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Order

River Ranch Resort Corp., River Ranch Resort (VCC) Corp., River Ranch Resort (VCC II) Corp., River Ranch Limited Partnership, River Ranch Financial Corp., River Ranch Capital Corp., and Quantum Value Ventures (VCC) Corp.

and

Mark Cramer, Michael Cramer, IDF Financial Services Incorporated, 557515 B.C. Ltd. carrying on business as Comprehensive Holdings, Comprehensive Financial Services Inc., and Capital Financial Securities Inc.

Section 161 of the *Securities Act*, RSBC 1996, c. 418

Background

- ¶ 1 The Executive Director has entered into a Settlement Agreement with River Ranch Resort (VCC) Corp. (Ranch VCC), River Ranch Resort (VCC II) Corp. (Ranch #2 VCC), River Ranch Limited Partnership (Cow-Calf LP), River Ranch Financial Corp. (FinCorp), River Ranch Capital Corp. (CapCorp), and Quantum Value Ventures (VCC) Corp. (Quantum VCC), (who together with Strategic Concepts Investment Trust [Strategic Trust] are collectively the Offering Issuers) and Mark Cramer, Michael Cramer, (collectively the Individual Respondents) and IDF Financial Services Incorporated (IDF), 557515 B.C. Ltd. carrying on business as Comprehensive Holdings (Holding Company), Comprehensive Financial Services Inc. (Planning Firm), and Capital Financial Securities Inc. (Capital), River Ranch Resort Corp. (Ranch Private Co.), (collectively the Issuers) (all collectively the Respondents), a copy of which is attached as Schedule “A”.

The Order

- ¶ 2 The Executive Director, considering it to be in the public interest to do so, orders, by consent (the Order), that:

1. With respect to Mark Cramer (the Mark Cramer Order):
 - (a) under section 161(1)(c) of the Act, that the exemptions described in sections 44 to 47, 74, 75, 98 and 99 of the Act do not apply to Mark Cramer for a period of 12 years, except that he may trade in securities for his own account through a single account with a person registered to trade securities under the Act;
 - (b) under section 161(1)(d)(i) of the Act, that Mark Cramer resign any position he holds as a director or officer of any issuer, other than:

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- (i) Ranch Private Co, on condition that Ranch Private Co. does not issue any securities;
 - (ii) an issuer, where all of the securities are owned directly and beneficially by him, his wife or his children; and
 - (iii) issuers that do not issue any securities;
 - (c) under section 161(1)(d)(ii) of the Act, that Mark Cramer is prohibited from becoming or acting as a director or officer of any issuer, other than the Issuers described in paragraph 2, for 12 years;
 - (d) under section 161(1)(d)(iii) of the Act, that Mark Cramer is prohibited from engaging in investor relations activities, except to the extent necessary to facilitate the operations of Ranch Private Co, on condition that Ranch Private Co. does not issue any securities to any person that is not a securityholder of Ranch Private Co. as of the date of this order, for 12 years.
2. With respect to Michael Cramer (the Michael Cramer Order):
- (a) under section 161(1)(c) of the Act, that the exemptions described in sections 44 to 47, 74, 75 , 98 and 99 of the Act do not apply to Michael Cramer for a period of 12 years, except that he may trade in securities for his own account through a single account with a person registered to trade securities under the Act;
 - (b) under section 161(1)(d)(i) of the Act, that Michael Cramer resign any position he holds as a director or officer of any issuer, other than an issuer, where all of the securities are owned directly and beneficially by him, his father or his mother or issuers that do not issue any securities;
 - (c) under section 161(1)(d)(ii) of the Act, that Michael Cramer is prohibited from becoming or acting as a director or officer of any issuer, other than the Issuers described in paragraph 2, for 12 years; and
 - (d) under section 161(1)(d)(iii) of the Act, that Michael Cramer is prohibited from engaging in investor relations activities for 12 years.
3. With respect to Ranch VCC, Ranch #2 VCC, Cow-Calf LP, FinCorp, CapCorp, and Quantum VCC (the Offering Issuer Order) under section 161(1)(b) of the Act that all persons cease trading and be prohibited from

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purchasing the securities of Ranch VCC, Ranch #2 VCC, Cow-Calf LP, FinCorp, CapCorp, and Quantum VCC until a prospectus is filed and a receipt for a prospectus is obtained.

4. With respect to IDF (the IDF Order) under section 161(1)(f) that the registration of IDF is cancelled.
5. With respect to Holding Company, Planning Firm, and Capital (the Issuer Order) that:
 - (a) under section 161(1)(d)(iii) of the Act, that Holding Company, Planning Firm, and Capital are prohibited from engaging in investor relations activities; and
 - (b) under section 161(1)(c) of the Act, that the exemptions described in sections 44 to 47, 74, 75 , 98 and 99 of the Act do not apply to Holding Company, Planning Firm, and Capital.
6. With respect to Ranch Private Co. (the Ranch Private Co. Order) under section 161(1)(b) of the Act that all persons cease trading and be prohibited from purchasing the securities of Ranch Private Co. until a prospectus is filed and a receipt for a prospectus is obtained.

¶ 3 May 23, 2003

“Stephen J. Wilson”

¶ 4 Stephen J. Wilson
Executive Director