

**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF OPERATIONS AND FINANCIAL CONDITION**
Nine months Ended September 30, 2009

The following should be read in conjunction with the unaudited consolidated interim financial statements and accompanying notes for the nine months ended September 30, 2009 prepared under **Canadian Generally Accepted Accounting Principles**.

Date of MD&A

November 12, 2009

Forward Looking Statement Advisory

Certain information included in this Management Discussion and Analysis ("MD&A") contains forward-looking statements within the meaning of applicable securities laws including, among others, statements concerning our 2009 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.

Properties Owned

Homburg Invest Inc. ("Homburg Invest" or the "Company") is a public real estate company owning 263 properties with an estimated net book value of \$3.5 billion and 20.4 million square feet of space as at September 30 2009 in four main asset classes: office, retail, industrial, and multi-family residential.

Property type	September 30, 2009 (Thousands, except for properties and units)				December 31, 2008 (Thousands, except for properties and units)			
	No. of buildings	NBV	No of units	Gross Square Footage	No. of buildings	NBV	No of units	Gross Square Footage
Office	104	\$1,830,231		6,989	104	\$1,954,563		6,989
Retail	91	729,180		6,290	91	766,193		6,290
Residential	13	82,836	824	725	13	84,128	824	725
Industrial	38	461,050		6,356	38	505,433		6,356
Sub total	246	3,103,297	824	20,360	246	3,310,317	824	20,360
Properties held for development (a)	8	138,811			7	125,742		
Construction projects for resale (b)	6	128,846			6	139,154		
Properties under construction (c)	3	122,448			3	95,666		
Total	263	\$3,493,402	824	20,360	262	\$3,670,879	824	20,360

a) Properties held for development - a 146 acre parcel of land on the outskirts of Calgary, Alberta, that will be developed into single family and multi residential units; a 140 acre parcel of land on the outskirts of Calgary, Alberta, that will be developed into single family and multi residential units; a parcel of land in Calgary, Alberta that will be developed into a condominium complex containing 214 units; a 217 acre parcel of land in Calgary, Alberta that will be developed into commercial properties; a 39 acre parcel of land in Calgary, Alberta that will be developed primarily into approximately 600 single family dwellings; a one third interest in a 777 acre parcel of land on the outskirts of Calgary, Alberta that will be developed into a mix of commercial, industrial, single family and multi-residential units; a parcel of land in Montreal, Quebec; and a 4 story building in Montreal, Quebec.

b) Construction projects for resale - 32 condominium units in Calgary, Alberta; 25 condominium units in the Eau Claire area of Calgary, Alberta; 84 condominium units in Grande Prairie, Alberta; 20 condominium units in Charlottetown, Prince Edward Island; a one third interest in 18 condominium units in Montreal, Quebec; and a 458 unit condominium complex in Calgary, Alberta.

c) Properties under construction - a parcel of land in Calgary, Alberta that will be developed into a seven building office campus; a one third interest in 98 condominium units and 5 acre parcel that will be redeveloped into office, retail and hotel space in Montreal, Quebec; and a parcel of land in Charlottetown, Prince Edward Island that will be developed into an office tower and hotel.

Non-GAAP Financial Measures

The MD&A includes measures widely accepted within the real estate industry which are not defined by Canadian Generally Accepted Accounting Principles ("GAAP"). 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 GAAP 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 earnings (loss) adjusted for depreciation and amortization, future and capital income taxes (recovery), loss (gain) on sale of assets, fair value change in financial instruments, loss (gain) on derivative instruments, goodwill impairment loss, impairment loss on development properties, and foreign exchange loss (gain).

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

The following table reconciles GAAP net earnings (loss) to FFO for the three and nine months ending September 30 of 2009 and 2008:

	3 Months Ended September 30 2009	9 Months Ended September 30 2009	3 Months Ended September 30 2008	9 Months Ended September 30 2008
	(Thousands)	(Thousands)	(Thousands)	(Thousands)
Net earnings (loss) from continuing operations	\$(20,922)	\$(25,963)	\$4,307	\$22,850
Add (deduct):				
Gain on sale of assets		(2,252)		
Depreciation and amortization	19,034	59,630	16,372	54,334
Future and capital income taxes (recovery)	(9,508)	(19,696)	903	(2,397)
Fair value change in financial instruments	1,060	1,997	5,034	12,131
Impairment loss on development properties	5,501	5,501		
Loss (gain) on derivative instruments	3,316	8,127	5	907
Foreign exchange loss (gain)	(5,405)	(16,183)	(6,361)	(5,398)
Funds from operations (FFO)	\$(6,924)	\$11,161	\$20,260	\$82,427
Add (deduct): Gross profit from sale of development properties	18,817	25,016	(10,181)	(46,353)
FFO, net of gross profit from sale of development properties	\$11,893	\$36,177	\$10,079	\$36,074

Selected Annual Information

The following financial information is being provided under National Instrument 51-102 *Continuous Disclosure Obligations*. The annual information shown below is provided for the last three years, and the quarterly information for the last eight quarters is provided in the following section. The Company's reporting currency is Canadian dollars.

On December 12, 2008, the Company's shareholders approved a stock consolidation of the Class A Subordinate Voting Shares and Class B Multiple Voting Shares. Under the consolidation, each 10 pre-consolidation shares, whether Class A or Class B, were exchanged for 1 post-consolidation share in the same class of share, either of Class A or Class B. The terms of the Class A and Class B shares remained otherwise unchanged.

In September 2008, the Company declared a dividend of \$2.25 per share on all issued and outstanding shares. The dividend was paid "in-kind" by issuing Class A Subordinate Voting Shares at a fair value price of \$32.65 per share. The fair value was determined based on the weighted average trading price of the Class A Shares for a five day trading period prior to the date of the dividend declaration. After giving effect to the cash payment of non-resident withholding taxes and fractional shares, 0.068593 Class A Shares were issued for each outstanding Class A and Class B Multiple Voting Share.

All current and comparative reported share and per share amounts have been retrospectively adjusted to reflect the 1 for 10 stock consolidation and the dilutive effect of the "in-kind" dividend.

	December 31 2008	December 31 2007	December 31 2006
	(Thousands, except for per share calculations)		
Property revenue	\$309,579	\$207,331	\$116,742
Sale of properties developed for resale	191,260	229,139	45,968
Gain on sale of assets	443	2,051	8,775
Gain on derivative instruments		2,303	1,680
Other income	4,841	25,111	3,704
Total revenue and other gains	\$506,123	\$465,935	\$176,869
Net operating income	\$225,158	\$162,158	\$103,113
Earnings (loss) from continuing operations before income taxes	\$(99,864)	\$97,597	\$31,167
Per share			
- basic	\$(5.04)	\$6.00	\$2.82
- diluted	\$(5.04)	\$5.72	\$2.66
Net earnings (loss) from continuing operations	\$(96,083)	\$81,327	\$22,962
Per share			
- basic	\$(4.85)	\$5.00	\$2.08
- diluted	\$(4.85)	\$4.76	\$1.96
Net earnings (loss) from discontinued operations	\$Nil	\$(2,159)	\$Nil
Per share			
- basic	\$Nil	\$(0.13)	\$Nil
- diluted	\$Nil	\$(0.12)	\$Nil
Net earnings (loss)	\$(96,083)	\$79,168	\$22,962
Per share			
- basic	\$(4.85)	\$4.87	\$2.08
- diluted	\$(4.85)	\$4.64	\$1.96
Funds from operations	\$91,343	\$124,159	\$37,557
Per share			
- basic	\$4.61	\$7.63	\$3.41
- diluted	\$4.61	\$7.27	\$3.21
Total assets	\$4,029,922	\$3,531,608	\$2,197,512
Total long term financial liabilities	\$2,981,851	\$2,122,724	\$1,645,911
Dividend declared per share	\$4.49	\$3.93	\$2.81

The annual results reflect the continued growth of the Company's property portfolio. The most significant transactions in the three year period were: the acquisition of 12 buildings, May 1, 2006 in Germany for \$610.4 million; the acquisition of 4 buildings, June 2006 in The Netherlands for \$199.9 million; the acquisition of 17

buildings in Quebec, Canada through the Alexis Nihon transaction for \$552.6 million in April 2007; the acquisition of the CN Central Station Complex in Montreal, Canada for \$369.4 million in December 2007; the acquisition of 54 buildings in the Baltics for \$221.9 million in December 2007 and March 2008; and the acquisition of an 80% interest in 9 limited partnerships in the US for \$139.4 million in December 2007. These transactions have had a significant impact on the annual numbers for the years in which they were acquired and subsequent years.

The growth in square footage from these acquisitions has seen the Company increase from 154 income producing properties consisting of 11.8 million square feet at December 31, 2006 to 223 income producing properties consisting of 19.7 million square feet at December 31, 2007, to 246 income producing properties consisting of 20.4 million square feet at December 31, 2008.

The square footage increase of 67.0% from 2006 to 2007 is in line with the 80.8% increase in Property Revenue over the same period. The 47.1% increase in Property Revenue from 2007 to 2008, is not consistent with the 3.6% increase in square footage over the same period; as noted above, there were three large acquisitions in December of 2007 totaling \$730.7 million, that had a minimal impact on Property Revenue in fiscal 2007.

As outlined in the next section, Summary of Quarterly Results, there are periodic variances in the Sale of Properties Developed for Resale. Predominately this relates to the profit recognition on the sale of 90% of the Homburg Harris Centre in the fourth quarter of 2007, which is predominately why the amount of revenue increased from \$46.0 million in 2006 to \$191.1 million at December 31, 2007. Revenue recognition did continue in 2008, and the Company recorded \$186.4 million in revenue. The decrease relates to the completion of Tower 1 of the Homburg Harris Centre.

Summary of Quarterly Results

	3 Months Ended September 30 2009	3 Months Ended June 30 2009	3 Months Ended March 31 2009	3 Months Ended December 31 2008
	(Thousands, except for per share calculations)			
Property revenue	\$76,131	\$82,232	\$80,032	\$82,598
Sale of properties developed for resale	8,731	18,639	23,511	12,544
Dividend income and distributions	470	375	7	28
Other income	6,292	6,280	7,540	8
Gain (loss) on derivative instrument		3,896		
Gain on sale of assets		648	1,602	443
Total revenue and other gains	\$91,624	\$112,070	\$112,692	\$95,621
Net operating income	\$53,688	\$56,851	\$57,195	\$58,780
Income (loss) before income taxes	\$(29,459)	\$(1,135)	\$(10,889)	\$(123,939)
Per share				
- basic	\$(1.49)	\$(0.06)	\$(0.55)	\$(6.23)
- diluted	\$(1.49)	\$(0.06)	\$(0.55)	\$(6.23)
Net earnings (loss)	\$(20,922)	\$3,321	\$(8,362)	\$(118,933)
Per share				
- basic	\$(1.08)	\$0.16	\$(0.42)	\$(5.95)
- diluted	\$(1.08)	\$0.15	\$(0.42)	\$(5.95)
Funds from operations	\$(6,924)	\$4,882	\$13,203	\$8,916
Per share				
- basic	\$(0.35)	\$0.25	\$0.66	\$0.45
- diluted	\$(0.35)	\$0.24	\$0.66	\$0.45
Total assets	\$3,796,573	\$3,879,411	\$3,961,354	\$4,029,922
Total long term financial liabilities	\$2,792,816	\$2,847,999	\$2,892,482	\$2,981,851
Dividend declared per share	\$0.00	\$0.00	\$0.00	\$0.00

There were no discontinued operations during the above periods.

	3 Months Ended September 30 2008	3 Months Ended June 30 2008	3 Months Ended March 31 2008	3 Months Ended December 31 2007
(Thousands, except for per share calculations)				
Property revenue	\$75,740	\$76,879	\$74,362	\$59,238
Sale of properties developed for resale	41,368	48,451	88,897	194,133
Dividend income and distributions	24	106	2,834	15
Other income	7,435	174	624	4,641
Gain on derivative instrument				5
Gain (loss) on sale of assets				(128)
Total revenue and other gains	\$124,567	\$125,610	\$166,717	\$257,904
 Net operating income	 \$55,028	 \$56,561	 \$54,789	 \$42,467
 Income (loss) before income taxes	 \$7,499	 \$8,499	 \$8,077	 \$75,062
Per share - basic	\$0.38	\$0.43	\$0.42	\$3.89
- diluted	\$0.37	\$0.41	\$0.41	\$3.79
 Net earnings (loss)	 \$4,307	 \$9,325	 \$9,218	 \$63,959
Per share - basic	\$0.22	\$0.47	\$0.48	\$3.31
- diluted	\$0.21	\$0.46	\$0.47	\$3.23
 Funds from operations	 \$20,260	 \$28,532	 \$33,634	 \$86,485
Per share - basic	\$1.01	\$1.43	\$1.74	\$4.48
- diluted	\$0.99	\$1.39	\$1.70	\$4.37
 Total assets	 \$3,736,084	 \$3,833,374	 \$3,806,589	 \$3,531,608
 Total long term financial liabilities	 \$2,620,741	 \$2,723,397	 \$2,640,740	 \$2,122,724
 Dividend declared per share	 \$2.25	 \$0.00	 \$2.25	 \$0.00

There were no discontinued operations during the above periods

The loss in the fourth quarter of 2008 was the result of the global economic situation leading to non cash write offs totaling \$117.1 million. The largest was a goodwill impairment of \$63.5 million, and \$28.6 million in fair value adjustments with respect to derivatives, and other financial instruments.

The commentary in the Selected Annual Information is more clearly illustrated when reviewing the last eight quarters. With the successful acquisition program of 2007, culminating with \$730.7 million of acquisitions in the quarter ended December 2007, Property Revenue of \$59.2 million and NOI of \$42.5 million increased to \$74.4 million and \$54.8 million in the first quarter of 2008.

Subsequent to the acquisitions, NOI has been stable over the next seven quarters. Property revenue has fluctuated slightly driven by the peaking of the foreign exchange rate between the CAD and EUR in December 2008. Throughout 2009, this rate has decreased from 1.72 CAD per EUR to 1.58 at September 30.

Overall Performance

Net loss for the third quarter of 2009 was \$(20.9) million or \$(1.08) per share compared to net earnings of \$4.3 million in 2008 or \$0.22 per share. The significant change from 2008 is the Company realized an \$(18.8) million loss (2008 - \$10.2 million profit) from the Sale of Properties Developed for Resale resulting primarily from budget adjustments related to unexpected increased costs as PennWest Tower II nears completion, and the sale of condominiums at current market prices.

The Company recognized a foreign exchange gain of \$5.4 million in the third quarter of 2009 (September 30, 2008 - \$6.4 million) as a result of the strengthening of the CAD against the EUR.

The Company has reduced its exposure to interest rate risk through the use of interest rate swaps on specific variable interest rate debt amounts. During the third quarter of 2009, as a result of low interest rates on variable rate debt, the Company recorded a loss of \$3.3 million (September 30, 2008 - \$5.0 thousand loss) on these derivative instruments.

Results of Operations

The segmented information related to each property classification is summarized below. Revenue for purposes of this analysis includes rental revenue and tenant cost recoveries. Net operating income has been calculated by deducting from property revenue the direct property operating expenses related thereto, and is exclusive of general and administrative expenses, depreciation and amortization, and interest on related debt.

Office Portfolio	3 Months Ended September 30 2009	3 Months Ended September 30 2008	9 Months Ended September 30 2009	9 Months Ended September 30 2008
	(Thousands)			
Property revenue	\$42,359	\$40,857	\$132,689	\$121,904
Net operating income	\$32,437	\$31,162	\$100,401	\$94,256

Homburg Invest's office portfolio consists of 104 (September 30, 2008 - 103) small to medium sized office buildings in Canada, the United States and Europe with a total area of 7.0 million square feet. Third quarter property revenue was \$42.4 million compared to \$40.9 million in the same period of 2008 while net operating income was \$32.4 million versus \$31.2 million in 2008.

Overall occupancy in the office portfolio was 95% at September 30, 2009 (94% - September 30, 2008).

Retail Portfolio	3 Months Ended September 30 2009	3 Months Ended September 30 2008	9 Months Ended September 30 2009	9 Months Ended September 30 2008
	(Thousands)			
Property revenue	\$23,389	\$21,905	\$72,130	\$66,804
Net operating income	\$13,387	\$13,447	\$41,093	\$40,547

Homburg Invest's retail portfolio consists of 91 (September 30, 2008 - 91) retail properties, including the Confederation Court Mall in Charlottetown, PEI, Place Alexis Nihon in Montreal, Quebec, and seven big box Zellers locations across Canada, having total rentable square footage of 6.3 million square feet. The retail rental revenue and net operating income for the third quarter on the properties held on September 30, 2009 have increased 6.8% and decreased (0.4)% respectively in the quarter over the same period in 2008 primarily related to scheduled lease increases.

Overall occupancy in the retail portfolio was 97% at September 30, 2009 (96% - September 30, 2008).

Residential Portfolio	3 Months Ended September 30 2009	3 Months Ended September 30 2008	9 Months Ended September 30 2009	9 Months Ended September 30 2008
	(Thousands)			
Property revenue	\$2,564	\$2,652	\$7,860	\$8,016
Net operating income	\$916	\$1,114	\$3,009	\$3,811

Homburg Invest's residential portfolio is primarily located in Nova Scotia, New Brunswick and Quebec, and consists of 13 (September 30, 2008 - 13) properties with 824 (September 30, 2008 - 824) units as at September 30, 2009.

Net operating income for the third quarter of 2009 was \$0.9 million compared to \$1.1 million in the same period in 2008.

The residential portfolio maintained a high overall average occupancy rate during 2009 and at September 30, 2009 the occupancy rate was 97% (97% - September 30, 2008).

Industrial Portfolio	3 Months Ended September 30 2009	3 Months Ended September 30 2008	9 Months Ended September 30 2009	9 Months Ended September 30 2008
	(Thousands)			
Property revenue	\$7,819	\$10,326	\$25,716	\$30,257
Net operating income	\$6,948	\$9,305	\$23,231	\$27,764

Homburg Invest's industrial portfolio consists of 38 (September 30, 2008 - 38) industrial buildings located in Canada, the US and Europe with a total area of 6.4 million square feet. The Company's industrial buildings generated \$7.8 million total rental revenue in the third quarter of 2009 and \$6.9 million in net operating income compared to \$10.3 million total rental revenue in the third quarter of 2008 and \$9.3 million in net operating income.

Overall occupancy in the industrial portfolio was 87% at September 30, 2009 (99% - September 30, 2008). The increased vacancy is due to two properties in the Netherlands, Uden and Houten, being vacated by the tenants. The company is currently looking at releasing the properties.

Development Properties

The Company has continued to realize upon its development pipeline with sales in Grande Prairie, Calgary, and Edmonton, Alberta and Charlottetown, Prince Edward Island of \$8.7 million for the three months ended September 30, 2009 (September 30, 2008 - \$41.4 million). The related cost of properties sold was \$27.5 million (September 30, 2008 - \$31.2 million). This loss in the period is the result of selling condo's to repatriate cash and cost overruns.

Homburg's development projects include condominium developments that have yet to fully realize their cash flow from the sales of units. During 2009 market conditions have changed to a degree that the previously forecasted cash flows from the sale of these units is no longer expected to be attainable. This condition has indicated an impairment to these assets held for resale and management has determined that the carrying value of these assets may not be fully recoverable.

Management has investigated the possibility of impairment at September 30, 2009 and has concluded, based on the estimated cash flows, as determined from the sales prices for future committed and forecasted sales, that the carrying value of these assets exceeds their net realizable value, which includes a deduction for estimated selling costs, of the assets.

The estimated impairment was determined as follows:

Carrying Value of the Assets	\$ 46.1
Net Realizable Value	<u>40.6</u>
	<u><u>\$ 5.5</u></u>

In light of the current lending environment, the Company is currently assessing each development property to determine the optimal deployment of resources. The Company does not anticipate expending any material amount of its cash resources on its development pipeline. Future development pipeline work will only proceed when the financing environment improves.

Interest Expense

Interest expense for the third quarter was \$39.5 million in 2009, compared to \$40.1 million in the same period in 2008, a decrease of \$0.6 million.

The Company's debt consists of \$2.4 billion in fixed rate debt and \$525.7 million in variable rate debt. The weighted average variable interest rate on long term debt decreased to 2.05% from 4.47%, and fixed interest rate decreased to 5.92% from 5.94% at December 31, 2008. For the nine months ended September 30, 2009, Homburg Invest had total interest coverage from continuing operations of 1.22:1 (September 30, 2008 - 1.67:1) (total revenue less unrealized fair value gains, property operating expenses, cost of property sales and general and administrative expenses ÷ interest expense) and a debt to equity ratio of 5.70:1 (December 31, 2008 - 6.18:1) (long term debt, construction financing, long term payables, Homburg Capital Securities A liability and demand loans ÷ shareholders' equity).

Depreciation and Amortization

Depreciation and amortization amounted to \$16.6 million in the third quarter of 2009, an increase of \$1.9 million over 2008's third quarter charge of \$14.7 million.

General and Administrative

General and administrative expenses totaled \$5.1 million in the third quarter of 2009 compared to \$5.2 million in the same period of 2008.

Financial Condition

Assets

Total assets decreased from \$4.0 billion at December 31, 2008 to \$3.8 billion at September 30, 2009. The table below summarizes Homburg Invest's asset base.

	September 30 2009	December 31, 2008
	(Millions)	(Millions)
Investment properties	\$3,103.3	\$3,310.3
Development properties	390.1	360.5
Receivables and other	135.3	138.4
Intangible assets	87.3	110.1
Long term investments	31.4	40.1
Restricted cash	22.8	26.0
Cash	16.7	16.4
Currency guarantee receivable	9.7	28.2
	<u>\$3,796.6</u>	<u>\$4,030.0</u>

Intangible Assets/Liabilities

The business combination accounting relating to the recording of the property acquisitions requires that the asset values be allocated to the physical assets acquired and intangible assets/liabilities. The intangible assets/liabilities result from an evaluation of: the lease contracts compared to current market rental rates at the time of the

acquisition; in-place leases; lease origination costs; and, tenant relationships. In the nine months ended September 30, 2009 it was determined that \$NIL (December 31, 2008 - \$13.3 million) of the purchase price of various acquisitions related to the intangible assets and below market rental contracts and are recorded as respective assets and liabilities which will be amortized over the term of the appropriate leases. The remaining change in the carrying value relates to amortization and foreign currency fluctuations.

Receivables and other

Receivables consist of \$19.5 million (December 31, 2008 - \$14.1 million) in amounts due from tenants which arise from the normal course of operations; \$39.1 million (December 31, 2008 - \$69.3 million) on the sale of properties developed for resale; and \$0.1 million (December 31, 2008 - \$1.4 million) due for GST rebates on development projects and VAT on foreign subsidiaries. The remaining receivables and other at September 30, 2009 include: \$0.2 million (December 31, 2008 - \$NIL) in Homburg Capital Securities A proceeds receivable; \$45.3 million (December 31, 2008 - \$40.6 million) in deferred rental receipts; \$8.5 million (December 31, 2008 - \$4.0 million) in prepaid expenses; \$11.0 million (December 31, 2008 - \$NIL) in related party receivable; deferred leasing costs of \$9.9 million (December 31, 2008 - \$9.0 million); and \$1.7 (December 31, 2008 - \$8.1) of notes receivable.

Long Term Investments

The long term investments are in Cedar Shopping Centers, Inc., a New York Stock Exchange listed REIT and represents approximately 0.1% (December 31, 2008 - 0.1%) of the outstanding shares; a 10% interest in DEGI Homburg Harris Limited Partnership, which owns an office complex under development; a 20% interest in Homburg Eastern European Fund B.V., which is developing investment properties; and DIM Vastgoed N.V. ("DIM"), a NYSE Euronext Amsterdam listed company with properties in the southeastern United States. Our investment in DIM allows the Company to control approximately 9% (December 31, 2008 - 24%) of the voting rights. Mr. Homburg is a Director of Cedar Shopping Centers, Inc.. The Company entered into an agreement for the sale of the remaining DIM shares to Equity One Inc. Under the agreement, the Company has granted Equity One Inc. an irrevocable proxy with respect to the voting rights of these shares, and Equity One Inc. will acquire the DIM shares from the Company once the Company has obtained these DIM shares in October 2010.

Capital Structure

The table below summarizes Homburg Invest's capital structure.

	<u>September 30 2009</u>		<u>December 31, 2008</u>	
	<u>(Millions)</u>		<u>(Millions)</u>	
Long term debt	\$2,762.5	78.8%	\$2,952.1	80.0%
Construction financing	111.0	3.2%	102.4	2.8%
Long term payables	24.7	0.7%	25.3	0.7%
Homburg Capital Securities A	4.5	0.1%		
Due to DIM shareholders	3.6	0.1%	4.4	0.1%
Non-construction demand loans	63.0	1.8%	78.5	2.1%
Notes payable	14.7	0.4%	12.3	0.3%
	<u>\$2,984.0</u>	<u>85.1%</u>	<u>\$3,175.0</u>	<u>86.0%</u>
Shareholders' equity	<u>521.3</u>	<u>14.9%</u>	<u>513.7</u>	<u>14.0%</u>
	<u>\$3,505.3</u>	<u>100.0%</u>	<u>\$3,688.7</u>	<u>100.0%</u>

Long Term Debt

Mortgages payable on revenue producing properties decreased by \$35.3 million during the third quarter of 2009. New borrowings and debt assumptions amounted to \$14.7 million in the quarter while \$10.4 million was applied to the mortgage debt as required under normal principal payments, dispositions and refinancing. The remaining \$39.6 million relates to the impact of changes in foreign exchange rates on the EUR and USD denominated debt.

The Company is protected from fluctuations in exchange rates on certain Euro denominated bonds. Subsequent to the issuance of the Series 2, 4, 5, 6 and 7 mortgage bonds, the Canadian dollar has strengthened against the Euro to the extent of \$9.8 million at September 30, 2009, down from a \$28.2 million receivable as at December 31, 2008.

The final settlement of the currency asset or obligation will take place at the earliest of the cancellation or termination of the agreement, the retirement of the bonds or their scheduled maturity. As a result of the guarantee, there is no earnings impact related to changes in currency value of the bonds.

The Junior subordinated notes require interest only payments until maturity in 2036. The notes, which consist of EUR €25.0 million and USD \$20.0 million, have a fixed interest rate until 2016 and variable thereafter until maturity. The Company has a redemption option effective in 2011 until maturity, and the outstanding balances are translated at period end exchange rates. The notes have a financial covenant which requires the Company to maintain a certain minimum rolling four-quarter interest coverage ratio, as calculated using the Company's IFRS financial information.

Construction Financing

To September 30, 2009, the Company had \$111.0 million in construction financing outstanding relating to our development projects outlined earlier. This first mortgage secured financing will be replaced with conventional first mortgages upon completion of the applicable projects, or paid off where the debt is secured by a charge over condo units being sold.

Non-construction demand loans

The Company reduced the demand loan balances by \$13.0 million during the three months ended September 30, 2009 and \$15.5 million during the nine months ended September 30, 2009.

Derivative Instrument Asset/Liability

The Company has entered into interest rate swaps in order to manage the impact of fluctuating interest rates on EUR €160.1 million (\$253.7 million) (December 31, 2008 - EUR €161.2 million (\$277.8 million)) of its long term debt. Due to a reduction of interest rates in The Netherlands, Germany and the Baltics during the three months ended September 30, 2009 the impact on the statement of earnings is a loss of \$3.3 million (September 30, 2008 - loss of \$5.0 thousand).

Shareholders' Equity

Homburg Invest's shareholders' equity increased from \$513.7 million at December 31, 2008 to \$521.3 million at September 30, 2009. In 2009, 172.9 thousand shares (2008 - 52 thousand shares) were repurchased and cancelled under the Company's Normal Course Issuer Bid for an average cost of \$7.79 (2008 - \$14.76) per share; Net loss for the nine months ended September 30, 2009 amounted to \$26.0 million. Other paid in capital increased \$27.9 million related to the issuance of Homburg Capital Securities A; accumulated other comprehensive loss decreased by \$7.6 million due to changes in foreign currency rates; and contributed surplus increased \$5.5 million primarily related to the repurchase and cancellation of shares at prices below the average issue price for the shares.

In 2008, 709 thousand shares valued at \$22.6 million were issued under the dividend reinvestment plan; 1.28 million shares valued at \$44.8 million were issued as a stock dividend; and \$62 thousand in issue costs related to these transactions were paid out.

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 accounts are translated on the consolidated books of the Company 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 accumulated other comprehensive income (loss) within shareholders' equity. At September 30, 2009, the accumulated loss amount was \$16.4 million; a decrease of \$7.6 million from the accumulated loss amount of \$24.0 million as at December 31, 2008.

Liquidity, Capital Resources and Capital Commitments

A discussion of the Company's liquidity risk, together with the Company's total contractual obligations at September 30, 2009 and related payment dates of each obligation are presented in the following section entitled "Risk Management – a) Liquidity Risk".

In the normal course of its business, the Company has capital requirements for the principal component of

mortgage payments, tenant improvements, capital expenditures and dividends to shareholders. The Company funds these requirements with new capital share issues, new bond issues and funds from operations; although in some cases expenditures and leasing costs are funded by the underlying mortgage or separate term debt. The Company intends to make all normal principal repayments over the term of each of its debt instruments and to renew mortgages at maturity under terms similar to those currently in place.

Capital expenditures totalled \$5.1 million in the third quarter of 2009. These acquisitions were financed by working capital.

At September 30, 2009, the Company had three secured credit facilities totalling \$78.0 million available to it. At period end, there was a balance of \$63.0 million against these lines. Interest is charged at market competitive rates for demand loans. Included in the loan facilities is \$15.0 million which is with a company controlled by the Chairman and Chief Executive Officer.

For the quarter ended September 30, 2009 funds from operations were \$(6.9) million. This was the result of a loss of \$18.8 million from the development pipeline. The Company considers that funds from operations, net of the development pipeline, and \$15.0 million in credit lines available to it will be sufficient to fund near-term, non discretionary costs.

The Company successfully raised \$5.5 million, net of borrowing fees, through its Homburg Capital Securities A issued in the third quarter of 2009. The Company intends to continue to use these funds to repay demand loans and for the development of the various development projects underway.

At period end, the Company's debt consists of \$2.4 billion in fixed rate debt and \$525.7 million in floating rate debt before deferred financing charges. The Company allocates the maturity of its debt over a period of approximately 30 years. The Company discloses its annual debt repayment information related to long term debt in the Long term debt note to the financial statements. In addition to these long term amounts, the Company has \$174.0 million in demand and short term loans which are repayable in less than one year. Upon completion of construction of development properties, the Company intends to seek long term financing at available market rates for the related demand and short term loans. For the remaining demand and short term loans, the Company will seek renewals of the loans at current available market rates and terms at maturity. The Company's long term debt has a weighted average term to maturity of 8.7 years and 37.5% of long term debt matures by December 31, 2013.

The Company continues to manage its capital resources to maximize its opportunities for growth. The current capital market will make it difficult for non-diversified entities to access all potential global credit opportunities. As a result, some entities may choose to divest of properties in order to raise required capital. This may create a situation where there are more sellers than buyers and result in higher capitalization rates and provide opportunities for entities with capital to acquire real estate. The Company will continue to employ its available financial resources to the best use for the benefit of its shareholders. The portfolio remains in a strong position with a global diversification as well as a property classification diversification consistent with the stated strategy. This should continue to minimize the impact of any further decline in market values on the overall portfolio.

At the present time there are no commitments for capital expenditures for property acquisitions other than those disclosed in the commitment and subsequent events notes to the financial statements. These will be funded from the existing loan facilities, new mortgage financing, funds on hand and pending bond and debt proceeds. The properties currently under development will be funded through bank construction loans and Homburg Capital Securities proceeds.

The Company, through its subsidiary Valbonne Real Estate 5 B.V., has entered into a deferred purchase agreement to acquire the remaining 6.63% of MoTo Objekt Campeon GmbH and Co KG in the first quarter of 2012 for a fixed purchase price of EUR €15.6 million (\$24.7 million), including a fixed rate of return to the seller over the period. This obligation is included within long term payables at amortized cost.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements. Related party transactions are separately disclosed in this MD&A.

Transactions with Related Parties

The Company is controlled by the Chairman and Chief Executive Officer through holding companies.

a) The Company has entered into agreements with companies commonly controlled by the Chairman and Chief Executive Officer to provide various services. A summary of the various revenues and expenses between related parties are as follows:

	3 Months Ended September 30 2009	3 Months Ended September 30 2008
	(Thousands)	(Thousands)
Rental revenue earned	\$ (164)	\$ (693)
Interest income	\$ (199)	\$ NIL
Asset and construction management fees incurred	\$ 2,415	\$ 4,162
Property management fees incurred	\$ 1,722	\$ 1,678
Insurance incurred	\$ 342	\$ 487
Service fees incurred	\$ 1,508	\$ 1,801
Property acquisition fees / disposal fees incurred	\$ 130	\$ 3
Mortgage bond guarantee fees incurred	\$ 745	\$ 855
Bond and other debt issue costs incurred	\$ 240	\$ 1,089
Interest costs incurred	\$ 1,161	\$ NIL

b) Included in accounts payable are the following balances payable to companies commonly controlled by the Chairman and Chief Executive Officer, which are non-interest bearing and have no set terms of repayment.

	September 30 2009	December 31 2008
	(Thousands)	(Thousands)
Mortgage bond guarantee fees	\$ 2,133	\$ 323
Management fees	\$ 135	\$ 83

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

d) Professional services of approximately \$142 thousand (September 30, 2008 - \$142 thousand) were purchased from a corporation of which one of the Company's directors is affiliated.

e) Included in accounts payable is \$10.4 million (December 31, 2008 - \$15.0 million) in payable to companies commonly controlled by the Chairman and Chief Executive Officer, which is non-interest bearing and has no set terms of repayment.

f) Also included in accounts payable is a demand note payable plus accrued interest in the amount of EUR €2.4 million (\$3.8 million) (December 31, 2008 - \$3.9 million) payable to a company commonly controlled by the Chairman and Chief Executive Officer, which bears an interest rate of 5.619% per annum.

g) Also included in accounts payable is a demand note payable plus accrued interest in the amount of USD \$2.2 million (\$2.4 million) (December 31, 2008 - \$3.3 million) payable to a company commonly controlled by the Chairman and Chief Executive Officer, which bears an interest rate of 6.00% per annum.

h) Included in accounts receivable is a demand note receivable plus accrued interest in the amount of EUR €6.9 million (\$11.0 million) (December 31, 2008 - \$NIL) receivable from a company commonly controlled by the Chairman and Chief Executive Officer, which bears an interest rate of 7.25% per annum.

i) The Company has entered into a guarantee arrangement for the principal and interest amounts of the mortgage bonds payable, with a company under the control of the Chairman and Chief Executive Officer, wherein it is protected against fluctuations in the Canadian dollar and the Euro. The cost of this guarantee per annum is 2.0% on the Series 2 Bonds, and 1.6% on the Series 4, Series 5, Series 6, and Series 7 Bonds.

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

Third Quarter 2009

The operating results for the September 2009 quarter, cash flows and financial position of the Company were consistent with the approved budget. The third quarter results are described under the heading "Results from Operations".

Proposed Transactions

Proposed Transactions

At September 30, 2009 the Company has three construction projects underway to which it has signed commitments of \$45.3 million. These commitments will be funded from existing cash resources, construction financing and the proceeds from bond and debt issues. Management continues to investigate real estate transactions and these are brought forward to the Board of Directors if and when it is determined that they are accretive to shareholder value to proceed with such acquisitions.

The Company is managing the funds to maximize its short term returns prior to redeployment of cash into new investment properties. The final impact on cash flow related to the servicing of these borrowings is \$NIL as the capitalized interest costs are funded from the borrowings and construction loans put in place to develop the properties.

Subsequent Events

a) As part of the Company's continual assessment of its portfolio, the Company has signed sales agreements for 4 investment properties located in Canada. The sales are expected to be completed in the fourth quarter of 2009 and first quarter of 2010; subject to the purchasers completing due diligence. The properties are being sold for a total of \$16.6 million less selling costs and have a carrying value of \$11.0 million. There are first mortgage charges against the properties totaling \$6.6 million which will be settled as part of the dispositions. The impact of the disposition of these properties is immaterial to ongoing property revenue, property operating expense, and pretax earnings (loss).

b) Subsequent to period end the Company has closed on a Condominium Inventory loan in the amount of \$12.0 million.

c) Subsequent to period end, the Administrator of Arcandor AG has decided to liquidate its mail order business operating as Quelle GmbH, which is a tenant of the Company. The Administrator has given the Company notice of its intention to terminate the remaining lease of Quelle GmbH effective December 31, 2009. The Company will rank as an unsecured creditor for the remaining amount due under the terms of the lease. The Company has filed a claim with the Administrator for Approximately EUR 80.0 million. It is unknown how much, if any the Company will recover in their process.

The mortgage on the property requires payment of interest and principal on a quarterly basis, and the Company has made the required payment in October 2009. The next required payment is January 2010. However, since Quelle GmbH has not paid all rent since filing to open preliminary insolvency proceedings, the Company has received a notice of default from the lender dated July 23, 2009 with respect to required reserves. The Administrator has paid the rent in full for September, October, and November. It is the Company's expectation that the Administrator will pay the full rent for December 2009 as well. The Company will not rectify the default until the status of the Quelle GmbH preliminary insolvency proceedings clarify the status of Quelle GmbH moving forward.

At period end, the specific property has a carrying value of \$186.6 million, and an outstanding mortgage balance of \$163.4 million and a rent receivable of \$5.6 million.

The Company is working with the Lender and local developers at options to redevelop or release the property.

Under the original purchase agreement, the Company has recourse to the vendor for certain losses. The Company will continue to monitor the situation, to determine if it has suffered a loss that can be recovered under the terms of these guarantees.

The limited partner structure of the Company provides protection to the shareholders in that the lender only has recourse to the asset it holds security on, not the Company as a whole.

Critical Accounting Estimates

Cost Recoveries

As a real estate company, Homburg Invest Inc. for the most part is able to match its costs and revenues on a cash basis with accruals being made at each quarter and year end to ensure that the costs recorded match the revenue streams of the properties. As most of the costs incurred on the commercial operations are cost recoveries from the tenants, the accounting systems of the Company are set up to provide the appropriate matching. Accounting estimates are made in such areas as property tax accruals and insurance accruals which are readily determinable based on historical costs or current changes in the marketplace. There are no cost estimates which are not reasonably determinable and therefore the Company is able to realistically report its accounting estimates.

Depreciation

The Company utilizes the straight line method of calculating depreciation. In order to arrive at the appropriate estimated remaining useful lives and residual values to be used, the Company consulted with outside experts familiar with the Company's real estate portfolio.

A significant increase or decrease in the annual depreciation charge resulting from a future change in the estimates would affect net earnings and earnings per share.

Actual future results from the operation and eventual disposition of properties may prove these estimates inaccurate.

Impairment of Real Estate

The Company's real estate assets are periodically reviewed for potential impairment. The impairment is based on judgment related to in place lease commitments of tenants and lease renewals, and therefore are subject to uncertainty. Actual future results may prove these estimates inaccurate.

Allowance for Doubtful Accounts

The outstanding receivables are reviewed and evaluated on a monthly basis. The allowance for doubtful accounts is adjusted based on this review. Historically the Company has not experienced significant credit losses.

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

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 of financial assets and liabilities, together with their carrying amounts.

Classification of Financial Assets and Liabilities	Subsequent Measurement	September 30, 2009	December 31, 2008
		(Thousands)	(Thousands)
Available for Sale	Cost, subject to impairment testing		
- Long term investments: DEGI Homburg Harris Limited Partnership		\$16,657	\$10,635
Held for Trading	Fair value		
- Long term investments: others		\$14,710	\$29,541
- Cash and cash equivalents		\$16,652	\$16,359
- Currency guarantee receivable		\$9,753	\$28,165
- Derivative instrument liability		\$(25,934)	\$(19,427)
		\$15,001	\$54,548
Loans and Receivables	Amortized cost		
- Receivables and other		\$135,297	\$138,397
- Restricted cash		\$22,785	\$25,969
		\$158,082	\$164,366
Other Financial Liabilities	Amortized cost		
- Accounts payable and other liabilities		\$252,783	\$268,796
- Mortgages		\$2,023,290	\$2,160,544
- Mortgage bonds		\$209,954	\$228,368
- Corporate non-asset backed bonds		\$491,320	\$522,700
- Junior subordinated notes		\$61,342	\$67,551
- Deferred financing charges		\$(23,442)	\$(27,039)
- Construction financing		\$111,025	\$102,433
- Liabilities of discontinued operations		\$28,903	\$28,903
		\$3,155,175	\$3,352,256

The Company holds the following long term financial instruments: mortgages, mortgage bonds, corporate non-asset backed bonds, junior subordinated notes, long term payables and long term investments. The mortgages have a fair value of \$2.0 billion (December 31, 2008 - \$2.2 billion). The total fair value of all bonds is \$665.6 million (December 31, 2008 - \$649.4 million). The principal amount of the mortgage bonds have been guaranteed against currency fluctuations. The currency guarantee receivable of \$9.8 million (December 31, 2008 - \$28.2 million) is carried at fair value. The junior subordinated notes have a fair value of \$88.1 million (December 31, 2008 - \$70.6 million). The long term investments, with the exception of the investment in DEGI Homburg Harris Limited Partnership, are carried at their fair value. The long term investment in DEGI Homburg Harris Limited Partnership represents a 10% interest in an investment property currently under development. The Company has classified the investment as available for sale and carries it at cost as the investment is not quoted in an active market.

The fair values of long term financial instruments (other than long term investments) are based upon discounted future cash flows using discount rates 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. The fair value of the Company's investment in Homburg Eastern European Fund B.V. is based on the proportionate share of the reported net asset value of the B.V.. The B.V. prepares its financial statements under International Financial Reporting Standards 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. The fair value of the other long term investments carried at fair value is based on the quoted market price.

The Company's short-term financial instruments, comprising amounts receivable, restricted cash, accounts payable and other liabilities, demand and short term loans, and construction financing are carried at amortized cost which, due to their short-term nature, approximates their fair value.

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 the current global capital market condition, 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 on both renewals and 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 required early retirement of debt. Some of the Company's debt agreements have covenants related to minimum debt to equity ratios, 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 financial condition and results of operations could be adversely affected.

The Company has been successful in the past in raising non-asset backed debt financing and mortgage bond financing on the global market to the extent of \$700 million. The Company will continue to look to these unique financing markets for additional funds; however, there can be no assurance that additional funds will be available.

The Company has received approval from the Dutch regulator Authority Financial Markets ("AFM"), and is now actively marketing the Homburg Capital Securities A, which are 99 year bonds, bearing an interest rate of 9.5% on the face amount of the bond. The Company has targeted between EUR €25 to €75 million (\$39.6 to \$118.9 million). These funds will be utilized to strengthen the Company's balance sheet. To date, the Company has sold EUR €21.1 million (\$33.8 million) Homburg Capital Securities A.

The Company is significantly levered with a debt to equity ratio of 5.70:1 at September 30, 2009 (December 31, 2008 - 6.18:1) (long term debt, construction financing, long term payables and demand loans ÷ shareholders' equity). For the nine months ended September 30, 2009, Homburg Invest had total interest coverage from continuing operations of 1.22:1 (September 30, 2008 - 1.67:1) (calculated as total revenue less unrealized fair value gains, property operating expenses, cost of property sales and general and administrative expenses ÷ interest expense).

The following table presents the Company's total contractual obligations at September 30, 2009 for the following five year period:

Contractual Obligations	Payments Due by Year (In thousands)				
	2010	2011	2012	2013	2014
Mortgages (secured)					
Amortization	\$35,312	\$41,383	\$41,901	\$37,551	\$23,740
Principal maturities	\$50,069	\$21,141	\$112,314	\$328,840	\$172,604
Interest	\$101,015	\$97,165	\$91,563	\$80,417	\$65,703
Mortgage bonds (secured)					
Principal maturities	\$47,544	\$Nil	\$162,410	\$Nil	\$Nil
Interest	\$14,731	\$12,057	\$6,664	\$Nil	\$Nil
Corporate non-asset backed bonds and junior subordinated notes (unsecured)					
Principal maturities	\$Nil	\$Nil	\$Nil	\$79,256	\$253,576
Interest	\$40,426	\$40,426	\$40,426	\$39,039	\$24,141
Construction financing demand loan					
Principal	\$111,025	\$Nil	\$Nil	\$Nil	\$Nil
Non construction demand loans					
Principal	\$63,000	\$Nil	\$Nil	\$Nil	\$Nil
Homburg Capital Securities A	\$4,240	\$Nil	\$Nil	\$Nil	\$Nil
DIM Vastgoed N.V. payable	\$3,573	\$Nil	\$Nil	\$Nil	\$Nil
Long term payable – Moto Objekt Campeon GmbH and CoKG	\$Nil	\$24,742	\$Nil	\$Nil	\$Nil
Working capital					
Trade payables, related party payable, income taxes payable and notes payable	\$144,188	\$Nil	\$Nil	\$Nil	\$Nil
Trade receivables, related party receivable and notes receivable	\$(71,356)	\$Nil	\$Nil	\$Nil	\$Nil
Liabilities of discontinued operations	\$28,903	\$Nil	\$Nil	\$Nil	\$Nil
Operating leases	\$912	\$4,170	\$14,607	\$14,636	\$14,679
Purchase obligations on construction projects	\$45,325	\$Nil	\$Nil	\$Nil	\$Nil
Total	\$618,908	\$241,084	\$469,885	\$579,739	\$554,443

Interest on demand loans is excluded from the above table as it does not represent a contractual obligation at September 30, 2009. The Company's derivative instrument liability of \$25.9 million at September 30, 2009 has also been excluded from the above table. 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-net basis; interest obligations on such mortgages are therefore shown in the above table at the effective fixed rate, which approximates the timing of the related cash flows.

The Company anticipates refinancing the mortgage principal maturities of \$50.1 million due in the next 12 months. The Company does not anticipate difficulty in refinancing these mortgages at maturity under terms similar to those currently in place based on the current loan to value ratios on these properties.

The Company has significant amounts invested in development properties that are not yet income producing. These development properties have been financed with first mortgage construction financing as well as unsecured

debt. The Company expects to finance construction properties currently under development, including interest on principal borrowings, through existing and additional construction loans and additional corporate bond proceeds. First mortgage secured 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. Existing purchase obligations at September 30, 2009 relate to three construction projects underway to which the Company has purchase commitments of \$45.3 million. These commitments will be funded from existing cash resources, construction financing and the proceeds from bond and debt issuances. There is a risk that delays in development projects can result in additional costs that may not ultimately be recoverable when development is completed. In addition, if the Company is unable to complete development projects, the current carrying value of its development properties may not be recoverable. Should that happen, the financial condition and results of operations could be adversely affected.

At September 30, 2009, the Company had three secured credit facilities (non construction demand loans) totalling \$78 million available to it, of which \$63 million was utilized. Included in these loan facilities is \$15 million which is with a company controlled by the Chairman and Chief Executive Officer. The Company's non-construction demand loans are secured by first or second charges over various investment properties not to exceed 65% of fair value. The Company anticipates that this financing will remain in place based on current loan to property security values.

The Company requires additional sources of liquidity to meet its remaining significant obligations over the next twelve months including:

- mortgage amortization of \$35.3 million;
- interest on secured debt of \$115.7 million and unsecured debt of \$40.4 million;
- capital spending requirements on its income property portfolio expected to approximate \$16 million;
- liabilities related to discontinued operations of \$28.9 million;
- Homburg Capital Securities A, and DIM Vastgoed N.V. obligations, totalling \$7.8 million;
- the mortgage bond principal of \$47.5 million maturing in April 2010; and
- potential funding to partially reduce the Company's working capital deficit of \$72.8 million.

The Company anticipates being able to meet these obligations as they become due in the next 12 months through the following sources of finance:

- cash on hand at September 30, 2009 (\$16.7 million);
- the unutilized portion of non-construction demand loans (\$15 million);
- cash from net operating income generated from rental operations (\$226.5 million net operating income was recorded in the last four quarters);
- cash generated from continued sales of completed condominium development projects;
- new financing supported by completed condominium inventory (one such financing in the amount of \$12.0 million closed subsequent to September 30, 2009);
- the potential sale of certain income properties, subject to reasonable prices being attained; and
- upward refinancing on maturing mortgages.

Should these efforts not yield sufficient liquidity, there is a risk that the Company may be required to sell properties at unfavourable prices to meet its immediate liquidity needs. Should that happen, the financial condition and results of operations could be adversely affected.

Key obligations for 2011 are significantly lower than 2010, and relate mainly to principal repayments, amortization and interest on secured mortgages and mortgage bonds totalling \$171.7 million, interest on unserviced debt of \$40.4 million and the Company's deferred purchase obligation with respect to MoTo Objekt Campeon GmbH and Co KG (\$24.7 million). There are no principal debt maturities relating to secured mortgage bonds, unsecured corporate non-asset backed bonds and unsecured junior subordinated notes in 2011.

Operating lease obligations increase significantly in 2011 and beyond reflecting the commencement of the lease described in note 14(c) to the financial statements. The Company has sub-leased 25% of this space at rates that

exceed those the Company is obligated to pay, and it is seeking to sublease the remainder of this space prior to the occupancy date to offset the Company's future obligations.

b) Interest rate risk

As a result of the current global capital market condition, 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. At period end, the Company's debt consists of \$2.4 billion in fixed rate debt and \$525.7 million in floating rate debt before deferred financing charges. The Company has minimized its interest rate risk through a liability management policy. The Company has entered into interest rate swaps in order to manage the impact of fluctuating interest rates on EUR €160.1 million (\$253.8 million (December 31, 2008 - EUR €161.2 million (\$277.8 million)) of its long term debt. Due to a reduction of interest rates in The Netherlands, Germany and the Baltics during the nine months ended September 30, 2009, the impact on the statement of earnings is a loss of \$8.1 million (September 30, 2008 - loss of \$907 thousand).

The Company discloses the weighted average rate of maturing long term debt in the Long term debt note to the financial statements. In addition to these long term amounts, the Company has \$174.0 million in demand and short term loans which are repayable in less than one year. 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 \$3.6 million in the Company's earnings as a result of the impact on floating rate borrowings.

c) Credit risk

The Company's principal assets are commercial and residential buildings. Credit risk on tenant receivables of \$19.5 million at September 30, 2009 (December 31, 2008 - \$14.1 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 19% 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 (\$118.9 million) letter of guarantee, to the primary lender on the specific property, which would be utilized to mitigate major losses while the Company sought replacement tenants.

The Company's receivables are comprised primarily of current balances owing, except for the Quelle GmbH balance of \$5.6 million, and the Company performs monthly reviews of its receivables and establishes an appropriate provision for doubtful accounts. The Company has not experienced any significant receivable write offs and there has been no significant change in the provision during the period.

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 mitigates a portion of its currency risk on mortgage bonds denominated in Euros through a guarantee agreement. In support of the currency guarantee the related party has arranged an arms length credit facility agreement. The Company has also established internal hedging relationships between Euro-denominated net investments in foreign operations and Euro-denominated Corporate Non-Asset Backed Bonds and Junior Subordinated Notes. At September 30, 2009, EUR €234.3 million (\$371.4 million) (December 31, 2008 - EUR €234.3 million (\$404.0 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 September 30, 2009 and December 31, 2008 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.

With all other variables held constant, the Company has determined that a 10% change in the exchange rate of the US dollar in comparison to the Canadian dollar would result in a decrease (increase) in annualized 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 \$1.5 million after income taxes.

With all other variables held constant, the Company has determined that a 10% change in the exchange rate of the Euro in comparison to the Canadian dollar would result in a decrease (increase) in annualized earnings after income taxes, excluding un-hedged debt, of \$1.4 million and a foreign exchange gain or loss on the un-hedged Euro denominated Corporate Non-Asset Backed Bonds of \$10.9 million after income taxes.

The Balance Sheets of the Company's foreign 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 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 foreign 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 the Other Comprehensive Income during the period.

The Company feels that 10% represents a reasonably possible change in existing exchange rates.

e) Concentration risk

The Company's largest single tenant represents approximately 19% (December 31, 2008 - 17%) of property revenue for the period. 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 Company also maintains their properties to a quality standard that would support timely re-leasing of a property.

f) Environmental risk

As owner and manager of real property, Homburg Invest is subject to various United 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. The 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. Homburg Invest 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.

Change in accounting policies

On January 1, 2009, the Company adopted new Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3064 Goodwill and Intangible Assets. The new section establishes standards for recognition, measurement

and disclosure and replaces existing Section 3062 Goodwill and Other Intangible Assets and Section 3450 Research and Development Costs. The new standard has not had any effect on the Company.

On January 20, 2009 the Emerging Issues Committee ("EIC") of the CICA issued a new abstract EIC 173 "Credit risk and the fair value of financial assets and financial liabilities". This abstract concludes that an entity's own credit risk and the credit risk of the counterparty should be taken into account when determining the fair value of the financial assets and financial liabilities, including derivative instruments. This abstract is to apply to all financial assets and financial liabilities measured at fair value in interim and annual financial statements for periods ending on or after January 20, 2009. The adoption of this abstract did not significantly impact the Company's financial statements.

The Canadian Accounting Standards Board of the CICA confirmed that the adoption of IFRS would be effective for the interim and annual periods beginning on or after January 1, 2011. IFRS will replace Canada's current GAAP. Comparative IFRS information for the previous fiscal year will also have to be reported. The Company is currently in the process of preparing its application to Canadian securities regulators for exemptive relief to be granted to allow the Company to early adopt IFRS on January 1, 2010. The Company has been preparing its financial statements under both Canadian GAAP and IFRS since 2000, and therefore the impact of early adoption on the Company will be insignificant. The Company's financial statements prepared under IFRS (as well as Canadian GAAP) can be obtained via the SEDAR website www.sedar.com.

Management's Report on Disclosure Controls and Procedures and Internal Controls over Financial Reporting

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate disclosure controls and procedures and internal controls over financial reporting (as defined in the Canadian Securities Administrators National Instrument 52-109) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

Management has evaluated whether there were changes to internal control over financial reporting for the quarter ended September 30, 2009, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting. No such changes were identified through the evaluation.

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) National Instrument 51-102, Section 5.4 Disclosure of Outstanding Share Data. As at September 30, 2009, 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, 16,618,818 Class A Subordinate Voting Shares and 3,148,539 Class B Multiple Voting Shares were issued for a recorded value of \$691.8 million.

2009 Outlook

With the tightening of the capital markets, the Company feels it is prudent to raise cash from various sources and will be exploring various alternatives such as partnering of deals, selling a portion of specific projects, delaying start of development projects and the issue of new equity bonds.

The Company prides itself on its ability to be creative and react to market conditions, and is motivated to raise cash without issuing common equity to be in a position to take advantage of opportunities that will present themselves.

The Company feels that with its current share price significantly below the net asset value per share, no new shares will be issued that would have a dilutive effect on existing shareholders. New shares will only be issued when it can be done at a price that offers a premium over net asset value per share.

The Company invests in real property for the long term; however, real estate is a commodity and the Company is evaluating each of its properties to determine if the optimum value of certain assets may be realized through a

disposition. The Company will monitor this and determine the most appropriate action to take over the coming year. It would not be the Company's intention to liquidate more than 5% of its real estate in any one period unless exceptional circumstances arose, except for properties developed for immediate resale purposes as stated above. The Company is presently actively marketing several properties, and if the Company receives offers it feels are representative of the fair value, it may decide to sell several properties.

At its most recent Annual General Meeting on June 12, 2009 in Halifax, Nova Scotia, the Company announced a new strategic direction to focus the Company's activities exclusively on income-producing properties. Homburg Invest has appointed a special committee to consider a plan to spin off the Company's development and other non-income-producing properties to its shareholders.

Under this new strategy, Homburg Invest will only hold income producing properties. The Company will be a growing real estate investment company with strong cash flows that will, subject to market conditions, pay healthy annual dividends to its shareholders. Homburg Invest will target a debt ratio of 50% to 60% to total debt and equity. To achieve this, as previously announced, the Company will make greater use of partnerships, may sell some assets, will continue to issue Homburg Capital Securities A ("HCSA"), and will offer existing bond holders the option to convert to HCSA. The Company will continue to be listed on both the Toronto Stock Exchange and on the NYSE Euronext Amsterdam.

The new spun out entity will hold assets projected for future development. This entity will strive to have no long term debt. Development projects will begin again once financial markets have stabilized.

The analysis of how best to implement this new strategy is significantly advanced. The Company has had numerous discussions with Investment Bankers in Europe and Canada on how best to unlock shareholder value, and the Company expects to make announcements in the very near future.

The special committee is also considering a plan to reorganize Homburg's equity structure by creating a single class of common shares, each with a single vote and equal dividend rights. The terms of the share reorganization proposal, including the share exchange ratio, which would be subject to shareholder approval, should the decision be made to move forward with this initiative. The Company expects to announce the recommendation of the special committee in the very near future.

Homburg will continue to issue Homburg Capital Security instruments to raise additional capital as part of its debt management strategy. The HCSA is a 9.5%, 99 year bond that is to be listed on the NYSE Euronext Amsterdam. The issue of HCSAs permits the company to reduce its debt to equity ratio, as 80% of all outstanding HCSAs are considered equity for accounting purposes. Homburg Invest will be offering holders of Homburg bonds the opportunity to exchange their holdings for HCSA, and will be setting up meetings of the various Homburg Bonds to vote on the proposal in early 2010.

The Company continues to release its results under International Financial Reporting Standards (IFRS) as well as under Canadian Generally Accepted Accounting Principles ("GAAP"). The Company makes both sets of financial statements available. The September 30, 2009 IFRS interim consolidated financial statements have not been reviewed by the Company's external auditors.

"Signed"

R. Homburg, Phzn., D. Comm.
Chairman and CEO

"Signed"

James F. Miles, CA
Vice President Finance and CFO