

Action No: 0601-09869

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

BETWEEN:

VECKENSTEDT HOLDINGS INC., HERB VECKENSTEDT, FRED PIPER, JOAN
PIPER, LIPOTH CONSULTING, AND PAUL LIPOTH

- and -

INTEGRA INVESTMENT SERVICE LTD.
RUNDLE DEVELOPMENT CO-OPERATIVE

Defendants

BEFORE THE HONOURABLE
MADAM JUSTICE C.A. KENT
IN CHAMBERS

At the Court House, Calgary,
Alberta, on Monday, the
4th day of June, 2007.

CLAIMS PROCESS ORDER

UPON THE APPLICATION for advice and directions by Ernst & Young Inc. (the "Receiver") in its capacity as the Receiver of Integra Investment Service Ltd., ("Integra"), Aurora River Towers Inc., Carling Springs Village Inc., Carling Development (B.C.), Inc. (the "Integra Companies"); AND UPON having read the Fourth Report of the Receiver dated May 22, 2007 (the "Fourth Report"); AND UPON hearing Counsel for the parties represented at the hearing of the application;

IT IS HEREBY ORDERED THAT:

1. Service and notice of this application is hereby deemed to be good and sufficient;

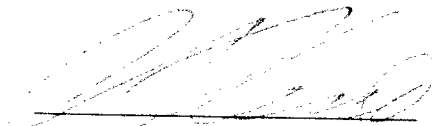
2. The Receiver is hereby directed to conduct a proof of investment and proof of claim process in accordance with the process proposed in the Fourth Report, and it is hereby directed that:

- (a) on or before June 12, 2007, the Receiver shall:
 - (i) mail to all known Investors a Proof of Investment that will include a schedule of each individual Investor's investment(s) in each of the Integra projects excluding the Carling Projects ("Individual Investor List"). The Proof of Investment and Individual Investor List shall be substantially in the form attached as Schedule "A" to this Order;
 - (ii) mail to all known creditors other than Investors a Proof of Claim, substantially in the form attached as Schedule "B" to this Order; and
 - (iii) place an advertisement in the Globe and Mail and Calgary Herald substantially in the format attached as Schedule "C" to this Order;
- (b) all Investors who disagree with the Individual Investor List received from the Receiver must complete and forward to the Receiver a completed Proof of Investment, no later than 1:00 p.m. on July 27 2007 (the "Claims Bar Date"). Investors who agree with the Individual Investor List must sign and return the Individual Investor's List to the Receiver by the Claims Bar Date;
- (c) any Investor who does not receive a Proof of Investment and who wishes to prove an investment in any of the Integra projects excluding the Carling Projects is entitled to obtain a Proof of Investment from the Receiver and must complete and forward to the Receiver a completed Proof of Investment by the Claims Bar Date;
- (d) all creditors other than Investors must complete and forward to the Receiver a completed Proof of Claim by the Claims Bar Date;
- (e) save as provided below, any investment or claim not proven by July 13, 2007 shall be forever barred, released and extinguished, unless otherwise allowed by this Honourable Court;

- (f) the Receiver shall review all Proofs of Investment and Proofs of Claim received before the Claims Bar Date, and, where a Proof of Investment or Proof of Claim is disputed in whole, or disputed in part, shall issue a Notice of Disallowance indicating the reasons for the disallowance on or before August 24, 2007. Where the Proof of Investment or Proof of Claim is not disputed by the Receiver, the Receiver will issue a Notice of Allowance on or before August 24, 2007; and
- (g) where an Investor or claimant objects to a Notice of Disallowance, the Investor or claimant must notify the Receiver of the objection ("Notice of Objection") in writing by registered mail, courier service or facsimile on or before September 7, 2007. The Investor or claimant shall thereafter serve on the Receiver a Notice of Motion in the Court of Queen's Bench of Alberta, Judicial District of Calgary, returnable fifteen (15) days after it gave its Notice of Objection, for the determination of the investment in dispute;

3. The claim by the Plaintiffs for their costs against Integra Investment Service Ltd. pursuant to the Receiver Order dated September 8, 2006 need not be proved by the Plaintiffs, and is deemed proved.

4. Service of this Order shall be effected by regular mail on all parties who appeared at the hearing of this application, and such service shall be deemed good and sufficient.


J.C. C.Q.B.A.

Entered 6 this

day of June, 2007

V.A. BRANDT



Clerk of the Court

SCHEDULE "A"

Position

INSTRUCTIONS TO INVESTORS RESPECTING PROOF OF INVESTMENT FORM

Note: A properly completed and supported Proof of Investment form must be submitted to the Receiver in order to have notice of the affairs of Integra and in order to be eligible for any potential dividend distributions. The Proof of Investment form is attached hereto.

Please follow these instructions when completing the Proof of Investment form:

Heading: Provide the complete name and address of all Investors (individuals or corporations) including postal code, where all notices or correspondence regarding your investment are to be forwarded. Please note that a separate Proof of Investment must be completed by each separate Investor.

Clause 1: Print your name or the company name if applicable.

Clause 2: No action needed.

Clause 3: Schedule A to the Proof of Investment form reflects the amount of your investment in each of the Integra projects, excluding the Carling Projects. If you are in agreement with Schedule "A", please sign and return it to the Receiver on or before July 27, 2007. If you are not in agreement with the information contained in Schedule A, provide the (principal only) amount of all your investment in Canadian funds. If you have invested in more than one project please attach a separate sheet listing the principal amount invested in each project including those projects which have been fully repaid by Integra (please indicate if the amount was repaid). Please provide supporting documentation to the Receiver in support of your Proof of Investment. The following is a list of supporting documentation, which may be provided to the Receiver:

- a) Copy of executed Term Sheet (one per investment).
- b) Copy of cheque(s) relating to each investment (a cancelled cheque is preferable).
- c) Copy of RRSP application (for each investment), if applicable.

NOTE: DO NOT INCLUDE ANY INVESTMENTS IN THE CARLING PROJECTS: AURORA RIVER TOWERS, CARLING SPRING VILLAGE/PRAIRIE SPRING VILLAGE AND ROYAL VILLA ESTATES

THE CARLING PROJECTS WILL BE DEALT WITH IN A SEPARATE PROOF OF INVESTMENT PROCESS TO BE COMPLETED AT A LATER DATE.

Mail the completed Proof of Investment form together with "Schedule A" as soon as possible (and no later than July 27, 2007 at 1:00 p.m.) to:

ERNST & YOUNG Inc.
Receiver of the Integra Companies
c/o Jessica Caden
1000, 440 - 2 Avenue S.W.
Calgary, AB T2P 5E9

or Fax to: 403-206-5075, Attention: Jessica Caden

PROOF OF INVESTMENT

IN THE MATTER OF: **Integra Investment Service Ltd., Aurora River Tower Inc., Carling Springs Village Inc. and Carling Development (B.C.) Inc.** ("Integra" and collectively the "Integra Companies") and the investment of:

Investor Name: _____

Address: _____

Phone No.: _____

Facsimile No.: _____

Email Address: _____

(the "Investor")

1. I, _____ of _____
do hereby certify;
2. THAT I have knowledge of all the circumstances connected with this investment.
3. THAT I agree with the amount/s reflected on Schedule "A" hereto; [Delete if you do not agree]

OR

THAT as at September 8, 2006, the Investor had invested the principal amount of \$ _____ in relation to an investment in the project defined as _____ with Integra, which is not reflected in the information contained in Schedule "A" to this Proof of Investment. (Please attach documentation to support your Proof of Investment.) [Delete if you agree with the amount/s on Schedule "A" hereto]

DATED AT _____, this ____ day
of _____, 2007.

Print name of person signing

Signature of Witness

Signature

Schedule A

Address:

Line 1

Line 2

Line 3

Investor Name:

[illegible]

I am in agreement with the information provided in this schedule.

Name: _____
Print Name

Signature: _____

Date: _____

If you are in agreement with this schedule, please sign and date in the spaces provided and fax or mail before July 27, 2007

FAX **Attention: Jessica Caden**
Fax: (403) 206-5075

MAIL
Ernst & Young Inc.
Receiver and Manager of the Integra Companies
Ernst & Young Tower
1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5L9
CANADA

Attention: Jessica Caden

<u>Legend - Project Name</u>	
514	514-12 Ave SE
518	520-12 Ave SE
520	520-12 Ave SE
525	525-11 Ave SE
603	603-11 Ave SE
606	606-12 Ave SE
610	610-12 Ave SE
620/624	620-12 Ave SE and 624-12 Ave SE
626	626-12 Ave SE
628	628-12 Ave SE
KH	Kicking Horse
60 Sunpark	Community First Health Centre - 60' Sunpark Plaza SE
SD1	Serendipity
MR1	Community First Health Centre - MRI, 20 Sunpark Plaza SE
COP	Community First Health Centre - COP
MPLACE	Manchester Place

Note: Does not include any investments in the Carling Projects, Aurora River Tower, Carling Spring Village and Royal Villa Estates.

SCHEDULE “B”

INSTRUCTIONS TO CREDITORS RESPECTING PROOF OF CLAIM FORM

Note: A properly completed and supported Proof of Claim form must be submitted to the Receiver in order to be eligible for any potential dividend distributions.

Please follow these instructions when completing the Proof of Claim:

Heading: a) The name of the debtor has been supplied.
b) Provide the complete name and address, including postal code, where all notices or correspondence regarding your claim are to be forwarded.
c) Provide an account number, if applicable.

Clause 1: Please provide name and position of individual completing the form.

Clause 2: No action is needed.

Clause 3: a) The date of the receivership has been supplied.
b) Provide the amount of your claim in Canadian funds. The amount claimed for debts owing should be calculated to the **DATE OF RECEIVERSHIP ONLY**.
c) i) A Statement of Account must be attached in support of the amount claimed.
ii) Ensure that the final balance on your Statement of Account agrees to the amount claimed on the Proof of Claim form.
iii) The Statement of Account must specify each voucher/invoice and/or other evidence in support of the claim, together with the date of each charge and the amount thereof. A schedule which indicates only the **BALANCE OF ACCOUNT IS NOT SUFFICIENT**. The Statement of Account must be clearly marked "Exhibit A" and be attached to the Proof of Claim form submitted. If "Exhibit A" is not attached, your Proof of Claim will be returned.
iv) The Statement of Account must also include the last three months transactions, or if the creditor and the bankrupt are related as defined in Section 4 of the Bankruptcy and Insolvency Act (copy attached), the last twelve months transactions. These transactions must include payments and credits received from or allowed to the bankrupt as well as contra items (if any).

Clause 4: Choose the appropriate section (a), (b), (c) or (d) which properly applies to the status of your claim and check the appropriate line.

- a) (i) Applies if you are a creditor without any security or priority.
(ii) Applies if you are a creditor to whom any subsection of Section 136 is applicable. A copy of this section of the Bankruptcy and Insolvency Act is enclosed for your convenience. Please give details in the space provided.
- b) Applies to landlords.
- c) Applies if you are a creditor with a statutory or contractual claim against some specific asset of the debtor. Ensure you record the value of your security.
- d) Applies if you are a Farmer, Fisherman or Aquaculturist.

Clause 5: Copy of Section 4 of the Bankruptcy and Insolvency Act is provided for your convenience. Delete the inapplicable wording to indicate whether the creditor is related or not.

Clause 6: Complete this section if you have received any payments or issued any credits within three months prior to the date of receivership.

Closing: Ensure that the form is dated, witnessed and signed in the appropriate places. You must also print your name and indicate your position.

Mail the completed Proof of Claim form together with "Schedule A" as soon as possible and no later than July 27, 2007 at 1:00 p.m. MST to:

ERNST & YOUNG INC.
Ernst & Young Tower
1000, 440 - 2 Avenue S.W.
Calgary, Alberta T2P 5E9
Attention: Jessica Caden

Proof of Claim
(Section 50.1, subsections 65.2(4), 81.2(1), 102(2), 124(2), 128(1),
and paragraphs 51(1)(e) and 66.14(b) of the Act)

(All notices or correspondence regarding this claim must be forwarded to the following address):

In the matter of the receivership of **Integra Investment Service Ltd., Aurora River Tower Inc., Carling Springs Village Inc. and Carling Development (B.C.) Inc.** ("Integra" and collectively the "Integra Companies") of Calgary, Alberta and the claim of _____, creditor.

I, _____ (name of creditor or representative of the creditor), of _____ (city and province), do hereby certify:

1. That I am a creditor of (check all that apply):

☐ **Integra Investment Service Ltd.**

☐ **Aurora River Tower Inc.**

☐ **Carling Springs Village Inc.**

☐ **Carling Development (B.C.) Inc.**

(or that I am _____ of _____
(state position or title) (name of creditor)).

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of receivership, namely the **8th day of September 2006**, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit or solemn declaration) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)

4. Check and complete appropriate category:

☐ **A. UNSECURED CLAIM OF \$ _____**

That in respect of this debt, I do not hold any assets of the debtor as security and
(Check either (i) or (ii) description.)

(i) ☐ Regarding the amount of \$ _____, I do not claim a right to a priority.

- (ii) ☐ Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.

(Set out on an attached sheet details to support priority claim.)

- ☐ B. CLAIM OF LANDLORD FOR DISCLAIMER OF A LEASE \$ _____
That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are attached as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based)

- ☐ C. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

- ☐ D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST
OF \$ _____

That I hereby make a claim under subsection 31.2(1) of the Act for the unpaid amount of \$ _____.

(Attach a copy of sales agreement and delivery receipts.)

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act.
6. That the following are the payments that I have received from, and the credits that I have allowed to, the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: *(Provide details of payments and credits.)*

Dated at _____, this _____ day of _____, 2007.

Witness

Creditor

Phone Number: _____
Fax Number: _____
E-mail Address: _____

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

SCHEDULE “C”

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

AND IN THE MATTER OF THE RECEIVERSHIP
INTEGRA INVESTMENT SERVICE LTD., AURORA RIVER TOWERS INC.,
CARLING SPRINGS VILLAGE INC., AND
CARLING DEVELOPMENT (B.C.) INC.

NOTICE TO CREDITORS AND OTHERS

DATE OF RECEIVERSHIP: SEPTEMBER 8, 2006

NOTICE OF LAST DAY (CLAIMS BAR DATE) FOR THE FILING OF PROOFS OF CLAIM OR PROOFS OF
INVESTMENT

TO: CLAIMANT AND TO ANY OTHER PERSON OR PARTIES

PLEASE TAKE NOTICE that, pursuant to an Order of the Court of Queen's Bench of Alberta, Judicial District of Calgary made [DATE] (the "Claims Bar Order"), any persons with a Claim (as defined hereafter) relating to Integra Investment Service Ltd., Aurora River Towers Inc., Carling Springs Village Inc. and Carling Development (B.C.) Inc. (the "Claimants") arising prior to September 8, 2006, including any right or claim of any person, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind, which indebtedness, liability or obligation is in existence, and any interest that may accrue thereon which there is an obligation to pay, and costs which such person would be entitled to receive pursuant to the terms of any contract with such person or at law or in equity, by reason of the commission of a tort (intentional or unintentional), any breach of duty (including, without limitation, any legal, statutory, equitable or fiduciary duty), any right of ownership of or title to property or assets or to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise) against any property or assets, whether or not reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, not matured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, or any right or ability of any person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, (collectively a "Claim") must file a Proof of Claim or Proof of Investment, if applicable, with Ernst & Young Inc. (the "Receiver"), in its capacity as court appointed Receiver of Integra Investment Service Ltd., Aurora River Towers Inc., Carling Springs Village Inc. and Carling Development (B.C.) Inc. (the "Integra Companies"), by no later than 1:00 pm Mountain Standard Time on July 27, 2007 (the "Claims Bar Date").

PLEASE TAKE NOTICE that, pursuant to the provisions of the Claims Bar Order, any Claim not filed on or before the Claims Bar Date shall be extinguished and the Claimant shall be forever barred from asserting a claim or interest against the Integra Companies and their property and the holder of the Claim shall be barred, unless otherwise ordered by the Court.

PLEASE TAKE NOTICE that Claimants can download a copy of the Proof of Claim form or the Proof of Investment form at:

<http://www.ey.com/global/content.nsf/Canada/Integra>

Claimants must file their Proofs of Claim or Proofs of Investment with the Receiver by mail, fax, courier or hand delivery, so that the Proof of Claim or Proof of Investment is actually received by **1:00 pm Mountain Standard Time on July 27, 2007 at the following address:**

Ernst & Young Inc.,
Receiver and Manager of
The Integra Companies
c/o Jessica Caden
Ernst & Young Tower
1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5E9
CANADA
Phone: (403) 206-5153
Fax: (403) 206-5075

DATED: Calgary, Alberta, CANADA
June 8, 2007

IN THE COURT OF QUEEN'S BENCH
OF ALBERTA

JUDICIAL DISTRICT OF CALGARY

BETWEEN:

**VECKENSTEDT HOLDINGS INC., HERB
VECKENSTEDT, FRED PIPER, JOAN
PIPER, LIPOTH CONSULTING, AND PAUL
LIPOTH**

Plaintiffs

- and -

**INTEGRA INVESTMENT SERVICE LTD.
AND RUNDLE DEVELOPMENT CO-
OPERATIVE**

Defendants

CLAIMS PROCESS ORDER

BORDEN LADNER GERVAIS LLP

Barristers and Solicitors

1000 Canterra Tower

400 Third Avenue S.W.

Calgary, Alberta T2P 4H2

Attention: JOSEF G.A. KRÜGER

Telephone: (403) 232-9563

Fax: (403) 266-1395

File No. 413255-000007

CLERK OF THE COURT

JUN 06 2007

CALGARY, ALBERTA