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

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
LEGACY COMMUNITIES INC., AIRDRIE CAPITAL CORPORATION and AIRDRIE COUNTRY ESTATES INC., RAILSIDE CAPITAL INC., RAILSIDE INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC. and FOUNDATION PLACE INC.

Proof of Claim FOUNDATION PLACE INC. ("FPI")
For Claims Arising Before March 21, 2012
(See Reverse for Instructions)

Regarding the claim of ____(referred to in this form as "the creditor") **(name of creditor)**

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

____

____

____

Telephone: ____ Fax:____

I, ____ residing in the____

(name of person signing claim) **(city, town, etc.)**

of ____ in the Province of ________________________________

(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
   or
   ☐ I am ____ of the creditor.
   (if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. FPI was, as at March 21, 2012, and still is indebted to the creditor in the sum of **$___________________** as shown by the statement of account attached hereto and marked "Schedule A". Claims should **not** include the value of goods and/or services supplied or claims arising after March 21, 2012. If a creditor's claim is to be reduced by deducting any counter claims to which FPI is entitled and/or amounts associated with the return of equipment and/or assets by FPI, please specify.

   The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

   B. The indebtedness referred to in paragraph 3. A. is in the following currency:

   ☐ Canadian Dollars

   ☐ United States Dollars

4. A. ☐ **Unsecured claim**. $_________________________. In respect to the said debt, the creditor does not and has not since March 21, 2012, held any assets of FPI as security.

   B. ☐ **Secured claim**. $___________________________. In respect of the said debt, the creditor holds assets of FPI valued at $ ________________ as security:

   ***Provide full particulars of the security**, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B"*

Dated at ____, this ____ day of ______________, 2012.
Insert city and date of signature

____ ____
Witness **(signature of individual completing the form)**

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.

2. The person signing the form must have knowledge of the circumstances connected with the claim.

3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should **not** include the value of goods and/or services arising after March 21, 2012. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

   B. Tick the appropriate currency.

4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

   Ticking (A) indicates the claim is unsecured;

   Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule “B” and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

   A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by August 21, 2012, to both FPI and the Monitor at the below addresses:

Foundation Place Inc.
Attn: Robyn Gurofsky
1900, 520 3rd Ave SW
Calgary, AB T2P 0R3
RGurofsky@blg.com
Fax: 403-266-1395

Ernst & Young Inc.
Attn: Jessica Caden
1000,440 2nd Ave SW
Calgary, AB T2P 5E9
Jessica.Caden@ca.ey.com
Fax: 403-206-5075

Additional information regarding FPI and the CCAA process, as well as copies of claims documents may be obtained at http://www.ey.com/ca/foundationgroup. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5394.

Note: Any claim not filed by August 21, 2012 will, unless otherwise ordered by the Court of Queen’s Bench of Alberta, be barred and may not thereafter be advanced against FPI.