COURT FILE NUMBER	1201-08478
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, AS AMENDED AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9 AND IN THE MATTER OF FOUNDATION MORTGAGE CORPORATION AND FOUNDATION MORTGAGE "2" CORPORATION
DOCUMENT	TENTH REPORT OF THE MONITOR JANUARY 4, 2016
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MONITOR Ernst & Young Inc. 1000, 440 - 2nd Avenue SW Calgary, Alberta T2P 5E9 Attention: Neil Narfason / Cassie Riglin Telephone: 403-206-5067 / 403-206-5106 Fax: 403-206-5075 Email: Neil.Narfason@ca.ey.com Cassie.Riglin@ca.ey.com COUNSEL McCarthy Tétrault LLP Suite 4000, 421 7th Avenue SW Calgary AB T2P 4K9 Attn: Sean Collins / Walker MacLeod Telephone: 403-260-3531 / 403-260-3710 Email: scollins@mccarthy.ca wmacleod@mccarthy.ca

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INTRODUCTION

1. On July 5, 2012, Foundation Mortgage Corporation ("FM1") and Foundation Mortgage "2" Corporation ("FM2") sought and obtained protection from their creditors under the Companies' Creditors Arrangement Act, R.S.C. 1985 c. C-36, as amended, (the "CCAA") pursuant to an order of this Honourable Court (the "Initial Order").

2. Pursuant to the Initial Order, Ernst & Young Inc. was appointed monitor of FM1 and FM2 (the "Monitor").

3. FM1 and FM2 are sometimes collectively referred to as the "Companies" or the "Debtors".

4. Pursuant to an order of this Honourable Court dated July 5, 2012, BTM Advisory Services Inc. ("BTM") was appointed the Chief Restructuring Officer ("CRO") of both FM1 and FM2.

5. The purpose of this tenth report (the "Tenth Report") of the Monitor is to provide this Honourable Court with:

   a) An update on the restructuring efforts for FM1 and FM2 since the ninth report of the Monitor dated January 23, 2015 (the "Ninth Report");

   b) The forecast to actual cash flow results for FM1 and FM2 from January 23, 2015 to December 31, 2015 (the "Reporting Period");

   c) The cash flow forecasts (the "Forecasts") from January 1, 2016 to June 30, 2016 (the "Forecast Period");

   d) The Debtors' request for an extension of the Stay Period; and

   e) The Monitor's recommendation.

6. Capitalized terms not defined in this Tenth Report are as defined in the Initial Order.

7. All references to dollars are in Canadian currency unless otherwise noted.

BACKGROUND

8. Background for the Debtors together with other information regarding these CCAA proceedings, have been posted by the Monitor on its website at: www.ey.com/ca/foundationgroup.

TERMS OF REFERENCE

9. In preparing this Tenth Report, the Monitor has relied upon unaudited financial information, company records and discussions with the CRO. The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance in respect of the Information. Future orientated financial information relied upon in this report is based on management's assumptions regarding future events and actual results achieved will vary from this information and the variations may be material.

RESTRUCTURING EFFORTS

10. Details surrounding the ongoing restructuring efforts for FM1 and FM2 are set out in the affidavit of Mr. Gary L. Bentham sworn December 23, 2015.

11. The time line for anticipated disposition of the FM's assets is proceeding; however, given the complexity of certain property developments, environmental concerns and the fact that the FM mortgages are subordinate to certain senior debt positions and the realization process is taking far longer than anticipated.

Foundation Homes Inc.

12. As described in the Ninth Report, on December 18, 2014, FM1 successfully obtained a bankruptcy order as against FHI and Ernst and Young Inc. was appointed as the Trustee in Bankruptcy (the "Trustee").

13. FM1 filed a proof of claim in the FHI bankruptcy on January 8, 2015, claiming an unsecured amount of $1,343,069.

14. The Trustee is working to finalize the administration of the FHI bankruptcy. It is estimated that FM1 will receive a dividend from the bankruptcy estate of FHI of approximately $200,000 in early 2016.

15. After payment of the dividends to creditors, the administration of the bankruptcy of FHI will be completed. No further recoveries are expected.

Calaway

16. The Calaway lands were owned by 1357686 Alberta Ltd. ("135"), a related party. The sale of the Calaway lands was approved by Order of this Honourable Court on April 30, 2014 and the sale closed May 29, 2014. The lands were sold for consideration of $8,450,000 cash and a vendor take back mortgage ("VTB Mortgage") of $1,800,000 convertible in to equity units of the purchaser, or redeemed at the option of the purchaser for $3,150,000.

17. On December 31, 2015, the VTB Mortgage was converted into equity units of the purchaser ("Equity Units").

18. FM1 and FM2 have secured mortgages against the Calaway lands which may attach to some of the Equity Units. Certain related party creditors are contesting the validity and priority of the FM1 and FM2 mortgages and, as such, amounts recoverable by FM1 and FM2 will be dependent upon the determination of priority of the respective security interests of the FM1 and FM2 mortgages as well as a third party mortgage originally registered against the Calaway Lands. That dispute was put on hold pending the VTB Mortgage being repaid or converted to equity units of the purchaser. The various parties will address the dispute regarding the validity and priority of the mortgages once it has been determined that there is value in the Equity Units. As a result, the Monitor is unable to provide an estimate of recovery to FM1 and FM2 from the Calaway sale at this time.

19. The Companies have been working actively with these related parties to reach a resolution of the validity and priority of the FM1 and FM2 mortgages.

Calmar

20. The Calmar lands are secured by a mortgage registered in favour of FM1, which mortgage was pledged as security for a loan granted by FM1 to 1330075 Alberta Ltd. ("133"), a related entity currently in receivership proceedings. The principal amount of the loan from FM1 to 133 was $2.7 million. With accrued interest, the amount outstanding on that loan is approximately $5.8 million. The FM1 mortgage is registered in third and fourth place on titles to the Calmar lands.

21. The enforceability of certain mortgages, known as the UDI Mortgages, registered ahead of FM1's mortgage was in question and an application originally filed by the Receiver of 133 on September 3, 2013 for a determination on the enforceability of those mortgages was scheduled to be heard on November 17, 2014; however, the decision was reserved. The

outcome of that application will determine the amount payable to FM1, in the event the Calmar lands are sold. Prior to the November 17, 2014 application, FM1 worked with another mortgagee, Calmar Lands Ltd. to put forth a proposal to the holders of the UDI Mortgages (the "UDI Mortgagees") to settle the dispute regarding the UDI Mortgages. A large number of the UDI Mortgagees accepted the proposal, which means that regardless of the ultimate outcome on the enforceability of the UDI Mortgages, if the Calmar lands are sold, there will be recoveries to FM1.

22. The Calmar lands remain listed for sale and the Monitor understands that Talisman Energy is currently attending to environmental reclamation on the lands. The Monitor is cautiously optimistic that once the reclamation is completed, the Calmar lands will have a higher likelihood of sale. The Companies' require a lengthy extension of the stay of proceedings to allow this to occur.

FORECAST TO ACTUAL RESULTS

FM1

23. The cash flow forecast to actual results are attached at Appendix A and contain the cash receipts and disbursements incurred to date for FM1 as compared to the cash flow forecast previously provided to this Court in the Ninth Report.

24. Outlined below is a summary of the actual results to December 31, 2015:

Cash Flow Forecast January 23, 2015 - December 31, 2015 Forecast to Actual Analysis			Table 1
	Foundation Mortgage Corporation		
	Forecast	Actual	Variance
Cash receipts:			
Recovery of funds from FM2	$ 1,575	$ -	$ (1,575)
Cash disbursements:			
CCAA consulting fees and operating expenses	8,925	5,926	2,999
CCAA professional fees	214,779	46,209	168,570
Administration charge offset	(162,279)	-	(162,279)
Total disbursements	61,425	52,134	9,291
Net cash flows for period	(59,850)	(52,134)	7,716
Cash, beginning of period	83,746	83,740	-
Cash, end of period	$ 23,896	$ 31,606	$ 7,716

25. FM1 had no cash receipts during the Reporting Period. FM2 has not repaid FM1 for any of operating expenses and professional fees paid on its behalf.

26. Cash disbursements for the Reporting Period total $52,134 which is $9,291 lower than expected. The positive variance relates primarily to lower than expected professional fees.

27. As a result of the above variances, FM1 had a total positive cash flow variance of $7,716 for the Reporting Period. FM1 is relying on the CCAA Administration Charge to manage its cash flows.

FM2

28. The cash flow forecast to actual results are attached at Appendix A and contain the cash receipts and disbursements incurred to date for FM2 as compared to the cash flow forecast previously provided to this Court in the Ninth Report.

29. Outlined below is a summary of the actual results to December 31, 2015:

Cash Flow Forecast January 23, 2015 - December 31, 2015 Forecast to Actual Analysis			Table 2
	Foundation Mortgage "2" Corporation		
	Forecast	Actual	Variance
Cash receipts:			
Recovery of funds from FM2	$ (1,575)	$ -	$ 1,575
Cash disbursements:			
CCAA consulting fees and operating expenses	7,155	4,965	2,190
CCAA professional fees	7,500	-	7,500
Administration charge offset	-	-	-
Total disbursements	14,655	4,965	9,690
Net cash flows for period	(16,230)	(4,965)	11,265
Cash, beginning of period	16,230	16,230	-
Cash, end of period	$ -	$ 11,265	$ 11,265

30. FM2 had no cash receipts during the Reporting Period.

31. CCAA consulting and professional fees for Reporting Period for FM2 total $4,965 which is $9,690 lower than expected. FM2 has not repaid FM1 for any of operating expenses and professional fees paid on its behalf.

32. As a result of the above variance, FM2 had a total positive cash variance of $11,265 for the Reporting Period. FM2 is relying on the CCAA Administration Charge and borrowings from FM1 to manage its cash flows.

CASH FLOW FORECASTS THROUGH JUNE 30, 2016

33. FM1 and FM2, with the assistance of the CRO and the Monitor, have prepared Forecasts for the Forecast Period which are attached as Appendix B. The Forecasts are based on the most current information available.

34. The table below summarizes the cash flows for the Forecast Period:

Cash Flow Forecast January 1, 2016 to June 30, 2016	FM1	FM2
RECEIPTS		
Distribution from Foundation Homes Inc.	$ 200,773	$ -
DISBURSEMENTS		
CCAA consulting fees and operating costs	3,200	2,300
CCAA professional fees	173,832	8,965
Total disbursements	177,032	11,265
Net cash flows	23,741	(11,265)
Opening cash	31,606	11,265
Ending cash	$ 55,347	$ -

Table 3

35. As summarized above, FM1 is projecting cash receipts of approximately $200,000 from FHI during the Forecast Period. No recoveries have been included in respect of Calmar or Calaway described above due to the timing and uncertainty of recovery.

36. FM1 is forecasting disbursements of $177,032 during the Forecast Period relating primarily to professional fees.

37. FM2 is projecting no cash receipts during the Forecast Period.

38. FM2 is forecasting cash disbursements of $11,265 to pay CCAA professional fees and consulting costs.

39. Neither of the Forecasts has estimated professional fees that would be incurred if plans of arrangement are prepared by one or both FMs. Whether plans of arrangement can be prepared for the FM's is dependent on the ultimate monetization strategy for each of the Companies' mortgages and assets.

40. The Monitor has reviewed the assumptions supporting the Forecasts and believes the assumptions to be reasonable in the circumstances.

THE COMPANIES' REQUEST FOR AN EXTENSION OF THE STAY PERIOD

41. Pursuant to the Order of this Honourable Court dated December 14, 2015 the Stay Period expires on January 11, 2016 for FM1 and FM2.

42. FM1 and FM2 are seeking an extension of the Stay Period up to and including June 30, 2016 (the "Stay Extension").

43. The Stay Extension is necessary to allow FM1 and FM2 to carry out the realization process for each of the Companies' assets described above. The Monitor is of the view that the length of the Stay Extension is reasonable as it provides the Companies with a realistic timeframe to pursue recoveries as noted above while minimizing administrative costs.

44. In the Monitor's view, FM1 and FM2 are acting in good faith and with due diligence.

MONITOR'S RECOMMENDATION

45. The Monitor recommends that this Honourable Court approve the Stay Extension.

Dated at Calgary, this 4th day of January, 2016.

ERNST & YOUNG INC.
in its capacity as Monitor of
FM1 and FM2 and not in its
personal or corporate capacity

Cassie Riglin

Neil Narfason, CA•CIRP, CBV
Senior Vice-President

Cassie Riglin, CA
Senior Manager

Appendix A

Cash Flow Forecast
January 23, 2015 - December 31, 2015
Forecast to Actual Analysis

	Notes	Foundation Mortgage Corporation			Foundation Mortgage "2" Corporation		
		Forecast	Actual	Variance	Forecast	Actual	Variance
Cash receipts:							
Recovery of funds from FM2	1	$ 1,575	$ -	$ (1,575)	$ (1,575)	$ -	$ 1,575
Cash disbursements:							
CCAA consulting fees and operating expenses	2	8,925	5,926	2,999	7,155	4,965	2,190
CCAA professional fees	3	214,779	46,209	168,570	7,500	-	7,500
Administration charge offset	3	(162,279)	-	(162,279)	-	-	-
Total disbursements		61,425	52,134	9,291	14,655	4,965	9,690
Net cash flows for period		(59,850)	(52,134)	7,716	(16,230)	(4,965)	11,265
Cash, beginning of period		83,746	83,740	-	16,230	16,230	-
Cash, end of period		$ 23,896	$ 31,606	$ 7,716	$ -	$ 11,265	$ 11,265

Notes and Assumptions

1 FM1 has paid operating expenses and professional fees on behalf of FM2 pursuant to a $250,000 credit facility approved by Court Order on November 23, 2012. FM2 has drawn $71,000 on that facility, and repayment of funds has not been completed. FM2 still owes FM1 $71,000 for CCAA expenses funded by FM1 on its behalf.

2 CCAA consulting fees and operating expenses consisted of investor relations fees, appraisal costs and bank service charges. The amounts incurred were less than planned.

3 At December 3, 2015, estimated unpaid invoiced and unbilled professional fees amounted to $132,832. Of this amount, $113,000 was outstanding at January 27, 2015.The payments for the period were less than forecast due to insufficient funds and the necessity of maintaining minimum cash balances.

Appendix B

Cash Flow Forecast
January 1, 2016 to June 30, 2016

Table 3

	Notes	FM1	FM2
RECEIPTS			
Distribution from Foundation Homes Inc.		$ 200,773	$ -
DISBURSEMENTS			
CCAA consulting fees and operating costs	1	3,200	2,300
CCAA professional fees	2	173,832	8,965
Total disbursements		177,032	11,265
Net cash flows	3	23,741	(11,265)
Opening cash		31,606	11,265
Ending cash		$ 55,347	$ -

Notes and Assumptions

1 CCAA consulting fees and operating expenses consist of monthly investor communication fees and bank charges.

2 At December 31, 2015 there are unpaid and estimated unbilled professional fees owing by FM1 of $133,382. Additional estimated fees of $40,000 are required to wind up the CCAA proceedings.

3 The cash flow forecast does not include potential recoveries from the following:
- potential recoveries from the sale of the Calmar Lands on which FM1 holds third charge mortgages. A settlement proposal has beenaccepted from a first charge secured creditor whose security may not be enforceable. Upon sale of the lands, FM1 expects to receive a minimum of $150,000 from the sale proceeds.
- recoveries from the proceeds of sale of the Calaway Lands against which FM1 has a first mortgage, and FM2 a mortgage with second and third charges on separate parcels of lands. The priority of FM's claims are being challenged by the Receiver /Manager of 1357686 Alberta Ltd. ("135"), the owner of the lands. There are potential recoveries in excess of $1,850,000 eventually distributable to the creditors of 1357686 and the portion distributable to the FM's will depend upon the resolution of the priority of the respective claims.