Yellow Pages Income Fund™

Q3

Supplemental Disclosure

Period ended September 30, 2009

As filed on Sedar on November 4, 2009 (www.sedar.com). This report is also available at **www.ypg.com**

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This Supplemental Disclosure contains forward-looking statements about the objectives, strategies, financial condition, results of operations and businesses of YPG. These statements are considered “forward-looking” because they are based on current expectations about our business and the markets we operate in, and on various estimates and assumptions. Our actual results could be materially different from our expectations if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. As a result, we cannot guarantee that any forward-looking statements will materialize. Forward-looking statements do not take into account the effect that transactions or non-recurring items announced or occurring after the statements are made may have on our business. We disclaim any intention or obligation to update any forward-looking statements, except as required by law, even if new information becomes available throught future events or for any other reason.
Risks that could cause our actual results to differ materially from our current expectations are discussed in section 7 of our November 4, 2009 Management's Discussion and Analysis. This Supplemental Disclosure shall be read in connection with the November 4, 2009 Management's Discussion and Analysis.

1. Financial Highlights - Yellow Pages Income Fund

(in thousands of Canadian dollars, except unit information)

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2009	**2008**	**2009**	**2008**
Revenues	**$408,318**	$426,141	**$1,234,205**	$1,271,154
Operating costs	**182,109**	188,348	**560,064**	569,987
Income from operations before depreciation and amortization, impairment of goodwill and restructuring and special charges (EBITDA)	**226,209**	237,793	**674,141**	701,167
Net (loss) earnings	**(168,792)**	146,063	**79,648**	408,737
Basic (loss) earnings per unit	**(0.33)**	0.28	**0.16**	0.78
Diluted (loss) earnings per unit	**(0.33)**	0.25	**0.15**	0.72
Adjusted Revenues	**$410,079**	$426,156	**$1,244,842**	$1,271,905
Adjusted EBITDA	**227,032**	237,481	**679,058**	699,528
Adjusted EBITDA margin	**55.4%**	55.7%	**54.5%**	55.0%
Cash flow from operating activities	**$168,548**	$187,528	**$551,453**	$514,705
Distributable cash	**179,199**	192,362	**541,298**	566,323
Distributable cash per unit	**0.35**	0.37	**1.06**	1.08
Distributions declared	**102,041** [1]	150,252	**370,568** [1]	448,628
Distributions declared per unit	**0.20**	0.29	**0.72**	0.85
Payout ratio	**57%**	78%	**68%**	79%
Weighted average number of units outstanding				
Basic	**510,030,789**	519,908,187	**511,994,035**	525,335,325
Diluted	**510,030,789**	613,718,644	**514,910,239**	610,252,373

[1] Includes September 2009 distribution of approximately $34.6 million paid on October 15, 2009.

2. Segmented Information - Reported Basis

(in thousands of Canadian dollars)

For the three-month periods ended September 30,

	Directories		Vertical Media		Consolidated	
	2009	**2008**	**2009**	**2008**	**2009**	**2008**
Revenues	**$346,794**	$343,913	**$61,524**	$82,228	**$408,318**	$426,141
EBITDA	**208,132**	208,320	**18,077**	29,473	**226,209**	237,793
Adjusted Revenues	**348,555**	343,928	**61,524**	82,228	**410,079**	426,156
Adjusted EBITDA	**208,955**	208,008	**18,077**	29,473	**227,032**	237,481
Adjusted EBITDA Margin	**59.9%**	60.5%	**29.4%**	35.8%	**55.4%**	55.7%

For the nine-month periods ended September 30,

	Directories		Vertical Media		Consolidated	
	2009	**2008**	**2009**	**2008**	**2009**	**2008**
Revenues	**$1,046,653**	$1,021,222	**$187,552**	$249,932	**$1,234,205**	$1,271,154
EBITDA	**618,682**	616,045	**55,459**	85,122	**674,141**	701,167
Adjusted Revenues	**1,057,290**	1,021,973	**187,552**	249,932	**1,244,842**	1,271,905
Adjusted EBITDA	**623,599**	614,406	**55,459**	85,122	**679,058**	699,528
Adjusted EBITDA Margin	**59.0%**	60.1%	**29.6%**	34.1%	**54.5%**	55.0%

3. Online Metrics

Revenues [1]
(in millions of Canadian dollars)

	Q1	Q2	Q3	Q4	Full Year
2009 Revenues - Consolidated	**$68.6**	**$75.2**	**$78.0**		**$221.8**
2008 Revenues - Consolidated	$53.5	$61.4	$62.4	$69.5	$246.8

[1] Including contribution from acquired businesses since their respective acquisition dates

Operating Metrics [1,2]
(in millions)

	2008				2009			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Unduplicated Unique Visitors	9.7	9.8	9.1	9.0	9.5	9.7	9.0	
Online Reach %	41%	41%	38%	38%	40%	40%	37%	

[1] Source: comScore Media Metrix Canada.
[2] Including contribution from acquired businesses since their respective acquisition dates.

4. Reconciliation of Adjusted Revenues and Adjusted EBITDA

(in thousands of Canadian dollars)

	For the three-month period ended September 30, 2009			For the three-month period ended September 30, 2008		
	Reported	**Purchase accounting**	**Adjusted [1]**	**Reported**	**Purchase accounting**	**Adjusted [1]**
Revenues	**$408,318**	**$1,761**	**$410,079**	$426,141	$15	$426,156
Operating costs	**182,109**	**938**	**183,047**	188,348	327	188,675
EBITDA	**$226,209**	**$823**	**$227,032**	$237,793	($312)	$237,481

	For the nine-month period ended September 30, 2009			For the nine-month period ended September 30, 2008		
	Reported	**Purchase accounting**	**Adjusted [1]**	**Reported**	**Purchase accounting**	**Adjusted [1]**
Revenues	**$1,234,205**	**$10,637**	**$1,244,842**	$1,271,154	$751	$1,271,905
Operating costs	**560,064**	**5,720**	**565,784**	569,987	2,390	572,377
EBITDA	**$674,141**	**$4,917**	**$679,058**	$701,167	($1,639)	$699,528

[1] The adjusted results are derived by excluding from the reported amounts the impact of purchase accounting relating to acquisitions in the core Directories segment.

5. Operating Cost and Capital Expenditure Details

(in thousands of Canadian dollars)

	For the three-month periods ended September 30,				For the nine-month periods ended September 30,			
	2009		**2008**		**2009**		**2008**	
Adjusted Revenues	**$410,079**		$426,156		**$1,244,842**		$1,271,905	
Adjusted Expenses								
Cost of Sales	**113,326**	27.6%	117,217	27.5%	**347,215**	27.9%	351,564	27.6%
General and Administrative [1]	**69,721**	17.0%	71,458	16.8%	**218,569**	17.6%	220,813	17.4%
Adjusted EBITDA	**$227,032**		$237,481		**$679,058**		$699,528	
Adjusted EBITDA margin	**55.4%**		55.7%		**54.5%**		55.0%	
Capital Expenditures								
Transition Capital [2]	**$1,239**		$-		**$5,738**		$-	
Maintenance [3]	**3,521**		5,280		**10,740**		15,808	
New Initiatives	**3,861**		4,496		**14,269**		13,957	
Leasehold Improvements (net of lease inducements)	**1,627**		1,779		**2,338**		2,860	
Total	**$10,248**		$11,555		**$33,085**		$32,625	
Adjustment to Reflect Expenditures on a Cash Basis	**(2,737)**		(647)		**(805)**		2,158	
Acquisition of Capital Assets, Net of Lease Inducements	**$7,511**		$10,908		**$32,280**		$34,783	

(1) Includes pension and post-employment expenses.
(2) Transition capital represents funds set aside as pre-funded capital for purposes of integrating acquired businesses.
(3) Maintenance capital expenditures are for ongoing operations to maintain the integrity of the infrastructure.

6. Consolidated Capitalization

(in millions of Canadian dollars)

Reported Basis	Sept. 30, 2008	Dec. 31, 2008	March 31, 2009	June 30, 2009	Sept. 30, 2009
Medium Term Notes	$2,051	$2,051	$2,051	$1,856	$1,921
Exchangeable Debentures	284	285	287	288	289
Credit Facilities	46	359	240	250	100
Commercial Paper Facility (drawn amount)	298	-	156	388	205
Obligations Under Capital Leases	15	14	13	8	8
Total Third-Party Debt	**2,695**	**2,709**	**2,747**	**2,790**	**2,523**
Cash and cash equivalents	22	25	33	64	74
Net debt	**$2,672**	**$2,684**	**$2,714**	**$2,726**	**$2,449**
Preferred Shares, Series 1 and 2	489	489	490	489	481
Net debt and preferred shares, series 1 and 2	**3,161**	**3,173**	**3,203**	**3,216**	**2,931**
Non-Controlling Interest (1)	-	-	-	-	203
Unitholders' Equity	5,630	5,561	5,541	5,504	5,228
Total Capitalization	**$8,791**	**$8,735**	**$8,744**	**$8,720**	**$8,361**
Average Interest Rate on Debt at Period End	5.2%	5.1%	4.8%	5.1%	5.6%
Adjusted EBITDA / Annualized Financial Fixed Charges	5.6x	5.8x	5.8x	5.5x	5.0x
Net Debt / Adjusted EBITDA	2.9x	2.9x	2.9x	3.0x	2.7x
Net Debt and preferred shares / Adjusted EBITDA	3.4x	3.4x	3.4x	3.5x	3.2x
FCF / Net Debt (2)	28%	28%	28%	27%	29%
Net Debt / Unitholders' Equity	0.5x	0.5x	0.5x	0.5x	0.5x

(1) Represents 8.3 million Preferred Shares, Series 3 issued in September 2009.

(2) FCF is assumed to be equal to Distributable Cash adjusted for LTM Adjusted EBITDA giving effect to the impact of acquisitions and annualized interest expense and preferred share dividends based on full year impact of the debt and preferred share structure at the end of the period with interest and dividend rates prevailing at such date.

7. Credit Facilities & Liquidity Discussion

(In millions of Canadian dollars)

- As of November 4, 2009, YPG has in place two senior unsecured credit facilities totalling $800 million:

		Amount	Structure	Final Maturity	Use	Drawn Pricing
Principal Revolving Facility	Tranche 1 :	500.0	364 days + 2-year term	May 2012	Commercial Paper Back-up & General Corporate Purposes	BA + 2.5% [1]
	Tranche 2 :	200.0	5-year revolver	May 2012		BA + 0.575%
Institutional Investor Private Facility		100.0	5-year term	July 2014	General Corporate Purposes	BA + 5.0%

- At the end of Q3-2009, YPG had total available liquidity of $569.2 million:

	Limit	Drawn	Available
Principal Revolving Facility	$700.0	-	$700.0
Commercial Paper Backup	-	204.5	(204.5)
Institutional Investor - Private Facility	100.0	100.0	-
Cash and Cash Equivalents	-	-	73.7
TOTAL	**$800.0**		**$569.2**

[1] Drawn pricing increases by 0.5% upon conversion into term loan.

8. Cash Interest Expense Components and Dividends on Preferred Shares

(in thousands of Canadian dollars)

Debt Components	September 30, 2009 Reported Basis	September 30, 2009 Nominal Balances	Interest / Dividend Basis	Maturity Date
Medium Term Notes (MTN) [1]			Fixed Rates	
4-year Notes maturing 2013	$130,000	$130,000	6.50%	July 10, 2013
4.5-year Notes maturing 2013	125,000	125,000	6.85%	December 3, 2013
5-year Notes maturing 2011	150,000	150,000	4.65%	February 28, 2011
5-year Notes maturing 2015	260,000	260,000	7.30%	February 2, 2015
10-year Notes maturing 2014	297,500	297,500	5.71%	April 21, 2014
10-year Notes maturing 2016	501,700	501,700	5.25%	February 15, 2016
15-year Notes maturing 2019	220,000	220,000	5.85%	November 18, 2019
30-year Notes maturing 2036	243,262	243,262	6.25%	February 15, 2036
Fair value adjustment of hedged item	12,296			
Deferred financing costs	(18,841)			
Exchangeable Debentures [2,3]	300,000	300,000	5.50%	
Equity Component (net of accretion)	(5,002)			August 1, 2011
Deferred financing costs	(5,587)			
Credit Facilities	100,000	100,000	BA + Margin	$200M tranche: May 25, 2012
			BA + Margin	$500M tranche: May 19, 2012
			BA + Margin	$100M private placement: July 23, 2014
Commercial Paper Facility	204,500	204,500	BA + Margin	n.a.
Cash and Cash Equivalents	(73,685)	(73,685)	Overnight/Banker's Acceptance	n.a.
Swaps and Derivatives [4]	-	-		n.a.
Obligations Under Capital Leases	8,255	8,255		n.a.
Net Debt	**$ 2,449,398**	**$ 2,466,532**		
Preferred Shares [5]				
Series 1	299,013	299,013	4.25%	December 31, 2012 [6]
Series 2	191,784	191,784	5.00%	June 30, 2017 [6]
Deferred financing costs and derivative component	(9,303)			
Net Debt and Preferred Shares	**$ 2,930,892**	**$ 2,957,329**		

(1) Please refer to note 7 of the Q3 2009 Financial Statements.
(2) Please refer to note 8 of the Q3 2009 Financial Statements.
(3) Value of the exchange option classified as equity on the balance sheet. Accretion not included in the cash interest expense.
(4) Please refer to the Financial and Other Instruments Section of the November 4, 2009 Management's Discussion and Analysis.
(5) Please refer to note 9 of the Q3 2009 Financial Statements.
(6) Date of retraction at the option of the holders.

9. Distributable Cash

(in thousands of Canadian dollars except for Units Outstanding)

	For the year ended December 31, 2008	For the three-month period ended September 30, 2009 [1]	LTM September 30, 2009
Cash flow from operating activities	$692,356	$168,548	$729,104
Operating non-cash items	(19,741)	(7,363)	(14,490)
Change in operating assets and liabilities	53,934	14,858	(45,786)
Maintenance capital expenditures	(21,101)	(3,521)	(16,033)
Restructuring and special charges	36,225	-	56,809
Other	9,197	6,677	16,241
Distributable Cash	$750,870	$179,199	$739,007
Distributable Cash per unit	1.43	0.35	1.44
Weighted Average number of units outstanding (in millions)	523.4	510.0	513.5

[1] See additional disclosure on the various adjustments in the Distributable Cash section in our November 4, 2009 Management's Discussion and Analysis.

10. Historical Distributable Cash Calculation

(in thousands of Canadian dollars except for Units Outstanding)

	For the three-month periods ended [1,2]				
	September 30, 2008	**December 31, 2008**	**March 31, 2009**	**June 30, 2009**	**September 30, 2009**
Current Methodology:					
Cash flow from operating activities	$187,528	$177,651	$197,418	$185,487	**$168,548**
Operating non-cash items	(5,146)	(3,706)	(1,262)	(2,159)	**(7,363)**
Change in operating assets and liabilities	13,406	(22,229)	(15,656)	(22,759)	**14,858**
Maintenance capital expenditures	(5,280)	(5,293)	(2,963)	(4,256)	**(3,521)**
Restructuring and special charges	-	36,225	-	20,584	**-**
Other	1,854	1,899	2,909	4,756	**6,677**
Distributable Cash	$192,362	$184,547	$180,446	$181,653	**$179,199**
Previous Methodology[3]:					
EBITDA	$237,793	$231,539	$223,863	$224,069	**$226,209**
Maintenance capital expenditures	(5,280)	(5,293)	(2,963)	(4,256)	**(3,521)**
Interest	(33,466)	(35,181)	(34,058)	(32,878)	**(37,766)**
Dividends on preferred shares	(5,688)	(5,688)	(5,688)	(5,687)	**(5,588)**
Other	(997)	(830)	(708)	405	**(135)**
Distributable Cash	$192,362	$184,547	$180,446	$181,653	**$179,199**
Distributable Cash per unit	0.37	0.36	0.35	0.35	**0.35**
Weighted Average number of units outstanding (in millions)	519.9	517.8	513.8	512.2	**510.0**

(1) Following the Staff Notice issued in 2006 by the Canadian Securities Administrators on distributable cash presentation, we adopted their recommendations retroactive to January 1, 2005 in order to disclose comparable results. As such, adjustments to eliminate the impact of purchase accounting and transition expenses are no longer made. In July 2007, the CSA issued a replacement to National Policy 41-201 to provide additional guidance with respect to disclosures on distributable cash.

(2) See additional disclosure on the various adjustments in the Distributable Cash section of the November 4, 2009 Management's Discussion and Analysis.

(3) For reference in accordance with historical disclosure.

11. Outlook

Key Performance Indicators
2009 Progress Year-to-date and 2010 Objectives

	Revised 2009 Target	**Nine-month period ended September 30, 2009**	**2010 Target**
Directories			
Adjusted Revenues	Stable at approx. $1.4 billion	$1,057 million	$1,385 to $1,415 million
Adjusted EBITDA	$825 to $830 million	$624 million	$830 to $840 million
Vertical Media			
Revenue	$255 to $265 million	$188 million	$275 to $295 million
EBITDA	$75 to $80 million	$55 million	$80 to $90 million
Consolidated Metrics			
Online Organic Growth	approx. 30%	26%	approx. 20%
Distributable Cash per unit	Stable	Stable	1% to 3%

12. Consensus Estimates

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

		Consensus Estimates [1]			% Var	Consensus Estimates [1]		
	2008 Actual	2009			Avg. 09 / Act. 08	2010		
		Low	Average	High		Low	Average	High
Adjusted Revenues	$1,697.5	$1,643.0	$1,661.3	$1,672.0	-2.1%	$1,589.0	$1,663.2	$1,688.0
Adjusted EBITDA	$931.0	$886.0	$901.5	$907.8	-3.2%	$847.0	$904.1	$919.3
Distributable Cash per Unit	$1.43	$1.30	$1.39	$1.43	-2.6%	$1.23	$1.37	$1.47

(1) Distributable Cash per Unit is calculated by deducting from EBITDA: maintenance capital expenditures, cash interest expense, dividends on preferred shares and cash taxes.