



PURE INDUSTRIAL REAL ESTATE TRUST
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2008

Dated: March 6, 2009

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SECTION I

FORWARD-LOOKING DISCLAIMER

Management's discussion and analysis of the financial position and the results of operations of Pure Industrial Real Estate Trust (the "Trust" or "PIRET") for the year ended December 31, 2008 should be read in conjunction with PIRET's audited financial statements for the year ended December 31, 2008 and period from June 24, 2007 to December 31, 2007. Historical results, including trends which might appear, should not be taken as indicative of future operations or results.

Certain information in this MD&A contains forward-looking information within the meaning of applicable securities laws (also known as forward-looking statements) including, among others, statements made or implied under the headings "Results of Operations", "Financial Conditions", "Liquidity and Capital Resources", "Risks and Uncertainties" and "Outlook" relating to PIRET's objectives, strategies to achieve those objectives, PIRET's beliefs, plans, estimates, projections 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 words such as "outlook", "believe", "expect", "may", "anticipate", "should", "intend", "estimates" and similar expressions.

Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. Forward-looking statements involve significant risks and uncertainties and should not be read as guarantees of future performance or results. Those risks and uncertainties include, among other things, risks related to: unit prices; liquidity; credit risk and tenant concentration; interest rate and other debt related risk; tax risk; ability to access capital markets; lease rollover risk; competition for real property investments; environmental matters; changes in legislation and indebtedness of PIRET. Management believes that the expectations reflected in forward-looking statements are based upon reasonable assumptions and information currently available; however, management can give no assurance that actual results will be consistent with these forward-looking statements.

Factors and assumptions that were applied in drawing conclusions and could cause actual results, performance, or achievements to differ materially from those expressed or implied by forward-looking statements, include, but are not limited to, general economic conditions, competition for real property investments, the availability of new competitive supply of commercial real estate, PIRET's ability to maintain occupancy, tenant defaults, changes in interest rates, changes in governmental regulations and taxation, and PIRET's ability to obtain adequate insurance and financing.

Readers are cautioned that the foregoing list of factors that may affect future results is not exhaustive. When relying on forward-looking statements to make decisions with respect to PIRET, investors and others should carefully consider the foregoing factors and other uncertainties and potential events.

These forward-looking statements are made as of March 6, 2009 and PIRET assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

OVERVIEW

PIRET is an unincorporated open-ended trust formed under and governed by the laws of the Province of British Columbia and created pursuant to the Trust Declaration dated September 24, 2007. PIRET was established for the purposes of acquiring, owning and operating a diversified portfolio of income producing industrial properties in both primary and secondary markets across Canada. The units of the Trust trade on the TSX Venture Exchange under the symbol “AAR.UN”.

PIRET’s primary objectives are (a) to generate stable and growing cash distributions on a tax efficient basis from investments in income producing industrial properties in both primary and secondary markets cross Canada, (b) to enhance the value of PIRET’s assets and maximize the long-term value of the properties through active management, and (c) to expand its asset base and increase its distributable income through an accretive acquisition program.

On August 22, 2007, PIRET purchased ten properties for a total of \$40,345,000 plus standard closing costs and adjustments. On November 19, 2007, PIRET acquired 4907 – 32nd Ave, Calgary, AB, (“Tornado”) for \$3,900,000 plus standard closing costs and adjustments. On December 14, 2007, PIRET acquired 130 Harry Walker Parkway, Newmarket, ON, (“Eurospec”) for \$6,900,000 plus standard closing costs and adjustments. On December 20, 2007, PIRET purchased 2705 – 2737 57th Ave, Calgary, AB, (“57th Ave”) and five properties from the Shanahan’s portfolio (“Shanahan’s portfolio”) for a total of \$18,372,000 plus standard closing costs and adjustments. The occupancy rate is 100% for all properties and the lease terms are between five and fourteen years.

The geographic diversification of PIRET’s portfolio as at December 31, 2008 is outlined below:

Province	Number of Buildings	Gross leasable area (Sq.ft.)
Alberta	8	346,858
British Columbia	3	112,783
Manitoba	2	52,171
Ontario	2	117,742
Quebec	1	164,525
Saskatchewan	2	19,200
Total	18	813,279

SECTION II**RESULTS OF OPERATIONS**

	January 1 to December 31, 2008	June 24 to December 31, 2007
REVENUES		
Rental and recoveries	\$ 6,782,094	\$ 1,615,663
Interest and other	61,319	38,551
	6,843,413	1,654,214
PROPERTY RECOVERABLE OPERATING EXPENSES		
Insurance	63,235	19,169
Management fees	38,898	6,985
Recoverable operating costs	4,303	258
Taxes	1,340,940	387,291
	1,447,376	413,703
EARNINGS BEFORE THE UNDERNOTED	5,396,037	1,240,511
NON-RECOVERABLE EXPENSES		
Amortization	1,671,976	350,588
Mortgage interest	2,405,919	526,157
Mortgage transaction costs	25,979	247,986
General and administrative expenses	188,412	92,416
Interest expenses on demand loan	5,373	—
	4,297,659	1,217,147
NET EARNINGS AND COMPREHENSIVE INCOME	\$ 1,098,378	\$ 23,364
Basic net earnings per unit		
Trust units (7,522,721 units; 2007 - 5,495,455 units)	\$ 0.139	\$ 0.004
Subordinated units (278,947 units)	0.197	0.004
Diluted net earnings per unit		
Trust units (7,522,721 units; 2007 - 5,495,455 units)	0.139	0.004
Subordinated units (278,947 units)	0.197	0.004

During the year ended December 31, 2008, PIRET earned net income of \$1,098,378 from 18 properties, with an indebtedness ratio of 60% and a distribution payout ratio of 83%. For further clarity, the Trust's indebtedness ratio is defined as the ratio between the Trust's indebtedness (meaning any obligation of the Trust for borrowed money but excluding trade accounts payable and distributions to unitholders) and the gross book value of the assets of the trust. This ratio is further defined on page 11, under the section Capital Structure. The Trust defines distribution payout ratio as the percentage of Distributable Income that is paid out to trust unitholders.

RESULTS OF OPERATIONS (continued)

Rental and Recoveries Revenue

Rental revenue from income producing properties includes all amounts earned from tenants related to lease agreements, such as basic rent, operating cost recoveries, and property tax recoveries.

Interest Income

Interest revenue was earned on the funds which were received from the equity raised in August 2007, September 2007, December 2007 and January 2008 that had not been fully deployed. Interest revenue was also earned from bank deposits at the property level. Interest revenue decreased gradually after the trust acquired more income producing properties.

Property Recoverable Operating Expenses

Property recoverable operating expenses include costs relating to such items as cleaning, building repairs and maintenance, elevator, HVAC, insurance, property taxes, utilities and property management fees among other items, which can be recovered from tenants. The following table illustrates recoverable operating expenses as a percentage of total property recoverable operating expenses:

Recoverable operating expenses	January 1 to December 31, 2008	June 24 to December 31, 2007
Insurance	4.36%	4.63%
Management fees	2.69%	1.69%
Recoverable operating costs	0.30%	0.06%
Taxes	92.65%	93.62%
Total	100.00%	100.00%

Amortization of Intangible Assets

Amortization of intangible assets is \$358,618 for the year ended December 31, 2008 (period from June 24 to December 31, 2007 - \$56,499). Intangible assets include in-place operating leases. In-place leasing costs are those costs that would be incurred to lease up the property had it been vacant upon acquisition, and include commissions and vacancy loss. The continued acquisition of properties will result in an increase of this expense in the future.

Amortization of Income Producing Properties

Amortization of buildings is charged to income on a straight-line basis over the estimated useful life of the properties, which ranges from 22 to 49 years, but is amortized to a maximum of 40 years. The amortization of the buildings is \$1,313,358 for the period ended December 31, 2008 (from June 24 to December 31, 2007 - \$294,089). This expense will increase as more income producing properties are purchased.

Mortgage Interest Expense

As at December 31, 2008, the weighted average interest rate on the mortgages is 5.54% per annum (December 31, 2007 – 5.59%) and the mortgages mature between 2009 and 2016 with a weighted average mortgage term of 4.79 years (December 31, 2007 – 5.76 years). In December 2008, PIRET renewed 2 mortgages with Canadian Western Bank for the Saskatchewan and Manitoba locations in the Shanahan’s portfolio. The renewed mortgages bear interest at 6% per annum and will mature in December 2009.

Mortgage Transaction Costs

Mortgage transaction costs in the amount of \$25,979 (2007 – \$247,986) were related to the lender’s legal fees for the mortgages PIRET acquired in 2007 for the Shanahan’s portfolio.

RESULTS OF OPERATIONS (continued)

Trust Expenses

Trust expenses are primarily comprised of directors and officers liability insurance, professional fees, legal fees, filing fees and trustee fees. Professional fees include auditing fees and internal control service fees paid to third parties. The Trust did not pay any trustee fees. For the year ended December 31, 2008, total trust expenses amounted to 3% of rental revenue (period from June 24 to December 31, 2007 – 5%) and are included in general and administration expenses.

The following table illustrates major trust expenses as a percentage of overall trust expenses:

Trust expenses	January 1 to December 31, 2008	June 24 to December 31, 2007
Insurance	15.88%	12.41%
Professional fees	33.39%	41.03%
Legal and filing fees	47.51%	37.83%

Income Taxes

PIRET is subject to tax under Part I of the Income Tax Act on its income for tax purposes for the period, including net realized taxable capital gains, less the portion thereof that it deducts in respect of the amounts paid or payable in the period to trust unitholders. The Trustees intend to distribute all taxable income to unitholders and to deduct such distribution for Canadian income tax purposes. Therefore, no provision for income taxes is required on income earned by the Trust.

USE OF PROCEEDS FROM DECEMBER 2007 OFFERING

Description	Use of Proceeds Projected in prospectus	Actual Use of Proceeds from IPO
Gross proceeds from issuance of units	\$ 8,170,000	\$ 8,170,000
Gross proceeds from issuance of units under over-allotment option	—	289,799
Gross proceeds from issuance of subordinated units	—	—
Total gross proceeds ⁽¹⁾	8,170,000	8,459,799
Offering costs ⁽²⁾	(771,900)	(1,219,509)
Net proceeds	7,398,100	7,240,290
Targeted properties purchase price	29,279,000	29,172,000
Acquisition costs (legal fees)	—	412,290
Mortgages assumed ⁽³⁾	(19,505,000)	(19,675,000)
Net proceeds used in acquisition of targeted properties	9,774,000	9,909,290
Cash available after acquisition of targeted properties	(2,375,900)	(2,669,000)

(1) The total gross proceeds from the offering of units under the prospectus dated December 12, 2007 exceeded the projected gross proceeds by \$289,799 as a result of the Agents exercising the over-allotment option in respect of 76,263 units at a price of \$3.80 per unit.

(2) The actual offering costs exceeded the projected offering costs by \$447,609 as a result of additional sales fees payable to the Agents in respect of the units acquired under the over-allotment option, and additional legal, printing, and due diligence costs associated with the offering under the prospectus and the closing of the over-allotment option.

(3) The amount outstanding under the mortgages of the targeted properties assumed by PIRET upon completion of the acquisition of the targeted properties was \$170,000 more than projected as a result of PIRET negotiating better than expected mortgage terms.

USE OF PROCEEDS FROM DECEMBER 2007 OFFERING (continued)

(4) PIRET used the cash on hand in the amount of \$2.5 million and borrowed \$225,000 by way of the demand loan from a related party to complete the acquisition of the targeted properties (please refer to the section titled Related Parties' Transactions).

The variances noted in notes 1, 2, 3 and 4 above did not impact on PIRET's ability to achieve its business objectives and milestones.

DISTRIBUTABLE INCOME

PIRET uses Distributable Income ("DI") to measure its ability to earn and distribute cash to unitholders. DI is a non-GAAP measurement and should not be construed as an alternative to net earnings determined in accordance with GAAP as an indicator of the Trust's performance. DI as computed by PIRET may differ from similar computations as reported by other similar business entities and, accordingly, may not be comparable to DI as reported by such business entities. DI does not have any standardized meaning prescribed by GAAP.

PIRET may distribute to unitholders on each distribution date such percentage of the DI of PIRET for the month immediately preceding the month in which the distribution date falls, as the Trustees may determine at their discretion. Currently, the Trustees intend to make an annual cash distribution to unitholders of \$0.30 per unit. Monthly distributions will be paid on the distribution date to unitholders of record on the last business day of such month.

From January 1 to December 31, 2008, PIRET either announced it would distribute or distributed \$2,257,879 (period from June 24 to December 31, 2007 - \$627,210) to trust unitholders and \$118,836 (period from June 24 to December 31, 2007 - \$33,011) to subordinated unitholders, which represents 83% (period from June 24 to December 31, 2007 - 103%) of DI. The distributions to unitholders were more than DI in 2007 due to the timing of closing a second public offering, the issuance of additional trust units on December 20, 2007, and the acquisition of an additional eight properties on November 21, December 14 and December 20, 2007.

DISTRIBUTABLE INCOME (continued)

	January 1 to December 31, 2008	June 24 to December 31, 2007	Three months ended December 31, 2008	Three months ended December 31, 2007
Cash flow from operations	\$ 1,564,961	\$ 1,927,074	\$ 662,310	\$ 859,752
Adjustment:				
Changes in non-cash operating working capital	1,183,519	(1,560,187)	40,138	(678,582)
Advances of subordinated notes	79,224	23,750	29,709	23,750
Mortgage transaction costs	25,979	247,986	—	247,986
Distributable Income	2,853,683	638,623	732,157	452,906
Trust units (95% of DI)	2,710,999	606,692	695,549	430,261
Subordinated units (5% of DI)	142,684	31,931	36,608	22,645
Distributions to Unitholders				
Trust units (95% of Distribution)	2,257,879	627,210	564,470	451,250
Subordinated units (5% of Distribution)	118,836	33,011	29,709	23,750
Total distributions paid	2,376,715	660,221	594,179	475,000
Total distributions paid as a % of Distributable Income	83.29%	103.38%	81.15%	104.88%
Weighted average number of units				
Trust units	7,522,721	5,495,455	7,526,263	5,580,435
Subordinated units	278,947	278,947	278,947	278,947
Diluted weighted average number of units				
Trust units	7,522,721	5,495,455	7,526,263	5,580,435
Subordinated units	278,947	278,947	278,947	278,947
Basic DI per unit				
Trust units (95% of DI)	\$ 0.360	\$ 0.110	\$ 0.092	\$ 0.077
Subordinated units (5% of DI)	0.512	0.114	0.131	0.081
Diluted DI per unit				
Trust units (95% of DI)	\$ 0.360	\$ 0.110	\$ 0.092	\$ 0.077
Subordinated units (5% of DI)	0.512	0.114	0.131	0.081
Distributions paid per unit				
Trust units (95% of Distribution)	\$ 0.300	\$ 0.114	\$ 0.075	\$ 0.081
Subordinated units (5% of Distribution)	0.426	0.118	0.107	0.085

The Trustees look beyond quarter-to-quarter fluctuations in working capital when making decisions regarding monthly distributions. As a result, management believes that the measure of DI, which excludes the impact of changes in non-cash working capital, is a better measure for determining operating performance. Management believes that the calculation of Standardized Distributable Cash distorts the Trust's quarter-to-quarter distributable cash and payout ratios, as non-cash operating working capital fluctuates.

STANDARDIZED DISTRIBUTABLE CASH

The following is a reconciliation of the Trust's DI to standardized distributable cash.

	January 1 to December 31, 2008	June 24 to December 31, 2007	Three months ended December 31, 2008	Three months ended December 31, 2007
Distributable income	\$ 2,853,683	\$ 638,623	\$ 732,157	\$ 452,906
Advances on subordinated notes	(79,224)	(23,750)	(29,709)	(23,750)
Mortgage transaction costs	(25,979)	(247,986)	–	(247,986)
Increase in amounts receivable	(232,614)	(184,727)	(98,305)	(129,493)
(Increase) decrease in prepaid expenses	6,696	(36,974)	201,409	80,932
Increase (decrease) in rental deposit	16,304	194,985	(12,624)	194,985
Increase (decrease) in accounts payable and accrued liabilities	(973,905)	1,586,903	(130,618)	532,158
Standardized Distributable Cash	\$ 1,564,961	\$ 1,927,074	\$ 662,310	\$ 859,752

SEGMENTED INFORMATION

PIRET invests in industrial income producing properties in Canada only. Currently, there are eighteen properties located in six provinces. The following tables show the percentage of rental and recoveries revenue from each province for the period ended December 31, 2008.

Rental and recoveries income	Percentage	Amount
Alberta	39.88%	\$ 2,704,209
British Columbia	15.86%	1,075,382
Manitoba	6.30%	427,497
Ontario	14.97%	1,015,301
Quebec	21.12%	1,432,629
Saskatchewan	1.87%	127,076
Total	100.00%	\$ 6,782,094

The following table shows the net book value in each province for income producing properties and intangible assets.

Property net book value	December 31, 2008		December 31, 2007	
	Percentage	Amount	Percentage	Amount
Alberta	43.08%	\$ 29,308,097	43.27%	\$ 30,096,904
British Columbia	17.31%	11,777,071	17.20%	11,969,425
Manitoba	5.28%	3,594,301	5.18%	3,605,551
Ontario	13.84%	9,415,302	13.85%	9,631,670
Quebec	19.05%	12,957,454	19.08%	13,271,547
Saskatchewan	1.44%	975,531	1.42%	988,593
Total	100.00%	\$ 68,027,756	100.00%	\$ 69,563,690

FINANCIAL CONDITION

Assets

Income Producing Properties

The Trust acquired ten income producing properties on August 22, 2007, with funds from the proceeds of issuance of trust units and the assumption of mortgages from the vendor. On November 19, 2007, PIRET purchased one property with cash and a new mortgage. On December 14, 2007, the Trust acquired one property with cash and a new mortgage. On December 20, 2007, PIRET acquired six properties with the funds from the proceeds of issuance of trust units and new mortgages.

The following table illustrates the value of the income producing properties and their respective mortgage balances on acquisition:

Property	Location	Acquisition Date	Purchase price	Mortgage	Ownership %
Mabe	Montreal, QC	08/22/2007	13,375,000	8,388,233	100%
7470 Vantage Way	Delta, BC	08/22/2007	6,430,000	3,689,893	100%
13325 Comber Way	Surrey, BC	08/22/2007	3,600,000	2,065,881	100%
75 Golden Drive	Coquitlam, BC	08/22/2007	2,000,000	1,147,712	100%
7805 - 51st St	Calgary, AB	08/22/2007	3,250,000	1,865,031	100%
1390 & 1401 - 17th Ave	Calgary, AB	08/22/2007	4,270,000	2,450,364	100%
9203 - 35th Ave	Edmonton, AB	08/22/2007	2,160,000	1,239,528	100%
333 DeBaets St.	Winnipeg, MB	08/22/2007	2,700,000	1,711,024	100%
8055 Esquesing Line	Milton, ON	08/22/2007	2,560,000	1,469,071	100%
Tornado	Calgary, AB	11/19/2007	3,900,000	2,800,000	100%
Eurospec	Newmarket, ON	12/14/2007	6,900,000	4,800,000	100%
Shanahan - 132nd Ave	Edmonton, AB	12/20/2007	3,600,000	2,340,000	100%
Shanahan - 58th Ave	Calgary, AB	12/20/2007	4,693,000	3,120,000	100%
Shanahan - 44th St.	Saskatoon, SK	12/20/2007	482,000	343,000	100%
Shanahan - 225 Quebec St.	Regina, SK	12/20/2007	490,000	318,500	100%
Shanahan - 90 Park Lane	Winnipeg, MB	12/20/2007	907,000	703,500	100%
Shanahan - 57th Ave	Calgary, AB	12/20/2007	8,200,000	5,250,000	100%
Total			\$ 69,517,000	\$ 43,701,737	

The current properties remain relatively new with estimated useful lives between 22 to 49 years and should require minimal capital expenditure in the near future.

The mortgages are secured by the income producing properties and held by separate legal entities. The mortgage obligations are satisfied by rent received from each property first.

Accrued Rent Receivable

Certain leases call for rental payments that increase over their terms. Accrued rent receivable records the rental revenue from these leases on a straight-line basis, resulting in accruals for rents that are not billable or due until future years. Accrued rent receivable is \$391,110 as at December 31, 2008 (December 31, 2007 - \$91,028).

Other Assets

Mortgage reserve fund

The mortgage reserve fund consists of cash on deposit that was requested by lenders to be retained in escrow either pending expiry of the right to terminate in-place leases or to pay for any and all reasonable leasing costs. These funds will be released once certain conditions are met, but no later than the maturity of the mortgages. As at December 31, 2008, the term for the current mortgage reserve fund is between 3 months and 7.5 years. The amortized cost of the mortgage reserve fund is \$670,496 as at December 31, 2008 (December 31, 2007 - \$783,622). In October 2008, Canadian Western Bank released \$135,000 from the mortgage reserve fund after PIRET met the conditions.

Prepaid expenses

Prepaid expenses consist of insurance and property taxes.

Liabilities

PIRET's Declaration of Trust limits the indebtedness of the Trust to a maximum of 70% of the gross book value of the Trust. The gross book value is defined as the total book value of the assets plus accumulated depreciation and amortization in respect of such assets in the prospectus dated August 13, 2007. The indebtedness is 60% of the gross book value as at December 31, 2008 (December 31, 2007 – 62%).

Mortgages Payable

The Trust assumed \$24 million in mortgages payable from the vendor on the acquisition of ten properties on August 22, 2007. PIRET received new mortgages of \$19,675,000 on the acquisition of an additional eight properties from November to December 2007. The mortgages bear interest at a weighted average rate of 5.54% as at December 31, 2008 (December 31, 2007 – 5.59%) and mature between 2009 and 2016.

Future principal mortgage payments are as follows:

Years ending December 31:	
2009	\$ 2,257,642
2010	979,577
2011	15,089,721
2012	7,670,683
2013	414,547
Thereafter	16,240,700
	\$ 42,652,870

Notes Payable

PIRET has entered into a subordination and support agreement with Sunstone Industrial Investments Inc. ("Sunstone Industrial"). When the target monthly distribution, estimated to be \$0.025 per trust unit, is not achieved during the subordination period, holders of trust units will receive an amount equal to 100% of the total amount of cash set aside by the Trustees for distribution in such month. Sunstone Industrial will advance to PIRET cash in an amount equal to its pro-rata share of the monthly cash distribution in exchange for unsecured subordinated notes evidencing such advance, and will be entitled to receive distributions from PIRET equal to such amount. The subordinated notes are non interest bearing and due for repayment at the end of the subordination period. From January 1 to December 31, 2008, Sunstone Industrial advanced \$79,224 to PIRET. From October to December 2007, Sunstone Industrial advanced \$23,750 to PIRET, the same amount as the distribution to subordinated units for the same period.

Equity

Unitholders' equity is \$25,475,741 as at December 31, 2008 (December 31, 2007 - \$26,532,157).

LIQUIDITY AND CAPITAL RESOURCES**Funds from Operations**

“Funds from operations” (“FFO”) is a non-GAAP measure and should not be construed as an alternative to net earnings determined in accordance with GAAP. However, FFO is an operating performance measure which is widely used by the real estate industry and the Trust has calculated FFO in accordance with the recommendations of the Real Property Association of Canada. PIRET’s method of calculating FFO may differ from other companies and accordingly may not be comparable to similar measures presented by other companies.

The use of FFO, combined with the required GAAP presentations, has been presented for the purpose of improving the understanding of operating results of REITs by the investing public and in making comparisons of REIT operating results more meaningful.

As FFO excludes depreciation, amortization, future income taxes and gains and losses from property dispositions, it provides a performance measure that, when compared period over period, reflects the impact on operations of trends in occupancy levels, rental rates, operating costs and realty taxes, acquisition activities, and interest costs, and provides a perspective of the financial performance that is not immediately apparent from net income determined in accordance with GAAP.

FFO is a widely accepted supplemental measure of financial performance for real estate entities; however, it does not represent amounts available for capital programs, debt service obligations, commitments or uncertainties. FFO should not be interpreted as an indicator of cash generated from operating activities and is not indicative of cash available to fund operating expenditures, or for the payment of cash distributions. FFO is simply one measure of operating performance.

	January 1 to December 31, 2008	June 24 to December 31, 2007	Three months ended December 31, 2008	Three months ended December 31, 2007
Funds From Operations				
Net earnings	\$ 1,098,378	\$ 23,364	\$ 215,277	\$ (71,100)
Adjustment:				
Amortization of intangible assets	358,618	56,499	121,560	44,386
Amortization of income producing properties	1,313,358	294,089	371,177	213,194
Total amortization	1,671,916	350,588	492,737	257,580
Funds from operations	2,770,354	373,952	708,014	186,480
Weighted average number of units				
Trust units	7,522,721	5,495,455	7,526,263	5,580,435
Subordinated units	278,947	278,947	278,947	278,947
Diluted weighted average number of units				
Trust units	7,522,721	5,495,455	7,526,263	5,580,435
Subordinated units	278,947	278,947	278,947	278,947
Funds from operations per unit - Basic				
Trust units (95%)	\$ 0.350	\$ 0.065	\$ 0.089	\$ 0.032
Subordinated units (5%)	0.497	0.067	0.127	0.033
Funds from operations per unit - Diluted				
Trust units (95%)	\$ 0.350	\$ 0.065	\$ 0.089	\$ 0.032
Subordinated units (5%)	0.497	0.067	0.127	0.033

Funds from Operations (continued)

The following is a reconciliation of the Trust's funds from operations to cash provided by operations:

	January 1 to December 31, 2008	June 24 to December 31, 2007	Three months ended December 31, 2008	Three months ended December 31, 2007
Funds from operations	\$ 2,770,354	\$ 373,952	\$ 708,014	\$ 186,480
Amortization of discount on mortgage reserve fund	(21,874)	(7,065)	(5,566)	(5,310)
Increase in amounts receivable	(232,614)	(184,727)	(98,305)	(129,493)
(Increase) decrease in prepaid expenses	6,696	(36,974)	201,409	80,932
Increase (decrease) in rental deposit	16,304	194,985	(12,624)	194,985
Increase (decrease) in accounts payable and accrued liabilities	(973,905)	1,586,903	(130,618)	532,158
Cash provided by operating activities	\$ 1,564,961	\$ 1,927,074	\$ 662,310	\$ 859,752

Capital Resources

The cash collected from issuing trust units and subordinated units in 2007 and January 2008 and cash generated by income producing properties represent the primary source of funds to fund total distributions to unitholders of \$2,376,715 from January 1 to December 31, 2008.

In accordance with National Instrument 41-102, the Trust is required to provide additional disclosure relating to cash distributions.

	January 1 to December 31, 2008	June 24 to December 31, 2007	Three months ended December 31, 2008	Three months ended December 31, 2007
Cash provided by operating activities	\$ 1,564,961	\$ 1,927,074	\$ 662,310	\$ 859,752
Net earnings	1,098,378	23,364	215,277	(71,100)
Actual cash distributions paid or payable	2,376,715	660,221	594,179	475,000
Excess (shortfall) of cash provided by operating activities over cash distributions paid	(811,754)	1,266,853	68,131	384,752
Excess (shortfall) of net earnings over cash distributions paid	(1,278,337)	(636,857)	(378,902)	(546,100)

For the year ended December 31, 2008, cash provided by operations was less than cash distributions, which was mainly due to the repayment of advances from related parties in January 2008. In future years, management expects that cash provided by operations will exceed cash distributions. However, management expects cash distributions to continually exceed net earnings due to non-cash items which are deducted in determining net earnings. Non-cash items such as amortization while deducted for net earnings have no impact on cash available to pay distributions.

For the period from June 24 to December 31, 2007, cash provided by operations exceeded cash distributions.

There are no significant working capital requirements that currently exist and there are no pending items that may affect liquidity. There are no legal or practical restrictions on the ability of the Trust's properties to transfer funds to the Trust.

Proceeds from the issuance of units and conventional mortgage financing have been used mainly to fund property acquisitions.

Management expects to be able to meet all of the Trust's ongoing obligations and to finance future growth through the issuance of new equity as well as by using conventional mortgages, short term financing from the bank and the Trust's cash flow. The Trust is not in default or arrears on any of its obligations including distribution payments, interest or principal payments on debt.

CAPITAL STRUCTURE

The Trust defines capital as the aggregate of unitholders' equity and long-term debt. The Trust's objectives in managing capital are to maintain a level of capital that: complies with investment and debt restrictions pursuant to the Trust Declaration; complies with existing debt covenants; funds its business strategies; and builds long-term unitholder value. The Trust's capital structure is approved by its unitholders as related to the Trust's Declaration and by its board of trustees through its periodic reviews. Capital adequacy is monitored by the Trust by assessing performance against the approved annual plan throughout the year and by monitoring adherence to investment and debt restrictions contained in the Declaration and debt covenants.

The Trust Declaration provides for a maximum indebtedness level of up to 70% of the gross book value. The term "indebtedness" means any obligation of the Trust for borrowed money (including the face amount outstanding under any convertible debentures and any outstanding liabilities of the Trust arising from the issuance of subordinated notes but excluding any premium in respect of indebtedness assumed by the Trust for which the Trust has the benefit of an interest rate subsidy), but excludes trade accounts payable, distributions payable to unitholders, accrued liabilities arising in the ordinary course of business and short-term acquisition credit facilities. The Trust Declaration defines "gross book value" as the book value of the assets of the Trust plus the amount of accumulated depreciation and amortization in respect of such assets (and related intangible assets), the amount of future income tax liability arising out of indirect acquisitions and excluding the amount of any receivable reflecting interest rate subsidies on any debt assumed by the Trust. The Trust's indebtedness is 60% as at December 31, 2008 (December 31, 2007 – 62%).

Having a relatively low indebtedness ratio is important in current economic conditions, which allows PIRET to access additional financing if necessary.

The Trust Declaration also requires it to distribute to its unitholders in each year an amount not less than the Trust's income for the year, as calculated in accordance with the Income Tax Act after all permitted deductions under the Act have been taken. The board of trustees also reviews the cash distribution paid to unitholders on a regular basis. The distribution to trust unitholders was \$0.025 per unit per month from January 1 to December 31, 2008 (August 22 to December 31, 2007 - \$0.025 per unit per month).

The Trust is in compliance with all restrictions during the periods ended December 31, 2008 and December 31, 2007.

The capital structure consisted of the following components at December 31, 2008 and December 31, 2007.

	December 31, 2008	December 31, 2007	Change
Capital			
Mortgages payable	\$ 42,652,870	\$ 43,546,918	\$ (894,048)
Notes payable	102,974	23,750	79,224
Unitholders' equity	25,475,741	26,532,157	(1,056,416)
Total Capital	\$ 68,231,585	\$ 70,102,825	\$ (1,871,240)

The total capital of PIRET decreased significantly due to the repayment of mortgage principal and distributions to trust unitholders, but was offset by the net earnings during 2008.

FINANCIAL INSTRUMENTS

For certain of the Trust's financial instruments, including cash, cash held in trust, amounts receivable, accounts payable and accrued liabilities and demand loan, the carrying amounts approximate their fair values due to the immediate or short-term maturity of these financial instruments.

FINANCIAL INSTRUMENTS (continued)

The fair value of the mortgage reserve fund is determined by discounting the future contractual cash flow under current mortgage agreements at a discount rate which represents the investment return rate that the Trust can earn.

The fair values of amounts due for mortgages payable, and notes payable are determined by discounting the future contractual cash flow under current financing arrangements at discount rates which represent borrowing rates presently available to the Trust for loans with similar terms and maturity.

	December 31, 2008		December 31, 2007	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Mortgage reserve fund	\$ 670,496	\$ 624,903	\$ 783,622	\$ 752,953
Mortgages payable	42,652,870	47,649,360	43,546,918	43,737,350
Notes payable	102,974	100,993	23,750	23,750

OFF-BALANCE SHEET ITEMS

PIRET does not have any off-balance sheet items.

SECTION III

SUMMARY OF QUARTERLY RESULTS

Quarter ended	December 31, 2008	September 30, 2008	June 30, 2008	March 31, 2008
Basic rent	\$ 1,350,487	\$ 1,325,519	\$ 1,329,613	\$ 1,329,613
Recoveries	508,595	298,582	241,718	397,966
Interest and other income	5,945	6,587	14,621	34,167
Total rental income from properties	1,865,027	1,630,688	1,585,952	1,761,746
Property recoverable operating expenses	520,076	313,523	244,649	369,128
Non-recoverable expenses	1,129,674	1,042,486	1,031,353	1,094,146
Net earnings	215,277	274,679	309,950	298,472
Basic net earnings per unit				
Trust units	0.03	0.03	0.04	0.04
Subordinated units	0.04	0.05	0.06	0.05
Diluted net earnings per unit				
Trust units	0.03	0.03	0.04	0.04
Subordinated units	0.04	0.05	0.06	0.05

SUMMARY OF QUARTERLY RESULTS (continued)

Quarter ended	December 31, 2007	September 30, 2007	June 24, 2007 to June 30, 2007
Basic rent	\$ 884,286	\$ 332,173	\$ —
Recoveries	301,196	98,008	—
Interest and other income	25,300	13,251	—
Total rental income from properties	1,210,782	443,432	—
Recoverable operating expenses	321,769	91,934	—
Non-recoverable expenses	960,113	257,034	—
Net earnings (loss)	(71,100)	94,464	—
Basic net earnings per unit			
Trust units	(0.01)	0.02	—
Subordinated units	(0.01)	0.02	—
Diluted net earnings per unit			
Trust units	(0.01)	0.02	—
Subordinated units	(0.01)	0.02	—

The quarter ended March 31, 2008 represents the first quarter that all eighteen properties operated. Thus, rental income, property recoverable operating expenses and non recoverable expenses all increased in the first quarter of 2008 compared to the fourth quarter of 2007. For the same period, non recoverable expenses increased significantly due to the increase of mortgage interest payments and amortization on buildings and intangible assets.

Non-recoverable expenses were lower in the second quarter than those in the first quarter because PIRET incurred additional legal and filing fees related to the annual unitholders meeting and annual financial reporting during the first quarter. Thus, net earnings in the second quarter were higher than those in the first quarter of 2008.

During the fourth quarter of 2008, a new tenant with a higher rental rate replaced the old tenant at 9203 – 35 Ave, Edmonton, AB. The in-place lease related intangible asset of the old tenant was amortized in full, which caused the non-recoverable expenses increased and net income decreased during the fourth quarter. Overall, there were no significant changes from quarter to quarter.

Quarter ended	December 31, 2008	September 30, 2008	June 30, 2008	March 31, 2008
Total assets	\$ 69,365,003	\$ 69,977,351	\$ 70,484,369	\$ 70,798,884
Total liabilities	43,889,262	44,122,708	44,310,226	44,354,706
Unitholders' equity	25,475,741	25,854,643	26,174,143	26,444,178
Income producing properties	65,721,618	66,092,795	66,315,101	66,606,588
Intangible assets	2,306,138	2,427,698	2,506,717	2,585,737
Mortgages payable	42,652,870	42,886,783	43,113,997	43,338,032

SUMMARY OF QUARTERLY RESULTS (continued)

Quarter ended	December 31, 2007	September 30, 2007	June 30, 2007
Total assets	\$ 72,077,937	\$ 45,105,548	\$ 10
Total liabilities	45,545,780	25,045,659	—
Unitholders' equity	26,532,157	20,059,889	10
Income producing properties	66,898,934	39,018,659	—
Intangible assets	2,664,756	1,262,557	—
Mortgages payable	43,546,918	23,990,914	—

Total income producing properties and intangible assets decreased in the quarter ended December 31, 2008 due to the amortization on buildings and intangible assets. The Trust incurred additional capital costs of \$91,806 during the quarter ended September 30, 2008, related to properties purchased in 2007. Prepaid expenses decreased slightly in the third and fourth quarters due to the expense of property taxes, which were paid during the second quarter. Cash decreased due to the distribution payments to unitholders. During the fourth quarter, the lender released \$135,000 from the mortgage reserve fund to PIRET. Total liabilities decreased during the quarter ended December 31, 2008 compared with the liabilities in the prior quarter due in most part to the repayment of mortgages payable.

SECTION IV**CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Trust's significant accounting policies are described in note 2 to the December 31, 2008 audited financial statements.

The policies that are most subject to estimation and judgement are outlined below.

Impairment of Assets

The Trust is required to write down to fair value any of its income producing properties that it determines to be impaired. The analysis involves assumptions of estimated occupancy, rental rates, residual value, and estimated future cash flow from operations over the anticipated holding period. In the event that these factors result in a carrying value that exceeds the sum of future undiscounted cash flows from the use of the properties, impairment charge would be recorded. From January 1 to December 31, 2008, no impairment charge was recorded.

Amortization

The buildings are amortized on a straight-line basis over their remaining estimated useful lives. Management is required to allocate a portion of the cost of acquisition of a property to the buildings and to assess the useful lives of an income producing property upon acquisition. In the event that the allocation to the building is inappropriate or the estimated useful life of the building proves incorrect, the amortization will not be appropriately reflected over future periods.

Property Acquisition

Management is required to make judgments and estimates upon property acquisition. The purchase price must be allocated to land, building, tenant improvements, and intangible assets. These estimates will impact rental income, amortization and depreciation expenses recorded in the financial statements.

NEW ACCOUNTING POLICIES

On January 1, 2008, the Trust adopted three new accounting standards: Section 1535 – Capital Disclosure; Section 3862 – Financial Instruments – Disclosures; and Section 3863 – Financial Instruments – Presentation.

Section 1535 requires the disclosure of an entity's objectives, policies and processes for managing capital; quantitative data about capital; whether the entity has complied with any capital requirements; and the consequences of non-compliance.

Sections 3862 and 3863 replace Section 3861 – Financial Instruments – Disclosure and Presentation, and emphasize more disclosures about the nature and extent of risks arising from financial instruments and how the entity manages risks.

The new requirements are for disclosure only and are included in note 2 of the financial statements for the year ended December 31, 2008.

FUTURE ACCOUNTING POLICY CHANGES

Goodwill and Intangible Assets

The CICA has issued a new accounting standard, Section 3064, Goodwill and Intangible Assets, which clarifies that costs can be capitalized only when they relate to an item that meets the definition of an asset. Section 1000, Financial Statement Concepts, was also amended to provide consistency with this new standard. The new and amended standards will be effective for the Trust's 2009 fiscal year, and will be adopted on a retroactive basis with restatement of prior years. The new standard has no impact on the Trust's financial statements.

International Financial Reporting Standards

In February 2008, the Canadian Accounting Standards Board ("AcSB") announced that Canadian generally accepted accounting principles ("GAAP") for publicly accountable entities will be replaced by International Financial Reporting Standards ("IFRS") for fiscal years beginning on January 1, 2011. The Trust will be required to provide IFRS comparative information for the previous fiscal year and the conversion to IFRS will be applicable to the Trust's reporting for the first quarter of 2011.

As a result, the Trust is currently developing a plan to convert its financial statements to IFRS. Management has identified differences in the conceptual framework between GAAP and IFRS and Management expects the transition to IFRS to impact various areas including but not limited to the accounting for investment properties, financial instruments, joint ventures and business combinations. As a result, Management is developing a plan to convert the Trust's financial statements to IFRS and in order to assess the full impact of IFRS on accounting policies, internal controls over financial reporting, notes disclosure, financial reporting, and business activities, and is providing additional training to key employees.

SECTION V

RISKS AND UNCERTAINTIES

All income producing property investments are subject to a degree of risk and uncertainty. They are affected by various factors including general market conditions and local market circumstances. An example of general market conditions would be the availability of long-term financing whereas local conditions would relate to factors affecting specific properties in a particular geographic location, such as changes in market lease rates as a result of an over supply of space or a reduction in demand for real estate. Management attempts to manage these risks through geographic diversification in the Trust's portfolio.

In the normal course of business, the Trust is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

RISKS AND UNCERTAINTIES (continued)

Unit Prices

It is not possible to predict the price at which units will trade and there can be no assurance that an active trading market for the units will be sustained. The units will not necessarily trade at values determined solely by reference to the value of the properties of PIRET. Accordingly, the units may trade at a premium or discount to the value implied by the value of PIRET's properties. The market price for the units may be affected by changes in general market conditions, fluctuations in the markets for equity securities and numerous other factors beyond PIRET's control.

Interest Rate and Financial Risk

Interest rate risk arises from the possibility that the value of, or cash flows related to, a financial instrument will fluctuate as a result of changes in market interest rates. The Trust is exposed to financial risk from the interest rate differentials between the market rate and the rates used on these financial instruments.

The Trust manages its financial instruments and interest rate risks based on its cash flow needs. The Trust minimizes interest rate risk by obtaining long-term, fixed rate mortgages whenever possible. It targets a conservative ratio of debt (including the face amount of any outstanding convertible debentures and any outstanding subordinated notes) to gross book value within the range of 60% to 65% and is restricted under the Trust Declaration to a maximum of 70%. Mortgages payable and the demand loan bear interest at fixed rates; therefore the Trust is not exposed to significant interest rate risk.

Credit Risk

The Trust is exposed to some credit risk with respect to the collection of rental revenue, but minimizes the risk by checking tenants' credit histories and requesting security deposits. As at December 31, 2008, trade receivables in the amount of \$Nil were 30 days past due. The current receivable was negative due to the tenants' year-end reconciliations.

Reliance on Single Tenant and Tenant Concentration Risk

PIRET's properties are single tenant properties. As at December 31, 2008, Team Tube / Encore Metals tenants generated 30% of total rental revenue, Shanahan's portfolio generated 24% of total rental revenue and Mabe generated 21% of total rental revenue. In the event that the above-listed tenants were to terminate their tenancies or become insolvent, the financial results of PIRET would be materially and adversely affected. Until such a time that PIRET is in a position to acquire more assets and further diversify its tenant base, Management has taken certain steps to mitigate any credit risk by instructing the third party property managers to closely monitor the tenants' compliance with the terms of their respective leases and to report any issues as soon as they are identified.

As at December 31, 2008, all of the Trust's tenants are current.

Currency Risk

The Trust is not exposed to currency risk since there are no foreign subsidiaries and the Trust does not enter into foreign currency transactions.

Lease Rollover Risk

Lease rollover risk arises from the possibility that the Trust may experience difficulty renewing leases as they expire or in re-leasing space vacated by tenants upon lease expiry. Management tries to sign long term leases to tenants to minimize lease rollover risk. Currently, the leases which will expire over the next 4 years represent 29% of total square footage. However, 100% of the leases expiring over the next 4 years have at least one renewal option for another 5 years.

In October 2008, a new tenant replaced the old tenant at 9203 – 35 Ave, Edmonton, AB, at a higher rental rate with a 5-year lease and one renewal option for another 5 years.

RISKS AND UNCERTAINTIES (continued)

Restrictions on Redemptions

It is anticipated that the redemption right will not be the primary mechanism for trust unitholders to liquidate their investments. PIRET notes or debt securities which may be issued or distributed in specie to trust unitholders in connection with redemption will not be listed on any stock exchange and no established market is expected to develop for such securities. Such securities may be subject to an indefinite “hold period” or other resale restriction under applicable securities laws. PIRET notes and debt securities so issued or distributed may not be qualified investments for deferred income plans. Regulatory approvals will be required in connection with an issuance or distribution of PIRET notes or debt securities in specie to holders of units in connection with the redemption of units. There are no notes or debt securities issued to unitholders as at December 31, 2008.

Environmental Risk

As an owner of real property, PIRET is subject to various federal, provincial and municipal laws relating to environmental matters. Such laws provide that PIRET could be liable for the costs of removal of certain hazardous substances and remediation of certain hazardous locations. The failure to remove or remediate such substances or locations, if any, could adversely affect PIRET’s ability to sell such real estate or to borrow using such real estate as collateral and could potentially result in claims against PIRET.

Management carries out environmental inspections before a property is purchased. In addition, most leases require tenants to conduct their businesses in accordance with environmental regulations and be responsible for liabilities arising out of any infractions. Management is not aware of any material non-compliance with environmental laws with respect to the current portfolio and is not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with the current portfolio.

Liquidity Risk

Real property investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity may tend to limit PIRET’s ability to vary its portfolio promptly in response to changing economic or investment conditions. If PIRET were required to liquidate a real property investment, the proceeds to PIRET might be significantly less than the aggregate carrying value of such property.

The terms and conditions of outstanding mortgages are as follows:

			December 31, 2008	December 31, 2007
MORTGAGES PAYABLE	Nominal interest rate	Year of maturity	Carrying value	
Mabe	5.677%	2016	\$ 8,223,806	\$ 8,348,270
Team Tube	5.480%	2011	13,527,298	13,830,599
De Baets	5.500%	2011	1,663,369	1,699,431
Tornado	5.670%	2012	2,717,299	2,793,618
Eurospec	5.382%	2015	4,713,627	4,800,000
Shanahan’s 57th	5.926%	2018	5,162,669	5,250,000
Shanahan’s portfolio - AB	5.754%	2012	5,314,027	5,460,000
Shanahan’s portfolio - SK and MB	6.000%	2009	1,330,775	1,365,000
Total mortgages payable			\$ 42,652,870	\$ 43,546,918

PIRET intends to refinance the mortgages when they mature. In December 2008, PIRET renewed two mortgages secured by 90 Park Lane and 225 Quebec Street for another year at a lower interest rate of 6% per annum (the original mortgages bore interest at 6.14%).

RISKS AND UNCERTAINTIES (continued)

Tax Risk

PIRET currently qualifies as a real estate investment trust (“REIT”) for Canadian income tax purposes. Thus, PIRET is not subject to income tax as long as the Trust distributes all income earned by the Trust to unitholders annually. If PIRET does not qualify or ceases to qualify as a REIT under the REIT exception, adverse consequences could arise including a non-deductible distributions amount being taxable to PIRET (with the result that the amount of cash available for distribution by PIRET would be reduced) and such amount also being included in the income of unitholders for purposes of the Tax Act as taxable dividends.

There can be no assurances that Canadian federal income tax laws respecting the treatment of mutual fund trusts and of REITs will not be changed, or that administrative and assessing practices of the Canada Revenue Agency will not develop in a manner which adversely affects PIRET or its unitholders.

RELATED PARTY TRANSACTIONS

PIRET is related to Sunstone Advisors (Canada) Inc., Sunstone Realty Advisors (2005) Inc., Sunstone Realty Advisors (2006) Inc., Sunstone Opportunity Fund (2005) Limited Partnership, Sunstone Opportunity (2007) Realty Trust and Sunstone Industrial Investments Inc. by virtue of having officers and directors in common.

Amounts due to related parties	December 31, 2008	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007
Sunstone Realty Advisors (2006) Inc.	\$ 65,000	\$ —	\$ —	\$ —	\$ 199,785
Sunstone Realty Advisors (2005) Inc.	225,000	225,000	225,000	225,000	225,000
Sunstone Advisors (Canada) Inc.	—	—	—	—	195,000
Sunstone Opportunity (2007) Realty Trust	—	—	—	—	277,500
Sunstone Industrial Investments Inc.	49,000	—	—	—	—
Included in accounts payable and accrued liabilities	\$ 114,000	\$ —	\$ 225,000	\$ 225,000	\$ 897,285
Included in demand note	\$ 225,000	\$ 225,000	\$ —	\$ —	\$ —

Amounts paid by related parties	December 31, 2008	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007
Sunstone Realty Advisors (2006) Inc.	\$ 65,000	\$ —	\$ —	\$ —	\$ 199,785
Sunstone Realty Advisors (2005) Inc.	—	—	—	—	225,000
Sunstone Advisors (Canada) Inc.	—	—	—	—	195,000
Sunstone Opportunity (2007) Realty Trust	—	—	—	—	277,500
Sunstone Industrial Investments Inc.	49,000	—	—	—	—
Total amounts paid by related parties	\$ 114,000	\$ —	\$ —	\$ —	\$ 897,285

PIRET is related to Sunstone Advisors (Canada) Inc., Sunstone Realty Advisors (2005) Inc., Sunstone Realty Advisors (2006) Inc., Sunstone Opportunity Fund (2005) Limited Partnership, Sunstone Opportunity (2007) Realty Trust and Sunstone Industrial Investments Inc. by virtue of having officers and directors in common.

Sunstone Realty Advisors (2006) Inc. paid \$Nil (2007 - \$24,785) in offering costs and \$Nil (2007 - \$175,000) in property acquisition costs on behalf of PIRET. This amount was reimbursed in 2008. Included in accounts payable and accrued liabilities is \$65,000 advanced by Sunstone Realty Advisors (2006) Inc. to fund working capital requirements. The amount, which was non interest-bearing and due on demand, was repaid in January 2009.

RELATED PARTY TRANSACTIONS (continued)

Sunstone Realty Advisors (2005) Inc. paid \$Nil (2007 - \$225,000) in property acquisition costs on behalf of PIRET. Commencing July 1, 2008, \$225,000 was evidenced by a demand note, bearing interest at 4.75% per annum. Interest of \$5,373 is included in accounts payable and accrued liabilities.

Sunstone Advisors (Canada) Inc. paid \$Nil (2007 - \$195,000) in property acquisition costs on behalf of PIRET. This amount was reimbursed during 2008.

Sunstone Realty Advisors (2007) Inc. paid \$Nil (2007 - \$277,500) in property acquisition costs on behalf of PIRET. This amount was reimbursed during 2008.

Sunstone Industrial Investments Inc. advanced \$49,000 to PIRET to fund working capital requirements in October and November 2008. This amount is in accounts payable and accrued liabilities as at December 31, 2008. The balance is non interest-bearing and is due on demand.

PIRET has entered an Asset Management Agreement with Sunstone Industrial Advisors Inc. (“Sunstone Management”) whereby Sunstone Management will provide asset management, administrative and reporting services to PIRET. Under the Asset Management Agreement, PIRET will reimburse Sunstone Management for all reasonable expenses associated with the operation of PIRET, including any third party costs which are reasonably incurred by Sunstone Management on behalf of PIRET, but not personnel costs incurred by Sunstone Management in managing PIRET. During the periods ended December 31, 2008 or December 31, 2007, Sunstone Management did not charge PIRET pursuant to the Asset Management Agreement.

OUTSTANDING UNIT DATA

The beneficial interests in the Trust are divided into trust units and subordinated units. The Trust, pursuant to an agency agreement dated August 13, 2007, filed a final prospectus on August 13, 2007 in each of the provinces of Canada in connection with its initial public offering of 4,750,000 trust units at a price of \$4.00 per unit for total gross proceeds of \$19 million (the “Offering”). Sunstone Industrial Investments Inc. (“Sunstone Industrial”) subscribed for 250,000 subordinated units at a price of \$4.00 per unit for total gross proceeds of \$1 million concurrent with the closing of the offering.

On September 20, 2007, the syndicate of agents associated with PIRET’s initial public offering exercised a portion of the over-allotment option granted to them in conjunction with such offering, resulting in the issuance by PIRET of 550,000 additional trust units at a price of \$4.00 per unit for gross proceeds of \$2,200,000. At the same time, Sunstone Industrial purchased 28,947 subordinated units at \$4.00 per unit for additional gross proceeds of \$115,788.

On December 20, 2007, the Trust issued additional 2,150,000 trust units to public at a price of \$3.80 per unit for gross proceeds of \$8,170,000.

On January 18, 2008, the syndicate of agents exercised a portion of the over-allotment option granted relating to the second public offering, resulting in the issuance by PIRET of 76,263 additional trust units at a price of \$3.80 per unit for gross proceeds of \$289,799. Costs relating to the over-allotment including an agency fee are aggregate of \$67,878.

Except as set out in the Trust Declaration, no trust unit or subordinated unit has any preference or priority over another. All units have equal voting rights at meetings of unitholders.

Upon completion of the offerings and exercise of the over-allotment option, holders of the trust units share in a 95% equity interest (“Unit Percentage Interest”) in all distributions and all net assets of the Trust and Sunstone Industrial, as the holder of the subordinated units, shares in a 5% equity interest (“Subordinated Unit Percentage Interest”) in all distributions and all net assets of the Trust.

As at December 31, 2008, the total number of trust units outstanding was 7,526,263 (December 31, 2007 - 7,450,000) and the total number of subordinated units outstanding was 278,947 (December 31, 2007 – 278,947).

As at the date of this MD&A, the total number of trust units outstanding was 7,526,263 and the total number of subordinated units outstanding was 278,947.

OUTSTANDING UNIT DATA (continued)

In February 2008, the Trustees approved a restricted unit plan, which will be used as an incentive plan to align the interests of the Trustees, key employees, key management and consultants with the success of the Trust. Each restricted unit and distribution restricted unit will give the participant the right to receive the fair market value of such vested restricted unit on the redemption date. **However, the restricted units granted to a participant and any associated distribution restricted units shall not vest, and the participant shall not be entitled to such restricted units or associated distribution restricted units if the performance criteria, which are specified in the grant agreements, are not met. The performance criteria as outlined in the grant agreements stipulates that the restricted units granted on February 20, 2008 shall not vest, and the participants shall not be entitled to and shall not have any interest in such restricted units or associated distribution restricted units, until the Trust's market capitalization reaches \$100,000,000 on the Vesting Date.** As at December 31, 2008, the Trust has issued a total of 30,000 restricted units and 2,608 related distribution restricted units. The purposes of the Plan are to:

- (i) support the achievement of the Trust's performance objectives;
- (ii) ensure that the interests of Trustees, key management and key employees are aligned with the success of the Trust;
- (iii) provide incentive bonus compensation which is calculated based on the grant of restricted units and the appreciation in value of such units (including distributions payable in respect thereof) from the grant date until the redemption date, thereby rewarding the efforts of participants in the year of grant and providing additional incentive for their continued efforts in promoting the growth and success of the business of the Trust; and
- (iv) attract, retain and motivate Trustees, key management and key employees critical to the long-term success of the Trust and the participating entities.

SECTION VI

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The acting President undertook an assessment under his direct supervision of the design of PIRET's internal controls over financial reporting as at December 31, 2008, and based on that assessment determined that PIRET's internal controls over financial reporting were appropriately designed.

Due to the inherent limitations in all control systems, an evaluation of controls can provide only reasonable, not absolute assurance, that all control issues and instances of fraud or error, if any, have been detected.

SECTION VII

OUTLOOK

Over the past few months, the global financial and real estate markets have experienced dramatic changes. These changes have resulted in increasing uncertainty as sources of funds are limited, which in turn has resulted in significant constraints on access to capital, tighter lending standards and slower lease commitments from tenants. Notwithstanding these factors, the Trustees believe that the fundamentals in PIRET generally remain strong due to the 100% occupancy rate and diversified tenant base. This is further evidenced by the profitable sale of 509 – 44th Street East in Saskatoon on January 2, 2009 and the successful renewal of two mortgages at a better rate than the previous rate. Furthermore, PIRET's low indebtedness ratio provides PIRET with the ability to access debt markets even when these markets are tight and given PIRET's quality of assets, the trust does not anticipate any issues relating to refinancing existing mortgages that are maturing. From January 1 to December 31, 2009, PIRET only has approximately \$1.3 million of mortgages maturing. While having relatively low debt leverage exposure is important in current economic conditions, the quality of current rental revenue available to service the debt and pay distributions to trust unitholders is equally important. Even though 2009 will be challenging, the Trustees believe that PIRET will remain competitive and the new environment could present some exciting opportunities for PIRET.

The Trustees believe that superior returns can be achieved by targeting properties in both primary and secondary markets across Canada. PIRET intends to acquire properties in clusters and asset sizes that will ensure regional economies of scale and geographic diversification in its portfolio. Acquisitions will be primarily in the \$3 to \$20 million range per property. PIRET will focus on acquiring industrial assets with strong tenant bases, low vacancy rates and existing long-term leases. In addition to providing cash flow stability, these higher quality tenants typically require fewer resources to manage individual properties. Furthermore, PIRET intends to acquire properties that are in good to superior physical condition with little to no deferred maintenance.

The initial portfolio acquired on August 22, 2007 is comprised of ten properties located in the provinces of British Columbia, Alberta, Manitoba, Ontario and Quebec, having an aggregate of 469,641 square feet of rentable premises. Each property within the portfolio is currently 100% leased to a single tenant. Based on total square footage, 96% of the leases will expire after 2016. The November and December 2007 acquisitions included eight single tenant properties having an aggregate of 343,638 square feet of rental premises. These acquisitions follow the above criteria, which enables the Trust to meet its objectives for the future. There were no new acquisitions in 2008.

SUBSEQUENT EVENTS

PIRET disposed of its property located at 509 – 44th Street East, Saskatoon, SK, part of the Shanahan's portfolio, in January 2009 for gross proceeds of \$625,000 less standard closing costs and adjustments. PIRET paid off the mortgage secured by the property upon closing the transaction.

ADDITIONAL INFORMATION

Additional information relating to PIRET is available on SEDAR at www.sedar.com or on PIRET's website at www.piret.ca.