



**Bell Aliant Regional Communications  
Income Fund**

**Supplementary Information  
(unaudited)**

**Third Quarter 2009**

## BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND

### Supplementary Information (unaudited)

---

#### Basis of Presentation

The Supplementary Information contained herein presents the results of Bell Aliant Regional Communications Income Fund (Bell Aliant Income Fund or the Fund) and the results of its principal operating subsidiary, Bell Aliant Regional Communications Holdings, Limited Partnership (Bell Aliant Holdings LP).

Readers are cautioned that the Supplementary Information is unaudited and some of the financial measures presented herein do not have standard meanings prescribed by Canadian generally accepted accounting policies (GAAP). See "Non-GAAP Financial Measures" section.

Certain amounts presented in this Supplementary Information are rounded. Accordingly, the columns and rows may not add to the totals presented.

#### Table of Contents

	page
<b>Bell Aliant Income Fund</b>	
Highlights	3
<b>Bell Aliant Holdings LP</b>	
Highlights	4
Summary of quarterly financial results	5
Operating revenues and growth	6
Operating revenues statistics	7
Capital structure	8
<b>Non-GAAP Financial Measures</b>	
Distributable cash	9
Operating income and EBITDA	11
<b>Corporate Information</b>	12

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**
**BELL ALIANT INCOME FUND**

Supplementary Information (unaudited)

Highlights

(Millions of dollars, except as otherwise indicated)

	2009				2008					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>BELL ALIANT INCOME FUND</b>										
<b>Net earnings</b>										
Equity income from investments	\$223.4	\$80.7	\$76.3	\$66.4	\$255.6	\$66.0	\$189.6	\$76.1	\$69.4	\$44.1
Other revenues	-	-	-	-	0.1	-	0.1	0.1	-	-
<b>Total revenues</b>	<b>223.4</b>	<b>80.7</b>	<b>76.3</b>	<b>66.4</b>	<b>255.7</b>	<b>66.0</b>	<b>189.7</b>	<b>76.2</b>	<b>69.4</b>	<b>44.1</b>
Expenses	3.2	0.7	1.5	1.0	4.0	0.5	3.5	1.5	0.9	1.1
<b>Net earnings from continuing operations</b>	<b>\$220.2</b>	<b>\$80.0</b>	<b>\$74.8</b>	<b>\$65.4</b>	<b>\$251.7</b>	<b>\$65.5</b>	<b>\$186.2</b>	<b>\$74.7</b>	<b>\$68.5</b>	<b>\$43.0</b>
Net earnings (loss) from discontinued operations	(8.5)	(5.7)	(3.4)	0.6	(0.3)	0.1	(0.4)	0.3	(0.7)	-
<b>Net earnings</b>	<b>\$211.7</b>	<b>\$74.3</b>	<b>\$71.4</b>	<b>\$66.0</b>	<b>\$251.4</b>	<b>\$65.6</b>	<b>\$185.8</b>	<b>\$75.0</b>	<b>\$67.8</b>	<b>\$43.0</b>
<b>Distributions</b>										
Distributions declared	\$276.7	\$92.3	\$92.3	\$92.1	\$367.5	\$92.1	\$275.4	\$92.1	\$92.1	\$91.2
Distributions declared per Fund unit	\$2.175	\$0.725	\$0.725	\$0.725	\$2.894	\$0.725	\$2.169	\$0.725	\$0.725	\$0.718
<b>Unitholders' capital (000's)</b>										
Fund units publicly held, beginning of period	126,984	127,239	127,228	126,984	126,950	126,980	126,950	126,952	126,952	126,950
Issued (redeemed)	271	16	11	244	34	4	30	28	-	2
Fund units publicly held, end of period	127,255	127,255	127,239	127,228	126,984	126,984	126,980	126,980	126,952	126,952
Exchangeable units held by BCE Inc. / Bell Canada	100,374	100,374	100,374	100,374	100,374	100,374	100,374	100,374	100,374	100,374
Deferred units (dilutive)	432	432	437	438	686	686	466	466	481	468
<b>Fully diluted Fund units, end of period</b>	<b>228,061</b>	<b>228,061</b>	<b>228,050</b>	<b>228,040</b>	<b>228,044</b>	<b>228,044</b>	<b>227,820</b>	<b>227,820</b>	<b>227,807</b>	<b>227,794</b>
Average units outstanding - basic	127,195	127,247	127,237	127,098	126,964	126,983	126,958	126,971	126,952	126,951
Average units outstanding - fully diluted	228,001	228,053	228,048	227,910	228,024	228,043	227,798	227,811	227,807	227,793
<b>Market data</b>										
Market capitalization <sup>(1)</sup>		\$6,383.4	\$6,009.1	\$5,495.8		\$5,370.4		\$5,693.2	\$6,624.6	\$6,831.5
Market price										
High		\$27.99	\$26.74	\$26.85		\$26.20		\$29.42	\$30.55	\$30.15
Low		\$25.60	\$23.60	\$23.01		\$21.00		\$24.83	\$28.76	\$26.00
Close		\$27.99	\$26.35	\$24.10		\$23.55		\$24.99	\$29.08	\$29.99
Distribution yield <sup>(2)</sup>		10.4%	11.0%	12.0%		12.3%		11.6%	10.0%	9.6%

<sup>(1)</sup> Market capitalization - fully diluted Fund units, end of period multiplied by market close price.

<sup>(2)</sup> Distribution yield - distributions declared per Fund unit divided by market close price. This calculation is annualized.

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**
**BELL ALIANT HOLDINGS LP**
**Supplementary Information (unaudited)**
**Highlights**
*(Millions of dollars, except as otherwise indicated)*

	2009 <sup>(3)</sup>				2008 <sup>(3)</sup>					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>BELL ALIANT HOLDINGS LP</b>										
<b>Financial measures</b>										
Operating revenues	\$2,388.6	\$785.8	\$784.5	\$818.3	\$3,246.3	\$803.2	\$2,443.1	\$806.6	\$806.8	\$829.7
EBITDA <sup>(4)</sup>	\$1,100.8	\$374.9	\$367.2	\$358.7	\$1,450.3	\$365.6	\$1,084.7	\$371.0	\$360.4	\$353.3
EBITDA <sup>(4)</sup> margin	46.1%	47.7%	46.8%	43.8%	44.7%	45.5%	44.4%	46.0%	44.7%	42.6%
Operating income <sup>(4)</sup>	\$478.7	\$163.7	\$164.5	\$150.5	\$600.5	\$112.7	\$487.8	\$171.3	\$161.8	\$154.7
<b>Current year Q over same Q last year growth</b>										
Operating revenues	(\$54.5)	(\$20.8)	(\$22.3)	(\$11.4)	\$25.5	(\$8.6)	\$34.1	\$5.3	\$19.4	\$9.4
	(2.2%)	(2.6%)	(2.8%)	(1.4%)	0.8%	(1.1%)	1.4%	0.7%	2.5%	1.1%
EBITDA <sup>(4)</sup>	\$16.1	\$3.9	\$6.8	\$5.4	\$15.2	\$0.4	\$14.8	\$2.5	\$6.2	\$6.1
	1.5%	1.1%	1.9%	1.5%	1.1%	0.1%	1.4%	0.7%	1.8%	1.8%
EBITDA <sup>(4)</sup> margin	1.7%	1.7%	2.1%	1.2%	0.1%	0.5%	0.0%	0.0%	(0.3%)	0.3%
	3.8%	3.7%	4.7%	2.8%	0.2%	1.1%	0.0%	0.0%	(0.7%)	0.7%
Operating income <sup>(4)</sup>	(\$9.1)	(\$7.6)	\$2.7	(\$4.2)	\$96.2	(\$28.9)	\$125.1	\$32.0	\$108.9	(\$15.8)
	(1.9%)	(4.4%)	1.7%	(2.7%)	19.1%	(20.4%)	34.5%	23.0%	205.9%	(9.3%)
<b>Operating statistics</b>										
Network Access Services (NAS)		2,980,684	3,022,899	3,054,574		3,092,446		3,134,410	3,158,544	3,179,213
NAS net declines	(111,762)	(42,215)	(31,675)	(37,872)	(109,359)	(41,964)	(67,395)	(24,134)	(20,669)	(22,592)
As a percentage, in the period	(3.6%)	(1.4%)	(1.0%)	(1.2%)	(3.4%)	(1.3%)	(2.1%)	(0.8%)	(0.7%)	(0.7%)
NAS net declines, normalized for KMTS acquisition <sup>(9)</sup>					(118,559)		(76,595)			(31,792)
As a percentage, in the period					(3.7%)		(2.4%)			(1.0%)
High-speed Internet (HSI) customers		797,682	782,719	771,675		757,153		744,947	725,242	710,803
HSI customers net additions	40,529	14,963	11,044	14,522	68,440	12,206	56,234	19,705	14,439	22,090
As a percentage, in the period	5.4%	1.9%	1.4%	1.9%	9.9%	1.6%	8.2%	2.7%	2.0%	3.2%
HSI customers net additions, normalized for KMTS acquisition <sup>(9)</sup>					66,040		53,834			19,690
As a percentage, in the period					9.6%		7.8%			2.9%
<b>Cash flow measures</b>										
Capital expenditures	\$343.7	\$114.7	\$121.7	\$107.3	\$526.9	\$167.0	\$359.9	\$138.2	\$127.0	\$94.7
Capital intensity <sup>(5)</sup>	14.4%	14.6%	15.5%	13.1%	16.2%	20.8%	14.7%	17.1%	15.7%	11.4%
Distributable cash <sup>(4)</sup>	\$590.9	\$207.8	\$186.6	\$196.5	\$715.6	\$146.2	\$569.4	\$179.3	\$183.3	\$206.8
Distributable cash <sup>(4)</sup> per Fund unit <sup>(6)</sup>	\$2.592	\$0.911	\$0.818	\$0.862	\$3.141	\$0.641	\$2.500	\$0.787	\$0.805	\$0.908
Distributions declared <sup>(7)</sup>	\$495.1	\$165.1	\$165.1	\$164.9	\$657.9	\$164.8	\$493.1	\$164.9	\$164.9	\$163.3
Payout ratio <sup>(8)</sup>	83.8%	79.5%	88.5%	83.9%	91.9%	112.7%	86.6%	92.0%	90.0%	79.0%
<b>Current year Q over same Q last year growth</b>										
Distributable cash <sup>(4)</sup>	\$21.5	\$28.5	\$3.3	(\$10.3)	\$14.2	(\$23.3)	\$37.5	\$1.7	\$21.1	\$14.7
	3.8%	15.9%	1.8%	(5.0%)	2.0%	(13.7%)	7.1%	1.0%	13.0%	7.7%

<sup>(3)</sup> We adopted discontinued operations presentation for xwave New England Corp. (xwave NE) in Q2 2009 and for Innovatia Inc. (Innovatia) in Q3 2009, in accordance with Canadian GAAP. As a result, the financial information for prior periods has been restated.

<sup>(4)</sup> The terms EBITDA, Operating income and Distributable cash do not have any standardized meaning prescribed by Canadian GAAP. Refer to the Non-GAAP Financial Measures section for definitions and reconciliations to the most comparable GAAP financial measures.

<sup>(5)</sup> Capital intensity - capital expenditures divided by operating revenues.

<sup>(6)</sup> Distributable cash<sup>(4)</sup> per Fund unit - Distributable cash<sup>(4)</sup> divided by average fully diluted Fund units outstanding.

<sup>(7)</sup> Distributions declared - sum of distributions declared by the Fund and distributions declared by Bell Aliant Holdings LP and Bell Aliant Regional Communications, Limited Partnership (Bell Aliant LP) on exchangeable units held by BCE Inc. and Bell Canada.

<sup>(8)</sup> Payout ratio - distributions declared divided by Distributable cash.<sup>(4)</sup>

<sup>(9)</sup> The acquisition of Kenora Municipal Telephone System (KMTS) on February 1, 2008, added approximately 5,100 residential and 4,100 business NAS customers, 9,000 wireless customers, and 2,400 HSI customers to our existing base as of that date.

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**

Supplementary Information (unaudited)

(Millions of dollars, except as otherwise indicated)

**BELL ALIANT HOLDINGS LP**  
 Summary of quarterly financial results

	2009 <sup>(3)</sup>				2008 <sup>(3)</sup>					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>BELL ALIANT HOLDINGS LP</b>										
<b>Net earnings</b>										
Operating revenues	\$2,388.6	\$785.8	\$784.5	\$818.3	\$3,246.3	\$803.2	\$2,443.1	\$806.6	\$806.8	\$829.7
Expenses	1,287.8	410.9	417.3	459.6	1,796.0	437.6	1,358.4	435.6	446.4	476.4
EBITDA <sup>(4)</sup>	1,100.8	374.9	367.2	358.7	1,450.3	365.6	1,084.7	371.0	360.4	353.3
Net cost of benefit plans	64.7	20.0	22.5	22.2	78.2	3.6	74.6	25.1	24.7	24.8
Depreciation and amortization	530.8	177.4	177.1	176.3	711.3	189.0	522.3	174.6	173.9	173.8
Restructuring and other charges	26.6	13.8	3.1	9.7	60.3	60.3	-	-	-	-
Operating income <sup>(4)</sup>	478.7	163.7	164.5	150.5	600.5	112.7	487.8	171.3	161.8	154.7
Other expenses (income)	12.2	(0.8)	12.8	0.2	(2.4)	(4.4)	2.0	(0.6)	0.8	1.8
Interest charges	116.5	40.0	39.0	37.5	157.2	40.0	117.2	38.1	39.8	39.3
Income tax expense (recovery)	(32.1)	(8.4)	(15.8)	(7.9)	(22.0)	(17.2)	(4.8)	(0.9)	(5.6)	1.7
Non-controlling interest	104.2	34.1	33.8	36.3	131.1	13.3	117.8	39.6	41.8	36.4
Net earnings from continuing operations	277.9	98.8	94.7	84.4	336.6	81.0	255.6	95.1	85.0	75.5
Net loss from discontinued operations	(14.3)	(7.0)	(5.4)	(1.9)	(14.4)	(1.0)	(13.4)	(1.6)	(0.6)	(11.2)
Net earnings	\$263.6	\$91.8	\$89.3	\$82.5	\$322.2	\$80.0	\$242.2	\$93.5	\$84.4	\$64.3

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**

**BELL ALIANT HOLDINGS LP**

**Supplementary Information (unaudited)**

**Operating revenues and growth**

(Millions of dollars, except as otherwise indicated)

	2009 <sup>(3)</sup>				2008 <sup>(3)</sup>					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>Operating revenues</b>										
Local and access	\$1,020.9	\$341.8	\$340.9	\$338.2	\$1,406.3	\$350.5	\$1,055.8	\$356.8	\$352.2	\$346.8
Long distance	323.5	111.2	106.3	106.0	452.3	109.8	342.5	117.0	112.8	112.7
Data:										
Internet	317.9	109.1	106.0	102.8	388.6	101.8	286.8	98.0	96.0	92.8
Other	297.3	98.7	101.2	97.4	410.1	106.9	303.2	100.9	101.3	101.0
Total data	615.2	207.8	207.2	200.2	798.7	208.7	590.0	198.9	197.3	193.8
Information technology:										
IT services	68.5	22.1	22.7	23.7	106.2	23.2	83.0	21.5	24.2	37.3
Fulfillment	169.5	39.2	41.7	88.6	197.1	35.2	161.9	41.3	53.0	67.6
Total IT	238.0	61.3	64.4	112.3	303.3	58.4	244.9	62.8	77.2	104.9
Wireless	65.3	24.3	21.2	19.8	80.8	21.5	59.3	21.9	19.5	17.9
Other revenues:										
Product sales	42.2	12.1	15.7	14.4	70.5	22.9	47.6	16.9	15.6	15.1
Rentals	19.3	6.2	6.5	6.6	29.6	7.0	22.6	7.4	7.5	7.7
Other	64.2	21.1	22.3	20.8	104.8	24.4	80.4	24.9	24.7	30.8
Total other revenues	125.7	39.4	44.5	41.8	204.9	54.3	150.6	49.2	47.8	53.6
	<b>\$2,388.6</b>	<b>\$785.8</b>	<b>\$784.5</b>	<b>\$818.3</b>	<b>\$3,246.3</b>	<b>\$803.2</b>	<b>\$2,443.1</b>	<b>\$806.6</b>	<b>\$806.8</b>	<b>\$829.7</b>
<b>Current year Q over same Q last year growth</b>										
Local and access	(\$34.9)	(\$15.0)	(\$11.3)	(\$8.6)	(\$24.8)	(\$4.0)	(\$20.8)	(\$4.6)	(\$8.1)	(\$8.1)
	(3.3%)	(4.2%)	(3.2%)	(2.5%)	(1.7%)	(1.1%)	(1.9%)	(1.3%)	(2.2%)	(2.3%)
Long distance	(\$19.0)	(\$5.8)	(\$6.5)	(\$6.7)	(\$22.5)	(\$6.6)	(\$15.9)	(\$7.7)	(\$5.7)	(\$2.5)
	(5.5%)	(5.0%)	(5.8%)	(5.9%)	(4.7%)	(5.7%)	(4.4%)	(6.2%)	(4.8%)	(2.2%)
Data:										
Internet	\$31.1	\$11.1	\$10.0	\$10.0	\$41.1	\$11.7	\$29.4	\$11.7	\$9.4	\$8.3
	10.8%	11.3%	10.4%	10.8%	11.8%	13.0%	11.4%	13.6%	10.9%	9.8%
Other	(\$5.9)	(\$2.2)	(\$0.1)	(\$3.6)	\$2.0	\$4.2	(\$2.2)	(\$4.9)	\$4.0	(\$1.3)
	(1.9%)	(2.2%)	(0.1%)	(3.6%)	0.5%	4.1%	(0.7%)	(4.6%)	4.1%	(1.3%)
Total data	\$25.2	\$8.9	\$9.9	\$6.4	\$43.1	\$15.9	\$27.2	\$6.8	\$13.4	\$7.0
	4.3%	4.5%	5.0%	3.3%	5.7%	8.2%	4.8%	3.5%	7.3%	3.7%
Information technology:										
IT services	(\$14.5)	\$0.6	(\$1.5)	(\$13.6)	\$30.7	\$0.9	\$29.8	\$5.5	\$6.8	\$17.5
	(17.5%)	2.8%	(6.2%)	(36.5%)	40.7%	4.0%	56.0%	34.4%	39.1%	88.4%
Fulfillment	\$7.6	(\$2.1)	(\$11.3)	\$21.0	\$18.2	(\$3.6)	\$21.8	\$8.0	\$16.7	(\$2.9)
	4.7%	(5.1%)	(21.3%)	31.1%	10.2%	(9.3%)	15.6%	24.0%	46.0%	(4.1%)
Total IT	(\$6.9)	(\$1.5)	(\$12.8)	\$7.4	\$48.9	(\$2.7)	\$51.6	\$13.5	\$23.5	\$14.6
	(2.8%)	(2.4%)	(16.6%)	7.1%	19.2%	(4.4%)	26.7%	27.4%	43.8%	16.2%
Wireless	\$6.0	\$2.4	\$1.7	\$1.9	\$16.4	\$4.5	\$11.9	\$4.6	\$4.0	\$3.3
	10.1%	11.0%	8.7%	10.6%	25.5%	26.5%	25.1%	26.6%	25.8%	22.6%
Other revenues:										
Product sales	(\$5.4)	(\$4.8)	\$0.1	(\$0.7)	(\$6.2)	\$0.7	(\$6.9)	(\$3.2)	(\$1.9)	(\$1.8)
	(11.3%)	(28.4%)	0.6%	(4.6%)	(8.1%)	3.2%	(12.7%)	(15.9%)	(10.9%)	(10.7%)
Rentals	(\$3.3)	(\$1.2)	(\$1.0)	(\$1.1)	(\$3.7)	(\$1.0)	(\$2.7)	(\$0.9)	(\$0.9)	(\$0.9)
	(14.6%)	(16.2%)	(13.3%)	(14.3%)	(11.1%)	(12.5%)	(10.7%)	(10.8%)	(10.7%)	(10.5%)
Other	(\$16.2)	(\$3.8)	(\$2.4)	(\$10.0)	(\$25.7)	(\$15.4)	(\$10.3)	(\$3.2)	(\$4.9)	(\$2.2)
	(20.1%)	(15.3%)	(9.7%)	(32.5%)	(19.7%)	(38.7%)	(11.4%)	(11.4%)	(16.6%)	(6.7%)
Total other revenues	(\$24.9)	(\$9.8)	(\$3.3)	(\$11.8)	(\$35.6)	(\$15.7)	(\$19.9)	(\$7.3)	(\$7.7)	(\$4.9)
	(16.5%)	(19.9%)	(6.9%)	(22.0%)	(14.8%)	(22.4%)	(11.7%)	(12.9%)	(13.9%)	(8.4%)

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**

Supplementary Information (unaudited)

**BELL ALIANT HOLDINGS LP**

Operating revenues statistics

	2009				2008					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>Network access service (NAS)</b>										
Residential		1,959,848	1,992,998	2,013,563		2,042,250		2,072,902	2,096,004	2,113,657
Business		1,020,836	1,029,901	1,041,011		1,050,196		1,061,508	1,062,540	1,065,556
<b>Total</b>		<b>2,980,684</b>	<b>3,022,899</b>	<b>3,054,574</b>		<b>3,092,446</b>		<b>3,134,410</b>	<b>3,158,544</b>	<b>3,179,213</b>
<b>NAS net declines</b>	<b>(111,762)</b>	<b>(42,215)</b>	<b>(31,675)</b>	<b>(37,872)</b>	<b>(109,359)</b>	<b>(41,964)</b>	<b>(67,395)</b>	<b>(24,134)</b>	<b>(20,669)</b>	<b>(22,592)</b>
<b>NAS net declines, normalized for KMTS acquisition <sup>(9)</sup></b>					<b>(118,559)</b>		<b>(76,595)</b>			<b>(31,792)</b>
<b>Long distance minutes (thousands)</b>	<b>3,281,101</b>	<b>1,062,830</b>	<b>1,087,420</b>	<b>1,130,851</b>	<b>4,548,476</b>	<b>1,132,174</b>	<b>3,416,302</b>	<b>1,103,777</b>	<b>1,141,324</b>	<b>1,171,201</b>
<b>Revenue per long distance minute</b>		\$0.099	\$0.094	\$0.090	\$0.095	\$0.093		\$0.102	\$0.095	\$0.092
<b>Wireless customers</b>										
Prepaid		19,973	18,626	18,284		18,724		18,526	17,543	16,994
Postpaid		99,681	98,322	95,706		95,223		95,154	92,409	88,994
<b>Total</b>		<b>119,654</b>	<b>116,948</b>	<b>113,990</b>		<b>113,947</b>		<b>113,680</b>	<b>109,952</b>	<b>105,988</b>
<b>Wireless net additions</b>	<b>5,707</b>	<b>2,706</b>	<b>2,958</b>	<b>43</b>	<b>19,022</b>	<b>267</b>	<b>18,755</b>	<b>3,728</b>	<b>3,964</b>	<b>11,063</b>
<b>Wireless net additions, normalized for KMTS acquisition <sup>(9)</sup></b>					<b>10,022</b>		<b>9,755</b>			<b>2,063</b>
<b>Churn - postpaid wireless</b>	<b>1.3%</b>	<b>1.5%</b>	<b>1.2%</b>	<b>1.2%</b>	<b>1.4%</b>	<b>1.9%</b>	<b>1.2%</b>	<b>1.2%</b>	<b>1.1%</b>	<b>1.2%</b>
<b>Wireless - average revenue per customer (ARPC) <sup>(10)</sup></b>										
Prepaid	\$21.25	\$23.20	\$20.77	\$19.68	\$22.30	\$21.23	\$22.69	\$23.59	\$22.60	\$21.79
Postpaid	\$69.12	\$75.51	\$67.55	\$64.10	\$67.65	\$69.56	\$66.98	\$71.58	\$65.36	\$63.66
<b>Total</b>	<b>\$61.39</b>	<b>\$66.96</b>	<b>\$60.09</b>	<b>\$56.90</b>	<b>\$60.36</b>	<b>\$61.68</b>	<b>\$59.89</b>	<b>\$63.83</b>	<b>\$58.53</b>	<b>\$57.00</b>
<b>High-speed Internet (HSI) customers</b>		<b>797,682</b>	<b>782,719</b>	<b>771,675</b>		<b>757,153</b>		<b>744,947</b>	<b>725,242</b>	<b>710,803</b>
<b>HSI customer net additions</b>	40,529	14,963	11,044	14,522	68,440	12,206	56,234	19,705	14,439	22,090
<b>HSI customer net additions, normalized for KMTS acquisition <sup>(9)</sup></b>					66,040		53,834			19,690
<b>Residential HSI ARPC</b>	<b>\$37.68</b>	<b>\$38.20</b>	<b>\$37.90</b>	<b>\$36.94</b>	<b>\$36.01</b>	<b>\$36.96</b>	<b>\$35.68</b>	<b>\$36.16</b>	<b>\$35.76</b>	<b>\$35.09</b>
<b>Current year Q over same Q last year growth</b>										
<b>Long distance minutes</b>	(135,201) (4.0%)	(40,947) (3.7%)	(53,904) (4.7%)	(40,350) (3.4%)	(175,733) (3.7%)	(33,630) (2.9%)	(142,103) (4.0%)	(54,304) (4.7%)	(45,271) (3.8%)	(42,528) (3.5%)
<b>Wireless ARPC - total <sup>(10)</sup></b>	\$1.50 2.5%	\$3.13 4.9%	\$1.56 2.7%	(\$0.10) (0.2%)	\$3.00 5.2%	\$3.51 6.0%	\$2.82 4.9%	\$2.46 4.0%	\$2.18 3.9%	\$3.65 6.8%
<b>Churn - postpaid wireless</b>	0.1% 8.3%	0.3% 25.0%	0.1% 9.1%	0.0% 0.0%	(0.3%) (17.6%)	0.5% 35.7%	(0.6%) (33.3%)	(0.3%) (20.0%)	(1.3%) (54.2%)	(0.2%) (14.3%)
<b>Residential HSI ARPC</b>	\$2.00 5.6%	\$2.04 5.6%	\$2.14 6.0%	\$1.85 5.3%	\$1.26 3.6%	\$2.54 7.4%	\$0.82 2.4%	\$2.46 7.3%	\$0.59 1.7%	(\$0.71) (2.0%)
<b>Current year-to-date over same year-to-date last year</b>										
<b>NAS</b>		(153,726) (4.9%)	(135,645) (4.3%)	(124,639) (3.9%)		(109,359) (3.4%)		(109,677) (3.4%)	(106,219) (3.3%)	(107,732) (3.3%)
<b>Wireless customers</b>		5,974 5.3%	6,996 6.4%	8,002 7.5%		19,022 20.0%		21,724 23.6%	21,737 24.6%	19,841 23.0%
<b>HSI customers</b>		52,735 7.1%	57,477 7.9%	60,872 8.6%		68,440 9.9%		79,538 12.0%	82,808 12.9%	90,286 14.6%

<sup>(10)</sup> The Wireless ARPC for 2008 have been restated to more accurately reflect KMTS wireless revenues.

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**

Supplementary Information (unaudited)

**BELL ALIANT HOLDINGS LP**

Capital structure

	2009				2008					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>Capital structure</b>										
Partners' equity		52.1%	52.0%	52.0%		52.5%		52.3%	52.3%	52.1%
Non-controlling interest		17.4%	17.5%	17.6%		17.8%		18.1%	18.1%	18.1%
Net debt <sup>(11)</sup>		30.5%	30.5%	30.4%		29.7%		29.6%	29.6%	29.8%
		100.0%	100.0%	100.0%		100.0%		100.0%	100.0%	100.0%
<b>Return Statistics</b>										
Return on partners' equity <sup>(12)</sup>	7.2%	7.6%	7.4%	6.8%	6.6%	6.5%	6.6%	7.6%	6.8%	5.4%
Return on invested capital <sup>(13)</sup>	6.4%	6.6%	6.4%	6.2%	5.9%	5.1%	6.2%	6.7%	6.4%	5.5%
Net debt to EBITDA <sup>(4) (14)</sup>		1.9	1.9	1.9		1.9		1.9	1.9	2.0
Interest coverage <sup>(15)</sup>		3.7	3.8	3.9		3.8		4.0	3.8	3.1
Cash flow to interest <sup>(16)</sup>		7.0	7.2	7.1		7.1		7.5	7.5	7.4

Ratings	Standard & Poor's	DBRS
Bell Aliant LP senior unsecured debt	BBB, negative outlook	BBB (high), stable trend
Bell Aliant LP commercial paper	Not rated	R-1 (low), stable trend
Télébec, LP and NorthernTel, LP debentures	BBB, negative outlook	BBB (high), stable trend
Bell Aliant Income Fund units	SR-2, stable (moderate)	STA-2 (high)
<b><i>There have been no changes to our ratings during 2009.</i></b>		

<sup>(11)</sup> Net debt - long-term debt, long-term debt due within one year, short-term debt, and notes payable to related party, less cash and cash equivalents and notes receivable from related parties that are readily convertible to cash.

<sup>(12)</sup> Return on partners' equity - net earnings, divided by average book value of partners' equity for the period. This calculation is annualized.

<sup>(13)</sup> Return on invested capital - net earnings plus non-controlling interest and interest charges net of taxes for the period, divided by average book value of total capital (partners' equity, non-controlling interest and net debt) for the period. This calculation is annualized.

<sup>(14)</sup> Net debt to EBITDA <sup>(4)</sup> - Net debt at the end of the period divided by EBITDA <sup>(4)</sup> (current quarter plus three (3) previous quarters).

<sup>(15)</sup> Interest coverage - Operating income <sup>(4)</sup> plus other income (expense) divided by interest charges (current quarter plus three (3) previous quarters).

<sup>(16)</sup> Cash flow to interest - Cash from operating activities (before change in operating assets and liabilities) divided by interest charges (current quarter plus three (3) previous quarters).

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**

**NON-GAAP FINANCIAL MEASURES**

**Supplementary Information (unaudited)**

**Distributable cash**

(Millions of dollars, except as otherwise indicated)

	2009 <sup>(3)</sup>				2008 <sup>(3)</sup>					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>Distributable cash<sup>(17)</sup> reconciled to EBITDA<sup>(4)</sup></b>										
EBITDA <sup>(4)</sup>	\$1,100.8	\$374.9	\$367.2	\$358.7	\$1,450.3	\$365.6	\$1,084.7	\$371.0	\$360.4	\$353.3
Cash funding of current service cost for net benefit plans <sup>(18)</sup>	(52.6)	(16.4)	(18.7)	(17.5)	(70.4)	(18.1)	(52.3)	(18.1)	(17.2)	(17.0)
Cash capital taxes included in EBITDA <sup>(19)</sup>	5.7	1.4	2.2	2.1	10.4	2.1	8.3	2.9	2.4	3.0
Fund expenses <sup>(20)</sup>	(3.4)	(0.9)	(1.5)	(1.0)	(4.2)	(0.8)	(3.4)	(1.4)	(0.9)	(1.1)
	1,050.5	359.0	349.2	342.3	1,386.1	348.8	1,037.3	354.4	344.7	338.2
Other income (expenditures) <sup>(21)</sup>	(0.6)	1.7	(2.3)	-	2.4	2.8	(0.4)	-	0.3	(0.7)
Interest expense <sup>(22)</sup>	(111.7)	(38.3)	(37.4)	(36.0)	(149.5)	(38.6)	(110.9)	(36.8)	(37.0)	(37.1)
Capital expenditures	(343.7)	(114.7)	(121.7)	(107.3)	(526.9)	(167.0)	(359.9)	(138.2)	(127.0)	(94.7)
Distributable cash of discontinued operations <sup>(23)</sup>	(3.6)	0.1	(1.2)	(2.5)	3.5	0.2	3.3	(0.1)	2.3	1.1
<b>Distributable cash<sup>(17)</sup></b>	<b>\$590.9</b>	<b>\$207.8</b>	<b>\$186.6</b>	<b>\$196.5</b>	<b>\$715.6</b>	<b>\$146.2</b>	<b>\$569.4</b>	<b>\$179.3</b>	<b>\$183.3</b>	<b>\$206.8</b>
<b>Distributable cash<sup>(17)</sup> reconciled to cash from operating activities</b>										
Cash from operating activities	\$803.5	\$298.1	\$294.9	\$210.5	\$1,249.3	\$355.1	\$894.2	\$307.9	\$349.2	\$237.1
Add (deduct):										
Standardized distributable cash of discontinued operations <sup>(23)</sup>	(11.6)	(1.9)	(4.8)	(4.9)	(1.0)	2.8	(3.8)	(0.5)	(2.1)	(1.2)
Cash from operating activities of the Fund	(15.0)	(2.7)	(0.3)	(12.0)	(0.3)	(0.0)	(0.3)	0.2	(0.2)	(0.3)
Capital expenditures	(343.7)	(114.7)	(121.7)	(107.3)	(526.9)	(167.0)	(359.9)	(138.2)	(127.0)	(94.7)
<i>Standardized distributable cash<sup>(17)</sup></i>	433.2	178.8	168.1	86.3	721.1	190.9	530.2	169.4	219.9	140.9
Add (deduct):										
Operating items funded through cash reserves or borrowing:										
Change in operating assets and liabilities (working capital)	50.2	(16.6)	(2.6)	69.4	(134.0)	(116.5)	(17.5)	(7.5)	(58.6)	48.6
Change in operating assets and liabilities (working capital) of the Fund	11.8	2.0	(1.2)	11.0	(3.6)	(0.4)	(3.2)	(1.7)	(0.7)	(0.8)
Change in operating assets and liabilities (working capital) and other non-cash items of the discontinued operations <sup>(23)</sup>	8.0	2.0	3.6	2.4	4.5	(2.6)	7.1	0.4	4.4	2.3
Pension deficit funding <sup>(18)</sup>	48.5	21.9	12.9	13.7	49.2	12.3	36.9	11.9	12.6	12.4
Restructuring charges	24.9	13.0	2.6	9.3	60.3	60.3	-	-	-	-
Capital taxes in excess of normalized levels <sup>(19)</sup>	5.7	1.4	2.2	2.1	10.4	2.1	8.3	2.9	2.4	3.0
Other adjustments <sup>(17)</sup> :										
Current income tax recovery	(2.0)	-	(2.0)	-	(7.6)	(3.7)	(3.9)	-	-	(3.9)
Other non-cash items provided for in working capital changes	10.6	5.3	3.0	2.3	15.3	3.8	11.5	3.9	3.3	4.3
<b>Distributable cash<sup>(17)</sup></b>	<b>\$590.9</b>	<b>\$207.8</b>	<b>\$186.6</b>	<b>\$196.5</b>	<b>\$715.6</b>	<b>\$146.2</b>	<b>\$569.4</b>	<b>\$179.3</b>	<b>\$183.3</b>	<b>\$206.8</b>

<sup>(17)</sup> The terms Standardized distributable cash and Distributable cash do not have any standardized meanings prescribed by Canadian GAAP. They are therefore unlikely to be comparable to similar measures presented by other issuers. Standardized distributable cash and Distributable cash are presented on a consistent basis from period to period.

We define Standardized distributable cash from a cash flow perspective following CICA guidance which uses cash from operating activities and adds or deducts the following items that affect cash flow: (i) cash from operating activities of discontinued operations and the Fund, as this represents operating cash from activities other than the continuing operations of Bell Aliant Holdings LP which is available for distribution; and (ii) capital expenditures. CICA guidance on the calculation of this Standardized distributable cash measure would also include deductions related to any restrictions imposed on the amount of cash distributions as a result of compliance with financial covenants restrictive at the date of calculation. Our credit agreements only impose a restriction that distributions cannot exceed Distributable cash over the last year if our credit ratings fall below investment grade. Since our ratings are within the investment grade categories, we are under no such restrictions.

We further adjust Standardized distributable cash by the following operating items funded through cash reserves or borrowings and other adjustments to define our Distributable cash: (iii) operating items funded through cash reserves or borrowings, such as changes in operating assets and liabilities (working capital), pension deficit funding, restructuring charges, and capital taxes in excess of normalized levels. We then adjust working capital changes by the following items: (iv) current income tax provisions (recoveries) are added back (deducted) as we have tax strategies in place to ensure that they are not payable in cash; and (v) other elements of working capital changes that should not result in actual current or future cash flows.

We also define and calculate Distributable cash as EBITDA less (i) cash funding requirement for current service pension costs for defined benefit pension plans and other employee benefit plans to the extent not already deducted in determining EBITDA; (ii) an adjustment to cash capital taxes to reflect a normalized level that will be achieved once announced provincial tax rate reductions come into effect in future years; (iii) expenses incurred by the Fund as these are not included in the EBITDA of Bell Aliant Holdings LP; (iv) cash interest expense; (v) other cash income or expenses that may be incurred to the extent not included in EBITDA; (vi) capital expenditures; and (vii) the portion of Distributable cash generated by discontinued operations.

Distributable cash is presented on a fully diluted basis (i.e. without deduction for a minority interest that Bell Canada holds in the subsidiaries of Bell Aliant Holdings LP).

Standardized distributable cash and Distributable cash should not be confused with cash from operating activities which is the most comparable Canadian GAAP financial measure.

We use Distributable cash, among other measures, to assess the financial performance of our ongoing business. We report Standardized distributable cash to meet compliance with the new CICA guidance for income trusts and other flow-through entities. These non-GAAP financial measures should not be seen as a measure of liquidity or as a substitute for comparable metrics prepared in accordance with GAAP. We believe that certain investors and analysts use Distributable cash to measure Bell Aliant Holdings LP's and the Fund's, as well as other open-ended trusts', ability to generate a sustainable return for unitholders.

<sup>(18)</sup> Represents the cash funding requirement related to current service cost in our pension plans and other post employment benefit plans for the period that is not included in EBITDA. The portion of cash funding required for our pension plans that exceeds current service cost will be funded through cash reserves or borrowing.

<sup>(19)</sup> EBITDA is net of expenses for certain capital taxes. These are added back in the Distributable cash reconciliation because only a normalized level of these cash taxes (to reflect announced future rate reductions) is deducted in determining our Distributable cash. As the provinces in which we operate have announced the elimination of capital taxes, the entire amount of cash capital taxes is considered to be in excess of normalized levels, and will be funded through cash reserves or borrowing.

<sup>(20)</sup> Represents cash expenses of Bell Aliant Income Fund other than interest expense. See note 22 below.

<sup>(21)</sup> Represents the cash portion of other income (expenditures). Losses and fees associated with our accounts receivable securitization program are included as other expenditures. Also, to the extent that other elements of net earnings include non-cash amounts (such as amortization charges or deferred unit plan costs) they are excluded from Distributable cash in the period.

<sup>(22)</sup> Represents interest expense incurred by Bell Aliant Holdings LP or Bell Aliant Income Fund, excluding non-cash amortization charges.

<sup>(23)</sup> Represents the contribution to Standardized distributable cash / Distributable cash of the discontinued operations of Atlantic Mobility Products Limited Partnership (AMP), our Defence, Security and Aerospace (DSA) business, xwave NE and Innovatia.

**BELL ALIANT REGIONAL COMMUNICATIONS INCOME FUND**
**Supplementary Information (unaudited)**
*(Millions of dollars, except as otherwise indicated)*
**NON-GAAP FINANCIAL MEASURES**
**Operating income and EBITDA**

	2009 <sup>(3)</sup>				2008 <sup>(3)</sup>					
	Q3 YTD	Q3	Q2	Q1	Total	Q4	Q3 YTD	Q3	Q2	Q1
<b>Operating income</b> <sup>(24)</sup>										
Operating revenues	\$2,388.6	\$785.8	\$784.5	\$818.3	\$3,246.3	\$803.2	\$2,443.1	\$806.6	\$806.8	\$829.7
Expenses	1,909.9	622.1	620.0	667.8	2,645.8	690.5	1,955.3	635.3	645.0	675.0
<b>Operating income</b> <sup>(24)</sup>	<b>\$478.7</b>	<b>\$163.7</b>	<b>\$164.5</b>	<b>\$150.5</b>	<b>\$600.5</b>	<b>\$112.7</b>	<b>\$487.8</b>	<b>\$171.3</b>	<b>\$161.8</b>	<b>\$154.7</b>
<b>EBITDA</b> <sup>(25)</sup>										
Operating income <sup>(24)</sup>	\$478.7	\$163.7	\$164.5	\$150.5	\$600.5	\$112.7	\$487.8	\$171.3	\$161.8	\$154.7
Add:										
Net cost of benefit plans	64.7	20.0	22.5	22.2	78.2	3.6	74.6	25.1	24.7	24.8
Depreciation and amortization	530.8	177.4	177.1	176.3	711.3	189.0	522.3	174.6	173.9	173.8
Restructuring and other charges	26.6	13.8	3.1	9.7	60.3	60.3	-	-	-	-
<b>EBITDA</b> <sup>(25)</sup>	<b>\$1,100.8</b>	<b>\$374.9</b>	<b>\$367.2</b>	<b>\$358.7</b>	<b>\$1,450.3</b>	<b>\$365.6</b>	<b>\$1,084.7</b>	<b>\$371.0</b>	<b>\$360.4</b>	<b>\$353.3</b>

<sup>(24)</sup> The term operating income does not have any standardized meaning prescribed by Canadian GAAP. It is therefore unlikely to be comparable to similar measures presented by other companies. Operating income is presented on a consistent basis from period to period. Operating income represents operating revenues less expenses.

We use Operating income, among other measures, to assess the operating performance of our ongoing business. We believe that certain investors and analysts use Operating income to measure Bell Aliant Holdings LP's and other companies' ability to generate growth or as a common valuation measurement in the telecommunications industry.

Operating income should not be confused with operating revenues or expenses which are the most comparable Canadian GAAP financial measures.

<sup>(25)</sup> The term EBITDA (earnings before interest, taxes, depreciation and amortization) does not have any standardized meaning prescribed by Canadian GAAP. It is therefore unlikely to be comparable to similar measures presented by other companies. EBITDA is presented on a consistent basis from period to period. We define EBITDA as operating revenues less expenses, which means it represents Operating income before depreciation and amortization expense, net cost of benefit plans, and restructuring and other charges. Operating income is calculated before interest and income taxes are deducted.

We use EBITDA, among other measures, to assess the operating performance of our ongoing businesses without the effects of depreciation and amortization expense, net cost of benefit plans, and restructuring and other charges. We exclude depreciation and amortization expense and net cost of benefit plans because they largely depend on the accounting methods and assumptions a company uses, as well as non-operating factors, such as the historical cost of capital investments and the fund performance of a company's pension plans. We exclude these items because they affect the comparability of our financial results and could potentially distort the analysis trends in business performance. Excluding restructuring and other charges does not imply they are necessarily non-recurring. EBITDA allows us to compare our operating performance on a consistent basis. We believe that certain investors and analysts use this measure to assess Bell Aliant Holdings LP's and other companies' ability to service debt, make capital distributions to unitholders and to meet other payment obligations, or as a common valuation measurement in the telecommunications industry.

EBITDA should not be confused with operating revenues or expenses which are the most comparable Canadian GAAP financial measures.

**Corporate Information**

**Institutional Investors and Analysts Inquiries**

Zeda Redden  
Vice-President, Investor Relations and Associate Treasurer  
Tel: 1.877.487.5726  
e-mail: zeda.redden@bellaliant.ca

**Individual Unitholder/Investor Inquiries**

Bell Aliant Investor Relations  
One Germain Street  
Saint John, NB, Canada  
E2L 4L4

Tanya Murphy  
Tel: 1.877.248.3113  
Fax: 1.877.498.2464  
e-mail: investor.relations@bellaliant.ca

**Transfer Agents and Registrar**

CIBC Mellon Trust Company  
Investor Correspondence  
PO Box 7010  
Adelaide Street Postal Station  
Toronto, ON, Canada  
M5C 2W9  
Tel: 1.800.387.0825  
e-mail: inquiries@cibcmellon.com

**Unit Listings**

Toronto Stock Exchange  
Units: BA.UN

**Auditors**

Deloitte & Touche LLP  
Chartered Accountants  
Halifax, NS, Canada