

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.

NOTICE OF MOTION

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

TAKE NOTICE that an application will be made to the Honourable Mr. Justice N.G. Gabrielson in Chambers at the Court House, 520 Spadina Crescent East, Saskatoon, Saskatchewan, on Thursday, the 18th day of March, 2010, at eight thirty (8:30) o'clock in the forenoon, or so soon thereafter as counsel may be heard 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. (collectively, the "**Applicants**" or "**Big Sky**") for the following items of relief, pursuant to sections 11(1), 11(4), 11.52(1)(c) and 12 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**"), 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**") and the inherent jurisdiction of this Honourable Court, namely:

Notice and Service

- I. An Order declaring that the time for service of this Notice of Motion and the materials filed by the Monitor in support of this Notice of Motion is hereby abridged,

and directing that further service of this Notice of Motion be dispensed with, such that this application is properly returnable on March 18, 2010.

Extension of Stay of Proceedings

2. An Order providing that the CCAA Initial Order, and the stay of proceedings against the Applicants provided for therein, shall be confirmed and extended and shall continue to apply in accordance with its terms, from March 18, 2010 to and including the earlier of:
 - a. 11:59 p.m. Central Standard Time March 23, 2010; or
 - b. 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.

3. An Order amending the Initial Order to add the following paragraphs immediately after paragraph 41:

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.

4. An Order amending the Initial Order 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).

AND FURTHER TAKE NOTICE that the grounds to be argued in support of this application are as follows, namely:

Extension of Stay of Proceedings

1. Each of the Applicants is a "debtor company" to which the CCAA applies and in respect of which the Initial Order has been granted.
2. The stay of proceedings granted by the Initial Order expires on Thursday, March 18, 2010 at 11:59 p.m. Central Standard Time.
3. Since the granting of the Initial Order, the Applicants have continued to carry on business in the ordinary course, except as affected by the Initial Order, have filed the Amended & Restated Plan of Compromise and Arrangement ("Amended Plan") that was supported by the Senior Secured Lenders, approved by the requisite majority of creditor, and sanctioned by the Honorable Court.
4. The Applicants have been acting and are acting diligently and in good faith to satisfy the conditions precedent to implementation of the Amended Plan.

5. The extension of the Stay of Proceedings by no longer than 3 business days is necessary to allow the Applicants time to satisfy the conditions precedent to implementation which includes amending the Amended Plan to allow for funding of the Distribution Funding Payments.
6. The Senior Secured Lenders continue to support the Applicants in its restructuring efforts including the requested extension.

Creation of Distribution Funding Payments Charge

7. It is a condition precedent to implementation of the Amended Plan that the Applicants pay to the Monitor the Distribution Funding Payment.
8. It is projected that the Applicants will not have sufficient cash to fully fund the payment of the Distribution Funding Payments before date set for implementation of the Amended Plan.
9. The Applicants and the Senior Secured Lenders have agreed to the terms of a new credit facility that is effective only on implementation of the Amended Plan ("Exit Credit Facility").
10. The Senior Secured Lenders have agreed that the Exit Credit Facility can be drawn to satisfy payment of the Fund Distribution Payments after Implementation of the Amended Plan.
11. In order to ensure payment of the dividends to unsecured creditors with proven claims and the creation of the reserve for disputed claims required by the Amended Plan, it is necessary to secure payment of these amounts between the date of implementation of the Amended Plan and access to the Exit Credit Facility.
12. Section 10.2 of the Amended Plan allows for amendment to the Amended Plan without further order of the CCAA Court or notice to the creditors so long as the Applicants, the Monitor and the Senior Secured Lenders, acting reasonably and in good faith, determine that such amendments are technical or administrative in nature,

would not materially prejudice the interests of creditors affected by the Amended Plan and are necessary in order to give effect to the substance of the Amended Plan.

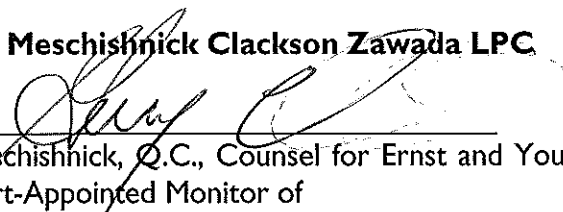
13. The amendments proposed by the Applicants are technical in nature and are necessary to give effect to the substance of the Amended Plan. The creation of the Distribution Funding Payments Charge ensures that the creditors affected by the Amended Plan are not prejudiced by the amendments.

AND FURTHER TAKE NOTICE that in support of this application will be read:

1. This Notice of Motion;
2. The Seventh Report of the Monitor;
3. A form of Draft Order;
4. The pleadings and proceedings had and taken herein; and
5. Such further and other materials as counsel may advise and this Honourable Court may allow.

DATED at Saskatoon, Saskatchewan, this 15 day of March, 2010.

Wallace Meschishnick Clackson Zawada LPC

Per: 

Gary Meschishnick, Q.C., Counsel for Ernst and Young Inc., Court-Appointed Monitor of Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp.

TO: **Local Registrar**
Court of Queen's Bench
Judicial Centre of Saskatoon

AND TO: Those parties listed on the Service List attached and marked as Schedule "A"

This document was delivered by:

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Our File No. 6694-13545

SCHEDULE A

Q.B. No. 1461 of 2009

IN THE QUEEN'S BENCH JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE COMPANIES' CREDITOR 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
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Allen Enterprises Ltd.	Chuck Allen	Box 75, Weekes, SK S0G 1V0	(P) 306-278-2754 nell@sasktel.net	Email
Shafer Commodities Inc.	Ian A. Sutherland	c/o McDougall Gaulley LLP Box 638, Saskatoon, SK S7K 3L7	(P) 306-653-1212 isutherland@mcdougallgaulley.com	Email
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Updated December 8, 2009				
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J&R Pristie Holdings Ltd.		Box 1270 Preeceville, SK. S0A 3B0	(F) 306-547-2292 (P) 306-547-4636	Fax
FCC Ventures, a division of Farm Credit Canada		1936 Wottinghill Gate Oakville, ON L6M 1X4	jkennedy@avrioventures.com (P) 905-465-0885	Email
Humboldt Fire Extinguisher Inc.	Harold Thiessing	Box 1931 Humboldt SK.	cchtck@sasktel.net (P) 306-682-3582	Email
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Curle Farms	John Curle	Box 673 Porcupine Plain SK. S0E 1H2	Cujs_44@hotmail.com (P) 306-278-2545	Email
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Legacy Farms Ltd.		Box 408 Maclin SK. S0L 2C0	marle_stang@yahoo.com (P) 306-753-2707	Email
R.M. of Bjorkdale No. 426		Box 10 Crooked River SK. S0E 0R0	Rm.426.bjork@xplornet.com (P) 306-873-2470	Email
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Updated December 16, 2009				
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True Value Hardware		Box 444 Humboldt SK.,	truevh@sasktel.net (P) 306-682-0735	Email
R.M. of Hazel Dell 335		Box 87 Okla SK, S0A 2X0	Rm335@sasktel.net (P) 306-3254315	Email
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CDMV Inc.		2999 Ave Choquette, C.P. 608 St. Hyacinthe, QB J2S 7C2	Helene.beaudoin@cdmv.com (P) 450-771-2368	Email
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Preeceville Midtown Service		Box 709 Preeceville SK S0A 3B0	Mid-sub@hotmail.com	Email
Quality Tire Service Ltd.		12 McDonald St N Regina SK	randy@qualitytire.ca (P) 306-721-0113	Email
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Scale Tech Systems		505 – 45 th Street East Saskatoon SK S7K 0W3	ike@scaletech.ca (P) 306-933-4402	Email
Schippers Canada		18, 7102 – 52 St Lacombe AB	info@schippers.ca (F) 403-786-9911	Email
Sparks Farms Ltd.		Box 281 Milden SK S0L 2L0	(F) 306-935-4511 (P) 306-935-4511	Fax
Tisdale Motor Rewinding		Box 2198 Tisdale SK S0E 1T0	tmr@sasktel.net (P) 306 873-2881	Email
Village of Invermay		Box 234 Invermay SK S0A 1M0	(F) 306-593-2242 (P) 306-593-2242	Fax
Wheatbelt Sales (2003) Inc.		Box 40, Hwy 5 East Wadena SK S0A 4S0	(F) 306-338-3668 (P) 306-338-2588	Fax
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Updated January 4, 2010				
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Crystal Spring Hog Equipment		Box 10 St. Agathe MB R0G 1Y0	carol@cshe.com (P) 204-433-7178	Email
R.M. of Sasman No. 336		Box 130 Koroki, SK S0A 1Y0	Rm336@yourlink.ca (P) 306338-2263	Email
Sasktel		2121 Sask Drive Regina, SK. S4P 3Y2	brent.munro@sasktel.net (p) 306-777-4648	Email
Workers Compensation Board		115 – 24 th St E Saskatoon, SK., S7K 1L5	(F) 306-933-6312 (P) 306-933-6475	Fax
Updated January 14, 2010				
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Updated January 25, 2010				
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