FIRST QUARTER REPORT

FOR THE 13-WEEK PERIOD ENDED JUNE 29, 2013

"You can't use up creativity. The more you use, the more you have."

— Maya Angelou

Indigo

Enrich your life™

Indigo Chapters indigo.ca

Table of Contents

Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") is prepared as at August 7, 2013 and is based primarily on the unaudited interim condensed consolidated financial statements of Indigo Books & Music Inc. (the "Company" or "Indigo") for the 13-week periods ended June 29, 2013 and June 30, 2012. The Company's unaudited interim condensed consolidated financial statements and the accompanying notes are reported in Canadian dollars and have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting." The same accounting policies and methods of computation as those used in the preparation of the fiscal 2013 Annual Report were followed in the preparation of these unaudited interim condensed consolidated financial statements.

These unaudited interim condensed consolidated financial statements do not contain all disclosures required by IFRS for annual financial statements. This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements and notes contained in this Quarterly Report, the audited annual consolidated financial statements and accompanying notes for the 52-week period ended March 30, 2013 and the MD&A included in the Company's fiscal 2013 Annual Report. The Annual Report and additional information about the Company, including the Annual Information Form, can be found on SEDAR at *www.sedar.com*.

Overview

Indigo is Canada's largest book, gift, and specialty toy retailer, operating stores in all 10 provinces and one territory in Canada and offering online sales through its *indigo.ca* website. As at June 29, 2013, the Company operated 97 superstores under the banners *Chapters*, *Indigo* and the *World's Biggest Bookstore* and 133 small format stores, under the banners *Coles*, *Indigo*, *Indigospirit*, *SmithBooks*, and *The Book Company*. During the first quarter of fiscal 2014, the Company did not open any stores and closed one small format store. The Company also has a 50% interest in Calendar Club of Canada Limited Partnership ("Calendar Club"), which operates seasonal kiosks and year-round stores in shopping malls across Canada.

Indigo operates a separate registered charity under the name Indigo Love of Reading Foundation (the "Foundation"). The Foundation provides new books and learning material to high-needs elementary schools across the country through donations from Indigo, its customers, suppliers, and employees.

The weighted average number of shares outstanding for the first quarter of fiscal 2014 was 25,583,491 as compared to 25,244,622 last year. As at August 7, 2013, the number of outstanding common shares was 25,297,389 with a book value of $203.8 million. The number of common shares reserved for issuance under the employee stock option plan is 3,294,608 as at August 7, 2013. As at June 29, 2013, there were 631,500 stock options outstanding of which 95,500 were exercisable.

Results of Operations

The following table summarizes the Company's consolidated results of operations for the periods indicated. The classification of financial information presented below is specific to Indigo and may not be comparable to that of other retailers.

(millions of Canadian dollars)	**13-week period ended June 29, 2013**	**% Revenues**	13-week period ended June 30, 2012	% Revenues
Revenues	**171.5**	**100.0**	186.6	100.0
Cost of sales	**(99.3)**	**57.9**	(106.3)	57.0
Cost of operations	**(64.3)**	**37.5**	(64.8)	34.7
Selling, administrative and other expenses	**(22.3)**	**13.0**	(17.8)	9.5
EBITDA[1]	**(14.4)**	**(8.4)**	(2.3)	(1.2)

[1] Earnings before interest, taxes, depreciation, amortization, impairment, and equity investment. Also see "Non-IFRS Financial Measures".

Revenues Decreased

Total revenues for the 13-week period ended June 29, 2013 decreased $15.1 million or 8.1% to $171.5 million from $186.6 million for the 13-week period ended June 30, 2012. The decrease was driven by declining book and eReader sales and the Company operating eight fewer stores than last year. Notably, revenues last year were driven by strong sales of the *Fifty Shades* and *Hunger Games* trilogies. Excluding these blockbuster titles, revenues declined by1.3% compared to last year. The decrease was partially offset by double-digit growth in lifestyle, paper, and toy sales.

Comparable store sales for the first quarter of fiscal 2014 decreased 7.3% in superstores and 13.1% in small format stores. The decrease was mainly driven by the reasons mentioned above. Excluding the blockbuster titles, comparable store sales declined 1.6% in superstores and increased 1.1% in small format stores. Comparable store sales are defined as sales generated by stores that have been open for more than 12 months on a 52-week basis. It is a key performance indicator for the Company as this measure excludes sales fluctuations due to store

closings, permanent relocation, and chain expansion. As at June 29, 2013, the Company operated eight fewer small format stores compared to June 30, 2012.

Online sales remained flat at $17.8 million. Excluding the *Fifty Shades* and *Hunger Games* trilogies, online sales increased 5.3% compared to the same quarter last year. Although in-store physical book sales have declined, online book sales have seen less erosion as more customers move to purchase books online instead of in-store. Additionally, online sales of lifestyle, paper, and toy products continue to grow, benefiting from the newly redesigned website launched late last year.

Revenues from other sources include revenues generated through irewards card sales, gift card breakage, plum points revenue, and revenue-sharing with Kobo Inc. Revenues from other sources decreased $0.6 million or 14.3% to $3.6 million for the 13-week period ended June 29, 2013 compared to $4.2 million last year primarily as a result of lower irewards membership income. irewards card sales have decreased as expected, as members continue moving to the free plum rewards program. This decrease was partially offset by higher revenues earned from the Kobo revenue-sharing agreement as more people choose to read digitally.

Revenues by channel are highlighted below:

(millions of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012	%	Excluding blockbuster titles %	Comparable store sales %	Comparable store sales excluding blockbuster titles %
Superstores	**125.3**	135.1	(7.3)	(1.6)	(7.3)	(1.6)
Small format stores	**24.8**	29.5	(15.9)	(2.0)	(13.1)	1.1
Online (including store kiosks)	**17.8**	17.8	0.0	5.3	N/A	N/A
Other	**3.6**	4.2	(14.3)	(14.3)	N/A	N/A
	171.5	186.6	(8.1)	(1.3)	(8.3)	(1.1)

A reconciliation between total revenues and comparable store sales is provided below:

	Superstores		Small format stores	
(millions of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012
Total revenues	**125.3**	135.1	**24.8**	29.5
Adjustments for stores not in both fiscal periods	**–**	–	**–**	(0.9)
Comparable store sales	**125.3**	135.1	**24.8**	28.6
Adjustment for blockbuster titles	**(0.3)**	(8.1)	**(0.1)**	(4.2)
Comparable store sales (excluding blockbuster titles)	**125.0**	127.0	**24.7**	24.4

Cost of Sales Decreased Compared to Last Year

Cost of sales includes the landed cost of goods sold, online shipping costs, inventory shrink and damage reserve, less all vendor support programs. Cost of sales decreased $7.0 million to $99.3 million, compared to $106.3 million last year. The decrease was primarily due to lower sales volumes and efficiencies gained from the Galileo productivity initiative, as the Company revamped its buying and inventory allocation process for certain product groups and achieved better margin. This decrease was partially offset by higher inventory markdowns, as the Company started its summer clearance markdowns earlier and more aggressively compared to last year. As a percent of total revenues, cost of sales increased by 0.9% to 57.9%, compared to 57.0% last year.

Cost of Operations Decreased Compared to Last Year

Cost of operations includes all store, online, and distribution centre costs. Cost of operations decreased $0.5 million to $64.3 million this year, compared to $64.8 million last year. The decrease was driven by lower store and distribution centre costs compared to last year. Store costs were lower due to the Company operating eight fewer stores compared to the same period last year. Distribution centre costs decreased as the Company incurred one-time costs for the reconfiguration of its retail distribution centre and implementation of a new warehouse management software application last year. These decreases were offset by higher online costs resulting from increased marketing spend to drive sales and continued growth of the Company's customer base. As a percent of total revenues, cost of operations increased by 2.8% to 37.5% this year, compared to 34.7% last year.

Selling, Administrative and Other Expenses Increased Compared to Last Year

Selling, administrative and other expenses include marketing and head office costs. These expenses increased $4.5 million to $22.3 million, compared to $17.8 million last year. The increase was primarily driven by investments made in relation to the Company's ongoing transformational strategy to become the premiere year-round gifting destination in Canada. The Company incurred higher marketing expenses in the current year around key gifting occasions, including Mother's Day and Father's Day. As part of its Galileo strategic initiative, the Company is working with external consultants to optimize all of the operational processes and procedures for general merchandise, with the goal to accelerate the revenue growth and margin expansion of these categories. Additional factors contributing to increased expenses include the Company's offer of a one-time cash repurchase to certain option holders in the current quarter, which resulted in $0.4 million of incremental expense compared to the same period last year. Last year, the Company had a $0.5 million gain on foreign exchange compared to a $0.1 million gain in the current quarter. As a percent of total revenues, selling, administrative and other expenses increased by 3.5% to 13.0%, compared to 9.5% last year.

EBITDA Decreased Versus Last Year

EBITDA, defined as earnings before interest, taxes, depreciation, amortization, impairment, and equity investment decreased $12.1 million to a loss of $14.4 million for the 13-week period ended June 29, 2013, compared to a loss of $2.3 million for the 13-week period ended June 30, 2012. EBITDA as a percent of revenues decreased to a loss of 8.4% this year from a loss of 1.2% last year. As discussed above, the decrease was driven by lower book sales due to a lack of blockbuster titles in the current quarter compared to sales of the *Fifty Shades* and *Hunger Games* trilogies last year, along with higher expenses related to the Company's transformational strategy.

Capital Asset Activity Decreased Compared to Last Year

Depreciation and amortization for the 13-week period ended June 29, 2013 decreased by $0.3 million to $6.8 million compared to $7.1 million last year. Capital expenditures in the first quarter of fiscal 2014 totalled $3.1 million and included $0.9 million for store construction, renovations and equipment, $1.8 million for intangible assets (primarily application software and internal development costs), and $0.4 million for technology equipment. The Company had no new finance leases or capital asset impairments in the current period.

Net Interest Income Remained Flat

The Company recognized net interest income of $0.6 million this year compared to $0.6 million last year. The Company nets interest income against interest expense.

Loss from Equity Investment Remained Flat

The Company uses the equity method to account for its investment in Calendar Club and recognizes its share of Calendar Club's earnings and losses as part of consolidated net earnings and losses. Indigo recognized net loss from Calendar Club of $0.4 million this year compared to $0.4 million last year.

Income Tax Recovery Increased from Last Year

The Company recognized income tax recovery of $5.8 million this year compared to income tax recovery of $4.0 million last year. The higher income tax recovery was driven by a higher net loss in the current year compared to last year. The Company's effective tax recovery rate was 28.0% in the first quarter of fiscal 2014 compared to 42.4% last year. Last year, the Ontario government rejected a previously approved future rate reduction, which resulted in a higher than normal income tax recovery tax rate due to an increase in the value of the deferred tax assets.

Net Loss Increased from Last Year

The Company recognized a net loss of $15.0 million for the 13-week period ended June 29, 2013 ($0.59 net loss per common share), compared to a net loss of $5.5 million ($0.22 net loss per common share) last year. The decrease was primarily the result of lower book sales and higher selling, administrative and other expenses compared to last year.

Seasonality and First Quarter Results

Indigo's business is highly seasonal and follows quarterly sales and profit (loss) fluctuation patterns, which are similar to those of other retailers that are highly dependent on the December holiday sales season. A disproportionate amount of revenues and profits are earned in the third quarter. As a result, quarterly performance is not necessarily indicative of the Company's performance for the rest of the year. The following table sets out revenues, net earnings (loss) attributable to shareholders of the Company, and basic and diluted earnings (loss) per share for the preceding eight fiscal quarters. Comparative revenues have been restated for the impact of the Company's change in its equity investment accounting policy.

(thousands of Canadian dollars, except per share data)	Fiscal quarters							
	Q1 Fiscal 2014	Q4 Fiscal 2013	Q3 Fiscal 2013	Q2 Fiscal 2013	Q1 Fiscal 2013	Q4 Fiscal 2012	Q3 Fiscal 2012	Q2 Fiscal 2012
Revenues	**171,525**	183,976	322,620	185,563	186,626	194,327	338,554	196,644
Net earnings (loss) attributable to shareholders of Indigo								
From continuing operations	**(15,048)**	(8,247)	22,035	(4,013)	(5,487)	(10,726)	23,711	(28,849)
From discontinued operations	**–**	–	–	–	–	142,253	(9,349)	(6,271)
Total net earnings (loss)	**(15,048)**	(8,247)	22,035	(4,013)	(5,487)	131,527	14,362	(35,120)
Basic earnings (loss) per share	**$ (0.59)**	$ (0.33)	$ 0.87	$ (0.16)	$ (0.22)	$ 5.21	$ 0.57	$ (1.39)
Diluted earnings (loss) per share	**$ (0.59)**	$ (0.33)	$ 0.86	$ (0.16)	$ (0.22)	$ 5.16	$ 0.56	$ (1.39)

Overview of Consolidated Balance Sheets

Total Assets

As at June 29, 2013, total assets decreased $17.7 million to $545.3 million, compared to $563.0 million as at June 30, 2012. The decrease was primarily due to decreases in inventories and property, plant and equipment. The Company's inventory balance decreased by $10.9 million as fewer inventories were held by Indigo due to eight fewer stores and lower expected book sales. In addition, last year saw strong sales of both the *Fifty Shades* and *Hunger Games* trilogies, while there were no comparable blockbuster titles in the current quarter. Property, plant and equipment decreased by $6.9 million as depreciation exceeded capital asset additions.

On a fiscal year-to-date basis, total assets decreased $23.8 million to $545.3 million, compared to $569.1 million as at March 30, 2013. The decrease was primarily due to decreases in cash and cash equivalents and inventories. The $19.2 million decrease in cash and cash equivalents and $9.5 million decrease in inventories are both consistent with the seasonal nature of the business. These decreases were partially offset by a $5.8 million increase in deferred tax assets as a result of the income tax recovery recorded in the current quarter, as mentioned above.

Total Liabilities

As at June 29, 2013, total liabilities decreased $2.2 million to $213.1 million, compared to $215.3 million as at June 30, 2012. The decrease was primarily the result of lower current and long-term accounts payable and accrued liabilities, partially offset by increases in unredeemed gift card liability and deferred revenue. The $8.0 million decrease in current and long-term accounts payable and accrued liabilities is consistent with the reduction in inventories. The increase of $3.7 million in unredeemed gift card liability was the result of lower redemption of gift cards. Deferred revenue increased by $1.8 million due to an increase in plum point transactions as the plum membership base continues to grow. Revenue attributed to plum points earned by members is recorded as deferred revenue, then recognized into income as points are redeemed.

On a fiscal year-to-date basis, total liabilities decreased $5.7 million to $213.1 million, compared to $218.8 million as at March 30, 2013. The decrease was primarily due to a $4.9 million decrease in current and long-term accounts payable and accrued liabilities, which is consistent with the decrease in inventories discussed above.

Total Equity

Total equity at June 29, 2013 decreased $15.5 million to $332.2 million, compared to $347.7 million as at June 30, 2012. The decrease in total equity was primarily due to a net loss of $5.3 million and $11.1 million of dividend payments in the last four quarters. Share capital increased by $0.3 million due to the exercise of stock options and the redemption of Directors' deferred share units. Contributed surplus increased $0.5 million as the expensing of employee stock options and Directors' deferred share units was partially offset by the Company's one-time options repurchase. In the first quarter of fiscal 2014, the Company offered a one-time cash repurchase to certain option holders. Unamortized expense related to repurchased options was immediately recognized and increased contributed surplus. This increase was offset by the cash payment made to the option holders.

Working Capital and Leverage

The Company's working capital position usually declines from the end of its fiscal year until the third fiscal quarter due to the seasonal nature of the business. The Company relies on cash and accounts payable to fund the business before generating a disproportionate amount of cash during the December holiday season. The Company reported working capital of $203.5 million as at June 29, 2013, compared to $215.6 million as at June 30, 2012 and $224.3 million as at

March 30, 2013. The decrease in working capital from June 30, 2012 was mainly driven by lower inventories.

The Company's leverage position (defined as Total Liabilities to Total Equity) remained flat at 0.6:1 as at June 29, 2013 and June 30, 2012.

Overview of Consolidated Statements of Cash Flows

Cash and cash equivalents decreased $19.2 million during the first quarter of fiscal 2014 compared to a decrease of $18.1 million in the same quarter last year. The decrease in the current quarter was driven by cash flows used in operating activities of $13.3 million, investing activities of $2.5 million, and financing activities of $4.0 million, partially offset by the effect of foreign currency exchange rate changes on cash and cash equivalents of $0.5 million.

Cash Flows from Operating Activities

The Company used $13.3 million for operating activities in the first quarter of fiscal 2014 compared to $13.8 million in the same quarter last year, a decrease of $0.5 million. The Company generated $1.0 million of cash from working capital this quarter compared to using $11.2 million of cash for working capital in the same quarter last year. This decreased use of cash was partially offset by the Company's net loss of $15.0 million this quarter compared to a net loss of $5.5 million in the same quarter last year. The Company also had capital asset impairments of $0.3 million last year and none in the current year.

Cash Flows from Investing Activities

In the current quarter, total cash spent on capital projects was $3.1 million compared to $2.6 million spent in the same quarter last year, as outlined below:

(millions of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012
Store construction, renovations and equipment	**0.9**	0.6
Intangible assets (primarily application software and internal development costs)	**1.8**	1.8
Technology equipment	**0.4**	0.2
	3.1	2.6

The Company received $0.6 million of interest in both the current quarter and in the same quarter last year. In total, the Company used cash flows of $2.5 million for investing activities in the first quarter of fiscal 2014 compared to $2.0 million used for investing activities in the same quarter last year, an increase of $0.5 million. The increase was due to greater spending on capital projects in the current quarter.

Cash Flows from Financing Activities

The Company used cash flows of $4.0 million for financing activities in the first quarter of fiscal 2014 compared to using $3.1 million of cash flows in the same quarter last year, an increase of $0.9 million. The increased use of cash in the current quarter was primarily due to the Company's repurchase of options, as discussed above. The cash payment for the options repurchase was $1.0 million in the current quarter. The primary use of cash in both periods was $2.8 million of dividend payments.

Liquidity and Capital Resources

The Company has a highly seasonal business which generates the majority of its revenues and cash flows during the December holiday season. Indigo has minimal accounts receivable and a significant portion of book products are purchased on trade terms with the right to return. Indigo's main sources of capital are cash flows generated from operations, long-term debt, and cash and cash equivalents.

Based on the Company's liquidity position and cash flow forecast, management expects its current cash position and cash flow generated from operations to be sufficient to meet its working capital needs, debt service requirements, and dividend payments for fiscal 2014. As such, the Company cancelled its revolving line of credit on June 12, 2013. In addition, Indigo has the ability to reduce capital spending to fund debt requirements if necessary; however, a long-term decline in capital expenditures may negatively impact revenues and profit growth. Future declaration of quarterly dividends and the establishment of future record and payment dates are subject to the final determination of the Company's Board of Directors. Dividends may be reduced or eliminated if required to maintain appropriate capital resources.

There can be no assurance that operating levels will not deteriorate over the ensuing fiscal year, which could result in the Company being unable to meet its current working capital and debt service requirements. In addition, other factors not presently known to management could materially and adversely affect Indigo's future cash flows. In such events, the Company would be required to obtain additional capital as is necessary to satisfy its working capital and debt service requirements from other sources. Alternative sources of capital could result in increased dilution to shareholders and may be on terms that are not favourable to the Company.

Accounting Policies

Critical Accounting Judgments and Estimates

The discussion and analysis of Indigo's operations and financial condition are based upon the unaudited interim condensed consolidated financial statements, which have been prepared in accordance with IFRS and IAS 34. The preparation of these unaudited interim condensed consolidated financial statements in conformity with IFRS requires management to undertake a number of judgments and estimates about the recognition and measurement of assets, liabilities, revenues, and expenses. These judgments and estimates are based on management's historical experience and other assumptions which the Company believes to be reasonable under the circumstances. Actual results may differ from the judgments and estimates made by management, and actual results will seldom equal estimates.

Material judgments and estimates are made with respect to: revenue recognition from unredeemed gift cards and plum points; fair value of plum points; inventory shrinkage; reserves for slow-moving or damaged products and products that have been permanently marked down; vendor settlement; fair value of share-based instruments and number of equity instruments expected to vest; identification of cash generating units ("CGUs") and expected future cash flows from CGUs; depreciation and amortization periods; lease classification; and recognition and valuation of deferred tax assets.

The Company evaluates its judgments and estimates on an ongoing basis and methods used to calculate critical accounting estimates are consistent with prior periods. The significant accounting policies and significant judgments and estimates of the Company are described in notes 3 and 4 of the consolidated financial statements contained in the Company's fiscal 2013 Annual Report.

Accounting Standards Implemented in the First Quarter of Fiscal 2014

Adoption of these amendments and standards in the current quarter impacted the Company's results of operations, financial position, and disclosures as follows:

- Joint Arrangements ("IFRS 11") replaces IAS 31, "Interests in Joint Ventures" ("IAS 31") and SIC-13, "Jointly-controlled Entities – Non-monetary Contributions by Venturers," and requires that a party in a joint arrangement assess its rights and obligations to determine the type of joint arrangement and account for those rights and obligations accordingly. Previously, the Company accounted for its interest in Calendar Club under IAS 31 using proportionate consolidation. However, the Company has concluded that its interest in Calendar Club will not meet the definition of a joint arrangement under IFRS 11 and will need to be accounted for under "Investments in Associates and Joint Ventures" ("IAS 28") as a significant investment using the equity method. As part of the transition to IAS 28, the Company has retrospectively restated its comparative financial statements to reclassify proportionately consolidated Calendar Club operating results into a single equity investment line. These restatements have no impact to the Company's total net earnings (loss) but do require presentation of an opening balance sheet. The impact of reclassification on the Company's financial statements is as follows:

(thousands of Canadian dollars)	13-week period ended June 30, 2012
Decrease in revenues	(149)
Decrease in expenses	(509)
Increase in equity investment	360

(thousands of Canadian dollars)	As at June 30, 2012	As at March 30, 2013	As at April 1, 2012
Decrease in assets	(2,536)	(2,074)	(1,746)
Increase in equity investment	494	968	961
Decrease in liabilities	(2,042)	(1,106)	(785)

- Amendments to Investments in Associates and Joint Ventures ("IAS 28") impact accounting for associates and joint ventures held for sale and changes in interests held in associates and joint ventures; and
- Disclosure of Interests in Other Entities ("IFRS 12") includes all of the disclosures that were previously in IAS 27, "Separate Financial Statements," IAS 31 and IAS 28, "Investments in Associates." These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates, and structured entities.

Adoption of the following amendments and standards in the current quarter did not have an impact on the Company's results of operations, financial position, or disclosures:

- Amendments to Presentation of Financial Statements ("IAS 1") require companies to group together items within other comprehensive earnings which may be reclassified to net earnings. The amendments are effective for annual periods beginning on or after July 1, 2012 and must be applied retrospectively;
- Amendments to Financial Instruments: Disclosures ("IFRS 7") regarding the offsetting of financial instruments. These amendments must be applied

retrospectively and are effective for annual periods beginning on or after January 1, 2013 and interim periods within those annual periods;

- Fair Value Measurement ("IFRS 13") provides guidance to improve consistency and comparability in fair value measurements and related disclosures through a fair value hierarchy. This standard must be applied retrospectively and is effective for annual periods beginning on or after January 1, 2013;
- Amendments to Separate Financial Statements ("IAS 27") remove all requirements relating to consolidated financial statements. This standard must be applied retrospectively and is effective for annual periods beginning on or after January 1, 2013; and
- Consolidated Financial Statements ("IFRS 10") replaces portions of IAS 27, "Consolidated and Separate Financial Statements" and supersedes SIC-12, "Consolidation – Special Purpose Entities," and establishes standards for the presentation and preparation of consolidated financial statements when an entity controls one or more entities. This standard must be applied retrospectively and is effective for annual periods beginning on or after January 1, 2013.

New Accounting Pronouncements

The IASB has not issued any new standards, amendments to standards, or interpretations that impact the Company during the 13-week period ended June 29, 2013. Indigo's evaluations of previously issued new standards, amendments to standards, and interpretations are consistent with those disclosed in note 5 of the Company's fiscal 2013 Annual Report. New accounting pronouncements have not been applied in preparing the Company's fiscal 2014 First Quarter Report, except as discussed above.

General Development of the Business

The Company's strategic objectives are substantially the same as those disclosed in the MD&A section of its fiscal 2013 Annual Report.

Risks and Uncertainties

The risks and uncertainties faced by the Company are substantially the same as those disclosed in the MD&A section of its fiscal 2013 Annual Report.

Disclosure Controls and Procedures

Management is responsible for establishing and maintaining a system of disclosure controls and procedures to provide reasonable assurance that all material information relating to the Company is gathered and reported on a timely basis to senior management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), so that appropriate decisions can be made by them regarding public disclosure.

Internal Controls over Financial Reporting

Management is also responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation. Additionally, management is necessarily required to use judgment in evaluating controls and procedures.

As required by National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," the CEO and CFO have evaluated, or caused to be evaluated under their supervision, the effectiveness of such internal controls over financial reporting using the framework established in the Internal Control – Integrated Framework ("COSO Framework") published in 1992 by the Committee of Sponsoring Organizations of the Treadway Commission.

Changes in Internal Controls over Financial Reporting

Management has also evaluated whether there were changes in the Company's internal controls over financial reporting that occurred during the period beginning on March 31, 2013 and ended on June 29, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. Management has determined that no material changes occurred during this period.

Cautionary Statement Regarding Forward-Looking Statements

The above discussion includes forward-looking statements. All statements other than statements of historical facts included in this discussion that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements. These statements are based on certain assumptions and analysis made by the Company in light of its experience, analysis and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances. However, whether actual results and developments will conform to the expectations and predictions of the Company is subject to a number of risks and uncertainties, including the general economic, market or

business conditions; competitive actions by other companies; changes in laws or regulations; and other factors, many of which are beyond the control of the Company. Consequently, all of the forward-looking statements made in this discussion are qualified by these cautionary statements and there can be no assurance that results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company.

Non-IFRS Financial Measures

The Company prepares its consolidated financial statements in accordance with IFRS. In order to provide additional insight into the business, the Company has also provided non-IFRS data, including comparable store sales and EBITDA, in the discussion and analysis section above. These measures are specific to Indigo and have no standardized meaning prescribed by IFRS. Therefore, these measures may not be comparable to similar measures presented by other companies.

Comparable stores sales and EBITDA are key indicators used by the Company to measure performance against internal targets and prior period results. Both measures are commonly used by financial analysts and investors to compare Indigo to other retailers. Comparable store sales are defined as sales generated by stores that have been open for more than 12 months on a 52-week basis. It is a key performance indicator for the Company as this measure excludes sales fluctuations due to store closings, permanent relocation, and chain expansion. EBITDA is defined as earnings before interest, taxes, impairment, depreciation, and amortization. The method of calculating EBITDA is consistent with that used in prior periods.

A reconciliation between comparable store sales and revenues (the most comparable IFRS measure) was included earlier in this report. A reconciliation between EBITDA and loss before income taxes (the most comparable IFRS measure) is provided below:

(millions of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012
EBITDA	**(14.4)**	(2.3)
Depreciation of property, plant and equipment	**(4.0)**	(4.7)
Amortization of intangible assets	**(2.7)**	(2.4)
Net impairment of capital assets	**–**	(0.3)
Interest on long-term debt and financing charges	**0.0**	0.0
Interest income on cash and cash equivalents	**0.6**	0.6
Share of loss from equity investment	**(0.4)**	(0.4)
Loss before income taxes	**(20.9)**	(9.5)

Indigo Books & Music Inc.
468 King Street West, Suite 500
Toronto, ON M5V 1L8
Phone: (416) 364-4499 Fax: (416) 364-0355

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim condensed consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim condensed consolidated financial statements.

Heather Reisman
Chair & Chief Executive Officer

Kay Brekken
Chief Financial Officer

Dated as of the 7th day of August, 2013.

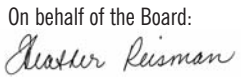
Consolidated Balance Sheets

(Unaudited)

(thousands of Canadian dollars)	**As at June 29, 2013**	As at June 30, 2012 restated (notes 3 and 14)	As at March 30, 2013 restated (notes 3 and 14)	As at April 1, 2012 restated (notes 3 and 14)
ASSETS				
Current				
Cash and cash equivalents (note 5)	**191,346**	188,588	210,562	206,718
Accounts receivable	**9,010**	13,768	7,126	12,810
Inventories (note 6)	**207,029**	217,921	216,533	229,199
Prepaid expenses	**5,288**	4,391	4,153	3,692
Total current assets	**412,673**	424,668	438,374	452,419
Property, plant and equipment	**56,144**	62,998	58,903	66,928
Intangible assets	**21,283**	22,198	22,164	22,810
Equity investment	**597**	494	968	961
Deferred tax assets	**54,570**	52,675	48,731	48,633
Total assets	**545,267**	563,033	569,140	591,751
LIABILITIES AND EQUITY				
Current				
Accounts payable and accrued liabilities	**145,892**	152,648	150,177	173,416
Unredeemed gift card liability	**46,901**	43,174	47,169	42,711
Provisions	**1,828**	237	2,168	232
Deferred revenue	**13,753**	11,980	13,733	11,234
Income taxes payable	**11**	69	11	65
Current portion of long-term debt (note 12)	**757**	1,006	773	1,060
Total current liabilities	**209,142**	209,114	214,031	228,718
Long-term accrued liabilities	**3,368**	4,644	4,004	5,800
Long-term provisions	**78**	391	78	460
Long-term debt (note 12)	**527**	1,135	705	1,141
Total liabilities	**213,115**	215,284	218,818	236,119
Equity				
Share capital (note 7)	**203,805**	203,482	203,805	203,373
Contributed surplus (note 8)	**7,789**	7,310	8,128	7,039
Retained earnings	**120,558**	136,957	138,389	145,220
Total equity	**332,152**	347,749	350,322	355,632
Total liabilities and equity	**545,267**	563,033	569,140	591,751

See accompanying notes

On behalf of the Board:



Heather Reisman, Director

Michael Kirby, Director

Consolidated Statements of Loss and Comprehensive Loss

(Unaudited)

(thousands of Canadian dollars, except per share data)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012 restated (notes 3 and 14)
Revenues	**171,525**	186,626
Cost of sales	**(99,289)**	(106,328)
Gross profit	**72,236**	80,298
Operating, selling and administrative expenses (note 9)	**(93,309)**	(90,017)
Operating loss	**(21,073)**	(9,719)
Interest on long-term debt and financing charges	**(27)**	(31)
Interest income on cash and cash equivalents	**584**	581
Share of loss from equity investment	**(371)**	(360)
Loss before income taxes	**(20,887)**	(9,529)
Income tax recovery	**5,839**	4,042
Net loss and comprehensive loss for the period	**(15,048)**	(5,487)
Net loss per common share (note 10)		
Basic	**$ (0.59)**	$ (0.22)
Diluted	**$ (0.59)**	$ (0.22)

See accompanying notes

Consolidated Statements of Changes in Equity

(Unaudited)

(thousands of Canadian dollars)	Share Capital	Contributed Surplus	Retained Earnings	Total Equity
Balance, March 31, 2012	203,373	7,039	145,220	355,632
Loss for the 13-week period ended June 30, 2012	–	–	(5,487)	(5,487)
Exercise of options (notes 7 and 8)	94	(6)	–	88
Directors' deferred share units converted (note 7)	15	(15)	–	–
Stock-based compensation (note 8)	–	159	–	159
Directors' compensation (note 8)	–	133	–	133
Dividends paid (note 7)	–	–	(2,776)	(2,776)
Balance, June 30, 2012	203,482	7,310	136,957	347,749
Balance, March 30, 2013	**203,805**	**8,128**	**138,389**	**350,322**
Loss for the 13-week period ended June 29, 2013	**–**	**–**	**(15,048)**	**(15,048)**
Exercise of options (notes 7 and 8)	**–**	**–**	**–**	**–**
Directors' deferred share units converted (note 7)	**–**	**–**	**–**	**–**
Stock-based compensation (note 8)	**–**	**503**	**–**	**503**
Directors' compensation (note 8)	**–**	**133**	**–**	**133**
Dividends paid (note 7)	**–**	**–**	**(2,783)**	**(2,783)**
Repurchase of options (note 8)	**–**	**(975)**	**–**	**(975)**
Balance, June 29, 2013	**203,805**	**7,789**	**120,558**	**332,152**

See accompanying notes

Consolidated Statements of Cash Flows

(Unaudited)

(thousands of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012 restated (notes 3 and 14)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	**(15,048)**	(5,487)
Add (deduct) items not affecting cash		
Depreciation of property, plant and equipment	**4,039**	4,719
Amortization of intangible assets	**2,713**	2,422
Net impairment of capital assets (note 9)	**–**	250
Loss on disposal of capital assets	**10**	44
Stock-based compensation (note 8)	**503**	159
Directors' compensation (note 8)	**133**	133
Deferred tax assets	**(5,839)**	(4,042)
Other	**(575)**	(754)
Net change in non-cash working capital balances (note 11)	**976**	(11,158)
Interest on long-term debt and financing charges	**27**	31
Interest income on cash and cash equivalents	**(584)**	(581)
Income taxes received	**–**	4
Distributions from equity investment	**–**	107
Share of loss from equity investment	**371**	360
Cash flows used in operating activities	**(13,274)**	(13,793)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	**(1,290)**	(781)
Addition of intangible assets	**(1,832)**	(1,830)
Interest received	**640**	607
Cash flows used in investing activities	**(2,482)**	(2,004)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of long-term debt	**(197)**	(346)
Interest paid	**(36)**	(48)
Proceeds from share issuances (note 7)	**–**	88
Dividends paid	**(2,783)**	(2,776)
Repurchase of options (note 8)	**(975)**	–
Cash flows used in financing activities	**(3,991)**	(3,082)
Effect of foreign currency exchange rate changes on cash and cash equivalents	**531**	749
Net decrease in cash and cash equivalents during the period	**(19,216)**	(18,130)
Cash and cash equivalents, beginning of period	**210,562**	206,718
Cash and cash equivalents, end of period	**191,346**	188,588

See accompanying notes

Notes to the Interim Condensed Consolidated Financial Statements

June 29, 2013
(Unaudited)

1. CORPORATE INFORMATION

Indigo Books & Music Inc. (the "Company" or "Indigo") is a corporation domiciled and incorporated under the laws of the Province of Ontario in Canada. The Company's registered office is located at 468 King Street West, Toronto, Ontario, M5V 1L8, Canada. These unaudited interim condensed consolidated financial statements as at and for the 13 weeks ended June 29, 2013 and June 30, 2012 comprise the Company and its equity investment in Calendar Club of Canada Limited Partnership ("Calendar Club"). The Company is the ultimate parent of the consolidated organization.

2. BASIS OF PREPARATION

Statement of compliance

These unaudited interim condensed consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The unaudited interim condensed consolidated financial statements for the 13-week periods ended June 29, 2013 and June 30, 2012 were prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting." The same accounting policies and methods of computation as those used in the preparation of the fiscal 2013 Annual Report were followed in the preparation of these unaudited interim condensed consolidated financial statements. These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's fiscal 2013 Annual Report.

The unaudited interim condensed consolidated financial statements for the 13-week period ended June 29, 2013 (including comparatives) were approved by the Board of Directors on August 7, 2013.

Significant judgments and estimates

The preparation of these unaudited interim condensed consolidated financial statements in conformity with IFRS requires management to undertake a number of judgments and estimates about the recognition and measurement of assets, liabilities, revenues, and expenses. These judgments and estimates are based on management's historical experience and other assumptions which the Company believes to be reasonable under the circumstances. Actual results may differ from the judgments and estimates made by management, and actual results will seldom equal estimates.

Material judgments and estimates are made with respect to: revenue recognition from unredeemed gift cards and plum rewards program ("Plum") points; fair value of Plum points; inventory shrinkage; reserves for slow-moving or damaged products and products that have been permanently marked down; vendor settlement; fair value of share-based instruments and number of equity instruments expected to vest; identification of cash generating units ("CGUs") and expected future cash flows from CGUs; depreciation and amortization periods; lease classification; and recognition and valuation of deferred tax assets.

3. CHANGES IN ACCOUNTING POLICIES

Adoption of these amendments and standards in the current quarter impacted the Company's results of operations, financial position, and disclosures as follows:

- Joint Arrangements ("IFRS 11") replaces IAS 31, "Interests in Joint Ventures" ("IAS 31") and SIC-13, "Jointly-controlled Entities – Non-monetary Contributions by Venturers," and requires that a party in a joint arrangement assess its rights and obligations to determine the type of joint arrangement and account for those rights and obligations accordingly. Previously, the Company accounted for its interest in Calendar Club under IAS 31 using proportionate consolidation. However, the Company has concluded that its interest in Calendar Club will not meet the definition of a joint arrangement under IFRS 11 and will need to be accounted for under "Investments in Associates and Joint Ventures" ("IAS 28") as a significant investment using the equity method. As part of the transition to IAS 28, the Company has retrospectively restated its comparative financial statements to reclassify proportionately consolidated Calendar Club operating results into a single equity investment line. These restatements have no impact to the Company's total net earnings (loss) but do require presentation of an opening balance sheet. The impact of reclassification on the Company's financial statements is as follows:

(thousands of Canadian dollars)	13-week period ended June 30, 2012
Decrease in revenues	(149)
Decrease in expenses	(509)
Increase in equity investment	360

(thousands of Canadian dollars)	As at June 30, 2012	As at March 30, 2013	As at April 1, 2012
Decrease in assets	(2,536)	(2,074)	(1,746)
Increase in equity investment	494	968	961
Decrease in liabilities	(2,042)	(1,106)	(785)

- Amendments to Investments in Associates and Joint Ventures ("IAS 28") impact accounting for associates and joint ventures held for sale and changes in interests held in associates and joint ventures; and
- Disclosure of Interests in Other Entities ("IFRS 12") includes all of the disclosures that were previously in IAS 27, "Separate Financial Statements," IAS 31 and IAS 28, "Investments in Associates." These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates, and structured entities.

Adoption of the following amendments and standards in the current quarter did not have an impact on the Company's results of operations, financial position, or disclosures:

- Amendments to Presentation of Financial Statements ("IAS 1") require companies to group together items within other comprehensive earnings which may be reclassified to net earnings. The amendments are effective for annual periods beginning on or after July 1, 2012 and must be applied retrospectively;
- Amendments to Financial Instruments: Disclosures ("IFRS 7") regarding the offsetting of financial instruments. These amendments must be applied retrospectively and are effective for annual periods beginning on or after January 1, 2013 and interim periods within those annual periods;
- Fair Value Measurement ("IFRS 13") provides guidance to improve consistency and comparability in fair value measurements and related disclosures through a fair value hierarchy. This standard must be applied retrospectively and is effective for annual periods beginning on or after January 1, 2013;
- Amendments to Separate Financial Statements ("IAS 27") remove all requirements relating to consolidated financial statements. This standard must be applied retrospectively and is effective for annual periods beginning on or after January 1, 2013; and
- Consolidated Financial Statements ("IFRS 10") replaces portions of IAS 27, "Consolidated and Separate Financial Statements" and supersedes SIC-12, "Consolidation – Special Purpose Entities," and establishes standards for the presentation and preparation of consolidated financial statements when an entity controls one or more entities. This standard must be applied retrospectively and is effective for annual periods beginning on or after January 1, 2013.

New Accounting Pronouncements

The IASB has not issued any new standards, amendments to standards, or interpretations that impact the Company during the 13-week period ended June 29, 2013. Indigo's evaluations of previously issued new standards, amendments to standards, and interpretations are consistent with those disclosed in note 5 of the Company's fiscal 2013 Annual Report. New accounting pronouncements have not been applied in preparing the Company's fiscal 2014 First Quarter Report, except as discussed above.

4. SEASONALITY OF OPERATIONS

The business of Indigo follows a seasonal pattern, with sales of merchandise being highest in the third fiscal quarter due to consumer holiday buying patterns. As a result, a disproportionate portion of total annual revenues are typically earned in the third fiscal quarter. Therefore, the results of operations for the 13-week period ended June 29, 2013 are not indicative of the results of other periods.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following:

(thousands of Canadian dollars)	**June 29, 2013**	June 30, 2012	March 30, 2013	April 1, 2012
Cash	**68,227**	67,455	88,268	86,199
Restricted cash	**816**	669	470	487
Cash equivalents	**122,303**	120,464	121,824	120,032
Cash and cash equivalents	**191,346**	188,588	210,562	206,718

Restricted cash represents cash pledged as collateral for letter of credit obligations issued to support the Company's purchases of offshore merchandise.

6. INVENTORIES

Inventories consist of finished goods. The cost of inventories recognized as an expense during the period was $97.0 million (2012 – $106.1 million). The amount of inventory write-downs as a result of net realizable value lower than cost was $4.0 million during the period (2012 – $1.4 million), and there were no reversals of inventory write-downs that were recognized in prior periods (2012 – nil). The amount of inventory with net realizable value equal to cost was $1.1 million as at June 29, 2013 (2012 – $1.8 million).

7. SHARE CAPITAL

Share capital consists of the following:

	13-week period ended June 29, 2013		13-week period ended June 30, 2012		52-week period ended March 30, 2013	
	Number of shares	**Amount C$ (thousands)**	Number of shares	Amount C$ (thousands)	Number of shares	Amount C$ (thousands)
Balance, beginning of period	**25,297,389**	**203,805**	25,238,414	203,373	25,238,414	203,373
Issued during the period						
Directors' deferred share units converted	–	–	1,075	15	1,075	15
Options exercised	–	–	15,400	94	57,900	417
Balance, end of period	**25,297,389**	**203,805**	25,254,889	203,482	25,297,389	203,805

During the 13-week period ended June 29, 2013, the Company distributed dividends per share of $0.11 (2012 – $0.11).

8. SHARE-BASED COMPENSATION

As at June 29, 2013, 631,500 stock options were outstanding with exercise prices ranging from $7.20 to $15.80. Of these outstanding stock options, 95,500 were exercisable. As at June 30, 2012, there were 1,284,500 stock options outstanding of which 596,500 were exercisable.

During the first quarter of fiscal 2014, the Company offered a one-time cash repurchase to holders of stock options above a specified value. The repurchase was approved by the Board of Directors and by the Company's shareholders; repurchased options were subsequently cancelled by the Company. As part of this transaction, the Company immediately recorded the remaining unamortized expense for repurchased options. The Company repurchased and cancelled 870,500 options and made a cash payment to option holders of $1.0 million.

The Company uses the fair value method of accounting for stock options, which estimates the fair value of the stock options granted on the date of grant, net of estimated forfeitures, and expenses this value over the vesting period. During the 13-week period ended June 29, 2013, the pre-forfeiture rate fair value of options granted was less than $0.1 million (2012 – no options granted).

The fair value of the employee stock options is estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions during the periods presented:

	13-week period ended June 29, 2013
Black-Scholes option pricing assumptions	
Risk-free interest rate	**1.2%**
Expected volatility	**35.9%**
Expected time until exercise	**3.0 years**
Expected dividend yield	**4.0%**
Other assumptions	
Forfeiture rate	**25.7%**

Directors' compensation

The Company has established a Directors' Deferred Share Unit Plan ("DSU Plan"). Under the DSU Plan, Directors receive their annual retainer fees and other Board-related compensation in the form of deferred share units ("DSUs"). The number of shares reserved for issuance under this plan is 500,000. The Company issued 12,082 DSUs with a value of $0.1 million during the 13-week period ended June 29, 2013 (2012 – 14,824 DSUs with a value of $0.1 million). The number of DSUs to be issued to each Director is based on a set fee schedule. The fair value of the outstanding DSUs as at June 29, 2013 was $3.0 million (2012 – $2.6 million) and was recorded in contributed surplus. The fair value of DSUs is equal to the traded price of the Company's common shares on grant date.

9. OPERATING AND ADMINISTRATIVE EXPENSES

Supplemental operating and administrative expenses information:

(thousands of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012
Wages, salaries and bonuses	**37,100**	36,618
Short-term benefits expense	**4,557**	4,510
Termination benefits expense	**(173)**	219
Retirement benefits expense	**327**	310
Stock-based compensation	**503**	159
Total employee benefits expense	**42,314**	41,816

Termination benefits arise when the Company terminates certain employment agreements.

Capital assets

During the 13-week period ended June 29, 2013, the Company recognized no capital asset impairments (2012 – $0.3 million) as the result of a store performing at lower-than-expected profitability. The Company had no capital asset impairment reversals in the current period (2012 – nil).

10. LOSS PER SHARE

Loss per share is calculated based on the weighted average number of shares outstanding during the period. The Company's stock options were anti-dilutive as the Company reported a loss and, therefore, were not included in the June 29, 2013 and June 30, 2012 diluted loss per share calculations.

11. CASH FLOW STATEMENT

Supplemental cash flow information:

(thousands of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012
Net change in non-cash working capital balances related to continuing operations:		
Accounts receivable	**(1,884)**	(958)
Inventories	**9,504**	11,278
Prepaid expenses	**(1,135)**	(699)
Accounts payable and accrued liabilities	**(4,921)**	(21,924)
Unredeemed gift card liability	**(268)**	463
Provisions	**(340)**	(64)
Deferred revenue	**20**	746
	976	(11,158)
Assets acquired under finance leases	**–**	282

12. CAPITAL MANAGEMENT

The Company's main objectives when managing capital are to safeguard its ability to continue as a going concern while maintaining adequate financial flexibility to invest in new business opportunities that will provide attractive returns to shareholders. The primary activities engaged by the Company to generate attractive returns include construction and related leasehold improvements of stores, the development of new business concepts, and investment in information technology and distribution capacity to support the online and retail networks. The Company's main sources of capital are its current cash position, cash flows generated from operations, and long-term debt. On June 12, 2013, the Company cancelled its revolving line of credit. Cash flow is used to fund working capital needs, capital expenditures, debt service requirements, and dividend distributions to shareholders. There were no changes to these objectives during the 13 weeks ended June 29, 2013. The Company primarily manages its capital by monitoring its available cash balance to ensure that sufficient funds are available for long-term debt and interest payments over the next year.

The following table summarizes selected capital structure information for the Company:

(thousands of Canadian dollars)	**June 29, 2013**	June 30, 2012	March 30, 2013	April 1, 2012
Current portion of long-term debt	**757**	1,006	773	1,060
Long-term debt	**527**	1,135	705	1,141
Total debt	**1,284**	2,141	1,478	2,201
Total equity	**332,152**	347,749	350,322	355,632
Total capital under management	**333,436**	349,890	351,800	357,833

13. RELATED PARTY TRANSACTIONS

The Company's related parties include its key management personnel, share - holders, defined contribution retirement plan, and equity investment in Calendar Club. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

Transactions with key management personnel

Key management of the Company includes members of the Board of Directors as well as members of the Executive Committee. Key management personnel remuneration includes the following expenses:

(thousands of Canadian dollars)	**13-week period ended June 29, 2013**	13-week period ended June 30, 2012
Wages, salaries, bonus and consulting	**1,208**	1,072
Short-term benefits expense	**58**	53
Termination benefits expense	**(277)**	–
Retirement benefits expense	**17**	16
Stock-based compensation	**271**	100
Directors' compensation	**133**	133
Total remuneration	**1,410**	1,374

Transactions with shareholders

During the 13-week period ended June 29, 2013, Indigo purchased goods and services from companies in which Mr. Gerald W. Schwartz, who is the controlling shareholder of Indigo, holds a controlling or significant interest. Indigo paid $0.6 million for these transactions. These transactions were in the normal course of business for both companies.

Transactions with defined contribution retirement plan

The Company's transactions with the defined contribution retirement plan include contributions paid to the retirement plan as disclosed in note 9. The Company has not entered into other transactions with the retirement plan.

Transactions with associate

The Company's associate, Calendar Club, is a seasonal operation which is dependent on the December holiday sales season to generate revenues. During the year, the Company loans cash to Calendar Club for working capital requirements and Calendar Club repays the loans once profits are generated in the third quarter. The net amount of these transactions for the 13-week period ended June 29, 2013 is $1.6 million paid by Indigo (2012 – $1.0 million paid by Indigo).

14. COMPARATIVE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The comparative unaudited interim condensed consolidated financial statements have been reclassified from statements previously presented to conform to the presentation of the current year unaudited interim condensed consolidated financial statements.

Investor Information

Support Office
468 King Street West, Suite 500
Toronto, Ontario Canada M5V 1L8
Telephone (416) 364-4499
Fax (416) 364-0355
www.chapters.indigo.ca/investor-relations/

Investor Contact
Kay Brekken
Chief Financial Officer
Telephone (416) 646-8945

Media Contact
Janet Eger
Vice President, Public Affairs
Telephone (416) 342-8561

Stock Listing
Toronto Stock Exchange

Trading Symbol
IDG

Transfer Agent and Registrar
CIBC Mellon Trust Company
P.O. Box 700, Station B
Montreal, Quebec Canada H3B 3K3
Telephone (Toll Free) 1-800-387-0825
(Toronto) (416) 682-3860

Auditors
Ernst & Young LLP
Ernst & Young Tower
Toronto-Dominion Centre
Toronto, Ontario Canada M5K 1J7