AIMIA
INSPIRING LOYALTY

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2012 and 2011

Unaudited

AIMIA
INSPIRING LOYALTY

MANAGEMENT'S REPORT

The accompanying consolidated financial statements of Groupe Aeroplan Inc. are the responsibility of management and have been approved by the Board of Directors. The consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles, which are now International Financial Reporting Standards (“IFRS”). The consolidated financial statements include some amounts and assumptions based on management’s best estimates which have been derived with careful judgement.

In fulfilling its responsibilities, management of the corporation has developed and maintains a system of internal accounting controls. These controls are designed to provide reasonable assurance that the financial records are reliable for preparation of the financial statements. The Board of Directors reviews and approves the corporation’s consolidated financial statements.

May 3, 2012

(signed) "Rupert Duchesne"

RUPERT DUCHESNE
President and Chief Executive Officer

(signed) "David L. Adams"

DAVID L. ADAMS
Executive Vice President and Chief Financial Officer

AIMIA

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands of Canadian dollars, except share and per share amounts)		Three Months Ended March 31, 2012	2011
		(unaudited)	(unaudited)
Revenue		**$ 567,725**	$ 546,208
Cost of sales			
Cost of rewards and direct costs	Notes 8 & 12	**322,396**	327,616
Depreciation and amortization		**8,462**	7,820
Amortization of accumulation partners' contracts, customer relationships and technology		**20,795**	23,329
		351,653	358,765
Gross margin		**216,072**	187,443
Operating expenses			
Selling and marketing expenses		**102,496**	106,053
General and administrative expenses	Note 10	**38,435**	31,928
		140,931	137,981
Operating income		**75,141**	49,462
Financial income		**3,490**	1,720
Financial expenses	Notes 12 & 20	**(12,893)**	(14,359)
Net financing costs		**(9,403)**	(12,639)
Share of net earnings of Premier Loyalty & Marketing, S.A.P.I. de C.V.	Note 3	**1,155**	6,138
Earnings before income taxes		**66,893**	42,961
Income tax expense			
Current		**(19,558)**	(14,542)
Deferred		**(2,716)**	(3,164)
		(22,274)	(17,706)
Net earnings for the period		**$ 44,619**	$ 25,255
Net earnings (loss) attributable to:			
Equity holders of the Corporation		**45,293**	25,428
Non-controlling interests		**(674)**	(173)
Net earnings for the period		**$ 44,619**	$ 25,255
Weighted average number of shares		**173,820,140**	185,482,236
Earnings per common share			
Basic and fully diluted	Note 6	**$ 0.24**	$ 0.12

The accompanying notes are an integral part of these interim financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands of Canadian dollars)	Three Months Ended March 31, 2012	2011
	(unaudited)	(unaudited)
Net earnings for the period	**$ 44,619**	$ 25,255
Other comprehensive income (loss)		
Foreign currency translation adjustments on consolidation of foreign subsidiaries	**1,839**	2,889
Defined benefit plans actuarial losses, net of tax of $123 (nil in 2011)	**(265)**	(297)
	1,574	2,592
Comprehensive income for the period	**$ 46,193**	$ 27,847
Comprehensive income (loss) attributable to:		
Equity holders of the Corporation	**46,870**	28,017
Non-controlling interests	**(677)**	(170)
Comprehensive income for the period	**$ 46,193**	$ 27,847

The accompanying notes are an integral part of these interim financial statements.

AIMIA

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at *(in thousands of Canadian dollars)*		March 31, 2012 (unaudited)	December 31, 2011
ASSETS			
Current assets			
Cash and cash equivalents		**$ 179,759**	$ 202,147
Restricted cash		**17,412**	15,074
Short-term investments	Note 20	**52,893**	58,372
Accounts receivable	Note 12	**349,276**	382,823
Inventories		**23,683**	41,965
Prepaid expenses		**28,348**	29,144
Note receivable	Note 7	**62,914**	61,611
		714,285	791,136
Long-term assets			
Cash held in escrow, related to the acquisition of LMG	Note 5	**43,186**	42,804
Long-term investments	Note 4	**303,747**	302,735
Investment in Premier Loyalty & Marketing, S.A.P.I. de C.V.	Note 3	**32,562**	31,407
Accumulation partners' contracts and customer relationships		**1,245,342**	1,264,624
Property and equipment		**15,656**	16,142
Software and technology		**100,631**	103,444
Trade names		**390,029**	389,012
Other intangibles		**6,373**	4,826
Goodwill		**1,987,360**	1,985,603
		$ 4,839,171	$ 4,931,733
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	Note 10	**$ 301,132**	$ 382,130
Income taxes payable		**4,697**	1,083
Provisions	Note 12	**150,955**	147,748
Customer deposits		**45,172**	38,195
Deferred revenue	Note 11	**1,512,615**	1,557,869
Current portion of long-term debt	Note 13	**200,000**	200,000
		2,214,571	2,327,025
Long-term liabilities			
Long-term debt	Note 13	**372,063**	386,678
Pension and other long-term liabilities	Note 14	**31,099**	31,003
Deferred income taxes		**213,187**	210,655
Deferred revenue	Note 11	**700,640**	684,865
		3,531,560	3,640,226
Total equity attributable to equity holders of the Corporation	Note 17	**1,319,690**	1,305,561
Non-controlling interests	Note 21	**(12,079)**	(14,054)
Total equity		**1,307,611**	1,291,507
		$ 4,839,171	$ 4,931,733
Contingencies and commitments	Notes 15 & 18		

Approved by the Board of Directors

(signed) Roman Doroniuk	*(signed) Joanne Ferstman*
Roman Doroniuk	Joanne Ferstman
Director	Director

The accompanying notes are an integral part of these interim financial statements.

AIMIA

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the three months ended March 31, 2011 and 2012

(unaudited)

(in thousands of Canadian dollars, except share amounts)

		Common shares outstanding	Share capital	Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Contributed surplus	Total attributable to the equity holders of the corporation	Non-controlling interests	Total equity
Balance, December 31, 2010		186,788,979	$ 1,807,497	$ (1,408,260)	$ (36,329)	$ 1,269,282	$ 1,632,190	$ 2,953	$ 1,635,143
Total comprehensive income (loss) for the period									
Net earnings (loss) for the period				25,428			25,428	(173)	25,255
Other comprehensive income (loss):									
Foreign currency translation adjustments on consolidation of foreign subsidiaries					2,886		2,886	3	2,889
Defined benefit plans actuarial losses, net of tax				(297)			(297)		(297)
Total comprehensive income (loss) for the period		-	-	25,131	2,886	-	28,017	(170)	27,847
Transactions with owners, recorded directly in equity									
Common shares repurchased	Note 17	(4,468,500)	(39,085)			(19,002)	(58,087)		(58,087)
Quarterly dividends, common and preferred	Note 16			(25,813)			(25,813)		(25,813)
Accretion related to other stock-based compensation plans						1,285	1,285		1,285
Total contributions by and distributions to owners		(4,468,500)	(39,085)	(25,813)	-	(17,717)	(82,615)	-	(82,615)
Balance, March 31, 2011		182,320,479	$ 1,768,412	$ (1,408,942)	$ (33,443)	$ 1,251,565	$ 1,577,592	$ 2,783	$ 1,580,375

		Common shares outstanding	Share capital	Retained earnings (deficit)	Accumulated other comprehensive income (loss)	Contributed surplus	Total attributable to the equity holders of the corporation	Non-controlling interests	Total equity
Balance, December 31, 2011		**173,817,381**	**$ 1,695,642**	**$ (1,583,109)**	**$ (29,033)**	**$ 1,222,061**	**$ 1,305,561**	**$ (14,054)**	**$ 1,291,507**
Total comprehensive income (loss) for the period									
Net earnings (loss) for the period				**45,293**			**45,293**	**(674)**	**44,619**
Other comprehensive income (loss):									
Foreign currency translation adjustments on consolidation of foreign subsidiaries					**1,842**		**1,842**	**(3)**	**1,839**
Defined benefit plans actuarial losses, net of tax				**(265)**			**(265)**		**(265)**
Total comprehensive income (loss) for the period		**-**	**-**	**45,028**	**1,842**	**-**	**46,870**	**(677)**	**46,193**
Transactions with owners, recorded directly in equity									
Common shares issued upon exercise of stock options		**72,827**	**884**			**(185)**	**699**		**699**
Common shares repurchased	Note 17	**(480,000)**	**(4,216)**			**(1,688)**	**(5,904)**		**(5,904)**
Quarterly dividends, common and preferred	Note 16			**(28,905)**			**(28,905)**		**(28,905)**
Investment from non-controlling interest	Note 21						**-**	**2,652**	**2,652**
Accretion related to other stock-based compensation plans						**1,369**	**1,369**		**1,369**
Total contributions by and distributions to owners		**(407,173)**	**(3,332)**	**(28,905)**	**-**	**(504)**	**(32,741)**	**2,652**	**(30,089)**
Balance, March 31, 2012		**173,410,208**	**$ 1,692,310**	**$ (1,566,986)**	**$ (27,191)**	**$ 1,221,557**	**$ 1,319,690**	**$ (12,079)**	**$ 1,307,611**

The accompanying notes are an integral part of these interim financial statements.

AIMIA

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Three Months Ended March 31,	
(in thousands of Canadian dollars)		**2012**	**2011**
		(unaudited)	**(unaudited)**
CASH FLOWS FROM (USED IN)			
Operating activities			
Net earnings for the period		**$ 44,619**	$ 25,255
Adjustments for:			
Depreciation and amortization		**29,257**	31,149
Stock-based compensation		**2,988**	1,663
Share of net earnings of Premier Loyalty & Marketing, S.A.P.I. de C.V.		**(1,155)**	(6,138)
Net financing costs		**9,403**	12,639
Income tax expense		**22,274**	17,706
Changes to:			
Accounts receivable		**31,358**	2,688
Inventories		**18,234**	2,533
Prepaid expenses		**674**	(9,442)
Accounts payable and accrued liabilities		**(74,653)**	(69,606)
Provisions		**785**	1,766
Pensions and other long-term liabilities		**(154)**	(1,317)
Deferred revenue		**(33,206)**	(13,079)
Customer deposits		**7,669**	12,662
Restricted cash		**(2,433)**	(901)
Other		**2,125**	(275)
		13,166	(17,952)
Cash generated from operating activities		**57,785**	7,303
Interest received		**2,556**	1,793
Interest paid		**(13,640)**	(13,870)
Income taxes paid		**(15,731)**	(10,067)
Net cash from (used in) operating activities		**30,970**	(14,841)
Investing activities			
Investment in Premier Loyalty & Marketing, S.A.P.I. de C.V.	Note 3	**-**	(11,771)
Short-term investments		**6,653**	(537)
Long-term investments	Note 4	**(2,298)**	(125,949)
Additions to property, equipment, software and technology		**(12,656)**	(6,312)
Additions to other intangible assets		**(2,273)**	-
Net cash used in investing activities		**(10,574)**	(144,569)
Financing activities			
Quarterly dividends	Note 16	**(28,905)**	(25,813)
Investment from non-controlling interest	Note 21	**2,652**	-
Issuance of common shares		**699**	-
Repurchase of common shares	Note 17	**(2,950)**	(58,087)
Repayment of long-term debt	Note 13	**(15,000)**	-
Net cash used in financing activities		**(43,504)**	(83,900)
Net change in cash and cash equivalents		**(23,108)**	(243,310)
Translation adjustment related to cash		**720**	66
Cash and cash equivalents, beginning of period		**202,147**	538,580
Cash and cash equivalents, end of period		**$ 179,759**	$ 295,336

The accompanying notes are an integral part of these interim financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

THESE NOTES CONTAIN THE FOLLOWING SECTIONS:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

1. STRUCTURE OF THE CORPORATION

Groupe Aeroplan Inc., doing business as Aimia ("Aimia" or the "Corporation") was incorporated on May 5, 2008 under the *Canada Business Corporations Act* and is the successor to Aeroplan Income Fund, following the completion of the reorganization of Aeroplan Income Fund from an income trust structure to a corporate structure by way of a court-approved plan of arrangement on June 25, 2008.

The registered and head office of Aimia is located at 5100 de Maisonneuve Blvd. West, Montreal, Québec, Canada, H4A 3T2.

Aimia, a global leader in loyalty management, through its subsidiaries, operates in three regional business segments: Canada, the United States and Asia-Pacific ("US & APAC") and Europe, Middle-East and Africa ("EMEA''). Our regional structure ensures that our business leaders remain close to our clients, partners and investors, while our loyalty service streams allow us to innovate, share best practices and collaborate on client solutions across all regions and around the globe.

In Canada, Aimia owns and operates the Aeroplan Program, a premier coalition loyalty program. In EMEA, Aimia owns and operates Nectar, a coalition loyalty program in the United Kingdom, Air Miles Middle East, a coalition loyalty program in the UAE, through a 60% ownership interest, and Nectar Italia, a coalition loyalty program in Italy, through a 75% participation. Aimia's EMEA segment also provides driven insight and data analytics services in the UK and internationally to retailers and their suppliers, through its Intelligent Shopper Solutions services ("ISS'') (formerly LMG Insight & Communication or I&C). In each of the regions, Aimia provides proprietary loyalty services including; loyalty program design, launch and operation to its clients (formerly offered under the Carlson Marketing name). In addition, Aimia's loyalty analytics services also leverage the expertise developed by Carlson Marketing's decision sciences group, and develop analytical tools to provide services to clients globally to collect, analyze and derive actionable insight from their customer data which is used to improve marketing return-on-investment.

Aimia also holds a 28.86% interest in, and jointly controls with Grupo Aeromexico, S.A.B. de C.V., Premier Loyalty & Marketing, S.A.P.I. de C.V. ("PLM"), owner and operator of Club Premier, a Mexican coalition loyalty program, and a minority interest in Cardlytics, Inc. ("Cardlytics"), a US-based private company operating in merchant-funded transaction-driven marketing for electronic banking. These investments are reported under Corporate in the segmented information.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PREPARATION

These condensed unaudited consolidated interim financial statements ("interim financial statements") have been prepared using the same accounting policies and methods of computation as those used in the Corporation's audited annual consolidated financial statements for the year ended December 31, 2011. The interim financial statements are in compliance with International Accounting Standard 34 - *Interim Financial Reporting* ("IAS 34"). Accordingly, certain information and notes disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Corporation's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements have been set out in *Note 2* of the Corporation's audited annual consolidated financial statements for the year ended December 31, 2011. These interim financial statements should be read in conjunction with the Corporation's audited annual consolidated financial statements for the year ended December 31, 2011.

The interim financial statements include all adjustments considered necessary by management to fairly state the Corporation's results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year.

These interim financial statements were authorized for issue by the Corporation’s Board of Directors on May 3, 2012.

Basis of Measurement

These interim financial statements have been prepared on the historical cost basis except for the following balance sheet items:

- Air Canada warrants (included in accounts receivable) are measured at fair value;
- Investment in Cardlytics is measured at fair value;
- Forward exchange contract (included in short-term investments) is measured at fair value;
- Liabilities for cash-settled share-based payment arrangements are measured at fair value;
- Accrued pension benefit liability is recognized as the net total of the fair value plan assets, less the present value of the defined benefit obligation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

Functional and Presentation Currency

These interim financial statements are presented in Canadian Dollars, which is the Corporation's functional currency.

PRINCIPLES OF CONSOLIDATION

Subsidiaries

Subsidiaries are entities controlled by the Corporation. Subsidiaries' financial statements are included in the consolidated financial statements from the date of commencement of control until the date that control ceases. Subsidiaries' accounting policies have been changed, when necessary, to align with the policies adopted by Aimia.

These interim financial statements include the accounts of the Corporation and the accounts of its subsidiaries. All inter-company balances and transactions have been eliminated.

Joint Ventures

Joint ventures are entities where the Corporation has the ability to exercise joint control as established by a contractual agreement. Investments in jointly controlled entities are accounted for using the equity method and are initially recognized at cost. The Corporation's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The interim financial statements include the Corporation's share of the income and expenses and equity movements of equity accounted investees, after aligning with the accounting policies of the Corporation, from the date that joint control commences until the date that joint control ceases. When the Corporation's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest, including any long-term investments, is reduced to nil, and the recognition of further losses is discontinued except to the extent that the Corporation has an obligation or has made payments on behalf of the investee.

SEASONALITY OF OPERATIONS

Historically, the Aeroplan Program has been marked by seasonality relating to high redemption activity in the first half of the year and high accumulation activity in the second half of the year. The Nectar Program is characterized by high redemption activity in the last quarter of the year as a result of the holiday season. While the proprietary loyalty services business is also affected by similar seasonality in the last quarter of the year, also related to the holiday season, the impact at the consolidated level is not significant due to the lower relative importance of the reward fulfilment component of the business compared to that of the Aeroplan Program and the Nectar Program.

FUTURE ACCOUNTING CHANGES

The following standards and amendments to existing standards have been published and their adoption is mandatory for future accounting periods.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

A. International Financial Reporting Standard 9, Financial Instruments ("IFRS 9"), was issued in November 2009. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments with fair value measurement adjustments for such instruments recognized either through profit or loss or through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends, to the extent that they do not clearly represent a return of investment, are recognized in profit or loss; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely. In addition, the standard includes guidance on financial liabilities and derecognition of financial instruments. This standard is required to be applied for accounting periods beginning on or after January 1, 2015, with earlier adoption permitted. At this time, the Corporation does not anticipate that this standard will have a significant impact on its consolidated financial statements.

B. In May 2011, the IASB issued the following standards which have not yet been adopted by the Corporation: IFRS 10 - *Consolidated Financial Statements*; IFRS 11 - *Joint Arrangements*; IFRS 12 - *Disclosure of Interests in Other Entities*; IAS 27 - *Consolidated and Separate Financial Statements*; IFRS 13 - *Fair Value Measurement*; and IAS 28 - *Investments in Associates and Joint Ventures* (as amended in 2011). Each of the new standards is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

The following is a brief summary of the new standards:

IFRS 10, Consolidated Financial Statements

IFRS 10 requires an entity to consolidate an investee when the entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of another entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 - *Consolidation – Special Purpose Entities*, and parts of IAS 27 - *Consolidated and Separate Financial Statements*. At this time, the Corporation does not anticipate that this standard will have a significant impact on its consolidated financial statements.

IFRS 11, Joint Arrangements

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31 - *Interests in Joint Ventures*, and SIC-13 - *Jointly Controlled Entities - Non-monetary Contributions by Venturers.* The Corporation does not anticipate that this standard will have a significant impact on its consolidated financial statements since Aimia already accounts for its participation in PLM, classified as a joint venture, under the equity method.

IFRS 12, Disclosure of Interests in Other Entities

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off-balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. This standard may result in expanded disclosure requirements in connection with Aimia's subsidiaries and its participation in PLM. The Corporation has not yet decided whether it will early adopt this standard.

IFRS 13, Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. At this time, the Corporation does not anticipate that this standard will have a significant impact on its consolidated financial statements.

Amendments to Other Standards

In addition, there have been amendments to existing standards, including IAS 27 - *Separate Financial Statements*, and IAS 28 - *Investments in Associates and Joint Ventures*. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to 13. At this time, the Corporation does not anticipate that these amendments will have a significant impact on its consolidated financial statements.

C. In June 2011, the IASB amended IAS 1 - *Presentation of Financial Statements*, to change the disclosure of items presented in other comprehensive income ("OCI"), including a requirement to separate items presented in OCI into two groups based on whether or not they may be recycled to profit or loss in the future. These amendments are required to be applied for accounting periods beginning on or after July 1, 2012, with earlier adoption permitted. The Corporation has not yet determined whether it will early adopt these amendments.

D. In June 2011, the IASB issued a revised version of IAS 19 - *Employee Benefits*. The standard was amended to reflect significant changes to recognition and measurement of defined benefit liabilities (assets), and provide expanded disclosure requirements. The main changes include the elimination of the corridor approach, the immediate recognition of past service costs when those occur and the disaggregation of defined benefit cost into components. These amendments are required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Corporation has not yet assessed the impact of the revised standard or determined whether it will early adopt these amendments.

E. In December 2011, the IASB amended IFRS 7 - *Financial Instruments*, to incorporate additional disclosure requirements related to offsetting financial assets and financial liabilities. These amendments are required to be applied for accounting periods beginning on or after January 1, 2013. The Corporation anticipates that the adoption of these amendments will result in additional disclosure requirements related to the Corporation's netting arrangements with Air Canada. The Corporation has not yet determined whether it will early adopt these amendments.

F. In December 2011, the IASB amended IAS 32- *Financial Instruments*: Presentation, to clarify certain requirements for offsetting financial assets and liabilities. These amendments are required for accounting periods beginning on or after January 1, 2014. At this time, the Corporation does not anticipate that these amendments will have an impact on its consolidated financial statements as it already complies with the proposed amendments to the standard.

3. INVESTMENT IN PREMIER LOYALTY & MARKETING, S.A.P.I. DE C.V.

On September 13, 2010, Aimia acquired an initial participation in PLM, for cash consideration of US$23.3 million ($24.1 million), including transaction costs of US$1.3 million ($1.4 million). PLM is the owner and operator of Club Premier, a Mexican coalition loyalty program. Until February 27, 2011, the investment was accounted for as an available-for-sale investment with fair value changes being recorded through other comprehensive income. Fair value was determined to approximate cost.

On February 28, 2011, after PLM achieved the remaining performance milestone, Aimia completed the second tranche of its investment in PLM of US$11.8 million ($11.8 million), increasing its equity interest to 28.86%. The investment, which is now subject to joint control with Grupo Aeromexico S.A.B. de C.V., is accounted for under the equity method. A fair value gain of $3.3 million was recognized on a step basis on the completion of the second tranche of the investment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

Under the equity method, net earnings are calculated on the same basis as if the two entities had been consolidated. The difference between the purchase price and the net book value of PLM's assets has been allocated to the fair value of identifiable assets, including finite and indefinite life intangible assets, and any remaining difference has been assigned to goodwill. Management has identified the PLM commercial partners' contracts as finite life intangibles and the trade name as an indefinite life intangible. The proportionate share of PLM's net earnings has been recorded since the disbursement of the second tranche on the basis of management's valuation of the identifiable assets of PLM. The independent valuation of the intangible assets was completed during the fourth quarter of 2011.

Aimia's share of PLM's financial statement items, including the purchase price allocation adjustments, was as follows:

Statement of operations data	Three months ended March 31,	
	2012	2011 [(a)]
Revenue	6,414	600
Expenses (income)	5,259	(2,200)

(a) Includes the results from February 28, 2011 to March 31, 2011.

Statement of financial position data	March 31,	December 31,
	2012	2011
Current assets	19,909	14,800
Long-term assets	25,642	26,100
Current liabilities	18,063	14,100
Long-term liabilities	13,517	13,700

4. LONG-TERM INVESTMENTS

	March 31,	December 31,
	2012	2011
Investment in Cardlytics	22,998	22,998
Investment in corporate and government bonds	280,749	279,737
Total	**303,747**	**302,735**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

On September 8, 2011, Aimia acquired a minority participation in Cardlytics, a US-based private company operating in merchant-funded transaction-driven marketing for electronic banking, for cash consideration of US$23.4 million ($23.0 million). The investment in Cardlytics is reported in long-term investments and is accounted for as an available-for-sale investment, measured at fair value with changes in fair value recognized in other comprehensive income. The fair value was determined to approximate cost as at March 31, 2012 and December 31, 2011.

5. CASH HELD IN ESCROW

Cash held in escrow, in the amount of $43.2 million (£27.1 million), represents contingent consideration related to the December 2007 acquisition of Aimia EMEA Limited (formerly Loyalty Management Group Limited or LMG). Pursuant to the escrow agreement entered into at the time of the acquisition, the funds held in escrow will be released to the Corporation upon ratification of the ECJ VAT Judgment by the United Kingdom Supreme Court (Note 12).

6. EARNINGS PER COMMON SHARE

	Three months ended March 31,	
	2012	2011
Net earnings attributable to equity holders of the Corporation	45,293	25,428
Less: Dividends declared on preferred shares	(2,803)	(2,803)
Net earnings attributable to common shareholders	**42,490**	**22,625**
Weighted average number of basic and diluted common shares	173,820,140	185,482,236
Earnings per common share – Basic and fully diluted	**$0.24**	**$0.12**

7. NOTE RECEIVABLE

This unsecured, non-interest bearing loan, in the principal amount of £40.0 million, which has been discounted using an effective interest rate of 6%, is due from a major Accumulation Partner and matures on July 1, 2012.

8. MAJOR ACCUMULATION PARTNERS AND SIGNIFICANT REDEMPTION PARTNER

Air Canada and two other major Accumulation Partners account for a significant percentage of Gross Billings. Since Aimia's revenues are recognized based on redemptions by members as opposed to the issuance of Loyalty Units to members by the Accumulation Partners, the information on major customers is based on total Gross Billings, which

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include proceeds from the sale of Loyalty Units and services rendered or to be rendered. Gross Billings for each Accumulation Partner represent the contracted amounts received or receivable from Accumulation Partners and customers during each period. Air Canada and the other Accumulation Partners accounted for a significant percentage of Gross Billings as follows:

		Three months ended March 31,	
	Operating segment	2012	2011
		%	%
Air Canada	Canada	13	14
Accumulation Partner A	Canada	24	24
Accumulation Partner B	EMEA	12	11

CONTRACTUAL AND COMMERCIAL PRACTICES WITH AIR CANADA

Air Canada, including other Star Alliance Partners, is Aimia's largest Redemption Partner. The cost of rewards provided by Air Canada (and other Star Alliance Partners) as a percentage of total cost of rewards and direct costs is as follows:

	Three months ended March 31,	
	2012	2011
	%	%
Air Canada (and other Star Alliance Partners)	45	48

Air Canada acts as a clearing house for substantially all Gross Billings of Aeroplan Miles and reward purchase transactions between Aimia Canada Inc. (formerly Aeroplan Canada Inc., operator of the Aeroplan Program) ("Aeroplan") and airlines other than Air Canada (Star Alliance Partners). Aeroplan has entered into various agreements with Air Canada governing the commercial relationship between Aeroplan and Air Canada. The following is a summary of the relevant financial terms of the most significant agreements.

CPSA

The amended and restated commercial participation services agreement dated June 9, 2004 between Air Canada and Aeroplan, as amended (the "CPSA"), which expires on June 29, 2020, covers the terms and conditions of the purchase of air travel rewards by Aeroplan from Air Canada and its affiliates, the purchase of Aeroplan Miles by Air Canada and its affiliates for issuance to members and the management of the tier membership program for certain Air Canada customers. Pursuant to the CPSA, Aeroplan is required to purchase annually a minimum number of reward travel seats on Air Canada and its affiliates, which number is based on a function of the number of seats utilized in the three preceding calendar years. Based on the three years ended December 31, 2011, Aeroplan is required to purchase reward travel seats amounting to approximately $429.2 million each year. While Air Canada can change the number of Aeroplan Miles under the Aeroplan Program awarded to members per flight without Aeroplan's consent, Air Canada is required to purchase, on an annual basis, a pre-established number of Aeroplan Miles under the Aeroplan Program at a specified rate. Aeroplan is required to perform certain marketing and promotion services for Air Canada, including contact centre services for the management of the frequent flyer tier membership program, for a fee based on actual costs, on a fully allocated basis, plus an administrative fee. Aeroplan's ability to respond to members' requests for future rewards will depend on Air Canada's ability to provide the requested number of seats.

9. REDEMPTION RESERVE

Aeroplan maintains the Aeroplan Canada Miles redemption reserve (the "Reserve"), which, subject to compliance with the provisions of the Corporation's credit facilities, may be used to supplement cash flows generated from operations in order to pay for rewards during periods of unusually high redemption activity associated with Aeroplan Miles under the Aeroplan Program. In the event that the Reserve is accessed, Aeroplan has agreed to replenish it as soon as practicable, with available cash generated from operations. On May 25, 2011, upon recommendation from management, the Board of Directors approved a reduction of the Reserve from $400.0 million to $300.0 million. At March 31, 2012, the Reserve amounted to $300.0 million and was included in short-term investments and long-term investments.

The amount held in the Reserve, as well as the types of securities in which it may be invested, are based on policies established by management, which are reviewed periodically. At March 31, 2012, the Reserve was invested in corporate, federal and provincial bonds.

10. RESTRUCTURING LIABILITIES

The restructuring activities undertaken since January 1, 2011 are primarily the result of the Corporation's first quarter 2011 transition to a regional structure in order to leverage the full suite of loyalty management capabilities it possesses across the organization. The objective is to replicate the strengths from each business and roll them out in each of the regions in order to optimize revenue and cost synergies, brands and technology.

Included in accounts payable and accrued liabilities and other long-term liabilities are restructuring costs of $7.2 million as at March 31, 2012 (December 31, 2011: $12.9 million). Restructuring expenses (net of reversals), are included in general and administrative expenses.

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	Termination benefits	Onerous lease	Total
Balance at January 1, 2011	**-**	**-**	**-**
Liability recorded during the year	17,166	4,648	21,814
Liability reversed during the year	(220)	(719)	[(a)] (939)
Payments made during the year	(7,288)	(723)	(8,011)
Foreign exchange translation adjustment	(6)	2	(4)
Balance at December 31, 2011	**9,652**	**3,208**	**12,860**
Liability reversed during the period	(306)	-	(306)
Payments made during the period	(4,791)	(460)	(5,251)
Foreign exchange translation adjustment	(71)	(35)	(106)
Balance at March 31, 2012	**4,484**	**2,713**	**7,197**

(a) Includes a reduction to the onerous lease accrual of $0.7 million to reflect the expected benefits from a sub-lease contract signed in the fourth quarter of 2011.

Restructuring expenses (reversals) incurred during three months ended March 31, 2012 and 2011 for each segment are presented below:

Segment	Three months ended March 31,	
	2012	2011
Canada	-	-
EMEA	-	-
US & APAC	(306)	1,387
Corporate	-	-
Total	**(306)**	**1,387**

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11. DEFERRED REVENUE

A reconciliation of deferred revenue, including deferred Breakage, is as follows:

	Loyalty Units		Other		Total	
	March 31, 2012	December 31, 2011	March 31, 2012	December 31, 2011	March 31, 2012	December 31, 2011
Opening balance	2,192,798	2,063,056	49,936	63,995	2,242,734	2,127,051
Loyalty Units issued – Gross Billings	385,984	1,560,801	-	-	385,984	1,560,801
Other – Gross Billings	-	-	150,652	672,425	150,652	672,425
Revenue recognized	(418,215)	(1,433,747)	(149,510)	(682,158)	(567,725)	(2,115,905)
Foreign currency and other adjustments	2,088	2,688	(478)	(4,326)	1,610	(1,638)
Ending balance	**2,162,655**	**2,192,798**	**50,600**	**49,936**	**2,213,255**	**2,242,734**
Represented by:						
Current portion [(a)]	1,466,542	1,511,953	46,073	45,916	1,512,615	1,557,869
Long-term	696,113	680,845	4,527	4,020	700,640	684,865

(a) The current portion is management's best estimate of the amount to be recognized in the next twelve months, based on historical trends.

MEASUREMENT UNCERTAINTY

Aimia may be required to provide rewards to members for unexpired Loyalty Units accounted for as Breakage on the Loyalty Units issued to date for which the revenue has been recognized or deferred and for which no liability has been recorded. The maximum potential redemption cost for such Loyalty Units is estimated to be $1,020.4 million at March 31, 2012.

The potential redemption costs, noted above, have been calculated on the basis of the current average redemption cost, reflecting actual prices with Redemption Partners, including Air Canada, and the experienced mix of the various types of rewards that members have selected, based on past experience.

Management has calculated that the cumulative effect of a 1% change in Breakage in each individual program would have a consolidated impact on revenue and earnings before income taxes of $120.0 million for the period in which the change occurred, with $115.0 million relating to prior years and $5.0 million relating to the current period.

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12. PROVISIONS

VAT LITIGATION *(NOTE 5)*

	VAT Provision
Balance at December 31, 2010	**133,005**
Provision recorded during the year	12,341
Provision used during the year	-
Provision reversed during the year	-
Foreign exchange translation adjustment	2,402
Balance at December 31, 2011	**147,748**
Provision recorded during the period	1,864
Provision used during the period	-
Provision reversed during the period	-
Foreign exchange translation adjustment	1,343
Balance at March 31, 2012	**150,955**

Aimia EMEA Limited (formerly Loyalty Management Group Limited) has been in litigation with Her Majesty's Revenue & Customs ("HMRC") since 2003 relating to the VAT treatment of the Nectar Program as it applies to the deductibility of input tax credits in the remittance of VAT owed, and paid an assessed amount of £13.8 million ($27.1 million).

Aimia EMEA Limited appealed to the VAT and Duties Tribunal, which ruled in its favour. HMRC then appealed to the High Court which found in favour of HMRC. Aimia EMEA Limited, in turn, appealed to the Court of Appeal, which issued a judgment in favour of Aimia EMEA Limited on October 5, 2007 requiring the refund of the assessed amount and confirming Aimia EMEA Limited's eligibility to deduct input tax credits in the future. As a result of this event, an amount receivable of £13.8 million ($27.1 million) was recorded in the accounts at December 31, 2007 and subsequently collected in January 2008.

HMRC appealed the Court of Appeal's decision to the House of Lords which granted leave to appeal in order to facilitate a reference to the European Court of Justice ("ECJ"). The case was heard on January 21, 2010. On October 7, 2010, the ECJ ruled against Aimia EMEA Limited and in favour of HMRC. The case has been referred back to the UK Supreme Court for judgment based on the guidance of the ECJ. The hearing is scheduled to take place on October 24 and October 25, 2012.

Based on the binding and non-appealable nature of the judgment rendered by the ECJ, an amount of $151.0 million (£94.7 million) has been recorded in provisions at March 31, 2012 representing input tax credits relating to the supply of goods claimed historically and to date, and interest and penalties. An amount of $65.7 million (£41.2 million), relating to recoverable amounts under the terms of contractual agreements with certain Redemption Partners, has also been recorded in accounts receivable.

For the three months ended March 31, 2012, $0.8 million (£0.5 million) has been recorded in cost of rewards and $1.1 million (£0.7 million) has been recorded in interest expense.

At this time, the provision represents management's best estimate. The ECJ provided for potential relief to mitigate a portion of the increase in the cost base resulting from the ECJ VAT Judgment which will require further discussion with HMRC. Given that the case has been referred back to the UK Supreme Court for judgment based on the guidance of the ECJ, and due to the need for on-going discussions with HMRC, management has neither considered nor accounted for any potential favourable impact of this aspect of the ECJ VAT Judgment.

The ECJ VAT Judgment has not yet affected cash flows as the amounts have not been settled. This will likely occur once the UK Supreme Court renders judgment based on the guidance of the ECJ and the settlement process is agreed to with HMRC, which is anticipated to take place subsequent to the hearing.

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13. LONG-TERM DEBT

The following is a summary of Aimia's authorized and outstanding revolving facility and Senior Secured Notes Series 1, 2 and 3:

	Authorized at March 31, 2012	Drawn at March 31, 2012	Drawn at December 31, 2011
Revolving facility [(a)]	300,000	25,000	40,000
Senior Secured Notes Series 1 [(b)]	N/A	200,000	200,000
Senior Secured Notes Series 2 [(c)]	N/A	150,000	150,000
Senior Secured Notes Series 3 [(d)]	N/A	200,000	200,000
Prepaid interest [(e)]	N/A	(38)	-
Unamortized transaction costs [(e)]	N/A	(2,899)	(3,322)
		572,063	**586,678**
Less: current portion [(b)]		200,000	200,000
Total		**372,063**	**386,678**

(a) The revolving facility matures on April 23, 2014, and depending on the Corporation's credit ratings, bears interest at rates ranging between Canadian prime rate plus 0.75% to 2.00% and the Bankers' Acceptance and LIBOR rates plus 1.75% to 3.00% *(Note 22)*.

At March 31, 2012, amounts borrowed under the revolving facility were in the form of Bankers' Acceptances with a 30-day term, bearing an interest rate of 3.48%.

Letters of credit: Aimia has issued irrevocable letters of credit in the aggregate amount of $17.7 million. This amount reduces the available credit under the revolving facility.

(b) The Senior Secured Notes Series 1 bear interest at 9% per annum, payable semi-annually in arrears on April 23rd, and October 23rd of each year, commencing October 23, 2009, and mature on April 23, 2012 *(Note 22)*.

(c) The Senior Secured Notes Series 2 bear interest at 7.9% per annum, payable semi-annually in arrears on March 2nd and September 2nd of each year, commencing March 2, 2010 and mature on September 2, 2014.

(d) The Senior Secured Notes Series 3 bear interest at 6.95%, payable semi-annually in arrears on January 26th and July 26th of each year, commencing July 26, 2010 and mature on January 26, 2017.

(e) Long-term debt is presented net of prepaid interest and unamortized transaction costs.

Each of the Senior Secured Notes Series 1, 2 and 3 are secured by certain present and future undertakings, property and assets of the Corporation and certain of its subsidiaries and rank equally and pari passu, including with respect to security interest, with all other present and future unsubordinated debt of the Corporation, and are subject to compliance with certain affirmative and negative covenants.

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The continued availability of the credit facilities is subject to Aimia's ability to maintain certain leverage, debt service and interest coverage covenants, as well as other affirmative and negative covenants, including certain limitations of distributions in the form of dividends or equity repayments in any given fiscal year, as set out in the credit agreement.

The following table illustrates the financial ratios calculated on a trailing twelve-month basis:

Ratio	Result	Test
Leverage	1.68	≤ 2.75
Debt service [(a)]	0.19	≤ 2.00
Interest coverage	8.44	≥ 3.00

(a) This ratio takes into account Aimia's net debt, calculated as long-term debt less cash, restricted cash, short-term investments and long-term investments in corporate and government bonds.

14. PENSION AND OTHER LONG-TERM LIABILITIES

	March 31, 2012	December 31, 2011
Pension and other future benefits obligations	21,956	21,397
Other	9,143	9,606
Total	**31,099**	**31,003**

15. CONTINGENT LIABILITIES

Aimia has agreed to indemnify its directors and officers, and the directors and officers of its subsidiaries, to the extent permitted under corporate law, against costs and damages incurred as a result of lawsuits or any other judicial, administrative or investigative proceeding in which said directors or officers are sued as a result of their services. The directors and officers are covered by directors' and officers' liability insurance.

In limited circumstances, Aimia may provide guarantees and/or indemnifications to third parties to support the performance obligations of its subsidiaries under commercial contracts. At March 31, 2012, Aimia's maximum exposure under such guarantees was estimated to amount to $156.0 million. No amount has been recorded in these financial statements with respect to the indemnification and guarantee agreements.

On July 2, 2009, Aimia was served with a motion for authorization to institute a class action and to obtain the status of representative in the Superior Court of Quebec. The motion was heard on May 9 and 10, 2011 and Aeroplan was added as a potential defendant. In a judgment dated March 6, 2012, the Superior Court of Quebec authorized the motion for the petitioner to bring a class action.

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This motion was the first procedural step before any such action can be instituted. The petitioner's class action lawsuit on behalf of Aeroplan Program members in Canada seeks to obtain reinstatement of expired Aeroplan Miles, reimbursement of any amounts already expended by Aeroplan members to reinstate their expired miles, $50 in compensatory damages and an undetermined amount in exemplary damages on behalf of each class member, all in relation to changes made to the Aeroplan Program concerning accumulation and expiry of Aeroplan Miles as announced on October 16, 2006. The next step in the process is for the petitioner to publish a notice of the judgment authorizing the class action and to file and serve the claim on the merits. Management does not expect a hearing on the merits for at least two years.

Although management has identified a strong defence to this class action lawsuit, the likelihood and amount of any potential loss cannot be reasonably estimated at this time. Consequently, no provision for a liability has been included in these financial statements. If the ultimate resolution of this class action lawsuit differs from the Corporation's assessment and assumptions, a material adjustment to the financial position and results of operations could result.

From time to time, Aimia becomes involved in various claims and litigation as part of its normal course of business. While the final outcome thereof cannot be predicted, based on the information currently available, management believes the resolution of current pending claims and litigation will not have a material impact on Aimia’s financial position and results of operations.

16. DIVIDENDS

Quarterly dividends declared to common shareholders of Aimia during the three months ended March 31, 2012 and 2011 were as follows:

	2012		2011 [(a)]	
	Amount	Amount per common share	Amount	Amount per common share
March	26,102	0.150	23,010	0.125

(a) On May 25, 2011, the Board of Directors of Aimia approved an increase to the common share dividend from $0.125 to $0.150 per share per quarter.

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Quarterly dividends declared to preferred shareholders of Aimia during the three months ended March 31, 2012 and 2011 were as follows:

	2012		2011	
	Amount	Amount per preferred share	Amount	Amount per preferred share
March	2,803	0.406	2,803	0.406

On May 3, 2012, the Board of Directors of Aimia approved an increase to the annual common share dividend from $0.60 to $0.64 per share and declared quarterly dividends of $0.16 per common share and $0.40625 per preferred share, payable on June 29, 2012.

17. CAPITAL STOCK

NORMAL COURSE ISSUER BID

From January 1 to May 13, 2011, Aimia repurchased and cancelled 6,960,731 common shares for total cash consideration of $90.4 million. Share capital was reduced by $61.0 million and the remaining $29.4 million was accounted for as a reduction of contributed surplus.

On May 12, 2011, the Corporation received approval from the Toronto Stock Exchange and announced the renewal of its NCIB to repurchase up to 18,001,792 of its issued and outstanding common shares during the period from May 16, 2011 to no later than May 15, 2012. Total common shares repurchased and cancelled during the period from May 16, 2011 to December 31, 2011, pursuant to the NCIB, amounted to 6,262,800 for total cash consideration of $75.8 million. Share capital was reduced by $55.1 million, and the remaining $20.7 million was accounted for as a reduction of contributed surplus.

From January 1 to March 31, 2012, Aimia repurchased and cancelled 480,000 common shares for total cash consideration for $5.9 million, of which $3.0 million was paid during the period. Share capital was reduced by $4.2 million and the remaining $1.7 million was accounted for as reduction of contributed surplus *(Note 22)*.

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18. COMMITMENTS

A) OPERATING LEASE COMMITMENTS

The minimum lease payments under various non-cancellable operating leases, not yet incurred at the end of the reporting period, are as follows:

Year ending December 31,	
2012	9,752
2013 to 2016	38,403
Thereafter	15,092
Total	**63,247**

B) OPERATING COMMITMENTS AND OTHER

Operating expenditures contracted for at the end of the reporting period but not yet incurred are as follows:

Technology infrastructure and other	53,452
Marketing support and other [(a)]	116,160

(a) Marketing support amounts represent maximum obligations with the Corporation's undertakings to promote the loyalty programs it operates.

Under the terms of certain contractual obligations with a major Accumulation Partner, Aimia is required to maintain certain minimum working capital amounts in accordance with pre-established formulae. At March 31, 2012, Aimia complied with all such covenants.

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19. SEGMENTED INFORMATION

At March 31, 2012, the Corporation had three reportable and operating segments: Canada, EMEA and US & APAC.

The segments are the Corporation's strategic business units. For each of the strategic business units, the Corporation's CEO reviews internal management reports on a monthly basis. The segments have been identified on the basis of geographical regions and are aligned with the organizational structure and strategic direction of the organization.

The Canada segment derives its revenues primarily from the Aeroplan Program and from proprietary loyalty services. The US & APAC segment derives its revenues primarily from proprietary loyalty services. The EMEA segment derives its revenues primarily from loyalty programs, including the Nectar and Nectar Italia programs, operating in the United Kingdom and Italy, respectively, and from its interest in the Air Miles Middle East program. In addition, the EMEA segment also generates revenues from proprietary loyalty services and loyalty analytics services, including ISS.

Accounting policies relating to each segment are identical to those used for the purposes of the consolidated financial statements. Management of other financial expenses, share-based compensation, and income tax expense is centralized and, consequently, these expenses are not allocated to the operating segments.

Intercompany revenue and expenses related to the comparative period have been reclassified to conform with the presentation adopted in the current period.

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	Three months ended March 31,											
	2012	2011 [f]	2012	2011 [f]	2012	2011 [f]	2012	2011	2012	2011 [f]	2012	2011 [f]
Operating segments	**Canada**		**EMEA**		**US & APAC**		**Corporate [b]**		**Eliminations**		**Consolidated**	
Gross Billings	313,237	319,871	143,869 [c]	120,896 [c]	80,914 [c]	87,965 [c]	-	-	(1,384)	(852)	536,636 [c]	527,880 [c]
Gross Billings from the sale of Loyalty Units	261,732	261,634	124,252	101,105	-	-	-	-	-	-	385,984	362,739
Revenue from Loyalty Units	320,483	296,172	97,732	82,680	-	-	-	-	-	-	418,215	378,852
Revenue from proprietary loyalty services	40,291	44,735	4,155	7,095	78,011	87,808	-	-	-	-	122,457	139,638
Other revenue	11,954	13,569	15,099	14,149	-	-	-	-	-	-	27,053	27,718
Intercompany revenue	9	171	80	149	1,295	532	-	-	(1,384)	(852)	-	-
Total revenue	372,737	354,647	117,066	104,073	79,306	88,340	-	-	(1,384)	(852)	567,725	546,208
Cost of rewards and direct costs	194,437	204,367	84,091	70,753	43,957	52,593	-	-	(89)	(97)	322,396	327,616
Depreciation and amortization [a]	23,234	25,091	3,906	3,439	2,117	2,619	-	-	-	-	29,257	31,149
Gross margin	155,066	125,189	29,069	29,881	33,232	33,128	-	-	(1,295)	(755)	216,072	187,443
Operating expenses before share-based compensation	57,217	52,457	35,484	32,250	35,129	42,247	11,408	10,119	(1,295)	(755)	137,943	136,318
Share-based compensation	-	-	-	-	-	-	2,988	1,663	-	-	2,988	1,663
Total operating expenses	57,217	52,457	35,484	32,250	35,129	42,247	14,396	11,782	(1,295)	(755)	140,931	137,981
Operating income (loss)	97,849	72,732	(6,415)	(2,369)	(1,897)	(9,119)	(14,396)	(11,782)	-	-	75,141	49,462
Financial expenses	(302)	-	1,114	983	18	4	12,063	13,372	-	-	12,893	14,359
Financial income	2,399	757	941	874	150	89	-	-	-	-	3,490	1,720
Share of net earnings of PLM	-	-	-	-	-	-	1,155	6,138	-	-	1,155	6,138
Earnings (loss) before income taxes	100,550	73,489	(6,588)	(2,478)	(1,765)	(9,034)	(25,304)	(19,016)	-	-	66,893	42,961
Additions to non-current assets [d]	8,805	3,717	2,494	2,140	1,357	455	2,273	-	N/A	N/A	14,929	6,312
Non-current assets [d]	3,239,959	3,310,028	460,939 [e]	449,530 [e]	42,341 [e]	101,839 [e]	2,152	-	N/A	N/A	3,745,391 [e]	3,861,397 [e]
Deferred revenue	1,755,923	1,812,068	441,635	283,524	15,697	15,365	-	-	N/A	N/A	2,213,255	2,110,957
Total assets	3,746,746	3,934,202	889,015	840,863	142,831	197,031	60,579	41,989	N/A	N/A	4,839,171	5,014,085

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(a) Includes depreciation and amortization as well as amortization of Accumulation Partners' contracts, customer relationships and technology.

(b) Includes expenses that are not directly attributable to any specific operating segment. Corporate also includes the financial position and operating results of our operations in India, the investments in PLM and Cardlytics and Aimia's share of PLM's net earnings (loss).

(c) Includes Gross Billings of $119.1 million in the UK and $46.1 million in the US for the three months ended March 31, 2012, compared to Gross Billings of $99.7 million in the UK and $48.9 million in the US for the three months ended March 31, 2011. Third party Gross Billings are attributed to a country on the basis of the country where the contractual and management responsibility for the customer resides.

(d) Non-current assets includes amounts relating to goodwill, Accumulation Partners’ contracts, trade names, customer relationships, other intangibles, software and technology and property and equipment.

(e) Includes non-current assets of $409.6 million in the UK and $35.9 million in the US as of March 31, 2012, compared to non-current assets of $398.9 million in the UK and $96.4 million in the US as of March 31, 2011.

(f) Intercompany revenue and expenses related to the comparative period have been reclassified to conform with the presentation adopted in the current period.

20. FORWARD EXCHANGE CONTRACT

On March 14, 2012, the Corporation entered into a forward exchange contract to purchase €22.5 million for $29.4 million. The forward exchange contract, maturing on December 28, 2012, was entered into to manage the risk and mitigate the impact of currency fluctuations associated with an intercompany loan of €22.5 million.

The forward exchange contract is measured at fair value, with changes in the fair value recognized in financial expenses in the consolidated statement of operations as the derivative instrument is not designated as an accounting hedge.

The fair value of the forward exchange contract amounted to $0.5 million at March 31, 2012 and is included in short-term investments.

21. RELATED PARTIES AND NON-CONTROLLING INTERESTS

A) RELATED PARTIES

ULTIMATE CONTROLLING PARTY

During the three months ended March 31, 2012, shares of the Corporation were widely held and the Corporation did not have an ultimate controlling party.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

TRANSACTIONS WITH DIRECTORS AND KEY MANAGEMENT PERSONNEL

Key management includes members of the Corporation's Executive Committee.

The post-employment executive defined contribution plan requires annual contributions of 15% of base salary, through co-payment by the Corporation and the executive, up to the annual maximum permitted under relevant legislation.

Key management of Aimia participate in the share-based award plans, Long-term Incentive Plan (including stock options and performance share units) and Deferred Share Unit Plan. Directors participate in the DSU Plan.

The compensation paid or payable to directors and to key management for services is shown below:

	Three months ended March 31,	
	2012	2011
Director compensation, and key management salaries and benefits	2,016	1,951
Post-employment benefits	77	113
Share-based compensation	1,083	839
Total	**3,176**	**2,903**

TRANSACTIONS WITH POST-EMPLOYMENT BENEFIT PLANS

Aimia offers post-employment benefits to its former employees by way of the defined contribution and defined benefit plans. The transactions with these plans are limited to contributions and payment of benefits.

B) NON-CONTROLLING INTERESTS

During the three months ended March 31, 2012, an amount of $2.7 million was invested by a minority shareholder in an Indian subsidiary.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2012

Unaudited

(Tables in thousands of Canadian dollars, except share and per share amounts)

22. SUBSEQUENT EVENTS

Subsequent to March 31, 2012, Aimia repurchased and cancelled 1,481,900 common shares for total cash consideration of $18.3 million, pursuant to the NCIB. In addition, on May 3, 2012, Aimia received approval from the Toronto Stock Exchange and announced the renewal of its NCIB to repurchase up to 17,179,599 of its issued and outstanding common shares during the period from May 16, 2012 to no later than May 15, 2013.

On April 13, 2012, Aimia concluded an amendment to its existing credit facilities with its lending syndicate. The Corporation extended the term of its existing $300.0 million revolving facility by two years to April 23, 2016. In addition, the Corporation obtained an additional revolving facility, in an amount not to exceed $200.0 million, for any term it may request, not extending beyond the new maturity date.

On April 23, 2012, the Senior Secured Notes Series 1 in the amount of $200.0 million were repaid with funds drawn from the additional revolving facility, with a term maturing on April 13, 2013.