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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** **Re: Stay Extension and DIP Charge** **(Foundation Mortgage Corporation and Foundation Mortgage "2" Corporation)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Patrick T. McCarthy Q.C./Robyn Gurofsky Borden Ladner Gervais LLP 1900, 520 3rd Ave. S.W. Calgary, AB T2P 0R3 Telephone: (403) 232-9441/232-9774 Facsimile: (403) 266-1395 Email: RGurofsky@blg.com File No. 439537-000004

DATE ON WHICH ORDER WAS PRONOUNCED: November 23, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE P.R. JEFFREY

UPON the application of Foundation Mortgage Corporation ("FM1") and Foundation Mortgage "2" Corporation ("FM2"); **AND UPON** having read the Affidavit of Gary Bentham sworn November 19, 2012; **AND UPON** having read the various Reports of the Monitor, Ernst &

Young Inc. (the "Monitor"), filed herein; **AND UPON** having read the pleadings and materials filed in this action; **AND UPON** hearing the submissions of Counsel for BTM Corporate Advisory Inc., the Court appointed Chief Restructuring Officer, 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 and that FM1 and FM2 have each acted and are acting in good faith and with due diligence;

IT IS HEREBY ORDERED THAT:

Stay of Proceedings

1. The Stay Period, as defined in the Initial Order granted in respect of FM1 and FM2, in the within CCAA proceedings, is hereby extended up to and including April 30, 2013.

Initial Lender's Charge

2. The Initial Lender's Charge, defined in paragraph 33 of the Initial Order granted in these proceedings on July 5, 2012, is hereby increased to the maximum amount of $250,000.

3. FM1 is hereby authorized to lend to FM2 and FM2 is authorized to borrow from FM1, the maximum amount of $250,000 in order to finance FM2's working capital requirements and other general corporate purposes and capital expenditures, provided that such borrowings shall be on reasonable terms as agreed between the Initial Lender (as defined in the Initial Order) and the Monitor and secured by the property and assets of FM2 on the basis of the priority set out in paragraphs 36 and 38 of the Initial Order.

J.C.Q.B.A.