

LAND TITLE ACT
FORM C

(Section 233)

Province of
British Columbia

29 MAR 99 12 37

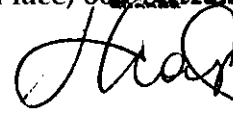
EN026350

LAND TITLE OFFICE
VICTORIA

GENERAL INSTRUMENT – PART 1*(This area for Land Title Office use)*

PAGE 1 of 7 pages

1. APPLICATION: (Name, address, phone number and signature of applicant, applicant's solicitor or agent)
STIKEMAN, ELLIOTT, Barristers & Solicitors, Suite 1700, Park Place, 666 Burrard Street, Vancouver, B.C., Canada V6C 2X8 Phone: (604) 631-1300
Attention: Susan E. Lloyd
File No.: 061685-0006



WLI SERVICES INC Susan E. Lloyd, Solicitor

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

SEE SCHEDULE

3. NATURE OF INTEREST: *

DESCRIPTION

DOCUMENT REFERENCE
(Page and paragraph)

PERSON ENTITLED TO INTEREST

Modification of
Statutory Building
Scheme EN12050

Entire Instrument

Transferee

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

(a) Filed Standard Charge Terms

D.F. No.

(b) Express Charge Terms

Annexed as Part 2

(c) Release

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): *

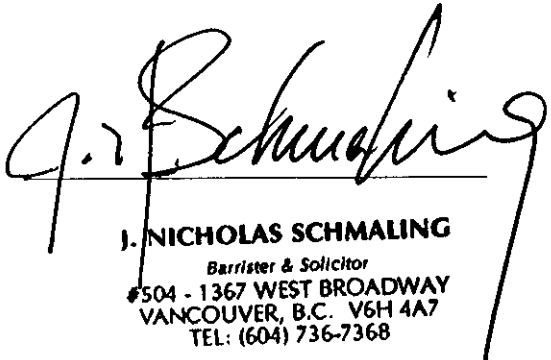
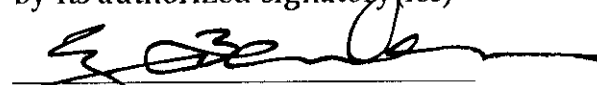
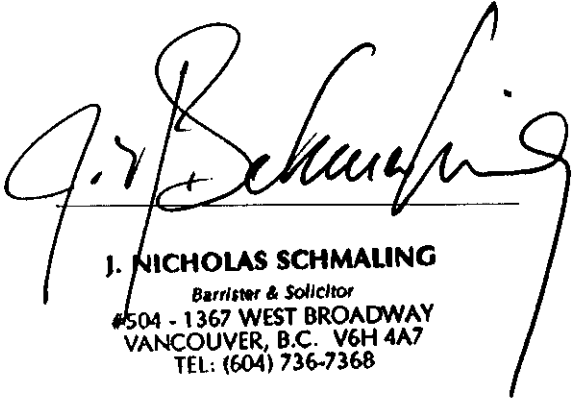
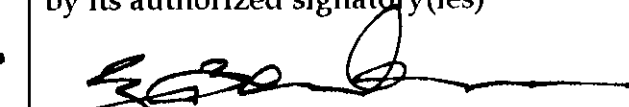
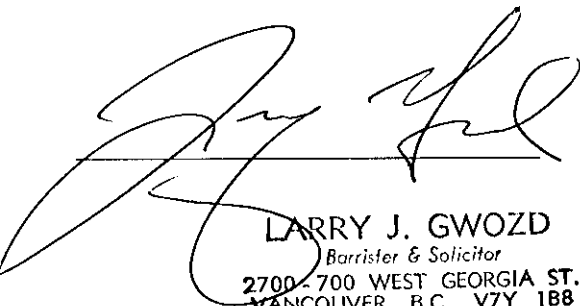
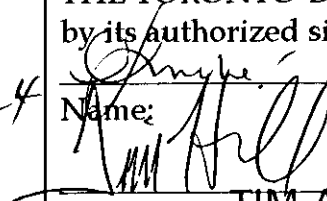
FAIRWINDS DEVELOPMENT CORPORATION (Incorporation No. 441838) and THE
TORONTO-DOMINION BANK

6. TRANSFEREE(S): *

FAIRWINDS DEVELOPMENT CORPORATION (Incorporation No. 441838), having an office at
#504 - 1367 West Broadway, Vancouver, British Columbia, V6H 4A7

7. ADDITIONAL OR MODIFIED TERMS: *
N/A

8. EXECUTION(S): This instrument creates, assigns, modifies, 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:

Officer Signature(s)	Execution Date:			Party(ies) Signature(s)
	Y	M	D	
 J. NICHOLAS SCHMALING Barrister & Solicitor #504 - 1367 WEST BROADWAY VANCOUVER, B.C. V6H 4A7 TEL: (604) 736-7368	99	03	26	FAIRWINDS DEVELOPMENT CORPORATION by its authorized signatory(ies)  Name: GEOFF BARKER
 J. NICHOLAS SCHMALING Barrister & Solicitor #504 - 1367 WEST BROADWAY VANCOUVER, B.C. V6H 4A7 TEL: (604) 736-7368	99	03	26	FAIRWINDS DEVELOPMENT CORPORATION by its authorized signatory(ies)  Name: GEOFF BARKER
 LARRY J. GWOZD Barrister & Solicitor 2700-700 WEST GEORGIA ST. VANCOUVER, B.C. V7Y 1B8	99	03	24	THE TORONTO-DOMINION BANK by its authorized signatory(ies)  Name: TIM A. HILL ACCOUNT MANAGER

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.

**LAND TITLE ACT
FORM E****SCHEDULE**

PAGE 3

ENTER THE REQUIRED INFORMATION IN THE SAME ORDER AS THE INFORMATION MUST APPEAR ON THE FREEHOLD TRANSFER FORM, MORTGAGE FORM OR GENERAL DOCUMENT FORM.

2. PARCEL IDENTIFIER AND LEGAL DESCRIPTION OF LAND:

024-388-122	Lot 1, DL 8 and 78, Nanoose District, Plan VIP68559;
024-388-131	Lot 2, DL 78, Nanoose District, Plan VIP68559;
024-388-149	Lot 3, DL 78, Nanoose District, Plan VIP68559;
024-388-157	Lot 4, DL 78, Nanoose District, Plan VIP68559;
024-388-165	Lot 5, DL 78, Nanoose District, Plan VIP68559;
024-388-173	Lot 6, DL 78, Nanoose District, Plan VIP68559;
024-388-181	Lot 7, DL 78, Nanoose District, Plan VIP68559;
024-388-190	Lot 8, DL 78, Nanoose District, Plan VIP68559;
024-388-203	Lot 9, DL 78, Nanoose District, Plan VIP68559;
024-388-211	Lot 10, DL 78, Nanoose District, Plan VIP68559;
024-388-220	Lot 11, DL 78, Nanoose District, Plan VIP68559;
024-388-238	Lot 12, DL 78, Nanoose District, Plan VIP68559;
024-388-246	Lot 13, DL 78, Nanoose District, Plan VIP68559;
024-388-254	Lot 14, DL 78, Nanoose District, Plan VIP68559;
024-388-262	Lot 15, DL 78, Nanoose District, Plan VIP68559;
024-388-271	Lot 16, DL 78, Nanoose District, Plan VIP68559;
024-388-289	Lot 17, DL 78, Nanoose District, Plan VIP68559;
024-388-297	Lot 18, DL 78, Nanoose District, Plan VIP68559;
024-388-301	Lot 19, DL 78, Nanoose District, Plan VIP68559;
024-388-319	Lot 20, DL 78, Nanoose District, Plan VIP68559;
024-388-327	Lot 21, DL 78, Nanoose District, Plan VIP68559;
024-388-335	Lot 22, DL 78, Nanoose District, Plan VIP68559;
024-388-343	Lot 23, DL 78, Nanoose District, Plan VIP68559;
024-388-351	Lot 24, DL 78, Nanoose District, Plan VIP68559;
024-388-360	Lot 25, DL 78, Nanoose District, Plan VIP68559;
024-388-378	Lot 26, DL 78, Nanoose District, Plan VIP68559;
024-388-386	Lot 27, DL 78, Nanoose District, Plan VIP68559;
024-388-394	Lot 28, DL 78, Nanoose District, Plan VIP68559;
024-388-408	Lot 29, DL 78, Nanoose District, Plan VIP68559;
024-388-416	Lot 30, DL 78, Nanoose District, Plan VIP68559;
024-388-424	Lot 31, DL 78, Nanoose District, Plan VIP68559;
024-388-432	Lot 32, DL 78, Nanoose District, Plan VIP68559;
024-388-441	Lot 33, DL 78, Nanoose District, Plan VIP68559;
024-388-459	Lot 34, DL 78, Nanoose District, Plan VIP68559;
024-388-467	Lot 35, DL 78, Nanoose District, Plan VIP68559;
024-388-475	Lot 36, DL 78, Nanoose District, Plan VIP68559;
024-388-483	Lot 37, DL 78, Nanoose District, Plan VIP68559;
024-388-491	Lot 38, DL 78, Nanoose District, Plan VIP68559;

**LAND TITLE ACT
FORM E****SCHEDULE**

PAGE 4

ENTER THE REQUIRED INFORMATION IN THE SAME ORDER AS THE INFORMATION MUST APPEAR ON THE FREEHOLD TRANSFER FORM, MORTGAGE FORM OR GENERAL DOCUMENT FORM.

024-388-505	Lot 39, DL 78, Nanoose District, Plan VIP68559;
024-388-513	Lot 40, DL 78, Nanoose District, Plan VIP68559;
024-388-521	Lot 41, DL 78, Nanoose District, Plan VIP68559, except part in Plan VIP68563;
024-388-530	Lot 42, DL 78, Nanoose District, Plan VIP68559;
024-388-548	Lot 43, DL 78, Nanoose District, Plan VIP68559;
024-388-556	Lot 44, DL 78, Nanoose District, Plan VIP68559;
024-388-564	Lot 45, DL 78, Nanoose District, Plan VIP68559;
024-388-572	Lot 46, DL 78, Nanoose District, Plan VIP68559;
024-388-581	Lot 47, DL 78, Nanoose District, Plan VIP68559;
024-388-599	Lot 48, DL 78, Nanoose District, Plan VIP68559;
024-388-653	Lot 49, DL 8, Nanoose District, Plan VIP68559;
024-388-661	Lot 50, DL 8, Nanoose District, Plan VIP68559;
024-388-670	Lot 51, DL 8, Nanoose District, Plan VIP68559;
024-388-688	Lot 52, DL 8, Nanoose District, Plan VIP68559;
024-388-696	Lot 53, DL 8, Nanoose District, Plan VIP68559;
024-388-700	Lot 54, DL 8, Nanoose District, Plan VIP68559;
024-388-718	Lot 55, DL 8, Nanoose District, Plan VIP68559.

TERMS OF INSTRUMENT - PART 2
MODIFICATION AGREEMENT

THIS AGREEMENT dated for reference the 15th day of March, 1999.

BETWEEN:

FAIRWINDS DEVELOPMENT CORPORATION (Inc. No. 441838), having an office at #504 - 1367 West Broadway, Vancouver, British Columbia, V6H 4A7

(hereinafter called the "Grantor")

AND:

FAIRWINDS DEVELOPMENT CORPORATION (Inc. No. 441838), having an office at #504 - 1367 West Broadway, Vancouver, British Columbia, V6H 4A7

(hereinafter called the "Grantee")

WHEREAS:

- A. Fairwinds Development Corporation, as the registered owner in fee simple of the real property described in Item 2 of the General Instrument -Part 1 attached hereto (collectively, the "Property"), created a building scheme relating to the Property by declaration of building scheme registered in the Victoria Land Title Office on February 11, 1999 under registration number EN12050 (the "Building Scheme");
- B. It is necessary for the Building Scheme to be modified; and
- C. Fairwinds Development Corporation continues to be the registered owner of all of the Property.

NOW THEREFORE THIS INDENTURE WITNESSES that for and in consideration of the sum of ONE (\$1.00) DOLLAR now paid by the Grantee to the Grantor and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged by the Grantor), the Grantor and the Grantee covenant and agree as follows:

- 1. The Building Scheme is modified by deleting the side yard setbacks for Lots 35 and 36 of the Property set out in section 4(i) of the Building Scheme and substituting the following therefor:

Lot #	Side Yard
35	2.5 metres from the west lot line 5 metres from the east lot line
36	3 metres from the north lot line 5 metres from the south lot line

2. Except as modified hereby, the Building Scheme shall continue in full force and effect and the provisions of the Building Scheme as hereby modified are ratified and confirmed.
3. This Agreement shall extend to and enure to the benefit of and be binding upon the Grantor and the Grantee and their respective successors and assigns.

IN WITNESS WHEREOF the Grantor and the Grantee have executed this Agreement as of the day and year first above written on the General Instrument - Part 1 attached hereto which forms part of this Modification Agreement.

CONSENT AND PRIORITY AGREEMENT

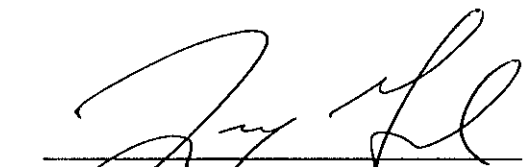
The undersigned, being the holder of a charge by way of Mortgage No. EB41024 as extended by ED100279 and EH106188, and modified by EG64243 (the "Charge") for valuable consideration, hereby consents to the granting of the within Modification of Building Scheme and agrees that the same shall take priority over The Toronto-Dominion Bank's right, title and interest in and to the lands charged thereby in the same manner and to the same effect as if the Modification of Building Scheme had been executed, delivered and registered prior to the execution and registration of the Charge and prior to the advance of any monies pursuant to the Charge.

Officer Signature(s)

Execution Date

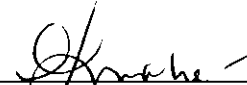
Transferor(s)


Signature(s)


LARRY J. GWOZD
Barrister & Solicitor
2700 - 700 WEST GEORGIA ST.
VANCOUVER, B.C. V7Y 1B8

Y	M	D
99	03	24

THE TORONTO-DOMINION BANK
by its authorized signatories


Name: JENINE MAHÉ
CREDIT OFFICER
B.C. REAL ESTATE GROUP


Name: TIM A. HILL
ACCOUNT MANAGER

END OF DOCUMENT