I hereby certify this to be a true copy of
the original Order
Dated this 21 day of June/10
for Clerk of the Court

Action No. 0901-11048

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

IN THE MATTERS 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, COSTA KORAAL INVESTMENT CORPORATION, LUNA MORADA INVESTMENT CORPORATION, CONCRETE EQUITIES EXECUTIVE CLUB INC., 1456775 ALBERTA LTD. AND CONCRETE PLACE PROPERTIES LTD.

BEFORE THE HONOURABLE	)	At the Court House, in the City of Calgary, in
MADAM JUSTICE B.E.C. ROMAINE	)	the Province of Alberta, on Wednesday, the
IN CHAMBERS	)	2nd day of June A.D. 2010

DISCHARGE ORDER

UPON THE APPLICATION of Ernst & Young Inc. the court-appointed Receiver and Manager (the "**Receiver**") of the entities listed in the attached Schedule "A" and the court-appointed Monitor (the "**Monitor**") of the entities listed in the attached Schedule "B" (the entities listed in Schedule "A" and Schedule "B" collectively, the "**Listed Entities**"); **AND UPON HEARING** read the Monitor's Eighth Report (the "**Eighth Report**") dated May 31, 2010, filed; **AND UPON HEARING** counsel to the Receiver, the Monitor and counsel for other interested parties;

IT IS HEREBY ORDERED AS FOLLOWS:

1. The time for service of the Notice of Motion and the Eighth Report herein be, and it is hereby abridged, to the date of actual service and that the service, including the manner of service of the application materials, be and is hereby approved and validated, that the application is properly returnable today and that all parties entitled to notice of this application have been properly served and further service thereof is hereby dispensed with.

2. All actions and conduct by the Receiver in respect of the entities listed in Schedule "A" are hereby approved. The Receiver has satisfied its obligations in respect of the entities listed in Schedule "A" including, without limitation, the requirement to review and investigate the entities listed in Part II to Schedule "A", under and pursuant to the terms of the orders granted in the within proceeding up to and including the date hereof and the Receiver shall not be liable for any act or omission on its part including, without limitation, any act or omission pertaining to the discharge of its duties in the within proceedings, save and except for any liability arising out of any fraud, gross negligence or wilful misconduct on the part of the Receiver. Subject to the foregoing, any claims against the Receiver in connection with the performance of its duties are hereby stayed, extinguished and forever barred.

3. The actions, conduct and activities of the Monitor outlined in the Eighth Report and in all previous reports filed by the Monitor in these proceedings are hereby approved.

4. The Receiver be and is hereby authorized to: (a) lodge claims with the Trustee in Bankruptcy of Varun Aurora and the Trustee in Bankruptcy of David Humeniuk on behalf of Concrete Equities Inc., El Golfo Investment Corporation, Luna Morada Investment Corporation, and Costa Koraal Investment Corporation in such amounts and on account of such claims as the Receiver deems advisable; and (b) in respect of the Listed Entities, settle the inter-entity accounts by issuing and accepting units to and from the applicable limited partnership in the amounts described in Appendix "C" to the Seventh Report as updated and supplemented by the Eighth Report in full and final satisfaction of all such inter-entity claims against such entities.

5. Ernst & Young Inc. shall be discharged from its duties as Receiver (over the entities listed in Schedule "A") and shall be discharged from its duties as Monitor (over the entities listed in Schedule "B") in these proceedings and shall hereafter have no further liabilities, obligations, responsibilities or duties in respect of the Listed Entities.

6. The Monitor and Receiver and its respective affiliates, and their respective officers, directors, employees and agents, attorneys and solicitors for the Monitor and Receiver, (collectively, the "Monitor Parties" and each a "Monitor Party") are hereby released and forever discharged from any and all claims, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission of a Monitor Party in any way relating to, arising out of or in respect of the

performance or intended performance of the Monitor's mandate or any activity related to the within proceedings, save and except for any claim against a Monitor Party arising out of any gross negligence or wilful misconduct on the part of that Monitor Party.

7. No action or other proceeding in any way arising from or related to the performance or intended performance of the Monitor's or the Receiver's mandate or any activity in these proceedings shall be commenced against a Monitor Party except with prior leave of this Court and on prior written notice to the Monitor Party and upon further order securing, as security for costs, the solicitor and his own client costs of the Monitor Party in connection with any proposed action or proceeding.

8. All charges granted over the undertaking, property and assets of the Listed Entities in these proceedings are fully and finally terminated, discharged and released.

9. The fees and disbursements of the Monitor, the Receiver, and its counsel as outlined in the Monitor's Seventh Report and the Monitor's Eighth Report be and the same are hereby approved.

J.C.Q.B.A.

ENTERED THIS 4 DAY OF JUNE,
A.D. 2010.

K. MCAUSLAND

CLERK OF THE COURT

125264-414327
DOCS #1361128 v. 1

SCHEDULE "A"

PART I – RECEIVERSHIP ENTITIES

1. Concrete Equities Inc.
2. Concrete Associates V Investment Corporation
3. Costa Koraal Investment Corporation
4. Luna Morada Investment Corporation
5. Concrete Equities Executive Club Inc.
6. 1456775 Alberta Ltd.
7. Concrete Place Properties Ltd.
8. Safeguard Real Estate Investment Fund VI Limited Partnerships
9. Conchas Chinas Real Estate Investment Fund Limited Partnership
10. Calle Mariposas Limited Partnership
11. Safeguard VIII Limited Partnership; and
12. Concrete Properties Limited Partnership

PART II – INVESTIGATION ENTITIES

1. Concrete Registered Investments Inc.;
2. Concrete RRSP Holdings Inc.;
3. Concrete Place Registered Corp.;
4. First and Tenth RRSP Corp.;
5. Glenway Registered Capital Corp.;
6. A.G. Registered Investments Corp.;
7. Concrete Associates VI Investment Corporation;
8. Safeguard Real Estate Investment Fund VII Limited Partnership;
9. Eleventh and Tenth Registered Capital Corp.;
10. Symot Registered Investments Corp.;

11. Santa Clara Registered Corp.;
12. Concrete Associates IX Corp.;
13. Concrete Foundation Fund Ltd.;
14. Concrete Foundation Fund Limited Partnership;
15. Glenair Registered Corp.;
16. Urban Registered Corp.;
17. Concor Pacific Inc.;
18. 1209063 Alberta Ltd.; and
19. Concrete Equities Management Inc.

SCHEDULE "B"

CCAA ENTITIES

1. Concrete Equities Inc.
2. Concrete Associates V Investment Corporation
3. El Golfo Investment Corporation
4. Costa Koraal Investment Corporation
5. Luna Morada Investment Corporation
6. Concrete Equities Executive Club Inc.
7. 1456775 Alberta Ltd.

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CLERK OF THE COURT
JUN - 4 2010
CALGARY, ALBERTA

DISCHARGE ORDER

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