Form 49
[Rule 13.19]

Clerk's stamp:

COURT FILE NUMBER	1101-17318
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.**
DOCUMENT	**AFFIDAVIT**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	FMC LAW David W. Mann / David LeGeyt Fraser Milner Casgrain LLP Bankers Court 15th Floor, 850 - 2nd Street S.W. Calgary, Alberta T2P 0R8 Ph. (403) 268-7097/3075 Fx. (403) 268-3100 File No.: 002002-18

AFFIDAVIT OF KYLE BROWN

Sworn on January 18, 2012

I, Kyle Brown, of the City of Calgary, in the Province of Alberta, Professional Engineer, SWEAR AND SAY THAT:

1. I am directly or through my company a creditor of Legacy Communities Inc. ("**Legacy**") in the original principal amount of $25,000.00, and a creditor of Airdrie Capital Corporation ("**ACC**") in the original principal amount of $120,000.00. I have been personally involved in the events hereinafter deposed to, and as such I have personal knowledge thereof, except where stated to be based on information and belief, and where so stated, I do verily believe the same to be true.

2. As I stated in the Affidavit I swore in these proceedings on January 17, 2012, it is our intention to continue to reach out to and initiate communications with all of the bond holders of Legacy and ACC. Attached to this my Affidavit and marked as Exhibit "**A**" is a copy of a letter and enclosures which we propose be sent (with the assistance of the Monitor) to all of the bond holders if the Unsecured Creditors Committee is created by this Honourable Court.

3. Since my Affidavit sworn January 17, 2012 we have received five more executed forms from Legacy and ACC bond holders indicating their support of the formation of an Unsecured Creditors committee. These forms represent an aggregate of $80,954 in Legacy bonds and $55,000 in ACC bonds. Copies of these forms are attached as Exhibit "**B**".

4. Further to paragraph 8 of my previous Affidavit, I invited approximately 54 to the January 16, 2012 meeting.

5. I make this Affidavit in support of the constitution of an Unsecured Creditors Committee for the debtor companies.

SWORN BEFORE ME at Calgary, Alberta, this 18th day of January, 2012	))))	
(Commissioner for Oaths in and for the Province of Alberta)		(Signature)
PRINT NAME AND EXPIRY/LAWYER		**Kyle Brown** (Print Name)

DAVID LEGEYT
A Commissioner for Oaths and Notary Public
in and for the Province of Alberta
My Commission expires at the
Pleasure of the Lieutenant-Governor

This is Exhibit A referred to in the Affidavit of Kyle Brown sworn before me on January 18, 2012.

A Commissioner for Oaths in and for the Province of Alberta

PRINT NAME AND EXPIRY/LAWYER /STUDENT-AT-LAW

DAVID LEGEYT
A Commissioner for Oaths and Notary Public
in and for the Province of Alberta
My Commission expires at the
Pleasure of the Lieutenant-Governor

January 18, 2012

David W. Mann
David.Mann@FMC-Law.com
DIRECT 403 268 7097
File No.: 002002-18

To: **The Bond Holders of Legacy Communities Inc.**

and

The Bond Holders of Airdrie Capital Corporation

Dear Madames/Sirs:

RE: 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*, and in the Matter of Legacy Communities Inc. ("Legacy"), Airdrie Capital Corporations ("ACC")and Airdrie Country Estates Inc.
(Action No. 1101-17318)

As you may be aware, Fraser Milner Casgrain LLP is legal counsel to the Unsecured Creditors Committee (the "**Committee**") formed by a Court Order granted January 19, 2012 in the proceedings under the *Companies' Creditors Arrangement Act* (Canada) ("**CCAA**") of Legacy and ACC.

Pursuant to the Order granted January 19, 2012 the Committee is to initially consist of the following seven bond holders of Legacy and ACC:

1. Kyle Brown;

2. Nicole Shurko;

3. Dr. Lucille Gans;

4. The two arms-length individuals who consent to serving on the Committee and who hold the largest claims against Legacy; and

5. The two arms-length individuals who consent to serving on the Committee and who hold the largest claims against ACC.

You are receiving this correspondence, together with the schedules (the "**Information Package**"), because you are one of the bond holders of Legacy or ACC and the Committee would like to ascertain whether you would consider serving on the Committee.

For those who have not participated in a restructuring proceeding under the CCAA, perhaps a word about restructuring cases under the CCAA and the role of the Committee would be helpful.

In most restructuring cases under the CCAA, the company and its management will attempt to reorganize its affairs, revitalize the business and present a Plan to its creditors/stakeholders. The formation of the Plan is guided by the Initial Order and the CCAA. The Initial Order will also appoint a monitor whose general purpose is to monitor and report back to the Court on the operations of the company and to provide advice and recommendations on matters going forward, including the development of a Plan. In this case, Ernst & Young Inc. has been appointed monitor of Legacy and ACC (the "**Monitor**").

Not all restructurings under the CCAA utilize creditor committees. However, in the present case the governing Court concluded that an Unsecured Creditors Committee would be effective to communicate with the bond holders, disseminate information, receive feed back on maximizing recoveries for the stakeholders of Legacy and ACC, and promote full transparency in the restructuring process.

The Committee is meant to be representative of all of the Legacy and ACC bond holders; the primary stakeholders in this restructuring. In order to assist the Committee in achieving these goals, the Committee has developed a set of by-laws which will serve to outline the duties and powers of the Committee and its members (the "**By-laws**"). The By-laws are attached as Schedule "**A**" for your review.

Attached as Schedule "**B**" is a questionnaire (the "**Questionnaire**"). This Questionnaire will allow us to select the members of the Committee described in paragraphs 4 and 5 on the preceding page. If you have an interest in serving, we ask that you complete the Questionnaire and return the completed Questionnaire to the undersigned by **close of business on February 9, 2012**. Under the By-laws, you will note that the Committee will consist of up to two additional bond holders of each of Legacy and ACC. In the event that there are more than two bond holders desiring to serve as members of the Committee, the two largest bond holders will be selected as members of the Committee. Once the members of the Committee have been selected, approval for their joining the Committee will be sought from the Court.

We wish to note that as a member of the Committee you will have certain responsibilities. We encourage you to consult with your own advisors about this role, its benefits, and its obligations.

If you have any question or concerns about the Committee, or the administration of the Legacy and ACC restructuring proceedings generally, we invite you to contact either (i) Nicole Shurko, or Jolene Rach or Zoriana Makar or (ii) the Monitor at the following addresses:

Nicole Shurko, or
Jolene Rech or Zoriana Makar
Phone: (780) 913-3641
E-mail: savefccinvestors@gmail.com

Ernst & Young Inc.
Attention: Mr. Neil Narfason
Phone: (403) 206-5067
E-mail: neil.narfason@ca.ey.com

Yours very truly,
Fraser Milner Casgrain LLP

David W. Mann

DLG/gw

Enclosures
c.c. Neil Narfason, Ernst & Young Inc. (via e-mail)

SCHEDULE "A"

By-laws of the Unsecured Creditors Committee of Legacy Communities Inc., Airdrie Capital Corporation and Airdrie Country Estates Inc.

SCHEDULE "A"

BY-LAWS OF THE
UNSECURED CREDITORS COMMITTEE OF
LEGACY COMMUNITIES INC., AIRDRIE CAPITAL CORPORATION
AND AIRDRIE COUNTRY ESTATES INC.

ARTICLE 1
ESTABLISHMENT OF THE COMMITTEE

1.1 **Constitution of the Committee.** There shall be constituted a committee (the "**Committee**") of individuals who hold, either personally or pursuant to a body corporate of which the individual is an authorized employee or principal, unsecured claims in either or both of Legacy Communities Inc. ("**Legacy**") and/or Airdrie Capital Corporation ("**ACC**") (Legacy and ACC are collectively the "**Debtors**" and individually a "**Debtor**") to serve as representatives of the unsecured creditors in the Debtors' proceedings under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA Proceedings**") before the Court of Queen's Bench of Alberta in action #1101-17318 (the "**Court**"). The Committee shall consist of, until their resignation or further Order of the Court, 7 members (the "**Members**") consisting of the following:

(a) Nicole Shurko;

(b) Kyle Brown;

(c) Dr. Lucille Gans;

(d) two separate holders of bonds issued by Legacy; and

(e) two separate holders of bonds issued by ACC.

The Members of the Committee described in section 1.1(d) and (e) shall be the two largest individual, arms-length, consenting bondholders, whose appointment shall be confirmed by the Court as soon as practicable.

To be eligible to serve on the Committee, the Member must be: (a) 18 years of age, (b) not an undischarged bankrupt, and (c) not a person that is "related" (within the meaning of the CCAA) to the Monitor and/or the Debtors.

1.2 **Initial Vacancies.** In the event that only one or no bondholder of the Debtors consents to serve on the Committee the unfilled positions shall remain open until such time as a holder (or holders) of that investment do provide their consent to serve in such capacity, whereupon such position shall be fulfilled in accordance with the terms hereof.

1.3 **Removal of Members.** A Member may be removed from the Committee pursuant to a voluntary resignation, a deemed resignation, or court order. In this regard:

(a) ***Member Resignation*.** A Member may resign from the Committee by providing 10 days prior written notice of such resignation to the Chair (defined below).

(b) ***Deemed Resignation***. In the event a Member sells, assigns, participates, disposes of or transfers in excess of 49 percent of the aggregate amount of its claim against the Debtors (a "**Transfer**"), such act shall constitute that Member's resignation from the Committee effective upon the date that a binding obligation to complete the Transfer is made. Any Member who effects a Transfer shall immediately notify the Chair.

(c) ***Court Order***. Upon application of the Committee, the Monitor or any other interested party, on such notice as the Court deems appropriate, a Member may be removed on such terms as the Court may direct.

1.4 **Removal of Members - *ibid*.** When a Member ceases to become a Member pursuant to paragraph 1.3 hereof then:

(a) that Member shall have no right to designate or substitute a successor to serve in such capacity on the Committee; and

(b) the Committee may continue to perform all of its functions with its reduced number of Members.

1.5 **Replacement of Vacancies.** Upon the resignation or removal of a Member, the Committee shall canvas, by way of written solicitation, the remaining bondholders of the Debtor which the departing Member represented for a replacement bondholder to serve on the Committee. The largest consenting bondholder shall deemed to be the Member, subject to paragraphs 1.1 and 1.6 hereof.

1.6 **Court Confirmation**. Upon a bondholder consenting to serve as a Member pursuant to paragraph 1.1 or 1.5 hereof, the Committee shall forthwith apply to the Court for approval of the appointment.

ARTICLE 2
GOVERNANCE OF THE COMMITTEE

2.1 **Committee Chair.** Nicole Shurko shall act as initial chair of the Committee at its initial meeting, and at that initial meeting the Committee shall elect an ongoing chair (the "**Chair**").

2.2 **Chair.** The Chair shall preside at all meetings of the Committee, and shall have such powers and duties as are set forth in these by-laws or as the Committee assigns to the Chair.

2.3 **Committee Secretary.** Fraser Milner Casgrain LLP shall act as secretary of the Committee (the "**Secretary**"). The Secretary shall keep the minutes of all meetings of the Committee. Draft minutes of each meeting shall be circulated to all Members of the Committee for their review and shall thereafter be adopted by a majority of the Members who were present at the subject meeting. The minutes shall generally include a concise statement(s) of the action(s) taken and decision(s) made at a meeting and a brief statement of any significant items discussed by the Committee. The final minutes shall list the Members present at a meeting and shall be available for review by the Monitor and any interested party upon request, subject to any issues of confidentiality or privilege, and subject to any order of the Court in the CCAA proceedings.

2.4 **Calling Meetings.** Meetings of the Committee may be called by the Chair and shall be called by the Chair upon the request of three or more Members of the Committee. Notice of the agenda and the time and place of the meeting shall be given to each Member and such notice shall be in writing and delivered via electronic mail, facsimile or courier at least three business days before the date of the meeting. The Committee shall endeavour to determine at each meeting the date and time of when the next meeting shall be held.

2.5 **Meeting Agenda**. The agenda for scheduled meetings shall be prepared by the Chair, taking into account the suggestions of the Members.

2.6 **Venue of Meetings**. Meetings of the Committee shall be held at such place designated by the Chair. As necessary and appropriate in the judgment of the Chair, meetings may be conducted by video or telephone conference call.

2.7 **Quorum**. Five Members of the Committee and the Chair shall constitute a quorum for transaction of business at any meeting. A quorum includes Members attending in person or by video or telephone conference, as the case may be. Any Member who abstains from a vote on any matter shall nevertheless be counted in the calculation of a quorum with respect to such vote.

2.8 **Voting**. Each Member shall be entitled to one vote and may vote in person or by video or telephone conference, or by the Member's designated representative ("**Designated Representative**"). The selection of a Designated Representative must be in such form as may be acceptable to the Chair. Except as provided for herein, action(s) or decision(s) of the Committee shall be authorized by the vote of a majority of the Members present at the time of the vote, provided that a quorum of the Committee is present. Meetings shall be limited to Members, the Chair, the Secretary, and other parties invited by the Committee for special or limited purposes.

2.9 **Urgent Matters**. If a matter to be voted upon is one of significance and urgency, as determined by the Chair and three Members present at a meeting, a reasonable effort shall be made during the meeting to poll by telephone call absent Members, provided that the failure to reach any such absent Member will not affect the validity of any vote otherwise proper under these by-laws. Telephone votes solicited pursuant to this paragraph shall be counted in computing a quorum in respect of the relevant action(s) or decision(s).

2.10 **Conflicts of Interest**. In the event that any matter under review or consideration by the Committee shall involve a conflict of interest with respect to any Member, such Member shall disclose such conflict and shall abstain from voting on the matter, but will still be counted for a quorum.

ARTICLE 3
ACTION BY REPRESENTATIVES OF THE COMMITTEE

3.1 **Duties and Powers of Committee**. The duties and powers of the Committee shall be as follows:

(a) to resolve such matters of procedure of the Committee that are contemplated herein or that will give full or better effect to these by-laws and the purpose of the Committee;

(b) to consult with the Debtors and Ernst & Young Inc., in its capacity as court appointed monitor (the "**Monitor**"), concerning all matters involving the CCAA Proceedings, including the Debtors' restructuring and all plans associated therewith;

(c) to receive and review reports prepared by the Monitor;

(d) to receive and review information relating to:

   (i) the conduct, assets, liabilities and financial condition of the Debtors,

   (ii) the operation of the Debtors' business,

   (iii) the source and use of funds by the Debtors,

   (iv) the transfer, sale, refinancing or other disposition of all or part of the property and assets of the Debtors, and

   (v) any other matter relevant to the formation of a restructuring plan;

(e) advise the Debtors, the Monitor and other stakeholders of the recommendations made by the Committee on any restructuring plan; and

(f) make application to the Court in respect of any matters relating to the operation, rights or duties of the Committee which cannot be resolved by negotiation with the Debtors.

ARTICLE 4
MISCELLANEOUS

4.1 **Indemnity**. Subject to an Order of the Court, neither the Committee nor any Member, shall incur any liability or obligation as a result of the constitution of the Committee or the fulfillment of their respective roles hereunder except in respect of any matter in which they are found to be guilty of gross negligence or wilful misconduct. The Committee and its Members shall be indemnified and held harmless for any costs and expenses incurred in defending themselves of any liabilities or obligations protection under this paragraph by the Debtors, which indemnity shall be secured by a charge against the undertaking, property, and assets of the Debtors granted by the Court in the CCAA Proceedings that has the priority set out in the Order creating the Charge.

4.2 **Governing Law**. All matters surrounding the interpretation and execution of these by-laws shall be determined in accordance with the laws of the Province of Alberta and all Members, the Monitor and the Debtors, attorn to the Court for all matters related to these by-laws.

4.3 **Court Approval.** These by-laws are not binding or enforceable unless approved by the Court. These by-laws may not be amended or repealed except by order of the Court.

DATED and effective the 19th day of January, 2012.

SCHEDULE "B"

Questionnaire of the Unsecured Creditors Committee of Legacy Communities Inc., Airdrie Capital Corporation and Airdrie Country Estates Inc.

UNSECURED CREDITORS COMMITTEE BOND HOLDER QUESTIONNAIRE

IN THE MATTER OF LEGACY COMMUNITIES INC. ("LEGACY"), AIRDRIE CAPITAL CORPORATION ("ACC") AND AIRDRIE COUNTRY ESTATES INC.

1. General Information

Name: ______________________________

Age: ______________________________

Address: ______________________________

Phone / Fax: ______________________________

E-mail: ______________________________

If the claim is held corporately, list the company and your position with the company:

____

Are you an un-discharged bankrupt (within the meaning of the *Bankruptcy and Insolvency Act*) (i.e., Are you presently bankrupt)? **Yes / No**

Are you "related" (within the meaning of the *Companies' Creditors Arrangement Act*[1]) ("CCAA") to Legacy or ACC? **Yes / No**

If Yes, please describe: ______________________________

____

[1] The term "related persons" is defined by the *Companies' Creditors Arrangement Act* (Canada) as set out below. For further detail on this definition, please refer to section 2 of the *Companies' Creditors Arrangement Act* (Canada) and section 4 of the *Bankruptcy and Insolvency Act* (Canada):

(a) individuals connected by blood relationship, marriage, common-law partnership or adoption;
(b) an entity and
  (i) a person who controls the entity, if it is controlled by one person,
  (ii) a person who is a member of a related group that controls the entity, or
  (iii) any person connected in the manner set out in paragraph (a) to a person described in subparagraph (i) or (ii); or
(c) two entities
  (i) both controlled by the same person or group of persons,
  (ii) each of which is controlled by one person and the person who controls one of the entities is related to the person who controls the other entity,
  (iii) one of which is controlled by one person and that person is related to any member of a related group that controls the other entity,
  (iv) one of which is controlled by one person and that person is related to each member of an unrelated group that controls the other entity,
  (v) one of which is controlled by a related group a member of which is related to each member of an unrelated group that controls the other entity, or
  (vi) one of which is controlled by an unrelated group each member of which is related to at lease one member of an unrelated group that controls the other entity.

____

____

____

____

2. Details of the Bond Holdings

I (or the company I represent) hold bonds of:

☐ Legacy, in the original principal amount of $__________________.

☐ ACC, in the original principal amount of $___________________.

3. Related Bonder Holdings

I (or the company I represent) hold bonds of companies related to Legacy, ACC, Foundation Capital or their affiliates:

Name of Company	Amount
________________________________	____________
________________________________	____________
________________________________	____________

4. Conflict

Does the bond holder have any potential conflicts which would prevent the bond holder from carrying out its duties on the Unsecured Creditors Committee (as defined herein)? **Yes / No**

If Yes, please describe: ____

____

____

____

5. Scheduling

Would your schedule permit you to actively participate in the Unsecured Creditors Committee by attending weekly or monthly meetings? **Yes / No**

6. Restructuring Experience

Please discuss any experience you may have in restructuring matters or other financial matters:

____

____

____

____

____

7. Consenting to Serve on the Committee

The undersigned hereby consents to serve on the Unsecured Creditors Committee struck in the CCAA proceedings of Legacy and ACC and, in this regard, hereby certifies that:

(a) I have read the by-laws of the Unsecured Creditors Committee (the "**By-laws**") and agree with the terms contained therein;

(b) I am prepared to enter into reasonable confidentiality provisions surrounding the information I may become aware of while serving on the Unsecured Creditors Committee; and

(c) I have had the opportunity to seek independent legal advice in connection with the rights and obligations of members of the Unsecured Creditors Committee and my consenting to serve as a member of the Committee.

________________________	________________________
DATE	**SIGNATURE**
	________________________
	PRINT NAME

This is Exhibit B referred to in the Affidavit of Kyle Brown sworn before me on January 18, 2012.

David Legeyt

A Commissioner for Oaths in and for the Province of Alberta

PRINT NAME AND EXPIRY/LAWYER /STUDENT-AT-LAW

DAVID LEGEYT
A Commissioner for Oaths and Notary Public
in and for the Province of Alberta
My Commission expires at the
Pleasure of the Lieutenant-Governor

ACKNOWLEDGEMENT AND CONSENT

In the Matter of the *Companies Creditors' Arrangement Act* (Canada), Legacy Communities Inc., and Airdrie Capital Corporation and Airdrie Country Estates Inc. (the "CCAA Proceedings")

TO WHOM IT MAY CONCERN,

I, Don Stang, a creditor of:

☑ Legacy Communities Inc. ("**Legacy**"), in the original principal amount of $ 15,000

☐ Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively, "**Airdrie**"), in the original principal amount of $__________

HEREBY ACKNOWLEDGE THAT:

1. I support the creation of a creditors' committee comprising, initially, (i) Kyle Brown, (ii) Nicole Shurko, and (iii) Lucille Ganz plus the two largest individual, arm's-length, consenting creditors from each of Legacy and Airdrie (the "**Committee**").

2. I support and agree that the Committee should immediately be created that:

   (a) facilitates the communication among the stakeholders of Legacy and Airdrie;

   (b) receives and reviews all information relevant to Legacy, Airdrie and the CCAA Proceedings;

   (c) provides guidance to Legacy, Airdrie, and the Monitor regarding steps to be taken in the CCAA Proceedings;

   (d) advocates the immediate investigation of the sources and uses of the funds received and disbursed by Legacy, Airdrie and their respective affiliates;

   (e) may retain such advisors as they deem appropriate, on such terms as they deem appropriate, including Fraser Milner Casgrain LLP to provide legal advice, to be funded by Legacy and Airdrie;

   (f) may provide recommendations to the Monitor and/or the creditors regarding any matters that arise in the CCAA Proceedings; and

   (g) is formally approved by Order of the Court.

3. I consent to this document being used in evidence to support the foregoing and anything reasonably associated with the foregoing.

D. A. Stang

Signature

Date: Jan 17, 2012

ACKNOWLEDGEMENT AND CONSENT

In the Matter of the *Companies Creditors' Arrangement Act* (Canada), Legacy Communities Inc., and Airdrie Capital Corporation and Airdrie Country Estates Inc. (the "CCAA Proceedings")

TO WHOM IT MAY CONCERN,

I, Anne Stang, a creditor of:

☐ Legacy Communities Inc. ("Legacy"), in the original principal amount of $______________

☑ Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively, "**Airdrie**"), in the original principal amount of $ 15,000

HEREBY ACKNOWLEDGE THAT:

1. I support the creation of a creditors' committee comprising, initially, (i) Kyle Brown, (ii) Nicole Shurko, and (iii) Lucille Ganz plus the two largest individual, arm's length, consenting creditors from each of Legacy and Airdrie (the "Committee").

2. I support and agree that the Committee should immediately be created that:

   (a) facilitates the communication among the stakeholders of Legacy and Airdrie;

   (b) receives and reviews all information relevant to Legacy, Airdrie and the CCAA Proceedings;

   (c) provides guidance to Legacy, Airdrie, and the Monitor regarding steps to be taken in the CCAA Proceedings;

   (d) advocates the immediate investigation of the sources and uses of the funds received and disbursed by Legacy, Airdrie and their respective affiliates;

   (e) may retain such advisors as they deem appropriate, on such terms as they deem appropriate, including Fraser Milner Casgrain LLP to provide legal advice, to be funded by Legacy and Airdrie;

   (f) may provide recommendations to the Monitor and/or the creditors regarding any matters that arise in the CCAA Proceedings; and

   (g) is formally approved by Order of the Court.

3. I consent to this document being used in evidence to support the foregoing and anything reasonably associated with the foregoing.

Anne Stang
Signature

Date: Jan 17, 2012.

ACKNOWLEDGEMENT AND CONSENT

In the Matter of the *Companies Creditors' Arrangement Act* (Canada), Legacy Communities Inc., and Airdrie Capital Corporation and Airdrie Country Estates Inc. (the "CCAA Proceedings")

TO WHOM IT MAY CONCERN,

I, DENISE A ROUSAY, a creditor of:

☒ Legacy Communities Inc. ("Legacy"), in the original principal amount of $25,974.00

☒ Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively, "Airdrie"), in the original principal amount of $40,000.00

HEREBY ACKNOWLEDGE THAT:

1. I support the creation of a creditors' committee comprising, initially, (i) Kyle Brown, (ii) Nicole Shurko, and (iii) Lucille Gans plus the two largest individual, arm's-length, consenting creditors from each of Legacy and Airdrie (the "Committee").

2. I support and agree that the Committee should immediately be created that:

   (a) facilitates the communication among the stakeholders of Legacy and Airdrie;

   (b) receives and reviews all information relevant to Legacy, Airdrie and the CCAA Proceedings;

   (c) provides guidance to Legacy, Airdrie, and the Monitor regarding steps to be taken in the CCAA Proceedings;

   (d) advocates the immediate investigation of the sources and uses of the funds received and disbursed by Legacy, Airdrie and their respective affiliates;

   (e) may retain such advisors as they deem appropriate, on such terms as they deem appropriate, including Fraser Milner Casgrain LLP to provide legal advice, to be funded by Legacy and Airdrie;

   (f) may provide recommendations to the Monitor and/or the creditors regarding any matters that arise in the CCAA Proceedings; and

   (g) is formally approved by Order of the Court.

3. I consent to this document being used in evidence to support the foregoing and anything reasonably associated with the foregoing.

Denise Rousay
Signature

Date: Jan 17, 2012

ACKNOWLEDGEMENT AND CONSENT

In the Matter of the *Companies Creditors' Arrangement Act* (Canada), Legacy Communities Inc., and Airdrie Capital Corporation and Airdrie Country Estates Inc. (the "CCAA Proceedings")

TO WHOM IT MAY CONCERN,

I, Murray R. Rousay, a creditor of:

☒ Legacy Communities Inc. ("Legacy"), in the original principal amount of $ 19,980.00

☐ Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively, "Airdrie"), in the original principal amount of $______________

HEREBY ACKNOWLEDGE THAT:

1. I support the creation of a creditors' committee comprising, initially, (i) Kyle Brown, (ii) Nicole Shurko, and (iii) Lucille Ganz plus the two largest individual, arm's-length, consenting creditors from each of Legacy and Airdrie (the "Committee").

2. I support and agree that the Committee should immediately be created that:

   (a) facilitates the communication among the stakeholders of Legacy and Airdrie;

   (b) receives and reviews all information relevant to Legacy, Airdrie and the CCAA Proceedings;

   (c) provides guidance to Legacy, Airdrie, and the Monitor regarding steps to be taken in the CCAA Proceedings;

   (d) advocates the immediate investigation of the sources and uses of the funds received and disbursed by Legacy, Airdrie and their respective affiliates;

   (e) may retain such advisors as they deem appropriate, on such terms as they deem appropriate, including Fraser Milner Casgrain LLP to provide legal advice, to be funded by Legacy and Airdrie;

   (f) may provide recommendations to the Monitor and/or the creditors regarding any matters that arise in the CCAA Proceedings; and

   (g) is formally approved by Order of the Court.

3. I consent to this document being used in evidence to support the foregoing and anything reasonably associated with the foregoing.

Murray Rousay
Signature

Date: Jan 16, 2012

ACKNOWLEDGEMENT AND CONSENT

In the Matter of the *Companies Creditors' Arrangement Act* (Canada), Legacy Communities Inc., and Airdrie Capital Corporation and Airdrie Country Estates Inc. (the "CCAA Proceedings")

TO WHOM IT MAY CONCERN,

I, Kevin S. Casement, a creditor of:

☑ Legacy Communities Inc. ("**Legacy**"), in the original principal amount of $ 20,000

☐ Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively, "**Airdrie**"), in the original principal amount of $__________

HEREBY ACKNOWLEDGE THAT:

1. I support the creation of a creditors' committee comprising, initially, (i) Kyle Brown, (ii) Nicole Shurko, and (iii) Lucille Gan~~s~~ plus the two largest individual, arm's-length, consenting creditors from each of Legacy and Airdrie (the "**Committee**").

2. I support and agree that the Committee should immediately be created that:

   (a) facilitates the communication among the stakeholders of Legacy and Airdrie;

   (b) receives and reviews all information relevant to Legacy, Airdrie and the CCAA Proceedings;

   (c) provides guidance to Legacy, Airdrie, and the Monitor regarding steps to be taken in the CCAA Proceedings;

   (d) advocates the immediate investigation of the sources and uses of the funds received and disbursed by Legacy, Airdrie and their respective affiliates;

   (e) may retain such advisors as they deem appropriate, on such terms as they deem appropriate, including Fraser Milner Casgrain LLP to provide legal advice, to be funded by Legacy and Airdrie;

   (f) may provide recommendations to the Monitor and/or the creditors regarding any matters that arise in the CCAA Proceedings; and

   (g) is formally approved by Order of the Court.

3. I consent to this document being used in evidence to support the foregoing and anything reasonably associated with the foregoing.

Signature

Date: Jan. 16, 2012