InterRent Real Estate Investment Trust

Condensed Consolidated Financial Statements

September 30, 2013
(unaudited - See Notice to Reader)

Notice to Reader

The accompanying unaudited condensed consolidated financial statements have been prepared by the REIT's management and the REIT's independent auditors have not performed a review of these financial statements.

InterRent Real Estate Investment Trust

Condensed Consolidated Balance Sheets

Unaudited (Cdn $ Thousands)

	Note	September 30, 2013	December 31, 2012
Assets			
Investment properties	4	**$ 749,810**	$ 551,021
Prepaids and deposits		**3,009**	2,374
Other assets	7	**6,532**	5,376
Cash		**654**	435
		$ 760,005	$ 559,206
Liabilities			
Mortgages and loans payable	8	**$ 335,116**	$ 256,820
Credit facilities	9	**20,805**	5,110
Accounts payable and accrued liabilities	10	**16,578**	10,342
Tenant rental deposits		**4,932**	4,088
LP Class B unit liability	11	**1,013**	974
Unit-based compensation liabilities	12	**7,758**	5,948
		386,202	283,282
Unitholders' equity			
Unit capital	14	**162,848**	82,653
Retained earnings		**210,955**	193,271
		373,803	275,924
		$ 760,005	$ 559,206

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

InterRent Real Estate Investment Trust

Condensed Consolidated Statements of Income
For the three and nine months ended September 30
Unaudited (Cdn $ Thousands)

	Note	Three months ended September 30 2013	2012	Nine months ended September 30 2013	2012
Operating Revenues					
Revenue from investment properties		**$ 16,044**	$12,448	**$ 44,618**	$34,822
Operating Expenses					
Property operating costs		**2,824**	2,061	**7,478**	5,809
Property taxes		**2,140**	1,614	**5,906**	4,672
Utilities		**1,263**	1,051	**4,420**	3,869
		6,227	4,726	**17,804**	14,350
Net operating income		**9,817**	7,722	**26,814**	20,472
Financing costs	15	**2,922**	2,672	**8,221**	8,069
Administrative costs		**1,320**	922	**4,039**	2,660
		4,242	3,594	**12,260**	10,729
Income from operations before other income and expenses		**5,575**	4,128	**14,554**	9,743
Other income and expenses					
Gain/(loss) on disposition of assets	16	**-**	381	**-**	(71)
Fair value adjustments of investment properties	4	**234**	42,637	**11,433**	60,783
Other fair value gains/(losses)	17	**227**	(1,854)	**(650)**	(3,174)
Interest on units classified as financial liabilities	18	**(78)**	(43)	**(202)**	(111)
Net income for the period		**$ 5,958**	$45,249	**$ 25,135**	$67,170

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

InterRent Real Estate Investment Trust

Condensed Consolidated Statements of Changes in Unitholders' Equity
For the nine months ended September 30
Unaudited (Cdn $ Thousands)

	Trust units	Cumulative profit	Cumulative distributions to Unitholders	Retained earnings	Total Unitholders' equity
Balance, January 1, 2012	$ 79,459	$ 121,067	$ (4,332)	$ 116,735	$ 196,194
Units issued	2,722	-	-	-	2,722
Profit for the period	-	67,170	-	67,170	67,170
Distributions declared to Unitholders	-	-	(4,237)	(4,237)	(4,237)
Balance, September 30, 2012	$ 82,181	$ 188,237	$ (8,569)	$ 179,668	$ 261,849
Balance, January 1, 2013	$ 82,653	$ 203,602	$ (10,331)	$ 193,271	$ 275,924
Units issued	80,851	-	-	-	80,851
Units cancelled	(656)	-	-	-	(656)
Profit for the period	-	25,135	-	25,135	25,135
Distributions declared to Unitholders	-	-	(7,451)	(7,451)	(7,451)
Balance, September 30, 2013	**$ 162,848**	**$ 228,737**	**$ (17,782)**	**$ 210,955**	**$ 373,803**

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

InterRent Real Estate Investment Trust

Condensed Consolidated Statements of Cash Flows
For the nine months ended September 30
(Cdn $ Thousands)

	Note	2013	2012
Cash flows from (used in) operating activities			
Net income for the period		**$ 25,135**	$67,170
Add items not affecting cash			
Amortization		**31**	14
Loss on disposition of assets	16	**-**	71
Fair value adjustments on investment properties	4	**(11,433)**	(60,783)
Other fair value losses	17	**650**	3,174
Unit-based compensation expense	12	**2,076**	981
Amortization of deferred finance costs on mortgages and premiums on assumed debt	15	**55**	709
Accretion of discount and amortization of deferred finance cost on convertible debt	15	**-**	343
Tenant inducements		**396**	279
		16,910	11,958
Net income items related to financing activities	15/18	**8,393**	7,858
Changes in non-cash operating assets and liabilities:			
Other assets		**(731)**	160
Prepaids and deposits		**(635)**	540
Accounts payable and accrued liabilities		**5,870**	(314)
Tenant rental deposits		**844**	795
Cash from operating activities		**30,651**	20,997
Cash flows from (used in) investing activities			
Acquisition of investment properties	5	**(107,383)**	(69,120)
Proceeds from sale of investment properties	6	**-**	4,700
Additions to investment properties	4	**(31,812)**	(15,299)
		(139,195)	(79,719)
Cash flows from (used in) financing activities			
Mortgage and loan repayments		**(41,753)**	(74,728)
Mortgage advances		**72,499**	138,712
Interest paid on mortgages and loans payable	15	**(7,795)**	(6,525)
Financing fees		**(547)**	(3,046)
Credit facility advances (repayments)		**15,695**	6,400
Interest paid on credit facilities	15	**(573)**	(435)
Subordinated convertible debenture repayments		**-**	(25,000)
Proceeds from sale of mortgages receivable	7	**-**	3,029
Interest paid on subordinated convertible debentures		**-**	(880)
Trust units issued, net of issue costs	14	**77,678**	116
Trust units cancelled	14	**(656)**	-
Deferred units purchased and cancelled		**(36)**	-
Interest paid on units classified as financial liabilities	18	**(25)**	(18)
Distributions paid		**(5,724)**	(3,154)
		108,763	34,471
Increase (decrease) in cash during the period		**219**	(24,251)
Cash at the beginning of period		**435**	24,793
Cash at end of period		**$ 654**	$542

Amounts paid for interest are included in cash flows from financing activities in the consolidated statement of cash flows.
The accompanying notes are an integral part of these consolidated financial statements.

1. ORGANIZATIONAL INFORMATION

InterRent Real Estate Investment Trust (the "Trust" or the "REIT") is an unincorporated, open-ended real estate investment trust created pursuant to a Declaration of Trust, dated October 10, 2006, and most recently amended and restated on December 29, 2010, under the laws of the Province of Ontario.

The Trust was created to invest in income producing residential properties within Canada. InterRent REIT Trust Units are listed on the Toronto Stock Exchange under the symbol IIP.UN. The registered office of the Trust and its head office operations are located at 485 Bank Street, Suite 207, Ottawa, Ontario.

These condensed interim consolidated financial statements for the period ended September 30, 2013 were authorized for issuance by the Trustees of the Trust on November 12, 2013.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the IASB, have been omitted or condensed.

The financial statements have been presented in Canadian dollars, which is the Trust's functional currency, rounded to the nearest thousand unless otherwise indicated.

These interim financial statements should be read in conjunction with the Trust's consolidated financial statements for the year ended December 31, 2012.

Basis of presentation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for:

i) Investment properties, which are measured at fair value (except for investment properties undergoing redevelopment where fair value is not reliably determinable);
ii) Financial assets and financial liabilities classified as "fair value through profit and loss", which are measured at fair value; and
iii) Unit-based compensation liability which is measured at fair value.

Significant accounting policies

The interim financial statements have been prepared using the same accounting policies and methods as those used in the consolidated financial statements for the year ended December 31, 2012 except for IFRS 13 which was adopted January 1, 2013 (see changes in accounting policy) and the item listed below.

Investment property under redevelopment

Properties under redevelopment include properties that will undergo activities that will take a substantial period of time and effort to complete in order to prepare the property for its intended use to earn rental income. The cost of redevelopment properties includes the cost of acquiring the property and direct redevelopment costs, realty taxes and borrowing costs directly attributable

2. BASIS OF PRESENTATION (Continued)

to the redevelopment. Capitilization of costs continue until all activities necessary to prepare the property for use as a rental property are complete.

Under the requirements of International Accounting Standard 40 - Investment Property ("IAS 40"), an investment property under redevelopment is measured at fair value at each reporting date, with the recognition of gains or losses in the income statement. If the fair value of an investment property under redevelopment is not reliably determinable, but the Trust expects the fair value of the property to be reliably determinable when redevelopment is complete, it measures that investment property under redevelopment at cost until either its fair value becomes reliably determinable or redevelopment is completed (whichever is earlier).

Basis of consolidation

The condensed consolidated interim financial statements include the accounts of the Trust and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated upon consolidation. Subsidiaries are consolidated from date control commences until control ceases.

Critical accounting estimates and judgments in applying accounting policies

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment when applying the Trust's accounting policies. The critical accounting estimates and judgments have been set out in notes 2 and 3 to the Trust's consolidated financial statements for the year ended December 31, 2012 except for the judgement used by management to determine the reliability of fair value of investment properties undergoing redevelopment and the related costs included in the property value.

Change in accounting policy

IFRS 13 fair value measurement

The Trust adopted IFRS 13 Fair Value Measurement (IFRS 13) on January 1, 2013. IFRS 13 defines fair value, provides a framework for measuring fair value and includes disclosure requirements for fair value measurements. IFRS 13 will be applied in most cases when another IFRS requires (or permits) fair value measurement. Quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments will be extended by IFRS 13 to cover all assets and liabilities within its scope. For the Trust, IFRS 13 is applicable for investment properties which are re-measured to fair value each reporting period under IAS 40.

Fair value measurements recognized in the balance sheet accounts are categorized using a fair value hierarchy that reflects the significance of inputs used in determining the fair values:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Quoted prices in active markets for similar assets or liabilities or valuation techniques where significant inputs are based on observable market data.
- Level 3: Valuation techniques for which any significant input is not based on observable market data.

The adoption of IFRS 13 by the Trust resulted in no change to the method used in estimating fair value or the values determined. The adoption resulted in additional disclosure concerning the inputs as the fair value method used for investment properties is a level 3 based on significant inputs not based on observable market data.

Unaudited (Cdn $ Thousands except unit amounts)

3. FUTURE ACCOUNTING CHANGES

IFRS 9 Financial Instruments

In November 2009, the IASB issued, and subsequently revised in October 2010, IFRS 9 Financial Instruments (IFRS 9) as a first phase in its ongoing project to replace IAS 39. IFRS 9, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2015, with earlier application permitted.

IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The standard also adds guidance on the classification and measurement of financial liabilities. Management is currently evaluating the potential impact that the adoption of IFRS 9 will have on the Trust's consolidated financial statements.

4. INVESTMENT PROPERTIES

	September 30, 2013	December 31, 2012
Composed of:		
Income properties	**$ 707,865**	$ 551,021
Redevelopment property	**41,945**	-
	$ 749,810	$ 551,021

Income properties:
All investment properties other than redevelopment property.

	September 30, 2013	December 31, 2012
Balance, beginning of period	**$ 551,021**	$ 373,245
Acquisitions (note 5)	**115,764**	85,967
Property capital investments	**29,647**	26,470
Settlement from derecognition of liability	**-**	(365)
Fair value adjustments	**11,433**	72,041
Dispositions (note 6)	**-**	(6,337)
Balance, end of period	**$ 707,865**	$ 551,021

Redevelopment property:
Property that is undergoing a significant amount of redevelopment work to prepare the property for use as an income property.

	September 30, 2013	December 31, 2012
Balance, beginning of period	**$ -**	$ -
Acquisition (note 5)	**39,780**	-
Redevelopment costs	**2,165**	-
Balance, end of period	**$ 41,945**	$ -

Unaudited (Cdn $ Thousands except unit amounts)

4. INVESTMENT PROPERTIES (Continued)

The fair value of the income properties is determined internally by the Trust. The Trust determined the fair value of each income property internally based upon the direct capitalization income approach method of valuation. The fair value was determined by applying a capitalization rate to an estimated annual net operating income ("NOI"), which incorporates allowances for vacancy, management fees, labour and repairs and maintenance for the property. In order to substantiate management's valuation, market evidence from third party appraisers is incorporated on a continual basis. The information obtained from the appraisers provided the Trust with a summary of major assumptions and market data by city in order for the Trust to complete its internal valuations.

The capitalization rate assumptions for the income properties are included in the following table:

	September 30, 2013		December 31, 2012	
	Range	**Weighted average**	**Range**	**Weighted average**
Capitalization rate	4.75% - 6.75%	5.50%	4.75% - 6.75%	5.55%

The direct capitalization income approach method of valuation requires that an estimated annual net operating income ("NOI") be divided by a capitalization rate ("Cap Rate") to determine a fair value. As such, changes in both NOI and Cap Rates could significantly alter the fair value of the investment properties. The tables below summarize the impact of changes in both NOI and Cap Rates on the Trust's fair value of the income properties:

As at September 30, 2013

Net operating income		-3%	-1%	As estimated	+1%	+3%
		$ 37,765	$ 38,544	**$ 38,933**	$ 39,322	$ 40,101
Capitalization rate						
-0.25%	5.25%	$ 719,334	$ 734,165	$ 741,581	$ 748,997	$ 763,828
Cap rate used	**5.50%**	$ 686,637	$ 700,794	**$ 707,865**	$ 714,951	$ 729,109
+0.25%	5.75%	$ 656,783	$ 670,325	$ 677,096	$ 683,867	$ 697,409

As at December 31, 2012

Net operating income		-3%	-1%	As estimated	+1%	+3%
		$ 29,663	$ 30,274	**$ 30,580**	$ 30,886	$ 31,497
Capitalization rate						
-0.25%	5.30%	$ 559,672	$ 571,211	$ 576,981	$ 582,751	$ 594,291
Cap rate used	**5.55%**	$ 534,461	$ 545,481	**$ 551,021**	$ 556,501	$ 567,521
+0.25%	5.80%	$ 511,424	$ 521,969	$ 527,241	$ 532,514	$ 543,059

The redevelopment property acquired May 14, 2013 is valued at acquisition cost plus redevelopment costs. The direct capitalization income approach method of valuation is not a reliable measure as the property is undergoing a significant amount of work which will effect multiple components of the estimated NOI as well as the Cap Rate. It is expected that the work will be completed in the second half of 2014. The Trust expects the fair value of the property to be reliably determinable when redevelopment is complete, and will measure that investment property under redevelopment at cost until either its fair value becomes reliably determinable or redevelopment is completed (whichever is earlier).

Unaudited (Cdn $ Thousands except unit amounts)

5. INVESTMENT PROPERTY ACQUISITIONS

During the nine months ended September 30, 2013, the Trust completed the following income property acquisitions, which have contributed to the operating results effective from the acquisition date:

Acquisition Date	Suite Count	Total Acquisition Costs	Mortgage Funding	Interest Rate	Maturity Date
January 28, 2013	174	$ 20,511	$ 14,323	4.04% and 0%	June 1, 2021 and January 28, 2017
March 20, 2013	87	11,812	7,462	2.96%	September 1, 2023
March 25, 2013	64	6,198	4,068	2.52%	May 15, 2014
April 4, 2013	118	16,137	11,737	2.65%	May 1, 2014
April 15, 2013	127	24,798	17,944	2.65%	June 1, 2014
April 18, 2013	327	36,308	13,453	5.09%	February 1, 2015
	897	$ 115,764	$ 68,987		

During the nine months ended September 30, 2013, the Trust completed the following redevelopment property acquisition, which has contributed to the operating results effective from the acquisition date:

Acquisition Date	Suite Count	Total Acquisition Costs	Mortgage Funding	Interest Rate	Maturity Date
May 14, 2013	444	$ 39,780	19,452	1.93%	December 15, 2013

During the nine months ended September 30, 2012, the Trust completed the following acquisitions:

Acquisition Date	Suite Count	Total Acquisition Costs	Mortgage Funding	Interest Rate	Maturity Date
January 5, 2012	490	$ 29,456	$ 21,580	3.00%	February 1, 2013
March 7, 2012	230	20,699	14,934	2.75% and 3.0%	March 1, 2016 and April 1, 2013
June 11, 2012	184	26,091	17,278	5.32% and 2.0%	October 5, 2017 and December 1, 2017
August 8, 2012	96	9,713	6,975	2.75%	August 1, 2013
	1,000	$ 85,959	$ 60,767		

Cash outflow used for investment property acquisitions:

	2013	2012
Total acquisition costs	**$ (155,544)**	$ (85,959)
Fair value adjustment of assumed debt	**1,634**	1,293
Assumed debt	**46,527**	15,546
	$ (107,383)	$ (69,120)

Unaudited (Cdn $ Thousands except unit amounts)

6. INVESTMENT PROPERTY DISPOSITIONS

During the nine months ended September 30, 2013, no investment properties were disposed.

During the nine months ended September 30, 2012, the Trust completed the following investment property dispositions. These dispositions do not meet the definition of discontinued operations.

Disposition Date	Suite Count	Sale Price	Proceeds	Mortgage(s) Repaid
March 8, 2012	36	$ 2,435	$ 2,281	$ 1,581
March 8, 2012	16	983	920	639
May 28, 2012	24	1,375	1,293	464
July 18, 2012	63	2,160	2,036	938
	139	$ 6,953	$ 6,530	$ 3,622

Proceeds include cash consideration of $4,700 and mortgages receivable of $1,830.

A gain of $232 was recognized in the nine months ended September 30, 2012 in connection with these property dispositions.

7. OTHER ASSETS

	September 30, 2013	December 31, 2012
Mortgage holdbacks	**$ 52**	$ 172
Rents and other receivables, net of allowance for uncollectable amounts	**752**	550
Automobile, equipment and furniture and fixtures, net of accumulated amortization of $198 (2012 - $167)	**119**	30
Deferred finance fees on line of credit, net of accumulated amortization of $197 (2012 - $78)	**196**	293
Mortgages receivable [1]	**1,996**	2,202
Tenant inducements [2]	**586**	244
Loan receivable long-term incentive plan (note 13)	**2,831**	1,885
	$ 6,532	$ 5,376

(1) At September 30 2013, the balance is comprised of four mortgages with maturity dates ranging from 4 to 46 months at interest rates from 2% to 8%. All mortgages are secured by the related property and a general security agreement. At December 31, 2012 the balance is comprised of six mortgages with maturity dates ranging from 5 to 55 months at interest rates from 2% to 8%. During the first nine months of the year ended December 31, 2012, five mortgages with a carrying value of $3,332 were sold for cash proceeds of $3,029 at a loss of $303.

(2) Comprised of straight-line rent. This amount is excluded from the determination of the fair value of the investment properties.

Unaudited (Cdn $ Thousands except unit amounts)

8. MORTGAGES AND LOANS PAYABLE

Mortgages and vendor take-back loans are secured by the investment properties and bear interest at a weighted average interest rate of 3.38% (December 31, 2012 – 3.60%).

The mortgages and vendor take-back loans mature at various dates between the years 2013 and 2024.

The aggregate future minimum principal payments, including maturities, are as follows:

2013 (remaining 3 months)	$ 98,774
2014	54,010
2015	22,244
2016	17,473
2017	44,007
Thereafter	101,076
	337,584
Less: Deferred finance costs and mortgage premiums	2,468
	$ 335,116

9. CREDIT FACILITIES

	September 30, 2013	December 31, 2012
Demand operating loan (i)	**$ 55**	$ -
Demand credit facility (ii)	**-**	-
Term credit facility (iii)	**9,200**	5,110
Term credit facility (iv)	**11,550**	-
	$ 20,805	$ 5,110

(i) The Trust has a $500 (2012 - $500) demand operating loan with a Canadian chartered bank bearing interest at prime plus 1.0%, secured by a general security agreement and a second collateral mortgage on one (2012 – one) of the Trust's properties.

(ii) The Trust has a $10,000 (2012 - $10,000) demand credit facility with a financial institution bearing interest at prime plus 1.0%, secured by a general security agreement and second collateral mortgages on nine (2012 - nine) of the Trust's properties.

(iii) The Trust has a $10,000 (2012 - $10,000) term credit facility, maturing in 2014, with a Canadian chartered bank bearing interest at prime plus 0.75%, secured by a general security agreement and second collateral mortgages on nine (2012 – nine) of the Trust's properties.

(iv) The Trust has a $12,500 (2012 - $12,500) term credit facility, maturing in 2015, with a Canadian chartered bank bearing interest at prime plus 0.75%, secured by a general security agreement and second collateral mortgages on ten (2012 – ten) of the Trust's properties.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2013	December 31, 2012
Accounts payable	**$ 3,949**	$ 2,536
Accrued liabilities	**10,813**	6,517
Accrued distributions	**957**	590
Mortgage interest payable	**859**	699
	$ 16,578	$ 10,342

Unaudited (Cdn $ Thousands except unit amounts)

11. LP CLASS B UNIT LIABILITY

The LP Class B units are non-transferable, except under certain circumstances, but are exchangeable, on a one-for-one basis, into Trust Units at any time at the option of the holder. Prior to such exchange, distributions will be made on the exchangeable units in an amount equivalent to the distributions which would have been made had the units of Trust been issued.

The LP Class B units are exchangeable on demand for Trust Units, which in turn are redeemable into cash at the option of the holder. As such, LP Class B units are classified as a liability.

A summary of LP Class B Unit activity is presented below:

Number of Units	
Balance – December 31, 2011	**186,250**
Units issued	-
Balance - December 31, 2012	**186,250**
Units issued	-
Balance – September 30, 2013	**186,250**

The LP Class B Units represented an aggregate fair value of $1,013 at September 30, 2013 ($974 – December 31, 2012). Each LP Class B Unit is accompanied by a Special Voting Unit, which entitles the holder to receive notice of, attend and vote at all meetings of Unitholders. There is no value assigned to the Special Voting Units. The gains or losses that resulted from changes in the fair value were recorded in the consolidated statement of income.

12. UNIT-BASED COMPENSATION LIABILITIES

Unit-based compensation liabilities are comprised of awards issued under the deferred unit plan (DUP) and the unit option plan as follows:

	September 30, 2013	December 31, 2012
Unit-based liabilities, beginning of period	**$ 5,948**	$ 2,332
Compensation expense – deferred unit plan	**1,311**	1,052
Compensation expense – unit option plan	**588**	50
DRIP[1] expense – deferred unit plan	**177**	137
DUP units converted, cancelled and forfeited	**(525)**	(11)
Options exercised	**(352)**	(90)
Loss on fair value of liability	**611**	2,478
Unit-based liabilities, end of period	**$ 7,758**	$ 5,948

[1] Distribution reinvestment plan

Unit options and deferred units are settled with the issuance of Trust Units. However, due to the fact that Trust Units are redeemable, awards of unit options and deferred units are considered to be cash-settled. As such, the fair value of unit options and deferred units are recognized as a liability and re-measured at each reporting date, with changes recognized in the statement of income.

Unaudited (Cdn $ Thousands except unit amounts)

12. UNIT-BASED COMPENSATION LIABILITIES (Continued)

(i) DEFERRED UNIT PLAN

The deferred unit plan allows the Trust to issue a maximum number of Trust Units equal to 6.0% of the Trust's issued and outstanding Trust Units (decreased from 7.5% by unitholder approval on June 14, 2013). The plan entitles trustees, officers and employees, at the participant's option, to elect to receive deferred units (elected portion) in consideration for trustee fees or bonus compensation under the management incentive plan, as the case may be. The Trust matches the elected portion of the deferred units received. The matched portion of the deferred units vest 50% on the third anniversary and 25% on each of the fourth and fifth anniversaries, subject to provisions for earlier vesting in certain events. The deferred units earn additional deferred units for the distributions that would otherwise have been paid on the deferred units (i.e. had they instead been issued as Trust Units on the date of grant). The deferred unit plan must be reapproved by the unitholders every three years. The deferred unit plan was approved on June 14, 2013 for another three years.

A summary of Deferred Unit activity is presented below:

Number of Units	
Balance – December 31, 2011	**750,433**
Units issued under deferred unit plan	369,327
Reinvested distributions on deferred units	30,746
Deferred units cancelled	(9,200)
Balance - December 31, 2012	**1,141,306**
Units issued under deferred unit plan	305,557
Reinvested distributions on deferred units	31,716
Deferred units exercised into Trust Units (note 14)	(82,575)
Deferred units purchased and cancelled	(5,459)
Deferred units cancelled	(4,345)
Balance – September 30, 2013	**1,386,200**

The fair value of each unit granted is determined based on the weighted average observable closing market price of the REIT's Trust Units for the ten trading days preceding the date of grant.

As of September 30, 2013, the 635,775 deferred units, which represent the vested portion, have an intrinsic value of $3,459 (December 31, 2012 – 529,186 deferred units had an intrinsic value of $2,768).

During the nine months ended September 30, 2013, 88,034 deferred units vested of which 82,575 were exercised into Trust Units and 5,459 were purchased and cancelled.

The fair value of such Units represents the closing price of the Trust Units on the TSX on the reporting date, or the first trading date after the reporting date, representing the fair value of the redemption price.

Unaudited (Cdn $ Thousands except unit amounts)

12. UNIT-BASED COMPENSATION LIABILITIES (Continued)

(ii) UNIT OPTIONS

The Trust has an incentive unit option plan (the "Plan"). The Plan provides for options to be granted to the benefit of employees, Trustees and certain other third parties. The maximum number of Trust Units allocated to and made available to be issued under the Plan shall not exceed 2,000,000 (increased from 1,000,000 and replenished by 78,500 for previously cancelled or exercised options by unitholder approval June 14, 2013). As at September 30, 2013, 100,000 options have been granted and exercised, 1,286,500 options have been granted and remain outstanding and 613,500 options remain available for grant. The exercise price of options granted under the unit option plan will be determined by the Trustees, but will be at least equal to the volume weighted average trading price of the Trust Units for the five trading days immediately prior to the date the option was granted. The term of any option granted shall not exceed 10 years or such other maximum permitted time period under applicable regulations. At the time of granting options, the Board of Trustees determines the time, or times, when an option or part of an option shall be exercisable. The Trust will not provide financial assistance to any optionee in connection with the exercise of options.

Options granted, exercised and expired during the nine months ended September 30 are as follows:

	2013		2012	
	Number of units	**Weighted average exercise price**	**Number of units**	**Weighted average exercise price**
Balance, beginning of period	759,150	$ 2.75	690,000	$ 2.23
Granted	635,000	$ 5.65	140,000	$ 2.23
Exercised	(107,650)	$ 2.13	(13,350)	$ 2.13
Expired	-	-	(25,000)	$ 4.81
Expired	-	-	(7,500)	$ 2.13
Balance, end of period	**1,286,500**	**$ 4.23**	**784,150**	**$ 2.81**

Options outstanding at September 30, 2013:

Exercise price	Number of units	Remaining life in years	Number of units exercisable
$ 2.13	511,500	7.73	511,500
$ 5.50	140,000	8.94	70,000
$ 5.65	635,000	9.71	150,000
	1,286,500		**731,500**

Fair value of unit options granted for the nine months ended September 30, 2013 amounted to $1,107 of which $262 was recognized immediately, due to immediate vesting, and $845 is being recognized over the two year vesting period (2012 – $222, over the two year vesting period starting September). Total compensation expense for the nine months was $588 (2012 - $14). Compensation cost was determined based on an estimate of the fair value using the Black-Scholes option pricing model at date of grant using the following assumptions: Market price of unit $5.90 (2012 - $5.47), expected option life 5 years (2012 – 5 years), risk-free interest rate 1.59% (2012 – 1.32%), expected volatility 49% (2012 – 50%) and expected distribution yield 5.0% (2012 – 5.0%).

The weighted average market price of options exercised in the nine months ended September 30, 2013 was $5.83 (nine months ended September 30, 2012 - $4.36).

Unaudited (Cdn $ Thousands except unit amounts)

12. UNIT-BASED COMPENSATION LIABILITIES (Continued)

The fair value of unit options is re-valued at each reporting period based on an estimate of the fair value using the Black-Scholes option pricing model using the following weighted average valuation assumptions:

	September 30, 2013	December 31, 2012
Market price of Unit	$ 5.44	$ 5.23
Expected option life	3.8 years	3.7 years
Risk-free interest rate	1.68%	1.24%
Expected volatility (based on historical)	42%	46%
Expected distribution yield	5.0%	5.0%

The intrinsic value of the options at September 30, 2013 is $1,693 (December 31, 2012 - $1,919).

13. LONG-TERM INCENTIVE PLAN

The Board of Trustees may award long-term incentive plan (“LTIP”) units to certain officers and key employees, collectively the "Participants" up to a maximum of 1,000,000 units (increased from 650,000 and replenished by 10,000 for previously issued units by unitholder approval June 14, 2013). As at September 30, 2013, 222,500 LTIP units are available to be issued). The Participants can subscribe for Trust Units at a purchase price equal to the weighted average trading price of the Trust Units for the five trading days prior to issuance. The purchase price is payable in instalments, with an initial instalment of 5% paid when the Trust Units are issued. The balance represented by a loan receivable (note 7) is due over a term not exceeding ten years. Participants are required to pay interest at a ten-year fixed rate based on the Trust's fixed borrowing rate for long-term mortgage financing and are required to apply cash distributions received on these units toward the payment of interest and the remaining instalments. Participants may pre-pay any remaining instalments at their discretion. The Trust has recourse on the loans receivable and has reasonable assurance that the Trust will collect the full amount of the loan receivable. The loans receivable are secured by the units as well as the distributions on the units. If a Participant fails to pay interest and/or principal, the Trust can enforce repayment which may include the election to reacquire or sell the units in satisfaction of the outstanding amounts.

Date of award	Number of units	Interest rate	Loan receivable
May 10, 2010	190,000	5.00%	$ 215
March 8, 2012	250,000	3.57%	935
June 29, 2012	50,000	3.35%	200
September 11, 2012	100,000	3.35%	510
June 27, 2013	187,500	3.85%	971
	777,500		$ 2,831

Unaudited (Cdn $ Thousands except unit amounts)

14. TRUST UNITS

As a result of the redeemable feature of the Trust Units, the Trust Units are defined as a financial liability; however, for the purposes of financial statement classification and presentation, the Trust Units may be presented as equity instruments as they meet an exemption under IAS 32.

	Trust Units	Amount
Balance – December 31, 2011	**43,464,465**	**$ 79,459**
Units Issued under long-term incentive plan (note 13)	400,000	1,743
Units Issued from options exercised	38,350	172
Units Issued under distribution reinvestment plan	301,205	1,279
Balance – December 31, 2012	**44,204,020**	**$ 82,653**
Issued from prospectus	12,420,646	81,107
Unit issue costs	-	(3,709)
Units Issued under long-term incentive plan (note 13)	187,500	1,022
Units Issued under the deferred unit plan (note 12)	82,575	489
Units Issued from options exercised	107,650	581
Units Issued under distribution reinvestment plan	245,243	1,361
Units purchased and cancelled	(129,000)	(656)
Balance – September 30, 2013	**57,118,634**	**$ 162,848**

On July 29, 2013, the TSX approved the Trust's normal course issuer bid ("Bid") for a portion of its Trust Units. Under the Bid, the Trust may acquire up to a maximum of 4,596,134 of its Trust Units, or approximately 10% of its public float of 45,961,336 Trust Units as of July 19, 2013, for cancellation over a 12 month period commencing on August 1, 2013 until the earlier of July 31, 2014 or the date on which the Trust has purchased the maximum number of Trust Units permitted under the Bid. The number of Trust Units that can be purchased pursuant to the Bid is subject to a current daily maximum of 29,211 Trust Units (being 25% of the average daily trading volume), except where purchases are made in accordance with "block purchases" exemptions under applicable TSX policies. Purchases will be made at market prices through the facilities of the TSX.

For the nine month period ended September 30, 2013, the Trust purchased and cancelled 129,000 Trust Units as a cost of $656 (average cost per Trust Unit of $5.08).

14. TRUST UNITS (Continued)

Declaration of Trust

The Declaration of Trust authorizes the Trust to issue an unlimited number of units for the consideration and on terms and conditions established by the Trustees without the approval of any unitholders. The interests in the Trust are represented by two classes of units: a class described and designated as “Trust Units” and a class described and designated as “Special Voting Units”. The beneficial interests of the two classes of units are as follows:

(a) Trust Units

Trust Units represent an undivided beneficial interest in the Trust and in distributions made by the Trust. The Trust Units are freely transferable, subject to applicable securities regulatory requirements. Each Trust Unit entitles the holder to one vote at all meetings of unitholders. Except as set out under the redemption rights below, the Trust Units have no conversion, retraction, redemption or pre-emptive rights.

Trust Units are redeemable at any time, in whole or in part, on demand by the holders. Upon receipt by the Trust of a written redemption notice and other documents that may be required, all rights to and under the Trust Units tendered for redemption shall be surrendered and the holder shall be entitled to receive a price per Trust Unit equal to the lesser of:

i) 90% of the “market price” of the Trust Units on the principal market on which the Trust Units are quoted for trading during the twenty-day period ending on the trading day prior to the day on which the Trust Units were surrendered to Trust for redemption; and

ii) 100% of the “closing market price” of the Trust Units on the principal market on which the Trust Units are quoted for trading on the redemption notice date.

(b) Special Voting Units

The Declaration of Trust provides for the issuance of an unlimited number of Special Voting Units that will be used to provide voting rights to holders of LP Class B units or other securities that are, directly or indirectly, exchangeable for Trust Units.

Each Special Voting Unit entitles the holder to the number of votes at any meeting of unitholders, which is equal to the number of Trust Units that may be obtained upon surrender of the LP Class B unit to which the Special Voting Unit relates. The Special Voting Units do not entitle or give any rights to the holders to receive distributions or any amount upon liquidation, dissolution or winding-up of Trust.

Unaudited (Cdn $ Thousands except unit amounts)

15. FINANCING COSTS

For the three and nine month periods ended September 30

	Three months ended September 30		Nine months ended September 30	
	2013	2012	**2013**	2012
Mortgages and loans payable	**$ 2,798**	$ 2,330	**$ 7,795**	$ 6,525
Convertible debentures	**-**	-	**-**	149
Credit facilities	**237**	179	**573**	435
Interest income	**(46)**	(34)	**(145)**	(92)
Interest capitalized to redevelopment property	**(46)**	-	**(57)**	-
Interest expense	**2,943**	2,475	**8,166**	7,017
Amortization of deferred finance costs on mortgages	**110**	189	**333**	635
Amortization of deferred finance costs on credit facilities	**40**	14	**118**	31
Amortization of accretion on convertible debenture	**-**	-	**-**	343
Amortization of fair value on assumed debt	(171)	(6)	**(396)**	43
	$ 2,922	$ 2,672	**$ 8,221**	$ 8,069

16. GAIN/(LOSS) ON DISPOSITION OF ASSETS

For the three and nine month periods ended September 30

	Three months ended September 30		Nine months ended September 30	
	2013	2012	**2013**	2012
Gain (loss) on disposition of investment properties	$ **-**	$ 381	$ **-**	$ 232
Loss on disposition of mortgages receivable	**-**	-	-	(303)
	$ -	$ 381	**$ -**	$ (71)

17. OTHER FAIR VALUE GAINS/(LOSSES)

For the three and nine month periods ended September 30

	Three months ended September 30		Nine months ended September 30	
	2013	2012	**2013**	2012
LP Class B unit liability	**$ 62**	$ (238)	**$ (39)**	$ (430)
Unit-based compensation liability (deferred unit plan)	**(80)**	(1,015)	**(576)**	(1,679)
Unit-based compensation liability (option plan)	**245**	(601)	**(35)**	(1,065)
	$ 227	$ (1,854)	**$ (650)**	$ (3,174)

18. INTEREST ON UNITS CLASSIFIED AS FINANCIAL LIABILITIES

For the three and nine month periods ended September 30

	Three months ended September 30		Nine months ended September 30	
	2013	2012	**2013**	2012
LP Class B unit liability	$ **9**	$ 7	$ **25**	$ 18
Unit-based compensation liability (deferred unit plan)	**69**	36	**177**	93
	$ 78	$ 43	**$ 202**	$ 111

19. RELATED PARTY TRANSACTIONS

The transactions with related parties are incurred in the normal course of business and are measured at amounts believed to represent fair value. Related party transactions have been listed below, unless they have been disclosed elsewhere in the financial statements.

(i) Accounts Payable

As at September 30, 2013, $1,085 (December 31, 2012 - $504) was included in accounts payable and accrued liabilities which are due to companies that are controlled by an officer of the Trust. The amounts were non-interest bearing and due on demand.

(ii) Services

During the nine months ended September 30, 2013, the Trust incurred $5,342 (2012 - $4,009) in property and project management services, shared legal services and brokerage services from companies controlled by an officer of the Trust. Of the services received approximately $2,794 (2012 - $2,006) has been capitalized to the income producing properties and the remaining amounts are included in operating and administrative costs.

20. CAPITAL RISK MANAGEMENT

The Trust's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth combined with strategic acquisitions and to provide returns to its unitholders. The Trust defines capital that it manages as the aggregate of its unitholders' equity, which is comprised of issued capital and retained earnings, LP Class B units and deferred unit capital and options recorded as unit-based compensation liabilities.

The Trust manages its capital structure and makes adjustments to it in light of general economic conditions, the risk characteristics of the underlying assets and the Trust's working capital requirements. In order to maintain or adjust its capital structure, the Trust, upon approval from its Board of Trustees, may issue or repay long-term debt, issue units, repurchase units through a normal course issuer bid, pay distributions or undertake other activities as deemed appropriate under the specific circumstances. The Board of Trustees reviews and approves any material transactions out of the ordinary course of business, including approval of all acquisitions of investment properties, as well as capital and operating budgets.

The Trust monitors capital using a debt to gross book value ratio, as defined in the Declaration of Trust which requires the Trust to maintain a debt to gross book value ratio below 75%. As at September 30, 2013, the debt to gross book value ratio is 46.8% (December 31, 2012 – 46.8%).

In addition, the Trust is subject to financial covenants in its mortgages payable and credit facilities such as minimum tangible net worth, interest coverage, debt service coverage and leverage ratio (similar to debt to gross book value as calculated in the Declaration of Trust). The Trust was in compliance with all financial covenants throughout the period ended September 30, 2013 and the year ended December 31, 2012.

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

a) Overview

The Trust is exposed to credit risk, liquidity risk and market risk. The Trust's primary risk management objective is to protect earnings and cash flow and, ultimately, unitholders value. Risk management strategies, as discussed below, are designed and implemented to ensure the Trust's risks and the related exposures are consistent with its business objectives and risk tolerance.

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

b) Credit Risk

Credit risk represents the financial loss that the Trust would experience if a tenant failed to meet its obligations in accordance with the terms and conditions of the lease. The Trust’s credit risk is attributable to its rents and other receivables, loan receivable long-term incentive plan, mortgage holdbacks and mortgages receivable.

The amounts disclosed as rents and other receivables in the consolidated balance sheets are net of allowances for doubtful accounts, estimated by the Trust’s management based on prior experience and their assessment of the current economic environment. The Trust establishes an allowance for doubtful accounts that represents its estimate of incurred losses in respect of rents and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures and an overall loss component established based on historical trends. At September 30, 2013, the Trust had past due rents and other receivables of $1,571 (December 31, 2012 - $1,033), net of an allowance for doubtful accounts of $819 (December 31, 2012 - $483) which adequately reflects the Trust's credit risk.

The Trust believes that the concentration of credit risk of accounts receivable is limited due to its broad tenant base, dispersed across varying geographic locations.

The Trust has established various internal controls, such as credit checks and security deposits, designed to mitigate credit risk. While the Trust's credit controls and processes have been effective in mitigating credit risk, these controls cannot eliminate credit risk and there can be no assurance that these controls will continue to be effective or that the Trust's current credit loss experience will improve.

The amounts shown in the consolidated balance sheets as mortgage holdbacks relate primarily to amounts that will be released upon the completion of repairs to certain buildings. Mortgages receivable represent vendor take back loans on the sale of buildings and are secured by the building. Management believes there is minimal credit risk due to the nature of these amounts receivable and the underlying collateral.

c) Liquidity Risk

Liquidity risk is the risk that the Trust will not be able to meet its financial obligations as they fall due. The Trust manages liquidity risk through the management of its capital structure and financial leverage, as outlined in note 20 to the consolidated financial statements. It also manages liquidity risk by continuously monitoring actual and projected cash flows to ensure that it will always have sufficient liquidity to meet its liabilities (excluding derivative and other financial instruments reported as liabilities at fair value) when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Trust's reputation.

As at September 30, 2013, the Trust had credit facilities as described in note 9.

Note 8 reflects the contractual maturities for mortgage and loans payable of the Trust at September 30, 2013, excluding interest payments. The Trust continues to refinance the outstanding debts as they mature. Given the Trust's available credit and its available liquid resources from both financial assets and on-going operations, management assesses the Trust's liquidity risk to be low.

Unaudited (Cdn $ Thousands except unit amounts)

21. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

d) Fair Value

Financial instruments are defined as a contractual right to receive or deliver cash or another financial asset. The fair values of the Trust's financial instruments, except for mortgages payable and loans payable, approximate their recorded values due to their short-term nature and/or the credit terms of those instruments.

The fair value of the mortgages and loans payable has been determined by discounting the cash flows using current market rates of similar instruments. These estimates are subjective in nature and therefore cannot be determined with precision. The fair value of mortgages and loans payable and credit facilities at September 30, 2013 is approximately $356,998 (December 31, 2012 - $267,249).

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect estimates.

The following table presents the fair values by category of the Trust's financial assets and liabilities:

September 30, 2013	Level 1	Level 2	Level 3
Financial assets			
Cash	$ 654	$ -	$ -
Financial liabilities			
Unit-based compensation liability	-	7,758	-
LP Class B unit liability	-	1,013	-

December 31, 2012	Level 1	Level 2	Level 3
Financial assets			
Cash	$ 435	$ -	$ -
Financial liabilities			
Unit-based compensation liability	-	5,948	-
LP Class B unit liability	-	974	-

e) Market Risk

Market risk includes the risk that changes in interest rates will affect the Trust's cash flows or the fair value of its financial instruments.

At September 30, 2013, approximately 8% (December 31, 2012 – 14%) of the Trust's mortgage debt is at variable interest rates and the Trust's credit facilities bear interest at variable rates. If there was a 100 basis point change in the interest rate, cash flows would have changed by approximately $254 for the nine months ended September 30, 2013 (2012 - $185).

22. CONTINGENCIES

In the ordinary course of business activities, the Trust may be contingently liable for litigation and claims with tenants, suppliers and former employees. Management believes that adequate provisions have been recorded in the accounts where required.