

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF CALGARY

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.

NOTICE OF MOTION

TAKE NOTICE that an application will be made by Romspen Mortgage Corporation ("Romspen") before the Honourable Madam Justice Kent, at the Calgary Courts Centre, 601-5th Street S.W., in the City of Calgary, in the Province of Alberta, on Friday, the 4th day of December, 2009, at 8:30 a.m., for an Order:

- a) terminating the CCAA proceedings;
- b) lifting the CCAA stay and the stay imposed by the Receivership Order generally or, in the alternative, in respect to the Bearspaw property;
- c) setting aside the DIP Facility in its entirety or, in the alternative, limiting the DIP Facility to the amount advanced under the Initial Order;

- d) in the further alternative, if the matter is to continue under the *CCAA*, and if the DIP Facility is not set aside, then terms to the effect that:
 - i) any further DIP funds spent are to be secured by charges against the unencumbered properties and/or charges subordinate in priority to the interests of the secured creditors generally or the Bearspaw mortgage specifically; and
 - ii) the DIP funds may be used only for purposes relating to the *CCAA* Applicants' business or to effect a plan of arrangement and not to defray the costs of any unsecured creditors.

AND FURTHER TAKE NOTICE that the grounds of the within application are that:

1. This matter is inappropriate for *CCAA* proceedings as:
 - a) there is no active business;
 - b) there is no prospect of the business being revived;
 - c) the assets consist of disparate and dispersed plots of bare land;
 - d) there are no jobs at risk;
 - e) there is no intention to make a plan of arrangement;
 - f) any plan of arrangement would be bound to fail;
 - g) there was a justifiable loss of confidence in the *CCAA* Applicants' management;

- h) secured creditors have not been treated equally; and
 - i) the interests of Shire and the unsecured creditors are best served by other processes – foreclosure and *Bankruptcy and Insolvency Act* proceedings respectively.
2. This is not an appropriate matter for the provision of DIP funds as:
- a) there is no “going concern” to protect; and
 - b) there is no evidence, much less cogent evidence, of the benefit of the DIP funds outweighing the clear prejudice to the secured creditors.
3. There is significant negative equity in the Bears paw lands, significant negative equity in the CCAA Applicants’ assets on a consolidated bases and probably insufficient equity in any combination of the assets to cover the charges set out in the Initial Order.

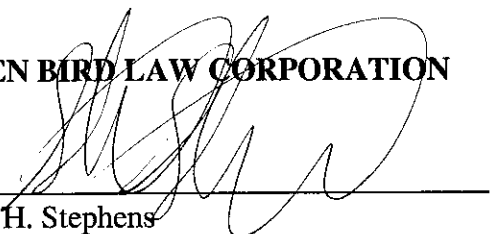
FURTHER TAKE NOTICE that in support of the Application be read the following:

- (a) The 3rd, 5th and 7th Reports of the Monitor/Receiver;
- (b) The Transcript of the Hearing before the Honourable Justice LoVecchio on October 8, 2009;
- (c) The Transcript of the Hearing before the Honourable Justice Wilkins on November 4, 2009;
- (d) Affidavit of D. Bodie, sworn November 25, 2009;

- (e) Affidavit of Lynette Grillandini, sworn December 2, 2009; and
- (f) Such further and other material as counsel may advise and this Honourable Court may permit.

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

OWEN BIRD LAW CORPORATION

Per: 
Scott H. Stephens
Solicitor for the Applicant

TO: Clerk of the Court of Queen's Bench of Alberta
AND TO: 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 - 2 nd 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