

NO. H-140638
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

STARK BC VENTURE, LLC

PETITIONER

AND:

MOUNT BALDY REAL ESTATE, ULC
WINTER RECREATION, ULC
MOUNT BALDY SKI CORPORATION
ROBERT BOYLE
BRETT SWEEZY
BRENT ALAN BAKER ALSO KNOWN AS BRENT BAKER
LAURA LESLIE BREUNINGER BAKER
VANTAGEONE CREDIT UNION
B.C. OPPORTUNITY FUND LLC
ATTORNEY GENERAL OF CANADA, AS REPRESENTATIVE OF
THE CROWN IN RIGHT OF CANADA
THE OWNERS, STRATA CORPORATION KAS1840

RESPONDENTS

ORDER MADE AFTER APPLICATION

ORDER NISI

BEFORE MASTER) MONDAY, THE 14TH
MUIR)
DAY OF JULY, 2014

THE HEARING of the Petition coming on for hearing this day at Vancouver, B.C.;
AND UPON HEARING Kimberley Robertson, Counsel for the Petitioner, and the other counsel
listed in Schedule A hereto, and on reading the materials filed herein;

THIS COURT DECLARES AND ORDERS that:

1. The

(a) mortgage dated June 17, 2011 between Mount Baldy Real Estate, ULC as mortgagor and the Petitioner as mortgagee, which was registered in the Kamloops Land Title Office on June 17, 2011 under registration number CA2061995 (the "Mortgage") is a charge on the following lands and premises:

(i) PENTICTON ASSESSMENT AREA
PARCEL IDENTIFIER: 027-328-759
LOT 1 DISTRICT LOT 2708
SIMILKAMEEN DIVISION YALE DISTRICT
PLAN KAP85510

("Lot 1");

(ii) PENTICTON ASSESSMENT AREA
PARCEL IDENTIFIER: 026-938-081
LOT 13 DISTRICT LOT 100S
SIMILKAMEEN DIVISION YALE DISTRICT
PLAN KAP82817

("Lot 13");

(iii) PENTICTON ASSESSMENT AREA
PARCEL IDENTIFIER: 026-938-201
LOT 25 DISTRICT LOT 100S
SIMILKAMEEN DIVISION YALE DISTRICT
PLAN KAP82817

("Lot 25");

(iv) PENTICTON ASSESSMENT AREA
PARCEL IDENTIFIER: 027-507-106
BLOCK C OF DISTRICT LOT 100S
SIMILKAMEEN DIVISION YALE DISTRICT;

("Block C")

(collectively the "Lands");

- (b) General Security Agreement dated June 17, 2011 granted to the Petitioner by the Respondents, Mount Baldy Real Estate, ULC, Winter Recreation, ULC, and Mount Baldy Ski Corporation, notice of which was registered at the British Columbia Personal Property Registry on May 15, 2014 under base registration no. 958963H (the "GSA") charges all personal property of the Respondents, Mount Baldy Real Estate, ULC, Winter Recreation, ULC, and Mount Baldy Ski Corporation (the "Personal Property");
- (c) Assignment of Material Contracts, dated June 17, 2011, granted to the Petitioner by the Respondents, Mount Baldy Real Estate, ULC, Winter Recreation, ULC and Mount Baldy Ski Corporation, notice of which was registered at the British Columbia Personal Property Registry on May 15, 2014 under base registration No. 958963H (the "Assignment of Material Contracts") charges all of the personal property and contracts described therein (the "Material Contracts");

(the Lands, Personal Property and Material Contracts are collectively, the "Collateral")

2. The Mortgage and GSA rank in priority to the interests in the Collateral of the Respondents Mount Baldy Real Estate, ULC, Winter Recreation, ULC, Mount Baldy Ski Corporation, Robert Boyle, Brent Alan Baker, Laura Leslie Breuninger Baker, and each of them, and their respective heirs, executors, administrators, successors and assigns and all persons claiming by, through or under them.

3. The determination of priority as between the Petitioner and the Respondent, the Crown in the Right of Canada, be adjourned generally.

4. The determination of priority in the Personal Property as between the Petitioner and the Respondent, B.C. Opportunity Fund LLC be adjourned generally.

5. There has been default under the Mortgage and the GSA and triggering of rights under the Assignment of Material Contracts.

6. The last date for redemption shall be July 15, 2014 (the "Redemption Date").

7. The amount of money required to redeem the Collateral is the sum of \$4,402,249.44 as at July 14, 2014, together with interest at the rate of 14.00% per annum, calculated and compounded in accordance with the terms of the Mortgage and GSA (currently at the rate of \$1,688.53 per diem), to accrue until the Collateral is redeemed or sold, whether or not redemption or sale occurs prior to or after the last date set for redemption herein, together with the Petitioner's costs of this proceeding (the "Amount Required to Redeem").

8. Upon the Respondents or any of them paying into the Vancouver Registry of this court at 800 Smithe Street, Vancouver, B.C., or to the solicitors for the Petitioner or if no such solicitor exists to the Petitioner, the Amount Required to Redeem before pronouncement of an order absolute or an order approving a sale of the Collateral, then the Petitioner shall reconvey the Collateral free and clear of all encumbrances in favour of it or by any person claiming by, through or under it, and shall deliver up all documents in the Petitioner's custody relating to the Collateral to the Respondent or Respondents who made payment.

9. If the Collateral is not redeemed, the Petitioner shall be at liberty to apply for an order absolute and upon pronouncement of order absolute then the Respondents and the heirs, executors, administrators, successors and assigns of the Respondents and all persons claiming by, through or under them shall thenceforth stand absolutely debarred and foreclosed of and from all right, title, interest, and equity of redemption in or to the Collateral, and shall immediately deliver to the Petitioner vacant possession of the Lands.

10. The Respondent, Winter Recreation ULC shall pay to the Petitioner the sum of \$4,461,151.13, plus costs in accordance with paragraph 14 of this Order.

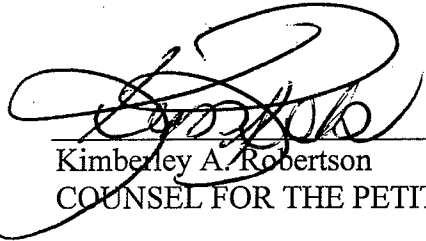
11. The Respondents, Mount Baldy Real Estate ULC and Mount Baldy Ski Corporation shall jointly and severally pay to the Petitioner the sum of \$4,402,249.44, plus costs in accordance with paragraph 14 of this Order.

12. Judgment against the Respondents, Robert Boyle, Brett Sweezy, and Brent Alan Baker, is adjourned generally.

13. The Petitioner is at liberty to apply to this court for a further summary accounting of any amounts that are due to the Petitioner pursuant to the Mortgage and GSA, before or after the date of pronouncement of this order, and for an order varying the Amount Required to Redeem accordingly, including in respect of expenses and fees incurred by G-Force Group and G-Force Real Estate Inc.


14. The assessed costs of and in connection with this proceeding are awarded to the Petitioner on a solicitor and own client basis.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

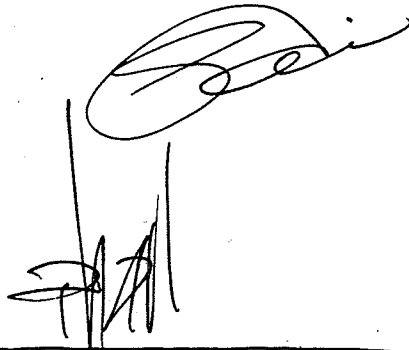


Kimberley A. Robertson
COUNSEL FOR THE PETITIONER

BY THE COURT



REGISTRAR



Richard Pearce
Counsel for Respondent
BC Opportunity Fund LLC

Schedule A.

Richard Pearce

Counsel for BC
Opportunity Fund LLC

