

APPENDIX "N"

ONTARIO

SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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 SAPPHIRE TOWER DEVELOPMENT CORP.

APPLICATION UNDER THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

SECURED CREDITOR PROOF OF CLAIM

A. DETAILS OF SECURED CREDITOR:

(1) Full Legal Name:

Oro Properties Limited

(2) Full Mailing Address:

2313 - 610 Granville St.
Vancouver V6C 3T3

(3) Telephone Number (mandatory):

(604) 765 6903

(4) Facsimile Number:

(604) 685 4558

(5) E-mail Address (preferable):

MBORTOLOTTI@ENDEAVOURFINANCIAL.COM

(6) Attention (Contact Person):

Mike Bortolotto

B. ITEMIZED CLAIMS

I. GRAPHIC ARTS BUILDING INCORPORATED MORTGAGE (THE "GA MORTGAGE")

I, _____, am the _____, of
Graphic Arts Building Incorporated of the City of _____ in the Province
of _____ make oath and say as follows:

- (a) Graphic Arts Building Incorporated holds a mortgage (the "Mortgage Holder") granted by Sapphire Tower Development Corp. (the "Company"); and
- (b) the Mortgage Holder makes a Secured Creditor Claim based on the GA Mortgage granted by the Company as follows:

1) Principal amount of GA Mortgage claimed as at January 14th, 2008

2) Interest:

- simple interest
 - compound interest
- method of calculating _____

Rate: _____% per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th _____

3) Costs payable under GA Mortgage

Total _____

Attach proof of advances made under the GA Mortgage and of costs paid (such as legal bills) as an exhibit to this Proof of Claim

III. \$155,000 MORTGAGE TO WALMSLEY, BELL AND MATTSON (THE "\$155,000 MORTGAGE")

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

(a) I hold an interest in the \$155,000 Mortgage (the "Mortgage Holder") granted by Sapphire Tower Development Corp. (the "Company") [or I hold the position of _____ of such Mortgage Holder] and have knowledge of all the circumstances connected with the Mortgage Holder described herein; and

(b) the Mortgage Holder makes a Secured Creditor Claim based on the \$155,000 Mortgage granted by the Company as follows:

1) Principal amount of interest in the \$155,000 Mortgage claimed as at January 14th, 2008 _____

2) Interest:

simple interest

compound interest method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th _____

3) Costs payable under \$155,000 Mortgage

Total _____

Attach proof of costs paid (such as legal bills) and proof of advances under the \$155,000 Mortgage as exhibits to this Proof of Claim

IV. MORTGAGE GRANTED TO ORO PROPERTIES LIMITED (THE "ORO MORTGAGE")

I, Mike Bortolotto, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of Vancouver in the Province of British Columbia make oath and say as follows:

- (a) I hold an interest in the Oro Mortgage (the "Mortgage Holder") granted by Sapphire Tower Development Corp. (the "Company") [or I hold the position of Director of such Mortgage Holder] and have knowledge of all the circumstances connected with the Mortgage Holder described herein; and
- (b) the Mortgage Holder makes a Secured Creditor Claim based on the Oro Mortgage granted by the Company as follows:

1) Principal amount of interest in the Oro Mortgage claimed as at January 14th, 2008 250,000.00

2) Interest:

simple interest

compound interest method of calculating _____

Rate: 16 % per annum

Total unpaid interest claimed as owing at January 14th: 33,111.11

Per diem interest after January 14th 111.11

3) Costs payable under Oro Mortgage

3664.62 Legal Fees

Total

3664.62

Attach proof of costs paid (such as legal bills) and proof of advances under the Oro Mortgage as exhibits to this Proof of Claim

V. MORTGAGES GRANTED TO LESLIE STEVEN MASON (THE "SHIBLEY MORTGAGES")

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

(a) _____ hold mortgages (the "Mortgage Holder") granted by Sapphire Tower Development Corp. (the "Company") [or I hold the position of _____ of such Mortgage Holder] and have knowledge of all the circumstances connected with the Mortgage Holder described herein; and

(b) the Mortgage Holder makes a Secured Creditor Claim based on the Shibley Mortgages granted by the Company as follows:

1) Principal amount of the Shibley Mortgages claimed as at January 14th, 2008

2) Interest:

simple interest

compound interest method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th _____

3) Costs payable under the Shibley Mortgages

Total _____

Attach proof of costs paid (such as legal bills) as well as proof of legal costs secured under the Shibley Mortgages including itemized dockets of work done referable to the Company as exhibits to this Proof of Claim

**VI. CONSTRUCTION LIEN CLAIM BY TURNER FLEISCHER ARCHITECTS INC.
(THE "LIEN CLAIM")**

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

(a) I hold the position of _____ of Turner Fleischer Architects Inc. ("TFAI") which has made the Lien Claim against Sapphire Tower Development Corp. (the "Company") and have knowledge of all the circumstances connected with the Lien Claim described herein; and

(b) TFAI makes a Secured Creditor Claim under the Lien Claim as follows:

1) Amount owing under the Lien Claim as at January 14th, 2008

Amounts previously paid by the Company referable to the Lien Claim _____

2) Interest:

simple interest
 compound interest method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th.

3) Costs payable referable to the Lien Claim

Total _____

Attach proof of costs paid (such as legal bills) as well as the Claim for lien, Certificate of Action and evidence substantiating amounts payable under Lien Claim as exhibits to this Proof of Claim

VII. CLAIMS UNDER ADMINISTRATIVE CHARGES

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

- (a) I hold the position of _____ of _____ (the "Administrative Charge Claimant") and have knowledge of all the circumstances connected with the Administrative Charge Claim described herein; and
- (b) The Administrative Charge Claimant makes the following claim(s)
- 1) Claims under Administrative Charge in Initial Order of Justice Cumming dated July 20th, 2007 as at January 14th, 2008
Amounts secured under Charge \$ _____
 - 2) Claims under Administrative Charge in the Interim Receivership Order of Justice Cumming dated August 14th, 2007 as at January 14, 2008:
Amount Claimed \$ _____
 - 3) Claims under Order of Justice Cumming granting charge to Page, Martin LLP as counsel to the unsecured creditors as at January 14th, 2008:
Amount Claimed \$ _____

Itemized accounts of amounts claimed under these charges must be included as exhibits to your affidavit.

The Secured Creditor hereby authorizes the Interim Receiver to contact any Person to confirm that the information set out above conforms to the information contained in their records.

VIII. DETAILS OF SECURED CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

- (1) Have you acquired this Claim by Assignment or Transfer? (if yes, attach copies of documents evidencing assignment or transfer) Yes No
- (2) Is the Assignment or Transfer absolute or intended as security? Absolute
Intended as security
- (3) Full Legal Name of original Secured Creditor: _____

The Proof of Claim must be provided to and received by the Interim Receiver on or before January 4th, 2008, at the following address:

BDO Dunwoody Limited
 BCE Place
 123 Front St. W., Ste. 1200
 Toronto Ontario
 M5J 2M2
 Bruno Suppa
 Tel: (416) 865-0210 Ext. 3465
 Fax: (416) 865 0904
 Email: BSuppa@bdo.ca

SWORN BEFORE ME at the City of
Vancouver, in the Province of British Columbia
 this 2nd day of January, 2008

David Farrell

David Farrell
 Name: (Print)
 Title: Solicitor

Commissioner for Taking Affidavits, etc.

DAVID P. FARRELL
 Endeavour Financial Ltd.
 3123 - 595 Burrard St.
 Vancouver, BC
 Canada V7X 1J1

JUL 25 07 02:32p

HP CANADA

905-206-4153

*Pl Exhibit
Proof of costs
& advances
under the
Oro Mortgage.*

In Account With

Garfinkle, Biderman
Barristers & Solicitors

Oro Properties Limited
194 Richard Clark Drive,
Toronto, ON M3M 1V8

Attention: Bill Koutsouras

Garfinkle, Biderman LLP
Suite 801
One Financial Place
1 Adelaide Street East
Toronto, Ontario M5C 2V9
Telephone: (416) 869-1234
Facsimile: (416) 869-0547

Our File # 6606-01
June 26, 2007

Re: Oro Properties Limited loan to Sapphire Tower Development Corp.

TO OUR FEE for all services rendered to date herein in connection with the above-noted transaction including: to obtaining and reviewing Corporate, PPSA and property searches; to preparation of all security documents; to registration of all security in favour of Oro Properties Limited; to disbursement of funds and all matters necessary and incidental thereto:

OUR FEE HEREIN	\$2,905.00
G.S.T. x 6%	\$ 174.30
DISBURSEMENTS:	
Clearances- Real Estate	\$65.00
Transaction Levy surcharge	\$30.00
Teranet Searches	\$49.00
Searches- Corporate/ PPSA	\$373.00
Postage/ Email	\$15.00
G.S.T. x 6%	\$33.12
Total Fees	\$2,905.00
Total Disbursements	\$552.00
Total G.S.T.	\$ 207.42
Total Fees, Disbursements and G.S.T.	\$3,664.42

This is our Account Herein

GARFINKLE, BIDERMAN LLP

Barry M. Polisuk

*PAID July 26/07
Cheq # 073*

B. & O.E.

OST # R119421791

Pursuant to the Solicitors Act, interest at the rate of 4.5 % will be charged on overdue accounts.
When remitting please enclose the duplicate copy of this account.

Garfinkle, Biderman

Barristers & Solicitors

RONALD F. BIDLAMAN
MARVIN D. DEACON
BARRY M. FIDMAN
L. MYHEERA KAZIMAN
ANASTASIA MAERZBANSKI

RONALD HERRN
LOUIS M. LYTHENBERG
JIFFREY A. L. KRUMHOLTZ
DOROTA K. SNOJARSKA

LINDA J. POLJAK, Q.C.
EARL ADMAN
WENDY H. GREGGSON, LL.M.
HARRY GREENMAN

AVRIL W. HUBBEN
KIMBERLY A. GARRIE
ROBIN A. DUBOIS
MICHAEL R. DEWING

e-mail: bpolisuk@garfinkle.com

June 28, 2007

Oro Properties Limited
194 Richard Clark Drive
Toronto, ON M3M 1V8

Attention: Bill Koutsouras

Re: Oro Properties Limited loan to Sapphire Tower Development Corp.

Please find enclosed our Statement of Account for the above-noted transaction. We trust that you will find everything is in order, however should you have any question or concerns, please do not hesitate to contact the undersigned.

Yours very truly,

Garfinkle, Biderman LLP

Barry M. Polisuk
(computer generated signature)

Barry M. Polisuk


BMP: mc


Document

ORO PROPERTIES LIMITED
115 MARTIN ST.
KING CITY, ONTARIO L7B 1J5

0073

July 26/07
DATE

PAY TO GARFINKLE, BIDEKMAN \$ 3664⁴²₁₀₀
the order of THREE THOUSAND SIX HUNDRED & SIXTY-FOUR DOLLARS 

BMO  Bank of Montreal
LAKESHORE & PARK LAWN
2194 LAKESHORE BLVD. W. TEL: (416) 251-3323
ETOBICOKE, ONT. M9V 1A2



ORO PROPERTIES LIMITED


RE SAPPHIRE TOWER
FILE #6606-01

⑈000073⑈ ⑆04192⑈00⑆ ⑆039⑈749⑈



Requisition for Wire Transfer
Demande de virement télégraphique

Name of Branch Personnel / Nom de l'employé ROSE MACCHIONE		Area Code / Préfixe 416	Telephone No. / N° de téléphone 251 7082	Completion Date / Date d'établissement MARCH 22, 2007
Value Date / Date de valeur Y/A M/A D/J 2007 03 22	Currency / Devise CAD.	Amount / Montant 250,000		LP 404/406 verified: <input checked="" type="checkbox"/> yes <input type="checkbox"/> no LF404/406 vérifiés: <input type="checkbox"/> oui <input type="checkbox"/> non Call back done: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no <input type="checkbox"/> N/A Rappel tél. effectué: <input type="checkbox"/> oui <input checked="" type="checkbox"/> non <input type="checkbox"/> N/A
Transaction Ref. No. / N° de réf. de la transaction 01P 0419 070070	Ordering Bank / Banque donneuse d'ordre Name / Nom			
Beneficiary / Bénéficiaire Name / Nom SAPPHIRE TOWER DEVELOPMENT CORP.	Ordering Customer / Remettant Name / Nom ORD PROPERTIES LIMITED			
Street Address / Adresse 1 KING ST. WEST	Street Address / Adresse 115 MARTIN ST.			
City / Ville TORONTO ONT M5H 1A1	Country / Pays	City / Ville / Province King City ONTARIO	Tel. No. / N° de tél. # L7B-115 345-526-0265	
Account No. / N° du compte 11-10012	Message Type / Type de message 1,0,0 2,0		Priority / Priorité 0	
Receiving Bank / Banque destinataire	Correspondent Bank / Correspondant bancaire Correspondent Bank No. / N° du corresp. bancaire 9500000			Name / Nom de la banque CIBC
Account with Bank / Banque domiciliaire	Account with Bank / Banque domiciliaire Name / Nom CIBC			Street Address / Adresse 100 UNIVERSITY AVE
	City / Ville / Province TORONTO, ONT. M5J-1U6.			Purpose of Remittance / Objet de la remise REFERENCE: ORD INVESTMENTS IN SAPPHIRE
Details of Payment / Exécution de la remise 70: <input checked="" type="checkbox"/> Avail by Phone / Arriv. par téléphone No. CR. <input type="checkbox"/> Pay on Application & Identification / Payer sur demande et présentation de pièces d'identité	Intermediary Bank / Banque intermédiaire			Acronym / Abréviature TEST/CLE Y.O. N
Sender's Correspondent (Reimbursement) Bank / Correspondant bancaire de l'expéditeur (remboursement) 53:	Receiver's Correspondent Office / Bureau du correspondant destinataire 54:			
71 A: Bank to Bank Information / Renseignements interbancaires	72:			
Note / Remarque				
Prepared By / Remplie par	Approved/Authorized By / Approuvé par	Entry Operator / Ins. de l'opér.	Time / Heure	Verification Operator Ins. / Ins. du vérif. Time / Heure

[Handwritten signature]

