Condensed Consolidated Financial Statements of

PARTNERS REAL ESTATE INVESTMENT TRUST

For the three and six months ended June 30, 2011

(unaudited)

PARTNERS REAL ESTATE INVESTMENT TRUST
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For the three and six months ended June 30, 2011 (unaudited)

PARTNERS REAL ESTATE INVESTMENT TRUST
Condensed Consolidated Statements of Financial Position
(unaudited)

As at		**June 30, 2011**		December 31, 2010[1]		January 1, 2010[1]
ASSETS						
Non-current assets						
Income producing properties (Note 5)	**$**	**199,774,599**	$	155,907,020	$	130,582,867
Deferred financing costs (Note 6)		**-**		68,899		-
		199,774,599		155,975,919		130,582,867
Current assets						
Other assets (Note 7)		**1,953,576**		3,291,985		346,206
Accounts receivable (Note 8)		**718,960**		268,699		257,811
Cash		**-**		6,869,242		1,074,765
		2,672,536		10,429,926		1,678,782
Total assets	**$**	**202,447,135**	$	166,405,845	$	132,261,649
LIABILITIES						
Non-current liabilities						
Mortgages payable (Note 9)	**$**	**112,977,681**	$	104,942,506	$	70,427,173
Debentures (Note 10)		**26,717,576**		-		-
Bank credit facility (Note 6)		**2,698,092**		-		20,305,872
		142,393,349		104,942,506		90,733,045
Current liabilities						
Mortgages payable (Note 9)		**2,886,381**		2,144,221		1,298,790
Accounts payable and other liabilities		**3,097,696**		5,046,083		2,363,034
Distributions payable		**414,134**		412,687		246,776
Bank indebtedness		**83,845**		-		-
		6,482,056		7,602,991		3,908,600
Total liabilities		**148,875,405**		112,545,497		94,641,645
UNITHOLDERS' EQUITY		**53,571,730**		53,860,348		37,620,004
Total liabilities and unitholders' equity	**$**	**202,447,135**	$	166,405,845	$	132,261,649

[1] Refer to Note 3 for an explanation of the effects of the adoption of IFRS.

The accompanying notes are an integral part of these condensed consolidated financial statements.

APPROVED ON BEHALF OF THE BOARD OF TRUSTEES

"Patrick Miniutti"
……………………………………. Trustee

"Paul Dykeman"
……………………………………. Trustee

PARTNERS REAL ESTATE INVESTMENT TRUST
Condensed Consolidated Statements of Comprehensive Income
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2011	2010[1]	**2011**	2010[1]
Revenues from income producing properties (Note 11)	**$ 5,578,270**	$ 3,986,070	**$ 10,538,002**	$ 8,086,952
Property operating expenses	**(719,692)**	(604,034)	**(1,546,683)**	(1,327,654)
Realty taxes	**(1,065,224)**	(896,699)	**(2,130,622)**	(1,801,620)
Property management fees	**(179,043)**	(100,076)	**(290,382)**	(205,390)
	3,614,311	2,385,261	**6,570,315**	4,752,288
Other expenses:				
Financing costs	**2,286,366**	1,400,535	**3,845,330**	2,784,484
General and administrative expenses	**396,086**	288,451	**820,347**	508,893
Other transaction costs (Note 12)	**62,186**	695,388	**279,167**	803,889
	2,744,638	2,384,374	**4,944,844**	4,097,266
Income before fair value gains (losses)	**869,673**	887	**1,625,471**	655,022
Fair value gains (losses) (Note 13)	**141,752**	(1,025,155)	**453,892**	(1,054,262)
Net income (loss) and comprehensive income (loss)	**$ 1,011,425**	$ (1,024,268)	**$ 2,079,363**	$ (399,240)
EARNINGS (LOSS) PER UNIT (Note 14)				
Basic and diluted earnings (loss) per unit	$ 0.04	$ (0.05)	**$ 0.07**	$ (0.02)

[1] Refer to Note 3 for an explanation of the effects of the adoption of IFRS.

The accompanying notes are an integral part of these condensed consolidated financial statements.

PARTNERS REAL ESTATE INVESTMENT TRUST
Condensed Consolidated Statements of Changes in Unitholders' Equity
(unaudited)

	Three months ended June 30, 2011	Three months ended June 30, 2010[1]	Six months ended June 30, 2011	Six months ended June 30, 2010[1]
Trust Units (Note 15)				
BALANCE, BEGINNING OF PERIOD	**$ 69,906,993**	$ 54,757,913	**$ 69,848,343**	$ 54,697,477
Issuance of units under distribution reinvestment plan, net of costs	**52,565**	61,507	**111,215**	121,943
BALANCE, END OF PERIOD	**69,959,558**	54,819,420	**69,959,558**	54,819,420
Contributed Surplus				
BALANCE, BEGINNING OF PERIOD	**569,830**	569,830	**569,830**	569,830
BALANCE, END OF PERIOD	**569,830**	569,830	**569,830**	569,830
Deficit and Accumulated Other Comprehensive Loss				
BALANCE, BEGINNING OF PERIOD	**(16,728,530)**	(17,763,402)	**(16,557,825)**	(17,647,303)
Net income (loss) and comprehensive income (loss)	**1,011,425**	(1,024,268)	**2,079,363**	(399,240)
Distributions to unitholders	**(1,240,553)**	(743,173)	**(2,479,196)**	(1,484,300)
BALANCE, END OF PERIOD	**(16,957,658)**	(19,530,843)	**(16,957,658)**	(19,530,843)
TOTAL UNITHOLDERS' EQUITY	**$ 53,571,730**	$ 35,858,407	**$ 53,571,730**	$ 35,858,407
Distributions per unit	**$ 0.04**	$ 0.04	**$ 0.08**	$ 0.08
Units issued and outstanding (Note 15)	**30,973,916**	18,552,040	**30,973,916**	18,552,040

[1] Refer to Note 3 for an explanation of the effects of the adoption of IFRS.

The accompanying notes are an integral part of these condensed consolidated financial statements.

PARTNERS REAL ESTATE INVESTMENT TRUST
Condensed Consolidated Statements of Cash Flows
(unaudited)

	Three months ended June 30, 2011	Three months ended June 30, 2010[1]	Six months ended June 30, 2011	Six months ended June 30, 2010[1]
OPERATING ACTIVITIES				
Net income (loss)	**1,011,425**	(1,024,268)	**$ 2,079,363**	$ (399,240)
Adjusted for non-cash items:	**-**	-		
Fair value (gains) losses	**(141,752)**	1,025,155	**(453,892)**	1,054,262
Amortization of tenant incentives and direct leasing costs	**43,745**	42,336	**94,237**	75,044
Amortization of deferred financing costs	**151,370**	68,566	**337,517**	128,171
Net change in working capital	**(944,842)**	201,328	**(1,642,043)**	34,385
Cash flow provided by operating activities	**119,946**	313,117	**415,182**	892,622
FINANCING ACTIVITIES				
Expenditures incurred to assume mortgages	**1,356**	-	**(171,582)**	-
Proceeds from debenture issuance	**-**	-	**28,750,000**	-
Cost to issue debentures	**(4,610)**	-	**(2,146,762)**	-
Principal repayments on secured debt	**(698,632)**	(296,820)	**(9,844,114)**	(589,703)
Drawdowns on bank credit facility	**2,750,000**	700,000	**2,750,000**	2,200,000
Repayments of bank credit facility	**-**	(100,000)	**-**	(350,000)
Financing fees on credit facility	**(55,368)**	(40,000)	**(55,368)**	(40,000)
Cost to issue units under dividend reinvestment plan	**(1,590)**	(1,540)	**(3,180)**	(3,060)
Distributions to unitholders	**(1,185,279)**	(679,494)	**(2,363,355)**	(1,358,409)
Cash flow provided by (used in) financing activities	**805,877**	(417,854)	**16,915,639**	(141,172)
INVESTING ACTIVITIES				
Acquisitions of income producing properties	**(9,449,660)**	-	**(23,224,624)**	-
Improvements to income producing properties	**(218,633)**	(203,894)	**(677,636)**	(615,407)
Expenditures on tenant incentives and direct leasing costs	**(93,861)**	(345,853)	**(381,648)**	(653,098)
Cash flow used in investing activities	**(9,762,154)**	(549,747)	**(24,283,908)**	(1,268,505)
NET DECREASE IN CASH DURING THE PERIOD	**(8,836,331)**	(654,484)	**(6,953,087)**	(517,055)
CASH, BEGINNING OF PERIOD	**8,752,486**	1,212,194	**6,869,242**	1,074,765
CASH (BANK INDEBTEDNESS), END OF PERIOD	**$ (83,845)**	$ 557,710	**$ (83,845)**	$ 557,710
SUPPLEMENTAL CASH FLOW INFORMATION:				
Income taxes paid (Note 17)	**$ -**	$ -	**$ -**	$ -
Interest paid	**$ 1,420,516**	$ 1,337,310	**$ 2,888,461**	$ 2,668,179

1. ORGANIZATION OF THE TRUST

Partners Real Estate Investment Trust ("Partners REIT" or the "REIT") is an unincorporated, open-ended real estate investment trust and was formed pursuant to a Declaration of Trust dated March 27, 2007 and as amended and restated on June 4, 2010 and November 3, 2010. The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. The principal activity of Partners REIT is the investment in commercial retail properties. The units of the REIT are listed on the TSX Venture Exchange (the "Exchange") and trade under the symbol "PAR.UN".

On May 10, 2007, under a Plan of Arrangement (the "Arrangement"), Charter Realty Holdings Ltd. (the "Company") completed its conversion to a trust structure. The Arrangement resulted in the shareholders of the Company transferring their shares to the REIT, in consideration for units of the REIT. Pursuant to the Arrangement, the Company is a wholly-owned subsidiary of the REIT.

Effective November 3, 2010, the name of Charter Real Estate Investment Trust was changed to Partners Real Estate Investment Trust. All references to "Partners Real Estate Investment Trust," "Partners REIT," the "REIT" and similar references in these financial statements refer to Charter Real Estate Investment Trust prior to the name change.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies that are used in the preparation of these condensed consolidated financial statements.

(a) Statement of compliance

International Financial Reporting Standards ("IFRS") requires an entity to adopt IFRS in its first annual financial statements under IFRS by making an explicit and unreserved statement in those financial statements of compliance with IFRS. The REIT will make this statement when it issues its 2011 annual financial statements.

These unaudited condensed consolidated financial statements have been prepared in accordance with IAS 34 – *Interim Financial Reporting* which includes the accounting policies the REIT expects to adopt in its consolidated financial statements for the year ending December 31, 2011. These interim financial statements may differ from those presented in the REIT's first annual IFRS financial statements for the year ending December 31, 2011 due to changes to the IFRS standards, if any.

(b) Basis of presentation

The financial statements have been prepared on a going concern basis and have been presented in Canadian dollars. The accounting policies set out below have been applied consistently in all material respects. Standards and guidelines not effective for the current accounting period are described in Note 4.

(c) *Basis of consolidation*

The consolidated financial statements incorporate the financial statements of the REIT and entities 100% controlled by the REIT (its subsidiaries). Control exists where the REIT has the power, directly or indirectly, to govern the financial and operation policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

All intra-group transactions, balances, income and expenses are eliminated upon consolidation.

(d) *Income producing properties*

Income producing properties fall within the definition of investment properties under IAS 40 – *Investment Properties* ("IAS 40") and consist of commercial retail properties held to earn rental income and properties that are being constructed, developed, or redeveloped for future use as income producing properties. Management must assess whether the acquisition of property through the purchase of a corporate vehicle, or directly should be accounted for as an asset purchase or a business combination. Where the acquisition contains significant assets, liabilities or activities in addition to property and related mortgage debt, particularly where there is an integrated set of activities and assets, capable of being conducted and managed for the purpose of providing a return, lower costs or other economic benefits, the transaction is accounted for as a business combination. More specifically, consideration is made of the extent to which significant processes are acquired and, in particular, the extent of ancillary services provided. Where there are no such items the transaction is treated as an asset acquisition.

Commercial retail properties, developments and redevelopments are measured initially at cost. Cost includes all amounts relating to the acquisition, including transaction costs (except transaction costs related to a business combination), and improvement of the properties. All costs associated with upgrading and extending the economic life of the existing facilities, other than ordinary repairs and maintenance, are capitalized as investment property. Costs that are directly attributable to investment properties under development or redevelopment are capitalized. These costs include direct development costs, realty taxes and borrowing costs directly attributable to the development.

Subsequent to initial recognition, income producing properties are measured at fair value, determined based on valuations performed by third-party appraisers or available market evidence in accordance with IAS 40. Gains or losses arising from changes in the fair value of income producing properties are included in profit and loss in the period in which they arise.

The carrying value of income producing properties includes straight-line rent receivable, tenant incentives and direct leasing costs, since these amounts are incorporated in the appraised values of real estate properties.

Income producing properties are reclassified to assets held for sale when criteria set out in IFRS 5 - *Non-Current Assets Held for Sale and Discontinued Operations* are met.

An income producing property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

(e) Taxation

The REIT is a “mutual fund trust” as defined under the Income Tax Act (Canada), (the “Tax Act”) and accordingly is not taxable on income to the extent that taxable income is distributed to Unitholders.

The Company is the REIT’s wholly-owned incorporated subsidiary and is subject to tax on its taxable income. Current tax payable is based on taxable income for the year, as defined by the Tax Act. Deferred tax liabilities arise from taxable temporary differences. To the extent that it is probable of being utilized, deferred income tax assets are recognized for all deductible temporary differences, unused tax credit carry forward balances, and unused tax loss balances. The carrying amount of deferred income tax assets, if any, are reviewed at each reporting date and reduced to the extent it is no longer probable that the income tax asset will be recovered.

(f) Revenue recognition

The REIT has retained substantially all of the risks and benefits of ownership of its income producing properties and therefore, accounts for leases with its tenants as operating leases. Revenue recognition under a lease commences when the tenant has a right to use the leased assets. Generally, this occurs on the lease inception date or, when the REIT is required to make additions to the property in the form of tenant improvements which enhances the value of the property when substantially complete. The total amount of contractual rent to be received from operating leases is recognized on a straight-line basis over the term of the lease. A straight-line rent receivable is included in the carrying amount of investment property and is recorded for the difference between the rental revenue recorded and the contractual amount received.

Rental revenue also includes percentage participating rents and recoveries of operating expenses, including realty taxes. Percentage participating rents are recognized when tenants’ specified sales targets have been met. Operating expense recoveries are recognized in the period that recoverable costs are chargeable to tenants.

(g) Financial instruments and derivatives

Financial instruments and derivatives are recognized when the REIT becomes a party to the contractual provisions of the instrument and derivative.

In accordance with IAS 39 – *Financial Instruments: Recognition and Measurement* (“IAS 39”), financial instruments and derivatives are initially measured at fair value. Financial instruments and derivatives are presented and disclosed in accordance with IFRS 7 – *Financial Instruments: Disclosures* (“IFRS 7”) and IAS 32 – *Financial Instruments: Presentation* (“IAS 32”). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

Financial assets are classified into the following specified categories: financial assets at ‘fair value through profit or loss’ (“FVTPL”); ‘held to maturity’ investments; ‘available-for-sale’ financial assets; and ‘loans and receivables’. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term;
- on initial recognition, it is part of a portfolio of identified financial instruments that the REIT manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the REIT’s documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the other gains and losses line item in the consolidated statement of comprehensive income.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the REIT has the positive intent and ability to hold to maturity. Subsequent to initial recognition, held-to-maturity investments are measured at amortized cost using the effective interest method less any impairment.

Available for sale ("AFS") financial assets

AFS financial assets are non-derivatives that are either designated as AFS or are not classified as (a) loans and receivables; (b) held-to-maturity investments; or (c) financial assets at FVTPL. AFS financial assets are measured at fair value through profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including accounts receivables, cash and cash equivalents, and other assets including deposits on potential acquisitions and amounts held in escrow) are measured at amortized cost using the effective interest method, less any impairment.

Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Partners REIT's financial assets

The following summarizes the REIT's classification and measurement of its financial assets:

Financial Asset	Classification	Measurement
Other assets	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Cash	Loans and receivables	Amortized cost

The REIT derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all of the risks and rewards of ownership of the asset to another entity.

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Generally, the carrying amount of the financial asset is reduced by the impairment loss.

Financial liabilities and equity instruments

Debt and equity instruments issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the REIT are recognized at the proceeds received, net of direct issue costs. Repurchase of the REIT's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the REIT's own equity instruments. Distributions paid on the REIT's equity instruments subsequent to, declared prior to, and with a record date at or prior to, the reporting date, are recorded as a liability.

Financial liabilities

Financial liabilities are classified as either financial liabilities at ‘FVTPL’ or ‘other financial liabilities’.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term;
- on initial recognition it is part of a portfolio of identified financial instruments that the REIT manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the REIT’s documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective interest basis.

These transaction costs are presented net of the financial liability when there is a balance; otherwise they are presented as a financial asset. In the second quarter of 2011, management restated the opening balance with respect to these transaction costs, by reclassifying them net of the financial liability in accordance with our accounting policy.

Partners REIT financial liabilities

The following summarizes the REIT's classification and measurement of its financial liabilities:

Financial liability	**Classification**	**Measurement**
Mortgages payable	Other financial liabilities	Amortized cost
Debentures	Other financial liabilities	Amortized cost
Embedded derivatives	FVTPL	Fair value
Deferred unit-based compensation	FVTPL	Fair value
Bank credit facility	Other financial liabilities	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost

The REIT derecognizes a financial liability when the REIT's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

(h) Deferred unit-based compensation

Deferred unit-based payments, in the form of options to purchase units at a future date with a fixed price issued to employees, trustees and certain contractors, are measured at the fair value of the option at the grant date, which is calculated using an option valuation model. It is recognized over the vesting period to compensation expense using the graded vesting method.

The fair value of the options is categorized as a liability on the consolidated statements of financial position and remeasured at the end of each reporting period until settlement. Changes to the fair value is recognized in profit or loss such that the cumulative expense reflects the amount amortized to date over the vesting period if the amortized amount was otherwise re-calculated at the end of the reporting period.

(i) Provisions

Provisions are recognized when the REIT has a present obligation (legal or constructive) as a result of a past event, it is probable that the REIT will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(j) Critical judgment in applying accounting policies

i. Leases

The REIT's policy for property rental revenue recognition is described in Note 2(f) above. The REIT makes judgments in determining whether certain leases, in particular tenant leases, as well as, leased storage space which are considered leases under IFRS, where the REIT is the lessor, are operating or finance leases. The REIT has determined that all of its leases are operating leases.

ii. Deferred income taxes

Canadian deferred income taxes are not recognized in the REIT's financial statements on the basis that the REIT is not taxable on income to the extent that taxable income is distributed to Unitholders. The REIT expects to continue to qualify as a real estate investment trust under the Tax Act and intends to continue to distribute its taxable income to Unitholders, at the discretion of the Trustees.

iii. Income producing properties

The REIT's accounting policy relating to income producing properties is described in Note 2(d) above. In applying this policy, judgment is applied in determining the extent and frequency of utilizing independent, third-party appraisals to measure the fair value of the REIT's investment property. Judgment is also applied in determining whether certain costs are additions to the carrying amount of the property and, for property under development, identifying the point at which practical completion of the property occurs and identifying the directly attributable borrowing costs to be included in the carrying value of the development property. In addition, judgment is also applied to assess whether the acquisition of property through the purchase of a corporate vehicle or directly should be accounted for as an asset acquisition or a business combination.

iv. Financial instruments

The REIT's accounting policies relating to financial instruments are described in Note 2(g). The critical judgments inherent in these policies relate to applying the criteria set out in IAS 39 to designate financial instruments into categories (such as held for trading, FVTPL, etc.) and to determine the identification of embedded derivatives in certain hybrid instruments that are subject to fair value measurement.

(k) Key accounting estimates and assumptions

The REIT makes estimates and assumptions that affect carried amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amount of earnings for the period. Actual results could materially differ from estimates. The estimates and assumptions that are critical to the determination of the amounts reported in the financial statements relate to the following:

i. Income producing properties

The choice of valuation method to determine the fair value of the REIT's commercial retail properties and the critical estimates and assumptions underlying the fair value determination of its commercial retail properties are set out in Note 5. Significant estimates used in determining the fair value of the REIT's commercial retail properties includes capitalization rates, inflation rates, vacancy rates, standard costs and net operating income.

ii. Operating cost recoveries

The computation of operating cost recoveries from tenants for realty taxes, insurance, and common area maintenance charges is complex and involves a number of estimates, including the interpretation of terms and other tenant lease provisions. Tenant leases are not consistent with respect to such operating cost recoveries, and variations in computations can exist. Adjustments are made throughout the year to these operating cost recovery revenues based upon the REIT's best estimate of the final amounts to be invoiced and collected.

iii. Financial liabilities at FVTPL

The fair valuation of embedded derivatives and deferred unit-based compensation employs pricing models. These models require estimates and assumptions to be made with regard to the following model inputs such as underlying asset volatility, risk free rates, employee exit rates and option holder's risk aversion, as applicable.

3. TRANSITION TO IFRS

The REIT has adopted IFRS, effective January 1, 2011 (the "Effective Date") with comparative figures for the prior year commencing January 1, 2010 (the "Transition Date"), and has prepared its opening IFRS consolidated statement of financial position as at January 1, 2010. Prior to the adoption of IFRS, the REIT prepared its financial statement in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The REIT's consolidated financial statements for the year ending December 31, 2011 will be the first annual financial statement that comply with IFRS. The REIT prepared its opening IFRS statement of financial position by applying existing IFRS with an effective date of December 31, 2011 or prior. Accordingly, the opening IFRS statement of financial position and the December 31, 2010 comparative statement of financial position presented in the consolidated financial statements for the year ending December 31, 2011 may differ from those presented at this time.

(a) Elected exemptions from full retrospective application

In preparing these condensed consolidated financial statements in accordance with IFRS 1 – *First-time Adoption of International Financial Reporting Standards* ("IFRS 1"), the REIT has applied certain of the optional exemptions from full retrospective application of IFRS. The optional exemptions applied are described below.

i. Business combinations

The REIT has applied the business combinations exemption in IFRS 1 to not apply IFRS 3 – *Business Combinations* retrospectively to past business combinations. Accordingly, the REIT has not restated the business combinations that took place prior to the Transition Date.

ii. Financial instruments

Under IFRS 1, an entity is required to identify, recognize, classify and measure, as appropriate, all financial assets and financial liabilities qualifying at the Transition Date for recognition in accordance with IFRS. IFRS 1 allows the entity to treat any adjustment to the carrying amount of a financial asset or financial liability as a result of adopting IFRS as a transition adjustment to be recognized in the opening balance of retained earnings at the Transition Date. The REIT has applied this exemption to deferred unit-based compensation. Previously, under Canadian GAAP this was categorized as equity; under IFRS this is categorized as a liability. An adjustment to record this financial liability at FVTPL was recorded as an adjustment to opening retained earnings.

(b) Mandatory exceptions to retrospective application

In preparing these condensed consolidated financial statements in accordance with IFRS 1 the REIT has applied certain mandatory exceptions from full retrospective application of IFRS. The mandatory exceptions applied are described below.

i. Estimates

Hindsight was not used to create or revise estimates and accordingly the estimates previously made by the REIT under Canadian GAAP are consistent with the application under IFRS.

(c) Reconciliation of equity as reported under Canadian GAAP and IFRS

The following is a reconciliation of the REIT's equity reported in accordance with Canadian GAAP to its equity in accordance with IFRS at the Transition Date:

		Trust units	Contributed surplus	Retained earnings (deficit)	**Total Unitholders' equity**
As reported under Canadian GAAP - Dec. 31, 2009		$ 54,697,477	$ 1,040,336	$ (16,241,749)	**$ 39,496,064**
Differences increasing (decreasing) reported amount:					
Deferred unit-based compensation	(i)	-	(470,506)	470,506	**-**
Investment property	(ii)	-	-	(1,876,060)	**(1,876,060)**
As reported under IFRS - Jan. 1, 2010		$ 54,697,477	$ 569,830	$ (17,647,303)	**$ 37,620,004**

The following is a reconciliation of the REIT's equity reported in accordance with Canadian GAAP to its equity in accordance with IFRS at June 30, 2010:

		Trust units	Contributed surplus	Retained earnings (deficit)	**Total Unitholders' equity**
As reported under Canadian GAAP - June 30, 2010		$ 54,819,420	$ 1,040,336	$ (19,898,119)	**$ 35,961,637**
Differences increasing (decreasing) reported amount:					
Deferred unit-based compensation	(i)	-	(470,506)	470,506	**-**
Investment property	(ii)	-	-	(103,230)	**(103,230)**
As reported under IFRS - June 30, 2010		$ 54,819,420	$ 569,830	$ (19,530,843)	**$ 35,858,407**

The following is a reconciliation of the REIT's equity reported in accordance with Canadian GAAP to its equity in accordance with IFRS at December 31, 2010:

		Trust units	Contributed surplus	Retained earnings (deficit)	**Total Unitholders' equity**
As reported under Canadian GAAP - Dec. 31, 2010		$ 69,848,343	$ 1,040,336	$ (23,329,428)	**$ 47,559,251**
Differences increasing (decreasing) reported amount:					
Deferred unit-based compensation	(i)	-	(470,506)	470,506	**-**
Investment property	(ii)	-	-	6,301,097	**6,301,097**
As reported under IFRS - Dec. 31, 2010		$ 69,848,343	$ 569,830	$ (16,557,825)	**$ 53,860,348**

(i) Deferred unit-based compensation

Under IAS 32, the options issued as deferred unit-based compensation are considered financial liabilities under IFRS and reclassified from equity to liabilities on the financial statements. As at the Transition Date, the REIT determined that the fair value of the outstanding options was nil (June 2010: nil; December 2010: nil). Amounts previously recorded under Canadian GAAP to contributed surplus with regard to the valuation of the options were reclassed to retained earnings as they would have been recorded as compensation expense under IFRS.

(ii) Investment property

The REIT considers its income producing properties to be investment properties under IAS 40 – *Investment Property*. Investment property includes land and buildings held primarily to earn rental income or for capital appreciation or both, rather than for use in the production or supply of goods or services or for sale in the ordinary course of business. Similar to Canadian GAAP, investment property is initially recorded at cost under IAS 40. However, subsequent to the initial recognition, IFRS requires that an entity choose either the cost or fair value model to account for the investment property. The REIT has elected to use the fair value method upon initial transition to IFRS and in subsequent reporting periods. This adjustment to retained earnings represents the cumulative unrealized gain (loss) in respect of the fair value of the REIT's investment property under IFRS on January 1, 2010, June 30, 2010 and December 31, 2010. This fair value adjustment is net of the derecognition of related intangible assets and liabilities which are inherently reflected in the fair value of income producing property, and the reclassification of straight-line rent receivable and direct leasing costs.

(d) Reconciliation of net income and comprehensive income as reported under Canadian GAAP and IFRS

The following is a reconciliation of the REIT's net income reported in accordance with Canadian GAAP to its net income in accordance with IFRS for the year ended December 31, 2010 and six months ended June 30, 2010:

		Year ended December 31, 2010	Six months ended June 30, 2010
Net income (loss) and comprehensive income (loss) as reported under Canadian GAAP		$ (3,473,323)	$ (2,172,070)
Differences increasing (decreasing) reported amount:			
Investment property	(i)		
Fair value gain (loss)		2,649,388	(1,054,262)
Reverse Canadian GAAP amortization expense		5,527,770	2,827,092
Net income (loss) and comprehensive income (loss) as reported under IFRS		$ 4,703,835	$ (399,240)

(i) Investment property

In accordance with IFRS and the REIT's policy choice, the REIT measures investment property at fair value and records changes in fair value in income during the period of change. The REIT's income producing properties, which are classified as investment property under IFRS, were, under Canadian GAAP recorded at cost and amortized over its estimated life. In addition, the amortization of intangible assets and liabilities recognized on the acquisition of investment property was amortized to profit or loss under Canadian GAAP, which will no longer be the case under IFRS as the value of the intangible assets and liabilities are considered in the determination of the fair value of the investment property.

(e) Financial assets and liabilities

Upon adoption of IFRS, all previously recognized financial assets and financial liabilities have been designated consistent with the designations under Canadian GAAP, with the exception of the deferred unit-based compensation which has been designated as FVTPL under IFRS. As a result of this designation, the deferred unit-based compensation plan is recorded at fair value. This financial liability was previously designated as equity under Canadian GAAP.

(f) Changes to the statement of cash flows

There were no material adjustments to the cash flow statement as a result of the conversion to IFRS.

4. FUTURE ACCOUNTING POLICIES

From time to time, the International Accounting Standards Board ("IASB") issues new accounting standards and revises existing accounting standards. The following standards, not yet effective as at the date of these condensed consolidated financial statements and accordingly not applied to these condensed consolidated financial statements, may have a future impact:

Financial instruments

IFRS 9 – *Financial Instruments* ("IFRS 9") was issued by IASB in October 2010 and will replace IAS 39 – *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013. The REIT is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

Consolidated Financial Statements

IFRS 10 – *Consolidated Financial Statements* ("IFRS 10") builds on existing principals and standards and identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. IFRS 10 is effective for annual periods beginning on or after January 1, 2013. The REIT is currently evaluating the impact of IFRS 10 on its consolidated financial statements.

Joint Arrangements

IFRS 11 – *Joint Arrangements* ("IFRS 11") establishes the principles for financial reporting by entities when they have an interest in arrangements that are jointly controlled. IFRS 11 is effective for annual periods beginning on or after January 1, 2013. The REIT has not yet evaluated the impact of IFRS 11 on its consolidated financial statements.

Disclosure of Interests in Other Entities

IFRS 12 – *Disclosure of Interests in Other Entities* ("IFRS 12") provides the disclosure requirements for interests held in other entities including joint arrangements, associates, special purpose entities and other off balance sheet entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. The REIT has not yet evaluated the impact of IFRS 12 on its consolidated financial statements.

Fair Value Measurement

IFRS 13 – *Fair Value Measurement* ("IFRS 13") defines fair value, requires disclosure of fair value measurements and provides a framework for measuring fair value when it is required or permitted within the IFRS standards. IFRS 13 is effective for annual periods beginning on or after January 1, 2013. The REIT has not yet evaluated the impact of IFRS 13 on its consolidated financial statements.

Investments in Associates and Joint Ventures

IAS 28 – *Investments in Associates and Joint Ventures* ("IAS 28") is a revision of the existing standard and prescribes the accounting for investments and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 is effective for annual periods beginning on or after January 1, 2013. The REIT has not yet evaluated the impact of IAS 28 on its consolidated financial statements.

5. INCOME PRODUCING PROPERTIES

As at		**June 30, 2011**		December 31, 2010
Balance, January 1, 2011 and 2010	**$**	**155,907,020**	$	130,582,867
Acquisitions of income producing properties		**42,204,092**		21,543,553
Improvements to income producing properties		**677,636**		572,278
Expenditures on tenant incentives and direct leasing costs		**381,648**		457,029
Amortization of tenant incentives and direct leasing costs		**(94,237)**		(214,999)
Recognition of straight-line rent		**295,548**		316,904
Fair value gains		**402,892**		2,649,388
Balance, end of period	**$**	**199,774,599**	$	155,907,020

At the Transition Date, all income producing properties, which are classified as investment properties under IFRS, were fair valued by qualified external valuation professionals in accordance with IAS 40 – *Investment Property*.

At December 31, 2010, the properties were also fair valued by qualified external valuation professionals. The fair value at June 30, 2011 was determined internally by updating the data and assumptions used by the external valuation professionals for changes that occurred between January 1, 2011 and June 30, 2011.

The external valuation of the investment properties utilized the "Direct Capitalization" method. This method applies the capitalization rate to stabilized net operating income. At the Transition Date, capitalization rates ranging from 7.50% to 9.00% were used to determine stabilized value. At June 30, 2011 and December 31, 2010, capitalization rates ranging from 7.00% to 8.50% were used to determine stabilized value. The resulting stabilized value is then adjusted for factors including lost revenues and recoveries on vacant units; anticipated inducement and leasing commission costs of vacant units; and the present value of capital expenditures.

The aggregate cost of tenant incentives and direct leasing costs included in income producing properties are recognized as a reduction of rental income over the lease term, on a straight-line basis.

As at June 30, 2011, income producing properties included $1,092,549 (at December 31, 2010 - $823,345) of net straight-line rent receivables arising from the recognition of rental revenue on a straight-line basis over the lease term in accordance with IAS 17 – Leases.

2011 acquisitions

– Centuria Urban Village

On May 16, 2011, the REIT completed an acquisition of the majority of the retail units in Centuria Urban Village, a food and drug store anchored mixed-use retail and high-rise residential property located in Kelowna, British Columbia, for a cost of $9.4 million. The purchase has been funded by cash from the proceeds of the REIT's debenture offering and the REIT's bank credit facility.

– Shoppers Drug Mart Properties

On March 17, 2011, the REIT completed the acquisition of five properties in Manitoba and one in Québec aggregating approximately 104,000 square feet of gross leaseable area, for a cost of $32.9 million. The properties are fully occupied, primarily by Shoppers Drug Mart. The acquisition was partially funded by the assumption of existing mortgages with contractual values of $17.2 million. An above market interest rate adjustment of $1.5 million has been included in the determination of the total cost of this acquisition.

2010 acquisition – Wellington Southdale Plaza

On December 22, 2010, the REIT acquired Wellington Southdale Plaza located in London, Ontario, for a cost of $21.5 million. The REIT partially funded the acquisition by assuming an existing first mortgage and securing a second mortgage on the property in the amounts of $9.7 million and $2.3 million, respectively. An above market interest rate adjustment of $0.7 million has been included in the determination of the total cost of this acquisition.

Above market interest rate adjustments also increase the mortgages payable balances. This liability is amortized to financing costs, reducing the contractual interest expense, over the current term of the mortgage.

6. BANK CREDIT FACILITY

As at		**June 30, 2011**		December 31, 2010		January 1, 2010
Bank credit facility	**$**	**2,750,000**	$	-	$	20,500,000
Issue costs		**375,987**		320,619		280,862
Accumulated amortization of issue costs		**(324,079)**		(251,720)		(86,734)
Issue costs, net		**51,908**		68,899		194,128
Bank credit facility liability (deferred financing costs)	**$**	**2,698,092**	$	(68,899)	$	20,305,872

The REIT has a revolving operating and acquisition facility (the "Acquisition Facility") with a Canadian chartered bank. Pursuant to the terms of the Acquisition Facility, from time to time, the amount permitted to be drawn under the Acquisition Facility may be adjusted based on certain financial tests (including a loan-to-value ratio). The amount available to be drawn upon is calculated based on the value of a property that has been specified under the agreement. On May 16, 2011, the REIT specified the Centuria Urban Village property as security for this facility, providing a maximum amount of up to $5.8 million. During 2010 the Acquisition Facility was secured by the REIT's Cornwall Square shopping centre, providing a maximum amount of up to $26.0 million.

On May 16, 2011, the facility was renewed and the interest rate was revised to be equal to the Bank's prime rate plus 2.25% per annum or the Banker's Acceptance stamping fee plus 3.25% per annum. Prior to May 16, 2011, amounts drawn under the facility incurred interest at a rate equal to the Bank's prime rate plus 3.50% per annum or the Banker's Acceptance stamping fee plus 4.50% per annum.

The Acquisition Facility contains financial covenants with respect to maintaining a debt-to-gross book value ratio of no more than 75% as well as other tests customary for this type of facility.

7. OTHER ASSETS

The major components of other assets are as follows:

As at		**June 30, 2011**		December 31, 2010		January 1, 2010
Prepaid realty taxes and insurance	**$**	**934,154**	$	324,931	$	287,030
Deposits on income producing property acquisitions		**500,742**		2,683,584		-
Amounts held in escrow		**120,000**		120,000		-
Prepaid expenses and other		**398,680**		163,470		59,176
	$	**1,953,576**	$	3,291,985	$	346,206

8. ACCOUNTS RECEIVABLE

As at		**June 30, 2011**		December 31, 2010		January 1, 2010
Rents receivable	**$**	**708,549**	$	262,062	$	273,324
Unbilled recoveries and rents receivable		**107,319**		46,779		1,500
Other receivables		**3,687**		557		21,320
		819,555		309,398		296,144
Allowance for doubtful accounts		**(100,595)**		(40,699)		(38,333)
	$	**718,960**	$	268,699	$	257,811

The REIT records an allowance for doubtful accounts on tenant rent receivables on a tenant-by-tenant basis and on an individual basis for other receivables, using specific, known facts and circumstances that exist at the time of the analysis. See Note 20 for the REIT's exposure to credit risk regarding its receivables, and precautions taken to mitigate these risks.

9. MORTGAGES PAYABLE

As at		June 30, 2011		December 31, 2010		January 1, 2010
Mortgages payable	$	**114,516,660**	$	98,548,141	$	62,253,090
Corporate secured debt		**-**		8,600,000		10,000,000
		114,516,660		107,148,141		72,253,090
Unamortized above market interest rate adjustments		**2,074,176**		717,382		-
Unamortized commitment and other fees		**(726,774)**		(778,796)		(527,127)
	$	**115,864,062**	$	107,086,727	$	71,725,963
Non-current	$	**112,977,681**	$	104,942,506	$	70,427,173
Current		**2,886,381**		2,144,221		1,298,790
	$	**115,864,062**	$	107,086,727	$	71,725,963

Scheduled repayments of secured debt are as follows:

		Principal instalments		Principal maturing		Total
2011	$	1,423,689	$	-	$	1,423,689
2012		2,968,124		8,014,133		10,982,257
2013		2,826,347		17,027,933		19,854,280
2014		2,586,148		-		2,586,148
2015		2,560,815		32,267,407		34,828,222
Thereafter		3,697,618		41,144,446		44,842,064
Contractual obligations	$	16,062,741	$	98,453,919	$	114,516,660

(a) Mortgages payable

Mortgages payable are secured by the income producing properties to which they relate and some of the mortgages also have recourse to the REIT. The mortgages bear interest at effective rates ranging between 4.64% and 5.75% (December 31, 2010 – 4.64% and 5.75%; January 1, 2010 – 5.15% and 5.77%) per annum and contractual rates ranging between 4.57% and 6.70% (December 31, 2010 – 4.57% and 6.00%; January 1, 2010 – 5.17% and 5.65%) per annum with a weighted average effective interest rate of 5.24% (December 31, 2010 – 5.26%; January 1, 2010 – 5.48%) per annum and a weighted average interest rate, adjusted to market, of 5.14% (December 31, 2010 - 5.18%; January 1, 2010 - 5.41%) per annum, and mature at various dates between 2012 and 2021.

In March 2011, upon the acquisition of the Shoppers Drug Mart properties, the REIT assumed first mortgages on each of the six properties for a total of $17,212,633. The loans mature between 2015 and 2021 and have a weighted average interest rate, adjusted to market, of 4.9% per annum. The mortgages are secured by the properties.

During 2010 the following mortgages were obtained:

On the acquisition of Wellington Southdale Plaza, the REIT assumed a first mortgage loan in the amount of $9,690,414 secured by the property. The loan matures in 2016 and bears interest at a rate, adjusted to market, of 4.57% per annum. The amortization period of the loan from the date of acquisition (December 22, 2010) was 223 months or 18.6 years.

On the acquisition of Wellington Southdale Plaza, the REIT also acquired a second mortgage in the amount of $2,300,000 secured by a second mortgage on the property. The loan matures in 2016 and bears contractual interest at a rate of 4.57% per annum. The amortization period of the loan from the date of acquisition (December 22, 2010) was 300 months or 25 years.

During December 2010 the REIT acquired a first mortgage loan in the amount of $25,500,000, secured by a mortgage on the Cornwall property. The loan matures in 2015, bears contractual interest at a rate of 4.9% per annum, and has a 25 year amortization period.

(b) Corporate secured debt

At June 30, 2011 there was no corporate secured debt outstanding (December 31, 2010 - $8,600,000; January 1, 2010 - $10,000,000). The original $10,000,000 was comprised of two facilities (the “Facilities”).

During the three months ended March 31, 2011, the first facility was repaid, without penalty, from proceeds of new debt, maturing in 2016. It consisted of an $8,600,000 five-year facility maturing in 2013 that bears interest at 8.75% per annum.

The second facility was repaid, without penalty, during the year ended December 31, 2010. It consisted of a $1,400,000 five-year facility maturing in 2013 that bears interest at 8.75% per annum.

The Facilities required that the REIT maintain an overall debt-to-gross book value ratio of no more than 75% and were secured by (a) a first charge on the REIT’s three Rona properties located in Exeter, Seaforth and Zurich, Ontario; (b) second charges on the Méga Centre property, the Châteauguay property and the Canadian Tire properties; and (c) a general security agreement relating to the above properties.

10. DEBENTURES

As at		June 30, 2011		December 31, 2010		January 1, 2010
Debentures, excluding convertible feature	$	27,950,000	$	-	$	-
Issue costs		(2,146,762)				
Accumulated amortization of issue costs		164,338				
	$	25,967,576				
Fair value of convertible feature		750,000		-		-
	$	26,717,576	$	-	$	-

On March 8, 2011 the REIT closed its public offering of $25,000,000 in aggregate principal amount of 8.0% extendible convertible unsecured subordinated debentures, and on March 15, 2011 closed the overallotment option of the public offering for an additional $3,750,000 of similar debt, for a total issuance of $28,750,000 aggregate principal amount. The debentures bear interest at an annual rate of 8% payable semi-annually, in arrears, on March 31 and September 30 in each year commencing on September 30, 2011. The debentures mature on March 31, 2016.

The debentures are convertible into units of the REIT at the option of the holder at any time on the earlier of the maturity date, or the date fixed for redemption of debentures at a conversion price of $2.20 per unit.

The debentures may not be redeemed by the REIT before March 31, 2014, except in certain limited circumstances. During the period on or after March 31, 2014 to March 31, 2015 the debentures may be redeemed in part or in whole at the option of the REIT, at a price equal to the principal amount plus accrued and unpaid interest, if the weighted average of the trading price is not less than 125% of the conversion price for 20 consecutive days ending on the fifth trading day preceding the date on which the notice of redemption is given. On or after March 31, 2015 the debentures may be redeemed in whole or in part at the option of the REIT at a price equal to their principal amount plus accrued and unpaid interest.

The convertible feature of the debentures is an embedded derivative and is classified as a financial liability at FVTPL. At the issuance date, the fair value of the convertible feature of the debentures was determined by applying a convertible bond pricing model. At each reporting period, the model's variables are updated and the convertible feature is revalued. At June 30, 2011, the model incorporated a volatility variable of 21%, a risk free rate of 2%, and a credit spread of 5.7% on a continuing compounding basis. The resulting fair value estimate of the convertible feature of the debentures upon issuance and as at June 30, 2011, is $750,000 (2010 – nil).

Under IFRS, the underlying assets of the embedded derivative (i.e., units of the REIT) are not considered to be equity instruments, and as such the value of the convertible feature of outstanding debentures is included in liabilities in the statements of financial position. IAS 39 – *Financial Instruments: Recognition and Measurement* requires the liability to be revalued at each reporting period. Change in fair value is recognized in profit or loss.

The debentures, without the convertible feature, are classified as other financial liabilities and are measured at amortized cost of $25,967,576 at June 30, 2011 (2010 – nil). Including the fair value of the convertible feature of $750,000 (2010 - nil), the total liability of the REIT's debentures at June 30, 2011 is $26,717,576 (2010 – nil).

11. REVENUES FROM INCOME PRODUCING PROPERTIES

The REIT leases commercial retail properties under operating leases generally with lease terms of between one and fifteen years, with options to extend up to a further five years. Included in revenues from income producing properties are recoveries from tenants for the three and six months ended June 30, 2011 of $1,509,913 and $3,023,736 respectively (three and six months ended June 30, 2010 - $1,170,090 and $2,523,018 respectively), which represents the recovery of common area maintenance costs, realty taxes, insurance, and other permissible recoverable costs. Deducted from revenues are the amortization of tenant incentives and direct leasing costs.

As at June 30, 2011, the REIT is entitled under its non-cancellable tenant operating leases to the following minimum future receipts:

	Within 12 months	2 to 5 years	Over 5 years
Operating lease revenue	$ 14,524,444	$ 46,748,992	$ 48,400,365

12. OTHER TRANSACTION COSTS

Other transaction costs consist of expenses incurred on property acquisitions no longer pursued, costs incurred upon early extinguishment of debt, costs incurred to transition to IFRS reporting, and corporate transaction costs. Corporate transaction costs represent a portion of the legal, consulting and trustee fees and other costs associated with a strategic review process completed in the year ended December 31, 2010.

The strategic review process commenced in April 2009 with a mandate to identify strategic alternatives that would enhance unitholder value including, without limitation, entering into strategic alliances, the sale of all or some of the assets of Partners REIT, the purchase by others of some or all of the outstanding units of Partners REIT, including by existing major unitholders, the issuance of units of Partners REIT from treasury to others in exchange for either cash or non-cash consideration, and the recapitalization of Partners REIT to enable additional acquisitions and internalization of management of Partners REIT.

The strategic review process culminated in the change of sponsorship in which the prior sponsor, C.A. Bancorp Inc., sold all of its Partners REIT units to the new sponsor, IGW Public Limited Partnership (“IGW Public LP”), an affiliate of League Assets Corp. (“League”) on June 4, 2010. At the same time, LAPP Global Asset Management Corp., a wholly owned subsidiary of IGW Public LP, became the asset manager of Partners REIT.

13. FAIR VALUE GAINS AND LOSSES

The components of fair value gains (losses) are as follows:

	Three months ended June 30,		**Six months ended June 30,**	
	2011	2010	**2011**	2010
Income producing properties	**$ 90,752**	$ (1,025,155)	**$ 402,892**	$ (1,054,262)
Financial liabilities designated as FVTPL				
Deferred unit-based compensation	**1,000**	-	**1,000**	-
Convertible feature of debentures	**50,000**	-	**50,000**	-
Total fair value gains (losses)	**$ 141,752**	$ (1,025,155)	**$ 453,892**	$ (1,054,262)

14. PER UNIT CALCULATIONS

The table below presents the net income per unit and weighted average units outstanding calculations. Only dilutive elements have been included in the calculation of diluted per unit amounts.

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	**2011**	2010
Numerator				
Net income (loss) and comprehensive income (loss) - basic	**$ 1,011,425**	$ (1,024,268)	**$ 2,079,363**	$ (399,240)
(Loss) on fair value adjustment to unexercised deferred units	**(1,000)**	-	**(1,000)**	-
Net income (loss) and comprehensive income (loss) - diluted	**$ 1,010,425**	$ (1,024,268)	**$ 2,078,363**	$ (399,240)
Denominator				
Weighted average units outstanding - basic	**30,959,533**	18,529,623	**30,943,617**	18,509,671
Unexercised deferred units	**33,812**	-	**33,812**	-
Weighted average units outstanding - diluted(1)(2)	**30,993,345**	18,529,623	**30,977,429**	18,509,671

(1) *The calculation of diluted per unit amounts for the three months and six months ended June 30, 2011 and June 30, 2010 excludes options for 50,000 units from the unexcercised deferred units as their inclusion is anti-dilutive.*

(2) *The calculation of diluted per unit amounts for the three and six months months ended June 30, 2011 excludes convertible debentures as their inclusion is anti-dillutive (June 30, 2010 - no convertible debentures issued).*

Earnings (loss) per unit - basic	**$ 0.04**	$ (0.05)	**$ 0.07**	$ (0.02)
Earnings (loss) per unit - diluted	**$ 0.04**	$ (0.05)	**$ 0.07**	$ (0.02)

15. UNITHOLDERS' EQUITY

(a) Authorized units

The REIT is authorized to issue an unlimited number of units and special voting units. Each unit represents a single vote at any meeting of unitholders and entitles the unitholder to receive a pro rata share of all distributions. Units are redeemable at any time on demand for a price per unit (the "Redemption Price") as determined by a market formula. The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

Special voting units may only be issued in connection with or in relation to securities exchangeable, directly or indirectly, for units, in each case for the purpose of providing voting rights with respect to the REIT to the holders of such securities. Each special voting unit will entitle the holder thereof to that number of votes at any meeting of unitholders that is equal to the number of units that may be obtained upon the exchange of the exchangeable security to which it is attached. No special voting units are currently issued and outstanding.

(b) Public offering

On December 21, 2010, Partners REIT filed a prospectus with Canadian securities regulators to offer 4,680,000 units at $1.60 per unit by way of a public offering. The offering also granted an over-allotment option of up to an additional 468,000 units at $1.60 per unit on the same terms and conditions as the offering. Partners REIT issued 5,148,000 units under the offering for total raised capital of $8,236,800 and incurred issue costs of $1,765,993.

(c) Rights offering

On June 16, 2010, Partners REIT filed a prospectus with Canadian securities regulators to offer units to its unitholders by way of a $10,000,000 rights offering. Partners REIT distributed rights to subscribe for units to the unitholders of record on June 30, 2010. Each 2.5787 rights entitled the holder to purchase one unit at $1.39 per unit. The rights expired on July 23, 2010. In conjunction with the rights offering, Partners REIT entered into a standby purchase agreement. Partners REIT issued 7,110,089 units under the rights offering and standby purchase agreement for total raised capital of $9,883,024 and incurred issue costs of $1,467,945.

(d) Distributions

The REIT currently makes monthly cash distributions to unitholders in an amount of $0.01333 per unit, representing an annualized distribution of $0.16 per unit. The amount of the REIT's cash distributions is determined by, or in accordance with, the guidelines established from time to time by the Trustees. The REIT's Trustees have discretion in declaring distributions. Pursuant to the REIT's Declaration of Trust, it is the intention of the REIT's Trustees to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes under Part I of the Income Tax Act.

(e) Distribution reinvestment plan

The REIT has a Distribution Reinvestment and Optional Unit Purchase Plan ("the Plan") to enable Canadian resident unitholders to acquire additional units of the REIT:

(i) through the reinvestment of regular monthly distributions on all or any part of their units; and

(ii) once enrolled in the Plan, through optional cash payments subject to a minimum of $1,000 per month and a maximum of $12,000 per calendar year.

Units issued in connection with the Plan are issued directly from the treasury of the REIT at a price based on the volume-weighted average of the closing price for the 20 trading days immediately preceding the relevant distribution date. Participants receive "bonus units" in an amount equal in value to 5% (prior to June 16, 2011: 3%) of each cash distribution.

The REIT has reserved for issuance with the Exchange 2,000,000 additional units to accommodate the issuance of units under the Plan.

(f) Outstanding units

As at	**June 30, 2011**			December 31, 2010		
	Units		**Dollars**	Units		Dollars
Units outstanding, beginning of period	**30,909,067**	**$**	**69,848,343**	18,465,531	$	54,697,477
Units issued:						
Distribution reinvestment plan	**64,849**		**114,395**	185,447		271,170
Public offering	-		-	5,148,000		8,236,800
Rights offering	-		-	7,110,089		9,883,024
Unit issue costs	-		**(3,180)**	-		(3,240,128)
Units cancelled:						
Normal course issuer bid	-		**-**	-		-
Cancellation costs	-		**-**	-		-
Units outstanding, end of period	**30,973,916**	**$**	**69,959,558**	30,909,067	$	69,848,343

16. DEFERRED UNIT-BASED COMPENSATION

The REIT's incentive unit option plan provides that the maximum number of units which may be reserved and set aside for issue under the incentive unit option plan shall not exceed 10% of the issued and outstanding units at the time of the option grant (on a non-diluted basis). Options issued by the REIT vest evenly over three years and expire five years after the grant date.

Deferred unit-based compensation is comprised of the following:

	Six months ended June 30, 2011			Year ended December 31, 2010		
	Units		**Weighted Average Exercise Price**	Units		Weighted Average Exercise Price
Options outstanding, beginning of period	**50,000**	**$**	**3.45**	1,218,000	$	3.26
Options granted	**1,020,000**		**1.75**	-		-
Options canceled	**-**		**-**	(1,168,000)		3.12
Options outstanding, end of period	**1,070,000**	**$**	**1.83**	50,000	$	3.45
Options exercisable, end of period	**50,000**	**$**	**3.45**	50,000	$	3.45

On February 28, 2011, the REIT granted 1,020,000 options under its unit option plan with an exercise price of $1.75 per unit (2010 – nil).

At the grant date, the options each had a weighted average fair value of $0.10 determined by applying a binomial option pricing model. At each reporting period, the model's variables are updated and the options are revalued. At June 30, 2011, the model incorporated a volatility variable of 21% (calculated based on an exponentially weighted moving average of weekly historical trade prices of underlying units experienced over a time period reflecting the remaining life of the option), a dividend yield of 9% (annual distributions divided by current price of underlying units), a risk free rate of 2% (Bank of Canada five year bond rate), an employee exit rate of 5% (as determined by reference to past experience of the REIT's asset manager), and an exercise multiple of 2.5 times (as determined by reference to past experience of the REIT's asset manager). The resulting total compensation estimate of $103,000 is charged to expense over the vesting period of the options granted by using the graded vesting method.

Under IFRS, the underlying assets of the options (i.e., units of the REIT) are not considered to be equity instruments, and as such the unexercised, outstanding options are included as liabilities in the statements of financial position. IAS 39 – *Financial Instruments: Recognition and Measurement* requires the liability to be revalued at each reporting period. Changes to the fair value is recognized in profit or loss such that the cumulative expense reflects the amount amortized to date over the vesting period if the amortized amount was otherwise re-calculated at the end of the reporting period.

As at June 30, 2011, the fair value of the deferred unit-based compensation liability is $32,000 (2010 – nil). During the six months ended June 30, 2011 the REIT recorded $33,000 of employee compensation expense (2010 – nil).

The weighted average remaining contractual life at June 30, 2011 for the exercisable unit options is approximately 1.2 years (December 31, 2010 – approximately 1.7 years).

17. INCOME TAXES

On June 22, 2007, Bill C-52, The Budget Implementation Act 2007 (“Bill C-52”), received Royal Assent for the federal income taxation of certain publicly listed or traded trusts, other than real estate investment trusts (the “SIFT legislation”).

As currently structured, management determined that the REIT qualifies as a real estate investment trust under the SIFT legislation and therefore is not subject to tax under the SIFT legislation. As a result, no provision for income taxes is required. Should it be found that the REIT fails to qualify as a real estate investment trust or undertakes subsequent activities that cause it to fail to qualify, the SIFT legislation would allow the failure to be remedied within the taxation year so that the REIT will not be subject to tax in the following taxation year. Pursuant to the REIT’s Declaration of Trust, the REIT intends to distribute all taxable income to its unitholders and to deduct these distributions for income tax purposes.

18. CAPITAL MANAGEMENT

The REIT actively manages both its debt capital[1] and its equity capital with the objectives of ensuring that the REIT can continue to grow and operate its business.

The real estate industry is capital intensive by nature. As a result, debt capital is a very important aspect in managing the business. In addition, financial leverage is used to enhance returns from purchased real estate. Part of the REIT’s objectives in securing mortgages for its properties and managing its long-term debt is to stagger the maturities in order to mitigate short-term volatilities in the debt markets. As well, given the importance of debt capital to real estate entities, the REIT monitors its debt-to-gross book value ratio, a ratio that has become a common industry metric reviewed by analysts, unitholders and others within the industry. The REIT does not have a specific debt-to-gross book value threshold imposed on it in its Declaration of Trust; however the REIT’s bank credit facility imposes a restriction on the REIT’s debt-to-gross book value ratio, at a maximum of 75%. The debt-to-gross book value ratio is measured as the REIT’s total debt, including mortgages payable, corporate secured debt, unsecured debt and bank credit facility, divided by the gross book value of its assets.

At June 30, 2011, the REIT is in compliance with its debt-to-gross book value ratio at 67.6%, (December 31, 2010 – 60.1%, January 1, 2010 – 63.2%), which is calculated as follows:

As at	**June 30, 2011**	December 31, 2010	January 1, 2010
Debt			
Gross value of secured debt [2]	**$ 114,516,660**	$ 107,148,141	$ 72,253,090
Gross value of unsecured debt	**27,950,000**	-	-
Amounts drawn on available bank credit facility	**2,750,000**	-	20,500,000
	$ 145,216,660	$ 107,148,141	$ 92,753,090
Gross Book Value of Assets			
Original cost of income producing properties	**$ 212,116,641**	$ 167,837,271	$ 145,094,494
Book value of all other assets	**2,672,536**	10,429,926	1,678,782
	$ 214,789,177	$ 178,267,197	$ 146,773,276
Debt-to-Gross Book Value	**67.6%**	60.1%	63.2%

[1] debt capital refers to secured debt, unsecured debt and bank credit facility, excluding the value of the debentures’ convertible feature.

[2] represents actual balance of mortgages and corporate secured debt without netting the unamortized balance of the financing fees.

In terms of the REIT's equity capital, the REIT issues equity when it is available and appropriate to replenish cash, for acquisitions, or other uses. The REIT has access to an Acquisition Facility, which may be used to fund the equity portion of acquisitions as well as to fund general working capital requirements.

The REIT currently makes monthly cash distributions to unitholders in an amount of $0.01333 per unit, representing an annualized distribution of $0.16 per unit. In accordance with the REIT's Declaration of Trust, the REIT's Trustees have discretion in declaring distributions. Pursuant to the REIT's Declaration of Trust, it is the intention of the REIT's Trustees to make distributions in an amount not less than the amount necessary to ensure that the REIT will not be liable to pay income tax under Part I of the Tax Act. As a result of the REIT incurring a loss under Part I of the Tax Act for 2010, all of the distributions paid in 2010 were considered discretionary.

19. FINANCIAL INSTRUMENTS

Fair value is the amount that arm's length parties are willing to exchange a financial instrument based on the current market for instruments with the same risk, principal and remaining maturity. The fair values of the REIT's financial instruments were determined as follows:

(a) Short-term assets and liabilities

The carrying amounts for cash, accounts receivable, accounts payable, bank credit facility and other liabilities approximate their fair values due to the short-term nature of these items.

(b) Mortgages payable

The fair value of secured debt is based on discounted future cash flows, using interest rates ranging between 3.99% and 4.91% that reflect current market conditions for instruments of similar term and risk. The fair value of the secured debt is approximately $116,000,000 at June 30, 2011 (December 31, 2010 - $109,000,000; January 1, 2010 - $71,000,000).

(c) Debentures

The debenture, without the convertible feature, is classified as other financial liabilities and measured at amortized cost. The fair value of the debentures are approximately $27,950,000 at June 30, 2011 (December 31, 2010 - nil; January 1, 2010 - nil).

(d) Embedded derivatives

The convertible feature of the debentures is an embedded derivative and is classified as a financial liability at FVTPL. The fair value of the embedded derivatives is approximately $750,000 at June 30, 2011 (December 31, 2010 - nil; January 1, 2010 - nil).

(e) Deferred unit-based compensation

The unit option plan is classified as a financial liability at FVTPL. The fair value of the deferred unit-based compensation liability is approximately $32,000 at June 30, 2011 (December 31, 2010 - nil; January 1, 2010 - nil).

Financial instruments measured at fair value in the statements of financial position are classified based on a three-level hierarchy that reflects the significance of the inputs used when determining the fair value as follows:

- Level 1- determined by reference to quoted prices in active markets for identical assets and liabilities;
- Level 2- determined by using inputs other than the quoted prices that are observable for the asset or liability, either directly or indirectly; and
- Level 3- determined using inputs that are not based on observable market data.

In accordance with the three-level hierarchy of financial instruments measured at fair value on the consolidated statement of financial position, at June 30, 2011 the REIT has included cash of nil in the Level 1 category (December 31, 2010 - $6,869,242, and January 1, 2010 - $1,074,765). Also included in the Level 2 category are the embedded derivatives related to the debentures of $750,000 (2010 – nil) and deferred unit-based compensation of $32,000 (2010 – nil).

The following table shows the contractual cash flows (including principal and interest) on all of the REIT's non-derivative financial liabilities:

	2011	2012	2013	2014	2015	Thereafter	Total
Mortgages payable							
Interest	$ 2,942,308	$ 5,951,578	$ 5,162,010	$ 4,303,225	$ 3,950,111	$ 3,705,988	$ 26,015,220
Principal payments	1,423,687	2,968,124	2,826,347	2,586,150	2,560,815	3,697,618	16,062,741
Balances due on maturity	-	8,014,133	17,027,933	-	32,267,407	41,144,446	98,453,919
Debentures							
Interest	1,150,000	2,300,000	2,300,000	2,300,000	2,300,000	1,150,000	11,500,000
Balances due on maturity	-	-	-	-	-	28,750,000	28,750,000
Accounts and distributions payable and other liabilities	3,511,830	-	-	-	-	-	3,511,830
Total	$ 9,027,825	$ 19,233,835	$ 27,316,290	$ 9,189,375	$ 41,078,333	$ 78,448,052	$ 184,293,710

20. RISK MANAGEMENT

In the normal course of business, the REIT is exposed to a number of risks that can materially affect its operating performance.

(a) Interest rate risk

The REIT is exposed to interest rate risk when funds are drawn under the Acquisition Facility, which has a floating rate of interest. An increase in interest rates would increase the interest cost of the REIT's Acquisition Facility and have an adverse effect on the REIT's comprehensive income and earnings per unit. Based on the outstanding balance of the Acquisition Facility at June 30, 2011, a 1% increase or decrease in the Bank's prime rate would have an impact of $27,500 on the REIT's annual interest expense (December 31, 2010 – no impact).

The REIT structures its fixed rate financing so as to stagger the maturities of its mortgages, thereby minimizing exposure to future interest rate fluctuations.

(b) Credit risk

Credit risk arises from the possibility that tenants may experience financial difficulty and be unable to fulfill their lease commitments. The REIT attempts to mitigate this risk by conducting credit assessments on new lessees, by ensuring that its tenant mix is diversified and by limiting its exposure to any one tenant. The maximum credit risk exposure at June 30, 2011, December 31, 2010 and January 1, 2010 relates to the carrying value of the accounts receivable balance without taking into account any collateral held or other credit enhancements. Collateral held on certain leases are letters of credit or security deposits from the tenants. Refer to Note 8 for details of accounts receivable.

(c) Liquidity risk

Liquidity risk arises from the possibility of not having sufficient debt and equity capital available to the REIT to fund future growth, refinance debts as they mature or meet the REIT's payment obligations as they arise. Furthermore, liquidity risk also arises from the REIT not being able to obtain financing or refinancing on favourable terms.

The REIT's main liquidity requirements arise from ongoing working capital requirements, debt servicing and repayment obligations, capital and leasing expenditures on existing properties, property acquisitions and distributions to unitholders. All of the aforementioned liquidity requirements, except for debt repayment obligations at maturity and property acquisitions, are generally funded from cash flows from operations or from drawing on the REIT's Acquisition Facility. Debt repayment obligations (see Notes 9 and 10) are generally funded from refinancing the related debt and property acquisitions are generally funded from equity raises as well as obtaining debt financing on the related property. Between capital raises, the REIT may use its Acquisition Facility to fund the equity portion of property acquisitions.

The REIT's financial condition and results of operations would be adversely affected if it were unable to obtain financing/refinancing or cost-effective financing/refinancing, or if it were unable to meet its other liquidity requirements from ongoing operating cash flows.

The REIT attempts to mitigate its liquidity risk by staggering the maturities of its debt. As well, the REIT's distributions are made at the discretion of the REIT's Trustees. Finally, the REIT doesn't enter into property acquisitions unless it has secured or knows that it can secure the appropriate capital (debt and equity) to fund the particular acquisition.

21. RELATED PARTY TRANSACTIONS

The REIT enters into related party transactions with IGW Public LP and LAPP, the REIT's major unitholder and asset manager, respectively. Prior to June 4, 2010, the REIT's major unitholder and asset manager was C.A. Bancorp ("CAB") and C.A. Realty Management Inc. ("CA Realty"), respectively. Transactions with CAB and CA Realty prior to June 4, 2010 are included as related party transactions. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(a) Management agreement

Effective June 4, 2010, the REIT formalized management arrangements with LAPP (the "Manager"), a wholly-owned subsidiary of IGW Public LP. Pursuant to the management agreement, the Manager will provide the REIT with strategic, advisory, asset management and administrative services in exchange for an annual management fee equal to 0.30% of the "adjusted book value" of the REIT's assets, paid quarterly in arrears, and an acquisition fee equal to 0.50% of the "property cost" of each property acquired by the REIT. In addition, the management agreement allows for property management fees and expenses to be paid to the Manager, or affiliate thereof, at market rates as approved by the independent Trustees.

The initial term of the management agreement is for a three year period, expiring on June 3, 2013. Upon expiry of the initial term, the management agreement will renew automatically for successive three year terms, unless terminated in accordance with its terms. The management agreement also provides that the management agreement may be terminated if the independent Trustees make the decision to employ individuals directly by the REIT rather than by the Manager, where the independent Trustees determine the cost of doing so would be less on an annual basis than the fees paid to the Manager under the management agreement. The management agreement provides each party with termination rights, the exercise of which may, in certain situations, require the REIT to pay a termination fee equal to two times the annual management fee paid in respect of the last full calendar year prior to the date of termination.

In accordance with the management agreement, the Manager is providing the services of certain executives, consultants and other employees to the REIT. As the REIT grows, the Manager will provide additional executives to the REIT in order to fulfill its obligations under the management agreement as recommended by the Trustees and agreed to by the Trustees and the Manager. All costs associated with executives and personnel shall be borne by the Manager. In accordance with the terms of the management agreement, the Manager is required to consult with the independent Trustees with regard to compensation decisions for executives who devote substantially all of their time to the business of the REIT. In the event that any executive providing services to the REIT ceases to do so for any reason, the Manager will replace such individual with another employee with similar qualifications and experience.

Under the terms of the current management agreement and the old management agreement with C.A. Realty, the REIT has incurred the following fees:

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	**2011**	2010
Acquisition fees	**$ 44,550**	$ -	**$ 199,400**	$ -
Management fees	**253,369**	114,549	**411,667**	226,549
	$ 297,919	$ 114,549	**$ 611,067**	$ 226,549

The acquisition fees were capitalized to income producing properties in the consolidated statements of financial position, in accordance with IAS 40 – *Investment Properties*. The management fees were charged to general and administrative expenses in the consolidated statements of comprehensive income.

In connection with entering into the management agreement, the Manager and League Assets LP and IGW Public LP (collectively referred to as the “Restricted Parties”) entered into a non-competition agreement with the REIT. Pursuant to the non-competition agreement, each of the Restricted Parties agreed that it will not, and will cause its affiliates not to, directly or indirectly: (i) create, manage or provide restricted management services to another person who carries on the primary business of the acquisition, development and/or management of “retail properties” or “mixed-use retail properties” (the retail properties and mixed-use retail properties collectively are referred to as the “Restricted Real Estate Assets”); (ii) purchase any Restricted Real Estate Asset or develop any property that, on completion of development, will be a Restricted Real Estate Asset; or (iii) provide strategic, advisory and asset management services for any Restricted Real Estate Asset the equity interests in which are not all held by the Restricted Parties or their respective affiliates. Exceptions from the foregoing include the purchase of properties or the making of investments that have been first offered to the REIT and which the REIT notified the Restricted Party that it was not interested in pursuing.

The non-competition agreement remains in effect until the earlier of: (i) six months after the termination of the management agreement in certain circumstances; or (ii) the date of termination of the management agreement under other circumstances.

(b) Related party balances

Amounts owing to the Manager and other related parties at June 30, 2011 are $210,758 (December 31, 2010 - $324,480; prior manager at January 1, 2010 - $95,165). These amounts have been classified in accounts payable and other liabilities, and consist of outstanding management fees, acquisition fees and net reimbursements payable.

22. SUBSEQUENT EVENTS

(a) Purchase of Place Desormeaux

In August 2011, the REIT expects to complete the acquisition of Place Desormeaux, a 250,000 square foot enclosed shopping centre located in Longueuil, Quebec, for an aggregate purchase price of $32.2 million. The purchase will be funded by the placement of a $23.0 million mortgage bearing interest at 4.25% with a 58 month term to maturity. The remainder of the purchase will be financed from draws from the REIT’s lines of credit.

(b) *Purchase of Evergreen Mall*

In August 2011, the REIT expects to complete the acquisition of Evergreen Mall, a combined 88,180 square foot open-air shopping centre, located in Sooke, British Columbia, for an aggregate purchase price of $15.9 million. The purchase will be funded by the assumption of a $10.5 million mortgage bearing interest at 175 basis points over the Bank of Canada prime rate maturing in five years. The remainder of the purchase will be financed from draws from the REIT's lines of credit.

(c) *Second Mortgage on Shoppers Drug Mart Properties*

On July 14, 2011 the REIT drew upon a second mortgage in the amount of $4,000,000 secured on the Shoppers Drug Mart properties. It is an interest only loan maturing April 30, 2013 and bears interest at a floating rate of Royal Bank Prime plus 4%.

23. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were approved and authorized for issue by the Board of Trustees on August 8, 2011.