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May 31, 2005

Via E-mail, Fax, Courier or Express Post

Overpaid Investor or Counsel thereto

WITHOUT PREJUDICE

Re: Settlement Proposal – Titan Investments Limited Partnership

On May 25, 2005, the Receiver was granted leave to advance a settlement proposal on behalf of Titan Investments Limited Partnership (the "Partnership") and the Unpaid Investors (as defined in the Order, a copy of which will be posted on our www.alger.ca web-site when entered). This Order provides us and the Investors Committee on behalf of the Unpaid Investors the ability to cease our joint application against you for recovery of amounts distributed to you by the Partnership that are in excess of 75% of your original investment, conditional upon you:

1. Repaying us the full amount received by you from the Partnership that is over and above the principal amount invested by you (the "False Profit" amount) before June 30, 2005, in accordance with the attached Schedule A, which reflects the False Profits amounts both before and after the applicable returns of False Profit amounts by Partners to date; or
2. Entering into a settlement agreement that is satisfactory to us before June 30, 2005, for repayment of the False Profit amount in accordance with the attached Schedule A.

Accordingly, if you wish to accept this settlement offer, please provide us prior to June 30, 2005 with a cheque for your False Profit amount in accordance with the attached Schedule A along with the attached Mutual Release agreement and we will execute this agreement, along with a member of the Investors Committee on behalf of the Unpaid Investors, and return a copy to you. If you have previously repaid your False Profit amount and wish to obtain a release, please execute and return this Mutual Release agreement and note this prior repayment in your reply.

If you are unable to pay the entire False Profit amount by June 30, 2005 due to financial hardship, but still wish to take advantage of this settlement offer, we will require that you:

1. Provide us for with your proposed repayment plan for the False Profit amount, preferably with some form of security being granted.
2. Complete a Statutory Declaration outlining your financial affairs and use of the False Profit amount that has precluded your ability to pay the full False Profit amount to us at this time.
3. Enter into a Consent Judgment for the full amount of your liability under the Redistribution schedule attached as Exhibit H to the Receiver's second report dated April 14, 2005, which will not be enforced unless you fail to comply with the agreed repayment plan or if it is discovered that you have made untrue statements in the Statutory Declaration.

Please contact us if you wish to proceed with this option in order to obtain the necessary documentation for your completion and return to us by June 16, 2005 along with your proposal.

Yours very truly,
ALGER & ASSOCIATES INC.

Per: Michael P. Costello, CA•CBV
Email: mcostello@alger.ca
Direct Line: (403) 296-3087

Encl.

cc: Unpaid Investors

TITAN INVESTMENTS LIMITED PARTNERSHIP
OVERPAID PARTNERS - IN US\$

SCHEDULE A

		False Profits (as defined) Before Applicable Partner Returns	False Profits (as defined) After Partner Returns to 31-May-05
Partner			
-			
1	1042725 Alberta Ltd.	9,270	9,270
2	1043930 Alberta Ltd.	9,260	9,260
3	1044325 Alberta Ltd.	25,946	25,946
4	1071874 Alberta Ltd.	42,500	42,500
5	537139 Alberta Ltd.	61,629	61,629
6	790970 Alberta Ltd.	37,418	37,418
7	819680 Alberta Ltd	118,434	118,434
8	924888 Alberta Ltd	32,233	32,233
9	Alzetta, Richard	18,520	-
10	Andrews Furniture & Appliances Inc.	9,189	9,189
11	Barrett, Harvey	16,291	16,291
12	Bellamy, David	8,178	8,178
13	Caldwell, Danny	7,699	7,699
14	Chichery, Olivier	9,189	-
15	Chinook Country Properties Ltd.	14,778	14,778
16	Chute, D.M. Ryan	9,189	9,189
17	Chute, David	29,903	29,903
18	Chute, Janet	13,511	13,511
19	Comte, Michael & Sherry	9,189	-
20	Cooke, Rick	97,716	97,716
21	Czarnecki, Edyta	80,958	80,958
22	David Miller Capital Corporation	108	-
23	Dzuba, Jacqueline	9,189	-
24	Dzuba, Yvonne	26,659	-
25	Ebanks, Sonia	26,271	26,271
26	Engineered Innovations Inc.	10,307	10,307
27	Etenrit Institute Inc.	113,570	113,570
28	Evans, Gregg & Lorraine	14,027	-
29	Evert, Neil	9,189	-
30	Gowing, Dallas	11,151	11,151
31	Halliday, Alton & Firth Heidie	9,297	9,297
32	Harvey, Darrin	8,735	8,735
33	Henshaw, Bernadette	46,793	-
34	Jellicoe, Tanya	9,189	-
35	Koch, Craig	59,820	59,820
36	Krog, Joanne	18,357	18,357
37	Kurtz, Jeffrey & Rhonda	12,369	-
38	Kurtz, Kristy	21,983	21,983
39	Kurtz, Stephen	31,578	31,578
40	Laing, Bruce	124,856	124,856
41	Lavigne, Michel	56,851	56,851
42	Maher, Francis	13,041	13,041
43	Marcotte Farms Ltd.	14,932	-
44	Marcotte, Alexis (Hackney)	9,189	-
45	Marcotte, Jason	7,971	-
46	Marcotte, Trevor	10,307	-

TITAN INVESTMENTS LIMITED PARTNERSHIP
OVERPAID PARTNERS - IN US\$

SCHEDULE A

		False Profits (as defined)	False Profits (as defined)
		Before	After Partner
		Applicable	Returns to
	Partner	Partner Returns	31-May-05
-			
47	Matthews, Cameron	15,823	-
48	McAra, John	272,108	272,108
49	McAslan, Janet	87,830	87,830
50	McHarg, Dianne	25,068	-
51	Moher Marketing & Sales Inc.	53,844	53,844
52	Moher, Sean	16,608	16,608
53	Moldowan, Marilyn	48,710	48,710
54	Murias, Terry	14,120	-
55	Murias, Tim & Betina	9,260	9,260
56	Newell, Sandra	16,569	16,569
57	Oke, Tim & Jo-Anne	20,976	20,976
58	Omni Professional Services Corp.	25,068	25,068
59	Park, Sandra	45,434	45,434
60	Parker, Derrick	43,733	43,733
61	Pearson, Christopher	9,329	9,329
62	Pearson, Jean	24,381	24,381
63	Pearson, Katherine	9,189	9,189
64	Pearson, Thomas	376,967	376,967
65	Pederson, Alec	34,034	34,034
66	Pizzolato, David	145,751	145,751
67	Pollack, Carolyn	26,629	-
68	Poulsen, Albert	33,058	-
69	Rosen, Ruth	79,471	79,471
70	Scott, Lynn	14,584	14,584
71	Shauf, Dale	9,189	972
72	Spanski Enterprises Inc.	8,604	8,604
73	Stevenson, Gordon & Della	11,519	-
74	Stromme, Laurene	13,148	13,148
75	Stroud, Gail & Roger Jackson	9,260	-
76	Therriault, Lane	8,307	8,307
77	Tugwell, Michael	18,241	-
78	TVP Western Canada Inc.	9,189	9,189
79	TW Cleaning Services	12,876	12,876
80	Ultimate Capital Management Inc.	25,339	25,339
81	Zankl, Karla	12,783	12,783
		2,923,744	2,554,987