

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF 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 original
Dated this 30th day of September 2010
for Clerk of the Court

BEFORE THE HONOURABLE
MADAM JUSTICE K.M. HORNER
IN CHAMBERS

)
) At the Courts Centre in the City of Calgary,
) in the Province of Alberta, on Thursday, the
) 30th day of September, 2010
)
) the Petitioners

ORDER
(Bid Procedure Order re: Phases 2 & 3 of the Riverstone Project)

UPON the application of the Petitioners in these proceedings (collectively, the “Medican Group”); AND UPON having read the Notice of Motion of the Petitioners, dated September 27, 2010, the Affidavit of Tyrone Schneider, sworn September 27, 2010 (the “Schneider Affidavit”), filed, the Sixth Report of the Monitor, dated September 27, 2010, the Affidavit of Ronica Cameron, sworn September 30, 2010 (the “Service Affidavit”), to be filed, and such other material in the pleadings and proceedings as deemed necessary; AND UPON hearing

counsel for the Medican Group, counsel for 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 Notice of Motion 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.

2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted in these proceedings on May 26, 2010 (the "**Initial Order**").

Approval of the Sales Procedure and Solicitation Process

3. The sales procedures and solicitation process in the form attached as Schedule "A" to this Order (the "**Sales Procedure**") be and is hereby approved and the Medican Group and the Monitor are hereby authorized and directed to implement the Sales Procedure and do all such things as are reasonably necessary to conduct and give full effect to the Sales Procedure and carry out their respective obligations thereunder.

Miscellaneous

4. The Sales Procedure may be altered or amended by the Monitor in a non-substantive manner to give full or better effect to the sales procedure approved hereby.

5. 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 effected as aforesaid shall be good and sufficient service.

"K.M. Horner"
J.C.Q.B.A.

ENTERED this 30 day of September, 2010

A. Sepetich
CLERK OF THE COURT



SCHEDULE "A"

Medican Group of Companies – Sales Procedure and Solicitation Process

Riverstone (Medicine Hat) Developments Ltd. – Phases 2 & 3

Overview of contemplated sales procedure and solicitation process (“**Sale Process**”) for certain of the Company’s undeveloped bare lands (“**Property**”):

1. The Monitor will generate a list of prospective purchasers based on: a listing of potential real estate holding and development companies generated through an external data provider; recent industry news/transactions; consultation with local real estate brokerage firms; and input from the Company’s management/advisors and the existing secured lenders.
2. The Monitor will contact industry associations, investment banks and other contacts for potential interest.
3. The Monitor will place an advertisement regarding this opportunity in the national edition of *The Globe and Mail* newspaper and, potentially, industry publications and regional/local media, in order to identify prospective purchasers.
4. The Monitor and the Company will distribute to prospective purchasers an interest solicitation letter (“**ISL**”) detailing the acquisition opportunity on or before **October 8, 2010**. Attached to the ISL will be a confidentiality agreement (“**CA**”). Should a party be interested in performing due diligence and receiving additional information, it would first be required to execute the CA.
5. The Monitor and the Company will prepare a confidential information package (“**CIP**”) that would be made available to parties who execute a CA. The CIP will provide an overview of the Property, existing pro-formas and potential opportunities associated therewith.
6. Prospective purchasers will have the opportunity to perform due diligence, including reviewing information in a “**data room**” to be made available to prospective purchasers in electronic format. The data room may include excerpts of appraisal(s) of the Property, though the appraised market values would not be disclosed.
7. The Monitor and the Company will facilitate site visits for prospective purchasers.
8. The Monitor and the Company will provide to prospective purchasers a draft asset purchase agreement. Prospective purchasers will be advised that offers should be submitted in this format (or substantially in this format).
9. The Monitor and the Company will require prospective purchasers to submit binding offers to the Monitor by 5:00 p.m. (Calgary Time) on **November 5, 2010**. Offers would remain open for acceptance for a period of 10 days pending negotiations and entering into definitive agreements. The Company is not obligated to accept the highest, or any, offer.
10. The secured creditors shall have the right to participate in the Sale Process and file a credit bid at no less than the appraised value of the Property.
11. The secured creditors to this project reserve their right in respect of any bids received and any sale would be subject to Court approval.

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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

ORDER

(Bid Procedure Order Re: Phases 2 & 3 of the Riverstone Project)

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