

73

File No. CI 05-01-43350

**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, CCSM c. S50 and Queen's Bench Rule 14.05(2)(b)

ORDER

(Regarding Receiver's Report #4, Date of Hearing: October 4, 2005)

**FILED
QUEEN'S BENCH**

OCT 18 2005

**LAW COURTS
WINNIPEG**

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File No. **05157 RAD**

**THE QUEEN'S BENCH
Winnipeg Centre**

THE HONOURABLE)
)
MADAM JUSTICE McCAWLEY)

Tuesday, the 4th of October, 2005

BETWEEN:

THE MANITOBA SECURITIES COMMISSION,

Applicant,

– and –

CROCUS INVESTMENT FUND,

Respondent,

Application under Section 27 of the Securities Act, CCSM c. S50 and Queen's Bench Rule 14.05(2)(b)

ORDER

THIS MOTION, made by Deloitte & Touche Inc. as Receiver and Manager of the Respondent herein (hereinafter "the Receiver"), for an Order for Approval of Receiver's Report #4, or for such other Orders as may be just in the circumstances was heard this this day at the Law Courts, 408 York Avenue, in the City of Winnipeg.

On noting the appearance of counsel for the Receiver and counsel for the Manitoba Securities Commission, counsel for Bernard Bellan in Manitoba Queen's Bench No. CI05-0142765 appearing on a watching brief, and upon being advised that counsel to the Manitoba Federation of Labour ("MFL") had been served and had contacted counsel to the Receiver to advise that the MFL

did not oppose the Receiver's Motion and would not be appearing, and upon being advised that counsel to for L. Baturin, A. Beal, D. Beresford, C. Curtis, S. Farley, P. Olfert, R. Ziegler, W. Fox-Decent, H. Eliason, R. Waugh, and R. Hilliard; counsel for James Umlah; counsel for for S. Kreiner, J. Hawkins and J. Lederman; counsel for D. Friesen; counsel for Ron Waugh; and the Department of Finance, Province of Manitoba had been served but did not appear and did not contact counsel for the Receiver, and

On reading the Notice of Motion, Receiver's Report #4, Miscellaneous Materials filed in Support of the Motion, Affidavit of Service of Karen Thomas and the proceedings herein, and on hearing the submissions of counsel for the Receiver and counsel for the Manitoba Securities Commission,

THIS COURT ORDERS:

1. That any person (and his or her heirs and legal representatives) who is appointed by the Receiver to act as a director or officer of a body corporate of which the Receiver has the right to designate or appoint such representative pursuant to para. 3(q) of the Order of Mr. Justice Scurfield dated June 28, 2005, shall be indemnified against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her or him in respect of any civil, criminal, or administrative action or proceeding to which she or he is made a party by reason of being or having been a director or officer of said body corporate, save and except for gross negligence or willful misconduct. ("the Indemnity");

2. That for greater certainty, the Indemnity shall be included as a liability of the Receiver set forth in paragraph 17 of the Order of Mr. Justice Scurfield dated June 28, 2005, and shall be included in the charge and have the priority described in the said paragraph of the said Order; and

3. That the liability of any director or officer appointed by the Receiver in accordance with the paragraphs immediately preceding which that officer or director may incur as a result of his or her appointment or as a result of the performance of his or her duties thereunder, excluding gross negligence or wilful misconduct, shall be limited in the aggregate to the net realized value of the Property and furthermore the said officer or director shall cease to have any liability whatsoever upon distribution of the Property or any proceeds thereof under the administration of the Receiver in accordance with any Order of this Court. The net realized value of the Property shall be the cash proceeds actually received by the Receiver from the operation and disposition of the Property or part thereof after deducting all costs and expenses properly incurred in connection therewith, including the reasonable remuneration and expenses of the Receiver, and the fees and disbursements of its counsel, and after deduction of any amounts distributed, paid or payable by the Receiver.

SIGNED 17 October, 2005

Reg. McEwan

APPROVED AS TO FORM:
Manitoba Securities Commission

Per:

Chris Besko

Christopher P. Besko, Legal Counsel - Deputy Director