

RECONSTITUTION OF THE SPECIAL COMMITTEE

WHEREAS by resolution, dated September 3, 2006, the Board previously established a committee of directors independent of the interests of management (the “**Special Committee**”)

AND WHEREAS the Company and Loeb have entered into a settlement agreement on September 22, 2006 whereby the Company has agreed to reconstitute the Special Committee and to revise its mandate;

NOW THEREFORE BE IT RESOLVED THAT:

1. the Special Committee be reconstituted to be comprised of the following directors:
 - Eugene Davis - Chairman
 - Gideon King
 - Donnie Moore
 - Carl Schlachte
2. the responsibilities of the Special Committee shall be to undertake, conduct, oversee, monitor and otherwise facilitate an evaluation of strategic alternatives for the Company to maximize shareholder value and, on the basis of that evaluation, to develop recommendations for the Board;
3. the Chair of the Special Committee shall be the primary, but non-exclusive, contact with the financial and legal advisors to the Special Committee. The Chair will periodically update the members of the Special Committee on his communications with the financial and legal advisors; provided that nothing herein shall restrict any other member of the Special Committee from contacting the financial and legal advisors directly from time to time;
4. in carrying out its responsibilities the Special Committee shall:
 - (a) co-ordinate and consult with management and professional advisors of and to the Company but the Special Committee shall have control of the timing and manner of such co-ordination and consultation and it shall establish its own procedures, including, without limitation, the timing and place of meetings and such other procedures as it considers necessary or advisable, including whether its responsibilities have been performed and are at an end;
 - (b) provide advice and guidance to the Board as to the process being carried out by management and its professional advisors in connection with the review of strategic alternatives; and
 - (c) apprise the Board of its progress regularly, as deemed appropriate by the Committee and the Board;
5. in furtherance of its responsibilities hereunder, the Special Committee may engage, at the expense of the Company, such professional advisors as the Special Committee considers appropriate, including financial, accounting and legal advisors;

6. to assist the Special Committee in discharging its responsibilities, management of the Company shall identify for the Special Committee any issues concerning the business and affairs of the Company relevant to the Special Committee's work and shall otherwise assist the Special Committee in the performance of its responsibilities as and to the extent requested by the Special Committee, including by providing all information and materials within the direct or indirect control of management which may be requested by the Special Committee;
7. meetings of the Special Committee (including meetings conducted by telephone conference) shall be treated as meeting of a committee of the Board and, accordingly, the members of the Special Committee initially shall be compensated therefor and for related expenses on the basis determined by the Board for meetings of committees of the Board;
8. the Special Committee shall keep minutes of its meetings;
9. the Secretary of the Company shall be the Secretary of the Special Committee;
10. a quorum for meetings of the Special Committee shall be three members (provided that if a quorum is not present at the time the meeting is to commence, the meeting may be adjourned and reconvened upon 24 hours notice to the members, at which reconvened meeting the quorum shall be two members) and all decisions shall be made by majority vote;
11. the Special Committee may invite such officers, directors, employees and advisors of the Company as it sees fit from time to time to attend its meetings and assist thereat;
12. meetings of the Special Committee shall be held from time to time at such place as the chairman or any two of its members may determine, and the chairman or any two members shall be entitled to call meetings of the Special Committee, as appropriate;
13. notice of every meeting so called shall be given by electronic mail by the Secretary to each member not less than 24 hours before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signify their consent to the holding of such meeting;
14. any member of the Special Committee may participate in a meeting by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a member participating in a meeting pursuant to this section shall be deemed for purposes of the *Canada Business Corporations Act* and this resolution to be present in person at the meeting;
15. this resolution shall not be repealed, amended or superseded without an affirmative vote of
 - (i) the majority of Messrs. Davis, King and Murtha (or their respective replacements on the Board); and

- (ii) the majority of Messrs. Boadway, Csathy, Cwynar, Galanthay, Millard, Moore and Schlachte (or their respective replacements on the Board); and
- 16. any one officer or director of the Company be and is hereby authorized and directed individually to do all things and execute all instruments, agreements, elections and documents on behalf of the Company, whether under the seal of the Company or otherwise, as he or she may in his or her discretion deem to be necessary or desirable to give effect to the foregoing.