

THE DATA GROUP INCOME FUND

Annual and Special Meeting of Unitholders

**MANAGING
THE
PRESENT
POSITIONED
FOR THE
FUTURE**

to be held on May 12, 2010

1394	2	2091	1396
2788	3	2094	1396
3485	4	2792	2094
4182	5	3490	4188
4879	6	4188	4886
5576	7	4886	5584
6273	8	5584	6282
6970	9	6282	6980
7667	10	6980	7678
8364	11	7678	8376
9061	12	8376	9074
9758	13	9074	9772
10455	14	9772	10470
11152	15	10470	11168
11849	16	11168	11866
12546	17	11866	13264
13243	18	13264	13960
13940	19	13960	14637
14637	20	14637	15334
15334	21	15334	16031
16031	22	16031	16728
17425	23	16728	17425
18122	24	17425	18148
18819	25	18148	19544
19516	26	18846	20213
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1396	2	2094	1396
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6282	8	5584	6282
6980	9	6282	6980
7678	10	6980	7678
8376	11	7678	8376
9074	12	8376	9074
9772	13	9074	9772
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11866	16	11168	11866
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13264	18	12564	13960
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16728	23	16031	17425
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20213	28	19544	
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The Data Group Income Fund
Notice of Annual and Special Meeting of Unitholders
to be held on May 12, 2010

Notice is hereby given that the annual and special meeting (the "Meeting") of the holders ("Unitholders") of trust units ("Units") of The Data Group Income Fund (the "Fund") will be held at the offices of McCarthy Tétrault LLP at 66 Wellington Street West, 53rd Floor, Toronto, Ontario, on May 12, 2010 at 10:00 a.m. (Toronto time) for the following purposes:

- (a) to receive the consolidated financial statements of the Fund for the year ended December 31, 2009, together with the report of the auditors thereon;
- (b) to elect trustees of the Fund for the coming year;
- (c) to appoint auditors of the Fund and to authorize the trustees of the Fund to fix the auditors' remuneration;
- (d) to consider and, if thought advisable, to approve, with or without variation, the resolution, the text of which is set forth in Appendix "A" to the accompanying Management Proxy Circular and incorporated herein by reference, approving, ratifying and confirming the adoption of the Fund's unitholder rights plan agreement dated as of December 18, 2009;
- (e) to consider and, if thought advisable, to approve the special resolutions, the text of which are set forth in Appendices "B" and "C", respectively, to the accompanying Management Proxy Circular and incorporated herein by reference, with respect to certain amendments to the amended and restated declaration of trust of the Fund dated September 30, 2006; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a Management Proxy Circular, a form of proxy, a financial statement request form and an annual report that includes the audited financial statements of the Fund for the year ended December 31, 2009.

A Unitholder of record at the close of business on April 6, 2010 will be entitled to vote at the Meeting.

If you are unable to attend the Meeting in person, then kindly complete, date and sign the enclosed form of proxy and return it in the enclosed envelope. To be effective, proxies must be sent by mail, fax or personal delivery to the attention of the Fund c/o Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, fax number 1-866-249-7775 or 416-263-9394, and received no later than 10:00 a.m. (Toronto time) on May 10, 2010 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto) before the time set for the adjourned Meeting.

DATED April 12, 2010.

By Order of the Board of Trustees



(signed) Derek Ridout
Trustee, Chairman of the Board
The Data Group Income Fund

THE DATA GROUP INCOME FUND
Management Proxy Circular for the Annual and Special Meeting of Unitholders
to be held on May 12, 2010

Solicitation of Proxies

This management proxy circular (the "Circular") is furnished in connection with the solicitation of proxies on behalf of the trustees of The Data Group Income Fund (the "Fund") by management of Data Business Forms Limited (the "General Partner"), as general partner of The Data Group Limited Partnership (the "Data Group"), the Fund's wholly-owned subsidiary, to be used at the Fund's annual and special meeting (the "Meeting") of the holders ("Unitholders") of units of the Fund ("Units") to be held on May 12, 2010 or at any adjournment thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone by regular employees of the Data Group without special compensation, or by the Fund's transfer agent, Computershare Investor Services Inc., at nominal cost. The cost of solicitation will be borne by the Fund.

Appointment of Proxies

Enclosed with this Circular being sent to holders of Units is a form of proxy. The persons designated in the enclosed form of proxy are David Odell, a trustee of the Fund and the President and Chief Executive Officer of the Data Group, and Derek Ridout, a trustee of the Fund. **Each holder of Units has the right to appoint some other person (who need not be a Unitholder) to attend, vote and act on their behalf at the Meeting. This right may be exercised by inserting the person's name in the blank space provided in the enclosed form of proxy or by completing another instrument of proxy. The instrument appointing a new proxy must be in writing and must be signed by the Unitholder or their attorney therefor duly authorized in writing.** In order to be valid, proxies must be delivered, in original form or by fax at 1-866-249-7775 or 416-263-9394, so as to reach or be deposited with the Fund, c/o Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, no later than 10:00 a.m. (Toronto time) on May 10, 2010 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto) before the time set for the adjourned Meeting.

Only registered holders of Units or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Units beneficially owned by a person (a "Non-Registered Holder") are registered either (i) in the name of an intermediary (an "Intermediary") (including, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans) that the Non-Registered Holder deals with in respect of the Units, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of the Canadian Securities Administrators, the Fund will have distributed copies of the Notice of Meeting accompanying this Circular, this Circular, the enclosed form of proxy, the financial statement request form and the financial statements for the year ended December 31, 2009 (collectively, the "meeting materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders of Units.

Intermediaries are required to forward the meeting materials to Non-Registered Holders and often use service companies for this purpose. Generally, Non-Registered Holders will either:

- be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Units beneficially owned by the Non-Registered Holder, but which is otherwise not completed. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered

Holder who wishes to submit a proxy should properly complete the applicable form of proxy and submit it to the Fund, c/o Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, with respect to the Units beneficially owned by such Non-Registered Holder, in accordance with the instructions elsewhere in this Circular; or

- more typically, be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute authority and instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the Non-Registered Holder will be given a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit the Non-Registered Holder to direct the voting of the Units he or she beneficially owns.

Should a Non-Registered Holder who receives either form of proxy wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in the proxy and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

Revocation of Proxies

A registered holder of Units who has given a proxy may revoke the proxy (a) by completing and signing a proxy bearing a later date and depositing it as previously described, or (b) by depositing an instrument in writing executed by him or her or by his or her attorney authorized in writing (i) at the registered office of the Fund at any time up to and including the second last business day preceding the day of the Meeting or any adjournment thereof, or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof, or (c) in any other manner permitted by law.

A Non-Registered Holder may revoke a proxy authorization form (voting instructions) or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of proxy authorization form (voting instructions) or of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

Voting of Proxies

On any ballot that may be called for, Units represented by properly executed proxies in favour of the persons specified in the enclosed form of proxy will be voted for or against or withheld from voting in accordance with the specifications made therein. **If a specification is not made with respect to any matter to be voted on at the Meeting, Units will be voted in FAVOUR of those matters set out in the enclosed proxy.** The enclosed form of proxy confers discretionary authority upon the persons specified therein with respect to amendments or variations to matters identified in the accompanying notice of meeting, and with respect to other matters which may properly come before the Meeting. As of the date of this Circular, the

management of the Data Group is not aware of any such amendment, variation or other matter to come before the Meeting.

Voting Units and Record Date

The Fund was established pursuant to an amended and restated declaration of trust (the “Declaration of Trust”) dated as of September 30, 2006. Pursuant to the terms of the Declaration of Trust, Unitholders of record at the close of business on April 6, 2010 are entitled to notice of and to attend the Meeting in person or by proxy and are entitled to one vote per Unit held. On April 6, 2010, there were 23,490,592 Units issued and outstanding.

Unless otherwise required by law or pursuant to the Declaration of Trust, every question coming before the Meeting will be decided by the majority of the votes duly cast on the question. The quorum at the Meeting will consist of two or more persons present in person either holding personally or representing as proxies in the aggregate at least 10% of the votes attached to all outstanding Units.

Any Unitholder of record at the close of business on April 6, 2010 is entitled to vote the Units registered in his or her name at that date on each matter to be acted upon at the Meeting.

Under normal conditions, confidentiality of voting is maintained by virtue of the fact that proxies and votes are tabulated by the Fund’s transfer agent. However, such confidentiality may be lost as to any proxy or ballot if a question arises as to its validity or revocation or any other like matter. Loss of confidentiality may also occur if the trustees of the Fund decide that disclosure is in the interest of the Fund or its Unitholders.

Principal Unitholders

To the knowledge of the board of trustees of the Fund and the board of directors of the General Partner, as at March 31, 2010, only Goodman & Company, Investment Counsel Ltd. (“G&C”) beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the voting rights attached to the Units. In a report filed on SEDAR on January 10, 2005, G&C disclosed that it held, on behalf of one or more of the mutual funds or other client accounts managed by it, 2,966,800 Units, representing approximately 19.96% of the outstanding Units.

In August 2006, the Fund issued by way of a public offering of 5,650,000 Units and \$35 million aggregate principal amount of 6.75% extendible convertible unsecured subordinated debentures (the “Debentures”). Each \$1,000 principal amount of Debenture is convertible at the option of the holder into 88.889 Units, subject to adjustment in certain events. The Fund understands that G&C acquired 900,000 Units pursuant to the offering. In addition, the Fund understands that G&C subscribed for \$6.5 million aggregate principal amount of Debentures. Based on that understanding, upon completion of that public offering, the aggregate number of Units held by G&C increased to 4,444,578 representing 18.93% of the total number of outstanding Units (without giving any effect to conversion of any Debentures).

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Overview

The Fund is committed to a high standard of corporate governance practices. The board of trustees of the Fund (the “Board of Trustees”) supports the Fund’s efforts to align with the recommendations currently in effect and contained in *National Policy 58-201: Corporate Governance Practices* (“NP 58-201”), which are addressed below.

Over the past several years there have been various initiatives by securities regulatory authorities, institutional investors and stock exchanges to enhance the standards of corporate governance within public companies. These initiatives have addressed corporate governance issues generally and, in particular, issues related to accounting controls, disclosure standards, board oversight, appropriate management incentives, board independence and other matters. The Canadian securities regulatory authorities have adopted *National Instrument 58-101: Disclosure of Corporate Governance Practices* (“NI 58-101”) and NP 58-201 with the objective of providing greater transparency to Canadian capital markets regarding public entity corporate governance practices. The Board of Trustees will continue to monitor developments in this area carefully, and will respond appropriately to any future changes.

The Fund is a limited purpose trust established to invest in and otherwise deal with securities of the Data Group and its subsidiaries and other entities involved, directly or indirectly, in the Data Group’s business. The Fund also carries on certain other activities permitted by the Declaration of Trust. The Fund does not carry on any active business and the powers of the trustees of the Fund (the “Trustees”) relate only to the assets and activities of the Fund and are limited to those matters set out in the Declaration of Trust. During 2009, the board of directors of the General Partner (the “Board of Directors” or “Board”) supervised the management of the business and affairs of the Data Group. During 2009, the trustees of the Fund and the directors of the General Partner were the same individuals.

The mandate of the Board of Trustees is described below under “Board of Trustees – Board Mandate”. The mandate of the Board of Directors includes the following responsibilities:

- the adoption of a strategic planning process
- the identification of the principal risks of the Data Group’s business and ensuring the implementation of appropriate systems to manage these risks
- succession planning, including appointing, training and monitoring senior management
- a communications policy
- the integrity of internal controls and management information systems

Board Of Trustees

Board Mandate

The Board of Trustees assumes stewardship of, and recognizes that it is ultimately responsible for, ensuring that the affairs of the Fund are managed properly to protect and enhance Unitholder value. For the year ended December 31, 2009, the Trustees discharged their responsibilities directly and through the Audit Committee and the Corporate Governance Committee. Among its duties and responsibilities, the Board of Trustees:

- oversees the formulation of long-term strategic, financial and organizational plans of the Fund and monitors performance in accordance with those plans, which includes acting for, voting on behalf of and representing the Fund as a shareholder of the General Partner and a unitholder of the Data Group
- assesses the principals risks of the Fund’s investments and ensures appropriate systems are in place to manage those risks
- approves distributions of distributable cash flow of the Fund
- votes in favour of the Fund’s nominees to serve as directors of the General Partner
- oversees the communications policy of the Fund and reviews and, where necessary, approves (directly or through one of the Board committees) material disclosure

documents of the Fund, such as annual and quarterly financial statements, MD&A, management proxy circulars for annual meetings and annual information forms

In addition, the Board of Trustees has adopted a written Charter, a copy of which is attached as Appendix “D” to this Circular.

Board Composition and Independence

The Board of Trustees is composed of five trustees, a number considered appropriate for facilitating effective dialogue and decision-making. Four (or 80%) of the Fund’s trustees are considered independent under NI 58-101, namely Messrs. Fotheringham, Greenhough, Ridout and Spencer. The composition of the board of trustees of the Fund and the board of directors of the General Partner are identical.

The remaining trustee of the Fund, David Odell, is not independent under NI 58-101 by virtue of his relationship with the Fund. Mr. Odell is the President and Chief Executive Officer of the Data Group.

The Board of Trustees elects from its ranks a chairperson to preside at all meetings of the Board. Derek Ridout, an independent trustee, was appointed as Chairman of the Fund in December, 2004 and continued to act in such capacity throughout 2009.

None of the Unitholders has the right to appoint a Trustee.

Outside Trusteeships

The following Trustees also held other reporting issuer trusteeships or directorships as set out below:

Trustee

Derek Ridout

Reporting Issuer

Richards Packaging Income Fund
Shoppers Drug Mart Corporation

Note:

- (1) The units of Richards Packaging Income Fund and the common shares of Shoppers Drug Mart Corporation are listed on the Toronto Stock Exchange.

The Board of Trustees has established procedures to enable it to facilitate open and candid discussion among the independent trustees and is satisfied that it can exercise independent judgment in carrying out its responsibilities. These include:

- the Chairman of the Board of Trustees, Mr. Derek Ridout, is an independent trustee and has, as a primary function, the facilitation of the operations and deliberations of the Board and the satisfaction of the Board’s responsibilities under its Charter
- the Board of Trustees meets on a regular basis with the Chief Executive Officer of the General Partner and without other management of the General Partner present, and it also meets from time to time without the Chief Executive Officer

Board Meeting Attendance

During 2009, the Trustees attended meetings of the Board of Trustees or the Board of Directors and meetings of committees of the Board of Trustees or the Board of Directors as set out below:

<u>Trustee</u>	<u>Board Meetings Attended</u> ⁽¹⁾	<u>Committee Meetings Attended</u> ⁽²⁾
Ron Fotheringham	5	12
John H. Greenhough	5	4
David Odell	5	-
Derek Ridout	5	8
Thomas Spencer	5	12

Notes:

(1) In 2009, the Board of Trustees held a total of 5 meetings.

(2) Includes meetings of the Compensation Committee of the board of directors of the General Partner. In respect of each Trustee/Director, the number of committee meetings attended is shown relative to the maximum number of committee meetings that such Trustee/Director was eligible to attend based on such Trustee's/Director's committee membership and tenure as a trustee of the Fund or director of the General Partner, as applicable. In 2009, the total number of eligible meetings of committees of which Messrs. Fotheringham and Spencer were members was 12, the total number of eligible meetings of committees of which Mr. Ridout was a member was 8 and the total number of eligible meetings of committees of which Mr. Greenhough was a member was 4.

Committees of the Board of Trustees and the Board of Directors

The Board of Trustees and the Board of Directors each discharges its responsibilities directly, on the advice and recommendations of its committees. The Board of Trustees has established two standing committees and delegates certain of its responsibilities to the committees. The Board of Directors has established a compensation committee and delegates certain of its responsibilities to that committee. In each case, the committee is mandated to report to the relevant board and to carry out certain responsibilities. However, all decisions, recommendations and proposals require full board acceptance. Each of the Board of Trustees and the Board of Directors has approved a Charter that governs the committees of the board.

The two standing committees of the Board of Trustees are the Audit Committee and the Corporate Governance Committee. The Board of Directors has established a Compensation Committee. A brief summary of each committee's mandate is set out below.

Audit Committee

The members of the Fund's Audit Committee are Thomas R. Spencer (Chair), Ron Fotheringham and John Greenhough. All of the members of the Audit Committee are independent within the meaning of *Multilateral Instrument 52-110: Audit Committees*. The Audit Committee is responsible for monitoring the Fund's financial reporting, accounting systems, internal controls and liaising with external auditors.

The Audit Committee's responsibilities include:

- reviewing and discussing with management of the General Partner and external auditors where appropriate, the annual and interim financial statements and management's discussion and analysis and earnings press releases with respect to the Fund's annual and interim financial results

- considering the scope and extent of the annual audit and evaluating the external auditors' performance for the preceding fiscal year, reviewing their fees and making recommendation to the Board of Trustees
- reviewing the independence and performance of the external auditors and annually recommending to the Board of Trustees the independent external auditors to be proposed for appointment at the next annual meeting of Unitholders
- examining the presentation and impact of significant risks and key management estimates and judgements which may have a material impact on the Fund's financial reporting
- examining the adequacy of internal accounting and control procedures and systems

During 2009, the Audit Committee met four times.

For additional information concerning the Audit Committee, see the section entitled "Management of the Fund and the Data Group – Committees of the Board of Trustees of the Fund and the Board of Directors of DBFL – Audit Committee" contained in the annual information form of the Fund dated March 30, 2010.

Corporate Governance Committee

The members of the Fund's Corporate Governance Committee are Derek Ridout (Chair), Ron Fotheringham and Thomas R. Spencer. All of the members of the Corporate Governance Committee are independent trustees within the meaning of NI 58-101. The Corporate Governance Committee is responsible for:

- developing the Fund's approach to corporate governance issues and compliance with applicable laws, regulations, rules, policies and orders with respect to such issues
- reviewing the Fund's annual report on corporate governance for inclusion in the Fund's public disclosure documents
- advising the Trustees in filling vacancies on the Board of Trustees
- periodically reviewing the composition and effectiveness of the board and committees of the board and the contribution of individual trustees
- reviewing Trustee compensation and the Fund's trustee's, director's and officer's liability insurance and indemnification procedures

To date, it has not been necessary to fill any vacancies on the Board of Trustees. In the event of a vacancy, the Corporate Governance Committee intends to identify new nominees who have expertise in an area of strategic importance to the Fund, a willingness to serve on the Board of Trustees and any of its committees, and the ability to devote sufficient time to Board service.

In determining Trustee compensation, the Corporate Governance Committee takes into account Trustees' time commitment, trustee compensation offered by other income funds of similar size, operations and market capitalization, and the risks and responsibilities that the Trustees assume in fulfilling their duties on the Board of Trustees and any committee of the Board.

The Corporate Governance Committee is also responsible for adopting and periodically reviewing and updating the Fund's written disclosure policy. This policy, among other things:

- articulates the legal obligations of the Fund and its trustees, with respect to confidential corporate information
- identifies spokespersons on behalf of the Fund who are the only persons authorized to communicate with third parties such as analysts, media and investors

- provides guidelines regarding the disclosure of forward-looking information
- requires advance review by the Trustees (or, where considered appropriate, the Audit Committee) of any disclosure of financial information, and ensures that selective disclosure of material information is not permitted and that, if it occurs, a news release is issued immediately
- establishes “black-out” periods, immediately prior to and following the disclosure of quarterly and annual financial results and immediately prior to the disclosure of certain material changes during which the Fund, its affiliated entities and their respective trustees, directors, officers, employees and consultants may not purchase or sell Units

During 2009, the Corporate Governance Committee met four times.

Compensation Committee

The Board of Directors has established a Compensation Committee. The members of the Compensation Committee are Ron Fotheringham (Chair), Derek Ridout and Thomas R. Spencer. The Compensation Committee is comprised entirely of independent directors within the meaning of NI 58-101. The mandate of the Compensation Committee is to review and approve corporate goals and objectives relevant to the compensation of the Data Group’s Chief Executive Officer and Chief Financial Officer. The Compensation Committee’s responsibilities include:

- overseeing succession planning and making recommendations to the Board of Directors, including recommendations to the Board of Directors regarding the appointment of officers of the Data Group and executive compensation
- establishing, in consultation with the Chief Executive Officer and Chief Financial Officer on an annual basis, objectives against which to review and assesses their performance
- reviewing with the Chief Executive Officer, the Data Group’s salary scales and general salary structure, overall compensation strategy, objectives and policies
- reviewing and approving any compensation report required by applicable securities regulatory authorities for disclosure in annual proxy materials
- reviewing a code of ethics for directors, officers and employees of the Data Group and its subsidiaries and submitting the same to the Board of Directors for its consideration and approval
- assisting the Board of Directors in fulfilling its responsibilities relating to the retirement pension plans of the Data Group

During 2009, the Compensation Committee met four times.

Position Descriptions

The Board of Trustees has developed written position descriptions for the chairman of the Board and for the chair of each Board committee. The Board of Directors has developed a written position description for the chair of the Compensation Committee.

Chairman of the Board

The chairman of the Board of Trustees is responsible for the efficient organization and operation of the Board and its committees in order to facilitate the operations and deliberations of the Board and the satisfaction of the Board’s responsibilities under its Charter; ensuring the effective communication between the Board and management and that the Board effectively carries out its mandate; and reviewing the agenda for each meeting of the Board and reviewing the agendas for all meetings of the Board committees.

Chief Executive Officer

The Board of Directors and the Chief Executive Officer of the Data Group have developed a written position description for the Chief Executive Officer. The objectives of the Chief Executive Officer of the Data Group include the general mandate to manage the Data Group and its businesses, including financial and human resources, and to maximize Unitholder value. The Chief Executive Officer's objectives are discussed annually with the Compensation Committee.

Orientation and Continuing Education

The Fund provides new Trustees with access to the Chief Executive Officer of the Data Group and all other senior management of the Data Group to provide each Trustee with an understanding of the Fund and its investment in the Data Group. The chairman of the Board of Trustees reviews with new Trustees the role of the Board, its committees and its trustees, the expectations of each member, including the rules and regulations with regard to the trading of the securities of the Fund. Updates on the Fund's investment and activities are provided to Trustees on a regular basis to ensure that Trustees have the necessary knowledge concerning the Fund's investment to meet their obligations as Trustees. All Trustees are also encouraged to visit the Data Group's facilities with a view to enabling them to better understand the Data Group's business.

Ethical Business Conduct

As part of the Fund's commitment to effective corporate governance, all Trustees and all directors, officers and employees of the Data Group must act in accordance with the Data Group's Business Conduct Guidelines. The Guidelines, which have been adopted by the Board of Trustees, require every Trustee and every director, officer, and employee of the Data Group to observe high standards of business and personal ethics as they carry out their duties and responsibilities. The Guidelines set forth policies and procedures which comprise the core principles applicable to all, and address ethical conduct, conflicts of interest and compliance with the law. The Guidelines are administered by the Board of Trustees in respect of the Fund and by the Compensation Committee of the Board of Directors in respect of the Data Group. The Compensation Committee oversees and monitors the Guidelines and reports to the Board of Directors on the implementation and monitoring of the Guidelines and all matters that arise related to their provisions, including any departures or waivers that are granted. Any person may obtain a copy of the Guidelines by written request to the Secretary of Data Business Forms Limited, 9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2, telephone (905) 791-3151. The Board of Trustees and the Board of Directors also ensure that Trustees and Directors, as applicable, exercise independent judgment in consideration of transactions in respect of which a Trustee, Director or executive officer, as applicable, has a material interest by requiring all Trustees, Directors and executive officers to adhere to the declaration of conflict of interest requirements mandated by the Declaration of Trust and/or applicable law.

Board Assessments

The chairman of the Board of Trustees is responsible for the effective operation of the Board and its committees. These duties include ensuring that issues regarding quality of information and Board performance have been reviewed at meetings of the Board and that the chairman has made himself available at all times for discussions with individual members of the Board regarding Board performance. In carrying out his responsibilities, the chairman also reviews the contributions of its individual Trustees and considers whether the current composition of the Board of Directors promotes effectiveness and efficiency in its decision-making. In 2009, the Corporate Governance Committee formally assessed the effectiveness of the Board of Trustees by requesting and collecting information within the Board, and as a result of such assessment, believes that the Board and each of the committees is operating effectively, with highly capable,

informed individuals carrying out their responsibilities in a professional manner. The Board of Directors has reached a similar conclusion with respect to the Compensation Committee.

COMPENSATION DISCUSSION AND ANALYSIS

This section of the Circular and the section below entitled “Executive Compensation” discuss the Data Group’s executive compensation policies and practices, including information regarding each of the executive officers named in the Summary Compensation Table (the chief executive officer, chief financial officer and the three other most highly compensated executive officers of the Data Group in 2009 (the “Named Executive Officers”). The Fund does not have any officers or employees.

Compensation Philosophy and Objectives

The Data Group’s executive officer compensation program is designed to provide motivation and incentives to its executives with the view to enhancing Unitholder value and successfully implementing the Data Group’s business plans, to attracting and retaining key employees, to recognizing the scope and level of responsibility of each position, to providing a competitive level of total compensation to all of its executives, and to rewarding superior performance and achievement. The Data Group evaluates both performance and compensation to ensure that the Data Group’s compensation philosophy and objectives are met. The Data Group periodically reviews its executive officer compensation philosophy and program to ensure that they are consistent with the Data Group’s goal of attracting, retaining and motivating its executive officers to enhance Unitholder value.

Executive Compensation Process and Components

Process

The Compensation Committee of the Board of Directors is responsible for setting objectives and performance goals for the Chief Executive Officer of the Data Group (the “CEO”) and the Chief Financial Officer of the Data Group (the “CFO”), assessing the individual performance of the CEO and CFO on a periodic basis, and recommending compensation for those individuals to the Board of Directors. The Compensation Committee is composed entirely of independent directors within the meaning of NI 58-101. None of the members of the Compensation Committee is an active chief executive officer of any publicly-traded entity.

In recommending the compensation of the CEO and CFO, the Compensation Committee takes the following approach:

- identify on a frequent basis the competitive market values of total compensation and the separate components of pay (including base salary, annual cash incentive awards and long-term compensation awards) for the CEO and CFO by a general review of the marketplace
- consider the strategic value of the role of the CEO and CFO to the Data Group to determine the target positioning of the CEO and CFO’s role relative to competitive market value
- perform an evaluation of the performance of the CEO and CFO.

In evaluating the performance of the CEO and CFO, the Compensation Committee takes into account the following factors:

- performance relative to job responsibilities which, in the case of the CEO, include contributions to strategic planning and execution, financial acumen in running the business, board relations, management development, and management of operations
- key financial and non-financial achievements based on personal performance objectives
- self-evaluations of the performance of the CEO and CFO with respect to achieving non-financial objectives
- contributions to the leadership team
- overall leadership and retention risk.

Decisions regarding the compensation of the Data Group's other executive officers are made by the CEO, who annually reviews the performance of each member of the Data Group's executive team during the year, detailing accomplishments, areas of strength and areas for development. The CEO bases his evaluation on his knowledge of each executive officer's individual performance and achievements relative to their job responsibilities, an individual self-assessment completed by each executive officer, and feedback provided by each executive officer's direct reports. The CEO also takes into consideration the executive's compensation relative to other executive officers of the Data Group. The weight ascribed to any one of the components of executive compensation varies from individual to individual. The CEO determines the total compensation for each of the executive officers and those decisions are then implemented by the Data Group.

Benchmarking data was not used in determining the compensation of the CEO or CFO for 2009, although it was done in 2008.

Components of Executive Compensation

During the year ended December 31, 2009, the components of compensation for executive officers of the Data Group were:

- base salary
- in the case of all executive officers, other than the CEO and CFO, variable compensation tied to the financial performance of the division in which the individual is employed and, in certain cases, the overall financial performance of the Data Group
- in the case of the CEO and CFO, annual cash bonuses
- grants under the Data Group's long term-incentive plan (the "LTIP")
- pension plans
- personal benefits and perquisites such as car allowances and healthcare insurance.

The mix of these components in any given year is primarily influenced by the individual performance of the executive officer, the financial performance of the Data Group, one of its divisions or both, and competitive market levels of compensation. In fiscal 2009, a salary freeze was imposed on all employees of the Data Group, including all executive officers.

Base Salary

The Data Group provides its executive officers with base salary to compensate them for services rendered during the fiscal year and to aid in attracting and retaining quality employees. The base salary for each executive officer of the Data Group is reviewed annually or upon a promotion or other change in job responsibility, based on the individual's level of responsibility, the importance of the position to the Data Group and the individual's contribution to the Data Group's performance.

Performance-Based Incentive Compensation

The objective of including performance-based incentive compensation as part of the total compensation paid to the Data Group's executive officers is to encourage and reward those individuals' contributions in producing strong financial and operational results and to focus its senior management to work as a team on the Data Group's overall corporate results and strategic initiatives.

CEO and CFO

The CEO and CFO each have the opportunity to earn annual performance-based cash bonuses which are awarded primarily on the basis of the Data Group's annual financial results as well as achievement of personal performance objectives. Under the terms of his employment agreement, Mr. Odell is eligible to receive an annual performance bonus in an amount of up to 75% of his base salary. Under the terms of his employment agreement, Mr. O'Shea is eligible to receive an annual performance bonus in an amount of up to 50% of his base salary.

Generally, 70% of the total potential annual bonus that the CEO and CFO, respectively, may earn is determined by the amount of cash available for distribution to the Fund's unitholders (or "distributable cash") in excess of an incentive distributable cash baseline for each of those executive officers (the "Distributable Cash Targets"), with the amount of the bonus payable increasing proportionately to the amount by which the Distributable Cash Target is exceeded up to the maximum amount payable to the applicable executive officer. If the applicable Distributable Cash Target is not achieved, then no bonus will be paid under that component of the bonus program. In 2009, the Compensation Committee established Distributable Cash Targets for the CEO and CFO at a level related to the Data Group's monthly cash distribution of \$0.09656 per Unit based upon the Data Group's confidential annual operating budget for 2009 approved by the Board of Directors. The Compensation Committee believes that the 2009 Distributable Cash Targets were a practical and realistic estimate of the Data Group's financial performance for the upcoming year based upon the data, projections and analyses that the Data Group uses to develop its annual operating budget but that achievement of the Distributable Cash Targets was nevertheless difficult. In 2009, the annual cash bonus awarded to Mr. Odell under this portion of the bonus program represented 23% of his base salary. In 2009, the annual cash bonus awarded to Mr. O'Shea under this portion of the bonus program represented 14% of his base salary.

In 2009, cash available for distribution was calculated by beginning with cash provided by (used in) operating activities and then adjusted to eliminate maintenance capital expenditures purchases of convertible debentures and changes in non-cash working capital and other non-cash items so as to remove the impact of timing differences in cash receipts and cash disbursements, which generally reverse themselves but can vary significantly across quarters, less restructuring costs. For a discussion of the Fund's cash available for distribution in 2009 and a reconciliation of cash provided by operating activities to cash for distribution, refer to the Fund's management discussion and analysis for the year ended December 31, 2009.

The remaining 30% of the potential bonus awarded to Mr. Odell and Mr. O'Shea, respectively, is based upon achievement of certain personal performance objectives which are determined on an annual basis by those individuals and the Compensation Committee. In fiscal 2009, the CEO's personal performance objectives consisted of pursuit of business growth opportunities and initiatives, cost reduction and consolidation execution, completing, monitoring and execution of enterprise risk management priorities, focusing on future organizational structure and succession planning. In 2009, the CFO's personal performance targets consisted of evaluating internal controls, ensuring milestones for systems integration and restructuring were achieved, conducting particular asset sales and preparing for the change in accounting reporting standards to International Financial Reporting Standards. In 2009, Mr. Odell and Mr. O'Shea earned 100% and 100%, respectively, of the maximum bonus available to them under this portion of the bonus program.

Other Executive Officers

In addition to an annual base salary, the Data Group's other executive officers and certain other employees have the opportunity to earn variable compensation. Each year, the Data Group establishes for each of its executive officers (other than the CEO and CFO) a level of potential cash compensation for the upcoming year (exclusive of LTIP payments). This amount is comprised of base salary and a variable component determined by the annual operating profit achieved by the operating division of the Data Group in which the executive is employed and, in some cases, the operating profit achieved by the Data Group as a whole. Operating profit is calculated as earnings before interest and taxes. Annual operating profit targets are established for each of the Data Group's operating divisions in conjunction with the establishment of the division's confidential annual operating budget. The variable component of the executive officer's potential cash compensation represents a percentage of the relevant operating profit target. The percentage of operating profit target allocated to a particular individual is determined with reference to their seniority, job responsibilities within the Data Group and the markets within which their division operates. All participants in the Data Group's variable compensation program are entitled to earn a portion of the actual profit of the relevant operating division equal to their allocated percentage of the operating profit target. As a result, a participant will earn variable compensation upon the first dollar of operating profit and their total cash compensation will fluctuate based on the financial results of their operating division. In 2009, Mr. Barron's variable compensation was determined with reference to both the operating profit and revenues of the Data West operating division because of his role as the Vice-President, Sales of Data West. The variable compensation of other participants in the variable compensation program who are part of the Data Group's sales organization is determined in a similar manner.

In 2009, Mr. Galarneau, Mr. Suksi and Mr. Barron earned total variable compensation equal to 50%, 32%, and 38% of their base salary.

The Data Group considers the annual operating profit targets established by each of the Data Group's divisions and the Data Group as a whole to be a practical and realistic estimate of the financial performance of the relevant division of the Data Group or the entire Data Group for the upcoming year based upon the data, projections and analyses that the Data Group uses in establishing its divisional and overall annual operating budgets but that achievement of those operating targets is nevertheless difficult.

Long-Term Incentive Compensation

The Data Group has established a long-term incentive plan for officers and other key senior management of the Data Group and its affiliates. The composition of eligible participants in the LTIP from time to time is determined by the Compensation Committee, taking into account the recommendations of the CEO. The purpose of the LTIP is to provide eligible participants with compensation opportunities that will encourage ownership of Units, enhance the Data Group's ability to attract, retain and motivate key personnel, and reward key senior management for strong financial performance and associated per Unit cash flow growth of the Fund. The Compensation Committee believes that performance-based awards under the LTIP align senior management incentives with the interests of Unitholders because the awards are only made if the Data Group achieves per Unit cash flow growth based on annual distributable cash targets. In 2009, there were twelve eligible participants in the LTIP reflecting the Data Group's view that performance-based compensation encourages management to work collectively to achieve those financial results.

In an effort to balance the motivational elements of the performance-based LTIP with retention, awards under the LTIP vest over a three-year period. Unless the Board of Directors has otherwise agreed, in the event of resignation or termination for cause of an eligible participant, all outstanding and unvested rights held by such eligible participant and all right and interest in any amounts allocated to the cash account of the eligible participant immediately expire and the amounts in the cash account forfeited. In the event of death,

disability, retirement (at normal retirement age), or termination without cause, all outstanding and unvested rights held by such eligible participant will immediately be paid to the eligible participant.

The Board of Directors has the power to, among other things, determine (i) those individuals who will participate in the LTIP, (ii) the level of participation of each participant, and (iii) the time or times when the participant's rights will vest and Computershare Investor Services Inc. will be paid cash to purchase Units at the direction of and on behalf of the eligible participant. The Compensation Committee determines annually the portion of the incentive pool to be allocated to the CEO and the CFO and, based upon the recommendations of the CEO, each of the other participants in the LTIP, including the other Named Executive Officers. These determinations are primarily based upon the participant's level of responsibility and the importance of his responsibility to the Data Group. Under the terms of his employment agreement, Mr. Odell is entitled to receive not less than 16% of the total available LTIP incentive pool in a given year.

Pursuant to the LTIP, the Data Group annually determines a cash award based upon the amount by which the Fund's per Unit distributable cash exceeds certain per Unit distributable threshold amounts. The percentage amount of that excess which forms the LTIP incentive pool is determined in accordance with the table below:

<u>Percentage by which Distributable Cash per Unit Exceeds Base Distributable Cash Threshold⁽¹⁾</u>	<u>Maximum Proportion of Excess Distributable Cash Available for LTIP Payments</u>
5.0% or less	10%
Greater than 5.0% and up to 10%	15%
Greater than 10%	20%

Note:

(1) Annualized for fiscal periods of less than 12 months.

The base distributable cash threshold is subject to adjustment by the Compensation Committee, from time to time, as targets are met. Eligible participants have the right to receive the certain percentage of the prescribed portion of the excess in a given fiscal year, to be paid in cash by Computershare Investor Services Inc., on behalf of the eligible participant, to purchase units of the Fund on behalf and at the direction of the eligible participant. At the time of the grant of a right to an eligible participant, one-third of the amount of a right will vest in the eligible participant on the date of grant and on each of the second and third anniversary of the date of grant. The interest of any eligible participant under the LTIP or in any right is not transferable by him or her, and after his or her lifetime will enure to the benefit of and be binding upon any person designated by the eligible participant in writing filed with the Board of Directors to receive any amount, securities or property payable under the LTIP in the event of the eligible participant's death.

In accordance with the terms of the LTIP, the Data Group establishes and maintains a separate account showing vested and unvested rights in respect of each eligible participant and Computershare Investor Services Inc. establishes and maintains a separate account for each eligible participant showing the number of Units purchased and held on behalf of the eligible participant. Upon the vesting of any right, the Data Group pays Computershare Investor Services Inc. an amount in cash (after-tax) equal to the amount that the eligible participant is entitled to pursuant to the right, which Computershare Investor Services Inc. uses to purchase the nearest whole number of Units that may be acquired with such funds in the market for and on behalf of the eligible participant. The Data Group may, but is not obligated to, set aside any funds payable by the Data Group to an eligible participant pursuant to any unvested right.

The Board also may amend, suspend or discontinue the LTIP at any time, subject to the receipt of regulatory approvals. No amendment, suspension or discontinuance of the LTIP may contravene the

requirements of the TSX or any other applicable law to which the Data Group or Data Business Forms Limited is subject.

Pension Plans

Executive officers of the Data Group participate in the same defined contribution pension plan as other employees of the Data Group. Mr. O'Shea also participates in the defined benefit provision of one of the Data Group's pension plans. However, effective January 1, 2008, no further service credits will accrue under that provision of the plan, although pensionable earnings on and after January 1, 2008 will be factored into the determination of a participant's final average earnings.

The objective of including pension plans as part of the Data Group's executive compensation program is to provide retirement benefits and additional retirement income security for officers who remain with the Data Group for an extended period of time.

Personal Benefits and Perquisites

The Data Group provides its employees, including the Named Executive Officers, with other personal benefits and perquisites that the Data Group believes are reasonable and consistent with its overall compensation program to better enable the Data Group to attract and retain quality employees for key positions. The Data Group periodically reviews the levels of other personal benefits and perquisites provided to the Named Executive Officers to ensure competitiveness and value to employees. The Named Executive Officers are given a car allowance and are entitled to reimbursement of a portion of certain related operating expenses, and participate in the pension plans described above.

Executive officers participate in healthcare and other benefit programs on the same terms as other employees of the Data Group.

Claw-Backs

The Data Group has not implemented any claw-back policy that would adjust or attempt to recover incentive compensation payable or paid to any of its executive officers if the performance objectives upon which the compensation was based were to be restated or otherwise adjusted in a manner that would have the effect of reducing the amount payable or paid.

EXECUTIVE COMPENSATION

Summary Compensation Table

The Fund does not have any officers or employees. The following table sets forth information concerning the compensation earned by the Named Executive Officers in the Fund's 2009 fiscal year. Compensation is presented for the fiscal year ended December 31, 2009 to the extent that the Named Executive Officer was an employee of the Data Group (or its predecessor) during that period.

<u>Name and principal position</u>	<u>Year</u>	<u>Salary</u>	<u>Share-based awards</u>	<u>Non-equity incentive plan compensation</u>		<u>Option-based awards</u>	<u>Pension Value</u>	<u>All other Compensation</u>	<u>Total Compensation</u>
		(\$)	(\$)	(\$)			(\$) ⁽⁴⁾	(\$)	(\$)
				<u>Annual Incentive Plans</u>	<u>Long-term Incentive Plans⁽³⁾</u>				
David M. Odell	2009	500,000	-	225,512 ⁽¹⁾	10,336	-	11,000	-	746,848
President & CEO	2008	500,000	-	233,606 ⁽¹⁾	97,472	-	10,500	-	841,578
Paul O'Shea	2009	266,000	-	77,036 ⁽¹⁾	7,752	-	11,444	-	362,232
Chief Financial Officer	2008	266,000	-	89,128 ⁽¹⁾	73,104	-	12,180	-	440,412
Michael Suksi	2009	217,000	-	69,266 ⁽²⁾	7,752	-	8,834	-	302,852
President, Data East	2008	217,000	-	73,952 ⁽²⁾	73,104	-	10,500	-	374,556
Steve Galarneau	2009	214,780	-	107,822 ⁽²⁾	7,752	-	9,339	-	339,693
President, Data West	2008	214,780	-	127,930 ⁽²⁾	73,104	-	10,500	-	426,314
Rick Barron	2009	180,000	-	69,295 ⁽²⁾	5,166	-	9,218	-	263,679
Vice-President, Sales, Data West	2008	180,000	-	113,607 ⁽²⁾	48,736	-	10,500	-	352,843

Notes:

- (1) Represents annual cash bonuses earned during the year. These amounts are paid in the subsequent year.
- (2) Represents annual cash variable compensation earned during the year. These amounts are paid on a quarterly basis during the year in which they are earned, except for the fourth quarter which is paid in the subsequent year subject to any required reconciliation in respect of the first three quarters of the applicable year.
- (3) Represents awards granted under the Data Group's long-term incentive plan. The amount awarded in respect of 2009 vests as to one-third in each of 2009, 2010 and 2011.
- (4) Represents the sum of the compensatory amounts related to the Data Group's defined benefit and defined contribution pension plans.

Incentive Plan Awards

The following table presents awards granted to the Named Executive Officers under the Data Group's long-term incentive plan in 2009. The Data Group does not maintain share-based or option-based plans.

<u>Name</u>	<u>Option-based awards – Value vested during the year</u>	<u>Share-based awards – Value vested during the year</u>	<u>Non-equity incentive plan compensation – Value earned during the year</u>
	(\$)	(\$)	\$(⁽¹⁾)
David M. Odell President & CEO	-	-	10,336
Paul O'Shea Chief Financial Officer	-	-	7,752
Michael Suksi President, Data East	-	-	7,752
Steve Galarneau President, Data West	-	-	7,752
Rick Barron Vice-President, Sales, Data West	-	-	5,166

Note:

(1) For each of the Named Executive Officers, the amount awarded in respect of 2009 vests as to one-third in each of 2009, 2010 and 2011.

Pension Plans

The Data Group maintains defined benefit and defined contribution pension plans for certain of its employees, which were previously maintained by Data Business Forms Limited (the "DBFL Plan") and Relizon Canada Inc. (the "Relizon Canada Plan"), respectively. The Data Group also contributes to the Graphics and Communications International Union pension plan for certain employees at its Drummondville and Granby plants in Québec. Effective January 1, 2008, the Data Group amended the DBFL Plan such that no further service credits will accrue under the defined benefit provision of the DBFL Plan after December 31, 2007, although pensionable earnings on and after January 1, 2008 will be factored into the determination of a participant's final average earnings. The Data Group issued a notice to wind up the Relizon Canada Plan effective December 31, 2008, such that no benefits will accrue under the Relizon Canada Plan after December 31, 2008. A Relizon Canada Plan amendment to this effect has been adopted by the Data Group. It is expected that the wind-up of the Relizon Canada Plan will take several years to complete, including receipt of requisite approvals from applicable pension regulatory authorities.

Defined Benefit Plans

The following table sets forth information regarding the present value of accumulated benefits for Paul O'Shea, the only Named Executive Officer who participates in Data Group's defined benefit provision of the Data Group's pension plan, as of December 31, 2009.

<u>Name</u>	<u>Number of years credited service</u> (#)	<u>Annual benefits payable</u>		<u>Accrued obligation at start of year</u> (\$)	<u>Compensatory change</u> (\$)	<u>Non-compensatory change</u> (\$)	<u>Accrued obligation at year end</u> (\$)
		<u>At year end</u> ⁽¹⁾	<u>At age 65</u>				
Paul O'Shea	22	Nil	38,893	236,401	Nil	32,457	268,858

Note:

(1) Annual benefits under the plan are not payable until the participant reaches the age of 55.

Paul O'Shea, a Named Executive Officer, participates in the defined benefit provision of the Data Group's pension plan (the "Plan"), together with certain other employees of the Data Group. Effective January 1, 2008, the Data Group amended the Plan such that no future service credits will accrue under the defined benefit provision of the Plan, although pensionable earnings on and after January 1, 2008 will be factored into the determination of a participant's final average earnings.

Annual pensions under the Plan are based on 1% of the employee's best five year average pensionable earnings (not to exceed the final five year average Year's Maximum Pensionable Earnings set each year by the Canada Pension Plan ("YMPE")) plus 1.75% of the employee's best five year average pensionable earnings in excess of the five year average YMPE, times the number of years of service. For pension benefit purposes, pensionable earnings equal basic salary, bonuses and all other forms of remuneration. The maximum annual pension benefit under the Plan is \$1,722.22 times the number of years of credited service. Mr. O'Shea's pensionable earnings, as at December 31, 2009, were such that it is expected that he will receive an annual pension under the Plan equal to \$38,893 (being the maximum annual pension benefit under the Plan times his years of credit service for purposes of the Plan, which were 22 years and seven months as at December 31, 2009).

Pension payments are not subject to any deduction for social security or other offset amounts such as Canada Pension Plan.

Defined Contribution Plans

The following table sets forth information regarding the present value of accumulated benefits for each of the Named Executive Officers under the defined contribution provision of the Data Group's pension plan as of December 31, 2009.

<u>Name</u>	<u>Accumulated value at start of year</u>	<u>Compensatory</u>	<u>Non-compensatory</u>	<u>Accumulated value at year end</u>
	(\$)	(\$)	(\$)	(\$)
David Odell	17,527	11,000	18,679	47,206
Paul O'Shea	18,102	11,444 ⁽¹⁾	13,692	43,238
Michael Suksi	15,876	8,834	16,618	41,328
Steve Galarneau	137,287	9,339	33,856	180,482
Rick Barron	111,621	9,218	28,345	149,184

Note:

- (1) Includes an additional matching contribution by the Data Group.

The Data Group provides all eligible employees, including the Named Executive Officers, with a defined contribution pension plan. The plan is based on a contribution by the employee of a percentage of his or her earnings, which is matched by the Data Group. Earnings include base pay, commissions, bonuses and variable compensation. The contribution rate for the plan is based on the employee's years of service with Data Group at the beginning of each fiscal year, as outlined below. Rate changes take effect as of January 1 of each year.

The following table sets forth information regarding the respective levels of contribution by the Data Group and its employees to the Data Group's defined contribution pension plan, based upon the employee's years of service with the Data Group.

<u>Years of Service as at January 1</u>	<u>Contribution of Named Executive Officer</u>	<u>Contribution of Data Group⁽¹⁾</u>	<u>Total Contribution</u>
Fewer than 5 years (with a minimum of 1 year)	3%	1.5%	4.5%
5 years or more, but fewer than 15 years	4%	2%	6%
15 years or more	5%	2.5%	7.5%

Note:

- (1) Except for those persons who participate in the defined benefit provision of the Data Group's pension plan, who receive an additional one percent. Representative rates as at January 1, 2009 up to and including June 30, 2009 for the contribution of the Data Group were calculated as 3%, 4% and 5%, respectively.

Pursuant to the Data Group's defined contribution pension plan, and subject to the exception noted in the above table, the Data Group makes annual contributions up to a maximum of 2.5% of the employee's earnings. Employees are permitted to make additional voluntary contributions to the plan, but the Data Group will not match those additional contributions. The total mandatory and voluntary employee contributions and the Data Group's matching contributions are subject to limits under the *Income Tax Act* (Canada) (the "Tax Act"). These limits are updated annually and, in 2009, the annual contribution limit was the lesser of 18% of the employee's earned income, and \$22,000 for 2009, rising to \$22,450 in 2010. Funds are accumulated in the employee's account, following which the employee determines how the contributions will be invested by selecting from a group of funds available for the plan and administered by a Canadian financial services company as chosen by the Data Group. If the employee does not make an investment selection or makes an incomplete selection, the contributions will be invested in a default fund. Contributions on behalf of the Named Executive Officers are included in the "Non-Equity Incentive Plan Compensation – Long-term Incentive Plans" column in the Summary Compensation Table in this "Executive Compensation" section of this Circular. Upon retiring or leaving the Data Group, the Named Executive Officer will have choices in arranging for the transfer of his pension account pursuant to the defined contribution pension plan.

Termination and Change in Control Benefits

Termination of Employment

CEO and CFO

Mr. Odell, the Data Group's CEO, and Mr. O'Shea, the Data Group's CFO, are the only executive officers of the Data Group with written severance arrangements. In each case, those arrangements are contained in the executive's employment agreement with the Data Group. Each of the CEO and CFO is entitled to the provision of benefits upon the involuntary termination of his employment without cause, the voluntary termination of his employment, or a change of control. For purposes of those employment agreements, a "change of control" is defined as (i) any change in the direct or indirect holding of the shares of the General Partner, the units of the Data Group or the units of the Fund, as a result of which a person or group of persons acting jointly or in concert are in a position to exercise effective control of the General Partner, the Data Group or the Fund, or (ii) the sale of all or substantially all of the assets of the Data Group. The executive is only entitled to a payment in connection with a change of control if he elects to terminate his employment within 60 days of the change of control.

Under the terms of his employment agreement, Mr. Odell is entitled to the following amounts in the event of the termination of his employment or upon a change of control:

Event**Payment**

Voluntary Termination within 60 days of a Change of Control or Involuntary Termination without Cause

- lump sum payment equal to the then current base salary for 24 months plus accrued but unpaid vacation entitlements and earned but unpaid performance bonus and LTIP payments (less any amount owing by Mr. Odell to the Data Group) payable on the last day of his employment
- lump sum payment equal to two times Mr. Odell's annualized performance bonus and LTIP payments over his last three years of employment payable on the last day of his employment
- continued participation for 24 months in all group insurance and benefit plans or programs (including car allowance) provided to Mr. Odell by the Data Group immediately prior to the termination of his employment. Those plans and programs currently consist of health care insurance, car allowance, and the Data Group's defined contribution pension plan

Voluntary Termination

- vesting of all outstanding and unvested awards held by Mr. Odell under the LTIP, effective and payable on the last day of his employment
- LTIP award (equal to at least 16% of the LTIP incentive pool, if any) in respect of the full fiscal year since the last award made to Mr. Odell under the LTIP and any subsequent partial fiscal year in which Mr. Odell terminates his employment (which will be prorated), except that Mr. Odell will not be entitled to an LTIP award in respect of a partial fiscal year if he resigns prior to July 1 of that year. This award will be granted within 10 days of the Trustees approving the audited financial statements of the Fund for the applicable fiscal year
- retiring allowance equal to three month's of Mr. Odell's then current base salary

Under the terms of his employment agreement, Mr. O'Shea is entitled to the following amounts in the event of the termination of his employment:

Event**Payment**

Voluntary Termination within 60 days of a Change of Control or Involuntary Termination without Cause

- lump sum payment equal to the then current base salary for 24 months plus accrued but unpaid vacation entitlements and earned but unpaid performance bonus and LTIP payments (less any amount owing by Mr. O'Shea to the Data Group), payable on the last day of his employment
- lump sum payment equal to two times Mr. O'Shea's annualized performance bonus and LTIP payments over his last three years of employment, payable on the last day of his employment
- continued participation for 24 months in all group insurance and benefit plans or programs (including car allowance) provided to Mr. O'Shea by the Data Group immediately prior to the termination of his employment. Those plans and programs currently consist of health care insurance, car allowance and the Data Group's defined contribution pension plan

Voluntary Termination

- vesting of all outstanding and unvested awards held by Mr. O'Shea under the LTIP, effective and payable on the last day of his employment
- LTIP award (which, as a percentage of the applicable LTIP incentive pool, is equal to at least Mr. O'Shea's awarded share of the then most recent LTIP incentive pool, if any) in respect of the full fiscal year since the last award made to Mr. O'Shea under the LTIP and any subsequent partial fiscal year in which Mr. O'Shea terminates his employment (which will be prorated), except that Mr. O'Shea will not be entitled to an LTIP award in respect of a partial fiscal year if he resigns prior to July 1 of that year. This award will be granted within 10 days of the Trustees approving the Fund's audited financial statements for the applicable fiscal year
- retiring allowance equal to three month's of Mr. O'Shea's then current base salary, payable on the last day of his employment

Mr. Odell's and Mr. O'Shea's employment agreements also provide for confidentiality, non-solicitation and non-competition covenants in favour of the General Partner. The non-solicitation and non-competition covenants apply during the term of employment and for two years following resignation or the termination of employment by the Data Group for any reason. The agreements also provide for a waiver by the executive officer of all defences related to the covenants, and entitle the Data Group to monetary damages that flow from breach of the covenants and injunctive relief in the event of such breach.

Other Executive Officers

The Data Group has generally provided separation benefits to executive officers who are asked to leave the Data Group for reasons other than cause. Those benefits are not contractual and are subject to approval by the Board of Directors. In determining the amount and extent of any separation benefits, the Data Group typically takes into account factors such as length of service, individual accomplishments and performance, and the value of benefits forfeited through termination. Generally, separation benefits are not available for executive officers who voluntarily resign or retire. The Board of Directors has not adopted any policy with respect to executive officer separation benefits, and there is no guarantee that any executive officer termination in the future will be handled in the same way as past terminations.

In the event of termination of employment, all of the Named Executive Officers are entitled to receive any benefits that they would otherwise be entitled to receive under any provision of the Data Group's pension plan. Benefits under that plan are generally not affected by whether a participant's employment terminates with or without cause.

LTIP Payments Upon a Change of Control

If the Fund merges or the Data Group sells all or substantially all of its assets and undertaking for securities of another trust, a corporation or other person or upon any other form of business combination involving the Fund, the then current fiscal year of the Fund will be deemed to occur on the effective date of the relevant change of control transaction, the base distributable cash threshold will be prorated for the number of months in the shortened fiscal year and the Data Group will pay, immediately prior to the effective date of the applicable transaction to each eligible participant an amount in cash equal to the portion of the prescribed portion of the excess in respect of the applicable fiscal year to which such eligible participant is entitled pursuant to the rights held by them, plus an amount in cash equal to all amounts under rights that remain unvested. If a non-exempt take-over bid is made for the Units, the Data Group will pay to the eligible participant when Units are first taken up under the bid a cash amount equal to the prescribed portion of the excess in respect of the applicable fiscal year to which such participant is entitled pursuant to rights held by them plus a cash amount equal to all amounts under rights that remain unvested.

Summary of Incremental Termination and Change of Control Payments

The following table describes the estimated incremental payments, payables and other benefits that would have been received by each listed executive officer if there had been a change of control of the Fund or his employment with the Data Group had been terminated as of December 31, 2009.

<u>Name</u>	<u>Voluntary Termination Following a Change of Control or Involuntary Termination of Employment⁽¹⁾</u>	<u>Voluntary Termination of Employment⁽¹⁾</u>
	(\$)	(\$)
David Odell	2,064,328	216,251
Paul O'Shea	981,185	120,335

Note:

- (1) Includes lump sum payment or continuance of salary, performance bonus, LTIP payments, perquisites, and provision of benefits. Amounts calculated with respect to performance bonuses and LTIP payments include actual bonuses and LTIP awards earned in 2009 and granted to the Named Executive Officers subsequent to December 31, 2009.

The only Named Executive Officers that have arrangements with the Data Group that provide for certain rights of payment upon termination of employment and/or a change of control are Mr. Odell and Mr. O'Shea.

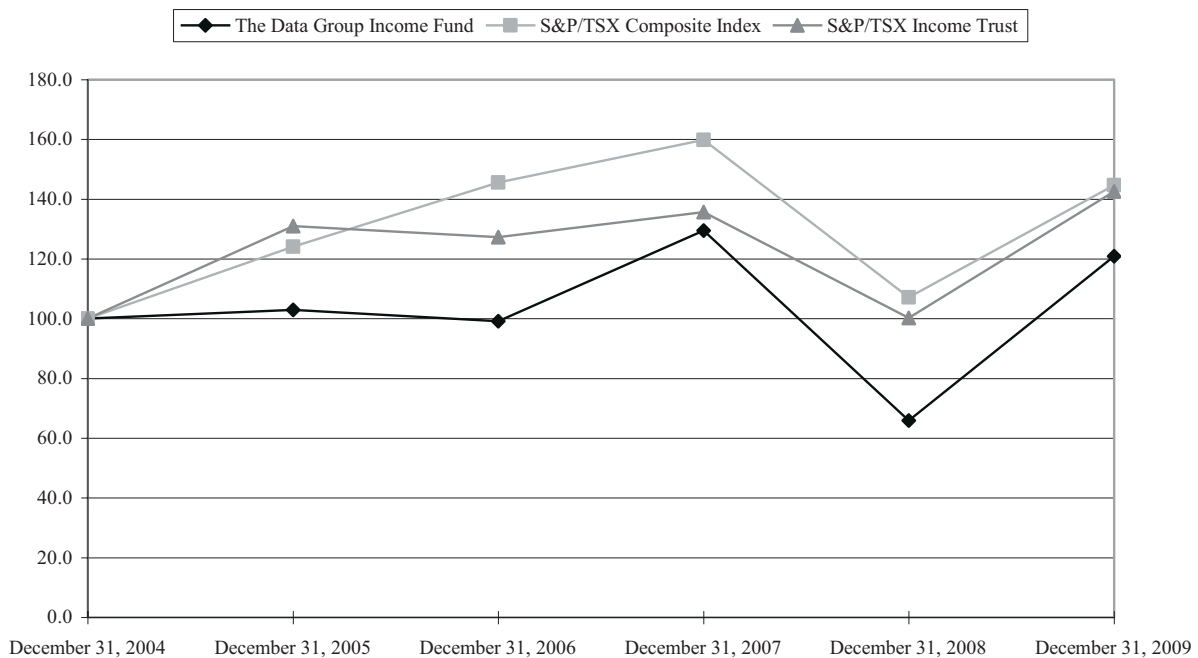
Unless the Board of Directors has otherwise agreed, in the event of termination without cause or retirement (at a normal retirement age), all outstanding and unvested rights held by Steve Galarneau, Michael Suksi, and Rick Barron pursuant to the terms of the LTIP will immediately be paid to such Named Executive Officers. As of December 31, 2009, such rights would have equalled \$59,176, \$59,176 and \$39,600, respectively. As of December 31, 2009, assuming a change of control had occurred, the Data Group would have paid, pursuant to the terms of the LTIP, \$66,927, \$66,927 and \$44,769 in cash to Steve Galarneau, Michael Suksi, and Rick Barron immediately prior to the effective date of the change of control transaction.

Performance Graph

The following graph compares the percentage change in the cumulative Unitholder return on the Units compared to the cumulative total return of the S&P/TSX Composite Index and the cumulative total return of the S&P/TSX Income Trust Index, respectively, for the period commencing December 31, 2004 to December 31, 2009 based on the price of the Units, assuming a \$100 investment on December 31, 2004 and reinvestment of distributions.

Over the period since the Fund's initial public offering, the increase in total compensation paid to the Named Executive Officers exceeded the cumulative Unitholder return on the Units, but was largely consistent with the growth in the Fund's cash available for distribution to its Unitholders over that period, which the Fund believes is an important measure in assessing the performance of the Fund. Over this period, the Fund increased its annual cash distributions to its Unitholders by 3%. During 2006, the performance of the Fund's units reflected the negative impact of the announcement by the Federal Government of its intention to subject income trusts, including the Fund, to entity-level tax. During 2008, the performance of the Units declined, which was consistent with the effect in Canada of the deterioration in the global equity markets. During 2009, the performance of the Units improved, while the Data Group froze the salaries of all of its executive officers and all other employees in response to the negative effects of the Canadian economy on the Data Group's operations.

Cumulative Value of \$100 Investment in the Units and the S&P/TSX Composite Index



	<u>Dec. 31/04</u>	<u>Dec 31/05</u>	<u>Dec. 31/06</u>	<u>Dec. 31/07</u>	<u>Dec. 31/08</u>	<u>Dec. 31/09</u>
Nominal Data:						
Units of the Fund	\$100.00	\$102.90	\$99.10	\$129.40	\$65.90	\$120.90
S&P/TSX Composite Index	\$100.00	\$124.10	\$145.60	\$159.90	\$107.10	\$144.70
S&P/TSX Income Trust Index	\$100.00	\$131.00	\$127.30	\$135.70	\$100.30	\$142.60
Actual Data:						
Units	\$10.71	\$9.98	\$8.52	\$9.93	\$4.29	\$5.92
S&P/TSX Composite Index	\$21,445	\$26,619	\$31,213	\$34,282	\$22,968	\$31,019
S&P/TSX Income Trust Index	\$137.80	\$166.11	\$148.08	\$144.08	\$95.42	\$123.57

TRUSTEE COMPENSATION

The Corporate Governance Committee of the Board of Trustees, which consists solely of independent trustees, has the primary responsibility for reviewing and considering any revisions to Trustee compensation. The Board of Trustees reviews the Committee's recommendations and determines the amount of Trustee compensation. Trustees do not receive separate compensation for serving as a director of the general partner of the Data Group.

Trustee compensation consists of the following elements:

- annual cash retainer of \$30,000
- \$1,500 for each Board of Trustees meeting attended

- annual retainer fee for the chairman of the Board of Trustees of \$65,000
- Audit Committee chair annual fee of \$10,000
- Compensation Committee chair annual fee of \$7,000
- individual committee meeting fee of \$500.

The Trustees are entitled to receive reimbursement of reasonable out-of-pocket expenses incurred by them to attend board meetings. Mr. Ridout does not receive a fee for serving as chair of the Corporate Governance Committee.

Summary Trustee Compensation

The following table below sets forth information concerning compensation paid to the trustees of the Fund in the fiscal year ended December 31, 2009.

<u>Name</u>	<u>Fees earned</u>	<u>Share-based awards</u>	<u>Non-equity incentive plan compensation</u>	<u>Pension value</u>	<u>All other compensation</u>	<u>Total</u>
	(\$)	(\$)	(\$)	(\$)	\$(¹)	(\$)
Ron Fotheringham Woodview, Ontario Canada	50,000	-	-	-	2,500	52,500
John H. Greenhough Aurora, Ontario Canada	41,000	-	-	-	2,500	43,500
Derek Ridout Toronto, Ontario Canada	76,000	-	-	-	-	76,000
Thomas R. Spencer Toronto, Ontario Canada	53,000	-	-	-	-	53,000

Note:

- (1) Represents healthcare benefits paid by the Data Group on behalf of the trustee.

INDEBTEDNESS OF TRUSTEES, DIRECTORS AND OFFICERS

None of the trustees of the Fund, director or officer of the General Partner, nor any associate of any such person, is indebted to the Fund, the Data Group or the General Partner.

TRUSTEES', DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Fund maintains a policy of insurance for its trustees and directors and officers of the General Partner and the Data Group. The aggregate limit of liability applicable to all insured trustees of the Fund and directors and officers of the General Partner and the Data Group under the policy is \$25 million, inclusive of defence costs. Under the policy, the Fund and the General Partner and the Data Group have reimbursement coverage to the extent of a deductible of \$500,000 for each loss. The policy includes securities claims coverage for the Fund and the General Partner and the Data Group, insuring against any legal obligation to pay on account of any securities claims brought against it. The aggregate limit of liability is, however, shared

between the Fund, the General Partner and the Data Group and their respective trustees, directors and officers such that the limit of liability is not exclusive to the Fund, the General Partner and the Data Group or their respective trustees, directors and officers.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

During the year ended December 31, 2009, there were no material transactions involving any interest of a trustee of the Fund or a director or executive officer of the Data Group, any person or company who beneficially owns, directly or indirectly, voting securities of the Fund or who exercises control or direction over voting securities of the Fund or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Fund, or a director or executive of any of the foregoing.

MATTERS TO BE ACTED UPON AT THE MEETING

Receipt of Financial Statements

The audited consolidated financial statements of the Fund for the fiscal year ended December 31, 2009 and the report of the auditors' thereon will be presented at the Meeting.

Appointment of Auditor

At the Meeting, Unitholders will be requested to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Fund, to hold office until the next annual meeting of Unitholders, and to authorize the Trustees to fix the auditors' remuneration. PricewaterhouseCoopers LLP has served as auditors of the Fund since its creation in November 2004.

In the absence of a contrary instruction, the persons specified in the enclosed form of proxy intend to vote for the appointment of PricewaterhouseCoopers LLP, Chartered Accountants as auditors of the Fund to hold office until the next annual meeting of Unitholders or until their successors are appointed and for the resolution authorizing the Trustees to fix their remuneration.

Election of Trustees of the Fund and Directors of the General Partner

The five nominees proposed for election as both Trustees and Directors are listed below. Pursuant to the Declaration of Trust, the Trustees are required to vote the common shares of the General Partner held by the Fund to elect those individuals that Unitholders approve as Directors. Trustees and Directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of Unitholders.

In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote for the election as Trustees and Directors the nominees whose names are set forth below, each of whom has been a Trustee and Director since the date indicated below opposite his name. If, for any reason, at the time of the Meeting any of the nominees is unable to serve, and unless otherwise specified, it is intended that the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion.

The following table sets forth information with respect to each person proposed to be nominated for election as a Trustee and a Director, including the number of Units owned beneficially, or over which control or direction was exercised, by such person at the date of this Circular. The information as to Units beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Fund, has been furnished by the respective nominees individually.

<u>Proposed Nominee</u>	<u>Principal Occupation</u>	<u>Trustee Since</u>	<u>Director Since</u>	<u>Units</u>
Ron Fotheringham ⁽¹⁾⁽²⁾⁽³⁾ Woodview, Ontario Canada	Corporate director	2004	2004	8,500
John H. Greenhough ⁽¹⁾ Aurora, Ontario Canada	Corporate director	2004	2004	10,000
David M. Odell Richmond Hill, Ontario Canada	President and Chief Executive Officer of the Data Group; trustee of the Fund	2004	1998	62,526
Derek Ridout ⁽²⁾⁽³⁾ Toronto, Ontario Canada	Corporate director	2004	2004	20,000
Thomas R. Spencer ⁽¹⁾⁽²⁾⁽³⁾ Toronto, Ontario Canada	Corporate director	2004	2004	35,000

Notes:

- (1) Member of the Audit Committee of the Fund.
(2) Member of the Corporate Governance Committee of the Fund.
(3) Member of the Compensation Committee of the General Partner.

The principal occupation of each member of the Board of Trustees and the Board of Directors for the past five years preceding the date hereof and additional biographical information is described below:

David M. Odell. Mr. Odell has been a trustee of the Fund since November 15, 2004. Mr. Odell joined a predecessor of the General Partner in April 1998 as President of its Data East division. In May of 2000, he was appointed President and Chief Executive Officer of a predecessor of the General Partner. Prior to joining the General Partner, Mr. Odell was President of a number of divisions within Maclean Hunter Limited and Southam Inc., which were major communications organizations headquartered in Canada. Mr. Odell's experience also includes managing promotion and advertising companies.

Ron Fotheringham. Mr. Fotheringham has been a trustee of the Fund since December 14, 2004. Since retirement in 2001, Mr. Fotheringham has continued his strategic planning consulting work in his personal partnership, Stoney Lake Management Consulting. Prior to retirement, Mr. Fotheringham was a partner with Tandem International, one of Canada's leading management consulting firms, specializing in the marketing and sales disciplines. During his 28 years with the firm, his responsibilities included serving as Managing Partner of the firm's marketing practice and as Chairman of Tandem, prior to the firm's merger with Towers Perrin in 1998. Before joining Tandem, Mr. Fotheringham worked for 11 years at Procter & Gamble in the Research and Development and Marketing departments. Mr. Fotheringham has a Bachelors Degree in Honours Chemistry and a Masters Degree in Business Administration, both from McMaster University, and an ICD.D designation through the Rotman School of Management, University of Toronto. Mr. Fotheringham currently serves on the board of directors of the Five Counties Children's Centre.

John H. Greenhough. Mr. Greenhough has been a trustee of the Fund since November 15, 2004. Mr. Greenhough has extensive experience in the printing industry. From 1972 to 1980, he was Vice President and General Manager of the Data Group, and served as President and Chief Executive Officer of a predecessor of the General Partner from 1981 to 1997, and as managing director from 1997 until May 2000. Mr. Greenhough also held a number of positions within Maclean Hunter Limited, including service on the Management

Committee and Group President of Printing. Mr. Greenhough has served on the boards of directors of a number of printing industry companies in both Canada and the United States, including Davis + Henderson, Jasper Printing and General Business Forms, the Yorkville Group of Companies, Label Art and Transkrit Corporation. Throughout his career, Mr. Greenhough has also served in several major printing industry associations in Canada, Europe and the United States. Mr. Greenhough graduated in 1962 from Wilfrid Laurier University with a Bachelor of Arts degree in English and Economics.

Derek Ridout. Mr. Ridout has been a trustee of the Fund since November 15, 2004. Mr. Ridout is a director of Shoppers Drug Mart Corporation and a past director of Saxon Financial Inc. Mr. Ridout is also trustee of Richards Packaging Income Fund and a director of its wholly-owned subsidiary, Richards Packaging Inc., a company that operates a rigid packaging distribution and manufacturing business in North America. Mr. Ridout was the Chairman of Minacs Worldwide Inc. between May 2003 and May 2004 and was a director of that company from 1999 to 2003. Prior to that, Mr. Ridout was the Chief Executive Officer of Perigee Investment Counsel Inc. from 2001 to 2003, President and Chief Executive Officer of Silcorp Limited from 1992 to 1999 and its Chief Operating Officer from 1990 to 1992. He was the President of Mac's Convenience Stores Division from 1983 to 1989 and President of Seven-Up Canada Limited from 1980 to 1983. Mr. Ridout holds an Honours degree in Business Administration from the University of Western Ontario.

Thomas R. Spencer. Mr. Spencer has been a trustee of the Fund since December 14, 2004. Mr. Spencer is a retired Vice Chairman of TD Bank Financial Group. Over his 27 year career he was responsible for managing the Enterprise Risk Management function, Corporate Banking in Canada and Merchant Banking in New York. He is currently a member of the Board of Directors of The Business Development Bank of Canada (serving as Chair of the Credit/Investment Risk Committee) and Kruger Inc., and is a member of the Strategic Advisory Committee of Northleaf Capital Partners. Mr. Spencer holds a Bachelor of Arts degree in Economics and a Masters of Business Administration from York University in Toronto.

Approval of Unitholder Rights Plan

At the Meeting, Unitholders will be requested to consider and, if thought advisable, pass a resolution, the text of which is attached to this Circular as Appendix "A", approving, ratifying and confirming the adoption of the unitholder rights plan agreement dated as of December 18, 2009 between the Fund and Computershare Investor Services Inc. as rights agent (the "Unitholder Rights Plan"). As required by the Toronto Stock Exchange, the resolution ratifying, approving and confirming the adoption of the Unitholder Rights Plan must be approved by a majority of votes cast by Unitholders at the Meeting and a majority of votes cast at the Meeting without giving effect to (i) any votes cast by a Unitholder that directly or indirectly, on its own or in concert with others, holds or exercises control over more than 20 percent of the outstanding Units, and (ii) by the associates, affiliates and insiders of any person referred to in (i). The Fund is not aware of any person owning more than 20 percent of its Units.

The adoption of the Unitholder Rights Plan by the Board of Trustees was not undertaken in response to or in anticipation of any known pending or threatened take-over bid for Units. The Board of Trustees has determined that the adoption of the Unitholder Rights Plan is in the best interests of the Fund and recommends that Unitholders vote in favour of the Unitholder Rights Plan.

Background and Summary

The Unitholder Rights Plan became effective on December 18, 2009, on which date the rights thereunder were issued. If the resolution approving the adoption of the Unitholder Rights Plan is not approved by a majority of votes cast by Unitholders as described above, the Unitholder Rights Plan and the rights issued under the Unitholder Rights Plan ("Rights") will immediately be terminated and cease to be effective.

The Unitholder Rights Plan utilizes the mechanism of a Permitted Bid (as hereinafter described) to ensure that a person seeking control of the Fund gives Unitholders and the Board of Trustees sufficient time to evaluate the bid, negotiate with the initial bidder and encourage competing bids to emerge. The purpose of the Unitholder Rights Plan is to protect Unitholders by requiring all potential bidders to comply with the conditions specified in the Permitted Bid provisions or risk being subject to the dilutive features of the Unitholder Rights Plan. Generally, to qualify as a Permitted Bid, a bid must be made to all Unitholders and must be open for at least 60 days after the bid is made.

If more than 50 percent of the Units held by Independent Unitholders (as hereinafter defined) are deposited or tendered to the bid and not withdrawn at the end of 60 days, the bidder may take up and pay for such Units. The take-over bid must then be extended for a further period of ten days on the same terms to allow those Unitholders who did not initially tender their Units to tender to the take-over bid if they so choose. Thus, there is no coercion to tender during the initial 60-day period because the bid must be open for acceptance for at least 10 days after the expiry of the initial tender period. The Unitholder Rights Plan is designed to make it impractical for any person to acquire more than 20 percent of the outstanding Units without the approval of the Board of Trustees except pursuant to the Permitted Bid procedures or pursuant to certain other exemptions outlined below. The Board of Trustees believe that the Unitholder Rights Plan, taken as a whole, should not be an unreasonable obstacle to a serious bidder willing to make a bona fide and financially fair offer to all Unitholders.

The following is a summary of the principal terms of the Unitholder Rights Plan, which is qualified in its entirety by reference to the text of the Unitholder Rights Plan, a copy of which is available at www.sedar.com.

Issue of Rights

On the effective date of the Unitholder Rights Plan, December 18, 2009, one Right was issued and attached to each outstanding Unit. One Right will also be issued and attach to each Unit (and any other securities in the capital of the Fund entitled to vote generally in the election of trustees of the Fund) issued thereafter, subject to the limitations set forth in the Unitholder Rights Plan. The initial exercise price of each Right is \$100 (the "Exercise Price"), subject to appropriate anti-dilution adjustments. Until a Right is exercised, the holder thereof, as such, will have no rights as a unitholder of the Fund.

Rights Exercise Privilege

The Rights will separate from the Units to which they are attached and will become exercisable as of the close of business on the tenth trading day after the earlier of (the "Separation Time") (i) the first date of public announcement by the Fund or an Acquiring Person (as hereinafter defined) of facts indicating that a person has become an Acquiring Person (the "Voting Unit Acquisition Date"), and (ii) the date of the commencement of, or first public announcement of the intent of any person (other than the Fund or any subsidiary of the Fund) to commence, a take-over bid (other than a Permitted Bid or Competing Permitted Bid (as described below)), and (iii) the date on which a Permitted Bid or Competing Permitted Bid ceases to qualify as such; or such later date as may be determined by the Board of Trustees.

The acquisition by a person (an "Acquiring Person"), including persons acting in concert, of 20 percent or more of the Units, other than by way of a Permitted Bid in certain circumstances, is referred to as a "Flip-in Event". Any Rights held by an Acquiring Person on or after the earlier of the Separation Time or the Voting Unit Acquisition Date, will become void upon the occurrence of a Voting Unit Acquisition Date. Ten trading days after the occurrence of the Flip-in Event, the Rights (other than those held by the Acquiring Person) will permit the holders thereof to purchase, for example, Units with a total market value of \$200, on payment of \$100 (i.e., at a 50 percent discount).

The issue of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the attached Units, reported earnings per Unit on a fully diluted or non-diluted basis may be affected. Holders of Rights who do not exercise their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Certificates and Transferability

Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on certificates for Units and will not be transferable separately from the attached Units. From and after the Separation Time, the Rights will be evidenced by Rights certificates, which will be transferable and traded separately from the Units.

Permitted Bid Requirements

The requirements of a Permitted Bid include the following:

- the take-over bid must be made by way of a take-over bid circular;
- the take-over bid must be made to all holders of Units, other than the bidder, for all Units held by them;
- the take-over bid must not permit Units tendered pursuant to the take-over bid to be taken up prior to the expiry of a period of not less than 60 days from the date of the bid and then only if at such time more than 50 percent of the Units held by Unitholders other than the bidder, its affiliates and persons acting jointly or in concert with the bidder (the “Independent Unitholders”) have been tendered pursuant to the take-over bid and not withdrawn; and
- if more than 50 percent of the Units held by Independent Unitholders are tendered to the take-over bid within the 60-day period, the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits of Units for an additional 10 business days from the date of such public announcement.

The Unitholder Rights Plan allows a competing Permitted Bid (a “Competing Permitted Bid”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except that, provided it is outstanding for a minimum period of 35 days, it may expire on the same date as the Permitted Bid.

Waiver and Redemption

The Board of Trustees may, prior to a Flip-in Event, without the approval of holders of Units, waive the dilutive effects of the Unitholder Rights Plan in respect of a particular Flip-in Event. At any time prior to the occurrence of a Flip-in Event, without the approval of Rights holders, the Board of Trustees may redeem all, but not less than all, of the outstanding Rights at a price of \$0.00001 each.

Waiver of Inadvertent Flip-in Event

The Board of Trustees may, prior to the close of business on the tenth day after a person has become an Acquiring Person, waive the application of the Unitholder Rights Plan to an inadvertent Flip-in Event, on the condition that such person reduces its beneficial ownership of Units such that it is not an Acquiring Person within 14 days of the determination of the Board of Trustees.

Portfolio Managers

The provisions of the Unitholder Rights Plan relating to portfolio managers are designed to prevent the occurrence of a Flip-in Event solely by virtue of the customary activities of such managers, including trust companies and other persons, where a portion of the ordinary business of such person is the management of funds for unaffiliated investors, so long as any such person does not propose to make a take-over bid either alone or jointly with others.

Supplement and Amendments

Prior to the confirmation of the Unitholder Rights Plan by Unitholders, the Fund may without the approval of holders of Units or Rights amend, supplement or restate the Unitholder Rights Plan in order to make any changes which the Board of Trustees acting in good faith may deem necessary or desirable. A summary of such material amendments, if any, will be disclosed to the Unitholders at or before the Meeting. Following Unitholder confirmation of the Unitholder Rights Plan, the Fund may, without the approval of the holders of Units or Rights, make amendments to: (i) correct clerical or typographical errors, and (ii) maintain the validity and effectiveness of the Unitholder Rights Plan as a result of any change in applicable law, rule or regulatory requirement. Any amendment referred to in (ii) must, if made before the Separation Time, be submitted for approval to the holders of Units at the next meeting of Unitholders and, if made after the Separation Time, must be submitted to the holders of Rights for approval.

At any time before the Separation Time, the Fund may with prior written consent of the Independent Unitholders received at the special meeting called and held for such purpose, amend, vary or rescind any of the provisions of the Unitholder Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally.

Confirmation

The Unitholder Rights Plan must be reconfirmed by a resolution passed by a majority of the votes cast by all unitholders who vote in respect of such reconfirmation at every third annual meeting following the meeting at which the Unitholder Rights Plan is confirmed.

The Unitholder Rights Plan must be considered and, if thought advisable, approved, ratified and confirmed by a resolution passed by a majority of greater than 50% of the votes cast by the holders of the Units present or represented by proxy at the Meeting. If the Unitholder Rights Plan is not approved, the Unitholder Rights Plan and all outstanding Rights will terminate and be void and of no further force and effect. **In the absence of a contrary intention, the persons specified in the enclosed form of proxy intend to vote for the resolution set out in Appendix “A” hereto.**

Approval of Amendments to Declaration of Trust

Distributions and Limited Term of the Fund

At present, the Declaration of Trust requires that the Fund distribute in each year an amount of net income and net realized capital gains of the Fund for such year as is necessary to ensure that the Fund will not be subject to tax on its net income and net capital gains under Part I of the *Income Tax Act* (Canada) (the “Tax Act”) and contains an enforceable right on the part of Unitholders to receive this amount, whether in cash or by the distribution of additional Units. Since its inception, the Fund has distributed such amounts of net income and net realized capital gains to ensure that no tax is payable by the Fund in each year.

As described in the Fund's Management Discussion & Analysis for the two years ended December 31, 2009 and 2008, under the heading "Accounting Standards Issued But Not Yet Effective", in 2011 International Financial Reporting Standards ("IFRS") will replace Canada's current generally accepted accounting principles ("GAAP") for publicly accountable enterprises, including the Fund. The Fund's management is currently assessing the impact of IFRS.

As IFRS is currently drafted and generally interpreted by the Canadian accounting profession, Units as currently constituted may be regarded under IFRS as a "liability" rather than "equity" (they are currently categorized under Canadian GAAP as equity). This interpretation is influenced by Sections 5.4 and 14.1 of the Declaration of Trust. Section 5.4 of the Declaration of Trust provides that, in each year, the Fund will automatically distribute all of its net income and sufficient net realized capital gains not previously paid or made payable to Unitholders in such year so that the Fund is not subject to tax under Part I of the Tax Act. Under IFRS, a liability arises where "financial instruments" contain a "contractual obligation to deliver cash or another financial asset to another entity". A Unit is a financial instrument for both Canadian GAAP and IFRS purposes. A mandatory requirement to distribute net income and net realized capital gains may constitute a "contractual requirement to deliver cash", resulting in Units being considered a liability for purposes of IFRS. Section 14.1 of the Declaration of Trust provides that the Fund will continue for a fixed term ending 21 years after the date of death of the last surviving issue of Her Majesty Queen Elizabeth II alive on November 15, 2004. Under IFRS, a financial instrument of a "limited life entity" such as the Fund may also be considered a liability for purposes of IFRS where the financial instrument also contains a contractual right to require the issuer to redeem the financial instrument. Under the Declaration of Trust, a Unitholder may require the Fund to redeem its Units in certain circumstances. Should either of those interpretations be correct and applicable to the Fund, the financial statements of the Fund would be materially affected upon adoption of IFRS. Accordingly, and as part of the Fund's transition to IFRS, the Board of Trustees has resolved, subject to approval by Unitholders, (i) to amend Section 5.4 of the Declaration of Trust to provide that the Fund will automatically make distributions on December 31 of each year all of its net income not previously paid or made payable to Unitholders in such year and sufficient net realized capital gains so that the Fund is not subject to tax under Part I of the Tax Act, unless the Trustees, in their absolute discretion, determine to distribute another amount (including a nil amount) of net income and/or net realized capital gains; and (ii) to delete Section 14.1 of the Declaration of Trust in its entirety.

If the proposed change to Section 5.4 of the Declaration of Trust is adopted, there is a risk that the Fund could become liable for tax in a year if the Trustees elect not to distribute sufficient net income and net realized capital gains of the Fund in a year. Notwithstanding this fact, the Trustees believe that the proposed change to Section 5.4 of the Declaration of Trust is in the best interests of the Fund and the Unitholders as it will provide the Trustees with the discretion to set distribution policy in accordance with what is in the best interests of the Fund and the Unitholders each year.

The intent of these proposed changes is to respond to a potential accounting reclassification. The proposed change to Section 5.4 of the Declaration of Trust would not have had an effect on how the Trustees have declared distributions in the past and it is not expected to have any impact on future distribution policy. It is the current intention of the Trustee to distribute sufficient net income and net realized capital gains each year so that the Fund will not be subject to tax under Part I of the Tax Act. The proposed deletion of Section 14.1 of the Declaration of Trust would not affect the rights of Unitholders under the Declaration of Trust, including the ability of Unitholders to terminate the Fund by way of a special resolution passed at a meeting of Unitholders duly called by the Trustees for that purpose.

The proposed amendment to the Declaration of Trust described above is set out in Appendix "B" to this Circular.

Amendment Matters Not Requiring Unitholder Approval

The Fund is currently in the process of evaluating the potential impact of IFRS on its consolidated financial statements. This will be an ongoing process as the International Accounting Standards Board and the Canadian Accounting Standards Board issue new standards and recommendations and as the Canadian accounting profession interprets those standards and recommendations. The Fund's consolidated financial performance and financial position, as disclosed in its current GAAP financial statements, may be significantly different when presented in accordance with IFRS. Without the delegated authority for Trustees to make amendments to the Declaration of Trust in connection with changes in accounting standards, the Fund may be unable to make necessary or desirable amendments to the Declaration of Trust in connection with IFRS related accounting changes. To assist the Fund with its transition to IFRS, the Fund has determined that it would be desirable for the Trustees to be able to make such amendments or modifications to the Declaration of Trust without the requirement to obtain Unitholder approval, in the same manner as the Declaration of Trust currently permits Trustees to act as it relates to changes in taxation laws or policies of any governmental authority having jurisdiction over the Trustees or the Fund. Accordingly, the Board of Trustees has resolved, subject to approval by Unitholders, to amend subsection 10.1(d) of the Declaration of Trust to permit the Trustees to make amendments to the Declaration of Trust that are necessary or desirable as a result of accounting changes, given the impact that would otherwise occur on the Fund as a result of such changes.

The above amendment will not result in any material changes to the Unitholders, but rather is contemplated in order to assist the Fund in implementing changes that will assist in its transition to IFRS. The Trustees will still be obligated to determine whether any such change is necessary or desirable in the circumstances, and all other matters that are currently required to be approved by Unitholders pursuant to the Declaration of Trust will remain unchanged.

The proposed amendment to the Declaration of Trust described above is set out in Appendix "C" to this Circular.

Each of the proposed amendments to the Declaration of Trust described above must be approved by a special resolution of Unitholders at the Meeting. Those proposed special resolutions are set out in Appendices "B" and "C", respectively, and, to be effective, must be considered and, if thought advisable, approved by a majority of not less than 66 $\frac{2}{3}$ % of votes cast by the holders of the Units present or represented by proxy at the Meeting. **In the absence of a contrary intention, the persons specified in the enclosed form of proxy intend to vote for the special resolutions set out in Appendices "B" and "C" hereto.**

ADDITIONAL INFORMATION

Copies of the following documents are available upon written request to the Fund at c/o Data Business Forms Limited, 9195 Torbram Road, Brampton, Ontario Canada L6S 6H2 or by calling 905-791-3151).

- (i) the Annual Report to Unitholders containing the audited consolidated financial statements for the year ended December 31, 2009 together with the accompanying Auditor's Report;
- (ii) the interim consolidated financial statements for periods subsequent to December 31, 2009;
- (iii) the Fund's Management's Discussion and Analysis of Financial Condition and Results of Operations;

- (iv) this Management Proxy Circular; and
- (v) the Annual Information Form of the Fund in respect of the year ended December 31, 2009.

Additional information relating to the Fund can be found at www.sedar.com. Financial information of the Fund is provided in the Fund's comparative financial statements and management's discussion and analysis of financial conditions and results of operations.

TRUSTEES' APPROVAL

The contents and the sending of this Circular have been approved by the Board of Trustees.

Dated as of April 12, 2010.



(signed)

Derek Ridout
Trustee, Chairman of the Board
The Data Group Income Fund

APPENDIX "A"

THE DATA GROUP INCOME FUND (THE "FUND")

UNITHOLDER RIGHTS PLAN

**RATIFICATION, APPROVAL AND CONFIRMATION OF ADOPTION OF
UNITHOLDER RIGHTS PLAN BY RESOLUTION OF THE UNITHOLDERS**

RESOLVED THAT:

(1) The unitholder rights plan agreement dated as of December 18, 2009 between the Fund and Computershare Investor Services Inc. described in the management proxy circular of the Fund dated April 12, 2010, together with any changes thereto as may have been approved by the board of trustees of the Fund in accordance with the terms of such agreement, be and is hereby approved, ratified and confirmed; and

(2) Any one trustee of the Fund or any one director or officer of Data Business Forms Limited is hereby authorized, for and on behalf of the Fund, to execute and deliver all such further agreements and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable for the purpose of giving full force and effect to the provisions of this resolution, the execution and delivery by such trustee, director or officer of any such agreement or other document or the doing of any such act or thing being conclusive evidence of such determination.

APPENDIX “B”

THE DATA GROUP INCOME FUND (THE “FUND”)

DISTRIBUTIONS

APPROVAL BY SPECIAL RESOLUTION OF THE UNITHOLDERS

WHEREAS it is desirable that an amendment be made to the amended and restated declaration of trust of the Fund dated as of September 30, 2006 (the “Declaration of Trust”);

BE IT RESOLVED THAT:

1. The following amendments to the Declaration of Trust are hereby approved:
 - A. Section 5.4 of the Declaration of Trust shall be deleted in its entirety and the following substituted therefor:

5.4 Other Distributions

(1) In addition to the distributions that are declared payable to Unitholders pursuant to Section 5.3, the Trustees may allocate, declare payable and/or make distributions, from time to time, out of Trust Income, Net Realized Capital Gains, the capital of the Trust or otherwise, in any year, in such amount or amounts, and on such dates and to Unitholders of record on such dates, as the Trustees may determine.

(2) Having regard to the present intention of the Trustees to allocate, distribute and make payable to Unitholders all of the Trust Income, a sufficient amount of the Net Realized Capital Gains and any other applicable amounts so that the Trust will not have any liability for tax under Part I of the Tax Act in any taxation year (other than tax on Net Realized Capital Gains that would be recoverable by it with respect to the relevant taxation year), the following amounts will (unless the Trustees otherwise, in their absolute discretion, determine, in either case, another amount, including, without limitation, a nil amount), without any further actions on the part of the Trustees, be due and payable to Unitholders of record at the close of business on December 31 in each year:

- (a) the amount of Trust Income for such year not previously paid or made payable to Unitholders in such year; and
- (b) the amount of Net Realized Capital Gains for such year not previously paid or made payable to Unitholders in such year, except to the extent of Net Realized Capital Gains in respect of which the tax payable by the Trust would be refunded as a “capital gains refund” as defined in the Tax Act for such year.

(3) Any distribution made pursuant to this Section 5.4 will be payable to each Unitholder of record on the applicable record date in respect of a distribution pursuant to Section 5.4(1), or on December 31 in the year of distribution in respect of a distribution

pursuant to Section 5.4(2), pro rata in proportion to the number of Units held of record by such Unitholder on such applicable record date or December 31 in the year of such distribution, as the case may be. Subject to Section 5.7, amounts that have been declared to be payable to Unitholders pursuant to Section 5.4(1) will be paid in cash on the Distribution Payment Date determined by the Trustees in respect of such distribution and amounts that are payable pursuant to Section 5.4(2) will be paid not later than January 31 of the following year.

(4) As contemplated in Section 6.5(5), the Trustees may designate as payable to redeeming Unitholders as part of the redemption price any capital gain and/or income realized by the Trust as a result of the redemption of Units pursuant to Section 6.5.

B. Section 14.1 of the Declaration of Trust shall be deleted in its entirety.

C. Any further amendments of the Declaration of Trust as the trustees of the Fund determine, in their sole discretion, are necessary to give effect to the foregoing.

2. Any two of the trustees of the Fund, or any one trustee of the Fund and any one director or officer of Data Business Forms Limited, be and are hereby authorized and empowered to execute or cause to be executed in the name and on behalf of the Fund or to deliver or cause to be delivered all such documents, agreements and instruments including, without limitation, an amendment to the Declaration of Trust or an amendment and restatement of the Declaration of Trust, and do or cause to be done all such other acts and things as they shall determine to be necessary or desirable in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

APPENDIX “C”

THE DATA GROUP INCOME FUND (THE “FUND”)

AMENDMENTS BY TRUSTEES

APPROVAL BY SPECIAL RESOLUTION OF THE UNITHOLDERS

WHEREAS it is desirable that an amendment be made to the amended and restated declaration of trust of the Fund dated as of September 30, 2006 (the “Declaration of Trust”);

BE IT RESOLVED THAT:

1. The following amendments to the Declaration of Trust are hereby approved:
 - A. Subsection 10.1(d) be deleted in its entirety and the following substituted therefor:
 - (d) making amendments that, in the opinion of the Trustees, are necessary or desirable as a result of changes in taxation laws, accounting standards or policies of any governmental authority having jurisdiction over the Trustees or the Trust;
 - B. Any further amendments of the Declaration of Trust as the trustees of the Fund determine, in their sole discretion, are necessary to give effect to the foregoing.
2. Any two of the trustees of the Fund, or any one trustee of the Fund and any one director or officer of Data Business Forms Limited, be and are hereby authorized and empowered to execute or cause to be executed in the name and on behalf of the Fund or to deliver or cause to be delivered all such documents, agreements and instruments including, without limitation, an amendment to the Declaration of Trust or an amendment and restatement of the Declaration of Trust, and do or cause to be done all such other acts and things as they shall determine to be necessary or desirable in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

APPENDIX “D”

THE DATA GROUP INCOME FUND

BOARD OF TRUSTEES

CHARTER

WHEREAS the Board of Trustees (the “Board”) of The Data Group Income Fund (the “Fund”) has determined that it would be appropriate for the Board to adopt a written mandate in the form of a Charter describing its responsibilities and duties in relation to oversight of the business and affairs of the Fund and committees of the Board;

AND WHEREAS the Board is appointed by and represents the unitholders of the Fund and is obligated to act in the best interests of the Fund;

A. PROCEDURAL MATTERS

Members of the Board shall serve at the pleasure of the unitholders of the Fund and the unitholders of the Fund shall elect the Board annually.

The Board may appoint such committees from time to time as it considers appropriate in compliance with the Fund’s Declaration of Trust to act on behalf of the Board or make recommendations to the Board with respect to matters to be decided by the Board. If such committees are intended as permanent committees, they shall have a Charter that defines their responsibilities in relation to the Board and the extent of delegated powers to such committees. The functions of the Board, subject to applicable laws and the Declaration of Trust of the Fund, may be delegated to its committees except where provided otherwise herein or in the Declaration of Trust.

At least a majority in number of the trustees shall be independent. The Governance and Compensation Committee of the Board shall make recommendations from time to time to the Board as to an appropriate determination of what constitutes an independent Trustee and the Board shall annually determine the independent status of each Trustee.

The Board shall choose a Trustee annually to act as Chair of the Board who shall qualify as an independent Trustee. The Board shall provide the Chair with a written mandate.

Members of the Board shall be entitled to receive such remuneration for acting as members of the Board as may be determined from time to time by the Board on the recommendations of the Governance Committee of the Board.

The Board shall, from time to time, evaluate its effectiveness and the effectiveness of its committees with respect to its (and their) contribution to the Fund and the Board’s representation of the Fund’s unitholders. The Board shall meet *in camera* at each regularly scheduled meeting of the Board and at such other times as the Board may determine for such purpose and for such other purposes as the Board may determine.

The Board shall consider from time to time its resources, including the adequacy of the information provided to it with respect to oversight of the management of the Fund and shall confer with management with respect to its findings.

The functions referred to in sections B1(a), (b), (d), (e), (g), (i), 2 and 3(a) and (b) below shall not be delegated.

B. FUNCTIONS

1. General Responsibilities

- (a) The Board shall exercise general stewardship responsibilities with respect to the Fund. Without limitation, stewardship shall include the specific responsibilities and duties outlined in this Charter.
- (b) The Board shall oversee the management of the Fund. In doing so, the Board shall establish a productive working relationship with the Chief Executive Officer and other officers of The Data Group Limited Partnership (“Data LP”). On advice from the Governance Committee, the Board shall approve appointment of any person who is to hold an officer position of the Fund. The Board shall receive regular reports from the Chief Executive Officer and Chief Financial Officer of Data LP on the Fund’s financial performance.
- (c) The officers of Data LP, headed by the Chief Executive Officer, shall be responsible for general day to day management of the Fund and for making recommendations to the Board with respect to long term strategic, financial, organizational and related objectives.
- (d) The roles and responsibilities of the Board are intended to primarily focus on the formulation of long term strategic, financial and organizational goals for the Fund. Without limitation, the Board shall (i) review and approve the Fund’s financial objectives, short and long-term investment plans for the Fund and monitor performance in accordance with such plans, (ii) assess the principal risks of the Fund’s investments and ensure appropriate systems are in place to manage such risks, (iii) oversee the communications policies of the Fund and (iv) monitor the effectiveness of the Fund’s internal control and management information systems to safeguard Trust assets.
- (e) The Board shall also approve, without limitation to its obligations and duties as set out in the Fund’s Declaration of Trust:
 - (i) distributions of distributable cash flow of the Fund for each distribution period in accordance with the Fund’s Declaration of Trust;
 - (ii) significant capital allocations and expenditures;
 - (iii) review and approve all material transactions; and
 - (iv) all matters that would reasonably be expected to have a material impact on unitholders, creditors or employees.
- (f) The Board will oversee ethical behaviour and compliance with laws and regulations (which includes overseeing the choice of critical accounting principles on recommendations from the Audit Committee of the Board).
- (g) With respect to significant risks and opportunities affecting the Fund, the Board may impose such limits on the investment activity of the Fund as may be in the interests of the Fund and its unitholders.

- (h) The Board shall annually consider what additional skills and competencies would be helpful to the Board. The identification of specific candidates for consideration shall be the responsibility of the Governance Committee which shall be guided by the findings of the Board in relation to competencies and skills. The Board shall approve any proposed changes in compensation to be paid to members of the Board of Trustees on the recommendation of the Governance Committee.
- (i) The Board shall perform such other functions as are prescribed by law, as are assigned to the Board in the Fund's Declaration of Trust and as it may from time to time determine in accordance with the plenary powers of the Board.

2. Relationship with Committees

- (a) The Board shall annually assess the charters of its committees.
- (b) The Board shall annually appoint a member of each committee to act as Chair of the committee on the advice of the Chair of the Board and Corporate Governance Committee.
- (c) The Board shall receive periodic reports from its committees following committee meetings and, annually, a report from each committee as to the work undertaken by the committee and the committee's recommendations, if any, for change with respect to its responsibilities and effectiveness.

3. Financial Reporting and Significant Disclosure Documents

- (a) The Board will review on an ongoing basis the financial and underlying operational performance of the Fund.
- (b) The Board will review and approve the Fund's annual information form as well as its annual report and related financial statements and annual management discussion and analysis disclosure. In doing so, the Board will consider the quality and usefulness of the information from the perspective of its unitholders.
- (c) The Board has responsibility for reviewing and approving for release quarterly financial statements and related disclosure.
- (d) The Board will periodically review the means by which unitholders can communicate with the Fund including the opportunity to do so at the annual meeting, communications interfaces through the Fund's website and the adequacy of resources available within the Fund to respond to unitholders.

C. RESOURCES, MEETINGS AND REPORTS

The Board shall have adequate resources to discharge its responsibilities. The Chair shall be empowered to engage advisers as may be appropriate from time to time to advise the Chair or the Board with respect to duties and responsibilities.

The Board shall meet not less than four times per year.

The meetings of the Board shall ordinarily include the Chief Executive Officer (if not a Trustee) and the Secretary and shall periodically include other senior officers as may be appropriate and as may be desirable to enable the Board to become familiar with the Fund's management team.

The Secretary shall keep minutes of its meetings in which shall be recorded all actions taken by the Board. Such minutes shall be made available to Board members at their request and all such minutes shall be approved by the Board for entry in the records of the Fund.

Members of the Board shall have the right, for the purposes of discharging their respective powers and responsibilities, to inspect any relevant records of the Fund and its subsidiaries.

Members of the Board, subject to approval of the Chair of the Corporate Governance Committee, may retain separate counsel to deal with issues relating to their responsibilities as members of the Board.

The DATA Group Income Fund
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