

CANADA)
PROVINCE OF SASKATCHEWAN)

Q.B.G. No. 8 of 2006

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE
CREDITORS OF BRICORE LAND GROUP LTD., BRICORE INVESTMENT GROUP
LTD., 624796 SASKATCHEWAN LTD., 603767 SASKATCHEWAN LTD., 583261
SASKATCHEWAN LTD. AND HORIZON WEST MANAGEMENT LTD.

BETWEEN:

**BRICORE LAND GROUP LTD., BRICORE INVESTMENT GROUP LTD.,
624796 SASKATCHEWAN LTD., 603767 SASKATCHEWAN LTD.,
583261 SASKATCHEWAN LTD. and HORIZON WEST MANAGEMENT LTD.**

APPLICANTS

- and -

**MERRILL LYNCH CAPITAL CANADA, INC., NORTH POINT CAPITAL CORP.,
SPECTRA CREDIT UNION and NORSASK MORTGAGE BROKERS LTD.**

RESPONDENTS

ORDER
(Authorizing CRO to Act Through Power of Attorney)

BEFORE THE HONOURABLE) ON WEDNESDAY,
MR. JUSTICE J.D. KOCH) THE 4th DAY
IN CHAMBERS) OF OCTOBER, 2006

UPON THE APPLICATION of the Applicants, Bricore Land Group Ltd., Bricore Investment Group Ltd., 624796 Saskatchewan Ltd., 603767 Saskatchewan Ltd., 583261 Saskatchewan Ltd. and Horizon West Management Ltd. (collectively, the "Applicants" or "Bricore Group"), and upon having read the Memorandum to the Presiding Judge filed on behalf of Bricore Group dated October 3, 2006; the Affidavit of Jeffrey Pickett sworn on October 4, 2006 and a form of Draft Order, all filed;

IT IS HEREBY ORDERED AND ADJUDGED THAT:

1. Words and phrases contained in this Order which begin with capital letters and which are not expressly defined herein shall have the respective meanings ascribed thereto in the Initial Order of the Honourable Mr. Justice J.D. Koch dated January 4, 2006 and issued in these proceedings (the "Initial Order").
2. Paragraph 3 of the Order (Appointment of Chief Restructuring Officer; Extension of Stay of Proceedings; Additional DIP Financing) of the Honourable Mr. Justice J.D. Koch issued in regard to these proceedings on May 23, 2006 (the "May 23 Order"), as amended by subsequent Orders of this Honourable Court, shall be amended so as to read as follows:
 3. Effective at 3:00 p.m. on Tuesday, May 23, 2006, Maurice Duval, C.A., of Saskatoon, Saskatchewan is appointed as Chief Restructuring Officer (the "CRO") of Bricore Group and of all of Property in accordance with the terms of this Order. The CRO shall be an officer of the Court. Unless extended further by Order of the Court, the appointment of the CRO shall terminate at close of business on November 15, 2006. **During the absence from Canada of the CRO between October 3, 2006 and November 10, 2006 (both dates inclusive), Mr. Jeffrey Pickett, Senior Chartered Accountant, of the accounting firm of Hergott Duval Stack & Partners LLP of Saskatoon, Saskatchewan ("Mr. Pickett"), who holds a Power of Attorney granted in his favour by the CRO, shall be permitted to act in the place and stead of the CRO and to perform all of the duties, powers and functions of the CRO (including, where necessary, making decisions and signing documents in regard to these proceedings for and on behalf of the CRO) and shall have and enjoy the benefit of all of the rights, powers, privileges and protections accorded to the CRO by the Orders of this Honourable Court issued in regard to these proceedings, provided that:**

- (a) prior to making any decision in regard to these proceedings for and on behalf of the CRO, Mr. Pickett shall first obtain approval and instructions from the CRO to do so by means of telephone communication with the CRO and/or electronic means of communication such as e-mail correspondence or facsimile transmission from the CRO; and
- (b) prior to executing any document in regard to these proceedings for and on behalf of the CRO, Mr. Pickett shall first obtain approval and instructions from the CRO to do so by means of telephone communication with the CRO and/or electronic means of communication such as e-mail correspondence or facsimile transmission from the CRO.

3. Except as expressly amended by this Order, the terms of the May 23 Order, as subsequently confirmed, extended and amended by subsequent Orders of this Court, shall continue in full force and effect.

ISSUED at Saskatoon, Saskatchewan, this 4th day of October, 2006.

IRENE SCRAGG
DY. LOCAL REGISTRAR

(Deputy) Local Registrar

(pew)

TAKE NOTICE that every Order made without notice to the Respondent or a person affected by the Order except when such Order is consented to by the Respondent or a person affected by the Order, or is otherwise authorized by law, may be set aside or varied on application to the Court. You should consult your solicitor as to your rights.

This Order was delivered by:

MacPHERSON LESLIE & TYERMAN LLP
Lawyers
1500, 410 - 22nd Street East
Saskatoon, Saskatchewan
S7K 5T6

whose address for service is same as above.
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