,826,700	14.38
Class D units <sup>(5)</sup> .....	<u>1,190,755</u>	<u>8.73</u>	<u>265,520</u>	<u>2.09</u>
Total Exchangeable Partnership units <sup>(6)</sup> .....	<u>3,923,399</u>	<u>28.79</u>	<u>2,998,164</u>	<u>23.60</u>
Total Fund and Exchangeable Partnership units .....	<u>13,626,899</u>	<u>100.00</u>	<u>12,701,664</u>	<u>100.00</u>

Notes:

<sup>(1)</sup> Information is current as of March 31, 2009.

<sup>(2)</sup> Represents the public's total effective ownership of the Fund as of March 31, 2009 and 2008. 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 71.21% during the three months ended March 31, 2009 (three months ended March 31, 2008 – 76.40%). The weighted average number of Fund units outstanding for the three months ended March 31, 2009 was 9,703,500 (three months ended March 31, 2008 – 9,703,500).

<sup>(3)</sup> Exchangeable into Fund units on a one-for-one basis.

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

<sup>(5)</sup> These exchangeable Partnership units are issued to KRL in return for adding net sales to the Royalty Pool on an annual basis. Class D units are equivalent to Class B units in all material respects but may only be issued to KRL after all Class B units have become fully entitled to proportionate distributions from the Partnership (which occurred on January 1, 2008). As of March 31, 2009, KRL is the registered holder of 1,826,700 Class B units and 1,190,755 Class D units (March 31, 2008 – 1,826,700 Class B units and 265,520 Class D units). 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 or Class D units is adjusted retroactively to January 1<sup>st</sup> 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 March 31, 2009 and 2008. 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 28.79% during the three months ended March 31, 2009 (three months ended March 31, 2008 – 23.60%).

## 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 Mar. 29, 2009	13 weeks ended Mar. 30, 2008
Corporate Keg restaurants <sup>(1)</sup> .....	\$ 62,257	\$ 54,920
Franchised Keg restaurants <sup>(2)</sup> .....	<u>60,430</u>	<u>56,680</u>
Total system sales .....	<u>\$ 122,687</u>	<u>\$ 111,600</u>

Notes:

<sup>(1)</sup>The amount of system sales for the corporate Keg restaurants is the amount of gross sales from corporate Keg restaurants only.

<sup>(2)</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.

System sales for the 13 weeks ended March 29, 2009 were \$122.7 million compared to \$111.6 million for the 13 weeks ended March 30, 2008, an increase of \$11.1 million or 9.9%. During the 13 weeks ended March 29, 2009, one new corporate and one new franchised restaurant were opened, and three corporate restaurants were closed. The closed corporate restaurants, located in the Pacific Northwest region of the United States, were closed as part of an ongoing property rationalization. Although the restaurant closures were originally scheduled to correspond with the expiration of their location leases, two later in 2009 and one in 2010, management of KRL elected to accelerate the closures to eliminate operating losses of these restaurants incurred primarily as a result of deteriorating economic conditions in the United States. During the 13 weeks ended March 30, 2008, one new corporate restaurant was opened and one joint venture restaurant was closed. The closed restaurant, located in Coquitlam, British Columbia, was substantially damaged by fire in the prior year. The company has elected to not re-build at the existing location given the short remaining life of the lease, and instead will relocate to a far superior site within the year. As of March 29, 2009, there were a total of 102 Keg restaurants as compared with 96 Keg restaurants at March 30, 2008.

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) decreased by 1.5% in Canada and by 4.9% 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 0.7%. The average exchange rate moved from 1.00 in KRL's second quarter of fiscal 2008 to 1.24 in KRL's second quarter of fiscal 2009, significantly increasing the Canadian dollar equivalent of the U.S. restaurant sales.

## OPERATING RESULTS

### GROSS SALES

Gross sales reported by the restaurants in the Royalty Pool increased from \$111,550,000 to \$120,858,000 for the comparable quarter. The increase of \$9,308,000 or 8.3% 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 \$406,000 from \$4,488,000 in the first quarter of 2008, to \$4,894,000 in the first quarter of 2009, 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 March 31, 2009 were \$88,000 and included general and administrative expenses of \$89,000, and interest income on the surplus cash balances of \$1,000. The decrease of \$11,000 over the comparable quarter in 2008 was due to a decrease in general and administrative expenses of \$11,000 due to the timing of certain expenditures.

## KRL'S INTEREST

KRL's interest in the earnings of the Partnership from the Class A, entitled Class B, Class C and Class D Partnership units increased from \$2,057,000 for the three months ended March 31, 2008 to \$2,425,000 for the three months ended March 31, 2009. The increase of \$368,000 was partly due to the increase in Partnership earnings as a result of the increased royalty income. In addition, KRL's average effective ownership interest in the Partnership increased from 23.60% during the three-month period ended March 31, 2008, to 28.79% during the three-month period ended March 31, 2009. The change in the average effective ownership of the Partnership during the period was a result of the Additional Entitlement received by KRL on January 1, 2009.

## EQUITY INCOME

The Fund's equity income from its investment in the Partnership increased from \$2,332,000 during the first quarter of 2008, to \$2,381,000 during the first quarter of 2009. The increase of \$49,000 is due to the net impact of the increase in royalty income of \$406,000, the decrease in Partnership expenses of \$11,000, and the increase in KRL's interest in the earnings of the Partnership of \$368,000.

## INTEREST INCOME

Interest income earned by the Fund for the quarter was \$1,058,000 and included interest income on the Keg Loan of \$1,054,000 and other interest income of \$4,000. Interest income earned by the Fund on the Keg loan decreased by \$9,000 during the quarter. Interest income for the quarter is calculated based on 90 days of a 365 day year, whereas in the comparable quarter of the prior year, interest was calculated based on 91 days of 366 day year, as 2008 was a leap year. Other interest income decreased by \$10,000 due to lower effective interest rates applied to surplus cash balances during the quarter.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$124,000 for the three months ended March 31, 2009, and included interest on the long-term debt of \$119,000 and amortization of deferred financing charges of \$5,000. Interest costs decreased by \$96,000 in the quarter as a result of a decrease in the average interest rate on the long-term debt from 6.16% in the first quarter of 2008, to 3.46% in the first quarter of 2009. Amortization of deferred financing charges remained the same during the quarter.

## EARNINGS BEFORE INCOME TAXES

Earnings before income taxes increased by \$126,000 from \$3,189,000 (32.9 cents/Fund unit) in the first quarter of 2008, to \$3,315,000 (34.2 cents/Fund unit) in the first quarter of 2009.

## **FUTURE INCOME TAXES**

Future income taxes increased by \$200,000 from a future income tax recovery of \$350,000 for the three months ended March 31, 2008, to a future income tax recovery of \$150,000 for the three months ended March 31, 2009.

## **NET EARNINGS AND COMPREHENSIVE INCOME**

Net earnings decreased by \$74,000 from \$3,539,000 (36.5 cents/Fund unit) in the first quarter of 2008, to \$3,465,000 (35.7 cents/Fund unit) in the first quarter of 2009, primarily due to the increase in future income taxes discussed previously.

## **DISTRIBUTABLE CASH**

Cash available for distribution to Fund unitholders increased by \$59,000 from \$3,199,000 (33.0 cents/Fund unit) to \$3,258,000 (33.6 cents/Fund unit) during the quarter. The difference between the Fund's earnings and distributable cash is due to non-cash items such as amortization and future income tax expense included in the Fund's net earnings, as well as changes in non-cash working capital balances.

## **DISTRIBUTIONS**

Distributions of \$3,042,000 (31.4 cents/Fund unit) were paid in the first quarter of 2008, and \$3,100,000 (32.0 cents/Fund unit) in the first quarter of 2009.

## **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. The Fund has cash on hand of \$1,495,000 and a positive working capital balance of \$1,984,000 as at March 31, 2009.

## **TERM LOAN**

The Keg Holdings Trust ("KHT"), 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. The term loan held by KHT is subject to certain financial covenants, including minimum equity amounts in both KHT and the Partnership and a minimum Partnership cash flow level, defined as earnings before interest, taxes, depreciation and amortization ("EBITDA"). As at March 31, 2009, the KHT and Partnership equity amounts are approximately \$19.4 million and \$67.6 million in excess of the required minimum equity covenants, respectively. The Partnership EBITDA for the twelve months ended March 31, 2009 (last four financial quarters) is approximately \$10.4 million greater than the required minimum amount.

## **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**

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 March 31, 2009, 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 (“CSA”), was carried out under the supervision of and with the participation of management including the CEO and CFO. Based on the evaluation, the CEO and the CFO concluded that the design and operation of these disclosure controls and procedures were effective.

### **INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Keg GP Ltd., as administrator of the Fund, is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined by the CSA. The CEO and CFO of The Keg GP Ltd. have designed, or caused to be designed under their supervision, internal controls over financial reporting to provide reasonable assurance regarding the reliability of the Fund’s financial reporting and the preparation of its financial statements for external purposes in accordance with GAAP.

The Fund’s internal control over financial reporting may not prevent or detect all misstatements because of inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The administrator of the Fund assessed the effectiveness of the Fund’s internal control over financial reporting as of March 31, 2009, based on the framework established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Based on this assessment, the administrator concluded that the Fund maintained effective internal control over financial reporting as of March 31, 2009.

During the three months ended March 31, 2009, there has been no change in the Fund’s internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Fund’s internal control over financial reporting.

### **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 March 31, 2009.

## **NEW ACCOUNTING STANDARDS AND ACCOUNTING POLICY CHANGES**

Effective January 1, 2009, the Fund has adopted the following new accounting standards that were issued by the Canadian Institute of Chartered Accountants (“CICA”):

### **GOODWILL AND INTANGIBLE ASSETS**

In February 2008, the CICA issued Handbook Section 3064, *Goodwill and Intangible Assets*, which supersedes Section 3062, *Goodwill and Other Intangible Assets* and Section 3450, *Research and Development Costs*. Section 3064 provides additional guidance on when expenditures qualify for recognition as intangible assets and requires that costs be deferred only when relating to an item meeting the asset definition. The adoption of this new standard has had no impact on the Fund’s financial statements.

## **FUTURE CHANGES IN ACCOUNTING POLICY**

### **INTERNATIONAL FINANCIAL REPORTING STANDARDS**

The CICA plans to replace Canadian GAAP with International Financial Reporting Standards (“IFRS”) for most reporting issuers over a transition period expected to end in 2011. The impact of the transition to IFRS on the financial statements of the Fund is currently being evaluated and significant differences will be identified in late 2009 or during the first quarter of 2010, at which time additional disclosure will be made.

## **FINANCIAL INSTRUMENTS**

The Fund’s financial instruments consist of cash, amounts due from KRL and the Partnership, note receivable from KRL, interest payable on the term loan, distributions payable to Fund unitholders, and the term loan. The requirement for the Fund to settle its note receivable from KRL in exchange for Class C Partnership units is classified as 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. The fair values of the amounts due from KRL and the Partnership, interest payable on the term loan and the distributions payable to Fund unitholders approximate their carrying amounts, largely due to the short-term maturities of these instruments. The fair value of the term loan is not materially different from its carrying value as the variable rate of interest on the facility would not be significantly different from the current market rate of interest due to the considerable security held by the banking syndicate.

## **OUTLOOK**

The Canadian Restaurant Foodservice Association (CRFA) has projected a sales decline in the full-service restaurant category, the category in which The Keg operates, of 3.1% in 2009. The National Restaurant Association in the United States has projected a real sales decline of 2.5% in the full service category in 2009. While management of KRL does not expect a significant improvement in economic conditions in North America in the near term, management believes that The Keg will continue to outperform the full-service restaurant category with respect to same store sales growth. Management of KRL continues to monitor the global economy and evaluate its potential impact on the North American business environment, particularly the effect on consumer confidence and discretionary spending.

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 over the long term through a combination of increased guest counts and increased guest average cheque.

## **OUTLOOK (CONTINUED)**

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-seven years. Management of KRL has advised the Trustees that it has revised the number of restaurants it expects to open prior to October 2, 2009, primarily due to general economic conditions. Management of KRL has advised that it currently expects to open six restaurants, consisting of one corporate and three franchised restaurants in Canada, as well as two corporate restaurants in the United States. The scheduled opening of these new restaurants is conditional upon the timely receipt of municipal approvals, construction permits and ongoing evaluation of the current economic environment. Management of KRL continues to monitor economic conditions and intends to regularly review the timing of its scheduled restaurant openings and adjust these as necessary.

## **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. 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 several 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, 15 of which are corporately owned through its wholly owned subsidiaries, and two of which are 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.

# THE KEG ROYALTIES INCOME FUND

CONSOLIDATED  
FINANCIAL STATEMENTS  
For the three months ended March 31, 2009 and 2008

## CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of dollars)

	March 31, 2009 (unaudited)	December 31, 2008
<b>ASSETS</b>		
Current assets:		
Cash .....	\$ 1,495	\$ 1,337
Due from Keg Restaurants Ltd. (note 6) .....	363	362
Due from The Keg Rights Limited Partnership (note 7) .....	<u>162</u>	<u>1,075</u>
	2,020	2,774
Note receivable from Keg Restaurants Ltd. ....	57,000	57,000
Investment in The Keg Rights Limited Partnership (note 3) .....	<u>57,513</u>	<u>56,553</u>
	<u>\$ 116,533</u>	<u>\$ 116,327</u>
<b>LIABILITIES AND UNITHOLDERS' EQUITY</b>		
Current liabilities:		
Interest payable on term loan .....	\$ 36	\$ 49
Distributions payable to Fund unitholders .....	<u>-</u>	<u>1,033</u>
	36	1,082
Term loan, net of deferred financing charges .....	13,963	13,958
Future income taxes .....	1,650	1,800
Unitholders' equity:		
Capital contributions .....	100,014	100,014
Retained earnings (deficit) .....	<u>870</u>	<u>(527)</u>
	<u>100,884</u>	<u>99,487</u>
	<u>\$ 116,533</u>	<u>\$ 116,327</u>

See accompanying notes to consolidated financial statements.

Approved on behalf of the Board of Trustees

"C.C. Woodward"  
**C.C. Woodward, Trustee**

"George Tidball"  
**George Tidball, Trustee**

## CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME

(Expressed in thousands of dollars, except unit and per unit amounts - unaudited)

	January 1 to March 31, <u>2009</u>	January 1 to March 31, <u>2008</u>
Revenue:		
Equity income (note 3) .....	\$ 2,381	\$ 2,332
Interest income .....	<u>1,058</u>	<u>1,077</u>
	3,439	3,409
Expenses:		
Interest and financing fees .....	(119)	(215)
Amortization of deferred financing charges .....	<u>(5)</u>	<u>(5)</u>
	<u>(124)</u>	<u>(220)</u>
Earnings before income taxes .....	3,315	3,189
Future income tax recovery .....	<u>150</u>	<u>350</u>
Net earnings and comprehensive income for the period .....	<u>\$ 3,465</u>	<u>\$ 3,539</u>
Weighted average units outstanding .....	<u>9,703,500</u>	<u>9,703,500</u>
Basic and diluted earnings per unit .....	<u>\$ 0.36</u>	<u>\$ 0.36</u>

## CONSOLIDATED STATEMENTS OF RETAINED EARNINGS

(Expressed in thousands of dollars - unaudited)

	January 1 to March 31, <u>2009</u>	January 1 to March 31, <u>2008</u>
Deficit, beginning of period .....	\$ (527)	\$ (523)
Net earnings .....	3,465	3,539
Distributions declared to Fund unitholders .....	<u>(2,068)</u>	<u>(2,038)</u>
Retained earnings, end of period .....	<u>\$ 870</u>	<u>\$ 978</u>

See accompanying notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of dollars - unaudited)

	January 1 to March 31, <u>2009</u>	January 1 to March 31, <u>2008</u>
<b>Cash provided by (used for):</b>		
<b>OPERATIONS:</b>		
Net earnings for the period .....	\$ 3,465	\$ 3,539
Items not involving cash:		
Amortization of deferred financing charges .....	5	5
Equity income (note 3) .....	(2,381)	(2,332)
Future income tax recovery .....	(150)	(350)
Distributions from The Keg Rights Limited Partnership (note 3) .....	1,420	1,410
Change in non-cash operating working capital (note 9(a)) .....	<u>899</u>	<u>927</u>
	3,258	3,199
<b>FINANCING:</b>		
Distributions paid to Fund unitholders .....	<u>(3,100)</u>	<u>(3,042)</u>
Increase in cash .....	158	157
Cash, beginning of period .....	<u>1,337</u>	<u>1,298</u>
Cash, end of period .....	<u>\$ 1,495</u>	<u>\$ 1,455</u>

See note 9(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)

For the three months ended March 31, 2009 and 2008

### 1. BASIS OF PRESENTATION:

The Keg Royalties Income Fund (the "Fund") prepares its interim consolidated financial statements in accordance with Canadian generally accepted accounting principles ("GAAP") on a basis consistent with those used and described in the annual consolidated financial statements for the year ended December 31, 2008, except as described below in note 2. The disclosures contained in these interim consolidated financial statements do not include all the requirements of Canadian GAAP for annual financial statements.

These interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements of the Fund for the year ended December 31, 2008.

### 2. NEW ACCOUNTING STANDARDS AND ACCOUNTING POLICIES:

Effective January 1, 2009, the Fund has adopted the following new accounting standards that were issued by the Canadian Institute of Chartered Accountants ("CICA"):

Goodwill and Intangible Assets:

In February 2008, the CICA issued Handbook Section 3064, *Goodwill and Intangible Assets*, which supersedes Section 3062, *Goodwill and Other Intangible Assets* and Section 3450, *Research and Development Costs*. Section 3064 provides additional guidance on when expenditures qualify for recognition as intangible assets and requires that costs be deferred only when relating to an item meeting the asset definition. The adoption of this new standard has had no impact on the Fund's financial statements.

### 3. EQUITY INVESTMENT:

The Keg Rights Limited Partnership (the "Partnership") owns the trademarks, trade names, operating procedures and systems and other intellectual property (collectively, the "Keg Rights") used in connection with the operation of Keg steakhouse restaurants and bars.

The Fund, through its ownership of The Keg Holdings Trust ("KHT"), holds all of the issued and outstanding Limited Partnership units ("LP units"), 1,550,000 Class B units and 99% of the General Partnership units ("GP units") of the Partnership through its 90% interest in The Keg GP Ltd.

	March 31, <u>2009</u>	December 31, <u>2008</u>
Investment in the Partnership, at cost .....	\$ 56,669	\$ 56,669
Accumulated equity earnings less distributions received, beginning of period .....	(117)	(166)
Equity income in the Partnership .....	2,381	8,865
Distributions from the Partnership .....	<u>(1,420)</u>	<u>(8,815)</u>
Equity investment in the Partnership .....	<u>\$ 57,513</u>	<u>\$ 56,553</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three months ended March 31, 2009 and 2008

### 3. EQUITY INVESTMENT (CONTINUED):

Summarized financial information of the Partnership is as follows:

	March 31, <u>2009</u>	December 31, <u>2008</u>
Current assets .....	\$ 2,144	\$ 2,121
Long-term assets, being Keg Rights .....	<u>149,604</u>	<u>141,671</u>
Total assets .....	<u>\$ 151,748</u>	<u>\$ 143,792</u>
Current liabilities .....	\$ 404	\$ 2,224
Partners' equity .....	<u>151,344</u>	<u>141,568</u>
Total liabilities and equity .....	<u>\$ 151,748</u>	<u>\$ 143,792</u>
	January 1 to March 31, <u>2009</u>	January 1 to March 31, <u>2008</u>
System sales reported by Keg restaurants in the Royalty Pool .....	<u>\$ 120,858</u>	<u>\$ 111,550</u>
Royalty income at 4% of system sales reported above .....	\$ 4,834	\$ 4,462
Make-whole payment, based on 4% of lost system sales .....	<u>60</u>	<u>26</u>
Total royalty income .....	4,894	4,488
Expenses .....	<u>(88)</u>	<u>(99)</u>
Net earnings of the Partnership for the period .....	4,806	4,389
KRL's interest in the net earnings of the Partnership .....	<u>(2,425)</u>	<u>(2,057)</u>
Equity income for the period .....	<u>\$ 2,381</u>	<u>\$ 2,332</u>

### 4. ROYALTY POOL:

Annually, on January 1, the Keg restaurants on which Keg Restaurants Ltd. ("KRL") pays a royalty to the Partnership (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 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 net royalty revenue added to the Royalty Pool, divided by the yield of the Fund units, divided by the weighted average unit price of the Fund units. KRL receives 80% of the estimated Additional Entitlement initially, with the balance received on December 31 of each year when the actual full year performance of the new restaurants is known with certainty.

The gross sales reported by the 102 Keg restaurants in the Royalty Pool are from January 1 to March 31, 2009 (January 1 to March 31, 2008 – 96 Keg restaurants).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

For the three months ended March 31, 2009 and 2008

### 4. ROYALTY POOL (CONTINUED):

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. System sales for any period and for any Keg restaurant located in Canada and the United States, as defined in the Licence and Royalty Agreement, means the gross sales by such Keg restaurants for such period. The make-whole payment is based on three restaurant closures for the period from January 1 to March 31, 2009 (January 1 to March 31, 2008 – one restaurant closure).

On January 1, 2009, eight new Keg restaurants that opened during the period from October 3, 2007 to October 2, 2008 were added to the Royalty Pool. The gross sales of these eight new restaurants have been estimated at \$39.3 million annually. Two permanently closed Keg restaurants with annual sales of \$4.7 million have been removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$34.6 million annually. The total number of restaurants in the Royalty Pool has increased to 102. The yield of the Fund Units was determined to be 12.93% calculated using a weighted average unit price of \$9.73.

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 1,019,072 Fund units, being 7.37% of the Fund units on a fully diluted basis. On January 1, 2009, KRL received 80% of this entitlement representing the equivalent of 815,258 Fund units, being 5.98% 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 3,923,399 Fund units, representing 28.79% of the Fund units on a fully diluted basis. The balance of the Additional Entitlement will be adjusted to be effective January 1, 2009 once the actual performance of the new restaurants have been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2009, it would have the right to exchange its Partnership Units for 4,127,213 Fund units, representing 29.84% of the Fund units on a fully diluted basis.

### 5. UNITHOLDER DISTRIBUTIONS:

	January 1 to March 31, <u>2009</u>	January 1 to March 31, <u>2008</u>
Distributions declared to Fund unitholders .....	\$ <u>2,068</u>	\$ <u>2,038</u>
Weighted average Fund units outstanding .....	<u>9,703,500</u>	<u>9,703,500</u>
Weighted average distributions declared per unit .....	\$ <u>0.21</u>	\$ <u>0.21</u>

Annually, two distributions are expected to be declared during the first quarter, three distributions in each of the second and third quarters and four distributions in the fourth quarter. This is done to ensure that the distribution based on December KRL Royalty Pool system sales, which is paid the following month in January, is recorded in the period it was earned for income tax purposes. 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, the Fund has no requirement to pay cash distributions to Fund unitholders.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

For the three months ended March 31, 2009 and 2008

### 6. DUE FROM KEG RESTAURANTS LTD.:

	March 31, <u>2009</u>	December 31, <u>2008</u>
Interest on note receivable from Keg Restaurants Ltd. ....	\$ <u>363</u>	\$ <u>362</u>

The above amounts were received when due from KRL subsequent to the end of the above periods to facilitate the following month's distribution to Fund unitholders.

### 7. DUE FROM THE KEG RIGHTS LIMITED PARTNERSHIP:

The amounts due from the Partnership are working capital items owing to the Fund or its subsidiaries and are in the normal course of operations.

### 8. EXCHANGEABLE UNITS:

KRL has the following Partnership units that are exchangeable into Fund units:

	March 31, <u>2009</u>	December 31, <u>2008</u>
Class A Partnership units (a) .....	905,944	905,944
Class B Partnership units (b) .....	1,826,700	1,826,700
Class D Partnership units (c) .....	<u>1,190,755</u>	<u>375,497</u>
	<u>3,923,399</u>	<u>3,108,141</u>

Pursuant to the declaration of trust, the holders (other than the Fund or its subsidiaries) of the Class A Partnership units ("Class A units"), Class B Partnership units ("Class B units") and Class D Partnership units ("Class D units") are entitled to vote in all votes of Fund unitholders as if they were holders of the number of Fund units they would receive if Class A, entitled Class B and Class D units were exchanged into Fund units as of the record date of such votes, and will be treated in all respects as Fund unitholders for the purpose of any such votes.

- (a) The Class A units are entitled to a preferential proportionate distribution equal to the distribution on the Class C Partnership units ("Class C units"), multiplied by the number of Class A units divided by the number of LP Partnership units ("LP units") issued and outstanding. KHT holds all of the 8,153,500 LP units issued and outstanding at March 31, 2009. In addition, the Class A units receive a residual distribution proportionately with the Class B units, Class D units, LP units and GP units relative to the aggregate number of each class issued and outstanding (or in the case of the Class B units and Class D units, the number issued and outstanding multiplied by the Class B and Class D current distribution entitlement, respectively). Class A units are exchangeable for Fund units on the basis of one Fund unit for one Class A unit and represent KRL's initial 10% effective ownership of the Fund prior to the entitlement of Class B and Class D units.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three months ended March 31, 2009 and 2008

### 8. EXCHANGEABLE UNITS (CONTINUED):

- (b) The Class B units were issued to KRL in return for adding net sales from new Keg restaurants to the Royalty Pool and are entitled to a preferential proportionate distribution and a residual distribution based on the incremental royalty paid to the Partnership. The distribution entitlements of the Class B units were adjusted annually on January 1 until the January 1, 2008 roll-in when the Class B Termination Date was reached and the last of the Class B units became entitled. Class B units held by KRL are exchangeable for Fund units on the basis of one Fund unit for one Class B unit. As at March 31, 2009, 1,826,700 (December 31, 2008 – 1,826,700) Class B units held by KRL receive a distribution entitlement.
- (c) The Class D units were issued to KRL in return for adding net sales from new Keg restaurants to the Royalty Pool and are entitled to a preferential proportionate distribution and a residual distribution based on the incremental royalty paid to the Partnership. The distribution entitlements of the Class D units are adjusted annually on January 1. Class D units held by KRL are exchangeable for Fund units on the basis of one Fund unit for one Class D unit. As at March 31, 2009, 1,190,755 (December 31, 2008 – 375,497) Class D units held by KRL receive a distribution entitlement. Class D units are issued subsequent to the Class B Termination Date and are identical to Class B units except that the Trustees of KHT can require KRL to surrender any or all of the issued Class D units for a price that is equal to the one originally used in the formula to calculate the number of units issued.

### 9. SUPPLEMENTARY CASH FLOW INFORMATION:

	January 1 to March 31, <u>2009</u>	January 1 to March 31, <u>2008</u>
(a) Change in non-cash operating working capital:		
Due from Keg Restaurants Ltd. ....	\$ (1)	\$ 1
Due from The Keg Rights Limited Partnership .....	913	934
Interest payable on term loan .....	<u>(13)</u>	<u>(8)</u>
	<u>\$ 899</u>	<u>\$ 927</u>
(b) Supplementary information:		
Interest received .....	\$ 1,057	\$ 1,078
Interest paid .....	133	223

## **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**

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