Condensed Consolidated Financial Statements of

PARTNERS REAL ESTATE INVESTMENT TRUST

For the three and nine months ended September 30, 2012

(unaudited)

PARTNERS REAL ESTATE INVESTMENT TRUST
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PARTNERS REAL ESTATE INVESTMENT TRUST

Condensed Consolidated Statements of Financial Position

unaudited (Cdn $)

As at		**September 30, 2012**		December 31, 2011
ASSETS				
Non-current assets				
Income producing properties (Note 3)	**$**	**414,322,008**	$	258,510,224
		414,322,008		258,510,224
Current assets				
Note receivable (Note 4)		**7,909,000**		-
Other assets (Note 5)		**4,411,514**		4,526,314
Accounts receivable (Note 6)		**1,367,730**		868,733
Cash		**14,486,136**		1,842,769
		28,174,380		7,237,816
	$	**442,496,388**	$	265,748,040
LIABILITIES				
Non-current liabilities				
Mortgages payable (Note 7)	**$**	**209,510,915**	$	152,598,529
Convertible debentures (Note 8)		**61,145,969**		26,889,496
Credit facilities (Note 9)		**257,868**		18,545,886
		270,914,752		198,033,911
Current liabilities				
Mortgages payable (Note 7)		**10,606,442**		3,920,157
Accounts payable and other liabilities		**5,947,803**		4,891,719
Distributions payable		**1,160,258**		425,879
		17,714,503		9,237,755
		288,629,255		207,271,666
Exchangeable LP units (Note 10)		**2,472,500**		2,070,000
		291,101,755		209,341,666
UNITHOLDERS' EQUITY		**151,394,633**		56,406,374
	$	**442,496,388**	$	265,748,040

Subsequent Events (Note 22)

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

PARTNERS REAL ESTATE INVESTMENT TRUST

Condensed Consolidated Statements of Comprehensive Income

unaudited (Cdn $)

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	**2012**	2011
Revenues from income producing properties (Note 11)	**$ 11,195,642**	$ 6,157,707	**$ 31,575,199**	$ 16,695,709
Property operating expenses	**(1,504,909)**	(887,817)	**(4,453,846)**	(2,434,500)
Realty taxes	**(2,203,324)**	(1,058,972)	**(6,251,700)**	(3,189,594)
Property management fees	**(220,245)**	(108,923)	**(605,295)**	(399,305)
	7,267,164	4,101,995	**20,264,358**	10,672,310
Other expenses:				
Financing costs	**3,568,119**	2,675,790	**10,203,304**	6,521,120
General and administrative expenses	**698,016**	391,758	**1,980,292**	1,212,105
Other transaction costs	**5,568**	34,810	**48,444**	313,978
	4,271,703	3,102,358	**12,232,040**	8,047,203
Income before fair value gains	**2,995,461**	999,637	**8,032,318**	2,625,107
Fair value gains (Note 12)	**530,714**	1,113,602	**2,683,324**	1,567,494
Net income and comprehensive income	**$ 3,526,175**	$ 2,113,239	**$ 10,715,642**	$ 4,192,601
EARNINGS PER UNIT (Note 13)				
Basic and diluted	**$ 0.16**	$ 0.27	**$ 0.59**	$ 0.54

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 (Cdn $)

	Three months ended September 30, 2012	Three months ended September 30, 2011	Nine months ended September 30, 2012	Nine months ended September 30, 2011
Trust Units (Note 14)				
BALANCE, BEGINNING OF PERIOD	**$ 161,172,573**	$ 69,959,558	**$ 70,108,603**	$ 69,848,343
Issuance of units under alternate compensation plan (Note 16)	**16,005**	-	**33,510**	-
Issuance of units under incentive unit option plan	**-**	-	**92,250**	-
Issuance of units under private offering, net of costs	**(194,596)**	-	**47,876,595**	-
Issuance of units under public offering, net of costs	**(180,907)**	-	**42,654,108**	-
Issuance of units under rights certificates, net of costs	**2,222,940**	-	**2,222,940**	-
Issuance of units under distribution reinvestment plan, net of costs	**230,447**	78,778	**447,977**	189,994
Toronto Stock Exchange fees	**(12,714)**	-	**(182,235)**	-
BALANCE, END OF PERIOD	**163,253,748**	70,038,336	**163,253,748**	70,038,337
Contributed Surplus				
BALANCE, BEGINNING OF PERIOD	**565,080**	569,830	**569,830**	569,830
Cost of units issued under incentive unit option plan	**-**	-	**(4,750)**	-
BALANCE, END OF PERIOD	**565,080**	569,830	**565,080**	569,830
Deficit and Accumulated Other Comprehensive Loss				
BALANCE, BEGINNING OF PERIOD	**(12,517,364)**	(16,957,658)	**(14,272,059)**	(16,557,825)
Net income and comprehensive income	**3,526,175**	2,113,239	**10,715,642**	4,192,601
Distributions to unitholders	**(3,433,006)**	(1,243,624)	**(8,867,778)**	(3,722,820)
BALANCE, END OF PERIOD	**(12,424,195)**	(16,088,043)	**(12,424,195)**	(16,088,044)
TOTAL UNITHOLDERS' EQUITY	**$ 151,394,633**	$ 54,520,123	**$ 151,394,633**	$ 54,520,123

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 (Cdn $)

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	**2012**	2011
OPERATING ACTIVITIES				
Net income	**$ 3,526,175**	$ 2,113,239	**$ 10,715,642**	$ 4,192,601
Adjusted for non-cash items:				
Fair value gains	**(530,714)**	(1,113,602)	**(2,683,324)**	(1,567,494)
Employee options costs	**4,000**	11,000	**83,000**	27,000
Alternate compensation plan costs (Note 16)	**16,005**	-	**33,510**	-
Straight-line rent	**(453,411)**	(163,978)	**(906,660)**	(459,526)
Amortization of tenant incentives and direct leasing costs	**309,583**	35,951	**449,769**	130,188
Amortization of deferred financing costs	**435,027**	97,718	**1,072,563**	435,235
Net change in working capital (Note 15)	**(255,302)**	(684,716)	**(120,326)**	(1,759,954)
Cash flow provided by operating activities	**3,051,363**	295,612	**8,644,174**	998,050
FINANCING ACTIVITIES				
Proceeds from mortgages	**-**	51,000,000	**61,700,000**	51,000,000
Financing costs of mortgages	**(25,038)**	(932,281)	**(465,238)**	(1,103,863)
Principal repayments on mortgages	**(1,511,682)**	(704,831)	**(3,922,695)**	(10,548,945)
Proceeds from debenture issuance	**34,500,000**	-	**34,500,000**	28,750,000
Cost to issue debentures	**(1,710,366)**	(8,393)	**(1,710,366)**	(2,155,155)
Drawdowns on credit facilities	**-**	5,700,000	**14,000,000**	8,450,000
Repayments of credit facilities	**(20,700,000)**	(2,750,000)	**(32,700,000)**	(2,750,000)
Financing fees on credit facilities	**-**	(2,705)	**(249,205)**	(58,073)
Proceeds from private offering (Note 14)	**-**	-	**40,317,346**	-
Proceeds from public offering (Note 14)	**-**	-	**45,704,571**	-
Cost to issue units	**(390,147)**	(1,590)	**(5,110,482)**	(4,770)
Proceeds from incentive unit option plan issuance	**-**	-	**87,500**	-
Distributions to unitholders	**(3,200,629)**	(1,162,701)	**(8,405,749)**	(3,526,056)
Cash flow provided by financing activities	**6,962,138**	51,137,499	**143,745,682**	68,053,138
INVESTING ACTIVITIES				
Acquisitions of income producing properties, net of non-cash transactions	**-**	(49,154,573)	**(142,596,237)**	(72,666,453)
Improvements to income producing properties	**(567,556)**	(124,847)	**(780,345)**	(802,483)
Expenditures on tenant incentives and direct leasing costs	**(794,489)**	(179,176)	**(913,573)**	(560,824)
Net proceeds from notes receivable dispositions	**-**	-	**4,509,700**	-
Cash from notes receivable principal repayments	**-**	-	**33,966**	-
Cash flow used in investing activities	**(1,362,045)**	(49,458,596)	**(139,746,489)**	(74,029,760)
NET INCREASE (DECREASE) IN CASH DURING THE PERIOD	**8,651,456**	1,974,515	**12,643,367**	(4,978,572)
CASH (BANK INDEBTEDNESS), BEGINNING OF PERIOD	**5,834,680**	(83,845)	**1,842,769**	6,869,242
CASH, END OF PERIOD	**$ 14,486,136**	$ 1,890,670	**$ 14,486,136**	$ 1,890,670
Non-cash transactions				
Secured debt assumed with acquisitions of properties	**$ -**	$ -	**$ 4,648,633**	$ 17,212,633
Market interest rate adjustment to property acquisition costs	**-**	-	**1,931,282**	1,479,580

Supplemental cash flow information (Note 15)

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

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 May 11, 2012. The address of its registered office and principal place of business is 710 Redbrick Street, Suite 200, Victoria, British Columbia, V8T 5J3. The principal business activity of Partners REIT is acquiring, developing and operating commercial retail properties. The units of the REIT are listed on the Toronto Stock Exchange as of April 3, 2012 (the "TSX") and trade under the symbol "PAR.UN". Prior to April 3, 2012, the REIT's units were listed on the TSX Venture Exchange under the same symbol.

On February 14, 2012 the REIT completed a 1 for 4 consolidation of units. The unit and per unit information presented in these condensed consolidated financial statements have been prepared on a post-consolidation basis.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance to and comply with International Accounting Standards 34-*Interim Financial Reporting* "IAS 34" as issued by the International Financial Accounting Standards Board "IASB" using the accounting policies the REIT adopted in its consolidated financial statements as at and for the year ended December 31, 2011, and with additional accounting policies as disclosed below (collectively the "accounting policies"). The accounting policies are based on the International Financial Reporting Standards "IFRS" and International Financial Reporting Interpretations Committee "IFRIC" interpretations that were applicable at that time. These accounting policies have been applied consistently to all periods presented in these condensed consolidated financial statements, and have been applied consistently throughout the consolidated entities.

These condensed consolidated financial statements are presented in Canadian dollars, which is the REIT's functional and presentation currency. These condensed consolidated financial statements should be read in conjunction with the REIT's 2011 annual consolidated financial statements.

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and income producing properties that are measured at fair value as explained in the accounting policies and incorporate the accounts of the REIT and its subsidiaries. Subsidiaries are all entities over which the REIT has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The results of subsidiaries are included in the REIT's statement of comprehensive income from the date of acquisition, or in the case of disposals, up to the date of disposal. All transactions and balances between the REIT and its subsidiaries have been eliminated on consolidation.

The preparation of these condensed consolidated financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the REIT's accounting policies. The areas involving a high degree of judgment or complexity are areas where assumptions and estimates are significant to these condensed consolidated financial statements. The critical accounting estimates and judgments have been set out in Note 2 to the REIT's audited consolidated financial statements for the year ended December 31, 2011.

(b) Note receivable

The note receivable is classified as loans and receivables and represents a financial asset accounted for at amortized cost, using the effective interest method, less any impairment.

(c) Recent accounting pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning January 1, 2012 or later periods. The standards are consistent with those disclosed in the REIT's audited consolidated financial statements for the year ended December 31, 2011.

3. INCOME PRODUCING PROPERTIES

As at	**September 30, 2012**	December 31, 2011
Balance, beginning of period	**$ 258,510,224**	$ 155,907,020
Acquisitions of income producing properties	**149,176,151**	96,217,178
Improvements to income producing properties	**780,345**	968,277
Expenditures on tenant incentives and direct leasing costs	**913,573**	1,102,764
Amortization of tenant incentives and direct leasing costs	**(449,769)**	(228,223)
Recognition of straight-line rent	**906,660**	599,582
Fair value gains	**4,484,824**	3,943,626
Balance, end of period	**$ 414,322,008**	$ 258,510,224

Income producing properties, which are classified as investment properties under IFRS, are appraised at fair value by qualified external valuation professionals ("Appraisers") in accordance with IAS 40 – *Investment Properties*. The Appraisers are independent valuation firms not related to the REIT, who employ valuation professionals who are members of the Appraisal Institute of Canada and the Ordre des évaluateurs agréés du Québec, and who have appropriate qualifications and experience in the valuation of properties in the relevant locations.

External valuations were obtained from the Appraisers for a cross section of properties based on different geographical locations and markets across the REIT's portfolio, as determined by the REIT's management.

For the nine months ended September 30, 2012, external appraisals were obtained for five of the REIT's properties with an aggregate fair value of $46.2 million; representing 11.1% of the fair value of the income producing property portfolio as of that date. The value of the remainder of the REIT's income producing property portfolio was determined internally by the REIT using the same assumptions and valuation techniques used by the Appraisers.

At December 31, 2011, external appraisals were obtained for four of the REIT's properties with an aggregate fair value of $44.8 million, representing 17.3% of the fair value of the income producing property portfolio as of that date. The value of the remainder of the REIT's income producing property portfolio was determined internally by the REIT using the same assumptions and valuation techniques used by the Appraisers.

The external valuation of the income producing properties utilized the "Direct Capitalization" method. This method applies the capitalization rate to stabilized net operating income. The resulting stabilized value is 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. Fair values are most sensitive to change in capitalization rates.

The following table outlines the range and weighted average of the capitalization rates used to determine stabilized net operating income for the REIT's properties:

As at	**September 30, 2012**	December 31, 2011
Capitalization rates		
Maximum	**8.50%**	8.50%
Minimum	**6.50%**	6.75%
Weighted Average	**7.19%**	7.55%

At September 30, 2012, a 0.50% increase in capitalization rates for income producing properties would decrease the fair value by $26.5 million (December 31, 2011 - $15.9 million) and a 0.50% decrease in capitalization rates would increase the fair value by $30.4 million (December 31, 2011 - $18.1 million).

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 September 30, 2012, income producing properties included $2.3 million (at December 31, 2011 - $1.4 million) 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*.

2012 acquisitions

- *Washington Park Shopping Centre*

On June 15, 2012, the REIT completed the acquisition of Washington Park Shopping Centre, a two building 32,912 square foot open-air shopping centre located in Courtenay, British Columbia. The REIT paid $11.95 million for the property and was funded by a $7.5 million mortgage with interest at 3.84% over a 5-year term. The balance was paid with cash proceeds from a bought deal equity offering.

- *Grand Bend Towne Centre*

On April 30, 2012, the REIT completed the acquisition of Grand Bend Towne Centre, an existing 41,605 square foot shopping centre located in Grand Bend, Ontario. The REIT paid approximately $7.9 million for the property and was funded by the assumption of an existing mortgage on the property in the amount of $3.2 million, which was further increased by $0.8 million for a total mortgage of $4.0 million. The mortgage matures in July 2017 and has a contractual rate of interest of 5.12% per annum. The balance of the acquisition was paid from the REIT's available funds on hand.

- *Quinte Crossroads*

On March 29, 2012, the REIT completed the acquisition of Quinte Crossroads, a new development consisting of an 88,319 square foot four building power centre on 14.26 acres, in Belleville, Ontario. The REIT paid approximately $21.3 million for the property with $14.2 million funded through a new ten-year mortgage that bears interest at 4.06% per annum, and the balance was paid with available cash on hand.

- *King George Square*

On February 14, 2012, the REIT completed the acquisition of King George Square, an existing 67,100 square foot open-air centre comprised of three buildings and located on the west side of King George Road which traverses Brantford, Ontario's traditional retail node. The REIT paid approximately $16.4 million for the property. This acquisition and the acquisition of Crossing Bridge Square, as noted below, were satisfied by a new one-year bank credit facility of $14.0 million bearing interest at a rate equal to the Canadian Imperial Bank of Commerce ("CIBC") prime rate plus 1.50% for the initial six months and the CIBC prime rate plus 2.00% for the remainder of the term, with the balance paid from the REIT's available cash on hand.

- *Thunder Centre*

On February 14, 2012, the REIT completed the acquisition of Thunder Centre, an existing 168,000 square foot power centre comprised of two big-box stores and five multi-tenant retail strips located in the primary retail node of Thunder Bay, Ontario. The REIT paid approximately $38.2 million for the property and was funded by the assumption of a first mortgage on the property in the amount of $14.8 million, which was further increased by $4.7 million for a total first mortgage of $19.5 million. The mortgage matures in July 2017 and has a contractual interest rate of 4.78% per annum. The balance of the purchase price was funded from the REIT's available cash on hand.

- *St Clair Beach Towne Centre*

On February 14, 2012, the REIT completed the acquisition of St. Clair Beach Towne Centre, an existing 40,100 square foot centre comprised of two buildings located in the Windsor, Ontario suburb of Tecumseh. The REIT paid approximately $11.6 million for the property and was funded by the assumption of a first mortgage on the property in the amount of $4.4 million, which was further increased by $1.85 million for a total first mortgage of $6.25 million. The mortgage matures in July 2017 and has a contractual interest rate of 4.60% per annum. The balance of the purchase price was funded from the REIT's available cash on hand.

- *Crossing Bridge Square*

On February 14, 2012, the REIT completed the acquisition of Crossing Bridge Square, an existing 45,800 square foot open-air centre located in Stittsville, Ontario. The centre consists of a retail strip centre and two free-standing pad sites. The REIT paid approximately $11.2 million for the property. The acquisition was funded as noted above under the acquisition of King George Square.

- *Manning Crossing*

On February 14, 2012, the REIT completed the acquisition of Manning Crossing, an existing 64,500 square foot centre comprised of a retail strip and five restaurant pads located in Edmonton, Alberta. The REIT paid approximately $20.9 million for the property and was funded by the assumption of an existing first mortgage on the property for $4.65 million that matures in August 2014 and has a contractual interest rate of 6.59% per annum; a newly acquired second mortgage on the property for a total of $8.0 million that matures in February 2017 and has a contractual interest rate of 4.02% per annum; with the balance funded from the REIT's available cash on hand.

- *Plaza des Seigneurs*

On February 1, 2012, the REIT completed the acquisition of Plaza des Seigneurs, an existing 20,833 square foot open-air centre anchored by necessity-based tenants located in Terrebonne, Québec. The REIT paid approximately $4.05 million for the property with $2.25 million funded through a new five-year mortgage that bears interest at 3.5% per annum, with the balance paid from the REIT's available funds on hand.

4. NOTE RECEIVABLE

On February 1, 2012, the REIT acquired eight mortgages receivable as a result of the NorRock Realty Finance Corporation (TSXV: RF.H) ("NorRock") transaction, as detailed in Note 14(c). On March 29, 2012 the REIT sold three of the mortgage assets with a combined carrying value of approximately $3.7 million for proceeds of $3.2 million. The difference reduced the amount owing under the deferred rights obligation.

On June 29, 2012, the REIT sold one of the mortgage assets with a carrying value of $1.5 million for proceeds of $1.5 million. On June 30, 2012, the REIT sold the remaining mortgage assets to a related party, League Assets Corporation, ("LAC") for $7.9 million based on third party valuations. In exchange for purchasing the mortgage assets, the REIT accepted a full recourse note receivable from LAC, bearing interest from September 15, 2012 at 12% and having a maturity date that has been extended to May 31, 2013. Should the note be repaid prior to February 28, 2013, the interest rate shall be reduced to 9% retroactively.

5. OTHER ASSETS

The components of other assets are as follows:

As at		**September 30, 2012**		December 31, 2011
Prepaid realty taxes and insurance	**$**	**1,928,095**	$	583,276
Restricted cash - amounts held in escrow		**1,942,703**		1,429,421
Deposits on acquisitions		**200,000**		1,454,655
Deferred acquisition costs		**123,884**		742,861
Prepaid expenses and other		**216,832**		316,101
	$	**4,411,514**	$	4,526,314

Cash is considered restricted when it is held in escrow and is only available for use for specific purposes. Restricted cash totaled $1.9 million at September 30, 2012 (December 31, 2011 – $1.4 million) and its permitted use is to fund certain future capital expenditures for the REIT's income producing property portfolio.

6. ACCOUNTS RECEIVABLE

As at		**September 30, 2012**		December 31, 2011
Rents receivable	**$**	**824,952**	$	498,426
Unbilled recoveries and rents receivable		**613,155**		395,084
		1,438,107		893,510
Allowance for doubtful accounts		**(70,377)**		(24,777)
	$	**1,367,730**	$	868,733

The REIT records an allowance for doubtful accounts on tenant rent receivables on a tenant-by-tenant basis, 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.

7. MORTGAGES PAYABLE

As at		**September 30, 2012**		December 31, 2011
Mortgages payable	**$**	**218,064,968**	$	155,639,032
Unamortized above market interest rate adjustments		**3,357,502**		1,994,065
Unamortized commitment and other fees		**(1,305,113)**		(1,114,411)
	$	**220,117,357**	$	156,518,686
Non-current	**$**	**209,510,915**	$	152,598,529
Current		**10,606,442**		3,920,157
	$	**220,117,357**	$	156,518,686

Scheduled repayments of the mortgages are as follows:

		Principal instalments		Principal maturing		Total
2012	$	1,519,864		-	$	1,519,864
2013		6,192,678		21,027,933		27,220,611
2014		5,829,092		24,870,435		30,699,527
2015		5,176,095		32,267,407		37,443,502
2016		4,043,954		28,376,018		32,419,972
Thereafter		5,473,929		83,287,563		88,761,492
Contractual obligations	$	28,235,612	$	189,829,356	$	218,064,968

Mortgages payable are secured by the income producing properties to which they relate; with some having recourse to the REIT. The mortgages bear interest at effective rates ranging between 3.58% and 8.53% per annum (December 31, 2011 – 3.64% and 8.55%) and contractual rates ranging between 3.42% and 7.00% (December 31, 2011 – 3.42% and 7.00%). The REIT's weighted average effective interest rate is 4.64% per annum (December 31, 2011 – 4.95%).

During the nine months ended September 30, 2012 the following mortgages were obtained:

In June 2012, upon the acquisition of Washington Park Shopping Centre, the REIT acquired a mortgage for $7.5 million on the property. The mortgage has a contractual rate of interest at 175 basis points over the five-year Government of Canada Bond rate, which is currently equal to 3.84% per annum, with a five-year term to maturity and a 25-year amortization period.

In April 2012, upon the acquisition of Grand Bend Towne Centre, the REIT assumed a first mortgage on the property in the amount of $3.2 million and increased the existing mortgage by $0.8 million for a total first mortgage of $4.0 million. The loan matures in July 2017, has a contractual interest rate of 5.12% per annum, and an amortization period of 20 years.

In March 2012, upon the acquisition of Quinte Crossroads, the REIT acquired a first mortgage on the property for a total of $14.2 million. The loan matures in April 2022, has a contractual interest rate of 4.06% per annum, and an amortization period of 25 years.

In February 2012, upon the acquisition of Thunder Centre, the REIT assumed a first mortgage on the property in the amount of $14.8 million and increased the existing mortgage by $4.7 million for a total first mortgage of $19.5 million. The loan matures in July 2017, has a contractual interest rate of 4.78% per annum, and an amortization period of 20 years.

In February 2012, upon the acquisition of St. Clair Beach Towne Centre, the REIT assumed a first mortgage on the property in the amount of $4.4 million and increased the existing mortgage by $1.85 million for a total first mortgage of $6.25 million. The loan matures in July 2017, has a contractual interest rate of 4.60% per annum, and an amortization period of 20 years.

In February 2012, upon the acquisition of Manning Crossing, the REIT assumed an existing first mortgage on the property for approximately $4.65 million. The loan matures in August 2014 and has a contractual interest rate of 6.59% per annum. The REIT also acquired a second mortgage on the property for a total of $8.0 million. The loan matures February 2017, has a contractual interest rate of 4.02% per annum, and an amortization period of 25 years.

In February 2012, upon the acquisition of Plaza des Seigneurs, the REIT acquired a first mortgage on the property for a total of $2.25 million. The loan matures in February 2017, has a contractual interest rate of 3.5% per annum, and an amortization period of 20 years.

8. CONVERTIBLE DEBENTURES

As at	**September 30, 2012**	December 31, 2011
8.0% Convertible debenture	**$ 27,950,000**	$ 27,950,000
6.0% Convertible debenture	**33,990,000**	-
Debentures, excluding convertible feature	**61,940,000**	27,950,000
Fair value of convertible features at issuance	**1,310,000**	800,000
	63,250,000	28,750,000
Issue costs	**3,760,130**	2,107,652
Accumulated amortization of issue costs	**(726,099)**	(367,148)
Issue costs, net	**3,034,031**	1,740,504
	60,215,969	27,009,496
Accumulated fair value (gain) loss on convertible feature	**930,000**	(120,000)
	$ 61,145,969	$ 26,889,496

Under IFRS, the embedded derivative is not considered to be an equity instrument, and as such the value of the convertible feature of outstanding debentures is included in liabilities in the condensed consolidated statements of financial position. IAS 39 – *Financial Instruments: Recognition and Measurement (“IAS 39”)* requires the liability to be revalued at each reporting period. Change in fair value is recognized in profit or loss.

During the quarter ended March 30, 2011, the REIT issued $28,750,000 of 8.0% extendible convertible unsecured subordinated debentures (the “8.0% convertible debentures”) due March 31, 2016. The 8.0% convertible debentures are convertible into REIT units at $8.80 per unit at the holder’s option at any time on or after March 31, 2014. On or after March 31, 2014 and prior to March 31, 2015, the 8.0% convertible debentures may be redeemed by the REIT, in whole or in part, at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the REIT’s units during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On or after March 31, 2015, the 8.0% debentures may be redeemed by the REIT at any time. The fair value of the convertible feature of the 8.0% convertible debentures as at September 30, 2012 is $1,600,000 (December 31, 2011 - $680,000).

On September 5, 2012, the REIT issued $34,500,000 of 6.0% convertible unsecured subordinated debentures (the "6.0% convertible debentures") due September 30, 2017. The 6.0% convertible debentures are convertible into REIT units at $10.35 per unit at the holder's option at any time on or after September 30, 2015. On or after September 30, 2015 and prior to September 30, 2016, the 6.0% convertible debentures may be redeemed by the REIT, in whole or in part, at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the REIT's units during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On or after September 30, 2016, the 6.0% debentures may be redeemed by the REIT at any time. The fair value of the convertible feature of the 6.0% convertible debentures as at September 30, 2012 is $640,000 (December 31, 2011 - nil).

9. CREDIT FACILITIES

As at	**September 30, 2012**	December 31, 2011
Credit facilities, excluding unit purchase warrants	**$ 303,000**	$ 19,003,000
Fair value of unit purchase warrants at funding date	**197,000**	197,000
	500,000	19,200,000
Issue costs	**1,314,723**	1,142,680
Accumulated amortization of issue costs	**(685,366)**	(430,651)
Issue costs, net	**629,357**	712,029
	(129,357)	18,487,971
Accumulated fair value loss on warrants	**316,000**	36,000
Accumulated fair value accretion of warrants	**71,225**	21,915
	$ 257,868	$ 18,545,886
Non-current	**$ 257,868**	$ 18,545,886
Current	**-**	-
	$ 257,868	$ 18,545,886

In February 2012, the REIT obtained a one year $14.0 million credit facility secured against the King George Square and Crossing Bridge Square properties. The credit facility bears interest at a rate equal to the Canadian Imperial Bank of Commerce ("CIBC") prime rate plus 1.50% for the initial six months and the CIBC prime rate plus 2.00% for the remainder of the term. During the quarter ended September 30, 2012, this facility was repaid and replaced by the "Credit Facility", as described below.

During the nine months ended September 30, 2012, the REIT substantially repaid its revolving loan facility, leaving a remaining balance of $500,000 outstanding (December 31, 2011 - $13.5 million). The revolving loan facility's unit purchase warrants are an embedded derivative, classified as a financial liability at FVTPL. The warrants were exercised subsequent to September 30, 2012 (see Note 22).

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, the amount permitted to be drawn is calculated based on the value of a property that has been specified under the agreement. The facility bears interest at the bank's prime rate plus 2.25% per annum or the Banker's Acceptance stamping fee plus 3.25% per annum. As at September 30, 2012, the Acquisition Facility was secured by the Centuria Urban Village property and the current maximum available under this facility was $5.8 million, with no draws made.

During the quarter ended September 30, 2012, the REIT secured a revolving credit facility (the "Credit Facility") from a consortium of Canadian chartered banks of up to a formula-based maximum not to exceed $20 million (expandable to $50 million, dependent on the value of properties included as security), bearing interest at the bank's prime rate (3.0% as at September 30, 2012) plus 1.0% per annum or the Banker's Acceptance stamping fee plus 2.25% per annum. This facility is currently secured by the King George Square and Crossing Bridge Square properties. As at September 30, 2012, the formula-based amount available under this facility was $15.0 million, with no draws made. The facility is renewable annually.

10. EXCHANGEABLE LP UNITS

Exchangeable LP units represents 287,500 units of 137th Avenue LP issued to the participating third party vendor in exchange for a property acquired by 137th Avenue LP. The units are exchangeable on a one-for-one basis, at the option of the holder, into Partners REIT units. The exchangeable LP units are presented as a liability under IFRS and are measured at FVTPL. The fair value of the exchangeable LP units as at Sept 30, 2012 was $2,472,500 (December 31, 2011 – $2,070,000). The REIT recorded a fair value loss for the quarter of $350,750 (September 30, 2011 – nil).

The holder of the exchangeable LP units of 137th Avenue LP is entitled to receive distributions on a per unit basis equal to the amount that is paid to the holders of Partners REIT units. Under IFRS, these distributions are considered interest expense and are included in financing costs in the condensed consolidated statements of comprehensive income.

11. REVENUES FROM INCOME PRODUCING PROPERTIES

Revenues recognized from income producing properties for the three and nine months ended September 30, 2012 were $11.2 million and $31.6 million respectively (three and nine months ended September 30, 2011 - $6.2 million and $16.7 million respectively). The REIT leases commercial retail properties under operating leases generally with lease terms of between one and fifteen years, with options to extend for successive five year periods. Included in revenues from income producing properties are recoveries from tenants for the three and nine months ended September 30, 2012 of $3.4 million and $9.3 million respectively (three and nine months ended September 30, 2011 - $1.6 million and $4.6 million respectively), which represents the recovery of common area maintenance costs, realty taxes, insurance, and other permissible recoverable costs. Also included in revenues from income producing properties for the three and nine months ended September 30, 2012 are nil and $550,811 respectively of revenues related to the 20% of the liquidated value of the notes receivable that exceeded the assets at closing (three and nine months ended September 30, 2011 - nil and nil respectively). Deducted from revenues are the amortization of tenant incentives and direct leasing costs.

As at September 30, 2012, the REIT is entitled under its non-cancellable tenant operating leases to the following minimum future receipts:

	Within 12 months	2 to 5 years	Beyond 5 years
Operating lease revenue	$ 28,547,412	$ 87,288,908	$ 75,074,208

12. FAIR VALUE GAINS

The components of fair value gains are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	**2012**	2011
Income producing properties	**$ 2,485,464**	$ 988,602	**$ 4,484,824**	$ 1,391,494
Financial liabilities designated as FVTPL				
Deferred unit-based compensation	**(52,000)**	5,000	**(69,000)**	6,000
Unit purchase warrants	**(312,000)**	-	**(280,000)**	-
Convertible feature of debentures	**(1,240,000)**	120,000	**(1,050,000)**	170,000
Exchangeable LP units	**(350,750)**	-	**(402,500)**	-
Total fair value gains	**$ 530,714**	$ 1,113,602	**$ 2,683,324**	$ 1,567,494

13. PER UNIT CALCULATIONS

Under IAS 33 – *Earnings Per Share*, if the number of ordinary or potential ordinary units decreases as a result of a reverse unit split, the calculation of the basic and diluted earnings per unit for all periods presented must be adjusted retrospectively. On February 14, 2012, the REIT completed a 1 for 4 consolidation of units. The table below presents the net income per unit and weighted average units outstanding calculations, which reflects the REIT's unit consolidation. Only dilutive elements have been included in the calculation of diluted per unit amounts.

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	**2012**	2011
Numerator				
Net income and comprehensive income - basic	**$ 3,526,175**	$ 2,113,239	**$ 10,715,642**	$ 4,192,601
Loss on fair value adjustment to unexercised deferred units	**-**	(5,000)	**-**	(6,000)
Net income and comprehensive income - diluted	**$ 3,526,175**	$ 2,108,239	**$ 10,715,642**	$ 4,186,601
Denominator				
Weighted average units outstanding - basic	**21,388,605**	7,748,926	**18,181,355**	7,740,415
Weighted average units outstanding - diluted[1]	**21,388,605**	7,748,926	**18,181,355**	7,740,415
Earnings per unit - basic and diluted	**$ 0.16**	$ 0.27	**$ 0.59**	$ 0.54

(1) *The calculation of diluted per unit amounts for the period ended September 30, 2012 excludes unexercised deferred options, convertible debentures, unit purchase warrants and exchangable LP units as their inclusion is anti-dilutive.*

14. 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 offerings

On January 24, 2012, Partners REIT filed a prospectus with Canadian securities regulators to offer 2,688,250 units at $7.44 per unit by way of a public offering. The offering also granted an over-allotment option of up to an additional 403,238 units at $7.44 per unit on the same terms and conditions as the offering. Partners REIT issued a total 3,049,062 units under the offering for total raised capital of $22.7 million and incurred issue costs of $1.6 million

On May 30, 2012, Partners REIT filed a prospectus with Canadian securities regulators to offer 2,705,000 units at $7.40 per unit by way of a public offering. The offering also granted an over-allotment option of up to an additional 405,750 units at $7.40 per unit on the same terms and conditions as the offering. Partners REIT issued a total of 3,110,750 units under the offering for total raised capital of $23.0 million and incurred issue costs of $1.5 million.

(c) Private offering

On October 17, 2011 the REIT entered into an acquisition agreement with NorRock whereby the REIT would acquire substantially all of the assets of NorRock. The transaction was approved by the REIT on December 15, 2011 and closed on February 1, 2012. The assets acquired by the REIT consisted of cash, cash equivalents, mortgages and other assets from NorRock in exchange for the issuance of REIT units, certain rights to acquire REIT units and cash (the “NorRock Transaction”).

The REIT issued units for consideration in the amount of $41,742,531 (which amount includes a credit to NorRock of $1,425,000 on account of expenses) for the cash and cash equivalents held by NorRock. In addition, the REIT issued units for consideration in the amount of $9,422,980 and issued 3,074,160 Rights (the “Rights”) for the non-cash assets of NorRock.

The consideration was settled as follows:

- 7,393,833 units were issued to holders of NorRock preferred shares and Class A shares;
- $344,050 was paid to those holders of NorRock preferred shares that elected to receive partial consideration in cash;
- $217,717 was paid on account of the stub period dividend payment for the NorRock preferred shares to holders of such shares;
- $88,500 was paid to holders of NorRock stock appreciation rights; and
- 3,074,160 Rights were issued to holders of NorRock Class A shares and holders of NorRock stock appreciation rights.

The final value of the Rights was $2,223,244 (December 31, 2011 – nil) payable to holders of NorRock Class A shares and holders of NorRock stock appreciation rights. In accordance with the terms of the Rights, the Deferred Payment was made on September 28, 2012. Each right holder received REIT units corresponding to that holder’s pro rata share of the Deferred Payment. The number of REIT units issued was 259,993, calculated based on the five day volume weighted average trading price of the REIT units determined at the time of issue of $8.55.

(d) Distributions

The REIT currently makes monthly cash distributions to unitholders in an amount of $0.05333 per unit, representing an annualized distribution of $0.64 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 Board of Trustees (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 TSX 500,000 additional units to accommodate the issuance of units under the Plan.

(f) Outstanding units

As at	September 30, 2012			December 31, 2011		
	Units		**Dollars**	Units		Dollars
Units outstanding, beginning of period	**7,765,603**	**$**	**70,108,603**	7,727,266	$	69,848,343
Units issued:						
Distribution reinvestment plan	**61,168**		**462,029**	38,337		266,659
Public offerings	**6,159,812**		**45,704,571**	-		-
Private offering	**7,393,833**		**51,165,326**	-		-
Incentive unit option plan	**12,500**		**92,250**			
Alternate compenation plan	**4,233**		**33,510**			
Deferred rights obligation	**259,993**		**2,222,940**			
Unit issue costs	**-**		**(6,535,481)**	-		(6,399)
Units outstanding, end of period	**21,657,142**	**$**	**163,253,748**	7,765,603	$	70,108,603

15. SUPPLEMENTAL CASH FLOW INFORMATION

The following table outlines supplemental cash flow information and the net change in the REIT's working capital:

	Three months ended September 30,				Nine months ended September 30,			
		2012		2011		**2012**		2011
Supplemental								
Income taxes paid	**$**	**-**	$	-	**$**	**-**	$	-
Interest paid		**4,135,407**		2,854,451		**10,210,811**		5,742,912
Net change in working capital								
Net change in accounts receivable	**$**	**185,139**	$	(254,143)	**$**	**(498,997)**	$	(704,404)
Net change in other assets		**211,383**		(1,319,548)		**114,800**		18,861
Net change in current mortgages payable and credit facilities market interest rate adjustment		**(229,036)**		-		**(567,846)**		-
Net change in accounts payable and other liabilities(1)		**(424,994)**		888,975		**97,338**		(1,074,411)
Net change in distributions payable		**2,206**		-		**734,379**		-
	$	**(255,302)**	$	(684,716)	**$**	**(120,326)**	$	(1,759,954)

(1) The net change in accounts payable and other liabilites between September 30, 2012 and December 31, 2011 does not include non-cash changes relating to the incentive unit option plan and deferred revenues.

16. UNIT-BASED COMPENSATION PLANS

(a) Incentive unit option plan

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 that the options were granted (on a non-diluted basis). Options issued by the REIT vest evenly over three years and expire five years after the grant date.

Incentive unit-based compensation is comprised of the following:

	Nine months ended September 30, 2012		Year ended December 31, 2011	
	Units	**Weighted Average Exercise Price**	Units	Weighted Average Exercise Price
Options outstanding, beginning of period	**237,500**	**$ 7.36**	12,500	$ 13.80
Options granted	**364,500**	**7.30**	255,000	7.00
Options exercised	**(12,500)**	**7.00**	-	-
Options canceled	**(62,500)**	**8.48**	(30,000)	7.00
Options outstanding, end of period	**527,000**	**$ 7.19**	237,500	$ 7.36
Options exercisable, end of period	**62,096**	**$ 7.00**	12,500	$ 13.80

On March 23, 2012, the REIT granted 364,500 options under its unit option plan with an exercise price of $7.30 per unit (February 18, 2011 – 255,000 options granted, exercise price $7.00 per unit). At the grant date, the options each had a weighted average fair value of $0.10.

Under IFRS, the options are not considered to be equity instruments, and as such the unexercised, outstanding options are included in liabilities in the condensed consolidated statements of financial position. IAS 39 requires the liability to be revalued at each reporting period. Changes to the fair value are 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 September 30, 2012, the fair value of the incentive unit-based compensation liability is $205,000 (December 31, 2011 – $53,000). During the nine months ended September 30, 2012 the REIT recorded $83,000 of employee compensation expense (September 30, 2011 – $44,000).

The weighted average remaining contractual life at September 30, 2012 for the exercisable unit options is approximately 3.4 years (December 31, 2011 – approximately 0.7 years).

(b) Alternate compensation plan ("ACP")

Under the ACP, Trustees will have the option to have their fees ("Trustees Fees") paid in units of the REIT. The number of units will be equivalent to the cash value of the Trustees Fees elected by the Trustee to be paid in units. The maximum number of units reserved for issuance under the ACP is 1% of the issued and outstanding units and the maximum number of units reserved under the ACP and all unit-based compensation plans of the REIT shall not exceed 10% of the REIT's issued and outstanding units at any given time.

The issue price of the units under the ACP is the closing price of the units on the market with the largest trading volume of units on the last trading date preceding the date of issuance to the Trustees. If there is no trading on that date, the issue price is the closing price on the next previous day on which trading took place preceding the date of issuance to the Trustees or such other amount as determined by the Board and permitted by the TSX upon which the units are from time to time listed for trading and any other applicable regulatory authority.

The ACP became effective April 13, 2012. As at September 30, 2012, the number of units issued to the Trustees under the ACP is 4,233 units (December 31, 2011 – nil) at a weighted average price of $7.92 per unit (December 31, 2011 – nil).

17. INCOME TAXES

On June 22, 2007, new legislation relating to, among other things, the federal income taxation of a specified investment flow-through trust or partnership (a "SIFT") was enacted (the "SIFT Rules"). A SIFT includes a publicly listed or traded partnership or trust, such as an income trust.

Under the SIFT Rules, following a transition period for qualifying SIFTs, certain distributions from a SIFT will no longer be deductible in computing a SIFT's taxable income, and a SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general tax rate applicable to a Canadian corporation. However, distributions paid by a SIFT as returns of capital should generally not be subject to the tax.

The SIFT Rules do not apply to a real estate investment trust that meets prescribed conditions relating to the nature of its assets and revenue (the "REIT Exemption"). The REIT has reviewed the REIT Exemption, including the Proposed Amendment, and has assessed their interpretation and application to the REIT's assets and revenues. While there are uncertainties in the interpretation and application of the SIFT Rules, the REIT believes that it has met the prescribed conditions of the SIFT Rules, assuming the Proposed Amendment is enacted, for the year ended December 31, 2012. On October 24, 2012, the government of Canada tabled in the House of Commons a detailed Notice of Ways and Means Motion to implement outstanding technical tax amendments, including the Proposed Amendment related to real estate investment trusts, originally announced on December 16, 2010. In the event the Proposed Amendment is not enacted as proposed, the REIT met the prescribed conditions for 2011 and believes it will meet them for 2013 and beyond. However, the REIT will not meet the prescribed conditions, absent the Proposed Amendment, throughout the year ended December 31, 2012, due to the acquisition of certain non-qualified assets as part of the NorRock Transaction; but will meet them by the end of such period due to the in-place contractual settlement of the note receivable balance prior to the end of 2012. The requirement to record a liability for current taxes will be determined by the REIT at the end of that period. However, the REIT does not expect to have taxable income before any deduction for distributions.

Current income tax

The REIT qualifies as a mutual fund trust for Canadian income tax purposes. The REIT expects to distribute all of its taxable income to unitholders and is entitled to deduct such distributions for income tax purposes. Accordingly, no provision for Canadian income tax payable is required. One of the REIT's corporate entities, Charter Realty Holdings Ltd. (the "Company") does not have current taxes payable because it has a sufficient non-capital loss carryforward balance from previous years to apply against any taxable income in the current year. All of the other corporate entities that consolidate into the REIT are nominee corporations and do not have any taxable income and therefore do not have any current income tax payable.

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 Acquisition 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, debentures and credit facilities, divided by the gross book value of its assets.

At September 30, 2012, the REIT is in compliance with its debt-to-gross book value ratio at 62.0% (December 31, 2011 –73.0%), which is calculated as follows:

As at		**September 30, 2012**		December 31, 2011
Debt				
Mortgage principal	**$**	**218,064,968**	$	155,639,032
Debentures, excluding fair value of convertible feature at issuance		**61,940,000**		27,950,000
Credit facilities, excluding fair value of warrants at funding date		**303,000**		19,003,000
	$	**280,307,968**	$	202,592,032
Gross Book Value of Assets				
Original cost of income producing properties [2]	**$**	**419,018,830**	$	266,725,072
Book value of all other assets		**28,174,380**		7,237,816
Deferred financing fees		**4,968,501**		3,566,944
	$	**452,161,711**	$	277,529,832
Debt-to-Gross Book Value		**62.0%**		73.0%
Debt-to-Gross Book Value Excluding Debentures		**48.3%**		62.9%

[1] *Debt capital refers to mortgages, debentures and credit facilities; excluding deferred financing costs, the value of the debentures' convertible feature, fair value of embedded derivatives, and unamortized above market interest rate adjustments.*

[2] *Original cost of income producing properties represents the historical costs incurred to acquire the REIT's properties.*

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 and Credit Facility, which may be used to fund the equity portion of acquisitions as well as to fund general working capital requirements.

19. FINANCIAL INSTRUMENTS

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

	2012	2013	2014	2015	2016	Thereafter
Mortgages payable						
Interest	$ 2,542,239	$ 9,736,395	$ 8,410,624	$ 7,155,381	$ 5,135,950	$ 4,199,135
Principal payments	1,519,864	6,192,678	5,829,092	5,176,095	4,043,954	5,473,929
Balances due on maturity	-	21,027,933	24,870,435	32,267,407	28,376,019	83,287,562
Debentures						
Interest	1,667,500	4,370,000	4,370,000	4,370,000	3,220,000	1,408,750
Balances due on maturity	-	-	-	-	28,750,000	34,500,000
Credit facilties						
Interest	11,342	44,997	33,655			
Balances due on maturity	-	-	500,000			
Deferred rights obligations	-	-	-	-	-	-
Accounts and distributions payable and other liabilities	7,108,061	-	-	-		-
Total	$ 12,849,006	$ 41,372,003	$ 44,013,806	$ 48,968,883	$ 69,525,923	$ 128,869,376

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 and Credit Facility, which both have a floating rate of interest. An increase in interest rates would increase the interest cost of the REIT's Acquisition Facility and Credit 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, Credit Facility and variable rate mortgages at September 30, 2012, a 1% increase or decrease in the Bank's prime rate would have an impact of $40,000 on the REIT's annual interest expense (December 31, 2011 – $97,000) for the period then ended.

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 September 30, 2012, and December 31, 2011 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 6 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 (Note 7) 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 does not 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

IAS 24 – Related Party Disclosures requires entities to disclose in their financial statements information about transactions with related parties. Generally, two parties are related to each other if one party controls, or significantly influences the other party. Balances and transactions between the REIT and its subsidiaries, which are related parties of the REIT, have been eliminated on consolidation and are not disclosed in this note.

The REIT entered into related party transactions with IGW Public LP ("IGW Public"), and its subsidiary LAPP Global Asset Management Corp. ("LAPP") which are the REIT's major unitholder and asset manager, respectively. 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.

The REIT also entered into a related party transaction with League Assets Corporation ("LAC"). LAC is related to the REIT by virtue of certain directors and key management personnel of the REIT having a controlling ownership interest in LAC.

(a) Management agreement

Pursuant to the REIT's management agreement with IGW Public's subsidiary LAPP, LAPP provides the REIT with strategic, advisory, asset management and administrative services in exchange for an annual management fee equal to: (i) 0.30% of the "adjusted book value" of the REIT's assets, paid quarterly in arrears, and (ii) 0.25% of the "adjusted book value" of the REIT's assets, paid quarterly in arrears, if the "adjusted book value" of the REIT's assets is greater than $1 billion, and an acquisition fee equal to: (i) 0.50% of the "property cost" of such real property if prior to such acquisition the "adjusted book value" of the REIT's assets is less than or equal to $1 billion; and (ii) 0.40% of the "property cost" of such real property if prior to such acquisition the "adjusted book value" of the REIT's assets is greater than $1 billion. "Adjusted book value" equals the original property cost of the income producing properties, plus the book value of all other assets, and plus the add-back of accumulated amortization of deferred costs. In addition, the agreement allows for an incentive fee of 15% of funds from operations in excess of $0.70 per unit. The hurdle of funds from operations of $0.70 per unit increases by 1.5% per year.

The initial term of the management agreement is for a three year period, expiring on March 15, 2015. Upon expiry of the initial term, the management agreement renews automatically for successive three year terms, unless terminated in accordance with its terms. The management agreement may be terminated if the independent trustees make the decision to employ individuals directly by the REIT rather than by LAPP, where the independent trustees determine the cost of doing so would be less on an annual basis than the fees paid to LAPP under the management agreement; or if otherwise determined that it is in the best interest of the REIT to have the management of the REIT performed on a full time basis by individuals employed directly by the REIT. 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, LAPP is providing the services of certain executives, consultants and other employees to the REIT. As the REIT grows, LAPP 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 LAPP. All costs associated with the executives and personnel shall be borne by LAPP. In accordance with the terms of the management agreement, LAPP 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, LAPP will replace such individual with another employee with similar qualifications and experience.

Under the terms of the management agreement, the REIT has incurred the following fees:

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	**2012**	2011
Acquisition fees	**$ -**	$ 240,250	**$ 721,104**	$ 439,650
Asset management fees	**364,646**	251,668	**1,053,081**	663,335
Property management and accounting fees	**84,084**	-	**231,697**	-
	$ 448,730	$ 491,918	**$ 2,005,882**	$ 1,102,985

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

In connection with entering into the management agreement, the Manager and League Assets LP and IGW Public (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) *Other related party transactions*

Partners REIT entered into an agreement with LAC, which provides that, at any time, the REIT has the option to sell to LAC the remaining non-cash assets it has purchased from NorRock, and LAC will purchase the remaining non-cash assets at a designated value.

On June 30, 2012, the REIT exercised its option to sell the remaining mortgage assets to LAC for $7.9 million based on third party valuations. In exchange for purchasing the mortgage assets, the REIT accepted a full recourse note receivable from LAC, bearing interest from September 15, 2012 at 12% and having a maturity date that has been extended to May 31, 2013. Should the note be repaid prior to February 28, 2013, the interest rate shall be reduced to 9% retroactively.

(c) *Related party balances*

Amounts owing to the Manager and other related parties at September 30, 2012 are nil (December 31, 2011 - $50,460). These amounts have been classified in accounts payable and other liabilities, and consist of outstanding reimbursements payable.

Amounts owing to the REIT from other related parties at September 30, 2012 are $7.9 million (December 31, 2011 – nil).

22. SUBSEQUENT EVENTS

Subsequent to September 30, 2012, the outstanding warrants of the REIT were exercised, resulting in the issuance of 625,000 units at an exercise price of $7.20 per unit for net proceeds to the REIT of $4.5 million. The related units were issued at $8.05 per unit, for a total issuance of $5.0 million.

There were no other subsequent events as of November 8, 2012.

23. APPROVAL OF THE FINANCIAL STATEMENTS

These condensed consolidated financial statements were approved and authorized for issue by the Board of Trustees on November 8, 2012.