MANAGEMENT REPORT
THIRD QUARTER REPORT 2005

For the nine-month period ended
September 30, 2005

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Message to Shareholders

Uni-Select Inc. increased its net earnings for the third quarter of 2005 by 26.2% to reach $9 214 000 or $0.47 per share (diluted) compared to $7,302,000 or $0.39 per share (diluted) in the third quarter of 2004. Net earnings for the nine-month period ended September 30, 2005 were $24,875,000 or $1.27 per share (diluted) compared to $18,543,000 and $1.00 per share (diluted) in 2004. Sales in the third quarter were $296,539,000, an increase of 57.1% compared to sales of $188,791,000 realised in the third quarter of 2004. Sales reached $874,911,000 for the nine-month period ended September 30, 2005, an increase of 56.6% compared to sales of $558,518,000 realised in the same period of 2004. Both the increase in sales and net profits is attributable to the expansion of the Company in the United States.

Automotive Group USA

The contribution of Automotive Group USA to Uni-Select's sales improved almost four-fold in the third quarter of 2005, for an increase in sales of 290.7%. Sales rose from $38,507,000 in the third quarter of 2004 to $150,461,000 in the third quarter of 2005. This increase stems from the acquisition of Middle Atlantic Warehouse Distributor, Inc. ("MAWDI") completed on November 1, 2004. Without this acquisition, quarterly sales of the Group would have decreased as a result of the impact of the exchange rate which decreased by 8.5%. Excluding the impact of the exchange rate, organic growth of Automotive Group USA was 3.4% in the third quarter. For the nine-month period ended September 30, 2005, sales for the Group increased by 278.2%, going from $116,737,000 in 2004 to $441,460,000 in 2005. This increase is also attributable to the acquisition of MAWDI. The operating income of Automotive Group USA increased to 6.1% for the quarter compared to 4.8% for the same quarter in 2004. This increase is due both to the realization of synergies resulting from the acquisition of MAWDI and to the improved performance of the existing business entities. Year-to-date, the operating income of the Group improved to 5.7% compared to 4.4% in 2004.

Automotive Group Canada

Automotive Group Canada's sales decreased by 1.6% during the course of the third quarter of 2005, an organic decline of 1,0% . Sales in the third quarter reached $128,545,000 compared to $130,649,000 in the same period of 2004. For the nine-month period ended September 30, 2005, Automotive Group Canada's sales were $383,033,000 compared to $387,716,000 in 2004, a decrease of 1.2%. The operating income of Automotive Group Canada in the third quarter was 6.6% compared to 6.8% for the same quarter in 2004. Year-to-date, the operating margin of the Group remains unchanged at 6.4%.

Heavy Duty Group

Sales for the Heavy Duty Group decreased by 10.7% for the third quarter of 2005 to reach $17,533,000 compared to $19,635,000 in the corresponding quarter of 2004. This decrease is due in part to the transfer of sales to Automotive Group Canada customers of an automotive parts business acquired by Palmar and in part to a decrease of an organic nature of 7.4% arising from the difficulty in sourcing certain products. For the nine-month period ended September 30, 2005, sales for the Group decreased by 6.7% going from $54,065,000 to $50,418,000. The operating income of the Group during the course of the third quarter was 0.6% compared to 6.3% in the same quarter of 2004. Year-to-date, the operating income of the Group was 0.2% compared to 3.4% in 2004.

Outlook

We welcome the progress achieved in the integration of our US operations. The tireless support of our clients, employees and suppliers has made these encouraging results possible. Nevertheless, the Canadian market presents new growth challenges after a quarter which looked promising. As we have noted in the past, the Canadian market remains very competitive and we will have to aggressively pursue both our sales efforts as well as control costs and assets."

Jacques Landreville
President & Chief Executive Officer

Management's Report

Profile

The activities of Uni-Select are segregated into three principal groups: AUTOMOTIVE GROUP CANADA, specializes in the distribution of automotive replacement parts and accessories across Canada, AUTOMOTIVE GROUP USA also distributes automotive parts and operates automotive stores in the United States, and HEAVY DUTY GROUP distributes and sells parts and accessories for heavy duty vehicles in Quebec, Ontario, the Maritimes and Alberta.

Preamble

General

This report of management on the operating results and cash flows for the period ended September 30, 2005 compared to the period ended September 30, 2004, as well as the financial situation of the Company for the period ended September 30, 2005 compared to the period ended December 31, 2004, should be read with the consolidated financial statements and the accompanying notes. Certain sections of this report by management include forward-looking statements which are inherently subject to risks and uncertainties and may cause the Company's actual performance to differ materially from that contemplated by the forward-looking statements.

EBITDA Performance Level

EBITDA represents operating earnings before depreciation, amortization, financial expenses (income), income taxes and non-controlling interest. This measure is presented as it is a widely accepted financial indicator of a company's ability to service and incur debt. EBITDA should not be considered by an investor as an alternative to operating income or net earning, an indicator of operating performance or of cash flows, or as a measure of liquidity. Because EBITDA is not a measurement determined in accordance with Canadian generally accepted accounting principles ("GAAP"), it may not be comparable to the EBITDA of other companies. In the statement of earnings of the Company, EBITDA is reported under item "Earnings before the following".

Operating Results

Sales

For the third quarter ended September 30, 2005, Uni-Select recorded sales of $296,539,000 compared with $188,791,000 for the quarter ended September 30, 2004, an increase of 57.1% or $107,748,000. The increase in sales is a direct result of the acquisition of Middle Atlantic Warehouse Distributor, Inc. ("MAWDI") completed in November 2004. The Company recorded sales of $874,911,000 for the nine-month period ended September 30, 2005, an increase of 56.6% compared to the same period the previous year with sales of $558,518,000.

- Automotive Group USA sales reached $150,461,000 during the third quarter of 2005, an increase of 290.7% over the corresponding quarter of the preceding year, when sales were reported at $38,507,000. This increase is attributable to the acquisition of MAWDI completed in November 2004. Excluding the impact of the acquisition and the unfavourable fluctuation of the exchange rate, sales for the existing operations showed an increase of 3.4%. Automotive Group USA realized sales of $441,460,000 during the nine-month period ended September 30, 2005, an increase of 278.2% over the sales of the same period last year which showed sales of $116,737,000.

- Automotive Group Canada sales reached $128,545,000 in the third quarter of 2005, a decrease of 1.6% compared to the same quarter the previous year where sales reached $130,649,000. This decrease is essentially organic in nature. The Prairies and West Coast regions saw their sales improve, whereas the Eastern regions of Canada suffered a decrease in sales. Automotive Group Canada realized sales of $383,033,000 during the nine-month period ended September 30, 2005, a decrease of 1.2% over the same period of 2004 where sales amounted to $387,716,000.

- The Heavy Duty Group realized sales of $17,533,000 in the third quarter of 2005, a decrease of 10.7% compared to the corresponding quarter of the previous year when sales reached $19,635,000. This decrease is a result of the transfer of automotive sales acquired in 2004 to members of Automotive Group Canada as well as a 7.4% decrease of an organic nature partly tied to the difficulty in supplying certain products. The Heavy Duty Group realized sales of $50,418,000 during the nine-month period ended September 30, 2005, a decrease of 6.7% over the same period in 2004 where sales reached $54,065,000.

EBITDA

Uni-Select's EDITDA reached $17,769,000 for the third quarter of 2005, compared to $11,956,000 during the corresponding period a year earlier. The operating margin for the third quarter was 6.0% compared to 6.3% last year. For the nine-month period ended September 30, 2005, the operating earnings were $49,773,000 compared to $31,603,000 during the corresponding period a year earlier. The operating margin during the initial nine months of 2005 was identical to that of last year and is reported at 5.7%.

- The contribution of Automotive Group USA to the third quarter was established at $9,178,000 compared to $1,834,000 for the same quarter of the previous year. The operating margin for Automotive Group USA improved from 4.8% in the third quarter of 2004 to 6.1%. Head office expenses previously charged entirely to Automotive Group Canada are now divided amongst the three groups of the Company. Without this allocation, the operating margin of Automotive Group USA would have been 6.6% compared to 5.9% for the third quarter of last year. This increase is attributable to the realization of synergies resulting from the acquisition of MAWDI together with the improvement in the performance of the American operations prior to the acquisition. The contribution of Automotive Group USA was $25,283,000 during the nine-month period ended September 30, 2005, compared to $5,117,000 during the corresponding period of the previous year. The operating margin for the first nine months of the year is reported at 5.7% and was 4.4% in the corresponding period of 2004.

- The contribution of Automotive Group Canada to the third quarter was established at $8,484,000 compared to $8,887,000 for the same quarter of the previous year. The operating margin of Automotive Group Canada remained decreased from 6.8% in the third quarter of 2004 to 6.6%. The allocation for head office expenses improved the margin yielded compared to the third quarter of 2004. Without this allocation, the operating margin would have been 6.0% in the current quarter when compared to 6.4% yielded in the third quarter of last year. The contribution of Automotive Group Canada was established at $24,380,000 during the nine-month period ended September 30, 2005, compared to $24,658,000 during the corresponding period of the previous year. The operating margin, for the first nine months of the year was unchanged at 6.4% when compared to last year.

- The contribution of the Heavy Duty Group to the third quarter was $107,000 compared to $1,235,000 during the same quarter of the previous year. The operating margin for the Heavy Duty Group was 0.6% compared to 6.3% for the corresponding quarter last year. The allocation for head office expenses reduced the reported margin. Without the allocation, the operating margin would have been 1.0% for the current quarter compared to 6.5% reported for the third quarter of last year. This decrease is primarily explained by weak sales during the quarter. The contribution of the Heavy Duty Group was $110,000 during the nine-month period ended September 30, 2005 compared to $1,828,000 for the same period last year. The operating margin for the Heavy Duty Group during the nine-month period ended September 30, 2005 was 0.2% compared to a rate of 3.4% last year.

Financial, Depreciation and Amortization Expenses

During the third quarter of 2005, short-term borrowing costs, net of interest income from cash, cash equivalents and temporary investments, were $94,000 compared to $9,000 for 2004, principally due to an average cash and cash equivalent level superior to last year. For the initial period of nine months, short-term borrowing costs, net of interest income from cash, cash equivalents and temporary investments, increased to $49,000 compared to income of $44,000 the previous year.

Long-term borrowing costs for the third quarter were $772,000 compared to $4,000. The increase of $768,000 is primarily explained by the interest paid on the debt contracted at the time of the acquisition of MAWDI. For the initial nine-month period, costs increased from $13,000 to $2,156,000.

Interest paid on the members' deposits in guarantee funds for the third quarter decreased, going from $69,000 to $60,000. For the first nine-month period, interest paid was $191,000 compared to $200,000 a year earlier.

Interest income received from merchant members for the third quarter was $114,000 compared to $83,000. This is primarily explained by the higher level of loans to merchant members compared to the previous year. This income was $300,000 for the initial nine-month period compared to $237,000 last year.

For the third quarter, depreciation costs reached $1,852,000 compared to $1,188,000 for the previous year due principally to the acquisition of MAWDI and, to a lesser extent, from investments related to the implementation of the information technology master plan. For the initial nine-month period, depreciation cost reached $6,040,000 compared to $3,639,000 last year.

Therefore, total financial, depreciation and amortization expenses increased by $1,289,000 to reach $2,476,000 for the third quarter of 2005. For the initial nine-month period, total financial, depreciation and amortization expenses increased by $4,565,000 to reach $8,136,000. Consequently, for the third quarter, Uni-Select recorded earnings before taxes and non-controlling interest (minority shareholders) of $15,293,000, an increase of 42.0% over the previous year. For the initial nine-month period, the recorded earnings before taxes and non-controlling interest (minority shareholders) was $41,637,000, an increase of 48.5% compared to the previous year.

Net Profitability

In the third quarter of 2005, the effective tax rate was 34.7% compared to 30.4% in 2004. For the year-to-date, the effective tax rate was 35.1% compared to 31.9% during the same period last year. The Company does not expect the effective tax rate of 26.8% enjoyed for the first quarter of 2004 to repeat in 2005. The increase in the rate is attributable to the greater proportion of income generated out of the United States where rates are higher than the Canadian rates as well as the elimination of certain tax planning strategies.

After deducting income taxes and the $778,000 non-controlling interest (minority shareholders) in the earnings of the American subsidiary ($192,000 in 2004), Uni-Select posted, for the third quarter, net earnings of $9,214,000 compared to $7,302,000 for the previous year. The increase in net earnings was 26.2% for the third quarter of 2005 when compared to the same period of the previous year. For the year-to-date period, net earnings were $24,875,000, an increase of 34.1% compared to last year. The net profit margin in relation to sales for the quarter went from 3.9% in 2004 to 3.1% in 2005. For the nine-month period, the net profit margin in relation to sales went from 3.3% in 2004 to 2.8% in 2005.

For the third quarter, earnings per share amounted to $0.47 ($0.47 diluted), representing a 17.5% growth on earnings per share of $0.40 ($0.39 diluted) over the previous year. For the year-to-date, the earnings per share amounted to $1.28 ($1.27 diluted) compared to earnings per share of $1.01 ($1.00 diluted) last year. For the third quarter, the weighted average number of outstanding shares increased from 18.4 million in 2004 (18.6 million on a diluted basis), to 19.5 million in 2005 (19.7 million on a diluted basis), mainly due to shares issued at the time of the acquisition of MAWDI. The share dilution reflects the impact of the eventual exercise of stock options held by officers.

Credit Facility

On October 29, 2004, in the scope of the MAWDI acquisition, Uni-Select put in place a credit facility in the amount of $150,000,000 CDN. On July 28, 2005, Uni-Select took advantage of favourable market conditions and increased its credit facility by $75,000,000 CDN to $225,000,000 CDN. This facility is available for the financing of current operations and the eventual acquisition of businesses operating in the same niche as Uni-Select.

Principal Cash Flows

Cash Flows from Operating Activities

Cash generated from operations before changes in working capital items amounted to $11,361,000 during the third quarter of 2005, compared to $8,514,000 for the previous year. Changes in working capital items generated $10,329,000 during the third quarter compared to $1,670,000 last year. After changes to working capital items, activities generated cash flows in the amount of $1,032,000 during the third quarter compared to $6,844,000 generated last year.

During the period of nine months, cash generated from operations before changes in working capital items amounted to $33,562,000, compared to $22,413,000 the previous year. The changes in working capital items generated $4,000,000 of liquid assets whereas it used $24,967,000 last year. This is explained primarily by a disbursement of $29 million for income taxes due in 2004. After changes to working capital items, operating activities generated net liquid assets of $29,562,000 whereas it used $2,554,000 last year.

Cash Flow Used by Investing Activities

During the quarter, investment activities used cash in the amount of $2,694,000. For the first nine months, investment activities used cash assets of $12,298,000. The following are the principal elements thereof:

Uni-Select purchased various fixed assets for $2,692,000 ($877,000 in 2004), notably to continue the modernization of its information systems, as well as for warehouse and automotive equipment mainly for its Automotive Group USA. The capital investments reached $7,318,000 after nine months ($4,008,000 in 2004);

Finally, reimbursements, net of advances to merchant members, generated liquid assets of $2,000 during the quarter. For the first nine months of the year, the reimbursement of advances to merchant members exceeded new advances by $708,000.

Cash Flow Used by Financing Activities

During the quarter, financing activities used cash in the amount of $1,988,000 ($9,262,000 for the year-to-date), as follows:

- $1,562,000 was disbursed as dividend payment on common shares for a total after nine months of, $4,549,000;
- The reimbursement of bank debt used $533,000. This reimbursement amounted to $2,337,000 for the first nine months of 2005;
- Uni-Select received proceeds of $547,000 ($1,851,000 for nine months) on the issue of 38,009 (134,620 for the nine months) common shares pursuant to the exercise of stock options held by officers;
- $441,000 went to the repayment of the long-term debt. For the first nine months, the increase, net of the repayments, of the long-term debts generated cash inflow of $2,482,000;
- Uni-Select received proceeds of $140,000 ($34,000 for the nine months) pursuant to the increase in merchant members' deposits in the guarantee fund.
- Lastly, financing fees of $139,000 were incurred for the increase by $75 million of the credit facility.

Taking into account the various cash inflows of the third quarter of 2005, the Company's cash and cash equivalents decreased by $3,650,000 to reach $17,923,000 as at September 30, 2005 compared to $9,921,000 as at December 2004.

Financial Positions

The Company's total assets amounted to $523,383,000 as at September 30, 2005, compared to $522,214,000 as at June 30, 2005 and $482,450,000 for the end of 2004.

Accounts receivable increased by 4.8% to reach $157,177,000 at the end of September 2005 compared to $149,910,000 as at June 30, 2005 and $134,584,000 at the end of December 2004. The increases are explained by the seasonality of the operations of the Company.

Inventory increased by 0.2% to reach $266,419,000 at the end of September 2005 compared to $266,015,000 as at June 30, 2005 and $261,413,000 as at December 31, 2004.

Long-term investments, comprised mostly of advances granted to merchant members to facilitate their expansion, totalled $9,122,000 as at September 30, 2005 compared to $9,766,000 as at June 30, 2005 and $8,309,000 as at December 31, 2004.

The book value of the Company's fixed assets was $34,965,000 as at September 30, 2005 compared to $34,645,000 as at June 30, 2005 and $33,585,000 as at December 31, 2004. Goodwill went from $18,314,000 at the end of June 2005 to $17,970,000 at the end of September 2005. It amounted to $18,273,000 in December of 2004.

Accounts payable stood at $174,769,000 at the end of the third quarter of 2005 compared to $165,508,000 as at June 30, 2005 and $135,541,000 as at December 31, 2004. This variation is essentially due to the seasonality of the current operations of the Company.

Long-term debt (including members' deposits in guarantee funds and the portion coming to term in less than one year) decreased by $3,956,000 to reach $71,232,000 during the third quarter of 2005, compared to $75,188,000 as at June 30, 2005. The long-term debt reached $71,159,000 as at December 31, 2004. The long-term debt to shareholders' equity ratio decreased to reach 29.4% compared to 31.4% as at June 30, 2005 and 31.8% as at December 31, 2004. On the other hand, bank indebtedness went from $1,390,000 as at June 30, 2005 to $854,000 at the end of the third quarter.

It reached $3,193,000 as at December 31, 2004. The sum of cash and cash equivalents was $17,923,000 as at September 30, 2005 compared to $21,573,000 as at June 30, 2005 and $9,921,000 as at December 31, 2004.

Shareholders' equity increased by 1.2% to reach $242,361,000 ($12.39 per common share), compared to $239,459,000 ($12.27 per common share) as at June 30, 2005, accounting for the year's net earnings and the payment of dividends. At 2004 year-end, shareholders' equity was $223,866,000 ($11.53 per common share). As at October 28, 2005, the Company had 19,561,468 shares and 225,573 options outstanding.

Working capital of the Company stood at $276,704,000 for a ratio of 2.5:1 at the end of the third quarter of 2005 compared to $278,296,000 for a ratio of 2.6:1 as at June 30, 2005. As at December 31, 2004, working capital was $258,422,000 for a ratio of 2.6:1.

Perspectives

Automotive Group USA benefits from the contribution of the acquisition of Middle Atlantic Warehouse Distributor, Inc. for a complete nine-month period. This group generates approximately fifty percent of Uni-Select's sales. The market conditions in the United States were positive during the quarter although competition is very strong. The Company expects that this positive environment will be maintained for 2005. Lastly, Uni-Select will continue its consolidation efforts in the U.S and will continue to actively pursue compatible acquisition opportunities at reasonable acquisition costs.

The Canadian market remains very competitive. In addition, current trends seem to favour direct shipments of parts from suppliers to merchants to the detriment of warehouse activities whose contribution to earnings is greater; as a result, the Company must pursue its sales efforts and control its costs.

Although Uni-Select is a distributor of Delphi products, the recent decline of this entity should not affect Uni-Select's activities. On one hand, Delphi continues its activities under the protection of US bankruptcy laws and on the other hand, alternative products from those produced by Delphi are available from other suppliers. We should also note that the sales of Delphi products represent a very small portion of our business.

In the longer run, the loss of market share of automotive sales by the traditional US manufacturers, will translate into a corresponding increase of automotive sales for other automotive manufacturers, particularly of Asian origin, and into an increased demand for replacement parts for these vehicles. Uni-Select is actively seeking to increase its supply of parts for imports.

Additional Information

The reader will find other information related to Uni-Select, including the Annual Information Form, on the SEDAR site at: www.sedar.com.

Notice Related to the Audit of Quarterly Financial Statements

The quarterly financial statements for the period ended September 30, 2005 have not been audited.

UNI-SELECT INC.
CONSOLIDATED EARNINGS

NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005 AND 2004

(IN THOUSANDS OF DOLLARS, EXCEPT NET EARNINGS PER SHARE)

	THIRD QUARTER		9 MONTHS	
	2005	2004	2005	2004
			(UNAUDITED)	
	$	$	$	$
SALES	**296,539**	188,791	**874,911**	558,518
Earnings before the following	**17,769**	11,956	**49,773**	31,603
Interest on bank debt	**44**	106	**251**	359
Interest on long-term debt	**772**	4	**2 156**	13
Interest on merchant members' deposits in guarantee funds	**60**	69	**191**	200
Interest income from cash, cash equivalent and temporary investments	**(138)**	(97)	**(202)**	(403)
Interest income from merchant members	**(114)**	(83)	**(300)**	(237)
Amortization (Note 3)	**1,852**	1,188	**6,040**	3,639
	2,476	1,187	**8,136**	3,571
Earnings before other revenues, income taxes and non-controlling interest	**15,293**	10,769	**41,637**	28,032
Income taxes				
Current	**5,784**	3,443	**14,115**	9,258
Future	**(483)**	(168)	**504**	(305)
	5,301	3,275	**14,619**	8 953
Earnings before non-controlling interest	**9,992**	7,494	**27,018**	19,079
Non-controlling interest	**778**	192	**2 143**	536
Net earnings	**9,214**	7,302	**24,875**	18,543
Net earnings per share (Note 5)	**0.47**	0.40	**1.28**	1.01
Diluted net earnings per share (Note 5)	**0.47**	0.39	**1.27**	1.00
Weighted number of outstanding shares	**19,531,987**	18,374,096	**19,497,362**	18,367,204
Number of issued and outstanding common shares	**19,557,909**	18,390,139	**19,557,909**	18,390,139

UNI-SELECT INC.
CONSOLIDATED CASH FLOWS

NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2005 AND 2004

(IN THOUSANDS OF DOLLARS)

	THIRD QUARTER		9 MONTHS	
	2005	2004	2005	2004
			(UNAUDITED)	
	$	$	$	$
OPERATING ACTIVITIES				
NET EARNINGS	**9,214**	7,302	**24,875**	18,543
NON-CASH ITEMS				
Amortization	**1,852**	1,188	**6,040**	3,639
Future income taxes	**(483)**	(168)	**504**	(305)
Non-controlling interest	**778**	192	**2,143**	536
	11,361	8,514	**33,562**	22 413
Changes in working capital items	**(10,329)**	(1,670)	**(4,000)**	(24,967)
CASH FLOWS FROM OPERATING ACTIVITIES	**1,032**	6,844	**29,562**	(2,554)
INVESTING ACTIVITIES				
Temporary investments	**-**	-	**-**	32,359
Business acquisitions (Note 6)	**-**	(2,108)	**(5,708)**	(12,382)
Disposal of assets	**-**	470	**-**	1,212
Advances to joint venture	**-**	1,096		3,596
Advances to merchant members	**(1,090)**	(1,577)	**(2,674)**	(5,043)
Cash advance to merchant members	**1,088**	480	**3,382**	1,941
Company shares	**-**	-	**20**	-
Disposal of fixed assets	**-**	15	**-**	93
Fixed assets	**(2,692)**	(877)	**(7,318)**	(4,008)
CASH FLOWS FROM INVESTING ACTIVITIES	(2,694)	(2,501)	**(12 298)**	17 768
FINANCING ACTIVITIES				
Bank debt	**(533)**	(4,950)	**(2,337)**	(6,654)
Due to a joint venture partner	**-**	-	**(2,500)**	-
Financing costs	**(139)**	-	**(139)**	-
Balance of sale receivable	**-**	-	**-**	208
Balance of purchase price	**-**	-	**(4,104)**	(36)
Long-term debt	**-**	-	**3,589**	-
Reimbursement of long-term debt	**(441)**	(21)	**(1,107)**	(95)
Merchant members' deposits in guarantee fund	**140**	1	**34**	221
Issuance of shares	**547**	231	**1,851**	562
Dividends paid	**(1,562)**	(1,351)	**(4,549)**	(4,830)
CASH FLOW FROM FINANCING ACTIVITIES	**(1,988)**	(6,090)	**(9 262)**	(10,624)
Increase (decrease) in cash and cash equivalents	**(3,650)**	(1,747)	**8 002**	4,590
Cash and cash equivalents, beginning of period	**21,573**	19,974	**9,921**	13,637
Cash and cash equivalents, end of period	**17,923**	18,227	**17 923**	18 227
Cash and cash equivalents include cash and temporary investments maturing in less than three months.				
Dividends paid on common shares	**0.080**	0.073	**0.234**	0.263

CONSOLIDATED RETAINED EARNINGS
NINE-MONTH PERIOD ENDED MARCH 31, 2005 AND 2004

(IN THOUSANDS OF DOLLARS)

	2005	2004
	$	$
Balance, beginning of year	**188,159**	164,591
Changes in accounting policies	**-**	(955)
	188,159	163,636
Net earnings	**24,875**	18,543
	213,034	182,179
Dividends	**4,686**	4,952
Balance at end of year	**208 348**	**177 227**

UNI-SELECT INC.

CONSOLIDATED BALANCE SHEET

(IN THOUSANDS OF DOLLARS)	SEPTEMBER 30, 2005	SEPTEMBER 30, 2004	DECEMBER 31, 2004
	UNAUDITED	UNAUDITED	AUDITED
	$	$	$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	**17 923**	18 227	9 921
Accounts receivable	**157 177**	111 324	134 584
Income taxes receivable	**4 601**	4 380	2 941
Inventory	**266 419**	137 530	261 413
Prepaid expenses	**6 302**	2 992	3 496
Future income taxes	**4 352**	1 607	5 488
	456 774	276 060	417 843
Investments and volume rebates, at cost,	**9 122**	7 475	8 309
Fixed assets	**34 965**	27 865	33 585
Deferred financing	**1 245**	-	1 384
Goodwill	**17 970**	13 476	18 273
Future income taxes	**3 307**	1 864	3 056
	523 383	326 740	482 450
LIABILITIES			
CURRENT LIABILITIES			
Bank indebtedness	**854**	1 837	3 193
Accounts payable	**174 769**	116 037	135 541
Income taxes payable	**2 596**	1 450	18 782
Dividends payable	**1 565**	1 352	1 428
Installments on long-term debt and merchant members' deposits in guarantee fund	**286**	89	477
	180 070	120 765	159 421
Deferred government grants	**396**	446	421
Long-term debt	**63 352**	205	63 230
Merchant members' deposits in guarantee funds	**7 594**	8 016	7 452
Future income taxes	**3 644**	3 319	3 935
Non-controlling interest	**25 966**	6 924	24 125
	281 022	139 675	258 584
SHAREHOLDERS' EQUITY			
Capital stock (Note 4)	**47 452**	17 520	45 601
Cumulative translation adjustments	**(13 439)**	(7 682)	(9 894)
Retained earnings	**208 348**	177 227	188 159
	242 361	187 065	223 866
	523 383	326 740	482 450

Uni-Select inc
Notes to consolidated financial statements (in thousands of dollars with the exception of per share amounts)

1. **Basis of presentation**

The accompanying unaudited financial statements are in accordance with Canadian generally accepted accounting principles for interim financial statements and do not include all the information required for complete financial statements. They are also consistent with the policies outlined in the Company's audited financial statements for the year ended December 31, 2004, except where stated below. The interim financial statements and related notes should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2004. Where required, the financial statements include amounts based on informed estimates and best judgements of management. The operating results for the interim period reported are not necessarily indicative of results to be expected for the year.

Certain comparative figures have been reclassified to conform with the current year's presentation.

2. **Changes in accounting policies**

Consolidation of the entities with variable rights

During the first quarter, the Company implemented the Consolidation of variable interest entities (AcG 15) of which the final version was published on January 30, 2005. This convention requires the consolidation of certain entities to holders of variable rights (VIE). The VIE extends throughout the corporate structure and reflects the control exercised by contractual or other financial obligations rather than the sole impact of voting stock. The application of the AcG 15 did not affect the consolidated financial statements of the Company.

3. **3. Information on results**

For the nine-month periods ended September, 2005 and 2004

	2005	2004
Amortization of fixed assets	**5 797**	3 639
Amortization on financing costs	**243**	-
	6 040	3 639

4. **Capital Stock**

Authorized
Unlimited number of shares
Preferred shares, issuable in series
Common shares

	Nine months ended September 30, 2005 (unaudited)	Twelve months ended December 31, 2004 (audited)
Issued and fully paid		
Balance, beginning of year : 19,423,289 common shares (18,347,758 in 2004)	45 601	16 958
Issue of 134,620 common shares on the exercise of stock options (75,166 in 2004)	1 851	980
Issue of 0 common shares for cash (1,000,365 in 2004)	-	27 663
Balance, end of period: 19,557,909 common shares (19,423,289 in 2004)	47 452	45 601

5. Earnings per share

The following table presents basic and diluted earnings per share:

For the three month periods ended September 30, 2005 and 2004

			2005			**2004**
	Net earnings	Weighted average number of shares	Earnings per share	Net earnings	Weighted average number of shares	Earnings per share
	$		$	$		$
Basic earnings per share	9 214	19 531 987	0.47	7 302	18 374 096	0.40
Impact of stock options exercised		133 465			201 631	
Diluted earnings per share	9 214	19 665 452	0.47	7 302	18 575 727	0.39

For the nine-month periods ended September 30, 2005 and 2004

			2005			**2004**
	Net earnings	Weighted average number of shares	Earnings per share	Net earnings	Weighted average number of shares	Earnings per share
	$		$	$		$
Basic earnings per share	24 875	19 497 362	1.28	18 543	18 367 204	1.01
Impact of stock options exercised		151 140			187 130	
Diluted earnings per share	24 875	19 648 502	1.27	18 543	18 554 334	1.00

6. Business acquisitions

In 2005, the Company acquired the following businesses:

Action Automotive Distributing, Inc.

On February 3, the Company acquired the assets and assumed a portion of the liability of ADI. This Company operates a store in the Automotive USA segment.

Motor Parts Warehouse, Inc. (“MPW”)

On March 31, the Company acquired the assets of Motor Parts Warehouse, Inc. The Company did not assume any of the liabilities of the vendor. This Company operates two distribution centers in the Automotive USA segment.

Triline Auto Parts Inc. (“Triline”)
On April 30, the Company acquired the shares of Triline Auto Parts Inc. This Company operates a store in the Automotive Canada segment.

Les Batteries Électriques Gagnon Inc. (“Gagnon”)
During the second quarter, following the reevaluation of the acquisition value, the Company received a reimbursement from Gagnon related to the January 30, 2004 acquisition. This Company operates a store in the Heavy Duty segment.

The results of operations are consolidated in the statement of earnings since the acquisition date.

The purchase prices are allocated as follows :

	ADI	**MPW**	**Triline**	**Gagnon**	**Total**
Current assets	1 175	4 285	682	-	6 142
Property, plant and equipment	99	73	11	-	183
Other long-term assets	1 242	-	22	-	1 264
Goodwill	-	-	173	(250)	(77)
Other assets acquired	2 516	4 358	888	(250)	7 512
Current liabilities	(1 453)	-	(146)	-	(1 599)
Long-term debt	-	-	(8)	-	(8)
Total liabilities assumed	(1 453)	-	(154)	-	(1 607)
Net assets acquired	1 063	4 358	734	(250)	5 905
Cash of company acquired	-	-	(139)	-	(139)
Net acquisition	1 063	4 358	595	(250)	5 766
Total consideration paid cash less cash acquired	1 063	4 358	537	(250)	5 708
Balance of purchase price payable	**-**	**-**	**58**	**-**	**58**

7. **Employee future benefits**

As at September 30, 2005, the Company's pension plans are defined benefit and contributions plans.

For the three-month period ended September 30, 2005, the total expense for the defined contribution plan was of $240 ($221 in 2004) and of $360 ($334 in 2004) for the defined benefit plans.

For the nine-month period ended September 30, 2005, the total expense for the defined contribution plan was of $754 ($702 in 2004) and of $1,195 ($1,009 in 2004) for the defined benefit plans.

8. **Segmented information**

Nine months ended September 30, 2005 and 2004
(in thousands of dollars)

	Automotive Canada		Automotive USA		Heavy Duty		Consolidated	
	2005	2004	**2005**	2004	**2005**	2004	**2005**	2004
	$	$	**$**	$	**$**	$	**$**	$
SALES	**383,033**	387,716	**441,460**	116,737	**50,418**	54,065	**874,911**	558,518
Earnings before interest, amortization, income taxes and non-controlling interest	**24,380**	24,658	**25,283**	5,117	**110**	1,828	**49,773**	31,603
ASSETS	**215,832**	216,838	**257,849**	70,056	**49,702**	39,846	**523,383**	326,740
Expenses in property, plant and equipment	**3,600**	3,606	**3,277**	301	**624**	475	**7,501**	4,382
Goodwill	**173**	537	-	-	-	3,940	**173**	4,477

Three months ended September 30, 2005 and 2004
(in thousands of dollars)

	Automotive Canada		Automotive USA		Heavy Duty		Consolidated	
	2005	2004	**2005**	2004	**2005**	2004	**2005**	2004
	$	$	**$**	$	**$**	$	**$**	$
SALES	**128,545**	130,649	**150,461**	38,507	**17,533**	19,635	**296,539**	188,791
Earnings before interest, amortization, income taxes and non-controlling interest	**8,484**	8,887	**9,178**	1,834	**107**	1,235	**17,769**	11,956
ASSETS	**215,832**	216,838	**257,849**	70,056	**49,702**	39,846	**523,383**	326,740
Expenses in property, plant and equipment	**1,644**	765	**922**	16	**126**	64	**2,692**	845
Goodwill	-	-	-	-	-	4	-	4

(1) The Company applied on a retroactive basis changes in its reportable segments determination. The head office expenses which were previously entirely assumed by Automotive Group Canada are now divided amongst the three business groups of the Company.