Heng Fai Enterprises Limited
恒輝企業控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 185)

OVERSEAS REGULATORY ANNOUNCEMENT

Please refer to the attached Form 10-Q filed by American Housing REIT, Inc., a subsidiary company of the Company whose shares are traded on the Over-The-Counter Board in the United States of America.

By Order of the Board
Heng Fai Enterprises Limited
Zhang Jingguo
Chairman, Chief Executive Officer
and Executive Director

Hong Kong SAR, 14 August, 2015

As at the date of this announcement, the executive Directors are Mr. Zhang Jingguo, Mr. Zhang Guoqiang, Mr. Eric Jackson Chang; the non-executive Director is Ms. Huang Yanping and the independent non-executive Directors are Mr. Liu Da, Dr. Liu Qiao and Mr. Ma Yuntao.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

☐ **ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarter ended June 30, 2015

OR

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________ to ___________.

Commission file number: 333-170828

American Housing REIT Inc.
(Exact name of registrant in its charter)

Maryland	**46-4022327**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
4800 Montgomery Lane, Suite 450 **Bethesda, MD**	**20814**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(202) 524-6851**

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ **Yes No** ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). **Yes** ☑ **No** ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 if the Exchange Act.

Large accelerated filter	☐	Accelerated filter	☐
Non-accelerated filter (Do not check if a smaller reporting company)	☐	Smaller reporting company	☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

Class	**Outstanding August 12, 2015**
Common Stock, $0.01 par value per share	646,809

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this "Report") contains "forward-looking statements." Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as "anticipate," "believe," "estimate," "intend," "could," "should," "would," "may," "seek," "plan," "might," "will," "expect," "predict," "project," "forecast," "potential," "continue" negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

CERTAIN TERMS USED IN THIS REPORT

When this report uses the words "we," "us," "our," and the "Company," they refer to American Housing REIT Inc., unless otherwise indicated.

"Heng Fai" refers to Heng Fai Enterprises, Ltd., a Hong Kong company which owns or controls HFE USA, LLC, our majority shareholder.

"HFE USA, LLC" refers to HFE USA, LLC, a Delaware limited liability company owned by Heng Fai. HFE USA, LLC is our majority shareholder.

"Inter-American Management" or "Manager" refers to Inter-American Management, LLC, a Delaware limited liability company owned or controlled by an affiliate of HFE USA, LLC, our majority shareholder.

"IAD" refers to Inter-American Development, a Delaware limited liability company owned or controlled by an affiliate of HFE USA, LLC, our majority shareholder.

"SEC" refers to the United States Securities and Exchange Commission.

"Common stock" refers to the common shares in our capital stock.

Our consolidated financial statements are stated in United States dollars (US $) and are prepared in accordance with United States generally accepted accounting principles.

AMERICAN HOUSING REIT INC.
Consolidated Balance Sheets

	As of	
	June 30, 2015 (unaudited)	December 31, 2014
Assets		
Investment in real estate:		
Land	$ 3,651,386	$ 3,077,106
Building and improvements	14,735,433	11,802,963
	18,386,819	14,880,069
Less: accumulated depreciation	(389,955)	(220,500)
Investment in real estate, net	17,996,864	14,659,569
Cash (includes $230,297 and $241,296 in restricted cash as of June 30, 2015 and December 31, 2014, respectively)	707,091	495,612
Escrow deposits	522,811	107,462
Prepaid expense	9,958	-
Rents and other receivables	91,158	133,180
Deferred financing costs	393,761	32,304
Intangible asset, net	14,420	2,535
Total assets	$ 19,736,063	$ 15,430,662
Liabilities and Stockholders' Equity		
Liabilities:		
Accounts payable and accrued expenses	$ 113,185	$ 317,603
Due to related parties, net	156,651	242,351
Security deposits	224,550	173,964
Real estate tax payable	180,927	221,757
Prepaid rent	-	23,941
Third party loan payable	4,983,333	-
Notes payable to majority shareholder	8,091,243	7,899,051
Total liabilities	13,749,889	8,878,667
Stockholders' Equity:		
Preferred stock, $0.001 par value, 10,000,000 shares authorized; no shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	-	-
Common stock $0.01 par value, 100,000,000 shares authorized; 646,809 and 625,690 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	6,467	6,256
Additional paid-in capital	7,697,457	7,440,918
Accumulated deficit	(1,717,750)	(895,179)
Total stockholders' equity	5,986,174	6,551,995
Total liabilities and stockholders' equity	$ 19,736,063	$ 15,430,662

The accompanying notes are an integral part of these unaudited consolidated financial statements.

AMERICAN HOUSING REIT INC.
Consolidated Statements of Operations
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	**2014**	**2015**	**2014**
Revenue				
Rental revenue	$ 515,730	$ 306,492	$ 949,757	$ 456,154
Other revenue	13,484	2,947	24,435	15,215
Total revenue	529,214	309,439	974,192	471,369
Expenses				
Property operating expenses	209,040	68,972	382,088	79,528
General and administrative	131,282	71,476	388,716	71,476
Property management fees	24,483	21,196	60,741	29,750
Real estate taxes	94,471	37,902	103,036	59,486
Homeowners' association fees	7,537	7,127	16,323	11,853
Depreciation and amortization	96,991	88,875	184,670	186,841
Interest expense	203,373	73,446	350,698	73,446
Total expenses	767,177	368,994	1,486,272	512,380
Net loss	$ (237,963)	$ (59,555)	$ (512,080)	$ (41,011)
Net loss per share – Basic and Diluted	$ (0.37)	$ (0.25)	$ (0.81)	$ (0.32)
Weighted-average shares outstanding – Basic and Diluted	637,990	237,682	631,874	129,763

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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AMERICAN HOUSING REIT INC.
Consolidated Statements of Cash Flows
(unaudited)

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
Operating activities		
Net loss	$ (512,080)	$ (41,011)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	184,670	186,841
Amortization of deferred financing costs	117,064	-
Changes in operating assets and liabilities:		
Rent and other receivables, net	42,022	(36,919)
Prepaid expense	(9,958)	110
Accounts payable and accrued expenses	(204,418)	167,474
Accrued management fees due to related party	120,000	60,000
Security deposits	50,586	111,675
Real estate tax payable	(40,830)	-
Prepaid rent	(23,941)	28,035
Net cash (used in) provided by operating activities	(276,885)	476,205
Investing activities		
Escrow deposit activity	(415,349)	(572,408)
Loans to related parties	(132,598)	-
Purchase of land, building and improvements, and intangibles	(3,533,850)	(7,971,238)
Net cash used in investing activities	(4,081,797)	(8,543,646)
Financing activities		
Proceeds from notes payable from majority shareholder	448,942	8,613,512
Proceeds from third party loan	5,000,000	-
Principal payments on third party loan	(16,667)	-
Loans repaid to related parties	(73,102)	-
Dividends paid to common shareholders	(310,491)	(69,850)
Payment of deferred financing costs	(478,521)	-
Net cash provided by financing activities	4,570,161	8,543,662
Net increase in cash and cash equivalents	211,479	476,221
Cash and cash equivalents—beginning of period	495,612	-
Cash and cash equivalents—end of period	$ 707,091	$ 476,221
Supplemental cash flow information:		
Cash payments for interest	$ 409,195	$ -
Noncash financing and investing activities:		
Notes payable to majority shareholder converted to common shares	$ 256,750	$ 3,050,218

The accompanying notes are an integral part of these unaudited consolidated financial statements.

AMERICAN HOUSING REIT INC.
Notes to Unaudited Consolidated Financial Statements

Note 1 - Organization

American Housing REIT Inc. (the "Company") was incorporated in Delaware on December 4, 2009 under the name CWS Marketing & Finance Group, Inc., later renamed to OnTarget360 Group, Inc. ("OnTarget"), and acquired by the Hong Kong company known as Heng Fai Enterprises, Ltd. ("Heng Fai") on July 19, 2013. The Company changed to its current name effective September 12, 2013 in connection with its re-domestication into a Maryland corporation. Our primary business strategy is to acquire, lease and manage single-family residential properties ("SFRs") as well-maintained investment properties to generate attractive risk-adjusted returns over the long-term. The Company employs a disciplined and focused approach to evaluating acquisition opportunities, considering the mix of rent yield and future home price appreciation potential when selecting a market and investment. The Company generally sources homes that are in "rent-ready" condition to a standard that the Company believes appeals to our target tenants' preferences, enabling us to attract qualified tenants and to provide a high level of service to retain our tenants. As of June 30, 2015, the Company owned 173 properties located in Texas, Georgia, Florida, and North Carolina. AHR First Equity LLC, is a wholly owned subsidiary of the Company and it wholly owns AHR First Borrower LLC. Both are Delaware limited liability companies that were formed on September 8, 2014 in order to facilitate the B2R financing transaction discussed in Note 5 – "Third Party Financing."

Heng Fai is a Hong Kong listed company engaged in real estate development, investments, management and sales, hospitality management and investments and REIT management. Heng Fai owns HFE USA, LLC, our majority shareholder. As of June 30, HFE USA, LLC owns an aggregate of 645,623 (or 99.8%) of our outstanding common stock. On April 25, 2015, Joy Town Inc., a company incorporated in the British Virgin Islands, entered into an agreement to acquire a controlling interest in Heng Fai. The acquisition transaction was completed on June 29, 2015.

Note 2 – Significant Accounting Policies

Basis of presentation

The accompanying financial statements are unaudited and include the accounts of the Company. The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and the rules and regulations of the United States Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures required for annual financial statements have been condensed or excluded pursuant to SEC rules and regulations. Accordingly, the accompanying financial statements do not include all of the information and footnotes required by GAAP for complete financial statements and should be read in conjunction with the audited financial statements and notes thereto for the fiscal year ended December 31, 2014. In the opinion of management, all adjustments of a normal and recurring nature necessary for a fair presentation of the financial statements for the interim periods have been made.

Escrow Deposits

Escrow deposits include refundable and non-refundable cash earnest money deposits for the purchase of properties including advances from HFE USA, LLC. In addition, escrow deposits may include amounts paid for SFR's in certain states which require a judicial order when the risk and rewards of ownership of the property are transferred and the purchase is finalized. The escrow deposit balance was $522,811 and $107,462 as of June 30, 2015 and December 31, 2014, respectively. The $415,349 increase in the escrow balance during the six month 2015 period resulted primarily from new escrow balances in the amount of approximately $368,000 that were established in the 2015 six month period related to the third party loan discussed in Note 5 – "Third Party Financing" and $100,000 that was established as earnest funds, partially offset during the six month period by approximately $47,000 in escrow related funds repaid by the Company to IAD (refer to Note 6 – "Related Party Transactions") and approximately $5,000 paid by the Company in transaction fees.

Note 3 – Lease Income

The Company generally rents its properties under non-cancelable lease agreements with a term of one year. Future minimum rental revenues under leases existing on our properties at June 30, 2015, in each calendar year through the end of their terms, are as follows:

2015	$	804,570
2016		486,645
2017		64,390
2018		10,325
Total Future Receipts	$	1,365,930

Note 4 – Shareholders' Equity

Preferred Stock

The Company's charter authorizes the issuance of 10,000,000 shares of preferred stock, par value $0.001 per share. As of June 30, 2015 and December 31, 2014, no shares of preferred stock were issued and outstanding.

Common Stock

The Company has 100,000,000 of authorized shares of common stock, $0.01 par value. As of June 30, 2015 and December 31, 2014, there were 646,809 and 625,690 outstanding common shares, respectively.

On May 8, 2015, the Company converted $256,750 of an unsecured note payable as a contribution to the Company's capital and issued 21,119 shares of its unregistered common stock to HFE USA, LLC at a conversion price of $12.1575 per share. See Note 6 – "Related Party Transactions."

On January 20, 2015, the Company declared a dividend of $0.244 per share to common stock holders as of January 30, 2015. The total amount of the dividend that was paid in February 2015 was $152,669.

On May 11, 2015, the Company declared a dividend of $0.244 per share to common stock holders as of May 14, 2015. The total amount of the dividend that was paid in June 2015 was $157,822.

Total dividends paid to common shareholders during the six months ended June 30, 2014 were $310,491.

Note 5 – Third Party Financing

The Company, through its subsidiary AHR First Borrower, LLC, ("First Borrower"), entered into a loan agreement dated January 15, 2015 (the "Loan Agreement"), with B2R Finance L.P., as lender ("B2R"), pursuant to which First Borrower borrowed $5.0 million (the "Loan") from B2R. The purpose of Loan was to provide funds for the Company to acquire SFRs. The Loan is a two-year, floating rate loan. The floating rate is computed monthly based on three-month LIBOR (subject to a LIBOR floor rate of 0.25%) plus a fixed spread of 4.75%. Interest on the Loan is paid monthly beginning on March 8, 2015. The Loan is secured by first priority mortgages on a portfolio of 72 single-family homes operated as rental properties owned by the Company through First Borrower.

For the six months ended June 30, 2015 the Company used approximately $3.6 million of the proceeds from the Loan to acquire 40 SFRs (for additional details refer to Note 7 – "Single Family Residence Acquisitions"). As of June 30, 2015 the Company made principal payments on the Loan in the amount of $16,667 and accordingly the balance outstanding on the Loan as of June 30, 2015 was $4,983,333. Interest expense incurred on the Loan for the three and six months ended June 30, 2015 was $63,894 and $83,339, respectively.

As of June 30, 2015, scheduled principal payments due in each calendar year listed below are as follows:

2015	$	25,003
2016		50,004
2017		4,908,326
Total Future Payments	$	4,983,333

Deferred Financing Costs

The following is a detail of the deferred financing costs incurred as of June 30, 2015.

Balance as of December 31, 2014, net	$	32,304
Additional deferred financing costs – six months ended June 30, 2015		478,521
Amortization expense – six months ended June 30, 2015		(117,064)
Balance as of June 30, 2015, net	$	393,761

All deferred financing costs recorded on the accompanying Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014 were incurred in connection with obtaining the B2R Loan. Amortization expense is included in the "Interest Expense" line item in the accompanying Statements of Operations. Amortization expense incurred for the three and six months ended June 30, 2015 was $63,853 and $117,064, respectively.

Note 6 – Related Party Transactions

Management Agreement

On November 10, 2014, the Company entered into a Management Agreement, with an effective date of April 1, 2014, with Inter-American Management, LLC (the "Manager"), our affiliate. Under the terms of the Management Agreement, the Manager is responsible for designing and implementing our business strategy and administering our business activities and day-to-day operations. For performing these services, the Company will pay the Manager a base management fee equal to the greater of (a) 1.50% per annum of our net asset value (the value of our assets less the value of our liabilities), or (b) $20,000 per calendar month. For the three and six months ended June 30, 2015 and 2014 management fees of $60,000 and 120,000 were incurred and expensed. As of June 30 2015 and December 31, 2014, cumulative management fees of $300,000 and $180,000, respectively (since April 1, 2014), were incurred and expensed by us, due to the Manager, and remain unpaid. The Management Agreement also allows the Manager to perform property management services for the Company for 8% of rental revenue. During the six months ended June 30, 2015, the Manager chose not to provide any property management services and therefore no fees related to this provision were incurred or recorded in the accompanying Statements of Operations. The management fee expense is included in the "General and Administrative" expense line item in the accompanying Consolidated Statements of Operations and the unpaid management fee balance is included in the "Due to Related Parties, Net" line item in the accompanying Consolidated Balance Sheets.

Allocated General and Administrative Expenses

In the future, the Company may receive an allocation of general and administrative expenses from the Manager that are either clearly applicable to or were reasonably allocated to the operations of the properties. There were no allocated general and administrative expenses from the Manager for the three and six months ended June 30, 2015 and June 30, 2014.

Notes Payable to Majority Shareholder

Master Funding Agreement

HFE USA, LLC, the majority shareholder has loaned the Company funds to acquire the SFRs since inception. On April 14, 2014, the Company entered into a Master Funding Agreement with HFE USA, LLC, with effective date of January 1, 2014. HFE USA, LLC has advanced, prior to the effective date, and may advance, from time to time thereafter, funds to the Company initially on an interest-free basis (collectively, the "Notes"). The proceeds from the Notes are to be deployed by us to acquire single family homes and for other general corporate purposes. As of June 30, 2015 and December 31, 2014, the outstanding principal balance of the Notes was $8,091,243 and $7,899,051, respectively. Interest expense on the Notes was $75,626 and $150,295 for the three and six months ended June 30, 2015, respectively. Interest expense on the Notes was $73,446 for the three and six months ended June 30, 2014, respectively. During the six months ended June 30, 2015, HFE USA, LLC loaned the Company a total of $448,942. This total consisted of $330,000 in the form of notes payable in order to pay off all accrued and unpaid interest on the Notes (in the amount of approximately $326,000 as of March 31, 2015) and $118,942 to be used to fund costs associated with obtaining additional third party financing. The accrued interest was classified as "Accounts Payable and Accrued Expenses" on the accompanying Balance Sheets. As of June 30, 2015 there was $75,626 of accrued interest owed on the Notes (representing interest expense from April 1, 2015 thru June 30, 2015). Additionally, on May 8, 2015, the Company agreed to treat $256,750 of the note as a contribution to capital and agreed to issue 21,119 shares of the Company's unregistered common stock to HFE USA, LLC at a conversion price of $12.1575 per share. Pursuant to the Master Funding Agreement, upon deployment, the Company converts 50% of the HFE USA, LLC funds to convertible debentures and 50% to common shares of the Company.

The Company analyzed the conversion option in the Notes for derivative accounting treatment under ASC Topic 815, "Derivatives and Hedging," and determined that the instrument does not qualify for derivative accounting. The Company therefore performed an analysis to determine if the conversion option was subject to a beneficial conversion feature and determined that the instrument does not have a beneficial conversion feature.

Due to Related Parties, Net

A detail of the due to related parties balance as of June 30, 2015 and December 31, 2014 is as follows:

	June 30, 2015	December 31, 2014
Due from Manager	$ 196,664	$ 64,066
Due from IAD	105,546	105,546
Due to Manager – management fees	(300,000)	(180,000)
Due to Manager – other funds	(4,500)	(30,235)
Due to IAD	(154,361)	(201,728)
Due to related parties, net	$ (156,651)	$ (242,351)

During the six months ended June 30, 2015 the Company loaned the Manager $132,598 primarily to be used by the Manager for general corporate purposes. The accrued and unpaid management fee due to the Manager for the six months ended June 30, 2015 was $120,000. Additionally, during the six months ended June 30, 2015 the Company repaid the Manager and IAD a total of $73,102 ($25,735 to the Manager for general funds it owed the Manager and $47,367 to IAD for IAD escrow funds previously used by the Company).

Sale of Five Homes from IAD to AHR

As discussed in Note 7 – "Single Family Residence Acquisitions," from January 1, 2015 to June 30, 2015, the Company acquired 40 SFRs. Five of the 40 homes were sold by IAD to AHR in March 2015 for a total of approximately $600,000, and therefore the SFRs became part of AHR's portfolio of homes as of June 30, 2015. Similar transactions are not expected to occur between IAD and AHR in the future.

Note 7 – Single Family Residence Acquisitions

As of June 30, 2015 the Company owns 173 SFRs. From January 1, 2015 (when the Company owned 133 SFRs) to June 30, 2015, the Company acquired 40 SFRs of which 5 are located in Florida, 28 are located in Georgia, 3 are located in North Carolina, and 4 are located in Texas. Funds from the B2R loan were used to fund the 40 acquisitions. The Company's aggregate investment for these 40 SFRs was approximately $3.6 million. Depreciation expense was $89,896 and $169,455 for the three and six months ended June 30, 2015, respectively. Depreciation expense was $46,302 and $68,079 for the three and six months ended June 30, 2014, respectively.

The following table presents summary statistics of the SFRs for the Company's entire portfolio as of June 30, 2015.

State	Number of Homes	Aggregate Investment (1)	Average Investment per Home
Florida	18	$ 1,638,323	$ 91,018
Georgia	59	$ 5,197,047	$ 88,086
North Carolina	6	$ 551,634	$ 91,939
Texas	90	$ 11,340,897	$ 126,010
Total and Weighted Average	**173**	**$ 18,727,901**	**$ 108,254**

(1) The aggregate investment amount in the table above of $18.7 million includes an identified intangible asset of $0.2 million on a gross basis and also includes acquisition costs that were expensed of $0.2 million, resulting in a net investment on the accompanying Balance Sheet as of June 30, 2015 of $18.4 million.

The Company identified one intangible asset related to its in-place tenants at the dates of acquisition of its SFRs. A detail of the intangible balance is as follows:

Intangible asset balance as of December 31, 2014, net	$	2,535
Additional intangible recorded – six months ended June 30, 2015		27,100
Amortization expense – six months ended June 30, 2015		(15,215)
Intangible asset balance as of June 30, 2015, net	$	14,420

Amortization expense was $7,095 and $15,215 for the three and six months ended June 30, 2015, respectively. Amortization expense was $42,573 and $118,762 for the three and six months ended June 30, 2014, respectively.

Note 8 – Commitments and Contingencies

Property Management Agreements

The Company has entered into property management agreements with the property managers under which the property managers generally oversaw and directed the leasing, management and advertising of the properties in our portfolio, including collecting rents and acting as liaison with the tenants. The Company pays its property managers a property management fee equal to 8% of collected rents and a leasing fee equal to one month of each lease's annual rent. For the three and six months ended June 30, 2015, property management fees incurred by the property managers were $24,483 and $60,741, respectively. For the three and six months ended June 30, 2014, property management fees incurred by the property managers were $21,196 and $29,750, respectively. During these periods there were no leasing fees incurred to the property managers.

Litigation

The Company is not presently subject to any material litigation nor, to its knowledge, is any material litigation threatened against the Company, which if determined unfavorably to the Company, would have a material adverse effect on the Company's financial position, results of operations, or cash flows.

Environmental Matters

The Company follows a policy of monitoring its properties for the presence of hazardous or toxic substances. While there can be no assurance that a material environmental liability does not exist at its properties, the Company is not currently aware of any environmental liability with respect to its properties that would have a material effect on its financial position, results of operations, or cash flows. Additionally, the Company is not aware of any material environmental liability or any unasserted claim or assessment with respect to an environmental liability that management believes would require additional disclosure or the recording of a loss contingency.

Note 9 – Subsequent Events

SFRs Acquisitions

From July 1, 2015 through August 12, 2015, the Company acquired no SFRs.

Dividends

On July 17, 2015, the Company declared a dividend of $0.244 per share to common stock holders as of July 30, 2015. The total amount of the dividend that was paid was $157,822.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with our financial statements included herein, including the notes to those financial statements, included elsewhere in this report, and the Section entitled "Cautionary Statement on Forward-Looking Information" in this report. As discussed in more detail in the Section entitled "Cautionary Statement on Forward-Looking Information," this discussion contains forward-looking statements which involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements.

Overview

American Housing REIT Inc. (the "Company") was incorporated in Delaware on December 4, 2009 under the name CWS Marketing & Finance Group, Inc., later renamed to OnTarget360 Group, Inc. ("OnTarget"), and acquired by the Hong Kong company known as Heng Fai Enterprises, Ltd. ("Heng Fai") on July 19, 2013. Heng Fai is a Hong Kong listed company engaged in real estate development, investments, management and sales, hospitality management and investments and REIT management. The Company changed to its current name effective September 12, 2013 in connection with its re-domestication into a Maryland corporation and as discussed below our primary business strategy is to acquire, lease and manage single-family homes as well-maintained investment properties to generate attractive risk-adjusted returns over the long-term. As of June 30, 2015, we owned 173 properties located in Texas, Georgia, Florida, and North Carolina. AHR First Equity LLC, is a wholly owned subsidiary of the Company and it wholly owns AHR First Borrower LLC. Both are Delaware limited liability companies that were formed on September 8, 2014 in order to facilitate the B2R financing transaction discussed in Note 5 – "Third Party Financing."

Heng Fai owns HFE USA, LLC, our majority shareholder. As of June 30, HFE USA, LLC owns an aggregate of 645,623 (or 99.8%) of our outstanding common stock. On April 25, 2015, Joy Town Inc., a company incorporated in the British Virgin Islands, entered into an agreement to acquire a controlling interest in Heng Fai. The acquisition transaction was completed on June 29, 2015.

Business Strategy

Our primary business strategy is to acquire, lease and manage single-family homes as well-maintained investment properties to generate attractive risk-adjusted returns over the long-term. We employ a disciplined and focused approach to evaluating acquisition opportunities, considering the mix of rent yield and future home price appreciation potential when selecting a market and investment. Our strategic aggregation of single-family homes provides a strong foundation for creating long-term home price appreciation in our portfolio. We believe our founders' years of experience in the single-family rental sector provides us with the expertise to successfully execute our business strategy nationally to institutional standards. We are building the infrastructure to acquire large numbers of properties through multiple acquisition channels. We source individual properties through wholesalers, aggregators, and brokers, and portfolios of properties through brokerages or directly from operators, investors or banks, and, in the future, we may source assets from these channels and government-sponsored entities, or GSEs. We generally source homes that are in "rent-ready" condition to a standard that we believe appeals to our target tenants' preferences, enabling us to attract qualified tenants and to provide a high level of service to retain our tenants. We plan to continue acquiring single-family homes in markets that satisfy our investment criteria.

Internal Growth Strategy

We seek to achieve our business objectives internally through entering into long-term leases with annual contractual rent increases.

Financing Strategy

We plan to build our capital structure with a balanced approach that maximizes flexibility. We will seek to: (1) achieve opportunistic and reasonable debt service ratios, (2) balance debt in a fashion that enhances our ability to access capital markets (such as with the B2R loan discussed in Note 5 – “Third Party Financing”), (3) establish a secured revolving credit facility to finance acquisitions in concert with other debt instruments, which depending on appropriateness and availability, include, the assumption of mortgage loans and the placement of “stand- alone” non-recourse debt secured by the property, and (4) access capital internationally so as to avoid market cycle shortages of capital and enhance acquisition expediency.

Property Information

From January 1, 2015 (when the Company owned 133 SFRS) to June 30, 2015, we acquired 40 SFRs of which 5 are located in Florida, 28 are located in Georgia, 3 are located in North Carolina, and 4 are located in Texas for a total asset investment of approximately $3.6 million. Accordingly, as of June 30, 2015 our total portfolio of SFRs included 173 properties.

The following table presents summary statistics of the SFRs for our entire portfolio as of June 30, 2015.

Total Portfolio of SFRs - Summary Information

State	Number of Homes	Aggregate Investment (1)	Average Investment per Home (2)	Percentage Leased	Average Monthly Rent (3)	Average Age (years)	Average Size (Sq. feet)
Florida	18	$ 1,638,323	$ 91,018	94%	$ 1,061	34	1,317
Georgia	59	$ 5,197,047	$ 88,086	98%	$ 922	18	1,692
North Carolina	6	$ 551,634	$ 91,939	100%	$ 1,033	14	1,418
Texas	90	$ 11,340,897	$ 126,010	87%	$ 1,325	19	1,801
Total or Weighted Average	**173**	**$ 18,727,901**	**$ 108,254**	**92%**	**$ 1,150**	**20**	**1,700**

(1) The aggregate investment amount in the table above of $18.7 million includes an identified intangible asset of $0.2 million on a gross basis and also includes acquisition costs that were expensed of $0.2 million, resulting in a net investment on the accompanying Balance Sheet as of June 30, 2015 of $18.4 million.

(2) Represents average purchase price (including broker commissions and closing costs) plus average capital expenditures.

(3) Represents annualized average monthly rent per leased home.

From July 1, 2015 through August 12, 2015, the Company acquired no SFRs.

Application and Screening Procedures

The tenant application and screening procedures are performed by our individual third party management company. In turn the management company utilizes national tenant screening / background organizations. Upon receiving a tenant application the property management company will send us documentation regarding the prospective tenant that includes the tenant’s name, the prospective number of dependents living in the home, existence of pets, credit score, current and prior rental history, employment verification, and a background check.

The management company will also send along their recommendation on approval. For a prospective tenant that has credit issues, we will require an additional security deposit amount. If the tenant has a pet we will charge a pet deposit and possibly additional rent as well for the pet (usually larger dogs and multiple cats). Tenants that have a criminal, felony background or are registered sex offenders are declined automatically. Additional select portfolio data for the six months ended June 30, 2015 is as follows:

Average Eviction Cost (1)	$ 286
Average Vacancy Days (2)	95
Average “Make Ready” Costs (3)	$ 3,580

(1) *Average Eviction Cost* – the average cost for the fiscal year that the company incurred to execute successful eviction proceedings against a tenant.
(2) *Average Vacancy Days* – the average numbers of days during the fiscal year that a property that becomes vacant stays vacant.
(3) *Average "Make Ready" Costs* – the average cost for the fiscal year that the Company incurred to make repairs, improvements, or other alterations to a property to prepare it to be leased.

Qualification as a REIT

Our business strategy is conducive to a more favorable tax structure whereby we may qualify and elect to be treated as a real estate investment trust ("REIT") for U.S. federal income tax purposes. We plan to elect to be taxed as REIT under U.S. federal income tax laws commencing with our contemplated taxable year ending December 31, 2015. We believe that, commencing with 2015, we will have been organized and have operated in such a manner as to qualify for taxation as a REIT under all of the federal income tax laws, and we intend to continue to operate in such a manner. We, however, cannot provide assurances that we will operate in a manner so as to qualify or remain qualified as a REIT.

The Company must meet several criteria to qualify as a REIT. For example, a substantial percentage of the Company's assets must be qualifying real estate assets and a substantial percentage of the Company's income must be rental revenue from real property or interest on mortgage loans. Further criteria include a certain diversification of ownership (5/50). Currently the Company is majority owned by a 99.8% owner (HFE USA, LLC) and therefore does not qualify as a REIT due to this ownership "structure." The Company expects to conduct a restructuring that will bring the Company into compliance with this REIT criteria. The restructuring could be completed by an equity offering or via share disposition by HFE USA, LLC. If there is an equity offering there will be a dilution of shares to existing shareholders.

We must elect under the U.S. Internal Revenue Code (the "Code") to be treated as a REIT. Subject to a number of significant exceptions, a corporation that qualifies as a REIT generally is not subject to U.S. federal corporate income taxes on income and gain that it distributes to its stockholders, thereby reducing its corporate level taxes. The vast majority of U.S. REITs are incorporated or formed in Maryland and we believe that reincorporating in Maryland will put our Company in the best position to raise additional capital and grow our business.

Management Agreement

As discussed in Note 6 – "Related Party Transactions," on November 10, 2014, we entered into a Management Agreement, with an effective date of April 1, 2014, with Inter-American Management, LLC (the "Manager"), our affiliate.

Competition

We compete for development and acquisition opportunities with, among others, private investors, real estate-related REITs, real estate partnerships, financial institutions and local developers. Many of these competitors have substantially greater financial and other resources than we have and may have better relationships with lenders and sellers. Increased competition for properties from competitors, including other REITs, may adversely affect our ability to acquire properties and the price we pay for properties.

Critical Accounting Policies

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires our management to use judgment in the application of accounting policies, including making estimates and assumptions. We base estimates on the best information available to us at the time, our experience and on various other assumptions believed to be reasonable under the circumstances. These estimates affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions or other matters had been different, it is possible that different accounting would have been applied, resulting in a different presentation of our consolidated financial statements. From time to time, we re-evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current estimates and assumptions about matters that are inherently uncertain. For a more detailed discussion of our significant accounting policies, see Note 2 – "Summary of Significant Accounting Policies" in the footnotes to the accompanying consolidated financial statements. Below is a discussion of accounting policies that we consider critical in that they may require complex judgment in their application or require estimates about matters that are inherently uncertain.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Property Acquisitions

When at the date of acquisition the property has an existing tenant the Company accounts for its acquisition of real estate in accordance with Accounting Standards Codification 805, “Business Combinations,” which requires the purchase price of acquired properties be allocated to the acquired tangible assets and liabilities, consisting of land, building, and identified intangible assets, potentially consisting of the value of above-market and below-market leases, the value of in-place leases, unamortized lease origination costs and security deposits, based in each case on their fair values. Charges related to title fees, title insurance, deed recording charges, and transfer taxes are expensed as incurred. The Company allocates the purchase price to tangible assets of an acquired property (which includes land and building) based on the estimated fair values of those tangible assets, assuming the property was vacant. Fair value for land and building is based on the purchase price for these properties. The Company also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the fair values of the tangible and intangible assets and liabilities acquired.

Revenue and Expense Recognition

Rental income attributable to residential leases is recognized on a straight-line basis. Leases entered into between tenants and the Company are generally for a one-year term. We estimate losses that may result from the inability of our tenants to make payments required under the terms of the lease based on payment history and current credit status. As of June 30, 2015 and December 31, 2014, we had no allowance for such losses. We accrue for property taxes and homeowner’s association assessments based on amounts billed, and, in some circumstances, estimates and historical trends when bills or assessments are not available. If these estimates are not reasonable, the timing and amount of expenses recorded could impact our consolidated financial statements.

Results of Operations

SFRs Portfolio Overview

As of June 30, 2015 the Company’s SFRs portfolio consisted of 173 homes, an increase of 76 compared to 97 SFRs in the Company’s portfolio as of June 30, 2014. As of December 31, 2014 the Company had 133 SFRs in its portfolio.

Included in the 173 SFRs as of June 30, 2015 is the following activity: during the six month period ended June 30, 2015 the Company acquired a total of 40 SFRs, 12 of which were acquired during the three month period ended June 30, 2015.

Rental Revenue

Total revenue was $529,214 for the three months ended June 30, 2015, an increase of $219,775 compared to $309,439 for the three months ended June 30, 2014. The increase is a result of an increase in rental revenue, application fees, and lease termination fees from the additional SFRs we acquired subsequent to June 30, 2014 when our portfolio consisted of 97 SFRs, refer to the “SFRs Portfolio Overview” section above. As of June 30, 2015 and June 30, 2014, approximately 92% and 97%, respectively, of our SFRs were leased.

Total revenue was $974,192 for the six months ended June 30, 2015, an increase of $502,823 compared to $471,369 for the six months ended June 30, 2014. The increase is a result of an increase in rental revenue, application fees, and lease termination fees from the additional SFRs acquired, as discussed above.

Property Operating Expenses

Property operating expenses were $209,040 for the three months ended June 30, 2015, an increase of $140,068 compared to $68,972 for the three months ended June 30, 2014, primarily as a result of our acquisition of additional SFRs discussed above. These expenses include all direct and indirect costs related to operating our residential properties, including management fees, insurance, utilities, landscaping and general repairs and maintenance.

Property operating expenses were $382,088 for the six months ended June 30, 2015, an increase of $302,560 compared to $79,528 for the six months ended June 30, 2014, primarily as a result of our acquisition of additional SFRs discussed above.

General and Administrative

General and administrative expenses were $131,282 for the three months ended June 30, 2015, an increase of $59,806 compared to $71,476 for the three months ended June 30, 2014, primarily as a result of management fees incurred, as provided for in the Management Agreement. Additionally, the increase resulted from our increased operating activities from the acquisition of additional SFRs discussed above.

General and administrative expenses were $388,716 for the six months ended June 30, 2015, an increase of $317,240 compared to $71,476 for the six months ended June 30, 2014, primarily as a result of management fees incurred, as provided for in the Management Agreement and increased operating activities from the acquisition of additional SFRs discussed above.

Property Management Fees

Property management fees were $24,483 for the three months ended June 30, 2015, an increase of $3,286 compared to $21,196 for the three months ended June 30, 2014. The increase is a result of costs incurred related to the additional SFRs we acquired as discussed above.

Property management fees were $60,741 for the six months ended June 30, 2015, an increase of $30,991 compared to $29,750 for the six months ended June 30, 2014. The increase is a result of costs incurred related to the additional SFRs we acquired as discussed above.

Real Estate Taxes

Real estate taxes were $94,471 for the three months ended June 30, 2015, an increase of $56,569 compared to $37,902 for the three months ended June 30, 2014. The increase primarily results from the timing of the real estate tax bills and the additional SFRS we acquired during the period. Upon acquisition of a home, its real estate taxes are determined based upon municipal and state laws.

Real estate taxes were $103,036 for the six months ended June 30, 2015, an increase of $43,550 compared to $59,486 for the six months ended June 30, 2014. The increase primarily results from the timing of the real estate tax bills and the additional SFRS we acquired during the period.

Homeowners' Association Fees

Homeowners' association fees were $7,537 for the three months ended June 30, 2015, an increase of $410 compared to $7,127 for the three months ended June 30, 2014. The increase is a result of the additional SFRs we acquired during the period that are included in developments subject to homeowners' association fees.

Homeowners' association fees were $16,323 for the six months ended June 30, 2015, an increase of $4,470 compared to $11,853 for the six months ended June 30, 2014. The increase is a result of the additional SFRs we acquired during the period that are included in developments subject to homeowners' association fees.

Depreciation and Amortization

Depreciation and amortization expense of $96,991 for the three months ended June 30, 2015, increased $8,116 compared to $88,875 for the three months ended June 30, 2014, as a result of the additional SFRs we acquired as discussed above. Depreciation and amortization expense in for the three months ended June 30, 2015 included depreciation expense of $89,896 on our real estate portfolio as well as amortization expense of $7,095 related the amortization of our in-place lease intangible asset. Depreciation and amortization expense for the three months ended June 30, 2014 represented depreciation expense of $46,302 on our real estate portfolio as well as amortization expense of $42,573 related the amortization of our in-place lease intangible asset that was recorded as of June 30, 2014 for all SFRs in the portfolio at that time.

Depreciation and amortization expense of $184,670 for the six months ended June 30, 2015, decreased $2,171 compared to $186,841 for the six months ended June 30, 2014, as a result of the additional SFRs we acquired as discussed above. The decrease was primarily the result of the cumulative amortization expense on our in-place lease intangible asset that was fully recorded in the prior year six month period ended June 30, 2014 in the amount of $118,762. Depreciation and amortization expense for the six months ended June 30, 2015 included depreciation expense of $169,455 on our real estate portfolio as well as amortization expense of $15,215 related the amortization of our in-place, lease intangible asset. Depreciation and amortization expense for the six months ended June 30, 2014 represented depreciation expense of $68,079 on our real estate portfolio as well as the cumulative amortization expense of $118,762 related to the amortization of our in-place lease intangible asset discussed above.

Interest Expense

Interest expense was $203,373 for the three months ended June 30, 2015, an increase of $129,927 compared to $73,446 for the three months ended June 30, 2014. This increase was a result of interest expense incurred on our borrowings during the 2015 quarter in the amount of $139,520 and amortization expense on B2R related deferred financing costs in the amount of $63,853.

Interest expense was $350,698 for the six months ended June 30, 2015, an increase of $277,252 compared to $73,446 for the six months ended June 30, 2014. This increase was a result of interest expense incurred on our borrowings during the 2015 six month period in the amount of $233,634 and amortization expense on B2R related deferred financing costs in the amount of $117,064.

Liquidity and Capital Resources

General

Liquidity is a measure of our ability to meet potential cash requirements, maintain our assets, fund our operations and make dividend distributions to our stockholders and other general business needs. Our liquidity, to a certain extent, is subject to general economic, financial, competitive and other factors that are beyond our control. Our near-term liquidity requirements consist primarily of purchasing our target assets, restoring and leasing properties and funding our operations.

Our long-term liquidity needs consist primarily of funds necessary to pay for the acquisition and maintenance of properties; non-recurring capital expenditures; interest and principal payments on our indebtedness discussed below; payment of quarterly dividends to our stockholders to the extent declared by our board of directors; and general and administrative expenses. The nature of our business, our aggressive growth plans and the requirement that we distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gain, to our stockholders, may cause us to have substantial liquidity needs over the long-term. We will seek to satisfy our long-term liquidity needs through cash flow from operations, long-term secured and unsecured indebtedness, the issuance of debt and equity securities, property dispositions, and joint venture transactions. We have financed our operations and acquisitions to date through the funding by the majority shareholder and bank loans as discussed below. We expect to meet our operating liquidity requirements generally through cash on hand and cash provided by operations (as we acquire additional real estate assets). We anticipate that cash on hand, cash provided by operations, funding from financial institutions, and funding by our majority shareholder will be sufficient to meet our liquidity requirements for at least the next 12 months. Our assets are illiquid by their nature. Thus, a timely liquidation of assets might not be a viable source of short-term liquidity should a cash flow shortfall arise that causes a need for additional liquidity. It could be necessary to source liquidity from other financing alternatives should any such scenario arise.

To qualify as a REIT for federal income tax purposes, we are required to distribute annually at least 90% of our REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and to pay tax at regular corporate rates to the extent that we annually distribute less than 100% of our net taxable income. Subject to the requirements of the Maryland General Corporation Law we intend to pay quarterly dividends to our stockholders, if and to the extent authorized by our board of directors.

Consolidated Cash Flow Information

Cash used in operating activities for six months ended June 30, 2015 was $276,885, which resulted primarily from the pay down of accrued interest due to the majority shareholder (included in the “Accounts Payable and Accrued Expenses” line item. Cash from operating activities is primarily dependent upon the number of owned properties, occupancy level of our portfolio, the rental rates specified in our leases, the collectability of rent, the interest rates specified in our portfolio of private mortgage financings and the level of our operating expenses and general and administrative costs.

Cash used in investing activities for six months ended June 30, 2015 was $4,081,797, which resulted primarily from the acquisition of 40 SFRs during the six months ended June 30, 2015.

Cash provided by financing activities for the six months ended June 30, 2015 was $4,570,161, which resulted primarily from funds received from the B2R loan and funds received from the majority shareholder, partially offset by dividends paid to common shareholders and the payment of deferred financing costs related to the B2R loan.

Our continued operations and expansion are dependent upon our ability to obtain additional working capital. Although HFE USA, LLC may lend us funds or invest in our securities for our working capital needs, we have not entered into any agreement with HFE USA, LLC for any future loans or investments in our company. In the event we are unable to raise capital needed for our proposed business, we will have to seek additional financing, and no assurances can be given that such financing would be available on a timely basis, on terms that are acceptable or at all. Failure to obtain additional financing could result in delay or indefinite postponement of our proposed business which would materially adversely affect our results of operations and financial condition and threaten our financial viability. Refer to Note 5 - “Third Party Financing” for information regarding our loan from B2R.

Dividends

On January 20, 2015, the Company declared a dividend of $0.244 per share to common stock holders as of January 30, 2015. The total amount of the dividend that was paid in February 2015 was $152,669.

On May 11, 2015, the Company declared a dividend of $0.244 per share to common stock holders as of May 14, 2015. The total amount of the dividend that was paid in June 2015 was $157,822.

Total dividends paid to common shareholders during the six months ended June 30, 2014 were $310,491.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Our future income, cash flows, and fair values relevant to financial instruments are dependent on prevailing market interest rates. Interest rates are highly sensitive to several factors, including governmental monetary policies, domestic and global economic and political conditions and other factors which are beyond our control. We may incur additional variable rate debt in the future. In addition, decreases in interest rates may lead to additional competition for the acquisition of single-family homes and other real estate due to a reduction in attractive alternative income-producing investments. Increased competition for the acquisition of single-family homes may lead to future acquisitions being more costly and result in lower yields on single-family homes we have targeted for acquisition. In such circumstances, if we are not able to offset the decrease in yields by obtaining lower interest costs on our borrowings, our results of operations will be adversely affected. Significant increases in interest rates may also have an adverse impact on our earnings if we are unable to acquire single-family homes with rental rates high enough to offset the increase in interest rates on our borrowings.

Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We may in the future use derivative financial instruments to manage, or hedge, interest rate risks related to any borrowings we may have. We expect to enter into such contracts only with major financial institutions based on their credit rating and other factors.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act that are designed to ensure that information required to be disclosed in our reports filed or submitted to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that information is accumulated and communicated to management, including the principal executive and financial officer as appropriate, to allow timely decisions regarding required disclosures. Our principal executive officer and principal financial officer evaluated the effectiveness of disclosure controls and procedures as of June 30, 2015 pursuant to Rule 13a-15(b) under the Exchange Act. Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be included in our periodic SEC filings is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

Changes in Internal Control over Financial Reporting

No changes were made to our internal control over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFOMRATION

Item 1. Legal Proceedings

From time to time, the Company may become involved in litigation relating to claims arising out of its operations in the normal course of business. We are not involved in any pending legal proceeding or litigation and, to the best of our knowledge, no governmental authority is contemplating any proceeding to which we are a party or to which any of our properties is subject, which would reasonably be likely to have a material adverse effect on the Company.

Item 1A. Risk Factors

Not applicable to smaller reporting companies.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On May 8, 2015, the Company converted $256,750 of an unsecured note payable as a contribution to the Company's capital and issued 21,119 shares of its unregistered common stock to HFE USA, LLC at a conversion price of $12.1575 per share.

The shares of Common Stock referenced herein were issued in reliance upon the exemption from securities registration afforded by the provisions of Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. EXHIBITS

Exhibit Number	Description
2.1	Agreement and Plan of Merger, by and between the Company and American Housing REIT Inc., dated January 2, 2013 (Incorporated by reference to Exhibit A of the Company's Definitive Information Statement on Schedule 14C filed with the SEC on February 5, 2014).
3.1(a)	Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 of the Company's Form S-1 filed with the SEC on September 1, 2011).
3.1(b)	Charter of American Housing REIT Inc. (Incorporated by reference to Exhibit B of the Company's Definitive Information Statement on Schedule 14C filed with the SEC on February 5, 2014).
3.1(c)	American Housing REIT, Inc. Articles Supplementary, effective July 18, 2014 (Incorporated by reference to Exhibit 3.1 of the Company's Current on Form 8-K filed with the SEC on July 24, 2014).
3.2(a)	Bylaws (Incorporated by reference to Exhibit 3.2 of the Company's Form S-1 filed with the SEC on September 1, 2011).
3.2(b)	Bylaws of American Housing REIT Inc. (Incorporated by reference to Exhibit C of the Company's Definitive Information Statement on Schedule 14C filed with the SEC on February 5, 2014).
10.1	Master Funding Agreement between American Housing REIT, Inc. and Heng Fai Enterprises, Ltd. dated April 14, 2014 (Incorporated by reference to Exhibit 10.1 of the Company's Current on Form 8-K filed with the SEC on April 16, 2014).
10.2	Convertible Debenture Issued to Heng Fai Enterprises Limited dated July 18, 2014 (Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed with the SEC on December 15, 2014).
10.3	Convertible Debenture Issued to Heng Fai Enterprises Limited dated November 11, 2014 (Incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q filed with the SEC on December 15, 2014).
10.4	Management Agreement between American Housing REIT Inc. and Inter-American Management LLC dated November 21, 2014 (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on November 21, 2014).
10.5	Loan Agreement, dated as of January 15, 2015, between AHR First Borrower LLC, as Borrower, and B2R Finance L.P., as Lender (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on January 22, 2015).
31.1*	Rule 13a-14(a) Certification of the Chief Executive Officer
31.2*	Rule 13a-14(a) Certification of the Chief Financial Officer
32.1*	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation
101.DEF*	XBRL Taxonomy Extension Definition
101.LAB*	XBRL Taxonomy Extension Labels
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

* Filed Herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN HOUSING REIT INC.

Date: August 12, 2015	By:	/s/ *Conn Flanigan*
		Conn Flanigan
		Chief Executive Officer (Principal Executive Officer)
Date: August 12, 2015	By:	/s/ *Donald McClure*
		Donald McClure
		Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATIONS

I, Conn Flanigan, certify that:

1. I have reviewed this Quarterly Report Form 10-Q for the quarterly period ended June 30, 2015 of American Housing REIT Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition and results of operations of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2015

/s/ *Conn Flanigan*

Conn Flanigan
Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, Donald McClure, certify that:

1. I have reviewed this Quarterly Report Form 10-Q for the quarterly period ended June 30, 2015 of American Housing REIT Inc. (the "registrant").

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition and results of operations of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2015

/s/ *Donald McClure*

Donald McClure
Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 32.1

Section 1350 Certification of Chief Executive Officer and Chief Financial Officer

In connection with the Quarterly Report on Form 10-Q of American Housing REIT Inc. (the "Company") for the quarterly period ended June 30, 2015 as filed with the Securities and Exchange Commission (the "Report"), I, Conn Flanigan, Chief Executive Officer of the Company and I, Donald McClure, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 12, 2015	By:	/s/ *Conn Flanigan*
		Conn Flanigan
		Chief Executive Officer (Principal Executive Officer)

Date: August 12, 2015	By:	/s/ *Donald McClure*
		Donald McClure
		Chief Financial Officer (Principal Financial and Accounting Officer)

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.