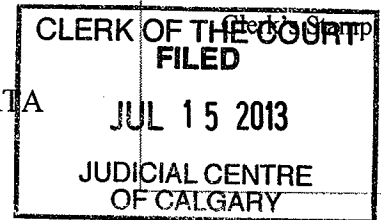


COURT FILE NUMBER 1101-17318

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 RAILSIDE CAPITAL INC., RAILSIDE INDUSTRIAL PARK INC., LEGACY COMMUNITIES INC. and FOUNDATION PLACE INC.

DOCUMENT **ORDER**

Re: Amending Plans and Sanction Orders
(Legacy Communities Inc. and Airdrie Capital Corporation)

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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File No. 439537-000003

I hereby certify this to be a true copy of the original order
Dated this 15 day of July 2013
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: July 12, 2013

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE K. HORNER

UPON the application of Legacy Communities Inc. ("Legacy") and Airdrie Capital Corporation ("ACC"); **AND UPON** having read the Affidavit of Hessel Kielstra sworn June 28, 2013; **AND UPON** having read the pleadings and materials filed in this action; **AND UPON**

hearing the submissions of Counsel for Legacy, ACC, and any other Counsel in attendance at the hearing of this application;

IT IS HEREBY ORDERED THAT:

1. Paragraph 10.1(q) of the Plan of Compromise and Arrangement filed on behalf of Legacy (the "Legacy Plan") is hereby deleted and replaced with the following:

(q) direct that Legacy hold a meeting of shareholders for the purpose of electing directors, no later than June 17, 2013.

2. Paragraph 10.1(q) of the Plan of Compromise and Arrangement filed on behalf of ACC (the "ACC Plan") is hereby deleted and replaced with the following:

(q) direct that ACC hold a meeting of shareholders for the purpose of electing directors, no later than August 30, 2013.

3. Paragraph 29 of the Sanction Order granted with respect to the Legacy Plan is hereby deleted and replaced with the following:

29. Legacy shall, pursuant to the terms of the Plan, hold a meeting of shareholders no later than June 17, 2013, for the purpose of *inter alia*, electing a board of directors.

4. Paragraph 29 of the Sanction Order granted with respect to the ACC Plan is hereby deleted and replaced with the following:

29. ACC shall, pursuant to the terms of the Plan, hold a meeting of shareholders no later than August 30, 2013, for the purpose of *inter alia*, electing a board of directors.



J.C.Q.B.A.