



For Immediate Release

The Toronto Stock Exchange: BPF.UN

**BOSTON PIZZA ROYALTIES INCOME FUND & BOSTON PIZZA INTERNATIONAL INC.**  
**ANNOUNCE FIRST QUARTER 2004 RESULTS**

***Boston Pizza has a Strong Start to 2004***  
***First Quarter Same Store Sales Growth 8.8%***

VANCOUVER, BC, (May 17, 2004) - Boston Pizza Royalties Income Fund (the "Fund") and Boston Pizza International Inc. ("BPI") each reported today first quarter financial results for the period of January 1, 2004 to March 31, 2004 (the "Period"). A copy of the combined 2004 first quarter report is available at [www.sedar.com](http://www.sedar.com) and [www.bpincomefund.com](http://www.bpincomefund.com).

Boston Pizza is pleased to announce a very strong start to 2004, posting 8.8% same store sales growth ("SSSG") over the same period in 2003. Overall growth in Franchise Sales, a combination of new store openings and SSSG, was 17.3%.

"We are very pleased with the strong start we have had to 2004 and the fact that we have achieved positive same store sales growth each and every period since the inception of the Fund." said Mike Cordoba, Chief Executive Officer for BPI and a Director of Boston Pizza GP Inc. Cordoba went on to say, "Delivering positive same store sales growth has enabled us to increase distributions to Unitholders of the Fund three times in the last 12 months."

For this Period, the Fund received royalty income of \$3,085,617 from BPI and distributions of \$0.1734 per unit were declared. The Fund met all distribution targets and provided a third increase in monthly distributions this year in March from \$0.0867 per unit to \$0.09 per unit. The new monthly distribution translates into an annualized distribution of \$1.08 per unit.

The Fund is a limited purpose, open-ended trust established under the laws of British Columbia to acquire indirectly certain trade marks and trade names used by BPI in its Boston Pizza restaurants in Canada. The trade marks are licensed to BPI for 99 years for which BPI pays the Fund 4% of franchise revenues of its 177 Boston Pizza restaurants that comprise the Royalty Pool.

## HIGHLIGHTS

The following table sets out selected historical information and other data of the Fund, which should be read in conjunction with the attached consolidated financial statements of the Fund.

	Three month period ended March 31, 2004		Three month period ended March 31, 2003	
Number of restaurants in Royalty Pool		177		162
Franchise Revenues reported by restaurants in Royalty Pool	\$	77,140,419	\$	65,748,256
Royalty & Interest Income	\$	3,537,364	\$	3,080,307
Earnings before non-controlling interest	\$	3,380,679	\$	2,857,011
Non-controlling interest <sup>1</sup>	\$	1,204,004	\$	1,070,820
Net earnings	\$	2,176,675	\$	1,786,191
Earnings per Fund unit	\$	0.26	\$	0.23
Distributions declared per Fund unit	\$	0.17	\$	0.17
Same Store Sales Growth		8.8%		2.8%
Number of restaurants opened during period		3		3
Number of restaurants closed during period		0		0

### Notes:

<sup>1</sup> Represents Boston Pizza International's interest in the Fund.

### Outlook

Boston Pizza is well positioned for continued success in the remainder of 2004. BPI estimates that it will open an additional 12 restaurants in the remainder of 2004, bringing the total estimated new Boston Pizza restaurants opened across Canada in 2004 to 15. BPI management further believes that the organization can continue to deliver on the most important metric to Unitholders, namely SSSG. Through strong television and radio advertising, and national and local promotions, BPI management believes that the organization can deliver industry-leading SSSG. As part of this SSSG, Boston Pizza will continue its unique renovation program that requires each location to renovate every seven years. For the remainder of 2004, an additional 12 renovations are planned, bringing the estimated total number of store renovations and relocations in 2004 to 15. Historically SSSG for renovated locations has been, on average, 10-15% post renovation.

We remain confident that Boston Pizza will continue to enhance its position as Canada's Number One Casual Dining Brand.

Certain statements in this quarterly report may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this quarterly

report such statements are such words as “may”, “will”, “expect”, “believe”, “plan”, and other similar terminology. These statements reflect management’s current expectations regarding future events and operating performance and speak only as of the date of this quarterly report. These forward-looking statements involve a number of risks and uncertainties. The following are some factors that could cause actual results to differ materially from those expressed in or underlying such forward-looking statements: competition; changes in demographic trends; changing consumer preferences and discretionary spending patterns; changes in national and local business and economic conditions; legislation and governmental regulation; accounting policies and practices; and the results of operations and financial condition of BPI. The foregoing list of factors is not exhaustive.

# BOSTON PIZZA ROYALTIES INCOME FUND

## Consolidated Balance Sheets

	March 31, 2004	December 31, 2003
	(Unaudited)	
<b>Assets</b>		
Current assets:		
Cash	\$ 313,768	\$ 273,890
Due from Boston Pizza International Inc. (note 3)	1,308,228	1,186,755
Loan to Boston Pizza International Inc.	767,669	3,787,587
Prepaid expenses	49,021	54,938
	<u>2,438,686</u>	<u>5,303,170</u>
Note receivable from Boston Pizza International Inc.	24,000,000	24,000,000
Intangible assets (note 5)	128,843,700	109,348,900
Deferred financing charges, net of accumulated amortization of \$50,000 (December 31, 2003 - \$42,500)	40,000	47,500
	<u>\$ 155,322,386</u>	<u>\$ 138,699,570</u>

## Liabilities and Unitholders' Equity

Current liabilities:		
Accounts payable and accrued liabilities	\$ 151,110	\$ 150,960
Distributions payable to Fund unitholders	-	699,496
Distributions payable to Boston Pizza International Inc.	767,669	4,097,049
	<u>918,779</u>	<u>4,947,505</u>
Term loan	5,000,000	5,000,000
Non-controlling interest (note 6)	67,693,556	54,368,641
Unitholders' equity (note 2(c))	81,710,051	74,383,424
	<u>\$ 155,322,386</u>	<u>\$ 138,699,570</u>

Contingency (note 7)  
Subsequent event (note 9)

See accompanying notes to consolidated financial statements.

# BOSTON PIZZA ROYALTIES INCOME FUND

## Consolidated Statement of Earnings

(Unaudited)

Three months ended March 31, 2004 and 2003

	2004	2003
Franchise revenues reported by Boston Pizza Outlets included in Royalty Pool	\$ 77,140,419	\$ 65,748,256
Revenue:		
Royalty income	\$ 3,085,617	\$ 2,629,930
Interest income	451,747	450,377
	3,537,364	3,080,307
Expenses:		
General and administrative	87,164	150,145
Interest	62,021	65,651
Amortization of deferred financing charges	7,500	7,500
	156,685	223,296
Earnings before non-controlling interest	3,380,679	2,857,011
Non-controlling interest (note 6)	1,204,004	1,070,820
Net earnings	\$ 2,176,675	\$ 1,786,191
Weighted average units outstanding	8,235,022	7,690,000
Basic and diluted earnings per Fund unit	\$ 0.26	\$ 0.23

## Consolidated Statement of Unitholders' Equity

(Unaudited)

Three months ended March 31, 2004 and 2003

	2004	2003
Balance, beginning of period	\$ 74,383,424	\$ 70,499,759
Issue of Boston Pizza Royalties Income Fund units	6,606,220	-
Net earnings	2,176,675	1,786,191
Distributions declared	(1,456,268)	(1,281,152)
Balance, end of period	\$ 81,710,051	\$ 71,004,798

See accompanying notes to consolidated financial statements.

# BOSTON PIZZA ROYALTIES INCOME FUND

## Consolidated Statement of Cash Flows

(Unaudited)

Three months ended March 31, 2004 and 2003

	2004	2003
Cash provided by (used in):		
Operations:		
Net earnings	\$ 2,176,675	\$ 1,786,191
Items not involving cash:		
Amortization of deferred financing charges	7,500	7,500
Non-controlling interest	1,204,004	1,070,820
Change in non-cash operating working capital (note 8(a))	(115,406)	(116,842)
	<u>3,272,773</u>	<u>2,747,669</u>
Financing:		
Loan receivable from Boston Pizza International Inc.	(767,669)	(93,353)
Distributions paid to unitholders	(2,155,764)	(1,921,729)
Distributions paid to non-controlling interest unitholders	(309,462)	(930,791)
	<u>(3,232,895)</u>	<u>(2,945,873)</u>
Increase (decrease) in cash	39,878	(198,204)
Cash, beginning of period	273,890	245,270
Cash, end of period	<u>\$ 313,768</u>	<u>\$ 47,066</u>

See note 8(b) for supplementary cash flow information.

See accompanying notes to consolidated financial statements.

# BOSTON PIZZA ROYALTIES INCOME FUND

## Notes to the Consolidated Financial Statements

(Unaudited)

Three months ended March 31, 2004 and 2003

### 1. Basis of presentation:

These interim consolidated financial statements have been prepared using Canadian generally accepted accounting principles. The interim financial statements include all adjustments consisting solely of normal recurring adjustments, which in management's opinion, are necessary for a fair presentation of the financial results of the interim period presented.

The disclosures in these statements do not include all the disclosure requirements of Canadian generally accepted accounting principles for annual financial statements. These statements should be read in conjunction with the significant accounting policies and other information in the Fund's most recent annual financial statements. These statements follow the same accounting policies and methods of their application as the most recent annual financial statements, except as described below:

Effective January 1, 2004, the Fund prospectively adopted new recommendations of the Canadian Institute of Chartered Accountants on what constitutes Canadian generally accepted accounting principles and its sources. As a result of this change, Class B Partnership units held by Boston Pizza International Inc. ("BPI") which are entitled to receive full distributions from the Partnership and are exchangeable for Fund units are recorded at their fair value at the date of determination of the respective Additional Entitlement. The increase in the value of these Class B Partnership units has been accounted for as an additional cost of the purchase of additional royalties from new Boston Pizza restaurants included in the Royalty Pool and accordingly has been reflected as an increase in the value of intangible assets. The effect of this change on the current period's financial statements is to increase the value of intangible assets and non-controlling interest by \$19,494,800 (notes 5 and 6). There is no impact to net earnings as a result of this change.

### 2. Operations:

(a) On January 1, 2004, 15 (2003 - 8) new Boston Pizza restaurants opened during the period from November 2, 2002 to November 1, 2003 were added to the Royalty Pool. The royalty revenue of these 15 new restaurants have been estimated at \$1,017,716. The total number of restaurants in the Royalty Pool has increased to 177. The yield of the Fund units was determined to be 9.25% calculated using a weighted average unit price of \$11.03. Weighted average unit price is calculated based on the market price of the units traded on the TSX Stock Exchange during the period of twenty consecutive days ending on the fifth trading day before January 1, 2004. As a result of the contribution of the additional net sales to the Royalty Pool, and assuming 100% of the Additional Entitlement, BPI's Additional Entitlement is equivalent to 922,932 (2003 - 560,341) Fund units. BPI will also receive a proportionate increase in monthly distributions from the Fund. 20% of the Additional Entitlement, 184,687 units (2003 - 112,068), remain unissued and are not eligible for conversion to Fund units until January 1, 2005 (2003 units - January 1, 2004) based on the actual performance of the new stores.

# BOSTON PIZZA ROYALTIES INCOME FUND

## Notes to the Consolidated Financial Statements

(Unaudited)

Three months ended March 31, 2004 and 2003

### 2. Operations (continued):

(b) On January 1, 2004, adjustments to royalty payments and Additional Entitlement were made based on the actual performance of eight restaurants added to the Royalty Pool on January 1, 2003. Based on these adjustments, BPI received its pro rata portion of the remaining Additional Entitlement, 87,432 Fund units. BPI also repaid an amount of \$25,129 for monthly distributions to the Fund.

(c) On March 8, 2004, BPI exchanged 660,622 Class A units for an equal amount of Fund units. BPI then sold these Fund units to the public. As of March 31, 2004, there were 8,728,674 Fund units issued and BPI had a 20% indirect interest in the Fund.

BPI has committed to maintain a minimum of 20% indirect interest in the Fund until there are 275 restaurants in the Royalty Pool.

### 3. Due from Boston Pizza International Inc.:

	March 31, 2004	December 31, 2003
Royalty fee receivable	\$ 1,158,228	\$ 1,036,755
Interest on note receivable	150,000	150,000
	\$ 1,308,228	\$ 1,186,755

### 4. Distributable cash:

	2004	2003
Earnings for the period	\$ 2,176,675	\$ 1,786,191
Amortization of deferred financing charges	7,500	7,500
Non-controlling interest	1,204,004	1,070,820
	3,388,179	2,864,511
Distributable cash required for non-controlling interest	1,205,504	1,070,820
Distributable cash available for Fund units	\$ 2,182,675	\$ 1,793,691

Distributable cash is not an earnings measure recognized by generally accepted accounting principles ("GAAP") and therefore may not be comparable to similar measures presented by other issuers.



# BOSTON PIZZA ROYALTIES INCOME FUND

## Notes to the Consolidated Financial Statements

(Unaudited)

Three months ended March 31, 2004 and 2003

### 5. Intangible assets:

On July 17, 2002, the Fund acquired the BP Rights used in the operation of the Boston Pizza restaurants in Canada for \$109,348,900. Concurrent with the acquisition of the BP Rights, the Fund granted BPI a license to use the BP Rights for a term of 99 years for which BPI pays the Fund a royalty of 4% of the franchise revenues as reported by BPI for those restaurants in the Royalty Pool, as defined in the License and Royalty Agreement.

In accordance with the terms of the Partnership agreement, the Fund provided BPI an Additional Entitlement to receive distributions on 922,932 (2003 – 560,341) Class B Partnership units in exchange for the addition of royalties from new Boston Pizza restaurants included in the Royalty Pool. The Fund has adopted a policy of accounting for the entitlement of the Class B Partnership units based on the fair value of these Partnership units at the date of determination of the entitlement which results in an increase in intangible assets and non-controlling interest (notes 1 and 6).

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Initial consideration	\$ 109,348,900
2002 increase to the Royalty Pool	3,129,074
2003 increase to the Royalty Pool	5,569,790
2004 increase to the Royalty Pool	10,795,936

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\$ 128,843,700

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### 6. Non-controlling interest:

Non-controlling interest relates to BPI's interest in the Fund as follows:

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	March 31, 2004	December 31, 2003
Boston Pizza Royalties Limited Partnership:		
566,616 (December 2003 – 1,227,238) Class A units of the Partnership	\$ 5,666,160	\$ 12,272,380
100,000,000 Class B units of the Partnership	37,494,800	18,000,000
2,400,000 Class C units of the Partnership	24,000,000	24,000,000
	67,160,960	54,272,380
Accumulated non-controlling interest (BPI) in earnings of the Partnership	7,119,961	5,915,957
Accumulated distributions paid and payable to Partnership unitholders (BPI)	(6,587,365)	(5,819,696)
	\$ 67,693,556	\$ 54,368,641

As described in notes 1 and 5, non-controlling interest increased by \$19,494,800 due to Additional Entitlement on Class B Partnership units.

# BOSTON PIZZA ROYALTIES INCOME FUND

## Notes to the Consolidated Financial Statements

(Unaudited)

Three months ended March 31, 2004 and 2003

### 7. Contingency:

BPI and the Fund are involved in trademark litigation with entities affiliated with McDonald's Restaurant of Canada (the "McDonalds' Group"), opposing the registration by the McDonald's Group in Canada of the Boston Market trademark. Management of BPI believes that there is a likelihood that the trademark will not be registered. Additionally, BPI and the Fund have commenced an action against the McDonald's Group to prevent them from infringing BPI's and the Fund's respective interests in the trademarks by operating Boston Market in Canada. The McDonald's Group has filed a counterclaim and a separate action challenging the validity of the registered trademark "Boston Pizza" and related trademarks under the *Trade-Marks Act* (Canada). Management does not believe that this action will succeed. However, in the event that the challenge to the Boston Pizza trademarks is successful, the Fund would lose the benefits of registration of its trademarks under the *Trade-Marks Act* (Canada), which may mean losing the ability to prevent others from using the registered trademarks for the goods and services for which they are registered and to prevent others from using similar or confusing trademarks or names. However, the loss of the registration under the *Trade-Marks Act* (Canada), would not prevent the Fund from continuing to license and use the "Boston Pizza" and related trademarks in the existing operations and geographic territories where they are presently used and from taking other measures to protect their rights in respect of, and their ability to use, the "Boston Pizza" and related trademarks, in new areas where BPI and its sub-licensees do not presently operate Boston Pizza restaurants.

### 8. Supplementary cash flow information:

	2004	2003
(a) Change in non-cash working capital:		
Accounts receivable	\$ (121,473)	\$ 17,317
Prepaid expenses	5,917	11,195
Accounts payable and accrued liabilities	150	(145,354)
	\$ (115,406)	\$ (116,842)
(b) Supplementary information:		
Interest received	\$ 450,747	\$ 300,377
Interest paid	64,075	42,410
Non-cash financing and investing activities:		
Distributions payable to non-controlling interest (BPI)	767,669	713,880
Settlement of loan to BPI with distributions or a payable to BPI	3,787,587	-
Exchange of Class A Partnership (non-controlling interest) units for Fund units	6,606,220	-
Increase in intangible assets and non-controlling interest (BPI) on addition of new restaurants to Royalty Pool	19,494,800	-

# **BOSTON PIZZA ROYALTIES INCOME FUND**

## **Notes to the Consolidated Financial Statements**

(Unaudited)

Three months ended March 31, 2004 and 2003

### **9. Subsequent event:**

On April 8, 2004, the Fund announced an increase in distribution from \$0.0867 to \$0.09 per unit for the period March 1, 2004 to March 31, 2004.

### **10. Comparative figures:**

Certain of the figures presented for comparative purposes have been reclassified to conform with the financial statement presentation adopted for the current period.

The trustees of the Fund have approved the contents of this press release.

FOR FURTHER INFORMATION PLEASE CONTACT:

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