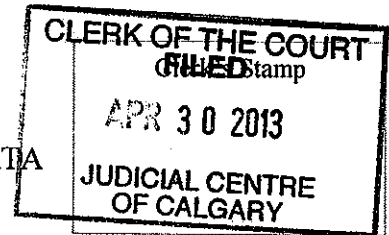


COURT FILE NUMBER 1201-10691

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**

**AND IN THE MATTER OF THE BUSINESS CORPORATIONS
ACT, R.S.A. 2000, c. B-9**

**AND IN THE MATTER 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**

(Plan Amendment)

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

Robyn Gurofsky
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774
Facsimile: (403) 266-1395
Email: rgurofsky@blg.com
File No. 439537-000005

I hereby certify this to be a true copy of
the original Order

Dated this 30 day of April, 2013

[Signature]
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: April 30, 2013

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

UPON the application of Spruce Ridge Capital Inc. ("SRC") and Spruce Ridge Estates Inc. ("SRE") (together, the "Applicants"); AND UPON having read the Affidavit of Gary L. Bentham sworn April 25, 2013; AND UPON having read the Fifth Report of Ernst and Young Inc. filed in its capacity as

court appointed Monitor of the Applicants; **AND UPON** having read the previous affidavits, pleadings, reports and other materials filed in this action;

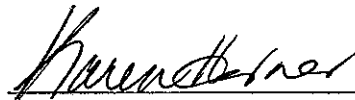
IT IS HEREBY ORDERED THAT:

1. Article 1.1 of the Plan of Compromise and Arrangement (the "Plan") filed by SRC and sanctioned pursuant to Court Order dated February 4, 2013 shall be amended by deleting the last sentence in Article 1.1 on page 3 of the Plan which states that:

"SRE, which has no arms-length creditors other than SRC, will not be restructured and if Creditors and the Court approve this Plan, then on Plan Implementation the Spruce Ridge Lands will be transferred to SRC through a foreclosure, and SRE will likely be dissolved"

and replacing that sentence with the following:

"SRE, which has 11 arms-length unsecured creditors, will not be restructured and the Monitor shall seek approval from the Court for a distribution to these 11 unsecured creditors from the agreed upon portion of the Goods and Services Tax refund collected by SRE. If Creditors and the Court approve this Plan, then on Plan Implementation the Spruce Ridge Lands will be transferred to SRC through a foreclosure and after the distribution to SRE creditors is complete, SRE will likely be dissolved."


J.C.Q.B.A.