

COURT FILE NUMBER

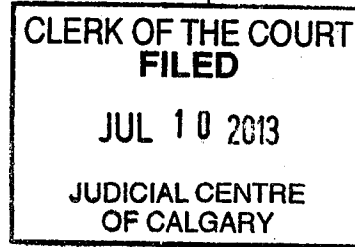
1201-05843

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

Clerk's stamp:



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")

I hereby certify this to be a true copy of

the original Order

Dated this 10 day of July, 2013

[Signature]
for Clerk of the Court

DOCUMENT

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

DATE ON WHICH ORDER WAS PRONOUNCED:

LOCATION WHERE ORDER WAS PRONOUNCED:

NAME OF JUDGE WHO MADE THIS ORDER:

ORDER

(Valmont Stalking Horse)

DENTONS CANADA LLP

Bankers Court

15th Floor, 850 - 2nd Street S.W.

Calgary, Alberta T2P 0R8

Attention: David W. Mann / Travis Lysak

Ph. (403) 268-7097/7063 Fx. (403) 268-3100

File No.: 549362-1

July 10, 2013

CALGARY

JUSTICE K.M. HORNER

ORDER
(STALKING HORSE)

UPON the application of the Petitioners in these proceedings (collectively, "UBG"); AND UPON having read the Application of the Petitioners, dated July 5, 2013, the Affidavit of Robert Friesen, sworn July 4, 2013 (the "Friesen Affidavit"), the Tenth and Eleventh Reports of the Monitor, the Affidavit of Anna Collister, sworn July 9, 2013 (the "Service Affidavit"), all filed, and such other material in the pleadings and proceedings as deemed necessary; AND UPON hearing counsel for UBG, counsel for the Monitor, and other interested parties;

IT IS HEREBY ORDERED THAT:

Service

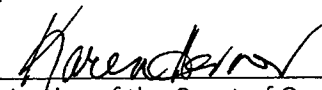
1. The time for service of notice of this application is abridged to the time actually given and service of the Application and supporting material as described in the Service Affidavit is good and sufficient, and this hearing is properly returnable before this Honourable Court today and further service thereof is hereby dispensed with.
2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted in these proceedings on May 9, 2012 (the "Initial Order").

Approval of the Sales Procedure and Solicitation Process

3. The Offer to Purchase among Valmont at Aspen Stone Limited Partnership and 771280 Alberta Ltd. dated June 20, 2013 (the "Offer") including the break fee discussed in paragraph 4.03 of the Offer to sell the lands legally defined as Condominium Plan 0813651, Units 2, 3, and 4 and all appurtenances thereto (the "Lands"), be and is hereby approved, and the Offer shall form the Stalking Horse Bid.
4. UBG and the Monitor are hereby authorized and directed to accept the Offer, continue listing the Lands, and proceed with the procedure outlined in the Sales Procedure attached hereto as Schedule "A" (the "Sales Procedure") and do all such things as are reasonably necessary to carry out their respective obligations thereunder and give full effect to the Sales Procedure.

Miscellaneous

5. The Sales Procedure may be altered or amended by the Monitor in a non-substantive manner to give full or better effect to the sales procedure approved hereby.
6. UBG shall serve, by courier, facsimile transmission, e-mail transmission, or ordinary post, a copy of this Order on all parties present at this application and on all parties who received notice of this application or who are presently on the service list established in these proceedings, and service on any or all other parties is hereby dispensed with. Service effected as aforesaid shall be good and sufficient service.



Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"
TO THE STALKING HORSE ORDER

Unity Builders Group – Sales Procedure

Valmont at Aspen Stone Limited Partnership

Overview of contemplated sales procedure (the "Sale Process") for the lands legally described as:

- (a) Condominium Plan 0813651
Unit 2
And 1695 Undivided One Ten Thousandth Shares in the Common Property
Excepting Thereout all Mines and Minerals;
 - (b) Condominium Plan 0813651
Unit 3
And 2765 Undivided One Ten Thousandth Shares in the Common Property
Excepting Thereout all Mines and Minerals; and
 - (c) Condominium Plan 0813651
Unit 4
And 2768 Undivided One Ten Thousandth Shares in the Common Property
Excepting Thereout all Mines and Minerals,

and all appurtenances thereto (the "Lands").
1. The Offer to Purchase the Lands by 771280 Alberta Ltd. (the "Offer"), is a "Stalking Horse" bid and the Offer may be utilized by the Vendor in conjunction with it continuing to list the lands and sell the Lands on terms and conditions that are (a) no less favourable, (b) no more burdensome or conditional, and (c) except for purchase consideration greater than the Purchase Consideration, substantially similar to the Offer.
 2. Valmont at Aspen Stone Limited Partnership ("Valmont") and/or the Monitor will:
 - (a) send out an introduction letter to potential purchasers as identified by UBG, its counsel and the Monitor, as soon as reasonably practical;
 - (b) place an advertisement in local, national, or international publications as appropriate; and
 - (c) provide any potential purchasers who execute an acceptable confidentiality agreement: (i) a confidential information memorandum relating to the Company; (ii) access to the Company's premises and available management team; and (iii) access to an electronic data room to be maintained by the Monitor.
 3. The Offer will be made available to all potential purchasers.
 4. The Monitor and Valmont will facilitate site visits for prospective purchasers.

5. A potential purchaser ("**Competing Bidder**") who wishes to acquire the Lands shall submit its offer – in form and substance substantially similar to the Offer - to the Monitor no later than 5:00 p.m., Calgary time, August 9, 2013, which offer shall provide:
 - (a) a deposit of not less than \$200,000 of that offer's total consideration,
 - (b) a closing time of not later than August 23, 2013, and
 - (c) the purchase consideration to be in excess of the current purchase price of \$10,837,595 by an amount equal to at least \$225,000.

(a "**Competing Bid**").
6. If the Monitor receives one or more Competing Bids then:
 - (a) the most favourable Competing Bid shall be selected as the successful bidder (the "**Successful Bidder**"), and
 - (b) the date of closing (as defined in the Offer) shall be extended by not more than ten Business Days.
7. UBG and the Monitor shall seek a vesting Order as soon as reasonably practicable after:
 - (a) a Successful Bidder is selected by the Monitor, or
 - (b) if there is no competing bidder, August 9, 2013
8. The sale of the Lands will be on an "as is, where is" basis and without surviving representations or warranties of any kind, nature, or description by the Monitor, UBG or any of their agents, estates, advisors, professionals or otherwise.
9. 771280 Alberta Ltd. shall be entitled to a fee (the "**Break Fee**"), secured against the purchase consideration provided by the Successful Bidder in an amount equal to \$200,000, which is fair and reasonable compensation to 771280 Alberta Ltd. for its costs and providing the Offer.
10. In the event of any conflict between this Sales Procedure and the Offer, this Sales Procedure shall prevail.