I hereby certify this to be a true copy of
the original Order
Dated this 5 day of July, 2012
for Clerk of the Court

CLERK OF THE COURT
FILED
Clerk's Stamp
JUL 05 2012
JUDICIAL CENTRE
OF CALGARY

COURT FILE NUMBER	**1101-17318**
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 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.**
DOCUMENT	**ORDER** **(Claims Process Railside Capital Inc. and Railside Industrial Park Inc.)**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Patrick T. McCarthy Q.C./Robyn Gurofsky Borden Ladner Gervais LLP 1900, 520 3rd Ave. S.W. Calgary, AB T2P 0R3 Telephone: (403) 232-9441/232-9774 Facsimile: (403) 266-1395 Email: RGurofsky@blg.com File No. 439537-000003

DATE ON WHICH ORDER WAS PRONOUNCED: July 5, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Justice B.E.C. Romaine

UPON the application of Railside Capital Inc. ("Railside Capital") and Railside Industrial Park Inc. ("Railside Industrial") (sometimes collectively referred to as "Railside"); AND UPON having read the Affidavit of Ronald Aitkens dated July 3, 2012 with respect to the proposed claims process for Railside, filed, and such other pleadings and affidavits filed in the within proceeding; AND UPON hearing the submissions of counsel for Railside, Ernst & Young Inc. in its capacity as monitor of Railside (the "Monitor"), Ronald Aitkens, the Unsecured Creditors Committee and other counsel in attendance at the hearing of this matter;

IT IS HEREBY ORDERED THAT:

1. The Monitor shall on or before July 30, 2012, in cooperation with Railside, send a notice by regular mail, email, courier service or facsimile to each known creditor of Railside Capital and Railside Industrial (sometimes referred to herein as the "Creditors"), as identified to it by Railside, indicating the amount of such creditor's claim against Railside Capital or Railside Industrial as of March 21, 2012 (the "Notice to Creditor"). In the circumstance of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Railside is prepared to allow as a claim by such creditor. The Notice to Creditor shall state whether a creditor's claim is secured or unsecured. Notices to Creditor substantially in the form attached as Schedule "A" to this Order is hereby approved with respect to Railside Capital and Railside Industrial.

2. The Monitor shall also send, together with the Notice to Creditor, a Proof of Claim to each creditor or possible creditor described above. If a creditor wishes to dispute Railside's assessment of its claim in the Notice to Creditor, it must complete and forward to Railside on or before August 21, 2012, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount, and/or claiming secured status if applicable, supported by appropriate documentation. In the event that a Proof of Claim is not received by Railside as the case may be, by August 21, 2012, the amount of such creditor's claim and its status as secured or unsecured will, unless otherwise ordered by this Court, be conclusively deemed to be as shown in the Notice to Creditor sent by Railside. Proofs of Claim substantially in the form attached as Schedule "B" to this order are hereby approved for each of Railside Capital and Railside Industrial.

3. The Monitor shall also:

a) arrange to publish a Notice to Creditor Advertisement in the Calgary Herald newspaper on or before July 30, 2012, (an advertisement substantially in the form of

Notice to Creditor Advertisement attached as Schedule "C" to this Order is hereby approved); and

b) arrange to have a copy of this order, the form of Notice to Creditor and Proof of Claim available on its website.

4. Any party who does not receive a Notice to Creditor and who wishes to advance a claim against Railside Capital or Railside Industrial must complete and forward to Railside as the case may be, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, with a copy to the Monitor, on or before August 21, 2012.

5. Where a Proof of Claim is sent to Railside by a creditor prior to the deadline referred to herein, either as a result of disagreement with the Notice to Creditor or otherwise, then the Monitor, with input from Railside, shall review the Proof of Claim and provide to the creditor a notice in writing by regular mail, email, courier service or facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor, with the assistance of Railside, shall issue a Notice of Dispute indicating the reasons for the dispute. Notices of Dispute substantially in the form attached as Schedule "D" to this Order is hereby approved with respect to each of Railside Capital and Railside Industrial.

6. Where a creditor wishes to challenge the Notice of Dispute, the creditor must notify Railside with a copy to the Monitor, of its objection in writing by registered mail, courier service or facsimile within fifteen (15) days of receipt of the Notice of Dispute. The creditor shall thereafter serve on Railside, with a copy to the Monitor, a filed Application together with supporting Affidavit in these proceedings returnable within ten (10) days after it gave its notice of objection, for the determination by the Court of the claim in dispute. Creditors not filing an objection to a Notice of Dispute issued by Railside, or failing to file an Application with supporting Affidavit in accordance within the time period set out above shall, unless otherwise ordered by this Court, be conclusively deemed to have accepted the assessment of their claims set out in such Notice of Dispute.

7. Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by this Court, be deemed to be forever barred and may not thereafter be

advanced against either Railside Capital or Railside Industrial in the event that a plan of arrangement is approved by creditors, sanctioned by this Honourable Court, and implemented.

8. Railside shall serve a copy of this Order on all parties attending at the hearing of the within application and the Monitor shall post a copy of this Order on its website and include the address of the website with the materials sent to creditors and claimants of Railside Industrial and Railside Capital, as the case may be, which together shall be deemed good and sufficient service of this Order upon all interested parties.

"B.E.C. Romaine"

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

ENTERED THIS 5th DAY OF
July, 2012.

Clerk of the Court

SCHEDULE “A” – Notice to Creditor

SCHEDULE “B” – Proof of Claim

SCHEDULE “C” – Notice to Creditor Advertisement

SCHEDULE “D” – Notice of Dispute

NAME OF JUSTICE WHO MADE THIS ORDER: Justice B.E.C. Romaine

Schedule "A"

Schedule "A"

NOTICE TO CREDITOR OF RAILSIDE CAPITAL INC.

TO: [NAME AND ADDRESS OF CREDITOR]

On March 21, 2012, Railside Capital Inc. ("Railside Capital") applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court) pursuant to the *Companies Creditors' Arrangements Act* (the "CCAA"). Ernst & Young Inc. was appointed Monitor of Railside Capital (the "Monitor"). It is the intention of Railside Capital to propose a plan of compromise and arrangement to its creditors.

On July 5, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of Railside Capital and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order may be viewed at www.ey.com/ca/foundationgroup.

Pursuant to the Claims Process Order, the Monitor, in cooperation with Railside Capital, is to send a notice to each known creditor of Railside Capital (the "Notice to Creditor") indicating the amount of such creditor's claim as of March 21, 2012. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Railside Capital is prepared to allow as a claim by such creditor.

All claims against Railside Capital are listed as unsecured based on the records of Railside Capital.

RAILSIDE CAPITAL HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST RAILSIDE CAPITAL, AS OF MARCH 21, 2012, WAS AN UNSECURED CLAIM IN THE AMOUNT OF $________.

IN THE EVENT THAT YOU AGREE WITH RAILSIDE CAPITAL'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION.

HOWEVER, IF YOU WISH TO DISPUTE RAILSIDE CAPITAL'S ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to Railside Capital, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by Railside Capital and the Monitor no later than **August 21, 2012**. If no such Proof of Claim is received by Railside Capital and the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

The Claims Process Order also provides that any party who does not receive a Notice to Creditor and who wishes to advance a claim against Railside Capital must complete and forward to Railside Capital, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, with a copy to the Monitor, on or before **August 21, 2012**.

Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by the Court, be deemed to be forever barred and may not thereafter be advanced against Railside Capital.

Where a Proof of Claim is sent to Railside Capital by a creditor, Railside Capital and the Monitor will review the Proof of Claim and provide to the creditor a notice in writing by registered mail, by courier service, email or by facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, Railside Capital or the Monitor will issue a Notice of Dispute indicating the reasons for the dispute.

The Claims Process Order further provides that where a creditor objects to a Notice of Dispute, the creditor must notify Railside Capital, with a copy to the Monitor, of the objection in writing by registered mail, courier service, email or facsimile within fifteen (15) days of receipt of the Notice of Dispute. The creditor shall thereafter serve on Railside Capital, with a copy to the Monitor, a filed Application with a supporting Affidavit in Railside Capital's CCAA proceedings, returnable within ten (10) calendar days after it gave its notice of objection, for the determination by the Court of the claim in dispute.

If you have any questions regarding the claims process or the attached materials, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5394.

Dated the ______ day of July, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of Railside Capital Inc.

per:

____

Schedule "A"

NOTICE TO CREDITOR OF RAILSIDE INDUSTRIAL PARK INC.

TO: [NAME AND ADDRESS OF CREDITOR]

On March 21, 2012, Railside Industrial Park Inc. ("Railside Industrial") applied for and received protection from its creditors by order of the Court of Queen's Bench of Alberta (the "Court) pursuant to the *Companies Creditors' Arrangements Act* (the "CCAA"). Ernst & Young Inc. was appointed Monitor of Railside Industrial (the "Monitor"). It is the intention of Railside Industrial to propose a plan of compromise and arrangement to its creditors.

On July 5, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of Railside Industrial and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order may be viewed at *www.ey.com/ca/foundationgroup*.

Pursuant to the Claims Process Order, the Monitor, in cooperation with Railside Industrial, is to send a notice to each known creditor of Railside Industrial (the "Notice to Creditor") indicating the amount of such creditor's claim as of March 21, 2012. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Railside Industrial is prepared to allow as a claim by such creditor.

All claims against Railside Industrial are listed as unsecured based on the records of Railside Industrial.

RAILSIDE INDUSTRIAL HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST RAILSIDE INDUSTRIAL, AS OF MARCH 21, 2012, WAS AN UNSECURED CLAIM IN THE AMOUNT OF $________.

IN THE EVENT THAT YOU AGREE WITH RAILSIDE INDUSTRIAL'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION.

HOWEVER, IF YOU WISH TO DISPUTE RAILSIDE INDUSTRIAL'S ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to Railside Industrial, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by Railside Industrial and the Monitor no later than **August 21, 2012**. If no such Proof of Claim is received by Railside Industrial and the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

The Claims Process Order also provides that any party who does not receive a Notice to Creditor and who wishes to advance a claim against Railside Industrial must complete and forward to Railside Industrial, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, with a copy to the Monitor, on or before **August 21, 2012**.

Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by the Court, be deemed to be forever barred and may not thereafter be advanced against Railside Industrial.

Where a Proof of Claim is sent to Railside Industrial by a creditor, Railside Industrial and the Monitor will review the Proof of Claim and provide to the creditor a notice in writing by registered mail, by courier service, email or by facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, Railside Industrial or the Monitor will issue a Notice of Dispute indicating the reasons for the dispute.

The Claims Process Order further provides that where a creditor objects to a Notice of Dispute, the creditor must notify Railside Industrial, with a copy to the Monitor, of the objection in writing by registered mail, courier service, email or facsimile within fifteen (15) days of receipt of the Notice of Dispute. The creditor shall thereafter serve on Railside Industrial, with a copy to the Monitor, a filed Application with a supporting Affidavit in Railside Industrial's CCAA proceedings, returnable within ten (10) calendar days after it gave its notice of objection, for the determination by the Court of the claim in dispute.

If you have any questions regarding the claims process or the attached materials, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5394.

Dated the ______ day of July, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of Railside Industrial Park Inc.

per:

____

Schedule "B"

Schedule "B"

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 CAPITAL PARK INC., FOUNDATION PLACE CAPITAL INC. and FOUNDATION PLACE INC.

Proof of Claim RAILSIDE CAPITAL INC. ("Railside Capital")
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. Railside Capital 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 Railside Capital is entitled and/or amounts associated with the return of equipment and/or assets by Railside Capital, 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 Railside Capital as security.

   B. ☐ **Secured claim.** $______________________. In respect of the said debt, the creditor holds assets of Railside Capital 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

Schedule "B"

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 Railside Capital and the Monitor at the below addresses:

Railside Capital Inc.
Attn: Robyn Gurofsky
1900, 520 3rd Ave SW
Calgary, AB T2P 0R3

Ernst & Young Inc.
Attn: Jessica Caden
1000,440 2nd Ave SW
Calgary, AB T2P 5E9

Additional information regarding Railside Capital 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 Railside Capital.**

Schedule "B"

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

Proof of Claim RAILSIDE INDUSTRIAL PARK INC. ("Railside Industrial")
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. Railside Industrial 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 Railside Industrial is entitled and/or amounts associated with the return of equipment and/or assets by Railside Industrial, 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 Railside Industrial as security.

   B. ☐ **Secured claim.** $__________. In respect of the said debt, the creditor holds assets of Railside Industrial 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 Railside Industrial and the Monitor at the below addresses:

Railside Industrial Park Inc.
Attn: Robyn Gurofsky
1900, 520 3rd Ave SW
Calgary, AB T2P 0R3

Ernst & Young Inc.
Attn: Jessica Caden
1000,440 2nd Ave SW
Calgary, AB T2P 5E9

Additional information regarding Railside Industrial 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 Railside Industrial.

Schedule "C"

Schedule "C"

NOTICE TO THE CREDITORS OF FOUNDATION PLACE INC., FOUNDATION PLACE CAPITAL INC., RAILSIDE CAPITAL INC., AND RAILSIDE INDUSTRIAL PARK INC.

On March 21, 2012, Foundation Place Inc. and Foundation Place Capital Inc. ("Foundation Place "), Railside Capital Inc. and Railside Industrial Park Inc. ("Railside") applied for and received protection from their creditors by virtue of an order of the Court of Queen's Bench of Alberta (the "Court") granted pursuant to the *Companies Creditors' Arrangements Act* (the "CCAA"). The Court also appointed Ernst & Young Inc. as the Monitor ("Monitor") of each of Foundation Place and Railside in those proceedings. It is the intention of Foundation Place and Railside to propose one or more plans of compromise and arrangement to their creditors.

On July 5, 2012 the Court granted further orders establishing a process by which the identity and status of all creditors of Foundation Place and Railside and the amounts of their claims, will be established for purposes of the CCAA proceedings (the "Claims Process Order"). A copy of the Claims Process Order(s) may be viewed at www.ey.com/ca/foundationgroup, or may be obtained by contacting the Monitor at (403) 206-5139.

Pursuant to the Claims Process Order(s) the Monitor was required, by July 30, 2012, to send a notice to each known creditor of Foundation Place and Railside (the "Notice to Creditor"), as identified to it by the corporations, indicating the amount of such creditor's claim as of March 21, 2012. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor was sent containing the amount which Foundation Place or Railside is prepared to allow as a claim by such creditor.

CREDITORS RECEIVING A *NOTICE TO CREDITOR* WHO AGREE WITH THE AMOUNT SHOWN AS OWED TO THEM BY FOUNDATION PLACE OR RAILSIDE IN THE *NOTICE TO CREDITOR* NEED TAKE NO FURTHER STEPS TO PROVE OR PRESERVE THEIR CLAIMS.

ANY CREDITOR HAVING A CLAIM AGAINST FOUNDATION PLACE OR RAILSIDE WHO HAS NOT RECEIVED A *NOTICE TO CREDITOR* OR WHO DISAGREES WITH THE AMOUNT OR STATUS OF THE CLAIM AS INDICATED IN THE *NOTICE TO CREDITOR* MUST FILE A PROOF OF CLAIM WITH FOUNDATION PLACE OR RAILSIDE IN THE PRESCRIBED FORM, WITH A COPY TO THE MONITOR, BEFORE AUGUST 21, 2012 IN ORDER TO PARTICIPATE IN ANY VOTING OR DISTRIBUTIONS ASSOCIATED WITH THE CCAA PROCEEDINGS. CLAIMS NOT PROVEN IN ACCORDANCE WITH THESE PROCEDURES SHALL, UNLESS OTHERWISE ORDERED BY THE COURT, BE DEEMED TO BE FOREVER BARRED AND MAY NOT BE ADVANCED AGAINST FOUNDATION PLACE OR RAILSIDE.

Any creditor who chooses to file a Proof of Claim is required to provide whatever supporting documentation they may have, such as contracts, bonds, investment forms, cancelled cheques, bills of sale, receipts, or invoices in support of their claim, as at March 21, 2012.

All claims must be made in the prescribed "Proof of Claim" form together with the required supporting documentation and be postmarked or received by Foundation Place or Railside and the Monitor on or before the Claims Bar Date, being August 21, 2012.

The prescribed "Proof of Claim" form may be found at www.ey.com/ca/foundationgroup or can otherwise be obtained by contacting:

Ms. Jessica Caden
Ernst & Young Tower
1000, 440 2nd Avenue SW
Calgary, Alberta
T2P 5E9
CANADA
Phone: (403) 206-5394
Fax: (403) 206-5075

Ernst & Young Inc.
Monitor of Foundation Place Inc. and Foundation Place Capital Inc., Railside Capital Inc and Railside Industrial Park Inc.

Schedule "D"

Schedule "D"

Notice of Dispute of Claim

by

RAILSIDE CAPITAL INC. ("Railside Capital")

Take note that the **NOTICE OF CLAIM of**

____ **("Creditor") is**

DISPUTED

Railside Capital disputes:

___ the whole amount of your claim; or

___ part of your claim in the amount of $____________**(Amount disallowed)**; and/or

___ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you <u>must</u>:

- within fifteen (15) days of receipt of this Notice of Dispute, notify Railside Capital, with a copy to the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,

- within ten (10) calendar days after you give your notice of objection to Railside Capital and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on Railside Capital (with a copy to the Monitor), an Application in Railside Capital's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

If you do not file an objection to this Notice of Dispute or if you fail to file an Application with supporting Affidavit within the period prescribed above, thereafter you will, otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of your claims set out in this Notice of Dispute.

Schedule "D"

Address for Service of Objections to Notice of Dispute and Application:

Railside Capital Inc.,

1900, 520 – 3rd Avenue SW
Calgary, Alberta T2P 0R3
Attention: Robyn Gurofsky
Email: rgurofsky@blg.com
Telephone: (403) 232 -9774
Fax: (403) 266 -1395

Ernst & Young Inc., as Court appointed Monitor of RAILSIDE CAPITAL INC.

1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5E9
Attention: Jessica Caden
Email: jessica.caden@ca.ey.com
Telephone: (403) 206-5394
Fax: (403) 206-5075

Dated at Calgary, Alberta this ____ day of _____________, 2012.

Railside Capital Inc.

Per: ________________________________

cc Borden Ladner Gervais – Attention: Robyn Gurofsky

Schedule "D"

Notice of Dispute of Claim

by

RAILSIDE INDUSTRIAL PARK INC. ("Railside Industrial")

Take note that the **NOTICE OF CLAIM of**

____ **("Creditor") is**

DISPUTED

Railside Industrial disputes:

____ the whole amount of your claim; or

____ part of your claim in the amount of $__________**(Amount disallowed)**; and/or

____ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you <u>must</u>:

- within fifteen (15) days of receipt of this Notice of Dispute, notify Railside Industrial, with a copy to the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,

- within ten (10) calendar days after you give your notice of objection to Railside Industrial and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on Railside Industrial (with a copy to the Monitor), an Application in Railside Industrial's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

If you do not file an objection to this Notice of Dispute or if you fail to file an Application with supporting Affidavit within the period prescribed above, thereafter you will, otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of your claims set out in this Notice of Dispute.

Schedule "D"

Address for Service of Objections to Notice of Dispute and Application:

Railside Industrial Park Inc.,

1900, 520 – 3rd Avenue SW
Calgary, Alberta T2P 0R3
Attention: Robyn Gurofsky
Email: rgurofsky@blg.com
Telephone: (403) 232 -9774
Fax: (403) 266 -1395

Ernst & Young Inc., as Court appointed Monitor of RAILSIDE INDUSTRIAL PARK INC.

1000, 440 2nd Avenue SW
Calgary, Alberta T2P 5E9
Attention: Jessica Caden
Email: jessica.caden@ca.ey.com
Telephone: (403) 206-5394
Fax: (403) 206-5075

Dated at Calgary, Alberta this ____ day of ____________, 2012.

Railside Industrial Park Inc.

Per: ______________________________

cc Borden Ladner Gervais – Attention: Robyn Gurofsky