

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST

**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

DECEMBER 31, 2004

Dated March 9, 2005

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Forward-Looking Disclaimer

Management's discussion and analysis of results of operations and financial condition ("MD&A") should be read in conjunction with the audited financial statements and notes thereto of Allied Properties Real Estate Investment Trust (the "REIT") as at December 31, 2004, and December 31, 2003. Unless otherwise indicated, dollar amounts in this MD&A are in thousands.

This MD&A contains forward-looking statements relating to the REIT's operations and the environment in which the REIT operates, which are based on expectations, estimates, forecasts and projections. These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Therefore, actual outcomes and results may differ materially from those expressed in these forward-looking statements. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, a forward-looking statement speaks only as of the date on which such statement is made. Management believes that the expectations reflected in forward-looking statements are based on reasonable assumptions but can give no guarantees or assurances that actual results will be consistent with these forward-looking statements.

Many factors could cause actual results to differ from the forward-looking statements in this MD&A. Important factors that could cause actual results to differ include, but are not limited to, the following:

- the results of our efforts to implement our acquisition strategies;
- the effect of economic conditions, including rising interest rates;
- our ability to generate sufficient cash flow from rental properties;
- our ability to maintain occupancy and to lease or release space at favourable rents on a timely basis;
- tenants' financial difficulties;
- changes in operating costs;
- the cost of our capital and debt;
- changes in our capital requirements and availability of financing;
- the actions of our competitors and our ability to respond to those actions; and
- environmental uncertainties and disasters and the ability to obtain adequate insurance coverage at reasonable cost.

These forward-looking statements are made as of March 9, 2005, and the REIT undertakes no obligation to update publicly any such statements to reflect new information or the occurrence of future events or circumstances.

March 9, 2005

Business Overview and Strategy

The REIT is an unincorporated closed-end real estate investment trust created pursuant to the Declaration of Trust dated October 25, 2002, as amended and restated on February 6, 2003 (“Declaration”). The REIT is governed by the laws of Ontario. The units of the REIT are publicly traded on the Toronto Stock Exchange under the symbol AP.UN. Additional information relating to the REIT is available on SEDAR at www.sedar.com.

The objectives of the REIT are to provide stable and growing cash distributions to its unitholders and to maximize unitholder value through the effective management and the accretive growth of its portfolio.

The REIT completed its Initial Public Offering (“IPO”) on February 20, 2003. The net proceeds of the IPO were used to acquire a portfolio of 14 predominantly Class I office properties (“Initial Properties”) in the downtown Toronto office market with approximately 820,000 square feet of space.

Effective October 1, 2003, the REIT acquired 99 Spadina Avenue, Toronto. On December 19, 2003, the REIT acquired 905 King Street West, Toronto. On February 28, 2004, the REIT acquired 217-225 Richmond Street West, Toronto. On April 1, 2004, the REIT acquired 185 Spadina Avenue, Toronto. On May 3, 2004, the REIT acquired 50 Wellington Street East, Toronto. Effective June 1, 2004, the REIT acquired The Queen Richmond Centre, 99-123 Queen Street East and 92-114 Richmond Street East, Toronto. Effective June 18, 2004, the REIT acquired Phase I of The Castle, 41 and 53 Fraser Avenue and 8 Pardee Avenue, Toronto. On November 29, 2004, the REIT acquired 425 Viger Avenue West, Montreal. Effective January 1, 2005, the REIT acquired 469 King Street West, Toronto. 99 Spadina Avenue, 905 King Street West, 217-225 Richmond Street West, 185 Spadina Avenue, 50 Wellington Street East, The Queen Richmond Centre, Phase I of The Castle and 425 Viger Avenue West are collectively referred to as the “Additional Properties”.

The REIT financed the acquisition of the Additional Properties and 469 King Street West in part through a private placement of 900,000 units at \$11.15 per unit that closed on December 18, 2003, a public offering of 2.9 million units at \$11.10 per unit that closed on May 27, 2004, and a public offering of 1.9 million units at \$13.00 per unit that closed on January 4, 2005.

The REIT’s portfolio of predominantly Class I office properties accommodates a diversified base of business tenants. Class I office properties are created through the adaptive re-use of light industrial structures in urban areas. They typically feature high ceilings, abundant natural light, post and beam structural frames, exposed interior brick and hardwood floors. When restored and retrofitted to the standards of the REIT’s portfolio, Class I buildings can satisfy the needs of the most demanding office and retail tenants. When operated in the coordinated manner of REIT’s portfolio, these buildings become a vital part of the urban fabric and contribute meaningfully to a sense of community.

The REIT enjoys a first-mover advantage in the large-scale provision of Class I space in Toronto and intends to build on this advantage through ongoing consolidation of a large, fragmented and growing target market. Through this consolidation, the REIT will strive to realize ever greater operating efficiencies, to diversify further its tenant mix and to reduce further its exposure to any particular tenant. With the acquisition of 425 Viger Avenue West, the REIT initiated the expansion of its geographic focus to include downtown Montreal.

The REIT has the benefit of an option agreement (“Option Agreement”) with Allied Canadian Corporation (“Developer”), a leading developer of Class I office properties in Toronto, pursuant to which the Developer must offer to sell to the REIT at fair market value all developed or redeveloped office properties upon substantial completion. The REIT believes that there are sufficient acquisition opportunities available to it in its target market through the Option Agreement and from third-party owners to achieve its operating and growth objectives.

The REIT measures the long-term success of its strategies through key financial and operating performance indicators.

Financial Indicators

1. Distributions

The REIT is focused on increasing distributions to its unitholders on a regular and prudent basis. During its first 12 months of operations, the REIT made regular monthly distributions of \$1.10 per unit on an annualized basis. In March, 2004, the REIT increased its monthly distributions by 3.6% to \$1.14 per unit on an annualized basis.

2. Distributable Income

Increasing distributions can be achieved prudently by increasing Distributable Income. In 2003, the REIT forecast \$1.06 per unit in Distributable Income and achieved \$1.122 per unit. In 2004, Distributable Income was \$1.325 per unit, up 18% from the abbreviated comparable period in 2003.

3. Pay-out Ratio

To ensure it retains sufficient cash to meet its capital improvement and leasing objectives, the REIT will strive to maintain an appropriate pay-out ratio, the ratio of actual distributions in a given period to Distributable Income in such period. In 2003, the REIT forecast a pay-out ratio of 90% and achieved a pay-out ratio of 85%. The pay-out ratio in the second half of 2004 was 83.6%.

4. Debt Ratio

A conservative ratio of debt to Gross Book Value mitigates unitholder risk. In 2003, the REIT forecast a 56% ratio of debt to Gross Book Value and finished the year with a 51% ratio of debt to Gross Book Value. As at December 31, 2004, the ratio of debt to Gross Book Value was 56.3%. Following the closing of the public offering and the acquisition of 469 King Street West on January 4, 2005, the ratio of debt to Gross Book Value was 50.1%.

Operating Indicators

1. Tenant Retention and Replacement

The REIT places a high value on tenant retention, as the cost of retention is typically lower than the cost of securing new tenancies. If retention is neither possible nor desirable, the REIT will strive for high-quality replacement tenants. In 2003, the REIT renewed leases representing 44% of the area covered by maturing leases and re-leased another 40% of that area. In 2004, the REIT renewed leases representing 50% of the area covered by maturing leases and re-leased another 44% of that area. Two of the areas re-leased represent significant increases in rental rate and another two represent significant long-term improvements to the stability of the REIT's rental income.

2. Occupancy

The REIT strives to maintain consistently high levels of occupancy. By the end of 2003, the REIT increased its leased area to 97.5%. By the end of 2004, the REIT's leased area was 99.1%.

3. Same Asset Net Operating Income

The REIT strives to maintain or increase same asset net operating income over time. Ignoring the step rent revenue, the NOI from the Initial Properties was \$11,821 in 2004, \$2,050 higher than the abbreviated comparable period in 2003.

4. Leasing Costs

The REIT monitors leasing costs carefully. In 2004, the REIT incurred \$2,518 in leasing cost with respect to vacant space or areas covered by maturing leases. \$1,459 of this amount was incurred in connection with the renewal or replacement of tenants occupying space covered by maturing leases. \$1,059 of this amount was incurred in connection with the leasing of space that was vacant or substantially unrenovated at the time of the REIT's IPO or significantly reconfigured to accommodate high-value new tenancies.

5. Capital Expenditures

The REIT strives to maintain the properties in its portfolio in top physical condition. In 2004, the REIT incurred \$1,978 in expenditures for capital improvements. \$427 of this amount involved maintenance capital expenditures. \$132 of this amount related to in-suite improvements made in connection with the renewal or replacement of tenants occupying space covered by maturing leases. \$1,419 of this amount related to base-building improvements made to space that was vacant or substantially un-renovated at the time of the REIT's IPO or significantly reconfigured to accommodate high-value new tenancies.

Business Environment and Outlook

As the REIT embarks on 2005, management remains confident in the REIT's portfolio and in the REIT's ability to sustain a manageable rate of growth.

The REIT intends to continue the consolidation process in its Toronto target market and to pursue Class I acquisition opportunities in its Montreal target market. In doing so, the REIT will continue to focus on its competitive strengths -- convenient locations, distinctive internal and external environments and significantly lower overall occupancy costs. It will also continue to work with existing and prospective tenants to remain a preferred provider of office space in its target markets.

Summary Information and Performance for the Year ended December 31, 2004

Results for the year ended December 31, 2004 ("2004") are not directly comparable to the results for the 316-day period ended December 31, 2003 ("2003") for the following reasons:

- (i) 2004 is a 366-day period versus a 316-day period for 2003;
- (ii) the REIT's operations in 2003 did not include the Additional Properties other than 99 Spadina Avenue and 905 King Street West in the fourth quarter; and
- (iii) mandated changes in accounting policies apply for 2004, as more fully described in this MD&A.

Set out in Table 1 are the REIT's financial results for 2004 and 2003, the variance between the two and the variances attributable to the Initial Properties and to the Additional Properties.

Table 1

(In thousands except for per unit amounts)

	2004	2003	Variance	Variance due to Initial Properties	Variance due to Additional Properties
Revenue from rental properties	\$ 34,565	\$ 17,945	\$ 16,620	\$ 3,905	\$ 12,715
Rental property operating cost	12,028	5,803	(6,225)	(1,089)	(5,136)
Net rental income	22,537	12,142	10,395	2,816	7,579
Financing expense	6,997	3,811	(3,186)	(363)	(2,823)
Depreciation and amortization	6,108	840	(5,268)	(2,217)	(3,051)
Income from operations	9,432	7,491	1,941	236	1,705
Trust expenses	1,565	1,057	(508)	(508)	-
Net income	7,867	6,434	1,433	(272)	1,705
Amortization on rental properties	4,209	789	3,420	1,981	1,439
Amortization on mortgage premium	(444)	(316)	(128)	17	(145)
Amortization of cost of acquired leases	820	-	820	-	820
Amortization of M-T-M acquired leases	(18)	-	(18)	-	(18)
Amortization of acquired tenant relationships	725	-	725	-	725
Step rent adjustments	(1,325)	-	(1,325)	(765)	(560)
Compensation expenses, long-term incentive plan	89	-	89	89	-
Distributable Income ¹	\$11,923	\$ 6,907	\$ 5,016	\$ 1,050	\$ 3,966
Distributable Income per unit (basic)	\$ 1.325	\$ 1.122	\$0.203		

¹ Distributable Income, which is not defined within Canadian generally accepted accounting principles, has been calculated in accordance with the terms of the Declaration.

Net income for the year ended December 31, 2004 increased by 22.3% to \$7,867 from \$6,434 for the period ended December 31, 2003, primarily due to the longer operating period in 2004 and the results of operations of the Additional Properties, offset by the impact of the changes in accounting policies applied in 2004 and increases in trust expenses. Basic net income per unit in 2004 was \$0.874 as compared to \$1.046 in 2003.

Basic Distributable Income in 2004 increased by 72.6% to \$11,923 from \$6,907 in 2003. Distributable Income per unit in 2004 was \$1.325 as compared to \$1.122 in 2003.

Net Rental Income

Net rental income in 2004 increased by 85.6% to \$22,537 from \$12,142 in 2003 as follows:

- (i) \$765 due to new revenue recognition policies with respect to the REIT's Initial Properties;
- (ii) \$2,051 due to the longer operating period and improved performance in 2004 with respect to the Initial Properties; and
- (iii) \$7,579 due to the acquisition of the Additional Properties.

Financing Expense

Financing expense includes interest cost on mortgage debt and other credit facilities and the amortization of the premiums and discounts on assumed mortgages. The amortization of the premiums and discounts on the assumed mortgages reduced financing expense by \$444 in 2004.

Financing expense in 2004 increased by 83.6% to \$6,997 from \$3,811 in 2003 as follows:

- (i) \$363 with respect to the Initial Properties due to a longer operating period in 2004, offset by slightly lower debt level; and
- (ii) \$2,823 with respect to the Additional Properties due to the mortgages assumed and debt utilized to finance the acquisitions.

Depreciation and Amortization

Effective January 1, 2004, the REIT records depreciation on its buildings on a straight-line basis over their expected life. In 2003, the REIT recorded depreciation on its buildings on a 5%, 40-year sinking fund basis.

Depreciation recorded on buildings for in 2004 was \$4,209, \$3,420 higher than in 2003. \$1,981 of the increase relates to the Initial Properties and is mainly attributable to the change in accounting policy. \$1,439 of the increase is attributable to the Additional Properties in 2004.

The REIT records amortization of deferred leasing costs and the assigned fair value of the origination costs and tenant relationships for in-place leases acquired on acquisition of a rental property on a straight-line basis over the term of the corresponding lease. Deferred financing expense is amortized on a straight-line basis over the term of the corresponding debt. For 2004 and 2003, amortization was:

Table 2

(In thousand of dollars)

	2004	2003
Amortization of:		
Deferred leasing costs (tenant inducements and leasing commissions)	\$ 228	\$ 20
Fair value origination cost and tenant relationships for in-place leases on acquisition	1,545	-
Deferred financing cost	126	31
	\$1,899	\$ 51

Trust Expenses

Trust expenses in 2004 of \$1,565 were \$508 higher than 2003, due to the longer operating period in 2004, an increase in management staff, increase in salaries, the non-cash expense associated with the long-term incentive plan and the costs associated with statutory reporting requirements. In addition, management of the Trust was eligible for and paid bonuses of \$60 in 2004, as certain targets established by the Governance and Compensation Committee were met. (Management was not eligible for a bonus in 2003 under any circumstances). Trust expenses includes those costs incurred by the REIT that are not directly attributable to a rental property and include such costs as officers' compensation, trustees fees, professional fees for legal and audit services, trustees and officers insurance premiums and general administrative expenses.

Leasing Activity

As at December 31, 2003, 26,175 square feet of gross leaseable area ("GLA") was vacant and leases for 146,748 square feet of GLA were scheduled to expire in 2004. During 2004, the REIT leased or renewed leases on 158,906 square feet of GLA..

The following sets out the GLA and leased area as at December 31, 2004.

Table 3

	Initial Properties	Additional Properties	Total
GLA (square feet)	825,748	814,931	1,640,679
Leased area (square feet)	812,311	814,931	1,627,242
Leased area as percentage of GLA	98.4%	100.0%	99.2%

Capital Expenditures

The REIT's portfolio requires ongoing investments for general capital improvements and tenant installation costs related to new and renewal leasing. These include providing tenant build-out allowances and tenant inducements and paying leasing commissions.

In 2004, expenditures for capital improvements were \$1,978. \$427 of this amount involved maintenance capital expenditures. \$132 of this amount related to in-suite improvements made in connection with the renewal or replacement of tenants occupying space covered by maturing leases. \$1,419 of this amount related to base-building improvements made to space that was vacant or substantially un-renovated at the time of the REIT's IPO or significantly reconfigured to accommodate high-value new tenancies.

In 2004, expenditures for leasing costs were \$2,518. \$1,459 of this amount was incurred in connection with the renewal or replacement of tenants occupying space covered by maturing leases. \$1,059 of this amount was incurred in connection with the leasing of space that was vacant or substantially un-renovated at the time of the REIT's IPO or significantly reconfigured to accommodate high-value new tenancies.

Distributable Income

The REIT defines Distributable Income as the net income of the REIT determined in accordance with Canadian generally accepted accounting principles ("GAAP") adjusted by adding back or deducting as required:

- (i) depreciation on rental properties;
- (ii) amortization of the premiums or discounts on assumed mortgages;
- (iii) non-cash rental revenue recorded to recognize rental income rateably over the life of each lease;
- (iv) non-cash compensation expenses with respect to the long term incentive plan;
- (v) amortization of values ascribed in a building acquisition to in-place leases and customer relationships; and

- (vi) amortization of values ascribed in a building acquisition to above-market and below-market leases.

Distributable Income is a non-GAAP financial measure and should not be considered as an alternative to net income, cash flow from operations or any other measure prescribed under GAAP. The REIT considers Distributable Income to be a measure of its overall operating performance and is one of Management's key performance indicators. Set out in Table 1 and Table 4 are the calculations of Distributable Income, as defined above.

Pursuant to the Ontario Securities Commission Revised CSA Staff Notice 52-306, the Commission recommends that distributable cash (which is synonymous with DI) be reconciled to cash flows from operating activities as presented in the financial statements. Set out in Table 46 is this reconciliation.

Table 4

(In thousands except for unit and per unit amounts)	Q4 2004	Q4 2003	2004	2003
Cash from operating activities	\$ 5,613	\$ 3,296	\$ 13,678	\$ 7,001
Amortization, deferred leasing and financing cost	(139)	(17)	(354)	(51)
Change in non-cash operating items	(1,979)	(1,128)	(1,401)	(43)
Distributable Income[†]	\$ 3,495	\$ 2,151	\$ 11,923	\$ 6,907
Distributions	\$ 2,939	\$ 1,675	\$ 10,506	\$ 5,868
Distributions as a percentage of Distributable Income	84.1%	77.9%	88.1%	85.0%
Weighted average number of units outstanding (basic)	10,225,644	6,351,665	8,996,471	6,153,384
Weighted average number of units outstanding (diluted)	10,389,584	6,365,527	9,101,163	6,155,538
Distributable Income per unit (basic)	\$ 0.342	\$ 0.338	\$ 1.325	\$ 1.122
Distributable Income per unit (diluted)	\$ 0.336	\$ 0.338	\$ 1.310	\$ 1.122

[†] Distributable Income, which is not defined within Canadian generally accepted accounting principles, has been calculated in accordance with the terms of the Declaration of Trust.

Distributions in 2004 were \$10,506, which corresponds to a pay-out ratio of 88.1%, as compared to distributions in 2003 of \$5,868 and a corresponding pay-out ratio of 85.0%. The 2004 pay-out ratio is higher than normal as a result of the public offering of 2.9 million units, which closed on May 27, 2004, just prior to the record date for the May distribution. Without the extra distribution on the 2.9 million units, the pay-out ratio in 2004 would have been 85.8%.

Funds From Operations

Funds from operations ("FFO") is a non-GAAP financial measure and should not be considered as an alternative to net income, cash flow from operations or any other measure prescribed under GAAP. The REIT considers FFO to be an indicative measure of operating performance, which is widely used by the real estate industry. Set out in Table 5 is FFO, calculated in accordance with recommendations of CIPPREC.

Table 5

(In thousands)	Q4 2004	Q4 2003	2004	2003
Net income	\$1,998	\$1,999	\$7,867	\$6,434
Amortization on rental properties	1,194	246	4,209	789
Amortization of deferred leasing expenses	95	10	228	20
Amortization of values ascribed to the origination cost and tenant relationships for in-place leases acquired in a rental property acquisition	625	-	1,545	-
Funds from operations	\$3,912	\$2,255	\$13,849	\$7,243

Financial Condition

The REIT finances its operations through three sources of capital: (i) mortgage debt secured by the REIT's rental properties, (ii) secured short-term debt financing with Canadian chartered banks and (iii)

equity. As at December 31, 2004, the REIT had mortgage debt of \$143,302, unitholders' equity of \$98,176 and bank debt (net of cash) of \$10,971.

The Declaration provides for a maximum debt level of 60% of the REIT's gross book value ("GBV") excluding convertible debentures (or 65% of GBV, including the entire principal pursuant to any convertible debentures outstanding). GBV is defined in the Declaration to mean, at any time, the book value of the assets of the REIT shown on the then most recent balance sheet of the REIT plus accumulated depreciation and amortization included therein or in the notes thereto. As at December 31, 2004, the REIT's debt to GBV was 56.3%, compared to 51.2% as at December 31, 2003.

Unitholders' Equity

As at December 31, 2004, the REIT had a market capitalization of approximately \$143,323 based on a closing unit price of \$13.80 on the Toronto Stock Exchange.

In 2004, a total of 3,265,781 units were issued for equity contributions of \$34,748. Costs incurred to issue the units were \$1,866. Units were issued as follows:

- (i) 140,500 units were issued at \$10.00 per unit for \$1,405 pursuant to certain officers and trustees exercising options under the unit option plan;
- (ii) on May 27, 2004, 2,900,000 units were issued at \$11.10 per unit for \$32,190;
- (iii) on June 28, 2004, 110,000 units were issued pursuant to the long-term incentive plan at \$11.30 per unit for \$1,243;
- (iv) on December 22, 2004, 37,500 units were issued pursuant to the long-term incentive at \$13.17 per unit for \$494; and
- (v) 77,781 units were issued pursuant to the distribution re-investment plan at an average price of \$11.98 per unit for \$932.

The REIT adopted a unit option plan at the time of its IPO. As at December 31, 2003, 345,000 options were outstanding. In 2004 and 140,500 options were exercised and as at December 31, 2004, 204,500 options remain outstanding, of which 89,500 options have vested and 115,000 will vest on February 20, 2005. The options granted permit the trustees and officers to acquire units at an exercise price of \$10.00 per unit and expire on February 19, 2008. In 2004, the maximum number of units reserved for the unit option plan was reduced from 604,390 units to 345,000 units, of which 140,500 units had been issued by December 31, 2004. Subsequent to December 31, 2004, trustees and officers exercised 58,000 unit options.

In May 2004, the REIT adopted a long-term incentive plan (the "LTIP") whereby certain trustees and officers of the REIT (the "Participants") were offered the opportunity to participate in the LTIP. Under the LTIP, Participants subscribe for Units of the REIT at a market price payable as to 5% upon issuance of the units and the balance (the "LTIP Loan") over 10 years, bearing interest at 3%. The shares issued pursuant to the LTIP are registered in the name of a Custodian on behalf of the Participants who are the beneficial owners. The units are pledged to the REIT as security for payment of the LTIP Loan and all distributions paid on the LTIP Units are forwarded by the Custodian to the REIT and applied to reduce the LTIP loans. The maximum number of units reserved for the LTIP is 259,390 units, of which 147,500 units were issued in 2004.

Mortgages Payable

Mortgages payable as at December 31, 2004, consisted of mortgage debt of \$143,302 and premium on mortgages assumed (net of accumulated amortization) of \$1,048.

GAAP requires that the mortgages payable assumed on acquisition of properties be recorded at fair value. The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using market rates for debt of similar terms and credit risks.

The following sets out the maturity schedule of the REIT's mortgage debt, together with the weighted average interest on the mortgages that mature in the respective year.

Table 6

	Periodic Principal Payments (\$000)	Balance Due at Maturity (\$000)	Total Principal (\$000)	% of Total Principal	Weighted Average Interest Rate of Maturing Mortgages (%)
2005	\$ 3,587	\$ 1,850	\$ 5,437	3.79%	8.00%
2006	3,598	9,930	13,528	9.44%	7.33%
2007	3,475	19,404	22,879	15.97%	6.44%
2008	2,662	14,404	17,066	11.91%	5.95%
2009	2,584	8,735	11,319	7.90%	6.84%
Thereafter	13,006	60,067	73,073	50.99%	
	\$ 28,912	\$ 114,390	\$143,302		

Interest rates on mortgage indebtedness are between 5.20% and 8.10% with a weighted average interest rate of 6.53% and a weighted average term to maturity of 6.5 years. Each individual mortgage loan of the REIT is secured by a mortgage registered on title of a rental property and security agreements covering assignment of rents and personal property with respect to each property. The mortgage indebtedness has recourse to the assets of the REIT. The REIT attempts to stagger the maturity of the mortgages and to have mortgages maturing each year to be in a position to upward finance the principal amount of maturing mortgages. Additionally, the REIT attempts to maintain 15 to 20% of its rental properties free from traditional long-term mortgage financing and provides these assets as security to support bank credit facilities.

Bank Credit Facilities

The REIT has credit facilities with two Canadian chartered banks as follows:

- (i) a \$5 million revolving credit facility bearing interest at bank prime plus 1.0%, which matures on February 28, 2006 ("Acquisition Credit Facility"); and
- (ii) a \$15 million revolving credit facility bearing interest at bank prime plus 1.0%, which matures on May 31, 2006 ("New Credit Facility").

Subordinated mortgage charges and security agreements on three rental properties secure the Acquisition Credit Facility. First mortgage charges against three rental properties, subordinate mortgage charges against two other rental properties and security agreements on each of the five properties secure the New Credit Facility.

In 2004, the average borrowings under the credit facilities were \$4,582. As at December 31, 2004, the borrowings under the credit facilities were \$12,273.

Liquidity and Commitments

Net operating income generated from the rental properties is the primary source of liquidity to fund the REIT's financing expense, trust expenses and distributions to Unitholders. The REIT's Declaration requires it to declare distributions each year not less than the greater of (i) 75% of its Distributable Income or (ii) an amount to ensure that the REIT will not be subject to tax on its income and capital gains. The REIT intends to pay distributions of approximately 85% to 90% of Distributable Income.

The REIT expects that increased financing on maturing mortgages will provide sufficient cash flow to fund mortgage repayments. The REIT plans to fund anticipated ongoing commitments, obligations, capital expenditures and leasing costs using cash flow from operations retained by the REIT and through available borrowing capacity under the New Credit Facility.

The Acquisition Credit Facility, the New Credit Facility, new mortgage indebtedness and the access to the public equity markets will provide the necessary capital the REIT requires for acquisitions. The REIT's acquisition capacity, meaning the ability of the REIT to acquire rental properties using un-utilized borrowing capacity while not exceeding the 60% debt-to-GBV ratio, is \$25 million.

As at December 31, 2004, the REIT had future commitments as follows:

Table 7

(In thousands)	2004	2003
Leasing commissions	\$ 55	\$228
Tenant inducements	-	656
Building renovations	213	397
Operating costs	138	-
	\$ 406	\$1,281

Summary Quarterly Information and Performance

Set out in Table 10 is the summary of results for the most recently completed fiscal quarters and for the 41 day-period from the commencement of operations on February 19, 2003, to March 31, 2003.

Table 8

(In thousands except for per unit amounts)	October 1, to December 31, 2004	July 1 to September 30, 2004	April 1 to June 30, 2004	January 1, to March 31, 2004	October 1, to December 31, 2003	July 1 to September 30, 2003	April 1 to June 30, 2003	February 19 to March 31, 2003
Revenue from rental properties	\$ 10,119	\$9,734	\$7,933	\$6,779	\$5,541	\$5,057	\$4,989	\$2,358
Rental property operating cost	3,664	3,369	2,656	2,339	1,776	1,610	1,579	838
Net rental income	6,455	6,365	5,277	4,440	3,765	3,447	3,410	1,520
Financing expense	2,117	1,957	1,618	1,305	1,200	1,086	1,060	465
Depreciation and amortization	1,958	1,855	1,354	941	263	241	234	102
Income from operations	2,380	2,553	2,305	2,194	2,302	2,120	2,116	953
Trust expenses	382	305	527	351	303	282	339	133
Net income	1,998	2,248	1,778	1,843	1,999	1,838	1,777	820
Amortization on rental properties	1,194	1,175	1,001	839	246	220	224	99
Amortization on mortgage premium	(103)	(113)	(120)	(108)	(94)	(74)	(100)	(48)
Amortization of cost of acquired leases	308	267	172	73	-	-	-	-
Amortization of M-T-M acquired leases	31	38	(34)	(53)	-	-	-	-
Amortization of acquired tenant relationships	317	291	117	-	-	-	-	-
Step rent adjustments	(276)	(375)	(361)	(313)	-	-	-	-
Compensation expense, long-term incentive plan	26	-	63	-	-	-	-	-
Distributable Income ¹	\$ 3,495	\$ 3,531	\$ 2,616	\$ 2,281	\$ 2,151	\$ 1,984	\$ 1,901	\$ 871
Net income per unit (basic)	\$0.195	\$0.220	\$0.212	\$0.253	\$0.315	\$0.303	\$0.293	\$0.136
Distributable Income per unit (basic)	\$0.342	\$0.346	\$0.312	\$0.320	\$0.338	\$0.326	\$0.313	\$0.144

¹ Distributable Income, which is not defined within Canadian generally accepted accounting principles, has been calculated in accordance with the terms of the Declaration.

Summary Information and Performance for the Quarter ended December 31, 2004

Results for the quarter ended December 31, 2004 ("Q4 2004") are not directly comparable to the results for the quarter ended December 31, 2003 ("Q4 2003") for the following reasons:

- (i) the REIT's operations in Q4 2003 did not include the Additional Properties; and
- (ii) mandated changes in accounting policies apply for Q4 2004, as more fully described in this MD&A.

Set out in Table 9 are the REIT's financial results for Q4 2004 and Q4 2003, the variance between the two and the variances attributable to the Initial Properties and to the Additional Properties.

Table 9

(In thousands except for per unit amounts)

	Q4 2004	Q4 2003	Variance	Variance Initial Properties	Variance Additional Properties
Revenue from rental properties	\$ 10,119	\$ 5,541	\$ 4,578	\$ 448	\$ 4,130
Rental property operating cost	3,664	1,776	(1,888)	(183)	(1,705)
Net rental income	6,455	3,765	2,690	265	2,425
Financing expense	2,117	1,200	(917)	67	(984)
Depreciation and amortization	1,958	263	(1,695)	(539)	(1,156)
Income from operations	2,380	2,302	78	(207)	285
Trust expenses	382	303	(79)	(79)	-
Net income	1,998	1,999	(1)	(286)	\$ 285
Amortization on rental properties	1,194	246	948	448	500
Amortization on mortgage premium	(103)	(94)	(9)	15	(24)
Amortization of cost of acquired leases	308	-	308	-	308
Amortization of M-T-M acquired leases	31	-	31	-	31
Amortization of acquired tenant relationships	317	-	317	-	317
Step rent adjustments	(276)	-	(276)	(117)	(159)
Trust expenses (non-cash)	26	-	26	26	-
Distributable Income ¹	\$ 3,495	\$ 2,151	\$ 1,344	\$ 86	\$ 1,258
Distributable Income per unit (basic)	\$ 0.342	\$ 0.338	\$ 0.004		

¹ Distributable Income, which is not defined within Canadian generally accepted accounting principles, has been calculated in accordance with the terms of the Declaration.

Net income in Q4 2004 decreased by \$1 as compared to Q4 2003. Basic net income per unit in Q4 2004 was \$0.195 as compared to \$0.315 in Q4 2003. The results of operations of the Additional Properties was offset by the impact of the changes in accounting policies, the increase in trust expenses and the amortization of deferred costs.

Distributable Income in Q4 2004 increased by 62.5% to \$3,495 from \$2,151 in Q4 2003. Basic Distributable Income per unit in Q4 2004 was \$0.342 as compared to \$0.338 in Q4 2003.

Net Rental Income

Net rental income in Q4 2004 increased by 71.4% to \$6,455 from \$3,765 in Q4 2003, mainly due to acquisition of the Additional Properties and the new revenue recognition policies.

Financing Expense

Financing expense includes interest cost on mortgage debt and other credit facilities and the amortization of the premiums and discounts on assumed mortgages. The amortization of the premiums and discounts on the assumed mortgages reduced financing expense by \$103, of which \$79 relates to mortgages assumed on the Initial Properties and \$24 relates to mortgages assumed on the Additional Properties.

Financing expense in Q4 2004 increased by 76.4% to \$2,117 from \$1,200 in Q4 2003 as follows:

- (i) a reduction of \$67 with respect to the Initial Properties due to a lower debt levels in Q4 2004; and
- (ii) \$983 due to the debt assumed and utilized to finance the acquisitions of the Additional Properties.

Depreciation and Amortization

Effective January 1, 2004, the REIT records depreciation on its buildings on a straight-line basis over their expected life. In 2003, the REIT recorded depreciation on its buildings on a 5%, 40-year sinking fund basis.

Depreciation recorded on buildings for the Q4 2004 was \$1,194, \$948 higher than in Q4 2003. \$448 of the increase is directly attributable to the Initial Properties and \$500 of the increase is attributable to the Additional Properties in Q4 2004.

The REIT records amortization of deferred leasing costs and the assigned fair value of the origination costs and tenant relationships for in place leases acquired on acquisition of a rental property on a straight-line basis over the term of the corresponding lease. Deferred financing expense is amortized on a straight-line basis over the term of the corresponding debt. For Q4 2004 and Q4 2003 amortization was as follows:

Table 10

(In thousand of dollars)

	Q4 2004	Q4 2003
Amortization of:		
Deferred leasing costs (tenant inducements and leasing commissions)	\$ 95	\$10
Fair value origination cost and tenant relationships for in-place leases on acquisition	625	-
Deferred financing cost	44	7
	\$764	\$17

Trust Expenses

Trust expenses in Q4 2004 of \$382 were \$79 higher than Q4 2003, due to an increase in management staff and salaries. In addition, management of the Trust was eligible for a bonus in 2004 as certain targets established by the Governance and Compensation Committee were met. (Management was not eligible for a bonus in 2003 under any circumstances). Trust expenses includes those costs incurred by the REIT that are not directly attributable to a rental property and include such costs as officers' compensation, trustee fees, professional fees for legal and audit services, trustees and officers insurance premiums and general administrative expenses.

Critical Accounting Estimates

The significant accounting policies used in preparing the REIT's audited financial statements are described in Note 3 to those statements. The following is a discussion of Management's estimates that are most important to the presentation of the REIT's results of operations and financial condition and are most subjective as a result of matters that are inherently uncertain.

Fair Value of Assumed Mortgages Payable and Fair Value of Mortgages Payable

Most of the mortgage indebtedness of the REIT was assumed in conjunction with rental property acquisitions. GAAP requires that the mortgages payable assumed on acquisition of properties be recorded at fair value. The REIT also disclosed the fair value of mortgages in the notes to its financial statements. The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using market rates for debt of similar terms and credit risks. Market rates for debt are based on the yield of Canadian government bonds with similar maturity dates plus a credit spread based on Management's experience in obtaining financing and the current market conditions.

Impairment of Assets

The REIT is required to write down to fair value any long-life assets that are determined to have been permanently impaired. The REIT's long-life assets consist of rental properties. The REIT's policy is to assess any potential impairment by making a comparison of the current and projected operating cash flow of a rental property over its remaining useful life, on an un-discounted basis, to the carrying amount

of the rental property. If such carrying amount was in excess of the projected operating cash flow of the rental property, impairment in value would be recognized to adjust the carrying amount to its estimated fair market value. Current operating cash flows are based on leases in place and projected operating cash flows are based on Management's estimates of future rental rates. There were no impairments recorded in the 316-day period. Prior to acquiring a rental property, the REIT commissions an appraisal and conducts due-diligence to satisfy itself that the acquisition price is representative of fair market value.

Depreciation

A significant portion of the purchase price of rental properties is allocated to buildings. The depreciation recorded on buildings is based on the straight-line basis over their expected useful life. The allocation of purchase price to buildings and the estimated useful life are based on Management's estimates and, if these estimates prove incorrect, the depreciation will not be appropriately recorded.

Changes to Accounting Policies

The impact of recent pronouncements of the Canadian Institute of Chartered Accountants (the "CICA") on the REIT's accounting policies are set out in the REIT Management's Discussion and Analysis for the year ended December 31, 2003, and summarized below.

Amortization of Rental Properties

Effective January 1, 2004, the sinking fund method of amortization is no longer in compliance with GAAP, with the result that, from the effective date, the REIT records depreciation on its buildings on a straight-line basis over their expected useful life.

Revenue Recognition

Effective January 1, 2004, the REIT changed its method of recognizing rental revenues from leases with "stepped rent increases", where such increases were designed to account for inflation. In accordance with GAAP, rental revenue is recognized on a straight-line basis. The REIT applied this new policy on a prospective basis effective January 1, 2004

Accounting for Acquisitions of Rental Properties

Effective for transactions entered into after September 12, 2003, where operating leases are acquired in either an asset acquisition or a business combination, the purchase price is to be allocated to tangible assets (land, buildings and equipment) and identifiable intangibles.

The accounting treatment for intangibles is as follows:

- (i) the value of an above-market lease (lease that have a average rental rate in excess of the market rate at the time of acquisition) is recorded as an asset and amortized over the remaining term of the lease, which reduces rental revenue;
- (ii) the value of a below-market lease is recorded as a liability and amortized over the remaining term of the lease, which increases rental revenue; and
- (iii) the fair value of the origination cost associated with an in-place lease and the tenant relationship are recorded as assets and amortized over the remaining term of the lease, which increases amortization expense.

In the event an acquired lease is terminated prior to its contractual expiry date, the carrying amount of the intangibles with respect to that lease will be charged to rental revenue or amortization expense.

Related Party Transactions

The REIT has entered into an agreement (the "Property Management Agreement") with Allied Canadian Corporation ("Property Manager"), a company controlled by the President and CEO of the REIT. The Executive Vice President of the REIT owns a significant interest in the Property Manager.

Pursuant to the Property Management Agreement, the Property Manager is responsible for the overall management and operations of the REIT's rental properties, all aspects of the leasing of the rental properties owned by the REIT and to provide the REIT a fully equipped office and support staff. The initial term of the Property Management Agreement is five years to February 19, 2008 and renewable by the REIT for successive two year terms. Should the REIT decide not to renew the Property Management Agreement after the initial five term it is liable for the severance costs relating to the employees of the Property Manager dedicated to servicing any rental properties owned by the REIT.

Under the Property Management Agreement the REIT pays the following:

- (i) a management fee of 4% of rental revenue;
- (ii) a leasing fee of 15% of a third-party broker's fees if a broker originates a lease transaction;
- (iii) a leasing fee of 50% of the customary market brokerage fees if a third-party broker has not originated the lease transaction;
- (iv) a project management fee based on customary market fees for project management services for renovations, construction and reconstruction work on the rental properties;
- (v) the costs, plus applicable administrative charges, of staff supplied by the Property Manager to perform day-to-day maintenance and security functions for the rental properties;
- (vi) the costs, plus applicable administrative charges, of staff supplied by the Property Manager to perform duties that would typically be performed by on-site personnel;
- (vii) disbursements and out-of-pocket expenses related to services provided; and
- (viii) the costs incurred by the Property Manager to provide the REIT a fully equipped office and support staff.

Set out below are the fees paid or payable by the REIT to the Property Manager in connection with the provisions of its services for in 2004.

Table 11

(in thousands)

	Recoverable Operating Expenses	Trust Expenses	Deferred Expenses	Rental Properties	Commit- ments	Total
Management fee	\$ 1,311	\$ -	\$ -	\$ -	\$ -	\$ 1,311
Maintenance	643	-	-	-	-	643
On-site personnel	214	-	-	-	-	214
Disbursements	32	5	-	-	-	37
Leasing fees	-	-	256	-	11	267
Project management fees	-	-	-	89	-	89
Office and support staff	-	60	-	-	-	60
	\$ 2,200	\$ 65	\$ 256	\$ 89	\$ 11	\$2,621

TechSpace Canada Inc. ("TechSpace"), a subsidiary of the Property Manager, leased 29,102 square feet of office space from the REIT on commercial terms. The lease was to expire on September 30, 2010. The Property Manager indemnified the REIT in respect of all of TechSpace's obligations under the lease. The indemnity and the option expire six months after TechSpace's operations have stabilized. The REIT has entered into a lease directly with a new tenant effective January 1, 2004 for the 29,102 square feet. The indemnity from the Property Manager remains in place to protect the REIT from any revenue shortfall (on a cash basis) from the original TechSpace lease.

Risk and Uncertainties

There are certain risk factors inherent in the investment and ownership of real estate. Such investments are capital intensive, and success depends on maintaining occupancy levels and rental income flows to generate acceptable returns. These success factors are dependent on general economic conditions and local real estate markets, demand for leased premises and competition from other available properties.

The REIT's portfolio is focused on a particular asset class in the largest metropolitan real estate market in Canada. This concentration enables Management to capitalize on certain economies of scale and competitive advantages that would not otherwise be available and contributes to mitigating the risk associated with the real estate ownership.

The REIT is also subject to risk associated with debt financing. The availability of debt to re-finance existing and maturing loans and the cost of servicing such debt will influence the success of the REIT. In order to minimize risk associated with debt financing, the REIT will attempt to re-finance maturing loans with long-term fixed-rate debt and to stagger the maturities over time.

As at December 31, 2004, there were 121 tenants in the REIT's rental property portfolio and no single tenant accounted for more than 9.6% of the rental revenue for YTD Q4 2004. Table 12 is the REIT's tenant mix on the basis of percentage of rental revenue for YTD Q4 2004.

Table 12

Category	% of Rental Revenue 2004	% of Rental Revenue 2003
Service and professional	39	43
Retail (head office and storefront)	21	18
Telecommunications and information technology	16	17
Media and film	14	9
Financial services	4	4
Government	3	4
Other	3	5

99.1% of the space in the REIT's rental properties was leased as at December 31, 2004. Table 13 sets out the total leased square footage of the rental properties subject to lease expiry during the period ended December 31, 2009, assuming tenants do not exercise renewal options, and the percentage of leased leaseable area.

Table 13

Year Ended	Square Feet	% of Leased Area
December 31, 2005	135,314	8
December 31, 2006	163,215	10
December 31, 2007	198,729	12
December 31, 2008	74,710	5
December 31, 2009	220,462	13

Subsequent Events

On January 4, 2005, the REIT issued 1.9 million voting units at \$13.00 per unit pursuant to a public offering (the "Offering"), resulting in gross proceeds of \$24,700. Costs relating to the Offering, including underwriters' fees, were \$1,265.

On January 4, 2005, the REIT acquired 469 King Street West, a rental property in Toronto, Ontario for \$16,000. The acquisition was financed with an assumed first mortgage of \$5,060, due July 1, 2015, bearing interest at 6.132%, the assumption of certain liabilities and the balance with cash.