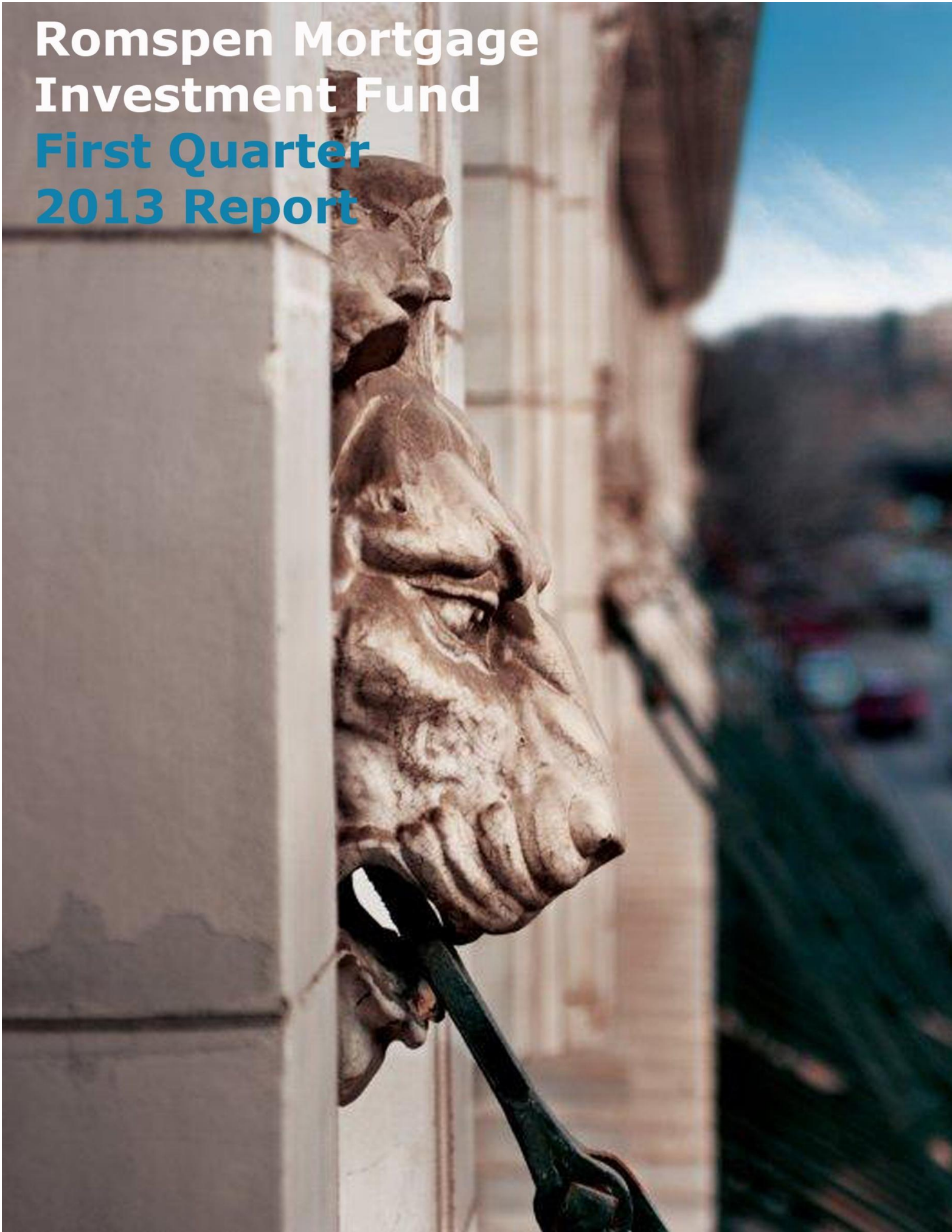


**Romspen Mortgage  
Investment Fund  
First Quarter  
2013 Report**





Romspen has a long-term track record of successful mortgage investing across Canada. With its origins in the mid-60's, Romspen is one of the largest non-bank commercial/industrial mortgage lenders in Canada. The Fund's investment mandate is focused on capital preservation, absolute returns of approximately 10% and performance consistency. Our investors are high net-worth individuals, foundations, endowments and pension plans.

#### Contents

1	Trustees' Letter
2	Financial Highlights
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8	Consolidated Financial Statements
20	Trustees & Management and Unitholder Information

Cover Image:  
Lion's Head Architectural Motif  
The Burns Building,  
Calgary, Alberta

## TRUSTEES' LETTER

Dear Fellow Investors:

Romspen's performance during the first quarter was in line with our expectations. During the first quarter, the Fund has outperformed all fixed income comparables but was surpassed by strong stock market performance.

### Financial Highlights

Net income for the first quarter of 2013 was \$18.1 million or \$0.18 per unit compared to \$14.6 million or \$0.18 per unit a year ago. Unitholder distributions were \$0.18 per unit during the first quarter compared to \$0.19 per unit last year.

As at March 31, 2013, the net mortgage portfolio was \$1.02 billion, an increase of 37% compared to a year ago and a milestone accomplishment for the Fund. The portfolio growth corresponds with increased construction and development activity by mid-market borrowers who are traditionally underserved by institutional lenders. Within the portfolio, we remain well diversified across property types and have further diversified our geographic exposure through our US growth. The weighted average interest rate of the mortgage portfolio at March 31, 2013 increased to 10.7% compared to 10.6% a year ago.

The Fund had net debt (debt less unrestricted cash) of \$2.4 million at the end of the first quarter compared to a net positive cash position of \$39.1 million a year ago. Total unitholder capital was \$1.03 billion at quarter end, driven by strong investor appetite for safe, attractive yield investments, which remain in short supply. The total loss provision at quarter end increased to \$12.3 million, thereby maintaining a comfortable margin of safety on our balance sheet against potential losses. There were no losses during the first quarter of 2013. Net asset value at March 31, 2013 was \$9.92 per unit, equal to last year.

### Comparative Performance

The compounded net yield to investors for the first 3 months of 2013 was 1.8% compared to 1.9% a year ago. This compares with T-bills, DEX Short Term Bond Index ("DEX-STBI"), and the S&P/TSX which yielded 0.2%, 0.9%, and 3.3% respectively on a year-to-date basis.

For the twelve-month period ended March 31, 2013, the Fund's compounded net yield to unitholders was 7.6%. This was ahead of T-bills, DEX-STBI, and the S&P/TSX at 1.0%, 2.9%, and 6.1% respectively.

### Outlook

The global economy looks to be mired down in sluggish growth through 2013 and likely beyond. Within North America this is having a softening impact on the Canadian economy, following

several years of stability while the US economy continues to slowly but steadily gain momentum from the depressed levels of the credit crisis. As we have commented previously, profligate monetary stimulus from central banks is fueling much of the economic growth. While the purpose of the central bank action is to create a wealth effect by inflating asset values, the potential for bubbles and distortions is material.

Absolute interest rates remain at historic lows and safe assets remain in short supply, thereby magnifying the impact of the trend. Romspen's results have been similarly impacted by the low rate environment and while we could readily improve this by accepting greater risks we remain committed to safety and not rate. We continue to stick to our historic and tested underwriting standards and act conservatively.

At present, we continue to believe the US market opportunities we see generally represent more attractive value than in Canada. This reflects the recovering US economic scenario from the depths of the credit crisis and a softening of economic activity in Canada from several years of low, but steady growth. The US portfolio, represented \$123 million or 12% of the mortgage portfolio at the end of the first quarter, compared to \$21 million or 3% in the year ago period. In total, the US portfolio includes 26 loans with the majority concentrated in New York, Colorado, and Florida. We expect continued growth in this segment of the portfolio through the balance of 2013.

Our deal pipeline remains both active and attractive. In both Canada and the US we continue to see credit imbalances and less active/responsive lending by traditional financing sources. As such, we expect to see moderate portfolio growth throughout the balance of 2013.

As highlighted earlier, the Fund has now surpassed \$1 billion in both portfolio size and unitholder equity, a gratifying milestone, underscoring both our investor and borrower appeal. We appreciate the continued confidence and support from both groups and the dedication of our partners and associates to delivering the performance everyone expects. If you require further information, please contact Investor Relations at 416-966-1100, or consult our website: [www.romspen.com](http://www.romspen.com).

Respectfully submitted,

Sheldon	Mark	Arthur	Wesley
Esbin	Hilson	Resnick	Roitman

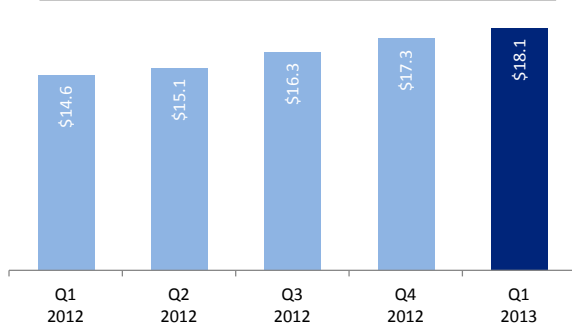
Trustees of the Fund

May 29, 2013

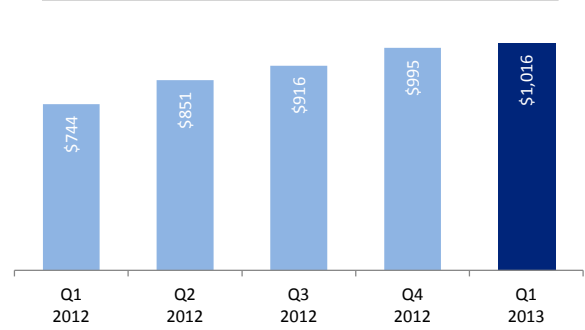
**ROMSPEN MORTGAGE INVESTMENT FUND - 2013 Q1 HIGHLIGHTS**

**Key Metrics**

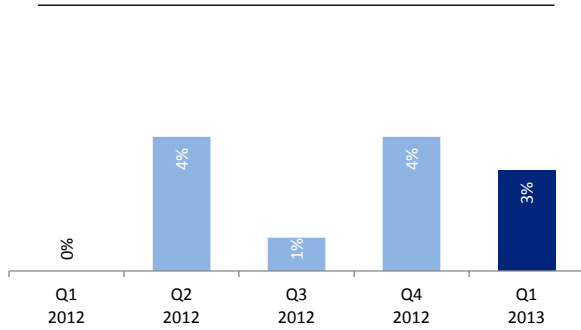
**Net Earnings (\$millions)**



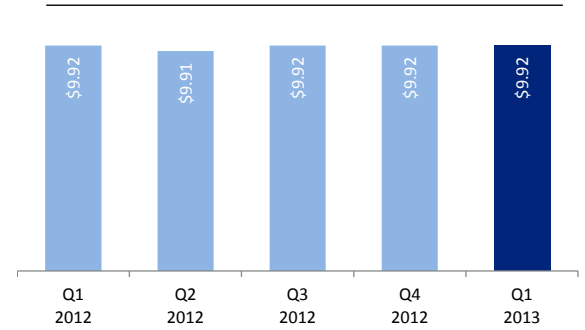
**Mortgage Portfolio (\$millions)**



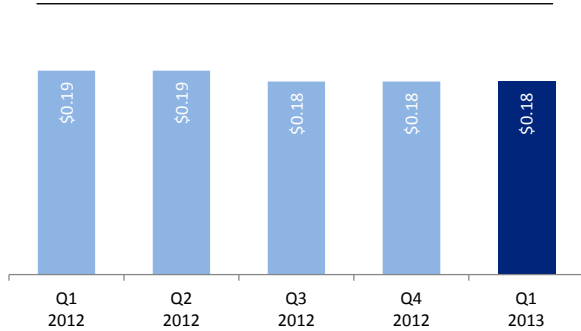
**Net Leverage (% of mortgage portfolio)**



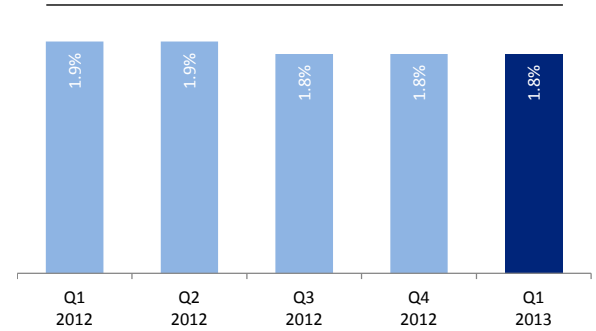
**Unitholder Value (\$/unit)**



**Unitholder Distributions (\$/unit)**



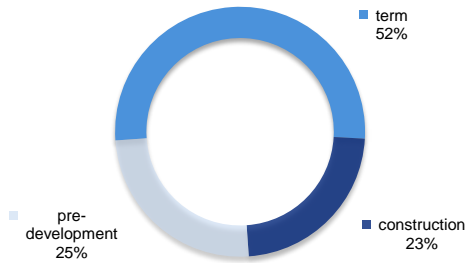
**Unitholder Returns (net quarterly compounded %)**



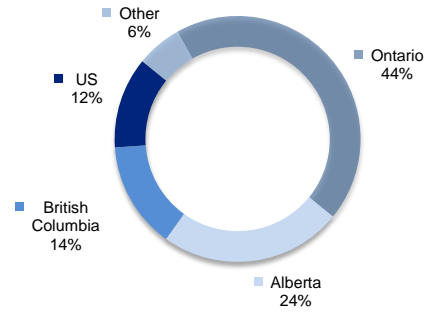
# Mortgage Portfolio Profile

As of March 31, 2013

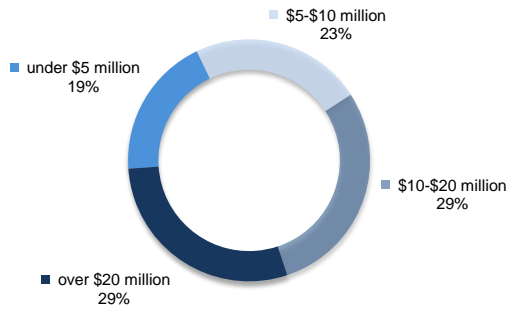
## By Type



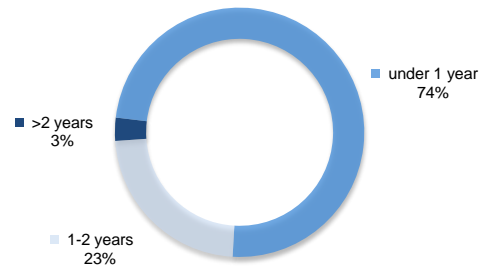
## By Geography



## By Amount

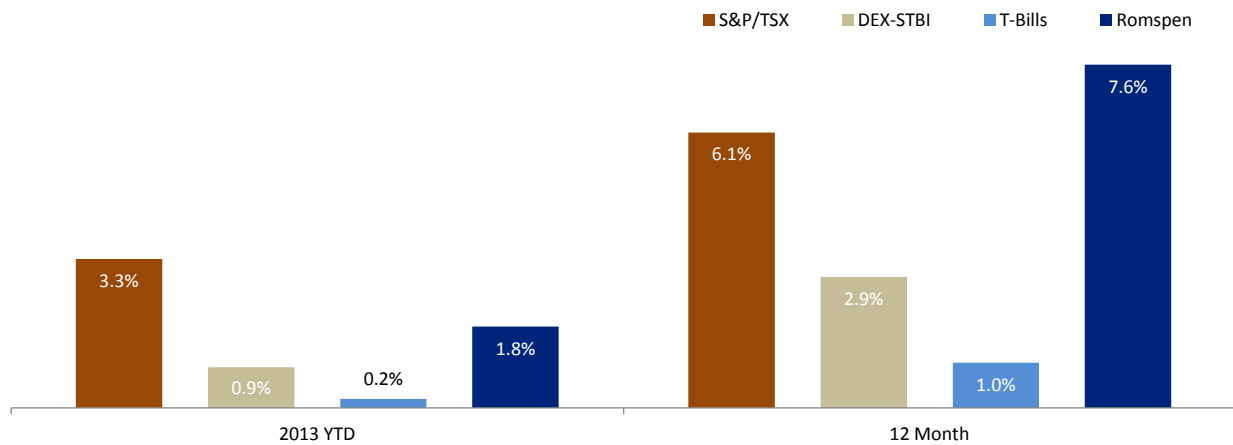


## By Maturity



## Comparative Performance

Annual % Return



## MANAGEMENT'S DISCUSSION & ANALYSIS

### Responsibility Of Management

*This Management's Discussion and Analysis ("MD&A") for Romspen Mortgage Investment Fund (the Fund) should be read in conjunction with the financial statements and notes thereto for the quarter ended March 31, 2013 included herein and the audited financial statements and MD&A for the year ended December 31, 2012. Investment in the Fund is subject to certain risks and uncertainties described in the Fund's Offering Memorandum, which should be read in conjunction with this MD&A. These documents are available on our website at: [www.romspen.com](http://www.romspen.com).*

*Management is responsible for the information disclosed in this MD&A. The Fund has in place appropriate procedures, systems and controls to ensure such information is materially complete and reliable. In addition, the Fund's trustees have reviewed and approved the MD&A and the financial statements for the quarter ended March 31, 2013.*

*This MD&A contains certain forward-looking statements and non-GAAP financial measures, see "Forward-Looking Statements" and "Non-GAAP Financial Measures".*

### Forward-Looking Statements

From time to time the Fund makes written and verbal forward-looking statements. These are included in its quarterly Management's Discussion and Analysis ("MD&A"), Fund presentations and other Fund communications.

Forward-looking statements include, but are not limited to, business objectives and targets, Fund strategies, operations, anticipated financial results and the outlook for the Fund, its industry, and the Canadian economy. These statements regarding future performance are "financial outlooks" within the meaning of National Instrument 52-102. Forward-looking statements are typically identified by words such as "believe", "expect", "anticipate", "estimate", "plan", "may", and "could" or other similar expressions. By their very nature, these statements require us to make assumptions and are subject to inherent risks and uncertainties, general and specific, which may cause actual results to differ materially from the expectations expressed in the forward-looking statements. These risks and uncertainties include, but are not limited to,

global capital market activity, changes in government monetary and economic policies, changes in interest rates, inflation levels and general economic conditions, legislative and regulatory developments, competition and technological change. The preceding list is not exhaustive of possible factors. These and other factors should be considered carefully and readers are cautioned not to place undue reliance on these forward-looking statements. The Fund does not undertake to update any forward-looking statements, whether written or verbal, that may be made from time to time by it or on its behalf except as required by securities laws.

### Non-GAAP Financial Measures

This MD&A contains certain non-GAAP financial measures. A non-GAAP financial measure is defined as a numerical measure of the Fund's historical or future financial performance, financial position, or cash flows that excludes amounts or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the financial statements or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Non-GAAP financial measures disclosed herein are meant to provide additional information and insight regarding the historical operating results and financial position of the Fund. These measures are not in accordance with, or a substitute for, GAAP and may be different from or inconsistent with non-GAAP financial measures used by others.

### Introduction

The Fund is an unincorporated closed-end investment trust established under the laws of the Province of Ontario pursuant to a trust indenture dated as at May 20, 2005. The Fund is a non-bank lender providing and investing primarily in short-term and medium-term commercial mortgages. The Fund is the sole limited partner in the Romspen Mortgage Limited Partnership (the "Partnership") and conducts its lending activities primarily through the Partnership. The objective of the Fund is to provide stable

and secure cash distributions of income while preserving equity.

Romspen Investment Corporation ("Romspen") is the Fund Manager and acts as the primary loan originator, underwriter, administrator and syndicator for the Partnership. Romspen also acts as administrator of the Fund's affairs. Romspen and its principals, through predecessor companies, have been in the business of mortgage origination, servicing and syndication since 1966.

The Fund commenced operations on January 16, 2006, and during the third quarter of 2006 raised \$158.9 million pursuant to the Exchange Offering, whereby Romspen's investors exchanged their syndicated mortgage interests for units of the Fund, and \$15.3 million pursuant to the Unit Offering described in its Offering Memorandum dated March 15, 2005.

On June 22, 2007, new federal legislation came into force that altered the taxation regime for specified investment flow-through trusts or partnerships ("SIFT") (the "SIFT Rules"). Under the SIFT Rules, certain distributions from a SIFT will no longer be deductible in computing a SIFT's taxable income and a SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general corporate tax rate. Distributions paid by a SIFT as returns of capital will not be subject to the tax. As its units are not listed on a stock exchange or other public market, the Fund is not subject to the SIFT tax regime.

The Offering Memorandum, financial statements and additional information on the Fund are available and updated regularly on the Fund's website at: [www.romspen.com](http://www.romspen.com). Unitholders who would like further information may also contact the Investor Relations department of the Fund at: 416-966-1100.

### **Mortgage Portfolio**

As of March 31, 2013, the Fund's mortgage portfolio, net of fair value provisions, was \$1,016.3 million compared with \$744.0 million at March 31, 2012. This increase of 37% or \$272.3 million reflects the increased activity in mortgage markets supported by a strong inflow of investor capital. The portfolio increased to 138 mortgages versus 135 in the prior year.

Approximately 95% of the portfolio was invested in first mortgages at March 31, 2013 which is slightly higher than a year ago. The weighted average interest rate of the portfolio increased to 10.7% at the end of the first quarter versus 10.6%

a year ago reflecting an interest rate environment that continues to face historic lows.

The portfolio continues to consist mainly of short-term mortgages. Approximately 74% of the portfolio's mortgage investments mature within one year (March 31, 2012 – 72%) and 97% mature within two years (March 31, 2012 – 96%). In addition, all of our mortgages are open for repayment prior to maturity. The short-term nature of the Fund's portfolio provides us with the opportunity to continually and rapidly evolve the portfolio in response to changes in the real estate and credit markets. The Fund Manager believes this flexibility is far more important in our market niche than securing long-term fixed interest rates.

As of March 31, 2013, approximately 44% of our mortgage investments were in Ontario which is unchanged from a year ago. Approximately 38% of the Portfolio was invested in Western Canada, 6% in other provinces and 12% in the U.S. The Fund Manager believes this level of diversification adds stability to the Fund's performance by reducing dependency on the economic activity and cycles in any given geographic region.

Total fair value provisions as of March 31, 2013 were \$12.3 million, which represented 1% of the original cost of the Fund's mortgage investments as at March 31, 2013. No losses were recognized during the third quarter. The fair value provision is based on assumptions relating to the Fund's mortgage investments and only the passage of time will determine the actual performance of the mortgages. The fair value provision will continue to be reviewed by the Fund Manager and the Fund's trustees and, if appropriate, will be adjusted.

### **Income Statement Highlights**

Total revenues for the quarter ended March 31, 2013 were \$22.0 million compared to \$16.6 million in the previous year. The increase in revenue reflects an increase in the size of the portfolio.

Net earnings for the quarter increased to \$18.1 million from \$14.6 million for the first quarter last year due to higher revenues partially offset by an increase in the loan loss reserve to \$12.3 million. Basic weighted average earnings per unit for the quarter of \$0.18 per unit was the same as the prior year.

The Fund distributed \$18.4 million or \$0.18 per unit during the first quarter (2012 - \$15.1 million or \$0.19 per unit). The simple and compounded net yield to unitholders for the three month period ended March 31, 2013 were 1.8% and 1.8%. The net yield to unitholders on a simple and compound basis for the preceding twelve-month period were 7.3% and 7.5% respectively.

Management fees payable to the Fund Manager and other general and administrative expenses of the Fund were \$2.5 million for the quarter compared to \$2.0 million in the previous year. These expenses were higher than the previous year and reflect the larger portfolio value.

### Balance Sheet Highlights

Total assets as of March 31, 2013 were \$1,080.6 million compared to \$817.8 million a year ago. Total assets are comprised primarily of mortgages recorded at fair market value and accrued interest receivable on those mortgages. In addition, the Fund had a cash balance at quarter end of \$9.5 million.

Total liabilities excluding units submitted for redemption as of March 31, 2013 were \$53.9 million compared with \$15.4 million a year earlier. Liabilities at the end of the first quarter were comprised mainly of \$44.0 million of line of credit and \$9.9 million in accounts payable and distributions payable to unitholders. Drawings under the revolving loan facility, together with net cash proceeds of the Unit Offering, are used to increase the Fund's mortgage portfolio. The revolving loan facility bears interest at prime plus 2% and is secured by all assets of the Partnership and a pledge of all Partnership units held by the Fund. Net debt (debt less unrestricted cash) stood at \$34.5 million (3% of mortgage portfolio) at quarter end versus \$39.1 million of positive cash (5% of mortgage portfolio) last year.

Unitholders' equity plus units submitted for redemption as of March 31, 2013 were \$1,026.7 million compared with \$802.4 million as of March 31, 2012. The increase is primarily from proceeds of issuances of \$257.2 million in excess of redemptions of \$30.9 million during the previous 12 months. These amounts represented approximately ten dollars per unit outstanding at the end of each reporting period. There were a total of 103,528,571 units outstanding on March 31, 2013 compared to 80,927,129 on March 31, 2012. There are no options or other commitments to issue additional units.

### Liquidity And Capital Resources

Pursuant to the trust indenture, 100% of the Fund's net earnings must be distributed to unitholders. This means that growth in the mortgage portfolio can only be achieved through the raising of additional unitholder equity and utilizing available borrowing capacity. The Fund was slightly levered as of March 31, 2013 with 4% borrowed as a percentage of the book value of mortgages compared to 0% as of March 31, 2012.

During the three months ended March 31, 2013, proceeds from the issuance of units net of redemptions and costs were \$29.8 million compared to \$51.1 million during the same period in 2012.

The Fund's mortgages are predominantly short-term in nature with the result that continual repayment by borrowers creates liquidity for ongoing mortgage investments.

### Related Party Transactions

Romspen acts as mortgage manager for the Partnership and administrator for the Fund. The trustees of the Fund are all principals of Romspen. In consideration for its services, Romspen receives a fee equal to 1% per annum, calculated daily and paid monthly, of the total of all mortgage investments plus the fair value of any non-mortgage investments. Romspen also receives all lender, broker, origination, commitment, renewal, extension, discharge, participation, and other administrative fees charged to borrowers. In addition, the Partnership has granted to Romspen the option to purchase any mortgage investment held by the Partnership for a purchase price equal to the principal amount of such mortgage plus any accrued interest.

From time-to-time the Partnership may invest in mortgage loans made to borrowers who are related to Romspen or the trustees of the Fund. The Partnership may also invest in mortgages which are syndicated among Romspen, the Fund's trustees, or related parties. The Partnership's interests in such syndications rank either pari-passu with, or in priority to, the related party investors.

As a part of the on-going management of the portfolio, the Partnership holds mortgages with its subsidiaries that have taken over properties from borrowers who have defaulted on their loans. One of these properties, the Vista Heights Office



Complex in Calgary, Alberta (the "Property") owned by 1604954 Alberta Ltd. a subsidiary of the Partnership, will be divested in the second quarter of 2013 with the intention of paying back the Partnership all principal and accrued interest on the outstanding loan. The purchaser of the property is Vista Heights Limited Partnership ("VHLP"); a minimum of 5% of the Class A units of which, and 50% of the Class B units of which, will be owned, directly or indirectly, by principals of Romspen. Class A units of VHLP have also been offered to certain unitholders in the Fund. The general partner of VHLP will be equally controlled by principals of Romspen and Abacus Real Estate Investments Ltd. ("AbREIL") and both Romspen and AbREIL will receive fees for asset management and administrative services provided to VHLP. Property management services will be provided by a local third party manager. Current principal and interest owing on the loan is \$50.5M with proceeds from the sale expected to be \$52.8M.

These related party transactions are further discussed in the notes to the accompanying consolidated financial statements.

### **Risk Management**

The Fund is exposed to various financial instrument risks in the normal course of business. The Fund Manager and trustees have put in place various procedures and safeguards to mitigate these risks in order to ensure the preservation of capital as well as the achievement of acceptable and consistent rates of return. For details on financial instrument risks and management's response to these risks, please see note 14 of the Financial Statements.

### **Outlook**

The North American economy remains in a slow tepid return to growth and will likely remain in this mode for some time. Within this dynamic, the Canadian market looks to be softening somewhat while the US market is gaining momentum, although regional disparities persist. Central bank stimulus has been a key factor in promoting economic growth over the last several years and it remains unclear at this point whether true fundamentals are taking hold and will prove sustainable. Interest rates remain abnormally low by historic standards and we remain concerned that the potential for asset value distortions is material in this environment. As such we remain both cautious and vigilant.

While the US market shows growing momentum towards economic recovery, financing dislocation remains prevalent and property values attractive for mortgage underwriting. We expect these conditions to persist for some time as the recovery continues. These conditions will tend to favor US mortgage

investments in general over those in Canada where values tend to be higher and market dynamics are softening somewhat. As such, we expect US mortgages will continue to grow through the balance of the year at a faster rate than Canadian mortgages.

We continue to work through non-performing loans to maximize recovery values and are making meaningful progress on numerous fronts. While this process is sometimes painfully slow, it is often the best means of maximizing value rather than looking for expedient solutions or being a forced-seller in a down market.

Our deal pipeline remains strong with attractive opportunities on both sides of the border. Rates remain under pressure in all market segments, including ours, and hence we are being selective in choosing those mortgage opportunities with the most attractive risk/return profiles. We expect to see moderate portfolio growth throughout the balance of 2013 with returns broadly in line with last year.

## Interim Consolidated Financial Statements

### ROMSPEN MORTGAGE INVESTMENT FUND

Three months ended March 31, 2013 (Unaudited)

## INTERIM CONSOLIDATED BALANCE SHEET

March 31, 2013, with comparative figures for 2012

n thousands of dollars, except per unit amounts, unless otherwise noted)

	March 31, 2013 (Unaudited)	Dec. 31, 2012 (Audited)	March 31 2012 (Unaudited)
<b>ASSETS</b>			
Cash	\$ 8,358	\$ 5,746	\$ 35,517
Restricted cash (note 5)	1,183	1,183	3,592
Accrued interest receivable	49,502	44,635	34,122
Mortgages, net of fair value provision (note 4)	1,016,335	995,082	744,008
Sundry assets	5,224	4,690	611
	<b>\$ 1,080,602</b>	<b>\$ 1,051,336</b>	<b>\$ 817,850</b>
<b>LIABILITIES AND UNITHOLDERS' EQUITY</b>			
<b>Liabilities:</b>			
Revolving loan facility (note 6)	\$ 44,000	\$ 46,000	\$ -
Accounts payable and accrued liabilities (note 11(f))	1,653	1,570	551
Deferred revenue	138	175	410
Prepaid unit capital	1,944	400	9,592
Unitholders' distributions payable	6,212	6,033	4,856
	<b>53,947</b>	<b>54,178</b>	<b>15,409</b>
Units submitted for redemption (note 7)	4,728	4,978	1,388
Unitholders' equity (note 7)	1,021,927	992,180	801,053
Commitments and contingent liabilities (note 12)			
	<b>\$ 1,080,602</b>	<b>\$ 1,051,336</b>	<b>\$ 817,850</b>
<b>Net asset value per unit (note 8)</b>	<b>9.92</b>	<b>9.92</b>	<b>9.92</b>

See accompanying notes to consolidated financial statements.

## INTERIM CONSOLIDATED STATEMENT OF EARNINGS

Three months ended March 31, 2013, with comparative figures for 2012

(In thousands of dollars, except per unit amounts, unless otherwise noted)

	3 months ended March 31, 2013 (Unaudited)	3 months ended March 31, 2012 (Unaudited)
<b>REVENUE</b>		
Mortgage interest	\$ 21,555	\$ 15,848
Other income	355	771
	<b>21,910</b>	<b>16,619</b>
<b>EXPENSES</b>		
Management fees (note 11)	2,539	1,894
Interest	664	33
Unrealized loss in value of mortgage investments	300	-
Realized loss on mortgage investments	5	-
Audit fees	21	21
Legal fees	21	6
Other	236	91
	<b>3,786</b>	<b>2,045</b>
Net earnings	\$ 18,124	\$ 14,574
Net earnings per unit (note 8)	\$ 0.18	\$ 0.18
Weighted average number of units issued and outstanding (note 8)	102,326,803	79,753,902

See accompanying notes to consolidated financial statements.

## INTERIM CONSOLIDATED STATEMENTS OF UNITHOLDERS' EQUITY

Three months ended March 31, 2013, with comparative figures for 2012

(In thousands of dollars, except per unit amounts, unless otherwise noted)

	March 31, 2013 (Unaudited)	Dec. 31, 2012 (Audited)	March 31, 2012 (Unaudited)
<b>UNIT CAPITAL</b>			
Balance, beginning of period	\$ 1,001,371	\$ 755,591	\$ 755,591
Proceeds from issuance of units, net of redemptions (note 7)	29,784	247,627	51,067
Penalties on redemptions	-	9	69
Reduction in units submitted for redemption (note 7)	250	(1,856)	1,733
<b>Balance, end of period</b>	<b>\$ 1,031,405</b>	<b>\$ 1,001,371</b>	<b>\$ 808,460</b>
<b>CUMULATIVE EARNINGS</b>			
Balance, beginning of period	\$ 276,301	\$ 213,194	\$ 213,194
Net earnings for the period	18,124	63,107	14,574
<b>Balance, end of period</b>	<b>\$ 294,425</b>	<b>\$ 276,301</b>	<b>\$ 227,768</b>
<b>CUMULATIVE DISTRIBUTIONS TO UNITHOLDERS</b>			
Balance, beginning of period	(285,492)	(220,030)	(220,030)
Distributions to unitholders (note 9)	(18,411)	(65,462)	(15,145)
<b>Balance, end of period</b>	<b>\$ (303,903)</b>	<b>\$ (285,492)</b>	<b>\$ (235,175)</b>
<b>Unitholders' equity</b>	<b>\$ 1,021,927</b>	<b>\$ 992,180</b>	<b>\$ 801,053</b>
Units issued and outstanding, excluding units submitted for redemption (note 7)	103,051,953	100,057,857	80,787,128

See accompanying notes to consolidated financial statements.

## INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

Three months ended March 31, 2013, with comparative figures for 2012

(In thousands of dollars, except per unit amounts, unless otherwise noted)

	3 months ended March 31, 2013 (Unaudited)	3 months ended March 31, 2012 (Unaudited)
<b>CASH PROVIDED BY (USED IN)</b>		
<b>Operations:</b>		
Net earnings	\$ 18,124	\$ 14,574
Items not affecting cash:		
Unrealized loss in value of mortgages	300	-
Realized loss on mortgage investments	5	-
Amortization of Discount Income	(440)	(560)
Change in non-cash operating items:		
Accrued interest receivable	(4,867)	(4,071)
Accounts payable and accrued liabilities	263	(1,363)
Other assets	(640)	20
Deferred Revenue	(37)	(125)
	<b>12,708</b>	<b>8,475</b>
<b>FINANCING</b>		
Proceeds from issuance of units, net of offering costs & redemptions	29,784	51,067
Penalties on redemptions	-	68
Prepaid Unit Capital	1,544	4,776
Change in revolving loan facility	(1,894)	(23,500)
Distributions to unitholders	(18,411)	(15,145)
	<b>11,023</b>	<b>17,266</b>
<b>INVESTMENTS</b>		
Funding of mortgages	(146,229)	(54,260)
Discharge of mortgages	125,110	59,871
	<b>(21,119)</b>	<b>5,611</b>
Increase/(decrease) in cash	2,612	31,352
Cash & restricted cash, beginning of period	6,929	7,757
Cash, end of period	\$ 9,541	\$ 39,109
Supplemental cash flow information:		
Interest paid	\$ 664	\$ 33

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Three months ended March 31, 2013 and 2012

Romspen Mortgage Investment Fund (the "Fund") is an unincorporated closed-end investment trust established under the laws of the Province of Ontario, pursuant to a trust indenture dated as at May 20, 2005. The Fund is the sole limited partner in the Romspen Mortgage Limited Partnership (the "Partnership") and conducts its lending activities primarily through the Partnership. The objective of the Fund is to provide stable and secure cash distributions of income, while preserving unitholders' equity.

Romspen Investment Corporation ("Romspen") is the Fund's mortgage manager and acts as the primary loan originator, underwriter, administrator and syndicator for the Partnership. Romspen also acts as administrator for the Fund's affairs.

The Fund commenced operations on January 16, 2006. Under an exchange offering completed in January 2006, mortgages in the aggregate principal amount of \$158,855 were exchanged for 15,885,461 units of the Fund.

### 1. Basis of presentation

These consolidated financial statements have been prepared in accordance with Part V of Canadian generally accepted accounting principles. The consolidated financial statements include the accounts of the Fund and the Partnership.

### 2. Significant accounting policies

**A) Mortgage investments** In accordance with Accounting Guidelines 18, Investment Companies, the Fund's investments are recorded at fair value, as defined by the Canadian Institute of Chartered Accountants' ("CICA") Handbook Section 3855, Financial Instruments - Recognition and Measurement ("Section 3855"). The unitholders' equity of the Fund for financial reporting purposes is calculated in accordance with Section 3855.

Certain of the Fund's mortgages are in arrears and realization by the Fund may result in a shortfall. In determining fair value of individual mortgages, management considers the length of time the mortgage has been in arrears, the overall financial strength of the borrowers and the residual value of the security pledged.

Any unrealized changes in the fair value of mortgage investments are recorded in the consolidated statements of earnings as an unrealized fair value adjustment. A realized change in the fair value of a mortgage as a result of a disposition or repayment is recorded as a realized fair value adjustment.

### B) Revenue recognition

**i) Interest income** Interest income is accounted for on the accrual basis. Funding and participation fees received are amortized over the expected term of the mortgage.

**ii) Discount income** The Fund may acquire mortgage portfolios from third parties at fair market value. A mortgage discount will exist to the extent that the fair market value of a mortgage is less than its par value. The discount is allocated between a valuation reserve component and an accretion component. The valuation reserve component represents the risk of credit loss, while the accretion component represents the part of the discount to be recognized to income over time, thereby adjusting the yield on the mortgage from its face rate to an effective yield. The accretion component is amortized to income over the term of the related mortgage through the application of the effective interest rate method. The valuation reserve component is only recognized into income upon payout, less any realized credit loss.

**C) Use of estimates** The preparation of financial statements 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 revenue and expenses during the year. The most significant estimates that the Fund is required to make relate to the fair value of the mortgage investments in (a) above. The estimates may include: assumptions regarding local real estate market conditions; interest rates and the availability of credit; cost and terms of financing; the impact of present or future legislation or regulation; prior encumbrances and other factors affecting the mortgage and underlying security of the mortgage investments.

**D) Net earnings per unit** Net earnings per unit are computed by dividing net earnings for the year by the weighted average number of units issued and outstanding during the year.

**E) Prepaid unit capital** Prepaid unit capital consists of subscription amounts received in advance of the unit issuance date.

**F) Financial Instruments-recognition and measurement** Section 3855 establishes standards for recognizing and measuring financial assets and financial liabilities, including non-financial derivatives. In accordance with this standard, the Fund has classified its financial assets as one the following: held-to-maturity; loans and receivables; held-for-trading or available-for-sale. All financial liabilities must be classified as: held-for-trading or other financial liabilities. The Fund's designations are as follows:

**i) Mortgage investments** are classified as held-for-trading and are measured at fair value.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three months ended March 31, 2013 and 2012

ii) Cash, restricted cash, accrued interest receivable and other assets are classified as loans and receivables and are measured at amortized cost.

iii) The revolving loan facility, accounts payable and accrued liabilities, prepaid unit capital, unitholders' distributions payable and units submitted for redemption are classified as other financial liabilities and are measured at amortized cost using the effective interest rate method.

### 3. Future accounting standards issued and not yet adopted

International Financial Reporting Standards ("IFRS"):

In December 2012, the Canadian Accounting Standards Board ("AcSB") extended the deferral of the adoption of IFRS to fiscal years beginning on or after January 1, 2014 for investment companies.

The Fund will adopt IFRS on January 1, 2014. The Fund expects to report its financial results for the year ended December 31, 2014 prepared in accordance with IFRS. The Fund will also provide comparative data on an IFRS basis, including an opening consolidated statement of net assets as at January 1, 2013. Further revisions by the AcSB to the IFRS adoption date for investment companies are possible.

The Fund has presently determined that the impact of IFRS will be limited to additional note disclosure and modifications to existing presentation and does not expect that the net earnings will be impacted by the changeover to IFRS. This determination may change as the Fund finalizes its assessment of potential IFRS differences and as new standards are issued by the International Accounting Standards Board prior to the Fund's adoption of IFRS.

### 4. Mortgage investments

The following is a summary of the mortgages:

In thousands of dollars, except per unit amounts, unless otherwise noted

	Number of mortgages	2013		2012
		Original cost	Fair Value	Fair Value
First mortgages	132	\$ 978,847	\$ 970,176	\$ 706,767
Second mortgages	5	38,133	34,502	29,112
Third mortgages	1	11,657	11,657	8,129
	138	\$ 1,028,637	\$ 1,016,335	\$ 744,008

CICA Handbook Section 3862, Financial Instruments - Disclosures ("Section 3862"), by establishing enhanced disclosure requirements for fair value measurements of financial instruments and liquidity risks. Section 3862 establishes a three-level valuation hierarchy for disclosure of financial instruments measured at fair value based upon the degree to which the

inputs used to value an asset or liability as of the measurement date are observable:

- Level 1 - quoted (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - inputs for the assets or liability that are not based on observable market data (unobservable inputs).

The Fund's mortgage investments are measured at fair value using unobservable inputs. As a result, all mortgage investments have been classified in Level 3 of the valuation hierarchy.

A reconciliation of Level 3 assets for the year ended March 31 is as follows:

In thousands of dollars, except per unit amounts, unless otherwise noted

	2013	2012
<b>Mortgage investment balance,</b>		
<b>Beginning of year</b>	\$ 995,082	\$ 749,059
<b>Funding of mortgage investments</b>	146,229	54,260
<b>Discharge of mortgage investments</b>	(125,111)	(59,871)
<b>Unrealized loss in the value of</b>		
<b>    Mortgage investments</b>	(300)	-
<b>Realized loss on mortgage investments</b>	(5)	-
<b>Amortization of discount</b>	440	560
	\$ 1,016,335	\$ 744,008

The mortgages are secured by real property and other security, bear interest at a weighted average rate of 10.7% at March 31, 2013 (2012 - 10.6%) and mature between 2013 and 2018.

Credit risk arises from the possibility that mortgagors may be unable to fulfill their obligations. In accordance with the Fund's policies, the Fund mitigates this risk by ensuring that its mix of mortgages is diversified and by limited exposure to any one mortgagor or property.

As part of the assessment of fair value, management of the Fund routinely reviews each mortgage for impairment to determine whether or not a mortgage should be recorded at its estimated realizable value.



## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three months ended March 31, 2013 and 2012

Principal repayments based on contractual maturity dates are as follows:

In thousands of dollars, except per unit amounts, unless otherwise noted

<b>2012 and earlier</b>	<b>\$ 195,892</b>
<b>2013</b>	<b>484,228</b>
<b>2014</b>	<b>263,887</b>
<b>2015</b>	<b>72,048</b>
<b>2016 and after</b>	<b>12,582</b>
	<b>\$ 1,028,637</b>

Included in 2013 and earlier category are loans which are past due or on a month-to-month arrangement.

Borrowers have the option to repay principal at any time prior to the maturity date. The properties described below are included in the principal repayments chart above under the 2013 and earlier contractual maturity categories.

The Partnership has acquired control of the following properties in order to finish development and divest of the property with the goal of maximizing the return to investors.

Company	Property	Description	Mortgage Value ('000s)
1460518 Alberta Inc.	9420 51 <sup>st</sup> Avenue, Edmonton, AB	Office complex	\$ 15,809
2220740 Ontario Inc.	Old Lakeshore Road, Collingwood, ON	Land for res. development	\$ 781
3231451 Nova Scotia Ltd.	24 Harbourside Drive, Wolfville, NS	Condominium development	\$ 5,426
Aspen Lakes Communities Ltd.	Blackfalds, AB	Land for res. development	\$ 13,004
22411497 Ontario Ltd.	430 Ottawa Street, Almonte, ON	Retail plaza	\$ 5,422
Big Mac Athletic Corp.	Langford, BC	Office complex	\$ 8,038
Romspen FC Homes Inc.	Abbotsford, BC	Residential subdivision	\$ 6,253
RIC Management Inc.(in trust)	1 Dunsford Lane, Wymbolwood Beach, ON	Commercial development	\$ 1,151
1604954 Alberta Ltd.	1925 & 1933 18 <sup>th</sup> Ave NE, Calgary, AB	Office Complex	\$ 44,822
1411786 Alberta Ltd.	Hamlet of Balzac, AB	Land for res. development	\$ 2,777
Royal Oaks Homes Ltd.	Moncton, NB	Residential subdivision	\$ 9,629
2270386 Ontario Limited	160 Brooks Road, Cayuga, ON	Landfill	\$ 17,474

### 5. Restricted cash

Restricted cash represents irrevocable standby letters of credit issued by the Fund.

### 6. Revolving loan facility

The Partnership has entered into a revolving loan facility on July 16, 2012 in the maximum amount of \$100,000 (2012 - \$30,000), of which approximately \$56,000 (2012 - \$30,000) is available and \$44,000 has been drawn as at March 31, 2013 (2012 - \$nil). Interest on the loan is charged at prime rate plus 2%. The minimum and maximum amounts drawn under the revolving loan facility during the three months ended March 31, 2013 were \$nil and \$80,000 (2012 - \$nil and \$23,500), respectively. The loan is secured by all assets of the Partnership and a pledge of all Partnership units held by the Fund. The loan matures on July 16, 2013.

The costs associated with the establishment of the revolving loan facility are amortized over the one-year initial term of the facility and have been included in other assets for \$430 (2012 - \$nil), net of accumulated amortization of \$106 (2012 - \$nil).

### 7. Unitholders' equity

The beneficial interests in the Fund are represented by a single class of units, which are unlimited in number. Each unit carries a single vote at any meeting of unitholders and carries the right to participate pro rata in any distributions. Unitholders have a limited right to redeem their units, on a monthly basis, upon a minimum of 30 days' notice. Partial or complete redemption of units is limited on a monthly basis to 1% of the aggregate fair market value of units outstanding on the valuation date immediately preceding the said redemption date. Redemption notices on any given redemption date shall maintain their order of priority until the unit redemption price for such units has been paid in full. Additionally, the trustees shall be entitled in their sole discretion to extend the time for payment of any unit redemption prices if, in the reasonable opinion of the trustees, such payment would be materially prejudicial to the interests of the remaining unitholders in the Fund.

In the extraordinary circumstance where the number of units properly tendered for redemption ("Tendered Units") by unitholders ("Tendering Unitholders") on any given Redemption Date exceeds 3% of the total number of units outstanding on such Redemption Date, the trustees are entitled in their sole discretion to modify or suspend unitholder redemption rights. Specifically, if the extraordinary circumstance referenced above occurs, the trustees are entitled, in their sole discretion, to implement one of the following measures:

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three months ended March 31, 2013 and 2012

**i) Discounted redemptions** The trustees shall give notice to Tendering Unitholders that their Tendered Units shall be redeemed on the next Redemption Date at a redemption price discounted by a discount factor to be determined by the trustees in their sole discretion, acting reasonably. In determining the discount factor, the trustees may consider such factors as market prices for similar investments that are traded on a stock exchange in Canada, the variation inherent in any estimates used in the calculation of the fair market value of the Tendered Units to be redeemed, the liquidity reasonably available to the Fund and general economic conditions in Canada. Unitholders may choose to retract their redemption request upon receiving notice from the trustees of a discounted redemption; however, unit holders who retract will be prohibited from redeeming the Tendered Units to which their retraction applies for a period of up to 12 months following the date the discounted redemptions are processed.

**ii) Temporary suspension of redemptions** The trustees shall give notice to all unitholders that normal course redemption rights are suspended for a period of up to six months. Issuance of a suspension notice by trustees will have the effect of cancelling all pending redemption requests. At the end of the suspension period, the trustees may call a special meeting of unitholders to approve an extension of the suspension period, failing which normal course redemptions will resume.

As at March 31, 2013, unitholders representing approximately 476,618 units have requested redemption of their units, the redemption of which is subject to the above restrictions. These units have been reclassified to liabilities from unitholders' equity in order to comply with applicable accounting rules. These units, however, continue to have the same rights and no priority over the remaining units. Units submitted for redemption are redeemed at the net asset value.

### A) The following units are issued and outstanding (see chart below)

During the normal course of business, the Fund receives unit issuance and redemption requests from the investors. In 2013, the Fund received requests for redemption of 1,477,143 units (2012 - 242,285) and redeemed 1,148,361 units (2012 - 417,131) for \$11,387 (2012 - \$4,136) in accordance with its policies.

The Fund continues to issue new units and receive redemption requests, which will be processed in accordance with the policies mentioned below.

**B) Distribution reinvestment plan and direct unit purchase plan** The Fund has a distribution reinvestment plan and direct unit purchase plan for its unitholders, which allows participants to reinvest their monthly cash distributions in additional units at a unit price equivalent to \$10.00 per unit.

In thousands of dollars, except per unit amounts, unless otherwise noted

Three months ended March 31	2013		2012	
	Units	Amount	Units	Amount
Balance, beginning of year	100,559,826	\$ 1,006,212	75,817,488	\$ 758,585
New units issued	3,285,778	32,858	4,901,364	49,014
New units issued under distribution reinvestment plan	831,328	8,313	625,408	6,254
Units redeemed	(1,148,361)	(11,387)	(417,131)	(4,136)
Proceeds from issuance of units, net of redemptions	2,968,745	29,784	5,109,641	51,132
Balance, end of year	103,528,571	\$ 1,065,780	80,927,129	\$ 809,717

### 8. Net asset value per unit and net earnings per unit

Net asset value per unit is calculated as total assets less total liabilities allocable to outstanding units, excluding units submitted for redemption, of 103,051,953 as at March 31, 2013 (2012 - 80,787,128).

Net earnings per unit has been computed using the weighted average number of units issued and outstanding of 102,326,803 for the quarter ended March 31, 2013 (2012 - 79,753,902).

### 9. Distributions

The Fund makes distributions to the unitholders monthly on or about the 15th day of each month. The Fund's trust indenture requires that the Fund will distribute 100% of the net earnings of the Fund, determined in accordance with the Income Tax Act (Canada), to the unitholders.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three months ended March 31, 2013 and 2012

For the three months ended March 31, 2013, the Fund declared distributions of \$0.18 (2012 - \$0.19) per unit and a total of \$18,411 (2012 - \$15,145) was distributed to the unitholders.

### 10. Income taxes

The Fund is taxed as a mutual fund trust for income tax purposes. Pursuant to the trust indenture, the Fund is required to distribute 100% of its income for income tax purposes each period to such an extent that it will not be liable for income tax under the Income Tax Act (Canada). Therefore, no provision for income taxes is required on earnings of the Fund.

On June 22, 2007, new legislation relating to the federal income taxation of a specified investment flow-through trust or partnership ("SIFT") received royal assent (the "SIFT Rules").

Under the SIFT Rules, certain distributions from a SIFT will no longer be deductible in computing a SIFT's taxable income and a SIFT will be subject to income taxes on such distributions at a rate that is substantially equivalent to the general tax rate applicable to a Canadian corporation. Distributions paid by a SIFT as returns of capital will not be subject to income taxes.

The Fund is not subject to the SIFT tax regime as its units are not listed or traded on a stock exchange or other public market. Accordingly, the Fund has not recorded a provision for income taxes or future income tax assets or liabilities in respect of the SIFT Rules.

### 11. Related party transactions and balances

Transactions with related parties are in the normal course of business and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties and which represents fair market value.

Other than the transactions disclosed elsewhere in these consolidated financial statements, the Fund had the following significant related party transactions:

**A)** All the trustees of the Fund are owners of Romspen. Under various agreements, Romspen manages all the day-to-day affairs of the Fund and the Partnership. Romspen receives fees totalling 1% per annum, calculated daily and payable monthly, of the principal balance of all mortgage investments and the fair market value of all other non-mortgage investments. For the three months ended March 31, 2013, the amount was \$2,539 (2012 - \$1,894).

**B)** Romspen and related entities also receive certain fees directly from the borrower generated from Fund mortgage investments as follows: all lender, broker, origination, commitment, renewal, extension, discharge,

participation, insufficient funds and administration fees generated on the mortgages. For the three months ended March 31, 2013, this amount was \$4,679 (2012 - \$1,034).

**C)** Romspen charges the Fund for brokering and originating the acquisition of a portfolio of existing loans, calculated as 2% of the loan portfolio. For the three months ended March 31, 2013, the amount was \$nil (2012 - \$nil).

**D)** Several of the Fund's mortgages are syndicated with other investors of Romspen, which may include Romspen, members of management of Romspen and officers or trustees of the Fund. The Fund ranks equally with, or in priority to, other members of the syndicate as to receipt of principal and income.

**E)** For the three months ended March 31, 2013, the Fund had five (2012 - six) mortgages outstanding with an original cost of \$43,619 (2012 - \$37,257), including accrued interest of \$3,621 (2012 - \$5,669) and fair value of \$41,623 (2012 - \$32,822) due from mortgagors in which members of management of Romspen own non-controlling equity interests.

**F)** Included in accounts payable and accrued liabilities is an amount of nil (2012 - nil) payable to Romspen.

**G)** At the discretion of Romspen, the Fund participated in 50% of the funding fees received by Romspen on certain mortgage advances. Amounts received during the three months ended March 31, 2013 amounted to \$nil (2012 - \$nil) and \$37 (2012 - \$125) was recognized in other revenue.

**H)** The Partnership, through its subsidiary 1604954 Alberta Ltd., is in the final stages of divesting of the Vista Heights Office Complex located in Calgary, Alberta (the "Property"). This transaction is expected to close in the second quarter of 2013. The purchaser of the property is Vista Heights Limited Partnership ("VHLP"); a minimum of 5% of the Class A units of which, and 50% of the Class B units of which, will be owned, directly or indirectly, by principals of Romspen. Class A units of VHLP have also been offered to certain unitholders in the Fund. The general partner of VHLP will be equally controlled by principals of Romspen and Abacus Real Estate Investments Ltd ("AbREIL") and both Romspen and AbREIL will receive fees for asset management and administrative services provided to VHLP. The Partnership currently has mortgage and interest receivable from 1604954 Alberta Ltd. of \$50,482 and the proceeds from the sale of Vista Heights Office Complex are expected to be approximately \$52,800.

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three months ended March 31, 2013 and 2012

### 12. Commitments and contingent liabilities

**A)** In the event that management agreements are terminated, the various management agreements between the Fund, the Partnership and Romspen contain provisions for the payment of termination fees of an amount equal to 2% of the fair market value of the Partnership's assets under administration on the date on which the termination notice is received, in addition to any other amounts owing by the Partnership. These amounts will be satisfied by the payment of cash, interests in mortgages or in such combination thereof as determined by the mortgage manager. These agreements continue in force until terminated in accordance with their provisions.

**B)** The Partnership has granted an irrevocable option to Romspen to purchase, at any time, any or all Partnership mortgages at a purchase price equal to the principal amount of such mortgage plus accrued interest.

**C)** The Partnership in certain situations provides guarantees for its subsidiaries.

**D)** The Fund has letters of guarantee outstanding at March 31, 2013 of \$6,821 (2012 - nil)

### 13. Fair values of financial instruments

The fair values of cash, restricted cash, accrued interest receivable, revolving loan facility, accounts payable and accrued liabilities, unitholders' distributions payable and prepaid unit capital approximate their carrying values due to their short-term maturities.

### 14. Financial instrument risk management

**A) Interest rate risk** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Fund manages this risk by investing primarily in short-term mortgages. The Fund's investment objective is to obtain an acceptable and consistent absolute rate of return that is not related to any market-based interest rate benchmark.

As a result, the credit characteristics of the Fund's mortgages will evolve such that in periods of higher market interest rates, the Fund's mortgages will be those with narrower credit spreads, and vice versa in periods of lower market interest rates compared to other benchmark interest rates.

The majority of the Fund's investments are in fixed rate, short-term mortgages. The Fund generally holds all of its mortgages to maturity. There is no secondary market for the Fund's mortgages and in syndication transactions, these mortgages are generally traded at face value without regard to changes in market interest rates.

The Fund's debt under the revolving loan facility (note 6) bears interest based on the prime rate plus 2%.

As at March 31, 2013, if interest rates on the revolving loan facility had been 100 basis points lower or higher, with all other variables held constant, net earnings for the quarter would be affected with a total increase or decrease of \$122 (2012 - \$7). The Fund monitors the financial markets and can adjust the pricing of renewals and new loans when it deems it appropriate.

**B) Credit risk** Credit risk is the risk of loss due to borrowers under the Fund's mortgages failing to discharge their obligations. The Fund's sole activity is investing in mortgages (note 4) and, therefore, generally all of its assets are exposed to credit risk. Any instability in the real estate sector and adverse change in economic conditions in Canada could result in declines in the value of real property securing the Fund's mortgage investments. The Fund manages credit risk by adhering to the investment and operating policies, as set out in its Offering Memorandum. This includes the following policies:

- i) No more than 20% of the Fund's capital may be invested in subordinate mortgages; and
- ii) No more than 10% of the Fund's capital may be invested in any single mortgage or to any single borrower.

The Fund focuses its investments in the commercial mortgage market segments described in its Offering Memorandum, which includes development mortgages, construction mortgages, term financing mortgages and residential mortgages. These mortgages generally have the following characteristics:

- i) initial terms of 12 to 24 months;
- ii) loan to value ratios of approximately 65% at time of underwriting;
- iii) significant at-risk capital and/or additional collateral of property owner; and
- (iv) full recourse to property owners supported by personal guarantees.

In addition, the Fund's trustees meet regularly to review and approve each mortgage investment and to review the overall portfolio to ensure it is adequately diversified.

**C) Liquidity risk** Liquidity risk is the risk that the Fund will not have sufficient cash to meet its obligations as they become due. The Fund mitigates this risk by monitoring its scheduled mortgage repayments and ensuring that sufficient funds are available in the near term to satisfy all of its obligations. The Fund's obligations are primarily those which arise under the revolving loan facility, the Mortgage Management Agreement and its Declaration of

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Three months ended March 31, 2013 and 2012

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Trust. In the current economic climate and capital markets, the lenders may continue to tighten their lending standards which could make it challenging for the Fund to obtain financing on favourable terms, or to obtain financing at all.

The Fund's revolving loan facility (note 6) matures on July 16, 2013. If it is not extended at maturity, repayments under the Fund's mortgage portfolio would be utilized to repay the revolving loan facility. The Fund's mortgages are predominantly short-term in nature, and as such, the continual repayment by borrowers of existing mortgage investments creates liquidity for ongoing mortgage investments and funding commitments.

If the Fund is unable to continue to have access to its revolving loan facility, the size of the Fund's mortgage portfolio will decrease and the income historically generated through holding a larger portfolio by utilizing leverage will not be earned.

The Fund is not obliged to invest in any mortgages originated by the Fund manager and, therefore, the Fund has no future funding obligations in respect of the Fund manager's mortgage commitments. The Fund is obliged to pay management fees to the Fund manager which are funded out of interest income.

Unitholders in the Fund have the limited right to redeem their units in the Fund, as described in its Offering Memorandum and paragraph 5.25 of the Fund's Declaration of Trust. The trustees are entitled, in their sole discretion, to extend the time for payment of any unitholder redemption if, in their reasonable opinion, such payment would be materially prejudicial to the interests of the remaining unitholders.

**D) Market risk** Market risk is the risk that the fair value of the collateral securing any of the Fund's mortgage investments falls to a level approaching the loan amount. The Fund manager ensures that it is aware of real estate market conditions in the regions in which it operates. Real estate market trends are monitored on an ongoing basis and the Fund manager's lending practices and policies are adjusted when necessary.

**E) Currency risk** Currency risk is the risk that the fair value or future cash flows of the Fund's mortgages will fluctuate based on changes in foreign currency exchange rates. Approximately \$123,154 (2012 - \$21,268), 12% of the total Fund's mortgages at quarter end, and cash of \$696 (2012 - \$381) denominated in United States dollars; consequently, the Fund is subject to currency fluctuations that may impact its financial position and results.

**F) Capital risk management** The Fund manages capital to attain its objective of providing stable and secure cash distributions of income while preserving unitholders' equity. The Fund defines capital as being capital

raised by issuing Fund units. It is the Fund's policy to distribute 100% of its taxable income to unitholders, with the result that growth in the mortgage portfolio can only be achieved through the raising of additional equity capital and by utilizing available borrowing capacity.

The Fund raises equity capital on a monthly basis during periods where the Fund manager projects a greater volume of mortgage investment opportunities than the Fund's near-term capital would be sufficient to fund. In the event the Fund may have surplus equity capital, the trustees of the Fund have the right to redeem units held by unitholders or to declare a return of capital distribution.

The primary purpose of the Fund's borrowing strategy is to ensure that unitholders' capital is fully invested. As of March 31, 2013, the Fund's borrowings totalled 4% (2012 - 0%) of the book value of its mortgages and the Fund was in compliance with all covenants under its revolving loan facility.

### 15. Comparative figures

Certain comparative figures have been reclassified to conform with the financial statement presentation adopted in the current year.

### 16. Exemption from filing

The Fund is relying on the exemption obtained in National Instrument 81-106, Part 2.11 to not file their financial statements in SEDAR.

## TRUSTEES & MANAGEMENT

Romspen's management experience in real estate and finance runs long and deep and is our most important asset. We have a culture that rewards teamwork, challenges accepted conventions and encourages open and broad discussion of matters affecting our business. The trustees and the management team are the largest non-institutional investor in the Fund and as such our interests are fully aligned with those of our investors.

### Romspen Mortgage Investment Fund

Sheldon Esbin

**Trustee**

Mark Hilson

**Trustee**

Arthur Resnick

**Trustee**

Wesley Roitman

**Trustee**

### Romspen Investment Corporation

Sheldon Esbin

**Managing General Partner**

Mark Hilson

**Managing General Partner**

Wesley Roitman

**Managing General Partner**

Blake Cassidy

**Managing Partner**

Ronald Lloyd

**Managing Partner**

Arthur Resnick

**Managing Partner**

Arnie Bose

**Vice President, Finance**

Bonnie Bowerman

**Vice President, Underwriting**

Vitor Fonseca

**Vice President and Treasurer**

Mary Gianfriddo

**Vice President, Mortgage Administration**

Blair Martin

**Senior Vice President, Underwriting**

Joel Mickelson

**Corporate Counsel**

Pierre Leonard

**Vice President, Origination**

Richard Weldon

**Vice President**

## UNITHOLDER INFORMATION

### Units

The Fund units represent a beneficial ownership interest in the Romspen Mortgage Investment Fund. The Fund is an unincorporated closed-end investment trust and is the sole limited partner in the Romspen Mortgage Limited Partnership.

### Distributions

Distributions on Fund units are payable on or about the 15<sup>th</sup> day of each month. The Fund generally distributes its net earnings each year to the unitholders.

### Distribution Reinvestment Plan

The distribution reinvestment plan provides unitholders a means to reinvest cash distributions in new units of the Fund. To participate, registered unitholders should contact Romspen.

### Investor Relations Contact

Requests for the Fund's annual report, quarterly reports, or other corporate communications should be directed to:

Romspen Mortgage Investment Fund  
Suite 300, 162 Cumberland Street  
Toronto, Ontario M5R 3N5  
416 966 1100

### Duplicate Communication

Registered holders of Romspen units may receive more than one copy of shareholder mailings. Every effort is made to avoid duplication, but when units are registered under different names and/or addresses, multiple mailings result. Unitholders who receive but do not require more than one mailing for the same ownership are requested to contact Investor Relations and arrangements will be made to combine the accounts for mailing purposes.

### Auditors

KPMG LLP Chartered Accountants

### Legal Counsel

Gardiner Roberts LLP

### Website

[www.romspen.com](http://www.romspen.com)





