

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution by non-investment fund issuers (the Form).

Instructions

1. Working with the Form:

- a. Click on the "Save" button, located at the upper right corner of the Form, to save a copy of the Form at any time. When you first save the Form, a link to the saved Form will be emailed to you. The link to the saved Form will remain active for ten days. You can print a copy of the Form or email the link to others for review.
- b. Item 4 of the Form requires information to be provided in Schedule I about each purchaser. We have included provided Schedule I in a separate Excel template. You must complete the Schedule I template separately and then attach it to the Form when you file the Form electronically. Providing this information in a spreadsheet will allow you to save it and work on it at your convenience. Once you have completed the template you must attach it and submit it with the Form. We suggest that you download the Schedule I template to your computer before you begin working on the Form. Click on the link to the Schedule I template on the next page to open a copy and save a copy to your computer.
- c. Item 8 of the Form requires information on commissions and finder's fees to be included in a table. If you have a large amount of information to disclose under this item, you may choose to include it in the attached Excel template. Providing this information in a spreadsheet will enable you to save it and work on it at your convenience. Once you have completed the template you must attach it and submit it with the Form. Click on the commissions and finder's fee template on the next page to download and save a copy to your computer.
- d. For both schedules, you should save the spreadsheets to your computer and work on them at your convenience before uploading them to the Form. We have included these spreadsheets at the beginning of the Form so that you can complete them first, since they may be time consuming to prepare.
- e. Please use the arrow keys at the top and bottom of each page in order to move backwards or forwards through the Form. Do not use the 'Back' and 'Forward' buttons on your Internet browser or you will be redirected out of the Form and have to start filling out the Form all over again.
- f. If you want to print a copy of the saved Form from the link that has been sent to you, please use the print button provided, rather than choosing "file, print" from your browser menu.
- g. Items noted with a red asterisk are mandatory fields.
- h. In items 6, 7 and 8 you may add (or remove) information by clicking on the "add" or "del" buttons as appropriate.
- i. Other jurisdictions may be willing to accept a print out of the Form if you are required to file the Form under local securities legislation. This is a reminder that if an exempt distribution is made in British Columbia, filers may have to file a Form 45-106F6 - *British Columbia Report of Exempt Distribution*.

2. Fees:

- a. After April 1, 2013, all issuers and underwriters (except issuers that distribute securities in reliance on the offering memorandum exemption in s. 2.9 of NI 45-106) must pay an activity fee of \$500 when they submit a Form. Issuers that have distributed securities in reliance on the offering memorandum exemption in s. 2.9 of NI 45-106 must pay a fee based on the greater of (i) \$500 or (ii) 0.025% of gross proceeds realized by the issuer from the distribution in Ontario. The amount of the fee is set out in Appendix C (Activity Fees) of OSC Rule 13-502 Fees. Payment can be made upon submission of the Form using either credit card or debit card. Please have your payment information available.
- b. If you have missed the deadline for filing the Form (see 5. Deadline for Filing the Form below) you will be subject to a late fee. The amount of the late fee is set out in Appendix D (Additional Fees for Late Document Filings) of OSC Rule 13-502 Fees. Please separately mail a cheque payable to the "Ontario Securities Commission" for this amount referencing the submission ID number of the submitted Form to which the late fee pertains and the term "Late Fee for Form 45-106F1" in the memo line of the cheque, to the following address:

Ontario Securities Commission Attention: Finance
20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8

For questions regarding payment of any of the foregoing fees on the Form please contact the Inquiries Officer at (416) 593-8314.

3. Signature and Certification:

The Form includes a certificate that requires the person filing the Form to confirm that the statements made in the Form are true. If you are authorized to submit the Form on behalf of the issuer or underwriter, please type the name of the person at the issuer or underwriter who has certified the information. You should then check the box to indicate you are authorized to complete and file the Form on behalf of the issuer or underwriter and provide your name. Please ensure that you have obtained appropriate authority from the issuer or underwriter to complete and submit the Form.

4. Amended Submissions

If an error was made when you initially submitted the Form, you must file an amended Form by selecting Amended Submission on the next page and reference the confirmation number that you received when you submitted your initial submission.

5. Deadline for filing the Form

Please refer to section 6.1 of National Instrument 45-106 for deadlines for filing the Form. Forms submitted and received by the OSC by 11:59 p.m. on the last day that they are due will be considered to be filed on time.

Disclaimer

This electronic filing portal (the Portal) is provided as a non-commercial public service and may be used only for complying with the requirements of OSC Rule 11-501 - Electronic Delivery of Documents To The Ontario Securities Commission. The Portal and all electronic forms available on the Portal are made available through this website for convenience only. They are provided "AS IS" and "AS AVAILABLE" without any representations, warranties or conditions, whether express or implied, including warranties or conditions of merchantability or fitness for a particular purpose. Users are solely responsible for their use of the Portal and the submission of a form through the Portal.

The Ontario Securities Commission and its respective members, commissioners, officers, staff, agents and service providers are not responsible or liable for the unavailability of any form, the Portal or the website, for any errors or omissions of any kind which may occur through use of a form, the Portal or the website, or for any damages which may arise from use of a form, the Portal or the website.

Issuer Information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Who is completing the form? * ☒ Issuer ☐ Underwriter

Issuer Full Name *	Former "Issuer Full Name" if changed since last report
Whitehall Street International Real Estate Corporation 2008	

Head Office Address Information

Street Address *		Phone Number *	
c/o Goldman Sachs & Co. LLC, 200 West Street		212-902-1000	
City *	Province/Territory/Other *	Postal/Zip Code *	Country *
New York	Other	10282	United States
	New York		

Underwriter Name

Underwriter Head Office Address Information

Street Address		Phone Number	
City	Province/Territory/Other	Postal/Zip Code	Country

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting Issuer? *

☐ Yes ☒ No

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed. *

- ☐ Bio-tech
- ☐ Industrial
- ☒ Other (describe)
- ☐ Financial Services - investment companies and funds
- ☐ Mining - exploration/development
- ☐ Financial Services - mortgage investment companies
- ☐ Mining - production
- ☐ Financial Services - securitized products issuers
- ☐ Oil and Gas
- ☐ Forestry
- ☐ Real estate
- ☐ Hi-tech
- ☐ Utilities

Other Industry

Financial Services - Other

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report. *

[Attach the completed Excel file here](#)

[Schedule 1 - Whitehall Street International Real Estate Corporation 2008.XLSX](#) 34 KB

To attach Schedule I, you must save a copy of it on your computer before uploading.

Date Format: MM/DD/YYYY

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

* First Distribution Date

05/01/2008

Other Distribution Date(s)

Item 6: For each security distributed:

a) describe the type of security *

☐ Debt Securities ☒ Equity and Other Securities ☐ Derivatives

Other [describe]

Limited Partnership Interests

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed *

Expiry Date

Exercise Price

4

☐ Convertible

☐ Exchangeable

Other Terms

Limited Partnership Interests in the subscription amount of US\$3,550,625.00

Underlying security

☐ Debt Securities ☐ Equity and Other Securities ☐ Derivatives

c) State the exemption(s) relied on. *

☒ 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]

☐ 45-106-2.5 [Family, friends and business associates]

☐ 45-106-2.9 [Offering memorandum]

☐ 45-106-2.10 [Minimum amount]

☐ 45-106-2.12 [Asset acquisition]

☐ 45-106-2.13 [Petroleum, natural gas and mining properties]

☐ 45-106-2.14 [Securities for debt]

☐ 45-106-2.30 [Isolated distribution by issuer]

☐ 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]

☐ 45-108 [Crowdfunding]

☐ 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

If the crowdfunding exemption in MI 45-108 is relied on, you are requested to attach an electronic version of the crowdfunding offering document 45-108F1 and any additional distribution materials (see s. 15(2) of MI 45-108).

If an offering memorandum that is required to be filed or delivered to the OSC is provided to a prospective purchaser either under the offering memorandum exemption in s. 2.9 of NI 45-106 (Forms 45-106F2 or 45-106F3) or voluntarily under another prospectus exemption, you are requested to attach an electronic version of the offering memorandum (see ss. 2.9(17) of NI 45-106 Prospectus Exemptions regarding the offering memorandum exemption or section 5.4 of OSC Rule 45-501 Ontario Prospectus and Registration Exemptions regarding voluntarily provided offering memoranda).

In addition, we request that you attach any marketing materials incorporated by reference into an offering memorandum filed in accordance with ss. 2.9(17) of NI 45-106.

☐ Check this box if the current version of the offering memorandum relating to this distribution has previously been filed with the OSC and provide the date it was filed.

Date

Details of distribution

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder’s fees disclosed under item 8, below.

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security ¹ *		Total dollar value raised from * purchasers in the jurisdiction (Canadian \$)
		(Canadian \$)		
		Low	High	
Ontario	2	\$ 157,292.6	\$ 314,585	471,878.06
Country				
Alberta	1	\$ 1,258,341	\$ 1,258,34	1,258,341.5
Country				
British Columbia	1	\$ 1,887,512	\$ 1,887,51	1,887,512.25
Country				

Total number of purchasers4

Total dollar value of distribution in all jurisdictions (Canadian \$)3,617,731.81

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for. If securities are issued at the same price, list that price under both "Low" and "High".

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution (s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

Alternatively, you may provide the same information by completing and uploading the commissions and finder's fee template found at the beginning of the Form.

Not applicable ☒ Attach Excel File ☐

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

☐ Individual☐ Firm

First Name	Last Name	Firm Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address	City	Province/Territory/Other
<input type="text"/>	<input type="text"/>	<input type="text" value="Select Province"/>
Postal/Zip Code	Country	
<input type="text"/>	<input type="text" value="Select Country"/>	
<input type="checkbox"/> Cash <input type="checkbox"/> Securities	Cash (Canadian \$)	<input type="text"/>
Number of securities issued	Type of securities issued	Price per security
<input type="text"/>	<input type="text" value="Select Security Type"/>	<input type="text"/>
		Exemption relied on
		<input type="text" value="Select Exemption"/>
		Date of distribution
		<input type="text"/>
Total dollar value of compensation (Canadian \$). Total dollar value should include the value of any securities and cash added together.		
<input type="text"/>		

Additional information

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

Item 9: If a distribution is made to one or more individuals in Ontario, include the attached "Authorization of Indirect Collection of Personal Information for Distribution in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.

☒ The issuer/underwriter confirms the above

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: * January 31, 2018

Whitehall Street International Real Estate Corporation 2008

Name of the issuer (please print) *

Yael Levy Managing Director, Goldman 1-212-902-9124
(name) * (title) * (phone number) *

"Yael Levy"
Signature *

☒ I have been authorized to submit this form on behalf of the person signing the form

Print name and title the person submitting the form

Shruti Chowdhry Securities Law Clerk
(name) * (title) *

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Same as above

☒

Name * Title * Phone Number *

If available, you are requested to provide the Company Name and E-mail address of the person named above.

Company Name E-mail

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Certificate