

# THE KEG ROYALTIES INCOME FUND

## SECOND QUARTER REPORT

For the three and six months ended June 30, 2005

## TO OUR UNITHOLDERS

On behalf of the Board of Trustees, I am pleased to present the results of The Keg Royalties Income Fund (the "Fund") for the three months ended June 30, 2005. The Fund's earnings and cash flows have continued to generate distributions to unitholders in the expected amount of 9 cents per unit per month, or \$1.08 per unit on an annual basis.

## RESULTS

The Keg has once again reached a new sales record for the second quarter. The gross sales reported by the 86 Keg restaurants in the Royalty Pool were \$79,433,000, an increase of \$7,342,000 or 10.2% from the comparable quarter of the prior year. Total system sales for the Keg were even more impressive at \$85,796,000 for the quarter, an increase of \$8,779,000 or 11.4% over the comparable quarter of the prior year. These higher system sales reflect the very successful new Keg restaurants which have opened since October 2, 2004 and which will be added to the Royalty Pool on January 1, 2006.

The Fund generated earnings of \$2,250,000 or 27.6 cents/Fund unit compared with \$2,173,000 or 26.7 cents/Fund unit during the same quarter of the prior year, an increase of \$77,000 or 3.5%. The earnings increase is primarily attributable to same store sales growth. Distributable cash available to pay distributions to public unitholders increased by \$54,000 to \$2,256,000 or 27.7 cents/Fund unit from \$2,202,000 or 27.0 cents/Fund unit for the second quarter of the prior year.

## CHANGE IN ACCOUNTING POLICY

During the previous quarter, the Fund based on advice from its external auditors, the Fund was obliged to adopt a new guideline of the Canadian Institute of Chartered Accountants referred to as "AcG-15", Consolidation of Variable Interest Entities, which became applicable on January 1, 2005. As a result of this new guideline, the Fund no longer consolidates the results of its subsidiary, The Keg Rights Limited Partnership (the "Partnership"), but instead accounts for its investment in the Partnership on an equity basis.

Keg Restaurants Ltd., ("KRL") the operating company which pays the royalty to the Partnership, must now consolidate the Partnership based on this same guideline. Previously, KRL accounted for its investment in the Partnership on an equity basis. As required under the new guideline, AcG-15 was applied retroactively to May 31, 2002, the date the Partnership commenced operations, with restatement of prior reporting periods in accordance with generally accepted accounting principles. This change in accounting policy in no way affects the contractual obligations nor the cash flows between the various entities and therefore, earnings and distributable cash attributable to the Fund's public unitholders were not impacted.

## **OUTLOOK**

Looking forward to the rest of 2005, The Canadian Restaurant and Foodservice Association has forecast real growth of 2.4% in the restaurant industry as a whole. Full-service restaurants are expected to outpace sales at limited service restaurants for the first time in two years. At The Keg, an industry leader in the full-service category, overall sales growth and same store sales growth continue. Management remains committed to maintaining and improving the legendary high standards that have come to define the brand, and 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.

For the Fund's unitholders, that translates into a consistent distribution payment. Each month since the Fund's inception in May 2002, unitholders have received a distribution of 9 cents per unit per month. This is an annualized rate of \$1.08 per unit, which is slightly more than the \$1.075 expected at the time of the Fund's IPO. We look forward to the future and continued growth for the restaurant industry throughout 2005.

Sincerely,



C.C. Woodward  
Chairman, The Keg Royalties Income Fund  
on behalf of the Board of Trustees  
August 9, 2005

## FINANCIAL HIGHLIGHTS

(\$000's except per unit amounts)	Apr. 1 to Jun. 30, 2005	Apr. 1 to Jun. 30, 2004	Jan. 1 to Jun. 30, 2005	Jan. 1 to Jun. 30, 2004
<b>Restaurants in the Royalty Pool</b>	<b>86</b>	<b>86</b>	<b>86</b>	<b>86</b>
<b>Gross sales reported by restaurants in the Royalty Pool</b> .....	<b><u>\$ 79,433</u></b>	<b><u>\$ 72,091</u></b>	<b><u>\$ 160,623</u></b>	<b><u>\$ 147,982</u></b>
Royalty income <sup>(1)</sup> .....	\$ 3,209	\$ 2,916	\$ 6,462	\$ 5,952
Partnership expenses <sup>(2)</sup> .....	(136)	(88)	(252)	(178)
Partnership earnings .....	3,073	2,828	6,210	5,774
KRL's interest <sup>(3)</sup> .....	(1,718)	(1,545)	(3,453)	(3,107)
<b>Equity income</b> <sup>(4)</sup> .....	<b>1,355</b>	<b>1,283</b>	<b>2,757</b>	<b>2,667</b>
Interest income <sup>(5)</sup> .....	1,067	1,064	2,124	2,128
<b>Total income</b> .....	<b>2,422</b>	<b>2,347</b>	<b>4,881</b>	<b>4,795</b>
Interest and financing expenses <sup>(6)</sup> .....	(172)	(174)	(343)	(365)
<b>Earnings for the period</b> .....	<b><u>\$ 2,250</u></b>	<b><u>\$ 2,173</u></b>	<b><u>\$ 4,538</u></b>	<b><u>\$ 4,430</u></b>
<b>Earnings per Fund unit</b> <sup>(7)</sup> .....	<b><u>\$.28</u></b>	<b><u>\$.27</u></b>	<b><u>\$.56</u></b>	<b><u>\$.54</u></b>
<b>Distributable cash per Fund unit</b> <sup>(7)(8)</sup> .....	<b><u>\$.28</u></b>	<b><u>\$.27</u></b>	<b><u>\$.56</u></b>	<b><u>\$.55</u></b>
<b>Distributions declared per Fund unit</b> <sup>(7)</sup> .....	<b><u>\$.27</u></b>	<b><u>\$.27</u></b>	<b><u>\$.45</u></b>	<b><u>\$.45</u></b>

Notes:

- <sup>(1)</sup> The Fund, indirectly through the Partnership, earns royalty income equal to 4% of gross sales of Keg restaurants included 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 in certain circumstances.
- <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> All per unit amounts are calculated based on the total number of Fund units outstanding, which are those units held by public unitholders.
- <sup>(8)</sup> Distributable cash is not an earnings measure recognized by generally accepted accounting principles ("GAAP") and therefore may not be comparable to similar measures presented by other issuers. Distributable cash per unit is computed as earnings for the period plus non-cash items, divided by the number of Fund units issued and outstanding.

	Jun. 30, 2005	Dec. 31, 2004
Total assets .....	\$ 94,185	\$ 94,404
Total liabilities .....	14,055	15,143

## SUMMARY OF QUARTERLY FINANCIAL RESULTS

	Q2 2005	Q1 2005	Q4 2004	Q3 2004
	(\$000's except per unit amounts)			
<b>Restaurants in the Royalty Pool</b> .....	86	86	86	86
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b> .....	<u>\$ 79,433</u>	<u>\$ 81,190</u>	<u>\$ 75,263</u>	<u>\$ 73,505</u>
Royalty income <sup>(1)</sup> .....	\$ 3,209	\$ 3,253	\$ 3,097	\$ 3,005
Partnership expenses <sup>(2)</sup> .....	(136)	(116)	(94)	(98)
Partnership earnings .....	3,073	3,137	3,003	2,907
KRL's interest <sup>(3)</sup> .....	(1,718)	(1,735)	(1,597)	(1,637)
<b>Equity income</b> <sup>(4)</sup> .....	<b>1,355</b>	<b>1,402</b>	<b>1,406</b>	<b>1,270</b>
Interest income <sup>(5)</sup> .....	1,067	1,056	1,076	1,075
<b>Total income</b> .....	<b>2,422</b>	<b>2,458</b>	<b>2,482</b>	<b>2,345</b>
Interest and financing expenses <sup>(6)</sup> .....	(172)	(170)	(245)	(176)
<b>Earnings for the period</b> .....	<u>\$ 2,250</u>	<u>\$ 2,288</u>	<u>\$ 2,237</u>	<u>\$ 2,169</u>
<b>Earnings per Fund unit</b> <sup>(7)</sup> .....	<u>\$ .28</u>	<u>\$ .28</u>	<u>\$ .28</u>	<u>\$ .27</u>
<b>Distributable cash per Fund unit</b> <sup>(7)(8)</sup> .....	<u>\$ .28</u>	<u>\$ .28</u>	<u>\$ .28</u>	<u>\$ .27</u>
<b>Distributions declared per Fund unit</b> <sup>(7)</sup> .....	<u>\$ .27</u>	<u>\$ .18</u>	<u>\$ .36</u>	<u>\$ .27</u>

	Q2 2004	Q1 2004	Q4 2003	Q3 2003
	(\$000's except per unit amounts)			
<b>Restaurants in the Royalty Pool</b> .....	86	86	81	81
<b>Gross sales reported by Keg restaurants in the Royalty Pool</b> .....	<u>\$ 72,091</u>	<u>\$ 75,891</u>	<u>\$ 75,067</u>	<u>\$ 66,613</u>
Royalty income <sup>(1)</sup> .....	\$ 2,916	\$ 3,036	\$ 3,017	\$ 2,677
Partnership expenses <sup>(2)</sup> .....	(88)	(90)	(144)	(104)
Partnership earnings .....	2,828	2,946	2,873	2,573
KRL's interest <sup>(3)</sup> .....	(1,545)	(1,562)	(1,438)	(1,369)
<b>Equity income</b> <sup>(4)</sup> .....	<b>1,283</b>	<b>1,384</b>	<b>1,435</b>	<b>1,204</b>
Interest income <sup>(5)</sup> .....	1,064	1,064	1,079	1,078
<b>Total income</b> .....	<b>2,347</b>	<b>2,448</b>	<b>2,514</b>	<b>2,282</b>
Interest and financing expenses <sup>(6)</sup> .....	(174)	(191)	(201)	(210)
<b>Earnings for the period</b> .....	<u>\$ 2,173</u>	<u>\$ 2,257</u>	<u>\$ 2,313</u>	<u>\$ 2,072</u>
<b>Earnings per Fund unit</b> <sup>(7)</sup> .....	<u>\$ .27</u>	<u>\$ .28</u>	<u>\$ .28</u>	<u>\$ .25</u>
<b>Distributable cash per Fund unit</b> <sup>(7)(8)</sup> .....	<u>\$ .27</u>	<u>\$ .28</u>	<u>\$ .29</u>	<u>\$ .26</u>
<b>Distributions declared per Fund unit</b> <sup>(7)</sup> .....	<u>\$ .27</u>	<u>\$ .18</u>	<u>\$ .36</u>	<u>\$ .27</u>

# MANAGEMENT DISCUSSION AND ANALYSIS

**For the Quarter Ended June 30, 2005  
As of August 9, 2005**

## 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.

The Partnership has been 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 new guideline, the Fund no longer consolidates the Partnership but instead accounts for its investment in the Partnership on an equity basis. KRL now consolidates the Partnership based on this same guideline whereas previously, KRL accounted for its investment in the Partnership on an equity basis. This guideline has been applied retroactively to May 31, 2002, the date the Partnership commenced operations, with restatement of prior reporting periods in accordance with generally accepted accounting principles. Readers are advised that this is an accounting change only and earnings and distributable cash attributable to Fund unitholders are not impacted. The adoption of this new accounting policy is further discussed under the heading “Change in Accounting Policy”.

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 also earns interest on the Keg Loan of 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. As of January 1, 2005, KRL owned 22.39% of the units of the Partnership, and effectively the same proportionate interest in the Fund, through its ownership of these exchangeable Partnership units.

The Fund’s operating expenses are limited to interest on long-term debt and amortization of deferred financing charges. See “Liquidity and Capital Resources – Term Loan”.

## 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 year. In return for adding these net sales to the Royalty Pool, KRL receives the right to indirectly acquire additional Fund units (the “Additional Entitlement”). The Additional Entitlement is determined based on 92.5% of the royalty revenue added to the Royalty Pool, divided by the yield of the Fund units. KRL receives 80% of the estimated Additional Entitlement initially, with the balance received on December 31<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.

On January 1, 2003, three new Keg restaurants that opened during the period from April 1, 2002 through October 2, 2002 were added to the Royalty Pool. The actual gross sales of these three new restaurants were \$13.2 million for the 52 weeks ended September 28, 2003. Two permanently closed Keg restaurants with annual sales of \$3.8 million were removed from the Royalty Pool. This resulted in KRL receiving an Additional Entitlement equivalent to 310,815 Fund units effective as of January 1, 2003. The total number of restaurants in the Royalty Pool increased to 81. The yield of the Fund units was determined to be 11.25% calculated using a weighted average unit price of \$9.60.

On January 1, 2004, seven new Keg restaurants that opened during the period from October 3, 2002 through October 2, 2003 were added to the Royalty Pool. The actual gross sales of these seven new restaurants were \$25.3 million for the 52 weeks ended October 3, 2004. Two permanently closed Keg restaurants with annual sales of \$4.6 million were removed from the Royalty Pool. This resulted in KRL receiving an Additional Entitlement equivalent to 659,679 Fund units effective as of January 1, 2004. The total number of restaurants in the Royalty Pool increased to 86. The yield of the Fund units was determined to be 11.66% calculated using a weighted average unit price of \$9.27.

On January 1, 2005, four new Keg restaurants that opened during the period from October 3, 2003 through October 2, 2004 were added to the Royalty Pool. The gross sales of these four new restaurants have been estimated at \$25.1 million annually. Four permanently closed Keg restaurants with annual sales of \$10.5 million were removed from the Royalty Pool, resulting in an estimated net increase in Royalty Pool sales of \$14.6 million annually. The total number of restaurants in the Royalty Pool remains at 86. The yield of the Fund units was determined to be 9.11% calculated using a weighted average unit price of \$11.86. 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 595,267 Fund units, being 5.60% of the Fund units on a fully diluted basis. On January 1, 2005, KRL received 80% of this entitlement representing the equivalent of 476,214 Fund units, being 4.53% of the Fund units on a fully diluted basis. KRL also received 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 2,352,654 Fund units, representing 22.39% of the Fund units on a fully diluted basis. The balance of the Additional Entitlement will be adjusted to be effective January 1, 2005 once the actual performance of the new restaurants has been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2005, it would have the right to exchange its Partnership units for 2,471,707 Fund units, representing 23.26% of the Fund units on a fully diluted basis. Fund units obtained by KRL in exchange for these Partnership units were subject to a contractual re-sale restriction, which expired on May 31, 2005.

## OWNERSHIP OF THE FUND

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

	June 30, 2005 <sup>(1)</sup>		June 30, 2004	
	#	%	#	%
Fund units held by public unitholders .....	8,153,500	77.61	8,153,500	82.42
Exchangeable Partnership units held by KRL: <sup>(2)</sup>				
Class A units <sup>(3)</sup> .....	905,944	8.62	905,944	9.16
Class B units (including 80% Additional Entitlement) <sup>(4)</sup> .....	<u>1,446,710</u>	<u>13.77</u>	<u>833,370</u>	<u>8.42</u>
Total Exchangeable Partnership units <sup>(5)</sup> .....	<u>2,352,654</u>	<u>22.39</u>	<u>1,739,314</u>	<u>17.58</u>
Total Fund and Exchangeable Partnership units .....	<u>10,506,154</u>	<u>100.00</u>	<u>9,892,814</u>	<u>100.00</u>

Notes:

<sup>(1)</sup> Information is current as of June 30, 2005.

<sup>(2)</sup> Exchangeable into Fund units on a one-for-one basis in certain circumstances. Class D Partnership units are also exchangeable into Fund units on a one-for-one basis in certain circumstances, but may only be issued after all Class B units have become fully entitled.

<sup>(3)</sup> Represents KRL's initial 10% effective ownership of the Fund, prior to the entitlement to Class B units.

<sup>(4)</sup> KRL is the registered holder of 3,376,700 Class B units as of the date hereof, though only a portion of such are entitled to proportionate distributions from the Partnership, which as at June 30, 2005 comprised 1,446,710 Class B units and as at June 30, 2004 comprised 833,370 Class B units. This cumulative entitlement is as a result of adding net sales to the Royalty Pool on an annual basis. Also included in these figures is 80% of the Additional Entitlement estimated at the beginning of each year, pursuant to which KRL receives a proportionate increase in monthly distributions from the Partnership. The remaining 20% of KRL's Additional Entitlement to Class B units is adjusted retroactively to January 1<sup>st</sup> of each year once the actual sales performance of the new restaurants has been confirmed. KRL is not entitled to proportionate monthly distributions from the Partnership on the remaining 20% of KRL's Additional Entitlement until such time as the Additional Entitlement is adjusted retroactively at the end of each year.

<sup>(5)</sup> Represents KRL's total effective ownership of the Fund as of June 30, 2005. 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. Thereafter, on July 6, 2005, KRL sold these 250,000 Fund units through the facilities of the Toronto Stock Exchange.

## SYSTEM SALES

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

(\$000's)	13 weeks ended		26 weeks ended	
	July 3, 2005	July 4, 2004	July 3, 2005	July 4, 2004
Corporate Keg restaurants .....	\$ 43,818	\$ 42,094	\$ 88,834	\$ 86,996
Franchised Keg restaurants <sup>(1)</sup> .....	<u>41,978</u>	<u>34,923</u>	<u>83,859</u>	<u>69,852</u>
Total system sales .....	<u>\$ 85,796</u>	<u>\$ 77,017</u>	<u>\$ 172,693</u>	<u>\$ 156,848</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.

## **SYSTEM SALES (CONTINUED)**

### **SECOND QUARTER**

System sales for the 13 weeks ended July 3, 2005 were \$85.8 million compared to \$77.0 million for the 13 weeks ended July 4, 2004, an increase of \$8.8 million or 11.4%. During the 13 weeks ended July 3, 2005, one new corporate restaurant was opened and no restaurants were closed. During the 13 weeks ended July 4, 2004, two new franchised restaurants were opened and three corporate restaurants were closed. The three closures were of restaurants located in the Portland, Oregon area, due to lease expiries, which had been planned as part of an ongoing property rationalization process. As of July 3, 2005, there were a total of 91 Keg restaurants as compared with 87 restaurants at July 4, 2004.

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 3.7% in Canada and by 15.7% in the United States. After translating the sales of the U.S. restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 13-week period increased by 3.7%. The average exchange rate moved from 1.36 in KRL's third quarter of fiscal 2004 to 1.25 in KRL's third quarter of fiscal 2005, significantly reducing the Canadian dollar equivalent of the U.S. restaurant sales.

### **YEAR TO DATE**

System Sales for the 26 weeks ended July 3, 2005 were \$172.7 million compared to \$156.8 million for the 26 weeks ended July 4, 2004 an increase of \$15.9 million or 10.1%. During the 26 weeks ended July 3, 2005, one new franchised and one new corporate restaurant were opened and one corporate restaurant was closed. The closed restaurant was located in Olympia, Washington due to a lease expiry, which had been planned as part of an ongoing property rationalization process. During the 26 weeks ended July 4, 2004, two new franchised restaurants were opened and three corporate restaurants were closed.

The Keg's same store sales (sales of restaurants that operated during the entire 26-week period of both the current year and the prior year) increased by 3.4% in Canada and by 10.3% in the United States. After translating the sales of the U.S. restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 26-week period increased by 3.1%. The average exchange rate moved from 1.34 in KRL's 26-week period of fiscal 2004 to 1.24 in KRL's 26-week period of fiscal 2005, significantly reducing the Canadian dollar equivalent of the U.S. restaurant sales.

## **OPERATING RESULTS**

### **SECOND QUARTER**

#### **GROSS SALES**

Gross sales reported by the restaurants in the Royalty Pool increased from \$72,091,000 to \$79,433,000 for the comparable quarter. The increase of \$7,342,000 or 10.2% reflects the net impact of the addition of net new sales to the Royalty Pool at the beginning of the year and the same store sales increases discussed above.

#### **ROYALTY INCOME**

Royalty income earned by the Partnership increased by \$293,000 from \$2,916,000 in the second quarter of 2004 to \$3,209,000 in the second quarter of 2005 as a result of the increase in gross sales for the reasons explained previously.

## PARTNERSHIP EXPENSES

Expenses incurred by the Partnership for the three months ended June 30, 2005 were \$136,000 and included general and administrative expenses of \$134,000 and interest on the operating line of credit of \$2,000. The increase of \$48,000 was primarily due to an increase in general and administrative expenses of \$50,000 over the comparable quarter in 2004 due to the timing of certain expenditures associated with the publication of the Annual Report and an increase in professional fees incurred as a result of the implementation of AcG-15. Interest on the operating line of credit decreased by \$2,000 due to lower utilization of the credit facility during the quarter.

## KRL'S INTEREST

KRL's interest in the earnings of the Partnership, from the Class A, entitled Class B and Class C Partnership units increased from \$1,545,000 for the three months ended June 30, 2004 to \$1,718,000 for the three months ended June 30, 2005. The increase of \$173,000 or 11.2% was primarily due to the increase in KRL's effective ownership of the Fund from 17.58% during the second quarter of 2004, to 22.39% during the second quarter of 2005 as a result of the addition of net new sales to the Royalty Pool on January 1, 2005.

## EQUITY INCOME

The Fund's equity income from its investment in the Partnership increased from \$1,283,000 during the second quarter of 2004 to \$1,355,000 during the second quarter of 2005. The increase of \$72,000 is due to the net impact of the increase in royalty income of \$293,000, the increase in Partnership expenses of \$48,000 and the increase in KRL's income in the earnings of the Partnership of \$173,000.

## INTEREST INCOME

Interest income earned by the Fund for the quarter was \$1,067,000 and included interest income on the Keg Loan of \$1,066,000 and other interest income of \$1,000. Interest income on the Keg Loan increased by \$3,000 as 2004 was a leap year so interest income was based on a 366-day year.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$172,000 for the three months ended June 30, 2005 and included interest on the long-term debt of \$166,000 and amortization of deferred financing charges of \$6,000. Interest costs increased by \$20,000 in the quarter as a result of an increase in the average interest rate on the long term debt from 4.16% in the second quarter of 2004 to 4.75% in the second quarter of 2005. Amortization of deferred financing charges decreased by \$23,000 for the quarter as deferred financing charges related to the original financing in May 2002 were written off as a result of the re-financing in October 2004 as discussed below.

## NET EARNINGS

Net earnings increased by \$77,000 from \$2,173,000 (26.7 cents/Fund unit) in the second quarter of 2004 to \$2,250,000 (27.6 cents/Fund unit) in the second quarter of 2005.

## DISTRIBUTABLE CASH

Cash available for distribution to the Fund unitholders increased by \$54,000 from \$2,202,000 (27.0 cents/Fund unit) to \$2,256,000 (27.7 cents/Fund unit) during the quarter. Distributions of 27 cents per Fund unit were declared in the second quarter of both 2005 and 2004. The difference between the Fund's earnings and distributable cash is due to non-cash items included in the Fund's operating expenses.

## YEAR TO DATE

### GROSS SALES

Gross sales reported by the restaurants in the Royalty Pool increased from \$147,982,000 to \$160,623,000 for the comparable six month period. The increase of \$12,641,000 or 8.5% reflects the net impact of the addition of net new sales to the Royalty Pool at the beginning of the year and the same store sales increases discussed above.

### ROYALTY INCOME

Royalty income earned by the Partnership increased by \$510,000 from \$5,952,000 in the first six months of 2004 to \$6,462,000 in the first six months of 2005 as a result of the increase in gross sales for the reasons explained previously.

### PARTNERSHIP EXPENSES

Expenses incurred by the Partnership for the six months ended June 30, 2005 were \$252,000 and included general and administrative expenses of \$245,000 and interest on the operating line of credit of \$7,000. General and administrative expenses increased by \$76,000 over the comparable period in 2004 due to the timing of certain expenditures associated with the publication of the Annual Report and an increase in professional fees incurred as a result of the implementation of AcG-15. Interest on the operating line of credit decreased by \$2,000 due to lower utilization of the credit facility during the period.

### KRL'S INTEREST

KRL's interest in the earnings of the Partnership, from the Class A, entitled Class B and Class C Partnership units increased from \$3,107,000 for the six months ended June 30, 2004 to \$3,453,000 for the six months ended June 30, 2005. The increase of \$346,000 or 11.1% was primarily due to the increase in KRL's effective ownership of the Fund from 17.58% during the first six months of 2004, to 22.39% during the first six months of 2005 as a result of the addition of net new sales to the Royalty Pool on January 1, 2005.

### EQUITY INCOME

The Fund's equity income from its investment in the Partnership increased from \$2,667,000 during the first half of 2004 to \$2,757,000 during the first half of 2005. The increase of \$90,000 is due to the net impact of the increase in royalty income of \$510,000, the increase in Partnership expenses of \$74,000 and the increase in KRL's income in the earnings of the Partnership of \$346,000.

## INTEREST INCOME

Interest income earned by the Fund for the six-month period was \$2,124,000 and included interest income on the Keg Loan of \$2,120,000 and other interest income of \$4,000. Interest income on the Keg Loan decreased by \$6,000 as 2004 was a leap year and therefore one less day of interest income was earned in the first six months of the current year.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$343,000 for the six months ended June 30, 2005 and included interest on the long-term debt of \$330,000 and amortization of deferred financing charges of \$13,000. Interest costs increased by \$23,000 in the six-month period as a result of an increase in the average interest rate on the long-term debt from 4.38% in the first half of 2004 to 4.75% in the first half of 2005. Amortization of deferred financing charges decreased by \$45,000 for the six-month period as deferred financing charges related to the original financing in May 2002 were written off as a result of the re-financing in October 2004 as discussed below.

## NET EARNINGS

Net earnings increased by \$108,000 from \$4,430,000 (54.3 cents/Fund unit) in the first six months of 2004 to \$4,538,000 (55.7 cents/Fund unit) in the first six months of 2005.

## DISTRIBUTABLE CASH

Cash available for distribution to the Fund unitholders increased by \$63,000 from \$4,488,000 (55.0 cents/Fund unit) to \$4,551,000 (55.8 cents/Fund unit) during the period. Distributions of 45 cents per Fund unit were declared in the first half of both 2005 and 2004. The difference between the Fund's earnings and distributable cash is due to non-cash items included in the Fund's operating expenses.

## LIQUIDITY & CAPITAL RESOURCES

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

## TERM LOAN

The Keg Holdings Trust, a subsidiary of the Fund, has a \$14 million non-revolving term loan facility, which bears interest at bank prime plus 0.50% per annum. The facility was originally arranged during the IPO to partially finance the purchase of the Keg Rights from KRL, and to provide term debt as part of the capital structure. On October 28, 2004, this facility was refinanced, and the maturity date extended to October 28, 2007. 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.

## CRITICAL ACCOUNTING ESTIMATES

The Fund's only critical accounting estimate is the valuation of its investment in the Partnership. As the Partnership's only significant assets are intangible assets consisting of the Keg Rights, the valuation of the Fund's investment is based primarily upon the valuation of intangible assets in the Partnership. The Keg Rights are not amortized as they have an indefinite life. The Keg GP Ltd., as the general partner of the Partnership and administrator of the Fund, reviews the carrying values of the intangible assets in the Partnership and the Fund's investment at least annually, taking into consideration any events or circumstances which may have impaired the carrying values of these items. If permanent declines in the carrying amounts are determined, these items are written down to their estimated net recoverable amount. The Keg GP Ltd. believes that there have been no declines in either the carrying value of the intangible assets in the Partnership or in the carrying value of the Fund's investment in the Partnership as of June 30, 2005.

## CHANGE IN ACCOUNTING POLICY

Effective January 1, 2005, the Fund adopted the new Canadian Institute of Chartered Accountants' Guideline, *Consolidation of Variable Interest Entities* ("AcG-15"). This guideline has been applied retroactively with restatement of prior periods.

The Partnership is a variable interest entity, which KRL must now consolidate based upon the recommendations of AcG-15. This change has resulted in the Fund retroactively accounting for its investment in the Partnership on an equity basis since May 31, 2002, the date of commencement of operations of the Partnership.

The effects of this change in accounting policy are as follows:

- a decrease in total assets of \$88,953,000 (December 31, 2004 - \$82,334,000), representing the Keg Rights held by the Partnership of \$121,007,000 (December 31, 2004 - \$117,757,000), current assets held in the Partnership of \$1,397,000 (December 31, 2004 - \$458,000); less the value of the Fund's \$36,451,000 (December 31, 2004 - \$35,881,000) equity investment in the Partnership;
- a decrease in total liabilities of \$57,778,000 (December 31, 2004 - \$57,659,000), representing KRL's interest in the Partnership of \$57,356,000 (December 31, 2004 - \$57,000,000), and current liabilities of the Partnership in the amount of \$422,000 (December 31, 2004 - \$659,000); and
- a decrease in net earnings attributable to KRL of \$1,316,000 (six months ended June 30, 2004 - \$970,000), representing net earnings of the Partnership from the Class A and entitled Class B units of the Partnership held by KRL.

Basic and diluted earnings per Fund unit were not impacted by this change.

## FINANCIAL INSTRUMENTS

The Fund's financial instruments consist of cash, accounts receivable, loan receivable, accounts payable and accrued liabilities, and the term loan. 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 or credit risks arising from these financial instruments.

## **SUBSEQUENT EVENT**

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. Thereafter, on July 6, 2005, KRL sold these 250,000 Fund units through the facilities of the Toronto Stock Exchange.

This exchange of Class B units of the Partnership will result in an increase in the value of the Fund's equity investment in the Partnership by approximately \$2,500,000, with a corresponding increase in capital contributions. There will be no dilutive effect on net earnings per Fund unit resulting from this exchange.

## **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 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 years.

Management of KRL has also advised the Trustees that it expects to add two new corporate restaurants, three new franchised restaurants and to close one corporate restaurant during 2005. 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

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

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 not been any significant negative consumer reaction to beef in North America and there has not been a material impact on its restaurant traffic. KRL 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)

# THE KEG ROYALTIES INCOME FUND

CONSOLIDATED  
FINANCIAL STATEMENTS  
For the six months ended June 30, 2005 and 2004

## CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of dollars)

	June 30, 2005 (unaudited)	December 31, 2004 (audited) (restated - note 2)
<b>ASSETS</b>		
Current assets:		
Cash .....	\$ 102	\$ 389
Due from Keg Restaurants Ltd. (note 6) .....	351	362
Due from The Keg Rights Limited Partnership .....	<u>221</u>	<u>699</u>
	674	1,450
Note receivable from Keg Restaurants Ltd. ....	57,000	57,000
Investment in The Keg Rights Limited Partnership (note 3) .....	36,451	35,881
Deferred financing charges .....	<u>60</u>	<u>73</u>
	<u>\$ 94,185</u>	<u>\$ 94,404</u>

## LIABILITIES AND UNITHOLDERS' EQUITY

Current liabilities:		
Due to The Keg Rights Limited Partnership .....	\$ -	\$ 353
Interest payable on term loan .....	55	56
Distributions payable to Fund unitholders .....	<u>-</u>	<u>734</u>
	55	1,143
Term loan .....	14,000	14,000
Unitholders' equity:		
Capital contributions (note 7(a)) .....	79,385	79,385
Accumulated earnings, net of distributions declared .....	<u>745</u>	<u>(124)</u>
	<u>80,130</u>	<u>79,261</u>
	<u>\$ 94,185</u>	<u>\$ 94,404</u>

See accompanying notes to consolidated financial statements.

Approved on behalf of the Board of Trustees



**C.C. Woodward, Trustee**



**George Tidball, Trustee**

## CONSOLIDATED STATEMENTS OF EARNINGS

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

	April 1 to June 30, <u>2005</u>	April 1 to June 30, <u>2004</u> (restated - note 2)	January 1 to June 30, <u>2005</u>	January 1 to June 30, <u>2004</u> (restated - note 2)
Gross sales reported by Keg restaurants in the Royalty Pool (note 3) .....	\$ <u>79,433</u>	\$ <u>72,091</u>	\$ <u>160,623</u>	\$ <u>147,982</u>
Revenue:				
Equity income (note 3) .....	\$ 1,355	\$ 1,283	\$ 2,757	\$ 2,667
Interest income .....	<u>1,067</u>	<u>1,064</u>	<u>2,124</u>	<u>2,128</u>
	2,422	2,347	4,881	4,795
Expenses:				
Interest and financing fees .....	166	145	330	307
Amortization of deferred financing charges .....	<u>6</u>	<u>29</u>	<u>13</u>	<u>58</u>
	<u>172</u>	<u>174</u>	<u>343</u>	<u>365</u>
Net earnings for the period .....	\$ <u>2,250</u>	\$ <u>2,173</u>	\$ <u>4,538</u>	\$ <u>4,430</u>
Earnings per unit (note 7(a)) .....	\$ <u>0.28</u>	\$ <u>0.27</u>	\$ <u>0.56</u>	\$ <u>0.54</u>

## CONSOLIDATED STATEMENTS OF ACCUMULATED EARNINGS

(Expressed in thousands of dollars - unaudited)

	April 1 to June 30, <u>2005</u>	April 1 to June 30, <u>2004</u> (restated - note 2)	January 1 to June 30, <u>2005</u>	January 1, to June 30, <u>2004</u> (restated - note 2)
Balance, beginning of period.....	\$ 696	\$ 634	\$ (124)	\$ (155)
Net earnings .....	2,250	2,173	4,538	4,430
Distributions declared to Fund unitholders .....	<u>(2,201)</u>	<u>(2,201)</u>	<u>(3,669)</u>	<u>(3,669)</u>
Balance, end of period.....	\$ <u>745</u>	\$ <u>606</u>	\$ <u>745</u>	\$ <u>606</u>

See accompanying notes to consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of dollars - unaudited)

	April 1 to June 30, <u>2005</u>	April 1 to June 30, <u>2004</u> (restated - note 2)	January 1 to June 30, <u>2005</u>	January 1 to June 30, <u>2004</u> (restated - note 2)
<b>Cash provided by (used for):</b>				
<b>OPERATIONS:</b>				
Net earnings for the period .....	\$ 2,250	\$ 2,173	\$ 4,538	\$ 4,430
Items not involving cash:				
Amortization of deferred financing charges .....	6	29	13	58
Equity income (note 3) .....	(1,355)	(1,283)	(2,757)	(2,667)
Change in non-cash operating working capital (note 8(a)) .....	<u>(215)</u>	<u>(186)</u>	<u>136</u>	<u>581</u>
	686	733	1,930	2,402
<b>FINANCING:</b>				
Distributions declared on units of The Keg Rights Limited Partnership, held by The Keg Holdings Trust, a subsidiary of the Fund ..	1,364	1,291	2,186	2,073
Distributions paid to Fund unitholders .....	<u>(2,201)</u>	<u>(2,201)</u>	<u>(4,403)</u>	<u>(4,403)</u>
	<u>(837)</u>	<u>(910)</u>	<u>(2,217)</u>	<u>(2,330)</u>
Increase (decrease) in cash .....	(151)	(177)	(287)	72
Cash, beginning of period .....	<u>253</u>	<u>273</u>	<u>389</u>	<u>24</u>
Cash, end of period .....	<u>\$ 102</u>	<u>\$ 96</u>	<u>\$ 102</u>	<u>\$ 96</u>

See note 8(b) for supplementary cash flow information.

See accompanying notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars – unaudited)

For the six months ended June 30, 2005 and 2004

### 1. BASIS OF PRESENTATION:

The Keg Royalties Income Fund (the “Fund”) prepares its interim consolidated financial statements in accordance with Canadian generally accepted accounting principles on a basis consistent with those used and described in the annual consolidated financial statements for the year ended December 31, 2004. The disclosures contained in these interim consolidated financial statements do not include all the requirements of Canadian generally accepted accounting principles for annual financial statements.

These interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2004.

### 2. CHANGE IN ACCOUNTING POLICY:

Effective January 1, 2005, the Fund adopted the new Canadian Institute of Chartered Accountants’ Accounting Guideline, *Consolidation of Variable Interest Entities* (“AcG-15”). This guideline has been applied retroactively with restatement of prior periods.

The Keg Rights Limited Partnership (the “Partnership”), a previously consolidated subsidiary of the Fund, is a variable interest entity, which Keg Restaurants Ltd. (“KRL”) must now consolidate based upon the guidelines included in AcG-15. This change has resulted in the Fund retroactively accounting for its investment in the Partnership on an equity basis since May 31, 2002, the commencement of operations of the Partnership (note 3).

The effects of this change in accounting policy are as follows:

- decrease in total assets of \$85,953,000 (December 31, 2004 - \$82,334,000), representing the Keg Rights held by the Partnership of \$121,007,000 (December 31, 2004 - \$117,757,000), current assets held in the Partnership of \$1,397,000 (December 31, 2004 - \$458,000); less the value of the Fund’s \$36,451,000 (December 31, 2004 - \$35,881,000) equity investment in the Partnership;
- decrease in total liabilities of \$57,778,000 (December 31, 2004 - \$57,659,000), representing KRL’s interest in the Partnership of \$57,356,000 (December 31, 2004 - \$57,000,000), and current liabilities of the Partnership in the amount of \$422,000 (December 31, 2004 - \$659,000); and
- decrease in net earnings attributable to KRL of \$1,316,000 (six months ended June 30, 2004 - \$970,000), representing net earnings of the Partnership from the Class A and entitled Class B units of the Partnership held by KRL.

Basic and diluted earnings per Fund unit were not impacted by this change.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars – unaudited)

For the six months ended June 30, 2005 and 2004

### 3. EQUITY INVESTMENT:

As discussed in note 2, as required by the adoption of AcG-15 on January 1, 2005, the Fund has retroactively accounted for its investment in the Partnership as an equity investment.

	June 30, <u>2005</u>	December 31, <u>2004</u>
Investment in the Partnership, at cost .....	\$ 36,040	\$ 36,040
Accumulated equity earnings less distributions received, beginning of period .....	(160)	(143)
Equity income in the Partnership .....	2,757	5,343
Distributions declared by the Partnership, on units held by		
The Keg Holdings Trust, a subsidiary of the Fund .....	<u>(2,186)</u>	<u>(5,359)</u>
Equity investment in the Partnership .....	<u>\$ 36,451</u>	<u>\$ 35,881</u>

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 KRL to exploit the use of the Keg Rights and the collection of the royalty payable under the Licence and Royalty Agreement.

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

Summarized financial information of the Partnership is as follows:

	June 30, <u>2005</u>	December 31, <u>2004</u>
Current assets .....	\$ 1,397	\$ 1,804
Long-term assets, being Keg Rights .....	<u>121,007</u>	<u>117,757</u>
Total assets .....	<u>\$ 122,404</u>	<u>\$ 119,561</u>
Current liabilities .....	\$ 422	\$ 1,991
Partners’ equity .....	<u>121,982</u>	<u>117,570</u>
Total liabilities and equity .....	<u>\$ 122,404</u>	<u>\$ 119,561</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

For the six months ended June 30, 2005 and 2004

### 3. EQUITY INVESTMENT (CONTINUED):

	April 1 to June 30, <u>2005</u>	April 1 to June 30, <u>2004</u>	January 1 to June 30, <u>2005</u>	January 1 to June 30, <u>2004</u>
System sales reported by Keg restaurants in the Royalty Pool .....	\$ 79,433	\$ 72,091	\$ 160,623	\$ 147,982
Royalty income at 4% of system sales reported above .....	\$ 3,177	\$ 2,883	\$ 6,425	\$ 5,919
Make-whole payment, based on 4% of lost system sales .....	<u>32</u>	<u>33</u>	<u>37</u>	<u>33</u>
Total royalty income .....	3,209	2,916	6,462	5,952
Expenses .....	<u>(136)</u>	<u>(88)</u>	<u>(252)</u>	<u>(178)</u>
Net earnings of the Partnership for the period .....	3,073	2,828	6,210	5,774
KRL's interest in the net earnings of the Partnership .....	<u>(1,718)</u>	<u>(1,545)</u>	<u>(3,453)</u>	<u>(3,107)</u>
Equity income for the period .....	<u>\$ 1,355</u>	<u>\$ 1,283</u>	<u>\$ 2,757</u>	<u>\$ 2,667</u>

The gross sales reported by the 86 Keg restaurants on which KRL pays a royalty to the Partnership (the "Royalty Pool") are from January 1 to June 30, 2005 (January 1 to June 30, 2004 – 86 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 one restaurant closure for the period from January 1, 2005 to June 30, 2005 (January 1 to June 30, 2004 – three restaurant closures).

### 4. DISTRIBUTABLE CASH:

	April 1 to June 30, <u>2005</u>	April 1 to June 30, <u>2004</u> (restated - note 2)	January 1 to June 30, <u>2005</u>	January 1 to June 30, <u>2004</u> (restated - note 2)
Earnings for the period .....	\$ 2,250	\$ 2,173	\$ 4,538	\$ 4,430
Amortization of deferred financing charges .....	<u>6</u>	<u>29</u>	<u>13</u>	<u>58</u>
Distributable cash available for Fund unitholders ... .....	<u>\$ 2,256</u>	<u>\$ 2,202</u>	<u>\$ 4,551</u>	<u>\$ 4,488</u>
Distributions declared to Fund unitholders (note 5) .	<u>\$ 2,201</u>	<u>\$ 2,201</u>	<u>\$ 3,669</u>	<u>\$ 3,669</u>
Fund units outstanding (note 7(a)).....	<u>8,153,500</u>	<u>8,153,500</u>	<u>8,153,500</u>	<u>8,153,500</u>

Distributable cash is not an earnings measure recognized by generally accepted accounting principles ("GAAP") and therefore may not be comparable to similar measures presented by other issuers.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

For the six months ended June 30, 2005 and 2004

### 5. UNITHOLDER DISTRIBUTIONS:

The \$733,815 difference between the \$3,669,075 in distributions declared and the \$4,402,890 in distributions paid to Fund unitholders during the six months ended June 30, 2005 and June 30, 2004 is due to the declaration of the January distributions on December 31 each year. 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.:

	June 30, <u>2005</u>	December 31, <u>2004</u>
Interest on note receivable from Keg Restaurants Ltd. ....	\$ <u>351</u>	\$ <u>362</u>

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

### 7. 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.

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.

#### (b) Exchangeable units:

	June 30, <u>2005</u>	December 31, <u>2004</u>
Class A Partnership units (i) .....	905,944	905,944
Class B Partnership units (ii) .....	<u>1,446,710</u>	<u>970,495</u>
	<u>2,352,654</u>	<u>1,876,439</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars – unaudited)

For the six months ended June 30, 2005 and 2004

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

#### (b) Exchangeable units (continued):

Pursuant to the declaration of trust, the holders (other than the Fund or its subsidiaries) of the Class A Partnership units ("Class A units") and Class B Partnership units ("Class B units") are entitled to vote in all votes of Fund unitholders as if they were holders of the number of Fund units they would receive if Class A units and 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. At June 30, 2005, all Class A and Class B units were held by KRL.

- (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 June 30, 2005. The LP units are eliminated upon consolidation of the Fund. 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 are exchangeable for Fund units based upon a defined calculation that itself is based on system sales from new restaurants. As at June 30, 2005, 1,446,710 (December 31, 2004 – 970,495) Class B units receive a distribution entitlement and may be exchanged for Fund units.

In addition to these exchangeable Class B units, KRL also holds 1,929,990 (December 31, 2004 – 2,406,205) Class B units which are not yet entitled to receive distributions and are not exchangeable for Fund units.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars – unaudited)

For the six months ended June 30, 2005 and 2004

### 8. SUPPLEMENTARY CASH FLOW INFORMATION:

	April 1 to June 30, <u>2005</u>	April 1 to June 30, <u>2004</u> (restated - note 2)	January 1 to June 30, <u>2005</u>	January 1 to June 30, <u>2004</u> (restated - note 2)
(a) Change in non-cash operating working capital:				
Due from Keg Restaurants Ltd. (note 6) ..	\$ 12	\$ 12	\$ 11	\$ 13
Due from (to) The Keg Rights Limited Partnership .....	<u>(227)</u>	<u>(198)</u>	<u>125</u>	<u>568</u>
	<u>\$ (215)</u>	<u>\$ (186)</u>	<u>\$ 136</u>	<u>\$ 581</u>
(b) Supplementary information:				
Interest received .....	\$ 1,079	\$ 1,076	\$ 2,135	\$ 2,140
Interest paid .....	165	146	329	307

### 9. SUBSEQUENT EVENT:

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. Thereafter, on July 6, 2005, KRL sold these 250,000 Fund units through the facilities of the Toronto Stock Exchange.

This exchange of Class B units of the Partnership will result in an increase in the value of the Fund's equity investment in the Partnership by approximately \$2,500,000, with a corresponding increase in capital contributions. There will be no dilutive effect on net earnings per Fund unit resulting from this exchange.

## UNITHOLDER INFORMATION

### CORPORATE HEAD OFFICE

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

### BOARD OF TRUSTEES

C. C. Woodward  
George Killy  
George Tidball

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

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

\* Audit Committee and Governance Committee Member

### REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada

### STOCK EXCHANGE LISTING

Toronto Stock Exchange: KEG.UN

### INVESTOR ENQUIRIES

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