Form 49
[Rule 13.19]

Clerk's Stamp

COURT FILE NUMBER	1201-10693
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 HARVEST GROUP GP CORPORATION AND 1610822 ALBERTA LTD.**
DOCUMENT	**AFFIDAVIT OF GARY L. BENTHAM SWORN DECEMBER 14 , 2012**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	**NORTON ROSE CANADA LLP** 400 3rd Avenue SW, Suite 3700 Calgary, Alberta T2P 4H2 CANADA Phone: +1 403.267.8222 Fax: +1 403.264.5973 Attention: Howard A. Gorman Randal S. Van de Mosselaer File No. 284891

I, Gary L. Bentham, of the City of Calgary in the Province of Alberta, chartered accountant, SWEAR AND SAY THAT:

1 I am the president of BTM Advisory Services Inc. ("BTM"), which has been appointed as the Chief Restructuring Office (the "CRO") of each of the Applicants [as that term is defined in the Initial Order granted in the within action on August 24, 2012 (the "Initial Order")] and as such I have personal knowledge of the matters and facts hereinafter deposed to, except where stated to be based on information and belief and where so stated, I verily believe the same to be true.

Applicants Update

2 The Applicants sought and obtained creditor protection under the *Companies' Creditors Arrangement Act* (the "CCAA") pursuant to the Initial Order. The stay of proceedings granted in the Initial Order was extended

3 As CRO of the Applicants I have been working diligently since BTM's appointment to review the Applicants' businesses, assets and liabilities in order to better understand the nature and value of the Applicants' assets and to assess restructuring opportunities available to the Applicants. In doing so, I have been working closely with Noel Winter, the real estate professional who has been assisting the Applicants and certain related entities with their restructuring efforts, with a view to determining how best to preserve and maximize value for the Applicants' stakeholders.

Harvest Group GP Corporation ("Harvest Group GP")

4 We continue to examine the books and records of Harvest Group GP. Those records are incomplete and the reconstruction of those records has taken longer than anticipated. Harvest Group GP's primary assets consist of the ownership of a 50% undivided interest in 48 acres of development property in Telford Lake (as that term is defined in the August 23, 2012 Affidavit of Ron Aitkens sworn in the within proceedings) and 289 acres of agricultural land near Grannum, Alberta (the "Grannum Lands"). The CRO and the Monitor are in the process of investigating title to the Grannum Lands.

5 The Telford Lake lands formerly consisted of 132 acres of land, in parcels of 48 acres and 84 acres respectively. It is owned by a joint venture in which Harvest Group GP owns a 50% interest. The 84 acres parcel was subject to $6.5 million of debt owing to Ziad (as that term is defined in the August 23, 2012 Affidavit of Ron Aitkens sworn in the within proceedings) the vendor of the property. By consent order dated November 28, 2012 that parcel was returned to Ziad in exchange for a Release from Ziad in favour of Harvest Group GP by which Ziad released Harvest Group GP from any debt owing to Ziad by Harvest Group GP or any claims by Ziad against Harvest Group GP.

6 Harvest Group GP is currently engaged in negotiations with 152 (as that term is defined in the August 23, 2012 Affidavit of Ron Aitkens sworn in the within proceedings) with respect to the acquisition by 152 of the Harvest Group GP undivided interest in the remaining 48 acres. Discussions in this regard are ongoing. Harvest Group GP is indebted to 152 for approximately $720,000.

7 There is a $1 million first mortgage registered on the Grannum Lands, of which we understand there is approximately $600,000 owing under the mortgage.

8 Harvest Group GP does not have the resources to complete the development of the Telford Lake Lands or the Grannum Lands, or the resources to service or repay the debt associated with those properties.

9 Harvest Group GP believes it is in the best interests of all stakeholders that it be given additional time to conclude negotiations with 152 and potential purchasers of the Grannum Lands.

1610822 Alberta Ltd. ("161")

10 161 is the general partner of Cimarron Developments LP ("Cimarron LP"). 161 owns 60 acres of development land and has an purchaser's interest in 93 acres of adjacent lands (the "Cimarron Lands") in Medicine Hat Alberta. As described in the August 23, 2012 Affidavit of Ron Aitkens sworn in the within proceedings, title to these lands is in the name of Harvest Group GP, but the beneficial owner of the lands is Cimarron LP.

11 As described in the August 23, 2012 Affidavit of Ron Aitkens sworn in the within proceedings, the Cimarron Lands consist of Cimarron Lot 1, Cimarron Lot 2, and Cimarron Lot 3:

(a) Cimarron Lot 1 is a lot of 30 acres, out of which a subdivision of 7 acres for commercial use has been completed and will be registered upon the payment of approximately $320,000 in levies to the City of Medicine Hat. The City of Medicine Hat has granted an extension to October 15, 2013 for payment of those levies. Bancorp Balance Mortgage Fund Ltd. ("Bancorp"), the holder of the first mortgage on this parcel has commenced foreclosure proceedings and has commenced the judicial sale process. Bancorp has listed the property with Avison Young and has advised us that no offers to purchase the property have been received to date. In addition to Bancorp, there are a series of second and third mortgages registered on this parcel;

(b) Cimarron Lot 2 is also a lot of 30 acres. B2B Trust ("B2B") holds a $1 million first mortgage on this parcel, which is in default. 161 has reached an accommodation with B2B in connection with this mortgage, and B2B has consented to an extension of the stay of proceedings to March 31, 2013 on certain conditions that 161 is prepared to meet.

(c) Cimarron Lot 3 is 93 acres, title to which is in the name of Hatview Dairy Farm Ltd. Hatview Dairy Farm Ltd is owed approximately $4.8 million under the Agreement for Sale to 161, and that Agreement is in default.

12 Cimarron LP does not have the resources to develop the property or service or repay the existing debts against the lands. We have been in negotiation with several parties to accomplish the sale of some or all of the Lands, however we have not yet reached agreement.

13 161 believes it is in the best interests of all stakeholders that it be given additional time to conclude negotiations with potential purchasers of the Lands.

Extension of Stay Period

14 The Applicants have been working diligently and in good faith with their advisors and the Monitor toward identifying the nature and value of their assets, determining a sales and development strategy for certain assets and have been working with prior mortgagees and our joint venture partner to reach resolutions on matters in dispute. In order to continue this process and commence the development of a Plan of Arrangement for presentation to creditors, the Applicants seek an extension of the stay period granted in the Initial Order, up to and including March 31, 2013.

Relief Requested

15 I make this Affidavit in support of applications by the Applicants for an order of this Honourable Court extending the stay of proceedings up to and including March 31, 2013.

SWORN BEFORE ME at Calgary, Alberta, this 14th day of December, 2012.	)	
	)	
Commissioner for Oaths in and for the Province of Alberta	)	GARY L. BENTHAM

RANDAL S. VAN de MOSSELAER
Barrister & Solicitor