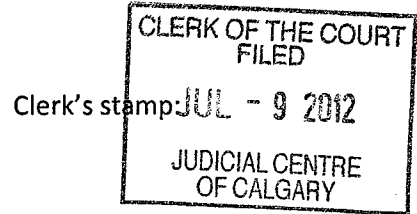


COURT FILE NUMBER
COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE

1201-05843
CALGARY



**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c C-36, AS AMENDED**

**AND IN THE MATTER OF UBG BUILDERS INC., ALBERTA BUILDERS
CAPITAL INC., ALPINE HOMES (2006) INC., AMERICAN BUILDERS CAPITAL
(US) INC., EDGEWATER AT GRIESBACH INC., ELITE HOMES (2006) LTD.,
EVOLUTION BY GREENBORO INC., GREENBORO COMMUNITIES (2006)
INC., GREENBORO ESTATE HOMES (2006) LTD., GREENBORO HOMES
(2006) LTD., GREENBORO LUXURY HOMES INC., HIGH POINTE INC.,
MOUNTAINEERS VILLAGE (2006) INC., MOUNTAINEERS VILLAGE II INC.,
ORIGINS AT CRANSTON INC., SOUTH TERWILLEGAR VILLAGE INC., THE
BRIDGES MANAGEMENT INC., THE LEDGES INC., TIMBERLINE LODGES
(2006) INC., TODAY'S COMMUNITIES (2006) INC., TODAY'S HOMES
(2006) INC., TUSCANY DEVELOPMENTS (2006) INC., UBG ALBERTA
BUILDERS (2006) INC., UBG ALPINE HOMES (2006) LTD., UBG BRIDGES
INC., UBG BUILDERS (USA) INC., UBG COMMERCIAL INC., UBG LAND
INC., UBG LOT DEPOSIT CORP., UBG 4500 CALGARY INC., UBG 75
CANMORE INC., UBG 808 CALGARY INC., UNITY INVESTMENTS (2012)
INC., VALMONT AT ASPEN STONE INC., VALOUR PARK AT CURRIE INC.,
VILLAGE AT THE HAMPTONS INC., VILLAGE ON THE PARK INC.,
WILDERNESS HOMES BY RIVERDALE INC., WILDERNESS RIDGE AT
STEWART CREEK INC.**

(COLLECTIVELY, THE "APPLICANTS")

DOCUMENT

APPLICATION BY THE APPLICANTS (PROTOCOL ORDERS)

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF PARTY FILING THIS
DOCUMENT

FRASER MILNER CASGRAIN LLP
Bankers Court
15th Floor, 850 - 2nd Street S.W.
Calgary, Alberta T2P 0R8
Attention: David W. Mann / Derek M. Pontin
Ph. (403) 268-7097/6301 Fx. (403) 268-3100
File No.: 526686-1

NOTICE TO RESPONDENT(S)

This application is made on behalf of the Applicants in the above noted proceedings. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date July 10, 2012
Time 10:30 a.m.
Where Court of Queen's Bench of Alberta
Calgary Courts Centre
601 – 5th Street S.W.
Calgary, AB T2P 5P7
Before Whom The Honourable K. M. Horner

Go to the end of this document to see what you can do and when you must do it.

Remedy claimed or sought:

1. The Applicants respectfully seek the following relief:
 - (a) an Order approving an interim financing arrangement with the Alberta Treasury Branches ("ATB") in substantially the form attached as Schedule "B" to Exhibit "A" of the Affidavit of Robert Friesen sworn on July 6, 2012 (the "Friesen July Affidavit");
 - (b) two Orders approving an interim financing arrangement with the Bank of Nova Scotia ("BNS") in substantially the forms attached as Schedule "B" to Exhibits "B" and "C" of the Friesen July Affidavit; and
 - (c) such other relief as may be sought by the Applicants and granted by this Honourable Court.

Grounds for making this application:

Project Financing

2. UBG and the Monitor have had extensive discussions with a number of UBG's lenders and have confirmed continued financing arrangements with ATB, BNS and Canada ICI. UBG requires sufficient liquidity to continue operating its respective business divisions.
3. In respect of the ATB and BNS, UBG, the Monitor and these lenders have been in discussions regarding protocols that will address the various aspects of continued financing. In each protocol it is contemplated the respective lender will be granted a charge over the assets of their particular borrower and will fund the completion of homes that are pre-sold or under construction.
4. With continuing financing, UBG will be able to continue to market and sell homes and will distribute the sales proceeds in accordance with the protocols. The charges contemplated in the protocols are critical to the respective lenders' decisions to provide their commitment.
5. The charges would be limited to the respective developments where the funds are being advanced to complete. The charges will not prejudice any other lenders or stakeholders of UBG.
6. These protocols will ensure that UBG's funding will continue and UBG's trade creditors will be paid and finish working on the projects. This will contribute to the completion and sale of single family homes to the benefit of UBG's trade creditors, lenders and customers.

Material or evidence to be relied on:

7. The Monitor's Second Report dated June 12, 2012, the Monitor's Third Report dated July __, 2012, and the pleadings and materials filed in these proceedings.
8. The Affidavit of Robert Friesen dated June 12, 2012 and July Friesen Affidavit.
9. Such further and other materials as counsel for the Petitioners may advise and this Honourable Court may deem necessary.

Applicable Rules:

10. The *Alberta Rules of Court*, AR 124/2010.

Applicable Acts and regulations:

11. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, and the regulations thereunder.
12. Such further and other acts and regulations as counsel for the Applicants may advise and this Honourable Court may deem necessary.

How the application is proposed to be heard or considered:

13. In person before the Honourable Madam Justice K.M. Horner in Chambers.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.