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, AIRDRIE COUNTRY ESTATES INC., RAILSIDE CAPITAL INC., RAILSIDE INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC. and FOUNDATION PLACE INC.**
DOCUMENT	**ORDER** **Re: Creditors' Meeting**
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

CLERK OF THE COURT
FILED
Clerk's Stamp
NOV 23 2012
JUDICIAL CENTRE
OF CALGARY

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

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. ("Railside"); **AND UPON** having read Fourteenth Report of the Monitor and Co-Manager of Railside, Ernst & Young Inc. dated November 21, 2012 (the "Fourteenth Report"); **AND UPON** having read the pleadings and materials filed in this action; **AND UPON** hearing the submissions of Counsel for Railside, Counsel for the Monitor, Counsel for the Unsecured Creditors' Committee (the "UCC") and any other Counsel in attendance; **AND UPON** reference being made to the form of Plan of Compromise and Arrangement of Railside (the "Plan"), attached as Appendix "A" to the Fourteenth Report; **AND UPON** Counsel for Railside, Counsel for the Monitor and Counsel for the UCC each advising that their respective clients have approved the proposed Plans; **AND UPON** this Court being satisfied that in the circumstances this Order should be granted and that Railside has acted and is acting in good faith and with due diligence;

IT IS HEREBY ORDERED THAT:

1. Service of the Creditors' Meeting Application and the supporting materials is good and sufficient and the time therefore is abridged to the time actually given.

Definitions

2. Capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Plans.

The CCAA Plan

3. The Plan is hereby accepted for filing and Railside is hereby authorized to seek approval from the Creditors of the Plan as set forth herein.

4. Railside may at any time, and from time to time, amend, restate, modify and/or supplement the Plan in accordance with its terms, provided that any such amendment, restatement, modification or supplement is contained in a written document filed with this Court and communicated to Creditors in the manner required by the Plan or this Honourable Court.

Forms and Documents

5. A form of Proxy substantially in the form attached to the Plan as Schedule "B" and a Notice of Meeting substantially in the form attached hereto as Schedule "A" are hereby approved

and Railside is authorized and directed to make such changes thereto as it considers necessary or desirable to conform the content thereof to the terms of the Plan or this Creditors' Meeting Order.

Creditors' Meeting

6. Railside shall convene the Creditors' Meeting on December 19, 2012 at 3rd Floor, - Centennial Place, West Tower, 250-5th Street S.W., Calgary, Alberta, commencing at 10:00 a.m. for the purposes of considering and, if thought fit, approving the Plan and transacting such other business as may be properly brought before the Creditors' Meeting.

7. For the purposes of voting to approve the Plan, Railside Creditors shall constitute a single class. Claim value shall be established in accordance with the provisions of the Plan and any further order of this Honourable Court. Only Railside Creditors with an Eligible Voting Claim as that term is defined in the Plan shall be entitled to vote at the Railside Creditors' Meeting.

8. The Railside Creditors' Meeting shall be conducted and the votes of Creditors shall be cast and tabulated in accordance with the Plan.

Notice to Creditors

9. As soon as practicable, but no later than November 28, 2012, the Monitor shall:

(a) send to each Creditor of Railside with an Eligible Voting Claim, by ordinary mail, courier, facsimile or email transmission at the address appearing in the Monitor's records, or where applicable at the address appearing on such Creditor's Notice of Claim if different than the address contained in the Monitor's records, the following documents (collectively, the "Creditors' Meeting Materials"):

(i) The Plan, substantially in the form attached as Exhibit "A" to the Fourteenth Report, including any amendments;

(ii) The Notice of Meeting;

(iii) A Proxy;

(iv) The report of the Monitor commenting on the Plan and containing the Monitor's recommendations in respect thereof;

(v) This Creditors' Meeting Order, and

(vi) The information circular prepared by Railside in respect of the Plan.

10. Compliance with paragraph 9 of this Creditors' Meeting Order shall constitute good and sufficient service of the Creditors' Meeting Materials on all Persons who may be entitled to receive notice of and to vote in person or by proxy at the Creditors' Meetings or any adjournment thereof and no other notice or service need be given or made and no other documents or material need be served.

11. The Creditors' Meeting shall be conducted by a representative of the Monitor, who shall preside as Chair of the Creditors Meetings, in accordance with the procedures set forth in the Plans.

General

12. Railside shall each serve by courier, ordinary mail, facsimile or email transmission, a copy of this Creditors' Meeting Order on all Counsel present at this application and all other parties present at this application who expressly request service of this Creditors' Meeting Order, and on all parties who received notice of this application or who appear on the Service List.

J.C.Q.B.A.