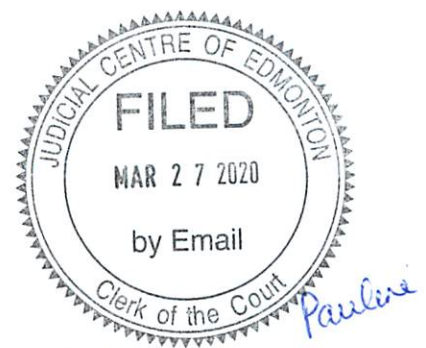


Form 27
[Rules 6.3 and 10.52(1)]



COURT FILE NUMBER 1903-04121

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE 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 APPLICATION BY THE RECEIVER

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

NOTICE TO RESPONDENT(S)

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date	<u>Wednesday, April 1, 2020</u>
Time	<u>2:00 p.m.</u>
Where	<u>Law Courts, Edmonton AB</u>
Before Whom	<u>Associate Chief Justice K. Nielsen</u>

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order abridging and validating, if necessary, the time and method of service of the Notice of Application, so that this motion is properly returnable on the date of the application, and directing that further service is dispensed with.
2. An Order approving the Fourth Report to the Court of BDO Canada Limited in its capacity as Receiver of Westpoint Capital Corporation, *et al*, filed March 27, 2020 (the "Fourth Report") and the activities of the Receiver outlined therein.
3. An Order approving the sale of the River's Crossing (East Lots), pursuant to an offer to purchase made on behalf of Cabin In The Woods Inc. ("CITW"), as described in the Fourth Report, of certain lands located in the City of Cranbrook registered to the Respondent, River's Crossing Ltd. (the "CITW Offer to Purchase"), as more particularly described in the Fourth Report.
4. An Order approving the sale of 144 River Drive, Cranbrook, B.C. pursuant to an offer to purchase made Kevin McCrae as described in the Fourth Report.
5. An Order declaring the Division 4 of Part 6 of the *Rules of Court* does not apply to this Application, and the Confidential Supplement to the Fourth Report dated March 27, 2020 (the "**Confidential Supplement**"), be temporarily sealed, or alternatively does not have to be filed with the Clerk of the Court until the sales of the Lands in Cranbrook, B.C. have been completed, or until further Order of the Court.
6. Alternatively, a temporary Restricted Court Access Order pursuant Rule 6.28 of Alberta *Rules of Court* sealing the contents of the Confidential Supplement until the proposed sales of Lands in Drumheller, Alberta and Cranbrook, B.C. have been completed, or until further Order of the Court.

Grounds for making this application:

General

7. On March 8, 2019, the Court of Queen's Bench of Alberta (the "Court") granted an Order (the "Judicial Trustee Order") appointing BDO Canada Limited as a Judicial Trustee ("BDO" or the "Trustee") in respect of Westpoint Investment Trust, ("WIT" or the "Trust"), pursuant to an application made on behalf of WIT, by Murin Virani and Marnie Kiel, ("Former Trustees").
8. On March 8, 2019, the Court also granted an Order (the "Order") appointing BDO Canada Limited as an Interim Receiver ("BDO" or the "Interim Receiver") in respect of Westpoint Capital Corporation ("WCC"), Westpoint Capital Management Corporation

("WCMC"), Westpoint Capital Services Corporation ("WCSC"), Westpoint Syndicated Mortgage Corporation ("WSMC"), Canadian Property Direct Corporation ("CPDC"), Westpoint Master Limited Partnership ("WMLP"), River's Crossing Ltd. ("RCL") , 1897869 Alberta, Ltd. ("869"), 1780384 Alberta Ltd. ("178"), 1897837 Alberta Ltd. ("837"), (collectively the "Companies").

9. On April 10, 2019, the Court of Queen's Bench of Alberta (the "**Court**") granted an Order (the "**Receivership Order**") appointing BDO Canada Limited as Receiver ("**BDO**" or the "**Receiver**") of the Companies.
10. On May 30, 2019, the Court of Queen's Bench of Alberta (the "**Court**") granted a further Order, consented to by the sole director of The Village at Paldi Ent. Ltd. ("Paldi") amending the Receivership Order to add Paldi as a party Respondent in these proceedings, and to extend the terms of the Receivership Order to include Paldi as a party in receivership.

Sale of Cranbrook Property

11. The Receiver supports the CITW Offer to Purchase for the following reasons (among others):
 - (a) The proceeds are fair and reasonable in the opinion of the Receiver, based upon the appraisal obtained by the Receiver;
 - (b) The Receiver reviewed the offer and countered the offer in an amount the Receiver considered reasonable;
 - (c) Closing the Purchaser's offer will eliminate go-forward holding costs such as property taxes.

Sale of 144 River Drive Cranbrook

12. The Receiver supports the sale of 144 River Drive to the purchaser for the following reasons (among others):
 - (a) The accepted offer is fair and reasonable in the opinion of the Receiver, based upon the appraisal, home inspection report, and current market conditions;
 - (b) The Receiver reviewed the offer and countered the offer in an amount the Receiver considered reasonable;
 - (c) Closing the purchaser's offer will eliminate go-forward holding costs such as property taxes and monthly strata fee payments.

Confidential Supplement

13. The Confidential Supplement contain confidential information of a commercial nature which, if disclosed to third parties prior to the closing of the sales, could materially jeopardize the sales, or could materially jeopardize the value that the Receiver is able to obtain from the sale of the Properties, and as such, it is appropriate that the Court dispense with filing the Confidential Documents with the Clerk of the Court until the sales have been completed, or grant an interim Temporary Sealing Order in relation thereto.

Material or evidence to be relied on:

14. The Fourth Report to the Court of BDO Canada Limited in its capacity as Receiver of Westpoint Capital Corporation et al filed March 27, 2020;
15. Other materials filed in these proceedings as the need arises.

Applicable rules:

16. Alberta Rules of Court;
17. Such further and other authority as counsel may advise and this Honourable Court may permit.

Applicable Acts and regulations:

18. *Bankruptcy and Insolvency Act*, R.S.A. 1985, c. B-3

Any irregularity complained of or objection relied on:

19. Not applicable.

How the application is proposed to be heard or considered:

20. In person before a Justice sitting on the Commercial List.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Form 27
[Rules 6.3 and 10.52(1)]

COURT FILE NUMBER	1903-04121
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	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
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DOCUMENT	<u>APPLICATION BY THE RECEIVER</u>
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

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