

MATERIAL CHANGE REPORT

1. **Reporting Issuer**

TransForce Income Fund
8585 Trans-Canada Highway
Suite 300
Montreal, Quebec
H4S 1Z6

2. **Date of Material Change**

September 2, 2005.

3. **Press Release**

TransForce Income Fund (the “**Fund**”) issued a press release with respect to the material change via CNW Telbec on September 2, 2005.

4. **Summary of Material Change**

The Fund will declare a special distribution to unitholders of \$0.56 per unit.

5. **Full Description of Material Change**

The Fund will declare a special distribution payable on October 14, 2005 to unitholders of the Fund and to “tracking shareholders” of TransForce Holdings Inc. (“**TransForce Holdings**”) of record on September 30, 2005, in the amount of \$0.56 per trust unit and its economic equivalent per “tracking share” of TransForce Holdings, respectively.

The special distribution will be paid to unitholders of the Fund through the issuance of additional trust units and its economic equivalent will be paid to “tracking shareholders” of TransForce Holdings in cash. The number of additional trust units to be issued will be based on the average closing price of the trust units of the Fund on the Toronto Stock Exchange for the five trading days immediately prior to September 2, 2005 (\$17.276). The issuance of the additional trust units is subject to regulatory approval, including that of the Toronto Stock Exchange.

The special distribution results from the sale by the Fund on September 2, 2005 of its customs-brokerage subsidiary TFI Transport 9 L.P., doing business as M&C International Trade, combined with the sale of the Fund’s Calgary terminal in July 2005.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The senior officer who can answer questions regarding this report is Mr. Alain Bédard, President and Chief Executive Officer of the Fund. Mr. Bédard's business telephone number is (514) 331-4200.

9. **Date of Report**

September 12, 2005.