COURT FILE NUMBER	**1101-17318**	CLERK OF THE COURT FILED Clerk's Stamp NOV 23 2012 JUDICIAL CENTRE OF CALGARY
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, AIRDRIE COUNTRY ESTATES INC., RAILSIDE CAPITAL INC., RAILSIDE INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC. and FOUNDATION PLACE INC.**	
DOCUMENT	**ORDER** **Re: DIP LENDER'S CHARGE** **(Railside Capital Inc. and Railside Industrial Park Inc.)**	I hereby certify this to be a true copy of the original order Dated this 23 day of Nov 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. 439537-000006	

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 Railside Capital Inc. and Railside Industrial Park Inc. (together, "Railside"); **AND UPON** having read the Fourteenth Report of the Monitor and Co-Manager, Ernst and Young Inc. (the "Fourteenth Report"); **AND UPON** having read the various Reports of the Monitor filed herein; **AND UPON** having read the pleadings and materials filed in this action; **AND UPON** hearing the submissions of Counsel for Railside, the Monitor, the Unsecured Creditors' Committee (the "UCC") 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 Foundation Place and Railside have each acted and are acting in good faith and with due diligence;

IT IS HEREBY ORDERED THAT:

1. The Additional DIP Financing for Railside in the maximum amount of $1,500,000 is approved substantially on the terms outlined in the Fourteenth Report;

2. The DIP Lender, as defined in the Order of Madam Justice B.E.C. Romaine dated May 10, 2012 (the "Initial Railside DIP Order") is amended to Azimuth Risk Management Ltd. or such other party as approved by the Monitor.

3. The DIP Lender's Charge as defined in the Initial Railside DIP Order shall be increased to the maximum amount of $1,500,000.

4. The priorities of the Directors' Charge, the Administration Charge and the DIP Lender's Charge shall remain as authorized pursuant to the terms of the Initial Railside DIP Order.

J.C.Q.B.A.