

AMENDED - FORM 45-106F6
BRITISH COLUMBIA REPORT OF EXEMPT DISTRIBUTION

This is the form required under section 6.1 of Regulation 45-106 for a report of exempt distribution.

Issuer information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

Centurion Apartment Real Estate Investment Trust
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Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Not a reporting issuer in any jurisdiction of Canada

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | <input type="checkbox"/> Mining |
| | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> production |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> mortgage investment companies | <input checked="" type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Other (describe) _____ |
| <input type="checkbox"/> Industrial | |

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Gregory Romundt Toronto, Canada	President & Trustee	4,595.985 Class A Units 126,350.997 Exchangeable B Units	Book value of \$1,064,350.42 Market value of \$1,469,487.03
Wayne Tuck Toronto, Canada	Trustee	902.279 Class A Units	Book and Market value of \$10,000.00 Market Value of \$10,125.37
Ross Amos Mississauga, Canada	Trustee	100 Class A Units 7,006.758 Exchangeable B Units	Book value of \$57,649.90 Market value of \$79,752.04
John F. Mills Oakville, Canada	Trustee	123.036 Class A Units 13,437.711 Exchangeable Class B Units	Book value of \$112,460.00 Market value of \$152,178.70
Martin Bernholtz Toronto, Canada	Trustee	123.036 Class A Units 25,699 Exchangeable B Units	Book value of \$209,462.34 Market value of \$289,774.89

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

October 31, 2012

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

The issuer issued 842,198.854 Class A Units.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	33	\$11.222	\$ 735,842.38
British Columbia	40	\$11.222	\$ 1,092,273.74
Quebec	1	\$11.222	\$ 175,000.00
Norfolk	2	\$11.222	\$ 150,000.00
Manitoba	7	\$11.222	\$ 155,000.00
Saskatchewan	12	\$11.222	\$164,450.00
Ontario	58	\$11.222	\$6,948,589.42
New Brunswick	1	\$11.222	\$30,000.00
Total number of Purchasers	154		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$9,451,155.54

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Full name, address of purchaser, contact person and telephone # of purchaser	Insider (I) of the Issuer or a registrant (R)	Number of Class A Trust Units Purchased	Total Purchase Price (Cad \$)	Exemption Relied Upon	Date of Distribution
Nuspace Kitchen & Bath Ltd., 2015-16 Avenue West, Vancouver BC V6J 2M6. Tel: (778) 858-9464 Contact: Dean Plesko	N/A	891	\$10,000	S. 2.9 of NI 45-106 (offering memorandum)	31/10/2012
PAD-2 Ontario Investment Inc., 24 Pennock Cres., Unionville ON L3R 3M4 Tel: (416) 399-2105 Contact: Philip Dehne	N/A	17,822	\$200,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
Schlichtig & Associates Inc., 1702-215 Wynford Drive, North York ON M3C 3P5 Tel: (416) 383-1640 Contact: Walter Schlichtig	N/A	8,911	\$100,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012

Royal Canadian golf Association, Suite 1 - 1333 Dorval Drive, Oakville ON L6M 4X7 Tel: (905) 489-9700 Contact: Scott Simmons	N/A	89,111	\$1,000,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
Shucor Investments Ltd., 44 Kodiak Cres., Toronto ON M3J 3G5 Tel: (416) 638-5011 Contact: Leonard Simpson	N/A	89,111	\$1,000,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
Greenspire Holdings, 648 Front Road, St.Williams ON N0E 1P0 Tel: (519) 586-2833 Contact: Robert Everest	N/A	44,555	\$500,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
Greenspire Holdings, 648 Front Road, St.Williams ON N0E 1P0 Tel: (519) 586-2833 Contact: Robert Everest	N/A	89,111	\$1,000,000	S. 2.6 of NI 45-106 (friends, family & business associates)	31/10/2012
1337028 Ontario Ltd, 190 Hespeler Rd, suite 1903, Cambridge ON N1R8B8 Tel: (519) 740-1561 Contact: Doris Rossdeutscher	N/A	1,408	\$15,800	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
1337028 Ontario Ltd 190 Hespeler Rd, suite 1903, Cambridge ON N1R8B8 Tel: (519) 740-1561 Contact: Doris Rossdeutscher	N/A	5,632	\$63,200	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012

Wingover Enterprises Ltd., 7820 - 5 Street SW Calgary AB T2V 1B9 Tel: (403) 816-4384 Contact: Patrick Cone	N/A	1,337	\$15,000	S. 2.9 of NI 45-106 (offering memorandum)	31/10/2012
Grand Slam Investments Inc., 44 Kodiak Crescent, Toronto On M3J 3G5 Tel: (416) 638-5011 Contact Alan Simpson	N/A	22,278	\$250,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
Medsim Investmens Inc, 233 Lytton Blvd Toronto, ON M4R 1L6 Tel: (647) 588-4483 Contact Brenda Medjuck	N/A	40,100	\$450,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
Leonard Simpson Family Foundation, 44 Kodiak Crescent, North York ON M3J 3G5 Tel: (416) 638-5011 Contact: Leonard Simpson	N/A	44,555	\$500,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012
2142830 Ontario Inc., 8810 Jane ST., Concord ON L4K 2M9 Tel: (905) 660-5557	N/A	2,673	\$30,000	S. 2.3 of NI 45-106 (accredited investor)	31/10/2012

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

- A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s).
Compensation includes commissions, discounts or other fees or payments of a similar

nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

- B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Class A Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
All Group Financial 106 Front Street East Suite 300 Toronto, ON M5A 1E1 Canada	Registrant	\$1,800.00				\$1,800.00
Centurion Apartment REIT Management Inc. 25 Sheppard Avenue West Suite 710 Toronto, ON M2N 6S6 Canada	Registrant & Insider	\$41,502.00				\$41,502.00
Investia Financial Services 6700 Pierre- Bertrand Boulevard Suite 300 Quebec City, Quebec G2J 0B4	Registrant	\$4,333.69				\$4,333.69
Macquarie 181 Bay Street, Suite 3200 Toronto, ON M5J 2T3 Canada	Registrant	\$1,320.00				\$1,320.00

Quadrex Asset Management 20 Toronto Street Suite 820 Toronto, ON M5C 2B8 Canada	Registrant	\$7,015.87				\$7,015.87
Sentinel Financial Management 128 4th Avenue South Suite 300 Saskatoon, SK S7K 1M8 Canada	Registrant	\$1,950.00				\$1,950.00
Pinnacle Wealth Brokers Incorporated Suite 880, 4445 Calgary Trail Edmonton, Alberta Canada	Registrant	\$33,982.00				\$33,982.00
Raintree Financial Solutions 10243 - 178 Street Edmonton, Alberta T5S 1M3 Canada	Registrant	\$19,286.75				\$19,286.75
West-can Equities Limited 4104 97 St NW Suite 109, Edmonton AB T6E 5Y6 Canada	Registrant	\$2,500.00				\$2,500.00
Westcourt Capital Solutions 175 Bloor St. East, South Tower, Suite 803, Toronto, ON M4W 3R8 1B2 Canada	Registrant	\$132,060.00				\$132,060.00

Certificate

On behalf of the [issuer], I certify that the statements made in this report are true.

Date: November 1, 2012

Centurion Apartment Real Estate Investment Trust

Name of [issuer] (please print)

Gregory Romundt, Trustee, 416-733-5601

Print name, title and telephone number of person signing

Greg Romundt

Signature

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Aaron St. Bernard, Investment Administrator, 416-733-5600 ext 330

Print name, title and telephone number

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
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Toll free across Canada: 1-800-373-6393
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