

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No. 11-1961335

FORM 68
Notice of Bankruptcy, First Meeting of Creditors
(Subsection 102(1) of the Act)

Original Amended

In the matter of the bankruptcy of
Ogopogo Beach Resort Ltd.
of the City of Westbank, in the Province of British Columbia

Take notice that:

1. Ogopogo Beach Resort Ltd. filed (or was deemed to have filed) an assignment on the 16th day of February 2015, and the undersigned, MNP Ltd., was appointed as trustee of the estate of the bankrupt by the official receiver (or the Court), subject to affirmation by the creditors of the trustee's appointment or substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 5th day of March 2015, at 1:00 PM, at the office of MNP Ltd., at 600 - 1628 Dickson Avenue, Kelowna, BC, V1Y 9X1.
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting, a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice is a proof of claim form, proxy form, and list of creditors with claims amounting to \$25 or more showing the amounts of their claims.
5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

Dated at the City of Vancouver in the Province of British Columbia, this 17th day of February 2015.

MNP Ltd. - Trustee

MNP LTD.

P.O. Box 49148
2300 - 1055 Dunsmuir Street
Vancouver BC V7X 1J1
Phone: (604) 639-0001 Fax: (604) 904-8628



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of: British Columbia
Division No.: 04 - Vernon
Court No.: 11-1961335
Estate No.: 11-1961335

In the Matter of the Bankruptcy of:

Ogopogo Beach Resort Ltd.

Debtor

MNP LTD / MNP LTÉE

Trustee

Ordinary Administration

Date and time of bankruptcy:	February 16, 2015, 09:42	Security:	\$0.00
Date of trustee appointment:	February 16, 2015		
Meeting of creditors:	March 05, 2015, 13:00 1628 Dickson Avenue Kelowna, British Columbia Canada,		
Chair:	Trustee		

CERTIFICATE OF APPOINTMENT - Section 49 of the Act: Rule 85

I, the undersigned, official receiver in and for this bankruptcy district, do hereby certify that:

- the aforementioned debtor filed an assignment under section 49 of the *Bankruptcy and Insolvency Act*;
- the aforementioned trustee was duly appointed trustee of the estate of the debtor.

The said trustee is required:

- to provide to me, without delay, security in the aforementioned amount;
- to send to all creditors, within five days after the date of the trustee's appointment, a notice of the bankruptcy;
and
- when applicable, to call in the prescribed manner a first meeting of creditors, to be held at the aforementioned time and place or at any other time and place that may be later requested by the official receiver.

Date: February 17, 2015, 11:53

E-File/Dépôt Electronique

Official Receiver

300 Georgia Street W, Suite 2000, Vancouver, British Columbia, Canada, V6B6E1, (877)376-9902

Canada

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No.

- FORM 21 -

Assignment for the General Benefit of Creditors
(Section 49 of the Act)

In the matter of the bankruptcy of
Ogopogo Beach Resort Ltd.
of the City of Westbank, in the Province of British Columbia

This indenture made this 13th day of February 2015

between
Ogopogo Beach Resort Ltd.
221 - 3011 Louie Drive
Westbank BC V4T 3E3
hereinafter called "the debtor"
and
MNP Ltd.
hereinafter called "the trustee."

Natural person

Corporate or other legal entity

Whereas the debtor is insolvent and desires to assign and to abandon all his/her property for distribution among his/her creditors, in pursuance of the Act,

This indenture witnesses that the debtor does hereby assign to the trustee all the debtor's property for the uses, intents and purposes provided by the Act.

Signed at the City of Westbank in the Province of British Columbia, in the presence of,



Witness

13-Feb-2015

Date



Ogopogo Beach Resort Ltd.
Debtor

WESLEY J. FORGIONE
Barrister & Solicitor
#221 - 3011 LOUIE DRIVE
WESTBANK, BC V4T 3E3

District of: British Columbia
 Division No. 03 - Vancouver
 Court No.
 Estate No.

Original Amended

- Form 78 -

Statement of Affairs (Business Bankruptcy) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the matter of the bankruptcy of
 Ogoopogo Beach Resort Ltd.
 of the City of Westbank, in the Province of British Columbia

To the bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the bankruptcy, on the 13th day of February 2015. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.


LIABILITIES (as stated and estimated by the officer)	ASSETS (as stated and estimated by the officer)
1. Unsecured creditors as per list "A"	1. Inventory
62,697.86	0.00
Balance of secured claims as per list "B"	2. Trade fixtures, etc.
0.00	0.00
Total unsecured creditors	3. Accounts receivable and other receivables, as per list "E"
62,697.86	Good
2. Secured creditors as per list "B"	285,915.00
0.00	Doubtful
3. Preferred creditors as per list "C"	0.00
0.00	Bad
4. Contingent, trust claims or other liabilities as per list "D"	0.00
estimated to be reclaimable for	Estimated to produce
11,855,476.52	285,915.00
Total liabilities	4. Bills of exchange, promissory note, etc., as per list "F" ...
11,918,174.38	0.00
Surplus	5. Deposits in financial institutions
NIL	0.00
	6. Cash
	0.00
	7. Livestock
	0.00
	8. Machinery, equipment and plant
	0.00
	9. Real property or immovable as per list "G"
	0.00
	10. Furniture
	0.00
	11. RRSPs, RRIFs, life insurance, etc.
	0.00
	12. Securities (shares, bonds, debentures, etc.)
	0.00
	13. Interests under wills
	0.00
	14. Vehicles
	6,000.00
	15. Other property, as per list "H"
	37,988.50
	If bankrupt is a corporation, add:
	Amount of subscribed capital
	0.00
	Amount paid on capital
	0.00
	Balance subscribed and unpaid
	0.00
	Estimated to produce
	0.00
	Total assets
	329,903.50
	Deficiency
	11,588,270.88

I, Elaine Barone, of the City of West Kelowna in the Province of British Columbia, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 13th day of February 2015 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)
 before me at the City of Westbank in the Province of British Columbia, on this 13th day of February 2015.



WESLEY J. FORCIONE
 Barrister & Solicitor
 #221 - 3011 LOUIE DRIVE
 WESTBANK, BC V4T 3E3



Elaine Barone

District of: British Columbia
 Division No. 03 - Vancouver
 Court No.
 Estate No.

FORM 78 - Continued

List "A"
 Unsecured Creditors
 Ogopogo Beach Resort Ltd.

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	CRA - Canada Revenue Agency - Tax - Pacific Attn: Jasmine Bains c/o Burnaby Fraser Tax Services Office, Regional Intake Cent RT0001	PO Box 11575 Station Main 9737 King George Highway Surrey BC V3T 0E5	28,826.18	0.00	28,826.18
2	D & G Mechanical (1997) Ltd.	410 Lougheed Road Kelowna BC V4T 1X2	1,380.40	0.00	1,380.40
3	Grant Thornton LLP	Suite 212, 2000 Barrington Street Halifax NS B3J 3K1	24,454.16	0.00	24,454.16
4	Okanagan Rockworld 452702 B.C. Ltd.	2695 Kyle Road Kelowna BC V1Z 2M9	3,133.76	0.00	3,133.76
5	Quantus Electric Ltd.	530 Reynolds Road Kelowna BC V1V 2G7	678.16	0.00	678.16
6	Trivick Fire Protection Inc.	475 Hollywood Court Kelowna BC V1X 7J1	4,225.20	0.00	4,225.20
Total:			62,697.86	0.00	62,697.86

13-Feb-2015

Date

Elaine Barone
 Elaine Barone

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No.

FORM 78 - Continued

List "B"
Secured Creditors

Ogopogo Beach Resort Ltd.

No.	Name of creditor	Address	Amount of claim	Particulars of security	When given	Estimated value of security	Estimated surplus from security	Balance of claim
			0.00			0.00	0.00	0.00
		Total:	0.00					

13-Feb-2015

Date


Elaine Barone

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No.

FORM 78 - Continued

List "C"
Preferred Creditors for Wages, Rent, etc.

Ogopogo Beach Resort Ltd.

No.	Name of creditor	Address and occupation	Nature of claim	Period during which claim accrued	Amount of claim	Amount payable in full	Difference ranking for dividend
Total:					0.00	0.00	0.00

13-Feb-2015

Date


Elaine Barone

District of: British Columbia
 Division No. 03 - Vancouver
 Court No.
 Estate No.

FORM 78 -- Continued

List "D"
 Contingent or Other Liabilities

Ogopogo Beach Resort Ltd.

No.	Name of creditor or claimant	Address and occupation	Amount of liability or claim	Amount expected to rank for dividend	Date when liability incurred	Nature of liability
1	Bluegreen Architecture Inc. Attn: Abaron Y. Ittah	c/o Carira Lawton LLP 6111 Floor - 395 Waterfront Crescent Victoria BC V8T 5K7	2,500,000.00	0.00		Claimed
2	CRA - Canada Revenue Agency - Tax - Pacific Attn: Jasmine Bains c/o Burnaby Fraser Tax Services Office, Regional Intake Cent RC0001	PO Box 11575 Station Main 9737 King George Highway Surrey BC V3T 0E5	1,099,476.52	0.00		Claimed
3	Rockingham Pool Consulting Inc. Attn: Douglas J. Conolly	c/o McQuamie Hunter LLP #1500 - 13450 - 102nd Avenue Surrey BC V3T 5X3	2,500,000.00	0.00		Claimed
4	Royal & Sun Alliance Insurance Company of Canada, Aviva Insurance Company of Canada, Aviva Compagnie D'Assurance du Canada Attn: Alexandre T. Maltas	c/o Whitelaw Twining Law Corporation 2400 - 200 Granville Street Vancouver BC V6C 1S4	2,500,000.00	0.00		Claimed
5	The Owners, Strata Plan KAS 3267 Attn: G. Stephen Hamilton	c/o Hammerberg Lawyers LLP 1220 - 1200 West 73rd Avenue Vancouver BC V6P 6G5	2,500,000.00	0.00		Claimed
6	Trak Energy Corporation Attn: Timothy T. Brown	c/o Porter Ramsey LLP 200 - 1465 Ellis Street Kelowna BC V1Y 2A3	756,000.00	0.00		Claimed
Total:			11,855,476.52	0.00		

13-Feb-2015

Date


 Elaine Barone

District of: British Columbia
 Division No. 03 - Vancouver
 Court No.
 Estate No.

FORM 78 - Continued

List "E"
 Debts Due to the Bankrupt
 Ogopogo Beach Resort Ltd.

No.	Name of debtor	Address and occupation	Nature of debt	Amount of debt (good, doubtful, bad)	Folio of ledgers or other book where particulars to be found	When contracted	Estimated to produce	Particulars of any securities held for debt
1	Due from 0876479 B.C. Ltd.	BC	Due from 0876479 B.C. Ltd.	285,915.00 0.00 0.00		12-Feb-2015	285,915.00	
Total				285,915.00 0.00 0.00			285,915.00	

13-Feb-2015

Date

Etaine Barone
 Etaine Barone

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No.

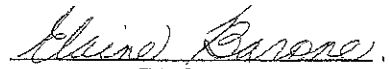
FORM 78 - Continued

List "G"
Real Property or Immovables Owned by Bankrupt
Ogopogo Beach Resort Ltd.

Description of property	Nature of bankrupt interest	In whose name does title stand	Total value	Particulars of mortgages, hypothecs, or other encumbrances (name, address, amount)	Equity or surplus
Total:			0.00		0.00

13-Feb-2015

Date


Elaine Barone

District of: British Columbia
 Division No. 03 - Vancouver
 Court No.
 Estate No.

FORM 78 - Concluded

List "H"
 Property

Ogopogo Beach Resort Ltd.

FULL STATEMENT OF PROPERTY

Nature of property	Location	Details of property	Original cost	Estimated to produce
(a) Stock-in-trade			0.00	0.00
(b) Trade fixtures, etc.			0.00	0.00
(c) Cash in financial institutions			0.00	0.00
(d) Cash on hand			0.00	0.00
(e) Livestock			0.00	0.00
(f) Machinery, equipment and plant			0.00	0.00
(g) Furniture			0.00	0.00
(h) Life insurance policies, RRSPs, etc.			0.00	0.00
(i) Securities			0.00	0.00
(j) Interests under wills, etc.			0.00	0.00
(k) Vehicles		Automobile - 2005 - Jaguar - X-Type	0.00	6,000.00
(l) Taxes			0.00	0.00
(m) Other		Interest in Latecomer Agreement	0.00	1.00
		Investment in Happy Valley Resort Ltd.	0.00	1.00
		Investment in Barone Entertainment Ltd.	0.00	1.00
		Interest in Happy Valley Resort Joint Venture	0.00	1.00
		Claim against Trak Energy Corporation	0.00	1.00
		Claim against Jeffrey H. Maxwell	0.00	1.00
		Cash Held in Trust	0.00	37,982.50
			Total:	43,988.50

13-Feb-2015

Date

Elaine Barone
 Elaine Barone

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No. 11-1961335

FORM 31
Proof of Claim
(Sections 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),
and Paragraphs 51(1)(e) and 66.14(b) of the Act)

In the matter of the bankruptcy of
Ogopogo Beach Resort Ltd.
of the City of Westbank, in the Province of British Columbia

All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the bankruptcy of Ogopogo Beach Resort Ltd. of the City of Westbank in the Province of British Columbia and the claim of _____, creditor.
I, _____ (name of creditor or representative of the creditor), of the city of _____ in the province of _____, do hereby certify:

1. That I am a creditor of the above named debtor (or I am _____ (position/title) of _____ creditor).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of bankruptcy, namely the 16th day of February 2015, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. (Check and complete appropriate category.)

A. UNSECURED CLAIM OF \$ _____
(other than as a customer contemplated by Section 262 of the Act)

That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description.)

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

Regarding the amount of \$ _____, I do not claim a right to a priority.
(Set out on an attached sheet details to support priority claim.)

B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:
(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:
(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$ _____

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____
(Attach a copy of sales agreement and delivery receipts.)

- E. CLAIM BY WAGE EARNER OF \$ _____
- That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____.
- That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____.
- F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____
- That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____.
- That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____.
- G. CLAIM AGAINST DIRECTOR \$ _____

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

- H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

5. That, to the best of my knowledge, I _____ (am/am not) (or the above-named creditor _____ (is/is not)) related to the debtor within the meaning of section 4 of the Act, and _____ (have/has/have not/has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, and the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

- Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.
- I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at _____, this _____ day of _____.

Witness

Creditor

Phone Number: _____
Fax Number : _____
E-mail Address : _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 20(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

CHECKLIST FOR COMPLETING A PROOF OF CLAIM FORM

This checklist is provided to assist you in preparing a complete and accurate Proof of Claim form and, where required, a Proxy. A creditor who does not prove their claim is not entitled to vote or share in any distribution. Please check each requirement.

GENERAL

- The form must be signed by the person completing the Proof of Claim and that person must be an authorized signatory.
- The signature of a witness is required.
- Give the complete address, including postal code, where any notice or correspondence is to be forwarded.
- The amount on the Statement of Account must correspond with the amount indicated on the Proof of Claim.

PARAGRAPH 1

- The creditor must state the full and complete legal name of the company or firm.
- If the individual completing the Proof of Claim is not the creditor himself, he must state his position or title.

PARAGRAPH 3

- A Schedule A or Statement of Account must be attached.
- The Schedule A or Statement of Account must be complete and detailed, showing the date, number and amount of all invoices or charges, together with the date, number and amount of all creditors or payments. A Statement of Account is not complete if it begins with an amount brought forward.
- If the claim is for a guarantee of a debt, a copy of the guarantee must be attached.

PARAGRAPH 4

- An unsecured creditor must strike out sub-paragraphs B, C, D and E.
- A secured creditor must attach proof of registration of the security, including the date on which the security was given and the value at which you assess the security.
- A claim by a farmer, fisherman or aqua culturist must attach a copy of the sales agreement and delivery documents.
- Details of Section 136 are listed below.

PARAGRAPH 5

- All claimants must indicate if they are or are not related to the debtor, as defined in Section 4 of the Bankruptcy and Insolvency Act.

PARAGRAPH 6

- All claimants must attach a detailed list of all payments or credits received or granted as follows:
 - Within the three (3) months preceding the bankruptcy/proposal, in the case where the claimant and debtor are not related;
 - Within the twelve (12) months preceding the bankruptcy/proposal, in the case where the claimant and debtor are related.

PROXY

The *Bankruptcy and Insolvency Act* permits a Proof of Claim to be made by a duly authorized agent of a creditor, however, this does not give such a person power to vote at the First Meeting of Creditors or to act as the proxy of the creditors unless the proxy form is completed by the creditor appointing the authorized agent as proxy.

- A creditor may vote either in person or by proxy.
- The Trustee may be appointed as a proxy for any creditor.
- A Corporation may vote by an authorized agent at a meeting of creditors.
- Debtors may not be appointed a proxy to vote at any meeting of their creditors.
- In order for a duly authorized person to have a right to vote, they must be a creditor themselves or be the holder of a property executed proxy, showing the name of the creditor.

SECTION 136 (Condensed Priority of Claims)

Subject to the rights of secured creditors, the proceeds realized from the property of a bankrupt shall be applied in priority of payment as follows:

- The cost of administration of the estate in the following order:
 - Expenses and fees of the trustee
 - Legal costs
- Wages, salaries, commissions or compensation for services rendered in the six months immediately preceding the date of bankruptcy, to a maximum of \$2,000 per person together with, in the case of a travelling salesman, disbursements incurred by the salesman during this same period to a maximum of \$1,000;
- Alimony, support or maintenance for a spouse or child for periodic amounts accrued in the year before the date of bankruptcy plus any lump sum amount;
- Municipal taxes assessed or levied within the two years immediately preceding the bankruptcy which do not constitute a lien or charge on real property of the bankrupt but this claim is restricted to the interest in the property held by the bankrupt;
- Landlord for rent arrears in the three months immediately preceding the date of bankruptcy and accelerated rent for three months following the bankruptcy if provided for in the lease but this claim is restricted to the realization from the property and any accelerated rent paid by the Trustee must be credited against the amount payable by the Trustee for occupation rent;
- A solicitor's bill of costs, including sheriff's and land registration fees, for the first creditor to attach or execute against the property of the bankrupt but this claim is restricted to the amount realized from the applicable property;
- Claims resulting from injuries to employees of the bankrupt in which the *Workers' Compensation Act* does not apply but this claim is restricted to the amount of moneys received from persons guaranteeing the bankrupt against damages for those claims.

A creditor whose rights are restricted by this section are entitled to rank as an unsecured creditor for any balance remaining on their claim.

District of: British Columbia
Division No. 03 - Vancouver
Court No.
Estate No. 11-1961335

FORM 36
Proxy
(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

In the matter of the bankruptcy of
Ogopogo Beach Resort Ltd.
of the City of Westbank, in the Province of British Columbia

I, _____, of _____, a creditor in the above matter, hereby
appoint _____, of _____, to be
my proxyholder in the above matter, except as to the receipt of dividends, _____ (with or without)
power to appoint another proxyholder in his or her place.

Dated at _____, this _____ day of _____, _____.

Witness

Individual Creditor

Witness

Name of Corporate Creditor

Per _____
Name and Title of Signing Officer

Return To:

MNP Ltd. - Trustee
P.O. Box 49148
2300 - 1055 Dunsmuir Street
Vancouver BC V7X 1J1
Phone: (604) 639-0001 Fax: (604) 904-8628