TITANSTAR PROPERTIES INC.

FORM 51-102F1
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2010

Date

This management discussion and analysis ("MD&A") dated December 22, 2010 is in respect of the three and six months ended October 31, 2010, and should be read in conjunction with the unaudited consolidated financial statements for the three and six months ended October 31, 2010.

Forward-Looking Statements

This MD&A may contain forward-looking statements with respect to TitanStar Properties Inc. ("TitanStar Properties" or the "Company"). These forward-looking statements by their nature involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Overview

TitanStar Properties Inc. (the "Company") was incorporated under the *Canada Business Corporations Act* on June 3, 2008 and is a real estate holding company trading on the TSX Venture Exchange. The Company issued share capital and commenced operations on June 30, 2008. On September 27, 2010, the Company's shareholders passed a special resolution approving a change in the Company's name from DPVC Inc. to TitanStar Properties Inc.

On April 16, 2010, the Company completed a public offering (the "Offering") by the issuance of 19,952,983 common shares at a price of $0.35 per common share for gross proceeds of $6,983,544. The agents for the Offering, (the "Agents"), received a cash commission of 7% of the gross proceeds of the Offering ($488,848) and reimbursement of the Agents' legal fees and an administration fee.

The sole business of the Company is the ownership of real property interests, consistent with a well-established investment policy. The Company seeks to create a portfolio of real estate assets in the United States with value to be maximized through the acquisition of well-positioned, undervalued or underperforming assets. The investment policy is:

1) Be opportunistic in approach in viewing real estate assets for purchase.

2) Invest and purchase where expertise can be maximized and where management can make a difference by creating value in difficult situations or in value-added refurbishment programs ;
3) Be selective and focused on purchasing assets in geographic areas where management has known infrastructure “on the ground”. The likely geographic areas include Nevada, Southern California, Oregon, Washington State, Arizona, Utah and Colorado;
4) Be selective and focused on purchasing residential, commercial, retail or industrial assets; and
5) Use the combined contact base of management and its partners to purchase “stressed” assets from banks, private lenders and brokers prior to these assets being offered at auction or generally to the public

The initial focus will be on necessity-based, nationally-anchored retail/commercial properties, community centres, industrial properties, and income-producing residential apartments that require investment or creativity to create value.

On April 16, 2010, the Company acquired a 50% interest in each of two Nevada limited partnerships, Deer Springs Crossing, LP (“DSC LP”) and LV Loan Holdings LP (“LVLH LP”). DSC LP owns certain land located in Las Vegas, Nevada (the “Deer Springs Property”) and LVLH LP owns a promissory note (with respect to a loan related to the Deer Springs Property) and certain related security documents (the “Deer Springs Note”).

The Company and Juliet Companies, LLC ("Juliet") formed a joint venture (the "Venture") to own and develop commercial retail property located in Las Vegas, Nevada (the "Sahara Property"). On October 18, 2010, the Company and Sahara Crossing Development Company, LLC ("SCDC"), a related party of Juliet formed the Venture and completed its acquisition of the Sahara Property. The Venture is structured as a State of Nevada limited partnership, with each of the Company, through its subsidiary, and SCDC owning a 50% interest in and to the Venture. All net proceeds from the partnership will be firstly applied to repay each of the Company and SCDC's respective capital accounts, and lastly distributed to the Company and SCDC equally.

The Company’s fiscal year end was December 31, 2009 and December 31, 2008 was the first fiscal year end. Effective January 1, 2010, the Company changed its year end to April 30, 2010 to increase operational efficiencies by staggering its year end away from a calendar year where there are substantial conflicts with advisors, the executive management team and the board of directors and their obligations to other reporting issuers.

Selected Financial Information

Quarterly Information

A summary of selected financial information for the three and six months ended October 31, 2010 and the three and six months ended September 30, 2009 is as follows:

	Three months ended October 31, 2010	Three months ended September 30, 2009
Revenue	$ 8,608	$ --
Net loss and comprehensive loss	(84,983)	(4,657)
Net loss per share, basic and diluted	(0.00)	(0.00)
Total assets	$10,271,251	$307,041

	Six months ended October 31, 2010	Six months ended September 30, 2009
Revenue	$ 8,608	$ --
Net loss and comprehensive loss	(202,265)	(9,165)
Net loss per share, basic and diluted	(0.01)	(0.00)
Total assets	$ 10,271,251	$ 307,041

Revenues earned during the three and six months ended October 31, 2010 relate to leasing revenues from the Sahara Property acquired in October 2010.

Expenses incurred during the three and six months ended October 31, 2010 consisted primarily of stock based compensation, professional fees, interest and loan fees and expenses directly related to the Sahara and Deer Springs properties. The increase in expenses for the three and six months ended October 31, 2010, as compared to the three and six months ended September 30, 2009, results primarily from increased stock based compensation, increased professional fees resulting from increased activity in the period, the acquisition of DSC LP and LVLH LP in April 2010 and the acquisition of the Sahara Property in October 2010.

Total assets as at October 31, 2010 included $8,706,018 of real estate held for development, $857,099 of loans receivable and $584,217 in cash, which were financed by the issuance of 19,952,983 shares related to the Offering and short terms loans related to the Sahara Property acquisition.

A comparative of the Company’s financial condition as at October 31, 2010 and April 30, 2010:

	October 31, 2010	April 30, 2010
Total Assets	$ 10,271,251	$ 6,563,288
Working Capital (deficit)	$(1,582,398)	$ 523,942

The Company’s working capital as at October 31, 2010 has decreased due to the net loss incurred for the six months ended October 31, 2010 and short term loans entered into in October 2010 for the acquisition of the Sahara Property.

Results of Operations

A summary of selected financial information for the three and six months ended October 31, 2010 and the three and six months ended September 30, 2009 is as follows:

	For the three months ended October 31, 2010	For the three months ended September 30, 2009
Revenue	**$ 8,608**	**$ --**
General and administrative expense	51,580	3,339
Depreciation expense	3,382	--
Writedown of acquisition costs	--	1,318
Stock based compensation expense	2,347	--
Interest expense	20,004	--
Loan cost amortization	12,067	--
Foreign exchange loss	4,211	--
Total expenses	**$ 93,591**	**$ 4,657**
Net loss from operations	**($ 84,983)**	**($ 4,657)**

	For the six months ended October 31, 2010	For the six months ended September 30, 2009
Revenue	**$ 8,608**	**$ --**
General and administrative expense	114,995	7,847
Depreciation expense	3,382	--
Writedown of acquisition costs	--	1,318
Stock based compensation expense	55,806	--
Interest expense	20,004	--
Loan cost amortization	12,067	--
Foreign exchange loss	4,619	--
Total expenses	**$ 210,873**	**$ 9,165**
Net loss from operations	**($ 202,265)**	**($ 9,165)**

Revenues earned during the three and six months ended October 31, 2010 relate to leasing revenues from the Sahara Property acquired in October 2010.

Expenses incurred during the three and six months ended October 31, 2010 consisted primarily of stock based compensation, professional fees, interest and loan fees and expenses directly related to the Sahara and Deer Springs properties. The increase in expenses for the three and six months ended October 31, 2010, as compared to the three and six months ended September 30, 2009, results primarily from increased stock based compensation, increased professional fees resulting from increased activity in the period, the acquisition of DSC LP and LVLH LP in April 2010 and the acquisition of the Sahara Property in October 2010.

Quarterly results

Selected Quarterly Financial Information

A summary of selected quarterly financial information for most recent eight quarters is as follows:

	Quarter Ended September 30, 2008	Quarter Ended December 31, 2008	Quarter Ended March 31, 2009	Quarter Ended June 30, 2009
Interest income	$ 1,288	$ 514	$ 20	$ -
Net earnings/(loss) and comprehensive income	869	(7,355)	(7,142)	(4,508)
Net earnings/ (loss) per share, basic and diluted	$ 0.00	$ 0.00	$ 0.00	$ 0.00

	Quarter Ended September 30, 2009	Quarter Ended December 31, 2009	Quarter Ended March 31, 2010	Month Ended April 30, 2010
Interest income	$ -	$ -	$ -	$ -
Net earnings/(loss) and comprehensive income	(4,657)	(7,368)	(3,653)	(80,550)
Net earnings/ (loss) per share, basic and diluted	$ 0.00	$ 0.00	$ 0.00	($ 0.02)

	Quarter Ended July 31, 2010	Quarter Ended October 31, 2010
Leasing revenue	$ -	$ 8,608
Interest income	-	-
Net earnings/(loss) and comprehensive income	(117,282)	(84,983)
Net earnings/ (loss) per share, basic and diluted	($ 0.01)	($ 0.00)

The difference in the expenses between the fiscal periods is due to the amount of activity by the Company in each period, relating to filing and professional fees, and in the one month ended April 30, 2010, to the acquisition of DSC LP and LVLH LP. Interest income decreased due to a decrease in bank interest rates. The increase in expenses in the quarter ended July 31, 2010 results from increased stock based compensation expense, professional fees and expenses directly related to the Deer Springs Property. In the quarter ended October 31, 2010, expenses included costs related to the acquisition of the Sahara Crossing Property.

Financings

No equity financings occurred during the three and six months ended October 31, 2010.

On October 18, 2010, the Company entered into short term loans to finance the acquisition of the Sahara Property. These principal amount of the loans were USD $1,030,000 (CAD $1,050,806) and CAD $1,080,000. The material terms of both loans include a 3% origination fee, an interest rate of 12.75% per annum with a minimum of three months interest payable, and a term of four months. As security against such indebtedness, the Company pledged its limited partnership interest in LV Loan Holdings LP, a State of Nevada limited partnership, which holds a note evidencing indebtedness owing from Deer Springs Crossing LP, a State of Nevada limited partnership through which the Company owns a 50% interest in the "Deer Springs" property in Las Vegas, Nevada.

Sahara Crossing, LP entered into a USD $3,500,000 (CAD $3,570,700) mortgage financing with Alliance Mortgage, LLC on October 18, 2010. The terms of the loan include a 3% original fee, an interest rate of 12.75% per annum with a minimum of three months interest payable and a term of one year. The borrower may extend the term for an additional year with the payment of a 1% extension fee. As security against such indebtedness, Sahara Crossing, LP pledged its interest in the Sahara Property. The Company's financial statements reflect its proportionate equity interest in Sahara Crossing, LP of 50%.

On April 16, 2010, the Company completed a public offering by the issuance of 19,952,983 common shares at a price of $0.35 per common share for gross proceeds of $6,983,544. Issue costs of $774,697 were incurred in connection with the Offering.

Liquidity and Capital Resources

As at October 31, 2010, the Company had a working capital deficit of $1,582,398. This working capital deficit is a direct result of the short term loans of USD $1,030,000 (CAD $1,050,806) and CAD $1,080,000 related to the acquisition of the Sahara Property. These loans mature in February 2011 and the Company requires additional debt or equity financing to meet this repayment obligation and future capital resource commitments related to the Sahara Property.

The Company has engaged a syndicate of investment dealers to act as agents for a brokered private placement financing (the "Offering") on a commercially-reasonable best efforts basis, via offering memorandum and other exemptions from the prospectus requirements, to offer a minimum of 6,756,757 and a maximum of 16,216,217 Units of the Company at a price of $0.37 per Unit, for a minimum of CAD $2.5 million and a maximum of CAD $6 million in proceeds. Each Unit is comprised of one common share of the Company (a "Common Share") and one non-transferable share purchase warrant (a "Warrant"), with each Warrant exercisable by the holder to acquire one additional common share of the Company for a period of two years from issuance at an exercise price of $0.40 per share in the first year and an exercise price of $0.45 per share in the second year.

Pursuant to an engagement letter with the Lead Agent with respect to the Offering, the Company will pay the Agents a cash commission equal to 8.0% of the gross proceeds raised under the Offering, and issue to the Agents that number of agent's warrants that will entitle the holder thereof to purchase that number of common shares that is equal to 8.0% of the number of Units issued under the Offering, for a period of 24 months from the date of issuance. The exercise price of the agent's warrants will be CAD $0.40 per share for the first year of issuance, and CAD $0.45 from the second anniversary of issuance to expiry.

There can be no assurance that the Company will be able to complete the private placement financing or complete it pursuant to the terms noted above.

Pursuant to the Sahara Crossing LP limited partnership agreement, the Company is required to provide an additional capital contribution of USD $1,477,275 (CAD $1,507,116) to the partnership on or before February 18, 2011.

The Company has no additional capital resource commitments as at October 31, 2010.

Transactions with Related Parties

For the three and six months ended October 31, 2009, the Company had no transactions with related parties.

On April 16, 2010, the Company entered into an asset management agreement with TitanStar Capital Corporation (the "Asset Manager"), pursuant to which the Asset Manager will provide asset management, administrative and other services to the Company and its subsidiaries. TitanStar Capital Corporation is a Corporation owned by TitanStar Investment Group Inc., which is owned by T. Richard Turner, Chief Executive Officer of the Company. Denise Turner, Executive Vice President and Secretary of the Company is also a Director and Officer of TitanStar Capital Corporation and TitanStar Investment Group Inc.

For the three and six months ended October 31, 2010, the Company accrued and paid $3,000 and $6,000 to TitanStar Capital Corporation for management fees pursuant to the Asset Management Agreement.

The transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Commitments and Contingent Liabilities

Pursuant to the Sahara Crossing LP limited partnership agreement, the Company is required to provide an additional capital contribution of USD $1,477,275 (CAD $1,507,116) to the partnership on or before February 18, 2011.

The Company has no commitments or contingent liabilities.

Future Changes to Significant Accounting Policies

CICA Handbook Section 1582 – Business Combinations will apply prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1st, 2011. CICA Handbook Sections 1601 – Consolidations and 1602 – Non-controlling interests will be effective for interim and annual financial statements relating to fiscal years beginning on or after January 1st, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. These sections replace the former CICA Handbook Sections 1581 – Business Combinations and 1600 – Consolidated Financial Statements. CICA Handbook Section 1582 establishes standards for the accounting for a business combination. CICA Handbook Section 1601 establishes standards for the preparation of consolidated financial statements. CICA Handbook Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The Company is currently considering the effect on the financial statements of the new standards.

Implementation of International Financial Reporting Standards (IFRS)

The CICA Accounting Standards Board has adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards for public companies will be required to converge with International Financial Reporting Standards ("IFRS") for fiscal years beginning on or after January 1, 2011 with comparative figures presented on the same basis.

The Canadian Securities Administrators have provided issuers with the option of early adopting IFRS for Canadian reporting purposes. Senior management did not choose this option and therefore, these new standards will be effective for the Company on May 1, 2011.

The Company is developing a plan to convert its Consolidated Financial Statements to IFRS by that date and senior management is a committed part of the conversion team. Management will assess the impact of any changes in the standards as part of its on-going process. Management intends to complete its evaluation of the impact of the adoption of IFRS standards and will make a recommendation to the Board of Directors during the fourth quarter of fiscal 2010.

Information Systems

Management has reviewed its information systems and the effect of IFRS on these systems. No major changes to the systems are planned for 2010 or 2011 as a result of the adoption of IFRS standards.

Internal Controls over Financial Reporting and Disclosure

Management intends to begin its analysis of internal controls over financial reporting and disclosure relating to the IFRS conversion during the third quarter of 2010. This will be an ongoing process as accounting policies are finalized and controls are developed. This process will be completed during the fourth quarter of fiscal 2010.

Impact of Adoption of IFRS

IFRS is based on a conceptual framework similar to Canadian Generally Accepted Accounting Principles ("GAAP"); however, significant differences exist in the recognition, measurement, presentation and disclosure for certain accounting areas. Management is not yet in a position to comment on the potential impacts on the Company's financial statements, some of which may be material. In particular, the opening consolidated balance sheet may reflect the revaluation of real estate held for development to fair market value.

The significant IFRS differences that are expected to have an impact on the Company's consolidated financial statements include the following:

Investment Property

IFRS defines investment property as property held by the owner, or by the lessee under a finance lease, to earn rental income, capital appreciation or both, but not property held for use in the production or supply of goods or services, for administrative purposes, or for sale in the ordinary course of business. Assets the Company has classified for income producing properties under GAAP will qualify for inclusion as investment property under IFRS.

Under IFRS, the Company has a choice of measuring real estate held for development using the historical cost model or the fair value model. The cost model is generally consistent with GAAP and would require that the fair value of the investment properties be disclosed in the Notes to the Consolidated Financial Statements. Under the fair value model, investment properties are measured at their fair values, and changes in fair value are recorded to the Consolidated Statement of Income each reporting period.

The Company is currently evaluating the impact on its consolidated financial statements and has not made a choice between measuring real estate held for development, using the historical cost model or the fair value model. The magnitude of the impact to the Consolidated Balance Sheet cannot be quantified at this time.

Business Combinations

Under IFRS, property acquisitions may be classified as business combinations. While both GAAP and IFRS require the acquisition method of accounting for business combinations, IFRS prohibits the capitalization of transactions costs (including commissions, land transfer tax, appraisals, and legal fees associated with a purchase). This may have a material negative impact on the statement of earnings in the year of acquisition.

IFRS requires that the standards for business combinations be applied from inception. Rather than apply the standard retrospectively to all acquisitions, the Company expects to elect the IFRS 1 exemption to restate its business combinations at the transition date only.

Joint Ventures

Under IAS 31 – Interests in Joint Ventures ("IAS 31"), there is an option to proportionately consolidate jointly controlled entities or account for such interests using the equity method. The IASB is currently considering Exposure Draft 9 – Joint Arrangements ("ED 9") which is intended to modify IAS 31. ED 9 proposes to eliminate the option to proportionately consolidate interests in jointly controlled entities. The IASB has indicated that it expects to issue a new standard to replace IAS 31 in 2010 which is expected to be applicable for the Company upon adoption of IFRS. This may impact two jointly controlled entities which the Company currently proportionately consolidates under GAAP.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, accounts receivable, loans receivable, accounts payable, loans payable and mortgage loans payable. It is management's opinion that the Company is not exposed to significant liquidity, interest or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Company is exposed to currency risk as its joint ventures investments undertake their economic activities in U.S. currency. Changes in the applicable exchange rate may result in a decrease or increase in foreign exchange income or expense. The Company may enter into forward exchange contracts to manage part of the foreign exchange risk exposures denominated in U.S. currency, but has no forward contracts as at October 31, 2010. The Canadian dollar equivalent of monetary assets and liabilities that are denominated in U.S. dollars are as follows:

	October 31, 2010	April 30, 2010
Cash	$187,817	$ 32,005
Advance to joint venture	857,099	--
Accounts payable	34,667	48,895
Lease deposits	7,571	9,463
Loans payable	69,350	--
Mortgage payable	1,724,569	--

For the three and six months ended October 31, 2010, if the Canadian dollar had weakened 5 percent against the U.S. dollar with all other variables held constant, after-tax net income for the three months ended October 31, 2010 would have been approximately $40,000 lower (September 30, 2009 - $nil and $nil). Conversely, if the Canadian dollar had strengthened 5 percent against the U.S. dollar with all other variables held constant, after-tax net income for the three months ended October 31, 2010 would have been approximately and $40,000 higher (September 30, 2009 - $nil and $nil). The foreign currency exchange rate sensitivity in net income in 2010 is attributable to a change in the translation of monetary assets and liabilities denominated in U.S. dollars.

Proposed Transactions

The Company does not have any proposed transactions.

Additional Disclosure for Venture Issuers without Significant Revenue

As the Company has not had significant revenue from operations in the last two financial years, the following is a breakdown of the material costs incurred:

Material Components	For the three months ended October 31, 2010	For the three months ended September 30, 2009
General and administrative expenses	$ 51,580	$ 3,339
Consisting of:		
- professional fees	16,119	2,806
- Deer Springs property (utilities, insurance and general maintenance)	19,091	--
- Sahara Crossing property (taxes, utilities, insurance and general maintenance)	1,179	--
- Miscellaneous	15,191	533
Other material costs, whether capitalized, deferred or expensed, not referred to above		
- deferred charges	33,922	--
- additions to real estate held for development	2,778,089	--
- interest expense	20,004	--
- loan cost amortization	12,067	--
- stock based compensation	2,347	--

Material Components	For the six months ended October 31, 2010	For the six months ended September 30, 2009
General and administrative expenses	$ 114,995	$ 7,847
Consisting of:		
- professional fees	57,375	5,793
- Deer Springs property (utilities, insurance and general maintenance)	30,195	--
- Sahara Crossing property (taxes, utilities, insurance and general maintenance)	1,179	--
- Miscellaneous	26,246	2,054

Other material costs, whether capitalized, deferred or expensed, not referred to above		
- deferred charges	33,922	--
- additions to real estate held for development	2,796,929	--
- interest expense	20,004	--
- loan cost amortization	12,067	--
- stock based compensation	55,806	--

Disclosure of Outstanding Share Data

As at October 31, 2010 and the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company:

	As at October 31, 2010	**As at the Date of this MD&A**
Voting or equity securities authorized	Unlimited	Unlimited
Securities convertible or exercisable into voting or equity securities – stock options	Stock options to acquire up to 10% of outstanding common shares	Stock options to acquire up to 10% of outstanding common shares
Voting or equity securities issued and outstanding	22,970,483 common shares	22,970,483 common shares
Securities convertible or exercisable into voting or equity securities – stock options	725,000	725,000
Securities convertible or exercisable into voting or equity securities – agent's stock options	--	--
Securities convertible or exercisable into voting or equity securities – asset manager's stock options	100,000	100,000
Voting or equity securities issuable on conversion or exchange of outstanding securities	825,000	825,000

Acquisition of interest in joint ventures

On October 18, 2010, the Company acquired a 50% interest in Sahara Crossing LP through its 100% wholly owned subsidiary TitanStar DSC Holdings Inc. for consideration including associated costs of $1,968,465. Total consideration is allocated between an equity investment of $263,173 and an advance to the joint venture of $1,705,292, such advance is to be repaid on the same terms as the respective capital accounts.

In consideration of its interest in the venture, the Company will provide 90% of the capital required to acquire, improve and maintain the Sahara Property and Sahara Crossing Development Company, LLC (SCDC) will contribute the remaining 10% of such capital requirements. In addition, SCDC will guarantee, directly or indirectly, all debts of the partnership plus provide project development and management services. All net proceeds from the partnership will be firstly applied to repay each of the Company and SCDC's respective capital accounts, and lastly distributed to the Company and SCDC equally.

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition

		As at October 18, 2010
Cash	$	73,778
Prepaid expenses		14,454
Real estate held for development		2,760,419
Other receivable		--
Total assets acquired	$	2,848,650
Accounts payable	$	11,393
Lease deposits		--
Other liabilities		8,476
Mortgage loan		1,712,962
Total liabilities assumed	$	1,732,831
Net assets acquired	$	1,115,819

On April 16, 2010, the Company completed its Qualifying Transaction and acquired a 50% interest in DSC LP through a 100% wholly owned subsidiary TitanStar DSC Holdings Inc. and a 50% interest in LVLH LP (49.5% limited partnership interest in LVLH LP and 0.5% interest in LVLH LP through a 50% interest in the general partner of LVLH LP, LV Loan Holding GP) for consideration including associated costs of $5,910,841.

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition:

		As at April 16, 2010
Cash	$	2,760,218
Prepaid expenses		21,113
Real estate held for development		5,909,089
Other receivable		958
Total assets acquired	$	8,691,378
Accounts payable	$	11,332
Lease deposits		9,463
Other liabilities		667
Short-term loan		2,759,075
Total liabilities assumed	$	2,780,537
Net assets acquired	$	5,910,841

Risks and Uncertainties

General Business Risks

The Corporation will be subject to general business risks and to risks inherent in the commercial real estate industry, including the ownership of real property. These risks include general economic and market factors, local real estate conditions, competition, changes in government regulation, interest rates, the availability of equity and debt financing, environmental and tax related matters, availability of specialized trades people and reliance on key personnel. Any one of, or a combination of, these factors may adversely affect the financial position of the Corporation.

Real Property Ownership

All real property investments are subject to elements of risk. Such investments are affected by general economic conditions, local real estate markets, the attractiveness of the properties to residents, supply and demand for space, and competition from other available space and various other factors.

The performance of the economy in the area in which the Deer Springs Property is located affects occupancy, market rental rates and expenses. These factors consequently can have an impact on future revenues from the Deer Springs Property and its underlying value.

Other factors may further adversely affect revenues from and value of the Deer Springs Property. These factors include local conditions in the areas in which the Deer Springs Property is located, such as an oversupply of commercial real estate properties or a reduction in the demand for commercial real estate properties, the attractiveness of the Deer Springs Property to tenants, competition from other properties and the Corporation's ability to provide adequate facilities, maintenance, services and amenities. Operating costs, including real estate taxes, insurance and maintenance costs, and mortgage payments, if any, do not, in general, decline when circumstances cause a reduction in income from a property. The Corporation could sustain a loss as a result of foreclosure on the Deer Springs Property if it is mortgaged to secure payment of indebtedness and the Corporation or its wholly-owned subsidiary, TitanStar DSC Holdings Inc. Holdings, as applicable, was unable to meet its mortgage payments. In addition, applicable laws, including tax laws, interest rate levels and the availability of financing also affect revenues from properties and real estate values generally.

Asset and Development Strategy

It is intended that the Corporation's business strategy will involve expansion through acquisitions and further development projects that are in addition to the Deer Springs Property. These activities require the Corporation to identify acquisition or development candidates or investment opportunities that meet its criteria and are compatible with its growth strategy. The Corporation may not be successful in identifying commercial real estate properties that meet its acquisition or development criteria or in completing acquisitions, developments, or investments on satisfactory terms. Failure to identify or complete acquisitions or developments will slow the Corporation's growth. The Corporation could also face significant competition for acquisitions and development opportunities. Some of the Corporation's competitors have greater financial resources than the Corporation and, accordingly, have a greater ability to borrow funds to acquire and develop properties. These competitors may also be willing and/or able to accept more risk than the Corporation can prudently manage, including risks with respect to the geographic concentration of investments and the payment of higher prices. This competition for investments may reduce the number of suitable investment opportunities available to the Corporation and may increase acquisition costs in certain areas where the Corporation's facilities are located or in areas targeted for growth and, as a result, may adversely affect the Corporation's operating results.

In addition, even if the Corporation were successful in identifying suitable acquisitions or development projects, newly acquired properties may fail to perform as expected and management of the Corporation may underestimate the costs associated with the integration of the acquired properties. In addition, any expansions the Corporation undertakes in the future are subject to a number of risks, including, but not limited to, construction delays or cost overruns that may increase project costs, financing risks, the failure to meet anticipated occupancy or rent levels, failure to receive required zoning, land use and other governmental permits and authorizations and changes in applicable zoning and land use laws. If any of these problems occur, expansion costs for a project will increase, and there may be significant costs incurred for projects that are not completed. In deciding whether to acquire or expand a particular property, the Corporation will make certain assumptions regarding the expected future performance of that property. If the Corporation's acquisition or expansion of properties fails to perform as expected or incurs significant increases in projected costs, the Corporation's revenues could be lower, and its operating expenses higher, than expected.

It is intended that the Corporation will invest in new developments which carry a certain risk that projected financial returns may not be achieved and that cost overruns, or start-up losses may require further equity injections. The Corporation manages this risk through detailed evaluation of each development separately and ensuring certain criteria have been met, including an extensive supply and demand analysis and establishing capital participants.

Dependence on and Relationship with Asset Manager

The financial performance of the Corporation will depend in part on the performance of the Asset Manager. The success of the Corporation is dependent on the services of certain management personnel, including T. Richard Turner, the Chief Executive Officer of the Corporation. The loss of the services of such personnel could have an adverse effect on the Corporation.

Joint Venture Investments

The Corporation, through its wholly-owned subsidiary, TitanStar DSC Holdings Inc. has a 50% ownership interest in the Deer Springs Property (through the DSC LP Interest) with LV Loan DSC Partners, LLC holding the remaining 50% ownership interest (through its 50% partnership interest in DSC LP) and a 50% interest in Sahara Crossing, LP. The Corporation may also enter into further joint ventures with respect to other properties in the future. In any such joint venture, the Corporation may not be in a position to exercise sole decision-making authority regarding the properties owned through joint ventures. Investments in joint ventures may, under certain circumstances, involve risks not present when a third party is not involved, including the possibility that joint venture partners might become bankrupt or fail to fund their share of required capital contributions. Joint venture partners may have business interests or goals that are inconsistent with the Corporation’s business interests or goals and may be in a position to take actions contrary to the Corporation’s policies or objectives. Such investments also have the potential risk of impasse on strategic decisions, such as a sale, because neither the Corporation nor the joint venture partner would have full control over the joint venture. Any disputes that may arise between the Corporation and its joint venture partners could result in litigation or arbitration that could increase the Corporation’s expenses and distract its officers and/or directors from focusing their time and effort on the Corporation’s business. In addition, the Corporation might in certain circumstances be liable for the actions of its joint venture partners.

Investment Concentration

The Corporation will be susceptible to adverse developments in Las Vegas, Nevada, the sole market in which it is initially operating, such as new developments, changing demographics and other factors. Presently, the Corporation’s 50% interest in the Deer Springs Property (through its indirect ownership of the DSC LP Interest) will account for 100% of the Corporation’s total real property assets and the Deer Springs Note will be secured by the Deer Springs Property. As a result of this concentration of assets, the Corporation will be particularly susceptible to adverse market conditions in Las Vegas, Nevada. Any adverse economic or real estate developments in the area in which the Deer Springs Property is located, or in the future in any of the other markets in which the Corporation operates, or any decrease in demand for commercial real estate resulting from the local economy or demographics could adversely affect the Corporation's rental revenues, which could impair its ability to satisfy its debt service obligations and generate stable positive cash flow from its operations.

In addition, because the Corporation's investments will initially consist solely of its indirect ownership of the Deer Springs Property and the Deer Springs Note, it will be subject to risks inherent in investments in a single industry. Demand for commercial real estate could be adversely affected by weakness in the national, regional and local economies, changes in supply of, or demand for, similar or competing properties in an area and the excess amount of units in a particular market. To the extent that any of these conditions occur, they are likely to affect market rents for space, which could cause a decrease in the Corporation's future potential rental revenue from the Deer Springs Property. Any such decrease could impair the Corporation's ability to satisfy any debt service obligations and generate stable positive cash flow from its operations.

Illiquidity

Real property investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity may tend to limit the Corporation's ability to vary its portfolio promptly in response to changing economic or investment conditions.

Uninsured Losses

DSC LP will carry comprehensive general liability, fire, flood, extended coverage and rental loss insurance with policy specifications, limits and deductibles customarily carried for properties similar to the Deer Springs Property. There are, however, certain types of risks, generally of a catastrophic nature, such as wars or environmental contamination, which are either uninsurable or not insurable on an economically viable basis. Should an uninsured or under-insured loss occur, the Corporation could lose its investment in, and anticipated profits and cash flows from the Deer Springs Property.

Appraised Value of Deer Springs Property

The appraised value of the Deer Springs Property in the Appraisal prepared by the Appraiser is an estimate only, is made effective as at the date set forth in the Appraisal and is subject to a number of assumptions, qualifications and limiting conditions, including but not limited to those described in the Appraisal. Such assumptions, qualifications and limiting conditions generally include, among other things: (i) that title to the Deer Springs Property is good and marketable; (ii) there are no encroachments, encumbrances, restrictions, leases or covenants that would in any way affect valuation, except as noted in the Appraisal; (iii) the existing use of the Deer Springs Property is legal and may be continued by any purchaser of the Deer Springs Property; (iv) there has been no delinquency in the payment of taxes relating to the Deer Springs Property; and (v) that environmental laws have been complied with and there are no potentially hazardous materials on the Deer Springs Property or any adjoining property.

There can be no assurance that the appraised value of the Deer Springs Property is an accurate reflection of the value of such property as at the effective date set forth in the Appraisal or on any other date. In addition, there can be no assurance that the valuation method used in appraising the Deer Springs Property was appropriate for such property as at the effective date set forth in the Appraisal or on any other date. The Corporation undertakes no obligation to update appraisals of its properties, including the Deer Springs Property.

Environmental Matters

As an indirect owner of real property the Corporation will be subject to various state, federal and municipal laws relating to environmental matters. Such laws provide that the Corporation could be liable for the costs of removal of certain hazardous substances and repair of certain hazardous locations. The failure to remove or remediate such substances or locations, if any, could adversely affect the Corporation's ability to sell such real estate or to borrow using such real estate as collateral and could potentially also result in claims against the Corporation. Management is not aware of any material non compliance with environmental laws with respect to the Deer Springs Property. The Corporation is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with the Deer Springs Property. However, The Corporation cannot guarantee that any material environmental conditions do not or will not otherwise exist with respect to the Deer Springs Property.

Public Market Risk

It is not possible to predict the price at which the Shares will trade and there can be no assurance that an active trading market for the Shares will be sustained. The Shares will not necessarily trade at values determined solely by reference to the value of the underlying business of the Corporation or its assets. Accordingly, the Shares may trade at a premium or a discount to the value implied by the value of the Corporation's assets. The market price for the Shares may be affected by changes in general market conditions, fluctuations in the markets for equity securities and numerous other factors beyond the control of the Corporation.

Debt Financing

The Corporation has incurred and may incur indebtedness in the future in connection with the acquisition or expansion of facilities and its business. The Corporation may incur unsecured debt or mortgage debt by obtaining loans secured by some or all of its real estate properties or assets. The Corporation's debt may harm its business and operating results by:

- requiring the Corporation to use a substantial portion of its cash flow from operations to pay principal and interest, which will reduce the amount of cash available for other purposes;

- limiting the Corporation's ability to borrow more money for operating or capital needs or to finance acquisitions in the future; and

- making the Corporation more vulnerable to economic and industry downturns and reducing its flexibility in responding to changing business and economic conditions.

In addition to the risks discussed above and those normally associated with debt financing, including the risk that the Corporation's cash flow will be insufficient to meet required payments of principal and interest, the Corporation will also be subject to the risk that it will not be able to refinance potential future indebtedness on its properties and that the terms of any refinancing it could obtain would not be as favourable as the terms of its existing indebtedness. If the Corporation is not successful in refinancing debt when it becomes due, it may be forced to dispose of properties on disadvantageous terms, which might adversely affect its ability to service other debt and to meet its other obligations. In addition, the financing arrangements of the Corporation may contain covenants that will restrict its ability to operate its business in certain ways. If the Corporation fails to comply with the restrictions in its financing arrangements, its lenders may be able to accelerate related debt as well as any other debt to which a cross-default or cross-acceleration provision applies. A default could also allow creditors to foreclose, sell or realize on the property securing such debt or exercise other remedies against the Corporation. Credit facilities also typically require repayment of funds or cash flow sweeps when certain coverage ratios are not met. In connection with its financing arrangements, the Corporation expects that it will grant security interests over substantially all of its assets. If the Corporation is not able to meet its debt service obligations, it risks the loss of some or all of its assets to foreclosure or sale.

Interest Fluctuations and Financing Risk

The Corporation may finance future acquisitions in part with debt borrowings, which could bear interest at fixed or variable rates. The interest expense on any variable rate indebtedness of the Corporation will increase when interest rates increase. Interest rates are currently low relative to historical levels and may increase significantly in the future. A significant increase in interest expense could adversely affect the Corporation's results of operations.

Failure to Obtain Additional Financing

The Corporation may require additional financing in order to grow and expand its operations. It is possible that such financing will not be available or, if it is available, will not be available on favourable terms. Future financing may take many forms, including debt or equity financing which could alter the debt-to-equity ratio of the Corporation or which could be dilutive to Shareholders.

Dilution

The number of Shares that the Corporation is authorized to issue is unlimited. The directors of the Corporation will have the discretion to issue additional Shares in order to raise additional capital or in connection with future acquisitions, which may have a dilutive effect on Shareholders.

Potential Volatility of Share Price

It is not possible to predict the price at which the Shares will trade and there can be no assurance that an active trading market for the Shares will be sustained. The market price of the Shares may be volatile and could be subject to wide fluctuations due to a number of factors, including but not limited to: (i) actual or anticipated fluctuations in the Corporation's results of operations; (ii) changes in estimates of the Corporation's future results of operations by management or securities analysts; and (iii) general industry changes. In addition, the financial markets have in the past experienced significant price and value fluctuations that have particularly affected the market prices of equity securities of many venture and real estate issuers and that sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally and in the real estate industry specifically, may adversely affect the market price of the Shares.

Limited Prior Public Market

The Shares have a very limited record of trading publicly on the Exchange. The Corporation cannot predict at what price the Shares will trade and there can be no assurance that an active trading market will be maintained. A publicly traded real estate company will not necessarily trade at values determined solely by reference to the underlying value of its real estate assets. Accordingly, the Shares may trade at a premium or a discount to values implied by the Appraisal prepared by the Appraiser or any other valuation.

Potential Conflicts of Interest

Situations may arise where the interests of directors and officers may conflict with the interests of the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided by the CBCA.

Foreign Currency

The results of operations of the Corporation will be reporting in Canadian dollars. The Corporation's operations are anticipated to be conducted almost exclusively in the United States. Any fluctuations in the value of the US dollar relative to the Canadian dollar may result in variations in the revenue and net income of the Corporation. The Corporation does not plan on undertaking any hedging in order to mitigate its foreign currency risks.

The Canadian dollar equivalent of monetary assets and liabilities that are denominated in U.S. dollars are as follows:

	October 31, 2010	April 30, 2010
Cash	$187,817	$ 32,005
Advance to joint venture	857,099	--
Accounts payable	34,667	48,895
Lease deposits	7,571	9,463

Loans payable	69,350	--
Mortgage payable	1,724,569	--

For the three and six months ended October 31, 2010, if the Canadian dollar had weakened 5 percent against the U.S. dollar with all other variables held constant, after-tax net income for the three months ended October 31, 2010 would have been approximately $40,000 and $40,000 lower (September 30, 2009 - $nil and $nil). Conversely, if the Canadian dollar had strengthened 5 percent against the U.S. dollar with all other variables held constant, after-tax net income for the three months ended October 31, 2010 would have been approximately $40,000 and $40,000 higher (September 30, 2009 - $nil and $nil). The foreign currency exchange rate sensitivity in net income in 2010 is attributable to a change in the translation of monetary assets and liabilities denominated in U.S. dollars.

Foreign Political Risk

The Deer Springs Property and the Sahara Crossing Property are located in the United States and, as such, a substantial portion of the Corporation's business will be exposed to various degrees of political, economic and other risks and uncertainties. The Corporation's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of governmental orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on foreign ownership, inability to obtain or delays in obtaining necessary permits, opposition to property development from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Inability to Resell Shares

There can be no assurance that an active and liquid market for the Shares will be develop and, if developed, will be maintained; and a holder of Shares may find it difficult to resell those Shares.

Critical Accounting Estimates

The preparation of financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in preparation of the financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Other MD&A Requirements

Additional information relating to the Company is available on SEDAR at www.sedar.com.