

# THE KEG ROYALTIES INCOME FUND

## YEAR END REPORT

For the year ended December 31, 2007

## TO OUR UNITHOLDERS

On behalf of the Board of Trustees, I am pleased to present the results of The Keg Royalties Income Fund (the "Fund") for the year ended December 31, 2007.

### RESULTS

The Trustees are delighted to report that The Keg has reached another sales record for 2007. The gross sales reported by the 95 Keg restaurants in the Royalty Pool were \$412,759,000 an increase of \$40,287,000 or 10.8% from 2006. Total system sales for The Keg were even more impressive at \$428,219,000 for the year, an increase of \$35,099,000 or 8.9% over the prior year. These higher system sales reflect the very successful new Keg restaurants, which opened during the period from October 3, 2005 through October 2, 2006, which were added to the Royalty Pool on January 1, 2007, as well as very strong same store sales growth of 5.5% for the year.

The Fund generated earnings before income taxes of \$12,137,000 or \$1.26/Fund unit compared with \$10,724,000 or \$1.20/Fund unit during the prior year, an increase of \$1,413,000. Distributable cash available to pay distributions to public Unitholders increased by \$1,689,000 to \$12,199,000 or \$1.27/Fund unit, from \$10,510,000 or \$1.18/Fund unit for the prior year.

### DISTRIBUTION INCREASE

On February 5, 2008, the Trustees were pleased to authorize another distribution increase to Unitholders, the seventh distribution increase since the inception of the Fund. The monthly distributions were increased by 2.9% from \$0.1035 per unit to \$0.1065 per unit, beginning with the March 2008 distribution. This equals an annualized distribution of \$1.278 per unit. The Fund's objective is to provide consistent, monthly distributions to Unitholders at the highest sustainable level, and the Fund will continue to review distribution levels on an ongoing basis to fulfill that objective.

### DISTRIBUTABLE CASH

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

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

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

On June 12, 2007, the Canadian federal government's legislation to tax publicly traded income trusts passed third reading in the House of Commons and thus the associated income tax became substantively enacted for accounting purposes. The legislation imposes a tax of 29.5% on distributions from Canadian public income trusts. The new tax is not expected to apply to the Fund until January 1, 2011 as a transition period applies to publicly traded trusts that existed prior to November 1, 2006. This rate was subsequently reduced to 28.0% for 2012 and later taxation years. Historically, the Fund had been exempt from recognizing future income tax assets and liabilities associated with temporary differences arising in the Fund and its equity accounted investment, The Keg Rights Limited Partnership. As a result of the substantive enactment of the new tax legislation, the Fund was required to give accounting recognition to these new rules and recognized a future income tax expense, and a corresponding liability, of \$1,750,000 during the current year. Future income tax expense is a non-cash item that does not affect cash flow.

## **OUTLOOK**

The Canadian Restaurant and Foodservice Association (CRFA) has projected growth in the full-service restaurant category, the category in which the Keg operates, of 3.1% in 2008. Management of KRL believes that The Keg will continue to outperform the full-service category with respect to same store sales growth.

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

Sincerely,



C.C. Woodward  
Chairman, The Keg Royalties Income Fund  
on behalf of the Board of Trustees  
February 6, 2008

## FINANCIAL HIGHLIGHTS

| (\$000's except per unit amounts)   | Oct. 1<br>to Dec. 31,<br>2007 | Oct. 1<br>to Dec. 31,<br>2006 | Jan. 1<br>to Dec. 31,<br>2007 | Jan. 1<br>to Dec. 31,<br>2006 |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <b>Restaurants in the Royalty Pool</b>                                      | <b>95</b>                     | <b>91</b>                     | <b>95</b>                     | <b>91</b>                     |
| <b>Gross sales reported by Keg restaurants<br/>in the Royalty Pool.....</b> | <b><u>\$ 103,541</u></b>      | <b><u>\$ 98,684</u></b>       | <b><u>\$ 412,759</u></b>      | <b><u>\$ 372,472</u></b>      |
| Royalty income <sup>(1)</sup> .....   | \$ 4,246                      | \$ 4,038                      | \$ 16,827                     | \$ 15,097                     |
| Partnership expenses <sup>(2)</sup> .....                                   | (77)                          | (105)                         | (369)                         | (456)                         |
| Partnership earnings .....  | 4,169                         | 3,933                         | 16,458                        | 14,641                        |
| KRL's interest <sup>(3)</sup> .....   | (1,919)                       | (1,876)                       | (7,696)                       | (7,306)                       |
| <b>Equity income <sup>(4)</sup> .....</b>                                   | <b>2,250</b>                  | <b>2,057</b>                  | <b>8,762</b>                  | <b>7,335</b>                  |
| Interest income <sup>(5)</sup> .....  | 1,090                         | 1,083                         | 4,318                         | 4,289                         |
| <b>Total income .....</b>   | <b>3,340</b>                  | <b>3,140</b>                  | <b>13,080</b>                 | <b>11,624</b>                 |
| Interest and financing expenses <sup>(6)</sup> .....                        | (240)                         | (234)                         | (943)                         | (900)                         |
| <b>Earnings before income taxes .....</b>                                   | <b><u>\$ 3,100</u></b>        | <b><u>\$ 2,906</u></b>        | <b><u>\$ 12,137</u></b>       | <b><u>\$ 10,724</u></b>       |
| <b>Net earnings <sup>(7)</sup> .....</b>                                    | <b><u>\$ 3,200</u></b>        | <b><u>\$ 2,906</u></b>        | <b><u>\$ 10,387</u></b>       | <b><u>\$ 10,724</u></b>       |
| <b>Distributable cash <sup>(8)</sup> .....</b>                              | <b><u>\$ 2,940</u></b>        | <b><u>\$ 2,636</u></b>        | <b><u>\$ 12,199</u></b>       | <b><u>\$ 10,510</u></b>       |
| <b>Distributions paid .....</b>   | <b><u>\$ 2,962</u></b>        | <b><u>\$ 2,597</u></b>        | <b><u>\$ 11,463</u></b>       | <b><u>\$ 10,078</u></b>       |
| <b>Earnings before income taxes per Fund unit <sup>(9)</sup> .....</b>      | <b><u>\$ .319</u></b>         | <b><u>\$ .321</u></b>         | <b><u>\$ 1.263</u></b>        | <b><u>\$ 1.200</u></b>        |
| <b>Earnings per Fund unit <sup>(9)</sup> .....</b>                          | <b><u>\$ .330</u></b>         | <b><u>\$ .321</u></b>         | <b><u>\$ 1.081</u></b>        | <b><u>\$ 1.200</u></b>        |
| <b>Distributable cash per Fund unit <sup>(8)(9)</sup> .....</b>             | <b><u>\$ .303</u></b>         | <b><u>\$ .291</u></b>         | <b><u>\$ 1.269</u></b>        | <b><u>\$ 1.176</u></b>        |
| <b>Distributions paid per Fund unit <sup>(9)</sup> .....</b>                | <b><u>\$ .305</u></b>         | <b><u>\$ .287</u></b>         | <b><u>\$ 1.193</u></b>        | <b><u>\$ 1.128</u></b>        |
| <b>Payout Ratio <sup>(10)</sup> .....</b>                                   | <b><u>100.8%</u></b>          | <b><u>98.5%</u></b>           | <b><u>94.0%</u></b>           | <b><u>95.9%</u></b>           |

Notes:

- <sup>(1)</sup> The Fund, indirectly through the Partnership, earns royalty income equal to 4% of gross sales of Keg restaurants in the Royalty Pool.
- <sup>(2)</sup> The Fund, indirectly through the Partnership, incurs administrative expenses and interest on an operating line of credit, to the extent utilized.
- <sup>(3)</sup> Represents the interest of KRL in the earnings of the Partnership from the Class A, entitled Class B and Class C Partnership units. The Class A and entitled Class B Partnership units are exchangeable into Fund units on a one-for-one basis.
- <sup>(4)</sup> The Fund directly earns equity income from its investment in the Partnership.
- <sup>(5)</sup> The Fund directly earns interest income on the \$57.0 million Keg Loan, with interest income accruing at 7.5% per annum, payable monthly.
- <sup>(6)</sup> The Fund directly incurs interest expenses on the long-term debt and amortization of deferred financing charges.
- <sup>(7)</sup> Net earnings for the three and twelve months ended December 31, 2007 reflect the non-cash future income tax recovery of \$.100 million and the non-cash future income tax expense of \$1.750 million respectively, related to the new tax legislation.
- <sup>(8)</sup> Distributable cash is defined as Standardized Distributable Cash which is the periodic cash flows from operating activities as reported in the GAAP financial statements, including the effects of changes in non-cash working capital.
- <sup>(9)</sup> All per unit amounts are calculated based on the weighted average number of Fund units outstanding, which are those units held by public unitholders during the respective period. The weighted average numbers of Fund units outstanding for the three months ended December 31, 2007 were 9,703,500 (three months ended December 31, 2006 – 9,053,500) and for the year ended December 31, 2007 were 9,610,897 (year ended December 31, 2006 - 8,934,185).
- <sup>(10)</sup> Payout ratio is computed as the ratio of aggregate cash distributions paid during the period (numerator) to the aggregate Standardized Distributable Cash of the period (denominator).
- <sup>(11)</sup> Same Store Sales Growth (“SSSG”) is the overall increase in gross sales from Keg restaurants (that operated during the entire period of both the current and the prior year) as compared to gross sales for the same period of the prior year.

## SUMMARY OF QUARTERLY RESULTS

| (\$000's except per unit amounts)  | Q4<br>2007               | Q3<br>2007               | Q2<br>2007               | Q1<br>2007               |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| <b>Restaurants in the Royalty Pool</b>                                       | <b>95</b>                | <b>95</b>                | <b>95</b>                | <b>95</b>                |
| <b>Gross sales reported by Keg restaurants<br/>in the Royalty Pool</b> ..... | <b><u>\$ 103,541</u></b> | <b><u>\$ 102,994</u></b> | <b><u>\$ 100,984</u></b> | <b><u>\$ 105,239</u></b> |
| Royalty income <sup>(1)</sup> .....  | \$ 4,246                 | \$ 4,211                 | \$ 4,110                 | \$ 4,260                 |
| Partnership expenses <sup>(2)</sup> .....                                    | (77)                     | (97)                     | (93)                     | (102)                    |
| Partnership earnings .....   | 4,169                    | 4,114                    | 4,017                    | 4,158                    |
| KRL's interest <sup>(3)</sup> .....  | (1,919)                  | (2,016)                  | (1,835)                  | (1,926)                  |
| <b>Equity income</b> <sup>(4)</sup> .....                                    | <b>2,250</b>             | <b>2,098</b>             | <b>2,182</b>             | <b>2,232</b>             |
| Interest income <sup>(5)</sup> .....   | 1,090                    | 1,090                    | 1,077                    | 1,061                    |
| <b>Total income</b> .....  | <b>3,340</b>             | <b>3,188</b>             | <b>3,259</b>             | <b>3,293</b>             |
| Interest and financing expenses <sup>(6)</sup> .....                         | (240)                    | (242)                    | (232)                    | (229)                    |
| <b>Earnings before income taxes</b> .....                                    | <b><u>\$ 3,100</u></b>   | <b><u>\$ 2,946</u></b>   | <b><u>\$ 3,027</u></b>   | <b><u>\$ 3,064</u></b>   |
| <b>Net earnings</b> <sup>(7)</sup> .....                                     | <b><u>\$ 3,200</u></b>   | <b><u>\$ 2,871</u></b>   | <b><u>\$ 1,252</u></b>   | <b><u>\$ 3,064</u></b>   |
| <b>Distributable cash</b> <sup>(8)</sup> .....                               | <b><u>\$ 2,940</u></b>   | <b><u>\$ 3,183</u></b>   | <b><u>\$ 3,022</u></b>   | <b><u>\$ 3,055</u></b>   |
| <b>Distributions paid</b> .....  | <b><u>\$ 2,962</u></b>   | <b><u>\$ 2,937</u></b>   | <b><u>\$ 2,881</u></b>   | <b><u>\$ 2,682</u></b>   |
| <b>Earnings before income taxes per Fund unit</b> <sup>(9)</sup> .....       | <b><u>\$ .319</u></b>    | <b><u>\$ .304</u></b>    | <b><u>\$ .312</u></b>    | <b><u>\$ .328</u></b>    |
| <b>Earnings per Fund unit</b> <sup>(9)</sup> .....                           | <b><u>\$ .330</u></b>    | <b><u>\$ .296</u></b>    | <b><u>\$ .129</u></b>    | <b><u>\$ .328</u></b>    |
| <b>Distributable cash per Fund unit</b> <sup>(8)(9)</sup> .....              | <b><u>\$ .303</u></b>    | <b><u>\$ .328</u></b>    | <b><u>\$ .311</u></b>    | <b><u>\$ .328</u></b>    |
| <b>Distributions paid per Fund unit</b> <sup>(9)</sup> .....                 | <b><u>\$ .305</u></b>    | <b><u>\$ .303</u></b>    | <b><u>\$ .297</u></b>    | <b><u>\$ .288</u></b>    |
| <b>Payout Ratio</b> <sup>(10)</sup> .....                                    | <b><u>100.8%</u></b>     | <b><u>92.3%</u></b>      | <b><u>95.3%</u></b>      | <b><u>87.8%</u></b>      |
| <b>SSSG Canada</b> <sup>(11)</sup> .....                                     | <b>2.8%</b>              | <b>9.5%</b>              | <b>11.0%</b>             | <b>8.1%</b>              |
| <b>SSSG United States</b> <sup>(11)</sup> .....                              | <b>(2.2)%</b>            | <b>1.9%</b>              | <b>5.4%</b>              | <b>3.8%</b>              |
| <b>SSSG Consolidated</b> <sup>(11)</sup> .....                               | <b>(0.4)%</b>            | <b>7.2%</b>              | <b>9.7%</b>              | <b>7.6%</b>              |
| <b>Restaurants Opened</b> .....  | --                       | --                       | --                       | 1                        |
| <b>Restaurants Closed</b> .....  | --                       | --                       | --                       | --                       |
| <b>Restaurants Relocated</b> .....   | --                       | 1                        | --                       | 2                        |
| <b>Net Restaurants Opened (Closed)</b> .....                                 | --                       | --                       | --                       | 1                        |

## SUMMARY OF QUARTERLY RESULTS

| (\$000's except per unit amounts)  | Q4<br>2006              | Q3<br>2006              | Q2<br>2006              | Q1<br>2006              |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| <b>Restaurants in the Royalty Pool</b>                                       | <b>91</b>               | <b>91</b>               | <b>91</b>               | <b>91</b>               |
| <b>Gross sales reported by Keg restaurants<br/>in the Royalty Pool</b> ..... | <b><u>\$ 98,684</u></b> | <b><u>\$ 91,564</u></b> | <b><u>\$ 88,266</u></b> | <b><u>\$ 93,957</u></b> |
| Royalty income <sup>(1)</sup> .....  | \$ 4,038                | \$ 3,734                | \$ 3,564                | \$ 3,761                |
| Partnership expenses <sup>(2)</sup> .....                                    | (105)                   | (94)                    | (120)                   | (138)                   |
| Partnership earnings .....   | 3,933                   | 3,640                   | 3,444                   | 3,623                   |
| KRL's interest <sup>(3)</sup> .....  | (1,876)                 | (1,880)                 | (1,726)                 | (1,823)                 |
| <b>Equity income <sup>(4)</sup></b> .....                                    | <b>2,057</b>            | <b>1,760</b>            | <b>1,718</b>            | <b>1,800</b>            |
| Interest income <sup>(5)</sup> .....   | 1,083                   | 1,081                   | 1,069                   | 1,056                   |
| <b>Total income</b> .....  | <b>3,140</b>            | <b>2,841</b>            | <b>2,787</b>            | <b>2,856</b>            |
| Interest and financing expenses <sup>(6)</sup> .....                         | (234)                   | (235)                   | (226)                   | (205)                   |
| <b>Earnings before income taxes</b> .....                                    | <b><u>\$ 2,906</u></b>  | <b><u>\$ 2,606</u></b>  | <b><u>\$ 2,561</u></b>  | <b><u>\$ 2,651</u></b>  |
| <b>Net earnings <sup>(7)</sup></b> .....                                     | <b><u>\$ 2,906</u></b>  | <b><u>\$ 2,606</u></b>  | <b><u>\$ 2,561</u></b>  | <b><u>\$ 2,651</u></b>  |
| <b>Distributable cash <sup>(8)</sup></b> .....                               | <b><u>\$ 2,636</u></b>  | <b><u>\$ 2,735</u></b>  | <b><u>\$ 2,812</u></b>  | <b><u>\$ 2,328</u></b>  |
| <b>Distributions paid</b> .....  | <b><u>\$ 2,597</u></b>  | <b><u>\$ 2,562</u></b>  | <b><u>\$ 2,545</u></b>  | <b><u>\$ 2,374</u></b>  |
| <br>   |                         |                         |                         |                         |
| <b>Earnings before income taxes per Fund unit <sup>(9)</sup></b> .....       | <b><u>\$ .321</u></b>   | <b><u>\$ .288</u></b>   | <b><u>\$ .283</u></b>   | <b><u>\$ .309</u></b>   |
| <b>Earnings per Fund unit <sup>(9)</sup></b> .....                           | <b><u>\$ .321</u></b>   | <b><u>\$ .288</u></b>   | <b><u>\$ .283</u></b>   | <b><u>\$ .309</u></b>   |
| <b>Distributable cash per Fund unit <sup>(8)(9)</sup></b> .....              | <b><u>\$ .291</u></b>   | <b><u>\$ .302</u></b>   | <b><u>\$ .311</u></b>   | <b><u>\$ .272</u></b>   |
| <b>Distributions paid per Fund unit <sup>(9)</sup></b> .....                 | <b><u>\$ .287</u></b>   | <b><u>\$ .283</u></b>   | <b><u>\$ .281</u></b>   | <b><u>\$ .277</u></b>   |
| <br>   |                         |                         |                         |                         |
| <b>Payout Ratio <sup>(10)</sup></b> .....                                    | <b><u>98.5%</u></b>     | <b><u>93.7%</u></b>     | <b><u>90.5%</u></b>     | <b><u>102.0%</u></b>    |
| <br>   |                         |                         |                         |                         |
| <b>SSSG Canada <sup>(11)</sup></b> .....                                     | <b>10.5%</b>            | <b>8.9%</b>             | <b>6.0%</b>             | <b>9.4%</b>             |
| <b>SSSG United States <sup>(11)</sup></b> .....                              | <b>7.9%</b>             | <b>7.1%</b>             | <b>5.0%</b>             | <b>9.2%</b>             |
| <b>SSSG Consolidated <sup>(11)</sup></b> .....                               | <b>9.6%</b>             | <b>7.3%</b>             | <b>3.7%</b>             | <b>8.1%</b>             |
| <br>   |                         |                         |                         |                         |
| <b>Restaurants Opened</b> .....  | --                      | 3                       | --                      | 2                       |
| <b>Restaurants Closed</b> .....  | --                      | --                      | 1                       | 1                       |
| <b>Restaurants Relocated</b> .....   | --                      | --                      | --                      | --                      |
| <b>Net Restaurants Opened (Closed)</b> .....                                 | --                      | 3                       | (1)                     | 1                       |

## SELECTED ANNUAL INFORMATION

|  | Year<br>Ended<br>Dec. 31,<br>2007 | Year<br>Ended<br>Dec. 31,<br>2006 | Year<br>Ended<br>Dec. 31,<br>2005 |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| (\$000's except per unit amounts)  |                                   |                                   |                                   |
| <b>Restaurants in the Royalty Pool</b>                                       | <b>95</b>                         | <b>91</b>                         | <b>86</b>                         |
| <b>Gross sales reported by Keg restaurants<br/>in the Royalty Pool</b> ..... | <b>\$ 412,759</b>                 | <b>\$ 372,472</b>                 | <b>\$ 325,717</b>                 |
| Royalty income <sup>(1)</sup> .....  | \$ 16,827                         | \$ 15,097                         | \$ 13,138                         |
| Partnership expenses <sup>(2)</sup> .....                                    | (369)                             | (456)                             | (441)                             |
| Partnership earnings .....   | 16,458                            | 14,641                            | 12,697                            |
| KRL's interest <sup>(3)</sup> .....  | (7,696)                           | (7,306)                           | (6,965)                           |
| <b>Equity income <sup>(4)</sup></b> .....                                    | <b>8,762</b>                      | <b>7,335</b>                      | <b>5,732</b>                      |
| Interest income <sup>(5)</sup> .....   | 4,318                             | 4,289                             | 4,281                             |
| <b>Total income</b> .....  | <b>13,080</b>                     | <b>11,624</b>                     | <b>10,013</b>                     |
| Interest and financing expenses <sup>(6)</sup> .....                         | (943)                             | (900)                             | (711)                             |
| <b>Earnings before income taxes</b> .....                                    | <b>\$ 12,137</b>                  | <b>\$ 10,724</b>                  | <b>\$ 9,302</b>                   |
| <b>Net earnings <sup>(7)</sup></b> .....                                     | <b>\$ 10,387</b>                  | <b>\$ 10,724</b>                  | <b>\$ 9,302</b>                   |
| <b>Distributable cash <sup>(8)</sup></b> .....                               | <b>\$ 12,199</b>                  | <b>\$ 10,510</b>                  | <b>\$ 8,799</b>                   |
| <b>Distributions paid</b> .....  | <b>\$ 11,463</b>                  | <b>\$ 10,078</b>                  | <b>\$ 9,001</b>                   |
| <br>   |                                   |                                   |                                   |
| <b>Earnings before income taxes per Fund unit <sup>(9)</sup></b> .....       | <b>\$ 1.263</b>                   | <b>\$ 1.200</b>                   | <b>\$ 1.124</b>                   |
| <b>Earnings per Fund unit <sup>(9)</sup></b> .....                           | <b>\$ 1.081</b>                   | <b>\$ 1.200</b>                   | <b>\$ 1.124</b>                   |
| <b>Distributable cash per Fund unit <sup>(8)(9)</sup></b> .....              | <b>\$ 1.269</b>                   | <b>\$ 1.176</b>                   | <b>\$ 1.063</b>                   |
| <b>Distributions paid per Fund unit <sup>(9)</sup></b> .....                 | <b>\$ 1.193</b>                   | <b>\$ 1.128</b>                   | <b>\$ 1.087</b>                   |
| <br>   |                                   |                                   |                                   |
| <b>Payout Ratio <sup>(10)</sup></b> .....                                    | <b>94.0%</b>                      | <b>95.9%</b>                      | <b>102.3%</b>                     |
| <br>   |                                   |                                   |                                   |
| <b>SSSG Canada <sup>(11)</sup></b> .....                                     | <b>7.3%</b>                       | <b>8.3%</b>                       | <b>3.4%</b>                       |
| <b>SSSG United States <sup>(11)</sup></b> .....                              | <b>2.1%</b>                       | <b>7.2%</b>                       | <b>9.2%</b>                       |
| <b>SSSG Consolidated <sup>(11)</sup></b> .....                               | <b>5.5%</b>                       | <b>6.9%</b>                       | <b>3.1%</b>                       |
| <br>   |                                   |                                   |                                   |
| <b>Restaurants Opened</b> .....  | <b>1</b>                          | <b>5</b>                          | <b>3</b>                          |
| <b>Restaurants Closed</b> .....  | <b>--</b>                         | <b>2</b>                          | <b>1</b>                          |
| <b>Restaurants Relocated</b> .....   | <b>3</b>                          | <b>--</b>                         | <b>--</b>                         |
| <b>Net Restaurants Opened (Closed)</b> .....                                 | <b>1</b>                          | <b>3</b>                          | <b>2</b>                          |
| <br>   |                                   |                                   |                                   |
|  | Dec. 31,<br>2007                  | Dec. 31,<br>2006                  | Dec. 31,<br>2005                  |
| Total assets .....   | \$ 116,261                        | \$ 106,500                        | \$ 97,671                         |
| Total liabilities .....  | 16,770                            | 14,863                            | 14,836                            |

# MANAGEMENT DISCUSSION AND ANALYSIS

**For the Year Ended December 31, 2007  
As of February 6, 2008**

## OVERVIEW

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

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

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

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

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

KRL’s interest in the earnings of the Partnership is from its ownership of Class A, entitled Class B and Class C Partnership units. The Class A and entitled Class B Partnership units are exchangeable into Fund units on a one-for-one basis in certain circumstances. On July 4, 2005, KRL exchanged 250,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 8,403,500 and on July 6, 2005, sold these 250,000 Fund units through the facilities of the Toronto Stock Exchange. On March 9, 2006, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,053,500 and on March 14, 2006, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange. On February 22, 2007, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,703,500 and on February 23, 2007, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange. As of December 31, 2007, KRL owned 2,667,469 of the entitled exchangeable units of the Partnership or the equivalent of 21.56% of the Fund units on a fully diluted basis.

## **OVERVIEW (CONTINUED)**

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

On June 12, 2007, the Canadian federal government's legislation to tax publicly traded income trusts passed third reading in the House of Commons and thus the associated income tax became substantively enacted for accounting purposes. The legislation imposes a tax of 29.5% on distributions from Canadian public income trusts. The new tax is not expected to apply to the Fund until January 1, 2011 as a transition period applies to publicly traded trusts that existed prior to November 1, 2006. This rate was subsequently reduced to 28% for 2012 and later taxation years. Historically, the Fund had been exempt from recognizing future income tax assets and liabilities associated with temporary differences arising in the Fund and its equity accounted investment, The Keg Rights Limited Partnership. As a result of the substantive enactment of the new tax legislation, the Fund has recognized future income tax assets and liabilities that are expected to reverse subsequent to January 1, 2011. Future income tax expense is a non-cash item that does not affect cash flow.

## **THE ROYALTY POOL**

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

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

The total number of Keg restaurants included in the Royalty Pool has increased from the 80 Keg restaurants in existence on March 31, 2002, to 95 as of December 31, 2007. Twenty-seven new Keg restaurants that opened during the period from April 1, 2002, through October 2, 2006, with annual gross sales of \$128.0 million have been added to the Royalty Pool. Twelve permanently closed Keg restaurants with annual sales of \$30.5 million have been removed from the Royalty Pool. This has resulted in a net increase in Royalty Pool sales of \$97.5 million annually and KRL receiving a cumulative Additional Entitlement equivalent to 3,311,525 Fund units as of December 31, 2007.

On January 1, 2008 four new Keg restaurants that opened during the period from October 3, 2006 to October 2, 2007 were added to the Royalty Pool. See "Subsequent Event".

## 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 Initial Public Offering to the current level of \$0.1065 per unit, an increase of 18.3%.

Year-to-date distributions were as follows:

| <b>Period</b>        | <b>Payment Date</b> | <b>Per/Unit</b> |
|----------------------|---------------------|-----------------|
| January 1-31, 2007   | February 28, 2007   | 9.56¢           |
| February 1-28, 2007  | March 30, 2007      | 9.80¢           |
| March 1-31, 2007     | April 30, 2007      | 9.80¢           |
| April 1-30, 2007     | May 31, 2007        | 9.80¢           |
| May 1-31, 2007       | June 29, 2007       | 10.09¢          |
| June 1-30, 2007      | July 31, 2007       | 10.09¢          |
| July 1-31, 2007      | August 31, 2007     | 10.09¢          |
| August 1-31, 2007    | September 28, 2007  | 10.09¢          |
| September 1-30, 2007 | October 31, 2007    | 10.09¢          |
| October 1-31, 2007   | November 30, 2007   | 10.09¢          |
| November 1-30, 2007  | December 31, 2007   | 10.35¢          |
| December 1-31, 2007  | January 31, 2008*   | 10.35¢          |

\*Paid subsequent to the period

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

Since inception, the Fund has generated \$53,991,000 of distributable cash and has paid cumulative distributions of \$53,290,000, which resulted in a cumulative surplus of \$701,000. The cumulative payout ratio (the ratio of cumulative cash distributions paid since inception to the cumulative standardized distributable cash generated since inception) is 98.7%.

## OWNERSHIP OF THE FUND

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

|  | Dec. 31, 2007 <sup>(1)</sup> |                   | Dec. 31, 2006         |                   |
|--|------------------------------|-------------------|-----------------------|-------------------|
|  | #                            | %                 | #                     | %                 |
| Fund units held by public unitholders <sup>(2)</sup> ..... | 9,703,500                    | 78.44             | 9,053,500             | 78.39             |
| Exchangeable Partnership units held by KRL: <sup>(3)</sup> |                              |                   |                       |                   |
| Class A units <sup>(4)</sup> .....                         | 905,944                      | 7.32              | 905,944               | 7.84              |
| Class B units <sup>(5)</sup> .....                         | <u>1,761,525</u>             | <u>14.24</u>      | <u>1,589,280</u>      | <u>13.77</u>      |
| Total Exchangeable Partnership units <sup>(6)</sup> .....  | <u>2,667,469</u>             | <u>21.56</u>      | <u>2,495,224</u>      | <u>21.61</u>      |
| <br>Total Fund and Exchangeable Partnership units.....     | <br><u>12,370,969</u>        | <br><u>100.00</u> | <br><u>11,548,724</u> | <br><u>100.00</u> |

Notes:

<sup>(1)</sup> Information is current as of December 31, 2007.

<sup>(2)</sup> Represents the public's total effective ownership of the Fund as of December 31, 2007 and 2006. The public's average effective ownership of the Fund (based on the weighted average number of Fund units held by public unitholders during the respective period) was 78.44% during the three months ended December 31, 2007 (three months ended December 31, 2006 – 78.39%) and 77.69% during the year ended December 31, 2007 (year ended December 31, 2006 – 77.36%). The weighted average number of Fund units outstanding for the three months ended December 31, 2007 was 9,703,500 (three months ended December 31, 2006 – 9,053,500) and for the year ended December 31, 2007 was 9,610,897 (year ended December 31, 2006 – 8,934,185). On March 9, 2006, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,053,500 and on March 14, 2006, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange. On February 22, 2007, KRL exchanged 650,000 Class B units of the Partnership for an equal amount of Fund units, increasing the number of issued and outstanding Fund units to 9,703,500 and on February 23, 2007, sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange.

<sup>(3)</sup> Exchangeable into Fund units on a one-for-one basis. Class D Partnership units are also exchangeable into Fund units on a one-for-one basis, but may only be issued after all Class B units have become fully entitled. As at December 31, 2007, no Class D Partnership units have been issued.

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

<sup>(5)</sup> KRL is the registered holder of 1,826,700 Class B units as of the date hereof, although only a portion of such are entitled to proportionate distributions from the Partnership, which as at December 31, 2007 comprised 1,761,525 Class B units and as at December 31, 2006 comprised 1,589,280 Class B units. This cumulative entitlement is as a result of adding net sales to the Royalty Pool on an annual basis.

<sup>(6)</sup> Represents KRL's total effective ownership of the Fund as of December 31, 2007 and 2006. KRL's average effective ownership of the Fund (based on the weighted average number of Fund and exchangeable units held by KRL during the respective period) was 21.56% during the three months ended December 31, 2007 (three months ended December 31, 2006 – 21.61%) and 22.31% during the year ended December 31, 2007 (year ended December 31, 2006 – 22.64%).

## 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    |                   | 52 weeks ended    |                   |
|---|-------------------|-------------------|-------------------|-------------------|
|   | Dec. 30,<br>2007  | Dec. 31,<br>2006  | Dec. 30,<br>2007  | Dec. 31,<br>2006  |
| Corporate Keg restaurants .....                 | \$ 54,733         | \$ 53,466         | \$ 213,620        | \$ 195,100        |
| Franchised Keg restaurants <sup>(1)</sup> ..... | <u>54,162</u>     | <u>52,891</u>     | <u>214,599</u>    | <u>198,020</u>    |
| Total system sales .....                        | <u>\$ 108,895</u> | <u>\$ 106,357</u> | <u>\$ 428,219</u> | <u>\$ 393,120</u> |

Notes:

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

## FOURTH QUARTER

System sales for the 13 weeks ended December 30, 2007 were \$108.9 million compared to \$106.4 million for the 13 weeks ended December 31, 2006, an increase of \$2.5 million or 2.4%. During the 13 weeks ended December 30, 2007 no new restaurants were opened and no restaurants were closed. During the 13 weeks ended December 31, 2006, no new restaurants were opened and no restaurants were closed. As of December 30, 2007, there were a total of 96 Keg restaurants as compared with 95 restaurants at December 31, 2006.

The Keg's same store sales (sales of restaurants that operated during the entire 13-week period of both the current year and the prior year) increased by 2.8% in Canada and decreased by 2.2% in the United States. After translating the sales of the U.S. restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 13-week period decreased by 0.4%. The average exchange rate moved from 1.14 in KRL's first quarter of fiscal 2007 to 0.98 in KRL's first quarter of fiscal 2008, significantly reducing the Canadian dollar equivalent of the U.S. restaurant sales.

## YEAR

System sales for the 52 weeks ended December 30, 2007 were \$428.2 million compared to \$393.1 million for the 52 weeks ended December 31, 2006, an increase of \$35.1 million or 8.9%. During the 52 weeks ended December 30, 2007, one new corporate restaurant was opened, and two corporate and one franchised restaurant were relocated. During the 52 weeks ended December 31, 2006, one new corporate and four new franchised restaurants were opened, and one corporate and one franchised restaurant were closed. The closed corporate restaurant, located in Portland, Oregon, closed due to a lease expiry which had been planned as part of an ongoing property rationalization process. The closed franchised restaurant, located in Oakville, Ontario, is to be relocated to a far superior site within the year.

The Keg's same store sales (sales of restaurants that operated during the entire 52-week period of both the current year and the prior year) increased by 7.3% in Canada and by 2.1% in the United States. After translating the sales of the U.S. restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 52-week period increased by 5.5%. The average exchange rate moved from 1.13 in KRL's 52-week period December 31, 2006 to 1.07 in KRL's 52-week period December 30, 2007, significantly reducing the Canadian dollar equivalent of the U.S. restaurant sales.

## **OPERATING RESULTS**

### **FOURTH QUARTER**

#### **GROSS SALES**

Gross sales reported by the restaurants in the Royalty Pool increased from \$98,684,000 to \$103,451,000 for the comparable quarter. The increase of \$4,857,000 or 4.9% reflects both the addition of net new sales to the Royalty Pool at the beginning of the year and the same store sales increases discussed previously.

#### **ROYALTY INCOME**

Royalty income earned by the Partnership increased by \$208,000 from \$4,038,000 in the fourth quarter of 2006 to \$4,246,000 in the fourth quarter of 2007, as a result of the increase in gross sales for the reasons explained previously.

#### **PARTNERSHIP EXPENSES**

Expenses incurred by the Partnership for the three months ended December 31, 2007 were \$77,000 and included general and administrative expenses of \$78,000, and interest income on the surplus cash balances of \$1,000. The decrease of \$28,000 over the comparable quarter in 2006 was due to a decrease in general and administrative expenses of \$28,000 due to the timing of certain expenditures.

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

KRL's interest in the earnings of the Partnership from the Class A, entitled Class B and Class C Partnership units increased from \$1,876,000 for the three months ended December 31, 2006, to \$1,919,000 for the three months ended December 31, 2007. The increase of \$43,000 was primarily due to the increase in Partnership earnings as a result of the increased royalty income. This was partially offset by a decrease in KRL's average effective ownership interest in the Partnership from 21.61% during the three-month period ended December 31, 2006, to 21.56% during the three-month period ended December 31, 2007. The change in the average effective ownership of the Partnership during the period was a result of the sale of 650,000 Fund units owned by KRL on March 14, 2006, the 2007 Additional Entitlement, and the sale of an additional 650,000 Fund units owned by KRL on February 23, 2007.

#### **EQUITY INCOME**

The Fund's equity income from its investment in the Partnership increased from \$2,057,000 during the fourth quarter of 2006 to \$2,250,000 during the fourth quarter of 2007. The increase of \$193,000 is due to the net impact of the increase in royalty income of \$208,000, the decrease in Partnership expenses of \$28,000, and the increase in KRL's interest in the earnings of the Partnership of \$43,000.

#### **INTEREST INCOME**

Interest income earned by the Fund for the quarter was \$1,090,000 and included interest income on the Keg Loan of \$1,078,000 and other interest income of \$12,000. Other interest income increased by \$7,000 due to larger surplus cash balances on hand during the quarter.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$240,000 for the three months ended December 31, 2007, and included interest on the long-term debt of \$235,000 and amortization of deferred financing charges of \$5,000. Interest costs increased by \$6,000 in the quarter as a result of an increase in the average interest rate on the long-term debt from 6.50% in the fourth quarter of 2006 to 6.67% in the fourth quarter of 2007.

## EARNINGS BEFORE INCOME TAXES

Earnings before income taxes increased by \$194,000 from \$2,906,000 (32.1 cents/Fund unit) in the fourth quarter of 2006 to \$3,100,000 (31.9 cents/Fund unit) in the fourth quarter of 2007.

## FUTURE TAX RECOVERY

Future tax recovery for the three months ended December 31, 2007 was \$100,000 as a result of the new tax legislation discussed previously.

## NET EARNINGS AND COMPREHENSIVE INCOME

Net earnings increased by \$294,000 from \$2,906,000 (32.1 cents/Fund unit) in the fourth quarter of 2006 to \$3,200,000 (33.0 cents/Fund unit) in the fourth quarter of 2007 including the impact of the \$100,000 in future income tax recovery discussed previously.

## DISTRIBUTABLE CASH

Cash available for distribution to Fund unitholders increased by \$304,000 from \$2,636,000 (29.1 cents/Fund unit) to \$2,940,000 (30.3 cents/Fund unit) during the quarter. The difference between the Fund's earnings and distributable cash is due to non-cash items such as amortization and future tax expense included in the Fund's expenses, as well as changes in non-cash working capital balances.

## DISTRIBUTIONS

Distributions of \$2,597,000 (28.7 cents/ Fund unit) were paid in the fourth quarter of 2006 and \$2,962,000 (30.5 cents/ Fund unit) in the fourth quarter of 2007.

## YEAR

### GROSS SALES

Gross sales reported by the restaurants in the Royalty Pool increased from \$372,472,000 to \$412,759,000 for the year. The increase of \$40,287,000 or 10.8% reflects both the addition of net new sales to the Royalty Pool at the beginning of the year, and the same store sales increases discussed previously.

### ROYALTY INCOME

Royalty income earned by the Partnership increased by \$1,730,000 from \$15,097,000 in 2006 to \$16,827,000 in 2007, as a result of the increase in gross sales for the reasons explained previously.

## PARTNERSHIP EXPENSES

Expenses incurred by the Partnership for the year ended December 31, 2007 were \$369,000 and included general and administrative expenses of \$374,000, and interest income on the surplus cash balances of \$5,000. The decrease of \$87,000 in 2007 was due to a decrease in general and administrative expenses of \$88,000 due to a reduction in legal compliance costs, insurance costs and costs associated with the publication of the annual report as well as a decrease in interest income of \$1,000 due to lower surplus cash balances on hand during the year.

## KRL'S INTEREST

KRL's interest in the earnings of the Partnership from the Class A, entitled Class B and Class C Partnership units increased from \$7,306,000 for the year ended December 31, 2006, to \$7,696,000 for the year ended December 31, 2007. The increase of \$390,000 was primarily due to the increase in Partnership earnings as a result of the increased royalty income. This was partially offset by a decrease in KRL's average effective ownership interest in the Partnership from 22.64% during the year ended December 31, 2006, to 22.31% during the year ended December 31, 2007. The change in the average effective ownership of the Partnership during the period was a result of the sale of 650,000 Fund units owned by KRL on March 14, 2006, the 2007 Additional Entitlement, and the sale of an additional 650,000 Fund units owned by KRL on February 23, 2007.

## EQUITY INCOME

The Fund's equity income from its investment in the Partnership increased from \$7,335,000 during 2006 to \$8,762,000 during 2007. The increase of \$1,427,000 is due to the net impact of the increase in royalty income of \$1,730,000, the decrease in Partnership expenses of \$87,000, and the increase in KRL's income in the earnings of the Partnership of \$390,000.

## INTEREST INCOME

Interest income earned by the Fund for the year was \$4,318,000 and included interest income on the Keg Loan of \$4,275,000, and other interest income of \$43,000. Other interest income increased by \$29,000 due to larger surplus cash balances on hand during the year.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$943,000 for the year ended December 31, 2007, and included interest on the long-term debt of \$924,000, and amortization of deferred financing charges of \$19,000. Interest costs increased by \$48,000 as a result of an increase in the average interest rate on the long-term debt from 6.26% in 2006, to 6.60% in 2007. Amortization of deferred financing charges decreased by \$5,000 for the year.

## EARNINGS BEFORE INCOME TAXES

Earnings before income taxes increased by \$1,413,000 from \$10,724,000 (\$1.200/Fund unit) in 2006 to \$12,137,000 (\$1.263/Fund unit) in 2007.

## FUTURE TAX EXPENSE

Future tax expense for the year ended December 31, 2007 was \$1,750,000 as a result of the new tax legislation discussed previously.

## **NET EARNINGS AND COMPREHENSIVE INCOME**

Net earnings decreased by \$337,000 from \$10,724,000 (\$1.200 cents/Fund unit) in 2006, to \$10,387,000 (\$1.081/Fund unit) in 2007 due to the impact of the \$1,750,000 in future income tax expense discussed previously.

## **DISTRIBUTABLE CASH**

Cash available for distribution to Fund unitholders increased by \$1,689,000 from \$10,510,000 (\$1.176/Fund unit) to \$12,199,000 (\$1.269/Fund unit) during the year. The difference between the Fund's earnings and distributable cash is due to non-cash items such as amortization and future tax expense included in the Fund's expenses, as well as changes in non-cash working capital balances.

## **DISTRIBUTIONS**

Distributions of \$10,078,000 (\$1.128/Fund unit) were paid in 2006 and \$11,463,000 (\$1.193/ Fund unit) in 2007.

## **LIQUIDITY & CAPITAL RESOURCES**

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

## **TERM LOAN**

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

## **OPERATING LINE OF CREDIT**

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

## **CONTROLS AND PROCEDURES**

Disclosure controls and procedures are designed to provide reasonable assurance that relevant information is gathered and reported to Senior Management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of The Keg GP Ltd., managing general partner of the Partnership and administrator of the Fund, on a timely basis so that the appropriate decisions can be made regarding public disclosure. As of December 31, 2007, an evaluation of the effectiveness of the Fund's disclosure controls and procedures, as defined under Multilateral Instrument 52-109 ("MI 52-109") issued by the Canadian Securities Administrators, was carried out under the supervision of and with the participation of management, including the CEO and CFO. Based on that evaluation, the CEO and CFO concluded that the design and operation of these disclosure controls and procedures were effective.

## **CONTROLS AND PROCEDURES (CONTINUED)**

As of December 31, 2007, under the supervision of and with the participation of management including the CEO and CFO, internal controls over financial reporting have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

## **CRITICAL ACCOUNTING ESTIMATES**

The Fund's only critical accounting estimate is the valuation of its investment in the Partnership. As the Partnership's only significant assets are intangible assets consisting of the Keg Rights, the valuation of the Fund's investment is based primarily upon the valuation of intangible assets in the Partnership. The Keg Rights are not amortized as they have an indefinite life. The Keg GP Ltd., as the general partner of the Partnership and administrator of the Fund, reviews the carrying values of the intangible assets in the Partnership and the Fund's investment at least annually, taking into consideration any events or circumstances which may have impaired the carrying values of these items. If permanent declines in the carrying amounts are determined, these items are written down to their estimated net recoverable amount. The Keg GP Ltd. believes that there have been no declines in either the carrying value of the intangible assets in the Partnership or in the carrying value of the Fund's investment in the Partnership as of December 31, 2007.

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

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

## **FINANCIAL INSTRUMENTS**

All financial assets and derivative financial instruments, except for those financial assets classified as held-to-maturity or loans and receivables, are measured at their fair values. Financial liabilities are measured at their fair values when they are classified as held for trading purposes. Otherwise, they are measured at amortized cost. The Fund classifies its amount due KRL and the Partnership, and the note receivable from KRL, as loans and receivables, which are carried at amortized cost. The Fund's interest, distributions payable and term loan are also carried at amortized cost. The requirement of the Fund to settle its note receivable from KRL in exchange for Class C Partnership units represents a derivative instrument. The Fund has reviewed the net impact of this potential exchange requirement on its cash flows and has determined there is no significant value applicable to this feature.

## **COMPREHENSIVE INCOME**

Handbook Section 1530 establishes standards for reporting and displaying comprehensive income. Items recorded in comprehensive income are recorded net of tax. The Fund has reviewed the impact of this new standard and determined that it does not have a significant impact on the consolidated financial statements.

## CASH FLOW STATEMENTS

Amendments to CICA 1540, *Cash Flow Statements*, require entities to disclose total cash distributions on financial instruments classified as equity in accordance with a contractual agreement and the extent to which total cash distributions are non-discretionary. This disclosure requirement is effective for interim and annual financial statements for fiscal periods ending on or after March 31, 2007. The determination to declare and make payable distributions from the Fund are at the discretion of the board of Trustees of the Fund and, until declared payable by the Board of Trustees of the Fund, the Fund has no contractual requirement to pay cash distributions to unitholders of the Fund. During the three and twelve-month periods ended December 31, 2007, \$4.0 million and \$11.6 million respectively (three and twelve-months ended December 31, 2006 – \$3.5 million and \$10.2 million) in cash distributions were declared payable by the Board of Trustees of the Fund and paid to unitholders.

## ACCOUNTING CHANGES

CICA Handbook Section 1506, *Accounting Changes*, revised the standards on changes in accounting policy such that estimates or errors that require a change in accounting policy are to be applied retrospectively unless doing so is impracticable, changes in estimates are to be recorded prospectively, and prior period errors are to be corrected retrospectively. Voluntary changes in accounting policy are allowed only when they result in financial statements that provide reliable and more relevant information. In addition, these revised standards call for enhanced disclosures about the effects of changes in accounting policies, estimates and errors on the financial statements. These revised standards are effective for interim and annual financial statements relating to fiscal periods ending on or after January 1, 2007.

## FUTURE CHANGES IN ACCOUNTING POLICY

On December 1, 2006, the CICA issued three new accounting standards: Handbook Section 1535, Capital Disclosures, Handbook Section 3862, Financial Instruments – Disclosures, and Handbook Section 3863, Financial Instruments – Presentation. These new standards become effective for the Fund on January 1, 2008.

Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance.

Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

## FINANCIAL INSTRUMENTS

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

## **SUBSEQUENT EVENT**

On January 1, 2008, four new Keg restaurants that opened during the period from October 3, 2006 through October 2, 2007 were added to the Royalty Pool. The gross sales of these four new restaurants have been estimated at \$20.5 million annually. Three permanently closed Keg restaurants with annual sales of \$7.4 million were removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$13.1 million annually. The total number of restaurants in the Royalty Pool increased to 96. The yield of the Fund units was determined to be 8.54% calculated using a weighted average unit price of \$13.78.

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 413,367 Fund units, being 3.23% of the Fund units on a fully diluted basis. On January 1, 2008, KRL received 80% of this entitlement representing the equivalent of 330,694 Fund units, being 2.60% of the Fund units on a fully diluted basis. KRL will also receive a proportionate increase in monthly distributions from the Partnership. Including the initial portion of the Additional Entitlement described above, KRL will have the right to exchange its units in the capital of the Partnership for 2,998,163 Fund units representing 23.60% of the Fund units on a fully diluted basis. The balance of the Additional Entitlement will be adjusted to be effective January 1, 2008 once the actual performance of the new restaurants has been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2008, it would have the right to exchange its Partnership units for 3,080,837 Fund units representing 24.10% of the Fund units on a fully diluted basis.

## **OUTLOOK**

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

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

Management of KRL has advised the Trustees that it currently expects to open 12 restaurants prior to October 2, 2008 consisting of six corporate and two franchised restaurants in Canada as well as three corporate and one franchised restaurant in the United States. Management of KRL has further advised the Trustees that it intends to open 30 new restaurants over the next ten years.

## **RISKS AND UNCERTAINTIES**

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

## THE RESTAURANT INDUSTRY

The performance of the Fund is directly dependent upon the royalty and interest payments received from KRL. The amount of the royalty is dependent upon restaurant sales, which is subject to a number of factors that affect the restaurant industry generally, and the casual dining segment of the industry in particular. The casual dining segment of the restaurant industry is intensely competitive with respect to price, service, location and food quality. There are many well-established competitors, particularly in the United States with substantially greater financial and other resources than KRL. Competitors include national and regional chains, as well as individually owned restaurants. Recently, competition has increased in the mid-price, full-service, casual dining segment in which Keg restaurants operate. If KRL and the Keg franchisees are unable to successfully compete in the casual dining segment of the restaurant industry, sales may be adversely affected, the amount of the royalty reduced and the ability of KRL to pay the royalty or interest on the Keg Loan may be impaired. The restaurant business is also affected by changes in demographic trends, traffic patterns, and the type, number, and location of competing restaurants. In addition, factors such as inflation, increased food, labour and benefits costs, government regulations, smoking by-laws and the availability of experienced management and hourly employees may adversely affect the restaurant industry in general and therefore potentially KRL and its franchisees. Changing consumer preferences, discretionary spending patterns and factors affecting the availability of beef could force KRL to modify its restaurant content and menu and could result in a reduction of restaurant sales. Accordingly, this could impact the amount of the royalty and financial condition of KRL. Consumer preferences could be affected by health concerns about the consumption of beef, the primary item served at Keg restaurants, and specific events such as the outbreak of “mad cow disease” could reduce the available supply of beef or significantly raise the price of beef. KRL’s success also depends on numerous factors affecting discretionary consumer spending including economic conditions, disposable consumer income and consumer confidence. Adverse changes in these factors could reduce guest traffic or impose practical limits on pricing, either of which could reduce restaurant sales and operating income, which could adversely affect the royalty and the ability of KRL to pay the royalty, the make-whole payment or interest on the Keg Loan.

## AVAILABILITY AND QUALITY OF RAW MATERIALS

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

## FLUCTUATIONS IN FOREIGN EXCHANGE RATES

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

## **FORWARD LOOKING INFORMATION**

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

## **ADDITIONAL INFORMATION**

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

## UNITHOLDER INFORMATION

### CORPORATE HEAD OFFICE

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

### BOARD OF TRUSTEES

C. C. Woodward  
George Killy  
George Tidball

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

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

\* Audit Committee and Governance Committee Member

### REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada

### STOCK EXCHANGE LISTING

Toronto Stock Exchange: KEG.UN

### INVESTOR ENQUIRIES

Karyn Byrne  
Investor Relations Manager  
Telephone: (416) 646-4960  
Facsimile: (416) 695-2401  
E-mail: [karynb@kegrestaurants.com](mailto:karynb@kegrestaurants.com)  
Website: [www.kegincomefund.com](http://www.kegincomefund.com)

# THE KEG ROYALTIES INCOME FUND

CONSOLIDATED  
FINANCIAL STATEMENTS  
For the years ended December 31, 2007 and 2006

## MANAGEMENT'S STATEMENT OF RESPONSIBILITIES

The accompanying consolidated financial statements are the responsibility of management and have been reviewed and approved by the Board of Directors and the Trustees. The consolidated financial statements have been prepared by management, in accordance with Canadian generally accepted accounting principles and, where appropriate, reflect management's best estimates and judgements. Management has also prepared financial and all other information in the annual report and has ensured that this information is consistent with the consolidated financial statements.

The Fund maintains appropriate systems of internal control, policies and procedures, which provide management with reasonable assurance that assets are safeguarded and the financial records are reliable and form a proper basis for preparation of financial statements.

The Board of Directors and the Trustees ensure that management fulfills its responsibilities for financial reporting and internal control through an Audit Committee. The committee reviews the consolidated financial statements and reports to the Trustees. The auditors have full and direct access to the Audit Committee.

The consolidated financial statements have been independently audited by KPMG LLP, in accordance with Canadian generally accepted accounting standards. Their report following this statement expresses their opinion on the consolidated financial statements of the Fund.

(signed) C.C. Woodward

Chairman, The Keg Royalties Income Fund  
on behalf of the Board of Trustees

January 23, 2008

## AUDITORS' REPORT TO THE UNITHOLDERS OF THE KEG ROYALTIES INCOME FUND

We have audited the consolidated balance sheets of The Keg Royalties Income Fund as at December 31, 2007 and 2006 and the consolidated statements of earnings and comprehensive income, retained earnings and cash flows for the years then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2007 and 2006 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

A handwritten signature in black ink that reads "KPMG LLP". The signature is written in a cursive, slightly slanted style. Below the signature is a long, thin horizontal line that tapers at both ends.

Chartered Accountants  
January 23, 2008

## CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of dollars)

|   | December 31,<br><u>2007</u> | December 31,<br><u>2006</u> |
|---|-----------------------------|-----------------------------|
| <b>ASSETS</b>   |                             |                             |
| Current assets:   |                             |                             |
| Cash .....  | \$ 1,298                    | \$ 562                      |
| Due from Keg Restaurants Ltd. (note 6) .....                    | 363                         | 363                         |
| Due from The Keg Rights Limited Partnership (note 7) .....      | <u>1,097</u>                | <u>1,216</u>                |
|   | 2,758                       | 2,141                       |
| Note receivable from Keg Restaurants Ltd. (note 8) .....        | 57,000                      | 57,000                      |
| Investment in The Keg Rights Limited Partnership (note 4) ..... | <u>56,503</u>               | <u>47,359</u>               |
|   | <u>\$ 116,261</u>           | <u>\$ 106,500</u>           |
| <b>LIABILITIES AND UNITHOLDERS' EQUITY</b>                      |                             |                             |
| Current liabilities:  |                             |                             |
| Interest payable on term loan .....                             | \$ 77                       | \$ 77                       |
| Distributions payable to Fund unitholders .....                 | <u>1,004</u>                | <u>866</u>                  |
|   | 1,081                       | 943                         |
| Term loan, net of deferred financing charges (note 9) .....     | 13,939                      | 13,920                      |
| Future income taxes (note 10) .....                             | 1,750                       | -                           |
| Unitholders' equity:  |                             |                             |
| Capital contributions (note 11(a)) .....                        | 100,014                     | 90,946                      |
| Retained earnings .....   | <u>(523)</u>                | <u>691</u>                  |
|   | <u>99,491</u>               | <u>91,637</u>               |
|   | <u>\$ 116,261</u>           | <u>\$ 106,500</u>           |

See accompanying notes to consolidated financial statements.

Subsequent event (note 14)

Approved on behalf of the Board of Trustees

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

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

## CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME

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

|  | Year ended<br>December 31,<br><u>2007</u> | Year ended<br>December 31,<br><u>2006</u> |
|--|---|---|
| Revenue:   |   |   |
| Equity income (note 4) .....                             | \$ 8,762                                  | \$ 7,335                                  |
| Interest income .....                                    | <u>4,318</u>                              | <u>4,289</u>                              |
|  | 13,080                                    | 11,624                                    |
| Expenses:  |   |   |
| Interest and financing fees .....                        | (924)                                     | (876)                                     |
| Amortization of deferred financing charges .....         | <u>(19)</u>                               | <u>(24)</u>                               |
|  | <u>(943)</u>                              | <u>(900)</u>                              |
| Earnings before income taxes .....                       | 12,137                                    | 10,724                                    |
| Future income tax expense (note 10) .....                | <u>(1,750)</u>                            | <u>-</u>                                  |
| Net earnings and comprehensive income for the year ..... | <u>\$ 10,387</u>                          | <u>\$ 10,724</u>                          |
| Weighted average units outstanding (note 11(a)) .....    | <u>9,610,897</u>                          | <u>8,934,185</u>                          |
| Basic and diluted earnings per unit .....                | <u>\$ 1.08</u>                            | <u>\$ 1.20</u>                            |

## CONSOLIDATED STATEMENTS OF RETAINED EARNINGS

(Expressed in thousands of dollars)

|  | Year ended<br>December 31,<br><u>2007</u> | Year ended<br>December 31,<br><u>2006</u> |
|--|---|---|
| Retained earnings, beginning of year.....        | \$ 691                                    | \$ 139                                    |
| Net earnings .....                               | 10,387                                    | 10,724                                    |
| Distributions declared to Fund unitholders ..... | <u>(11,601)</u>                           | <u>(10,172)</u>                           |
| Retained earnings (deficit), end of year .....   | <u>\$ (523)</u>                           | <u>\$ 691</u>                             |

See accompanying notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of dollars)

|   | Year ended<br>December 31,<br><u>2007</u> | Year ended<br>December 31,<br><u>2006</u> |
|---|---|---|
| <b>Cash provided by (used for):</b>                                 |   |   |
| <b>OPERATIONS:</b>  |   |   |
| Net earnings for the year .....                                     | \$ 10,387                                 | \$ 10,724                                 |
| Items not involving cash:   |   |   |
| Amortization of deferred financing charges .....                    | 19  | 24  |
| Equity income (note 4) .....  | (8,762)                                   | (7,335)                                   |
| Future income taxes (note 10) .....                                 | 1,750                                     | -   |
| Distributions from The Keg Rights Limited Partnership (note 4)..... | 8,686                                     | 7,339                                     |
| Change in non-cash operating working capital (note 13(a)) .....     | <u>119</u>                                | <u>(242)</u>                              |
|   | 12,199                                    | 10,510                                    |
| <b>FINANCING:</b>   |   |   |
| Distributions paid to Fund unitholders .....                        | (11,463)                                  | (10,078)                                  |
| Deferred financing charges .....                                    | <u>-</u>                                  | <u>(55)</u>                               |
|   | <u>(11,463)</u>                           | <u>(10,133)</u>                           |
| Increase in cash.....   | 736                                       | 377                                       |
| Cash, beginning of year .....                                       | <u>562</u>                                | <u>185</u>                                |
| Cash, end of year .....   | <u>\$ 1,298</u>                           | <u>\$ 562</u>                             |

See note 13(b) for supplementary cash flow information.

See accompanying notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 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. 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. Pursuant to the declaration of trust of the Fund, an amount equal to all income of the Fund, together with the non-taxable portion of any net capital gain realized by the Fund, will be distributed by the Fund to its unitholders each year. As a result, the Fund is not currently liable for income taxes (note 10). Income tax obligations related to the distributions by the Fund are currently obligations of the unitholders.

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 restaurants and bars in Canada and the United States.

### 2. CHANGE IN ACCOUNTING POLICY:

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

The Fund classifies its amount due from KRL and the Partnership and the note receivable from KRL as loans and receivables which are carried at amortized cost. The Fund’s interest and distributions payable and term loan are also carried at amortized cost. The requirement of the Fund to settle its note receivable from KRL in exchange for Class C Partnership units represents a derivative instrument. The Fund has reviewed the net impact of this potential exchange requirement on its cash flows and has determined there is no significant value applicable to this feature.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 2. CHANGE IN ACCOUNTING POLICY (CONTINUED):

(b) Amendments to CICA 1540, *Cash Flow Statements*, require entities to disclose total cash distributions on financial instruments classified as equity in accordance with a contractual agreement and the extent to which total cash distributions are non-discretionary. This disclosure requirement is effective for interim and annual financial statements for fiscal periods ending on or after March 31, 2007. The determination to declare and make payable distributions from the Fund are at the discretion of the board of Trustees of the Fund and, until declared payable by the Board of Trustees of the Fund, the Fund has no contractual requirement to pay cash distributions to unitholders' of the Fund. During the year ended December 31, 2007, \$11.6 million (year ended December 31, 2006 - \$10.2 million) in cash distributions were declared payable by the Board of Trustees of the Fund and paid to unitholders.

(c) Accounting changes:

CICA Handbook Section 1506, *Accounting Changes*, revised the standards on changes in accounting policy, estimates or errors to require a change in accounting policy to be applied retrospectively, unless doing so is impracticable, changes in estimates to be recorded prospectively, and prior period errors to be corrected retrospectively. Voluntary changes in accounting policy are allowed only when they result in financial statements that provide reliable and more relevant information. In addition, these revised standards call for enhanced disclosures about the effects of changes in accounting policies, estimates and errors on the financial statements. These revised standards are effective for interim and annual financial statements relating to fiscal periods ending on or after January 1, 2007.

(d) Future changes in accounting policy:

On December 1, 2006, the CICA issued three new accounting standards: Handbook Section 1535, *Capital Disclosures*, Handbook Section 3862, *Financial Instruments – Disclosures*, and Handbook Section 3863, *Financial Instruments – Presentation*. These new standards become effective for the Fund on January 1, 2008.

Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance.

Sections 3862 and 3863 replace Handbook Section 3861, *Financial Instruments – Disclosure and Presentation*, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 3. SIGNIFICANT ACCOUNTING POLICIES:

(a) Basis of presentation:

These consolidated financial statements include the accounts of the Fund, its wholly-owned subsidiary The Keg Holdings Trust (“KHT”) and its 90% owned subsidiary The Keg GP Ltd. (“KGP”) (collectively, the “Companies”). KGP is the managing general partner of the Partnership. All residual ownership of the Companies is either directly or indirectly controlled by KRL.

The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

All significant intercompany transactions have been eliminated.

(b) Revenue recognition:

Interest income is recognized and accrued for when earned.

(c) Investment in The Keg Rights Limited Partnership:

The investment in the Partnership is accounted for using the equity method. Under the equity method, the original cost of the investment is adjusted for KHT’s share of post-acquisition earnings or losses and is reduced for distributions or advances received. The statement of earnings includes the Fund’s share of the Partnership’s earnings or losses for the year. The investment in the Partnership is also adjusted to record the entitled Class B units exchanged by KRL for Fund units. These Fund units are recorded at their fair value at the date they are issued.

(d) Distributions to Fund unitholders:

The amount of cash to be distributed to Fund unitholders is determined with reference to net earnings adjusted for amortization, other non-cash items and repayment of principal on term loans, if required.

Distributions to Fund unitholders are made monthly, based upon available cash less cash redemptions of Fund units, and are subject to the Fund retaining such reasonable working capital reserves as may be considered appropriate by the Trustees of the Fund.

(e) Income taxes:

KRL uses the asset and liability method of accounting for future tax assets and liabilities and recognizes the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Future 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 future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Where it is considered to be more likely than not that the future income tax assets will not be realized, a valuation allowance is provided for the difference.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

(f) Earnings per unit:

The earnings per unit calculations are based on the weighted average number of Fund and exchangeable units outstanding during the period (note 11).

(g) Use of estimates:

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the valuation of the Fund's investment in the Partnership. Actual results could differ from those estimates.

(h) Financial instruments:

The Fund's financial instruments consist of cash, note receivable, interest payable on term loan, distributions payable to Fund unitholders and the term loan. The fair values of these financial instruments approximate their carrying values. It is management's opinion that the Fund is not exposed to significant interest rate or credit risk arising from these financial instruments. Due to the interrelationship between the note receivable from KRL and the Class C Partnership units ("Class C units") held by KRL (described in note 8) and the related party nature of the amounts due from KRL and amounts due from the Partnership, it is not practicable to estimate the fair value of these financial instruments with sufficient reliability.

(i) Economic dependence:

The Fund is entirely dependent upon the operations and assets of KRL to pay the royalty and make-whole payments to the Partnership and the interest payments to the Fund. Accordingly, it is subject to the risks encountered by KRL in the operation of its business.

### 4. EQUITY INVESTMENT:

|  | December 31,<br><u>2007</u> | December 31,<br><u>2006</u> |
|--|-----------------------------|-----------------------------|
| Investment in the Partnership, at cost .....                                       | \$ 56,669                   | \$ 47,601                   |
| Accumulated equity earnings less distributions received, beginning of period ..... | (242)                       | (238)                       |
| Equity income in the Partnership .....   | 8,762                       | 7,335                       |
| Distributions from the Partnership .....   | <u>(8,686)</u>              | <u>(7,339)</u>              |
| Equity investment in the Partnership .....   | <u>\$ 56,503</u>            | <u>\$ 47,359</u>            |

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 4. EQUITY INVESTMENT (CONTINUED):

Summarized financial information of the Partnership is as follows:

|  | December 31,<br><u>2007</u>               | December 31,<br><u>2006</u>               |
|--|---|---|
| Current assets .....   | \$ 2,112                                  | \$ 2,097                                  |
| Long-term assets, being Keg Rights .....                           | <u>135,927</u>                            | <u>129,297</u>                            |
| Total assets .....   | <u>\$ 138,039</u>                         | <u>\$ 131,394</u>                         |
| Current liabilities .....  | \$ 2,290                                  | \$ 2,385                                  |
| Partners' equity .....   | <u>135,749</u>                            | <u>129,009</u>                            |
| Total liabilities and equity .....                                 | <u>\$ 138,039</u>                         | <u>\$ 131,394</u>                         |
|  | Year ended<br>December 31,<br><u>2007</u> | Year ended<br>December 31,<br><u>2006</u> |
| System sales reported by Keg restaurants in the Royalty Pool ..... | <u>\$ 412,759</u>                         | <u>\$ 372,472</u>                         |
| Royalty income at 4% of system sales reported above .....          | \$ 16,510                                 | \$ 14,899                                 |
| Make-whole payment, based on 4% of lost system sales .....         | <u>317</u>                                | <u>198</u>                                |
| Total royalty income .....   | 16,827                                    | 15,097                                    |
| Expenses .....   | <u>(369)</u>                              | <u>(456)</u>                              |
| Net earnings of the Partnership for the period .....               | 16,458                                    | 14,641                                    |
| KRL's interest in the net earnings of the Partnership .....        | <u>(7,696)</u>                            | <u>(7,306)</u>                            |
| Equity income for the period .....                                 | <u>\$ 8,762</u>                           | <u>\$ 7,335</u>                           |

The gross sales reported by the 95 Keg restaurants on which KRL pays a royalty to the Partnership (the "Royalty Pool") are from January 1 to December 31, 2007 (January 1 to December 31, 2006 – 91 Keg restaurants).

The royalty payment from KRL to the Partnership is four percent of system sales for such period reported by Keg restaurants in the Royalty Pool plus a make-whole payment, if required by a restaurant closure, based on four percent of lost system sales. System sales for any period and for any Keg restaurant located in Canada and the United States, as defined in the Licence and Royalty Agreement, means the gross sales by such Keg restaurants for such period. The make-whole payment is based on three restaurant closures for the period from January 1 to December 31, 2007 (January 1 to December 31, 2006 – two restaurant closures).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

For the years ended December 31, 2007 and 2006

### 5. UNITHOLDER DISTRIBUTIONS:

|  | Year ended<br>December 31,<br><u>2007</u> | Year ended<br>December 31,<br><u>2006</u> |
|--|---|---|
| Distributions declared to Fund unitholders .....           | \$ <u>11,601</u>                          | \$ <u>10,172</u>                          |
| Weighted average Fund units outstanding (note 11(a)) ..... | <u>9,610,897</u>                          | <u>8,934,185</u>                          |
| Distributions declared per unit .....                      | \$ <u>1.21</u>                            | \$ <u>1.14</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.

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

|  | December 31,<br><u>2007</u> | December 31,<br><u>2006</u> |
|--|-----------------------------|-----------------------------|
| Interest on note receivable from Keg Restaurants Ltd. .... | \$ <u>363</u>               | \$ <u>363</u>               |

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

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

The amounts due from the Partnership are working capital items owing to the Fund or its subsidiaries and are in the normal course of operations. Included in the amount due from the Partnership at December 31, 2007 is \$934,904 in distributions declared to KHT which are payable in January 2008 (December 31, 2006 - \$954,084).

### 8. NOTE RECEIVABLE FROM KEG RESTAURANTS LTD.:

|  | December 31,<br><u>2007</u> | December 31,<br><u>2006</u> |
|--|-----------------------------|-----------------------------|
| Note receivable with interest payable monthly at 7.5% per annum<br>and principal amount due May 31, 2042 ..... | \$ <u>57,000</u>            | \$ <u>57,000</u>            |

The note is secured by a general security agreement and may not be assigned without the prior consent of KRL.

KRL, the holder of the Class C units, has the right to transfer Class C units to KHT, in consideration for the assumption by KHT of an amount of the note receivable from KRL equal to \$10.00 per Class C unit transferred. The Class C units are entitled to a preferential monthly distribution equal to \$0.0625 per Class C unit issued and outstanding.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 9. TERM LOAN:

On October 28, 2004, the Fund's original \$14,000,000 term loan from a Canadian Chartered Bank was replaced by a similar \$14,000,000 facility from a syndicate of two Canadian banks. On September 26, 2006, the maturity date of the facility was extended until April 3, 2011. The loan bears interest at bank prime plus 0.5% and is secured by a general security agreement over the assets of the Fund.

The term loan is presented net of \$61,000 in deferred financing charges at December 31, 2007 (\$80,000 – December 31, 2006) (note 2(a)).

### 10. INCOME TAXES:

On June 12, 2007, the Canadian federal government's legislation to tax publicly traded income trusts passed third reading in the House of Commons and thus the associated income tax became substantively enacted for accounting purposes. The legislation imposes a tax of 29.5% on distributions from Canadian public income trusts. The new tax is not expected to apply to the Fund until January 1, 2011 as a transition period applies to publicly traded trusts that existed prior to November 1, 2006. This rate was subsequently reduced to 28.0% for 2012 and later taxation years. Historically, the Fund had been exempt from recognizing future income tax assets and liabilities associated with temporary differences arising in the Fund and its equity accounted investment, The Keg Rights Limited Partnership. As a result of the substantive enactment of the new tax legislation, the Fund has recognized future income tax assets and liabilities that are expected to reverse subsequent to January 1, 2011. The impact on the Fund's consolidated financial statements for the year ended December 31, 2007 was to increase the future income tax liability by \$1,750,000 and record a corresponding future income tax expense. Future income tax expense is a non-cash item that does not affect cash flow.

Income tax expense as reported differs from the amount that would be computed by applying the combined Federal and Provincial statutory income tax rates to the earnings before income taxes. The reason for the difference is as follows:

|   | Year ended<br>December 31,<br><u>2007</u> |
|---|---|
| Earnings before income taxes .....  | \$ 12,137                                 |
| Combined Canadian federal and provincial rates .....                                | <u>33.00%</u>                             |
| Computed "expected" tax expense .....   | 4,005                                     |
| Increased (reduced) by:   |   |
| Current year's earnings not taxable.....  | (4,005)                                   |
| Recognition of future tax liability for enacted changes in tax laws and rates ..... | <u>1,750</u>                              |
| Total income tax expense per the statement of operations .....                      | <u>\$ 1,750</u>                           |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 10. INCOME TAXES (CONTINUED):

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

|  | December 31,<br><u>2007</u> |
|--|-----------------------------|
| Future tax liabilities:                                |                             |
| Investment in The Keg Rights Limited Partnership ..... | \$ <u>(1,750)</u>           |
| Net future tax liability .....                         | \$ <u>(1,750)</u>           |

### 11. UNITHOLDERS' EQUITY:

(a) Fund units:

On May 31, 2002, the Fund issued 8,153,500 Fund units at \$10.00 per unit pursuant to a public underwriting. Expenses of the offering amounted to \$2,150,000 and were charged to unitholders' equity.

On July 4, 2005, the Fund issued 250,000 Fund units to KRL in exchange for 250,000 Class B units. The fair value of these units was approximately \$13.25 which resulted in an additional \$3,312,500 recorded as unitholders' equity. Thereafter, on July 6, 2005, KRL sold these 250,000 Fund units through the facilities of the Toronto Stock Exchange.

On March 9, 2006, the Fund issued 650,000 Fund units to KRL in exchange for 650,000 Class B units. The fair value of these units was approximately \$12.69 which resulted in an additional \$8,248,500 recorded as unitholders' equity. Thereafter, on March 14, 2006, KRL sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange.

On February 22, 2007, the Fund issued 650,000 Fund units to KRL in exchange for 650,000 Class B units. The fair value of these units was approximately \$13.95 which resulted in an additional \$9,067,500 recorded as unitholders' equity. Thereafter, on February 23, 2007, KRL sold these 650,000 Fund units through the facilities of the Toronto Stock Exchange.

The declaration of trust of the Fund provides that an unlimited number of Fund units may be issued. Each Fund unit is transferable and represents an equal undivided beneficial interest in any distributions of the Fund and in the net assets of the Fund. All units have equal rights and privileges. Each Fund unit entitles the holder thereof to participate equally in the allocations and distributions and to one vote at all meetings of Fund unitholders for each whole Fund unit held. The Fund units issued are not subject to future calls or assessments.

Fund units are redeemable at any time at the option of the holder at a price based on market value as defined in the trust agreement, subject to a maximum of \$50,000 in cash redemptions by the Fund in any one month. The limitation may be waived at the discretion of the Trustees of the Fund. Redemption in excess of these amounts, assuming no waiving of the limitation, shall be paid by way of a pro-rata distribution of Partnership securities held by the Fund.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

For the years ended December 31, 2007 and 2006

### 11. UNITHOLDERS' EQUITY (CONTINUED):

(b) Exchangeable Partnership units:

|                                      | December 31,<br><u>2007</u> | December 31,<br><u>2006</u> |
|--------------------------------------|-----------------------------|-----------------------------|
| Class A Partnership units (i) .....  | 905,944                     | 905,944                     |
| Class B Partnership units (ii) ..... | <u>1,761,525</u>            | <u>1,589,280</u>            |
|                                      | <u>2,667,469</u>            | <u>2,495,224</u>            |

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

- (i) The Class A units are entitled to a preferential proportionate distribution equal to the distribution on the Class C Partnership units, multiplied by the number of Class A units divided by the number of LP units issued and outstanding. KHT holds all of the 8,153,500 LP units issued and outstanding at December 31, 2007. In addition, the Class A units receive a residual distribution proportionately with the Class B units, LP units and GP units relative to the aggregate number of each class issued and outstanding (or in the case of the Class B units, the number issued and outstanding multiplied by the Class B current distribution entitlement). Class A units are exchangeable for Fund units on the basis of one Fund unit for one Class A unit.
- (ii) The Class B units are entitled to a preferential proportionate distribution and a residual distribution based on the incremental royalty paid to the Partnership from new Keg restaurants. The distribution entitlements of the Class B units are adjusted annually on January 1. Class B units held by KRL are exchangeable for Fund units based upon a defined calculation that itself is based on system sales from new restaurants. As at December 31, 2006, 1,761,525 (December 31, 2006 – 1,589,280) Class B units held by KRL receive a distribution entitlement.

In addition to these exchangeable Class B units, KRL also holds 65,175 (December 31, 2006 – 887,420) Class B units which are not yet entitled to receive distributions and are not exchangeable for Fund units.

### 12. ADMINISTRATION AGREEMENT:

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. For the period from January 1 to December 31, 2007, KRL provided these services at no cost to the Partnership or the Fund.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars)

For the years ended December 31, 2007 and 2006

### 13. SUPPLEMENTARY CASH FLOW INFORMATION:

|  | Year ended<br>December 31,<br><u>2007</u> | Year ended<br>December 31,<br><u>2006</u> |
|--|---|---|
| (a) Change in non-cash operating working capital:  |   |   |
| Due from The Keg Rights Limited Partnership (note 7) .....   | \$ 119                                    | \$ (254)                                  |
| Interest payable on term loan .....  | <u>-</u>                                  | <u>12</u>                                 |
|  | <u>\$ 119</u>                             | <u>\$ (242)</u>                           |
| (b) Supplementary information:   |   |   |
| Interest received .....  | \$ 4,318                                  | \$ 4,289                                  |
| Interest paid .....  | 924                                       | 864                                       |
| Non-cash transactions:   |   |   |
| Issuance of Fund units to acquire additional interest in<br>The Keg Rights Limited Partnership ..... | 9,068                                     | 8,249                                     |

### 14. SUBSEQUENT EVENT:

On January 1, 2008, four new Keg restaurants that opened during the period from October 3, 2006 to October 2, 2007 were added to the Royalty Pool. The gross sales of these four new restaurants have been estimated at \$20.5 million annually. Three permanently closed Keg restaurants with annual sales of \$7.4 million have been removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$13.1 million annually. The total number of restaurants in the Royalty Pool has increased to 96. The yield of the Fund Units was determined to be 8.54% calculated using a weighted average unit price of \$13.78.

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 413,367 Fund units, being 3.23% of the Fund units on a fully diluted basis. On January 1, 2008, KRL received 80% of this entitlement representing the equivalent of 330,694 Fund units, being 2.60% of the Fund units on a fully diluted basis. KRL will also receive a proportionate increase in monthly distributions from the Partnership. Including the initial portion of Additional Entitlement described above, KRL has the right to exchange its units in the capital of the Partnership for 2,998,163 Fund units, representing 23.60% of the Fund units on a fully diluted basis. The balance of the Additional Entitlement will be adjusted to be effective January 1, 2008 once the actual performance of the new restaurants have been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2008, it would have the right to exchange its Partnership Units for 3,080,837 Fund units, representing 24.10% of the Fund units on a fully diluted basis.