



Colabor Income Fund

Interim Consolidated Financial Statements

March 24, 2006

1st quarter of 2006

(Unaudited)

Financial Statements

| | |
|--|-------|
| Consolidated Earnings | 2 |
| Consolidated Deficit | 2 |
| Consolidated Cash Flows | 3 |
| Consolidated Balance Sheets | 4 |
| Notes to Interim Consolidated Financial Statement: | 5 - 6 |

Colabor Income Fund

Consolidated Earnings

(Unaudited and in thousands of dollars, except earnings per unit)

| | 2006-03-24 (83 days) |
|---|-------------------------|
| | \$ |
| Sales | 75 698 |
| Rebates | 2 235 |
| Net sales | <u>73 463</u> |
| Cost of sales | 73 894 |
| Rebates from suppliers | 4 959 |
| | <u>68 935</u> |
| Gross profit | 4 528 |
| Selling, distribution and administrative expenses | <u>2 804</u> |
| Earnings before financial expenses and amortization | <u>1 724</u> |
| Financial expenses | 149 |
| Amortization of property, plant and equipment | 208 |
| Amortization of intangible assets | 744 |
| | <u>1 101</u> |
| Earnings before non-controlling interest | 623 |
| Non-controlling interest | 296 |
| Net earnings | <u><u>327</u></u> |
| Basic and diluted earnings per unit (Note 6) | <u><u>0.06</u></u> |

Consolidated Deficit

(Unaudited and in thousands of dollars)

| | 2006-03-24 (83 days) |
|---|-------------------------|
| | \$ |
| Retained earnings, beginning of period | 279 |
| Net earnings | <u>327</u> |
| | 606 |
| Distributions declared | <u>986</u> |
| Deficit, end of period | <u><u>(380)</u></u> |

The accompanying notes are an integral part of the consolidated financial statements.

Colabor Income Fund

Consolidated Cash Flows

(Unaudited and in thousands of dollars)

| | 2006-03-24 |
|--|---------------------|
| | <u>(83 days)</u> |
| | \$ |
| OPERATING ACTIVITIES | |
| Net earnings | 327 |
| Non-cash items | |
| Amortization of property, plant and equipment | 208 |
| Amortization of intangible assets | 744 |
| Non-controlling interest | 296 |
| Changes in working capital items and deferred revenue | <u>3 754</u> |
| Cash flows from operating activities | <u>5 329</u> |
| INVESTING ACTIVITIES | |
| Property, plant and equipment and cash flows from investing activities | <u>(16)</u> |
| FINANCING ACTIVITIES | |
| Bank loans | (2 000) |
| Distributions paid to unitholders | (1 479) |
| Distributions paid to holders of exchangeable Colabor LP units | (1 303) |
| Repayment of notes payable | (23) |
| Repayment of long-term debt | (117) |
| Repayment of security deposits | <u>(468)</u> |
| Cash flows from financing activities | <u>(5 390)</u> |
| Net change in cash | (77) |
| Outstanding cheques, beginning of period | <u>(252)</u> |
| Outstanding cheques, end of period | <u><u>(329)</u></u> |

The accompanying notes are an integral part of the consolidated financial statements.

Colabor Income Fund

Consolidated Balance Sheets

(In thousands of dollars)

| | 2006-03-24 (unaudited) | 2005-12-31 |
|---|---------------------------|----------------|
| | \$ | \$ |
| ASSET | | |
| Current assets | | |
| Accounts payable | 21 997 | 21 916 |
| Inventory | 23 182 | 22 504 |
| Prepaid expenses | 375 | 183 |
| | <u>45 554</u> | <u>44 603</u> |
| Property, plant and equipment | 3 857 | 4 049 |
| Intangible assets | 69 304 | 70 048 |
| Goodwill | 13 459 | 13 459 |
| | <u>132 174</u> | <u>132 159</u> |
| LIABILITIES | | |
| Current liabilities | | |
| Outstanding cheques | 329 | 252 |
| Bank loans | 6 000 | 8 000 |
| Accounts payable and accrued liabilities | 24 695 | 21 362 |
| Distributions payable to unitholders | | 493 |
| Distributions payable to holders of exchangeable Colabor LP units | | 434 |
| Rebates payable | 7 442 | 6 316 |
| Deferred revenue | 509 | 263 |
| Notes payable, without interest | 6 172 | 6 195 |
| Instalments on long-term debt | 468 | 468 |
| | <u>45 615</u> | <u>43 783</u> |
| Long-term debt | 2 028 | 2 145 |
| Security deposits | | 468 |
| Non-controlling interest | 30 626 | 31 199 |
| | <u>78 269</u> | <u>77 595</u> |
| UNITHOLDERS' EQUITY | | |
| Unitholders' capital account | 54 285 | 54 285 |
| Retained earnings (deficit) | (380) | 279 |
| | <u>53 905</u> | <u>54 564</u> |
| | <u>132 174</u> | <u>132 159</u> |

The accompanying notes are an integral part of the consolidated financial statements.

Colabor Income Fund

Notes to Interim Consolidated Financial Statements

March 24, 2006

(Unaudited, amounts in the tables are in thousands of dollars, except earnings per unit)

1 - GOVERNING STATUTES AND NATURE OF OPERATIONS

Colabor Income Fund (the "Fund") is an unincorporated, open-ended, limited purpose trust established under the laws of the Province of Québec on May 19, 2005. The Fund indirectly acquired and holds a 53.2% interest in Colabor, Limited Partnership ("Colabor LP"). Colabor LP distributes and markets food, food-related and non-food products. The remaining 46.8% interest in Colabor LP is held by Colabor Investments Inc. (the "Vendor"), a company with significant influence, as exchangeable Colabor LP units.

2 - BASIS OF PRESENTATION

These unaudited interim consolidated financial statements are in accordance with Canadian generally accepted accounting principles for interim financial statements and do not include all the information required for complete financial statements. They are also consistent with the policies outlined in the Fund's audited financial statements for the year ended December 31, 2005. The interim financial statements and related notes should be read in conjunction with the Fund's audited financial statements for the year ended December 31, 2005.

3 - SEASONAL NATURE OF OPERATIONS IN INTERIM PERIOD

Colabor's business is subject to normal industry seasonal fluctuations due to weather conditions and holiday periods. Sales are generally lower at the beginning of the year due to lower consumer spending following the Christmas holiday season, increase progressively thereafter during spring and summer months as sales of food consumed away from home increase and reach their peak in the last four months before year-end and following Colabor's yearly trade show held annually in September.

Variable costs are managed to mitigate the impact of seasonality. However, a significant portion of Colabor's costs, including the rent and energy costs related to the operation of its Distribution Centre, are fixed and cannot be adjusted for seasonality.

4 - TRANSACTIONS WITH VENDOR

| | | |
|-----------------|-------------------|-------------------|
| | 2006-03-24 | |
| | (83 days) | |
| | <u> </u> | |
| Earnings | \$ | |
| Rebates (1) | 2 126 | |
| | | |
| | <u>2006-03-24</u> | <u>2005-12-31</u> |
| Balance sheet | \$ | \$ |
| Rebates payable | 7 279 | 6 128 |
| Note payable | 6 172 | 6 195 |

(1) These transactions, concluded in the normal course of operations, are recognized at the exchange amount.

Colabor Income Fund

Notes to Interim Consolidated Financial Statements

March 24, 2006

(Unaudited, amounts in the tables are in thousands of dollars, except earnings per unit)

5 - REBATES FROM SUPPLIERS

In connection with EIC-144, Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor, the Fund is required to disclose the amount of any vendor rebate that has been recognized in income but for which the full requirements for entitlement have not yet been met. For the 83-day period ended March 24, 2005, the Fund recognized \$1,386,052, which has been estimated on the basis of meeting certain requirements to be entitled to the rebates.

6 - LONG-TERM INCENTIVE PLAN

Under the terms of the Fund's long-term incentive plan (the "Plan") established on June 28, 2005, units may be issued to certain Fund employees based on the Fund's financial return based on certain distributable cash targets. Colabor LP, or a trustee appointed to administer the Plan, will purchase units in the market and will hold the units until such time as ownership vests to each participant. Generally, one-third of these units will vest equally over the three years following the grant of the awards. Plan participants will be entitled to receive distributions on all units held for their account prior to the applicable vesting date. Unvested units held by the trustee for a plan participant will be forfeited if the participant resigns for a reason other than his retirement or is terminated for cause prior to the applicable vesting date, and those units will be sold and the proceeds returned to the Fund. Distributions on these units will also be remitted to the Fund.

On February 21, 2006, the Fund granted \$447,565 under the Plan. As at March 24, 2006, no units has been acquired on the market.

7 - EARNINGS PER UNIT

The following table presents basic and diluted earnings per unit:

| | 2006-03-24 (83 days) | |
|-------------------------------------|-------------------------|----------------------|
| | Weighted average | Earnings per unit |
| Earnings | number of units | per unit |
| \$ | | \$ |
| Basic and diluted earnings per unit | 327 | 5 775 000 0.06 |

The potentially issuable units on the exchange of exchangeable Colabor LP units have not been included in the calculation of diluted earnings per unit because they are anti-dilutive.