I hereby centify this to be a true copy of Action No. 0901-17143 Dated this HE-COURT OF QUEEN'S BENCH OF ALBERTA JUDICIAL DISTRICT OF CALGARY BETWEEN: IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT R.S.C. 1985 c. B-3, AS AMENDED AND IN THE MATTER OF THE RECEIVERSHIP OF SIGNATURE CAPITAL INC., CONB DEVELOPMENT CORP., CONB FINANCE CORP., CONB CAPITAL CORP., URBAN ELEMENTS CENTRE GP LTD., URBAN ELEMENTS CENTRE LIMITED PARTNERSHIP, SIGNATURE UEC CAPITAL INC., CONB DEVELOPMENT CORP., CONB FINANCE CORP., SIGNATURE LAKESIDE RV FINANCE CORP., ALLAN BEACH DEVELOPMENTS GP LTD., ALLAN BEACH LIMITED PARTNERSHIP, BEACHES WEST CAPITAL CORP., POPLAR GROVE DEVELOPMENTS GP LTD., POPLAR GROVE LIMITED PARTNERSHIP, BIRCH BAY DEVELOPMENTS GP LTD., BIRCH BAY DEVELOPMENTS LIMITED PARTNERSHIP, FRANCOIS CAPITAL CORP., A VIRGINIA WILSON HOLDINGS LTD., FIR CREST RESORT DEVELOPMENT LP, FIR CREST RESORT DEVELOPMENT GP LTD., FIR CREST FINANCE CORP., FIR CREST CAPITAL CORP., SCI FINANCE CORP., SIGNATURE US SUNBELT CAPITAL CORP., SIGNATURE US SUNBELT INVESTMENT CORP., SCI BRIDGE II FINANCE CORP., SUMMERS PLACE GP LTD., SUMMERS PLACE LIMITED PARTNERSHIP, METRO WEST I GP LTD., METRO WEST II GP LTD., SIGNATURE LETHBRIDGE FAIRVIEW CAPITAL CORP., HEARTHWOOD I LIMITED PARTNERSHIP, HEARTHWOOD II LIMITED PARTNERSHIP, HEARTHWOOD III LIMITED PARTNERSHIP, HEARTHWOOD I DEVELOPMENTS GP LTD., HEARTHWOOD II DEVELOPMENTS GP LTD., and HEARTHWOOD III DEVELOPMENTS GP LTD. (collectively the "Signature Companies")

| MADAM JUSTICE K.M. HORNER ) Calgary, in the Province of Alberta, on N CHAMBERS ) Tuesday, the 14 <sup>th</sup> day of September, 201 | BEFORE THE HONOURABLE     | )  | At Calgary Courts Centre, in the City of             |
|--|---------------------------|----|--|
| IN CHAMBERS ) Tuesday, the 14 <sup>th</sup> day of September, 201  | MADAM JUSTICE K.M. HORNER | `) | Calgary, in the Province of Alberta, on              |
|  | IN CHAMBERS               | )  | Tuesday, the 14 <sup>th</sup> day of September, 2010 |

## VESTING ORDER – BRITISH COLUMBIA

UPON THE APPLICATION of RSM Richter Inc. in its capacity as Court-appointed Receiver and Manager of the Signature Companies (the "Receiver") to seek the relief contained in the Motion filed in the within Application; AND UPON HEARING counsel for the Receiver; AND UPON HEARING READ the pleadings herein, the Notice of Motion and the Sixth Report of the Receiver; AND UPON it appearing that Laura Burt or her nominee has entered into a Sale Agreement to purchase the lands described of A. Virginia Wilson Holdings Ltd. ("Wilson Holdings") as: Parcel Identifier 013-397-478 Parcel A (380 46E and Plan B6004) of District Lot

5037 Lillooet District Except Plans 6847, 20135 and KAP 77955 (the "Transaction"); AND UPON it appearing that service was affected and hearing arguments from counsel for the Purchasers, the principal of Universal Properties Inc. and counsel for the secured lenders including Solar Star Holdings Inc., 1105550 Alberta Inc., Sano Stante Real Estate Inc., Robert David Penner and Aquino Belavy and Associates Ltd. (the "Secured Lenders"); AND UPON this Order being read in conjunction with the Vesting Order – Alberta of even date.

## IT IS HEREBY ORDERED AND DECLARED THAT:

- 1. THIS COURT ORDERS AND DECLARES that the service of this Application is good and sufficient, and service of this Order on any party other than those set forth in the Service List hereby dispensed with.
- 2. The sale of the interest of Wilson Holdings in the lands more particularly described as:

Parcel Identifier: 013-397-478

Parcel A (380 46E and Plan B6004) of District Lot 5037 Lillooet District

Except Plans 6847, 20135 and KAP77955

(the "Lands")

to 1559524 Alberta Ltd., Incorporation No. 2015595248, #1601, 333 – 11 Avenue SW, Calgary, AB T2R 3L9, (the "Purchaser") is hereby approved, confirmed and accepted (the "Transaction").

3. Upon filing a certified copy of this Order in the Kamloops Land Title Office, together with any required fees and a letter from the solicitors for the Receiver authorizing such registration and subject to the terms of this Order, the Lands, together with all buildings and other structures, facilities and improvements located thereon, and all fixtures, systems, interests, licenses, rights, covenants, restrictive covenants, commons, ways, profits, privileges, easements and appurtenances to the said hereditaments belonging, or with the same or any part thereof held or enjoyed or appurtenant thereto, be conveyed to and vest in the Purchaser in fee simple, free and clear of all of the interest, right, title, estate and equity of redemption of the parties, and specifically of Wilson Holdings and

estate and equity of redemption of the parties, and specifically of Wilson Holdings and any persons claiming by, through or under Wilson Holdings, which interests, rights, title, estate and equity of redemption will on the closing of the Transaction be extinguished, save and except for the reservations, provisos, exceptions and conditions expressed in the original grant or grants thereof from the Crown.

4. For the purpose of issuing title and in respect of the Lands, the Registrar of the Land Title Office is hereby directed to enter the Purchaser as the owner of the Lands, and to cancel the following charges, liens, encumbrances, caveats, and mortgages insofar as they apply to the Lands:

| Party                           | Nature of Charge    | Registration No. |
|---------------------------------|---------------------|------------------|
| Fir Crest Finance Corp.         | Mortgage            | LB117784         |
| Fir Crest Finance Corp.         | Assignment of Rents | LB117785         |
| Fir Crest Finance Corp.         | Mortgage            | LB117786         |
| Fir Crest Finance Corp.         | Assignment of Rents | LB117787         |
| Solar Star Holdings Inc.        | Mortgage            | CA1296585        |
| 1105550 Alberta Inc.            |                     |                  |
| Sano Stante Real Estate Inc.    |                     |                  |
| Robert David Penner             |                     |                  |
| Aquino Belavy & Associates Ltd. |                     |                  |
| Solar Star Holdings Inc.        | Assignment of Rents | CA1296586        |
| 1105550 Alberta Inc.            | •                   |                  |
| Sano Stante Real Estate Inc.    |                     |                  |
| Robert David Penner             |                     | •                |
| Aquino Belavy & Associates Ltd. |                     |                  |
| Agreement granting CA1296585    | Priority Agreement  | LB344325         |
| priority over LB117784 and      |                     |                  |
| LB117785                        |                     |                  |
| Agreement granting CA1296586    | Priority Agreement  | LB344326         |
| priority over LB117784 and      |                     |                  |
| LB117785                        |                     |                  |

| Agreement granting CA1296585 | Priority Agreement | LB344327 |
|------------------------------|--------------------|----------|
| priority over LB117786 and   |                    |          |
| LB117787                     |                    |          |
| Agreement granting CA1296586 | Priority Agreement | LB344328 |
| priority over LB117786 and   |                    |          |
| LB117787                     |                    |          |

- Upon closing of the Transaction, all of Wilson Holdings' right, title and interest in and to 5. the Lands shall, without further instrument of transfer or assignment, shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise or any claims that the Purchased Assets are owned by or the property of any third party (collectively, the "Claims") including, without limiting the generality of the foregoing, whether such Claims came into existence prior to, subsequent to, or as a result of any previous order of this Court, by or of all persons or entitles of any kind whatsoever, including, without limitation, all individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organizations, governmental and administrative bodies, agencies, authorities or tribunals and all other natural persons or corporations, whether acting in their capacity as principals or as agents, trustees, executives, administrators or other legal representatives (collectively, the "Claimants"), including for greater certainty and without limiting the generality of the foregoing: (i) the claims held by or in favour of the individuals and entities served (either directly or through their solicitors) with this Application; and (ii) the beneficiary of any Claims created or provided for pursuant to any previous Order of this Court in these proceedings.
  - 6. The Purchaser shall, by virtue of the completion of the Transaction have no liability of any kind whatsoever to any Claimants in respect of any Claims they may have against Wilson Holdings.

- This Honourable Court hereby requests the aid and recognition of any court or 7. administrative body in any province of Canada, the Federal Court of Canada, any administrative tribunal or other court constituted pursuant to the Parliament of Canada or any of its provinces or territories.
- The Receiver and the Purchaser shall be at liberty to re-apply for further advice, 8. assistance and direction as may be necessary to give full force and effect to the terms of this Order.
- This Order may be served by facsimile or electronic transmission. 9.

Maren Gerrar I.C.O.B.A.

ENTERED this <u>84</u> day of <u>Slept</u> 2010.

CLERK OF THE COURT

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

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985 c. B-3, AS AMENDED

AND IN THE MATTER OF THE RECEIVERSHIP OF SIGNATURE CAPITAL INC., CONB DEVELOPMENT CORP., CONB FINANCE CORP., CONB CAPITAL CORP., URBAN ELEMENTS CENTRE GP LTD., URBAN ELEMENTS CENTRE LIMITED PARTNERSHIP, SIGNATURE UEC CAPITAL INC., CONB DEVELOPMENT CORP., CONB FINANCE CORP., SIGNATURE LAKESIDE RV FINANCE CORP., ALLAN BEACH DEVELOPMENTS GP LTD., ALLAN BEACH LIMITED PARTNERSHIP, BEACHES WEST CAPITAL CORP., POPLAR GROVE DEVELOPMENTS GP LTD. POPLAR GROVE LIMITED PARTNERSHIP, BIRCH BAY DEVELOPMENTS GP LTD., BIRCH BAY DEVELOPMENTS LIMITED PARTNERSHIP, FRANCOIS CAPITAL CORP., A VIRGINIA WILSON HOLDINGS, FIR CREST RESORT DEVELOPMENT LP, FIR CREST RESORT DEVELOPMENT GP LTD., FIR CREST FINANCE CORP., FIR CREST CAPITAL CORP., SCI FINANCE CORP., SIGNATURE US SUNBELT CAPITAL CORP., SIGNATURE US SUNBELT INVESTMENT CORP., SCI BRIDGE II FINANCE CORP., SUMMERS PLACE GP LTD., SUMMERS PLACE LIMITED PARTNERSHIP, METRO WEST I GP LTD., METRO WEST II GP LTD., SIGNATURE LETHBRIDGE FAIRVIEW CAPITAL CORP., HEARTHWOOD I LIMITED PARTNERSHIP, HEARTHWOOD II LIMITED PARTNERSHIP, HEARTHWOOD III LIMITED PARTNERSHIP, HEARTHWOOD I DEVELOPMENTS GP LTD., HEARTHWOOD II DEVELOPMENTS GP LTD., and HEARTHWOOD III DEVELOPMENTS GP LTD. (collectively the "Signature Companies")

SEP 2 4 2010 CALGARY, ALBERTA

## VESTING ORDER – BRITISH COLUMBIA

BENNETT JONES LLP Barristers and Solicitors 4500, 855 – 2<sup>nd</sup> Street S.W. Calgary, Alberta T2P 4K7

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