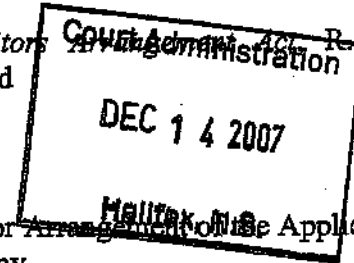


**IN THE SUPREME COURT OF NOVA SCOTIA**

IN THE MATTER OF:

The Companies' Creditors Arrangement Act, R.S.C.  
1985, c. C-36 as amended

- and -

A Plan of Compromise or Arrangement of the Applicant,  
Federal Gypsum Company**ORDER****BEFORE THE HONOURABLE JUSTICE A. DAVID MACADAM**

UPON READING the Affidavit of Rhyne Simpson, Jr. sworn November 26, 2007; and

UPON HEARING Maurice P. Chiasson, counsel for the Company

**AND UPON HEARING:**

- Carl Holm, Q.C., counsel to BDO Dunwoody Goodman Rosen Inc.
- Thomas Boyne, Q.C., counsel to Royal Bank of Canada
- Robert Sampson, counsel to Enterprise Cape Breton Corporation and Cape Breton Growth Fund Corporation
- Michael Pugsley, counsel to Her Majesty in Right of the Province of Nova Scotia (Nova Scotia Economic Development) and Nova Scotia Business Incorporated
- Michael Schweiger, counsel to Black & McDonald Limited

**IT IS HEREBY ORDERED THAT:****Service**

1. The Company not be required to serve notice of this application on any of its creditors except for Royal Bank of Canada, Enterprise Cape Breton Corporation, Cape Breton Growth Fund Corporation, Her Majesty in Right of the Province of Nova Scotia (Nova Scotia Economic Development), Nova Scotia Business Incorporated and Black & McDonald Limited.

**Extension of Stay of Proceedings**

2. The Stay Termination Date as set out in paragraph 3 of the initial order of this Honourable Court dated September 18, 2007 (the "Initial Order") as extended by the Order of this Honourable Court dated October 23, 2007 be extended to January 29, 2008 at 4:00 p.m.

**Additional Debtor-In-Possession Financing**

3. Federal Gypsum Company (the "Company") be entitled to draw additional funds under the Century DIP Facility (as defined in the Order of this Honourable Court dated November 26, 2007) (the "Century DIP Order") in the amount of Four Hundred and Fifty Thousand Dollars (\$450,000) such that the maximum amount to be drawn under the Century DIP Facility shall not exceed Nine Hundred and Twenty-Five Thousand Dollars (\$925,000) without further order of this Honourable Court.
4. Century Services Inc. ("Century") shall be entitled to the same priority for any additional amounts drawn by the Company under the Century DIP Facility as provided for under the Century DIP Order.
5. Any amounts drawn by the Company from Santa Fe Resources, LLC ("Santa Fe") under the terms of the Century DIP Facility shall be entitled to the same priority provided to Century under the Century DIP Order except that all amounts loaned by Century shall have priority over any amounts loaned by Santa Fe. Notwithstanding any provision in this paragraph, the maximum amount permitted to be drawn under the Century DIP Facility, regardless of whether the funds are loaned by Century or Santa Fe, shall not exceed Nine Hundred and Twenty-Five Thousand Dollars (\$925,000) without further order of this Honourable Court.

**Plan of Arrangement**

6. The Company is hereby authorized and directed to file its plan of arrangement substantially in the form set out in Schedule "A" to the affidavit of Rhyne Simpson, Jr. dated November 26, 2007 filed with this application (the "Plan") and to present the Plan of Arrangement to the Company's Creditors for their consideration in accordance with the terms of this Order. All capitalized terms used in this Order shall, unless otherwise noted, have the meanings attributed to them in the Plan.
7. BDO Dunwoody Goodman Rosen Inc. as Monitor of the Company is authorized and directed to take the actions contemplated in this Order and the Plan.
8. No later than January 7, 2008, the Monitor shall cause the notice to creditors (the "Notice to Creditors"), substantially in the form attached to this Order as Schedule "A", to be published for a period of two (2) Business Days in the Cape Breton Post, the Globe and Mail (National Edition) and each of all editions of the Halifax Chronicle-Herald.
9. No later than January 7, 2008, the Monitor will send in the manner prescribed below, to all Creditors who filed a proof of claim pursuant to the Order of this Honourable Court dated November 26, 2007 (the "Claims Bar Process"), the following documents:
  - (a) the Notice to Creditors;
  - (b) the Plan;
  - (c) the Monitor's Report on the Plan;

- (d) the form of proxy for Creditors in the form attached to this Order as Schedule "B" (the "Proxy Form");
  - (e) the instructions to creditors in the form attached to this Order as Schedule "C" (the "Instructions to Creditors"); and
  - (f) a copy of this Order.
10. Any person who has not filed a proof of claim as required under the Claims Bar Process shall not be entitled to notice of the Meeting (as defined in this Order) or any of the supporting materials (the "Meeting Materials"), nor to attend the Meeting or vote on the Plan, and that such person's Claims shall be and are forever barred and extinguished in accordance with the Claims Bar Process.
  11. The Monitor may distribute the Meeting Materials to Creditors by ordinary mail, personal delivery, telecopy, electronic mail or other electronic means, or any combination thereof, as determined by the Monitor. The Monitor shall also post the materials for the Meeting on its website - [www.bdo.ca/fgc](http://www.bdo.ca/fgc) (the "Website"). Mailing shall be deemed to be effective on the fourth Business Day following such mailing. Delivery by telecopy, electronic mail or other electronic means shall be deemed effective on the date and time that such telecopy, electronic mail or electronic transmission is made by the Monitor.
  12. The publication of the Notice to Creditors and the distribution to Creditors of the Meeting Materials referred to in paragraphs 8 and 9 of this Order shall constitute good and sufficient service and delivery of the Meeting Materials on all persons who may be entitled to receive notice and who may wish to attend or to be present or vote in person or by proxy at the Meeting or any adjournment thereof and that no other notice or service need be given or made and no other document or material need be served.
  13. The forms of Notice to Creditors, Proxy Form and Instructions to Creditors, substantially in the forms respectively attached as Schedules "A", "B" and "C" to this Order, are hereby approved. Notwithstanding the foregoing, the Monitor may, from time to time, make minor changes to such forms, with the consent of the Company.
  14. Subject to the approval of the Monitor or this Honourable Court, the Company shall have the right to file any modification of or amendment to the Plan by way of a supplementary plan or plans of arrangement filed with this Honourable Court at any time or from time to time prior to the conduct of the vote on the Plan by the Creditors at the Meeting, in which case any such supplemental plan or plans of arrangement shall, for all purposes, be and be deemed to be part of and incorporated into the Plan. The Monitor shall give at least one Business Day's notice by publication or otherwise to all Creditors of the details of any modifications or amendments prior to the vote being taken to approve the Plan. Notwithstanding the foregoing, however, any Creditor or the Company may propose an alteration or modification to the Plan at the Meeting or any adjournment thereof.
  15. The Monitor is authorized and directed to call, hold and conduct a meeting (the "Meeting") of the Creditors in accordance with the provisions of the Plan, for the purpose of seeking the approval of the Plan, on January 22, 2008, at the time and place set out in

the Notice to Creditors or, if adjourned, at such times and places as the Monitor may determine in consultation with the Company.

16. For the purposes of considering, drafting and voting on a resolution to approve the Plan, there shall be the number of classes of Creditors as set out in the Plan.
17. Paul G. Goodman of the Monitor, or such other representative of the Monitor as it may designate, shall act as chairman of the Meeting (the "Chairman") and subject to this Order and any further order of this Honourable Court shall decide all matters relating to the conduct of the Meeting (pending adjournment thereof). The Monitor shall provide scrutineers for the supervision and tabulation of the attendance, quorum and votes to be conducted at the Meeting, and the Monitor shall report to this Honourable Court on the results of such votes by way of report filed in these proceedings.
18. A representative of the Monitor to be designated by the Chairman of the Meeting shall act as secretary at the Meeting.
19. The Chairman shall be entitled to adjourn and further adjourn the Meeting at the Meeting or any adjourned Meeting as the Chairman deems necessary or desirable (without the need to first convene the Meeting for the purpose of any adjournment), or if the Meeting is postponed by the vote of the majority in number of the Creditors present in person or by proxy, provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any adjournment, the Monitor shall not be required to deliver any notice of the adjournment of the Meeting or adjourned Meeting other than announcing the adjournment at the Meeting or posting notice of the adjournment at the originally designated time and location of the Meeting or Meeting being adjourned, and publishing notice of the adjournment on the Website.
20. The only persons entitled to attend the Meeting shall be the Monitor (including the Chairman, the Secretary and the Scrutineers), the Creditors entitled to vote at the Meeting (including, for the purposes of attendance, speaking and voting, their respective proxy holders) and their respective legal counsel and representatives of the Company and its legal counsel. Any other person may be admitted to the Meeting by a majority vote of the Creditors present at the Meeting, in person or by proxy.
21. The quorum required at the Meeting shall be one of the Creditors present in person or by proxy and that if the requisite quorum is not present at the Meeting, the Meeting shall be adjourned by the Chairman to a later date, time and place designated by the Chairman.
22. The only persons entitled to vote at the Meeting are Creditors:
  - (a) with a Proven Claim (as defined below); and
  - (b) who are individuals who attend the Meeting in person or who have provided to the Monitor a properly completed and assigned Proxy, in accordance with this Order.
23. Any Proxy Form in respect of the Meeting (or any adjournment thereof) must be provided to the Monitor by 5:00 p.m. (Halifax time) on or before January 18, 2008.

Notwithstanding the foregoing, the Monitor shall have the discretion to accept any Proxy Form signed by a Creditor and delivered to the Monitor, at the address set out in the instructions included with the Proxy Form prior to the commencement of the Meeting (or any adjournment thereof).

24. The Claim of each Creditor that has been accepted or resolved by the Monitor or otherwise finally determined in accordance with the Claims Bar Process (the "Proven Claims") will be inserted by the Monitor in Schedule "1" (the "Proven Claims Schedule") of each such Creditor's Proxy Form. In order to make the process of completing proxies and voting on the Plan easier and less cumbersome for the Creditors and in order to reduce cost and increase efficiency, the amount of Claims of each Creditor in respect of which it is entitled to vote in respect of the Plan, and in respect of which its Proxy Form shall be accepted shall, in the absence of dispute by such Creditor, be the aggregate amount of such Creditor's Proven Claims as set out in the Proven Claims Schedule of such Creditor's Proxy Form. To the extent that Creditor disputes the amount of its Claim as set out in the Proven Claims Schedule of such Creditor's Proxy Form or such Creditor's Claim is not listed on the Proven Claims Schedule of such Creditor's Proxy Form, such Claim (or disputed portion thereof) shall not constitute a Proven Claim and shall be treated as a Disputed Claim (as defined below). For greater certainty, Proven Claims appearing on the Proven Claims Schedule of a Creditor's Proxy Form which are not disputed by the Creditor holding such Proven Claims shall constitute valid and proven claims for all purposes under this Order and the Plan, including, without limitation, for the purposes of voting on the Plan and receiving distributions thereunder, and for the purposes of any bankruptcy, receivership or other proceeding which occurs after the Plan Implementation Date.
25. In the event that the Plan Implementation Date does not occur, Creditors shall not be bound to the valuation, settlement or compromise of their Claims at the amount of their Proven Claims in accordance with the Plan or this Order. For greater certainty, nothing in this Order or the Plan or in any settlement, compromise, agreement, document or instrument made or entered into in connection herewith or therewith or in contemplation hereof or thereof shall, in any way prejudice, quantify, adjudicate, modify, release, waive or otherwise affect the validity, enforceability or quantum of any Claim, including, without limitation, in the CCAA proceedings or in any other proceeding or process, in the event that the Plan Implementation Date does not occur.
26. The date for determining those entitled to vote at the Meeting shall be the second Business Day immediately preceding the Meeting (the "Meeting Record Date").
27. Each Creditor holding a Proven Claim as of the Meeting Record Date may vote at the Meeting, in person or by proxy, in respect of the amount of such Creditor's Proven Claim. For the purpose of calculating the two-thirds majority by value of Claims, each Creditor shall be entitled to vote, without duplication, the aggregate amount of such Creditor's Proven Claims in each class.
28. At the Meeting, the Chairman shall direct a vote, by written ballot, on the resolution to approve the Plan and any amendments to the Plan made in accordance with the terms thereof.

29. A Creditor who has filed a proof of claim with the Monitor in accordance with the Claims Bar Process but whose Claim has not been accepted or resolved by the Monitor or otherwise finally determined pursuant to the Claims Bar Process (such Claim being a "Disputed Claim"), as of the Meeting Record Date, shall only be entitled to vote on the Plan in respect of its Proven Claims as set out in the Proven Claims Schedule of its Proxy Form, provided that the Monitor shall keep separate records and tabulations of votes cast in respect of Proven Claims and votes that could have been cast in respect of Disputed Claims if they had been Proven Claims as at the Meeting Record Date.
30. If approval or non-approval of the Plan by Creditors would be altered by the votes cast in respect of Disputed Claims, such result shall be reported to this Honourable Court as soon as reasonably possible, with a request to this Honourable Court for directions and an appropriate deferral of the application for the Sanction Order and any other applicable dates, if necessary or deemed desirable by the Monitor.
31. In the event that a Creditor has filed a proof of claim with the Monitor in which such Creditor did not set out the quantum of its Claim(s) (such Claim(s) referred to as Undetermined Claim(s)), such Creditor shall not be entitled to vote on the Plan in respect of any amount of such Creditor's Undetermined Claim(s), and nothing in this Order nor the Plan nor any other document or order made in connection herewith or therewith, shall affect or prejudice, or be deemed to affect or prejudice, the right of the Monitor or the Company to challenge the validity or quantum of such Claim(s). In the event that a Creditor objects to the treatment of its Undetermined Claim(s) as set out in this paragraph, the Monitor shall be entitled to refer such Claim(s) to this Honourable Court for summary determination, to occur prior to the making of the Sanction Order.
32. A Creditor with an Excluded Claim shall not be entitled to vote on the Plan in respect of such Excluded Claim.
33. If the Creditors vote to approve the Plan, the application for the Sanction Order (the "Sanction Hearing") approving the Plan will be heard on January 29, 2008 at 9:30 a.m. or such later date as may be subsequently advised by the Monitor. Notice of the hearing date will be contained in the Notice of Creditors to be published and provided to Creditors and such notice will constitute good and sufficient service and notice of such hearing.

#### **Classification of Creditors**

34. A further hearing shall be held before this Honourable Court on December 14, 2007 at 9:30 a.m. to consider any issues in relation to the classification of creditors under the Plan. Interested counsel shall file any submissions with this Honourable Court no later than December 7, 2007.

DATED at Halifax, Nova Scotia, this 14 day of December, 2007.

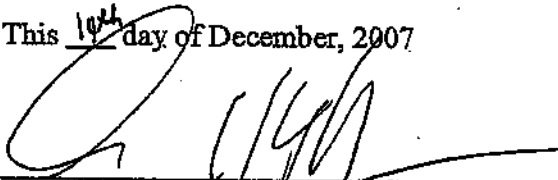


Deputy Prothonotary

**KAREN STOYLES**  
Deputy Prothonotary

**CONSENTED TO AS TO FORM:**

This 14<sup>th</sup> day of December, 2007



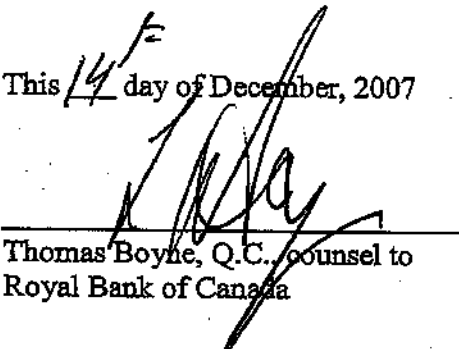
Carl Holm, Q.C., counsel to BDO  
Dunwoody Goodman Rosen Inc.

I hereby certify that the foregoing document  
is a true copy of the original.

Dated 14 day of December 2007

  
Deputy Prothonotary

This 14<sup>th</sup> day of December, 2007



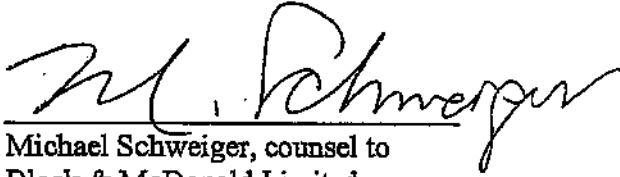
Thomas Boyne, Q.C., counsel to  
Royal Bank of Canada

This 14<sup>th</sup> day of December, 2007



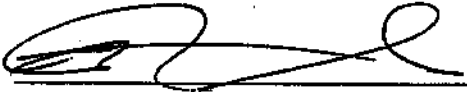
Michael Pugsley, counsel to Her  
Majesty in Right of the Province  
of Nova Scotia (Nova Scotia  
Economic Development) and Nova  
Scotia Business Incorporated

This 14 day of December, 2007



Michael Schweiger, counsel to  
Black & McDonald Limited

This 14 day of December, 2007



Robert Sampson, counsel to  
Enterprise Cape Breton Corporation  
and Cape Breton Growth Fund Corporation



**SCHEDULE "A"**  
**NOTICE OF MEETING OF CREDITORS**

**NOTICE IS HEREBY GIVEN** that a meeting (the "Meeting") of the Creditors (as defined in the Monitor's Report dated January 9, 2008 (the "Report") will be held at the offices of Stewart McKelvey located at Suite 900, 1959 Upper Water Street, Halifax, Nova Scotia, on Tuesday, January 22, 2008 at 2:00 p.m. (Halifax time) for the following purposes:

- (1) to consider and, if deemed advisable, to pass, with or without variation, resolutions to approve a plan of compromise and arrangement (the "Plan") proposed by Federal Gypsum Company (the "Company") under the *Companies' Creditors Arrangement Act* (the "CCAA"); and
- (2) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Plan is described in the Report accompanying this notice and a copy of the Plan is attached as Schedule "●" thereto. The full text of the proposed resolution is set out in Schedule "●" to the Report. The Plan is being considered pursuant to an Order (the "Meeting Order") of the Nova Scotia Supreme Court (the "Court") dated November 29, 2007, and the Plan must be approved by a Sanction Order of the Court.

Creditors requiring information or copies of the Plan, the Meeting Order, the Report and a proxy form with respect to the Meeting may contact BDO Dunwoody Goodman Rosen Inc. (the "Monitor"), at the address below.

Creditors who are not attending the Meeting in person and who wish to vote at the Meeting are required to date, sign and return the applicable form of proxy by courier, mail, fax or electronic mail delivery so that it is received by the Monitor no later than 5:00 p.m. (Halifax time) on January 18, 2008. A proxy will not be valid and will not be acted upon, voted or recorded unless it is completed as specified herein and either mailed or otherwise sent so as to reach or be deposited with the Monitor not later than 5:00 p.m. (Halifax time) on January 18, 2008.

**If there are any questions regarding the voting process or any other aspect of the Meeting, a representative of the Monitor can be contacted to discuss same at 902.425.3100.**

The Monitor's address for the purpose of filing forms of proxy and for obtaining any additional information or materials related to the Meeting is:

BDO Dunwoody Goodman Rosen Inc.  
Suite 620, 1718 Argyle Street  
Halifax, Nova Scotia  
B3J 3N6

Attention: Paul G. Goodman  
Telephone: 902.425.3100  
Fax: 902.425.3777  
Electronic Mail – pgoodman@bdo.ca.

Copies of the documents related to the Meeting will also be posted on the following website:  
[www.bdo.ca/fgc](http://www.bdo.ca/fgc).

DATED at Halifax, Nova Scotia, this • day of January, 2008.

#### NOTICE OF SANCTION HEARING

If the Creditors approve the Plan, an application for a Court order (the "Sanction Order") approving the Plan will be heard on January 29, 2008, at 9:30 a.m. or such later date as may be scheduled by the Monitor before the Nova Scotia Supreme Court, The Law Courts, 1815 Upper Water Street, Halifax, Nova Scotia. Any change to the date or location of this hearing (the "Sanction Hearing") will be posted on the Monitor's website at [www.bdo.ca/fgc](http://www.bdo.ca/fgc).

*Revised*

**SCHEDULE "B"**  
**CREDITOR'S PROXY**  
**MEETING OF CREDITORS**

to be held pursuant to an Order of the Nova Scotia Supreme Court made on November 29, 2007 (the "Meeting Order") in connection with the Plan of Arrangement of Federal Gypsum Company under the *Companies' Creditors Arrangement Act* (Canada) (the "Plan")

on Tuesday, January 22, 2008 at 2:00 p.m.  
Stewart McKelvey  
Suite 900, 1959 Upper Water Street  
Halifax, Nova Scotia

and at any adjournment thereof.

Before completing this Proxy, please read carefully the instructions accompanying this Proxy for information respecting the proper completion and return of this Proxy.

**THIS PROXY MUST BE COMPLETED AND SIGNED BY THE CREDITOR AND PROVIDED TO THE MONITOR, BDO DUNWOODY GOODMAN ROSEN INC., PRIOR TO THE MEETING IF ANY PERSON ON THE CREDITOR'S BEHALF IS TO ATTEND THE MEETING AND VOTE ON THE PLAN OR IF THE CREDITOR WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS THE CREDITOR'S PROXY.**

**THE UNDERSIGNED CREDITOR** hereby revokes all proxies previously given and nominates, constitutes and appoints \_\_\_\_\_ or, instead of the foregoing Paul G. Goodman of BDO Dunwoody Goodman Rosen Inc., in its capacity as Monitor, or such other person as Mr. Goodman may designate, as nominee of the Creditor, with power of substitution, to attend on behalf of and act for the Creditor at the Meeting of Creditors to be held in connection with the Plan and at any and all adjournments thereof, and to vote the amount of the Creditor's Claim(s) for voting purposes as set out in the Proven Claims Schedule included in Schedule "1" to this Proxy or as otherwise permitted pursuant to the Meeting Order as follows:

A. (mark one only)

- VOTE FOR approval of the Plan; or
- VOTE AGAINST approval of the Plan; and

B. vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Creditor with respect to any amendments or variations to the Plan and to any other matters that may come before the Meeting of Creditors or any adjournment thereof.

Date this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

\_\_\_\_\_  
Print Name of Creditor

\_\_\_\_\_  
Signature of Creditor, or if the Creditor  
is a corporation, signature of an authorized  
signing officer of the corporation

\_\_\_\_\_  
Title of the authorized signing officer of  
the corporation, if applicable

\_\_\_\_\_  
Mailing Address of Creditor

\_\_\_\_\_  
Telephone number of Creditor or  
authorized signing officer

*Revised*

**SCHEDULE "1"**  
**PROVEN CLAIMS SCHEDULE**

Creditor's Name: \_\_\_\_\_

Claim No.: \_\_\_\_\_

Amount of Claim as filed: \_\_\_\_\_

	Accepted or Resolved Amount of Claim	Disputed Amount of Claim
<b>Amount of Claim</b>		
<b>Other Adjustments (see below)</b>		
<b>TOTAL</b>	<b>Total Amount of Proven Claims:</b>	<b>Total Amount of Disputed Claim for voting purposes:</b>

Comments:

**Revised**

## INSTRUCTIONS FOR COMPLETION OF PROXY

1. If an officer of BDO Dunwoody Goodman Rosen Inc. is appointed or is deemed to be appointed as proxyholder and the Creditor fails to indicate on this Proxy a vote for or against approval of the Plan, this Proxy will be voted FOR approval of the Plan, including any amendments thereto.
2. The aggregate amount of your Claim(s) in respect of which you are entitled to vote your Proxy is set out in the Proven Claims Schedule (Schedule "1") attached to your Proxy. If no amount is set out in the attached Proven Claims Schedule in respect of your Proven Claim(s) or if you disagree with the amount of you Claim(s) listed in the Proven Claims Schedule, you should contact the Monitor at the number below immediately. If your Claim is disputed and cannot be resolved prior to the date on which your Proxy must be delivered to the Monitor, your Claim (or such disputed portion thereof) will be treated as a Disputed Claim and your Proxy will be dealt with as set out in paragraphs 29 and 30 of the Meeting Order.
3. Each Creditor who has a right to vote at the Meeting has the right to appoint a person (who need not be a Creditor) to attend, act and vote for and on behalf of the Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed. If no name has been inserted in the space provided, the Creditor will be deemed to have appointed Mr. Paul G. Goodman of the Monitor as the Creditor's proxyholder.
4. If this Proxy is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor.
5. This Proxy must be signed by the Creditor or by a person duly authorized (by power of attorney) to sign on the Creditor's behalf or, if the Creditor is a corporation, by a duly authorized officer or attorney of the corporation.
6. Valid proxies from the same Creditor bearing or deemed to bear a later date shall revoke this Proxy. If more than one valid proxy for the same Creditor and bearing or deemed to bear the same date received with conflicting instructions, such proxies will be treated as disputed proxies and shall not be counted.
7. This Proxy, once completed, dated and signed, should be sent to the Monitor by mail, delivery, courier, facsimile or email at the address set out below and must be received by the Monitor by no later than 5:00 p.m. (Halifax Time) on January 18, 2008 in order to be counted at the Meeting:

BDO Dunwoody Goodman Rosen Inc. in its capacity as Monitor  
1718 Argyle Street  
Suite 620  
Halifax, Nova Scotia B3J 3N6  
Attention: Paul G. Goodman  
Telephone: 902.425.3100  
Facsimile: 902.425.3777  
electronic mail: [insol-halifax@bdo.ca](mailto:insol-halifax@bdo.ca)

*Revised*

**SCHEDULE "C"**  
**INSTRUCTIONS TO CREDITORS**

December ●, 2007

**TO: CREDITORS OF FEDERAL GYPSUM COMPANY**

**Re: Meeting of Creditors of Federal Gypsum Company (the "Company") to vote on its Plan of Compromise and Arrangement pursuant to the *Companies' Creditors Arrangement Act***

We enclose in this package the following documents for your review and consideration:

1. Notice to Creditors;
2. the Plan proposed by the Company;
3. the Report of BDO Dunwoody Goodman Rosen Inc., as Monitor of the Company, in respect of the Plan;
4. copy of the Order of the Nova Scotia Supreme Court dated November 20, 2007 (the "Meeting Order"); and
5. blank form of Creditors' Proxy completion instructions and a return envelope.

The purpose of these materials is to provide you with the documents required to enable you to consider the Plan and vote to accept or reject the Plan at the meeting of the Creditors to be held at 2:00 p.m. on January 22, 2008 at Suite 900, Purdy's Wharf, Tower 1, 1959 Upper Water Street, Halifax, Nova Scotia (the "Meeting").

**PROXY**

If the Creditor is an individual who wishes to vote at the Meeting and will not be attending the Meeting in person, or if the Creditor is a corporation, partnership or other entity that is not an individual, please complete the enclosed Creditor's Proxy in accordance with the instructions included with the Creditors' Proxy, and provide it to the Monitor so that it is received by the Monitor no later than 5:00 p.m. (Halifax time) on January 18, 2008. You are required to provide the Proxy by this deadline if you wish to appoint a proxy to cast your vote at the Meeting (unless the Chairman of the Meeting exercises the Chairman's discretion to accept for voting purposes proxies received by the Monitor prior to the Meeting).

**FURTHER INFORMATION**

If you have any questions regarding the process or any of the enclosed forms, please contact BDO Dunwoody Goodman Rosen Inc. at the following address:



BDO Dunwoody Goodman Rosen Inc. in its capacity as Monitor  
1718 Argyle Street  
Suite 620  
Halifax, Nova Scotia B3J 3N6  
Attention: Paul G. Goodman  
Telephone: 902.425.3100  
Facsimile: 902.425.3777  
electronic mail: [insol-halifax@bdo.ca](mailto:insol-halifax@bdo.ca)

You can view copies of documents relating to this process on the following website –  
[www.bdo.ca/fgc](http://www.bdo.ca/fgc).

*Revised*

**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 the Applicant, Federal Gypsum  
Company

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**ORDER**

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STEWART McKELVEY  
1959 Upper Water Street  
Purdy's Wharf Tower One  
P. O. Box 997  
Halifax, Nova Scotia  
B3J 2X2  
MPC: NS33381-6