

The logo for CONTRANS INCOME FUND features the text "CONTRANS INCOME FUND" in a bold, italicized, sans-serif font. A thin, dark, curved line arches over the top of the text, starting above the 'C' and ending above the 'D'.

RENEWAL ANNUAL INFORMATION FORM

FOR THE FISCAL YEAR ENDED
DECEMBER 31, 2008

March 12, 2009

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this document, and in certain documents incorporated by reference herein, constitute “forward-looking statements”. When used herein and therein, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect”, and similar expressions, as they relate to the Fund or its management, are intended to identify forward-looking statements. Forward-looking statements are based on the views and estimates of management as of the date such statements are made and they involve known and unknown risks, uncertainties and other factors outside of management’s control that could cause actual results to differ materially from those expressed in the forward-looking statements. Such factors include, but are not limited to economic conditions such as the price of fuel, insurance costs and interest rates; competition in the freight transportation industry in Canada and the United States; dependence on key personnel and owner-operators; changes in legislation concerning the transportation industry, and such other risk factors as are set out under the heading “Risk Factors” in this annual information form and those risk factors discussed in the Fund’s annual Management’s Discussion and Analysis available at www.sedar.com. There can be no assurance that forward-looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such forward-looking statements. The Fund undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or views change. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

STRUCTURE OF THE FUND

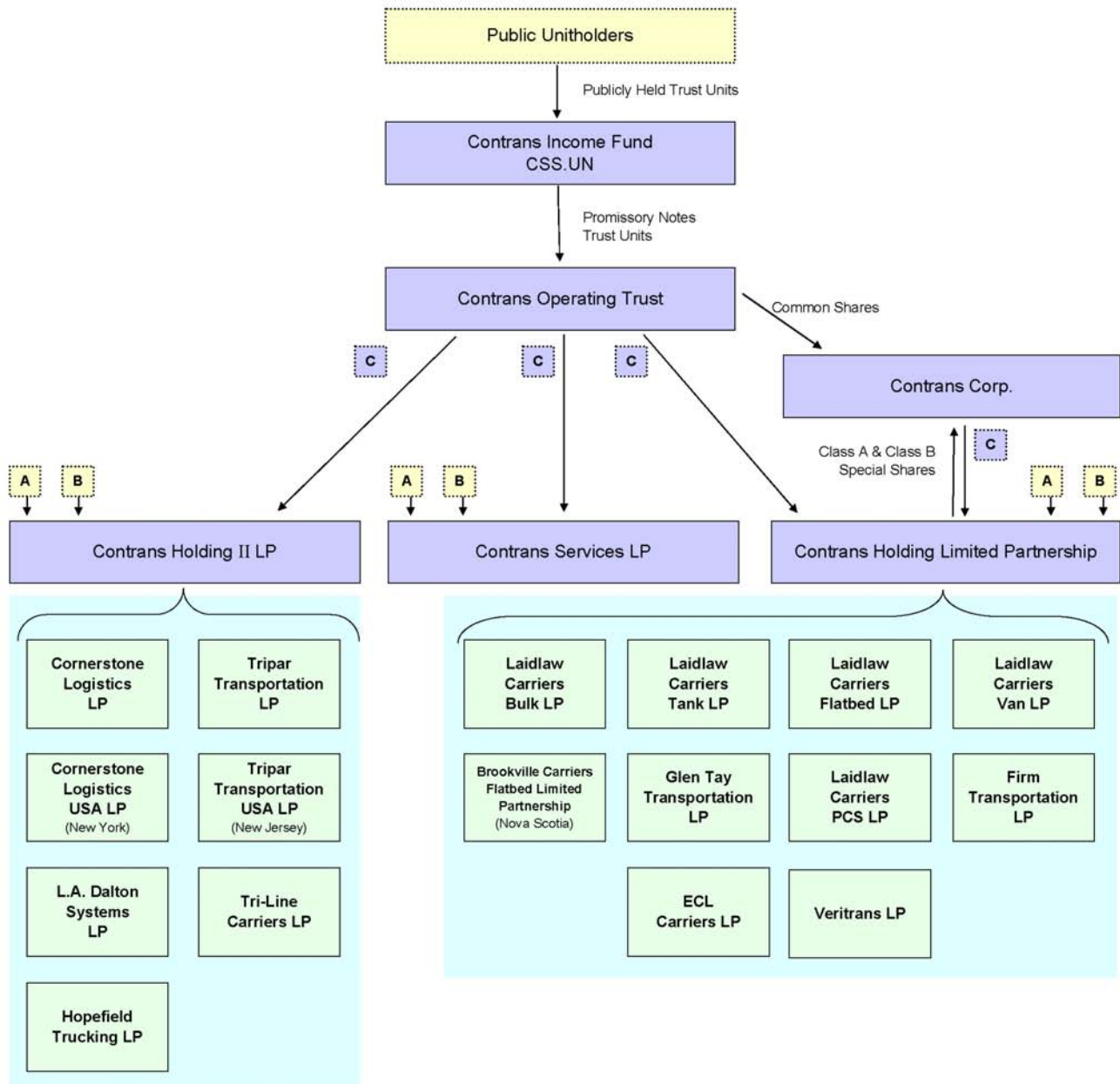
The Fund

Contrans Income Fund (the “Fund”) is an unincorporated, open-ended limited purpose trust established under the laws of the Province of Ontario pursuant to the Declaration of Trust. The Fund’s predecessor was the publicly traded corporate entity, Contrans Corp. The Fund was created for the purpose of acquiring and holding certain investments within the transportation services industry, initially through the effective acquisition by the Fund of Contrans and its direct and indirect operating entities. Contrans is one of Canada’s leading providers of freight transportation services and offers a wide range of services to the truckload market primarily in Canada and the eastern, midwestern and southern United States. The registered head office of the Fund is located at 1179 Ridgeway Road, Woodstock, Ontario, N4V 1E3.

Organizational Structure

The following chart sets forth the organizational structure of the Fund, including each of the material active entities directly and indirectly owned by, or related to, the Fund. Unless otherwise indicated, each of the entities identified on the chart has been incorporated or formed pursuant to the laws of the Province of Ontario:

Contrans Income Fund - Legal Entity Structure



- A** represents Class A LP Units
- B** represents Class B LP Units
- C** represents Class C LP Units

- The Fund has issued to the holders of Class A LP Units one Subordinate Voting Right for each Class A LP Unit of Contrans Holding Limited Partnership held. Each Subordinate Voting Right entitles the holder to one vote at all meetings of Unitholders.
- The Fund has issued to the holders of Class B LP Units one Multiple Voting Right for each Class B LP Unit of Contrans Holding Limited Partnership held. Each Multiple Voting Right entitles the holder to ten votes at all meetings of Unitholders.
- Pursuant to the Exchange Agreements, Class A LP Units and Class B LP Units are directly exchangeable on a one-for-one basis for Subordinate Voting Trust Units at the option of the holders at any time and, in certain circumstances, at the option of the Operating Trust.

* Each of the limited partnerships identified above has a general partner (using the same name replacing "LP" with "GP Inc.") The general partner corporations are wholly-owned subsidiaries of Contrans Corp. and have a very small entitlement to partnership income from the respective limited partnerships. The general partner corporations have been omitted from this chart for simplicity.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

On November 6, 2006, Contrans completed an acquisition of Tripar Transportation Inc. (“Tripar”), a specialized transportation business that is focused on the movement of truckload, partial truckload and less-than-partial truckload shipments between Southern Ontario and the Northeastern United States. The Fund maintained Tripar’s employees, customers and business model.

In conjunction with the Tripar acquisition, the Fund entered into a private placement senior term debt arrangement with Integrated Private Debt Fund LP (“IPD”) providing a facility of up to \$50 million senior secured notes having a 10 year term with monthly payments of interest only.

During the 12-month period ended November 16, 2006, the Fund purchased a total of 105,000 of its Subordinate Voting Trust Units at an average price of \$12.17 per unit, pursuant to a normal course issuer bid made through the facilities of the Toronto Stock Exchange (the “TSX”).

During the 12-month period ended November 19, 2007, the Fund purchased a total of 410,600 of its Subordinate Voting Trust Units at an average price of \$9.38 per unit, pursuant to a normal course issuer bid made through the facilities of the TSX.

Contrans has completed the following freight transportation acquisitions in the last three years, none of which involved a purchase price or the acquisition of additional revenues significant to Contrans:

| Date | Name | Location | Service Area |
|--------------------|-------------------------------|-----------------|---------------------|
| January 17, 2006 | General Freight Carriers Inc. | New Brunswick | Flatbed |
| April 4, 2006 | Spectrum Transport Ltd. | Ontario | Tank & Bulk |
| September 5, 2006 | Cornerstone Logistics Inc. | Ontario | Logistics |
| November 6, 2006 | Tripar Transportation Inc. | Ontario | Van |
| March 1, 2007 | Marco Transport Inc. | Quebec | Bulk |
| September 24, 2007 | Narum Transport Ltd. | Alberta | Tank |

The aggregate consideration paid for acquisitions in the last three years was approximately \$74.2 million.

DESCRIPTION OF THE BUSINESS

Financial information provided in this annual information form for the fiscal year of the Fund is for the year ended December 31, 2008.

The Fund

The Fund was created as a result of the completion of a conversion of Contrans Corp. into an income trust on July 22, 2002. The Fund's assets consist of the Operating Trust Units and Operating Trust Notes. The Fund distributes amounts received from the Operating Trust net of any expenses and after any cash redemptions on the Subordinate Voting Trust Units.

The Operating Trust

The Operating Trust is an unincorporated, open-ended trust established under the laws of the Province of Ontario pursuant to the COT Declaration of Trust. The initial holder of all of the Operating Trust Units is the Fund. The Operating Trust has been formed to further the investment and business purposes of the Fund by providing a vehicle for investment in units and debt.

The Operating Entities

During 2006 a restructuring of the operating entities was undertaken to better reflect the business requirement for acquisition based growth and expanded servicing requirements. The restructuring involved creating a new limited partnership to act as the holding entity for acquisitions effective September 1, 2006 and a new limited partnership to provide administrative and other services to the operating limited partnerships effective close of business December 31, 2006 for January 1, 2007. The new limited partnership's role in the Contrans structure does not change the rights or distributions for the subordinated trust units but may enhance operating and tax efficiencies in the Contrans group of entities.

Contrans

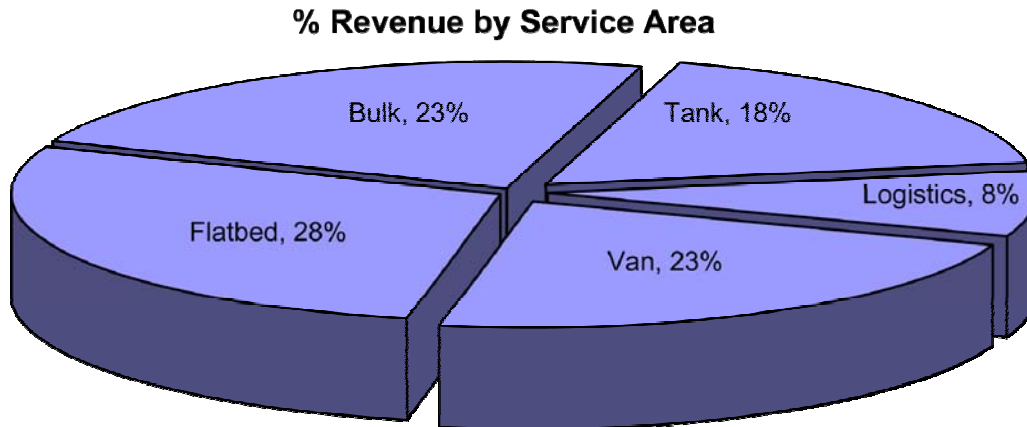
Business Overview

Contrans has been providing freight transportation services since 1985 and is one of Canada's leading providers of freight transportation services and offers services primarily in the truckload market. In the truckload market of the freight transportation industry, a customer has exclusive use of a trailer that is generally filled to capacity by volume or weight.

Contrans provides many modes of transportation. Contrans has the ability to satisfy most freight transportation needs in the market. Contrans' services are categorized as follows:

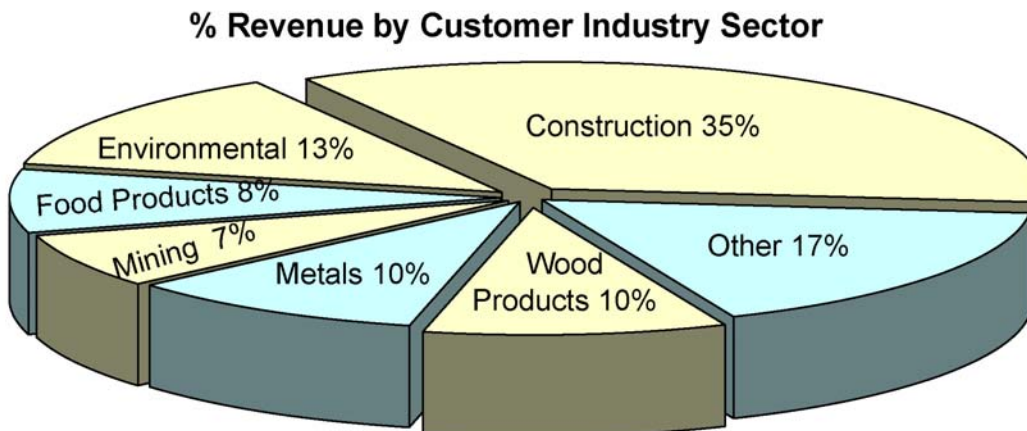
1. Van — provides shipments in closed vans throughout Canada and the United States.
2. Flatbed — provides shipments on open trailers primarily throughout Canada and the United States.
3. Tank — provides shipments of liquid and dry bulk material in enclosed tank trailers primarily throughout Ontario, Québec, Alberta and the northeast area of the United States.
4. Bulk — provides shipments in bulk trailers primarily throughout Ontario, Québec and the northeast area of the United States.
5. Logistics — provides service to clients to meet their worldwide shipping requirements.

The following chart provides the Fund's consolidated 2008 revenues by service area:



The prior year's consolidated revenues by service area were: Van 27%; Flatbed 28%; Tank 15%; Bulk 21% and Logistics 9%.

Contrans' strength is its diverse customer base. Contrans transports a wide range of commodities and other products including steel, lumber, drywall, cement, waste, aggregates, paper products and liquid food products. The diversity of industries serviced by its customers helps to protect Contrans from seasonal fluctuations and economic swings.



Contrans primarily services customers in Canada and the eastern, midwestern and southern United States. Contrans' terminals are situated close to its customers' operations. The terminals provide a base from which power units and trailers are dispatched. Currently, Contrans' operations are managed on a decentralized basis. Driver dispatch, marketing, driver recruitment and training, equipment management, administration and accounting are performed at the divisional level. The principal office located in Woodstock, Ontario provides administrative support services in the areas of insurance, payroll, information technology, finance and external reporting.

The following chart summarizes Contrans' locations by service area:

Locations by Service Area

| | FLATBED | BULK | TANK | VAN | LOGISTICS | WASTE |
|---------------------------------------|--------------------------------|--------------------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|---------------------------|-----------|
| BROOKVILLE CARRIERS FLATBED LP | Truro NS Saint John NB | | | | | |
| CORNERSTONE LOGISTICS LP | | | | | Oakville ON Buffalo NY | |
| ECL CARRIERS LP | | | | | | London ON |
| FIRM TRANSPORTATION LP | | | | | Toronto ON | |
| GLEN TAY TRANSPORTATION LP | | | Perth ON Bedford PQ | | | |
| HOPEFIELD TRUCKING LP | Mississauga ON | | | | | |
| L.A. DALTON SYSTEMS LP | Binbrook ON | | | | | |
| LAIDLAW CARRIERS BULK LP | | Woodstock ON Chicoutimi PQ Beloil PQ | | | | |
| LAIDLAW CARRIERS FLATBED LP | Hagersville ON North Bay ON | | | | | |
| LAIDLAW CARRIERS PCS LP | Beloil PQ | | | | | |
| LAIDLAW CARRIERS TANK LP | | | Woodstock ON Cardinal ON Sudbury ON | | | |
| LAIDLAW CARRIERS VAN LP | | | | Stratford ON Guelph ON Saint John NB North Bay ON Perth ON Waterford ON | | |
| TRI-LINE CARRIERS LP | Calgary AB Edmonton AB | | Calgary AB | | Calgary AB | |
| TRIPAR TRANSPORTATION LP | | | | Oakville ON Dayton NJ | | |

Properties

The following table sets forth Contrans' owned properties. All properties are terminal locations, other than Contrans' corporate office which is located in Woodstock, Ontario.

| <u>Location</u> | <u>Approximate Acreage</u> | <u>Buildings in Square Feet</u> |
|----------------------------------------------------|--------------------------------|-------------------------------------|
| Edmonton, Alberta | 5.9 | 21,000 |
| Guelph, Ontario..... | 8.8 | 25,000 |
| Hagersville, Ontario | 25.3 | 64,712 |
| London, Ontario | 21.1 | 50,800 |
| Mississauga, Ontario..... | 4.2 | 6,200 |
| North Bay, Ontario..... | 22.5 | 12,180 |
| Woodstock, Ontario (corporate office) | 9.0 | 14,000 |
| Woodstock, Ontario (2 terminals)..... | 17.6 | 35,878 |
| Perth, Ontario (2 terminals) | 28.4 | 21,300 |
| St. Mathieu-de-Beloeil, Québec (2 terminals) | 13.7 | 21,100 |
| Bedford, Québec | 8.0 | 6,700 |
| Saint John, New Brunswick | 20.0 | 28,200 |
| Truro, Nova Scotia..... | 5.0 | 9,000 |
| Highgate, Vermont..... | 9.0 | 800 |
| Cardinal, Ontario..... | 8.6 | 11,000 |

Contrans also leases properties to conduct its freight transportation operations.

Equipment

As at December 31, 2008, Contrans owned or leased 555 power units and has access to an additional 724 power units under contract with owner-operators. As at December 31, 2008, Contrans owned or leased 2,196 trailers (the majority of which are owned by Contrans), which include 872 van, 532 flatbed, 329 dump, and 463 tank trailers. The average fleet age approximates two years for power units and six years for trailers. Management of Contrans believes that power units have an approximate life of up to eight years but do not generally retain them for more than four years. Trailers have an approximate life of ten to fifteen years.

Contrans is committed to the use of owner-operators as they allow Contrans to offer its customers equipment availability without requiring Contrans to commit capital to acquiring power units and hiring employee drivers. The use of owner-operators also allows Contrans to increase or decrease its complement of power units quickly in response to changes in economic conditions. The owner-operators purchase and maintain their own power units and drive for Contrans under contract.

Competition

The freight transportation industry is fragmented and consists of relatively few large companies and many small companies serving target markets. The target markets are defined by geographical location, point-to-point service location, target customer industries and the type of service provided, such as van, flatbed, tank, and bulk. The smaller operators typically operate in a highly specialized yet competitive environment in which the customer may have several substitutes available. Many of the large carriers are independent subsidiaries of larger transportation companies and offer a wide variety of freight services on a national basis.

Carriers compete primarily on price and ability to provide a reliable, efficient and safe transportation service. Contrans has grown steadily and believes that its operational systems, safety standards and policies, equipment strategies, dedication to service and meeting of customers' specialized needs are the primary reasons for its ability to compete with both small and large carriers from both Canada and the United States.

Customer Diversification

Contrans has a diverse customer base consisting of approximately 6,000 customers and, accordingly, would be well positioned to withstand a downturn in the activities of individual customers or a specific industry in which customers operate. Contrans' ten largest customers accounted for approximately 27% of total revenue of the Fund for the year ended December 31, 2008, with no single customer accounting for greater than 10% of total revenue.

Contrans' customers include Lafarge Canada Inc., Abitibi-Consolidated Inc., Domtar Inc., CGC Inc., Casco Inc., Waste Management and Georgia Pacific Canada Inc.

Employees

As at December 31, 2008, Contrans had 1,064 full-time employees including 473 drivers, 363 operations personnel and 228 administrative personnel. As at December 31, 2008, Contrans contributed to group life insurance, hospital and benefits for substantially all employees. Contrans has no unionized employees.

Drivers

Contrans transports freight using both its own equipment and drivers and the services of independent contractors who own and operate their own power units and are under contract with Contrans. While under contract with Contrans, an independent contractor must work exclusively for Contrans, however, the contract may be terminated by either party at any time. The use of independent contractors helps to minimize Contrans' overall operating costs and capital requirements by reducing labour costs and capital expenses for new equipment and maintenance. As at December 31, 2008, Contrans employed 473 full-time drivers and utilized the services of 724 owner-operators.

Most of the drivers employed by Contrans are compensated on an hourly and/or mileage basis in accordance with applicable contractor agreements. Independent contractors pay the costs relating to the acquisition, maintenance and operation of their equipment. Contrans makes its maintenance facilities available to the independent contractors at competitive prices.

All drivers for Contrans, including independent contractors, are selected in accordance with its guidelines relating primarily to safety records and driving experience.

Driver Training

The recruiting, hiring and retention of employee drivers and owner-operators is critical to the success of Contrans. As a result, Contrans has instituted a program to ensure that all employee drivers and owner-operators are interviewed, screened, tested and trained by qualified Contrans staff. Driver applicants are required to attend a pre-screening interview, drug testing and road test, the results of which determine whether they meet Contrans' standards and the length of any additional "on the road" training. All new employee drivers and owner-operators are required to attend an orientation and training session which covers all documentation, safety and compliance and accident procedures.

Safety

Contrans is committed to ensuring the safety of its operations' employees. Contrans exercises care in the selection of drivers and in the implementation of high standards and ongoing training for employee drivers and owner-operators.

Insurance

Contrans carries a wide variety of insurance and surety coverage for its operations, including liability insurance for claims arising out of the use, ownership and operations of power units and trailers, broad form cargo insurance, commercial general liability insurance, environmental liability insurance arising out of normal operations and umbrella coverage responding to claims in excess of Contrans' primary insurance policies. Contrans also carries director and officer liability insurance as well as replacement cost coverage for its properties and contents. In order to protect against liability claims from Contrans' employees, Contrans is also covered under local worker compensation plans.

Fuel Costs

Volatility in the price of fuel over the past year has exerted serious cost pressure on the trucking industry. Contrans has been able to limit its exposure and the exposure of its owner-operators, to fluctuations in fuel prices, by implementing fuel surcharge programs with its customers.

Regulation

Contrans operates in the transportation industry within Canada and between Canada and the United States and is subject to the transportation laws and regulations of federal, provincial and state governments. Contrans is required to hold operating licences, permits and registrations issued by the governing jurisdictions in which it operates. It is also required to comply with the laws of each jurisdiction which governs the safety of vehicles and equipment and the manner in which they are operated.

Contrans holds all necessary licences, permits and registrations required by the governing jurisdictions in which it operates to conduct its transportation business. All jurisdictions in which Contrans operates monitor compliance with licensing and safety regulations, and may initiate disciplinary proceedings against non-compliant drivers or carriers resulting in the possible suspension or cancellation of licences or permits.

Environmental Matters

Contrans, its operations and properties are subject to extensive federal, provincial, state, municipal and local environmental laws and requirements in both Canada and the United States relating to, among other things, air emissions, the management of contaminants, including hazardous materials (including the generation, handling, storage, transportation and disposal of such contaminants), discharges and the remediation of environmental impacts (such as the contamination of soil and water, including groundwater). A risk of environmental liabilities is inherent in transportation operations, historic activities associated with such operations and the ownership, management or control of real estate.

The cargo transported by Contrans in its freight transportation operations can be classified as either non-regulated freight or regulated freight such as hazardous material or environmentally regulated waste. Contrans does not specialize in or carry significant volumes of regulated freight. Strict parameters must be met before Contrans and the individual drivers are permitted to carry regulated freight. These requirements involve specific insurance requirements, training programs and registration permits with the various provinces and states in which it operates. Contrans' drivers must pass written tests and demonstrate on a graduated scale that they meet the requirements to carry regulated freight. Shipping documents are reviewed on a regular basis to ensure that Contrans' drivers and operations staff are following the correct procedures.

Certain of Contrans' terminals provide full maintenance service and fuel facilities. Each terminal has a series of operational systems that have been implemented to control environmental impacts relating to the operation of that terminal. Each of the maintenance facilities has a waste generator registration certificate issued by the applicable ministry, which stipulates the manner in which Contrans must have its regulated waste materials removed. The fuel facilities are registered and licensed by provincial authorities. Each facility has a preventative maintenance program and is upgraded as required.

Contrans employs an individual whose primary responsibility is to monitor environmental legislation and standards and to advise management of Contrans with respect to its responsibilities in connection with its underground fuel storage tanks and the transportation of hazardous goods.

DESCRIPTION OF THE CAPITAL STRUCTURE

The beneficial interests in the Fund are divided into interests of three classes designated as Subordinate Voting Trust Units, Subordinate Voting Rights and Multiple Voting Rights which are entitled to the rights and subject to the limitations, restrictions and conditions set out in the Declaration of Trust.

The following is a summary of the material attributes and characteristics of the Subordinate Voting Trust Units and Special Voting Rights and certain provisions of the Declaration of Trust. The following summary does not purport to be complete and reference is made to the Declaration of Trust for a complete description of the Subordinate Voting Trust Units and Special Voting Rights and the full text of its provisions. The Declaration of Trust is available on SEDAR (www.sedar.com).

Subordinate Voting Trust Units

An unlimited number of Subordinate Voting Trust Units may be created and issued pursuant to the Declaration of Trust. Each Subordinate Voting Trust Unit is transferable and represents an equal undivided beneficial interest in any distributions from the Fund, whether of net income, net realized capital gains or other amounts, and in any net assets of the Fund in the event of the termination or winding-up of the Fund.

All Subordinate Voting Trust Units have equal rights and privileges and are not subject to future calls for payment or assessments. Each Subordinate Voting Trust Unit is fully paid and non-assessable and entitles the holder thereof to one vote at all meetings of Unitholders for each Subordinate Voting Trust Unit held. Except as set out under “Redemption Right” and “Take-Over Bids”, below, the Subordinate Voting Trust Units have no conversion, retraction, redemption or pre-emptive rights.

Special Voting Rights

An unlimited number of Subordinate Voting Rights and a limited number of Multiple Voting Rights may be created and issued pursuant to the Declaration of Trust. Holders of Subordinate Voting Rights and Multiple Voting Rights are not entitled as such to any distributions from the Fund or any net assets of the Fund.

Each Subordinate Voting Right entitles the holder thereof to a number of votes at meetings of Unitholders equal to the Subordinate Voting Trust Units into which the securities to which such Subordinate Voting Rights relate are indirectly exchangeable. Subordinate Voting Rights have been issued to holders of Class A LP Units on the basis of one Subordinate Voting Right for each Class A LP Unit held and entitle the holders thereof to one vote at all meetings of Unitholders per Subordinate Voting Right. Multiple Voting Rights have been issued to holders of Class B LP Units on the basis of one Multiple Voting Right for each Class B LP Unit held and entitle the holders thereof to ten votes at all meetings of Unitholders per Multiple Voting Right. Partnership Units are converted at the option of the Operating Trust into Subordinate Voting Trust Units in certain circumstances, including: (i) any transfer or assignment by the holder (with limited exceptions); (ii) any change of control of a holding company holding the Partnership Units (with limited exceptions); and (iii) on July 23, 2022. Upon such conversion, all Special Voting Rights attached to the Partnership Units, including any Multiple Voting Rights, will be cancelled and the holder will thereafter be entitled to one vote for each Subordinate Voting Trust Unit obtained upon conversion.

The Subordinate Voting Rights give the Fund the flexibility to directly or indirectly acquire the securities of another issuer in consideration for securities which are ultimately exchangeable for Subordinate Voting Trust Units, while giving the holders of such securities the ability to vote as holders of Subordinate Voting Trust Units. The Subordinate Voting Rights will be subject to such other rights and limitations as may

be determined by the Trustees at the time of issuance of any such Subordinate Voting Rights provided that in no event will the holders of such securities be entitled to receive any distributions from the Fund. The Subordinate Voting Rights and Multiple Voting Rights issued to the holders of Partnership Units must be transferred with any transfer of the related Partnership Units, will be evidenced only by the certificates representing such Partnership Units and will be redeemed for nominal consideration and cancelled upon the exchange of Partnership Units for Subordinate Voting Trust Units.

Under the terms of the Exchange Agreement, Stanley G. Dunford and corporations controlled by him, as the holder of substantially all of the outstanding Class B LP Units and, accordingly, substantially all of the Multiple Voting Rights, will be required to exchange the Multiple Voting Rights attached to his Class B LP Units for Subordinate Voting Rights in the event that he and his spouse cease to beneficially own, directly or indirectly, such number of Subordinate Voting Trust Units and Partnership Units as represent at least 33% of the aggregate voting rights attached to all outstanding Subordinate Voting Trust Units and Special Voting Rights (and, in any event, on July 23, 2022, as described above). In addition, in the event that Mr. Dunford and/or his spouse ceases to control any holding company through which they hold Class B LP Units, the Multiple Voting Rights attached to the Class B LP Units held by such holding company are required to be exchanged for Subordinate Voting Rights.

Issuance of Subordinate Voting Trust Units

The Declaration of Trust provides that Subordinate Voting Trust Units may be issued at the times, to the persons, for the consideration and on the terms and conditions that the Trustees determine. Subordinate Voting Trust Units may be issued in satisfaction of any non-cash distribution of the Fund to Unitholders on a pro rata basis and if so determined, by installment receipts.

Redemption Right

Subordinate Voting Trust Units are redeemable by the Fund at any time on demand by the holders thereof. Upon receipt of a written redemption notice by the Fund, together with any certificates representing the Subordinate Voting Trust Units to be redeemed and written instructions as to the number of Subordinate Voting Trust Units to be redeemed, all rights to and under the Subordinate Voting Trust Units tendered for redemption will be surrendered, and the holder thereof will be entitled to receive a price per Subordinate Voting Trust Unit (the "Redemption Price") equal to the lesser of:

- (a) 90% of the "market price" of the Subordinate Voting Trust Units on the principal market on which the Subordinate Voting Trust Units are listed or quoted for trading during the five trading day period commencing immediately after the date on which the Subordinate Voting Trust Units were surrendered to the Fund for redemption (the "Redemption Date"); and
- (b) 100% of the "closing market price" of the Subordinate Voting Trust Units on the principal market on which the Subordinate Voting Trust Units are quoted for trading on the Redemption Date.

The specific mechanics of such redemptions are set out in detail in the Declaration of Trust which is available on SEDAR (www.sedar.com).

Unitholders will not be entitled to receive a cash payment for the Redemption Price upon the redemption of then Subordinate Voting Trust Units if:

- (a) the total amount payable by the Fund in respect of the Subordinate Voting Trust Units and all other Subordinate Voting Trust Units tendered for redemption prior thereto in the same calendar month exceeds \$250,000, or such higher amount as the Trustees may, in their sole discretion, permit in respect of any calendar month (such amount being the "Maximum Redemption Amount"). The Redemption Price for Subordinate Voting Trust Units tendered for redemption in any calendar month in excess of the Maximum Redemption Amount will be deemed withdrawn

and re-submitted automatically for the next month unless the Unitholder specifically elects to receive a distribution *in specie* as set out below;

- (b) at the time the Subordinate Voting Trust Units are tendered for redemption, the outstanding Subordinate Voting Trust Units are not listed for trading on the TSX and are not traded or quoted on or through any other stock exchange or market which the Trustees consider, in their opinion, provides representative fair market value prices for the Subordinate Voting Trust Units; or
- (c) the normal trading of the outstanding Subordinate Voting Trust Units is suspended or halted on any stock exchange on which the Subordinate Voting Trust Units are listed for trading or, if not so listed, on any market through which the Subordinate Voting Trust Units are quoted for trading, on the date that such Subordinate Voting Trust Units were tendered to the Fund for redemption or for more than five trading days during the ten trading day period immediately prior to the date on which such Subordinate Voting Trust Units were tendered to the Fund for redemption.

With respect to Subordinate Voting Trust Units which are not redeemable for cash payment as a result of the foregoing limitations, the Redemption Price for such Subordinate Voting Trust Units shall, subject to any applicable regulatory approvals, be paid and satisfied by way of a distribution *in specie* of Operating Trust Notes (each Operating Trust Note in the principal amount of \$100) after taking into account all liabilities of the Fund. No Operating Trust Notes in integral multiples of less than \$100 will be distributed and, where the number of Operating Trust Notes to be received by a Unitholder includes a multiple less than \$100, such number shall be rounded to the next lowest whole integral of \$100. The Fund shall be entitled to all interest paid on the Operating Trust Notes on or before the date of the distribution *in specie*. Where the Fund makes a distribution *in specie* of Operating Trust Notes and other assets on the redemption of Subordinate Voting Trust Units of a Unitholder, the Fund may, in its sole discretion, and currently intends to, treat portions of the amount of the fair market value of such securities (i) not exceeding the amount of any capital gains of the Fund as a result of the distribution of such property as an amount payable out of the net realized capital gains of the Fund; and (ii) not exceeding the amount of accrued interest on Operating Trust Notes distributed on such redemption, as an amount payable out of the income of the Fund.

DISTRIBUTION POLICY

The Fund currently makes monthly distributions of its available cash to Unitholders based on the balance of amounts received by the Fund from the Operating Trust each month after giving consideration to such items as expected capital cost requirements, unit redemptions, debt repayment, as applicable, as well as any other amounts that the Trustees may reasonably consider necessary to provide for as Administrators of the Fund, in accordance with the terms of the trust indenture of the Fund. Cash distributions are payable monthly to Unitholders of record on the last Business Day of each month and are paid on or about the 15th day of the following month. In respect of the period from July 23, 2002 (the date of the Fund's initial public offering) to August 31, 2002, the Fund distributed \$0.1042 per Subordinate Voting Trust Unit to the Unitholders and has made distributions in such per unit amount on the Subordinate Voting Trust Units in respect of each calendar month thereafter. The Trustees of the Fund approved the payment of a special distribution of \$0.23 per unit, paid January 16, 2006 to unitholders of record as of December 31, 2005 to offset the unitholders' potential income tax consequences arising from the disposal of the school bus business.

The Trustees have determined, in light of the current economic climate, to amend distributions of the Fund's distributable cash from a monthly basis to a quarterly basis in accordance with the terms of a supplemental declaration of trust to be entered into by the Fund, subject to the receipt of Unitholder approval. Assuming receipt of Unitholder approval, going forward cash distributions will be payable quarterly to Unitholders of record on the Distribution Record Date for any said quarterly distribution period and shall be paid on or about the 17th day of the second month following the relevant calendar quarter end.

Under the Fund's distribution reinvestment plan (the "DRIP"), Unitholders are entitled to receive distributions in the form of additional Subordinate Voting Trust Units in lieu of cash. The DRIP also permits participant Unitholders to purchase additional Subordinate Voting Trust Units directly from the Fund. The Trustees of the Fund temporarily suspended the DRIP effective September 14, 2007. The DRIP was resumed effective January 1, 2008.

MARKET FOR SECURITIES

The Subordinate Voting Trust Units are listed on the TSX under the symbol "CSS.UN". The following table sets forth information relating to the trading of the Subordinate Voting Trust Units on the TSX for the months indicated.

| Month | High (Cdn\$) | Low (Cdn\$) | Volume |
|----------------|-------------------------|------------------------|---------------|
| January 2008 | 9.43 | 8.41 | 536,110 |
| February 2008 | 9.10 | 8.30 | 416,835 |
| March 2008 | 8.95 | 8.30 | 438,607 |
| April 2008 | 8.95 | 8.40 | 295,460 |
| May 2008 | 8.89 | 8.25 | 767,050 |
| June 2008 | 8.84 | 8.03 | 557,187 |
| July 2008 | 8.95 | 8.00 | 468,162 |
| August 2008 | 9.82 | 8.00 | 792,020 |
| September 2008 | 9.65 | 8.05 | 303,808 |
| October 2008 | 8.60 | 6.00 | 474,828 |
| November 2008 | 7.00 | 4.90 | 807,843 |
| December 2008 | 6.15 | 4.52 | 1,598,247 |

MANAGEMENT

Trustees of the Fund

The following table sets forth the name, province and country of residence of the current Trustees, together with their principal occupations. Trustees are elected at each annual meeting of Unitholders to hold office for a term expiring at the close of the next annual meeting of Unitholders.

| <u>Name, Province and Country of Residence</u> | <u>Trustee Since</u> | <u>Principal Occupation</u> |
|-----------------------------------------------------------|-----------------------------|--------------------------------------------------------------------------------------------------------|
| Stanley G. Dunford Ontario, Canada | 2002 | Chairman of the Board and Chief Executive Officer of Contrans |
| Gregory W. Rumble Ontario, Canada | 2002 | President and Chief Operating Officer of Contrans |
| Robert B. Burgess ⁽¹⁾⁽²⁾⁽³⁾ Ontario, Canada | 2002 | Barrister and Solicitor |
| Archie M. Leach ⁽¹⁾⁽²⁾⁽³⁾ Ontario, Canada | 2002 | President and Chief Executive Officer of Carroll Hospital Group, a manufacturer of healthcare products |
| G. Ross Amos ⁽¹⁾⁽²⁾⁽³⁾ Ontario, Canada | 2002 | President of Everest Canadian Property Company, a real estate investment bank |

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Corporate Governance and Nominating Committee

Each of the foregoing individuals has been principally engaged in the occupation set out opposite his name for the preceding five years.

Directors and Executive Officers of Contrans

The following table sets forth the name, province and country of residence of each of the directors and executive officers of Contrans, together with their principal occupations. The directors of Contrans are elected at each annual meeting of Unitholders to hold office for a term expiring at the close of the next annual meeting of Unitholders.

| <u>Name, Province and Country of Residence</u> | <u>Position with Contrans</u> | <u>Principal Occupation</u> |
|------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| Stanley G. Dunford Ontario, Canada | Chairman of the Board and Chief Executive Officer Director since 1988 | Chairman of the Board and Chief Executive Officer of Contrans |
| Gregory W. Rumble, C.A. Ontario, Canada | President and Chief Operating Officer Director since 1991 | President and Chief Operating Officer of Contrans |
| Robert B. Burgess, Q.C. Ontario, Canada | Director since 1984 | Barrister and Solicitor |
| P. Anthony Ennis Ontario, Canada | Director since 2001 | President of Round Oak Management Ltd., a management consulting company |
| Archie M. Leach, C.A. Ontario, Canada | Director since 1992 | President and Chief Executive Officer of Carroll Hospital Group, a manufacturer of healthcare products |
| James S. Clark, C.A. Ontario, Canada | Chief Financial Officer and Vice President, Finance | Chief Financial Officer and Vice President, Finance of Contrans |
| D. Jamieson Miller Ontario, Canada | Secretary-Treasurer | Secretary-Treasurer of Contrans |
| W. Todd Jenereaux, C.A. Ontario, Canada | Vice President, Corporate Development | Vice President Corporate Development of Contrans |

As at February 28, 2009, the Trustees of the Fund and the directors and executive officers of Contrans, as a group, beneficially owned, directly or indirectly, or exercised control or direction over an aggregate of 1,544,916, (7%) Subordinate Voting Trust Units, 3,702,550, (77%) Subordinate Voting Rights and 1,467,724, (100%) Multiple Voting Rights.

Conflicts of Interest

To the best of the Fund's knowledge, and other than as disclosed in this annual information form, there are no known existing or potential conflicts of interest between the Fund or any of its subsidiaries and any Trustee of the Fund or any director or officer of Contrans, except that certain of the Trustees of the Fund and directors and officers of Contrans serve as directors and officers of other public companies and therefore it is possible that a conflict may arise between their duties as a Trustee of the Fund or a director or officer of Contrans and their duties as a director or officer of such other companies.

The Trustees of the Fund and the directors and officers of Contrans are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Fund will rely upon such laws in respect of any Trustees', directors' or officers' conflicts of interest or in respect of any breaches of duty by any of the Trustees of the Fund or the directors or officers of Contrans.

AUDIT COMMITTEE INFORMATION

Audit Committee Mandate

The Audit Committee is appointed by the Board of Trustees to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- Oversee the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- Identify and monitor the management of the principal risks that could impact the financial reporting of the Fund.
- Monitor the integrity of the Fund's financial reporting process and system of internal controls regarding financial reporting and accounting compliance.
- Monitor the independence and performance of the Fund's external auditors.
- Provide an avenue of communication among the external auditors, management and the Board of Trustees.

The Audit Committee Mandate is attached hereto as Schedule "A".

Composition of Audit Committee

The members of the Audit Committee are Robert B. Burgess, Archie M. Leach and G. Ross Amos. Each of Messrs. Burgess, Leach and Amos are independent and financially literate within the meaning of Multilateral Instrument 52-110.

Relevant Education and Expertise

The following section lists the education and experience of each Audit Committee member that is relevant to his responsibilities as a member of the Audit Committee.

Robert B. Burgess, Q.C. – Mr. Burgess has been practicing law as a sole practitioner for more than 10 years, prior to which time he was a partner with a law firm in Toronto. Mr. Burgess holds a Bachelor of Commerce from McGill University and an L.L.B. from Osgoode Hall Law School. He received the designation of Queens Counsel in 1981. Mr. Burgess had a concentration in accounting at McGill University; worked several months with a predecessor of KPMG prior to graduating from Osgoode Hall; has extensive corporate and transportation law practice with an emphasis on corporate acquisitions; and has daily experience as a private investor in publicly traded securities.

Archie M. Leach, C.A. - Mr. Leach has over 25 years of accounting experience and has been a qualified Chartered Accountant since 1979. Mr. Leach is currently the President and Chief Executive Officer of Carroll Hospital Group, a manufacturer of long-term health care products. Prior to moving into executive positions with various companies, Mr. Leach spent approximately 13 years working as an accountant, including acting as Managing Partner of Deloitte & Touche LLP, London, Ontario for approximately 10 years and working as a partner with the accounting firm of Atkinson, Innes, Leach & Neill for three years prior thereto. Mr. Leach holds an honours degree in Business Administration from the Ivey School of Business at the University of Western Ontario.

G. Ross Amos, M.B.A., C.G.A., ICD.D – Mr. Amos has over 30 years of finance and accounting experience. Mr. Amos is currently President of a private investment firm. His experience includes a period as President of a group of hotels and Chief Financial Officer of two companies listed on the Toronto Stock Exchange. In each of these positions, he was responsible for all finance, treasury and accounting functions. His experience also includes the responsibility for the analysis and structuring of equity and debt investments to a wide variety of industries. Mr. Amos holds an honours degree in Business Administration from the Ivey

School of Business, University of Western Ontario, a Masters in Business Administration from The Schulich School of Business, York University, and a certificate in Corporate Governance, from Rotman School of Business, University of Toronto.

Pre-Approval Policies and Procedures

The Fund has in place a policy (the “Policy”) on the scope of services for the auditors of the Fund. The Policy covers all work that might be performed by the auditors of the Fund through engagements with the Fund or its subsidiaries. The Chief Financial Officer of Contrans is accountable for the management of the Policy and providing interpretations on its application.

The Fund and its subsidiaries will not engage its auditors to carry out certain services deemed by the Policy to be inconsistent with an auditor’s independence, including: bookkeeping or other services related to the Fund’s accounting records or financial statements; financial information systems design and implementation; appraisal or valuation services for financial reporting purposes; actuarial services for items recorded in financial statements; internal audit outsourcing services; management functions; human resources; certain corporate finance and other services; legal services; and certain expert services unrelated to the audit.

For permitted services, the following pre-approval policies will apply. In the case of audit services, the Audit Committee will pre-approve all audit services provided by the auditor through their recommendation of the auditor at the annual meeting of the Fund and through the Audit Committee’s review of the auditor’s annual audit plan. On at least an annual basis, the Audit Committee will update the list of permitted services, together with a listing of pre-approved services and pre-approved services that are recurring or otherwise reasonably expected to be provided. The Audit Committee will be subsequently informed quarterly of the permitted services for which the auditor has been actually engaged.

Any additional requests for pre-approval will be addressed on a case-by-case specific engagement basis. The employee making the request will submit the request for service to the Chief Financial Officer of Contrans with a description of the service, the estimated fee, a statement that the service is not a prohibited service and the reason the auditor is being engaged. Where the aggregate fees are estimated to be less than \$50,000, recommendations in respect of each engagement will be submitted by the Chief Financial Officer to the Chair of the Audit Committee for consideration and approval. The full Audit Committee will subsequently be informed of the service at its next meeting. The engagement may commence upon approval of the Chair of the Audit Committee. Where the aggregate fees are estimated to be greater than \$50,000, recommendations in respect of each engagement, will be submitted by the Chief Financial Officer to the full Audit Committee for consideration and approval generally at its next meeting or at a special meeting called for the purpose of approving such services. The engagement may commence upon approval of the full Audit Committee.

On a quarterly basis, the Chief Financial Officer will prepare and present to the Audit Committee a summary report of all the engagements of the auditor that are currently underway or have been completed since the last report. The report will describe the nature of each engagement, confirm that each engagement is in compliance with the Policy and state the fees received by the auditor for each engagement. On an annual basis, the auditor will certify to the Audit Committee that all engagements with the Fund have been in compliance with the Policy and will confirm that the auditor continues to be “independent” under applicable laws, rules and guidelines.

The Chief Financial Officer of Contrans will be the signatory on all contracts of engagement with the auditor.

External Fees by Audit Category

The following table lists the fees paid to KPMG LLP by category, for the last two fiscal years.

| | 2008 | 2007 |
|--------------------|------------------|------------------|
| Audit Fees | \$117,338 | \$152,330 |
| Audit-Related Fees | 78,895 | 93,982 |
| Tax Fees | 260,479 | 237,169 |
| Total Fees | <u>\$456,712</u> | <u>\$483,481</u> |

Audit Fees

“**Audit Fees**” includes the aggregate fees paid to the auditors for the audit of the consolidated annual financial statements.

Audit-Related Fees

“**Audit-Related Fees**” includes the aggregate fees paid to the auditors for the quarterly reviews of interim financial statements and all other incidental fees.

Tax Fees

“**Tax Fees**” includes the aggregate fees paid to the auditors for tax compliance, including the preparation of U.S. and Canadian tax returns, tax planning and tax advice, including advice relating to potential asset and business acquisitions and other strategic transactions.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described below, since January 1, 2004 no Trustee or 10% shareholder of the Fund and no director, executive officer or 10% shareholder of Contrans or any associate or affiliate of any such person or company, has or had any material interest, direct or indirect, in any transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

The Fund and its affiliates acquire in the ordinary course of business a portion of their requirements for tractors and equipment repairs from Peterbilt of Ontario Inc. Mr. Dunford, Chief Executive Officer and a Trustee of the Fund, directly owns a majority interest in Peterbilt of Ontario Inc. The expenditures were \$6.1 million for the year ended December 31, 2008 and \$6.1 million and \$5.2 million for the comparable periods in 2007 and 2006.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Subordinate Voting Trust Units is Computershare Trust Company of Canada at its principal office at 100 University Avenue, 9th Floor, Toronto, Ontario.

MATERIAL CONTRACTS

The only contracts, other than contracts entered into in the ordinary course of business that are material to the Fund and were entered into in the financial year ended December 31, 2007, or in prior years but are still in effect are as follows:

- (a) the Administration Agreement between Contrans and the Fund dated April 16, 2002 pursuant to which Contrans agreed to provide certain administrative and support services to the Fund;
- (b) the Declaration of Trust dated as of April 16, 2002, as amended as of April 11, 2003, pursuant to which the Fund was created;
- (c) the COT Declaration of Trust dated as of April 16, 2002 pursuant to which the Operating Trust was created;
- (d) Loan Agreement dated December 15, 2003 between First Treasury Financial Inc. and Contrans.
- (e) Restated Loan Agreement dated November 1, 2006 between First Treasury Financial Inc. and Contrans.
- (f) Amending Agreement dated May 7, 2007 between First Treasury Financial Inc., Integrated Private Debt Fund LP, Integrated Private Debt Fund GP Inc. and Contrans.
- (g) Amended and Restated Credit Agreement dated September 25, 2007 between the Royal Bank of Canada and Contrans.
- (h) Second Amending Agreement dated November 23, 2007 between Contrans and First Treasury Financial Inc. and Integrated Private Debt Fund LP.
- (i) Third Amending Agreement dated December 15, 2008 between Contrans and First Treasury Financial Inc., Integrated Private Debt Fund LP and Integrated Private Debt Fund II LP.
- (j) Amended and Restated Priority Agreement dated December 15, 2008 among: First Treasury Financial Inc., Integrated Private Debt Fund LP, Integrated Private Debt Fund II LP, Royal Bank of Canada and Contrans.

The foregoing documents are filed on SEDAR at www.sedar.com. Copies of these agreements may also be examined at the head and principal office of the Fund during normal business hours.

INTERESTS OF EXPERTS

The Fund's auditors are KPMG LLP. The Fund's consolidated annual financial statements for the year ended December 31, 2008 have been filed under National Instrument 51-102 in reliance on the report of KPMG LLP, independent chartered accountants, given on their authority as experts in auditing and accounting. As at March 12, 2009, KPMG LLP and its partners did not hold any registered or beneficial ownership interests, directly or indirectly, in the securities of the Fund or its associates or affiliates.

RISK FACTORS

Risks Related to the Business and the Industry

Economic Conditions

The price of fuel, insurance costs, interest rates, fluctuations in customers' business cycles and national and regional economic conditions are economic factors over which Contrans has little or no control. Significant increases in fuel prices, interest rates or increases in insurance costs, to the extent not offset by increases in freight rates, or disruptions in fuel supply, would reduce profitability (and therefore reduce income flowing to the Fund) and could adversely affect its ability to maintain distributions. Difficulty in attracting and retaining qualified drivers could also have a material adverse effect on the profitability of Contrans. There is no assurance that the operations of Contrans will continue to be profitable.

Competition

Contrans faces intense competition for freight transportation in Canada and the U.S. There can be no assurance that Contrans will be able to compete successfully against its current or future competitors or that competition will not reflect on Contrans' results of operations and financial condition.

Cross-border travel is required to service many customers. Approximately 40% of the total distance travelled by Contrans' trucks is travelled in the U.S. Accordingly, border crossings and customs clearances affect these shipments. Today's political uncertainties and border security concerns affect cross-border traffic. Contrans participates in professional and industry associations designed to lobby for the transportation industry's interests. In addition, management informs customers about border delays and seeks fair compensation for lost productivity.

Dependence on Key Personnel and Owner-Operators

Contrans is heavily dependent on certain management personnel for the successful operation of its business, particularly Stanley G. Dunford, the Chairman of the Board and Chief Executive Officer of Contrans and Gregory W. Rumble, the President and Chief Operating Officer of Contrans. Furthermore, the success of Contrans is dependent upon its ability to recruit and retain key employees and owner-operators. Industry organizations have noted a growing shortage of drivers and owner-operators in recent years.

Exchange Rate and Currency Risks

Contrans prepares its financial statements in Canadian dollars. As certain of the Operating Entities' revenues are incurred in U.S. dollars, Contrans is exposed to exchange rate and currency risks. In preparing its financial statements, Contrans must convert all non-Canadian dollar profits to Canadian dollars at varying rates of exchange. This may ultimately result in a currency gain or loss at the end of each fiscal year, the outcome of which cannot be predicted. Furthermore, as the Operating Entities provide services to U.S. customers, but incur most of their expenses in Canadian dollars, a stronger Canadian dollar would increase the Operating Entities' costs of providing services relative to the costs of U.S. competitors, thereby resulting in increased competition from U.S. freight companies. Contrans competes for trans-border freight by providing high levels of service to service-sensitive customers. As Contrans has a positive U.S. dollar cash flow, management manages the foreign exchange on these funds through foreign exchange contracts and denominating equipment leases in U.S. dollars.

No Assurance about Growth Strategy

Contrans may not be able to carry out its strategy of acquisition of other transportation companies, a strategy which depends in part on the availability of suitable candidates. In addition, Contrans may face competition for the acquisition of attractive carriers from other consolidators in the transportation industry who may be larger or better financed than Contrans. Furthermore, there can be no assurance that Contrans will be able to successfully integrate the operations of an acquired company into Contrans' operations on an accretive basis.

Regulation

Notwithstanding the fact that the transportation industry is largely deregulated in the area of operating authorities, each carrier must obtain a license issued by each provincial transport board in order to carry goods extra-provincially or to transport goods within any province. Licensing from U.S. regulatory authorities is also required for the transportation of goods between Canada and the U.S. Any change in these regulations could impact on the scope of Contrans' activities. Although Contrans is committed to a continuous improvement program in respect of its safety record in compliance with the Ministry of Transportation's policies and guidelines, there is no assurance that Contrans will be in full compliance at all times with such policies and guidelines. As a result, Contrans could be required, at some future date, to incur significant costs in order to maintain or improve its compliance record.

Environmental Matters

Contrans uses storage tanks at certain of its terminals. Canadian and United States laws generally impose potential liability on the present or former owners or occupants of properties on which contamination has occurred. Although management is not aware of any contamination which, if remediation or clean-up were required, would have a material adverse effect on Contrans, there can be no assurance that Contrans will not be required, at some future date, to incur significant costs to comply with environmental laws, nor that its operations, business or assets will not be materially affected by current or future environmental laws.

Contrans, its operations and properties are subject to extensive federal, provincial, state, municipal and local environmental laws and requirements in both Canada and the United States relating to, among other things, air emissions, the management of contaminants including hazardous materials (including the generation, handling, storage, transportation and disposal of such contaminants), discharges and the remediation of environmental impacts (such as the contamination of soil and water, including ground water). A risk of environmental liabilities is inherent in transportation operations, historic activities associated with such operations and the ownership, management or control of real estate.

Insurance

Contrans' operations are subject to risks normally inherent in the transportation industry, including potential liability which could result from, among other circumstances, personal injury or property damage arising from accidents or incidents involving trucks operated by Contrans. Among these risks is a potential crisis in the primary or reinsurance markets causing a lack of availability of insurance at a reasonable price or sufficient limits for operations. The availability of, and ability to collect on, insurance coverage is subject to factors beyond the control of Contrans. In addition, Contrans may become subject to liability for hazards which it cannot or may not elect to insure because of high premium costs or other reasons or for occurrences which exceed maximum coverage under its policies.

Litigation

Contrans is currently involved in certain legal proceedings, the outcome of which could have an adverse impact on Contrans' financial results. In September 1994, two actions were filed by separate groups of former employees under the Ontario class proceedings legislation against Laidlaw Carriers Inc., a predecessor

to Contrans, and against an Ontario loan and trust company. These actions involved the valuation of the employees' benefit plan in 1988. If the claims of any of the approximately 30 former employees involved in this litigation ultimately prove successful, the damages to be awarded will represent the difference between what is alleged that Laidlaw Carriers Inc. promised to pay and what it actually did pay to the former employees at the time of retirement. The claim was made in the amount of approximately \$1.5 million. If Contrans is not successful in defending the action, Contrans may be required to pay the claim amount, together with interest on the amounts awarded by the court from April 1988 to the date of trial and legal costs. In reasons dated February 22, 2000, Mr. Justice Cumming of the Ontario Superior Court of Justice granted the plaintiffs' motion for certification as a single class proceeding under the continuing style of Schweyer vs. Laidlaw Carriers Inc. The matter has gone to discoveries and a trial date is not anticipated for some time. Management is therefore unable to determine the outcome of these proceedings at this time.

Material Debt and Restrictive Covenants

Contrans has third party debt service obligations under a revolving credit facility and senior secured notes. The ability of the Fund and its subsidiaries to make distributions, pay dividends or make other payments or advances, will be subject to contractual restrictions contained in the instruments governing any indebtedness of those entities.

Contrans' ability to make scheduled payments of principal and interest on, or to refinance, its indebtedness will depend on its future operating performance and cash flow, which are subject to prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond its control. These factors might inhibit Contrans from refinancing its indebtedness at all or on favourable terms, may increase the sensitivity of distributable cash to interest rate variations and could have a negative impact on the Fund's ability to make distributions on its Units.

The revolving credit facility and senior secured notes contain specified restrictive covenants that limit the discretion of management with respect to certain business matters. These covenants place restrictions on, among other things, the ability of Contrans to incur additional indebtedness, to create liens or other encumbrances, to pay distributions or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity. In addition, the revolving credit facility and senior secured notes contain a number of financial covenants that require the Fund to meet certain financial ratios and financial conditions tests. A failure to comply with the obligations in the agreements could result in an event of default which, if not cured or waived, could permit acceleration of the relevant indebtedness. If the indebtedness were to be accelerated, there can be no assurance that the Fund's assets would be sufficient to repay in full that indebtedness.

The principal repayments on the senior secured notes are due on December 15, 2013 (\$31.9 million) and October 15, 2016 (\$50 million). There can be no assurance that future borrowings or equity financing will be available to the Fund, or available on acceptable terms, in an amount sufficient to meet the Fund's potential refinancing needs.

Risks Related to the Structure of the Fund

Dependence upon Operating Entities

The Fund is an unincorporated open-ended, limited purpose trust which will be entirely dependent upon the operations and assets of the Operating Entities through the Fund's ownership of the Operating Trust Units and the Operating Trust Notes. Accordingly, the Fund's ability to make cash distributions to the Unitholders will be dependent upon the ability of the Operating Trust to pay its interest obligations under the Operating Trust Notes and to declare any distributions or other return of capital in respect of the Operating Trust Units which ability is, in turn, dependent upon the operations and assets of Contrans, the Partnership and

the Operating Entities. There can be no assurance regarding the amounts of income to be generated by the Operating Entities and therefore funds available to the Fund.

Capital Investment

The timing and amount of capital expenditures will directly affect the amount of income available for distribution to Unitholders. Distributions may be reduced, or even eliminated, at times when significant capital or other expenditures are made.

Nature of Subordinate Voting Trust Units

The Subordinate Voting Trust Units do not represent a direct investment in Contrans and should not be viewed as shares in Contrans. As holders of Subordinate Voting Trust Units, Unitholders will not have the statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring “oppression” or “derivative” actions or the right to dissent and appraisal. The Subordinate Voting Trust Units represent a fractional interest in the Fund. The Fund's primary assets will be the Operating Trust Units and the Operating Trust Notes. The price per Subordinate Voting Trust Unit is a function of anticipated Distributable Cash and other market factors.

Distribution of Securities on Redemption or Termination of the Fund

It is not anticipated that the redemption of the Subordinate Voting Trust Units will be the primary mechanism for Unitholders to liquidate their investments. Upon a redemption of Subordinate Voting Trust Units or termination of the Fund or the Fund and the Operating Trust, Operating Trust Units, Operating Trust Notes, Class C LP Units and/or Partnership Notes, as applicable, distributed to Unitholders may not be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans, depending upon the circumstances at the time, may be subject to resale restrictions under applicable securities laws, may not be listed on any stock exchange and there may be no market for such securities.

Additional Dilution of Existing Unitholders' Interests

The Declaration of Trust authorizes the Fund to issue an unlimited number of Subordinate Voting Trust Units and, under the limited partnership agreement governing the Partnership, the general partner is authorized to issue an unlimited number of Class A LP Units. Such securities may be issued on terms and conditions established by the Trustees or the general partner, as applicable, without the approval of Unitholders or holders of Partnership Units. Additional issuances of such securities will result in dilution of the interests of Unitholders.

Restrictions on Potential Growth

The payout by the Operating Entities of substantially all of their operating cash flow will make additional capital and operating expenditures dependent on increased cash flow or additional financing in the future. Lack of those funds could limit the future growth of the Operating Entities and their cash flow.

Income Tax Matters

Provisions of the Tax Act were enacted on June 22, 2007 (the “SIFT Rules”) relating to the federal income taxation of publicly-listed or traded trusts (such as income trusts and real estate investment trusts) and partnerships. The SIFT Rules apply to a publicly-traded trust that is a specified investment flow-through entity (a “SIFT”) which existed before November 1, 2006 (“Existing Trust”) commencing with taxation years ending in 2011.

From January 1, 2011, certain distributions attributable to a SIFT will not be deductible in computing the SIFT's taxable income, and the SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general tax rate applicable to Canadian corporations. Distributions paid by a SIFT as returns of capital will not be subject to this tax. There may be circumstances where an Existing Trust could lose its transitional relief where its equity capital grows beyond certain dollar limits measured by reference to the Existing Trust's market capitalization at the close of trading on October 31, 2006.

The Fund is a SIFT as defined in the legislation. Accordingly the Fund will be subject to taxes on distributions of certain income earned after 2010.

For investors receiving distributions from an income trust out of income that has been subject to the SIFT Rules, the distributions will be deemed to be dividends received from a taxable Canadian corporation. Thus, the investor, if an individual, receives the benefit of the enhanced dividend tax credit available for eligible dividends. Investors that are corporations, may be permitted to deduct the dividends but private or closely-held corporations will be subject to a refundable tax.

If the Fund ceases to qualify as a "mutual fund trust" under the Tax Act, the income tax considerations relating to the Fund would be materially and adversely different in certain respects. Currently, a trust will not be considered to be a mutual fund trust if it is established or maintained primarily for the benefit of non-resident persons of Canada unless all or substantially all of its property is property other than "taxable Canadian property" as defined in the Income Tax Act. The Fund has adopted mechanisms to ensure that the Fund is not maintained primarily for the benefit of non-resident persons.

Limitations on Non-Resident Ownership

The Declaration of Trust provides that at no time may Non-Residents be the beneficial owners of that number of Subordinate Voting Trust Units and Special Voting Rights entitling the holders to more than 49% of the votes attached to all outstanding Subordinate Voting Trust Units and Special Voting Rights. The Trustees may require declarations as to the jurisdictions in which beneficial owners of Subordinate Voting Trust Units and Special Voting Rights are resident. The limitation on ownership of Subordinate Voting Trust Units and Special Voting Rights may have an adverse impact on the liquidity of the Subordinate Voting Trust Units and Special Voting Rights. In addition, the sale by Non-Residents of a significant number of Subordinate Voting Trust Units and Special Voting Rights at the demand of the Trustees may have an adverse effect on the market price of the Subordinate Voting Trust Units and Special Voting Rights. Management regularly monitors the level of non-resident ownership of Subordinate Voting Trust Units and Special Voting Rights.

Investment Eligibility

The Fund will endeavour to ensure that the Units continue to be qualified investments for registered retirement savings plans, deferred profit sharing plans, registered retirement income funds and registered education savings plans (collectively, "Plans"). No assurance can be given in this regard. The Tax Act imposes penalties for the acquisition or holding of non-qualified investments.

Securities or other property received as a result of redemption of Units may not be a qualified investment for a Plan which could give rise to adverse consequences to a Plan or the annuitant under the Plan.

Concentration of Ownership

A Trustee of the Fund and Contrans' Chairman of the Board and Chief Executive Officer, Stanley G. Dunford, beneficially owns, controls or directs approximately 41% of the votes of the Fund. As a result, Mr. Dunford has a significant influence over matters requiring the approval of the Unitholders.

ADDITIONAL INFORMATION

Additional information can be found on SEDAR at www.sedar.com.

Additional information, including the remuneration and indebtedness of trustees, directors and officers of the Fund and its subsidiaries, principal holders of the Fund's securities and securities authorized for issuance under equity compensation plans, as applicable, is contained in the Fund's information circular dated March 12, 2009. Additional financial information is provided in the Fund's financial statements and Management's Discussion and Analysis for the year ended December 31, 2008.

GLOSSARY OF TERMS

“**Act**” means the *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended, including the regulations promulgated thereunder.

“**Administration Agreement**” means the agreement between Contrans and the Fund dated April 16, 2002 pursuant to which Contrans agreed to provide certain administrative and support services to the Fund.

“**affiliate**” or “**associate**” when used to indicate a relationship with a person or company, has the same meaning as set forth in the Securities Act (Ontario) (but applied as if each relevant entity is a corporation).

“**Arrangement Agreement**” means the agreement dated May 21, 2002, as amended July 10, 2002, among Pre-Amalgamated Contrans, Newco, the Operating Trust and the Fund pursuant to which such parties implemented the Plan of Arrangement.

“**Board of Directors**” or “**Board**” means the board of directors of Contrans.

“**Business Day**” means any day other than a Saturday, Sunday or statutory holiday in the City of Toronto, Ontario.

“**Class A LP Units**” means Class A limited partnership units of the Partnerships, which are collectively exchangeable for Subordinate Voting Trust Units.

“**Class B LP Units**” means Class B limited partnership units of the Partnerships, which are collectively exchangeable for Subordinate Voting Trust Units.

“**Class C LP Units**” means Class C limited partnership units of the Partnerships, all of which are held by Contrans or the Operating Trust.

“**Contrans**” means Contrans Holding Limited Partnership, Contrans Holding II LP, Contrans Services LP and Contrans Corp. and, as the context requires their direct and indirect wholly-owned subsidiaries and interests in partnerships.

“**Contrans Shares**” means common shares in the capital of Contrans.

“**COT Declaration of Trust**” means the declaration of trust dated as of April 16, 2002 pursuant to which the Operating Trust was created.

“**Declaration of Trust**” means the declaration of trust dated as of April 16, 2002, as amended as of April 11, 2003, which created the Fund.

“**Distributable Cash**” means all amounts to be distributed to Unitholders in accordance with the Declaration of Trust during any applicable period.

“**Exchange Agreements**” means the exchange agreements entered into between the Operating Trust and the holders of Partnership Units pursuant to which, among other things, the Operating Trust granted the Exchange Right to each of the holders of Partnership Units and the holders of Partnership Units agreed to effect such exchange at the option of the Operating Trust in certain circumstances.

“**Exchange Right**” means the exchange right granted to the holders of Partnership Units to require the Operating Trust to exchange, and the right granted to the Operating Trust to require the exchange of, all or any number of the Partnership Units held by such holders for Subordinate Voting Trust Units on a one Subordinate Voting Trust Unit-for-one taken together Class A LP Unit of Partnerships or Class B LP Unit of the Partnerships basis or, in certain circumstances, the required automatic exchange of Multiple Voting Rights for Subordinate Voting Rights.

“**Fund**” means Contrans Income Fund, a trust established under the laws of Ontario pursuant to the Declaration of Trust.

“**Maximum Redemption Amount**”, in respect of a calendar month, means \$250,000 or such greater amount as the Trustees of the Fund, in their discretion, may permit, all as described under the heading “The Fund - Redemption Right”.

“Multiple Voting Rights” means the non-transferable Series B special voting rights in the Fund issued to the holders of Class B LP Units under the Plan of Arrangement, which are evidenced only by the Class B LP Unit certificates to which such Multiple Voting Rights relate and which entitle the holders thereof to ten votes per Multiple Voting Right held.

“Multiple Voting Shares” means the Class B multiple voting shares in the capital of Pre-Amalgamated Contrans.

“Newco” means Contrans Holding Company Corp., a corporation incorporated under the Act, which was amalgamated with Pre-Amalgamated Contrans to form Contrans.

“Non-Resident” means a non-resident of Canada within the meaning of the Tax Act.

“Operating Entities” means the entities which, taken together, carry on Contrans' transportation business.

“Operating Trust” means Contrans Operating Trust, a trust established under the laws of Ontario pursuant to the COT Declaration of Trust and which is wholly-owned by the Fund.

“Operating Trust Notes” means the unsecured subordinated notes of the Operating Trust.

“Operating Trust Units” means trust units of the Operating Trust, each such unit representing an equal undivided beneficial interest therein.

“Partnerships” means Contrans Holding Limited Partnership, Contrans Holding II LP and Contrans Services LP, each a limited partnership formed under the laws of the Province of Ontario.

“Partnership Notes” means unsecured subordinated notes of the Partnership issued or to be issued, from time to time, by the Partnership.

“Partnership Units” means Class A LP Units and/or Class B LP Units of the Partnerships, as the context so requires.

“Person” means any individual, partnership, association, body corporate, trust, trustee, executor, administrator, legal representative, government, regulatory authority or other entity.

“Redemption Price” means the price at which Subordinate Voting Trust Units are to be redeemed.

“Special Voting Rights” means, together, the Subordinate Voting Rights and the Multiple Voting Rights.

“Subordinate Voting Rights” means the non-transferable Series A special voting rights in the Fund issued to the holders of Class A LP Units under the Plan of Arrangement, which are evidenced only by the Class A LP Unit certificates to which such Subordinate Voting Rights relate and which entitle the holders thereof to one vote per Subordinate Voting Right held.

“Subordinate Voting Trust Unit” means a trust unit (other than a Special Voting Right) of the Fund, each such trust unit representing an equal undivided beneficial interest therein.

“Tax Act” means the Income Tax Act (Canada) and the regulations enacted thereunder.

“Trustees” means the trustees from time to time of the Fund or the Operating Trust, as the context requires.

“Unitholders” means the holders from time to time of the Subordinate Voting Trust Units.

Unless otherwise indicated in this annual information form, all references to “dollars” and “\$” are to Canadian dollars.

Schedule “A”

Audit Committee Mandate

Purpose

The Audit Committee is appointed by the Board of Trustees to assist the Board in fulfilling its oversight responsibilities. The Audit Committee’s primary duties and responsibilities are to:

- Oversee the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- Identify and monitor the management of the principal risks that could impact the financial reporting of Contrans Income Fund (the “Fund”).
- Monitor the integrity of the Fund’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance.
- Monitor the independence and performance of the Fund’s external auditors.
- Provide an avenue of communication among the external auditors, management and the Board of Trustees.

Organization and Meetings

The Board shall elect annually from among its members a Committee to be known as the Audit Committee to be composed of three Trustees all of whom shall be independent¹ with no direct or material indirect relationship with the Fund or its management. Each member must be financially literate². Two members of the Audit Committee shall constitute a quorum.

The following are the primary responsibilities of the Chairman:

- Chairing all meetings of the Committee in a manner that promotes meaningful discussion.
- Ensuring adherence to the Committee’s Mandate and that the adequacy of the Committee’s Mandate is reviewed annually.
- Providing leadership to the Committee to enhance the Committee’s effectiveness.
- Managing the Committee, including:
 - ↳ Adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - ↳ Preparing the agenda of the Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
 - ↳ Ensuring meetings are appropriate in terms of frequency, length and content; and
 - ↳ Obtaining and reviewing with the Committee an annual report from the independent auditors, and arranging meetings with the auditors and financial management of the Fund to review the scope of the proposed audit for the current year, its staffing and the audit procedures to be used.
- Any member of the Audit Committee may be removed or replaced at any time by the Board and shall at any time cease to be a member of the Audit Committee upon ceasing to be a Trustee. Subject to the foregoing, each member of the Audit Committee shall hold office as such until the next Annual Meeting of the Unitholders after his or her election.

¹ “Material relationship” is defined as one that could “in the view of the Fund’s Board of Trustees, reasonably interfere with the exercise of a member’s independent judgment”.

² “Financial literacy” is defined as “the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably expected to be raised by the Fund’s financial statements”.

- The Audit Committee shall choose one of its own members to be its Chairperson and shall either choose one of its own members or an officer of Contrans Income Fund to act as Secretary at the meeting of the Audit Committee.
- The Audit Committee shall meet at least on a quarterly basis. The times of and the places where the meetings shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Audit Committee; provided that notice of every such meeting shall be given to the auditors of the Fund and that the meetings shall be convened whenever requested by the auditors or any member of the Committee. Regular meetings shall, whenever possible, be scheduled immediately prior to a Board of Trustees' meeting.
- A written agenda for each meeting shall be sent to each member and the auditors in advance of the meeting. Detailed minutes of each meeting summarizing issues discussed and actions recommended shall be prepared by the Secretary. All minutes shall be approved by a majority of the members.
- The Audit Committee shall report to the Board of Trustees regarding each of its meetings.

Responsibilities

Review Procedures

- The Audit Committee shall review and reassess the adequacy of this Mandate on a periodic basis when it considers such review to be worthwhile and submit the mandate to the Board of Trustees for approval.
- The Audit Committee shall review all financial statements, MD&A, earnings press releases and summaries prepared by the Fund which require approval by the Board of Trustees. This would include interim statements and related reports, year end audited statements and related reports, statements and related reports in prospectuses and other offering memoranda and statements and related financial reports required by regulatory authorities. Such review must be carried out prior to the Fund publicly disclosing the information.
- The Audit Committee should enquire of and discuss with management and the external auditors, all significant issues regarding accounting principles, practices and significant management estimates and judgments.
- The Audit Committee should, in consultation with management and the external auditors, consider the integrity of the Fund's financial reporting process and controls. Significant financial risk exposures should be discussed, along with the steps management has taken to monitor, control and report such exposures.
- The Audit Committee shall review and approve management's decision related to the need for internal auditing.
- The Audit Committee shall review any report of management which accompanies published financial statements or summaries for consistency of disclosure with financial statements or summaries themselves.
- The Audit Committee shall ensure that adequate procedures are in place for the review of the Fund's disclosure of financial information extracted or derived from the Fund's financial statements. A periodic assessment of the adequacy of the procedures should be performed.
- The Audit Committee shall review, with management, the external auditors and if necessary with legal counsel, litigation, claims or other contingencies, income or other tax assessments or reassessments, the findings of any examinations by regulatory agencies, insurance coverage, environmental compliance, adherence to debt covenants, pension obligations, compliance with various other statutory and regulatory requirements and any other matters which in the opinion of management or the auditors could, from time to time, have a material effect upon the quarterly or annual financial position or operating results of the Fund.
- The Audit Committee shall review with management the CEO and CFO Certification of annual and interim disclosures.
- The Audit Committee should establish procedures for the receipt, retention and treatment of complaints received by the Fund regarding accounting, internal accounting controls or auditing matters and the

confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- The Audit Committee shall review and approve the Fund's hiring of partners, employees and former partners and employees of the present and former external auditors of the Fund.
- The Audit Committee shall review policies and practices concerning the discretionary expenditures of officers of the Fund. The Audit Committee may request a reporting, by individual officer, of such expenditures or a certification by such officers as to their adherence to the policies and practices.
- The Audit Committee shall review with management and the external auditors all related party transactions.
- Members of the Audit Committee shall have the right, for the purposes of performing their duties, to inspect all of the books and records of the Fund and of discussing such accounts and records and any matters relating to the financial position of the Fund with management and the external auditors of the Fund.
- The Audit Committee shall have the authority to (a) engage independent counsel and other advisors as it determines necessary to carry out its duties; (b) set and pay the compensation for any advisors employed by the Audit Committee; and (c) communicate directly with the internal and external auditors.
- The Audit Committee shall have the right and authority subject to the Board of Trustees approval to institute special investigations and, if appropriate, hire special counsel or experts to assist.
- The Audit Committee shall review with management the required disclosure in the Fund's AIF, which details information with respect to the audit committee's mandate, its composition, a description of the education and experience that relate to the responsibilities of each member, and the service fees paid to the external auditors.

External Auditors

The external auditors are ultimately accountable to the Audit Committee and the Board of Trustees, as representatives of the Unitholders. The Audit Committee shall review the independence and performance of the auditors annually.

The Audit Committee shall consider whether the external auditors should be re-appointed and recommend accordingly to the Board of Trustees. If a change in auditors is proposed, the Audit Committee shall enquire as to the reason for the change, including the response by the incumbent auditors. The Audit Committee should enquire as to the qualifications and independence of the newly proposed external auditors before making their recommendation to the Board of Trustees.

On an annual basis, the Audit Committee should review and discuss with the external auditors all significant relationships they have with the Fund that could impair the auditors' independence.

The Audit Committee shall review the audit plans of the external auditor, and should enquire as to the extent the planned audit scope can be relied upon to detect weakness in internal controls or fraud or other illegal acts.

The Audit Committee shall review the results of any audits performed by the Fund's external auditors and shall receive a report from the auditors which includes but is not limited to the reporting recommendations of the Canadian Institute of Chartered Accountants as required from time to time. The Audit Committee shall enquire of both the officers and the external auditors as to the existence of any differences of opinion.

The Audit Committee shall consider the external auditors' judgments about the quality and appropriateness of the Fund's accounting principles as applied in the Fund's financial reporting.

The Audit Committee shall review the basis and the amount of the external auditors' fees and recommend the compensation of the external auditor to the Board of Trustees.

Any member of the Audit Committee may require the external auditors to attend any or every meeting of the Audit Committee.

The Audit Committee shall review and recommend changes to the Board of Trustees, as required, to the Fund's Policy on the Scope of Services of the Auditor. The Audit Committee shall be responsible for the procedures as outlined in the policy.