This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the Homburg Invest Inc. ("Homburg Invest", "HII" or the "Company") audited consolidated financial statements and accompanying notes for the year ended December 31, 2010 prepared under International Financial Reporting Standards ("IFRS").

In compliance with National Instrument 51-102 of the Canadian Securities Administrators, Management notifies readers that the unaudited interim consolidated financial statements and Management's Discussion and Analysis ("MD&A") for the period ended March 31, 2011 and March 31, 2010, have not been reviewed by the Company's external auditors.

DATE OF MD&A
May 12, 2011

FORWARD LOOKING ADVISORY

Certain information included in this MD&A contains forward-looking statements within the meaning of applicable securities laws including, among others, statements concerning our 2011 objectives, our strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intent", "estimate", "anticipate", "believe", "should", "plans", or "continue", or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management.

This discussion contains forward-looking statements concerning capital expenditures, cost reductions and operating and financial improvements. Such statements are based on Homburg Invest Inc.'s management's assumptions and beliefs in light of the information currently available to them. These statements are subject to inherent uncertainties and risks, including, but not limited to: general business and economic conditions in the Company's operating regions; pricing pressures and other competitive factors; results of the Company's ongoing efforts to reduce costs; and the availability and terms of financing. Consequently, actual results and events may vary significantly from those included in, contemplated or implied by such statements. Homburg Invest Inc., except as required by applicable law, undertakes no obligation to publicly update or revise any forward looking statements.

OVERVIEW

In December 2009, Homburg Invest outlined a strategy to spin off assets into four geographically based companies and a development company, and made significant progress during 2010 and current year to-date. On May 25, 2010 the Company completed the first step in accomplishing this strategy by selling its portfolio of Canadian income producing investment properties to Homburg Canada Real Estate Investment Trust ("HCREIT") (TSX: HCR.UN). In 2011 the Company agreed, pursuant to the exercise of certain "buy-sell" provisions in certain joint venture agreements with Cedar Shopping Centers, Inc. (NYSE: CDR) ("Cedar"), that the Company will sell its 80% interest in one of the nine properties owned by the Homburg/Cedar joint ventures (Homburg 80% - Cedar 20%) to Cedar. Homburg Invest will also purchase Cedar's 20% interest in the remaining eight joint venture properties. This transaction is expected to close in the third quarter of 2011.

The Company's strategic efforts created considerable value. The investment in HCREIT, in which the Company retained a 23.1% equity interest as of March 31, 2011, is now valued at more than the market capitalization of Homburg Invest itself. The results discussed in this MD&A are reflective of the restatement relating to the disposal of the Canadian properties and the subsequent equity pickup of the HCREIT investment.

Global economic and market conditions continued to impact the Company's results. The fluctuation in the Euro against the Canadian dollar contributed to lower net operating income. Generally poor conditions in The Netherlands also affected vacancies and values. As a result, our net operating income decreased during the year.

During the past twelve months, Homburg Invest took several initiatives to reduce its long term debt and has continued to focus on debt reduction in the current year.

The Company recently received an unsolicited, non-binding proposal from controlling shareholder Richard Homburg and Homburg Canada Inc., to eliminate the control block in HII, internalize management and optimize the balance sheet. An independent committee of the Board has been formed to review Mr. Homburg’s proposal. The Committee will engage an independent financial advisor to assist it in evaluating the Proposal and any eventual transaction. The Board of Directors and the Independent Committee have indicated that they will consider the Proposal carefully in the best interests of all stakeholders.

PROPERTIES OWNED

HII is a public real estate company owning 125 properties with an estimated fair value of $1.7 billion and 7.5 million square feet of space as at March 31, 2011 in three main asset classes (office, retail, and industrial) and in four main geographical areas (Germany, The Netherlands, the Baltic States (Latvia, Estonia and Lithuania) and North America).

	March 31, 2011 ***(Millions, except for properties)***			December 31, 2010 *(Millions, except for properties)*		
	Buildings	**Fair Value**	**Gross Sq.Ft.**	Buildings	Fair Value	Gross Sq.Ft.
By geographical segment						
Germany	**16**	**$ 774.2**	**2.5**	16	$ 748.7	2.5
The Netherlands	**32**	**443.8**	**3.7**	32	422.9	3.7
Baltic States	**53**	**224.7**	**1.0**	53	208.3	1.0
North America	**11**	**21.2**	**0.3**	11	21.8	0.3
Sub total	**112**	**1,463.9**	**7.5**	112	1,401.7	7.5
By property type						
Office	**77**	**$ 1,138.7**	**5.1**	77	$ 1,090.9	5.1
Retail	**7**	**111.1**	**0.3**	7	106.6	0.3
Industrial	**28**	**214.1**	**2.1**	28	204.2	2.1
Sub total	**112**	**1,463.9**	**7.5**	112	1,401.7	7.5
Land and property held for future development (a)	**6**	**109.3**		6	107.6	
Construction properties being developed for resale (b)	**4**	**35.6**		4	36.9	
Investment property under construction (c)	**3**	**125.4**		3	109.8	
Total	**125**	**$ 1,734.2**	**7.5**	125	$ 1,656.0	7.5

* Numbers of buildings, units and gross square footage excludes assets available for sale.

(a) Land and property held for future development - a 146 acre parcel of land on the outskirts of Calgary, Alberta, intended to be developed into single family and multi residential units; a 140 acre parcel of land on the outskirts of Calgary, Alberta, intended to be developed into single family and multi residential units; a parcel of land in Calgary, Alberta that the Company intends to develop into a condominium complex containing 214 units; a 217 acre parcel of land in Calgary, Alberta with intent to be developed into commercial properties; 39 acre parcel of land in Calgary, Alberta that the Company intends to develop primarily into approximately 600 single family dwellings; and a 4 story building in Montreal, Quebec.

(b) Construction properties being developed for resale - 4 condominium units in Calgary, Alberta (Castello); 23 condominium units in the Eau Claire area of Calgary, Alberta (Churchill Estates); 53 condominium units in Grande Prairie, Alberta (Inverness Estates); and 14 condominium units in Charlottetown, Prince Edward Island (Pownell Street).

(c) Investment property under construction - a parcel of land in Calgary, Alberta that is being developed into a seven building office campus; a parcel of land in Charlottetown, Prince Edward Island that is being developed into a hotel; and a 440 unit condominium complex in Calgary, Alberta (Kai Towers).

NON-IFRS FINANCIAL MEASURES

The MD&A includes measures widely accepted within the real estate industry which are not defined by International Financial Reporting Standards ("IFRS"). These measures include Net Operating Income ("NOI"), Funds From Operations ("FFO") and Funds From Operations per share. These are not defined measures calculated in accordance with IFRS and may not be comparable to similar measures presented by other issuers. The Company considers these amounts to be measures of operating and financial performance.

a) NOI is calculated as Property Revenue less Property Operating Expenses.

b) FFO is presented by the Company as net income (loss) from continuing operations adjusted for deferred and capital income taxes (recovery), unrealized and realized valuation changes, fair value change in financial instruments, loss (gain) on derivative instruments, impairment loss on development properties, foreign exchange loss (gain), changes in provisions, and share of associates net loss (income) net of distributions earned.

c) FFO per share is calculated as Funds From Operations divided by either the basic or diluted weighted average number of shares.

The following table reconciles IFRS net income (loss) to FFO for the three month periods ended March 31, 2011 and 2010:

	3 months Ended March 31, 2011	3 Months Ended March 31, 2010
	(Millions)	*(Millions)*
Net income (loss) from continuing operations	**$ (3.3)**	$ 16.1
Add (deduct):		
Share of income of an associate net of distributions earned	**12.8**	
Unrealized valuation changes	**(16.6)**	(0.9)
Realized valuation changes		(4.5)
Amortization of financing costs	**1.3**	1.2
Deferred and capital income tax (recovery) / expense	**2.0**	(0.2)
Foreign exchange gain	**10.2**	(13.2)
Loss (gain) on derivative instruments	**(5.6)**	5.0
Fair value change in financial instruments	**(0.1)**	(0.4)
Funds from operations (FFO)	**0.7**	3.1
Deduct: net gain on sale of properties developed for resale	**0.5**	0.2
FFO, net of sale of properties developed for resale	**$ 0.2**	$ 2.9

Funds from operations (FFO) from continuing operations, net of the sale of properties developed for resale, was $0.2 million for the three-month period ended March 31, 2011, compared to $2.9 million recorded in the same period in 2010. This decrease of $2.7 million, is the result of the $4.3 million decrease in NOI as detailed below, reduced interest expense and a small increase in other items.

Foreign Exchange Rates

The results of the Company's international operations are impacted by fluctuations in average and period end foreign exchange rates, mainly from the Euro and to a lesser extent by the US dollar. A discussion of the Company's approach to managing currency risk is included in the section entitled "Liquidity, Capital Resources and Capital Commitments" later in this MD&A. The prevailing quarterly average and year-end foreign exchange rates over the past three years were as follows:

	Q1 Average Rate		**Q4 Average Rate**		**Q3 Average Rate**		**Q2 Average Rate**	
EUR : CAD	2011	1.34760	2010	1.36843	2010	1.36371	2010	1.37676
EUR : CAD	2010	1.44309	2009	1.58706	2009	1.59533	2009	1.60749
% Change		***(6.6)%***		***(13.8)%***		***(14.5)%***		***(14.4)%***
USD : CAD	2011	0.98610	2010	1.03075	2010	1.03597	2010	1.03479
USD : CAD	2010	1.04145	2009	1.14172	2009	1.16997	2009	1.20559
% Change		***(5.3)%***		***(9.7)%***		***(11.5)%***		***(14.2)%***

	Quarter End Rate		**Quarter End Rate**		**Quarter End Rate**		**Quarter End Rate**	
EUR : CAD	Q1 2011	1.37064	Q4 2010	1.32560	Q3 2010	1.40330	Q2 2010	1.27990
EUR : CAD	Q4 2010	1.32560	Q3 2010	1.40330	Q2 2010	1.27990	Q1 2010	1.37140
% Change		***3.4%***		***(5.5)%***		***9.6%***		***(6.7)%***
USD : CAD	Q1 2011	0.97223	Q4 2010	1.00020	Q3 2010	1.03009	Q2 2010	1.04840
USD : CAD	Q4 2010	1.00020	Q3 2010	1.03009	Q2 2010	1.04840	Q1 2010	1.01920
% Change		***(2.8)%***		***(2.9)%***		***(1.7)%***		***2.9%***

	Q1 Average Rate		**Q4 Average Rate**		**Q3 Average Rate**		**Q2 Average Rate**	
EUR : CAD	2010	1.44309	2009	1.58706	2009	1.59533	2009	1.60749
EUR : CAD	2009	1.62509	2008	1.56127	2008	1.55022	2008	1.54209
% Change		***(11.2)%***		***1.7%***		***2.9%***		***4.2%***
USD : CAD	2010	1.04145	2009	1.14172	2009	1.16997	2009	1.20559
USD : CAD	2009	1.24298	2008	1.06669	2008	1.01855	2008	1.00752
% Change		***(16.2)%***		***7.0%***		***14.9%***		***19.7%***

	Quarter End Rate		**Quarter End Rate**		**Quarter End Rate**		**Quarter End Rate**	
EUR : CAD	Q1 2010	1.37140	Q4 2009	1.50410	Q3 2009	1.58480	Q2 2009	1.62400
EUR : CAD	Q4 2009	1.50410	Q3 2009	1.58480	Q2 2009	1.62400	Q1 2009	1.65040
% Change		***(8.8)%***		***(5.1)%***		***(2.4)%***		***(1.6)%***
USD : CAD	Q1 2010	1.01920	Q4 2009	1.04940	Q3 2009	1.08610	Q2 2009	1.15600
USD : CAD	Q4 2009	1.04940	Q3 2009	1.08610	Q2 2009	1.15600	Q1 2009	1.24960
% Change		***(2.9)%***		***(3.4)%***		***(6.0)%***		***(7.5)%***

Euro-Canadian dollar exchange rate: Fluctuations in the Euro exchange rates, compared to the Canadian dollar, impact the results of the Company's significant European operations located in Germany, The Netherlands, and the Baltic States, as well as the Company's unhedged Euro denominated debt which consisted of €200.0 million at March 31, 2011 and €200.0 million at December 31, 2010. The average rate for Q1 2011 of $1.35 was 6.6% lower than the comparative period average rate of $1.44 which had an unfavourable impact on the results of the Company's European operations when comparing Q1 2011 to Q1 2010. The closing rate at March 31, 2011 of $1.37 was 3.4% higher than

the closing rate of $1.33 at December 31, 2010, which unfavourably increased the Canadian dollar equivalent amount of the Company's unhedged Euro denominated debt which stood at €200.0 million at March 31, 2011.

US dollar-Canadian dollar exchange rate: Fluctuations in the US dollar exchange rates compared to the Canadian dollar impact the results of the Company's operations located in the USA. However, the impacts are generally insignificant due to the relative size of the USA operations which comprised 5.8% of NOI in Q1 2011 and 9.0% of NOI in Q1 2010. Fluctuations in the US dollar also impact the Company's unhedged US dollar denominated debt which consisted of US$20 million at both March 31, 2011 and December 31, 2010.

Discontinued operations
On May 25, 2010 the Company sold off its portfolio of Canadian income producing investment properties to HCREIT for cash proceeds of $114.5 million, units in HCREIT at a fair value of $143,139 plus a bargain purchase gain of $69,380 resulting in a pre-tax loss of $158,943. This represented 24 office properties, 66 retail properties, 12 residential properties, and 8 industrial properties for a combined gross square footage of 8.9 million.

SUMMARY OF QUARTERLY RESULTS

	Three Months Ended							
	Mar 31 2011	**Dec 31 2010**	**Sep 30 2010**	**Jun 30 2010**	**Mar 31 2010**	**Dec 31 2009**	**Sep 30 2009**	**Jun 30 2009**
	(Millions, except for per share amounts)							
Property revenue	**$ 32.3**	$ 35.4	$ 30.9	$ 31.2	$ 35.6	$ 42.9	$ 41.3	$ 47.9
Sale of properties developed for resale	**1.7**	1.9	2.5	5.2	5.5	61.7	8.8	15.6
Realized valuation changes		(0.7)		(0.2)	4.5	(6.8)		0.6
Unrealized valuation changes	**16.6**	(56.8)	10.0	(2.1)	0.9	(312.6)	(10.4)	(40.1)
Share of income of an associate	**(9.6)**	(14.1)	(0.1)	1.6				
Other income	**(4.3)**	20.8	(12.5)	4.6	13.5	10.2	2.3	10.6
Total revenue and other gains	**36.6**	(13.5)	30.8	40.3	60.0	(204.6)	41.9	34.6
Net operating income	**$ 25.8**	$ 25.7	$ 24.8	$ 26.6	$ 30.1	$ 29.9	$ 35.3	$ 39.3
Earnings (loss) before taxes-Continuing Operations	**$ 0.3**	$ 43.3	$ (5.6)	$ (4.3)	$ 16.0	$ (384.9)	$ (30.2)	$ (34.4)
Per Share - Basic	**$ 0.02**	$ 2.10	$ (0.32)	$ (0.25)	$ 0.76	$ (19.50)	$ (1.55)	$ (1.75)
Per Share - Diluted	**$ 0.02**	$ 2.10	$ (0.32)	$ (0.25)	$ 0.76	$ (19.50)	$ (1.55)	$ (1.75)
Net earnings (loss) - Continuing Operations	**$ (3.3)**	$ 10.3	$ 1.3	$ (9.6)	$ 16.1	$ (314.9)	$ (21.6)	$ (28.4)
Per Share - Basic	**$ (0.20)**	$ 0.44	$ 0.02	$ (0.51)	$ 0.76	$ (15.95)	$ (1.11)	$ (1.44)
Per Share - Diluted	**$ (0.20)**	$ 0.44	$ 0.02	$ (0.51)	$ 0.76	$ (15.95)	$ (1.11)	$ (1.44)
Net earnings - Discontinued Operations	**$ (0.2)**	$ (3.5)	$ (1.3)	$ (103.1)	$ 1.7	$ (95.1)	$ 5.0	$ 0.2
Per Share - Basic	**$ (0.01)**	$ (0.18)	$ (0.06)	$ (5.09)	$ 0.08	$ (4.81)	$ 0.25	$ 0.01
Per Share - Diluted	**$ (0.01)**	$ (0.18)	$ (0.06)	$ (5.09)	$ 0.08	$ (4.81)	$ 0.25	$ 0.01
Net earnings (loss)	**$ (3.5)**	$ 6.8	$ 0.1	$ (112.7)	$ 17.8	$ (410.0)	$ (16.6)	$ (28.2)
Per Share - Basic	**$ (0.21)**	$ 0.26	$ (0.04)	$ (5.60)	$ 0.84	$ (20.76)	$ (0.86)	$ (1.43)
Per Share - Diluted	**$ (0.21)**	$ 0.26	$ (0.04)	$ (5.60)	$ 0.84	$ (20.76)	$ (0.86)	$ (1.43)
Funds from operations, net of gross income (loss) from the sale of properties developed for resale	**$ 0.2**	$ 9.2	$ 2.6	$ (1.2)	$ 2.9	$ 6.1	$ 2.9	$ 5.8
Per Share - Basic	**$ 0.01**	$ 0.47	$ 0.13	$ (0.06)	$ 0.14	$ 0.31	$ 0.15	$ 0.29
Per Share - Diluted	**$ 0.01**	$ 0.47	$ 0.13	$ (0.06)	$ 0.14	$ 0.31	$ 0.15	$ 0.29
Total assets	**$ 2,097.0**	$ 2,062.9	$ 2,324.9	$ 2,192.5	$ 3,096.9	$ 3,292.2	$ 3,880.6	$ 3,962.3
Total long term debt	**$ 1,666.8**	$ 1,618.5	$ 1,729.3	$ 1,793.7	$ 2,493.5	$ 2,641.7	$ 2,762.5	$ 2,816.0
Dividend declared per share	**$ NIL**	$ NIL	$ NIL	$ NIL	$ NIL	$ NIL	$ NIL	$ NIL

First Quarter 2011 Results
Property revenues from continuing operations were $32.3 million during the first quarter ended March 31, 2011, compared to $35.6 million for the same quarter in 2010 for a decrease of $3.3 million. The decrease is mainly a result of the 6.6% decrease in the average value of the Euro against the Canadian dollar in the first quarter of 2011 compared to the same quarter last year.

Net operating income (NOI) was $25.8 million in the first quarter of 2011, compared to $30.1 million in the first quarter of 2010 for a decrease of $4.3 million. The decrease is primarily due to the property revenue fluctuations in Europe as outlined above as well as $0.6 million in headlease commitments incurred in Q1 2011 that were not present in 2010.

The Company incurred earnings before taxes from continuing operations for the first quarter of 2011 of $0.3 million ($0.02 per share), compared to gain before taxes of $16.0 million in the same period in 2010 ($0.76 per share), a variance of $15.7 million. The decrease relates primarily to the following:

- A net increase in fair value of investment properties of $15.6 million in Q1 2011 compared to a net increase in fair market value of $0.9

million in Q1 2010.
- Investment properties under development increased by $1.0 million in Q1 2011.
- Lower interest expense in Q1 2011 by $5.1 million over Q1 2010, mainly due to the reduction of debt at March 31, 2011 as well as the slight strengthening of the Canadian dollar against the Euro.
- A foreign exchange loss of $10.2 million was recorded in Q1 2011, compared to a gain of $13.2 million in Q1 2010, a variance of $23.4 million. The loss in Q1 2011 resulted from a 3.4% weakening of the Canadian dollar compared to the Euro between Q4 2010 and Q1 2011 from $1.33:€1 in the prior quarter to $1.37:€1 at March 31, 2011.
- A Q1 loss on the Company's share of income on an associate of $9.6 million in relation to a March 2011 public offering of units completed by HCREIT on a bought deal basis resulting in a deemed disposal of the Company's investment and a decrease in ownership from 33.7% to 23.1%.

FFO, net of the sale of properties developed for resale, was $0.2 million in Q1 2011 compared to $2.9 million in Q1 2010. The decrease of $2.7 million primarily related to lower NOI of $4.3 million, offset by the foreign exchange gain.

Fourth Quarter 2010 Results
Property revenues from continuing operations were $35.4 million during the fourth quarter ended December 31, 2010, compared to $ 42.9 million for the same quarter in 2009 for a decrease of $7.5 million. The decrease is mainly a result of the 13.8% decrease in the average value of the Euro against the Canadian dollar in the fourth quarter of 2010 compared to the same quarter last year which equated to a $5.4 million decrease. In addition, the decrease was a result of the loss of former tenant Quelle GmbH which declared bankruptcy and vacated an industrial property in Nurnberg, Germany on December 31, 2009, as well as other current vacancies in the European portfolio.

Net operating income (NOI) was $25.7 million in the fourth quarter of 2010, compared to $29.9 million in the fourth quarter of 2009 for a decrease of $4.2 million. The decrease is primarily due to the property revenue fluctuations in Europe as outlined above as well as $0.6 million in headlease commitments incurred in Q4 2010 that were not present in 2009.

Net operating income from continuing operations increased slightly to $25.7 million in Q4 2010, $0.9 million higher than the $24.8 million recorded in Q3 2010 .

The Company incurred earnings before taxes from continuing operations for the fourth quarter of 2010 of $43.3 million ($2.10 per share), compared to loss before taxes of $384.9 million in the same period in 2009 ($19.50 per share), a variance of $428.2 million. The increase relates primarily to the following:
- A net decrease in fair value of investment properties of $40.0 million in Q4 2010 compared to a net decrease in fair market value of $263.9 million in Q4 2009. This variance of $223.9 million is largely due to a $132.0 million adjustment in fair value in Q4 2009 to the Nurnberg, Germany property vacated by former tenant, Quelle, after an independent external analysis.
- The Company realized a gain of $107.2 million in Q4 2010 relating to the sale of the Nuremberg, Germany property.
- A provision related to the establishment of an onerous contract was initially recorded in Q4 of 2009 for $34.1 million compared to a change in the provision in Q4 2010 of $4.7 million for a variance of $29.4 million.
- Investment properties under development decreased by $16.7 million in Q4 2010 compared to a decrease of $43.2 million in Q4 2009 for a positive variance of $59.9 million relating to significant write-downs of development properties in 2009 after a slowing of construction and development operations.
- The Company realized a $3.0 million gross loss (calculated as revenues less cost of sales on properties developed for resale) from the sale of properties developed for resale in Q4 2010, compared to a $19.9 million gross loss in Q4 2009, a positive variance of $16.9 million. The variance was primarily because the construction of the Homburg-Harris Centre in Calgary was substantially completed on December 31, 2009, and therefore net costs recorded in Q4 2009 are not recurring, reducing the loss on the properties. This is offset by lower sales activity on condominium units in Q4 2010.
- Lower interest expense in Q4 2010 by $2.6 million over Q4 2009, mainly due to the reduction of debt at December 31, 2010 as well as the slight strengthening of the Canadian dollar against the Euro.
- A foreign exchange gain of $11.0 million was recorded in Q4 2010, compared to a gain of $8.0 million in Q4 2009, a variance of $3.0 million. The gain in Q4 2010 resulted from a 5.5% weakening of the Canadian dollar compared to the Euro between Q3 2010 and Q4 2010 from $1.40:€1 in the prior quarter to $1.33:€1 at December 31, 2010. This fluctuation in foreign exchange decreased the value of the Company's €100 million of unhedged debt. This is compared to a strengthening of the Canadian dollar during the third quarter of 2009 from $1.58:€1 at Q3 2009 to $1.50:€1 at Q4 2009.

Offset by:
- A Q4 loss on the Company's share of income of an associate of $14.1 million in relation to a October 27, 2010 public offering of units completed by HCREIT on a bought deal basis resulting in a deemed disposal of the Company's investment and a decrease in ownership from 41.2% to 33.7%.
- A fair value loss on investments of $0.5 million in Q4 2010, compared to a gain of $0.8 million in Q4 2009, a negative variance of $1.3 million, resulting from decreases in the market prices on the Company's quoted investments;

FFO, net of the sale of properties developed for resale, was $9.2 million in Q4 2010 compared to $6.1 million in Q4 2009. The increase of $3.1 million primarily related to lower NOI of $4.2 million, offset by the foreign exchange gain.

Third Quarter 2010 Results
Property revenues from continuing operations were $30.9 million during the third quarter ended September 30, 2010, compared to $41.3 million for the same quarter in 2009. The decrease is due to revenue in Europe being down by EUR $3.6 million, due to the loss of former tenant Quelle GmbH which declared bankruptcy and vacated an industrial property in Nurnberg, Germany on December 31, 2009, as well as other current vacancies in the European portfolio. Property revenues were also impacted $10.4 million resulting from the 14.5% decrease in

the average value of the Euro against the Canadian dollar in the third quarter of 2010 compared to the same quarter last year, which followed the $16.7 million decrease in the second quarter of 2010, over the second quarter of 2009.

Net operating income (NOI) was $24.8 million in the third quarter of 2010, compared to $35.3 million in the third quarter of 2009. The decrease is in part due to €3.7 million less in European NOI for the reasons outlined above.

Net operating income from continuing operations was $24.8 million in Q3 2010, $1.8 million lower than the $26.6 million recorded in Q2 2010. The average Canadian dollar foreign exchange rate for the Euro decreased by 0.9% in Q3 2010 versus Q2 2010, which negatively impacted the results. Property revenue decreased by approximately $0.3 million due to the loss of a former tenant in Germany, Quelle, which vacated the premises on December 31, 2009.

The Company incurred loss before taxes from continuing operations for the third quarter of 2010 of $5.6 million ($0.32 per share), compared to loss before taxes of $30.2 million in the same period in 2009 ($1.55 per share), a variance of $24.6 million. The increase relates primarily to the following:

- A net increase in fair value of investment properties of $10.1 million in Q3 2010 compared to a net decrease in fair market value of $10.4 million in Q3 2009 largely due to a $34.6 million adjustment in fair value to two Germany properties after an independent external analysis.
- The Company realized a $0.8 million gross loss (calculated as revenues less cost of sales on properties developed for resale) from the sale of properties developed for resale in Q3 2010, compared to a $18.8 million gross loss in Q3 2009, a positive variance of $18.0 million. The variance was primarily because the construction of the Homburg-Harris Centre in Calgary was substantially completed on December 31, 2009, and therefore net costs recorded in Q3 2009 are not recurring, reducing the loss on the properties. This is offset by lower sales activity on condominium units in Q3 2010.
- A fair value loss on investments of $39.0 thousand in Q3 2010, compared to a loss of $1.1 million in Q3 2009, a variance of $1.1 million, resulting from increases in the market prices on the Company's quoted investments;
- Lower interest expense in Q3 2010 by $3.6 million over Q2 2009, mainly due to the reduction of debt by $912.4 million from $2,641.7 million at September 30, 2009 to $1,729.3 million at September 30, 2010 as well as the slight weakening of the Canadian dollar against the Euro;

Offset by:

- A foreign exchange loss of $10.6 million was recorded in Q3 2010, compared to a gain of $5.4 million in Q3 2009, a variance of $16.0 million. The loss in Q3 2010 resulted from a 9.6% weakening of the Canadian dollar compared to the Euro between Q2 2010 and Q3 2010 from $1.28:€1 in the prior quarter to $1.40:€1 at September 30, 2010. This is compared to a strengthening of the Canadian dollar during the third quarter of 2009 from $1.62:€1 at Q2 2009 to $1.58:€1 at Q3 2009. In Q3 2010, this fluctuation in foreign exchange increased the value of the Company's €100 million of unhedged debt by $12.0 million.
- NOI was $10.5 million lower in Q3 2010 compared to Q3 2009, primarily due to the property in Germany that was vacated by the former tenant, Quelle, on December 31, 2009, as well as a 14.5% decrease in the average Euro exchange rate compared to the Canadian dollar;

FFO, net of the sale of properties developed for resale, was $1.4 million in Q3 2010 compared to $2.9 million in Q3 2009. The decrease of $1.5 million primarily related to lower NOI of $10.5 million, offset by the foreign exchange gain.

Second Quarter 2010 Results

Property revenues from continuing operations were $31.2 million during the second quarter ended June 30, 2010, compared to $47.9 million for the same quarter in 2009. The decrease is due to revenue in Europe down by EUR 6.3 million, due to the loss of former tenant Quelle GmbH which declared bankruptcy and vacated an industrial property in Nurnberg, Germany on December 31, 2009, and other current vacancies in the European portfolio. Property revenues were also impacted by $7.3 million resulting from the 14.4% decrease in the average value of the Euro against the Canadian dollar in the second quarter of 2010 compared to the same quarter last year, which followed the $4.3 million or 11.2% decrease in the first quarter of 2010, over the first quarter of 2009.

Net operating income from continuing operations was $26.6 million in Q2 2010, $3.7 million lower than the $30.3 million recorded in Q1 2010. The average Canadian dollar foreign exchange rate for the Euro decreased by 4.6% in Q2 2010 versus Q1 2010, which negatively impacted the results. Property revenue decreased by approximately $4.3 million due to a the loss of a former tenant in Germany, Quelle, which vacated the premises on December 31, 2009.

The Company incurred loss before taxes from continuing operations for the second quarter of 2010 of $4.3 million ($0.25 per share), compared to loss before taxes of $34.4 million in the same period in 2009 ($1.75 per share), a variance of $30.1 million. The decrease relates primarily to the following:

- NOI was $12.7 million lower in Q2 2010 compared to Q2 2009, primarily due to the property in Germany that was vacated by the former tenant, Quelle, on December 31, 2009, as well as a 4.6% decrease in the average Euro exchange rate compared to the Canadian dollar;
- A net decrease in fair value of investment properties of $2.1 million in Q2 2010 compared to a net decrease in fair market value of $40.1 million in Q2 2009 largely due to a $34.6 million adjustment in fair value to two Germany properties after an independent external analysis.
- The Company realized a $2.7 million gross loss (calculated as revenues less cost of sales on properties developed for resale) from the sale of properties developed for resale in Q2 2010, compared to a $10.3 million gross loss in Q2 2009, a variance of $7.6 million. The variance was primarily because the construction of the Homburg-Harris Centre in Calgary was substantially completed on December 31, 2009, and therefore revenues and costs recorded in Q2 2009 are not recurring, as well as lower sales activity on condominium units in Q2 2010.
- A fair value gain on investments of $0.3 million in Q2 2010, compared to a gain of $2.3 million in Q2 2009, a variance of $2.0 million, resulting from changes in the market prices on the Company's quoted investments;
- During the quarter, the Company disposed of it's Canadian operating segment, which resulted in a net loss from the discontinued operations after tax of $91.6 million.

- A foreign exchange gain of $6.5 million was recorded in Q2 2010, compared to a gain of $3.6 million in Q2 2009, a variance of $2.9 million. The gain in Q2 2010 mainly resulted from a 6.7% strengthening of the Canadian dollar compared to the Euro, from $1.50:€1 at December 31, 2009 to $1.28:€1 at June 30, 2010, which decreased the value of the Company's €100 million of unhedged debt by $22.0 million.
- Lower interest expense in Q2 2010 by $5.7 million over Q2 2009, mainly due to the reduction of debt by $848.0 million from $2,641.7 million at June 30, 2009 to $1,793.7 million at June 30, 2010 as well as the strengthening of the Canadian dollar against the Euro, as discussed earlier;

FFO, net of the sale of properties developed for resale, was $0.3 million in Q2 2010 compared to $7.4 million in Q2 2009. The decrease of $7.1 million primarily related to lower NOI of $12.7 million, offset by the foreign exchange gain.

RESULTS OF OPERATIONS

Property revenue and net operating income
Information related to geographical operating segments is summarized below. Property revenue includes rental revenue and tenant cost recoveries. Net operating income has been calculated by deducting direct property operating expenses related to property revenue, and is exclusive of general and administrative expenses, depreciation and amortization, and interest on related debt.

Geographical Segments (In millions unless otherwise stated)	Germany	Netherlands	The Baltics	North America	Total
Three months ended March 31, 2011					
Property revenue	**$ 15.1**	**$ 8.2**	**$ 4.7**	**$ 4.2**	**$ 32.2**
Operating expenses	**0.3**	**2.0**	**1.4**	**2.7**	**6.4**
Net operating income	**$ 14.8**	**$ 6.2**	**$ 3.3**	**$ 1.5**	**$ 25.8**
Occupancy rate at March 31, 2011	***100.0 %***	***68.8 %***	***71.0 %***	***86.4 %***	
Three months ended March 31, 2010					
Property revenue	$ 16.8	$ 9.0	$ 5.2	$ 4.6	$ 35.6
Operating expenses	0.8	1.0	1.8	1.9	5.5
Net operating income	$ 16.0	$ 8.0	$ 3.4	$ 2.7	$ 30.1
Occupancy rate at March 31, 2010	*80.1 %*	*77.0 %*	*88.4 %*	*94.2 %*	

Total property revenue was $32.2 million in 2011, compared to $35.6 million in 2010, a decrease of $3.4 million or 9.6%. The Germany segment was impacted by the loss of a former tenant, Quelle, which was sold in late 2010, and accounted for approximately 2.6 million square feet in the industrial portfolio. Additionally, a decrease of 6.6% in the average Euro foreign exchange rate compared to the Canadian dollar negatively impacted the result of the Germany, The Netherlands and the Baltic States segments.

Property revenue from the North America segment decreased to $4.2 million in 2011 compared to $4.6 million in 2010 mainly due to the average USD foreign exchange rate compared to the Canadian dollar being lower in 2011 compared to 2010 by 5.3%.

Property operating expenses increased by $0.8 million in the North America segment to $2.7 million in 2011 compared to $1.9 million in 2010 due to new headlease commitments in 2011. The European segments experienced an increase in property operating expenses from a total of $3.6 million in 2010 to $3.7 million in 2011 for a variance of $0.1 million or 2.8%.

NOI decreased by 14.3% in 2011 compared to 2010. This is reflective of the larger decrease in property revenues compared to property operating expenses as discussed above relating to the vacancy in Germany (relating to Quelle), which represented approximately 2.6 million square feet in the Industrial segment. As a result, the overall occupancy in that segment was 80.1% at March 31, 2010. The property has been sold as of December 31, 2010, therefore the occupancy rate in the Germany segment has increased to to 100.0% at March 31, 2011. In addition, the NOI decreased as a result of the foreign currency changes.

In addition to the Company's geographical operating segments, the following information summarizes operating results by property classification.

Property Type Segments *(In millions unless otherwise stated)*	Retail	Industrial	Office	Residential	Total
Three months ended March 31, 2011					
Property revenue	**$ 4.6**	**$ 3.7**	**$ 24.0**	**$**	**$ 32.2**
Operating expenses	**1.3**	**0.8**	**4.1**	**0.2**	**6.4**
Net operating income	**$ 3.3**	**$ 2.9**	**$ 19.9**	**$ (0.2)**	**$ 25.8**
Occupancy rate at March 31, 2011	**69.4 %**	**54.4 %**	**92.4 %**		
Three months ended March 31, 2010					
Property revenue	$ 5.2	$ 4.8	$ 25.5	$ 0.1	$ 35.6
Operating expenses	1.5	1.1	2.7	0.2	5.5
Net operating income	$ 3.7	$ 3.7	$ 22.8	$ (0.1)	$ 30.1
Occupancy rate at March 31, 2010	95.8 %	60.2 %	93.8 %		

The retail portfolio consists of 7 (December 31, 2010 - 7) retail properties, representing a shopping center in Germany and retail spaces in the Baltics having total rentable square footage of 0.3 million square feet. The decrease in the occupancy rates is due to increased vacancies in the later part of 2010. The retail rental revenue and net operating income for 2011 on the properties held on March 31, 2011 have decreased 11.5% and 10.8% respectively over the same period in 2010 due primarily to property sales and decrease in EUR:CAD and USD:CAD foreign exchange rates during the year.

The industrial portfolio consists of 28 (December 31, 2010 - 28) industrial buildings located in Europe with a total area of 2.1 million square feet. The Company's industrial buildings generated $3.7 million total rental revenue in 2011 and $2.9 million in net operating income compared to $4.8 million total rental revenue in 2010 and $3.7 million in net operating income. These decreases of $1.1 million and $0.8 million respectively is primarily due to the loss of the former tenant, Quelle, and increased vacancy in the Netherlands as previously discussed. Overall occupancy in the industrial portfolio is down to 54.4% at March 31, 2011 (60.2% - March 31, 2010) relating to the disposal of the Nurnberg, Germany property, however there are several industrial properties still affected by the real estate economy slump in Europe.

The office portfolio consists of 77 (December 31, 2010 - 77) small to medium sized office buildings in the United States and Europe, with a total area of 5.1 million square feet. Property revenue in 2011 was $24.0 million compared to $25.5 million in the same period of 2010 while net operating income was $19.9 million versus $22.8 million in 2010. As operations have been stable in this segment, the decrease is due to the decrease in the foreign exchange rates. Overall occupancy in the office portfolio was 92.4% at March 31, 2011 (93.8% - March 31, 2010).

Properties Developed for Resale
Revenue from the sale of properties developed for resale decreased by $3.8 million from $5.5 million in 2010 to $1.7 million in 2011. The variance was because the lower sales activity on condominium units in 2011. Net profit from the sale of development properties was $0.5 million in 2011, compared to a net profit of $0.2 million in 2010.

BALANCE SHEET HIGHLIGHTS

Assets
Total assets did not fluctuate, remaining constant from $2.1 billion at December 31, 2010 to $2.1 billion at March 31, 2011. The table below summarizes Homburg Invest's asset base.

	March 31 2011	December 31 2010
	(Millions)	*(Millions)*
Investment properties	**$ 1,463.9**	$ 1,401.7
Investment properties under development	**234.8**	217.4
Investments at fair market value	**9.3**	8.9
Investment in an associate, at equity	**151.5**	191.7
Deferred tax assets	**7.0**	8.3
Restricted cash	**4.4**	4.1
Cash and cash equivalents	**17.3**	13.7
Properties under development for resale	**35.6**	36.9
Receivables and other	**36.4**	36.0
Assets classified as held for sale	**136.8**	144.2
	$ 2,097.0	$ 2,062.9

Investment Properties and Investment Properties under Development
Investment properties increased by $62.2 million from $1,401.7 million at December 31, 2010 to $1,463.9 million at March 31, 2011. The fair market value of investment properties was increased by the impact of foreign currency translation adjustments on overseas assets which was significant due to the difference between the Canadian dollar and Euro foreign exchange rate of $1.37:€1 at March 31, 2011 compared to $1.33:€1 at December 31, 2010, an increase of approximately 3.4% which equates to a $46.2 million increase. Approximately $1.0 billion was sold to Homburg Canada REIT, $136.8 million was moved to assets held for sale relating largely to the portfolio of US Cedar Shopping Center joint venture properties; $29.8 million of assets were disposed of relating to the Nurnberg, Germany property; and $16.6 million relates to fair

value adjustments on investment properties. Investment properties under development increased by $17.4 million from $217.4 million to $234.8 million at March 31, 2011 as a result of the sale of Chestermere Land Development.

Investment in an Associate, at Equity
Investment in an associate represents the 23.10% equity investment in HCREIT obtained during Q2 2010. The balance represents the investment at cost of $217.4 million, which includes the Company's share of HCREIT's bargain purchase gain of $69.4 million, distributions of $3.2 million, and HII's share of HCREIT's net income of $1.8 million.

Assets classified as Held for Sale
Assets held for sale decreased by $7.4 million from $144.2 million at December 31, 2010 to $136.8 million at March 31, 2011 largely in relation to the planned sale of the Company's 80% joint venture interest in shopping centers in the United States. It is expected that this investment will be sold in the third quarter of 2011.

Receivables and other
Receivables mainly consist of amounts due from tenants and on the sale of properties developed for resale, deferred rental receipts, prepaid expenses, deferred leasing costs and GST rebates on development projects and VAT on foreign subsidiaries, all of which arise in the normal course of operations.

Investments at Fair Market Value
The long term investments totaled $9.3 million at March 31, 2011 compared to $8.9 million at December 31, 2010. The difference mainly relates to the impact of fair value adjustments.

Capital Structure
The table below summarizes Homburg Invest's capital structure.

	March 31, 2011 *(Millions)*		December 31, 2010 *(Millions)*	
Long term debt	**$ 1,666.8**	**87.0 %**	$ 1,618.5	86.5 %
Construction financing	**39.7**	**2.1 %**	40.2	2.1 %
Homburg Capital Securities A	**0.2**	**%**	1.0	0.1 %
Long term payables	**10.7**	**0.6 %**	10.3	0.5 %
Non-construction demand loans	**11.2**	**0.6 %**	12.9	0.7 %
Liabilities related to assets classified as held for sale	**$ 87.0**	**4.5 %**	$ 92.0	4.9 %
	$ 1,815.6	**94.8 %**	$ 1,771.9	94.6 %
Shareholders' equity	**100.4**	**5.2 %**	101.7	5.4 %
	$ 1,916.0	**100.0 %**	$ 1,873.6	100.1 %

Long Term Debt
Mortgages payable on revenue producing properties increased by $27.2 million during 2011 due to the previously discussed foreign exchange rate changes on the EUR and USD denominated debt.

Mortgage bonds payable increased by $4.6 million during 2011, as a result of the currency increase. The Mortgage Bonds are recorded at the prevailing exchange rate at March 31, 2011.

The corporate non-asset backed bonds are seven year bonds issued in series and have a corporate guarantee pledged as collateral. The bonds mature between May 2013 and January 2015 and the Company has the option to redeem any series of bonds at their face amount anytime subsequent to the fifth anniversary of the issue of the bonds. The interest is payable semi-annually on June 30 and December 31. The bonds are issued in Euros and have been translated at period end exchange rates. The non-asset backed bonds increased by $14.0 million in 2011, which was the result of the increase of the Euro.

The junior subordinated notes consist of EUR €25.0 million ($34.3 million) (December 31, 2010 - EUR €25.0 million ($33.1 million)) and USD $20.0 million ($19.4 million) (December 31, 2010 - USD $20.0 million ($20.0 million)) and require interest only payments until maturity in 2036 and carry a fixed interest rate until 2016 and variable thereafter. The Company has a redemption option effective in 2011 until maturity. The outstanding balances are translated at period end exchange rates.

Construction Financing
To March 31, 2011, the Company had $39.7 million in construction financing outstanding relating to its development projects outlined earlier.

Shareholders' Equity
Homburg Invest's shareholders' equity decreased $1.3 million from $101.7 million at December 31, 2010 to $100.4 million at March 31, 2011. Of the decrease, $2.3 million of Other Comprehensive Income resulting from foreign exchange movement was offset by a $3.5 million net loss in the period.

The Company's US operations, headquartered in Colorado Springs, Colorado and the European operations headquartered in Soest, The Netherlands, have a functional currency of the US dollar and Euro respectively for recording substantially all transactions. The financial statements of the Company's overseas operations are translated on consolidation to Canadian dollar equivalent amounts using the current rate method, whereby assets and liabilities are translated at period end exchange rates while revenues and expenses are converted using average translation rates for the reporting period. Gains and losses resulting from the currency translations of the subsidiaries are deferred and included in the accumulated Other Comprehensive Income (Loss) within shareholders' equity. At March 31, 2011, the cumulative gain was $3.5 million; an increase of $2.3 million from the accumulated gain amount of $1.2 million as at December 31, 2010.

LIQUIDITY, CAPITAL RESOURCES AND CAPITAL COMMITMENTS

Liquidity Risk

Liquidity risk relates to the possibility of insufficient debt and equity financing available to fund the desired growth of the Company and to refinance the current and long term debts as they come due. As a result of global market conditions, lenders have tightened their lending standards, and may continue to do so. The effect of this could be that the Company may have more difficulty obtaining the same level of financing when seeking to renew existing debt and obtain new debt. The Company's financial condition and results of operations could be adversely affected if it were not able to obtain appropriate levels of financing. Liquidity risk also relates to the potential for early retirement of debt. Some of the Company's debt agreements have covenants including maximum loan to value ratios and interest coverage ratios, and/or reserve account balance requirements. Breach of any of these covenants could result in the related debt being required to be repaid before its scheduled maturity date. Should that happen, the Company may be required to sell properties at unfavourable prices to satisfy the debt repayment, and the Company's financial condition and results of operations could be adversely affected. The majority of the Company's real estate assets and related mortgage debts are currently held through limited partnership structures. These structures generally limit the recourse of the lender to the specific assets held in or below the limited partnership, and therefore a breach of covenant does not generally impact the Company outside of the specific limited partnership in which the breach of covenant occurs. The recourse of the lender to the Company's mortgage bonds and unsecured debt is generally unrestricted.

The Company has been negatively impacted by global economic and capital market conditions which have resulted in tightened lending standards, reduced market liquidity, a decrease in real estate transactions and lower real estate values. The Company is significantly levered with a debt to equity ratio of 17.22:1 at March 31, 2011 (December 31, 2010 - 16.52:1) (long term debt, construction financing, long term payables and demand loans ÷ shareholders' equity). For the period ended March 31, 2011, Homburg Invest had total interest expense coverage from continuing operations of 0.89:1 (December 31, 2010 - 0.84:1) (calculated as property revenue, less property operating expenses and general and administrative expenses ÷ interest expense (excluding capitalized interest)).

The Company completed the creation of Homburg Canada Real Estate Investment Trust to hold the Company's eligible Canadian income producing real estate properties and related mortgage debt through an IPO that closed on May 25, 2010. Cash proceeds from the IPO of approximately $114.5 million were utilized to reduce debt and satisfy other obligations. The following table presents the Company's contractual obligations at March 31, 2011:

(Millions) **Contractual Obligations**		**Payments Due by Period**				
	Within 1 year	**1-2 years**	**2-3 years**	**3-4 years**	**4-5 years**	**Later**
Head and ground leases	11.2	14.9	15.1	15.7	15.1	159.6
Mortgages: Normal principal installments (i)	23.2	23.4	22.3	26.8	16.2	
Interest (i)	49.9	43.2	40.2	35.4	32.6	
Principal maturities (iii)	141.2	14.4	48.4	86.3	37.6	621.4
Bonds and junior subordinated notes:						
Interest (i)	48.3	41.2	36.0	18.4	7.6	
Principal maturities (ii)	54.9	85.6	287.9	137.1		53.7
Non construction demand loans (iv)	11.2					
Construction financing (v)	39.7					
Construction purchase obligations (v)	3.5					
Other current and long term payables	0.2		10.7			
Working capital deficit (vi)	45.0					
	428.3	**222.7**	**460.6**	**319.7**	**109.1**	**834.7**

The Company's derivative instrument liability of $16.9 million has been excluded from the above table as this liability relates to financial instruments that effectively fix the variable interest rate on certain mortgages, which is settled with the derivative instrument on a net basis; accordingly, interest obligations on such mortgages are shown at the effective fixed rate, which approximates the timing of the related cash flows.

(i) The Company requires liquidity to meet the following obligations which ordinarily fall due in the next twelve months: mortgage principal installments of $23.2 million; interest on mortgages and mortgage bonds of $49.9 million; interest on corporate non asset backed bonds and junior subordinated notes of $48.3 million; capital spending requirements on the income property portfolio, expected to approximate $3.0 million; and operating lease commitments of $11.2 million. Sources of finance towards these obligations include: cash on hand of $17.3 million; net cash flow from operating activities before interest expense unrelated to development activities; cash generated from continued sales of completed condominium development projects; the potential sale of certain income producing and development properties, subject to reasonable prices being attained; the potential upward refinancing on certain mortgages and distributions received from the HCREIT.

(ii) Through June 2012, the Company faces maturities of its mortgage bonds totalling €102.5 million ($140.5 million), in addition to regularly scheduled principal payments and maturities related to other mortgage debts. The Company will seek to extend the maturity or otherwise refinance amounts due on its mortgage bonds through the issue of new mortgage bonds. However, there is no certainty that these efforts will be successful. The Company could meet any shortfall in the refinancing program through the sale of development assets, income producing properties, or additional units of HCREIT. However, the Company's liquidity needs may limit its ability to maximize the price to be realized on such asset sales.

(iii) Mortgage principal maturities falling due within one year total $141.2 million, of which $1.2 million has been repaid subsequent to period end and $119.7 million is expected to be renewed at terms similar to those currently in place. The remaining $20.3 million relates to a property in the Netherlands which is currently unoccupied. According to the specific loan agreement, the lender has recourse only to the borrowing entity's specific property and certain other assets of the borrowing entity securing this specific loan. The fair value of the investment property provided as security for this loan was $17.4 million at March 31, 2011. During the period, the Company temporarily ceased making scheduled principal payments of €0.2 million ($0.3 million) on four mortgages totalling €47.0 million ($64.4 million) with property fair values of €44.7 million ($61.3 million), at March 31, 2011 related to certain underperforming properties in the Netherlands. The lenders' recourse in respect of these property mortgages is limited to the assets of the limited partnerships holding these loans. The Company is in discussions to renegotiate the amortizations of these loans with the lenders. All interest payments are current.

(iv) The Company's non construction demand loans of $11.2 million are secured by first or second charges over various investment properties not to exceed 65% of fair value.

(v) The Company has $270.4 million invested in investment properties under development and properties under development for resale that are not yet income producing. These development properties have been financed with first mortgage construction financing as well as unsecured debt totaling $39.7 million at March 31, 2011. The Company expects to finance construction properties currently under development, including interest on principal borrowings, through existing and additional construction loans. Secured first mortgage financing on completed construction projects will be replaced with conventional first mortgages, or repaid where the debt is secured by a charge over properties being sold. Purchase obligations relate to construction projects underway to which the Company has commitments of $3.5 million. These commitments will be funded from existing cash resources and further construction financing. The Company's reduced liquidity raises uncertainty with respect to the future development of certain land holdings and development projects. For properties under development for resale, where the current fair value is below the carrying value an impairment charge has been recorded. There is a risk that further delays in development projects could result in additional costs that may not ultimately be recoverable, and the potential for further impairment charges and/or fair value adjustments.

(vi) The working capital deficit of $45.0 million consists of cash of $17.3 million, related party receivable of $7.4 million, and trade receivables of $27.9 million, less payables of $74.9 million, income taxes payable of $8.4 million, related party payable of $6.7 million, and notes payables of $0.2 million, and arises in the normal course of operations as receivables from tenants are generally on shorter payment terms than trade payables to suppliers.

Should the above efforts not yield sufficient liquidity, there is a risk that the Company may be required to sell additional development and/or income producing properties at unfavourable prices to meet its immediate liquidity needs, and as a result the financial condition and results of operations could be adversely affected.

Interest rate risk
As a result of global capital market conditions, lenders have tightened their lending standards, and may continue to do so. The effect of this could be that the Company may have more difficulty obtaining similar terms of financing on renewals and on new debt. The Company's financial condition and results of operations could be adversely affected if it were not able to obtain appropriate terms for its financing. The borrowings of the Company have fixed and floating interest rate components resulting in an exposure to interest rate movements. The Company's debt consists of $1,397.5 million in fixed rate debt and $282.9 million in floating rate debt (before deferred financing charges) including $49.7 million in demand and short term loans which are repayable in less than one year. The Company has entered into interest rate swaps in order to manage the impact of fluctuating interest rates on EUR €147.7 million ($202.4 million) (December 31, 2010 - EUR €148.3 million ($196.6 million)) of its long term debt. Due to a reduction of interest rates in The Netherlands, Germany and the Baltics during the period ended March 31, 2011, the impact on the consolidated income statement is a gain of $5.6 million (March 31, 2011 - loss of $5.0 million). The Company discloses the weighted average interest rate of maturing long term debt in the consolidated financial statements. With all other variables held constant, the Company has determined that a 1% change in interest rates would result in an annualized after tax change of $2.3 million in the Company's earnings as a result of the impact on floating rate borrowings.

Credit risk
The Company's principal assets are commercial properties. Credit risk on tenant receivables of $13.1 million (December 31, 2010 - $9.8 million) arises from the possibility that tenants may not fulfill their lease obligations. The Company mitigates this credit risk by performing credit checks on prospective tenants, having a large diverse tenant base with varying lease expirations, requiring security deposits on high risk tenants and ensuring that a considerable portion of its property revenue is earned from international, national and large anchor tenants. The Company's largest tenant represents 37.8% of property revenue for the period. The ability of this tenant to fulfill its long term lease obligation, or to pay rent on a timely basis could impact the Company's annual cash flow. To mitigate this risk, the tenant has issued a EUR €75.0 million ($102.8 million) letter of guarantee, to the primary lender on the specific property, which would be utilized to mitigate major losses while the Company seeks replacement tenants. The Company's receivables are comprised primarily of current balances owing. The Company performs monthly reviews of its receivables and establishes an appropriate provision for doubtful accounts. The remaining significant receivables consist of taxes recoverable from various government agencies and revenue from the sale of development properties. The amounts due from government agencies represent current recoverable amounts and the revenue from the sale of development properties is supported by security letters of credit issued by the purchaser.

Currency risk
Currency risk arises from assets and liabilities denominated in US dollars or Euros. The Company has established internal hedging relationships between Euro-denominated net investments in foreign self-sustaining operations and Euro-denominated corporate non-asset backed bonds and junior subordinated notes. At March 31, 2011, EUR €234.3 million ($321.2 million) (December 31, 2010 - EUR €234.3 million ($310.6 million)) of the Company's net investment was hedged with an equal amount of Euro-denominated debt. The hedge is considered to be an effective hedge at March 31, 2011 and December 31, 2010, and will be regularly reviewed to assess the continued effectiveness of the hedging relationship. Currency risk for other amounts denominated in US dollars and Euros is mitigated by US dollar and Euro revenue and expense streams related to property rentals. The operating results of the Company's foreign operations are translated to Canadian dollars for financial statement reporting purposes. Changes to the exchange rates during the reporting period impact those reported results. A 10% variation in exchange rates is considered to represent a reasonably possible change to existing rates.

With all other variables held constant, the Company has determined that a 10% change:

- in the Euro exchange rate compared to the Canadian dollar would result in a decrease (increase) in earnings after income taxes, excluding un-hedged debt, of $1.7 million and a foreign exchange gain or loss on the un-hedged Euro denominated corporate non-asset backed bonds of $9.5 million after income taxes; and
- in the US dollar exchange rate compared to the Canadian dollar would result in a decrease (increase) in earnings after income taxes, excluding un-hedged debt, of $0.1 million and a foreign exchange gain or loss on the un-hedged US dollar denominated junior subordinated notes of $1.4 million after income taxes.

The Balance Sheets of the Company's foreign self-sustaining operations are translated to Canadian dollars for financial reporting purposes using the period end exchange rate. The change in exchange rates on the net investment position of these self-sustaining foreign operations is reflected in the Other Comprehensive Income of the Company during the period. As noted above, the Company has established an internal hedging relationship between Euro-denominated debt and net investments in self-sustaining operations. To the extent that the hedges are effective, the foreign currency gain or loss on the hedging amounts of Euro-denominated debt is reflected in Other Comprehensive Income during the period.

Concentration risk
Certain of the Company's larger investment properties are leased to single tenants, and the recovery of the carried value of these investments is dependent upon the continuation of rental income on these properties from existing or new tenants. The Company's largest single tenant represented approximately 37.8% (December 31, 2010 - 36.8%) of property revenue for the year. The risk relates to the ability of the Company to replace this revenue stream on a timely basis while maintaining the related property costs. The Company mitigates this risk by entering into long term leases; reviewing the financial stability of the tenant and obtaining security or guarantees where appropriate; and seeking geographic and industry diversity of tenants. The Company's largest tenant has issued a letter of guarantee to the primary lender on the specific property, in an amount representing in excess of 2 years property revenue from this tenant. The property leased to this tenant has a fair market value of $612.7 million at March 31, 2011 (December 31, 2010 - $592.5 million). The Company also follows a policy of maintaining its properties to a quality standard that would support timely re-leasing to new tenants.

Environmental risk
As an owner and manager of real estate properties, the Company is subject to various Unites States, European and Canadian federal, provincial, state and municipal laws relating to environmental matters. These laws could hold the Company liable for the costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in its properties or disposed of at other locations. Failure to remove or remediate such substances, if any, could adversely affect the Company's ability to sell its real estate or to borrow using real estate as collateral, and could potentially also result in claims or other proceedings against the Company. The Company is not aware of any material non compliance with environmental laws at any of its properties. The Company is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties or any material pending or threatened claims relating to environmental conditions at its properties. The Company has policies and procedures to review and monitor environmental exposure, and has made, and will continue to make, the necessary capital expenditures for compliance with environmental laws and regulations. Environmental laws and regulations can change rapidly and the Company may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have an adverse effect on its business, financial condition or results of operation.

FINANCIAL INSTRUMENTS

The Company does not acquire, hold or issue derivative financial instruments for trading purposes, and the Company has no off-balance sheet arrangements. The following table presents the classification, subsequent measurement, carrying values and fair values (where available) of the Company's financial assets and liabilities at March 31, 2011 and December 31, 2010.

Classification	Subsequent Measurement	Carrying Value 2011 (Millions)	Fair Value 2011 (Millions)	Carrying Value 2010 (Millions)	Fair Value 2010 (Millions)
Held for Trading					
Long term investments: others (a)	Fair value (L1)	**$ 1.6**	**$ 1.6**	$ 1.6	$ 1.6
Long term investments: HEEF B.V. (a)	Fair value (L3)	**7.6**	**7.6**	7.2	7.2
Cash and cash equivalents (b)	Fair value (L1)	**17.3**	**17.3**	13.6	13.6
Derivative instrument liability (b)	Fair value (L2)	**(16.9)**	**(16.9)**	(21.8)	(21.8)
		$ 9.6	**$ 9.6**	$ 0.6	$ 0.6
Loans and Receivables					
Restricted cash (c)	Amortized cost	**$ 4.4**	**$ 4.4**	$ 4.1	$ 4.1
Receivables and other (c)	Amortized cost	**36.4**	**36.4**	36.0	36.0
		$ 40.8	**$ 40.8**	$ 40.1	$ 40.1
Other Financial Liabilities					
Accounts payable and other (c)	Amortized cost	**$ 112.4**	**$ 112.4**	$ 113.1	$ 113.1
Mortgages (d)	Amortized cost	**1,061.3**	**1,041.5**	1,034.1	1,013.0
Mortgage bonds (d)	Amortized cost	**140.5**	**142.6**	135.8	138.0
Corporate non-asset backed bonds (d)	Amortized cost	**424.9**	**399.3**	411.0	413.8
Junior subordinated notes (d)	Amortized cost	**53.7**	**90.4**	53.1	75.4
Deferred financing charges (d)	Amortized cost	**(13.6)**		(15.5)	
Construction financing (c)	Amortized cost	**39.7**	**39.7**	40.2	40.2
		$ 1,818.9	**$ 1,825.9**	$ 1,771.8	$ 1,793.5

The Company uses the following hierarchy for determining the fair value of financial instruments: Level 1 ("L1") - quoted (unadjusted) prices in active markets for identical assets or liabilities; Level 2 ("L2") - other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly; and Level 3 ("L3") - techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data. There were no transfers in or out of financial instruments classified as L3 in 2010 or the first three months of 2011.

(a) Long term investments are classified as held for trading and carried at their fair values. The fair value of the Company's investment in HEEF B.V. is based on the proportionate share of the reported net asset value of the B.V.. HEEF B.V. prepares its financial statements in accordance with IFRS using the fair value model. As such, the net asset value from the financial statements of the B.V. is reflective of its fair value. Management has determined that a reasonably possible change in the assumptions used to determine the fair value of the Company's investment in HEEF B.V. would not result in a significant impact to the consolidated financial statements. The fair values of other long term investments are based on quoted market prices. A gain of $0.1 million resulting from the change in fair values of investments was recorded in the consolidated income statement during the period ended March 31, 2011 (2010 - gain of $0.4 million).

(b) Cash and cash equivalents, the currency guarantee payable and derivative instrument liabilities are classified as held for trading and carried at their fair values. The Company recorded a gain of $5.6 million during the period in the consolidated income statement (2010 - loss of $5.0 million).

(c) The Company's short term financial instruments, comprising restricted cash, trade receivables, related party receivables, notes receivable, trade payables, related party payables, notes payable, security deposits, Homburg Capital Securities A liability, and construction financing are carried at amortized cost which, due to their short term nature, approximates their fair value.

(d) Long term financial instruments (other than long term investments) include mortgages, mortgage bonds, corporate non-asset backed bonds, junior subordinated notes and long term payables. The fair values of these financial instruments are based upon discounted future cash flows using discount rates, adjusted for the Company's own credit risk, that reflect current market conditions for instruments with similar terms and risks. Such fair value estimates are not necessarily indicative of the amounts the Company might pay or receive in actual market transactions.

TRANSACTIONS WITH RELATED PARTIES

The Company's direct parent is Homburg Finance A.G. which is controlled by the former Chairman and Chief Executive Officer.

a) The Company has entered into agreements with companies commonly controlled by the former Chairman and Chief Executive Officer. A summary of the various transactions between related parties is as follows:

	Three Months Ended March 31 2011 *(Thousands)*	Three Months Ended March 31 2010 *(Thousands)*
Rental revenue earned	**$ (23)**	$ (220)
Interest Income	**$ (314)**	$
Management agreement termination fee (k)	**$**	$ 21,600
Asset and construction management fees (m)	**$ 1,852**	$ 3,717
Property management fees incurred (m)	**$ 514**	$ 1,511
Insurance costs incurred	**$ 17**	$ 332
Service fees incurred	**$ 2,055**	$ 1,841
Property acquisition / disposal fees incurred (m)	**$ 355**	$ 929
Mortgage bond guarantee fees incurred	**$**	$ 938
Bond and other debt issue costs incurred	**$**	$ 177
Interest costs incurred (h)	**$ 441**	$ 103

b) Included in trade payables is $1.3 million (accounts payable - December 31, 2010 - $0.4 million) with companies commonly controlled by the former Chairman and Chief Executive Officer.

c) Included in restricted cash and accounts payable is a deposit on a condominium unit of $0.4 million (December 31, 2010 - $0.4 million) from the former Chairman and Chief Executive Officer. The unit will be purchased at market prices.

d) The Company has approved a resolution authorizing the property manager, a company commonly controlled by the former Chairman and Chief Executive Officer, to operate trust accounts on its behalf as required to conduct business of the Company.

e) Professional services of a nominal amount (March 31, 2010 - $0.1 million) were purchased from a corporation of which one of the Company's directors is affiliated.

f) Included in accounts payable and other liabilities is $6.7 million (December 31, 2010 - $8.3 million) with companies commonly controlled by the former Chairman and Chief Executive Officer, which are non-interest bearing and have no set terms of repayment.

g) In 2010 the Company ended a guarantee arrangement for the principal and interest amounts of the mortgage bonds payable, with a company under the control of the former Chairman and Chief Executive Officer, wherein it was protected against fluctuations in the Canadian dollar and the Euro. The cost of this guarantee per annum was 1.6% on the Series 4, Series 5, Series 6, and Series 7 Bonds. During 2010 this contract was cancelled, thus eliminating the Company's liability for $13.4 million, representing an approximate discount of 30% from the book value of the liability.

h) Included in non-construction demand loans is a promissory note payable in the amount of EUR €5.2 million ($7.2 million) (December 31, 2010 - EUR €6.3 million ($8.3 million)). This amount relates to the Company's investment in Homburg Eastern European Fund B.V. The note bears interest at 6.0% per annum and has no specific repayment terms.

i) The Company has entered into head leases with HCREIT. The annual minimum rent payable, excluding amounts subject to third party tenants, total $1.1 million. The head leases commenced on May 25, 2010 and have a five year term subject to certain rights of termination upon third party leasing of such space. The Company has $0.3 million included in property operating expenses for the period ended March 31, 2011.

j) The Company has entered into a ground lease with HCREIT for a term of 25 years, with an option to renew for up to 3 additional periods of 25 years each. The annual minimum rent payable for the ground lease is $0.2 million. The Company has a nominal amount included in property operating expenses for the period ended March 31, 2011.

The Company has pledged and hypothecated in favour of HCREIT, Units having an aggregate value of approximately $6 million as collateral for its obligations under the Head Leases (the "Head Lease Pledge"), and Units having an aggregate value of approximately $4 million as security for certain of its obligations in connection with remediation costs, if any, on certain income producing properties (the "Remediation Cost Pledge"). The number of Units pledged under the Head Lease Pledge reduces annually by 1/5 of the number of Units pledged. The number of Units pledged under the Remediation Cost Pledge will be reduced from time to time upon payment by the Company to HCREIT of any portion of the remediation costs, if any, it being understood that for each $10 of the total remediation cost paid to HCREIT, the number of Units pledged under the Remediation Cost Pledge will be reduced by one Unit. Upon payment of the full Remediation Cost, the Company will be fully discharged of its obligations under the Remediation Cost Pledge and any remaining Units will be released from the Remediation Cost Pledge.

k) As part of the HCREIT launch by the Company on December 16, 2009, the Company concluded that management functions relating to its Canadian operations performed under the existing agreements should be internalized within HCREIT. The Company considered various

restructuring alternatives to modify the agreements accordingly, and concluded that the preferred alternative was the immediate termination of the agreement. Consequently, the Company, together with its various property owning subsidiary partnerships, paid the termination amount of $21.6 million provided for under the agreement, effective February 25, 2010 and this amount has been included in the loss from discontinued operations.

l) During the previous year the Company sold its 50% interest in Homburg SNS Property Finance Limited Partnership to a company commonly controlled by the former Chairman and Chief Executive Officer for $7.4 million in notes receivable.

m) Property and Asset Management Service Fees
The Company has entered into a Property and Asset Management Agreement, which expires on June 30, 2016, with a company commonly controlled by the former Chairman and Chief Executive Officer to provide the following services payable on a monthly basis:

Property Management Service Fees
(i) For investment properties where Single Tenant Triple Net Leases (which is defined as a lease under which the lessee is the sole tenant occupying the relevant property and pays rent to the lessor, as well as generally all other costs and expenses that arise from the use of the property, such as utilities, property taxes, insurance and maintenance expenses) are in place, the Manager will not receive any property management fees;
(ii) For investment properties situated in Canada or the United States where Single Tenant Triple Net Leases are not in place, fees will be a percentage of all cash receipts or net revenue (i.e. total basic rent plus expense recoveries) as generated by the Properties. On a go forward basis, any such fees to be determined in respect of any investment properties acquired from time to time shall be equal to the lesser of (i) market rates and (ii) 5% of all cash receipts or net revenue (i.e. total basic rent plus expense recoveries);
(iii) For investment properties situated in Europe where Single Tenant Triple Net Leases are not in place, fees will be a percentage of annual rents as generated by the Properties. On a go forward basis, any such fees to be determined in respect of any investment properties acquired from time to time shall be equal to the lesser of (i) market rates and (ii) 3.5% of annual rents;
(iv) Construction supervision fees equal to 10% of the gross value (net of taxes) of the cost of construction or related construction contracts. Gross costs include the total hard and soft costs (including interest), but exclude land cost. The Manager will be responsible for, including but not limited to, project management and all third party costs for construction management and other related costs; and
(v) Leasing fees equal to 10% of the first year net revenue for leases with a term of less than two years, 15% of the first year net revenue for leases of three to four years and 20% of the first year net revenue for leases of five years or longer. The Manager shall pay out of the applicable Owner's funds, mortgage payments, taxes, assessments, premiums on insurance and all other payments related to the operation of the Properties.

Asset Management Service Fees
(vi) For investment properties situated in Canada or the United States, annual fees of 0.30% of the total asset base, calculated on the quarterly basis for properties where Single Tenant Triple Net Leases (as such term is defined above) are in place, and 0.75% of the total asset base, calculated on a quarterly basis, for properties where Single Tenant Triple Net Leases (as such term is defined above) are not in place;
(vii) For investment properties situated in Europe, annual fees of 0.20% of the total asset base, calculated on a quarterly basis;
(viii) Share issue fees of 5% of the total gross proceeds raised in share issues of HII, provided that the Manager will assume all costs related to such share issues (including selling commissions payable to intermediaries, legal fees, marketing expenses, travel expenses and additional out-of pocket expenses). No fees are payable by HII to the Manager with respect to shares issued to a vendor of a property acquired by HII or private placements to related parties; and
(ix) Acquisition and disposition fees of 2.5% of the total acquisition or disposition price of the relevant property, provided however that, (i) in the context of a series of transactions forming part of the same transaction, the 2.5% fee is only payable once based on the total acquisition or disposition price, as the case may be; and (ii) the Manager will not be entitled to be reimbursed for any due diligence or execution costs relating to any acquisitions or dispositions, whether successful or unsuccessful, including legal, accounting, financial advisory and brokerage services as well as travel expenses and the cost of obtaining structural, environmental, title, and appraisal reports.

Related party transactions are recorded at their exchange amounts, being the amounts agreed to by the related parties.

SIGNIFICANT EVENTS
a) Subsequent to period end, the Company's Board of Directors received a non-binding proposal from Mr. Richard Homburg, the former CEO and Chairman of the Board of Directors of the Company, and Homburg Canada Inc., a private company controlled by Mr. Homburg to eliminate the central block in the Company, internalize management and optimize the balance sheet.
The Company's Board of Directors has struck an Independent Committee to assess the proposal, with the assistance of external legal and financial advisors.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the date of the financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities in future periods.

Judgments
In the process of applying the Company's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognized in the consolidated financial statements:

i) Operating lease commitments - Company as lessor.

The Company has entered into commercial and residential property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties and so accounts for the contracts as operating leases.

ii) Consolidation and proportionate consolidation of Limited Partnerships (L.P.'s).

A large portion of the Company's investment properties are held in L.P.'s. In certain of these L.P.'s, the Company is the sole limited partner and it has been determined that the Company is able to exercise full control. Accordingly, these entities are consolidated. In other partnerships, the Company's share is less than 100%. Homburg LP Management Inc., a company directly and indirectly controlled by the former Chairman and CEO, acts as the general partner in all partially owned L.P.'s, except the Cedar joint venture in which the general partner is related to the minority limited partner. The Company has concluded that it is able to exercise joint control over all entities which are less than 100% owned, primarily established by terms which require the unanimous consent of all partners for major partnership decisions. Accordingly, these entities are proportionately consolidated.

Estimates and assumptions

In the process of applying the Company's accounting policies, management has made the following estimates and assumptions which have the most significant effect on the amounts recognised in the consolidated financial statements:

i) Valuation of investment properties. Investment properties comprises real estate (land or buildings or both) held by the Company in order to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services or for administrative purposes or in the ordinary course of business. Investment properties are presented at fair value at the reporting date. Any change in fair value is determined by using a combination of management's internal valuations and valuations from independent real estate valuation experts, each in accordance with recognized valuation techniques. The techniques used comprise both the capitalized net operating income method and the discounted cash flow method and include estimating, among other things, capitalization rates and future net operating income and discount rates and future cash flows applicable to investment properties, respectively. Management's internal assessments of fair value are based upon internal financial information and are corroborated by capitalization rates obtained from independent industry experts. Management's internal valuations and independent appraisal values obtained are both subject to significant judgment, estimates and assumptions about market conditions in effect at the reporting date.

ii) Valuation of investment properties under development. Prospectively from January 1, 2009, investment properties being constructed or developed are carried at fair value, to the extent that fair value is reliably determinable, with changes in fair value recognized in the Consolidated Income Statement. To the extent that fair value is not reliably determinable, the property is carried at cost until either the fair value becomes reliably determinable or construction is completed, whichever is earlier. Fair value is determined by using a combination of management's internal valuations and valuations from independent real estate valuation experts, each in accordance with recognized valuation techniques. The techniques used comprise both the capitalized net operating income method and the discounted cash flow method and include estimating, among other things, capitalization rates and future net operating income and discount rates and future cash flows applicable to investment properties, respectively. The fair value of land to be developed for future use as an investment property is based on recent comparable market transactions, plus costs incurred that enhance the land value. Prior to January 1, 2009, the Company applied the revaluation model for its development properties (other than those being developed for resale). Under the revaluation model, the development properties were valued at fair value if and when such value could be reliably determined. If fair value could not be reliably determined, the cost approach was followed. Under the cost approach the value of a development property was estimated by summing the land value and the value of capital expenditures, including capitalized interest. The Company also assessed these properties for impairment.

iii) Valuation of properties under development for resale. Properties under development for resale are carried at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less selling costs and costs to complete development. Estimated selling prices are supported by recent comparable market transactions.

iv) Income taxes. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. In addition, the Company operates in a number of jurisdictions and its legal structure is complex. The computation of the Company's income tax provision and deferred tax balances involves many factors including interpretation of relevant tax legislation in each of the jurisdictions in which the Company operates. When applicable, the Company adjusts the previously recorded tax provision and associated tax assets and liabilities to reflect changes in estimates and for any tax assessments levied.

v) Fair value of financial instruments. Where the fair value of financial assets and financial liabilities recorded in the consolidated balance sheet cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flow model. Inputs to these models are taken from observable markets where possible, but where this is not feasible a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

vi) Provisions. The Company has entered into certain operating lease commitments with respect to head leases which are potentially onerous, depending on the Company's ability to recover its obligations through sub-leases with sub-tenants. The Company estimates the amounts it may be able to recover using current market data concerning leasing rates and tenant incentives and estimates of time expected to sub-lease any vacant space. Changes in assumptions about these factors could affect the reported amount of provisions.

These estimates and assumptions result from the application of judgment and therefore are subject to uncertainty. The Company monitors these estimates and assumptions on a continual basis.

CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures within the Company have been designed to provide reasonable assurance that all relevant information is identified to senior management to ensure appropriate and timely decisions are made regarding public disclosure. The Company's management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), has designed internal controls over financial reporting (as defined in the Canadian Securities Administrator's National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings) to provide reasonable assurance regarding the reliability of the Company's financial reporting and its preparation of financial statements for external purposes in accordance with International Financial Reporting Standards (IFRS).

MANAGEMENT'S REPORT ON DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Under the supervision of the Chief Executive Officer and the Chief Financial Officer, the operating effectiveness of the disclosure controls and procedures and internal control over financial reporting were assessed using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control Over Financial Reporting - Guidance for Smaller Public Companies. Based on these evaluations, Management, including the CEO and CFO conclude that as at March 31, 2011:

(i) Disclosure controls and procedures were effective to provide reasonable assurance that material information was made known to Management and information required to be disclosed by the Company in its annual filings, interim filings and other reports filed by the Corporation under securities legislations was recorded, processed, summarized and reported within the periods specified in securities legislation.

(ii) Internal controls over financial reporting were effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

MATERIAL CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There were no material changes in internal controls over financial reporting in 2011. With the previously announced reorganization of Homburg Invest Inc. into a public holding company, all internal control systems will be reassessed for operating effectiveness.

OTHER REQUIREMENTS

(a) Additional information relating to Homburg Invest, including our Annual Information Form (AIF) is on our website at www.homburginvest.com and at SEDAR at www.sedar.com.

(b) The Company continues to prepare its financial statements in accordance with International Financial Reporting Standards and makes its financial statements available at SEDAR at www.sedar.com.

(c) National Instrument 51-102, Section 5.4 Disclosure of Outstanding Share Data. As at March 31, 2011, Homburg Invest was authorized to issue an unlimited number of Class A Subordinate Voting Shares, an unlimited number of Class B Multiple Voting Shares and an unlimited number of Class A and B preferred shares, issuable in series, with rights and privileges to be determined upon issue. On that date, 17,061,888 Class A Subordinate Voting Shares and 3,104,839 Class B Multiple Voting Shares were issued for a recorded value of $700.4 million.

2011 OUTLOOK AND PROPOSED TRANSACTIONS

The Company continues to "think globally, but act locally". Homburg Invest will continue to pursue its strategy of highlighting its local assets, thereby focusing the market's attention on the strong underlying values in the portfolio.

Homburg Invest also continues to evaluate its land holdings and properties under development and is looking for opportunities to monetize its positions.

Once again, the objective for 2011 is to reduce debt which will improve the net income of its portfolio, reduce its current debt to equity ratios, and improve its interest coverage ratio.

In addition, with the tightening of the capital markets, the Company considers it prudent to raise cash and will therefore continue to explore various alternatives to develop the underlying value of its assets. These alternatives include a range of options, including partnering with other investors, sales of portions of specific assets or projects, delays in starting certain developments and the divestiture of underperforming assets. The Company may also issue new equity bonds in order to achieve its goals.

As outlined in the overview, the Company remains focused on the strategy announced in December 2009.

The resignations on March 22, 2011 of Richard Homburg as Chairman of the Board, Chief Executive Officer and Director and Richard Stolle as President and Chief Operating Officer were accepted with regret.

The change in leadership presents an opportunity for the Company to make the transition from an entrepreneurial organizational structure to a more typical operating structure. As an example, the Company has formalized the investment committee process, an adjustment that will

provide greater structure to the Company's decision-making processes relative to investments in its portfolio.

As economic factors improve, the Company is focused on improving the occupancy levels, and thus the net operating income of its European and Baltic States' properties. Germany continues to have strong occupancy levels and solid net operating income and is seeing the first results of the recovery plan.

As outlined in the subsequent events sections, the Company's Board of Directors has received a non-binding proposal from Mr. Richard Homburg, the former CEO and Chairman of the Board of Directors of the Company, and Homburg Canada Inc., a private company controlled by Mr. Homburg to eliminate the central block in the Company, internalize management and optimize the balance sheet.

The Company's Board of Directors has struck and independent committee to hire legal and financial advisors and assess the proposal.

The Company believes this assessment, and the recommendations flowing from the assessment will be completed in the next 90 days. The Company will endeavour to keep shareholders informed of the process, as it evolves.

"Signed"	"Signed"
Jan Schöningh, MBA	James F. Miles, CA
CEO	Vice-President Finance and CFO

Homburg Invest Inc.
Consolidated Interim Financial Statements
International Financial Reporting Standards
(Unaudited - Prepared by Management)

March 31, 2011

The interim consolidated financial statements for the three months ended March 31, 2011 and March 31, 2010 have not been reviewed by the Company's external auditors.

Contents

	Page
Consolidated Interim Balance Sheet	3
Consolidated Interim Statement of Income and Loss	4
Consolidated Interim Statement of Comprehensive Income and Loss	5
Consolidated Interim Statement of Changes in Equity	6
Consolidated Interim Statement of Cash Flows	7
Notes to IFRS Consolidated Interim Financial Statements	8 - 23

Homburg Invest Inc.
Consolidated Interim Balance Sheet
(Unaudited - Prepared by Management)

(CAD $ thousands except per share amounts)	Note	**March 31 2011**	December 31 2010
Assets			
Non-current assets			
Investment properties		**$ 1,463,905**	$ 1,401,727
Investment properties under development		**234,774**	217,363
Investments, at fair market value	4	**9,254**	8,864
Investment in an associate, at equity	5	**151,520**	191,702
Restricted cash		**4,425**	4,088
Deferred tax assets	8	**7,035**	8,316
		1,870,913	1,832,060
Current assets			
Cash and cash equivalents		**17,267**	13,617
Properties under development for resale		**35,631**	36,932
Receivables and other	3	**36,399**	36,025
		89,297	86,574
Assets classified as held for sale	9	**136,829**	144,247
		226,126	230,821
Total assets		**$ 2,097,039**	$ 2,062,881

	Note	**March 31 2011**	December 31 2010
Equity and Liabilities			
Total equity	10	**$ 100,393**	$ 101,676
Non-current liabilities			
Long term debt	7	**1,447,547**	1,433,340
Derivative financial instruments	13	**16,855**	21,847
Deferred tax liabilities	8	**39,963**	40,055
Other liabilities	6	**10,691**	10,340
Provisions		**9,839**	10,287
		1,524,895	1,515,869
Current liabilities			
Accounts payable and other liabilities	6	**101,681**	102,783
Income taxes payable	8	**8,375**	8,243
Construction financing		**39,747**	40,231
Current portion of long term debt	7	**219,274**	185,168
Provisions		**15,721**	16,922
		384,798	353,347
Liabilities associated with assets classified as held for sale	9	**86,953**	91,989
		471,751	445,336
Total liabilities		**1,996,646**	1,961,205
Total equity and liabilities		**$ 2,097,039**	$ 2,062,881

	Note
Commitments	15
Contingent liabilities	16
Subsequent events	18

Approved by the Board, May 12, 2011

"Signed"
Michael Arnold
Director

"Signed"
Edward P. Ovsenny
Director

The accompanying notes are an integral part of these consolidated interim financial statements prepared in accordance with IFRS.

Homburg Invest Inc.
Consolidated Interim Statement of Income and Loss
Three Months Ended March 31
(Unaudited - Prepared by Management)

(CAD $ thousands except per share amounts)	Note	2011	2010
Property revenue	17	**$ 32,278**	$ 35,560
Sale of properties developed for resale		**1,739**	5,458
Total revenues		**34,017**	41,018
Property operating expenses	17	**6,466**	5,452
Cost of sale of properties developed for resale		**1,270**	5,239
		7,736	10,691
Gross income from operations		**26,281**	30,327
General and administrative		**(3,984)**	(3,568)
Stock based compensation		**(10)**	(25)
Other income, net		**126**	4,523
Dividend income		**11**	435
Share of income of an associate	5	**(9,620)**	
Gain on sale of investments			4,503
Net adjustment to fair value of:			
Investment properties		**15,565**	933
Investment properties under development		**985**	
Held for trading financial assets	4, 13	**113**	355
Derivative financial instruments	13	**5,638**	(4,956)
Interest expense	6,7	**(24,646)**	(29,756)
Foreign exchange gain (loss)		**(10,156)**	13,188
Income from continuing operations before income taxes		**303**	15,959
Income tax expense (recovery)	8	**3,593**	(111)
Net income (loss) from continuing operations		**(3,290)**	16,070
Net income (loss) from discontinued operations after tax	9	**(185)**	1,715
Net income (loss)		**$ (3,475)**	$ 17,785

	Note	2011	2010
Earnings (loss) per share	11		
Per Class A Subordinate Voting Share and Class B Multiple Voting Share:			
Basic and Diluted			
Net earnings (loss) from continuing operations		**$ (0.20)**	$ 0.76
Net earnings (loss) from discontinued operations		**$ (0.01)**	$ 0.08
Net earnings (loss) per share		**$ (0.21)**	$ 0.84

The accompanying notes are an integral part of these consolidated interim financial statements prepared in accordance with IFRS.

Homburg Invest Inc.
Consolidated Interim Statement of Comprehensive Income and Loss
Three Months Ended March 31
(Unaudited - Prepared by Management)

(CAD $ thousands except per share amounts)	Note	2011	2010
Net income (loss)		**$ (3,475)**	$ 17,785
Other comprehensive (loss) income :			
Unrealized foreign currency translation gain (loss)		**12,033**	(29,180)
Deferred income tax recovery	8, 10	**834**	14,452
		12,867	(14,728)
Foreign currency gain (loss) on financial instruments designated as hedges of self sustaining foreign operations		**(10,585)**	31,098
Other comprehensive income	10	**2,282**	16,370
Comprehensive income (loss)		**$ (1,193)**	$ 34,155

The accompanying notes are an integral part of these consolidated interim financial statements prepared in accordance with IFRS.

Homburg Invest Inc.
Consolidated Interim Statement of Changes in Equity
Three Months Ended March 31
(Unaudited - Prepared by Management)
(CAD $ thousands except per share amounts)

	Other Paid In Capital	Share Capital	Contributed Surplus	Accumulated Other Comprehensive (Loss) Income	Deficit	Total
December 31, 2009	**34,435**	**691,785**	**12,756**	**19,224**	**(558,129)**	**200,071**
Equity contribution (net of tax) (Note 14g)			4,932			4,932
Comprehensive loss				(18,034)	(88,054)	(106,088)
Shares issued re: DIM 2010	(11,489)	11,489				
Homburg Capital Securities A (Note 10d)	6,225				(3,133)	3,092
Acquisition & cancellation of own shares		(2,240)	1,821			(419)
Stock based compensation			88			88
December 31, 2010	**29,171**	**701,034**	**19,597**	**1,190**	**(649,316)**	**101,676**
Comprehensive income (loss)				2,282	(3,475)	(1,193)
Acquisition & cancellation of own shares (Note 10b and c)		(631)	531			(100)
Homburg Capital Securities A (Note 10d)	822				(822)	
Stock based compensation			10			10
March 31, 2011	**$ 29,993**	**$ 700,403**	**$ 20,138**	**$ 3,472**	**$ (653,613)**	**$ 100,393**

The accompanying notes are an integral part of these consolidated interim financial statements prepared in accordance with IFRS.

Homburg Invest Inc.
Consolidated Interim Statement of Cash Flows
Three Months Ended March 31
(Unaudited - Prepared by Management)

(CAD $ thousands except per share amounts)	Note	2011	2010
Cash obtained from (used in)			
Operating activities			
Net income (loss) from continuing operations		**$ (3,290)**	$ 16,070
Items not affecting cash:			
Realized valuation changes			(4,503)
Fair market value changes on:			
investment properties		**(15,565)**	(933)
development properties		**(985)**	
Loss (gain) on derivative instruments		**(5,638)**	4,956
Distribution income from associate		**3,202**	
Amortization of financing fees		**1,342**	1,182
Loss from associate		**9,620**	
Deferred rental (income) loss		**137**	(1,473)
Deferred income taxes		**2,023**	(596)
Stock based compensation		**10**	25
Fair value change in financial assets		**(113)**	(355)
Foreign exchange (gain) loss		**10,156**	(13,188)
		899	1,185
Change in non-cash working capital and other	12	**3,009**	(27,389)
Net cash (used in) from continuing operations		**3,908**	(26,204)
Net cash from discontinued operations	9	**(374)**	(29,324)
Net cash (used in) from operating activities		**3,534**	(55,528)
Investing activities			
Investment in investment properties		**(231)**	25,999
Decrease in restricted cash		**(337)**	(3,221)
Proceeds on sale of investments		**27,360**	
Investment in development properties		**(16,423)**	6,375
Discontinued operations	9	**(153)**	(9,762)
Net cash used in investing activities		**10,216**	19,391
Financing activities			
Decrease in demand loans		**(1,571)**	(2,007)
Increase (decrease) in mortgages payable		**(6,716)**	3,001
Proceeds (repayment) from bonds			(8,842)
Increase in related party receivable		**1,661**	2,824
Decrease in deferred financing charges		**(70)**	(1,417)
Repurchase of common shares and issue costs		**(100)**	
Decrease in related party payable			(402)
Decrease in construction financing		**(484)**	(737)
Homburg Capital Securities A proceeds	10d		4,105
Discontinued operations	9	**(2,820)**	32,724
Net cash (used in) from financing activities		**(10,100)**	29,249
Increase (decrease) in cash		**3,650**	(6,888)
Cash, beginning of period		**13,617**	32,569
Cash, end of period		**$ 17,267**	$ 25,681

Supplemental cash flow information 12

1. Basis of financial statement presentation

Homburg Invest Inc. (the "Company") is a Canadian resident corporation which trades on the Toronto Stock Exchange ("TSX") as well as the NYSE Euronext Amsterdam ("AEX"). To comply with TSX and AEX reporting requirements, these consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board on a historical cost basis, except for investment properties, development properties, derivative financial instruments and certain long term investments which are measured at fair value as more fully described in Note 4. The Company applied for and obtained approval of the OSC to file IFRS financial statements to meet its Canadian reporting obligations effective June 30, 2010.

The Company's reporting currency is Canadian dollars ("CAD") and all values are rounded to the nearest thousand except where otherwise indicated.

The Company has been negatively impacted by continuing global economic conditions which have resulted in a decrease in real estate transactions and declining real estate values. The Company incurred net losses of $88,054 and $449,262 for the years ended December 31, 2010 and 2009, respectively, and is highly levered with a debt to equity ratio of 17.22:1 at March 31, 2011 and an interest coverage ratio of below 0.891:1 for the period ended March 31, 2011 .

The Company's liquidity risks are more fully described in Note 13. Through June 2012, the Company faces maturities of its mortgage bonds totalling €102,480 ($135,846), in addition to regularly scheduled principal payments and maturities related to other mortgage debts.

The Company will seek to extend the maturity or otherwise refinance amounts due on its mortgage bonds through the issue of new mortgage bonds. However, there is no certainty that these efforts will be successful.

The Company could meet refinancing shortfalls through the sale of development assets, income producing properties, or additional units of Homburg Canada REIT ("HCREIT"). In 2010 the Company successfully completed the initial public offering ("IPO") of HCREIT, which now holds the Company's Canadian income producing real estate assets and related mortgage debt. As of period end, the Company has a 23.1% interest in HCREIT. However, the Company's liquidity needs may limit its ability to maximize the price to be realized on such asset sales. The Company expects that it will be able to refinance its other mortgage maturities at similar amounts and terms.

As a result of the Company's limited partnership structure, with respect to certain debts the recourse of the lender is generally limited to the specific assets held in or below the limited partnerships ("ring fenced structure"). However, the Company's mortgage bonds and unsecured debts have recourse to the consolidated assets of the Company.

The consolidated financial statements of the Company have been prepared on a basis which contemplates the Company having sufficient liquidity to realize its assets and to discharge its liabilities in the normal course of business for the foreseeable future and do not give effect to any adjustments to recorded amounts and their classification should the Company be unable to realize its assets and discharge its liabilities in the normal course of business and at the amounts reflected in these consolidated financial statements.

2. Changes in accounting policies and future applicable accounting standards

The accounting policies adopted are consistent with those of the previous financial year.

3. Receivables and other

	March 31 2011	December 31 2010
Trade receivables	**$ 27,904**	$ 27,955
Prepaids	**1,086**	661
Related party receivable (Note 14k)	**7,409**	7,409
	$ 36,399	$ 36,025

4. Investments, at fair market value

	March 31 2011	December 31 2010
Cedar Shopping Centers, Inc.	**$ 530**	$ 564
HEEF B.V.	**7,609**	7,221
Homburg MediArena B.V.	**1,115**	1,079
	$ 9,254	$ 8,864

5. Investment in an associate, at equity

	March 31 2011	December 31 2010
Homburg Canada Real Estate Investment Trust ("HCREIT") (23.1% interest)		
Balance, beginning of the year	**$ 191,702**	$ NIL
Acquisition of investment		212,518
Distributions received	**(3,202)**	(8,188)
Deemed disposition	**(38,812)**	(12,693)
Share of net income	**1,832**	65
Balance at March 31, 2011	**$ 151,520**	$ 191,702

On May 25, 2010, the Company obtained a significant influence investment in HCREIT. On February 23, 2011 the Company announced its participation in a public offering of Units with HCREIT on a bought deal basis. The Company sold 2,500 units for net proceeds of $27,360 which resulted in a net deemed disposition loss of approximately $11,452. The underwriters exercised their over-allotment option, resulting in a total of 8,598 units being issued and HII's voting ownership in the REIT decreasing from 33.7% to 23.1%.

The Company's share of the results of the associate and its aggregated assets and liabilities as at March 31, 2011 and for the year ended December 31, 2010 under IFRS are as follows:

	March 31 2011	December 31 2010
Non-current assets	**$ 290,366**	$ 392,524
Current assets	**30,793**	20,671
	$ 321,159	$ 413,195
Non-current liabilities	**$ 147,762**	$ 214,442
Current liabilities	**23,543**	10,096
	$ 171,305	$ 224,538
Revenue	**$ 6,988**	$ 33,182
Net income before bargain purchase gain	**$ 1,832**	$ 65
Bargain purchase gain	**$**	$ 69,380

The acquisition of the investment was recorded at the fair value of the HCREIT units received on May 25, 2010 of $143,139 which was based on their trading price at that date. In addition, the acquisition amount included $69,380 million relating to a bargain purchase gain based on the Company's share of the fair value of the net identifiable assets of HCREIT.

The fair market value of the investment at March 31, 2011 was $143,893 based on published price quotations for HCREIT (TSX: HCR.UN).

The bargain purchase gain arose primarily as a result of the fair value of the investment properties now held by HCREIT. As a result of the bargain purchase gain, the current carrying amount of the investment in HCREIT exceeds the current trading price of the HCREIT units held. Should the Company decide to sell all or a portion of the HCREIT units at or near their current trading price, it would recognize a loss. The Company will assess at each reporting date whether there is any objective evidence that its investment is impaired. The Company considers the impairment indicators in IAS 39 - Financial Instruments. A loss event giving rise to this evidence is one that occurs after the investment is first recognized and impacts the expected future cash flows to be generated from the investment. If a loss event occurs, the Company will determine the recoverable amount of its investment in accordance with IAS 36 - Impairment. At March 31, 2011, no such loss event has occurred. Should a loss event arise in the future, the Company may be required to recognize an impairment loss.

6. Accounts payable and other liabilities

	March 31 2011	December 31 2010
Current amounts		
Payables (Note 14b)	**$ 74,902**	$ 71,321
Non-construction demand loans (a)	**11,241**	12,921
Notes payable	**154**	147
Prepaid rents and deposits	**6,806**	7,893
Security deposits	**1,679**	1,226
Homburg Capital Securities A (Note 10)	**191**	1,000
Related party payable (Note 14f)	**6,708**	8,275
	$ 101,681	$ 102,783
Non-current amounts		
Long term payables (b)	**$ 10,691**	$ 10,340

6. Accounts payable and other liabilities (cont.)

The Company has available credit facilities of $20,000 (December 31, 2010 - $20,000) of which $4,069 (December 31, 2010 - $4,582) is being utilized at March 31, 2011. Of these facilities, $15,000 (December 31, 2010 - $15,000) is with a company controlled by the former Chairman and Chief Executive Officer and is undrawn at March 31, 2011.

a) Non-construction demand loans consist of the following:
   i) Operating lines of credit provided by a chartered bank totalling $4,069.
   ii) A promissory note payable plus interest in the amount of EUR €5,233 ($7,172), bearing interest at 6.0% per annum. This amount is payable to a related party, has no specific repayment terms and relates to the Company's investment in HEEF B.V. (Note 14g).

b) The long term payables include EUR €7,800 ($10,691) (December 31, 2010 - EUR €7,800 ($10,340)) representing the purchase price on the remaining 6.63% of MoTo Objekt Campeon GmbH & Co KG to be acquired in the first quarter of 2012.

7. Long term debt

	March 31 2011	December 2010
Secured debt		
Mortgages (a)	**$ 1,061,281**	$ 1,034,108
Mortgage bonds (b)	**140,464**	135,846
	1,201,745	1,169,954
Unsecured debt		
Corporate non-asset backed bonds (c)	**424,926**	410,963
Junior subordinated notes (d)	**53,711**	53,145
	478,637	464,108
	1,680,382	1,634,062
Less: Deferred financing charges, net of accumulated amortization of $16,404 (December 31, 2010 - $14,881)	**(13,561)**	(15,554)
	1,666,821	1,618,508
Less: current portion	**219,274**	185,168
Long term debt	**$ 1,447,547**	$ 1,433,340

a) Mortgages

Long term debt has both fixed and variable interest rates. At period end the contractual weighted average interest rate for variable rate long term debt was 1.83% and for fixed rate long term debt was 6.09% (December 31, 2010 - variable - 1.81%, fixed - 6.08%). Scheduled principal installments and principal maturities on long term debt are as follows:

	Mortgages				
	Normal Principal Installments	**Principal Maturities**	**Bonds and Junior Subordinated Notes**	**Total**	**Weighted Average Interest Rate of Maturing Debt**
Within 1 year	$ 23,239	$ 141,181	$ 54,854	$ 219,274	5.20%
1-2 years	23,370	14,426	85,610	123,406	6.67%
2-3 years	22,266	48,449	287,855	358,570	6.26%
3-4 years	26,842	86,306	137,071	250,219	6.27%
4-5 years	16,225	37,580		53,805	5.79%
Later		621,397	53,711	675,108	4.24%
	$ 111,942	**$ 949,339**	**$ 619,101**	**$ 1,680,382**	

Specific investment properties and properties under development for resale with a fair market value of $1,544,145 (December 31, 2010 - $1,476,886) and an assignment of specific leases have been pledged as collateral for mortgages and for mortgage bonds payable. Included in mortgages are the following foreign denominated amounts, translated at period end exchange rates:

		March 31 2011	December 31 2010
US dollar denominated	USD	**$ 6,012**	$ 6,998
	CAD	**$ 5,845**	$ 7,000
EURO denominated	EUR	**€ 752,519**	€ 756,783
	CAD	**$ 1,031,433**	$ 1,003,192

7. Long term debt (cont.)

b) Mortgage bonds payable

Bond Series	Maturity	Interest Rate	March 31 2011	December 31 2010	March 31 2011	December 31 2010
HMB4	Nov. 30, 2011	7.50%	EUR €20,010	EUR €20,010	**27,427**	26,525
HMB5	Dec. 31, 2011	7.50%	EUR €20,010	EUR €20,010	**27,427**	26,525
HMB6	June 30, 2012	7.50%	EUR €31,230	EUR €31,230	**42,805**	41,398
HMB7	June 30, 2012	7.25%	EUR €31,230	EUR €31,230	**42,805**	41,398
					$ 140,464	$ 135,846

The mortgage bonds are seven year bonds issued in series and secured by a first or second charge over specific assets and a corporate guarantee.

c) Corporate non-asset backed bonds

Bond Series	Maturity	Interest Rate	March 31 2011	December 31 2010	March 31 2011	December 31 2010
HB8	May 31, 2013	7.00%	EUR €50,010	EUR €50,010	**$ 68,546**	$ 66,293
HB9	October 31, 2013	7.00%	EUR €60,000	EUR €60,000	**82,238**	79,536
HB10	February 15, 2014	7.25%	EUR €100,005	EUR €100,005	**137,071**	132,567
HB11	January 15, 2015	7.25%	EUR €100,005	EUR €100,005	**137,071**	132,567
					$ 424,926	$ 410,963

The Corporate non-asset backed bonds are seven year bonds issued in series and have a corporate guarantee pledged as collateral.

d) Junior subordinated notes

The junior subordinated notes consist of EUR €25,000 ($34,266) (December 31, 2010 - EUR €25,000 ($33,141)) and USD $20,000 ($19,445) (December 31, 2010 - USD $20,000 ($20,004)) and require interest only payments until maturity in 2036. The notes carry a fixed interest rate until 2016 and variable thereafter. The Company has a redemption option effective in 2011 until maturity. The outstanding balances are translated at period end exchange rates. The notes have a financial covenant which require the Company to maintain a certain minimum rolling four-quarter interest coverage ratio, and a net worth covenant ratio, as calculated using the Company's consolidated financial statements prepared in accordance with IFRS.

8. Income taxes

Income tax expense (recovery) differs from the amounts which would be obtained by applying the Canadian basic federal and provincial income tax rates and the rates for various foreign jurisdictions to income before income taxes, resulting from the following items:

	Three Months Ended March 31 2011	Three Months Ended March 31 2010
Income from continuing operations before income taxes	**$ 303**	$ 15,959
Combined Canadian federal and provincial statutory income tax rate	**30.50 %**	32.00 %
Income tax expense at the above tax rate	**$ 92**	$ 5,107
Increase (decrease) in income taxes resulting from:		
Non-deductible (taxable) portion of capital losses (gains) and market value changes	**935**	(2,585)
Provincial capital tax	**72**	102
Benefit of previously unrecognized deferred income tax asset	**(5,807)**	
Unrecognized tax losses and foreign tax credits	**9,322**	5
Effect of rate change on temporary differences	**564**	(153)
Effect of difference in statutory tax rates of subsidiaries	**(1,349)**	200
Other	**(236)**	(2,787)
Income tax expense	**$ 3,593**	$ (111)
Comprised of:		
Current income tax	**1,570**	485
Deferred income tax	**2,023**	(596)
	$ 3,593	$ (111)

Deferred income tax assets (liabilities) represent the temporary differences between the tax basis of assets and liabilities and the carrying amount of assets and liabilities for financial reporting purposes. Deferred tax assets and liabilities are netted in the consolidated balance sheet to the extent they relate to the same fiscal entity, tax group, or taxation jurisdiction. The significant components are as follows:

8. Income taxes (cont.)

	March 31 2011	December 31 2010	Income Statement	OCI [1]
Deferred tax assets				
Loss carry forwards	$ **14,651**	$ 17,442	$ **(2,791)**	$
Deferred revenues and costs	**6,019**	6,071	**(47)**	**(5)**
Unrealized losses	**10,434**	7,136	**1,382**	**1,916**
	31,104	30,649	**(1,456)**	**1,911**
Deferred tax liabilities				
Homburg Capital Securities A	**(11,562)**	(11,342)	**(220)**	
Investment in associate	**(11,736)**	(15,735)	**3,999**	
Investment properties	**(40,734)**	(35,311)	**(4,346)**	**(1,077)**
	(64,032)	(62,388)	**(567)**	**(1,077)**
Net deferred tax asset (liability)	$ **(32,928)**	$ (31,739)	$ **(2,023)**	$ **834**

(1) Other Comprehensive Income (loss)

The net deferred tax liability is disclosed as follows:

	March 31 2011	December 31 2010
Deferred tax asset	$ **7,035**	$ 8,316
Deferred tax liability	**(39,963)**	(40,055)
	$ **(32,928)**	$ (31,739)

The Company has non-capital loss carryforwards of $215,365. These expire as follows: $29,036 in 2027; $126,017 in 2028, $37,497 in 2029, $7,852 in 2030 and $14,963 in 2031. The Company has capital loss carryforwards of $362,853 with no expiry. A benefit relating to capital losses of $75,755 has been recognized. The Company also has foreign tax credits of $3,899 which expire between 2014 and 2020, the benefit of which has not been recognized.

The Company has approximately $172,000 of taxable temporary differences associated with investments in subsidiaries for which no deferred taxes have been provided on the basis that the Company is able to control the timing of the reversal of such temporary differences and such reversal is not probable in the foreseeable future.

9. Discontinued operations

During 2009, the Company outlined a strategy to spin off assets into four geographically based companies and a development company. On May 25, 2010 the Company completed the first step in accomplishing this strategy by selling its portfolio of Canadian income producing investment properties to HCREIT for cash proceeds of $114,511, units in HCREIT at a fair value of $143,139 plus a bargain purchase gain of $69,380 resulting in a pre-tax loss of $150,962. The following represents the income statement amounts associated with the sale plus certain other Canadian investment properties held for sale from December 31, 2009 and presented as discontinued.

	Three Months Ended March 31 2011	Three Months Ended March 31 2010
Income statement		
Property revenue	$ **238**	$ 35,725
Property operating expenses		18,234
Gross income from operations	**238**	17,491
Other income	**62**	21
Interest expense		(7,964)
General and administrative	**(36)**	(2,440)
Fair value adjustment on investment properties		(1,950)
Loss on sale of assets	**(449)**	
Net income (loss) from discontinued operations before income taxes	**(185)**	5,158
Current income tax recovery		3,443
Net loss from discontinued operations after tax	$ **(185)**	$ 1,715

9. Discontinued operations (cont.)

The assets held for sale include an investment property in Canada and 9 Limited Partnerships in the United States.

	March 31 2011	December 31 2010
Assets classified as held for sale		
Investment properties	**$ 131,618**	$ 139,434
Restricted cash	**477**	485
Cash	**2,481**	2,067
Deferred income tax asset	**1,521**	1,565
Receivable and others	**732**	696
	$ 136,829	$ 144,247
Liabilities associated with assets held for sale		
Long term debt	**$ 85,328**	$ 90,431
Accounts payable	**1,625**	1,558
	$ 86,953	$ 91,989

	March 31 2011	March 31 2010
Statement of cash flows		
Operating activities	**$ (374)**	$ (29,324)
Investing activities	**$ (153)**	$ (9,762)
Financing activities	**$ (2,820)**	$ 32,724

10. Shareholders' equity

	March 31 2011	December 31 2010
Deficit	**$ (653,613)**	$ (649,316)
Accumulated other comprehensive income (a)	**3,472**	1,190
	(650,141)	(648,126)
Share capital (b)	**700,403**	701,034
Other paid in capital (d)	**29,993**	29,171
Contributed surplus	**20,138**	19,597
	$ 100,393	$ 101,676

a) Accumulated other comprehensive income

	March 31 2011	December 31 2010
Net unrealized foreign currency translation gains	**$ 6,045**	$ 4,597
Deferred tax expense	**(2,573)**	(3,407)
	$ 3,472	$ 1,190

Accumulated other comprehensive income represents the unrecognized exchange adjustment on the net assets of the Company's subsidiaries that operate in the United States of America, Germany, The Netherlands, and the Baltic States. The change reflects the impact of currency movements during the year on these net assets offset by effective hedges in place.

The following are rates of exchange in effect:

	$1.00 USD	**€1.00 EUR**
March 31, 2011	**$ 0.97223**	**$ 1.37064**
December 31, 2010	$ 1.00020	$ 1.32560
Average rate for three months 2011	**$ 0.98610**	**$ 1.34760**
Average rate for three months 2010	$ 1.04145	$ 1.44309

b) Share capital

The particulars of the issued and outstanding shares of the Company are as follows:

	Class A Subordinate Voting Shares (000's)	**Class B Multiple Voting Shares (000's)**	**Share Capital**
Issued and outstanding at December 31, 2009	16,619	3,149	$ 691,785
Shares acquired under Normal Course Issuer Bid	(46)	(36)	(2,240)
Shares issued re DIM 2010	476		11,489
Issued and outstanding at December 31, 2010	17,049	3,113	701,034
Shares acquired under Normal Course Issuer Bid	(14)	(8)	(631)
Issued and outstanding at March 31, 2011	**17,035**	**3,105**	**$ 700,403**

10. Shareholders' equity (cont.)

c) Normal Course Issuer Bid ("NCIB")
On August 23, 2010, the Company announced plans, under an approved NCIB, to acquire up to 1,017,201 Class A Subordinate Voting shares and 157,426 Class B Multiple Voting shares over a one year period ending August 24, 2011. The NCIB enabled the Company to acquire up to 1,000 Class A Shares and up to 1,000 Class B Shares on any given trading day. Any shares acquired by the Company under the NCIB were cancelled. During the three months ended March 31, 2011, the Company acquired and cancelled 13,700 Class A Shares at an average cost of $4.32 per share, and 8,000 Class B Shares at an average cost of $5.14 per share. Class A and Class B shares acquired are being cancelled and removed from share capital at the average issue price at the time of acquisition. The discount on repurchases made to date of $531 is credited to contributed surplus.

d) Other paid in capital

	March 31 2011	December 31 2010
Balance, beginning of period	**29,171**	34,435
Issue of shares re DIM 2010		(11,489)
Homburg Capital Securities A ("HCSA"):		
Equity component, net of tax	**822**	6,350
Deferred transaction costs		(125)
Balance, end of period	**$ 29,993**	$ 29,171

The HCSA are 99 year securities maturing February 27, 2108, bearing an annual interest rate of 9.5%, payable quarterly.

11. Earnings (loss) per share

Net earnings (loss) per share is calculated based on the weighted average number of shares outstanding as follows:

	Three Months Ended March 31 2011 (000's)	Three Months Ended March 31 2010 (000's)
Basic and Diluted		
Class A Subordinate Voting	**17,060**	17,095
Class B Multiple Voting	**3,107**	3,149
	20,167	20,244
Earnings available to Class A and Class B shareholders is calculated as:		
Net income (loss)	**$ (3,475)**	$ 17,785
Homburg Capital Securities equity accretion (Note 10 (d))	**(822)**	(745)
	$ (4,297)	$ 17,040

12. Supplemental cash flow information

	Three Months Ended March 31 2011	Three Months Ended March 31 2010
Change in non-cash working capital and other:		
Receivables and other	**$ (374)**	$ 5,195
Construction properties for resale	**(746)**	(2,251)
Accounts payable and other liabilities	**4,129**	(30,333)
	$ 3,009	$ (27,389)
Interest paid	**$ 24,945**	$ 41,645
Interest capitalized	**$ 4,172**	$ 4,339
Capital and income taxes paid	**$ 1,175**	$ 2,929

13. Financial instruments and risk management

Financial instruments
The Company does not acquire, hold or issue derivative financial instruments for trading purposes. The following table presents the classification, subsequent measurement, carrying values and fair values (where available) of the Company's financial assets and liabilities.

Classification	Subsequent Measurement	Carrying Value March 31 2011	Fair Value March 31 2011	Carrying Value December 31 2010	Fair Value December 31 2010
Held for Trading					
Long term investments - others	Fair value (L1)	**$ 1,645**	**$ 1,645**	$ 1,643	$ 1,643
Long term investments - HEEF B.V. (a)	Fair value (L3)	**7,609**	**7,609**	7,221	7,221
Cash and cash equivalents (b)	Fair value (L1)	**17,267**	**17,267**	13,617	13,617
Derivative instrument liability (b)	Fair value (L2)	**(16,855)**	**(16,855)**	(21,847)	(21,847)
		$ 9,666	**$ 9,666**	$ 634	$ 634
Loans and Receivables					
Restricted cash (c)	Amortized cost	**$ 4,425**	**$ 4,425**	$ 4,088	$ 4,088
Receivables and other (c)	Amortized cost	**36,399**	**36,399**	36,025	36,025
		$ 40,824	**$ 40,824**	$ 40,113	$ 40,113
Other Financial Liabilities					
Accounts payable and other (c)	Amortized cost	**$ 112,372**	**$ 112,372**	$ 113,123	$ 113,123
Mortgages (d)	Amortized cost	**1,061,281**	**1,041,510**	1,034,108	1,013,013
Mortgage bonds (d)	Amortized cost	**140,464**	**142,645**	135,846	138,013
Corporate non-asset backed bonds (d)	Amortized cost	**424,926**	**399,260**	410,963	413,813
Junior subordinated notes (d)	Amortized cost	**53,711**	**90,404**	53,145	75,418
Deferred financing charges (d)	Amortized cost	**(13,561)**		(15,554)	
Construction financing (c)	Amortized cost	**39,747**	**39,747**	40,231	40,231
		$ 1,818,940	**$ 1,825,938**	$ 1,771,862	$ 1,793,611

The Company uses the following hierarchy for determining the fair value of financial instruments: Level 1 ("L1") - quoted (unadjusted) prices in active markets for identical assets or liabilities; Level 2 ("L2") - other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly; and Level 3 ("L3") - techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data. There were no transfers in or out of financial instruments classified as L3 in 2010 or the first three months of 2011.

(a) Long term investments are classified as held for trading and carried at their fair values. The fair value of the Company's investment in HEEF B.V. is based on the proportionate share of the reported net asset value of the B.V.. HEEF B.V. prepares its financial statements in accordance with IFRS using the fair value model. As such, the net asset value from the financial statements of the B.V. is reflective of its fair value. Management has determined that a reasonably possible change in the assumptions used to determine the fair value of the Company's investment in HEEF B.V. would not result in a significant impact to the consolidated financial statements. The fair values of other long term investments are based on quoted market prices. A gain of $113 resulting from the change in fair values of investments was recorded in the consolidated income statement during the three months ended March 31, 2011 (2010 - gain of $355).

(b) Cash and cash equivalents and derivative instrument liabilities are classified as held for trading and carried at their fair values. The Company recorded a gain of $5,638 during the three months ended March 31, 2011 in the consolidated income statement (2010 - loss of $4,956).

(c) The Company's short term financial instruments, comprising restricted cash, trade receivables, related party receivables, notes receivable, trade payables, related party payables, notes payable, security deposits, Homburg Capital Securities A liability, and construction financing are carried at amortized cost which, due to their short term nature, approximates their fair value.

(d) Long term financial instruments (other than long term investments) include mortgages, mortgage bonds, corporate non-asset backed bonds, junior subordinated notes and long term payables. The fair values of these financial instruments are based upon discounted future cash flows using discount rates, adjusted for the Company's own credit risk, that reflect current market conditions for instruments with similar terms and risks. Such fair value estimates are not necessarily indicative of the amounts the Company might pay or receive in actual market transactions.

13. Financial instruments and risk management (cont.)

Financial instruments (cont.)
Risk management
In the normal course of its business, the Company is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to minimize them, are discussed below.

a) Liquidity risk
Liquidity risk relates to the possibility of insufficient debt and equity financing available to fund the desired growth of the Company and to refinance the current and long term debts as they come due. As a result of global capital market conditions, lenders have tightened their lending standards, and may continue to do so. The effect of this could be that the Company may have more difficulty obtaining the same level of financing when seeking to renew existing debt and obtain new debt. The Company's financial condition and results of operations could be adversely affected if it were not able to obtain appropriate levels of financing. Liquidity risk also relates to the potential for early retirement of debt. Some of the Company's debt agreements have covenants including maximum loan to value ratio, net worth, interest coverage ratios, and/or reserve account balance requirements. Breach of any of these covenants could result in the related debt being required to be repaid before its scheduled maturity date. Should that happen, the Company may be required to sell properties at unfavourable prices to satisfy the debt repayment, and the Company's financial condition and results of operations could be adversely affected. The majority of the Company's real estate assets and related mortgage debts are currently held through limited partnership structures. These structures generally limit the recourse of the lender to the specific assets held in or below the limited partnership, and therefore a breach of covenant does not generally impact the Company outside of the specific limited partnership in which the breach of covenant occurs. The recourse of the lender to the Company's mortgage bonds and unsecured debt is generally unrestricted.

The Company has been negatively impacted by global economic and capital market conditions which have resulted in tightened lending standards, reduced market liquidity, a decrease in real estate transactions and lower real estate values. The Company is significantly levered with a debt to equity ratio of 17.22:1 at March 31, 2011 (December 31, 2010 - 16.55:1) (long term debt, construction financing, long term payables and demand loans ÷ shareholders' equity). For the three months ended March 31, 2011, Homburg Invest had total interest expense coverage from continuing operations of 0.89:1 (December 31, 2010 - 0.84:1) (calculated as property revenue, less property operating expenses and general and administrative expenses ÷ interest expense (excluding capitalized interest)).

The Company completed the creation of the HCREIT to hold the Company’s eligible Canadian income producing real estate properties and related mortgage debt through an IPO that closed on May 25, 2010. Cash proceeds from the IPO of approximately $114.5 million were utilized to reduce debt and satisfy other obligations. The following table presents the Company's contractual obligations at March 31, 2011:

Contractual Obligation	Within 1 year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Later
Head and ground leases	$ 11,157	$ 14,876	$ 15,088	$ 15,725	$ 15,057	$ 159,586
Mortgages: Normal principal installments (i)	23,239	23,370	22,266	26,842	16,225	
Interest (i)	49,892	43,246	40,152	35,439	32,607	
Principal maturities (iii)	141,181	14,426	48,449	86,306	37,580	621,397
Bonds and junior subordinated notes:						
Interest (i)	48,327	41,228	35,969	18,407	7,641	
Principal maturities (ii)	54,854	85,610	287,855	137,071		53,711
Non construction demand loans (vi)	11,241					
Construction financing (v)	39,747					
Construction purchase obligations (v)	3,527					
Other current and long term payables	191		10,691			
Working capital deficit (vi)	44,968					
	$ 428,324	$ 222,756	$ 460,470	$ 319,790	$ 109,110	$ 834,694

The Company's derivative instrument liability of $16,855 has been excluded from the above table as this liability relates to financial instruments that effectively fix the variable interest rate on certain mortgages, which is settled with the derivative instrument on a net basis; accordingly, interest obligations on such mortgages are shown at the effective fixed rate, which approximates the timing of the related cash flows.

(i) The Company requires liquidity to meet the following obligations which ordinarily fall due in the next twelve months: mortgage principal installments of $23,239; interest on mortgages and mortgage bonds of $49,892; interest on corporate non asset backed bonds and junior subordinated notes of $48,327; capital spending requirements on the income property portfolio, expected to approximate $3 million; and operating and head lease commitments of $11,157. Sources of finance towards these obligations include: cash on hand of $17,267; net cash flow from operating activities before interest expense unrelated to development activities; cash generated from continued sales of completed condominium development projects; the potential sale of development and/or income producing properties, subject to reasonable prices being attained; the potential upward refinancing on certain mortgages and bonds and distributions received from the HCREIT.

13. Financial instruments and risk management (cont.)

(ii) Through June 2012, the Company faces maturities of its mortgage bonds totalling €102,480 ($140,464), in addition to regularly scheduled principal payments and maturities related to other mortgage debts. The Company will seek to extend the maturity or otherwise refinance amounts due on its mortgage bonds through the issue of new mortgage bonds. However, there is no certainty that these efforts will be successful. The Company could meet any shortfall in the refinancing program through the sale of development assets, income producing properties, or additional units of HCREIT. However, the Company's liquidity needs may limit its ability to maximize the price to be realized on such asset sales.

(iii) Mortgage principal maturities falling due in 2011 total $141,181, of which $1,175 has been repaid subsequent to period end and $119,694 is expected to be renewed at terms similar to those currently in place. The remaining $20,312 relates to a property in The Netherlands which is currently unoccupied. According to the specific loan agreement, the lender has recourse only to the borrowing entity's specific property and certain other assets of the borrowing entity securing this specific loan. The fair value of the investment property provided as security for this loan was $17,418 at March 31, 2011. During the period, the Company temporarily ceased making scheduled principal payments of €244 ($334) on four mortgages totalling €46,964 ($64,371) with property fair values of €44,740 ($61,322), at March 31, 2011 related to certain underperforming properties in the Netherlands. The lenders' recourse in respect of these property mortgages is limited to the assets of the limited partnerships holding these loans. The Company is in discussions to renegotiate the amortizations of these loans with the lenders. All interest payments are current.

(vi) The Company's non construction demand loans of $11,241 are secured by first or second charges over various investment properties not to exceed 65% of fair value.

(v) The Company has $270,405 invested in investment properties under development and properties under development for resale that are not yet income producing. These development properties have been financed with first mortgage construction financing as well as unsecured debt totaling $39,747 at March 31, 2011. The Company expects to finance construction properties currently under development, including interest on principal borrowings, through existing and additional construction loans. Secured first mortgage financing on completed construction projects will be replaced with conventional first mortgages, or repaid where the debt is secured by a charge over properties being sold. Purchase obligations relate to construction projects underway to which the Company has commitments of $3,527. These commitments will be funded from existing cash resources and further construction financing. The Company's reduced liquidity raises uncertainty with respect to the future development of certain land holdings and development projects. For properties under development for resale, where the current fair value is below the carrying value an impairment charge has been recorded. There is a risk that further delays in development projects could result in additional costs that may not ultimately be recoverable, and the potential for further impairment charges and/or fair value adjustments.

(vi) The working capital deficit of $44,968 consists of cash $17,267, trade receivables $27,904, and related party receivable $7,409 less payables $74,902, income taxes payable $8,375, related party payable of $6,708 and notes payable $154, and arises in the normal course of operations as receivables from tenants are generally on shorter payment terms than trade payables to suppliers.

Should the above efforts not yield sufficient liquidity, there is a risk that the Company may be required to sell additional development and/or income producing properties at unfavourable prices to meet its immediate liquidity needs, and as a result the financial condition and results of operations could be adversely affected.

b) Interest rate risk

As a result of global capital market conditions, lenders have tightened their lending standards, and may continue to do so. The effect of this could be that the Company may have more difficulty obtaining similar terms of financing on renewals and on new debt. The Company's financial condition and results of operations could be adversely affected if it were not able to obtain appropriate terms for its financing. The borrowings of the Company have fixed and floating interest rate components resulting in an exposure to interest rate movements. The Company's debt consists of $1,397,520 in fixed rate debt and $282,862 in floating rate debt (before deferred financing charges) including $49,731 in demand and short term loans which are repayable in less than one year. The Company has entered into interest rate swaps in order to manage the impact of fluctuating interest rates on EUR €147,669 ($202,401) (December 31, 2010 - EUR €148,283 ($196,564)) of its long term debt. Due to a reduction of interest rates in The Netherlands, Germany and the Baltics during the period ended March 31, 2011, the impact on the consolidated income statement is a gain of $5,638 (March 31, 2010 - loss of $4,956). The Company discloses the weighted average interest rate of maturing long term debt in Note 7. With all other variables held constant, the Company has determined that a 1% change in interest rates would result in an annualized after tax change of $2,292 in the Company's earnings as a result of the impact on floating rate borrowings.

13. Financial instruments and risk management (cont.)

c) Credit risk

The Company's principal assets are commercial properties. Credit risk on tenant receivables of $13,075 (December 31, 2010 - $9,826) arises from the possibility that tenants may not fulfill their lease obligations. The Company mitigates this credit risk by performing credit checks on prospective tenants, having a large diverse tenant base with varying lease expirations, requiring security deposits on high risk tenants and ensuring that a considerable portion of its property revenue is earned from international, national and large anchor tenants. The Company's largest tenant represents 37.8% of property revenue for the period. The ability of this tenant to fulfill its long term lease obligation, or to pay rent on a timely basis could impact the Company's annual cash flow. To mitigate this risk, the tenant has issued a EUR €75,000 ($102,798) letter of guarantee, to the primary lender on the specific property, which would be utilized to mitigate major losses while the Company seeks replacement tenants. The Company's receivables are comprised primarily of current balances owing. The Company performs monthly reviews of its receivables and establishes an appropriate provision for doubtful accounts. The remaining significant receivables consist of taxes recoverable from various government agencies and revenue from the sale of development properties. The amounts due from government agencies represent current recoverable amounts and the revenue from the sale of development properties is supported by security letters of credit issued by the purchaser.

d) Currency risk

Currency risk arises from assets and liabilities denominated in US dollars or Euros. The Company has established internal hedging relationships between Euro-denominated net investments in foreign self-sustaining operations and Euro-denominated corporate non-asset backed bonds and junior subordinated notes. At March 31, 2011, EUR €234,340 ($321,196) (December 31, 2010 - €234,340 ($310,641)) of the Company's net investment was hedged with an equal amount of Euro-denominated debt. The hedge is considered to be an effective hedge at March 31, 2011 and December 31, 2010, and will be regularly reviewed to assess the continued effectiveness of the hedging relationship. Currency risk for other amounts denominated in US dollars and Euros is mitigated by US dollar and Euro revenue and expense streams related to property rentals. The operating results of the Company's foreign operations are translated to Canadian dollars for financial statement reporting purposes. Changes to the exchange rates during the reporting period impact those reported results. A 10% variation in exchange rates is considered to represent a reasonably possible change to existing rates.

With all other variables held constant, the Company has determined that a 10% change:

- in the Euro exchange rate compared to the Canadian dollar would result in a decrease (increase) in earnings after income taxes, excluding un-hedged debt, of $1,725 and a foreign exchange gain or loss on the un-hedged Euro denominated corporate non-asset backed bonds of $9,526 after income taxes; and
- in the US dollar exchange rate compared to the Canadian dollar would result in a decrease (increase) in earnings after income taxes, excluding un-hedged debt, of $74 and a foreign exchange gain or loss on the un-hedged US dollar denominated junior subordinated notes of $1,351 after income taxes.

The Balance Sheets of the Company's foreign self-sustaining operations are translated to Canadian dollars for financial reporting purposes using the period end exchange rate. The change in exchange rates on the net investment position of these self-sustaining foreign operations is reflected in the Other Comprehensive Income of the Company during the period. As noted above, the Company has established an internal hedging relationship between Euro-denominated debt and net investments in self-sustaining operations. To the extent that the hedges are effective, the foreign currency gain or loss on the hedging amounts of Euro-denominated debt is reflected in other comprehensive income during the period.

e) Concentration risk

Certain of the Company's larger investment properties are leased to single tenants, and the recovery of the carried value of these investments is dependent upon the continuation of rental income on these properties from existing or new tenants. The Company's largest single tenant represented approximately 37.8% (December 31, 2010 - 36.8%) of property revenue for the year. The risk relates to the ability of the Company to replace this revenue stream on a timely basis while maintaining the related property costs. The Company mitigates this risk by entering into long term leases; reviewing the financial stability of the tenant and obtaining security or guarantees where appropriate; and seeking geographic and industry diversity of tenants. The Company's largest tenant has issued a letter of guarantee to the primary lender on the specific property, in an amount representing in excess of 2 years property revenue from this tenant. The property leased to this tenant has a fair market value of $612,676 at March 31, 2011 (December 31, 2010 - $592,540). The Company also follows a policy of maintaining its properties to a quality standard that would support timely re-leasing to new tenants.

f) Environmental risk

As an owner and manager of real estate properties, the Company is subject to various Unites States, European and Canadian federal, provincial, state and municipal laws relating to environmental matters. These laws could hold the Company liable for the costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in its properties or disposed of at other locations. Failure to remove or remediate such substances, if any, could adversely affect the Company's ability to sell its real estate or to borrow using real estate as collateral, and could potentially also result in claims or other proceedings against the Company. The Company is not aware of any material non compliance with environmental laws at any of its properties. The Company is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties or any material pending or threatened claims relating to environmental conditions at its properties. The Company has policies and procedures to review and monitor environmental exposure, and has made, and will continue to make, the necessary capital expenditures for compliance with environmental laws and regulations. Environmental laws and regulations can change rapidly and the Company may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have an adverse effect on its business, financial condition or results of operation.

14. Related party transactions

The Company's direct parent is Homburg Finance A.G., which is controlled by the former Chairman and Chief Executive Officer.

a) The Company has entered into agreements with companies commonly controlled by the former Chairman and Chief Executive Officer. A summary of the various transactions between related parties is as follows:

	Three Months Ended March 31 2011	Three Months Ended March 31 2010
Rental revenue earned	**$ (23)**	$ (220)
Interest income	**$ (314)**	$
Management agreement termination fee (k)	**$**	$ 21,600
Asset and construction management fees (m)	**$ 1,852**	$ 3,717
Property management fees incurred (m)	**$ 514**	$ 1,511
Insurance costs incurred	**$ 17**	$ 332
Service fees incurred	**$ 2,055**	$ 1,841
Property acquisition/disposal fees incurred (m)	**$ 355**	$ 929
Mortgage bond guarantee fees incurred	**$**	$ 938
Bond and other debt issue costs incurred	**$**	$ 177
Interest costs incurred (h)	**$ 441**	$ 103

b) Included in trade payables is $1,258 (accounts payable - December 31, 2010 - $405) with companies commonly controlled by the former Chairman and Chief Executive Officer.

c) Included in restricted cash and accounts payable is a deposit on a condominium unit of $355 (December 31, 2010 - $355) from the former Chairman and Chief Executive Officer. The unit will be purchased at market prices.

d) The Company has approved a resolution authorizing the property manager, a company commonly controlled by the former Chairman and Chief Executive Officer, to operate trust accounts on its behalf as required to conduct business of the Company.

e) Professional services of approximately $39 (March 31, 2010 - $53) were purchased from a corporation of which one of the Company's directors is affiliated.

f) Included in accounts payable and other liabilities is $6,708 (December 31, 2010 - $8,275) with companies commonly controlled by the former Chairman and Chief Executive Officer, which are non-interest bearing and have no set terms of repayment.

g) In 2010 the Company ended a guarantee arrangement for the principal and interest amounts of the mortgage bonds payable, with a company under the control of the former Chairman and Chief Executive Officer, wherein it was protected against fluctuations in the Canadian dollar and the Euro. The cost of this guarantee per annum was 1.6% on the Series 4, Series 5, Series 6, and Series 7 Bonds. During the previous year this contract was cancelled, thus eliminating the Company's liability for $13,383 representing an approximate discount of 30% from the book value of the liability.

h) Included in non-construction demand loans is a promissory note payable in the amount of EUR €5,233 ($7,172) (December 31, 2010 - EUR €6,291 ($8,339)). This amount relates to the Company's investment in Homburg Eastern European Fund B.V. The note bears interest at 6.0% per annum and has no specific repayment terms.

i) The Company has entered into head leases with HCREIT. The annual minimum rent payable, excluding amounts subject to third party tenants, total $1,108. The head leases commenced on May 25, 2010 and have a five year term subject to certain rights of termination upon third party leasing of such space. The Company has $277 included in property operating expenses for the period ended March 31, 2011.

j) The Company has entered into a ground lease with HCREIT for a term of 25 years, with an option to renew for up to 3 additional periods of 25 years each. The annual minimum rent payable for the ground lease is $186. The Company has $47 included in property operating expenses for the period ended December 31, 2010.

The Company has pledged and hypothecated in favour of HCREIT, Units having an aggregate value of approximately $6 million as collateral for its obligations under the Head Leases (the “Head Lease Pledge”), and Units having an aggregate value of approximately $4 million as collateral for certain of its obligations in connection with remediation costs, if any, on certain income producing properties (the "Remediation Cost Pledge"). The number of Units pledged under the Head Lease Pledge reduces annually by 1/5 of the number of Units pledged. The number of Units pledged under the Remediation Cost Pledge will be reduced from time to time upon payment by the Company to HCREIT of any portion of the remediation costs, if any, it being understood that for each $10 of the total remediation cost paid to HCREIT, the number of Units pledged under the Remediation Cost Pledge will be reduced by one Unit. Upon payment of the full Remediation Cost, the Company will be fully discharged of its obligations under the Remediation Cost Pledge and any remaining Units will be released from the Remediation Cost Pledge.

14. Related party transactions (cont.)

k) As part of the HCREIT launch by the Company on December 16, 2009, the Company concluded that management functions relating to its Canadian operations performed under the existing agreements should be internalized within HCREIT. The Company considered various restructuring alternatives to modify the agreements accordingly, and concluded that the preferred alternative was the immediate termination of the agreement. Consequently, the Company, together with its various property owning subsidiary partnerships, paid the termination amount of $21,600 provided for under the agreement, effective February 25, 2010, and this amount was included in the loss from discontinued operations at December 31, 2010.

l) During the prior year the Company sold its 50% interest in Homburg SNS Property Finance Limited Partnership at book value to a company commonly controlled by the former Chairman and Chief Executive Officer for $7,409 in notes receivable.

m) Property and Asset Management Service Fees
The Company has entered into a Property and Asset Management Agreement, which expires on June 30, 2016, with a company commonly controlled by the former Chairman and Chief Executive Officer to provide the following services payable on a monthly basis:

Property Management Service Fees

(i) For investment properties where Single Tenant Triple Net Leases (which is defined as a lease under which the lessee is the sole tenant occupying the relevant property and pays rent to the lessor, as well as generally all other costs and expenses that arise from the use of the property, such as utilities, property taxes, insurance and maintenance expenses) are in place, the Manager will not receive any property management fees;
(ii) For investment properties situated in Canada or the United States where Single Tenant Triple Net Leases are not in place, fees will be a percentage of all cash receipts or net revenue (i.e. total basic rent plus expense recoveries) as generated by the Properties. On a go forward basis, any such fees to be determined in respect of any investment properties acquired from time to time shall be equal to the lesser of (i) market rates and (ii) 5% of all cash receipts or net revenue (i.e. total basic rent plus expense recoveries);
(iii) For investment properties situated in Europe where Single Tenant Triple Net Leases are not in place, fees will be a percentage of annual rents as generated by the Properties. On a go forward basis, any such fees to be determined in respect of any investment properties acquired from time to time shall be equal to the lesser of (i) market rates and (ii) 3.5% of annual rents;
(iv) Construction supervision fees equal to 10% of the gross value (net of taxes) of the cost of construction or related construction contracts. Gross costs include the total hard and soft costs (including interest), but exclude land cost. The Manager will be responsible for, including but not limited to, project management and all third party costs for construction management and other related costs; and
(v) Leasing fees equal to 10% of the first year net revenue for leases with a term of less than two years, 15% of the first year net revenue for leases of three to four years and 20% of the first year net revenue for leases of five years or longer. The Manager shall pay out of the applicable Owner's funds, mortgage payments, taxes, assessments, premiums on insurance and all other payments related to the operation of the Properties.

Asset Management Service Fees

(vi) For investment properties situated in Canada or the United States, annual fees of 0.30% of the total asset base, calculated on the quarterly basis for properties where Single Tenant Triple Net Leases (as such term is defined above) are in place, and 0.75% of the total asset base, calculated on a quarterly basis, for properties where Single Tenant Triple Net Leases (as such term is defined above) are not in place;
(vii) For investment properties situated in Europe, annual fees of 0.20% of the total asset base, calculated on a quarterly basis;
(viii) Share issue fees of 5% of the total gross proceeds raised in share issues of HII, provided that the Manager will assume all costs related to such share issues (including selling commissions payable to intermediaries, legal fees, marketing expenses, travel expenses and additional out-of pocket expenses). No fees are payable by HII to the Manager with respect to shares issued to a vendor of a property acquired by HII or private placements to related parties; and
(ix) Acquisition and disposition fees of 2.5% of the total acquisition or disposition price of the relevant property, provided however that, (i) in the context of a series of transactions forming part of the same transaction, the 2.5% fee is only payable once based on the total acquisition or disposition price, as the case may be; and (ii) the Manager will not be entitled to be reimbursed for any due diligence or execution costs relating to any acquisitions or dispositions, whether successful or unsuccessful, including legal, accounting, financial advisory and brokerage services as well as travel expenses and the cost of obtaining structural, environmental, title, and appraisal reports.

Related party transactions are recorded at their exchange amounts, being the amounts agreed to by the related parties.

15. Commitments

	2011	2012	2013	2014	2015	Later
Future minimum lease payments:						
Operating leases of the Company (a)	$ 10,186	$ 13,582	$ 13,794	$ 14,431	$ 14,431	$ 155,978
Headlease commitment (Note 14(i,j)	971	1,294	1,294	1,294	626	3,608
	$ 11,157	**$ 14,876**	**$ 15,088**	**$ 15,725**	**$ 15,057**	**$ 159,586**

a) The Company has a headlease obligation and is working towards sub-leasing this space prior to the occupancy date. Any sub-leases will offset the Company's future obligation under the lease commitment. A provision for the estimated amount of the headlease contract which is considered to be onerous has been recorded.
c) The Company and its subsidiaries have entered into various property management agreements, expiring in 2016 (Note 14m).
d) The Company has construction projects underway to which it has signed commitments of $3,527.

16. Contingent liabilities

a) There are claims which the Company is involved with, arising out of the ordinary course of business operations. The Company does not consider the exposure to such litigation to be material, although this cannot be predicted with certainty.

b) One subsidiary has received a transfer tax assessment and specific other subsidiaries of the Company have been advised of pending potential transfer tax assessments. The tax assessments, both issued and potentially to be issued, would impose transfer tax on the acquisition of certain properties by the subsidiaries. The potential liability would be EUR €10,831 ($14,845) (December 31, 2010 - EUR €10,831 ($14,357)) and would result in an expense should the Company be unsuccessful in defending the existing assessment and the remaining potential assessments. Of this total amount: the Company has received an assessment for EUR €1,800 ($2,467) (December 31, 2010 - EUR €1,800 ($2,386)); an additional EUR €7,831 ($10,733) (December 31, 2010 - EUR €7,831 ($10,381)) was indicated for potential assessment, and to date no additional assessments have been received. The remaining amount of EUR €1,200 ($1,645) (December 31, 2010 - EUR €1,200 ($1,590)) relates to an acquisition in 2008, and is similar in structure to the acquisition that has already been assessed. The Company has reviewed this matter, has received legal advice, and believes it is not required to pay the transfer tax on any of these acquisitions. Accordingly, the Company has not recorded any of the proposed transfer tax in its consolidated financial statements.

17. Segmented Information

The Company is predominately organized and managed on a geographical basis. Operating performance is evaluated by the Company's Chief Operating Decision Maker ("CODM") primarily based on the net operating income of completed investment properties, which is defined as property revenues less property operating expenses, aggregated into operating segments with similar economic characteristics represented by the following geographical areas - North America, Germany, The Netherlands and the Baltic States. Centrally managed expenses such as interest, amortization, and general and administrative costs are not included or allocated to operating segment results.

The CODM also regularly reviews the carrying value of investment properties, on a property by property basis and also on an aggregated basis by geographical operating segment. Operating segment liabilities regularly reviewed by the CODM on an aggregated basis by geographical operating segment include mortgages and mortgage bonds payable to the extent these can be allocated to specific geographical operating segments.

17. Segmented information (cont.)

	Germany	Netherlands	Baltic States	North America	Total
Three months ended March 31, 2011					
Property revenue	**$ 15,153**	**$ 8,193**	**$ 4,708**	**$ 4,224**	**$ 32,278**
Operating expenses	**347**	**2,027**	**1,392**	**2,700**	**6,466**
	$ 14,806	**$ 6,166**	**$ 3,316**	**$ 1,524**	**$ 25,812**
Three months ended March 31, 2010					
Property revenue	$ 16,788	$ 9,020	$ 5,127	$ 4,625	$ 35,560
Operating expenses	731	1,019	1,779	1,923	5,452
	$ 16,057	$ 8,001	$ 3,348	$ 2,702	$ 30,108
March 31, 2011					
Investment properties	**$ 774,155**	**$ 443,774**	**$ 224,745**	**$ 21,231**	**$ 1,463,905**
Mortgages payable	**$ 506,220**	**$ 360,298**	**$ 164,919**	**$ 29,844**	**$ 1,061,281**
Mortgage bonds payable	**$ 34,314**	**$ 35,918**	**$**	**$ 70,232**	**$ 140,464**
December 31, 2010					
Investment properties	$ 748,715	$ 422,916	$ 208,258	$ 21,838	$ 1,401,727
Mortgages payable	$ 492,342	$ 350,911	$ 159,939	$ 30,916	$ 1,034,108
Mortgage bonds payable	$ 31,082	$ 36,842	$	$ 67,922	$ 135,846

In addition to the above, the North American segment derived revenue from the sale of properties developed for resale of $1,739 (March 31, 2010 - $5,458), less costs of development of $1,270 (March 31, 2010 - $5,239), which resulted in a gain on sale of properties of $469 (March 31, 2010 - gain of $219). At March 31, 2011, the Germany segment included one (December 31, 2010 - one) tenant that individually represented 37.8% (December 31, 2010 - 36.8%) of the Company's consolidated property revenue for the period. Property operating expenses include $564 relating to vacant properties (December 31, 2010 - $544).

In addition to the Company's geographical operating segments, the following information is also provided to the Board of Directors on an aggregated basis by property classification (Retail, Industrial, Office and Residential).

	Retail	Industrial	Office	Residential	Total
Three months ended March 31, 2011					
Property revenue	**$ 4,582**	**$ 3,651**	**$ 24,041**	**$ 4**	**$ 32,278**
Operating expenses	**1,334**	**798**	**4,105**	**229**	**6,466**
	$ 3,248	**$ 2,853**	**$ 19,936**	**$ (225)**	**$ 25,812**
Three months ended March 31, 2010					
Property revenue	$ 5,190	$ 4,829	$ 25,539	$ 2	$ 35,560
Operating expenses	1,499	1,099	2,657	197	5,452
	$ 3,691	$ 3,730	$ 22,882	$ (195)	$ 30,108
March 31, 2011					
Investment properties	**$ 111,110**	**$ 214,088**	**$ 1,138,707**	**$**	**$ 1,463,905**
Mortgages payable	**$ 75,993**	**$ 163,780**	**$ 807,066**	**$ 14,442**	**$ 1,061,281**
Mortgage bonds payable	**$ 6,887**	**$ 21,243**	**$ 42,102**	**$**	**$ 70,232**
December 31, 2010					
Investment properties	$ 106,590	$ 204,230	$ 1,090,907	$	$ 1,401,727
Mortgages payable	$ 16,055	$ 159,580	$ 785,164	$ 73,309	$ 1,034,108
Mortgage bonds payable	$ 4,557	$ 21,477	$ 41,890	$	$ 67,924

At March 31, 2011, mortgage bonds payable totalled $140,464. Of this amount $70,232 related to properties under development and funds intended for acquisitions and development projects which will be located in Canada. The remaining $70,232 is allocated to specific property classification segments above. At December 31, 2010, mortgage bonds payable totaled $135,846. Of this amount $67,922 related to properties under development and funds intended for acquisitions and development projects which will be located in Canada. The remaining $67,924 is allocated to specific property classification segments above.

18. Subsequent events

a) Subsequent to period end, the Company's Board of Directors received a non-binding proposal from Mr. Richard Homburg, the former CEO and Chairman of the Board of Directors of the Company, and Homburg Canada Inc., a private company controlled by Mr. Homburg to eliminate the central block in the Company, internalize management and optimize the balance sheet.
The Company's Board of Directors has struck an Independent Committee to assess the proposal, with the assistance of external legal and financial advisors.

19. Comparative figures

Certain comparative figures have been reclassified to conform to the financial statement presentation adopted for the current period. The income statement has been restated to reflect the reclassification of discontinued operations.