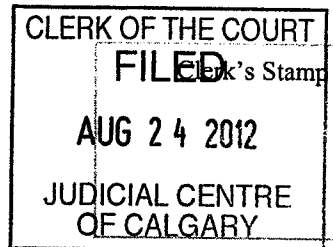


COURT FILE NUMBER 1201-10691
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary



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 A PLAN OF
COMPROMISE OR ARRANGEMENT OF LIBERTY
CROSSING LIMITED PARTNERSHIP, LIBERTY
CROSSING GENERAL PARTNER INC., ROCKY
VIEW CAPITAL CORP., ROCKY VIEW ESTATES
CORP., SPRUCE RIDGE CAPITAL INC., SPRUCE
RIDGE ESTATES INC., STONEY VIEW CAPITAL
INC., and STONEY VIEW CROSSING INC.**

DOCUMENT

ORDER

(Appointment of a Chief Restructuring Officer)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT Patrick T. McCarthy Q.C./John Ircandia,
Q.C.
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: jircandia@blg.com
File No. 439537-000005

I hereby certify this to be a true copy of
the original Order
Dated this 24 day of Aug 2012
[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: August 24, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Justice B.E.C. Romaine

UPON the application of Liberty Crossing Limited Partnership, Liberty Crossing General Partner Inc. (together "Liberty Crossing"); Rocky View Capital Corp., Rocky View Estates Corp. (together "Rocky View"); Spruce Ridge Capital Inc., Spruce Ridge Estates Inc., (together "Spruce Ridge"); Stoney View Capital Inc., Stoney View Crossing Inc. (together "Stoney View"); (Liberty Crossing, Rocky View, Spruce Ridge and Stoney View being sometimes collectively referred to herein as the "OMs"); **AND UPON** having read the Affidavit of Ronald Aitkins filed (the "Aitkins OMs Affidavit"); **AND UPON** reading the consent of BTM Advisory Services Inc. and Gary Bentham to act as chief restructuring officer of the OMs; **AND UPON** hearing counsel for the OMs, Ernst & Young Inc. and other parties appearing at the hearing of the within application; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Capitalized terms not defined herein shall have the meanings ascribed to them in the Initial Order of this Honourable Court in these proceedings (the "Initial Order").

APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

2. The engagement of BTM Advisory Services Inc. ("BTM") and Gary Bentham ("Bentham") as the chief restructuring officer of the OMs is authorized and approved, on the terms and conditions outlined in an engagement agreement, and BTM and Bentham are hereby appointed chief restructuring officer of the OMs to manage the businesses, affairs and restructuring of the OMs, as an officer of this Court, with the powers and obligations set out in this Order. Bentham's services will be provided through BTM and Bentham and BTM are hereinafter together referred to as the "CRO".

3. The CRO shall be and is hereby authorized to manage the businesses, affairs and restructuring of the OMs including, without limiting the generality of the foregoing:

(a) to oversee and direct the Restructuring including, without limitation, engaging in discussions and negotiations with creditors, investors, customers, the Monitor or others;

(b) to review OMs mortgage loans and other loans to third parties (the "Mortgage Loans") and to companies related by common share ownership and / or common directorship and management (referred herein as the "Harvest Group of Companies");

(c) to oversee and direct the preparation of the OMs cash flow statements and in the dissemination of financial and other information in these proceedings;

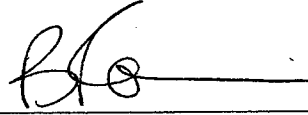
- (d) to arrange for debtor-in-possession ("DIP") financing as the CRO considers appropriate to fund the ongoing operations of the OMs, under terms to be approved by the Monitor and this Court;
- (e) to sell or otherwise realize on the Mortgage Loans subject to the approval of the Monitor and this Court;
- (f) subject to the other restrictions contained in this Order, to approve all disbursements of the OMs on such basis as the CRO considers appropriate;
- (g) to have full access to the books, records and key personnel of the OMs and the Harvest Group of Companies as may be necessary for the completion of its duties under this Order;
- (h) to report to this Court and other stakeholders of the OMs as the CRO, in its discretion, considers appropriate; and
- (i) to perform such other duties as are required to carry out the powers and obligations conferred upon the CRO by this Order or any further Order of this Court.

4. The OMs and their respective shareholders, officers, directors, employees, agents and representatives shall co-operate fully with the CRO in the exercise of its powers and discharge of its duties and obligations, including providing the CRO with access to the OMs and the Harvest Group of Companies' books, records, assets and premises as the CRO requires.

5. No director, officer, shareholder, employee, agent or representative of the OMs, nor any party related to the business of the OMs, shall interfere with the CRO's management of the business and affairs of the OMs and the Restructuring and the exercise of its powers, duties, rights and obligations in connection therewith.

6. The CRO shall not incur any liability or obligation as a result of the fulfillment of its duties, and no action or other proceedings may be commenced against the CRO relating to its appointment or its conduct as CRO except with the prior leave of this Court obtained on at least seven days notice to the OMs and the CRO and provided further that any liability of the CRO hereunder shall not in any event exceed the quantum of the fees and disbursements paid to or incurred by the CRO in connection herewith. In addition, all of the protections granted to the directors and officers of the OMs in the Initial Order shall apply *mutatis mutandis* for the benefit of the CRO and the CRO shall be entitled to the benefit of the Administration Charge granted in the Initial Order.

7. The CRO may apply to this Court for advice and directions in connection with the discharge or variation of its powers and duties under this Order.



J.C.Q.B.A.

Consented to by:

BTM Advisory Services Inc

Per:


GARY L. BENTHAM

Ernst & Young Inc.

Per:

