Q3

BROOKFIELD REAL ESTATE
SERVICES FUND

INTERIM REPORT TO UNITHOLDERS Q3 2007

Brookfield Real Estate Services

ABOUT BROOKFIELD REAL ESTATE SERVICES FUND

The Fund is a leading provider of services to residential real estate brokers and their REALTORS®. The Fund generates cash flow from franchise royalties and service fees derived from a national network of real estate brokers and Agents in Canada operating under the Royal LePage and Johnston & Daniel brand names. At September 30, 2007, the Fund Network was comprised of 13,085 REALTORS® operating from 594 locations. The Fund Network has an approximate 20% share of the Canadian residential resale real estate market based on transactional dollar volume. The Fund is a TSX listed income trust, which pays monthly distributions and trades under the symbol "BRE.UN". The Fund's website address is www.brookfieldres.com

Brookfield Real Estate Services

Q3 2007 INTERIM REPORT TO UNITHOLDERS

LETTER TO UNITHOLDERS

Financial and Operating Highlights
For the three months ended September 30, 2007 and 2006

	Q3 2007		Q3 2006	
	(thousands)	**(per unit)**	(thousands)	(per unit)
Royalties	**$ 9,295**	**$ 0.70**	$ 8,470	$ 0.64
Earnings before non-controlling interest	**$ 3,093**	**$ 0.23**	$ 2,505	$ 0.19
Net Earnings	**$ 2,282**	**$ 0.23**	$ 1,848	$ 0.19
Distributable cash[2]	**$ 6,805**	**$ 0.51**	$ 6,162	$ 0.46
Distributions	**$ 3,993**	**$ 0.30**	$ 3,827	$ 0.29

Brookfield Real Estate Services Fund (the "Fund"), formerly Royal LePage Franchise Services Fund, is pleased to report results for the third quarter of 2007. Royalty revenue during the quarter totalled $9.3 million, a 9.7% increase over the same period in 2006. Distributable cash[2] increased 10.4% to $6.8 million or $0.51 per unit compared with the third quarter of 2006, and net earnings increased 23.5% to $2.3 million or $0.23 per unit.

We are very pleased that royalty revenue has once again exceeded our growth targets, reflecting the ongoing expansion of the Fund's underlying network of REALTORS®[1], and the vigorous pace for both housing unit sales and average price appreciation in the Canadian residential market. Housing markets continued to experience double-digit growth in several urban centres in the West, driven largely by resource industries, and also in the Greater Toronto Area where robust growth in unit sales activity sent transactional dollar volumes soaring 23.9% in the third quarter compared with a year ago. We are well positioned to continue our solid performance as a result of our growing REALTOR® network located coast to coast and the leading, productivity-enhancing services we provide.

Nine Months Results

For the nine months ended September 30, 2007, royalties totalled $25.0 million, a 9.4% increase over the same period of 2006. The Fund generated earnings before non-controlling interest for the nine months of $9.2 million, up $5.6 million from the same period in 2006. The year-over-year increase was attributed to the continued growth in the Canadian residential real estate resale market and the Fund's underlying REALTOR® network, a $2.1 million income tax recovery recorded in the second quarter of 2007 in accordance with new tax legislation, and a non-recurring accumulated $1.9 million management fee recorded in the first quarter of 2006. Distributable cash in the first nine months of 2007 totalled $18.2 million or $1.36 per unit, compared with $14.5 million or $1.09 per unit in the same period of 2006. Net earnings were $6.8 million ($0.68 per unit) compared with $2.6 million ($0.26 per unit) in the first nine months of 2006.

Fund Name Change

On October 31, 2007, the name of the Royal LePage Franchise Services Fund was changed to the Brookfield Real Estate Services Fund. This name change better portrays the Fund's long-term multi-brand growth strategy and its close association with Brookfield Asset Management, which has a strong reputation in the global real estate industry. The Fund currently receives revenues from franchisees operating under the national brand of Royal LePage. As a result of these changes, the Fund's TSX stock symbol has been changed to BRE.UN and its website address to www.brookfieldres.com.

Acquisition of La Capitale Real Estate Network

On November 2, 2007, the Fund Manager acquired La Capitale Real Estate Network ("La Capitale"), Quebec's largest regional real estate services company with 1,492 REALTORS® operating out of 68 locations. If approved, the acquisition of La Capitale will be the Fund's largest acquisition to date and aligns with our growth strategy to acquire well managed real estate franchises that will be accretive to earnings and are located in markets where we have identified the opportunity for long-term regional growth. The Manager anticipates presenting these franchise contracts to the Fund's Trustees for purchase by the Fund effective January 1, 2008.

[1] REALTOR® is a trademark identifying real estate licensees in Canada who are members of the Canadian Real Estate Association.

[2] Defined as royalties less administrative expenses, interest expense and management fee. Distributable cash does not have a standardized meaning under Canadian generally accepted accounting principles. Management believes that distributable cash is a useful supplemental measure of performance as it provides investors with an indication of the amount of cash for distribution to unitholders. Investors are cautioned that distributable cash should not be construed as an alternative to using net earnings as a measure of profitability or the statement of cash flows.

Fund Growth

The Fund as at September 30, 2007 was comprised of 289 independently owned and operated franchises, operating from 594 locations serviced by 13,085 REALTORS®. During the third quarter, the Fund organically grew by 125 REALTORS®. This is in addition to 421 REALTORS® added organically during the first six months and the addition of 390 REALTORS® who joined the Fund network with the 22 franchise contracts acquired on January 1, 2007. Overall, the Fund network has grown 7.7% (936 REALTORS®) since December 31, 2006.

As of November 2, in addition to the La Capitale acquisition described above, the Fund Manager had Royal LePage franchise contracts representing 17 locations serviced by 203 REALTORS that it anticipates presenting to the Fund's Trustees for purchase by the Fund effective January 1, 2008. Pending approvals, these additions will bring our total REALTOR® network to approximately 14,800 coast to coast. The Board will meet to consider the acquisition of franchise contracts prior to January 1, 2008, following which it will disclose the approximate purchase price for these acquisitions.

Capital Resources

The existing capital resources that the Fund can draw on consist of a $2 million operating line, which has been unutilized since the inception of the Fund. Other capital resources include: funds generated from operations; $5.5 million in unutilized distributable cash held for future distributions in anticipation of the seasonality of the Canadian residential resale real estate market, debt servicing and distribution requirements, and financing for the acquisition of franchise contracts. In the event that the purchase of the La Capitale franchise agreements is approved by the Trustees, management will assess various financing options available to the Fund.

Monthly Cash Distribution

The Brookfield Real Estate Services Fund today declared a cash distribution of $0.10 per unit for the month of November 2007, payable December 28, 2007, to unitholders of record November 30, 2007.

Outlook

We expect continued strength in the Canadian residential resale real estate market in the near-term due to strong underlying market fundamentals supported by low interest rates, strong consumer confidence, the relative affordability of residential real estate and a relatively strong economy. This strength will likely be mitigated somewhat as the rising Canadian dollar acts as a moderating influence on economic growth. Listing inventory levels should grow as pent-up demand is satisfied. This rise in listing inventory is expected to lessen the pace of price appreciation across Canada from double digits seen over the past few years to high single digits for the near and mid-term, with the anticipated overall effect of a strong but more balanced market in most regions of Canada.

We are focused on growth through accretive acquisitions, as well as organically through Agent recruitment and improved productivity. The name change positions us to be able to pursue more acquisition opportunities, and the acquisition of La Capitale, pending approval by our Board of Trustees, adds a well managed brand that together with Royal LePage will represent a significant share of the Quebec market and expansion of our franchise network.

Philip Soper
President and Chief Executive

Kevin Cash
Chief Financial Officer
November 6, 2007

Financial Review

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INTRODUCTION

This section of our interim report includes management's discussion and analysis ("MD&A") of our results and financial condition. The MD&A is intended to provide you with an assessment of our past performance as well as our financial position, performance objectives and future prospects. The information in this section should be read in conjunction with our audited financial statements, prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Additional information relating to the Fund, including our annual information form, is available on SEDAR at www.sedar.com. All dollar amounts are in Canadian dollars unless otherwise specified.

Statements contained in this MD&A, which are not historical facts, are forward-looking statements that involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. For more detail on these factors see the summary of risks as outlined in the Fund's annual information form which is filed on SEDAR at www.sedar.com.

Management's Discussion and Analysis of Results and Financial Condition

HIGHLIGHTS

($ 000's) except Agents, Sales Representatives, units and per unit amounts	**Three months ended Sept. 30, 2007**	Three months ended Sept. 30, 2006	**Nine months ended Sept. 30, 2007**	Nine months ended Sept. 30, 2006
Royalties	**$ 9,295**	$ 8,470	**$ 25,043**	$ 22,894
Less:				
Administration expenses	**184**	163	**533**	513
Interest expense	**606**	605	**1,813**	1,795
Management fee	**1,700**	1,540	**4,539**	6,080
Earnings and distributable cash	**$ 6,805**	$ 6,162	**$ 18,158**	$ 14,506
Amortization of intangible assets	**3,723**	3,657	**11,058**	10,893
Income tax recovery	**(11)**	–	**(2,112)**	–
Non-controlling interest	**811**	657	**2,411**	1,002
Net and comprehensive earnings	**$ 2,282**	$ 1,848	**$ 6,801**	$ 2,611
Basic and diluted earnings per unit (9,983,000 units)	**$ 0.23**	$ 0.19	**$ 0.68**	$ 0.26
Distributions	**$ 3,993**	$ 3,827	**$ 11,896**	$ 11,478
Cash distributions declared per 9,983,000 units	**$ 0.30**	$ 0.29	**$ 0.90**	$ 0.86
Cash distributions declared per 3,327,667 Special Fund units	**$ 0.30**	$ 0.29	**$ 0.90**	$ 0.86
Total assets	**$ 131,434**	$ 135,600	**$ 131,434**	$ 135,600
Total long-term financial liabilities	**$ 37,576**	$ 38,000	**$ 37,576**	$ 38,000
Number of Agents[1] and Sales Representatives[2]	**13,085**	12,201	**13,085**	12,201

The table above sets out selected historical information and other data for the Brookfield Real Estate Services Fund (the "Fund", formerly known as the Royal LePage Franchise Services Fund see Recent Developments – Fund Name Change) which should be read in conjunction with the attached consolidated financial statements as at and for the three months (the "Quarter") and nine months ended September 30, 2007. The consolidated financial statements are prepared in Canadian dollars and are in accordance with Canadian generally accepted accounting principles ("GAAP"). There are a number of external and industry factors related to the residential resale real estate brokerage industry and the business of the Fund which may affect an investment in the Fund's units. A summary of these risks is outlined in the Fund's annual information form which is filed on SEDAR at www.sedar.com. These risks are discussed in further detail in this MD&A to the extent they have changed since December 31, 2006.

OVERVIEW

This MD&A covers the period from January 1, 2007 to September 30, 2007 and has been prepared as at November 6, 2007.

The Fund was established on August 7, 2003, through an initial public offering. The Fund generates cash flow from the franchise royalties and service fees of a national network of real estate franchisees, Agents and Sales Representatives, operating mainly under the Royal LePage and Johnston & Daniel brand names (collectively the "Fund Network").

Management of the Fund is governed by a Management Services Agreement ("MSA"). The services under the MSA are provided by Brookfield Real Estate Services Ltd. ("Manager", formerly know as the Residential Income Fund Manager, see Recent Developments – Fund Name Change), a subsidiary of Brookfield Asset Management Inc. ("BAM"). The senior management team of the Manager developed and managed the Fund Network prior to the inception of the Fund. BAM, through a wholly-owned subsidiary, holds a 25% subordinated interest in the Fund (see Transactions with Related Parties).

[1] Agent is defined as an individual who is licensed to buy or sell real estate and is actively doing so through an affiliation with a broker.

[2] Sales Representative is defined as an individual who is licensed to buy or sell real estate and is actively doing so through an affiliation with an Agent.

As at September 30, 2007, the Fund Network was comprised of 13,085 REALTORS[3] operating from 594 locations. The Fund Network has an approximate 20% share of the Canadian residential resale real estate market based on transactional dollar volume.

STRUCTURE OF THE FUND

Royalty Fees

The Fund generates royalties with both fixed and variable fee components. Approximately 67% of the annual royalties are insulated from market fluctuations, as they are not directly driven by transaction volumes. Management believes that the combination of a royalty stream based on the number of selling-REALTORS in the network, increasing Agent and broker productivity, and an increasing supply of new housing inventory provides the base for a strong, stable and growing cash flow. A summary of these fees is as follows:

Fixed franchise fees are based on the number of Agents and flat fee paying Sales Representatives, collectively "selling-REALTORS" in the Fund Network and consist of a monthly fixed fee of $100 per selling-REALTOR, a technology fee and web services and other fees.

Variable franchise fees are primarily driven by the total transaction dollar volume of business transacted by our Agents. The Fund receives 1% of each Agent's gross commission income, subject to a cap of $1,300 per year. In addition, 23 of the Fund's larger locations situated in the Greater Toronto Area ("GTA") pay a premium franchise fee ranging from 1% to 5% of the location's gross revenue.

Approximately 89% (89% – 2006) of the Fund's royalties are derived from the combined fixed fee of $100 per selling-REALTOR per month, 1% variable fee and premium fees. The remaining royalty stream is generated from technology fees, the 4.5% variable fee option and web services and other fees.

Monthly Distributions

The targeted annual cash distribution for 2007 is $1.20 per unit and is to be paid monthly to public unitholders.

To reduce unitholder risk, 25% of the Fund's units, which are held by BAM are subordinated in their rights to distributions until public unitholders receive their initial target distributions of $0.0917 per unit per month, $1.10 per unit per annum. This subordination is in place until August 7, 2008.

The tax allocation for 2007 distributions is estimated at 99% taxable income and 1% return of capital as compared to 74% and 26%, respectively, for 2006.

Management and the Board of Trustees periodically review the Fund's targeted distribution.

RECENT DEVELOPMENTS

Fund Name Change

On October 31, 2007, the name of the Royal LePage Franchise Services Fund was changed to the Brookfield Real Estate Services Fund. This name change better portrays the Fund's long-term multi-brand growth strategy and its close association with BAM, which has a strong reputation in the global real estate industry. The Fund currently receives revenues from franchisees operating under the national brand of Royal LePage.

As a result of these changes, the Fund's TSX stock symbol has been changed to BRE.UN and the website to www.brookfieldres.com.

Acquisition of La Capitale

On November 2, 2007, the Manager acquired La Capitale Real Estate Network ("La Capitale"), Quebec's largest regional real estate services company with 1,492 REALTORS operating out of 68 locations. The Manager anticipates presenting franchise contracts relating to this transaction to the Fund's Trustees for purchase by the Fund on January 1, 2008.

Tax Fairness Plan

On October 31, 2006, the Minister of Finance announced proposed tax legislation ("trust legislation") that will change the income tax rules applicable to publicly traded trusts rendering income trusts taxable in 2011. This trust legislation was substantially enacted into law on June 12, 2007, and accordingly, in its second quarter report, the Fund recognized the accounting treatment of these new tax rules.

[3] REALTOR® is defined as an individual licensed to trade in Real Estate and includes brokers, Agents and Sales Representatives

Prior to June 12, 2007, income tax obligations relating to distributions from the Fund were obligations of the unitholders and, accordingly, no provisions for income taxes were recorded by the Fund.

In accordance with the substantially enacted trust legislation, while the Fund will not be liable for current taxes until January 1, 2011, the Fund recognized, beginning in the second quarter of 2007, future income taxes or recoveries arising from those temporary tax differences expected to reverse after January 1, 2011, at the 31.5% tax rate applicable to the Fund.

In 2011 when the Fund becomes a taxable entity, income taxes payable will reduce net earnings and will affect distributable cash by an equal amount.

In accordance with new tax legislation, the Fund has recorded a non-cash future tax asset of $2.1 million, which represents 31.5% of the amount by which the tax carrying value is expected to exceed the accounting carrying value of the Fund's intangible assets at December 31, 2010.

Management of the Fund will review the value of the Fund's future income tax assets and liabilities on a quarterly basis and will record adjustments, as necessary, to reflect the realizable amounts of the Fund's future income tax assets and liabilities.

This trust legislation, and the related impact and proposed limits on equity issued by Income Funds to fund acquisitions, may affect the Fund's ability to make future acquisitions, accordingly, management and the Trustees have been monitoring the changes in the income trust environment and are continuing to review potential impacts on the Fund's current strategy and the alternatives available to the Fund, to protect and enhance unitholder value.

Franchise Acquisitions

On January 1, 2007, the Fund acquired 22 new franchise contracts serviced by 390 REALTORS, with an estimated annual royalty stream of $0.8 million. The agreements for these locations were acquired in accordance with the terms of the MSA at an estimated purchase price of $7.2 million, with $5.7 million paid on closing and the balance to be paid in cash or units during the first quarter of 2008, upon meeting certain terms and conditions of the MSA.

Distribution Increase

Effective January 1, 2007, the targeted annual distribution was increased to $1.20 from $1.15 per unit.

OPERATIONS OVERVIEW

The key drivers of the Fund's business and cash distributions to unitholders are:

1. the number of selling-REALTORS in the Fund;
2. transaction volumes;
3. the stability of the Fund's royalty stream; and
4. the Fund's growth opportunities.

A summary of our performance against these drivers is as follows:

Number of REALTORS in the Fund

As at September 30, 2007, the Fund Network was comprised of 289 independently owned and operated franchises operating from 594 locations serviced by 13,085 REALTORS, with an approximate 20% share of the Canadian residential resale real estate market based on transactional dollar volume.

During the Quarter, the Fund Network grew by 125 REALTORS. When combined with the 421 REALTORS added during the six months ending June 30, 2007, the Fund Network increased by 4.5% from December 31, 2006. This organic growth is in addition to the 390 REALTORS who joined the Fund Network with the 22 franchise contracts acquired on January 1, 2007, for a total increase of 936 REALTORS, representing a 7.7% increase from December 31, 2006.

Transaction Volumes

The performance of the Fund is dependent upon the receipt of royalty revenue which, in turn, is partially dependent upon the level of residential resale real estate transactions. The residential real estate industry is affected by all of the factors affecting the economy in

general, including changes in interest rates, unemployment and inflation. During the Quarter, the Canadian residential resale real estate market (the "market"[4]) continued at a record-breaking pace for both housing unit sales and average price appreciation. During the Quarter, some regional differences still existed as regions benefiting from booming natural resource-based industries such as oil, potash and uranium continued to experience double-digit growth in average price appreciation. In Alberta, an increase in housing supply has helped to create a more balanced market that is expected to result in more moderate price appreciations going forward, while the provinces of Saskatchewan and Manitoba remain, for the most part, sellers-markets as demand remains strong relative to supply. Despite the continued rise in housing prices, housing remained affordable, driven by strong employment prospects and the introduction on new mortgage products earlier in the year which offer 35 and 40-year amortization periods thus, reducing the monthly carrying cost. A summary of the market and related activity as reported by Canada Mortgage and Housing Corporation ("CMHC"), Canadian Real Estate Association ("CREA") and the Toronto Real Estate Board ("TREB"), follows:

- Canada's annual rate of housing starts, the market's future inventory, totalled 231,221 as of September 30, 2007, an increase of 1.5% over the same period in 2006.
- The Canadian resale market totalled $155.2 billion for the 12 months ended September 30, 2007, an increase of 17.4% over the same period in 2006, fuelled by a 10.6% increase in the average selling price of a home to $300,940 and a 6.2% increase in residential unit sales to 515,853 units. For the Quarter, the Canadian residential resale housing market totalled $40.5 billion, an increase of 21.6% over the same period in 2006, consisting of an 11.7% increase in the average selling price to $308,641 and an 8.9% increase in unit sales to 131,214.
- The GTA market, from which the Fund earns its premium franchise fees, reached a transactional dollar volume of $34.2 billion for the 12 months ended September 30, 2007, a 14.8% increase over the same period in 2006. This market activity was fuelled by the sale of 92,953 homes at an average selling price of $368,444, an 8.9% increase and 5.4% increase, respectively, over the same period in 2006.
- Strong consumer confidence combined with overall housing affordability continue to encourage existing home owners to trade up to larger, more expensive dwellings.

Stability of the Fund's Royalty Stream

- The Fund's royalties are derived primarily from a diverse national network of 289 independently owned and operated franchises, the majority of which operate with fewer than 50 Agents.
- A significant portion of the Fund's royalties is fixed in nature based on the number of Agents and their productivity, which through the combination of the $100 per Agent per month fee and the 1% variable fee generated by Agents earning in excess of the $1,300 per annum cap, contributed 67% of the Fund's revenue for the twelve months ended December 31, 2006. This compares to 65% for the same period in 2005.
- The geographic distribution of the Fund Network is similar to the distribution of the overall Canadian REALTOR population.
- The Fund has secured 10-, 15- and 20-year agreements, significantly exceeding the industry norm of five-year agreements.
- During the Quarter, the Fund renewed four agreements representing 103 REALTORS in advance of their expiry. For the nine months ended September 30, 2007, 18 agreements representing 491 REALTORS were renewed.
- During the Quarter, no franchise agreements were terminated. For the nine months ended September 30, 2007, agreements decreased by six from 295 to 289 with a corresponding decrease in the location count from 600 to 594. Four of these agreements were consolidated into contracts held with existing Fund franchisees and the remaining two agreements representing 26 REALTORS were terminated.

Fund Growth Opportunities

Our growth objective for 2007 is to add 300 to 500 REALTORS to the Fund Network through recruitment and acquisitions. Growth through acquisition is achieved through the purchase of franchise contracts acquired by the Manager's dedicated network development team operating under the MSA.

Growth in overall royalties is achieved by: increasing the number of selling-REALTORS in the Fund; increasing the productivity of Agents; expanding the range of products and services supporting the franchisees and Agents; increasing adoption of these products and services; and providing sales and marketing programs to the Fund Network. These services are supported by ongoing training programs for

[4] The market is defined as the dollar value of units sold ("Transactional Dollar Volume") over a 12-month period in a particular geographic area.

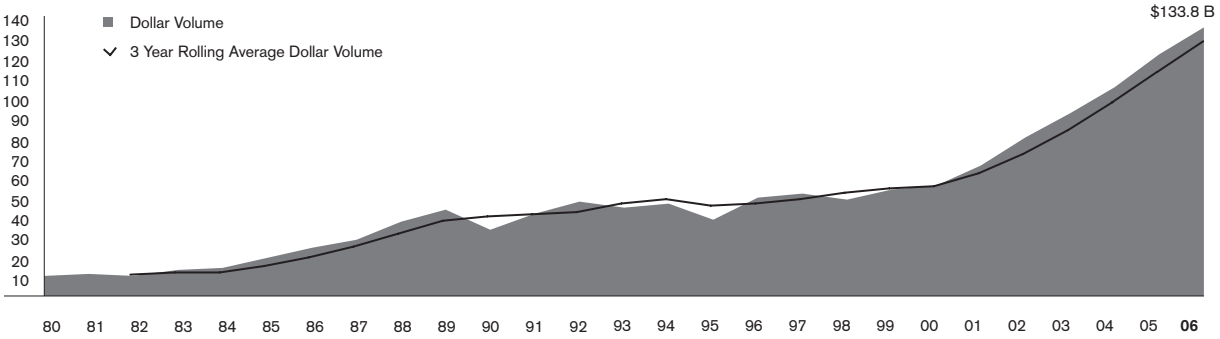
franchisees and selling-REALTORS that assist in leveraging the Fund's competitive advantages to attract and retain potential recruits. A summary of results to the date of this report follows:

- Organic growth for the Quarter totalled 125 REALTORS.
- From November 7, 2006 to the date of this MD&A, franchise contracts representing 17 locations serviced by an estimated 203 Agents were added to the Royal LePage brand. The Manager anticipates presenting these franchise contracts to the Fund's Trustees for purchase by the Fund on January 1, 2008. The estimated purchase price of these contracts is $3.5 million.
- On November 2, 2007 the Manager acquired the La Capitale Real Estate Network with 1,492 REALTORS operating out of 68 locations. The Manager anticipates presenting these franchise contracts to the Fund's Trustees for purchase by the Fund on January 1, 2008 (see Recent Developments – Acquisition of La Capitale).
- The Manager continues to develop, introduce and support new tools, services and programs, which assist franchisees in attracting and retaining REALTORS, increasing their productivity and driving down administration costs.

THE CANADIAN RESIDENTIAL RESALE REAL ESTATE MARKET

Since 1980, the Canadian residential resale real estate market has grown at a compound annual growth rate ("CAGR") of 10%. The market has been very resilient with only two significant downturns occurring in 1990 and 1995, both of which returned to pre-downturn levels within 24 months. During the 1990 downturn, interest rates were relatively high and there was significant speculation in the form of building and multiple home ownership. Since that time, lenders now require builders to pre-sell a significant portion of their developments before advancing funds. Market activity since 1980 is provided in the chart below.

MARKET DOLLAR VOLUME – CANADIAN RESALE RESIDENTIAL REAL ESTATE (1980 – 2006) (in $ Billions)

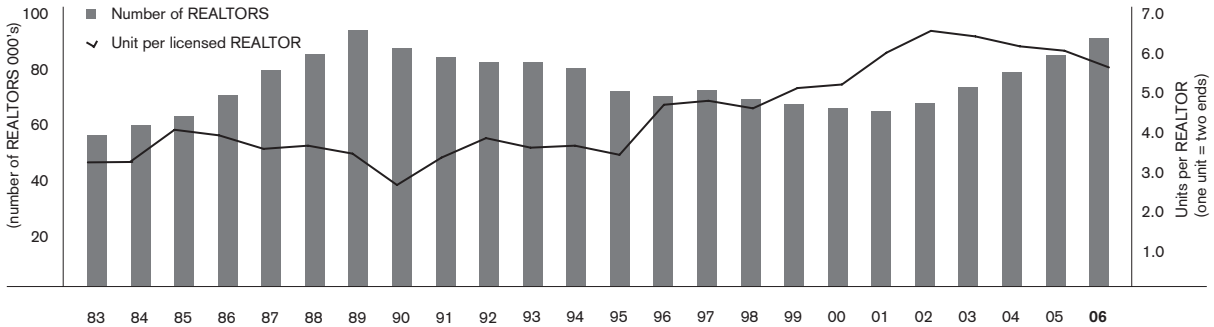


Source: CREA

THE CANADIAN REAL ESTATE REALTOR POPULATION

The number of REALTORS in the Fund Network is a key driver of the Fund's results. For the year ended December 31, 2006, on the strength of another robust residential resale real estate market, the Canadian real estate REALTOR membership grew by 7.3% to 88,906 members with an average of 5.6 units sold per REALTOR. The number of REALTORS in the Fund Network grew by 5.3% over the same period. The Canadian REALTOR population and the average number of units sold per REALTOR are summarized in the chart below.

CANADIAN REAL ESTATE REALTORS (Year ended December 31)



THE FUND NETWORK

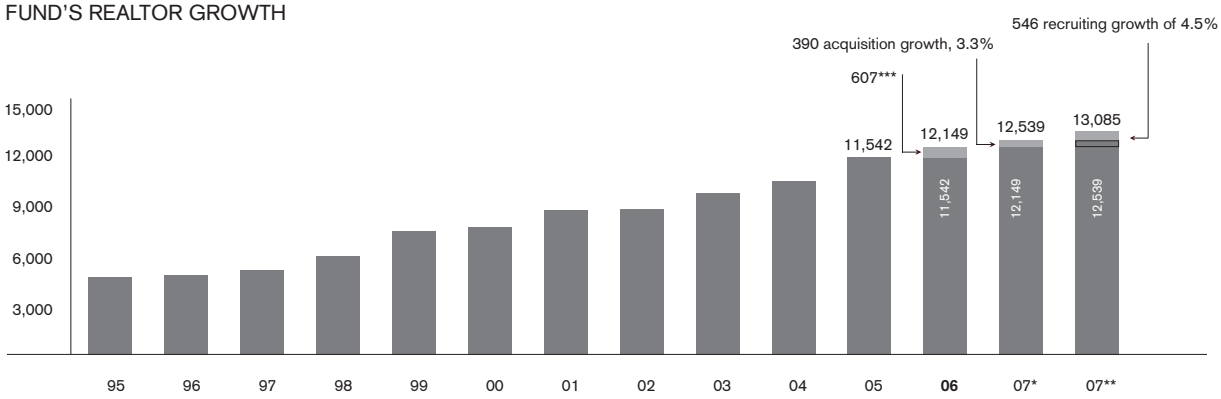
REALTOR Growth

As at September 30, 2007, the Fund Network was comprised of 289 independently owned and operated franchises operating from 594 locations serviced by 13,085 REALTORS, with an approximate 20% share of the Canadian residential resale real estate market based on transactional dollar volume.

During the Quarter, the Fund Network grew organically by 125 REALTORS. When combined with the 421 REALTORS added during the six months ending June 30, 2007, the Fund Network increased 4.5% from December 31, 2006. This organic growth is in addition to the 390 REALTORS who joined the Fund Network with the 22 franchise contracts acquired on January 1, 2007, for a year-to-date total increase of 936 REALTORS, representing a 7.7% increase from December 31, 2006.

During 2006, the number of REALTORS in the Fund Network grew by 5.3% or 607 REALTORS to 12,149. Industry wide, by comparison, CREA reported that the number of REALTORS in Canada grew by 7.3% during 2006, which exceeded the Fund's growth. Three factors contributed to this difference: first, in anticipation of moderating market activity, many Fund brokerages who have been operating at full physical capacity, chose to focus on increasing Agent productivity and more selective Agent recruitment, over expanding facilities; second, three franchisees in Quebec rationalized operations, releasing some Agents acquired after their previous year's expansions; and third, the Fund's Agent population is slightly over-represented in Ontario and Atlantic Canada regions, which experienced lower growth than some other areas of the country. Management estimates that the slight market-share erosion that this Agent change differential represents was offset by the growth in Fund Agent productivity, which was greater than the rest of CREA's membership (See REALTOR Productivity).

FUND'S REALTOR GROWTH



Year ended December 31, except 2007
*As at January 1, 2007
** As at September 30, 2007
*** 607 REALTOR growth consisting of 261 Agents organically and 346 REALTORS through acquisition on Jan. 1/06

Management's Discussion and Analysis of Results and Financial Condition

A summary of the Canadian and Fund's growth in REALTORS during 2006 and the nine months ended September 30, 2007 follows:

	Canada*		The Fund Network	
	Number of Licensed Members	% Change	Number of Licensed Members	% Change
Opening	**82,837**		**11,542**	
2006 Q1	2,509	3.0%	443	3.8 %
2006 Q2	1,477	1.8%	177	1.5 %
2006 Q3	1,293	1.5%	39	0.4 %
2006 Q4	790	1.0%	(52)	(0.4)%
Opening	**88,906**	**7.3%**	**12,149**	**5.3 %**
2007 Q1	1,543	1.7%	633	5.2 %
2007 Q2	1,947	2.2%	178	1.5 %
2007 Q3	N/A		125	1.0 %
Closing	**92,396**	**3.9%**	**13,085**	**7.7 %**

* Source – CREA

N/A: Not available at the time of MD&A

Network Diversity

The Fund Network is comprised of diverse operations with 74% of the Fund's franchisees operating with fewer than 50 REALTORS as at December 31, 2006. In addition, the Fund Network of REALTORS is geographically diverse with our REALTORS spread throughout Canada on approximately the same basis as the overall Canadian REALTOR population, as summarized in the table below.

	Canadian[1] REALTOR Population	Fund[2] Network REALTORS
Ontario	50%	55%
Prairies	14%	11%
BC	19%	16%
Quebec	13%	14%
Maritimes	4%	4%
Total	100%	100%

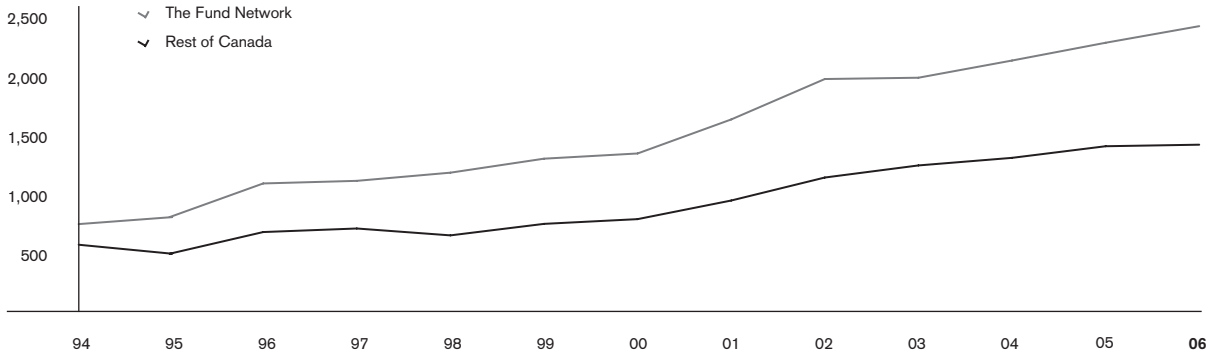
[1] As at June 30, 2007, Source: CREA

[2] As at September 30, 2007

REALTOR Productivity

The average Fund Network REALTOR generated approximately $2.38 million in transactional dollar volume in 2006, up 5% from $2.26 million in 2005. This productivity was 66% greater than the estimated average of $1.43 million for all other Canadian REALTORS, up 3% from 2005. Management believes the higher productivity of Fund Network REALTORS makes the Fund less prone than the industry at large to losing its REALTORS during a period of reduced transaction dollar volume. A summary of average transaction dollar volume per Agent for the year ended December 31, 1994 through 2006 is as follows:

CANADIAN RESIDENTIAL REAL ESTATE RESALE MARKET (Average Transaction Dollar Volume per REALTOR, $ thousands)



Source: CREA and Fund Management

OPERATING RESULTS

Nine months ended September 30 ($ 000's) except Agents, unit and per unit amounts	**2007**	2006
Royalties		
Fixed franchise fees	**$ 11,084**	$ 10,318
Variable franchise fees	**7,251**	6,485
Premium franchise fees	**3,942**	3,498
Other fee revenue and services	**2,766**	2,593
	25,043	22,894
Less:		
Administration expenses	**533**	513
Interest expense	**1,813**	1,795
Management fee	**4,539**	6,080
Earnings before undernoted	**18,158**	14,506
Amortization of intangible assets	**11,058**	10,893
Income tax recovery	**(2,112)**	–
Net and comprehensive earnings before non-controlling interest	**9,212**	3,613
Non-controlling interest	**2,411**	1,002
Net and comprehensive earnings	**$ 6,801**	$ 2,611
Basic and diluted earnings per unit (9,983,000 units)	**$ 0.68**	$ 0.26
Number of Agents	**12,117**	11,307
Number of fixed fee paying Sales Representatives	**716**	644

As summarized in the table above during the nine months ended September 30, 2007 the Fund generated net and comprehensive earnings before non-controlling interests of $9.2 million, up $5.6 million from the same period in 2006. The year-over-year increase was primarily attributed to a $2.1 million income tax recovery recorded during the three months ended June 30, 2007, in accordance with new tax legislation (see Recent Developments – Tax Fairness Plan), a non-recurring accumulated $1.9 million management fee which was recorded in the first three months of 2006 and the balance from continued growth of the Fund's underlying Agent network and the Canadian Residential Real Estate Resale Market. A more detailed discussion of these factors is provided below.

Management's Discussion and Analysis of Results and Financial Condition

The Fund Network as at September 30, 2007, was comprised of 12,117 Agents and 968 Sales Representatives (716 Sales Representatives operating under the $100 per month fixed fee plan and 252 Sales Representatives who are primarily brokers and managers who do not pay fees), with 11,894 of the Agents operating under the combined flat fee of $100 per month and 1% of gross earnings option (the "$100/1% option"), and 223 Agents operating under the 4.5% variable fee option (the "4.5% option").

Royalties for the nine months ended September 30, 2007 totalled $25.0 million, up 9.4% from the same period in 2006. This is ahead of management's expectations as a result of the stronger than expected growth in the Canadian Residential Real Estate Market and the Agent network.

The Fund generates royalties from both fixed and variable fee components as described earlier in Structure of the Fund.

Fixed, variable and premium franchise fees together represented 89% of royalties for the nine months ended September 30, 2007, consistent with the 89% experienced during the same period in 2006.

Fixed franchise fees for the nine months ended September 30, 2007 increased 7.4% over the same period in 2006 and in line with the overall increase in the underlying Agents.

Variable franchise fees for the nine months ended September 30, 2007 grew by 11.8% over the same period in 2006 while the market activity increased 20.1%. The increase in market activity for the nine months ended September 30, 2007 outpaced the increase in the Fund's variable fees due to the combination of Agents reaching the annual 1% cap of $1,300 and the timing of the earning of variable fees as these fees are paid to the Fund after the sales transaction closes. There is typically a 45 to 60-day delay between a home sale and closing, as such, some of the market activity during the Quarter is expected to materialize as variable fees in the quarter ending December 31, 2007.

The strength in the overall Canadian Residential Real Estate Market during the first nine months of the year has increased variable fees beyond management's expectations. In December 2006, management forecasted the market for 2007 would increase over 2006 by 3.3% through the combination of a 6.5% selling price appreciation and a 3% decrease in the number of units sold. In May of 2007, management updated its market forecast for 2007 to a 6.9% increase over 2006, through an average sales price appreciation of 8.0% and a 1% decrease in unit sales. As a result of the continued pace of increase in the Canadian Residential Real Estate Market, in July 2007, Management issued a further updated forecast for the 2007, with a market increase of 18.3% over 2006, on the strength of an average price appreciation of 9.5% and an 8% increase to unit sales.

Premium franchise fees are derived from the 23 franchise locations servicing the GTA market that pay premium fees ranging from 1% to 5% of the location's gross revenue. Premium franchise fees for the nine months ended September 30, 2007 increased 12.7% over the same period in 2006, while the GTA market activity for the same period experienced an 18.3% increase. The percentage increase in year-over-year premium fees is not entirely comparable to the overall GTA market increase, as the market growth experienced in the individual market areas serviced by the premium-fee-paying franchise locations differs from the overall GTA market activity. In addition, as is the case with variable franchise fees, there is typically a 45 to 60-day delay between a home sale and closing, as such, some of the market activity during the Quarter is expected to materialize as premium fees in the quarter ending December 31, 2007.

The strength in the GTA market has increased premium fees beyond management's expectations. In December 2006, management forecasted the GTA market for 2007 would decrease by 0.8% from 2006 levels as a result of an average sales price increase of 4.6% offset by a 4.6% decline in the number of units sold. As a result of the continued market strength, in July 2007, Management issued an updated forecast for 2007 calling for a 12.6% market increase over 2006, on the strength of an average price increase of 5.0% and 7.3% increase in the number of units sold.

Other fees and services, which accounted for approximately 11% (11% – 2006) of Fund royalties for the nine months ended September 30, 2007 increased 6.7% over the same period in 2006, due primarily to the growth in the number of REALTORS in the network and an increase in the 4.5% variable fee, resulting from the continued strength of the market. These fees are comprised of technology fees, 4.5% option, web service and other fees and revenue.

Administration expenses of $0.5 million for the nine months ended September 30, 2007 were in line with management's expectations.

Interest expense is comprised of interest on the Fund's $38 million private debt placement and amortization of the financing charges incurred to secure the placement. The Fund's interest expense totalled $1.8 million for the nine months ended September 30, 2007 and is consistent with the same period in 2006. The $2 million operating line has remained undrawn since inception of the Fund.

Management fee expense

Management fees of $4.5 million for the nine months ended September 30, 2007 decreased from $6.1 million for the same period in 2006. Included in the management fee for 2006 was an accumulated management fee of $1.9 million, which was triggered on the utilization of $9.4 million of distributable cash previously retained by the Fund (see Distributable Cash and Summary of Quarterly Results).

After adjusting for the $1.9 million management fee paid during the nine months ended September 30, 2006, management fees for the nine months ended September 30, 2007 were up 7.1%, in line with the growth in the Fund's activities. Management fees represent 20% of royalties less administration expenses and interest expenses in accordance with the MSA.

Amortization of intangible assets

Intangible assets relate to the values attributed to the franchise contracts and relationships and trademarks acquired by the Fund since August 7, 2003. Trademarks are amortized on a straight-line basis over the term of the agreement plus one renewal period, while franchise contracts are amortized over the term of the agreements. Relationships represent the value attributed to franchise renewals and are amortized over the renewal period, at the commencement of that period. See Acquisitions and Deposit on Acquisitions for further discussion regarding intangible assets arising on acquisitions.

Income tax recovery

In accordance with new tax legislation, the Fund has recorded a non-cash future tax asset of $2.1 million and corresponding income tax recovery during the three months ending June 30, 2007. This amount represents 31.5% of the amount by which the tax carrying value of the Fund's intangible assets are expected to exceed their accounting carrying value at December 31, 2010, the date after which the Fund will become a taxable entity (see Recent Developments – Tax Fairness Plan).

Non-controlling interest ("NCI") of $2.4 million represents the NCI's 25% in the Fund's underlying operations.

DISTRIBUTABLE CASH

Distributable cash to unitholders represents net and comprehensive earnings, adjusted for the non-controlling interest's share of net and comprehensive earnings, amortization and reasonable working capital and other reserves as defined by the Fund's Amended and Restated Declaration of Trust.

Distributable cash does not have a standardized meaning under GAAP and, accordingly, may not be comparable to similar measures used by other issuers. Management believes that distributable cash is a useful supplemental measure of performance as it provides investors with an indication of the amount of cash available for distribution to unitholders. Investors are cautioned, however, that distributable cash should not be construed as an alternative to using net earnings as a measure of profitability or the statement of cash flows. (See the table below for a reconciliation of distributable cash to the comparable GAAP measure in the Fund's financial statements.)

Distributable cash and its utilization since Fund inception ($ 000's)	**Total**	Nine months ended September 30, 2007	Year ended December 31, 2006	Year ended December 31, 2005	Year ended December 31, 2004	August 7, 2003 to December 31, 2003
Royalties	**$ 114,440**	$ 25,043	$ 29,659	$ 27,196	$ 23,740	$ 8,802
Less:						
Administration expenses	**2,517**	533	645	595	513	231
Interest expense	**8,450**	1,813	2,401	2,289	1,327	620
Management fee	**20,694**	4,539	7,285	3,660	3,660	1,550
Distributable cash	**82,779**	18,158	19,328	20,652	18,240	6,401
Less:						
Distributions to public unitholders	**46,923**	8,943	11,477	10,985	10,985	4,533
Distributions to non-controlling interest	**15,614**	2,953	3,826	3,662	3,662	1,511
Funding of acquisitions	**14,738**	6,333	7,871	414	120	–
Net change in the period	**$ 5,504**	$ (71)	$ (3,846)	$ 5,591	$ 3,473	$ 357
Cumulative change		$ 5,504	$ 5,575	$ 9,421	$ 3,830	$ 357

Management's Discussion and Analysis of Results and Financial Condition

Distributable cash Reconciled to cash flows from operating activities ($ 000's)	**Total**	Nine months ended September 30, 2007	Year ended December 31, 2006	Year ended December 31, 2005	Year ended December 31, 2004	August 7, 2003 to December 31, 2003
Cash flows from operating activities	**$ 81,964**	$ 17,930	$ 20,199	$ 20,607	$ 17,772	$ 5,456
Add (deduct):						
Changes in non-cash working capital items	**1,242**	349	(703)	183	468	945
Non-cash interest expense	**(121)**	(121)	–	–	–	–
Amortization of deferred charges	**(306)**	–	(168)	(138)	–	–
Distributable cash	**$ 82,779**	$ 18,158	$ 19,328	$ 20,652	$ 18,240	$ 6,401

For the nine months ended September 30, 2007, the Fund generated distributable cash of $18.2 million ($14.5 million – nine months ended September 30, 2006), up $3.7 million (25%) over the same period in 2006, which exceeded management's expectations. This increase in distributable cash was primarily due to increased royalties generated from growth in Fund revenues as a result of Agent growth, the acquisition of franchise contracts on January 1, 2007 and greater than anticipated market activity and the non recurrence in 2007 of an accumulated $1.9 million management fee paid in 2006 as previously discussed.

From inception of the Fund, to December 31, 2005, the Fund had accumulated and retained undistributed cash of $9.4 million, which in the event of the release of this cash would result in a 20% management fee payable to the Manager of $1.9 million. During 2006, the Fund released the $9.4 million cash, a portion of which was used to fund the 2005 and 2006 franchise contracts purchase obligations. In addition, the Board of Trustees removed the requirement to retain distributable cash for purposes of the management fee calculation due to the Fund's demonstrated track record of generating distributable cash in excess of its targeted annual distributions. As a result of these two events, the $1.9 million management fee described above was earned and paid during the first quarter of 2006. The management fee continues to be recorded on a "total" basis (see Summary of Quarterly Results for discussion of "total" basis). The Board reserves the right to retain cash for working capital requirements.

As at September 30, 2007, the Fund had approximately $5.5 million in distributable cash not yet utilized, as presented in the table above. This undistributed cash represents distributable cash generated by the Fund less distributions to public unitholders, the non-controlling interest and $14.7 million in cash utilized to meet the Fund's franchise contract purchase obligations.

A summary of the main elements of the Fund's performance that assist in the assessment of the sustainability of the Fund's cash distributions is presented in the chart below:

($ 000's)	Three months ended September 30, 2007	Three months ended September 30, 2006	Nine months ended September 30, 2007	Nine months ended September 30, 2006	Twelve months ended December 31, 2006	Twelve months ended December 31, 2005
A Cash flows from operating activities	8,211	6,267	17,930	14,131	20,199	20,607
B Net income for the period	2,282	1,848	6,801	2,611	3,450	4,756
C Actual cash distributions paid	2,995	2,869	8,943	8,608	11,477	10,985
D Excess of cash flows from operating activities over cash distributions paid (A-C)	5,216	3,398	8,987	5,523	8,722	9,622
E Excess (shortfall) of net income over cash distributions paid (B-C)	(713)	(1,021)	(2,142)	(5,997)	(8,027)	(6,229)

As summarized in the chart above, the Fund's cash distributions to unitholders are fully funded by cash flow generated from operations. The Fund has consistently distributed cash in excess of net income to unitholders as a significant portion of the Fund's operating expenses are comprised of the non cash amortization of intangible assets consisting of franchise contracts, relationships and trademarks. The distribution of this excess is not viewed by management as an economic return of capital as these intangible assets are not expected to require a further cash outlay in the future, rather, the value of these assets to the Fund lie in part with management's ability to retain and renew the underlying franchise contracts and ensure the ongoing integrity of the trademarks. The Fund has not distributed all of the cash flow generated from operations to unitholders as cash distributions, as the cash generated in excess of these amounts as summarized in the table

above (table – Distributable cash and its utilization since Fund inception), has been utilized to fund the acquisition of franchise contracts and pay distributions to the non-controlling interest. It is management's expectation, at the discretion of the Board of Trustees, that in the short to near-term cash distributions to unitholders will continue and the remaining cash flow will be utilized to fund acquisitions and pay distributions to the non-controlling interest.

ACQUISITIONS AND DEPOSIT ON ACQUISITIONS

Under terms of the MSA the Fund is permitted to acquire franchise contracts approved by independent trustees of the Fund from the Manager on January 1 of each year. The purchase price is determined in line with the terms of the MSA. The actual purchase price for these contracts is not determined until after October 31 of each year when an audit of the actual royalties generated under these contracts is completed and the purchase price is recalculated as detailed in the MSA. As a result, the initial payment representing up to 80% of the estimated purchase price is recorded as a deposit on acquisition. At each quarter end, the purchase price obligation is recalculated based on the actual royalties generated from these contracts and the resultant amount is removed from the deposit on acquisition and reclassified to intangible assets. The increase in intangible assets is amortized in accordance with the Fund's intangible assets policy. Recalculated purchase price obligations in excess of the deposit on acquisitions are classified as purchase obligations and the corresponding amount transferred to intangible assets and amortization, as previously described, is recorded.

During 2006, the January 1, 2006 franchise contract acquisition obligation was audited and determined to be $5.6 million, $0.6 million less than the estimated obligation due primarily to the lower than estimated retention of Agents in one of the Fund's larger acquisitions.

A summary of the franchise contracts acquired by the Fund since inception is summarized as follows:

Date acquired by the Fund, January 1	2007	2006	2005
($ milllions unless stated otherwise)			
Purchase Price			
Estimated	7.18	6.22	9.26
Actual	(a)	5.55	9.94
Payments			
Initial	5.74	4.98	7.05
Final (b) (c)	(a)	0.57	2.89
Estimated			
Annual royalty stream	0.82	0.74	1.15
Number of REALTORS	390	346	558
Number of locations	22	21	47
Number of contracts	22	16	38
Actual			
Annual royalty stream (b)	(a)	0.66	1.24
Number of REALTORS	(a)	345	666
Number of locations	22	21	46
Number of contracts	22	16	37

a) To be determined at the end of the year in accordance with the terms of the MSA
b) Audited
c) Purchase price obligation at December 31

During the Quarter and nine months ended September 30, 2007, $1.5 million and $5.7 million respectively, was transferred from "deposit on acquisition" and recorded as "intangible assets". Based on the actual royalties received, a recalculated purchase price obligation of

$0.9 million in excess of the deposit on the January 1, 2007 acquisition was recorded during the Quarter and a corresponding amount was added to intangible assets and amortized.

PRIVATE DEBT PLACEMENT AND $2 MILLION OPERATING LINE

In the low interest rate environment of 2004 and 2005, the Fund sought to increase its debt to meet its franchise contract purchase obligations and move from a floating interest rate position to a fixed interest rate position. Accordingly, on February 18, 2005, the Fund completed a $38 million private debt placement with a number of Canadian institutional investors for a five-year term with interest fixed at 5.882%, payable quarterly in arrears. The full amount of the debt is due upon maturity on February 17, 2010.

The Fund has a $2 million operating line provided by a single Canadian financial institution. As of the date of this MD&A, this operating line remains undrawn and in force. The $0.8 million in issue costs associated with the $38 million private debt placement and the $2 million operating line are amortized over the term of the private debt placement. During the nine months ended September 30, 2007, $121,000 of these charges were amortized.

SUMMARY OF QUARTERLY RESULTS

Three months ended ($ 000's) except Agents, unit and per unit amounts	2007			2006				2005
	September 30	June 30	March 31	December 31	September 30	June 30	March 31	December 31
Royalties								
Fixed franchise fees	**$ 3,749**	$ 3,714	$ 3,621	$ 3,509	$ 3,485	$ 3,453	$ 3,380	$ 3,261
Variable franchise fees	**2,661**	2,870	1,720	1,347	2,377	2,498	1,610	1,327
Premium franchise fees	**1,899**	1,306	737	990	1,685	1,125	688	1,065
Other fee revenue and services	**986**	948	832	919	923	856	814	872
	9,295	8,838	6,910	6,765	8,470	7,932	6,492	6,525
Less:								
Administration expenses	**184**	175	174	132	163	190	160	202
Interest expense	**606**	615	592	606	605	600	590	604
Management fee	**1,700**	1,610	1,229	1,205	1,540	1,429	3,111	915
Earnings before undernoted	**6,805**	6,438	4,915	4,822	6,162	5,713	2,631	4,804
Amortization of intangible assets	**3,723**	3,683	3,652	3,666	3,657	3,632	3,604	3,589
Income tax recovery	**(11)**	(2,101)	–	–	–	–	–	–
Net and comprehensive earnings (loss) before non-controlling interest	**3,093**	4,856	1,263	1,156	2,505	2,081	(973)	1,215
Non-controlling interest	**811**	1,249	351	317	657	556	(211)	350
Net and comprehensive earnings (loss)	**$ 2,282**	$ 3,607	$ 912	$ 839	$ 1,848	$ 1,525	$ (762)	$ 865
Basic and diluted earnings per unit (9,983,000 units)	**$ 0.23**	$ 0.36	$ 0.09	$ 0.08	$ 0.19	$ 0.15	$ (0.08)	$ 0.09
Number of Agents	**12,117**	12,038	11,868	11,258	11,307	11,271	11,141	10,693
Number of fixed fee paying Sales Representatives	**716**	673	643	644	644	645	605	566

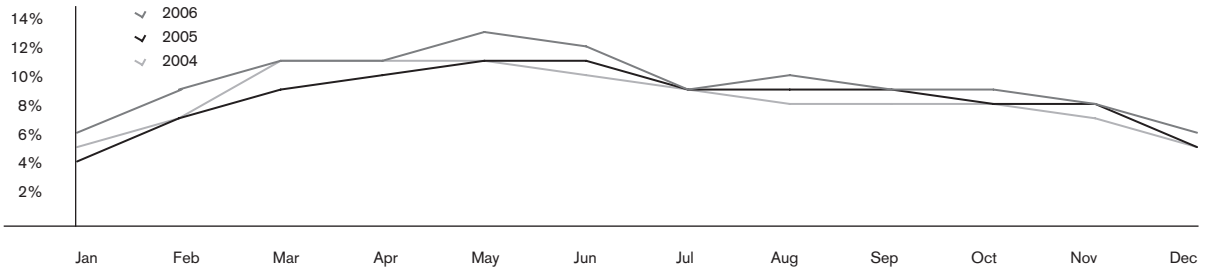
Revenues increased in each quarter, year over year due to a number of factors such as organic Agent count growth, increasing Agent productivity, the acquisition of franchise contracts on January 1 of each year and the introduction of new fees such as the $100 per month selling-REALTOR fee in July 2005 and the introduction of new services.

Management fees increased in 2006 due to the payment of an accumulated management fee (see Distributable Cash) and the recording of the fees on a "total" basis (see discussion of "total" basis below).

An income tax recovery of $2.1 million was recorded in the three months ended June 30, 2007, in accordance with new tax legislation (see Recent Developments – Tax Fairness Plan).

The Fund's royalty revenues are affected by the seasonality of the Canadian Residential Resale Real Estate Market which typically has stronger second and third quarters as summarized in the chart below. The seasonality of this market is mitigated by the timing of certain factors such as: the factors noted above, the significant fixed element of the Fund's Agent count-based fees and the fixed element of variable franchise fees resulting from the $1,300 per annum capping feature described earlier.

CANADIAN RESIDENTIAL RESALE REAL ESTATE MARKET (% Transactional Dollar Volume by Month)



Source: CREA and Fund Management

A key statistic management utilizes to monitor Fund performance is the rolling twelve-month distributable cash per unit, adjusted for management fees on a "total" basis. A "total" basis refers to the calculation of the management fees as 20% of royalties less administration expenses and interest expense before reserves for working capital requirements ("Reserve"). Prior to the end of 2005, a Reserve was deducted for purposes of the management fee calculation. As discussed earlier, this Reserve requirement was removed and the accumulated management fee was paid in the first quarter of 2006. With this payment, on an inception to date basis the adjusted management fee presented in the table below totals the same amount expensed in the Fund's audited financial statements. As noted on the table below distributable cash calculated on this basis has been increasing each quarter and has significantly outpaced declared distributions.

Adjusted[1] rolling twelve-month distributable cash

Twelve months ended	2007			2006				2005
($ 000's) except per unit amounts	**September 30**	June 30	March 31	December 31	September 30	June 30	March 31	December 31
Royalties	**$ 31,808**	$ 30,983	$ 30,077	$ 29,659	$ 29,419	$ 28,886	$ 28,092	$ 27,196
Less:								
Administration expenses	**665**	644	659	645	715	677	632	595
Interest expense	**2,419**	2,418	2,403	2,401	2,399	2,396	2,398	2,289
Adjusted management fee[1]	**5,745**	5,584	5,403	5,323	5,261	5,163	5,012	4,862
	$ 22,979	$ 22,337	$ 21,612	$ 21,290	$ 21,044	$ 20,650	$ 20,050	$ 19,450
Adjusted distributable cash per unit – total basis	**$ 1.73**	$ 1.68	$ 1.62	$ 1.60	$ 1.58	$ 1.55	$ 1.51	$ 1.46

[1] Above adjusted for management fees calculated before Reserve requirements. See "total" basis description.

Management's Discussion and Analysis of Results and Financial Condition

Adjusted[1] rolling twelve-month distributable cash

Reconciled to cash flows from operating activities

Twelve months ended	2007			2006				2005
($ 000's) except per unit amounts	**September 30**	June 30	March 31	December 31	September 30	June 30	March 31	December 31
Cash flows from operating activities	**$ 23,998**	$ 22,054	$ 20,968	$ 20,199	$ 19,223	$ 19,720	$ 20,379	$ 20,607
Add (deduct):								
Changes in non-cash working capital items	**(856)**	446	807	(703)	254	(112)	(1,008)	183
Amortization of deferred charges	**(41)**	(83)	(124)	(168)	(167)	(165)	(165)	(138)
Non-cash interest expense	**(121)**	(80)	(39)	–	–	–	–	–
Management fee adjustment[1]	**(1)**	–	–	1,962	1,734	1,207	844	(1,202)
	$ 22,979	$ 22,337	$ 21,612	$ 21,290	$ 21,044	$ 20,650	$ 20,050	$ 19,450
Adjusted distributable cash per unit – total basis	**$ 1.73**	$ 1.68	$ 1.62	$ 1.60	$ 1.58	$ 1.55	$ 1.51	$ 1.46

[1] Above adjusted for management fees calculated before Reserve requirements. See "total" basis description.

THIRD QUARTER REVIEW

As summarized in the chart provided in the Summary of Quarterly Results, during the Quarter, the Fund generated net and comprehensive earnings before non-controlling interest of $3.1 million, up $0.6 million from the same period of 2006. The year-over-year increase was primarily attributed to the continued growth of the Canadian Residential Real Estate Resale Market and the Fund's underlying Agent network. A more detailed discussion of these factors is provided below.

The Fund Network

During the Quarter, the Fund had a net increase of 125 REALTORS. This net growth is the result of the ongoing dynamic of Agent recruitment; less Agent retirement, departure to competitors, and terminations.

Royalties for the Quarter of $9.3 million increased 9.7% over the same period in 2006, exceeding management's expectations. Both the overall Canadian Residential Real Estate Market and the Greater Toronto Area real estate market have experienced record breaking sales beyond management's expectations (see Operating Results), resulting in higher than expected variable and premium fee revenues. Combined, fixed franchise fees, variable franchise fees and premium franchise fees represented 89% of royalties for the Quarter, consistent with 89% for the same period in 2006.

Fixed franchise fees increased 7.6% for the Quarter over the same period in 2006. This increase is consistent with the increase in the underlying Agents and fixed fee paying Sales Representatives as a result of organic growth and franchise contract acquisitions on January 1, 2007.

Variable franchise fees increased 11.9% for the Quarter over the same period in 2006 while the related market activity increased 21.6%. The increase in market activity for the Quarter outpaced the increase in the Fund's variable fees due to the combination of Agents reaching the annual 1% cap of $1,300 and the timing of the earning of variable fees as these fees are paid to the Fund after the sales transaction closes. There is typically a 45 to 60-day delay between a home sale and closing, as such, some of the market activity during the Quarter is expected to materialize as variable fees in the quarter ending December 31, 2007.

Premium franchise fees increased by 12.7% for the Quarter over the same period in 2006, driven by a 23.9% increase in the GTA Market which has been operating at a record breaking pace since the start of the year . The percentage increase in year-over-year premium fees is not entirely comparable to the overall GTA market increase, as the market growth experienced in the individual market areas serviced by the premium-fee-paying franchise locations differs from the overall GTA market activity. In addition, as is the case with variable franchise fees, there is typically a 45 to 60-day delay between a home sale and closing, as such, some of the market activity during the Quarter is expected to materialize as premium fees in the quarter ending December 31, 2007.

Other fees and services accounted for 11% of the Fund's royalties for the Quarter, consistent with 11% of royalties in the same periods in 2006. These fees, comprised of technology fees, 4.5% option fees, web service and other fees and revenue, increased 6.8% over the same period in 2006, due primarily to the increased number of REALTORS in the network.

Administration expenses for the Quarter were in line with management's expectations.

Interest expense for the Quarter of $0.6 million was in line with the underlying debt agreements and consistent with the same period in 2006.

Management fee expense of $1.7 million for the Quarter has been calculated in accordance with the terms set out in the MSA.

Amortization of intangible assets of $3.7 million increased slightly over the comparative amount in 2007 in line with the additional amortization associated with the franchise contracts acquired on January 1, 2007.

Income tax recovery of $11 thousand was recorded in the Quarter in accordance with new tax legislation.

Non-controlling interest ("NCI") charge of $0.8 million represents the NCI's 25% interest in the Fund's underlying operations.

Distributable cash for the Quarter totalled $6.8 million, up 10% over the same period in 2006 and ahead of management's expectations as previously described.

LIQUIDITY

The Fund utilized cash flow generated from operating activities for the Quarter and nine months ending September 30, 2007 of $8.2 million and $17.9 million, respectively, to meet acquisition and distribution requirements, without drawing on the $2 million operating line. A summary of the Fund's working capital position follows:

Working Capital ($ 000's)	**As at September 30, 2007**	As at June 30, 2007	As at March 31, 2007	As at December 31, 2006
Current assets				
Cash and cash equivalents	**$ 6,652**	$ 2,434	$ 512	$ 6,951
Accounts receivable and other	**3,077**	3,916	3,138	2,791
	$ 9,729	$ 6,350	$ 3,650	$ 9,742
Current liabilities				
Accounts payable and accrued liabilities	**$ 2,978**	$ 2,450	$ 2,236	$ 2,998
Purchase obligation	**862**	–	–	576
Distribution payable to unitholders	**998**	998	998	956
	4,838	3,448	3,234	4,530
Net working capital	**$ 4,891**	$ 2,902	$ 416	$ 5,212

The Fund had a net positive working capital position of $4.9 million as at September 30, 2007, an increase of $2.0 million from June 30, 2007 and a decrease of $0.3 million from December 31, 2006. This decrease from December 31, 2006 was due primarily to the use of cash to fund the acquisition of franchise contracts (see Acquisitions and Deposit on Acquisitions) offset by positive cash flows generated during the nine months ended September 30, 2007.

Accounts receivable and other increased $0.3 million from December 31, 2006 due primarily to seasonal market fluctuations, and increased revenues associated with the increase in the number of selling-REALTORS resulting from organic growth and the acquisition of franchise contracts by the Fund on January 1, 2007.

Accounts payable and accrued liabilities of $3.0 million were unchanged from December 31, 2006 levels. Accounts payable and accrued liabilities is comprised of a $1.0 million ($1.0 million – December 31, 2006) quarterly distribution payable to the non-controlling interest, $1.1 million ($1.2 million – December 31, 2006) in management fees payable to the Manager and $0.9 million ($0.8 million – December 31, 2006) in interest expense, deferred service revenue and administration expense accruals.

CAPITAL RESOURCES

The existing capital resources that the Fund can draw on consist of a $2 million operating line, which has been unutilized since the inception of the Fund. Other capital resources include: funds generated from operations; $5.5 million in unutilized distributable cash held for future distributions in anticipation of the seasonality of the Canadian residential resale real estate market; debt servicing and distribution requirements; and financing for the acquisition of franchise contracts. In the event that the acquisition of contracts related to La Capitale is approved by the Board of Trustees, management will assess various financing options.

OFF-BALANCE SHEET ARRANGEMENTS

The Fund has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

As at September 30, 2007, the Fund's interests are ultimately controlled 75% by the public and 25% by BAM, which sold its interest in certain assets to the Fund. These assets included the relationships, trademarks and franchise agreements related to the business of its Royal LePage residential resale real estate brokerage franchise operations. Under the terms of the offering, the non-controlling interest must hold its 25% interest for five years until August 7, 2008 at which time it may exchange its Subordinated LP units for units of the Fund. In addition, during the initial five-year period, the non-controlling interest's right to receive distributions on a quarterly basis is reduced to the extent that the public unitholders do not receive their initial targeted monthly distributions of $0.0917 per unit.

As at September 30, 2007, BAM continued to operate 16 corporately-owned residential resale real estate brokerage locations in the GTA serviced by over 1,000 Agents. Of these operations, 14 entered into a single franchise contract with the Fund on the inception of the Fund. This franchise contract provides for a 20-year term for these locations under the $100/1% option and an additional Premium franchise fee ranging from 1% to 5% of the location's gross commission income for a 15-year term after which time the Premium franchise fees cease. The contract for one additional corporately-owned location was acquired by the Fund on January 1, 2007 and the Manager anticipates presenting the remaining location to the Fund's Trustees for purchase by the Fund on January 1, 2008.

The management of the Fund and its underlying structure is provided under an MSA by the Manager, which is a company controlled by the non-controlling interest. The MSA provides for an initial term of 10 years and is automatically renewable for successive 10-year terms subject to certain performance criteria and or other notification requirements. The MSA details the Manager's responsibilities and provides for a monthly fee, payable in arrears, of 20% of cash otherwise distributable.

On January 1 of each year the Fund may, upon the Board of Trustees' approval and based upon criteria detailed in the MSA, purchase franchises acquired by the Manager up to or on or about October 31 of the previous year. The acquisition amount is determined in accordance with a formula detailed in the MSA. The acquisition costs are satisfied by way of cash or units of the Fund and are paid 80% on acquisition and the remaining 20% a year later when the actual franchise fees are reviewed and the acquisition calculations are adjusted accordingly.

The related party transactions entered into by the Fund were transacted at contracted rates or at exchange amounts approximating fair market value. A summary of these amounts in thousands of dollars follows:

Nine months ended September 30		**2007**		2006
a) Royalties				
Fixed, variable and other				
franchise fees	**$**	**1,723**	$	1,555
Premium franchise fees	**$**	**3,327**	$	2,906
b) Expenses				
Management fees	**$**	**4,539**	$	6,080
Insurance and other	**$**	**76**	$	69
c) Distributions				
Distribution paid to non-controlling interest	**$**	**2,953**	$	2,870
d) Accounts receivable				
Franchise fees receivable and other	**$**	**611**	$	582
e) Accounts payable and accrued liabilities				
Distributions payable to non-controlling interest	**$**	**998**	$	957
Management fees	**$**	**1,113**	$	451
Purchase obligation	**$**	**862**	$	27

Effective January 1, 2007, the Fund acquired 22 new Royal LePage residential real estate brokerage franchise contracts representing 22 real estate brokerage locations serviced by 390 real estate Agents. The Fund acquired the contracts from the Manager through the Partnership, the limited partnership that held the real estate broker franchise contracts for the Fund. The purchase price of $7.2 million is based on an estimated annual royalty stream of $0.8 million and has been calculated in accordance with the formula set forth in the Fund's MSA. The initial purchase price obligation of $5.7 million was paid by the Partnership during January 2007 using cash on hand. The remaining $1.5 million is expected to be paid in the first quarter of 2008 upon meeting the terms set out in the MSA.

CRITICAL ACCOUNTING ESTIMATES

Substantially all of the Fund's activities are based on cash transactions with revenue and expenditures based on contracted terms. The only operating activities not based on contractual terms include: the Fund's administration costs, allocation of the intangible assets between franchise contracts and relationships, and trademarks and their related amortization periods. The Fund's administration costs of approximately $0.6 million per annum relate to the Fund's public reporting, regulatory and insurance costs.

The allocation of the Fund's intangible assets between their various classifications is subject to management estimates. The Fund's intangible assets are continuously monitored to ensure that there is no impairment in the carrying value of these assets. A change in the carrying value would affect the net earnings of the Fund but would have no direct cash flow implications.

FINANCIAL INSTRUMENTS

The Fund's financial instruments consist of cash and cash equivalents, accounts receivable, prepaid expenses, accounts payable and accrued liabilities, purchase obligation, distributions payable to unitholders and a $38 million private debt placement.

The Fund is exposed to credit risk with respect to accounts receivable to the extent any franchisees are unable to pay their fees.

The Fund's $38 million private debt is fixed at 5.882% with an effective rate after financing costs of 6.3% for a five-year term commencing February 18, 2005 and as such is not subject to interest rate fluctuations.

Management estimates the fair value of the Fund's financial instruments to approximate their carrying values.

Management's Discussion and Analysis of Results and Financial Condition

CONTROLS AND PROCEDURES

We maintain appropriate information systems, procedures and controls to ensure that information that is publicly disclosed is complete, reliable and timely. Our Chief Executive and Chief Financial Officer evaluated, or caused an evaluation under their direct supervision of, the design and effectiveness of our disclosure controls and procedures (as defined in Multilateral Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings) as at September 30, 2007, and have concluded that such disclosure controls and procedures are operating effectively.

Management is responsible for establishing adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Our Chief Executive and Chief Financial Officer assessed, or caused an assessment under their direct supervision of, the design of our internal controls over financial reporting (as defined in Multilateral Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings) as at September 30, 2007 and, based on that assessment, determined that our internal controls over financial reporting were appropriately designed. No changes were made to the design of our internal controls over financial reporting during the three months ended September 30, 2007 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

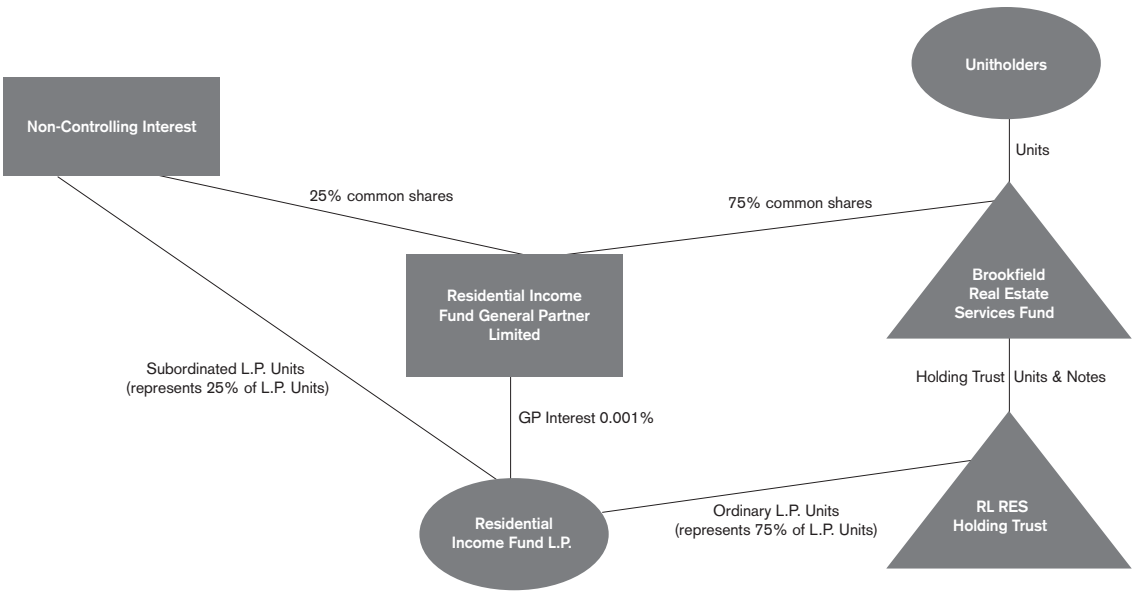
Note, however, that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected. These inherent limitations include, amongst other items: (i) that management's assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; or (ii) the impact of isolated errors.

Additionally, controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential (future) conditions.

OUTSTANDING UNITS

The Fund's capital structure remains unchanged from its launch on August 7, 2003, with the Fund authorized to issue an unlimited number of units of the same class with equal rights and privileges. As at September 30, 2007, 9,983,000 units were issued and outstanding. In addition to these units, the Fund has also issued 3,327,667 Special Fund Units, which entitles the holder to vote in all votes of Fund units as if they had converted their Subordinated LP Units into Fund units.

FUND STRUCTURE



The Fund is governed by a Board of Trustees and is comprised of a Trust (Fund) on Trust (Holding Trust) structure, as summarized above, that controls a general partner and Limited Partnership. The Trust on Trust structure qualifies the Fund for Canadian RRSPs, RRIFs, RESPs, DPSPs and similar plans.

Substantially, all Fund activity is transacted through the Limited Partnership ("LP"), which in turn flows distributions to public unitholders and the non-controlling interest through the Fund structure. The Fund has a 75% interest in the LP by way of Ordinary LP units held by the Holding Trust while the subordinated unitholder has a 25% interest in the Partnership by way of Subordinated LP units. The Fund and the subordinated unitholder have a 75% and 25% respective ownership in the General Partner, which mirrors their LP interests.

Under the terms of the Offering, the subordinated unitholder must retain its full interest for five years from the commencement of the Fund. Fund distributions of all available cash are made on a monthly basis to public unitholders and on a quarterly basis to the subordinated unitholder. During the initial five-year period, the subordinated unitholder's distributions are subordinated to the public unitholders' distributions to the extent the public unitholders have not received the initial targeted monthly distribution of $0.0917 per unit, $1.10 per unit per annum. At the end of the five-year term, the subordinated unitholder may exchange its units for units of the Fund.

The LP manages the Fund's operations and underlying structure by way of the MSA, which was discussed in detail earlier.

TAXATION OF FUND DISTRIBUTIONS

Under the Fund's Amended and Restated Declaration of Trust, the maximum tax deductions available to the Fund shall be claimed to the extent it brings the taxable income of the Trust to nil. The deductions available to the Trust are comprised of the costs of the offering and intangible assets. The estimated deductions available to the Trust as at December 31, 2006 are comprised of the costs of the initial public offering, intangible assets of the LP, acquisitions of franchise contracts subsequent to inception, and costs associated with the $38 million private debt placement, which have the following deductibility profile and amounts:

Taxation of Fund Distributions

($ millions)

Future Deduction Basis	Actual Deduction for 2004	Actual Deduction for 2005	Actual Deduction for 2006	Remaining Balance	Estimated Deduction for 2007
7% of Balance	6.2	5.7	5.2	71.4	4.7
Five-year straight-line	1.8	1.9	1.9	3.4	1.9
Length of contract plus one renewal	–	0.6	0.9	14.0	1.4
	8.0	8.2	8.1	88.8	8.1

Management's Discussion and Analysis of Results and Financial Condition

For the year ended December 31, 2006, the Fund had a return of capital per unit of approximately 26% (14% – 2005) and a taxable amount per unit of approximately 74% (86% – 2005). These calculations are summarized in the table below. The estimated tax allocation of distribution for 2007 is 99% taxable income and 1% return of capital.

($ millions)	**2006**	2005	2004	2003
Fund net earnings	**3.5**	4.8	3.3	2.0
Add				
Non-controlling interest	**1.3**	1.7	1.2	0.7
Amortization	**14.6**	14.2	13.7	3.8
Rounding and other				(0.1)
Taxable earnings	**19.4**	20.7	18.2	6.4
Less				
Tax deduction	**8.1**	8.2	8.0	3.4
Taxable income	**11.3**	12.5	10.2	3.0
Distributions	**(15.3)**	(14.6)	(14.6)	(6.0)
Return of capital	**(4.0)**	(2.1)	(4.4)	(3.0)
Return of capital	**26%**	14%	30%	50%
Taxable	**74%**	86%	70%	50%
Distributions				
Unitholders	**11.5**	11.0	11.0	4.5
Non-controlling interest	**3.8**	3.6	3.6	1.5
	15.3	14.6	14.6	6.0

Impact of Taxation on Income Trusts

See Recent Developments – Tax Fairness Plan for a discussion regarding the impact of the new trust legislation on income trusts.

CHANGE IN ACCOUNTING POLICIES

Accounting Changes – Financial Instruments

Effective January 1, 2007, the Fund adopted CICA Handbook Sections 3855, Financial Instruments – Recognition and Measurement, 3865, Hedges, 1530, Comprehensive Income, 3861, Financial Instruments – Disclosure and Presentation, and consequential amendments to other sections (collectively "the new financial instruments framework"). The new financial instruments framework introduces a number of potentially significant changes in accounting for financial instruments under Canadian GAAP, including:

- Fair value measurement for many financial instruments, including all derivative financial instruments;
- Requirement to classify all financial instruments with the classification selected at inception determining the ongoing accounting for the instrument;
- Expanded definition of a derivative, including application of fair value accounting to certain nonfinancial derivatives and introduction of the concept of embedded derivatives to Canadian GAAP;
- Use of the effective interest method to amortize premiums, discounts and costs associated with interest bearing financial instruments; and
- Requirement to present a Statement of Comprehensive Income and report accumulated other comprehensive income as a component of shareholders' equity.

On adoption of the new financial instruments framework on January 1, 2007, the Fund recorded adjustments in connection with the following:

- As a result of applying CICA Handbook Section 3855, the Fund reclassified deferred financing costs of $516 thousand from deferred charges to long-term debt and applied the effective interest method of valuation to its long-term debt. These changes resulted in a decrease of $29 thousand in the opening carrying value of the private debt placement, with the corresponding decrease in the prior year's interest expense reflected as an increase in opening unitholders' equity of $22 thousand (net of $7 thousand minority interest).

The Fund does not have any financial instruments or embedded derivatives at January 1, 2007 and September 30, 2007 that would result in Other Comprehensive Income to the Fund.

Accounting Changes – Equity

Effective January 1, 2007, the Fund adopted CICA Handbook Section 3251 Equity. This Section establishes standards for the presentation of equity and changes in equity during the reporting period. These changes have been reflected in the financial statements.

MARKET OUTLOOK

We expect continued strength in the Canadian residential resale real estate market (the "Market") in the near-term due to strong underlying market fundamentals supported by low interest rates, strong consumer confidence, the relative affordability of residential real estate and a relatively strong economy. This strength will likely be mitigated somewhat by a trend toward rising interest rates and an increase in listing inventory levels. This rise in listing inventory is expected to lessen the pace of price appreciation across Canada from double digits seen over the past few years to high single digits for the near and mid-term, with the anticipated overall effect of a strong but more balanced market in most regions of Canada.

This shift towards more balanced markets could be further facilitated by the strengthening of the Canadian dollar against the U.S. dollar and a tightening of credit markets in the U.S. The recent strengthening of the Canadian dollar is expected to create pricing challenges for Canadian manufacturers which could result in reduced demand for Canadian products with a follow on reduction in workforce requirements and demand for housing. The combination of the recently announced proposal to lower corporate taxes, low interest rates and anticipated investment in manufacturing sector productivity improvements may address these challenges in the future. Lastly, the rising concerns over the sub-prime mortgage markets in the U.S. could result in the tightening of lending policies in Canada with a corresponding moderation in Market activity.

We are well positioned for the shift to balanced markets, as the benefits of strong brands and productivity-enhancing tools become more apparent to brokers and Agents when transaction volumes moderate, and there typically are more acquisition opportunities.

The growth in transaction dollar volume of Canadian residential resale real estate represents an opportunity to generate greater distributable cash through increased franchise fees earned from increased Agent productivity and the attraction of franchisees and REALTORS to our brands. To this end, we will continue to seek ways to enhance our service and support offerings and improve our efficiencies.

During 2006, we continued to expand and improve our sales, marketing, communication and technology tools, as well as training programs to help Agents apply the tools in order to maximize their productivity. Our leading internet-based technology platform provides Agents with an integrated web-based portal for developing their skills and growing their businesses. We also expanded our program of training and coaching programs to help Agents achieve their career objectives.

Moving forward, we will continue to develop expertise in high growth niche markets. We were the first organization in Canada to announce the launch of a seniors real estate specialist designation (SRES®) program, effective in the first quarter of 2007. This designation, which is recognized by CARP, Canada's association for individuals who are aged 50-plus, will provide our Agents with the tools and recognition to build their seniors client base. We will also continue to develop our Carriage Trade program which provides comprehensive marketing support for high-end properties.

Continuing strong market fundamentals, our technology enhancements, marketing initiatives combined and increased royalties from acquisitions, set the stage for stable and sustainable unitholder distributions.

Management's Discussion and Analysis of Results and Financial Condition

FORWARD-LOOKING STATEMENTS

This MD&A and other content of this Financial Review report contain forward-looking information and other "forward-looking statements". The words such as "should", "will", "continue", "plan", "believe", "expect", "anticipate", "intend", "estimate" and other expressions which are predictions of or indicate future events and trends and which do not relate to historical matters identify forward-looking statements. Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Fund to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those set forward in the forward-looking statements include a change in general economic conditions; interest rates; consumer confidence; the level of residential resale transaction; the average rate of commissions charged; competition from other traditional real estate brokers or from discount and/or internet-based real estate alternatives; the availability of acquisition opportunities and/or the closing of existing real estate offices; other developments in the residential real estate brokerage industry or the Fund that reduce the number of and/or royalty revenue from the Fund's REALTORS; our ability to maintain brand equity through the use of trademarks; the availability of equity and debt financing; a change in tax provisions; and other risks detailed in the Fund's annual information form which is filed with securities commissions and posted on SEDAR at www.sedar.com. The Fund undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SUPPLEMENTAL INFORMATION – NET AND COMPREHENSIVE EARNINGS AND DISTRIBUTABLE CASH BY PERIOD

Three months ended ($ 000's except per unit amounts, unaudited)	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2007	June 30, 2007	**Sept. 30, 2007**
Royalties	$ 6,525	$ 6,492	$ 7,932	$ 8,470	$ 6,765	$ 6,910	$ 8,838	**$ 9,295**
Less:								
Administration expenses	202	160	190	163	132	174	175	**184**
Management fee	915	3,111	1,429	1,540	1,205	1,229	1,610	**1,700**
Interest expense	604	590	600	605	606	592	615	**606**
Amortization of intangible assets	3,589	3,604	3,632	3,657	3,666	3,652	3,683	**3,723**
Earnings (loss) before undernoted	1,215	(973)	2,081	2,505	1,156	1,263	2,755	**3,082**
Income tax recovery	–	–	–	–	–	–	2,101	**11**
Non-controlling interest	(350)	211	(556)	(657)	(317)	(351)	(1,249)	**(811)**
Net and comprehensive earnings (loss) for the period	865	(762)	1,525	1,848	839	912	3,607	**2,282**
Add :								
Amortization of intangible assets	3,589	3,604	3,632	3,657	3,666	3,652	3,683	**3,723**
Income tax recovery	–	–	–	–	–	–	(2,101)	**(11)**
Non-controlling interest	350	(211)	556	657	317	351	1,249	**811**
Distributable cash	4,804	2,631	5,713	6,162	4,822	4,915	6,438	**6,805**
Add (less) change in:								
Unutilized cash	(1,142)	1,196	(1,889)	(2,338)	(997)	(1,005)	(2,445)	**(2,812)**
Distributable cash	$ 3,662	$ 3,827	$ 3,824	$ 3,824	$ 3,825	$ 3,910	$ 3,993	**$ 3,993**
Distributable cash available to:								
Public unitholders	$ 2,746	$ 2,870	$ 2,868	$ 2,869	$ 2,870	$ 2,953	$ 2,995	**$ 2,995**
Non-controlling interest	916	957	956	958	955	957	998	**998**
	$ 3,662	$ 3,827	$ 3,824	$ 3,827	$ 3,825	$ 3,910	$ 3,993	**$ 3,993**
Distributions to public unitholders	$ 2,746	$ 2,870	$ 2,868	$ 2,869	$ 2,870	$ 2,953	$ 2,995	**$ 2,995**
Per unit (9,983,000 units):								
Basic and diluted earnings (loss)	$ 0.09	$ (0.08)	$ 0.15	$ 0.19	$ 0.08	$ 0.09	$ 0.36	**$ 0.23**
Basic and diluted distributable cash before working capital and other reserves	$ 0.36	$ 0.20	$ 0.43	$ 0.46	$ 0.36	$ 0.37	$ 0.48	**$ 0.51**
Basic and diluted distributions	$ 0.28	$ 0.29	$ 0.29	$ 0.29	$ 0.29	$ 0.30	$ 0.30	**$ 0.30**

TAX ALLOCATION OF DISTRIBUTIONS

For the year ended December 31 (Unaudited)	2003[1]	2004	2005	2006	**2007**
	(actual)	(actual)	(actual)	(actual)	**(estimated)**
Other taxable income	50%	70%	86%	74%	**99%**
Return of capital	50%	30%	14%	26%	**1%**
Total distributions of the period	100%	100%	100%	100%	**100%**

[1] Inception (August 7) to December 31, 2003

Management's Discussion and Analysis of Results and Financial Condition

SUPPLEMENTAL INFORMATION – SELECTED FINANCIAL AND OPERATING INFORMATION

Three months ended ($ 000's, unaudited)	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2007	June 30, 2007	**Sept. 30, 2007**
Revenue								
Fixed franchise fees	$ 3,261	$ 3,380	$ 3,453	$ 3,485	$ 3,509	$ 3,621	$ 3,714	**$ 3,749**
Variable franchise fees	1,327	1,610	2,498	2,377	1,347	1,720	2,870	**2,661**
Premium franchise fees	1,065	688	1,125	1,685	990	737	1,306	**1,899**
Other fee revenue and services	872	814	856	923	919	832	948	**986**
	$ 6,525	$ 6,492	$ 7,932	$ 8,470	$ 6,765	$ 6,910	$ 8,838	**$ 9,295**
% Revenue by region								
British Columbia	14	16	15	14	14	15	15	**13**
Prairies	11	11	11	11	11	11	11	**9**
Ontario	59	56	57	59	59	58	59	**63**
Quebec	12	13	13	12	12	12	12	**11**
Maritimes	4	4	4	4	4	4	3	**4**
	100	100	100	100	100	100	100	**100**

Three months ended **Changes during the period**	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2007	June 30, 2007	**Sept. 30, 2007**
Number of Agents and Sales Representatives	205	443	177	39	(52)	633	178	**125**
Number of Agents	179	448	130	36	(49)	610	170	**79**
Number of fixed fee paying Sales Representatives	89	39	40	(1)	–	(1)	30	**43**
Number of locations	–	21	(2)	(1)	(1)	22	(6)	**–**
Number of franchisees	–	16	(1)	(1)	(1)	20	(6)	**–**
At end of period								
Number of Agents and Sales Representatives	11,542	11,985	12,162	12,201	12,149	12,782	12,960	**13,085**
Number of Agents	10,693	11,141	11,271	11,307	11,258	11,868	12,038	**12,117**
Number of fixed fee paying Sales Representatives	566	605	645	644	644	643	673	**716**
Number of locations	561	582	580	579	578	600	594	**594**
Number of franchisees	262	278	277	276	275	295	289	**289**

SUPPLEMENTAL INFORMATION

Fund Unit Performance

Three months ended	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2007	June 30, 2007	**Sept. 30, 2007**
Trading price range of units (TSX: "BRE.UN")								
High	$ 13.50	$ 14.25	$ 14.75	$ 14.50	$ 14.50	$ 14.00	$ 14.26	**$ 14.14**
Low	$ 10.31	$ 12.50	$ 12.41	$ 13.00	$ 11.00	$ 11.85	$ 12.10	**$ 12.26**
Close	$ 13.10	$ 13.30	$ 13.26	$ 14.10	$ 13.35	$ 12.74	$ 13.75	**$ 12.87**
Average daily volume	4,481	11,570	18,383	5,883	11,731	4,230	6,497	**3,618**
Number of units outstanding at period end	9,983,000	9,983,000	9,983,000	9,983,000	9,983,000	9,983,000	9,983,000	**9,983,000**
Net enterprise value at period end (thousands)								
Market capitalization[5]	$ 174,370	$ 177,032	$ 176,499	$ 187,680	$ 177,697	$ 169,578	$ 183,022	**$ 171,308**
Long-term debt	38,000	38,000	38,000	38,000	38,000	37,494	37,535	**37,576**
Less:								
Cash on hand	9,941	1,278	2,268	4,708	6,951	512	2,434	**6,652**
	$ 202,429	$ 213,754	$ 212,231	$ 220,972	$ 208,746	$ 206,560	$ 218,123	**$ 202,232**

[5] Comprised of the number of units outstanding at period end and 3,327,667 subordinated units, multiplied by the closing unit price.

Distribution History

	Distributions per Unit				
Month	2003	2004	2005	2006	**2007**
January		$ 0.0917	$ 0.0917	$ 0.0958	**$ 0.1000**
February		0.0917	0.0917	0.0958	**0.1000**
March		0.0917	0.0917	0.0958	**0.1000**
April		0.0917	0.0917	0.0958	**0.1000**
May		0.0917	0.0917	0.0958	**0.1000**
June		0.0917	0.0917	0.0958	**0.1000**
July		0.0917	0.0917	0.0958	**0.1000**
August		0.0917	0.0917	0.0958	**0.1000**
September	$ 0.1789*	0.0917	0.0917	0.0958	**0.1000**
October	0.0917	0.0917	0.0917	0.0958	
November	0.0917	0.0917	0.0917	0.0958	
December	0.0917	0.0917	0.0917	0.0958	
	$ 0.45	$ 1.10	$ 1.10	$ 1.15	**$ 0.90**

* Based on a 55-day period

Management's Discussion and Analysis of Results and Financial Condition

SUPPLEMENTAL INFORMATION – CONDENSED BALANCE SHEET

As at ($ 000's, unaudited)	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2007	June 30, 2007	**Sept. 30, 2007**
Cash and cash equivalents	$ 9,941	$ 1,278	$ 2,268	$ 4,708	$ 6,951	$ 512	$ 2,434	**$ 6,652**
Accounts receivable	2,434	2,614	3,320	3,159	2,699	3,030	3,854	**3,054**
Prepaid expenses	84	95	61	27	92	108	62	**23**
Deferred charges	684	640	599	557	516	–	–	**–**
Deposit on acquisition	–	2,979	1,423	–	–	3,908	1,512	**–**
Deferred income tax receivable	–	–	–	–	–	–	2,101	**2,112**
Intangible assets	133,022	131,417	129,356	127,149	124,031	122,228	120,941	**119,593**
	$ 146,165	$ 139,023	$ 137,027	$ 135,600	$ 134,289	$ 129,786	$ 130,904	**$ 131,434**
Accounts payable and accrued liabilities	$ 2,064	$ 2,573	$ 2,320	$ 2,189	$ 2,998	$ 2,236	$ 2,450	**$ 2,978**
Purchase obligations	2,893	–	–	27	576	–	–	**862**
Distributions payable to unitholders	915	957	957	956	956	998	998	**998**
Long-term debt	38,000	38,000	38,000	38,000	38,000	37,494	37,535	**37,576**
Non-controlling interest	25,824	24,656	24,257	23,956	23,317	22,677	22,928	**22,740**
Unitholders' equity	76,469	72,837	71,493	70,472	68,442	66,381	66,993	**66,280**
	$ 146,165	$ 139,023	$ 137,027	$ 135,600	$ 134,289	$ 129,786	$ 130,904	**$ 131,434**

SUPPLEMENTAL INFORMATION – CONDENSED CASH FLOW BY PERIOD

Three months ended ($ 000's, unaudited)	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2007	June 30, 2007	**Sept. 30, 2007**
Cash provided by (used for):								
Operating activities								
Net earnings (loss) for the period	$ 865	$ (762)	$ 1,525	$ 1,848	$ 839	$ 912	$ 3,607	**$ 2,282**
Add (deduct)								
Non-controlling interest	350	(211)	556	657	317	351	1,249	**811**
Income tax recovery	–	–	–	–	–	–	(2,101)	**(11)**
Amortization of deferred charges	40	44	41	42	41	–	–	**–**
Non-cash interest expense	–	–	–	–	–	39	41	**41**
Amortization of intangible assets	3,589	3,604	3,632	3,657	3,666	3,652	3,683	**3,723**
Changes in non-cash working capital	248	360	(925)	63	1,205	(1,150)	(564)	**1,365**
	5,092	3,035	4,829	6,267	6,068	3,804	5,915	**8,211**
Investing activities								
Deposit on acquisition	–	(4,978)	–	–	–	(5,743)	–	**–**
Payment of purchase price obligation	–	–	–	–	–	(576)	–	**–**
Purchase of intangible assets	–	(2,893)	(15)	–	–	(14)	–	**–**
	–	(7,871)	(15)	–	–	(6,333)	–	**–**
Financing activities								
Distributions paid to unitholders	(2,746)	(2,870)	(2,869)	(2,869)	(2,869)	(2,953)	(2,995)	**(2,995)**
Distributions paid to non-controlling interest	(916)	(957)	(955)	(958)	(956)	(957)	(998)	**(998)**
Deferred charges	(21)	–	–	–	–	–	–	**–**
	(3,683)	(3,827)	(3,824)	(3,827)	(3,825)	(3,910)	(3,993)	**(3,993)**
Increase (decrease) in cash and cash equivalents during the period	1,409	(8,663)	990	2,440	2,243	(6,439)	1,922	**4,218**
Cash and cash equivalents, beginning of period	8,532	9,941	1,278	2,268	4,708	6,951	512	**2,434**
Cash and cash equivalents, end of period	$ 9,941	$ 1,278	$ 2,268	$ 4,708	$ 6,951	$ 512	$ 2,434	**$ 6,652**

Management's Discussion and Analysis of Results and Financial Condition

SUPPLEMENTAL INFORMATION – CANADIAN REAL ESTATE MARKET

Three months ended	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2007	June 30, 2007	**Sept. 30, 2007**
Canada								
Transaction dollar volume[1]	$ 25,601	$ 30,631	$ 42,662	$ 33,306	$ 27,264	$ 35,257	$ 52,222	**$ 40,498**
Average selling price	$ 256,519	$ 267,227	$ 282,482	$ 276,373	$ 280,888	$ 293,943	$ 311,530	**$ 308,641**
Number of units sold	99,802	114,624	151,025	120,510	97,064	119,945	167,630	**131,214**
Number of REALTORS at period end	82,837	85,361	86,838	88,131	88,906	90,449	92,396	**NA**
Housing starts	58,405	43,917	65,229	60,197	58,052	40,716	64,615	**67,838**
Greater Toronto Area								
Transaction dollar volume[1]	$ 6,117	$ 6,989	$ 9,640	$ 7,094	$ 6,180	$ 7,438	$ 11,841	**$ 8,788**
Average selling price	$ 338,396	$ 348,579	$ 363,429	$ 343,014	$ 351,070	$ 363,488	$ 381,364	**$ 368,685**
Number of units sold	18,075	20,050	26,525	20,680	17,604	20,463	31,049	**23,837**
Housing starts	9,854	7,290	11,462	8,750	9,578	5,585	9,386	**9,723**

Twelve months ended	Dec. 31, 2005	March 31, 2006	June 30, 2006	Sept. 30, 2006	Dec. 31, 2006	March 31, 2006	June 30, 2007	**Sept. 30, 2007**
Canada								
Transaction dollar volume[1]	$ 120,395	$ 126,189	$ 130,983	$ 132,199	$ 133,862	$ 138,489	$ 148,048	**$ 155,241**
Average selling price	$ 249,365	$ 255,814	$ 265,640	$ 272,036	$ 277,019	$ 283,473	$ 293,078	**$ 300,940**
Number of units sold	482,805	493,285	493,085	485,961	483,223	488,544	505,149	**515,853**
Housing starts	225,481	232,314	230,360	227,748	227,395	224,194	223,580	**231,221**
Seasonally adjusted housing starts	227,700	252,300	232,200	211,300	211,500	210,900	225,500	**278,200**
Greater Toronto Area								
Transaction dollar volume[1]	$ 28,815	$ 29,786	$ 30,056	$ 29,839	$ 29,903	$ 30,352	$ 32,535	**$ 34,248**
Average selling price	$ 336,190	$ 340,287	$ 346,024	$ 349,689	$ 352,382	$ 355,943	$ 362,321	**$ 368,444**
Number of units sold	85,710	87,532	86,861	85,330	84,859	85,272	89,796	**92,953**
Housing starts	41,596	41,968	40,380	37,356	37,080	35,375	33,299	**34,272**

NA: Not available at date of Management's Discussion and Analysis

[1] ($ million)

Source: CMHC, CREA and TREB

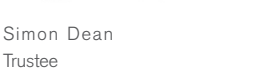
BROOKFIELD REAL ESTATE SERVICES FUND (formerly Royal LePage Franchise Services Fund)

Interim Consolidated Balance Sheets

As at (in thousands of dollars)	**September 30, 2007**	December 31, 2006
	(Unaudited)	
Assets		
Current assets		
Cash and cash equivalents	**$ 6,652**	$ 6,951
Accounts receivable	**3,054**	2,699
Prepaid expenses	**23**	92
	9,729	9,742
Deferred charges	**–**	516
Future income tax asset (note 3)	**2,112**	–
Intangible assets (note 4)	**119,593**	124,031
	$ 131,434	$ 134,289
Liabilities and Unitholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	**$ 2,978**	$ 2,998
Purchase obligation (note 4)	**862**	576
Distribution payable to unitholders	**998**	956
	4,838	4,530
Long-term debt (notes 2 and 6)	**37,576**	38,000
Non-controlling interest	**22,740**	23,317
	65,154	65,847
Unitholders' equity	**66,280**	68,442
	$ 131,434	$ 134,289

See accompanying notes to the interim consolidated financial statements

On behalf of the board



Simon Dean
Trustee

Lorraine Bell
Trustee

Interim Consolidated Statements of Earnings and Comprehensive Earnings

(unaudited) (in thousands of dollars, except unit and per unit amounts)	**Three months ended Sept. 30, 2007**	Three months ended Sept. 30, 2006	**Nine months ended Sept. 30, 2007**	Nine months ended Sept. 30, 2006
Royalties				
Fixed franchise fees	**$ 3,749**	$ 3,485	**$ 11,084**	$ 10,318
Variable franchise fees	**2,661**	2,377	**7,251**	6,485
Premium franchise fees	**1,899**	1,685	**3,942**	3,498
Other fee revenue and services	**986**	923	**2,766**	2,593
	9,295	8,470	**25,043**	22,894
Expenses				
Administration	**184**	163	**533**	513
Management fee (note 8(ii))	**1,700**	1,540	**4,539**	6,080
Interest expense (notes 2 and 6)	**606**	605	**1,813**	1,795
Amortization of intangible assets	**3,723**	3,657	**11,058**	10,893
	6,213	5,965	**17,943**	19,281
Earnings before undernoted	**3,082**	2,505	**7,100**	3,613
Future income tax recovery (note 3)	**11**	–	**2,112**	–
Earnings before non-controlling interest	**3,093**	2,505	**9,212**	3,613
Non-controlling interest	**(811)**	(657)	**(2,411)**	(1,002)
Net and comprehensive earnings	**$ 2,282**	$ 1,848	**$ 6,801**	$ 2,611
Basic and diluted earnings per unit (9,983,000 units) (note 7)	**$ 0.23**	$ 0.19	**$ 0.68**	$ 0.26

Interim Consolidated Statements of Unitholders' Equity

(unaudited) (in thousands of dollars)	**Unitholders' Contribution[1]**	**Net Earnings**	**Distributions**	**Deficit**	**Total**
Balance, December 31, 2005	$ 92,938	$ 10,034	$ (26,503)	$ (16,469)	$ 76,469
Changes during the period:					
Net income	–	2,611	–	2,611	2,611
Unit distributions	–	–	(8,608)	(8,608)	(8,608)
Balance, September 30, 2006	$ 92,938	$ 12,645	$ (35,111)	$ (22,466)	$ 70,472
Balance, December 31, 2006	$ 92,938	$ 13,484	$ (37,980)	$ (24,496)	$ 68,442
Transition adjustment (notes 2 & 6)	–	22	–	22	22
Balance, January 1, 2007	$ 92,938	$ 13,506	$ (37,980)	$ (24,474)	$ 68,464
Changes during the period:					
Net income	–	6,801	–	6,801	6,801
Unit distributions	–	–	(8,985)	(8,985)	(8,985)
Deficit	–	6,801	(8,985)	(2,184)	(2,184)
Balance, September 30, 2007	**$ 92,938**	**$ 20,307**	**$ (46,965)**	**$ (26,658)**	**$ 66,280**

See accompanying notes to the interim consolidated financial statements

[1] Unitholders' contribution represents the net proceeds contributed by unitholders by way of the Fund's initial public offering of 9,983,000 units at $10.00 per unit on August 7, 2003. Costs of $9,190 related to the offering were charged proportionately between the unitholders' equity and the non-controlling interest.

BROOKFIELD REAL ESTATE SERVICES FUND (formerly Royal LePage Franchise Services Fund)

Interim Consolidated Statements of Cash Flows

(unaudited) (in thousands of dollars)	**Three months ended Sept. 30, 2007**	Three months ended Sept. 30, 2006	**Nine months ended Sept. 30, 2007**	Nine months ended Sept. 30, 2006
Cash provided by (used for):				
Operating activities				
Net earnings for the period	**$ 2,282**	$ 1,848	**$ 6,801**	$ 2,611
Items not affecting cash				
Non-controlling interest	**811**	657	**2,411**	1,002
Future income tax recovery (note 3)	**(11)**	–	**(2,112)**	–
Amortization of deferred expenses	**–**	42	**–**	127
Non-cash interest expense	**41**	–	**121**	–
Amortization of intangible assets	**3,723**	3,657	**11,058**	10,893
	6,846	6,204	**18,279**	14,633
Changes in non-cash working capital	**1,365**	63	**(349)**	(502)
	8,211	6,267	**17,930**	14,131
Investing activities				
Purchase of intangible assets (note 4)	**–**	–	**(5,757)**	(4,993)
Payment of purchase price obligation (note 4)	**–**	–	**(576)**	(2,893)
	–	–	**(6,333)**	(7,886)
Financing activities				
Distributions paid to unitholders	**(2,995)**	(2,869)	**(8,943)**	(8,608)
Distributions paid to non-controlling interest	**(998)**	(958)	**(2,953)**	(2,870)
	(3,993)	(3,827)	**(11,896)**	(11,478)
Increase (decrease) in cash and cash equivalents during the period	**4,218**	2,440	**(299)**	(5,233)
Cash and cash equivalents, beginning of period	**2,434**	2,268	**6,951**	9,941
Cash and cash equivalents, end of period	**$ 6,652**	$ 4,708	**$ 6,652**	$ 4,708
Supplementary cash flow information				
Cash paid for interest	**$ 559**	$ 559	**$ 1,118**	$ 1,676
Cash and cash equivalents are comprised of:				
Cash	**$ 6,652**	$ 708	**$ 6,652**	$ 708
Commercial paper	**$ –**	$ 4,000	**$ –**	$ 4,000
	$ 6,652	$ 4,708	**$ 6,652**	$ 4,708

See accompanying notes to the interim consolidated financial statements

Notes to the Interim Consolidated Financial Statements

September 30, 2007 (unaudited) (in thousands of dollars)

1. ORGANIZATION

Brookfield Real Estate Services Fund (the "Fund") (formerly Royal LePage Franchise Services Fund) is a limited purpose trust established under the laws of the Province of Ontario and pursuant to an Amended and Restated Declaration of Trust. On August 7, 2003, the Fund raised $99,830 (before issue costs) by issuing units on the Toronto Stock Exchange. These proceeds together with the proceeds of a term loan were utilized to acquire franchise agreements, relationships and trademark rights.

These consolidated financial statements include the accounts of Brookfield Real Estate Services Fund, its wholly-owned subsidiary RL RES Holding Trust ("RLHT"), and its 75% owned subsidiaries, Residential Income Fund General Partner Limited ("RIFGP") and Residential Income Fund L.P. (the "Partnership"). RIFGP is the managing general partner of the Partnership. Trilon Bancorp Inc. (the "non-controlling interest") owns the remaining 25% interest in the Partnership and RIFGP. The Fund receives certain management, administrative and support services from Brookfield Real Estate Services Ltd. ("BRESL") (formerly Residential Income Fund Manager Limited), a party related to the non-controlling interest via common control.

Seasonality

The Fund's business follows a seasonal pattern, with revenue traditionally being lower in the first and fourth quarters. Due to this seasonality, the interim earnings statements are not necessarily indicative of annual earnings.

2. SUMMARY OF ACCOUNTING POLICIES

The accompanying unaudited interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The accounting principles used in these interim consolidated financial statements are consistent with those used in the annual consolidated financial statements. They do not include all the information and disclosure required by GAAP for annual audited financial statements, and should be read in conjunction with the December 31, 2006 annual consolidated financial statements.

As required by the Canadian Institute of Chartered Accountants ("CICA"), on January 1, 2007, the Fund adopted CICA Handbook Section 1530, *Comprehensive Income*; Section 3251, *Equity*; Section 3855, *Financial Instruments – Recognition and Measurement*; Section 3861, *Financial Instruments – Disclosure and Presentation* and Section 3865, *Hedges*. These new Handbook sections, which apply to fiscal years beginning on or after October 1, 2006, provide comprehensive requirements for the recognition and measurement of financial instruments, as well as standards on when and how hedge accounting may be applied. Handbook Section 1530 also establishes standards for reporting and displaying comprehensive income.

Under the new standards, all financial instruments are classified into one of the following five categories: held for trading; held-to-maturity; loans and receivables; available-for-sale or other financial liabilities. All financial instruments, including derivatives, are measured at fair value, except for loans and receivables, held-to-maturity instruments and other financial liabilities, which are measured at amortized cost. Transaction costs for financial liabilities are applied against these liabilities and amortized using the effective interest method, the resulting amortization being recorded as financial expenses. Gains and losses on held-for-trading financial instruments are included in net income in the period in which they arise.

The Fund made the following classifications:

Cash and cash equivalents	Held-for-trading
Accounts receivable	Loans and receivables
Accounts payable and accrued liabilities	Other liabilities
Purchase obligation	Other liabilities
Distributions payable to unitholders	Other liabilities
Long-term debt	Other liabilities

The prospective adoption of these new standards resulted in changes in the accounting for and presentation of the Fund's financial instruments and the recognition of certain transition adjustments recorded in opening unitholders' equity as described in Note 6.

The Fund does not have any financial instruments or embedded derivatives at January 1, 2007 and September 30, 2007 that would result in Other Comprehensive Earnings to the Fund.

3. FUTURE INCOME TAXES

On October 31, 2006, the Minister of Finance announced proposed tax legislation ("trust legislation") that will change the income tax rules applicable to publicly traded trusts rendering income trusts taxable in 2011. This trust legislation was substantially enacted into law on June 12, 2007, at which time the Fund gave accounting recognition to these new tax rules.

Prior to June 12, 2007, income tax obligations relating to distributions from the Fund were obligations of the unitholders and, accordingly, no provisions for income taxes were recorded by the Fund.

In accordance with the substantially enacted trust legislation, while the Fund will not be liable for current taxes until January 1, 2011, beginning June 12, 2007, the Fund recognized future income taxes arising from those temporary tax differences expected to reverse after January 1, 2011, at the 31.5% tax rate applicable to the Fund.

In 2011, when the Fund becomes a taxable entity, income taxes payable will reduce net earnings and will affect distributable cash by an equal amount.

The Fund will review the value of its future income tax assets and liabilities quarterly and will record adjustments, as necessary, to reflect the realizable amounts of its future income tax assets and liabilities.

During the second quarter of 2007, the Fund recorded a non-cash future tax asset of $2,101, which represents 31.5% of the amount by which the tax carrying value is expected to exceed the accounting carrying value of the Fund's intangible assets at December 31, 2010. On September 30, the Fund increased the future tax asset by $11 as a result of additional temporary differences.

4. ASSET ACQUISITIONS AND INTANGIBLE ASSETS

On January 1, 2007, the Partnership acquired 22 new franchise agreements from BRESL. The estimated purchase price of $7,179 is based on an estimated annual royalty stream of $822 and has been calculated in accordance with the formula set forth in the Management Services Agreement ("MSA"). A deposit of $5,743, equal to 80% of the estimated purchase price was paid on January 2, 2007 and the remainder is to be paid a year later, when the final purchase price is calculated in accordance with the terms set out in the MSA. The Partnership utilized cash reserves to acquire these agreements.

Until the final purchase price is determined, each quarter the purchase price obligation is recalculated based on the actual royalties received. Correspondingly, the deposit on acquisition is reduced by the calculated amount and transferred to intangible assets. These assets are then amortized in accordance with the Fund's policy and calculated on a prospective basis.

The recalculated purchase price obligation in excess of the deposit on acquisition will be recorded as a purchase obligation and the corresponding amount added to the intangible assets and amortized as described above.

During the three months and nine months ended September 30, 2007, $1,512 and $5,743 respectively, was transferred from "deposit on acquisition" and recorded as "intangible assets". During the three months and nine months ended September 30, 2007, $862 was recorded as "purchase obligation" and the corresponding amount was added to intangible assets.

On January 1, 2006, the Partnership acquired 16 franchise agreements from BRESL at a purchase price of $5,554 calculated in accordance with the Management Services Agreement ("MSA").

Notes to the Interim Consolidated Financial Statements

September 30, 2007 (unaudited) (in thousands of dollars)

On January 4, 2006, $4,978 was paid in cash on deposit against this purchase price obligation and the remaining balance of $576 was paid in cash on January 2, 2007.

	September 30, 2007		
	Cost	**Accumulated Amortization**	**Net Book Value**
Franchise agreements	**$ 132,374**	**$ 56,315**	**$ 76,059**
Relationships and trademarks	**44,414**	**880**	**43,534**
	$ 176,788	**$ 57,195**	**$ 119,593**

	December 31, 2006		
	Cost	Accumulated Amortization	Net Book Value
Franchise agreements	$ 127,665	$ 45,481	$ 82,184
Relationships and trademarks	42,504	657	41,847
	$ 170,169	$ 46,138	$ 124,031

5. OPERATING CREDIT FACILITY

On February 16, 2005, the Partnership obtained a credit facility (the "revolver") of up to $2,000 from a Canadian financial institution. This revolver may be used to provide working capital to the Partnership from time to time. The revolver is subject to annual renewal with outstanding principal under the revolver subject to interest at the lender's prime rate plus 1% to 1.5% or the banker's acceptance rate plus 2% to 2.5%, based on the ratio of total debt to Adjusted EBITDA of the Partnership as defined in the credit agreement. As at September 30, 2007, the operating credit facility had not been drawn upon.

6. LONG-TERM DEBT

On February 18, 2005, the Partnership completed the issuance of a $38,000 private debt placement (the "private placement") provided by Canadian institutional investors. The private placement is for a five-year term with interest fixed at 5.882%, and only interest payable quarterly in arrears. The proceeds of the private placement, net of $822 in issue costs, were utilized by the Partnership to payout and retire its $30,600 term loan and to fund the Partnership's January 1, 2005 franchise agreement acquisition obligations.

On January 1, 2007, in accordance with the new accounting standards described in note 2, the Fund reclassified deferred financing costs of $516 from deferred charges to long-term debt and applied the effective interest method of valuation to its long-term debt. These changes resulted in a decrease of $29 in the opening carrying value of the long-term debt, with the corresponding decrease in the prior year's interest expense reflected as an increase in opening unitholders' equity of $22 (net of $7 minority interest).

During the three and nine months ended September 30, 2007, $41 and $121 of amortization of long-term debt was recorded as interest expense.

7. EARNINGS PER UNIT

The Special Fund Units were not included in the diluted per unit calculations as the effect would have been anti-dilutive.

8. RELATED PARTY TRANSACTIONS

i) Unless disclosed elsewhere, the Fund had the following transactions with parties related to the non-controlling interest during the three and nine months ended September 30, 2007 and September 30, 2006. These transactions have been recorded at the exchange amount agreed to between the parties.

Notes to the Interim Consolidated Financial Statements

September 30, 2007 (unaudited) (in thousands of dollars)

	Three months ended Sept. 30, 2007	Three months ended Sept. 30, 2006	**Nine months ended Sept. 30, 2007**	Nine months ended Sept. 30, 2006
a) Royalties				
Fixed, variable and other franchise fees	**$ 597**	$ 478	**$ 1,723**	$ 1,555
Premium franchise fees	**$ 1,615**	$ 1,410	**$ 3,327**	$ 2,906
b) Expenses				
Management fees (note 8(ii))	**$ 1,700**	$ 1,540	**$ 4,539**	$ 6,080
Insurance and other	**$ 26**	$ 23	**$ 76**	$ 69
c) Distributions				
Distributions paid to non-controlling interest	**$ 998**	$ 958	**$ 2,953**	$ 2,870

The following amounts due to/from related parties are included in the account balance as described:

As at	**September 30, 2007**	December 31, 2006
d) Accounts receivable		
Franchise fees receivable and other	**$ 611**	$ 375
e) Accounts payable and accrued liabilities		
Distributions payable to non-controlling interest	**$ 998**	$ 957
Management fees	**$ 1,127**	$ 1,228
Purchase obligation	**$ 862**	$ 576

ii) Management Fees

From inception to December 31, 2005, the Fund accumulated and retained cash of $9.4 million as a reserve, which in the event of the release of this reserve would result in a 20% management fee payable to BRESL. During the nine months ended September 30, 2006, the Fund released the $9.4 million in reserves, a portion of which was used to fund the 2005 and 2006 franchise agreements purchase obligations. As a result, an additional management fee of $1.9 million relating to the $9.4 million in reserves was incurred for the nine months ended September 30, 2006.

9. SUBSEQUENT EVENTS

i) Fund Name Change

On October 31, 2007, the name of the Royal LePage Franchise Services Fund was changed to the Brookfield Real Estate Services Fund. This name change better portrays the Fund's long-term multi-brand growth strategy and its close association with Brookfield Asset Management, which has a strong reputation in the global real estate industry. The Fund currently receives revenues from franchisees operating under the national brand of Royal LePage.

ii) Acquisition of la Capitale

On November 2, 2007, BRESL acquired La Capitale Real Estate Network ("La Capitale"), Quebec's largest regional real estate services company with 1,492 REALTORS operating out of 68 locations. BRESL anticipates presenting franchise contracts relating to this transaction to the Fund's Trustees for purchase by the Fund on January 1, 2008.

Communications to Unitholders

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President and Chief Executive
Kevin Cash,
Chief Financial Officer

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TSX symbol: BRE.UN
Fund units are eligible investments for DPSPs, RRSPs, RRIFs
and RESPs

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