

# **THE KEG ROYALTIES INCOME FUND**

## **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the three and nine months ended September 30, 2014 and 2013

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in thousands of dollars)

	<u>Note</u>	September 30, 2014 (unaudited)	December 31, 2013
<b>ASSETS</b>			
Current assets:			
Cash .....		\$ 1,504	\$ 798
Prepaid expenses and deposits .....		39	14
Royalty fee receivable from Keg Restaurants Ltd. ....	10	2,120	2,183
Interest on note receivable from Keg Restaurants Ltd. ....	10	<u>351</u>	<u>363</u>
		4,014	3,358
Note receivable from Keg Restaurants Ltd. ....		57,000	57,000
Intangible assets, Keg Rights .....	6	<u>161,144</u>	<u>156,493</u>
		<u>\$ 222,158</u>	<u>\$ 216,851</u>
<b>LIABILITIES AND UNITHOLDERS' EQUITY</b>			
Current liabilities:			
Accounts payable and accrued liabilities .....		\$ 254	\$ 300
Interest payable on term loan .....		49	51
Distributions payable to Fund unitholders .....		-	908
Distributions payable to Keg Restaurants Ltd. ....	10	789	767
Current income tax payable .....	9	<u>334</u>	<u>134</u>
		1,426	2,160
Term loan, net of deferred financing charges .....		13,957	13,944
Deferred taxes .....	9	1,996	1,923
Class C Partnership units .....		57,000	57,000
Exchangeable Partnership units .....	8	54,533	48,641
Unitholders' equity:			
Fund units .....		123,275	123,275
Accumulated deficit .....		<u>(30,029)</u>	<u>(30,092)</u>
		<u>93,246</u>	<u>93,183</u>
		<u>\$ 222,158</u>	<u>\$ 216,851</u>

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

Approved on behalf of the Board of Trustees

“C.C. Woodward”  
**C.C. Woodward, Trustee**

“George Killy”  
**George Killy, Trustee**

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

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

	<u>Note</u>	July 1 to Sept 30, 2014	July 1 to Sept 30, 2013	January 1 to Sept 30, 2014	January 1 to Sept 30, 2013
Revenue:					
Royalty income .....	5	\$ 5,209	\$ 4,776	\$ 15,638	\$ 14,535
Interest income .....		<u>1,079</u>	<u>1,079</u>	<u>3,201</u>	<u>3,201</u>
		6,288	5,855	18,839	17,736
Expenses:					
General and administrative .....		(103)	(117)	(297)	(308)
Interest and financing fees .....		(155)	(169)	(450)	(499)
Amortization of deferred financing charges .....		<u>(6)</u>	<u>(6)</u>	<u>(18)</u>	<u>(23)</u>
		<u>(264)</u>	<u>(292)</u>	<u>(765)</u>	<u>(830)</u>
Profit before distributions, fair value adjustment and taxes .....		6,024	5,563	18,074	16,906
Distributions recorded as interest:					
Class C Partnership units .....		(1,069)	(1,069)	(3,206)	(3,206)
Exchangeable Partnership units .....	8	<u>(1,106)</u>	<u>(928)</u>	<u>(3,321)</u>	<u>(2,827)</u>
		<u>(2,175)</u>	<u>(1,997)</u>	<u>(6,527)</u>	<u>(6,033)</u>
Profit before fair value adjustment and taxes .....		3,849	3,566	11,547	10,873
Change in fair value of Exchangeable Partnership units .....	8	<u>(1,473)</u>	<u>(2,278)</u>	<u>(1,240)</u>	<u>(1,509)</u>
Profit before taxes .....		2,376	1,288	10,307	9,364
Taxes:					
Current .....	9	(968)	(883)	(2,905)	(2,692)
Deferred .....	9	<u>(25)</u>	<u>(21)</u>	<u>(73)</u>	<u>(134)</u>
		<u>(993)</u>	<u>(904)</u>	<u>(2,978)</u>	<u>(2,826)</u>
Profit and comprehensive income for the period .....		<u>\$ 1,383</u>	<u>\$ 384</u>	<u>\$ 7,329</u>	<u>\$ 6,538</u>
Weighted average Fund units outstanding .....	4	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>
Weighted average diluted units outstanding .....	4	<u>14,629,088</u>	<u>14,312,201</u>	<u>14,629,088</u>	<u>14,312,201</u>
Basic and diluted earnings per Fund unit .....	4	<u>\$ 0.12</u>	<u>\$ 0.03</u>	<u>\$ 0.65</u>	<u>\$ 0.58</u>

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

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY

(Expressed in thousands of dollars - unaudited)

	<u>Note</u>	<u>Fund units</u>	<u>Accumulated deficit</u>	<u>Unitholders' equity</u>
Balance, January 1, 2013 .....		\$ 123,275	\$ (24,253)	\$ 99,022
Profit and comprehensive income for the period .....		-	6,538	6,538
Distributions declared to Fund unitholders .....	7	-	(7,266)	(7,266)
Balance, September 30, 2013 .....		<u>\$ 123,275</u>	<u>\$ (24,981)</u>	<u>\$ 98,294</u>
 Balance, January 1, 2014 .....		 \$ 123,275	 \$ (30,092)	 \$ 93,183
Profit and comprehensive income for the period .....		 -	 7,329	 7,329
Distributions declared to Fund unitholders .....	 7	 -	 (7,266)	 (7,266)
Balance, September 30, 2014 .....		<u>\$ 123,275</u>	<u>\$ (30,029)</u>	<u>\$ 93,246</u>

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

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of dollars - unaudited)

	Note	July 1 to Sept 30, 2014	July 1 to Sept 30, 2013	January 1 to Sept 30, 2014	January 1 to Sept 30, 2013
<b>Cash provided by (used for):</b>					
<b>OPERATIONS:</b>					
Profit for the period .....		\$ 1,383	\$ 384	\$ 7,329	\$ 6,538
Items not involving cash:					
Amortization of deferred financing charges .....		6	6	18	23
Deferred tax expense .....	9	25	21	73	134
Change in fair value of					
Exchangeable Partnership units .....	8	1,473	2,278	1,240	1,509
Distributions recorded as interest:					
Class C Partnership units .....		1,069	1,069	3,206	3,206
Exchangeable Partnership units .....		1,106	928	3,321	2,827
Changes in non-cash operating working capital:					
Royalty fee receivable from Keg Restaurants Ltd. .		(99)	(70)	63	376
Prepaid expenses and deposits .....		21	25	(25)	(24)
Accounts payable and accrued liabilities .....		5	122	(46)	(77)
Interest and financing fees .....		155	169	450	499
Interest income .....		(1,079)	(1,079)	(3,201)	(3,201)
Current taxes .....	9	968	883	2,905	2,692
Interest received .....		1,079	1,078	3,213	3,213
Income taxes paid .....	9	(910)	(870)	(2,705)	(2,449)
		5,202	4,944	15,841	15,266
<b>FINANCING:</b>					
Distributions paid to Class C unitholder .....		(1,069)	(1,069)	(3,206)	(3,206)
Distributions paid to Exchangeable unitholder .....		(1,084)	(913)	(3,299)	(2,884)
Distributions paid to Fund unitholders .....		(2,725)	(2,725)	(8,175)	(8,175)
Deferred financing charges .....		-	(37)	(4)	(40)
Interest and financing fees paid .....		(154)	(169)	(451)	(500)
		(5,032)	(4,913)	(15,135)	(14,805)
Increase in cash .....		170	31	706	461
Cash, beginning of period .....		1,334	859	798	429
Cash, end of period .....		\$ 1,504	\$ 890	\$ 1,504	\$ 890
Non-cash transactions:					
Increase (decrease) in intangible assets					
on Royalty Pool net sales roll-in .....	6	\$ (5)	\$ -	\$ 4,652	\$ -

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

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2014 and 2013

### 1. ORGANIZATION AND NATURE OF BUSINESS:

The Keg Royalties Income Fund (the “Fund”) is an unincorporated open-ended limited purpose trust established under the laws of Ontario, with the authority to issue an unlimited number of trust units and is governed by the Declaration of Trust signed May 31, 2002 and as amended on December 20, 2010. The Fund is registered and domiciled in Canada and its principal business office is located at 10100 Shellbridge Way, Richmond, British Columbia.

The Fund was established to invest in The Keg Rights Limited Partnership (the “Partnership”), which 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 business of the Partnership is the ownership of the Keg Rights and through a Licence and Royalty Agreement (the “Licence and Royalty Agreement”) with Keg Restaurants Ltd. (“KRL”) to exploit the use of the Keg Rights and the collection of the royalty payable under the Licence and Royalty Agreement. KRL’s principal activity is the operation and franchising of Keg steakhouse and bar restaurants in Canada and the United States.

### 2. BASIS OF PREPARATION:

#### (a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (“IASB”). These statements represent a condensed set of financial statements, and accordingly, do not include all of the information required for annual financial statements. These statements follow the same accounting policies and methods of their application as the most recent annual financial statements. These condensed consolidated interim financial statements should be read in conjunction with the Fund’s consolidated financial statements for the year ended December 31, 2013.

These condensed consolidated interim financial statements were authorized for issue by the Fund’s Board of Trustees on November 4, 2014.

#### (b) Functional and presentation currency:

These condensed consolidated interim financial statements have been prepared in Canadian dollars, which is also the Fund’s functional currency.

### 3. NEW ACCOUNTING POLICIES:

Effective January 1, 2014, the Fund adopted the amendments to IAS 32, *Financial Instruments: Presentation*. IAS 32 has been amended to include additional presentation requirements for financial assets and financial liabilities that can be offset in the statement of financial position. The adoption of these amendments did not have a material impact on the financial statements.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

For the three and nine months ended September 30, 2014 and 2013

### 4. EARNINGS PER UNIT:

Basic earnings per unit calculations are based on the weighted average number of Fund units outstanding during the period. Diluted earnings per unit calculations are based on the weighted average number of Fund units and Exchangeable Partnership units outstanding during the period.

Diluted earnings per unit includes the Exchangeable Partnership units and is calculated by adjusting the weighted average number of Fund units outstanding to assume conversion of all potentially dilutive Fund units. For the purposes of the weighted average number of units outstanding, units are determined to be outstanding from the date they are issued and adjusted to be effective January 1 of each year on December 31 when the actual full-year performance of the new restaurants is known with certainty.

The following reconciles the basic profit to the diluted profit:

	July 1 to Sept 30, <u>2014</u>	July 1 to Sept 30, <u>2013</u>	January 1 to Sept 30, <u>2014</u>	January 1 to Sept 30, <u>2013</u>
Profit for the period .....	\$ 1,383	\$ 384	\$ 7,329	\$ 6,538
Distributions on Exchangeable Partnership units .....	1,106	928	3,321	2,827
Change in fair value of Exchangeable Partnership units .....	1,473	2,278	1,240	1,509
Increase in current tax expense .....	<u>(288)</u>	<u>(239)</u>	<u>(863)</u>	<u>(728)</u>
Diluted net profit for the period .....	<u>\$ 3,674</u>	<u>\$ 3,351</u>	<u>\$ 11,027</u>	<u>\$ 10,146</u>
Weighted average number of:				
Fund units .....	11,353,500	11,353,500	11,353,500	11,353,500
Exchangeable Partnership units .....	<u>3,275,588</u>	<u>2,958,701</u>	<u>3,275,588</u>	<u>2,958,701</u>
Weighted average number of units .....	<u>14,629,088</u>	<u>14,312,201</u>	<u>14,629,088</u>	<u>14,312,201</u>
Basic earnings per Fund unit .....	<u>\$ 0.12</u>	<u>\$ 0.03</u>	<u>\$ 0.65</u>	<u>\$ 0.58</u>
Diluted earnings per Fund unit .....	<u>\$ 0.12</u>	<u>\$ 0.03</u>	<u>\$ 0.65</u>	<u>\$ 0.58</u>

For all periods listed above, the Exchangeable Partnership units are anti-dilutive. Accordingly, the fully diluted earnings per Fund unit equals the basic earnings per Fund unit for these periods.

### 5. ROYALTY POOL:

The royalty payment from KRL to the Partnership is four percent of system sales for such period reported by Keg restaurants in a specific royalty pool (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.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

For the three and nine months ended September 30, 2014 and 2013

### 5. ROYALTY POOL (CONTINUED):

On January 1, 2014, five new Keg restaurants that opened during the period from October 3, 2012 through October 2, 2013 were added to the Royalty Pool. The gross sales of these five new restaurants have been estimated at \$29.5 million annually. Four permanently closed Keg restaurants with annual sales of \$15.7 million were removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$13.8 million annually. The total number of restaurants in the Royalty Pool increased to 103. The yield of the Fund units was determined to be 8.77% calculated using a weighted average unit price of \$14.70.

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 396,108 Fund units, being 2.69% of the Fund units on a fully diluted basis.

On January 1, 2014, KRL received 80% of this entitlement representing the equivalent of 316,886 Fund units, being 2.17% 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 3,275,588 Fund units representing 22.39% of the Fund units on a fully diluted basis.

The balance of the Additional Entitlement will be adjusted on December 31, 2014 to be effective January 1, 2014 once the actual performance of the new restaurants has been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2014, it would have the right to exchange its Partnership units for 3,354,810 Fund units representing 22.81% of the Fund units on a fully diluted basis.

The make-whole payment is based on one permanent restaurant closure for the period from January 1 to September 30, 2014 (January 1 to September 30, 2013 – two permanent closures and one temporary closure due to an extended restaurant renovation).

Two new corporate and two new franchised restaurants were opened subsequent to October 2, 2013 and will be added to the Royalty Pool on January 1, 2015. The one permanently closed corporate restaurant will remain in the Royalty Pool until December 31, 2014, at which time the lost sales from this closed restaurant will be replaced with the gross sales from the four new restaurants being added to the Royalty Pool on January 1, 2015.

Royalty income was calculated as follows:

	July 1 to Sept 30, <u>2014</u>	July 1 to Sept 30, <u>2013</u>	January 1 to Sept 30, <u>2014</u>	January 1 to Sept 30, <u>2013</u>
Restaurants in Royalty Pool. ....	103	102	103	102
Royalty Pool system sales .....	\$ <u>129,660</u>	\$ <u>116,016</u>	\$ <u>389,814</u>	\$ <u>354,771</u>
Royalty income at 4% of system sales reported above .....	5,186	4,641	15,593	14,191
Make-whole payment, based on 4% of lost system sales .....	<u>23</u>	<u>135</u>	<u>45</u>	<u>344</u>
Total royalty income .....	<u>\$ 5,209</u>	<u>\$ 4,776</u>	<u>\$ 15,638</u>	<u>\$ 14,535</u>



## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

For the three and nine months ended September 30, 2014 and 2013

### 6. INTANGIBLE ASSETS:

On May 31, 2002, the Partnership acquired the Keg Rights from KRL for \$113,546,820 of which \$30,487,380 was paid in cash, \$9,059,440 was paid by the issuance of 905,944 Class A Partnership units ("Class A Units"), \$17,000,000 was paid by the issuance of 3,376,700 Class B Partnership units ("Class B units") and \$57,000,000 was paid by the issuance of 5,700,000 Class C units ("Class C 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 the Royalty Pool (note 5).

The Fund has adopted a policy of accounting for the Additional Entitlement of Class B and Class D units based on the fair value of these units at the date of determination which results in an increase in intangible assets and in the Exchangeable Partnership unit liability. The value of the Keg Rights increased by \$4,657,000 as a result of the January 1, 2014 Additional Entitlement (January 1, 2013 – \$nil). A \$5,000 reduction in the value of the Keg Rights has been made as of September 30, 2014 to reflect the difference between the January 1, 2014 Additional Entitlement estimate and the final 2014 Additional Entitlement.

### 7. DISTRIBUTIONS ON FUND UNITS:

	July 1 to Sept 30, 2014	July 1 to Sept 30, 2013	January 1 to Sept 30, 2014	January 1 to Sept 30, 2013
Distributions declared to Fund unitholders .....	<u>\$ 2,725</u>	<u>\$ 2,725</u>	<u>\$ 7,266</u>	<u>\$ 7,266</u>
Weighted average Fund units outstanding .....	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>
Distributions declared per unit .....	<u>\$ 0.24</u>	<u>\$ 0.24</u>	<u>\$ 0.64</u>	<u>\$ 0.64</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.

### 8. EXCHANGEABLE PARTNERSHIP UNITS:

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

	September 30, 2014	Fair Value
Class A Partnership units .....	905,944	\$ 15,084
Class B Partnership units .....	176,700	2,942
Class D Partnership units .....	<u>2,192,944</u>	<u>36,507</u>
	<u>3,275,588</u>	<u>\$ 54,533</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

For the three and nine months ended September 30, 2014 and 2013

### 8. EXCHANGEABLE PARTNERSHIP UNITS (CONTINUED):

KRL has the following Exchangeable Partnership units that are exchangeable into Fund units (continued):

	<u>December 31,</u> <u>2013</u>	<u>Fair Value</u>
Class A Partnership units .....	905,944	\$ 14,894
Class B Partnership units .....	176,700	2,905
Class D Partnership units .....	<u>1,876,057</u>	<u>30,842</u>
	<u>2,958,701</u>	<u>\$ 48,641</u>

The Exchangeable Partnership units are presented in the Fund's financial statements as a financial liability and measured at fair value. Changes in fair value are recognized in profit or loss in the period in they occur. The fair value of the Exchangeable Partnership units is determined by using Level 2 inputs being the closing market price of the Fund units on the Toronto Stock Exchange ("TSX") at the respective reporting date as Exchangeable Partnership units have similar distribution and voting rights as the Fund units. The closing unit price as at September 30, 2014 was \$16.65 (December 31, 2013 – \$16.44).

The components of the change in balances in the Exchangeable Partnership unit liability for the three month periods are as follows:

	<u>Total number of</u> <u>Exchangeable</u> <u>Partnership units</u>	<u>Fair Value</u>
Exchangeable Partnership units, January 1, 2014 .....	2,958,701	\$ 48,641
January 1 initial estimate of Class D unit entitlement (80%) .....	316,887	4,657
2014 final Class D entitlement adjustment (note 6) .....	-	(5)
Fair value adjustment .....	<u>-</u>	<u>1,240</u>
Fair value of Exchangeable Partnership units, September 30, 2014 .....	<u>3,275,588</u>	<u>\$ 54,533</u>
	<u>Total number of</u> <u>Exchangeable</u> <u>Partnership units</u>	<u>Fair Value</u>
Exchangeable Partnership units, January 1, 2013 .....	2,958,701	\$ 42,901
Fair value adjustment .....	<u>-</u>	<u>1,509</u>
Fair value of Exchangeable Partnership units, September 30, 2013 .....	<u>2,958,701</u>	<u>\$ 44,410</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2014 and 2013

### 9. INCOME TAXES:

The Fund is subject to tax at a rate of 26.0% for the 2014 and later taxation years.

The components of tax expense are as follows:

	July 1 to Sept 30, <u>2014</u>	July 1 to Sept 30, <u>2013</u>	January 1 to Sept 30, <u>2014</u>	January 1 to Sept 30, <u>2013</u>
Current income tax expense .....	\$ (968)	\$ (883)	\$ (2,905)	\$ (2,692)
Deferred tax expense .....	<u>(25)</u>	<u>(21)</u>	<u>(73)</u>	<u>(134)</u>
	<u>\$ (993)</u>	<u>\$ (904)</u>	<u>\$ (2,978)</u>	<u>\$ (2,826)</u>

During the nine months ended September 30, 2014, the Fund made tax instalment payments of \$2,705,000 (nine months ended September 30, 2013 – \$2,449,000). Management estimates the Fund's current income tax expense for each reporting period based on actual results and adjusts current income tax expense accordingly. Instalment payments required by the Canada Revenue Agency are an estimate based on prior year's results. As a result, the Fund has an estimated \$334,000 income tax payable as at September 30, 2014.

The balance of the Fund's deferred tax liability was \$1,996,000 as at September 30, 2014 (December 31, 2013 – \$1,923,000). The deferred tax liability arises mainly as a result of the Fund recording, in the current period, its cumulative share of the temporary differences between the accounting and tax bases of the Keg Rights, owned by the Partnership, generated since inception of the Fund.

The tax effect of the temporary difference that gives rise to the deferred tax liability is as follows:

	September 30, <u>2014</u>	December 31, <u>2013</u>
Deferred tax liabilities:		
Temporary difference related to the Keg Rights .....	<u>\$ 1,996</u>	<u>\$ 1,923</u>
Deferred tax liability .....	<u>\$ 1,996</u>	<u>\$ 1,923</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2014 and 2013

### 10. RELATED PARTY TRANSACTIONS AND BALANCES:

KRL is considered to be a related party of the Fund by virtue of common directors of KRL and KGP, the General Partner of the Partnership and Administrator of the Fund. The Fund has entered into an administrative agreement with its subsidiary, the Partnership, whereby the Partnership will provide, or arrange for the provision of, services required in the administration of the Fund. In turn, the Partnership has arranged for certain of these services to be provided by KRL in its capacity as a partner of the Partnership. KRL provided these services at no cost to the Partnership or the Fund.

The following is a summary of the balances due to and due from KRL:

	September 30, <u>2014</u>	December 31, <u>2013</u>
Royalty fee receivable from KRL, including GST/HST .....	\$ 2,120	\$ 2,183
Interest on note receivable from KRL .....	<u>351</u>	<u>363</u>
Due from KRL .....	<u>\$ 2,471</u>	<u>\$ 2,546</u>

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

	September 30, <u>2014</u>	December 31, <u>2013</u>
Distributions payable to KRL .....	<u>\$ 789</u>	<u>\$ 767</u>

The above amounts were paid to KRL when due, subsequent to the end of the periods above.

### 11. FINANCIAL INSTRUMENTS:

Financial assets and liabilities are recognized when the Fund becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Fund has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2014 and 2013

### 11. FINANCIAL INSTRUMENTS (CONTINUED):

At initial recognition, the Fund classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

- Financial assets and liabilities at fair value through profit or loss: A financial asset or liability is generally classified in this category if acquired principally for the purposes of selling or repurchasing in the short term. Derivatives are also included in this category unless they are designated as hedges. The Exchangeable Partnership unit liability is classified as a financial liability due to the Partnership's contractual obligation to distribute cash on the Exchangeable Partnership units and is measured at fair value through profit or loss due to certain conversion features discussed in note 8.

Financial instruments in this category are recognized initially and subsequently at fair value and transaction costs are charged to comprehensive income in the period incurred. Gains and losses arising from changes in fair value are charged in comprehensive income in the period in which they arise. These instruments are classified as current except for the portion expected to be realized or paid beyond twelve months of the balance sheet date, which is classified as non-current.

- Derivative financial instruments: The requirement of 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.
- Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in the active market. Cash, interest receivable on the note receivable from KRL, royalties receivable from KRL, and the note receivable from KRL are included in this category. Loans and receivables are initially recognized at the amount expected to be received less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized costs using the effective interest method and when material, an adjustment to discount the loans and receivables to fair value.
- Financial liabilities at amortized cost: Financial liabilities at amortized cost include accounts payable and accrued liabilities, interest payable on term loan, distributions payable to Fund unitholders, distributions payable to KRL, Class C Partnership unit liability and the term loan. These items are initially recognized at the amount required to be paid, less a discount to reduce the payables to fair value or transactions costs incurred. Subsequently, these items are measured at amortized cost using the effective interest rate method. Financial liabilities are classified as current liabilities if payment is due within twelve months of the statement of financial position date. Otherwise, they are presented as non-current liabilities.

The carrying value of current financial assets and liabilities approximate their fair value due to their short-term nature. The note receivable from KRL and the Class C Partnership unit liability approximate their fair values due to the requirement of the Fund to settle the note receivable from KRL in exchange for Class C Partnership units. The term loan approximates fair value based on prevailing market interest rates in effect at the statement of financial position dates.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2014 and 2013

### 11. FINANCIAL INSTRUMENTS (CONTINUED):

The Fund must classify fair value measurements according to a hierarchy that reflects the significance of the inputs used in performing such measurements. The Fund's fair value hierarchy comprises the following levels:

- Level 1 – quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – pricing inputs are other than quoted in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – valuations in this level are those with inputs for the asset or liability that are not based on observable data.

The fair value of the Exchangeable Partnership unit liability is determined using Level 2 inputs, and measured on a recurring basis.

The following table presents the carrying amounts of each category of financial assets and liabilities:

	September 30, <u>2014</u>	December 31, <u>2013</u>
Financial assets at amortized costs:		
Loans and receivables:		
Cash .....	\$ 1,504	\$ 798
Royalty fee receivable from Keg Restaurnats Ltd. ....	2,120	2,183
Interest on note receivable from Keg Restaurnats Ltd. ....	351	363
Note receivable from Keg Restaurants Ltd. ....	<u>57,000</u>	<u>57,000</u>
	<u>\$ 60,975</u>	<u>\$ 60,344</u>
Financial liabilities:		
Amortized cost:		
Accounts payable and accrued liabilities .....	\$ 254	\$ 300
Interest payable on term loan .....	49	51
Distributions payable to Fund unitholders .....	-	908
Distributions payable to Keg Restaurants Ltd. ....	789	767
Term loan, net of deferred financing charges .....	13,957	13,944
Class C Partnership units .....	57,000	57,000
Fair value through profit and loss:		
Exchangeable Partnership units.....	<u>54,533</u>	<u>48,641</u>
	<u>\$ 126,582</u>	<u>\$ 121,611</u>

# **THE KEG ROYALTIES INCOME FUND**

## **THIRD QUARTER REPORT**

For the three and nine months ended September 30, 2014

## 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 nine months ended September 30, 2014.

### RESULTS

The gross sales reported by the 103 Keg restaurants in the Royalty Pool were \$129,660,000 for the quarter, an increase of \$13,644,000 or 11.8% from the comparable quarter of the prior year. Year to date, gross sales were \$389,814,000, an increase of \$35,043,000 or 9.9%. These gross sales reflect the sales of the new Keg restaurants opened during the period from October 3, 2012 to October 2, 2013, which were added to the Royalty Pool on January 1, 2014 and same store sales increases of 7.4% for the quarter and 5.8% year to date.

Royalty income increased by \$433,000 or 9.1% from \$4,776,000 in the three months ended September 30, 2013 to \$5,209,000 in the three months ended September 30, 2014. Year to date, royalty income increased by \$1,103,000 or 7.6% from \$14,535,000 for the nine months ended September 30, 2013 to \$15,638,000 for the nine months ended September 30, 2014.

Distributable cash before SIFT tax increased by \$135,000 from \$3,648,000 (32.1 cents/Fund unit) to \$3,783,000 (33.3 cents/Fund unit) for the quarter and by \$386,000 from \$11,182,000 (98.5 cents/Fund unit) to \$11,568,000 (\$1.019/Fund unit) for the nine-month period. Distributable cash available to pay distributions to public unitholders increased by \$50,000 from \$2,765,000 (24.4 cents/Fund unit) to \$2,815,000 (24.8 cents/Fund unit) for the quarter and by \$173,000 from \$8,490,000 (74.8 cents/Fund unit) to \$8,663,000 (76.3 cents/Fund unit) year to date. Distributions of \$2,725,000 (24.0 cents/Fund unit) were paid to Fund unitholders during the comparable quarters and \$8,175,000 (72.0 cents/Fund unit) paid during the comparable nine-month periods. The payout ratio was 96.8% for the third quarter and 94.4% year to date.

The Fund remains financially well positioned with surplus cash on hand of \$1,504,000, and a positive working capital balance of \$2,588,000 as at September 30, 2014.

### OUTLOOK

In Canada, the Canadian Restaurant and Foodservice Association has forecast sales in the full-service restaurant category, the category in which The Keg operates, to increase by 4.2% in 2014, after an estimated 5.4% growth in 2013. In the United States, the National Restaurant Association expects sales in the full service segment to increase 2.6% in 2014, and has estimated that sales in this category grew by 2.3% in 2013. As such, we are optimistic that with strengthening consumer confidence, the industry has begun to see a change in momentum. Management of Keg Restaurants Ltd. (“KRL”) believes that as economic conditions and consumer sentiment continue to improve in North America, sales for The Keg will also improve, leading it to once again outperform the full service category with respect to same store sales growth.

### COMPETITIVE STRENGTH AND GROWTH

The Keg remains an industry leader in the full-service restaurant category in Canada; a fact confirmed by an independent research report from Vision Critical in December 2011 that identified The Keg as the first choice of over 67% of Canadian diners when choosing a steak dinner. 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  
November 10, 2014



## FINANCIAL HIGHLIGHTS

(\$000's except per unit amounts)	Jul. 1 to Sept. 30, 2014	Jul. 1 to Sept. 30, 2013	Jan. 1 to Sept. 30, 2014	Jan. 1 to Sept. 30, 2013
<b>Restaurants in the Royalty Pool</b>	<b>103</b>	<b>102</b>	<b>103</b>	<b>102</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b> .....	<b><u>\$ 129,660</u></b>	<b><u>\$ 116,016</u></b>	<b><u>\$ 389,814</u></b>	<b><u>\$ 354,771</u></b>
Royalty income <sup>(1)</sup> .....	\$ 5,209	\$ 4,776	\$ 15,638	\$ 14,535
Interest income <sup>(2)</sup> .....	<u>1,079</u>	<u>1,079</u>	<u>3,201</u>	<u>3,201</u>
<b>Total income</b> .....	<b>\$ 6,288</b>	<b>\$ 5,855</b>	<b>\$ 18,839</b>	<b>\$ 17,736</b>
Administrative expenses <sup>(3)</sup> .....	(103)	(117)	(297)	(308)
Interest and financing expenses <sup>(4)</sup> .....	<u>(161)</u>	<u>(175)</u>	<u>(468)</u>	<u>(522)</u>
<b>Operating income</b> .....	<b>\$ 6,024</b>	<b>\$ 5,563</b>	<b>\$ 18,074</b>	<b>\$ 16,906</b>
Distributions to KRL <sup>(5)</sup> .....	<u>(2,175)</u>	<u>(1,997)</u>	<u>(6,527)</u>	<u>(6,033)</u>
<b>Profit (loss) before fair value adjustment and taxes</b> ...	<b>\$ 3,849</b>	<b>\$ 3,566</b>	<b>\$ 11,547</b>	<b>\$ 10,873</b>
Fair value adjustment <sup>(6)</sup> .....	(1,473)	(2,278)	(1,240)	(1,509)
Taxes <sup>(7)</sup> .....	<u>(993)</u>	<u>(904)</u>	<u>(2,978)</u>	<u>(2,826)</u>
<b>Profit (loss)</b> .....	<b><u>\$ 1,383</u></b>	<b><u>\$ 384</u></b>	<b><u>\$ 7,329</u></b>	<b><u>\$ 6,538</u></b>
<b>Distributable cash before SIFT tax</b> <sup>(8)</sup> .....	<b><u>\$ 3,783</u></b>	<b><u>\$ 3,648</u></b>	<b><u>\$ 11,568</u></b>	<b><u>\$ 11,182</u></b>
<b>Distributable cash</b> <sup>(9)</sup> .....	<b><u>\$ 2,815</u></b>	<b><u>\$ 2,765</u></b>	<b><u>\$ 8,663</u></b>	<b><u>\$ 8,490</u></b>
<b>Distributions paid to Fund unitholders</b> .....	<b><u>\$ 2,725</u></b>	<b><u>\$ 2,725</u></b>	<b><u>\$ 8,175</u></b>	<b><u>\$ 8,175</u></b>
<b>Payout Ratio</b> <sup>(10)</sup> .....	<b><u>96.8%</u></b>	<b><u>98.6%</u></b>	<b><u>94.4%</u></b>	<b><u>96.3%</u></b>
Per Fund unit information <sup>(11)</sup>				
Profit (loss) before fair value adjustment and taxes .....	<u>\$ .339</u>	<u>\$ .314</u>	<u>\$ 1.017</u>	<u>\$ .958</u>
Profit (loss) .....	<u>\$ .122</u>	<u>\$ .034</u>	<u>\$ .646</u>	<u>\$ .576</u>
<b>Distributable cash before SIFT tax</b> <sup>(8)</sup> .....	<b><u>\$ .333</u></b>	<b><u>\$ .321</u></b>	<b><u>\$ 1.019</u></b>	<b><u>\$ .985</u></b>
<b>Distributable cash</b> <sup>(9)</sup> .....	<b><u>\$ .248</u></b>	<b><u>\$ .244</u></b>	<b><u>\$ .763</u></b>	<b><u>\$ .748</u></b>
<b>Distributions paid to Fund unitholders</b> .....	<b><u>\$ .240</u></b>	<b><u>\$ .240</u></b>	<b><u>\$ .720</u></b>	<b><u>\$ .720</u></b>
SSSG <sup>(12)</sup>				
Canada .....	7.0%	(1.5)%	5.1%	(0.9)%
United States .....	7.6%	0.8%	5.7%	1.9%
Consolidated .....	7.4%	(0.9)%	5.8%	(0.5)%
Restaurant Openings/Closings <sup>(13)</sup>				
Opened .....	1	--	--	1
Closed .....	--	(1)	(1)	(3)
Relocated .....	--	--	--	--
Net Opened (Closed) .....	1	(1)	(1)	(2)

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 directly earns interest income on the \$57.0 million Keg Loan, with interest income accruing at 7.5% per annum, payable monthly.
- <sup>(3)</sup> The Fund, indirectly through the Partnership, incurs administrative expenses and interest on the operating line of credit, to the extent utilized.
- <sup>(4)</sup> The Fund, indirectly through the Trust, incurs interest expense on the \$14.0 million term loan and amortization of deferred financing charges.
- <sup>(5)</sup> Represents the distributions of the Partnership attributable to KRL during the respective periods on the Exchangeable and Class C units held by KRL. The Class A, entitled Class B and Class D Partnership units are exchangeable into Fund units on a one-for-one basis (“Exchangeable units”). These distributions are presented as interest expense in the financial statements.
- <sup>(6)</sup> Fair value adjustment is the non-cash increase or decrease in the market value of the Exchangeable units held by KRL during the respective period. Exchangeable units are classified as a financial liability under IFRS. The Fund is required to determine the fair value of that liability at the end of each reporting period and adjust for any increase or decrease, taking into consideration the sale of any Exchangeable units and additional entitlements during the same period.
- <sup>(7)</sup> Taxes for the three months ended September 30, 2014, include SIFT tax expense of \$968,000 (three months ended September 30, 2013 – \$883,000) and non-cash deferred taxes of \$25,000 (three months ended September 30, 2013 – \$21,000). Taxes for the nine months ended September 30, 2014, include SIFT tax expense of \$2,905,000 (nine months ended September 30, 2013 – \$2,692,000) and non-cash deferred tax of \$73,000 (nine months ended September 30, 2013 – \$134,000).
- <sup>(8)</sup> Distributable cash before SIFT tax is defined as the periodic cash flows from operating activities as reported in the IFRS consolidated financial statements, including the effects of changes in non-cash working capital, plus SIFT tax paid (including current year instalments), less interest and financing fees paid on the term loan, less the Partnership distributions attributable to KRL through its ownership of Exchangeable units. Distributable cash before SIFT tax is a non-IFRS financial measure that does not have a standardized meaning prescribed by IFRS, and therefore may not be comparable to similar measures presented by other issuers.
- <sup>(9)</sup> Distributable cash is the amount of cash available for distribution to the Fund’s public unitholders and is calculated as distributable cash before SIFT tax, less current year SIFT tax expense. Distributable cash is a non-IFRS financial measure that does not have a standardized meaning prescribed by IFRS, and therefore may not be comparable to similar measures presented by other issuers. However, the Fund believes that distributable cash, both before and after SIFT tax, provides useful information regarding the amount of cash available for distribution to the Fund’s public unitholders.
- <sup>(10)</sup> Payout ratio is computed as the ratio of aggregate cash distributions paid during the period (numerator) to the aggregate distributable cash of the period (denominator).
- <sup>(11)</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 September 30, 2014 were 11,353,500 (three months ended September 30, 2013 – 11,353,500) and for the nine months ended September 30, 2014 were 11,353,500 (nine months ended September 30, 2013 – 11,353,500).
- <sup>(12)</sup> Same Store Sales Growth (“SSSG”) is the overall increase or decrease 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. SSSG is not an IFRS financial measure and does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers. However, the Fund believes that SSSG provides useful information regarding the increase or decrease in gross sales for comparable restaurants.
- <sup>(13)</sup> 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.
- <sup>(14)</sup> The interim financial results for all periods presented herein have not been audited.

## SUMMARY OF QUARTERLY RESULTS

	Q3	Q2	Q1	Q4
(\$000's except per unit amounts)	2014	2014	2014	2013
<b>Restaurants in the Royalty Pool</b>	<b>103</b>	<b>103</b>	<b>103</b>	<b>102</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b>	<b>\$ 129,660</b>	<b>\$ 125,394</b>	<b>\$ 134,760</b>	<b>\$ 120,093</b>
Royalty income <sup>(1)</sup>	\$ 5,209	\$ 5,038	\$ 5,391	\$ 4,961
Interest income <sup>(2)</sup>	1,079	1,067	1,055	1,078
<b>Total income</b>	<b>\$ 6,288</b>	<b>\$ 6,105</b>	<b>\$ 6,446</b>	<b>\$ 6,039</b>
Administrative expenses <sup>(3)</sup>	(103)	(101)	(92)	(114)
Interest and financing expenses <sup>(4)</sup>	(161)	(154)	(153)	(161)
<b>Operating income</b>	<b>\$ 6,024</b>	<b>\$ 5,850</b>	<b>\$ 6,201</b>	<b>\$ 5,764</b>
Distributions to KRL <sup>(5)</sup>	(2,175)	(2,137)	(2,216)	(2,039)
<b>Profit before fair value adjustment and taxes</b>	<b>\$ 3,849</b>	<b>\$ 3,713</b>	<b>\$ 3,985</b>	<b>\$ 3,725</b>
Fair value adjustment <sup>(6)</sup>	(1,473)	(33)	266	(4,231)
Taxes <sup>(7)</sup>	(993)	(932)	(1,053)	(973)
<b>Profit (loss) and comprehensive income (loss)</b>	<b>\$ 1,383</b>	<b>\$ 2,748</b>	<b>\$ 3,198</b>	<b>\$ (1,479)</b>
<b>Distributable cash before SIFT taxes <sup>(8)</sup></b>	<b>\$ 3,783</b>	<b>\$ 3,686</b>	<b>\$ 4,099</b>	<b>\$ 3,458</b>
<b>Distributable cash <sup>(9)</sup></b>	<b>\$ 2,815</b>	<b>\$ 2,754</b>	<b>\$ 3,094</b>	<b>\$ 2,534</b>
<b>Distributions paid to Fund unitholders</b>	<b>\$ 2,725</b>	<b>\$ 2,725</b>	<b>\$ 2,725</b>	<b>\$ 2,725</b>
<b>Payout Ratio <sup>(10)</sup></b>	<b>96.8%</b>	<b>98.9%</b>	<b>88.1%</b>	<b>107.5%</b>
Per Fund unit information <sup>(11)</sup>				
Profit before fair value adjustment and taxes	\$ .339	\$ .327	\$ .351	\$ .328
Profit (loss) and comprehensive income (loss)	\$ .122	\$ .242	\$ .282	\$ (.130)
<b>Distributable cash before SIFT tax <sup>(8)</sup></b>	<b>\$ .333</b>	<b>\$ .325</b>	<b>\$ .361</b>	<b>\$ .305</b>
<b>Distributable cash <sup>(9)</sup></b>	<b>\$ .248</b>	<b>\$ .243</b>	<b>\$ .273</b>	<b>\$ .223</b>
<b>Distributions paid to Fund unitholders</b>	<b>\$ .240</b>	<b>\$ .240</b>	<b>\$ .240</b>	<b>\$ .240</b>
SSSG <sup>(12)</sup>				
Canada	7.0%	4.9%	3.3%	(0.6)%
United States	7.6%	7.5%	2.7%	0.3%
Consolidated	7.4%	5.8%	4.2%	0.0%
Restaurants Openings/Closings <sup>(13)</sup>				
Opened	1	--	--	2
Closed	--	--	(1)	--
Relocated	--	--	--	--
Net Opened (Closed)	1	--	(1)	2

## SUMMARY OF QUARTERLY RESULTS

	Q3	Q2	Q1	Q4
(\$000's except per unit amounts)	2013	2013	2013	2012
<b>Restaurants in the Royalty Pool</b>	<b>102</b>	<b>102</b>	<b>102</b>	<b>102</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b>	<b>\$ 116,016</b>	<b>\$ 114,426</b>	<b>\$ 124,329</b>	<b>\$ 122,392</b>
Royalty income <sup>(1)</sup>	\$ 4,776	\$ 4,693	\$ 5,066	\$ 4,896
Interest income <sup>(2)</sup>	1,079	1,067	1,055	1,075
<b>Total income</b>	<b>\$ 5,855</b>	<b>\$ 5,760</b>	<b>\$ 6,121</b>	<b>\$ 5,971</b>
Administrative expenses <sup>(3)</sup>	(117)	(91)	(100)	(86)
Interest and financing expenses <sup>(4)</sup>	(175)	(174)	(171)	(176)
<b>Operating income</b>	<b>\$ 5,563</b>	<b>\$ 5,495</b>	<b>\$ 5,850</b>	<b>\$ 5,709</b>
Distributions to KRL <sup>(5)</sup>	(1,997)	(1,980)	(2,058)	(2,030)
<b>Profit before fair value adjustment and taxes</b>	<b>\$ 3,566</b>	<b>\$ 3,515</b>	<b>\$ 3,792</b>	<b>\$ 3,679</b>
Fair value adjustment <sup>(6)</sup>	(2,278)	3,107	(2,338)	(152)
Taxes <sup>(7)</sup>	(904)	(950)	(973)	(914)
<b>Profit (loss) and comprehensive income (loss)</b>	<b>\$ 384</b>	<b>\$ 5,672</b>	<b>\$ 481</b>	<b>\$ 2,613</b>
<b>Distributable cash before SIFT tax <sup>(8)</sup></b>	<b>\$ 3,648</b>	<b>\$ 3,439</b>	<b>\$ 4,094</b>	<b>\$ 3,441</b>
<b>Distributable cash <sup>(9)</sup></b>	<b>\$ 2,765</b>	<b>\$ 2,543</b>	<b>\$ 3,180</b>	<b>\$ 2,558</b>
<b>Distributions paid to Fund unitholders</b>	<b>\$ 2,725</b>	<b>\$ 2,725</b>	<b>\$ 2,725</b>	<b>\$ 2,725</b>
<b>Payout Ratio <sup>(10)</sup></b>	<b>98.6%</b>	<b>107.2%</b>	<b>85.7%</b>	<b>106.5%</b>
Per Fund unit information <sup>(11)</sup>				
Profit before fair value adjustment and taxes	\$ .314	\$ .310	\$ .334	\$ .324
Profit (loss) and comprehensive income (loss)	\$ .034	\$ .500	\$ .042	\$ .230
<b>Distributable cash before SIFT tax <sup>(8)</sup></b>	<b>\$ .321</b>	<b>\$ .303</b>	<b>\$ .361</b>	<b>\$ .303</b>
<b>Distributable cash <sup>(9)</sup></b>	<b>\$ .244</b>	<b>\$ .224</b>	<b>\$ .280</b>	<b>\$ .225</b>
<b>Distributions paid to Fund unitholders</b>	<b>\$ .240</b>	<b>\$ .240</b>	<b>\$ .240</b>	<b>\$ .240</b>
SSSG <sup>(12)</sup>				
Canada	(1.5)%	(2.0)%	0.3%	(1.9)%
United States	0.8%	1.4%	3.3%	(0.7)%
Consolidated	(0.9)%	(1.6)%	0.7%	(2.0)%
Restaurant Openings/Closings <sup>(13)</sup>				
Opened	--	1	--	4
Closed	(1)	--	(3)	--
Relocated	--	--	--	--
Net Opened (Closed)	(1)	1	(3)	4

## SELECTED ANNUAL INFORMATION

(\$000's except per unit amounts)	Jan. 1 to Dec. 31, 2013	Jan. 1 to Dec. 31, 2012	Jan. 1 to Dec. 31, 2011
<b>Restaurants in the Royalty Pool</b>	<b>102</b>	<b>102</b>	<b>102</b>
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b> .....	<b>\$ 474,864</b>	<b>\$ 484,568</b>	<b>\$ 472,280</b>
Royalty income <sup>(1)</sup> .....	\$ 19,496	\$ 19,401	\$ 19,230
Interest income <sup>(2)</sup> .....	4,279	4,282	4,281
<b>Total income</b> .....	<b>\$ 23,775</b>	<b>\$ 23,683</b>	<b>\$ 23,511</b>
Administrative expenses <sup>(3)</sup> .....	(422)	(398)	(472)
Interest and financing expenses <sup>(4)</sup> .....	(681)	(705)	(705)
<b>Operating income</b> .....	<b>\$ 22,672</b>	<b>\$ 22,580</b>	<b>\$ 22,334</b>
Distributions to KRL <sup>(5)</sup> .....	(8,072)	(8,057)	(7,979)
<b>Profit before fair value adjustment and taxes</b> .....	<b>\$ 14,600</b>	<b>\$ 14,523</b>	<b>\$ 14,355</b>
Fair value adjustment <sup>(6)</sup> .....	(5,740)	(5,338)	896
Taxes <sup>(7)</sup> .....	(3,800)	(3,599)	(3,936)
<b>Profit (loss) and comprehensive income (loss)</b> .....	<b>\$ 5,060</b>	<b>\$ 5,586</b>	<b>\$ 11,315</b>
<b>Distributable cash before SIFT tax</b> <sup>(8)</sup> .....	<b>\$ 14,641</b>	<b>\$ 14,650</b>	<b>\$ 14,231</b>
<b>Distributable cash</b> <sup>(9)</sup> .....	<b>\$ 11,024</b>	<b>\$ 11,168</b>	<b>\$ 10,584</b>
<b>Distributions paid to Fund unitholders</b> .....	<b>\$ 10,899</b>	<b>\$ 10,899</b>	<b>\$ 11,120</b>
<b>Payout Ratio</b> <sup>(10)</sup> .....	<b>98.9%</b>	<b>97.6%</b>	<b>105.1%</b>
Per Fund unit information <sup>(11)</sup>			
Profit before fair value adjustment and taxes .....	\$ 1.286	\$ 1.279	\$ 1.273
Profit (loss) and comprehensive income (loss) .....	.446	.492	1.004
<b>Distributable cash before SIFT tax</b> <sup>(8)</sup> .....	<b>\$ 1.290</b>	<b>\$ 1.290</b>	<b>\$ 1.262</b>
<b>Distributable cash</b> <sup>(9)</sup> .....	<b>\$ .971</b>	<b>\$ .984</b>	<b>\$ .939</b>
<b>Distributions paid to Fund unitholders</b> .....	<b>\$ .960</b>	<b>\$ .960</b>	<b>\$ .986</b>
SSSG <sup>(12)</sup>			
Canada .....	(0.8)%	0.1%	3.9%
United States .....	1.5%	0.7%	3.9%
Consolidated .....	(0.3)%	0.2%	3.5%
Restaurant Openings/Closings <sup>(13)</sup>			
Opened .....	3	4	--
Closed .....	(4)	--	(1)
Relocated .....	--	--	1
Net Opened (Closed) .....	(1)	4	(1)
	Dec. 31, 2013	Dec. 31, 2012	Dec. 31, 2011
Total assets .....	\$ 216,851	\$ 216,800	\$ 219,893
Total liabilities .....	123,668	117,778	115,558

# MANAGEMENT'S DISCUSSION AND ANALYSIS

**For the Three and Nine Months Ended September 30, 2014  
As of November 10, 2014**

## 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 ("TSX") 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 income 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 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 sixteen years, the period for which current management has been in control of KRL, SSSG has averaged 3.0% annually, a figure that compares very favourably against the restaurant industry as a whole.

In the event that a Keg restaurant is permanently closed during the year (including the termination of a franchise agreement), KRL will continue to pay the royalty amount for that closed Keg restaurant ("Make-whole Payment") from the date of closure until those sales are replaced with gross sales from new Keg restaurants that are added to the Royalty Pool. The amount of the Make-whole Payment is based on the restaurant's gross sales when it was originally included in the Royalty Pool.

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 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.

## **THE ROYALTY POOL (CONTINUED)**

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 102 as of December 31, 2013. Fifty new Keg restaurants that opened during the period from April 1, 2002, through October 2, 2013, with annual gross sales of \$241.3 million have been added to the Royalty Pool. Twenty-eight permanently closed Keg restaurants with annual sales of \$78.5 million have been removed from the Royalty Pool. This has resulted in a net increase in Royalty Pool sales of \$162.8 million annually, and KRL receiving a cumulative Additional Entitlement equivalent to 5,252,757 Fund units as of December 31, 2013.

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.

No new restaurants were opened during the period from October 3, 2011 through October 2, 2012, and hence there were no additions to the Royalty Pool on January 1, 2013.

On January 1, 2014, five new Keg restaurants that opened during the period from October 3, 2012 through October 2, 2013 were added to the Royalty Pool. The gross sales of these five new restaurants have been estimated at \$29.5 million annually. Four permanently closed Keg restaurants with annual sales of \$15.7 million were removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$13.8 million annually. The total number of restaurants in the Royalty Pool increased to 103. The yield of the Fund units was determined to be 8.77% calculated using a weighted average unit price of \$14.70.

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 396,108 Fund units, being 2.69% of the Fund units on a fully diluted basis.

On January 1, 2014, KRL received 80% of this entitlement representing the equivalent of 316,886 Fund units, being 2.17% 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 3,275,588 Fund units representing 22.39% of the Fund units on a fully diluted basis.

The balance of the additional entitlement will be adjusted on December 31, 2014 to be effective January 1, 2014 once the actual performance of the new restaurants has been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2014, it would have the right to exchange its Partnership units for 3,354,810 Fund units representing 22.81% of the Fund units on a fully diluted basis.

## **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 ("Exchangeable units"). 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 20.67% as of December 31, 2013. The increase in KRL's effective ownership of the Fund is due to the cumulative Additional Entitlement received by KRL equivalent to 5,252,757 Fund units, less 3,200,000 Exchangeable units exchanged by KRL for Fund units and sold through the facilities of the TSX. The sale of the 3,200,000 Fund units increased the number of issued and outstanding Fund units from 8,153,500 at the time of the IPO to 11,353,500 as of February 8, 2011. On January 1, 2014, KRL became entitled to the initial 80% of the Additional Entitlement for 2014, consisting of 316,886 Exchangeable units, increasing its effective ownership of the Fund to 22.39%.

## **FEDERAL GOVERNMENT TAX ON INCOME FUNDS**

On January 1, 2011, legislative changes to the tax treatment of certain income trusts, as a result of the Specified Investment Flow-through Trust tax (the “SIFT tax”), came into effect. Due to these changes, income trusts will not be entitled to deduct distributions of certain types of income for tax purposes, and will therefore be subject to taxation similar to corporations. As a result of this taxation imposed by the Federal Government, the Fund’s Trustees had to adopt a new distribution policy which reflects the Fund’s obligation to make the SIFT tax payments. See “Distributions to Unitholders”. The Fund is subject to tax at a rate of 26.5% for 2011, 25.0% for 2012, 25.75% for 2013 and 26.0% for 2014. The blended rate of 25.75% for 2013 was due to the increase in the general corporate taxation rate from 10.0% to 11.0% enacted by the British Columbia government effective April 1, 2013, which increased the SIFT tax rate from 25.0% to 26.0%, effective that date.

## **INTERNATIONAL FINANCIAL REPORTING STANDARDS**

### **OVERVIEW**

The Canadian Accounting Standards Board announced in February 2008 that publicly accountable entities would be required to adopt International Financial Reporting Standards (“IFRS”) in place of Canadian Generally Accepted Accounting Principles (“GAAP”) for interim and annual reporting purposes for fiscal years beginning on or after January 1, 2011.

As a result, the Handbook of the Canadian Institute of Chartered Accountants (the “CICA Handbook”) was amended to incorporate IFRS and to require publicly accountable entities to apply such standards for fiscal years beginning on or after January 1, 2011. Accordingly, the Fund adopted IFRS on January 1, 2011 and financial results disclosed in this Management’s Discussion and Analysis for all periods commencing on or after January 1, 2010 have all been prepared in accordance with IFRS 1, *First-time Adoption of IFRS* (“IFRS 1”).

Readers are advised that the Fund’s transition to reporting its financial results in accordance with IFRS from GAAP, has had no impact, nor is it expected to have any future impact on the operations of the Fund’s business, the amount of cash that is available to distribute to the Fund’s unitholders or on the contractual obligations between the Fund, the Fund’s wholly-owned subsidiary The Keg Holdings Trust (the “Trust”), The Keg Rights Limited Partnership (the “Partnership”), the Fund’s 90% owned subsidiary The Keg GP Ltd. (“KGP”) and KRL or any third parties. KGP is the managing general partner of the Partnership. All residual ownership of the Companies is either directly or indirectly controlled by KRL.

### **CONSOLIDATION OF THE PARTNERSHIP**

IFRS requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The consolidated financial statements include the accounts of the Fund, its wholly-owned subsidiary the Trust, its 90%-owned subsidiary KGP and its interest in the Partnership. The Partnership’s significant assets include cash, royalties receivable from KRL, and the Keg Rights, while its significant liabilities include, distributions payable to Fund unitholders, distributions payable to KRL, as well as the Exchangeable unit and Class C unit financial liabilities. The Partnership’s earnings are largely comprised of royalty income earned from the Keg Rights less administrative and interest expenses.



## 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 \$0.1065 per unit starting in the month of March 2008, an increase of 18.3%.

As a result of the SIFT tax that came into effect on January 1, 2011, the Fund's Trustees had to adopt a new distribution policy which reflects the Fund's obligation to make these tax payments. Beginning with the distribution for the month of January 2011 (payable to unitholders on February 28, 2011), distributions were set at \$0.08 per unit per month. This amounts to a distribution of \$0.96 per unit annually. At this level, the eligible dividend portion of the Fund's distribution, combined with the return of capital component of the distribution, should provide taxable Canadian individuals with an effective after-tax cash return very closely comparable to the return that existed before the imposition of the SIFT tax.

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 the Royalty Pool sales for the month of December (which is paid the following month in January), is recorded in the period in which 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.

Year-to-date distributions paid were as follows:

<b>Period</b>	<b>Payment Date</b>	<b>\$ / Unit</b>	<b>Distributions Total \$</b>	<b>Year-to-Date \$</b>
December 1-31, 2013	January 31, 2014	8.00¢	\$ 908,280	\$ 908,280
January 1-31, 2014	February 28, 2014	8.00¢	\$ 908,280	\$ 1,816,560
February 1-28, 2014	March 31, 2014	8.00¢	\$ 908,280	\$ 2,724,840
March 1-31, 2014	April 30, 2014	8.00¢	\$ 908,280	\$ 3,633,120
April 1-30, 2014	May 30, 2014	8.00¢	\$ 908,280	\$ 4,541,400
May 1-31, 2014	June 30, 2014	8.00¢	\$ 908,280	\$ 5,449,680
June 1-30, 2014	July 31, 2014	8.00¢	\$ 908,280	\$ 6,357,960
July 1-31, 2014	August 29, 2014	8.00¢	\$ 908,280	\$ 7,266,240
August 1-31, 2014	September 30, 2014	8.00¢	\$ 908,280	\$ 8,174,520
September 1-30, 2014	October 31, 2014	8.00¢*	\$ 908,280*	\$ 9,082,800*

\*Paid subsequent to the period

Distributions paid during the period 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 \$132,351,000 of distributable cash and has paid cumulative distributions of \$131,657,000, which resulted in a cumulative surplus of \$694,000. The cumulative payout ratio (the ratio of cumulative cash distributions paid since inception to the cumulative distributable cash generated since inception) is 99.5%.

## DISTRIBUTABLE CASH

Distributable cash is defined as the periodic cash flows from operating activities as reported in the consolidated financial statements, including the change in non-cash working capital balances, plus SIFT tax paid (including current year instalments), less interest and financing fees paid on the term loan, less the Partnership distributions attributable to KRL, less current year SIFT tax expense. Distributable cash is a non-IFRS financial measure that does not have a standardized meaning prescribed by IFRS, and therefore may not be comparable to similar measures presented by other issuers.

Distributable cash is calculated as follows:

(\$000's)	Jul. 1, to Sept. 30, <u>2014</u>	Jul. 1, to Sept. 30, <u>2013</u>	Jan. 1, to Sept. 30, <u>2014</u>	Jan. 1, to Sept. 30, <u>2013</u>
Cash flow from operations <sup>(1)</sup> .....	\$ 5,202	\$ 4,944	\$ 15,841	\$ 15,266
SIFT tax paid on Fund units <sup>(2)</sup> .....	910	870	2,705	2,449
Interest and financing fees paid on term loan <sup>(3)</sup> .....	(154)	(169)	(451)	(500)
KRL's interest <sup>(4)</sup> .....	<u>(2,175)</u>	<u>(1,997)</u>	<u>(6,527)</u>	<u>(6,033)</u>
Distributable cash before current year SIFT tax .....	\$ 3,783	\$ 3,648	\$ 11,568	\$ 11,182
SIFT tax expense on Fund units <sup>(5)</sup> .....	<u>(968)</u>	<u>(883)</u>	<u>(2,905)</u>	<u>(2,692)</u>
Distributable cash <sup>(6)</sup> .....	<u>\$ 2,815</u>	<u>\$ 2,765</u>	<u>\$ 8,663</u>	<u>\$ 8,490</u>

Notes:

- <sup>(1)</sup> Represents the cash flow from operations as reported in the consolidated statements of cash flows.
- <sup>(2)</sup> Includes SIFT taxes actually paid during the respective period, consisting of \$910,000 during the third quarter of 2014 (third quarter of 2013 – \$870,000) and \$2,705,000 during the nine-month period of 2014 (nine-month period of 2013 – \$2,449,000).
- <sup>(3)</sup> Represents the interest and financing fees paid on the term loan.
- <sup>(4)</sup> Represents the distributions of the Partnership attributable to KRL during the respective periods on the Exchangeable and Class C units held by KRL. The distributions attributable to KRL will differ from the actual distributions paid to KRL during the same periods, due to the timing of the declaration of distributions.
- <sup>(5)</sup> Represents the SIFT tax expense for the respective period calculated at 25.75% of taxable income for 2013 and 26.00% for 2014. The SIFT tax rate increased from 25.00% to 26.00% effective April 1, 2013, resulting in a blended SIFT tax rate of 25.75% for 2013 versus 26.00% for 2014. The increase in the SIFT tax rate was due to an increase in the general corporate taxation rate from 10.00% to 11.00% enacted by the British Columbia government on that date.
- <sup>(6)</sup> Distributable cash is the amount of cash available for distribution to the Fund's public unitholders. It is defined as the periodic cash flows from operating activities as reported in the IFRS consolidated financial statements, including the change in non-cash working capital, plus SIFT tax paid (including current year instalments), less interest and financing fees paid on the term loan, less the Partnership distributions attributable to KRL, and less current year SIFT tax expense.

## OWNERSHIP OF THE FUND

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

	September 30, 2014 <sup>(1)</sup>		September 30, 2013	
	#	%	#	%
Fund units held by public unitholders <sup>(2)</sup> .....	11,353,500	77.61	11,353,500	79.33
Exchangeable Partnership units held by KRL: <sup>(3)</sup>				
Class A units <sup>(4)</sup> .....	905,944	6.19	905,944	6.33
Class B units <sup>(5)</sup> .....	176,700	1.21	176,700	1.23
Class D units <sup>(5)</sup> .....	<u>2,192,944</u>	<u>14.99</u>	<u>1,876,057</u>	<u>13.11</u>
Total Exchangeable Partnership units <sup>(6)</sup> .....	<u>3,275,588</u>	<u>22.39</u>	<u>2,958,701</u>	<u>20.67</u>
Total Fund and Exchangeable Partnership units .....	<u>14,629,088</u>	<u>100.00</u>	<u>14,312,201</u>	<u>100.00</u>

### Notes:

<sup>(1)</sup> Information is current as of September 30, 2014. On January 1, 2014, KRL became entitled to the initial 80% of the Additional Entitlement for 2014 consisting of 316,886 Exchangeable units.

<sup>(2)</sup> Represents the public's total effective ownership of the Fund as of September 30, 2014 and 2013. 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 77.61% during the three months ended September 30, 2014 (three months ended September 30, 2013 – 79.33%), and was 77.61% during the nine months ended September 30, 2014 (nine months ended September 30, 2013 – 79.33%). The weighted average number of Fund units outstanding for the three-month period ended September 30, 2014 were 11,353,500 (three-month period ended September 30, 2013 – 11,353,500), and for the nine-month period ended September 30, 2014 were 11,353,500 (nine-month period ended September 30, 2013 – 11,353,500).

<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 began to be issued once all Class B units became fully entitled to distributions on January 1, 2008. As of September 30, 2014, KRL is the registered holder of 176,700 Class B units and 2,192,944 Class D units (September 30, 2013 – 176,700 Class B units and 1,876,057 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 and Class D 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 September 30, 2014 and 2013. 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 22.39% during the three months ended September 30, 2014 (three months ended September 30, 2013 – 20.67%) and was 22.39% during the nine months ended September 30, 2014 (nine months ended September 30, 2013 – 20.67%). The weighted average number of Exchangeable units held by KRL during the three-month period ended September 30, 2014 were 3,275,588 (three-month period ended September 30, 2013 – 2,958,701) and for the nine-month period ended September 30, 2014 were 3,275,588 (nine-month period ended September 30, 2013 – 2,958,701).

## 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		39 weeks ended	
	Sept. 28, 2014	Sept. 29, 2013	Sept. 28, 2014	Sept. 29, 2013
Corporate Keg restaurants <sup>(1)</sup> .....	\$ 62,353	\$ 58,123	\$ 191,810	\$ 179,986
Franchised Keg restaurants <sup>(2)</sup> .....	<u>70,108</u>	<u>64,494</u>	<u>206,246</u>	<u>193,906</u>
Total system sales .....	<u>\$ 132,461</u>	<u>\$ 122,617</u>	<u>\$ 398,056</u>	<u>\$ 373,892</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.

## THIRD QUARTER

System sales for the 13 weeks ended September 28, 2014 were \$132,461,000 compared to \$122,617,000 for the 13 weeks ended September 29, 2013, an increase of \$9,844,000 or 8.0%. The increase was due to the net impact of the same store sales increases at comparable restaurants during the quarter (\$7,912,000 increase in sales), the positive effect of the exchange rate increase on the translation of the US restaurant sales into their Canadian dollar equivalent (\$416,000 increase in sales), the sales of the new restaurants that operated during the quarter (\$3,199,000 increase in sales), the sales of restaurants temporarily closed for renovation during the comparable quarter of the prior year (\$517,000 increase in sales), the loss sales from restaurants closed for renovation during the comparable quarter of the current year (\$482,000 decrease in sales), and the loss of sales from permanently closed restaurants that did not operate during the quarter (\$1,718,000 decrease in sales).

During the 13 weeks ended September 28, 2014, one new franchised restaurant was opened. During the 13 weeks ended September 29, 2013, one corporate restaurant was permanently closed due to a voluntary early lease termination. As of September 29, 2014, there were a total of 104 Keg restaurants as compared with 104 Keg restaurants at September 29, 2013.

Same store sales (sales of restaurants that operated during the entire 13-week period of the current year and the 13-week period of the prior year) increased by 7.0% in Canada and by 7.6% in the United States ("US"). After translating the sales of the US restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 13-week periods increased by 7.4%. The average exchange rate moved from 1.045 in KRL's 13-week period ended September 29, 2013 to 1.089 in KRL's 13-week period ended September 28, 2014, significantly increasing the Canadian dollar equivalent of the US restaurant sales.

## YEAR TO DATE

System sales for the 39 weeks ended September 28, 2014 were \$398,056,000 compared to \$373,892,000 for the 39 weeks ended September 29, 2013, an increase of \$24,164,000 or 6.5%. The increase was due to the net impact of the same store sales increases at comparable restaurants during the period (\$17,834,000 increase in sales), the positive effect of the exchange rate increase on the translation of the US restaurant sales into their Canadian dollar equivalent (\$2,227,000 increase in sales), the sales of the new restaurants that operated during the period (\$9,369,000 increase in sales), the sales of restaurants temporarily closed for renovation during the comparable period of the prior year (\$517,000 increase in sales), the loss of sales from restaurants temporarily closed for renovation during the comparable period of the current yet (\$696,000 decrease in sales), and the loss of sales from permanently closed restaurants that did not operate during the period (\$5,087,000 decrease in sales).

## **YEAR TO DATE (CONTINUED)**

During the 39 weeks ended September 28, 2014, one new franchised restaurant was opened, and one corporate restaurant was closed, but will be relocated. During the 39 weeks ended September 29, 2013, one new corporate was opened and four corporate restaurants were closed.

Same store sales (sales of restaurants that operated during the entire 39-week period of the current year and the 39-week period of the prior year) increased by 5.1% in Canada and by 5.7% in the United States (“US”). After translating the sales of the US restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 39-week periods increased by 5.8%. The average exchange rate moved from 1.025 in KRL’s 39-week period ended September 29, 2013 to 1.093 in KRL’s 39-week period ended September 28, 2014, significantly increasing the Canadian dollar equivalent of the US restaurant sales.

## **OPERATING RESULTS**

### **THIRD QUARTER**

#### **GROSS SALES**

Gross sales reported by the Keg restaurants in the Royalty Pool increased by \$13,644,000 from \$116,016,000 to \$129,660,000 for the comparable period. The increase in gross sales was due to the net impact of the same store sales increases at comparable restaurants during the quarter (\$7,912,000 increase in sales), the positive effect of the exchange rate increase on the translation of the US restaurant sales into their Canadian dollar equivalent (\$470,000 increase in sales), the sales of new restaurants added to the Royalty Pool on January 1, 2014 (\$6,945,000 increase in sales), the sales of restaurants temporarily closed for renovation during the comparable quarter of the prior year (\$517,000 increase in sales), loss of sales from restaurants temporarily closed for renovation during the comparable quarter of the current year (\$482,000 decrease in sales), and the loss of sales from permanently closed restaurants that did not operate during the quarter (\$1,718,000 decrease in sales).

#### **ROYALTY INCOME**

Total royalty income increased from \$4,776,000 in the first nine months of 2013 to \$5,209,000 in the first nine months of 2014. The increase of \$433,000 during the comparable quarter consists of an increase in royalty fee income of \$546,000, net of a decrease in Make-whole payments of \$113,000. The increase in royalty fee income was due to the net impact of same store sales increases at comparable restaurants during the quarter (\$316,000 increase in royalty fee income), the positive effect of the exchange rate increase on the translation of US restaurant sales into their Canadian dollar equivalent (\$19,000 increase in royalty fee income), the sales of new restaurants added to the Royalty Pool on January 1, 2014 (\$278,000 increase in royalty fee income), the sales of restaurants temporarily closed for renovation during the comparable quarter of the prior year (\$21,000 increase in royalty fee income), the loss of sales from restaurants temporarily closed for renovation during the comparable quarter, the current year (\$19,000 decrease in royalty fee income), and the loss of sales from permanently closed restaurants (\$69,000 decrease in royalty fee income). Make-whole payments decreased due to fewer restaurants closed during the comparable quarter (32 less closed weeks).

#### **INTEREST INCOME**

Interest income earned by the Fund during the third quarter of the current year was \$1,079,000, comprised of interest income on the Keg Loan of \$1,078,000 and other interest income of \$1,000. Interest income on the Keg Loan and other interest income earned on surplus cash balances, both remained the same during the comparable quarters.

## ADMINISTRATIVE EXPENSES

Expenses incurred by the Partnership for the quarter ended September 30, 2014 were \$103,000, comprised of \$105,000 in general and administrative expenses, net of \$2,000 in other interest income. The decrease in Partnership expenses of \$14,000 over the comparable quarter was due to a decrease in general and administrative expenses of \$13,000, and an increase in other interest income of \$1,000. The decrease in general and administrative expenses from the comparable quarter of the prior year, was primarily as a result of a reduction in legal fees, which was partially offset by an increase in Trustee fees. Trustee fees were increased at the beginning of the current year to be more comparable with those of other publicly traded income trusts. Other interest income increased due to higher surplus cash balances on hand during the quarter.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Trust were \$161,000 for the three months ended September 30, 2014, and included interest on the long-term debt of \$150,000, other finance charges of \$5,000, and amortization of deferred financing charges of \$6,000. Interest costs during the comparable quarter decreased by \$19,000 as the average interest rate on the term loan decreased from 4.75% to 4.25% as a result of an amendment to the banking agreement, effective September 28, 2013. Other financing charges increased by \$5,000 during the comparable quarter, as these costs were incurred in the third quarter of the current year, but in the fourth quarter of the prior year. Amortization of deferred financing charges remained the same during the comparable quarter.

## OPERATING INCOME

The Fund's operating income increased from \$5,563,000 during the third quarter of 2013, to \$6,024,000 during the third quarter of 2014. The increase of \$461,000 was due to the net impact of the increase in royalty income of \$433,000, the decrease in administrative expenses of \$14,000, and the decrease in interest and financing expenses of \$14,000.

## DISTRIBUTIONS TO KRL

Distributions attributable to KRL during the three months ended September 30, 2014 were \$2,175,000, which included distributions of \$1,106,000 on the Exchangeable units and \$1,069,000 on the Class C units. Distributions on the Exchangeable units increased by \$178,000 from the comparable quarter of the prior year, due to the combination of an increase in the operating income of the Fund during third quarter of the current fiscal year, and an increase in KRL's average effective ownership of the Fund during that period. KRL's average effective ownership of the Fund increased from 20.67% during the third quarter of 2013 to 22.39% during the third quarter of fiscal 2014, as a result of the 2014 initial Additional Entitlement received by KRL on January 1, 2014, from the roll-in of sales of net new restaurants on that date. The distributions declared on the Class C units remained the same during the comparable periods, which were \$0.0625 per Class C unit per month.

## PROFIT BEFORE FAIR VALUE ADJUSTMENT AND TAXES

Profit before fair value adjustment and taxes increased by \$283,000 from a profit of \$3,566,000 (31.4 cents/Fund unit) in the third quarter of 2013, to a profit of \$3,849,000 (33.9 cents/Fund unit) in the third quarter of 2014.

## FAIR VALUE ADJUSTMENT

The fair value of the Exchangeable units increased \$1,473,000 during the three months ended September 30, 2014, as compared with an increase of \$2,278,000 during the three months ended September 30, 2013. The market price of a Fund unit (the basis upon which Exchangeable units are valued), increased from \$16.20 to \$16.65 during the third quarter of the current year; there were 3,275,588 Exchangeable units outstanding at the end of the second quarter of 2014. The market price of a Fund unit increased from \$14.24 to \$15.01 during the comparable quarter of the prior year; there were 2,958,701 Exchangeable units outstanding at the end of the third quarter of 2013.

## TAXES

Taxes for the three-month period ended September 30, 2014, were \$993,000, and included SIFT tax expense of \$968,000 and non-cash deferred taxes of \$25,000. SIFT tax expense increased by \$85,000 mostly due to the increase in the taxable income of the Fund during the comparable three-month period, but also due to the increase in the SIFT tax rate. The increase in the SIFT tax rate was due the increase in the general corporate taxation rate from 10.0% to 11.0% enacted by the British Columbia government effective April 1, 2013, resulting in blended SIFT tax rate of 25.75% for 2013, versus the 26.00% rate for 2014. Deferred taxes increased by \$4,000 due to changes in the temporary differences between the accounting and tax bases of the Keg Rights owned by the Partnership.

## PROFIT (LOSS) AND COMPREHENSIVE INCOME (LOSS)

Profit (loss) increased by \$999,000 from a profit of \$384,000 (3.4 cents/Fund unit) in the third quarter of 2013, to a profit of \$1,383,000 (12.2 cents/Fund unit) in the third quarter of 2014, primarily due to the increase in the non-cash fair value adjustment of the Exchangeable unit liability.

## DISTRIBUTABLE CASH

Distributable cash before SIFT tax increased by \$135,000 from \$3,648,000 (32.1 cents/Fund unit) to \$3,783,000 (33.3 cents/Fund unit) during the comparable quarter. Cash available for distribution to Fund unitholders increased by \$50,000 from \$2,765,000 (24.4 cents/Fund unit) to \$2,815,000 (24.8 cents/Fund unit) during the comparable quarter. The difference between the Fund's profit (loss) and distributable cash is due to non-cash items such as amortization, fair value adjustments, and deferred taxes included in the Fund's profit (loss), as well as changes in non-cash working capital balances.

## DISTRIBUTIONS TO FUND UNITHOLDERS

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 the Royalty Pool sales for the month of December (which is paid the following month in January) is recorded in the period in which it was earned for income tax purposes.

Distributions of \$2,725,000 (24.0 cents/Fund unit) were paid to Fund unitholders in both the third quarter of 2014 and 2013.

## YEAR TO DATE

### GROSS SALES

Gross sales reported by the Keg restaurants in the Royalty Pool increased by \$35,043,000 from \$354,771,000 to \$389,814,000 for the comparable period. The increase in gross sales was due to the net impact of the same store sales increases at comparable restaurants during the period (\$17,836,000 increase in sales), the positive effect of the exchange rate increase on the translation of the US restaurant sales into their Canadian dollar equivalent (\$2,361,000 increase in sales), the sales of new restaurants added to the Royalty Pool on January 1, 2014 (\$20,113,000 increase in sales), the sales of restaurants temporarily closed for renovation during the comparable period of the prior year (\$517,000 increase in sales), the loss of sales from restaurants temporarily closed for renovation during the comparable period of the current year (\$696,000 decrease in sales), and the loss of sales from permanently closed restaurants that did not operate during the period (\$5,088,000 decrease in sales).

### ROYALTY INCOME

Total royalty income increased from \$14,535,000 in the first nine months of 2013 to \$15,638,000 in the first nine months of 2014. The increase of \$1,103,000 during the comparable period consists of an increase in royalty fee income of \$1,402,000, net of a decrease in Make-whole payments of \$299,000. The increase in royalty fee income was due to the net impact of same store sales increases at comparable restaurants during the period (\$713,000 increase in royalty fee income), the positive effect of the exchange rate increase on the translation of US restaurant sales into their Canadian dollar equivalent (\$94,000 increase in royalty fee income), the sales of the new restaurants added to the Royalty Pool on January 1, 2014 (\$805,000 increase in royalty fee income), the sales of restaurants temporarily closed for renovation during the comparable period of the prior year (\$21,000 increase in royalty fee income), the loss of sales from restaurants temporarily closed for renovation during the comparable quarter, the current year (\$28,000 decrease in royalty fee income), and the loss of sales from permanently closed restaurants that did not operate during the period (\$203,000 decrease in royalty fee income). Make-whole payments decreased due to fewer restaurants closed during the comparable period (90 less closed weeks).

### INTEREST INCOME

Interest income earned by the Fund during the nine-month period of the current year was \$3,201,000, and was comprised of interest income on the Keg Loan of \$3,197,000 and other interest income of \$4,000. Interest income on the Keg Loan and other interest income earned on surplus cash balances, both remained the same during the comparable periods.

### ADMINISTRATIVE EXPENSES

Expenses incurred by the Partnership for the nine-month period ended September 30, 2014 were \$297,000, comprised of \$299,000 of general and administrative expenses, net of \$2,000 in other interest income. The decrease in Partnership expenses of \$11,000 over the comparable nine-month period in 2013, was due to a decrease in general and administrative expenses of \$10,000 and an increase in other interest income of \$1,000. The decrease in general and administrative expenses from the comparable period of the prior year, was primarily as a result of a reduction in legal fees, which was partially offset by an increase in Trustee fees. Trustee fees were increased at the beginning of the current year to be more comparable with those of other publicly traded restaurant income trusts. Other interest income increased due to higher surplus cash balances on hand during the comparable period.



## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Trust were \$468,000 for the nine months ended September 30, 2014, and included interest on the long-term debt of \$445,000, other finance charges of \$5,000, and amortization of deferred financing charges of \$18,000. Interest costs during the comparable period decreased by \$54,000 as the average interest rate on the term loan decreased from 4.75% to 4.25% as a result of an amendment to the banking agreement, effective September 28, 2013.

Other financing charges increased by \$5,000 during the comparable period, as these costs were incurred in the third quarter of the current year, but in the fourth quarter of the prior year. Amortization of deferred financing charges decreased by \$5,000 during the period.

## OPERATING INCOME

The Fund's operating income increased from \$16,906,000 during the first nine months of 2013, to \$18,074,000 during the first nine months of 2014. The increase of \$1,168,000 is due to the net impact of the increase in royalty income of \$1,103,000, and the decrease in administrative expenses of \$11,000, and the decrease in interest and financing expenses of \$54,000.

## DISTRIBUTIONS TO KRL

Distributions attributable to KRL during the nine months ended September 30, 2014 were \$6,527,000, which included distributions of \$3,321,000 on the Exchangeable units and \$3,206,000 on the Class C units. Distributions on the Exchangeable units increased by \$494,000 from the comparable period of the prior year, due to the combination of an increase in the operating income of the Fund during the nine-month period of the current fiscal year, and an increase in KRL's average effective ownership of the Fund during that period. KRL's average effective ownership of the Fund increased from 20.67% during the first nine months of fiscal 2013 to 22.39% during the first nine months of fiscal 2014, as a result of the 2014 initial Additional Entitlement received by KRL on January 1, 2014, from the roll-in of sales of net new restaurants on that date. The distributions declared on the Class C units remained the same during the comparable periods, which were \$0.0625 per Class C unit per month.

## PROFIT (LOSS) BEFORE FAIR VALUE ADJUSTMENT AND TAXES

Profit before fair value adjustment and taxes increased by \$674,000 from \$10,873,000 (95.8 cents/Fund unit) in the first nine months of 2013, to \$11,547,000 (\$1.017/Fund unit) in the first nine months of 2014.

## FAIR VALUE ADJUSTMENT

The fair value of the Exchangeable units increased \$1,240,000 during the nine months ended September 30, 2014, as compared with an increase of \$1,509,000 during the nine months ended September 30, 2013. The market price of a Fund unit, (the basis upon which Exchangeable units are valued) increased from \$16.44 to \$16.65 during the nine months ended September 30, 2014; there were a total of 3,275,588 Exchangeable units outstanding as at September 30, 2014. The market price of a Fund unit increased from \$14.50 to \$15.01 during the comparable period of the prior year; there were a total of 2,958,701 Exchangeable units outstanding as at September 30, 2013.

## TAXES

Taxes for the nine-month period ended September 30, 2014, were \$2,978,000 and included SIFT tax expense of \$2,905,000 and non-cash deferred taxes of \$73,000. SIFT tax expense increased by \$213,000 mostly due to the increase in the taxable income of the Fund during the comparable nine-month period, but also due to the increase in the SIFT tax rate.

## **TAXES (CONTINUED)**

The increase in the SIFT tax rate was due the increase in the general corporate taxation rate from 10.0% to 11.0% enacted by the British Columbia government effective April 1, 2013, resulting in blended SIFT tax rate of 25.75% for 2013, versus the 26.00% rate for 2014. Deferred taxes decreased by \$61,000 due to changes in the temporary differences between the accounting and tax bases of the Keg Rights owned by the Partnership.

## **PROFIT (LOSS) AND COMPREHENSIVE INCOME (LOSS)**

Profit increased by \$791,000 from a profit of \$6,538,000 (57.6 cents/Fund unit) during the nine months ended September 30, 2013 to a profit of \$7,329,000 (64.6 cents/Fund unit) during the comparable period of 2014, mostly due to the increase in the non-cash fair value adjustment of the Exchangeable unit liability.

## **DISTRIBUTABLE CASH**

Distributable cash before SIFT tax increased by \$386,000 from \$11,182,000 (98.5 cents/Fund unit) to \$11,568,000 (\$1.019/Fund unit) during the comparable period. Cash available for distribution to Fund unitholders increased by \$173,000 from \$8,490,000 (74.8 cents/Fund unit) to \$8,663,000 (76.3 cents/Fund unit) during the comparable period. The difference between the Fund's earnings and distributable cash is due to non-cash items such as amortization, fair value adjustments, and deferred income taxes included in the Fund's net earnings, as well as changes in non-cash working capital balances.

## **DISTRIBUTIONS TO FUND UNITHOLDERS**

Distributions of \$8,175,000 (72.0 cents/Fund unit) were paid to Fund unitholders in the nine-month periods of both 2014 and 2013.

## **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. During the quarter, the Fund generated \$2,815,000 in distributable cash and paid distributions of \$2,725,000 to public unitholders, resulting in a surplus of \$90,000. Year to date, the Fund generated \$8,663,000 in distributable cash and paid distributions of \$8,175,000 to public unitholders, resulting in a surplus of \$488,000. The cumulative surplus since the inception of the Fund is \$694,000 as at September 30, 2014. The Fund has cash on hand of \$1,504,000 and a positive working capital balance of \$2,588,000 as at September 30, 2014.

## **TERM LOAN**

The Trust has a \$14 million non-revolving term loan facility, which bears interest at bank prime plus 1.25% 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 28, 2013, the Fund amended the terms of this loan with its existing banking syndicate and the maturity date was extended to July 1, 2016. The term loan held by the Trust is subject to certain financial covenants, including minimum equity amounts in both the Trust and the Partnership, and a minimum Partnership cash flow level defined as profit (loss) before interest, fair value adjustments, taxes, depreciation and amortization ("EBITDA"). As at September 30, 2014, the Trust and Partnership are in compliance with all financial covenants associated with this facility.

## **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 1.25% 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. As at September 30, 2014, the entire \$1 million facility is available for use.

## **INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Chief Executive Officer and Chief Financial Officer of The Keg GP Ltd., managing general partner of the Partnership and administrator to the Fund, have designed or caused to be designed under their supervision, internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS and applicable securities legislation.

The control framework used to design the internal controls over financial reporting is “Internal Control – Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in 1992. There have been no significant changes to the internal control over financial reporting for the quarter ended September 30, 2014, that have had or are reasonably likely to have a material effect on the Fund’s internal controls over financial reporting.

In 2013, the COSO updated its Internal Control – Integrated Framework (the “Framework”). The updated Framework enhances and will replace the original framework version on December 15, 2014. The Fund is in the process of evaluating the impact of the change to comply with the updated Framework.

It should be noted that a control system, including the Fund’s disclosure and internal controls and procedures, no matter how well conceived, can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met and it should not be expected that the disclosure and internal controls and procedures will prevent all errors or fraud.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Fund’s condensed consolidated interim financial statements in conformity with IFRS requires estimates and judgements to be made that affect the reported amounts of assets and liabilities, income and expenses, and related disclosures. These estimates are based on historical experience and knowledge of economics, market factors and the restaurant industry along with various other assumptions that are believed to be reasonable under the circumstances.

There have been no significant changes in the accounting estimates from those described in the Management’s Discussion and Analysis for the year ended December 31, 2013.

## **DEFERRED TAX EXPENSE**

The Fund uses the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of changes in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment of such changes.

The determination of deferred taxes requires the use of judgement and estimates. If certain judgements or estimates prove to be inaccurate, or if certain tax rates or laws change, the Fund’s results of operations and financial position could be materially impacted.

## CURRENT INCOME TAX EXPENSE

The Fund estimates its liability for current income taxes (SIFT tax) by determining its share of the Partnership's taxable income and applying the current SIFT tax rate. The Fund's share of the Partnership taxable income involves certain assumptions which may differ from actual results at the end of the Fund's tax year. There is also the possibility that the Fund's tax rate could change.

## KEG RIGHTS

The Fund carries the Keg Rights at historical cost comprising the amount of consideration paid for the Keg Rights in 2002 as part of the Fund's IPO, as well as the value of additional sales of net new Keg restaurants added to the Royalty Pool since inception. The value of the gross sales of new Keg restaurants added to the Royalty Pool is determined on a formula basis that is designed to estimate the present value of the cash flows due to the Fund as a result of the sales of these new Keg restaurants being added to the Royalty Pool. As such, the calculation is dependent on a number of variables including the estimated long-term sales of the new Keg restaurants and a discount rate. The value assigned to the sales of net new Keg restaurants, and as a result, the value assigned to the Keg Rights, could differ from actual results.

## EXCHANGEABLE UNIT FAIR VALUE ADJUSTMENT

The Fund is required under IFRS to classify the Exchangeable units as a financial liability at fair value. This requires that the Fund uses a valuation technique to determine the fair value of the Exchangeable units at the applicable reporting dates. The Fund estimates the fair value of this financial liability using the Fund's market capitalization at the end of the applicable period and allocating KRL's entitlement based upon its percentage ownership of the Fund on a fully-diluted basis as at September 30, 2014.

As at September 30, 2014, the closing price of a Fund unit was \$16.65 resulting in a market capitalization of \$243.6 million. KRL's 22.39% ownership of the Fund (on a fully-diluted basis) was calculated to be \$54.5 million. This valuation technique may not represent the actual value of the financial liability should such Exchangeable units be extinguished, and changes in the distribution rate on the Exchangeable units and the yield of the Fund's units could materially impact the Fund's financial position and results of operations.

## NEW ACCOUNTING POLICIES

Effective January 1, 2014, the following amendment has been adopted by the Fund:

### IAS 32 FINANCIAL INSTRUMENTS: PRESENTATION ("IAS 32")

IAS 32, *Financial Instruments: Presentation*, has been amended to include additional presentation requirements for financial assets and financial liabilities that can be offset in the statement of financial position. The adoption of these amendments did not have a material impact on the financial statements.

## FINANCIAL INSTRUMENTS

The Fund's financial instruments consist of cash, royalty fee receivable from KRL, interest on note receivable from KRL, note receivable from KRL, accounts payable and accrued liabilities, interest payable on the term loan, distributions payable to Fund unitholders, distributions payable to KRL, Class C Partnership unit liability 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 that there is no significant value applicable to this feature.

## **FINANCIAL INSTRUMENTS (CONTINUED)**

The fair values of the amount due from KRL, 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 note receivable from KRL and the Class C unit liability approximate their carrying values due to the requirement of the Fund to settle the note receivable from KRL in exchange for Class C Partnership units equal to \$10.00 per Class C unit transferred. 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.

## **SALE OF CONTROLLING INTEREST IN KRL**

On February 4, 2014, Fairfax Financial Holdings Limited completed the transaction to acquire a 51% interest in KRL from David Aisenstat, the sole shareholder of KRL prior to the transaction. Mr. Aisenstat will continue to hold the remaining 49% interest in KRL and he, along with the rest of the current KRL management team, will remain in operational control of KRL.

## **OUTLOOK**

In Canada, The Canadian Restaurant and Foodservice Association has estimated that sales in the full-service category, the category in which The Keg operates, increased by 5.4% in 2013 and has projected sales to increase by 4.2% in 2014. In the US, the National Restaurant Association has estimated that sales in the full-service category increased 2.3% in 2013, and has projected sales to increase by 2.6% in 2014. Given the close historical relationship between disposable income and foodservice spending, management of KRL expects that as economic conditions continue to improve in North America, so will sales in the full-service category of the restaurant industry.

While management of KRL does not expect a significant improvement in economic conditions 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 US.

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. 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 continue to 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 forty years. KRL has opened two corporate and two franchised restaurants in Canada between October 3, 2013 and October 2, 2014, which will be added to the Royalty Pool on January 1, 2015. Management of KRL have advised the Trustees that subsequent to October 2, 2014, it has opened one corporate restaurant, in Vancouver, British Columbia. Management of KRL have further advised that it currently expects to open five additional restaurants consisting of three corporate and two franchised restaurants in Canada, prior to October 2, 2015, which will be added to the Royalty pool on January 1, 2016. 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.

## **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 US, 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 continues to monitor any cases of mad cow disease found in North America. The continued widespread testing of herds confirms that these were isolated cases; the risk to human health appears to be negligible. Most importantly to The Keg, there has not been any significant negative consumer reaction to beef in North America and there has not been a material impact on its restaurant traffic. KRL has maintained an uninterrupted supply of quality beef that meets its demanding specifications despite previous border closures. Management of KRL expects the demand for beef to remain strong among consumers and its supply to continue uninterrupted.

### **FLUCTUATIONS IN FOREIGN EXCHANGE RATES**

KRL presently has 14 restaurants located in the US, all of which are corporately owned through its wholly owned subsidiaries. Keg restaurants located in the US generate sales in US 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 US, which will affect the amount of the royalty.

## FORWARD LOOKING INFORMATION

Certain information included in this report contains forward-looking statements within the meaning of applicable securities laws. These statements include, but are not limited to, statements made in the Overview, Outlook, Competitive Strength and Growth, The Royalty Pool, Distributions to Unitholders, and Critical Accounting Estimates sections and other statements concerning the Fund's business plans and objectives, activities and management's beliefs, plans, estimates and intentions, and similar statements concerning the Fund's anticipated future events, results, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "should", "plan", "continue", or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. All forward-looking statements in this Management's Discussion and Analysis are qualified by these cautionary statements.

These forward looking statements are not guarantees of future events or performance and, by their nature, are based on the Fund's current estimates and assumptions, which are subject to risks and uncertainties, including those described in this Management's Discussion and Analysis, which could cause actual events or results to differ materially from the forward looking statements made in this Management's Discussion and Analysis. Those risks and uncertainties include, but are not limited to:

- changes in national and local business and economic conditions that may affect competition in the restaurant industry, changes in demographic trends, or changes in consumer preferences and discretionary spending patterns;
- availability and quality of raw materials;
- growth of the royalty fee and the impact on the royalty amount from the closure of Keg restaurants;
- the ability of franchisees' to generate sales and pay franchise fees and other amounts;
- dependence on key personnel;
- maintenance of strong intellectual property and brand equity;
- unexpected costs or liabilities related to changes in regulations governing alcoholic beverages, income or sales tax legislation, environmental matters or food-borne illnesses; and
- fluctuations in the foreign exchange rate between the Canadian and US dollar.

The foregoing list of factors is not exhaustive and should be considered in conjunction with the risks and uncertainties set out in KRL's Management's Discussion and Analysis for the 52 weeks ended September 29, 2013, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

Material assumptions or factors that were applied in drawing a conclusion or making an estimate set out in the forward looking information may include, but are not limited to:

- a stable pace of real estate development opportunities;
- absence of material changes in law;
- protection of the Keg Rights;
- continued access to financing by each of KRL and its franchisees;
- no unexpected closings of Keg restaurants that will have a material adverse affect on the royalty amount; and
- expectations related to future general economic conditions.

Although the forward looking information contained in this Management's Discussion and Analysis is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward looking statements. The forward-looking information contained in this document is current only as of the date of this document and reflects current expectations regarding future events and operating performance. Except as required by law, the Fund undertakes no obligation to publicly update, supplement or revise any forward looking statement, whether as a result of new information, changing circumstances, future events or otherwise. Certain statements included in this Management's Discussion and Analysis may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than this Management's Discussion and Analysis.

## **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  
Tim Kerr

### 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  
Tim Kerr\*  
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

Neil Maclean

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E-mail: [neilm@kegrestaurants.com](mailto:neilm@kegrestaurants.com)  
Website: [www.kegincomefund.com](http://www.kegincomefund.com)