

NORTHWATER

Northwater Five-Year Market-Neutral Trust
December 31, 2007
Annual Report





BACKGROUND

Northwater Five-Year Market-Neutral Trust (the “Trust”) is a closed-end investment trust established under the laws of the Province of Ontario. Financial statements of the Trust, denominated in Canadian dollars, for year ended December 31, 2007 are included in this report.

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MESSAGE TO UNITHOLDERS FROM THE INVESTMENT ADVISOR

The Northwater Five-Year Market-Neutral Trust (the “Trust”) is a closed-end fund traded on the Toronto Stock Exchange under the symbol NYF.UN that delivers the return of both a diversified portfolio of market-neutral hedge funds and a fixed-for-floating interest rate swap by way of a forward agreement. As at December 31, 2007, the net asset value of the Trust per unit was \$21.30. For the year ended December 31, 2007, the return of the Trust was -0.26% including distributions. During the same time period, the DEX Universe Bond Index returned 3.68%, the S&P/TSX Composite Index rose by 9.83% and the S&P 500 in U.S. dollar terms, rose by 5.49% which translates to a loss of 10.53% in Canadian dollar terms as the U.S. dollar weakened during the period. The Trust made distributions of \$1.75 per unit during the period.

The deterioration in the U.S. sub-prime housing market was the dominant theme in the capital markets in 2007. Downgrades in securities with sub-prime exposure caused a chain reaction of events that negatively affected several hedge fund strategies from merger arbitrage to credit relative value to statistical arbitrage, as markets generally became very illiquid. Most major banks took substantive write-downs in their holdings that had sub-prime exposure, resulting in downward pressure in the equity markets. In an attempt to restore investor confidence, the Federal Open Market Committee, which had held the Fed Funds rate at 5.25% during the first half of 2007, made three cuts to the rate totalling a full percentage point in the second half of the year. However, credit concerns trumped the injection of liquidity by the Fed, and by the end of the year U.S. equity markets gave up a good part of the gains they had made in the first half of the year.

The Trust’s exposure to the fixed-for-floating interest rate swap performed in-line with the Canadian fixed income market as the swap rate started and ended the year at 4.2%.

The portfolio of market-neutral hedge funds managed by Northwater Fund Management Inc. (the “Manager”) to which the Trust has exposure, experienced positive returns over the year but contributed negatively to the return of the Trust as the return on the hedge fund portfolio was less than the financing cost incurred to gain exposure to the hedge fund portfolio. Asset-backed securities managers in aggregate were the largest positive contributors to the fund as specific managers were able to take advantage of the dislocation in the structured credit markets. Other positive contributions came from Distressed Securities, Re-insurance and Multi-strategy managers. The largest negative contributions came from the Statistical Arbitrage strategy, with most of these losses coming in August. The losses from the Merger Arbitrage strategy were

manager specific and as a result all of our exposure going forward will come from our Multi-strategy managers. We expect that when the technical forces driving many of the current market extremes are normalized, the portfolio will be well positioned to capitalize on the opportunities.

Northwater continues to actively manage the composition of the Trust's hedge fund portfolio. During the year ended December 31, 2007, seven funds were removed for declining strategy returns and ineffective implementation of their investment strategy, while five new funds were added. The Manager remains focused on improving the portfolio by refining its stable of managers and adding managers in market-neutral strategies that are expected to deliver strong risk-adjusted returns consistent with the investment objectives.



DANIEL C.R. MILLS, CFA
Managing Director and
Chief Investment Officer
Northwater Capital Management Inc.



DAVID S. FINCH, CFA
Managing Director
Northwater Capital Management Inc.

March 14, 2008

MANAGEMENT REPORT OF FUND PERFORMANCE

This Management Report of Fund Performance contains financial highlights but does not contain the complete financial statements of Northwater Five-Year Market-Neutral Trust (the “Trust”). A copy of the financial statements of the Trust for the year ended December 31, 2007 is attached to this report for your reference.

Security holders may contact us using one of following methods and may, at no cost, request a copy of the Trust’s proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure. You can contact us, at no cost, by calling toll-free 1-888-429-8774 or by writing to us at Northwater Fund Management Inc., Suite 4700, BCE Place, Bay Wellington Tower, 181 Bay street, P.O. Box 794, Toronto, Ontario, M5J 2T3. You may also visit our website at www.northwatercapital.com or the SEDAR website at www.sedar.com.

Northwater Five-Year Market-Neutral Trust is managed by Northwater Fund Management Inc. (the “Manager”). The Manager is responsible for managing the business and administering the Trust pursuant to the provisions of the declaration of trust as well as for monitoring the Trust’s investment portfolio. The Manager has retained Northwater Capital Management Inc. (the “Investment Advisor”) to provide investment advice and manage the Trust’s investment portfolio in accordance with the Trust’s investment objectives. In fulfilling its responsibilities, the Manager must ensure that appropriate information systems, procedures and controls are in place in order to ascertain that information used internally and disclosed to unitholders is complete and reliable. The Manager takes this responsibility seriously and is satisfied that appropriate systems, procedures and controls are in place for the Trust.

All amounts noted throughout this report are in Canadian dollars unless otherwise specifically indicated.

Adoption of New Accounting Standards

On April 1, 2005, the Canadian Institute of Chartered Accountants issued Section 3855, “Financial Instruments – Recognition and Measurement” of the CICA Handbook – Accounting, which establishes standards for the fair valuation of investments as well as the accounting treatment of transaction costs. Section 3855 applies to fiscal years beginning on or after October 1, 2006.

In addition, Section 14.2 of National Instrument 81-106, issued by the Canadian Securities Administrators in 2005, requires the net asset value of an investment

fund to be calculated in accordance with Canadian generally accepted accounting principles (“GAAP”). The adoption of Section 3855 results in the use of different valuation techniques for certain investments.

With respect to the implementation of Section 3855, the Canadian securities regulatory authorities have granted relief to investment funds from complying on an interim basis with Section 3855 for the purposes of calculating and reporting the net asset value or the “Reported NAV” of an investment fund for up to a one year period ending September 30, 2008. This relief is to permit further review of the suitability of this new pronouncement for the purpose of calculating the Reported NAV. Depending on the outcome of this review by the Canadian Securities authorities, the method by which the net assets is calculated as governed by Section 3855 may result in a change to the Reported NAV of an investment fund.

The adoption of Section 3855 has resulted in a change in the method used to value the common shares held by the Trust. The common shares are valued at the bid price on the valuation date on the Trust’s financial statements which prior to the implementation of Section 3855 were valued at the closing price on the valuation date.

Investment Objective and Strategies

Investment Objectives

The investment objectives of Northwater Five-Year Market-Neutral Trust (the “Trust”) are:

1. Distributions: to pay to unitholders quarterly tax-efficient cash distributions of \$0.4375 per Unit (\$1.75 per annum to yield 7% on the subscription price of \$25.00 per Unit);
2. Low Correlation: to ensure that the performance of the Trust has a low correlation with major equity and fixed income markets over the life of the Trust;
3. Low Volatility: to achieve a low volatility, which is expected to be similar to that of a mid-term bond portfolio and less than one-half that of major equity markets; and
4. Capital Repayment: to return to unitholders at least the original subscription price of the Units of \$25.00 per Unit on or about June 30, 2009.

Investment Strategies

The Trust has invested the net proceeds of its offering in a portfolio of common shares of Canadian public companies (the “Common Share Portfolio”). The Trust has entered into a forward purchase and sale agreement (the “Forward”) with a U.S. bank (the “Counterparty”) that has a long term credit rating of AA. The Forward provides the Trust with exposure to the performance of Northwater Five-Year Market-Neutral Fund Limited (the “Fund”), an exempt company formed under the laws of the Cayman Islands and advised by the Investment Advisor, in exchange for the return of the Common Share Portfolio. Pursuant to the Forward, the Common Share Portfolio has been pledged to the Counterparty. The Trust’s valuation is not affected by the change in the market value of the Common Share Portfolio as gains or losses are offset by the Forward. The Trust’s return is based on its exposure, through the Forward, to the Fund.

The Fund holds a diversified portfolio of market-neutral hedge funds (the “Hedge Fund Portfolio”). The target exposure to the Hedge Fund Portfolio is equivalent to 150% of the net asset value of the Trust. The actual exposure as at December 31, 2007 was 145% (December 31, 2006 was 143%). In establishing the Hedge Fund Portfolio “mix,” the Investment Advisor seeks out strategies that have a low correlation with one another, thereby increasing the benefits of diversification and reducing expected volatility. There can be no assurance that the Trust’s performance will exhibit strong risk-adjusted returns. The Investment Advisor believes, however, that the Trust’s exposure to the Fund, which holds a well-diversified portfolio of market-neutral hedge funds, should result in the returns of the Trust having a low correlation with major equity and fixed income markets and a low volatility. The additional exposure provided by the leverage in the Forward will increase the risk to unitholders and will not enhance returns in the event that the Hedge Fund Portfolio declines in value.

Through the Forward, the Trust also has exposure to interest rate swaps (the “Swaps”) entered into by the Fund. The Trust is expected to earn a blended fixed rate of 4.42% over its life plus the returns in excess of money market rates earned by exposure to the diversified portfolio of market-neutral hedge funds. The Trust has exposure to changes in mid-term interest rates. For example, if mid-term interest rates were to decrease (increase) by 1%, the value of the Trust would increase (decrease) by approximately 1.1%

Investment Management Process

The Trust’s investment objectives and strategy are supported by the implementation of an investment management process. The Trust is dependent on the knowledge and expertise of the Investment Advisor to implement the

investment management process. The Investment Advisor's ability to deliver results is dependent upon a team of investment professionals that research, analyze and monitor the investments of the Trust and the Hedge Fund Portfolio. The Investment Advisor conducts all of its investment research in-house.

The Investment Advisor has developed a proprietary selection process to enable it to advise the Fund with respect to the selection and monitoring of potential hedge fund investments to be made by the Hedge Fund Portfolio. The proprietary selection process is an integral part of the Investment Advisor's strategy for generating value over time and consists of:

1. the development of a multi-faceted set of investment beliefs, which serve as a framework for identifying appropriate market-neutral strategies and the managers that employ those strategies. These investment beliefs have evolved and continue to evolve with the Investment Advisor's experience in market-neutral hedge fund investing and in managing complex derivative strategies.
2. the use of an established operational infrastructure necessary for managing complex fund of market-neutral hedge fund and derivative strategies. The Investment Advisor has built a team of investment professionals and developed robust portfolio and risk management systems and tools essential to managing a sophisticated fund of market-neutral hedge funds.
3. a progressive global search for market-neutral strategies consistent with the Investment Advisor's investment beliefs and the Hedge Fund Portfolio's investment criteria of market-neutrality and strong risk-adjusted returns. The Investment Advisor's search focuses on managers who have demonstrated expertise in consistently implementing these strategies.
4. a comprehensive quantitative and qualitative assessment of hedge fund managers who employ market-neutral strategies that adhere to the Investment Advisor's investment beliefs and the objectives of the Hedge Fund Portfolio.
5. the use of specific quantitative procedures, including screens that attempt to identify consistency and adaptability, market-neutrality, and portfolio fit, which are integral to the Investment Advisor's investment process. Various portfolio construction techniques are used, including mathematical optimization, statistical process control and factor analysis.
6. an ongoing qualitative assessment of existing and prospective hedge fund managers, including hedge fund manager reviews involving on-site interviews, monthly portfolio reviews and various industry references. The goal of this process is to fully understand the hedge fund manager's

investment strategy and risk management processes. The Investment Advisor also seeks to ascertain the strength of a hedge fund manager's competitive advantage, its investment team and its business plan.

7. the construction of a diversified model portfolio across 14 market-neutral strategies. This is a dynamic process.
8. a comprehensive due diligence process that typically must be completed before the Investment Advisor recommends an investment. This process includes on-site interviews conducted by investment professionals from the Investment Advisor, an all-inclusive strategy and operational due diligence report, a legal review of the offering documentation, an analysis of the hedge fund's financial statements, an assessment of the fees charged by the hedge fund's manager and an examination of any administrative or other costs associated with making the investment. Rigorous monitoring and due diligence continues once a hedge fund is added to the Hedge Fund Portfolio. This process includes regular discussions with the hedge fund manager, multiple on-site interviews each year, continual quantitative and qualitative assessments and monthly review of the hedge fund's role within the Investment Advisor's model portfolio.

The Investment Advisor manages and advises client accounts in addition to the Trust and the Fund. Client accounts with similar investment objectives are generally managed in a similar manner. Investment allocation decisions are subject to client guidelines and restrictions. Limited investment opportunities will be allocated to client accounts in a manner that the Investment Advisor determines is equitable to clients in the circumstances.

The Trust is entitled to borrow up to 10% of the net asset value for purposes of funding redemptions of units, purchases of units in the market and payment of expenses.

As at December 31, 2007, financial leverage employed by the Trust was nil (December 31, 2006 was nil).

The Trust has entered into a forward agreement (the "Forward") with a U.S. Bank (the "Counterparty") to obtain exposure to a diversified portfolio of market-neutral hedge funds (the "Hedge Fund Portfolio") and an interest rate swap through the performance of the Fund, a Cayman Islands exempt company. The target exposure to the Hedge Fund Portfolio is equal to 150% of the net asset value of the Trust. The actual exposure as at December 31, 2007 was 145% (December 31, 2006 actual exposure was 143%).

Risks

The following tables present information for the period from inception and for the year ended December 31, 2007 and 2006 regarding elements of the risk profile of both the Trust and the Trust's exposure to the Hedge Fund Portfolio held by the Fund, which the Manager believes to be relevant.

Trust Statistics	For the period from inception to December 31, 2007	For the period from inception to December 31, 2006
# of positive monthly returns	31	24
# of negative monthly returns	11	6
% of negative months	26.2%	20.00%
Average size of negative months	(1.08)%	(0.78)%
Worst monthly return	(4.29)%	(1.55)%
	Year ended December 31,	
Single Hedge Fund Statistics	2007	2006
# of hedge funds with positive returns ⁽¹⁾	24	40
# of hedge funds with negative returns ⁽¹⁾	9	0
Average annual hedge fund standard deviation ⁽²⁾	6.92%	3.55%
Average correlation between hedge funds ⁽²⁾	0.25	0.10

(1) Measured for hedge funds in the Hedge Fund Portfolio of the Fund as at December 31, 2007 and December 31, 2006, respectively.

(2) As measured over the past 24 months for hedge funds in the Hedge Fund Portfolio of the Fund as December 31, 2007 and December 31, 2006 respectively, excludes hedge funds with less than 24 months of historical returns.

No changes materially affecting the overall risk of investing in the Fund were made in the year ended December 31 2007. The risks of investing in the Trust remain as discussed in the Trust's prospectus. A copy of the prospectus of the Trust is available by visiting the SEDAR website at www.sedar.com.

Results of Operations

For the year ended December, 2007, the Trust posted a return of (0.26%) (year ended December 31, 2006: 10.84%), taking into account the distributions made during the year. Distributions during the year totaled \$4,671,932 or \$1.75 per Unit.

The Fund's exposure to the Swaps had a negative impact on the performance of the Fund in the year ended December 31, 2007 (year ended December 31, 2006: negative contribution). The mark-to-market valuation of the interest rate swaps

held by the Fund decreased by USD \$100,116 during the year ended December 31, 2007 (2006; decrease of USD \$40,586).

The Trust purchased 274,500 units under its repurchase and cancellation programs of the units of the Trust for the year ended December 31, 2007 (2006; 302,900 units were repurchased). Over the year ended December 31, 2007, this program contributed 0.64% to the overall return of the Trust (2006: 0.82% contribution).

Summary of Investment Portfolio⁽¹⁾

The Trust has obtained exposure to a portfolio of market-neutral hedge funds through the Forward. The Hedge Fund Portfolio emphasizes sectors of the capital markets that the Investment Advisor believes are relatively inefficient or present opportunities to generate uncorrelated returns. The Investment Advisor believes that such sectors offer arbitrage, relative value or absolute return opportunities and should reward insightful investment analysis.

The Hedge Fund Portfolio is invested in hedge funds that pursue non-traditional investment strategies and is, therefore, subject to the special risks of investing in these strategies. For this reason, the Investment Advisor seeks to diversify the Hedge Fund Portfolio up to 14 broad investment strategies, which may include strategies to which the Fund is exposed through its investment in multi-strategy hedge funds. The hedge funds to which the Trust has exposure have been established in offshore jurisdictions and prepare annual audited financial statements, in accordance with U.S. or International generally accepted accounting principles (GAAP).

During the year ended December 31, 2007, the Fund placed investments with five new hedge funds (consisting of four statistical arbitrage and one fixed income arbitrage) and redeemed from seven hedge funds (consisting of one capital structure arbitrage, one asset-backed securities, two multi-strategy, two structured finance and one energy relative value) (year ended December 31, 2006: the Trust placed investments with seven new hedge funds and redeemed from six hedge funds).

The following table presents the return by investment strategy of the Hedge Fund Portfolio held by the Fund for the year ended December 31, 2007 and December 31, 2006.

<u>Strategy</u>	<u>Year ended December 31,</u>	
	<u>2007</u>	<u>2006</u>
Activist Investments	6.08%	24.77%
Asset-backed securities arbitrage	10.48%	13.22%
Capital structure arbitrage	5.62%**	8.29%
Convertible bond arbitrage	—	8.31%*
Distressed securities arbitrage	11.18%	17.62%
Energy relative value	—	9.67%
Fixed-income arbitrage	5.25%	8.98%
Merger arbitrage	(22.69)%	14.07%
Mortgage-backed security arbitrage	(3.23)%	9.80%
Multi-strategy	10.41%	17.40%
Re-insurance arbitrage	14.47%	9.48%
Statistical arbitrage	(5.87)%	12.72%
Structured finance	1.64%	11.83%

* Represents the return for the period January 1, 2006 to September 31, 2006

**Represents the return for the period January 1, 2007 to April 30, 2007

Asset Allocation by Investment Strategy

The following table presents information regarding the Hedge Fund Portfolio held by the Fund to which the Trust has exposure through the Forward. The multi-strategy funds have not been allocated to any of the underlying hedge fund strategies set out in this table.

<u>Strategy</u>	<u>As at December 31, 2007</u>			<u>As at December 31, 2006</u>		
	<u>No. of Hedge Funds</u>	<u>Fair Value (in U.S. Dollars)</u>		<u>No. of Hedge Funds</u>	<u>Fair Value (in U.S. Dollars)</u>	
Activist investments	1	\$ 2,744,536	3%	1	\$ 2,587,354	3%
Asset-backed security arbitrage . . .	4	7,914,440	10%	5	9,291,026	12%
Capital structure arbitrage	—	—	—	1	849,904	1%
Distressed securities arbitrage . . .	5	12,791,205	16%	5	8,701,946	11%
Energy relative value	—	—	—	1	1,160,011	1%
Fixed-income arbitrage	3	5,387,185	7%	2	4,807,792	6%
Merger arbitrage	1	995,490	1%	1	2,071,410	3%
Mortgage-backed security arbitrage	4	9,305,743	12%	4	12,828,580	16%
Multi-strategy	6	17,072,702	21%	8	20,139,742	26%
Re-insurance arbitrage	2	4,407,933	6%	2	3,092,212	4%
Statistical arbitrage	6	10,854,126	14%	2	2,254,373	3%
Structured finance	6	8,039,518	10%	8	10,500,011	14%
	<u>38</u>	<u>\$79,512,878</u>	<u>100%</u>	<u>40</u>	<u>\$78,284,361</u>	<u>100%</u>

The following table presents the largest individual hedge fund holding for each investment strategy of the Fund as a percentage of the total reported net asset value of the Trust as at December 31, 2007 and December 31, 2006.

<u>Strategy</u>	<u>As at December 31, 2007</u>	<u>As at December 31, 2006</u>
Activist investments	4.95%	4.59%
Asset-backed securities arbitrage	6.17%	5.44%
Capital structure arbitrage	—	1.51%
Distressed securities arbitrage	6.71%	4.97%
Energy relative value	—	2.06%
Fixed-income arbitrage	4.47%	4.90%
Merger arbitrage	1.80%	3.68%
Mortgage-backed security arbitrage	4.99%	9.84%
Multi-strategy	6.85%	9.21%
Re-insurance arbitrage	6.09%	3.94%
Statistical arbitrage	8.02%	2.16%
Structured finance	3.24%	3.52%

The following table lists the largest 25 hedge funds by fair value to which the Trust has exposure through the Forward as at December 31, 2007. The Trust discloses the names of those hedge funds to which it has exposure that represent more than 5% of the net assets of the Trust at period-end. For hedge funds that represent less than 5% of the Trust's net assets, the Trust has adopted unique fund numbers as identifiers. These numbers are used consistently in the Fund's reporting.

Top 25 Investments	Type of Investment	Cost (In U.S. Dollars)	Fair Value (In U.S. Dollars)	Fair Value as a % of Net Assets
Oxam Quant Fund Limited*	Participating shares	\$4,200,000	\$4,444,630	8.02%
Citadel Kensington Global Strategies Fund Ltd.*	Participating shares	2,000,000	3,794,758	6.85%
Plainfield Special Situation Offshore Feeder Fund Limited*	Participating shares	3,500,000	3,720,032	6.71%
D.E. Shaw Composite International Fund*	Participating shares	2,170,214	3,538,974	6.38%
HBK Offshore Fund Ltd.*	Participating shares	3,000,000	3,442,750	6.21%
CRC Global Structured Credit Fund, Ltd.*	Participating shares	2,427,550	3,419,717	6.17%
Palmetto Fund, Ltd.*	Participating shares	2,861,834	3,377,359	6.09%
Cerberus International, Ltd.*	Participating shares	1,881,397	3,263,517	5.89%
Mariner-Tricadia Credit Strategies, Ltd.*	Participating shares	1,610,068	3,163,546	5.71%
Fund 189*	Participating shares	1,800,000	2,765,320	4.99%
Fund 209*	Participating shares	2,000,000	2,744,536	4.95%
Fund 183*	Participating shares	1,900,000	2,563,303	4.62%
Fund 222*	Participating shares	2,400,000	2,476,217	4.47%
Fund 101*	Participating shares	1,631,978	2,336,773	4.22%
Fund 190*	Participating shares	2,000,000	2,320,911	4.19%
Fund 214*	Participating shares	2,000,000	2,256,027	4.07%
Fund 150*	Participating shares	1,933,279	2,172,379	3.92%
Fund 146*	Participating shares	1,637,299	2,128,210	3.84%
Fund 103*	Participating shares	2,400,000	2,047,133	3.69%
Fund 140*	Participating shares	1,588,983	1,928,851	3.48%
Fund 216*	Participating shares	2,000,000	1,870,651	3.37%
Fund 205*	Participating shares	1,500,000	1,798,558	3.24%
Fund 108*	Participating shares	1,400,000	1,768,368	3.19%
Fund 211*	Participating shares	2,000,000	1,690,724	3.05%
Fund 116*	Participating shares	1,037,865	1,604,708	2.89%

* Held by other investment funds managed or advised by Northwater Fund Management Inc.

The Trust also has holdings in the following common shares as at December 31, 2007. The Trust does not have economic exposure to these holdings as these common shares have been sold forward by the Trust for a price based on the return of a portfolio of hedge funds.

<u>Share Investments</u>	<u>Type of Investment</u>	<u>Fair Value as a % of Net Assets</u>
Axcan Pharma Inc	Common shares	11.32%
Bombardier Inc B	Common shares	19.42%
Celestica Inc	Common shares	2.95%
CGI Group Inc	Common shares	9.95%
Cognos Inc	Common shares	8.98%
FNX Mining Inc.	Common shares	5.89%
Hudbay Minerals	Common shares	4.71%
Kinross Gold Corp.	Common shares	12.99%
Macdonald Dettwiler and Assoc.	Common shares	6.18%
Martinrea International Inc.	Common shares	9.47%
Nortel Networks Corp.	Common shares	2.24%
Research In Motion Ltd	Common shares	17.05%
RONA Inc	Common shares	4.91%
Stantec Inc	Common shares	10.50%
Westjet	Common shares	7.77%

(1) The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the Trust. There are no non-arm's length relationships between the Trust or Northwater Fund Management Inc. and any of the hedge funds for which the Trust has exposure. On a quarterly basis, an updated listing of holdings will be available.

Financial Highlights

The following tables show selected key financial information about the Trust and are intended to assist in understanding the Trust's financial performance for the year ended December 31, 2007 and the years ended December 31, 2006 and 2005, and for the period from June 30, 2004 to December 31, 2004.

The Trust's Net Asset Value (NAV) per Unit

	For the year ended December 31,			For the period from June 30 to December 31
	2007	2006	2005	2004
Net Asset Value, beginning of period	\$23.07	\$22.47	\$23.89	\$23.75
Opening adjustment from closing traded prices to bid market prices (note 2)	(0.09)	—	—	—
Increase (decrease) from operations:				
Total revenue	0.02	0.01	—	0.05
Total expenses	(0.41)	(0.41)	(0.46)	(0.22)
Realized gains (losses) for the period	3.12	1.25	0.52	—
Unrealized gains (losses) for the period	(2.82)	1.29	0.24	1.52
Total increase (decrease) from operations⁽¹⁾	(0.09)	2.14	0.30	1.36
Distributions:				
From income (excluding dividends)		—	—	—
From capital gains		—	—	—
Return of capital	1.75	1.75	1.75	0.875
Total Annual Distributions ⁽²⁾	1.75	1.75	1.75	0.875
Net Asset Value at end of period	\$21.24	\$23.07	\$22.47	\$23.89

- (1) Net asset value and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) from operations are based on the weighted average number of units outstanding over the financial period.
- (2) Distributions were paid in cash. For the year ended December 31, 2007 the nature of the distributions will be determined at the end of the year.
- (3) It is not intended that the Trust's Net Asset Value per Unit table act as a reconciliation of opening and closing net asset value per unit.

Ratios and Supplemental Data

	<u>For the year ended December 31</u>			<u>For the period from June 30 to December 31 2004</u>
	<u>2007</u>	<u>2006</u>	<u>2005</u>	
Net assets (000's) ⁽¹⁾	\$ 54,571	\$ 65,587	\$ 70,702	\$ 77,173
Number of units outstanding ⁽¹⁾	2,568,800	2,843,300	3,146,200	3,230,000
Management expense ratio ⁽²⁾	8.72%	7.27%	11.75%	18.02%
Management expense ratio before waivers or absorptions	8.72%	7.27%	11.75%	18.02%
Portfolio turnover rate ⁽³⁾	9.49%	10.61%	62.33%	0.00%
Trading expense ratio ⁽⁴⁾	0.02%	0.00%	0.00%	0.02%
Closing market price or pricing NAV, end of period	\$ 19.50	\$ 20.56	\$ 20.50	\$ 26.40

- (1) This information is provided as at the end of the period shown.
- (2) Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of month-end average net assets during the period. Please note that the management expense ratio includes not only the expenses of the Trust and Fund itself but also reflects an estimate of expenses to which the underlying hedge funds were subject. The management expense ratio of the underlying hedge funds held by the Fund plus the expenses of the Fund included in the above ratios for the year ended December 31, 2007 added 5.54% and the year-ended December 31, 2006 added 5.47 % (2005 added 9.80% and 2004 added 9.66%) to the expense ratio of the Trust. This annualized expense ratio has been calculated using the total expenses of the underlying hedge funds, invested in by the Fund, per their annual audited financial statements for the periods ended December 31, 2006, 2005 and 2004 respectively. These statements represent the most recent audited information available. The expenses together with estimates for hedge funds with year-ends other than December 31 have been prorated based on the relative percentage of the hedge fund held by the Fund at the end of the respective period. Performance fees incurred by the underlying hedge funds can vary significantly from period to period based on such factors as the market conditions, fund strategy, manager performance and the timing of redemptions. As a result, the expense ratio of the underlying funds for the prior year may be significantly different than the actual expenses incurred by these underlying hedge funds for the current period.
- (3) The Trust's portfolio turnover rate indicates how actively the Trust's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Trust buying and selling all of the securities in its portfolio once in the course of the year. The higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.
- (4) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of monthly average net assets during the period.

Past Performance

General

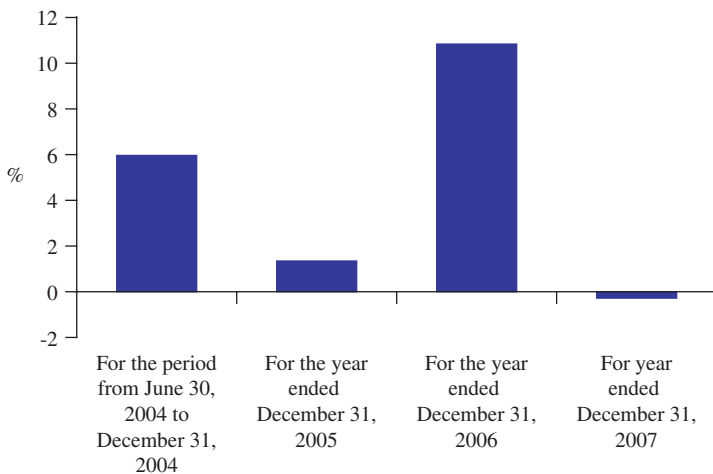
With respect to the following information in the “Past Performance” section of this report, please note the following:

- (a) the performance information shown assumes that all distributions made by the Trust in the periods shown were reinvested in additional securities of the Trust;
- (b) the performance information does not take into account sales and distribution charges that would have reduced returns or performance; and
- (c) how the Trust has performed in the past does not necessarily indicate how it will perform in the future.

Year-by-Year Returns

With respect to the following chart, please note the following:

- (a) the bar chart shows the Trust’s performance for each of the periods shown, and illustrates how the Trust’s performance has changed from period to period; and
- (b) the bar chart shows, in percentage terms, how much an investment made on the first day of each financial period would have grown or decreased by the last day of each financial period.



Management Fees and Related Party Transactions

The Manager is responsible for the day-to-day administration, portfolio management and unitholder services to the Trust. In exchange for these services, the Manager is entitled to an annual management fee calculated as 0.15% per annum of the net asset value of the Trust, as of the close of business on each month-end valuation date. The fee is paid monthly in arrears.

The Trust also pays to the Manager a service fee of 0.30% per annum of the net assets of the Trust, accrued monthly, and calculated based on the net asset value of the Trust on the last Valuation Date of each quarter. The service fee is applied by the Manager to pay a service fee to registered dealers for services they provide to unitholders, including investment advice and account statements, based on the number of units held by clients of such dealers at the end of the relevant quarter. The fee is accrued monthly and calculated and paid quarterly in arrears.

During the year ended December 31, 2007, the management fee and service fee expense were \$96,567 and \$189,946 respectively, and the management fee and service fee payable by the Trust as at December 31, 2007 were \$22,202 and \$44,408 respectively. (year ended December 31, 2006, the management fee and service fee expense were \$111,785 and \$210,187 respectively.)

Other Fees

The Trust pays forward fees of approximately 0.55% per annum of the U.S. notional amount and 0.90% per annum of the Canadian notional amount to the Counterparty of the Forward that may vary based on the value of the Common Share Portfolio, calculated and paid quarterly in arrears.

Net Asset Value and Price Per Unit

The value of the Hedge Fund Portfolio is affected by factors beyond the control of the Investment Advisor, the Manager or the Trust. The process of valuing investments for which no published market price exists is based upon the definitive or provisional net asset value of the hedge funds supplied by the administrators or managers of such underlying hedge funds. These values are net of the management fees and expenses to which the underlying hedge funds are subject.

The Trust's net asset value per unit is calculated and reported monthly. During the year ended December 31 2007, the net asset value of the Trust fluctuated between \$21.30 per unit and \$23.65 per unit after taking into account

distributions (year ended December 31, 2006: between \$22.23 per unit and \$23.30 per unit).

The market price for units of the Trust is determined by the actions of buyers and sellers in the market. The daily closing price of the units fluctuated between \$17.51 and \$22.79 during the year ended December 31, 2007 (year ended December 2006: between \$19.50 per unit and \$21.51 per unit).

Distributions

During the year ended December 31, 2007, distributions totaling \$1.75 per unit and \$4,671,932 in aggregate were declared (year ended December 31, 2006: \$1.75 per unit and \$5,170,332 in aggregate). This represents a 7% return on the initial subscription price of \$25.00 per unit consistent with the targeted annual yield for the Trust of 7%.

The Trust is required to distribute all of its net income and net realized capital gains so that the Trust will not be liable to pay income tax under Part I of the Income Tax Act.

The character of the quarterly distributions for tax purposes has been determined at the end of the year in accordance with the declaration of trust and the tax laws then in effect. There can be no assurance that income tax laws will not be changed in a manner that adversely affects the Trust or distributions paid by the Trust and the Manager will continue to monitor any changes in the tax laws as they occur.

The following table presents the distribution history for the year ended December 31, 2007.

Distribution History

<u>Record Date</u>	<u>Date distribution paid</u>	<u>Character of distribution for tax purposes</u>	<u>Amount per unit</u>
March 31, 2007	April 13, 2007	Return of capital	\$0.4375
June 30, 2007	July 13, 2007	Return of capital	\$0.4375
September 30, 2007	October 15, 2007	Return of capital	\$0.4375
December 31, 2007	January 15, 2008	Return of capital	\$0.4375

Purchases for Cancellation

Under its declaration of trust, the Trust is required to make purchases of units of up to 2.5% of the outstanding units per quarter if the price at which the units are offered for sale is less than 95.0% of the current net asset value per unit as at the close of business on the preceding valuation date.

On August 24, 2007, the Trust filed a notice of intention to make normal-course purchases of units with the Toronto Stock Exchange. In its filing with the Exchange, the Trust indicated an intention to purchase up to 262,405 of the units of the Trust, representing 10% of the public float of the Trust then outstanding during the period from August 30, 2007 to August 29, 2008. In accordance with exchange rules and by-laws, the Trust may not pay more than the most recent market price for the units purchased. Units purchased under the bid are cancelled.

During the year ended December 31, 2007, the Trust purchased 274,500 units for a total cost of \$5,854,569 for cancellation under this program (year ended December 31, 2006: 302,900 units were repurchased).

NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST – and – NORTHWATER FIVE-YEAR MARKET-NEUTRAL FUND LIMITED INDEPENDENT REVIEW COMMITTEE REPORT

Dear Investor:

Effective November 1, 2007, the advisory board (the “Advisory Board”) of each of Northwater Five-Year Market-Neutral Trust (the “Trust”) and Northwater Five-Year Market-Neutral Fund Limited (the “Fund”) was designated as the independent review committee of the Trust and the Fund (the “IRC”) pursuant to the provisions of *National Instrument 81-107, Independent Review Committee for Investment Funds*.

This report is the IRC’s first annual report under the requirements of National Instrument 81-107. However, the Advisory Board has reported annually to unitholders since it August 25, 2004.

Our role as required by securities regulators is to review investment fund conflict of interest matters identified and referred to us by Northwater Fund Management Inc., in its capacity as manager of the Trust and Northwater Capital Management Inc. as investment advisor to the Fund (together, the “Manager”) and to give our approval or recommendation with respect to such matters. The focus of our review of such conflict of interest matters is whether or not the Manager’s proposed action achieves a fair and reasonable result for the Trust and the underlying Fund.

At least once per year, we will also review the Manager’s policies and procedures relating to conflict of interest matters and will assess the adequacy and effectiveness of such policies and procedures in respect of the Trust and the Fund.

In addition to the regulatory requirements for independent fund governance, we are also retaining our role as an advisory board and, as such, assisting the Manager on other issues relating to the management and operation of the Trust and the Fund.

We look forward to continuing our open and effective relationship with the Manager for the benefit of the Trust and the Fund.

Regards,



Jeffrey D. Francoz
Chair of the Independent Review Committee

Members of the Independent Review Committee		Length of Service on Advisory Board / IRC
Name	Residence	First Appointed⁽¹⁾
Jeffrey D. Francoz Chair of the IRC	Toronto, Ontario	August 25, 2004 ⁽²⁾
Ann Marshall	Toronto, Ontario	August 25, 2004 ⁽²⁾
Peter Vesely	Toronto, Ontario	November 1, 2007

- * There were no changes in the composition of the IRC during the period.
 - * Ann Marshall also serves as an independent review committee member for iShares funds managed by Barclays Global Investors Canada Limited. Jeffrey Francoz and Peter Vesely do not currently serve as independent review committee members for other investment funds other than those managed by the Manager.
- (1) Each member of the IRC listed has been a member of the independent review committee since its inception on November 1, 2007.
 - (2) Since the inception of the original Advisory Board of the Trust.

Holdings of Securities

(a) The Trust and the Fund

As at December 31, 2007, the percentage of units of the Trust beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 10%. The shares of the underlying Fund are held exclusively by the swap counterparty and no shares of the Fund have been offered to the public.

(b) The Manager

As at December 31, 2007, no member of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of the Manager.

(c) Service Providers

As at December 31, 2007, no member of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of a company that provides services to the Trust or the Manager that could reasonably result in an actual or perceived loss of independence of the member.

The Advisory Board and, as of November 1, 2007, the IRC is pleased to report on its activities for the period ended December 31, 2007.

All of the members of the IRC are non-related and independent of management as were the members of the Advisory Board.

General

During the period ended December 31, 2007, the members of the Advisory Board, and subsequently the IRC (upon inception of the IRC on November 1, 2007), held four meetings. Mr. Francoz and Ms. Marshall attended all of the meetings held by the Advisory Board and the IRC during the period. Mr. Vesely attended all of the meetings held by the IRC during the period following his appointment as a member of the IRC.

During the period ended December 31, 2007, the Advisory Board, and subsequently the IRC, reviewed: (i) the mandate of the Advisory Board, (ii) the proposed Charter of the IRC, (iii) the reporting to unitholders as required by National Instrument 81-106, (iv) periodic reports on the performance and the composition of the investment portfolio of the Trust and the Fund, (v) compliance with Investment Guidelines, (vi) the presentation of certain information in the quarterly and annual reports, and (vii) the implementation and actions necessary to comply with National Instrument 81-107. In addition, the IRC adopted its written Charter and reviewed the various policies and procedures of the Manager related to conflict of interest matters to determine their adequacy and effectiveness.

The Advisory Board and, effective as of November 1, 2007, the IRC, each report that management of the Manager has been open and cooperative, permitting the members to review such documents and speak to such members of management of the Manager as deemed necessary by the Advisory Board/IRC in order to properly execute their responsibilities.

Compensation and Indemnities

The aggregate compensation paid by the Trust and the Fund to the IRC for the two-month period from its inception on November 1, 2007 through December 31, 2007 was \$3,667. The aggregate compensation paid by the Trust and the Fund to the Advisory Board for the preceding 10 months of 2007 was \$7,500.

No indemnities were paid to the IRC or the Advisory Board during the period.

The initial compensation of the IRC was set by the Manager. At least annually, the IRC will review member compensation giving consideration to the following:

1. the best interests of the Trust and the Fund;

2. that compensation paid to the IRC by the Trust and the underlying Fund should fairly and reasonably reflect the general and specific benefits accruing to the Trust and the Fund;
3. the recommendation of the Manager;
4. the nature and complexity of the business of the Trust and the Fund; and
5. the nature and extent of the workload of each member of the IRC.

Conflict of Interest Matters

No Conflict of Interest Matters were referred to the IRC during the period. Neither the IRC or the Advisory Board is aware of any instance in which the Manager acted in a conflict of interest matter referred to the IRC (or the Advisory Board) for which the IRC (or the Advisory Board, as applicable) did not give a positive recommendation.

Furthermore, the IRC / Advisory Board is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC / Advisory Board in its recommendation or approval.

The Manager relied on the following standing instructions of the IRC in the period. In each case, the standing instructions required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

Standing Instructions

1. allowing transfers between the Trust or the Fund and other Northwater-advised entities, provided that all such transfers will exclusively involve hedge fund investments transferred at an independently determined net asset value and must be consistent with the investment guidelines of the transferee; and
2. allowing Northwater and its affiliates to act in various capacities with respect to other entities, including without limitation in such capacities as manager, investment advisor, administrator or trustee, provided that Northwater and its affiliates shall in all cases act in accordance with its Procedures for Minimizing Potential Conflicts of Interest and its Code of Ethics.

The Manager also received positive recommendations and standing instructions with respect to the conflict of interest matters addressed by the following

policies. In each case, the standing instructions required the Manager to comply with its related policies and procedures and to periodically report to the IRC.

Policies that address conflict of interest matters

1. Statement of Policies Respecting Related and Connected Issuers and Procedures for Minimizing Potential Conflicts of Interest
2. Code of Ethics
3. Allocation of Trades Procedures
4. Selection of Brokers, Best Execution and Soft Dollar Procedures
5. Consistency of Client Portfolio with Client Investment Objectives
6. Personal Securities Transactions Policy
7. Insider Trading Policy
8. Cross Trading Procedures

We look forward to continuing to discharge our duties in 2008 for the benefit of the Trust and the Fund.



Jeffrey D. Francoz
Chair of the IRC



Ann Marshall



Peter Vesely

MANAGEMENT'S RESPONSIBILITY

The accompanying financial statements have been prepared by Northwater Fund Management Inc., the Manager of the Trust (the "Manager"), and approved by the Board of Directors of the Manager. The Manager is responsible for the information and representations contained in these financial statements and other sections of the annual report.

The Manager maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with accounting principles generally accepted in Canada and include certain amounts that are based on estimates and judgments. The significant accounting policies that management believes are appropriate for the Trust are described in note 2 to the financial statements.



BENITA M. WARBOLD, CA
Managing Director and
Chief Financial Officer
Northwater Fund Management Inc.



SHAUNA CASSIDY, CFA
Vice-President
Northwater Fund Management Inc.

March 14, 2008

AUDITORS' REPORT TO THE UNITHOLDERS OF NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST

We have audited the statement of investment portfolio of **Northwater Five-Year Market-Neutral Trust** (the Trust) as at December 31, 2007, the statements of net assets as at December 31, 2007 and 2006 and the statements of operations, changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Trust as at December 31, 2007 and 2006 and the results of its operations, the changes in its net assets and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

PricewaterhouseCoopers LLP

Chartered Accountants,
Licensed Public Accountants
Toronto, Ontario
March 14, 2008

NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST

Statements of Net Assets

	As at December 31, 2007	As at December 31, 2006
Assets		
Cash and short term investments (cost: 2007 – \$1,572,156; 2006 – \$1,208,149)	\$ 1,571,991	\$ 1,211,636
Common shares – at fair value (cost: 2007 – \$53,455,776; 2006 – \$57,164,521)	73,304,362	77,760,371
	<u>74,876,353</u>	<u>78,972,007</u>
Liabilities		
Unrealized loss on forward contract (note 5)	19,072,251	12,001,389
Audit, legal and custody fees payable	29,869	40,507
Service fees payable (note 6)	44,408	53,024
Management and advisory fees payable (note 6)	22,202	26,336
Advisory board fees payable	12,897	20,276
Distribution payable (note 8)	1,123,850	1,243,944
	<u>20,305,477</u>	<u>13,385,476</u>
Net assets	<u>\$54,570,876</u>	<u>\$65,586,531</u>
Net assets and unitholders' equity (note 4)		
Unit capital	\$60,540,890	\$67,010,243
Contributed Surplus	1,616,201	1,001,417
Retained earnings (deficit)	(7,586,215)	(2,425,129)
Total	<u>\$54,570,876</u>	<u>\$65,586,531</u>
Number of units outstanding (note 4)	<u>2,568,800</u>	<u>2,843,300</u>
Net asset per unit	<u>\$ 21.24</u>	<u>\$ 23.07</u>

Signed on behalf of the Trustee,

Northwater Fund Management Inc.

Per: Per: 

The accompanying notes are an integral part of these financial statements

NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST

Statements of Operations

	For the years ended December 31,	
	2007	2006
Investment income		
Interest	\$ 54,231	\$ 24,177
	<u>54,231</u>	<u>24,177</u>
Expenses		
Service fees (note 6)	\$ 189,946	\$ 210,187
Forward financing fees (note 6)	614,594	723,678
Management fees (note 6)	96,567	111,785
Audit fees	62,332	61,302
Advisory board fees	9,052	12,450
Custodian fees	21,291	14,542
Legal fees	14,197	18,576
Security holder reporting costs	77,624	31,177
Loan interest and standby fees (note 7)	5,520	32,146
Transaction costs	12,238	—
	<u>1,103,361</u>	<u>1,215,843</u>
Net investment loss	<u>(1,049,130)</u>	<u>(1,191,666)</u>
Realized and unrealized gain or loss on investments		
Net realized gain (loss) on:		
Common shares	8,378,102	3,704,517
Forward contract (note 5)	—	992
Change in unrealized appreciation (depreciation) on:		
Common shares	(488,552)	19,322,341
Forward contract (note 5)	(7,070,862)	(15,487,099)
Realized and unrealized gain on investments for the year	<u>818,688</u>	<u>7,540,751</u>
Increase (decrease) in net assets from operations for the year	<u>\$ (230,442)</u>	<u>\$ 6,349,085</u>
Increase (decrease) in net assets from operations per unit for the year*	<u>\$ (0.09)</u>	<u>\$ 2.14</u>

* Based on the average number of units outstanding 2007 – 2,686,823 (2006 – 2,964,817) for the year.

The accompanying notes are an integral part of these financial statements

NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST

Statements of Changes in Net Assets

	For the years ended December 31,	
	2007	2006
Net assets – beginning of the year	\$65,586,531	\$70,701,618
Opening adjustment from closing traded prices to bid market prices (note 2)	(258,712)	—
	<u>65,327,819</u>	<u>70,701,618</u>
Increase in net assets from operations for the year	(230,442)	6,349,085
Unit transactions (note 4)		
Units purchased for cancellation	(5,854,569)	(6,293,840)
	<u>(5,854,569)</u>	<u>(6,293,840)</u>
Distribution to unitholders (note 8)		
Return of capital	(4,671,932)	(5,170,332)
	<u>(4,671,932)</u>	<u>(5,170,332)</u>
Net assets – end of the year	<u>\$54,570,876</u>	<u>\$65,586,531</u>

The accompanying notes are an integral part of these financial statements

NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST

Statements of Cash Flows

	For the years ended December 31,	
	2007	2006
Cash flows from operating activities		
Increase in net assets from operations	\$ (230,442)	\$ 6,349,085
Items not affecting cash:		
Change in unrealized (appreciation) on common shares	488,552	(19,322,341)
Change in unrealized depreciation on currency forwards	7,070,862	15,487,099
Realized (gain) on common shares	(8,378,102)	(3,704,517)
Changes in non-cash working capital:		
Change in payables	(30,767)	(285,037)
Purchase of common shares	(25,806,592)	(15,788,012)
Proceeds on sale of common shares	37,893,439	27,769,560
	<u>11,006,950</u>	<u>10,505,837</u>
Cash flows from financing activities		
Loan advance	—	(599,840)
Repurchase of trust units	(5,854,569)	(6,293,840)
Distribution paid to trust unitholders	(4,792,026)	(5,302,851)
	<u>(10,646,595)</u>	<u>(12,196,531)</u>
Net increase (decrease) in cash	<u>360,355</u>	<u>(1,690,694)</u>
Cash and short term investments at the beginning of the year . .	<u>1,211,636</u>	<u>2,902,330</u>
Cash and short term investments at the end of the year	<u>\$ 1,571,991</u>	<u>\$ 1,211,636</u>
Supplementary information:		
Interest paid	\$ 5,520	\$ 31,986

The accompanying notes are an integral part of these financial statements

NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST

Statement of Investment Portfolio

As at December 31, 2007

	<u>Maturity date</u>	<u>No. of shares/ Face value</u>	<u>Cost</u>	<u>Fair value</u>	<u>Fair value as a % of Net Assets</u>
Common share portfolio					
Axcan Pharma Inc		274,492	\$ 4,325,994	\$ 6,176,070	11.32%
Bombardier Inc B		1,778,341	4,623,687	10,598,912	19.42%
Celestica Inc		280,445	2,810,059	1,612,559	2.95%
CGI Group Inc		472,111	4,669,178	5,429,277	9.95%
Cognos Inc		85,800	3,970,077	4,900,896	8.98%
FNX Mining Inc.		106,725	3,550,741	3,215,624	5.89%
Hudbay Minerals		131,851	3,550,747	2,571,095	4.71%
Kinross Gold Corp.		387,882	3,048,753	7,086,604	12.99%
Macdonald Dettwiler & Assoc.		80,791	3,550,764	3,372,216	6.18%
Martinrea International Inc.		423,433	2,697,268	5,165,883	9.47%
Nortel Networks Corp		81,661	3,681,361	1,223,282	2.24%
Research In Motion Ltd		82,657	2,423,407	9,303,045	17.05%
RONA Inc		157,366	2,340,464	2,681,517	4.91%
Stantec Inc.		147,315	4,662,520	5,729,080	10.50%
Westjet		188,369	3,550,756	4,238,302	7.77%
Common share portfolio			<u>53,455,776</u>	<u>73,304,362</u>	<u>134.33%</u>
Cash			75,396	75,396	0.14%
Banker's Acceptances					
Royal Bank of Canada	Jan. 18, 2008	1,500,000	1,496,760	1,496,595	2.74%
Total cash and short-term investments					
			<u>\$ 1,572,156</u>	<u>\$ 1,571,991</u>	<u>2.88%</u>
Total investment portfolio					
				<u>74,876,353</u>	<u>137.21%</u>
Other net assets					
				<u>(20,305,477)</u>	<u>(37.21)%</u>
Net assets and unitholders' equity					
				<u>\$ 54,570,876</u>	<u>100.00%</u>

The accompanying notes are an integral part of these financial statements.

NORTHWATER FIVE-YEAR MARKET NEUTRAL TRUST

Notes to Financial Statements

For the years ended December 31, 2007 and 2006

1. Establishment and Operations of the Trust

The Northwater Five-Year Market-Neutral Trust (the “Trust”) is a closed-end investment trust established under the laws of the Province of Ontario pursuant to a declaration of trust made as of June 18, 2004. Northwater Fund Management Inc. acts as Trustee. Northwater Fund Management Inc. (the “Manager”) acts as Trustee of the Trust and RBC Dexia Investor Services Trust (“RBC Dexia”) acts as Custodian for the Trust. The Trust began operations on June 30, 2004 when it completed its initial public offering. The Northwater Five-Year Market-Neutral Fund Limited (the “Fund”) began operations on June 30, 2004. The Trust issued additional units on December 31, 2004 through a secondary offering. The Trust's units are listed on the Toronto Stock Exchange under the symbol NYF.UN. The Trust will terminate on or about June 30, 2009 (the “Termination Date”), and the net assets will be distributed pro rata to the unitholders unless an alternative later termination date is approved by a two-thirds majority vote of the unitholders at a meeting called for this purpose.

The assets of the Trust, invested in cash, short-term investments and common shares (the “Common Share Portfolio”) are combined with a forward contract (the “Forward”) to achieve a return based on a diversified portfolio of market-neutral hedge funds.

2. Summary of Significant Accounting Policies

These financial statements are prepared in accordance with Canadian generally accepted accounting principles (“GAAP”).

Adoption of new accounting standards

(i) Section 3855 – Financial instruments – recognition and measurement

On April 1, 2005, the Canadian Institute of Chartered Accountants issued Section 3855, “Financial Instruments – Recognition and Measurement” (“Section 3855”) of the CICA Handbook – Accounting, which establishes standards for the fair valuation of investments as well as the accounting treatment of transaction costs. Section 3855 applies to fiscal years beginning on or after October 1, 2006.

In addition, Section 14.2 of National Instrument 81-106, issued by the Canadian Securities Administrators in 2005, requires the net asset value of an investment fund to be calculated in accordance with GAAP.

With respect to the implementation of Section 3855, the Canadian securities regulatory authorities have granted relief to investment funds from complying on an interim basis with Section 3855 for the purposes of calculating and reporting the purchase and redemption net asset value or the “Reported NAV” of an investment fund for up to a one year period ending September 30, 2008. This relief is to permit further review of the suitability of this new pronouncement for the purpose of calculating the Reported NAV. Depending on the outcome of this review by the Canadian Securities authorities, the method by which the net assets is calculated as governed by Section 3855 may result in a change to the Reported NAV of an investment fund.

In accordance with the decision made by the Canadian securities regulatory authorities, a reconciliation between the Reported NAV and the net asset value calculated in accordance with Section 3855 of the investment fund is required in the notes to the financial statements (note 10).

The provisions of this new standard have been applied prospectively (no restatement of prior periods). Accordingly, the opening net asset value has been adjusted to reflect the provisions of the new handbook section. The adoption of Section 3855 has resulted in a change in the valuation of the common shares in the Trust’s financial statements which prior to Section 3855 were valued at the closing price on the valuation date.

The following paragraphs outline the accounting policies of the Trust after the adoption of Section 3855:

(a) Cash and Short-Term Investments

Cash consists of cash in interest bearing accounts. Interest income is accrued on a monthly basis. Short-term investments are valued at the bid price for such instruments on each Valuation Date. Interest income is accrued on a monthly basis.

(b) Investments

Investment transactions are accounted for on a trade date basis. Investments are valued on the last day of each month (“Valuation Date”) at closing bid prices.

The common shares listed on a public securities exchange are valued at their bid price on each Valuation Date. Common shares not traded on that date are valued at the average of the closing bid and ask or the latest available sale price. Realized gains and losses are calculated using the average cost. Distribution income is recorded on ex-dividend date or ex-distribution date on a gross basis.

The fair value of the forward contract is the gain or loss, if any, that would be realized if, on the Valuation Date, the forward contract was “closed out”. The difference between fair value and cost is shown as an unrealized gain or loss on investments. The value of the forward contract is based on the change in valuation of the Fund, previously defined, which invests in a diversified portfolio of market-neutral hedge funds, and on the change in value of the Common Share Portfolio less the costs of leverage. The investments in market-neutral hedge funds held by the Fund are valued at fair value on the basis of the definitive net asset values reported by the administrators or the portfolio managers of the funds on the Valuation Date or, if not available, the most recent provisional net asset values based on preliminary returns reported by the administrators or the portfolio managers of such funds.

(c) Foreign Currency Translation

Assets and Liabilities in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing at the end of the period. Revenues and expenses denominated in foreign currencies are translated using the average exchange rate for the period. Unrealized gains and losses arising from translation of the fund are included as currency translation.

(d) Use of Estimates

The preparation of financial statements in accordance with GAAP requires the Trust to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(e) Transaction Costs

Transaction costs are expensed and are included in the Statement of Operations. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment.

3. Interest Rate Swap

The Fund has swapped an exposure to a floating money market rate with a U.S. Bank (the “Counterparty”) in return for receiving a fixed rate of 4.43%. As a result, if mid-term rates were to decrease (increase) by 1%, the value of the Fund would increase (decrease) by approximately 1.1%.

The Counterparty to the swaps has a credit rating of AA. The credit worthiness of the Counterparty was reviewed prior to entering into the swap and is monitored on a regular basis.

The notional amount of the interest rate swaps as at December 31, 2007 was \$60,516,000 CAD with a maturity date of June 30, 2009 (December 31, 2006: total \$ 66,963,300 CAD with a maturity date of June 30, 2009).

4. Unitholders' Equity

The authorized capital of the Trust consists of an unlimited number of non-redeemable units. Units are transferable and represent an equal, undivided interest in the net assets of the Trust. All units are of the same class with equal rights and privileges. Each unit is entitled to one vote at any meeting of unitholders and to equal participation in any distributions made by the Trust. Fractional units will not be issued.

Under the declaration of trust, the Trust is required to make purchases of units of up to 2.5% of the outstanding units per quarter if the price at which the units offered in the market is less than 95.0% of the net asset value per unit as at the close of business on the preceding Valuation Date. In addition, the Trust may purchase units whenever they are offered for sale at less than their net asset value. Under a normal course issuer bid and the Trust's quarterly market support obligation, the Trust purchased 274,500 units for a cost of \$5,854,569 during year ended December 31, 2007 (year ended December 31, 2006: 302,900 units were repurchased).

Unitholders' equity is comprised of unit capital and deficit. The following table shows the transactions for unit capital and deficit during the year ended December 31, 2007 and 2006:

Year ended December 31, 2007	Units Outstanding	Unit Capital	Contributed Surplus	Deficit	Unitholders' Equity
Balance – December 31, 2006	2,843,300	\$67,010,243	\$1,001,417	\$(2,425,129)	\$65,586,531
Adjustment from closing traded prices to bid market prices (Note 2)			—	(258,712)	(258,712)
Increase (decrease) in net assets from operations for the year			—	(230,442)	(230,442)
Units cancelled during the year	(274,500)	(6,469,353)	614,784	—	(5,854,569)
Distributions				(4,671,932)	(4,671,932)
Balance – December 31, 2007	<u>2,568,800</u>	<u>\$60,540,890</u>	<u>\$1,616,201</u>	<u>\$(7,586,215)</u>	<u>\$54,570,876</u>

Year ended December 31, 2006	Units Outstanding	Unit Capital	Contributed Surplus	Deficit	Unitholders' Equity
Balance – December 31, 2005	3,146,290	\$74,148,921	\$ 156,579	\$(3,603,882)	\$70,701,618
Increase (decrease) in net assets from operations for the year				6,349,085	6,349,085
Units cancelled during the year	(302,990)	(7,138,678)	844,838	—	(6,293,840)
Distributions	—	—	—	(5,170,332)	(5,170,332)
Balance – December 31, 2006	<u>2,843,300</u>	<u>\$67,010,243</u>	<u>\$1,001,417</u>	<u>\$(2,425,129)</u>	<u>\$65,586,531</u>

5. Forward Agreement

The Trust has entered into a forward agreement (the “Forward”) with a U.S. Bank (the “Counterparty”) to obtain exposure to a diversified portfolio of market-neutral hedge funds (the “Hedge Fund Portfolio”) and an interest rate swap held by an underlying fund, through the performance of the Fund, a Cayman Islands exempt company. The target exposure to the Hedge Fund Portfolio is equal to 150% of the net asset value of the Trust. The actual exposure as at December 31, 2007 was 145% (December 31, 2006 actual exposure was 143%). The Trust has purchased and pledged to the Counterparty the Common Share Portfolio listed on the Statement of

Investment Portfolio. The Trust has agreed to deliver the Common Share Portfolio to the Counterparty, on or about the Termination Date, in exchange for the redemption proceeds of the Fund less the leverage provided by the Counterparty in order to provide the exposure to the Fund less the related costs of leverage. As a result, the value of the Forward is determined based on the change in the valuation of the Fund and the Common Share Portfolio. The Forward matures on June 30, 2009.

The notional amounts of the Forward as at December 31, 2007 are in the amount of U.S. \$32,933,353 and Canadian \$44,180,972 (December 31, 2006: U.S. \$26,510,645 and Canadian \$53,894,915). During the year ended December 31, 2007, the Counterparty redeemed 781 participating shares of the Fund for \$9,713,943 CAD (\$9,797,478 USD) and paid \$12,086,857 CAD to the Trust as a result of a reduction in the notional amounts of the Forward and in return for partial settlement of the common share portfolio.

The creditworthiness of the Counterparty was reviewed prior to the transaction and is monitored on a regular basis pursuant to credit standards established by the Manager. As at December 31, 2007 the credit rating of the counterparty was AA. The Trust is exposed to monies to be received from the Counterparty at the maturity of the Forward. The Forward provides for the Trust's ability to terminate the Forward if the credit rating of the Counterparty goes below a certain threshold.

The Trust, through its exposure to the interest rate swap in the Fund, has exposure to changes in mid-term interest rates. For example, if mid-term interest rates were to decrease (increase) by 1%, the value of the Trust would increase (decrease) by approximately 1.1%. The interest rate swap has a maturity date of June 30, 2009.

The following table presents information regarding the Hedge Fund Portfolio held by the Fund to which the Trust has exposure through the Forward. The multi-strategy funds have not been allocated to any of the underlying hedge fund strategies set out in this table.

<u>Strategy</u>	<u>As at December 31, 2007</u>			<u>As at December 31, 2006</u>		
	<u>No. of Hedge Funds</u>	<u>Fair Value (in U.S. Dollars)</u>		<u>No. of Hedge Funds</u>	<u>Fair Value (in U.S. Dollars)</u>	
Activist	1	\$ 2,744,536	3%	1	\$ 2,587,354	3%
Asset-backed security						
arbitrage	4	7,914,440	10%	5	9,291,026	12%
Capital structure						
arbitrage	—	—	—	1	849,904	1%
Distressed securities						
arbitrage	5	12,791,205	16%	5	8,701,946	11%
Energy relative value	—	—	—	1	1,160,011	1%
Fixed-income arbitrage	3	5,387,185	7%	2	4,807,792	6%
Merger arbitrage	1	995,490	1%	1	2,071,410	3%
Mortgage-backed security						
arbitrage	4	9,305,743	12%	4	12,828,580	17%
Multi-strategy	6	17,072,702	21%	8	20,139,742	26%
Re-insurance arbitrage	2	4,407,933	6%	2	3,092,212	4%
Statistical arbitrage	6	10,854,126	14%	2	2,254,373	3%
Structured finance	6	8,039,518	10%	8	10,500,011	13%
	<u>38</u>	<u>\$79,512,878</u>	<u>100%</u>	<u>40</u>	<u>\$78,284,361</u>	<u>100%</u>

The following table shows the number of hedge funds held by the Fund as at December 31, 2007 and 2006 categorized by the size of each hedge fund.

<u>Total Assets of each hedge fund in U.S.\$ Millions</u>	<u>2007</u>	<u>2006</u>
< 100	1	1
100-250	4	12
250-500	7	6
500-750	2	4
750-1000	5	3
> 1000	19	14
	<u>38</u>	<u>40</u>

The following table shows the number of hedge funds held by the Fund as at December 31, 2007 and 2006 categorized by the years since inception of each hedge fund.

<u>Years</u>	<u>2007</u>	<u>2006</u>
< 3	3	13
3-6	18	16
6- 9	10	5
9-12	3	3
12-15	3	2
> 15	1	1
	<u>38</u>	<u>40</u>

The following table illustrates the number of hedge fund holdings of the Fund by jurisdiction of organization as at December 31, 2007 and 2006.

<u>Location</u>	<u>2007</u>	<u>2006</u>
Cayman Islands	33	34
British Virgin Islands	2	3
Bermuda	2	2
Bahamas	1	1
	<u>38</u>	<u>40</u>

6. Management, Advisory and Other Fees

The Trust retained the Manager under a management agreement dated June 18, 2004. Northwater Capital Management Inc. (the “Investment Advisor”), a Company formed under the laws of Ontario, Canada, acts as the advisor for the Trust. The Investment Advisor is registered in Canada as an advisor in the categories investment counsel and portfolio manager and as a dealer in the category limited market dealer under the *Securities Act (Ontario)*, as amended, and as an advisor in the category commodity trading manager under the *Commodity Futures Act (Ontario)*, as amended.

The Investment Advisor is registered as a securities advisor under the *Securities Act (Quebec)*, as amended. The Investment Advisor also has equivalent registrations in the Canadian provinces of New Brunswick, Prince Edward Island, Nova Scotia, Saskatchewan, Alberta and British Columbia under the securities legislation in these provinces. The Investment Advisor is also registered in the United States as an investment advisor under the U.S. *Investment Advisers Act of 1940*, as amended, and as a commodity trading advisor and commodity pool operator under the U.S. *Commodity Exchange Act*, as amended. The Investment Advisor is a member of the U.S. National Futures Association.

The Manager is responsible for the day-to-day administration, portfolio management and unitholder services of the Trust. In exchange for these services, the Manager is entitled to an annual fee of 0.15% of the net assets of the Trust, calculated on the last Valuation Date of each month. The fee is paid monthly in arrears.

A service fee of 0.30% per annum of the net assets of the Trust, is payable to the Manager calculated on the last Valuation Date of each quarter. The service fee will be applied by the Manager to pay a service fee to registered dealers for services they provide to unitholders. The fee is accrued monthly and calculated and paid quarterly in arrears.

Forward fees of approximately 0.55% per annum of the U.S. notional amount and 0.90% per annum of the Canadian notional amount are payable to the Counterparty of the Forward, may vary based on the value of the Common Share Portfolio, calculated and paid quarterly in arrears. The leverage costs have been included in the Statement of Operations as part of the value of the forward contract (see note 6).

7. Bank Loan Facility

The Trust has a revolving loan facility with a U.S. financial institution (the "Bank"). The facility entitles the Trust to borrow funds in Canadian dollars up to an amount not exceeding the lesser of \$6,000,000 or 10% of the net asset value of the Trust for the purposes of funding the redemptions of units, purchases of units in the market and payment of expenses. Interest and stand-by fees are payable on a monthly basis. Interest rates are based on bank prime and/or Bankers' Acceptances for Canadian funds. A general security interest in the assets of the Trust has been provided in favour of the Bank.

During the year ended December 31, 2007, the bank loan balance varied between nil and \$2,800,000 (year ended December 31, 2006: between nil and \$2,900,000).

The average rate of interest paid on the loan for the year was 4.4%.

8. Distributions

The Trust pays quarterly distributions to unitholders of \$0.4375 per unit.

During the year ended December 31, 2007, distributions of \$1.75 per unit and \$4,671,932 in aggregate were declared by the Trust (year ended December 31, 2006: \$1.75 per unit and \$5,170,332 in aggregate).

9. Income Taxes

As at December 31, 2007, the Trust qualifies as a “mutual fund trust” within the meaning of the *Income Tax Act* (Canada) (the “Tax Act”). In determining its income for tax purposes, the Trust intends to treat gains or losses on the disposition of securities in the Common Share Portfolio under the Forward as capital gains and losses. As all of the net taxable income of the Trust, including net realized gains from its investment, will be paid or payable to unitholders in each calendar year, no income tax will be payable by the Trust under the present provisions of the Tax Act. Such income is taxable in the hands of the unitholder. Occasionally, more income may be distributed than is earned by the Trust for tax purposes. This excess distribution is called a “return of capital” and is not taxable to the unitholder but reduces the adjusted cost base of the unit for tax purposes. Net taxable income may differ from net income for accounting purposes.

As at December 31, 2007, the Trust had \$961,132 available in non-capital loss carryforwards (December 31, 2006: \$2,980,583) with expiry dates commencing in 2027 and no capital loss carryforwards (December 31, 2006: nil).

10. Reconciliation of Net Assets

In accordance with the decision made by the Canadian securities regulatory authorities, a reconciliation between the Reported NAV and the net assets calculated in accordance with Section 3855 (the “GAAP NAV”) of the investment fund is required in the notes to the financial statements.

The below table reconciles the reported net asset value as at December 31, 2007 with the net assets per unit as calculated in accordance with Section 3855.

	<u>Net asset value</u>	<u>Net asset value per unit</u>
Reported net asset value	\$54,714,741	\$21.30
Section 3855 adjustment (note 2)	(143,865)	(0.06)
Net assets per the Statement of Net Assets	<u>\$54,570,876</u>	<u>\$21.24</u>

11. Indemnities

The Trust enters into various agreements that contain indemnity provisions, whereupon payment by the Trust may become due upon the occurrence of certain events including the following indemnities:

- 1) in priority to all and any rights of the Manager or of the unitholders, an indemnity to the trustee and each of its directors, officers, employees and agents, other than the Manager, in respect of any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced and all other expenses, costs or charges, sustained or incurred in respect of the administration or termination of the Trust including any taxes, penalties and interest in respect of unpaid taxes and all other liabilities and charges of any nature whatsoever;
- 2) an indemnity to the transfer agent against any and all actions and suits against any and all losses, damages, costs, charges, counsel fees, payments, expenses and liabilities arising directly or indirectly out of its agency relationship to the Trust;
- 3) an indemnity to the Counterparty against any costs, claims, expenses, liabilities, demands, damages, losses, actions or proceedings of any kind arising as a result of the Counterparty holding the common share portfolio;
- 4) an indemnity to the custodian, its affiliates, subsidiaries and agents, and their directors, officers and employees against all legal fees, judgments and amounts paid in settlement, actually and reasonably incurred arising in connection with custodial or sub-custodial services provided except to the extent incurred as a result of breach of the standard of care;
- 5) an indemnity to the trustee, a manager, an affiliate of the trustee or manager or a unitholder, against all liabilities and expenses reasonably incurred in connection with any action, suit or proceeding to which any such person may be made a party by reason of being or having been an indemnified party;
- 6) an indemnity to the Bank and its officers, directors, employees and agents against any reasonable costs, charges and expenses incurred or any claim or losses suffered arising out of (i) the preparation, execution and delivery of preservation of rights, refinancing, renegotiation or restructuring of the loan documents and any related amendment, waiver or consent (ii) any advice of counsel as to the

rights and duties of the Bank with respect to the administration of the credit facility (iii) a default of the Trust under any loan document and (iv) any proceedings brought against the Bank due to its entering into any of the loan documents and performing its obligations; and

- 7) an indemnity to the Trust's auditors with respect to any fraudulent acts or omissions by the Trust, or misrepresentations made or willful defaults caused by the Trust resulting in claims against the Trust's auditors and in connection with third party claims made against the Trust's auditors relating to the services provided to the Trust by its auditors except as such claims may have resulted from the intentional neglect, misconduct or fraudulent behavior of the Trust's auditors.

Historically, no payments have been required to be made under these indemnities. The Trust estimates the current liability at zero. The indemnities entered into by the Trust can extend for an unlimited period of time. The Trust is unable to estimate the maximum potential liability for these indemnities, as the agreements do not specify a maximum amount and the amounts that may be required to be paid are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time.

NORTHWATER CAPITAL MANAGEMENT INC.

Northwater Capital Management Inc., a leader in financial innovation since January 1989, offers customized portfolio solutions to the global investment community through the firm's Portfolio Platform™, a proprietary platform that incorporates the flexibility and scalability necessary to meet a variety of investor needs.

The firm's established indexing capability allows investors to access global equity and fixed income markets on a cost-effective basis. In addition, utilizing its expertise in constructing market-neutral fund of hedge fund portfolios that seek to generate consistent returns in both normal and extreme markets, Northwater seeks to deliver a reliable source of alpha, or excess return. Northwater's structuring technology combines these two components in a portable alpha framework that seeks to achieve an investor's return/risk objectives in an efficient, cost-effective manner.

With more than ten years of experience in fund of hedge funds, Northwater has steadily grown exposure under management to approximately \$14.1 billion CAD in total, including \$4.8 billion USD invested in hedge funds as at December 31, 2007. Northwater has focused on developing, delivering and continuously improving its market-neutral fund of hedge fund portfolios since launching its first such portfolio in 1994.

Northwater advises institutional clients in Canada, the United States, Australia, the United Kingdom and the rest of Europe. The firm has offices in Toronto, New York and Chicago.

Northwater also acts as an advisor to the following two closed-ended funds listed on the TSX:

- Northwater Market-Neutral Trust, the first publicly-listed investment vehicle of its kind in Canada to invest in a diversified portfolio of market-neutral hedge funds, which was launched in 1997; and
- Northwater Top 75 Income Trusts ^{Plus}, launched in 2005.

NORTHWATER FIVE-YEAR MARKET-NEUTRAL TRUST

Suite 4700, BCE Place
Bay Wellington Tower
181 Bay Street, P.O. Box 794
Toronto, Ontario M5J 2T3
Telephone: (416) 360-5435
Fax: (416) 360-0671
E-mail: *mpt@northwatercapital.com*

INVESTMENT MANAGER

Northwater Fund Management Inc.
Suite 4700, BCE Place
181 Bay Street, P.O. Box 794
Toronto, Ontario M5J 2T3
Telephone: (416) 360-5435
Fax: (416) 360-0671
E-mail: *mpt@northwatercapital.com*

INVESTMENT ADVISOR

Northwater Capital Management Inc.
Suite 4700, BCE Place
181 Bay Street, P.O. Box 794
Toronto, Ontario M5J 2T3
Telephone: (416) 360-5435
Fax: (416) 360-0671
E-mail: *mpt@northwatercapital.com*

LEGAL ADVISORS

McCarthy Tétrault LLP
Suite 4700, Box 48
Toronto Dominion Bank Tower
Toronto, Ontario M5K 1E6

AUDITORS

PricewaterhouseCoopers LLP
Suite 3000, Box 82
Royal Trust Tower, Toronto Dominion Centre
Toronto, Ontario M5K 1G8

FOR FURTHER INFORMATION PLEASE CONTACT:

Mohamed Khaki or Stephen Foote
Telephone: (416) 360-5435
Fax: (416) 360-0671
E-mail: *mpt@northwatercapital.com*

For most recent net asset value update call: 1 (888) 429-8774

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