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

DOCUMENT

**SECOND REPORT OF THE MONITOR
(LEGACY & AIRDRIE SOURCES AND USES OF
FUNDS)**

APRIL 5, 2012

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

MONITOR

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INTRODUCTION

1. On December 21, 2011, Legacy Communities Inc. ("Legacy") and Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively the "Airdrie") 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 Legacy & Airdrie (the "Monitor").
3. The purpose of this second report (the "Second Report") of the Monitor is to provide this Honourable Court with the Monitor's comments in respect of the sources and uses of funds for both Legacy & Airdrie from the inception of these entities to November 30, 2011.
4. Capitalized terms not defined in this Second Report are as defined in the Initial Order.
5. All references to dollars are in Canadian currency unless otherwise noted.

BACKGROUND

6. Background for Legacy and Airdrie and their operations is contained in the materials filed in support of the application for the Initial Order including the December 20, 2011 affidavit of Mr. Ron Aitkens (the "December 20 Aitkens Affidavit") and the January 12, 2012 Affidavit of Mr. Ron Aitkens (the "January 12 Aitkens Affidavit"). These documents, together with other information regarding this CCAA proceeding, have been posted by the Monitor on its website at: www.ey.com/ca/foundationgroup.

TERMS OF REFERENCE

7. In preparing this Second Report, the Monitor has relied upon unaudited financial information, company records and discussions with management of the Company.

The Monitor has not performed an audit, review or other verification of such information.

SOURCES & USES OF FUNDS SCOPE

8. The Monitor has reviewed the bank statements, cancelled cheques, deposit books and other source documents to determine the sources and uses of funds (“SUF”) since the inception of both Legacy and Airdrie.
9. Based on the review of the source documentation and with the assistance of management, the Monitor classified each transaction into categories including: funds raised, investments, operating costs, and payments to affiliated entities.
10. The Monitor then reviewed the respective offering memorandums (“OM”) and formed expectations regarding the expected use of the capital raised through each OM. The actual receipts and disbursements flowing through the entities were then compared to those expectations.
11. Where variances were noted, additional information has been requested which may change the classification of certain transactions and the results of the SUF analysis presented below. The Legacy and Airdrie SUF’s are substantially complete and are based both on underlying records/documentation and on the information provided by management and reviewed to date. Certain information remains outstanding which, when received, may result in a change in the classification of certain receipts and disbursements.

LEGACY SUF

12. The Legacy project raised approximately \$35.4 million from over 1,400 investors through the three Legacy OMs. The funds raised were to be used to purchase four parcels of land totalling approximately 500 acres located four miles west of the Calgary city limits on Highway 8.
13. The Monitor’s SUF analysis is provided as Appendix “A”. A high level summary of the SUF is outlined below:

Legacy Communities Inc.**For the period of October 1, 2005 to November 30, 2011****(\$Cdn, Unaudited)****Cash Inflows****\$ 35,248,003****Cash Outflows**

Investments and Assets

Purchased Lands	\$ 5,541,355	
Option and Option Lands	12,400,000	
1252064 Alberta Ltd. - Promissory Note 1 – Panama	4,664,880	
1252064 and 1330075 Alberta Ltd. - Promissory Note 2 – Balsam Lake, Ontario	2,723,766	
1252064 Alberta Ltd. - Promissory Note 3 – Liberty Crossing, Red Deer	1,350,000	
1252064 Alberta Ltd. - Promissory Note 4 – Liberty Crossing, Red Deer	590,000	
Water license	<u>937,583</u>	28,207,584
Operating and Administrative Costs		4,337,869
Payments to Affiliated Entities and Unknown Transactions		2,694,000

Net Cash Inflows/(Outflows)**\$ 8,551****Overview**

14. Based on the SUF analysis, the Monitor expected an additional \$2.4 million in Legacy's bank account compared to actual. The variance is a result of disbursements in respect of:

- a) \$329,000 net variance between funds designated to purchase land (\$9 million) and funds reallocated to other investments (\$9.3 million);
- b) \$938,000 towards the purchase of two water licenses related to the Legacy lands which have not been paid in full;
- c) \$549,000 additional payments of management fees to affiliated entities; and
- d) \$664,000 of unknown disbursements of which approximately \$466,000 may be related to the original Legacy land acquisition costs.

Receipts and Disbursements

15. Net funds received by Legacy from investors after administrative and commissions total approximately \$35.2 million.
16. The land related expenditures are comprised of approximately:
 - a) \$5.6 million for the purchase of 100 acres (“Purchased Lands”);
 - b) \$8.9 million for the purchase of an option agreement which entitles Legacy to the option to purchase 400 acres (“Option Lands”); and
 - c) \$3.5 million for the purchase of 100 acres of the above mentioned Option Lands.
17. The \$9 million option to purchase the remaining 300 acres of Option Lands expires in 2017. The option agreement was obtained through the purchase of the outstanding shares of 1109211 Alberta Ltd., an arms length third party.
18. The variance between actual and expected costs in respect of the Purchased Lands is approximately \$58,000 less than expected. The Monitor has requested a copy of the statement of adjustment to confirm the actual price paid for the Purchased Lands which may result in changes in the SUF analysis.
19. Approximately \$9.3 million of funds available that were to be used towards the purchase of the Option Lands (the “Option Funds”) were paid to affiliated entities 1252064 Alberta Ltd. (“125”), 1330075 Alberta Ltd. (“133”) and Harvest Capital Management Inc. (“HCMI”). The December 20 Aitkens Affidavit indicated that the Option Funds were invested in properties in Panama, Ontario (Balsam Lake), and Red Deer, Alberta (Liberty Crossing). The Monitor has requested a repayment plan for the Option Funds to be provided by 125, 133 and HCMI.
20. The Monitor has confirmed that \$4,664,880 was paid to 125 in respect of the Panama investment, and the funds were subsequently paid to a law firm in

Panama. The Inspectorship will allow the Inspector to verify the assets of 125 that can be used to repay Legacy for the Option Funds.

21. Legacy has purchased two water licenses for approximately \$1.95 million, of which, approximately \$1.01 million remains outstanding. One of the water licenses was purchased from an affiliated entity, 133, and has an outstanding balance of \$125,000.
22. Legacy also made payments to affiliated entities for management fees totalling approximately \$2.1 million. This amount represents an overpayment of approximately \$549,000 from our expectations. Expected management fees are calculated as 1% of total capital raised, subject to certain management fee limits depending on the OM. The Monitor reviewed the Management Agreements for each of the three OMs which further revealed that in addition to the 1% of capital raised, costs incurred for services provided by Management would be reimbursed by Legacy. As Inspector of certain affiliated entities, the Monitor will be in a position to assess whether funds were used in accordance with the Management Agreements. The Monitor has asked Harvest Group for the supporting documentation for these payments to assess whether they related to reimbursable costs.
23. The Monitor was unable to confirm certain disbursements totalling approximately \$664,000. One payment for \$465,665 may pertain to the cost of the Purchased Lands as the payment was made in 2005. However, as supporting documentation has not been provided, this has yet to be confirmed.

AIRDRIE SUF

24. The Airdrie project raised approximately \$14.7 million from approximately 679 investors through the Airdrie OM. The funds raised were to be used to purchase 160 acres of land located southwest of the City of Airdrie ("Airdrie Lands").
25. The Monitor's SUF analysis is provided as Appendix "B". A high level summary of the SUF is outlined below:

Combined Airdrie Capital Corporation and Airdrie Country Estates Analysis
For the period of October 1, 2005 to November 30, 2011
(\$Cdn, Unaudited)

Cash Inflows	\$ 14,746,482
Cash Outflows	
Land purchase and debt assumption - 1252064 Alberta Ltd.	12,000,000
Operating and Administrative Costs	1,520,875
Payments to Affiliated Entities and Unknown Transactions	1,219,108
Net Cash Inflows/(Outflows)	<u>\$ 6,498</u>

Overview

26. Based on the SUF analysis, the Monitor expected an additional \$208,000 in Airdrie's bank account compared to actual. The variance is primarily a result of disbursements in respect of approximately:
- a) \$475,500 additional payments of management fees;
 - b) \$145,500 underpayment of commissions;
 - c) \$62,000 of unknown deposits which increased the expected bank balance; and
 - d) \$60,000 underpayment of administrative fees to Eyelogic Systems Inc. ("Eyelogic").

Receipts and Disbursements

27. Net funds received by Airdrie from investors after administrative and commissions total approximately \$14.7 million.
28. The Airdrie Lands were purchased from 125 for \$12 million. As disclosed in the OM, 125 purchased these lands for \$5.6 million.
29. Management fees paid to affiliated entities were greater than expected by approximately \$475,500. Expected management fees are calculated as 1% of

total capital raised plus the repayment of \$15,000 incurred prior to the OM. Similar to the Legacy Management Agreements, The Monitor reviewed the Airdrie Management Agreement and confirmed that in addition to the 1% fee, Airdrie was to reimburse costs incurred for services provided by Management. As Inspector of certain affiliated entities, the Monitor will be in a position to assess whether funds were used in accordance with the Management Agreements. The Monitor has asked Harvest Group for the supporting documentation for these payments to assess whether they related to reimbursable costs.

30. Commissions represent 10% of capital raised. The variance indicates that commissions were underpaid by approximately \$145,500. However, as third parties earning commissions have been paid in full, the underpayment may be to an affiliated entity reducing the additional payment of management fees.
31. Supporting documentation has not been provided in regards to unknown deposits totalling \$62,000. As funds raised through the OMs have been identified on the bank statements, the unknown deposits may be from an affiliated entity that may offset the overpayment of management fees.
32. The underpayment to Eyclologic represents unpaid fees as at November 30, 2011 and is considered to be an unsecured claim under the CCAA proceedings.

MONITOR/INSPECTOR NEXT STEPS

33. The Monitor continues to work with management to fully complete the Legacy and Airdrie SUF analysis and will provide relevant updates to the Court as required. The remaining work is not considered significant given the Legacy and Airdrie SUF's are considered to be substantially complete.
34. The Monitor was recently appointed, by the Court, Inspector of certain related entities, 125, 133 and HCMI. The Inspector will have full access to review the books and records of these entities as required.

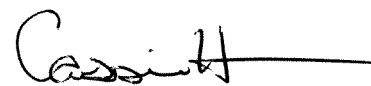
35. In addition, the Monitor has been appointed over Railside Capital Inc. and Railside Industrial Park Inc. (collectively "Railside") and Foundation Place Capital Inc. and Foundation Place Inc. (collectively "Foundation Place") and is currently working on preparing SUF's for these entities and will report to this Court upon substantial completion.
36. Specifically, the Inspector and Monitor will be looking to report on:
- a) The use of the Legacy funds advanced to 125, 133 and HCMI;
 - b) The assets and liabilities of 125, 133 and HCMI;
 - c) The Railside and Foundation Place SUF's; and
 - d) If the management fees paid were over and above the expected levels whether they were in fact related to the repayment of project specific expenditures.

Dated at Calgary, this 5th day of April, 2012.

ERNST & YOUNG INC.
in its capacity as
Monitor of Legacy & Airdrie

A handwritten signature in black ink, appearing to read 'Neil Narfason', with a long horizontal stroke extending to the right.

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

A handwritten signature in black ink, appearing to read 'Cassie Hern', with a long horizontal stroke extending to the right.

Cassie Hern, CA
Manager

APPENDIX A

Legacy Communities Inc.
Summary and Comparison of Actual and Expected Receipts and Disbursements
For the period of October 1, 2005 to November 30, 2011
(\$Cdn, Unaudited)

	Notes	Actual	Expected	Variance
Cash Inflows				
Gross investment from Bondholders per Affidavit of Ron Aitkens	1	35,361,800.10	35,361,800.10	-
Less: various costs	2	125,188.50	125,188.50	-
Net investments deposited per bank statement		35,236,611.60	35,236,611.60	-
Interest earned	3	11,391.78	11,391.78	-
<i>Total Cash Inflows</i>		<u>35,248,003.38</u>	<u>35,248,003.38</u>	<u>-</u>
Cash Outflows				
Investments and Assets				
Purchased Lands	4	5,541,355.21	5,600,000.00	(58,644.79)
Option and Option Lands	5	12,400,000.00	21,400,000.00	(9,000,000.00)
1252064 Alberta Ltd. - Promissory Note 1 – Panama	6	4,664,880.00	-	4,664,880.00
1252064 and 1330075 Alberta Ltd. - Promissory Note 2 – Balsam Lake, Ontario	7	2,723,765.98	-	2,723,765.98
1252064 Alberta Ltd. - Promissory Note 3 – Liberty Crossing, Red Deer	7	1,350,000.00	-	1,350,000.00
1252064 Alberta Ltd. - Promissory Note 4 – Liberty Crossing, Red Deer	7	590,000.00	-	590,000.00
Water license	8	937,582.72	-	937,582.72
		<u>28,207,583.91</u>	<u>27,000,000.00</u>	<u>1,207,583.91</u>
Operating and Administrative Costs				
Commissions	9	3,597,394.12	3,536,180.01	61,214.11
Olympia Trust		29,467.52	29,467.52	-
Eyelogic - Administration Fees	10	226,142.37	226,142.37	-
Pre-development costs - Project Management	11	332,651.12	500,000.00	(167,348.88)
Alberta and BC securities commission		8,475.90	8,475.90	-
Legal costs		69,926.09	69,926.09	-
Insurance		7,750.00	7,750.00	-
Property taxes		12,231.22	12,231.22	-
Bank charges		901.87	901.87	-
Advertising	12	38,904.09	-	38,904.09
Appraisals	12	9,580.85	-	9,580.85
Other costs	12	4,443.44	-	4,443.44
		<u>4,337,868.59</u>	<u>4,391,074.98</u>	<u>(53,206.39)</u>
Payments to Affiliated Entities and Unknown Transactions				
FCC or affiliated entity - Management Fees	13	2,030,354.06	1,481,416.01	548,938.05
Unknown disbursement - Purchased Lands	14	465,665.00	-	465,665.00
Unknown disbursements	14	197,980.82	-	197,980.82
		<u>2,693,999.88</u>	<u>1,481,416.01</u>	<u>1,212,583.87</u>
<i>Total Cash Outflows</i>		<u>35,239,452.38</u>	<u>32,872,490.99</u>	<u>2,366,961.39</u>
Net Cash Inflows/(Outflows)		<u>8,551.00</u>	<u>2,375,512.39</u>	<u>(2,366,961.39)</u>

Legacy Communities Inc.**Notes to the Summary and Comparison of Actual and Expected Receipts and Disbursements****For the period of October 1, 2005 to November 30, 2011****(\$Cdn, Unaudited)**

1. Legacy is reconciling the difference between the investor listing provided to the Monitor and the amount noted in the Affidavit of Ron Aitkens ("Affidavit").
2. Closing costs associated with the funds raised.
3. Interest earned on funds invested in GICs.
4. Actual costs are less than expected. The Monitor has requested the statement of adjustment and statement of receipts and disbursements in order to reconcile the variance. The \$300,000 deposit paid prior to receiving investor funds may be a contributing factor. Refer to Note 14.
5. The Monitor has identified two payments totalling \$11.3 million relating to the option and land purchase and has requested supporting documentation for one payment totalling \$1.1 million. Based on the timing of the payments, it appears the payment may relate to the purchase of the shares of 1109211 Alberta Ltd. who is the entity that is a party to the Option to Purchase Agreement. The Monitor has recently received a copy of the share certificate of 1109211 Alberta Ltd. to confirm that Legacy is a shareholder of the entity and a copy of the Purchase and Sale Agreement which confirms the total purchase price for the options and lands are \$27 million. The breakdown of the Purchase Price is noted below. In addition, the Monitor will review the sources and uses of 1109211 Alberta Ltd. and its minute book.

	Amount (\$)	Acres
Purchased Lands	5,600,000	103.00
Shares of 1109211 Alberta Ltd.	8,900,000	
Option Lands	3,500,000	100.00
Outstanding Option Lands	9,000,000	297.64
Total Purchase Price	27,000,000	500.64
Land and Option disbursements	(18,000,000)	(203.00)
Outstanding balance	9,000,000	297.64

The Option Lands for which Legacy paid \$3.5 million relates to Meridian 5, Range 3, Township 24, Section 10, Quarter SW which comprises a total of 151.83 acres. Legacy and the Pointen's are joint tenants to an undivided 34.14% or 51.83 acres. The remaining 100 acres are owned by Legacy.

6. Per the Promissory Note, a total of \$4,924,880 was to be paid to Harvest Capital Management, however, actual funds were paid to the designated affiliate 1252064 Alberta Ltd. ("125") totalling \$4,664,880. These funds were paid on September 24, 2007 and on September 25, 2007, \$4,664,880 was wired to Castro & Berguido International Inc. in Panama. The Monitor requested an explanation regarding the difference between the amount on the Promissory Note and the amount that was paid to 125 and Panama. HCM was unable to provide an explanation. In addition, it is unclear as to why the Promissory Note was issued in the name of HCM when the funds were paid to 125.
7. The Monitor was able to confirm that payments were made to 125 and affiliated entities. The Monitor has assumed that the amounts were used as noted in the Promissory Notes. Upon appointment as Inspector of 125, the Monitor will be in a position to review the books and records to determine whether the funds were invested as noted.
8. Legacy has purchased two water licenses and paid a total of \$937,582. The balance outstanding on the licenses totals \$1,012,500 plus interest. One of the water licenses was purchased from 1330075 Alberta Ltd ("133"), an affiliated entity and \$125,000 remains outstanding. The purchase and sale agreements have been reviewed and amounts paid for the water licenses agree to the purchase price noted in the agreements.

	Total	1330075 Alberta Ltd.	Allen's Trout Farm Inc.
Purchase Price	1,950,000	950,000	1,000,000
Payments	(937,500)	(825,000)	(112,500)
Outstanding Payments	1,012,500	125,000	887,500

Legacy Communities Inc.

Notes to the Summary and Comparison of Actual and Expected Receipts and Disbursements

For the period of October 1, 2005 to November 30, 2011

(\$Cdn, Unaudited)

9. Commissions are calculated as 10% of total capital raised. The variance indicates there is an overpayment of commissions.
10. Expectations require an adjustment for outstanding and unpaid Eyelogic invoices. The Monitor has requested a copy of the Eyelogic Statement of Account as at November 30, 2011.
11. Project management fees were paid to Canadian Clean Technology Institute Inc. (owned by former Legacy Director Abbas Zaidi) and Canadian Global Environmental Technologies (owned by former Legacy Director Bruce Jank). Pursuant to OM 1 under section 1.6, the pre-development and planning costs were estimated at \$500,000. The Monitor has requested copies of the consulting agreements for review.
12. The Management Agreement between Legacy and FCC dated October 29, 2007 was reviewed by the Monitor. The terms of the agreement state that FCC is to provide marketing, advertising, sales services and management services. Legacy is to compensate FCC by reimbursing FCC for out of pocket expenses incurred in providing the services in addition to an annual fee of 1% of capital raised. Copies of the OM 1 and OM 2 FCC management agreements have been requested for review.
13. Expected management fees were calculated for each OM separately as management fees may have been limited to a specific amount depending on the OM. As a result, the calculations for each OM is slightly different. Total fees calculated are from July 15, 2005 to November 30, 2011. Fees are calculated at 1% of capital raised and are due on an annual basis. It appears that actual fees paid is higher than expected. Pursuant to conversations with Ron Aitkens, a portion of the variance may be a result of payments made by FCC or affiliated entities on behalf of Legacy. Upon appointment as Inspectors of 125, 133, and HCM, the Monitor will be in a position to review the books and records to determine whether the funds were used for services noted in the management agreement. Payments were made to the following affiliated entities:

Foundation Capital Corporation	233,467.95
Harvest Capital Management Inc.	121,000.00
Harvest Group LP	(62,106.45)
Harvest Water Inc.	1,758.54
1252064 Alberta Ltd.	1,460,000.00
1330075 Alberta Ltd.	276,234.02
	<u>2,030,354.06</u>

14. Unknown payments represent payments made by Legacy to unknown recipients. One payment for \$465,665 may relate to the Purchase Lands as it cleared the bank in December 2005. Supporting documentation has been requested for review.

APPENDIX B

Combined Airdrie Capital Corporation and Airdrie Country Estates Analysis
Summary and Comparison of Actual and Expected Receipts and Disbursements
For the period of October 1, 2006 to November 30, 2011
(\$Cdn, Unaudited)

	Notes	Actual	Combined Expected	Variance
Cash Inflows				
Gross investment from Bondholders	1	14,723,762.00	14,723,762.00	-
Equity investment	1	14,738.50	14,738.50	-
Less: various costs		54,468.64	54,468.64	-
Net investments deposited per bank statement	2	14,684,031.86	14,684,031.86	-
Loan from ACC	3	11,413,150.00	11,942,231.40	(529,081.40)
Net loan to ACE	3	(11,413,150.00)	(11,942,231.40)	529,081.40
Unknown transactions - Deposits	4	62,450.00	-	62,450.00
<i>Total Cash Inflows</i>		14,746,481.86	14,684,031.86	62,450.00
Cash outflows				
Land purchase and debt assumption - 1252064 Alberta Ltd.	3	12,000,000.00	12,000,000.00	-
Operating and Administrative Costs				
Commissions	5	1,326,880.00	1,472,376.20	(145,496.20)
Eyelogic	6	96,476.24	156,674.05	(60,197.81)
Alberta and BC securities commission		6,939.61	6,939.61	-
Olympia Trust	7	78,756.36	78,756.36	-
Legal fees		9,667.64	9,667.64	-
Bank charges		1,324.42	1,324.42	-
Other minor costs		830.95	830.95	-
		13,520,875.22	13,726,569.23	(205,694.01)
Payments to Affiliated Entities and Unknown Transactions				
FCC or affiliated entity - Management Fees	8	1,218,793.35	743,258.87	475,534.49
Unknown transactions - Payments	4	315.00	-	315.00
		1,219,108.35	743,258.87	475,849.49
<i>Total Cash Outflows</i>		14,739,983.57	14,469,828.10	270,155.48
Net Cash Inflows/(Outflows)		6,498.29	214,203.76	(207,705.48)

Combined Airdrie Capital Corporation and Airdrie Country Estates Analysis
Notes to the Summary and Comparison of Actual and Expected Receipts and Disbursements
For the period of October 1, 2006 to November 30, 2011
(\$Cdn, Unaudited)

1. Total investments as noted in the Affidavit of Ron Aitkens ("Affidavit") agrees to the bondholder listing provided to the Monitor.
2. Represents net funds raised through the Offering Memorandums ("OM").
3. The loan transaction is between Airdrie Capital Corporation ("ACC") and Airdrie Country Estates ("ACE"). Pursuant to the Affidavit, ACE was to purchase the Lands from 1252064 Alberta Ltd. ("125") with the loan proceeds from ACC. Our review of the bank transactions indicate that funds loaned to ACE was less than expected by approximately \$530,000. The Monitor is currently waiting for a response regarding the variance as it suggests the ACE did not have the funds necessary to make the purchase. Upon review of the ACC bank account, 125 was the recipient of funds. As a result, the Monitor has assumed that the shortfall of funds paid to 125 by ACE was paid by ACC directly. The Monitor has requested a copy of the purchase and sale agreement, statement of adjustment, and statement of receipts and disbursement for review.
4. The sources of the receipts and the recipients of the disbursements are unknown. The Monitor has requested supporting documentation for review.
5. The variance reflects an underpayment of commissions.
6. Fees owing to Eyelogic have not been paid in full. The outstanding balance has been agreed to the December 1, 2011 Statement of Account.
7. Olympia Trust fees are higher than those paid in Legacy Communities Inc. The Monitor has requested the Olympia Trust agreement and invoices for review.
8. The variance indicates that management fees were overpaid. Pursuant to conversations with Ron Aitkens, a portion of the variance may be a result of payments made by FCC or affiliated entities on behalf of Airdrie. The Management Agreement states that Airdrie is to reimburse FCC or an affiliated entity for out of pocket expenses. As the recently Court-appointed Inspectors of 125, 133, and HCM, the Monitor will be in a position to review the books and records to determine whether the funds were towards services noted in the management agreement. Management fees were paid to the following affiliated entities:

Foundation Capital Corporation	132,701.00
Harvest Capital Management Inc.	71,000.00
Harvest Group LP	(23,407.65)
1252064 Alberta Ltd.	<u>1,038,500.00</u>
	<u>1,218,793.35</u>