

# A&W Revenue Royalties Income Fund

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## Q3

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Third Quarter Report to Unitholders  
for the period ended  
September 9, 2007

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## To our Unitholders

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On behalf of the Trustees of the A&W Revenue Royalties Income Fund (the Fund) it is my pleasure to report the results for the third quarter ended September 9, 2007. The Fund enjoyed a solid quarter based on the key measure of performance, same store sales growth. Same store sales for the third quarter grew by 3.3% which was particularly notable given the exceptionally strong results in the third quarter of 2006. Furthermore, these results were achieved during a period when the overall foodservice industry is experiencing slower growth and is suffering from the negative impact of declining tourism in Canada. This marks the 18th straight quarter of same store sales increases for A&W.

The same store sales increase coupled with the increased royalties from the new restaurants added to the Royalty Pool in December 2006, resulted in both royalty income and total distributable cash increasing by 6.0% for the quarter. Distributable cash per unit for the third quarter increased by 1.2 cents per unit compared to the third quarter of 2006.

As a result of the strong performance, the Trustees have announced a 2.9% increase in monthly distributions to unitholders, effective with the October distribution which will be paid on November 30, 2007 to unitholders of record on November 15, 2007. This marks the sixth increase in distributions in the past 21 months. Following this increase, distributions will stand at 10.6¢ per unit per month or \$1.272 per unit on an annualized basis.

The source of revenue for the Fund is through its 62% ownership in A&W Trade Marks Inc. (Trade Marks) which, in turn, receives royalty income from A&W Food Services of Canada Inc. (Food Services) based on 3% of the sales of the A&W restaurants in the Royalty Pool. Effective December 31, 2006 the pool was expanded from 654 restaurants to 660, reflecting the addition of 19 new restaurants opened between September 2005 and September 2006, adjusted for 13 restaurants which closed during 2006.

A&W's strategy to strengthen its appeal to the baby boomer customer underlies the continued strong sales performance. During the quarter, new advertising campaigns were launched which reinforce A&W's position as having the best tasting hamburgers in Canada. In addition, the breakfast daypart, an important growth area for A&W, continued to show solid growth. Finally, A&W's Cruisin' the Dub program reached record numbers of Canadians. Cruise nights are celebrations of the drive-in era, classic cars and the music of the boomers. Held at freestanding restaurants across the country, there were over 2,400 Cruisin' the Dub events this

summer, up from 1,300 last year. The response to this program continues to exceed expectations.

While we expect that the Canadian foodservice industry will continue to be challenged by the impact of reduced US tourism, we are confident that A&W's strategies and programs are an excellent competitive fit for the market. On behalf of the Trustees, my thanks to all of our investors who have placed their trust in the A&W Revenue Royalties Income Fund.

A handwritten signature in black ink, appearing to read "John R. McLernon", followed by a period.

John R. McLernon  
Chairman, A&W Revenue Royalties Income Fund  
On behalf of the Board of Trustees

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## **A&W Revenue Royalties Income Fund Management Discussion and Analysis**

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This Management Discussion and Analysis covers the period from January 1, 2007 to September 9, 2007 and is dated October 15, 2007. It should be read in conjunction with the Fund's interim unaudited financial statements for the quarter ended September 9, 2007 and the annual audited financial statements for the year ended December 31, 2006. In addition, readers are directed to the interim unaudited financial statements of A&W Trade Marks Inc. (Trade Marks) for the quarter ended September 9, 2007 and the annual audited financial statements of Trade Marks for the year ended December 31, 2006. A copy of this report and additional information about the Fund is available at [www.sedar.com](http://www.sedar.com) or [www.awincomefund.ca](http://www.awincomefund.ca).

Readers should be aware that 2007 results are not directly comparable to the prior year due to the increase in the number of restaurants in the Royalty Pool from 654 during 2006 to 660 at the end of 2006. In addition, the first quarter of 2007 was not directly comparable to the first quarter of 2006 as there were 84 days in the first quarter of 2007 compared to 85 days in the first quarter of 2006. There were 84 days in the second and third quarters of both years. Same store sales growth is based on an equal number of days for 2007 and 2006.

### **OVERALL PERFORMANCE**

Same store sales of A&W restaurants in the Royalty Pool grew 3.3% for the quarter and 3.8% year to date compared to 2006. Royalty income for the quarter increased by \$269,000 or 6.0% over the same quarter in 2006. Year to date royalty income increased by \$757,000 or 6.2% over the same year to date period in 2006. The increases in royalty income are due to the same store sales growth and the increase in the number of restaurants in the Royalty Pool from 654 during 2006 to 660 effective December 31, 2006.

Trade Marks' net earnings for the quarter increased by \$105,000 to \$734,000 for the quarter compared to \$629,000 for the same quarter of 2006. Trade Marks' year to date net earnings increased by \$326,000 to \$1,010,000 compared to \$684,000 for the same period of 2006. The increase in Trade Mark's earnings is due primarily to the higher royalty income.

The Fund's net earnings for the quarter were \$2,520,000 or 30.2¢ per unit compared to \$2,467,000 or 29.6¢ for the same quarter in 2006. The Fund's year to date earnings were \$6,818,000 or 81.8¢ per unit compared to \$6,653,000 or 79.8¢ for the same period of 2006. The increase in the Fund's earnings is due primarily to its share of the increase in Trade Marks' earnings.

Distributable cash available to pay distributions to unitholders and dividends on Class A and B preferred shares and common shares increased by 6.0% to \$4,599,000 for the quarter and by 6.7% to \$12,282,000 year to date. This increase in distributable cash was generated primarily through growth in royalty income.

The Fund is pleased to announce that, as a result of this continued strong performance, the monthly distribution to unitholders will increase by 2.9% to 10.6¢ per month beginning with the October 2007 distribution which is payable on November 30, 2007. On an annualized basis this represents a distribution rate of \$1.272 per unit.

## FINANCIAL HIGHLIGHTS

The following table sets out selected financial highlights of the Fund and Trade Marks, and should be read in conjunction with the interim unaudited financial statements of the Fund and Trade Marks.

<b>(dollars in thousands except per unit amounts)</b>	<b>12 week period ended Sep 9, 2007</b>	12 week period ended Sep 10, 2006	<b>Period from Jan 1, 2007 to Sep 9, 2007</b>	Period from Jan 1, 2006 to Sep 10, 2006
Same store sales growth	<b>3.3%</b>	9.0%	<b>3.8%</b>	8.1%
Number of restaurants in the Royalty Pool	<b>660</b>	654	<b>660</b>	654
Sales reported by the restaurants in the Royalty Pool	<b>\$158,673</b>	\$149,755	<b>\$432,286</b>	\$407,077
Royalty income	<b>\$4,761</b>	\$4,492	<b>\$12,969</b>	\$12,212
General and administrative expenses	<b>\$60</b>	\$41	<b>\$364</b>	\$345
Net third party interest expense	<b>\$102</b>	\$112	<b>\$323</b>	\$357
Trade Marks' net earnings	<b>\$734</b>	\$629	<b>\$1,010</b>	\$684
The Fund's net earnings	<b>\$2,520</b>	\$2,467	<b>\$6,818</b>	\$6,653
The Fund's basic and diluted earnings per unit (8,340,000 units)	<b>\$0.302</b>	\$0.296	<b>\$0.818</b>	\$0.798
Total distributable cash generated for distributions and dividends <sup>(1)</sup>	<b>\$4,599</b>	\$4,339	<b>\$12,282</b>	\$11,510
Distributable cash per equivalent unit (2007 – 13,437,868 units; 2006 – 13,138,455 units <sup>(2)</sup> )	<b>\$0.342</b>	\$0.330	<b>\$0.914</b>	\$0.876
Monthly distributions declared per unit (8,340,000 units)	<b>\$0.306</b>	\$0.289	<b>\$0.806</b>	\$0.758
Special distribution declared per unit (8,340,000 units)	-	-	<b>\$0.080</b>	-

(1) 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. This information is provided as it identifies the amount of actual cash available to pay distributions to unitholders and dividends to Food Services.

(2) The number of equivalent units for 2006 excludes the 299,413 Class B and common shares issued as consideration for the December 31, 2006 adjustment to the Royalty Pool.

## OVERVIEW

### The Fund

The Fund is a limited purpose trust established to invest in Trade Marks, which owns the A&W trade-marks used in the A&W quick service restaurant business in Canada. The trade-marks comprise some of the best-known brand names in the Canadian foodservice industry.

The Fund earns interest income on A&W notes issued by Trade Marks. The A&W notes are in the amount of \$83,399,000, bear interest at 10.75% per annum and mature on February 15, 2034. Payments of interest only are receivable from Trade Marks monthly in arrears. The Fund also earns dividends from its investment in the common shares of Trade Marks.

The Fund's distributions to unitholders are based on its net cash receipts, being interest on the A&W notes and dividends on common shares received by the Fund from Trade Marks, less minimal expenses of the Fund which are limited to bank charges.

The Fund is not currently taxed on any income that is distributed to unitholders. Income tax obligations related to the distributions by the Fund are obligations of the unitholders. On October 31, 2006, the Federal Department of Finance proposed modifications to income tax rules for income trusts that would result in the Fund becoming taxable beginning in the year 2011. These new tax rules were substantively enacted on June 12, 2007. Therefore cash available for distributions to unitholders will be reduced beginning in 2011 by the amount of income tax paid or payable by the Fund. (See Risks and Uncertainties – Federal Tax Announcement).

### **Trade Marks**

On February 15, 2002, Trade Marks acquired the A&W trade-marks used in the A&W quick service restaurant business in Canada from Food Services for \$152,676,000, of which \$84,876,000 was paid in cash, \$27,800,000 was paid by the issuance of 2,779,975 Class A preferred shares and 2,780,000 common shares of Trade Marks and the balance (the Balance) of \$40,000,000 is due without interest on January 31, 2010.

Concurrent with the purchase of the A&W trade-marks, Trade Marks granted Food Services a licence to use the A&W trade-marks in Canada for a term of 99 years, for which Food Services pays Trade Marks a royalty of 3% of the sales reported to Food Services by A&W restaurants in the Royalty Pool (the Licence and Royalty Agreement). In the event that a restaurant in the Royalty Pool closes, Food Services pays the royalties that would have been paid to Trade Marks if the restaurant had not closed, until the next adjustment to the Royalty Pool.

The Balance of the purchase price will be reduced by all amounts Trade Marks is required to pay Food Services in respect of annual adjustments to the Royalty Pool up to January 31, 2010. If the total annual adjustments are less than the Balance, the obligation of Trade Marks to pay the remaining Balance of the purchase price is extinguished.

The Royalty Pool is adjusted on January 5 of each year (and December 31, 2006 rather than January 5, 2007) to reflect sales from new A&W restaurants, net of the sales of any A&W restaurants that have permanently closed. Trade Marks pays Food Services for the additional royalty stream related to the sales of the net new

restaurants, based on a formula set out in the Licence and Royalty Agreement. The formula provides for a payment to Food Services based on the amount of estimated sales from the net new restaurants and the current yield on the units of the Fund, discounted by 7.5%. The payment is in the form of common shares and Class B preferred shares of Trade Marks which are the economic equivalent of units of the Fund. Twenty percent of the shares are held in escrow for a year until the actual sales of the new restaurants are known and the corresponding adjustment is made to the consideration.

Trade Marks' expenses include general and administrative expenses, amortization of deferred financing fees, interest expenses on its \$10 million term loan and the A&W notes, and taxes. Also, generally accepted accounting principles (GAAP) stipulate that the dividends on the Class A and B preferred shares be classified as interest expense by Trade Marks.

Trade Marks' general and administrative expenses include the expenses of the Fund as the Fund has entered into an administration agreement with Trade Marks whereby Trade Marks, at its expense, provides or arranges for the provision of services required in the administration of the Fund.

The Class A and Class B preferred shares of Trade Marks are owned by Food Services and comprise:

(dollars in thousands)	September 9, 2007		December 31, 2006	
	#	\$	#	\$
Class A shares - at cost	2,779,975	27,800	2,779,975	27,800
Class B shares - at cost:				
January 5, 2003 adjustment	452,469	5,108	452,469	5,108
January 5, 2004 adjustment	495,681	5,210	495,681	5,210
January 5, 2005 adjustment	511,337	6,197	511,337	6,197
January 5, 2006 adjustment	558,993	6,915	558,993	6,915
December 31, 2006 adjustment	299,413	3,560	299,413	3,560
	2,317,893	26,990	2,317,893	26,990
Accrued dividends		130		-
	5,097,868	54,920	5,097,868	54,790

The Class A and B preferred shares entitle Food Services to a fixed cumulative preferential cash dividend at a rate of \$1.075 per share per annum. The Class A and B preferred shares may be redeemed at the option of Food Services into A&W notes of Trade Marks on the basis of \$10 principal amount of A&W notes for one Class A or Class B preferred share and, in turn, one common share of Trade Marks and a \$10 A&W note are exchangeable for a unit in the Fund.

The common shares of Trade Marks are owned by the Fund and Food Services as follows:

(dollars in thousands)	The Fund		Food Services		Total	
	#	%	#	%	#	\$
February 15, 2002	8,340,000	75.0%	2,780,000	25.0%	11,120,000	1
January 5, 2003 adjustment		-2.9%	452,469	2.9%	452,469	-
January 5, 2004 adjustment		-3.0%	495,681	3.0%	495,681	-
January 5, 2005 adjustment		-2.8%	511,337	2.8%	511,337	-
January 5, 2006 adjustment		-2.8%	558,993	2.8%	558,993	-
December 31, 2006 adjustment		-1.4%	299,413	1.4%	299,413	1,713
	8,340,000	62.1%	5,097,893	37.9%	13,437,893	1,714

## **Summary**

Trade Marks earns royalty income from Food Services and distributes its available cash by way of dividends on its shares held by the Fund and Food Services, after satisfaction of its debt service obligations, provisions for administrative expenses of Trade Marks and the Fund, and retention of reasonable working capital reserves. The Fund receives interest income and dividends from Trade Marks and pays its net cash receipts to unitholders. An important aspect of the structures of the Fund and Trade Marks is that, provided Food Services holds an ownership interest in Trade Marks, Trade Marks pays interest to the Fund on the A&W notes in priority to preferred share dividends to Food Services. Food Services' consolidated financial statements are included as a supplement to this report.

## **Adoption of New Accounting Standards**

On January 1, 2007, the Fund and Trade Marks adopted CICA Handbook Section 3855, *Financial Instruments – Recognition and Measurement*, along with two companion standards, Section 1530, *Comprehensive Income*, and Section 3865, *Hedges*, and the amendments to CICA handbook sections and accounting guidelines resulting from the issuance of these sections. The adoption of these new standards had no impact on the Fund's or Trade Marks' financial results.

## **Basis of Consolidation**

The Fund has determined that Trade Marks is a "Variable Interest Entity" (VIE) and that Food Services is the "primary beneficiary" of Trade Marks, as these terms are defined in the Canadian Institute of Chartered Accountants' (CICA) Accounting Guideline AcG-15 "Consolidation of Variable Interest Entities".

AcG-15 addresses when an enterprise should consolidate another entity in its financial statements. Under CICA Handbook Section 1590, an enterprise generally consolidates another entity when it controls the entity through a majority voting interest. AcG-15 clarifies this guidance when the entity being consolidated is a VIE which is defined to be an entity that, by design, does not have sufficient equity at risk to finance its activities without additional subordinated financial support. If the entity being consolidated is a VIE, under AcG-15, the "primary beneficiary" of that entity should consolidate the VIE and not necessarily the shareholder with the majority voting interest. As a result, the Fund does not consolidate Trade Marks, but instead accounts for its investment in Trade Marks using the equity method. Food Services' consolidated financial statements include the accounts of Trade Marks. Non-consolidated financial statements of Trade Marks are presented for information purposes to the unitholders of the Fund.

## **EXPANSION OF THE ROYALTY POOL**

On December 31, 2006, the number of A&W restaurants for which royalties are paid to Trade Marks was increased by 19 new restaurants less 13 restaurants which permanently closed during 2006. Trade Marks paid Food Services \$5,273,000, by issuance of 299,413 Class B shares of Trade Marks valued at \$3,560,000 and 299,413 common shares of Trade Marks valued at \$1,713,000. A final adjustment to the number of shares issued will be made in December 2007 based upon the

actual annual sales of the new restaurants. Until then, twenty percent of the shares will be held in escrow.

After the December 31, 2006 adjustment to the Royalty Pool, the number of restaurants in the Royalty Pool increased to 660, and Food Services owns the equivalent of 37.9% of the units of the Fund on a fully-diluted basis.

## OWNERSHIP OF THE FUND

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

	September 9, 2007 <sup>(1)</sup>		December 31, 2006	
	#	%	#	%
Fund units held by public unitholders	8,340,000	62.1	8,340,000	62.1
Trade Marks' Class A and B preferred shares held by Food Services: <sup>(2)</sup>				
Class A <sup>(3)</sup>	2,779,975	20.7	2,779,975	20.7
Class B <sup>(4) (5)</sup>	2,317,893	17.2	2,317,893	17.2
	5,097,868	37.9	5,097,868	37.9
<b>Total equivalent units</b>	<b>13,437,868</b>	<b>100.0</b>	<b>13,437,868</b>	<b>100.0</b>

Notes:

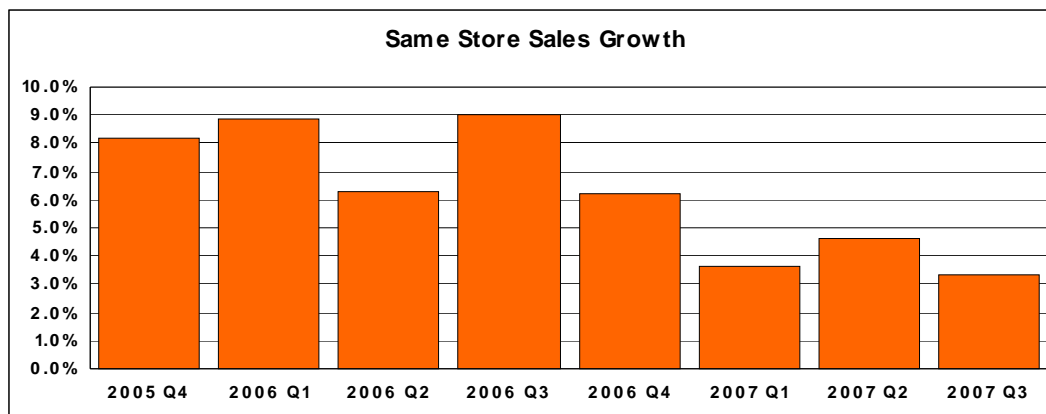
- (1) Information is current as at October 15, 2007.
- (2) May be redeemed into A&W notes of Trade Marks on the basis of \$10 principal amount of A&W notes for one Class A or Class B preferred share and, in turn, one common share of Trade Marks and a \$10 A&W note are exchangeable for a unit in the Fund.
- (3) Represents Food Services' initial 25% equivalent ownership of the Fund, prior to the issuance of the Class B preferred shares.
- (4) Represents Class B preferred shares issued to Food Services as consideration for annual adjustments to the Royalty Pool.
- (5) Before the 299,413 shares issued as consideration for the December 31, 2006 adjustment to the Royalty Pool, the total equivalent units were 13,138,455 of which 63.5% were held by public unitholders and 36.5% were held by Food Services.

## SAME STORE SALES GROWTH

The source of revenue for Trade Marks is royalty income from Food Services. Royalty income is equal to 3% of sales of the A&W restaurants in the Royalty Pool. As a result, same store sales growth by A&W restaurants is a key performance indicator for Trade Marks and the Fund.

Same store sales growth was 3.3% for the third quarter of 2007 compared to the same quarter of 2006, and 3.8% year to date. Same store sales growth has now been positive for 18 consecutive quarters.

The following chart shows the percentage change in same store sales by A&W restaurants for the eight most recently completed quarters:



## RESULTS OF OPERATIONS

### INCOME

During the quarter ended September 9, 2007, the Fund earned interest income from Trade Marks on the A&W notes of \$2,064,000, the same as in the third quarter last year. Year to date interest income was \$6,191,000, a decrease of \$24,000 from the same period of 2006 due to the shorter first quarter in 2007.

The Fund's share of Trade Marks' earnings was \$456,000 for the quarter and \$627,000 year to date compared to \$403,000 for the quarter and \$438,000 year to date last year. The Fund's ownership interest in Trade Marks was 62.1% in 2007 and 63.5% in 2006. Trade Marks' income and expenses are discussed in detail below.

Royalty income earned by Trade Marks from Food Services in the third quarter was \$4,761,000 based on sales of \$158,673,000 reported by the A&W restaurants in the Royalty Pool. This is an increase of 6.0% over royalty income of \$4,492,000 and sales of \$149,755,000 during the same quarter of 2006. Year to date royalty income was \$12,969,000 based on sales of \$432,286,000, an increase of 6.2% over royalty income of \$12,212,000 and sales of \$407,077,000 for 2006. These increases are due to the combined impact of the additional net 6 restaurants in the Royalty Pool and the same store sales increase of 3.8%.

### EXPENSES AND TAXES

The Fund had no direct expenses while Trade Marks' expenses were as follows:

<b>(dollars in thousands)</b>	<b>12 week period ended Sep 9, 2007</b>	<b>12 week period ended Sep 10, 2006</b>	<b>Period from Jan 1, 2007 to Sep 9, 2007</b>	<b>Period from Jan 1, 2006 to Sep 10, 2006</b>
General and administrative	\$60	\$41	\$364	\$345
Amortization of deferred financing fees	4	4	13	13
Interest on term loan	133	133	401	403
Interest income	(31)	(21)	(78)	(46)
Interest on A&W notes	2,064	2,064	6,191	6,215
Dividends on Class A&B preferred shares <sup>(1)</sup>	1,262	1,163	3,784	3,502
Future income taxes	535	479	1,284	1,096

(1) As required by GAAP, the dividends are classified as interest expense and accrued accordingly.

General and administrative expenses in the third quarter, including expenses for the Fund under the administration agreement between Trade Marks and the Fund, increased by \$19,000 to \$60,000, compared to \$41,000 in the third quarter of 2006. Year to date general and administrative expenses were \$364,000, an increase of \$19,000 from 2006. The increase is due to timing of payments for professional services.

Trade Marks' interest expense on its term loan was \$133,000 for the third quarter, the same as the third quarter of 2006. Year to date interest on the term loan decreased by \$2,000 to \$401,000. Interest income was \$10,000 higher than 2006

for the quarter and \$32,000 higher year to date due to the increase in surplus cash. Interest on the A&W notes was \$2,064,000 for the third quarter, the same as 2006, and year to date interest on the A&W notes was \$6,191,000, a decrease of \$24,000 over last year due to the difference in the number of days in the first quarter.

The Class A and B preferred shares entitle Food Services to a fixed cumulative preferential cash dividend at a rate of \$1.075 per share per annum. In accordance with GAAP, the cumulative dividends are treated for accounting purposes by Trade Marks as interest expense and, as such, are accrued and deducted to arrive at net earnings. Class A and Class B preferred share dividends accrued in the quarter increased by \$99,000, from \$1,163,000 in the third quarter of 2006 to \$1,262,000 in 2007. The year to date increase was \$282,000, from \$3,502,000 in 2006 to \$3,784,000 in 2007. The increase is due to the additional Class B shares which were issued on December 31, 2006. Of the \$3,784,000 accrued dividends, \$3,654,000 has been declared payable to Food Services year to date, leaving a balance of dividends accrued but not yet declared of \$130,000. Dividends accrued but not yet declared are included with the Class A and B shares on Trade Marks' balance sheet.

Future income taxes, a non-cash expense, increased by \$56,000 for the quarter and by \$188,000 year to date. The increase is attributable to the increase in earnings before taxes.

## **NET EARNINGS**

The Fund's net earnings for the quarter were \$2,520,000 or 30.2¢ per unit compared to \$2,467,000 or 29.6¢ for the same quarter in 2006. Year to date net earnings were \$6,818,000 or 81.8¢ per unit, compared to \$6,653,000 or 79.8¢ per unit for the prior year. The increase in the Fund's net earnings was due to the increase in Trade Marks' earnings and corresponding equity pick-up of the earnings by the Fund, offset by lower interest income for the year to date period.

Trade Marks' net earnings increased by \$105,000 to \$734,000 for the quarter compared to \$629,000 for the third quarter of 2006. Trade Marks' year to date net earnings increased by \$326,000 to \$1,010,000 compared to \$684,000 for 2006. The increase in Trade Marks' earnings is due primarily to the increase in royalty income.

## **DISTRIBUTABLE CASH**

The distributable cash measure is provided as it identifies the amount of actual cash available to pay distributions to unitholders and dividends to Food Services. Distributable cash is not an earnings measure recognized by GAAP and therefore may not be comparable to similar measures presented by other issuers.

Distributable cash is calculated as the combined operating cash flows of the Fund and Trade Marks, adjusted for the dividends on Trade Marks' Class A and B preferred shares and changes in non-cash working capital. Dividends on Trade Marks' Class A and B preferred shares are added back in order to show the total

distributable cash available to pay distributions to unitholders and dividends to Food Services on a fully-diluted basis. Changes in non-cash working capital are excluded as Trade Marks' and the Fund's working capital requirements are not permanent and are primarily due to the timing of payments between related parties. No deduction is made for capital expenditures as neither the Fund nor Trade Marks have any capital expenditures. There are no restrictions on distributions arising from compliance with financial covenants.

The Canadian Institute of Chartered Accountants (CICA) have released guidance on the measurement and disclosure of distributable cash in income trusts and other flow-through entities. The Fund and Trade Marks are reviewing the guidance and are considering whether it will provide better disclosure for unitholders. The CICA guidance has not yet been adopted by the majority of restaurant income trusts.

The chart below reconciles distributable cash to the most directly comparable measure calculated in accordance with GAAP, cash flows from operating activities including changes in non-cash working capital balances.

<b>(dollars in thousands except per unit amounts)</b>	<b>12 week period ended Sep 9, 2007</b>	12 week period ended Sep 10, 2006	<b>Period from Jan 1, 2007 to Sep 9, 2007</b>	Period from Jan 1, 2006 to Sep 10, 2006
Trade Marks' cash flow from operating activities	<b>\$828</b>	\$634	<b>\$2,607</b>	\$1,877
Add: Changes in accrued dividends	<b>109</b>	100	<b>(130)</b>	226
Dividends on Class A & B preferred shares	<b>1,262</b>	1,163	<b>3,784</b>	3,502
Changes in non-cash working capital	<b>336</b>	378	<b>(170)</b>	(310)
<b>Distributable cash – Trade Marks</b>	<b>2,535</b>	2,275	<b>6,091</b>	5,295
The Fund's cash flow from operating activities	<b>2,260</b>	2,260	<b>5,999</b>	6,004
Add: Changes in non-cash working capital	<b>(196)</b>	(196)	<b>192</b>	211
<b>Distributable cash – the Fund</b>	<b>2,064</b>	2,064	<b>6,191</b>	6,215
<b>Total distributable cash</b>	<b>\$4,599</b>	\$4,339	<b>\$12,282</b>	\$11,510
Cumulative surplus – beginning of period	<b>2,703</b>	2,016	<b>3,517</b>	1,692
Distributable cash for unitholders at current average distribution rate (2007 - \$1.218 per unit, 2006 - \$1.146 per unit)	<b>(2,407)</b>	(2,246)	<b>(7,013)</b>	(6,625)
Distributable cash for Food Services at current average distribution rate (2007 - \$1.218 per share, 2006 - \$1.146 per share)	<b>(1,471)</b>	(1,265)	<b>(4,287)</b>	(3,733)
Special distribution paid to unitholders (\$0.08 per unit)	-	-	<b>(667)</b>	-
Equivalent special dividend paid to Food Services (\$0.08 per share)	-	-	<b>(408)</b>	-
<b>Cumulative surplus – end of period</b>	<b>\$3,424</b>	\$2,844	<b>\$3,424</b>	\$2,844
Distributable cash per equivalent unit	<b>\$0.342</b>	\$0.330	<b>\$0.914</b>	\$0.876
Number of equivalent units	<b>13,437,868</b>	13,138,455	<b>13,437,868</b>	13,138,455
Monthly distributions declared per unit (8,340,000 units)	<b>\$0.306</b>	\$0.289	<b>\$0.806</b>	\$0.758
Special distributions declared per unit (8,340,000 units)	-	-	<b>\$0.080</b>	-
Payout ratio (excluding special distribution)	<b>89.5%</b>	87.6%	<b>88.2%</b>	86.5%
Payout ratio (including special distribution)	<b>89.5%</b>	87.6%	<b>96.9%</b>	86.5%

Total distributable cash increased by \$260,000 to \$4,599,000 for the quarter and by \$772,000 to \$12,282,000 year to date, due to the increase in royalty and interest income discussed previously.

Distributable cash for unitholders increased to \$2,407,000 from \$2,246,000 for the quarter and to \$7,013,000 from \$6,625,000 year to date due to the increase in distributions from an average annual rate of \$1.146 per unit at the end of the third quarter of 2006 to the current average annual rate of \$1.218.

Distributable cash for dividends to Food Services increased to \$1,471,000 from \$1,265,000 for the quarter and to \$4,287,000 from \$3,733,000 year to date. The increase is due to the additional common and Class B preferred shares issued to Food Services on December 31, 2006 as a result of the annual adjustment to the Royalty Pool and the increase in the annual distribution rate.

The amount of cash distributed in the quarter to unitholders and Food Services in monthly distributions and dividends was \$0.306 per equivalent unit compared to distributable cash generated of \$0.342. Year to date monthly distributions and dividends were \$0.806 per equivalent unit compared to distributable cash generated of \$0.914. In addition, in February 2007 a special distribution of \$667,000 or \$0.080 per unit was paid to unitholders and an equivalent special dividend of \$408,000 or \$0.080 per common share was paid to Food Services, bringing the total amount of cash distributed year to date to \$0.886 per equivalent unit.

At the end of the quarter there was a cumulative surplus of distributable cash of \$3,424,000 compared to a cumulative surplus of \$3,517,000 at the end of 2006. Due to the continued strong performance of the Fund, the Trustees have announced an increase in monthly distributions from 10.3¢ per unit to 10.6¢ per unit starting with the October 2007 distribution which will be paid on November 30, 2007 to unitholders of record on November 15, 2007. The new monthly distribution rate translates into an annualized distribution of \$1.272 per unit, an increase of 2.9% from the prior level of \$1.236. This is the sixth increase in the distribution rate since the inception of the Fund and to date, the annualized distribution rate has increased by 17.8%. The Fund will continue to periodically review distribution levels and distribute available cash in order to maximize returns to unitholders and maintain uniformity of distributions.

## DISTRIBUTIONS TO UNITHOLDERS

During the quarter ended September 9, 2007, the Fund declared monthly distributions to unitholders totaling \$2,552,000 or \$0.306 per unit, compared to \$2,410,000 or \$0.289 per unit in the same quarter of 2006. Year to date distributions were as follows:

<b>(dollars in thousands except per unit amounts)</b>	<b>Declaration date</b>	<b>Payment date</b>	<b>Amount</b>	<b>Per unit</b>
January 2007	February 6, 2007	February 28, 2007	\$ 834	\$0.100
Special Distribution	February 6, 2007	February 28, 2007	667	0.080
February 2007	March 6, 2007	March 30, 2007	834	0.100
March 2007	April 3, 2007	April 30, 2007	834	0.100
April 2007	May 4, 2007	May 31, 2007	834	0.100
May 2007	June 6, 2007	June 29, 2007	834	0.100
June 2007	July 4, 2007	July 31, 2007	834	0.100
July 2007	July 27, 2007	August 31, 2007	859	0.103
August 2007	September 5, 2007	September 28, 2007	859	0.103
			<b>\$7,389</b>	<b>\$0.886</b>

The August 2007 distribution of \$859,000 which was declared on September 5, 2007 and paid on September 28, 2007 is reported as a current liability at September 9, 2007. On October 3, 2007, the Fund declared the September 2007 monthly distribution to unitholders of \$0.103 per unit or \$859,000, payable on October 31, 2007.

## **TAX TREATMENT OF DISTRIBUTIONS**

Of the \$0.886 per unit in distributions declared year to date, \$0.717 per unit or 80.9% will be taxable to unitholders as other investment income and \$0.169 per unit or 19.1% will be designated as non-eligible dividends.

## **DIVIDENDS ON TRADE MARKS' COMMON SHARES**

During the quarter, Trade Marks declared dividends on its common shares of \$501,000 of which \$310,000 was earned by the Fund and \$191,000 was earned by Food Services. Total common share dividends declared by Trade Marks year to date were \$2,276,000 or \$0.169 per share of which \$1,412,000 was earned by the Fund and \$864,000 was earned by Food Services. The August 2007 dividend of \$180,000 which was declared on September 5, 2007 and paid on September 28, 2007 is reported as a current liability of Trade Marks at September 9, 2007. The Fund's share of \$112,000 is reported as a receivable by the Fund at September 9, 2007.

On October 3, 2007, Trade Marks declared a dividend on common shares of \$180,000 or \$0.0134 per share, payable to Food Services and the Fund on October 31, 2007.

## **DIVIDENDS ON TRADE MARKS' CLASS A AND B PREFERRED SHARES**

During the quarter, Trade Marks declared dividends on its Class A and B preferred shares totaling \$1,371,000. Total dividends on Class A and B shares declared by Trade Marks year to date were \$3,654,000 or \$0.717 per share. The August 2007 dividends of \$457,000 which were declared on September 5, 2007 and paid to Food Services on September 28, 2007 are reported as a current liability of Trade Marks at September 9, 2007.

On October 3, 2007, Trade Marks declared dividends on Class A and B preferred shares of \$457,000 or \$0.0896 per share, payable to Food Services on October 31, 2007.

## SUMMARY OF QUARTERLY RESULTS

(dollars in thousands except per unit amounts)	Q3 2007	Q2 2007	Q1 2007	Q4 2006
Number of restaurants in the Royalty Pool <sup>(1)</sup>	660	660	660	654
Royalty income	\$4,761	\$4,365	\$3,843	\$5,745
The Fund's interest income	\$2,064	\$2,064	\$2,063	\$2,751
The Fund's net earnings	\$2,520	\$2,325	\$1,973	\$4,355
Basic and diluted earnings per unit	\$0.302	\$0.279	\$0.237	\$0.522
Distributable cash	\$4,599	\$4,202	\$3,481	\$5,490
Number of equivalent units <sup>(2)</sup>	13,437,868	13,437,868	13,437,868	13,138,455
Distributable cash per equivalent unit	\$0.342	\$0.313	\$0.259	\$0.418
Distributions declared	\$2,552	\$2,502	\$2,335	\$3,311
Monthly distributions declared per unit (8,340,000 units)	\$0.306	\$0.300	\$0.200	\$0.397
Special distribution declared per unit	-	-	\$0.080	-
Number of days in the quarter	84	84	84	112
(dollars in thousands except per unit amounts)	Q3 2006	Q2 2006	Q1 2006	Q4 2005
Number of restaurants in the Royalty Pool <sup>(1)</sup>	654	654	654	638
Royalty income	\$4,492	\$4,069	\$3,651	\$5,202
The Fund's interest income	\$2,064	\$2,063	\$2,088	\$2,726
The Fund's net earnings	\$2,467	\$2,262	\$1,924	\$3,343
Basic and diluted earnings per unit	\$0.296	\$0.271	\$0.231	\$0.401
Distributable cash	\$4,339	\$3,930	\$3,241	\$4,887
Number of equivalent units <sup>(2)</sup>	13,138,455	13,138,455	13,138,455	12,579,462
Distributable cash per equivalent unit	\$0.330	\$0.299	\$0.247	\$0.388
Distributions declared	\$2,410	\$2,360	\$1,552	\$3,002
Monthly distributions declared per unit (8,340,000 units)	\$0.289	\$0.283	\$0.186	\$0.360
Special distribution declared	-	-	-	-
Number of days in the quarter	84	84	85	111

(1) The net six new restaurants added to the Royalty Pool on December 31, 2006 are excluded for purposes of presenting 2006 results as they were not in the Royalty Pool during 2006.

(2) The number of equivalent units for 2006 excludes the 299,413 Class B and common shares issued by Trade Marks on December 31, 2006.

## SEASONALITY

Sales in the quick service restaurant industry fluctuate seasonally. In freestanding restaurants, weather impacts sales. In shopping centres, sales fluctuate due to higher traffic during the back-to-school and Christmas shopping seasons.

## LIQUIDITY AND CAPITAL RESOURCES

The Fund has sufficient financial resources to pay ongoing future distributions as it receives income by way of interest on the A&W notes and dividends on its common shares of Trade Marks.

Trade Marks has sufficient financial resources to fund its working capital requirements and to meet its cash flow needs including ongoing common share dividends. Trade Marks has a demand operating loan facility of up to \$2,000,000 which bears interest at bank prime rate plus 0.5% and is repayable on demand. As at September 9, 2007, the full amount of the facility was available.

Trade Marks has a term loan with HSBC Bank Canada in the amount of \$10,000,000. The term loan is repayable on March 15, 2008, however HSBC Bank Canada has advised that it will consider extending the term beyond that date, subject to certain conditions. The term loan bears interest at bank prime rate plus between 0.0% and 0.5% depending on specified financial ratios. Interest only is payable monthly, provided that 12 month trailing earnings before interest, taxes, depreciation and amortization (EBITDA) at any time are not less than \$10,000,000. In the event that EBITDA is less than \$10,000,000, the term loan will be fully amortized over the remaining term and repayment will be by way of blended monthly instalments of principal and interest. Trailing EBITDA as at September 9, 2007 was \$18,223,000.

An interest rate swap effective February 16, 2005 and maturing February 18, 2008 fixes the interest rate on Trade Marks' term loan at 5.81% per annum.

A general security agreement over the assets of Trade Marks was provided as security for the demand operating loan facility and term loan.

Payments due by period (dollars in thousands)	Total	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Term loan	\$10,000	\$10,000	\$0	\$0	\$0

The A&W notes, issued by Trade Marks and held by the Fund, amount to \$83,399,000, bear interest at 10.75% per annum and mature on February 15, 2034. Interest only is payable monthly in arrears.

The Fund and Trade Marks have no other contractual or purchase obligations except as described under the section Related Party Transactions and Balances. The Fund and Trade Marks do not have any capital expenditures; their operating and administrative expenses are expected to be stable and reasonably predictable and are considered to be in the ordinary course of business.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Fund and Trade Marks have no off-balance sheet arrangements, with the exception of the interest rate swap discussed previously.

## **RELATED PARTY TRANSACTIONS AND BALANCES**

Trade Marks' interest expense and the Fund's interest income on the A&W notes for the year to date was \$6,191,000 (2006 - \$6,215,000), of which \$982,000 is receivable by the Fund from Trade Marks at September 9, 2007 (December 31, 2006 - \$761,000). Interest on the A&W notes for the quarter was \$2,064,000 (2006 - \$2,064,000).

Royalty income of \$12,969,000 (2006 - \$12,212,000) was earned by Trade Marks from Food Services for the year to date, of which \$1,583,000 is receivable by Trade Marks at September 9, 2007 (December 31, 2006 - \$1,499,000). Royalty income earned during the quarter was \$4,761,000 (2006 - \$4,492,000).

As at September 9, 2007, \$65,000 (December 31, 2006 - \$36,000) is due to Trade Marks by the Fund, without interest and on demand.

The Fund has entered into an administration agreement with Trade Marks whereby Trade Marks, at its expense, will provide or arrange for the provision of services required for the administration of the Fund. Trade Marks has arranged for management, administrative and accounting services to be provided by Food Services at no cost until 2011.

Other related party transactions and balances are referred to elsewhere in this Management Discussion and Analysis.

### **CRITICAL ACCOUNTING ESTIMATES**

Trade Marks' intangible assets consist of the A&W trade-marks and are recorded at cost. Management tests the intangible assets annually for impairment or more frequently if events or changes in circumstances indicate that the assets might be impaired. The impairment test compares the carrying amount of the intangible asset with its fair value, and an impairment loss is recognized in income for the excess, if any. Management believes that there has been no impairment of the intangible assets during the period ended September 9, 2007.

### **FINANCIAL INSTRUMENTS**

The Fund's financial instruments consist of cash, due from Trade Marks, investment in Trade Marks, distribution payable to unitholders, and due to Trade Marks. It is management's opinion that the Fund is not exposed to significant interest or credit risks arising from these financial instruments. Management estimates that the fair values of these financial instruments, except for the investment in Trade Marks, approximate their carrying values. It is not practicable to determine the fair value of the investment in Trade Marks given the many terms and conditions that would influence such a determination.

Trade Marks' fair values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and dividends payable approximate their carrying values given the short term to maturity of these instruments. The fair value of Trade Marks' term loan approximates its carrying value due to the floating interest rate. The fair value of the interest rate swap is \$21,000 favourable. It is not practicable to determine the fair value of the A&W notes payable and Class A and B preferred shares given the many terms and conditions that would influence such a determination.

Trade Marks' exposure to credit risk is as indicated by the carrying amount of its accounts receivable. The majority of accounts receivable relates to royalties due from Food Services. All of Trade Marks' financial instruments are non-interest bearing except for cash and cash equivalents, the term loan, operating line of credit, the A&W notes payable and the Class A and B preferred shares, which bear interest as disclosed previously.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Chief Executive Officer and the Chief Financial Officer have designed, or caused to be designed under their supervision, internal controls over financial reporting to provide reasonable assurance regarding the reliability of the Fund's and Trade Marks' financial reporting and the preparation of its financial statements for external purposes in accordance with GAAP. There have been no material changes to the internal controls during the period covered by this Management Discussion and Analysis that have had a material effect on the Fund's internal control over financial reporting.

## **RISKS AND UNCERTAINTIES**

### **Federal Tax Announcement**

On June 12, 2007, Bill C-52 passed third reading in the House of Commons. In part, Bill C-52 imposes a new tax on certain flow-through entities, referred to as "specified investment flow-through entities" (SIFTS), which includes income trusts. The new income tax rules for SIFTS mean that income earned by the Fund will become taxable in a manner similar to income earned by a corporation.

The application of these rules is delayed to the 2011 taxation year for trusts that were publicly traded prior to November 1, 2006. Provided the Fund is not considered to have undergone an "undue expansion" during the interim period, the Fund will be subject to taxation beginning January 1, 2011 and cash available for distributions to unitholders will be reduced by the amount of income tax paid or payable by the Fund. Financial statement earnings will also be significantly affected.

The full implications to the Fund as a result of Bill C-52 cannot be determined at this time since detailed guidance has not yet been released by the government. Based on information released to date, the applicable income tax rate in 2011 would be 31.5%, but this is subject to change between now and 2011. There can also be no assurance that Canadian federal income tax laws respecting the treatment of mutual fund trusts and SIFTS will not be further changed in a manner which adversely affects the holders of units.

Effective June 12, 2007, income trusts and SIFTS are required to recognize future income taxes based on temporary differences that are expected to reverse after 2011. The Fund's and Trade Marks' structure means that Trade Marks has already been accounting for future income taxes, and there is no impact on the Fund's financial statements.

### **The Restaurant Industry**

The net earnings and distributable cash generated by the Fund is directly dependent upon the interest income and dividends it receives from Trade Marks, and the amount of its income tax obligations. The net earnings and distributable cash generated by Trade Marks is entirely dependent on the royalty it receives from Food Services, its operating costs, and Trade Marks' income tax obligations. The amount of the royalty is dependent upon the sales of the A&W restaurants in the Royalty

Pool. Sales are subject to a number of factors that affect the restaurant industry generally and the quick service segment of this industry in particular, including the highly competitive nature of the industry, traffic patterns, demographic considerations, the type, number and proximity of competing quick service restaurants, and the availability of experienced management and hourly employees. In addition, factors such as harmonization of GST with provincial sales taxes which would effectively add a new tax on restaurant meals may also adversely affect the sales of the quick service restaurant industry in general and the sales by A&W restaurants in particular.

Food Services competes with other companies, including other well-capitalized franchisors with extensive financial, technological, marketing and personnel resources and high brand name recognition and awareness. There can be no assurance that Food Services will be able to respond to various competitive factors affecting the franchise operations of Food Services in the quick service restaurant industry.

Any significant event that adversely affects consumption of hamburgers, chicken, fries and soft drinks, such as cost, changing tastes or health concerns, could adversely impact the sales of A&W restaurants and consequently, the amount of the royalty payable to Trade Marks.

The growth of the royalty is dependent upon the ability of Food Services to (i) grow same store sales, (ii) maintain and grow the current system of franchises, (iii) locate new retail sites in prime locations and (iv) obtain qualified operators to become A&W franchisees. Food Services faces competition for retail locations and franchisees from its competitors and from franchisors of other businesses. Food Services' inability to successfully obtain qualified franchisees could adversely affect its business development. The opening and success of franchised restaurants is dependent on a number of factors, including availability of suitable sites, negotiations of acceptable lease or purchase terms for new locations, permits and government regulatory compliance, and the ability to meet construction schedules. A&W franchisees may not have all these business abilities or access to financial resources necessary to open an A&W restaurant or to successfully develop or operate an A&W restaurant in their franchise areas in a manner consistent with Food Services' standards.

Food Services and A&W franchisees may be the subject of complaints or litigation from guests alleging food-related illnesses, injuries suffered on the premises or other food quality, health or operational concerns. Adverse publicity resulting from such allegations may materially affect the sales of A&W restaurants, regardless of whether such allegations are true or whether Food Services or an A&W franchisee is ultimately held liable.

## **OUTLOOK**

A&W continues to be focused on building the A&W brand through successful advertising and marketing campaigns, menu innovation, facilities design and

expanding to serve customers in new markets. New advertising campaigns were launched in English Canada and Quebec in 2007 and a new beef patty was introduced to the entire A&W system. The breakfast daypart continued to show strong sales growth. Eight new A&W restaurants have opened year to date and are performing well.

The Cruisin' the Dub program is a great success again in 2007, with over 2,400 events held at A&W restaurants across Canada in 2007, compared to 1,300 events held in 2006. During the summer of 2007, A&W Cruisin' the Dub was pleased to be involved with and sponsor a number of Great Cruising Adventures and Show n' Shine events. Some of these were at individual A&W's and many involved all the A&W locations in a particular city which lasted for several days. A&W now has the largest organized Classic Car Cruisin' program in Canada. In addition, over 60 A&W restaurants held or have scheduled over 500 special "car hop" service nights across the country.

Looking forward, A&W will continue to focus on its key strategic initiatives which are aimed at becoming "the number one choice of the baby boomer generation".

Certain statements in this Management Discussion and Analysis and the annual report of the Fund may be forward-looking in nature. These include references to liquidity, subordinated dividends, earnings and anticipated earnings from growth in same store sales and new restaurant openings. Actual results may differ materially from those expressed or implied in these forward-looking statements. The forward-looking statements are based on assumptions that management considered reasonable at the time they were prepared. These forward-looking statements are subject to a number of risk factors, including the ability of A&W Food Services of Canada Inc. to implement its marketing strategies, the opening of new A&W restaurants, general economic and business conditions, financial and political instability, and other factors disclosed previously and from time to time in the Fund's public filings. 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.

# A&W Revenue Royalties Income Fund

## Financial Statements

For the third quarter ended September 9, 2007

### Balance Sheets

Unaudited  
(in thousands of dollars)

	September 9 2007	December 31 2006
<b>Assets</b>		
<b>Current assets</b>		
Cash	\$ 23	\$ 2
Due from A&W Trade Marks Inc. (note 4)	1,094	847
	<b>1,117</b>	849
Investment in A&W Trade Marks Inc. (note 2)	76,325	77,110
	<b>\$ 77,442</b>	\$ 77,959
<b>Liabilities</b>		
<b>Current liabilities</b>		
Distribution payable to Unitholders (note 3)	\$ 859	\$ 834
Due to A&W Trade Marks Inc. (note 4)	65	36
	<b>924</b>	870
<b>Unitholders' Equity:</b>		
Capital contributions	77,115	77,115
Accumulated earnings	51,272	44,454
Accumulated distributions (note 3)	(51,869)	(44,480)
	<b>76,518</b>	77,089
	<b>\$ 77,442</b>	\$ 77,959

Subsequent event (note 5)

See accompanying notes to these financial statements.

## A&W Revenue Royalties Income Fund

### Statements of Earnings and Accumulated Earnings

Unaudited

(in thousands of dollars, except per Unit amounts)

	<b>12 week period ended Sep 9, 2007</b>	12 week period ended Sep 10, 2006	<b>Period from Jan 1, 2007 to Sep 9, 2007</b>	Period from Jan 1, 2006 to Sep 10, 2006
<b>Interest income</b>	\$ <b>2,064</b>	\$ 2,064	\$ <b>6,191</b>	\$ 6,215
<b>Equity in earnings of A&amp;W Trade Marks Inc.</b>	<b>456</b>	403	<b>627</b>	438
<b>Net earnings for the period</b>	<b>2,520</b>	2,467	<b>6,818</b>	6,653
<b>Accumulated earnings - beginning of period</b>	<b>48,752</b>	37,632	<b>44,454</b>	33,446
<b>Accumulated earnings - end of period</b>	\$ <b>51,272</b>	\$ 40,099	\$ <b>51,272</b>	\$ 40,099
<b>Basic and diluted earnings per Unit (8,340,000 Units)</b>	\$ <b>0.302</b>	\$ 0.296	\$ <b>0.818</b>	\$ 0.798

See accompanying notes to these financial statements.

**A&W Revenue Royalties Income Fund**

**Statements of Cash Flows**

Unaudited

(in thousands of dollars)

	<b>12 week period ended Sep 9, 2007</b>	12 week period ended Sep 10, 2006	<b>Period from Jan 1, 2007 to Sep 9, 2007</b>	Period from Jan 1, 2006 to Sep 10, 2006
<b>Cash flows from operating activities</b>				
Net earnings for the period	\$ 2,520	\$ 2,467	\$ 6,818	\$ 6,653
Items not affecting cash				
Equity in earnings of A&W Trade Marks Inc.	(456)	(403)	(627)	(438)
	<b>2,064</b>	2,064	<b>6,191</b>	6,215
Net changes in non-cash working capital	<b>196</b>	196	<b>(192)</b>	(211)
	<b>2,260</b>	2,260	<b>5,999</b>	6,004
<b>Cash flows from investing activities</b>				
Dividends received from A&W Trade Marks Inc.	<b>285</b>	152	<b>1,386</b>	283
<b>Cash flows from financing activities</b>				
Distributions paid to Unitholders	<b>(2,527)</b>	(2,394)	<b>(7,364)</b>	(6,264)
<b>Increase in cash for the period</b>	<b>18</b>	18	<b>21</b>	23
<b>Cash - beginning of period</b>	<b>5</b>	5	<b>2</b>	-
<b>Cash - end of period</b>	<b>\$ 23</b>	\$ 23	<b>\$ 23</b>	\$ 23
<b>Supplementary cash flow information</b>				
<b>Interest received</b>	<b>\$ 2,260</b>	\$ 2,260	<b>\$ 5,970</b>	\$ 5,969

See accompanying notes to these financial statements.

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# **A&W Revenue Royalties Income Fund**

## **Notes to the Interim Financial Statements**

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**For the third quarter ended September 9, 2007**

**Unaudited**

(figures in tables are expressed in thousands of dollars, except per Unit amounts)

### **1. Nature of operations and basis of presentation**

#### **Organization and nature of business**

A&W Revenue Royalties Income Fund (the Fund) is a limited purpose trust established with an unlimited number of Trust Units (Units) under the laws of the Province of British Columbia pursuant to the Declaration of Trust on December 18, 2001. The Fund was established to invest in A&W Trade Marks Inc. (Trade Marks), which owns the A&W trade-marks used in the A&W quick service restaurant business in Canada.

#### **Basis of presentation**

The Fund prepares its financial statements in accordance with Canadian generally accepted accounting principles (GAAP) and has applied the accounting policies described in its annual audited financial statements for the year ended December 31, 2006 except as noted below. These interim unaudited financial statements do not include all of the disclosure requirements of GAAP for annual financial statements.

These interim unaudited financial statements should be read in conjunction with the annual audited financial statements of the Fund for the year ended December 31, 2006, the annual audited financial statement of Trade Marks for the year ended December 31, 2006, and the interim unaudited financial statements of Trade Marks for the quarter ended September 9, 2007.

#### **Fiscal year**

The Fund uses a fiscal year ending December 31. A&W Food Services of Canada Inc. (Food Services) uses a fiscal year comprising a 52 or 53 week period ending on the Sunday nearest December 31, therefore Food Services' 2006 fiscal year ended December 31, 2006 (2005 – January 1, 2006). To align its financial reporting with that of Food Services, the Fund's third quarter of 2007 ended September 9, 2007 (2006 – September 10, 2006), 36 weeks after Food Services' fiscal year end.

#### **Adoption of new accounting standards**

On January 1, 2007, the Fund adopted CICA Handbook Section 3855, Financial Instruments – Recognition and Measurement, along with two companion standards, Section 1530, Comprehensive Income, and Section 3865, Hedges, and the amendments to CICA handbook sections and accounting guidelines resulting from the issuance of these sections. The adoption of these new standards had no impact on the Fund's financial results.

**2. Investment in A&W Trade Marks Inc.**

The Fund's investment in Trade Marks is as follows:

	September 9, 2007	December 31, 2006
Common shares	\$1	\$1
A&W notes receivable	83,399	83,399
Cumulative equity in loss	(6,160)	(6,787)
Cumulative dividends	(2,205)	(793)
Dilution gain	1,290	1,290
	<u>\$76,325</u>	<u>\$77,110</u>

The Fund's 62% (December 31, 2006 – 62%) investment in the common shares of Trade Marks is recorded using the equity method. Trade Marks owns the A&W trade-marks used in the A&W quick service restaurant business in Canada. Concurrent with the purchase of the A&W trade-marks, Trade Marks granted Food Services a licence to use the A&W trade-marks in Canada for a term of 99 years, for which Food Services pays Trade Marks a royalty of three per cent of the sales reported to Food Services by A&W restaurants in the Royalty Pool. The Royalty Pool is adjusted in January of each year (except in 2006 when the Royalty Pool was adjusted on January 5, 2006 and December 31, 2006, and 2007 in which there is no adjustment) to include new restaurants, less any restaurants that permanently closed. Trade Marks pays Food Services for the additional royalty stream from the net new restaurants by issuing additional common shares and Class B preferred shares. As a result, the Fund's equity interest in Trade Marks is diluted as annual adjustments to the Royalty Pool take place. In accordance with Canadian generally accepted accounting principles, a dilution gain was recognized in 2006 due to the value ascribed to the common shares issued by Trade Marks to Food Services on December 31, 2006.

The issued and outstanding common shares of Trade Marks are as follows:

	The Fund		Food Services		Total
	#	%	#	%	#
February 15, 2002	8,340,000	75.0%	2,780,000	25.0%	11,120,000
Annual adjustments:					
January 5, 2003		-2.9%	452,469	2.9%	452,469
January 5, 2004		-3.0%	495,681	3.0%	495,681
January 5, 2005		-2.8%	511,337	2.8%	511,337
January 5, 2006		-2.8%	558,993	2.8%	558,993
December 31, 2006		-1.4%	299,413	1.4%	299,413
	<u>8,340,000</u>	<u>62.1%</u>	<u>5,097,893</u>	<u>37.9%</u>	<u>13,437,893</u>

The A&W notes, issued by Trade Marks, amount to \$83,399,000, bear interest at 10.75% per annum and mature on February 15, 2034. Interest only payments are receivable monthly in arrears. The A&W notes are unsecured debt obligations of Trade Marks and are subordinated to all other indebtedness and liabilities of Trade Marks.

### **3. Distributions**

During the year to date ended September 9, 2007, the Fund declared monthly distributions to Unitholders totaling \$6,722,000 or \$0.806 per Unit. Also during the year to date, the Fund declared a special distribution to Unitholders of \$667,000 or \$0.080 per Unit. The dates and amounts of these distributions are as follows:

Month	Declaration date	Payment date	Amount	Per Unit
January 2007	February 6, 2007	February 28, 2007	\$ 834	\$ 0.100
Special Distribution	February 6, 2007	February 28, 2007	667	0.080
February 2007	March 6, 2007	March 30, 2007	834	0.100
March 2007	April 3, 2007	April 30, 2007	834	0.100
April 2007	May 4, 2007	May 31, 2007	834	0.100
May 2007	June 6, 2007	June 29, 2007	834	0.100
June 2007	July 4, 2007	July 31, 2007	834	0.100
July 2007	July 27, 2007	August 31, 2007	859	0.103
August 2007	September 5, 2007	September 28, 2007	859	0.103
			7,389	\$ 0.886
Accumulated distributions - beginning of period			44,480	
Accumulated distributions - end of period			\$ 51,869	

The August 2007 distribution of \$859,000 which was declared on September 5, 2007 and paid on September 28, 2007 is reported as a current liability at September 9, 2007.

### **4. Related party transactions and balances**

During the year to date ended September 9, 2007, interest income of \$6,191,000 (2006 - \$6,215,000) was earned from Trade Marks on the A&W notes receivable, of which \$982,000 is receivable at September 9, 2007 (December 31, 2006 - \$761,000). Interest income for the quarter was \$2,064,000 (2006 - \$2,064,000).

Dividends of \$1,412,000 (2006 - \$344,000) were earned from Trade Marks for the year to date, of which \$112,000 is receivable at September 9, 2007 (December 31, 2006 - \$86,000). Dividends earned in the quarter were \$310,000 (2006 - \$168,000).

The Fund has entered into an administration agreement with Trade Marks whereby Trade Marks, at its expense, provides or arranges for the provision of services required in the administration of the Fund.

Included in current liabilities is \$65,000 (December 31, 2006 - \$36,000) due to Trade Marks without interest and on demand.

### **5. Subsequent event**

On October 3, 2007, the Fund declared a distribution to Unitholders of \$0.103 per Unit or \$859,000, payable on October 31, 2007 to Unitholders of record as at October 15, 2007.

# A&W Trade Marks Inc.

## Financial Statements

For the third quarter ended September 9, 2007

### Balance Sheets

Unaudited  
(in thousands of dollars)

	September 9 2007	December 31 2006
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 3,742	\$ 3,368
Accounts receivable (note 7)	1,648	1,547
Corporate taxes recoverable	-	65
Prepaid interest	121	90
	5,511	5,070
<b>Intangible assets (note 2)</b>	<b>149,459</b>	<b>149,459</b>
	<b>\$ 154,970</b>	<b>\$ 154,529</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (note 7)	\$ 1,141	\$ 931
Dividends payable (notes 5 and 6)	637	567
Term loan (note 3)	9,990	-
	11,768	1,498
<b>Term loan (note 3)</b>	<b>-</b>	<b>9,977</b>
<b>Future income taxes</b>	<b>12,441</b>	<b>11,157</b>
<b>A&amp;W notes payable (note 4)</b>	<b>83,399</b>	<b>83,399</b>
<b>Class A and Class B preferred shares (note 5)</b>	<b>54,920</b>	<b>54,790</b>
	<b>162,528</b>	<b>160,821</b>
<b>Shareholders' deficiency:</b>		
Common shares (note 6)	1,714	1,714
Deficit	(9,272)	(8,006)
	(7,558)	(6,292)
	<b>\$ 154,970</b>	<b>\$ 154,529</b>

Subsequent events (note 10)

These unaudited interim financial statements of the company have been prepared by and are the responsibility of the company's management. As the company is a private entity, the company's auditor has not performed a review of these financial statements.

See accompanying notes to these financial statements.

**A&W Trade Marks Inc.**

**Statements of Earnings and Deficit**

Unaudited

(in thousands of dollars)

	<b>12 week period ended Sep 9, 2007</b>	12 week period ended Sep 10, 2006	<b>Period from Jan 1, 2007 to Sep 9, 2007</b>	Period from Jan 1, 2006 to Sep 10, 2006
<b>Gross sales reported by A&amp;W restaurants in the Royalty Pool</b>	<b>\$ 158,673</b>	\$ 149,755	<b>\$ 432,286</b>	\$ 407,077
<b>Royalty income</b>	<b>\$ 4,761</b>	\$ 4,492	<b>\$ 12,969</b>	\$ 12,212
<b>Expenses</b>				
General and administrative	<b>60</b>	41	<b>364</b>	345
Amortization of deferred financing fees	<b>4</b>	4	<b>13</b>	13
Interest expense				
- term loan and other (note 9)	<b>102</b>	112	<b>323</b>	357
- A&W notes payable	<b>2,064</b>	2,064	<b>6,191</b>	6,215
- Class A and B preferred share dividends	<b>1,262</b>	1,163	<b>3,784</b>	3,502
	<b>3,492</b>	3,384	<b>10,675</b>	10,432
<b>Earnings before income taxes</b>	<b>1,269</b>	1,108	<b>2,294</b>	1,780
<b>Provision for future income taxes</b>	<b>535</b>	479	<b>1,284</b>	1,096
<b>Net earnings for the period</b>	<b>734</b>	629	<b>1,010</b>	684
<b>Deficit - beginning of period</b>	<b>(9,505)</b>	(8,359)	<b>(8,006)</b>	(8,139)
<b>Dividends declared on common shares</b>	<b>(501)</b>	(264)	<b>(2,276)</b>	(539)
<b>Deficit - end of period</b>	<b>\$ (9,272)</b>	\$ (7,994)	<b>\$ (9,272)</b>	\$ (7,994)

See accompanying notes to these financial statements.

**A&W Trade Marks Inc.**

**Statements of Cash Flows**

Unaudited

(in thousands of dollars)

	12 week period ended Sep 9, 2007	12 week period ended Sep 10, 2006	Period from Jan 1, 2006 to Sep 9, 2007	Period from Jan 1, 2006 to Sep 10, 2006
<b>Cash flows from operating activities</b>				
Net earnings for the period	\$ 734	\$ 629	\$ 1,010	\$ 684
Items not affecting cash				
Amortization of deferred financing fees	4	4	13	13
Provision for future income taxes	535	479	1,284	1,096
Change in accrued dividends	(109)	(100)	130	(226)
	<b>1,164</b>	1,012	<b>2,437</b>	1,567
Changes in non-cash working capital	<b>(336)</b>	(378)	<b>170</b>	310
	<b>828</b>	634	<b>2,607</b>	1,877
<b>Cash flows from financing activities</b>				
Dividends paid on common shares	<b>(461)</b>	(238)	<b>(2,233)</b>	(442)
<b>Increase in cash for the period</b>	<b>367</b>	396	<b>374</b>	1,435
<b>Cash - beginning of period</b>	<b>3,375</b>	2,663	<b>3,368</b>	1,624
<b>Cash - end of period</b>	<b>\$ 3,742</b>	\$ 3,059	<b>\$ 3,742</b>	\$ 3,059
<b>Supplementary cash flow information</b>				
Interest paid on term loan and A&W notes payable	\$ (2,388)	\$ (2,388)	\$ (6,328)	\$ (6,384)
Dividends paid on Class A and B preferred shares	\$ (1,371)	\$ (1,263)	\$ (3,627)	\$ (3,307)
Taxes (paid) recovered	\$ -	\$ -	\$ 65	\$ (47)
<b>Non-cash financing activities</b>				
Issuance of Class B preferred and common shares	\$ -	\$ -	\$ -	\$ 6,915

See accompanying notes to these financial statements.

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# **A&W Trade Marks Inc.**

## **Notes to the Interim Financial Statements**

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**For the third quarter ended September 9, 2007**

**Unaudited**

(figures in tables are expressed in thousands of dollars)

### **1. Nature of operations and basis of presentation**

#### **Nature of operations**

The business of A&W Trade Marks Inc. (Trade Marks) is the ownership of the A&W trade-marks and, through a Licence and Royalty Agreement with A&W Food Services of Canada Inc. (Food Services), the exploitation of the A&W trade-marks including the development of new A&W restaurants by Food Services, and the collection of the royalty payable under the Licence and Royalty Agreement. Food Services is a leading franchisor of hamburger quick service restaurants in Canada.

The common shares of Trade Marks are owned by A&W Revenue Royalties Income Fund (the Fund) (62%) and Food Services (38%).

#### **Basis of presentation**

Trade Marks prepares its financial statements in accordance with Canadian generally accepted accounting principles (GAAP) and has applied the accounting policies described in its annual audited financial statements for the year ended December 31, 2006 except as noted below. These interim unaudited financial statements do not include all of the disclosure requirements of GAAP for annual financial statements.

These interim unaudited financial statements should be read in conjunction with the annual audited financial statements of the Trade Marks for the year ended December 31, 2006, the annual audited financial statements of the Fund for the year ended December 31, 2006, and the interim unaudited financial statements of the Fund for the quarter ended September 9, 2007.

#### **Fiscal year**

Trade Marks uses a fiscal year ending December 31. Food Services uses a fiscal year comprising a 52 or 53 week period ending on the Sunday nearest December 31, therefore Food Services' 2006 fiscal year ended December 31, 2006 (2005 – January 1, 2006). To align its financial reporting with that of Food Services, Trade Marks' third quarter of 2007 ended September 9, 2007 (2006 – September 10, 2006), 36 weeks after Food Services' fiscal year end.

#### **Adoption of new accounting standards**

On January 1, 2007, Trade Marks adopted CICA Handbook Section 3855, Financial Instruments – Recognition and Measurement, along with two companion standards, Section 1530, Comprehensive Income, and Section 3865,

## 1. Nature of operations and basis of presentation

### Adoption of new accounting standards (continued)

Hedges, and the amendments to CICA handbook sections and accounting guidelines resulting from the issuance of these sections. The adoption of these new standards had no impact on Trade Marks' financial results.

## 2. Intangible assets

On February 15, 2002, Trade Marks acquired the A&W trade-marks used in the A&W quick service restaurant business in Canada for \$152,676,000, of which \$84,876,000 was paid in cash, \$27,800,000 was paid by the issuance of 2,779,975 Class A preferred shares and 2,780,000 common shares of Trade Marks, and the balance of the purchase price (the Balance) of \$40,000,000 is due, without interest, on January 31, 2010.

Concurrent with the purchase of the A&W trade-marks, Trade Marks granted Food Services a licence to use the A&W trade-marks in Canada for a term of 99 years, for which Food Services pays Trade Marks a royalty of three per cent of the sales reported to Food Services by A&W restaurants in the Royalty Pool (the Licence and Royalty Agreement).

The Royalty Pool is adjusted in January of each year (except 2006 when the Royalty Pool was adjusted on January 5, 2006 and December 31, 2006, and 2007 in which there is no adjustment) to reflect sales from new A&W restaurants, net of the sales of any A&W restaurants that have permanently closed. The Balance of the purchase price will be reduced by all amounts Trade Marks is required to pay Food Services in respect of these annual adjustments to the Royalty Pool up to January 31, 2010. If the total annual adjustments are less than the Balance, the obligation of Trade Marks to pay the remaining Balance of the purchase price is extinguished. Accordingly, for accounting purposes, the Balance is being recognized in the periods such adjustments become payable.

The annual adjustments to the Royalty Pool are as follows:

	New restaurant s	Closed restaurant s	Royalty Pool	Share consideration			Amount \$
				Common shares	Class A shares	Class B shares	
Initial consideration							
Cash	585	-	585	-	-	-	84,876
Shares	-	-	-	2,780,000	2,779,975	-	27,800
Future income taxes	-	-	-	-	-	-	8,080
	585	-	585	2,780,000	2,779,975	-	120,756
Adjustments:							
January 5, 2003	27	(8)	19	452,469	-	452,469	5,108
January 5, 2004	28	(12)	16	495,681	-	495,681	5,210
January 5, 2005	27	(9)	18	511,337	-	511,337	6,197
January 5, 2006	27	(11)	16	558,993	-	558,993	6,915
December 31, 2006	19	(13)	6	299,413	-	299,413	5,273
	713	(53)	660	5,097,893	2,779,975	2,317,893	149,459

**2. Intangible assets (continued)**

The issuance of the shares subsequent to the acquisition comprises the payments of the Balance of the purchase price of the A&W trade-marks and is recorded as an additional cost of the A&W trade-marks.

On December 31, 2006, the number of A&W restaurants for which royalties are paid to Trade Marks was increased by 19 new restaurants, less 13 restaurants that permanently closed during 2006. Trade Marks paid Food Services \$5,273,000, by issuance of 299,413 Class B preferred shares valued at \$3,560,000 and 299,413 common shares valued at \$1,713,000, as initial consideration for the estimated royalty stream from the 6 net restaurants added to the Royalty Pool. A final adjustment to the share consideration will be made in December 2007 based upon the actual annual sales reported by the new restaurants. Until then, 20% of the shares will be held in escrow.

**3. Term loan and operating bank line of credit**

Trade Marks has a demand operating loan facility with HSBC Bank Canada of \$2,000,000 to fund working capital requirements and for general corporate purposes. The operating loan bears interest at the bank prime rate plus 0.5% and is repayable on demand. As at September 9, 2007, the full amount of the facility was available.

Trade Marks' term loan is comprised of:

	September 9, 2007	December 31, 2006
	\$	\$
Term loan	10,000	10,000
Deferred financing fees	(10)	(23)
	<u>9,990</u>	<u>9,977</u>

The term loan is repayable on March 15, 2008, however HSBC Bank Canada has advised that it will consider extending the loan beyond that date, subject to certain conditions. The term loan bears interest at bank prime rate plus between 0% and 0.5% depending on specified financial ratios. Interest only is payable monthly, providing that 12 month trailing earnings before interest, taxes, depreciation and amortization (EBITDA) at any time are not less than \$10,000,000. In the event that EBITDA is less than \$10,000,000, the term loan will be fully amortized over the remaining term and repayment will be by way of blended monthly instalments of principal and interest.

An interest rate swap effective February 16, 2005 and maturing February 18, 2008 fixes the interest rate on the term loan at 5.81% per annum.

A general security agreement over the assets of Trade Marks has been provided as security for the demand operating facility and term loan.

**4. A&W notes payable**

The A&W notes, held by the Fund, amount to \$83,399,000, bear interest at 10.75% per annum and mature on February 15, 2034. Interest only is payable monthly in arrears.

**4. A&W notes payable (continued)**

The A&W notes are unsecured debt obligations of Trade Marks and are subordinated to all other indebtedness and liabilities of Trade Marks.

**5. Class A and Class B preferred shares**

The preferred shares are owned by Food Services and comprise:

	September 9, 2007		December 31, 2006	
	#	\$	#	\$
Class A shares - at cost	2,779,975	27,800	2,779,975	27,800
Class B shares - at cost:				
January 5, 2003 adjustment	452,469	5,108	452,469	5,108
January 5, 2004 adjustment	495,681	5,210	495,681	5,210
January 5, 2005 adjustment	511,337	6,197	511,337	6,197
January 5, 2006 adjustment	558,993	6,915	558,993	6,915
December 31, 2006 adjustment	299,413	3,560	299,413	3,560
	2,317,893	26,990	2,317,893	26,990
Accrued dividends		130		-
	5,097,868	54,920	5,097,868	54,790

The Class A and Class B shares entitle Food Services to a fixed cumulative preferential cash dividend at a rate of \$1.075 per share per annum. The Class A and Class B shares may be redeemed at the option of Food Services into A&W notes of Trade Marks on the basis of \$10 principal amount of A&W notes for one Class A or Class B share and, in turn, one common share of Trade Marks and a \$10 A&W note are exchangeable for a unit in the Fund. The Class A and Class B shares are classified as liabilities of Trade Marks and the cumulative dividends are classified as interest expense in the statement of earnings.

During the year to date, Trade Marks declared dividends on its Class A and B preferred shares totaling \$3,654,000 or \$0.717 per share. The August dividends of \$457,000 which were declared on September 5, 2007 and paid to Food Services on September 28, 2007 are reported as a current liability at September 9, 2007. During the quarter, Trade Marks declared dividends on the Class A and B preferred shares of \$1,371,000.

**6. Common shares**

The common shares are owned by the Fund and Food Services:

	The Fund		Food Services		Total	
	#	%	#	%	#	\$
February 15, 2002	8,340,000	75.0%	2,780,000	25.0%	11,120,000	1
January 5, 2003 adjustment		-2.9%	452,469	2.9%	452,469	-
January 5, 2004 adjustment		-3.0%	495,681	3.0%	495,681	-
January 5, 2005 adjustment		-2.8%	511,337	2.8%	511,337	-
January 5, 2006 adjustment		-2.8%	558,993	2.8%	558,993	-
December 31, 2006 adjustment		-1.4%	299,413	1.4%	299,413	1,713
	8,340,000	62.1%	5,097,893	37.9%	13,437,893	1,714

During the year to date, Trade Marks declared dividends on its common shares totaling \$2,276,000. The August 2007 dividend of \$180,000 which was

**6. Common shares (continued)**

declared on September 5, 2007 and paid to Food Services and the Fund on September 28, 2007 is reported as a current liability as at September 9, 2007. During the quarter, Trade Marks declared common share dividends of \$501,000.

**7. Related party transactions and balances**

During the year to date, royalty income of \$12,969,000 (2006 - \$12,212,000) was earned from Food Services, of which \$1,583,000 is receivable at September 9, 2007 (December 31, 2006 - \$1,499,000). Royalty income earned during the quarter was \$4,761,000 (2006 - \$4,492,000).

Trade Marks has entered into an administration agreement with the Fund whereby Trade Marks, at its expense, provides or arranges for the provision of services required in the administration of the Fund. In turn, Trade Marks has arranged for certain of these services to be provided by Food Services until 2011.

Interest expense on the A&W notes for the year to date was \$6,191,000 (2006 - \$6,215,000), of which \$982,000 is payable to the Fund at September 9, 2007 (December 31, 2006 - \$761,000). Interest expense for the quarter was \$2,064,000 (2006 - \$2,064,000).

Included in accounts receivable is \$65,000 (December 31, 2006 – \$36,000) due from the Fund without interest and on demand.

**8. Seasonality**

Trade Marks' revenue is subject to variances due to the seasonality of sales in the quick service restaurant industry. In freestanding restaurants, weather impacts sales. In shopping centres, sales fluctuate due to higher traffic during back to school and Christmas shopping seasons.

**9. Term loan and other interest**

	12 week period ended Sep 9, 2007	12 week period ended Sep 10, 2006	Period from Jan 1, 2007 to Sep 9, 2007	Period from Jan 1, 2006 to Sep 10, 2006
		\$	\$	\$
Interest expense	133	133	401	403
Interest income	(31)	(21)	(78)	(46)
	<b>102</b>	112	<b>323</b>	357

**10. Subsequent events**

On October 3, 2007, Trade Marks declared dividends on its Class A and B preferred shares of \$457,000 or \$0.0896 per share, payable to Food Services on October 31, 2007. On October 3, 2007, Trade Marks declared a dividend on its common shares of \$180,000 or \$0.0134 per share, payable to Food Services and the Fund on October 31, 2007.





## Unitholder Information

### Corporate Head Office

A&W Trade Marks Inc.  
c/o 26<sup>th</sup> Floor  
Toronto-Dominion Bank Tower  
700 West Georgia Street  
Vancouver, BC, V7Y 1B3

### Registrar and Transfer Agent

Computershare Investor Services Inc.

### Mailing Address

A&W Revenue Royalties Income Fund  
300 – 171 West Esplanade  
North Vancouver, BC, V7M 3K9

### Market Information

Units Listed:  
Toronto Stock Exchange  
Symbol: AW.UN

### A&W Revenue Royalties Income Fund Board of Trustees

John R. McLernon <sup>(1)</sup>  
Conrad A. Pinette <sup>(1)</sup>  
Carl P. Vanderspek<sup>(1)</sup>

### Investor Enquiries

Don Leslie  
Chief Financial Officer

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### A&W Trade Marks Inc. Board of Directors

John R. McLernon <sup>(2)</sup>  
Chairman  
Conrad A. Pinette <sup>(2)</sup>  
Carl P. Vanderspek <sup>(2)</sup>  
Jefferson J. Mooney  
David A. Mindell

E-mail: [investorrelations@aw.ca](mailto:investorrelations@aw.ca)  
Website: [www.awincomefund.ca](http://www.awincomefund.ca)

Committees of the Board  
<sup>(1)</sup> Audit Committee and  
<sup>(2)</sup> Governance Committee



**A&W Revenue Royalties Income Fund**  
**300 – 171 West Esplanade**  
**North Vancouver, BC**  
**V7M 3K9**

**[www.awincomefund.ca](http://www.awincomefund.ca)**



**A&W Food Services of Canada Inc.**

**Q3/2007**

**Consolidated Financial  
Statements**

For the third quarter ended  
September 9, 2007

Provided as a supplement to the  
financial statements of A&W  
Revenue Royalties Income Fund



## **A&W Food Services of Canada Inc.**

### **Report to Unitholders of A&W Revenue Royalties Income Fund January 1, 2007 to September 9, 2007**

This report and the unaudited consolidated financial statements of A&W Food Services of Canada Inc. are provided as a supplement to the quarterly report of the A&W Revenue Royalties Income Fund. This report is dated October 15, 2007 and should be read in conjunction with the interim unaudited consolidated financial statements for A&W Food Services of Canada Inc. for the quarter ended September 9, 2007 and the annual audited consolidated financial statements for the year ended December 31, 2006. A copy of this report and additional information about the Fund and Food Services is available at [www.sedar.com](http://www.sedar.com) or [www.awincomefund.ca](http://www.awincomefund.ca).

#### **Glossary**

Consolidated Financial Statements	Consolidated financial statements which include the accounts of A&W Food Services of Canada Inc., its 60% owned subsidiary, A&W Root Beer Beverages of Canada Inc., and its 38% ownership interest in A&W Trade Marks Inc., a “variable interest entity” in which Food Services is the “primary beneficiary” as these terms are defined in the Canadian Institute of Chartered Accountants’ Accounting Guideline AcG-15 “Consolidation of Variable Interest Entities”.
Food Services	A&W Food Services of Canada Inc. and A&W Root Beer Beverages of Canada Inc.
The Fund	A&W Revenue Royalties Income Fund
Trade Marks	A&W Trade Marks Inc.
Beverages	A&W Root Beer Beverages of Canada Inc.

To align its financial reporting with the business cycle of its operations, Food Services uses a fiscal year comprising a 52 or 53 week period ending on the Sunday nearest December 31. The fiscal 2006 year was 52 weeks and ended December 31, 2006 (2005 – 52 weeks ended January 1, 2006) and Food Services’ third quarter ends 36 weeks after its fiscal year end.

#### **Same Store Sales**

Same store sales at A&W restaurants grew by 3.3% in the third quarter of 2007. This marks the 18th consecutive quarter of positive same store sales growth. Year to date same store sales growth is 3.8%. This strong same store sales growth

resulted from the continued success of Food Services' strategy which is focused on becoming "the number one burger choice of the baby boomer generation".

## System Sales

System sales grew 7.6% for the quarter and 7.7% year to date. For the 12 weeks ended September 9, 2007, total system sales for all A&W restaurants in Canada were \$164,223,000, an increase of \$11,574,000 from the same period in 2006. Year to date system sales were \$446,214,000, an increase of \$31,811,000 from the prior year. This increase was due to the increase in the number of restaurants from 660 to 678 and the 3.8% same store sales growth.

## New Restaurant Development and Restaurant Closures

Food Services opened two new franchised restaurants in the third quarter of 2007, compared to four new restaurants in the third quarter of 2006. Eight new A&W restaurants have opened in 2007 year to date, compared to seven in 2006 year to date. There were no restaurant closures in the third quarter compared to four in the third quarter of 2006. Year to date, four restaurants have closed compared to 11 in the same period in 2006.

## Consolidated Financial Highlights

<b>(dollars in thousands)</b>	<b>12 week period ended Sep 9, 2007</b>	12 week period ended Sep 10, 2006	<b>36 week period ended Sep 9, 2007</b>	36 week period ended Sep 10, 2006
System sales	<b>\$164,223</b>	\$152,649	<b>\$446,214</b>	\$414,403
System sales growth	<b>7.6%</b>	10.8%	<b>7.7%</b>	10.4%
Same store sales growth	<b>3.3%</b>	9.0%	<b>3.8%</b>	8.1%
New restaurants opened	<b>2</b>	4	<b>8</b>	7
Restaurants closed	-	4	<b>4</b>	11
Number of restaurants	<b>678</b>	660	<b>678</b>	660
Franchising & corporate restaurant revenue	<b>\$15,379</b>	\$12,994	<b>\$42,419</b>	\$35,632
Direct costs and administrative expenses	<b>\$8,907</b>	\$7,477	<b>\$28,235</b>	\$22,959
Earnings before interest, amortization, taxes and non-controlling interests	<b>\$6,472</b>	\$5,517	<b>\$14,184</b>	\$12,673
Net earnings	<b>\$2,561</b>	\$1,897	<b>\$4,613</b>	\$2,635

## Overview

Food Services is the franchisor of the A&W restaurant chain in Canada and derives revenues from franchise fees, sales in corporately operated restaurants, sales of goods and services to franchisees, initial and regrant franchise fees, lease guarantee fees and other fees. Food Services also receives revenue from its subsidiary's sales of flavour concentrate to licensed bottlers who produce and distribute A&W Root Beer for sale in retail grocery stores.

Food Services' direct costs and administrative expenses include the cost of materials and supplies and equipment sold either directly to franchisees or to distributors that service the restaurants or that are sold to the licenced bottlers. In addition, direct costs include the expenses and costs of the restaurants operated

corporately by Food Services and salaries and general and administrative costs associated with providing services to the franchised A&W restaurants and establishing new A&W restaurants.

Also included in direct costs and administrative expenses in the Consolidated Financial Statements are Trade Marks' general and administrative expenses. Trade Marks' general and administrative expenses include the expenses of the Fund under an administration agreement between Trade Marks and the Fund. Under this agreement, Trade Marks, at its expense, provides or arranges for the provision of services required in the administration of the Fund.

### **Sale of A&W Trade-marks and Licence and Royalty Agreement**

On February 15, 2002, Food Services sold the A&W trade-marks used in the A&W quick service restaurant business in Canada to Trade Marks. Trade Marks in turn granted Food Services a licence to use the A&W trade-marks in Canada for a term of 99 years, for which Food Services pays Trade Marks a royalty of 3% of the sales reported to Food Services by A&W restaurants in the Royalty Pool.

The Royalty Pool is adjusted in January of each year (except in 2006 when the Royalty Pool was adjusted on January 5, 2006 and December 31, 2006, and 2007 in which there is no adjustment) to reflect sales from new A&W restaurants added to the Royalty Pool, net of the sales of any A&W restaurants that have permanently closed. Trade Marks pays Food Services for the additional royalty stream related to the sales of the net new restaurants, based on a formula set out in the Licence and Royalty Agreement. The formula provides for a payment to Food Services based on the amount of estimated sales from the net new restaurants and the current yield on the units of the Fund, discounted by 7.5%. The payment is in the form of common shares and Class B preferred shares of Trade Marks which are the economic equivalent of units of the Fund. Twenty percent of the shares are held in escrow for a year until the actual sales of the new restaurants are known and the corresponding adjustment is made to the consideration.

The fifth adjustment to the Royalty Pool took place on December 31, 2006. The number of A&W restaurants for which royalties are paid increased by 19 new restaurants less 13 restaurants which permanently closed during 2006. Food Services was paid \$5,273,000, by issuance of 299,413 Class B preferred shares of Trade Marks valued at \$3,560,000 and 299,413 common shares of Trade Marks valued at \$1,713,000, as initial consideration for the estimated royalty stream from the 6 net new restaurants added to the Royalty Pool. A final adjustment to the number of shares issued will be made in December 2007 based upon the actual annual sales of the new restaurants. Until then, 20% of the shares will be held in escrow.

After this adjustment to the Royalty Pool, the number of restaurants in the Royalty Pool increased to 660, and Food Services owns 37.9% of the common shares of Trade Marks with the majority interest held by the Fund as follows:

(dollars in thousands)	The Fund		Food Services		Total	
	#	%	#	%	#	\$
February 15, 2002	8,340,000	75.0%	2,780,000	25.0%	11,120,000	1
January 5, 2003 adjustment		-2.9%	452,469	2.9%	452,469	-
January 5, 2004 adjustment		-3.0%	495,681	3.0%	495,681	-
January 5, 2005 adjustment		-2.8%	511,337	2.8%	511,337	-
January 5, 2006 adjustment		-2.8%	558,993	2.8%	558,993	-
December 31, 2006 adjustment		-1.4%	299,413	1.4%	299,413	1,713
	8,340,000	62.1%	5,097,893	37.9%	13,437,893	1,714

Trade Marks' Class A and Class B preferred shares are owned by Food Services as follows:

(dollars in thousands)	September 9, 2007		December 31, 2006	
	#	\$	#	\$
Class A shares - at cost	2,779,975	27,800	2,779,975	27,800
Class B shares - at cost:				
January 5, 2003 adjustment	452,469	5,108	452,469	5,108
January 5, 2004 adjustment	495,681	5,210	495,681	5,210
January 5, 2005 adjustment	511,337	6,197	511,337	6,197
January 5, 2006 adjustment	558,993	6,915	558,993	6,915
December 31, 2006 adjustment	299,413	3,560	299,413	3,560
	2,317,893	26,990	2,317,893	26,990
Accrued dividends		130		-
	5,097,868	54,920	5,097,868	54,790

The Class A and Class B preferred shares entitle Food Services to a fixed cumulative preferential cash dividend at a rate of \$1.075 per share per annum. The Class A and Class B preferred shares may be redeemed at the option of Food Services into A&W notes of Trade Marks on the basis of \$10 principal amount of A&W notes for one Class A or Class B preferred share and, in turn, a \$10 A&W note plus one common share of Trade Marks are exchangeable for a unit in the Fund. Therefore Food Services, through its investment in Trade Marks, owns the equivalent of 38% of the units of the Fund.

### **Basis of Consolidation**

As a result of the Canadian Institute of Chartered Accountants' Accounting Guideline AcG-15 "Consolidation of Variable Interest Entities", Food Services is required to consolidate the accounts of Trade Marks. All intercompany accounts and transactions are eliminated in the Consolidated Financial Statements. The trade-marks sold to Trade Marks by Food Services are recorded on the consolidated balance sheet at their book value at the time of the transaction. Food Services' investment in Trade Marks, its deferred gain on the sale of the trade-marks, and Trade Marks' intangible assets and Class A and B preferred shares held by Food Services are eliminated upon consolidation.

The adoption of AcG-15 does not change the contractual obligations nor the cash flows between Food Services and Trade Marks. It is important to note that Trade Marks continues to legally own the A&W trade-marks and receive royalty income from Food Services and pay dividends to Food Services and the Fund. The liabilities of Trade Marks, comprising the A&W notes payable to the Fund and the term loan, are obligations of Trade Marks, not Food Services. For further information on the financial results of the Fund and Trade Marks, readers are referred to the Fund's third quarter report for the period ended September 9, 2007

(which includes the financial statements of Trade Marks) which is available at [www.sedar.com](http://www.sedar.com) or on the Fund's website at [www.awincomefund.ca](http://www.awincomefund.ca).

### **Adoption of New Accounting Standards**

On January 1, 2007, Food Services adopted CICA Handbook Section 3855, *Financial Instruments – Recognition and Measurement*, along with two companion standards, Section 1530, *Comprehensive Income*, and Section 3865, *Hedges*, and the amendments to CICA handbook sections and accounting guidelines resulting from the issuance of these sections. The adoption of these standards had no impact on Food Services' financial results.

### **2007 Third Quarter Operating Results**

#### **Revenue**

Food Services' third quarter franchising and corporate restaurant revenue increased by \$2,385,000 to \$15,379,000, from \$12,994,000 in the third quarter of 2006. Year to date franchising and corporate restaurant revenue increased by \$6,787,000 to \$42,419,000 from \$35,632,000 in 2006.

Franchising revenue for the quarter was \$13,107,000 compared to \$11,208,000 for the same quarter in the prior year. Year to date franchising revenue was \$35,731,000 compared to \$30,717,000 for the prior year. The increase of \$1,899,000 for the quarter and \$5,014,000 year to date was due to the system sales growth resulting in higher sales of materials to franchisees and distributors, and higher sales of equipment to existing restaurants.

Corporate restaurant revenue for the quarter was \$2,272,000 compared to \$1,786,000 for the same quarter of 2006. Year to date corporate restaurant revenue was \$6,688,000 compared to \$4,915,000 in 2006. Sales in the eight corporate restaurants in Ottawa increased by \$55,000 in the quarter and \$103,000 year to date. Sales from restaurants being operated corporately while held for refranchising increased by \$431,000 in the quarter and \$1,670,000 year to date. During 2007 year to date, nine restaurants were operated corporately until they were refranchised, and seven of these restaurants were refranchised. Last year during the same period, three restaurants were operated corporately.

#### **Expenses and Operating Contribution Margin**

Direct costs and administrative expenses increased by \$1,430,000 to \$8,907,000 for the third quarter of 2007 compared to \$7,477,000 in 2006 and operating contribution margin decreased from 42.5% in 2006 to 42.1% in 2007. Year to date expenses increased by \$5,276,000 to \$28,235,000 in 2007 from \$22,959,000 in 2006. The year to date operating contribution margin decreased from 35.6% for 2006 to 33.4% for 2007. The decrease in operating contribution margin is due primarily to the costs of operating restaurants held for refranchising and higher equipment sales which earn a lower margin.

#### **Interest Expense**

Interest expense is comprised primarily of Trade Marks' interest expense on the A&W notes payable and Trade Marks' interest expense on its term loan. Trade

Marks' interest on the A&W notes for the third quarter of 2007 was \$2,064,000, the same as the third quarter of 2006. Year to date interest on the A&W notes was \$6,191,000 for 2007 compared to \$6,215,000 for 2006. Trade Marks' interest on its term loan for the third quarter of 2007 was \$133,000 compared to \$133,000 for 2006 and year to date interest was \$401,000 compared to \$403,000 for 2006. Trade Marks' year to date decrease in interest expense of \$26,000 resulted from there being one less day in Trade Marks' first quarter in 2007. Trade Marks' interest income increased by \$10,000 for the quarter and \$32,000 year to date due to the increase in its surplus cash. Food Services' interest income decreased by \$38,000 for the quarter and \$54,000 year to date.

### **Income Taxes**

Income taxes for the quarter increased by \$299,000 due to the higher earnings before taxes for the quarter. Year to date tax expense decreased by \$537,000 due to the provision last year for taxes payable on the remaining portion of the capital gain on the 2002 sale of the trade-marks which had been deferred until 2006.

### **Non-controlling Interests**

The non-controlling interest in Beverages represents the 40% interest of Beverages owned by Unilever Canada.

The Fund's interest in Trade Marks represents the common equity of Trade Marks held by the Fund. The Fund's share of Trade Marks' earnings was \$456,000 for the quarter compared to \$403,000 for 2006 and \$627,000 year to date compared to \$438,000 for 2006. The increase in Trade Marks' earnings was primarily due to higher royalty income.

### **Net Earnings**

Net earnings for the quarter increased by \$664,000, from \$1,897,000 in 2006 to \$2,561,000 in 2007. Year to date net earnings increased by \$1,978,000, from \$2,635,000 in 2006 to \$4,613,000 in 2007. The increase in earnings was due primarily to higher revenue and lower income taxes in 2007.

### **Liquidity and Capital Resources**

Food Services is primarily a franchise business with 668 of its 678 restaurants franchised. Food Services has minimal capital requirements related to its corporate restaurants and head office. Future restaurant growth will continue to be funded by franchisees although Food Services may from time to time choose to open new corporate restaurants in the Ottawa market. Food Services has sufficient capital resources to fund the expansion of corporate restaurants and has no long term debt obligations. Food Services has sufficient cash on hand to meet its obligations and has a demand operating loan available of up to \$5,000,000 to fund its working capital requirements and for general corporate purposes. The operating facility is secured by the Class A preferred shares and 2,780,000 common shares of Trade Marks owned by Food Services. As at September 9, 2007, the full amount of the facility was available.

Trade Marks has sufficient financial resources to fund its working capital requirements and to meet its cash flow needs including ongoing common share dividends. Trade Marks has a demand operating loan facility of up to \$2,000,000 which bears interest at bank prime rate plus 0.5% and is repayable on demand. As at September 9, 2007, the full amount of the facility was available.

Trade Marks has a term loan in the amount of \$10,000,000. The term loan is repayable on March 15, 2008, however HSBC Bank Canada has advised that it will consider extending the loan beyond that date, subject to certain conditions. The term loan bears interest at bank prime rate plus between 0.0% and 0.5% depending on specified financial ratios of Trade Marks. Interest only is payable monthly, provided that Trade Marks' 12 month trailing earnings before interest, taxes, depreciation and amortization (EBITDA) at any time are not less than \$10,000,000. In the event that EBITDA is less than \$10,000,000, the term loan will be fully amortized over the remaining term and repayment will be by way of blended monthly instalments of principal and interest. An interest rate swap maturing February 18, 2008 fixes the interest rate on the term loan at 5.81% per annum. A general security agreement over the assets of Trade Marks has been provided as security for Trade Marks' demand operating loan facility and term loan.

The A&W notes, issued by Trade Marks and held by the Fund, amount to \$83,399,000, bear interest at 10.75% per annum and mature on February 15, 2034. Interest only is payable monthly in arrears.

The liabilities of Trade Marks, including the A&W notes payable to the Fund, the operating facility and the term loan, are obligations of Trade Marks, not Food Services.

Trade Marks has no other contractual or purchase obligations except as described under the section Related Party Transactions and Balances. Trade Marks does not have any capital expenditures; its operating and administrative expenses are expected to be stable and reasonably predictable and are considered to be in the ordinary course of business.

<b>Payments due by period (dollars in thousands)</b>	<b>Total</b>	<b>Less than 1 year</b>	<b>1 – 3 years</b>	<b>4 – 5 years</b>	<b>After 5 years</b>
Term loan	\$10,000	\$10,000	\$0	\$0	\$0
A&W notes payable	\$83,399	\$0	\$0	\$0	\$83,399

### **Off-Balance Sheet Arrangements**

Food Services and Trade Marks have no off-balance sheet arrangements, other than Trade Marks' interest rate swap discussed previously.

### **Related Party Transactions and Balances**

Trade Marks' interest expense on the A&W notes for the year to date was \$6,191,000 (2006 - \$6,215,000), of which \$982,000 is payable to the Fund by Trade Marks at September 9, 2007 (December 31, 2006 - \$761,000). Interest expense on the A&W notes for the quarter was \$2,064,000 (2006 - \$2,064,000).

Included in accounts receivable is \$65,000 (December 31, 2006 - \$36,000) due to Trade Marks by the Fund without interest and on demand.

The Fund has entered into an administration agreement with Trade Marks whereby Trade Marks, at its expense, will provide or arrange for the provision of services required in the administration of the Fund. Trade Marks has arranged for management, administrative and accounting services to be provided by Food Services at no cost until 2011.

Trade Marks declared dividends on its common shares of \$2,276,000 year to date (2006 - \$539,000) of which \$1,412,000 was earned by the Fund and \$864,000 was earned by Food Services. The August 2007 dividend of \$180,000 was declared on September 5, 2007 and paid on September 28, 2007, and the Fund's share of \$112,000 is reported as a current liability at September 9, 2007. During the quarter, Trade Marks declared common share dividends of \$501,000 (2006 - \$264,000).

Other related party transactions and balances are referred to elsewhere in this report.

Related party transactions and balances that were eliminated upon the consolidation of Food Services and Trade Marks are as follows:

- royalty income earned by Trade Marks from Food Services was \$4,761,000 for the quarter (2006 - \$4,492,000) and \$12,969,000 year to date (2006 - \$12,212,000), of which \$1,583,000 is payable by Food Services to Trade Marks at September 9, 2007 (December 31, 2006 - \$1,499,000);
- dividends accrued by Trade Marks on its Class A and B preferred shares were \$1,262,000 for the quarter (2006 - \$1,163,000) and \$3,784,000 year to date (2006 - \$3,502,000). \$1,371,000 (2006 - \$1,263,000) was declared payable by Trade Marks to Food Services during the quarter and \$3,654,000 year to date (2006 - \$3,728,000). Of the \$3,654,000 declared during the year to date period, \$3,197,000 was paid and \$457,000 is payable as at September 9, 2007 (December 31, 2006 - \$430,000). Dividends on Class A and B preferred shares accrued but not yet declared total \$130,000 (December 31, 2006 - \$nil).

### **Critical Accounting Estimates**

The intangible assets consist of the A&W trade-marks and are recorded at their book value at the time of the sale of the trade-marks to Trade Marks. Management tests the intangible assets annually for impairment or more frequently if events or changes in circumstances indicate that the assets might be impaired. The impairment test compares the carrying amount of the intangible asset with its fair value, and an impairment loss is recognized in income for the excess, if any. Management believes that there has been no impairment of the intangible assets during the period ended September 9, 2007.

### **Financial Instruments**

The fair values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate their carrying values given the short term to

maturity of these instruments. The long term notes receivable bear interest at market rates and therefore it is management's opinion that the carrying value approximates the fair value.

The fair value of Trade Marks' term loan approximates its carrying value due to the floating interest rate. The fair value of the interest rate swap is \$21,000 favourable.

It is not practicable to determine the fair value of the net liabilities due to the Fund given the many terms and conditions that would influence such a determination.

Exposure to credit risk is as indicated by the carrying amount of its accounts receivable. Food Services does not have a significant exposure to any individual franchisee.

All of the financial instruments are non-interest bearing except for the operating lines of credit and Trade Marks' term loan and A&W notes payable, which bear interest as disclosed previously, and cash and cash equivalents and the long term notes receivable.

### **Risks and Uncertainties**

The success of Food Services is dependent on the ability of Food Services to (i) grow same store sales, (ii) maintain and grow the current system of franchises, (iii) locate new retail sites in prime locations and (iv) obtain qualified operators to become A&W franchisees. Sales are subject to a number of factors that affect the restaurant industry generally and the quick service segment of this industry in particular, including the highly competitive nature of the industry, traffic patterns, demographic considerations, the type, number and proximity of competing quick service restaurants, and the availability of experienced management and hourly employees. In addition, factors such as harmonization of GST with provincial sales taxes which would effectively add a new tax on restaurant meals may also adversely affect the gross sales of the quick service restaurant industry in general and the gross sales by A&W restaurants in particular.

Food Services competes with other companies, including other well-capitalized franchisors with extensive financial, technological, marketing and personnel resources and high brand name recognition and awareness. There can be no assurance that Food Services will be able to respond to various competitive factors affecting the franchise operations of Food Services in the quick service restaurant industry.

Any significant event that adversely affects consumption of hamburgers, chicken, fries and soft drinks, such as cost, changing tastes or health concerns, could adversely impact the gross sales of A&W restaurants.

Food Services faces competition for retail locations and franchisees from its competitors and from franchisors of other businesses. Food Services' inability to successfully obtain qualified franchisees could adversely affect its business

development. The opening and success of franchised restaurants is dependent on a number of factors, including availability of suitable sites, negotiations of acceptable lease or purchase terms for new locations, permits and government regulatory compliance, and the ability to meet construction schedules. A&W franchisees may not have all these business abilities or access to financial resources necessary to open an A&W restaurant or to successfully develop or operate an A&W restaurant in their franchise areas in a manner consistent with Food Services' standards.

Food Services and A&W franchisees may be the subject of complaints or litigation from guests alleging food-related illnesses, injuries suffered on the premises or other food quality, health or operational concerns. Adverse publicity resulting from such allegations may materially affect the sales of A&W restaurants, regardless of whether such allegations are true or whether Food Services or an A&W franchisee is ultimately held liable.

### **Outlook**

A&W's strategy is to focus on attracting baby boomers who are the core customer for the A&W restaurants. Key initiatives in marketing and advertising, menu and product development, and restaurant design are being implemented in the A&W business. Further information on these initiatives is contained in the Fund's Management Discussion and Analysis for the quarter ended September 9, 2007.

In 2007, Food Services anticipates that up to 20 new A&W restaurants will open across Canada, with a continued emphasis on Ontario and Atlantic Canada. The bulk of the new restaurants will open in the fourth quarter.

Roll-out of the new profit management system for A&W franchisees is continuing, with over 380 A&W restaurants now using the new system. .

### **Subsequent Events**

On October 3, 2007, Trade Marks declared a dividend on common shares of \$180,000, payable to Food Services and the Fund on October 31, 2007. On October 3, 2007, Trade Marks declared dividends on Class A and B preferred shares of \$457,000, payable to Food Services on October 31, 2007.

This report contains certain forward-looking statements based on assumptions that management considered reasonable at the time they were prepared. These forward-looking statements, by their nature, necessarily involve risks and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking statements. These forward-looking statements are subject to a number of risk factors, including the ability of A&W Food Services of Canada Inc. to implement its marketing strategies, the opening of new A&W restaurants, general economic and business conditions, financial and political instability, and other factors disclosed previously and from time to time in the Fund's public filings.

# A&W Food Services of Canada Inc.

## Consolidated Financial Statements

For the third quarter ended September 9, 2007

### Consolidated Balance Sheets

Unaudited

(in thousands of dollars)

	September 9 2007	December 31 2006
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 8,792	\$ 6,060
Accounts receivable	6,960	9,759
Inventories	1,152	1,024
Prepaid expenses	229	215
Future income taxes	318	497
	<b>17,451</b>	17,555
<b>Intangible assets</b>	<b>81,916</b>	81,916
<b>Future income taxes</b>	<b>4,441</b>	5,736
<b>Property, plant and equipment</b>	<b>1,247</b>	1,375
<b>Notes receivable</b>	<b>312</b>	338
	<b>\$ 105,367</b>	\$ 106,920
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 12,101	\$ 15,166
Deposits on franchise and equipment sales	2,985	1,221
Term loan (note 4)	9,990	-
Income taxes payable	43	1,820
	<b>25,119</b>	18,207
<b>Net liabilities due to A&amp;W Revenue Royalties Income Fund (note 3)</b>	<b>76,325</b>	77,110
<b>Term loan (note 4)</b>	<b>-</b>	9,977
<b>Long-term liabilities</b>	<b>6,854</b>	6,499
<b>Non-controlling interest</b>	<b>531</b>	202
	<b>108,829</b>	111,995
<b>Shareholders' Deficiency</b>		
<b>Capital stock</b>	<b>10,500</b>	10,500
<b>Deficit</b>	<b>(13,962)</b>	(15,575)
	<b>(3,462)</b>	(5,075)
	<b>\$ 105,367</b>	\$ 106,920

Subsequent event (note 7)

These unaudited interim financial statements of the company have been prepared by and are the responsibility of the company's management. As the company is a private entity, the company's auditor has not performed a review of these financial statements.

See accompanying notes to these financial statements.

## Consolidated Statements of Earnings and Deficit

Unaudited

(in thousands of dollars)

	12 Week Period Ended Sep 9, 2007	12 Week Period Ended Sep 10, 2006	36 Week Period Ended Sep 9, 2007	36 Week Period Ended Sep 10, 2006
<b>Revenue</b>				
Franchising	\$ 13,107	\$ 11,208	\$ 35,731	\$ 30,717
Corporate restaurants	2,272	1,786	6,688	4,915
	<b>15,379</b>	12,994	<b>42,419</b>	35,632
<b>Direct costs and administrative expenses</b>	<b>8,907</b>	7,477	<b>28,235</b>	22,959
<b>Earnings before the following:</b>	<b>6,472</b>	5,517	<b>14,184</b>	12,673
<b>Interest expense (note 6)</b>	<b>2,123</b>	2,095	<b>6,381</b>	6,385
<b>Amortization of deferred financing fees</b>	<b>4</b>	4	<b>13</b>	13
<b>Amortization of property, plant and equipment</b>	<b>93</b>	140	<b>286</b>	362
<b>Earnings before income taxes and non-controlling interests</b>	<b>4,252</b>	3,278	<b>7,504</b>	5,913
<b>Provision for income taxes</b>				
Current	435	323	461	1,384
Future income taxes	663	476	1,474	1,088
	<b>1,098</b>	799	<b>1,935</b>	2,472
<b>Earnings for the period before non-controlling interests</b>	<b>3,154</b>	2,479	<b>5,569</b>	3,441
<b>Non-controlling interest in A&amp;W Root Beer Beverages of Canada Inc.</b>	<b>(137)</b>	(179)	<b>(329)</b>	(368)
<b>A&amp;W Revenue Royalties Income Fund's interest in earnings of A&amp;W Trade Marks Inc.</b>	<b>(456)</b>	(403)	<b>(627)</b>	(438)
<b>Net earnings for the period</b>	<b>2,561</b>	1,897	<b>4,613</b>	2,635
<b>Deficit - beginning of period</b>	<b>(16,523)</b>	(13,807)	<b>(15,575)</b>	(11,385)
Dividends paid	-	-	<b>(3,000)</b>	(3,000)
Refundable dividend tax paid	-	(111)	-	(271)
<b>Deficit - end of period</b>	<b>\$ (13,962)</b>	\$ (12,021)	<b>\$ (13,962)</b>	\$ (12,021)

See accompanying notes to these financial statements.

# Consolidated Statements of Cash Flows

Unaudited

(in thousands of dollars)

(in thousands of dollars)	<b>12 Week</b>	12 Week	<b>36 Week</b>	36 Week
	<b>Period Ended</b>	Period Ended	<b>Period Ended</b>	Period Ended
	<b>Sep 9, 2007</b>	Sep 10, 2006	<b>Sep 9, 2007</b>	Sep 10, 2006
<b>Cash flows from operating activities</b>				
Net earnings for the period	\$ 2,561	\$ 1,897	\$ 4,613	\$ 2,635
Items not affecting cash				
Amortization of deferred financing fees	4	4	13	13
Amortization of property, plant and equipment	93	140	286	362
Future income taxes	663	476	1,474	1,088
Loss on disposal of property, plant and equipment	-	5	-	6
Increase in long-term liabilities	122	75	355	146
Non-controlling interest in A&W Root Beer Beverages of Canada Inc.	137	179	329	368
A&W Revenue Royalties Income Fund's interest in earnings of A&W Trade Marks Inc.	456	403	627	438
	<b>4,036</b>	3,179	<b>7,697</b>	5,056
Net changes in non-cash working capital	<b>1,963</b>	(395)	<b>(447)</b>	1,766
	<b>5,999</b>	2,784	<b>7,250</b>	6,822
<b>Cash flows from investing activities</b>				
Decrease in notes receivable	6	56	26	53
Purchase of property, plant and equipment	(12)	(179)	(158)	(338)
Proceeds from disposal of property, plant and equipment	-	1	-	2
	<b>(6)</b>	(122)	<b>(132)</b>	(283)
<b>Cash flows from financing activities</b>				
Refundable dividend tax paid	-	(111)	-	(271)
Dividends paid to shareholder	-	-	(3,000)	(3,000)
Dividends paid to A&W Revenue Royalties Income Fund	(285)	(152)	(1,386)	(283)
	<b>(285)</b>	(263)	<b>(4,386)</b>	(3,554)
<b>Increase in cash and cash equivalents</b>	<b>5,708</b>	2,399	<b>2,732</b>	2,985
<b>Cash and cash equivalents - beginning of period</b>	<b>3,084</b>	4,824	<b>6,060</b>	4,238
<b>Cash and cash equivalents - end of period</b>	<b>\$ 8,792</b>	\$ 7,223	<b>\$ 8,792</b>	\$ 7,223
<b>Supplementary cash flow information</b>				
Net interest paid	\$ (2,345)	\$ (2,307)	\$ (6,174)	\$ (6,197)
Net income taxes paid	\$ (178)	\$ (285)	\$ (2,238)	\$ (1,473)

See accompanying notes to these financial statements.

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# **A&W Food Services of Canada Inc.**

## **Notes to the Interim Consolidated Financial Statements**

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**For the third quarter ended September 9, 2007**

**Unaudited**

(figures in tables are expressed in thousands of dollars)

### **1. Nature of operations and basis of presentation**

#### **Nature of operations**

A&W Food Services of Canada Inc. (Food Services) is in the business of developing and franchising quick service restaurants in Canada.

#### **Basis of presentation**

Food Services prepares its interim financial statements in accordance with Canadian generally accepted accounting principles (GAAP) and has applied the accounting policies described in its annual audited consolidated financial statements except as noted below. These interim unaudited consolidated financial statements do not include all of the disclosure requirements of GAAP for annual financial statements.

These interim unaudited consolidated financial statements include the accounts of Food Services, its 60% owned subsidiary, A&W Root Beer Beverages of Canada Inc. (Beverages) and its 38% ownership interest in A&W Trade Marks Inc. (Trade Marks), a “variable interest entity” in which Food Services is the “primary beneficiary” as these terms are defined in the Canadian Institute of Chartered Accountants’ Accounting Guideline AcG-15 “Consolidation of Variable Interest Entities”. The non-controlling interests comprise the common equity of Beverages held by Unilever Canada Inc. and the common equity of Trade Marks held by the A&W Revenue Royalties Income Fund (the Fund).

These interim unaudited consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2006.

#### **Fiscal year**

Food Services uses a fiscal year comprising a 52 or 53 week period ending on the Sunday nearest December 31, therefore Food Services’ 2006 fiscal year ended December 31, 2006 (2005 – January 1, 2006). Food Services’ third quarter ends 36 weeks after its fiscal year end.

#### **Adoption of new accounting standards**

On January 1, 2007, Food Services adopted CICA Handbook Section 3855, Financial Instruments – Recognition and Measurement, along with two

**1. Nature of operations and basis of presentation**  
**Adoption of new accounting standards (continued)**

companion standards, Section 1530, Comprehensive Income, and Section 3865, Hedges, and the amendments to CICA handbook sections and accounting guidelines resulting from the issuance of these sections. The adoption of these new standards had no impact on Food Services' financial results.

**2. Seasonality**

Food Services' revenue is subject to variances due to the seasonality of sales in the quick service restaurant industry. In freestanding restaurants, weather impacts sales. In shopping centres, sales fluctuate due to higher traffic during back to school and Christmas shopping seasons.

**3. Net liabilities due to A&W Revenue Royalties Income Fund**

The Class A and B preferred shares of Trade Marks are owned by Food Services and the common shares of Trade Marks are owned by Food Services and the Fund. As a result, the Fund has an equity interest in Trade Marks. The issued and outstanding common shares of Trade Marks are as follows:

	The Fund		Food Services		Total
	#	%	#	%	#
February 15, 2002	8,340,000	75.0%	2,780,000	25.0%	11,120,000
Adjustments:					
January 5, 2003		-2.9%	452,469	2.9%	452,469
January 5, 2004		-3.0%	495,681	3.0%	495,681
January 5, 2005		-2.8%	511,337	2.8%	511,337
January 5, 2006		-2.8%	558,993	2.8%	558,993
December 31, 2006		-1.4%	299,413	1.4%	299,413
	8,340,000	62.1%	5,097,893	37.9%	13,437,893

The net liabilities due to the Fund by Trade Marks are comprised of:

	September 9, 2007	December 31, 2006
A&W notes payable	\$83,399	\$83,399
The Fund's equity interest in A&W Trade Marks Inc.	(7,074)	(6,289)
	\$76,325	\$77,110

The A&W notes, issued by Trade Marks and held by the Fund, amount to \$83,399,000, bear interest at 10.75% per annum and mature on February 15, 2034. Interest only is payable monthly in arrears.

The A&W notes are unsecured debt obligations of Trade Marks and are subordinated to all other indebtedness and liabilities of Trade Marks.

#### **4. Term loan and operating bank line of credit**

Food Services has a demand operating facility of \$5,000,000 to fund working capital requirements and for general corporate purposes. The operating loan bears interest at the bank prime rate plus 0.5% and is repayable on demand. As at September 9, 2007, the full amount of the facility was available. Food Services' operating facility is secured by the Class A shares and 2,780,000 common shares of Trade Marks owned by Food Services.

Trade Marks has a demand operating loan facility with HSBC Bank Canada of \$2,000,000 to fund working capital requirements and for general corporate purposes. The operating loan bears interest at the bank prime rate plus 0.5% and is repayable on demand. As at September 9, 2007, the full amount of the facility was available.

Trade Marks' term loan is comprised of:

	September 9, 2007	December 31, 2006
Term loan	\$10,000	\$10,000
Deferred financing fees	(10)	(23)
	<u>\$9,990</u>	<u>\$9,977</u>

The term loan is repayable on March 15, 2008 however HSBC Bank Canada has advised that it will consider extending the loan beyond that date, subject to certain conditions. The term loan bears interest at bank prime rate plus between 0% and 0.5% depending on specified financial ratios of Trade Marks. Interest only is payable monthly, provided that 12 month trailing earnings before interest, taxes, depreciation and amortization (EBITDA) at any time are not less than \$10,000,000. In the event that EBITDA is less than \$10,000,000, the term loan will be fully amortized over the remaining term and repayment will be by way of blended monthly instalments of principal and interest.

An interest rate swap effective February 16, 2005 and maturing February 18, 2008 fixes the interest rate on the term loan at 5.81% per annum.

A general security agreement over the assets of Trade Marks has been provided as security for Trade Marks' demand operating loan facility and term loan.

#### **5. Related party transactions and balances**

Trade Marks' interest expense on the A&W notes for the year to date was \$6,191,000 (2006 - \$6,215,000), of which \$982,000 is payable to the Fund at September 9, 2007 (December 31, 2006 - \$761,000). Interest expense on the A&W notes for the quarter was \$2,064,000 (2006 - \$2,064,000).

## 5. Related party transactions and balances (continued)

Included in accounts receivable is \$65,000 (December 31, 2006 - \$36,000) due from the Fund without interest and due on demand.

Trade Marks has entered into an administration agreement with the Fund whereby Trade Marks, at its expense, provides or arranges for the provision of services required in the administration of the Fund. In turn, Trade Marks has arranged for certain of these services to be provided by Food Services until 2011.

Trade Marks declared dividends on its common shares totaling \$2,276,000 year to date (2006 - \$539,000) of which \$1,412,000 was earned by the Fund and \$864,000 was earned by Food Services. The August 2007 dividend of \$180,000 was declared on September 5, 2007 and paid on September 28, 2007, and the Fund's share of \$112,000 is reported as a current liability at September 9, 2007. During the quarter, Trade Marks declared common share dividends of \$501,000 (2006 - \$264,000).

## 6. Interest expense

	12 Week Period Ended Sep 9, 2007	12 Week Period Ended Sep 10, 2006	36 Week Period Ended Sep 9, 2007	36 Week Period Ended Sep 10, 2006
<b>Interest</b>				
Interest income	\$ (74)	\$ (102)	\$ (211)	\$ (233)
Term loan	133	133	401	403
A&W notes payable	2,064	2,064	6,191	6,215
	<u>\$ 2,123</u>	<u>\$ 2,095</u>	<u>\$ 6,381</u>	<u>\$ 6,385</u>

## 7. Subsequent event

On October 3, 2007, Trade Marks declared a dividend on its common shares of \$180,000, payable to Food Services and the Fund on October 31, 2007.





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