

**AMENDMENT TO THE
DISCLOSURE STATEMENT**

of
0741961 B.C. LTD.
Dated April 15, 2008

DEVELOPER: 0741961 B.C. LTD.

Business Address: 202 – 1006 Fort Street
Victoria, B.C. V8V 3K4

Address for Service: 202 – 1006 Fort Street
Victoria, B.C. V8V 3K4

REAL ESTATE BROKERAGE:

Roger Levesque and Scott Kral
ROYAL LEPAGE COAST CAPITAL REALTY
501 – 1913 Sooke Road
Victoria, BC, V9B 1V9
(250) 474-4800

DATE OF AMENDMENT TO DISCLOSURE STATEMENT:

January 12, 2009

THIS DISCLOSURE STATEMENT HAS BEEN FILED WITH THE SUPERINTENDENT OF REAL ESTATE, BUT NEITHER THE SUPERINTENDENT, NOR ANY OTHER AUTHORITY OF THE GOVERNMENT OF THE PROVINCE OF BRITISH COLUMBIA, HAS DETERMINED THE MERITS OF ANY STATEMENT CONTAINED IN THE DISCLOSURE STATEMENT, OR WHETHER THE DISCLOSURE STATEMENT CONTAINS A MISREPRESENTATION OR OTHERWISE FAILS TO COMPLY WITH THE REQUIREMENTS OF THE REAL ESTATE DEVELOPMENT MARKETING ACT. IT IS THE RESPONSIBILITY OF THE DEVELOPER TO DISCLOSE PLAINLY ALL MATERIAL FACTS, WITHOUT MISREPRESENTATION.

THIS DISCLOSURE STATEMENT RELATES TO A DEVELOPMENT PROPERTY THAT IS NOT YET COMPLETED. PLEASE REFER TO SECTION 7.2 FOR INFORMATION ON THE PURCHASE AGREEMENT. THAT INFORMATION HAS BEEN DRAWN TO THE ATTENTION OF _____ (insert purchaser's name), WHO HAS CONFIRMED THAT FACT BY INITIALING THE SPACE PROVIDED HERE: _____ (initials)

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EXCEPT WHERE SPECIFICALLY AMENDED, ALL STATEMENTS CONTAINED IN THE DISCLOSURE STATEMENT DATED APRIL 15, 2008 REMAIN IN EFFECT.

AMENDMENTS

1. Section 4 is amended by deleting it in its entirety and substituting the following in its place and stead

"4. TITLE AND LEGAL MATTERS

4.1 Legal Description

PID: 026-473-283

Lot 9, SectionS 111 and 112, Esquimalt District, Plan VIP79770

A copy of a title search print of the property conducted on January 8, 2009 is attached hereto as Exhibit "A".

4.2 Ownership

The Developer is the registered owner in fee simple of the lands and premises upon which the Development is to be constructed.

4.3 Existing Encumbrances and Legal Notations

The following are the existing encumbrances registered on title to the lands and premises upon which the Development is to be constructed:

- i) Legal Notation No. CA644157 (Personal Property Security Act Notice), a copy of which is attached hereto as Exhibit "B";
- ii) Legal Notation No. EM63177 (Permit), a copy of which is attached hereto as Exhibit "C";
- iii) Legal Notation No. EW136598 (Permit), a copy of which is attached hereto as Exhibit "D";
- iv) Legal Notation No. EX116803 (Permit), a copy of which is attached hereto as Exhibit "E";

- v) Legal Notation No. EX156247 (Easement), a copy of which is attached hereto as Exhibit "F";
- vi) Legal Notation No. EX89303 (Permit), a copy of which is attached hereto as Exhibit "G";
- vii) Legal Notation No. FB164435 (Permit), a copy of which is attached hereto as Exhibit "H";
- viii) Legal Notation No. FB90730 (Permit), a copy of which is attached hereto as Exhibit "I";
- ix) Covenant in favour of the City of Langford registered under number EX135088. This Covenant was registered to ensure compliance with the terms of a Development Agreement between the City of Langford and the then owner of the lands and premises upon which the Development is to be constructed (being Lot 9, Plan VIP79770). Following discussions with the City of Langford, the Developer believes that all of the terms of the Development Agreement applicable to Lot 9, Plan VIP79770 have been satisfied and that this Covenant will be discharged from title prior to or concurrently with registration of the Strata Plan;
- x) Covenant in favour of the City of Langford registered under number EX135090. This Covenant was registered to ensure compliance with the terms of a Servicing Agreement between the City of Langford and the then owner of the lands and premises upon which the Development is to be constructed (being Lot 9, Plan VIP79770). Following discussions with the City of Langford, the Developer believes that all of the terms of the Servicing Agreement will have been satisfied prior to the issuance of any Occupancy Permit for the Development and that this Covenant will be discharged from title concurrently with, or shortly following, registration of the Strata Plan;
- xi) Statutory Right of Way in favour of the City of Langford, in its standard form, registered under number EX156245, for the provision of storm drains;
- xii) Statutory Right of Way in favour of British Columbia Hydro and Power Authority, in its standard form, registered under number EX160446, for the provision of electrical service;
- xiii) Statutory Right of Way in favour of Telus Communications Inc., in its standard form, registered number EX160447, for the provision of telephone service;
- xiv) Mortgage in favour of Frank Wille Holdings Ltd. registered under number CA281660;

- xv) Mortgage and Assignment of Rents in favour of Cooper Pacific II Mortgage Investment Corporation registered under numbers CA644116 and CA64117, respectively, as well as Priorities numbers CA652986 and CA652987 which grant the Cooper Pacific II Mortgage Investment Corporation mortgage and assignment of rents priority over the Frank Wille Holdings Ltd. mortgage;
- xvi) Mortgage and Assignment of Rents in favour of Gulf and Fraser Fishermen's Credit Union and Canadian Western Bank registered under numbers CA774502 and CA774503, respectively, as well as Priorities numbers CA774504, CA774505, CA774506 and CA774507 which grant the Gulf and Fraser Fishermen's Credit Union and Canadian Western Bank mortgage and assignment of rents priority over the Frank Wille Holdings Ltd. mortgage and over the Cooper Pacific II Mortgage Investment Corporation mortgage and assignment of rents. This is the Development Mortgage referred to in Section 4.4(iv) and Section 6.2 of the Disclosure Statement dated April 15, 2008;
- xvii) Statutory Right of Way in favour of British Columbia Hydro and Power Authority, in its standard form, registered under number FB219839, for the provision of electrical service, as well as Priority number FB219862 which grants the BC Hydro and Power Authority Statutory Right of Way priority over the Frank Wille Holdings Ltd. mortgage and over the Cooper Pacific II Mortgage Investment Corporation mortgage and assignment of rents;
- xviii) Statutory Right of Way in favour of Telus Communications Inc., in its standard form, registered under number FB219840, for the provision of telephone service, as well as Priority number FB219863 which grants the Telus Communications Inc. Statutory Right of Way priority over the Frank Wille Holdings Ltd. mortgage and over the Cooper Pacific II Mortgage Investment Corporation mortgage and assignment of rents.

4.3 Proposed Encumbrances

No further encumbrances, covenants or liens are proposed or anticipated to be registered or filed in respect to the Development other than the following:

- i) Statutory Right of Way in favour of Shaw Cablesystems Inc., in its standard form, may be registered as a charge against the Development prior to, or concurrently with, registration of the Strata Plan;
- ii) Statutory Right of Way in favour of CRD Water, in its standard form, may be registered as a charge against the Development prior to, or concurrently with, registration of the Strata Plan;

- iii) Section 219 Covenant in favour of the City of Langford, in its standard form, is anticipated to be registered as a charge against the Common Property and the Lots, concurrently with registration of the Strata Plan. The Covenant will require the Strata Corporation and its owners to properly maintain the storm drainage system located on the strata property and will impose financial penalties against the Strata Corporation if it should fail to do so;

Purchasers should instruct their conveyancing Solicitors or Notaries Public to obtain a detailed title search of their particular Lot for detailed review prior to registration of any Transfer.

4.5 Outstanding or Contingent Litigation or Liabilities

There is, to the best of the knowledge, information and belief of the Developer, no outstanding or contingent litigation or liabilities in respect to the development property or against the Developer which may affect the Strata Corporation or strata lot owners.

4.6 Environmental Matters

The Developer is not aware of any flooding danger to these lands. The Developer is not aware of any danger to the lands arising from the condition of the soil or subsoil, nor are there any requirements imposed by the City of Langford or any other governmental authorities relating to flooding or the condition of the soil or subsoil.

2. **Section 6.2 is amended by deleting it in its entirety and substituting the following in its place and stead:**

"6.2 Construction Financing

The Developer has obtained a satisfactory financing commitment from Gulf and Fraser Fishermen's Credit Union and Canadian Western Bank to finance the construction of the Development, including the lender's acknowledgment in writing that following the subdivision into strata lots and if the Developer:

- (a) has paid to the lender 100% of the net sale proceeds from the sale (at a price that is not less than the pro forma amounts approved by the lender prior to the first advance) to an arm's length purchaser of any of the strata lots; and
- (b) is not at the time of such payment in default under the terms of the lender's mortgage;

then the lender will, at the expense of the Developer, deliver a partial release of the lender's mortgage for any of the strata lots with respect to which such payment to the lender has been made.

As the financing commitment is no longer a "conditional financing commitment", the provisions of Real Estate Development Marketing Act, Policy Statement 6 set out on page 3 of the Disclosure Statement dated April 15, 2008 will be satisfied upon filing of this Second Amendment to Disclosure Statement with the Superintendent of Real Estate and delivery of a copy to each prospective purchaser.

Cooper Pacific II Mortgage Investment Corporation has agreed in writing to provide partial discharges of its Mortgage and Assignment of Rents upon receipt of the net sale proceeds for each strata lot sold after the Development Mortgage has been fully paid and discharged, and until that time it shall provide partial discharges upon payment of a reasonable discharge fee for each strata lot for which a Discharge is sought.

Frank Wille Holdings Ltd. has agreed in writing to provide partial discharges of its Mortgage upon receipt of the net sale proceeds for each strata lot sold after the Development Mortgage and the Cooper Pacific II Mortgage Investment Corporation Mortgage have been fully paid and discharged, and until that time it shall provide partial discharges upon payment of a reasonable discharge fee for each strata lot for which a Discharge is sought."

3. DEEMED RELIANCE

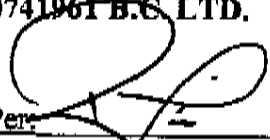
SECTION 22 OF THE REAL ESTATE DEVELOPMENT MARKETING ACT PROVIDES THAT EVERY PURCHASER WHO IS ENTITLED TO RECEIVE THIS DISCLOSURE STATEMENT IS DEEMED TO HAVE RELIED ON ANY FALSE OR MISLEADING STATEMENT OF MATERIAL FACT CONTAINED IN THIS DISCLOSURE STATEMENT, IF ANY, AND ANY OMISSION TO STATE A MATERIAL FACT. THE DEVELOPER, ITS DIRECTORS AND ANY PERSON WHO HAS SIGNED OR AUTHORIZED THE FILING OF THIS DISCLOSURE STATEMENT ARE LIABLE TO COMPENSATE THE PURCHASER FOR ANY MISREPRESENTATION, SUBJECT TO ANY DEFENCES AVAILABLE UNDER SECTION 22 OF THE ACT.

4. DECLARATION

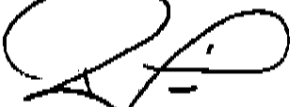
THE FOREGOING STATEMENTS DISCLOSE, WITHOUT MISREPRESENTATION, ALL MATERIAL FACTS RELATING TO THE DEVELOPMENT REFERRED TO ABOVE, AS REQUIRED BY THE REAL ESTATE DEVELOPMENT MARKETING ACT OF BRITISH COLUMBIA, AS OF JANUARY 12, 2009.

Signed:

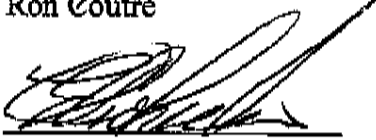
0741961 B.C. LTD.


Per: _____
Authorized Signatory

All Directors of 0741961 B.C. LTD.



Ron Coutre



Ed Wheeler

SOLICITOR'S CERTIFICATE

IN THE MATTER of the Real Estate Development Marketing Act
and of the Amendment to Disclosure Statement dated January 12, 2009 of:

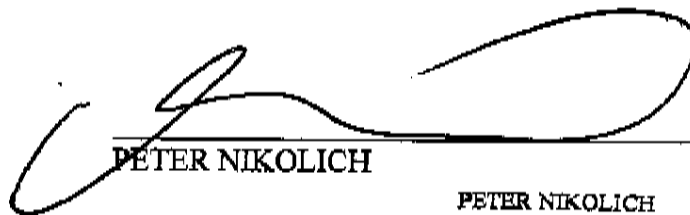
074196 B.C. LTD.
(Developer)

FOR THE PROPERTY DESCRIBED AS:

Lot 9, Sections 111 and 112, Esquimalt District,
Plan VIP79770

I, PETER NIKOLICH, Solicitor, a member of the Law Society of British Columbia, having read over the above described Amendment to Disclosure Statement dated January 12, 2009, made any required investigations in public offices, and reviewed same with the Developer therein named, hereby certify that the facts contained in Sections 4.1, 4.2 and 4.3 of the Disclosure Statement are correct.

Dated at Victoria, British Columbia, this 12th day of January, 2009.



PETER NIKOLICH

PETER NIKOLICH
Barrister & Solicitor
#202 - 1006 Fort Street
Victoria BC V8V 3K4
(250) 388-6600

EXHIBIT "A"

Page 1 of 4

Date: 09/01/08 TITLE SEARCH PRINT - VICTORIA
 Requestor: (PA69266) PETER NIKOLICH LAW CORPORATION
 TITLE - FA105609

Time: 08:21:11
 Page: 001

VICTORIA LAND TITLE OFFICE TITLE NO: FA105609
 FROM TITLE NO: EX135077

APPLICATION FOR REGISTRATION RECEIVED ON: 31 AUGUST, 2006
 ENTERED: 07 SEPTEMBER, 2006

REGISTERED OWNER IN FEE SIMPLE:
 0741961 B.C. LTD., INC.NO. BC0741961
 300 - 1005 LANGLEY STREET
 VICTORIA, BC
 V8W 1V7

TAXATION AUTHORITY:
 DISTRICT OF LANGFORD

DESCRIPTION OF LAND:
 PARCEL IDENTIFIER: 026-473-283
 LOT 9 SECTIONS 111 AND 112 ESQUIMALT DISTRICT PLAN VIP79770

LEGAL NOTATIONS:

PERSONAL PROPERTY SECURITY ACT NOTICE, SEE CA644157 EXPIRES 2010/11/30

THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 26 OF THE MUNICIPAL ACT, SEE EM63177

THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 26 OF THE LOCAL GOVERNMENT ACT, SEE EW136598

THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 26 OF THE LOCAL GOVERNMENT ACT, SEE EX116803

HERETO IS ANNEXED EASEMENT EX156247 OVER PART OF LOT 10 PLAN VIP79770 SHOWN ON PLAN VIP80040

THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 26 OF THE LOCAL GOVERNMENT ACT, SEE EX89303

THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 26 OF THE LOCAL GOVERNMENT ACT, SEE FB164435

THIS TITLE MAY BE AFFECTED BY A PERMIT UNDER PART 26 OF THE LOCAL GOVERNMENT ACT, SEE FB90730

CHARGES, LIENS AND INTERESTS:

NATURE OF CHARGE
 CHARGE NUMBER DATE TIME

COVENANT

EX135088 2005-10-24 14:30

REGISTERED OWNER OF CHARGE:

CITY OF LANGFORD

EX135088

REMARKS: INTER ALIA

CONTINUES ON PAGE 002

Date: 09/01/08 TITLE SEARCH PRINT - VICTORIA
Requestor: (PA69266) PETER NIKOLICH LAW CORPORATION
TITLE - FA105609

Time: 08:21:11
Page: 002

COVENANT

EX135090 2005-10-24 14:30
REGISTERED OWNER OF CHARGE:
CITY OF LANGFORD
EX135090

STATUTORY RIGHT OF WAY

EX156245 2005-12-07 13:33
REGISTERED OWNER OF CHARGE:
CITY OF LANGFORD
EX156245
REMARKS: INTER ALIA
PART

STATUTORY RIGHT OF WAY

EX160446 2005-12-15 13:55
REGISTERED OWNER OF CHARGE:
BRITISH COLUMBIA HYDRO AND POWER AUTHORITY
EX160446
REMARKS: INTER ALIA

STATUTORY RIGHT OF WAY

EX160447 2005-12-15 13:55
REGISTERED OWNER OF CHARGE:
TELUS COMMUNICATIONS INC.
INCORPORATION NO. A55547
EX160447
REMARKS: INTER ALIA

MORTGAGE

CA281660 2006-08-31 11:05
REGISTERED OWNER OF CHARGE:
FRANK WILLE HOLDINGS LTD.
INCORPORATION NO. 60868
CA281660

MORTGAGE

CA644116 2007-11-30 12:24
REGISTERED OWNER OF CHARGE:
COOPER PACIFIC II MORTGAGE INVESTMENT CORPORATION
INCORPORATION NO. BC0646002
CA644116

ASSIGNMENT OF RENTS

CA644117 2007-11-30 12:24
REGISTERED OWNER OF CHARGE:
COOPER PACIFIC II MORTGAGE INVESTMENT CORPORATION
INCORPORATION NO. BC0646002
CA644117

PRIORITY AGREEMENT

CA652986 2007-12-12 09:17

REMARKS: GRANTING CA644116 PRIORITY OVER CA281660

CONTINUES ON PAGE 003

Date: 09/01/08

TITLE SEARCH PRINT - VICTORIA

Time: 08:21:12

Requestor: (PA69266)

PETER NIKOLICH LAW CORPORATION

Page: 003

TITLE - FA105609

PRIORITY AGREEMENT

CA652987 2007-12-12 09:17

REMARKS: GRANTING CA644117 PRIORITY OVER CA281660

MORTGAGE

CA774502 2008-05-05 11:35

REGISTERED OWNER OF CHARGE:

GULF AND FRASER FISHERMEN'S CREDIT UNION

AS TO AN UNDIVIDED 5000/15924 INTEREST

CA774502

CANADIAN WESTERN BANK

AS TO AN UNDIVIDED 10924/15924 INTEREST

CA774502

ASSIGNMENT OF RENTS

CA774503 2008-05-05 11:35

REGISTERED OWNER OF CHARGE:

GULF AND FRASER FISHERMEN'S CREDIT UNION

AS TO AN UNDIVIDED 5000/15924 INTEREST

CA774503

CANADIAN WESTERN BANK

AS TO AN UNDIVIDED 10924/15924 INTEREST

CA774503

PRIORITY AGREEMENT

CA774504 2008-05-05 11:35

REMARKS: GRANTING CA774502 PRIORITY OVER CA644116 AND
CA644117

PRIORITY AGREEMENT

CA774505 2008-05-05 11:35

REMARKS: GRANTING CA774503 PRIORITY OVER CA644116 AND
CA644117

PRIORITY AGREEMENT

CA774506 2008-05-05 11:35

REMARKS: GRANTING CA774502 PRIORITY OVER CA281660

PRIORITY AGREEMENT

CA774507 2008-05-05 11:35

REMARKS: GRANTING CA774503 PRIORITY OVER CA281660

STATUTORY RIGHT OF WAY

FB219839 2008-10-14 11:18
REGISTERED OWNER OF CHARGE:
BRITISH COLUMBIA HYDRO AND POWER AUTHORITY
FB219839

STATUTORY RIGHT OF WAY
FB219840 2008-10-14 11:18
REGISTERED OWNER OF CHARGE:
TELUS COMMUNICATIONS INC.
INCORPORATION NO. A55547

CONTINUES ON PAGE 004

Date: 09/01/08 TITLE SEARCH PRINT - VICTORIA Time: 08:21:12
Requestor: (PA69266) PETER NIKOLICH LAW CORPORATION Page: 004
TITLE - FA105609

FB219840

PRIORITY AGREEMENT

FB219862 2008-10-14 11:18
REMARKS: GRANTING FB219839 PRIORITY OVER CA281660,
CA644116 AND CA644117

PRIORITY AGREEMENT

FB219863 2008-10-14 11:18
REMARKS: GRANTING FB219840 PRIORITY OVER CA281660,
CA644116 AND CA644117

"CAUTION - CHARGES MAY NOT APPEAR IN ORDER OF PRIORITY. SEE SECTION 28, L.T.A."

DUPLICATE INDEFEASIBLE TITLE: NONE OUTSTANDING

TRANSFERS: NONE

PENDING APPLICATIONS: NONE

*** CURRENT INFORMATION ONLY - NO CANCELLED INFORMATION SHOWN ***

VICTORIA LAND TITLE OFFICE

LAND TITLE ACT BRITISH COLUMBIA
FORM 17 CHARGE OR NOTATION
LAND TITLE AND SURVEY AUTHORITY

Nov-30-2007 12:32:19.002

CA644157

PAGE 1 OF 2 PAGES

- Your electronic signature is a representation by you that:
 - you are a subscriber; and
 - you have incorporated your electronic signature into
 - this electronic application, and
 - the imaged copy of each supporting document attached to this electronic application, and have done so in accordance with Sections 168.3 and 168.41(4) of the *Land Title Act*, RSBC 1996, C.250.
- Your electronic signature is a declaration by you under Section 168.41 of the *Land Title Act* in respect of each supporting document required in conjunction with this electronic application that:
 - the supporting document is identified in the imaged copy of it attached to this electronic application;
 - the original of the supporting document is in your possession; and
 - the material facts of the supporting document are set out in the imaged copy of it attached to this electronic application.

Patrick J L
Delsey JSAQ38

Digitally signed by Patrick J L Delsey
JSAQ38
DN: CN = Patrick J L Delsey
JSAQ38, C = CA, O = www.juricert.
com/CLP.cfm?id=JSAQ38, OU =
BC Lawyer Practising
Date: 2007.11.30 12:18:18 -0800

Each term used in the representation and declaration set out above is to be given the meaning ascribed to it in Part 10.1 of the *Land Title Act*.

1. APPLICANT: (Name, address, phone number of applicant, applicant's solicitor or agent)

Patrick J. Delsey Law Corporation (Phone: (250) 412-0531)

1220 - 1175 Douglas Street,

Victoria, BC V8W 2E1

File: 115-113 CP/0741961

Document Fees: \$21.75

Deduct LTO Fees? YES

2. PARCEL IDENTIFIER AND LEGAL DESCRIPTION OF LAND:

[PID] [legal description]

026-473-283 LOT 9, SECTIONS 111 AND 112, ESQUIMALT DISTRICT, PLAN VIP79770

STC? YES

3. NATURE OF CHARGE OR NOTATION: AFFECTED CHARGE OR NOTATION NO:

PERSONAL PROPERTY SECURITY ACT, NOTICE

ADDITIONAL INFORMATION:

NATURE OF CHARGE OR NOTATION:

AFFECTED CHARGE OR NOTATION NO:

ADDITIONAL INFORMATION:

4. PERSON TO BE REGISTERED AS CHARGE OWNER: (including occupation(s), postal address(es) and postal code(s))

COOPER PACIFIC II MORTGAGE INVESTMENT CORPORATION

821 BROUGHTON STREET

VICTORIA

V8W 1E5

BRITISH COLUMBIA

CANADA

Incorporation No

BC0646002

EXHIBIT "C"

DISTRICT OF LANGFORD
2805 Carlow Road
Victoria, BC
V9B 5V9



Planning & Zoning
Tel: (250) 474-8919
Fax: (250) 478-1864
<http://districtlangford.bc.ca>

98
12 31
OFFICE

DVP-98-07

MUNICIPAL ACT (Part 26)

Notice of Permit

15 June 1998

EH063177

Registrar of Land Titles
Land Title Office
850 Burdett Avenue
Victoria, BC
V8W 1B4

TAKE NOTICE that the land described below is subject to a permit issued by the District of Langford.

Particulars of Permit

01 98/07/03 12:33:11 01 VI 087309
DOC FILE \$20.00

Type of Permit	Development Variance Permit
Statutory Authority	Section 922 of the Municipal Act
Legal Description of Land Affected	PID No. 004-396-804, Lot VA2, Section 111, Esquimalt District, Plan 14338 (2415 Millstream Road)
Issue Date	19 May 1998

[Signature]
Date

June 15, 1998
Clerk-Administrator

:tlc

12 OCT 2004 09 19 FW136598

EXHIBIT "D"

CITY OF LANGFORD
Planning and Zoning
2nd Floor, 877 Goldstream Avenue
Victoria, BC V9B 2X8



e-mail: planning@district.langford.bc.ca
website: <http://dist/pt.langford.bc.ca>
phone: (250) 474-9919
fax: (250) 361-3438

DP-04-32

LOCAL GOVERNMENT ACT (Part 26)
Notice of Permit

21 September 2004

Registrar of Land Titles
Land Title Office
850 Burdett Avenue
Victoria, BC
V8W 1B4

02 04/10/12 09:19:41 02 VI 596331
DOC FILE 421.50

TAKE NOTICE that the land described below is subject to a permit issued by the District of Langford.

Particulars of Permit

Type of Permit Development Permit
Statutory Authority s.920 of the *Local Government Act*
Issue Date 20 September 2004

Legal Description of Lands Effected

PID	Legal Description	Civic Address
001-382-683	Lot 7, Section 111 and 112, Esquimalt District, Plan 28456	613 Treanor Avenue
001-382-687	Lot 8, Section 111 and 112, Esquimalt District, Plan 28456	617 Treanor Avenue
000-316-016	Strata Lot 2, Section 111 and 112, Esquimalt District, Strata Plan 462, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	621 Treanor Avenue
000-333-482	Strata Lot 1, Section 111 and 112, Esquimalt District, Strata Plan 462, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	623 Treanor Avenue
001-382-659	Lot 4, Section 112, Esquimalt District, Plan 28456	625 Treanor Avenue
001-382-632	Lot 3, Section 112, Esquimalt District, Plan 28456	628 Treanor Avenue
000-103-888	Lot A, Section 112, Esquimalt District, Plan 32532, Except that part in Plan VIP70623	633 Treanor Avenue
024-756-415	Lot A, Section 111 and 112, Esquimalt District, Plan VIP70699, Except that part in Plan VIP70623	2371 Millstream Road
024-756-423	Lot B, Section 111, Esquimalt District, Plan VIP70699	669 McCallum Road
003-929-299	Lot 1, Section 111, Esquimalt District, Plan 18236	2418 Millstream Road
000-191-710	Lot 1, Section 111 and 112, Esquimalt District, Plan 12439	2403 Millstream Road
004-767-505	Lot 2, Section 111 and 112, Esquimalt District, Plan 12439	2407 Millstream Road
024-199-587	Strata Lot 1, Section 112, Esquimalt District, Strata Plan V184613, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	2376 Millstream Road
024-199-591	Strata Lot 2, Section 112, Esquimalt District, Strata Plan V184613, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	2379 Millstream Road
024-199-052	Lot A, Section 112, Esquimalt District, Plan VIP67448	2363 Millstream Road
004-238-974	Lot 1, Section 112, Esquimalt District, Plan 14813	2363 Millstream Road

IDE

September 27, 2004
Date

[Signature]
Clerk-Administrator

:tlc

CITY OF LANGFORD
Planning and Zoning
2nd Floor, 877 Goldstream Avenue
Victoria, BC V9B 2X6



14 SEP 2005 09 30

EX116803

EXHIBIT "E"

e-mail: planning@district.langford.bc.ca
website: <http://district.langford.bc.ca>
phone: (250) 474-6610
fax: (250) 391-3485

DP-05-38

LOCAL GOVERNMENT ACT (Part 26)
Notice of Permit

23 August 2005

Registrar of Land Titles
Land Title and Survey Authority of BC
850 Burrard Avenue
Victoria, BC
V8W 1B4

01 05/09/14 09:30:44 01 VI 657592
DOC FILE 421.50

105

TAKE NOTICE that the land described below is subject to a permit issued by the City of Langford.

Particulars of Permit

Type of Permit	Development Permit	
Statutory Authority	s.920 of the Local Government Act	
Issue Date	23 August 2005	
Legal Description of Lands Effected	PID No. 024-011-835, Lot A, Section 80, Esquimalt District, Plan VIP66561 (1000 Henry Eng Place)	
PID	Legal Description	Civic Address
001-382-683	Lot 7, Section 111 and 112, Esquimalt District, Plan 29455	613 Treanor Avenue
001-382-687	Lot 6, Section 111 and 112, Esquimalt District, Plan 29455	617 Treanor Avenue
000-316-016	Strata Lot 2, Section 111 and 112, Esquimalt District, Strata Plan 482, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	621 Treanor Avenue
000-333-482	Strata Lot 1, Section 111 and 112, Esquimalt District, Strata Plan 482, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	623 Treanor Avenue
001-382-689	Lot 4, Section 112, Esquimalt District, Plan 29455	626 Treanor Avenue
001-382-832	Lot 3, Section 112, Esquimalt District, Plan 29455	628 Treanor Avenue
000-103-888	Lot A, Section 112, Esquimalt District, Plan 32032, Except that part in Plan VIP70623	633 Treanor Avenue
024-766-415	Lot A, Section 111 and 112, Esquimalt District, Plan VIP70699, Except that part in Plan VIP70623	2371 Millstream Road
024-766-423	Lot B, Section 111, Esquimalt District, Plan VIP70599	659 McCullum Road
008-928-289	Lot 1, Section 111, Esquimalt District, Plan 18238	2419 Millstream Road
000-191-710	Lot 1, Section 111 and 112, Esquimalt District, Plan 12439	2403 Millstream Road
004-787-606	Lot 2, Section 111 and 112, Esquimalt District, Plan 12439	2407 Millstream Road
024-199-567	Strata Lot 1, Section 112, Esquimalt District, Strata Plan V194513, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	2375 Millstream Road
024-199-581	Strata Lot 2, Section 112, Esquimalt District, Strata Plan V194613, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	2376 Millstream Road
024-199-052	Lot A, Section 112, Esquimalt District, Plan VIP87448	2383 Millstream Road
004-238-974	Lot 1, Section 112, Esquimalt District, Plan 14613	2383 Millstream Road

August 24, 2005
Date

[Signature]
Clerk-Administrator

:t/c

EXHIBIT "F"

-7 DEC 2005 13 34

EX156247

K

LAND TITLE ACT
FORM C

(Section 233)

Province of British Columbia

GENERAL INSTRUMENT - PART 1

(This area for Land Title Office use)

PAGE 1 of 5 pages

1. APPLICATION: (Name, address, phone number and signature of applicant, applicant's solicitor or agent)

ARMSTRONG NIKOLICH

Barristers & Solicitors,
Suite 300 - 1005 Langley Street,
Victoria, B.C., V8W 1V7
Telephone (250)388-6600

Submitted by
KLA Registry Services


Signature of applicant, applicant's solicitor or agent

2B

2. PARCEL IDENTIFIER(S) AND LEGAL DESCRIPTION(S) OF LAND:*

(PID)

(LEGAL DESCRIPTION)

026-473-291

Lot 10, Sections 111 and 112, Esquimalt District, Plan VIP79770

title
EX135078

3. NATURE OF INTEREST:*

DESCRIPTION

DOCUMENT REFERENCE
(page and paragraph)

PERSON ENTITLED TO INTEREST

Easement over part
in Plan VIP80040

Entire Instrument

Registered Owner(s) of:
PID: 026-473-283
Lot 9, Plan VIP79770

title
EX135077

4. TERMS. Part 2 of this instrument consists of (select one only)

- (a) Filed Standard Charge Terms
- (b) Express Charge Terms
- (c) Release

- D.F. No.
- Annexed as Part 2
- There is no Part 2 of this instrument

A selection of (a) includes any additional or modified terms referred to in Item 7 or in a schedule annexed to this instrument. If (c) is selected, the charge described in Item 3 is released or discharged as a charge on the land described in Item 2.

5. TRANSFEROR(S)/GRANTOR(S):*

MILLSTREAM VILLAGE DEVELOPMENT CORPORATION (Inc. No. 699223)

6. TRANSFEREE(S): (including postal address(es) and postal code(s))*

MILLSTREAM VILLAGE DEVELOPMENT CORPORATION (Inc. No. 699223)
300 - 1005 Langley Street
Victoria, B.C.
V8W 1V7

02 05/12/07 13:33:52 02 VI
CHARGE

67323
664.7

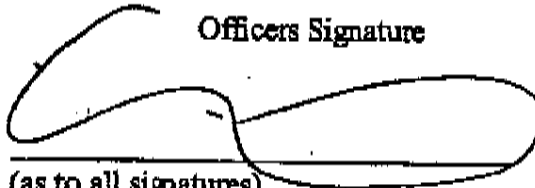
7. ADDITIONAL OR MODIFIED TERMS:* N/A

8. EXECUTION(S). ** This instrument creates, assigns, modifica, enlarges, discharges or governs the priority of the interest(s) described in Item 3 and the Transferor(s) and every other signatory agree to be bound by this instrument, and acknowledge(s) receipt of a true copy of the filed standard charge terms, if any.

Execution Date

Y	M	D
05	11	22

Officers Signature




(as to all signatures)

PETER NIKOLICH
Barrister & Solicitor
#300 - 1005 Langley Street
Victoria BC V8W 1V7
(250) 388-6600

Transferor Signature

MILLSTREAM VILLAGE
DEVELOPMENT CORPORATION by its
authorized signatory(ies):


Print Name: Row Couture

Print Name:

Officer Certification:

Your signature constitutes a representation that you are a solicitor, notary public or other person authorized by the Evidence Act, R.S.B.C. 1996 c. 124, to take affidavits for use in British Columbia and certifies the matters set out in Part 5 of the Land Title Act as they pertain to the execution of this instrument.

* If space insufficient, enter "SEE SCHEDULE" and attach schedule in Form E.

** If space insufficient, continue executions on additional page(s) in Form D.

Part 2

Page 3 of 5

WHEREAS:

A. The Grantor is the registered owner of that certain parcel or tract of lands and premises situate, lying and being in the City of Langford, in the Province of British Columbia, and being more particularly known and described as:

Parcel Identifier: 026-473-291

Lot 10, Sections 111 and 112, Esquimalt District, Plan VIP79770

(hereinafter referred to as the "Servient Tenement").

B. The Grantee is the registered owner of those certain parcels or tract of lands and premises situate, lying and being in the City of Langford, in the Province of British Columbia, and being more particularly known and described as:

Parcel Identifier: 026-473-283

Lot 9, Sections 111 and 112, Esquimalt District, Plan VIP79770

(hereinafter referred to as the "Dominant Tenement").

C. The Grantee has requested the Grantor to grant and the Grantor has agreed to grant to the Grantee as owner of the Dominant Tenement an easement on, over and across that part of the Servient Tenement shown and described in a Reference Plan for Easement of part of Lot 10, Sections 111 and 112, Esquimalt District, Plan VIP79770 prepared by N. Roger Perry, B.C.L.S. and certified by him on the 24th day of November, 2005, a reduced copy of which plan is attached hereto as Schedule "A" (hereinafter called the "Easement Area") for the purposes hereinafter set forth. → VIP 800410

NOW THEREFORE WITNESSETH that in consideration of these premises and of the mutual covenants hereinafter contained and the sum of ONE DOLLAR (\$1.00) of lawful money of Canada paid by the Grantee to the Grantor (the receipt and sufficiency of which is hereby acknowledged) the parties covenant and agree as follows:

1. The Grantor hereby grants unto the Grantee, their successors, assigns, servants, agents and invitees the right and authority for them and all persons as are duly authorized for and on their behalf from time to time and at all times hereafter at their will and pleasure to pass and repass over and across the Easement Area (in common with the Grantor), with or without motor vehicles and other things which the Grantee may reasonably require to move across the Easement Area, for the purpose of ingress and egress to and from the Dominant Tenement.

2. The parties acknowledge that the Grantor shall in future pave the surface of the Easement Area in order to provide the Servient Tenement with access to and from Treanor Road and following completion of the said paving, they agree that they shall be mutually responsible for all costs of the future maintenance, operation, repair and replacement of the said paved area in proportion to their usage of same. PROVIDED HOWEVER that should damage to any portion of the said paved area result from the negligent act of any party hereto, their respective agents, servants or invitees, or any party authorized by any such party to pass across the Easement Area, such party hereto shall be solely responsible for the repair of same.

3. It is understood and agreed between the parties hereto that the Easement Area shall be maintained in reasonable condition at all times and, without limiting the generality of the foregoing, it is hereby agreed that said paved area of the Easement Area shall be maintained free of any vehicular or other obstructions to passage and shall be kept in good repair.

4. The Grantor hereby covenants with the Grantee not to make, place, erect or maintain, subsequent to the date hereof, any building, structure, excavation, pile of material or obstruction in, under or on the Easement Area which could reasonably be expected to interfere with the Grantee's ability to use the Easement Area for access and egress to the Dominant Tenement, without the written consent of the Grantee first had and obtained.

5. If the parties are unable to agree as to any question in regard to this easement, such question shall be referred to a single arbitrator in accordance with the terms of the Commercial Arbitration Act and amendments thereto of the Province of British Columbia.

6. It is mutually agreed between the Grantee and the Grantor:

(a) That the easement shall be construed as running with the land, that no part of the fee shall pass or be vested in the Grantee under or by these presents and that the Grantor may use and enjoy the Easement Area and the Servient Tenement subject only to the rights and restrictions herein provided;

(b) That the easement shall be appurtenant to the Dominant Tenement;

(c) That the expressions "Grantee" and "Grantor" herein contained shall be deemed to include the executors, administrators, successors and assigns of such parties wherever the context so admits;

(d) That wherever the singular or masculine are used in this Agreement, they shall be construed as meaning the plural or feminine or the body corporate and vice versa where the context or the parties hereto so require.

IN WITNESS WHEREOF the parties signing the Form C attached hereto agree to be bound by the terms of this Agreement

SCHEDULE "A"

REFERENCE PLAN FOR EASEMENT
PURPOSES OF PART OF LOT 10,
SECTIONS 111 AND 112,
ESQUIMALT DISTRICT, PLAN VIP79770

PLAN VIP 80040

Deposited in the Land Title Office at Victoria, B.C.,
this 7 day of Dec, 2005

Pursuant to Section 99(1)(e) of the Land Title Act.

BCGS 92B.043
Scale = 1:400

Deputy Registrar

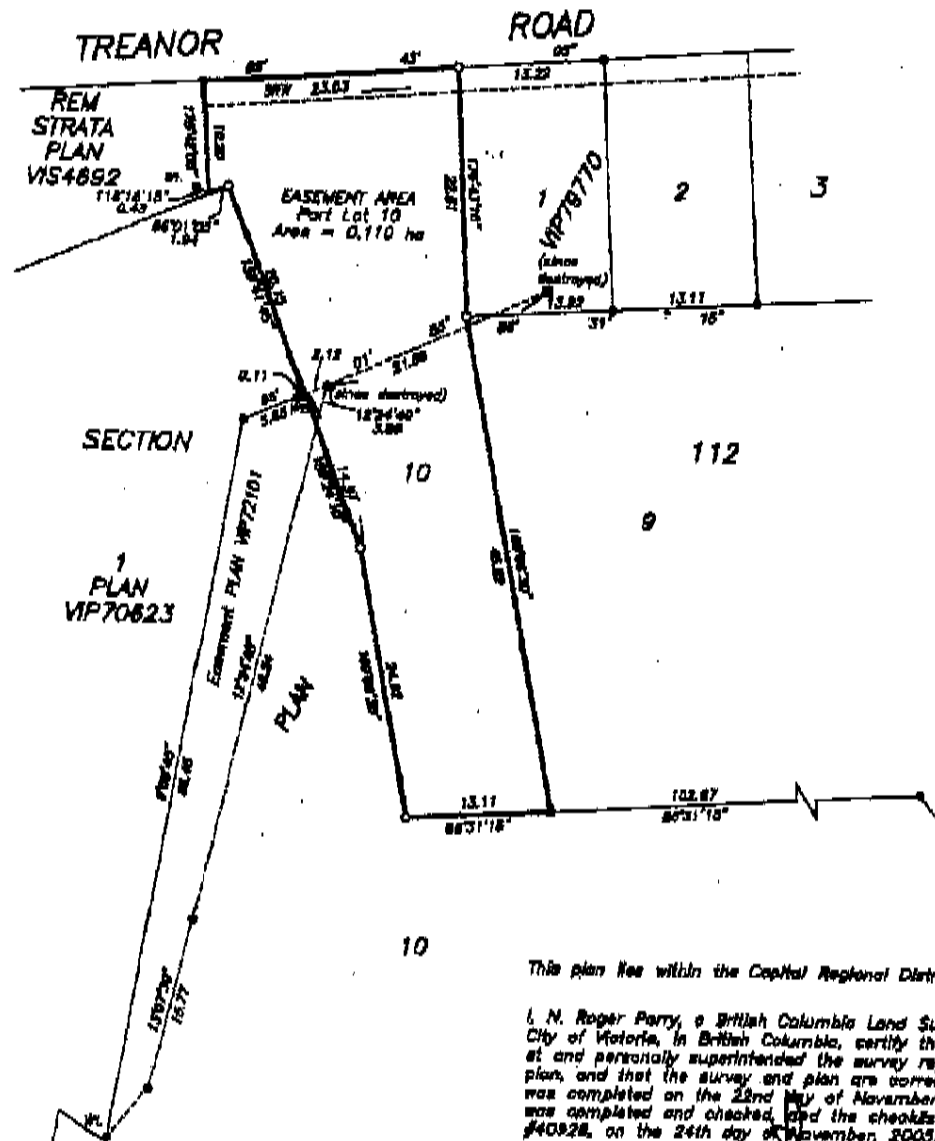


LEGEND

NAD83(CSRS) Grid bearings are derived from existing
land title office records as defined by Plan VIP79770,
and are referred to the central meridian of
UTM zone 10 (123° west longitude).

All distances are in metres and decimals thereof
unless otherwise noted.

- ⊕ denotes standard iron post found
- denotes standard iron post placed
- denotes lead plug found
- W denotes witness



This plan lies within the Capital Regional District.

I, N. Roger Parry, a British Columbia Land Surveyor, of the
City of Victoria, in British Columbia, certify that I was present
at and personally supervised the survey represented by this
plan, and that the survey and plan are correct. The field survey
was completed on the 22nd day of November, 2005. The plan
was completed and checked, and the checklist filed under
#40928, on the 24th day of November, 2005.

H. Roger Parry

B.C.L.S.

2005/11/24 11:02 AM

FORM VICTORIA 80	REV 8008-TS-84
PROJECT NO. 010289-00	SHEET NO. 010289R04

-7 DEC 2005 13 33

EX156247

PLAN

02 05/12/07 13:33:40 02 VI 673231
PLANS \$54.00

LAND TITLE ACT
FORM 11 (a)

(section 99 (1) (e), (j) and (k))

APPLICATION FOR DEPOSIT OF REFERENCE
OR EXPLANATORY PLAN (CHARGE)

VIP80040

PETER NIKOLICH

Barrister & Solicitor
#300 - 1005 Langley Street
Victoria BC V8W 1V7

(250) 388-6600
[Full name, address and occupation]

owner of a registered charge (or agent of MUSTARAN VIKAR DEVELOPMENT CORPORATION
(INC. NO. 699223) 300-1005 LANGLEY ST. VICTORIA, BC, V8W 1V7

REGISTRAR
the owner of a registered charge) apply to deposit reference/explanatory plan
of FOR EASEMENT PURPOSES OF PART OF LOT 10, SUBDIVISION 111 + 112,
ESPINALT DISTRICT, PLAN VIP 29220

I enclose:

1. The reference/explanatory plan.
2. The reproductions of the plan required by section 67. (u) (see below).
3. Fees of \$_____

026-473-291

Dated the 28 day of NOV, 192005

PETER NIKOLICH
Barrister & Solicitor
#300 - 1005 Langley Street
Victoria BC V8W 1V7
(250) 388-6600

NOTE: (i) Under section 67 (u) the following reproductions of the plan must accompany this application:

- (a) one blue linen original (alternatively white linen or original transparencies).
- (b) one duplicate transparency.
- (c) one whiteprint is required as a worksheet for the land title office.

(ii) The following further requirements may be necessary:

- (a) If the parent property is in an Agricultural Land Reserve, a release is required unless the parent property is less than 2.0 acres (app. .8094 hectares) or where, for permitted uses, an approving officer has signed the plan under section 1 (1) (a) and (b) of the Subdivision and Land Use Regulation (B.C. Reg. 7/81) under the *Agricultural Land Commission Act*.
- (b) Where a notice respecting a grant under the *Home Purchase Assistance Act* is endorsed on title, an extra white print must accompany the application, unless the Ministry of Lands, Parks and Housing agrees otherwise in writing. This extra print must contain the following endorsement:

*The eligible residence as defined by the *Home Purchase Assistance Act* is located on lot _____ created by this plan.

S.C.L.S. or solicitor for the owner

- (c) Controlled access approval must be evident on the plan where parent property adjoins a highway that is designated as a controlled access highway.
- (d) Where the plan refers to a restrictive covenant to be made under section 215, the instrument containing the covenant must be tendered with the plan.

2A
5

21 JUL 2005 09 59

EX089303

EXHIBIT "G"

CITY OF LANGFORD
Planning and Zoning
2nd Floor, 877 Goldstream Avenue
Victoria, BC V8B 2X8



e-mail: planning@districlangford.bc.ca
website: <http://district.langford.bc.ca>
phone: (250) 474-0819
fax: (250) 381-3488

DP-04-32A

LOCAL GOVERNMENT ACT (Part 26)
Notice of Permit

11 July 2005

Registrar of Land Titles
Land Title and Survey Authority of BC
850 Burdett Avenue
Victoria, BC
V8W 1B4

TAKE NOTICE that the land described below is subject to a permit issued by the City of Langford.

Particulars of Permit

Type of Permit	Development Permit		
Statutory Authority	s.820 of the <i>Local Government Act</i>	02 05/07/21 09:59:16 02 VI DOC FILE	646975 \$21.50
Issue Date	18 May 2005		

Legal Description of Lands Effected

PID	Legal Description	Civic Address
001-382-683	Lot 7, Section 111 and 112, Esquimalt District, Plan 29458	613 Treanor Avenue
001-382-687	Lot 8, Section 111 and 112, Esquimalt District, Plan 29458	617 Treanor Avenue
000-316-016	Strata Lot 2, Section 111 and 112, Esquimalt District, Strata Plan 462, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	621 Treanor Avenue
000-333-492	Strata Lot 1, Section 111 and 112, Esquimalt District, Strata Plan 462, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	623 Treanor Avenue
001-382-559	Lot 4, Section 112, Esquimalt District, Plan 29458	625 Treanor Avenue
001-382-632	Lot 3, Section 112, Esquimalt District, Plan 29458	629 Treanor Avenue
000-103-888	Lot A, Section 112, Esquimalt District, Plan 32532, Except that part in Plan VIP70623	633 Treanor Avenue
024-766-416	Lot A, Section 111 and 112, Esquimalt District, Plan VIP70589, Except that part in Plan VIP70623	2371 Millstream Road
024-766-423	Lot B, Section 111, Esquimalt District, Plan VIP70599	666 McCallum Road
003-029-299	Lot 1, Section 111, Esquimalt District, Plan 18238	2419 Millstream Road
000-191-710	Lot 1, Section 111 and 112, Esquimalt District, Plan 12439	2403 Millstream Road
004-767-606	Lot 2, Section 111 and 112, Esquimalt District, Plan 12439	2407 Millstream Road
024-199-567	Strata Lot 1, Section 112, Esquimalt District, Strata Plan VIS4613, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	2375 Millstream Road
024-199-591	Strata Lot 2, Section 112, Esquimalt District, Strata Plan VIS4613, together with an interest in the common property in proportion to the unit entitlement of the Strata Lot as shown on Form 1	2379 Millstream Road
024-196-032	Lot A, Section 112, Esquimalt District, Plan VIP67446	2383 Millstream Road
004-238-874	Lot 1, Section 112, Esquimalt District, Plan 14613	2383 Millstream Road

Yu Ling
Date 13, 2005

[Signature]
Clerk-Administrator

:tlc

16 APR 2008 14

52

FBI64435

EXHIBIT "H"

CITY OF LANGFORD
Planning and Zoning
2nd Floor, 877 Goldstream Avenue
Langford, BC V9B 2X8



e-mail: planning@cityoflangford.ca
website: <http://cityoflangford.ca>
phone: (250) 474-6919
fax: (250) 391-3435

DP-07-36A

LOCAL GOVERNMENT ACT (Part 26)
Notice of Permit

3 March 2008

Registrar of Land Titles
Land Title and Survey Authority of BC
850 Burrard Avenue
Victoria, BC
V8W 1B4

08/04/16 14:54:15 01 VI 799924
DOC FILE \$21.75

TAKE NOTICE that the land described below is subject to a permit issued by the City of Langford.

Particulars of Permit

Type of Permit	Development Permit
Statutory Authority	s.920 of the <i>Local Government Act</i>
Legal Description of Lands Effected	PID No. 026-473-283, Lot 9, Sections 111 and 112, Esquimalt District, Plan VIP79770 (623 Treanor Avenue)
Issue Date	3 March 2008

Clerk-Administrator

Date

:tlc

EXHIBIT "I"

27 AUG 2007 14 46

FB090730

CITY OF LANGFORD
Planning and Zoning
2nd Floor, 877 Goldstream Avenue
Langford, BC V9B 2X8



e-mail: planning@cityoflangford.ca
website: <http://cityoflangford.ca>
phone: (250) 474-6919
fax: (250) 391-3436

DP-07-36

LOCAL GOVERNMENT ACT (Part 26)
Notice of Permit

2 August 2007

Registrar of Land Titles
Land Title and Survey Authority of BC
850 Burdett Avenue
Victoria, BC
V8W 1B4

DP

TAKE NOTICE that the land described below is subject to a permit issued by the City of Langford.

Particulars of Permit

Type of Permit	Development Permit	# 07/08/27 14:48:38 01 VI	770704
		DOC FILE	921.75
Statutory Authority	s.920 of the <i>Local Government Act</i>		
Legal Description of Lands Effected	PID No. 026-473-283, Lot 9, Sections 111 and 112, Esquimalt District, Plan VIP79770 (623 Treanor Avenue)		
Issue Date	31 July 2007		

Clerk-Administrator

Date

:tlc

DATED: January 12, 2009

**0741961 B.C. LTD.
(the Developer)**

**Eighty-nine (89) Strata Unit
Residential Condominium Development
at 623 Treanor Road,
Langford, B.C.**

**AMENDMENT TO
DISCLOSURE STATEMENT
DATED APRIL 15, 2008**

**PETER NIKOLICH LAW CORPORATION
BARRISTER & SOLICITOR
#202-1006 FORT STREET
VICTORIA, B.C.
V8V 3K4
((250) 388-6600)**