

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. and
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 Investit Financial Inc. ("Investit") before the Honourable Madam Justice C.A. Kent, at the Calgary Courts Centre, 601 – 5th Street S.W., in the City of Calgary, in the Province of Alberta, on Monday, the 13th day of September, 2010, at 10:00 a.m.. or so soon thereafter as counsel may be heard, for an Order:

1. Abridging the time for service of the Notice of Motion and the materials filed in support of the Motion to the date of actual service and declaring that the service, including the manner of service of the application materials, be approved and validated, together with a declaration that the application is properly returnable on September 13, 2010 and, further, dispensing with the requirement for service (if any) of the Notice of Motion upon any party not served;

2. Delete paragraph 6 of the Order made herein on January 11, 2010 and entered on March 2, 2010 and replace it with the following:

“6. To effect the allocation set out above, the repayment of the DIP Facility be conducted as follows:

(a) The DIP Lender’s Charge be allocated to the encumbered properties, the legal description of which are set out in the attached Schedule “B”, as follows:

<u>Lands</u>	<u>% Allocation</u>
Bearspaw	37%
Ft. McMoney I	10%
Ft. McMoney II	41%
Orillia	7%
Winn River (Minaki Lodge)	5%
<u>TOTAL</u>	<u>100%</u>

(b) Where the allocation in paragraph 6(a) causes a shortfall in payment to a creditor having a duly registered mortgage, charge or encumbrance against those lands, that creditor will acquire an interest in the DIP Lender’s Charge for the amount that it would have but did not receive (the “**Subrogated Amount**”) and interest will accrue on the Subrogated Amount at the rate of interest in accordance with the terms of the DIP Facility;

(c) When the sale of a property listed in paragraph 6(a) completes, the amount set out below:

Percentage Allocation	X	Amount Then Owing and Secured by DIP Lender’s Charge
--------------------------	---	---

will be paid from the sale proceeds, net of standard closing costs, to Romspen Investment Corporation;

(d) Until all the Property is sold or all monies secured by the DIP Lender’s Charge are paid in full: :

- (i) the sale proceeds, net of standard closing costs, of any Property not referred to in paragraph 6(a); and
- (ii) the sale proceeds, net of standard closing costs and net of the payment of all duly registered mortgage, charge or encumbrance against those lands (but excluding the payment to Romspen

Investment Corporation referred to above in paragraph 6(c)) of any Property referred to in paragraph 6(a);

will be paid to the creditors whose indebtedness is secured by the DIP Lender's Charge *pro rata* based on their respective interest in the DIP Lender's Charge.

(e) The DIP Lender will administer the collection and repayment of the DIP Lender's Charge until such time as either all the Property is sold or all monies secured by the DIP Lender's Charge are paid in full."

3. Such further and other directions as this Honourable Court deems just;

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

1. The existing allocation of the DIP Lender's Charge is impeding the sale of the Property.
2. No encumbered properties have been sold. The sale of the first encumbered property (the Winn River / Winaki Lodge) is scheduled to be heard concurrently with this motion.
3. It appears that secured lenders are waiting for lands other than their security to be sold first. This course of conduct avoids each secured creditor from being subrogated to the DIP Lender's Charge against assets that they are unfamiliar with and against which they did not lend.
4. The proposed allocation is intended to address the above concern with the object of facilitating the sale of the encumbered properties. Except for Winn River / Winaki Lodge, the proposed allocation is based upon relative list prices (rather than actual sale prices) and will set for each encumbered property the percentage of the DIP Lender's Charge that will be paid from the sale proceeds irrespective of the order in which the properties sell or the sale price realized from other sales.
5. Under the existing DIP Allocation:
 - (a) all proceeds from the sale of all lands, whether encumbered or not, are paid to the DIP Lender until it repaid in full ;
 - (b) the final allocation remains unknown until all the Property is sold.

6. Under the proposed DIP Allocation:

- (a) only a portion of the sale proceeds from the encumbered lands would be paid to the monies secured by the DIP Lender's Charge; and
- (b) the only uncertainty going forward is the amount of the shortfall (if any) to the subrogated creditors.

7. It is respectfully submitted that varying the DIP Allocation as proposed will facilitate the timely sale of the Property and repayment of the monies secured by the DIP Lender's Charge and will ensure that the DIP Lender will administer the repayment of all monies secured by the DIP Lender's Charge.

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

- (a) The pleadings filed herein;
- (b) The First and Second Report of the Receiver herein;
- (c) The Affidavit of Patricia Pollitt sworn herein in September 8, 2010; and
- (d) 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 8th day of September, 2010.

GOWLING LAFLEUR HENDERSON LLP

Per:

SCOTT R. ANDERSEN
Solicitor for Investit Financial Inc.

TO: Clerk of the Court

AND TO: The Attached Service List

Schedule "B"

Encumbered Lands

The legal description of the encumbered properties as referred to in paragraph 6(b) of this Order are as follows:

"Bears paw"

THE SOUTH EAST QUARTER OF SECTION THREE (3), IN TOWNSHIP TWENTY SIX (26), RANGE TWO (2), WEST OF THE FIFTH MERIDIAN, CONTAINING 64.7 HECTARES (160 ACRES) MORE OR LESS EXCEPTING:

PLAN	NUMBER	HECTARES	ACRES
ROAD	7911162	1.03	2.54
SUBDIVISION	9012020	15.7	38.7

EXCEPTING THEREOUT ALL MINES AND MINERALS AND THE RIGHT TO WORK THE SAME

"Ft. McMoney I"

MERIDIAN 4 RANGE 8 TOWNSHIP 88 SECTION 32 ALL THAT PORTION OF THE SOUTHEAST QUARTER LYING SOUTH AND EAST OF THE LEFT BANK OF THE CLEARWATER RIVER AS SHOWN ON A PLAN OF SURVEY OF THE SAID TOWNSHIP DATED MAY 8, 1914; CONTAINING 63.1 HECTARES (156 ACRES) MORE OR LESS EXCEPTING THEREOUT: ALL THAT PORTION WHICH LIES SOUTH OF A LINE DRAWN PARALLEL WITH THE SOUTH BOUNDARY OF THE SAID SECTION THROUGH A POINT ON THE WEST BOUNDARY OF THE SOUTH WEST QUARTER OF SAID SECTION, 1000 FEET NORTHERLY FROM THE SOUTH WEST CORNER THEREOF AND WEST OF A LINE DRAWN PARALLEL WITH THE SAID WEST BOUNDARY THROUGH A POINT ON THE SAID SOUTH BOUNDARY 3367.6 FEET EASTERLY FROM THE SAID SOUTH WEST CORNER;

	HECTARES	(ACRES) MORE OR LESS
CONTAINING	6.76	16.70
PLAN 9221618 – ROAD	2.467	6.11
PLAN 9823452- SUBDIVISION	25.01	61.80

EXCEPTING THEREOUT ALL MINES AND MINERALS

MERIDIAN 4 RANGE 8 TOWNSHIP 88 SECTION 32 ALL THAT PORTION OF THE NORTHEAST QUARTER LYING SOUTH AND EAST OF THE LEFT BANK OF THE

CLEARWATER RIVER AS SHOWN ON A PLAN OF SURVEY OF THE SAID TOWNSHIP DATED MAY 8, 1914, CONTAINING 12.5 HECTARES (31 ACRES) MORE OR LESS EXCEPTING THEREOUT ALL MINES AND MINERALS

“Ft. McMoney II”

PLAN 2274NY BLOCK 1 LOT 3A EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1268NY BLOCK 1 LOT 4 EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1268NY BLOCK 1 LOT 5 EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1268NY BLOCK 1 LOT 6 EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1268NY BLOCK 1 LOT 7 EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1268NY BLOCK 1 LOT 8 EXCEPTING THEREOUT ALL MINES AND MINERALS

“Orillia”

PIN 58684-0205, LT 62 N/S CREIGHTON ST, 63 N/S CREIGHTON ST, 64 N/S CREIGHTON ST, 65 N/S CREIGHTON ST, 66 N/S CREIGHTON ST, 67 N/S CREIGHTON ST, 68 S/S CREIGHTON ST, 1 S/S VICTORIA ST, 2 S/S VICTORIA ST, 3 S/S VICTORIA ST, 4 S/S VICTORIA ST PL 292 ORILLIA, EXCEPT 51RD20, & 51R18; PLAN BA2593 REG'D 2003 05 21 AS SC116046 CONFIRMS THE LIMITS OF THIS PIN; S/T INTEREST IN RO1053087, RO1053088, RO1053089, RO1053090, RO1053091, RO1053092, RO1053093 & RO1053094; S/T RO246368; ORILLIA

“Winn River (Minaki Lodge)”

PIN 42180-1007 – PCL 36864 SEC DKF; LT 166 PL M222; LT 167 PL M222; LT 168 PL M222; LT 169 PL M222; LT 170 PL M222; LT 171 PL M222 PT 20, 23R6802; DISTRICT OF KENORA

PIN 42180-1008 – PCL 36864 SEC DKF; LT 204 PL M222; DISTRICT OF KENORA

PIN 42180-1015 – PCL 26436 SEC DKF; 1STLY; LT 118-131 PL M222; LT 174-188 PL M222; LT 190-201 PL M222; LT 241-265 PL M222; 2NDLY: PT CENTRE ST PL M222; PT LANE PL M222; PT KENORA AV PL M222; PT SAND LAKE RD PL M222; PT WESTERN AV PL M222; PT NORTH ST PL M222 BEING PT 1, 2, 3, 6, 7, 8 23R6805 EXCEPT PT 1 & 2, 23R10132; AS TO LOT 188 AND THE LANDS HEREIN DESCRIBED AS "SECONDLY"- THE RIGHT TO OVERFLOW AND INJURIOUSLY AFFECT THE AFORESAID LANDS WITH WATERS FROM THE LAKE OF THE WOODS AND THE WINNIPEG RIVER UP TO ELEVATION 1045 FT, GEODETIC SURVEY OF CANADA DATUM 1923 ADJUSTMENT; S/T A ROW OVER THE RD AS NOW CONSTRUCTED TO A WIDTH OF 24 FT THROUGH LOTS 121 & 184, PLAN M222; DISTRICT OF KENORA

PIN 42180-1017 – PCL 41859 SEC DKF; PT LT 190 PL M222; PT LT 191 PL M222; PT LT 249 PL M222; PT LT 250 PL M222; PT CENTRE ST PL M222; PT SAND LAKE RD PT 1 & 2. 23R10132; DISTRICT OF KENORA

PIN 42180-1066 – PCL 37025 SEC DKF SRO; PT LOCATION CL4822 UNSURVEYED TERRITORY BEING; LAND BTN SLY LIMIT OF FRONT ST PL M222 & NLY LIMIT OF CANADIAN NATIONAL RAILWAY PL 144 UNSURVEYED TERRITORY; PT FRONT ST PL M222 PT 2 & 3, 23R6806; DISTRICT OF KENORA

PIN 42180-1067 – PCL 37025 SEC DKF SRO; PT LOCATION CL4822 UNSURVEYED TERRITORY BEING; PT LANE PL M222; PT LAKE AV PL M222; PT FRONT ST PL M222 PT 4, 23R6806; DISTRICT OF KENORA

PIN 42180-1068 - PCL 38557 SEC DKF SRO; PT LOCATION CL4822 UNSURVEYED TERRITORY BEING; PT KENORA AV PL M222 PT 1, 23R6806; DISTRICT OF KENORA

PIN 42180-1084 - PCL 26436 SEC DKF; LT 132-133 L M222; DISTRICT OF KENORA

PIN 42180-1085 - PCL 26436 SEC DKF; LT 172-173 PL M222; DISTRICT OF KENORA

PIN 42180-1086 - PCL 42682 SEC DKF; LT 209 PL M222; LT 210 PL M222; LT 211 PL M222; LT 230 PL M222; LT 231 PL M222; LT 232 PL M222; LT 232 PL M222; LT 233 PL M222; LT 234 PL M222 BEING PT 8, 23R6802; DISTRICT OF KENORA

PIN 42180-1087 - PCL 42682 SEC DKF; LT 159 PL M222; LT 160 PL M222; LT 161 PL M222; LT 162 PL M222 BEING PT 7, 23R6802, DISTRICT OF KENORA

PIN 42180-1088 - PCL 42682 SEC DKF; LT 152 PL M222; LT 151 PL M222 BEING PT 3, 23R6802, DISTRICT OF KENORA

PIN 42180-1089 - PCL 42682 SEC DKF; LT 212 PL M222; LT 213 PL M222; LT 214 PL M222; LT 215 PL M222; LT 226 PL M222; LT 227 PL M222; LT 228 PL M222; LT 229 PL M222 BEING PT 9, 10, 11, 23R6802, S/T 4, 5 & 6 23R3571 AS IN LT 127654; DISTRICT OF KENORA

PIN 42180-1090 - PCL 42682 SEC DKF; LT 155 PL M222; LT 156 PL M222; LT 157 PL M222; LT 158 PL M222 BEING PT 4, 5, & 6, 23R6802; S/T PT 7 & 8, 23R3571 AS IN LT127654; DISTRICT OF KENORA

PIN 42180-1091 - PCL 42682 SEC DKF; LT 147 PL M222; LT 148 PL M222; LT 149 PL M222; LT 150 PL M222 BEING PT 1 & 2, 23R6802; S/T PT 9, 23R3571 AS IN LT127654; DISTRICT OF KENORA

PIN 42180-1092 - PCL 42682 SEC DKF; LT 277 PL M222; LT 278 PL M222; LT 279 PL M222; LT 280 PL M222; LT 281 PL M222; DISTRICT OF KENORA

PIN 421 80-1 093 - PCL 42682 SEC DKF; LT 236-237 PL M222; DISTRICT OF KENORA

“Sorrento Inn”

PARCEL IDENTIFIER: 008-545-944, LOT 1 SECTION 16 TOWNSHIP 22 RANGE 11 WEST OF THE 6TH MERIDIAN KAMLOOPS DIVISION YALE DISTRICT PLAN 16715

PARCEL IDENTIFIER: 003-654-770, LOT 6 SECTION 16 TOWNSHIP 22 RANGE 11 WEST OF THE 6TH MERIDIAN KAMLOOPS DIVISION YALE DISTRICT PLAN 31558