

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., 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")

**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 1<sup>st</sup> of September, 2010, at the hour of 1:30 o'clock in the afternoon, or so soon thereafter as counsel may be heard, for an Order:

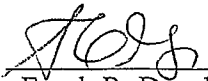
1. Authorizing the Receiver to release the funds in its trust account related to the sale of property owned by Poplar Grove Developments GP Ltd.;
2. Directing the British Columbia Registrar of Land Titles to register the Caveat on title to the Birch Bay property in priority to the interest of the Resort Mortgagees, SLRV, Francois Capital and Pavel and Laila Lidmila;

3. Approving of a distribution of up to \$1.5 million to creditors of Weststone Finance Corp. in accordance with the Weststone Distribution Schedule attached as Appendix "H" to the Receiver's Sixth Report;
4. Approving the distribution to the creditors of SCI Bridge II Finance Corp. in accordance with the SCI Bridge Distribution Schedule attached as Appendix "I" to the Receiver's Sixth Report;
5. Approving of the Management Services and Distribution of Funds Agreement dated August 6, 2010 between Condo Condo Consulting Ltd. ("CCCS") and Signature US Sunbelt LLC ("US LLC"), a copy of which is attached as Appendix "L" to the Receiver's Sixth Report;
6. Authorizing and directing the Receiver to return the deposits made by Universal Properties Inc.;
7. Approving the terms of an offer to purchase and interim agreement (the "Burt Agreement") between the Receiver and Laura Burt or her corporate nominee ("Burt") and authorizing and directing the Receiver to execute such documents and to take such additional steps as are necessary to give effect to the Burt Agreement;
8. Vesting title to the Allan Beach Property (as defined in the Receiver's Sixth Report) in Burt, free and clear of all liens, charges, security interests and other encumbrances and directing the Alberta Registrar of Land Titles to register title to the Allan Beach Property in Burt's name; and
9. Vesting title to the Fir Crest Property (as defined in the Receiver's Sixth Report) in Burt, free and clear of all liens, charges, security interests and other encumbrances ("Vesting Order") and directing the Land Title Office of the Land Title and Survey Authority of British Columbia to register title to the Fir Crest Property in Burt's name, or, alternatively, requesting the assistance of the British Columbia Supreme Court in giving effect to the Vesting Order;

AND TAKE NOTICE that in support of this Application will be read the Receiver's Sixth Report dated August 17, 2010 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 20<sup>th</sup> day of August, 2010.

**BENNETT JONES LLP**

Per:   
for Frank R. Dearlove  
Solicitors for the Receiver

TO: Clerk of the Court

AND TO: All Parties on Attached Service List

**Members:**

Bob Taylor  
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Jill Medhurst-Tivadar  
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Zev Zlotnick

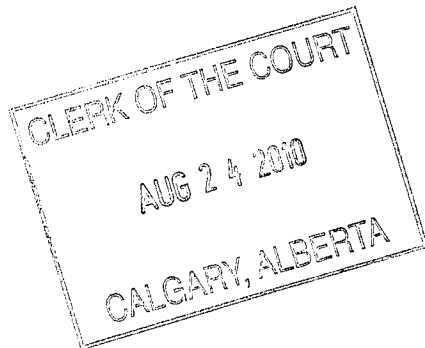
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URBAN ELEMENTS CENTRE GP LTD., URBAN  
ELEMENTS CENTRE LIMITED PARTNERSHIP,  
SIGNATURE UEC CAPITAL INC., WESTSTONE  
DEVELOPMENT CORP., WESTSTONE FINANCE CORP.,  
SIGNATURE LAKESIDE RV FINANCE CORP., ALLAN  
BEACH DEVELOPMENTS GP LTD., ALLAN BEACH  
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")



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