Supplemental Disclosure

Yellow Pages Income Fund

Second Quarter 2005

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1. FINANCIAL HIGHLIGHTS - YELLOW PAGES INCOME FUND

(in thousands of Canadian dollars)

	Yellow Pages Income Fund			
	For the three-month period ended June 30		For the six-month period ended June 30	
	2005	2004	2005	2004
Revenues	**$215,285**	$156,754	**$386,134**	$311,438
Operating costs	**87,713**	55,837	**155,617**	108,872
EBITDA	**127,572**	100,917	**230,517**	202,566
Net earnings	**$64,253**	$17,801	**$127,957**	$27,272
Net earnings per unit	**$0.14**	$0.07	**$0.32**	$0.11
Diluted net earnings per unit	**$0.13**	$0.07	**$0.30**	$0.11
Adjusted Revenues	**$218,590**	$165,888	**$391,121**	$330,211
Adjusted EBITDA	**125,735**	96,155	**225,653**	191,621
Adjusted EBITDA margin	**57.5%**	58.0%	**57.7%**	58.0%
Distributable cash [1]	**$106,315**	$65,002	**$190,753**	$125,050
Distributable cash per unit	**$0.27**	$0.25	**$0.52**	$0.50
Distributions declared [2,3]	**$111,269**	$62,561	**$192,711**	$114,759
Distributions paid and payable per unit	**$0.24**	$0.23	**$0.48**	$0.45
Weighted average number of Units				
Basic	**395,874,517**	264,040,991	**370,190,951**	**250,062,090**
Diluted	**461,799,207**	269,257,678	**405,462,260**	**255,471,916**

[1] Distributable Cash for the periods of 2005 and 2004 are not comparable. YPG LP was 70.28% owned by the Fund until June 11, 2004 while it was a wholly-owned subsidiary afterward.
[2] Includes June 2005 distribution of approximately $37.7 million paid on July 15, 2005.
[3] Distributions declared include an amount of $8.3 million equivalent to one monthly distribution paid to former subscription receipt holders on May 25, 2005.

For the quarter ended June 30, 2005, the Fund reported Adjusted Revenues of 218.6$ million and Adjusted EBITDA of 125.7$ million, up 32% and 31%, respectively, compared to the same period last year.

2. YPIF SECOND QUARTER RESULTS COMBINED VS. STAND-ALONE

(in thousands of Canadian dollars)

	For the three-month period ended June 30, 2005				ADS Stand-Alone Full Quarter [1]		
	Combined	YPG Standalone	% Growth YPG Stand-Alone	ADS Contribution (May 25 to June 30)	Q1 2005	Q2 2005	YTD
Adjusted Revenues	218,590	175,113	5.6%	43,477	102,851	106,926	209,777
Adjusted EBITDA	125,735	102,740	6.8%	22,995	50,867	51,754	102,621
Margin	57.5%	58.7%		52.9%	49.5%	48.4%	48.9%

[1] Unaudited internal ADS financial information.

3. RECENT DEVELOPMENTS AND KEY OPERATIONAL METRICS

RECENT DEVELOPMENTS:

May 25, 2005:	Closing of the acquisition of Advertising Directory Solutions Holdings Inc.
May 25, 2005:	Executive nominations: - Scott Wambott, promoted to Senior Vice President, Sales - Paul Lalonde, promoted to Vice President, Sales Quebec and Atlantic Canada - Leanne Kripp, previously in a senior sale role with ADS, appointed to Vice President, Sales - Alberta and British Columbia
May 10, 2005:	Launch of new WebNumber™ Service

KEY OPERATIONAL METRICS:

Number of Directories	more than 330
Circulation	approx. 28 million copies
Number of Advertisers	376,000
Advertiser Renewal Rate	more than 90%

Online:

Unique visitors per month (June 2005)	6.5 million (unduplicated unique visitors)
Online reach	34%

4. RECONCILIATION OF ADJUSTED REVENUES AND ADJUSTED EBITDA

(in thousands of Canadian dollars)

	For the three-month period ended June 30, 2005				For the six-month period ended June 30, 2005			
	Reported	Purchase accounting [1]	Transition expenses [2]	Adjusted	Reported	Purchase accounting [1]	Transition expenses [2]	Adjusted
Revenues	215,285	3,305	-	218,590	386,134	4,987	-	391,121
Operating costs	87,713	5,142	-	92,855	155,617	9,851	-	165,468
EBITDA	$ 127,572	$(1,837)	-	$ 125,735	$ 230,517	$(4,864)	-	$ 225,653

	For the three-month period ended June 30, 2004				For the six-month period ended June 30, 2004			
	Reported	Purchase accounting [1]	Transition expenses [2]	Adjusted	Reported	Purchase accounting [1]	Transition expenses [2]	Adjusted
Revenues	156,754	9,134	-	165,888	311,438	18,773	-	330,211
Operating costs	55,837	14,730	834	71,401	108,872	31,115	1,397	139,987
EBITDA	$ 100,917	$(5,596)	834	$ 96,155	$ 202,566	$(12,342)	1,397	$ 191,621

[1] Elimination of the impact of purchase accounting that prevents the Fund from recognizing deferred revenues and expenses associated with directories that were published prior to the acquisition by YPG LP of the directories business from Bell Canada, the step-acquisitions of YPG LP by the Fund and the acquisition of ADS.

[2] Impact of transition expenses eliminated as they are related to the acquisition by YPG LP of the directories business from Bell Canada and are therefore non-recurring.

5. OPERATING COST AND CAPITAL EXPENDITURE DETAILS

(in thousands of Canadian dollars)

	For the three-month period ended June 30				For the six-month period ended June 30			
	2005		2004		**2005**		2004	
Adjusted Revenues	$218,590		$165,888		$391,121		$330,211	
Expenses								
Cost of Sales	55,131	25.2%	43,668	26.3%	97,505	24.9%	86,382	26.2%
General and Administrative [1,3]	37,724	17.3%	26,064	15.7%	67,963	17.4%	52,208	15.8%
Adjusted EBITDA	$125,735		$96,155		$225,653		$191,621	
Adjusted EBITDA margin	57.5%		58.0%		57.7%		58.0%	
Capital Expenditures[2]								
Transition Capital	$0		$2,202		$0		$3,075	
Maintenance	2,578		512		5,478		849	
New initiatives	3,932		469		6,803		853	
Leasehold improvements (net of lease inducements)	841		(31)		2,155		59	
Total	$7,351		$3,152		$14,436		$4,836	
Adjustment to reflect Expenditures on a Cash Basis	401		(3,523)		2,630		869	
Acquisition of Capital Assets, Net of Lease Inducements	$7,752		$(371)		$17,066		$5,705	

[1] Includes pension and post-employment expenses.

[2] Pursuant to the November 2002 acquisition and the August 2003 IPO, $10 million was set aside as **transition** capital for the purpose of transitioning to a stand-alone entity. Pursuant to the ADS Acquisition, approximately $15 million has also been set aside for purposes of integrating the ADS operations. **Maintenance** capital expenditures are for ongoing operations to maintain the integrity of the infrastructure. In our efforts to optimize processes and reduce costs, we invest in selected **new initiatives.** As a result of significant renovations made to our Toronto office, we have invested in **leasehold improvements** in 2005. A substantial portion of these expenditures will be reimbursed to us through lease inducements.

[3] The impact of ADS accounts for $9.6 million of the increase while the remaining portion of the variance is attributable to investment in our electronic-directory products and employee-related expenses.

6. CONSOLIDATED CAPITALIZATION - YPIF

(in millions of Canadian dollars)

	December 31, 2004	March 31, 2005	June 30, 2005
Medium Term Notes	$1,000	$1,000	$1,000
Bank Term Facilities	-	-	$800
Commercial Paper	$184	$188	$256
Obligations Under Capital Leases	$8	$7	$7
Total Third-Party Debt	**$1,192**	**$1,195**	**$2,062**
Cash and cash equivalents	$187	$180	$22
Net Debt	**$1,005**	**$1,015**	**$2,041**
Unitholders' Equity	$3,512	$3,494	$5,096
Total Capitalization	**$4,516**	**$4,509**	**$7,137**

LTM Adjusted EBITDA [1]	388	393 [1]	619 [5]
Annualized Cash Interest Expense	42	48 [2]	85 [6]
Average Interest Rate on Debt at Quarter End	4.8%	4.8%	4.2%
EBITDA / Annualized Interest	9.2	8.1	7.3
EBITDA / (Annualized Interest + Maint. CapEx)	7.7	6.7	6.3
Net Debt / EBITDA	2.6	2.6	3.3
Net Debt / (EBITDA - Maint. CapEx)	2.7	2.6	3.3
FCF / Net Debt [3]	33%	33%	25%
Net Debt / Partners' Equity	0.3	0.3	0.4
Net Debt / Enterprise Value	18% [4]	18% [4]	23% [4]

[1] Latest twelve months EBITDA

[2] Q1 2005 annualized

[3] FCF is assumed to be equal to Distributable Cash before non-controlling interest.

[4] Based on market value of units at close on December 31, 2004 of $13.49, on March 31, 2005 of $13.32 and on June 30, 2005 at $14.91

[5] Calculation is made by using YPG's latest 12 month Adjusted EBITDA on a stand-alone basis plus ADS' Adjusted EBITDA for the first six months of 2005 annualized and realized synergies as of June 30, 2005 annualized at $16 million.

[6] Interest charge annualized based on capital structure as of June 30, 2005.

7. DISTRIBUTABLE CASH - YPIF

(in thousands of Canadian dollars)

	Year Ended December 31, 2004	For the three-month period Ended March 31, 2005	For the three-month period Ended June 30, 2005	TTM June 30, 2005
Adjusted EBITDA	**$388,365**	**$99,918**	**$125,735**	**$422,397**
Less:				
Maintenance capital expenditures	7,949	2,900	2,578	12,578
Interest	42,432	12,094	15,880	50,406
Other	1,479	486	962	2,679
Non-controlling interest	45,475	-	-	-
Distributable Cash	**$291,030**	**$84,438**	**$106,315**	**$356,734**
Distributable Cash per unit	**$0.98**	**$0.25**	**$0.27**	**$1.00**
Average number of Units outstanding (M)	297.2	344.2	395.9	357.1

8. SELECTED HISTORICAL FINANCIAL NUMBERS - YPIF

(in thousands of Canadian dollars except for Units Outstanding)

	For the three-month period ended					
	March 31, 2004	June 30, 2004	September 30, 2004	December 31, 2004	March 31, 2005	June 30, 2005
Adjusted Revenues	$164,323	$165,888	$166,967	$170,197	$172,531	$218,590
YOY growth					5.0%	31.8%
Adjusted EBITDA	$95,466	$96,155	$98,055	$98,689	$99,918	$125,735
YOY growth					4.7%	30.8%
EBITDA margin	58.1%	58.0%	58.7%	58.0%	57.9%	57.5%
Maintenance capital expenditures [2]	(337)	(512)	(2,006)	(5,094)	(2,900)	(2,578)
Interest	(9,493)	(10,507)	(10,811)	(11,621)	(12,094)	(15,880)
Other	(130)	(117)	(847)	(385)	(486)	(962)
Non-controlling interest	($25,458)	($20,017)	-	-	-	-
Distributable Cash [1]	$60,048	$65,002	$84,391	$81,589	$84,438	$106,315
Distributable Cash per unit	$0.25	$0.25	$0.25	$0.24	$0.25	$0.27
Average number of units outstanding (M)	236.0	264.0	344.1	344.1	344.2	395.9

[1] Distributable cash for the periods ended June 30, 2004 and 2005 is not presented on the same basis since Yellow Pages Income Fund owned 70.25% of YPG LP until June 11, 2004, and 100% thereafter.

[2] Prior to Q3 2004, amounts restated to reflect capital expenditures incurred during the period. Previous methodology reflected capital expenditures on a cash basis.

9. 2004 PRO FORMA INFORMATION

(in thousands of Canadian dollars except for Units Outstanding)

Extract from Base Shelf Prospectus dated March 11, 2005

	Year Ended December 31, 2004			
	Yellow Pages Income Fund	ADS	Adjustments	Combined Pro Forma
Adjusted Revenues	$667,375	$371,254		$1,038,629
SUMMARY OF DISTRIBUTABLE CASH				
Adjusted EBITDA	$388,365	$198,915		$587,280
Management estimates that the following amounts will be used to maintain the assets of the business:				
Maintenance capital expenditure	(7,949)		(6,000)	(13,949)
Management also believes the distributable amounts should be reduced by the following:				
Interest	(42,093)		(40,146)[1]	(82,239)
Taxes	(1,492)		(5,100)[2]	(6,592)
Estimated distributable cash	$336,831	$198,915	-$51,246	$484,500
Units outstanding[3]	344,330		126,827	471,157
Estimated distributable cash per unit	$0.98			$1.03
Accretion to distributable cash				5.1%

1 - Represents estimated interest expense and other charges on the new debt incurred to finance the Acquisition assuming funds had been drawn down on January 1, 2004. Drawings under the $800 million term loan is at 4.63% based on a five year floating-to-fixed interest rate swap and commercial paper is at 2.77% based on rates as of the close of business on March 10, 2005.

2 - Represents additional estimated large corporation taxes of $5,100 per year.

3 - Based on issuance of $1.7 billion of equity of which 104,100,000 Units at $13.45 and 22,727,273 Units under the Private Placement at $13.20.

10. REVISED OUTLOOK AND KEY MANAGEMENT COMMITMENTS

REVISED OUTLOOK:

Year over Year Performance

	2005 Original Outlook	2005 - 2006 Revised Outlook
Adjusted Revenues growth - Comparable Basis	3% - 4%	4% to 5%
Adjusted EBITDA growth - Comparable Basis	3% - 5%	4% to 7%
Growth in cash distributions per unit	4%	6%

KEY MANAGEMENT COMMITMENTS:

ADS Acquisition Key Management Commitment

- Annual synergies of $25 million once fully integrated within a period of 18 to 24 months
- Accretion of approximately 5% to YPIF Distributable Cash per unit (combined pro forma basis for the year ended December 31, 2004)
- Accretion between 7% and 8% to the Fund's 2006 Distributable Cash per unit
- Refinancing of bank facility drawings with longer term Medium Term Notes

11. CONSENSUS ESTIMATES

(in millions of Canadian dollars except for Cash Available for Distributions per Unit)

Consensus Estimates[1]						
	FY 2003	FY 2004	FY 2005 Low	FY 2005 Average	FY 2005 High	% Var Avg. 05/ Act. 04
Revenues	$640.2	$667.4	$675.9	$846.4	$921.0	26.8%
Adjusted EBITDA	$372.3	$388.4	$406.0	$519.5	$610.0	33.7%
Distributable Cash per Unit	$0.92	$0.98	$0.96	$1.02	$1.05	3.7%

[1] As of August 10, 2005. Excludes analysts who provided full-year pro forma estimates for 2005.