

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold in the United States or to U.S. persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or under exemptions from those laws. Accordingly, the securities will only be offered or sold within the United States pursuant to Rule 144A under the U.S. Securities Act and thereafter may only be reoffered or resold in the United States or to a U.S. person pursuant to the registration requirements of the U.S. Securities Act and applicable state securities laws or an exemption therefrom. See "Plan of Distribution".

New Issue

Short Form Prospectus

September 22, 2004



Connors Bros. Income Fund
\$93,406,500
5,610,000 Units

Connors Bros. Income Fund (the "Fund") is hereby qualifying for distribution (the "Offering") 5,610,000 ordinary trust units (the "Units") of the Fund. The Fund is a limited purpose trust established under the laws of Ontario that indirectly holds, through its subsidiaries, an approximately 68% interest in Clover Leaf Seafoods, L.P. ("Clover Leaf Seafoods") and Bumble Bee Seafoods, LLC ("Bumble Bee Seafoods"). Together, these two operating companies comprise North America's largest branded seafood company (the "Combined Business"). The Combined Business offers a full line of canned tuna, salmon, sardine and specialty products, marketed under leading brands including *Clover Leaf*®, *Bumble Bee*®, *Brunswick*® and *Beach Cliff*®.

The proceeds of this Offering will be used by the Fund to indirectly purchase (i) outstanding limited partnership interests of Clover Leaf Seafoods ("Clover Leaf LP Interests"), (ii) limited partnership interests in Bumble Bee Seafoods, L.P. ("Bumble Bee Parent") which indirectly owns Class B interests in Bumble Seafoods ("Class B Interests") and (iii) Class B Interests, all of which are indirectly owned by Bumble Bee Holdings II, L.P. ("New Holdings"). See "Use of Proceeds". New Holdings has also agreed with the Fund and Connors Bros., Limited ("Connors Bros."), that concurrently with the closing of this Offering, it will indirectly exchange Clover Leaf LP Interests, limited partnership interests in Bumble Bee Parent and Class B Interests for 1,535,775 Units pursuant to its rights under the Exchange Agreement (as defined herein). These Units will be transferred to certain members of management of the Combined Business and other partners in New Holdings pursuant to existing arrangements among the partners of New Holdings. After giving effect to this Offering and the exchange by New Holdings, the Fund will indirectly hold an approximately 84.1% interest in the Combined Business. New Holdings will control a 20% indirect interest in the Combined Business, including an interest held through the Fund, and will continue to designate three of the nine members of the Fund's board of trustees. On a combined basis, taking into account investments held through the Fund and as part of the retained interest, members of management of the Combined Business will hold a 7.2% interest in the Combined Business. See "Retained Interest".

Although the Fund intends to make equal monthly cash distributions of available cash of the Fund to the maximum extent possible, such cash distributions are not assured. The ability of the Fund to make cash distributions, and the actual amount distributed, will depend on various factors including the operating and financial performance of the Combined Business, the availability of fish stock and demand for the Combined Business' products, obligations under credit facilities, fluctuations in working capital, capital expenditure requirements and the deductibility for tax purposes of interest payments on the inter-company debt of the Fund's subsidiary entities. The market value of the Units may deteriorate if the Fund is unable to meet its cash distribution targets in the future, and that deterioration may be material. Holders of the Units issued in this Offering will be entitled to receive the monthly distribution to be paid on October 29, 2004 to holders of record on September 30, 2004. If the closing date of this Offering occurs after September 30, 2004, New Holdings has agreed that it will not receive distributions from the Combined Business that it would otherwise be entitled to receive at that date with respect to the interests in the Combined Business to be transferred by New Holdings, and the amount of those distributions will be available for payment by the Fund to investors in this Offering.

The after-tax return to holders of Units ("Unitholders") subject to Canadian federal income tax from an investment in Units will depend, in part, on the composition for tax purposes of distributions paid by the Fund, portions of which may be fully or partially taxable, or may constitute non-taxable returns of capital which are not included in a Unitholder's income but which reduce the adjusted cost base of Units to the Unitholder. In addition, the composition of cash distributions for tax purposes may change over time and this may affect the after-tax return for investors. See "Certain Canadian Federal Income Tax Considerations".

An investment in the Units is subject to a number of risks that should be considered by a prospective purchaser. See "Risk Factors". No stability rating for the Units has been applied for or obtained from any rating agency.

Price: \$16.65 per Unit

	<u>Price to the Public</u>	<u>Underwriters' Fees (1)</u>	<u>Proceeds to the Fund (2)</u>
Per Unit	\$16.65	\$0.8325	\$15.8175
Total Offering (2)	\$93,406,500	\$4,670,325	\$88,736,175

- (1) The Underwriters' fees will be indirectly borne by New Holdings pursuant to the Exchange Agreement. See "Use of Proceeds" and "Retained Interest".
- (2) Before deducting the expenses of this Offering (other than the Underwriters' fees) estimated at \$450,000, which will be paid by Connors Bros. or its subsidiaries pursuant to the Exchange Agreement. See "Use of Proceeds" and "Retained Interest".

The Units are listed for trading on the Toronto Stock Exchange ("TSX") under the symbol "CBF.UN". On September 8, 2004, the last trading day before announcement of this Offering, the closing price of the Units on the TSX was \$17.15 per Unit. The TSX has conditionally approved the listing of the securities distributed under this short form prospectus. The listing will be subject to the Fund fulfilling all the requirements of the TSX on or before December 8, 2004. **The offering price of the Units has been established through negotiation between the Fund and the Underwriters (as defined below) with reference to the prevailing market price of the Units.** In certain circumstances the Underwriters may decrease and further change the price at which the Units are sold to investors. See "Plan of Distribution".

CIBC World Markets Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., TD Securities Inc., Canaccord Capital Corporation and GMP Securities Ltd. (collectively, the "Underwriters"), as principals, conditionally offer the Units, subject to prior sale, if, as and when issued by the Fund and delivered to and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution" and subject to approval of certain legal matters on behalf of the Fund by Torys LLP, Toronto, Ontario, and New York, New York, and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP, Toronto, Ontario.

Subscriptions for Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Book-entry only certificates representing the Units will be issued in registered form to The Canadian Depository for Securities Limited ("CDS") or its nominee as registered global securities and will be deposited with CDS on the date of issue of the Units, which is expected to occur on September 29, 2004 or such later date as the Fund and the Underwriters may agree, but in any event not later than November 3, 2004. Holders of Units will not be entitled to receive physical certificates representing their ownership. See "Details of the Offering — Units and Class A Units — Book-Entry Only System". Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions which stabilize or maintain the market price of the Units at levels other than those which might otherwise prevail on the open market. See "Plan of Distribution".

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EXCHANGE RATES

In this short form prospectus, all dollar amounts are expressed in Canadian dollars (“\$”), unless otherwise indicated. The following table reflects the low and high rates of exchange for one U.S. dollar (“U.S.\$”), expressed in Canadian dollars, during the periods noted, the rates of exchange at the end of such periods and the average of such exchange rates on the last business day of each month during such periods, based on the Bank of Canada noon spot rate of exchange.

On September 21, 2004, the Bank of Canada noon spot rate of exchange was U.S.\$1.00 = \$1.2884.

	<u>Six Months Ended June 30,</u>		<u>Year Ended December 31,</u>		
	<u>2004</u>	<u>2003</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>
Low for the period	\$1.2692	\$1.3342	\$1.2924	\$1.5110	\$1.4936
High for the period	\$1.3968	\$1.5747	\$1.5747	\$1.6132	\$1.6021
Rate at the end of the period	\$1.3404	\$1.3553	\$1.2924	\$1.5796	\$1.5926
Average noon spot rate for the period	\$1.3384	\$1.4543	\$1.4015	\$1.5704	\$1.5484

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of the Fund, at 669 Main Street, Blacks Harbour, New Brunswick E5H 1K1, telephone (506) 456-1625. For the purpose of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Secretary of the Fund at the above-mentioned address and telephone number.

The following documents, filed with the securities commissions or similar authorities in the provinces and territories of Canada, are specifically incorporated by reference into and form an integral part of this short form prospectus:

- (1) the renewal annual information form of the Fund dated May 19, 2004;
- (2) the management information circular of the Fund dated May 13, 2004 (except for the sections entitled “Corporate Governance”, “Report on Executive Compensation” and “— Performance Graph”) distributed in connection with the annual meeting of Voting Unitholders of the Fund held on June 16, 2004;
- (3) the management information circular of the Fund dated February 20, 2004 distributed in connection with the special meeting of Unitholders of the Fund held on March 19, 2004, including the audited consolidated balance sheet of Bumble Bee Holdings, L.P. and subsidiaries (successor) as of May 25, 2003 and the related consolidated statements of income, partners’ equity and cash flows for the period of May 20, 2003 through May 25, 2003, the audited consolidated balance sheet of Bumble Bee Seafoods Inc. (Predecessor) as of May 26, 2002, the related consolidated statements of income, shareholder’s equity and cash flows for the period May 27, 2002 through May 19, 2003 and the year ended May 26, 2002, together with the notes thereto and the auditors’ report thereon; and the Fund’s pro forma consolidated balance sheet and statement of earnings as of and for the year ended December 31, 2003;
- (4) the audited consolidated comparative financial statements of the Fund for the year ended December 31, 2003, together with the notes thereto and the auditors’ report thereon;
- (5) the management’s discussion and analysis of financial condition and results of operation of the Fund for the year ended December 31, 2003;
- (6) the material change report of the Fund dated February 13, 2004 relating to the announcement of the Transaction (as defined herein);
- (7) the material change report of the Fund dated May 4, 2004 relating to the completion of the Transaction;
- (8) the material change report of the Fund dated September 14, 2004 relating to the announcement of the Offering;
- (9) the unaudited financial statements of the Fund as of and for the three and six month periods ended June 26, 2004 and June 30, 2003; and
- (10) the management’s discussion and analysis of financial condition and results of operation of the Fund for the three and six month periods ended June 26, 2004.

Any material change reports (excluding confidential reports), interim financial statements, annual financial statements and the auditors’ report thereon, management’s discussion and analysis of financial condition and results of operations in respect of the periods covered by such interim or annual financial statements, and information circulars (excluding those portions that are not required pursuant to National Instrument 44-101 of the Canadian Securities Administrators to be incorporated by reference herein) filed by the Fund with the securities commissions or similar authorities in the provinces and territories of Canada subsequent to the date of this short form prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this short form prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus.

DEFINITION OF EBITDA, DISTRIBUTABLE CASH AND GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

References in this short form prospectus to “EBITDA” are to earnings before interest, income taxes, depreciation and amortization, after giving effect to foreign currency gains or losses and net earnings from discontinued operations. Management of the Combined Business believes that, in addition to net earnings, EBITDA is a useful complementary measure of cash available for distribution prior to debt service, capital expenditures and income taxes. However, EBITDA is not a recognized measure under Canadian GAAP or U.S. GAAP and does not have a standardized meaning prescribed by Canadian GAAP or U.S. GAAP. Investors are cautioned that EBITDA should not be construed as an alternative to net earnings determined in accordance with Canadian GAAP or U.S. GAAP, as an indicator of performance or cash flows from operating, investing and financing activities or as a measure of liquidity. The Fund’s method of calculating EBITDA may differ from the methods used by other entities and, accordingly, its EBITDA may not be comparable to similarly titled measures used by other entities.

Distributable cash is not a recognized measure under Canadian GAAP or U.S. GAAP, and the Fund’s method of calculation may differ from methods used by other entities. Accordingly, distributable cash as presented may not be comparable to similar measures presented by other entities. The Fund and management of the Combined Business believe that the method of determining distributable cash presented in this short form prospectus is comparable to cash flow from operating activities before changes in non-cash working capital, future income taxes and one-time gains/losses. In addition, the Fund’s method of determining distributable cash is derived directly from net earnings, which is a measure recognized under Canadian GAAP and U.S. GAAP and is a measure of operating performance understood by Unitholders. The Fund’s method of determining distributable cash is also consistent with the Fund’s historical disclosure and consistent with management’s discussion and analysis of financial condition and results of operations as publicly disclosed to Unitholders. Management believes that consistent disclosure enhances the comparability of the information presented in and incorporated by reference in this short form prospectus with results of the Fund on a stand-alone basis for prior periods. This method presents cash that will be distributable to the Unitholders based on the results of the relevant period, after adjusting for non-cash depreciation, the direct payment of interest and taxes and after adjusting for maintenance capital expenditures. The Fund’s presentation of net earnings and EBITDA also permits Unitholders to assess the performance of the Combined Business on the same basis as management and senior lenders under the Combined Business’ credit facilities. Under these credit facilities, EBITDA determined with reference to net earnings is the sole operating metric used to evaluate the performance of the Combined Business.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this short form prospectus, and in certain documents incorporated by reference into this short form prospectus, constitute forward-looking statements. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Fund believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this short form prospectus should not be unduly relied upon. These statements speak only as of the date of this short form prospectus or as of the date specified in the documents incorporated by reference into this short form prospectus, as the case may be.

In particular, this short form prospectus, and the documents incorporated by reference, contain forward-looking statements pertaining to distributable cash and distributions per Unit. The actual results could differ materially from those anticipated in these forward-looking statements as a result of, among other things, the risk factors set out in this short form prospectus or incorporated by reference herein. The Fund does not undertake any obligation to publicly update or revise any forward-looking statements.

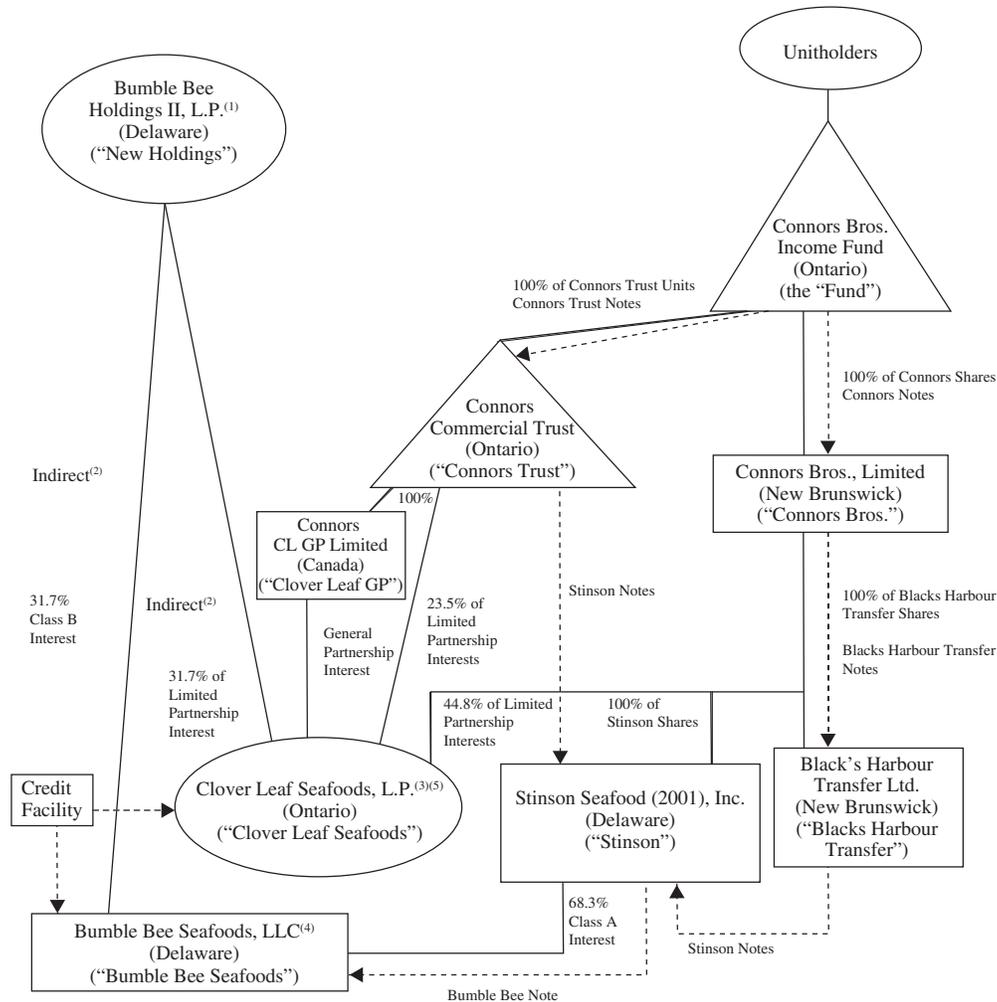
CONNORS BROS. INCOME FUND

Name and Incorporation

Connors Bros. Income Fund (the “Fund”) is an unincorporated, open-ended limited purpose trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated September 24, 2001, as amended October 25, 2001 and as amended and restated on April 30, 2004 (the “Declaration of Trust”). The principal and head office of the Fund is located at 669 Main Street, Blacks Harbour, New Brunswick E5H 1K1.

Intercorporate Relationships

The following diagram sets out the current structure of the Fund after giving effect to the restructuring transactions described under “Retained Interest”.



- (1) The general partner of New Holdings is Buzz Holdings, II LLC, a Delaware limited liability company. It is expected that New Holdings will be converted into a Delaware limited liability company prior to the closing of this Offering.
- (2) New Holdings currently holds its indirect interest in Bumble Bee Seafoods through Bumble Bee Parent. Bumble Bee Parent holds its indirect interest in the Class B Interests of Bumble Bee Seafoods through Bumble Bee Holdings, L.P. Bumble Bee Holdings, L.P. holds its indirect interest in the Class B Interests of Bumble Bee Seafoods through Bumble Bee Seafoods Holdings, LLC. New Holdings holds its indirect interest in the limited partnership interests of Clover Leaf Seafoods through CL Luxembourg and the CL Companies. New Holdings also holds an indirect interest in CL GP (Bumble Bee) Inc. which together with Clover Leaf GP acts as the general partner of Clover Leaf Seafoods. It is expected that Bumble Bee Holdings, L.P. will be converted into a Delaware limited liability company prior to the closing of this Offering.
- (3) An indirect wholly-owned subsidiary of New Holdings holds a general partnership interest in Clover Leaf Seafoods that entitles it to exercise all rights associated with the Class A Units of the Fund owned by Clover Leaf Seafoods, including voting rights, appointment rights for certain Trustees, and the right to approve fundamental changes.

- (4) Bumble Bee Seafoods owns, directly or indirectly, all of the outstanding securities of Bumble Bee International (PR), Inc., BB Acquisition (PR), L.P., Bumble Bee Properties (CA), LLC, Bumble Bee International (Cayman), Inc., MWTC Holdings, Inc., Mayaguez Water Treatment Company, Inc., Connors Brunswick LLC and 50% of the outstanding ownership interests of Kent Warehouse LLC.
- (5) Clover Leaf Seafoods owns, directly or indirectly, all of the outstanding securities of BPM Servicios S.A. de C.V. and Brunswick Pescados y Mariscos, S.A. and certain other holding companies.

DESCRIPTION OF THE BUSINESS

The Fund was established to hold securities of Connors Bros., Limited and, through Connors Bros., investments in subsidiary companies (together with Connors Bros., “Connors”), which were acquired from George Weston Limited and its affiliates on the closing of the Fund’s initial public offering in November 2001.

On April 30, 2004, the Fund and certain of its subsidiary entities completed the transaction (the “Transaction”) which provided for, among other things, the combination of the business carried on by Connors with the canned seafood and related businesses carried on by Clover Leaf Seafoods and Bumble Bee Seafoods and their respective subsidiary companies. In connection with the closing of the Transaction, Connors’ Canadian and international operations were transferred to Clover Leaf Seafoods and its U.S. operations were transferred to Bumble Bee Seafoods. Following the completion of the Transaction, Clover Leaf Seafoods and Bumble Bee Seafoods together comprise North America’s largest branded seafood company.

The Combined Business participates in virtually all product lines of the Canadian and U.S. canned seafood markets, including canned albacore tuna, lightmeat tuna, sockeye salmon, pink salmon and a variety of specialty seafoods, including canned sardines and herring. The *Clover Leaf*® brand is the leader in the Canadian canned seafood market, with leading positions in the canned tuna, salmon and many specialty seafood product lines and maintaining an overall canned seafood market share of 41%. *Clover Leaf*® is also a leading brand of refrigerated surimi (crab and lobster-flavoured seafood) in Canada. The Combined Business is the leading U.S. producer of canned albacore tuna (39% market share), holds the number two position in the overall U.S. canned tuna category (28% market share) and holds the number one position in the U.S. in both the canned salmon and the canned specialty seafood categories. In addition, the Combined Business’ branded canned sardines and herring have a 69% market share in Canada and a 63% market share in the United States based on dollar volume, and have developed industry-leading market share positions in several international markets, including Australia, New Zealand and the Caribbean region. The Combined Business sells its products under several leading brand names, including *Bumble Bee*®, *Clover Leaf*®, *Brunswick*®, *Beach Cliff*®, *Orleans*® and *King Oscar*®.

RECENT DEVELOPMENTS

Proposed Resolution of U.S. Department of Justice Anti-Trust Investigation

On August 31, 2004, the Fund announced that the Antitrust Division of the U.S. Department of Justice filed its final judgment with the United States District Court for the District of Columbia (the “Final Judgment”), concluding the anti-trust investigation under the United States Hart-Scott Rodino Antitrust Improvements Act of 1976 which arose in connection with the Transaction. Public comment on the judgment will be accepted for sixty days from the filing date, after which the District Court is expected to enter the settlement. As required by the Final Judgment, the Fund will divest the *Port Clyde*® sardine brand in the United States, as well as several other smaller sardine brands. The Fund must complete this divestiture within 120 days of the filing of the Final Judgment, though the Fund may seek additional extensions if required. In addition, the sardine processing facilities in either Bath, Maine or Grand Manan, New Brunswick will be made available to prospective purchasers of the brands should they desire to self-manufacture the product. On an unaudited basis, the combined pro forma net sales of the brands to be divested were US\$5.4 million for the 12 months ended June 26, 2004 and less than 1.0% of total revenues for that period. Although the nature of the divestiture transaction will determine its accounting treatment, management of the Combined Business does not anticipate that the divestiture of these brands will have a material effect on earnings for 2004 or for future periods.

Increase in Cash Distribution

On August 10, 2004, the Fund announced an increase in its annual distribution rate from \$1.35 per Unit to \$1.40 per Unit, resulting in an increase in the monthly distribution per Unit from \$0.1125 to \$0.11667. The increase will be effective with the distribution for the month of September 2004, to be paid on October 29, 2004 to Unitholders of record as of September 30, 2004.

Proposition 65 Lawsuit

On June 21, 2004, the Attorney General of California filed a lawsuit under *The Safe Drinking Water and Toxic Enforcement Act of 1986*, commonly known as Proposition 65, against the U.S. tuna industry. The complaint, which is

expected to be consolidated with an existing lawsuit filed by a private group, seeks an injunction and civil penalties for the alleged failure of tuna producers and distributors to provide consumer warnings required under Proposition 65. Bumble Bee Seafoods is a member of the U.S. Tuna Foundation, a trade organization representing the major U.S. processors and harvesters of tuna that is coordinating the industry's response to the lawsuit. Management of the Combined Business is of the view that canned tuna is a safe and healthy food and does not violate Proposition 65. Management does not currently anticipate a material impact on the business or earnings for 2004 due to the lawsuit.

Integration of Connors and Bumble Bee

On April 30, 2004, the Transaction which combined the operations of Connors and Bumble Bee and their subsidiary entities was completed. Since the closing of the Transaction, management of the Combined Business has been focused on integrating the two businesses to achieve synergies. These efforts include the integration of the U.S. sales forces, administration and information technology departments. On a going forward basis management of the Combined Business will continue these efforts, including integrating the Canadian sales forces and the Canadian administration and logistics functions. As management of the Combined Business completes the integration of Connors and Bumble Bee, it will consider opportunities to grow the business on an accretive basis through strategic acquisitions that offer strong brands and product lines complementing the strengths of the Combined Business, in addition to continuing organic growth through new product and sales initiatives. Consistent with this strategy, the Combined Business has presented a non-binding indication of interest to an arm's length third party concerning a potential acquisition in the canned meat segment. The letter of intent has been presented in a competitive bidding process, and there can be no assurance that the Combined Business will be selected to continue negotiations with the seller. No definitive agreements relating to this transaction have been entered into by the Combined Business, and any acquisition would be subject to the satisfactory completion of due diligence investigations by the Combined Business, regulatory approvals, availability of financing and other customary conditions, including approval by the trustees of the Fund.

Classification of Freight Expense

Effective January 1, 2004, the Fund implemented the provisions of EIC 141 — Revenue Recognition and accordingly changed its method of recording freight expense. The expense, which was previously recorded as a reduction of revenue, is now included in cost of goods sold. Had this provision been effective for the year ended December 31, 2003, the Fund's revenues and cost of sales would have been approximately \$7.0 million higher. The Fund's revenues and cost of sales for the year ended December 31, 2002 would have been approximately \$7.6 million higher. The Fund's revenues and cost of sales for the year ended December 31, 2001, would have been approximately \$1.2 million higher.

Classification of Slotting Costs

Due to the acquisition of Bumble Bee and its material impact on the financial statements, the Fund determined that it should adopt the policy of Bumble Bee Seafoods and Clover Leaf Seafoods and record costs for the slotting of products as a reduction of sales, not as a component of selling, general and administrative expense. Historically, costs incurred by the Fund for product slotting had been recognized as a prepaid expense and subsequently amortized and recognized in the statement of earnings over the estimated life of the slotting contract. Subsequent to the acquisition of Bumble Bee Seafoods and Clover Leaf Seafoods, the Fund began accruing for product slotting as the product is delivered and invoiced to the customer. This change in the timing of the recognition of slotting expense does not materially impact any of the financial statements incorporated by reference into this prospectus.

USE OF PROCEEDS

On the closing of this Offering, the Fund will apply the proceeds of this Offering to indirectly purchase (i) Clover Leaf LP Interests (ii) limited partnership interests in Bumble Bee Parent which indirectly owns Class B Interests and (iii) Class B Interests, all of which are indirectly owned by New Holdings and collectively represent 15.9% of the Clover Leaf LP Interests, 15.9% of the Class A Interests and the Class B Interests, collectively and, in the aggregate, a 15.9% interest in the Combined Business. New Holdings has also agreed with the Fund and Connors Bros. that, concurrently with the closing of this Offering, it will indirectly exchange Clover Leaf LP Interests, limited partnership interests in Bumble Bee Parent and Class B Interests for an aggregate of 1,535,775 Units pursuant to its rights under the Exchange Agreement and the Exchange Amending Agreement (as defined herein). After giving effect to this Offering and the exchange by New Holdings, the Fund will indirectly hold an approximate 84.1% interest in the Combined Business. New Holdings will control a 20% indirect interest in the Combined Business, including an interest held through the Fund, and will continue to designate three of the nine members of the Fund's board of trustees. See "Retained Interest".

Members of management of the Combined Business will receive a portion of the cash proceeds realized by New Holdings (equivalent to the cash value of approximately 378,500 Units) in order to fund the payment of taxes incurred in connection with the exercise of the Bumble Bee Exchange Rights. See “Retained Interest”. In accordance with the Exchange Agreement and the Exchange Amending Agreement, the cash consideration payable to New Holdings pursuant to its exercise of the Bumble Bee Exchange Rights is reduced by the Underwriters’ fees payable by the Fund in connection with this Offering. The expenses of this Offering (other than the Underwriters’ fees indirectly borne by New Holdings, and the expenses of the Underwriters and their counsel borne by the Underwriters) will be paid by Connors Bros. or its subsidiaries pursuant to the Exchange Agreement. Connors Bros. will be entitled to withhold certain amounts payable to New Holdings and its subsidiaries in connection with the indirect purchase of the LP Interests and Class B Interests, for remittance to applicable taxing authorities or delivery to New Holdings at a later date upon satisfaction of certain requirements pursuant to the Exchange Agreement.

RETAINED INTEREST

At the date of this short form prospectus, the Fund has 30,757,391 Units outstanding and holds an approximate 68.3% interest in the Combined Business. The former owners of Clover Leaf Seafoods and Bumble Bee Seafoods hold the remaining 31.7% interest in the Combined Business indirectly through New Holdings. This retained interest in the Combined Business is indirectly exchangeable for an aggregate of 14,291,551 Units in accordance with the Exchange Agreement described below.

Centre Partners Management LLC, a U.S. equity investment firm, and certain of its affiliates (collectively, “Centre”) are the majority owners of New Holdings and its general partner, and certain partners or employees of Centre are Trustees. In addition, certain members of management of the Combined Business hold all or a portion of their investment in the Combined Business through New Holdings.

On the completion of the Transaction, the Fund, Connors Bros., Clover Leaf Seafoods, Bumble Bee Seafoods, Bumble Bee Holdings, Bumble Bee Parent, New Holdings, and certain other parties entered into an exchange agreement providing for certain exchange and registration rights in respect of the retained interest in the Combined Business and granting pre-emptive rights to Bumble Bee Parent in certain circumstances. Pursuant to the Exchange Agreement, Bumble Bee Holdings has the right to effectively exchange a direct or indirect ownership interest in a specified number of Clover Leaf LP Interests and Class B Interests with Connors Bros. for cash (the “Bumble Bee Exchange Rights”). Connors Bros. also has the overriding right to elect to deliver Units as consideration on the exercise of the Bumble Bee Exchange Rights in lieu of cash.

Restructuring Transactions

Prior to the date of this short form prospectus, Bumble Bee Parent advised the Fund that it wished to restructure the manner in which its partners hold their retained interest in the Combined Business. The Fund, with the approval of a majority of its trustees who are independent of Bumble Bee Parent and Centre, agreed to accommodate this restructuring, on the condition that it would not have an adverse impact on the Fund or its subsidiary entities.

Bumble Bee Parent and Centre have advised the Fund that the restructuring was effected in accordance with a distribution agreement dated as of September 8, 2004 (the “Distribution Agreement”). Following the completion of the transactions contemplated by the Distribution Agreement, the former limited partners of Bumble Bee Parent own their retained interest in the Combined Business through New Holdings, the general partner of which is Buzz Holdings II, LLC, a company controlled by Centre Capital Investors III, L.P. (“CCI”). New Holdings holds its indirect interest in the Clover Leaf LP Interests through CL Luxembourg and the CL Companies, and its indirect interest in the Class B Interests through Bumble Bee Parent (which became a subsidiary entity of New Holdings), Bumble Bee Holdings and Bumble Bee Seafoods Holdings, LLC (“Newco LLC”). BB Holdings (GP), LLC (the general partner of Bumble Bee Parent) and Buzz Holdings, LLC (the general partner of Bumble Bee Holdings) are each indirectly controlled by New Holdings following the completion of the restructuring transactions.

As a result of the restructuring transactions and the exchanges contemplated in connection with this Offering, certain of the principal agreements entered into upon the closing of the Transaction, including the Declaration of Trust, the LLC Agreement and the agreements described below, will be amended to reflect the change in the structure through which the retained interest in the Combined Business is held.

The Fund, Connors Bros., Stinson, Bumble Bee Parent, Bumble Bee Holdings, New Holdings, Clover Leaf Seafoods, Bumble Bee Seafoods and Newco LLC have entered into an agreement dated as of September 8, 2004 (the “Exchange Amending Agreement”) to modify the Bumble Bee Exchange Rights granted by the Exchange Agreement in light of the restructuring transactions, and to give effect to the specific exchanges contemplated in connection with this Offering. As described in “Use of Proceeds”, the Fund will apply the proceeds of this Offering to indirectly acquire Clover Leaf LP Interests, limited partnership interests in Bumble Bee Parent and Class B Interests from New Holdings or its subsidiary entities. The Fund will make the indirect investment in the Class B Interests through Stinson, which will acquire a portion of these Class B Interests directly from Newco LLC. Stinson will hold the balance of its additional investment in Class B Interests indirectly by acquiring a 49% limited partnership interest in Bumble Bee Parent from New Holdings. The LLC Agreement governing Bumble Bee Seafoods, to which Newco LLC and Stinson are parties, will be amended and restated to provide for Stinson’s additional direct investment in Bumble Bee Seafoods and the issuance of additional Stinson Notes to the Fund’s subsidiary entities on the closing of this Offering. These Stinson Notes will be guaranteed by Bumble Bee Seafoods in the same manner as the Stinson Notes currently outstanding. Stinson will also become a party to an amended and restated partnership agreement governing Bumble Bee Parent (the “Bumble Bee Parent Partnership Agreement”) in connection with its indirect investment in Class B Interests. The Bumble Bee Partnership Agreement will provide that, without the consent of all limited partners, Bumble Bee Parent’s general partner shall not take any of the following actions:

- dispose of any of Bumble Bee Parent’s assets, except as contemplated by the Exchange Agreement and the Exchange Amending Agreement;
- enter into any merger, consolidation or other material corporate transaction;
- convert Bumble Bee Parent into any other form of entity;
- subject to certain exceptions, issue any indebtedness or equity interests other than as contemplated by the Exchange Agreement and the Exchange Amending Agreement; or
- take any other action that would reasonably be expected to be prejudicial to Stinson as an indirect holder of Class B Interest through Bumble Bee Parent as compared to Stinson holding Class B Interests directly.

Pursuant to the Exchange Amending Agreement, New Holdings has agreed to indemnify Stinson and its affiliates, stockholders and other related persons in respect of any losses or damages arising from any liabilities of Bumble Bee Holdings, Bumble Bee Parent or Newco LLC at the date of that agreement. New Holdings has also agreed to indemnify Stinson and Connors Bros. from any liability for taxes to the extent that Stinson’s and/or Connors Bros.’ liability for taxes attributable to Stinson’s ownership of its interest in Bumble Bee Parent exceeds the tax liability that Stinson or Connors Bros. would have incurred if Stinson had acquired such interest directly in Bumble Bee Seafoods; provided that such indemnity is net of any corresponding tax benefit that Stinson or Connors Bros. will enjoy.

On the completion of these restructuring transactions, New Holdings entered into an amended trust agreement dated September 8, 2004 with Computershare Trust Company of Canada (as trustee for the holders of the Units) and the Fund (the “Trust Agreement”). The Trust Agreement provides, among other things, that New Holdings will not sell any Class A Units and/or Bumble Bee Exchange Rights, directly or indirectly, pursuant to takeover bid, unless a concurrent bid is made to all holders of Units. The concurrent offer must be: (i) for the same percentage of Units as the percentage of Class A Units and/or Bumble Bee Exchange Rights offered to be purchased from New Holdings (assuming that the Bumble Bee Exchange Rights have been exercised, that Connors Bros. has elected to make payments in Units with the same effective date as the date of the proposed sale and that New Holdings would in effect be selling Units in the proposed sale); and (ii) the same in all material respect as the offer for the Class A Units and/or Bumble Bee Exchange Rights.

Copies of these agreements will be available on request to the Secretary of the Fund at 669 Main Street, Blacks Harbour, New Brunswick E5H 1K1, telephone (506) 456-1625, and will be available on the website maintained by the Canadian securities administrators at www.sedar.com.

Exercise of Exchange Rights

New Holdings has advised the Fund and Connors Bros. that, pursuant to the Exchange Agreement, and subject to the successful completion of this Offering, it will exercise the Bumble Bee Exchange Rights to indirectly sell to Connors Bros. or one of its affiliates (i) Clover Leaf LP Interests, (ii) limited partnership interests in Bumble Bee Parent which indirectly owns Class B Interests and (iii) Class B Interests, which collectively represent an approximately 12.5% interest in the Combined Business for total consideration of \$88,736,175, which is the gross proceeds of this Offering less the Underwriters’ fees that will be borne by New Holdings.

Connors Bros. has agreed in the Exchange Amending Agreement that it will not exercise its right to deliver Units in lieu of cash in respect of this exchange. In addition, New Holdings has advised the Fund and Connors Bros that, pursuant to the Exchange Agreement and the Exchange Amending Agreement, and subject to the successful completion of this Offering, it will exercise the Bumble Bee Exchange Rights to indirectly sell to Connors Bros. a further (i) Clover Leaf LP Interests, (ii) limited partnership interests in Bumble Bee Parent which indirectly owns Class B interests and (iii) Class B Interests, which collectively represent an additional 3.4% interest in the Combined Business. New Holdings and Connors Bros. have agreed in the Exchange Amending Agreement that Connors Bros. will exercise its right to deliver 1,535,775 Units as consideration in respect of this exchange. New Holdings has advised the Fund that these Units will be transferred to certain members of management of the Combined Business and other partners in New Holdings as a distribution in kind pursuant to the Partnership Agreement (the “New Holdings Recipients”). New Holdings has further advised the Fund that the New Holdings Recipients will enter into agreements with Bumble Bee Holdings not to transfer any Units so received for a period of 90 days following the closing of this Offering (subject to certain exceptions), and granting to Bumble Bee Holdings an irrevocable proxy to vote those Units at any meeting of Voting Unitholders.

Following the closing of this Offering and the exchanges described above, the Fund will have 37,903,166 Units outstanding, with a further 7,145,776 Units issuable on exercise of the Bumble Bee Exchange Rights (assuming that Connors Bros. were to exercise its right to deliver Units as consideration in lieu of cash). The Fund will indirectly own an 84.1% interest in the Combined Business. New Holdings will own the remaining 15.9% interest and will control an additional 4.1% indirect interest in the Combined Business through the interest of the New Holdings Recipients in the Fund. On a combined basis, taking into account investments held through the Fund and as part of the retained interest, members of management of the Combined Business will hold a 7.2% interest in the Combined Business.

Pursuant to the Exchange Agreement and the Exchange Amending Agreement, the Underwriters’ fees payable in connection with this Offering will be indirectly borne by New Holdings.

For more information concerning the rights and entitlements of the owners of the retained interest in the Combined Business, see “The Transaction — Retained Interest” and “— Securityholders’ Arrangements” in the Fund’s management information circular dated February 20, 2004, incorporated by reference in this short form prospectus.

CONSOLIDATED CAPITALIZATION OF THE FUND

The following table (presented in thousands other than Unit amounts) sets forth the consolidated capitalization of the Fund as at December 31, 2003, both prior to and after giving effect to the Transaction (which was completed on April 30, 2004), and as at June 30, 2004, both prior to and after giving effect to the Offering.

<u>Designation (Authorized)</u>	<u>As at December 31, 2003 (prior to giving effect to the Transaction)</u>	<u>As at December 31, 2003 (after giving effect to the Transaction)</u>	<u>As at June 26, 2004 (prior to giving effect to the Offering)</u>	<u>As at June 26, 2004 (after giving effect to the Offering)</u>
Cash and cash equivalents	\$ 7,260	\$ —	\$ 6,896	\$ 6,896
Short-term debt	\$ 9,154	\$ 199	\$ 137	\$ 137
Long-term debt	\$ —	\$ 105,470 (1)	\$ 139,489	\$ 139,489
Equity value of Units issued (2)	\$ 145,465	\$ 372,790 (5)	\$ 387,300	\$ 501,107 (6)
Units issued (unlimited)	15,540,000 Units	45,048,942 Units (3)	45,048,942 Units (3)	45,048,942 Units (4)

- (1) Represents drawings under credit facilities by Clover Leaf Seafoods and Bumble Bee Seafoods concurrently with the completion of the Transaction.
- (2) The Fund had a deficit of \$3,186 and \$19,717 as of December 31, 2003 and June 26, 2004, respectively.
- (3) Represents Units issued and outstanding following the completion of the Transaction and at June 26, 2004 including, for this purpose, Units that may be acquired by New Holdings as a result of its exercise of the Bumble Bee Exchange Rights. See “Retained Interest”.
- (4) Represents Units issued and outstanding at June 26, 2004 including, for this purpose, Units that may be acquired by New Holdings as a result of its exercise of the Bumble Bee Exchange Rights, after giving effect to the exercise of those rights in connection with the Offering and the issue of Units of the Underwriters.
- (5) During 2004, the Fund determined that the Retained Interest, previously presented in the pro forma consolidated financials as of December 31, 2003 as a component of unitholders’ equity, should be separately presented as a non-controlling interest. This amounted to \$198.4 million at December 31, 2003.
- (6) Equity value of Units issued at June 26, 2004 after giving effect to the Offering includes the net proceeds of the Offering to the Fund and the value of the 1,535,775 Units exchanged pursuant to the Exchange Agreement and the Exchange Amending Agreement, less estimated Offering expenses of \$0.5 million.

PRICE RANGE AND TRADING VOLUME OF THE UNITS

The outstanding Units are listed on the TSX under the trading symbol “CBF.UN”. The following table sets forth the trading price range and trading volume of the Units as reported by the TSX from January 1, 2003.

	<u>High</u>	<u>Low</u>	<u>Volume</u>
2003			
January	\$14.00	\$13.40	433,030
February	\$14.41	\$13.53	549,672
March	\$14.25	\$13.76	736,399
April	\$14.20	\$13.72	618,248
May	\$14.20	\$13.31	728,660
June	\$14.90	\$13.45	592,951
July	\$14.80	\$13.99	1,303,278
August	\$14.40	\$13.20	1,211,591
September	\$13.89	\$13.15	1,517,473
October	\$14.30	\$13.29	700,815
November	\$14.37	\$13.30	1,122,657
December	\$14.73	\$13.75	514,642
2004			
January	\$15.09	\$14.25	920,679
February	\$18.22	\$14.50	1,742,768
March	\$17.94	\$17.30	3,168,242
April	\$17.76	\$15.43	2,177,075
May	\$16.05	\$14.90	1,992,529
June	\$16.80	\$15.31	1,880,283
July	\$16.68	\$15.77	1,606,765
August	\$17.08	\$15.95	1,453,547
September (September 1 to September 21)	\$17.25	\$16.61	1,603,448

On September 8, 2004, the last trading day before the announcement of this Offering, the closing price of the Units on the TSX was \$17.15 per Unit.

SUMMARY OF PRO FORMA DISTRIBUTABLE CASH

The following table presents the Fund’s pro forma EBITDA and distributable cash for the three and six month periods ended June 26, 2004 and June 30, 2003, based on the Fund’s results for those periods and assuming that the Transaction (which was completed on April 30, 2004) had been in effect, in each case, for the entire period presented. As such, the information presented should not be considered as indicative of the results of operations that would have occurred if the Transaction had been completed prior to those periods. This table should be reviewed in conjunction with the pro forma consolidated statement of earnings and the notes thereto, appearing in the Fund’s management’s discussion and analysis of financial condition and results of operation for the three and six month periods ended June 26, 2004 and the unaudited financial statements of the Fund for those periods, incorporated by reference in this short form prospectus.

During the three months and six months ended June 26, 2004, before allocation of pro forma distributable cash to the retained interest holders, the Fund generated pro forma distributable cash of \$1.3 million and \$25.7 million, respectively, as compared to \$4.5 million and \$19.0 million for the comparable periods of the prior year. The three and six months ended June 26, 2004 were negatively impacted by certain items related to the combination of the businesses following the completion of the Transaction, including a \$10.2 million depletion of the inventory step-up on acquired inventory and \$0.5 million of charges related to the closure of Stinson’s U.S. sales office. Additionally, on a pro forma basis, the Fund experienced significant mark-to-market adjustments in the value of its foreign currency contracts, which positively impacted the prior year’s periods. The following displays a reconciliation from pro forma earnings before income taxes to pro forma distributable cash and to adjusted pro forma distributable cash, which is presented to illustrate the impact of these items:

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 26, 2004</u>	<u>June 30, 2003</u>	<u>June 26, 2004</u>	<u>June 30, 2003</u>
PRO FORMA EBITDA and PRO FORMA				
DISTRIBUTABLE CASH:				
Pro forma earnings before income taxes	\$ 540	\$ 7,855	\$ 23,047	\$ 28,541
Add: Net interest expense	1,264	1,056	2,436	2,315
Add: Depreciation and amortization	2,311	2,105	4,710	4,283
Pro forma EBITDA	4,115	11,016	30,193	35,139
Less: Maintenance capital expenditures	1,225	1,175	1,999	3,223
Interest paid	1,228	1,023	2,167	2,168
Taxes paid	381	4,301	353	10,728
Pro forma distributable cash before retained interest	1,281	4,517	25,674	19,020
Pro forma distributable cash available to the retained interest	<u>(406)</u>	<u>(1,432)</u>	<u>(8,139)</u>	<u>(6,029)</u>
Pro forma distributable cash available for Fund unitholders	<u>\$ 875</u>	<u>\$ 3,085</u>	<u>\$ 17,535</u>	<u>\$ 12,991</u>

**ADJUSTED EBITDA and ADJUSTED
DISTRIBUTABLE CASH:**

Pro forma EBITDA	\$ 4,115	\$ 11,016	\$ 30,193	\$ 35,139
Plus: Impact of inventory fair value step-up (1)	10,202	3,835	10,202	3,835
Foreign exchange mark-to-market contract losses (gains) (2)	1,372	(3,368)	2,762	(6,741)
Restructuring and other charges (3)	482	—	482	—
Adjusted pro forma EBITDA	16,171	11,483	43,639	32,233
Less: Maintenance capital expenditures	1,225	1,175	1,999	3,223
Interest paid	1,228	1,023	2,167	2,168
Taxes paid	381	4,301	353	10,728
Adjusted pro forma distributable cash before retained interest	13,337	4,984	39,120	16,114
Adjusted pro forma distributable cash available to the retained interest	<u>(4,228)</u>	<u>(1,580)</u>	<u>(12,401)</u>	<u>(5,108)</u>
Adjusted pro forma distributable cash available for Fund unitholders	<u>\$ 9,109</u>	<u>\$ 3,404</u>	<u>\$ 26,719</u>	<u>\$ 11,006</u>
Outstanding units	30,757,391	30,757,391	30,757,391	30,757,391
Pro forma distributable cash per unit	\$ 0.03	\$ 0.10	\$ 0.57	\$ 0.42
Pro forma distributable cash payout ratio (4)	1186%	336%	118%	160%
Adjusted pro forma distributable cash per unit	\$ 0.30	\$ 0.11	\$ 0.87	\$ 0.36
Adjusted pro forma distributable cash payout ratio (4)	114%	305%	78%	189%

- (1) As required by purchase accounting rules, the finished goods inventory of the Bumble Bee Seafoods and Clover Leaf Seafoods businesses were marked up to reflect its fair market value as of the date of acquisition by the Fund. The markup totaled \$15.3 million and the inventory to which it relates was sold within three months. Approximately \$10.2 million of the markup negatively impacted earnings during the three and six months ended June 26, 2004. A similar adjustment of approximately \$3.8 million from the retained interest holders' purchase of those businesses from ConAgra Foods in May 2003 negatively impacted the three and six months ended June 30, 2003.
- (2) Mark-to-market adjustments occurred during the periods presented as the Fund revalued its foreign currency contracts to the rates at the end of the period. In the prior year, the Fund recorded significant gains on its foreign currency contracts as the Canadian dollar weakened and the Fund did not meet the criteria for hedge accounting under CICA AcG 13, "Hedging Relationships". During the second quarter of 2004, the Fund determined that it met the criteria for hedge accounting and subsequently began deferring unrealized gains and losses on its foreign currency contracts.
- (3) Following the completion of the Transaction, the Stinson sales office in Portland, Maine was closed and its employees were notified of the termination prior to June 26, 2004. The Fund incurred approximately \$0.5 million of costs during the quarter to terminate those employees and eliminate certain marketing assets related to the office.
- (4) The pro forma and adjusted pro forma distributable cash payout ratio is calculated by dividing the pro forma or adjusted pro forma distributable cash per unit by the \$1.35 per unit distribution commitment for the pro forma periods presented.

Distributable cash is not a recognized measure under Canadian GAAP or U.S. GAAP, and the Fund's method of calculation may differ from methods used by other entities. Accordingly, distributable cash as presented may not be comparable to similar measures presented by other entities. The Fund and management of the Combined Business believe that the method of determining distributable cash presented in this short form prospectus is comparable to cash flow from operating activities before changes in non-cash working capital, future income taxes and one-time gains/losses. In addition, the Fund's method of determining distributable cash is derived directly from net earnings, which is a measure recognized under Canadian GAAP and U.S. GAAP and is a measure of operating performance understood by Unitholders. The Fund's method of determining distributable cash is also consistent with the Fund's historical disclosure and consistent with management's discussion and analysis of financial condition and results of operations as publicly disclosed to Unitholders. Management believes that consistent disclosure enhances the comparability of the information presented in this short form prospectus with results of the Fund on a stand-alone basis for prior periods. This method presents cash that will be distributable to the Unitholders based on the results of the relevant period, after adjusting for non-cash depreciation, the direct payment of interest and taxes and after adjusting for maintenance capital expenditures. The Fund's presentation of net earnings and EBITDA also permits Unitholders to assess the performance of the Combined Business on the same basis as management and senior lenders under the Combined Business' credit facilities. Under these credit facilities, EBITDA determined with reference to net earnings is the sole operating metric used to evaluate the performance of the Combined Business.

The foregoing analysis has been prepared by management to assist a reader of this short form prospectus. The analysis is not a forecast or projection of future results of the Fund. The actual results of operations of the Fund for any period will vary from the amounts set forth in such analysis, and such variations may be material.

RECORD OF CASH DISTRIBUTIONS AND DISTRIBUTION POLICY

The Fund paid monthly cash distributions of \$0.10 per Unit in each month from its inception to the distribution in respect of the month of April 2004 (except for its initial distribution of \$0.077 for a partial month). Following the completion of the Transaction, the Fund increased its annual distribution rate from \$1.20 per Unit to \$1.35 per Unit, resulting in an increase in the monthly distribution to \$0.1125 per Unit in respect of the months of May through August 2004. The Fund has announced a further increase in its annual distribution rate, effective with the distribution for the month of September 2004. See "Recent Developments — Increase in Cash Distribution".

Monthly distributions are payable to Unitholders of record on the last business day of each month and are paid within 30 days following each month end. The Fund's declaration and payment of cash distributions is at the discretion of its Board of Trustees. See "Cash Distributions" in the Fund's annual information form dated May 19, 2004, incorporated by reference in this short form prospectus.

Holders of the Units issued in this Offering will be entitled to receive the monthly distribution to be paid on October 29, 2004 to holders of record on September 30, 2004. If the closing date of this Offering occurs after September 30, 2004, New Holdings has agreed that it will not receive distributions from Combined Business that it would otherwise be entitled to receive at that date with respect to the interests in the Combined Business to be transferred by New Holdings, and the amount of those distributions will be available for payment by the Fund to investors in this Offering.

DETAILS OF THE OFFERING

The beneficial interests in the Fund are divided into interests of two classes, described and designated as Units and Class A Units. The following is a summary of the material attributes and characteristics of the Units. This summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the terms of the Declaration of Trust.

Units and Class A Units

An unlimited number of Units may be issued pursuant to the Declaration of Trust. Each Unit is transferable and represents an equal undivided beneficial interest in any distributions from the Fund whether of net income, net realized capital gains or other amounts, and in the net assets of the Fund in the event of termination or winding-up of the Fund, other than any distribution payable to holders of the Class A Units. All Units rank among themselves equally and ratably without discrimination, preference or priority. The Units are not subject to future calls or assessments, and

entitle the holder thereof to one vote for each whole Unit held at all meetings of Unitholders. Except as set out under “— Redemption of Units” below, the Units have no conversion, retraction, redemption or pre-emptive rights.

Each Class A Unit will be entitled to one vote at all meetings of Voting Unitholders. The Class A Units will generally vote together with Units at all Unitholder meetings. The holders of Class A Units are entitled to only nominal amounts on distributions or upon a liquidation.

The Class A Units are all held by Clover Leaf Seafoods, but a wholly-owned subsidiary of New Holdings as a general partner of Clover Leaf Seafoods has the authority to vote the Class A Units and to cause Clover Leaf Seafoods to sell, pledge or otherwise transfer the Class A Units subject to any limitation thereon set forth in the Partnership Agreement. Following the exercise of the Bumble Bee Exchange Rights as described under “Retained Interest”, a proportionate number of the Class A Units that may be so voted or controlled by New Holdings will be cancelled.

The Declaration of Trust provides that the Units and Class A Units or rights to acquire the Units and Class A Units may be issued to the persons, for the consideration and on the terms and conditions that the Trustees may determine. The number of Units and Class A Units which are authorized and may be issued under the Declaration of Trust is unlimited.

Consolidation of Units

The Declaration of Trust provides that immediately after any *pro rata* distribution of Units to all Unitholders in satisfaction of any non-cash distribution, the number of outstanding Units will be consolidated such that each Unitholder will hold after the consolidation the same number of Units as the Unitholder held before the non-cash distribution. In this case, each certificate representing a number of Units prior to the non-cash distribution is deemed to represent the same number of Units after the non-cash distribution and the consolidation. However, if amounts so distributed represent income, then non-resident holders will be subject to withholding tax thereon and the consolidation will not result in those non-resident Unitholders holding the same number of Units.

Cash Distributions

The amount of cash to be distributed monthly per Unit to the Unitholders shall be equal to a *pro rata* share of interest and principal repayments on the Connors Notes and Connors Trust Notes, dividends or distributions on or in respect of the Connors Shares and Connors Trust Units owned by the Fund and all other dividends, interest, returns of capital, repayments of indebtedness and proceeds of disposition of securities held by the Fund less: (i) administrative expenses and other obligations of the Fund; (ii) amounts which may be paid by the Fund in connection with any cash redemptions of Units; (iii) any interest expense incurred by the Fund between distributions; and (iv) any reserve that the Trustees may reasonably consider to be necessary to provide for the payment of costs expected to be incurred.

To the extent that cash of the Fund is applied to any cash redemptions of Units or is otherwise unavailable for cash distribution, the Fund’s income will be distributed to Unitholders in the form of additional Units. Such additional Units will be issued pursuant to applicable exemptions under applicable securities laws, discretionary exemptions granted by applicable securities regulatory authorities or a prospectus or similar filing.

Redemption of Units

Units are redeemable at any time at the demand of the holders thereof. As the Units are issued in book entry form, a Unitholder who wishes to exercise the redemption right will be required to obtain a redemption notice form from the Unitholder’s investment dealer who will be required to deliver the completed redemption notice form to CDS. Upon receipt of the redemption notice by the Fund, all rights to and under the Units tendered for redemption shall be surrendered and the holder thereof shall be entitled to receive a price per Unit (the “Redemption Price”) equal to the lesser of: (i) 90% of the “market price” of the Units on the principal market on which the Units are quoted for trading during the 10 trading day period commencing immediately subsequent to the date on which the Units were surrendered for redemption (the “Redemption Date”); and (ii) 100% of the “closing market price” on the principal market on which the Units are quoted for trading on the Redemption Date.

For the purposes of this calculation, “market price” will be an amount equal to the weighted average of the closing price of the Units for each of the trading days on which there was a closing price; provided that if the applicable exchange or market does not provide a closing price, but only provides the highest and lowest prices of the Units traded on a particular day, the “market price” shall be an amount equal to the weighted average of the highest and lowest prices for each of the trading days on which there was a trade; and provided further that if there was trading on the

applicable exchange or market for fewer than five of the ten trading days, the “market price” shall be the weighted average of the following prices established for each of the ten trading days: the weighted average of the last bid and last asking prices of the Units for each day there was no trading; the closing price of the Units for each day that there was trading if the exchange or market provides a closing price; and the weighted average of the highest and lowest prices of the Units for each day that there was trading if the market provides only the highest and lowest prices of Units traded on a particular day. The “closing market price” shall be an amount equal to the closing price of the Units if there was a trade on the date and the exchange or market provides a closing price; an amount equal to the weighted average of the highest and lowest prices of the Units if there was trading and the exchange or other market provides only the highest and lowest prices of Units traded on a particular day; the weighted average of the last bid and last asking prices of the Units if there was no trading on that date.

The aggregate Redemption Price payable by the Fund in respect of any Units surrendered for redemption during any calendar month shall be satisfied by way of a cash payment no later than the last day of the month following the month in which the Units were tendered for redemption, provided that the entitlement of Unitholders to receive cash upon the redemption of their Units is subject to the limitations that: (i) the total amount payable by the Fund in respect of such Units and all other Units tendered for redemption in the same calendar month shall not exceed \$50,000, provided that the Trustees may, in their sole discretion, waive such limitation in respect of all Units tendered for redemption in any calendar month; (ii) at the time such Units are tendered for redemption, the outstanding Units shall be listed for trading on a stock exchange or traded or quoted on another market which the Trustees consider, in their sole discretion, provides representative fair market value prices for the Units; and (iii) the normal trading of Units is not suspended or halted on any stock exchange on which the Units are listed (or, if not listed on a stock exchange, on any market on which the Units are quoted for trading) on the Redemption Date or for more than five trading days during the 10-day trading period commencing immediately after the Redemption Date.

If a Unitholder is not entitled to receive cash upon the redemption of Units as a result of the foregoing limitations, then each Unit tendered for redemption shall, subject to any applicable regulatory approvals, be redeemed by way of a distribution in specie of a *pro rata* number of securities of Connors Bros. and Connors Trust (calculated on a fully diluted basis) held by the Fund. In such event, the Unitholder will receive its *pro rata* share of Connors Shares and Connors Notes. In addition, such Unitholder’s *pro rata* share of Connors Trust Units and Series 1 Trust Notes will be redeemed by Connors Trust in consideration of Series 2 Trust Notes and Series 3 Trust Notes, respectively, as provided in the Connors Trust Declaration of Trust and Connors Trust Note Indenture and such Series 2 Trust Notes and Series 3 Trust Notes will be distributed in specie by the Fund to the redeeming Unitholder in lieu of the *pro rata* share of Connors Trust Units and Series 1 Trust Notes, respectively. No fractional Connors Shares or Connors Trust Units, or Connors Notes or Connors Trust Notes in integral multiples of less than \$100 in principal amount, will be distributed, and where the number of securities of Connors Bros. or Connors Trust to be received by a Unitholder includes a fraction or a multiple less than \$100, such number shall be rounded to the next lowest whole number or integral of \$100. The Fund shall be entitled to all interest paid on the Connors Notes and Connors Trust Notes and the distributions paid on the Connors Shares and Connors Trust Units on or before the date of the distribution in kind. Where the Fund makes a distribution in kind of a *pro rata* number of securities of Connors Bros. and Connors Trust on the redemption of Units of a Unitholder, the Fund currently intends to allocate to that Unitholder any capital gain or income realized by the Fund as a result of the exchange and distribution of such securities to the Unitholder. See “Certain Canadian Federal Income Tax Considerations”.

It is anticipated that the redemption right described above will not be the primary mechanism for Unitholders to dispose of their Units. Securities of Connors Bros. and Connors Trust which may be distributed in kind to Unitholders in connection with a redemption will not be listed on any stock exchange and no market is expected to develop in securities of Connors Bros. and Connors Trust and they may be subject to resale restrictions under applicable securities laws or security interests in favour of secured creditors of the Fund and its Affiliates. Securities of Connors Bros. and Connors Trust so distributed may not be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans, depending upon the circumstances at the time. See “Certain Canadian Federal Income Tax Considerations”.

Limitation on Non-Resident Ownership

In order for the Fund to maintain its status as a mutual fund trust under the Tax Act, the Fund must not be established or maintained primarily for the benefit of non-residents of Canada within the meaning of the Tax Act. Accordingly, the Declaration of Trust provides that at no time may non-residents of Canada be the beneficial owners of

more than 49.9% of the Units then-outstanding (calculated on both a non-diluted basis and a fully diluted basis, including all Units issuable upon the exercise of the Exchange Rights and assuming such Units have been transferred to the holders of the Bumble Bee Exchange Rights). The Trustees may require declarations as to the jurisdictions in which beneficial owners of Units or Class A Units are resident. If the Trustees become aware that the beneficial owners of 49.9% of the Units (calculated on both a non-diluted basis and a fully diluted basis, including all Units issuable upon the exercise of all Exchange Rights and assuming such Units have been transferred to the holders of the Bumble Bee Exchange Rights) are, or may be, non-residents or that such a situation is imminent, the Trustees shall direct the transfer agent and registrar to make a public announcement thereof and shall not accept a subscription for Units or Class A Units from or issue or register a transfer of Units or Class A Units to a person unless the person provides a declaration that it is not a non-resident and does not and will not hold Units or Class A Units on behalf of or for the benefit of any non-resident person and will not be subject to the instructions or influence of any non-resident person with respect to the voting of any Units or Class A Units. If, notwithstanding the foregoing, the Trustees determine that a majority of the Units (calculated on both a non-diluted basis and a fully diluted basis, including all Units issuable upon the exercise of all Exchange Rights and assuming such Units have been transferred to the holders of the Bumble Bee Exchange Rights) are held by non-residents, the Trustees may send a notice to non-resident holders of Units or Class A Units, chosen in inverse order to the order of acquisition or registration or in such manner as the Trustees may consider equitable and practicable, requiring them to sell their Units or Class A Units to a Canadian resident or a portion thereof within a specified period of not less than 60 days; provided that for this purpose, a holder of Bumble Bee Exchange Rights shall be deemed to own all the Units that may be issued upon exercise of the Exchange Rights held by Connors Bros. and of the Bumble Bee Exchange Rights held by it upon the earlier of (i) immediately prior to the issuance to any other non-resident of any Units in connection with the Transaction, and (ii) its acquisition of the Bumble Bee Exchange Rights. If the Voting Unitholders receiving such notice have not sold the specified number of Units or Class A Units or provided the Trustees with satisfactory evidence, within such period, that they are not non-residents and that they do not and will not hold Units or Class A Units on behalf of or for the benefit of any non-resident person and that they are not and will not be subject to the instructions or influence of any non-resident person with respect to the voting of the Units or Class A Units, the Trustees may, on behalf of such Voting Unitholders, sell such Units or Class A Units and, in the interim, shall suspend the voting and distribution rights attached to such Units or Class A Units. Upon such sale, the affected holders shall cease to be holders of the Units or Class A Units and their rights shall be limited to receiving the net proceeds of such sale.

Amendments to the Declaration of Trust

The provisions of the Declaration of Trust, except where specifically provided otherwise, may only be amended by the Trustees with the consent of Units or Class A Unitholders by Special Resolution, provided that the Trustees may at any time and from time to time without the consent, approval or ratification of the Class A Unitholders or any other person at any time for the purpose of:

- ensuring continuing compliance with applicable laws (including the Tax Act), regulations, requirements or policies of any governmental authority having jurisdiction over the Trustees or the Fund (including ensuring that the Fund continues to qualify as a “unit trust” and a “mutual fund trust” and the Units and the Class A Units do not constitute “foreign property”, each within the meaning of the Tax Act);
- making amendments which, in the opinion of counsel to the Trustees, provide additional protection or added benefits for the Class A or Unitholders;
- removing any conflicts or inconsistencies in the Declaration of Trust or making minor changes or corrections, including corrections or rectifications of any ambiguities, defective provisions, errors, mistakes or omissions which are, in the opinion of the Trustees, necessary or desirable and not prejudicial to the holders of the Class A Units or Units; or
- making amendments which, in the opinion of the Trustees, are necessary or desirable as a result of changes in taxation laws or policies of any governmental authority having jurisdiction over the Trustees or the Fund.

Restrictions on Extraordinary Matters

The Declaration of Trust incorporates provisions restricting the Fund’s ability to engage in, or cause or permit its subsidiary entities to engage in, certain material transactions without the prior approval of the Trustees and, in certain circumstances, the consent of the Retained Interest Partner.

Take-over Bids

The Declaration of Trust contains provisions to the effect that if a take-over bid is made for the Units and not less than 90% of the Units outstanding on a fully diluted basis, including the Units that could at the time be delivered pursuant to the Exchange Agreement if the Bumble Bee Exchange Right and the Exchange Rights were exercised in full (other than Units held at the date of the take-over bid by or on behalf of the offeror or associates or Affiliates of the offeror), are taken up and paid for by the offeror, the offeror will be entitled to require the Fund to require the full exercise of the Exchange Rights by Connors Bros. and, in turn, New Holdings will exercise the Bumble Bee Exchange Rights in full, in each case, in accordance with the terms of the Declaration of Trust and the Exchange Agreement and Exchange Amending Agreement, and to otherwise acquire the Units held by Unitholders who did not accept the take-over bid on the terms offered by the offeror.

Bumble Bee Holdings has entered into a trust agreement with Computershare Trust Company of Canada (as trustee for the holders of the Units) and the Fund (the “Trust Agreement”). The Trust Agreement provides, among other things, that Bumble Bee Holdings has agreed not to sell any Class A Units and/or Bumble Bee Exchange Rights, directly or indirectly, pursuant to a takeover bid, unless a concurrent bid is made to all holders of Units. The concurrent offer must be: (i) for the same percentage of Units as the percentage of Class A Units and/or Bumble Bee Exchange Rights offered to be purchased from Bumble Bee Holdings (assuming that the Bumble Bee Exchange Rights have been exercised, that Connors Bros. has elected to make payments in Units with the same effective date as the date of the proposed sale and that Bumble Bee Holdings would in effect be selling Units in the proposed sale); and (ii) the same in all material respects as the offer for the Class A Units and/or Bumble Bee Exchange Rights.

Information and Reports

The Fund furnishes to Unitholders, in accordance with applicable securities laws, all consolidated financial statements of the Fund (including quarterly and annual consolidated financial statements) and other reports as are from time to time required by applicable law, including prescribed forms needed for the completion of Unitholders’ tax returns under the Tax Act and equivalent provincial legislation.

Prior to each meeting of Voting Unitholders, the Trustees provides to the Voting Unitholders (along with notice of the meeting) all information as is required by applicable law and by the Declaration of Trust to be provided to Voting Unitholders.

The Fund and certain of its subsidiaries have provided undertakings to the Canadian securities regulatory authorities relating to compliance with continuous disclosure obligations under draft National Policy 41-201 of the Canadian Securities Administrators.

Exercise of Certain Voting Rights Attached to Securities of Connors Bros. and Connors Trust

The Declaration of Trust provides that the Fund shall not vote any securities forming part of the assets of the Fund, including the Connors Shares, the Connors Trust Units or, where applicable, the Connors Notes and the Connors Trust Notes to authorize:

- any sale, lease or other disposition of all or substantially all of the assets of the Fund, except in conjunction with *bona fide* pledges or mortgages in the ordinary course of business or in connection with guarantees of Connors Bros. or Connors Trust or a charge, pledge or lien of Connors Bros. or Connors Trust or except as part of an internal reorganization of the direct or indirect assets of the Fund as a result of which the Fund has the same interest, whether direct or indirect, in the assets as the interest, whether direct or indirect, that it had prior to the reorganization;
- any amalgamation, arrangement or other merger of Connors Bros. or Connors Trust with any other entity, except in conjunction with an internal reorganization;
- the winding-up or dissolution of Connors Trust prior to the end of the term of the Fund, except in conjunction with an internal reorganization of Connors Trust;
- any material amendment to the Connors Note Indenture other than in contemplation of a future issuance of Connors Notes or to the Connors Trust Note Indenture other than in contemplation of a future issuance of Connors Trust Notes;

- any material amendment to the constating documents of Connors Bros. or Connors Trust to change the authorized share capital thereof in a manner which may be prejudicial to the Fund; or
- any action prohibited by the Securityholders' Agreement;

without the approval of the holders of the Class A Units and Units by a Special Resolution at a meeting of the holders of the Class A Units and Units called for that purpose.

Book-Entry Only System

Registration of interests in and transfers of Units will be made only through the Book-Entry Only System. Units must be purchased, transferred and surrendered for redemption through a CDS participant. Upon purchase of any Units, the Unitholders will receive only a customer confirmation from the registered dealer which is a CDS Participant and from or through which the Units are purchased. References in this short form prospectus to a Unitholder means, unless the context otherwise requires, the owner of the beneficial interest in such Units.

The ability of a beneficial owner of Units to pledge such Units or otherwise take action with respect to such Unitholder's interest in such Units (other than through a CDS participant) may be limited due to the lack of a physical certificate.

The Fund has the option to terminate registration of the Units through the Book-Entry Only System. At all times, in the case of Class A Units and upon the termination of the Book-Entry Only System in the case of Units, each holder of Class A Units or Units or its duly authorized agent nominee will be entitled to receive certificates representing such Class A Units or Units in fully registered form.

PLAN OF DISTRIBUTION

Pursuant to an underwriting agreement (the "Underwriting Agreement") dated September 10, 2004 among the Fund, CIBC World Markets Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., TD Securities Inc., Canaccord Capital Corporation and GMP Securities Ltd. (collectively, the "Underwriters"), the Fund has agreed to issue and sell an aggregate of 5,610,000 Units to the Underwriters, and the Underwriters have severally agreed to purchase from the Fund, as principal, such Units on September 29, 2004, or on such other date as may be agreed upon among the parties to the Underwriting Agreement, but in any event not later than November 3, 2004. Delivery of the Units is conditional upon payment in cash on closing by the Underwriters to the Fund of \$16.65 per Unit for a total consideration of \$93,406,500. The Underwriting Agreement provides that the Fund will pay or cause to be paid to the Underwriters a fee of \$4,670,325 (\$0.8325 per Unit) in consideration of services in connection with the Offering.

The obligations of the Underwriters under the Underwriting Agreement are several (and not joint or joint and several) and may be terminated at their discretion upon the occurrence of certain stated events. If an Underwriter fails to purchase the Units which it has agreed to purchase, the other Underwriters may, but are not obligated to, purchase any Units. The Underwriters, however, are obligated to take up and pay for all Units if any Units are purchased under the Underwriting Agreement. The Underwriting Agreement also provides that the Fund will indemnify the Underwriters and their respective directors, officers, agents and employees against certain liabilities and expenses.

The Underwriters propose to offer the Units initially at the public offering price on the cover page of this short form prospectus. After the Underwriters have made a reasonable effort to sell all the Units offered by this short form prospectus at the price specified herein, the offering price may be decreased, and further changed from time to time, and the compensation realized by the Underwriters will accordingly also be reduced. The Fund has been advised by the Underwriters that, in connection with the Offering, the Underwriters may effect transactions which stabilize or maintain the market price of Units which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The Fund has agreed that, subject to certain exceptions, it will not issue or agree to issue, or otherwise sell any equity securities or securities convertible into or exchangeable for equity securities for a period of 90 days subsequent to the closing of the Offering without the prior consent of CIBC World Markets Inc., which consent may not be unreasonably withheld. New Holdings will enter into a similar agreement with CIBC World Markets Inc. restricting any sale or agreement to sell such securities. In addition, certain members of management of the Combined Business will agree that they will not issue or agree to issue, or otherwise sell any equity securities, or other securities convertible into

equity securities, without the prior consent of CIBC World Markets Inc. for a period of 90 days following the closing of the Offering, such consent not to be unreasonably withheld.

The Units have not been and will not be registered under the U.S. Securities Act or any state securities laws and, subject to certain exemptions, may not be offered or sold or otherwise transferred or disposed of in the United States or to U.S. persons. The Underwriters have agreed that they will not offer or sell the Units within the United States except to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act) or to institutional accredited investors in accordance with the U.S. Securities Act. In addition, until 40 days after the commencement of the Offering, an offer or sale of Units within the United States by a dealer (whether or not participating in this Offering) may violate the registration requirements of the U.S. Securities Act if that offer or sale is made otherwise than in accordance with Rule 144A.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Torys LLP, Canadian counsel to the Fund, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, the following is, as of the date of this short form prospectus, a summary of the principal Canadian federal income tax considerations generally applicable under the Income Tax Act (Canada) (the “Tax Act”) to a subscriber who acquires Units in this Offering and who, for purposes of the Tax Act and at all relevant times, is resident in Canada, and deals at arm’s length and is not affiliated with the Fund and holds the Units as capital property. Generally, the Units would be considered to be capital property to a holder provided that the holder does not hold the Units in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure in the nature of trade. Certain holders who might not otherwise be considered to hold their Units as capital property may, in certain circumstances, be entitled to have Units treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary is not applicable to a holder that is a financial institution (as defined in the Tax Act for purposes of the mark-to-market rules), a specified financial institution or a holder an interest in which is a tax shelter investment (all as defined in the Tax Act).

This summary is based upon the facts set out in this short form prospectus and certificates of the Fund, Connors Bros., Connors Trust, Clover Leaf GP and others noted below as to certain factual matters, the provisions of the Tax Act and the regulations under the Tax Act in force at the date of this short form prospectus and counsels’ understanding of the current published administrative and assessing practices of the Canada Revenue Agency (the “CRA”) and takes into account all specific proposals to amend the Tax Act and the regulations under the Tax Act which have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this short form prospectus (“Tax Proposals”). There can be no assurance that any Tax Proposals will be implemented in their current form or at all. This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, and does not take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed in this short form prospectus.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the Units. Moreover, the income and other tax consequences of acquiring, holding or disposing of Units will vary depending on the holder’s particular circumstances, including the province or territory or provinces or territories in which the holder resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be legal or tax advice to any prospective holder of Units. Investors should consult their own tax advisors for advice with respect to the tax consequences of an investment in the Units based on their particular circumstances.

Status of the Fund

Mutual Fund Trust

This summary is based on the assumption that the Fund qualifies as a “mutual fund trust”, as defined in the Tax Act, at the time of the Offering and will continuously qualify as a mutual fund trust at all relevant times. This assumption is based on certificates of the Fund, Computershare Investor Services Inc. and one of the Underwriters as to certain factual matters. If the Fund does not qualify as a mutual fund trust, the income tax considerations described below would, in some respects, be materially different.

Qualified Investment

If issued on the date hereof, the Units will be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans, each as defined in the Tax Act (the “Plans”), subject to the specific provisions of any particular Plan. If the Fund ceases to qualify as a mutual fund trust, the Units would cease to be qualified investments for those Plans.

Securities of Connors Bros. or Connors Trust received as a result of a redemption of Units may not be qualified investments for a Plan which could give rise to adverse consequences to the Plan or the annuitant under the Plan. Accordingly, Plans that own Units should consult their own tax advisors before deciding to exercise the redemption rights attached to the Units.

Foreign Property

Based in part on certificates of the Fund, Connors Bros., Clover Leaf GP and Connors Trust as to factual matters, the Units would not, if issued on the date hereof, constitute foreign property for Plans (other than registered education savings plans), registered pension plans or other persons subject to tax under Part XI of the Tax Act. Trusts governed by registered education savings plans are not subject to the foreign property rules.

Taxation of the Fund

The taxation year of the Fund is the calendar year. In each taxation year, the Fund will be subject to tax under Part I of the Tax Act on its income for the year, including net realized taxable capital gains, less the portion thereof that it deducts in respect of the amounts paid or payable in the year to Unitholders. An amount will be considered to be payable to a Unitholder in a taxation year if it is paid to the Unitholder in the year by the Fund or if the Unitholder is entitled in that year to enforce payment of the amount. Counsel has been advised that the Fund intends to make sufficient distributions in each year of its net income for tax purposes and net realized taxable capital gains so that the Fund will generally not be liable in that year for income tax under Part I of the Tax Act.

The Fund will include in its income for each taxation year all interest on the Connors Notes and Connors Trust Notes that accrues to the Fund to the end of the year, or that becomes receivable or is received by it before the end of the year, except to the extent that interest was included in computing its income for a preceding taxation year. In addition, the Fund will include in its income any dividends or other distributions of an income nature received on the Connors Shares and Connors Trust Units. The Fund will generally not be subject to tax on any amounts received as distributions on the Connors Trust Units that are in excess of the income of Connors Trust that is paid or payable, or deemed to be paid or payable, by Connors Trust to the Fund in a year, which amounts generally reduce the adjusted cost base of the Connors Trust Units immediately prior to the receipt of such amounts. Where the adjusted cost base of the Connors Trust Units would otherwise be a negative amount, the Fund will be deemed to realize a capital gain equal to such negative amount in that year, and its adjusted cost base of the Connors Trust Units will immediately thereafter be nil. Any amount paid to the Fund in respect of the Connors Shares (other than an amount that is a return of capital for purposes of the Tax Act) will generally constitute a dividend to the Fund. Any amount paid to the Fund on a repurchase of the Connors Shares that is in excess of the paid-up capital of those shares will also be deemed to be a dividend to the Fund. Provided that such amounts are distributed to Unitholders and appropriate designations are made by the Fund, amounts which would otherwise be included in its income as dividends received on the Connors Shares will be treated as dividends received by the Unitholders rather than by the Fund.

In computing its income, the Fund may deduct reasonable administrative costs, interest and other expenses incurred by it for the purpose of earning income.

A distribution by the Fund of securities of Connors Bros. and Connors Trust upon a redemption of Units will be treated as a disposition by the Fund of the securities so distributed for proceeds of disposition equal to their fair market value. The Fund’s proceeds from the disposition of the Connors Notes and Connors Trust Notes will be reduced by any accrued but unpaid interest in respect of those Connors Notes and Connors Trust Notes, which interest will generally be included in the Fund’s income in the year of disposition to the extent it was not included in the Fund’s income in a previous year. The Fund will realize a capital gain (or a capital loss) to the extent that the proceeds from the disposition exceed (or are less than) the adjusted cost base of the relevant property and any reasonable costs of disposition. Any such income or capital gain will be treated as having been designated and paid to the redeeming Unitholder so that the Fund will not be taxable on such income or capital gain.

Under the Declaration of Trust and pursuant to the distribution policy of the Fund, an amount equal to the income of the Fund and net realized taxable capital gains, together with the non-taxable portion of any net capital gain realized by the Fund, but excluding income or capital gains arising on a distribution in specie of securities of Connors Bros. or Connors Trust on redemption of Units which are designated by the Fund to redeeming Unitholders, will be payable in the year to the Unitholders by way of cash distributions, subject to the exceptions described below. To the extent that cash of the Fund is applied to fund redemptions of Units for cash or is otherwise unavailable for cash distributions, the Fund's income will be distributed to Unitholders in the form of additional Units. Income of the Fund payable to Unitholders, whether in cash, additional Units or otherwise, will generally be deductible by the Fund in computing its taxable income.

The Fund will be entitled for each taxation year to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized taxable capital gains by an amount determined under the Tax Act based on the redemption of Units during the year. In certain circumstances, the capital gains refund in a particular taxation year may not completely offset the Fund's tax liability for that taxation year arising as a result of the distribution of securities of Connors Bros. or Connors Trust on the redemption of Units. The Declaration of Trust provides that the taxable portion of any capital gain realized by the Fund as a result of that redemption may, at the discretion of the trustees, be treated as income paid to, and designated as a taxable capital gain of, the redeeming Unitholders. Any amount so designated must be included in the income of the redeeming Unitholders and will be deductible by the Fund.

Taxation of Connors Trust

The taxation year of Connors Trust is the calendar year. In each taxation year, Connors Trust will be subject to tax under Part I of the Tax Act on its income for the year, which will include (i) its allocated share of the taxable income of Clover Leaf Seafoods for the fiscal period of Clover Leaf Seafoods ending on or before the year end of Connors Trust, (ii) all interest on the Stinson Notes that accrues to the end of the year or becomes receivable or is received by Connors Trust before the end of the year, except to the extent that interest was included in computing its income for a preceding taxation year, and (iii) all dividends or other distributions of an income nature received on Connors Trust's shares in Clover Leaf GP. In computing its income, Connors Trust may deduct amounts paid or payable or deemed to be paid or payable in such year to the Fund, as well as expenses incurred to earn such income, provided such expenses are reasonable and otherwise deductible, subject to the relevant provisions of the Tax Act. Counsel has been advised that Connors Trust intends to make distributions in each year to the Fund in an amount sufficient to ensure that Connors Trust will generally not be liable for tax under Part I of the Tax Act.

Taxation of Clover Leaf Seafoods

Clover Leaf Seafoods is not subject to tax under the Tax Act. Generally, each partner of Clover Leaf Seafoods is required to include in computing its income for a particular taxation year the partner's share of the income or loss of Clover Leaf Seafoods for the fiscal year of Clover Leaf Seafoods ending in the partner's taxation year, or ending concurrently with, the partner's taxation year end, whether or not any of that income is distributed to the partner in the taxation year. For this purpose, the income or loss of Clover Leaf Seafoods will be computed for each fiscal year as if Clover Leaf Seafoods were a separate person resident in Canada. In computing the income or loss of Clover Leaf Seafoods, deductions may be claimed in respect of reasonable administrative costs and other expenses incurred by Clover Leaf Seafoods for the purpose of earning income, subject to the detailed provisions of the Tax Act.

The income or loss of Clover Leaf Seafoods for a fiscal year will be allocated to the partners of Clover Leaf Seafoods on the basis of their respective share of that income or loss as provided in the Clover Leaf Seafoods Partnership Agreement, subject to the detailed rules in the Tax Act in that regard. Generally, distributions to partners in excess of the income of Clover Leaf Seafoods for a fiscal year are treated as a return of capital, which will not be included in each partner's income but which will reduce each partner's respective adjusted cost base of its units in Clover Leaf Seafoods. If, as a result, a partner's adjusted cost base at the end of a taxation year of its units in Clover Leaf Seafoods would otherwise be a negative amount, such partner will be deemed to realize a capital gain in such amount for that year, and its respective adjusted cost base at the beginning of the next taxation year of its units in Clover Leaf Seafoods will be nil. If Clover Leaf Seafoods were to incur losses for tax purposes, the ability of a partner to deduct its share of such losses may be limited by certain rules under the Tax Act.

Taxation of Unitholders

Fund Distributions

A Unitholder will generally be required to include in income for a particular taxation year the portion of the net income of the Fund for a taxation year, including net realized taxable capital gains, that is paid or payable to the Unitholder in the particular taxation year, whether that amount is received in cash, additional Units or otherwise.

Provided that appropriate designations are made by the Fund, that portion of its taxable dividends received or deemed to be received from taxable Canadian corporations, net realized taxable capital gains and foreign source income earned or deemed to have been earned, by the Fund, as is paid or payable to a Unitholder will effectively retain its character and be treated as such in the hands of the Unitholder for purposes of the Tax Act.

To the extent that amounts are designated in respect of foreign source income earned, or deemed to have been earned, by the Fund, Unitholders may be entitled to claim a foreign tax credit for foreign taxes paid by, or deemed to have been paid by, the Fund.

An additional refundable 6²/₃% tax will be payable by Unitholders that are Canadian-controlled private corporations in certain circumstances.

To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the normal gross-up and dividend tax credit provisions will be applicable in respect of Unitholders who are individuals, the refundable tax under Part IV of the Tax Act will be payable by Unitholders that are private corporations and certain other corporations controlled directly or indirectly by or for the benefit of an individual (other than a trust) or related group of individuals (other than trusts), and the deduction in computing taxable income will generally be available to Unitholders that are corporations.

The non-taxable portion of any net realized capital gains of the Fund that is paid or payable to a Unitholder in a taxation year will not be included in computing the Unitholder's income for the year. Any other amount in excess of the net income of the Fund that is paid or payable to a Unitholder in that year will not generally be included in the Unitholder's income for the year; however, where such an amount is paid or payable to a Unitholder (other than as proceeds in respect of the redemption of Units), the Unitholder will be required to reduce the adjusted cost base of the Units by that amount. Where reductions to a Unitholder's adjusted cost base of Units at any time in a year would result in the adjusted cost base becoming a negative amount, such amount will be treated as a capital gain realized by the Unitholder in that year and the Unitholder's adjusted cost base of the Units will be nil immediately thereafter.

The cost to a Unitholder of additional Units received in lieu of a cash distribution of income will be the amount of income distributed by the issue of those Units. For the purpose of determining the adjusted cost base to a Unitholder of Units, when a Unit is acquired, the cost of the newly-acquired Unit will be averaged with the adjusted cost base of all of the Units owned by the Unitholder as capital property immediately before that acquisition. A consolidation of Units of the Fund will not be considered to result in a disposition of Units by Unitholders. The aggregate adjusted cost base to a Unitholder of all of the Unitholder's Units of the Fund will not change as a result of a consolidation of Units; however, the adjusted cost base per Unit will increase.

Acquisition of Units

The price paid for a Unit may take into account unrealized capital gains and undistributed income of the Fund at the time that the Units are issued. A Unitholder will be required to include the amount of such distributions in income, in the manner described above, notwithstanding that a portion of such distributions may reflect amounts included in determining the purchase price of the Units.

Dispositions of Units

On the disposition or deemed disposition of a Unit whether on a redemption or otherwise, the Unitholder will realize a capital gain (or capital loss) equal to the amount by which the Unitholder's proceeds of disposition exceed (or are less than) the aggregate of the adjusted cost base of the Unit and any reasonable costs of disposition. Any such capital gain or loss will be subject to the general rules relating to the taxation of capital gains described below.

Where the redemption proceeds of Units are paid by the transfer of securities of Connors Bros. or Connors Trust by the Fund to the redeeming Unitholder, the proceeds of disposition to the Unitholder of the Units will be equal to the fair market value of the securities of Connors Bros. or Connors Trust so transferred less any capital gain or income realized by the Fund in connection with such redemption which has been allocated by the Fund to the redeeming

Unitholder. Where the Fund has allocated such capital gain or income to a redeeming Unitholder, the Unitholder will be required to include in income the taxable portion of the capital gain and the income so allocated.

The cost of any securities of Connors Bros. or Connors Trust transferred by the Fund to a Unitholder upon a redemption of Units will be equal to the fair market value of those securities at the time of the transfer less, in the case of Connors Notes or Connors Trust Notes, any accrued interest on the Connors Notes or Connors Trust Notes. The Unitholder will thereafter be required to include in income interest on any Note so acquired in accordance with the provisions of the Tax Act, and may deduct in computing its income for the year in which such distribution occurred, any accrued but unpaid interest in respect of such Connors Notes or Connors Trust Notes to the extent that such amount was included as interest in computing its income for the year.

Capital Gains and Capital Losses

One half of any capital gain (a “taxable capital gain”) realized by a Unitholder and the amount of any net taxable capital gains distributed and designated by the Fund in respect of a Unitholder will be included in the Unitholder’s income as a taxable capital gain. One half of any capital loss realized by a Unitholder may generally be deducted only from taxable capital gains realized or considered to be realized by the Unitholder, subject to and in accordance with the provisions of the Tax Act.

Where a Unitholder that is a corporation or trust (other than a mutual fund trust) disposes of a Unit, the Unitholder’s capital loss from the disposition will generally be reduced by the amount of dividends on Connors Shares previously designated by the Fund to the Unitholder except to the extent that a loss on a previous disposition of a Unit has been reduced by those dividends. Analogous rules apply where a corporation or trust (other than a mutual fund trust) is a member of a partnership that disposes of Units.

An additional refundable 6²/₃% tax will be payable by Unitholders that are Canadian-controlled private corporations in certain circumstances on taxable capital gains.

Alternative Minimum Tax

In general terms, net income of the Fund paid or payable to a Unitholder who is an individual, including most trusts, that is designated as taxable dividends or as net realized taxable capital gains and capital gains realized on the disposition of Units may increase the Unitholder’s liability for alternative minimum tax.

New Rules Regarding Restricted Investment Entities

On March 23, 2004, the Minister of Finance (Canada) tabled a Notice of Ways and Means Motion in the House of Commons which included certain proposed amendments to the Tax Act (the “Budget Proposals”). The Budget Proposals were originally scheduled to apply commencing after 2004. On May 18, 2004, the Minister of Finance (Canada) announced that the application of the Budget Proposals was suspended to allow further consultations. If the Budget Proposals were to be enacted as originally proposed, a “designated taxpayer” would be subject to a monthly penalty tax in respect of each month ending after 2004 where, at the end of that month, the designated taxpayer holds “restricted investment property” and, in general terms, the cost amount to the designated taxpayer of all such property exceeds 1% of the cost amount to it of all of its properties. The monthly tax would be 1% of such excess. For this purpose, restricted investment property includes units and debt of a “business income trust” (other than an “exempt trust”) and interests in (or debts of) certain entities that hold units or debt of business income trusts.

The Budget Proposals also propose to subject a designated taxpayer to a monthly penalty tax where, in general terms, at the end of that month the designated taxpayer, and entities with which it does not deal at arm’s length, hold units of any class of a business income trust with a fair market value in excess of 5% of the fair market value of all units of such class. The monthly tax payable by a particular designated taxpayer would be 1% of its share (as determined under the Budget Proposals) of the excess holding of units by the designated taxpayer and such non-arm’s length entities.

For the purpose of these Budget Proposals, a “designated taxpayer” includes registered pension plans and funds and pension corporations as described in paragraphs 149(1)(o) to (o.2) of the Tax Act (but does not include Plans).

The Fund would be a “business income trust” other than an exempt trust and the Units would constitute “restricted investment property”. Prospective purchasers who are designated taxpayers, or an entity an interest in which (or debt of which) may become restricted investment property as a result of holding Units, should consult their own tax advisors regarding the potential application of the Budget Proposals as a result of an acquisition of Units.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Torys LLP, counsel to the Fund (“U.S. Tax Counsel”), the following discussion describes, as of the date of this short form prospectus, the material U.S. federal income tax considerations applicable to non-U.S. Unitholders of the purchase, ownership and disposition of Units. This summary is directed only to prospective purchasers of Units offered by this short form prospectus. This summary is not exhaustive of all possible U.S. federal income tax considerations applicable to an investment in Units. This summary is of a general nature only and is not intended to be legal or tax advice to any prospective purchaser of Units. In addition to the following summary, see “Risk Factors — Risks Relating to an Investment in the Units — Income Tax Matters”.

This summary is based on the United States Internal Revenue Code of 1986, as amended (the “Code”), Treasury regulations (including final, temporary and proposed regulations) promulgated thereunder, Internal Revenue Service (“IRS”) rulings and official pronouncements, judicial decisions, and the U.S.-Canada Income Tax Convention (the “Canadian Treaty”), all as in effect on the date of this short form prospectus and all of which are subject to change, possibly with retroactive effect, or different interpretations, which could affect the accuracy of the statements and conclusions set forth below and the U.S. federal income tax consequences to the Unitholders. No ruling from the IRS has been or will be sought on any of the issues discussed below. As a result, there can be no assurance that the IRS will not successfully challenge the conclusions reached in this summary. This summary is also based on certain certifications and determinations made by Connors Trust, Blacks Harbour Transfer, Stinson and an independent financial advisor.

Further, this summary does not address all aspects of U.S. federal income taxation that may be relevant to Unitholders in light of their personal circumstances. This summary does not address the U.S. federal income taxation of Unitholders whose income from the ownership or disposition of Units is effectively connected with the conduct of a trade or business within the United States under the Code, nor does this summary address the U.S. federal income taxation of Unitholders subject to special treatment under U.S. federal income tax laws, such as financial institutions, broker-dealers, life insurance companies and tax-exempt organizations. Also, this summary does not address the U.S. federal, state, or local income tax rules applicable to U.S. Unitholders or the U.S. state or local income tax rules applicable to any Unitholders. This information is directed only to prospective purchasers who purchase Units in the initial distribution of the Units and who are not United States persons under the Code.

For purposes of this summary, a “non-U.S. Unitholder” means any Unitholder that is not: (i) a citizen or individual resident in the United States for U.S. federal tax purposes; (ii) a corporation or other entity taxable as a corporation created or organized under the laws of the United States or a political subdivision thereof; (iii) an estate, the income of which is subject to U.S. federal income tax regardless of the source; or (iv) a trust, if a court within the United States is able to exercise primary supervision over the trust’s administration and one or more United States persons have the authority to control all of its substantial decisions. A “U.S. Unitholder” means any Unitholder that is not a non-U.S. Unitholder.

This discussion is for general information only and is not intended to be tax advice to any purchaser of Units. Investors should consult their own tax advisors in determining the application to them of the U.S. federal income tax consequences set forth below and any other U.S. federal, state, local, foreign or other tax consequences to them of the purchase, ownership and disposition of Units. Investors should note that no rulings have been or will be sought from the IRS with respect to any of the U.S. federal income tax consequences discussed below and no assurance can be given that the IRS will not take positions contrary to the conclusions stated below.

Taxation of Non-U.S. Unitholders

Non-U.S. Unitholders will generally not be subject to U.S. federal income tax with respect to any distributions received from the Fund, or with respect to any gain realized on the sale, exchange, or other disposition of a Unit, unless (i) the non-U.S. Unitholder is an individual who is present in the United States for a period or periods aggregating 183 or more days in the taxable year of the disposition, and certain other conditions are met, or (ii) the non-U.S. Unitholder is subject to tax pursuant to the provisions of United States tax law applicable to certain United States expatriates.

Taxation of the Fund

The Fund elected to be treated as a corporation for U.S. federal income tax purposes. Under the Code, a foreign corporation is generally subject to U.S. federal income taxation only to the extent that the foreign corporation earns

income from U.S. sources or earns income that is effectively connected to a U.S. trade or business. It is anticipated that the Fund's assets will consist primarily of debt and equity of Connors Bros. and Connor Trust. As a result, the Fund will receive interest and dividend income from Connors Trust, which elected to be treated as a Canadian corporation for U.S. federal income tax purposes, and Connors Bros. which is also a Canadian corporation. In addition, the Fund intends to operate in a manner that will not cause it to be treated as engaged in a U.S. trade or business. On this basis, the Fund does not expect to be required to pay U.S. corporate income tax with respect to such investments and does not intend to file U.S. federal income tax returns.

Taxation of Bumble Bee Seafoods

For U.S. federal income tax purposes, Bumble Bee Seafoods will be treated as a partnership (assuming Bumble Bee Parent or any of its Affiliates retains an indirect interest in Bumble Bee Seafoods other than through Stinson). As such, Bumble Bee Seafoods will not itself be subject to U.S. federal income tax. Rather, it will compute its income under U.S. tax rules and will allocate that income to its partners, including Stinson, generally in accordance with their percentage membership interests. Thus, each of its members (including Stinson) will be required to separately take into account such member's distributive share of Bumble Bee Seafoods income, gains, losses, deductions and credits. Bumble Bee Seafoods income will consist primarily of revenues connected with the operation of its business and its deductions will similarly consist of expenses related thereto. If neither Bumble Bee Parent nor its affiliates retain an interest in Bumble Bee Seafoods (other than through Stinson), and as a result Bumble Bee Seafoods became a single member limited liability company owned by Stinson, Bumble Bee Seafoods will be disregarded as an entity separate from Stinson for U.S. federal income tax purposes.

Taxation of Stinson

Generally

Stinson will be treated as a U.S. corporation for U.S. federal income tax purposes and will generally be subject to U.S. federal income tax on its taxable income at graduated rates. As discussed above, Stinson also will be required to separately take into account its direct and indirect distributive share of Bumble Bee Seafoods' income, gains, losses, deductions and credits and interest received on the Bumble Bee Notes. In addition, it is anticipated that Stinson will claim interest deductions with respect to the Stinson Notes.

Stinson's ability to deduct interest paid on the Stinson Notes assumes that the Stinson Notes are characterized as debt for U.S. federal income tax purposes and that the interest rate is an arm's-length rate. (See discussion below "— Deductibility of Interest — Stinson Notes as Debt"). In addition, the earning stripping rules of Code section 163(j) may limit Stinson's ability to deduct the full amount of interest payments on the Stinson Notes. (See "— Earnings Stripping Rules — Section 163(j)".) Any limitation of Stinson's ability to deduct its interest expense may increase Stinson's U.S. federal income tax liability and thereby reduce the after-tax funds available for payment of dividends on Stinson's common stock, and thereby reduce the amount of funds available for distribution by the Fund to the Unitholders.

Deductibility of Interest

Stinson Notes as Debt

Stinson intends to deduct interest paid on the Stinson Notes from its taxable income.

If, however, the Stinson Notes are treated for U.S. federal income tax purposes as equity in Stinson rather than as debt, the interest on the Stinson Notes would be treated as non-deductible dividends. Stinson's inability to deduct interest on the Stinson Notes could materially increase its taxable income, and thus its U.S. federal income tax liability. This would reduce Stinson's after-tax income available for payment of interest on the Stinson Notes and dividends on the Stinson Shares, and thus reduce the amount of funds available for distribution by the Fund to the Unitholders.

As part of this Offering, Stinson will issue approximately US\$23 million of 13.25% unsecured, subordinated notes under Stinson Note Indenture (the "New Stinson Notes"). The determination of whether the New Stinson Notes are classified as debt or equity for U.S. federal income tax purposes is based on the facts and circumstances. There is no clear statutory definition of debt and its characterization is governed by principles developed in case law, which analyzes numerous factors that are intended to identify the economic substance of the investor's interest in the corporation. While the IRS has not published an exhaustive list of relevant items, and there is no clear statutory, regulatory or judicial guidance on the relative weight to be given to any one factor, factors typically considered include:

the intention of the parties and their expectation of repayment, the form of the instrument, the identity of interest between the creditor and issuer's equity holders, whether the creditor has rights and remedies typical of a creditor, whether the instrument in question is a written unconditional obligation to pay a sum certain at a maturity date that is not unduly far in the future and whether the instrument has significant equity-like characteristics (e.g., convertibility into the stock of the corporation, participation rights, voting power or management rights, or subordination to or preference over other indebtedness).

The issuer's debt to equity ratios are important indicia of the intent and expectation of the parties; high debt to equity ratios are indicative of equity. Upon the issuance of the New Stinson Notes, the initial ratio, by value, of the Stinson Notes (including the New Stinson Notes) to the Stinson Shares will be less than one to one, and the initial ratio, by value, of the sum of all debt of Stinson (including the Stinson Notes and Stinson's proportional share of all debt of Bumble Bee Seafoods, including the US\$100 million available under the Combined Business' credit facilities) to the value of all of Stinson's assets (including Stinson's proportional share of all Bumble Bee Seafoods assets) will be less than 1.5 to one. Such ratios are consistent with a debt characterization of the New Stinson Notes for U.S. federal income tax purposes. Further, several other factors support debt characterization: interest on the New Stinson Notes will be paid currently at a fixed rate of 13.25%, the obligation to pay the interest and to repay the principal amount of the New Stinson Notes is unconditional, the New Stinson Notes will not be convertible into shares of common stock or other equity of Stinson, the New Stinson Notes will not have any voting, participation or management rights with respect to Stinson and Blacks Harbour Transfer will have normal creditor remedies in the case of a default on payment of interest or principal and such rights will be enforceable against Bumble Bee Seafoods under the guarantee. In addition, the New Stinson Notes have a maturity date that is not inconsistent with a debt characterization.

On the other hand, the common shares of Stinson will represent all of the total outstanding equity of Stinson, and the Fund (indirectly through Connors Trust and Connors Bros.) will own all of the common shares of Stinson and all of the Stinson Notes. Such ownership overlap is a factor weighing toward an equity characterization of the Stinson Notes. In addition, the determinations of an independent financial advisor described below are not binding on the IRS or a court and the IRS may assert that the term, principal amount, interest rate and other provisions of the Stinson Notes are not substantially similar to the provisions of a loan to which Stinson and an unrelated lender would agree to bargaining at arm's length.

Taking into account the determinations of the independent financial advisor, the additional representation described below and weighing all of the factors, in the opinion of U.S. Tax Counsel, the New Stinson Notes should be characterized as debt and the interest paid on the New Stinson Notes should be deductible for U.S. federal income tax purposes. The Fund and Stinson intend to take that position. However, there can be no assurance that such a position would be sustained if challenged by the IRS.

In reaching the conclusion set out in the previous paragraphs, U.S. Tax Counsel has relied on certain representations and determinations by Connors Trust, Blacks Harbour Transfer, Stinson and an independent financial advisor relating to (among other things) the economic, creditor rights and other terms of the Notes, the overall capital structure of Stinson including its debt to equity ratios after giving effect to the transactions described in this short form prospectus, the arm's-length nature of the terms of the New Stinson Notes, and the ability of Stinson to meet its debt obligations based on its projected financial performance.

Even if the IRS accepts the characterization of the New Stinson Notes as debt, there can be no assurance that the IRS will not claim that the interest rate on the New Stinson Notes is in excess of an arm's length rate or that the Fund should be treated as having paid more for the New Stinson Notes than their face amount. If either such challenge were successful, Stinson would be unable to fully deduct the interest on the New Stinson Notes, which could materially increase its taxable income and thus, its U.S. federal income tax liability.

On April 30, 2004, the Fund received an opinion from U.S. Tax Counsel that taking into account the determinations of an independent financial advisor, certain representations and weighing all of the factors, the Stinson Notes (other than the New Stinson Notes) should be characterized as debt and the interest paid on these notes should generally be deductible for U.S. federal income tax purposes. Based on U.S. Tax Counsel's understanding of the performance of Bumble Bee Seafoods to date and certain representations relating to such performance by Bumble Bee Seafoods and Stinson, U.S. Tax Counsel is not aware of any facts that would alter such opinion given on April 30, 2004.

Earnings Stripping Rules — Section 163(j)

Code section 163(j) is a potential limiting factor on Stinson's ability to deduct interest paid on the Stinson Notes. In general, Code section 163(j) limits a corporation's interest expense deduction for interest paid to related foreign persons exempt from U.S. tax in years that: (i) the debt-to-equity ratio of the U.S. corporate taxpayer exceeds 1.5 to 1 (calculated based on the tax basis of assets) and (ii) the corporation's net interest expense (i.e., Stinson's interest on the Stinson Notes plus its share of Bumble Bee Seafoods' interest expense less the sum of Stinson's interest income plus its share of Bumble Bee Seafoods' interest income) exceeds 50% of its "adjusted taxable income". Adjusted taxable income is generally defined as the corporation's taxable income before net interest expense, depreciation, and amortization and taxes. For this purpose, a corporation and a creditor of the corporation will generally be "related" if the creditor owns directly, indirectly, or by attribution more than 50% of the corporation by vote or value. In addition, when a foreign person is entitled to a reduced rate of withholding tax on an interest payment, then a portion of such payment is considered exempt from U.S. federal income tax for purposes of Code section 163(j).

Since Stinson, Connors Bros., Blacks Harbour Transfer and Connors Trust are each indirectly wholly-owned by the Fund, they will be considered related for purposes of Code section 163(j). Stinson will be making interest payments to the Connors Trust and Blacks Harbour Transfer, both of whom are related foreign persons exempt from U.S. tax, so the interest payments should be subject to the application of Code section 163(j). Thus, Code section 163(j) could limit Stinson's ability to deduct interest paid on the Stinson Notes.

In this regard, proposed legislation has been introduced in the United States Congress to amend the existing "earnings stripping" rules under Code section 163(j) which could impose additional restrictions on the ability of Stinson to claim such deductions. However, as of the date of this short form prospectus, there is no information as to if and in what form any such proposed amendments would be enacted. An additional restriction on or elimination of the ability of Stinson to claim deductions for interest payments under the Stinson Notes could increase Stinson's U.S. federal income tax liability, which would reduce the amount of the distributions which Connors Bros. would otherwise receive and thereby have an adverse effect on the cash flow of the Fund available for distribution to Unitholders.

United States Withholding Taxes

Taxation of Stinson Dividends

Distributions paid by Stinson to Connors Bros. will be considered dividends, to the extent of Stinson's current and accumulated earnings and profits, and generally will be subject to a 30% U.S. withholding tax, subject to potential reduction under an applicable tax treaty. In general, under the Canadian Treaty, dividends paid to a Canadian resident corporation that owns at least 10% of the voting stock of the corporation paying the dividends are subject to a 5% withholding tax. Thus, any dividends paid to Connors Bros. by Stinson should be eligible for the 5% withholding rate. It is anticipated that Connors Bros. will provide all necessary documentation to Stinson to qualify for the 5% reduced rate of withholding on dividends. To the extent any distributions paid by Stinson to Connors Bros. exceeds the amount of Stinson's current or accumulated earnings and profits, the amount of any such distributions will reduce Connors Bros.' tax basis in its Stinson Shares to the extent thereof, and the amount of any distributions in excess of such basis will be treated as if it were gains realized on a disposition of the Stinson Shares.

Taxation of Interest

Stinson will make interest payments on the Stinson Notes to Blacks Harbour Transfer, a Canadian resident corporation, and Connors Trust, a Canadian resident trust that has elected to be treated as a corporation for U.S. federal income tax purposes. Such U.S. source interest payments are generally subject to a 30% U.S. withholding tax, subject to potential reduction under an applicable tax treaty. In general, Canadian resident lenders are entitled to reduce to 10% the U.S. withholding tax on U.S. source interest under the Canadian Treaty. Thus, any interest paid by Stinson to Blacks Harbour Transfer and Connors Trust should be eligible for the 10% withholding rate. It is anticipated that Connors Trust and Blacks Harbour Transfer will provide all necessary documentation to Stinson to qualify for the 10% reduced rate of withholding on interest.

If the Stinson Notes are characterized for U.S. federal income tax purposes as equity rather than debt, then the otherwise deductible interest on the Stinson Notes would be treated as non-deductible distributions which, to the extent treated as dividends under the Code, would be subject to U.S. federal income withholding tax of 30%, subject to

reduction under an applicable income tax treaty. In general, under the Canadian Treaty, withholding tax on a U.S. source dividend paid to a Canadian resident shareholder is reduced to 15%.

RISK FACTORS

An investment in Units involves a number of risks in addition to those described under “Special Note Regarding Forward-Looking Statements” and in the Fund’s management’s discussion and analysis of financial condition and results of operation for the year ended December 31, 2003 and for the three and six month periods ended June 26, 2004, incorporated by reference in this short form prospectus. Before investing, prospective purchasers of Units should carefully consider, in light of their own financial circumstances, the factors set out below, as well as other information contained or incorporated by reference in this short form prospectus.

Leverage and Restrictive Covenants

The ability of the Combined Business to make distributions, pay dividends or make other payments or advances is subject to applicable laws and contractual restrictions contained in the instruments governing any indebtedness of those entities. The degree to which the Combined Business is leveraged could have important consequences to the Unitholders including: the ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; a significant portion of cash flow from operations may be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations; some of the borrowings are subject to variable rates of interest, which exposes the business to the risk of increased interest rates; and the Combined Business may be more vulnerable to economic downturns and be limited in its ability to withstand competitor pressures. These factors may increase the sensitivity of distributable cash to interest rate variations.

Previously, leverage was a factor in the sale of the assets of the Clover Leaf Seafoods and Bumble Bee Seafoods businesses in 1997. Prior to that transaction, those businesses had been carried on by a predecessor which operated with a significant amount of debt and high interest costs which adversely impacted the earnings and the growth potential of the business. This led to the restructuring and sale of the predecessor, which was facilitated through a filing under Chapter 11 of the United States Bankruptcy Code completed at the time of the sale in 1997.

Resource Supply

The Combined Business depends on a continuing supply of product that meet its quality and quantity requirements. While the overall global supply of tuna is relatively stable, there are some fisheries that are at or close to their maximum sustainable yields. If effective management measures are not applied to those stocks that are fully exploited, over fishing could substantially reduce the biomass of certain tuna stock, decreasing future maximum sustainable yields and lowering projected catch rates.

The supply of herring is dependent on the biomass of the stocks being fished and the ability to procure the required portion of the biomass. Herring have historically been an extremely prolific and fertile species and, depending on spawning conditions, the overall population is subject to significant inter-year variations that do not necessarily affect the long-term stability of the resource.

Commodity Price Fluctuation

The most important raw material used in the Combined Business is tuna. The price of wholesale tuna is affected by things such as global demand, fishing activity and regional climatic changes and has historically been relatively volatile in the lightmeat tuna sector, while albacore tuna has remained more stable. Given that tuna meat represents approximately 60% to 70% of the cost of the finished canned tuna product, wholesale tuna pricing volatility has a very significant impact on production cost. Bumble Bee has historically been able to pass raw materials price increases through to retailers however, there can be no assurance that in the future the Combined Business will be able to increase its prices to offset increased costs without suffering reduced volume, revenue and profit margins which may have a material adverse effect on the Combined Business’ financial condition and results of operations.

Suppliers and Customers

Consolidation among food distributors may result in increased pressure on pricing and trade terms for food processors. Operating costs may be negatively affected by increases in other inputs such as energy costs and commodity prices. Generally, the Combined Business does not have long-term agreements with its customers. Accordingly, a customer may, on relatively short notice, decide that it wishes to cease purchasing products from the Combined

Business. The loss of a significant customer may have a material adverse effect on the Combined Business' financial condition and results of operations.

Competition

The canned seafood industry is characterized by relatively low margins and high levels of competition. Some competitors may have greater economic resources than the Combined Business and may be better able to withstand volatility within the canned seafood industry and throughout the economy as a whole while retaining greater operating and financial flexibility. These competitors may be able to institute and sustain price wars which could result in a reduction of the Combined Business' share of the market and reduced price levels and profits margins. There can be no assurance that the Combined Business will be able to compete successfully against its current or future competitors or that such competition will not have a material adverse effect on the Combined Business' financial condition and results of operations.

Retail Consolidation

Clover Leaf Seafoods' and Bumble Bee Seafoods' top 10 customers in Canada and the United States accounted for approximately 70% and 50% of its total revenue for fiscal year 2003, respectively (prior to giving effect to the Transaction). As a result of the continuing retail consolidation, the Combined Business's retail customers grow larger and become more sophisticated enabling them to demand lower pricing and increased promotional programs. If the Combined Business is unable to use its scale, marketing expertise and market leadership position to respond to these trends, it may have a material adverse effect on its financial condition and results of operations.

Reliance on Key Personnel

The Combined Business's operations are dependent on the abilities, experience and efforts of its senior management. Should any of these individuals be unable or unwilling to continue their employment with the Combined Business, there may be a material adverse effect on the Combined Business' financial condition and results of operations.

Future and Pending Litigation

Some of the lawsuits currently pending against the Combined Business, as well as litigation that may be filed in the future, could require the Combined Business to pay significant damages which could have a material adverse effect on its business, results of operations or financial condition.

The Maine facilities experienced a production shortfall for the 12-month period ending March 31, 2004, relative to the targets established by the Consent Decree. Management has entered into discussions with the Attorney General for the State of Maine to obtain a reduction in such production commitments for this period. It is possible that in order to obtain a waiver of the production shortfall and variation of the Consent Decree to reduce the annual production commitment, the Combined Business will be required to make additional investments in its facilities in the State of Maine, and to extend the Consent Decree Term.

Proposed Resolution of U.S. Department of Justice Anti-Trust Investigation

On August 31, 2004, the Fund announced that the Antitrust Division of the U.S. Department of Justice filed its final judgment with the United States District Court for the District of Columbia (the "Final Judgment"), concluding the anti-trust investigation under the United States Hart-Scott Rodino Antitrust Improvements Act of 1976 which arose in connection with the Transaction. Public comment on the judgment will be accepted for sixty days from the filing date, after which the District Court is expected to enter the settlement. As required by the Final Judgment, the Fund will divest the *Port Clyde*[®] sardine brand in the United States, as well as several other smaller sardine brands. The Fund must complete this divestiture within 120 days of the filing of the Final Judgment, though the Fund may seek additional extensions if required. In addition, the sardine processing facilities in either Bath, Maine or Grand Manan, New Brunswick will be made available to prospective purchasers of the brands should they desire to self-manufacture the product. On an unaudited basis, the combined net sales of the brands to be divested were US\$5.4 million for the 12 months ended June 26, 2004 and less than 1.0% of pro forma total revenues for that period. Although the nature of the divestiture transaction will determine its accounting treatment, management of the Combined Business does not anticipate that the divestiture of these brands will have a material effect on earnings for 2004 or for future periods.

Uninsured and Underinsured Losses

The Declaration of Trust authorizes the Trustees to arrange for insurance coverage in respect of potential liabilities of the Fund on such terms as the Trustees consider appropriate. Management believes that the comprehensive property and casualty insurance coverages and amounts that they maintain are sufficient to repair or replace any assets physically damaged or destroyed, including coverage for resultant business interruption losses, or extra expenses sustained, and to cover in respect of claims for bodily injury or property damage arising out of assets or operations. However, not all risk factors are covered by insurance, and no assurance can be given that insurance will be consistently available or will be consistently available on an economically feasible basis or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or operations of the Combined Business. A claim that is not covered by insurance or which exceeds the policy limit may have a material adverse effect on the financial condition and results of operations.

Labour Action

The success of the Combined Business depends on a large number of employees, particularly during peak periods, employed at their fish processing plants. Any organized work stoppage or other similar job action at one of those plants may have a material adverse effect on the Combined Business' financial condition and results of operations.

Pension and Benefits Funding

The Combined Business maintains pension plans, either directly or through certain subsidiaries, that are not fully funded on an actuarial solvency basis. It is likely that the Combined Business will have to make additional contributions to such plans. It is anticipated that any such contributions would be funded from operations or existing resources.

Control of the Combined Business

Pursuant to agreements entered into on the completion of the Transaction, the owners of the retained interest in the Combined Business are entitled to indirectly designate three of the nine members of the board of trustees or board of directors of the Fund and its Canadian subsidiary entities, and two of the five members of the board of directors or board of managers of the Fund's U.S. subsidiary entities, for so long as specified retained interest holders own or control not less than a 20% direct or indirect interest in the Fund (15% in the case of the Fund's U.S. subsidiary entities). The number of members of the respective boards that may be indirectly designated by those retained interest holders will decrease as their direct or indirect ownership of Units falls below specified levels. As a result of these board representation rights, the retained interest holders will be able to exercise significant control over certain transactions submitted to the respective boards for approval. In addition, for so long as specified retained interest holders own or control not less than a 20% direct or indirect interest in the Fund, those holders will have approval rights with respect to certain matters relating to the Fund and its subsidiary entities, which will allow those holders to exercise significant control over certain transactions. Those holders will also have approval rights respecting amendments to the constating documents of the Fund and its subsidiary entities. The interests of the retained interest holders and their affiliates may conflict with those of other Unitholders.

Foreign Exchange Exposure

Sales to customers outside Canada for the six months ended June 26, 2004, represented approximately 83% of the Combined Business' revenue. Accordingly, a significant portion of the Combined Business' sales are recorded in U.S. dollars, although cash distributions payable by the Fund are denominated in Canadian dollars. The Fund has implemented a foreign currency management policy designed to protect against any losses which may occur as a result of a fluctuation in the U.S./Canadian dollar exchange rate, but there can be no guarantee of its success. In addition, competitive pressures may significantly constrain the ability of the Combined Business to increase its selling prices to offset any reduction in Canadian dollar reported revenues as a result of changes in exchange rates. As a result, such fluctuations may have a material impact on the Fund's financial results and the amount of cash available for distribution to Unitholders.

U.S. Government Trade Policy

The Combined Business benefits from U.S. trade policy that currently imposes a 12.5% import duty on most imports of canned tuna packed in water and a 35% import duty on imports of tuna packed in oil. There is no assurance

that the United States will retain these import duties and as free trade agreements are negotiated with countries that have low labour rates, the cost of competitiveness of the Combined Business' tuna processing facilities may be threatened which may have a material adverse effect on the Combined Business' financial condition and results of operations.

Intellectual Property Rights

The ability of the Combined Business to differentiate its brands from those of its competitors depends, in part, on the strength and enforcement of their trademarks. The Combined Business also has proprietary trade secrets, technology, know-how, processes and other intellectual property rights that are not registered. Connors and Bumble Bee must constantly protect against any infringement by competitors. If a competitor infringes the trademarks or other intellectual property rights of the Combined Business, it may have to litigate to protect their rights, in which case, they may incur significant expenses and divert significant attention from their business operations. Furthermore, a successful challenge to certain of the Combined Business' intellectual property rights may have a material adverse effect on its competitive position and financial condition and results of operations.

Product Liability

The Combined Business is subject to potential product liabilities connected with its processing, canning and sale of canned seafood, including liabilities and expenses associated with product defect and handling, such as the potential contamination of ingredients or products by bacteria and other external agents or the introduction of foreign objects. The Combined Business takes precautionary measures to minimize those risks such as utilizing an U.S. Food and Drug Administration approved HACCP plan as well as maintaining an ongoing program of rigorous self-inspection and third party inspection. It also maintain product liability insurance against potential claims, and require its co-packers to maintain product liability insurance with the Combined Business, as a co-insured. However, if a product liability claim were successful, the Combined Business' insurance might not be adequate to cover all the related liabilities, and the Combined Business might not be able to continue to maintain such insurance, or obtain comparable insurance at a reasonable cost, if at all. In addition, even if a product liability claim was not successful or was not fully pursued, the negative publicity surrounding any such assertion could harm the Combined Business' reputation with its customers. The consequences of any of the foregoing events may have a material adverse effect on the Combined Business' financial condition and results of operations.

Governmental Regulation

The Combined Business is subject to extensive laws, rules, regulations and policies with respect to the production, processing, preparation, distribution, packaging and labelling of its food products. Such laws, rules, regulations and policies are administered by various federal, state, provincial, regional and local health agencies and other governmental authorities, including, without limitation, the Canadian Federal Department of Fisheries and Oceans, the Canadian Food Inspection Agency, the New England Fishery Management Council and the U.S. Food and Drug Administration. Changes to any of the above laws, rules, regulations or policies, or more stringent enforcement thereof, could have a significant impact on the Combined Business. There can be no assurance that the Combined Business will be able to comply with any future laws, rules, regulations and policies. Failure by the Combined Business to comply with applicable laws, rules, regulations and policies may subject the Combined Business to civil or regulatory proceedings, including fines, injunctions, administrative orders, recalls or seizures, which may have a material adverse effect on the Combined Business' financial condition and results of operations.

Environmental, Health and Safety Regulation

The Combined Business is governed by a broad range of federal, state, provincial and local environmental, health and safety laws and regulations, permits, approvals, common law and other requirements that impose obligations relating to, among other things: worker health and safety; the release of substances into the natural environment; the production, processing, preparation, handling, storage, transportation, disposal, and management of substances (including liquid and solid, non-hazardous and hazardous wastes and hazardous materials); and the prevention and remediation of environmental impacts such as the contamination of soil and water (including groundwater). As a result of these requirements, the Combined Business' operations and ownership, management and control of property carry an inherent risk of environmental liability (including potential civil actions, compliance or remediation orders, fines and other penalties), including with respect to the harvesting and processing of fish, the disposal of waste and the ownership, management, control or use of fishing vessels, transport vehicles and real estate.

Compliance with all such laws and future changes to them is material to the Combined Business. The Combined Business incurs significant capital and operating expenditures to comply with such laws. As a result of its operations, the Combined Business may occasionally be subject to orders, investigations, inquiries or other proceedings relating to environmental, health and safety matters, including issues of compliance with legislation, permits, historical contamination and other requirements. Changes in laws and regulations, or more rigorous enforcement, could result in additional material expenditures. Furthermore, no assurance can be given that additional environmental and workers' health and safety issues relating to presently known matters or identified sites, or to other matters or sites, will not require currently unanticipated liability or expenditures for investigation, assessment or remediation, or result in fines or other penalties. Future discovery of previously unknown environmental issues, including contamination of property underlying or in the vicinity of the Combined Business' present or former properties or manufacturing facilities, could require the Combined Business to incur material unforeseen expenses. All of these risks and related potential expenses may have a material adverse effect on the Combined Business' financial condition and results of operations.

Safety and Quality of Products/Industry Practices

Demand for the Combined Business' products is subject to fluctuations resulting from nutritional and health-related concerns and public reaction to food spoilage or food contamination issues. In addition, the Combined Business' food processing operations are subject to federal, state, provincial and local food processing controls, and may be impacted by consumer product liability claims, product tampering, and the possible unavailability and/or expense of liability insurance. A determination by applicable regulatory authorities that any of the Combined Business' plants are not in compliance with any such controls in any material respect may have a material adverse effect on the Combined Business' financial condition and results of operations. The Combined Business could also be adversely affected if consumers in its principal markets lose confidence in the safety and quality of its products or the industry's fishing practices. Adverse publicity about these types of concerns, such as recent publicity regarding "dolphin-safe" practices and methylmercury levels in tuna, whether or not valid, may discourage consumers from buying the Combined Business' products and could have a material adverse effect on the Combined Business' financial condition and results of operations.

Methylmercury

Recently, a number of public health organizations have issued health warnings alleging that tuna and other seafood products contain certain mercury compounds, specifically methylmercury. Methylmercury is a toxin believed to cause damage to the human nervous system, especially in young children and developing fetuses. However, the level of methylmercury in fish that can be consumed safely by an individual is a heavily debated topic. Methylmercury levels are highest in long-lived fish at the top of the food chain, such as tilefish, shark and swordfish. Methylmercury levels in canned tuna are at the low end of the spectrum. It is possible that the actual or perceived health risks posed by mercury in seafood products generally, and in canned tuna, in particular, may have negative implications for the canned tuna industry, including the threat of lawsuits and potential exposure to liability, the possible imposition of additional government warnings or regulation and negative publicity.

U.S. Government Warnings

U.S. federal and state governmental agencies, including the FDA, have released consumption advisories warning that pregnant and nursing women and young children should avoid or limit consumption of seafood known to have higher levels of methylmercury content than other seafood. These groups of individuals are advised not to consume long-lived, larger fish, specifically shark, swordfish, king mackerel and tilefish, and to limit consumption of other fish to 12 ounces a week.

In their March, 2004 Advisory to Pregnant Women and Women of Child-bearing age the U.S. Food and Drug Administration and Environmental Protection Agency reiterated their guidance on limiting consumption of seafood to 12 ounces per week and avoiding the four named species completely. Additionally, the advisory highlighted canned light tuna as one of the five low-mercury choices in stating that "[f]ive of the most commonly eaten fish that are low in mercury are shrimp, canned light tuna, salmon, pollock and catfish". However, the advisory went on to state that "[a]nother commonly eaten fish, albacore ("white") has more mercury than canned light tuna. So, when choosing your two meals of fish and shellfish, you may eat up to six ounces (one average meal) of albacore tuna per week".

The March 2004 advisory received substantial publicity in the United States focusing on the new inclusion of advice on canned tuna. News reports also noted that recent Food and Drug Administration testing indicated that canned

albacore tuna contains almost three times as much mercury as canned lightmeat tuna. There can be no assurance that this advisory and the publicity surrounding it will not materially adversely affect tuna consumption and the Combined Business' financial condition and results of operations.

Proposition 65

California's *Safe Drinking Water and Toxic Enforcement Act of 1986*, commonly known as Proposition 65, requires manufacturers, distributors, and sellers of consumer goods to provide warnings if their products may cause exposure to one of several hundred chemicals (including methylmercury, mercury and mercury compounds) found on a government-maintained list of carcinogens and reproductive toxins. There are various exemptions to this warning requirement, including an exemption for chemicals that are naturally occurring in foods and for exposures to low levels of chemicals that will not cause a significant risk of cancer or reproductive harm.

A Proposition 65 lawsuit was filed against the three major tuna industry producers in December 2001 by the Public Media Center, a private non-profit group in San Francisco, California. The major tuna producers are being defended through the U.S. Tuna Foundation, an organization to which they all belong and support monetarily. The defence put forth by the tuna producers was that at ordinary consumption levels, canned tuna is not in violation of even the 1,000-fold safety factor called for by Proposition 65; further, the mercury in canned tuna is naturally occurring and therefore is exempt from Proposition 65. The major canned tuna producers, including Bumble Bee, have also provided supermarkets in California with an indemnity against potential liability in a related lawsuit brought by the State of California. That lawsuit does not directly allege failure to provide warnings with the sale of canned tuna, but does allege failure to provide warnings with the sale of certain fresh fish. In June 2004, the Attorney General of California filed a separate complaint under Proposition 65, which is expected to be consolidated with the Public Media Centre lawsuit. See "Recent Developments — Proposition 65 Lawsuit". Bumble Bee believes that it has strong defences to the Proposition 65 litigation, and that its indemnity obligations to the supermarkets will not be triggered. However, there can be no assurance that final resolution of these matters would not result in material damage awards or payments, which could have a material adverse effect on the Combined Business' financial condition and results of operations or result in a requirement to include a mercury warning on tuna can labels which could materially adversely affect tuna consumption.

Public Perception of Farmed Salmon

Recent publicity in the United States has focused on the presence of polychlorinated biphenyls (PCBs) and other contaminants in salmon. On January 8, 2004, *Science* magazine published a paper, "Global Assessment of Organic Contaminants in Farmed Salmon," comparing the levels of PCBs in farmed and wild salmon. While both farmed and wild salmon PCB levels were at least 40 times lower than the FDA's safety level, the study found that farmed salmon contained higher levels than wild salmon, which was attributed to the fish used for fish feed for farmed salmon. In response to this publicity, leading scientists at Harvard University and the FDA reiterated that consumers should continue to follow their doctor's advice and eat fish, including salmon, twice per week. In a study on dietary exposure to compounds such as PCBs in 2003, the National Academy of Sciences reported that "because of the health benefits associated with omega-3 fatty acids in fish and the difficulty of trimming fat from fish, the committee did not recommend that people reduce their consumption of fatty fish below the currently recommended two servings per week."

Most recently, studies have shown low, but detectable levels of flame retardants in both farmed and wild salmon products. While not considered to be harmful even at extreme consumption levels, the presence of these chemicals tends to generate negative publicity towards fish consumption.

Over 99% of the salmon used in *Bumble Bee*[®] and *Clover Leaf*[®] canned salmon products is wild-caught. While Bumble Bee has communicated this fact to consumers via its product labels and its website, there can be no assurance that consumers will not forsake or reduce consumption of all salmon, both farmed and wild, as a result of these reports.

Changes to U.S. "Dolphin Safe" Legislation

The definition of "dolphin safe" continues to be an area of debate between the U.S. Department of Commerce and United States environmentalists. In 1997, the U.S. Congress approved the *International Dolphin Conservation Program Act*, which became effective in March 1999 with a new definition of "dolphin safe" that changed the definition from "non-encirclement" of porpoise during the catching of tuna to one of "no mortality". This change was based on scientific evidence provided by the Inter-American Tropical Tuna Commission, which was successfully challenged by

the U.S. environmental community in court. On August 9, 2004, the United States Court for the Northern District of California ruled that the Department of Commerce decision was “arbitrary, capricious . . . and contrary to law” thus firmly reinstating the “non-encirclement” policy as federal law. Bumble Bee remains committed to and in compliance with a “non-encirclement” policy. Bumble Bee management believes that its major competitors are also committed to retaining their policies of “non-encirclement” despite any changes to the definition of “dolphin safe”. Notwithstanding the foregoing, the industry does not benefit from continued high-profile coverage of the dolphin-safe issue. If this matter continues to receive significant attention from the media, it could impact public perception and negatively impact the canned tuna market. All of these risks may have a material adverse effect on the Combined Business’ financial condition and results of operations.

Risks Relating to an Investment in the Units

Cash Distributions Are Not Guaranteed and Will Fluctuate with the Performance of the Combined Business

Although the Fund intends to distribute the interest and other income earned by the Fund, less amounts, if any, paid by the Fund in connection with the redemption of Units and Fund expenses, there can be no assurance regarding the amounts of income to be generated by the Combined Business and indirectly paid to the Fund. The ability of the Fund to make cash distributions, and the actual amount distributed, will be entirely dependent on the operations and assets of the Combined Business, and will depend on various factors including the Combined Business’ operating and financial performance, the availability of fish stock and demand for its products, its obligations under applicable credit facilities, fluctuations in its working capital, the sustainability of its margins, its capital expenditure requirements and the deductibility for tax purposes of interest payments on the inter-company debt of the Fund’s subsidiary entities. See “— Risks Related to the Combined Business — Leverage and Restrictive Covenants”. The market value of the Units may deteriorate if the Fund is unable to meet its cash distribution targets in the future, and that deterioration may be material. In addition, the composition of cash distributions may change over time and may ultimately affect the after-tax return for investors. See “Certain Canadian Federal Income Tax Considerations”.

Nature of Units

Securities such as the Units are hybrids in that they share certain attributes common to both equity securities and debt instruments. The Units do not represent a direct investment in the Combined Business and should not be viewed by investors as interests in Bumble Bee Seafoods or Clover Leaf Seafoods. As holders of Units, Unitholders will not have the statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring “oppression” or “derivative” actions or rights of dissent. The Units represent a fractional interest in the Fund. The Fund’s primary assets will be Connors Shares, Connors Notes, Connors Trust Units and Connors Trust Notes. The price per Unit is a function of anticipated distributable income of the Fund, which may change.

The Units are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of that Act or any other legislation. Furthermore, the Fund is not a trust company and, accordingly, is not registered under any trust and loan company legislation as it does not carry on or intend to carry on the business of a trust company.

Distribution of Securities on Redemption or Termination of the Fund

Upon a redemption of Units or termination of the Fund, the Trustees may distribute Connors Shares, Connors Notes, Connors Trust Units and/or Connors Trust Notes directly to the Unitholders, subject to obtaining all required regulatory approvals. There is currently no market for these securities, and they are not expected to be freely tradable or listed on any stock exchange. Securities so distributed may not be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans, depending upon the circumstances at the time.

Unitholder Liability

The Declaration of Trust provides that no Unitholder will be subject to any liability whatsoever for obligations of the Fund to any person in connection with a holding of Units. However, there remains a risk, which is considered by the Fund to be remote in the circumstances, that a Unitholder could be held personally liable despite such statement in the Declaration of Trust, for the obligations of the Fund to the extent that claims are not satisfied out of the assets of the Fund. It is intended that the affairs of the Fund will be conducted to seek to minimize such risk wherever possible.

Investment Eligibility and Foreign Property

There can be no assurance that the Units will continue to be qualified investments for registered retirement savings plans, deferred profit sharing plans, registered retirement income funds and registered education savings plans or that the Units will not be foreign property under the Tax Act. The Tax Act imposes penalties for the acquisition or holding of non-qualified investments and on excess holdings of foreign property. See “Certain Canadian Federal Income Tax Considerations” and “Eligibility for Investment”.

Restrictions on Certain Unitholders and Liquidity of Units

The Declaration of Trust imposes restrictions on non-resident Unitholders who are prohibited from beneficially owning more than 49.9% of the Units. This restriction may limit the rights of certain Unitholders, including non-residents of Canada, to acquire Units, to exercise their rights as Unitholders and to initiate and complete take-over bids in respect of the Units. As a result, these restrictions may limit the demand for Units from certain Unitholders and thereby adversely affect the liquidity and market value of the Units held by the public. See “Details of the Offering — Limitation on Non-Resident Ownership”.

Future Sales of Units by New Holdings

After giving effect to this Offering, New Holdings will own an approximately 15.9% interest in the Combined Business. Pursuant to the Exchange Agreement, all or any part of this retained interest can be exchanged for cash (or, at the option of Connors Bros., Units) at any time, subject to certain conditions. New Holdings has also been granted certain registration rights by the Fund. If New Holdings were to liquidate substantial amounts of Units in the public market, the market price of the Units could fall. The perception among the public that these sales will occur could also produce such an effect.

Income Tax Matters

Canada

There can be no assurance that Canadian federal income tax laws and administrative policies respecting the treatment of mutual fund trusts will not be changed in a manner that adversely affects the holders of Units. Currently, a trust will not be considered to be a mutual fund trust if it is established or maintained primarily for the benefit of non-residents unless all or substantially all of its property is property other than taxable Canadian property as defined in the Tax Act. On September 16, 2004, the Minister of Finance (Canada) released draft amendments to the Tax Act. Under the draft amendments, a trust would lose its status as a mutual fund trust if the aggregate fair market value of all units issued by the trust held by one or more non-resident persons or partnerships that are not Canadian partnerships is more than 50% of the aggregate fair market value of all the units issued by the trust where more than 10% (based on fair market value) of the trust’s property is taxable Canadian property or certain other types of property. If the draft amendments are enacted as proposed, and if, at any time, more than 50% of the aggregate fair market value of units of the Fund were held by non-residents and partnerships other than Canadian partnerships, the Fund would thereafter cease to be a mutual fund trust. The draft amendments do not currently provide any means of rectifying a loss of mutual fund trust status. If the Fund ceases to qualify as a “mutual fund trust” under the Tax Act, the income tax considerations described under “Certain Canadian Federal Income Tax Considerations” would be materially and adversely different in certain respects.

The Declaration of Trust provides that a sufficient amount of the Fund’s net income and net realized capital gains shall be distributed each year to Unitholders in order to eliminate the Fund’s liability for tax under Part I of the Tax Act. Where such amount of net income and net realized capital gains of the Fund in a taxation year exceeds the cash available for distribution in the year, such excess net income and net realized capital gains will be distributed to Unitholders in the form of additional Units. Unitholders are generally required to include an amount equal to the fair market value of those Units in their taxable income, in circumstances when they do not directly receive a cash distribution.

Income fund structures generally involve a significant amount of inter-company or similar debt, generating substantial interest expense, which serves to reduce earnings and therefore income tax payable. There can be no assurance that taxation authorities will not seek to challenge the amount of interest expense deducted. If such a challenge were to succeed against Connors Bros., Blacks Harbour Transfer or Connors Trust, it could materially adversely affect the amount of distributable cash available. Management believes that the interest expense inherent in

the structure of the Fund is supportable and reasonable in light of the terms of the indebtedness owing by Connors Bros. and Connors Trust to the Fund and by Blacks Harbour Transfer to Connors Bros. On October 31, 2003, the Department of Finance released, for public comment, proposed amendments to the Tax Act that relate to the deductibility of interest and other expenses for income tax purposes for taxation years commencing after 2004. In general, the proposed amendments may deny the realization of losses in respect of a business or property in a year if in the year it is not reasonable to expect that the taxpayer will realize a cumulative profit from that business or property for the period in which the taxpayer has carried on, and can reasonably be expected to carry on, that business, or has held, and can reasonably be expected to hold, that property. Management believes that it is reasonable to expect the Fund and its subsidiaries will realize a cumulative profit from their respective properties and businesses as the case may be.

There can be no assurance that the Budget Proposals will not be enacted in their current form even though the Minister of Finance (Canada) announced on May 18, 2004 that the application of the Budget Proposals originally scheduled to apply commencing after 2004 was suspended to allow further consultation with interested parties, following which further legislative proposals will be announced. It cannot yet be determined whether such further legislative proposals will have an effect on the Fund or on the status of the Units.

The Department of Finance has indicated that it will continue to evaluate the development of the income trust market as part of its ongoing monitoring and assessment of Canadian financial markets and the Canadian tax system. Accordingly, further changes in this area, in addition to those tabled in the Budget Proposals, are possible. Such changes could result in the income tax considerations described under the heading “Certain Canadian Federal Income Tax Considerations” being materially different in certain respects.

United States

There can be no assurance that U.S. federal income tax laws and IRS administrative policies respecting the U.S. tax consequences described herein will not be changed in a manner that adversely affects Unitholders. See “Certain United States Federal Income Tax Considerations”.

Stinson will claim interest deductions with respect to the Stinson Notes in computing its income for United States federal income tax purposes. There is a risk that the IRS could successfully challenge Stinson’s position that the Stinson Notes should be treated as debt rather than equity for United States federal income tax purposes, in which case the otherwise deductible interest on the Stinson Notes would be treated as non-deductible distributions. The Fund has received advice from its U.S. Tax Counsel that interest payments on the New Stinson Notes should be deductible for U.S. federal income tax purposes, and previously received the same advice with respect to the Stinson Notes other than the New Stinson Notes. While there can be no assurance that the IRS will not take a contrary position, Stinson believes its position should prevail in such circumstances. A successful challenge of this position would increase Stinson’s U.S. federal income tax liability, which would reduce the amount of the distributions which Connors Bros. would otherwise receive from Stinson and thereby have an adverse effect on the cash flow of the Fund available for distribution to Unitholders. If the Stinson Notes are characterized for U.S. federal income tax purposes as equity rather than debt, then the otherwise deductible interest on the Stinson Notes would be treated as non-deductible distributions which, to the extent treated as dividends under the Code, would generally be subject to U.S. federal income withholding tax of 15% under the Canadian Treaty.

The earning stripping rules under Code section 163(j) may limit Stinson’s ability to deduct interest paid on the Stinson Notes. See “Certain United States Federal Income Tax Considerations — Earnings Stripping Rules — Section 163(j)”. In addition, there can be no assurance that future changes to U.S. federal income tax provisions will not otherwise restrict or eliminate the ability of Stinson to claim a deduction for U.S. federal income tax purposes for interest paid under the Stinson Notes. In this regard, proposed legislation has been introduced in the United States Congress to amend the existing “earnings stripping” rules under Code section 163(j) which could impose additional restrictions on the ability of Stinson to claim such deductions. However, as of the date of this short form prospectus, there is no information as to if and in what form any such proposed amendments would be enacted. An additional restriction on or elimination of the ability of Stinson to claim deductions for interest payments under the Stinson Notes could increase Stinson’s U.S. federal income tax liability, which would reduce the amount of the distributions which Connors Bros. would otherwise receive and thereby have an adverse effect on the cash flow of the Fund available for distribution to Unitholders.

ELIGIBILITY FOR INVESTMENT

Based on certificates regarding factual matters provided to counsel by the Fund, Connors Bros., Connors Trust, Clover Leaf GP, Computershare Trust Company of Canada and one of the Underwriters, and the assumptions set forth above under “Certain Canadian Federal Income Tax Considerations”, it is the opinion of Torys LLP and Osler, Hoskin & Harcourt LLP that, for purposes of the Tax Act, (i) the Units, if issued on the date hereof, would be, qualified investments for trusts governed by the Plans; and (ii) the Units would not, if issued on the date hereof, constitute “foreign property” for Plans (other than registered education savings plans), registered investments and other tax exempt entities, including most registered pension plans, that are subject to tax under Part XI of the Tax Act. Trusts governed by registered education savings plans are not subject to the foreign property rules.

Subject to the outcome of an announcement of the Minister of Finance (Canada) made on May 18, 2004 the Fund would be a “business income trust” and the Units would constitute “restricted investment property” as described in the Budget Proposals. On May 18, 2004, the Minister of Finance (Canada) announced that the application of the Budget Proposals originally scheduled for January 1, 2005 was suspended to allow further consultations with interested parties. If the Budget Proposals were to be enacted in their current form, certain investors, including trusts governed by registered pension plans and pension corporations, could be liable to penalty taxes if they hold restricted investment property in excess of the limits described in the Budget Proposals. The Budget Proposals indicate that Plans would not be subject to these penalty taxes. Counsel can provide no assurance as to whether the Budget Proposals will be enacted as proposed, in an amended form or at all. See “Certain Canadian Federal Income Tax Considerations” and “Risk Factors — Income Tax Matters — Canada”.

INTEREST OF EXPERTS

Certain legal matters relating to the Offering will be passed upon by Torys LLP, Toronto, Ontario and New York, New York, on behalf of the Fund, and by Osler, Hoskin & Harcourt LLP, Toronto, Ontario, on behalf of the Underwriters. As at the date hereof, the partners and associates of each of the foregoing firms beneficially own, directly or indirectly, less than one percent of the securities of the Fund and its associates and affiliates.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The current auditors of the Fund are Ernst & Young LLP.

KPMG LLP audited the consolidated comparative financial statements of the Fund for the year ended December 31, 2003.

The transfer agent and registrar for the Units is Computershare Investor Services Inc. at its principal office in Toronto, Ontario.

PURCHASERS’ STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the province or territory in which the purchaser resides for the particulars of these rights or consult with a legal advisor.

GLOSSARY OF TERMS

“**Affiliate**” of a person means any person that would be deemed to be an affiliated entity under the *Securities Act* (Ontario), as it exists on the date of the Declaration of Trust (applied, with the necessary changes being made, in respect of persons that are not companies);

“**Blacks Harbour Transfer**” means Black’s Harbour Transfer Ltd., a corporation incorporated under the laws of the Province of New Brunswick;

“**Blacks Harbour Transfer Note Indenture**” means the indenture made November 8, 2001 as amended and restated on April 30, 2004 between Blacks Harbour Transfer and Computershare Trust Company of Canada, as trustee, providing for the issuance of the Blacks Harbour Transfer Notes;

“**Blacks Harbour Transfer Notes**” means the 13.125% unsecured, subordinated notes of Blacks Harbour Transfer, of which \$54.7 million principal amount are issued and outstanding at the date of this short form prospectus;

“**Blacks Harbour Transfer Shares**” means the common shares of Blacks Harbour Transfer;

“**Book-Entry Only System**” means the book-based system administered by CDS;

“**Budget Proposals**” means the proposed amendments to the Tax Act announced by the Minister of Finance (Canada) on March 23, 2004;

“**Bumble Bee Exchange Rights**” means the rights granted by Connors Bros. to New Holdings, pursuant to the Exchange Agreement, to effectively exchange Clover Leaf LP Interests and Class B Interests for cash (or, at the option of Connors Bros., Units);

“**Bumble Bee Holdings**” means Bumble Bee Holdings, L.P., a limited partnership formed under the laws of the State of Delaware, which is expected to be converted into a Delaware limited liability company prior to the closing of this Offering;

“**Bumble Bee Note Indenture**” means the indenture made April 30, 2004 between Bumble Bee Seafoods and Computershare Trust Company of Canada, as trustee, providing for the issuance of the Bumble Bee Notes;

“**Bumble Bee Notes**” means the 13.375% unsecured, subordinated notes of Bumble Bee Seafoods, of which approximately U.S.\$45.5 million principal amount are issued and outstanding on the date of this short form prospectus;

“**Bumble Bee Parent**” means Bumble Bee Seafoods, L.P., a limited partnership formed under the laws of the State of Delaware;

“**Bumble Bee Parent GP**” means BB Holdings (GP), LLC, a Delaware limited liability company and the general partner of Bumble Bee Parent;

“**Bumble Bee Parent Partnership Agreement**” means the amended and restated agreement of limited partnership to be entered into in connection with the closing of the Offering and the transfer to Stinson of certain interests in Bumble Bee Parent among Bumble Bee Parent, New Holdings, and Stinson;

“**Bumble Bee Seafoods**” means Bumble Bee Seafoods, LLC, a limited liability company formed under the laws of the State of Delaware;

“**Canadian GAAP**” means generally accepted accounting principles in Canada;

“**Canadian Treaty**” means the U.S.-Canada Income Tax Convention;

“**CCI**” means Centre Capital Investors, III, L.P., a Delaware limited partnership and the sole member of Bumble Bee Parent GP;

“**CCRA**” means the Canada Customs and Revenue Agency;

“**CDS**” means The Canadian Depository for Securities Limited;

“**Centre**” means Centre Partners Management LLC and certain of US affiliates;

“**Centre Entities**” means, collectively, Centre Partners Management LLC, Centre Capital Investors III, L.P., Centre Buzz (Tax-Exempt), L.P., Centre Buzz (Offshore), L.P., Centre Partners Coinvestment III, L.P., Centre Capital Individual Investors III, L.P. and/or all Affiliates of the foregoing;

“**Centre Investment Requirement**” means at any time that (i) at such time one or more of the Centre Entities control (whether by ownership, contract or otherwise) the general partner of Bumble Bee Parent and the general partner of Bumble Bee Parent controls Bumble Bee Parent and (ii) Units (including Units that would be issued upon the exercise of all Exchange Rights and Bumble Bee Exchange Rights (assuming the election of Connors Bros. to satisfy such rights with Units)) held at such time by Centre Entities directly or indirectly through Bumble Bee Parent have a market price of at least U.S.\$15 million;

“**CIBC World Markets**” means CIBC World Markets Inc.;

“**CL Companies**” means, collectively, the 10 unlimited liability companies formed under the laws of the Province of Nova Scotia, each of which are wholly-owned subsidiary entities of CL Luxembourg;

“**CL Luxembourg**” means CL (Luxembourg) S.A.R.L.;

“**Class A Interests**” means the Class A membership interests in Bumble Bee Seafoods having the rights and obligations provided in the LLC Agreement;

“**Class A Units**” means the class A voting units of the Fund, each of which entitle the holder to one vote at any meeting of holders of Class A Units and Units (including resolutions in writing) and to nominal distributions and entitlements on the termination or winding up of the Funds;

“**Class B Interests**” means the Class B membership interests in Bumble Bee Seafoods having the rights and obligations provided in the LLC Agreement;

“**Closing Date**” means the closing date of the Offering;

“**Clover Leaf GP**” means Connors CL GP Limited, a corporation incorporated under the laws of Canada and a general partner of Clover Leaf Seafoods;

“**Clover Leaf LP Interests**” means the limited partnership interest of Clover Leaf Seafoods;

“**Clover Leaf Seafoods**” means Clover Leaf Seafoods, L.P., a limited partnership formed under the laws of the Province of Ontario;

“**Code**” means the United States Internal Revenue Code of 1986, as amended and in effect on the date hereof;

“**Combined Business**” means the combined operations of Clover Leaf Seafoods and Bumble Bee Seafoods following the completion of the Transaction;

“**Connors**” means Connors Bros. and its subsidiary companies;

“**Connors Bros.**” means Connors Bros., Limited, a corporation amalgamated under the laws of the Province of New Brunswick;

“**Connors Note Indenture**” means the indenture made November 8, 2001 between Connors Bros. and Computershare Trust Company of Canada, as trustee, providing for the issuance of the Connors Notes;

“**Connors Notes**” means the 13% unsecured, subordinated notes of Connors Bros., of which \$191.2 million principal amount are issued and outstanding at the date of this short form prospectus;

“**Connors Shares**” means the common shares of Connors Bros.;

“**Connors Trust**” means Connors Commercial Trust, a limited purpose trust established under the laws of the Province of Ontario;

“**Connors Trust Declaration of Trust**” means the declaration of trust dated April 30, 2004 pursuant to which Connors Trust was established;

“**Connors Trust Notes**” means the Series 1 Trust Notes, Series 2 Trust Notes and Series 3 Trust Notes, collectively, of which approximately \$142 million principal amount of Series 1 Trust Notes are issued and outstanding at the date of this short form prospectus;

“**Connors Trust Note Indenture**” means the indenture made April 30, 2004 between Connors Trust and Computershare Trust Company of Canada providing for the issuance of the Connors Trust Notes;

“**Connors Trust Units**” means the trust units of Connors Trust, each of which represents an equal undivided interest therein;

“**Credit Facilities**” means, collectively, the U.S.\$90 million five-year senior secured revolving credit facility of Bumble Bee Seafoods and the U.S.\$35 million five-year senior secured credit facility of Clover Leaf Seafoods;

“**Declaration of Trust**” means the declaration of trust dated September 24, 2001 pursuant to which the Fund was established, as amended October 25, 2001 and amended and restated April 30, 2004;

“**Distribution Agreement**” means the agreement dated as of September 8, 2004 among New Holdings, Bumble Bee Holdings, Bumble Bee Parent, Newco LLC, Bumble Bee Parent GP, CCI and certain other parties, as described under “Retained Interest”;

“**EBITDA**” has the meaning given thereto in “Definition of EBITDA, Distributable Cash and Generally Accepted Accounting Principles”;

“**Ernst & Young**” means Ernst & Young LLP;

“**Event of Default**” means an event of default as defined in the Connors Note Indenture;

“**Exchange Agreement**” means the exchange agreement among the Fund, Connors Bros., Stinson, Clover Leaf Seafoods, GP Clover, Bumble Bee Seafoods, Bumble Bee Holdings, Bumble Bee Holdings II, L.P., CL Luxembourg, the CL Companies, Bumble Bee Seafoods Holdings, LLC and Bumble Bee Parent providing for, certain exchange and registration rights as described under “Retained Interest” and granting pre-emptive rights to Bumble Bee Parent in certain circumstances as modified by the Exchange Amending Agreement;

“**Exchange Amending Agreement**” means the agreement dated as of September 8, 2004 between the Fund, Connors Bros., Stinson, Bumble Bee Parent, Bumble Bee Holdings, New Holdings, Clover Leaf Seafoods, Bumble Bee Seafoods and Newco LLC, as described under “Retained Interest”;

“**Exchange Rights**” means the rights granted by the Fund to Connors Bros., pursuant to the Exchange Agreement, to acquire Units in exchange for Connors Notes and Connors Shares;

“**Extraordinary Noteholders’ Resolution**” means, with respect to the Connors Trust Notes, Connors Notes and Blacks Harbour Transfer Notes, a resolution approved by the holders of not less than 75% of the principal amount of notes of the relevant issue represented at a meeting of holders of that issue of notes or by an instrument in writing signed in one or more counterparts by the holders of not less than 75% of the principal amount of the relevant issue of notes then outstanding;

“**FDA**” means the U.S. Food and Drug Administration;

“**Fund**” means Connors Bros. Income Fund, a trust established under the laws of the Province of Ontario and governed by the Declaration of Trust;

“**GP Clover**” means CL GP (Bumble Bee), Inc., a corporation existing under the laws of Canada, an indirect wholly-owned subsidiary of Bumble Bee Holdings, one of the general partners of Clover Leaf Seafoods;

“**IRS**” means the United States Internal Revenue Service;

“**LLC Agreement**” means the limited liability agreement for Bumble Bee Seafoods made and entered into as of April 17, 2003 by Bumble Bee Seafoods and Bumble Bee Holdings as amended and restated effective on April 30, 2004 and as further amended and restated as of the closing date of this Offering as described under “Retained Interest”;

“**New Holdings**” means Bumble Bee Holdings II, L.P., a Delaware limited partnership, which is expected to be converted into a Delaware limited liability company prior to the closing of this Offering;

“**New Holdings Recipients**” means certain members of management of the Combined Business and other partners in New Holdings receiving a distribution of Units;

“**New Stinson Notes**” means the 13.25% unsecured, subordinated notes of Stinson of approximately U.S.\$23 million principal to be issued in this transaction;

“**Offering**” means the offering of Units pursuant to this short form prospectus;

“**Partnership Agreement**” means the amended and restated agreement of limited partnership of Clover Leaf Seafoods among the CL Companies, Connors Trust, Connors Bros., GP Clover and Clover Leaf GP;

“**person**” means any individual, sole proprietorship, partnership, firm, entity, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, governmental authority, and where the context requires, any of the foregoing when they are acting as trustee, executor, administrator or other legal representative.

“**Plans**” means registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plan, each as defined in the Tax Act;

“**Redemption Date**” means the 10 trading day period commencing immediately subsequent to the date on which the Units were surrendered for redemption;

“**Redemption Price**” means the price per Unit the holder thereof shall be entitled to receive upon tendering their Units for redemption;

“**Retained Interest Partner**” means (i) Clover Leaf Seafoods, acting through one of its general partners, GP Clover (an indirect wholly-owned subsidiary of New Holdings), or (ii) Bumble Bee Parent or any direct or indirect wholly-owned subsidiary entity of Bumble Bee Parent, in each case other than (i), to whom Clover Leaf Seafoods has transferred all of the Class A Units held by Clover Leaf Seafoods immediately prior to such transfer and who becomes a party to the Securityholders’ Agreement;

“**Securityholders’ Agreement**” means an agreement among the Fund, Connors Bros., Connors Trust, Blacks Harbour Transfer, Stinson, Bumble Bee Parent, Clover Leaf GP, GP Clover, Clover Leaf Seafoods, Bumble Bee Seafoods and certain specified members of senior management of Bumble Bee Seafoods;

“**Special Resolution**” means a resolution passed by a majority of not less than 66²/₃% of the votes cast, either in person or by proxy, at a meeting of Unitholders and Class A Units, called for the purpose of approving such resolutions, or approved in writing by the holders of not less than 66²/₃% of the Units and Class A Units entitled to be voted on such resolution;

“**Stinson**” means Stinson Seafood (2001), Inc., a corporation incorporated under the laws of the State of Delaware;

“**Stinson Note Indenture**” means the indenture made November 8, 2001 between Connors Bros., Inc., a predecessor corporation of Stinson, and Computershare Trust Company of Canada, as trustee, as amended and restated on April 30, 2004;

“**Stinson Notes**” means the 13.25% unsecured, subordinated notes of Stinson, of which \$137.9 million principal amount are issued and outstanding at the date of this short form prospectus and includes the New Stinson Notes;

“**Stinson Shares**” means shares of common stock of Stinson;

“**taxable capital gain**” means one half of any capital gain;

“**Tax Act**” means the *Income Tax Act* (Canada), R.S.C. 1985, c. 1 (5th Supp), as amended, including the regulations promulgated thereunder;

“**Tax Proposals**” means specific proposals to amend the Tax Act and the regulations under the Tax Act which have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this short form prospectus;

“**Transaction**” means the transaction completed on April 30, 2004 which provided for, among other things, the combination of the business carried on by Connors with the canned seafood and related business carried on by Clover Leaf Seafoods and Bumble Bee Seafoods and their respective subsidiary companies;

“**Trust Agreement**” means the amended trust agreement dated September 8, 2004 with Computershare Trust Company of Canada (as trustee for the holders of the Units), New Holdings and the Fund;

“**Trustees**” means the trustees of the Fund pursuant to the Declaration of Trust;

“**TSX**” means the Toronto Stock Exchange;

“**Underwriting Agreement**” means the agreement dated September 10, 2004 among the Fund and the Underwriters in respect of the Offering;

“**Underwriters**” means collectively, CIBC World Markets Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., TD Securities Inc., Canaccord Capital Corporation and GMP Securities Ltd.;

“**United States**” or “**U.S.**” means the United States of America;

“**Unitholders**” means the holders from time to time of Units and includes, while the Units are registered in the Book-Entry Only System, the beneficial owners of Units;

“**Unit**” means the ordinary units of the Fund, each ordinary unit representing an equal undivided beneficial interest therein, except to the extent of any entitlement of the holders of the Class A Units;

“**U.S. GAAP**” means generally accepted accounting principles in the United States;

“**U.S. Securities Act**” means the United States Securities Act of 1933, as amended;

“**U.S. Tax Counsel**” means Torys LLP; and

“**Voting Unitholders**” means, collectively, the holders of Units and Class A Units.

AUDITORS' CONSENTS

We have read the short form prospectus of Connors Bros. Income Fund (the "Fund") dated September 22, 2004 relating to the issue and sale of 5,610,000 ordinary trust units of the Fund. We have complied with Canadian generally accepted standards for auditors' involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the unitholders of the Fund on the audited consolidated comparative financial statements of the Fund for the year ended December 31, 2003 prior to the adoption of the accounting policy changes referred to in Note 2 to the unaudited financial statements of the Fund for the three and six months periods ended June 26, 2004 and June 30, 2003. Our report is dated February 6, 2004.

(signed) KPMG LLP
Chartered Accountants

Saint John, Canada
September 22, 2004

We have read the short form prospectus of Connors Bros. Income Fund (the "Fund") dated September 22, 2004 relating to the issue and sale of 5,610,000 ordinary units of the Fund. We have complied with Canadian generally accepted standards for auditors' involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the Board of Directors of Bumble Bee Holdings, L.P. and Subsidiaries on the consolidated balance sheet of Bumble Bee Holdings, L.P. and Subsidiaries (Successor) as of May 25, 2003 and the related consolidated statements of income, partners' equity, and cash flows for the period May 20, 2003 through May 25, 2003; and on the consolidated balance sheet of Bumble Bee Seafoods, Inc. (Predecessor) as of May 26, 2002, and the related statements of income, shareholder's equity, and cash flows for the period May 27, 2002 through May 19, 2003 and year ended May 26, 2002. Our report is dated January 26, 2004, except for Note 16, as to which the date is February 10, 2004.

(signed) ERNST & YOUNG LLP
Certified Public Accountants

San Diego, California
September 22, 2004

**COMPILATION REPORT ON UNAUDITED PRO FORMA
CONSOLIDATED STATEMENTS OF EARNINGS**

To the Trustees of the Connors Bros. Income Fund

We have read the accompanying unaudited pro forma consolidated statements of earnings for the six month periods ended June 26, 2004 and June 30, 2003 and have performed the following procedures.

1. Compared the statement of earnings for the six month period ended June 30, 2003 of Connors Bros. Income Fund (the "Company") included in the unaudited pro forma consolidated statement of earnings to the unaudited consolidated statement of earnings presented in the Company's Quarterly Report filed with the Ontario Securities Commission on August 25, 2003 and found them to be in agreement.
2. Compared the statement of earnings for the six month period ended June 30, 2003 of Bumble Bee Seafoods, L.P. ("Bumble Bee") included in the unaudited pro forma consolidated statement of earnings to Bumble Bee's internal financial statements and found them to be in agreement. Recalculated the translation into Canadian dollars using the average exchange rate and found the calculation to be arithmetically correct.
3. Compared the Company's statement of earnings for the six month period ended June 26, 2004 included in the unaudited pro forma consolidated statement of earnings to the Company's unaudited consolidated statement of earnings presented in the Quarterly Report filed with the Ontario Securities Commission on August 10, 2004 and found them to be in agreement.
4. Compared Bumble Bee's statement of earnings for the four months ended April 29, 2004 included in the unaudited pro forma consolidated statement of earnings for the six month period ended June 26, 2004 to Bumble Bee's internal financial statements and found them to be in agreement. Recalculated the translation into Canadian dollars using the average exchange rate and found the calculation to be arithmetically correct. Bumble Bee's financial statements for the four months ended April 29, 2004 included its results for the three months ended March 27, 2004, which previously had been included, after translation, in the Fund's unaudited pro forma consolidated statement of earnings for the three months ended March 31, 2004, as presented in the Fund's management's discussion and analysis filed with the Ontario Securities Commission on May 17, 2004.
5. Made enquiries of certain officials of the Company who have responsibility for financial and accounting matters about:
 - (a) the basis for determination of the pro forma adjustments; and
 - (b) whether the pro forma statements comply as to form in all material respects with the regulatory requirements.

The officials described:

- (a) the basis for determination of the pro forma adjustments; and
 - (b) stated the pro forma statements comply as to form in all material respects with regulatory requirements.
6. Read the notes to the pro forma statements, and found them to be consistent with the basis described to us for determination of the pro forma adjustments.
7. Recalculated the application of the pro forma adjustments to the aggregate of the amounts for the six month period ended June 30, 2003, and found the amounts in the column captioned "Six Months Ended June 30, 2003" to be arithmetically correct.
8. Recalculated the application of the pro forma adjustments to the aggregate amounts for the six month period ended June 26, 2004, and found the amounts in the column captioned "Six Months Ended June 26, 2004" to be arithmetically correct.

A pro forma financial statement is based on management assumptions and adjustments, which are inherently subjective. The foregoing procedures are substantially less than either an audit or a review, the objective of which is the expression of assurance with respect to management's assumptions, the pro forma adjustments, and the application of the adjustments to the historical financial information. Accordingly, we express no such assurance. The foregoing procedures would not necessarily reveal matters of significance to the pro forma financial statements, and we therefore make no representation about the sufficiency of the procedures for the purposes of a reader of such statements.

(signed) ERNST & YOUNG LLP

San Diego, California
September 22, 2004

CONNORS BROS. INCOME FUND
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF EARNINGS
SIX MONTHS ENDED JUNE 26, 2004
(in thousands, CAD\$)

	Connors Bros. Historical Six Months Ended June 26, 2004 <u>(unaudited)</u>	Bumble Bee Historical Four Months Ended April 29, 2004 <u>(unaudited)</u>	<u>Combined</u> <u>(unaudited)</u>	Pro forma Adjustments (Note 2)	Consolidated Pro forma <u>(unaudited)</u>
Revenue	\$173,439	\$255,965	\$429,404		\$429,404
Cost of sales	<u>155,426</u>	<u>208,097</u>	<u>363,523</u>	81 (a)	<u>363,604</u>
Gross Profit	18,013	47,868	65,881		65,800
Selling, general and administrative costs	18,041	20,231	38,272		38,272
Restructuring and other transition costs	163		163		163
Net interest expense and other expense	872	7,177	8,049	(6,016)(b) 1,562 (c)	3,595
Foreign currency losses	<u>723</u>	<u>—</u>	<u>723</u>		<u>723</u>
Earnings (loss) before taxes	<u>(1,786)</u>	<u>20,460</u>	<u>18,674</u>		<u>23,047</u>
Income taxes:					
Current provision	2,095	279	2,374	532 (d)	2,907
Future provision	<u>(1,493)</u>	<u>—</u>	<u>(1,493)</u>		<u>(1,493)</u>
Earnings (losses) before non-controlling interest ..	(2,388)	20,181	17,793		21,633
Non-controlling interest	<u>(516)</u>	<u>—</u>	<u>(516)</u>		<u>6,858</u>
Net earnings (loss)	<u>\$ (1,872)</u>	<u>\$ 20,181</u>	<u>\$ 18,309</u>		<u>\$ 14,775</u>
Basic and diluted earnings per unit					\$ 0.48

CONNORS BROS. INCOME FUND
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF EARNINGS
SIX MONTHS ENDED JUNE 30, 2003
(in thousands, CAD\$)

	Connors Bros. Historical Six Months Ended June 30, 2003 <u>(unaudited)</u>	Bumble Bee Historical Six Months Ended June 30, 2003 <u>(unaudited)</u>	<u>Combined</u> <u>(unaudited)</u>	Pro forma Adjustments (Note 2)	Consolidated Pro forma <u>(unaudited)</u>
Revenue	\$ 74,349	\$386,238	\$460,587		\$460,587
Cost of sales	<u>59,352</u>	<u>336,690</u>	<u>396,042</u>	392 (a)	<u>396,435</u>
Gross Profit	14,997	49,548	64,545		64,153
Selling, general and administrative costs	10,581	25,237	35,818	—	35,818
Net interest expense and other expense	(61)	12,918	12,857	(11,685)(b) 2,566 (c)	3,738
Foreign currency losses	<u>(3,945)</u>	<u>—</u>	<u>(3,945)</u>		<u>(3,945)</u>
Earnings before taxes	<u>8,422</u>	<u>11,394</u>	<u>19,816</u>		<u>28,542</u>
Income taxes:					
Current provision	18	9,405	9,423	(9,271)(d)	152
Future provision	<u>161</u>	<u>—</u>	<u>161</u>	—	<u>161</u>
Earnings before non-controlling interest	8,243	1,988	10,231		28,228
Non-controlling interest	<u>—</u>	<u>—</u>	<u>—</u>		<u>8,948</u>
Net earnings	<u>\$ 8,243</u>	<u>\$ 1,988</u>	<u>\$ 10,231</u>		<u>\$ 19,280</u>
Basic and diluted earnings per unit					\$ 0.63

NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF EARNINGS FOR THE SIX MONTHS ENDED JUNE 26, 2004 AND JUNE 30, 2003

1. Basis of Presentation

The accompanying pro forma consolidated statement of earnings of Connors Bros. Income Fund have been prepared in accordance with generally accepted accounting principles. The accompanying pro forma consolidated statement of earnings gives effect to the acquisition of the canned seafood and related businesses carried on by Bumble Bee and the draw down of new credit facilities. The pro forma consolidated statements of earnings have been derived from the unaudited consolidated statements of earnings of the Fund for the six months ended June 26, 2004 and June 30, 2003, including the unaudited consolidated statement of earnings of Bumble Bee since April 30, 2004, and the unaudited consolidated statement of earnings of Bumble Bee for the period from December 22, 2003 to April 29, 2004 and January 1, 2003 to June 28, 2003. Revenue and expenses of Bumble Bee are translated into Canadian dollars using the average exchange rate for the six month periods. Certain of the accounting policies adopted by the Fund and the Bumble Bee Business may not be consistent. The pro forma consolidated statements of earnings have not been adjusted to reflect the differences in accounting policies. Certain adjustments such as slotting and freight expense have been recorded to clarify classification and comparative balances.

At the date of acquisition, Bumble Bee's finished goods inventory was written up to fair value, which represented a \$15.3 million increase from the book value of inventory at the date of the acquisition. The inventories at fair value are scheduled to be sold within a three-month period from the date of acquisition. The six months ended June 26, 2004 was negatively impacted by a \$10.2 million increase in cost of goods sold over costs that would have been reported had inventories been valued at a historical lower of cost or market.

The pro forma consolidated statements of earnings may not be indicative of the results of operations that would have occurred if the transactions had been in effect on the dates indicated.

2. Pro Forma Consolidated Statement of Earnings of the Fund

The pro forma consolidated statements of earnings of the Fund for the six months ended June 26, 2004 and June 30, 2003 is based on the consolidated statements of earnings of the Fund for the six months ended June 26, 2004 and June 30, 2003, and has been adjusted as if the purchase of the Bumble Bee Business occurred on January 1, 2003 and January 1, 2004 respectively as follows:

- (a) Recording of the impact of the sale and leaseback of Bumble Bee Seafoods, LLC's Sante Fe Springs facility.
- (b) Additional interest expense and amortization of the deferred financing costs related to new debt.
- (c) Reduction of interest and amortization of related deferred financing costs on existing debt repaid at closing.
- (d) Adjustment to record revised income tax expense.

Additional amortization on tangible assets and intangible assets with definite lives may result when the final allocation of the purchase price is determined.

3. Pro Forma Earnings Per Unit

The calculation of earnings per unit in the pro forma consolidated statement of earnings is based on the pro forma weighted average number of units outstanding for the six months ended June 26, 2004 and June 30, 2003, had the issuance of trust units taken place on January 1, 2003.

CERTIFICATE OF THE FUND

Dated: September 22, 2004

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada. For the purpose of the Province of Québec, this simplified prospectus, as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

CONNORS BROS. INCOME FUND

By its Attorney

CONNORS BROS., LIMITED

By: (Signed) CHRISTOPHER LISCHEWSKI
President and Chief Executive Officer

By: (Signed) RONALD MILLER
Executive Vice President and Chief Financial Officer

By: (Signed) DOUGLAS YOUNG
Director and Chairman of the Board

By: (Signed) SCOTT PEREKSLIS
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: September 22, 2004

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada. For the purpose of the Province of Québec, to our knowledge, this simplified prospectus, as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

CIBC WORLD MARKETS INC.

By: (Signed) EARL I. ROTMAN

RBC DOMINION SECURITIES INC.

By: (Signed) WILLIAM J. WONG

BMO NESBITT BURNS INC.

By: (Signed) JAMES P. BOWLAND

NATIONAL BANK FINANCIAL INC.

By: (Signed) PETER JELLEY

TD SECURITIES INC.

By: (Signed) PETER GIACOMELLI

CANACCORD CAPITAL CORPORATION

By: (Signed) ALLAN D. STRATHDEE

GMP SECURITIES LTD.

By: (Signed) JASON J. ROBERTSON



Connors Bros.
Income Fund