

THE SECURITIES ACT) Order No. 4220
)
Section 20(1)) July 21, 2003

WESTCAN INCOME LIMITED PARTNERSHIP I

WHEREAS:

(A) Westcan Income Limited Partnership I (the "Applicant") has applied to The Manitoba Securities Commission (the "Commission") for an order under subsection 20(1) of *The Securities Act* R.S.M. 1988, c. S50 (the "Act") exempting the Applicant from the requirement found in Section 91(b)(i)(B) of *The Securities Regulation* under the Act which limits the offering under Section 91(b) to 50 sophisticated investors to allow it to offer the securities to 75 sophisticated investors.

1. The Limited Partnership is established under the laws of Manitoba. The purpose of the Limited Partnership is to acquire some existing laboratory properties in Calgary and Edmonton ("Properties") and lease them back to their existing occupants (who will become the tenants of the Properties) pursuant to 20 year term leases.
2. The Properties will be purchased by the Limited Partnership using the proceeds of the Offering (as described below) together with the first mortgage financing representing approximately 65% of the total acquisition price. An investment in Limited Partnership Units ("Units") will provide for flow through of the net income or net losses from the Limited Partnership assets but on the basis that there are existing tenants and there is an existing cash flow stream rather than on the basis of a start-up development.
3. Carlton Trail Limited Partnership ("Carlton Trail"), a Manitoba limited partnership which has previously offered units in Manitoba and is listed on the TSX Venture Exchange will manage the Properties pursuant to a management agreement (the "Management Agreement").
4. Carlton Trail will also have an option of acquiring the Units for a fixed price at the end of ten years provided that this right may be cancelled by the Limited Partners in the event of a material default of Carlton Trail under the Management Agreement.
5. The Limited Partnership will be capitalized through conducting an offering on an exempt basis on which it intends to issue 2,850 units with a face value of \$1,000.00 each for a total subscription of \$2,850,100.00 (the "Offering"). Under the Offering a minimum subscription is for 10 units. The Units will offer monthly

payments and will be subject to the right of Carlton Trail to acquire them at \$950.00 per Unit.

6. The Offering will be conducted in Alberta relying upon the accredited investor exemption and the close business associate exemption under Multilateral Instrument MI 45-103 *Capital Raising Exemptions*.

7. The Offering in Manitoba is intended to be conducted in accordance with the requirements of Section 91(b) including the preparation of an Offering Memorandum in accordance with Form 26 of *The Securities Regulation* and will be made only to sophisticated investors in Manitoba as defined in Section 89 of *The Securities Regulation*.

8. The Manitoba agent of the Offering will be Bieber Securities Inc. ("Bieber") who would like to be able to offer the Units in Manitoba up to 75 sophisticated investors as opposed to the 50 sophisticated investors found in Section 91(b) of *The Securities Regulation*.

9. With the exception of the increase in the number of sophisticated investors of which the Offering can be made, all of the other requirements of Section 91(b) of *The Securities Regulation* will be followed.

(B) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

1. THAT, under Section 20(1) of the Act, the Applicant is exempt from the requirements of s.91(b)(i)(B) provided that the Offering is not made to more than 75 sophisticated purchasers and all of the other requirements of s.91(b) are otherwise met.

2. THAT the fee for this Order is \$1,000.00.

BY ORDER OF THE COMMISSION

Deputy Director