



AUTOCANADA INCOME FUND

**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

For the three and nine months ended September 30, 2008

As of November 7, 2008

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

NOVEMBER 7, 2008

The following discussion and analysis should be read in conjunction with the unaudited interim consolidated financial statements and accompanying notes (the "Interim Financial Statements") of AutoCanada Income Fund (the "Fund" or "AutoCanada") for the three and nine months ended September 30, 2008 and the audited annual consolidated financial statements and accompanying notes of the Fund for the year ended December 31, 2007. These financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Results are reported in Canadian dollars unless otherwise stated. Unless otherwise indicated, certain dollar amounts have been rounded to the nearest thousand dollars. References to notes are to the notes of the Interim Financial Statements of the Fund unless otherwise stated.

To provide more meaningful information, this MD&A refers to the operating results for the three and nine month periods ended September 30, 2008 of the Fund, and compares these to the operating results of the Fund for the three and nine month periods ended September 30, 2007 (See "Non-GAAP Measures" below) . We have also included in the MD&A certain historical information with respect to Canada One Auto Group ("CAG" or the "Vendors") from other periods. Readers should be cautioned that the results of operations of CAG for the period from January 1, 2006 to May 11, 2006 include certain expenses and contractual obligations that are not incurred by the Fund subsequent to May 11, 2006.

FORWARD LOOKING STATEMENTS

Certain statements contained in management's discussion and analysis include statements which contain words such as "anticipate", "expect", "estimate", "could", "should", "expect", "plan", "seek", "may", "intend", "likely", "will", "believe" and similar expressions, statements relating to matters that are not historical facts, and such statements of the beliefs, intentions and expectations of AutoCanada about development, results and events which will or may occur in the future, constitute "forward-looking information" within the meaning of applicable Canadian securities legislation and are based on certain assumptions and analysis made by AutoCanada and derived from experience and perceptions. Forward-looking information in management's discussion and analysis includes, but is not limited to: trends and developments in the automotive industry; business strategies and outlooks; expansion and growth of business and operations; and anticipated acquisitions.

All such forward-looking information is based on certain assumptions and analyses made by AutoCanada in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors AutoCanada believes are appropriate in the circumstances. The risks, uncertainties, and assumptions are difficult to predict and may affect operations, and may include, without limitation: foreign exchange fluctuations; equipment and labour shortages and inflationary costs; general economic conditions; industry conditions; changes in applicable environmental, taxation and other laws and regulations as well as how such laws and regulations are interpreted and enforced; operating risks; risks inherent in the ability to generate sufficient cash flow from operations to meet current and future obligations; increased competition; stock market volatility; opportunities available to or pursued by AutoCanada; the ability to obtain financing as and when needed; and other factors, many of which are beyond the control of AutoCanada. The foregoing factors are not exhaustive and are further discussed in the Fund's Annual Information Form dated March 17, 2008 which is filed on SEDAR at www.sedar.com.

Actual results, performance or achievements could differ materially from those expressed in, or implied by, this forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits will be derived therefrom. Except as required by applicable law, AutoCanada disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. The forward-looking information contained in this management's discussion and analysis is expressly qualified by this cautionary statement.

Non-GAAP Measures

References to "EBITDA" are to earnings before interest expense (other than interest expense on floorplan financing and other interest), income taxes, depreciation, amortization and goodwill impairment charges. Management believes that, in addition to earnings or loss, EBITDA is a useful supplemental measure of both performance and cash available for distribution before debt service, changes in working capital, capital expenditures and income taxes.

References to “standardized distributable cash” and “adjusted distributable cash” are to cash flow provided by operating activities available for distribution to unitholders of the Fund (the “Unitholders”) in accordance with the distribution policies of the Fund. Standardized distributable cash and adjusted distributable cash of the Fund are measures generally used by Canadian open-ended trusts as an indicator of financial performance. As two of the factors that may be considered relevant by prospective investors is the cash distributed by the Fund relative to the price of the units, management believes that standardized distributable cash and adjusted distributable cash of the Fund are useful supplemental measures that may assist prospective investors in assessing an investment in the Fund. Standardized distributable cash is calculated as cash flows from operating activities, including the effects of changes in non-cash working capital, less total capital expenditures. Adjusted distributable cash is calculated as cash flows provided by operating activities before changes in non-cash working capital, less purchases of non-growth property and equipment.

References to “standardized payout ratio” represent a comparison of distributions declared to standardized distributable cash. References to “adjusted payout ratio” represent a comparison of distributions declared to adjusted distributable cash. Management believes that both standardized payout ratio and adjusted payout ratio are indicators of the Fund’s conservatism and its ability to continue to make distributions to Unitholders at current rates.

EBITDA, standardized distributable cash, adjusted distributable cash, standardized payout ratio and adjusted payout ratio are not earnings measures recognized by GAAP and do not have standardized meanings prescribed by GAAP. Investors are cautioned that EBITDA, standardized distributable cash, adjusted distributable cash, standardized payout ratio and adjusted payout ratio should not replace net earnings or loss (as determined in accordance with GAAP) as an indicator of the Fund's performance, of its cash flows from operating, investing and financing activities or as a measure of its liquidity and cash flows. The Fund's methods of calculating EBITDA, adjusted distributable cash, and adjusted payout ratio may differ from the methods used by other issuers. Therefore, the Fund's EBITDA, adjusted distributable cash, and adjusted payout ratio may not be comparable to similar measures presented by other issuers. For a reconciliation of adjusted distributable cash to standardized distributable cash, please see “Adjusted Distributable Cash” below.

References to “absorption rate” are to the extent to which the gross profits of a franchised automobile dealership from parts, service and collision repair cover the costs of these departments plus the fixed costs of operating the dealership, but does not include expenses pertaining to our head office. For this purpose, fixed operating costs include fixed salaries and benefits, administration costs, occupancy costs, insurance expense, utilities expense and interest expense (other than interest expense relating to floor plan financing) of the dealerships only. Absorption rate is an operating measure commonly used in the retail automotive industry as an indicator of the performance of the parts, service and collision repair operations of a franchised automobile dealership. Absorption rate is not a measure recognized by GAAP and does not have a standardized meaning prescribed by GAAP. Therefore, absorption rate may not be comparable to similar measures presented by other issuers that operate in the retail automotive industry.

OVERVIEW OF THE FUND

Issuance of Fund Units and Acquisition

The Fund is an unincorporated, open-ended trust governed by the laws of the Province of Alberta and a Declaration of Trust dated January 4, 2006 and amended May 10, 2006. The Fund has been created to invest in the franchised automobile dealership industry.

The Fund commenced business operations on May 11, 2006, when it completed an initial public offering (the “IPO”) of 10,209,500 trust units (“Fund Units”), at a price of \$10 per unit, for aggregate gross proceeds of \$102.095 million. The costs of issuance of the units were \$8.523 million. Concurrent with the closing of the IPO, the Fund used the net cash proceeds from the IPO to acquire a 50.4% indirect interest in AutoCanada LP which used such net proceeds to acquire, through various limited partnerships, the net assets (the “Acquired Business”) of Canada One Auto Group (“CAG” or the “Vendors”). In connection with this transaction, 10,047,500 Exchangeable Units were issued to the Vendors in the amount of \$10 per unit for a total of \$100.475 million. On May 31, 2006, the underwriters exercised their over-allotment option for 740,000 additional units for \$7.400 million thereby increasing the interest of the Fund to 54.05%.

In August of 2008, the Fund announced it had received regulatory approval from the Toronto Stock Exchange to purchase for cancellation, from time to time, the Funds issued and outstanding units subject to limits discussed later in this report.

Prior to December 31, 2010, income tax obligations relating to distributions from the Fund are expected to be obligations of unitholders. As a result of new tax legislation, substantively enacted on June 12, 2007, the Fund recognized non-cash future income tax expense each quarter commencing in quarters ended after June 30, 2007. It would be inappropriate for the Fund to recognize current income tax expense until the new tax becomes effective on January 1, 2011 at which point the distributions made by the Fund will be subject to the then applicable tax rate which is currently set at 29.5% for 2011 and 28.0% for 2012 and beyond. The new tax rate will apply to the taxable income of the Fund which allows the Fund claim deductions from net income for tax purposes related to balances that have accumulated in various tax pools. Until such time as the new legislated tax becomes effective in 2011 the new tax does not impact the cash earnings of the business provided that distributions will continue to exceed the taxable income of the Fund, the Fund continues to operate within the rules outlined with the Specified Investment Flow-Through (SIFT) legislation and the Fund does not convert into a taxable corporation prior to December 31, 2010.

Additional information concerning the Fund is contained in the Fund's Annual Information Form dated March 17, 2008 which is filed on SEDAR (www.sedar.com) and on the Fund's website (www.autocan.ca).

The Business of the Fund

The Fund is one of Canada's largest multi-location automobile dealership groups, currently operating or managing 21 franchised dealerships in British Columbia, Alberta, Manitoba, Ontario, New Brunswick and Nova Scotia. In 2007, the 19 franchised automobile dealerships owned or managed by the Fund, sold approximately 23,300 vehicles and processed approximately 232,000 service and collision repair orders in our 260 service bays. We have grown, and intend to continue to grow, our business through the acquisition of franchised automobile dealerships in key markets, the organic growth of our existing dealerships, the opening of new franchised automobile dealerships, or "Open Points" and the management of franchised automobile dealerships.

Our owned and managed dealerships derive their revenue from the following four inter-related business operations: new vehicle sales; used vehicle sales; parts, service and collision repair; and finance and insurance. While new vehicle sales are the most important source of revenue, they generally result in lower gross profits than used vehicle sales, parts, service and collision repair operations and finance and insurance sales. Overall gross profit margins increase as revenues from higher margin operations increase relative to revenues from lower margin operations. We earn fees for arranging financing on new and used vehicle purchases on behalf of third parties and as a result we do not have an in-house lease program and as a result we do not have exposure to residual value risk of returned lease vehicles.

The Fund's geographical profile is illustrated below by number of dealerships owned or managed and revenues by province for the three-month periods ended September 30, 2008 and September 30, 2007.

(In thousands of dollars except % of total and number of dealerships)	<u>September 30, 2008</u>			<u>September 30, 2007</u>		
	<u>Number of Dealerships</u>	<u>Revenue</u>	<u>% of Total</u>	<u>Number of Dealerships</u>	<u>Revenue</u>	<u>% of Total</u>
British Columbia	6	68,352	32%	6	80,117	35%
Alberta	9	98,243	45%	9	115,768	51%
All other	<u>6</u>	<u>50,091</u>	<u>23%</u>	<u>4</u>	<u>33,129</u>	<u>14%</u>
Total	<u>21</u>	<u>216,686</u>	<u>100%</u>	<u>19</u>	<u>229,014</u>	<u>100%</u>

The following table sets forth the dealerships that we currently own or operate and the date opened or acquired by the Fund or CAG.

<u>Location of Dealerships</u>	<u>Operating Name</u>	<u>Franchise</u>	<u>Year Opened or Acquired</u>
Dealerships as of September 30, 2008			
Victoria, British Columbia	Victoria Hyundai	Hyundai	2006
Maple Ridge, British Columbia	Maple Ridge Chrysler Jeep Dodge	Chrysler	2005
Prince George, British Columbia	Northland Chrysler Jeep Dodge	Chrysler	2002
Prince George, British Columbia	Northland Hyundai	Hyundai	2005
Prince George, British Columbia	Northland Nissan (managed)	Nissan	2007
Kelowna, British Columbia	Okanagan Chrysler Jeep Dodge	Chrysler	2003
Grande Prairie, Alberta	Grande Prairie Chrysler Jeep Dodge	Chrysler	1998
Grande Prairie, Alberta	Grande Prairie Hyundai	Hyundai	2005
Grande Prairie, Alberta	Grande Prairie Subaru	Subaru	1998
Grande Prairie, Alberta	Grande Prairie Mitsubishi	Mitsubishi	2007
Grande Prairie, Alberta	Grande Prairie Nissan (managed)	Nissan	2007
Edmonton, Alberta	Crosstown Chrysler Jeep Dodge	Chrysler	1994
Edmonton, Alberta	Capital Chrysler Jeep Dodge	Chrysler	2003
Sherwood Park, Alberta	Sherwood Park Hyundai	Hyundai	2006
Ponoka, Alberta	Ponoka Chrysler Jeep Dodge	Chrysler	1998
Thompson, Manitoba	Thompson Chrysler Jeep Dodge	Chrysler	2003
Woodbridge, Ontario	Colombo Chrysler Jeep Dodge	Chrysler	2005
Newmarket, Ontario	Doner Infiniti Nissan ⁽¹⁾	Nissan / Infiniti	2008
Cambridge, Ontario	Cambridge Hyundai	Hyundai	2008
Moncton, New Brunswick	Moncton Chrysler Jeep Dodge	Chrysler	2001
Dartmouth, Nova Scotia	Dartmouth Chrysler Jeep Dodge ⁽²⁾	Chrysler	2006

(1) Both the Infiniti and Nissan brands are sold out of the Doner Infiniti Nissan dealership facility, therefore we consider these two brands to be one dealership for MD&A reporting purposes.

(2) We have owned 50% of Dartmouth Chrysler Jeep Dodge since 2002 and we purchased the remaining 50% in February, 2006.

Seasonality

We have leveled the Fund's monthly distributions to provide a steady stream of cash to Unitholders, although revenues are subject to seasonal fluctuations. The following table illustrates the quarterly variation per year in the sales of new and used vehicles, based on the results of the Fund for 2007, the combined results of the Fund and CAG for 2006 and the 2005, 2004 and 2003 results of CAG.

	New Vehicle Sales					Used Vehicle Sales					Total Vehicles Sold				
	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>
1 st Quarter	21%	20%	19%	20%	23%	24%	25%	23%	24%	23%	23%	23%	22%	22%	23%
2 nd Quarter	29%	28%	27%	26%	25%	28%	27%	26%	26%	28%	30%	28%	27%	26%	26%
3 rd Quarter	28%	30%	32%	29%	29%	27%	26%	25%	27%	26%	26%	27%	28%	28%	28%
4 th Quarter	22%	22%	22%	25%	23%	21%	22%	26%	23%	23%	21%	22%	23%	24%	23%

The results from operations have been lower in the first and fourth quarters of each year, largely due to consumer purchasing patterns during the holiday season, inclement weather and the reduced number of business days during the holiday season. As a result, our operating results are generally not as strong during the first and fourth quarters than during the other quarters of each fiscal year. The timing of acquisitions may also cause substantial fluctuations in operating results from quarter to quarter.

During the first nine months of 2008, sales of new vehicles in Canada were up 1.4% when compared to the same period in 2007. Sales of new vehicles for the first nine months of 2008 in Alberta and British Columbia were down by 5.6% and 6.9% respectively. The Fund's same store sales of new vehicles have decreased by 6.4% for the same period in 2008.

The following table summarizes Canadian new vehicle sales for the first nine months of 2008 by Province:

Province	September Year to Date Canadian New Vehicle Sales by Province ¹			
	September Year to Date		Units Change	
	2008	2007	Percentage Change	
British Columbia	142,050	152,583	(6.9)%	(10,533)
Alberta	182,024	192,804	(5.6)%	(10,780)
Saskatchewan	36,764	33,329	10.3%	3,435
Manitoba	36,353	34,737	4.7%	1,616
Ontario	460,777	460,041	0.2%	736
Quebec	351,421	327,422	7.3%	23,999
New Brunswick	31,353	28,936	8.4%	2,417
PEI	4,477	4,241	5.6%	236
Nova Scotia	42,401	38,379	10.5%	4,022
Newfoundland	<u>26,011</u>	<u>22,786</u>	<u>14.2%</u>	<u>3,225</u>
Total	<u>1,313,631</u>	<u>1,295,258</u>	<u>1.4%</u>	<u>18,373</u>

¹ Canadian Vehicle Manufacturers' Association \ Association of International Automobile Manufacturer Companies

Distributions to Unitholders

The Fund's policy is to distribute annually to Unitholders available cash provided by operations after cash required for capital expenditures, working capital reserves, growth of capital reserves and other reserves considered advisable by the Trustees of the Fund. The policy allows the Fund to make stable monthly distributions to its Unitholders based on the Fund's estimate of distributable cash for the year. The Fund pays cash distributions on or about the 15th of each month to Unitholders of record on the last business day of the previous month.

The following table summarizes the distributions declared by the Fund for the period from January 1, 2008 to September 30, 2008.

(In thousands of dollars)

Record date	Payment date	Fund Units		Exchangeable Units		Total	
		Declared \$	Paid \$	Declared \$	Paid \$	Declared \$	Paid \$
January 31, 2008	February 15, 2008	912	912	775	775	1,687	1,687
February 28, 2008	March 15, 2008	912	912	775	775	1,687	1,687
March 31, 2008	April 16, 2008	912	912	775	775	1,687	1,687
April 30, 2008	May 15, 2008	912	912	775	775	1,687	1,687
May 30, 2008	June 16, 2008	912	912	775	775	1,687	1,687
June 30, 2008	July 15, 2008	912	912	776	775	1,688	1,688
July 31, 2008	August 15, 2008	912	912	776	776	1,688	1,688
August 29, 2008	September 15, 2008	912	912	776	776	1,688	1,688
September 30, 2008	October 15, 2008 (1)	907	-	775	-	1,682	-
		8,203	7,297	6,978	6,202	15,181	13,499

Note:

(1) Distributions payable to all Unitholders in the amount of \$1,682 as at September 30, 2008 were paid in October, 2008.

Distributions are paid on Fund Units and Exchangeable Units. As of September 30, 2008 the following numbers of units were outstanding:

Fund Units	10,899,538
Exchangeable Units	<u>9,307,500</u>
	<u>20,207,038</u>

During the three-month and nine-month periods ended September 30, 2008, the Fund declared distributions of \$0.25 and \$0.75 respectively per Fund Unit and Exchangeable Unit to Unitholders. The distributions in the period ended September 30, 2008 were funded from cash flow generated from operations. The Fund reviews its distribution policy on a periodic basis.

Under the terms of the Fund's Incentive Unit Option Plan, a maximum of 1,519,275 options can be outstanding at anytime. As of September 30, 2008, there are 798,424 options outstanding of which 694,254 are exercisable for certain employees, officers, directors and trustees. Options issued under the Plan vest at a rate of one third on the three subsequent award date anniversaries. All the options must be exercised over specified periods not to exceed five years from the dates granted.

Adjusted Distributable Cash

Historically, the Fund has defined distributable cash to be cash flows provided by operating activities before changes in non-cash working capital; less purchases of non-growth property and equipment (see “Non-GAAP Measures” above).

(In thousands of dollars except unit and per unit amounts)	Q4 2006	Q1 2007	Q2 2007	Q3 2007	Q4 2007	Q1 2008	Q2 2008	Q3 2008
Net earnings (loss) for the period	3,623	4,483	(4,582)	6,372	5,466	3,358	6,906	(38,318)
Items not affecting cash:								
Future income taxes	-	-	10,327	239	(1,182)	330	148	(1,869)
Unit-based compensation	163	185	135	120	62	59	43	19
Amortization	1,136	790	770	794	856	771	758	885
Loss (gain) on disposal of property & equipment	39	5	5	(13)	(6)	(6)	20	(21)
Goodwill impairment	-	-	-	-	-	-	-	47,000
Cash provided by operating activities – before changes in non-cash working capital	4,961	5,463	6,655	7,512	5,196	4,512	7,875	7,696
Less: Purchase of non-growth property and equipment (1)	(197)	(521)	(762)	(126)	(298)	(177)	(250)	(212)
Adjusted distributable cash	4,764	4,942	5,893	7,386	4,898	4,335	7,625	7,484
Adjusted distributable cash per unit	0.235	0.244	0.291	0.365	0.242	0.214	0.376	0.370
Distributions declared to unitholders	5,062	5,062	5,062	5,062	5,062	5,062	5,062	5,057
Distributions declared per unit	0.250	0.250	0.250	0.250	0.250	0.250	0.250	0.250
Adjusted distributable cash less distributions declared	(298)	(120)	831	2,324	(164)	(727)	2,563	2,427
Adjusted distributable cash less distributions declared per unit	(0.015)	(0.006)	0.041	0.115	(0.008)	(0.036)	0.127	0.120
Adjusted payout ratio	106.3%	102.4%	85.9%	68.5%	103.3%	116.8%	66.4%	67.6%
12 month trailing								
Adjusted distributable cash			21,899	22,985	23,119	22,512	24,244	24,342
Distributions declared to unitholders			20,249	20,249	20,249	20,249	20,249	20,243
Adjusted payout ratio			92.5%	88.1%	87.6%	89.9%	83.5%	83.2%
Year-to-date								
Adjusted distributable cash								19,444
Distributions declared								15,181
Adjusted payout ratio								78.1%
From inception since January 4, 2006 to September 30, 2008 (incl. operations from May 11, 2006 to September 30, 2008)								
Adjusted distributable cash								57,878
Distributions declared to unitholders								48,383
Adjusted payout ratio								83.6%

(1) Purchase of non-growth property and equipment is necessary to maintain and sustain the current productive capacity of the Fund’s operations and distributable cash (see “Capital Expenditures” in the table below for details). Management believes that maintenance capital expenditures should be funded by cash flow provided by operating activities. Capital spending for the expansion of sales and service capacity is expected to improve future distributable cash and as such is not deducted from cash flow provided by operating activities in arriving at adjusted distributable cash.

The Fund’s adjusted payout ratio varies throughout the year due to the seasonality of the Fund’s business as discussed above. Distributions to Unitholders have been leveled to provide a regular stream of income to Unitholders. We expect that the historically less profitable first and fourth quarters to be offset by higher earnings in the second and third quarters.

For the third quarter of 2008, the Fund generated adjusted distributable cash of \$0.370 per unit and declared distributions of \$0.250 per unit, for an adjusted payout ratio of 67.6%

From the Fund's inception at January 4, 2006 (including operations from May 11, 2006 to September 30, 2008), our adjusted payout ratio is 83.6%.

Standardized Distributable Cash

On July 18, 2007, the Canadian Institute of Chartered Accountants [CICA] issued a revised interpretive release regarding the standardized preparation and disclosure of distributable cash for income trusts and other flow-through entities. The CICA calculation of standardized distributable cash is based on cash flows from operating activities, including the effects of changes in non-cash working capital, less total capital expenditures. The table below uses this calculation method to present standardized distributable cash for the last eight quarters of the Fund's operations.

(In thousands of \$ except unit and per unit amounts)	Q4 2006	Q1 2007	Q2 2007	Q3 2007	Q4 2007	Q1 2008	Q2 2008	Q3 2008
Cash provided by operating activities	8,125	8,529	2,368	6,486	3,637	2,739	13,806	10,456
Less: Amounts related to expansion of sales and service capacity	(499)	(596)	(225)	(399)	(180)	(237)	(1,008)	(1,450)
Less: Purchase of non-growth property and equipment	(197)	(521)	(762)	(126)	(298)	(177)	(250)	(212)
Standardized distributable cash	7,429	7,412	1,381	5,961	3,159	2,325	12,548	8,794
Weighted average units outstanding at end of period (1)	20,257,000	20,257,000	20,257,000	20,257,000	20,257,000	20,257,000	20,257,000	20,249,732
Standardized distributable cash per unit	0.367	0.366	0.068	0.294	0.156	0.115	0.619	0.434
Distributions declared	5,062	5,062	5,062	5,062	5,062	5,062	5,062	5,057
Distributions declared per unit	0.250	0.250	0.250	0.250	0.250	0.250	0.250	0.250
Standardized distributable cash less distributions declared	2,368	2,351	(3,680)	900	(1,903)	(2,737)	7,486	3,737
Standardized distributable cash less distributions declared per unit	0.117	0.116	(0.182)	0.044	(0.094)	(0.135)	0.370	0.185
Standardized payout ratio	68.1%	68.3%	366.5%	84.9%	160.2%	217.7%	40.3%	57.5%
Basic earnings (loss) per unit	0.179	0.221	(0.660)	0.305	0.056	0.152	0.335	(1.892)
Diluted earnings (loss) per unit	0.179	0.221	(0.660)	0.303	0.056	0.152	0.335	(1.892)
12 month trailing								
Standardized distributable cash			20,039	22,183	17,913	12,826	23,993	26,826
Distributions declared			20,249	20,249	20,249	20,249	20,249	20,243
Standardized payout ratio			101.0%	91.3%	113.0%	157.9%	84.4%	75.5%
Year-to-date								
Standardized distributable cash								23,667
Distributions declared								15,181
Standardized payout ratio								64.1%
From inception since January 4, 2006 to September 30, 2008 (incl. operations from May 11, 2006 to September 30, 2008)								
Standardized distributable cash								69,657
Distributions declared								48,383
Standardized payout ratio								69.5%

(1) Includes Fund Units and Exchangeable Units.

Management believes that the standardized distributable cash calculation distorts the Fund's quarter-to-quarter distributable cash and payout ratios, as our non-cash working capital can fluctuate significantly as a result of historical fluctuations in our business operations that occur on a quarterly basis as well as the resulting fluctuations in our accounts receivable and inventory levels and the timing of the payments of accounts payable and revolving floorplan facilities.

On a year-to-date basis, using the standardized distributable cash calculation, our standardized payout ratio of 64.1% at September 30, 2008 is lower than when calculated using the method we have historically used, as described below which results in a year-to-date payout ratio of 78.1%. The main difference between the two methods is that the standardized distributable cash calculation adjusts for changes in non-cash working capital and reduces the amount of cash available for distribution by growth related capital expenditures.

The following table reconciles standardized distributable cash to our adjusted distributable cash.

(In thousands of dollars except unit and per unit amounts)	Q4 2006	Q1 2007	Q2 2007	Q3 2007	Q4 2007	Q1 2008	Q2 2008	Q3 2008
Standardized distributable cash	7,429	7,412	1,381	5,961	3,159	2,325	12,548	8,794
Change in non-cash working capital	(3,164)	(3,066)	4,287	1,026	1,559	1,773	(5,931)	(2,760)
Amounts related to expansion of sales and service capacity	499	596	225	399	180	237	1,008	1,450
Adjusted distributable cash	4,764	4,942	5,893	7,386	4,898	4,335	7,625	7,484

Changes in non-cash working capital consist of fluctuations in the balances of accounts receivable, inventories, prepaid expenses, accounts payable and accrued liabilities, revolving floorplan facility, and amounts due to/from related parties. Factors that can affect these items include seasonal sales trends, strategic decisions regarding inventory levels, the addition of new dealerships, and the day of the week on which period end cutoffs occur.

The following table summarizes changes in non-cash working capital as of September 30, 2008 and September 30, 2007.

(In thousands of dollars)	<u>July 1, 2007 to September 30, 2007</u>	<u>July 1, 2008 to September 30, 2008</u>
	\$	\$
Accounts receivable	3,960	3,998
Inventories	14,396	(3,808)
Prepaid expenses	(418)	(581)
Accounts payable and accrued liabilities	776	1,376
Revolving floorplan facility	(18,659)	(4,057)
Due to related parties	971	312
	1,026	(2,760)

Capital Expenditures

The following table provides a reconciliation of the purchase of property and equipment as reported on the Statement of Cash Flows to the purchase of property and equipment as calculated in the standardized distributable cash table on page 10:

(In thousands of dollars)	<u>July 1, 2008 to September 30, 2008</u>	<u>January 1, 2008 to September 30, 2008</u>
	\$	\$
Purchase of property and equipment from the Statement of Cash Flows	1,662	3,335
Less: Amounts related to the expansion of sales and service capacity	(1,450)	(2,696)
Purchase of non-growth property and equipment	212	639

Amounts relating to the expansion of sales and service capacity are considered growth expenditures. Growth expenditures are discretionary, represent cash outlays intended to provide additional future cash flows and are expected to provide benefit in future periods and thus they have been excluded from the calculation of adjusted distributable cash. Additional details on the components of non-growth property and equipment purchases are as follows:

(In thousands of dollars)	<u>July 1, 2008 to September 30, 2008</u>	<u>January 1, 2008 to September 30, 2008</u>
	\$	
Leasehold improvements	4	34
Machinery and equipment	58	224
Furniture and fixtures	-	24
Computer equipment	32	156
Company & lease vehicles	118	201
	212	639

During the three-month and nine-month periods ended September 30, 2008 growth capital expenditures of \$1.450 million and \$2.696 million respectively were incurred. These expenditures related primarily to purchases of equipment for our Grande Prairie Subaru, Grande Prairie Mitsubishi, and Grande Prairie Nissan dealerships which relocated to new dealership facilities in May, 2008, July, 2008 and October, 2008 respectively, service equipment for our Capital Chrysler Jeep Dodge location, and computer equipment upgrades at selected dealerships designed to improve productivity and efficiency. Repairs and maintenance expenditures are expensed as incurred and have been deducted from earnings for the period. Repairs and maintenance expense incurred during the three-month and nine-month periods ended September 30, 2008, were \$0.426 million and \$1.347 million respectively.

SELECTED QUARTERLY FINANCIAL INFORMATION AND RESULTS FROM OPERATIONS

The following table shows the unaudited results of the Fund for each of the eight most recently completed quarters. The results of operations for these periods are not necessarily indicative of the results of operations to be expected in any given comparable period.

(In thousands of dollars except
Operating Data and gross profit %)

	Q4 2006	Q1 2007	Q2 2007	Q3 2007	Q4 2007	Q1 2008	Q2 2008	Q3 2008
Income Statement Data								
New vehicles	98,970	109,862	117,204	133,853	111,683	107,688	128,371	118,807
Used vehicles	46,425	53,020	62,389	59,114	50,468	55,712	61,223	57,790
Parts, service & collision repair	21,410	21,908	23,228	23,142	23,863	23,536	26,610	26,492
Finance, insurance & other	9,274	9,590	11,890	12,905	10,697	11,180	13,121	13,597
Revenue	176,079	194,379	214,711	229,014	196,711	198,116	229,325	216,686
Operating Data								
New vehicles	6,998	7,000	8,312	9,024	8,176	7,012	9,699	9,266
Used vehicles	3,614	4,914	6,082	4,943	3,746	4,393	5,180	5,156
Parts, service & collision repair	9,514	10,223	11,305	11,267	11,494	11,082	12,896	13,290
Finance, insurance & other	8,804	9,155	11,078	12,067	10,106	10,579	12,244	12,629
Gross profit	28,930	31,292	36,777	37,301	33,522	33,066	40,019	40,341
Gross profit %	16.4%	16.1%	17.1%	16.3%	17.0%	16.7%	17.5%	18.6%
Sales, general & admin expenses	21,682	23,634	27,522	26,905	25,654	26,317	29,916	30,491
SG&A exp. as % of gross profit	74.9%	75.5%	74.8%	72.1%	76.5%	79.6%	74.8%	75.5%
Floorplan interest expense	2,085	2,069	2,414	2,679	2,432	2,034	1,895	1,693
Other interest & bank charges	405	316	326	312	296	256	396	458
Future income taxes	-	-	10,137	239	(1,182)	330	148	(1,869)
Net earnings (4)	3,623	4,483	(4,582)	6,372	5,466	3,358	6,906	(38,318)
EBITDA (1) (4)	4,906	5,424	6,743	7,600	5,310	4,621	8,022	7,975
Operating Data								
Vehicles (new and used) sold	4,690	5,440	6,089	6,404	5,363	5,552	6,576	6,462
New retail vehicles sold	2,199	2,295	2,866	3,344	2,630	2,462	3,471	3,245
New fleet vehicles sold	525	886	535	543	557	716	470	532
Used retail vehicles sold	1,966	2,259	2,688	2,517	2,176	2,374	2,635	2,685
Number of service & collision repair orders completed	55,393	57,876	58,157	58,138	57,552	61,169	72,227	74,300
Absorption rate (2)	96%	92%	94%	104%	93%	90%	100%	99%
# of dealerships	16	17	18	19	19	19	20	21
# of same store dealerships (3)	9	9	9	11	11	13	14	14
# of service bays at period end	245	250	256	260	260	260	279	284
Same store revenue growth (3)	10.4%	24.1%	6.6%	8.2%	5.3%	(0.6)%	(3.8)%	(17.1)%
Same store gross profit growth (3)	6.3%	20.1%	13.4%	7.2%	6.5%	0.7%	0.2%	(3.3)%
Balance Sheet Data								
Cash and cash equivalents	20,880	24,268	21,077	20,179	18,014	15,298	18,459	19,194
Accounts receivable	27,742	31,200	35,980	39,940	34,274	36,411	35,374	39,390
Inventories	112,680	117,034	132,814	147,419	142,128	132,549	135,447	134,565
Revolving floorplan facilities	113,357	118,974	133,731	152,390	143,655	134,023	131,505	135,562

- (1) EBITDA has been calculated as described under "Non-GAAP Measures" above.
- (2) Absorption has been calculated as described under "Non-GAAP Measures" above.
- (3) Same store revenue growth & same store gross profit growth is calculated using franchised automobile dealerships that we have owned for at least 2 full years.
- (4) The results from operations have been lower in the first and fourth quarters of each year, largely due to consumer purchasing patterns during the holiday season, inclement weather and the reduced number of business days during the holiday season. As a result, our financial performance is generally not as strong during the first and fourth quarters than during the other quarters of each fiscal year. The timing of acquisitions may also cause substantial fluctuations in operating results from quarter to quarter.

Third Quarter Operating Results

The three-month period ended September 30, 2008 showed a decrease over the comparable period in 2007 in terms of earnings and an increase in terms of EBITDA. EBITDA for the three months ended September 30, 2008 increased by 4.9% to \$8.0 million from \$7.6 million when compared to the prior period in 2007.

The following table illustrates EBITDA for the nine months ended September 30, for the last three years of operations.

Period from January 1 to September 30th	EBITDA (In thousands of dollars)
2006 ⁽¹⁾	16,073
2007	19,767
2008	20,618

(1) 2006 EBITDA represents the combined results for CAG and the Fund. EBITDA for CAG is defined under "Non-GAAP Measures" with the exception that to facilitate comparison to the Fund we have added stock-based compensation and shareholder bonuses (including the performance component related to dealership management's compensation) expensed by CAG.

Net earnings decreased by \$44.7 million to a loss of \$38.3 million, from \$6.4 million of profit when compared to the same period in prior year. The majority of this decrease was due to significant impairment charges recorded in the third quarter of 2008. We recorded impairment charges on goodwill totaling \$47 million.

The last couple of months have seen a rapid and significant decline in our unit values not unlike many other trusts, shares of public companies, and our peer counterparts in the United States. This is one of the reasons for the Fund revaluing the goodwill that was primarily recorded at the time of the Fund's initial public offering where the units were valued at \$10.00 and the Fund had distributable cash of \$20.3 million. As a result of a \$10.00 unit price at the time of the initial public offering, the Fund recorded \$77.8 million of intangibles and \$74.4 million of goodwill for a total of \$152.2 million of goodwill and intangible assets on its opening balance sheet. At September 30, 2008 the Fund's units were trading at \$3.53 and distributable cash was \$24.3 million. The \$3.53 unit price represents a price decline of \$6.47 or 64.7% from the time of the initial public offering. As a result of revaluing goodwill, at September 30, 2008 the Fund has recorded \$39.3 million of goodwill and \$82.8 million of intangible assets for a total of \$122.1 million of goodwill and intangibles. This represents a 20% decline in the value of goodwill and intangibles on a combined basis. See the "Goodwill and Intangible Assets" section of the Third Quarter Operating Results for additional information.

The recognition of a future income tax recovery of \$1.869 million in the three-month period ended September 30, 2008 compared to the \$0.239 million future income tax expense incurred during the same period in the prior year was a result of both the goodwill impairment charge described above and the effect of the adoption of the new accounting pronouncement EIC-171 *Future Income Tax Consequences of Exchangeable Interests in an Income Trust or Specified Investment Flow-Through*. See the "Changes in Accounting Policies and Initial Adoption" section for additional information. The second quarter, along with the third quarter, is historically the industry's strongest in terms of revenues, earnings and EBITDA and the results of the Fund for the third quarter of 2008 follows this pattern.

Excluding the goodwill impairment charge and future income tax recovery, our financial performance has improved over the trailing 12 months ended September 30, 2008. For the three months ended September 30, 2008, net earnings, not including goodwill impairment charges and the future income tax recovery, increased by \$0.3 million to \$6.7 million, from \$6.4 million when compared to the same period in the prior year.

Revenues

For the three-month period ended September 30, 2008 revenues, from all dealerships owned and operated by the Fund, decreased by \$12.3 million or 5.4% from \$229 million to \$217 million. The decrease in revenue during the quarter was as a result of a significant decline in the average new and used vehicle transaction prices. The average new vehicle transaction price decreased by \$2,981 or 8.7% due to the change in consumer preference to smaller, less expensive cars and the average used vehicle transaction price decreased by \$1,963 or 8.4% during the three month period ended September 30, 2008 largely due to the declining value of the Canadian dollar and manufacturer rebates on new vehicles which also reduces the transaction price of comparable used vehicles. The number of new vehicles retailed decreased by 110 units mainly due to the drop in new vehicle sales in western Canada during the three month period ended September 30, 2008, however the decline in the number of new vehicles retailed was more than off set by an increase of an additional 168 used vehicles retailed during the same period. Further offsetting the decline

in new and used vehicle revenue were increases in both finance and insurance revenue and parts and service revenue. During the three month period ended September 30, 2008 finance and insurance revenue increased by \$691 or 5.4% from \$12.9 million to \$13.6 million and parts and service revenue increased by \$3.4 million or 14.5% from \$23.1 million to \$26.5 million.

During the nine-month period ended September 30, 2008 revenues from all dealerships owned and operated by the Fund, increased by \$6.0 million or 0.9% from \$638.1 million to \$644.1 million. The increase in revenue during the nine month period ended September 30, 2008 was as a result of revenue from the addition of three dealerships which was offset by a decline in the average transaction price of new and used vehicles as a result of decreased transaction prices, a significant increase in parts and service, finance and insurance revenue which was partly offset by a decrease in revenue generated from new vehicles. Revenue from new vehicle sales decreased by 6.0 million or 1.7% from \$360.9 million to 354.9 million as a result of a decline in the average transaction value per new vehicle retailed of \$1,907 or 5.5% during the nine month period ended September 30, 2008, this was partially offset by an increase in the number of vehicles retailed an additional 427 units. Further offsetting the decline in new vehicle revenue were increases in used vehicle revenue, finance and insurance revenue and parts and service revenue. During the nine month period ended September 30, 2008 finance and insurance revenue increased by \$3.5 million or 10.2% from \$34.4 million to \$37.9 million and parts and service revenue increased by \$8.4 million or 12.2% from \$68.3 million to \$76.6 million.

Revenues - Same Store Analysis

Fund management considers same store gross profit and sales information to be an important operating metric when comparing the results of the Fund to other industry participants. An acquired or open point dealership may take as long as two years in order to reach normalized operating results. As a result, in order for an acquired or open point dealership to be included in our same store analysis, the dealership must be owned and operated by us for eight complete quarters. For example, if a dealership was acquired on December 1, 2005, the results of the acquired entity would be included in quarterly same store comparisons beginning with the quarter ended March 31, 2008 and in annual same store comparisons beginning with the year ended December 31, 2008.

The following table summarizes the results for the three-month and nine-month periods ended September 30, 2008 on a same store basis by revenue source and compares these results to the same periods in 2007.

Same Store Revenue and Vehicles Sold

(In thousands of dollars except % change and vehicle data)	For the Three Months Ended			For the Nine Months Ended		
	September 30, 2008	September 30, 2007	<u>% Change</u>	September 30, 2008	September 30, 2007	<u>% Change</u>
Revenue Source						
New vehicles	90,274	119,766	(24.6)%	288,543	324,956	(11.2)%
Used vehicles	49,234	55,554	(11.3) %	153,672	165,785	(7.3)%
Finance & insurance and other	<u>11,067</u>	<u>11,843</u>	<u>(6.5)%</u>	<u>32,021</u>	<u>31,850</u>	<u>0.5%</u>
Subtotal	150,575	187,163	(19.5)%	474,236	522,591	(9.2) %
Parts, service & collision repair	<u>22,524</u>	<u>21,713</u>	<u>3.7%</u>	<u>67,055</u>	<u>64,665</u>	<u>3.6%</u>
Total	<u>173,099</u>	<u>208,876</u>	<u>(17.1)%</u>	<u>541,291</u>	<u>587,256</u>	<u>(7.8)%</u>
New vehicles – retail sold	2,271	2,952	(23.0)%	7,004	7,530	(7.0)%
New vehicles – fleet sold	513	464	10.5%	1,634	1,699	(3.8)%
Used vehicles sold	<u>2,255</u>	<u>2,324</u>	<u>(2.9)%</u>	<u>6,714</u>	<u>6,905</u>	<u>(2.8)%</u>
Total	<u>5,039</u>	<u>5,740</u>	<u>(12.2)%</u>	<u>15,352</u>	<u>16,134</u>	<u>(4.8)%</u>
Total vehicles retailed	<u>4,526</u>	<u>5,276</u>	<u>(14.2)%</u>	<u>13,718</u>	<u>14,435</u>	<u>(5.0)%</u>

Same store revenue decreased by 3.8% and 7.8% respectively in the three-month and nine-month periods ended September 30, 2008 when compared to the same periods in 2007. New vehicle revenues decreased by \$29.5 million or 24.6% for the three months ended September 30, 2008 over the same period in the prior year due in part to a decrease in the average selling price per new vehicle sold of \$2,634 or 7.5% over the prior year largely as a result of continued higher manufacturer incentives and/or reductions to manufacturers suggested retail prices that were introduced in the fourth quarter of 2007 as a result of the appreciation of the Canadian dollar. The decrease in the average selling price per new vehicle sold is consistent with market trends in Canada in 2008 that have seen new vehicle prices drop approximately 7.8% when compared to 2007. Another contributing factor to the decrease in new vehicle revenues for the three-month period ended September 30, 2008 was a net decrease in new vehicle sales of 632 units consisting of a decrease of 681 retail units and an increase of 49 low margin fleet unit sales. New vehicle revenues decreased by \$36.4 million or 11.2% for the nine-months ended September 30, 2008 over the same period in the prior year due to a decrease in the average selling price per new vehicle sold of \$1,806 over the same period in the prior year as a result of the factors discussed above. Another contributing factor to the decrease in new vehicle revenues for the nine-month period ended September 30, 2008 was a net decrease in new vehicle sales of 591 units consisting of a decrease of 526 retail units and a decrease of 65 low margin fleet unit sales.

Used vehicle revenues decreased by \$6.3 million or 11.4% and \$12.1 million or 7.3% respectively in the three-month and nine-month periods ended September 30, 2008 over the comparable periods in the prior year. For the three-month period ended September 30, 2008, the decrease was due to a combination of a decrease in the number of used vehicles sold of 69 and a decrease in the average selling price per used vehicle retailed of \$2,071. For the nine-month period ended September 30, 2008, the decrease was due to both a decrease in the number of vehicles sold of 191 and a decrease in the average selling price per used vehicle of \$1,121.

Finance and insurance and other revenue decreased by \$0.78 million or 6.5% in the three month period ended September 30, 2008 and increased by \$0.17 million or 0.5% in the nine-month periods ended September 30, 2008 when compared to the same periods in the prior year. For the three-month period ended September 30, 2008, the decrease was due to an increase in the average revenue per unit retailed of \$196 offset by a decrease in the number of units sold of 14.1%. For the nine-month period ended September 30, 2008, the increase was due to an increase in the average revenue per unit retailed of \$128 and a decrease in the number of units sold of 5.0%.

The increase in parts, service and collision repair revenue of \$0.81 million or 3.7% in the three-month period ended September 30, 2008 compared to the same period in the prior year was primarily a result of a combination of a 15.8% increase in the number of service and collision repair orders completed offset by an 10.4% decrease in the average revenue per service and collision repair order completed. The increase in parts, service and collision repair revenue of \$2.4 million or 3.7% in the nine-month period ended September 30, 2008 compared to the same period in the prior year was primarily a result of a combination of a 12.5% increase in the number of service and collision repair orders completed and a 7.8% decrease in the average revenue per service and collision repair order completed. The majority of the increase in parts, service and collision repair revenue can be attributed to 5 additional same store service bays in operation during the first quarter of 2008 and 5 additional same store service bays in operation during the second quarter of 2008. We expect that parts, service and collision repair revenues and gross profits will continue to improve as further service bay capacity is brought online in the next 3 months.

Gross profit

Gross profit, from all dealerships owned and operated by the Fund, for the three-month and nine-month periods ended September 30, 2008 increased by 8.1% to \$40.3 million and by 7.6% to \$113.4 million respectively when compared to the same periods in 2007. As indicated below, all of the increase in gross profit in the three-month and nine-month periods ended September 30, 2008 was the result of the recently opened or acquired dealerships that are not included within the same store classification.

Gross Profit - Same Store Analysis

The following table summarizes the results for the three-month and nine-month periods ended September 30, 2008 on a same store basis by revenue source and compares these results to the same periods in 2007.

Same Store Gross Profit and Gross Profit Percentage

(In thousands of dollars except % change and gross profit %)	For the Three Months Ended						For the Nine Months Ended					
	Gross Profit			Gross Profit %			Gross Profit			Gross Profit %		
	Sept 30, 2008	Sept 30, 2007	% Change	Sept 30, 2008	Sept 30, 2007	Change	Sept 30, 2008	Sept 30, 2007	% Change	Sept 30, 2008	Sept 30, 2007	Change
Revenue Source												
New vehicles	7,269	8,099	(10.2)%	8.1%	6.8%	1.3%	21,540	22,013	(2.1)%	7.5%	6.8%	0.7%
Used vehicles	4,404	4,635	(5.0)%	9.0%	8.3%	0.7%	12,901	14,882	(13.3)%	8.4%	9.0%	(0.6)%
Finance & insurance and other	<u>10,395</u>	<u>11,113</u>	<u>(6.5)%</u>	93.9%	93.8%	0.1%	<u>30,186</u>	<u>30,154</u>	<u>0.1%</u>	94.3%	94.7%	(0.5)%
Subtotal	22,068	23,847	(7.5)%				64,627	67,049	(3.6)%			
Parts, service & collision repair	<u>11,184</u>	<u>10,545</u>	<u>6.1%</u>	<u>49.7%</u>	<u>48.6%</u>	<u>1.1%</u>	<u>32,250</u>	<u>30,698</u>	<u>5.1%</u>	<u>48.1%</u>	<u>47.5%</u>	<u>0.6%</u>
Total	<u>33,252</u>	<u>34,392</u>	<u>(3.3)%</u>	<u>19.2%</u>	<u>16.5%</u>	<u>2.7%</u>	<u>96,877</u>	<u>97,747</u>	<u>(0.9)%</u>	<u>17.9%</u>	<u>16.6%</u>	<u>1.3%</u>

Same store gross profit decreased by 3.3% and 0.9% in the three-month and nine-month periods ended September 30, 2008 when compared to the same period in the prior year. New vehicle gross profit decreased by \$0.83 million or 10.2% in the three-month period ended September 30, 2008 when compared to the same period in the prior year as a result of an increase in the average gross margin per new vehicle sold of \$240 and the previously discussed net decrease in new vehicle sales of 632 units. We attribute the higher gross margin earned per new vehicle sold as a result of the continued availability of high manufacturer incentives and/or reductions to manufacturers suggested retail prices that allowed for stronger gross margins to be obtained on new vehicle

transactions combined with a change in sales mix between retail and fleet sales. New vehicle gross profit decreased by \$0.5 million or 2.1% in the nine-month period ended September 30, 2008 when compared to the same period in the prior year as a result of an increase in the average gross margin per new vehicle sold of \$108 and the previously discussed net decrease in new vehicle sales of 591 units consisting of a decrease of 526 retail units and a decrease of 65 low margin fleet unit sales.

Used vehicle gross profit decreased by \$0.23 million or 5.0% in the three-month period ended September 30, 2008 over the same period in the prior year. The decrease was due to both a decrease in the number of units sold of 69 and a decrease in the average gross per used vehicle retailed of \$41. Used vehicle gross profit decreased by \$2.0 million or 13.3% in the nine-month period ended September 30, 2008 over the same period in the prior year. The decrease was due to both a decrease in the number of units sold of 191 and a decrease in the average gross per used vehicle retailed of \$234. The decline in the gross profit earned per used vehicle retailed during the quarter is attributed to continued turbulence in the used vehicle wholesale valuation in Canada. Management believes that turbulence in used vehicle valuations will continue throughout this year for reasons previously discussed including an unprecedented volume of "off-lease" vehicles returning to market, and uncertainty with respect to manufacturer incentives, reductions in Manufacturer Suggested Retail Price ("MSRP"), or a combination of both of these factors which in turn impact the amount paid by the customer when acquiring a new vehicle.

Finance and insurance and other gross profit decreased by \$0.7 million or 6.5% in three-month period ended September 30, 2008. Finance and insurance and other gross profit increased by \$0.03 million or 0.1% in nine-month period ended September 30, 2008 as a result of a higher penetration ratio attained with a vendor from which we earned a higher commission rate than from other suppliers of similar products.

The increase in parts, service and collision repair gross profit of \$0.6 million or 6.1% in the three-month period ended September 30, 2008 was the result of a combination of a 15.8% increase in the number of service and collision repair orders completed offset by an 8.4% decrease in the average gross profit per service and collision repair order completed. The increase in parts, service and collision repair gross profit of \$1.6 million or 5.1% in the nine-month period ended September 30, 2008 was the result of the combination of a 12.5% increase in the number of service and collision repair orders completed offset by a 6.6% decrease in the average gross profit per service and collision repair order completed.

Selling, general and administrative expenses

During the three-month and nine-month periods ended September 30, 2008, SG&A expenses increased by 13.3% to \$30.5 million and 11.0% to \$86.7 million respectively over the same periods in the prior year primarily as a result of the three dealerships opened or acquired in 2007 and the two dealerships acquired in 2008. During the three-month period ended September 30, 2008, SG&A as a percentage of gross profit was 75.5% which is 3.4% higher than the same period in the prior year. During the nine-month period ended September 30, 2008, SG&A as a percentage of gross profit increased from 74.0% to 76.4%. This increase was primarily due to the escalation in advertising expense and the increase in salary and commission expense per vehicle retailed that has occurred in 2008 when compared to the same period in 2007.

Amortization expense

During the three-month period ended September 30, 2008, amortization was \$885 while it was \$794 for the prior period in 2007.

Floorplan interest expense

During the three-month and nine-month periods ended September 30, 2008, floorplan interest expense decreased by 36.0% to \$1,693 and 21.3% to \$5,621 when compared to the same periods in 2007. The decrease in interest expense was caused by a decrease in the average prime lending interest rate for the three-month and nine-month periods ended September 30, 2008 when compared to the same periods in 2007 and a general inventory decrease.

At September 30, 2008, a change in the annual interest on floating rate debt of one percent would result in a change in annual interest expense of approximately \$1,458

The following table summarizes the interest rates at the end of the last eight quarters on our Chrysler Financial Corporation (“CFC”) revolving floorplan facility.

	Q4 2006	Q1 2007	Q2 2007	Q3 2007	Q4 2007	Q1 2008	Q2 2008	Q3 2008
CFC Revolving Floorplan Facility Interest Rate	5.75%	5.75%	5.75%	6.00%	5.75%	5.00%	4.50%	4.50%

As of the date of this MD&A our floor-plan interest rate is 3.75%.

Some of our manufacturers provide non-refundable credits on the floorplan interest to offset the dealership’s cost of inventory that, on average, effectively provide the dealerships with interest-free floorplan financing for the first 45 to 60 days of ownership. During the three-month period September 30, 2008, the floorplan credits were \$1,130. GAAP requires the floorplan credits to be accounted for as a reduction in the cost of new vehicle inventory and subsequently a reduction in the cost of sales as vehicles are sold.

Goodwill and Intangible Asset Impairment Charges

Pursuant to Section 3062 of the CICA Handbook, “Goodwill and Intangible Assets”, we are required to test our goodwill and intangible assets for impairment annually, or more frequently if events or changes in circumstances indicate that the assets might be impaired.

During the third quarter of 2008, based on the adverse change in the business climate and the significant decline in our market capitalization we determined that our intangible assets (dealership agreements) required an interim test of impairment, in advance of our scheduled annual impairment test in the fourth quarter. In conjunction with the test for impairment of intangible assets, we also performed our annual test for impairment over goodwill as was scheduled for the third quarter of 2008.

Based on the results of the test for impairment of intangible assets, we determined that intangible assets have been appropriately valued as at September 30, 2008. Based on the results of the test for impairment of goodwill, we recorded a goodwill impairment charge in the third quarter of 2008 of \$47 million.

Sensitivity

Our financial performance is dependent in part upon new vehicle sales. Based on our historical financial data, management estimates that an increase or decrease of one new retail vehicle sold (and the associated finance and insurance income on the sale) would result in a corresponding increase or decrease in our estimated cash available for distribution of approximately \$1,500 per vehicle. This analysis does not take into account any operating strategies which we may employ in response to changing trends in vehicle sales.

New Dealerships

The Fund currently owns or manages 21 franchised automotive dealerships. At the time of the Fund’s initial public offering (“IPO”) in May of 2006 the Fund owned 14 franchised automotive dealerships. Since this time the Fund has acquired or opened five additional dealerships and has entered into agreements to finance and provide management services to two dealerships. The nature of the agreements between the Fund and CAG regarding its managed dealerships are such that their results are fully consolidated with the Fund as required under GAAP. The managed dealerships are owned by a subsidiary of CAG which owns 46% of the Fund on a fully diluted basis.

The Fund is continuing to pursue opportunities to acquire additional franchised automotive dealerships and to be awarded additional open points. Typically, it is a term of dealership franchise agreements that the manufacturer (“OEM”) has a right to match any purchase and sale agreement that the Fund, or any other proposed purchaser, enters into. In addition, such franchise agreements typically provide that the OEM has the right to not approve a proposed purchaser, provided the OEM can justify its refusal on reasonable grounds.

Acquisitions and Open Points

- On April 1, 2008, the Fund purchased the net operating assets of Doner Infiniti Nissan. Located in Newmarket, Ontario, the dealership operates out of 22,000 square foot facility with 14 service bays plus 4 other bays and a 16 car showroom. Doner

Infiniti Nissan has been in operation since 1977, and in 2007, sold 754 new vehicles and 429 used vehicles.

- On July 7, 2008, the Fund completed the purchase of the assets of Cambridge Hyundai located in Cambridge, Ontario, as well as the land and dealership premises. The dealership shall continue under the name Cambridge Hyundai, and is operating out of a new 15,300 square foot new facility located on three acres of land. The new facility has eight service bays, a double drive through, and a six vehicle new car show room. Prior to the acquisition of this dealership by the Fund, the dealership operated since 1996 in another location from a 4,800 square feet facility with three service bays and a two car show room. Cambridge Hyundai has been in operation since 1996, and in its prior facility sold 293 new vehicles and 128 used vehicles in 2007.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow from Operating Activities

Cash flow from operating activities (including changes in non-cash working capital) of the Fund for the period from July 1, 2008 to September 30, 2008 was \$10.5 million. On an annual basis, the Fund generates sufficient cash flow from operations to fund capital expenditures, distributions, working capital requirements and to service its debt obligations.

Credit Facilities

Our credit facilities (“Credit Facilities”) with Chrysler Financial Corporation (“CFC”) provide for a Revolving Floorplan Facility and a Revolving Term Facility

The Revolving Floorplan Facility provides the Fund of up to \$183.1 million to mainly finance our new vehicle inventories, but allows for used vehicle inventory subject to certain terms and conditions.

The Revolving Term Facility provides the Fund of up to \$50 million to assist in the financing of our working capital and the acquisition of franchised automobile dealerships. This facility has a term of three years from May 11, 2007.

Amounts drawn on the Revolving Term Facility to assist in the financing of our working capital will be primarily for used vehicles (which cannot be financed through the Revolving Floorplan Facility), parts inventory and general corporate purposes, including financing the costs incurred in equipping our Open Points, or in purchasing new equipment for our existing dealerships and finance the acquisition of franchised automobile dealerships. \$19.9 million of the \$50 million Revolving Term Facility has been drawn on as at September 30, 2008 in connection with financing the acquisitions of Victoria Hyundai, Grande Prairie Nissan, Doner Infiniti Nissan, Cambridge Hyundai and to meet working capital requirements. As of September 30, 2008, the Fund has \$19.2 million of cash and cash equivalents, of which \$11.3 million is required to maintain manufacturer imposed working capital restrictions. As a result, \$7.9 million of cash is available that could be used to reduce the Revolving Term Facility. The Fund currently holds a significant amount of cash in high interest accounts that pays interest at the same rate that we are charged interest when flooring vehicles. The Fund uses available cash to finance the purchase of used vehicles, growth expenditures, and day to day operational expenditures. The Fund is currently evaluating how to best utilize its available cash and achieve even greater returns. The Fund has not drawn on the Revolving Term Facility to finance the start-up costs associated with Grande Prairie Mitsubishi, Grande Prairie Subaru or Northland Nissan which have been financed with cash generated from operations.

Advances under the Revolving Term Facility are repayable without any pre-payment penalties or bonus (subject to normal breakage costs) and will bear interest at a floating rate plus an applicable spread. The Fund and CFC have amended the Revolving Term Facility to:

- (i) Permit the Fund to provide financial assistance to entities it may create to own, on behalf of the Fund, real estate for its dealerships; and
- (ii) Replace the “Debt to Tangible Net Worth Ratio” with a “Debt to Equity Ratio”, the latter being a better reflection of the nature of the Fund’s business model, and to set such ratio at a maximum of 0.9:1 Debt (excluding floorplan debt) to Equity.

CFC has indicated to the Fund that it does not anticipate renewing the Revolving Term Facility after May, 2010.

Both the Revolving Floorplan Facility and the Revolving Term Facility require maintenance of certain financial covenants and are collateralized by a general security agreement consisting of a first security interest on all present and future property. The Credit Facilities may in certain circumstances restrict the ability of the Fund to pay distributions if the payment would result in a default

under the Credit Facilities. At September 30, 2008, the Fund was in compliance with these covenants and we anticipate remaining in compliance.

Based on the current market conditions, management intends to replace the credit facility at such time as the credit markets improve and favorable terms can be obtained.

Financial Instruments

The Fund's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, revolving floorplan facilities, distributions payable, long-term debt and obligation under capital lease.

The Fund has made the following classifications:

- Cash and cash equivalents and restricted cash are classified as financial assets held for trading and are measured at fair value. Gains and losses related to subsequent revaluations are recorded in net earnings;
- Accounts receivable are classified as loans and receivables and are initially measured at fair value with subsequent measurement at amortized cost. All accounts receivable bad debts are charged to selling, general and administrative expenses;
- Accounts payable and accrued liabilities, revolving floorplan facilities, distributions payable, long-term debt and obligation under capital lease are classified as other liabilities and are initially measured at fair value with subsequent measurement at amortized cost;
- Transaction costs are expensed as incurred for financial instruments; and,
- Interest expense is recorded in net earnings.

Financial risk management

The Fund's activities are exposed to a variety of financial risks of varying degrees of significance which could affect the ability to achieve strategic objectives. The Fund's overall risk management program focuses on the unpredictability of financial and economic markets and seeks to minimize potential adverse effects on the Fund's financial performance. Risk management is carried out by financial management in conjunction with overall Fund governance. The principal financial risks to which the Fund is exposed are described below.

(a) Foreign currency risk

Foreign currency risk arises from the fluctuations in foreign exchange rates and the degree of volatility of these rates relative to the Canadian dollar. The Fund is not significantly exposed to foreign currency risk.

(b) Interest rate risk

The Fund's Revolving Floorplan Facilities and Revolving Term Facility are subject to interest rate fluctuations and the degree of volatility in these rates. The Fund does not currently hold any financial instruments that mitigate this risk. At September 30, 2008, a change in the annual interest on floating rate debt of one percent would result in a change in annual interest expense of approximately \$1,458.

(c) Market risk

The Fund's unit price is impacted by external market risk, including the financial health of our suppliers and lenders. Further exposure to financial market risk is limited since there are no significant financial instruments which will fluctuate as a result of changes in market prices.

(d) Credit risk

The Fund's exposure to credit risk associated with its accounts receivable is the risk that a customer will be unable to pay amounts due to the Fund or its subsidiaries. Concentration of credit risk with respect to contracts-in-transit and accounts receivable is limited primarily to automobile manufacturers and financial institutions. Credit risk arising from receivables from commercial customers is not significant due to the large number of customers dispersed across various geographic locations comprising our customer base.

Accounts receivable are aged as at September 30, 2008 by the following approximate percentages:

Current	86%
31 to 60 days	8%
61 to 90 days	4%
91 to 120 days	1%
Over 120 days	1%

The Fund evaluated receivables for collectability based on the age of the receivable, the credit history of the customers and past collection experience. During the quarter, \$568 of accounts receivable were allowed for and \$477 of previously allowed amounts were recovered. The allowance for doubtful accounts amounted to \$703 as of September 30, 2008 (\$965 as of December 31, 2007). Allowances are provided for potential losses that have been incurred at the balance sheet date. The amounts disclosed on the balance sheet for accounts receivable are net of the allowance for bad debts.

Concentration of cash and cash equivalents exists due to the significant amount of cash held with CFC.

(e) Liquidity risk

Liquidity risk is the risk that the Fund is not able to meet its financial obligations as they become due or can do so only at excessive cost. The Fund's growth is financed through a combination of the cash flows from operations, borrowing under existing credit facilities and the issuance of equity. Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through adequate amount of committed credit facilities. One of management's primary goals is to maintain an optimal level of liquidity through the active management of the assets and liabilities as well as cash flows. Due to the dynamic nature of the business, the Fund aims to maintain flexibility in funding by keeping committed credit facilities available (note 5 & 6).

The Fund's liabilities have contractual maturities which are summarized below:

	Current within 12 months	Non-current 1-5 years
	\$	\$
Accounts payable and accrued liabilities	26,067	-
Revolving floorplan facility	135,562	-
Distributions payable	1,682	-
Long-term debt	392	23,403
Obligation under capital lease	149	438
	<u>163,852</u>	<u>23,841</u>

(f) Fair value

The estimated fair value of accounts receivable, accounts payable and accrued liabilities, revolving floorplan facilities and distributions payable approximate carrying value due to the relatively short-term nature of the instruments. The estimated fair value of the obligations under capital lease and long-term debt approximates the carrying value because interest rates are floating and approximate market rates.

Capital Expenditures

Our capital expenditures consist primarily of leasehold improvements, the purchase of furniture and fixtures, service vehicles, computer hardware and computer software. Management expects that our annual capital expenditures will increase in the future, as a function of increases in the number of locations requiring maintenance capital expenditures, the cost of opening new locations and increased spending on information systems. Our future growth is dependent on our ability to acquire and integrate additional dealerships and to successfully operate existing dealerships. Management expects that our cash flow generated from operations, together with working capital availability under our Revolving Term Facility, is sufficient to fund our debt service, working capital requirements and capital spending for the next year.

In 2006, the Fund announced that it was undertaking to convert its dealerships to a common upgraded software platform and had entered into a contract with ADP to work with the Fund to install and train the dealership staff to utilize ADP's next generation of dealership accounting software. During the first quarter of 2008, the Fund continued its upgrade of existing dealership management software supplied by ADP. We currently have three remaining locations that are supplied by other dealership management software companies and plan to convert them to ADP in the future. This will be significant tool to enable continued improvement in information processing efficiencies, standardization of key business processes and to share best practices across all dealerships.

Costs related to the Open Points will be treated as growth capital when incurred (see Acquisitions and Open Points above).

In the second quarter, the Fund completed the relocation to new premises of its Grande Prairie Subaru (Grande Prairie, Alberta) dealership. In early July 2008, the Fund completed the relocation to new premises of its Grande Prairie Mitsubishi and in October 2008 its Grande Prairie Nissan dealerships (both located in Grande Prairie, Alberta). Collectively these three dealerships add 20 additional service bays, and provide new, expanded, first class facilities to represent the respective brands. During the fourth quarter of this year, the Fund plans to relocate its Capital Chrysler dealership located in Edmonton Alberta. By the second or third quarter 2009, the Fund anticipates relocating its Crosstown Chrysler dealership, located in Edmonton, Alberta. All such relocations result in additional capital expenditures for leasehold improvements, furniture and fixtures, service vehicles, computer hardware, and computer software. The purpose of these relocations is to offer customers improved facilities to better enhance the sales and service experience, as well as offer increased service capacity which in turn should lead to increased profitability. Both Capital Chrysler and Crosstown Chrysler are currently under construction and when completed, will add a further 39 service bays.

The relocation dates indicated above are based on management estimates and are dependent on numerous factors such as weather conditions and the availability of construction labour and equipment. Some of these factors are beyond management's control.

The Fund's previously announced intention to relocate its Northland Dodge and Northland Nissan dealerships located in Prince George, British Columbia in 2008 is being reviewed in the context of alternate locations which have become available and thus decisions regarding relocation are being deferred until the fourth quarter of 2008.

Currently, the Fund rents its dealership facilities from third parties which in some cases include CAG. In July of 2008, the Fund acquired the land and dealership premises of Cambridge Hyundai located in Cambridge, Ontario. Consideration is being given by the Fund to amend the Fund's credit agreements to enhance the ability of the Fund to own additional land and dealership facilities.

Contractual Obligations

The table below sets forth, as at September 30, 2008, the material contractual obligations of the Fund, due in the years indicated, which relate to various premises and equipment leases.

(In thousands of dollars)	<u>Leases</u> \$	<u>Long-term Debt</u> \$	<u>Total</u> \$
Less than one year	6,185	392	6,577
One to three years	15,070	23,403	38,473
Four to five years	2,711	-	2,711
Thereafter	390	-	390
	<u>24,356</u>	<u>23,795</u>	<u>48,151</u>

Normal Course Issuer Bid

In August 2008, we received regulatory approval from the Toronto Stock Exchange to purchase for cancellation, from time to time, as we consider advisable, our issued and outstanding units. Pursuant to the normal course issuer bid (the "Bid"), we may purchase for cancellation up to a maximum of 547,475 units, being approximately 5% of our outstanding "public float". The Bid commenced on August 21, 2008 and will terminate on August 20, 2009 or such earlier time as the Bid is completed or terminated at our option.

During the three months ended September 30, 2008, we purchased for cancellation 68,670 units at an average cost of \$4.29 per unit for total cash consideration of \$294,569. At September 30, 2008 we cancelled 49,962 units at an average cost of \$4.53 per unit or total repurchase cost of \$226,410. Subsequent to September 30, 2008 and before the release of this MD&A, we cancelled the remaining 18,708 units with an average cost of \$3.64 per unit or total repurchase cost of \$68,159.

Financial Position

The following table shows selected audited balances of the Fund for December 31, 2007 and December 31, 2006 as well as unaudited balances of the Fund at September 30, 2008, June 30, 2008, March 31, 2008, September 30, 2007, June 30, 2007 and March 31, 2007.

Balance Sheet Data	The Fund							
	September 30, 2008	June 30, 2008	March 31, 2008	December, 31, 2007	September 30, 2007	June 30, 2007	March 31, 2007	December 31, 2006
Cash and cash equivalents	19,194	18,459	15,298	18,014	20,179	21,077	24,268	20,880
Accounts receivable	39,390	35,374	36,411	34,274	39,940	35,980	31,200	27,742
Inventories	134,565	135,447	132,549	142,128	147,419	132,814	117,034	112,680
Total assets	338,296	374,912	364,879	374,341	387,263	369,678	351,732	338,532
Revolving floorplan facilities	135,562	131,505	134,023	143,655	152,390	133,731	118,974	113,357
Total long term liabilities	31,836	35,837	28,831	28,153	30,228	30,795	11,674	5,775

Net Working Capital

The automobile manufacturers represented by the Fund require the Fund to maintain an aggregate minimum net working capital of approximately \$32.3 million. At September 30, 2008, net working capital was approximately \$39.6 million.

Off Balance Sheet Arrangements

The Fund has not entered into any off balance sheet arrangements.

Related Party Transactions

Note 11 to the unaudited interim financial statements of the Fund summarize the transactions between the Fund and its related parties. These transactions are management and non-competition fees received and rents paid to companies with common ownership, management and directors. In addition, there are consulting fees paid to a company controlled by a trustee. The total management and non-competition fees received from CAG for the three-month period ended September 30, 2008 was \$103. We lease twelve of our twenty-one locations as of September 30, 2008 from related parties to the Fund. The total rent paid by us to the related parties for the three-month period ended September 30, 2008 was \$1,238. We have received advice from a national real estate appraisal company that the market rents at each of our facilities leased from related parties of the Fund were at fair market value rates when the leases were entered into.

Changes in Accounting Policies and Initial Adoption

- a) Financial instruments – presentation and disclosure (CICA Handbook Sections 3862 and 3863)

On January 1, 2008, the Fund adopted Section 3862, “Financial Instruments – Disclosures”, replacing Section 3861, “Financial Instruments – Disclosure and Presentation.” This Section describes the required disclosures related to the significance of financial instruments on the entity’s financial position and performance and the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks. This Section complements the principles of recognition, measurement and presentation of financial instruments of Section 3855, “Financial Instruments – Recognition and Measurement,” Section 3863, “Financial Instruments – Presentation” and Section 3865, “Hedges.”

The adoption of this Section required that the Fund present sensitivity analysis regarding currency risk, interest rate risk and commodity prices risk. This disclosure has been made in Note 15 of these interim consolidated financial statements. Comparative information about the nature and extent of risks arising from financial instruments is not required in the year Section 3862 is adopted.

On January 1, 2008, the Fund adopted Section 3863, “Financial Instruments – Presentation,” replacing Section 3861, “Financial Instruments – Disclosure and Presentation.” This Section establishes standards for presentation of financial instruments and non-financial derivatives. The adoption of this Section had no impact on the presentation of the interim consolidated financial statements.

- b) Capital disclosures (CICA Handbook Section 1535)

On January 1, 2008, the Fund adopted Section 1535, “Capital Disclosures.” This Section requires that an entity disclose information that enables users of its financial statements to evaluate an entity’s objectives, policies and processes for managing capital, including disclosures of any externally imposed capital requirements and the consequences of non-compliance. The adoption of this Section required that information on capital management be included in the notes to the interim consolidated financial statements. This disclosure has been made in Note 16, Capital Disclosures.

- c) Inventories (CICA Handbook Section 3031)

On January 1, 2008, the Fund adopted Section 3031, “Inventories.” This standard requires the measurement of inventories at the lower of cost and net realizable value and includes guidance on the determination of cost, including allocation of overheads and other costs to inventory. The standard also requires the consistent use of either first-in, first out (FIFO) or weighted average cost formula to measure the cost of inventories and requires the reversal of

previous write-downs to net realizable value when there is a subsequent increase in the value of inventories. The adoption of this Section did not have any financial impact on our financial position or results of operations.

d) Future Income Taxes (Emerging Issues Committee (“EIC”) Abstract No 171)

On September 1, 2008, the Fund adopted EIC-171, “Future Income Tax Consequences of Exchangeable Interests in an Income Trust or Specified Investment Flow-Through”. This abstract requires that future income taxes related to temporary differences associated with the assets and liabilities attributable to the exchangeable interests should not be recorded prior to the conversion of the exchangeable interest. When the exchangeable interest is presented as part of unitholders’ equity, the future income taxes should be accounted for as a capital transaction at the time of conversion. Application should be retrospective with restatement of prior periods commencing with the period that includes the date of substantive enactment of the changes to the Income Tax Act. The adoption of this abstract resulted in the following transitional adjustments to the consolidated balance sheet and consolidated statement of operations, comprehensive income (loss) and deficit {increases (decrease)}:

	<i>Three Months Ended September 30, 2008</i>	<i>Nine Months Ended September 30, 2007</i>	<i>Nine Months ended September 30, 2008</i>	<i>Three Months ended September 30, 2007</i>
Long-term future income tax liability	-	(8,575)	-	(8,984)
Future income tax expense	-	(204)	-	(8,984)
Opening retained earnings (deficit)	-	8,779	-	-

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in conformity with GAAP, which requires management to make estimates, judgments and assumptions that management believes are reasonable based upon the information available. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Management bases its estimates on historical experience and other assumptions which it believes to be reasonable under the circumstances. Management also evaluates its estimates on an ongoing basis.

Our significant accounting policies are described in Note 2 (“Significant Accounting Policies”) of the December 31, 2007 audited consolidated financial statements of the Fund. The policies which management believes are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

Revenue Recognition

Vehicles, parts, service and collision repair

Revenue from the sale of new and used vehicles is recognized upon delivery, passage of title, signing of the sales contract and approval of financing or receipt of payment. Revenue from the sale of parts, service and collision repair is recognized upon delivery of parts to the customer or at the time vehicle service or repair work is completed. Manufacturer vehicle incentives and rebates are recognized as a component of new vehicle cost of sales when earned, generally at the time the related vehicles are sold. Dealer trades are recognized on a net basis upon delivery. Net revenue associated with dealer trades is nominal.

Finance and insurance

The Fund arranges financing for customers through various financial institutions and receives a commission from the lender based on the difference between the interest rate charged to the customer and the interest rate set by the financing institution, or a flat fee. This revenue is included in vehicles revenue on the statement of operations. The Fund also receives commissions for facilitating the sale of third party insurance products to customers, including credit and life insurance policies and extended service contracts. These commissions are recorded as revenue at the time the customer enters into the contract and the Fund is entitled to the commission. The Fund is not the obligor under any of these contracts. In the case of finance contracts, a customer may prepay or fail to pay their contract, thereby terminating the contract. Customers may also terminate extended service contracts and other insurance products, which are fully paid at purchase, and become eligible for refunds of unused premiums. In these circumstances,

a portion of the commissions the Fund receives may be charged back to the Fund based on the terms of the contracts. The revenue the Fund records relating to commissions is net of an estimate of the amount of chargeback's the Fund will be required to pay. This estimate is based upon historical chargeback experience arising from similar contracts, including the impact of refinance and default rates on retail finance contracts and cancellation rates on extended service contracts and other insurance products.

Lease revenue

Lease revenue is recognized on a straight-line basis over the term of the related lease agreement as amounts become due.

Inventory Valuation

Inventory is valued at the lower of cost and net realizable value. The value of our inventory is dependent upon our ability to plan and manage our inventory so as to avoid miscalculation in brand or model popularity. Any such miscalculation could adversely affect the value of our inventory. Our planning procedures and our supply chain structure are designed to minimize inventory write downs.

Finance and Insurance Commission Reserve

As discussed above we may be required to pay back a portion of the commissions earned from the sale of third party finance and insurance products in the event of early contract termination by customers. A reserve for future repayments is established at the time the sale is made. Our process for establishing the reserve carefully considers our historical repayment percentages and the timing of such repayments.

Income Taxes

As an income trust we are currently not subject to income taxes to the extent our taxable income in a year is paid or payable to our unit holders.

Enacted tax changes for Canadian income trusts

On June 12, 2007, the Government of Canada enacted legislation to impose additional income taxes on Specified Investment Flow-Through ("SIFT") trusts and SIFT partnerships, including AutoCanada, effective January 1, 2011. Prior to June 2007, we estimated the future income tax on certain temporary differences between amounts recorded on our balance sheet for book and tax purposes at a nil effective tax rate.

In December 2007, the Government of Canada substantively enacted rate reductions which lowered corporate tax rates for the years 2008 to 2012 and beyond. The federal corporate tax rates were reduced from 19.5 percent in 2008 to 15 percent in 2012 and future years. These rate reductions resulted in rate reductions to the trust taxation from 31.5 percent as enacted by the Government of Canada in second quarter 2007 for years commencing 2011, to 29.5 percent in 2011 and 28.0 percent thereafter.

The Fund currently has unused tax deductions of approximately \$60 million which can be utilized in the future to reduce the Fund's taxable income. We plan to maximize the amount of the tax pools that can be carried forward to reduce and defer, as much as possible, our income tax exposure beginning in 2011. To achieve this objective, we plan to maximize the taxable component of all distributions declared in 2008 through 2010.

The SIFT rules provide that, while there is no intention to prevent "normal growth" during the transitional period, any "undue expansion" could result in the transition period being "revisited", presumably with the loss of the benefit to the Fund of that transitional period. As a result, the adverse tax consequences result from the SIFT Rules could be realized sooner than January 1, 2011. On December 15, 2006, the Government of Canada issued guidelines with respect to what is meant by "normal growth" in this context. Specifically, the Government of Canada stated that "normal growth" would include equity growth within certain "safe harbour" limits, measure by reference to a SIFT's market capitalization as of the end of trading on October 31, 2006 (which would include only the market value of the SIFT's issued and outstanding publicly-traded units, and not any convertible debt, options, or other interests convertible into or exchangeable for trust units). These guidelines have been incorporated into the SIFT Rules. Those safe harbour limits are the greater of \$50 million or 40 percent of the market capitalization benchmark for the period from November 1, 2006 to December 31, 2007, and 20 percent each for calendar 2008, 2009, and 2010. Moreover, these limits are cumulative (other than the \$50 million annual limit), so that any unused limit for a period carries over into the subsequent period.

AutoCanada's market capitalization as of the close of trading on October 31, 2006, having regard only to issued and outstanding publicly-traded units, was approximately \$133 million, which means AutoCanada's "safe harbour" equity growth amount for the period ending December 31, 2007 is approximately \$53 million. For 2008, the available amount is \$103 million including the \$53 million carried over from 2007. As a consequence, the Fund could issue new units for proceeds of \$103 million in 2008 and remain within the "safe harbour" guidelines. There is \$50 million available for each 2009 and 2010.

AutoCanada's management will continue to review and consider alternatives for the most efficient organizational structure for AutoCanada. The Fund is established in Alberta where a corporation is subject to lower overall tax rates than the rate that will apply to SIFT's in 2011.

On July 14, 2008, the Government of Canada released proposed amendments to the Income Tax Act that are intended to permit the conversion of income trusts into corporations. The Fund is currently evaluating the impact of these proposed amendments. AutoCanada expects to take advantage of the flow-through mechanism of the trust structure until 2011, unless there are more compelling reasons for converting prior to 2011. Management believes that similar to American public companies which own and operate franchised automotive dealerships, AutoCanada continues to be a long-term value investment in the automotive industry in Canada and does not rely on the tax efficiency of a flow-through trust model to sustain our business. Our business model and growth prospects provide a solid foundation for future distributions and our ability to generate value for our unitholders.

Disclosure Controls & Procedures

Management of the Fund has evaluated the effectiveness of the Fund's disclosure controls and procedures (as defined in Multilateral Instrument 52-109 of the Canadian Securities Administrators) as of December 31, 2007. Based on that evaluation, we concluded that the design and operation of these disclosure controls and procedures are effective.

Internal Controls Over Financial Reporting

Management is responsible for designing such internal controls over financial reporting, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. No changes were made in the Fund's internal control over financial reporting during the three-month period ended September 30, 2008, that have materially affected, or are reasonably likely to materially affect, the Fund's internal control over financial reporting. The Fund's financial reporting procedures and practices have enabled the certification of the Fund's interim filings in compliance with Multilateral Instrument 52-109 "Certification of Disclosure in Issuers' Annual and Interim Filings". Management has designed such internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements and other annual and interim filings in accordance with Canadian Generally Accepted Accounting Principles.

CEO and CFO Certifications

The Fund files certifications, signed by the CEO and CFO, with the Canadian Securities Regulatory Authorities upon filing of the Fund's annual financial statements and MD&A. In those filings, the CEO and CFO certify, as required by Multilateral Instrument 52-109, the appropriateness of the financial disclosures, the design and evaluation of the Fund's disclosure controls and procedures, and the design of internal controls over financial reporting. The Fund's CEO and CFO also certify the appropriateness of the financial disclosures in its interim filings with Canadian Securities Regulatory Authorities, and that they have designed disclosure controls and procedures, and internal controls over financial reporting. The Audit Committee reviewed this MD&A, and the interim consolidated financial statements, and the Board of Directors and Trustees approved these documents prior to their release.

Outlook

The outlook regarding vehicle sales in Canada is difficult to predict.

On the positive side, Canadian new vehicle sales are predicted to remain relatively strong through 2008. As evident in the following chart, however, such sales are predicted to decrease by approximately 7.8 percent in 2009.

New Vehicle Sales Outlook by Province*

(thousands of units, annual rates)

	<u>1994-2005</u> Average	<u>2006</u>	<u>2007</u>	<u>2008f</u>	<u>2009f</u>
Canada	1,446	1,614	1,654	1,670	1,590
Atlantic	102	110	118	129	124
Central	936	997	1,001	1,012	941
Quebec	366	396	408	428	401
Ontario	570	601	593	584	540
West	408	507	535	529	525
Manitoba	42	44	45	47	47
Saskatchewan	36	38	44	48	49
Alberta	166	236	249	248	244
British Columbia	164	189	197	186	185

* Includes cars and light trucks

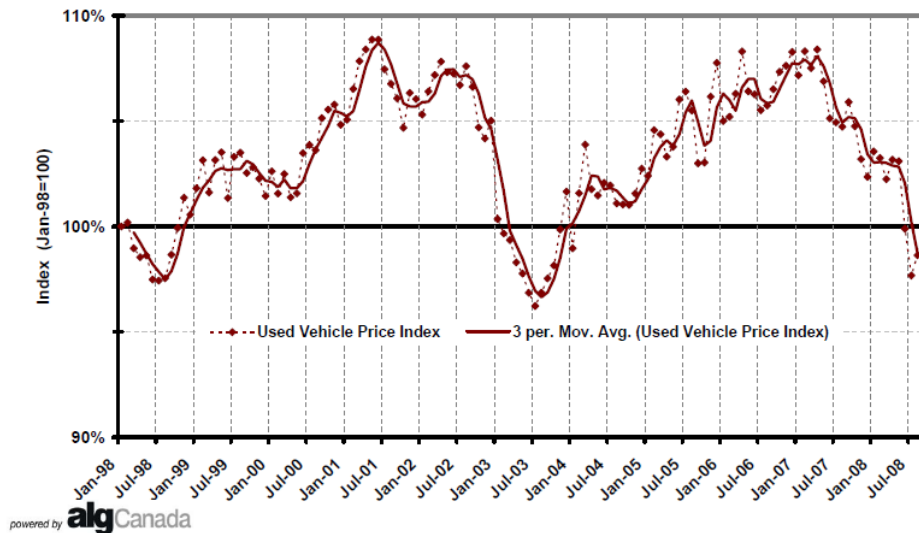
Source: Scotia Economics - Global Auto Report, September 30, 2008

Many market fundamentals remain generally positive with low unemployment, declining interest rates, increased affordability of new vehicles and a shift in consumer preference to smaller, more fuel efficient vehicles. Further, sales benefited in late 2007 and 2008 by the actions taken by many manufacturers to reduce their prices and/or add additional incentives as a result of the then rapidly appreciating dollar, which, according to Statistics Canada, prices have declined during this period by approximately 7.8 percent. This trend was additionally assisted by the reduction in GST to 5%, thereby further increasing affordability.

Against this, however, we have witnessed near unprecedented volatility in the capital markets generally, uncertainty as to the future direction of one of our manufacturers, a tightening of the credit markets, the risk of a recession in the U.S. and the possible spreading of the same to the Canadian economy, generally flat to slightly negative performance of the Canadian economy, and decreasing commodity prices, some or all of which could directly or indirectly negatively impact on the sales of new vehicles. Additionally, the recent appreciation of the U.S. dollar relative to the Canadian dollar puts at risk some of the price reductions of new vehicles which were a result of the prior increase in the relative value of the Canadian dollar. Finally, gross margin per new and used vehicle retailed may continue to be negatively impacted as a result of the shift in consumer preferences from trucks and large sport utility vehicles toward more fuel efficient passenger cars and crossover vehicles from which we will earn lower margins, with continued price volatility anticipated, and as evidenced by the chart below.

ADESA Canada Used Vehicle Price Index

January 1998 to September 2008



Source: ADESA Canada

Management believes that as a result of both the number of variables and the volatility of these variables that it is difficult to predict the direction of new and used vehicle sales with any certainty. Management believe that the best approach is to continue its emphasis on existing operations for continued cash flow growth and, in particular, those aspects of its operations which are most impacted by same. In addition, Management is monitoring carefully the credit markets generally and the impact it may have on the affordability of future acquisitions. Management remains opportunistic with respect to future acquisitions; however the timing of such acquisitions is unknown at this time.

Risk Factors

- The failure of Chrysler Canada or its financing arm to offer competitive financial incentives in respect to new vehicle sales is an additional risk to the Fund.
- The ability to access adequate supply of Chrysler, Dodge, and Jeep vehicles and parts due to the uncertainty surrounding the future of Chrysler Canada.
- The willingness of lenders, including Chrysler Canada's financing arm, to continue to provide adequate financing to finance the purchase of vehicles in similar numbers and/or at continued attractive rates is an additional risk to the Fund. Automobile dealers are dependant upon such credit being made available, and any reduction of same could reduce sales.
- The terms of any new credit facility replacing our current Credit Facility may be less favorable in terms of interest rates, operating covenants and/or ratios and the amount of credit to be made available, thus adversely impacting the Fund's acquisition plans, is an additional risk to the Fund.
- Uncertainty in the capital markets and the Canadian economy generally caused by the volatility of U.S. economy may result in limited access to capital, as well as potentially higher interest rates are an additional risk in the Fund's activities. Notwithstanding same, the Fund believes that its strong balance sheet provides a strategic advantage by allowing it better access to capital than some of its competitors.
- The anticipated relocation of Capital Chrysler in Edmonton in the fourth quarter of 2008 may result in short term reduced profitability at this location as existing customers are transitioned to the new location and new customers are added.

- The continued volatility of the Canadian dollar relative to the U.S. dollar could result in price increases of vehicles and vehicle parts, which could negatively impact on sales.
- The dates on which holidays fall can reduce or increase the number of selling days available from month to month which can impact the financial results of the Fund from one quarter to another on a year over year basis.

For a discussion of these risks and other risks associated with the Fund Units, see “Risk Factors” detailed in the Fund’s Annual Information Form dated March 17, 2008 which is available at www.sedar.com.

Additional information

Additional information relating to the Fund, including all public filings, is available on SEDAR (www.sedar.com). The Fund’s Units trade on the Toronto Stock Exchange under the symbol ACQ.UN.