

COURT FILE NUMBER

1103-18646

COURT

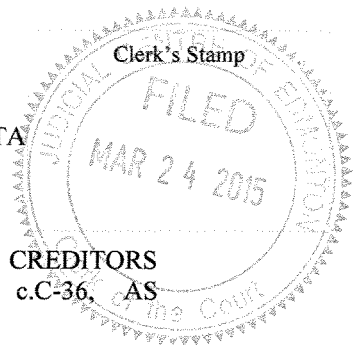
COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

APPLICANTS

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 ARRANGMENT OF ARMAC INVESTMENTS LTD.
(AB), LAKE EDEN PROJECTS INC. (AB), 1204583
ALBERTA INC. (AB), 1317517 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), FISHPATH 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" or the "Applicants")

DOCUMENT

THIRTY-FIRST REPORT OF THE MONITOR

MARCH 24, 2015

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

MONITOR

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Bow Valley Square I
Suite 570, 202 – 6th Avenue SW
Calgary, Alberta T2P 2R9
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COUNSEL

DENTONS CANADA LLP
Barristers & Solicitors
Ray Rutman
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Edmonton, Alberta T5J 3V5
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INTRODUCTION

1. On December 1, 2011, the Purdy Group sought and obtained protection from its creditors under the Companies' Creditors Arrangement Act, R.S.C. 1985, c.C-36, as amended (the "CCAA") pursuant to an order of the Court of Queen's Bench of Alberta ("Court") (the "Initial Order").
2. Pursuant to the Initial Order, Alvarez & Marsal Canada Inc. was appointed monitor of the Purdy Group (the "Monitor").
3. The purpose of this thirty-first report of the Monitor (the "Thirty-First Report" or this "Report") is to provide Creditors and the Court with information in respect of the following:
 - a) CCAA restructuring and proposal activities since the Thirtieth Report of the Monitor and the status of the conditions precedent in the Second Amended and Restated Plan of Compromise and Arrangement of the Purdy Group, as amended from time to time (the "Plan");
 - b) an Order being sought from this Honourable Court to remedy a clerical error respecting the description of an action number (the "Clerical Error");
 - c) approval being sought from this Honourable Court regarding certain actions of the Monitor regarding the payment of dividends to the Unsecured Creditors from the Unsecured Creditor Cash Pool;
 - d) approval being sought from this Honourable Court of the Monitor's and its counsel's fees and expenditures in the CCAA proceedings;
 - e) the Monitor's request of this Honourable Court to grant an Order to distribute the remaining sales proceeds, held in trust, from the sale of the 3425 River Road Property; and

- f) approval being sought from this Honourable Court to terminate the CCAA proceedings upon the filing of a Monitor's certificate (discussed below) and the Monitor's discharge of its duties.
- 4. Capitalized terms not defined in this Report are as defined in the Initial Order, the First Report to the Thirtieth Report inclusive, the Claims Procedure Order, the Dispute Procedural Order, the Sale Order, the Ocean Front Property Sale Order, the Half Moon Vesting and Discharge Order and the BC Properties Vesting and Discharge Order.
- 5. The style of cause has either an (AB) or (BC) after each of the corporate Applicant company names. The Monitor understands this was done to indicate in which province the corporate applicants are located, and that those letters do not form a part of the legal name of the company. There are two different corporate entities with the name Armac Investments Ltd, one is a British Columbia ("B.C.") corporation and the other is an Alberta corporation ("AB").
- 6. All references to dollars are in Canadian currency unless otherwise noted.

TERMS OF REFERENCE

- 7. In preparing this Thirty-First Report, the Monitor has relied upon unaudited financial information, company records and discussions with management of the Purdy Group. The Monitor and the Proposal Trustee have not performed an audit, review or other verification of such information. An examination of the financial forecast as outlined in the Canadian Institute of Chartered Accountants ("CICA") Handbook has not been performed. Future oriented financial information relied upon in this Report is based on management's assumptions regarding future events and actual results achieved will vary from this information and the variations may be material.

BACKGROUND

8. The Purdy Group is a group of privately-held companies engaged in the business of property acquisition, development and sale in the provinces of Alberta and British Columbia, as well as the management of operating businesses on the lands. The primary assets are geographically located mainly on the West Coast of Vancouver Island, British Columbia and in or around Edmonton, Alberta.
9. Prior to Plan implementation (as discussed further below), the Purdy Group entities were owned 100% by Mr. John (Jack) Kenneth Purdy ("Purdy"), either directly or through holding companies, legally and beneficially. Purdy is operating under the proposal provisions of the BIA. His proposal has been accepted by his creditors and approved by the court (the "Proposal"). On November 10, 2014, Purdy has completed all of the provisions of the Proposal and accordingly a certificate of full performance has been issued by the Proposal Trustee.
10. The Purdy Group has presented a Plan to its creditors and that Plan has been voted on and accepted by the creditors. The Plan sanction order (the "Sanction Order") was granted by this Court on July 18, 2014.
11. Further background to the Purdy Group, its operations and property and details of the restructuring and Plan is contained in material filed in these proceedings, including the various affidavits of Purdy and the previous reports of the Monitor and the Proposal Trustee. These documents, together with other information regarding this CCAA and Proposal proceeding, have been posted by the Monitor on its website at: www.alvarezandmarsal.com/purdy.

RESTRUCTURING UPDATE

The Plan

12. On July 4, 2014, an Order was granted by this Honourable Court (the “Plan Amendment Order”) that approved the amendments made to the Plan.
13. On July 18, 2014, the Sanction Order was granted by this Honourable Court with respect to the Plan. A copy of the Sanction Order is attached as an appendix to the Twenty-Sixth Report.
14. On November 24, 2014, an Order was granted by this Honourable Court with respect to an amendment of section 5.3 (New Financing) of the Plan (the “New Financing Plan Amendment”). On January 16, 2015, the New Financing Plan Amendment was further amended by this Court to read that “*the BC Opco Financing will be arranged within 225 days of the Sanction Order*” (the “Revised New Financing Plan Amendment”).
15. On February 20, 2015, an Order was granted by this Honourable Court with respect to amending the BC Vesting Order (the “Amending BC Vesting Order”). A copy of the Amended BC Vesting Order is attached as Appendix A to this Report.

Plan Implementation Milestones Achieved

16. Below is a summary of the final Plan implementation milestones that have been achieved since the Thirtieth Report:
 - a) BC Opco Financing was arranged pursuant to section 5.3(a)(ii) of the Revised New Financing Plan Amendment. On March 23, 2015, the Monitor received confirmation from the existing Interim (DIP) Financing lender (the “DIP Lender”) that the DIP Lender completed its registration of the mortgage security documents with the Land Titles Office (“LTO”) in British Columbia against the properties

transferred by the Applicants in accordance with the BC Properties Vesting and Discharge Order and Amending BC Vesting Order. The mortgage security documents have replaced the existing Interim (DIP) Financing.

- b) The Monitor made the payments required by the trust conditions of the Half Moon Financing pursuant to article 5.3(b) of the Plan (New Financing Plan Amendment), with the exception of \$300,000 relating to the Unsecured Creditor Cash Pool. The dividend distribution of \$300,000 to the Unsecured Creditor Cash Pool will be made within 5 days after the Plan is implemented;
 - c) The BC Properties Vesting and Discharge Order and the Amending BC Vesting Order has been submitted to and on March 23, 2015 it was processed by the LTO in British Columbia; and
 - d) Confirmation from the Plan Applicants has been received by the Monitor that the condition precedents in 6.1 (e) and (f) of the Plan have been satisfied.
17. On March 24, 2015, the Monitor signed and filed the Monitor's Certificate certifying that all conditions precedent for the Plan have been fulfilled and the Plan is now implemented. A copy of the Monitor's Certificate is attached as Appendix B to this Report.

Correction of clerical error

18. On review of documentation by the Monitor and its counsel, it was noted that the original Plan had a notation on its face of action #0903 03603. This notation was in error as the file number of these proceedings is #1103 18646. The erroneous action number was repeated sporadically on some documentation throughout these proceedings. The Monitor is not aware of any person who has been

prejudiced by this Clerical Error. The Monitor requests this Honourable Court to grant an Order to remedy the Clerical Error.

DIVIDEND DISTRIBUTION TO UNSECURED CREDITORS

19. The Monitor is required to make a dividend distribution of \$300,000 to the Unsecured Creditor Cash Pool within 5 days after the Plan is implemented pursuant to article 5.3(b) of the Plan (New Financing Plan Amendment).
20. In the event that the Unsecured Creditors do not negotiate their dividend cheques mailed to them by the Monitor or if cheques are returned as Unsecured Creditors cannot be located (i.e. change of address, etc.) the Monitor is seeking an Order from this Honourable Court that authorizes and directs the Monitor to stop payment or otherwise cancel any cheque issued to any Unsecured Creditor by the Monitor in accordance with paragraph 12 of the Proposal or paragraph 4.3 and Article 9 of the Plan where such cheque is returned undeliverable or not negotiated within 6 months of the date of the cheque. The Monitor is further seeking authorization and direction from this Honourable Court to pay to the Purdy Group, care of its counsel Mr. Conan Taylor, such funds returned as undeliverable or not negotiated by an Unsecured Creditor.
21. The Monitor is of the respectful view that an Order of this Honourable Court allowing undistributed funds to be returned to the Applicants will allow the Monitor to efficiently deal with any remaining funds held in the Monitor's trust account relating to the Unsecured Creditor Cash Pool and bring finality to the CCAA proceedings.

APPROVAL OF THE FEES AND EXPENDITURES OF THE MONITOR AND ITS COUNSEL

22. On October 25, 2013, an Order was granted by this Honourable Court approving the Monitor and its counsel's professional fees and costs up to and including September 30, 2013 and October 16, 2013, respectively (the "Interim Approval of

Professional Fees and Costs Order”). A copy of the Interim Approval of Professional Fees and Costs Order is attached as Appendix C to this Report and a summary of the invoices approved are attached as an appendix to the Eighteenth Report of the Monitor.

23. The Monitor is now seeking final approval of its and its counsel’s remaining fees and disbursements.
24. The total fees and disbursements of the A&M, in its capacity as the court-appointed Monitor of the Purdy Group for the period of October 1, 2013 to March 26, 2015 aggregate approximately \$453,800 (excluding GST). A summary of the Monitor’s fees and disbursements are attached as Appendix D to this Report.
25. The total fees and disbursements of Dentons Canada LLP (“Dentons”), the Monitor’s independent legal counsel in these proceedings for the period of October 17, 2013 to March 26, 2015 aggregate approximately \$396,200 (excluding GST). A summary of Dentons fees and disbursements are attached as Appendix E to this Report.
26. The Monitor and its counsel’s fee accounts outline the date of the work completed, the description of the work completed, the length of time taken to complete the work and the name of the individual who completed the work. Copies of the invoices will be made available upon request of the Court, if required. Copies of the accounts have been previously provided to the Applicants. Other than with respect to the February and March 2015 invoices, the payment of the invoices was included and approved by the Applicants in their actual cash flow results filed with the Monitor and/or Mr. Purdy’s affidavits throughout the CCAA proceedings. This Honourable Court has directed payment of all of the invoices prior to February and March 2015.
27. The Monitor is respectfully of the view that its and its counsel’s fees and costs are fair and reasonable under the circumstances and respectfully requests that this Honourable Court approve the accounts of the Monitor and its counsel.

28. In addition, the Monitor anticipates that approximately \$12,000 will be required to cover additional professional fees and costs of the Monitor and its counsel to conclude the CCAA proceeding matters (the “Forecast Fees and Costs”), as discussed further below. The Monitor respectfully requests this Honourable Court approve the Forecast Fees and Costs of the Monitor and its counsel.

MONITOR’S REQUEST FOR USE OF RIVER ROAD FUNDS

29. Pursuant to paragraph 3 of the 3425 River Road Proceeds Distribution Order granted by this Honourable Court on February 20, 2015, the remaining net proceeds realized from the sale of the 3425 River Road Property, shall be held by the Monitor and not distributed absent further Order of this Honourable Court. The balance of the net proceeds held by the Monitor is \$172,047.17 (the “Remaining 3425 River Road Property Monies”). A copy of the 3425 River Road Proceeds Distribution Order is attached as Appendix F to this Report.
30. The Monitor is seeking an Order (the “Remaining 3425 River Road Proceeds Distribution Order”) from this Honourable Court to distribute the Remaining 3425 River Road Property Monies in the following manner:
- a) Firstly, the sum of \$130,000 to pay outstanding professional fees and costs incurred and accrued to March 26, 2015 of the Monitor, its counsel and the Applicant’s counsel;
 - b) Secondly, the sum of \$12,000 for the Forecast Fees and Costs. To the extent any funds remain unutilized with respect to professional fees and costs, the Monitor will distribute these funds to the Plan Applicants; and
 - c) Thirdly, the balance of approximately \$30,000 shall be paid to the Plan Applicants, care of its counsel.

THE MONITOR'S REQUEST FOR TERMINATION OF THE CCAA PROCEEDINGS

31. Pursuant to the Initial Order, as amended, the Stay Period continues until and including March 27, 2015. The Monitor advises this Honourable Court that the Plan has now been implemented and no further extension of the Stay Period is required. The Monitor is seeking an Order to terminate the CCAA proceedings (the "CCAA Termination Order").
32. The proposed CCAA Termination Order seeks to:
 - a) terminate the Initial Order and the CCAA proceedings on the first day after the Monitor's filing with this Honourable Court of the Monitor's Certificate (the "Monitor's CCAA Termination Certificate");
 - b) approve the actions and conduct of the Monitor throughout the CCAA proceedings and approve the fees and disbursements of the Monitor and its independent legal counsel;
 - c) allow the Monitor to perform any and all matters that may be incidental to the completion of the administration of the CCAA proceedings; and
 - d) provide for the Monitor's discharge upon the filing of the Monitor's CCAA Termination Certificate

RECOMMENDATION

33. The Monitor respectfully recommends that this Honourable Court grant an Order:

- a) remedying the Clerical Error;
- b) directing payment to the Plan Applicants' counsel of any Unsecured Creditor cheques returned or not negotiated within 6 months of the Monitor's distribution of dividends to the Unsecured Creditors;
- c) terminating the CCAA proceedings;
- d) approving the actions and conduct of the Monitor throughout the CCAA proceedings;
- e) approving the Monitor's professional fees and costs and those of its legal counsel and its Forecast Fees and Costs;
- f) directing the Monitor's discharge (subject to the filing of the Monitor's CCAA Termination Certificate); and
- g) directing the distribution of the Remaining 3425 River Road Property Monies.

All of which is respectfully submitted this 24th day of March, 2015.

ALVAREZ & MARSAL CANADA INC.,
in its capacity as court-appointed Monitor of
the Purdy Group



Tim Reid, CA•CIRP
Senior Vice-President



Orest Konowalchuk, CA•CIRP
Vice President

APPENDIX A

COURT FILE NUMBER 1103 18646

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE EDMONTON

APPLICANTS

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), 1317517 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), FISHPATH RESORTS
CORPORATION (BC), ARMAC INVESTMENTS 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:

February 20, 2015

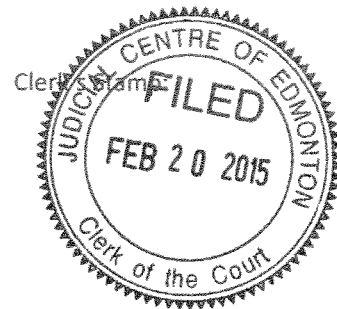
LOCATION WHERE ORDER WAS PRONOUNCED:

Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER:

D. R. G. Thomas

UPON the application of the Purdy Group without notice; AND UPON READING the Order of the Honourable Mr. Justice D.R.G. Thomas granted in the within proceedings on November 24, 2014 and filed in the Court of Queen's Bench of Alberta on November 25, 2014 and filed in the Supreme Court of British Columbia on December 8, 2014 (the "BC Vesting Order"); AND UPON noting that the BC Vesting Order contains a number of clerical errors which



require that Order to be amended by this Honourable Court; AND UPON noting the consent of Alvarez & Marsal Canada Inc. (the "Monitor") to the Purdy Group's application herein;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Notice of application for this Order and service thereof is dispensed with.
2. The BC Vesting Order is hereby amended as follows:
 - (a) The standalone paragraph at the end of paragraph 5 is deleted and replaced in its entirety with the following:

For greater certainty, this Court orders that all of the Claims affecting or relating to the Fishpath Resorts Corporation Lands, Armac BC Lands and Cherry Blossom Park Development Corp. Lands are hereby expunged, discharged, released and deleted as against those said lands, save and except for the First Permitted Encumbrances as defined in paragraph 5 of this Order.

- (b) The standalone paragraph at the end of paragraph 6 is deleted and replaced in its entirety with the following:

For greater certainty, this Court orders that all of the Claims affecting or relating to the BC Saleco Lands and Holdco Lands are hereby expunged, discharged, released and deleted as against those said lands, save and except for the Second Permitted Encumbrances as defined in paragraph 6 of this Order.

- (c) The reference in paragraph 8 to "which are registered in the Victoria Land Titles Office, as set out in Schedule "H" to this Order" is replaced with "which are registered in the Victoria Land Titles Office, as set out in Schedule "H" to this Order and any registrations on the lands subsequent to those set out in Schedule "H" except any registrations that are First Permitted Encumbrances".
 - (d) The reference in paragraph 9 to "any registrations on the lands subsequent to those set out in Schedule "I"" shall be replaced with "any registrations on the lands subsequent to those set out in Schedule "I" except any registrations that are Second Permitted Encumbrances".
 - (e) The reference to "BC Saleco" in the first line of paragraph 10 is deleted and replaced with "Holdco" and the reference in paragraph 10 to "any registrations on the lands subsequent to those set out in Schedule "J"" shall be replaced with "any registrations on the lands subsequent to those set out in Schedule "J" except any registrations that are Second Permitted Encumbrances".

- (f) The legal description for the parcel of land identified as PID: 003-851-168 identified in Schedule "D", page 12, in Schedule "G", page 21 and in Schedule "H", page 34 is deleted and replaced with the following:

PID: 003-851-168

LOT 1, SECTION 8, RANGE 6, SAHTLAM DISTRICT, PLAN 12309, EXCEPT THOSE PARTS IN PLANS 22890, 23708, 25003 AND 29157

- (g) The legal description for the parcel of land identified as PID: 000-286-885 identified in Schedule "E", page 13 is deleted and replaced with the following:

PID: 000-286-885

LOT 5, DISTRICT LOT 39, ALBERNI DISTRICT, PLAN 1877

- (h) The Registered Owner for Registration Number EF64949 identified in Schedule "G", page 16 is deleted and replaced with the following:

HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF BRITISH COLUMBIA
THE REGIONAL DISTRICT OF ALBERNI-CLAYOQUOT

- (i) The Registration Date and Time for Registration Number 374265G identified in Schedule "G", page 18 is deleted and replaced with the following:

1969-03-06 11:51

- (j) The Remarks for Registration Number E27813 identified in Schedule "G", page 18 is deleted and replaced with the following:

INTER ALIA
MORTGAGE OF BRITISH COLUMBIA TELEPHONE COMPANY'S INTEREST IN 374265G;
SUPPLEMENTAL TO AND MODIFYING 117701G
RE-INSTATED PURSUANT TO SECTION 40(3), TAXATION (RURAL AREA) ACT

- (k) The Registered Owner for Registration Number EH84305 identified in Schedule "G", page 23 is deleted and replaced with the following:

HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF BRITISH COLUMBIA
REGIONAL DISTRICT OF ALBERNI-CLAYOQUOT

- (l) The Remarks for Registration Number FB465931 identified in Schedule "H", page 25 are deleted and replaced with the following:

RENEWAL OF FB398435

RENEWED BY CA4135623

(m) The following encumbrance:

Nature:	JUDGMENT
Registration Number:	CA4135623
Registration Date and Time:	2014-12-12 15:05
Registered Owner:	THE CROWN IN RIGHT OF CANADA
Remarks:	RENEWAL OF FB465931

Is added to Schedule "H" with respect to the following land:

PID: 000-282-553

LOT 2, SECTION 20, TOWNSHIP 1, BARCLAY DISTRICT, PLAN 34316

(n) The Remarks for Registration Number EH126109 identified in Schedule "H", page 27 are deleted and replaced with the following:

TRANSFER OF EH59429

RE-INSTATED PURSUANT TO SECTION 40(3), TAXATION (RURAL AREA) ACT

(o) The Registration Date and Time for Registration Number ET96391 identified in Schedule "H", page 27 is deleted and replaced with the following:

2002-08-22 09:26

(p) The Registration Date and Time for Registration Number FA113294 identified in Schedule "H", page 29 is deleted and replaced with the following:

2006-09-19 09:57

(q) The Remarks for Registration Number FB464031 identified in Schedule "H", page 31 are deleted and replaced with the following:

INTER ALIA

RENEWAL OF FB386647

RENEWED BY CA4077133

(r) The following encumbrance:

Nature:	JUDGMENT
Registration Number:	CA4077133
Registration Date and Time:	2014-11-13 12:49

Registered Owner:	THE CROWN IN RIGHT OF BRITISH COLUMBIA
Remarks:	INTER ALIA RENEWAL OF FB464031

is added to Schedule "H" with respect to the following land:

PID: 003-524-213

LOT 1, SECTION 20, TOWNSHIP 1, BARCLAY DISTRICT, PLAN 20233

- (s) The Remarks for Registration Number FB464031 identified in Schedule "H", page 34 are deleted and replaced with the following:

INTER ALIA
RENEWAL OF FB386647
RENEWED BY CA4077133

- (t) The following encumbrance:

Nature:	JUDGMENT
Registration Number:	CA4077133
Registration Date and Time:	2014-11-13 12:49
Registered Owner:	THE CROWN IN RIGHT OF BRITISH COLUMBIA
Remarks:	INTER ALIA RENEWAL OF FB464031

is added to Schedule "H" with respect to the following land:

PID: 000-787-744

LOT 2, SECTION 20, TOWNSHIP 1, BARCLAY DISTRICT, PLAN 23308
EXCEPT THAT PART IN PLAN 45519

- (u) The encumbrance stated as Registration Number FB464031 described in Schedule "I", page 37 is deleted and replaced with the following:

Nature:	JUDGMENT
Registration Number:	FB464031
Registration Date and Time:	2012-11-15 14:21
Registered Owner:	THE CROWN IN RIGHT OF BRITISH COLUMBIA
Remarks:	INTER ALIA

RENEWAL OF FB386647
RENEWED BY CA4077133

(v) The following encumbrance:

Nature:	JUDGMENT
Registration Number:	CA4077133
Registration Date and Time:	2014-11-13 12:49
Registered Owner:	THE CROWN IN RIGHT OF BRITISH COLUMBIA
Remarks:	INTER ALIA RENEWAL OF FB464031

is added to Schedule "I" with respect to the following land:

PID: 000-286-885

LOT 5, DISTRICT LOT 39, ALBERNI DISTRICT, PLAN 1877

(w) The Registration Number stated in Schedule "I", page 40 as "FB47461" is deleted and replaced with the following:

FB74761

(x) The Registered Owner for Registration Number FB314269 stated in Schedule "J", page 44 is inserted with the following:

THE CROWN IN RIGHT OF CANADA

(y) The Certificate of Pending Litigation registered as Registration Number FB405734 in favour of Bank of Montreal stated in Schedule "I", page 39 is deleted from Schedule "I", page 39 and added as a First Permitted Encumbrance listed in Schedule "G" with respect to the following land:

PID: 007-175-698

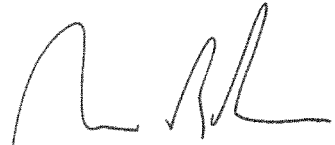
LOT 23, BLOCK 18, DISTRICT LOT 9, ALBERNI DISTRICT, PLAN 1585

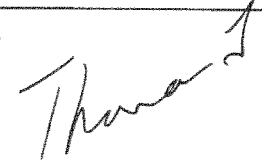
(z) The following is added as an additional paragraph 16:

Notwithstanding any transfer or vesting of any lands or other property of Purdy or any of the Purdy Group (or of any of the shares of or in any of the Purdy Group) to or in favour of Holdco, BC Opco or BC Saleco, and notwithstanding any encumbering of such lands, property or shares by any of Holdco, BC Opco or BC Saleco, and notwithstanding any failure to file, register, record or perfect the Administration Charge granted by the Initial Order in these proceedings on December 22, 2011 as amended, the

Administration Charge shall continue to apply to, attach to and charge such lands, property and shares to the same extent and in the same priority as if such transfer, vesting or encumbering had not occurred and such Administration Charge as amended may be enforced against all or any of such lands, property or shares to the same extent and in the same manner as if such property or shares remained in the name of Purdy or a member of the Purdy Group.

3. The Registrar of Victoria Land Titles Office is hereby directed to make reference to this Order concurrently with the BC Vesting Order upon receipt by such person of a certified copy of the BC Vesting Order together with a certified copy of this Order pursuant to paragraphs 8, 9 and 10 of the BC Vesting Order and such person is directed to take such action as is directed by the BC Vesting Order as amended by this Order.
4. Save and except as amended by this Order, the BC Vesting Order shall remain in full force and effect in accordance with its terms.
5. This Court requests the aid of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any Federal or State Court or administrative body in the United States of America, (including, without limitation, the United States Bankruptcy Court), to act in aid of this Court in approving the terms of the Transaction as set forth in the Sale Agreement where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to (i) make such orders and to provide such assistance to the Purdy Group and to the Monitor, as an officer of this Court, as may be necessary or desirable to approve the Transaction, (ii) grant representative status to the Purdy Group in any foreign proceeding, and (iii) assist the Purdy Group, the Monitor and the respective agents of each of the foregoing in carrying out the Transaction as set forth in the Sale Agreement.



J.C.Q.B.A.


APPENDIX B

MONITORS CERTIFICATE – CONDITIONS PRECEDENT FULFILLED

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

**MONITORS CERTIFICATE – CONDITIONS
PRECEDENT FULFILLED**

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

MONITOR
ALVAREZ & MARSAL CANADA INC.
Bow Valley Square I
Suite 570, 202 – 6th Avenue SW
Calgary AB T2P 2R9
Tim Reid/Orest Konowalchuk
Ph. (403) 538-4756 / (403) 538-4736
Email: treid@alvarexandmarsal.com
okonowalchuk@alvarexandmarsal.com

COUNSEL
DENTONS CANADA LLP
Barristers & Solicitors
Ray C. Rutman
2900 Manulife Place, 10180 – 101 Street
Edmonton Alberta T5J 3V5
Ph. (780) 423-7276 Fx. (780) 423-7276
Email: ray.rutman@dentons.com
File: 529227.7/RCR

WHEREAS the Court granted a Plan Sanction Order June 5, 2014 in respect of the Plan of the Plan Applicants;

AND WHEREAS one of the conditions precedent to the implementation of the Plan is the filing with the Court by the Monitor of a Certificate certifying that all conditions precedent set out in Article 6.1 of the Plan have been fulfilled.

NOW THEREFORE this Certificate witnesseth that:

1. All capitalized words or terms in this Certificate (including the recitals thereto) not otherwise defined or ascribed a meaning in this Certificate shall have the meanings defined or ascribed in the Plan Sanction Order (inclusive of any meanings defined or ascribed by reference to the Plan).
2. The Monitor by execution and filing of this Certificate does certify in its capacity as Court appointed Monitor of the Plan Applicants that, in accordance with Article 6.1(j) of the Plan, all conditions precedent as provided in Article 6.1 of the Plan have been fulfilled.

Dated at the City of Calgary, in the Province of Alberta, this 24 day of March, 2015

ALVAREZ & MARSAL INC.

in its capacity as court-appointed of the
Plan Applicants and not in its personal capacity



Per:

Name: Tim Reid

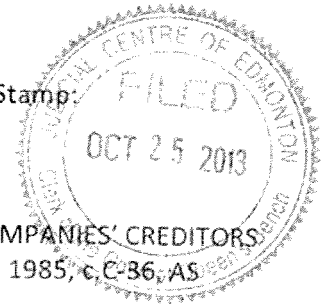
Title: Senior Vice President

APPENDIX C

COURT FILE NUMBER
COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE
APPLICANTS

1103 18646

Clerk's Stamp:



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),
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INC. (AB), WESTRIDGE PARK LODGE
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LODGE AND GOLF RESORT LTD. (AB), HALF MOON
LAKE RESORT LTD. (AB), NO. 50 CORPORATE
VENTURES LTD. (BC), FISHPATH RESORTS
CORPORATION (BC), ARMAC INVESTMENTS 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
ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

ORDER

RAY C. RUTMAN
Dentons Canada LLP
2900 Manulife Place
10180 – 101 Street
Edmonton, AB T5J 3V5
Ph. (780) 423-7246 Fx. (780) 423-7276
File No.: 529227-7

DATE ON WHICH ORDER WAS PRONOUNCED:

October 25, 2013

LOCATION WHERE ORDER WAS PRONOUNCED:

Edmonton, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER:

The Honourable Mr. Justice D.R.G.
Thomas

UPON the application of counsel on behalf of Alvarez & Marsal Canada Inc. (the "Monitor"); AND UPON READING the Eighteenth Report of the Monitor and proof of service thereof, the Application filed herein and proof of service thereof and the pleadings and proceedings had and taken herein; AND UPON NOTING that the Initial Order granted in these proceedings directed that the Monitor and its legal counsel pass accounts from time to time. IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the notice of application for this Order is hereby abridged and service thereof is deemed good and sufficient and all further service is dispensed with.
2. The accounts of the Monitor and its legal counsel which are attached as Appendix "E" and Appendix "F" respectively to the Eighteenth Report of the Monitor filed in these proceedings are hereby approved and passed.

J.C.Q.B.A.

APPENDIX D

Purdy Group of Companies-CCAA

Summary of Monitor's Fees and Disbursements

October 1, 2013 to March 26, 2015

Inv. No.	Period	Fees	Disbursements	Total Fees & Disbursements	GST	Total
11	September 29, 2013 to November 2, 2013	\$ 58,337.50	209.50	58,547.00	2,927.35	61,474.35
12	November 3, 2013 to December 31, 2013	40,242.50	295.46	40,537.96	2,026.90	42,564.86
13	January 1, 2014 to March 31, 2014	65,379.00	110.50	65,489.50	3,274.48	68,763.98
14	April 1, 2014 to June 30, 2014	112,220.50	4,056.02	116,276.52	5,813.83	122,090.35
15	July 1, 2014 to July 31, 2014	21,089.00	1,172.14	22,261.14	1,113.06	23,374.20
16	August 1, 2014 to August 31, 2014	4,097.50	429.46	4,526.96	226.35	4,753.31
17	September 1, 2014 to September 30, 2014	21,216.00	0.00	21,216.00	1,060.80	22,276.80
18	September 28, 2014 to October 31, 2014	18,574.50	90.00	18,664.50	933.23	19,597.73
19	November 1, 2014 to November 30, 2014	36,486.50	90.00	36,576.50	1,828.83	38,405.33
20	December 1, 2014 to December 31, 2014	4,928.50	91.28	5,019.78	250.99	5,270.77
21	January 1, 2015 to January 31, 2015	24,082.50	120.45	24,202.95	1,210.15	25,413.10
22	February 1, 2015 to February 28, 2015	27,545.00	475.01	28,020.01	1,401.00	29,421.01
**	March 1, 2015 to March 26, 2015**	12,500.00		12,500.00		12,500.00
TOTAL		\$ 446,699.00	\$ 7,139.82	\$ 453,838.82	\$ 22,066.94	\$ 475,905.76

** Incurred and accrued fees and cost of the Monitor

APPENDIX E

Dentons Canada LLP

Summary of Counsel to the Monitors's Fees and Disbursements

October 2, 2013 to March 26, 2015

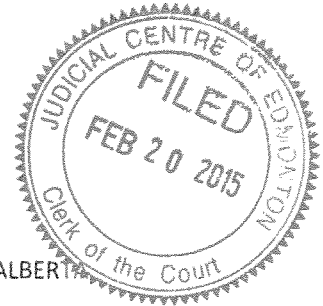
Inv. No.	Period	Fees	Disbursements	Total Fees &		PST	Total
				Disbursements	GST		
3015430	October 2, 2013 to October 31, 2013	\$ 32,874.36	\$ 1,551.90	\$ 34,426.26	\$ 1,719.32	\$ 52.43	\$ 36,198.01
3037846	November 1, 2013 to January 31, 2014	15,559.00	489.33	16,048.33	802.42	34.76	16,885.51
3049276	February 1, 2014 to April 24, 2014	39,821.15	967.54	40,788.69	2,039.44	0.00	42,828.13
3061191	April 24, 2014 to June 23, 2014	64,495.50	4,225.18	68,720.68	3,436.04	0.00	72,156.72
3068195	June 24, 2014 to July 24, 2014	56,862.53	1,785.15	58,647.68	2,929.32	0.00	61,577.00
3079103	June 8, 2014 to September 23, 2014	15,755.92	1,330.04	17,085.96	854.30	0.00	17,940.26
3092011	April 1, 2014 to November 27, 2014	64,060.52	2,928.80	66,989.32	3,343.45	0.00	70,332.77
3101765	November 27, 2014 to January 12, 2015	16,664.00	1,078.05	17,742.05	885.65	0.00	18,627.70
3112000	January 8, 2014 to January 31, 2015	12,862.63	930.19	13,792.82	689.64	0.00	14,482.46
***	February 1, 2015 to March 26, 2015	61,970.50	0.00	61,970.50		0.00	61,970.50
TOTAL		\$ 380,926.11	\$ 15,286.18	\$ 396,212.29	\$ 16,699.58	\$ 87.19	\$ 412,999.06

** Incurred and accrued fees and cost of Dentons Canada LLP

APPENDIX F

I hereby certify this to be a
true copy of the original.

M. J. Macoske
for Clerk of the Court



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")

APPLICANT

ALVAREZ & MARSAL CANADA INC. IN ITS CAPACITY AS
MONITOR OF THE PURDY GROUP

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

RAY C. RUTMAN
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2900 Manulife Place
10180 - 101 Street
Edmonton, Alberta T5J 3V5
Ph. (780) 423-7246 Fx. (780) 423-7276
File No.: 529227-7

DATE ON WHICH ORDER WAS PRONOUNCED: Friday, February 20, 2015

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 Purdy Group; AND UPON hearing that Alvarez & Marsal Canada Inc. (the "Monitor"), Canada Revenue Agency and Axxess Capital Partners Inc. consent to the application of the Purdy Group herein; AND UPON having read the Thirtieth Report of the Monitor and proof of service thereof; AND UPON having read the pleadings and proceedings herein; AND UPON NOTING the Initial Order granted by this Honourable Court on December 1, 2011 (the "Initial Order") granted to the Monitor, counsel to the Monitor and the Purdy Group's counsel an Administration Charge (the "Administration Charge") for the purpose of securing the professional fees and disbursements incurred by the Monitor and such counsel; AND UPON NOTING that by the Order of this Honourable Court dated July 18, 2014 (the "Sanction Order"), the Court sanctioned and approved the Second Amended and Restated Plan of Compromise and Arrangement of the Purdy Group (the "Plan"); AND UPON NOTING that by Order of this Honourable Court dated November 24, 2014 granted in the within proceedings, the sale of a property held by the Purdy Group described as 3425 River Road, Chemainus, B.C. (the "Property") was approved (the "3425 River Road Order"); AND UPON NOTING that by the 3425 River Road Order the Monitor was ordered and directed to retain, pending further Order of the Court, the net sale proceeds after payment of the realtor commission and any costs directly attributable to the closing of the sale of the Property (the "Proceeds"); AND UPON NOTING that the sale of the Property has closed and the Proceeds in the amount of \$347,419.59 are being held by the Monitor; AND UPON NOTING that by the 3425 River Road Order no Claims (as defined by the 3425 River Road Order) shall attach to or be impressed upon the Proceeds other than to the extent same is consistent with the terms of the Plan and then only in the same priority as specified therein;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Application for this Order and any material in support is deemed good and sufficient upon all interested persons and the time for service of such Application and material is abridged to the time actually given.
2. The Monitor is authorized and directed to distribute the following amounts from the Proceeds:
 - a. firstly, the sum of \$65,000.00 to pay outstanding professional fees and costs relating to unpaid invoices of the Monitor, its counsel and the Purdy Group's counsel;
 - b. secondly, the sum of \$21,218.05 to the Receiver General to be applied to the outstanding liability of Fishpath Resorts Corporation to Her Majesty the Queen in right of Canada as represented by the Minister of National Revenue pursuant to the *Excise Tax Act*; and

- c. thirdly, the sum of \$90,000.00 to Armac Holdings Ltd. or as directed by counsel for the Purdy Group to fund continued working capital of the Purdy Group;

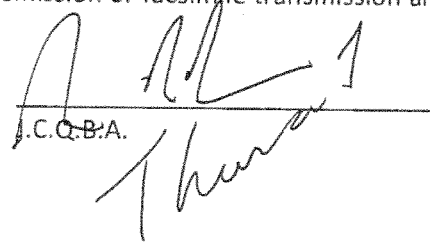
No Claims shall attach to or charge any of the Proceeds distributed or applied by the Monitor in accordance with this paragraph.

- 3. The balance of the Proceeds shall continue to be held by the Monitor in trust pending further Order of the Court.
- 4. Notwithstanding:
 - (a) the pendency of these proceedings;
 - (b) any application for a receivership order now or hereafter issued in respect of any one or more of the Purdy Group;
 - (c) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any one or more of the Purdy Group and any bankruptcy order issued pursuant to any such applications;
 - (d) any assignment in bankruptcy made in respect of any one or more of the Purdy Group;
 - (e) any applications for an order now or hereafter issued pursuant to the *Winding Up and Restructuring Act* (Canada) in respect of any one or more of the Purdy Group and any winding up order issued pursuant to any such application; and
 - (f) any transfer at undervalue or alleged by any person to be at undervalue by any one or more of the Purdy Group,

the utilization of the Proceeds in accordance with the terms of this Order shall be binding on any receiver or trustee in bankruptcy that may be appointed in respect of any one or more members of the Purdy Group and shall not constitute nor be deemed to be a transfer under value, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

- 5. This Order shall have full force and effect in all provinces and territories in Canada against all persons, firms, corporations, governmental, municipal and regulatory authorities against whom it may otherwise be enforceable.
- 6. The Monitor is hereby granted liberty to apply for further directions and relief as may be necessary to carry out this Order.

7. Any interested person may apply to this Honourable Court on notice to any other person likely to be affected for an Order to allocate the funds paid pursuant to this Order amongst the various assets comprising the "Property" as defined in paragraph 4 of the Initial Order notwithstanding the distribution of the Proceeds in accordance with this Order.
8. Service of this Order may be effected upon all persons on the service list by service on such persons or their counsel by way of email transmission or facsimile transmission and any further or other service is dispensed with.


J.C.Q.B.A.