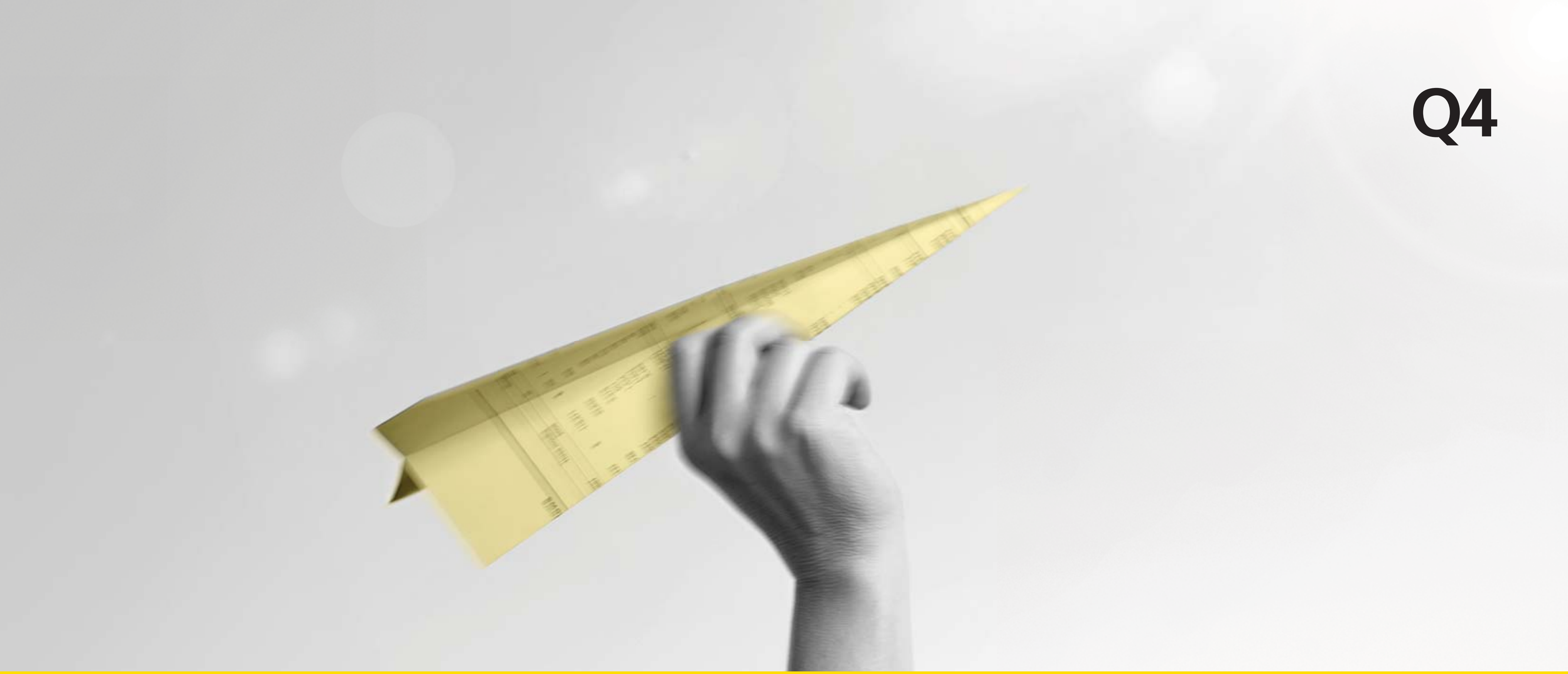

Q4

Supplemental Disclosure

Period ended December 31, 2008

As filed on Sedar on February 12, 2009 (www.sedar.com).
This report is also available at **www.ypg.com**

Yellow Pages Income Fund™

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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 February 12, 2009 Management's Discussion and Analysis.

This Supplemental Disclosure shall be read in connection with the February 12, 2009 Management's Discussion and Analysis. Capitalized terms not defined herein are defined in the MD&A.

1. Financial Highlights - Yellow Pages Income Fund

(in thousands of Canadian dollars, except unit information)

	For the three-month periods ended December 31,		For the years ended December 31,	
	2008	**2007**	**2008**	**2007**
Revenues	**$425,559**	$412,566	**$1,696,713**	$1,624,424
Operating costs	**194,020**	190,670	**764,007**	750,264
Income from operations before depreciation, amortization, restructuring and special charges (EBITDA)	**231,539**	221,896	**932,706**	874,160
Net earnings	**100,490**	157,048	**509,227**	527,709
Basic earnings per unit	**0.19**	0.29	**0.97**	0.99
Diluted earnings per unit	**0.17**	0.28	**0.89**	0.95
Adjusted Revenues	**$425,559**	$413,372	**$1,697,464**	$1,628,950
Adjusted EBITDA	**231,424**	221,021	**930,952**	871,047
Adjusted EBITDA margin	**54.4%**	53.5%	**54.8%**	53.5%
Cash flow from operating activities	**$177,651**	$179,908	**$692,356**	$695,540
Distributable cash	**184,547**	176,272	**750,870**	700,466
Distributable cash per unit	**0.36**	0.33	**1.43**	1.32
Distributions declared [1]	**151,302**	148,183	**599,930**	581,986
Distributions declared per unit	**0.29**	0.28	**1.15**	1.10
Payout ratio	**81%**	85%	**80%**	83%
Weighted average number of units outstanding				
Basic	**517,811,656**	530,803,014	**523,444,129**	530,604,504
Diluted	**635,800,945**	596,052,361	**614,710,805**	586,549,728

[1] Includes December 2008 distribution of approximately $50.7 million paid on January 15, 2009.

2. Directories Growth Rate - Comparable Basis

(in thousands of Canadian dollars)

	For the three-month period ended December 31, 2007	For the three-month period ended December 31, 2008	
	Directories (reported basis)	Directories (reported basis)	Growth on a Comparable Basis [1]
Adjusted Revenues	$335,461	**$354,814**	**2.8%**
Adjusted EBITDA	198,476	**208,348**	**4.1%**
Adjusted EBITDA Margin	59.2%	**58.7%**	

	For the year ended December 31, 2007	For the year ended December 31, 2008	
	Directories (reported basis)	Directories (reported basis)	Growth on a Comparable Basis [1, 2]
Adjusted Revenues	$1,299,074	**$1,376,787**	**3.5%**
Adjusted EBITDA	769,288	**822,754**	**4.9%**
Adjusted EBITDA Margin	59.2%	**59.8%**	

(1) Excluding Volt's results of $9.9M in revenues and $1.6M in EBITDA in Q4 2008 and $12.3M of revenues and $2.3M of EBITDA for the period from acquisition on September 5, 2008 to December 31, 2008.

(2) Based on full contribution as if YPG had owned Aliant Directory Services ("Aliant") from the beginning of each reporting periods.

3. Vertical Media Growth Rate - Comparable Basis

(in thousands of Canadian dollars)

	For the three-month period ended December 31, 2007	For the three-month period ended December 31, 2008	
	Trader Corporation (reported basis)	Trader Corporation (reported basis)	Growth on a Comparable Basis [1]
Revenues	$77,911	**$70,745**	**(7.0%)**
EBITDA	22,545	**23,076**	**3.7%**
EBITDA Margin	28.9%	**32.6%**	

	For the year ended December 31, 2007	For the year ended December 31, 2008	
	Trader Corporation (reported basis)	Trader Corporation (reported basis)	Growth on a Comparable Basis [1, 2]
Revenues	$329,876	**$320,677**	**(1.8%)**
EBITDA	101,759	**108,198**	**6.1%**
EBITDA Margin	30.8%	**33.7%**	

(1) Excludes the results of the Trader US operations from the beginning of the reporting periods in 2007 and 2008.

(2) Based on full contribution as if YPG had owned LesPAC from the beginning of each reporting periods.

4. Segmented Information - Reported Basis

(in thousands of Canadian dollars)

For the three-month periods ended December 31,

	Directories		Vertical Media		Consolidated	
	2008	**2007**	**2008**	**2007**	**2008**	**2007**
Revenues	**$354,814**	$334,655	**$70,745**	$77,911	**$425,559**	$412,566
EBITDA	**208,463**	199,351	**23,076**	22,545	**231,539**	221,896
Adjusted Revenues	**354,814**	335,461	**70,745**	77,911	**425,559**	413,372
Adjusted EBITDA	**208,348**	198,476	**23,076**	22,545	**231,424**	221,021
Adjusted EBITDA Margin	**58.7%**	59.2%	**32.6%**	28.9%	**54.4%**	53.5%

For the years ended December 31,

	Directories		Vertical Media		Consolidated	
	2008	**2007**	**2008**	**2007**	**2008**	**2007**
Revenues	**$1,376,036**	$1,294,548	**$320,677**	$329,876	**$1,696,713**	$1,624,424
EBITDA	**824,508**	772,401	**108,198**	101,759	**932,706**	874,160
Adjusted Revenues	**1,376,787**	1,299,074	**320,677**	329,876	**1,697,464**	1,628,950
Adjusted EBITDA	**822,754**	769,288	**108,198**	101,759	**930,952**	871,047
Adjusted EBITDA Margin	**59.8%**	59.2%	**33.7%**	30.8%	**54.8%**	53.5%

5. Online Metrics

Revenues [1]
(in millions of Canadian dollars)

	Q1	Q2	Q3	Q4	Full Year
2008 Revenues - Consolidated	**$53.5**	**$61.4**	**$62.4**	**$69.5**	**$246.8**
2007 Revenues - Consolidated	$35.1	$42.2	$45.1	$48.3	$170.7

(1) Including contribution from acquired businesses since their respective acquisition dates.

Operating Metrics [1,2]
(in millions)

	2007				2008			
	Q1	Q2 [3]	Q3 [3]	Q4	Q1	Q2	Q3	Q4
Unduplicated Unique Visitors	9.6	10.1	10.1	9.9	9.7	9.8	9.1	9.0
Online Reach %	42%	44%	43%	42%	41%	41%	38%	38%

(1) Source: comScore Media Metrix Canada.
(2) Including contribution from acquired businesses since their respective acquisition dates.
(3) The comScore Media Metrix methodology to account for unduplicated visitors was different in Q2 '07 and Q3 '07.

6. Reconciliation of Adjusted Revenues and Adjusted EBITDA

(in thousands of Canadian dollars)

	For the three-month period ended December 31, 2008			For the three-month period ended December 31, 2007		
	Reported	**Purchase accounting**	**Adjusted (1)**	**Reported**	**Purchase accounting**	**Adjusted (1)**
Revenues	**$425,559**	**-**	**$425,559**	$412,566	$806	$413,372
Operating costs	**194,020**	**115**	**194,135**	190,670	1,681	192,351
EBITDA	**$231,539**	**($115)**	**$231,424**	$221,896	($875)	$221,021

	For the year ended December 31, 2008			For the year ended December 31, 2007		
	Reported	**Purchase accounting**	**Adjusted (1)**	**Reported**	**Purchase accounting**	**Adjusted (1)**
Revenues	**$1,696,713**	**$751**	**$1,697,464**	$1,624,424	$4,526	$1,628,950
Operating costs	**764,007**	**2,505**	**766,512**	750,264	7,639	757,903
EBITDA	**$932,706**	**($1,754)**	**$930,952**	$874,160	($3,113)	$871,047

(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.

7. Operating Cost and Capital Expenditure Details

(in thousands of Canadian dollars)

	For the three-month periods ended December 31,				For the years ended December 31,			
	2008		**2007**		**2008**		**2007**	
Adjusted Revenues	**$425,559**		$413,372		**$1,697,464**		$1,628,950	
Adjusted Expenses								
Cost of Sales	**114,919**	27.0%	113,930	27.6%	**466,483**	27.5%	451,276	27.7%
General and Administrative [1]	**79,216**	18.6%	78,421	19.0%	**300,029**	17.7%	306,627	18.8%
Adjusted EBITDA	**$231,424**		$221,021		**$930,952**		$871,047	
Adjusted EBITDA margin	**54.4%**		53.5%		**54.8%**		53.5%	
Capital Expenditures								
Transition Capital [2]	**$4,530**		$4,259		**$4,530**		$13,467	
Maintenance [3]	**5,293**		6,513		**21,101**		22,892	
New Initiatives	**2,493**		9,393		**16,450**		21,224	
Leasehold Improvements (net of lease inducements)	**2,170**		(932)		**5,030**		16,235	
Total	**$14,486**		$19,233		**$47,111**		$73,818	
Adjustment to Reflect Expenditures on a Cash Basis	**(6,112)**		(5,357)		**(3,954)**		(6,529)	
Acquisition of Capital Assets, Net of Lease Inducements	**$8,374**		$13,876		**$43,157**		$67,289	

(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.

8. Consolidated Capitalization

(in millions of Canadian dollars)

Reported Basis	Dec. 31, 2007	March 31, 2008	June 30, 2008	Sept. 30, 2008	Dec. 31, 2008
Medium Term Notes	$2,048	$2,052	$2,051	$2,051	$2,051
Exchangeable Debentures	281	282	283	284	285
Revolving Credit Facilities	72	13	0	46	359
Commercial Paper Facility (drawn amount)	0	115	162	298	0
Obligations Under Capital Leases	18	17	16	15	14
Total Third-Party Debt	**2,418**	**2,479**	**2,512**	**2,695**	**2,709**
Cash and cash equivalents	53	53	54	22	25
Net debt	**$2,365**	**$2,426**	**$2,458**	**$2,672**	**$2,684**
Preferred Shares	487	488	488	489	489
Net debt and preferred shares	**2,852**	**2,913**	**2,946**	**3,161**	**3,173**
Unitholders' Equity	5,786	5,746	5,673	5,630	5,561
Total Capitalization	**$8,638**	**$8,659**	**$8,619**	**$8,791**	**$8,735**
LTM Adjusted EBITDA (1)	884	898	911	938	941
Annualized Financial Fixed Charges (2)	156	155	157	166	162
Average Interest Rate on Debt at Period End	5.4%	5.3%	5.3%	5.2%	5.1%
Adjusted EBITDA / Annualized Financial Fixed Charges	5.7x	5.8x	5.8x	5.6x	5.8x
Adjusted EBITDA / (Annualized Financial Fixed Charges + Maint. CAPEX)	5.0x	5.0x	5.0x	5.0x	5.1x
Net Debt / Adjusted EBITDA	2.7x	2.7x	2.7x	2.9x	2.9x
Net Debt / (Adjusted EBITDA - Maint. CAPEX)	2.7x	2.8x	2.8x	2.9x	2.9x
Net Debt and preferred shares / Adjusted EBITDA	3.2x	3.2x	3.2x	3.4x	3.4x
Net Debt and preferred shares / (Adjusted EBITDA - Maint. CAPEX)	3.3x	3.3x	3.2x	3.5x	3.5x
FCF / Net Debt (3)	30%	30%	30%	28%	28%
Net Debt / Unitholders' Equity	0.4x	0.4x	0.4x	0.5x	0.5x
Net Debt / Enterprise Value (4)	24%	30%	34%	34%	44%

(1) Latest twelve months Adjusted EBITDA giving effect to the impact of acquisitions.

(2) 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.

(3) FCF is assumed to be equal to Distributable Cash adjusted for items in notes 1 and 2 above.

(4) Based on market value of units at close on the balance sheet date.

9. Bank Syndicate & Liquidity Discussion

(In millions of Canadian dollars)

- YPG currently has in place two senior unsecured revolving credit facilities totalling $1,150 million

		Amount	Structure	Final Maturity	Use	Drawn Pricing
Principal Revolving Facility	Tranche 1 :	500.0	364 days + 2-year term	May 2011	Commercial Paper Back-up & General Corporate Purposes	BA + 0.625%
	Tranche 2 :	200.0	5-year revolver	May 2012		BA + 0.575%
New Revolving Facility		450.0	364 days + 2-year term	May 2011	General Corporate Purposes	BA + 2.0% [1]

- At the end of Q4-2008, YPG had total available liquidity of $816.4 million:

	Limit	Drawn	Available
Principal Revolving Facility	700.0	358.7	341.3
New Revolving Facility	450.0	-	450.0
Cash and Cash Equivalents	-	-	25.1
TOTAL	**1,150.0**		**816.4**

[1] Drawn pricing increases by 0.5% upon conversion into term loan and by a further 0.5%, twelve months after the conversion into term loan.

10. Cash Interest Expense Components and Dividends on Preferred Shares

(in thousands of Canadian dollars)

	December 31, 2008			
Debt Components	**Reported Basis**	**Nominal Balances**	**Interest / Dividend Basis**	**Maturity Date**
Medium Term Notes (MTN) (1)			Fixed Rates	
5-year Notes maturing 2009	$450,000	$450,000	4.57%	April 21, 2009
5-year Notes maturing 2011	150,000	150,000	4.65%	February 28, 2011
10-year Notes maturing 2014	300,000	300,000	5.71%	April 21, 2014
10-year Notes maturing 2016	550,000	550,000	5.25%	February 15, 2016
15-year Notes maturing 2019	250,000	250,000	5.85%	November 18, 2019
30-year Notes maturing 2036	350,000	350,000	6.25%	February 15, 2036
Fair value adjustment of hedged item & deferred financing costs	1,370			
Exchangeable Debentures (2,3)	300,000	300,000	5.50%	
Equity Component (net of accretion) & deferred financing costs	(14,530)			August 1, 2011
Revolving Credit Facilities	358,700	358,700	BA + 0.575%	$200M tranche: May 25, 2012
			BA + 0.625%	$500M tranche: May 21, 2011
			BA + 2.0% (4)	$450M tranche: May 8, 2011
Commercial Paper Facility	-	-	BA + Margin	n.a.
Cash and Short-Term Investments	(25,054)	(25,054)	Overnight/Banker's Acceptance	n.a.
Swaps and Derivatives (5)	-	-		n.a.
Obligations Under Capital Leases	13,786	13,786		n.a.
Net Debt	**$ 2,684,272**	**$ 2,697,432**		
Preferred Shares (6)				
Series 1	300,000	300,000	4.25%	December 31, 2012 (7)
Series 2	200,000	200,000	5.00%	June 30, 2017 (7)
Deferred financing costs and derivative component	(10,928)			
Net Debt and Preferred Shares	**$ 3,173,344**	**$ 3,197,432**		

(1) Please refer to note 10 of the 2008 Financial Statements.
(2) Please refer to note 11 of the 2008 Financial Statements.
(3) Value of the exchange option classified as equity on the balance sheet. Accretion not included in the cash interest expense.
(4) Drawn pricing increases by 0.5% upon conversion into term loan and by a further 0.5% twelve months after the conversion into term loan.
(5) Please refer to the Financial and Other Instruments Section of the February 12, 2009 Management's Discussion and Analysis.
(6) Please refer to note 12 of the 2008 Financial Statements.
(7) Date of retraction at the option of the holders.

11. Distributable Cash

(in thousands of Canadian dollars except for Units Outstanding)

	For the year ended December 31, 2007	For the three-month period ended December 31, 2008 [1]	For the year ended December 31, 2008
Cash flow from operating activities	$695,540	$177,651	$692,356
Operating non-cash items	(20,024)	(3,706)	(19,741)
Change in operating assets and liabilities	42,261	(22,229)	53,934
Maintenance capital expenditures	(22,892)	(5,293)	(21,101)
Restructuring and special charges	-	36,225	36,225
Other	5,581	1,899	9,197
Distributable Cash	700,466	184,547	750,870
Distributable Cash per unit	1.32	0.36	1.43
Weighted Average number of units outstanding (in millions)	530.6	517.8	523.4

[1] See additional disclosure on the various adjustments in the Distributable Cash section in our February 12, 2009 Management's Discussion and Analysis.

12. Historical Distributable Cash Calculation

(in thousands of Canadian dollars except for Units Outstanding)

	For the three-month periods ended [1,2]				
	December 31, 2007	**March 31, 2008**	**June 30, 2008**	**September 30, 2008**	**December 31, 2008**
Current Methodology:					
Cash flow from operating activities	$179,908	$145,338	$181,839	$187,528	**$177,651**
Operating non-cash items	(3,272)	(5,810)	(5,079)	(5,146)	**(3,706)**
Change in operating assets and liabilities	3,186	45,982	16,775	13,406	**(22,229)**
Maintenance capital expenditures	(6,513)	(5,215)	(5,313)	(5,280)	**(5,293)**
Restructuring and special charges	-	-	-	-	**36,225**
Other	2,963	2,724	2,720	1,854	**1,899**
Distributable Cash	176,272	183,019	190,942	192,362	**184,547**
Previous Methodology[3]:					
EBITDA	$221,896	$227,393	$235,981	$237,793	**$231,539**
Maintenance capital expenditures	(6,513)	(5,215)	(5,313)	(5,280)	**(5,293)**
Interest	(32,731)	(32,607)	(32,943)	(33,466)	**(35,181)**
Dividends on preferred shares	(5,688)	(5,688)	(5,687)	(5,688)	**(5,687)**
Other	(692)	(864)	(1,095)	(997)	**(830)**
Distributable Cash	176,272	183,019	190,942	192,362	**184,547**
Distributable Cash per unit	0.33	0.35	0.36	0.37	**0.36**
Weighted Average number of units outstanding (in millions)	530.6	530.0	526.1	519.9	**517.8**

(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 February 12, 2009 Management's Discussion and Analysis.

(3) For reference in accordance with historical disclosure.

13. Normal Course Issuer Bid ("NCIB")

Purchase of Units for Cancellation [1]

	# of Units	Avg. Price [2]	Total (incl. Commissions)
April	2,788,400	$11.06	$30,900,327
May	1,033,800	$10.15	$10,515,570
June	2,463,400	$9.40	$23,205,224
Q2-2008	**6,285,600**	**$10.26**	**$64,621,121**
July	3,479,300	$8.60	$29,989,247
August	42,200	$9.90	$418,827
September	1,348,600	$9.58	$12,948,732
Q3-2008	**4,870,100**	**$8.88**	**$43,356,806**
October	113,100	$7.97	$903,522
November	-	-	-
December	4,201,400	$5.85	$24,676,885
Q4-2008	**4,314,500**	**$5.91**	**$25,580,407**
Total	**15,470,200**	**$8.61**	**$133,558,334**

(1) Please refer to the System for Electronic Disclosure by Insiders ("SEDI") for further details. https://www.sedi.ca/

(2) Excluding commissions.

14. Outlook

Key Performance Indicators
2008 Performance and 2009 Outlook

	2008 Target	Year ended December 31, 2008	2009 Target [3]
Directories [1]			
Adj. Revenue Growth	4% to 5%	3.5%	4% to 5%
Adj. EBITDA Growth	4% to 7%	4.9%	4% to 7%
Vertical Media [1, 2]			
Revenue Growth	5% to 7%	(1.8%)	2% to 4%
EBITDA Growth	7% to 9%	6.1%	4% to 7%
Consolidated Metrics			
Online Revenues [1]	Approx. 30%	43.5%	Approx. 30%
Distributable Cash per unit	8% to 10%	8.3%	8% to 10%

(1) On a comparable basis, including Aliant and LesPAC results as if YPG had owned these entities effective January 1, 2007 and excluding Volt, in their respective segments.

(2) Excludes the results of the Trader US operations from the beginning of the reporting periods in 2007 and 2008.

(3) See additional disclosure on 2009 outlook in section 6 of the February 12, 2009 Management's Discussion and Analysis.

15. Consensus Estimates

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

		Consensus Estimates			% Var
	2008 Actual	2009			Avg. 09 / Act. 08
		Low	Average	High	
Adjusted Revenues	$1,697.5	$1,682.4	$1,738.4	$1,763.2	2.4%
Adjusted EBITDA	931.0	922.0	951.0	975.5	2.1%
Distributable Cash per Unit [1]	1.43	1.43	1.47	1.50	2.5%

[1] Distributable Cash per Unit is calculated by deducting from EBITDA: maintenance capex, cash interest expense, dividends on preferred shares and cash taxes.