Interim Consolidated Financial Statements of

CHARTER REAL ESTATE INVESTMENT TRUST

As At and for the Three and Nine Months Ended September 30, 2009

(unaudited)

CHARTER REAL ESTATE INVESTMENT TRUST
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September 30, 2009 (unaudited)

CHARTER REAL ESTATE INVESTMENT TRUST
Consolidated Balance Sheets
(unaudited)

		As at September 30, 2009		As at December 31, 2008 (restated - Note 3)
ASSETS				
Cash	**$**	**1,416,379**	$	1,404,271
Restricted cash (Note 4)		-		422,830
Accounts receivable (Note 5)		**570,995**		847,632
Income producing properties (Notes 3 and 6)		**121,215,543**		122,907,634
Intangible assets (Note 7)		**10,200,027**		11,952,241
Deferred costs (Notes 3 and 8)		**408,420**		160,734
Other assets		**850,165**		448,047
	$	**134,661,529**	$	138,143,389
LIABILITIES				
Secured debt (Note 9)	**$**	**71,982,026**	$	72,645,108
Credit facilities (Note 10)		**19,500,000**		19,700,000
Accounts payable and other liabilities		**2,109,694**		1,659,379
Intangible liabilities (Note 7)		**288,912**		352,814
		93,880,632		94,357,301
UNITHOLDERS' EQUITY		**40,780,897**		43,786,088
	$	**134,661,529**	$	138,143,389

APPROVED ON BEHALF OF THE BOARD OF TRUSTEES

"John F. Driscoll"
…………………………………… Trustee

"Janet Graham"
…………………………………… Trustee

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

CHARTER REAL ESTATE INVESTMENT TRUST
Consolidated Statements of Operations and Comprehensive Loss
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	**2009**	2008
		(restated - Note 3)		(restated - Note 3)
REVENUE				
Revenues from income producing properties	**$ 4,186,174**	$ 3,921,684	**$ 12,926,687**	$ 11,231,540
Interest income	**8,254**	16,523	**20,699**	46,659
	4,194,428	3,938,207	**12,947,386**	11,278,199
EXPENSES				
Operating costs from income producing properites	**1,455,668**	1,559,815	**4,730,264**	4,572,528
Interest expense on long-term secured debt and credit facilities	**1,349,004**	742,057	**3,614,693**	1,896,323
Interest expense on short-term secured debt and credit facilities	**1,820**	269,296	**252,409**	796,808
General and administrative expenses	**254,299**	330,599	**794,814**	906,123
Depreciation and amortization of income producing properties (Note 3)	**915,858**	819,302	**2,779,817**	2,311,160
Amortization of deferred costs (Note 3)	**41,834**	78,155	**159,302**	315,026
Amortization of intangible assets	**471,510**	467,177	**1,752,214**	1,362,080
Incentive unit option compensation	**9,911**	42,471	**28,625**	147,377
	4,499,904	4,308,872	**14,112,138**	12,307,425
NET LOSS AND COMPREHENSIVE LOSS	**$ (305,476)**	$ (370,665)	**$ (1,164,752)**	$ (1,029,226)
LOSS PER UNIT (Note 13)				
Basic	**$ (0.02)**	$ (0.02)	**$ (0.06)**	$ (0.06)
Diluted	**$ (0.02)**	$ (0.02)	**$ (0.06)**	$ (0.06)

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

CHARTER REAL ESTATE INVESTMENT TRUST
Consolidated Statements of Unitholders' Equity
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	**2009**	2008
		(restated - Note 3)		(restated - Note 3)
Trust Units (Note 11)				
BALANCE, BEGINNING OF PERIOD	**$ 54,576,139**	$ 54,485,159	**$ 54,544,101**	$ 54,069,575
Issuance of units, net of costs	-	-	-	(15,321)
Issuance of units under distribution reinvestment plan, net of costs	**58,894**	383,666	**432,111**	814,571
Units cancelled under normal course issuer bid, net of costs	-	(49,222)	**(341,179)**	(49,222)
BALANCE, END OF PERIOD	**54,635,033**	54,819,603	**54,635,033**	54,819,603
Contributed Surplus				
BALANCE, BEGINNING OF PERIOD	**1,030,425**	380,338	**769,048**	275,432
Incentive unit option compensation	**9,911**	42,471	**28,625**	147,377
Value associated with units cancelled under normal course issuer bid	-	16,800	**242,663**	16,800
BALANCE, END OF PERIOD	**1,040,336**	439,609	**1,040,336**	439,609
Deficit and Accumulated Other Comprehensive Loss				
BALANCE, BEGINNING OF PERIOD (Note 3)	**(13,851,524)**	(9,023,908)	**(11,527,061)**	(5,606,190)
Net loss	**(305,476)**	(370,665)	**(1,164,752)**	(1,029,226)
Distributions to unitholders	**(737,472)**	(1,177,648)	**(2,202,659)**	(3,936,805)
BALANCE, END OF PERIOD	**(14,894,472)**	(10,572,221)	**(14,894,472)**	(10,572,221)
TOTAL UNITHOLDERS' EQUITY	**$ 40,780,897**	$ 44,686,991	**$ 40,780,897**	$ 44,686,991
Units issued and outstanding (Note 11)	**18,413,731**	18,001,858	**18,413,731**	18,001,858

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

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

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	**2009**	2008
		(restated - Note 3)		(restated - Note 3)
OPERATING ACTIVITIES				
Net loss	**$ (305,476)**	$ (370,665)	**$ (1,164,752)**	$ (1,029,226)
Adjusted for non-cash items:				
Depreciation and amortization	**1,429,202**	1,364,634	**4,691,333**	3,988,266
Amortization of below-market rate leases	**(21,301)**	(23,332)	**(63,902)**	(72,745)
Non cash portion of interest expense	**32,888**	12,084	**56,639**	25,505
Incentive unit option compensation	**9,911**	42,471	**28,625**	147,377
Leasing costs	**(88,080)**	(20,480)	**(122,694)**	(47,576)
Net change in non-cash working capital	**355,306**	14,491	**(82,208)**	(555,131)
Net cash provided by operating activities	**1,412,450**	1,019,203	**3,343,041**	2,456,470
FINANCING ACTIVITIES				
Proceeds net of financing costs from secured debt	**-**	28,766,849	**-**	28,736,286
Financing fees on credit facilities	**(5,474)**	(127,368)	**(280,619)**	(127,368)
Principal repayments on secured debt	**(285,166)**	(92,936)	**(719,721)**	(259,540)
Drawdowns on credit facilities	**-**	1,500,000	**-**	10,000,000
Repayments of credit facilities (Note 10)	**-**	(1,800,000)	**(200,000)**	(1,800,000)
Cancellation of units under normal course issuer bid	**-**	(28,950)	**(96,280)**	(28,950)
Cost of issuance and cancellation of units	**(1,780)**	(3,472)	**(7,221)**	(68,007)
Distributions to unitholders	**(677,005)**	(1,015,667)	**(1,761,100)**	(3,322,802)
Net cash (used in) provided by financing activities	**(969,425)**	27,198,456	**(3,064,941)**	33,129,619
INVESTING ACTIVITIES				
Income producing properties acquired	**-**	(27,752,679)	**-**	(35,023,317)
Additions to building and building improvements	**(12,157)**	(595,024)	**(388,048)**	(640,319)
Additions to tenant improvements	**(77,536)**	(41,930)	**(300,774)**	(216,800)
Net change in restricted cash (Note 4)	**-**	-	**422,830**	72,539
Net cash used in investing activities	**(89,693)**	(28,389,633)	**(265,992)**	(35,807,897)
NET INCREASE (DECREASE) IN CASH DURING THE PERIOD	**353,332**	(171,974)	**12,108**	(221,808)
CASH, BEGINNING OF PERIOD	**1,063,047**	1,373,689	**1,404,271**	1,423,523
CASH, END OF PERIOD	**$ 1,416,379**	$ 1,201,715	**$ 1,416,379**	$ 1,201,715

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Income taxes paid	**$ -**	$ -	**$ -**	$ -
Interest paid	**$ 1,246,710**	$ 935,210	**$ 3,743,811**	$ 2,649,902

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

1. ORGANIZATION

Charter Real Estate Investment Trust ("Charter" 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.

On May 10, 2007, under a Plan of Arrangement (the "Arrangement"), Charter Realty Holdings Ltd. (the "Company") completed its conversion to a trust structure. The Arrangement resulted in the shareholders of the Company transferring their shares to the REIT, in consideration for units of the REIT. Each 10 issued shares of the Company were transferred to the REIT in exchange for 1 unit of the REIT. Pursuant to the Arrangement, the Company is a wholly-owned subsidiary of the REIT.

The consolidated financial statements reflect the accounts of the REIT and the Company.

The units of the REIT trade under the symbol "CRH.UN".

The REIT's major unitholder is C.A. Bancorp Inc., which currently owns 33% of the outstanding units of the REIT.

2. SIGNIFICANT ACCOUNTING POLICIES

These unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The accounting principles used in these interim consolidated financial statements are consistent with those used in the REIT's December 31, 2008 annual consolidated financial statements except as described in Note 3. These interim consolidated financial statements do not include all the information and disclosure required by Canadian GAAP for annual financial statements, and should be read in conjunction with the December 31, 2008 annual consolidated financial statements.

3. CHANGES IN ACCOUNTING POLICIES

(a) Current accounting changes

Credit risk and the fair value of financial assets and financial liabilities – EIC-173

In January 2009, the Canadian Institute of Chartered Accountants ("CICA") issued EIC-173, Credit Risk and the Fair Value of Financial Assets and Financial Liabilities, which requires entities to consider their own credit risk as well as the credit risk of their counterparties when determining the fair value of financial assets and financial liabilities, including derivative instruments. The standard is effective for the first quarter of 2009 and is required to be applied retrospectively without restatement of prior periods. The adoption of this standard did not have an impact on the valuation of the REIT's financial assets or financial liabilities.

3. CHANGES IN ACCOUNTING POLICIES (continued)

(a) Current accounting changes (continued)

Goodwill and Intangible Assets - Section 3064

Effective January 1, 2009, the REIT adopted Section 3064, Goodwill and Intangible Assets, which was issued by the CICA. This Section replaced the existing Section 3062, Goodwill and Intangible Assets and Section 3450, Research and Development Costs. Section 3064 establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets and clarifies that costs can be capitalized only when they relate to an item that meets the definition of an asset.

The impact of this change on the REIT's financial statements is that certain expenditures incurred on income producing properties that are recoverable from tenants that had previously been capitalized as deferred costs no longer meet the definition of an asset and, as such, have been derecognized. Certain recoverable expenditures previously capitalized as deferred costs which represent betterments or replacement of capital items have been reclassified as building improvements and included in income producing properties. These adjustments have been adopted on a retrospective basis and have resulted in the restatement of certain financial statement comparative amounts.

Deferred recoverable expenditures at December 31, 2008 having a net book value of $115,168 have been restated to record them as operating costs in the years in which the expenditures were incurred, and the amortization taken on these expenditures has also been restated. The net effect of the restatement was a charge to the opening deficit on January 1, 2008 of $158,999, a charge to the opening deficit on January 1, 2009 of $115,168 and a decrease in the net loss for the nine months ended September 30, 2008 of $10,850. Deferred recoverable expenditures at December 31, 2008 having a net book value of $110,443 were reclassified as building improvements and included in income producing properties. There was no impact to net loss per unit for the nine months ended September 30, 2008.

Other certain comparative amounts have also been reclassified to reflect the presentation adopted in the current period relating to tenant improvements. Tenant improvements are now classified as income producing properties rather than deferred costs.

The details of the net effect of the restatement and reclassifications on the consolidated interim financial statements is summarized below:

3. CHANGES IN ACCOUNTING POLICIES (continued)

(a) Current accounting changes (continued)

December 31, 2008 balance sheet		Income producing properties		Deferred costs		Unitholders' equity
Balance as previously reported, as at December 31, 2008	$	122,556,262	$	627,274	$	43,901,256
Restatement to reflect change in accounting standard		110,443		(225,611)		(115,168)
Reclassification to reflect current period presentation		240,929		(240,929)		-
Balance as restated, as at December 31, 2008	$	122,907,634	$	160,734	$	43,786,088

Three months ended September 30, 2008 statement of operations and comprehensive loss		Operating costs		Depreciation and amortization of income producing properties		Amortization of deferred costs
Balance as previously reported - three months ended September 30, 2008	$	1,515,807	$	811,571	$	100,088
Restatement to reflect change in accounting standard		44,008		-		(14,202)
Reclassification to reflect current period presentation		-		7,731		(7,731)
Balance as restated for the three months ended September 30, 2008	$	1,559,815	$	819,302	$	78,155

Nine months ended September 30, 2008 statement of operations and comprehensive loss		Operating costs		Depreciation and amortization of income producing properties		Amortization of deferred costs
Balance as previously reported - nine months ended September 30, 2008	$	4,528,520	$	2,288,175	$	392,869
Restatement to reflect change in accounting standard		44,008		-		(54,858)
Reclassification to reflect current period presentation		-		22,985		(22,985)
Balance as restated for the nine months ended September 30, 2008	$	4,572,528	$	2,311,160	$	315,026

Statements of unitholders' equity	Deficit and accumulated other comprehensive loss as at			
		January 1, 2009		January 1, 2008
Balance as previously reported	$	(11,411,893)	$	(5,447,191)
Restatement to reflect change in accounting standard		(115,168)		(158,999)
Balance as restated	$	(11,527,061)	$	(5,606,190)

3. CHANGES IN ACCOUNTING POLICIES (continued)

(b) Future accounting changes

Business combinations, consolidated financial statements and non-controlling interests – Sections 1582, 1601 and 1602

The CICA Accounting Standards Board has adopted a strategic plan for the direction of accounting in Canada. As part of that plan, accounting standards for public companies will be required to converge with International Financial Reporting Standards for fiscal years beginning on or after January 1, 2011 with comparative figures presented on the same basis. The CICA has issued a new accounting standard, CICA Handbook Section 1582, Business Combinations which will apply prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. CICA Handbook Sections 1601, Consolidations and 1602, Non-controlling Interests will be effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these Sections is permitted as of the beginning of a fiscal year. All three Sections must be adopted concurrently. These Sections replace the former CICA Handbook Sections 1581, Business Combinations and 1600, Consolidated Financial Statements.

CICA Handbook Section 1582 establishes standards for the accounting for a business combination. CICA Handbook Section 1601 establishes standards for the preparation of consolidated financial statements. CICA Handbook Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The REIT is currently considering the effect on the financial statements of the new standards.

Financial Instruments - Disclosures – Section 3862

In June 2009, the CICA amended Section 3862, Financial Instruments-Disclosures to include new disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. The amendments to Section 3862 apply to annual financial statements for fiscal years ending after September 30, 2009. Earlier adoption is permitted.

The amended standard requires use of a three level hierarchy methodology that reflects the significance of the inputs used when determining fair value measurements for financial instruments. Fair value of financial assets and liabilities is determined as follows:

Level 1 – determined by reference to quoted prices in active markets for identical assets and liabilities;

Level 2 – determined using inputs other than the quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – determined using inputs that are not based on observable market data.

The REIT is currently considering the effect on its financial statements resulting from amendments to Section 3862.

4. RESTRICTED CASH

The restricted cash balance related to a deposit with the first mortgage lender on the REIT's Méga Centre property to cover capital expenditures on that property. As all such expenditures were completed, the lender reimbursed the REIT during the second quarter of 2009.

5. ACCOUNTS RECEIVABLE

	September 30, 2009	December 31, 2008
Tenant receivables	**$ 61,514**	$ 324,235
Revenues receivable from income producing properties recognized on a straight-line basis	**590,683**	327,791
Corporate and other amounts receivable	**45,314**	284,847
	697,511	936,873
Allowance for doubtful accounts	**(126,516)**	(89,241)
	$ 570,995	$ 847,632

The REIT records an allowance for doubtful accounts on tenant rent receivables and straight-line rent receivables on a tenant-by-tenant basis and on an individual basis for corporate and other amounts receivable, using specific, known facts and circumstances that exist at the time of the analysis. Accounts are written off only when collection efforts have been exhausted.

6. INCOME PRODUCING PROPERTIES

	September 30, 2009		
	Gross Book Value	**Accumulated Depreciation/ Amortization**	**Net Book Value**
Land	**$ 22,988,880**	**$ -**	**$ 22,988,880**
Buildings	**95,332,538**	**4,773,100**	**90,559,438**
Building improvements	**1,311,272**	**159,051**	**1,152,221**
Tenant improvements	**1,052,564**	**64,953**	**987,611**
Tenant improvements acquired in an income producing property acquisition	**7,841,416**	**2,314,023**	**5,527,393**
	$ 128,526,670	**$ 7,311,127**	**$ 121,215,543**

	December 31, 2008 (restated see Note 3)		
	Gross Book Value	Accumulated Depreciation/ Amortization	Net Book Value
Land	$ 22,988,880	$ -	$ 22,988,880
Buildings	95,332,538	2,950,513	92,382,025
Building improvements	997,509	40,159	957,350
Tenant improvements	278,600	37,671	240,929
Tenant improvements acquired in an income producing property acquisition	7,841,416	1,502,966	6,338,450
	$ 127,438,943	$ 4,531,309	$ 122,907,634

7. INTANGIBLE ASSETS AND LIABILITIES

	September 30, 2009		
	Gross Book Value	**Accumulated Amortization**	**Net Book Value**
Intangible assets			
Lease origination costs	**$ 7,608,768**	**$ 2,894,243**	**$ 4,714,525**
Tenant relationships	**7,007,106**	**1,521,604**	**5,485,502**
	$ 14,615,874	**$ 4,415,847**	**$ 10,200,027**
Intangible liabilities			
Below market in-place leases	**$ 476,471**	**$ 187,559**	**$ 288,912**

	December 31, 2008		
	Gross Book Value	Accumulated Amortization	Net Book Value
Intangible assets			
Lease origination costs	$ 7,608,768	$ 1,898,693	$ 5,710,075
Tenant relationships	7,007,106	764,940	6,242,166
	$ 14,615,874	$ 2,663,633	$ 11,952,241
Intangible liabilities			
Below market in-place leases	$ 476,471	$ 123,657	$ 352,814

8. DEFERRED COSTS

	September 30, 2009		
	Gross Book Value	**Accumulated Amortization**	**Net Book Value**
Leasing costs	**$ 209,233**	**$ 30,307**	**$ 178,926**
Deferred financing costs	**280,620**	**51,126**	**$ 229,494**
	$ 489,853	**$ 81,433**	**$ 408,420**

	December 31, 2008 (restated see Note 3)		
	Gross Book Value	Accumulated Amortization	Net Book Value
Leasing costs	$ 82,865	$ 12,929	$ 69,936
Deferred financing costs	772,869	682,071	90,798
	$ 855,734	$ 695,000	$ 160,734

9. SECURED DEBT

Secured debt can be summarized as follows:

		September 30, 2009		December 31, 2008
Mortgages payable	$	**62,542,088**	$	63,261,809
Corporate secured debt		**10,000,000**		10,000,000
		72,542,088		73,261,809
Unamortized balance of commitment and other fees		**(560,062)**		(616,701)
	$	**71,982,026**	$	72,645,108

Scheduled repayments of secured debt are as follows:

		Principal instalment payments		Balance maturing		Total
2009 (remainder of the year)	$	**288,998**	$	**-**	$	**288,998**
2010		**1,298,790**		**-**		**1,298,790**
2011		**1,697,518**		**-**		**1,697,518**
2012		**1,805,741**		**8,014,133**		**9,819,874**
2013		**1,479,292**		**25,627,933**		**27,107,225**
Thereafter		**2,244,032**		**30,085,651**		**32,329,683**
Contractual obligations	$	**8,814,371**	$	**63,727,717**	$	**72,542,088**

Interest expense on the secured debt is considered an operating item in the statement of cash flows.

(a) Mortgages payable

Mortgages payable are secured by the income producing properties to which they relate and some of the mortgages also have recourse to the REIT. The mortgages bear interest at effective rates ranging between 5.15% and 5.77% (December 31, 2008 – 5.15% and 5.77%) per annum and contractual rates ranging between 5.17% and 5.65% (December 31, 2008 – 5.17% and 5.65%) per annum with a weighted average effective interest rate of 5.48% (December 31, 2008 – 5.46%) per annum and a contractual rate of 5.41% (December 31, 2008 - 5.41%) per annum, and mature at various dates between 2012 and 2017.

9. SECURED DEBT (continued)

(b) Corporate secured debt

At September 30, 2009, total corporate secured debt of $10,000,000 was outstanding (December 31, 2008 - $10,000,000). This amount is comprised of two facilities (the "Facilities"). The first facility is an $8,600,000 five-year facility that bears interest at 8.75% per annum (effective interest rate of 9.69%) on an interest-only basis. The facility can be prepaid without penalty at any time and is secured by (a) a first charge on the REIT's three Rona properties located in Exeter, Seaforth and Zurich, Ontario; (b) second charges on the Méga Centre property, the Châteauguay property and the Canadian Tire properties; and (c) a general security agreement relating to the above properties.

The second facility is a $1,400,000 five-year facility that bears interest at 8.75% per annum (effective interest rate of 10%) on an interest-only basis for the first two years and is then self- amortizing over the final three years. The facility can be prepaid without penalty at any time and is secured by a second charge on the Cornwall Square shopping centre.

The Facilities require that the REIT maintain an overall debt-to-gross book value ratio of no more than 75% and the Facilities have recourse to the REIT.

10. CREDIT FACILITIES

(a) Acquisition facility

In May 2009 the REIT early renewed its revolving operating and acquisition facility (the "Acquisition Facility") that it has with a Canadian chartered bank. The Acquisition Facility is now for a two-year term expiring on May 19, 2011 (previously a one-year term) for $26,000,000 (previously $31,275,000). The Acquisition Facility is secured by the REIT's Cornwall Square shopping centre. Pursuant to the terms of the Acquisition Facility, from time to time, the amount permitted to be drawn under the Acquisition Facility may be adjusted based on certain financial tests (including a loan-to-value ratio). At September 30, 2009, $19,500,000 was outstanding under the Acquisition Facility (December 31, 2008 - $19,700,000).

Amounts drawn down bear interest at a rate equal to the Bank's prime rate plus 3.50% per annum (previously Bank prime plus 1% per annum) or the Banker's Acceptance stamping fee plus 4.50% per annum (previously Banker's Acceptance stamping fee plus 2% per annum).

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

The unamortized balance of financing fees relating to the renewal of the facility is $229,494 at September 30, 2009 (December 31, 2008 - $73,906), and has been classified as deferred costs.

Interest expense on the Acquisition Facility is considered an operating item in the statement of cash flows.

11. UNITHOLDERS' EQUITY

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.

Provided that C.A. Bancorp Inc. and its affiliates beneficially own at least 10% of the issued and outstanding units, the Trustees shall not issue or offer or agree to issue, any units to any person, unless they first make an offer to C.A. Bancorp Inc. to sell to them that number of units as would be required to ensure that C.A. Bancorp Inc. would maintain their pro rata ownership level.

Normal course issuer bid

On August 15, 2008, the REIT announced its intention to purchase up to 894,262 units for cancellation by way of a normal course issuer bid through the facilities of the TSX Venture Exchange (the "Exchange"). The normal course issuer bid expired on August 19, 2009. During the nine months ended September 30, 2009, 112,000 units were repurchased and cancelled at an average price of $0.86 per unit. In the period from commencement of the bid to expiry, 283,900 units were repurchased and cancelled at an average price of $1.03 per unit. All purchases were made at the prevailing market price at the time of such purchases in accordance with the requirements of the Exchange.

11. UNITHOLDERS' EQUITY (continued)

Distributions

The REIT makes monthly cash distributions to unitholders in an amount of $0.01333 per unit, representing an annualized distribution of $0.16 per unit. The amount of the REIT's cash distributions is determined by, or in accordance with, the guidelines established from time to time by the Trustees. The REIT's Trustees have discretion in declaring distributions. Pursuant to the REIT's Declaration of Trust, the aggregate amount of cash distributions made in respect of a calendar year shall not be less than the amount necessary to ensure that the REIT will not be liable to pay income tax under Part I of the Tax Act for such year.

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:

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

(b) 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 3% of each cash distribution.

The REIT has reserved for issuance with the TSX Venture Exchange 2,000,000 additional units (increased from 500,000 in February 2009) to accommodate the issuance of units under the Plan.

11. UNITHOLDERS' EQUITY (continued)

Outstanding units

	Three Months Ended September 30,					
	2009			2008		
	Units		**$**	Units		$
Units Outstanding, Beginning of Period	**18,359,282**	**$**	**54,576,139**	17,824,199	$	54,485,159
Units issued:						
Distribution reinvestment plan	**54,449**		**60,674**	192,659		383,668
Unit issue costs			**(1,780)**			-
Units cancelled:						
Normal course issuer bid	-		-	(15,000)		(45,750)
Cancellation costs			-			(3,474)
Units Outstanding, End of Period	**18,413,731**	**$**	**54,635,033**	18,001,858	$	54,819,603

	Nine Months Ended September 30,					
	2009			2008		
	Units		**$**	Units		$
Units Outstanding, Beginning of Period	**18,023,485**	**$**	**54,544,101**	17,601,912	$	54,069,575
Units issued:						
Distribution reinvestment plan	**502,246**		**437,096**	414,946		829,940
Unit issue costs			**(4,985)**			(30,688)
Units cancelled:						
Normal course issuer bid	**(112,000)**		**(338,943)**	(15,000)		(45,750)
Cancellation costs			**(2,236)**			(3,474)
Units Outstanding, End of Period	**18,413,731**	**$**	**54,635,033**	18,001,858	$	54,819,603

12. INCENTIVE UNIT OPTIONS

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

A summary of the unit options granted to employees at September 30, 2009 and 2008 is as follows:

	Three Months Ended September 30,					
	2009			2008		
	Units	Weighted Average Exercise Price		Units	Weighted Average Exercise Price	
Options Outstanding, Beginning of Period	**1,218,000**	**$**	**3.26**	1,370,000	$	3.28
Options granted	-		-	-		-
Options forfeited	-		-	-		-
Options Outstanding, End of Period	**1,218,000**	**$**	**3.26**	1,370,000	$	3.28
Options Exercisable, End of Period	**1,218,000**	**$**	**3.26**	920,500	$	3.27
Weighted Average Fair Value Per Unit of Options Granted During the Period			**N/A**			N/A

	Nine Months Ended September 30,					
	2009			2008		
	Units	Weighted Average Exercise Price		Units	Weighted Average Exercise Price	
Options Outstanding, Beginning of Period	**1,370,000**	**$**	**3.28**	1,370,000	$	3.28
Options granted	-		-	-		-
Options forfeited	**(152,000)**		**3.43**	-		-
Options Outstanding, End of Period	**1,218,000**	**$**	**3.26**	1,370,000	$	3.28
Options Exercisable, End of Period	**1,218,000**	**$**	**3.26**	920,500	$	3.27
Weighted Average Fair Value Per Unit of Options Granted During the Period			**N/A**			N/A

12. INCENTIVE UNIT OPTIONS (continued)

The following table summarizes the information about the unit options outstanding as of September 30, 2009.

Outstanding Number of Units	Expiry Date	Exercisable Number of Units		Exercise Price
19,500	September 15, 2010	19,500	$	2.00
33,500	October 19, 2011	33,500	$	2.40
100,000	February 26, 2012	100,000	$	2.00
15,000	February 28, 2012	15,000	$	2.00
1,050,000	September 5, 2012	1,050,000	$	3.45
1,218,000		1,218,000	$	3.26

The weighted average remaining contractual life at September 30, 2009 for the exercisable unit options is approximately 3 years (September 30, 2008 – approximately 4 years).

13. PER UNIT CALCULATIONS

The weighted average number of units outstanding and loss per unit were as follows:

	Three Months Ended September 30,					
	2009			2008		
	Weighted Average Number of Units		Loss per unit	Weighted Average Number of Units		Loss per unit
Basic and Diluted	18,387,944	$	(0.02)	17,919,616	$	(0.02)

	Nine Months Ended September 30,					
	2009			2008		
	Weighted Average Number of Units		Loss per unit	Weighted Average Number of Units		Loss per unit
Basic and Diluted	18,231,511	$	(0.06)	17,757,767	$	(0.06)

The impact of the unit options has been excluded from the per unit calculations above, as the effect would have been anti-dilutive.

14. 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. This ultimately allows the REIT to generate appropriate returns for its unitholders commensurate with the level of risk.

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 and corporate secured debt impose a restriction on the REIT's debt-to-gross book value ratio, being a maximum of 75%. The debt-to-gross book value ratio is measured as the REIT's total debt, including mortgages payable, corporate secured debt and credit facilities, divided by the gross book value of its assets.

At September 30, 2009, the REIT is in compliance with its debt-to-gross book value ratio at 62.8%, which is calculated as follows:

	As at September 30, 2009	As at December 31, 2008
Debt:		
Gross value of secured debt [2]	$ 72,542,088	$ 73,261,809
Amounts drawn on available credit facilities	19,500,000	19,700,000
	$ 92,042,088	$ 92,961,809
Gross Book Value of Assets:		
Total assets	$ 134,661,529	$ 138,143,389
Accumulated depreciation and amortization	11,808,407	7,889,942
	$ 146,469,936	$ 146,033,331
Debt-to-Gross Book Value	62.8%	63.7%

[1] debt capital refers to secured debt and credit facilities
[2] represents actual balance of mortgages and corporate secured debt without netting the unamortized balance of the financing fees

In terms of the REIT's equity capital, the REIT issues equity when it is appropriate to replenish cash, for acquisitions, or other uses. The REIT has its Acquisition Facility, which it generally uses to fund the equity portion of acquisitions as well as to fund general working capital requirements. This allows the REIT to grow and manage its business between capital raises.

14. CAPITAL MANAGEMENT (continued)

The REIT currently makes monthly cash distributions to unitholders in an amount of $0.01333 per unit, representing an annualized distribution of $0.16 per unit. In accordance with the REIT's Declaration of Trust, the REIT's Trustees have discretion in declaring distributions, provided that the aggregate amount of distributions made in respect of a calendar year shall not be less than the amount necessary to ensure that the REIT will not be liable to pay income tax under Part I of the Tax Act for such year. As a result of the REIT recording a loss under Part I of the Tax Act, all of the distributions paid in 2008 were considered discretionary.

15. FINANCIAL INSTRUMENTS

(a) Fair value

The REIT's cash, accounts receivable, accounts payable, credit facilities and other liabilities are carried at cost which approximates fair value due to their short-term nature. The fair value of the REIT's secured debt is based on discounted future cash flows, using interest rates ranging between 4.89% and 12.75% that reflect current market conditions for instruments of similar term and risk. The fair value of the REIT's secured debt is approximately $71,000,000 at September 30, 2009 (December 31, 2008 - $70,000,000).

(b) Risk management

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

Interest rate risk

Currently the REIT's only floating rate debt is the Acquisition Facility. An increase in interest rates would increase the interest cost of the REIT's Acquisition Facility and have an adverse effect on the REIT's net loss and loss per unit. Based on the outstanding balance of the Acquisition Facility at September 30, 2009, a 1% increase or decrease in the Bank's prime rate could impact the REIT's annual interest expense by approximately $200,000.

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

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.

16. RELATED PARTY TRANSACTIONS

The REIT has various related party transactions with C.A. Bancorp Inc., the REIT's major unitholder. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(a) *Management agreement*

On March 27, 2007, the REIT formalized management arrangements with C.A. Realty Management Inc. (the "Manager"), a wholly-owned subsidiary of C.A. Bancorp Inc. Pursuant to a management agreement, the Manager will provide the REIT with strategic, advisory, asset management and administrative services in exchange for an annual management fee equal to 0.30% of the "adjusted book value" of the REIT's assets, paid quarterly in arrears, and an acquisition fee equal to 0.50% of the "property cost" of each property acquired by the REIT.

The initial term of the management agreement is five years. Upon expiry of the initial term, the management agreement will renew automatically for successive three year terms. 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 three times the annual management fee paid in respect of the last full calendar year prior to the date of termination.

In accordance with the management agreement, the Manager covers all expenses of the employees providing services under the agreement, including the Manager's overhead incurred in connection with the performance of its duties thereunder.

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

	Three Months Ended September 30		Nine Months Ended September 30	
	2009	2008	**2009**	2008
Acquisition fees	**$ -**	$ 136,500	**$ -**	$ 210,100
Management fees	**$ 109,852**	$ 109,921	**$ 329,018**	$ 286,271

The management fees were charged to general and administrative expenses in the consolidated statement of operations and comprehensive loss.

16. RELATED PARTY TRANSACTIONS (continued)

(a) *Management agreement* (continued)

In connection with entering into the management agreement, the Manager and C.A. Bancorp Inc. (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 strategic, advisory and asset 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. 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) one year after the termination of the management agreement; and (ii) the date of termination of the management agreement by Charter or the Manager under specific situations.

(b) *Related party balances*

Amounts owing to related parties at September 30, 2009 are $94,812 (December 31, 2008 – $120,792) and have been classified in accounts payable and other liabilities.