Clerk's stamp:

CLERK OF THE COURT
FILED
FEB 27 2012
JUDICIAL CENTRE
OF CALGARY

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	**AMENDED AND RESTATED ORDER**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	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:	Restated February 16, 2012
LOCATION WHERE ORDER WAS PRONOUNCED:	Calgary, Alberta
NAME OF MASTER/JUDGE WHO MADE THIS ORDER:	MADAM JUSTICE B.E.C. ROMAINE

I hereby certify this to be a true copy of the original Order
Dated this 27 day of Feb, 2012
for Clerk of the Court

UPON the application of the proposed Unsecured Creditors Committee for an Order creating an Unsecured Creditors Committee in these proceeding; AND UPON hearing read the Affidavits of Kyle Brown, filed; AND UPON hearing from legal counsel to the proposed 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:

2. There is hereby created in these proceedings a committee (the "**Unsecured Creditors Committee**") of the unsecured creditors of Legacy Communities Inc., Airdrie Capital Corporation, and Airdrie Country Estates Ltd. (collectively the "**Debtors**" and individually a "**Debtor**").

3. The initial members of the Unsecured Creditors Committee shall be:

   (a) Nicole Shurko;

   (b) Kyle Brown;

   (c) Dr. Lucille Gans;

   (d) Mr. Don Stewart

   (e) Mr. Barry Develin

   (f) Mr. Douglas Nysetvold; and

   (g) Mr. Wayne McKeen.

4. The by-laws of the Unsecured Creditors Committee shall be the by-laws attached hereto as Schedule "A", which are approved.

5. The Unsecured Creditors Committee, with the assistance of the Monitor, is hereby authorized and directed to send to all of the known bond holders of Legacy Communities Inc. and Airdrie Capital Corporation the letter and enclosures contained in Exhibit "A" to the Affidavit of Kyle Brown sworn in these proceedings on January 18, 2012. The Monitor is authorized to post a copy of that letter and its enclosures on its website established in these proceedings.

6. The Debtors shall indemnify the Unsecured Creditors Committee and its members, which indemnity shall be secured by the Administration Charge.

7. The Debtors shall pay the reasonable fees and disbursements of Fraser Milner Casgrain LLP for acting as legal counsel to the Unsecured Creditors Committee, both before and after the making of this Order, at its standard rates and charges, as part of the costs of these proceedings, on a monthly basis, which liability shall be secured by the Administration Charge.

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.

10. The Unsecured Creditors Committee may from time to time apply to this Court for advice and direction in respect of the discharge of its powers and duties.

11. Any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the Order sought.

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

13. This Order maybe approved by facsimile or other electronic signature, and in counterpart.

Justice B.E.C. Romaine

Approved on this 21 of February, 2012 by
Borden Ladner Gervais LLP,
counsel to the Debtors

Per: Robyn Gurofsky

Approved on this 22 of February, 2012 by
McCarthy Tetrault LLP,
counsel to the Monitor

Per: Sean Collins

SCHEDULE "A"

BY-LAWS OF THE UNSECURED CREDITORS COMMITTEE OF LEGACY COMMUNITIES INC., AIRDRIE CAPITAL CORPORATION AND AIRDRIE COUNTRY ESTATES INC.

ARTICLE 1 ESTABLISHMENT OF THE COMMITTEE

1.1 Constitution of the Committee. There shall be constituted a committee (the "**Committee**") of individuals who hold, either personally or pursuant to a body corporate of which the individual is an authorized employee or principal, unsecured claims in either or both of Legacy Communities Inc. ("**Legacy**") and/or Airdrie Capital Corporation ("**ACC**") (Legacy and ACC are collectively the "**Debtors**" and individually a "**Debtor**") to serve as representatives of the unsecured creditors in the Debtors' proceedings under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA Proceedings**") before the Court of Queen's Bench of Alberta in action #1101-17318 (the "**Court**"). The Committee shall consist of, until their resignation or further Order of the Court, 7 members (the "**Members**") consisting of the following:

(a) Nicole Shurko;

(b) Kyle Brown;

(c) Dr. Lucille Gans;

(d) two separate holders of bonds issued by Legacy; and

(e) two separate holders of bonds issued by ACC.

The Members of the Committee described in section 1.1(d) and (e) shall be the two largest individual, arms-length, consenting bondholders, whose appointment shall be confirmed by the Court as soon as practicable.

To be eligible to serve on the Committee, the Member must be: (a) 18 years of age, (b) not an undischarged bankrupt, (c) not a person that is "related" (within the meaning of the CCAA) to the Monitor and/or the Debtors, and (d) party to a Confidentiality Agreement in respect of confidential information received from the Debtors or the Monitor.

1.2 Initial Vacancies. In the event that only one or no bondholder of the Debtors consents to serve on the Committee the unfilled positions shall remain open until such time as a holder (or holders) of that investment do provide their consent to serve in such capacity, whereupon such position shall be fulfilled in accordance with the terms hereof.

1.3 Removal of Members. A Member may be removed from the Committee pursuant to a voluntary resignation, a deemed resignation, or court order. In this regard:

(a) ***Member Resignation***. A Member may resign from the Committee by providing 10 days prior written notice of such resignation to the Chair (defined below).

(b) ***Deemed Resignation***. In the event a Member sells, assigns, participates, disposes of or transfers in excess of 49 percent of the aggregate amount of its claim against the Debtors (a "**Transfer**"), such act shall constitute that Member's resignation from the Committee effective upon the date that a binding obligation to complete the Transfer is made. Any Member who effects a Transfer shall immediately notify the Chair.

(c) ***Court Order***. Upon application of the Committee, the Monitor or any other interested party, on such notice as the Court deems appropriate, a Member may be removed on such terms as the Court may direct.

1.4 **Removal of Members - *ibid*.** When a Member ceases to become a Member pursuant to paragraph 1.3 hereof then:

(a) that Member shall have no right to designate or substitute a successor to serve in such capacity on the Committee; and

(b) the Committee may continue to perform all of its functions with its reduced number of Members.

1.5 **Replacement of Vacancies.** Upon the resignation or removal of a Member, the Committee shall canvas, by way of written solicitation, the remaining bondholders of the Debtor which the departing Member represented for a replacement bondholder to serve on the Committee. The largest consenting bondholder shall deemed to be the Member, subject to paragraphs 1.1 and 1.6 hereof.

1.6 **Court Confirmation**. Upon a bondholder consenting to serve as a Member pursuant to paragraph 1.1 or 1.5 hereof, the Committee shall forthwith apply to the Court for approval of the appointment.

ARTICLE 2
GOVERNANCE OF THE COMMITTEE

2.1 **Committee Chair.** Nicole Shurko shall act as initial chair of the Committee at its initial meeting, and at that initial meeting the Committee shall elect an ongoing chair (the "**Chair**").

2.2 **Chair.** The Chair shall preside at all meetings of the Committee, and shall have such powers and duties as are set forth in these by-laws or as the Committee assigns to the Chair.

2.3 **Committee Secretary.** Fraser Milner Casgrain LLP shall act as secretary of the Committee (the "**Secretary**"). The Secretary shall keep the minutes of all meetings of the Committee. Draft minutes of each meeting shall be circulated to all Members of the Committee for their review and shall thereafter be adopted by a majority of the Members who were present at the subject meeting. The minutes shall generally include a concise statement(s) of the action(s) taken and decision(s) made at a meeting and a brief statement of any significant items discussed by the Committee. The final minutes shall list the Members present at a meeting and shall be available for review by the Monitor and any interested party upon request, subject to any issues of confidentiality or privilege, and subject to any order of the Court in the CCAA proceedings.

2.4 **Calling Meetings.** Meetings of the Committee may be called by the Chair and shall be called by the Chair upon the request of three or more Members of the Committee. Notice of the agenda and the time and place of the meeting shall be given to each Member and such notice shall be in writing and delivered via electronic mail, facsimile or courier at least three business days before the date of the meeting. The Committee shall endeavour to determine at each meeting the date and time of when the next meeting shall be held.

2.5 **Meeting Agenda.** The agenda for scheduled meetings shall be prepared by the Chair, taking into account the suggestions of the Members.

2.6 **Venue of Meetings.** Meetings of the Committee shall be held at such place designated by the Chair. As necessary and appropriate in the judgment of the Chair, meetings may be conducted by video or telephone conference call.

2.7 **Quorum.** Five Members of the Committee and the Chair shall constitute a quorum for transaction of business at any meeting. A quorum includes Members attending in person or by video or telephone conference, as the case may be. Any Member who abstains from a vote on any matter shall nevertheless be counted in the calculation of a quorum with respect to such vote.

2.8 **Voting.** Each Member shall be entitled to one vote and may vote in person or by video or telephone conference, or by the Member's designated representative ("**Designated Representative**"). The selection of a Designated Representative must be in such form as may be acceptable to the Chair. Except as provided for herein, action(s) or decision(s) of the Committee shall be authorized by the vote of a majority of the Members present at the time of the vote, provided that a quorum of the Committee is present. Meetings shall be limited to Members, the Chair, the Secretary, and other parties invited by the Committee for special or limited purposes.

2.9 **Urgent Matters.** If a matter to be voted upon is one of significance and urgency, as determined by the Chair and three Members present at a meeting, a reasonable effort shall be made during the meeting to poll by telephone call absent Members, provided that the failure to reach any such absent Member will not affect the validity of any vote otherwise proper under these by-laws. Telephone votes solicited pursuant to this paragraph shall be counted in computing a quorum in respect of the relevant action(s) or decision(s).

2.10 **Conflicts of Interest.** In the event that any matter under review or consideration by the Committee shall involve a conflict of interest with respect to any Member, such Member shall disclose such conflict and shall abstain from voting on the matter, but will still be counted for a quorum. Moreover, only Members who are creditors of a particular Debtor may vote on matters exclusively concerning that Debtor.

ARTICLE 3
ACTION BY REPRESENTATIVES OF THE COMMITTEE

3.1 **Duties and Powers of Committee.** The duties and powers of the Committee shall be as follows:

(a) to resolve such matters of procedure of the Committee that are contemplated herein or that will give full or better effect to these by-laws and the purpose of the Committee;

(b) to consult with the Debtors and Ernst & Young Inc., in its capacity as court appointed monitor (the "**Monitor**"), concerning all matters involving the CCAA Proceedings, including the Debtors' restructuring and all plans associated therewith;

(c) to receive and review reports prepared by the Monitor;

(d) to receive and review information relating to:

(i) the conduct, assets, liabilities and financial condition of the Debtors,

(ii) the operation of the Debtors' business,

(iii) the source and use of funds by the Debtors,

(iv) the transfer, sale, refinancing or other disposition of all or part of the property and assets of the Debtors, and

(v) any other matter relevant to the formation of a restructuring plan;

(e) advise the Debtors, the Monitor and other stakeholders of the recommendations made by the Committee on any restructuring plan; and

(f) make application to the Court in respect of any matters relating to the operation, rights or duties of the Committee which cannot be resolved by negotiation with the Debtors.

ARTICLE 4
MISCELLANEOUS

4.1 **Indemnity**. Subject to an Order of the Court, neither the Committee nor any Member, shall incur any liability or obligation as a result of the constitution of the Committee or the fulfillment of their respective roles hereunder except in respect of any matter in which they are found to be guilty of gross negligence or wilful misconduct. The Committee and its Members shall be indemnified and held harmless for any costs and expenses incurred in defending themselves of any liabilities or obligations protection under this paragraph by the Debtors, which indemnity shall be secured by a charge against the undertaking, property, and assets of the Debtors granted by the Court in the CCAA Proceedings that has the priority set out in the Order creating the Charge.

4.2 **Governing Law**. All matters surrounding the interpretation and execution of these by-laws shall be determined in accordance with the laws of the Province of Alberta and all Members, the Monitor and the Debtors, attorn to the Court for all matters related to these by-laws.

4.3 **Court Approval**. These by-laws are not binding or enforceable unless approved by the Court. These by-laws may not be amended or repealed except by order of the Court.

DATED and effective the 19th day of January, 2012.