ROYAL LEPAGE

Royal LePage Franchise Services Fund

Interim Report to Unitholders Q3 2005

Q3

About the Royal LePage Franchise Services Fund

The Royal LePage Franchise Services Fund is a leading provider of services to residential real estate brokers and their agents. The Fund generates cash flow from franchise royalties and service fees derived from a national network of real estate brokers and agents in Canada operating under the Royal LePage and Johnston & Daniel brand names. As at September 30, 2005, the Fund Network is comprised of 262 franchise agreements, operating from 561 locations serviced by 10,514 agents and 823 sales representatives. The Fund has approximately 20% market share of the Canadian residential resale real estate market based on transactional dollar volume. Royal LePage Franchise Services Fund is a TSX listed income trust, which pays monthly distributions and trades under the symbol "RSF.UN".

Communications to unitholders

We regularly provide unitholders with information about the Fund through our annual report, quarterly interim reports and periodic press releases. All up-to-date information is available online at www.rsfund.ca. On the site you will find summary information about the company, public reports, press releases, statutory filings, units and distribution information.

Contact us

We welcome inquiries from unitholders, analysts, media representatives and other interested parties.

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LETTER TO UNITHOLDERS

Q3 2005 INTERIM REPORT TO UNITHOLDERS

Financial and Operating Highlights

For the three months ended September 30, 2005	(thousands)	(per unit)
Royalties	$ 7,937	$ 0.60
Net earnings	$ 2,024	$ 0.20
Distributable cash	$ 6,295	$ 0.47
Distributions	$ 3,662	$ 0.28

Royal LePage Franchise Services Fund (the Fund) is pleased to report results for the third quarter ended September 30, 2005, the strongest in the Fund's history.

Royalty revenue reached a record high of $7.9 million and net earnings were $2.0 million, representing increases over the third quarter of 2004, of 14% and 24% respectively. The strong performance was driven by a 13% increase in the Fund's underlying network of agents since September 30, 2004, implementation of the new $100 fixed monthly fee and technology fee for sales representatives, and continued strength in the Canadian residential resale housing market.

Distributable cash totalled $6.3 million, up 12% over the same period in 2004.

The housing market remains strong across the country. Supported by sound economic fundamentals including high consumer confidence, personal income growth, and low unemployment, consumers continue to take advantage of low interest rates and enjoy the benefits of relatively affordable Canadian housing. Royal LePage continues to attract high performing broker-owners and new agents who are drawn to the company's unique web-based marketing and business process services. In addition to the 463 agents recruited during the first six months of 2005, the Fund Network added 138 agents during the third quarter, which exceeds the Fund's annual growth target of 400 agents.

Solid third quarter performance contributed to an increase in cash reserves to $8.3 million from $5.6 million in the previous quarter. These reserves will provide non-diluted capital for acquisitions, and will enable the Fund to maintain stable distributions through periods of seasonal fluctuation.

Growth

The Fund increased its total number of agents by 1,159 for the nine months ended September 30, 2005, well ahead of management's expectations. The Fund acquired 558 agents represented by 38 franchise contracts on January 1, 2005; an additional 601 agents were added through organic recruitment during the first nine months of 2005.

An additional 350 agents are currently in the acquisition growth pipeline as of November 3, 2005, for acquisition on January 1, 2006.

Effective July 1, 2005, franchises began paying the $100 fixed monthly fee and technology fee for sales representatives. This only impacts sales representatives who are selling-Realtors, and excludes broker-owners and managers. As of September 30, 2005, there were 477 sales representatives paying royalties under the new fee structure.

Outlook

Sales of existing homes are forecasted to hit a new record of 470,000 units in 2005, and year-over-year appreciation in house prices will approach 10%. Heading into 2006, the Fund anticipates that the pace of market expansion will slow due primarily to moderately higher mortgage rates.

On September 8, 2005, the Department of Finance initiated a consultation process on flow-through entities including structures similar to Royal LePage Franchise Services Fund. Since the issuance of a consultation paper on income trusts and limited partnerships a moratorium on advanced tax rulings with respect to new income funds was announced. It is not possible to predict an outcome to the Department of Finance's review of taxation policy at this time or the impact, if any, on the Fund's unit value and future distributions.

Philip Soper
President & Chief Executive Officer

Kevin A. Cash
Chief Financial Officer

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

FINANCIAL HIGHLIGHTS

($ 000's)	**Three Months Ended September 30, 2005**	Three Months Ended September 30, 2004	**Nine Months Ended September 30, 2005**	Nine Months Ended September 30, 2004
Royalties	**$ 7,937**	$ 6,952	**$ 20,671**	$ 18,204
Less:				
Administration expenses	**125**	119	**393**	298
Interest expense	**602**	293	**1,685**	950
Management fee	**915**	911	**2,745**	2,742
Earnings and distributable cash	**$ 6,295**	$ 5,629	**$ 15,848**	$ 14,214
Distributions	**$ 3,662**	$ 3,661	**$ 10,985**	$ 10,985
Number of agents and sales representatives	**11,337**	10,132	**11,337**	10,132

The table above sets out selected historical information and other data which should be read in conjunction with the attached interim consolidated financial statements for the three months (the "Quarter") and nine months ended September 30, 2005. The interim consolidated financial statements are prepared in Canadian dollars and are in accordance with Canadian generally accepted accounting principles. External economic and industry factors remain substantially unchanged, unless otherwise stated.

OVERVIEW

This Management Discussion and Analysis ("MD&A") covers the period from January 1, 2005 to September 30, 2005 and has been prepared as at November 3, 2005.

Royal LePage Franchise Services Fund (the "Fund") was established on August 7, 2003, through an initial public offering. The Fund generates cash flow from the franchise royalties and service fees of a national network of real estate franchisees, agents and sales representatives, operating under the Royal LePage and Johnston & Daniel brand names (collectively the "Fund Network").

Management of the Fund is governed by a Management Services Agreement ("MSA"). The services under the MSA are provided by Residential Income Fund Manager Limited ("RIFML"), a division of Centract Residential Property Services ("Centract"), the residential real estate services division of Brookfield Asset Management-["BAM"] (currently Brascan Corporation). The senior management of Centract developed and managed the Fund Network prior to the inception of the Fund. BAM, through a wholly owned subsidiary, holds a 25% subordinated interest in the Fund (see Transactions with Related Parties).

As at September 30, 2005, the Fund Network was comprised of 10,514 agents and 823 sales representatives operating from 561 locations under 262 franchise agreements. The Fund Network has an approximate one-fifth share of the Canadian residential resale real estate market based on transactional dollar volume.

STRUCTURE OF THE FUND

The Fund generates royalties with both fixed and variable fee components. A summary of these fees is as follows:

Royalty Fees
Fixed franchise fees are based on the number of agents and flat fee paying sales representatives, collectively "selling-Realtors" in the Fund Network and consist of a monthly flat fee of $100 per selling-Realtor, a technology fee and web services and other fees.

Prior to July 1, 2005 the flat fee of $100 and a technology fee was only based on the number of agents in the Fund Network. Effective July 1, 2005, franchisees began paying the fixed monthly fee of $100 and a technology fee for sales representatives. This change only impacts sales representatives that are selling-Realtors, and excludes broker-owners and managers. As of September 30, 2005, there were 823 sales representatives, 477 of which paid the applicable fees.

Variable franchise fees are primarily driven by the total transaction dollar volume of business transacted by our agents. The Fund receives 1% of each agent's gross commission income, subject to a cap of $1,300 per year. In addition, 22 of the Fund's larger locations situated in the Greater Toronto Area ("GTA") pay a premium franchise fee ranging from 1% to 5% of the location's gross revenue.

Approximately 89% (89% - 2004) of the Fund's royalties are derived from the combined fixed fee of $100 per selling-Realtor per month, 1% variable fee and premium fees. The remaining royalty stream is generated from technology fees, 4.5% option and web services and other fees. Approximately 64% of the annual royalties are insulated from market fluctuations, as they are not directly driven by transaction volumes. Management believes that the combination of a royalty stream based on the number of selling-Realtors in the network, increasing agent and broker productivity and an increasing supply of new housing inventory will provide the base for a strong, stable and growing cash flow.

Monthly Distributions
The target annual cash distribution is $1.10 per unit. Public unitholder cash distributions are made monthly. The quarterly target was met during the Quarter. To reduce unitholder risk, 25% of the Fund's units, which are held by Centract, are subordinated in their rights to distributions until public unitholders receive their target distribution of $0.0917 per unit per month. This subordination is in place until August 7, 2008.

OPERATIONS OVERVIEW

The key drivers of the Fund's business and cash distributions to unitholders are:

1. The number of selling-Realtors in the Fund;
2. Transaction volumes;
3. The stability of the Fund's royalty stream; and
4. The Fund's growth opportunities.

A summary of our performance against these drivers is as follows:

Number of selling-Realtors in the Fund
- The Fund Network grew by 138 agents, or 1.3% during the Quarter, to 10,514 agents. This represents a growth of 1,159 agents or 12.4% since December 31, 2004. Of this growth,

558 was generated through the acquisition of 38 franchise contracts on January 1, 2005, with estimated annual royalties of $1.2 million, and 601 or 6.4% through franchisee net recruiting efforts.

- As mentioned earlier, effective July 1, 2005, sales representatives who are selling-Realtors began paying the fixed monthly fee of $100 and a technology fee.

Transaction volumes
The performance of the Fund is dependent upon the receipt of royalty revenue, which, in turn, is partially dependent upon the level of residential resale real estate transactions. The residential real estate industry is affected by all of the factors affecting the economy in general, including changes in interest rates, unemployment and inflation. During the Quarter, the Canadian residential resale real estate market (the "market"[1]) remained healthy and was buoyed by strong consumer confidence and housing affordability. A summary of the market and related activity for the Quarter is as follows:

- Canada's housing starts, the market's future inventory, were 230,500 for the 12 months ended September 30, 2005, comparable to the 231,000 recorded for the same period in 2004. During 2005, the most notable change in annual housing starts is the growth in multi-family units, which in 2005 is expected to exceed the number of single-family unit starts for the first time in over 20 years.
- The Canadian market totaled $116.2 billion for the 12 months ended September 30, 2005, an increase of 13.3% compared with the 12 months ended September 30, 2004.
- The year-over-year growth in the Canadian market for the 12 months ended September 30, 2005, was fuelled by an 9.3% increase in average selling price to $244,667 and a 3.6% increase in residential unit sales to 474,795.
- The GTA market, from which the Fund earns its premium franchise fees, reached a transactional dollar volume of $28.2 billion for the 12 months ended September 30, 2005, a 6.8% increase over the same period in 2004. This market activity was fuelled by a total of 84,834 homes sold at an average selling price of $332,471, representing a 0.1% decrease in homes sold and a 6.9% increase in average price per home, over the same period in 2004.
- The GTA market, for the Quarter as compared to the quarter ended September 2004 was up 14.4% to $7.4 billion as the unit sales increased by 7.5% to 22,211 units, while the selling price increased by 6.4% to $332,507.
- Agent productivity for the 12 months ended December 31, 2004, was approximately $2.2 million per agent in transactional dollar volume, which was 10% ahead of the 2003 level of $2.0 million and 69% ahead of the rest of the Canadian agent productivity of $1.3 million per agent.
- Low mortgage interest rates, strong consumer confidence, combined with overall housing affordability continues to encourage first-time buyers to enter the market and existing homeowners to trade up to larger, more expensive dwellings.

Toward the end of 2004, and during the first two quarters of 2005, there was a noted industry-wide increase in the inventory of residential resale real estate properties listed for sale. During the Quarter the increase in sales outpaced the increase in new listings and caused the market to tighten.

[1] The market is defined as the dollar value of units sold ("Transactional Dollar Volume") over a twelve month period in a particular geographic area.

We anticipate, however, that an increase in listing inventory experienced prior to the Quarter will continue moving forward and will add more balance to the demand and supply for residential resale properties, resulting in a reduced pace of price appreciation from the double digits seen in the early part of 2004 and parts of 2005 to single digit appreciation in the near-to mid-term.

Stability of the Fund's royalty stream

- The Fund's royalties are derived primarily from a diverse national network of 262 independently owned and operated franchises, the majority of which operate with less than 100 agents.
- The geographic distribution of the Fund Network is similar to the distribution of the overall Canadian agent population.
- During the Quarter there were no contracts subject to renewal.
- For the nine months ending September 30, 2005, three franchise contracts were terminated resulting in a loss of five locations and 14 agents.
- The Fund has secured 10, 15 and 20-year agreements, while five-year contracts are the industry norm.
- As at September 30, 2005, the Fund had $8.3 million in working capital and other reserves to meet future cash flow requirements. These reserves may be used to: fund future distributions in light of the seasonality of the market; fund potential acquisitions; and cover the anticipated reduction in the 1% variable franchise fee to year-end as a number of agents exceed the related $1,300 per annum cap towards the end of the year.

Fund growth opportunities

Our growth objective is to add 200 to 400 agents to the Fund Network annually, with approximately one half of this growth from acquisitions and one half from internal growth. Growth through acquisition is achieved through Centract's dedicated network development team operating under the MSA.

Growth in overall royalties is achieved by: increasing the number of selling-Realtors in the Fund; increasing the productivity of agents; expanding the range of products and services supporting the franchisees and agents; increasing adoption of these products and services; and providing concise programs to the Fund Network, supported by on-going training programs to franchisees and selling-Realtors that assist in leveraging the Fund's competitive advantages to attract and retain potential recruits. A summary of immediate growth opportunities and results to the date of this report is as follows:

- The internal growth for the Quarter was 138 agents. This coupled with the internal growth of 463 agents for the two quarters ended June 30, 2005 and acquisition of 38 franchise contracts serviced by 558 agents mentioned earlier, added 1,159 paying agents to the Fund's network since December 31, 2004, which far exceeds our annual growth target of 200 to 400 agents.
- From November 1, 2004 to November 3, 2005, franchises operating from 22 locations serviced by 350 agents were added to the Royal LePage brand. Centract anticipates presenting these franchise contracts to the Fund's Trustees for purchase by the Fund on January 1, 2006. The estimated value of these franchises is $6.3 million.
- Effective July 1, 2005, franchises began to pay the $100 per month fixed fee and technology fee for sales representatives. This change impacts selling-Realtors only, and typically

excludes broker-owners and managers. As of September 30, 2005, 477 of 823 sales representatives began paying royalties under the new fee structure.

- Centract continues to develop, introduce and support new tools, services and programs, which assist franchisees in attracting and retaining agents, increasing agent productivity and driving down administration costs.

OPERATING RESULTS

($ 000's except unit and per unit amounts)	**Three Months Ended September 30, 2005**	Three Months Ended September 30, 2004	**Nine Months Ended September 30, 2005**	Nine Months Ended September 30, 2004
Royalties	**$ 7,937**	$ 6,952	**$ 20,671**	$ 18,204
Less:				
Administration expenses	**125**	119	**393**	298
Interest expense	**602**	293	**1,685**	950
Management fee	**915**	911	**2,745**	2,742
Earnings	**$ 6,295**	$ 5,629	**$ 15,848**	$ 14,214
Amortization of intangible assets	**3,569**	3,419	**10,561**	10,257
Non-controlling interest	**702**	572	**1,396**	1,043
Net earnings	**$ 2,024**	$ 1,638	**$ 3,891**	$ 2,914
Basic and diluted earnings per unit (9,983,000 units)	**$ 0.20**	$ 0.16	**$ 0.39**	$ 0.29

Royalties in the Quarter of $7.9 million and for the nine months ended September 30, 2005 of $20.7 million, increased 14% over the same periods in 2004. The growth in royalties is explained in greater detail later in this MD&A.

Earnings of $6.3 million for the Quarter and $15.8 million for the nine months ended September 30, 2005, exceeded management's expectations due primarily to greater than anticipated agent growth and market activity and the introduction of a new fee structure for sales representatives.

Administration expenses were in line with management's expectations. **Interest expense** has increased over the same period in 2004 as the Fund moved from a variable interest rate position on its $30.6 million term loan to a $38 million private debt placement at an effective fixed rate of 6.3%. **Management fees** have been calculated in line with the terms set out in the MSA, as 20% of royalties less administration expenses, interest expenses and working capital and other reserves.

Net earnings for the Quarter of $2.0 million and $3.9 million for the nine months ended September 30, 2005, represent earnings less non-cash charges of $3.6 million for the Quarter and $10.6 million for the nine months ended September 30, 2005, of amortization related to intangible assets and $0.7 million for the Quarter and $1.4 million for the nine months ended September 30, 2005, related to the non-controlling interest's 25% share of the operating results.

The Fund Network as at September 30, 2005, was comprised of 10,514 agents and 823 sales representatives, with 10,210 of the agents operating under the combined flat fee of $100 per month and 1% of gross earnings option (the "$100/1% option"), 304 agents operating under the 4.5% variable fee option (the "4.5% option") and 447 sales representatives operating under the $100 per month fixed fee plan.

Royalties ($ 000's)	**Three Months Ended September 30, 2005**	Three Months Ended September 30, 2004	**Nine Months Ended September 30, 2005**	Nine Months Ended September 30, 2004
Fixed franchise fees	**$ 3,127**	$ 2,691	**$ 9,071**	$ 7,931
Variable franchise fees	**2,444**	2,041	**6,010**	5,228
Premium franchise fees	**1,497**	1,489	**3,176**	2,962
Other fees and services	**869**	731	**2,414**	2,083
	$ 7,937	$ 6,952	**$ 20,671**	$ 18,204

The Fund generates royalties from both fixed and variable fee components as described earlier in "Structure of the Fund".

Total fixed franchise fees, variable franchise fees and premium franchise fees represented 89% and 88% of royalties for the Quarter and nine months ended September 30, 2005, respectively. In comparison, the respective periods for 2004 were at 89%.

Fixed franchise fees increased 16% and 14% for the Quarter and nine months ended September 30, 2005, respectively, over the same periods in 2004. This increase is in excess of the increase in the underlying agents as 447 sales representatives began paying the $100 fixed fee per month effective July 1, 2005.

Variable franchise fees increased 20% and 15% for the Quarter and nine months ended September 30, 2005, respectively, over the same periods in 2004 while the market activity increased 25% and 15% for the Quarter and nine months ended September 30, 2005, respectively, over the same periods in 2004. The market activity for the Quarter outpaced the variable fees for the same period in 2005 as these fees are paid to the Fund after the sales transaction closes. There is typically a 45 to 60 day delay between the home sale and closing. As such some of the market activity during the Quarter should materialize as variable fees in the quarter ended December 31, 2005.

Premium franchise fees are a function of the mix of 22 franchise locations servicing the GTA market, which pay premium fees ranging from 1% to 5% of the location's gross revenue. The premium franchise fees increased by 1% and 7%, for the Quarter and nine months ended September 30, 2005, respectively, over the same periods in 2004, while the GTA market activity for the same periods increased by 14% and 7%, respectively. There was significantly stronger market activity during August and September of 2005 compared to the same periods in 2004, as evidenced by the transactional dollar volume increase of 18% and 17%, respectively. As mentioned earlier there is typically a 45 to 60 day delay between the house sale and closing, as such, some of the market activity during the Quarter should materialize as premium fees in the quarter ending December 31, 2005.

Other fees and services represented 11% and 12% of Fund royalties for the Quarter and nine months ended September 30, 2005 respectively, and increased 19% and 16%, respectively, over the same periods in 2004. These fees, comprised of technology fees, 4.5% option fees, web service and other fees and revenue, increased over the same periods in 2004 due primarily to the greater than anticipated number of agents, an increase in the pricing of our new web services and training offerings and higher interest earned on the higher cash balances.

Interest expense

Interest expense of $0.6 million for the Quarter and $1.7 million for the nine months ended September 30, 2005, is comprised of interest on the Fund's $30.6 million term loan from

January 1 to February 17, 2005, interest on the $38 million private debt placement from February 18 to September 30, 2005, amortization of the financing charges incurred to secure the $38 million private debt placement, and standby charges associated with the Fund's $2 million operating line, which has remained unutilized since inception of the Fund.

The fixed interest rate on the $38 million private debt placement is 5.882% with an effective interest rate of 6.3% once the five year amortization of the $0.8 million in financing costs associated with securing the private debt placement and $2 million operating line are taken into account.

Amortization of intangible assets
Intangible assets relate to the values attributed to the franchise agreements and relationships and trademarks acquired by the Fund since August 7, 2003. Trademarks are being amortized on a straight-line basis over the term of the agreement plus one renewal period, while franchise agreements are being amortized over the term of the agreements. Relationships represent the value attributed to franchise renewals and are being amortized over the renewal period, at the commencement of such period. See 2005 Acquisitions and Deposit on Acquisitions for further discussion regarding Intangible Assets arising on 2005 acquisitions.

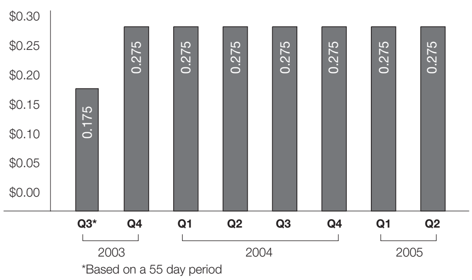
Management fee expense
Management fees of $0.9 million for the Quarter and $2.7 million for the nine months ended September 30, 2005, are in line with management's expectations. Management services are provided under the MSA by RIFML for a fee equal to 20% of cash otherwise available for distribution, which is calculated as distributable cash after reasonable reserves for future Fund distributions and obligations. The Fund generated reserves of $2.6 million during the Quarter ($2.0 million – quarter ended September 30, 2004) and $4.9 million for the nine months ended September 30, 2005 ($3.2 million for nine months ended September 30, 2004). In accordance with the MSA these reserve amounts have been deducted from cash otherwise distributable in arriving at the Fund's management fees.

Distributions
Distributions, as summarized in the following table, were in line with annualized targeted distributions of $1.10 per unit.

The tax allocation of distributions declared for 2005 is currently estimated to be 71% taxable income and 29% return of capital. The 2004 tax allocation was 70% taxable income and 30% return of capital.

Management and the Board of Trustees periodically review the Fund's distribution target. Our distributions since inception are summarized in the following chart.

Unitholder Distributions ($ per unit)



DISTRIBUTABLE CASH

Distributions to unitholders are computed as net earnings, adjusted for the non-controlling interest share of net earnings, amortization and other reasonable working capital and other reserves as defined by the Fund's Amended and Restated Declaration of Trust.

Distributable cash does not have a standardized meaning under Canadian generally accepted accounting principles ("GAAP") and accordingly may not be comparable to similar measures used by other issuers. Management believes that distributable cash is a useful supplemental measure of performance as it provides investors with an indication of the amount of cash available for distribution to unitholders. Investors are cautioned, however, that distributable cash should not be construed as an alternative to using net earnings as a measure of profitability or the statement of cash flows. Distributable cash per unit has been calculated on a basis with that prescribed by GAAP for calculating earnings per unit and is derived as follows:

Distributable cash ($ 000's)	**Three Months Ended September 30, 2005**	Three Months Ended September 30, 2004	**Nine Months Ended September 30, 2005**	Nine Months Ended September 30, 2004
Royalties	**$ 7,937**	$ 6,952	**$ 20,671**	$ 18,204
Less:				
Administration expenses	**125**	119	**393**	298
Interest expense	**602**	293	**1,685**	950
Management fee	**915**	911	**2,745**	2,742
Distributable cash	**6,295**	5,629	**15,848**	14,214
Less change in working capital and other reserves	**(2,633)**	(1,964)	**(4,863)**	(3,229)
Distributable cash after reserves	**$ 3,662**	$ 3,665	**$ 10,985**	$ 10,985

Distributable cash Reconciled to the Financial Statements ($ 000's)	**Three Months Ended September 30, 2005**	Three Months Ended September 30, 2004	**Nine Months Ended September 30, 2005**	Nine Months Ended September 30, 2004
Net earnings for the period	**$ 2,024**	$ 1,638	**$ 3,891**	$ 2,914
Add:				
Non-controlling interest share of net earnings	**702**	527	**1,396**	1,043
Amortization of intangible assets	**3,569**	3,419	**10,561**	10,257
Distributable cash	**6,295**	5,629	**15,848**	14,214
Less change in working capital and other reserves	**(2,633)**	(1,964)	**(4,863)**	(3,229)
Distributable cash after reserves	**$ 3,662**	$ 3,665	**$ 10,985**	$ 10,985

Distributable cash before working capital and other reserves totaled $6.3 million for the Quarter and $15.8 million for nine months ended September 30, 2005. This was ahead of management's expectations for reasons described earlier and since distributable cash before working capital and other reserves was greater than the declared distributions for the year, working capital and other reserves of $2.6 million were built up during the Quarter and $4.4 million for nine months ended September 30, 2005, bringing total reserves to $8.3 million (see Reserves).

RESERVES

Since inception, the Fund has built up $8.3 million in reserves as summarized in the table below. These reserves have been reduced by $0.1 million and $0.4 million for cash used to acquire franchise contracts on January 1, 2004 and January 1, 2005, respectively. At this time it is management's and the Board's intention to maintain reserves equal to approximately three months of distribution requirements within the Fund to meet seasonal fluctuations in the market, working capital requirements, and to fund growth initiatives. Further, it is anticipated that a combination of the remaining Reserves and Fund units will be utilized to meet the Fund's remaining purchase obligation currently estimated at $2.3 million with respect to the franchise contracts acquired January 1, 2005 and to finance the initial payment obligation arising on the acquisition of additional franchise contracts on January 1, 2006 of approximately $5.0 million.

Reserves

($ 000's)	August 7, 2003 to December 31, 2003	Twelve months ended December 31, 2004	Nine months ended September 30, 2005	**Total**
Royalties	$ 8,802	$ 23,740	$ 20,671	**$ 53,213**
Less:				
Administration expenses	231	513	393	**1,137**
Interest expense	620	1,327	1,685	**3,632**
Management fee	1,550	3,660	2,745	**7,955**
Distributable cash	6,401	18,240	15,848	**40,489**
Less change in:				
Distributions to public unitholders	4,533	10,985	8,239	**23,757**
Distributions to non-controlling interest	1,511	3,662	2,746	**7,919**
Funding of acquisitions	–	120	414	**534**
	$ 357	$ 3,473	$ 4,449	**$ 8,279**

Distributable cash
Reconciled to the Financial Statements

($ 000's)	August 7, 2003 to December 31, 2003	Twelve months ended December 31, 2004	Nine months ended September 30, 2005	**Total**
Net earnings for the period	$ 1,947	$ 3,331	$ 3,891	**$ 9,169**
Add:				
Non-controlling interest share of net earnings	702	1,232	1,396	**3,330**
Amortization of intangible assets	3,752	13,677	10,561	**27,990**
Distributable cash	$ 6,401	$ 18,240	$ 15,848	**$ 40,489**

2005 ACQUISITIONS AND DEPOSIT ON ACQUISITIONS

On January 1, 2005, the Fund's independent trustees approved the acquisition of 38 franchise contracts by the Fund at an estimated purchase price of $9.3 million. These contracts generate an estimated annual royalty stream of $1.2 million and are represented by 47 locations serviced by 558 agents. In line with the terms of the MSA, the purchase price was funded with an initial payment of $7 million and the balance is expected to be paid during the first quarter of 2006 upon audit of the actual royalties generated under these contracts and the recalculation of the actual purchase price as detailed in the MSA.

As the actual purchase price for these contracts cannot be determined until the above conditions are met, the initial $7 million payment was recorded as Deposit on acquisition. At each quarter end during 2005 the purchase price obligation will be recalculated based on the actual royalties generated from these contracts and the resultant amount will be relieved from the Deposit on acquisition and reclassified to Intangible assets. The increase in intangible assets will be amortized in accordance with the Fund's intangible assets policy. Recalculated purchase price obligations in excess of the Deposit on acquisitions will be classified as Purchase obligation and the corresponding amount transferred to Intangible assets and amortization, as previously described, will be recorded.

As at September 30, 2005, the royalties generated to date from these contracts have resulted in a total purchase price obligation of $8.7 million. Accordingly, Deposit on acquisition as at September 30, 2005 has been reduced by the full $7.0 million and Intangible assets increased by $8.7 million resulting in a $1.7 million Purchase obligation. Based on the original purchase price of $9.3 million, management estimates that an additional $0.6 million Purchase obligation will accrue by October 31, 2005. In addition, $0.3 million in related amortization has been recorded.

PRIVATE DEBT PLACEMENT AND $2 MILLION OPERATING LINE

With the low interest rate environment and the $7 million deposit on acquisitions described earlier, the Fund sought to increase its debt and take advantage of the low interest rates by moving from a floating interest rate position to a fixed interest rate position. Accordingly, on February 18, 2005, the Fund completed a $38 million private debt placement with a number of Canadian institutional investors for a five-year term with interest fixed at 5.882%, payable quarterly in arrears. The private debt placement proceeds, net of approximately $0.8 million in issue costs, were used to repay the Fund's $30.6 million term loan. The remaining $6.6 million in net proceeds along with $0.4 million drawn from cash reserves were utilized to meet the Fund's January 1, 2005 initial franchise contract purchase obligation of $7 million (see 2005 Acquisitions and Deposit on Acquisitions).

On an annualized basis as compared to 12 months ended December 31, 2004, the private debt placement effectively increases the Fund's interest costs by $1 million, from $1.3 million in 2004 to $2.3 million, with 23% of the increase coming from the increase in debt from $30.6 million to $38 million and the remainder from the increase in the effective interest cost from 4.6% in 2004 to 6.3% under the private debt placement. In what management anticipates will be a rising interest rate environment, the fixing of the interest rate on the Fund's debt will add stability and predictability over the next five years to this significant component in the determination of the Fund's distributable cash.

On February 16, 2005, the Fund replaced its $2 million operating line with a $2 million operating line from a single Canadian financial institution. As of the date of this MD&A these funds remain undrawn. The $0.8 million in issue costs associated with the $38 million private debt placement and the $2 million operating line will be amortized over the term of the private debt placement. During the Quarter and nine months ended September 30, 2005, $40 thousand and $98 thousand, respectively, of these charges were amortized.

LIQUIDITY

The Fund utilized cash flow generated from operating activities for the Quarter of $6.8 million to meet administration and distribution requirements, without drawing on our $2 million operating line.

Working Capital

($ 000's)	**As at September 30, 2005**	As at June 30, 2005	As at March 31, 2005	As at December 31, 2004
Current assets				
Cash and cash equivalents	**$ 8,532**	$ 5,430	$ 3,658	$ 4,444
Accounts receivable and other	**2,824**	3,134	2,960	2,272
	$ 11,356	$ 8,564	$ 6,618	$ 6,716
Current liabilities				
Accounts payable and accrued liabilities	**$ 2,122**	$ 2,003	$ 1,858	$ 2,001
Purchase obligation	**1,686**	–	–	–
Distribution payable to unitholders	**915**	915	915	915
	4,723	2,918	2,773	2,916
Net working capital	**$ 6,633**	$ 5,646	$ 3,845	$ 3,800

The Fund had a net positive working capital position of $6.6 million as at September 30, 2005 as compared to $5.6 million as at June 30, 2005 and $3.8 million as at March 31, 2005 and December 31, 2004, as summarized in the table above.

Accounts receivable decreased $0.3 million from June 30, 2005, decreased $0.1 million from March 31, 2005 and increased $0.6 million from December 31, 2004, due primarily to seasonal fluctuations in revenues.

Accounts payable and accrued liabilities increased slightly from June 30, 2005. Accounts payable are comprised of a $0.9 million ($0.9 million – 2004) quarterly distribution payable to the non-controlling interest, $0.3 million ($0.3 million – 2004) in management fees payable to RIFML and $0.9 million ($0.8 million – 2004) in deferred service revenue and administration expense accruals.

A purchase obligation of $1.7 million was accrued during the Quarter as the purchase price value resulting from the royalties collected from November 1, 2004 to September 30, 2005 from contracts purchased on January 1, 2005 reached $8.7 million and exceeded the initial $7 million deposit. As the ultimate purchase price for these contracts is estimated at $9.3 million, a potential further liability of $0.6 million should arise, to be paid January 1, 2006. The final purchase obligation will be determined when the royalties for October 2005 are collected as the purchase price is based on royalties received for the twelve month period beginning November 1, 2004 and ending October 31, 2005.

As well, the anticipated purchase of franchises represented by 350 agents operating out of 22 locations would lead to a liability of $5.0 million to be paid on January 1, 2006. This liability represents 80% of the estimated purchase price of $6.3 million.

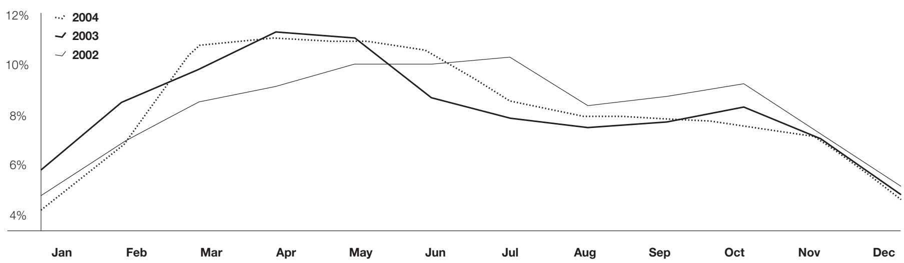
CAPITAL RESOURCES

Existing capital resources upon which the Fund can draw consists of a $2 million operating line, which remains unutilized since the inception of the Fund. Other resources include funds generated from operations in excess of administration costs, debt servicing and distribution requirements, and $8.3 million in working capital and other reserves generated since the inception of the Fund and held for future distributions in anticipation of the seasonality of the residential resale real estate market and to finance the acquisition of franchises (see Reserves). Management will assess financing alternatives such as the issuance of additional Fund units and additional debt when funding requirements, such as potential acquisition opportunities, present themselves.

With $8.3 million in cumulative reserves, an anticipated flow through of strong market unit sales, and the anticipated generation of further reserves in the fourth quarter of the year due to continued market strength, we anticipate meeting our near term financing requirements.

A summary of the seasonality of the market over the last three years is provided in the chart below.

Canadian Residential Resale Real Estate Market (% Transactional Dollar Volume by Month)



Source: CREA

OFF-BALANCE SHEET ARRANGEMENTS

The Fund has no off-balance sheet arrangements as at the date of this MD&A.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions that the Fund entered into were transacted at contracted rates or at exchange amounts approximating fair market value. These transactions were entered into in the ordinary course of business and were consistent with prior periods.

CRITICAL ACCOUNTING ESTIMATES

Substantially all of the Fund's activities are based on cash transactions with revenue and expenditures based on contracted terms. The only operating activities not based on contractual terms are the Fund's administration costs and allocation of the intangible assets between franchise agreements, relationships and trademarks and their related amortization periods. The Fund's administration costs of approximately $0.5 million per annum relate to the Fund's public reporting, regulatory and insurance costs.

The allocation of the Fund's intangible assets between their various classifications is subject to management estimates. The Fund's intangible assets are continuously monitored to ensure that there is no impairment in the carrying value of these assets. A change in the carrying value would affect the net earnings of the Fund but would have no direct cash flow implications.

ACCOUNTING POLICIES

Deferred Charges

Since January 1, 2005 the Fund paid $0.8 million in issue costs associated with the $38 million private debt placement and the $2 million operating line. These costs have been deferred and are being amortized on a straight-line basis over the five-year term of the private debt placement. During the Quarter $40 thousand of these charges were amortized. This amortization policy has been adopted to match the period over which the Fund will benefit from the financing.

FINANCIAL INSTRUMENTS

The Fund's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, distributions payable to unitholders and a $38 million private debt placement. We estimate that the fair values of these financial instruments approximate their carrying value.

The Fund is exposed to credit risk with respect to accounts receivable to the extent any franchisees are unable to pay their fees.

The Fund's $38 million private debt is fixed at 5.882% for a five-year term commencing February 18, 2005 and as such is not subject to interest rate fluctuations.

OUTSTANDING UNITS

The Fund's capital structure remains unchanged from our launch on August 7, 2003, with the Fund authorized to issue an unlimited number of units of the same class with equal rights and privileges. As at September 30, 2005, 9,983,000 units were issued and outstanding. In addition to these units, the Fund has also issued 3,327,667 Special Fund Units, which entitles the holder to vote in all votes of Fund units as if they had converted their Subordinated LP Units into Fund units. This structure remains unchanged from our launch on August 7, 2003.

TAXATION OF FUND DISTRIBUTIONS

Under the Fund's Amended and Restated Declaration of Trust the maximum tax deductions available to the Fund shall be claimed to the extent it brings its taxable income of the Trust to nil. The estimated deductions available to the Trust are comprised of the costs of the offering and intangible assets. The deductions available to the unitholders for the year ended December 31, 2005 are estimated at $8.3 million, $7.6 million for tax balances available as at December 31, 2004, $ 0.2 million for tax deductions arising from the costs associated with the $38 million private debt placement and $0.5 million for tax deductions arising from the acquisition of the 38 franchise contracts on January 1, 2005. The taxation of the Fund's distributions are estimated for 2005 as 71% (70%-2004) other taxable income and 29% (30%-2004) return of capital.

OUTLOOK

We expect continued strength in the Canadian residential resale real estate market in the mid-term due to strong underlying market fundamentals supported by low interest rates, strong consumer confidence, the relative affordability of residential real estate, a relatively strong economy and a steadily increasing inventory of residential resale homes. This strength will be mitigated somewhat with rising interest rates and an increase in listing inventory levels. This rise in listing inventory is expected to lessen the pace of price appreciation from double digits seen in the early part of 2004 and parts of 2005 to single digit for the near to mid-term, with the anticipated overall effect of a strong but more balanced market.

The growth in transaction dollar volume of residential resale real estate represents an opportunity to generate greater distributable cash through increased franchise fees earned from increased agent productivity as well as attracting franchisees and agents to our brands. To this end, we anticipate continuing to enhance our service and support offerings and improve our efficiencies.

During 2004 we embarked on the largest technology revitalization in our history to improve our technology platform for web, Internet, Intranet and online services. The phased launch of these systems began in April 2005 and was completed at the beginning of August. This improved technology platform will reinforce our leadership position in the years ahead. These technology enhancements and strong market fundamentals in combination with favourable debt refinancing and increased royalties from acquisitions, all set the stage for stable and sustainable unitholder distributions.

In September 2005, the Department of Finance issued a consultation paper on income trusts and limited partnerships. Subsequently, a moratorium on advanced tax rulings with respect to income funds was announced. It is not possible to predict an outcome to the Department of Finance's review of taxation policy at this time or the impact, if any, on the Fund's unit value and future distributions.

FORWARD-LOOKING STATEMENTS

Certain statements in Management's Discussion and Analysis of Results and Financial Condition may include statements that are "forward-looking statements". These forward-looking statements may reflect the current internal projections, expectations or belief, future growth, performance and business prospects and opportunities of the Fund and are based on information currently available to the Fund. Actual results and developments may differ materially from results and developments discussed in the forward-looking statements as they are subject to a number of risks and uncertainties. Management cannot provide assurance that the actual results of developments will be realized or, even if substantially realized, that they would have the expected consequences to, or effects on, the Fund. These forward-looking statements are made as of the date of this report and the Fund assumes no obligation to update or revise them.

ROYAL LEPAGE FRANCHISE SERVICES FUND

INTERIM CONSOLIDATED BALANCE SHEETS

(in thousands of dollars)

As at	**September 30, 2005**	December 31, 2004
Assets	(Unaudited)	
Current assets		
Cash and cash equivalents	**$ 8,532**	$ 4,444
Accounts receivable	**2,797**	2,176
Prepaid expenses	**27**	96
	11,356	6,716
Deferred charges	**703**	–
Intangible assets (note 3)	**135,404**	137,238
	$ 147,463	$ 143,954
Liabilities and Unitholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	**$ 2,122**	$ 2,001
Purchase obligation (note 3)	**1,686**	–
Distribution payable to unitholders	**915**	915
	4,723	2,916
Long-term debt (note 5)	**38,000**	30,600
Non-controlling interest	**26,390**	27,740
	69,113	61,256
Unitholders' equity	**78,350**	82,698
	$ 147,463	$ 143,954

See accompanying notes to the interim consolidated financial statements

On behalf of the board

Simon Dean
Trustee

Lorraine Bell
Trustee

ROYAL LEPAGE FRANCHISE SERVICES FUND

INTERIM CONSOLIDATED STATEMENTS OF EARNINGS

(in thousands of dollars, except unit and per unit amounts, unaudited)

	Three months ended Sept. 30, 2005	Three months ended Sept. 30, 2004	**Nine months ended Sept. 30, 2005**	Nine months ended Sept. 30, 2004
Royalties				
Fixed franchise fees	**$ 3,127**	$ 2,691	**$ 9,071**	$ 7,931
Variable franchise fees	**2,444**	2,041	**6,010**	5,228
Premium franchise fees	**1,497**	1,489	**3,176**	2,962
Other fees and services	**869**	731	**2,414**	2,083
	7,937	6,952	**20,671**	18,204
Expenses				
Administration	**125**	119	**393**	298
Management fee	**915**	911	**2,745**	2,742
Interest expense	**602**	293	**1,685**	950
Amortization of intangible assets	**3,569**	3,419	**10,561**	10,257
	5,211	4,742	**15,384**	14,247
Earnings before undernoted	**2,726**	2,210	**5,287**	3,957
Non-controlling interest	**(702)**	(572)	**(1,396)**	(1,043)
Net earnings	**$ 2,024**	$ 1,638	**$ 3,891**	$ 2,914
Basic and diluted earnings per unit (9,983,000 units) (note 6)	**$ 0.20**	$ 0.16	**$ 0.39**	$ 0.29

See accompanying notes to the interim consolidated financial statements

ROYAL LEPAGE FRANCHISE SERVICES FUND

INTERIM CONSOLIDATED STATEMENTS OF UNITHOLDERS' EQUITY

(in thousands of dollars, unaudited)

		Units		Net Earnings		Distributions		Total
Balance,								
December 31, 2003	$	92,938	$	1,947	$	(4,533)	$	90,352
Changes during the period:								
Net earnings		–		2,914		–		2,914
Unit distributions		–		–		(8,239)		(8,239)
Balance,								
September 30, 2004	$	92,938	$	4,861	$	(12,772)	$	85,027
Balance,								
December 31, 2004	**$**	**92,938**	**$**	**5,278**	**$**	**(15,518)**	**$**	**82,698**
Changes during the period:								
Net earnings		**–**		**3,891**		**–**		**3,891**
Unit distributions		**–**		**–**		**(8,239)**		**(8,239)**
Balance,								
September 30, 2005	**$**	**92,938**	**$**	**9,169**	**$**	**(23,757)**	**$**	**78,350**

See accompanying notes to the interim consolidated financial statements

ROYAL LEPAGE FRANCHISE SERVICES FUND

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands of dollars, unaudited)

	Three months ended Sept. 30, 2005	Three months ended Sept. 30, 2004	**Nine months ended Sept. 30, 2005**	Nine months ended Sept. 30, 2004
Cash provided by (used for):				
Operating activities				
Net earnings for the period	**$ 2,024**	$ 1,638	**$ 3,891**	$ 2,914
Items not affecting cash				
Non-controlling interest	**702**	572	**1,396**	1,043
Amortization of deferred charges	**40**	–	**98**	–
Amortization of intangible assets	**3,569**	3,419	**10,561**	10,257
	6,335	5,629	**15,946**	14,214
Changes in non-cash working capital	**429**	(376)	**(431)**	(901)
	6,764	5,253	**15,515**	13,313
Investing activities				
Deposit on acquisition (note 3)	**–**	–	**(7,048)**	–
Purchase of intangible assets (note 3)	**–**	–	**7**	(120)
	–	–	**(7,041)**	(120)
Financing activities				
Distributions paid to unitholders	**(2,746)**	(2,746)	**(8,239)**	(8,239)
Distributions paid to non-controlling interest	**(916)**	(915)	**(2,746)**	(2,746)
Proceeds from private debt placement	**–**	–	**38,000**	–
Repayment of term loan	**–**	–	**(30,600)**	–
Deferred charges	**–**	–	**(801)**	–
	(3,662)	(3,661)	**(4,386)**	(10,985)
Increase in cash and cash equivalents during the period	**3,102**	1,592	**4,088**	2,208
Cash and cash equivalents, beginning of period	**5,430**	2,055	**4,444**	1,439
Cash and cash equivalents, end of period	**$ 8,532**	$ 3,647	**$ 8,532**	$ 3,647
Cash and cash equivalents are comprised of				
Cash	**$ 2,532**	$ 647	**$ 2,532**	$ 647
Commercial paper	**6,000**	3,000	**6,000**	3,000
	$ 8,532	$ 3,647	**$ 8,532**	$ 3,647
Supplementary Cash Flow Information				
Cash paid for interest	**$ 554**	$ 296	**$ 1,362**	$ 808

See accompanying notes to the interim consolidated financial statements.

ROYAL LePAGE FRANCHISE SERVICES FUND

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2005
(in thousands of dollars, unaudited)

1. ORGANIZATION

Royal LePage Franchise Services Fund (the "Fund") is a limited purpose trust established under the laws of the Province of Ontario and pursuant to an Amended and Restated Declaration of Trust. On August 7, 2003, the Fund raised $99,830 (before issue costs) by issuing units on the Toronto Stock Exchange. These proceeds together with the proceeds of a term loan were utilized to acquire franchise agreements, relationships and trademark rights.

These consolidated financial statements include the accounts of Royal LePage Franchise Services Fund, its wholly-owned subsidiary RL RES Holding Trust ("RLHT"), and its 75% owned subsidiaries, Residential Income Fund General Partner Limited ("RIFGP") and Residential Income Fund L.P. (the "Partnership"). RIFGP is the managing general partner of the Partnership. Trilon Bancorp Inc. (the "non-controlling interest") owns the remaining 25% interest in the Partnership (the "Subordinated LP Units") and RIFGP. The Fund receives certain management, administrative and support services from Residential Income Fund Manager Limited ("RIFML"), a party related to the non-controlling interest via common control.

Seasonality

The Fund's business follows a seasonal pattern, with revenue traditionally being lower in the first and fourth quarters. Due to this seasonality, the interim earnings statements are not necessarily indicative of annual earnings.

2. SUMMARY OF ACCOUNTING POLICIES

The accompanying unaudited interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The accounting principles used in these interim consolidated financial statements are consistent with those used in the annual consolidated financial statements except as described below. They do not include all the information and disclosure required by GAAP for annual financial statements, and should be read in conjunction with the December 31, 2004 annual consolidated financial statements.

Deferred Charges

Deferred charges consist of financing costs which are amortized on a straight-line basis over the term of the debt to which they relate.

3. INTANGIBLE ASSETS

On January 1, 2005, the Partnership acquired 38 franchise agreements from RIFML with an estimated purchase price of $9,256 calculated in accordance with the Management Services Agreement ("MSA"). On February 18, 2005, $7,048 was paid in cash on deposit against this purchase price obligation in accordance with the MSA. The final purchase price is based on the actual audited royalties derived from these franchises for the twelve month period ending October 31, 2005. Accordingly, the final purchase price is not determinable until that time.

Until the final purchase price is determined, each quarter the purchase price obligation is recalculated based on the actual royalties received. Correspondingly, the deposit on acquisition is reduced by the calculated amount and transferred to intangible assets. These assets are then amortized in accordance with the Fund's policy and calculated on a prospective basis.

ROYAL LEPAGE FRANCHISE SERVICES FUND

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2005
(in thousands of dollars, unaudited)

3. INTANGIBLE ASSETS (cont'd)

The recalculated purchase price obligation in excess of the deposit on acquisition will be recorded as a purchase obligation and the corresponding amount added to the intangible assets and amortized as described above.

During the three and nine months ended September 30, 2005, $1,118 and $7,048, respectively, was transferred from "deposit on acquisition" and recorded as "intangible assets". During the three and nine months ended September 30, 2005, $1,686 was recorded as "purchase obligation" and the corresponding amount was added to "intangible assets". A summary of intangible assets is as follows:

	September 30, 2005		
	Cost	**Accumulated Amortization**	**Net Book Value**
Franchise agreements	**$ 122,634**	**$ 27,592**	**$ 95,042**
Relationships and trademarks	**40,760**	**398**	**40,362**
	$ 163,394	**$ 27,990**	**$ 135,404**

	December 31, 2004		
	Cost	Accumulated Amortization	Net Book Value
Franchise agreements	$ 115,492	$ 17,168	$ 98,324
Relationships and trademarks	39,175	261	38,914
	$ 154,667	$ 17,429	$ 137,238

4. OPERATING CREDIT FACILITY

On February 16, 2005, the Partnership obtained a credit facility (the "revolver") of up to $2,000 from a Canadian financial institution. This revolver may be used to provide working capital to the Partnership from time to time. The revolver is subject to annual renewal with outstanding principal under the revolver subject to interest at the lender's prime rate plus 1% to 1.5% or the banker acceptance rate plus 2% to 2.5%, based on the ratio of total debt to Adjusted EBITDA of the Partnership as defined in the credit agreement. The Fund's $2,000 operating credit facility which existed prior to February 16, 2005, was terminated and replaced with the new revolver. As at September 30, 2005, the operating credit facility had not been drawn upon.

5. LONG-TERM DEBT

On February 18, 2005, the Partnership completed the issuance of a $38,000 private debt placement (the "private placement") provided by Canadian institutional investors. The private placement is for a five-year term with interest fixed at 5.882% payable quarterly in arrears. The proceeds of the private placement, net of $801 in issue costs, were utilized by the Partnership to payout and retire its $30,600 term loan and to fund the Partnership's January 1, 2005 franchise agreement acquisition obligations.

ROYAL LEPAGE FRANCHISE SERVICES FUND

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2005
(in thousands of dollars, unaudited)

6. EARNINGS PER UNIT

The Subordinated LP Units were not included in the diluted per unit calculations as the effect would have been anti-dilutive.

7. RELATED PARTY TRANSACTIONS

Unless disclosed elsewhere, the Fund had the following transactions with parties related to the non-controlling interest during the three and nine months ended September 30, 2005 and 2004. These transactions have been recorded at the exchange amount agreed to between the parties.

	Three months ended Sept. 30, 2005	Three months ended Sept. 30, 2004	**Nine months ended Sept. 30, 2005**	Nine months ended Sept. 30, 2004
a) Royalties				
Fixed, variable and other franchise fees	**$ 540**	$ 490	**$ 1,492**	$ 1,384
Premium franchise fees	**$ 1,241**	$ 1,242	**$ 2,661**	$ 2,501
b) Expenses				
Management fees	**$ 915**	$ 911	**$ 2,745**	$ 2,742
Insurance and other	**$ 24**	$ 21	**$ 68**	$ 67
c) Distributions				
Distributions paid to non-controlling interest	**$ 916**	$ 915	**$ 2,746**	$ 2,746

The following amounts due to/from related parties are included in the account balance as described:

	September 30, 2005	December 31, 2004
d) Accounts receivable		
Franchise fees receivable and other	**$ 529**	$ 293
e) Accounts payable and accrued liabilities		
Distributions payable to non-controlling interest	**$ 915**	$ 915
Management fees	**$ 325**	$ 814
Due to non-controlling interest	**$ –**	$ 30
Purchase obligation	**$ 1,686**	$ –

SUPPLEMENTAL INFORMATION
NET EARNINGS AND DISTRIBUTABLE CASH BY PERIOD

($ 000's unaudited)	Three months ended Dec 31 2003	Three months ended March 31 2004	Three months ended June 30 2004	Three months ended Sept 30 2004	Three months ended Dec. 31 2004	Three months ended March 31 2005	Three months ended June 30 2005	**Three months ended Sept 30 2005**
Royalties	$ 5,202	$ 4,855	$ 6,397	$ 6,952	$ 5,536	$ 5,596	$ 7,138	**$ 7,937**
Less:								
Administration expenses	161	86	93	119	215	123	145	**125**
Management fees	955	881	950	911	918	915	915	**915**
Interest expense	376	361	296	293	377	481	602	**602**
Amortization of intangible assets	2,350	3,420	3,418	3,419	3,420	3,471	3,521	**3,569**
Earnings before undernoted	1,360	107	1,640	2,210	606	606	1,955	**2,726**
Non-controlling interest	(380)	(44)	(427)	(572)	(189)	(175)	(519)	**(702)**
Net earnings for the period	980	63	1,213	1,638	417	431	1,436	**2,024**
Add:								
Amortization of intangible assets	2,350	3,420	3,418	3,419	3,420	3,471	3,521	**3,569**
Non-controlling interest	380	44	427	572	189	175	519	**702**
Distributable cash	3,710	3,527	5,058	5,629	4,026	4,077	5,476	**6.295**
Add (less) change in:								
Working capital and other reserves	108	260	(1,398)	(1,964)	(364)	(416)	(1,814)	**(2,633)**
Reserves for acquisition	(156)	(127)	–	–	–	–	–	**–**
Distributable cash after reserves	$ 3,662	$ 3,660	$ 3,660	$ 3,665	$ 3,662	$ 3,661	$ 3,662	**$ 3,662**
Distributable cash available to:								
Public unit holders	$ 2,747	$ 2,745	$ 2,748	$ 2,746	$ 2,746	$ 2,746	$ 2,747	**$ 2,746**
Non-controlling interest	915	915	916	915	916	915	915	**916**
	$ 3,662	$ 3,660	$ 3,664	$ 3,661	$ 3,662	$ 3,661	$ 3,662	**$ 3,662**
Distributions to public unitholders	$ 2,747	$ 2,745	$ 2,748	$ 2,746	$ 2,746	$ 2,746	$ 2,747	**$ 2,746**
Per unit (9,983,000 units):								
Basic and diluted earnings	$ 0.10	$ 0.00	$ 0.13	$ 0.16	$ 0.04	$ 0.04	$ 0.14	**$ 0.20**
Basic and diluted distributable cash	$ 0.28	$ 0.26	$ 0.38	$ 0.42	$ 0.30	$ 0.31	$ 0.41	**$ 0.47**
Basic and diluted distributions	$ 0.28	$ 0.28	$ 0.28	$ 0.28	$ 0.28	$ 0.28	$ 0.28	**$ 0.28**

TAX ALLOCATION OF DISTRIBUTIONS

(unaudited)	2003	2004	**2005**
	(Actual)	(Actual)	(Estimated)
Other taxable income	50%	70%	**71%**
Return of capital	50%	30%	**29%**
Total distributions of the period	100%	100%	**100%**

The above tax allocation of distributions for 2005 represents an estimate based on the total expected distributions for the year ending December 31, 2005.

SUPPLEMENTAL INFORMATION
SELECTED FINANCIAL AND OPERATING INFORMATION

	Three months ended Dec 31 2003	Three months ended March 31 2004	Three months ended June 30 2004	Three months ended Sept 30 2004	Three months ended Dec 31 2004	Three months ended March 31 2005	Three months ended June 30 2005	**Three months ended Sept 30 2005**
Revenue ($ thousands, unaudited)								
Fixed franchise fees	$ 2,465	$ 2,522	$ 2,718	$ 2,691	$ 2,718	$ 2,945	2,999	**$ 3,127**
Variable franchise fees	1,169	1,179	2,008	2,041	1,149	1,335	2,231	**2,444**
Premium franchise fees	930	541	932	1,489	1,009	576	1,103	**1,497**
Other fees and services	638	613	739	731	660	740	805	**869**
	$ 5,202	$ 4,855	$ 6,397	$ 6,952	$ 5,536	$ 5,596	$ 7,138	**$ 7,937**
% Revenue by region								
British Columbia	13	15	14	12	13	15	15	**14**
Prairies	11	12	11	11	11	11	11	**11**
Ontario	62	58	60	64	62	57	57	**59**
Quebec	9	11	11	9	9	13	13	**12**
Maritimes	5	4	4	4	5	4	4	**4**
	100	100	100	100	100	100	100	**100**

Additions for the period:	Three months ended Dec 31 2003	Three months ended March 31 2004	Three months ended June 30 2004	Three months ended Sept 30 2004	Three months ended Dec 31 2004	Three months ended March 31 2005	Three months ended June 30 2005	**Three months ended Sept 30 2005**
Number of agents & sales representatives	108	279	189	210	13	750	323	**119**
Number of agents	101	225	163	175	38	726	295	**138**
Number of fixed fee paying sales representatives	–	–	–	–	–	–	–	**477**
Number of locations	(12)	6	9	–	(6)	48	(1)	**(4)**
Number of franchisees	(1)	4	(2)	–	(1)	38	(1)	**(2)**
At end of period								
Number of agents & sales representatives	9,454	9,733	9,922	10,132	10,145	10,895	11,218	**11,337**
Number of agents	8,754	8,979	9,142	9,317	9,355	10,081	10,376	**10,514**
Number of fixed fee paying sales representatives	–	–	–	–	–	–	–	**477**
Number of locations	509	515	524	524	518	566	565	**561**
Number of franchisees	226	230	228	228	227	265	264	**262**

SUPPLEMENTAL INFORMATION FUND UNIT PERFORMANCE

	Three months ended Dec 31 2003	Three months ended March 31 2004	Three months ended June 30 2004	Three months ended Sept 30 2004	Three months ended Dec 31 2004	Three months ended March 31 2005	Three months ended June 30 2005	**Three months ended Sept 30 2005**
Trading price range of units (TSX: "RSF.UN")								
High	$ 10.92	$ 12.10	$ 11.90	$ 12.25	$ 12.15	$ 14.90	$ 14.30	**$ 14.50**
Low	$ 10.03	$ 10.80	$ 9.85	$ 10.60	$ 11.40	$ 11.50	$ 12.60	**$ 12.05**
Close	$ 10.85	$ 11.70	$ 11.00	$ 11.95	$ 11.55	$ 13.40	$ 13.29	**$ 13.00**
Average daily volume	18,112	28,016	10,905	5,369	22,531	25,689	5,646	**7,467**
Number of units outstanding at period end	9,983,000	9,983,000	9,983,000	9,983,000	9,983,000	9,983,000	9,983,000	**9,983,000**
Net enterprise value at period end (thousands)								
Market capitalization[2]	$ 144,421	$ 155,735	$ 146,417	$ 159,062	$ 153,738	$ 178,363	$ 176,899	**$ 173,039**
Debt	30,600	30,600	30,600	30,600	30,600	38,000	38,000	**38,000**
Less:								
Cash on hand	1,439	1,205	2,055	3,647	4,444	3,658	5,430	**8,532**
	$ 173,582	$ 185,130	$ 174,962	$ 186,015	$ 179,894	$ 212,705	$ 209,469	**$ 202,507**

[2] Comprised of the number of units outstanding at period end and 3,327,667 subordinated units, multiplied by the closing unit price.

CONDENSED BALANCE SHEET

($ 000's unaudited)	As at Dec 31 2003	As at March 31 2004	As at June 30 2004	As at Sept 30 2004	As at Dec 31 2004	As at March 31 2005	As at June 30 2005	**As at Sept 30 2005**
Cash and cash equivalents	$ 1,439	$ 1,205	$ 2,055	$ 3,647	$ 4,444	$ 3,658	$ 5,430	**$ 8,532**
Accounts receivable	1,970	2,214	2,899	2,382	2,176	2,874	3,074	**2,797**
Prepaid expenses	241	104	66	41	96	86	60	**27**
Deferred charges	–	–	–	–	–	749	743	**703**
Deposit on acquisition	–	–	–	–	–	4,038	1,118	**–**
Intangible assets	150,765	147,491	144,077	140,658	137,238	136,751	136,169	**135,404**
	$ 154,415	$ 151,014	$ 149,097	$ 146,728	$ 143,954	$ 148,156	$ 146,594	**$ 147,463**
Accounts payable and accrued liabilities	$ 2,378	$ 2,530	$ 2,637	$ 1,719	$ 2,001	$ 1,858	$ 2,003	**$ 2,122**
Purchase obligation	–	–	–	–	–	–	–	**1,686**
Distributions payable to unitholders	915	915	915	915	915	915	915	**915**
Long-term debt	30,600	30,600	30,600	30,600	30,600	38,000	38,000	**38,000**
Non-controlling interest	30,170	29,299	28,810	28,467	27,740	27,000	26,604	**26,390**
Unitholders' equity	90,352	87,670	86,135	85,027	82,698	80,383	79,072	**78,350**
	$ 154,415	$ 151,014	$ 149,097	$ 146,728	$ 143,954	$ 148,156	$ 146,594	**$ 147,463**

SUPPLEMENTAL INFORMATION
CONDENSED CASHFLOW BY PERIOD

($ 000's unaudited)	Three months ended Dec 31 2003	Three months ended March 31 2004	Three months ended June 30 2004	Three months ended Sept 30 2004	Three months ended Dec 31 2004	Three months ended March 31 2005	Three months ended June 30 2005	**Three months ended Sept 30 2005**
Cash provided by (used for):								
Operating activities								
Net earnings for the period	$ 980	$ 63	$ 1,213	$ 1,638	$ 417	$ 431	$ 1,436	**$ 2,024**
Add (Deduct)								
Non-controlling interest	380	44	427	572	189	175	519	**702**
Amortization of deferred charges	–	–	–	–	–	17	41	**40**
Amortization of intangible assets	2,350	3,420	3,418	3,419	3,420	3,471	3,521	**3,569**
Changes in non-cash working capital	815	15	(540)	(376)	433	(831)	(29)	**429**
	4,525	3,542	4,518	5,253	4,459	3,263	5,488	**6,764**
Investing activities								
Deposit on acquisition	–	–	–	–	–	(7,048)	–	**–**
Purchase of intangible assets	(100)	(116)	(4)	–	–	26	(19)	**–**
	(100)	(116)	(4)	–	–	(7,022)	(19)	**–**
Financing activities								
Initial public offering of units	–	–	–	–	–	–	–	**–**
Issue costs paid	(667)	–	–	–	–	–	–	**–**
Proceeds from long term debt	–	–	–	–	–	38,000	(2,747)	**(2,746)**
Distributions paid to unitholders	(3,618)	(2,745)	(2,748)	(2,746)	(2,746)	(2,746)	(915)	**(916)**
Distributions paid to non-controlling interest	(596)	(915)	(916)	(915)	(916)	(915)	–	**–**
Repayment of long term debt	–	–	–	–	–	(30,600)	–	**–**
Deferred charges	–	–	–	–	–	(766)	(35)	**–**
	(4,881)	(3,660)	(3,664)	(3,661)	(3,662)	2,973	(3,697)	**(3,662)**
Increase (decrease) in cash and cash equivalents during the period	(456)	(234)	850	1,592	797	(786)	1,772	**3,102**
Cash and cash equivalents, beginning of period	1,895	1,439	1,205	2,055	3,647	4,444	3,658	**5,430**
Cash and cash equivalents, end of period	$ 1,439	$ 1,205	$ 2,055	$ 3,647	$ 4,444	$ 3,658	$ 5,430	**$ 8,532**

SUPPLEMENTAL INFORMATION
CANADIAN REAL ESTATE MARKET

	Three months ended Dec 31 2003	Three months ended March 31 2004	Three months ended June 30 2004	Three months ended Sept 30 2004	Three months ended Dec 31 2004	Three months ended March 31 2005	Three months ended June 30 2005	**Three months ended Sept 30 2005**
Canada								
Transaction dollar volume ($ millions)	$ 20,209	$ 23,558	$ 33,051	$ 25,711	$ 21,335	$ 24,814	$ 37,809	**$ 32,190**
Average selling price	$ 215,967	$ 221,202	$ 230,253	$ 224,550	$ 233,007	$ 238,834	$ 251,101	**$ 250,214**
Number of units sold	93,573	106,500	143,542	114,500	91,566	103,898	150,573	**128,649**
Number of agents at period end	71,267	72,887	74,430	75,611	76,752	78,816	80,604	**NA**
Housing starts	58,235	39,382	67,378	65,754	60,917	37,084	67,183	**62,809**
Greater Toronto Area								
Transaction dollar volume ($ millions)	$ 5,162	$ 5,927	$ 8,872	$ 6,457	$ 5,507	$ 6,017	$ 9,371	**$ 7,385**
Average selling price	$ 298,919	$ 305,653	$ 321,034	$ 312,545	$ 320,165	$ 330,120	$ 344,557	**$ 332,507**
Number of units sold	17,268	19,392	27,636	20,660	17,199	18,228	27,196	**22,211**
Housing starts	12,109	6,831	12,651	12,380	10,253	6,918	13,050	**11,774**

NA: Not available at date of MD&A.

	Twelve months ended Dec 31 2003	Twelve months ended March 31 2004	Twelve months ended June 30 2004	Twelve months ended Sept 30 2004	Twelve months ended Dec 31 2004	Twelve months ended March 31 2005	Twelve months ended June 30 2005	**Twelve months ended Sept 30 2005**
Canada								
Transaction dollar volume ($ millions)	$ 90,007	$ 94,457	$ 101,495	$ 102,529	$ 103,666	$ 104,912	$ 109,670	**$ 116,166**
Average selling price	$ 207,347	$ 212,432	$ 219,979	$ 223,806	$ 227,261	$ 231,335	$ 238,134	**$ 244,667**
Number of units sold	434,088	444,643	461,387	458,115	456,108	453,506	460,537	**474,795**
Housing starts	218,426	219,538	227,766	230,749	233,431	231,133	230,938	**227,993**
Seasonally adjusted housing starts	217,600	216,200	239,300	231,000	234,400	218,500	237,200	**230,500**
Greater Toronto Area								
Transaction dollar volume ($ millions)	$ 23,282	$ 24,214	$ 26,181	$ 26,418	$ 26,763	$ 26,851	$ 27,352	**$ 28,205**
Average selling price	$ 293,327	$ 297,431	$ 305,568	$ 310,964	$ 315,278	$ 320,712	$ 328,419	**$ 332,471**
Number of units sold	79,371	81,409	85,680	84,956	84,887	83,723	83,283	**84,834**
Housing starts	45,475	42,563	43,914	43,971	42,115	42,202	42,601	**41,995**

Royal LePage Franchise Services Fund

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