

Code of Ethics and Business Conduct

Yellow Pages Group, Yellow Pages Income Fund and their affiliates are collectively referred to as the "Company".

** Whenever the context, the expression "employee" means full-time employee, part-time, contract worker, consultant as well as the officers of the Company.*

*** For the sake of conciseness, wherever the forms "he/him" and "his" appear, they are to be understood in the generic sense that includes "she" and its related forms.*

The Company is committed to the highest possible ethical standards in all its operations and business practices.

The Company:

- Complies with all national, provincial/state and local laws, rules, and regulations.
- Treats all individuals with dignity, respect, and fairness.
- Relies on the skills and competence of its employees for its competitive advantage.
- Puts customer needs at the centre of business decisions.
- Maintains open and honest communications with all employees.
- Fosters a culture conducive to teamwork.
- Deals honestly, fairly, and in good faith with customers, suppliers, and others with whom it has business dealings.
- Respects the privacy of information belonging to customers, suppliers, shareholders, fellow employees, and all others with whom it does business.

As a responsible corporate citizen and member of the communities in which it operates, the Company supports initiatives that promote the reduction, re-use and recycling of materials. It is dedicated to finding solutions to produce and deliver its products as well as develop standards to measure its recycling performance.

Introduction

The Company is committed to maintaining high ethical standards in all operations and business practices. The conduct of each employee affects the integrity and credibility of the Company as a whole. This includes our conduct with fellow employees, customers, suppliers, and others with whom we do business.

In most situations, our personal "moral compass" will provide sufficient guidance in making the right decisions. However, there may be times when the right course of action is not immediately apparent due to problems that arise from conflicting loyalties to other employees, customers, suppliers, our families, or our communities. To help in those situations, the Company has adopted a **Code of Ethics and Business Conduct** (the "Code").

The standards and expectations outlined in this Code are not exhaustive and should be interpreted together with other Company policies and practices, as well as common sense standards of conduct and individual conscience.

Further, this Code applies to all directors, officers and employees of the Company and its affiliates as well to its consultants, contractual employees and business partners. Any waiver of any provisions of this Code for an officer of the Company will be made by the Board of Directors and will be disclosed in accordance with applicable legislation.

All persons to whom this policy applies will be asked to confirm in writing compliance with the Code on an annual basis. This confirmation will be kept on file.

Laws Applicable to the Company

The Company complies with all laws applicable to its business. As an employee of the Company, we must not allow, facilitate or participate, directly or indirectly in illegal activity. Without requiring you to be a legal expert, the Company expects you to be generally aware of laws, procedures and policies that govern your department or field of expertise. If you are a member of a professional organization (accountant, engineer, lawyer, etc), you must also be aware of, and comply with, the code of conduct applicable to your profession.

Personal Integrity and Ethics

Personal integrity is perhaps one of the highest virtues a person can be recognized for, and is achieved by demonstrating ethical behaviour. Among other things, it means being honest in our daily interactions and having the ability to distinguish right from wrong. It means doing a fair day's work for a fair day's pay, coming in on time, keeping absences to a minimum, avoiding frequent and lengthy personal telephone calls on the job, and performing the work at hand. This kind of honesty is what is expected by the Company and for a feeling of worth and satisfaction to ourselves.

Integrity and ethical behaviour cannot be fully described in a policy manual or code. However, a guide for making decisions would be to ask yourself whether you would feel morally uncomfortable if the full details of your action or omissions were known to your immediate supervisor, colleagues, friends, family, the public, or customers.

To ensure that high standards of ethics and integrity are maintained, all employees must adhere to the following principles:

- Respect all applicable national, provincial/state and local laws, rules, and regulations.
- Do not engage in an activity that places you or anyone else's health or safety in danger.
- Do not verbally, physically, psychologically, or sexually harass others; treat everyone with dignity and respect.
- Do not discriminate against individuals because of age, race, ancestry, color, religion, gender, sexual orientation, or for any other reasons prohibited by human rights legislation.
- Respect the privacy of information belonging to customers, suppliers, fellow employees and anyone with whom we do business. Do not use or disclose confidential information without proper authorization.
- Do not take advantage of your position for the purpose of personal gain from information acquired through your employment.
- Follow Company policies and procedures including appropriate application of discounts and commission rates.
- Do not have a direct or indirect interest in a customer, supplier, contractor, or other entity doing business with the Company without disclosing that interest and receiving appropriate clearance.
- Do not accept a gift or other gratuity from any potential or current supplier of goods or services to the Company, except those gifts that are clearly appropriate and are allowed by customary business practice.
- Use company property for business purpose only.

General Harassment and Discrimination Policy

As an employee of the Company, you are entitled to work and develop your career in an environment free of discrimination and verbal, physical, psychological or sexual harassment. Management has an obligation to take appropriate action for allegations of discrimination and harassment under our policy and the law.

Harassment is a form of discrimination. It is any unwelcome behaviour, conduct or communication, verbal, physical or by innuendo - directed at an individual that is offensive to that individual and is based on gender, marital status, sexual orientation, race, colour, religion, origin, ancestry, age or disability. This includes sexual and psychological harassment as well. It is often persistent and creates an intimidating, offensive or embarrassing work environment.

Psychological harassment means any vexatious behaviour in the form of repeated and hostile or unwanted conduct, verbal comments, actions or gestures, that affects an employee's dignity or psychological or physical integrity and that results in a harmful work environment for the employee.

Psychological harassment may also occur through a single incident that affects the dignity or integrity of the employee and produces an effect that is harmful and continuous for the employee.

Every employee has the right to equal treatment with respect to employment without discrimination. If you feel you have been subjected to harassment or discrimination in the workplace in any way, there is something you can do. You should make the other person aware of your disapproval and/or uneasiness of the situation. You should also approach your manager and/or Human Resources Consultant for guidance. A written complaint may be filed if necessary with your Human Resources Department. The Human Resources department will investigate the alleged harassment or discrimination. Management keeps all information concerning the matter confidential. Information will only be shared for the investigation or to pursue disciplinary measures.

Harassment by an employee is a serious offence. Employees who have acted inappropriately will be subject to immediate disciplinary action. In the same fashion, intentionally accusing someone of harassment, knowing it to be false, is also a serious matter and is also subject to disciplinary action.

Customer Relations

Employees who have contact with customers should always conduct themselves in a professional manner, recognizing that each customer's contribution to revenues, however small, also contributes to the success of the Company and its employees.

Employees directly involved with customers and customer accounts share the responsibility of satisfying the needs of customers through maintaining a high degree of professionalism, accuracy, understanding and effort.

When dealing with customers and others, we rely on the value and quality of our products and services and the competence of our employees for our competitive advantage. Additionally, we are committed to conducting our business relationships using appropriate and ethical business practices. We will not offer our customers rewards or benefits that are illegal, offensive, or inappropriate. We will not make false or unsubstantiated representations about the quality or value of our products and services. Employees must also keep confidential all customer information.

Employees must not attempt to influence the decisions of those we do (or want to do) business with by offering them expensive gifts, entertainment, or other gratuities, except those gifts that are clearly appropriate and allowed by customary business practices. If there is any doubt about the appropriateness of a gift, entertainment or gratuity, discuss it with your manager.

Supplier Relations

The Company expects you to deal honestly and fairly in business relationships with suppliers. When choosing a supplier you should factor in quality, price, reputation, relevance and value. You must ensure that suppliers keep the Company confidential information confidential and that

you also keep confidential your suppliers' information. Again, employees should not accept expensive gifts or other gratuities from a supplier, unless those gifts are clearly appropriate in the business practice in regard to the employee's position. Please address any question you may have on this matter to your manager.

Competitor Relations

We will compete vigorously in the marketplace in a fair and legitimate manner. We will comply in all respect with Antitrust laws and any related regulations. As such, you must not associate or participate in illegal competitive practices nor disparage the Company's competitors or their products. For more information on appropriate behaviour with our competitors, please see the Competition Compliance Code of the Company.

Shareholders and Media Relations

Any communication with analysts, investors, shareholders or the media must be dealt with in the manner prescribed in the Company's disclosure policy. The Company undertakes to provide complete accurate and timely disclosure of material information in reports that we file with, or submit to the securities commissions in Canada and to the Toronto Stock Exchange in accordance with applicable securities laws.

Any communication with the media, other than those relating to the financial information of the Company, must be made with the prior approval of the Corporate Communications department. Please refer to the Disclosure Policy.

Integrity of Records

It is critical that the Company's records be accurately and reliably prepared to meet our legal and financial obligations and to manage the affairs of the business. Work reports, vouchers, bills, payroll records, and similar data must be factual and complete and maintained according to company policies. You should not remove or destroy any integral record without the authorization of your manager.

Deliberate entering of wrong data on any report, record or memorandum, performance, measurement and quality control plans not only constitutes dishonesty, but may have serious effects on the operation of the Company. If you are aware of an error, an omission, a mistake or a deliberate falsification of the books, records, financial statements or other documents of the Company, you must report the information to your manager without delay.

Particular attention should be paid to using all operational and financial information, correspondence, statements and reports relating to our activities with discretion and for internal purposes solely.

You should make sure that any exaggeration, derogatory remarks, guesswork or inappropriate qualification of individuals or companies are avoided in any business records or communications (including e-mail, internal and formal memos and reports) since such documents may become public.

Improper Influence on the Conduct of Audits

Employees are prohibited from coercing, manipulating, misleading or fraudulently influencing the Company's internal or outside auditors when the employee knows or should know that his/her action, if successful, could result in rendering the Company's financial statements misleading in any way.

Company Funds and Loans

Employees who have access to Company funds in any form are expected to know and follow the proper practices for handling and protecting money as they would their own. If your job involves use of Company money, personal expense accounts, or adjustments on bills, it is your responsibility to use good judgement on the Company's behalf to ensure that the Company gets good value for every dollar spent.

Company funds are, of course, to be used solely for business purposes and not your personal benefit.

If you incur business expenses, you are required to provide a full and true accounting of the expenditures supported by receipts. Any expenditure of Company money should be approved only when your superior is satisfied that the expenditure and the amounts are correct.

Loans by the Company to directors or officers are strictly prohibited.

Company Property

You have the responsibility to help protect Company property. This includes all types of property belonging to the Company such as computers, cellular phones, PDA's, office supplies, equipment, cash, securities, taxi chits, calling cards, etc. All possible safeguards must be taken to prevent theft of or damage to Company property.

Company equipment is for use on the job and may be used for personal use in accordance with the Electronic and Telecommunications Policy. This includes office telephones, computers, Internet access etc. Long distance calls on company phones of a personal nature are to be made only when specifically authorized by managers.

Supplementary Employment

In some situations, because of the nature of the work, it is not in the best interest of the Company to have employees assume supplementary, outside jobs. Generally, outside employment is not allowed if it conflicts with or is in competition with the interests of the Company, or if it interferes with the employee's performance, regular attendance and punctuality, availability for assignments, or availability for overtime reasonably assuming that these conditions are pre-defined requirements of the position. All supplementary employment, including board memberships, held at the time of hiring or considered after joining the Company should be discussed with your immediate manager.

Employment of Relatives

The Company does not restrict relatives of employees from applying for or obtaining employment with the company, or from being promoted within the Company. However, in order to prevent employees from being placed in a conflict of interest position, to prevent the appearance of bias or actual bias in favour or against relatives on the part of managers, and to protect the confidentiality of employees and company records, the following exceptions have been established:

- No employee will be under the direct supervision of a relative;
- No employee will be audited or have a performance or salary reviewed by a relative; and
- No employee will work within the same immediate work area within a department as a relative reporting to the same manager.

If two employees of the same department become immediate relatives during the course of their employment, they will not be permitted to work in any of the employment situations identified

above. Although the Company may offer alternate arrangements to rectify situations described above when they occur, ultimately it is the responsibility of the employees involved to comply with this policy through whatever means necessary, including leaving the Company.

Confidentiality, Non-Competition, Non-Solicitation and Assignment of Intellectual Property Rights Agreement

As an employee of the Company, you are required to sign a Confidentiality, Non-Competition, Non-Solicitation and Assignment of Intellectual Property Rights Agreement. That document, our Code of Ethics and Business Conduct and other policies outline certain legal obligations you are responsible for, even if your employment ends. You may have access to information which, due to the fact that it was developed, acquired or controlled by the Company, is confidential. Confidential information includes financial records, business plans, personal employee data, sales and marketing information, customer and supplier information, Company legal matters and technical data, and must be safeguarded from disclosure.

The Company invests significantly in its employees through training and provision of competitively sensitive confidential information. Through their work, employees may develop intellectual property work products which, due to the employment relationship, belong to the Company. Non-competition covenants and assignment of intellectual property rights serve to protect the favourable competitive position that the Company enjoys and are essential to our Company's success. You must sign these documents and strictly abide by them.

Conflict of Interest

A conflict of interest occurs when your private interests or those of a related party directly or indirectly interfere with the interests of the Company and include situations likely to affect your loyalty or judgment with respect to the Company. A related party means:

- (i) members of your family such as your spouse or partner, your children or your children's spouse or partner,
- (ii) a partnership of which you are a partner,
- (iii) an entity controlled by you or a member of your family, and also includes any entity of which you hold, or a member of your family holds 10% of the stock or more.

Depending on the circumstances, a conflict of interest can also apply to you or one of your friends.

To avoid conflicts of interest as an employee, you should not:

- (i) disclose or use confidential information or personal information obtained through your employment in order to get an advantage for you or a person related to you;
- (ii) use confidential information or a work situation to your personal benefit or for the benefit of a relative, customer, or supplier;
- (iii) use the authority provided by your position at the Company to obtain undue advantages for yourself or a person related to you, including those obtained through the favouring of certain customers or suppliers;
- (iv) attempt to influence negotiations or transactions of the Company in order to obtain an advantage for yourself or a person related to you;
- (v) have an ownership interest in a business which is a supplier of products or services to, a customer of, or which offers products or services in competition with those offered by the Company;
- (vi) have an outside interest which materially encroaches on time and attention which should be devoted to the Company's affairs, or so affects your energies as to prevent the application of your full ability to perform your duties as assigned by the Company;
- (vii) perform work, for your personal benefit or that of a third party, during the time compensated as work hours by the company.

You must take necessary steps to avoid actual or eventual conflicts of interests or a situation which could be perceived as creating a conflict of interest. A conflict of interest is apprehended in the instance where, even though no actual conflict exists, circumstances could lead someone to believe there is a conflict of interest.

Perceived conflicts of interest can be as damaging as an actual conflict of interest. Conflicts of interest or potential conflicts of interest must be declared by employees immediately upon the situation occurring. Declarations regarding a conflict or potential conflict of interest must be discussed and documented with your immediate superior.

Every employee who may be or may become involved in any conflict of interest or in circumstances which could create the appearance of a conflict of interest should make full disclosure of the circumstance to their supervisor who will then advise the employee of the position of the Company. Those employees must fill out the Declaration of Conflict of Interest form, and forward it to their manager. Employees have the obligation to update and re-submit the form if new facts relating to conflicts of interests arise. The failure to report a conflict of interest is a serious matter and may result in disciplinary action up to and including dismissal.

Insiders and Material Inside Information

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any purpose except the conduct of our business. In addition to being illegal, using non-public information for your personal benefit or that of others is unethical. In addition to directors and officer of the Company, employees occupying different positions in the Company must not trade in securities of the Company unless such trading is made in accordance with the Insider Trading Policy of the Company. Please refer to the Insider Trading Policy of the Company to review its application to you and the manner in which you can trade in securities of the Company.

Social Media

Social Media is the term for internet based tools used for publishing, sharing and discussing information, and includes blogs, wikis, game worlds such as Second Life as well as social networking sites such as Facebook, LinkedIn and Twitter.

Social Media has blurred the lines between what is public versus private and what is personal versus professional. You should be mindful that the use of Social Media impacts your personal image and can potentially impact the Company, especially if you identify yourself as an employee of the Company. Since content is easily transferred and replicated across the Internet, it is nearly impossible to delete. As such the results of your actions will remain public for a long time. In light of this reality, the Company requires that you observe the following guidelines when using Social Media:

- Do not create or host any blog, newsgroup, wiki or other such websites if it discusses matters relating to or implies any kind of relationship with or endorsement by the Company;
- Be sure that your words and actions live up to this Code and adhere to the rest of the Company's policies including the Disclosure Policy and the General Harassment and Discrimination Policy. Wherever made, the Company will not tolerate statements about the Company, its employees, products or services that are defamatory, obscene, threatening or harassing.

Intellectual Property

While you are employed with the Company, any invention, discovery, improvement work product, trade secret, software development, literary creation that you may make related directly or indirectly to the company's business is and shall remain the property of the Company.

Political Contributions

You must not make any political donations in the name of the Company unless they are expressly authorized by the President and the Chief Executive Officer of the Company. Without preventing you from participating in political activities, the Company underlines that you must not be perceived as acting in the name of the Company.

Compliance and Disciplinary Measures

You are expected to read, understand and adhere to this Code. You have the obligation to conform to the Code and to the policies and procedures of the Company. Any employee whose actions violate the Code or the policies or procedures of the Company may be subject to disciplinary action, up to and including dismissal.

General Conduct

While it is generally accepted that our prime commitment to the Company is during normal working hours, others may view us as the Company employees even beyond working hours. Due to our high degree of visibility, particularly within the business community, proper conduct should be a matter of concern at all times.

Reporting of Concerns

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, the Company must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your superior. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where the issue still exists after discussion with your supervisor, you are encouraged to discuss the issue with the Vice President of your business unit. If that also is not appropriate, you should discuss the issue with the Vice President, Human Resources, the Senior Vice President-General Counsel and Secretary, or the President and the Chief Executive Officer.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith

reports of ethical violations. You may call for Reporting of Concerns Mechanism at 1-877-335-5633.

- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

Please refer to the Policy on reporting of concerns to review the process to report a concern.

Responsibility of Officers and Managers

Officers as well as managers of the Company are first in line with regards to the reputation of integrity and honesty of the Company. They must respect and abide by the provisions of the Code. In particular they should:

- Show example by abiding by the provisions of the Code in all circumstances;
- Ensure that all employees under their direction have a copy of the Code, that they understand and abide by the provisions;
- Create an environment which sustains ethical behaviour and which allows for a pleasant and productive environment and ensures a safe and healthy workplace;
- Immediately discuss with the concerned individual(s) any violation, real or apprehended, in order to clarify the situation;
- Take appropriate disciplinary measures for any situation where violation of the Code has been confirmed. Officers and managers must consult with their Human Resources Department when in doubt about what constitutes an appropriate disciplinary measure, or in case of a serious violation of the Code; and
- Preserve the confidentiality of the information obtained from discussions between an employee and a supervisor on occurrences of violation of the provisions of the Code by other employees.

Responsibility of Employees

Employees are responsible for making sure that their words and actions live up to the Code. If you have doubts about the ethical implications of any proposed action, or knowledge of illegal or fraudulent acts or if you have knowledge of circumstances, facts, actions or omissions which could harm the interests of the Company or its reputation of integrity, or of any violation of this Code, you have the obligation to inform your manager of same (See the section on Reporting of Concerns).

Mutual trust encourages the flow of information that the Company needs to make the right decisions and to take appropriate actions. Employees are responsible for fostering a climate of trust and openness, and for being honest and forthright in their communications with others within the Company. To do otherwise would lead to a climate of distrust, which would seriously impair our ability to operate efficiently and with integrity.

Employees must not make statements which could discredit the quality of the products or services of the Company or to otherwise tarnish the image or reputation of the Company. They should avoid participating directly or indirectly in activities which could prejudice the interests, the image or the reputation of the Company.

You are responsible for your actions. At no time, will you be forced to commit an illegal action or an action which is contrary to ethical behaviour.

Request for Information

Any requests for information pertaining to the application or interpretation of this Code should be addressed to the Vice President, Human Resources or the Senior Vice President, General Counsel and Secretary of the Company.

Conclusion

Employees of the Company are a powerful force in the achievement of our objectives, the maintenance of our good reputation, and in assuring the future prosperity of the Company. The guidelines in this Code are only a supplement to our sense of right or wrong. But occasionally, in large groups such as ours, some of us will depart from acceptable behaviour. In these instances, we should expect disciplinary action that could range from a simple reprimand to dismissal and/or legal prosecution.

The Company's good name and reputation have been built over the years on competence, integrity, and commitment to service displayed by its employees. It is up to each of us to help maintain this tradition.

The current Code of Ethics and Business Conduct has been approved by the Board of Trustees of Yellow Pages Income Fund.

**Appendix A
Code of Ethics and Business Conduct
Declaration of Conflict of Interest**

Real, apparent or eventual conflicts of interests should be disclosed. Details regarding the employees obligation regarding conflicts of interest can be found in the section entitled "Conflicts of Interests" of the Code of Ethics and Business Conduct. Please discuss with your immediate supervisor any ambiguous situations in order to be informed of the position of Yellow Pages Group Co., Yellow Pages Income Fund and their affiliates (the "Company") in this respect. You should disclose in writing any new conflicts of interests or any changes to disclosed conflicts of interests upon their occurrence.

1. In addition to my present employment with the Company, I am employed or engaged as an employee, consultant or otherwise for a competitor, a supplier or a customer of goods or services to the Company (briefly describe the situation):

2. I have a direct or indirect investment, business involvements or relationships, which may give rise to or is at present in conflict with, or potential conflict with, the best interests of the Company (briefly describe the situation):

3. I have personal family or other relationships that are in conflict or are likely to be in conflict with the best interests of the Company (briefly describe the situation):

Date

Name of Employee (please print)

Signature of Employee

Name of immediate manager (please print)

Signature of Employee's Manager

Note to the immediate manager: Please deliver this form duly signed to your Human Resources Department. This form will be filed in the personal file of the employee.

**Appendix B
Code of Ethics and Business Conduct
as well as Summary of Corporate IT Security Policy
Record of Review with Employee**

I acknowledge having reviewed and having been able to discuss and clarify any provision with my manager. I understand **the Code of Ethics and Business Conduct including the section on Conflict of Interest as well as the Summary of Corporate IT Security Policy** enacted by Yellow Pages Group Co., Yellow Pages Income Fund and their affiliates (the "Company") and I undertake to comply with them. I agree to confirm, annually, compliance thereto or to any new version thereof. I understand that the Company may, at any time, add, change or rescind the Code or any policy or practice at its own discretion, provided I am informed of such change.

I also acknowledge that I have received the Form relating to the Declaration of Conflicts of Interests and certify that I have no conflicts of interests other than those disclosed in that Form. I have reported to my superior any relationship or circumstances that do or could place me in conflict with the interests of the Company, or which could create the appearance of a conflict. I undertake to report any similar fact as they occur.

Date

Name of Employee (please print)

Signature of Employee

Name of immediate Manager (please print):

Signature of Employee's Manager

Note to the immediate manager: Please deliver this form duly signed to your Human Resources Department. This form will be filed in the personal file of the employee.