

PROTOCOL AGREEMENT JANUARY 30, 1997

WHEREAS, the Secwepemc People assert Aboriginal Title to the lands and resources of their traditional territory, including the area of Mount Tod and Sun Peaks Resort, and;

WHEREAS, the Secwepemc of the Lakes Communities, the Adams Lake, Little Shuswap and Neskonalith Indian Bands, being the successors of the people represented by Chief Neskonalith, maintain that the area of Mount Tod and Sun Peaks Resort lies within those lands recognized and set aside as Reserve Lands by instruction of her Majesty's representative for the Colony of British Columbia, Governor Sir James Douglas in 1862, such Reserved Lands now being the subject of a Specific Land Claim submitted to the Government of Canada, and;

WHEREAS, the Sun Peaks Resort Corporation entered into a development agreement with the Province of B. C. to which no one else was a party, under which Sun Peaks Resort Corporation and its principal shareholder, Nippon Cable of Japan have invested considerable resources in the Sun Peaks development, demonstrating a long term commitment to the economy of the region, and a vision of building a vibrant, multifaceted year round resort community with a growing residential population, and;

WHEREAS, the Secwepemc People have consistently valued a relationship with newcomers to the traditional territory based upon mutual respect and trust, and;

WHEREAS, the Secwepemc people acknowledge that Sun Peaks Resort Corporation and Nippon Cable wish to create an environmentally friendly and World Class development for the benefit of all citizens and investors, the parties seek to explore the extent of common interests in the creation of various economic opportunities in the area that the Secwepemc People assert is their traditional territory, and;

WHEREAS, the Secwepemc Chiefs and Nippon Cable/Sun Peaks Resort Corporation have held an initial formal meeting in Kamloops on January 26, 1996;

WHEREAS, the Secwepemc people, Nippon Cable and Sun Peaks Resort Corporation, confirm this agreement is not legally binding in any way on any party and it is without prejudice to or an admission of any party's rights, title or interest, in any land or resources. This agreement reaffirms the parties' commitment to work towards a mutually beneficial long term relationship.

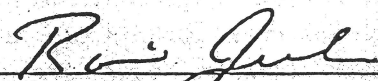
NOW THEREFORE, Nippon Cable and Sun Peaks Resort Corporation, along with the Chiefs of the Secwepemc (Shuswap) Nation, hereby declare their mutual intention to develop and pursue a formal relationship based upon mutual respect and trust, to enure to the benefit of their respective communities, investors and the economy of the region, and;

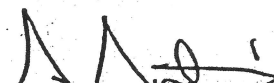
IN FURTHERANCE OF this mutual intention, Nippon Cable and Sun Peaks Resort Corporation, and the Secwepemc Chiefs undertake the following commitments:

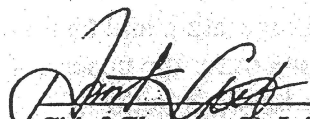
1. To hold formal joint meetings, at least twice a year, to discuss matters of mutual concern and to develop specific cooperative initiatives in respect of the long term benefits which flow from the aforesaid developments within the traditional territory.
2. To develop and maintain effective, open communications between each other at all times, particularly through the establishment of working committees to deal with specific matters as identified in ongoing joint meetings.

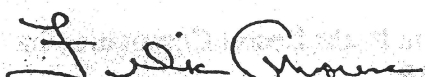
Signed this 30 day of January 19 97.

SECWEPEMC COMMUNITIES

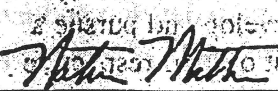

Chief Ron Jules
Adams Lake Indian Band


Chief Terry Porter
Bonaparte Indian Band


for Chief Clarence T. Jules (Manny)
Kamloop Indian Band

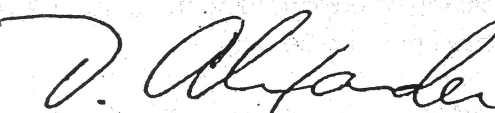

Chief Felix Arnouse
Little Shuswap Indian Band

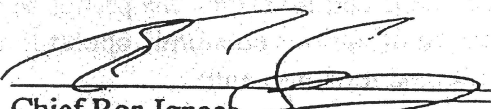

Chief Arthur Manuel
Neskonlith Indian Band

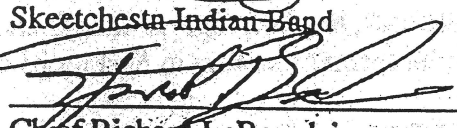

Chief Nathan Matthew
North Thompson Indian Band

NIPPON CABLE/SUN PEAKS RESORT


President - Nippon Cable/ Sun Peaks Resort


Manager - Sun Peaks Resort


Chief Ron Ignace
Skeetchestn Indian Band


Chief Richard LeBourdais
Whispering Pines/Clinton Indian Band