

CANADA)
PROVINCE OF SASKATCHEWAN)

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE
CREDITORS OF BIG SKY FARMS INC., DRYCAST SYSTEMS INC. and
BIG SKY MANAGEMENT CONSULTING CORP.

BEFORE THE HONOURABLE	)	ON THURSDAY,
	)	
MR. JUSTICE N.G. GABRIELSON	)	THE 18 TH DAY OF
	)	
IN CHAMBERS	)	MARCH, 2010

DRAFT ORDER

(Extension of Stay; Creation of Distribution Funding Payments Charge)

UPON THE APPLICATION of counsel on behalf of Ernst & Young Inc., Court-Appointed Monitor (the "Monitor") of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (the "Applicants"), and upon hearing Gary Meschishnick Q.C., counsel for the Monitor; Michael MacNaughton and M. Kim Anderson, counsel for Bank of Nova Scotia, Bank of Montreal, National Bank of Canada and Farm Credit Canada; Jeffrey M. Lee, counsel for the Applicants; and Grant Scharfstein, Q.C., counsel for Golden Opportunities Fund Inc., CIC Asset Management Inc., FCC Ventures, a Division of Farm Credit Canada, Florian Possberg and Cliff Wiegers; and upon reading the Notice of Motion of the Monitor dated March 15, 2010; the Seventh Report of the Monitor; the Draft Order; and the *Ex Parte* Initial Order of the Honourable Mr. Justice N.G. Gabrielson dated and issued in these proceedings on November 10, 2009, as amended by the *Ex Parte* Order of the Honourable Mr. Justice N.G. Gabrielson dated and issued in these proceedings on December 1, 2009 (the "**Initial Order**"), all filed:

IT IS HEREBY ORDERED, ADJUDGED AND DECLARED THAT:

1. Words and phrases contained in this Order which begin with capital letters and which are not otherwise expressly defined herein shall have the respective meanings ascribed thereto in the Initial Order or in the Second Amended and Restated Plan of Compromise and Arrangement of the Applicants dated March 15, 2010 (the "Plan")
2. Except as expressly amended by the terms of this Order, the Initial Order shall continue in full force and effect in accordance with its terms.

Notice and Service

3. The time for service of the Notice of Motion commencing this application (together with the materials filed in support of this application) shall be and is hereby abridged and further service of same is hereby dispensed with, such that this application is properly returnable on March 18, 2010.

Extension of Stay of Proceedings

4. The Initial Order, including the stay of proceedings against the Applicants provided for therein, is confirmed and extended and shall continue to apply in accordance with its terms and conditions from March 18, 2010 to and including the earlier of:

(i) 11:59 p.m. Central Standard Time March 23, 2010; or

(ii) 11:59 p.m. Central Standard Time one Business Day after the Plan Implementation Date;

whereupon such stay of proceedings will automatically terminate without further Order of this Court.

Additional Paragraphs Included In The Initial Order

5. The Initial Order shall be and is hereby amended by adding the following paragraphs immediately after paragraph 41 thereof:

Distribution Funding Payments Charge

41A. The Monitor shall be entitled to the benefits of and is hereby granted a charge (the "**Distribution Funding Payments Charge**") on the Property in an amount equal to the total aggregate amount of the Plan Distribution Fund and the Disputed Claims Reserve and the payment of the distributions contemplated by Section 5.2 of the Plan, as amended, each such amount as estimated by the Applicants and the Monitor (the "**Distribution Funding Payments**"), as security for payment of the Distribution Funding Payments by the Applicants to the Monitor, both before and after the making of this Order in respect of these proceedings.

41B. Notwithstanding paragraph 42 of this Order, the Distribution Funding Payments Charge shall rank in priority over all other Charges except the Administration Charge and shall not be affected or compromised by the Plan or the Stay of Proceedings.

41C. The Distribution Funding Payments Charge shall survive the Plan Implementation Date and shall only be discharged upon receipt by the Monitor of payment of the Distribution Funding Payments in the form of one or more certified cheques, bank drafts or solicitor's trust cheques which (in the aggregate) equal the total aggregate amount of the Distribution Funding Payments.

6. The Initial Order shall be and is hereby further amended by deleting existing paragraph 42 therefrom and replacing it with the following paragraph 42:

42. The priorities of the Directors' Charge, the Administration Charge, the DIP Lenders' Charge and the Distribution Funding Payments Charge (collectively, the "Charges"), as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$500,000.00);

Second – Distribution Funding Payments Charge (to the maximum amount of \$5,100,000.00);

Third - DIP Lenders' Charge (to the maximum amount of \$6,300,000.00); and

Fourth – Directors' Charge (to the maximum amount of \$2,000,000).

DATED at Saskatoon, Saskatchewan this 18th day of March, 2010.

(Seal)

(Deputy) Local Registrar

This document was delivered by:

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