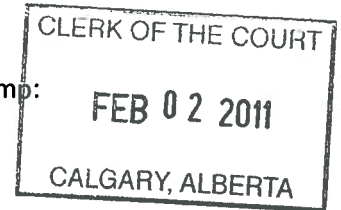


I hereby certify this to be a true copy of
the original Dieder

Dated this 2 day of Feb 2011

E. Klein-Stein
for Clerk of the Court

Clerk's stamp:



COURT FILE NUMBER

1001-07852

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND THE JUDICATURE ACT, R.S.A. 2000, c. J-2, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF MEDICAN HOLDINGS LTD., MEDICAN DEVELOPMENTS INC., R7 INVESTMENTS LTD., MEDICAN CONSTRUCTION LTD., MEDICAN CONCRETE INC., 1090772 ALBERTA LTD., 1144233 ALBERTA LTD., 1344241 ALBERTA LTD., 9150-3755 QUEBEC INC., AXCESS (GRANDE PRAIRIE) DEVELOPMENTS LTD., AXCESS (SYLVAN LAKE) DEVELOPMENTS LTD., CANVAS (CALGARY) DEVELOPMENTS LTD., ELEMENTS (GRANDE PRAIRIE) DEVELOPMENTS LTD., HOMES BY KINGSLAND LTD., LAKE COUNTRY (SITARA) DEVELOPMENTS LTD., MEDICAN (EDMONTON TERWILLEGAR) DEVELOPMENTS LTD., MEDICAN (GRANDE PRAIRIE) HOLDINGS LTD., MEDICAN (KELOWNA MOVE) DEVELOPMENTS LTD., MEDICAN (LETHBRIDGE - FAIRMONT PARK) DEVELOPMENTS LTD., MEDICAN (RED DEER - MICHENER HILL) DEVELOPMENTS LTD., MEDICAN (SYLVAN LAKE) DEVELOPMENTS LTD., MEDICAN (WESTBANK) DEVELOPMENT LTD., MEDICAN (WESTBANK) LAND LTD., MEDICAN CONCRETE FORMING LTD., MEDICAN DEVELOPMENTS (MEDICINE HAT SOUTHWEST) INC., MEDICAN ENTERPRISES INC. / LES ENTREPRISES MEDICAN INC., MEDICAN EQUIPMENT LTD., MEDICAN FRAMING LTD., MEDICAN GENERAL CONTRACTORS LTD., MEDICAN GENERAL CONTRACTORS 2010 LTD., RIVERSTONE (MEDICINE HAT) DEVELOPMENTS LTD., SANDERSON OF FISH CREEK (CALGARY) DEVELOPMENTS LTD., SIERRAS OF EAUX CLAIRES (EDMONTON) DEVELOPMENTS LTD., SONATA RIDGE (KELOWNA) DEVELOPMENTS LTD., SYLVAN LAKE MARINA DEVELOPMENTS LTD., THE ESTATES OF VALLEYDALE DEVELOPMENTS LTD., THE LEGEND (WINNIPEG) DEVELOPMENTS LTD., and WATERCREST (SYLVAN LAKE) DEVELOPMENTS LTD. (THE PETITIONERS)

DOCUMENT

ORDER

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT



FRASER MILNER CASGRAIN LLP

Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8

Attention: David W. Mann / Rebecca L. Lewis
Ph. (403) 268-7097/6354 Fx. (403) 268-3100
File No.: 526686-1

DATE ON WHICH ORDER WAS PRONOUNCED:

FEBRUARY 2, 2010

LOCATION WHERE ORDER WAS PRONOUNCED:

CALGARY

NAME OF JUDGE WHO MADE THIS ORDER:

JUSTICE K.M. HORNER

ORDER
(Amending the Macdonald Terwillegar Order)

UPON the application of the Petitioners in these proceedings (collectively, the "**Medican Group**"); **AND UPON** having read the Application by the Petitioners, dated January 28, 2011, the Affidavit of Tyrone Schneider dated January 28, 2011 (the "**Schneider Affidavit**"), the Affidavit of Ronica Cameron dated February 1, 2011 (the "**Service Affidavit**"), the Eighth Monitor's Report, dated January 28, 2011, all filed, and such other material in the pleadings and proceedings as are deemed necessary; **AND UPON** reviewing the Order granted on September 8, 2010 (the "**Macdonald Terwillegar Order**") in these proceedings which approved the lending arrangement among Macdonald Terwillegar Properties Ltd. and the Medican Group with respect to Phase 1 of Axxess Terwillegar in Edmonton, Alberta; **AND UPON** hearing counsel for the Medican Group, the Monitor, and other interested parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. The time for service of notice of this application is abridged to the time actually given and service of the Application and supporting material as described in the Service Affidavit is good and sufficient, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.

Amending the Macdonald Terwillegar Order

2. All capitalized terms used in this Order shall have the meaning ascribed to such terms in the Macdonald Terwillegar Order unless otherwise defined in this Order.
3. Macdonald be and is hereby authorized to advance an additional sum of up to \$750,000 to the Medican Group, and the Medican Group be and is hereby authorized to borrow such sum, all in accordance with the provisions of the Macdonald Loan Amendment (the "**Supplemental Advance**").
4. The Macdonald Terwillegar Order in these proceedings is hereby amended by deleting paragraph 6(a) and replacing it with:
 - (a) firstly, to Macdonald in repayment of all monies advanced by Macdonald pursuant to the provisions of the Macdonald Loan Amendment, to a maximum principal amount of nine hundred and fifty thousand dollars (\$950,000) plus interest thereon, at the rate charged pursuant to the existing security granted to Macdonald as against the Terwillegar Project (Phase I);
5. Nothing in this Order shall effect any amounts withheld or segregated pursuant to paragraphs 6 (b) through (g) of the Madonald Terwillegar Order (the "**Subordinate Distributions**") and, further, any amounts not paid in respect of Subordinate Distributions as a result of the repayment of the Supplemental Advance shall be paid immediately after such repayment as if the Supplemental Advance had not been made.

6. The Medican Group, Macdonald, the Monitor or any interested party may apply to this Court for advice and direction on notice to any party likely to be affected by the Order sought or on such notice as this Court directs.
7. The Medican Group shall serve, by courier, facsimile transmission, e-mail transmission, or ordinary post, a copy of this Order on all parties present at this application and on all parties who received notice of this application or who are presently on the service list established in these proceedings, and service on any or all other parties is hereby dispensed with. Service affected as aforesaid shall be good and sufficient service.

"K.M. Homer"

Justice of the Court of Queen's Bench of Alberta