APPENDIX "A"

Action No. 0901-02873

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

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

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

BEFORE THE HONOURABLE	)	AT THE CALGARY COURTS CENTRE, IN
MADAM JUSTICE B.E.C. ROMAINE	)	THE CITY OF CALGARY, IN THE PROVINCE
IN CHAMBERS	)	OF ALBERTA, ON WEDNESDAY, THE 5TH
	)	DAY OF MAY, 2010.

CREDITORS' MEETING ORDER

UPON the application of Wealthcrete Investment Corporation and Safeguard Real Estate Investment Fund LP ("LPI"), for an Order, (a) accepting the filing of a Plan of Arrangement concerning, affecting and involving LPI, as such plan may be amended, varied or supplemented by LPI from time to time in accordance with the terms thereof and this Creditors' Meetings Order (the "Plan"), (b) authorizing LPI to establish one class of Affected Creditors in the Plan for the purposes of considering and voting on the Plan, (c) authorizing LPI to call, hold and conduct a meeting of certain of its creditors (the "Creditors' Meeting") to consider and vote on a resolution to approve the Plan, and (d) approving the procedures to be followed with respect to the calling and conduct of the Creditors' Meeting; **AND UPON** having read (i) the Notice of Motion filed; (ii) the Report of the court-appointed monitor, Ernst & Young Inc. (the "Monitor") dated May 3, 2010 in respect of *inter alia*, the Plan, filed (the "Monitor's 7th Report"); and (iv) such further material in the pleadings and proceedings as was deemed necessary, **AND UPON** hearing counsel for the Monitor and counsel present for other interested parties; **AND UPON** being satisfied that LPI has acted and continues to act in good faith and with due diligence and that the circumstances exist that make this Creditors' Meeting Order appropriate;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. There has been good and sufficient service of the notice of this Application and the time for service of this Application and materials in support thereof be and is hereby abridged, if necessary, so that this Application is properly returnable today and any further service of this Application upon any interested party is hereby dispensed with.

INTERPRETATION AND DEFINITIONS

2. The interpretation provisions set out hereto in Schedule "A" shall apply to this Creditors' Meetings Order. Unless otherwise defined herein or in Schedule "A" attached hereto, capitalized terms used herein shall have the meanings ascribed to them in the Plan.

THE CCAA PLANS

3. The Plan, a copy of which is attached hereto as Schedule "B", is hereby accepted for filing, and LPI is hereby authorized to seek approval from the Affected Creditors of the Plan in the manner set forth herein.

4. The Receiver may at any time, and from time to time, amend, restate, modify and/or supplement the Plan provided that (i) any such amendment, restatement, modification or supplement is contained in a written document filed with this Honourable Court and (ii) communicated to the Creditors in the manner required by this Honourable Court (if so required).

5. Any amendments, restatement, modification or supplement may be made by LPI with the consent of the Monitor following the Sanction Order, provided that it concerns a matter which, in the opinion of LPI acting reasonably, is of an administrative or a technical nature required to better give effect to the implementation of the Plan or would not be materially adverse to the financial interests of the Creditors.

6. Any amended, restated, modified or supplementary plan or plans of arrangement and reorganization or distribution filed with this Honourable Court and, if required, approved by this Honourable Court shall, for all purposes, be and be deemed to be a part of and incorporated in the Plan.

FORMS AND DOCUMENTS

7. The Notice to Creditors substantially in the form attached hereto as Schedule "C", the Instructions to Creditors substantially in the form attached hereto as Schedule "D", and the Instrument of Proxy substantially in the form attached hereto as Schedule "E", are each hereby approved, and LPI is hereby authorized and directed to make such changes thereto as it considers necessary or desirable to conform the content thereof to the terms of the Plan or Creditors' Meeting Order.

NOTICE TO AFFECTED CREDITORS

8. The Monitor shall send by regular pre-paid mail the Meeting Materials:

   (a) to each Creditor that has a Proven Claim or each alleged creditor with a Disputed Claim on or before May 7, 2010 to the address provided by each such Creditor or alleged creditor in its Notice of Claim or to such other address subsequently provided to the Monitor by any such Creditor or alleged creditor; and

   (b) to any Person claiming to be a Creditor of LPI within three (3) Court Days of receipt of a request from such Person to the address provided by such Person to the Monitor.

9. Electronic copies of the Notice to Creditors and Meeting Materials including any amendments and variations thereto, shall be posted on the Website until the Court Day following the Plan Implementation Date.

10. The mailing to Creditors of the Meeting Materials in accordance with the requirements of this Creditors' Meeting Order shall constitute good and sufficient service, notice and delivery of this Creditors' Meeting Order and the other documents referred to in this Creditors' Meeting Order on all Persons, who may be entitled to receive notice of or be deemed to vote at or be present at or vote in person or by proxy at the Creditors' Meeting or any adjournment thereof and no other notice or service need be given or made and no other

document or material needs to be served except as required in accordance with this Creditors' Meeting Order. Service and notice shall be effective, in the case of mailing, on the third Court Day after the date of mailing, in the case of service by courier, on the day after the courier package was sent and, in the case of service by fax or email, on the day the fax or email was transmitted, unless such day is not a Court Day, or the fax or email transmission was made after 5:00 p.m.., in which case, on the next Court Day.

DELIVERY OF PROXIES TO THE MONITOR

11. An Instrument of Proxy in respect of the Creditors' Meeting (or any adjournment thereof) shall be provided to the Monitor on or before 5:00 p.m. on the Court Day immediately prior to the day on which the Creditors' Meeting (or any adjournment thereof) is to be held, provided that any Instrument of Proxy may also be deposited with the Chair at the Creditors' Meeting (or any adjournment thereof) prior to the commencement of the applicable Creditors' Meeting.

12. The Monitor may in its discretion, waive in writing the time limits imposed on the Creditors as set out in this Creditors' Meeting Order and the Instruction to Creditors for the deposit of proxies and all other procedural matters the Monitor deems it advisable to do so (without prejudice to the requirements that all of the other Creditors must comply with this Creditors' Meeting Order and the other procedures set out in the applicable Instructions to Creditors).

CONDUCT AT THE CREDITORS' MEETING

13. For the purposes of voting to approve the Plan (a) there shall be one class of Affected Creditors established in the Plan, the "Affected Creditors' Class", comprised of Affected Creditors with Eligible Voting Claims and (b) the value of the Eligible Voting Claims shall be established in accordance with the provisions of this Creditors' Meeting Order, the Claims Procedure Order, the Plan and any further order of this Honourable Court.

14. LPI is hereby authorized to call, hold and conduct the Creditors' Meeting at 2:00 p.m. on May 28, 2010 on the Mezzanine Level of the Ernst & Young Tower, 1000, 440 - 2nd Avenue S.W., Calgary, Alberta, T2P 5E9 for the purpose of considering, and if deemed advisable by the Creditors, voting in favour of, with or without variation, resolutions to approve the Plan.

15. The Creditors' Meeting shall be called, held and conducted, and the Plan shall be voted upon and, if approved by the Affected Creditors, ratified and given full force and effect, in accordance with the provisions of this Creditors' Meeting Order, the Claims Process, the Plan, the CCAA and any further order of this Honourable Court, notwithstanding the provisions of any agreement or other instrument to the contrary.

16. An officer of the Monitor, designated by the Monitor, shall preside as the chair (the "Chair") of the Creditors' Meeting and, subject to this Creditors' Meeting Order and any further order of this Honourable Court, shall decide all matters relating to the conduct at the Creditors' Meeting.

17. In the Creditors' Meeting, the Chair shall direct a vote with respect to a resolution to approve the Plan and any amendments thereto as the Monitor may consider appropriate.

18. The Chair is hereby authorized to accept and rely upon proxies substantially in the form attached hereto as Schedule "C", or such other form as is acceptable to the Chair.

19. The quorum required shall be one (1) Creditor present in person or by proxy.

20. The Monitor shall appoint scrutineers for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meeting. A person designated by the Monitor shall act as secretary at the Creditors' Meeting.

21. If (a) the requisite quorum is not present at the Creditors' Meeting, or (b) the Creditors' Meeting is postponed by the vote of the majority in number of the applicable Creditors present in person or by proxy, then the Creditors' Meeting shall be adjourned by the Chair to a later date, time and place designated by the Chair.

22. The Chair shall be entitled to adjourn and further adjourn the Creditors' Meeting at the Creditors' Meeting or any adjourned Creditors' Meeting provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the Monitor shall not be required to deliver any notice of adjournment of the Creditors' Meeting or adjourned Creditors' Meeting other than announcing the adjournment at the Creditors' Meeting or posting notice at the originally designated time and location of the Creditors' Meeting or adjourned Creditors' Meeting.

23. The only Persons entitled to attend the Creditors' Meeting are the Chair, the representative of the Monitor, representatives of LPI, Affected Creditors of LPI with Eligible Voting Claims (including holders of proxies), and the legal counsel of any person entitled to attend. Any other Person may be admitted to the Creditors' Meeting on invitation of the Chair.

VOTING PROCEDURE

24. The Chair shall direct a vote, by written ballot, on a resolution to approve the Plan and any amendments thereto as the Monitor may consider appropriate.

25. The only Persons entitled to vote at the Creditors' Meeting, in person or by proxy, are Creditors of the Affected Creditors Class with Eligible Voting Claims.

26. If a Creditor transfers or assigns the whole of its Claim prior to the Creditors' Meeting and the transferee delivers to the Monitor actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment. by no later than 5:00 p.m. on the day that is five (5) Court Days prior to the date of the applicable Creditors' Meeting, such transferee shall be entitled to attend and vote such Creditors' Claim at the Creditors' Meeting, either in person or by proxy, if and to the extent such Claim may otherwise be voted at the Creditors' Meeting and shall he bound by any and all notices previously given to the transferor or assignor in respect to such Claim. The Monitor shall not recognize partial assignments or transfers of Claims.

27. Creditors with Unaffected Claims shall not be entitled to vote at the Creditors' Meeting.

28. Creditors with Disputed Claims shall be entitled to vote one vote equal to the dollar value of the portion of their claim that has been accepted for voting purposes. Affected Creditors with Disputed Claims shall have their voting intentions with respect to the disputed amounts of their Claims recorded by the Monitor and reported to the Court.

29. The results of the vote conducted at the Creditors' Meeting shall be binding on all of the Affected Creditors, whether or not any such Affected Creditor is present in person or by proxy or voting at the Creditors' Meeting.

COURT SANCTIONING OF PLAN

30. The Monitor shall provide a report to this Honourable Court no later than one (1) Court Day after the Creditors' Meeting (the "Monitor's Report Regarding the Creditors' Meeting") with respect to:

(a) the results of the voting at the Creditors' Meeting on the resolutions to approve the Plan; and

(b) whether the required majority of each of the Affected Creditors (as set out in the Plan) has approved the Plan.

31. An electronic copy of the Monitor's Report Regarding the Creditors' Meeting, including any amendments and variations thereto, and draft sanction orders in respect of the Plan shall be posted on the Website prior to the CCAA Sanction Motion (as defined in paragraph 32 below).

32. If the Plan is approved by the required majority of the Affected Creditors (as set out in the Plan), the Monitor may bring a motion to this Honourable Court on June 1, 2010, or such other date as is set by this Honourable Court upon motion by the Monitor seeking an order sanctioning the Plan pursuant to the CCAA (the "CCAA Sanction Motion").

33. Service of this Creditors' Meetings Order by the Monitor to the parties on the service list, the publication of the Notice to Creditors in accordance with the terms hereof and the mailing to Creditors of the Meeting Materials in accordance with the requirements of this Creditors' Meeting Order shall constitute good and sufficient service of notice of the CCAA Sanction Motion on all Persons entitled to receive such service and no other form of notice or service need be made and no other materials need be served in respect of the CCAA Sanction Motion, except that the Monitor shall also serve the service list with any additional materials to be used in support of the CCAA Sanction Motion.

34. Any party who wishes to oppose the CCAA Sanction Motion shall serve on the service list a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the CCAA Sanction Motion at least five (5) Court Days before the date set for the CCAA Sanction Motion, or such shorter time as this Honourable Court, by order, may allow.

35. In the event the CCAA Sanction Motion is adjourned, only those Persons who have filed and served a notice as aforesaid shall be served with notice of the adjourned date.

36. Subject to any further order of this Honourable Court, in the event of any conflict, inconsistency, ambiguity or different between the provisions of the Plan and this Creditors' Meeting Order, the provisions of the Plan shall govern and be paramount, and any such provisions in this Creditors' Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

SERVICE OF THE CREDITORS' MEETING ORDER

37. Service of the Creditors' Meeting Order on any person other than those on the service list is hereby dispensed with, provided that a copy thereof will be available on the Monitor's website.

____
J.C.Q.B.A.

ENTERED THIS ____ DAY OF MAY, 2010.

____
Clerk of the Court

SCHEDULE "A"

INTERPRETATION AND DEFINITIONS

INTERPRETATION

1. All references as to time herein shall mean local time in Calgary, Alberta, Canada, and any reference to an event occurring on a Court Day shall mean prior to 5:00 p.m. on such Court Day unless otherwise indicated herein.

2. All references to the word "including" shall mean "including without limitation".

3. References to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

DEFINITIONS

1. For the purposes of this Creditors' Meeting Order, the following terms shall have the following meanings ascribed to them:

   (a) "**CCAA Sanction Motion**" shall have the meaning ascribed thereto in paragraph 32;

   (b) "**Chair**" shall have the meaning ascribed thereto in paragraph 16;

   (c) "**Court**" means the Court of Queen's Bench of Alberta;

   (d) "**Court Day**" means a day other than Saturday, Sunday or a statutory holiday, on which Courts in Calgary, Alberta are generally open;

   (e) "**Instructions to Creditors**" means the instructions to the Creditors substantially in the form attached hereto as Schedule "D", together with such changes as may be made to it;

   (f) "**Instrument of Proxy**" means a proxy substantially in the form attached hereto as Schedule "E";

   (g) "**Meeting Materials**" means, copies of:

      (i) the Notice to Creditors;

(ii) the Plan;

(iii) a blank form of the Instrument of Proxy;

(iv) the Instructions to Creditors; and

(v) Monitor's Seventh Report.

(h) "**Monitor's Report Regarding the Creditors' Meeting**" shall have the meaning ascribed thereto in paragraph 30 herein;

(i) "**Monitor's Seventh Report**" means the Seventh Report of the Monitor filed in the CCAA Proceedings on May 3, 2010;

(j) "**Notice to Creditors**" means the notice to Creditors, which shall be substantially in the form attached hereto as Schedule "C";

(k) "**Person**" is to be broadly interpreted and includes any individual, firm, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, government authority or any agency, officer or instrumentality thereof or any other entity, wherever situate or domiciled, and whether or not having legal status;

(l) "**Website**" means the website of the Monitor at www.ey.com/ca/concrete.

APPENDIX "B"

PLAN OF ARRANGEMENT

(Note: Plans are not attached to materials filed and served but will be distributed with balance of application materials)

SCHEDULE "C"

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

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

AND IN THE MATTER OF CONCRETE EQUITIES INC., WEALTHCRETE INVESTMENT CORPORATION, CONCRETE ASSOCIATES INVESTMENT CORPORATION, CONCRETE ASSOCIATES INVESTMENT II CORPORATION, CONCRETE ASSOCIATES INVESTMENT III CORPORATION, CONCRETE ASSOCIATES INVESTMENT IV CORPORATION, CONCRETE ASSOCIATES INVESTMENT V 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.

NOTICE TO CREDITORS OF WEALTHCRETE INVESTMENT CORPORATION AND SAFEGUARD REAL ESTATE INVESTMENT FUND LP

NOTICE IS HEREBY GIVEN that Wealthcrete Investment Corporation and Safeguard Real Estate Investment Fund LP (the "Partnership") has filed with the Alberta Court of Queen's Bench (the "Court") a Plan of Arrangement dated May 3, 2010 (as amended from time to time, the "Plan") pursuant to the *Companies' Creditors Arrangement Act* (Canada), as amended (the "CCAA").

The Plan contemplates the compromise of rights and claims of certain creditors of the Partnership (as defined in the Plan, "Affected Creditors"). Affected Claims (as that term is defined in the Plan) of Affected Creditors constitute one (1) class as established in the Plan, the "Affected Creditors Class".

NOTICE IS ALSO HEREBY GIVEN that a Creditors' Meeting (as that term is defined in the Plan) (the "Creditors' Meeting") will be held at Ernst & Young Tower, Mezzanine Level, 440 - 2nd Avenue S.W., Calgary, Alberta, T2P 5E9 at 2:00 p.m. on Friday, May 28, 2010 for the purpose of considering and, if thought advisable by the Creditors, voting in favour of, with or without variation, a resolution to approve the Plan and to transact such other business as may properly come before such Creditors' Meeting or any adjournment thereof. The Creditors' Meeting is being held pursuant to the Order of the Court made on May 5, 2010 by the Honourable Madam Justice B.E.C. Romaine (the "Creditors' Meeting Order").

The quorum for the Creditors' Meeting has been set by the Creditors' Meeting Order as the presence, in person or by proxy, at the Creditors' Meeting of one (1) Creditor.

To become effective, in respect of the Affected Creditors' Class, the Plan must be approved by a majority in number of Affected Creditors who represent at least two-thirds in value of the Voting Claims (as defined in the Plan) of the Creditors who actually vote on the resolution approving the Plan (in person or by proxy) at the Creditors' Meeting. The Plan must also be sanctioned by a final order of the Court under the CCAA.

NOTICE IS ALSO HEREBY GIVEN that such order will be sought on June 2, 2010 at 1:00 p.m. At that time the Limited Partnership will also seek the other relief specified in the Plan. Subject to the satisfaction of the conditions to implementation of the Plan, all Affected Claims of Affected Creditors will then receive the treatment set out in the Plan unless otherwise ordered by the Court.

The value of each Affected Claim for voting purposes has or will be determined pursuant to the Creditors' Meeting Order, the Claims Process, the Plan, the CCAA and any further order of the Court.

Any Creditor who is entitled to vote at the Creditors' Meeting but is unable to attend the Creditors' Meeting is requested to date, sign and return the enclosed form of proxy in the return envelope provided. In order to be used at the Creditors' Meeting, a proxy must be deposited with the Monitor, at the address below, at anytime prior to 5:00 p.m. on the last Business Day before the Creditors' Meeting, or with the Chair of the Creditors' Meeting prior to the commencement of the Creditors' Meeting or any adjournment thereof.

The Monitor's address for the purpose of filing forms of proxy and for obtaining any additional information or materials related to the Creditors' Meeting is:

Ernst & Young Inc.
Court Appointed Monitor
Ernst & Young Tower
1000, 440 - 2nd Avenue S.W.

Calgary, AB T2P 5E9
Attention: Betty Trihn
Phone: (403) 290-4100
Fax: (403) 290-4265

This notice is given by the Partnership pursuant to the Creditors' Meeting Order.

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

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

DATED this ________ day of May, 2010.

SCHEDULE "D"

WEALTHCRETE INVESTMENT CORPORATION and SAFEGUARD REAL ESTATE INVESTMENT FUND LP (the "Partnership")

INSTRUCTIONS TO CREDITORS

TO: CREDITORS OF THE PARTNERSHIP

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

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

1. Notice to Creditors;

2. the Plan proposed by the Partnership;

3. the Monitor's Seventh Report; and

4. a blank Instrument of Proxy, completion instructions and a return envelope.

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

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

PROXY

If a Creditor wishes to vote at the Creditors' Meeting and is not an individual or is an individual who will not be attending the Creditors' Meeting in person, please complete the enclosed Instrument of Proxy and provide it to the Monitor, using the enclosed envelope, or by sending it to the Monitor by facsimile transmission, at the fax number noted below, so that it is received by the Monitor no later than 5:00 p.m. (MST) on May 27, 2010. You are required to provide the Instrument of Proxy to the

Monitor by this deadline or to the Chair prior to the commencement of the Creditors' Meeting if you wish to appoint a proxy to cast your vote at the Creditors' Meeting. However, your failure to vote at the Creditors' Meeting will not affect any right you have to receive any distribution that may be made to Affected Creditors under the Plan.

FURTHER INFORMATION

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

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

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

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

ERNST & YOUNG INC.

Per: ______________________________
Neil Narfason
Partner and Senior Vice President

SCHEDULE "E"

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

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

AND IN THE MATTER OF CONCRETE EQUITIES INC., WEALTHCRETE INVESTMENT CORPORATION, CONCRETE ASSOCIATES INVESTMENT CORPORATION, CONCRETE ASSOCIATES INVESTMENT II CORPORATION, CONCRETE ASSOCIATES INVESTMENT III CORPORATION, CONCRETE ASSOCIATES INVESTMENT IV CORPORATION, CONCRETE ASSOCIATES INVESTMENT V 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.

INSTRUMENT OF PROXY

MEETING OF ORDINARY CREDITORS OF Wealthcrete Investment Corporation and Safeguard Real Estate Investment Fund LP ("LPI"), to be held pursuant to an Order of the Alberta Court of Queen's Bench (the "Court") in connection with LPI's Plan of Arrangement under the *Companies' Creditors Arrangement Act* (Canada) (the "Plan") on May 28, 2010 at 2:00 p.m. at:

Ernst & Young Tower
Mezzanine Level
440 - 2nd Avenue S.W.
Calgary, AB T2P 5E9

and at any adjournment thereof.

Before completing this Instrument of Proxy, please read carefully the instructions accompanying this Instrument of Proxy for information respecting the proper completion and return of this Instrument of Proxy.

THIS INSTRUMENT PROXY MUST BE COMPLETED AND SIGNED BY THE CREDITOR AND PROVIDED TO THE MONITOR, ERNST & YOUNG INC., BY 5:00 P.M. (MST) ON THE BUSINESS DAY PRIOR TO THE MEETING OR WITH THE CHAIR PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF IF ANY PERSON ON SUCH CREDITOR'S BEHALF IS TO ATTEND THE

MEETING AND VOTE ON THE PLAN OR IF SUCH CREDITOR WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS SUCH INSTRUMENT OF PROXY.

THE UNDERSIGNED CREDITOR hereby revokes all proxies previously given and nominates, constitutes and appoints ______________________ or, if no person is named, Neil Narfason of Ernst & Young Inc. in its capacity as Monitor, or such other representative of the Monitor as the Monitor may designate, as nominee of the undersigned Creditor, with full power of substitution, to attend on behalf of and act for the undersigned Creditor at the Meeting of Creditors of LPI to be held in connection with the Plan and at any and all adjournments thereof, and to vote the amount of the undersigned Creditor's Affected Claims for voting purposes as determined pursuant to the Creditors' Meeting Order, the Claims Process, the Plan, the CCAA and any further order of the Court as follows:

A. (mark one only):

☐ VOTE FOR approval of the Plan; or

☐ VOTE AGAINST approval of the Plan

-and-

B. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Creditor with respect to any amendments or variations to the Plan and to any other matters that may come before the Meeting of Creditors of LPI any adjournment thereof.

DATED this _______ day of ____________, 2010.

____
Print Name of Creditor

____
Signature of Creditor. If the Creditor is a corporation, signature of an authorized signing officer of the Corporation

____
Title of the authorized signing officer of the corporation, if applicable.

____
Mailing address of the Creditor

____
Phone number of the Creditor

INSTRUCTIONS FOR COMPLETION OF PROXY

Each Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be a Creditor) to attend, act and vote for and on behalf of such Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed. **If no name has been inserted in the space provided, the Creditor will be deemed to have appointed Neil Narfason of the Monitor (or such other representative of the Monitor as the Monitor may designate) as the Creditor's proxy holder.**

If an officer of Ernst & Young Inc. is appointed or is deemed to be appointed as proxy holder and the Creditor fails to indicate on this ordinary creditors' proxy a vote for or against approval of the Plan, this instrument of proxy will be voted FOR approval of the Plan.

If this instrument of proxy is not dated in the space provided, it will be deemed to be dated on the date it is received by the Monitor.

This instrument of proxy must be signed by the Creditor or by the Creditor's attorney duly authorized in writing or, if the Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.

Valid proxies bearing or deemed to bear a later date will revoke this ordinary creditors' proxy. If more than one valid proxy for the same Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such proxies will be treated as disputed proxies and will not be counted.

This instrument of proxy should be sent to the Monitor by facsimile at the address set out below so that it is received by the Monitor no later than 5:00 p.m. (MST) on May 27, 2010.

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

No. 0901-11048 A.D. 2010

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

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

AND IN THE MATTER OF CONCRETE EQUITIES INC., WEALTHCRETE INVESTMENT CORPORATION, CONCRETE ASSOCIATES INVESTMENT CORPORATION, CONCRETE ASSOCIATES INVESTMENT II CORPORATION, CONCRETE ASSOCIATES INVESTMENT III CORPORATION, CONCRETE ASSOCIATES INVESTMENT IV CORPORATION, CONCRETE ASSOCIATES INVESTMENT V 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.

CREDITORS' MEETING ORDER

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