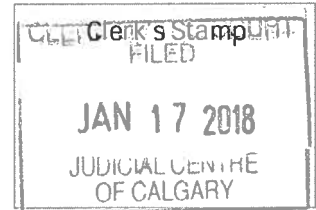


COURT FILE NUMBERS 1201-10692
COURT COURT OF QUEEN'S
BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



APPLICANT(S) ERNST & YOUNG INC. IN ITS CAPACITY AS COURT-
APPOINTED RECEIVER AND MANAGER OF 1357686
ALBERTA LTD. AND NOT IN ITS PERSONAL OR
CORPORATE CAPACITY

DOCUMENT SECOND REPORT OF THE RECEIVER
JANUARY 16, 2018

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

RECEIVER

Ernst & Young Inc.
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COUNSEL

McCarthy Tétrault LLP
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INTRODUCTION

1. On August 24, 2012, 1357686 Alberta Ltd. (“135”) sought and obtained protection from their creditors under the Companies’ Creditors Arrangement Act, R.S.C. 1985 c. C-36, as amended, (the “CCAA”) pursuant to an order of this Honourable Court (the “Initial CCAA Order”). 135 is sometimes referred to as the “Company” or the “Debtor”.
2. Pursuant to the Initial Order, Ernst & Young Inc. (“EYI”) was appointed monitor of the Company (the “Monitor”).
3. EYI was appointed Receiver (the “Receiver”) of the property, assets and undertakings (the “Property”) of the Company pursuant to an Order (the “Receivership Order”) of this Honourable Court dated June 16, 2014.
4. Concurrent with the issuance of the Receivership Order, the CCAA proceedings were terminated by an order (the “Termination Order”) of this Honourable Court dated June 16, 2014. The Termination Order provides that the charges in the Initial CCAA Order endure, notwithstanding the termination of the Initial CCAA Order.
5. The Receivership Order authorized the Receiver, among other things, to carry on the business of the Company, to sell, convey, transfer, lease or assign the Property out of the normal course of business, subject to court approval for transactions in excess of \$100,000, and to make such arrangements or agreements as deemed necessary by the Receiver.
6. The purpose of this second report (the “Second Report”) of the Receiver is to provide this Honourable Court with the Receiver’s comments with regards to:
 - a) the activities of the Receiver from the date of the First Report dated October 5, 2015 (the “First Report”);
 - b) a statement of receipts and disbursements for the period from June 16, 2014 to January 15, 2018 (the “Receivership Period”);
 - c) the proposed 135 claims process and claims bar date (the “Claims Process”);
 - d) the proposed distribution of the Bow Water Units and Carried Interest Units (as defined below) (the “Bow Water Unit Distribution”);
 - e) the request for approval and professional fees and costs of the Receiver and its legal counsel;

- f) the request for the discharge of the Receiver upon completion of the Claims Process and Bow Water Distribution; and
 - g) Receiver's recommendations.
- 7. Capitalized terms not defined in this Second Report are as defined in the Receivership Order and the First Report.
- 8. All references to dollars are in Canadian currency unless otherwise noted.

TERMS OF REFERENCE

- 9. In preparing this Second Report, the Receiver has relied upon unaudited financial information and Company records. The Receiver has not performed an audit, review or other verification of such information.

BACKGROUND

- 10. Further background information and other information regarding these receivership proceedings have been posted by the Receiver on its website at: www.ey.com/ca/foundationgroup.

ACTIVITIES OF THE RECEIVER

Calaway Lands Sale Background

- 11. The primary asset of 135 was 298 acres of development land located in Rocky View County immediately west of Calgary and adjacent to the Calaway Park amusement facility and immediately south of the Trans-Canada highway. These lands are legally described as SE/4 32-24-3 W5M ("Lot 1") and SW/4 33-24-3 W5M ("Lot 2"), and are known collectively as the 'Calaway Lands'.
- 12. On April 30, 2014, this Honourable Court granted an order (the "Sale Approval and Vesting Order") approving the sale of the Calaway Lands to 1808464 Alberta Ltd. ("180 Alberta") pursuant to a purchase and sale agreement (the "PSA").
- 13. On May 30, 2014, the sale of the Calaway Lands to 180 Alberta in accordance with the PSA and the Sale Approval and Vesting Order was completed for cash proceeds of \$8.45 million (the "Sale Proceeds") and a convertible vendor-take-back mortgage with a minimum value of \$1.8 million (the "VTB Mortgage"). The VTB Mortgage was subordinate to a \$10 million mortgage (the "Durum Mortgage") in favour of Durum Properties LP.

14. 180 Alberta undertook to raise funds to develop the Calaway Lands through an equity syndication (the "Equity Syndication") and agreed that the minimum equity offering would be \$10 million (the "Equity Threshold"), sufficient to pay out 180 Alberta's debt on the land. 135 agreed that as long as the minimum Equity Threshold of \$10 million was reached, it would convert the VTB Mortgage in to equity units.
15. Subsequently the Receiver agreed to a reduction in the Equity Threshold to \$2 million in return for 180 Alberta's Durum Mortgage security being discharged at the same time as 135's. In addition, 180 Alberta and its related companies managing the Equity Syndication have agreed to provide 135 with performance 'Carried Interest Units' issued in the Equity Syndication. The total number of Carried Interest Units to be provided is contingent on the outcome of the Equity Syndication.
16. The revised Equity Threshold was met and the VTB Mortgage was converted into equity units. 135 currently holds 225,563.9 equity units in the Equity Syndication now known as 'Bow Water & Land Trust' (the "Bow Water Units"). The Bow Water Units are currently being marketed through exempt market dealers at \$14.25 per unit. There is no active market to liquidate existing Bow Water Units, therefore they cannot be monetized at this point in time.
17. 135's Carried Interest Units are currently held in trust with SF Partners Limited Partnership. These Carried Interest Units will ultimately share in the profits of Bow Water & Land Trust, after any preferred returns. The Carried Interest Units are to be issued out of trust in late 2018.

STATEMENT OF RECEIPTS AND DISBURSEMENTS

18. The following is a summary of receipts and disbursements during the Receivership Period:

1357686 Alberta Ltd.

Exhibit 1

Statement of Receipts and Disbursements

June 16, 2014 to January 15, 2018

Receipts		Notes
Proceeds from sale of lands	\$ 142,746	a
Interest	<u>1,544</u>	
Total receipts	144,290	
Disbursements		
Professional fees	111,519	b
Consulting fees	14,580	c
Appraisal fees	8,748	
GST	6,735	
Filing fee	70	
Bank charges and miscellaneous expenses	<u>57</u>	
Total disbursements	141,709	
Opening cash	19,641	
Net activity	<u>2,581</u>	
Ending cash	<u>\$ 22,222</u>	

19. The receipts and disbursements relate to the following:

- a) Remaining Sale Proceeds collected from 135 counsel;
- b) Professional fees of the Receiver and its counsel; and
- c) Consulting fees paid to BTM Advisory Services Inc.

20. Upon completion of the Claims Process and Bow Water Unit Distribution, as discussed below, the remaining cash balance will be exhausted by professional fees and costs associated with the Bow Water Unit Distribution, therefore there will be no distribution of cash to creditors of 135.

APPROVAL OF PROFESSIONAL FEES

21. The following exhibit shows the fees of the Receiver and its counsel incurred and paid to January 15, 2018.

1357686 Alberta Ltd.
Professional Fee Summary
June 16, 2014 to January 15, 2018

Exhibit 2

Receiver's counsel's fees	\$ 66,782
Receiver's fees	<u>44,736</u>
Total fees	<u>\$ 111,519</u>

22. Copies of the Receiver's invoices and the Receivers legal counsel's invoices are not attached but are available to this Honourable Court if requested.
23. The Receiver's and the Receiver's legal counsel estimate that the fees that will be incurred to complete the administration of the Receivership will exhaust the remaining cash on hand of \$22,222.
24. The Receiver respectfully requests that this Honourable Court approve the Receiver's and the Receiver's legal counsel's fees and disbursements along with the estimate of fees to complete the administration of the Receivership.

CLAIMS PROCESS

25. In order to distribute the Bow Water Units to the creditors of 135, the Receiver requires a formal claims process to establish the claims as against 135.
26. While 135 was in CCAA proceedings, the CRO, BTM Advisory Services Inc. reconstructed the financial statements of 135, as there was minimal activity within the company since inception. Based on these records, the Receiver is confident in the quantum of claims against 135.
27. Therefore, at this time the Receiver is recommending a negative claims process where the known creditors will receive an instruction letter ("Instruction Letter") stating classification and the quantum of their claim. If they agree with this amount no further action is required of them. If they do not agree with the Instruction Letter, they will need to file a proof of claim (the "Proof of Claim") as discussed below.
28. The Receiver's counsel has prepared a draft claims process order seeking approval for a Claims Process by this Honourable Court (the "Claims Process Order"). The proposed Claims Process Order is attached to the Application of the Receiver, filed concurrently with this Second Report and returnable on January 25, 2018.

29. The Claims Process as set out in the proposed Claims Process Order will establish the amount of claims against 135 as at the respective Filing Date (the "Claims").

Known Creditors

30. Based on the books and records of 135, as verified by the CRO, the known creditors of 135 are as follows:

1357686 Alberta Ltd.		Exhibit 3
Known Creditors		
June 16, 2014		
Creditor	Claim	Notes
Foundation Mortgage Corporation	\$ 3,068,789	a
Foundation Mortgage 2 Corporation	7,958,959	a
1330073 Alberta Ltd.	1,000,000	b
1330075 Alberta Ltd.	5,213,158	
1252064 Alberta Ltd.	862,777	
Stoney View Capital Inc.	658,300	
Wayne Chui	341,700	
Harbour View Capital	1,000,000	
	<u>\$ 20,103,682</u>	

31. Exhibit 3 notes are as follows:

- a) In accordance with the settlement concerning whether Foundation Mortgage Corporation's ("FM1") and Foundation Mortgage 2 Corporation's ("FM2") claims are secured/unsecured, FM1 and FM2 have agreed to have their claims ranked as unsecured, on the condition that such claims continue to accrue interest up to February 27, 2017. The resolution of the FM1 and FM2 claims, in this manner, will improve the realizations of all the 135 unsecured creditors; and
- b) 1330073 Alberta Ltd., an unrelated entity to 135 and 1330073 Alberta Ltd. has a claim as against Lot 1 only.

Notice to File Proof of Claims

32. It is proposed that the Claims Process will follow the timeline identified below:

Milestone	Date
Post forms on the Receiver's website	January 29, 2018
Mail to all known creditors a Claims Package	January 29, 2018
Place newspaper advertisement	February 2, 2018
Claims Bar Date	February 22, 2018

33. The Receiver would mail the Instruction Letter and Proof of Claim forms (the "Claims Package") to all known creditors, in the format attached to the Claims Process Order, on or before January 29, 2018.
34. The Receiver would place an advertisement in the *Calgary Herald*, to serve as notice of the Claims Process, in the format attached to the Claims Process Order, on or before February 2, 2018.
35. Given the location of 135's assets, the Receiver believes that advertising for claims in the *Calgary Herald* is sufficient in this circumstance.
36. The Receiver would post a copy of the Claims Process Order and the associated Claims Package on its website on or before January 29, 2018.

Claims Bar Date

37. It is proposed that any creditor that: (a) disagrees with the Receiver's valuation of its Claim as set out in the Instruction Letter; or (b) who wishes to assert a Claim, be required to a Proof of Claim with the Receiver on or before February 22, 2018 (the "Claims Bar Date").
38. If no Proof of Claim is received by the Receiver within the required time period, the Claim will be deemed accepted at the amount per the Instruction Letter.

Claim Resolution

39. In the event that a creditor submits a Proof of Claim, the Receiver will review the Proof of Claim and provide to the creditor a notice in writing by registered mail, by courier service, by facsimile or email as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Receiver will issue a notice of revision or disallowance ("Notice of Revision or Disallowance") indicating the reasons for the dispute.

40. The Claims Process Order further provides that where a creditor objects to a Notice of Revision or Disallowance, the creditor must serve on the Receiver a filed Application in these Receivership proceedings returnable within fifteen (15) days after receipt of the Notice of Revision or Disallowance, for the determination by the Court of the Claim in dispute.
41. If no Application is received by the Receiver within the required time period, the Claim will be deemed accepted at the amount per the Notice of Revision or Disallowance.

Comments on the Proposed Claims Process

42. The Receiver is of the view that the proposed time frame of the Claims Process is appropriate, in the circumstances, and that the Claims Process is necessary to determine the validity of all Claims against 135.

BOW WATER UNIT DISTRIBUTION

43. Based on final determination of the claims as against 135 per the above outlined Claims Process, the Receiver proposes to distribute the Bow Water Units and ultimately the Carried Interest Units to the creditors of 135.
44. To determine how the Bow Water Unit Distribution is allocated among the creditors of 135 based on the creditors interest in Lot 1 and Lot 2, the Receiver has split the available Bow Water Units based on the most recent appraisal of Lot1 and Lot 2 as follows:

1357686 Alberta Ltd.			Exhibit 5
Lot 1 and Lot 2 Allocation of Bow Water Units			
Value Allocation	Lot 1	Lot 2	Total
November 8, 2011 Appraisal Value	\$ 3,440,000	\$ 4,780,000	\$ 8,220,000
Percentage of value	42%	58%	100%
Units for distribution	94,396.6	131,167.3	225,563.9

45. Based on the current Known Creditors of 135, the Bow Water Unit Distribution will be as follows:

1357686 Alberta Ltd. Bow Water Unit Distribution				Exhibit 6
Creditor	Claim	Lot 1 Units	Lot 2 Units	Total
Foundation Mortgage Corporation	\$ 3,068,789	14,409.5	21,070.5	35,480.0
Foundation Mortgage 2 Corporation	7,958,959	37,371.2	54,646.8	92,018.0
1330073 Alberta Ltd.	1,000,000	4,695.5	-	4,695.5
1330075 Alberta Ltd.	5,213,158	24,478.3	35,793.9	60,272.2
1252064 Alberta Ltd.	862,777	4,051.2	5,923.9	9,975.0
Stoney View Capital Inc.	658,300	3,091.0	4,519.9	7,611.0
Wayne Chui	341,700	1,604.4	2,346.1	3,950.6
Harbour View Capital	1,000,000	4,695.5	6,866.1	11,561.6
	<u>\$ 20,103,682</u>	<u>94,396.6</u>	<u>131,167.3</u>	<u>225,563.9</u>

46. If as a result of the Claims Process, there are changes to the creditors, the prorated distributions will be adjusted accordingly and the Receiver will post such changes to the Receiver's website.

125 Bow Water Unit Distributions

47. 1252064 Alberta Ltd. ("125") is also in receivership proceedings that are nearing completion, EYI is the Receiver in the 125 receivership proceedings. For simplicity and cost effectiveness, the Receiver, is proposing to distribute the Bow Water Units allocated to 125 directly to the creditors of 125.
48. The Receiver of 125 completed a claims process in accordance with the claims process order granted by this Honourable Court on January 12, 2017 (the "125 Claim Process Order"). A copy of the 125 Claims Process Order is attached hereto as Appendix A.
49. Based on the results of the 125 Claims Process, the 125 Receiver has determined the claims against 125 to be as detailed below in Exhibit 7. These creditors have received one pro-rata interim distribution, pursuant to a distribution order granted by this Honourable Court on August 23, 2017 (the "125 Distribution Order"). A copy of the 125 Distribution Order is attached hereto as Appendix B.
50. The following exhibit provides a detailed listing of the distributions of the 9,975 Bow Water Units for 125. This distribution follows the same pro-rata distribution among creditors as approved in the 125 Distribution Order.

1252064 Alberta Ltd. Bow Water Unit Distribution		Exhibit 7
Creditor	Claim	Units
Legacy Communities Inc.	\$ 9,002,228	6,862.9
Wayne & Eleanor Chiu	433,002	330.1
Harbour View Capital Inc.	634,000	483.3
Stoney View Capital Inc.	834,199	636.0
Theresa Moore	300,000	228.7
West Springs Village ("WSV")	1,877,866	1,431.6
Brown Okamura & Associates Ltd	2,865	2.2
City of Lethbridge	325	0.2
	<u>\$ 13,084,485</u>	<u>9,975.0</u>

51. Appendix C of this Second Report provides a detailed listing of the further individual distributions of the 1,431.6 Bow Water Units for the individual creditors of WSV.

Carried Interest Unit Distributions

52. The Receiver has worked with Bow Water & Land Trust so that the Carried Interest Units, once formally issued in late 2018, can be distributed directly to the creditors of 135 on the same pro-rata basis as outlined above for the Bow Water Units.
53. Subject to the approval of this Honourable Court and upon the determination of all claims against 135, in accordance with the Claims Process Order, the Receiver will provide formal instructions identifying the various creditors of 135 and the proposed quantum of their anticipated distribution of Carried Interest Units, based on the same pro rata basis as the Bow Water Units were distributed, to Bow Water & Land Trust, so that Bow Water & Land Trust may complete the distribution of the Carried Interest Units to the creditors of 135 once such Carried Interest Units are issued.

RECEIVER'S DISCHARGE

54. Upon completion of the Claims Process, providing instructions to distribute the Carried Interest Units and the Bow Water Unit Distribution, the Receiver will have completed the majority of its administration of the receivership and is not aware of it being required for any further purpose herein and is therefore of the view that it should be discharged from its mandate with the Receiver's discharge being effective upon the filing of the Receiver's Certificate in the form contemplated by the proposed form of Order concerning the discharge of the Receiver.

55. The Receiver respectfully requests that this Honourable Court approve an Order discharging the Receiver on the condition of the completion of the items described above from any and all obligations as Receiver of 135.

RECEIVER'S RECOMENDATIONS

56. The Receiver respectfully recommends that this Honourable Court approve the:

- a) Claims Process;
- b) Bow Water Unit Distribution;
- c) fees and disbursements of the Receiver and its counsel; and
- d) discharge of the Receiver.

Dated at Calgary AB, this 16th day of January, 2018.

ERNST & YOUNG INC.
in its capacity as Receiver of
1357686 Alberta Ltd. and not in its personal
or corporate capacity.

A handwritten signature in black ink, appearing to be 'Narfason', with a long horizontal stroke extending to the right.

Neil Narfason, CPA, CIRP, LIT, CBV
Senior Vice President

A handwritten signature in black ink, appearing to be 'Riglin', with a large 'C' and a long horizontal stroke extending to the right.

Cassie Riglin, CPA, CIRP, LIT
Vice President

APPENDIX A

COURT FILE NUMBER 1201-06934
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
APPLICANTS **IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, as amended**



I hereby certify this to be a true copy of
the original Order
dated this 13 day of Jan 2017
aw
for Clerk of the Court

**AND IN THE MATTER OF THE BUSINESS
CORPORATIONS ACT, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF 1252064 ALBERTA
LTD., 1330075 ALBERTA LTD. and HARVEST
CAPITAL MANAGEMENT INC.**

DOCUMENT ORDER (CLAIMS PROCESS)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
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DATE ON WHICH ORDER WAS PRONOUNCED: January 12, 2017
NAME OF JUDGE WHO MADE THIS ORDER: Justice D.B. Nixon
LOCATION OF HEARING: Calgary, Alberta

UPON THE APPLICATION of the Receiver of 1252064 Alberta Ltd., 1330075 Alberta Ltd. and Harvest Capital Management Inc. to establish a claims process in respect of the Debtor; **AND UPON** having read the Notice of Application, filed on January 4, 2017 (the "**Application**") and the Eighth Report of the Receiver in its capacity as court appointed receiver and manager of the Debtor (the "**Eighth Receiver's Report**"); **AND UPON** hearing counsel for the Receiver and counsel present for other parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application for this Claims Process Order is abridged and deemed good and sufficient and the Application is property returnable today.

DEFINED TERMS

2. For the purposes of this Claims Process Order, the following terms shall have the following meanings:

- (a) "**125**" means 1252064 Alberta Ltd.;
- (b) "**133**" means 1330075 Alberta Ltd.;
- (c) "**Affected Claim**" means all Claims other than Excluded Claims;
- (d) "**Affected Creditor**" means any Creditor having or asserting an Affected Claim;
- (e) "**BIA**" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3, as amended;
- (f) "**Business Day**" means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Calgary, Alberta;
- (g) "**Calmar Lands**" means the lands situated in the province of Alberta and legally described as Plan 0522859, Block 1, Lot 1 and Plan 0522859, Block 1, Lot 2, excepting thereout all mines and minerals;
- (h) "**Calmar Lands Order**" means the order issued by the Honourable Madam Justice J. Strekaf of this Court in the within proceedings on December 12, 2014;
- (i) "**Claim**" means any right or claim of any Person against one or more of the Debtors in connection with any indebtedness, liability or obligation of any kind whatsoever of one or more of the Debtors, whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including without limitation any claim arising from or caused by the repudiation by a Debtor of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach of duty (legal, statutory, equitable, fiduciary or otherwise), or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter,

action, cause or chose in action, whether existing at present or commenced in the future, based in whole or in part on facts which existed on the Filing Date, together with any other claims of any kind that would constitute a claim provable in bankruptcy within the meaning of the BIA;

- (j) **"Claims Bar Date"** means 5:00 p.m. (Mountain Time) on February 23, 2017 or such other date as may be ordered by the Court;
- (k) **"Claims Package"** means the document package which shall include a copy of the Instruction Letter, a Proof of Claim and such other materials as the Receiver considers necessary or appropriate;
- (l) **"Claims Process"** means the procedures outlined herein in connection with the assertion of Claims against the Debtor;
- (m) **"Claims Process Order"** means the order granted by Justice D.B. Nixon of the Court on January 12, 2017, approving the Claims Process;
- (n) **"Court"** means the Court of Queen's Bench of Alberta;
- (o) **"Creditor"** means any Person having or asserting a Claim;
- (p) **"Debtor"** means each of 125, 133 and HCMI;
- (q) **"Excluded Claims"** means Claims:
 - (i) that are secured by charges granted pursuant to the Receivership Order;
 - (ii) that are secured by charges granted pursuant to the Calmar Lands Order;
and
 - (iii) that are secured by charges, mortgages, liens or encumbrances registered against title to the Calmar Lands;
- (r) **"Excluded Creditor"** means any Creditor having or asserting an Excluded Claim;
- (s) **"Filing Date"** means September 30, 2013;
- (t) **"HCMI"** means Harvest Capital Management Inc.;

- (u) **"Instruction Letter"** means the letter regarding completion of a Proof of Claim, which letter shall be substantially in the form attached hereto as Appendix **"A"**;
- (v) **"Known Creditors"** means Affected Creditors which the books and records of the Debtor disclose have an Affected Claim against the Debtor as of the Filing Date;
- (w) **"Newspaper Notice"** means the notice of the Claims Process to be published in the newspapers in accordance with the Claims Process in substantially the form attached to the Claims Process Order as Appendix **"C"**;
- (x) **"Notice of Revision and Disallowance"** means the notice revising or disallowing an Affected Claim in accordance with the Claims Process in substantially the form attached to the Claims Process Order as Appendix **"D"**;
- (y) **"Person"** shall be broadly interpreted and includes an individual, firm, partnership, joint venture, venture capital fund, limited liability company, unlimited liability company, association, trust, corporation, unincorporated association or organization, syndicate, committee, the government or a country or any political subdivision thereof, or any agency, board, tribunal, commission, bureau, instrumentality or department of such government or political subdivision, or any other entity, however designated or constituted, and the trustees, executors, administrators, or other legal representatives of any individual;
- (z) **"Proof of Claim"** means the form setting forth an Affected Claim, which proof of claim shall be substantially in the form attached to the Claims Process Order as Appendix **"B"**;
- (aa) **"Receiver"** has the meaning ascribed to it in the Receivership Order;
- (bb) **"Receivership Order"** means the receivership order issued by the Court on September 30, 2013 in the within proceedings;
- (cc) **"Website"** means the website established by the Receiver and located at <http://documentcentre.eycan.com/Pages/Main.aspx?SID=228>.

NOTICE OF CLAIMS PROCESS

3. The Receiver shall cause a Proof of Claim to be sent to each Known Creditor by regular prepaid mail, courier, facsimile or email on or prior to January 20, 2017.
4. The Receiver shall cause the Newspaper Notice to be published in the Calgary Herald and any other newspaper the Receiver consider advisable, on or prior to January 20, 2017.
5. The Receiver shall cause the Claims Package to be posted on the Website on or prior to January 20, 2017.
6. The Receiver shall cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.

AFFECTED CLAIMS AGAINST TWO OR MORE DEBTORS

7. Any Person wishing to assert an Affected Claim against two or more of the Debtors must file a separate Proof of Claim with respect to each such Debtor and identify the particular Debtor against which an Affected Claim is asserted. If a Creditor lists more than one Debtor on any one Proof of Claim the Claim will be deemed to have been asserted only against the first-listed Debtor.

BARRING OF AFFECTED CLAIMS

8. Any Person who fails, refuses or neglects to deliver a completed Proof of Claim to the Receiver in respect of an Affected Claim on or before the Claims Bar Date shall, subject only to the further order of this Court:

- (a) be forever barred, estopped and enjoined from asserting or enforcing such Affected Claim against any of the Debtors and the Debtors shall not have any liability whatsoever in respect of such Affected Claim and such Affected Claim shall be extinguished without any further act or notification by the Debtors;
- (b) not be entitled to participate as an Affected Creditor in these proceedings or receive any further notice regarding this Claims Process or these proceedings;
and

- (c) not be entitled to receive any distribution, dividend or payment from the Debtors in respect of such Affected Claim.

RESOLUTION OF AFFECTED CLAIMS

9. The Receiver shall review any Proof of Claim that is submitted to it on or before the Claims Bar Date and, subject to the terms of this Claims Process Order, may accept, revise or disallow the Affected Claim as set forth in the Proof of Claim.

10. The Receiver may attempt to consensually resolve the classification or quantum of any Affected Claim prior to the Receiver accepting, revising or disallowing the Affected Claim as set forth in the Proof of Claim.

11. In the event that the Receiver elects to revise or disallow an Affected Claim as set forth in a Proof of Claim the Receiver shall send a Notice of Revision or Disallowance setting out the revision or disallowance of such Affected Claim as set forth in the Proof of Claim.

12. Any Person who wishes to dispute the Notice of Revision or Disallowance received from the Receiver shall, within fifteen days of receipt of the Notice of Revision or Disallowance from the Receiver, file an Application before the Court for the determination of its Affected Claim.

13. Any Person who receives a Notice of Revision or Disallowance from the Receiver and who fails to comply with Paragraph **Error! Reference source not found.** of this Claims Process shall be deemed to have conclusively accepted the classification and quantum of its Affected Claim as set forth in the Notice of Revision or Disallowance and shall, subject only to the further order of the Court:

- (a) be forever barred, enjoined and estopped from challenging the classification and quantum of its Affected Claim as set forth in the Notice of Revision or Disallowance delivered to it by the Receiver; and
- (b) be only entitled to receive distribution, dividend or payment from the Debtors in respect of such Affected Claim as classified and quantified in the Notice of Revision or Disallowance delivered to it by the Receiver.

NOTICE OF TRANSFEREES

14. If an Affected Creditor or any subsequent holder of an Affected Claim who has been acknowledged by the Receiver as the holder of the Affected Claim transfers or assigns that Affected Claim to another Person, the Receiver shall not be required to give notice to or to otherwise deal with the transferee or assignee of the Affected Claim as the holder of such Affected Claim unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been delivered to the Receiver. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the holder of such Affected Claim and shall be bound by notices given and steps taken in respect of such Affected Claim in accordance with the provisions of the Claims Process.

15. If an Affected Creditor or any subsequent holder of an Affected Claim who has been acknowledged by the Receiver as the holder of the Affected Claim transfers or assigns the whole of such Affected Claim to more than one Person or part of such Affected Claim to another Person or Persons, such transfers or assignments shall not create separate Affected Claims and such Affected Claims shall continue to constitute and be dealt with as a single Affected Claim notwithstanding such transfers or assignments. The Receiver shall not, in each such case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Affected Claim only as a whole and then only to and with the Person last holding such Affected Claim provided such Person may, by notice in writing delivered to the Receiver, direct that subsequent dealings in respect of such Affected Claim, but only as a whole, shall be dealt with by a specified Person and, in such event, such Person shall be bound by any notices given or steps taken in respect of such Affected Claim in accordance with the provisions of the Claims Process.

NOTICE AND COMMUNICATION

16. Except as otherwise provided herein, the Receiver may deliver any notice or other communication to be given under this Claims Process Order to Affected Creditors or other interested Persons by forwarding true copies thereof by ordinary mail, courier, personal delivery, facsimile or email to such Affected Creditors or Persons at the address last shown on the books and records of the Debtor, and that any such notice by courier, personal delivery, facsimile or email shall be deemed to be received on the next Business Day following the date of forwarding thereof, or, if sent by ordinary mail on the third Business Day after mailing within Alberta, the

fifth Business Day after mailing within Canada, and the tenth Business Day after mailing internationally.

17. Any notice or other communication to be given under this Claims Process Order by an Affected Creditor to the Receiver shall be in writing in substantially the form, if any, provided for in this Claims Process Order and will be sufficiently given only if delivered by registered mail, courier, e-mail (in PDF format), personal delivery or facsimile transmission addressed to:

Ernst & Young Inc., in its capacity as court
appointed receiver and manager of 1252065
Alberta Ltd., 1330075 Alberta Ltd. and Harvest
Capital Management Inc.

Attention: Jessica Caden
2200, 215 – 2nd Street SW
Calgary, Alberta T2P 1M4

E-mail: Jessica.Caden@ca.ey.com
Fax: 403-206-5394

18. In the event that the day on which any notice or communication required to be delivered pursuant to the Claims Process is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.

CURRENCY OF CLAIMS

19. Any Affected Claim set out in a Proof of Claim shall be denominated in Canadian dollars, failing which such Affected Claim shall be converted to and shall constitute obligations in Canadian dollars and such calculation will be effected using the noon spot rate of the Bank of Canada as of the date of the Claims Process Order.

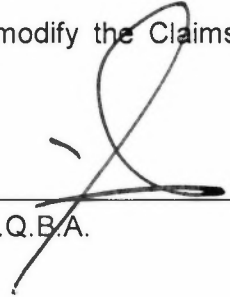
GENERAL

20. The Receiver is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which Proofs of Claim are completed and executed and may, if satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of the Claims Process and this Order as to the completion and execution of Proofs of Claim.

21. References in this Claims Process Order to the singular shall include the plural, references to the plural shall include the singular and to any gender shall include the other gender.

22. Nothing in this Claims Process shall operate to bar, extinguish or affect Excluded Claims or the priority afforded to any Excluded Claims or Excluded Creditors.

23. Notwithstanding the terms of this Claims Process Order, the Receiver or any interested Person may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or modify the Claims Process or this Claims Process Order.



J.C.Q.B.A.

APPENDIX "A"

INSTRUCTION LETTER FOR THE CLAIMS PROCESS OF 1252064 ALBERTA LTD, 1330075 ALBERTA LTD. AND HARVEST CAPITAL MANAGEMENT INC. (COLLECTIVELY, THE "DEBTOR")

TO: [NAME AND ADDRESS OF CREDITOR]

On September 30, 2013, Ernst & Young Inc. (the "**Receiver**") was appointed as receiver and manager of the assets, properties and undertakings of the Debtor pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**").

On January 12, 2017, the Court granted a further order prescribing a claims process to quantify, classify and resolve claims against the Debtor established (the "**Claims Process Order**"). A copy of the Claims Process Order may be viewed at <http://documentcentre.eycan.com/Pages/Main.aspx?SID=228>. All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to it in the Claims Process Order.

Pursuant to the Claims Process Order, the Receiver is to send this Instruction Letter to Known Creditors and other certain other Persons.

The Claims Process Order provides that any Person who wishes to advance an Affected Claim against the Debtor, must complete and forward to the Receiver, a completed Proof of Claim on or before 5:00 pm (MST) on February 23, 2017. Any Person who fails to comply with these requirements shall be forever barred, enjoined and estopped from asserting such Affected Claim against the Debtor and such Affected Claim shall be forever extinguished. Affected Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by the Court, be deemed to be forever barred and may not thereafter be advanced against the Debtor.

Dated the ____ day of _____, 2017 in Calgary, Alberta.

**ERNST & YOUNG INC., in its capacity as
court appointed receiver and manager of
1252064 Alberta Ltd., 1330075 Alberta Ltd.
and Harvest Capital Management Inc.**

Per: _____
Name:
Title:

APPENDIX "B"

PROOF OF CLAIM FOR THE CLAIMS PROCESS OF 1252064 ALBERTA LTD, 1330075 ALBERTA LTD. AND HARVEST CAPITAL MANAGEMENT INC. (COLLECTIVELY, THE "DEBTOR")

For Claims Arising On or Before September 30, 2013

Regarding the claim of _____ (referred to in this form as "the creditor") against:
(name of creditor)

- ☐ 1252064 Alberta Ltd.
- ☐ 1330075 Alberta Ltd.
- ☐ Harvest Capital Management Inc.

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)

of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
- OR ☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3.A The debtor identified above was, as at September 30, 2013, and still is indebted to the creditor in the sum of \$_____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should **not** include the value of good and/or services supplied or claims arising after September 30, 2013. If a creditor's claim is to be reduced by deducting any counter claims to which the debtor is entitled and/or amounts associated with the return of equipment and/or assets by the debtor, please specify.

The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing

the entitlement to interest.

B The indebtedness referred to in paragraph 4.A is in the following currency:

- ☐ Canadian Dollars
- ☐ United States Dollars

4.A ☐ **Unsecured claim.** \$ _____. In respect to the said debt, the creditor does not and has not since September 30, 2013, held any assets of the Debtor as security.

- ☐ **Secured claim.** \$ _____. In respect of the said debt, the creditor holds assets of the Debtor valued at \$ _____ as security:

Provide full particulars of security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B".

Dated at _____, this _____ day of _____, 2017

Witness

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. Please indicate which of the three debtors which you are asserting a claim against. If you are asserting a claim against multiple debtors please complete a separate Proof of Claim for all claims being asserted.
2. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
3. The person signing the form must have knowledge of the circumstances connected with the claim.
4. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should not include the value of goods and/or services arising after September 30, 2013. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.
5. The nature of the claim must be indicated by ticking the type of claim which applies. e.g.
—

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease or other security interest, and the value of which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

6. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by 5:00 pm (MST) on February 23, 2017, to the Receiver at the below addresses:

Ernst & Young Inc., in its capacity as court
appointed receiver and manager of 1252065
Alberta Ltd., 1330075 Alberta Ltd. and Harvest
Capital Management Inc.

Attention: Jessica Caden
2200, 215 – 2nd Street SW
Calgary, Alberta T2P 1M4

E-mail: Jessica.Caden@ca.ey.com
Fax: 403-206-5394

APPENDIX "C"

NEWSPAPER NOTICE FOR THE CLAIMS PROCESS OF 1252064 ALBERTA LTD, 1330075 ALBERTA LTD. AND HARVEST CAPITAL MANAGEMENT INC. (COLLECTIVELY, THE "DEBTOR")

On September 30, 2013, Ernst & Young Inc. (the "**Receiver**") was appointed as receiver and manager of 1252064 Alberta Ltd., 1330075 Alberta Ltd. and Harvest Capital Management Inc. (the "**Debtor**").

On January 12, 2017, the Court granted a further order prescribing a process by which the identity and status of creditors of the Debtor and the amounts of their claims will be established (the "**Claims Process Order**"). A copy of the Claims Process Order may be viewed at <http://documentcentre.eycan.com/Pages/Main.aspx?SID=228>. Capitalized terms below are as defined in the Claims Process Order.

Any Person who wishes to advance an Affected Claim against the Debtor must complete and forward to the Receiver a completed Proof of Claim on or before 5:00 pm (MST) on February 23, 2017. Any Person who fails to comply with these requirements shall be forever barred, enjoined and estopped from asserting such Affected Claim against the Debtor and such Affected Claim shall be forever extinguished.

All claims must be made in the prescribed "Proof of Claim" form together with the required supporting documentation and be received by the Receiver on or before the Claims Bar Date, being 5:00 pm (MST) on February 23, 2017. If you have any questions regarding the claims process or the attached materials, please contact Jessica Caden at 403-206-5394 or Jessica.Caden@ca.ey.com.

APPENDIX "D"

**NOTICE OF REVISION AND DISALLOWANCE FOR THE CLAIMS PROCESS OF 1252064
ALBERTA LTD, 1330075 ALBERTA LTD. AND HARVEST CAPITAL MANAGEMENT INC.
(COLLECTIVELY, THE "DEBTOR")**

TO: [NAME AND ADDRESS OF CREDITOR]

NAME OF CREDITOR:

CLAIM NO.

**THE RECEIVER HAS [REVISED/DISALLOWED] THE PROOF OF CLAIM YOU SUBMITTED
AS FOLLOWS:**

Classification:

Quantum:

**IF YOU WISH TO DISPUTE THE REVISION AND DISALLOWANCE YOU MUST TAKE THE
STEPS OUTLINED BELOW.**

The Claims Process Order provides that if a Creditor disagrees with the Notice of Revision or Disallowance of its claim set out herein, the Creditor must file a Notice of Application before the Court of Queen's Bench of Alberta within fifteen days of the date of this Notice of Revision or Disallowance to have its Affected Claim determined.

Any Person who fails to comply with such requirements shall be deemed to have accepted the classification and quantum of its Affected Claim as set forth in this Notice of Revision or Disallowance and shall be forever barred, enjoined and estopped from challenging the classification and quantum of its Affected Claim as set forth in this Notice of Revision or Disallowance delivered to it by the Receiver, except as otherwise may be ordered by the Court.

Dated the ____ day of _____, 2017 in Calgary, Alberta.

**ERNST & YOUNG INC., in its capacity as
court appointed receiver and manager of
1252064 Alberta Ltd., 1330075 Alberta Ltd.
and Harvest Capital Management Inc.**

Per: _____

Name:

Title:

APPENDIX B

COURT FILE NUMBER

1201-06934

COURT

COURT OF QUEEN'S BENCH OF
ALBERTA

JUDICIAL CENTRE

CALGARY

APPLICANTS

IN THE MATTER OF THE COMPANIES
CREDITORS ARRANGEMENT ACT, R.S.A.
1985, c. C-36, as amended

I hereby certify this to be a true copy of
the original Order

Dated this 23 day of August 2017

[Signature]
for Clerk of the Court



AND IN THE MATTER OF THE BUSINESS
CORPORATIONS ACT, R.S.A. 2000, c. B-9

AND IN THE MATTER OF 1252064 ALBERTA
LTD., 1330075 ALBERTA LTD. and HARVEST
CAPITAL MANAGEMENT INC.

DOCUMENT

ORDER

ADDRESS FOR SERVICE
AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

McCARTHY TÉTRAULT LLP
Barristers & Solicitors
Sean Collins / Walker W. MacLeod
Suite 4000, 421 - 7th Avenue S.W.
Calgary AB T2P 4K9
Phone: 403-260-3531/ 403-260-3710
Fax: 403-260-3501
Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED:

August 23, 2017

LOCATION OF HEARING OR TRIAL:

Calgary, Alberta

NAME OF MASTER/JUDGE WHO MADE THIS ORDER:

Justice C.M. Jones

UPON THE APPLICATION (the "Application") of Ernst & Young Inc. (the "Receiver"), in its capacity as the court appointed receiver and manager of 1252064 Alberta Ltd. ("125 Alberta"), 1330075 Alberta Ltd. ("133 Alberta"), and Harvest Capital Management Inc. ("HCMI", HCMI, 125 Alberta, and 133 Alberta, are collectively referred to as, the "Debtors") pursuant to the order issued by The Honourable Justice G. C. Hawco in the within proceedings on September 30, 2013 (the "Receivership Order"); AND UPON having read the Ninth Report of the Receiver, dated August 14, 2017 (the "Ninth Receiver's Report"); AND UPON having read the Affidavit of Service of Katie Doran, sworn August 15, 2017 (the "Service Affidavit"); AND UPON hearing counsel for the Receiver, and counsel present for other parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

DEFINITIONS

1. All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Ninth Receiver's Report.

SERVICE

2. The time for service of the corresponding Application and the Ninth Receiver's Report is abridged, the Application is properly returnable today, service of the Application and the Ninth Receiver's Report on the service list, in the manner described in the Service Affidavit is validated, good, and sufficient, and no other persons are entitled to service of the Ninth Receiver's Report or the Application.

INTERIM 125 DISTRIBUTION

3. The Receiver is hereby expressly authorized and empowered to distribute to the creditors of 125 Alberta, from the funds currently held by the Receiver on behalf of 125 Alberta, the amounts as set out in Paragraph 23 of the Ninth Receiver's Report, in satisfaction of the proven indebtedness, liabilities, and obligations owed by 125 Alberta to such creditors.

WSV DISTRIBUTION

4. The Receiver is hereby authorized and empowered to make a distribution (the "**WSV Distribution**") to all of West Springs Village Limited Partnership's and West Springs Village General Partner Inc.'s (collectively, "**West Springs Village**") creditors, stakeholders, and unitholders who hold valid proven claims, in accordance with the West Springs Village Claims Process and Wind-up Order granted on December 6, 2012. Such WSV Distribution shall include and incorporate any and all previous distributions made to any creditors, stakeholders, and unitholders of West Springs Village but which remain unclaimed, returned, or uncashed.

5. The Receiver is hereby authorized and empowered to pay, transfer, distribute, and deliver, without any personal or corporate liability in connection thereto, to 125 Alberta, any and all funds distributed as part of the WSV Distribution which remain unclaimed, are returned, or remain uncashed (collectively, the "**Unclaimed Distributions**") following six (6) months from the date the WSV Distribution is made, provided that no up to date contact or mailing information

has been provided with respect to the beneficiaries of such Unclaimed Distributions within such six (6) month period.

APPROVAL OF RECEIVER'S ACTIONS

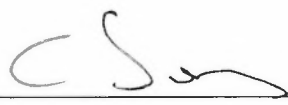
6. As of the date of the Ninth Receiver's Report and based on the evidence that is currently before this Honourable Court:

- (a) the Receiver has dealt with the Debtors' property, assets, and undertakings, in a commercially reasonable manner; and,
- (b) the actions and conduct of the Receiver are hereby approved.

MISCELLANEOUS MATTERS

7. The Receiver and any other interested party shall be at liberty to apply for further advice, assistance, and directions, as may be necessary, in order to give full force and effect to the terms of this Order.

8. Service of this Order by email, facsimile, registered mail, courier, or personal delivery to the persons listed on the service list shall constitute good and sufficient service of this Order, and no persons other than those listed on the service list are entitled to be served with a copy of this Order.



J.C.Q.B.A.

APPENDIX C

West Springs Village
Bow Water Unit Distribution

Appendix C

Name on Bonds	WSV Investment	Units
1124999 Alberta Ltd	\$ 20,000	2.1
1150215 Alberta Ltd	10,000	1.1
1324477 Alberta Ltd	10,000	1.1
490363 Alberta Ltd	20,000	2.1
5177589 Manitoba Ltd.	20,000	2.1
639598 Alberta Ltd.	20,000	2.1
Abbie Louise Caldwell	10,000	1.1
Abdulrasul & Khatija Samnani	10,000	1.1
Abi-Gail Denise London	30,000	3.2
Agnes Hobmaier	50,000	5.3
Albert Ma	20,000	2.1
Alda Robalo	30,000	3.2
Alden Stephenson / Lillian Stephenson	10,000	1.1
Alexander Yeung	10,000	1.1
Alice L. Plotkins	10,000	1.1
Allan Yuen / Judy Nadon-Yuen	20,000	2.1
Amirali Haji	20,000	2.1
Amirali Paroo	10,000	1.1
Andrea M. Clark	10,000	1.1
Andrew Taylor	10,000	1.1
Angela Anita Marie Wiebe	20,000	2.1
Angela Jeanette Marie Killips	10,000	1.1
Anita Naomi McCaffrey/James Lloyd McCaffrey	10,000	1.1
Anita Swier & Roger Swier	20,000	2.1
Anne Szutu	10,000	1.1
Annette Rehlau	10,000	1.1
Ariff Pirmohamed & Farzana Pirmohamed	10,000	1.1
Arlen Bjerland	50,000	5.3
Arthur H Falk	10,000	1.1
Arthur Larison	10,000	1.1
Arthur Leventhal	10,000	1.1
Audrey J Shelstad	10,000	1.1
Barbara Jean Dunnette	50,000	5.3
Barry & Esther Poon	10,000	1.1
Bashir Virji	20,000	2.1
Beaumont Nelson	10,000	1.1
Beaumont Nelson	20,000	2.1
Belen Gardner	10,000	1.1
Benno Toews	20,000	2.1
Berend R. and Johanna P. Jonker	10,000	1.1
Bernadette Wells	50,000	5.3
Bernard Chui/Betty Wong	20,000	2.1
Bernie D Budd	50,000	5.3
Bertha Rands	50,000	5.3
Betty Anne Berube	30,000	3.2
Beverly Anne & Marvin Dean Vaage	10,000	1.1
Beverly J Ens	10,000	1.1
Bill Redifer	10,000	1.1
Bill Wong	40,000	4.2
Billy Tuchscherer	10,000	1.1
Bindu Kumar	10,000	1.1
Blaine Brehmer & Linda Brehmer	50,000	5.3
Blair R. Thieson	20,000	2.1
Blaise Moore	70,000	7.4
Bonnie Gorynuik	40,000	4.2

West Springs Village
Bow Water Unit Distribution

Appendix C

Name on Bonds	WSV Investment	Units
Brenda Lorenz	10,000	1.1
Brent G Gerber	40,000	4.2
Brent Phillips Sherry Phillips	20,000	2.1
Brian Budenski	10,000	1.1
Brian Edward Kenyon	10,000	1.1
Brian Sloan	20,000	2.1
Brian W Magega	10,000	1.1
Bruce David Garland	10,000	1.1
Bruce Hagstrom	50,000	5.3
Bruce L Fraser / Patricia A Fraser	40,000	4.2
Bruce Skirrow	10,000	1.1
Bryon R Farguson & Sukhvinder K Farguson	10,000	1.1
Bud Bachelder And/Or Dorothy Bachelder	30,000	3.2
Cal Wagner	30,000	3.2
Cameron Heslep	10,000	1.1
Canterbury Villa Inc.	100,000	10.6
Carl & Carol Jensen	50,000	5.3
Carmen Yeung	10,000	1.1
Carol Corson	50,000	5.3
Carolyn F Bryant	10,000	1.1
Catharina Maria Vander Poel-Wilson	20,000	2.1
Cecil Young	70,000	7.4
Chandra Annette Dubay	10,000	1.1
Cheryl Evelyn Jantz	50,000	5.3
Chris & Nicolette Cooke	10,000	1.1
Chris Daw	10,000	1.1
Christin Marcotte	50,000	5.3
Christopher A & Charlene Zielke	20,000	2.1
Claude Duret	100,000	10.6
Cliff & or Arlene Anderson	100,000	10.6
Clifford Knull	10,000	1.1
Clinton McAlister	10,000	1.1
Colin Maruk	10,000	1.1
Comet Welding Ltd.	50,000	5.3
Computer Solutions Technology Consultants Inc	30,000	3.2
Craig F Snider	20,000	2.1
Craig Kenneth Burkart	10,000	1.1
Craig Lee Bullock	20,000	2.1
Craig Mayhew	20,000	2.1
Curt Walker	20,000	2.1
Dale Barth /Diana Barth	10,000	1.1
Dale K McCoy	10,000	1.1
Dale Kleinschroth	20,000	2.1
Dale Miller	10,000	1.1
Dale Sturm & Lisa Sturm JTWROS	50,000	5.3
Dale V Miller	50,000	5.3
Dallas Gawryluk	10,000	1.1
Dan-Bert Holdings Inc.	10,000	1.1
Daniel Dyck	20,000	2.1
Daniel J Roberts	10,000	1.1
Daniel Lebid	10,000	1.1
Daniel Montagnon	20,000	2.1
Daniel R. Dusseault	20,000	2.1
Daniel Wakelyn	20,000	2.1
Dann McFadyen	30,000	3.2

West Springs Village
Bow Water Unit Distribution

Appendix C

Name on Bonds	WSV Investment	Units
Darcy Deering and/or Linda Johnston-Deering	10,000	1.1
Darcy McIntosh and/or Anna McIntosh	10,000	1.1
Darleen O'Shea	10,000	1.1
Darren Chambers	20,000	2.1
Darren T. Hatton	20,000	2.1
David & Oksana Miller	10,000	1.1
David & Penny Robbins	20,000	2.1
David Beisel	20,000	2.1
David Bennett Crossley	10,000	1.1
David Bull	20,000	2.1
David C Lock	10,000	1.1
David Gibbs	20,000	2.1
David Hunter	10,000	1.1
David M Hlufman	10,000	1.1
David Russell Shearer	10,000	1.1
David Sitko	30,000	3.2
David W Campbell	10,000	1.1
Deanna Mattson	20,000	2.1
Deborah A Corson/Brian E Corson	10,000	1.1
Deborah L Unger	50,000	5.3
Deborah Ohlhausen	10,000	1.1
Deborah Pluto	10,000	1.1
Deborah Sloboda	10,000	1.1
Denise Alice Rousay	20,000	2.1
Dennis Carmel & Or Simone Carmel	10,000	1.1
Dennis Chu/Julianna Chu	40,000	4.2
Dennis Leung/Ophelia Leung	30,000	3.2
Dennis Wald	10,000	1.1
Derek Abdalla and Kathy Abdalla	40,000	4.2
Diane E Yackel	20,000	2.1
Diane Rappel	50,000	5.3
Dianne Everitt	40,000	4.2
Dixie Hagerman	50,000	5.3
Don & Stephanie Phillips	30,000	3.2
Don Munroe Richards	10,000	1.1
Donald J Beaton	10,000	1.1
Donald J Utas	30,000	3.2
Donald John Scott	10,000	1.1
Doris Pearson	10,000	1.1
Doug M. Buechler	50,000	5.3
Douglas & Leanne Graham	10,000	1.1
Douglas Adam Reid	30,000	3.2
Douglas E Gazzard	20,000	2.1
Douglas Gillman / Dawnita Gillman	20,000	2.1
Dr. Rodney D. Schultz Professional Corporation	10,000	1.1
Duane Claerhout	10,000	1.1
Ed Adema	10,000	1.1
Eddie Sokalski	100,000	10.6
Edgar W. Karstaedt & Jane Karstaedt	50,000	5.3
Edward C. Dmytryshyn	10,000	1.1
Edward H Stack	30,000	3.2
Edward Palkot	20,000	2.1
Edwin E Martin	40,000	4.2
Edwin J & Sharon E Fuellbrandt	20,000	2.1
Eileen M.P MacDonald	10,000	1.1

West Springs Village
Bow Water Unit Distribution

Appendix C

Name on Bonds	WSV Investment	Units
Eldon & Kathy Samson	20,000	2.1
Eldon Gagne	50,000	5.3
Elizabeth Joan Weigum	10,000	1.1
Elsie Schaffrick	40,000	4.2
Elvira Mrochen	10,000	1.1
Elyssa Fong/Jesus Fong	60,000	6.4
Emmanuel Investments Inc	150,000	15.9
Erna K. Topliffe	50,000	5.3
Ernest E. Haskewich	20,000	2.1
Esther & Earl Lawson	50,000	5.3
Eugene Stadnyk	20,000	2.1
Eva m Gugenheimer/ Bruno E Gugenheimer	10,000	1.1
Everett M.Griffiths	10,000	1.1
Faizal Somji	10,000	1.1
Farrokh Namdaran	20,000	2.1
Florrie Skjonsberg & Alfred Skjonsberg	20,000	2.1
Floyd Gage	10,000	1.1
Four Star Drywall Inc.	10,000	1.1
Frances "Dorlene" Pohl	300,000	31.8
Frank & Anne Vandriel	60,000	6.4
Frank & Susan Osterwoldt	30,000	3.2
Frank Green/Crystal Green	10,000	1.1
Franklin Merrill Jamieson	10,000	1.1
Fred Cheng/Margaret Cheng	20,000	2.1
Fred Goodchild/ Dori Goodchild/ Indar Rao/ Jason Black/ Steve Deber	30,000	3.2
Freda Murfin	10,000	1.1
Garry Dale Taylor	10,000	1.1
Garry Mah	10,000	1.1
Garry R Clark	20,000	2.1
Garth J. Burak/ Gail Burak	20,000	2.1
Gary C. Boe	50,000	5.3
Gary Guidry and Terry Guidry	300,000	31.8
Gary M Cross	40,000	4.2
Gary Schur	30,000	3.2
Gary W Winters	40,000	4.2
Gavin & Catherine Sharp	20,000	2.1
Gene Sakura	30,000	3.2
George Edward Senecal	20,000	2.1
Georgette Martin-Couture	100,000	10.6
Gerald F. Smith / Diane C. Smith	30,000	3.2
Gerald V Winters	20,000	2.1
Gert Andreasen	10,000	1.1
Glen & Patricia McWilliams	50,000	5.3
Glen Allen Scott	30,000	3.2
Glen W Nystrom	30,000	3.2
Glenda D. Bron	40,000	4.2
Glenna Lenore Caldwell	10,000	1.1
Gordon F Riggs	10,000	1.1
Gordon Glass and Shelley Glass	20,000	2.1
Gordon Glen Dyck	10,000	1.1
Greg W Moskal	10,000	1.1
Gregory G White	10,000	1.1
Gregory L Boutin	20,000	2.1
Gregory L. Boutin	20,000	2.1
Gurmail Dhanjal	10,000	1.1

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Name on Bonds	WSV Investment	Units
Hammerstix Construction Limited	30,000	3.2
Hardy Engler	10,000	1.1
Harold Rands / Carol Rands	50,000	5.3
Harvey Hunter	10,000	1.1
Heather Dunne	20,000	2.1
Helen Louise Ambler	50,000	5.3
Helen Marilyn Sharp	50,000	5.3
Henry King Wai Chu	20,000	2.1
Henry Van Malsen/ Roberta Van Malsen	10,000	1.1
Hilda A. Hildebrand	20,000	2.1
Hilda Mah	10,000	1.1
Irwin W Wyrstok	20,000	2.1
James A Wasdal Maureen Wasdal	30,000	3.2
James Gary Carnduff	10,000	1.1
James Knelsen	10,000	1.1
James Lloyd McCaffrey/Anita Naomi McCaffrey	10,000	1.1
Jane Alice Dansereau	20,000	2.1
Janet Krupka	30,000	3.2
Janet S Trotno	10,000	1.1
Jason Enarson	20,000	2.1
Jason John Anderson	20,000	2.1
Jason Wagner	10,000	1.1
Jayleen Enterprises Ltd.	50,000	5.3
Jayn L. Steele	10,000	1.1
Jean E Herner	20,000	2.1
Jeffery Tidswell	10,000	1.1
Jeremy Thorson	10,000	1.1
Jerry & Dianne Kubik Jr.	20,000	2.1
Jerzy Zborowski	10,000	1.1
Jim Jackson	10,000	1.1
JJRAB FARMS LTD	20,000	2.1
Joan Eileen Jarocki	10,000	1.1
Joanne Dusterhoft	10,000	1.1
Joe & Marilyn Bulman	30,000	3.2
Joe A Overwater	10,000	1.1
Joel & Brenda Hampson	10,000	1.1
Joel Everitt	10,000	1.1
John & Mary Wiebe	20,000	2.1
John Cox	10,000	1.1
John D Lee	10,000	1.1
John G Rizok	20,000	2.1
John R Clayton/Linda M Clayton	20,000	2.1
John Sumerville Jones	20,000	2.1
John V Wright/Ruth Wright	20,000	2.1
Jonathan Chui	10,000	1.1
Jorge Olimpo Castillo	50,000	5.3
Joseph D Wood	20,000	2.1
Joseph Scruggs	20,000	2.1
Joseph Thoms	10,000	1.1
Judith Lynn Sherin Richard Sherin	10,000	1.1
Judith Marguerite Clowes	20,000	2.1
Judy Akitt	10,000	1.1
Judy L Kondo-Turner	10,000	1.1
Judy Lynn Croteau	20,000	2.1
Judy Mah	20,000	2.1

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Name on Bonds	WSV Investment	Units
Julian N. Harewood	50,000	5.3
June Schewaga	20,000	2.1
Justin Charles & Catherine Charles	10,000	1.1
Justin Everitt	10,000	1.1
Karen Knee	10,000	1.1
Katherine Louise Smith	20,000	2.1
Kathrene D McCrae	10,000	1.1
Keevin Bruce Smith	20,000	2.1
Keith R.Woodruff/Jeanette Yvonne Woodruff	40,000	4.2
Ken Burdeyney & Susan Burdeyney	20,000	2.1
Ken Francis Kathy Francis	10,000	1.1
Kenneth Allan Kittlitz	20,000	2.1
Kenneth Berge	70,000	7.4
Kenneth Grant Ross	30,000	3.2
Kenneth Miller	30,000	3.2
Kenneth Morton	60,000	6.4
Kenneth N. Miller	20,000	2.1
Kenneth P Clark	10,000	1.1
Kenneth Smith	20,000	2.1
Kevin Birch / Ivy Birch	20,000	2.1
Kevin G Budd	20,000	2.1
Kevin Gans	20,000	2.1
Kevin S McInnes	20,000	2.1
KGB Oilfield Contacting Ltd	10,000	1.1
Krista Rumberg	10,000	1.1
Kristy Lilburn	20,000	2.1
Kyle E Brown	50,000	5.3
Larry D Lentz	80,000	8.5
Larry Points & Luz Points	20,000	2.1
Laura White	10,000	1.1
Laura Wills	30,000	3.2
Laurie Waiting	20,000	2.1
Layton D. Burkart Professional Corp.	20,000	2.1
Lee Kozak	10,000	1.1
Leif-Erik S Bredesen	20,000	2.1
Leo Krupka	30,000	3.2
Leroy Dixon	30,000	3.2
Lila Duckworth	100,000	10.6
Lilly Streibel	20,000	2.1
Linda A.Leible/Martin Leible	10,000	1.1
Linda Corrine Bedwell	30,000	3.2
Linda Jean Rands	50,000	5.3
Linda L Utas	20,000	2.1
Linda Winifred Weller	20,000	2.1
Lise Gisele Scott	10,000	1.1
Lloyd A Stephenson & E.Penny Stephenson	20,000	2.1
Lloyd Meisner	10,000	1.1
Lois H Reeve	10,000	1.1
Loretta Bieneck	10,000	1.1
Lorne E Horgus, Elain J Horgus	20,000	2.1
Lorraine J Snider	20,000	2.1
Lost Oilman Holdings Ltd.	20,000	2.1
Louise Lyons	20,000	2.1
Lucille Gans	50,000	5.3
Lyle Leroy Geck	10,000	1.1

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Name on Bonds	WSV Investment	Units
Marc & Sandra Thibault	10,000	1.1
Marcel Mah & Mayling Mah	10,000	1.1
Margaret Rizok	20,000	2.1
Marianne Hildebrand	20,000	2.1
Marianne Ramsay	10,000	1.1
Marie Goudreau/Phil Schayes	20,000	2.1
Marie Green	10,000	1.1
Marie M. Albert Alter Ego Trust	100,000	10.6
Marilyn Margaret Viccars	10,000	1.1
Marilyn V.Chevrefils	20,000	2.1
Marion E McIlwraith	10,000	1.1
Marjory A. Clowes	10,000	1.1
Mark Horne	10,000	1.1
Mark Jonker	10,000	1.1
Mark Peters and Sharon Peters	30,000	3.2
Mark Reville & Lisa Reville	20,000	2.1
Mark S Baillie	20,000	2.1
Marlene Stocker	50,000	5.3
Marlin Shawn Redpath	50,000	5.3
Marni McNaughton	10,000	1.1
Martin Wilkinson	10,000	1.1
Marvin Tabler	30,000	3.2
Mary Logullo	10,000	1.1
Maureen Ffoulkes-Jones	20,000	2.1
Maureen Jean Goertzen	10,000	1.1
Maurice W. Lapointe	20,000	2.1
Melvin G Durr	40,000	4.2
Mervyn Neil and Adele Neil	10,000	1.1
Mervyn W Peters	10,000	1.1
Michael E Bowden, Gwen L Bowden	10,000	1.1
Michael John Lentz	10,000	1.1
Michael S Millward	30,000	3.2
Michelle Burgess	20,000	2.1
Mike & Kelly-Jo Hamilton	10,000	1.1
Minerva Menzies Haydon/ Karen Menzies/ Lance Menzies	20,000	2.1
Mohamed Mawani	50,000	5.3
Montgomery W Johnson	40,000	4.2
Mrs Shaku Mawani	50,000	5.3
Muriel Acker	10,000	1.1
Murray Robert Rousay	30,000	3.2
N. Carolyn Binney	10,000	1.1
Nadine Wagner	10,000	1.1
Naheed Somji	10,000	1.1
Nathan Curtis Buhler	10,000	1.1
Nazim Bandali	10,000	1.1
Neil Redpath	100,000	10.6
Nicole Shurko	10,000	1.1
Norbert Gustav Stermann	10,000	1.1
Norm Waksel/ Barbara Brown-Waksel	10,000	1.1
Norma Camman	20,000	2.1
Norman Angus Andrews	10,000	1.1
Norman Markert	20,000	2.1
Norman Post / Carolin Post	100,000	10.6
Norman Wong	10,000	1.1
Norway Enterprises Ltd.	10,000	1.1

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Name on Bonds	WSV Investment	Units
Now! Technology Inc.	20,000	2.1
Olga Stadnyk	10,000	1.1
Oral Kenzie	10,000	1.1
Parasuram Nageshwar/Chellama Nageshwar	10,000	1.1
Parminder S. Sandhu	10,000	1.1
Patrick Hemminger	10,000	1.1
Paul & Zenaida Hudson	10,000	1.1
Paul Berube	10,000	1.1
Paul Gouin	30,000	3.2
Paul Robert Kompf / Cassandra E Kompf	10,000	1.1
Paul Tom	10,000	1.1
Paul W Yee	30,000	3.2
Pauline Verkley	10,000	1.1
Perrala Investments Inc	30,000	3.2
Peter & Theresa Strasser	20,000	2.1
Peter A. Turon	40,000	4.2
Peter Gordon McLennan	10,000	1.1
Peter H. Bauer	50,000	5.3
Phil Callaway	50,000	5.3
Philip FJ Paquette	10,000	1.1
Philip J Henriksen	50,000	5.3
Phyllis Margaret Haskewich	10,000	1.1
Rakeshwari Roy	10,000	1.1
Ralf Aggarwal	70,000	7.4
Randa Jo-Ann L'Hirondelle	10,000	1.1
Randall K. Allan & Colleen C. Allan	10,000	1.1
Regina O Oluwadairo	20,000	2.1
Reginald L. Krause	10,000	1.1
Renee Burden	50,000	5.3
Reno J Giambattista & Adelle M Dionne	10,000	1.1
Revrok Farm Ltd.	30,000	3.2
Richard Charchun	20,000	2.1
Richard Eliuk	50,000	5.3
Richard James Tanner Betty J Tanner	30,000	3.2
Richard John Wensveen	50,000	5.3
Richard Klatt	40,000	4.2
Richard L Metzker	90,000	9.5
Richard Martin	20,000	2.1
Rita Melvyn	20,000	2.1
Robert Akitt	10,000	1.1
Robert E Thompson/ Linda C Thompson	40,000	4.2
Robert Frank Lineker	20,000	2.1
Robert Greenwood & Judith G. Greenwood	10,000	1.1
Robert Hand	20,000	2.1
Robert Hayes / Liliana Hayes	30,000	3.2
Robert J Fowler	50,000	5.3
Robert James Mick	20,000	2.1
Robert Manford Dunn / Valerie Ann Dunn	20,000	2.1
Robert Michael Suik	50,000	5.3
Robert Plotkins	10,000	1.1
Robert Seidlitz / Ella Seidlitz	50,000	5.3
Robert Sherin/Tracy Sherin	10,000	1.1
Robert Vanden Heuvel	20,000	2.1
Robin Weltz	20,000	2.1
Rodney Cecil Bollinger	20,000	2.1

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Name on Bonds	WSV Investment	Units
Roger Davis / Cindy Davis	20,000	2.1
Roger Desautels	40,000	4.2
Roger Lyle Weigum	50,000	5.3
Ron & Dawn Marie Pickles	10,000	1.1
Ron Nickel Photography Inc	40,000	4.2
Ron Reist & Veronica Reist	30,000	3.2
Ronald D Dueck / Gloria M Dueck	10,000	1.1
Ronald L Stickel	20,000	2.1
Ronald N Webster	20,000	2.1
Ronald Wegner and/or Helen Wegner	10,000	1.1
Rosemarie Leuty	10,000	1.1
Rowena C Millott / David J Millott	20,000	2.1
Rowena Goodall	10,000	1.1
Roy Beyer	50,000	5.3
Roy Winston Leitch	10,000	1.1
Rudi J Kolodziejzyk	10,000	1.1
Rueben Hickman	30,000	3.2
Russel Lloyd Weigum	20,000	2.1
Ruth Sanden/Deborah Brogden	40,000	4.2
Samuel A Oluwadairo	50,000	5.3
Sandra Klatt	10,000	1.1
Sandra Stang/ Lucien Stang	20,000	2.1
Scott Alan R Bremner	10,000	1.1
Sebastian J. Aninger & Viola Aninger	50,000	5.3
Shannon Meyers	10,000	1.1
Sharon Numerow	10,000	1.1
Shaun Fraser	10,000	1.1
Shauna L'Hirondelle	10,000	1.1
Shelby D Sproule	40,000	4.2
Sheldon & Yvonne Dean	10,000	1.1
Sherall Patricia Kennedy	30,000	3.2
Sherrine Lynn McConaghie	10,000	1.1
Shiraz Mohamed	10,000	1.1
Shirley Eliuk	50,000	5.3
Shirley Fong	10,000	1.1
Shirley Hagerman	50,000	5.3
Shirley-Rae Evans	10,000	1.1
Signy Wilson	20,000	2.1
Simon & Marina Okkerse	10,000	1.1
Siok Yin Chiam	20,000	2.1
Stanley Harry Johnson	10,000	1.1
Steven Craig	10,000	1.1
Stig H Nielsen	10,000	1.1
Suk Fun Tang	20,000	2.1
Sunrose Siu Lam Ko	20,000	2.1
Susan E Winters	10,000	1.1
Susan Gail Shearer	10,000	1.1
Suzanne Matusik	10,000	1.1
Sylvia Colleton	20,000	2.1
Sylvia Colleton	20,000	2.1
Symmetrix Systems Inc	10,000	1.1
Terence C Kondas	150,000	15.9
Terrence Arthur Green	20,000	2.1
Terrence David Motiuk	60,000	6.4
Terressa Moore	90,000	9.5

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Name on Bonds	WSV Investment	Units
Terri Huck	10,000	1.1
Terri Lynn Humphries	70,000	7.4
Terry Humphries	80,000	8.5
Terry K Johnson	10,000	1.1
Terry K Johnson	10,000	1.1
Tessie L Oliver-Tieman	10,000	1.1
Thomas Milton Evans	10,000	1.1
Tim Fralick	10,000	1.1
Timothy Andrew Harris	10,000	1.1
Timothy Fast Margie Fast	20,000	2.1
Todd Schneider	10,000	1.1
Tracy Jean Hutton	10,000	1.1
Tracy L. Erickson	10,000	1.1
Trevor Garth Wall	10,000	1.1
Trevor Vant Land	10,000	1.1
Tulsidas Topiwala	20,000	2.1
Tyler Hulkovich	10,000	1.1
Tyson W Johnson	10,000	1.1
V Lee Hunt	20,000	2.1
Vern Dickau	10,000	1.1
Vernon Chipurda	10,000	1.1
Veronica Lynn Morris	20,000	2.1
Victoria Bandurk	30,000	3.2
Victoria Lena Watson	20,000	2.1
Vikrant Arjan Vasvani & Tina Vasvani	50,000	5.3
Vincent Wai	20,000	2.1
Wade Bryant	10,000	1.1
Wade S. Brake	20,000	2.1
Walter Klassen And/Or Katharine Klassen	50,000	5.3
Walter Wilton	20,000	2.1
Wan Mian Wong	30,000	3.2
Wanda E. Anderson	10,000	1.1
Wayne A Shelstad	10,000	1.1
Wayne Houcher	40,000	4.2
Wayne J Loustel	20,000	2.1
Wayne Szutu	20,000	2.1
Wayne W Virostek & Joan M Virostek	30,000	3.2
Wendy Dowling	10,000	1.1
Wes Doupe	10,000	1.1
Wesley James Bullock	10,000	1.1
Wilf Ruskowsky	20,000	2.1
Wilfred and Melinda Moscicki	10,000	1.1
Will-Do Furnace & Chimney Cleaning Inc.	10,000	1.1
Willem H and Elaine I Zwartbol	10,000	1.1
Willem Martinus Veldman	50,000	5.3
William & Petronella Bos	10,000	1.1
William Alexander Tereschuk	10,000	1.1
William Danchech & Mary Danchech	10,000	1.1
William Danchech and/or Mary Danchech	10,000	1.1
William Enns	20,000	2.1
William G Young & Gloria young	10,000	1.1
Willie Andries	10,000	1.1
Windy Acre Holdings Ltd.	50,000	5.3
Yan Qun Wong	40,000	4.2
Yaobin Tang & Jiantao Liang	10,000	1.1

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Name on Bonds	WSV Investment	Units
Zahir Kurji	20,000	2.1
Zarina and Amin Kurji	30,000	3.2
Zarina and Amin Kurji	50,000	5.3
Zhen Zhang	20,000	2.1
Zuleikha Kurji	10,000	1.1
	<u>\$ 13,500,000</u>	<u>1,431.6</u>