



**PRESS RELEASE  
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**TSX-BAD.UN**  
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## **BADGER INCOME FUND UNITHOLDERS AT ANNUAL AND SPECIAL MEETING APPROVE CONVERSION TO A CORPORATION**

Calgary, Alberta – Badger Income Fund (the “Fund” or “Badger”) held its annual and special meeting of unitholders (the “Meeting”) in Calgary yesterday. At the Meeting, the unitholders of the Fund approved, with over 99 per cent of units represented voting in favour, the resolution for the plan of arrangement to reorganize the Fund into a corporation (the “Arrangement”). In addition thereto, the Court of Queen’s Bench of Alberta issued its final order approving the Arrangement yesterday. It is presently anticipated that the Arrangement will be completed on or about January 1, 2011.

All other resolutions presented at the Meeting were also approved by the unitholders of the Fund. For more information, readers can view the report of voting results filed by the Fund in respect of the Meeting at: <http://www.sedar.com>.

*Badger Income Fund is an open-ended trust that is North America’s largest provider of non-destructive excavating services. Badger traditionally works for contractors and facility owners in the utility and petroleum industries. Our key technology is the Badger Hydrovac, which is used primarily for safe digging in congested grounds and challenging conditions. The Badger Hydrovac uses a pressurized water stream to liquefy the soil cover, which is then removed with a powerful vacuum system and deposited into a storage tank. Badger manufactures its truck-mounted hydrovac units.*

*Badger Income Fund’s business model involves the provision of excavating services through two distinct entities: the Operating Partners (franchisees in the United States and agents in Canada), and Badger Corporate. Badger Corporate works with its Operating Partners to provide Hydrovac service to the end user. In this partnership, Badger provides the expertise, the trucks, and North American marketing and administration support. The Operating Partners deliver the service by operating the equipment and developing their local markets. All work is invoiced by Badger and then shared with the Operating Partner based upon a revenue sharing formula. In certain locations Badger has established corporate run operations to market and deliver the service in the local area.*

This press release contains forward-looking statements subject to various risk factors and uncertainties, which may cause the actual results, performances or achievements of Badger to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, fluctuations in the market for oil and gas related products and services, political and economic conditions, the demand for services provided by Badger, industry competition and Badger’s ability to attract and retain key personnel.

The Toronto Stock Exchange has neither approved nor disapproved the information contained herein.

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