

# THE PRIVATE RESIDENCES AT HOTEL GEORGIA

## SECOND AMENDMENT TO DISCLOSURE STATEMENT REAL ESTATE DEVELOPMENT MARKETING ACT OF BRITISH COLUMBIA (the "Act") DATED JULY 8, 2008

*This document notes the amendments that have been made to the Disclosure Statement dated September 12, 2007 and First Amendment to Disclosure Statement dated October 18, 2007 (together, the "Disclosure Statement") with respect to an offering by GEORGIA PROPERTIES PARTNERSHIP for the sale of strata lots located at property currently having a proposed civic address at 667 Howe Street, Vancouver, British Columbia, in a development known as "The Private Residences at Hotel Georgia".*

**DEVELOPER:**

**Name:**

**GEORGIA PROPERTIES PARTNERSHIP**  
(the "Developer")

**Address for Service:**

c/o Parolin & Company  
Barristers and Solicitors  
1908 Cathedral Place  
925 West Georgia Street  
Vancouver, British Columbia V6C 3L2  
Attention: Dennis J.F. Parolin

**Head Office and Mailing Address:**

788 - 1199 West Hastings Street  
Vancouver, British Columbia V6E 3T5

**AGENT OF THE DEVELOPER:**

Sotheby's International Realty Canada  
1672 West 2<sup>nd</sup> Avenue  
Vancouver, British Columbia V6J 1H4

The Developer reserves the right to appoint additional or replacement agents or subagents.

### DISCLAIMER

This Amendment 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 Amendment, or whether the Amendment 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.



AMENDMENTS

1. The first two sentences of Section 1.4 are deleted and replaced with the following:  

“The directors of 0729909 B.C. Ltd. are Mr. Bruce Langereis and Mr. Kenneth Bowden.  
The directors of Hotel Georgia Management Ltd. are Mr. Bruce Langereis, Mr. Kenneth Bowden and Ms. Rita Sheau Ping Yii.”
2. The first sentence of the fourth paragraph of Subsection 3.3(a) is deleted and replaced with the following:  

“It is intended that the Common Property of the Development will include a multi-media room, a multi-function room, a lounge, a billiards room, washrooms, visitor parking and common bicycle storage areas.”
3. Paragraph 3.3(b)(iii) is deleted and replaced with the following:  

“(iii) men’s and ladies’ restrooms located adjacent to the indoor swimming pool.”
4. The first paragraph of Subsection 3.14(a) is deleted and replaced with the following:  

“The Development will include approximately four (4) bicycle storage lockers and thirty-nine (39) general storage lockers. The Developer intends to designate one or more of such storage lockers as Limited Common Property for the exclusive use of up to approximately forty-three (43) Owners. The Developer shall determine, in its sole discretion, which Strata Lots will have the exclusive use of one or more of such storage lockers. Such designation will be made on the Final Strata Plan which will be filed in the Land Title Office. Any such designation may be only be removed by unanimous resolution of the members of the Strata Corporation.”
5. Sections 4.3(a) and (b) are deleted and replaced with the following:  

**“4.3 Existing Encumbrances and Legal Notations**

**(a) Legal Notations**

The following legal notations are currently registered against title to the Property:

  - (i) Notice of Interest, Builders Lien Act (S.3(2)), see document filed under number BA564426, filed 2006-10-30;
  - (ii) Hereto is annexed Easement BB513654 over Lots 31, 32, 33, 34 and the South ½ of Lot 35 Block 41 District Lot 541 Plan 210;

- (iii) Heritage Revitalization Agreement, Vancouver Charter Sections 592, 601, See BB648705;
- (iv) Heritage Designation By-Law, Vancouver Charter Section 593, see documents filed under numbers BJ91210 and BM148463;
- (v) Personal Property Security Act Notice, see document filed under number BX267316, expires 2008/09/07.

**(b) Charges, Liens and Interests**

The following charges, liens and interests are currently registered against title to the Property:

- (i) Easement and Indemnity Agreements 348385M, GB9846, BB66613 in favour of the City;
- (ii) Statutory Right of Ways BB66615 and BB848265 in favour of the City;
- (iii) Equitable Charges BB66617 and BB848267 in favour of the City;
- (iv) Covenants BB648701 and BB648703 in favour of the City;
- (v) Mortgage BX267314, Assignment of Rents BX267315 and Modification of Mortgage BB602353 in favour of HSBC Bank Canada (the "HSBC Security");
- (vi) Priority Agreements BB66614, BB66616, BB66618, BB648702, BB648704, BB848266 and BB848268 granting Easement and Indemnity Agreement BB66613, Statutory Right of Way BB66615, Equitable Charge BB66617, Covenant BB648701, Covenant BB648703, Statutory Right of Way BB648265 and Equitable Charge BB848268 priority over the HSBC Security.

Title to the Property is also subject to subsisting conditions, provisos, restrictions, exceptions and reservations, including royalties, contained in the original grant, or in any other grant or disposition from the Crown.

The HSBC Security may be replaced with the Financing Security (as defined below at Section 6.2) and, in any event, will be released and discharged from title to the Property and, if applicable, the Strata Lots, in the manner described below at Section 6.2."

6. Subsection 4.4(a) is deleted and replaced with the following:

"(a) The Replacement Financing Security (as described in Section 6.2 below);"



7. Section 6.1 is deleted and replaced with the following:

**"6.1 Development Approval and Building Permit**

The Development was approved in principle by the City of Vancouver and such approval was confirmed in writing on February 27, 2007 subject to a number of conditions within the control of the Developer. Development Permit DE410870 was issued by the City of Vancouver on April 8, 2008, and Development Permit DE412059 amending Development Permit DE410870 was issued by the City of Vancouver on June 4, 2008. Building Permit BU438717 was issued by the City of Vancouver on December 19, 2007. Approval for the Stage 3 Tower Certified Professional Program Authorized Staged Construction under Building Permit BU438717 was issued by the City of Vancouver on May 27, 2008."

8. Section 6.2 is deleted and replaced with the following:

**"6.2 Satisfactory Financing Commitment**

The Developer has obtained a satisfactory financing commitment as a result of the combination of the existing financing secured by the HSBC Security, the availability of the Developer's own funds, and an unconditional commitment of an affiliated entity to advance the balance of any funds required to construct and complete the Development.

The Developer reserves the right to renew, extend and replace the financing secured by the HSBC Security at any time and from time to time and, in such event, title to the Property and, once created, the Strata Lots and Common Property, will be subject to a mortgage, assignment of rents and/or any other security reasonably required by the applicable lender with respect to the financing (the "Replacement Financing Security"). In the event the HSBC Security is not replaced by the Replacement Financing Security, then the Developer will cause HSBC Bank Canada to provide a partial discharge of the HSBC Security in respect of any Strata Lot within a reasonable period after completion of the purchase and sale thereof. In the event the Developer replaces the HSBC Security with the Replacement Financing Security, the Developer will cause the applicable lender to provide a partial discharge of the Replacement Financing Security in respect of any Strata Lot within a reasonable period after completion of the purchase and sale thereof. The HSBC Security or the Replacement Financing Security, as the case may be, may remain as a charge against the Common Property until such time as all sums secured by the HSBC Security, or the Replacement Financing Security, as the case may be, have been paid in full."

9. Pages 2 to 7 and 12 to 15, inclusive, of Exhibit "A" of the Disclosure Statement, comprised of the Draft Strata Plan for the Development, is hereby replaced with pages 2 to 7 and 12 to 15, inclusive, of the Draft Strata Plan attached hereto as Schedule "A".
10. Pages 1 and 2 of Exhibit "B" of the Disclosure Statement, comprised of the Table of

Areas for the Development, is hereby replaced with pages 1 and 2 of the Table of Areas attached hereto as Schedule "B".

11. Page 2 of Exhibit "C" of the Disclosure Statement, comprised of the Proposed Unit Entitlement for the Strata Lots in Form V under the *Strata Property Act* of British Columbia for the Development, is hereby replaced with page 2 of the Proposed Unit Entitlement for the Strata Lots in Form V under the *Strata Property Act* of British Columbia attached hereto as Schedule "C".
12. Exhibit "E" of the Disclosure Statement, comprised of the Budget and Monthly Assessments for the Development, is hereby replaced in its entirety with the Budget and Monthly Assessments attached hereto as Schedule "D".
13. Exhibit "G" of the Disclosure Statement, comprised of the Existing Encumbrances and Legal Notations for the Development, is hereby replaced in its entirety with the Existing Encumbrances and Legal Notations attached hereto as Schedule "E".
14. In all other respect, the Disclosure Statement dated September 12, 2007, as amended by First Amendment to Disclosure Statement dated October 18, 2007, remains unamended.



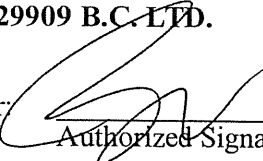
DECLARATION

The foregoing statements disclose, without misrepresentation, the amendments, as of October 18, 2007, to any material fact relating to the Development and contained in the Disclosure Statement dated September 12, 2007, as required by the *Real Estate Development Marketing Act* of British Columbia.

DEVELOPER:

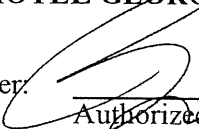
GEORGIA PROPERTIES PARTNERSHIP,  
by its partners:

0729909 B.C. LTD.


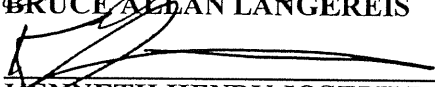
Per:  \_\_\_\_\_  
Authorized Signatory

and

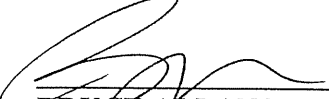

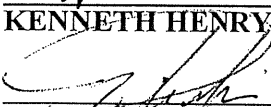
GEORGIA TRUST (2005), by its Trustee,  
HOTEL GEORGIA MANAGEMENT LTD.

Per:  \_\_\_\_\_  
Authorized Signatory

THE DIRECTORS OF 0729909 B.C. LTD.:

 \_\_\_\_\_  
BRUCE ALLAN LANGEREIS  
 \_\_\_\_\_  
KENNETH HENRY JOSEPH BOWDEN

THE DIRECTORS OF HOTEL GEORGIA MANAGEMENT LTD.:

 \_\_\_\_\_  
BRUCE ALLAN LANGEREIS  
 \_\_\_\_\_  
KENNETH HENRY JOSEPH BOWDEN  
 \_\_\_\_\_  
RITA SHEAU-PING YU

**SCHEDULE A**

**Pages 2 to 7 and 12 to 15 of**

**EXHIBIT "A"**

**DRAFT STRATA PLANS**

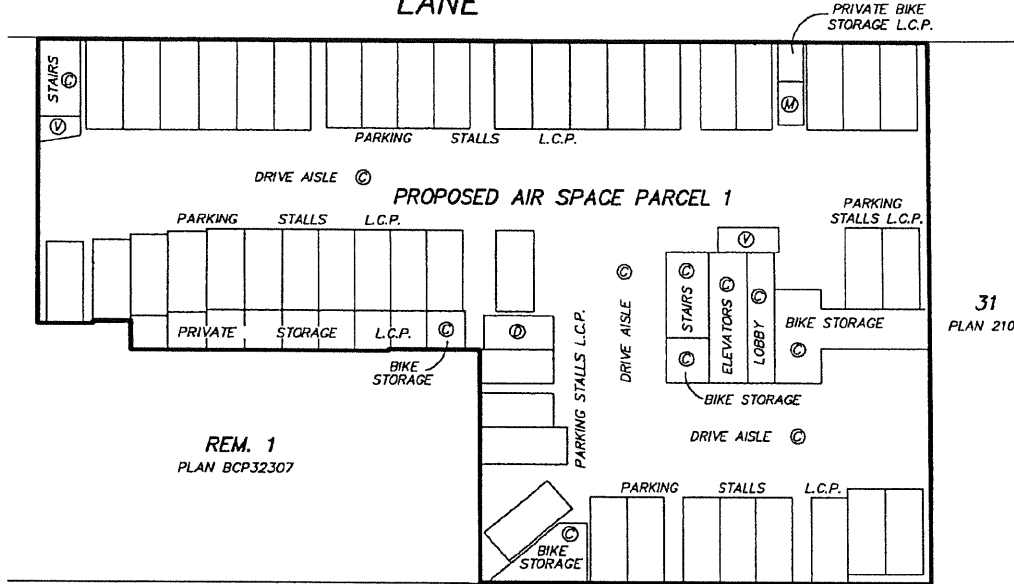


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0 5 10 15 20  
SCALE 1:300 DISTANCES ARE IN METRES



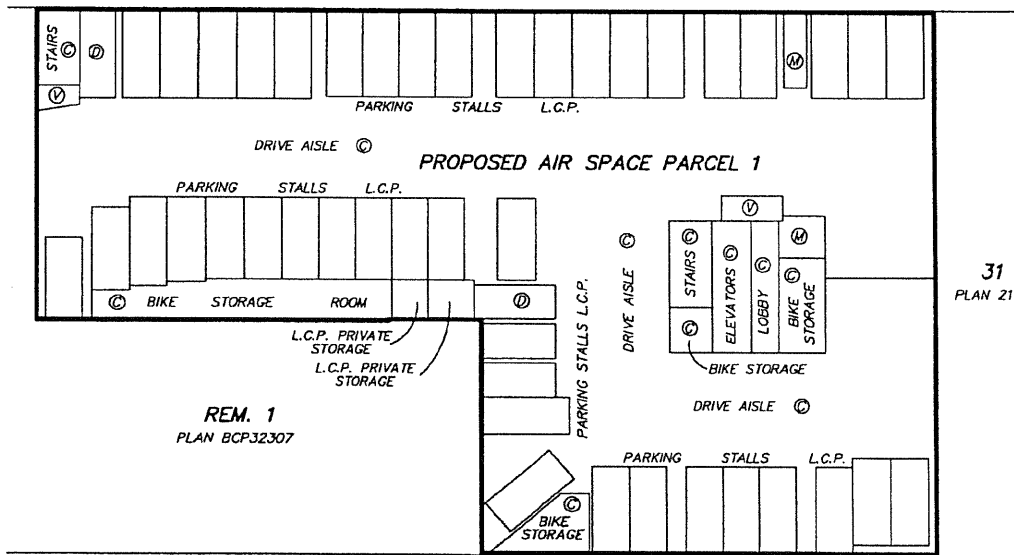
LANE



HOWE STREET

LEVEL P8

LANE



HOWE STREET

LEVEL P7

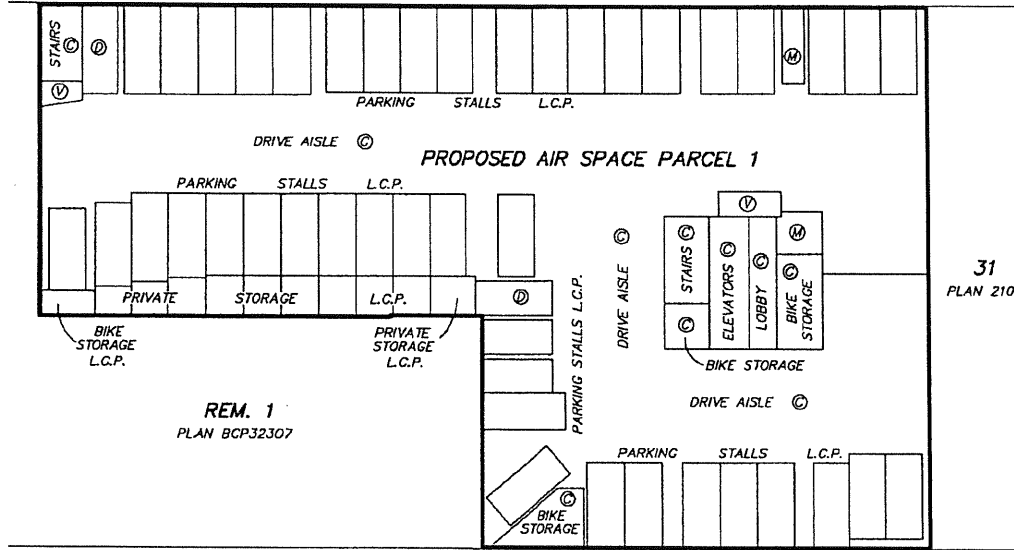


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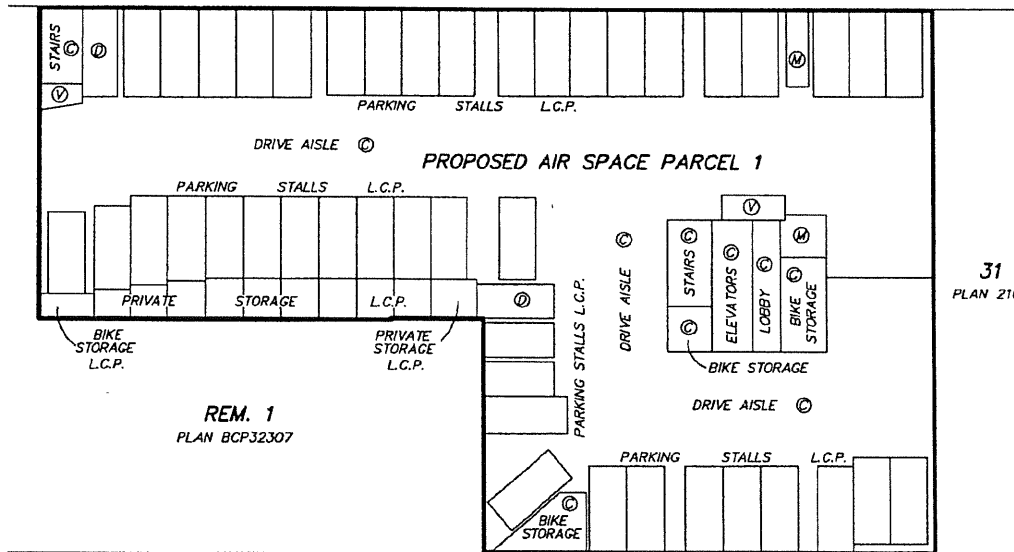
## LANE



## HOWE STREET

### LEVEL P6

## LANE



## HOWE STREET

### LEVEL P5

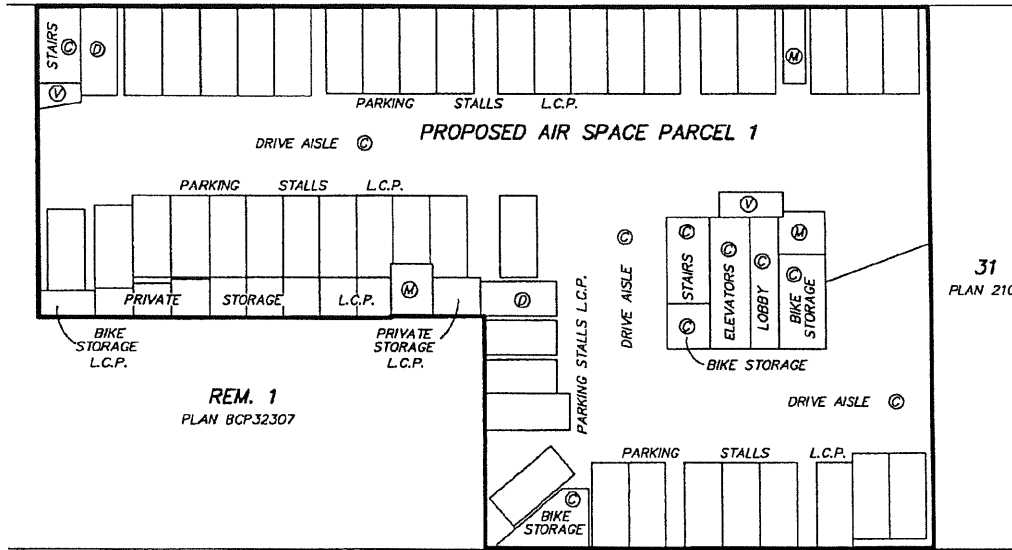
JUNE 25, 2008  
DWG. 3448-SP1

# FLOOR PLANS

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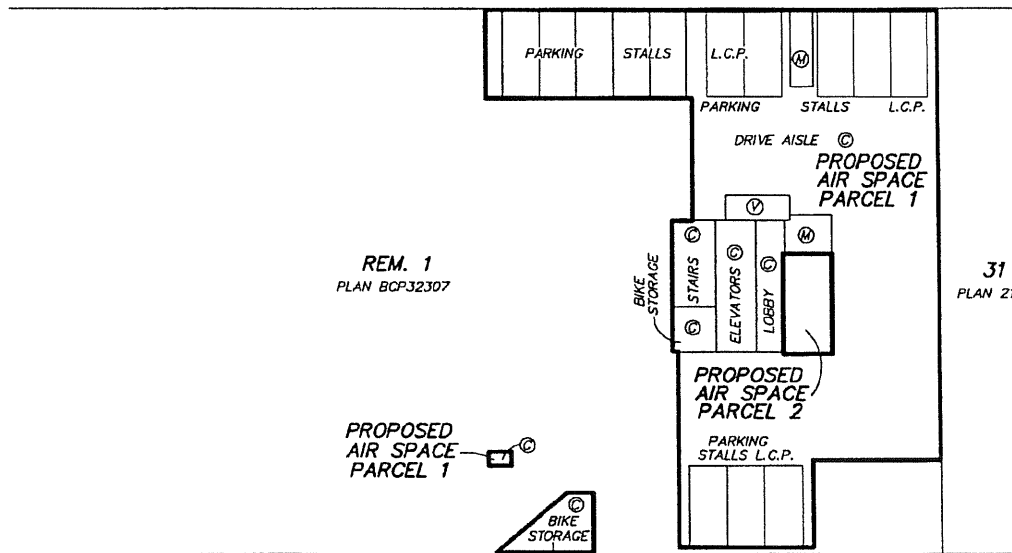
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HOWE STREET

LEVEL P4

LANE



HOWE STREET

LEVEL P3



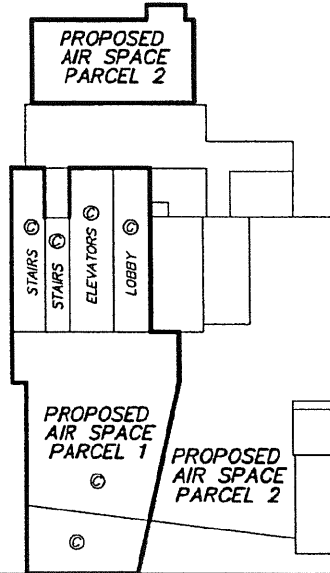
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SCALE 1 : 250 DISTANCES ARE IN METRES



LANE

REM. 1  
PLAN BCP32307



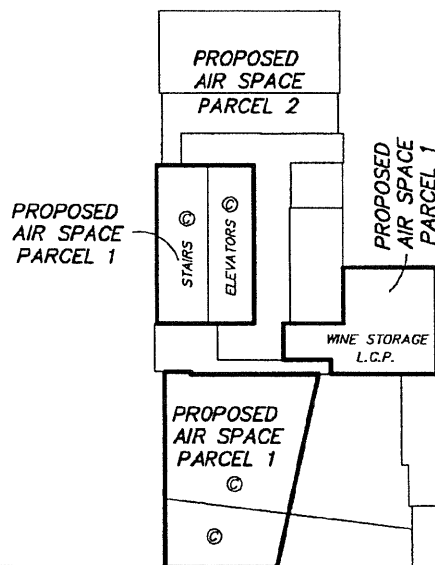
31  
PLAN 210

HOWE STREET

LEVEL 1

LANE

REM. 1  
PLAN BCP32307



31  
PLAN 210

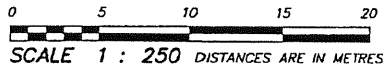
HOWE STREET

MEZZANINE LEVEL

JUNE 25, 2008  
DWG: 3448-SP1



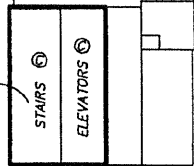
**FLOOR PLANS**



LANE

REM. 1  
PLAN BCP32307

PROPOSED  
AIR SPACE  
PARCEL 1



31  
PLAN 210

PROPOSED  
AIR SPACE  
PARCEL 2

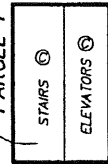
HOWE STREET

LEVEL 2

LANE

REM. 1  
PLAN BCP32307

PROPOSED  
AIR SPACE  
PARCEL 1



31  
PLAN 210

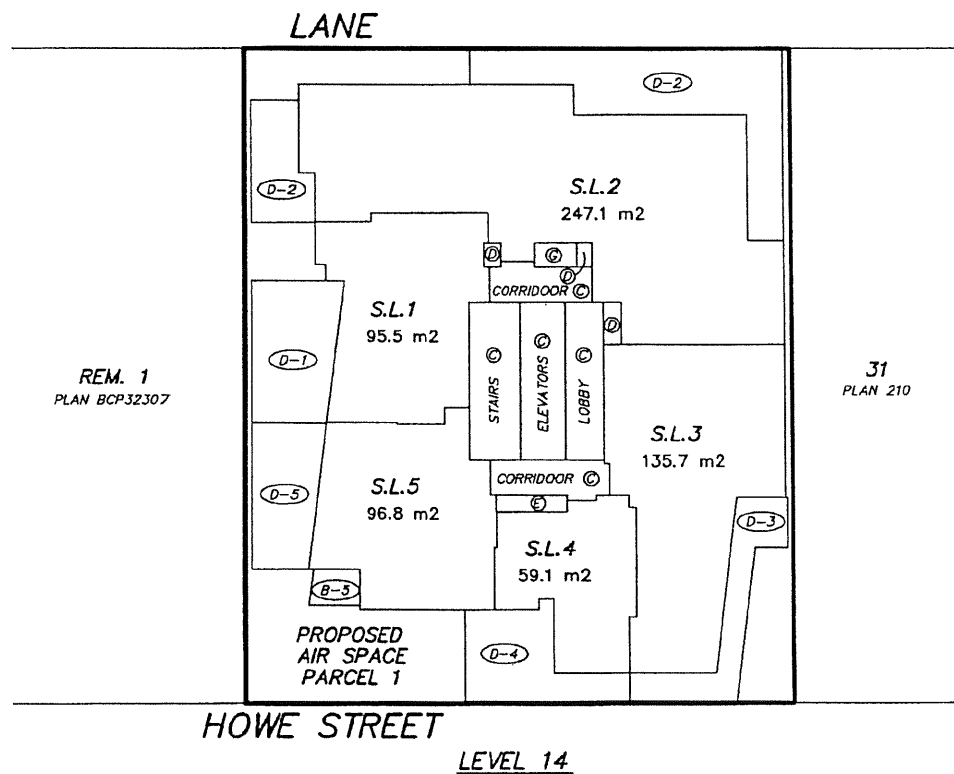
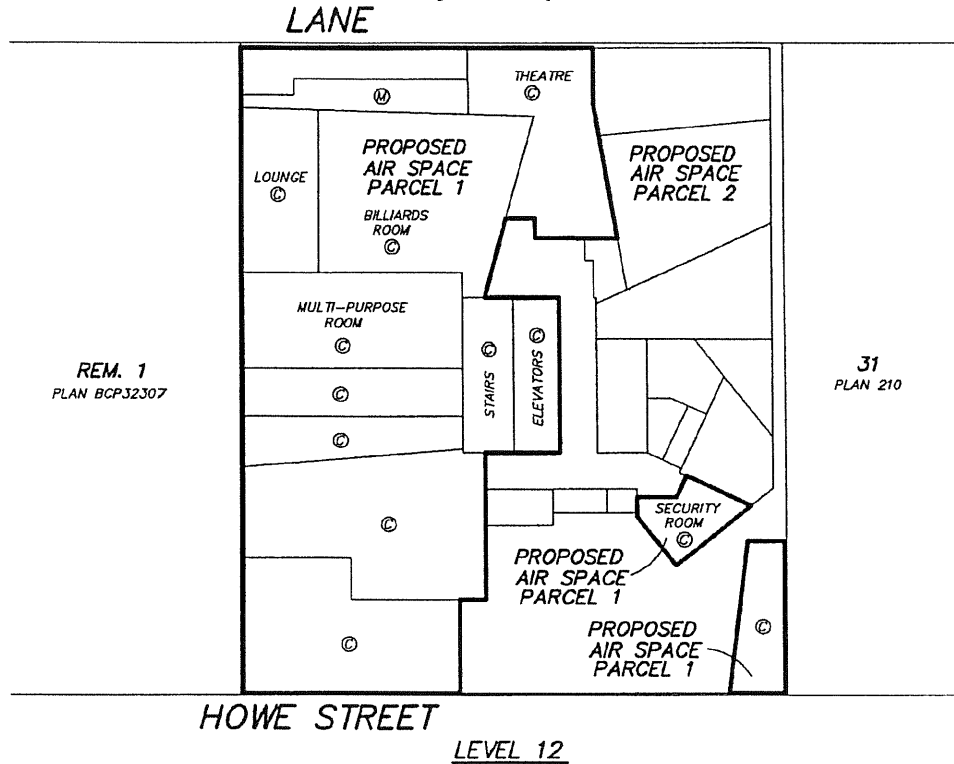
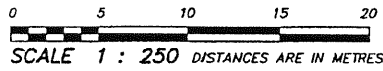
PROPOSED  
AIR SPACE  
PARCEL 2

HOWE STREET

LEVEL 3

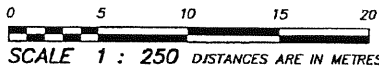


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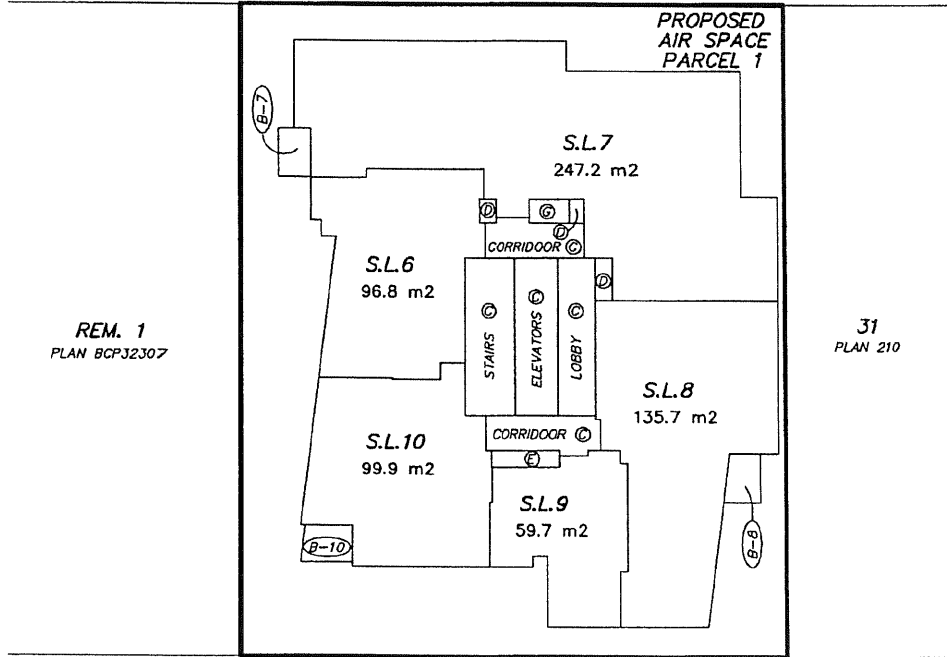


NOTE: LEVEL 13 HAS BEEN OMITTED FROM CONSECUTIVE FLOOR NUMBERING

# FLOOR PLANS



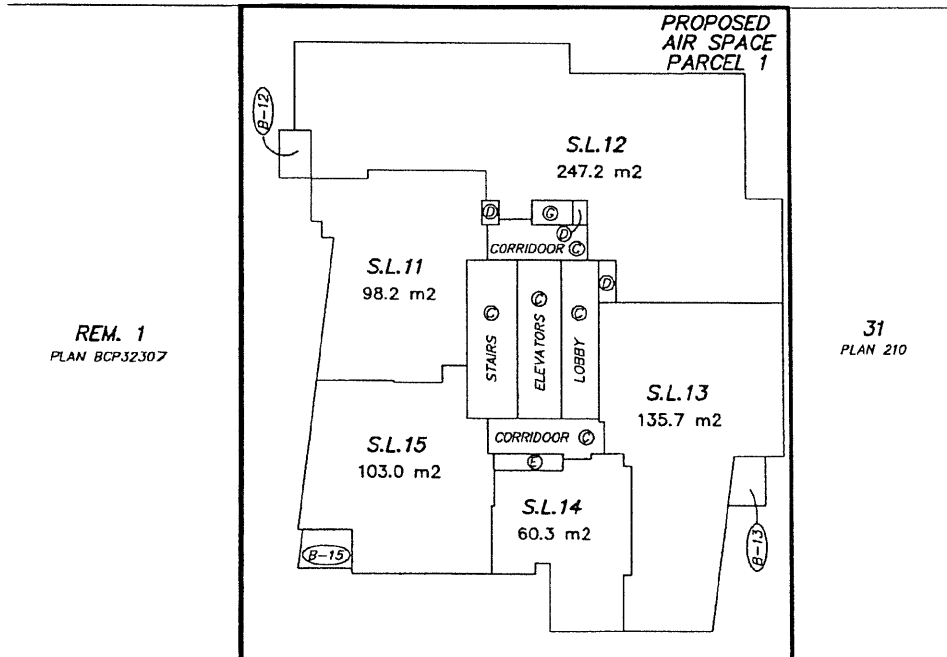
LANE



HOWE STREET

LEVEL 15

LANE



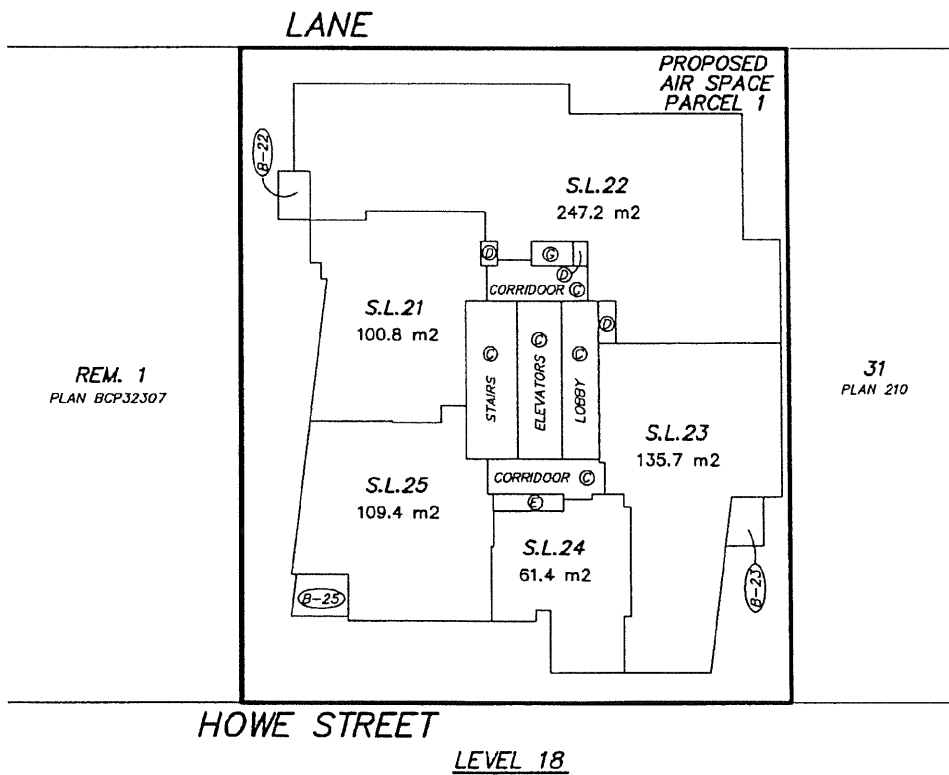
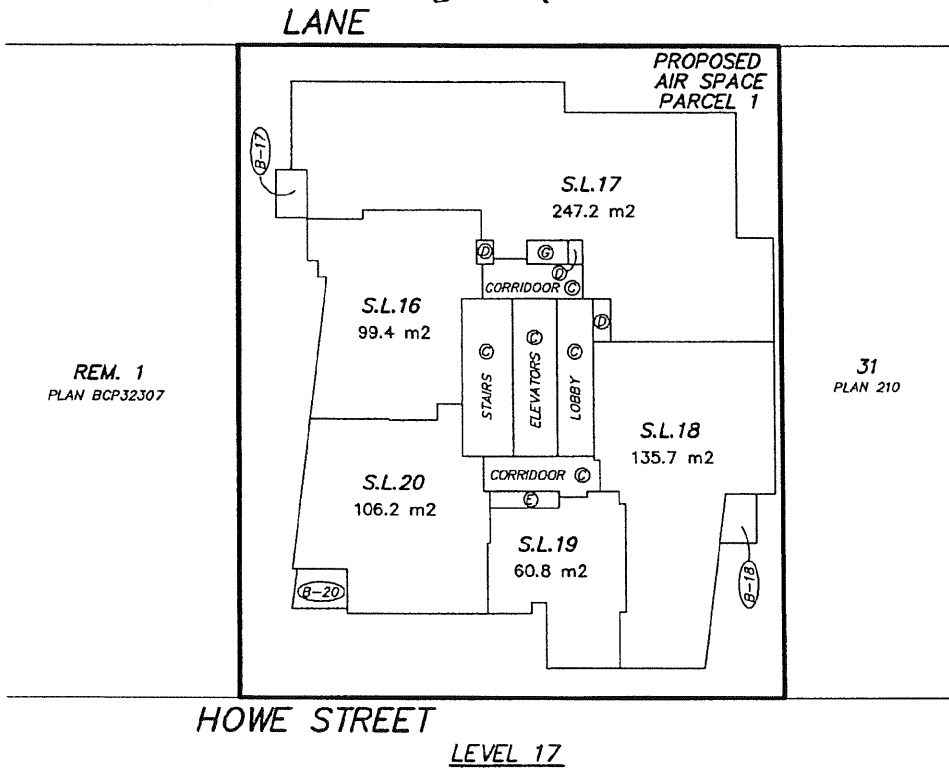
HOWE STREET

LEVEL 16

JUNE 25, 2008  
DWG: 3448-SP1

# FLOOR PLANS

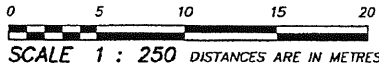
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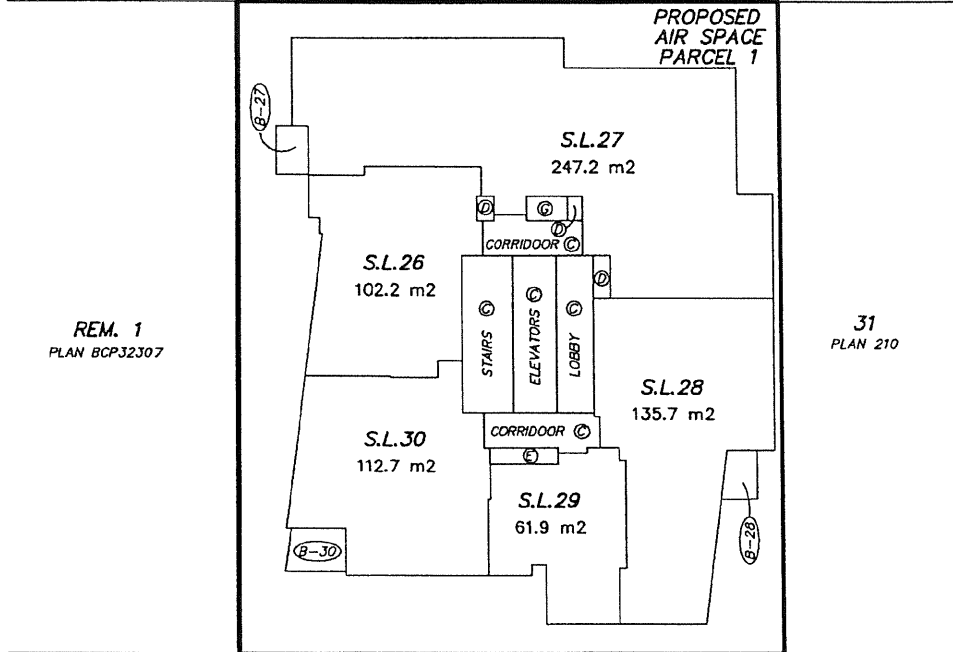
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# FLOOR PLANS



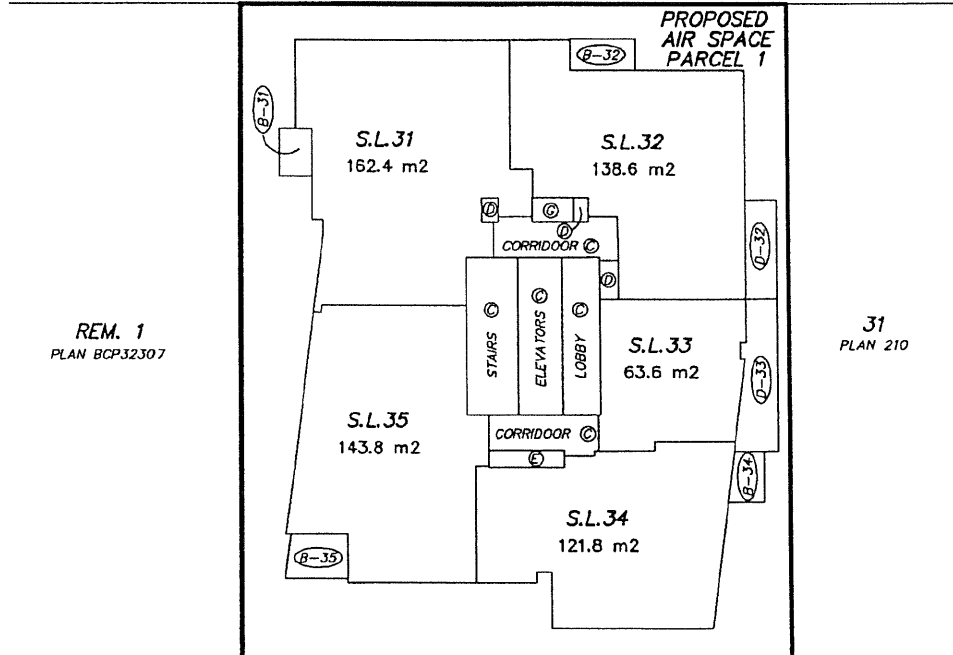
LANE



HOWE STREET

LEVEL 19

LANE



HOWE STREET

LEVEL 20

**SCHEDULE B**  
**Pages 1 and 2 of**  
**EXHIBIT "B"**  
**TABLE OF AREAS**



## TABLE OF AREAS

Preliminary Strata Plan June 10, 2008.

Being a Proposed Strata Plan of Proposed Air Space Parcel 1, Block 41 District Lot 541 Group 1  
New Westminster District Plan BCP \_\_\_\_\_

PID:

Unit Areas are measured as follows:

- centre line of demising walls between units
- centre line of corridor walls
- centre line of outside walls
- centre line of glass on outside walls when glass comprises the majority of the wall

<b>Strata Lot No.</b>	<b>Sheet No.</b>	<b>Habitable Area in m2</b>	<b>Habitable Area in ft2</b>
1	2	95.5	1028
2	2	247.2	2661
3	2	135.7	1461
4	2	59.1	636
5	2	96.8	1042
6	3	96.8	1042
7	3	247.2	2661
8	3	135.7	1461
9	3	59.7	643
10	3	99.9	1075
11	3	98.2	1057
12	3	247.2	2661
13	3	135.7	1461
14	3	60.3	649
15	3	103.0	1109
16	4	99.4	1070
17	4	247.2	2661
18	4	135.7	1461
19	4	60.8	654
20	4	106.2	1143
21	4	100.8	1085
22	4	247.2	2661



<b>Strata Lot No.</b>	<b>Sheet No.</b>	<b>Habitable Area in m2</b>	<b>Habitable Area in ft2</b>
23	4	135.7	1461
24	4	61.4	661
25	4	109.4	1178
26	5	102.2	1100
27	5	247.2	2661
28	5	135.7	1461
29	5	61.9	666
30	5	112.7	1213
31	5	162.4	1748
32	5	138.6	1492
33	5	63.6	685
34	5	121.8	1311
35	5	143.8	1548
36	6	163.1	1756
37	6	138.6	1492
38	6	63.6	685
39	6	122.4	1318
40	6	147.4	1587
41	6	163.6	1761
42	6	138.6	1492
43	6	63.6	685
44	6	123.0	1324
45	6	150.9	1624
46	7	164.2	1767
47	7	138.6	1492
48	7	63.6	685
49	7	123.7	1331
50	7	154.4	1662
51	7	164.8	1774
52	7	138.6	1492
53	7	63.6	685
54	7	124.3	1338
55	7	158.2	1703
56	8	165.4	1780
57	8	138.6	1492
58	8	63.6	685
59	8	125.0	1345
60	8	161.9	1743



**SCHEDULE C**

**Page 2 of**

**EXHIBIT "C"**

**PROPOSED UNIT ENTITLEMENT FOR THE STRATA LOTS IN FORM V  
UNDER THE *STRATA PROPERTY ACT* OF BRITISH COLUMBIA**



Strata Lot No.	Sheet No.	Habitable Area in m2	Unit Entitlement	%* of Total Unit Entitlement **
1	2	95.5	96	0.41
2	2	247.2	247	1.05
3	2	135.7	136	0.58
4	2	59.1	59	0.25
5	2	96.8	97	0.41
6	3	96.8	97	0.41
7	3	247.2	247	1.05
8	3	135.7	136	0.58
9	3	59.7	60	0.26
10	3	99.9	100	0.43
11	3	98.2	98	0.42
12	3	247.2	247	1.05
13	3	135.7	136	0.58
14	3	60.3	60	0.26
15	3	103.0	103	0.44
16	4	99.4	99	0.42
17	4	247.2	247	1.05
18	4	135.7	136	0.58
19	4	60.8	61	0.26
20	4	106.2	106	0.45
21	4	100.8	101	0.43
22	4	247.2	247	1.05
23	4	135.7	136	0.58
24	4	61.4	61	0.26
25	4	109.4	109	0.46
26	5	102.2	102	0.43
27	5	247.2	247	1.05
28	5	135.7	136	0.58
29	5	61.9	62	0.26
30	5	112.7	113	0.48
31	5	162.4	162	0.69
32	5	138.6	139	0.59
33	5	63.6	64	0.27
34	5	121.8	122	0.52

**SCHEDULE D**

**EXHIBIT "E"**

**BUDGET AND MONTHLY ASSESSMENTS**



**Residences at Hotel Georgia  
Proposed Budget**

<b>INCOME</b>	
Owner's Contributions	\$ 1,347,927.00
<b>TOTAL INCOME</b>	<b>\$ 1,347,927.00</b>
<b>EXPENSES</b>	
<b>Administration</b>	
Appraisal/Insurance	\$ 165,000.00
Audit	\$ 318.00
Bank Charges	\$ 120.00
Legal Fees	\$ 1,000.00
Miscellaneous	\$ 12,000.00
<b>Total Administration</b>	<b>\$ 178,438.00</b>
<b>Recreation</b>	
Recreation Facilities/Amenities Servicing & Maintenance	\$ 93,600.00
<b>Total Recreation</b>	<b>\$ 93,600.00</b>
<b>Utilities</b>	
Electricity	\$ 62,520.00
Gas	\$ 65,000.00
Water & Sewer	\$ 42,000.00
<b>Total Utilities</b>	<b>\$ 169,520.00</b>
<b>Contracts</b>	
Cleaning & Janitorial	\$ 149,000.00
Compactor Lease	\$ 7,000.00
Concierge Services	\$ 300,000.00
Electrical Vault Maintenance	\$ 13,250.00
Elevator Maintenance	\$ 31,280.00
Emergency Generator Operation and Maintenance	\$ 4,000.00
Fire Protection System Maintenance	\$ 15,000.00
Garbage/Recycling	\$ 14,500.00
High Speed Internet/Electronic Concierge	\$ 7,000.00
HVAC	\$ 100,000.00
Mechanical	\$ 20,000.00
Property Management	\$ 39,432.00
Security System Lease	\$ 10,000.00
<b>Total Contracts</b>	<b>\$ 710,462.00</b>
<b>Repairs &amp; Maintenance</b>	
Building Envelope Inspection	\$ 10,850.00
Driveway Maintenance	\$ 7,400.00
Repairs & Maintenance	\$ 79,450.00
Roof Top Mechanical Maintenance	\$ 1,520.00
Snow Removal	\$ 1,900.00
Window Washing	\$ 30,600.00
<b>Total Repairs &amp; Maintenance</b>	<b>\$ 131,720.00</b>
<b>Contingency Reserve Fund - 5%</b>	<b>\$ 64,187.00</b>
<b>TOTAL EXPENSES</b>	<b>\$ 1,347,927.00</b>





## RESIDENCES AT HOTEL GEORGIA - ESTIMATED STRATA FEES

STRATA LOT NUMBERS	UNIT ENTITLEMENT	CRF CONTRIBUTION	OPERATING EXP. CONTRIBUTION	TOTAL MONTHLY STRATA FEE
1	96	\$ 21.84	\$ 436.81	\$ 458.65
2	247	\$ 56.19	\$ 1,123.88	\$ 1,180.08
3	136	\$ 30.94	\$ 618.82	\$ 649.76
4	59	\$ 13.42	\$ 268.46	\$ 281.88
5	97	\$ 22.07	\$ 441.36	\$ 463.43
6	97	\$ 22.07	\$ 441.36	\$ 463.43
7	247	\$ 56.19	\$ 1,123.88	\$ 1,180.08
8	136	\$ 30.94	\$ 618.82	\$ 649.76
9	60	\$ 13.65	\$ 273.01	\$ 286.66
10	100	\$ 22.75	\$ 455.01	\$ 477.76
11	98	\$ 22.30	\$ 445.91	\$ 468.21
12	247	\$ 56.19	\$ 1,123.88	\$ 1,180.08
13	136	\$ 30.94	\$ 618.82	\$ 649.76
14	60	\$ 13.65	\$ 273.01	\$ 286.66
15	103	\$ 23.43	\$ 468.66	\$ 492.10
16	99	\$ 22.52	\$ 450.46	\$ 472.99
17	247	\$ 56.19	\$ 1,123.88	\$ 1,180.08
18	136	\$ 30.94	\$ 618.82	\$ 649.76
19	61	\$ 13.88	\$ 277.56	\$ 291.44
20	106	\$ 24.12	\$ 482.31	\$ 506.43
21	101	\$ 22.98	\$ 459.56	\$ 482.54
22	247	\$ 56.19	\$ 1,123.88	\$ 1,180.08
23	136	\$ 30.94	\$ 618.82	\$ 649.76
24	61	\$ 13.88	\$ 277.56	\$ 291.44
25	109	\$ 24.80	\$ 495.97	\$ 520.76
26	102	\$ 23.21	\$ 464.11	\$ 487.32
27	247	\$ 56.19	\$ 1,123.88	\$ 1,180.08
28	136	\$ 30.94	\$ 618.82	\$ 649.76
29	62	\$ 14.11	\$ 282.11	\$ 296.21
30	113	\$ 25.71	\$ 514.17	\$ 539.87
31	162	\$ 36.86	\$ 737.12	\$ 773.98
32	139	\$ 31.62	\$ 632.47	\$ 664.09
33	64	\$ 14.56	\$ 291.21	\$ 305.77
34	122	\$ 27.76	\$ 555.12	\$ 582.87
35	144	\$ 32.76	\$ 655.22	\$ 687.98
36	163	\$ 37.08	\$ 741.67	\$ 778.76
37	139	\$ 31.62	\$ 632.47	\$ 664.09
38	64	\$ 14.56	\$ 291.21	\$ 305.77
39	122	\$ 27.76	\$ 555.12	\$ 582.87
40	147	\$ 33.44	\$ 668.87	\$ 702.31
41	164	\$ 37.31	\$ 746.22	\$ 783.53
42	139	\$ 31.62	\$ 632.47	\$ 664.09
43	64	\$ 14.56	\$ 291.21	\$ 305.77
44	123	\$ 27.98	\$ 559.67	\$ 587.65
45	151	\$ 34.35	\$ 687.07	\$ 721.42
46	164	\$ 37.31	\$ 746.22	\$ 783.53
47	139	\$ 31.62	\$ 632.47	\$ 664.09
48	64	\$ 14.56	\$ 291.21	\$ 305.77
49	124	\$ 28.21	\$ 564.22	\$ 592.43

## RESIDENCES AT HOTEL GEORGIA - ESTIMATED STRATA FEES

STRATA LOT NUMBERS	UNIT ENTITLEMENT	CRF CONTRIBUTION	OPERATING EXP. CONTRIBUTION	TOTAL MONTHLY STRATA FEE
50	154	\$ 35.04	\$ 700.72	\$ 735.76
51	165	\$ 37.54	\$ 750.77	\$ 788.31
52	139	\$ 31.62	\$ 632.47	\$ 664.09
53	64	\$ 14.56	\$ 291.21	\$ 305.77
54	124	\$ 28.21	\$ 564.22	\$ 592.43
55	158	\$ 35.95	\$ 718.92	\$ 754.87
56	165	\$ 37.54	\$ 750.77	\$ 788.31
57	139	\$ 31.62	\$ 632.47	\$ 664.09
58	64	\$ 14.56	\$ 291.21	\$ 305.77
59	125	\$ 28.44	\$ 568.77	\$ 597.21
60	162	\$ 36.86	\$ 737.12	\$ 773.98
61	166	\$ 37.77	\$ 755.32	\$ 793.09
62	139	\$ 31.62	\$ 632.47	\$ 664.09
63	64	\$ 14.56	\$ 291.21	\$ 305.77
64	126	\$ 28.67	\$ 573.32	\$ 601.98
65	166	\$ 37.77	\$ 755.32	\$ 793.09
66	166	\$ 37.77	\$ 755.32	\$ 793.09
67	139	\$ 31.62	\$ 632.47	\$ 664.09
68	64	\$ 14.56	\$ 291.21	\$ 305.77
69	126	\$ 28.67	\$ 573.32	\$ 601.98
70	169	\$ 38.45	\$ 768.97	\$ 807.42
71	167	\$ 37.99	\$ 759.87	\$ 797.87
72	139	\$ 31.62	\$ 632.47	\$ 664.09
73	64	\$ 14.56	\$ 291.21	\$ 305.77
74	127	\$ 28.89	\$ 577.87	\$ 606.76
75	173	\$ 39.36	\$ 787.17	\$ 826.53
76	168	\$ 38.22	\$ 764.42	\$ 802.64
77	139	\$ 31.62	\$ 632.47	\$ 664.09
78	64	\$ 14.56	\$ 291.21	\$ 305.77
79	128	\$ 29.12	\$ 582.42	\$ 611.54
80	177	\$ 40.27	\$ 805.37	\$ 845.64
81	168	\$ 38.22	\$ 764.42	\$ 802.64
82	139	\$ 31.62	\$ 632.47	\$ 664.09
83	64	\$ 14.56	\$ 291.21	\$ 305.77
84	128	\$ 29.12	\$ 582.42	\$ 611.54
85	181	\$ 41.18	\$ 823.58	\$ 864.75
86	169	\$ 38.45	\$ 768.97	\$ 807.42
87	103	\$ 23.43	\$ 468.66	\$ 492.10
88	64	\$ 14.56	\$ 291.21	\$ 305.77
89	129	\$ 29.35	\$ 586.97	\$ 616.32
90	185	\$ 42.09	\$ 841.78	\$ 883.86
91	169	\$ 38.45	\$ 768.97	\$ 807.42
92	139	\$ 31.62	\$ 632.47	\$ 664.09
93	64	\$ 14.56	\$ 291.21	\$ 305.77
94	130	\$ 29.58	\$ 591.52	\$ 621.09
95	189	\$ 43.00	\$ 859.98	\$ 902.98
96	170	\$ 38.68	\$ 773.52	\$ 812.20
97	139	\$ 31.62	\$ 632.47	\$ 664.09
98	64	\$ 14.56	\$ 291.21	\$ 305.77

## RESIDENCES AT HOTEL GEORGIA - ESTIMATED STRATA FEES

STRATA LOT NUMBERS	UNIT ENTITLEMENT	CRF CONTRIBUTION	OPERATING EXP. CONTRIBUTION	TOTAL MONTHLY STRATA FEE
99	130	\$ 29.58	\$ 591.52	\$ 621.09
100	193	\$ 43.91	\$ 878.18	\$ 922.09
101	171	\$ 38.90	\$ 778.07	\$ 816.98
102	139	\$ 31.62	\$ 632.47	\$ 664.09
103	64	\$ 14.56	\$ 291.21	\$ 305.77
104	131	\$ 29.80	\$ 596.07	\$ 625.87
105	197	\$ 44.82	\$ 896.38	\$ 941.20
106	171	\$ 38.90	\$ 778.07	\$ 816.98
107	139	\$ 31.62	\$ 632.47	\$ 664.09
108	64	\$ 14.56	\$ 291.21	\$ 305.77
109	132	\$ 30.03	\$ 600.62	\$ 630.65
110	201	\$ 45.73	\$ 914.58	\$ 960.31
111	172	\$ 39.13	\$ 782.62	\$ 821.76
112	139	\$ 31.62	\$ 632.47	\$ 664.09
113	64	\$ 14.56	\$ 291.21	\$ 305.77
114	132	\$ 30.03	\$ 600.62	\$ 630.65
115	205	\$ 46.64	\$ 932.78	\$ 979.42
116	172	\$ 39.13	\$ 782.62	\$ 821.76
117	139	\$ 31.62	\$ 632.47	\$ 664.09
118	64	\$ 14.56	\$ 291.21	\$ 305.77
119	133	\$ 30.26	\$ 605.17	\$ 635.43
120	209	\$ 47.55	\$ 950.98	\$ 998.53
121	173	\$ 39.36	\$ 787.17	\$ 826.53
122	139	\$ 31.62	\$ 632.47	\$ 664.09
123	64	\$ 14.56	\$ 291.21	\$ 305.77
124	134	\$ 30.49	\$ 609.72	\$ 640.20
125	213	\$ 48.46	\$ 969.18	\$ 1,017.64
126	172	\$ 39.13	\$ 782.62	\$ 821.76
127	137	\$ 31.17	\$ 623.37	\$ 654.54
128	196	\$ 44.59	\$ 891.83	\$ 936.42
129	207	\$ 47.09	\$ 941.88	\$ 988.97
130	171	\$ 38.90	\$ 778.07	\$ 816.98
131	137	\$ 31.17	\$ 623.37	\$ 654.54
132	196	\$ 44.59	\$ 891.83	\$ 936.42
133	202	\$ 45.96	\$ 919.13	\$ 965.08
134	171	\$ 38.90	\$ 778.07	\$ 816.98
135	137	\$ 31.17	\$ 623.37	\$ 654.54
136	195	\$ 44.36	\$ 887.28	\$ 931.64
137	197	\$ 44.82	\$ 896.38	\$ 941.20
138	170	\$ 38.68	\$ 773.52	\$ 812.20
139	137	\$ 31.17	\$ 623.37	\$ 654.54
140	194	\$ 44.14	\$ 882.73	\$ 926.86
141	191	\$ 43.45	\$ 869.08	\$ 912.53
142	169	\$ 38.45	\$ 768.97	\$ 807.42
143	137	\$ 31.17	\$ 623.37	\$ 654.54
144	194	\$ 44.14	\$ 882.73	\$ 926.86
145	186	\$ 42.32	\$ 846.33	\$ 888.64
146	169	\$ 38.45	\$ 768.97	\$ 807.42
147	137	\$ 31.17	\$ 623.37	\$ 654.54

## RESIDENCES AT HOTEL GEORGIA - ESTIMATED STRATA FEES

STRATA LOT NUMBERS	UNIT ENTITLEMENT	CRF CONTRIBUTION	OPERATING EXP. CONTRIBUTION	TOTAL MONTHLY STRATA FEE
148	193	\$ 43.91	\$ 878.18	\$ 922.09
149	181	\$ 41.18	\$ 823.58	\$ 864.75
150	351	\$ 79.85	\$ 1,597.10	\$ 1,676.95
151	325	\$ 73.94	\$ 1,478.80	\$ 1,552.74
152	345	\$ 78.49	\$ 1,569.80	\$ 1,648.29
153	325	\$ 73.94	\$ 1,478.80	\$ 1,552.74
154	339	\$ 77.12	\$ 1,542.50	\$ 1,619.62
155	324	\$ 73.71	\$ 1,474.25	\$ 1,547.96
156	638	\$ 145.15	\$ 2,902.99	\$ 3,048.14
<b>Per Month</b>	<b>23511</b>	<b>\$ 5,348.92</b>	<b>\$ 106,978.33</b>	<b>\$ 112,327.25</b>
		multiply by 12 months	multiply by 12 months	multiply by 12 months
<b>Total Assessment Fees</b>		<b>\$ 64,187.00</b>	<b>\$ 1,283,740.00</b>	<b>\$ 1,347,927.00</b>



**SCHEDULE E**

**EXHIBIT "G"**

**EXISTING ENCUMBRANCES AND LEGAL NOTATIONS**



## EXHIBIT "G"

### Existing Encumbrances and Legal Notations

The capitalized terms defined in the Disclosure Statement and used in this Exhibit "G" shall have the meanings ascribed to such terms as provided in the Disclosure Statement.

Certain of the legal notations and encumbrances summarized below may not be required by the City once the Project has been completed and, as such, may be discharged and released from title to the Property.

#### Legal Notations registered against title to the Property:

1. Notice of Interest, Builders Lien Act (s.3(2)), BA564426. This is a notice that a lien filed under the *Builders Lien Act* (British Columbia) in respect of an improvement on the Property does not bind the registered owner in fee simple unless such improvement is undertaken at the express request of the registered owner.
2. The benefit of Easement BB513654. This Easement registered against title to adjacent lands located to the north of the Property permits the installation of undersurface anchor rods and the encroachment by overhead cranes and similar related works and encroachments in connection with the construction of the Project.
3. Heritage Revitalization Agreement, Vancouver Charter Section 592, 601, See BB648705. This legal notation relates to the heritage designation of the existing hotel building located on the Property and sets out the obligations of the owner of the Property to preserve, protect and restore certain heritage characteristics of the hotel building.
4. Heritage Designation By-Law, Vancouver Charter Section 593, see documents filed under numbers BJ91210 and BM148463. These notations relate to the heritage designation of the existing hotel building located on the Property.
5. Personal Property Security Act Notice, see BX267316. This notice relates to the HSBC Security and will be discharged and released from title to the Property at the time the HSBC Security is released and discharged from title.

#### Charges, Liens and Interests registered against title to the Property:

1. Easement and Indemnity Agreement 348385M in favour of the City. This Easement in favour of the City is for purposes of a commercial crossing over the sidewalk and boulevard on Howe Street between West Georgia Street and Dunsmuir Street. Pursuant to this Easement, the owner of the Property agrees to indemnify the City from any expenses whatsoever arising from the maintenance of this commercial crossing.
2. Easement and Indemnity Agreement GB9846 in favour of the City. This Easement permits the owner of the Property to construct and maintain two fire escapes affixed to the Hotel which encroach onto the City lane by up to four (4) feet and obliges the owner of the Property to indemnify the City from and against all damages arising from any failure to comply with the terms of the Easement or arising or resulting from such encroachments.



3. Easement and Indemnity Agreement BB66613 in favour of the City. This Easement permits the owner of the Property to keep and maintain certain above-grade portions of the existing heritage designated Hotel which encroach onto City property.
4. Statutory Right of Way BB66615 in favour of the City. This Statutory Right of Way grants to the City the right to enter upon those portions of the Property that the City Engineer considers necessary to inspect the encroachments referred to above at Paragraph 17 and to carry out any obligations of the owner of the Property that the owner of the Property fails to fulfill, observe or perform in connection with such encroachments.
5. Equitable Charge BB66617 in favour of the City. This is a charge over the Property securing payment to the City of all amounts due to the City pursuant to the charge agreement or pursuant to the City's encroachment bylaw.
6. Covenant BB648701 in favour of the City. Pursuant to this Covenant, the owner of the Property covenants not to permit use or occupation and not to apply for an occupancy permit for any new tower constructed on the Property or the heritage designated Hotel on the Property until the heritage rehabilitation of the heritage designated Hotel on the Property is completed in accordance with the agreements reached with the City.
7. Covenant BB648703 in favour of the City. Pursuant to this Covenant, the owner of the Property covenants to preserve, protect, maintain and keep in good order the heritage designated Hotel on the Property. This Covenant also provides that if the heritage designated Hotel presently located on the Property is destroyed and the owner is not obliged to repair the heritage designated Hotel under the heritage revitalization agreements entered into with the City, the replacement building shall be of similar mass, height and proportions as the existing heritage designated Hotel and in substantially the same location as the existing heritage designated Hotel. The Covenant also provides that the exterior features of the replacement building shall be a reasonable facsimile of the existing heritage designated Hotel, including the spirit and detail of the existing building using modern materials.
8. Statutory Right of Way BB648265 in favour of the City. This Statutory Right of Way grants the City the right to enter and be upon the Property to undertake and complete the heritage rehabilitation and the subsequent preservation, protection, and maintenance of the heritage designated Hotel building located on the Property if such work is not completed by the owner of the Property in accordance with Covenants BB648701 and BB648703 described above at Paragraphs 6 and 7.
9. Equitable Charge BB848268 in favour of the City. This is a charge over the Property for the payment of all sums due to the City relating to any heritage rehabilitation or subsequent preservation, protection, and maintenance of the heritage designated Hotel building undertaken by the City if such work is not completed by the owner of the Property in accordance with Covenants BB648701 and BB648703 described above at Paragraphs 6 and 7.