

IN THE ALBERTA COURT OF APPEAL

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C.36, AS AMENDED, THE *JUDICATURE ACT*, R.S.A. 2000, c. J-2,
AS AMENDED AND THE *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9,
AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
SHIRE INTERNATIONAL REAL ESTATE INVESTMENTS LTD., SHIRE CAPITAL
LTD., HALAMA GARDENS LLC, SHIRE ASSET MANAGEMENT LTD., WINN RIVER
RESORT LTD., FORT MCMONEY PROPERTIES II LTD., HALAMA GARDENS LTD.,
MAPLES AND WHITE SANDS INVESTMENT LTD., FORT MCMONEY PROPERTIES
LTD., CHEMAINUS PROPERTIES LTD., SKAHA LAKE DEVELOPMENT LTD.,
TSEHUM HARBOUR LTD., BEARSPAW AT 144TH AVENUE LTD., BEARSPAW AT
144TH EQUITIES LTD., BEARSPAW AT 144TH BONDS INC., TSEHUM HARBOUR
EQUITIES LTD., TSEHUM HARBOUR BONDS LTD., ORILLIA INVESTMENTS LTD.,
0726028 B.C. LTD., 0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.

(the "CCAA Applicants")

BETWEEN:

ROMSPEN MORTGAGE CORPORATION

**Applicant
(Respondent)/Appellant**

AND:

**SHIRE INTERNATIONAL REAL ESTATE INVESTMENTS LTD.,
SHIRE CAPITAL LTD., HALAMA GARDENS LLC,
SHIRE ASSET MANAGEMENT LTD., WINN RIVER RESORT LTD.,
FORT MCMONEY PROPERTIES II LTD., HALAMA GARDENS LTD.,
MAPLES AND WHITE SANDS INVESTMENT LTD.,
FORT MCMONEY PROPERTIES LTD., CHEMAINUS PROPERTIES LTD.,
SKAHA LAKE DEVELOPMENT LTD., TSEHUM HARBOUR LTD.,
BEARSPAW AT 144TH AVENUE LTD., BEARSPAW AT 144TH EQUITIES LTD.,
BEARSPAW AT 144TH BONDS INC., TSEHUM HARBOUR EQUITIES LTD.,
TSEHUM HARBOUR BONDS LTD., ORILLIA INVESTMENTS LTD.,
0726028 B.C. LTD., 0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.**

**Respondents
(Applicants)/Respondents**

NOTICE OF MOTION

TAKE NOTICE THAT an application will be made on behalf of the applicant, Romspen Mortgage Corporation, before the presiding Justice in Chambers at the Court of Appeal at the TransCanada Pipelines Tower 2600, 450 1st St., in the City of Calgary, in the Province of Alberta, on November 4, 2009 at 9:30 a.m., for an Order for the following relief:

1. That pending final determination of this appeal there be a stay of paragraphs 2 (as it may pertain to the debtor in possession financing), 3, 4 and 5 of the order of Mr. Justice LoVecchio pronounced October 8, 2009 substituting the debtor in possession financing lender and increasing the amount of the debtor in possession loan facility from \$1,000,000 to \$2,500,000;
2. That Appeal Action Nos. 0901-0283AC, 0901-0284AC and 0901-0288AC be consolidated for all purposes; and
3. Costs of this application.

FURTHER TAKE NOTICE THAT the applicant will rely on Rules 229 and 508(3).

FURTHER TAKE NOTICE THAT the applicant relies on the following grounds in support of this application:

1. As to the stay: the appeal is not frivolous or vexatious; the applicant will suffer irreparable harm if the stay is not granted; and the balance of convenience favours the applicant.
2. As to the consolidation: the appeals have common questions of law and fact, arise of the same transaction and it is otherwise desirable.

AND FURTHER TAKE NOTICE THAT in support of such application will be read the following:

1. Notice of Motion of Investit Financial Inc., dated September 29, 2009;
2. Affidavit of Lynette Grillandini, sworn November 2, 2009;
3. The Third Report of the Monitor, Ernst & Young Inc., dated October 7, 2009;
4. Affidavit of Mark Pollit, sworn August 31, 2009;
5. Affidavit of Ronald Cullis, sworn September 30, 2009;
6. Affidavit of Dave Simes, sworn September 30, 2009;
7. Affidavit of Value and Valuator's Report of Ronald Cullis, sworn August 28, 2009;

8. Affidavit of Hali Strandlund, sworn October 26, 2009; and

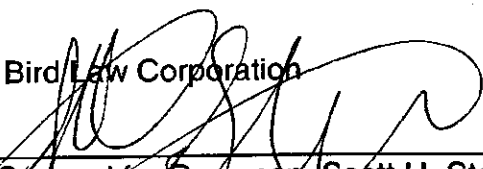
9. Affidavit of Gianfranco G. Piccin, sworn August 10, 2009.

DATED at the City of Vancouver, in the Province of British Columbia, this 2nd day of November, 2009.

Time estimated for oral argument
(including reply) on this motion:
30 minutes

Owen Bird Law Corporation

Per:


Counsel for Romspen, Scott H. Stephens

TO: The Registrar

AND TO: Bennett Jones LLP

Solicitors for the CCAA Applicants, Respondents/(Respondents)

AND TO: The parties on the attached service list

SHIRE SERVICE LIST

No.	Counsel	Party
1.	Ken Lenz Bennett Jones LLP Counsel for the CCAA Applicants lenzko@bennettjones.com 4500 Bankers Hall East 855 2nd Street SW Calgary AB T2P 4K7 Telephone: 403-298-3100 Fax: 403-265-7219	The CCAA Applicants/Respondents on appeal
2.	Sean Collins/Dean Hutchinson McCarthy Tetrault LLP Counsel for the Monitor, Ernst & Young Inc. scollins@mccarthy.ca 421 7th Avenue, S.W., Suite 3300 Calgary, AB T2P 4K9 Telephone: 403-260-3500 Fax: 403-260-3501	The Monitor, Ernst & Young Inc.
3.	Deryck Helkaa Counsel for Ernst & Young deryck.helkaa@ca.ey.com Ernst & Young Inc. 1000, 440 - 2 Avenue SW Calgary, AB T2P 5E9 Telephone: 403-206-5381 Fax: 403-260-5075	Ernst & Young
4.	David Mann/Robert Kennedy Fraser Milner Casgrain, Counsel for Echo Fund II Limited Partnership david.mann@fmc-law.com 15th Floor, Bankers Court 850 - 2nd Street SW Calgary, AB T2P 0R8 Telephone: 403-268-7097 Fax: 403-268-3100	Echo Merchant Fund II Limited Partnership

No.	Counsel	Party
5.	John McLean / Scott Andersen Gowlings Counsel for Investit Financial Inc. john.mclean@gowlings.com 550 Burrard Street, Suite 2300 P.O. Box 30, Bentall 5 Vancouver, BC V6C 2B5 Telephone: 604-891-2285 Fax: 604-683-3558	Investit Financial Inc.
6.	Greg J. Tucker / Scott H. Stephens Owen Bird Law Corporation Counsel for Romspen Mortgage Corporation sstephens@owenbird.com 2900-595 Burrard Street Vancouver, BC V7X 1J5 Telephone: 604-691-7521 Fax: 604-632-4447	Romspen Mortgage Corporation
7.	Liam Oddie AB Securities Commission liam.oddie@asc.ca AB Securities Commission 4th Floor, 300-5th Ave SW Calgary, AB T2P 3C4 Telephone: 403-297-6454 Main Fax: 403-297-6156 Toll-Free: 877-355-0585	Alta. Securities Commission
8.	John Blair Borden Ladner Gervais LLP Counsel for Lucia de Wet and Jennifer Lofgren jblair@blgcanada.com 1000 Canterra Tower 400 Third Avenue S.W. Calgary, AB T2P 4H2 Telephone: 403-232-9500 Fax: 403-266-1395	Lucia de Wet and Jennifer Lofgren

No.	Counsel	Party
9.	Peter Leveque Brownlee LLP Counsel for 1533021 Ontario Inc. pleveque@brownleelaw.com 2000 Watermark Tower 530 8 Ave SW Calgary, AB T2P 3S8 Telephone: 403-232-8300 Fax: 403-232-8408	1533021 Ontario Inc.
10.	Dana Schindelka Davis LLP Counsel for Eyelogic Systems Inc. dschindelka@davis.ca Livingston Place 1000 - 250 2nd St SW Calgary, AB T2P 0C1 Telephone: 403-296-4470 Fax: 403-213-4468	Eyelogic Systems Inc.
11.	Bud Steen Witten LLP Counsel for Charles & Meridel Graves bsteen@wittenlaw.com 2500 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB, T5J 3N6 Telephone: 780-428-0501 Fax: 780-429-2559	Charles & Meridel Graves
12.	Ben Aberant Burnet Duckworth & Palmer LLP Counsel for How Meng Ng baberant@bdplaw.com 1400, 350 - 7th Ave. S.W. Calgary, AB T2P 3N9 Telephone: 403-260-0100 Fax: 403-260-0332	How Meng Ng

No.	Counsel	Party
13.	Alan A. Frydenlund Owen Bird Law Corporation Counsel for Fisgard Capital Corporation afrydenlund@owenbird.com 2900-595 Burrard Street Vancouver, BC V7X 1J5 Telephone: 604-691-7511 Fax: 604-632-4486	Fisgard Capital Corporation (in respect to Bosun's Holdings Ltd.)
14.	Peter MacPherson Farris, Vaughan, Wills & Murphy LLP Counsel for 0831224 BC Ltd. pmacpherson@farris.com Suite 800 - 1708 Dolphin Avenue Kelowna, BC V1Y 9S4 Telephone: 250-861-5332 Fax: 250-861-8772	0831224 BC Ltd.
15.	Jeff Lee MacPherson, Leslie & Tyerman LLP Counsel for 613790 Saskatchewan Ltd., Blair Betts, Shari Bedient and Willie Unger jmlee@mlt.com 1500 Saskatoon Square, 410 - 22nd Street East, Saskatoon, SK S7K 5T6 Telephone: 306-975-7100 Fax: 306-975-7145	613790 Saskatchewan Ltd.
16.	Ryan Zahara Blake, Cassels & Graydon LLP Counsel for 0831224 BC Ltd. ryan.zahara@blakes.com 855 - 2nd Street S.W. Suite 3500, Bankers Hall East Tower Calgary AB T2P 4J8 Telephone: 403-260-9600 Fax: 403-260-9700	9831224 BC Ltd.

No.	Counsel	Party
17.	Bob Bishop / Kerry Lynn Okita Bishop & McKenzie LLP Counsel for Figard Capital Corporation k.okita@bishopmckenzie.com Suite 1700, 530-8th Avenue S.W. Calgary, AB T2P 3S8 Telephone: 403-237-5550 Fax: 403-263-3423	Figard Capital Corporation (in respect to Tsehum Holdings)
18.	Trevor Batty Burnet Duckworth & Palmer LLP Counsel for 1206354 AB Ltd. & L. Architect Inc. tbatty@bdplaw.com 1400, 350 - 7th Avenue S.W. Calgary, AB T2P 3N9 Telephone: 403-260-0100 Fax: 403-260-0332	1206354 AB Ltd.
19.	Bernd Richardt Shewchuk, MacDonell, Ormiston, Richardt & Fregeau LLP Counsel for Kody Stokes brichardt@Kenoralaw.com 214 Main Street South Kenora, ON P9N 1T2 Telephone: 807-468-5559 Fax: 807-468-5504	Kody Stokes
20.	Her Majesty the Queen in right of the Province of British Columbia c/o Aaron Welch Ministry of Attorney General Legal Services Branch Revenue & Taxation Group aaron.welch@gov.bc.ca Suite 601, 1175 Douglas Street PO Box 9289 Stn Prov Govt Victoria, BC V8W 9J7 Telephone: 250-356-8589 Fax: 250-387-0700	Her Majesty The Queen in Right of the Province of British Columbia

No.	Counsel	Party
21.	David Edinger Heenan Blaikie LLP Counsel for Mr. Dayal ediger@hennan.ca 2200-1055 West Hastings Street Vancouver, B.C. V6E 2E9 Telephone: 604-669-0011 Fax: 604-669-5101	Mr. Dayal
22.	Cleone Couch Shire International Real Estate Investments Ltd. cleonec@shireinvestments.com	The CCAA Applicants/Respondents on appeal
23.	Luree Williamson Shire International Real Estate Investments Ltd. lureew@shireinvestments.com	The CCAA Applicants/Respondents on appeal
24.	Barry Bernhardt Fleming LLP Counsel for Kairos Funding Corp. Inc. bbernhardt@flemingllp.com 900, 926-5 th Avenue S.W. Calgary, AB T2P 0N7 Telephone: 403-266-5550 Fax: 403-265-6910	Kairos Funding Corp. Inc.
25.	Predrag Anic Fleming LLP Counsel for Kairos Funding Corp. Inc. panic@flemingllp.com 900, 926-5 th Avenue S.W. Calgary, AB T2P 0N7 Telephone: 403-266-5550 Fax: 403-265-6910	Kairos Funding Corp. Inc.
26.	David McLellan Borden Ladner Gervais LLP Counsel for Lucia de Wet and Jennifer Lofgren damclellan@blgcanada.com 1000 Canterra Tower 400 Third Avenue S.W. Calgary, AB T2P 4H2 Telephone: 403-232-9500 Fax: 403-266-1395	Lucia de Wet and Jennifer Lofgren

No.	Counsel	Party
27.	Kevin Meyler Counsel for Ernst & Young Kevin.e.meyler@ca.ey.com Ernst & Young Inc. 1000, 440 - 2 Avenue SW Calgary, AB T2P 5E9 Telephone: 403-206-5381 Fax: 403-260-5075	Ernst & Young

NOTICE TO THE RESPONDENT:

Appeal No. 0901-0283AC

A respondent who fails to comply with the requirements of the Alberta Rules of Court and the Court of Appeal Consolidated Practice Directions, within the prescribed time, will not be allowed to present oral argument on the application, nor be entitled to costs of the application, unless otherwise ordered. Failure to appear may also lead to an order or judgment being made against the respondent in their absence.

Unless otherwise ordered at the hearing, the maximum time for oral argument (including reply) will be 15 minutes per separately-represented party; except for applications for leave to appeal where the maximum time allowed will be 30 minutes per separately-represented party.

IN THE COURT OF APPEAL OF ALBERTA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C.36, AS AMENDED, THE *JUDICATURE ACT*, R.S.A. 2000, c. J-2, AS AMENDED AND THE *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SHIRE INTERNATIONAL REAL ESTATE INVESTMENTS LTD., SHIRE CAPITAL LTD., HALAMA GARDENS LLC, SHIRE ASSET MANAGEMENT LTD., WINN RIVER RESORT LTD., FORT MCMONEY PROPERTIES II LTD., HALAMA GARDENS LTD., MAPLES AND WHITE SANDS INVESTMENT LTD., FORT MCMONEY PROPERTIES LTD., CHEMAINUS PROPERTIES LTD., SKAHA LAKE DEVELOPMENT LTD., TSEHUM HARBOUR LTD., BEARSPAW AT 144TH AVENUE LTD., BEARSPAW AT 144TH EQUITIES LTD., BEARSPAW AT 144TH BONDS INC., TSEHUM HARBOUR EQUITIES LTD., TSEHUM HARBOUR BONDS LTD., ORILLIA INVESTMENTS LTD., 0726028 B.C. LTD., 0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.

(the "CCAA Applicants")

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**Applicant
(Respondent)/Appellant**

AND:

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SHIRE ASSET MANAGEMENT LTD., WINN RIVER
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TSEHUM HARBOUR BONDS LTD., ORILLIA
INVESTMENTS LTD., 0726028 B.C. LTD., 0675816
B.C. LTD. and BOSUN'S HOLDINGS LTD.**

**Respondents
(Applicants)/Respondents**

NOTICE OF MOTION

Counsel for the Appellant

Owen Bird Law Corporation
2900-595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Scott H. Stephens
Telephone: 1-604-691-7521
Fax: 1-604-632-4447
Solicitor's File No. 30200/0004

Appeal No. 0901-0284AC
Q.B. Action No. 0901-11866
Registry: Calgary

IN THE ALBERTA COURT OF APPEAL

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C.36, AS AMENDED, THE *JUDICATURE ACT*, R.S.A. 2000, c. J-2,
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
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ROMSPEN MORTGAGE CORPORATION

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AND:

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SHIRE ASSET MANAGEMENT LTD., WINN RIVER RESORT LTD.,
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0726028 B.C. LTD., 0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.**

**Respondents
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NOTICE OF MOTION

TAKE NOTICE THAT an application will be made on behalf of the applicant, Romspen Mortgage Corporation, before the presiding Justice in Chambers at the Court of Appeal at the TransCanada Pipelines Tower 2600, 450 1st St., in the City of Calgary, in the Province of Alberta, on November 4, 2009 at 9:30 a.m., for an Order for the following relief:

1. That Appeal Action Nos. 0901-0283AC, 0901-0284AC and 0901-0288AC be consolidated for all purposes.

FURTHER TAKE NOTICE THAT the applicant will rely on Rules 229.

FURTHER TAKE NOTICE THAT the applicant relies on the following grounds in support of this application:

1. As to the consolidation: the appeals have common questions of law and fact, arise of the same transaction and it is otherwise desirable.

AND FURTHER TAKE NOTICE THAT in support of such application will be read the following:

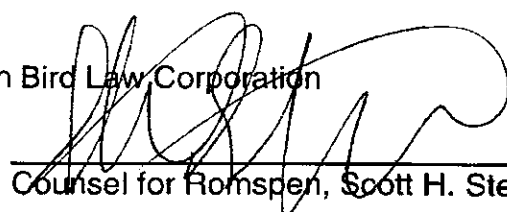
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8. Affidavit of Hali Strandlund, sworn October 26, 2009; and
9. Affidavit of Gianfranco G. Piccin, sworn August 10, 2009.

DATED at the City of Vancouver, in the Province of British Columbia, this 2nd day of November, 2009.

Time estimated for oral argument
(including reply) on this motion:
5 minutes

Owen Bird Law Corporation

Per:


Counsel for Romspen, Scott H. Stephens

TO: The Registrar

AND TO: Bennett Jones LLP

Solicitors for the CCAA Applicants, Respondents/(Respondents)

AND TO: The parties on the attached service list

SHIRE SERVICE LIST

No.	Counsel	Party
1.	Ken Lenz Bennett Jones LLP Counsel for the CCAA Applicants lenzko@bennettjones.com 4500 Bankers Hall East 855 2nd Street SW Calgary AB T2P 4K7 Telephone: 403-298-3100 Fax: 403-265-7219	The CCAA Applicants/Respondents on appeal
2.	Sean Collins/Dean Hutchinson McCarthy Tetrault LLP Counsel for the Monitor, Ernst & Young Inc. scollins@mccarthy.ca 421 7th Avenue, S.W., Suite 3300 Calgary, AB T2P 4K9 Telephone: 403-260-3500 Fax: 403-260-3501	The Monitor, Ernst & Young Inc.
3.	Deryck Helkaa Counsel for Ernst & Young deryck.helkaa@ca.ey.com Ernst & Young Inc. 1000, 440 - 2 Avenue SW Calgary, AB T2P 5E9 Telephone: 403-206-5381 Fax: 403-260-5075	Ernst & Young
4.	David Mann/Robert Kennedy Fraser Milner Casgrain, Counsel for Echo Fund II Limited Partnership david.mann@fmc-law.com 15th Floor, Bankers Court 850 - 2nd Street SW Calgary, AB T2P 0R8 Telephone: 403-268-7097 Fax: 403-268-3100	Echo Merchant Fund II Limited Partnership

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5.	John McLean / Scott Andersen Gowlings Counsel for Investit Financial Inc. john.mclean@gowlings.com 550 Burrard Street, Suite 2300 P.O. Box 30, Bentall 5 Vancouver, BC V6C 2B5 Telephone: 604-891-2285 Fax: 604-683-3558	Investit Financial Inc.
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7.	Liam Oddie AB Securities Commission liam.oddie@asc.ca AB Securities Commission 4 th Floor, 300-5th Ave SW Calgary, AB T2P 3C4 Telephone: 403-297-6454 Main Fax: 403-297-6156 Toll-Free: 877-355-0585	Alta. Securities Commission
8.	John Blair Borden Ladner Gervais LLP Counsel for Lucia de Wet and Jennifer Lofgren jblair@blgcanada.com 1000 Canterra Tower 400 Third Avenue S.W. Calgary, AB T2P 4H2 Telephone: 403-232-9500 Fax: 403-266-1395	Lucia de Wet and Jennifer Lofgren

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9.	Peter Leveque Brownlee LLP Counsel for 1533021 Ontario Inc. pleveque@brownleelaw.com 2000 Watermark Tower 530 8 Ave SW Calgary, AB T2P 3S8 Telephone: 403-232-8300 Fax: 403-232-8408	1533021 Ontario Inc.
10.	Dana Schindelka Davis LLP Counsel for Eyelogic Systems Inc. dschindelka@davis.ca Livingston Place 1000 - 250 2 nd St SW Calgary, AB T2P 0C1 Telephone: 403-296-4470 Fax: 403-213-4468	Eyelogic Systems Inc.
11.	Bud Steen Witten LLP Counsel for Charles & Meridel Graves bsteen@wittenlaw.com 2500 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB, T5J 3N6 Telephone: 780-428-0501 Fax: 780-429-2559	Charles & Meridel Graves
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13.	Alan A. Frydenlund Owen Bird Law Corporation Counsel for Fisgard Capital Corporation afrydenlund@owenbird.com 2900-595 Burrard Street Vancouver, BC V7X 1J5 Telephone: 604-691-7511 Fax: 604-632-4486	Fisgard Capital Corporation (in respect to Bosun's Holdings Ltd.)
14.	Peter MacPherson Farris, Vaughan, Wills & Murphy LLP Counsel for 0831224 BC Ltd. pmacpherson@farris.com Suite 800 - 1708 Dolphin Avenue Kelowna, BC V1Y 9S4 Telephone: 250-861-5332 Fax: 250-861-8772	0831224 BC Ltd.
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17.	Bob Bishop / Kerry Lynn Okita Bishop & McKenzie LLP Counsel for Figard Capital Corporation k.okita@bishopmckenzie.com Suite 1700, 530-8th Avenue S.W. Calgary, AB T2P 3S8 Telephone: 403-237-5550 Fax: 403-263-3423	Figard Capital Corporation (in respect to Tsehum Holdings)
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19.	Bernd Richardt Shewchuk, MacDonell, Ormiston, Richardt & Fregeau LLP Counsel for Kody Stokes brichardt@Kenoralaw.com 214 Main Street South Kenora, ON P9N 1T2 Telephone: 807-468-5559 Fax: 807-468-5504	Kody Stokes
20.	Her Majesty the Queen in right of the Province of British Columbia c/o Aaron Welch Ministry of Attorney General Legal Services Branch Revenue & Taxation Group aaron.welch@gov.bc.ca Suite 601, 1175 Douglas Street PO Box 9289 Stn Prov Govt Victoria, BC V8W 9J7 Telephone: 250-356-8589 Fax: 250-387-0700	Her Majesty The Queen in Right of the Province of British Columbia

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22.	Cleone Couch Shire International Real Estate Investments Ltd. cleonec@shireinvestments.com	The CCAA Applicants/Respondents on appeal
23.	Luree Williamson Shire International Real Estate Investments Ltd. lureew@shireinvestments.com	The CCAA Applicants/Respondents on appeal
24.	Barry Bernhardt Fleming LLP Counsel for Kairos Funding Corp. Inc. bbernhardt@flemingllp.com 900, 926-5 th Avenue S.W. Calgary, AB T2P 0N7 Telephone: 403-266-5550 Fax: 403-265-6910	Kairos Funding Corp. Inc.
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27.	Kevin Meyler Counsel for Ernst & Young Kevin.e.meyler@ca.ey.com Ernst & Young Inc. 1000, 440 - 2 Avenue SW Calgary, AB T2P 5E9 Telephone: 403-206-5381 Fax: 403-260-5075	Ernst & Young

NOTICE TO THE RESPONDENT:

Appeal No. 0901-0284AC

IN THE COURT OF APPEAL OF ALBERTA

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C.36, AS
AMENDED, THE *JUDICATURE ACT*, R.S.A. 2000, c. J-2,
AS AMENDED AND THE *BUSINESS CORPORATIONS
ACT*, R.S.A. 2000, c. B-9, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF SHIRE INTERNATIONAL REAL
ESTATE INVESTMENTS LTD., SHIRE CAPITAL LTD.,
HALAMA GARDENS LLC, SHIRE ASSET MANAGEMENT
LTD., WINN RIVER RESORT LTD., FORT MCMONEY
PROPERTIES II LTD., HALAMA GARDENS LTD.,
MAPLES AND WHITE SANDS INVESTMENT LTD., FORT
MCMONEY PROPERTIES LTD., CHEMAINUS
PROPERTIES LTD., SKAHA LAKE DEVELOPMENT
LTD., TSEHUM HARBOUR LTD., BEARSPAW AT 144TH
AVENUE LTD., BEARSPAW AT 144TH EQUITIES LTD.,
BEARSPAW AT 144TH BONDS INC., TSEHUM HARBOUR
EQUITIES LTD., TSEHUM HARBOUR BONDS LTD.,
ORILLIA INVESTMENTS LTD., 0726028 B.C. LTD.,
0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.**

(the "CCAA Applicants")

A respondent who fails to comply with the requirements of the Alberta Rules of Court and the Court of Appeal Consolidated Practice Directions, within the prescribed time, will not be allowed to present oral argument on the application, nor be entitled to costs of the application, unless otherwise ordered. Failure to appear may also lead to an order or judgment being made against the respondent in their absence.

Unless otherwise ordered at the hearing, the maximum time for oral argument (including reply) will be 15 minutes per separately-represented party; except for applications for leave to appeal where the maximum time allowed will be 30 minutes per separately-represented party.

BETWEEN:

ROMSPEN MORTGAGE CORPORATION

**Applicant
(Respondent)/Appellant**

AND:

**SHIRE INTERNATIONAL REAL ESTATE
INVESTMENTS LTD., SHIRE CAPITAL LTD.,
HALAMA GARDENS LLC,
SHIRE ASSET MANAGEMENT LTD., WINN RIVER
RESORT LTD., FORT MCMONEY PROPERTIES II
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TSEHUM HARBOUR BONDS LTD., ORILLIA
INVESTMENTS LTD., 0726028 B.C. LTD., 0675816
B.C. LTD. and BOSUN'S HOLDINGS LTD.**

**Respondents
(Applicants)/Respondents**

NOTICE OF MOTION

Counsel for the Appellant

Owen Bird Law Corporation
2900-595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Scott H. Stephens
Telephone: 1-604-691-7521
Fax: 1-604-632-4447
Solicitor's File No. 30200/0004

IN THE ALBERTA COURT OF APPEAL

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C.36, AS AMENDED, THE *JUDICATURE ACT*, R.S.A. 2000, c. J-2,
AS AMENDED AND THE *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9,
AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
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(the "CCAA Applicants")

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AND:

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0726028 B.C. LTD., 0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.

**Respondents
(Applicants)/Respondents**

NOTICE OF MOTION

TAKE NOTICE THAT an application will be made on behalf of the applicant, Romspen Mortgage Corporation, before the presiding Justice in Chambers at the Court of Appeal at the TransCanada Pipelines Tower 2600, 450 1st St., in the City of Calgary, in the Province of Alberta, on November 4, 2009 at 9:30 a.m., for an Order for the following relief:

1. That Appeal Action Nos. 0901-0283AC, 0901-0284AC and 0901-0288AC be consolidated for all purposes.

FURTHER TAKE NOTICE THAT the applicant will rely on Rules 229.

FURTHER TAKE NOTICE THAT the applicant relies on the following grounds in support of this application:

1. As to the consolidation: the appeals have common questions of law and fact, arise of the same transaction and it is otherwise desirable.

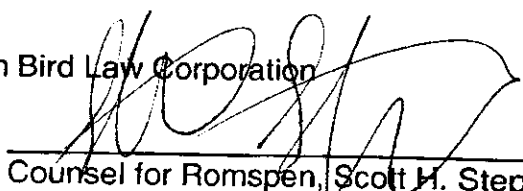
AND FURTHER TAKE NOTICE THAT in support of such application will be read the following:

1. Notice of Motion of Investit Financial Inc., dated September 29, 2009;
2. Affidavit of Lynette Grillandini, sworn November 2, 2009;
3. The Third Report of the Monitor, Ernst & Young Inc., dated October 7, 2009;
4. Affidavit of Mark Pollit, sworn August 31, 2009;
5. Affidavit of Ronald Cullis, sworn September 30, 2009;
6. Affidavit of Dave Simes, sworn September 30, 2009;
7. Affidavit of Value and Valuator's Report of Ronald Cullis, sworn August 28, 2009;
8. Affidavit of Hali Strandlund, sworn October 26, 2009; and
9. Affidavit of Gianfranco G. Piccin, sworn August 10, 2009.

DATED at the City of Vancouver, in the Province of British Columbia, this 2nd day of November, 2009.

Time estimated for oral argument
(including reply) on this motion:
5 minutes

Owen Bird Law Corporation

Per: 

Counsel for Romspen, Scott H. Stephens

TO: The Registrar

AND TO: Bennett Jones LLP

Solicitors for the CCAA Applicants, Respondents/(Respondents)

AND TO: The parties on the attached service list

SHIRE SERVICE LIST

No.	Counsel	Party
1.	Ken Lenz Bennett Jones LLP Counsel for the CCAA Applicants lenzko@bennettjones.com 4500 Bankers Hall East 855 2nd Street SW Calgary AB T2P 4K7 Telephone: 403-298-3100 Fax: 403-265-7219	The CCAA Applicants/Respondents on appeal
2.	Sean Collins/Dean Hutchinson McCarthy Tetrault LLP Counsel for the Monitor, Ernst & Young Inc. scollins@mccarthy.ca 421 7th Avenue, S.W., Suite 3300 Calgary, AB T2P 4K9 Telephone: 403-260-3500 Fax: 403-260-3501	The Monitor, Ernst & Young Inc.
3.	Deryck Helkaa Counsel for Ernst & Young deryck.helkaa@ca.ey.com Ernst & Young Inc. 1000, 440 - 2 Avenue SW Calgary, AB T2P 5E9 Telephone: 403-206-5381 Fax: 403-260-5075	Ernst & Young
4.	David Mann/Robert Kennedy Fraser Milner Casgrain, Counsel for Echo Fund II Limited Partnership david.mann@fmc-law.com 15th Floor, Bankers Court 850 - 2nd Street SW Calgary, AB T2P 0R8 Telephone: 403-268-7097 Fax: 403-268-3100	Echo Merchant Fund II Limited Partnership

No.	Counsel	Party
5.	John McLean / Scott Andersen Gowlings Counsel for Investit Financial Inc. john.mclean@gowlings.com 550 Burrard Street, Suite 2300 P.O. Box 30, Bentall 5 Vancouver, BC V6C 2B5 Telephone: 604-891-2285 Fax: 604-683-3558	Investit Financial Inc.
6.	Greg J. Tucker / Scott H. Stephens Owen Bird Law Corporation Counsel for Romspen Mortgage Corporation sstephens@owenbird.com 2900-595 Burrard Street Vancouver, BC V7X 1J5 Telephone: 604-691-7521 Fax: 604-632-4447	Romspen Mortgage Corporation
7.	Liam Oddie AB Securities Commission liam.oddie@asc.ca AB Securities Commission 4th Floor, 300-5th Ave SW Calgary, AB T2P 3C4 Telephone: 403-297-6454 Main Fax: 403-297-6156 Toll-Free: 877-355-0585	Alta. Securities Commission
8.	John Blair Borden Ladner Gervais LLP Counsel for Lucia de Wet and Jennifer Lofgren jblair@blgcanada.com 1000 Canterra Tower 400 Third Avenue S.W. Calgary, AB T2P 4H2 Telephone: 403-232-9500 Fax: 403-266-1395	Lucia de Wet and Jennifer Lofgren

No.	Counsel	Party
9.	Peter Leveque Brownlee LLP Counsel for 1533021 Ontario Inc. pleveque@brownleelaw.com 2000 Watermark Tower 530 8 Ave SW Calgary, AB T2P 3S8 Telephone: 403-232-8300 Fax: 403-232-8408	1533021 Ontario Inc.
10.	Dana Schindelka Davis LLP Counsel for Eyelogic Systems Inc. dschindelka@davis.ca Livingston Place 1000 - 250 2nd St SW Calgary, AB T2P 0C1 Telephone: 403-296-4470 Fax: 403-213-4468	Eyelogic Systems Inc.
11.	Bud Steen Witten LLP Counsel for Charles & Meridel Graves bsteen@wittenlaw.com 2500 Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB, T5J 3N6 Telephone: 780-428-0501 Fax: 780-429-2559	Charles & Meridel Graves
12.	Ben Aberant Burnet Duckworth & Palmer LLP Counsel for How Meng Ng haberant@bdplaw.com 1400, 350 - 7th Ave. S.W. Calgary, AB T2P 3N9 Telephone: 403-260-0100 Fax: 403-260-0332	How Meng Ng

No.	Counsel	Party
13.	Alan A. Frydenlund Owen Bird Law Corporation Counsel for Fisgard Capital Corporation afrydenlund@owenbird.com 2900-595 Burrard Street Vancouver, BC V7X 1J5 Telephone: 604-691-7511 Fax: 604-632-4486	Fisgard Capital Corporation (in respect to Bosun's Holdings Ltd.)
14.	Peter MacPherson Farris, Vaughan, Wills & Murphy LLP Counsel for 0831224 BC Ltd. pmacpherson@farris.com Suite 800 - 1708 Dolphin Avenue Kelowna, BC V1Y 9S4 Telephone: 250-861-5332 Fax: 250-861-8772	0831224 BC Ltd.
15.	Jeff Lee MacPherson, Leslie & Tyerman LLP Counsel for 613790 Saskatchewan Ltd., Blair Betts, Shari Bedient and Willie Unger jmlee@mlt.com 1500 Saskatoon Square, 410 - 22nd Street East, Saskatoon, SK S7K 5T6 Telephone: 306-975-7100 Fax: 306-975-7145	613790 Saskatchewan Ltd.
16.	Ryan Zahara Blake, Cassels & Graydon LLP Counsel for 0831224 BC Ltd. ryan.zahara@blakes.com 855 - 2nd Street S.W. Suite 3500, Bankers Hall East Tower Calgary AB T2P 4J8 Telephone: 403-260-9600 Fax: 403-260-9700	9831224 BC Ltd.

No.	Counsel	Party
17.	Bob Bishop / Kerry Lynn Okita Bishop & McKenzie LLP Counsel for Figard Capital Corporation k.okita@bishopmckenzie.com Suite 1700, 530-8th Avenue S.W. Calgary, AB T2P 3S8 Telephone: 403-237-5550 Fax: 403-263-3423	Figard Capital Corporation (in respect to Tsehum Holdings)
18.	Trevor Batty Burnet Duckworth & Palmer LLP Counsel for 1206354 AB Ltd. & L. Architect Inc. tbatty@bdplaw.com 1400, 350 - 7th Avenue S.W. Calgary, AB T2P 3N9 Telephone: 403-260-0100 Fax: 403-260-0332	1206354 AB Ltd.
19.	Bernd Richardt Shewchuk, MacDonell, Ormiston, Richardt & Fregeau LLP Counsel for Kody Stokes brichardt@Kenoralaw.com 214 Main Street South Kenora, ON P9N 1T2 Telephone: 807-468-5559 Fax: 807-468-5504	Kody Stokes
20.	Her Majesty the Queen in right of the Province of British Columbia c/o Aaron Welch Ministry of Attorney General Legal Services Branch Revenue & Taxation Group aaron.welch@gov.bc.ca Suite 601, 1175 Douglas Street PO Box 9289 Stn Prov Govt Victoria, BC V8W 9J7 Telephone: 250-356-8589 Fax: 250-387-0700	Her Majesty The Queen in Right of the Province of British Columbia

No.	Counsel	Party
21.	David Edinger Heenan Blaikie LLP Counsel for Mr. Dayal ediger@hennan.ca 2200-1055 West Hastings Street Vancouver, B.C. V6E 2E9 Telephone: 604-669-0011 Fax: 604-669-5101	Mr. Dayal
22.	Cleone Couch Shire International Real Estate Investments Ltd. cleonec@shireinvestments.com	The CCAA Applicants/Respondents on appeal
23.	Luree Williamson Shire International Real Estate Investments Ltd. lureew@shireinvestments.com	The CCAA Applicants/Respondents on appeal
24.	Barry Bernhardt Fleming LLP Counsel for Kairos Funding Corp. Inc. bbernhardt@flemingllp.com 900, 926-5 th Avenue S.W. Calgary, AB T2P 0N7 Telephone: 403-266-5550 Fax: 403-265-6910	Kairos Funding Corp. Inc.
25.	Predrag Anic Fleming LLP Counsel for Kairos Funding Corp. Inc. panic@flemingllp.com 900, 926-5 th Avenue S.W. Calgary, AB T2P 0N7 Telephone: 403-266-5550 Fax: 403-265-6910	Kairos Funding Corp. Inc.
26.	David McLellan Borden Ladner Gervais LLP Counsel for Lucia de Wet and Jennifer Lofgren damclellan@blgcanada.com 1000 Canterra Tower 400 Third Avenue S.W. Calgary, AB T2P 4H2 Telephone: 403-232-9500 Fax: 403-266-1395	Lucia de Wet and Jennifer Lofgren

No.	Counsel	Party
27.	Kevin Meyler Counsel for Ernst & Young Kevin.e.meyler@ca.ey.com Ernst & Young Inc. 1000, 440 - 2 Avenue SW Calgary, AB T2P 5E9 Telephone: 403-206-5381 Fax: 403-260-5075	Ernst & Young

NOTICE TO THE RESPONDENT:

Appeal No. 0901-0288AC

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IN THE COURT OF APPEAL OF ALBERTA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C.36, AS AMENDED, THE *JUDICATURE ACT*, R.S.A. 2000, c. J-2, AS AMENDED AND THE *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF SHIRE INTERNATIONAL REAL ESTATE INVESTMENTS LTD., SHIRE CAPITAL LTD., HALAMA GARDENS LLC, SHIRE ASSET MANAGEMENT LTD., WINN RIVER RESORT LTD., FORT MCMONEY PROPERTIES II LTD., HALAMA GARDENS LTD., MAPLES AND WHITE SANDS INVESTMENT LTD., FORT MCMONEY PROPERTIES LTD., CHEMAINUS PROPERTIES LTD., SKAHA LAKE DEVELOPMENT LTD., TSEHUM HARBOUR LTD., BEARSPAW AT 144TH AVENUE LTD., BEARSPAW AT 144TH EQUITIES LTD., BEARSPAW AT 144TH BONDS INC., TSEHUM HARBOUR EQUITIES LTD., TSEHUM HARBOUR BONDS LTD., ORILLIA INVESTMENTS LTD., 0726028 B.C. LTD., 0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.

(the "CCAA Applicants")

BETWEEN:

ROMSPEN MORTGAGE CORPORATION

**Applicant
(Respondent)/Appellant**

AND:

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INVESTMENTS LTD., SHIRE CAPITAL LTD.,
HALAMA GARDENS LLC,
SHIRE ASSET MANAGEMENT LTD., WINN RIVER
RESORT LTD., FORT MCMONEY PROPERTIES II
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B.C. LTD. and BOSUN'S HOLDINGS LTD.**

**Respondents
(Applicants)/Respondents**

NOTICE OF MOTION

Counsel for the Appellant

Owen Bird Law Corporation
2900-595 Burrard Street
Vancouver, BC V7X 1J5
Attention: Scott H. Stephens
Telephone: 1-604-691-7521
Fax: 1-604-632-4447
Solicitor's File No. 30200/0004

IN THE ALBERTA COURT OF APPEAL

IN THE MATTER OF THE **COMPANIES' CREDITORS ARRANGEMENT ACT**,
R.S.C. 1985, c. C.36, AS AMENDED, THE **JUDICATURE ACT**, R.S.A. 2000, c. J-2,
AS AMENDED AND THE **BUSINESS CORPORATIONS ACT**, R.S.A. 2000, c. B-9,
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
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Respondents
(Applicants)/Respondents

MEMORANDUM OF ARGUMENT

Relief Sought

1. The appellant, Romspen Mortgage Corporation (“Romspen”), seeks: 1) a stay of the order of Mr. Justice LoVecchio pronounced October 8, 2009 as it pertains to debtor in possession financing; 2) a consolidation of appeals; and 3) costs of this application.

Facts

2. Romspen is a secured creditor of *inter alia*, Shire International Real Estate Investments Ltd. (“Shire”), pursuant to a mortgage encumbering the “Bears paw lands”.
3. The CCAA Applicants are companies with common ownership and management purportedly in the business of financing, purchasing and contracting for development of real estate. There is no evidence of past or current development (Couch Aug. 7th affidavit at para 10). The companies are dormant. The inventory is not perishable.
4. The CCAA Applicants have “few staff” (Couch Aug. 7th affidavit at para. 35). Four deal with investors’ concerns on a full time basis (Couch Sept. 2nd affidavit at para. 3(b)).
5. The Monitor’s Third Report makes a number of findings of misconduct on the part of the CCAA Applicants (e.g. paras. 17(a)-(c), (e)-(h), (u)-(w)). Of the approximately \$67,400,000 in funds raised from investors, \$51,300,000 eventually ended up in Shire’s bank account (para. 17(k)) – without investor approval, supporting documentation or balancing on the underlying general ledgers (para. 17(q)).
6. Three pages of the 208 paged Third Report address “restructuring”. The “restructuring” is, in substance, a liquidation of assets. To date, no intention to propose an arrangement or compromise has been put forward, much less a vote.
7. Prior DIP monies paid professionals to sustain these proceedings – i.e. an investigation.

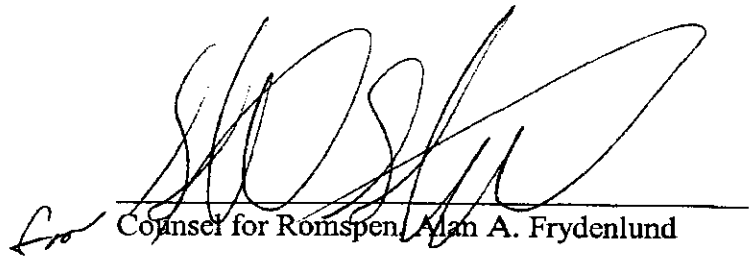
8. The increased DIP facility was granted super priority over all lands despite no equity in the Bearspaw lands (affidavits of Cullis and Simes), and also despite that if the CCAA proceedings remain consolidated, the Monitor (unlike the appellant, in a position to make an independent assessment) believes there to be equity of about \$16,300,000 (disputed) and unencumbered lands of sufficient value to secure the DIP.
9. At the time of writing, there is no evidence indicating why an advance would be required pending appeal or, if so, how much (para 8 of Couch Oct. 28 affidavit confirms retainers not exhausted; Monitor's Suppl. Report states DIP needed only for the liquidation process). \$100,000 of the increased DIP was ordered to go towards defraying the costs of the investors who are party to the class action lawsuit (transcript p. 51).
10. Both the comeback and leave hearings set for the first week of December.

Law

11. The well known test for a stay considers: whether the appeal is frivolous or vexatious; the possibility of irreparable harm; and the balance of convenience.
12. The appeal is clearly not frivolous or vexatious. In contrast, success on appeal is probable. This militates in favour of a stay (*Korte v. Deloitte et al* (1996), 178 A.R. 209 (C.A.)). CCAA proceedings were not designed for dying (or dead) companies on a consolidated basis (*Inducon Development Corp. (Re)*, [1992] O.J. No. 8 (Ont. G.D.); *Re Northland Properties Ltd.* (1988), 69 C.B.R. (N.S.) 266 (B.C.S.C.)). The CCAA Applicants have no active business requiring the shield provided by the CCAA stay (*Re Encore Developments Ltd.*, 2009 BCSC 13). The "extraordinary remedy" of DIP financing is not needed to preserve the debtors' value as a going concern (*1252206 Alberta Ltd. v. Bank of Montreal*, 2009 ABQB 648 at para 17).

13. CCAA proceedings are solely for the purpose of facilitating the making of a compromise or arrangement between a debtor company and its creditors so as to continue as a viable economic entity (*Octagon Properties Ltd.*, 2009 ABQB 936; *Cliffs Over Maple Bay Ltd. v. Fisgard Capital Corp.*, 2008 BCCA 327) – i.e. not as a forum for an investigation. The CCAA Applicants have not proffered a compromise or plan of arrangement and have evinced no intention of doing so. Further, a debtor company ought not to use CCAA proceedings to “restructure” or obtain DIP monies in the absence of the making of an arrangement or compromise (*Cliffs* at paras. 26 and 37).
14. Irreparable harm will be found where a distinct part of an appeal would be rendered nugatory or where the harm could not be cured because one party is unable to collect damages from the other (*Maverick Equities Inc. v. Condominium Plan No. 9422336*, 2008 ABCA 190 at para 11; *RJR-Macdonald Inc. v. Canada (A.G.)*, [1994] 1 S.C.R. 311 at para 58). If the respondents may draw down, and their position is correct that advances made prior to the hearing of the appeal retain super priority regardless of the appeal’s outcome, then the appellant would be left with a hollow right of appeal and an unrecoverable loss. The legislature could not have intended that consequence.
15. There is no evidence of prejudice to the respondents if the stay is granted, particularly where those very parties claim equity exists (and are in a position to assess).
16. If the Court declines to grant a stay generally, permitted advances ought to be: 1) limited to those absolutely necessary to incur prior to the hearing of the appeal; 2) made with the risk of ultimately being subordinate in priority depending on the outcome of the appeal; and 3) not take priority over the Bearspaw lands in any event.

Estimate of time: 45 minutes

A large, stylized handwritten signature in black ink, appearing to read 'A. Frydenlund', is written over a horizontal line. To the left of the signature, the word 'For' is written in a smaller, cursive script.

Counsel for Romspen, Alan A. Frydenlund

IN THE COURT OF APPEAL OF ALBERTA

BETWEEN:

ROMSPEN MORTGAGE CORPORATION

Respondent/Appellant

AND:

**SHIRE INTERNATIONAL REAL ESTATE INVESTMENTS LTD.,
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0726028 B.C. LTD., 0675816 B.C. LTD. and BOSUN'S HOLDINGS LTD.**

Applicants/Respondents

MEMORANDUM OF ARGUMENT

Romspen Mortgage Corporation

Name of Party Filing

Owen Bird Law Corporation (Attn: Scott H. Stephens)

Law Firm (if applicable)

PO Box 49130, Three Bentall Centre, 2900-595 Burrard Street

Address

Vancouver, British Columbia

V7X 1J5

Postal Code

604-691-7521

Telephone Number(s)

604-632-4447

Fax Number(s)