

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

Dated this 3 day of Dec, 2009

Bruce J. Bluff Action No. 0901-17143  
for Clerk of the Court

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

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*  
R.S.C. 1985 c. B-3, AS AMENDED

AND IN THE MATTER OF THE RECEIVERSHIP OF SIGNATURE CAPITAL INC., CONB DEVELOPMENT CORP., CONB FINANCE CORP., CONB CAPITAL CORP., URBAN ELEMENTS CENTRE GP LTD., URBAN ELEMENTS CENTRE LIMITED PARTNERSHIP, SIGNATURE UEC CAPITAL INC., WESTSTONE DEVELOPMENT CORP., WESTSTONE FINANCE CORP., SLRV FINANCE CORP., ALLAN BEACH DEVELOPMENTS GP LTD., ALLAN BEACH LIMITED PARTNERSHIP, BEACHES WEST CAPITAL CORP., POPLAR GROVE DEVELOPMENTS GP LTD., POPLAR GROVE LIMITED PARTNERSHIP, BIRCH BAY DEVELOPMENTS GP LTD., BIRCH BAY DEVELOPMENTS LIMITED PARTNERSHIP, FRANCOIS CAPITAL CORP., A VIRGINIA WILSON HOLDINGS, FIR CREST RESORT DEVELOPMENT LP, FIR CREST RESORT DEVELOPMENT GP LTD., FIR CREST FINANCE CORP., FIR CREST CAPITAL CORP., SCI FINANCE CORP., SIGNATURE US SUNBELT CAPITAL CORP., SIGNATURE US SUNBELT INVESTMENT CORP., SCI BRIDGE II FINANCE CORP., SUMMERS PLACE GP LTD., SUMMERS PLACE LIMITED PARTNERSHIP, METRO WEST I GP LTD., METRO WEST II GP LTD., SIGNATURE LETHBRIDGE FAIRVIEW CAPITAL CORP., HEARTHWOOD I LIMITED PARTNERSHIP, HEARTHWOOD II LIMITED PARTNERSHIP, HEARTHWOOD III LIMITED PARTNERSHIP, HEARTHWOOD I DEVELOPMENTS GP LTD., HEARTHWOOD II DEVELOPMENTS GP LTD., and HEARTHWOOD III DEVELOPMENTS GP LTD. (collectively the "Signature Companies")

BEFORE THE HONOURABLE ) At Calgary Courts Centre, in the City of  
MADAM JUSTICE K. M. HORNER ) Calgary, in the Province of Alberta, on  
IN CHAMBERS ) Wednesday, the 2<sup>nd</sup> day of December, 2009.  
)

**VESTING ORDER**

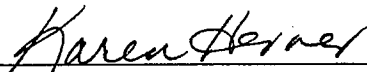
UPON THE APPLICATION of RSM Richter Inc., Court-appointed Receiver and Manager of the Signature Companies (the "Vendor") to *inter alia*, approve the sale of certain lands owned by CONB Development Corp. ("CONB") more particularly described in Schedule "A" to this Order as defined herein; AND UPON HEARING READ the pleadings herein, the Notice of Motion, the Sealed Affidavit of Bob Taylor (the "Sealed Affidavit") and the First Report of RSM Richter Inc. dated November 25, 2009;

IT IS HEREBY ORDERED AND DECLARED THAT pursuant to Section 100 of the *Land Titles Act*, SS 2000, c. L-51, subsection 64(8) the *Personal Property Security Act* (1993), SS 1993 c. B-6.2, Section 87 of the *Builders' Lien Act*, SS 1984-85-86 c. B-7.1 and Section 65(1) of *The Queen's Bench Act*, 1998 SS 1998, c. Q-1.01:

1. The Purchase and Sale Agreement made between the Receiver and Normandale Holdings Ltd. (the "Purchaser") dated October 9, 2009, as amended on November 24, 2009 (the "Normandale Purchase Agreement") in the amount of \$6,400,000 is hereby approved, confirmed and accepted (the "Transaction").
2. Upon closing of the Transaction, all of the Vendor's right, title and interest in and to the Lands (as defined below) shall, without further instrument of transfer or assignment, vest in the Purchaser as contemplated by the Normandale Purchase Agreement, absolutely and forever, free and clear of and from any and all claims by, through, or under CONB, and any and all estate, right, title, interest and liens, including but not limited to, claims, hypothecs, mortgages, charges, liens (whether contractual, statutory or otherwise), security interests, assignments, actions, levies, taxes, judgments, writs of execution, trusts or deemed trusts (whether contractual, statutory or otherwise), options, agreements, disputes, debts, encumbrances or other rights, limitations or restrictions of any nature whatsoever including, without limitation any rights or interests of any creditors of CONB whether or not they have attached or been perfected, registered or filed, whether secured or unsecured or otherwise, whether liquidated, unliquidated or contingent (all of the foregoing being collectively referred to hereinafter as "the Claims", whether such Claims came into existence prior to, subsequent to, or as a result of any previous order of this Court, by or of all persons or entities of any kind whatsoever, including, without limitation, all individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organizations, governmental and administrative bodies, agencies, authorities or tribunals and all other natural persons or corporations, whether acting in their capacity as principals or as agents, trustees, executives, administrators or other legal representatives (collectively, the "Claimants"), including for greater certainty and without limiting the generality of the foregoing: (i) the claims held by or in favour of the individuals and entities served (either directly or through their solicitors) with this Application; and (ii) the beneficiary of any Claims created or provided for pursuant to any previous Order of this Court in these proceedings.
3. The Purchaser shall, by virtue of the completion of the Transaction have no liability of any kind whatsoever to any Claimants in respect of any Claims they may have against CONB.
4. The Transaction shall not be void or voidable at the instance of Claimants and shall not constitute nor shall be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other challengeable or reviewable transaction under the *Bankruptcy and Insolvency Act*, R.S.C. 1925, c. B-3, as amended (the "BIA") or any other applicable federal or provincial legislation, and the Transaction, or any actions taken in connection therewith, shall not constitute conduct meriting an oppression remedy.
5. The Receiver is authorized to deliver to the Purchaser at the Closing a general conveyance and specific conveyances signed by the Receiver, and upon the filing of this Order, together with any applicable registration fees, the Registrar(s) of Land Titles Offices in the Province of Saskatchewan shall cancel the Certificates of Titles listed in the Schedule "A" to this Order and issue new Certificates of title to the Lands in the name of Normandale Holdings Ltd. at 400, 135 – 21st Street East, Saskatoon, SK S7K 0B4

free and clear of all encumbrances except those identified as Permitted Encumbrances in Schedule "A".

6. All of the interest, right, title, estate and equity of redemption of CONB and any persons claiming by, through or under CONB in and to the Lands, will upon Closing be extinguished.
7. This Honourable Court hereby requests the aid and recognition of any court or administrative body in any province of Canada, the Federal court of Canada, any administrative tribunal or other court constituted pursuant to the Parliament of Canada or any of its provinces or territories.
8. The Sealed Affidavit of Bob Taylor sworn on November 27, 2009 is hereby ordered to be sealed on the court file and not released to any party without further Order of this Court on notice to the Receiver.
9. The retention of Simone Rousseau, Pablo Galvez and Anna Nelson is hereby approved on the terms contained in Section 5 of the Receiver's First Report dated November 25, 2009.
10. The Receiver and the Purchaser shall be at liberty to re-apply for further advice, assistance and direction as may be necessary to give full force and effect to the terms of this Order.
11. This Order may be served by facsimile or electronic transmission.

  
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J.C.Q.B.A.

ENTERED this 3<sup>RD</sup> day of December,  
2009.

K. MCAUSLAND



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CLERK OF THE COURT

**SCHEDULE 'A'**

Legal Description	Title #	Permitted Encumbrances		
		Int. Register Number	Description	Holder
Surface Parcel #131481480 Lot 22; Blk/Par 4; Plan 79B13921	135 386 062	105 596 343	CNV Easement	Saskatchewan Power Corporation and Saskatchewan Telecommunications as Tenants in Common
Surface Parcel #131482357 Lot 23; Blk/Par 4 Plan 79B13921	135 386 084	None	N/A	N/A
Surface Parcel #131481479 Lot 20; Blk/Par 4; Plan 79B13921	135 386 017	None	N/A	N/A
Surface Parcel #131481468 Lot 21; Blk/Par 4; Plan 79B13921	135 386 039	105 596 310	CNV Easement	Saskatchewan Telecommunications and Saskatchewan Power Corporation as Tenants in Common
Surface Parcel #131529629 Lot 18; Blk/Par 4; Plan 79B13921	135 385 937	105 596 242	CNV Easement	Saskatchewan Power Corporation and Saskatchewan Telecommunications as Tenants in Common
Surface Parcel #131482100 Lot 19; Blk/Par 4; Plan 79B13921	135 386 006	None	N/A	N/A
Surface Parcel #146848225 Lot 27; Blk/Par 4; Plan 101517331	135 386 118	105 596 242	CNV Easement	Saskatchewan Power Corporation and Saskatchewan Telecommunications as Tenants in Common

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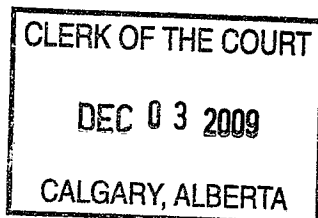
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SIGNATURE CAPITAL INC., CONB DEVELOPMENT  
CORP., CONB FINANCE CORP., CONB CAPITAL CORP.,  
URBAN ELEMENTS CENTRE GP LTD., URBAN  
ELEMENTS CENTRE LIMITED PARTNERSHIP,  
SIGNATURE UEC CAPITAL INC., WESTSTONE  
DEVELOPMENT CORP., WESTSTONE FINANCE CORP.,  
SLRV FINANCE CORP., ALLAN BEACH  
DEVELOPMENTS GP LTD., ALLAN BEACH LIMITED  
PARTNERSHIP, BEACHES WEST CAPITAL CORP.,  
POPLAR GROVE DEVELOPMENTS GP LTD., POPLAR  
GROVE LIMITED PARTNERSHIP, BIRCH BAY  
DEVELOPMENTS GP LTD., BIRCH BAY  
DEVELOPMENTS LIMITED PARTNERSHIP, FRANCOIS  
CAPITAL CORP., A VIRGINIA WILSON HOLDINGS, FIR  
CREST RESORT DEVELOPMENT LP, FIR CREST  
RESORT DEVELOPMENT GP LTD., FIR CREST FINANCE  
CORP., FIR CREST CAPITAL CORP., SCI FINANCE  
CORP., SIGNATURE US SUNBELT CAPITAL CORP.,  
SIGNATURE US SUNBELT INVESTMENT CORP., SCI  
BRIDGE II FINANCE CORP., SUMMERS PLACE GP LTD.,  
SUMMERS PLACE LIMITED PARTNERSHIP, METRO  
WEST I GP LTD., METRO WEST II GP LTD., SIGNATURE  
LETHBRIDGE FAIRVIEW CAPITAL CORP.,  
HEARTHWOOD I LIMITED PARTNERSHIP,  
HEARTHWOOD II LIMITED PARTNERSHIP,  
HEARTHWOOD III LIMITED PARTNERSHIP,  
HEARTHWOOD I DEVELOPMENTS GP LTD.,  
HEARTHWOOD II DEVELOPMENTS GP LTD., and  
HEARTHWOOD III DEVELOPMENTS GP LTD.  
(collectively the "Signature Companies")

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**VESTING ORDER**

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BENNETT JONES LLP  
Barristers and Solicitors  
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