

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 Kody Stokes before the presiding 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 9:30 a.m., for an Order.

1. Abridging the time for service of this notice of motion and its supporting material to the date of its actual service and declaring that the service,

including the manner of service be approved and validated, together with a declaration that the application is properly returnable on its return, and further dispensing with the requirement for service (if any) of the notice of motion on any party not served.

2. Approving the sale of the Minaki Lodge property, as described in Schedule A (sometimes previously described as the Winn River property) pursuant to an Agreement of Purchase and Sale dated May 16, 2010 as amended by an Amending Agreement dated July 29, 2010, and as further amended by an Amending Agreement dated August 4, 2010.
3. Authorizing Kody Stokes to complete the Agreement of Purchase and Sale dated May 16, 2010 as amended in respect of the Minaki Lodge property pursuant to his authority by way of the Power of Sale authority contained in Charge No. KN16468 which charge was registered in the Land Registry Office at Kenora, Ontario on December 14, 2007.
4. Authorizing the solicitors for Kody Stokes, Shewchuk, MacDonell, Ormiston & Richardt LLP, to remove from the title to the Minaki Lodge property, the Order of this Court dated December 4th, 2009 and January 11th, 2010, and registered in the Land Registry Office at Kenora, Ontario as Instrument No. KN32198.
5. Providing directions for the payment of the net proceeds of sale of the Minaki Lodge property, and

6. Such additional directions or orders as the nature of this application may require.

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

- a) The Affidavit of Kody Stokes sworn and the exhibits attached thereto.
- b) The reports of Ernst & Young
- c) The pleadings and proceedings herein
- d) Such further and other material as counsel may advise and this Honourable Court permit.

DATED at the City of Kenora, in the Province of Ontario, this 30th day of August, 2010.

Shewchuk, MacDonell, Ormiston & Richardt LLP
214 Main Street South, P.O. Box 1970
Kenora, Ontario P9N 3x8

Per: _____



Bernd M. Richardt
Solicitor for Kody Stokes

TO: The Clerk of the Court of Queen's Bench of Alberta

AND TO: The Shire Service List

SCHEDULE "A"

1. **PIN 42180-1015 LT**
PCL 26436 SEC DKF: 1STLY; LT118-131 PL M222; LT 174-188 PL M222; LT 190-201 PL M222; LT241-265 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
2. **PIN 42180-1084 LT**
PCL 26436 SEC DKF; LT 132-133 PL M222; DISTRICT OF KENORA
3. **PIN 42180-1085 LT**
PCL 26436 SEC DKF; LT 172-173 PL M222; DISTRICT OF KENORA
4. **PIN 42180-1066 LT**
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
5. **PIN 42180-1067 LT**
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
6. **PIN 42180-1068 LT**
PCL 38557 SEC DKF SRO; PT LOCATION CL4822 UNSURVEYED TERRITORY BEING; PT KENORA AV PL M222 PT 1; 23R6806; DISTRICT OF KENORA
7. **PIN 42180-1017 LT**
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 PL M222 PT 1 & 2, 23R10132; DISTRICT OF KENORA

8. **PIN 42180-1086 LT**
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 233 PL M222; LT 234 PL M222 BEING PT 8, 23R6802; DISTRICT OF KENORA
9. **PIN 42180-1087 LT**
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
10. **PIN 42180-1088 LT**
PCL 42682 SEC DKF; LT 152 PL M222; LT 151 PL M222 BEING PT 3, 23R6802; DISTRICT OF KENORA
11. **PIN 42180-1089 LT**
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 LT127654; DISTRICT OF KENORA
12. **PIN 42180-1090 LT**
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 LT 127654; DISTRICT OF KENORA
13. **PIN 42180-1091 LT**
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
14. **PIN 42180-1092 LT**
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
15. **PIN 42180-1093 LT**
PCL 42682 SEC DKF; LT 236-237 PL M222; DISTRICT OF KENORA
16. **PIN 42180-1007 LT**
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
17. **PIN 42180-1008 LT**
PCL 36864 SEC DKF; LT 204 PL M222; DISTRICT OF KENORA

Action No. 0901-22866

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OR ARRANGEMENT OF **SHIRE INTERNATIONAL REAL
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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

Counsel for Kody Stokes

Shewchuk, MacDonell, Ormiston & Richardt LLP
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Kenora, Ontario P9N 3X8
Attention: Bernd M. Richardt
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CLERK OF THE COURT

SEP - 3 2010

CALGARY, ALBERTA