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for Clerk of the Court

Action No. 1003 05560
Bankruptcy No. 24-115359

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

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

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF COW HARBOUR CONSTRUCTION LTD.

BEFORE THE HONOURABLE JUSTICE)
K.D. YAMAUCHI)
IN CHAMBERS, LAW COURTS) ON FRIDAY, THE 21ST DAY
EDMONTON, ALBERTA) OF MAY, 2010.

ORDER

UPON the applications of Cow Harbour Construction Ltd. ("CHC") and Deloitte & Touche Inc. as Monitor (the "Monitor") appointed pursuant to Order of this Honourable Court dated April 7, 2010 (the "Initial Order"); AND UPON having read the 5th Report of the Monitor dated May 19, 2010 (the "5th Report") and the 6th Report of the Monitor dated May 21, 2010 (the "6th Report"); AND UPON having made reference to the Affidavit of Demetri Koumarelas sworn May 19, 2010; AND UPON having made reference to the application of the employees of CHC represented by Local 955 of the International Union of Operating Engineers ("Union") for special protection for those employees; AND UPON having made reference to the application of DeLage Landen Financial Services Canada Inc. ("DeLage"); AND UPON having heard Counsel for CHC, the Monitor and various creditors.

IT IS HEREBY ORDERED AND DECLARED THAT:

A. STAY OF PROCEEDINGS AND GENERAL MATTERS

1. The Stay of Proceedings referenced at paragraph 17 of the Initial Order is hereby extended for a further period of 2 weeks to and including June 4, 2010.
2. All capitalized terms not otherwise defined herein shall have the meanings given to them in the Initial Order

B. ADJOURNMENTS

3. The DeLage application is hereby adjourned *sine die*.
4. The Union application is hereby adjourned to June 4, 2010 at 9:00 a.m.
5. Counsel for the Union and CHC are directed to formulate a recommendation to provide assurances with respect to the recoverability of Union member wages and counsel for CHC and the Union shall canvas key creditors of CHC to elicit support for such recommendation.

C. CHALLENGE TO CLASSIFICATION AS “TRUE LESSORS”

6. The Monitor’s counsel shall forthwith circulate to all parties on the service list in these proceedings (the “Service List”) a list of those leases that it has classified as “true leases” thereby entitling the lessors under such leases to receive ongoing monthly payments pursuant to Section 11.01 of the *Companies’ Creditors Arrangement Act* (“CCAA”).
7. Any party on the Service List will have 10 days following receipt of the Monitor’s classification to dispute such classification by advising the Monitor and CHC in writing with a copy to the Service List. If no disputes are lodged with the Monitor within such 10 day period, all parties are estopped from taking any further dispute with respect to such leases and CHC is entitled to make payments to such true lessors in accordance with the terms of its agreements with such lessors and Section 11.01 of the CCAA.
8. Any party who claims to have a “true lease” with CHC, but whose agreement is not included in the Monitor’s classification referred to in paragraph 6 above, shall have until June 2, 2010 to advise the Monitor’s counsel, in writing, of its disagreement with such categorization, failing which such parties shall be barred from thereafter asserting that such leases are true leases for the purposes of payment under Section 11.01 of the CCAA.
9. The parties shall speak to the scheduling of an application for determination of disputes concerning alleged true leases at the June 4, 2010 Court application.
10. CHC shall pay to the Monitor’s counsel, to be held in trust pending resolution of any disputes concerning true leases, all monthly payments from and after April 1, 2010 which would have been required to be paid by CHC to lessors under:
 - (a) those leases for which there is a dispute as to categorization as a true lease; and
 - (b) those leases which the Monitor’s counsel has not been able to categorize as either capital leases or true leases.

D. CLAIMS PROCESS

11. The substantive content of the Monitor's Checklist for Lessor's Critical Supplier Claims (the "**Checklist**") and Proof of Claim for Payable Claims as at April 1, 2010 ("**Proof of Claim**") and together with the Checklist, the "**Forms**") attached to Appendix "A" to the 5th Report, are hereby approved, and in the case of the Checklist, such form shall also be adapted for and appended to the Proof of Claim to be sent to equipment lessors, and:
- (a) the Monitor shall forthwith undertake, in conjunction with CHC representatives, completion of the Checklist with respect to all equipment lessors with whom CHC has agreements;
 - (b) the Monitor's counsel shall forthwith circulate the relevant Proof of Claim form to:
 - (i) all lessors of equipment to CHC; and
 - (ii) those parties with payables outstanding as at April 1, 2010;
 - (c) all such lessors and claimants of payables shall, by June 16, 2010, complete and deliver to the Monitor so as to be received by June 16, 2010, a Proof of Claim;
 - (d) any lessor or claimant of a payable failing to deliver to the Monitor by June 16, 2010, a completed Proof of Claim, shall be disqualified as a Critical Supplier and not entitled to the benefit of the Critical Suppliers' Charge, unless otherwise ordered by the Court; and
 - (e) so soon as practical following June 16, 2010, the Monitor shall report to this Honourable Court, with respect to the Proofs of Claim received and other matters relating to claimants under the Critical Suppliers' Charge.

E. SALES PROCESS

12. A committee, composed of:
- (a) the Chief Restructuring Advisor;
 - (b) one representative of each of CHC, The Royal Bank of Canada ("**RBC**") and the equipment lessors of CHC; and
 - (c) the Monitor

(the "Committee") shall forthwith meet and formulate a recommendation to this Honourable Court for a sales and refinancing process, to be considered by this Honourable Court at the hearing scheduled for May 28, 2010 at 9:00 a.m.

13. The Monitor shall collect and disseminate to the Committee such information with respect to the business and financial affairs of CHC as may assist in implementing a sales or refinancing process, including establishment of a data room and control thereof, and preparation of a confidential information memorandum, and shall provide to the Committee names of the parties accessing the data room and summaries of responses and inquiries advanced by such parties.
14. The Monitor shall observe but not participate in actively marketing or eliciting offers for refinancing or sale of the CHC business, except as otherwise directed by this Honourable Court or as may be requested from time to time by the Committee.

F. MAINTENANCE

15. The Advisor shall report to this Honourable Court prior to June 4, 2010, with respect to any equipment of CHC which is not necessary or required in CHC's business operations.
16. The Monitor shall report to this Honourable Court forthwith upon receiving the report from Ground Force which has been commissioned by CHC or any other substantive reports of maintenance requirements of CHC's equipment.

G. TIME TO REGISTER A LIEN

17. The Monitor's assessment of which parties qualify as "Critical Suppliers" under the Initial Order, shall be based on a 45 day time frame within which to file a Builders' Lien with any party to be at liberty to argue that 90 days is applicable to determination of Critical Supplier status, when this matter comes back before this Court after June 16, 2010.

H. DISPUTED LEASES – PAYMENT OF CRITICAL SUPPLIERS

18. The payment of claims to Critical Suppliers pursuant to paragraph 37 of the Initial Order shall be stayed until further order of this Court.

I. MONITOR'S REPORTS

19. In addition to the other reports by the Monitor as reflected herein, the Monitor shall forthwith report to this Honourable Court upon determination of the extent, if any, to which the assumptions in the cash flow projections which are attached as Appendix "D" to the 5th Report, must be adjusted based on new information with respect to anticipated revenue and expenses, and in any event prior to the application scheduled for June 4, 2010 at 9:00 a.m.

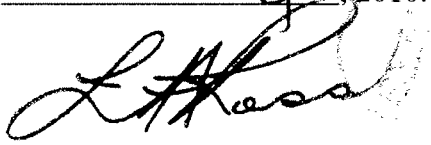
J. DISSEMINATION OF INFORMATION

20. The information provided to RBC pursuant to paragraph 19(i) – (iv) of the Commitment Letter, shall be disseminated to AIG Commercial Equipment Finance Company, Canada,

BAL Global Finance Canada Corporation, Canadian Western Bank, Caterpillar Financial Services Limited, Equirex Vehicle Leasing (2007) Inc., Finning (Canada), a division of Finning International Inc., GE Canada Equipment Financing G.P., GE Canada Asset Financing Inc. and the Monitor, coincidental with dissemination to RBC. Other parties are at liberty to speak to access to such information at the May 28, 2010 application.

"K D Yamandi"
J.C.C.Q.B.A.

ENTERED THIS 28 DAY OF
May 2010.



CLERK OF THE COURT OF QUEEN'S
BENCH OF ALBERTA

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