



CLEARWATER SEAFOODS INCOME FUND
Third Quarter Report

For the period ended September 28, 2002

CLEARWATER SEAFOODS INCOME FUND PROFILE

Clearwater Seafoods Income Fund is a limited purpose, open-ended trust created to acquire and hold securities of Clearwater Seafoods Limited Partnership (“Clearwater”).

Established in 1976 Clearwater is a leader in the global seafood industry and the largest integrated shellfish company in North America, recognized for its consistent quality, wide diversity and reliable delivery of premium shellfish including sea scallops, lobster, Arctic surf clams, cold water shrimp, Argentine scallops and Jonah crab. Clearwater is the largest holder of offshore rights to harvest each of these products in Canada, which provides it with a secure and stable source of a diverse range of premium shellfish, makes it one of the largest harvesters and processors of these products in the world and provides it with stable cash flow with growth potential.

Clearwater harvests, processes and sells more than 66 million pounds of seafood annually. Its operations consist primarily of:

- harvesting premium shellfish in the offshore fisheries off the coasts of Atlantic Canada and Argentina;
- processing shellfish on board state-of-the-art factory vessels or in modern shore-based processing plants; and
- marketing and distributing premium shellfish to over 1,100 customers in North America, Europe and Asia.

Clearwater intends to build on its leading market position and enhance distributions by:

- further increasing revenues and improving margins by leveraging its infrastructure and recent capital expenditures and by employing its processes and technologies with previously untapped species;
- continuing to selectively acquire complementary businesses that are accretive to distributions and increase Clearwater’s access to licences and enterprise allocations;
- further developing strategic relationships with international customers that demand year-round supply of a diverse range of premium shellfish; and
- continuing to take a leadership role in building sustainable resource management regimes in cooperation with the DFO (Department of Fisheries and Oceans) and other industry participants.

CLEARWATER SEAFOODS INCOME FUND

Third Quarter Report

For the period ended September 28, 2002

TO OUR UNIT HOLDERS

On behalf of the Clearwater Seafoods Income Fund, we would like to welcome our new unitholders aboard. Our first report to you covers the period from July 30, 2002 to September 28, 2002, which is two-thirds of the third quarter of Clearwater's 2002 fiscal year and the first period of operations since the Fund's inception. Accordingly, no comparative figures are presented.

Clearwater Seafoods Income Fund (the "Fund") was launched with the completion of an Initial Public Offering of 21,170,435 units on July 30, 2002 and the subsequent acquisition of 45.36% of the partnership units of Clearwater Seafoods Limited Partnership ("Clearwater"), the seafood business of Clearwater Fine Foods Incorporated. On August 27, 2002, the Fund issued an additional 2,117,043 units pursuant to an over-allotment option with the underwriters. The funds were used to acquire additional units in Clearwater increasing the Funds' ownership to 49.9%.

Cash Distributions

Distributions are paid by Clearwater to the Fund, which owns 49.9% of the CSLP partnership units of Clearwater (designated "Class A"), and by the Fund to unitholders on a monthly basis.

Distributions are paid by Clearwater to Clearwater Fine Foods Incorporated ("CFFI") which owns 50.1% of the partnership units of Clearwater (designated "Class B"), on a quarterly basis.

Clearwater's partnership agreement contains a subordination clause that provides that the Fund will have a priority over CFFI with respect to distributions until such time as total distributions paid by Clearwater total \$53.7 million for a full fiscal year and adjusted earnings before interest, taxes, depreciation and amortization equals \$64.4 million for the same fiscal year. If these targets are met at December 31, 2003, 40% of the units held by CFFI will remain subordinate until at least December 31, 2005 when the same tests will be applied.

Units held by CFFI that are subject to subordination as described above are not entitled to distributions from Clearwater in respect of any month during such period of subordination until Class A Units and Class B Units that at the time are not subject to subordination have received distributions of at least \$0.0958 per unit in respect of such month.

The Fund announced two cash distributions to unitholders during the period. For the months of August and September cash distributions of \$0.0958 per unit were declared mirroring the distributions announced by Clearwater to the Fund.

Clearwater also announced a distribution to holders of the Class B units of \$0.1916 per unit which covered the period from July 30 to September 28, 2002, which equates to \$0.0958 per unit per month.

Operating Results

Management is pleased to report that we have successfully achieved our distribution targets for the August to September period.

Harvesting activity has been on plan with the new frozen at sea scalloper the Atlantic Leader currently having a successful maiden voyage. Sales for both August and September were on target and overheads were in line with expectations.

Our EBITDA (earnings before interest taxes, depreciation, amortization and minority interest) has made a recovery from the levels we experienced in 2001 to be closer to historic levels at 23.2% of sales.

Outlook

Our outlook for the Fourth Quarter is for stability in the market. Harvesting activity is predicted to remain strong throughout the fourth quarter and into next year for all our major species. Our new clam species, Greenland Cocksles and Northern Propeller clams, are being very well received by the market place. We expect delivery of our second frozen at sea scalloper before the end of the year with positive effects from its fishing to be felt in the second quarter of 2003.

Our current expectations are to achieve targeted sales, margins and distributions in the Fourth Quarter.

In closing, we would like to thank our unitholders for the support you have demonstrated since our inception.

On behalf of the Fund,



Colin MacDonald, CEO
Clearwater Seafoods Limited Partnership

HIGHLIGHTS

- Completed Initial Public Offering of 21,170,435 units on July 30, 2002.
- Acquired 45.36% of the partnership units of Clearwater Seafoods Limited Partnership, which in turn acquired the seafood business of Clearwater Fine Foods Incorporated.
- Issued 2,117,403 units pursuant to an over-allotment option and used proceeds to acquire additional units in Clearwater Seafoods Limited Partnership bringing the percentage ownership to 49.9%.
- Recorded net sales of \$59.7 million and net income of \$9.2 million, generating basic and diluted earnings per unit of \$0.20.
- Met all cash distribution targets, declaring cash distributions of \$0.098 per unit to unitholders of record for August and September.
- Clearwater Seafoods Limited Partnership has met all cash distribution targets and in addition to the distributions paid to the Fund, declared distributions to the holders of CSLP Class B partnership units of \$0.1916 for the period from July 30, 2002 to September 28, 2002 (or \$0.0958 per unit per month).

Operating Results and Cash Distributions

Clearwater Seafoods Limited Partnership
For the period July 30, 2002 to September 28, 2002
(\$000's except per unit amounts)

Sales	\$	59,672
EBITDA ¹		13,893
Net earnings		9,188
Units outstanding		46,669
Earnings per unit	\$	0.20
Distributable cash		9,261
Distributions declared		8,942
<hr/>		
Cash distributed per partnership unit		
To the Fund	\$	0.1916
To CFFI	\$	0.1916

¹ Earnings before interest, tax, depreciation, amortization and minority interest is not a recognized measure under Canadian generally accepted accounting principles (GAAP). Management believes that in addition to net earnings, EBITDA is a useful supplemental measure as it provides an indication of cash available for distribution prior to interest, taxes and capital expenditures. EBITDA should not be construed as an alternative to net earnings determined in accordance with GAAP as an indicator of performance or cash flows as measure of liquidity and cash flows.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATING RESULTS AND FINANCIAL POSITION

Overview

Clearwater Seafoods Income Fund (the "Fund") is a limited purpose, open-ended trust established under the laws of the Province of Ontario. The Fund was created to acquire and indirectly hold the securities of Clearwater Seafoods Limited Partnership ("Clearwater").

The Fund commenced operations on July 30, 2002 when it completed an initial public offering (IPO) of 21,170,435 units and acquired 45.36% of the partnership units in Clearwater. On August 27, 2002 the Fund issued an additional 2,117,043 units pursuant to an over-allotment option with the underwriters and increased its ownership in Clearwater to 49.9%.

As the Fund owns less than 50% of the partnership units of Clearwater and it does not have the right to elect the majority of the board of directors, it does not consolidate the results of Clearwater's operations but rather accounts for the investment using the equity method. Under this method, the Fund's 49.9% share of the earnings of Clearwater is reflected in the statement of earnings of the Fund as a one-line item titled equity in the earnings of Clearwater Seafoods Limited Partnership. Due to the limited amount of information that this would provide on the underlying operations of Clearwater the financial statements of Clearwater are also enclosed.

The Fund acquired its interest in Clearwater on July 30, 2002. Therefore, the consolidated financial statements as at, and for the period ended September 28, 2002, reflect the results of operations for a period from July 30, 2002 to September 28, 2002. This is the third quarter of the Fund's fiscal year and the first reporting period since its inception. Accordingly, no comparative figures are presented.

Results of Operations

Consolidated Operating Results for the period July 30, 2002 to September 28, 2002

The results of operations of the Fund are entirely related to Clearwater's performance and therefore the commentary below is on the operations of Clearwater.

Sales for the period were \$59.7 million, which met management's expectations. Selling prices for clams, Argentine scallops, lobster, groundfish and frozen-at-sea shrimp met or exceeded expectations. Sea scallop and Jonah crab selling prices were lower than expected. Sales volumes were on target with the exception of clams.

Gross profit of \$16.3 million or 27.3% of sales met management's expectations for the period. Vessel operations were on target notwithstanding that the Atlantic Leader, our first scallop freezer vessel, experienced delays and did not contribute during the quarter. The clam fleet and Argentine scallop vessels performed better than expected.

Selling, general and administration expenses were \$4.5 million or 7.5% of sales which was below management's expectations and due primarily to a reorganization and reduction in head office staff. Foreign exchange income of \$1.4 million was higher than expected.

EBITDA (earnings before interest, taxes, depreciation, amortization and minority interest) was \$13.9 million or 23.3% of sales for the period. This is a recovery from the levels experienced in 2001.

Interest expense was higher than expected in the period. The term credit facility was drawn down entirely in Canadian dollars until mid-September resulting in higher average interest rates.

Distributable Cash and Cash Distributions

During the period ended September 28, 2002, Clearwater made the following cash distributions:

Declaration Date	Record Date	Payment Date	Distribution Per Unit	Total (in \$000's)
Paid to the Fund, as holders of CSLP Class A partnership units				
August 22, 2002	August 30, 2002	September 16, 2002	0.0958	\$ 2,231
September 20, 2002	September 28, 2002	October 15, 2002	0.0958	2,231
Paid to Clearwater Fine Foods Incorporated, as holders of CSLP Class B partnership units				
September 20, 2002	September 28, 2002	October 15, 2002	0.1916	<u>4,480</u>
Total distributions				<u>\$ 8,942</u>

For the period from July 30, 2002 to September 28, 2002, Clearwater generated \$9.3 million of distributable cash (\$0.20 per unit) and distributed \$8.9 million to unitholders, including the September distribution of \$6.7 million, paid on October 15, 2002. Clearwater will make distributions to unitholders of its available cash to the maximum extent possible.

All distributions paid by Clearwater to the Fund were in turn distributed to unitholders of the Fund resulting in distributions per month of \$0.0958 for the period from July 30, 2002 to September 28, 2002.

Liquidity and Capital Resources

On July 30, 2002, the Fund completed an IPO and sold 21,170,435 units for net proceeds of \$196,578,000. The net proceeds were used to purchase 45.36% of the Class A partnership units of Clearwater (Clearwater was the seafood business of Clearwater Fine Foods Incorporated). On August 27, 2002, the Fund issued an additional 2,117,043 units pursuant to an over-allotment option with the underwriters for net proceeds of \$19,953,000. The funds were used to acquire additional units in Clearwater Seafoods Limited Partnership, bringing the Fund's ownership to 49.9%.

Cash flow generated by Clearwater is used to fund distributions to unitholders and to pay interest, taxes and capital expenditures. During the period the Fund generated \$9.3 million in distributable cash and distributed \$8.9 million.

Clearwater has the use of a \$90 million term credit facility that is classified as long-term debt. The Partnership uses this facility to fund its current operations as well as to fund capital expenditures and other operating commitments.

Clearwater's cash flows are impacted by the seasonality of its business which will affect the level of the facility. Traditionally in the fourth quarter Clearwater's cash position improves as lobster, shrimp, and other inventories are sold and converted to cash thus reducing the amount of debt outstanding.

Capital expenditures were \$1.1 million for the period. \$0.6 million was maintenance capital while \$0.5 million was considered ROI (return on investment) capital. The ROI capital related primarily to vessels.

Risks and Uncertainties

The Fund is a limited purpose trust, which will be entirely dependent upon the operations and assets of Clearwater. Cash distributions to unitholders are not guaranteed and depend on the ability of Clearwater to pay distributions on the securities of Clearwater held by the fund. Clearwater's income and cash flow are generated from, and fluctuate with, the performance of its business, which is susceptible to a number of risks, including risks related to the resource supply, food processing risks, suppliers and customers, product liability, competition, economic fluctuations and government regulations. In addition, there are certain risks associated with the structure of the Fund, including the fact that cash distributions are not guaranteed and fluctuate with the performance of Clearwater's business, the nature of the units, income tax matters, potential restrictions on growth and the distribution of securities on redemption or termination of the Fund.

Outlook

We are focused on completing the harvest of our quotas for 2002 and meeting our sales targets.

The Partnership will take delivery of our second sea scallop freezer vessel in the coming quarter and the first vessel will start to contribute to our earnings.

We anticipate that earnings for the quarter will be in line with traditional levels.

Forward-looking Statements

This Quarterly Report may contain forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors outside management's control that could cause actual results to differ materially from those expressed in the forward-looking statements. The Fund does not assume responsibility for the accuracy and completeness of the forward-looking statements and does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

CLEARWATER SEAFOODS INCOME FUND

Consolidated Balance Sheet

As at September 28, 2002
(In thousands of dollars, unaudited)

Assets

Current Assets	
Distribution receivable from Clearwater Seafoods Limited Partnership	\$ 2,231
Investment in Clearwater Seafoods Limited Partnership (note 3)	<u>232,998</u>
	<u>\$ 235,229</u>

Liabilities and Unitholders' Equity

Current Liabilities	
Distribution payable to unitholders	\$ 2,231
Unitholders' Equity	
Capital contributions (Note 4)	232,875
Cumulative earnings	4,585
Cumulative distributions	<u>(4,462)</u>
	<u>232,998</u>
	<u>\$ 235,229</u>

See accompanying notes to consolidated financial statements

CLEARWATER SEAFOODS INCOME FUND

Consolidated Statements of Earnings and Cumulative Earnings

For the period from July 30, 2002 to September 28, 2002
(In thousands of dollars, unaudited)

Equity in earnings of Clearwater Seafoods Limited Partnership	<u>\$ 4,585</u>
Net earnings and cumulative earnings	<u>\$ 4,585</u>
Net earnings and diluted earnings per trust unit	<u>\$ 0.20</u>

See accompanying notes to consolidated financial statements

CLEARWATER SEAFOODS INCOME FUND

Consolidated Statement of Cash Flows

For the period from July 30, 2002 to September 28, 2002
(In thousands of dollars, unaudited)

Cash flows from operating activities	
Net earnings	\$ 4,585
Items not involving cash	
Equity in earnings of Clearwater Seafoods Limited Partnership, net of cash distributions received of \$4,462	<u>(123)</u>
	4,462
Cash flows from financing activities	
Issuance of units (note 4)	232,875
Distributions to unitholders	<u>(4,462)</u>
	228,413
Cash flows from investing activities	
Acquisition (Note 3)	<u>(232,875)</u>
Increase (decrease) in cash	-
Cash - beginning of period	<u>-</u>
Cash - end of period	<u><u>\$ -</u></u>

See accompanying notes to consolidated financial statements

CLEARWATER SEAFOODS INCOME FUND

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

1. FORMATION OF THE FUND AND BASIS OF PRESENTATION

The unaudited interim consolidated financial statements have been prepared by Clearwater Seafoods Income Fund (the "Fund") in accordance with Canadian generally accepted accounting principles. The preparation of this financial data is based on accounting policies and practices consistent with those that will be used in the preparation of the audited annual financial statements.

Clearwater Seafoods Income Fund is a limited purpose, open-ended trust established under the laws of the Province of Ontario on June 5, 2002. The Fund was created to acquire and hold securities of Clearwater Seafoods Limited Partnership ("Clearwater").

On July 30, 2002 the Fund issued 21,170,435 units at a price of \$10 per unit pursuant to an Initial Public Offering for proceeds of \$211,704,350. On August 27, 2002, the Fund issued an additional 2,117,043 units at \$10 per unit for proceeds of \$21,170,430 pursuant to an over-allotment option with the underwriters. The proceeds of these offerings were used to acquire 49.9% of the partnership units of Clearwater. The expenses of the offering and underwriter's fees were paid directly by Clearwater.

As the Fund owns less than 50% of the partnership units of Clearwater and does not have the right to nominate the majority of the board of directors, it does not consolidate the results of Clearwater's operations but rather accounts for the investment using the equity method. Under this method, the cost of the investment is increased by the Fund's proportionate share of Clearwater's earnings and reduced by any distributions paid to the Fund by Clearwater. Due to the limited amount of information that this provides on the underlying operations of Clearwater the financial statements of Clearwater are also enclosed.

2. ACCOUNTING POLICIES

The financial information contained in the accompanying consolidated financial statements has been prepared in accordance with Canadian generally accepted accounting principles.

(a) Consolidation

These consolidated financial statements consolidate the accounts of the Fund and its subsidiary, Clearwater Seafoods Holdings Trust from the date of acquisition on July 30, 2002.

(b) Income taxes

The Fund is a unit trust for income tax purposes. As such, the Fund is only taxable on any taxable income not allocated to the unitholders. As substantially all taxable income has been allocated to the unitholders, no provision for income taxes on earnings of the Fund has been made in these financial statements. Income tax liabilities relating to distributions of the Fund are the obligations of the unitholders.

CLEARWATER SEAFOODS INCOME FUND

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

2. ACCOUNTING POLICIES (CONTINUED)

(c) Distributions to unitholders

The Fund's distribution policy is to make distributions to unitholders of its available cash to the maximum extent possible consistent with good business practices.

It is anticipated that cash distributions will be payable monthly to the unitholders of record on the last business day of each month and will be paid no later than the 15th day of the following month or, if such day is not a business day, not later than the next business day.

(d) Use of estimates

The preparation of the financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates are based on management's best knowledge of current events and actions that the Fund may undertake in the future.

(e) Financial instruments

The carrying value of the receivable from Clearwater and distributions payable to unitholders approximate fair values based on the short-term maturity of these instruments.

CLEARWATER SEAFOODS INCOME FUND

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

3. INVESTMENT IN CLEARWATER SEAFOODS INCOME FUND

The Fund acquired a 49.9% interest in Clearwater for cash consideration of \$232,874,780. The acquisition has been accounted for using the equity method and the results of Clearwater have been included in the Fund's consolidated statements from the date of acquisition. At the time of the preparation of these statements the allocation of the purchase price was being completed. Accordingly, the allocation of the purchase price is subject to revision. Details of the allocation of the assigned values as at July 30, 2002 are as follows:

Purchase price of the partnership units		\$ 232,875
Net assets of Clearwater, 49.9% interest		
Cash	\$ 273	
Accounts receivable	40,976	
Inventories	48,700	
Prepays	7,542	
Other long-term assets	9,444	
Capital assets	125,542	
Licences	30,577	
Accounts payable and accrued liabilities	(54,075)	
Income taxes payable	(1,690)	
Long-term debt	(109,968)	
Due to joint venture partner	(1,995)	
Minority interest	(9,152)	
Cumulative translation account	19,390	
	<u>105,564</u>	
	X 49.9%	<u>52,676</u>
	Purchase price discrepancy	<u>\$ 180,199</u>

The purchase price discrepancy will be allocated to licences which have unlimited lives and goodwill.

As at September 28, 2002 the investment in Clearwater consists of the following

Investment in units, at cost	\$ 232,875
Equity in earnings	4,585
Less: Distributions received	<u>(4,462)</u>
	<u>\$ 232,998</u>

CLEARWATER SEAFOODS INCOME FUND

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

4. CAPITAL CONTRIBUTIONS

The Declaration of Trust provides that an unlimited number of units and an unlimited number of Special Trust Units may be issued. Each unit is transferable and represents an equal undivided beneficial interest in any distributions of the Fund and in the net assets of the Fund in the event of termination or winding up of the Fund. All units have equal rights and privileges. Each unit entitles the holder thereof to participate equally in the distributions and to one vote at all meetings of unitholders for each whole unit held. The issued units are not subject to future calls or assessments. Units are redeemable at any time at the option of the holder at amounts related to market price at the time, subject to a maximum of \$50,000 in aggregate cash redemptions by the Fund in any particular month. This limitation may be waived at the discretion of the Trustees of the Fund. Redemption in excess of this amount, assuming no waiving of the limitation, shall be paid by way of a distribution in specie of assets of the Fund, namely notes of Clearwater Seafoods Holdings Trust.

The Special Trust Units have been issued solely to provide voting rights to Clearwater Class B units ("CSLP Exchangeable Units"). Special Trust Units were issued in conjunction with the CSLP Exchangeable Units and cannot be transferred separately from them. Special Trust Units entitle the holders thereof to the number of votes at any meeting of unitholders of the Fund equal to the number of units which may be obtained upon exchange of the CSLP Exchangeable Units to which they relate and do not otherwise entitle the holder to any rights with respect to the Fund's property or income.

CSLP Exchangeable Units that are no longer subject to subordination (as described below) may at any time thereafter at the option of the holder be exchanged on a one-for-one basis for units of the Fund.

The right of the holders of CSLP Exchangeable Units to receive distributions from Clearwater is subordinated to the rights of holders of Class A limited partnership units of Clearwater (CSLP Ordinary Units) until the date on which both (i) distributions paid in respect of a fiscal year on the CSLP Ordinary Units and the CSLP Exchangeable Units total at least \$53.7 million; and (ii) Clearwater has earned Adjusted EBITDA of at least \$64.4 million for the same fiscal year; provided that in any event the earliest date in respect of which subordination shall end in respect of 60% of the CSLP Exchangeable Units shall be December 31, 2003 and in respect of the remaining 40%, December 31, 2005.

CSLP Exchangeable Units that are subject to subordination as described above are not during such period of subordination exchangeable into units of the Fund and their entitlement to distributions from Clearwater in respect of any month during such period is subordinated until CSLP Ordinary Units and CSLP Exchangeable Units that at the time are not subject to subordination have received distributions of at least \$0.0958 per unit in respect of such month.

	Units	\$
Issuance of Units, July 30, 2002	21,170,435	\$ 211,704
Issuance of Special Trust Units, July 30, 2002	25,498,260	-
Issuance of Class A Units, August 27, 2002	2,117,043	21,171
Redemption of Special Trust Units, August 27, 2002	<u>(2,117,043)</u>	<u>-</u>
	<u>46,668,695</u>	<u>\$ 232,875</u>

CLEARWATER SEAFOODS INCOME FUND

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

5. DISTRIBUTIONS TO UNITHOLDERS

During the period to September 28, 2002, the Fund declared distributions to unitholders of \$4,461,881 or \$0.1916 per unit. The amounts and record dates of the distributions were:

<u>Record date</u>	<u>Amount</u>	<u>Amount per unit</u>
August 30, 2002	\$ 2,231	\$ 0.0958
September 30, 2002	<u>2,231</u>	<u>\$ 0.0958</u>
	<u>\$ 4,462</u>	<u>\$ 0.1916</u>

6. ADMINISTRATION AGREEMENT

The Fund has entered into an Administration Agreement with Clearwater. Under the terms of the agreement, Clearwater is responsible to provide administrative and support services to the Fund and is to provide these services for no additional consideration, other than payment of out-of-pocket expenses. There were no charges for out-of-pocket expenses during this period.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Consolidated Balance Sheet

As at September 28, 2002 with comparative figures for July 30, 2002
(In thousands of dollars, unaudited)

	September 28 2002	July 30 2002
Assets		
Current Assets		
Cash	\$ 1,255	\$ 273
Accounts receivable	41,330	40,976
Inventories	41,533	48,700
Prepays	8,085	7,542
	<u>92,203</u>	<u>97,491</u>
Other long-term assets	10,259	9,444
Capital assets (note 4)	124,550	125,542
Licences (note 5)	30,557	30,577
Goodwill	8,972	8,972
	<u>\$ 266,541</u>	<u>\$ 272,026</u>
Liabilities and Unitholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 38,177	\$ 54,075
Distributions payable	6,711	-
Income taxes payable	1,614	1,690
Current portion of long-term debt (note 6)	2,981	2,108
	<u>49,483</u>	<u>57,873</u>
Long-term debt (note 6)	110,210	107,860
Future income taxes	5,196	5,153
Due to joint venture partner	1,995	1,995
Minority interest	9,586	9,152
Unitholders' Equity		
Capital contributions (note 7)	109,383	109,383
Cumulative translation account	(19,558)	(19,390)
Cumulative earnings	9,188	-
Cumulative distributions	(8,942)	-
	<u>90,071</u>	<u>89,993</u>
	<u>\$ 266,541</u>	<u>\$ 272,026</u>
Commitments (note 9)		

See accompanying notes to consolidated financial statements

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Consolidated Statements of Earnings and Cumulative Earnings

For the period from July 30, 2002 to September 28, 2002
(In thousands of dollars, unaudited)

Sales	\$ 59,672
Cost of goods sold	<u>43,381</u>
Gross profit	16,291
Administration and selling	4,479
Other income	(672)
Foreign exchange	<u>(1,409)</u>
	<u>2,398</u>
Earnings before interest, depreciation and amortization, taxes and minority interest	13,893
Bank interest and charges	113
Interest on long-term debt	957
Depreciation and amortization	<u>2,178</u>
	<u>3,248</u>
Earnings before income taxes and minority interest	10,645
Income taxes (note 8)	<u>1,023</u>
Earnings before minority interest	9,622
Minority interest	<u>434</u>
Net earnings and cumulative earnings	<u>\$ 9,188</u>
Net earnings per unit	<u>\$ 0.20</u>

See accompanying notes to consolidated financial statements

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Consolidated Statement of Cash Flows

For the period from July 30, 2002 to September 28, 2002
(In thousands of dollars, unaudited)

Cash flows from operating activities	
Net earnings	\$ 9,188
Items not involving cash	
Depreciation and amortization	2,178
Foreign exchange on long-term debt	(78)
Future income taxes	43
Minority interest	434
Other	(7)
	<u>11,758</u>
Change in non-cash operating working capital	<u>(9,704)</u>
	2,054
Cash flows from financing activities	
Issuance of units (note 7)	216,531
Redemption of units (note 7)	(19,953)
Proceeds from long-term debt (including \$71,150,000 used for acquisition, note 1)	76,455
Reduction of long-term debt	(2,004)
Deferred foreign currency	(168)
Distributions to unitholders	(2,231)
	<u>268,630</u>
Cash flows from investing activities	
Acquisition (note 1)	(267,728)
Increase in other long-term assets and other	(882)
Purchase of capital assets and licences	(1,092)
	<u>(269,702)</u>
Increase in cash	982
Cash - beginning of period	<u>273</u>
Cash - end of period	<u>\$ 1,255</u>
Supplementary cash flow information	
Interest paid	1,113
Income taxes paid	983

See accompanying notes to consolidated financial statements

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

1. BASIS OF PRESENTATION

The unaudited interim consolidated financial statements have been prepared by Clearwater Seafoods Limited Partnership ("Clearwater") in accordance with Canadian generally accepted accounting principles. The preparation of this financial data is based on accounting policies and practices consistent with those that will be used in the preparation of the audited annual financial statements.

On July 30, 2002 Clearwater issued 21,170,435 Class A limited partnership units at \$10 per unit to Clearwater Seafoods Holdings Trust (CSHT), the sole beneficiary of which is Clearwater Seafoods Income Fund (the "Fund"), for net proceeds of \$196,578,000, after deducting expenses of the offering of \$15,126,000. On that date Clearwater also completed the acquisition of the seafood business of Clearwater Fine Foods Incorporated ("CFFI"). In consideration for such business Clearwater issued 25,498,260 Class B general partnership units, assumed certain liabilities of CFFI related to the acquired business and paid cash in the aggregate amount of \$267,728,000. On August 27, 2002, in pursuance of an over-allotment option agreement entered into on July 30, 2002, Clearwater issued an additional 2,117,043 units to CSHT for \$10 per unit for net proceeds of \$19,953,000, after deducting expenses of \$1,217,000 and used the proceeds to redeem 2,117,043 Class B general partnership units.

In consequence of the foregoing transactions, CFFI owns 50.1% of the partnership units of Clearwater. As CFFI controlled the business both before and after the transaction, the acquisition has been accounted for using the book values of the assets and liabilities as recorded by CFFI.

2. SEASONALITY

Due to the seasonal nature of production, gross profit is typically higher in the second half of the calendar year than the first half of the year.

3. ACCOUNTING POLICIES

The financial information contained in the accompanying consolidated financial statements has been prepared in accordance with Canadian generally accepted accounting principles.

(a) Consolidation

These consolidated financial statements include the accounts of Clearwater and its subsidiaries and joint ventures from the date of acquisition on July 30, 2002.

Clearwater's investments in joint ventures are recognized in the financial statements using the proportionate consolidation method.

(b) Inventories

Inventories, which consist primarily of finished goods, are stated at the lower of cost and net realizable value.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

3. ACCOUNTING POLICIES (continued)

(c) Capital assets

Capital assets are stated at cost. Depreciation is provided on a straight-line basis to amortize the cost of these assets over their estimated useful lives. Estimated useful lives range from 10 to 40 years for buildings, 3 to 17 years for equipment and 10 to 20 years for vessels. Additions are depreciated at one-half the normal rates in the first year of use except significant additions, which are depreciated commencing in the month they are put into use.

(d) Licences and licence agreements

Licences and licence agreements represent intangible assets acquired directly or in a business combination that meet the specified criteria for recognition apart from goodwill and are recorded at their fair value at the date of acquisition.

Licences have indefinite lives. Accordingly, they are not amortized and are tested for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired. Licence agreements have finite lives. Accordingly, they are amortized over the term of the related agreement and tested for impairment if events or changes in circumstances indicate that the asset might be impaired.

The impairment test compares the carrying amount of the licences and licence agreements with their fair value, and an impairment loss would be recognized in earnings for any excess of the carrying value over fair value.

(e) Goodwill

Goodwill is the residual amount that results when the purchase price of an acquired business exceeds the sum of the amounts allocated to the net assets acquired, based on their fair values.

Goodwill is not amortized and is tested for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired. When the carrying amount of goodwill exceeds the implied fair value of the goodwill, an impairment loss would be recognized in an amount equal to the excess and it would be presented as a separate line item in the statement of earnings.

(f) Due to joint venture partner

The amount due to joint venture partner of \$1,995,000 is a non-interest bearing capital advance that is repayable only upon dissolution of the joint venture partnership.

(g) Translation of foreign currencies

The accounts of a subsidiary company which is considered to be a self-sustaining operation have been translated to Canadian dollars using the current rate method. Assets and liabilities are translated at the rate of exchange in effect at the balance sheet date and revenue and expense items are translated at the rates in effect on the dates of such transactions. Gains or losses arising from the translation of the financial statements of the self-sustaining foreign operation are deferred in a "cumulative translation account" in unitholders' equity. The cumulative translation account arises substantially from capital assets of the subsidiary located in Argentina.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

3. ACCOUNTING POLICIES (continued)

Foreign monetary assets and liabilities of the Canadian operations and integrated foreign subsidiaries have been translated into Canadian dollars using the rate of exchange in effect at the balance sheet date and foreign non-monetary balances are translated at historical exchange rates. Exchange gains or losses arising from translation of these foreign monetary balances are reflected in the current period's earnings. Revenues and expenses are translated at rates in effect at the time of the transactions.

(h) Derivative financial instruments

Forward exchange contracts are used by Clearwater in the management of its foreign currency exposures. Clearwater formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. This process includes linking all derivatives to specific forecasted transactions. Clearwater also formally assesses on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Foreign exchange translation gains and losses on foreign currency denominated derivative financial instruments used to hedge anticipated U.S. dollar and Japanese Yen denominated sales are recognized in the consolidated financial statements when the related transaction occurs.

Clearwater writes foreign currency options. These securities, which do not act as a fully effective hedge, and which mature over a short period of time, are stated at estimated quoted market prices. Realized and unrealized gains and losses on these securities are included in earnings. At September 28, 2002 Clearwater would have been required to pay \$6,477,000 (\$6,549,000 as at July 30, 2002) to settle these options. This amount is included in accounts payable and accrued liabilities.

(i) Income taxes

Income taxes are accounted for by the asset and liability method of tax allocation. Under this method, future income taxes are recognized for temporary differences between the tax and accounting basis of assets and liabilities based on income tax rates and income tax laws that are expected to apply in the periods in which the differences are expected to affect income.

(j) Distributions to unitholders

Clearwater's distribution policy is to make distributions to unitholders of its available cash to the maximum extent possible consistent with good business practices. Clearwater intends to make monthly cash distributions of its net monthly cash receipts, less estimated amounts required for the payment of expenses and capital expenditures as determined appropriate.

Cash distributions will be payable monthly to the unitholders of record on the last business day of each month and will be paid no later than the 15th day of the following month or, if such day is not a business day, not later than the next business day.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

3. ACCOUNTING POLICIES (continued)

(k) Use of estimates

The preparation of the financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates are based on management's best knowledge of current events and actions that Clearwater may undertake in the future.

4. CAPITAL ASSETS

	September 28, 2002		
	Cost	Accumulated depreciation	Net
Land and land improvements	\$ 2,846	\$ 552	\$ 2,294
Buildings and wharves	58,422	34,626	23,796
Equipment	65,212	43,803	21,409
Vessels	140,656	56,045	84,611
Construction in progress	9,680	-	9,680
	<u>\$ 276,816</u>	<u>\$ 135,026</u>	<u>\$ 141,790</u>
Less: Deferred government assistance			<u>(17,240)</u>
			<u>\$ 124,550</u>

5. LICENCES

	September 28, 2002		
	Gross carrying amount	Accumulated amortization	Net
Licences			
Indefinite lives	\$ 48,373	\$ 19,826	\$ 28,547
Finite lives	2,500	490	2,010
	<u>\$ 50,873</u>	<u>\$ 20,316</u>	<u>\$ 30,557</u>

The aggregate amortization expense for the period ended September 28, 2002 of \$20,000 is included in depreciation and amortization expense.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

6. LONG-TERM DEBT

	<u>September 28, 2002</u>
Term credit facility (a)	\$ 74,424
Marine mortgage, due in 2009 (b)	20,630
Marine mortgage, due in 2017 (c)	10,668
Term loan, due in 2092 (d)	3,500
Other loans	<u>3,969</u>
	113,191
Less current portion	<u>2,981</u>
	<u>\$ 110,210</u>

- (a) Term credit facility, for up to CDN \$90,000,000 or the equivalent thereof in certain other currencies, of which CDN \$59,607,000 and YEN 1,139,250,000 (CDN \$14,817,000) is outstanding as of September 28, 2002. The facility bears interest at rates ranging from prime plus .5 - 1.25% and Libor plus 1.5 - 2.25%, has no scheduled repayments and matures on July 31, 2004. The facility is secured by mortgages and charges on all of the present and future property and assets of Clearwater and of certain of its wholly-owned subsidiaries, the interests of Clearwater Seafoods Income Fund in Clearwater Seafoods Holdings Trust, the interests of Clearwater Seafoods Holdings Trust in Clearwater and all the issued shares of CS ManPar Inc., the general partner of Clearwater and is subject to the maintenance of certain financial ratios.
- (b) Marine mortgage payable in the principal amount of CDN \$10,200,000, U.S. \$3,375,000 (CDN \$5,324,000) and YEN 392,598,000 (CDN \$5,106,000) bearing interest at UNIBOR plus 1% payable semi-annually. Principal payments are required annually with CDN \$600,000, U.S. \$199,000 and YEN 23,094,000 due in fiscal 2003, CDN \$3,600,000, U.S. \$1,191,000 and YEN 138,564,000 due in fiscal 2004 and CDN \$1,200,000, U.S. \$397,000 and YEN 46,188,000 due in each of the fiscal years 2005-2009. The loan matures in 2009 and is secured by a first mortgage over the related vessel, mortgages of the shares of the subsidiary corporation that owns the vessel, and guarantees of Clearwater, the other shareholder of the subsidiary corporation that owns the vessel and CFFI. The book value of the related vessel is \$21,887,000.
- (c) Marine mortgage payable in the principal amount of CDN \$ 10,341,000, DKK 27,828,080 (CDN \$5,833,000) and YEN 396,895,158 (CDN \$5,162,000) bearing interest at UNIBOR plus 1% payable semi-annually, 50% of which represents Clearwater proportionate share. Principal payments are required annually with CDN \$517,067, DKK 1,391,404 (CDN \$292,000) and YEN 19,844,758 (CDN \$258,000) due in 2003-2007, CDN \$775,600, DKK 2,087,106 (CDN \$437,000) and YEN 29,767,137 (CDN \$387,000) due in 2008-2017, 50% of which represents Clearwater proportionate share. The loan matures in 2017 and is secured by a first mortgage over the related vessel, covenants concerning fishing licences and guarantees of Clearwater, the parent company of the other partner of the partnership that owns the vessel and of CFFI. Clearwater's proportionate share of the book value of the related vessel is \$13,972,000.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

6. LONG-TERM DEBT (continued)

(d) Term loan, payable in 2092. In connection with this loan Clearwater makes a royalty payment of \$350,000 per annum in lieu of interest.

Principal repayments required in each of the next five years assuming renewal of the term credit facility on similar terms are approximately as follows:

2003	\$ 2,981
2004	8,047
2005	3,169
2006	3,156
2007	3,154

The estimated fair value of Clearwater's long-term debt, including the current portion, at September 28, 2002 was \$112,880,000. Fair value has been estimated based on discounting expected future cash flows at the discount rates which represent borrowing rates presently available to Clearwater for loans with similar terms and maturities.

7. CAPITAL CONTRIBUTIONS

Clearwater is authorized to issue an unlimited number of Class A limited partnership units, an unlimited number of Class B general partnership units, issuable in series, and an unlimited number of Class Y general partnership units, issuable in series.

Each unit (other than the Class Y units) shall entitle the holder thereof to one (1) vote in respect thereof, except in certain situations as described pursuant to the Limited Partnership Agreement governing Clearwater.

Each issued Class B unit is accompanied by a Special Trust Unit issued by the Fund entitling the holder to receive notice of, to attend and to vote at meetings of unit holders of the Fund.

Subject to the provisions of applicable securities laws, units in Clearwater are transferable, except that, without the prior consent of CSHT, CFFI and Atlantic Shrimp Company Limited are not permitted to transfer any Class B units prior to December 31, 2003 to any person other than an Affiliate or a Permitted Lender or the transferee thereof.

The right of the holders of Class B units to receive distributions from Clearwater is subordinated to the rights of holders of Class A units until the date on which both (i) distributions paid in respect of a fiscal year on the Class A units and the Class B units total at least \$53.7 million; and (ii) Clearwater has earned Adjusted EBITDA (earnings before interest, taxes, depreciation, amortization and minority interest) of at least \$64.4 million for the same fiscal year; provided that in any event the earliest date in respect of which subordination shall end in respect of 60% of the Class B units shall be December 31, 2003 and in respect of the remaining 40%, December 31, 2005. Class B units that are subject to such subordination are entitled to receive distributions from Clearwater only quarterly, rather than monthly, and only after distributions of at least \$0.0958 per unit in respect of each month during such quarter have first been paid to the holders of Class A units and Class B units that at the time are not subject to such subordination.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

7. CAPITAL CONTRIBUTIONS (continued)

Class B units that are no longer subject to subordination may at any time thereafter at the option of the holder thereof in effect be exchanged for units of the Fund whereupon CSHT will be issued Class A units and the Class B units that were so exchanged will be cancelled.

On July 30, 2002 Clearwater issued 21,170,435 Class A limited partnership units at \$10 per unit to CSHT, the sole beneficiary of which is the Fund, for net proceeds of \$196,578,000, after deducting expenses of the offering of \$15,126,000 and as part of the acquisition of the seafood business of CFFI, issued 25,498,260 Class B general partnership units. On August 27, 2002 Clearwater issued an additional 2,117,043 Class A units at \$10 per unit for net proceeds of \$19,953,000, after deducting expenses of \$1,217,000, and used the funds to redeem 2,117,043 Class B units.

As CFFI controlled the business both before and after the above-noted transactions, the acquisition has been accounted for using the book values of the assets and liabilities as recorded by CFFI. The excess of capital contributions over book values of assets reflects the book values of the net assets of CFFI's seafood business at the date of acquisition of \$180,533,000 less the cash portion of the consideration paid by Clearwater therefore of \$267,728,000.

	<u>Units</u>	<u>\$</u>
Issuance of Class A limited partnership units, July 30, 2002	21,170,435	\$ 196,578
Issuance of Class B general partnership units, July 30, 2002	25,498,260	-
Issuance of Class A limited partnership units, August 27, 2002	2,117,043	19,953
Redemption of Class B general partnership units, August 27, 2002	(2,117,043)	(19,953)
Less: Excess of capital contributions over book values of assets	<u>-</u>	<u>(87,195)</u>
	<u>46,668,695</u>	<u>\$ 109,383</u>

8. INCOME TAXES

Components of the income tax expense are as follows:

For the period from July 30, 2002 to September 28, 2002

Current	\$ 980
Future	<u>43</u>
	<u>\$ 1,023</u>

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

8. INCOME TAXES (continued)

The provision for income taxes in the consolidated statement of earnings represents an effective tax rate different from the Canadian statutory rate of 42.1%. The differences are as follows:

	<u>Amount</u>	<u>%</u>
Income tax expense computed at statutory rates	\$ 4,463	42.1
Income of the partnership distributed directly to unitholders	(2,072)	(19.5)
Income of foreign subsidiary not subject to tax	(1,119)	(10.6)
Change in valuation allowance	(334)	(3.2)
Other tax differences	<u>85</u>	<u>0.8</u>
	<u>\$ 1,023</u>	<u>9.6</u>

The income tax effects of temporary differences that give rise to significant portions of the future tax assets and future tax liabilities are presented below:

	<u>September 28, 2002</u>
Future income tax asset	
Loss carry-forwards and future deductible expenses of foreign subsidiaries	\$ 4,671
Less valuation allowance	<u>(4,671)</u>
	-
Future income tax liabilities	
Licences	2,606
Capital assets	<u>2,590</u>
	<u>5,196</u>
Net future tax liability, non-current	<u>\$ 5,196</u>

9. COMMITMENTS

Clearwater is committed directly, and through its proportionate share of its joint ventures, to various licence, lease and capital asset acquisition agreements aggregating \$37,912,000 as of September 28, 2002 requiring approximate minimum annual payments in each of the next five years as follows: 2003 - \$8,044,000, 2004 - \$4,057,000, 2005 - \$3,833,000, 2006 - \$2,662,000, and 2007 - \$2,591,000.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

10. JOINT VENTURES

Clearwater has a 50% interest in three joint ventures. The financial statements include Clearwater's proportionate share of the assets, liabilities, sales and expenses of such joint ventures, the material elements of which are as follows:

	<u>September 28, 2002</u>
Current assets	\$ 10,458
Capital and other long-term assets	23,906
Current liabilities	6,324
Long-term liabilities	18,106

	<u>For the period from July 30, 2002 to September 28, 2002</u>
Sales	\$ 3,492
Expenses	2,910
Earnings before taxes	582

Clearwater receives and provides services to the joint ventures at amounts agreed between the parties. The following is a summary of the balances and transactions included in the financial statements:

	<u>Balances as at September 28, 2002</u>
Accounts receivable	\$ 768
Due from joint venture	4,865
Accounts payable	595
Due to joint venture partner	1,995

	<u>Transactions for the period from July 30, 2002 to September 28, 2002</u>
Commissions charged by joint ventures	\$ 520
Interest charged to joint ventures	82

As at September 28, 2002, Clearwater was contingently liable for the obligations of the co-owners in the amount of \$13,391,000. However, the co-owners share of the assets is available for the purpose of satisfying such obligations.

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

11. SEGMENTED INFORMATION

(a) General information

Clearwater operates primarily within one industry, that being the harvesting, procurement, processing, and sale of seafood with no separately reportable business segments. The products are sold primarily to customers in the United States, Asia, Europe, and Canada.

(b) Net sales to customers by product category

	<u>For the period from July 30, 2002 to September 28, 2002</u>
Shellfish	\$ 52,006
Ground fish	5,461
Other	<u>2,205</u>
Total sales	<u>\$ 59,672</u>

(c) Geographic information

	<u>For the period from July 30, 2002 to September 28, 2002</u>
Sales	
United States	\$ 25,866
Asia	12,417
Europe	14,108
Canada	<u>7,281</u>
	<u>\$ 59,672</u>

	<u>September 28, 2002</u>
Capital assets, licences and goodwill	
Canada	\$ 156,864
Argentina	5,773
Other	<u>1,442</u>
	<u>\$ 164,079</u>

CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Notes to Consolidated Financial Statements

For the period from July 30, 2002 to September 28, 2002
(Tabular amounts expressed in thousands of dollars, unaudited)

12. FINANCIAL INSTRUMENTS

(a) Hedging

Forward exchange contracts are used by Clearwater in the management of its foreign currency exposures. Clearwater manages its exposure to fluctuations in exchange rates on United States dollar and Japanese Yen denominated revenues using forward exchange contracts. As at September 28, 2002 Clearwater had outstanding contracts as follows: sell 17,000,000 U.S. dollars at average rates of 1.5667 in the period to December 31, 2002, sell 52,000,000 U.S. dollars at average rates of 1.5598 in the period to December 31, 2003, sell 516,689,064 Japanese Yen at average rates of 0.01244 in the period to December 31, 2002 and sell 1,000,000,000 Japanese Yen at average rates of 0.01274 in the period to December 31, 2003. In addition, Clearwater had an outstanding contract to buy 3,000,000 Euros at 0.9754 for each U.S. dollar. At September 28, 2002 Clearwater would have been required to pay \$2,747,000 to settle these contracts.

(b) Credit risk

Clearwater is exposed to credit risk in the event of non-performance by counterparties to its derivative financial instruments, but does not anticipate non-performance by any of the counterparties as Clearwater only deals with highly-rated financial institutions.

Clearwater has significant accounts receivable from customers operating in the United States, Europe and Asia. Clearwater has a policy of utilizing a combination of credit reporting agencies, credit insurance, letters of credit and secured forms of payment to mitigate customer specific credit risk and country specific credit risk.

(c) Fair values

The carrying value of cash, accounts receivable and accounts payable and accrued liabilities approximate fair value.

13. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances associated with joint venture partners disclosed in note 10, Clearwater was charged \$71,000 by CFFI for use of a corporate airplane, had cash on deposit with CFFI of \$446,000 (relating to one day's deposits from corporate lock deposit boxes), had an amount due from a minority owner in a subsidiary of \$3,174,000, had an amount payable to CFFI of \$711,000 and a distribution payable to CFFI of \$4,480,000. In addition, included in commitments are amounts for vehicle leases aggregating \$281,000 that are committed to be paid to a company controlled by a relative of an officer of Clearwater. These transactions have been recorded at fair market value.

TRUSTEES OF CLEARWATER SEAFOODS INCOME FUND

Purdy Crawford, Chairman, AT &T Canada
Inc. and Counsel, Osler, Hoskin
and Harcourt LLP

James W. Gogan, President, High Street
Investment Limited

Thomas D. Traves, President and
Vice-Chancellor, Dalhousie University

DIRECTORS OF CS MANPAR INC., MANAGING PARTNER OF CLEARWATER SEAFOODS LIMITED PARTNERSHIP

Purdy Crawford, Chairman, AT &T Canada
Inc. and Counsel, Osler, Hoskin
and Harcourt LLP

James W. Gogan, President, High Street
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Thomas D. Traves, President and
Vice-Chancellor, Dalhousie University

George S. Armoyan, President,
Geosam Investments Limited

Hugh K. Smith, Vice-President,
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John C. Risley, Chairman,
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Colin E. MacDonald, Chief Executive Officer,
CS ManPar Inc.

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Colin E. MacDonald,
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Eric R. Roe, Vice-President,
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Peter Matthews, Vice-President, Fleet

J. Michael Magnus, Vice-President, Marketing
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Ian G. Bruce, Vice-President,
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