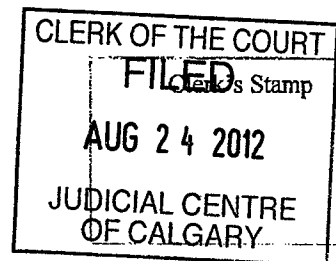


COURT FILE NUMBER 1201-08478
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary



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 FOUNDATION MORTGAGE
CORPORATION and FOUNDATION MORTGAGE "2"
CORPORATION**

DOCUMENT ORDER

I hereby certify this to be a true copy of
the original Order
Dated this 24 day of Aug 2012
[Signature]
for Clerk of the Court

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT
John L. Ircandia, Q.C./Robyn Gurofsky
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9406/232-9774
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 439537-000004

DATE ON WHICH ORDER WAS PRONOUNCED: August 9, 2012

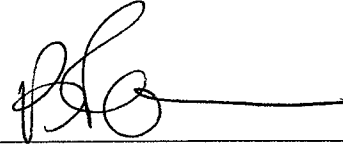
LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE B.E.C. ROMAINE

UPON the application of Foundation Mortgage Corporation ("FM1") and Foundation Mortgage "2" Corporation ("FM2"); AND UPON having read the Affidavit of Gary L. Bentham sworn July 31, 2012; AND UPON having read the First Report of the Monitor, Ernst & Young Inc., filed; AND UPON having read the pleadings and materials filed in this action; AND UPON hearing the submissions of Counsel for FM1 and FM2, Counsel for the Unsecured Creditors' Committee created in Action No. 1101-17318, Counsel for the Monitor and any other Counsel in attendance at the hearing of this application; AND UPON this Court being satisfied that in the circumstances this Order should be granted;

IT IS HEREBY ORDERED THAT:

1. The Order granted in Action Number 1101-17318 on February 16, 2012 respecting the Unsecured Creditors' Committee (the "UCC") is hereby declared not to apply in the within proceedings and the UCC shall not be created in respect of either FM1 or FM2.



J.C.Q.B.A.

APPROVED AS TO ORDER GRANTED:

BORDEN LADNER GERVAS LLP

Per: _____

Robyn Gurofsky
Counsel for the Applicants

NORTON ROSE LLP

Per: _____

Howard Gorman
Counsel for Ronald Aitkens

MCCARTHY TETRAULT LLP

Per: _____

Walker Macleod
Counsel for the Monitor

FRASER MILNER CASGRAIN LLP

Per: _____

David LeGeyt
Counsel for the Unsecured Creditors
Committee

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BORDEN LADNER GERVAIS LLP

Per: _____
Robyn Gurofsky
Counsel for the Applicants

MCCARTHY TETRAULT LLP

Per: _____
Walker Macleod
Counsel for the Monitor

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David LeGeyt
Counsel for the Unsecured Creditors
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J.C.Q.B.A.

APPROVED AS TO ORDER GRANTED:**BORDEN LADNER GERVAIS LLP**

Per: _____
Robyn Gurofsky
Counsel for the Applicants

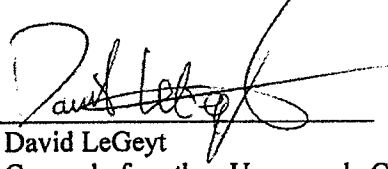
MCCARTHY TETRAULT LLP

Per: _____
Walker Macleod
Counsel for the Monitor

NORTON ROSE LLP

Per: _____
Howard Gorman
Counsel for Ronald Aitkens

FRASER MILNER CASGRAIN LLP

Per: _____

David LeGeyt
Counsel for the Unsecured Creditors
Committee