



## **DUNDEE REIT TO ACQUIRE REALEX PROPERTIES CORP.**

***Realex Common Shareholders to receive  
\$8.25 per share***

**TORONTO, DECEMBER 14, 2010 DUNDEE REIT (TSX:D.UN) AND REALEX PROPERTIES CORP. (TSXV:RP)** announced today that they have entered into an agreement for Dundee REIT to acquire all of the outstanding common shares of Realex Properties Corp. ("Realex") for cash consideration of \$154.4 million. Holders of Realex common shares will receive \$8.25 per share reflecting an enterprise value of \$385 million.

Realex owns interests in 24 office and industrial assets in Ontario and Alberta, totalling 1.8 million square feet. Seven of the properties, comprising 945,000 square feet of predominantly office space, are located in the downtown core of Kitchener and the University of Waterloo Technology Park in Waterloo, Ontario. Realex also owns five office properties in Calgary and six office properties in Edmonton, Alberta, comprising 444,000 and 275,000 square feet, respectively. In addition, the portfolio includes four industrial assets located in smaller Alberta and British Columbia centres and two industrial buildings in Edmonton, Alberta.

The acquisition will be carried out by way of a court-approved plan of arrangement (the "Arrangement") and will require the approval of at least 66<sup>2</sup>/<sub>3</sub>% of the votes cast by the common shareholders of Realex at a special meeting of Realex common shareholders expected to take place in the last week of January 2011. In addition to shareholder and court approvals, the Arrangement is subject to applicable regulatory approvals and the satisfaction of certain other closing conditions customary in transactions of this nature. Subject to these approvals and conditions, the Arrangement is expected to be completed in February 2011.

The transaction has been unanimously approved by the Board of Directors of Realex and the Board of Trustees of Dundee REIT. The Board of Directors of Realex has unanimously resolved to recommend that holders of common shares of Realex vote in favour of the Arrangement. Realex's financial advisor, Brookfield Financial Corp., has provided an opinion to the Realex Board of Directors that the consideration to be paid by Dundee REIT under the Arrangement is fair, from a financial point of view, to the Realex common shareholders.

Each of the directors and senior officers of Realex, and certain shareholders of Realex, representing approximately 49% of the issued and outstanding Realex common shares, have entered into voting agreements with Dundee REIT pursuant to which they have agreed to vote in favour of the Arrangement at the special meeting of Realex common shareholders.

The holders of 100% of the Preferred Shares, Series A of Realex have entered into support agreements pursuant to which they have approved the Arrangement and have agreed to transfer their Preferred Shares, Series A to Dundee REIT under the Arrangement.

The arrangement agreement imposes customary restrictive covenants on Realex and includes customary termination provisions for transactions of this nature. Realex has agreed to pay a termination fee of \$6.25 million to Dundee REIT in certain circumstances.

Further information regarding the transaction will be contained in an information circular that Realex will prepare, file and mail during the week of December 20, 2010 to its common

shareholders in connection with the special meeting of Realex shareholders to be held to consider the Arrangement.

Details regarding these and other terms of the Arrangement are set out in the arrangement agreement, which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

For further information, please contact:

**DUNDEE REAL ESTATE INVESTMENT TRUST**

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**REALEX PROPERTIES CORP.**

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