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February 24, 2006



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**VIA FEDERAL EXPRESS**

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549  
USA  
Attention: Filing Desk

SUPPL

Re: XS Cargo Income Fund  
Submission Pursuant to Rule 12g3-2(b)  
File No. 82-34949



Dear Sirs/Mesdames:

On behalf of our client, XS Cargo Income Fund (the "Fund"), and pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended, we enclose copies of the Fund's:

1. News release, dated December 15, 2005
2. News release, dated January 18, 2005
3. News release, dated February 15, 2006.

As required pursuant to Rule 12g3-2(b), the exemption number appears in the upper right-hand corner of each unbound page and on the first page of each bound document.

Please contact the undersigned if you have any questions about the contents of this letter. Please acknowledge receipt of this submission by date stamping the enclosed copy of this letter and returning it to the undersigned in the enclosed self-addressed stamped envelope.

Yours truly,



Daniel M. Miller

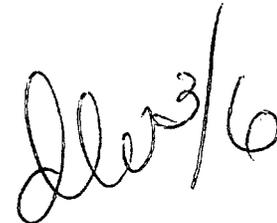
DMM/dmm  
Enclosure

cc: Jeff Rootman  
XS Cargo GP Inc.  
Jeffrey Oke  
Burnet, Duckworth & Palmer LLP

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NEWS RELEASE

DECEMBER 15, 2005

**XS CARGO INCOME FUND ANNOUNCES DECEMBER CASH DISTRIBUTION**

**Edmonton, Alberta** - XS Cargo Income Fund (the "Fund") (TSX: "XSC.UN") announced today a cash distribution of \$0.09375 per trust unit for the month of December, 2005. The distribution will be paid on January 15, 2006 to holders of record of trust units on December 31, 2005.

The Fund's policy is to pay cash distributions on or about the 15th of each month to unitholders of record on the last business day of the preceding month.

The Fund is an open-ended trust that holds, indirectly, a 51% interest in XS Cargo Limited Partnership ("XS Cargo LP"). XS Cargo LP is one of the largest broadline closeout retailers in Canada with 27 stores in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba and Ontario. The Fund's trust units are listed on the Toronto Stock Exchange under the symbol "XSC.UN".

Additional information about XS Cargo Income Fund is available at [www.sedar.com](http://www.sedar.com) and the Fund's website at [www.xscargo.com](http://www.xscargo.com).

For further information, please contact:

Michael McKenna  
President and Chief Executive Officer,  
XS Cargo Income Fund  
(780) 413-4296

Jeff Rootman  
Vice-President, Finance and Chief Financial Officer,  
XS Cargo Income Fund  
(780) 413-4296

NEWS RELEASE

JANUARY 18, 2006

**XS CARGO INCOME FUND ANNOUNCES JANUARY CASH DISTRIBUTION**

**Edmonton, Alberta** - XS Cargo Income Fund (the "Fund") (TSX: "XSC.UN") announced today a cash distribution of \$0.09375 per trust unit for the month of January, 2006. The distribution will be paid on February 15, 2006 to holders of record of trust units on January 31, 2006.

The Fund's policy is to pay cash distributions on or about the 15th of each month to unitholders of record on the last business day of the preceding month.

The Fund is an open-ended trust that holds, indirectly, a 51% interest in XS Cargo Limited Partnership ("XS Cargo LP"). XS Cargo LP is one of the largest broadline closeout retailers in Canada with 27 stores in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba and Ontario. The Fund's trust units are listed on the Toronto Stock Exchange under the symbol "XSC.UN".

Additional information about XS Cargo Income Fund is available at [www.sedar.com](http://www.sedar.com) and the Fund's website at [www.xscargo.com](http://www.xscargo.com).

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NEWS RELEASE

FEBRUARY 15, 2006

**XS CARGO INCOME FUND ANNOUNCES FEBRUARY CASH DISTRIBUTION**

**Edmonton, Alberta** - XS Cargo Income Fund (the "Fund") (TSX: "XSC.UN") announced today a cash distribution of \$0.09375 per trust unit for the month of February, 2006. The distribution will be paid on March 15, 2006 to holders of record of trust units on February 28, 2006.

The Fund's policy is to pay cash distributions on or about the 15th of each month to unitholders of record on the last business day of the preceding month.

The Fund is an open-ended trust that holds, indirectly, a 51% interest in XS Cargo Limited Partnership ("XS Cargo LP"). XS Cargo LP is one of the largest broadline closeout retailers in Canada with 27 stores in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba and Ontario. The Fund's trust units are listed on the Toronto Stock Exchange under the symbol "XSC.UN".

Additional information about XS Cargo Income Fund is available at [www.sedar.com](http://www.sedar.com) and the Fund's website at [www.xscargo.com](http://www.xscargo.com).

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