

No. S073456

Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF TUAN DEVELOPMENT INC.

PETITIONER

ORDER

BEFORE THE HONOURABLE
MR. JUSTICE TYSOE

))) Thursday the 31th DAY
OF MAY, 2007

THE APPLICATION of the Petitioner coming on for hearing at Vancouver, British Columbia, on the 31TH day of May, 2007; AND ON HEARING Dennis K. Fitzpatrick, counsel for the Petitioner and Andrew Bury counsel for Gibraltar Mortgage Ltd, AND UPON READING the material presented and the Order of the Court pronounced May 18, 2007 and entered May 22, 2007 (the "May 18th Order") as amended by order made May 28, 2007; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 (the "CCAA"), Rules 3, 10, 12, 13(1), 13(6), 14 and 44 of the Rules of Court and the inherent jurisdiction of this Honourable Court:

THIS COURT ORDERS that the May 18th Order shall be amended as follows:

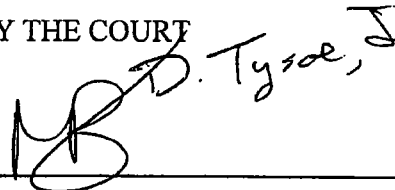
1. The Notice of Motion filed May 18, 2007 in this proceeding shall be heard at the Courthouse at 800 Smithe Street, Vancouver, British Columbia at 10:00 a.m. on

Wednesday the 6th day of June, 2007; and

2. All of the relief provided for in the May 18th Order as amended, is continued on an interim basis until such time as the motion herein is heard and that the relief made in the May 18th Order will continue or expire in accordance with the order made at the hearing of the application.
3. THIS COURT ORDERS that the solicitors for the Petitioner shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Petitioner as part of the cost of these proceedings. The Petitioner is hereby authorized and directed to pay the accounts of the Solicitors on a periodic basis and, in addition, the Petitioner is hereby authorized to pay to the Monitor, a retainer in the amount of \$25,000.00, if available, to be held by it as security for payment of their respective fees and disbursements outstanding from time to time.
- 4.. THIS COURT ORDERS that the solicitors for the Petitioner shall be entitled to the benefits of, and are hereby granted, a charge (the "Petitioners Solicitors Administration Charge") on the Property of the Petitioner which charge shall not exceed an aggregate amount of \$25,000.00 as security for payment of their fees and disbursements incurred at the standard rates and charges of the solicitors for the Petitioner 's counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 41 and 42 of the May 18 Order , as amended and shall rank pari passu with the Administration Charge made for the benefit of the Monitor..
5. THIS COURT ORDERS that the amount of the Administration Charge granted by the May 18 Order in favour of the Monitor shall be increased from \$50,000 to \$75,000 and the amounts set out in paragraph 37 and 39 of the May 18 Order shall be increased accordingly.
6. THIS COURT ORDERS that the respondent Gibraltar Mortgage Ltd shall serve its affidavit material on the solicitor for the petitioner on or before 12:00 noon on Monday June 4, 2007 and shall provide a faxed copy of the same forthwith after being sworn.

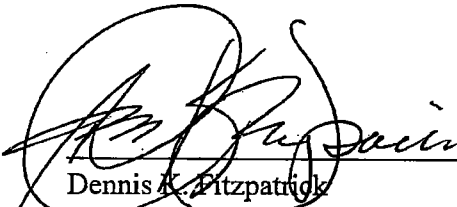
7. Approval of this order as to form by Ken Megale is waived.

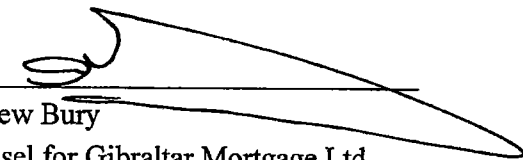
BY THE COURT

D. Tysoe, J


DISTRICT REGISTRAR

APPROVED AS TO FORM:


Dennis K. Fitzpatrick
Counsel for the Petitioner


Andrew Bury
Counsel for Gibraltar Mortgage Ltd