Ernst & Young Inc.
Ernst & Young Tower
1000, 440- 2nd Avenue SW
Calgary, AB T2P 5E9
Tel: (403) 206-5153
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CONCRETE ASSOCIATES II INVESTMENT CORPORATION AND SAFEGUARD REAL ESTATE INVESTMENT FUND III LP

(the "Partnership")

INSTRUCTIONS TO CREDITORS

TO: CREDITORS OF THE PARTNERSHIP

Re: Meeting of the Creditors of the Partnership to consider and vote on a resolution to approve the Partnership's Plan of Arrangement pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "Plan").

We enclose in this package the following documents for your review and consideration:

1. Notice to Creditors;
2. Copy of the Creditors' Meeting Order dated May 5, 2010;
3. the Plan proposed by the Partnership;
4. the Monitor's Seventh Report; and
5. a blank Instrument of Proxy, completion instructions and return envelope.

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Plan.

The purpose of these materials is to provide you with the documents required to facilitate the determination and settlement of your Affected Claims, and to enable you to consider the Plan and vote to accept or reject the Plan at the Meeting of Creditors to be held on May 28, 2010 at 2:00 p.m. at the Ernst & Young Tower, Mezzanine Level, 440 - 2nd Avenue S.W., Calgary, Alberta, T2P 5E9 (the "Creditors' Meeting").

PROXY

If a Creditor wishes to vote at the Creditors' Meeting and is not an individual or is an individual who will not be attending the Creditors' Meeting in person, please complete the enclosed Instrument of

Proxy and provide it to the Monitor, using the enclosed envelope or by sending it to the Monitor by facsimile transmission, at the fax number noted below so that it is received by the Monitor no later than 5:00 p.m. (MST) on May 27, 2010. You are required to provide the Instrument of Proxy to the Monitor by this deadline or to the Chair prior to the commencement of the Creditors' Meeting if you wish to appoint a proxy to cast your vote at the Creditors' Meeting. However, your failure to vote at the Creditors' Meeting will not affect any right you have to receive any distribution that may be made to Affected Creditors under the Plan.

FURTHER INFORMATION

If you have any questions regarding the process or any of the enclosed forms, please contact Ernst & Young Inc. at the following address:

Ernst & Young Inc.
Court Appointed Monitor
Ernst & Young Tower
1000, 440 - 2nd Avenue S.W.
Calgary, AB T2P 5E9
Attention: Betty Trinh
Phone: (403) 290-4100
Fax: (403) 290-4265

You can view copies of the documents relating to this process on the following website: www.ey.com/ca/concrete.

DATED at the City of Calgary, in the Province of Alberta, this 7th day of May, 2010, **AND DELIVERED** by **ERNST & YOUNG INC.**

ERNST & YOUNG INC.

Per:

Neil Narfason
Partner and Senior Vice President