CLERK OF THE COURT
FILED
APR 30 2013
JUDICIAL CENTRE
OF CALGARY

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
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.