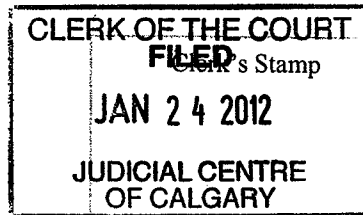


COURT FILE NUMBER 1101-17318
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary



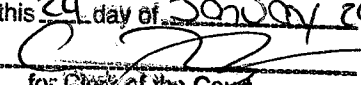
APPLICANTS **IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended**

AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9

AND IN THE MATTER OF LEGACY COMMUNITIES INC., AIRDRIE CAPITAL CORPORATION and AIRDRIE COUNTRY ESTATES INC.

DOCUMENT **ORDER**
(DIP Financing)

I hereby certify this to be a true copy of
the original Order

Dated this 24 day of January 2012

for Clerk of the Court

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. 439537-000003

BLG
Borden Ladner Gervais

DATE ON WHICH ORDER WAS PRONOUNCED: January 19, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

UPON the application of Legacy Communities Inc., Airdrie Capital Corporation and Airdrie Country Estates Inc. (together, the "Companies"); AND UPON having read the Affidavit of Ron Aitkens sworn January 12, 2012 and the pleadings and materials filed in this action; AND UPON having read the First Report of the Monitor, Ernst & Young Inc.; AND UPON hearing the submissions of Counsel for the

Companies, Counsel for the Monitor, Counsel for the proposed Unsecured Creditors' Committee, and any other Counsel in attendance; **AND UPON** it appearing that the Companies have acted and are acting in good faith and with due diligence; **AND UPON** it appearing that all interested and affected parties have been served with notice of this application;

IT IS HEREBY ORDERED THAT:

1. Service of notice of this application and the supporting materials is deemed good and sufficient.
2. The additional DIP financing granted by Harvest Capital Management Inc. is hereby approved as follows:
 - (a) Additional DIP financing for Legacy Communities Inc. ("Legacy") is approved in the amount of \$275,000; and
 - (b) Additional DIP financing for Airdrie Capital Corporation ("ACC") and Airdrie Country Estates Inc. ("ACE"), jointly, is approved in the amount of \$200,000.
3. The Initial Order is hereby amended as follows:
 - (a) the interim financing advanced under the DIP facility granted by Harvest Capital Management Inc. to Legacy and authorized pursuant to paragraph 31 of the Initial Order, and the corresponding DIP Lender's Charge established pursuant to paragraph 37 of the Initial Order is hereby increased from \$200,000 to \$400,000.
 - (b) the interim financing advanced under the DIP facility granted by Harvest Capital Management Inc. to ACC and ACE jointly, authorized pursuant to paragraph 31 of the Initial Order, and the corresponding DIP Lender's Charge established pursuant to paragraph 37 of the Initial Order is hereby increased from \$200,000 to \$325,000.



Justice B.E.C. Romaine