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**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	McCARTHY TÉTRAULT LLP Barristers & Solicitors Sean Collins / Walker W. MacLeod Suite 3300, 421 - 7th Avenue S.W. Calgary AB T2P 4K9 Phone: 403-260-3531/ 403-260-3710 Fax: 403-260-3501 Email: scollins@mccarthy.ca / wmacleod@mccarthy.ca

CLERK OF THE COURT
FILED
Clerk's Stamp
MAR 13 2014
JUDICIAL CENTRE OF CALGARY

I hereby certify this to be a true copy of the original Order
Dated this 13 day of March 2014
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED:	**March 13, 2014**
LOCATION OF HEARING OR TRIAL:	**Calgary, Alberta**
NAME OF MASTER/JUDGE WHO MADE THIS ORDER:	**Justice J. Strekaf**

UPON THE APPLICATION of Ernst & Young Inc. (the "**Receiver**"), in its capacity as court appointed receiver and manager of 1252064 Alberta Ltd., 1330075 Alberta Ltd. and Harvest Capital Management Inc. (collectively, the "**Debtors**") pursuant to the order issued by Mr. Justice G. C. Hawco in the within proceedings on September 30, 2013 (the "**Receivership Order**"); **AND UPON** having read the third report of the Receiver, dated March 5, 2014 (the "**Third Receiver's Report** "); **AND UPON** noting the UDI Mortgage Advice and Directions Protocol Order issued in the within proceedings on September 6, 2013 (the "**UDI Order**"); **AND UPON** having read the Affidavit of Service of Marcia Smith, sworn March 12, 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 Receivership Order.

2. The time for service of the corresponding Application and the Third Receiver's Report is abridged, the Application is properly returnable today, service of the Application and the Third Receiver's Report on the service list, in the manner described in the Service Affidavit is validated, good and sufficient and no other persons are entitled to service of the Third Receiver's Report or the Application.

3. Subject to paragraph 4 of this Order, each of the Receiver's Charge and the Receiver's Borrowing Charge constitute a first charge on the Property and rank in priority to any security interests, trusts, liens, charges and encumbrances, statutory or otherwise, advanced or alleged by Legacy Communities Inc. ("**Legacy**") to the Property. For greater certainty, the Receiver's Charge and the Receiver's Borrowing Charge shall stand and rank in priority to any trust or tracing argument to the Property that is advanced or alleged by Legacy.

4. Notwithstanding any other order issued in the within proceedings, the UDI Mortgage Application Charge (as such term is defined in the UDI Order) shall continue to rank as a first charge against Calmar Lot 2 (as such term is defined in the UDI Order), in priority to the Receiver's Charge, the Receiver's Borrowing Charge and all other security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in the maximum amount of $25,000 (which amount shall be inclusive of all fees, expenses, other charges and taxes).

5. Nothing herein shall alter or affect any term of the Receivership Order including, without limitation:

   (a) The priority of the Receiver's Charge, the Receiver's Borrowing Charge or the UDI Mortgage Application Charge in respect of the claim of any other Person;

   (b) The right of the Receiver and its counsel to pass their accounts from time to time or apply reasonable amounts, out of the monies in its hands, against its fees and disbursements and the fees and disbursements of its counsel; and

(c) The right of Legacy or any other Person to seek an allocation in respect of the Receiver's Charge or the Receiver's Borrowing Charge.

6. The Receiver shall keep Legacy reasonably informed of actions taken by the Receiver in Panama and shall not settle any claims that 1252064 Alberta Ltd. may have arising out of or relating to real property interests in Panama unless such settlement is either:

(a) Made with the consent of Legacy; or

(b) Approved by this Honourable Court.

7. Service of this Order by email, facsimile, registered mail, courier or personal delivery to the persons listed on the service list shall constitute good and sufficient service of this Order, and no persons other than those listed on the service list are entitled to be served with a copy of this Order.

"J. Strekaf"

J.C.Q.B.A.