

The
England
Group



THE ABBEY AT VISTA RIDGE

LEWISVILLE, TEXAS

Luxury Suites

Average Residential Unit \$94,117 USD

A "Class A" Quality Investment by The England Group

OUR MISSION

The England Group's mission is to acquire and professionally manage multi-family residential projects in order to maximize cash flow and long term appreciation for our investors, while preserving capital.





THE GENERAL PARTNER

The England Group has established an 18-year track record of acquiring properties in high growth locations. This track record includes the acquisition of approximately 5,000 apartment, condominium and townhome units throughout North America.

The England Group's philosophy in acquiring real estate is to buy newer, high quality rental properties located in areas of high growth. We currently manage a portfolio of real estate assets totaling over CDN\$400 million in value and generating gross annual income in excess of CDN\$52 million.

Kevin England, *President*, and Garry England, *Asset Manager*, are personally involved in all facets of the business including acquisition, evaluation, management and disposition. They have selectively conducted the sale of a number of investment properties, which have resulted in positive profits to investors. In 2004, we sold three properties with each project yielding profits and pre-tax internal rates of return (annual yields) ranging from 17.4% to 22.4%.

Professional independent management companies with expertise in specialized markets are hired to perform the on-site management for each of these investment properties. *The England Group* provides direct supervision and guidance on a daily basis through our dedicated Asset Manager.

THE PROJECT

The Abbey at Vista Ridge is an opportunistic acquisition. We will acquire the property at a cost of US\$80 per square foot and will also assume a long-term mortgage with an interest rate of 4.86% for the next 9 years.

The property is located in South Lewisville, Texas — a municipality near Dallas/Fort Worth. Lewisville enjoys well-rounded commercial development and a variety of community conveniences. *The Abbey* is located just minutes away from the Vista Ridge Mall, one of the largest shopping malls in north Dallas with over 1 million square feet of shopping space.

The project is located in an area undergoing tremendous change. Enhancements to the region's transportation infrastructure are currently in progress. We will acquire *The Abbey* just prior to the completion of two new tollways in the area. Once these additional freeways are constructed, the property will enjoy access to three major transportation arteries converging less than two miles from the property, and it will be just 25 minutes away from downtown Dallas and 10 minutes from the D/FW International Airport, Plano and North Dallas.

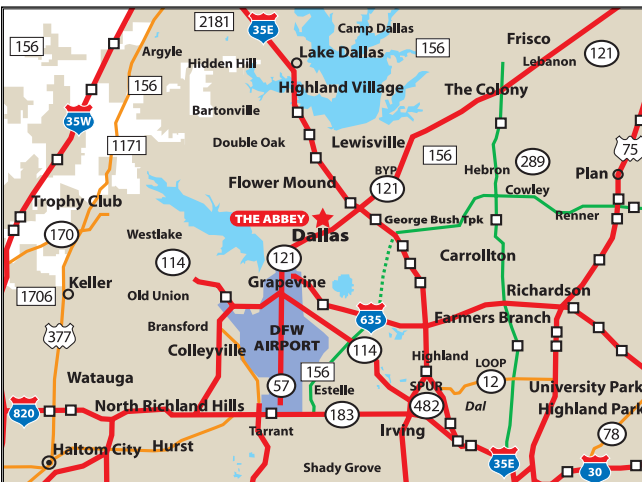
DALLAS / FORT WORTH FACTS



The Abbey at Vista Ridge is located in the Greater Dallas area — a central U.S. location with the 3rd busiest passenger and freight airport system in the world, a pro-business government, natural resources, and an attractive Sunbelt location.

Rated the “#1 City for Doing Business” by Fortune Magazine, Dallas is enjoying a sustained period of population and employment growth and low inflation. Over the past 10 years, the city has experienced a growth of approximately 816,900 jobs.

Dallas/Fort Worth has a population of more than 5 million people, and is expected to become the 4th largest city in the United States by 2010.





- Largest metropolitan area in Texas with 5.2 million residents, a larger population than in 31 U.S. states; the 9th largest metropolitan area in the country.
- Median age is 32.1 years, compared to the U.S. average of 35.3.
- Total GDP surpassed US\$250 billion in 2002, placing the area in 14th position among all states and 19th among the world's nations in total output. (Economy.com)
- Foreign trade exceeded US\$30 billion in 2002, rising approximately 184% since 1996.
- 19 Fortune 500 companies were headquartered in Dallas/Fort Worth in 2003, tying the region with the Houston and Washington areas for fifth position among U.S. metropolitan areas.
- Nine of the Fortune Global 500 companies call Dallas/Fort Worth home. (Fortune Magazine, 2003)
- No personal/corporate income tax and no state property or unitary tax.
- Dallas/Fort Worth is home to 50 hospitals and 42 college and university campuses.
- Dallas/Fort Worth has one of the largest arts and culture scenes in the United States, with more than 150 museums and galleries, over 50 professional and community theaters, and dozens of local symphony and chamber orchestras, ballet groups and opera associations.
- Dallas/Fort Worth International Airport is the world's 3rd busiest airport.
- The DFW International Airport will invest approximately \$2.6 billion into infrastructure enhancements over a five-year time frame. Construction of Terminal D will be completed in 2005, which could add up to 12.8 million passengers annually.
- Dallas/Fort Worth has the nation's largest inland port.
- The NAFTA Superhighway (IH 35) extends from the Texas-Mexico border to Minnesota.



PROPERTY DESCRIPTION



Well-designed units with many amenities

The Abbey at Vista Ridge offers quality construction with many interior and landscape features throughout. Every apartment home offers tiled entries, faux wood flooring in the kitchen and dining rooms, a private patio/balcony or enclosed sunroom and roman soaking tubs. In addition, each home is fully equipped with full size washer and dryer connections, spacious closets, built-in microwaves and oversized walk-in showers in select two-bedroom units.

Each unit also offers double crown molding, two tone paint, ceiling fans with light kits in all bedrooms and living rooms and tile backsplashes in the kitchens. The property was designed with energy efficient features including dual paned windows and digital thermostats.





The Abbey at Vista Ridge is situated on approximately 13.92 acres with a density of 21.55 units per acre. The fully landscaped grounds feature an array of amenities including a resort style swimming pool, a fully equipped 24-hour fitness center, an executive business center, a playground, a picnic area with outdoor gas grills, detached garages, valet trash service and controlled access gates.

The Abbey at Vista Ridge offers six different floor plans ranging in size from a 752 square-foot one-bedroom apartment to a 1,372 square-foot three-bedroom apartment home. Of the six, three floorplans offer the option of an open patio/balcony or enclosed sunroom.



Apartment Home Amenities:

- Ceramic tile entries
- Faux wood floors in kitchen and dining room
- Roman soaking tubs
- Spacious walk-in closets
- Marble vanities
- Oak finish cabinetry with chrome pulls
- Digital thermostats
- Dual paned windows
- Crown molding
- Two-tone paint
- Ceiling fans with light kits in all bedrooms and living rooms
- Full size washer/dryer connections
- Stainless steel sink with vegetable sprayer and tile backsplash

Select Apartment Home Features:

- Private balconies
- Enclosed sunrooms
- Oversized walk-in showers
- Computer work stations
- Outside storage

Community Features:

- Fully landscaped grounds
- Resort style swimming pool
- Fully equipped fitness center
- Executive business center
- Children's play area
- Picnic area with outdoor gas grills
- Detached garages
- Controlled access gate
- Door to door trash pick up
- Covered parking available

THE ABBEY AT VISTA RIDGE



LOCATION, LOCATION, LOCATION

The Abbey at Vista Ridge is located in Lewisville, 20 miles north of downtown Dallas and 34 miles from downtown Fort Worth. Its proximity to Dallas, Fort Worth and the DFW International Airport offers easy access to all parts of the Metroplex, the state and the rest of the United States.

INFRASTRUCTURE ENHANCEMENTS

More than US\$700 million in enhancements to the region's transportation infrastructure are currently in progress. We will be acquiring *The Abbey* just prior to the completion of two new tollways in the area. Once these additional freeways are constructed, *The Abbey* will enjoy access to three major transportation arteries converging less than two miles from the property, which is expected to enhance the accessibility of the community.

POSITIVE CASH FLOW

Projected rental income as set out in the Offering Memorandum is expected to cover all property mortgage payments and operating and management expenses, plus pay out quarterly cash flow disbursements to investors.

RRSP ELIGIBLE

The minimum cash investment for one unit is US\$19,058 which consists of an US\$11,058 investment in a limited partnership unit and an US\$8,000 investment for a Debenture. The Debenture component is RRSP eligible.

TAX ADVANTAGES

The limited partnership structure is intended to permit certain tax deductions to flow to investors, which may result in a large portion of their equity being recovered through personal income tax savings.

100% FINANCING AVAILABLE

Various financing packages have been arranged, providing a five year, interest only, prime + 1% loan.

ASSET IMPROVEMENT

Although the complex is only two years old, the U.S. General Partner is providing a US\$390,000 reserve for refurbishment. For additional investment safety, the U.S. General Partner has committed to providing a Cash Flow Loan totaling US\$250,000.

ASSET MANAGEMENT INCENTIVE

The U.S. General Partner's objective is long term capital appreciation and it has a vested interest in the management and successful operation of the project through a carried interest participation. In the event of a sale or refinancing providing sufficient net proceeds, investors will receive all of their original funds invested plus a priority return of 10% per annum. Additional profits are shared; 80% investors, 20% General Partner.

THE EASE OF INVESTMENT

The England Group specializes in providing ‘armchair investments’ that are geared for easy participation. Our philosophy is to acquire newer, high quality rental properties located in high growth areas with a view to providing both positive cash flow and capital appreciation to our investors.

*The England Group’s projects are designed to pay non-taxable positive cash distributions to investors on a quarterly basis, and to provide Canadian tax benefits to enable investors to acquire an interest in *The Abbey* with limited after-tax expense.*

PROPERTY STATUS

The Abbey at Vista Ridge is currently 90% occupied with average monthly rents of US\$966 per unit. The England Group’s objective will be to diligently increase both occupancy and rental rates.

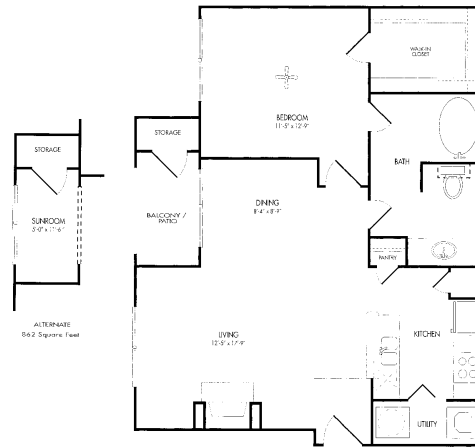
PROFESSIONAL ADVISORS

The General Partner has retained the services of a select team of professional advisors: BDO Dunwoody, accountants and project auditors (**all England Group projects provide annually audited financial statements**); Fasken Martineau DuMoulin LLP, Canadian legal advisors; Thorsteinssons, Canadian and international tax law specialists; and Moran Ozbirn, U.S. and international tax law specialists.

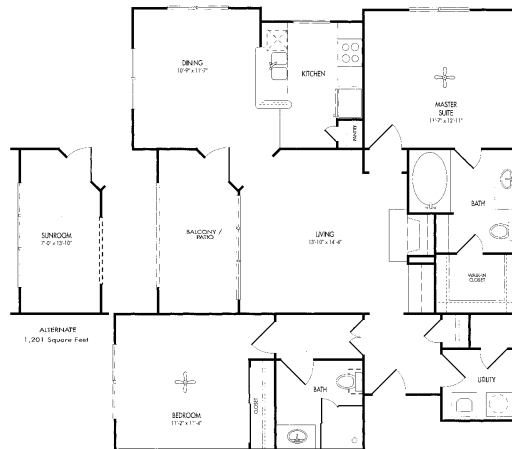


THE ABBEY AT VISTA RIDGE – TYPICAL FLOOR PLANS

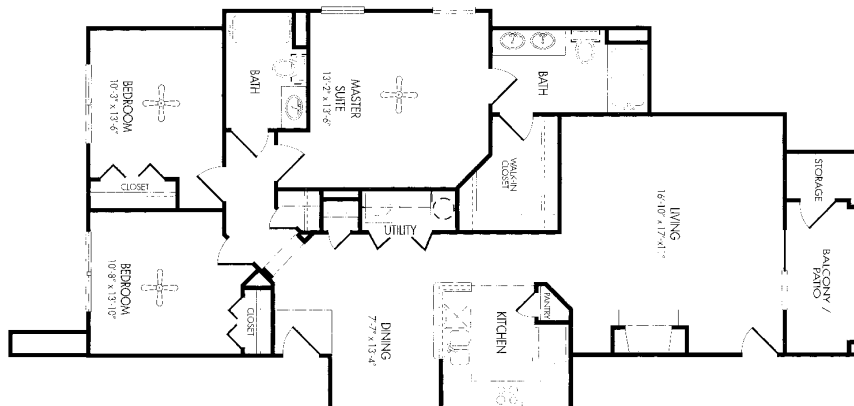
One Bedroom Units - “The Athens” 804 SQ. FT.



Two Bedroom Units - “The Whitney” 1110 SQ. FT.



Three Bedroom Units - “The Worth” 1372 SQ. FT.



TYPICAL HOMES IN THE NEIGHBOURHOOD





The England Group

PROVIDING POSITIVE CASH FLOW AND CAPITAL APPRECIATION TO OUR INVESTORS

#690 – 1040 West Georgia Street, Vancouver, B.C. V6E 4H1
604.685.9500 www.Englandgroup.com

The information contained herein is of a summary nature only and is subject to the more detailed information and disclosure (including the audited Projections) contained in the Offering Memorandum of Abbey Vista Ridge Limited Partnership and AVR Debenture Corp. (together, the "Issuers") to be dated on or about November 29, 2004 (the "Offering Memorandum"), as such Offering Memorandum may be amended from time to time. Prospective investors and their advisors should carefully consider the more detailed information (including the audited Projections) contained in the Offering Memorandum prior to making a decision on an investment in the Units offered pursuant to the Offering Memorandum. Recipients should not construe the contents contained herein or any related documents as legal or investment advice. Recipients should consult their own legal counsel, investment advisors and business advisors as to legal, tax and related matters concerning a possible investment in the Units offered pursuant to the Offering Memorandum. The Projections contained in the Offering Memorandum reflect the Promoter's and the Issuers' judgment as to the most likely future industry and economic conditions and the Issuers' most likely courses of action under those circumstances. Some of the hypotheses used in the preparation of the Projections, although considered reasonable by the Promoter and the Issuers at that time, may prove to be incorrect. The Projections are not guarantees of performance and are subject to known and unknown risks, uncertainties, assumptions and other factors which could cause actual results to differ materially from future results expressed or implied by such Projections. The actual results achieved during the projection period (including levels of income and cash distributions) will vary from the projected results and the variations may be material. No representation or warranty is given that the Projections will be attained and potential investors should not place undue reliance on the Projections. Some of the statements contained herein are expressed in terms of historical rates of return and have no bearing on the future performance of the Issuers or the Project. Past performance is no guarantee of future performance.