MATERIAL CHANGE REPORT

1. **Reporting Issuer:**

CCS Income Trust ("CCSI" or the "Trust")
24th Floor
530 – 8th Avenue S.W.
Calgary, Alberta
T2P 3S8

2. **Date of Material Change:**

October 29, 2003.

3. **News Release**

A press release dated October 29, 2003 disclosing in detail the material summarised in this material change report was issued by the Trust on October 29, 2003 and disseminated through the facilities of a recognized news service and would have been received by the securities commissions where the Trust is a reporting issuer and the stock exchange on which the securities of the Trust are listed and posted for trading in the normal course of its dissemination.

4. **Summary of Material Change:**

The Trust announced that it had successfully closed a previously announced offering of 2,708,334 trust units at a price of $24.00 per trust unit, for gross proceeds of $65,000,000.

5. **Full Description of Material Change:**

See the attached press release.

6. **Reliance on Confidentiality Provisions:**

Not Applicable

7. **Omitted Information:**

Not Applicable

8. **Senior Officers:**

For further information, please contact David Werklund, Chief Executive Officer or Marshall McRae, Chief Financial Officer, CCS Income Trust, 24th Floor, 530 – 8th Avenue S.W., Calgary, Alberta, T2P 3S8, (403) 233-7565.

9. **Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to in this report.

DATED October 29, 2003.

(signed) *"Marshall McRae"*
Marshall McRae
Vice-President Finance, Chief Financial Officer and Corporate Secretary

cc: The Toronto Stock Exchange

FOR IMMEDIATE RELEASE: October 29, 2003

SYMBOL: CCR.UN-T

CCS INCOME TRUST ANNOUNCES CLOSING OF $65 MILLION OFFERING OF TRUST UNITS

CALGARY, ALBERTA – CCS Income Trust is pleased to announce the successful closing of the previously announced offering of 2,708,334 trust units at a price of $24 per unit for gross proceeds of $65 million, which includes the exercise in full of an underwriters' option to purchase an additional 625,000 trust units. The offering was completed through a syndicate of underwriters led by Raymond James Ltd. and included TD Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., National Bank Financial Inc., Sprott Securities Inc., Lightyear Capital Inc. and Orion Securities Inc.

Net proceeds of the offering will be used, in the short term, to repay bank indebtedness initially incurred in 2003 to fund capital expenditures and for general corporate purposes, including capital expenditures in 2004.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction. CCS is a dynamic, rapidly expanding Calgary based energy service company, operating since 1984. Through its CCS Energy Services division, the company offers crude oil, terminalling and storage in western Canada. CCS also provide treatment, recovery and disposal solutions for oilfield byproducts at 27 Canadian facilities. The trust offers drilling fluid technology and drilling services through its ProDrill division. Through its Concord Well Servicing division which employs 53 service rigs, the trust provides well completions, workovers and abandonments in western Canada. CCS Income Trust Units are listed on the Toronto Stock Exchange under the symbol "CCR.UN". Information about the trust is available on the trust website at ***www.ccsincometrust.com****.*

For further information please contact:

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