

COURT FILE NUMBER 1903-04121

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

IN THE MATTER OF THE TRUSTEE ACT, RSA 2000, C T-8 SECTOINS 43 AND 46

APPLICANTS WESTPOINT INVESTMENT TRUST BY ITS TRUSTEE MUNIR VIRANI AND MARNIE KIEL

RESPONDENTS WESTPOINT CAPITAL CORPORATION, WESTPOINT CAPITAL MANAGEMENT CORPORATION, WESTPOINT CPAITAL SERVICES CORPORATION, WESTPOINT SYNDICATED MORTGAGE CORPORATION, CANADIAN PROPERTY DIRECTI CORPORATION, WESTPOINT MASTER LIMITED PARTNERSHIP, RIVER'S CROSSING LTD., 1897849 ALBERTA LTD., 1780384 ALBERTA LTD., 1897837 ALBERTA LTD.

DOCUMENT THE FIRST SUPPLEMENTAL REPORT TO THE JUDICIAL TRUSTEE'S FOURTH REPORT TO THE COURT OF BDO CANADA LIMITED IN ITS CAPACITY AS JUDICIAL TRUSTEE OF WESTPOINT INVESTMENT TRUST

DATED JULY 19, 2023

JUDICIAL TRUSTEE
BDO Canada Limited
920, 10130 103 Street
Edmonton, AB T5J 3N9
David Lewis
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dlewis@bdo.ca

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

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Westpoint Investment Trust
The First Supplemental Report to the Judicial Trustee’s Fourth Report
July 19, 2023

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Westpoint Investment Trust
The First Supplemental Report to the Judicial Trustee's Fourth Report
July 19, 2023

List of Exhibits

1. Court Order grant on July 5, 2023

Introduction

1. The purpose of this report (the "**Supplemental First Report**") is to provide this Honourable Court and the investors with information regarding the Court application and decision on July 5, 2023.

Limitation of Report

2. This report is supplemental to the Fourth Report to the Court of BDO Canada Limited in its Capacity as Judicial Trustee of WIT dated June 12, 2023 (the "**Fourth Report**") and should therefore be read in conjunction with the Fourth Report, and subject to the same limitations and conditions as set out therein, which are incorporated by reference in this Supplemental First Report.
3. The defined terms in the Fourth Report are incorporated by reference herein and unless otherwise noted, have the same meaning as specified in the Fourth Report.

Application on July 5, 2023

4. On June 29, 2023, the Judicial Trustee's legal counsel informed the Judicial Trustee that Keely Cameron was being retained by a group of unitholders who wished to oppose the method of distribution proposed by the Judicial Trustee.
5. On July 5, 2023, this Honourable Court granted an order that:
 - a) Approved the activities of the Judicial Trustee;
 - b) Approved the professional fees of the Judicial Trustee and its legal counsel;
 - c) Approved payment to PWC of \$55,125;
 - d) Approved the settlement with the City of Spruce Grove and payment of \$134,773;
 - e) Adjourned the method of distribution to August 30, 2023, at 10:00 am;
 - f) Adjourned the discharge of the Judicial Trustee to August 30, 2023 at 10:00 am;
 - g) Set the following timelines for legal briefs regarding the distribution matters as follows:

Westpoint Investment Trust
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- i. July 20, 2023, for the Brief of counsel for the group of investors opposing the method of distribution proposed by the Judicial Trustee; and
 - ii. August 15, 2023, for responding briefs.
- h) The Court directed the Judicial Trustee to provide information regarding this application and notice for application on August 30, 2023.
6. Attached as **Exhibit 1** is the Court Order granted on July 5, 2023.
7. As of the date of this Supplemental First Report, the below table outlines with legal counsel support or not supporting the method of distribution as outlined in the Declaration of Trust.

	Supporting method of distribution	Not supporting method of distribution
Name	Kentigern Rowan, K.C., Partner	Keely Cameron, Partner
Firm Name	Ogilvie LLP	Bennett Jones LLP
Address	1400 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, Alberta T5J 3N6	4500 Banker Hall East 855 2 Street SW Calgary, Alberta T2P 4K7
Phone	780.429.6236	403.298.3324
Email	KRowan@ogilvielaw.com	cameronk@bennettjones.com

8. For further information, Investors may contact the counsel listed above or engage counsel themselves.
9. On July 17, 2023, the Judicial Trustee has paid the amount approved by the court to PWC and the City of Spruce Grove.
10. If anyone wishes copies of the briefs and application material discussed above, you are encouraged to go to the Judicial Trustee's website at <https://www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements/westpointinvestmenttrust>

Investor Contact Information

11. As of the date of this Supplemental First Report, there are approximately 120 investors for which the Judicial Trustee does not have contact information. As such, legal counsel for the Judicial Trustee is preparing to send a letter to Olympia Trust Company and Canadian Western Trust Company.

Dated at Edmonton, Alberta this 19th day of July 2023.
BDO CANADA LIMITED, solely in its
Capacity as Court Appointed Judicial Trustee Of
Westpoint Investment Trust and
not in its personal Capacity


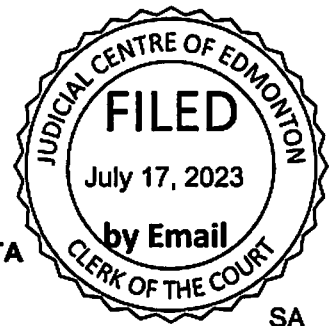
Per:  _____
David Lewis, CPA, CIRP, LIT
Senior Vice-President

EXHIBIT 1

**The First Supplement Report to the Judicial Trustee's
Fourth Report to Court
Dated July 19, 2023**



COURT FILE NUMBER
COURT
JUDICIAL CENTRE

1903-04121
COURT OF QUEEN'S BENCH OF ALBERTA
EDMONTON

IN THE MATTER OF THE TRUSTEE ACT, RSA 2000, C T-8 SECTIONS 43 AND 46

APPLICANTS

**WESTPOINT INVESTMENT TRUST BY ITS TRUSTEE
MUNIR VIRANI AND MARNIE KIEL**

RESPONDENTS

**WESTPOINT CAPITAL CORPORATION, WESTPOINT
CAPITAL MANAGEMENT CORPORATION, WESTPOINT
CAPITAL SERVICES CORPORATION, WESTPOINT
SYNDICATED MORTGAGE CORPORATION, CANADIAN
PROPERTY DIRECT CORPORATION, WESTPOINT
MASTER LIMITED PARTNERSHIP, RIVER'S CROSSING
LTD., 1897869 ALBERTA LTD., 1780384 ALBERTA LTD.,
1897837 ALBERTA LTD. and THE VILLAGE AT PALDI
ENT. LTD.**

DOCUMENT

ORDER

**ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT**

**MILLER THOMSON LLP
Barristers and Solicitors
2700, Commerce Place
10155-102 Street
Edmonton, AB, Canada T5J 4G8
Phone: 780.429.1751 Fax: 780.424.5866**

Lawyer's Name: Terrence Warner
Lawyer's Email: twarner@millerthomson.com
File No.: 240413.1

DATE ON WHICH ORDER WAS PRONOUNCED: July 5, 2023

PLACE WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable ACJ K.G. Nielsen

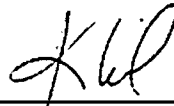
ORDER

UPON the Application of BDO Canada Limited ("BDO") in its capacity as the Court-appointed judicial trustee (the "Judicial Trustee") of Westpoint Investment Trust ("WIT"); AND UPON reviewing the materials filed by the Judicial Trustee including the Notice of Application, the Fourth Report of the Judicial Trustee to the Court filed June 21, 2023 (the "Fourth Report") and the Affidavit of David Lewis; AND UPON being advised that notice of the within application was served on all interested parties on the service list, including the investors in WIT; AND UPON being advised that the Judicial Trustee has accepted the Proof of Claim submitted on behalf of PricewaterhouseCoopers LLP ("PWC") in regard to its claim against WIT; AND UPON being advised that the Judicial Trustee and the City of Spruce Grove have agreed to a resolution of the City's claim; AND UPON hearing submissions from counsel in attendance at the Application;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time and method of service of the Notice of Application and the Fourth Report is hereby approved, and this motion is properly returnable today, and further service is dispensed with.
2. The Fourth Report, and the activities of the Judicial Trustee outlined therein, are hereby approved by this Honourable Court.
3. The accounts of the Judicial Trustee, and of the Judicial Trustee's legal counsel Miller Thomson LLP for its fees and disbursements, as set out in the Fourth Report and the Affidavit of David Lewis are hereby approved without the necessity of a formal assessment of its accounts.
4. Payment to PWC in the amount of \$55,124.93, being the accepted amount of PWC's claim against WIT, is hereby approved, and the Judicial Trustee is hereby directed to pay this sum to PWC in satisfaction of PWC's claim.
5. The Settlement Agreement entered into as between the City of Spruce Grove and the Judicial Trustee, a copy of which is attached to the Confidential Appendix to the Fourth Report and which was made subject to this Court's approval, is hereby approved.
6. The Judicial Trustee shall transfer the sum of \$134,773 from the Judicial Trustee's account to the Receivership account of BDO in its capacity as the Court-appointed receiver of the Respondent corporations (the "Receiver"), and the Receiver shall pay this sum to the City in satisfaction of the City's claim.
7. The Judicial Trustee is hereby directed to file the Confidential Appendix to the Fourth Report without any further requirements to maintain confidentiality.
8. The application of the Judicial Trustee regarding the method of distribution of the remaining funds in the Judicial Trustee's account is adjourned to August 30, 2023 at 10:00 a.m. (the "August 30, 2023 Application")
9. The application of the Judicial Trustee for discharge is hereby adjourned.
10. Legal Briefs in regard to the August 30, 2023 Application shall be filed and served as follows:
 - (a) July 20, 2023 for the Brief of counsel for the group of investors opposing the method of distribution proposed by the Judicial Trustee;
 - (b) August 15, 2023 for responding briefs.
11. The Judicial Trustee is hereby directed to prepare a summary of the application and reasons for the adjournment and serve it along with a copy of this Order on the parties on the service list, which shall include the investors or unitholders of WIT.
12. A copy of the Summary and this Order and copies of any materials filed in respect to the August 30, 2023 Application shall be posted on the website maintained by BDO in regard to these proceedings.
13. Anyone who wishes to be in attendance at the August 30, 2023 Application and wishes to be served materials filed in regard to that Application is directed to contact the Judicial Trustee in advance of the August 30, 2023 Application.

14. Service of this Order may be effected by facsimile, electronic mail, ordinary mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.
15. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



Associate Chief Justice of the Court of Queen's Bench
of Alberta

July 11, 2023

Approved as the Order
granted this ____ day of July,
2023 by Kennedy Agrios
Oshry LLP

Per: _____
Richard Kennedy

Approved as the Order granted
this ____ day of July, 2023 by
Ogilvie LLP

Per: _____
Kent Rowan

Approved as the Order
granted this 10th day of July,
2023 by Bennett Jones LLP

Per: Keely Cameron
Keely Cameron

14. Service of this Order may be effected by facsimile, electronic mail, ordinary mail, personal delivery or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.
15. This Honourable Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in any of its provinces or territories or in any foreign jurisdiction, to act in aid of and to be complimentary to this Court in carrying out the terms of this Order, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

Associate Chief Justice of the Court of Queen's Bench
of Alberta

Approved as the Order
granted this 7 day of July,
2023 by Kennedy Agrios
Oshry LLP

Per. 
Richard Kennedy

Approved as the Order granted
this ____ day of July, 2023 by
Ogilvie LLP

Per. _____
Kent Rowan

Approved as the Order
granted this ____ day of July,
2023 by Bennet Jones LLP

Per. _____
Keely Cameron

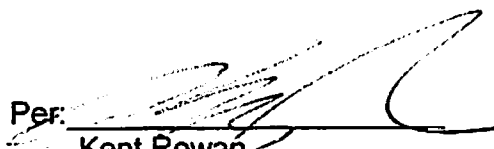
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Associate Chief Justice of the Court of Queen's Bench
of Alberta

Approved as the Order
granted this ____ day of July,
2023 by Kennedy Agrios
Oshry LLP

Per: _____
Richard Kennedy

Approved as the Order granted
this 10 day of July, 2023 by
Ogilvie LLP

Per: 
Kent Rowan

Approved as the Order
granted this ____ day of July,
2023 by Bennet Jones LLP

Per: _____
Keely Cameron