

WOODHAVEN

THIRD AMENDMENT TO DISCLOSURE STATEMENT DATED SEPTEMBER 21ST, 2005

SECOND AMENDMENT TO DISCLOSURE STATEMENT DATED JULY 20TH, 2005
FIRST AMENDMENT TO DISCLOSURE STATEMENT DATED APRIL 7TH, 2005
ORIGINAL DISCLOSURE STATEMENT DATED OCTOBER 14TH, 2004

0695826 B.C. LTD., a limited company, incorporated under the laws of the Province of British Columbia, under No. 0695826, being a bare trustee holding the property in trust for a Joint Venture made up of the following joint venturers:

420488 B.C. LTD., a limited company incorporated under the laws of the Province of British Columbia under number 420488

QUINN DEVELOPMENTS LTD., a limited company incorporated under the laws of the Province of British Columbia under number 514934 (formerly known as 514934 B.C. Ltd.)

493146 B.C. LTD., a limited company incorporated under the laws of the Province of British Columbia under number 493146

0704564 B.C. LTD., a limited company incorporated under the laws of the Province of British Columbia under number 0704564

0704644 B.C. LTD., a limited company incorporated under the laws of the Province of British Columbia under number 0704644

TAYSIDE DEVELOPMENTS LTD., a limited company incorporated under the laws of the Province of British Columbia under number 514938

R970 HOLDINGS LTD. a limited company incorporated under the laws of the Province of British Columbia under number 566705

MORRISEY DEVELOPMENTS LIMITED PARTNERSHIP. The general partner of the limited partnership is Morrisey Developments Ltd., a limited company incorporated under the laws of the Province of British Columbia under number 604275.

ADDRESSES FOR SERVICE:

For 0695826 B.C. LTD. – care of 2800 Park Place, 666 Burrard Street, Vancouver, BC V6E 2Z7

For 420488 B.C. LTD. - care of 200 – 121 St. Paul Street, Kamloops, BC, V2C 5K8

For 493146 B.C. LTD. – care of 810 – 175, 2nd Avenue, Kamloops, BC, V2C 5W1

For Quinn Developments Ltd. - care of 301 – 186 Victoria Street, Kamloops, BC, V2C 5R3

For 0704564 B.C. LTD. – care of 200-121 St. Paul Street, Kamloops, BC V2C 3K8

For 0704644 B.C. LTD. – care of 200-121 St. Paul Street, Kamloops, BC V2C 3K8

For TAYSIDE DEVELOPMENTS LTD. - care of 301 – 186 Victoria Street, Kamloops, BC, V2C 5R3

For R970 HOLDINGS LTD. - care of 200 – 121 St. Paul Street, Kamloops, BC, V2C 3K8

For MORRISEY DEVELOPMENTS LIMITED PARTNERSHIP and MORRISEY DEVELOPMENTS LTD. – care of 2800 Park Place, 666 Burrard Street, Vancouver, BC V6E 2Z7

REAL ESTATE AGENT: Remax Alpine Resort Realty Corp., 3270 Village Way, Sun Peaks, BC V0E 1Z1 or other licensed real estate agents.

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.

1. GENERAL DESCRIPTION

1.1 Paragraph 2.1 is amended to add the following:

"As buildings permits have now been issued for Phase 3 (Strata Lots 23 to 30 inclusive) all of the strata lots in Phases 1, 2 and 3 will be marketed upon the filing of this Third Amendment to the Disclosure Statement."

2. APPROVALS AND FINANCES

2.1 Paragraph 6.1 is amended to add the following:

"Building permits have now been issued for Phase 3 (Strata Lots 23 to 30 inclusive) by the Thompson Nicola Regional District."

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 A 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.

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 the 21st day of September, 2005

420488 B.C. LTD.


per:


BEN NIELSEN - Authorized Signatory


BEN NIELSEN - DIRECTOR

QUINN DEVELOPMENTS LTD.

per:


FRANK J. QUINN - Authorized Signatory


FRANK J. QUINN - DIRECTOR

TAYSIDE DEVELOPMENTS LTD.

Per:


JIM STEPHEN - Authorized Signatory


JIM STEPHEN - DIRECTOR

0704564 B.C. LTD.

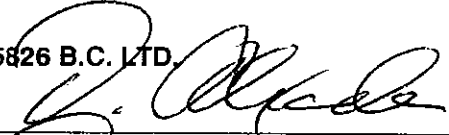
per:


BEN NIELSEN - Authorized Signatory


BEN NIELSEN - DIRECTOR


0695826 B.C. LTD.

per:


DARCY LANCE ALEXANDER - Authorized Signatory


DARCY LANCE ALEXANDER - DIRECTOR


FRANK QUINN - DIRECTOR


PETER NIXON - DIRECTOR

R 970 HOLDINGS LTD.

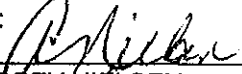
Per:

see Page 4a
JACQUELINE TOPOLEWSKI - Authorized Signatory

see Page 4a
JACQUELINE TOPOLEWSKI

0704644 B.C. LTD.

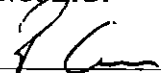
per:


AUDREY NIELSEN - Authorized Signatory


AUDREY NIELSEN - DIRECTOR

493146 B.C. LTD.


per:


RUSSELL R. CUNDARI - Authorized Signatory


RUSSELL R. CUNDARI - DIRECTOR

MORRISEY DEVELOPMENTS LTD.

Per:


DARCY LANCE ALEXANDER - Authorized Signatory


DARCY LANCE ALEXANDER - DIRECTOR


PETER NIXON - DIRECTOR

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Per:
JIM STEPHEN - Authorized Signatory~~

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