



Ernst & Young Inc.
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**CONCRETE ASSOCIATES II INVESTMENT CORPORATION and
SAFEGUARD REAL ESTATE INVESTMENT FUND III LP
(the “Partnership”)**

INSTRUCTIONS TO LIMITED PARTNERS

TO: LIMITED PARTNERS OF THE PARTNERSHIP

Re: Meeting of the Limited Partners of the Partnership

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

1. Notice of Special Meeting of the Limited Partners (the “Notice”);
2. Copy of the Limited Partnership Meeting Order dated May 5, 2010;
3. the Plan proposed by the Partnership;
4. the Monitor’s Seventh Report; and
5. a blank Form of Proxy and completion instructions.

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 consider and vote to accept or reject the resolutions described in the Notice to be held on May 28, 2010 at 10:00 a.m. at the Ernst & Young Tower, Mezzanine Level, 440 - 2nd Avenue S.W., Calgary, Alberta, T2P 5E9 (the “Limited Partners’ Meeting”).

PROXY

If a Limited Partner wishes to vote at the Limited Partners’ Meeting and is not an individual or is an individual who will not be attending the Limited Partners’ Meeting in person, please complete the enclosed Form of Proxy and provide it to the Receiver by mail at the address noted below, by sending it to the Receiver by facsimile transmission, at the fax number noted below, or by sending it to the Receiver via e-mail, at the e-mail address noted below, so that it is received by the Receiver no later than 5:00 p.m. (MST) on May 27, 2010. You are required to provide the Form of Proxy to the



Receiver by this deadline or prior to the commencement of the Limited Partners' Meeting if you wish to appoint a proxy to cast your vote at the Limited Partners' Meeting.

FURTHER INFORMATION

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

Ernst & Young Inc.
Court Appointed Monitor
Ernst & Young Tower
1000, 440 - 2nd Avenue S.W.
Calgary, AB T2P 5E9
Attention: Betty Trinh
Fax: (403) 290-4265
E-mail: concrete@ca.ey.com

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

The Monitor will be posting a question and answer document relating to these materials on its website late next week.

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

ERNST & YOUNG INC.

Per:

Neil Narfason
Partner and Senior Vice President