

DUPLICATE
ORIGINAL

Q.B. No. 1461 of 2009

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.

APPLICANTS

BEFORE THE HONOURABLE) ON WEDNESDAY,
MR. JUSTICE N.G. GABRIELSON) THE 9TH DAY OF
IN CHAMBERS) DECEMBER, 2009

ORDER

**(Extension of Stay; Modification of Administration Charge;
Extension of Deadline For Filing of Plan of Arrangement)**

UPON THE APPLICATION of counsel on behalf of the Applicants, Big Sky Farms Inc., Drycast Systems Inc. and Big Sky Management Consulting Corp. (collectively, the "Applicants" or "Big Sky"), and upon hearing Jeffrey M. Lee, counsel for the Applicants; Michael MacNaughton, counsel for Bank of Nova Scotia, Bank of Montreal, National Bank of Canada and Farm Credit Canada; Gary Meschishnick, counsel for the Monitor, Ernst & Young Inc.; 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 Wieggers; and upon reading the Notice of Motion of the Applicants dated December 4, 2009; the Second Supplementary Affidavit of Canute Tagseth sworn on December 4, 2009; the First 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**”) and the Affidavit of Service of Julie G. Reid sworn December 8, 2009, 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.
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, such that this application is properly returnable on December 9, 2009 and further service thereof on any other person is hereby dispensed with.

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, save and except as amended by this Order, until 11:59 p.m. Central Standard Time on Monday, February 1, 2010.

Modification of Administration Charge

5. Paragraph 33 of the Initial Order shall be and is hereby amended so as to read as follows (amendment identified in underlined font):

33. The Monitor, legal counsel to the Monitor and legal counsel to the Applicants may render accounts on a periodic basis and the Applicants shall pay such accounts when rendered, subject to any final assessments and taxations ordered by this Court. Legal counsel to the board of directors of Big Sky Farms Inc. may render accounts on a periodic basis, and the Applicants shall pay such accounts, to a maximum aggregate amount not to

exceed \$50,000.00 (collectively, the "Authorized Board Counsel Accounts"), when rendered.

6. Paragraph 34 of the Initial Order shall be and is hereby amended so as to read as follows (amendment identified in underlined font):

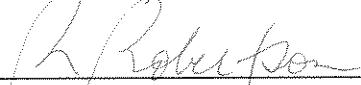
34. The Monitor, legal counsel to the Monitor, legal counsel to the Applicants and, solely with respect to the Authorized Board Counsel Accounts, legal counsel to the board of directors of Big Sky Farms Inc., shall be entitled to the benefits of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$500,000, as security for their reasonable professional fees and disbursements, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 42 and 45 hereof.

Extension of Deadline For Filing of Plan of Arrangement

7. The Initial Order shall be and is hereby amended:
- (a) by deleting from paragraph 4(a) thereof the reference to "***December 4, 2009***" and replacing it with "***December 18, 2009***"; and
 - (b) by deleting from paragraph 4(b) thereof the reference to "***December 7, 2009***" and replacing it with "***December 18, 2009***".

DATED at Saskatoon, Saskatchewan this 9th day of December, 2009.

(Seal)


(Deputy) Local Registrar

This Order was delivered by:

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