

AGF Master Limited Partnership

THIRD QUARTER REPORT

FOR THE THREE AND NINE MONTHS
ENDED SEPTEMBER 30, 2005



What are you doing after work?

AGF Master Limited Partnership

Market Value of Distributed Securities

(Unaudited)

As at September 30, 2005

	Market Value (in thousands)		Market Value (in thousands)
CANADIAN EQUITY FUNDS		CANADIAN FIXED INCOME FUNDS	
AGF Canadian Stock Fund	\$ 191,279	AGF Canadian Bond Fund	\$ 53,977
AGF Canadian Large Cap Dividend Fund	160,729	AGF Canadian Conservative Income Fund	31,110
AGF Canadian Growth Equity Fund Limited	145,481	AGF Canadian Money Market Fund	27,171
AGF Canadian Small Cap Fund	17,421	AGF Canadian High Yield Bond Fund	<u>2,321</u>
AGF Canadian Real Value Fund	3,498		114,579
AGF Canada Class	2,163		
AGF Monthly High Income Fund	970	SPECIALTY EQUITY FUNDS	
AGF Diversified Dividend Income Fund	451	AGF Canadian Resources Fund Limited	40,198
AGF Dividend Income Fund	<u>338</u>	AGF Precious Metals Fund	5,708
	522,330	AGF Global Health Sciences Class	712
		AGF Managed Futures Fund	598
INTERNATIONAL EQUITY FUNDS		AGF Global Financial Services Class	322
AGF International Value Fund	139,904	AGF Global Technology Class	221
AGF European Equity Class	44,491	AGF Global Real Estate Equity Class	154
AGF International Stock Class	20,494	AGF Global Resources Class	<u>143</u>
AGF Asian Growth Class	13,722		48,056
AGF World Companies Fund	7,898		
AGF Japan Class	7,381	U.S. EQUITY FUNDS	
AGF Global Equity Class	5,063	AGF American Growth Class	18,435
AGF Emerging Markets Value Fund	4,065	AGF Aggressive Growth Fund	9,597
AGF China Focus Class	2,892	AGF Special U.S. Class	3,345
AGF Aggressive Global Stock Fund	2,446	AGF U.S. Value Class	406
AGF Germany Class	1,413	AGF U.S. Risk Managed Class	<u>14</u>
AGF International Value Class	1,151		31,797
AGF Global Perspective Class	1,136	INTERNATIONAL BALANCED AND ASSET ALLOCATION FUNDS	
AGF Aggressive Japan Class	75	AGF World Balanced Fund	<u>24,836</u>
AGF World Opportunities Fund	<u>29</u>		24,836
	252,160		
		INTERNATIONAL FIXED INCOME FUNDS	
CANADIAN BALANCED AND ASSET ALLOCATION FUNDS		AGF Global Government Bond Fund	8,199
AGF Canadian Real Value Balanced Fund	76,800	AGF RSP Global Bond Fund	3,717
AGF Canadian Balanced Fund	<u>73,762</u>	AGF Global High Yield Bond Fund	1,268
	150,562	AGF Short-Term Income Class	<u>1,003</u>
			14,187
		TOTAL DISTRIBUTED SECURITIES	\$ <u>1,158,507</u>

AGF Master Limited Partnership

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the three and nine months ended September 30, 2005

Management's Discussion and Analysis ("MD&A") presents an analysis of the financial condition of AGF Master Limited Partnership ("Master LP") as at September 30, 2005 compared with December 31, 2004, and the results of operations for the three and nine months ended September 30, 2005 compared with the corresponding periods of 2004. This discussion should be read in conjunction with our 2004 annual MD&A and 2004 annual audited financial statements and notes. The financial information presented herein has been prepared on the basis of Canadian generally accepted accounting principles ("GAAP"). All dollar amounts are in Canadian dollars.

There have been no material changes to the information discussed in the following sections of the 2004 annual MD&A: 'Significant Accounting Policies and Estimates', 'Outlook and Risks', 'Corporate Governance' and 'Regulatory Filings'. Accordingly, readers should refer to our 2004 annual MD&A to gain an understanding of how these matters may impact the Master LP's operating results.

The MD&A includes forward-looking statements about Master LP. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "intends", "plans", "believes", or negative versions thereof and similar expressions. The MD&A contains forward-looking statements that are based on current expectations and projections about future events and are inherently subject to, among other things, risks and uncertainties beyond Master LP's control. These risks and uncertainties include economic conditions, market fluctuations, interest rate and foreign exchange movements, political events, regulatory change and competitive developments. The reader is cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements. We are under no obligation (and expressly disclaim any such obligation) to update or alter the forward-looking statements whether as a result of new information, future events or otherwise. Actual results could differ materially from those contemplated by the forward-looking statements.

FORMATION AND BUSINESS OF AGF MASTER LIMITED PARTNERSHIP

Master LP was formed through the mergers of eleven AGF and 20/20 limited partnerships (the "Merging Partnerships").

The Merging Partnerships were formed for the purpose of arranging for the distribution of securities of certain of the AGF and 20/20 mutual funds, which were sold on a contingent deferred sales charge basis ("Distributed Securities"). The Merging Partnerships paid selling commissions to registered dealers ranging from 4% to 6% of the purchase price of such securities.

As at September 30, 2005, Master LP has total issued and outstanding units of 8,568,159. These units of Master LP are listed for trading on the Toronto Stock Exchange under the symbol AFP.UN. The units also qualify for investment by registered tax plans such as RSP and RIF although they did constitute "foreign property" subject to the foreign content limitation for tax purposes. Bill C-43 was approved on June 29, 2005 and became law which eliminated the foreign content limit retroactive to January 2005.

REVENUE

Master LP's primary sources of revenue are distribution fees and deferred sales charges (also referred to as "redemption fees") earned from the Distributed Securities to which it has distribution rights.

AGF Master Limited Partnership

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following table illustrates the breakdown of distribution fee revenue, deferred sales charge revenue and interest revenue for the three and nine months ended September 30, 2005 and 2004, respectively:

(in thousands) (Unaudited)	Three months ended September 30			Nine months ended September 30		
	2005	2004	% Change	2005	2004	% Change
Distribution fees	\$ 1,541.4	\$ 1,881.4	(18.1)	\$ 4,835.6	\$ 6,180.2	(21.8)
Deferred sales charges	-	23.6	(100.0)	-	240.1	(100.0)
Interest	22.0	22.3	(1.3)	47.1	54.6	(13.7)

DISTRIBUTION FEES

Master LP receives from AGF Funds Inc. ("AGFFI"), a subsidiary of AGF Management Limited, a monthly distribution fee calculated at annual rates ranging from 0.50% to 0.90% of the net asset value of the Distributed Securities which remain outstanding. The net asset value of Distributed Securities is primarily affected by the market performance and redemptions of Distributed Securities. Distribution fees accounted for 99.0% and 95.4% of Master LP's total revenue in the nine months ended September 30, 2005 and 2004, respectively.

Distribution fees amounted to \$1.5 million for the three months ended September 30, 2005, a decrease of 18.1% from the comparable period in 2004. During the nine months ended September 30, 2005, distribution fees declined 21.8% to \$4.8 million from \$6.2 million in the same period last year. The decreases were primarily attributable to the lower net asset value of Distributed Securities for the three and nine months ended September 30, 2005 as compared to the respective year-to-date periods.

The following is a summary of the changes in Distributed Securities during the three and nine months ended September 30, 2005 and 2004:

(in millions) (Unaudited)	Three months ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
Market value of Distributed Securities, beginning of period	\$ 1,170.2	\$ 1,521.1	\$ 1,354.7	\$ 1,694.7
Change in market value of Distributed Securities, including reinvested distributions	71.1	(26.5)	103.6	38.4
Redemption of Distributed Securities	(82.8)	(94.9)	(299.8)	(333.4)
Market value of Distributed Securities, end of period	\$ 1,158.5	\$ 1,399.7	\$ 1,158.5	\$ 1,399.7

The annualized redemption rate during the nine months ended September 30, 2005 based on the market value of Distributed Securities at the beginning of the year was 29.5% compared to 26.2% in 2004. Redemptions accounted for \$299.8 million of the decline in the value of Distributed Securities during the nine months ended September 30, 2005, offset by market appreciation and reinvested distributions totaling \$103.6 million.

DISTRIBUTED SECURITIES COMPOSITION

The composition of Distributed Securities as at September 30, 2005 and 2004 are shown on page 4. The relative weighting of each asset class will change over time, based on performance, redemptions and unitholder switches between funds.

AGF Master Limited Partnership

Management's Discussion and Analysis of Financial Condition and Results of Operations

Composition of Distributed Securities based on market value as at September 30:

(Unaudited)	2005	2004
	%	%
Canadian Equity Funds	45	39
International Equity Funds	22	26
Canadian Balanced and Asset Allocation Funds	13	13
Canadian Fixed Income Funds	10	11
International Fixed Income Funds and Others	7	7
U.S. Equity Funds	3	4
Total	100	100

DEFERRED SALES CHARGES

As at December 31, 2004, all remaining assets are off the redemption schedule, accordingly no further revenues will be earned from deferred sales charges.

REVENUE TERMINATION DATES

Master LP is entitled to the same revenue streams, with the same termination dates, as the Merging Partnerships. The following table illustrates the expiry date applicable to the various pools of Distributed Securities in respect of which Master LP has the right to receive distribution fees:

Partnership	Distributed Securities (Market Value as at September 30, 2005) (Unaudited) (in thousands)	Annual Distribution Fee Rate	Distribution Fee Expiry Date (December 31)
Sunset America	\$ 8,288	0.85%	2017
20/20 1989 LP	3,078	0.90%	2017
20/20 1991 LP	33,833	0.65%	2017
AGF LP No. 3	8,275	0.50%	2006
AGF LP 1992	75,416	0.50%	2007
AGF LP 1993	180,536	0.50%	2008
AGF LP 1994	173,573	0.50%	2009
AGF LP 1995	97,201	0.51%	2010
AGF LP No. 8	31,846	0.56%	2011
AGF LP 1996	249,487	0.55%	2011
AGF LP 1997	296,974	0.53%	2012
	\$ 1,158,507		

Master LP will continue until March 31, 2018 unless procedures as specified in the Master LP partnership agreement for the dissolution of Master LP are commenced earlier upon the occurrence of certain events stated in the Master LP partnership agreement.

AGF Master Limited Partnership

Management's Discussion and Analysis of Financial Condition and Results of Operations

AMORTIZATION OF SELLING COMMISSIONS

For accounting purposes, selling commissions paid on the sales of Distributed Securities are recorded at cost and are amortized on a straight-line basis over a period which corresponds with the applicable deferred sales charge schedule (which ranges from six to ten years). In addition, when the deferred sales charges from the redemption of Distributed Securities are earned, the related unamortized selling commissions are expensed. The selling commissions were fully amortized and expensed by December 31, 2004.

OPERATING EXPENSES

Total operating expenses for the three months ended September 30, 2005 were \$120,165, a decrease of 5.9% from \$127,661 in 2004. During the nine months ended September 30, 2005, total operating expenses amounted to \$357,073, a decrease of 7.0% from \$383,776 in the same period in 2004. The decreases were mainly attributable to the decrease in administration fees.

FINANCIAL CONDITION AND LIQUIDITY

Total assets were \$5.1 million as at September 30, 2005 as compared to \$8.2 million as at December 31, 2004. Assets as at September 30, 2005 mainly consisted of cash and term-deposit totaling \$5.1 million. Assets as at December 31, 2004 were used primarily to finance the cash distribution of \$0.9113 per limited partnership unit paid on January 28, 2005 to the limited partners of record on December 31, 2004.

The total amount of uncashed distribution cheques included in cash and distributions payable was \$357,121 as at September 30, 2005 as compared to \$353,791 as at December 31, 2004.

The Merging Partnerships were formed to finance selling commissions during a fixed period of time, after which the Merging Partnerships collect the fees to which they are entitled with no significant ongoing financial obligation other than the ordinary operating expenses. Master LP distributes its income to limited partners on an annual basis and does not retain permanent investment assets.

FINANCIAL INSTRUMENTS

Master LP's financial instruments consist of cash and term-deposit, distribution fees and interest receivable, accounts payable and accrued liabilities, and distributions payable. Unless otherwise noted, it is management's opinion that the partnership is not exposed to significant interest rate, credit, or currency risks arising from these financial instruments.

CASH DISTRIBUTION AND TAXABLE INCOME

Master LP has adopted an annual distribution policy as a result of the adverse tax consequences which would have arisen for at least a significant majority of the limited partners who participated in the merger if distributions were made more frequently than annually. Master LP may reconsider the distribution frequency if changes in tax laws have the effect of eliminating such adverse tax consequences.

Master LP itself is not directly subject to income tax. Instead, Master LP's income or loss for tax purposes is calculated and flowed through to limited partners.

Distributable income earned during the nine months ended September 30, 2005 was approximately \$0.5281 per limited partnership unit and \$0.7108 per limited partnership unit for the same period in 2004. The distributable income will be paid annually to limited partners of record on December 31, 2005 in January 2006.

AGF Master Limited Partnership

Management's Discussion and Analysis of Financial Condition and Results of Operations

Estimated taxable income for the nine months ended September 30, 2005 was \$0.5281 per limited partnership unit as compared to \$0.7094 per limited partnership unit in the comparable period in 2004. Taxable income is allocated on an annual basis to limited partners of record on December 31 of a fiscal year.

RELATED PARTY TRANSACTIONS

AGF Partners No. Five Limited is the general partner and is responsible for the management of Master LP on a day-to-day basis. In consideration for its services, the general partner is entitled to 0.01% of the net distributable income of the partnership. It also receives a fee equal to 15% of the operating expenses of the partnership and has engaged AGF Management Limited ("AGF"), its parent company, to assist it in carrying out its management obligations to the partnership. These services are in the normal course of operations and are recorded at the amount of consideration agreed to by the parties. Administration fees for the three months ended September 30, 2005 amounted to \$60,214 as compared to \$70,839 in the comparable period in 2004. During the nine months ended September 30, 2005, administration fees amounted to \$180,642, a decrease of 15.0% from \$212,519 for the same period in 2004.

SELECTED QUARTERLY INFORMATION

(in thousands, except per unit amounts)

Three months ended (Unaudited)	Sep. 30, 2005	Jun. 30, 2005	Mar. 31, 2005	Dec. 31, 2004
Revenue	\$ 1,563.4	\$ 1,587.8	\$ 1,731.6	\$ 1,849.9
Net income for the period	1,443.2	1,467.6	1,614.8	1,233.4
Net income per limited partnership unit	0.17	0.17	0.19	0.15

(in thousands, except per unit amounts)

Three months ended (Unaudited)	Sep. 30, 2004	Jun. 30, 2004	Mar. 31, 2004	Dec. 31, 2003
Revenue	\$ 1,927.3	\$ 2,135.9	\$ 2,411.6	\$ 2,488.8
Net income for the period	1,315.1	1,521.5	1,139.0	980.1
Net income per limited partnership unit	0.15	0.18	0.13	0.11

ADDITIONAL INFORMATION

Master LP's annual and interim financial reports, Annual Information Form ("AIF") and MD&As are available at the AGF website, www.agf.com and at the Canadian Securities Administrators' website, www.sedar.com.

AGF Master Limited Partnership

The following interim financial statements of AGF Master Limited Partnership for the three and nine months ended September 30, 2005 have not been reviewed or audited by an auditor.

AGF Master Limited Partnership

Balance Sheets

	As at September 30, 2005 (Unaudited)	As at December 31, 2004 (Audited)
Assets		
Current Assets:		
Cash and term-deposit	\$ 5,062,319	\$ 8,105,335
Distribution fees and interest receivable	61,854	100,623
Total Assets	\$ 5,124,173	\$ 8,205,958
Liabilities and Partners' Equity		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 241,374	\$ 43,228
Distributions payable (note 1)	357,121	8,162,730
	598,495	8,205,958
Partners' Equity:		
General partner	2,510	2,510
Limited partners – 8,568,159 units	209,793,390	209,793,390
Issue and merger expenses	(18,069,356)	(18,069,356)
	191,726,544	191,726,544
Deficit	(187,200,866)	(191,726,544)
	4,525,678	-
Total Liabilities and Partners' Equity	\$ 5,124,173	\$ 8,205,958

The accompanying notes are an integral part of the financial statements.

AGF Master Limited Partnership
 Statements of Operations and Deficit
 (Unaudited)

	Three months ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
Operations				
Revenue:				
Distribution fees	\$ 1,541,432	\$ 1,881,397	\$ 4,835,643	\$ 6,180,196
Deferred sales charges	-	23,592	-	240,060
Interest	21,950	22,306	47,108	54,555
	1,563,382	1,927,295	4,882,751	6,474,811
Expenses:				
Amortization of selling commissions	-	484,535	-	2,115,389
Administration	60,214	70,839	180,642	212,519
Legal and audit fees	26,623	24,274	77,033	75,585
Transfer agent fees	23,253	26,727	69,898	76,046
Printing, reporting and mailing	10,075	5,821	29,500	19,626
	120,165	612,196	357,073	2,499,165
Net income for the period	\$ 1,443,217	\$ 1,315,099	\$ 4,525,678	\$ 3,975,646
Net income per limited partnership unit	\$ 0.17	\$ 0.15	\$ 0.53	\$ 0.46
Deficit				
Balance beginning of period	\$ (188,644,083)	\$ (186,466,073)	\$ (191,726,544)	\$ (189,126,620)
Net income for the period	1,443,217	1,315,099	4,525,678	3,975,646
Balance end of period	\$ (187,200,866)	\$ (185,150,974)	\$ (187,200,866)	\$ (185,150,974)

The accompanying notes are an integral part of the financial statements.

AGF Master Limited Partnership
 Statements of Cash Flow
 (Unaudited)

	Three months ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
Operating Activities:				
Net income for the period	\$ 1,443,217	\$ 1,315,099	\$ 4,525,678	\$ 3,975,646
Items not affecting cash				
Amortization of selling commissions	-	484,535	-	2,115,389
	1,443,217	1,799,634	4,525,678	6,091,035
Decrease in non-cash balances related to operations	55,971	79,255	236,915	237,703
	1,499,188	1,878,889	4,762,593	6,328,738
Financing Activities:				
Uncashed distribution cheques (note 1)	2,067	-	3,330	-
Distributions paid to partners	-	-	(7,808,939)	(9,784,102)
	2,067	-	(7,805,609)	(9,784,102)
Increase (decrease) in cash during the period	1,501,255	1,878,889	(3,043,016)	(3,455,364)
Cash beginning of period	3,561,064	4,386,253	8,105,335	9,720,506
Cash end of period	\$ 5,062,319	\$ 6,265,142	\$ 5,062,319	\$ 6,265,142

*Note: Cash is defined as cash and term-deposit.
 The accompanying notes are an integral part of the financial statements.*

AGF Master Limited Partnership

Notes to Financial Statements

(Unaudited)

For the three and nine months ended September 30, 2005 and 2004

These unaudited interim financial statements of AGF Master Limited Partnership ("Master LP") have been prepared in accordance with Canadian generally accepted accounting principles using the same significant accounting policies as Master LP's financial statements for the year ended December 31, 2004. These financial statements do not contain all the disclosures required by Canadian generally accepted accounting principles for annual financial statements and should be read in conjunction with the financial statements for the year ended December 31, 2004, as set out in Master LP's 2004 Annual Report.

1. Uncashed Distribution Cheques

The total amount of uncashed distribution cheques as at September 30, 2005 was \$357,121 (December 31, 2004 - \$353,791). For accounting purposes, this amount has been classified as cash and distributions payable on the balance sheet.



What are you doing after work?

AGF Master Limited Partnership

Head Office

P.O. Box 50
Toronto Dominion Centre
Toronto, ON M5K 1E9
Toll free: 1 800 268-8583

Transfer Agent

CIBC MELLON TRUST COMPANY
P.O. Box 7010, Adelaide Street Postal Station
Toronto, ON M5C 2W9
Telephone: 416 643-5500
Toll free: 1 800 387-0825
E-Mail: inquiries@cibcmellon.com
Website: www.cibcmellon.com

AGF
MUTUAL
FUNDS

AGF TAILORED
INVESTMENT
PROGRAMS
Harmony

AGF PRIVATE
INVESTMENT
MANAGEMENT

AGF
TRUST

Vancouver

Calgary

Winnipeg

Toronto

Ottawa

Montreal

Halifax

Dublin

London

Singapore

Beijing

Tokyo