

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., WESTSTONE DEVELOPMENT CORP., WESTSTONE FINANCE CORP., SLRV 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")

**NOTICE OF MOTION**

TAKE NOTICE that an application will be made by RSM Richter Inc. as Receiver and Manager of the Signature Companies (the "Receiver") before Madam Justice K. M. Horner, in Chambers at the Calgary Courts Centre, 601 – 5<sup>th</sup> Street S.W., in the City of Calgary, in the Province of Alberta, on Wednesday, the 27<sup>th</sup> day of January, 2010, at the hour of 1:00 o'clock in the afternoon, or so soon thereafter as counsel may be heard, for an Order:

**A. Amendment of Pleadings**

- (a) amending the style of cause in the written proceeding changing SLRV Finance Corp to Signature Lakeside RV Finance Corp;

**B. Approval of Offer**

- (b) approving the Receiver entering into the Offer to Purchase dated • with Affinity Credit Union in the amount of \$1.6 Million, accepting the same, and directing the Receiver execute such documents and take such addition steps as are necessary to complete the sale, subject to the conditions being satisfied or waived;

**C. Approval of Sales Process**

- (c) approving the sale process in relation to Weststone as detailed in Section 3.4 of the Receiver's Second Report to Court dated January 22, 2010 ("Second Report");
- (d) approving the sale process with regard to the Resorts proposed by the Receiver in Section 7.4 of the Receiver's Second Report;

**D. Approval of Claims Process**

- (e) approving the Claims Process Order attached as Appendix E to the Receiver's Second Report;

**E. CONB Finance Distribution**

- (f) authorizing and directing the Receiver to (i) pay \$5.6 Million from CONB Development to CONB Finance; (ii) directing the commencement of the Claims Process as it relates to CONB Finance; (iii) authorizing a hold-back from the distribution to creditors of \$400,000 for professional fees and other administrative costs, subject to an Order allocating such fees and expenses; and

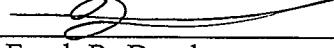
**F. Other**

- (g) such further and other relief as counsel may seek and this Honourable Court may consider appropriate.

AND FURTHER TAKE NOTICE that in support of the within Application will be read the Receiver's Second Report and all proceedings in the within Action, and such further and other material as Counsel may advise and this Honourable Court may direct.

DATED at the City of Calgary, in the Province of Alberta, this 22 day of January, 2010.

**BENNETT JONES LLP**

Per:   
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Frank R. Dearlove  
Solicitors for the Receiver

TO: Clerk of the Court  
AND TO: Affinity Credit Union  
AND TO: All Parties on the Service List

## Sharon Joseph

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**Distribution List Name:** Signature

As of January 22, 2010 -- send copy to Alexis Magi at magia@bennettjones.com

**Members:**

Bob Taylor  
Mark Freeman  
Mitch Vininsky  
Ron Girvitz  
Shane King  
Simone Rousseau

btaylor@rsmrichter.com  
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*ACT*, R.S.C. 1985 c. B-3, AS AMENDED

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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., WESTSTONE  
DEVELOPMENT CORP., WESTSTONE FINANCE CORP.,  
SLRV 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")

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**NOTICE OF MOTION**

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BENNETT JONES LLP  
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