

**THE QUEEN'S BENCH
Winnipeg Centre**

BETWEEN:

THE MANITOBA SECURITIES COMMISSION

Applicant

- and -

CROCUS INVESTMENT FUND

Respondent

Application under Section 27 of *The Securities Act* C.C.S.M. c. S50 Queen's
Bench *Rule* 14.05(2)(b)

ORDER

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File No. 109203 0010

Solicitors for Charles Curtis, Peter Olfert, Waldron (Wally) Fox-Decent, Lea Baturin,
Albert Beal, Diane Beresford, Sylvia Farley, Robert Hilliard, John Clarkson and Hugh
Eliasson

And on behalf of:

Pitblado LLP/Jeff Baigrie Solicitors for: Ron Waugh
Aikins, MacAulay & Thorvaldson LLP/Ted Bock Solicitors for: Robert Ziegler

**THE QUEEN'S BENCH
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THE HONOURABLE)
MADAM JUSTICE McCRAWLEY) Tuesday, the 9th day of October, 2012

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THE MANITOBA SECURITIES COMMISSION,

Applicant

- and -

CROCUS INVESTMENT FUND,

Respondent

Application under Section 27 of *The Securities Act* C.C.S.M. c. S50 Queen's
Bench *Rule* 14.05(2)(b)

ORDER

THIS MOTION, made by the following former directors of the Crocus Investment Fund, being Peter Olfert, Charles Curtis, Waldron (Wally) Fox-Decent, Lea Baturin, Albert R. Beal, Diane Beresford, Sylvia Farley, Robert Hilliard, Hugh Eliasson, John Clarkson (the "Olfert Group"), Ron Waugh and Robert Ziegler (the Olfert Group, Ron Waugh and Robert Ziegler collectively referred to in this paragraph as the "Directors") for an Order: requiring Deloitte & Touche Inc., in its capacity as Receiver of the Crocus Investment Fund, to indemnify the Directors for the legal expenses incurred by the Directors in responding to the Receiver's Motion seeking court approval for a second interim distribution to Crocus shareholders; and for an order requiring Deloitte & Touche Inc., in its capacity as Receiver of the Crocus Investment Fund, to indemnify the Directors for the legal expenses incurred by the Directors in the advancement

and hearing of the within motion; or, in the alternative, for an order requiring Deloitte & Touche Inc., in its capacity as Receiver of the Crocus Investment Fund, to pay costs to the Directors in responding to the Receiver's motion seeking court approval for a second interim distribution to Crocus shareholders, plus costs of the within motion, all such costs to be payable on a solicitor and client basis, was heard this day at the Law Courts, 408 York Avenue, in the City of Winnipeg, in the Province of Manitoba;

ON READING the Notice of Motion of the Olfert Group; the Notice of Motion of Ron Waugh; the Notice of Motion of Robert Ziegler; the Motions Brief of the Olfert Group; Receiver Report No.13 dated May 31, 2011; Supplement to Receiver's Report No. 13 dated October 14, 2011; the Affidavit of Eva Torres sworn July 4, 2011; the May 22, 2012 letter from counsel for Robert Ziegler and May 24, 2012 letter from counsel for Ron Waugh, both counsel adopting the arguments advanced by the Olfert Group in its Motions Brief; and the Motions Brief and Compendium of Documents of the Receiver of the Crocus Investment Fund;

AND UPON HEARING submissions of counsel for the Olfert Group, counsel for Robert Ziegler, counsel for Ron Waugh, and counsel for the Receiver of the Crocus Investment Fund;

1. **THIS COURT ORDERS THAT** Deloitte & Touche Inc., in its capacity as Receiver and Manager of the Crocus Investment Fund, indemnify the Olfert Group, Ron Waugh and Robert Ziegler for legal expenses and costs incurred by these directors in responding to the Receiver's motion seeking court approval for a second distribution to Crocus shareholders;

2. **THIS COURT FURTHER ORDERS THAT** Deloitte & Touche Inc., in its capacity as Receiver and Manager of the Crocus Investment Fund, indemnify the Olfert Group, Ron Waugh and Robert Ziegler for legal expenses and costs incurred by these directors in advancing the within motion.

DATE: 29 September 2012

D. J. McCAWLEY
Madam Justice McCawley

CONSENTED TO AS TO FORM:

HILL SOKALSKI WALSH TRIPPIER LLP

Per:



Dave Hill/ Karen R. Wittman
Solicitors for the Receiver of the Crocus Investment Fund

D'ARCY & DEACON LLP

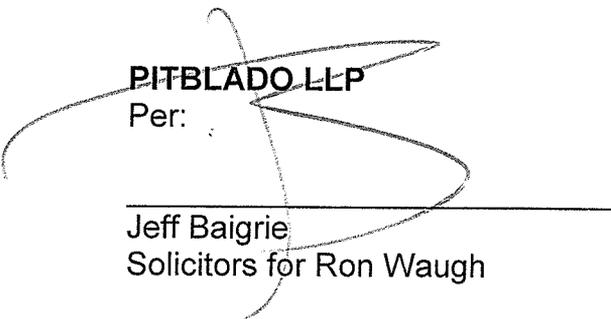
Per:



Kenneth A. Filkow
Solicitors for the Olfert Group

PITBLADO LLP

Per:



Jeff Baigrie
Solicitors for Ron Waugh

AIKINS MacAULAY & THORVALDSON LLP

Per:



Ted Bock
Solicitors for Robert Ziegler