

Clerk's Stamp:



COURT FILE NUMBER

1103 18646

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c.C-36, AS
AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF ARMAC INVESTMENTS
LTD. (AB), LAKE EDEN PROJECTS INC. (AB),
1204583 ALBERTA INC. (AB), 131717 ALBERTA
INC. (AB), WESTRIDGE PARK LODGE
DEVELOPMENT CORP. (AB) AND WESTRIDGE PARK
LODGE AND GOLF RESORT LTD. (AB), HALF MOON
LAKE RESORT LTD. (AB), NO 50 CORPORATE
VENTURES LTD. (BC), FISHPATHS RESORTS
CORPORATION (BC), ARMAC INVESTMENT LTD.
(BC), OSTROM ESTATES LTD. (BC), HAWKEYE
MARINE GROUP LTD. (BC), JUBILEE MOUNTAIN
HOLDINGS LTD. (BC), GIANT MOUNTAIN
PROPERTIES LTD. (BC), AND CHERRY BLOSSOM
PARK DEVELOPMENT CORP. (BC)
(COLLECTIVELY, THE "PURDY GROUP")

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

TAYLOR LAW OFFICE
Suite 401, 10722, 103 Avenue
Edmonton, Alberta T5J 5G7
Attention: Conan J. Taylor
Phone: (780) 428-7770 Fax: (780) 428-7775

DATE ON WHICH ORDER WAS PRONOUNCED: Thursday, April 17, 2014

LOCATION WHERE ORDER WAS PRONOUNCED: Edmonton, Alberta

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: The Honourable Mr. Justice D. R. G.
Thomas

UPON Application of counsel on behalf of the Applicants, ARMAC INVESTMENTS LTD. (AB), LAKE EDEN PROJECTS INC. (AB), 1204583 ALBERTA INC. (AB), 131717 ALBERTA INC. (AB), WESTRIDGE PARK LODGE DEVELOPMENT CORP. (AB) AND WESTRIDGE PARK LODGE AND GOLF RESORT LTD. (AB), HALF MOON LAKE RESORT LTD. (AB), NO. 50 CORPORATE VENTURES LTD. (BC), FISHPATHS RESORTS CORPORATION (BC), ARMAC INVESTMENT LTD. (BC), OSTROM ESTATES LTD. (BC), HAWKEYE MARINE GROUP LTD. (BC), JUBILEE MOUNTAIN HOLDINGS LTD. (BC), GIANT MOUNTAIN PROPERTIES LTD. (BC) and CHERRY BLOSSOM PARK DEVELOPMENT CORP. (BC) (collectively the "Applicants"); AND UPON having read the Affidavit of John Kenneth Purdy dated April 15, 2014, filed; AND UPON having read the Twenty-Second Report of the Monitor Alvarez & Marsal Canada Inc. (the "Monitor"); AND UPON noting that the Applicants desire to present to certain creditors a Proposed Plan of Arrangement which Plan is consolidated with the proposal proceedings of John Kenneth Purdy otherwise known as Jack Purdy being Court File / Estate Number 24-1568045 (the "Plan), a copy of which is attached as Appendix "B" to the Twenty-Second Report of the Monitor, filed (the "Report"); AND UPON having read and considered the Report and the pleadings and proceedings had and taken herein including, without limitation, the Claims Procedure Order granted by this Honourable Court February 15, 2012 by the Honourable Justice D.R.G. Thomas; AND UPON hearing counsel for the Applicants, as well as counsel for the Monitor and other interested parties, creditors and stakeholders;

IT IS HEREBY ORDERED THAT:

1. Notice of the application for this Order and any material in support is deemed good and sufficient upon all interested persons, the time for service is abridged to the time actually given and all further and other service of the application for this Order and any material in support is dispensed with.
2. Paragraph 13 of the Initial Order dated December 1, 2011, granted in this matter, as further amended by the subsequent Orders of this Honourable Court dated December 20, 2011, February 15, 2012 May 2, 2012, June 29, 2012, September 28, 2012, December 18, 2012, February 19, 2013, May 17, 2013, July 26, 2013, October 25, 2013, December 4, 2013, February 12, 2014 and April 1, 2014 is further amended to extend the "Stay Period" until and including June 5, 2014.
3. The Plan shall be submitted to each Affected Creditor with a Proven Claim of the Applicants (each as defined by the Plan) (each such person being a "Creditor") for consideration and voting pursuant to Sections 4, 5, 5.1 and 6 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c-36 as amended the "CCAA").
4. The Applicants may, at any time, and from time to time, amend, restate, modify and/or supplement the Plan provided that any such amendment, restatement, modification or

supplement is contained in a written document filed with this Honourable Court and communicated to the Creditors and the Monitor in the manner required by this Honourable Court (if so required).

5. Any amendments, restatement, modification or supplement to the Plan may be made by the Applicants with the consent of the Monitor following any Sanction Order provided that they concern a matter which, in the opinion of the Monitor is of an administrative or technical nature required to better give effect to the implementation of the Plan and any Sanction Order or would not be materially adverse to the financial interests of the Creditors.
6. Any amended, restated, modified or supplementary Plan or Plans of arrangement and reorganization or distribution filed with this Honourable Court and if required, approved by this Honourable Court shall, for all purposes be and be deemed to be a part of and incorporated in the Plan.
7. The Notice to Creditors and form of Proxy, each substantially in the form of such documents attached to and forming part of Appendix "C" to the Report and the Rules of the Creditors' Meeting attached to and forming part of Appendix "C" to the Report, are each hereby approved. The Applicants and the Monitor are hereby authorized and directed to make such changes thereto as are reasonably necessary or desirable to conform the content thereof to the terms of the Plan or this Order.
8. The Monitor shall provide each Affected Creditor with a Proven Claim (each as defined in the Plan) notice of a meeting at the offices of Dentons Canada LLP, 2900, 10180 – 101 Street, Edmonton, Alberta T5J 3V5 on May 15, 2014 at 10:00 a.m. (or such other date or time as may be extended by this Honourable Court), for the purpose of voting on the Plan (the "Creditors' Meeting").
9. The notice of the Monitor shall include a copy of:
 - (a) this Order;
 - (b) the notice to Creditors referenced in paragraph 7 of this Order;
 - (c) the form of proxy referenced in paragraph 7 of this Order;
 - (d) the Plan; and
 - (e) such further and other material as the Monitor considers advisable.

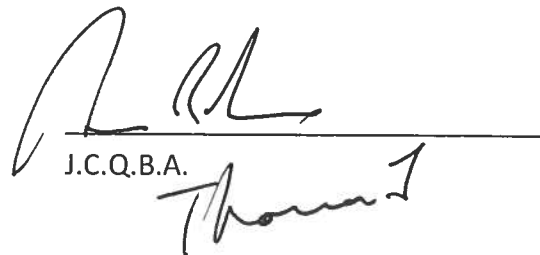
(the documents referenced in subparagraphs (a) – (e) inclusive being referred to herein as the “Meeting Materials”).

10. The Meeting Materials shall be sent by the Monitor (or its counsel) on or before April 30, 2014 by email, facsimile or regular pre-paid mail to the last known email address, facsimile number or address of the Affected Creditor with Proven Claim (or alternatively the legal counsel of such person) as set out by any Proof of Claim, Notice of Dispute (or other document provided to the Monitor or its legal counsel by such person or such person’s legal counsel in connection with a previously filed Proof of Claim by or on behalf of that person) which Proof of Claim, Notice of Dispute or other document was filed or otherwise previously filed with or provided to the Monitor or its legal counsel.
11. The Monitor shall post on its website electronic copies of the Meeting Materials until the later of its discharge or December 31, 2014.
12. On or before May 3, 2014, the Monitor shall cause a notice to creditors in such form as the Monitor considers advisable to be published in the Edmonton Journal and the Victoria Times.
13. Provision of the Meeting Materials to Creditors in accordance with the terms of this Order shall constitute good and sufficient service, notice and delivery of this Creditors’ Meeting Order and the Meeting Materials on all persons who may be entitled to receive notice or be entitled to vote or be present at the Creditors’ Meeting or any adjournment thereof and no further or other service need be given or made and no other document or material need be served upon such persons.
14. Any proxy in respect of the Creditors’ Meeting (or any adjournment thereof) shall be provided to the Monitor on or before 5:00 p.m. MST May 14, 2014 provided that any proxy may also be deposited with the Chair of the Creditors’ Meeting prior to the commencement of the Creditors’ Meeting.
15. The Monitor, may in its discretion, waive in writing the time limits imposed on the Creditors for the receipt or deposit of proxies if it considers it advisable to do so.
16. The Creditors’ Meeting shall be called, held and conducted and the Plan shall be voted upon and if approved by the Creditors, ratified and given full force and effect in accordance with the provisions of this Order, the Plan, the CCAA and any further Order of this Honourable Court, notwithstanding the provision of any agreement or other instrument to the contrary.

17. An officer of the Monitor, designated by the Monitor shall preside as the Chair (the "Chair") of the Creditors' Meeting and subject to this Order and any further Order of this Honourable Court, shall decide all matters relating to the conduct at the Creditor's Meeting.
18. The Chair shall be entitled to adjourn and further adjourn the Creditors' Meeting or any adjourned Creditors' Meeting provided that any such adjournment or adjournment shall be for a period of not more than 30 days in total and in the event of any such adjournment there shall be no requirement to deliver a notice of adjournment to any person other than announcing the adjournment at the Creditors' Meeting or posting notice at the originally designated time and location of the Creditors' Meeting or adjourned Creditors' Meeting.
19. The only persons entitled to attend the Creditors' Meeting, are the Chair, representatives of the Monitor, Affected Creditors holding a Proven Claim (each as defined in the Plan) (including holders of proxies) and the legal counsel of any person entitled to attend. Any other person may be admitted to the Creditors' Meeting on invitation of the Chair.
20. Creditors shall be entitled to vote in accordance with the Plan and the results of the vote conducted at the Creditors' Meeting shall be binding on all Creditors whether or not the Creditor is present in person or by proxy or voting at the Creditors' Meeting.
21. The Monitor shall provide a report to this Honourable Court no later than May 30, 2014 with respect to:
 - (a) the results of the voting at the Creditors' Meeting on the resolutions to approve the Plan; and
 - (b) whether the required majority of each of the classes of Creditors as set out in the Plan has approved the Plan.
22. An electronic copy of the Monitor's report regarding the Creditors' Meeting including any amendments and variations thereto shall no later than May 30, 2014 be posted on the website of the Monitor.
23. If the Plan is approved by the required majority of Creditors (as set out in the Plan), the Applicants may bring a motion to this Honourable Court returnable on June 5, 2014 at 2:00 p.m. at the Law Courts, Edmonton, Alberta seeking an Order sanctioning the Plan pursuant to the CCAA (the "CCAA Sanction Application"). A draft Plan Sanction Order

shall be posted on the website of the Monitor at least five days prior to the hearing of the CCAA Sanction Application.

24. Service of this Order by the Monitor to the parties on the service list and by posting a copy of this Order on the website of the Monitor in accordance with the requirements of this Order shall constitute good and sufficient service of this Order, notice of the CCAA Sanction Application on all persons entitled to receive notice of such application and no other form of notice or service need be made and no other materials need be served in respect of the CCAA Sanction Application except that the Applicants shall also serve the service list with any additional materials to be used in support of the CCAA Sanction Application.
25. Any person who wishes to oppose the CCAA Sanction Application shall serve on the service list a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the CCAA Sanction Application at least ten (10) days before the date set for the CCAA Sanction Application or such shorter time as this Honourable Court by order may allow.
26. If the CCAA Sanction Application is adjourned, only those persons who have filed and served their notice of opposition as aforesaid shall be served with notice of the adjourned date.
27. This Honourable Court hereby requests the aid and recognition of any court or any judicial regulatory or administration body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constitute pursuant to the Parliament of Canada or the legislature of any province or territory or any court or any judicial, regulatory or administrative body of any nation or state to act in aide of and to be complementary to this Honourable Court in carrying out the terms of this Order.
28. Service of this Order on any person other than a person on the service list is hereby dispensed with, provided that a copy thereof will be available of the Monitor's website.



J.C.Q.B.A. Thomas