


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


for Clerk of the Court

ACTION: 0703 04915

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

IN THE MATTER OF the *Companies' Creditors Arrangement Act*,
R.S.C. 1985, c. C-36, As Amended; and

IN THE MATTER OF the *Business Corporations Act*, R.S.A. 2000, c.
B-9;

AND IN THE MATTER OF a proposed plan of compromise or
arrangement and a proposed liquidation and dissolution with respect
to CFG Holdings Inc. formerly Cervus Financial Group Inc.

BEFORE THE HONOURABLE
MR. JUSTICE B. R. BURROWS
IN CHAMBERS, LAW COURTS,
EDMONTON, ALBERTA

ON THURSDAY, THE 19TH DAY OF
APRIL, 2007.

ORDER

UPON THE APPLICATION of counsel on behalf of CFG Holdings Inc. (the "Company") and Peter Haig Williams (being a shareholder of the Company); AND UPON HAVING READ the Affidavit of Peter Haig Williams, filed; AND UPON NOTING the consent of KPMG Inc. to being appointed the liquidator of the Company; AND UPON NOTING that the Company had sought protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "CCAA") by way of proceedings in the Ontario Superior Court of Justice (the "Ontario Court"); AND UPON NOTING THAT numerous Orders (the "Ontario Orders") had been granted by the Ontario Court in Court file number 06-CL-6482 in the context of the CCAA proceedings (the "CCAA Proceedings"); AND UPON NOTING that the Ontario Court has requested that the Alberta Court of Queen's Bench recognize the Ontario Orders and grant aid and assistance to the Ontario Court with respect to the implementation and coordination of proceedings as contemplated by the Ontario Orders including, without limitation, proceedings in relation to the liquidation and dissolution of the Company and the implementation of a process for the distribution of funds to the shareholders of the Company; AND UPON NOTING that the

registered office of the Company is in Alberta; AND UPON NOTING that a claims bar process had been established in the context of the *CCAA* Proceedings and that all claims of creditors against the Company which are not barred by the claims bar process implemented in the context of the *CCAA* Proceedings have been satisfied or resolved; AND UPON IT APPEARING that it is just and equitable that the Company should be liquidated and dissolved; IT IS HEREBY ORDERED THAT:

1. Service of notice of the application for this Order and any Affidavit in support is deemed good and sufficient upon all interested parties, the time for service is abridged to the time actually given and all further and other service is dispensed with.
2. This Honourable Court does recognize each of the Ontario Orders copies of which are attached as part of Exhibit A to the Affidavit of Peter Haig Williams, filed.
3. KPMG Inc. is hereby appointed without security as liquidator of the Company pursuant to Section 215 of the Alberta *Business Corporations Act*, R.S.A. 2000 c. B-9, and KPMG Inc. shall in that capacity, subject to the remaining terms of this Order liquidate the assets of the Company.
4. KPMG Inc., shall, in the fulfillment of its duties as liquidator, be entitled to rely upon any claims bar process directed and implemented in accordance with the Ontario Orders and no further or other notice to creditors or claimants or advertisements for creditors or claimants need be effected by KPMG Inc. in the context of the liquidation of the assets of the Company.
5. KPMG Inc., shall, in the context of its role as liquidator of the Company be vested with all right, power and authority as has been vested in KPMG Inc. in its capacity as monitor by the Ontario Orders as well as any other right, power and authority as may be specifically authorized by this Order or as provided for by the Alberta *Business Corporations Act*.
6. KPMG Inc. in the course of the liquidation of the Company is authorized and directed to make all payments authorized to be made by KPMG Inc. in its capacity as Monitor or by the liquidator of the Company pursuant to the Ontario Orders, including, without

limitation, payments to the shareholders of the Company which have been authorized by the Ontario Orders and such payments shall be made in accordance with Section 242(3)(h) of the Alberta *Business Corporations Act*.

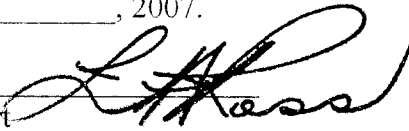
7. KPMG Inc. is authorized to apply to this Honourable Court for advice and directions in the context of the liquidation of the assets of the Company and the dissolution of the Company or, with respect to the fulfillment of its duties generally pursuant to this Order.
8. KPMG Inc. is authorized to apply to this Honourable Court in due course for the dissolution of the Company and in such event, KPMG Inc. shall give notice of such application to the Registrar of Corporations and counsel for the Company, Fraser Milner Casgrain LLP. No further or other service of notice of an application for dissolution shall be required to be effected.
9. This Honourable Court seeks the aid and assistance of the Ontario Court in recognizing this Order and in implementing this Order for the purpose of coordinating the proceedings contemplated by this Order with the *CCAA* Proceedings and for the purpose of assisting in the liquidation or dissolution of any subsidiary of the Company or any limited partnership in which such subsidiary is a general partner.
10. KPMG Inc. in its capacity as liquidator shall give notice of its appointment to the Registrar of Corporations and shall cause a certified copy of this Order to be filed in the Ontario *CCAA* Proceedings in Court file number 06-CL-6482.
11. All of the rights and protections afforded to the Monitor, as an officer of the Court under the Initial Order granted in the *CCAA* Proceedings (including but not limited to paragraph 52 thereof, which is expressly incorporated herein by reference) and the subsequent Ontario Orders granted in the *CCAA* Proceedings, all of which are recognized by this Order are hereby extended to KPMG Inc. in respect to the fulfillment of its function and duties whether as Monitor or as liquidator, and in its carrying out of the provisions of this Order or any Order recognized by this Order.

12. KPMG Inc. shall make available a copy of this Order on its web site at www.kpmg.ca/cervus. All further and other service and notice of this Order is dispensed with.

" B. R. Burrows "
J. C. Q. B. A.

ENTERED THIS 19th DAY OF
April, 2007.

Clerk of the Court



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

**IN THE MATTER OF the
*Companies' Creditors Arrangement
Act, R.S.C. 1985, c. C-36, As
Amended; and***

**IN THE MATTER OF the *Business
Corporations Act, R.S.A. 2000, c. B-9;***

**AND IN THE MATTER OF a
proposed plan of compromise or
arrangement and a proposed
liquidation and dissolution with
respect to CFG Holdings Inc. formerly
Cervus Financial Group Inc.**



ORDER

EDMDOCS\RRUTMAN\1466020-6

FRASER MILNER CASGRAIN LLP
2900, 10180 – 101 Street
Manulife Place
Edmonton, Alberta
T5J 3V5

Solicitor: Ray Rutman
Telephone: (780) 423 or 970-7247
Facsimile: (780) 423-7276
File: 515583.4/RCR