

Amendment No. 1 dated October 17, 2012 to the Prospectus dated September 28, 2012

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Amendment No.1, together with the prospectus dated September 28, 2012, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended and, subject to certain exemptions, may not be offered or sold in the United States or to, or for the benefit of US persons.

Initial Public Offering

October 17, 2012



TIMBERCREEK U.S. MULTI-RESIDENTIAL OPPORTUNITY FUND #1
(the “Fund”)

Minimum: C\$15,000,000 of Class A Units and/or Class B Units
(Minimum 1,500,000 Class A Units and/or Class B Units)

Maximum: C\$75,000,000 of Class A Units and/or Class B Units
(Maximum 7,500,000 Class A Units and/or Class B Units)

Capitalized terms used in this Amendment No. 1 have the meanings attributed thereto in the Prospectus dated September 28, 2012 (the “Final Prospectus”) of the Fund.

The Final Prospectus is hereby amended by deleting the bold type description of the Minimum amount of the Offering on the face page of the Final Prospectus and replacing it with the bold type description of the Minimum amount of the Offering set forth above.

The Final Prospectus is further amended by deleting the table and notes to the table on the first page of the face page of the Final Prospectus in their entirety and replacing them with the following:

	Price to the Public⁽¹⁾	Agents’ Fee	Net Proceeds to the Fund⁽²⁾
Per Class A Unit	C\$10.00	C\$0.525	C\$9.475
Per Class B Unit	C\$10.00	C\$0.275	C\$9.725
Minimum Offering ⁽³⁾	C\$15,000,000	C\$787,500	C\$14,212,500
Maximum Offering ⁽³⁾	C\$75,000,000	C\$3,937,500	C\$71,062,500

Notes:

- (1) The terms of the Offering were determined by negotiation between the Agents (as defined below) and the Manager, on behalf of the Fund.
- (2) Before deduction of the expenses of the Offering, estimated to be C\$525,000 in the case of the Minimum Offering and C\$900,000 in the case of the Maximum Offering, which will be paid by the Fund out of the proceeds of the Offering (but shall not exceed 1.5% of the Gross Subscription Proceeds (as defined herein)).
- (3) Minimum Offering and Maximum Offering assumes only Class A Units are issued.

The Final Prospectus is further amended by deleting the first sentence of the final paragraph of the first page of the face page of the Final Prospectus and replacing it with the following:

“There will be no closing unless a minimum of C\$15,000,000 of Class A Units and/or Class B Units are sold pursuant to this Offering.”

The Final Prospectus is further amended by deleting the final sentence on the third page of the face page of the Final Prospectus and replacing it with the following:

“Closing of the Offering is expected to occur on or about October 25, 2012, but in any event not later than 90 days after a receipt for the Final Prospectus is issued.”

The Final Prospectus is further amended by deleting the paragraph entitled “**Issue Size**” in the Prospectus Summary on page 4 of the Final Prospectus in its entirety and replacing it with the following:

“**Issue Size:** Minimum Offering: C\$15,000,000 of Class A Units and/or Class B Units.

Maximum Offering: C\$75,000,000 of Class A Units and/or Class B Units.

See “Description of the Securities Distributed.””

The Final Prospectus is further amended to provide that the definitions of “Closing Date” and “Minimum Offering” contained under the heading “*Glossary of Terms*” are deleted in their entirety and replaced with the following definitions:

“**Closing Date**” means the closing date of the Offering, which is expected to occur on or about October 25, 2012, but in any event not later than 90 days after a receipt for the Final Prospectus is issued;

“**Minimum Offering**” means the offering of a minimum of C\$15,000,000 of Class A Units and/or Class B Units;

The Final Prospectus is further amended by deleting the first paragraph, table and notes to the table on page 40 in Section 5 under the heading “*Use of Proceeds*” in their entirety and replacing them with the following:

“The following table shows the intended use of the gross proceeds from the Offering, the Private Placements and from the Mortgage Loans by Operating LP assuming both the Minimum Offering and the Maximum Offering are completed.

Sources of Funds	Assuming Minimum Offering	Assuming Maximum Offering
Proceeds from issuance of Class A Units and Class B Units	C\$15,000,000	C\$75,000,000
Proceeds from Private Placements ⁽¹⁾	C\$20,000,000	C\$20,000,000
Mortgage Loans and operating line of credit ⁽²⁾	C\$65,000,000	C\$176,430,000
Total Sources of Funds:	C\$100,000,000	C\$271,430,000
Uses of Funds		
Agents’ Fee ⁽³⁾	C\$787,500	C\$3,312,500
Additional fees ⁽⁴⁾	C\$100,000	C\$100,000
Expenses of this Offering and the Private Placements (legal, accounting and audit, tax advice, printing, travel, securities filings)	C\$525,000	C\$900,000
Purchase price of the Properties ⁽⁵⁾	C\$77,467,500	C\$209,927,500
Estimated closing costs for purchase of Properties (including Acquisition Fees, transfer fees, legal, due diligence and financing costs) ⁽⁶⁾	C\$4,910,000	C\$13,290,000
Estimated costs, including a reserve, for renovation and repositioning of Properties ⁽⁷⁾	C\$15,710,000	C\$42,540,000
Creation of reasonable working capital reserves for the Properties ⁽⁸⁾	C\$500,000	C\$1,360,000
Total Use of Funds:	C\$100,000,000	C\$271,430,000

Notes:

- (1) The Private Placement amounts are illustrative only.
- (2) The Manager intends to finance a part of the purchase price and the subsequent improvement program of the Properties by way of Mortgage Loans and an operating line of credit from third party Lenders. The amounts and Lenders of such Mortgage Loans have not yet been identified and the amount shown in the table above on account of Mortgage Loans is an estimate only. The table above includes Mortgage Loans and an operating line of credit such that it equates to approximately 65% of the total sources of funds.
- (3) Agents’ Fees have been calculated based on an estimated Minimum Offering split of C\$15,000,000 Class A Units and no Class B Units and a Maximum Offering split of C\$50,000,000 Class A Units and C\$25,000,000 Class B Units.
- (4) Additional fees include a work fee of 0.5% on the gross proceeds raised under the Private Placements.
- (5) No specific properties have been identified by the Fund and the purchase price of Properties shown is an estimate only, and may not be the actual aggregate price payable pursuant to the agreements of purchase and sale to be made between Operating LP and vendors.

- (6) The amount incurred in respect of the purchase of Properties by Operating LP will include, without limitation, all due diligence inspections and reviews, including environmental reviews, of the Properties, third party consultant's fees, closing adjustments, legal and accounting fees, Acquisition Fees, acquisition fees paid to third party mortgage Lenders, insurers and brokers, other closing costs and transfer fees and taxes. The table above includes an estimated cost of approximately 6% of the purchase price of the Properties.
- (7) The estimated costs, including a reserve, for renovation and repositioning of the Properties to ensure sufficient funds are available to facilitate the improvement program. The table above includes an estimated amount of approximately 20% of the purchase price of the Properties.
- (8) The Manager will establish working capital reserves for Operating LP, to help ensure sufficient funds are on hand from time to time to pay anticipated and unanticipated operating and capital expenses of the Properties. The table above includes an estimated reserve of approximately 1.5% of Net Subscription Proceeds, less expenses of the Offering.

The Final Prospectus is further amended by deleting the table and notes to the table on page 41 in Section 5 under the heading "Use of Proceeds" in its entirety and replacing it with the following:

"The Manager proposes to pursue the business objectives set forth above in connection with the following schedule:

Milestone	Target Date for Completion	Estimated Costs		
			Assuming Minimum Offering	Assuming Maximum Offering
Document and Complete Purchase of Properties	October 18, 2014	Purchase Price	C\$77,467,500	C\$209,927,500
		Acquisition Fees, Due diligence, documentation and financing costs, brokerage fees ⁽¹⁾	C\$4,910,000	C\$13,290,000
		Estimated costs, including a reserve, for renovation and repositioning program ⁽²⁾	C\$15,710,000	C\$42,540,000
		Subtotal	C\$98,087,500	C\$265,757,500

Notes:

- (1) Includes all estimated closing costs for purchase of Properties (including Acquisition Fees, transfer fees, legal, due diligence and financing costs).
- (2) The estimated costs, including a reserve, is based on approximately 20% of the Purchase Price, however, for any given Property, the Manager could allocate a larger or smaller amount to the renovation and repositioning program.

The Final Prospectus is further amended by deleting the table and notes to the table on page 53 in Section 8.1 under the heading "Existing and Proposed Capitalization" in its entirety and replacing it with the following:

"The following table summarizes information about the outstanding securities of the Fund:

Description of security	Number authorized to be issued	Number outstanding and carrying value as at September 28, 2012	Number outstanding and carrying value after Offering	
			(Assuming Minimum Offering)	(Assuming Maximum Offering)
Class A Units and Class B Units	unlimited	Nil	C\$15,000,000 ⁽¹⁾⁽³⁾⁽⁴⁾	C\$75,000,000 ⁽²⁾⁽³⁾⁽⁴⁾
Class C Units	unlimited	1 (C\$10)	C\$20,000,000 ⁽¹⁾⁽⁴⁾	C\$20,000,000 ⁽¹⁾⁽⁴⁾

Notes:

- (1) Gross proceeds before issuance costs. Assuming that the Minimum Offering of C\$15,000,000 of Class A Units and/or Class B Units are sold pursuant to this Offering, the issuance costs, which include the expenses of the offering, Agents' Fees and additional fees, for the Offering and the Private Placements are expected to be C\$1,412,500.
- (2) Gross proceeds before issuance costs. Assuming that the Maximum Offering of C\$75,000,000 of Class A Units and/or Class B Units are sold pursuant to this Offering, the issuance costs, which include the expenses of the offering, Agents' Fees and additional fees, for the Offering and the Private Placements are expected to be C\$4,312,500.
- (3) Agents' Fees have been calculated based on an estimated Minimum Offering split of C\$15,000,000 Class A Units and no Class B Units and a Maximum Offering split of C\$50,000,000 Class A Units and C\$25,000,000 Class B Units.

- (4) The number of Class A Units and Class B Units outstanding after the Offering will be the number of Class A Units and Class B Units purchased which equal 1,500,000 in the case of the Minimum Offering and 7,500,000 in the case of the Maximum Offering.
- (5) The Private Placement amounts are illustrative only.”

The Final Prospectus is further amended by deleting the first sentence of section 14.2 and replacing it with the following:

“There will be no closing unless a minimum of C\$15,000,000 of Class A Units and/or Class B Units are sold pursuant to this Offering.”

The Final Prospectus is further amended by deleting the first sentence of section 14.4 and replacing it with the following:

“Pursuant to an Agency Agreement made as of September 28, 2012, as amended, the Agents have agreed to offer the Units for sale on a “best efforts” basis until October 25, 2012, but in any event not later than 90 days after a receipt for the Final Prospectus is issued, in consideration of the Agents’ Fee equal to 5.25% of the aggregate purchase price of Class A Units and 2.75% of the aggregate purchase price of Class B Units sold under the Offering.”

Any statement in the Final Prospectus shall be deemed to be modified or superseded to the extent that a statement contained herein modifies or supersedes such statement. The modifying or superseding statement herein need not state that it has modified or superseded a prior statement in the Final Prospectus.

AUDITORS' CONSENT

We have read the prospectus of Timbercreek U.S. Multi-Residential Opportunity Fund #1 (the "**Fund**") dated September 28, 2012 as amended by Amendment No. 1 dated October 17, 2012 (the "Prospectus") relating to the sale and issue of Units of the Fund. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned Prospectus of our report to the Unitholder of the Fund on the financial statements of the Fund, which comprise the balance sheet as at August 30, 2012, the statements of changes in equity and cash flows for the one day period ended August 30, 2012, and notes, comprising a summary of significant accounting policies and other explanatory information. Our report is dated September 28, 2012.

(signed) KPMG LLP

Chartered Accountants, Licensed Public Accountants

October 17, 2012

Toronto, Canada

CERTIFICATE OF THE FUND

Dated: October 17, 2012

The prospectus dated September 28, 2012, as amended by this Amendment No. 1, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated September 28, 2012, as amended by this Amendment No. 1 as required by the securities legislation of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Prince Edward Island, New Brunswick, Nova Scotia, Newfoundland and Labrador, the Yukon, Northwest Territories, and Nunavut.

TIMBERCREEK U.S. MULTI-RESIDENTIAL OPPORTUNITY FUND #1

By: (Signed) R. Blair Tamblyn
Chief Executive Officer

By: (Signed) David Melo
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF TIMBERCREEK U.S. MULTI-RESIDENTIAL OPPORTUNITY FUND #1 G.P. INC., THE GENERAL PARTNER OF TIMBERCREEK U.S. MULTI-RESIDENTIAL OPPORTUNITY FUND #1

By: (Signed) R. Blair Tamblyn
Director

By: (Signed) David Melo
Director

By: (Signed) Carrie Morris
Director

**PROMOTER
TIMBERCREEK ASSET MANAGEMENT INC.
as Promoter**

By: (Signed) R. Blair Tamblyn
Director

CERTIFICATE OF THE AGENTS

Dated: October 17, 2012

To the best of our knowledge, information and belief, the prospectus dated September 28, 2012, as amended by this Amendment No. 1, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus dated September 28, 2012, as amended by this Amendment No. 1, as required by the securities legislation of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Prince Edward Island, New Brunswick, Nova Scotia, Newfoundland and Labrador, the Yukon, Northwest Territories, and Nunavut.

RAYMOND JAMES LTD.

CIBC WORLD MARKETS INC.

GMP SECURITIES L.P.

By: (Signed) J. Graham Fell

By: (Signed) Michael D. Shuh

By: (Signed) Andrew Kiguel

BMO NESBITT BURNS INC.

By: (Signed) Robin G. Tessier

**NATIONAL BANK FINANCIAL
INC.**

SCOTIA CAPITAL INC.

By: (Signed) Timothy D.
Evans

By: (Signed) Bryce Stewart

CANACCORD GENUITY CORP.

**MACQUARIE CAPITAL
MARKETS CANADA LTD.**

By: (Signed) Justin Bosa

By: (Signed) John Bartkiw

DUNDEE SECURITIES LTD.

**MANULIFE SECURITIES
INCORPORATED**

By: (Signed) Aaron Unger

By: (Signed) David MacLeod