

March 30, 2011

**Genesis Limited Partnerships 6 & 7 – Report of the General Partner**

Dear Valued Investor,

Please find enclosed a detailed report of the general partner on the financial position and results of operations of Genesis Limited Partnership 6 (“GLP6”) and Genesis Limited Partnership 7 (“GLP 7”) as at and for the five-year period ending December 31, 2010. The financial statements for the two limited partnerships (together “GLP 6/7”) are unaudited and have been presented on a consolidated basis so that the financial information disclosed therein can be tied back to the figures reported in note 5 to Genesis Land Development Corp.’s audited financial statements for the year ended December 31, 2010.

Each investor’s share of the remaining equity in GLP 6/7 is equal to their capital account balance as at December 31, 2010. Capital account balances vary depending on the investor’s subscription date. Early bird subscribers paid less for their investment and have received more distributions to date due to prorated return of capital payments made in the first year of the limited partnership. Consequently, they are entitled to a correspondingly lesser share of the remaining equity in the limited partnership.

All limited partnership units share equally in the profits and losses of GLP6. The benefit of subscribing early was to earn the same share of earnings with a lower net capital investment. Investors in GLP7 have realized higher net losses due to the additional expenses associated with the RRSP-eligible structure of their investment.

Genesis is entitled to a management fee equal to 10% of the gross proceeds of the offering, payable as properties are sold. Unearned management fees, which would become payable on the liquidation of GLP 6/7’s assets, have been deducted from limited partnership equity to estimate the net asset value.

The estimated NAV per six (6) units as at December 31, 2010 is as follows:

	<b>Initial Investment</b>	<b>Distributions Received</b>	<b>Cumulative Net losses</b>	<b>Remaining Capital</b>	<b>Unearned Mgmt. Fee</b>	<b>Net Asset Value</b>
LP 6 -	\$29,496	(10,466)	(1,780)	17,250	(1,609)	\$15,641
LP 6 -	\$30,000	(10,466)	(1,780)	17,754	(1,609)	\$16,145
LP 6 -	\$30,600	(10,016)	(1,780)	18,804	(1,609)	\$17,195
LP 6 -	\$31,200	(9,566)	(1,780)	19,854	(1,609)	\$18,245
LP 7 -	\$29,496	(10,466)	(4,927)	14,103	(1,609)	\$12,494
LP 7 -	\$30,000	(10,466)	(4,927)	14,607	(1,609)	\$12,998
LP 7 -	\$30,600	(10,016)	(4,927)	15,657	(1,609)	\$14,048
LP 7 -	\$31,200	(9,566)	(4,927)	16,707	(1,609)	\$15,098

## **General Overview**

In 2006, GLP 6/7 raised \$28.0 million in debt and equity capital (net of offering costs of \$3.6 million) to acquire an interest in a pool of serviced multi-family, commercial and single family lots located in Airdrie and north-east Calgary. GLP 6/7 purchased seven parcels of land for \$26.1 and retained \$1.9 million as working capital (see Schedule A). The intention was that GLP 6/7 would then enter into joint venture agreements with builders in order to build and sell single and multi-family homes and commercial sites.

The real estate markets in Calgary and Airdrie experienced a downturn in 2008, as a result of the global economic crisis, while three of the land parcels owned by GLP 6/7 were in the process of being developed. The construction costs of the single and multi-family homes were approximately five times the cost of the land purchased using the limited partners' equity capital, and it was uneconomical to pay interest on the construction financing loans while waiting for real estate markets to recover. As a result, the completed single family and multi-family homes were sold in a down market at prices that were often much lower than originally anticipated when development began. GLP 6/7 also did not proceed with four of the planned joint ventures once the profitability of these projects became questionable.

## **Project analysis**

### **Parcel 1 – Canals North 0.75 acre commercial site (“Canals Commercial”)**

The Canals Commercial site was not developed but was sold to a third-party developer in March 2010 for \$0.585 million, a 44% gain over the \$0.405 million acquisition price of the land. After property taxes and selling costs, GLP 6/7 realized a profit of \$0.147 million from its investment in the Canals Commercial property.

### **Parcel 2 – Canals North 13.66 acre multi-family site (“Canals Multi-family”)**

As at December 31, 2010, the Canals Multi-Family site had not been developed or sold. An impairment test conducted for Genesis' audited annual financial statements indicated that this parcel was not impaired and the carrying value of the land is \$8.2 million.

### **Parcel 3 – Bayside 4.85 acre multi-family site (“Bayside Multi-family”)**

The Bayside Multi-Family was developed by Genesis Builders Group (“GBG”), a wholly-owned subsidiary of Genesis Land Development Corp (“Genesis”). GBG is a successor company to Point Grey Homes Ltd., the third-party builder identified in the offering memorandum.

As at December 31, 2010, 121 of 125 Bayside multi-family homes have been sold for \$25.83 million. Construction costs for the homes that were sold, including interest on the construction financing loan, amounted to \$26.63 million, resulting in a loss of \$0.80 million before factoring in the cost of land. Pursuant to the joint venture agreement between GLP 6/7 and GBG, the joint venture acquired the land contributed by GLP 6/7 for \$2.04 million, a 20% premium to the \$1.71 million carrying value. Joint venture partners share profits and losses from the joint venture equally. As a result, GBG's share of the

loss from the sale of Bayside multi-family homes was \$1.39 million, leaving \$0.59 million in proceeds of disposition for GLP 6/7.

Overall, GLP 6/7 lost \$1.1 million on its investment in the Bayside Multi-Family site. The carrying value of the remaining four units has been written down by \$0.06 million to nil.

#### **Parcel 4 – Bayside 5.72 acre commercial site (“Bayside Commercial”)**

As at December 31, 2010, the Bayside Commercial site had not been developed or sold. An impairment test conducted for Genesis’ audited annual financial statements for the year ended December 31, 2009 indicated that this parcel was impaired, and the carrying value of the land was written down by \$0.76 million to \$2.41 million. An impairment test conducted for the 2010 audited annual financial statements indicated that no further impairment or recovery had occurred.

GLP 6/7 had previously reached in agreement to sell a portion of the Bayside Commercial site to a third-party builder. This purchase and sale agreement was never finalized and the limited partnership is now exploring the possibility of selling the parcel in its entirety.

#### **Parcel 5 – Taralake 6.375 acre commercial site (“Taralake Commercial”)**

The Taralake Commercial site was not developed but was sold to a third-party developer in February 2011 for \$6.3 million, a 34% gain over the \$4.7 million acquisition price of the land. Pursuant to the terms of the purchase and sale agreement, GLP 6/7 granted the purchaser a one-year \$5.2 million vendor take-back mortgage. Property taxes and selling costs amounted to \$0.4 million. Once completed, GLP 6/7 will realize a profit of \$1.2 million from its investment in the Taralake Commercial property.

The initial cash proceeds of disposition were \$0.70 million. After the applicable \$0.47 million management fee, there is a \$0.23 million distribution payable as at March 31, 2011 (see Return of Capital Distributions)

#### **Parcel 6 – Taralake 3.62 acre site (“Taralake Multi-family”)**

The Taralake Multi-family site was built by Renascence Developments Corporation and sold at the height of the market. To date, GLP 6/7 has received \$6.12 in cash distributions from this joint venture, realizing a profit of \$3.82 million over the \$2.3 million acquisition price for the Taralake Multi-family property. The joint venture has retained working capital of \$0.04 million for contingencies. GLP 6/7 has accounted for this investment on a cash basis, and as a result, its share of the remaining equity in the joint venture (\$0.02 million) is not reflected in GLP 6/7’s financial statements.

#### **Parcel 7 – Taralake single family estate lots (“Taralake Single-family”)**

The Taralake Single-family site was developed by GBG as the successor company to Point Grey Homes Ltd. The land acquired by GLP 6/7 for \$5.70 million was contributed to the joint venture at a price of \$5.91 million. GLP 6/7 and GBG each earned \$0.94 million in profits from the joint venture, which GLP 6/7 receiving a priority return of \$0.21 million from the bump on the land value.

The acquisition cost of the Taralake Single-family site was financed in part by a \$3.29 million note from Genpol. After interest on the note of \$0.79 million and property taxes of \$0.01 million, GLP 6/7 realized \$0.35 million in profit from its investment.

### **Genesis' interest in GLP 6/7**

Pursuant to the offering memorandum, Genesis is entitled to a management fee equal to 10% of the proceeds of the offering (\$2.51 million). The management fee is collected as land is sold, ensuring that Genesis has an incentive to develop the lands acquired by GLP 6/7 as soon as possible. To date, Genesis has received management fees of \$0.99 million.

Administrative expenses incurred to date are \$0.48 million, resulting in total "management expenses" of \$1.47 million and an average management expense ratio of 1.2% per annum based on the \$24.7 net equity capital raised pursuant to the offering memorandum and the Genpol and Genesis transactions. Assuming that LP 6/7 had been wound up on December 31, 2010 (and including the \$1.52 million unearned management fee in "management expenses"), the management expense ratio for the five – year period to December 31, 2010 would have been 2.4%.

Genesis sold 90% of parcels 1-4 to GLP 6/7, retaining a 10% direct ownership interest in those properties. Furthermore, Genesis has retained an 11.65% interest in GLP 6/7 by its ownership of 254 LP units and 405 GP units.

GBG, a wholly-owned subsidiary of Genesis, built the Bayside Multi-family and Taralake Single-family sites, absorbing \$452,716 of the losses from these joint ventures.

### **Holding Period Returns**

The holding period return of each land parcel has been calculated after deducting (i) the applicable management fees, (ii) the proportionate share of the issuance costs incurred to raise the equity capital needed to complete the land purchase and (iii) Genesis' interest in the net income from the limited partnership. As at December 31, 2010, only the Canals Commercial and Taralake Multi-family projects have proven to be profitable after taking all costs into consideration.

The holding period return for the LP 6/7 units has been further adjusted to account for administrative expenses. As at December 31, 2010, the limited partners have realized a loss of 9.66% on their investment, excluding the gain on the Taralake Commercial property and unearned management fees due to Genesis on the liquidation of the limited partnership's remaining assets.

### **Distributable cash**

As at December 31, 2010, GLP 6/7 has received \$9.020 million in cash distributions from joint ventures, net of management fees payable and required principal payments on the Genpol note. The limited partnership has made or declared \$9.015 million in cash distributions as of December 31, 2010, leaving a distribution payable of \$0.005 million (see Schedule B).

### **Return of Capital Distributions**

In the first year of the limited partnership, GLP 6/7 made return of capital distributions of \$300 per unit. These distributions were prorated based on the date the investor's subscription was received. In order to reduce the number of different capital account balances to the eight classes identified on page 1, GLP 6/7 has declared a return of capital distribution of \$267,657, payable to investors who received an initial quarterly distribution cheque of less than \$75 per unit and/or to investors who received fewer quarterly return of capital distributions than investors with similar subscription amounts. A portion of this return of capital distribution (\$161,518) was declared as of December 31, 2010.

In February 2011, as a result of the sale of Taralake Commercial property, the distribution payable to limited partners increased from \$5,129 to \$236,787. The funds received from Taralake Commercial will be used to make the return of capital distribution described above in lieu of making a pro rata distribution to all limited partners.

Management believe that creating eight notional classes of limited partnership units, based on the subscription date categories identified in the offering memorandum, will be beneficial to all limited partners. Firstly, it will enable the General Partner to prepare timely financial reports for investors and significantly improve investor relations. Correspondence with limited partners has previously been complicated by the fact that almost every investor had a different per unit capital account balance.

The GLP 6/7 limited partnership units do not represent undivided interests in the limited partnership—a capital account has been set up for each limited partner. Consequently, the initial capital account balance and equity entitlement of an investor who acquires limited partnership units would be equal to the remaining capital account balance of the limited partner selling their units. Creating identifiable capital account balances will facilitate estate transfers and transfers to third parties.

On December 31, 2010, the General Partner received a return of capital of \$961,383. The General Partner had initially contributed \$2,023,929 to the limited partnership, of which \$1,224,429 was for working capital to cover administrative expenses and unplanned capital expenditures and to make the return of capital distributions to limited partners mandated by the offering memorandum (see Schedule A). The funds no longer required for working capital have now been withdrawn.

### **Net Asset Value**

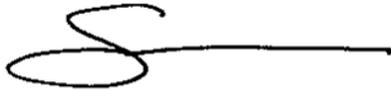
The net asset value calculations are based on the assumption that all remaining investments can be liquidated at their December 31, 2010 carrying values without any selling costs or administrative expenses. No adjustment has been made to account for the difference between the carrying value of GLP 6/7's assets and the fair value of these assets, if any. No adjustment has been made for realized gains and losses on dispositions that occurred after December 31, 2010, such as the sale of the Taralake Commercial property.

This package also contains 2 copies of the Statement of Partnership Income (T5013), one is for your personal record and the other copy is for filing your tax return.

Please note that the investor relations section of our corporate website [www.genesisland.com](http://www.genesisland.com) to communicate to our Limited Partnership investors is up and running. Through the website, we expect to post real-time updates on project, as well as selected financial information, and information on distributions. For security purpose, registration is required for first time users.

Please feel free to contact Tammy Yeung at (403) 265-8079 or toll free 1 (800) 341-7211 if you have any questions.

Yours truly,

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a horizontal line that ends in a small dot.

Simon Fletcher, CA  
Chief Financial Officer  
Genesis Land Development Corp.

Encl.

**Genesis Limited Partnerships #6 & #7**  
**Consolidated Balance Sheets**  
**As at December 31, 2010 and 2009**  
**(Unaudited)**

	2010	2009
<b>Assets</b>		
Real estate	15,285,568	14,569,402
Cash	42,098	113,099
Restricted cash	590,435	590,435
Due from related parties	-	2,361,276
	15,918,101	17,634,212
<b>Liabilities</b>		
Accounts payable and accrued liabilities	1,752	3,021
Distributions payable	161,518	-
	163,270	3,021
<b>Equity</b>		
Partners' equity	15,754,831	17,631,191
	15,918,101	17,634,212

**Genesis LP 6/7**  
**Statement of cumulative earnings**  
**for the five-year period ended December 31, 2010**

	<b>Canals Commercial</b>	<b>Canals Multi-Family</b>	<b>Bayside Multi-Family</b>	<b>Bayside Commercial</b>	<b>Taralake Commercial</b>	<b>Taralake Multi-Family</b>	<b>Taralake Single Family</b>	<b>LP 6/7 Overhead</b>	<b>LP 6/7 Consolidated</b>
<b><u>Net earnings from projects</u></b>									
Revenues									
Sales revenue	585,000	-	25,826,928	-	-	28,914,755	18,554,597	-	73,881,280
Rental income	-	-	-	-	-	223,205	-	-	223,205
Financing fee	-	-	-	-	71,000	164,174	-	-	235,174
	585,000	-	25,826,928	-	71,000	29,302,134	18,554,597	-	74,339,659
Cost of Sales									
Construction costs	-	-	25,317,853	-	-	19,130,016	10,761,232	-	55,209,100
Selling costs, G&A	18,878	-	-	-	-	522,002	-	-	540,880
Land cost	418,874	-	1,718,836	762,000	-	2,300,000	5,710,610	-	10,910,320
	437,752	-	27,036,689	762,000	-	21,952,018	16,471,841	-	66,660,300
Gross Profit	147,248	-	(1,209,761)	(762,000)	71,000	7,350,116	2,082,756	-	7,679,359
Interest	-	-	1,313,787	-	-	434,962	794,975	-	2,543,724
Profits allocated to joint venture partner	-	-	(1,391,604)	-	-	3,095,884	938,888	-	2,643,168
Cumulative net earnings from projects	147,248	-	(1,131,945)	(762,000)	71,000	3,819,270	348,893	-	2,492,466
<b><u>Partnership overhead expenses</u></b>									
Management fee	44,553	-	188,115	-	-	253,020	265,011	236,688	987,387
Administrative	-	-	-	-	-	-	-	479,493	479,493
	44,553	-	188,115	-	-	253,020	265,011	716,181	1,466,880
Net profit from projects	102,695	-	(1,320,059)	(762,000)	71,000	3,566,250	83,882	(716,181)	1,025,586
<b><u>Issuance costs</u></b>									
Sales commissions	31,738	634,755	134,004	246,849	368,314	180,239	188,781	-	1,784,679
Marketing	28,882	577,639	121,946	224,638	335,173	164,021	171,794	-	1,624,094
Legal	4,142	82,850	17,491	32,219	48,073	23,525	24,640	-	232,941
	64,762	1,295,244	273,440	503,706	751,561	367,785	385,215	-	3,641,714
Net Income before minority interest	37,933	(1,295,244)	(1,593,500)	(1,265,706)	(680,561)	3,198,465	(301,333)	(716,181)	(2,616,129)
Minority interest held by Genesis	2,835	(96,796)	(119,085)	(94,589)	(50,860)	239,027	(22,519)	(53,522)	(195,508)
Net income to limited partners	35,098	(1,198,448)	(1,474,415)	(1,171,117)	(629,702)	2,959,438	(278,814)	(662,660)	(2,420,621)
<b><u>Supplemental information</u></b>									
Initial contribution	445,535	8,910,699	1,881,147	3,465,272	5,170,405	2,530,198	2,650,108	3,293,929	25,053,364
Holding period return	7.88%	n/a	-78.38%	n/a	n/a	116.96%	-10.52%	-	-9.66%
Unearned management fees	-	891,070	-	346,527	517,041	-	-	(236,688)	1,517,949

**Genesis LP 6/7**  
**Statement of changes in cash flows**  
**For the five-year period ending Dec. 31, 2010**

	2006	2007	2008	2009	2010	2006-2010
<b>Cash flow from operations</b>						
Earnings before minority interest	(4,267,200)	(248,490)	2,721,147	(2,953,820)	2,132,234	(2,616,129)
Write down (recovery) of real estate				2,438,000	(1,676,000)	762,000
Change in non-cash working capital items	4,489,454	(816,372)	(4,705,375)	(1,916,397)	2,521,525	(427,165)
	222,254	(1,064,862)	(1,984,228)	(2,432,217)	2,977,759	(2,281,294)
<b>Cash flow from investing activities</b>						
Acquisition of land	(26,060,000)					(26,060,000)
Capital expenditures		(13,678)	(37,336)	(44,175)	(42,240)	(137,429)
Disposition of assets		799,076	3,052,040	5,296,671	1,002,074	10,149,861
	(26,060,000)	785,398	3,014,704	5,252,496	959,834	(16,047,568)
<b>Cash flow from financing activities</b>						
Issuance of LP Units	25,053,364					25,053,364
Issuance of Genpol LP units	1,270,000					1,270,000
Issuance of GP units	2,023,929					2,023,929
Issuance of Genpol note	3,286,000					3,286,000
Repayment of Genpol Note	123,570	285,169	(2,091,038)	(1,603,701)		(3,286,000)
Return of capital					(961,383)	(961,383)
Distributions	(711,717)	(1,419,150)	(2,247,811)	(1,589,061)	(3,047,211)	(9,014,950)
	31,045,146	(1,133,981)	(4,338,849)	(3,192,762)	(4,008,594)	18,370,960
<b>Net change in cash</b>	5,207,400	(1,413,445)	(3,308,373)	(372,483)	(71,001)	42,098
Cash at start of the period	-	5,207,400	3,793,955	485,582	113,099	-
Net change in cash	5,207,400	(1,413,445)	(3,308,373)	(372,483)	(71,001)	42,098
Cash at end of the period	5,207,400	3,793,955	485,582	113,099	42,098	42,098

**Schedule A**  
**Genesis LP 6/7**  
**Initial Capital Structure**

	<b>Canals Commercial</b>	<b>Canals Multi-Family</b>	<b>Bayside Multi-Family</b>	<b>Bayside Commercial</b>	<b>Taralake Commercial</b>	<b>Taralake Multi-Family</b>	<b>Taralake Single Family</b>	<b>LP 6/7 Overhead</b>	<b>LP 6/7 Consolidated</b>
LP contribution	445,535	8,910,699	1,881,147	3,465,272	5,170,405	2,530,198	2,650,108		25,053,364
GP Contribution	24,227	484,545	102,293	188,434				1,224,429	2,023,929
Genpol retained interest					281,156	137,587	144,107	707,150	1,270,000
Sales commissions	(31,738)	(634,755)	(134,004)	(246,849)	(368,314)	(180,239)	(188,781)		(1,784,679)
Marketing costs	(28,882)	(577,639)	(121,946)	(224,638)	(335,173)	(164,021)	(171,794)		(1,624,094)
Legal expense	(4,142)	(82,850)	(17,491)	(32,219)	(48,073)	(23,525)	(24,640)		(232,941)
Net equity capital	405,000	8,100,000	1,710,000	3,150,000	4,700,000	2,300,000	2,409,000	1,931,579	24,705,579
Debt capital							3,286,000		3,286,000
Total	405,000	8,100,000	1,710,000	3,150,000	4,700,000	2,300,000	5,695,000	1,931,579	27,991,579
Acquisition cost of land	(405,000)	(8,100,000)	(1,710,000)	(3,150,000)	(4,700,000)	(2,300,000)	(5,695,000)		(26,060,000)
Retained working capital	-	-	-	-	-	-	-	1,931,579	1,931,579

**Schedule B**  
**Genesis LP 6/7**  
**Investments and Distributable Cash**  
**as at December 31, 2010**

	Canals Commercial	Canals Multi-Family	Bayside Multi-Family	Bayside Commercial	Taralake Commercial	Taralake Multi-Family	Taralake Single Family	LP 6/7 Consolidated
<b><u>Project financials</u></b>								
<b>Assets</b>								
Accounts receivable					71,000			71,000
Real estate	-	8,173,193	-	2,410,635	4,701,739	-	-	15,285,567
	-	8,173,193	-	2,410,635	4,772,739	-	-	15,356,567
<b>Liabilities</b>								
Accounts payable and accrued liabilities		73,193	-	22,635	1,739		-	97,567
	-	73,193	-	22,635	1,739	-	-	97,567
<b>Equity</b>								
Initial investment	405,000	8,100,000	1,710,000	3,150,000	4,700,000	2,300,000	5,695,000	26,060,000
Retained earnings	147,248	-	(1,131,945)	(762,000)	71,000	3,819,270	348,893	2,492,466
Cumulative distributions	(552,248)	-	(578,055)	-	-	(6,119,270)	(6,043,893)	(13,293,466)
	-	8,100,000	-	2,388,000	4,771,000	-	-	15,259,000
<b><u>Distributable cash</u></b>								
Distributions received from projects	552,248	-	578,055	-	-	6,119,270	6,043,893	13,293,466
Repayment of Genpol note								(3,286,000)
Management fees								(987,387)
Cash available for distribution								9,020,079
Distributions paid to date								(9,014,950)
Distributions payable								5,129

**Schedule C**  
**Genesis LP 6/7**  
**Reconciliation of Non-Controlling Interest**

<b>Subscription Date</b>	<b>Units</b>	<b>Price</b>	<b>Gross Proceeds</b>	<b>Distributions</b>	<b>Capital Return</b>	<b>Net loss</b>	<b>Equity</b>
LP 6 - 31/3/2006	1,254	\$4,916	6,164,688	(2,187,309)		(372,029)	3,605,350
LP 6 - 30/6/2006	847	\$5,000	4,235,000	(1,477,393)		(251,283)	2,506,324
LP 6 - 31/8/2006	776	\$5,100	3,957,600	(1,295,350)		(230,219)	2,432,031
LP 6 - 31/12/2006	336	\$5,200	1,747,200	(535,673)		(99,682)	1,111,844
LP 7 - 31/3/2006	836	\$4,916	4,109,776	(1,458,206)		(686,487)	1,965,083
LP 7 - 30/6/2006	282	\$5,000	1,410,000	(491,883)		(231,566)	686,551
LP 7 - 31/8/2006	497	\$5,100	2,534,700	(829,625)		(408,115)	1,296,960
LP 7 - 31/12/2006	172	\$5,200	894,400	(274,214)		(141,239)	478,947
Distribution payable				106,139			106,139
Non-Controlling Interest	5,000		25,053,364	(8,443,514)		(2,420,621)	14,189,229
Genpol	254	\$5,000	1,270,000	(220,250)		(75,355)	974,395
Genesis	405	\$4,997	2,023,929	(351,186)	(961,383)	(120,153)	591,207
<b>Total</b>	<b>5,659</b>		<b>28,347,293</b>	<b>(9,014,950)</b>	<b>(961,383)</b>	<b>(2,616,129)</b>	<b>15,754,831</b>