

COURT FILE NUMBER 1201-06934

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS **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 1252064 ALBERTA LTD., 1330075 ALBERTA LTD. and HARVEST CAPITAL MANAGEMENT INC.

DOCUMENT **ORDER (Amendment to UDI Mortgage Order)**

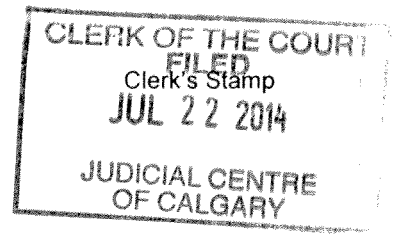
ADDRESS FOR SERVICE
AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

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DATE ON WHICH ORDER WAS PRONOUNCED: July 21, 2014

LOCATION OF HEARING OR TRIAL: Calgary, Alberta

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: Justice J. Strekaf



I hereby certify this to be a true copy of
the original Order
Dated this 22 day of July 2014
-for Clerk of the Court

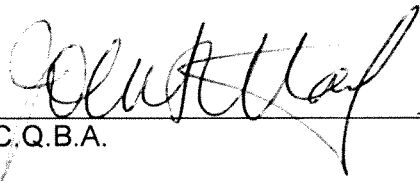
UPON THE APPLICATION of Ernst & Young Inc. (the "**Receiver**"), in its capacity as court appointed receiver and manager of 1330075 Alberta Ltd. (the "**Debtor**") pursuant to the order issued by Mr. Justice G. C. Hawco in the within proceedings on September 30, 2013 (the "**Receivership Order**"); **AND UPON** noting the order issued in the within proceedings by the Honourable Justice B.E.C. Romaine on September 6, 2013 (the "**UDI Mortgage Order**"); **AND UPON** having read Application of the Receiver, dated July 18, 2014 (the "**Application**") and the fourth report of the Receiver, dated July 17, 2014 (the "**Receiver's Report**"); **AND UPON** having read the Affidavit of Service of Marcia Smith, sworn July 18, 2014 (the "**Service Affidavit**"); **AND UPON** hearing counsel for the Receiver, and counsel present for other parties;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the UDI Mortgage Order.
2. The time for service of the Application and the Receiver's Report is abridged and service of the Application and the Receiver's Report in the manner described in the Service Affidavit is validated and deemed to be good and sufficient.
3. The UDI Mortgage Order be and is hereby amended as follows:
 - (a) The following is added immediately after the last sentence of paragraph 4 of the UDI Mortgage Order: "In addition to representing the interests of the UDI Mortgage Holders in the UDI Mortgage Advice and Directions Application, Blakes is authorized to:
 - a) Review and make recommendation to the UDI Mortgage Holders on any settlement that may be offered or proposed to the UDI Mortgage Holders by Calmar Lands Ltd. ("**Calmar**"), Foundation Mortgage Corporation ("**FM**") or either of them in respect of issues relating to the UDI Mortgage Advice and Directions Application (each, a "**Settlement Proposal**");
 - b) Attend and participate in up to two meetings convened by any of EY Inc., in its capacity as court appointed receiver and manager of the Applicant (the "**Receiver**"), FM and/or Calmar or any one of them in respect of the Proposed Settlement; and
 - c) To take any steps or actions reasonably incidental to any of the foregoing."
 - (b) The term "\$25,000" in the third line of paragraph 5 of the UDI Mortgage Order is deleted and replaced with the term "\$40,000";
 - (c) The following is added immediately after the last sentence of paragraph 5 of the UDI Mortgage Order: "The Receiver is authorized and shall be at liberty to distribute reasonable amounts from time to time, out of the monies in its hands,

to Blakes on account of fees and disbursements owing under the UDI Mortgage Application Charge, provided that such disbursements do not exceed the maximum amount of the UDI Mortgage Application Charge. For greater certainty, the UDI Mortgage Application Charge shall remain only against Calmar Lot 2 and the Receiver shall retain an amount equal to any amounts disbursed to Blakes in accordance with this paragraph 5 from the sale proceeds of Calmar Lot 2 in accordance with the terms of paragraph 14 of the order issued by Mr. Justice G. C. Hawco in the within proceedings on September 30, 2013."

4. Service of this Order to those persons listed on the service list by email, courier, registered mail or personal delivery shall constitute good and sufficient service thereof and no persons other than those on the service list shall be entitled to receive service of this Order.



J.C.Q.B.A.