

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, SECTION 13(2) OF THE *JUDICATURE ACT*, R.S.A. 2000, c. J-2, AS AMENDED
AND SECTION 99(a) OF THE *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, C. B-9, AS
AMENDED

AND IN THE MATTER OF CONCRETE EQUITIES INC., WEALTHCRETE INVESTMENT
CORPORATION, CONCRETE ASSOCIATES INVESTMENT CORPORATION, CONCRETE
ASSOCIATES II INVESTMENT CORPORATION, CONCRETE ASSOCIATES III
INVESTMENT CORPORATION, CONCRETE ASSOCIATES IV INVESTMENT
CORPORATION, CONCRETE ASSOCIATES V INVESTMENT CORPORATION, EL
GOLFO INVESTMENT CORPORATION, CONSTA KORAAL INVESTMENT
CORPORATION, LUNA MORADA INVESTMENT CORPORATION, CONCRETE
EQUITIES EXECUTIVE CLUB INC., 1456775 ALBERTA LTD., AND CONCRETE PLACE
PROPERTIES LTD.

BEFORE THE HONOURABLE
MADAM JUSTICE J. STREKAF
IN CHAMBERS

) At the Calgary Courts Centre, in the City of
) Calgary, in the Province of Alberta, on Friday,
) the 27th day of August, 2010

I hereby certify this to be a true copy of
the original

Dated this 27th day of Aug. 2010

for Clerk of the Court

ORDER

UPON HEARING the application of The Standard Life Assurance Company of Canada
("Standard Life"); **AND UPON HEARING** read the Affidavit of Brad Little sworn August 26, 27th 2010, to be filed (the "Little Affidavit"); **AND UPON HEARING** counsel for Standard Life,
counsel for Lavalin LP Investment Corp., the General Partner of Safeguard Real Estate Fund II
Limited Partnership ("Lavalin") and counsel for Romspen Investment Corporation ("Romspen");

AND UPON NOTING that Standard Life is the mortgagee under the Mortgage granted
by 5th Avenue Syndication Ltd. (predecessor in interest to Lavalin), dated September 1, 2005 and
registered in the Land Titles Office for the South Alberta Land Registration District as
Instrument No. 051 358 568 on September 26, 2005, (the "Mortgage"), regarding the lands

municipally described as 909 – 5th Avenue SW, Calgary, Alberta and legally described as follows:

PLAN CALGARY 3790P
LOTS A, B, C AND D
EXCEPTING THEREOUT: (AS TO SURFACE ONLY) A PORTION FOR
STREET WIDENING ON PLAN 8211788

and

PLAN A1
BLOCK 26
LOTS 14, 15 AND 16
EXCEPTING THEREOUT: (AS TO SURFACE ONLY) A PORTION FOR
STREET WIDENING ON PLAN 8211788

(collectively, the "Building");

AND UPON NOTING that Standard Life is the beneficiary and holder of the additional security associated with the Mortgage that is listed in Schedule "B" of the August 27, 2010 Mortgage Purchase Agreement entered into between Romspen and Standard Life, which is Exhibit "A" to the Little Affidavit (the "Additional Security");

IT IS HEREBY ORDERED THAT:

1. All of Standard Life's rights and obligations in these proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, including but not limited to its rights and obligations as mortgagee under the Mortgage and beneficiary of the Additional Security, and pursuant to:

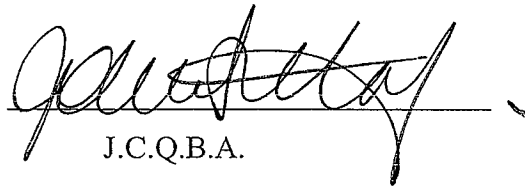
- (a) the February 26, 2010 Order granted by Madam Justice B.E. Romaine, authorizing a sales process with respect to the Building;
- (b) the April 12, 2010 Order granted by Madam Justice K.M. Horner, authorizing the DIP Loan and DIP Charge (as defined therein);

(c) the August 5, 2010 Order (Extending Judicial Listing) granted by Madam Justice J. Strekaf; and

(d) the August 25, 2010 Order granted by Madam Justice J. Strekaf;

is hereby transferred to Romspen.

2. All of Standard Life's rights and obligations in Action No. 0901-07080 including but not limited to its rights and obligations as Plaintiff and mortgagee under the Mortgage and beneficiary of the Additional Security is hereby transferred to Romspen.


J.C.Q.B.A.

ENTERED this 27 day of August, 2010.

K. MCAUSLAND



Clerk of the Court

Action No.: 0901 - 11048

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ACT, R.S.A. 2000, c. J-2, AS AMENDED
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CORPORATIONS ACT, R.S.A. 2000, C. B-9, AS
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AND IN THE MATTER OF CONCRETE
EQUITIES INC., WEALTHCRETE
INVESTMENT CORPORATION, CONCRETE
ASSOCIATES INVESTMENT CORPORATION,
CONCRETE ASSOCIATES II INVESTMENT
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CORPORATION, LUNA MORADA
INVESTMENT CORPORATION, CONCRETE
EQUITIES EXECUTIVE CLUB INC., 1456775
ALBERTA LTD., AND CONCRETE PLACE
PROPERTIES LTD.

ORDER

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