

INNVEST

INNVEST REAL ESTATE INVESTMENT TRUST | QUARTERLY REPORT 2013

Q1
2013

An in-depth look at
InnVest's financial results
for the three months ended
March 31, 2013.



Table of Contents

LETTER TO UNITHOLDERS	1	UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS	
MANAGEMENT'S DISCUSSION AND ANALYSIS			
INTRODUCTION	2	CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS	20
FORWARD-LOOKING STATEMENTS	2	CONDENSED INTERIM CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS	21
BUSINESS OVERVIEW	3	CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY	22
BUSINESS STRATEGY	4	CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS	23
OUTLOOK	4	NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS	24
FIRST QUARTER HIGHLIGHTS	5		
FIRST QUARTER 2013 OPERATING RESULTS REVIEW	5		
CHANGES IN FINANCIAL CONDITION	9		
QUARTERLY RESULTS	9		
LIQUIDITY AND CAPITAL RESOURCES	10		
DISTRIBUTIONS TO UNITHOLDERS	12		
UNIT INFORMATION	13		
NON-IFRS FINANCIAL MEASURES AND ADDITIONAL IFRS MEASURES	13		
RELATED PARTY TRANSACTIONS	15		
RISKS AND UNCERTAINTIES	15		
CRITICAL ACCOUNTING POLICIES AND ESTIMATES	16		
FUTURE ACCOUNTING CHANGES	18		
CONTROLS AND PROCEDURES	19		

Letter to Unitholders

We are making progress against our strategic plan to improve our portfolio quality and strengthen our balance sheet. So far this year, we have actively planned and rolled out several capital investment projects including the revitalization program of our Comfort Inns. In addition, we have sold or entered into firm commitments to sell over \$80 million in sales of non-core assets.

First quarter performance saw a shift in demand to the second quarter owing to the timing of Easter this year. Looking ahead, fundamentals for our portfolio are positive, driven by a favourable industry outlook, upside from capital investments and our ability to accretively redeploy capital from asset sales to higher return alternatives.

The first quarter is historically InnVest's lowest earnings period. Given the seasonality of the portfolio, the first quarter is not reflective of anticipated results for the annual period. Revenues are typically higher in the second and third quarters due to business and leisure travel trends as compared to the first and fourth quarters.

First Quarter Highlights

- Raised \$115.0 million of Series G – 5.75% convertible debentures and called \$75.0 million of 6.0% Series B convertible debentures for early redemption on April 1, 2013. InnVest has no debt maturity until March 2014;
- Completed the sale of one non-core hotel (gross proceeds of \$10.0 million) and entered into firm commitments for the sale of two additional properties (gross proceeds of \$71.6 million) which are expected to close in the second quarter;
- Revenue per available room ("RevPAR") on a same hotel basis decreased 1.0% with demand shifting to the second quarter highlighted by RevPAR growth of approximately 9% in April;
- First quarter results include a one-time restructuring charge of \$1.3 million. Excluding this charge, gross operating profit ("GOP") declined \$2.4 million to \$13.4 million owing to the RevPAR decline and the high fixed cost level in this low demand period;
- Realized an adjusted net loss of \$4.0 million compared to \$2.4 million in the prior year (Excludes non-cash items (unrealized losses on liabilities presented at fair value, deferred income taxes, the gain on hotel sale and depreciation and amortization) and the non-recurring restructuring charge). This compares to the presented net loss of \$41.7 million compared to a net loss of \$30.2 million in the prior year;
- Funds from operations and distributable loss each declined primarily reflecting the RevPAR decline and the impact of the one-time restructuring charge; and
- Invested \$5.8 million with additional capital commitments of \$12.8 million as at the end of the quarter.

Uncertainty in the world economy continues to impact the lodging industry. InnVest's broad, diversified portfolio remains a key advantage in the current environment.

Canadian lodging industry fundamentals remain favourable, with improving demand expectations through the balance of the year.

Over the next two years, InnVest expects to divest of low-yielding assets and reinvest proceeds generated to undertake an extensive capital program to enhance its product offering at a number of select hotels. These targeted investments are expected to improve the portfolio's competitive positioning and operating performance through increased occupancies and rates. An enhanced product, coupled with improving demand and constrained new supply should enable InnVest to realize cash flow growth.



Anthony Messina
President and Chief Executive Officer

May 8, 2013

Management's Discussion and Analysis

INTRODUCTION

InnVest Real Estate Investment Trust ("InnVest") is an unincorporated open-ended real estate investment trust which owns a portfolio of hotels across Canada. The unaudited condensed consolidated financial statements ("Interim Financial Statements") and financial data included in this management's discussion and analysis ("MD&A") reflect the consolidated financial results of InnVest. This MD&A is dated May 8, 2013.

The following MD&A is intended to assist readers in understanding InnVest, its history, business environment, strategies, performance and risk factors and includes a discussion of the results of operations and financial condition of InnVest for the three months ended March 31, 2013, with a comparison to the results of operations and financial condition for the three months ended March 31, 2012. The MD&A should be read in conjunction with the Interim Financial Statements of InnVest and the notes thereto as at March 31, 2013, December 31, 2012 and January 1, 2012 and for the three months ended March 31, 2013 and 2012.

FORWARD-LOOKING STATEMENTS

In the interest of providing InnVest unitholders and potential investors with information regarding InnVest, certain statements contained in this MD&A constitute forward-looking statements within the meaning of applicable securities laws. These statements include, but are not limited to, statements made concerning InnVest's objectives, its strategies to achieve those objectives, as well as other statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances and performance or expectations that are not historical facts. Forward-looking information typically contains statements with words such as "outlook", "objective", "may", "could", "continue", "anticipate", "believe", "expect", "estimate", "plan", "intend", "forecast", "project" or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management.

These forward-looking statements are not guarantees of future events or performance and, by their nature, are based on InnVest's estimates and assumptions, which are subject to risks and uncertainties, including those described under "Risks and uncertainties" in this MD&A. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By its nature, InnVest's forward-looking information involves numerous assumptions, inherent risks and uncertainties, which may cause InnVest's actual performance and

Monetary data in tabular form and in the text, unless otherwise indicated, are in thousands of Canadian dollars, except for per unit, average daily rate ("ADR"), and revenue per available room ("RevPAR") amounts.

Certain measures in this MD&A do not have any standardized meaning as prescribed by International Financial Reporting Standards ("IFRS") and therefore are considered non-IFRS measures. Please refer to *Non-IFRS Financial Measures and Additional IFRS Financial Measures* on page 13 for a discussion of those measures used by InnVest, including a reconciliation to IFRS financial measures.

Additional information relating to InnVest, including its Annual Information Form, can be accessed on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR") located at www.sedar.com and on its website at www.innvestreit.com.

financial results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. Factors that could cause actual results, performance, or achievements to differ materially from those expressed or implied by forward-looking statements include, but are not limited to, changes in business strategies; general global economic and business conditions; medical concerns relating to travel and/or specific destinations; general global credit market conditions; the effects of competition and pricing pressures; industry overcapacity; shifts in market demands; changes in laws and regulations, including environmental and regulatory laws; potential increases in maintenance and operating costs; uncertainties of litigation; labour disputes; timing of completion of capital or maintenance projects; currency and interest rate fluctuations; various events which could disrupt operations; and technological changes.

Although InnVest believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be consistent with these forward-looking statements. The forward-looking statements contained in this MD&A are made as of the date of this MD&A. Except as required by law, InnVest does not undertake any obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events or otherwise. All forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

BUSINESS OVERVIEW

InnVest holds one of Canada's largest hotel portfolios together with a 50% interest in Choice Hotels Canada Inc., one of the largest franchisors of hotels in Canada. InnVest's portfolio is well diversified across hotel accommodation categories, brands, geography and customers.

Hotel Real Estate Owner

As at March 31, 2013, InnVest's portfolio comprised 135 hotel properties (17,549 rooms) operated under internationally recognized franchise brands. The hotel portfolio is evenly divided between full-service and limited-service hotels based on number of rooms. Full-service hotels however, generate higher revenues per room given higher ADRs charged and greater ancillary services sold. As a result, full-service hotels in the portfolio accounted for approximately 67% of hotel revenues during the three months ended March 31, 2013 (2012 – 67%). Approximately 78% of hotel revenues (2012 – 78%) were generated from room revenues with the remainder being generated from food and beverage sales and other services including meeting space rental, parking, retail operations and telephone use.

InnVest's hotels are operated by four hotel management companies which earn base and incentive fees related to the revenues and profitability of each hotel. Westmont Hospitality Canada Limited ("Westmont"), a division of one of the largest privately held managers of hotels in the world, manages the majority of InnVest's hotels (121 hotels). InnVest also partners

with other third-party managers including Delta Hotels (9 hotels), Fairmont Hotels (3 hotels) and Hilton Hotels (2 hotels), each an experienced hotel manager with recognized brands.

The hotels' primary operating costs include wages, food costs, utilities, management fees and sales and marketing expenses. Other property level expenses include property taxes, ground rent for leasehold interests and property insurance. Many of these property level expenses are relatively fixed and do not necessarily change in accordance with revenue levels.

InnVest's hotels are typically located near major thoroughfares in urban and suburban areas, business centres, government and manufacturing facilities, universities, airports and tourist attractions. The hotels have a diverse customer base, including business travellers, leisure travellers, tours, associations and corporate groups.

During the three months ended March 31, 2013, InnVest completed the sale of one leasehold hotel (220 rooms) for gross proceeds of \$10.0 million resulting in a gain on sale of \$1.3 million. At March 31, 2013, three properties were classified as held for sale (two hotels (874 rooms) and one office and retail complex). Subsequent to the end of the quarter, InnVest entered into binding agreements for two of these properties for gross proceeds of \$71.6 million. Closing is anticipated during the second quarter. Nine additional limited-service hotels (720 rooms) triggered the 'held for sale' requirements following the end of the quarter and are expected to be presented as such in future financial statements.

	Ontario		Quebec		Atlantic		Western		Total		% of Total Guest Rooms
	No. of Hotels	No. of Guest Rooms	No. of Hotels	No. of Guest Rooms	No. of Hotels	No. of Guest Rooms	No. of Hotels	No. of Guest Rooms	No. of Hotels	No. of Guest Rooms	
Comfort Inn	32	2,585	21	1,661	15	1,118	9	745	77	6,109	34.8%
Delta Hotel	1	220	3	1,048	4	1,017	2	689	10	2,974	16.9%
Holiday Inn, Holiday Inn Express	13	2,180	1	176	1	196	1	151	16	2,703	15.4%
Quality Hotel, Quality Suites	4	687	5	689	1	159	1	126	11	1,661	9.5%
Travelodge	3	368	-	-	-	-	2	422	5	790	4.5%
Hilton Hotel	-	-	1	571	1	197	-	-	2	768	4.4%
Fairmont Hotels & Resorts	-	-	-	-	-	-	2	604	2	604	3.4%
Radisson Hotel/Suites	2	388	-	-	-	-	-	-	2	388	2.2%
Staybridge Suites	3	342	-	-	-	-	-	-	3	342	2.0%
Sheraton Suites	-	-	-	-	-	-	1	323	1	323	1.8%
Best Western	1	130	-	-	-	-	-	-	1	130	0.7%
Hilton Garden Inn	1	120	-	-	-	-	-	-	1	120	0.7%
Hilton Homewood Suites	1	83	-	-	-	-	-	-	1	83	0.5%
Independent	3	554	-	-	-	-	-	-	3	554	3.2%
Total	64	7,657	31	4,145	22	2,687	18	3,060	135	17,549	100.0%

Office, Retail and Retirement Home Business

InnVest owns office and retail real estate as well as a retirement home. This business segment contributed \$804 in revenues during the three months ended March 31, 2013 (2012 – \$832). These real estate interests are adjacent to owned hotels and were acquired as part of certain hotel acquisitions.

Franchise Business

InnVest owns 50% of Choice Hotels Canada Inc. ("CHC"), which has franchise agreements with over 300 locations in Canada. The remaining 50% interest is owned by Choice Hotels International Inc. ("Choice International"), one of the largest hotel franchise companies in the world. In addition to strong international brand recognition, Choice International has a centralized reservation

system, sales and marketing programs and proprietary property management systems.

In 1993, CHC was granted a 99-year licence to franchise all Choice hotel brands in Canada, including Comfort Inn, Quality Suites and Quality Hotels. CHC earns franchise revenue by charging hotel owners a monthly royalty fee based on a percentage of the revenue generated by the licenced properties and by selling franchises.

Effective January 1, 2013, InnVest's joint venture investment in CHC has been accounted for under the equity method in accordance with changes in IFRS (including retroactive restatement for the comparative period). Previously, InnVest's investment in CHC was proportionately consolidated.

BUSINESS STRATEGY

In early 2013, InnVest announced a comprehensive strategic plan based on four key initiatives with a goal to strengthen InnVest's core operations, improve its balance sheet and increase its long-term profitability.

Strategic Initiative	Objective	Achievement to Date
Portfolio repositioning program	<p>Improve the overall quality and diversification of the portfolio by divesting of low-yielding non-core hotels and selectively growing the portfolio in stable markets with long-term growth potential.</p> <p>Planned sale of 24 non-core assets through the end of 2014 generating gross proceeds of \$185 million and net proceeds after debt repayment and selling costs of about \$60 million.</p> <p>Pending further progress in executing its strategic initiatives, InnVest does not currently expect to be active in growing the portfolio in the near-term, although such transactions, by their nature, are opportunistic in nature.</p>	<p>To date in 2013, InnVest has closed on the sale of one non-core hotel for gross proceeds of \$10.0 million and has entered into firm commitments to sell two additional non-core properties for gross proceeds of \$71.6 million.</p> <p>During the first quarter, InnVest engaged brokers to assist in the sale of non-core assets. Currently, 10 of these assets are actively being marketed.</p>
Capital investment program	<p>Execute a two-year (2013-2014) capital program to invest approximately \$130 million in the core hotel portfolio (\$65 million per year); \$80 million above the estimated reserve over this period. Funding is expected through non-core asset sales and incremental debt proceeds.</p> <p>The capital program is aimed at renovating and repositioning over 60 Comfort Inn hotels, targeting profit-improving projects to reposition select hotels as well as fortifying hotel competitive positions in key markets.</p>	<p>A programmatic renovation schedule has been developed to maximize value achieved. \$5.8 million was invested during the first quarter of 2013 with an additional \$12.8 million committed as at the end of the period.</p> <p>InnVest began its Comfort Inn portfolio renovation during the first quarter of 2013. InnVest expects to renovate 10 Comfort Inn hotels through the first half of 2013 and an additional 20 hotels by the end of the year.</p> <p>InnVest raised capital market proceeds during the first quarter to help fund the capital investment targets.</p>
Strengthen the balance sheet	<p>Reduce leverage below 60% by 2015 through asset sales and regular principal amortization to ensure InnVest has the necessary liquidity to withstand market cycles.</p> <p>Following its capital investment program, InnVest anticipates to be building cash reserves, positioning it to further reduce indebtedness or to deploy its capital in select investments to grow the portfolio.</p>	<p>Raised \$115.0 million of convertible debentures during the first quarter of 2013 with proceeds primarily used to redeem InnVest's \$75.0 million Series B on April 1, 2013 with incremental proceeds to be used to fund InnVest's capital investment program.</p> <p>Following the redemption of the Series B maturity, InnVest has no debt maturity through March 2014.</p>
Improve operations	<p>Leverage a renovated product to shift business to higher rated segments and capture greater market share amidst positive industry trends.</p> <p>Continually strive to improve InnVest's operating efficiency by taking advantage of InnVest's size and implementing industry best practices to maximize cash flows.</p>	<p>During the first quarter of 2013, InnVest implemented operational enhancements to leverage InnVest's scale by consolidating certain hotel functions in select cities where it has multiple hotels.</p> <p>Investing in targeted return on investment projects to maximize long-term earnings.</p>

OUTLOOK

Uncertainty in the world economy continues to impact the lodging industry. InnVest's broad, diversified portfolio remains a key advantage in the current environment.

Canadian lodging industry fundamentals remain favorable, with improving demand expectations through the balance of the year.

Over the next two years, InnVest expects to divest of low-yielding assets and reinvest proceeds generated to undertake an extensive

capital program to enhance its product offering at a number of select hotels. These targeted investments are expected to improve the portfolio's competitive positioning and operating performance through increased occupancies and rates. An enhanced product, coupled with improving demand and constrained new supply should enable InnVest to realize cash flow growth.

FIRST QUARTER HIGHLIGHTS

The first quarter is traditionally InnVest's lowest earnings period. Given the seasonality of the portfolio, the first quarter is not reflective of anticipated results for the annual period. Refer to *Quarterly Results* on page 9.

- Raised \$115.0 million of Series G – 5.75% convertible debentures and called \$75.0 million of 6.0% Series B convertible debentures for early redemption on April 1, 2013;
- Completed the sale of one non-core hotel (gross proceeds of \$10.0 million) and entered into firm commitments for the sale of two additional properties (gross proceeds of \$71.6 million);
- Revenue per available room ("RevPAR") on a same hotel basis decreased 1.0% with demand shifting to the second quarter due to the timing of Easter holidays in 2013, highlighted by RevPAR growth of approximately 9% in April;
- First quarter results include a one-time restructuring charge of \$1.3 million. Excluding this charge, gross operating profit ("GOP") declined \$2.4 million to \$13.4 million owing to the RevPAR decline and the high fixed cost level in this low demand period;
- Realized an adjusted net loss of \$4.0 million compared to \$2.4 million in the prior year (Excludes non-cash items (unrealized losses on liabilities presented at fair value, deferred income taxes, the gain on hotel sale and depreciation and amortization) and the non-recurring restructuring charge). This compares to the presented net loss of \$41.7 million compared to a net loss of \$30.2 million in the prior year;
- Funds from operations and distributable loss each declined primarily reflecting the RevPAR decline achieved and the impact of the one-time restructuring charge; and
- Invested \$5.8 million with additional commitments of \$12.8 million as at the end of the quarter.

FIRST QUARTER 2013 OPERATING RESULTS REVIEW

The following discussion summarizes InnVest's performance for the three months ended March 31, 2013 as compared to 2012.

	Three Months Ended March 31,		
	2013	2012	Variance
Revenues	\$ 123,822	\$ 129,810	(4.6%)
Gross operating profit ⁽¹⁾	13,421	17,165	(21.8%)
Net loss and comprehensive loss	(41,666)	(30,171)	(38.1%)
Funds from operations ⁽¹⁾	(5,231)	(2,130)	nm
Distributable loss ⁽¹⁾	(8,644)	(5,875)	nm
Distribution declared	9,360	9,344	0.2%
Per unit diluted:			
Net loss and comprehensive loss	\$ (0.445)	\$ (0.323)	(37.8%)
Funds from operations	\$ (0.056)	\$ (0.023)	nm
Distributable loss ⁽²⁾	\$ (0.092)	\$ (0.063)	nm

"nm" – not meaningful

(1) Refer to *Non-IFRS Financial Measures and Additional IFRS Measures* on page 13.

(2) Distributable loss per unit is calculated on a basis consistent with that used by InnVest for calculating net loss per unit.

Revenues

	Three Months Ended March 31,		
	2013	2012	Variance
Hotel	\$ 123,018	\$ 128,978	(4.6%)
Other real estate properties	804	832	(3.4%)
Revenues	\$ 123,822	\$ 129,810	(4.6%)

During the three months ended March 31, 2013, total revenues declined driven by asset sales completed and lower RevPAR achieved. Generating over 99% of total revenues, InnVest's principal business is the ownership of hotel real estate (see detailed discussion below). Revenues from other real estate properties were down modestly year-over-year owing to lower occupancy rates as compared to the prior period.

HOTEL REVENUES

	Three Months Ended March 31,		
	2013	2012	Variance
Room	\$ 95,869	\$ 100,649	(4.7%)
Non-room	27,149	28,329	(4.2%)
Hotel revenues	\$ 123,018	\$ 128,978	(4.6%)

Hotel revenues consist primarily of revenue generated from room occupancy. Non-room revenues include food and beverage services and other miscellaneous revenue streams associated with hotel operations such as space rentals, parking, retail operations and telephone use.

First quarter hotel revenues decreased \$6.0 million, or 4.6%, as compared to the prior period. Excluding asset sales, same-hotel revenues declined \$3.0 million or 2.4%. The first quarter of 2013 included one less day of operations owing to the leap year in 2012, contributing to reduced revenues. In addition, an early Easter at the end of March (as opposed to early April in 2012) contributed to softer year-over-year occupancy this quarter with demand shifting to the second quarter, highlighted by RevPAR growth of approximately 9% in April. As a result, for the three months ended March 31, 2013, same-hotel RevPAR declined 1.0%. RevPAR was particularly impacted by performance in the Ottawa market this quarter (see commentary below). Excluding the Ottawa region, first quarter RevPAR increased 0.6%.

	Occupancy	Variance to 2012	ADR	Variance to 2012	RevPAR	Variance to 2012
Ontario	53.7%	0.9 pts	\$ 105.22	(2.5%)	\$ 56.47	(0.9%)
Quebec	52.3%	(2.0 pts)	\$ 107.21	1.7%	\$ 56.11	(2.0%)
East	45.9%	(2.9 pts)	\$ 106.88	0.3%	\$ 49.11	(5.7%)
Western	61.7%	0.7 pts	\$ 152.95	0.8%	\$ 94.36	1.9%
Total	53.6%	(0.4 pts)	\$ 115.48	(0.3%)	\$ 61.87	(1.0%)

Note: Gross hotel revenues on a same-hotel basis, excluding hotels which were sold.

Room Revenues

Overall, first quarter room revenues decreased \$4.8 million or 4.7%. The majority of the decline is attributable to the sale of assets over the year. The balance of the year-over-year shortfall is attributable to a the 1.0% decline in same-hotel RevPAR, coupled with the loss of one day of operating performance as compared to the prior year (2012 was a leap year).

Room revenues in the three months ended March 31, 2013 are net of \$2.1 million (2012 – \$2.2 million) of costs associated with third-party loyalty programs.

Room Revenue variance to 2012	Number of Hotel Rooms	Three Months Ended March 31, 2013	
		\$	%
Base Portfolio			
Ontario	7,657	\$ (748)	(1.9%)
Quebec	4,145	(644)	(3.0%)
East	2,687	(809)	(6.6%)
West	3,060	229	0.9%
Total Base Portfolio	17,549	(1,972)	(2.0%)
Dispositions		(2,808)	nm
Total Portfolio	17,549	\$ (4,780)	(4.7%)

"nm" – not meaningful

Base Portfolio analysis for the three months ended March 31, 2013

- The Ontario region saw room revenue decline 1.9% with softness in the Ottawa region offsetting growth across the balance of the province. InnVest's portfolio of seven hotels in the Ottawa region (6% of its inventory) experienced RevPAR declines of approximately 20% following the loss of distribution capacity at one hotel as a result of its de-branding in February 2012 and several non-recurring events benefitting the prior year (Junos, NHL All-Star game). Excluding the Ottawa market, InnVest's Ontario region would have experienced a RevPAR increase of 3.8%.
- The Quebec region saw room revenue decline 3.0% with softer group demand in Quebec City and Montreal offsetting ADR gains achieved.
- Room revenue in the Atlantic region decreased 6.6% driven by reduced occupancy. Growth in the Halifax region was offset by reduced demand through the balance of the region owing to lower group, government and athletic volume.
- Western hotels realized room revenue increases of 0.9% driven by a combination of occupancy and ADR gains. Edmonton led growth this quarter with broad-based occupancy and ADR gains. Calgary realized reduced business transient and group volumes with demand shifting to the second quarter.

Non-Room Revenues

Non-room revenues decreased \$1.2 million or 4.2% during the first quarter. Excluding asset sales, same-hotel non-room revenues declined 3.6%. The sale of food and beverage represents 82% of non-room revenue stream (2012 – 83%). Lower food and beverage revenues resulted from lower banquet demand due to reduced group activity in certain full-service hotels and reduced occupancies across the portfolio generally.

Hotel and Other Real Estate Properties Expense

	Three Months Ended March 31,		
	2013	2012	Variance
Hotel	\$ 109,799	\$ 112,065	(2.0%)
Other real estate properties	602	580	3.8%
Hotel, and other real estate properties expense	\$ 110,401	\$ 112,645	(2.0%)

InnVest continually focuses on managing all costs to maximize overall profitability without impacting the service levels offered to its guests. Management's focus is on limiting incremental costs associated with improved occupancy in the portfolio in order to enable margin expansion. Many property level expenses, including property taxes, rent and insurance are relatively fixed and do not necessarily change in accordance with overall demand levels.

During the first quarter of 2013, InnVest implemented operational enhancements to leverage InnVest's scale by consolidating certain hotel functions in select cities where it has multiple hotels. As a result, InnVest recognized a restructuring charge of \$1.3 million but expects to fully recover these costs through expense savings by the end of the year.

Hotel and other real estate properties expenses during the first quarter of 2013 decreased \$2.2 million, or 2.0%. The sale of assets over the past year resulted in \$3.1 million of expense savings which was somewhat offset by the restructuring charge taken. Excluding the restructuring charge, same-hotel expenses declined 0.4%. Savings in controllable operating expenses due to reduced occupancies were somewhat offset by increased utility costs during the quarter owing to colder weather as compared to the prior year.

Other real estate properties saw modest increases in operating expenses relating to broker commissions and repairs.

Gross Operating Profit

	Three Months Ended March 31,		
	2013	2012	Variance
Hotel	\$ 13,219	\$ 16,913	(21.8%)
Other real estate properties	202	252	(19.8%)
Gross operating profit	\$ 13,421	\$ 17,165	(21.8%)

Gross operating profit ("GOP") for the three months ended March 31, 2013 decreased \$3.7 million. Excluding the restructuring charge taken in the first quarter of 2013, GOP decreased \$2.4 million owing primarily to reduced gross operating profit from hotel operations ("Hotel GOP").

HOTEL GOP

The first quarter is historically InnVest's lowest earnings period. Given the seasonality of the portfolio, the first quarter is not reflective of anticipated profitability for the annual period. Refer to *Quarterly Results* on page 9.

The hotel industry has a high level of fixed costs with incremental revenue gains requiring marginal increases in costs. As a result, revenue growth achieved beyond inflation contributes to substantial operating leverage for the portfolio. Notably, while

occupancy growth contributes to improved profitability, more profit is achieved through increases in ADR. Conversely, in periods of declining revenues, such as experienced in the first quarter of 2013, decreases to expenses are limited, resulting in declining profitability.

For the three months ended March 31, 2013, Hotel GOP decreased \$3.7 million. Excluding the restructuring charge taken during the quarter, Hotel GOP declined 13.9% or \$2.4 million. The sale of low-yielding assets over the last year contributed to a modest improvement in Hotel GOP during the quarter. However, the \$3.0 million decline in first quarter same-hotel revenues as compared to the \$0.5 million reduction in operating expenses (excluding the restructuring fee), resulted in reduced profitability and margins. Excluding the restructuring charge, same-hotel Hotel GOP margins were down 170 basis points to 11.8%.

Hotel GOP variance to 2012	Number of Hotel Rooms	Three Months Ended March 31, 2013	
		\$	%
Base Portfolio			
Ontario	7,657	\$ (2,064)	(30.7%)
Quebec	4,145	(902)	(65.5%)
East	2,687	(360)	(300.0%)
West	3,060	(528)	(6.0%)
Total base Portfolio	17,549	(3,854)	(22.7%)
Disposition		160	nm
Total Portfolio	17,549	\$ (3,694)	(21.8%)

"nm" – not meaningful

Other Expenses

	Three Months Ended March 31		
	2013	2012	Variance
Other Expenses			
Corporate and administrative	\$ 1,283	\$ 1,729	(25.8%)
Interest expense			
Mortgages and other debt	11,724	12,846	(8.7%)
Convertible debentures	6,410	5,586	14.8%
Joint venture income	(675)	(599)	12.7%
Other income	(1,313)	(11)	nm
Depreciation and amortization	20,712	23,969	(13.6%)
Unrealized loss on liabilities presented at fair value	17,228	14,150	21.8%
	\$ 55,369	\$ 57,670	(4.0%)

"nm" – not meaningful

Other expenses during the three months ended March 31, 2013 decreased \$2.3 million or 4.0% primarily reflecting reduced depreciation and amortization following the full depreciation of chattel components relating to a large acquisition in late 2007.

Lower corporate and administrative expenses during the year primarily reflect higher prior period professional costs related to the corporate reorganization completed in July 2012 and commodity tax audits as well as reduced executive compensation expenses relating to unvested units (reduced units outstanding).

Mortgage interest expense declined based on lower outstanding mortgage indebtedness owing to the repayment of mortgage debt following asset sales as well as regular principal repayment in the prior year. Interest expense related to InnVest's convertible debentures reflect the issuance of \$115.0 million of Series G 5.75% Debentures on February 27, 2013. InnVest subsequently called its \$75.0 million 6.0% Series B Debentures for early redemption on April 1, 2013. (Refer to *Liquidity and Capital Resources – Mortgages Payable and Convertible Debentures*).

Joint venture income was up modestly and reflects InnVest's 50% interest in the net profits of CHC. For the three months ended March 31, 2013, InnVest's proportionate share of CHC generated revenues of \$2.6 million and operating expenses of \$2.0 million (2012 – \$2.1 Million and \$1.5 million, respectively). See *Critical Accounting Policies and Estimates* for a discussion on the changes in the accounting treatment for InnVest's interest in CHC.

Other income in 2013 includes a \$1.3 million net gain on the sale of one leasehold hotel during the quarter.

Unrealized Fair Value Loss

InnVest is required to account for various unit-based instruments as financial liabilities. These instruments are remeasured at their fair value at each reporting period resulting in non-cash items based

upon the price, and volatility, of InnVest's units at each reporting date. The unrealized non-cash gains or losses are recognized in the consolidated statements of net loss and comprehensive loss. For the three months ended March 31, 2013, the fair value adjustment totaled \$17.2 million (2012 – \$14.2 million).

Income Taxes

For the three months ended March 31, 2013, InnVest generated a deferred income tax recovery of \$0.3 million as compared to \$10.3 million in the prior year. InnVest completed a corporate reorganization in July 2012. The deferred income tax recovery in 2012 reflected the estimated first quarter tax losses recognized prior to this reorganization.

For 2013, management estimates that approximately 30% of distributions will not be taxable to unitholders (2012 – 40%). This estimate may change materially based on InnVest's asset disposition activity during the year.

Net Loss

The first quarter is historically InnVest's lowest earnings period. Given the seasonality of the portfolio, the first quarter is not reflective of anticipated profitability for the annual period. Refer to *Quarterly Results* on page 9.

For the three months ended March 31, 2013, InnVest realized a net loss of \$41.7 million (\$0.445 per unit diluted) compared to a loss of \$30.2 million (\$0.323 per unit diluted) in the prior period. Excluding non-cash items (unrealized losses on liabilities presented at fair value, deferred income taxes, the gain on hotel sale and depreciation and amortization), as well as the non-recurring restructuring charge, InnVest realized an adjusted net loss of \$4.0 million compared to \$2.4 million in the prior year.

Funds from Operations

For the three months ended March 31, 2013, InnVest generated an FFO loss of \$5.2 million (\$0.056 per unit diluted) compared to a loss of \$2.1 million in the prior period (\$0.023 per unit diluted). The \$3.1 million decline primarily reflects reduced Hotel GOP which was somewhat offset by savings in corporate and interest expenses during the period. Refer to *Non-IFRS Financial Measures and Additional IFRS Measures* on page 13 for a reconciliation of net loss to FFO.

Distributable Loss

For the three months ended March 31, 2013, InnVest generated a distributable loss of \$8.6 million (\$0.092 per unit diluted) compared to a loss of \$5.9 million in the prior period (\$0.063 per unit diluted). The \$2.8 million decline primarily reflects reduced Hotel GOP which was somewhat offset by savings in corporate and interest expenses during the period. Refer to *Non-IFRS Financial Measures and Additional IFRS Financial Measures* on page 13 for a reconciliation of IFRS net loss to distributable loss.

Distributions declared for the three months ended March 31, 2013 totalled \$9.4 million, or \$0.0999 per unit (2012 – \$9.3 million or \$0.0999 per unit).

CHANGES IN FINANCIAL CONDITION

Operating Activities

For the three months ended March 31, 2013, cash utilized by operating activities totalled \$5.5 million, largely unchanged from the working capital utilized of \$5.6 million in the prior year.

Financing Activities

For the three months ended March 31, 2013, the repayment of long-term debt of \$8.9 million reflects the repayment of debt following one asset sale as well as the regular payment of annual mortgage principal amortization. Incremental long-term debt of \$1.6 million reflects funds advanced through the use of InnVest's capital line availability during the quarter.

Financing activities reflect net proceeds of \$110.0 million from convertible debentures issued in February 2013 (gross proceeds of \$115.0 million). Proceeds were primarily raised to fund the early redemption of InnVest's Series B 6.00% convertible debentures on April 1, 2013. Proceeds were also used during the quarter to repay \$13.9 million previously drawn on the line of credit, to fund working capital needs during the seasonally weak first quarter and

to finance capital expenditures incurred in excess of the FF&E Reserve.

Cash distributions during the first quarter of 2013 totalled \$9.3 million, relatively unchanged from the prior year.

Investing Activities

Each year, InnVest notionally sets aside between 3% and 5% of total hotel revenues at each hotel to replace furniture, fixtures and equipment and to fund capital improvements (the "FF&E Reserve"). Capital expenditures during the three months ended March 31, 2013 totalled \$5.8 million (2012 – \$9.9 million) compared to the notional FF&E Reserve of \$5.2 million (2012 – \$5.4 million). Capital investments undertaken in 2013 reflect the rollout of InnVest's Comfort Inn revitalization program at three hotels during the quarter as well as the start of renovations at a number of full-service hotels.

Investing activities also include gross proceeds of \$10.0 million (or net proceeds of \$9.2 million) from the sale of one leasehold asset in the first quarter of 2013.

QUARTERLY RESULTS

Seasonality

InnVest's operations are seasonal and as such its results are not consistent throughout the year. Revenue earned from hotel operations fluctuates throughout the year, with the third quarter being the highest due to the increased level of leisure travel in the summer months and the first quarter being the lowest because leisure travel tends to be lower. The results from operations vary materially from quarter to quarter because of the seasonal nature of the revenue stream and the fact that certain costs such as property taxes, insurance, interest, depreciation and amortization, and corporate and administrative expenses are fixed or virtually fixed.

		Quarter Ended (Unaudited) (2012 Restated)						
	March 31 2013	Dec 31 2012	Sep 30 2012	June 30 2012	Mar 31 2012	Dec 31 2011	Sep 30 2011	June 30 2011
Revenues	\$ 123,822	\$ 148,499	\$ 173,371	\$ 161,149	\$ 129,810	\$ 147,138	\$ 172,023	\$ 159,003
Gross operating profit	13,421	28,793	50,104	41,527	17,165	27,760	50,979	41,238
Net (loss) income	(41,666)	147,491	(221,472)	1,989	(30,171)	(4,324)	66,929	1,965
FFO	(5,231)	11,762	30,911	23,170	(2,130)	10,101	33,695	24,498
Distributable (loss) income	(8,644)	7,226	25,287	17,981	(5,875)	5,547	28,128	19,487
Distributions declared	9,360	9,349	9,345	9,345	9,344	10,130	11,701	11,694
Per unit – diluted:								
Net (loss) income	\$ (0.445)	\$ 1.227	\$ (2.368)	\$ 0.021	\$ (0.323)	\$ (0.046)	\$ 0.581	\$ 0.021
FFO	(0.056)	0.125	0.293	0.228	(0.023)	0.108	0.314	0.240
Distributable (loss) income	(0.092)	0.077	0.239	0.178	(0.063)	0.059	0.262	0.192
Trust units outstanding	93,702,704	93,583,904	93,557,172	93,538,022	93,538,022	93,538,022	93,538,022	93,518,392
Weighted average trust units outstanding	93,663,167	93,549,109	93,547,482	93,538,022	93,538,022	93,538,022	93,532,175	93,425,837
Total assets	\$ 1,468,212	\$ 1,412,981	\$ 1,478,062	\$ 1,540,997	\$ 1,563,692	\$ 1,559,403	\$ 1,589,573	\$ 1,613,106
Total long-term debt	714,399	730,618	777,072	806,171	818,866	804,569	808,303	815,330

LIQUIDITY AND CAPITAL RESOURCES

InnVest has several sources of liquidity including the following:

CASH GENERATED FROM HOTEL OPERATIONS

InnVest's operations are seasonal with the third quarter being the highest earnings period and the first quarter typically being the weakest earnings period given the different levels of business and leisure travel during these quarters. Over the annual period, InnVest anticipates generating Hotel GOP sufficient to fund distributions to unitholders, capital expenditures and debt service requirements.

LINE OF CREDIT

At March 31, 2013, InnVest has a line of credit with a major banking institution up to a maximum of \$40.0 million. The line of credit is used to finance temporary shortfalls in cash resulting from business seasonality and working capital fluctuations. The credit facility may also be used to provide short-term financing in the event of the acquisition of a new hotel. At March 31, 2013, \$1.2 million was drawn on the line of credit (December 31, 2012 – \$15.1 million).

ISSUING ADDITIONAL DEBT

InnVest also has the ability to raise funds by mortgaging its properties or by issuing either debt or convertible debt securities. InnVest typically uses long-term debt financing to refinance existing debt or to finance an acquisition. The ability to secure debt financing on reasonable terms is ultimately dependent on market conditions and the lender's determination of InnVest's creditworthiness. At March 31, 2013, substantially all of InnVest's assets have been pledged as security under debt agreements.

ISSUING ADDITIONAL EQUITY SECURITIES

InnVest's listing on The Toronto Stock Exchange gives it the ability to access, subject to market conditions, additional equity through the issuance of additional units or other equity instruments. During the first quarter of 2013, InnVest issued \$115.0 million of Series G 5.75% Debentures and called its \$75.0 million 6.0% Series B Debentures for early redemption on April 1, 2013.

Management believes that InnVest's credit facilities, cash on hand and expected cash flow from operations, when combined with the potential to sell assets or access debt and equity markets, will allow InnVest to meet all its financial commitments. If necessary, near term disruptions to operating earnings and cash flow could be addressed through reductions in discretionary capital allocation decisions such as capital investments above the FF&E Reserve and/or distributions.

Cash on Hand

At March 31, 2013, InnVest has cash totalling \$93.3 million, of which \$8.8 million is restricted to undertake capital refurbishments in accordance with certain mortgage and franchise agreements. On April 1, 2013, InnVest redeemed its outstanding \$75.0 million 6.0% Series B convertible debentures.

Each year, InnVest sets aside a notional FF&E Reserve totalling between 3% and 5% of total hotel revenue. Capital expenditures during the three months ended March 31, 2013 totalled \$5.8 million (2012 – \$9.9 million) compared to the notional FF&E Reserve of \$5.2 million (2012 – \$5.4 million). Incremental capital above the notional FF&E Reserve during the first quarter of 2013 was funded with cash on hand. At March 31, 2013, future capital commitments approximate \$12.8 million.

The following chart shows the changes in the restricted FF&E Reserve cash balance for the three months ended March 31, 2013, and 2012.

	2013	2012
Opening balance	\$ 8,739	\$ 6,031
FF&E Reserve	5,175	5,421
Transferred (to) from operating cash	(892)	4,324
Funded through capital loan facility	1,568	-
Capital expenditures	(5,798)	(9,893)
Closing balance	\$ 8,792	\$ 5,883

Debt Strategy

InnVest's debt strategy involves the use of three forms of debt: conventional property-specific secured mortgages, unsecured convertible debentures and secured floating rate bank financing. Management's objectives are to access the lowest cost of debt with the most flexible terms and to have a staggered debt maturity schedule to manage interest rate and refinancing risk.

CREDIT FACILITY AND BRIDGE LOAN

InnVest's operations are seasonal (see Quarterly Results). InnVest's credit facility ensures that the seasonal fluctuation in cash flows will not affect its ability to operate in the normal course of business.

InnVest has an operating line of credit of up to \$40.0 million with a major banking institution which matures August 31, 2014. The operating line is secured by 13 properties. The amount of the operating line is subject to a mortgageability test which is based on the operating results of the secured properties. Interest rates are based on the lesser of (i) Canadian prime rate plus 2.5% and

(ii) the Canadian Bankers' Acceptance rate plus 3.5%. Based on the operating results of the secured properties for the four quarters ended March 31, 2013, InnVest qualifies for \$38.0 million availability under the line of credit. At March 31, 2013, \$1.2 million was drawn on the credit facility (December 31, 2011 – \$15.1 million). The \$84.5 million unrestricted cash balance at March 31, 2013 was primarily earmarked for the \$75.0 million redemption of InnVest's Series B convertible debentures along with regular mortgage principal and property tax payments on April 1, 2013. Letters of credit totalling \$2.5 million (December 31, 2012 – \$2.5 million) were also drawn against the facility.

At March 31, 2013, InnVest has a \$3.5 million (December 31, 2012 – \$3.5 million) bridge loan secured by one hotel due. During the first quarter of 2013, the bridge loan was extended to February 28, 2014. The bridge loan requires quarterly principal payments beginning June 2013 of \$250 and bears interest at the Canadian Bankers' Acceptance rate plus 3.5%.

MORTGAGES PAYABLE AND CONVERTIBLE DEBENTURES

InnVest attempts to stagger the maturity of fixed-term debt to minimize interest and financing risks.

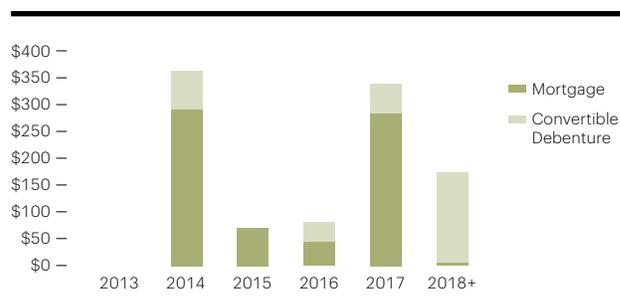
At March 31, 2013, InnVest has mortgages payable of \$770.7 million (December 31, 2012 – \$778.0 million) with a weighted average term of 2.7 years (December 31, 2012 – 3.0 years) and a weighted average interest rate of 5.6% (December 31, 2012 – 5.6%). These mortgages include \$53.1 million presented as current liabilities related to assets held for sale. Approximately 10.1% of InnVest's mortgage debt is at floating rate.

InnVest also has access to a loan facility, granted in conjunction with property mortgages, for up to \$25.0 million to fund 65% of capital expenditures incurred at certain of its hotels. During the first quarter of 2013, \$1.6 million of proceeds were drawn against this facility, such amounts being added to the mortgages payable relating to the applicable hotels. At March 31, 2013, InnVest has remaining capacity on the facility of \$14.8 million (December 31, 2012 – \$16.3 million).

At March 31, 2013, InnVest has approximately \$124.6 million of mortgages secured by conduit financing maturing in 2014 and 2015.

At March 31, 2013, InnVest had six series of fixed-rate convertible debentures totalling \$421.3 million (December 31, 2012 – \$306.3 million). During the first quarter of 2013, InnVest issued \$115.0 million of Series G 5.75% Debentures and called its \$75.0 million 6.0% Series B Debentures for early redemption on April 1, 2013. Following this redemption on April 1, 2013, outstanding convertible debentures mature between August 2014 and March 2019.

The following chart highlights InnVest's mortgage and convertible debenture maturity schedule at March 31, 2013, pro forma the redemption of the Series B convertible debentures.



Following the early redemption of its Series B 6.0% convertible debentures in early 2013, InnVest does not have debt maturities until March of 2014. Based on recent negotiations with lenders and its knowledge and experience refinancing mortgages and accessing the public markets, management expects to address its debt maturities in the normal course of business. Modest continuing contraction of interest rate spreads coupled with stability in bond yields since the end of 2012, are allowing for attractive borrowing rates for the industry.

Leverage

InnVest is not permitted to exceed certain financial leverage amounts under the terms of its Declaration of Trust. InnVest is permitted to hold indebtedness up to a level of 60% of gross asset value (75% including convertible debentures). The financial ratio will be computed as of the last day of each financial year excluding any indebtedness under any operating line, non-interest bearing indebtedness, trade accounts payable and for greater certainty, deferred income tax liability.

Pro forma the redemption of its Series B convertible debentures, at March 31, 2013, InnVest's leverage excluding and including convertible debentures was 46.0% (December 31, 2012 – 46.2%) and 66.5% (December 31, 2012 – 64.3%), respectively.

Proforma total assets per Consolidated Balance Sheet	\$ 1,393,232	
Accumulated depreciation and amortization	291,285	
<hr/>		
Gross Asset Value	\$ 1,684,517	
Book value of mortgages and other indebtedness ⁽¹⁾	\$ 774,211	46.0%
Convertible debentures ⁽²⁾	346,358	20.5%
<hr/>		
Total debt	\$ 1,120,569	66.5%

(1) Includes mortgages payable (gross of financing issuance costs), bank indebtedness (bridge loan) and mortgages related to assets held for sale. Excludes amounts outstanding on the operating line.

(2) Adjusted to face value.

Contractual Obligations Repayment Summary

Given available liquidity, access to capital and expectations of improving economic and operating trends, management expects to be able to fund all commitments in the normal course of business.

The following table summarizes InnVest's contractual obligations as at March 31, 2013, pro forma the repayment of the Series B convertible debentures on April 1, 2013.

	Remainder of 2013	2014	2015	2016	2017	2018 and Thereafter	Contractual Cash Flows ⁽²⁾
Accounts payable and other liabilities	\$ 63,285	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 63,285
Mortgage payable – principal ⁽¹⁾	13,827	305,630	80,088	54,130	258,568	5,367	717,610
Mortgage payable – interest ⁽³⁾	32,175	30,884	23,110	20,392	5,917	72	112,550
Operating Line of Credit – principal	-	1,200	-	-	-	-	1,200
Operating Line of Credit – interest	50	44	-	-	-	-	94
Bridge loan – principal	750	2,750	-	-	-	-	3,500
Bridge loan – interest	120	24	-	-	-	-	144
Convertible debentures – principal	-	70,000	-	36,358	75,000	165,000	346,358
Convertible debentures – interest	11,772	18,287	14,192	12,965	13,988	11,356	82,560
Long-term land leases	4,899	4,899	4,140	3,896	2,246	77,083	97,163
Capital Commitments	12,828	-	-	-	-	-	12,828
Total	\$ 139,706	\$ 433,718	\$ 121,530	\$ 127,741	\$ 355,719	\$ 258,878	\$ 1,437,292

(1) Contractual cash flows include principal amortization and balance due at maturity (excluding amounts shown as held for sale). Maturity schedule includes extension options available to InnVest.

(2) Principal includes regular amortization and repayments.

(3) Interest amounts for floating rate debt is based on interest rates prevailing at March 31, 2013.

As at March 31, 2013, InnVest has leasehold interests in 11 of its hotels. The leaseholds require minimum annual average lease payments and expire between 2016 and 2088.

DISTRIBUTIONS TO UNITHOLDERS

For the three months ended March 31, 2013, distributions totalling \$9.4 million were declared (\$0.0999 per unit) as compared to \$9.3 million (\$0.0999) declared in the prior period.

For the twelve months ended March 31, 2013, InnVest's payout ratio was 89.5% (88.9% on a cash basis excluding the non-cash distributions made through the DRIP). The higher payout ratio as compared to the year ended December 31, 2012 primarily reflects lower GOP achieved in the first quarter of 2013.

	Twelve Months Ended March 31	Years Ended December 31,			
	2013	2012	2011	2010	2009
Distributable income	\$ 41,771	\$ 44,514	\$ 46,440	\$ 41,776	\$ 51,524
Distributions	37,399	37,383	44,896	44,384	51,297
Distributable income in excess of (less than) distributions	4,372	7,131	1,544	(2,608)	227
Non-cash distributions made through the DRIP	244	143	309	1,688	2,756
Distributable income in excess of (less than) cash distributions	\$ 4,616	\$ 7,274	\$ 1,853	\$ (920)	\$ 2,983
Payout ratios:					
Total distributions	89.5%	84.0%	96.7%	106.2%	99.6%
Cash distributions (excluding DRIP)	88.9%	83.7%	96.0%	102.2%	94.2%

Liquidity to fund distributions is generated from cash flow from operations, cash on hand, available bank operating lines and by the ability to finance certain unencumbered or under-leveraged assets. First and fourth quarter distributions are typically partially funded through cash on hand or InnVest's credit facility given the seasonality of revenues in contrast to costs which are fixed throughout the year.

Distributions to unitholders are approved by InnVest's Board of Trustees. Each month, InnVest may distribute such percentage of its estimated distributable income as the Trustees determine in their discretion. In exercising their discretion to approve the level of distributions, the Trustees use forecasts prepared by management and other financial information to determine if sufficient cash flow will be available to fund distributions. Such financial information is subject to change due to the nature of the Canadian hotel industry which can be difficult to predict, even in the short-run. Refer to *Risks and Uncertainties* on page 15.

UNIT INFORMATION

At May 8, 2013, a total of 93,718,862 InnVest units were outstanding. Since January 1, 2012, InnVest issued units as follows:

Units outstanding, January 1, 2012	93,538,022
Dividend reinvestment plan	30,467
Trustee compensation plan	15,415
<hr/>	
Units outstanding, December 31, 2012	93,583,904
Executive compensation plan	86,500
Dividend reinvestment plan	23,428
Trustee compensation plan	8,872
<hr/>	
Units outstanding, March 31, 2013	93,702,704

Units Issuable on Conversion of Convertible Debentures

On February 27, 2013, InnVest closed a bought deal of \$115.0 million, 5.75% convertible unsecured subordinated debentures ("Series G - 5.75% Debentures") due March 30, 2019 and subsequently called its \$75.0 million 6.0% Series B Debentures (due May 2013) for early redemption on April 1, 2013. The Series G - 5.75% Debentures have a strike price of \$5.80 and are convertible into 19,827,586 units upon conversion.

The following table summarizes the number of units issuable based on the convertible debentures outstanding following the redemption of the Series B Debentures.

Convertible Debentures	Maturity Date	Conversion Strike Price	Balance Outstanding	Units to be Issued Upon Conversion
Series C - 5.85%	August 1, 2014	\$ 14.70	\$ 70,000	4,761,904
Series D - 6.75%	March 31, 2016	\$ 5.70	\$ 36,358	6,378,596
Series E - 6.00%	September 30, 2017	\$ 8.00	\$ 75,000	9,375,000
Series F - 5.75%	March 30, 2018	\$ 9.45	\$ 50,000	5,291,005
Series G - 5.75%	March 31, 2019	\$ 5.80	\$ 115,000	19,827,586

For each series of debentures, InnVest may elect, from time to time, to satisfy its obligation to pay interest by delivering units. Also, for each of its debentures, InnVest may, at its option, on not more than 60 days' and not less than 30 days' prior notice and subject to applicable regulatory approval, elect to satisfy its obligation to repay all or any portion of the principal amount of the debentures that are to be redeemed or that are to mature by issuing units. The number of units to be issued in respect of each debenture will be determined by dividing the principal amount by 95% of the volume-weighted average trading price of the units on the Toronto Stock Exchange for the 20 consecutive trading days ending on the fifth trading day preceding the date fixed for redemption or maturity, as the case may be.

Dividend Reinvestment Plan ("DRIP")

InnVest has a DRIP whereby eligible Canadian unitholders may elect to have their distributions of income from InnVest automatically reinvested in additional units of InnVest.

Executive and Trustee Compensation Programs

InnVest's executive compensation program provides for the grant of restricted units to certain senior employees. Units granted vest equally on the third and fourth anniversary of the effective date of grant. At March 31, 2013, there were 14,624 unvested executive units granted under the plan (December 31, 2012 - 100,790). In January 2013, 86,500 units vested and were issued from treasury.

In addition, 50% of InnVest Trustees' annual retainer compensation is typically payable in units (based on the then-current market price).

NON-IFRS FINANCIAL MEASURES AND ADDITIONAL IFRS MEASURES

InnVest's consolidated financial statements are prepared in accordance with IFRS. Included in this MD&A are certain additional IFRS measures and non-IFRS, which are measures of InnVest's historical or future financial performance that are not calculated and presented in accordance with IFRS. These measures are unlikely to be comparable to similar measures presented by other reporting issuers. InnVest uses these measures to better assess its underlying performance and provides these additional measures so that investors may do the same. The following discussion defines the measures used by InnVest and presents why management believes they are useful supplemental measures of InnVest's performance.

Additional IFRS Measures

GROSS OPERATING PROFIT ("GOP")

GOP is defined as revenues less hotel and other real estate

properties. GOP reflects results of operations from InnVest's two business segments: hotel ownership and other real estate assets. For the three months ended March 31, 2013, InnVest's hotel ownership operations accounted for 98.5% of its total GOP (2012 - 98.5%).

Measures which reflect the cash flow generating ability of real estate assets are commonly used by real estate owners which, when considered with IFRS measures, give management a more complete understanding of property level results before debt service. It also facilitates comparisons between InnVest and its competitors. Management believes that GOP, specifically Hotel GOP, is one of InnVest's key performance indicators since it helps management, lenders and investors evaluate the ongoing hotel profitability. Management believes GOP to be a meaningful indicator of its operating performance.

GOP has been calculated as follows:

	Three Months Ended March 31,	
	2013	2012
Revenues	\$ 123,822	\$ 129,810
Hotel and other real estate properties		
Operating expenses	92,950	94,429
Property taxes, rent and insurance	12,682	13,162
Management fees	4,769	5,054
Gross operating profit	\$ 13,421	\$ 17,165

Non-IFRS Measures

FUNDS FROM OPERATIONS ("FFO")

FFO is a common measure of performance in the real estate investment trust industry. FFO is one measure used by industry analysts and investors in the determination of InnVest's valuation, its ability to fund distributions and investors' investment return requirements. As a result, InnVest believes that FFO is a useful supplemental measure of its operating performance for investors. FFO assumes that the value of real estate investments does not necessarily decrease on a systematic basis over time, an assumption inherent in IFRS, and it adjusts for items included in IFRS net income that do not necessarily provide the best indicator of operating performance, such as gains or losses on the sale of, and provisions for impairment against, hotel properties as well as changes in the fair value of certain equity-based financial instruments classified as financial liabilities.

FFO should not be considered a substitute for net income or cash flow from operating activities determined in accordance with IFRS.

A reconciliation of IFRS net loss to FFO is as follows:

	Three Months Ended March 31,	
	2013	2012
Net loss	\$ (41,666)	\$ (30,171)
Add/(deduct):		
Depreciation and amortization	20,712	23,969
Deferred income tax recovery	(282)	(10,334)
Unrealized changes in the fair value of financial liabilities	17,228	14,150
Distributions included in corporate and administrative expense	36	36
Gain on sale of hotel properties	(1,259)	-
SIFT transition expenses	-	220
Funds from operations	\$ (5,231)	\$ (2,130)
FFO per unit:		
Basic	\$ (0.056)	\$ (0.023)
Diluted	\$ (0.056)	\$ (0.023)
Weighted average units outstanding:		
Basic	93,663,167	93,538,022
Diluted	94,026,036	93,900,891

DISTRIBUTABLE LOSS

Distributable income or loss is commonly used in the real estate investment trust industry to measure performance. Distributable income or loss is intended to approximate cash earnings. It is defined in InnVest's Declaration of Trust to mean net (loss) income of InnVest and its consolidated subsidiaries as reported in its consolidated financial statements adjusted for:

InnVest presents FFO in accordance with Real Property Association of Canada's ("REALpac") White Paper on Funds From Operations revised in November 2012 except that InnVest excludes unusual items which are not in the normal course of business and are not expected to reoccur. InnVest's method of calculating FFO may be different from that of other organizations.

InnVest calculates FFO by using net income and adjusting for:

- i) Depreciation, amortization and accretion, excluding amortization of deferred financing costs;
- ii) Deferred income tax expense or recovery;
- iii) Non-cash writedown of assets held for sale as well as the impairment provision on hotel properties;
- iv) Non-cash effect of certain equity-based financial instruments classified as financial liabilities under IFRS (includes distributions treated as interest expense and changes to fair value each reporting period); and
- v) Non-recurring costs that may impact cash flow.

- i) Depreciation, amortization and accretion and deferred income tax expense (recovery);
- ii) Any gains or losses on the disposition of any real property;
- iii) The reserve for replacement of furniture, fixtures and equipment and capital improvements; and
- iv) Any other adjustment determined by the Board of Trustees in their discretion.

A reconciliation of IFRS net loss to distributable loss is as follows:

	Three Months Ended March 31,	
	2013	2012
Net loss	\$ (41,666)	\$ (30,171)
Add/(deduct):		
Depreciation and amortization	20,712	23,969
Deferred income tax recovery	(282)	(10,334)
Unrealized changes in the fair value of financial liabilities	17,228	14,150
Distributions included in corporate and administrative expense	36	36
Gain on sale of hotel properties	(1,259)	-
SIFT transition expenses	-	220
Non-cash portion of mortgage interest expenses	524	684
Non-cash portion of convertible debenture interest and accretion	1,238	992
FF&E reserve	(5,175)	(5,421)
Distributable loss	\$ (8,644)	\$ (5,875)
Distributable loss per unit		
Basic	\$ (0.092)	\$ (0.063)
Diluted	\$ (0.092)	\$ (0.063)
Weighted average units outstanding:		
Basic	93,663,167	93,538,022
Diluted	94,026,036	93,900,891

Distributable income or loss is one measure used by industry analysts in the determination of InnVest's per unit value, its ability to fund distributions and investment returns for current or potential investors. Distributable income or loss is also used by management and the Board of Trustees to determine the level of distributions to unitholders and also serves as an important measure for investors in their evaluation of the performance of management.

In addition, when evaluating acquisition opportunities, the distributable income to be generated by the asset is reviewed by management to determine whether a proposed acquisition will generate an increase in distributable income per unit. Therefore, distributable income is an important measure for management as a guideline through which operating and financial decisions are made and is an integral part of the investment decision for investors and potential investors.

RELATED PARTY TRANSACTIONS

On July 26, 2002, InnVest entered into a management agreement for hotel management and accounting services and an administrative services agreement (the "Agreements") with Westmont. Westmont is controlled by a minority unitholder of InnVest. The current term of the Agreements expires July 25, 2017 and includes an additional renewal term for a five-year extension, subject to the consent of Westmont and approval by InnVest. The Agreements are subject to non-compete arrangements for limited-service hotels in Canada. The Agreements provide for the payment of an annual management fee to Westmont equal to 3.375% of gross hotel revenue during the term of the Agreements, including renewal periods. In addition, Westmont may receive an annual incentive fee if InnVest achieves distributable income in excess of \$1.25 per unit. To date, no management incentive fees have been paid under the Agreements.

In addition to the base management fee and incentive fee, Westmont is entitled to reasonable fees based on a percentage

of the cost of purchasing certain goods and supplies and certain construction costs and capital expenditures, fees for accounting services, reasonable out-of-pocket costs and expenses, other than general and administrative expenses or overhead costs except as otherwise provided in the Agreements, and project management and general contractor service fees related to hotel renovations managed by Westmont. Also, for certain hotels owned by InnVest and not managed by Westmont, Westmont is entitled to an asset management fee based on a fixed percentage of the purchase price of the hotel or a fixed percentage of Hotel GOP, subject to an annual minimum fee.

Total management and other fees paid to Westmont for the three months ended March 31, 2013 were \$4.0 million (2012 - \$4.0 million). These fees represent approximately 69% (2012 - 67%) of total hotel management and other fees paid by InnVest to the four hotel management companies with which it partners over the periods presented.

RISKS AND UNCERTAINTIES

The achievement of InnVest's objectives is, in part, dependent on the successful mitigation of business risks identified. All real estate investments are subject to a degree of risk including changes in general economic and local market conditions, competition from other hotels, new supply, equity and credit markets conditions, fluctuations in interest costs, compliance with legislative requirements and various other factors.

There have been no changes to InnVest's assessment of its risk factors since December 31, 2012. For a discussion of risk factors that have been identified, readers should refer to InnVest's 2012 Annual Report and InnVest's latest Annual Information Form, both of which are available on SEDAR.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of InnVest's financial position and results of operations are based upon its Interim Financial Statements, which have been prepared in accordance with IFRS. The preparation of financial statements requires management to make judgments, estimates and assumptions concerning the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenue and expenses during the reporting period. Management uses its judgment and knowledge from past experience as a basis for estimates and other assumptions required in the preparation of the financial statements. Management's estimates and assumptions are evaluated and updated on a regular basis taking into account current market conditions. The actual results may materially differ, if management were to use different estimates and assumptions.

Other than as noted below, the significant accounting policies used in the preparation of the Interim Financial Statements for the three months ended March 31, 2013 are consistent with those reported in the audited consolidated financial statements for the year ended December 31, 2012.

Effective January 1, 2013, InnVest implemented accounting policy changes relating to IFRS 11 – *Interests in Joint Ventures* and amendments to IAS 19 – *Employee benefits* with retrospective restatement as at the start of the comparative period presented, being January 1, 2012. While the adoption of these changes did not have an impact on InnVest's cash flows, it did impact the presentation of certain line items on its balance sheets and statements of loss.

IFRS 11, Joint Arrangements

IFRS 11 superseded IAS 31, *Interests in Joint Ventures*. The new standard eliminates the option to proportionately consolidate interests in certain types of joint ventures. The standard classifies joint arrangements into two types: (1) joint operations; and (2) joint

ventures. For joint operations, the standard requires InnVest to recognize and measure the assets and liabilities (and related revenues and expenses) in relation to its interest in the arrangement in accordance with the relevant IFRSs. For joint ventures, the standard requires InnVest to recognize an investment and to account for that investment using the equity method. IFRS 11 affected the accounting of InnVest's interest in CHC which was previously proportionately consolidated.

The impact of IFRS 11 on the January 1, 2012 (opening balance sheet) resulted in a decrease in assets and liabilities of \$5.9 million and \$4.7 million, respectively, which was replaced with a balance sheet presentation of an 'Investment in joint venture' of \$1.2 million. For the three months ended March 31, 2012, IFRS 11 resulted in a reduction of GOP of \$0.6 million, replaced by increased other income of \$0.6 million in the consolidated statement of loss for the period. For the year ended December 31, 2012, IFRS 11 resulted in a reduction of GOP of \$4.1 million, replaced by increased other income of \$4.1 million.

Amendments to IAS 19 – Employee Benefits

The amendments required the recognition of changes in the defined benefit obligation and plan assets when those changes occur, eliminating the corridor approach and accelerating the recognition of past service costs. In addition, IAS 19 requires enhanced annual disclosures relating to employee benefits.

IAS 19 resulted in the immediate recognition of unamortized actuarial losses at January 1, 2012 (opening balance sheet) which resulted in an increase in liabilities of \$1.2 million with a corresponding adjustment through retained equity at January 1, 2012. For the three months ended March 31, 2012 and the year ended December 31, 2012, the adoption of IAS 19 resulted in insignificant changes to the consolidated statements of loss.

IMPACT OF ACCOUNTING CHANGES ON STATEMENT OF FINANCIAL POSITION

The following tables quantify the significant restatements following the adoption of IFRS 11 and amendments to IAS 19 as at January 1, 2012 and December 31, 2012.

January 1, 2012		IFRS 11 – De-recognition of CHC Proportionate Consolidation	IFRS 11 – Recognition of Initial CHC Investment	IAS 19 – Elimination of Unamortized Actuarial loss	Restated
ASSETS					
Current assets					
Cash	\$ 7,639	\$ (3,913)	\$ –	\$ –	\$ 3,726
Accounts receivable	31,744	(1,888)	–	–	29,856
Prepaid expenses and other assets	8,801	(50)	–	–	8,751
	48,184	(5,851)	–	–	42,333
Non-current assets					
Joint venture investment	–	–	1,225	–	1,225
Other non-current assets	1,515,927	(82)	–	–	1,515,845
Total assets	\$ 1,564,111	\$ (5,933)	\$ 1,225	\$ –	\$ 1,559,403
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	\$ 78,083	\$ (4,708)	\$ –	\$ –	\$ 73,375
Other current liabilities	208,225	–	–	–	208,225
	286,308	(4,708)	–	–	281,600
Non-current liabilities	948,381	–	–	1,167	949,548
Total liabilities	1,234,689	(4,708)	–	1,167	1,231,148
UNITHOLDERS' EQUITY	329,422	(1,225)	1,225	(1,167)	328,255
Total liabilities and unitholders' equity	\$ 1,564,111	\$ (5,933)	\$ 1,225	\$ –	\$ 1,559,403

December 31, 2012		Opening Balance Sheet Adjustments	IFRS 11 – De-recognition of CHC Proportionate Consolidation	IFRS 11 – Equity Accounting	IAS 19 – Elimination of Corridor Approach	Restated
ASSETS						
Current assets						
Cash	\$ 10,926	\$ –	\$ (4,460)	\$ –	\$ –	\$ 6,466
Accounts receivable	24,182	–	(1,729)	–	–	22,453
Prepaid expenses and other assets	8,000	–	(46)	–	–	7,954
Assets held for sale	74,100	–	–	–	–	74,100
	117,208	–	(6,235)	–	–	110,973
Non-current assets						
Joint venture investment	–	1,225	–	40	–	1,265
Other non-current assets	1,300,811	–	(68)	–	–	1,300,743
Total assets	\$1,418,019	\$ 1,225	\$ (6,303)	\$ 40	\$ –	\$ 1,412,981
LIABILITIES						
Current liabilities						
Accounts payable and accrued liabilities	\$ 68,910	\$ –	\$ (4,776)	\$ (262)	\$ –	\$ 63,872
Other current liabilities	163,333	–	–	–	–	163,333
	232,243	–	(4,776)	262	–	227,205
Non-current liabilities	949,024	1,167	–	–	(105)	950,086
Total liabilities	1,181,267	1,167	(4,776)	262	(105)	1,177,291
UNITHOLDERS' EQUITY	236,752	58	(1,527)	302	105	235,690
Total liabilities and unitholders' equity	\$ 1,418,019	\$ 1,225	\$ (6,303)	\$ 40	\$ –	\$ 1,412,981

IMPACT OF ACCOUNTING CHANGES ON RESULTS OF OPERATIONS

The following table quantifies the significant restatements following the adoption of IFRS 11 and amendments to IAS 19 for the three months ended March 31, 2012 and for the year ended December 31, 2012.

		IFRS 11 – De-recognition of CHC Proportionate Consolidation	IAS 19 – Elimination of Corridor Approach	Restated
Three Months Ended March 31, 2012				
Revenues	\$ 131,923	\$ (2,113)	\$ –	\$ 129,810
Operating expenses	114,185	(1,514)	(26)	112,645
Gross operating profit	17,738	(599)	26	17,165
Other expenses	58,269	–	–	58,269
Joint venture income	–	(599)	–	(599)
Loss before income tax recovery	(40,531)	–	26	(40,505)
Income tax recovery	(10,334)	–	–	(10,334)
Net loss and comprehensive loss	\$ (30,197)	\$ –	\$ 26	\$ (30,171)
Year Ended December 31, 2012				
Revenues	\$ 625,231	\$ (12,402)	\$ –	\$ 612,829
Operating expenses	483,629	(8,284)	(105)	475,240
Gross operating profit	141,602	(4,118)	105	137,589
Other expenses	223,030	–	–	223,030
Joint venture income	–	(4,118)	–	(4,118)
Loss before income tax recovery	(81,428)	–	105	(81,323)
Income tax recovery	20,840	–	–	20,840
Net loss and comprehensive loss	\$ (102,268)	\$ –	\$ 105	\$ (102,163)

InnVest's MD&A for the year ended December 31, 2012 contains a discussion of InnVest's significant accounting policies most affected by estimates and judgment used in the preparation of its financial statements, being its accounting policies relating to the valuation of its hotel properties in assessing impairment, the fair value of other financial assets and liabilities, the componentization

and expected useful life of hotel properties, and the valuation of defined benefit pension plans and other employee benefits. Management has determined that at March 31, 2013, there is no change to its assessment of its significant accounting policies most affected by estimates and judgments as detailed in the MD&A for the year ended December 31, 2012.

FUTURE ACCOUNTING CHANGES

InnVest has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on its consolidated financial statements and note disclosures. Early adoption of IAS 32 and IFRS 9 is permitted, subject to certain conditions. While InnVest is continuing to evaluate the impact of these standards, InnVest does not believe these standards will result in a material impact on the consolidated financial statements.

IAS 32 – Financial Instruments: Presentation

Amendments to IAS 32 provides additional guidance on the presentation of offsetting financial assets and financial liabilities. The amendments present application guidance on the legal right to offset financial assets and liabilities and management's intent to settle on a net basis. The amendments require retrospective application. The standard is effective for annual periods beginning on or after January 1, 2014.

IFRS 9, Financial Instruments

IFRS 9, *Financial Instruments* will replace IAS 39, *Financial Instruments: Recognition and Measurement* for classification and measurement of financial assets and liabilities.

IFRS 9 as issued reflects the International Accounting Standards Board's ("IASB") work to date on the replacement of IAS 39, and applies to the classification and measurement of financial assets and financial liabilities as defined in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of its financial assets. The standard is effective for annual periods beginning on or after January 1, 2015.

CONTROLS AND PROCEDURES

Management of InnVest is responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with IFRS. In accordance with National Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings*, the Chief Executive Officer and the Chief Financial Officer have assessed, or caused an assessment to be made under their direct supervision, of the design and operating effectiveness of InnVest's internal controls over financial reporting as at March 31, 2013, and based on that assessment have concluded that InnVest's internal controls over financial reporting were appropriately designed and were operating effectively.

During the three months ended March 31, 2013 there were no changes in InnVest's internal controls over financial reporting which have significantly affected, or are reasonably likely to significantly affect, InnVest's internal controls over financial reporting.

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. The inherent limitations in all controls systems ensure that 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 judgment could ultimately prove to be incorrect under varying conditions and circumstances; and/or (ii) the impact of material 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.

CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS

(in thousands of Canadian dollars) (unaudited)

	March 31, 2013	December 31, 2012	January 1, 2012
		(Restated, Note 2)	(Restated, Note 2)
ASSETS			
Current assets			
Cash	\$ 84,489	\$ 6,466	\$ 3,726
Accounts receivable	20,532	22,453	29,856
Prepaid expenses and other assets	10,032	7,954	8,751
Assets held for sale (Note 3)	66,428	74,100	-
	181,481	110,973	42,333
Non-current assets			
Restricted cash (Note 4)	8,792	8,739	6,031
Finance lease receivable	6,450	6,463	-
Investment in joint venture (Note 5)	1,262	1,265	1,225
Hotel properties (Note 6)	1,250,351	1,265,191	1,453,636
Other real estate properties (Note 7)	6,614	6,655	18,742
Intangible assets (Note 8)	13,262	13,695	15,426
Deferred income tax asset	-	-	22,010
Total assets	\$ 1,468,212	\$ 1,412,981	\$ 1,559,403
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	\$ 63,285	\$ 63,872	\$ 73,375
Distributions payable	3,120	3,116	3,115
Long-term debt (Note 9)	22,074	19,047	204,963
Convertible debentures (Note 10)	74,787	74,496	-
Other long-term obligations (Note 12)	166	166	147
Liabilities related to assets held for sale (Note 3)	61,894	66,508	-
	225,326	227,205	281,600
Non-current liabilities			
Long-term debt (Note 9)	692,325	711,571	599,606
Convertible debentures (Note 10)	325,556	218,596	288,867
Provisions (Note 11)	8,949	9,349	11,662
Other long-term obligations (Note 12)	5,654	5,937	7,040
Other liabilities (Note 13)	23,435	2,548	39,118
Deferred income tax liability	1,803	2,085	3,255
	1,283,048	1,177,291	1,231,148
UNITHOLDERS' EQUITY	185,164	235,690	328,255
	\$ 1,468,212	\$ 1,412,981	\$ 1,559,403

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS

(in thousands of Canadian dollars, except per unit amounts) (unaudited)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
		(Restated, Note 2)
Revenues (Note 22)	\$ 123,822	\$ 129,810
Hotel and other real estate properties		
Operating expenses (Note 19)	92,950	94,429
Property taxes, rent and insurance	12,682	13,162
Management fees (Note 19)	4,769	5,054
	110,401	112,645
Gross operating profit	13,421	17,165
Other expenses		
Corporate and administrative (Note 19)	1,283	1,729
Interest expense		
Mortgages and other debt	11,724	12,846
Convertible debentures	6,410	5,586
Joint venture income	(675)	(599)
Other income (Note 20)	(1,313)	(11)
Depreciation and amortization	20,712	23,969
Unrealized loss on liabilities presented at fair value (Note 21)	17,228	14,150
Loss before income tax recovery	(41,948)	(40,505)
Income tax recovery	282	10,334
Net loss and total comprehensive loss	\$ (41,666)	\$ (30,171)
Net loss per unit (Note 17)		
Basic and diluted	\$ (0.445)	\$ (0.323)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY

(in thousands of Canadian dollars) (unaudited)	Deficit	Units in \$	Total
Balance December 31, 2011	\$ (266,917)	\$ 596,339	\$ 329,422
Remeasurement effects due to the adoption of IAS 19 (Note 2)	(1,167)	-	(1,167)
Balance December 31, 2011 (restated)	(268,084)	596,339	328,255
Changes during the period			
Net loss and total comprehensive loss	(30,171)	-	(30,171)
Distributions to unitholders	(9,344)	-	(9,344)
Balance March 31, 2012 (restated)	\$ (307,599)	\$ 596,339	\$ 288,740
Balance December 31, 2012 (restated)	\$ (407,630)	\$ 643,320	\$ 235,690
Changes during the period			
Net loss and total comprehensive loss	(41,666)	-	(41,666)
Distributions to unitholders	(9,360)	-	(9,360)
Distribution reinvestment plan units issued	-	101	101
Vested executive compensation	-	361	361
Trustee compensation	-	38	38
Balance March 31, 2013	\$ (458,656)	\$ 643,820	\$ 185,164

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands of Canadian dollars) (unaudited)	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012 (Restated, Note 2)
OPERATING ACTIVITIES		
Net loss	\$ (41,666)	\$ (30,171)
Add (deduct) items not affecting cash		
Depreciation and amortization	20,712	23,969
Unrealized loss on liabilities presented at fair value (Note 21)	17,228	14,150
Interest on mortgages and other debt	11,724	12,846
Convertible debentures interest and accretion	6,410	5,586
Interest expense paid	(18,145)	(18,822)
Gain on sale of asset (Note 20)	(1,259)	-
Deferred income tax recovery	(282)	(10,334)
Non-cash executive and trustee compensation	399	-
Share of net earnings from investment in joint venture	(675)	(599)
Changes in non-cash working capital (Note 18)	37	(2,224)
Cash utilized in operating activities	(5,517)	(5,599)
FINANCING ACTIVITIES		
Repayment of long-term debt	(8,936)	(9,628)
Proceeds from long-term debt	1,568	-
Issue of convertible debentures, net of issuance costs	110,037	-
Unit distributions	(9,255)	(9,344)
Operating loan advances	-	44,665
Operating loan repayments	(13,900)	-
Cash generated from financing activities	79,514	25,693
INVESTING ACTIVITIES		
Capital expenditures on hotel properties	(5,798)	(9,893)
Change in intangible assets	-	(112)
Dividends received from investment in joint venture	678	462
Proceeds from sale of assets	10,000	-
Payments for costs associated with sale of assets	(801)	-
(Increase) decrease in restricted cash	(53)	148
Cash generated from (utilized in) investing activities	4,026	(9,395)
Increase in cash during the period	78,023	10,699
Cash, beginning of the period	6,466	3,726
Cash, end of the period	\$ 84,489	\$ 14,425

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2013 (all Canadian dollar amounts are in thousands, except unit and per unit amounts) (unaudited)

1. BASIS OF PRESENTATION

InnVest Real Estate Investment Trust ("InnVest" or the "REIT") is an unincorporated open-ended real estate investment trust governed by the laws of Ontario. The REIT began operations on July 26, 2002. As at March 31, 2013, the REIT owned 135 Canadian hotels operated under international brands.

The REIT leases its hotels to InnVest Hotels Trust ("IHT"), an indirectly-owned unit trust. IHT indirectly holds all of the hotel operating assets, earns revenues from hotel customers and pays rent to the REIT. IHT also indirectly holds a 50% interest in Choice Hotels Canada Inc. ("CHC"). The REIT wholly-owns an indirect interest in the entities that carry on the business of operating hotels.

Revenues earned from hotel operations fluctuate throughout the year, with the third quarter being the highest due to the increased level of leisure travel in the summer months and the first quarter being the lowest as leisure travel tends to be lower at that time of year.

Units of InnVest trade on the Toronto Stock Exchange (the "TSX") under the symbol INN.UN.

InnVest's registered office is at 5090 Explorer Drive, Suite 700, Mississauga, Ontario L4W 4T9.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

These condensed interim consolidated financial statements as at and for the three months ended March 31, 2013 have been prepared in accordance with IAS 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB") (the "interim financial statements"). Accordingly, certain information and disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the IASB, have been omitted or condensed. The interim financial statements have been prepared using the same accounting policies and methods as those used in the consolidated financial statements for the year ended December 31, 2012, except as described below. These interim financial statements should be read in conjunction with InnVest's consolidated financial statements for the year ended December 31, 2012.

b) Estimates

The preparation of interim financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the REIT's accounting policies. The critical accounting estimates and judgments have been set out in Note 2 of InnVest's consolidated financial statements for the year ended December 31, 2012.

c) Application of New and Revised Accounting Standards

Effective January 1, 2013, InnVest has applied the following new and revised IFRSs in these interim financial statements and has restated the 2012 comparative periods, where applicable, accordingly.

IFRS 10 – CONSOLIDATED FINANCIAL STATEMENTS

IFRS 10 establishes control as the basis for an investor to consolidate its investees and defines control as an investor's power over an investee with exposure, or rights, to variable returns from the investee and the ability to affect the investor's returns through its power over the investee. InnVest has applied IFRS 10 on a prospective basis, commencing January 1, 2013. The adoption of IFRS 10 did not have an impact on InnVest's interim financial statements.

IFRS 11 – JOINT ARRANGEMENTS

In accordance with IFRS 11, *Joint Arrangements*, joint arrangements are classified into two types: (1) joint operations; and (2) joint ventures. InnVest holds a 50% interest in the ownership of CHC, a separate legal entity. Under this new standard, InnVest's investment in CHC qualifies as a joint venture. As a result, the standard requires InnVest to account for its investment in CHC, retrospectively, using the equity method, compared to its previous accounting policy of proportionate consolidation. In accordance with transition provisions, the 'Investment in joint venture' is deemed to be the net assets of the CHC joint venture, as of January 1, 2012 (Note 5).

IFRS 13 – FAIR VALUE MEASUREMENT

IFRS 13 defines fair value and sets out a single framework for measuring fair value which is applicable to all IFRSs that require or permit fair value measurements or disclosures about fair value measurements. IFRS 13 requires that when using a valuation technique to measure fair value, the use of relevant observable inputs should be maximized while unobservable inputs should be minimized. InnVest has applied IFRS 13 on a prospective basis, commencing January 1, 2013. The adoption of IFRS 13 did not have an impact on InnVest's interim financial statements.

IAS 19 – EMPLOYEE BENEFITS

The amended IAS 19 requires the recognition of changes in the defined benefit obligation and in plan assets when those changes occur, eliminating the corridor approach and accelerating the recognition of past service costs. Adoption of IAS 19 resulted in the immediate recognition of unamortized actuarial losses at January 1, 2012 (Note 12).

A reconciliation of InnVest's 2012 comparative periods as previously reported, to the 2012 comparative periods as presented in these interim financial statements, is as follows:

At January 1, 2012	As Previously Reported	IFRS 11 Adjustments	IAS 19 Adjustments	As Presented
Cash	\$ 7,639	\$ (3,913)	\$ –	\$ 3,726
Accounts receivable	31,744	(1,888)	–	29,856
Investment in joint venture	–	1,225	–	1,225
Other assets	1,524,728	(132)	–	1,524,596
Total assets	\$ 1,564,111	\$ (4,708)	\$ –	\$ 1,559,403
Total liabilities	\$ 1,234,689	\$ (4,708)	\$ 1,167	\$ 1,231,148
Unitholders' equity	\$ 329,422	\$ –	\$ (1,167)	\$ 328,255

At December 31, 2012	As Previously Reported	IFRS 11 Adjustments	IAS 19 Adjustments	As Presented
Cash	\$ 10,926	\$ (4,460)	\$ –	\$ 6,466
Accounts receivable	24,182	(1,729)	–	22,453
Investment in joint venture	–	1,265	–	1,265
Other assets	1,382,911	(114)	–	1,382,797
Total assets	\$ 1,418,019	\$ (5,038)	\$ –	\$ 1,412,981
Total liabilities	\$ 1,181,267	\$ (5,038)	\$ 1,062	\$ 1,177,291
Unitholders' equity	\$ 236,752	\$ –	\$ (1,062)	\$ 235,690

For the Three Months Ended March 31, 2012	As Previously Reported	IFRS 11 Adjustments	IAS 19 Adjustments	As Presented
Revenues	\$ 131,923	\$ (2,113)	\$ –	\$ 129,810
Expenses	114,185	(1,514)	(26)	112,645
Gross operating profit	17,738	(599)	26	17,165
Other expenses, net	(58,269)	–	–	(58,269)
Joint venture income	–	599	–	599
Income tax recovery	10,334	–	–	10,334
Net loss	\$ (30,197)	\$ –	\$ 26	\$ (30,171)

3. ASSETS HELD FOR SALE

Assets held for sale at March 31, 2013 include two hotels (one in each of Ontario and Quebec) and one office and retail complex. All assets and liabilities relating to these assets have been classified to current assets and current liabilities and are outlined in the table below.

	March 31, 2013	December 31, 2012
Assets		
Accounts receivable	\$ 2,545	\$ 2,899
Prepaid expenses and other assets	1,176	514
Hotel properties (net of accumulated depreciation of \$11,188) (Note 6)	50,544	58,524
Other real estate property (net of accumulated depreciation of \$839) (Note 7)	12,094	12,094
Intangible assets (net of accumulated amortization of \$25) (Note 8)	69	69
Total assets	66,428	74,100
Liabilities		
Accounts payable and accrued liabilities	5,002	5,200
Decommissioning and restoration obligations (Note 11)	2,789	2,850
Employee retiring allowance (Note 12)	1,002	893
Long-term debt (Note 9)	53,101	57,565
Total liabilities	\$ 61,894	\$ 66,508

Assets held for sale are measured at the lower of their carrying amount and fair value less the estimated costs to sell. Once classified as held for sale, assets are no longer depreciated. The sales of these properties, which have been approved by the Board of Trustees, are highly probable and are expected to close within a year of their classification as held for sale.

At March 31, 2013, the land amount included in hotel properties and other real estate property, in the table above, is \$7,332 and \$1,219 respectively (December 31, 2012 – \$7,858 and \$1,219, respectively). The operations of these hotels are not presented as discontinued operations on the condensed interim consolidated statement of net loss and comprehensive loss as they do not represent a separate geographical area of operations or a separate major line of business.

Sale of Asset

During the three months ended March 31, 2013, InnVest sold one hotel in the Western region for net proceeds after closing costs, of \$9,199. InnVest repaid \$4,143 of mortgages relating to this asset resulting in net cash proceeds of \$5,056. InnVest recorded a corresponding net gain on sale of \$1,259 which is included in 'Other income' (Note 20) in the condensed interim consolidated statement of net loss and comprehensive loss.

4. RESTRICTED CASH

The restricted cash of \$8,792 (December 31, 2012 – \$8,739) is being held by InnVest to undertake capital refurbishments in accordance with certain mortgage and franchise agreements.

5. INVESTMENT IN JOINT VENTURE

InnVest holds a 50% interest in the ownership of CHC, a separate legal entity. InnVest's investment in CHC classifies as a joint venture under IFRS 11, *Joint Arrangements*. As a result, the standard requires InnVest to account for its investment in CHC using the equity method, compared to its previous accounting policy of proportionate consolidation. The Investment in Joint Venture was valued at \$1,225 as of January 1, 2012, which represents the net assets of the joint venture at that date.

The following table summarizes the movement of InnVest's joint venture investment following the implementation of IFRS 11 as it relates to InnVest's presentation of its investment in CHC at January 1, 2012 (implementation date) to March 31, 2013 (Note 2 (c)).

Investment in Joint Venture	
Deemed investment, January 1, 2012	\$ 1,225
Add:	
InnVest's 50% share of CHC's net income for the year ended December 31, 2012	4,118
Less:	
Dividends received	(4,078)
Closing balance, December 31, 2012	\$ 1,265
Add:	
InnVest's 50% share of CHC's net income for the three months ended March 31, 2013	675
Less:	
Dividends received	(678)
Closing balance, March 31, 2013	\$ 1,262

6. HOTEL PROPERTIES

	Land, Building and Leaseholds	Building Finishes	Electrical and Mechanical	Furniture, Fixtures and Equipment	Total
Cost					
Opening balance at					
January 1, 2013 (restated, Note 2)	\$ 894,454	\$ 289,163	\$ 223,410	\$ 103,299	\$ 1,510,326
Derecognition of assets	-	-	-	(2,139)	(2,139)
Additions	778	2,268	982	1,759	5,787
Fair value of decommissioning and restoration provision (Note 11)	(400)	-	-	-	(400)
Balance at March 31, 2013	894,832	291,431	224,392	102,919	1,513,574
Accumulated depreciation and amortization					
Opening balance at January 1, 2013 (restated, Note 2)	56,120	114,342	21,395	53,278	245,135
Derecognition of assets	-	-	-	(2,139)	(2,139)
Depreciation and amortization	4,701	9,924	1,852	3,750	20,227
Balance at March 31, 2013	60,821	124,266	23,247	54,889	263,223
Carrying value, March 31, 2013	\$ 834,011	\$ 167,165	\$ 201,145	\$ 48,030	\$ 1,250,351

	Land, Building and Leaseholds	Building Finishes	Electrical and Mechanical	Furniture, Fixtures and Equipment	Total
Cost					
Opening balance at January 1, 2012	\$ 987,840	\$ 302,221	\$ 238,087	\$ 146,446	\$ 1,674,594
Investment in joint venture adjustment (Note 5)	-	-	-	(239)	(239)
Sale of hotels	(23,172)	(7,429)	(6,227)	(3,148)	(39,976)
Derecognition of assets	-	-	-	(46,946)	(46,946)
Additions	6,731	11,763	5,858	12,318	36,670
Fair value of decommissioning and restoration provision	611	-	-	-	611
Writedown of assets to recoverable amount	(35,299)	(3,830)	(4,074)	-	(43,203)
Reclass to assets held for sale (Note 3)	(42,257)	(13,562)	(10,234)	(5,132)	(71,185)
Balance at December 31, 2012 (restated, Note 2)	894,454	289,163	223,410	103,299	1,510,326
Accumulated depreciation and amortization					
Opening balance at January 1, 2012	40,552	81,189	15,314	83,821	220,876
Investment in joint venture adjustment (Note 5)	-	-	-	(171)	(171)
Sale of hotels	(1,203)	(2,562)	(477)	(2,316)	(6,558)
Derecognition of assets	-	-	-	(46,946)	(46,946)
Depreciation and amortization	20,278	41,665	7,783	20,869	90,595
Reclass to assets held for sale (Note 3)	(3,507)	(5,950)	(1,225)	(1,979)	(12,661)
Balance at December 31, 2012 (restated, Note 2)	56,120	114,342	21,395	53,278	245,135
Carrying value,					
December 31, 2012 (restated, Note 2)	\$ 838,334	\$ 174,821	\$ 202,015	\$ 50,021	\$ 1,265,191
Carrying value,					
January 1, 2012 (restated, Note 2)	\$ 947,288	\$ 221,032	\$ 222,773	\$ 62,543	\$ 1,453,636

The land amount included in land, building and leaseholds is \$153,822 at March 31, 2013 (December 31, 2012 – \$153,560). This amount is not depreciated. Hotel properties at March 31, 2013 include \$11,317 relating to leased assets (December 31, 2012 – \$11,350).

Impairment Review in the Period

Each reporting period, InnVest carries out a review of the recoverable amount of its hotel properties having regard to the long-term holding expectation for certain hotel properties. The recoverable amount for hotel properties has been determined on the basis of their value-in-use based on a discounted cash flow approach and having regard to price per room metrics. The discount rate used in measuring value in use at March 31, 2013 was 6.4% per annum (December 31, 2012 – 6.8%). No impairment was recognized for the three months ended March 31, 2013 (2012 – \$ nil).

7. OTHER REAL ESTATE PROPERTIES

Other real estate properties include a retail property and a retirement residence. The land amount included in land and building is \$405 at March 31, 2013 (December 31, 2012 – \$405). This amount is not depreciated.

	Land and Building	Furniture, Fixtures and Equipment	Total
Cost			
Opening balance at January 1, 2013	\$ 6,981	\$ 76	\$ 7,057
Additions	11	-	11
Balance at March 31, 2013	6,992	76	7,068
Accumulated depreciation and amortization			
Opening balance at January 1, 2013	376	26	402
Depreciation and amortization	49	3	52
Balance at March 31, 2013	425	29	454
Carrying value, March 31, 2013	\$ 6,567	\$ 47	\$ 6,614
	Land and Building	Furniture, Fixtures and Equipment	Total

Cost			
Opening balance at January 1, 2012	\$ 19,417	\$ 68	\$ 19,485
Additions	497	8	505
Reclass to assets held for sale (Note 3)	(12,933)	-	(12,933)
Balance at December 31, 2012	6,981	76	7,057
Accumulated depreciation and amortization			
Opening balance at January 1, 2012	727	16	743
Depreciation and amortization	488	10	498
Reclass to assets held for sale (Note 3)	(839)	-	(839)
Balance at December 31, 2012	376	26	402
Carrying value, December 31, 2012	\$ 6,605	\$ 50	\$ 6,655
Carrying value, January 1, 2012	\$ 18,690	\$ 52	\$ 18,742

8. INTANGIBLE ASSETS

	Licence Contracts	Franchise Rights	Total
Cost			
Opening balance at January 1, 2013	\$ 26,320	\$ 2,498	\$ 28,818
Additions	-	-	-
Balance at March 31, 2013	26,320	2,498	28,818
Accumulated depreciation and amortization			
Opening balance at January 1, 2013	13,731	1,392	15,123
Depreciation and amortization	329	104	433
Balance at March 31, 2013	14,060	1,496	15,556
Carrying value, March 31, 2013	\$ 12,260	\$ 1,002	\$ 13,262

	Licence Contracts	Franchise Rights	Total
Cost			
Opening balance at January 1, 2012	\$ 26,320	\$ 2,605	\$ 28,925
Derecognition of assets	-	(185)	(185)
Additions	-	172	172
Reclass to assets held for sale (Note 3)	-	(94)	(94)
Balance at December 31, 2012	26,320	2,498	28,818
Accumulated depreciation and amortization			
Opening balance at January 1, 2012	12,415	1,084	13,499
Derecognition of assets	-	(185)	(185)
Depreciation and amortization	1,316	518	1,834
Reclass to assets held for sale (Note 3)	-	(25)	(25)
Balance at December 31, 2012	13,731	1,392	15,123
Carrying value, December 31, 2012	\$ 12,589	\$ 1,106	\$ 13,695
Carrying value, January 1, 2012	\$ 13,905	\$ 1,521	\$ 15,426

The amortization expense has been included in the line item 'Depreciation and amortization' in the condensed interim consolidated statements of net loss and comprehensive loss.

9. LONG-TERM DEBT

	March 31, 2013	December 31, 2012	January 1, 2012
Mortgages payable	\$ 770,711	\$ 778,034	\$ 804,832
Operating line	1,200	15,100	-
Bank indebtedness	3,500	3,500	4,250
	775,411	796,634	809,082
Reclass to liabilities related to assets held for sale (Note 3)	(53,101)	(57,565)	-
	722,310	739,069	809,082
Less debt issuance costs	(7,911)	(8,451)	(4,513)
Total long-term debt	714,399	730,618	804,569
Less current portion	(22,074)	(19,047)	(204,963)
Long-term debt – non-current	\$ 692,325	\$ 711,571	\$ 599,606

Mortgages Payable

Substantially all of InnVest's assets have been pledged as security under debt agreements. At March 31, 2013, long-term debt had a weighted average interest rate of 5.6% (December 31, 2012 – 5.6%) and a weighted average effective interest rate of 6.0% (December 31, 2012 – 5.8%). The long-term debt is repayable in average monthly payments of principal and interest totalling \$5,197 (December 31, 2012 – \$5,296) and matures at various dates from March 1, 2014 to March 21, 2018.

In addition, InnVest has access to a loan facility, granted in conjunction with property mortgages, for up to \$25,000 to fund 65% of capital expenditures incurred at certain of its hotels. At March 31, 2013, InnVest has remaining capacity on the facility of \$14,781 (December 31, 2012 – \$16,349).

Operating Line

InnVest has an operating line of credit of up to \$40,000 with a major banking institution which expires August 31, 2014. The operating line is secured by 13 properties. The amount of the operating line is subject to a mortgageability test which is based on the operating results of the secured properties, calculated quarterly on a trailing four quarters basis. Based on the operating results of the secured properties for the four quarters ended March 31, 2013, InnVest qualifies for \$37,961. The amount drawn on the operating line as at March 31, 2013 was \$1,200 (December 31, 2012 – \$15,100). The operating line bears interest at either, the Canadian bank prime rate plus 2.5% or the Canadian Bankers' Acceptance rate plus 3.5%.

Bank Indebtedness

InnVest has a bridge loan secured by one property. As at March 31, 2013, the bridge loan amount was \$3,500 (December 31, 2012 – \$3,500). In early 2013, InnVest extended the bridge loan to March 1, 2014. The bridge loan requires quarterly principal payments of \$250 starting June 2013, and bears interest at the Canadian Bankers' Acceptance rate plus 3.5%.

Scheduled repayment of long-term debt is as follows:

	Regular Amortization	Due on Maturity	Total
Remainder of 2013	\$ 14,577	\$ -	\$ 14,577
2014	13,816	295,764	309,580
2015	10,000	70,088	80,088
2016	8,635	45,495	54,130
2017	3,342	255,226	258,568
2018 and thereafter	99	5,268	5,367
	\$ 50,469	\$ 671,841	\$ 722,310

The current portion of long-term debt on the balance sheet is based on the twelve months ending March 31, 2014, whereas the repayment schedule above reflects the fiscal year.

The estimated fair value of InnVest's mortgages payable at March 31, 2013 was approximately \$780,401 (December 31, 2012 – \$800,348). This estimate is determined by discounting expected cash flows at interest rates that reflect current market conditions for debt with similar terms, maturities and credit risk.

Long-term debt includes \$82,844 (December 31, 2012 – \$99,849) which is subject to floating interest rates. Annual interest expense will increase by \$828 for every 1% increase in the base Bankers' Acceptance rate.

Interest expense on mortgages and other debt and convertible debentures interest are considered operating items in the condensed interim consolidated statements of cash flows.

10. CONVERTIBLE DEBENTURES

The details of the convertible debentures outstanding as at the periods presented are outlined in the tables below:

Debenture	Original Face Amount	Maturity Date	Coupon Interest Rate	Interest Rate Including Issuance Costs	Effective Interest Rate ⁽¹⁾	Conversion Strike Price	Outstanding Principal March 31, 2013	Outstanding Principal December 31, 2012 and January 1, 2012
Series B	\$ 75,000	May 31, 2013	6.00%	6.76%	7.53%	\$ 14.90	\$ 74,980	\$ 74,980
Series C	70,000	August 1, 2014	5.85%	6.66%	7.42%	\$ 14.70	70,000	70,000
Series D	50,000	March 31, 2016	6.75%	7.64%	9.41%	\$ 5.70	36,358	36,358
Series E	75,000	September 30, 2017	6.00%	6.79%	7.75%	\$ 8.00	75,000	75,000
Series F	50,000	March 30, 2018	5.75%	6.57%	7.40%	\$ 9.45	50,000	50,000
Series G	115,000	March 31, 2019	5.75%	6.60%	7.33%	\$ 5.80	115,000	-
Total convertible debentures							\$ 421,338	\$ 306,338

(1) Includes issuance costs and conversion option allocation.

The net proceeds received from the issuance of each convertible debenture have been split between a financial liability element and the conversion option component, representing the value attributable to the option to convert the financial liability into units of InnVest. InnVest has separated the conversion option component for each of its series of convertible debentures and measures such component at fair value at each reporting date. The conversion feature of the convertible debentures is recorded as a liability under 'Other liabilities' and measured at fair value (see Note 13).

	March 31, 2013	December 31, 2012	January 1, 2012
Convertible debentures	\$ 421,338	\$ 306,338	\$ 306,338
Financing costs and accretion, net	(1,790)	1,966	(2,259)
Less allocation of conversion option value	(19,205)	(15,212)	(15,212)
	400,343	293,092	288,867
Less current portion	(74,787)	(74,496)	-
Convertible debentures - non-current	\$ 325,556	\$ 218,596	\$ 288,867

The fair value of InnVest's convertible debentures, estimated based on the market price for each series of convertible debentures as at March 31, 2013, is \$418,506 (December 31, 2012 - \$304,299).

Issuances

On February 27, 2013, InnVest completed a public offering of \$115,000 aggregate principal amount of 5.75% convertible unsecured subordinated debentures due March 31, 2019 ("Series G Debentures"). Interest is payable semi-annually in arrears on March 31 and September 30 in each year, commencing September 30, 2013. The Series G Debentures are convertible, at the option of the holder, into InnVest units at \$5.80 per unit. The Series G Debentures are not redeemable on or prior to March 31, 2016. The conversion option component for the Series G Debentures was measured at \$3,993 on February 27, 2013.

Redemptions

Concurrent with the closing of the Series G Debentures, on February 27, 2013, InnVest sent notice for the redemption of its \$74,980 Series B 6.00% convertible unsecured subordinated debentures due May 31, 2013 ("Series B Debentures"). Using a portion of the funds raised via the Series G Debentures, \$76,483 was paid for principal and interest owing on the Series B Debentures, on April 1, 2013.

The scheduled convertible debentures maturities are as follows:

	Due on Maturity
Remainder of 2013	\$ 74,980
2014	70,000
2015	-
2016	36,358
2017	75,000
2018 and thereafter	165,000
	\$ 421,338
Financing costs and allocation of conversion option value	(20,995)
	\$ 400,343

11. PROVISIONS

	March 31, 2013	December 31, 2012
Opening balance, beginning of period	\$ 9,349	\$ 11,662
Increase (decrease) to 'Hotel properties':		
Effect of changes in the discount rate	(400)	611
Reclass to assets held for sale (Note 3)	-	(2,850)
Sale of hotels	-	(74)
Ending balance, end of period	\$ 8,949	\$ 9,349

Decommissioning and Restoration Obligations

The provision for decommissioning and restoration relates to the estimated future cost of environmental obligations for certain properties. InnVest intends to settle the obligations at the end of the expected useful life of the hotel properties. At March 31, 2013, the liability has been discounted at a rate of 2.5% (December 31, 2012 - 2.4%). Upon the initial recognition of the liability, the decommissioning and restoration obligation was capitalized in buildings and is being amortized over the remaining useful life. Additional provisions and effects of the change of the discount rate are capitalized in buildings and amortized over the remaining useful life.

12. OTHER LONG-TERM OBLIGATIONS

	March 31, 2013	December 31, 2012	January 1, 2012
		(Restated, Note 2)	(Restated, Note 2)
Finance lease	\$ 1,151	\$ 1,151	\$ 1,291
Other lease obligations	281	281	276
Employee retiring allowance	2,267	2,370	2,370
Employee benefit plans (Note 2)	3,123	3,194	3,250
Total other long-term obligations	\$ 6,822	\$ 6,996	\$ 7,187
Reclass to assets held for sale (employee retiring allowance) (Note 3)	(1,002)	(893)	-
Less current portion	(166)	(166)	(147)
Other long-term obligations - non-current	\$ 5,654	\$ 5,937	\$ 7,040

InnVest has one finance lease relating to one hotel in Ontario with a lease term through 2023. InnVest has the option to purchase the hotel at a discounted amount at the conclusion of the lease. The fair value of the lease liability is approximately equal to its carrying amount.

Defined Benefit Pension Plans and Other Employment Benefits

InnVest is responsible to provide employee retirement allowances to certain unionized employees at a limited number of its hotels. Liabilities are recorded for employee retirement allowance benefits using actuarial valuations.

InnVest has defined benefit pension plans which are for specific employees of four hotels and are closed plans. InnVest adopted the Amended IAS 19 "Employee benefits", effective January 1, 2013. The amendment requires the immediate recognition of changes in the defined benefit obligation and in plan assets when such changes occur, eliminating the corridor approach and accelerating the recognition of past service costs. Refer to Note 2 (c) which summarizes the effect of the new standard to previously reported periods.

13. OTHER LIABILITIES

	March 31, 2013	December 31, 2012	January 1, 2012
InnVest Operations Trust	\$ -	\$ -	\$ 36,762
Exchangeable units	1,800	1,499	1,499
Convertible debentures holders' conversion option	21,582	662	514
Unvested executive compensation	53	387	343
Other liabilities	\$ 23,435	\$ 2,548	\$ 39,118

InnVest Operations Trust

Prior to July 3, 2012, InnVest Operations Trust represented the InnVest unitholders' interest in IOT through ownership of the IOT non-voting units. Previously, each non-voting unit of IOT traded together with each issued and outstanding unit of the REIT as an InnVest unit. IOT indirectly held the hotel operating assets along with a 50% interest in CHC. These IOT holdings were presented as liabilities at their fair value at each reporting date. The liability was \$36,762 as at January 1, 2012. Effective July 3, 2012, following the completion of InnVest's internal reorganization to unwind the stapled unit structure, which was approved by InnVest's unitholders at a special meeting on February 23, 2012, substantially all of IOT's assets and liabilities were transferred to the REIT such that IOT is a wholly-owned subsidiary of the REIT and is no longer presented separately on the consolidated balance sheet in 'Other liabilities'. As at July 3, 2012, the IOT liability of \$46,768 was reclassified to 'Unitholders' equity'.

Exchangeable Units

As part of an acquisition made in 2005, InnVest granted 362,869 exchangeable units ("Exchangeable units") to a third party. The Exchangeable units receive a monthly cash payment equal to the value of the cash distributions that would have been paid on the InnVest units if they had been issued on the date of grant. The Exchangeable units are exchangeable into InnVest units with three business days of prior written notice to InnVest. The Exchangeable units are presented as liabilities at their fair value based on the market price of InnVest units. During the three months ended March 31, 2013, distributions totalling \$36 (2012 - \$36) were paid on the Exchangeable units and are included in 'Mortgages and other debt interest expense' in the condensed interim consolidated statements of net loss and comprehensive loss.

Convertible Debenture Holders' Conversion Option

InnVest has separated the conversion option component for each of its series of convertible debentures which are presented as liabilities. InnVest measures the conversion option component at fair value at each reporting date which is derived based on the volatility of InnVest units' market price, market interest rates as well as management's judgment relating to interest rate spreads for instruments of similar terms and risks. The liability increased at March 31, 2013 due to the increase in unit price from \$4.13 per unit at December 31, 2012 to \$4.96 per unit at March 31, 2013, and the addition of the holders' conversion option on the new Series G Debentures.

Executive Compensation Plan

The senior executives participate in an incentive plan that involves the grant of InnVest units which vest over time. The payment will be satisfied through the issuance of units. Unvested units are presented as liabilities at their fair value. Upon issuance of units (following the satisfaction of all vesting conditions), the liability is reclassified to 'Unitholders' equity' at the then-current fair value based on the market price of the units.

14. CAPITAL MANAGEMENT

InnVest manages its capital, which is defined as the aggregate of unitholders' equity and debt, under the terms of the Declarations of Trust (the "DOT"). InnVest's capital management objectives are (i) to ensure compliance with debt and investment restrictions outlined in its DOT as well as external existing debt covenants, (ii) to allow for the implementation of its acquisition strategy and hotel property refurbishment program, and (iii) to build long-term unitholder value. Issuances of equity and debt are approved by the Board of Trustees through their review and approval of InnVest's annual business plan, along with periodic changes to the approved plans throughout each year.

At March 31, 2013, InnVest's primary contractual obligations consisted of long-term mortgage obligations and convertible debentures. InnVest is not permitted to exceed certain financial leverage amounts under the terms of the DOT. InnVest is permitted to hold indebtedness excluding convertible debentures up to a level of 60% of gross asset value. Further, InnVest is permitted to have indebtedness and convertible debentures up to a level of 75% of gross asset value. Indebtedness is computed as of the last day of each financial year excluding any indebtedness under any operating line, non-interest bearing indebtedness, trade accounts payable and for greater certainty, deferred income tax liability.

Under the terms of the DOT individual property mortgages, or mortgages on a pool of properties, cannot exceed 75% of the fair value of the underlying property.

InnVest's leverage excluding and including convertible debentures at March 31, 2013 is calculated below:

	March 31, 2013		December 31, 2012		January 1, 2012	
Total assets per consolidated balance sheet	\$ 1,468,212		(Restated, Note 2) \$ 1,412,981		(Restated, Note 2) \$ 1,559,403	
Accumulated depreciation and amortization	291,285		274,185		235,118	
Deferred income tax asset	-		-		(22,010)	
Gross asset value	\$ 1,759,497		\$ 1,687,166		\$ 1,772,511	
Book value of mortgages and other indebtedness ⁽¹⁾	\$ 774,211	44.0%	\$ 781,534	46.3%	\$ 809,082	45.6%
Convertible debentures ⁽²⁾	421,338	23.9%	306,338	18.2%	306,338	17.3%
	\$1,195,549	67.9%	\$ 1,087,872	64.5%	\$ 1,115,420	62.9%

(1) Adjusted to eliminate financing issuance costs.

(2) Adjusted to face value.

Subsequent to the redemption of Series B Debentures on April 1, 2013, InnVest's leverage excluding and including convertible debentures is 46.0% and 66.5% respectively.

The DOT also includes guidelines that limit capital expended to, among other items, the following:

- (a) Direct and indirect investments in real property on which hotels are situated and the hotel business conducted thereon, primarily in Canada, and in entities whose activities consist primarily of franchising hotels;
- (b) Temporary investments held in cash, deposits with a Canadian chartered bank or trust company, short-term government debt securities or in money market instruments of, or guaranteed by, a Schedule 1 Canadian bank, short-term commercial paper, notes, bonds of other debt securities of a Canadian entity having a rating of at least R-1 (Mid) by Dominion Bond Rating Service or A-1 (Mid) by Standard & Poor's Corporation maturing prior to one year from the date of issue; and
- (c) Investments in mortgages or mortgage bonds, where the related security is a first mortgage on income producing real property which otherwise complies with (a) above and is subject to certain leverage limits and debt service coverage. The aggregate value of such investments shall not exceed 20% of the unitholders' equity.

InnVest is in compliance with these guidelines.

InnVest maintains an operating line with a Canadian chartered bank with the following covenants:

	Threshold	March 31, 2013	December 31, 2012	January 1, 2012
(i) Total indebtedness (including convertible debentures) as a percentage of gross assets ⁽¹⁾	< 70.0%	67.9%	64.5%	62.9%
(ii) Trailing 12 months consolidated earnings before interest, taxes, depreciation and amortization ("EBITDA") to consolidated interest expense	> 1.8 x	2.0 x	2.1 x	2.1 x
(iii) Trailing 12 months consolidated EBITDA to consolidated debt service	> 1.5 x	1.6 x	1.6 x	1.6 x
(iv) Unitholders' equity plus accumulated depreciation less 'Intangible assets'	>\$ 300,000	\$ 463,187	\$ 497,413	\$ 329,422

(1) Subsequent to the redemption of Series B Debentures on April 1, 2013, InnVest's total indebtedness (including convertible debentures) is 66.5%.

15. FINANCIAL INSTRUMENTS

Risk Management

In the normal course of business, InnVest is exposed to a number of risks that can affect its operating performance. These risks, and the actions taken to manage them, include the following:

INTEREST RATE RISK

The average term to maturity of InnVest's long-term debt and convertible debentures combined is approximately three years. This strategy reduces InnVest's exposure to re-pricing risk resulting from short-term interest rate fluctuations in any one year. Management is of the view that such a strategy will provide the most effective interest rate risk management for debt.

InnVest's floating rate debt balance is monitored by management to minimize InnVest's exposure to interest rate fluctuations. As at March 31, 2013, InnVest's floating rate debt balance of \$82,844 (December 31, 2012 - \$99,849) is approximately 10.7% (December 31, 2012 - 12.5%) of total long-term debt, excluding convertible debentures.

CREDIT RISK

Credit risk relates to the possibility that hotel guests, either individual or corporate, do not pay the amounts owed to InnVest. InnVest mitigates this risk by limiting its exposure to customers allowed to pay by invoice after check out ("direct bill"). Accounts receivable as at March 31, 2013 are \$20,532 (December 31, 2012 - \$22,453). InnVest reviews accounts receivable regularly and the allowance for doubtful accounts is adjusted for any balances which are determined by management to be uncollectable. This provision adjustment is expensed in operating expenses. The allowance as at March 31, 2013 is \$349 or 1.7% (December 31, 2012 - \$617 or 2.8%) of total receivables. Bad debt expense credited to operating expenses due to over provision is \$64 for the three months ended March 31, 2013 (2012 - \$30 charged to expense). Accounts receivable amounts outstanding for over 90 days, which have not been provided for, total \$170 at March 31, 2013 (December 31, 2012 - \$339).

LIQUIDITY RISK

Liquidity risk arises from the possibility of not having sufficient cash available to InnVest to fund its growth and capital maintenance programs and refinance its obligations as they arise. There is a risk that lenders will not refinance maturing debt on terms and conditions acceptable to InnVest or on any terms at all. There is also a risk that bank lenders will not refinance the operating and bridge loan facilities on terms and conditions acceptable to InnVest or on any terms at all.

Estimated maturities of InnVest's financial liabilities, excluding 'Other liabilities', are:

	Remainder of 2013	2014	2015	2016	2017	2018 and Thereafter	Contractual Cash Flows ⁽¹⁾
Accounts payable and accrued liabilities	\$ 63,285	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 63,285
Mortgage payable - principal ⁽²⁾	13,827	305,630	80,088	54,130	258,568	5,367	717,610
Mortgage payable - interest ⁽³⁾	32,175	30,884	23,110	20,392	5,917	72	112,550
Operating line - principal	-	1,200	-	-	-	-	1,200
Operating line - interest	50	44	-	-	-	-	94
Bridge loan - principal	750	2,750	-	-	-	-	3,500
Bridge loan - interest	120	24	-	-	-	-	144
Convertible debentures - principal	74,980	70,000	-	36,358	75,000	165,000	421,338
Convertible debentures - interest	11,772	18,287	14,192	12,965	13,988	11,356	82,560
Long-term land leases	4,899	4,899	4,140	3,896	2,246	77,083	97,163
Total	\$ 201,858	\$ 433,718	\$ 121,530	\$ 127,741	\$ 355,719	\$ 258,878	\$ 1,499,444

(1) Contractual cash flows include principal and interest payments and include extension options available to InnVest.

(2) Mortgage principal includes regular amortization and repayments at maturity.

(3) Interest for floating rate debt is based on interest rates prevailing at March 31, 2013.

Contingent Liabilities

InnVest and its operating subsidiaries are contingently liable with respect to litigation and claims that arise from time to time in the normal course of business. An application has been filed against InnVest by a landlord relating to one leased hotel. The claim seeks \$20,000 in damages for various alleged breaches of the lease. InnVest is contesting this claim and believes it has strong defences to the claim, including a potential counter-claim against a prior tenant. The proceeding is at its early stages. At this time, the amount of contingent cash outflow, if any, related to this claim is uncertain.

Fair Values

The fair values of InnVest's current financial assets and current financial liabilities approximate their recorded values at March 31, 2013 and December 31, 2012 due to their short-term nature.

The fair value of InnVest's long-term debt is greater than the carrying value by approximately \$4,990 at March 31, 2013 (December 31, 2012 - \$3,714) due to changes in interest rates since the dates on which the individual mortgages were arranged. The fair value of long-term debt has been estimated based on the current market rates for mortgages with similar terms, credit risks and conditions.

The fair value of InnVest's convertible debentures is less than the carrying value by approximately \$3,420 at March 31, 2013 (December 31, 2012 - \$10,545 greater than the carrying value). The fair value of convertible debentures is based on the market price for each series of convertible debentures as at each reporting date.

The fair value hierarchy of financial liabilities measured at fair value on the balance sheet is as follows:

	March 31, 2013			December 31, 2012			January 1, 2012		
	Level 1	Level 3	Total	Level 1	Level 3	Total	Level 1	Level 3	Total
Financial Liabilities:									
InnVest Operations Trust	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 36,762	\$ 36,762
Exchangeable units	1,800	-	1,800	1,499	-	1,499	1,499	-	1,499
Convertible debenture holders' conversion option	-	21,582	21,582	-	662	662	-	514	514
Unvested executive compensation	53	-	53	387	-	387	343	-	343
Total financial liabilities	\$ 1,853	\$ 21,582	\$ 23,435	\$ 1,886	\$ 662	\$ 2,548	\$ 1,842	\$ 37,276	\$ 39,118

There were no transfers between Level 1 and Level 2 fair value measurements during the periods shown and no transfer into and out of Level 3. There were no financial instruments measured at Level 2 at any of the dates presented.

The following table reconciles movements in convertible debentures holders' conversion option, which are financial instruments classified as Level 3 during the three months ended March 31, 2013 and the year ended December 31, 2012.

	March 31, 2013	December 31, 2012
Balance at beginning of the period	\$ 662	\$ 514
Fair value loss in net loss	16,927	148
Issuance	3,993	-
Balance at the end of the period	\$ 21,582	\$ 662

Fair value losses are included in 'Unrealized loss on liabilities presented at fair value' (see Note 21).

Letters of Credit

As at March 31, 2013, InnVest has letters of credit totalling \$2,486 (December 31, 2012 - \$2,486) held on behalf of security deposits for various utility companies and liquor licences, and additional security for the pension liabilities.

16. UNITS OUTSTANDING

InnVest is authorized to issue an unlimited number of units, each of which represents an equal undivided beneficial interest in any distributions from InnVest. Per the DOT, units cannot be issued from treasury unless the Trustees consider it not to be dilutive to ensuing annual distributions of distributable income to existing unitholders.

Units issued and outstanding:

	Units
Balance at January 1, 2012	93,538,022
Units issued under distribution reinvestment plan	30,467
Units issued under trustee and executive plans	15,415
Balance at December 31, 2012	93,583,904
Units issued under distribution reinvestment plan	23,428
Units issued under trustee and executive plans	95,372
Balance at March 31, 2013	93,702,704

Trustee Compensation Plan

The members of the Board of Trustees receive 50% of their annual retainer in units (based on the then-current market price of the units). InnVest has set aside 350,000 units in reserve for this purpose. The balance in this reserve account at March 31, 2013 is 197,677 units (December 31, 2012 – 206,549 units). Given restrictions on the issuance of stapled securities, from July 20, 2011 through July 3, 2012 (completion of the 2012 internal reorganization, referred to as the “2012 Reorganization”), 100% of the Board of Trustees’ compensation was paid in cash during this period.

Executive Compensation Plan

The senior executives participate in the executive compensation plan under which InnVest units are granted by the Board of Trustees from time to time. All granted units vest equally on the third and fourth anniversaries of the effective date of grant. InnVest has reserved a maximum of 1,000,000 units for issuance under the plan. The balance in this reserve account at March 31, 2013 is 641,931 units (December 31, 2012 – 642,266 units). A unit granted through the plan entitles the holder to receive, on the vesting date, the then-current fair market value of the unit plus the value of the cash distributions that would have been paid on the unit if it had been issued on the date of grant assuming the reinvestment of the distribution into InnVest units. The payment will be satisfied through the issuance of units. Given restrictions on the issuance of stapled securities from July 20, 2011 through July 3, 2012 (completion of the 2012 Reorganization), 36,882 executive compensation units, which vested in January 2012, were satisfied in cash as opposed to the issuance of units.

The benefit resulting from the issuance of units under this plan and any fair value adjustments on the liability are recorded as compensation expense and included in ‘Corporate and administrative’ expense in the condensed interim consolidated statements of net loss and comprehensive loss.

At March 31, 2013, there were 14,624 (December 31, 2012 – 100,790) unvested executive units granted under the plan. In January 2013, 86,500 units vested, primarily reflecting the accelerated vesting schedule following the departure of a senior executive. The unvested units are presented as liabilities over the vesting periods.

The following table summarizes the status of the executive compensation plan at March 31, 2013, excluding granted units which have fully vested:

	Unvested Executive Units	Units Accumulated from Distributions	Total Units	Fair Value Per Unit at Grant Date
2009 – granted	25,500	11,852	37,352	\$ 4.24
2010 – granted	28,500	7,595	36,095	\$ 5.30
2011 – granted	27,815	4,777	32,592	\$ 6.80
2012 – granted	54,355	1,742	56,097	\$ 4.50
Units cancelled 2012	(35,750)	(5,182)	(40,932)	
Units vested 2012	(14,500)	(5,580)	(20,080)	
Units vested 2013	(73,170)	(13,330)	(86,500)	
	12,750	1,874	14,624	

Distribution reinvestment plan (“DRIP”)

InnVest has a DRIP whereby eligible Canadian unitholders may elect to have their monthly distributions automatically reinvested in additional InnVest units. On August 12, 2011, InnVest suspended its DRIP pending completion of the 2012 Reorganization. InnVest reinstated its DRIP effective July 3, 2012.

17. PER UNIT INFORMATION

The net loss and weighted average number of units for the purposes of diluted earnings per unit are as follows:

	Three Months Ended March 31, 2013		Three Months Ended March 31, 2012	
	Net Loss	Weighted Average Units	Net Loss	Weighted Average Units
Basic and diluted	\$ (41,666)	93,663,167	\$ (30,171)	93,538,022

The following potential units are anti-dilutive and are therefore excluded from the weighted average number of units for the purposes of diluted earnings per unit.

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Convertible debentures	50,666,305	30,838,721

For the three months ended March 31, 2013, InnVest declared \$9,360 distributions to unitholders (2012 – \$9,344) at \$0.0333 per unit monthly (2012 – \$0.0333 per unit). Declared distributions include cash distributions and distributions arising from the DRIP (Note 16). Subsequent to the end of the quarter, InnVest declared \$3,079 distributions to unitholders at \$0.40 per unit annually or \$0.0333 per month to May 8, 2013.

18. CHANGES IN NON-CASH WORKING CAPITAL

Cash generated from (utilized in)	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Accounts receivable	\$ 1,666	\$ 1,321
Prepaid expenses and other assets	(2,078)	(2,088)
Accounts payable and other liabilities	449	(1,457)
Changes in non-cash working capital	\$ 37	\$ (2,224)

19. RELATED PARTY DISCLOSURES

Westmont Hospitality Canada Limited

InnVest has a Management Agreement for hotel management and accounting services and an Administrative Services Agreement (the "Agreements") with Westmont Hospitality Canada Limited ("Westmont") pursuant to which Westmont is responsible for the management of the majority of the hotel businesses in InnVest.

Two trustees of InnVest have a direct or indirect controlling interest in Westmont and as such have a material interest in the Agreements. Westmont is considered a related party to InnVest as a result of its ability to exercise significant influence through the Agreements. At March 31, 2013, Westmont manages all but 14 of InnVest's hotels. The Agreements are on terms equivalent to those that prevail in arm's length transactions.

Westmont manages the hotel businesses and provides customary hotel management services, including preparation of annual operating and capital budgets and marketing plans, accounting and financial reporting, supervision of sales and marketing, human resource management, purchasing, management and supervision of construction and technical services, information technology, franchise relations and evaluations, supervision of property repairs and maintenance, supervision of compliance with material contracts relating to the hotel properties, leasing, yield management and quality control.

For certain hotels owned by InnVest and not managed by Westmont, Westmont is entitled to an asset management fee based on a fixed percentage of the purchase price of the hotel or a fixed percentage of gross operating profit, after the reserve for replacement of furniture, fixtures and equipment and capital improvements, subject to an annual minimum fee. In addition to management fees and asset management fees, Westmont receives accounting fees based on a fixed charge per room which increases by the Consumer Price Index change annually.

Westmont also provides certain administrative and support services, including the provision of: (i) office space and office equipment; (ii) communications and computer systems; and (iii) such administrative and secretarial support services as reasonably required from time to time to support InnVest's ongoing administration and operation. Such services are provided on a cost recovery basis pursuant to a budget.

Westmont is entitled to fees based on a percentage of the cost of purchasing certain goods and supplies and certain construction costs and capital expenditures, fees for accounting services, reasonable out-of-pocket costs and expenses (other than general and administrative expenses or overhead costs except as otherwise provided in the Administrative Services Agreement) and project management and general contractor service fees related to hotel renovations managed by Westmont. For assets sold which are managed by Westmont, InnVest pays a termination fee equal to the fees paid based on trailing 12 months revenues.

During the three months ended March 31, 2013 and 2012, the fees charged to InnVest pursuant to the Agreements were as follows:

	2013	2012
Management fees	\$ 2,447	\$ 2,548
Asset management fees (included in 'Management fees')	465	478
Accounting services (included in 'Operating expenses')	592	621
Administrative services (included in 'Corporate and administrative')	85	118
Project management and general contractor services (capitalized to 'Hotel properties')	275	281
Termination fees (included in 'Operating expenses')	144	-
	\$ 4,008	\$ 4,046

In addition, salaries of InnVest employees paid by Westmont and reimbursed by InnVest were \$80 for the three months ended March 31, 2013 (2012 - \$112). Included in 'Accounts payable and accrued liabilities' are amounts owed to Westmont at March 31, 2013 totalling \$1,724 (December 31, 2012 - \$1,627).

20. OTHER INCOME

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
Gain on sale of assets	\$ 1,259	\$ -
Interest income	54	11
	\$ 1,313	\$ 11

During the three months ended March 31, 2013, InnVest recorded a net gain of \$1,259 on the sale of one hotel (Note 3).

21. UNREALIZED LOSS ON LIABILITIES PRESENTED AT FAIR VALUE

Fair value losses recorded are as follows:

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012
InnVest operations trust	\$ -	\$ 9,278
Exchangeable units	301	410
Convertible debentures holders' conversion option	16,927	4,462
	\$ 17,228	\$ 14,150

22. SEGMENT INFORMATION

The management of InnVest's operations is organized within four Canadian geographical regions: Western, Ontario, Quebec and Atlantic. Unallocated functions include the revenues and costs associated with InnVest's other real estate properties, and costs of central corporate services provided. All key financing, investing and capital allocation decisions are centrally managed.

Revenues

Three Months Ended March 31, 2013	Western	Ontario	Quebec	Atlantic	Total
Hotel properties	\$ 35,875	\$ 45,671	\$ 25,839	\$ 15,633	\$ 123,018
Other real estate properties					804
Revenues					\$ 123,822

Three Months ended March 31, 2012 (Restated, Note 2)	Western	Ontario	Quebec	Atlantic	Total
Hotel properties	\$ 37,431	\$ 48,107	\$ 27,154	\$ 16,286	\$ 128,978
Other real estate properties					832
Revenues					\$ 129,810

Net Loss

Three Months Ended March 31, 2013	Western	Ontario	Quebec	Atlantic	Total
Hotel properties	\$ 8,177	\$ 4,806	\$ 175	\$ 61	\$ 13,219
Other real estate properties					202
Gross operating profit					13,421
Other expenses, net					(55,369)
Income tax recovery					282
Net loss					\$ (41,666)

Three Months Ended March 31, 2012 (Restated, Note 2)	Western	Ontario	Quebec	Atlantic	Total
Hotel properties	\$ 8,845	\$ 6,529	\$ 1,419	\$ 120	\$ 16,913
Other real estate properties					252
Gross operating profit					17,165
Other expenses, net					(57,670)
Income tax recovery					10,334
Net loss					\$ (30,171)

Hotel Properties

	Western	Ontario	Quebec	Atlantic	Total
March 31, 2013	\$ 375,518	\$ 490,808	\$ 211,007	\$ 173,018	\$ 1,250,351
December 31, 2012 (Restated, Note 2)	\$ 379,528	\$ 495,965	\$ 214,423	\$ 175,275	\$ 1,265,191
January 1, 2012 (Restated, Note 2)	\$ 417,670	\$ 546,557	\$ 305,916	\$ 183,493	\$ 1,453,636

Capital Expenditures on Hotel Properties

	Western	Ontario	Quebec	Atlantic	Total
Three Months Ended March 31, 2013	\$ 1,322	\$ 3,153	\$ 399	\$ 924	\$ 5,798
Three Months Ended March 31, 2012	\$ 1,337	\$ 4,217	\$ 3,307	\$ 1,032	\$ 9,893

23. SUBSEQUENT EVENTS

Assets Held for Sale

Subsequent to the end of the quarter, nine assets triggered the conditions to be presented as held for sale (three in Ontario, three in Atlantic, two in Quebec and one in the West regions). These assets had previously been identified as sale candidates in management's planned divestiture program. The sales of these properties, which have been approved by the Board of Trustees, are highly probable and are expected to close within a year of their classification as held for sale.

Following the end of the quarter, InnVest entered into separate firm commitments for the sale of two Quebec assets for aggregate gross proceeds of \$71,550. These assets are classified as held for sale at March 31, 2013. The sales are expected to close in the second quarter.

Redemption of Convertible Debentures

Concurrent with the closing of the Series G Debentures on February 27, 2013 (Note 10), InnVest sent notice for the redemption of its \$74,980 Series B Debentures due May 31, 2013. Using a portion of the funds raised via the Series G Debentures, \$76,483 was paid for principal and interest owing for the Series B Debentures, on April 1, 2013.

24. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

These interim financial statements were authorized for issue by the Board of Trustees of InnVest on May 8, 2013.

Corporate and Unitholder Information

Corporate Office

5090 Explorer Drive, Suite 700
Mississauga, Ontario L4W 4T9
Toll-free: 1-877-209-3429
Phone: 905-206-7100
Fax: 905-206-7114
Email: investor@innvestreit.com
Website: www.innvestreit.com

Stock Exchange Listing

The Toronto Stock Exchange
Trading Symbol: INN.UN
Convertible Debentures:
INN.DB.C, INN.DB.D, INN.DB.E, INN.DB.F, INN.DB.G

Registrar and Transfer Agent

Inquiries regarding change of address, registered holdings, transfers and duplicate mailings should be directed to the following:

Computershare Trust Company of Canada
100 University Avenue, 11th floor
Toronto, Ontario
Phone: 1-800-564-6253
Fax: 1-866-249-777

Auditors

Deloitte LLP
Toronto, Ontario

Distribution Reinvestment Plan

Unit holders may acquire units by reinvesting cash distributions without paying brokerage commissions or administrative charges. For general information concerning the Distribution Reinvestment Plan or for a change of address, please contact the transfer agent and registrar.

BE OUR GUEST

BEST WESTERN 1-800-780-7234 • COMFORT INN 1-800-424-6423 • DELTA HOTELS 1-888-890-3222
 FAIRMONT HOTELS & RESORTS 1-800-257-7544 • HILTON GARDEN INN 1-877-782-9444 • HILTON HOTELS 1-800-445-8667
 HOLIDAY INN, HOLIDAY INN EXPRESS 1-888-465-4329 • HOMEWOOD SUITES HOTELS 1-800-225-5466
 QUALITY HOTEL, QUALITY SUITES 1-800-424-6423 • RADISSON 1-888-201-1718 • SHERATON HOTELS & RESORTS 1-800-325-3535
 STAYBRIDGE SUITES HOTELS 1-877-660-8550 • TRAVELODGE 1-800-578-7878



Holiday Inn



InnVest REIT holds one of Canada's largest hotel portfolios together with an interest in Choice Hotels Canada Inc., one of the largest franchisors of hotels in Canada. Our portfolio comprises 135 hotel properties with approximately 18,000 guest rooms, operated under 14 internationally recognized brands.