

Clerk's stamp:

COURT FILE NUMBER 1101-17318

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

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT



*I hereby certify this to be a true copy of
the original*
Dated this 16 day of Feb 2012
[Signature]
for Clerk of the Court

David W. Mann / David LeGeyt
Fraser Milner Casgrain LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8
Ph. (403) 268-7097/3075 Fx. (403) 268-3100
File No.: 548427-1

DATE ON WHICH ORDER WAS PRONOUNCED: February 16, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF MASTER/JUDGE WHO MADE
THIS ORDER: MADAM JUSTICE B.E.C. ROMAINE

UPON the application of the Unsecured Creditors Committee for an Order creating an Unsecured Creditors Committee in these proceeding, amending the Order of this Honourable Court granted on January 19, 2012 (the "**Committee Order**") and amending the Order of this Honourable Court granted December 21, 2011 (the "**Initial Order**"); AND UPON hearing read the Affidavit of Kyle Brown, filed, and the Affidavit of Service of Gail Wheatley (the "**Service Affidavit**"); AND UPON hearing from legal counsel to the Unsecured Creditors Committee, legal counsel to the Debtors, and legal counsel to the Monitor;

IT IS HEREBY ORDERED THAT:

Service

1. Service of notice of the application for this Order, and all supporting materials, is deemed to be good and sufficient as set out in the Service Affidavit, and the time therefore is abridged to the time actually given.

IT IS HEREBY ORDERED AND DECLARED THAT:

Unsecured Creditors Committee and Administration Charge

2. The Committee Order is hereby amended as follows:
 - (a) Paragraphs 3(d) and (e) are deleted and replaced with the following:
 - (d) Mr. Don Stewart
 - (e) Mr. Barry Devlin
 - (f) Mr. Douglas Nysetvold; and
 - (g) Mr. Wayne McKeen.
 - (b) The words "a charge against all of the property of the Debtors, as described herein and" are deleted from paragraphs 6 and 7 and replaced with "the Administration Charge".
 - (c) Paragraphs 8, 9, 10, 11, 12 and 13 are deleted and replaced with the following:
 8. In the event that (i) any new parties are added as Applicants or debtor companies in these proceedings, or (ii) any companies related to or affiliated with the Applicants herein commence separate proceedings under the CCAA (collectively the "**New Debtors**" and each a "**New Debtor**"), the Unsecured Creditors Committee created herein shall be the Unsecured Creditors Committee for those New Debtors, and shall send to all of the unsecured creditors of each New Debtor a letter and questionnaire substantially in the form attached as Exhibit "A" to the Affidavit of Kyle Brown filed in these proceedings on January 19, 2012.
 9. The two arms length individuals who consent to serving on Unsecured Creditors Committee and who hold the largest claims against each new Debtor will be added as members of the Unsecured Creditors Committee.
3. The Initial Order is hereby amended as follows:
 - (a) Paragraph 30 of the Initial Order is deleted and replaced with the following:

"The Monitor, counsel to the Monitor, if any, the Unsecured Creditors Committee, counsel to the Unsecured Creditors Committee, and the Applicants' counsel, as security for the professional fees and disbursements incurred both before and after the granting of this

Order, shall be entitled to the benefits of and are hereby granted a charge (the "Administration Charge") on the Property of Legacy which charge shall not exceed an aggregate amount of \$325,000.00, and on the Property of ACC and ACE jointly, which charge shall not exceed an aggregate amount of \$325,000.00 as security for their professional fees and disbursements incurred at the normal rates at charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. For the purpose of the Administration Charge, the Monitor, the Unsecured Creditors Committee, and counsel shall allocate their fees and disbursements between Legacy, and ACC and ACE (jointly). The Administration Charge shall have the priority set out in paragraphs 37 and 39 thereof.

(b) The following is inserted in the Initial Order after paragraph 30:

30.1 Payment to the parties entitled to the benefit of the Administration Charge shall be made on a *pro rata* basis unless otherwise agreed by those parties or otherwise ordered by this Honourable Court.

4. The Monitor shall post a copy of this Order on its website.

Justice B.E.C. Romaine

Consented to on this 16 of February, 2012 by
Borden Ladner Gervais LLP,
counsel to the Debtors

Per: Robyn Gurofsky

Consented to on this _____ of February, 2012 by
McCarthy Tetrault LLP,
counsel to the Monitor

Per: Sean Collins

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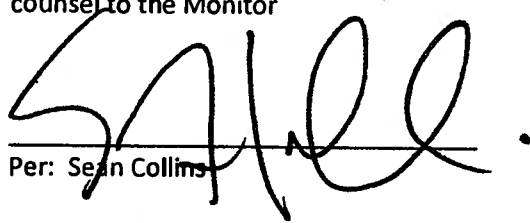
B.E.C. Romaine

Justice B.E.C. Romaine

Consented to on this _____ of February, 2012 by
Borden Ladner Gervais LLP,
counsel to the Debtors

Per: Robyn Gurofsky

Consented to on this 16 of February, 2012 by
McCarthy Tetrault LLP,
counsel to the Monitor



Per: Sean Collins