

Cory Ryan
T (403) 232-9657
F (403) 266-1395
cryan@blg.com

Borden Ladner Gervais LLP
Centennial Place, East Tower
1900, 520 - 3rd Ave SW
Calgary, AB, Canada T2P 0R3
T 403.232.9500
F 403.266.1395
blg.com



October 14, 2011

See Schedule "A"

Dear Sirs/Mesdames:

**Re: In the Matter of a Plan of Compromise or Arrangement of
Shire International Real Estate Investment Ltd. et al
Action No. 0901 – 11866
Our file no.: 438120-01**

Further to the above-noted matter, enclosed please find a copy of the filed Application by Jennifer Lofgren returnable October 21, 2011, for service upon you. It is our intent to rely upon the Affidavit of Jennifer Lofgren sworn August 19, 2011 and previously served upon you via email on that date.

Yours truly,

BORDEN LADNER GERVAIS LLP

A handwritten signature in black ink, appearing to be 'Cory Ryan', is written over the printed name.

CORY RYAN

CR/ak

Encl.

SCHEDULE "A"

Davis LLP

Livingston Place
1000 - 250 2nd St SW
Calgary, AB T2P 0C1

Attention: Lance Williams

Counsel for Olympia Trust Company
Fax: (403) 697-6621
Email: lwilliams@davis.ca
Phone: (403) 698-8729

MacPherson Leslie & Tyerman LLP

1600 Centennial Place
520 - 3rd Avenue SW
Calgary AB T2P 0R3

Attention: Dean Hutchison

Counsel for the Applicants 613970 Saskatchewan Ltd., Blair Betts, Willie Unger, Shari Bedient and Cheryl Lang
Fax: (403) 508-4349
Email: DHutchison@mlt.com
Phone: (403) 693-4305

Government of Alberta

Justice and Attorney General

Calgary Courts Centre

Suite 2401 N, 601 – 5th Street S.W.
Calgary, AB T2P 5P7

Attention: The Honourable Madam Justice C.A. Kent

VIA FAX: (403) 297-8625

Owen Bird Law Corporation

29th Floor, Three Bentall Centre
595 Burrard Street, PO Box 49130
Vancouver, BC V7X 1J5

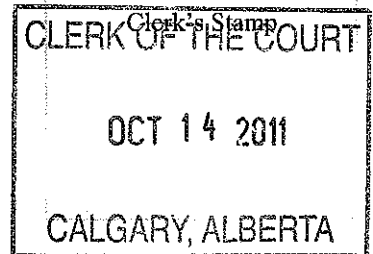
Attention: Alan A Frydenlund

Counsel for Romspen Investment Corporation
Fax: (604) 632-4486
Email: afrydenlund@owenbird.com
Phone: (604) 691-7511

Other Counsel

Scott.Andersen@gowlings.com
Aaron.Welch@gov.bc.ca
baberant@bdplaw.com
bsteen@wittenlaw.com
david.mann@fmc-law.com
deryck.helkaa@ca.ey.com
John.McLean@gowlings.com
kevin.e.meyler@ca.ey.com
liam.oddie@asc.ca
pleveque@brownleelaw.com
pmacpherson@farris.com
robert.kennedy@fmc-law.com
ryan.zahara@blakes.com
sstephens@owenbird.com
stephanie.campbell@fmc-law.com
tbatty@bdplaw.com
brichardt@Kenoralaw.com
scollins@mccarthy.ca
peterh@tappercuddy.com
pmessner@wittenlaw.com
wmacleod@mccarthy.ca
cc via email
JMlee@mlt.com; MNagy@mlt.com;
CSchmidt@mlt.com

COURT FILE NUMBER **0901-11866**
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE 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. 200, 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 SAND 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
HARBOR EQUITIES LTD., TSEHUM
HARBOR BONDS LTD., ORILLIA
INVESTMENT LTD., 0726028 B.C. LTD., 0675816
B.C. LTD. and BOSUN'S HOLDINGS LTD.**

DOCUMENT

**APPLICATION BY
JENNIFER LOFGREN**

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9657
Facsimile: (403) 266-1395
Attention: John D. Blair/Cory Ryan

BLG
Borden Ladner Gervais

File No. 438120-1

NOTICE TO RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

Date	Friday, October 21, 2011
Time	10:00 am
Where	Calgary Courts Centre
Before Whom	The Honourable Madam Justice C.A. Kent

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought:

1. An Order deeming service of this Application and the materials filed herewith good and sufficient, and abridging time for service of this Application and supporting materials.
2. An Order recognizing that Borden Ladner Gervais LLP ("BLG") represents the interests of approximately 800 investors in the various Shire Group (as defined in this action) investment projects, in a civil action commenced against the Shire Group having Court Action Number: 0901-10090 (the "Civil Action").
3. In the alternative, an Order appointing Jennifer Lofgren as the representative of those investors in the Shire Group, other than the investors in the Fort McMurray Properties II Ltd. ("the Remaining Shire Investors").
4. An Order appointing the law firm of BLG as representative counsel to the Remaining Shire Investors for the purposes of these proceedings.
5. The Court provide direction that the balance of the net purchase price of the real property located at 10109-10119 Manning Avenue, Fort McMurray, Alberta (the "Fort McMurray Property") be held in trust for the benefit of all of the investors of the Shire Group, pending the outcome of the ongoing Civil Action
6. In the alternative, the Court order a *pro-rata* distribution of the balance of the net purchase price of the Fort McMurray Property (the "Net Sale Proceeds") to all investors of the Shire Group, rather than to the Olympia Trust Company.

7. The Court order an equitable tracing of the funds used to purchase the Fort McMurray Property to determine where the money to purchase this property originated.
8. In the alternative, an Order that the relief requested in paragraphs 5, 6, and 7 of the within Application, shall be heard at a later date, as determined by this Honourable Court.
9. Such further and other relief as this Honourable Court deems just.

Grounds for making this application:

10. The law firm of Borden Ladner Gervais has commenced a civil action law suit on behalf of all of the investors, as against the Shire Group, amongst other Defendants.
11. To date, BLG has been retained by more than 800 Shire Group investors.
12. In an elaborate investment scheme, investors were misled into investing in excess of \$65 million in the various Shire Group projects. To date, the Fort McMurray Property is only the second property which has had equity in it.
13. The Shire Group co-mingled and misused the funds of all investors, without investor approval.
14. Money of all investors, not just the Fort McMurray Property Investors, has been used to purchase the Fort McMurray Property. As such, all Investors have a valid claim to the Net Sale Proceeds of the Fort McMurray Property.
15. It would be inequitable to award the Net Sale Proceeds to a select number of investors, ahead of the interest of the remaining Investors.
16. Such further and other grounds as counsel may advise and this honourable Court may permit.

Material or evidence to be relied on:

17. Affidavit of Jennifer Lofgren, sworn August 19, 2011, filed herein;
18. Affidavit of Cleone Couch, sworn August 7, 2009, filed herein;
19. Reports of the Court appointed Monitor, Ernst & Young Inc.;
20. Such further and other materials as counsel may advise at the application of this matter.

Applicable rules:

21. Rules 6.2 and 6.3

Applicable Acts and regulations:

22. *The Companies Creditor's Arrangement Act*, RSC 1985, c. C-36
23. *The Business Corporations Act* RSA 2000, c. B-4

Any irregularity complained of or objection relied on:

24. N/A

How the application is proposed to be heard or considered:

25. Before the Honourable Justice Kent at the Calgary Courts Centre.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.