

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

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENTS 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.

AFFIDAVIT OF VINCENZO DE PALMA

I, Vincenzo De Palma, of the City of Calgary, in the Province of Alberta, Business Person
MAKE OATH AND SAY:

1. I am a director of the Applicants (as herein defined) and the majority of the Related Entities (as herein defined), and as such have personal knowledge of the matters hereinafter deposed except where otherwise stated to be based on information or belief, and where so stated, I believe the same to be true.

A. INTRODUCTION

2. This Affidavit is made in support of an Application by the Applicants pursuant to the *Companies' Creditors Arrangements Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") granting certain relief including the following:
 - (a) declaring that the Applicants are "affiliated debtor companies" within the meaning of the CCAA and that the CCAA applies to each of the Applicants;
 - (b) a stay of all proceedings and remedies taken or that might be taken in respect of the Applicants, any of their property or any default of the Applicants, except where otherwise set forth in the Initial Order or otherwise permitted by law;
 - (c) in respect of the Limited Partnerships (as herein defined) a stay of all proceedings and remedies taken or that might be taken in respect of the Limited Partnerships,

any of their property, or any default of the of the Limited Partnerships, without leave of the Court except where otherwise set forth in the Initial Order;

- (d) authorising the Applicants to carry on its business and the business of the Limited Partnerships in a matter consistent with the preservation of their property and business and to make certain payments in connexion with their businesses and proceedings herein;
 - (e) appointing Ernst and Young Inc. ("**E&Y**") as monitor of the Applicants in these proceedings; and
 - (f) permitting the Applicants to file with the Court a plan or plans of compromise and arrangement.
3. This Affidavit also made in support of an application pursuant to section 13(2) 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, granting certain relief including appointing an interim receiver to assume control of the Applicants and the Limited Partnerships for the purposes of, *inter alia*, investigating and reporting to the Court on the Irregularities and Incomplete Duties (both as defined herein) as they relate to the Applicants, the Limited Partnerships and the Related Entities.

B. OVERVIEW OF THE CONCRETE GROUP

4. The "**Applicants**" consist of: Concrete Equities Inc. ("**CEI**"), Wealthcrete Investment Corporation ("**Wealthcrete**"), Concrete Associates Investment Corporation ("**Concrete I**"), Concrete Associates II Investment Corporation ("**Concrete II**"), Concrete Associates III Investment Corporation ("**Concrete III**"), Concrete Associates IV Investment Corporation ("**Concrete IV**"), Concrete Associates V Investment Corporation ("**Concrete V**"), El Golfo Investment Corporation ("**El Golfo**"), Costa Koraal Investment Corporation ("**Costa**"), Luna Morada Investment Corporation ("**Luna Morada**"), Concrete Equities Executive Club Inc. ("**CEEC**"), 1465775 Alberta Ltd. ("**1465775**"), and Concrete Place Properties Ltd. ("**Concrete Properties**").
5. The "**Limited Partnerships**" consist of: Safeguard Real Estate Investment Fund Limited Partnership ("**Safeguard I**"), Safeguard Real Estate Investment Fund II Limited Partnership ("**Safeguard II**"), Safeguard Real Estate Investment Fund III Limited Partnership ("**Safeguard III**"), Safeguard Real Estate Investment Fund IV Limited Partnership ("**Safeguard IV**"), Safeguard Real Estate Investment Fund V Limited Partnership ("**Safeguard V**"), Safeguard Real Estate Investment Fund VI Limited Partnerships ("**Safeguard VI**"), Santa Clara Real Estate Investment Fund Limited Partnership ("**Santa Clara**"), Conchas Chinas Real Estate Investment Fund Limited Partnership ("**Conchas**"), Calle Mariposas Limited Partnership ("**Calle**"), and Concrete Properties Limited Partnership ("**Concrete Properties Limited Partnership**")

6. The "**Related Entities**" consist of: Concrete Registered Investments Inc. ("**Concrete Registered**"), Concrete RRSP Holdings Inc. ("**Concrete RRSP**"), Concrete Place Registered Corp. ("**Concrete Place**"), First and Tenth RRSP Corp. ("**First and Tenth**"), Glenway Registered Capital Corp. ("**Glenway**"), A.G. Registered Investments Corp. ("**A.G.**"), Concrete Associates VI Investment Corporation ("**Concrete VI**"), Safeguard Real Estate Investment Fund VII Limited Partnership ("**Safeguard VII**"), Eleventh and Tenth Registered Capital Corp. ("**Eleventh and Tenth**"), Symot Registered Investments Corp. ("**Symot**"), Santa Clara Registered Corp. ("**Santa Clara Registered**"), Concrete Associates IX Corp. ("**Concrete Associates IX**"), Concrete Foundation Fund Ltd. ("**Foundation Fund GP**"), Concrete Foundation Fund Limited Partnership ("**Foundation Fund LP**"), Glenair Registered Corp. ("**Glenair**"), Urban Registered Corp. ("**Urban**"), Concor Pacific Inc. ("**Concor**"), 1209063 Alberta Ltd. ("**1209063**"), Concrete Associates IX Corp. ("**Concrete IX**"), Concrete Associates VIII Corp. ("**Concrete VIII**"), Safeguard VIII Limited Partnership ("**Safeguard VIII**"), and Concrete Equities Management Inc. ("**Management**"). Attached hereto and marked as Exhibit "A" to this my Affidavit are searches of the Corporate Registry of Alberta for the Related Entities.
7. The Applicants, the Limited Partnerships, and the Related Entities (collectively "**Concrete Equities**") comprise a commercial and recreational real estate investment business that is marketed as an investment vehicle.
8. The typical structure is for a limited partnership to be formed with a general partner. Investors are then sold units in the limited partnership, either directly, through a conduit company or through a trust, in order to finance the purchase of real estate. The acquired properties are managed and leased by the general partner, and the proceeds distributed pursuant to the applicable limited partnership agreement.
9. In order to make the investments available to a greater number of persons, additional corporations were created that allowed investors to purchase debt instruments or to invest through their RRSP.
10. The Applicants, Limited Partnerships and Related Entities make up these various corporations and limited partnerships. While the directors of each of the Applicants and the Related Entities corporations are not identical, as set out in the attached searches of the Corporate Registry of Alberta, the primary directors of these entities consisted of a combination of myself, Vinny Aurora, David Jones and Dave Humeniuk.
11. As a result of the Irregularities and Incomplete Duties relating to Mr. Humeniuk (as set out below), it is unclear to which of the Applicants, Limited Partnerships or Related Entities investment money and returns were paid. As a result of this lack of information and accurate accounting, the Applicants are unable to properly track revenue, liabilities, and investments, and are therefore unable to meet their obligations as they become due.

C. THE PARTIES

12. The Applicants, Limited Partnerships and Related Entities can be divided up according to the investment which they relate:

(a) **Safeguard I**

13. Safeguard I was formed pursuant to a limited partnership agreement dated February 3, 2006, and amended and restated effective July 22, 2008 (collectively the "**Safeguard I LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about February 7, 2006 and amended July 18, 2008 (collectively the "**Safeguard I LP Certificate**"). The terms of the Safeguard I LP Agreement and the Safeguard I LP Certificate provide that, *inter alia*, the general partner of Safeguard I is Wealthcrete. Attached hereto and marked as Exhibit "B" to this my Affidavit is a trade name/partnership search of Safeguard I obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "C" to this my Affidavit is a corporate search of Wealthcrete obtained from the Corporate Registry of Alberta.
14. The purpose of Safeguard I is to purchase, own and operate the real estate in the City of Calgary known municipally as Millrise Plaza, 15 Millrise Boulevard SW, Calgary, Alberta and Deer Valley Station, 13750 Bow Bottom Trail SE, Calgary, Alberta, and legally described, respectively, as:

Plan 9010672
Block 2
Lot 15
Excepting thereout all mines and minerals

and

Plan 9412361
Block 30
Lot 4
Excepting thereout all mines and minerals

(collectively the "**Safeguard I Properties**").

15. On or about July 5, 2006, the Safeguard I Properties were acquired by Wealthcrete on behalf of Safeguard I for consideration totalling in or around \$10,030,000.00. Attached hereto and marked as Exhibit "D" to this my Affidavit are Land Titles Certificates for the Safeguard I Properties.
16. As part of the consideration paid for the acquisition of the Safeguard I Properties, Wealthcrete, as general partner of Safeguard I, assumed certain liabilities of the vendor secured by mortgages on the Safeguard I Properties in favour of Computershare Trust Company of Canada and The Canada Trust Company which are registered against the

Safeguard I Properties as instrument numbers 041 262 749 and 051 239 396, respectively (the "**Safeguard I Mortgages**").

17. The terms of the assumption of the Safeguard I Mortgages is evidenced by a Loan Assignment and Assumption Agreement and an Assumption and Amending Agreement, and which are registered against the Safeguard I Properties as instrument numbers 061 319 828 and 061 267 956, respectively (the "**Safeguard I Mortgage Assumptions**").
18. The obligations under the Safeguard I Mortgage Assumptions continue to be liabilities of Wealthcrete and Safeguard I secured by the Safeguard I Mortgages. The amount outstanding is currently in or around \$4,428,356.20.
19. On or about April 14, 2009 Safeguard I became indebted to Strategic Financial Corp. for a maximum of \$6,000,000.00 (the "**Strategic Loan**"). As security Safeguard I granted an Agreement Charging Land, the terms of which were registered against the Safeguard I Properties as instrument number 091 116 449.

(b) **Safeguard II**

20. Safeguard II was formed pursuant to a limited partnership agreement dated March 28, 2006 (the "**Safeguard II LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about March 28, 2006 (the "**Safeguard II LP Certificate**"). The terms of the Safeguard II LP Agreement and the Safeguard II LP Certificate provide that, *inter alia*, the general partner of Safeguard II is Concrete I. Attached hereto and marked as Exhibit "E" to this my Affidavit is a trade name/partnership search of Safeguard II obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "F" to this my Affidavit is a corporate search of Concrete I obtained from the Corporate Registry of Alberta.
21. The purpose of Safeguard II is to purchase, own and operate the real estate in the City of Calgary known municipally as the SNC Lavalin Building, 909 5th Avenue SW, Calgary, Alberta, and legally described as:

Plan A1
Block 26
Lot 16
Excepting thereout all mines and minerals

(the "**Safeguard II Property**").

22. On or about August 3, 2006, the Safeguard II Property was acquired by the Concrete I as general partner of Safeguard II for consideration totalling in or around \$22,000,000.00. Attached hereto and marked as Exhibit "G" to this my Affidavit is a Land Title Certificate for the Safeguard II Property.
23. As part of the consideration paid for the acquisition of the Safeguard II Property, Concrete I on behalf of Safeguard II, assumed certain liabilities of the vendor secured by

a mortgage on the Safeguard II Properties in favour of The Standard Life Assurance Company registered against the Properties as instrument number 051 358 568 (the "Safeguard II Mortgage").

24. The obligations under the Safeguard II Mortgage continue to be a liability of Concrete I and Safeguard II secured by the Safeguard II Mortgage. As at May 12, 2009 the amount outstanding totalled \$8,700,527.29 and was increasing at the rate of \$1,808.57 per diem.
25. On or about May 12, 2009, the Standard Life Assurance Company commenced an action pursuant to the Safeguard II Mortgage demanding payment. Attached hereto and marked as Exhibit "H" to this my Affidavit is a true copy of the Statement of Claim issued by Standard Life.
26. Further, on or about May 14, 2009 a builders' lien was registered against the Safeguard II Properties in the sum of \$152,250.00. Attached hereto and marked as Exhibit "I" to this my Affidavit is a copy of the registered builders' lien.
27. On or about April 14, 2009 Safeguard II became indebted as part of the Strategic Loan. As security Safeguard II granted an Agreement Charging Land, the terms of which were registered against the Safeguard II Properties as instrument number 091 116 450.

(c) **Safeguard III**

28. Safeguard III was formed pursuant to a limited partnership agreement dated August 24, 2006, and amended and restated effective July 22, 2008 (collectively the "**Safeguard III LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about August 24, 2006 and amended on or about July 18, 2008 (collectively the "**Safeguard III LP Certificate**"). The terms of the Safeguard III LP Agreement and the Safeguard III LP Certificate provide that, *inter alia*, the general partner of Safeguard III is Concrete II. Attached hereto and marked as Exhibit "J" to this my Affidavit is a trade name/partnership search of Safeguard III obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "K" to this my Affidavit is a corporate search of Concrete II obtained from the Corporate Registry of Alberta.
29. The purpose of Safeguard III is to purchase, own and operate the real estate in the City of Calgary known municipally as Castleridge Plaza, 55 Castleridge Drive NE, Calgary, Alberta and legally described as:

Plan 9510021
Block 1
Lot 2
Excepting thereout all mines and minerals

(the "**Safeguard III Property**").

30. On or about March 5, 2007, the Safeguard III Property was acquired by Concrete II as general partner of Safeguard III for consideration totalling in or around \$24,200,000.00. Attached hereto and marked as Exhibit "L" to this my Affidavit a Land Title Certificate to the Safeguard III Property.
31. To finance the purchase of the Safeguard III Property, Concrete II as general partner of Safeguard III obtained a loan from the Computershare Trust Company of Canada, which is secured against the Safeguard III Property by way of a mortgage registered as instrument number 071 107 190 (the "**Safeguard III Mortgage**").
32. The obligations under the Safeguard III Mortgage continue to be a liability of Concrete II and Safeguard III. The amount outstanding is currently in or around \$10,141,743.93.
33. On or about April 14, 2009 Safeguard III became indebted as part of the Strategic Loan. As security Safeguard III granted an Agreement Charging Land, the terms of which were registered against the Properties as instrument number 091 116 447.

(d) **Safeguard IV**

34. Safeguard IV was formed pursuant to a limited partnership agreement dated April 13, 2007 (the "**Safeguard IV LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about April 13, 2007 (the "**Safeguard IV LP Certificate**"). The terms of the Safeguard IV LP Agreement and the Safeguard IV LP Certificate provide that, *inter alia*, the general partner of the Safeguard IV is Concrete III. Attached hereto and marked as Exhibit "M" to this my Affidavit is a trade name/partnership search of the Safeguard IV obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "N" to this my Affidavit is a corporate search of Concrete III obtained from the Corporate Registry of Alberta.
35. The purpose of Safeguard IV is to purchase, own and operate a portion of the real estate in the City of Calgary known municipally as Concrete Equities Place, 396 11th Avenue SW Calgary, Alberta (the "**Safeguard IV Property**").
36. On or about April 9, 2008, the Safeguard IV Property was acquired by Concrete III as general partner of Safeguard IV for consideration totalling in or around \$43,000,000.00.
37. Concrete III as general partner of Safeguard IV obtained a loan from Citizens Bank of Canada (the "**Safeguard IV Mortgage**").
38. The obligations under the Safeguard IV Mortgage continue to be a liability of Concrete III and Safeguard IV. The amount outstanding is currently in or around \$17,878,239.13.

(e) **Safeguard V**

39. Safeguard V was formed pursuant to a limited partnership agreement dated November 23, 2007 (the "**Safeguard V LP Agreement**"). A certificate was filed with the Registrar of

Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about November 29, 2007 (the "**Safeguard V LP Certificate**"). The terms of the Safeguard V LP Agreement and the Safeguard V LP Certificate provide that, *inter alia*, the general partner of Safeguard V is Concrete IV. Attached hereto and marked as Exhibit "O" to this my Affidavit is a trade name/partnership search of Safeguard V obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "P" to this my Affidavit is a corporate search of Concrete IV obtained from the Corporate Registry of Alberta.

40. The purpose of Safeguard V is to purchase, own and operate the real estate in the City of Calgary known municipally as M.E.G. Place, 1001 1st Street SE, 121 10th Avenue SE and 115 10th Avenue SE, Calgary, Alberta, and legally described as:

Plan 8711689
Block 70
Lot 43
Excepting thereout all mines and minerals

and

Plan A
Block 70
Lots 8 and 9
Excepting thereout all mines and minerals

(collectively the "**Safeguard V Properties**").

41. On or about May 6, 2008, the Safeguard V Properties were acquired by Concrete IV as general partner for Safeguard V for consideration totalling in or around \$29,200,000.00. Attached hereto and marked as Exhibit "Q" to this my Affidavit are Land Title Certificates for the Safeguard V Properties.
42. Concrete IV as general partner of Safeguard V obtained a loan from CIBC Mortgages Inc., which is secured against the Safeguard V Properties by way of a mortgage registered as instrument number 081 322 736 (the "**Safeguard V Mortgage**").
43. The obligations under the Safeguard V Mortgage continue to be a liability of Concrete IV and Safeguard V. The amount outstanding is currently in or around \$12,439,036.40.

(f) **Safeguard VI and 14456775**

44. Safeguard VI was formed pursuant to a limited partnership agreement dated April 24, 2009 and amended on or about August 9, 2008 (collectively the "**Safeguard VI LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about April 24, 2009 and amended on or about August 12, 2009 (collectively the "**Safeguard VI LP Certificate**"). The terms of the Safeguard VI LP Agreement and the Safeguard VI LP Certificate provide that, *inter alia*, the general partner of Safeguard VI is Concrete V. Attached hereto and marked as

Exhibit "R" to this my Affidavit is a trade name/partnership search of Safeguard VI obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "S" to this my Affidavit is a corporate search of Concrete V obtained from the Corporate Registry of Alberta.

45. 1456775 is a body corporate pursuant to the laws of the Alberta, and was incorporated on March 9, 2009. Attached hereto and marked as Exhibit "T" to this my Affidavit is a corporate search of 1456775 obtained from the Corporate Registry of Alberta.
46. The purpose of Safeguard VI was to purchase, own and operate certain properties known commonly as the Airways Business Plaza and Glenmore Commerce Court, and legally described as:

Plan South Airways Industrial Park Calgary 7810077

Block Fifteen (15)

Lot One (1) excepting the south eighty eight and four hundred and one thousandths (88.401) metres in perpendicular width throughout the said lot containing 0.846 hectares (2.09 acres) more or less

Excepting thereout all mines and minerals

and

Plan 8610719

Block 15

Lot 7

Excepting thereout all mines and minerals

and

Plan 0110420

Block 2

Excepting thereout all mines and minerals

(collectively the "**Safeguard VI Properties**").

47. On or about March 31, 2009 Concrete V purchased the Safeguard VI Properties for the total sum of in or around \$24,900,000.00. Attached hereto and marked as Exhibit "U" to this my Affidavit are Land Titles Certificates for the Safeguard VI Properties.
48. Part of the funds obtained for the purchase of the Safeguard VI Properties was obtained from the sale of debentures (the "**Safeguard VI Debentures**").
49. As a result of insufficient investors, and in an attempt to reorganise the investment structure of the Safeguard VI Properties, the Safeguard VI Properties were sold to the Foundation Fund, and then to the Airways Business Park Limited Partnership ("**Airways**") and the Glenmore Commerce Court Limited Partnership ("**Glenmore**"). The consideration paid by Airways and Glenmore was: the assumption of all liabilities

relating to the Safeguard VI Properties, cash, and preferred units in Airways and Glenmore (the "**Preferred Units**"). The Preferred Units are held by 14456775, with the intention that the same would be marketed and sold to the investors, with the proceeds paying, *inter alia*, the Safeguard VI Debentures. However due to the Irregularities, the Incomplete Duties, and the current financial market, these marketing efforts have not been successful to date.

50. Until such time as the Preferred Units are sold to investors, Concrete V and Safeguard VI have been unable to make the payments on the Safeguard VI Debentures. Further, 1456775 has not received the payments on the Preferred Units from their issuer.
51. On or about June 10, 2009 the holders of the Safeguard VI Debentures brought an application to recover damages in excess of \$11,050,000.00 from, among others, Concrete V, Safeguard VI and 1456775 relating to the Safeguard VI Debentures and the transfer of the Safeguard VI Properties. Attached hereto and marked as Exhibit "V" to this my Affidavit is a true copy of the Statement of Claim in the action.

(g) **Santa Clara**

52. Santa Clara was formed pursuant to a limited partnership agreement dated December 5, 2007 (the "**Santa Clara LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about December 5, 2007 (the "**Santa Clara LP Certificate**"). The terms of the Santa Clara Agreement and the Santa Clara LP Certificate provide that, *inter alia*, the general partner of Santa Clara is El Golfo. Attached hereto and marked as Exhibit "W" to this my Affidavit is a trade name/partnership search of Santa Clara obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "X" to this my Affidavit is a corporate search of El Golfo obtained from the Corporate Registry of Alberta.
53. The purpose of Santa Clara is to purchase, own and operate vacation property in Mexico (the "**Santa Clara Properties**").
54. As part of the acquisition of the Santa Clara Properties, deposits were put down on various lots by El Golfo as general partner of Santa Clara. Continued progressive payments must be made in order to acquire the Santa Clara Properties, otherwise the Santa Clara Properties will be forfeited by Santa Clara and the deposits made to date lost. Attached hereto and marked as Exhibit "Y" to this my Affidavit is a true copy of an e-mail from David Letourneau, the real estate broker for Santa Clara, advising that if the necessary deposits are not paid by July 31, 2009, the Santa Clara Properties will be forfeited. Attached hereto and marked as Exhibit "Z" to this my Affidavit is a true copy of a spreadsheet showing the progressive payments which must be made by El Golfo on behalf of Santa Clara in order to obtain the Santa Clara Properties.
55. Santa Clara and El Golfo do not have sufficient funds to make the required payments by July 31, 2009.

(h) **Conchas**

56. Conchas was formed pursuant to a limited partnership agreement dated on or about September 5, 2007 and amended on or about July 23, 2008 (collectively the "**Conchas LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about September 5, 2007 and amended on or about July 23, 2008 (the "**Conchas LP Certificate**"). The terms of the Conchas LP Agreement and the Conchas LP Certificate provide that, *inter alia*, the general partner of Conchas is Costa. Attached hereto and marked as Exhibit "AA" to this my Affidavit is a trade name/partnership search of Conchos obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "BB" to this my Affidavit is a corporate search of Costa obtained from the Corporate Registry of Alberta.
57. The purpose of Conchas is to purchase, own and operate vacation property in Puerto Vallarta, Mexico (the "**Conchas Properties**"). Presently the Conchas Properties consist of lands municipally described as 154 and 154A Sagitario Street, Conchas China, Puerto Vallarta, Jalisco, Mexico.

(i) **Calle**

58. Calle was formed pursuant to a limited partnership agreement dated on or about September 26, 2007 and amended on or about July 23, 2008 (the "**Calle LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta pursuant to the *Partnership Act* (Alberta) on or about September 26, 2007 and amended on or about July 23, 2008 (the "**Calle LP Certificate**"). The terms of the Calle LP Agreement and the Calle LP Certificate provide that, *inter alia*, the general partner of Calle is Luna Morada. Attached hereto and marked as Exhibit "CC" to this my Affidavit is a trade name/partnership search of Calle obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "DD" to this my Affidavit is a corporate search of Luna Morada obtained from the Corporate Registry of Alberta.
59. The purpose of Calle is to purchase, own and operate vacation property in Nueva Vallarta, Mexico (the "**Calle Properties**"). Presently the Calle Properties consist of the lands municipally described as 154A Paseo De Las Mariposas Y Calle Mariposas, Nuevo Vallarta, Nayarit, Mexico.

(j) **CEI**

60. CEI is a body corporate pursuant to the laws of Alberta, and was incorporated on November 23, 2005. Attached hereto and marked as Exhibit "EE" to this my Affidavit is a corporate search of CEI obtained from the Corporate Registry of Alberta.
61. The business aspects of Concrete Equities, including the creation of the Limited Partnerships, their general partners, the retaining of consultants and other management functions were primarily operated through CEI. As a result of this role, CEI has incurred significant liabilities in excess of \$8,708,000.00.

62. On or about July 24, 2009, CEI was served with an Order in favour of the law firm Blake, Cassels & Graydon LLP granting them authority to immediately enforce taxed legal fees of \$302,227.51, plus interest, costs and disbursements. Attached hereto and marked as Exhibit "HH" to this my Affidavit is a true copy of the Order.

63. Further, I do verily believe that CEI was the conduit for, a victim of, or a recipient of money as a result of the Irregularities and Incomplete Duties (as defined below).

(k) **CEEC**

64. CEEC is a body corporate pursuant to the laws of Alberta, and was incorporated on May 28, 2008. Attached hereto and marked as Exhibit "II" to this my Affidavit is a corporate search of CEEC obtained from the Corporate Registry of Alberta.

65. The purpose of the CEEC was to invest in the Safeguard Real Estate Investment Fund VII Limited Partnership.

66. As part of the Incomplete Duties (as defined below), CEEC sold shares to investors without complying with relevant securities legislation. On or around December 1, 2008, CEEC entered into a Settlement Agreement and Undertaking with the Alberta Securities Commission (the "Commission") whereby is agreed, *inter alia*, to pay to the Commission \$82,000.00 in settlement and investigation costs and the make an offer of rescission to other investors (the "Rescission") whose investments totalled \$1,620,000.00. Attached hereto and marked as Exhibit "JJ" to this my Affidavit is a true copy of the Settlement Agreement and Undertaking.

67. As a result of the Incomplete Duties, Irregularities, and inter-corporate transfers (all of which are set out below), CEEC does not have sufficient funds to pay out the amounts owing to the Commission or those parties that elect to accept the Rescission.

68. On or about June 30, 2009, CEEC was served with a Statement of Claim by Shelley and Kelly Hostland alleging, *inter alia*, that the plaintiff in that action had accepted the Rescission and CEEC had failed to pay the same. Attached hereto and marked as Exhibit "KK" to this my Affidavit is a true copy of the Statement of Claim by Shelley and Kelly Hostland.

69. On or about July 13, 2009, CEEC was served with a Statement of Claim by 1094353 Alberta Ltd. alleging, *inter alia*, that the plaintiff in that action had accepted the Rescission and CEEC had failed to pay the same. Attached hereto and marked as Exhibit "LL" to this my Affidavit is a true copy of the Statement of Claim by 1094353 Alberta Ltd.

(l) **Concrete Properties Limited Partnership**

70. Concrete Properties Limited Partnership was formed pursuant to a limited partnership agreement dated on or about December 14, 2007 (the "**Concrete Properties LP Agreement**"). A certificate was filed with the Registrar of Corporations of Alberta

pursuant to the *Partnership Act* (Alberta) on or about December 14, 2007 (the "**Concrete Properties LP Certificate**"). The terms of the Concrete Properties LP Agreement and the Concrete Properties LP Certificate provide that, *inter alia*, the general partner of Concrete Properties Limited Partnership is Concrete Properties. Attached hereto and marked as Exhibit "MM" to this my Affidavit is a trade name/partnership search of Concrete Properties Limited Partnership obtained from the Corporate Registry of Alberta. Attached hereto and marked as Exhibit "NN" to this my Affidavit is a corporate search of Concrete Properties obtained from the Corporate Registry of Alberta.

71. As a result of the Irregularities and transfers between entities (as further set out herein), I do verily believe that Concrete Properties Limited Partnership and Concrete Properties received funds from other Applicants, Limited Partnerships, or Related Entities.

D. NOI/RECEIVERSHIP ORDER

72. On or about May 26, 2009, Safeguard I, Safeguard II, Safeguard III, Safeguard IV and Safeguard V filed notice of intentions to file a proposal pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3.
73. On June 9, 2009, the Honourable Madam Justice Romaine of the Court of Queen's Bench of Alberta in Bankruptcy and Insolvency granted Interim Receivership Orders in relation to Safeguard I, Safeguard II, Safeguard III, Safeguard IV and Safeguard V and their respective general partners Wealthcrete, Concrete I, Concrete II, Concrete III, and Concrete IV (the "**Interim Receivership Orders**"). Pursuant to the Interim Receivership Orders E&Y was appointed Interim Receiver. I am informed by Neil Narfason of E&Y, and do verily believe, that E&Y as Interim Receiver consents to this application.

E. EVENTS LEADING TO THE FILING OF THE CCAA APPLICATION

74. When the Limited Partnerships were originally formed, the directors of the Applicants and the Related Entities included Dave Humeniuk. Mr. Humeniuk's role and responsibility was to:
- (a) produce and provide necessary documents under securities legislation;
 - (b) arrange the acquisition of properties including those listed above;
 - (c) retain and monitor property managers to run the various properties;
 - (d) complete the accounting for the properties, the Limited Partnerships, the Applicants and the Related Entities and determine cash distributions, if any, to investors;
 - (e) arrange refinancing of mortgages in relation to the various properties;
 - (f) produce financial documents, including audited financial statements pursuant to the various limited partnership agreements;

- (g) arrange for annual general meetings in accordance with the various limited partnership agreements.

(collectively the “**Duties**”). The remaining directors duties and responsibilities included sales, branding, marketing and business development.

- 75. Mr. Humeniuk failed to perform the Duties. As a result, there have not been the required annual general meetings for the Limited Partnerships, the Applicants or the Related Entities and no financial documents, including audited financial statements, have been produced. Likewise, as outlined above, mortgages under Mr. Humeniuk’s management were allowed to lapse and face foreclosure.
- 76. In my review of the Limited Partnerships’, Applicants’ and Related Entities’ corporate documentation, I believe that the distributions paid to the limited partners were not properly computed and were in excess of the amount permissible based on the revenue of the buildings. Further, I believe that Mr. Humeniuk made inter-corporate loans and transfers of funds between the Applicants, Limited Partners and Related Entities which may have incorrectly allocated investors money, depleted the cash reserves, and otherwise negatively affected the position of the Applicants, the Limited Partnerships, the Related Entities and their stakeholders. The directors of the Applicants have not been able to determine the exact nature and extent of these inter-corporate loans and transfers of funds. The Related Entities, in addition to the Applicants and Limited Partnerships, represent the entities in which I do verily believe inter-corporate loans, dividends or other misappropriations of funds may have occurred.
- 77. The failure of Mr. Humeniuk to perform the Duties and any associated inter-corporate loans and transfers are hereinafter referred to as the “**Incomplete Duties**”.
- 78. Further, from my review of the Limited Partnerships’, Applicants’ and Related Entities’ corporate documentation, I have found evidence suggesting that Mr. Humeniuk may have been using the corporate funds to pay for his personal expenses and acquisitions (the “**Irregularities**”).
- 79. On or about December 4, 2008 Mr. Humeniuk left on an indefinite holiday due to alleged illness. Upon the remaining directors reviewing the relevant corporate documents following Mr. Humeniuk’s departure, the Incomplete Duties and Irregularities became apparent. Accordingly on or about, December 24, 2008 the remaining directors decided to terminate Mr. Humeniuk’s involvement with the Applicants, the Limited Partnerships and the Related Entities.
- 80. As a result of the Incomplete Duties and the Irregularities, the limited partners and other stakeholders of the Limited Partnerships, the Applicants, and the Related Entities have not received current and accurate information. Without the assistance and guidance of an interim receiver with appropriate investigatory powers (including in relation to the Related Entities), it is unlikely the Applicants will be able to ascertain the extent of the

Incomplete Duties, the Irregularities and the extent of their effect on the assets and cash flow of the Applicants and the Limited Partnerships.

81. The Applicants intend to provide complete details of the Incomplete Duties, Irregularities and the corporate documents of the Applicants, the Limited Partnership and the Related Entities to E&Y and allow E&Y to report to the Court in its First Report regarding any issues or concerns arising from these transactions. The Applicants will comply with the recommendations of E&Y or apply to the Court if there is a disagreement.

F. MANAGEMENT COMMITTEE

82. I believe that the lack of current and accurate information has created confusion and distrust among the limited partners towards the Applicants. This confusion and distrust is preventing the Applicants from effectively managing the Limited Partnerships and is having a negative impact on asset values and limited partners' investments.

83. Pursuant to the Interim Receivership Orders, a management committee has been formed (the "**Management Committee**"). The committee is composed of:

- (a) Myself, Vincenzo De Palma, appointed by the Applicants. I have extensive experience in real estate marketing;
- (b) Dave Bulloch, appointed by the Applicants is the Vice President of Corporate Development for the Strategic Group property developers;
- (c) Steven Butt is the president and founder of Avenue Commercial. Mr. Butt has over 20 years of personal and professional experience in real estate; and
- (d) Brian Newman is Chartered Accountant with over 30 years of professional experience, including providing consulting, bookkeeping and other services to small and mid-sized business entities.

84. The Management Committee is chaired by Neil Narfason, a licensed trustee in bankruptcy on behalf of E&Y in its capacity as receiver.

85. I do verily believe that the Management committee fairly represents the Applicants, the limited partners of the Limited Partnerships and management of the Applicants and Related Entities. Further, I believe that with the assistance of E&Y as monitor and interim receiver, with the power to investigate the Related Entities, the Management Committee will be able to manage the affairs of the Applicants and the Limited Partnerships, investigate the Incomplete Duties and the Irregularities and otherwise undertake the restructuring described herein.

G. INSOLVENCY OF THE GENERAL PARTNER

86. The Applicants and Limited Partnerships have no revenue or proceeds other than from the properties described herein. Without obtaining an accurate accounting of the assets and

liabilities of the Applicants and Limited Partnerships, as well as the details of any transfers of funds relating to the Limited Partnerships, the Applicants and Limited Partnerships are unable to meet their current obligations as they come due, including those secured by the Mortgages. I do verily believe there is equity in the various properties and that there are sufficient assets to pay all creditors if there is a refinancing, restructuring or orderly sale of the assets of the Applicants and Limited Partnerships.

87. In the event that a stay of proceedings is not granted and an interim receiver is not appointed, the current obligations of the Applicants and Limited Partnerships will not be met, and their secured creditors will start enforcing their security. I verily believe that this will result in a disorderly sale of the properties without the benefit of a complete accounting between the Applicants, the Limited Partnerships and the Related Entities. In my opinion this disorderly disposition of assets will result in significantly less value being received by all stakeholders. Due to the close connexion between the business of the Applicants and the Limited Partnerships, I do verily believe a stay of proceedings is required in relation to both the Applicants and the Limited Partnerships.
88. In addition to the specific indebtedness mentioned above, on or about July 15, 2009 the Applicants were served with a demand by council for Darcy Sandu for the payment of \$1,171,762.10 relating to a Promissory Note dated August 25, 2008. Attached hereto and marked as Exhibit "OO" to this my Affidavit is a true copy of Mr. Sandu's demand. This demand related to a variety of the Applicants, Limited Partnerships and Related Entities.
89. Further, without a proper investigation, the Applicants are unable to determine the extent of any joint and several liabilities, guarantees, or other liabilities that may affect the entities that make up Concrete Equities.
90. For the above noted reasons I do verily believe that the Applicants and the Limited Partnerships are insolvent.

H. THE MONITOR AND INTERIM RECEIVER

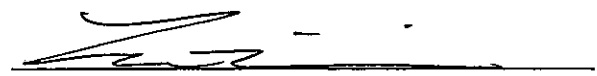
91. E&Y has consented to be appointed the Monitor and Interim Receiver of the Applicants and has assisted Management with the preparation of cash flow forecasts for the next 6 weeks, copies of which are attached hereto and marked as Exhibit "PP" to this my Affidavit.

I. RELATED CORPORATIONS

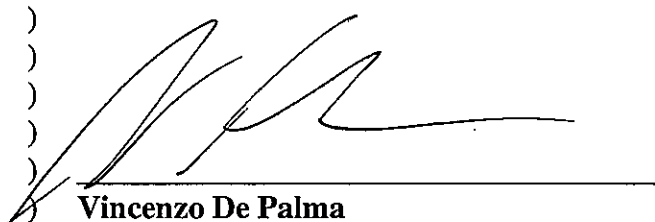
92. Due to the lack of information on where the assets of the Applicants and Limited Partnerships have been distributed, along with the inter-corporate loans and payments that

may have occurred, it is necessary and desirable that the Court grant E&Y significant investigatory powers over the Related Entities.

SWORN BEFORE ME at the City of
Calgary in the Province of Alberta on July
28, 2009.



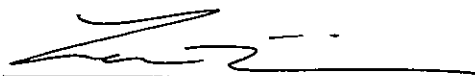
H. Lance Williams
Barrister & Solicitor

)
)
)
)
)
)
)


Vincenzo De Palma

A Commissioner for Oaths in and for the
Province of Alberta.

This is Exhibit "A" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.

A handwritten signature in black ink, appearing to read 'H. Lance Williams', written over a horizontal line.

H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:19 AM
Search provided by: DAVIS LLP

Service Request Number: 13446844
Customer Reference Number: 75800-00005

Corporate Access Number: 2012350894

Legal Entity Name: CONCRETE REGISTERED INVESTMENTS INC.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2006/04/12 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: V.
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA

Postal Code: T2R 1M7
Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 33.3

Last Name: JONES
First Name: DAVID
Middle Name: C.
Street: 7425 MACLEOD TRAIL S.
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8
Percent Of Voting Shares: 33.4

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: AS SET OUT IN PARAGRAPH 2 OF THE ARTICLES OF INCORPORATION
AND AS IDENTICALLY SET FORTH IN THE ATTACHED SCHEDULE "A"
NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE

Share Transfers Restrictions: TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION

Min Number Of Directors: 1

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: AS SET OUT IN PARAGRAPH 6 OF THE ARTICLES OF INCORPORATION AND AS IDENTICALLY SET FORTH IN THE ATTACHED SCHEDULE "B"

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2009	2009/05/08

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2006/04/12	Incorporate Alberta Corporation
2006/05/31	Name/Structure Change Alberta Corporation
2007/12/17	Change Address
2008/09/24	Change Director / Shareholder
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Other Rules or Provisions	ELECTRONIC	2006/04/12
Share Structure	ELECTRONIC	2006/04/12
Share Structure	ELECTRONIC	2006/05/31

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:19 AM
Search provided by: DAVIS LLP

Service Request Number: 13446847
Customer Reference Number: 75800-00005

Corporate Access Number: 2012702037
Legal Entity Name: CONCRETE RRSP HOLDINGS INC.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2006/09/22 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: V.
Street/Box Number: 34 SPRING VALLEY PLACE S.W
City: CALGARY
Province: ALBERTA

Postal Code: T3H 4V1
Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CLAGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VARUN
Middle Name: V.
Street: 34 SPRING VALLEY PLACE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3H 4V1
Percent Of Voting Shares: 51

Last Name: JONES
First Name: DAVID
Middle Name: C.
Street: 43 BEL-AIRE PLACE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2V 2C3
Percent Of Voting Shares: 49

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: AS SET OUT IN PARAGRAPH 2 OF THE ARTICLES OF INCORPORATION
AND AS IDENTICALLY SET FORTH IN THE ATTACHED SCHEDULE "A"

Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION

Min Number Of Directors: 1

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: AS SET OUT IN PARAGRAPH 6 OF THE ARTICLES OF INCORPORATION AND AS IDENTICALLY SET FORTH IN THE ATTACHED SCHEDULE "B"

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2008	2009/05/08

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2006/09/22	Incorporate Alberta Corporation
2006/10/31	Name/Structure Change Alberta Corporation
2007/12/17	Change Address
2008/09/24	Change Director / Shareholder
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2006/09/22
Other Rules or Provisions	ELECTRONIC	2006/09/22
Share Structure	ELECTRONIC	2006/10/31

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.

Alberta Corporation/Non-Profit Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:19 AM
Search provided by: DAVIS LLP

Service Request Number: 13446849
Customer Reference Number: 75800-00005

Corporate Access Number: 2013149774

Legal Entity Name: CONCRETE PLACE REGISTERED CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2007/04/13 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: VINNY
Street/Box Number: C/O 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA

Postal Code: T2R 1M7
Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: 450, 550 - 11 AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 51

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 49

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED

Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION.

**Min Number Of
Directors:** 1

**Max Number Of
Directors:** 15

**Business
Restricted To:** THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THAT
CORPORATION CAN CARRY OUT.

**Business
Restricted From:** THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THAT
CORPORATION CAN CARRY OUT.

Other Provisions: SEE SCHEDULE "B" ATTACHED

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2009	2009/05/08

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2007/04/13	Incorporate Alberta Corporation
2007/04/24	Name/Structure Change Alberta Corporation
2007/12/17	Change Address
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2007/04/13
Other Rules or Provisions	ELECTRONIC	2007/04/13
Share Structure	ELECTRONIC	2007/04/24

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:19 AM
Search provided by: DAVIS LLP

Service Request Number: 13446853
Customer Reference Number: 75800-00005

Corporate Access Number: 2013648544
Legal Entity Name: FIRST AND TENTH RRSP CORP.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2007/11/23 YYYY/MM/DD

Registered Office:
Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:
Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: VINNY
Street/Box Number: 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA

Postal Code: T2R 1M7
Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 50

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 50

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED

Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION.

**Min Number Of
Directors:** 1

**Max Number Of
Directors:** 15

**Business
Restricted To:** THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

**Business
Restricted From:** THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Other Provisions: SEE SCHEDULE "B" ATTACHED.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2008	2009/05/08

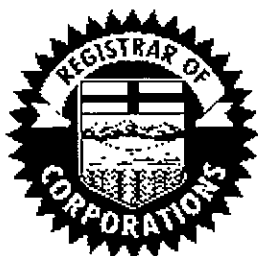
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2007/11/23	Incorporate Alberta Corporation
2007/12/14	Change Address
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2007/11/23
Other Rules or Provisions	ELECTRONIC	2007/11/23

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:04 PM
Search provided by: DAVIS LLP

Service Request Number: 13388731
Customer Reference Number: 75800-00005

Corporate Access Number: 2014126037

Legal Entity Name: GLENWAY REGISTERED CAPITAL CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2008/07/08 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions: NONE
Min Number Of Directors: 1
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO.

Other Information:

Filing History:

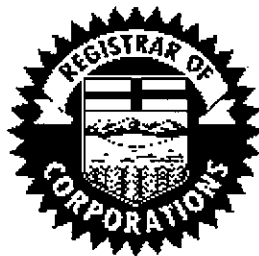
List Date (YYYY/MM/DD)	Type of Filing
2008/07/08	Incorporate Alberta Corporation
2009/05/08	Change Director / Shareholder

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)

Share Structure	ELECTRONIC	2008/07/08
Other Rules or Provisions	ELECTRONIC	2008/07/08

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.





Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:05 PM
Search provided by: DAVIS LLP

Service Request Number: 13388746
Customer Reference Number: 75800-00005

Corporate Access Number: 2014126326

Legal Entity Name: A.G. REGISTERED INVESTMENTS CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2008/07/08 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions: NONE
Min Number Of Directors: 1
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO.

Other Information:

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2008/07/08	Incorporate Alberta Corporation
2009/05/08	Change Director / Shareholder

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)

Share Structure	ELECTRONIC	2008/07/08
Other Rules or Provisions	ELECTRONIC	2008/07/08

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:06 PM
Search provided by: DAVIS LLP

Service Request Number: 13388759
Customer Reference Number: 75800-00005

Corporate Access Number: 2013951492
Legal Entity Name: CONCRETE ASSOCIATES VI INVESTMENT CORPORATION

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2008/04/16 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 2829 - 77TH STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T3H 5M1

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: #106, 177 - 9TH STREET NE
City: CALGARY
Province: ALBERTA
Postal Code: T2E 9E5

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 33

Last Name: DE PALMA
First Name: VINCENZO
Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 33

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLAVE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 34

Details From Current Articles:**The information in this legal entity table supersedes equivalent electronic attachments**

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF CLASS "A" COMMON SHARES

Share Transfers Restrictions: SEE SCHEDULE "A" ATTACHED.

Min Number Of Directors: 1

Max Number Of Directors: 7

Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Other Provisions: SEE SCHEDULE "B" ATTACHED.

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
SAFEGUARD REAL ESTATE INVESTMENT FUND VII LIMITED PARTNERSHIP	LP13969415

Other Information:**Last Annual Return Filed:**

File Year	Date Filed (YYYY/MM/DD)
2009	2009/05/08

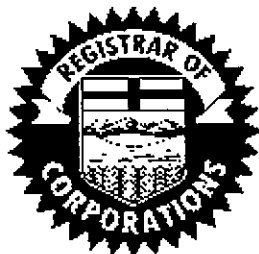
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2008/04/16	Incorporate Alberta Corporation
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Restrictions on Share Transfers	ELECTRONIC	2008/04/16
Other Rules or Provisions	ELECTRONIC	2008/04/16

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.





Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:17 PM
Search provided by: DAVIS LLP

Service Request No: 13388857
Customer Reference No: 75800-00005

Registration No: LP13969415
Current Business Name: SAFEGUARD REAL ESTATE INVESTMENT FUND VII LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2008/04/24 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: CONCRETE ASSOCIATES VI INVESTMENT CORPORATION
Street: #450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Other Information:

Filing History:

List Date	Type of Filing
2008/04/24	Register Limited Partnership
2009/06/05	Amend Limited Partnership

Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000102000554786	2008/04/24
Notice to Amend	10000802000437384	2009/03/16

Notice to Amend

10000502000437408 2009/06/05

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:23 PM
Search provided by: DAVIS LLP

Service Request Number: 13388927
Customer Reference Number: 75800-00005

Corporate Access Number: 2014099028

Legal Entity Name: ELEVENTH AND TENTH REGISTERED CAPITAL CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2008/06/24 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions: NONE
Min Number Of Directors: 1
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO.

Other Information:

Filing History:

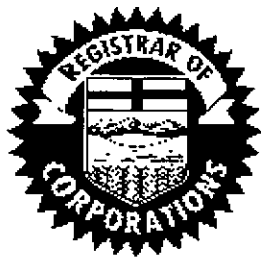
List Date (YYYY/MM/DD)	Type of Filing
2008/06/24	Incorporate Alberta Corporation
2009/05/08	Change Director / Shareholder

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)

Share Structure	ELECTRONIC	2008/06/24
Other Rules or Provisions	ELECTRONIC	2008/06/24

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:24 PM
Search provided by: DAVIS LLP

Service Request Number: 13388930
Customer Reference Number: 75800-00005

Corporate Access Number: 2014099101
Legal Entity Name: SYMOT REGISTERED INVESTMENTS CORP.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2008/06/24 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions: NONE
Min Number Of Directors: 1
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED HERETO.

Other Information:

Filing History:

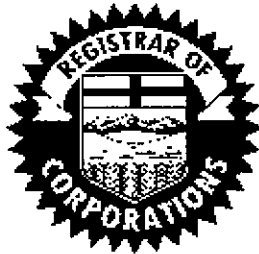
List Date (YYYY/MM/DD)	Type of Filing
2008/06/24	Incorporate Alberta Corporation
2009/05/08	Change Director / Shareholder

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)

Share Structure	ELECTRONIC	2008/06/24
Other Rules or Provisions	ELECTRONIC	2008/06/24

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.





Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:29 PM
Search provided by: DAVIS LLP

Service Request Number: 13388985
Customer Reference Number: 75800-00005

Corporate Access Number: 2013491788

Legal Entity Name: SANTA CLARA REGISTERED CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2007/09/12 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11 AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11 AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: VINNY
Street/Box Number: C/O 450, 550-11TH AVENUE SW
City: CALGARY
Province: ALBERTA

Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 50

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE SW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 50

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED.

Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION.

**Min Number Of
Directors:** 1

**Max Number Of
Directors:** 15

Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Other Provisions: SEE SCHEDULE "B" ATTACHED.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2008	2009/05/08

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2007/09/12	Incorporate Alberta Corporation
2007/09/20	Name/Structure Change Alberta Corporation
2007/12/14	Change Address
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2007/09/12
Other Rules or Provisions	ELECTRONIC	2007/09/12
Share Structure	ELECTRONIC	2007/09/20

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:33 PM
Search provided by: DAVIS LLP

Service Request Number: 13389042
Customer Reference Number: 75800-00005

Corporate Access Number: 2014413013
Legal Entity Name: CONCRETE ASSOCIATES IX CORP.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2008/12/05 YYYY/MM/DD

Registered Office:
Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Records Address:
Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Directors:

Last Name: AURORA
First Name: VARUN
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVE
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Min Number Of Directors: 1

Max Number Of Directors: 7

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ANNEXED SCHEDULE "C" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Other Information:

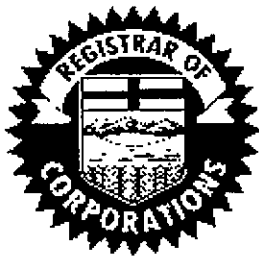
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2008/12/05	Incorporate Alberta Corporation
2009/02/13	Change Director / Shareholder

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2008/12/05
Restrictions on Share Transfers	ELECTRONIC	2008/12/05
Other Rules or Provisions	ELECTRONIC	2008/12/05
Letter - Spelling Error	10000107103489997	2008/12/08

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:37 PM
Search provided by: DAVIS LLP

Service Request Number: 13389088
Customer Reference Number: 75800-00005

Corporate Access Number: 2014572180
Legal Entity Name: CONCRETE FOUNDATION FUND LTD.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2009/03/11 YYYY/MM/DD

Registered Office:

Street: #450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: #450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Street/Box Number: SUITE 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DEPALMA
First Name: VINCENZO
Street/Box Number: SUITE 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVE
Street/Box Number: SUITE 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE
Share Transfers Restrictions: SEE SCHEDULE
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
CONCRETE FOUNDATION FUND LIMITED PARTNERSHIP	LP14572853

Other Information:

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2009/03/11	Incorporate Alberta Corporation

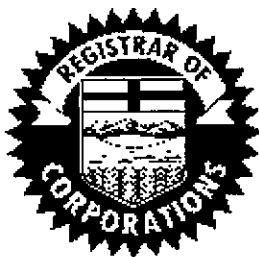
2009/04/17

Change Address

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2009/03/11
Restrictions on Share Transfers	ELECTRONIC	2009/03/11
Other Rules or Provisions	ELECTRONIC	2009/03/11

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.





Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/13
Time of Search: 01:38 PM
Search provided by: DAVIS LLP

Service Request No: 13389098
Customer Reference No: 75800-00005

Registration No: LP14572853
Current Business Name: CONCRETE FOUNDATION FUND LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2009/03/11 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: CONCRETE FOUNDATION FUND LTD.
Street: #450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Other Information:

Filing History:

List Date	Type of Filing
2009/03/11	Register Limited Partnership

Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000002000437378	2009/03/11

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.

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Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:20 AM
Search provided by: DAVIS LLP

Service Request Number: 13446854
Customer Reference Number: 75800-00005

Corporate Access Number: 2013957069

Legal Entity Name: GLENAIR REGISTERED CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2008/04/18 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 2829 - 77TH STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T3H 5M1

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: #106, 177 - 9TH STREET NE
City: CALGARY
Province: ALBERTA
Postal Code: T2E 9E5

Last Name: HUMENIUK
First Name: DAVE
Street/Box Number: 220 HAWKHILL PLACE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED.
Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION.
Min Number Of Directors: 1
Max Number Of Directors: 15
Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.
Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.
Other Provisions: SEE SCHEDULE "B" ATTACHED.

Other Information:

Outstanding Returns:

Annual returns are outstanding for the 2009 file year(s).

Filing History:

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List Date (YYYY/MM/DD)	Type of Filing
2008/04/18	Incorporate Alberta Corporation

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2008/04/18
Other Rules or Provisions	ELECTRONIC	2008/04/18

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:20 AM
Search provided by: DAVIS LLP

Service Request Number: 13446858
Customer Reference Number: 75800-00005

Corporate Access Number: 2013957267
Legal Entity Name: URBAN REGISTERED CORP.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2008/04/18 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 2829 - 77TH STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T3H 5M1

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: #106, 177 - 9TH STREET NE
City: CALGARY
Province: ALBERTA
Postal Code: T2E 9E5

Last Name: HUMENIUK
First Name: DAVE
Street/Box Number: 220 HAWKHILL PLACE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED.

Share Transfers Restrictions: NO SHARES IN THE CAPITAL OF THE CORPORATION MAY BE TRANSFERRED WITHOUT THE PRIOR CONSENT OF THE DIRECTORS OF THE CORPORATION EXPRESSED BY RESOLUTION.

Min Number Of Directors: 1

Max Number Of Directors: 15

Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Other Provisions: SEE SCHEDULE "B" ATTACHED.

Other Information:

Outstanding Returns:

Annual returns are outstanding for the 2009 file year(s).

Filing History:

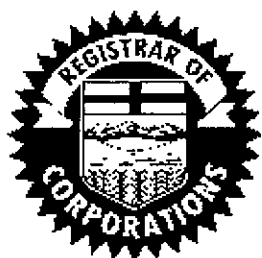
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List Date (YYYY/MM/DD)	Type of Filing
2008/04/18	Incorporate Alberta Corporation

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2008/04/18
Other Rules or Provisions	ELECTRONIC	2008/04/18

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:20 AM
Search provided by: DAVIS LLP

Service Request Number: 13446861
Customer Reference Number: 75800-00005

Corporate Access Number: 2012919359
Legal Entity Name: CONCOR PACIFIC INC.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2007/01/05 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: VINNNY
Street/Box Number: 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA

Postal Code: T2R 1M7

Last Name: HUMENIUK

First Name: DAVE

Street/Box Number: 220 HAWKHILL PLACE N.W.

City: CALGARY

Province: ALBERTA

Postal Code: T3G 3H5

Last Name: KIEHLBAUCH

First Name: MILTON

Street/Box Number: #82 EMERALD BAY DRIVE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T3Z 1E3

Voting Shareholders:

Legal Entity Name: CORRIDOR PACIFIC CORP.

Corporate Access Number: 206731630

Street: C/O 82 EMERALD BAY DRIVE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T3Z 1E3

Percent Of Voting Shares: 33.33

Legal Entity Name: DENVER MICK AND SPARK INC.

Corporate Access Number: 2012813412

Street: 450, 550 - 11 AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2R 1M7

Percent Of Voting Shares: 33.33

Legal Entity Name: TAHILIANI INTERNATIONAL CORP.

Corporate Access Number: 2012805491

Street: 450, 550 - 11 AVENUE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2R 1M7

Percent Of Voting Shares: 33.33

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF CLASS "A" SHARES

Share Transfers Restrictions: SEE SCHEDULE "A" ATTACHED

Min Number Of Directors: 1

Max Number Of Directors: 7

Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Other Provisions: SEE SCHEDULE "B" ATTACHED

Holding Shares In:

Legal Entity Name
EL GOLFO PROPERTIES CANADA INC.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2009	2009/05/08

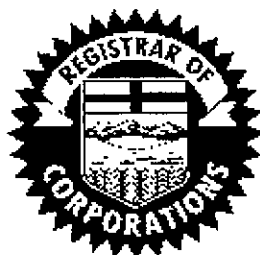
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2007/01/05	Incorporate Alberta Corporation
2007/12/13	Change Address
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Restrictions on Share Transfers	ELECTRONIC	2007/01/05
Other Rules or Provisions	ELECTRONIC	2007/01/05

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:20 AM
Search provided by: DAVIS LLP

Service Request Number: 13446862
Customer Reference Number: 75800-00005

Corporate Access Number: 2012090631
Legal Entity Name: 1209063 ALBERTA LTD.

Legal Entity Status: Active
Alberta Corporation Type: Numbered Alberta Corporation
Registration Date: 2005/12/08 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1M7

Directors:

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: #106, 177 - 9TH STREET NE
City: CALGARY
Province: ALBERTA
Postal Code: T2E 9E5

Last Name: SANDHU
First Name: JASPREET
Middle Name: S.
Street/Box Number: 1716 CENTRE STREET NE
City: CALGARY
Province: ALBERTA
Postal Code: T2E 2S4

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED
Share Transfers Restrictions: SEE SCHEDULE "B" ATTACHED
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.
Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.
Other Provisions: SEE SCHEDULE "C" ATTACHED

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2007	2007/12/07

Outstanding Returns:

Annual returns are outstanding for the 2008 file year(s).

Filing History:

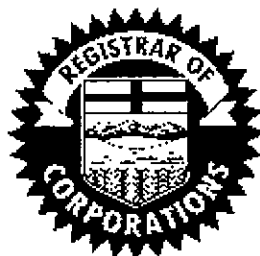
List Date (YYYY/MM/DD)	Type of Filing
2005/12/08	Incorporate Alberta Corporation

2007/12/07	Enter Annual Returns for Alberta and Extra-Provincial Corp.
2008/11/06	Change Director / Shareholder
2008/11/06	Change Address

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2005/12/08
Restrictions on Share Transfers	ELECTRONIC	2005/12/08
Other Rules or Provisions	ELECTRONIC	2005/12/08

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:21 AM
Search provided by: DAVIS LLP

Service Request Number: 13446866
Customer Reference Number: 75800-00005

Corporate Access Number: 2014413013

Legal Entity Name: CONCRETE ASSOCIATES IX CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2008/12/05 YYYY/MM/DD

Registered Office:

Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Records Address:

Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Directors:

Last Name: AURORA
First Name: VARUN
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVE
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Share Transfers Restrictions: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: THE ANNEXED SCHEDULE "C" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Other Information:

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2008/12/05	Incorporate Alberta Corporation
2009/02/13	Change Director / Shareholder

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
<u>Share Structure</u>	ELECTRONIC	2008/12/05
<u>Restrictions on Share Transfers</u>	ELECTRONIC	2008/12/05
<u>Other Rules or Provisions</u>	ELECTRONIC	2008/12/05
Letter - Spelling Error	10000107103489997	2008/12/08

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:21 AM
Search provided by: DAVIS LLP

Service Request Number: 13446867
Customer Reference Number: 75800-00005

Corporate Access Number: 2014309500

Legal Entity Name: CONCRETE EQUITIES MANAGEMENT INC.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2008/10/08 YYYY/MM/DD

Registered Office:

Street: 450, 550 - 11 AVE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: 450, 550 - 11 AVE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: #450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: #450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: HUMENIUK
First Name: DAVE
Street/Box Number: #450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: AS PER ATTACHED SCHEDULE "A"
Share Transfers Restrictions: AS PER ATTACHED SCHEDULE "B"
Min Number Of Directors: 1
Max Number Of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: AS PER ATTACHED SCHEDULE "C"

Other Information:

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2008/10/08	Incorporate Alberta Corporation
2008/12/30	Change Address

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)

Share Structure	ELECTRONIC	2008/10/08
Restrictions on Share Transfers	ELECTRONIC	2008/10/08
Other Rules or Provisions	ELECTRONIC	2008/10/08

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.





Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 10:20 AM
Search provided by: DAVIS LLP

Service Request No: 13448111
Customer Reference No: 75800-00005

Registration No: LP14428684
Current Business Name: SAFEGUARD VIII LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2008/12/16 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: CONCRETE ASSOCIATES VIII CORP.
Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Other Information:

Filing History:

List Date	Type of Filing
2008/12/16	Register Limited Partnership

Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000107103490000	2008/12/16

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.



Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 10:20 AM
Search provided by: DAVIS LLP

Service Request Number: 13448104
Customer Reference Number: 75800-00005

Corporate Access Number: 2014423996

Legal Entity Name: CONCRETE ASSOCIATES VIII CORP.

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2008/12/16 YYYY/MM/DD

Registered Office:

Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Records Address:

Street: 3500, 855 - 2 STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4J8

Directors:

Last Name: AURORA
First Name: VARUN
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVE
Street/Box Number: 450, 55 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: THE ANNEXED SCHEDULE "A" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Share Transfers Restrictions: THE ANNEXED SCHEDULE "B" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: THE ANNEXED SCHEDULE "C" IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
SAFEGUARD VIII LIMITED PARTNERSHIP	LP14428684

Other Information:

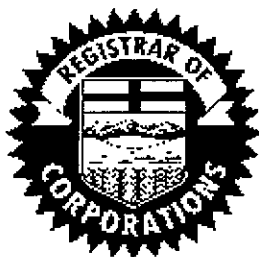
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2008/12/16	Incorporate Alberta Corporation
2009/02/13	Change Director / Shareholder

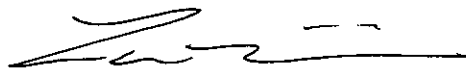
Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
<u>Share Structure</u>	ELECTRONIC	2008/12/16
<u>Restrictions on Share Transfers</u>	ELECTRONIC	2008/12/16
<u>Other Rules or Provisions</u>	ELECTRONIC	2008/12/16

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



This is Exhibit "B" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:22 AM
Search provided by: DAVIS LLP

Service Request No: 13446874
Customer Reference No: 75800-00005

Registration No: LP12213054
Current Business Name: SAFEGUARD REAL ESTATE INVESTMENT FUND LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2006/02/07 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: WEALTHCRETE INVESTMENT CORPORATION
Street: 100-6001-1A ST SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0G5

Other Information:

Filing History:

List Date	Type of Filing
2006/02/07	Register Limited Partnership
2008/07/23	Amend Limited Partnership

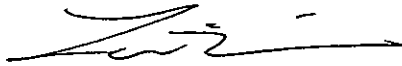
Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000405101452066	2006/02/07
Notice to Amend	10000707104335425	2008/07/23

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.



This is Exhibit "C" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:21 AM
Search provided by: DAVIS LLP

Service Request Number: 13446872
Customer Reference Number: 75800-00005

Corporate Access Number: 2012104101

Legal Entity Name: WEALTHCRETE INVESTMENT CORPORATION

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2005/12/16 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: #100, 6001 - 1A STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0G5
Percent Of Voting Shares: 33.3

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 33.3

Last Name: JONES
First Name: DAVID
Street: #100, 6001 - 1A STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0G5
Percent Of Voting Shares: 33.4

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: AS SET OUT IN SCHEDULE "A" ATTACHED HERETO.
Share Transfers Restrictions: AS SET OUT IN SCHEDULE "B" ATTACHED HERETO.
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: AS SET OUT IN SCHEDULE "C" ATTACHED HERETO.

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
SAFEGUARD REAL ESTATE INVESTMENT FUND LIMITED PARTNERSHIP	LP12213054

Other Information:**Last Annual Return Filed:**

File Year	Date Filed (YYYY/MM/DD)
2008	2009/05/08

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2005/12/16	Incorporate Alberta Corporation
2008/09/23	Change Director / Shareholder
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

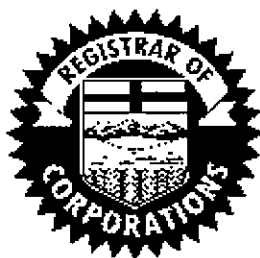
Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2005/12/16
Restrictions on Share Transfers	ELECTRONIC	2005/12/16

Other Rules or Provisions

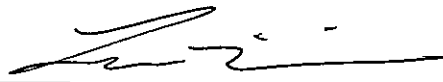
ELECTRONIC

2005/12/16

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



This is Exhibit "D" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0013 347 852 9010672;2;15 061 267 955

LEGAL DESCRIPTION
PLAN 9010672
BLOCK 2
LOT 15
EXCEPTING THEREOUT ALL MINES AND MINERALS
AREA: 0.73 HECTARES (1.8 ACRES) MORE OR LESS

ESTATE: FEE SIMPLE
ATS REFERENCE: 5;1;22;33;NE

MUNICIPALITY: CITY OF CALGARY

REFERENCE NUMBER: 001 161 717

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
061 267 955	05/07/2006	TRANSFER OF LAND	\$4,000,000	\$4,000,000

OWNERS

WEALTHCRETE INVESTMENT CORPORATION.
OF #450, 550 - 11 AVENUE SE
CALGARY
ALBERTA T2R 1M7
(DATA UPDATED BY: CHANGE OF ADDRESS 071369111)

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION	DATE (D/M/Y)	PARTICULARS
NUMBER		
811 113 585	16/06/1981	UTILITY RIGHT OF WAY GRANTEE - THE CITY OF CALGARY. AS TO PORTION OR PLAN:8110716

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
061 267 955

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

"PORTION"

881 197 515	01/11/1988	RESTRICTIVE COVENANT
881 198 109	01/11/1988	UTILITY RIGHT OF WAY GRANTEE - THE CITY OF CALGARY. "PORTION DESCRIBED"
901 012 548	13/01/1990	CAVEAT RE : AGREEMENT UNDER PLANNING ACT CAVEATOR - THE CITY OF CALGARY. CITY SOLICITOR, CITY HALL BOX 2100, STATION "M" CALGARY ALBERTA T2P2M5 AGENT - CRAIG R MEYERS
901 089 287	09/04/1990	UTILITY RIGHT OF WAY GRANTEE - THE CITY OF CALGARY. AS TO PORTION OR PLAN: 9010673
901 201 501	02/08/1990	CAVEAT RE : LEASE CAVEATOR - LESTER S. IKUTA PROFESSIONAL CORPORATION. C/O SUGIMOTO & COMPANY 204, 2635-27 AVE NE CALGARY ALBERTA AGENT - BRIAN A SEKIYA
001 033 625	04/02/2000	CAVEAT RE : LEASE CAVEATOR - SHELL CANADA PRODUCTS LIMITED. P.O. BOX 100, STN "M", CALGARY ALBERTA T2P2H5 AGENT - STEPHANIE GRAHAM
051 239 396	06/07/2005	MORTGAGE MORTGAGEE - COMPUTERSHARE TRUST COMPANY OF CANADA. 9 FLR, 100 UNIVERSITY AVE NORTH TOWER TORONTO ONTARIO M5J2Y1 ORIGINAL PRINCIPAL AMOUNT: \$2,250,000 (DATA UPDATED BY: TRANSFER OF MORTGAGE 061112188)

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
061 267 955

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

051 239 397 06/07/2005 CAVEAT
RE : ASSIGNMENT OF RENTS AND LEASES
CAVEATOR - COMPUTERSHARE TRUST COMPANY OF CANADA.
9 FLR, 100 UNIVERSITY AVE
NORTH TOWER
TORONTO
ONTARIO M5J2Y1
(DATA UPDATED BY: TRANSFER OF CAVEAT
061112189)

061 267 956 05/07/2006 CAVEAT
RE : MORTGAGE ASSUMPTION AND AMENDING AGREEMENT
CAVEATOR - COMPUTERSHARE TRUST COMPANY OF CANADA.
100 UNIVERSITY AVENUE, 9TH FLOOR, NORTH TOWER
TORONTO
ONTARIO M5J2Y1
AGENT - TERENCE G LIDSTER

081 260 110 22/07/2008 CAVEAT
RE : RESTRICTIVE COVENANT , ETC.

091 116 449 30/04/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - STRATEGIC FINANCIAL CORP..
400, 630-8 AVE SW
CALGARY
ALBERTA T2P1G6
AGENT - STEPHEN L LIVERGANT

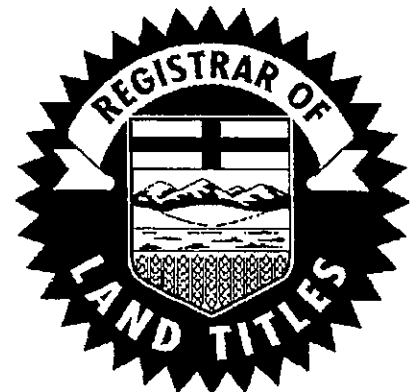
TOTAL INSTRUMENTS: 012

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 20 DAY OF JULY, 2009 AT 03:44 P.M.

ORDER NUMBER:14429835

CUSTOMER FILE NUMBER: 75800-00005

END OF CERTIFICATE



(CONTINUED)

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR THE BENEFIT OF CLIENT(S).



LAND TITLE CERTIFICATE

S

LINC SHORT LEGAL
0026 226 191 9412361;30;4

TITLE NUMBER
061 267 935

LEGAL DESCRIPTION

PLAN 9412361
BLOCK 30
LOT 4
EXCEPTING THEREOUT ALL MINES AND MINERALS
AREA: 0.607 HECTARES (1.5 ACRES) MORE OR LESS

ESTATE: FEE SIMPLE
ATS REFERENCE: 5;1;23;2;E

MUNICIPALITY: CITY OF CALGARY

REFERENCE NUMBER: 981 100 868

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
061 267 935	05/07/2006	TRANSFER OF LAND	\$5,000,000	\$5,000,000

OWNERS

WEALTHCRETE INVESTMENT CORPORATION.
OF #450, 550 - 11 AVENUE SW
CALGARY
ALBERTA T2R 1M7
(DATA UPDATED BY: CHANGE OF ADDRESS 071369112)

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION		
NUMBER	DATE (D/M/Y)	PARTICULARS
731 082 624	13/12/1973	UTILITY RIGHT OF WAY GRANTEE - THE CITY OF CALGARY. AS TO PORTION OR PLAN:731669

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
061 267 935

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
831 029 297	17/02/1983	RESTRICTIVE COVENANT
831 029 298	17/02/1983	EASEMENT "SUBJECT TO AND EXTENDED BY"
831 029 299	17/02/1983	CAVEAT RE : DEVELOPMENT AGREEMENT CAVEATOR - THE CITY OF CALGARY.
851 005 054	11/01/1985	CAVEAT RE : RESTRICTIVE COVENANT CAVEATOR - PETRO-CANADA INC.. 111- 5TH AVENUE SW, P.O. BOX 2844, CALGARY ALBERTA T2P3E3 AGENT - P A BRUNNER "DATA UPDATED BY: TRANSFER OF CAVEAT 871020897 DATA UPDATED BY: 911192590"
851 134 876	15/08/1985	CAVEAT RE : POSTPONEMENT CAVEATOR - MCDONALD'S RESTAURANTS OF CANADA LIMITED. C/O ACKROYD, PIASTA ETC. 15TH FLOOR, 10665 JASPER AVENUE EDMONTON ALBERTA AGENT - J E CREGAN "DATA UPDATED BY: 911192590"
911 275 866	05/12/1991	CAVEAT RE : RESTRICTIVE COVENANT
931 271 385	29/10/1993	CAVEAT RE : LEASE CAVEATOR - SCOTT'S FOOD SERVICES INC.. ATTENTION: CLEMENT DUTOT 500 HOOD RD MARKHAM ONTARIO L3R0P6 AGENT - LAURA G LETOURNEAU
941 089 374	13/04/1994	UTILITY RIGHT OF WAY GRANTEE - THE CITY OF CALGARY.
991 028 228	01/02/1999	CAVEAT RE : LEASE

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
061 267 935

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
		CAVEATOR - 586451 ALBERTA LTD.. C/O RICHARD TROMBINSKI 201, 8820A MACLEOD TRAIL S CALGARY ALBERTA T2H0M4 AGENT - RICHARD TROMBINSKI
991 323 821	03/11/1999	CAVEAT RE : ENCROACHMENT AGREEMENT
011 005 278	05/01/2001	CAVEAT RE : ASSIGNMENT OF LEASE CAVEATOR - 908003 ALBERTA LTD.. O/A CHINA EXPRESS 6, 13750 BOW BOTTOM TRAIL SE CALGARY ALBERTA T2J6T5 AGENT - MING J FONG
011 047 624	21/02/2001	CAVEAT RE : LEASE CAVEATOR - ROGERS WIRELESS INC.. 11 FLR., ONE MT. PLEASANT TORONTO ONTARIO M4Y2Y5 AGENT - ANDREA ESSERY
041 262 749	14/07/2004	MORTGAGE MORTGAGEE - COMPUTERSHARE TRUST COMPANY OF CANADA. ATTN: MANAGER, CORPORATE TRUST 100 UNIVERSITY AVENUE, 9TH FLOOR, NORTH TOWER TORONTO ONTARIO M5J2Y1 ORIGINAL PRINCIPAL AMOUNT: \$2,570,000 (DATA UPDATED BY: TRANSFER OF MORTGAGE 051030224)
041 262 750	14/07/2004	CAVEAT RE : ASSIGNMENT OF RENTS AND LEASES CAVEATOR - COMPUTERSHARE TRUST COMPANY OF CANADA. ATTN: MANAGER, CORPORATE TRUST 100 UNIVERSITY AVENUE, 9TH FLOOR, NORTH TOWER TORONTO ONTARIO M5J2Y1 (DATA UPDATED BY: TRANSFER OF CAVEAT 051030225)

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 4
061 267 935

REGISTRATION

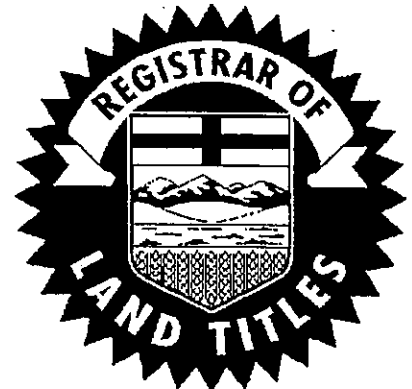
NUMBER	DATE (D/M/Y)	PARTICULARS
061 319 828	09/08/2006	CAVEAT RE : MORTGAGE ASSUMPTION AGREEMENT , ETC. CAVEATOR - COMPUTERSHARE TRUST COMPANY OF CANADA. ATTN: MICHAEL MCCAUGHEY C/O CAPMARK CANADA LIMITED 70 YORK STREET, SUITE 710 TORONTO ONTARIO M5J1S9 AGENT - NICK F SALAYSAY
091 116 449	30/04/2009	CAVEAT RE : AGREEMENT CHARGING LAND CAVEATOR - STRATEGIC FINANCIAL CORP.. 400, 630-8 AVE SW CALGARY ALBERTA T2P1G6 AGENT - STEPHEN L LIVERGANT

TOTAL INSTRUMENTS: 017

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 20 DAY OF JULY, 2009 AT 03:48 P.M.

ORDER NUMBER:14429923

CUSTOMER FILE NUMBER: 75800-00005



END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

This is Exhibit "E" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.

A handwritten signature in black ink, appearing to read 'H. Lance Williams', written over a horizontal line.

H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:22 AM
Search provided by: DAVIS LLP

Service Request No: 13446878
Customer Reference No: 75800-00005

Registration No: LP12320461
Current Business Name: SAFEGUARD REAL ESTATE INVESTMENT FUND II LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2006/03/28 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: CONCRETE ASSOCIATES INVESTMENT CORPORATION
Street: 100-6001-1A ST SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0G5

Other Information:

Filing History:

List Date	Type of Filing
2006/03/28	Register Limited Partnership
2008/12/10	Amend Limited Partnership

Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000405101452090	2006/03/28
Notice to Amend	10000007104335424	2008/07/23

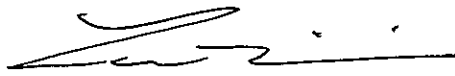
Notice to Amend

10000207103027996 2008/12/10

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.



This is Exhibit "F" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:24 AM
Search provided by: DAVIS LLP

Service Request Number: 13446897
Customer Reference Number: 75800-00005

Corporate Access Number: 2012317059

Legal Entity Name: CONCRETE ASSOCIATES INVESTMENT CORPORATION

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2006/03/27 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Middle Name: C.
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: 450, 550 - 11 AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 33.33

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 33.3

Last Name: JONES

First Name: DAVID
Street: 7425 MACLEOD TRAIL S.
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8
Percent Of Voting Shares: 33.4

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: AS SET OUT IN SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: AS SET OUT IN SCHEDULE "B" ATTACHED HERETO
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: AS SET OUT IN SCHEDULE "C" ATTACHED HERETO

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
SAFEGUARD REAL ESTATE INVESTMENT FUND II LIMITED PARTNERSHIP	LP12320461

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2009	2009/05/08

Filing History:

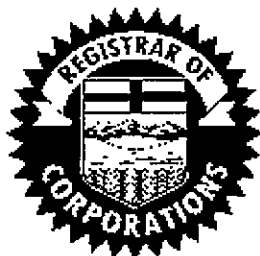
List Date (YYYY/MM/DD)	Type of Filing
2006/03/27	Incorporate Alberta Corporation
2007/12/17	Change Address

2009/01/20	Change Director / Shareholder
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

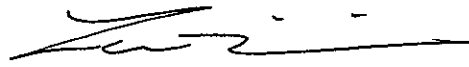
Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2006/03/27
Restrictions on Share Transfers	ELECTRONIC	2006/03/27
Other Rules or Provisions	ELECTRONIC	2006/03/27

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



This is Exhibit "G" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



LAND TITLE CERTIFICATE

B

LINC SHORT LEGAL
0013 116 124 SA1;26;16

TITLE NUMBER
061 312 867 +6

LEGAL DESCRIPTION

PLAN A1
BLOCK 26
LOT 16

EXCEPTING THEREOUT:

(AS TO SURFACE ONLY) THE PORTION FOR STREET WIDENING ON PLAN 8211788

ATS REFERENCE: 5;1;24;16
ESTATE: FEE SIMPLE

MUNICIPALITY: CITY OF CALGARY

REFERENCE NUMBER: 051 358 567 +6

REGISTERED OWNER(S)				
REGISTRATION	DATE(DMY)	DOCUMENT TYPE	VALUE	CONSIDERATION
061 312 867	03/08/2006	TRANSFER OF LAND		SEE INSTRUMENT

OWNERS

CONCRETE ASSOCIATES INVESTMENT CORPORATION.
OF #450, 550 - 11 AVENUE SW
CALGARY
ALBERTA T2R 1M7

(DATA UPDATED BY: CHANGE OF ADDRESS 071369113)

(DATA UPDATED BY: CHANGE OF ADDRESS 091133026)

ENCUMBRANCES, LIENS & INTERESTS

REGISTRATION	DATE (D/M/Y)	PARTICULARS
NUMBER		
781 149 127	19/09/1978	CAVEAT

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
061 312 867 +6

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
		CAVEATOR - THE CITY OF CALGARY.
011 249 979	29/08/2001	CAVEAT RE : LEASE CAVEATOR - ROGERS WIRELESS INC.. ONE MOUNT PLEASANT, 11TH FLOOR TORONTO ALBERTA M4Y2Y5 AGENT - WINSTON E. GASKIN
051 039 691	31/01/2005	CAVEAT RE : LEASE CAVEATOR - JACOBS CANADA INC.. ATTN:CRAIG R HILL 1400,350 7 AVE SW CALGARY ALBERTA T2P3N9 AGENT - CRAIG R HILL (DATA UPDATED BY: CHANGE OF ADDRESS 051039708)
051 358 568	26/09/2005	MORTGAGE MORTGAGEE - THE STANDARD LIFE ASSURANCE COMPANY OF CANADA. 1600, 1245 SHERBROOKE STREET WEST MONTREAL QUEBEC H3G1G3 ORIGINAL PRINCIPAL AMOUNT: \$9,750,000
051 358 569	26/09/2005	CAVEAT RE : ASSIGNMENT OF RENTS CAVEATOR - THE STANDARD LIFE ASSURANCE COMPANY. 1500 MANULIFE PLACE, 10180 - 101 STREET EDMONTON ALBERTA T5J4K1 AGENT - KEVIN LYNCH
051 358 570	26/09/2005	CAVEAT RE : ASSIGNMENT OF LEASE CAVEATOR - THE STANDARD LIFE ASSURANCE COMPANY. 1500 MANULIFE PLACE, 10180 - 101 STREET EDMONTON ALBERTA T5J4K1 AGENT - KEVIN LYNCH
091 051 181	25/02/2009	CAVEAT RE : PURCHASERS INTEREST CAVEATOR - STRATEGIC FINANCIAL CORP..

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
061 312 867 +6

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

400, 630-8 AVE SW
CALGARY
ALBERTA T2P1G6
AGENT - STEPHEN LIVERGANT

091 116 450 30/04/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - STRATEGIC FINANCIAL CORP..
400, 630-8 AVE SW
CALGARY
ALBERTA T2P1G6
AGENT - STEPHEN L LIVERGANT

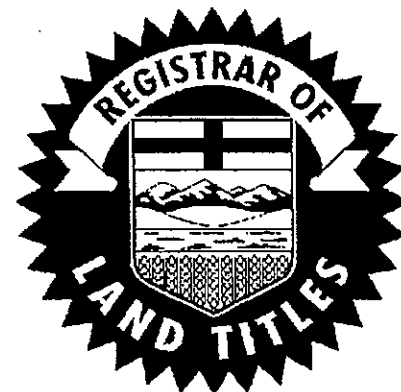
091 132 980 14/05/2009 BUILDER'S LIEN
LIENOR - CONVERGINT TECHNOLOGIES LTD..
ATTN: PATRICIA L. MORRISON
BORDEN LADNER GERVAIS LLP
1000 CANTERRA TOWER
400 THIRD AVENUE SW
CALGARY
ALBERTA T2P4H2
AGENT - PAUL POINTEN
AMOUNT: \$152,250

TOTAL INSTRUMENTS: 009

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 22 DAY OF JULY, 2009 AT 04:07 P.M.

ORDER NUMBER:14453475

CUSTOMER FILE NUMBER: 75800-00005



END OF CERTIFICATE

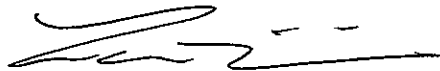
THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM

(CONTINUED)

INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR THE BENEFIT OF CLIENT(S).

This is Exhibit "H" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

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

BETWEEN:

THE STANDARD LIFE ASSURANCE COMPANY

Plaintiff

- and -

5TH AVENUE SYNDICATION LTD., CONCRETE ASSOCIATES INVESTMENT CORPORATION, in its capacity as General Partner for SAFEGUARD REAL ESTATE INVESTMENT FUND II LIMITED PARTNERSHIP, SAFEGUARD REAL ESTATE INVESTMENT FUND II LIMITED PARTNERSHIP, STEVEN BUTT, GARRY BOBKE, DAVID JONES, and VARUN AURORA

Defendants

STATEMENT OF CLAIM

The Parties

1. The Plaintiff, The Standard Life Assurance Company ("Standard Life"), is a body corporate, incorporated pursuant to the laws of Canada, with its registered office in the City of Montreal in the Province of Quebec, and carries on business in the Province of Alberta, and elsewhere in Canada.
2. The Defendant, 5th Avenue Syndication Ltd. ("5th Avenue"), is a body corporate, incorporated pursuant to the laws of the Province of Alberta, with its registered office in the City of Calgary, in the Province of Alberta, and carries on business in the City of Calgary.
3. The Defendant, Concrete Associates Investment Corporation ("Concrete") is a body corporate incorporated pursuant to the laws of the Province of Alberta, with its registered office in the City of Calgary, in the Province of Alberta, and so far as is known to the Plaintiff, carries on business in the City of Calgary. Concrete is the General Partner of Safeguard Real Estate Investment Fund II Limited Partnership (the "Partnership"). At all

32. There is owing to the Plaintiff as of May 12, 2009 (assuming that the May 1, 2009 payment promised by Concrete has been made) the sum of \$8,700,527.29 (which includes the Extension Fee), plus interest from and after May 12, 2009 at a per diem rate of \$1,808.57, plus all other amounts owing pursuant to the Mortgage.
33. Concrete is the registered owner of the Property, and in actual possession thereof.
34. The Partnership is liable for all of the obligations of Concrete, its General Partner, to the Plaintiff.
35. The Plaintiff does not believe that the trial of this Action will exceed 25 days and proposes that the trial of this action be held at the City of Calgary, in the Province of Alberta.

WHEREFORE THE MORTGAGEE CLAIMS AS AGAINST 5th AVENUE:

- (a) Judgment in the sum of \$8,700,527.29, plus interest from and after May 12, 2009 at a per diem rate of \$1,808.57, plus all other amounts owing pursuant to the Mortgage;
- (b) All legal costs and expenses on a solicitor and own client basis; and
- (c) Such further and other relief as the nature of the case may require and to this Honourable Court seem meet.

WHEREFORE THE PLAINTIFF CLAIMS AS AGAINST CONCRETE AND THE PARTNERSHIP, JOINTLY AND SEVERALLY:

- (a) Judgment in the sum of \$8,700,527.29, plus interest from and after May 12, 2009 at a per diem rate of \$1,808.57, plus all other amounts owing pursuant to the Mortgage and the Assumption Agreement;
- (b) A Declaration as to the amount owing under the Mortgage with interest according to the terms of the Mortgage and the Assumption Agreement and, in default of payment, sale or foreclosure and possession of the Property;

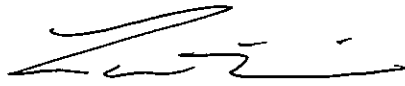
- (c) An Order for Possession;
- (d) An Order for the Appointment of a Receiver of Rents and/or a Receiver and Manager;
- (e) A Preservation Order;
- (f) An Order for a Judicial Listing;
- (g) Alternatively, a direct Final Order for Foreclosure without a period of redemption, advertising or Judicial Listing;
- (h) All legal costs and expenses on a solicitor and his own client basis; and
- (i) Such further and other relief as the nature of the case may require and to this Honourable Court may seem meet.

WHEREFORE THE PLAINTIFF CLAIMS AS AGAINST THE GUARANTORS,
JOINTLY AND SEVERALLY:

- (a) Judgment in the sum of \$8,700,527.29, plus interest from and after May 12, 2009 at a per diem rate of \$1,808.57, plus all other amounts owing pursuant to the Mortgage.
- (b) All legal costs and expenses on a solicitor and his own client basis; and
- (c) Such further and other relief as the nature of the case may require and to this Honourable Court may seem meet.

DATED at the City of Calgary, in the Province of Alberta, this 12th day of May, 2009, AND DELIVERED BY Bennett Jones LLP, Barristers and Solicitors, Solicitors for the Plaintiff, whose address for service is in care of the said Solicitors at 4500 Bankers Hall East, 855 - 2nd Street S.W., Calgary, Alberta, T2P 4K7.

This is Exhibit "I" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.

A handwritten signature in black ink, appearing to read 'H. Williams', written over a horizontal line.

H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

ALBERTA GOVERNMENT SERVICES LAND TITLES OFFICE

IMAGE OF DOCUMENT REGISTERED AS:

091132980

ADVISORY

This electronic image is a reproduction of the original document registered at the Land Titles Office. Please compare the registration number on this coversheet with that on the attached document to ensure that you have received the correct document. Note that Land Titles Staff are not permitted to interpret the contents of this document.

Please contact the Land Titles Office at (780) 422-7874 if the image of the document is not legible.

**BUILDERS' LIEN ACT
STATEMENT OF LIEN**

✓
CONVERGINT TECHNOLOGIES LTD, located at #124, 6170 - 12 Street S.E., Calgary, Alberta, T2H 2X2, claims a lien under the *Builders' Lien Act* upon the estate of Concrete Associates Investment Corporation, located at #450, 550 - 11 Avenue S.W., Calgary, Alberta, in the following lands:

PLAN A1
BLOCK 26
LOT 16 ✓

EXCEPTING THEREOUT:

(AS TO SURFACE ONLY) THE PORTION FOR STREET WIDENING ON PLAN 8211788

The lien is claimed in respect of the following work or materials, that is to say:

Supply and delivery of a McQuay 250 ton centrifugal chiller. ✓

which work was or is to be done for or which materials were or are to be furnished for:

Concrete Associates Investment Corporation

#450, 550 - 11 Avenue S.W. ✓

Calgary, Alberta T2R 1M7

and

Avenue Commercial Inc. ✓

#40, 308 - 11th Avenue S.W.

Calgary, Alberta T2G 0Y2

The work was completed and the materials were furnished on April 4, 2009. ✓

The sum to be claimed or to become due is \$152,250.00, plus interest and costs. ✓

The address for service of the lienholder hereunder is: Borden Ladner Gervais LLP, 1000 Canterra Tower, 400 Third Avenue S.W., Calgary, Alberta, T2P 4H2, Attention: Patricia L. Morrison. ✓

DATED at Calgary, Alberta, this 14th day of May, 2009.

CONVERGINT TECHNOLOGIES LTD

✓
M. McDonald
Witness

Per:

✓
P. Pointen
PAUL POINTEN

/

**AFFIDAVIT VERIFYING CLAIM BY
OTHER THAN LIENHOLDER**

I, **Paul Pointen**, of Calgary, Alberta, make oath and say as follows:

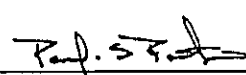
1. I am the Security Operations Manager of Convergent Technologies LTD, named in the annexed Statement of Lien, and as such have full knowledge of the facts set forth in the annexed statement. /
2. The said claim is true. ✓

SWORN BEFORE ME at the City of Calgary,)
in the Province of Alberta, this 14th day of)
May, 2009.)
)
)
)
)
)



A Commissioner for Oaths in and for the
Province of Alberta

PATRICIA L. MORRISON
BARRISTER & SOLICITOR /



PAUL POINTEN ✓

AFFIDAVIT OF EXECUTION

CANADA

) I, Maureen McDonald,

PROVINCE OF ALBERTA

) of the City of Calgary, in the Province of

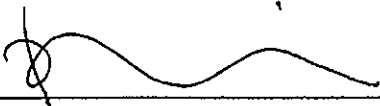
TO WIT

) Alberta

MAKE OATH AND SAY AS FOLLOWS:

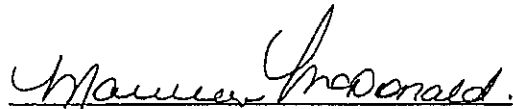
1. I was present and did see **Paul Pointen** named in the within instrument who is personally known to me to be the person named therein, duly sign and execute the same for the purpose therein.
2. The same was executed at the City of Calgary, in the Province of Alberta, and I am the subscribing witness thereto.
3. **Paul Pointen** is in my belief of the full age of eighteen years.

SWORN BEFORE ME at the City of Calgary,)
in the Province of Alberta, this 14th day of)
May, 2009.)



A Commissioner for Oaths in and for the
Province of Alberta

PATRICIA L. MORRISON
BARRISTER & SOLICITOR


MAUREEN McDONALD

AFFIDAVIT VERIFYING CORPORATE SIGNING AUTHORITY

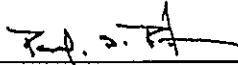
I, Paul Pointen, of Calgary, Alberta, MAKE OATH AND SAY THAT:

1. I am the Security Operations Manager of Convergent Technologies LTD named in the within Statement of Lien.
2. I am authorized by the corporation to execute the instrument without affixing a corporate seal.

SWORN BEFORE ME at the City of Calgary,)
in the Province of Alberta, this 14th day of)
May, 2009.)


A Commissioner for Oaths in and for the
Province of Alberta

PATRICIA L. MORRISON
BARRISTER & SOLICITOR

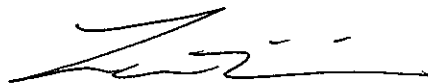

PAUL POINTEN



091132980

091132980 REGISTERED 2009 05 14
BUIL - BUILDER'S LIEN
DOC 1 OF 1 DRR#: C033856 ADR/MVECCHIO
LINC/S: 0013116124

This is Exhibit "J" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:22 AM
Search provided by: DAVIS LLP

Service Request No: 13446882
Customer Reference No: 75800-00005

Registration No: LP12650198
Current Business Name: SAFEGUARD REAL ESTATE INVESTMENT FUND III LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2006/08/30 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: CONCRETE ASSOCIATES II INVESTMENT CORPORATION
Street: 450-550-11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Other Information:

Filing History:

List Date	Type of Filing
2006/08/30	Register Limited Partnership
2006/11/16	Update Declarant / Partners / Attorneys
2008/07/23	Amend Limited Partnership

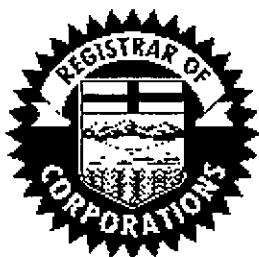
Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000706101979231	2006/08/30

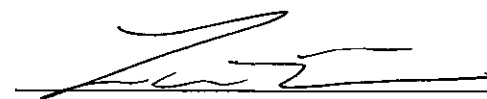
Notice to Amend

10000607104335421 2008/07/23

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.



This is Exhibit "K" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.

A handwritten signature in black ink, appearing to read 'H. Lance Williams', written over a horizontal line.

H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:24 AM
Search provided by: DAVIS LLP

Service Request Number: 13446900
Customer Reference Number: 75800-00005

Corporate Access Number: 2012787095

Legal Entity Name: CONCRETE ASSOCIATES II INVESTMENT CORPORATION

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2006/11/01 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VINNY
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: #450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 33.3

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 33.3

Last Name: JONES
First Name: DAVID
Street: 100, 6001 - 1A STREET SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 0G5
Percent Of Voting Shares: 33.4

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: AS SET OUT IN SCHEDULE "A" ATTACHED HERETO
Share Transfers Restrictions: AS SET OUT IN SCHEDULE "B" ATTACHED HERETO
Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: AS SET OUT IN SCHEDULE "C" ATTACHED HERETO

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
SAFEGUARD REAL ESTATE INVESTMENT FUND III LIMITED PARTNERSHIP	LP12650198

Other Information:**Last Annual Return Filed:**

File Year	Date Filed (YYYY/MM/DD)
2008	2009/05/08

Filing History:

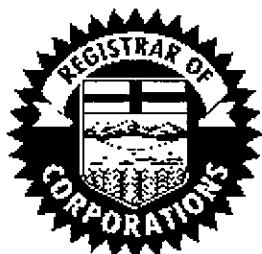
List Date (YYYY/MM/DD)	Type of Filing
2006/11/01	Incorporate Alberta Corporation
2007/12/17	Change Address
2007/12/17	Service Provider Correct Legal Entity
2008/09/23	Change Director / Shareholder
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
-----------------	--------------------	----------------------------

Share Structure	ELECTRONIC	2006/11/01
Restrictions on Share Transfers	ELECTRONIC	2006/11/01
Other Rules or Provisions	ELECTRONIC	2006/11/01

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



This is Exhibit "L" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



LAND TITLE CERTIFICATE

S
LINC SHORT LEGAL TITLE NUMBER
0026 288 316 9510021;1;2 071 107 181

LEGAL DESCRIPTION
PLAN 9510021
BLOCK 1
LOT 2
EXCEPTING THEREOUT ALL MINES AND MINERALS
AREA: 3.342 HECTARES (8.26 ACRES) MORE OR LESS

ESTATE: FEE SIMPLE
ATS REFERENCE: 4;29;25;3;SE

MUNICIPALITY: CITY OF CALGARY

REFERENCE NUMBER: 031 103 530

REGISTERED OWNER(S)
REGISTRATION DATE(DMY) DOCUMENT TYPE VALUE CONSIDERATION

071 107 181 05/03/2007 TRANSFER OF LAND \$21,000,000 \$21,000,000

OWNERS

CONCRETE ASSOCIATES II INVESTMENT CORPORATION.
OF 450,550 11TH AVE S.W.
CALGARY
ALBERTA T2R 1M7

ENCUMBRANCES, LIENS & INTERESTS
REGISTRATION
NUMBER DATE (D/M/Y) PARTICULARS

771 147 064 20/10/1977 ZONING REGULATIONS
SUBJECT TO CALGARY INTERNATIONAL AIRPORT ZONING
REGULATIONS

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 2
071 107 181

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
791 170 649	12/10/1979	CAVEAT RE : AGREEMENT UNDER PLANNING ACT CAVEATOR - THE CITY OF CALGARY. BOX 2100 323-7 AVE SE CALGARY ALBERTA
901 263 090	23/10/1990	CAVEAT RE : SEE CAVEAT CAVEATOR - CANADA SAFEWAY LIMITED. ATTENTION: VICE-PRESIDENT REAL ESTATE, CONSTRUCTION & DESIGN P.O. BOX 864, STATION M CALGARY ALBERTA T2P2J6 AGENT - CAROLYN S PHILLIPS (DATA UPDATED BY: CHANGE OF ADDRESS 051456518)
901 263 109	23/10/1990	CAVEAT RE : SEE CAVEAT CAVEATOR - CONCRETE ASSOCIATES II INVESTMENT CORPORATION. SUITE 1700 530 8TH AVE S.W. CALGARY ALBERTA T2P3S8 (DATA UPDATED BY: CHANGE OF ADDRESS 911197081) (DATA UPDATED BY: TRANSFER OF CAVEAT 031103534) (DATA UPDATED BY: CHANGE OF ADDRESS 041437680) (DATA UPDATED BY: TRANSFER OF CAVEAT 071107184)
911 201 930	09/09/1991	UTILITY RIGHT OF WAY GRANTEE - THE CITY OF CALGARY. AS TO PORTION OR PLAN:9111788
911 281 644	12/12/1991	CAVEAT RE : LEASE CAVEATOR - DOMO GASOLINE CORPORATION LTD. ATTN:H DEREK LLOYD C/O FRASER MILNER CASGRAIN LLP 30 FL,5 AVE PL 237 4 AVE SW CALGARY ALBERTA T2P4X7 AGENT - IAN H LAMOUREUX

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 3
071 107 181

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

(DATA UPDATED BY: CHANGE OF ADDRESS 051336776)

921 231 542 17/09/1992 CAVEAT
RE : LEASE
CAVEATOR - HANSON RESTAURANTS (TB) INC..
C/O 2700, 10155-102 ST
EDMONTON
ALBERTA T5J4G8
AGENT - RICHARD H KENNEDY
(DATA UPDATED BY: TRANSFER OF CAVEAT
991361290)
(DATA UPDATED BY: TRANSFER OF CAVEAT
031032822)

921 297 577 25/11/1992 CAVEAT
RE : LEASE
CAVEATOR - BIG SEA ENTERPRISES LTD..
C/O CLARK DYMOND MCCAFFERY
1400, 550-6 AVE SW
CALGARY
ALBERTA T2P0S2
AGENT - GARTH A DYMOND

931 029 330 08/02/1993 CAVEAT
RE : RESTRICTIVE COVENANT
(DATA UPDATED BY: TRANSFER OF CAVEAT
991361291)
(DATA UPDATED BY: TRANSFER OF CAVEAT
011060544)

941 128 157 18/05/1994 CAVEAT
RE : LEASE
CAVEATOR - LIQUOR STORES GP INC..
C/O WITTEN LLP
#2500, 10303 JASPER AVE
EDMONTON
ALBERTA T5J3N6
AGENT - JOHN S LITTLE
(DATA UPDATED BY: TRANSFER OF CAVEAT
041487442)
(DATA UPDATED BY: CHANGE OF ADDRESS 081066686)

951 004 836 05/01/1995 EASEMENT
OVER AND FOR BENEFIT OF LOTS 1,2 AND 3
(PORTIONS IN R/W PLAN - SEE INSTRUMENT)

951 004 837 05/01/1995 CAVEAT

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 4
071 107 181

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
		RE : EASEMENT CAVEATOR - CONCRETE ASSOCIATES II INVESTMENT CORPORATION. 1700 530 8TH AVE S.W. CALGARY ALBERTA T2P3S8 (DATA UPDATED BY: TRANSFER OF CAVEAT 031103535) (DATA UPDATED BY: CHANGE OF ADDRESS 041478712) (DATA UPDATED BY: TRANSFER OF CAVEAT 071107186) (DATA UPDATED BY: TRANSFER OF CAVEAT 071107189)
951 004 838	05/01/1995	PARTY WALL AGREEMENT BETWEEN LOTS 1 AND 2
961 150 300	08/07/1996	CAVEAT RE : LEASE CAVEATOR - ROGERS CANTEL INC.. 10 YORK MILLS ROAD NORTH YORK ONTARIO M2P2C9 AGENT - KIM DUMANOWSKI
971 125 640	06/05/1997	DISCHARGE OF CAVEAT 901263109 PARTIAL AFFECTED PARTY: CASTLERIDGE CENTRES INC. RAYMOND E LILBURN
971 177 291	20/06/1997	CAVEAT RE : RESTRICTIVE COVENANT
971 177 293	20/06/1997	CAVEAT RE : RESTRICTIVE COVENANT
971 177 303	20/06/1997	EASEMENT OVER AND FOR THE BENEFIT: SEE INSTRUMENT
971 177 385	20/06/1997	EASEMENT OVER AND FOR THE BENEFIT OF: SEE INSTRUMENT
971 341 613	17/11/1997	CAVEAT RE : AGREEMENT CHARGING LAND , ETC. CAVEATOR - THE CITY OF CALGARY. CITY SOLICITOR MUNICIPAL BLDG,12TH FLOOR

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 5
071 107 181

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
		800 MACLEOD TR SE CALGARY ALBERTA T2G2M3 AGENT - ALLAN R CUNNINGHAM
981 386 830	09/12/1998	CAVEAT RE : LEASE CAVEATOR - LOVELEEN SHARMA CAVEATOR - DEVINDER SHORY BOTH OF: C/O DEVINDER SHORY SUITE 412, 815 FIRST STREET SW CALGARY ALBERTA T2P1N3 AGENT - DEVINDER SHORY
001 118 986	05/05/2000	CAVEAT RE : LEASE OPTION CAVEATOR - ALLAN HWANG C/O J BARRY LANG-HODGE 330 1324 17TH AVE S.W. CALGARY ALBERTA T2T5S8 AGENT - J BARRY LANG-HODGE
021 257 228	25/07/2002	CAVEAT RE : ENCROACHMENT AGREEMENT
031 033 629	28/01/2003	CAVEAT RE : LEASE CAVEATOR - EMERALD PALACE RESTAURANT INC.. BAY 54, 55 CASTLERIDGE BOULEVARD N.E. CALGARY ALBERTA T3J3T8 AGENT - MING J FONG
031 213 727	25/06/2003	CAVEAT RE : ASSUMPTION AGREEMENT CAVEATOR - THE CITY OF CALGARY. C/O CITY SOLICITOR, MUNICIPAL BLDG 12 FLR, 800 MACLEOD TRAIL SE CALGARY ALBERTA T2P2M5 AGENT - ALLAN R CUNNINGHAM
051 201 644	09/06/2005	CAVEAT RE : LEASE

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 6
071 107 181

REGISTRATION

NUMBER	DATE (D/M/Y)	PARTICULARS
		CAVEATOR - 711734 ALBERTA INC.. C/O DR. P WADHWA 112, 55 CASTLERIDGE BLVD NE CALGARY ALBERTA T3J3J8 AGENT - PERRY WADHWA
071 107 190	05/03/2007	MORTGAGE MORTGAGEE - COMPUTERSHARE TRUST COMPANY OF CANADA. 100 UNIVERSITY AVENUE SOUTHTOWER, 12TH FLOOR TORONTO ONTARIO M5J2Y1 ORIGINAL PRINCIPAL AMOUNT: \$10,600,000
071 107 191	05/03/2007	CAVEAT RE : ASSIGNMENT OF RENTS AND LEASES CAVEATOR - COMPUTERSHARE TRUST COMPANY OF CANADA. 100 UNIVERSITY AVENUE SOUTHTOWER, 12TH FLOOR TORONTO ONTARIO M5J2Y1 AGENT - MARK CHRISTENSEN "ENDORSED BY 071156822 ON 20070402"
081 018 721	14/01/2008	CAVEAT RE : DEVELOPMENT AGREEMENT PURSUANT TO MUNICIPAL GOVERNMENT ACT CAVEATOR - THE CITY OF CALGARY. C/O CITY SOLICITOR MUNICIPAL BUILDING, 12 FLR, 800 MACLEOD TRAIL SE CALGARY ALBERTA T2G2M3 AGENT - JOCELYNE CALDWELL
081 438 776	25/11/2008	BUILDER'S LIEN LIENOR - RENODECO INCORPORATED. 3950-12TH ST NE CALGARY ALBERTA T2E8H9 AGENT - ABDESSALEM BEN CHIKHA AMOUNT: \$24,500
091 026 003	28/01/2009	CAVEAT RE : LEASE INTEREST CAVEATOR - PHARMX REXALL DRUG STORES LTD.. 5965 COOPERS AVE

(CONTINUED)

ENCUMBRANCES, LIENS & INTERESTS

PAGE 7
071 107 181

REGISTRATION

NUMBER DATE (D/M/Y) PARTICULARS

MISSISSAUGA
ONTARIO L4Z1R9
AGENT - MARSHALL SHOCTOR

091 051 181 25/02/2009 CAVEAT
RE : PURCHASERS INTEREST
CAVEATOR - STRATEGIC FINANCIAL CORP..
400, 630-8 AVE SW
CALGARY
ALBERTA T2P1G6
AGENT - STEPHEN LIVERGANT

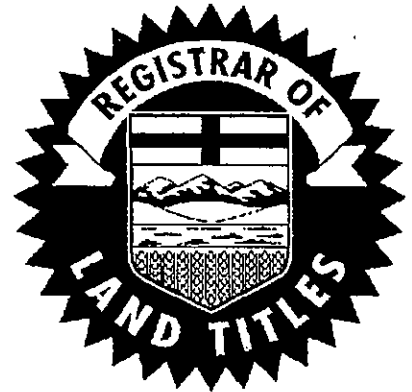
091 116 447 30/04/2009 CAVEAT
RE : AGREEMENT CHARGING LAND
CAVEATOR - STRATEGIC FINANCIAL CORP..
400, 630-8 AVE SW
CALGARY
ALBERTA T2P1G6
AGENT - STEPHEN L LIVERGANT

TOTAL INSTRUMENTS: 033

THE REGISTRAR OF TITLES CERTIFIES THIS TO BE AN ACCURATE
REPRODUCTION OF THE CERTIFICATE OF TITLE REPRESENTED
HEREIN THIS 22 DAY OF JULY, 2009 AT 06:37 P.M.

ORDER NUMBER:14454360

CUSTOMER FILE NUMBER: 75800-00005

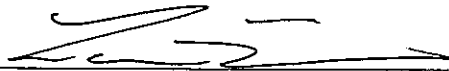


END OF CERTIFICATE

THIS ELECTRONICALLY TRANSMITTED LAND TITLES PRODUCT IS INTENDED FOR THE
SOLE USE OF THE ORIGINAL PURCHASER, AND NONE OTHER, SUBJECT TO WHAT IS
SET OUT IN THE PARAGRAPH BELOW.

THE ABOVE PROVISIONS DO NOT PROHIBIT THE ORIGINAL PURCHASER FROM
INCLUDING THIS UNMODIFIED PRODUCT IN ANY REPORT, OPINION, APPRAISAL OR
OTHER ADVICE PREPARED BY THE ORIGINAL PURCHASER AS PART OF THE ORIGINAL
PURCHASER APPLYING PROFESSIONAL, CONSULTING OR TECHNICAL EXPERTISE FOR
THE BENEFIT OF CLIENT(S).

This is Exhibit "M" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:22 AM
Search provided by: DAVIS LLP

Service Request No: 13446884
Customer Reference No: 75800-00005

Registration No: LP13166715
Current Business Name: SAFEGUARD REAL ESTATE INVESTMENT FUND IV LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2007/04/27 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: CONCRETE ASSOCIATES III INVESTMENT CORPORATION
Street: 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Other Information:

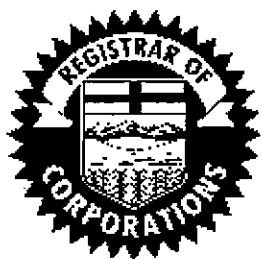
Filing History:

List Date	Type of Filing
2007/04/27	Register Limited Partnership
2008/06/12	Amend Limited Partnership

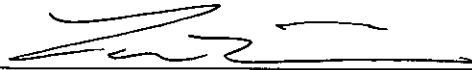
Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000104100176161	2007/04/27
Notice to Amend	10000702000554788	2008/06/12

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.



This is Exhibit "N" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

Alberta Corporation/Non-Profit Search Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:25 AM
Search provided by: DAVIS LLP

Service Request Number: 13446904
Customer Reference Number: 75800-00005

Corporate Access Number: 2013149154

Legal Entity Name: CONCRETE ASSOCIATES III INVESTMENT CORPORATION

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2007/04/13 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: VINNY
Street/Box Number: C/O 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA

Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: 450, 550 - 11 AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 51

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 49

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: SEE SCHEDULE "A" ATTACHED
Share Transfers
Restrictions: SEE SCHEDULE "B" ATTACHED
Min Number Of

Directors: 1
Max Number Of Directors: 7

Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.

Other Provisions: SEE SCHEDULE "C" ATTACHED

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
SAFEGUARD REAL ESTATE INVESTMENT FUND IV LIMITED PARTNERSHIP	LP13166715

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2009	2009/05/08

Filing History:

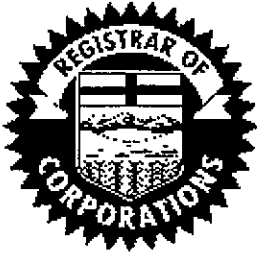
List Date (YYYY/MM/DD)	Type of Filing
2007/04/13	Incorporate Alberta Corporation
2007/12/17	Change Address
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2007/04/13
Restrictions on Share Transfers	ELECTRONIC	2007/04/13
Other Rules or Provisions	ELECTRONIC	2007/04/13

This is to certify that, as of this date, the above information is an accurate reproduction of data

contained within the official records of the Corporate Registry.



This is Exhibit "O" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta



Trade Name / Partnership Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:23 AM
Search provided by: DAVIS LLP

Service Request No: 13446888
Customer Reference No: 75800-00005

Registration No: LP13657887
Current Business Name: SAFEGUARD REAL ESTATE INVESTMENT FUND V LIMITED PARTNERSHIP
Status of Business Name: Active
Trade Name / Partnership Type: Limited Partnership
Date of Registration: 2007/11/29 YYYY/MM/DD
Home Jurisdiction: ALBERTA

Current General Partner:

Last/Legal Entity Name: CONCRETE ASSOCIATES IV INVESTMENT CORPORATION
Street: #450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Other Information:

Filing History:

List Date	Type of Filing
2007/11/29	Register Limited Partnership
2009/06/05	Amend Limited Partnership

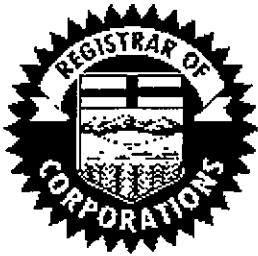
Attachments:

Attachment Type	Microfilm Barcode	Date Recorded (YYYY/MM/DD)
Certificate of Limited Partnership (AB)	10000204100176165	2007/11/29
Notice to Amend	10000402000437381	2009/03/16

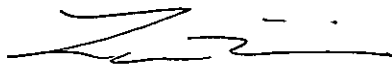
Notice to Amend

10000102000437405 2009/06/05

Alberta Registries certifies that the information contained in this search is the most recent information filed in the Register of Corporations.



This is Exhibit "P" referred to in the Affidavit of Vincenzo De Palma, sworn before me in the City of Vancouver, in the Province of British Columbia, this 28th day of July, 2009.



H. Lance Williams
Barrister & Solicitor

A Commissioner for Oaths in and for the
Province of Alberta

Alberta Corporation/Non-Profit Search

Corporate Registration System

Date of Search: 2009/07/28
Time of Search: 08:25 AM
Search provided by: DAVIS LLP

Service Request Number: 13446909
Customer Reference Number: 75800-00005

Corporate Access Number: 2013648312

Legal Entity Name: CONCRETE ASSOCIATES IV INVESTMENT CORPORATION

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

Registration Date: 2007/11/23 YYYY/MM/DD

Registered Office:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Records Address:

Street: SUITE 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Directors:

Last Name: AURORA
First Name: VARUN
Middle Name: VINNY
Street/Box Number: 450, 550 - 11TH AVENUE S.W.
City: CALGARY
Province: ALBERTA

Postal Code: T2R 1M7

Last Name: DE PALMA
First Name: VINCENZO
Street/Box Number: 450, 550 - 11TH AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7

Last Name: JONES
First Name: DAVID
Street/Box Number: 7425 MACLEOD TRAIL SW
City: CALGARY
Province: ALBERTA
Postal Code: T2H 0L8

Voting Shareholders:

Last Name: AURORA
First Name: VINNY
Street: 450, 550 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R 1M7
Percent Of Voting Shares: 50

Last Name: HUMENIUK
First Name: DAVE
Street: 220 HAWKHILL PLACE NW
City: CALGARY
Province: ALBERTA
Postal Code: T3G 3H5
Percent Of Voting Shares: 50

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF CLASS "A" SHARES.

Share Transfers Restrictions: SEE SCHEDULE "A" ATTACHED.

Min Number Of Directors: 1
Max Number Of Directors: 7
Business Restricted To: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.
Business Restricted From: THERE ARE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION CAN CARRY OUT.
Other Provisions: SEE SCHEDULE "B" ATTACHED.

Associated Registrations under the Partnership Act:

Trade Partner Name	Registration Number
SAFEGUARD REAL ESTATE INVESTMENT FUND V LIMITED PARTNERSHIP	LP13657887

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2008	2009/05/08

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2007/11/23	Incorporate Alberta Corporation
2007/12/14	Change Address
2009/05/08	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Restrictions on Share Transfers	ELECTRONIC	2007/11/23
Other Rules or Provisions	ELECTRONIC	2007/11/23

This is to certify that, as of this date, the above information is an accurate reproduction of data

contained within the official records of the Corporate Registry.

