This is Exhibit A referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

Clerk's stamp:

CLERK OF THE COURT
FILED
FEB 27 2012
JUDICIAL CENTRE OF CALGARY

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	**AMENDED AND RESTATED ORDER**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	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.: 548427-1
DATE ON WHICH ORDER WAS PRONOUNCED:	Restated February 16, 2012
LOCATION WHERE ORDER WAS PRONOUNCED:	Calgary, Alberta
NAME OF MASTER/JUDGE WHO MADE THIS ORDER:	MADAM JUSTICE B.E.C. ROMAINE

I hereby certify this to be a true copy of the original Order
Dated this 27 day of Feb, 2012
for Clerk of the Court

UPON the application of the proposed Unsecured Creditors Committee for an Order creating an Unsecured Creditors Committee in these proceeding; AND UPON hearing read the Affidavits of Kyle Brown, filed; AND UPON hearing from legal counsel to the proposed Unsecured Creditors Committee, legal counsel to the Debtors, and legal counsel to the Monitor;

IT IS HEREBY ORDERED THAT:

Service

1. Service of notice of the application for this Order, and all supporting materials, is deemed to be good and sufficient as set out in the Service Affidavit, and the time therefore is abridged to the time actually given.

IT IS HEREBY ORDERED AND DECLARED THAT:

2. There is hereby created in these proceedings a committee (the "**Unsecured Creditors Committee**") of the unsecured creditors of Legacy Communities Inc., Airdrie Capital Corporation, and Airdrie Country Estates Ltd. (collectively the "**Debtors**" and individually a "**Debtor**").

3. The initial members of the Unsecured Creditors Committee shall be:

   (a) Nicole Shurko;

   (b) Kyle Brown;

   (c) Dr. Lucille Gans;

   (d) Mr. Don Stewart

   (e) Mr. Barry Develin

   (f) Mr. Douglas Nysetvold; and

   (g) Mr. Wayne McKeen.

4. The by-laws of the Unsecured Creditors Committee shall be the by-laws attached hereto as Schedule "A", which are approved.

5. The Unsecured Creditors Committee, with the assistance of the Monitor, is hereby authorized and directed to send to all of the known bond holders of Legacy Communities Inc. and Airdrie Capital Corporation the letter and enclosures contained in Exhibit "A" to the Affidavit of Kyle Brown sworn in these proceedings on January 18, 2012. The Monitor is authorized to post a copy of that letter and its enclosures on its website established in these proceedings.

6. The Debtors shall indemnify the Unsecured Creditors Committee and its members, which indemnity shall be secured by the Administration Charge.

7. The Debtors shall pay the reasonable fees and disbursements of Fraser Milner Casgrain LLP for acting as legal counsel to the Unsecured Creditors Committee, both before and after the making of this Order, at its standard rates and charges, as part of the costs of these proceedings, on a monthly basis, which liability shall be secured by the Administration Charge.

8. In the event that (i) any new parties are added as Applicants or debtor companies in these proceedings, or (ii) any companies related to or affiliated with the Applicants herein commence separate proceedings under the CCAA (collectively the "**New Debtors**" and each a "**New**

Debtor"), the Unsecured Creditors Committee created herein shall be the Unsecured Creditors Committee for those New Debtors, and shall send to all of the unsecured creditors of each New Debtor a letter and questionnaire substantially in the form attached as Exhibit "A" to the Affidavit of Kyle Brown filed in these proceedings on January 19, 2012.

9. The two arms length individuals who consent to serving on Unsecured Creditors Committee and who hold the largest claims against each new Debtor will be added as members of the Unsecured Creditors Committee.

10. The Unsecured Creditors Committee may from time to time apply to this Court for advice and direction in respect of the discharge of its powers and duties.

11. Any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the Order sought.

12. The Monitor shall post a copy of this Order on its website.

13. This Order maybe approved by facsimile or other electronic signature, and in counterpart.

Justice B.E.C. Romaine

Approved on this 21 of February, 2012 by Borden Ladner Gervais LLP, counsel to the Debtors

Per: Robyn Gurofsky

Approved on this 22 of February, 2012 by McCarthy Tetrault LLP, counsel to the Monitor

Per: Sean Collins

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, (c) not a person that is "related" (within the meaning of the CCAA) to the Monitor and/or the Debtors, and (d) party to a Confidentiality Agreement in respect of confidential information received from the Debtors or the Monitor.

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. Moreover, only Members who are creditors of a particular Debtor may vote on matters exclusively concerning that Debtor.

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.

This is Exhibit B referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

FMC LAW

Fraser Milner Casgrain LLP
15TH Floor, Bankers Court
850 - 2ND Street SW
Calgary, AB, Canada T2P 0R8

MAIN 403 268 7000
FAX 403 268 3100

March 29, 2012

David W. Mann
David.Mann@FMC-Law.com
DIRECT 403 268 7097
File No.: 548427-1

To: The Bond Holders of Railside Capital Inc.

and

The Bond Holders of Foundation Place Capital inc.

Dear Mesdames/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"), Airdrie Country Estates Inc., Railside Capital Inc. ("Railside"), Railside Industrial Park Inc., Foundation Place Capital Inc. ("Foundation Place"), and Foundation Place 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 (as amended and restated) in the proceedings under the *Companies' Creditors Arrangement Act* (Canada) ("**CCAA**") of Legacy, ACC, Railside and Foundation Place.

Pursuant to the Order granted January 19, 2012 the Committee consists of the following seven bond holders of plus two members each to be identified from the Railside and Foundation Place bond holders as follows:

1. Kyle Brown;
2. Nicole Shurko;
3. Dr. Lucille Gans;
4. Don Stewart;*
5. Barry Devlin;
6. Doug Nysetvold; and
7. Wayne McKeen;

---

* Don Stewart has resigned from the Committee, and a replacement will be sought from the Legacy bond holders.

8. The two arm's-length, conflict-free individuals who consent to serving on the Committee and who hold the largest claims against Railside; and

9. The two arm's-length, conflict-free individuals who consent to serving on the Committee and who hold the largest claims against Foundation Place.

You are receiving this correspondence, together with the schedules (the "**Information Package**"), because you are one of the bond holders of Railside or Foundation Place 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, ACC, Railside, and Foundation Place bond holders; the primary stakeholders in this restructuring, plus the bond holders of any related entities which may seek protection under the CCAA. In order to assist the Committee in achieving these goals, the Court has approved 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 8 and 9 above. 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 April 13, 2012**. Under the By-laws, you will note that the Committee will consist of up to two additional bond holders of each of Railside and Foundation Place. In the event that there are more than two bond holders desiring to serve as members of the Committee, the two largest, arm's-length, conflict-free 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 Railside and Foundation Place 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) 455-3641
E-mail: savefccinvestors@gmail.com

Ernst & Young Inc.
Attention: Ms. Cassie Hern
Phone: (403) 206-5005
E-mail: cassie.hern@ca.ey.com

Yours very truly,
Fraser Milner Casgrain LLP

David W. Mann
Partner
DLG/gw

Enclosure
c. Ernst & Young Inc. – Attn: Mr. N. Narfason (via e-mail – w/encl.)

SCHEDULE "A"

BY-LAWS OF THE
UNSECURED CREDITORS COMMITTEE 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.

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 all of Legacy Communities Inc. ("**Legacy**"), Airdrie Capital Corporation ("**ACC**"), Railside Capital Inc. ("**Railside**) and/or Foundation Place Capital Inc. ("**Foundation Place**") (Legacy, ACC, Railside and Foundation Place 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, 11 members (the "**Members**") consisting of the following:

(a) Nicole Shurko;

(b) Kyle Brown;

(c) Dr. Lucille Gans;

(d) Don Stewart;

(e) Barry Devlin;

(f) Doug Nysetvold; and

(g) Wayne McKeen;

(h) two separate holders of bonds issued by Railside; and

(i) two separate holders of bonds issued by Foundation Place.

The Members of the Committee described in section 1.1(h) and (i) 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, (c) not a person that is "related" (within the meaning of the CCAA) to the Monitor and/or the Debtors, and (d) party to a Confidentiality Agreement in respect of confidential information received from the Debtors or the Monitor.

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. Moreover, only Members who are creditors of a particular Debtor may vote on matters exclusively concerning that Debtor.

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 [16th day of February, 2012].

SCHEDULE "B"

UNSECURED CREDITORS COMMITTEE BOND HOLDER QUESTIONNAIRE

IN THE MATTER OF LEGACY COMMUNITIES INC. ("LEGACY"), AIRDRIE CAPITAL CORPORATION ("ACC"),AIRDRIE COUNTRY ESTATES INC., RAILSIDE CAPITAL INC. ("RAILSIDE"), RAILSIDE INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC. ("FOUNDATION PLACE"), AND FOUNDATION PLACE 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 Railside or Foundation Place? **Yes / No**

---

[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.

If Yes, please describe: _____

_____

_____

_____

_____

_____

2. Details of the Bond Holdings

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

☐ Railside, in the original principal amount of $_____.

☐ Foundation Place, in the original principal amount of $_____.

3. Related Bonder Holdings

I (or the company I represent) hold bonds of companies related to Railside, 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 Railside and Foundation Place 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 C referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta
DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

FMC
— LAW —

Fraser Milner Casgrain LLP
15TH Floor, Bankers Court
850 - 2ND Street SW
Calgary, AB, Canada T2P 0R8

MAIN 403 268 7000
FAX 403 268 3100

March 29, 2012

David W. Mann
David.Mann@FMC-Law.com
DIRECT 403 268 7097
File No.: 548427-1

To: The Bond Holders of Legacy Communities Inc.

Dear Mesdames/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)

I am writing further to my letter of January 19, 2012, which advised that 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 Arrangements Act* (Canada) ("**CCAA**") of Legacy and ACC. Enclosed in my January 19, 2012 letter was an Information Package containing the By-laws of the Committee and a Questionnaire. Those documents are again enclosed with this letter.

Please be advised that one of the Legacy bond holders has resigned from the Committee. The purpose of this letter is to again canvass the Legacy bond holders to determine if any of you are interested in filling the vacancy created on the Committee by this resignation. If you are interested in joining the Committee, please complete the attached Questionnaire and return it to the undersigned by the close of business on **April 13, 2012**. Under the By-laws, in the event there is more than one bond holder who desires to fill the vacancy on the Committee, the largest conflict-free bond holder will be selected as a member of the Committee. Once this vacancy has been filled we will seek approval from the Court of the individual joining the Committee.

Please 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 obligations.

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

Nicole Shurko, or
Jolene Rech or Zoriana Makar
Phone: (780) 455-3641
Email: savefccinvestors@gmail.com

Ernst & Young Inc.
Attn: Ms. Cassie Hern
Phone: (403) 206-5005
Email: cassie.hern@ca.ey.com

Yours very truly,
Fraser Milner Casgrain LLP

David W. Mann
Partner

DLG/gw

Enclosures
c. Ernst & Young Inc. – Attn: Mr. N. Narfason (via e-mail – w/encl.)

SCHEDULE "A"

BY-LAWS OF THE
UNSECURED CREDITORS COMMITTEE 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.

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 all of Legacy Communities Inc. ("**Legacy**"), Airdrie Capital Corporation ("**ACC**"), Railside Capital Inc. ("**Railside**) and/or Foundation Place Capital Inc. ("**Foundation Place**") (Legacy, ACC, Railside and Foundation Place 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, 11 members (the "**Members**") consisting of the following:

(a) Nicole Shurko;

(b) Kyle Brown;

(c) Dr. Lucille Gans;

(d) Don Stewart;

(e) Barry Devlin;

(f) Doug Nysetvold; and

(g) Wayne McKeen;

(h) two separate holders of bonds issued by Railside; and

(i) two separate holders of bonds issued by Foundation Place.

The Members of the Committee described in section 1.1(h) and (i) 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, (c) not a person that is "related" (within the meaning of the CCAA) to the Monitor and/or the Debtors, and (d) party to a Confidentiality Agreement in respect of confidential information received from the Debtors or the Monitor.

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. Moreover, only Members who are creditors of a particular Debtor may vote on matters exclusively concerning that Debtor.

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 [16th day of February, 2012].

SCHEDULE "B"

UNSECURED CREDITORS COMMITTEE BOND HOLDER QUESTIONNAIRE

IN THE MATTER OF LEGACY COMMUNITIES INC. ("LEGACY"), AIRDRIE CAPITAL CORPORATION ("ACC"),AIRDRIE COUNTRY ESTATES INC., RAILSIDE CAPITAL INC. ("RAILSIDE"), RAILSIDE INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC. ("FOUNDATION PLACE"), AND FOUNDATION PLACE 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 Railside or Foundation Place? **Yes / No**

---

[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.

If Yes, please describe: _____

_____

_____

_____

_____

_____

2. Details of the Bond Holdings

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

☐ Railside, in the original principal amount of $_____.

☐ Foundation Place, in the original principal amount of $_____.

3. Related Bonder Holdings

I (or the company I represent) hold bonds of companies related to Railside, 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 Railside and Foundation Place 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 D referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta
DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

Alberta Corporation/Non-Profit Search
Corporate Registration System

Date of Search: 2012/04/02
Time of Search: 11:43 AM
Search provided by: ELDOR-WAL REGISTRATIONS (1987) LTD

Service Request Number: 17790054
Customer Reference Number:

Corporate Access Number: 2012520645
Legal Entity Name: 1252064 ALBERTA LTD.

Legal Entity Status: Active
Alberta Corporation Type: Numbered Alberta Corporation
Registration Date: 2006/06/30 YYYY/MM/DD

Registered Office:
Street: #4, 4002 9 AVE NORTH
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Records Address:
Street: #4, 4002 9 AVE NORTH
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Directors:

Last Name: AITKENS
First Name: RONALD
Street/Box Number: 70 PHEASANT ROAD NORTH
City: LETHBRIDGE
Province: ALBERTA

Postal Code: T1H 4X4

Voting Shareholders:

Last Name:	AITKENS
First Name:	RON
Street:	70 PHEASANT ROAD NORTH
City:	LETHBRIDGE
Province:	ALBERTA
Postal Code:	T1H 4X4
Percent Of Voting Shares:	100

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure:	SEE ATTACHED SCHEDULE "A"
Share Transfers Restrictions:	NO SHARES OF THE CAPITAL OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT THE SANCTION OF A MAJORITY OF THE DIRECTORS OF THE CORPORATION, AS EVIDENCED BY A RESOLUTION IN WRITING OF THE DIRECTORS.
Min Number Of Directors:	1
Max Number Of Directors:	15
Business Restricted To:	NO RESTRICTIONS
Business Restricted From:	NO RESTRICTIONS
Other Provisions:	SEE ATTACHED SCHEDULE "B"

Holding Shares In:

Legal Entity Name
LIBERTY CROSSING GENERAL PARTNER INC.
WEST SPRINGS VILLAGE GENERAL PARTNER INC.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2010	2010/08/31

Outstanding Returns:

Annual returns are outstanding for the 2011 file year(s).

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2006/06/30	Incorporate Alberta Corporation
2010/08/31	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2006/06/30
Other Rules or Provisions	ELECTRONIC	2006/06/30

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.

This is Exhibit E referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

Wednesday, April 11, 2012

Alberta Corporation/Non-Profit Search
Corporate Registration System

Date of Search: 2012/04/11
Time of Search: 08:58 AM
Search provided by: ELDOR-WAL REGISTRATIONS (1987) LTD

Service Request Number: 17823734
Customer Reference Number:

Corporate Access Number: 2013300757
Legal Entity Name: 1330075 ALBERTA LTD.

Legal Entity Status: Active
Alberta Corporation Type: Numbered Alberta Corporation
Registration Date: 2007/06/14 YYYY/MM/DD

Registered Office:
Street: 4-4002-9 AVE N
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Records Address:
Street: 4-4002-9 AVE N
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Directors:

Last Name: AITKENS
First Name: RON
Street/Box Number: 4-4002-9 AVE N
City: LETHBRIDGE
Province: ALBERTA

Postal Code: T1H 6T8

Voting Shareholders:

Last Name:	AITKENS
First Name:	RON
Street:	70 PHEASANT ROAD N
City:	LETHBRIDGE
Province:	ALBERTA
Postal Code:	T1H 4X4
Percent Of Voting Shares:	100

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure:	SEE ATTACHED SCHEDULE "A"
Share Transfers Restrictions:	NO SHARES OF THE CAPITAL OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT THE SANCTION OF A MAJORITY OF THE DIRECTORS OF THE CORPORATION, AS EVIDENCED BY A RESOLUTION IN WRITING OF THE DIRECTORS.
Min Number Of Directors:	1
Max Number Of Directors:	15
Business Restricted To:	NO RESTRICTIONS
Business Restricted From:	NO RESTRICTIONS
Other Provisions:	SEE ATTACHED SCHEDULE "B"

Holding Shares In:

Legal Entity Name
EGREEN CORPORATION
1407483 ALBERTA LTD.
HAIKU MANAGEMENT GP INC.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2010	2010/08/31

Outstanding Returns:

Annual returns are outstanding for the 2011 file year(s).

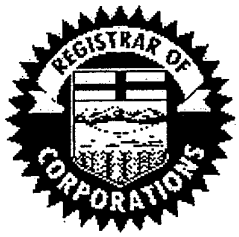
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2007/06/14	Incorporate Alberta Corporation
2010/08/31	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2007/06/14
Other Rules or Provisions	ELECTRONIC	2007/06/14

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



This is Exhibit F referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

Monday, April 02, 2012

Alberta Corporation/Non-Profit Search
Corporate Registration System

Date of Search: 2012/04/02
Time of Search: 11:42 AM
Search provided by: ELDOR-WAL REGISTRATIONS (1987) LTD

Service Request Number: 17790043
Customer Reference Number:

Corporate Access Number: 2010101141
Legal Entity Name: HARVEST CAPITAL MANAGEMENT INC.

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2002/10/01 YYYY/MM/DD

Registered Office:
Street: 4, 4002 9 AVENUE N
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Records Address:
Street: 4, 4002 9 AVENUE N
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Directors:

Last Name: AITKENS
First Name: RON
Street/Box Number: 4, 4002 9 AVENUE N
City: LETHBRIDGE
Province: ALBERTA

Postal Code: T1H 6T8

Voting Shareholders:

Last Name:	AITKENS
First Name:	RON
Street:	4, 4002 9 AVENUE N
City:	LETHBRIDGE
Province:	ALBERTA
Postal Code:	T1H 6T8
Percent Of Voting Shares:	100

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure:	SEE ATTACHED
Share Transfers Restrictions:	SEE ATTACHED
Min Number Of Directors:	1
Max Number Of Directors:	15
Business Restricted To:	NONE
Business Restricted From:	NONE
Other Provisions:	SEE ATTACHED

Holding Shares In:

Legal Entity Name
HARVEST DIVERSIFIED CAPITAL I LTD.
HARVEST DIVERSIFIED INVESTMENTS I LTD.
HARVEST DIVERSIFIED CAPITAL "2" LTD.
HARVEST DIVERSIFIED INVESTMENTS "2" LTD.
FOUNDATION HOMES INC.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2010	2010/11/04

Outstanding Returns:

Annual returns are outstanding for the 2011 file year(s).

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2002/10/01	Incorporate Alberta Corporation
2010/11/04	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2002/10/01
Restrictions on Share Transfers	ELECTRONIC	2002/10/01
Other Rules or Provisions	ELECTRONIC	2002/10/01

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.

This is Exhibit G referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

FMC LAW

Fraser Milner Casgrain LLP
15TH Floor, Bankers Court
850 - 2ND Street SW
Calgary, AB, Canada T2P 0R8

MAIN 403 268 7000
FAX 403 268 3100

January 24, 2012

David W. Mann
David.Mann@FMC-Law.com
DIRECT 403 268 7097
File No.: 548427-1

VIA EMAIL & REGULAR MAIL

Ernst & Young Inc.
1000-440 2 Avenue SW
Calgary AB T2P 5E9

Attention: Mr. Neil Narfason

Dear Sir:

RE: In the Matter of the Reorganization of Legacy Communities Inc. ("Legacy"), Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively "Airdrie") under the CCAA, Action #1101-17318 (the "CCAA Proceedings")

Thank you for meeting with us yesterday afternoon. This will confirm that, on behalf of our clients – the Unsecured Creditors' Committee established in the CCAA Proceedings by order of the Court dated January 19, 2012 (the "UCC") – we have the following questions/requests in connection with these proceedings:

1. Would you please provide us with a copy of the term sheet setting out the terms and conditions of the Interim Financing currently being utilized by the debtor companies in the CCAA Proceedings?

2. If there is no formal term sheet, would you please provide us with a summary of all of the particulars, including the nature and term of the facility, the interest rate, any fees and charges under the facility, and any other salient terms to the financing?

3. Would you please provide us with a detailed background on the individuals that are currently assisting this restructuring, including their CVs and the terms and conditions of their current engagements?

4. Please provide us with any appraisals that have been done on the lands that are actually owned by Legacy and Airdrie and advise whether any other appraisals have been commissioned and, if so, their current status.

5. The UCC would like to see the report the Monitor prepares in respect of the sources and uses of funds of Legacy and Airdrie and, in particular:

   (a) the details of any investments that have been made by Legacy/Airdrie in other entities, whether related or unrelated to Legacy/Airdrie; and

(b) any underlying or supporting documentation in connection with those investments, including contracts, land title certificates, appraisals, financial statements and like material.

6. Would you please provide us with the Monitor's position on the disbursements that Legacy and Airdrie are incurring in the CCAA Proceedings, including the history of such payments, the necessity of such payments being made, and any non-arm's length recipients of such payments?

We are slated to have further meetings with the UCC later this week so your response to the questions above at your earliest convenience would be appreciated.

Yours very truly,
Fraser Milner Casgrain LLP

David W. Mann
Partner
DWM/rlc

c. McCarthy Tétrault – Attn: Mr. S. Collins (via e-mail)
c. FMC-Law – Attn: Mr. D. LeGeyt (via e-mail)

This is Exhibit H referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta
DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

LeGeyt, David

From: Mann, David
Sent: Monday, February 06, 2012 6:14 PM
To: Patrick T. McCarthy
Cc: Robyn Gurofsky; Neil Narfason; Sean F. Collins; LeGeyt, David
Subject: UCC - Legacy/ACC - Meeting
Attachments: DOC001.pdf

Hi Pat,

We confirm our meeting with Mr. Aitkens, members of his team, your team, and the Monitor's office this coming Wednesday at 1:00 p.m.

In advance of that meeting we are hoping to have a response to the balance of the questions we have provided to the Monitor (attached). If that is not possible, could you please let me know when we might expect those answers.

Building on the attached, the UCC is particularly interested in:

(a) seeing all documentation regarding investments made by the debtors (Panama, Liberty Crossing, etc);

(b) understanding the debtors' position on the payment structure you contemplate for the UCC, including the charges in the CCAA proceedings and actual payments;

(c) related to the previous point, what are the debtors' intentions regarding ongoing DIP financing? is there a process for obtaining DIP from a third party lender? will the debtors involve the UCC in developing cash projections and the process to solicit bids for third party DIP proposals?

(d) knowing if other Harvest/Foundation Capital/Aitkens related entities will seek creditor protection? When? Will those entities join the current proceedings or make new filings?

(e) seeing the development pro-forma's for both projects, along with their cost base analysis; and

(f) understanding where the debtors plan to get the funds to pay for the rest of the lands in Legacy.

If you can have responses ready for us at (or even in advance of) our meeting on Wednesday that would be helpful. On this front, we'll have executed confidentiality agreements over to you tomorrow so the companies can sign them.

We look forward to hearing from you.

Regards,

Dave

David Mann, Partner
Fraser Milner Casgrain LLP | www.fmc-law.com
T 403 268 7097 | F 403 268 3100
E david.mann@fmc-law.com
15th Floor, Bankers Court, 850 - 2nd Street SW, Calgary AB, T2P 0R8
Bio | vCard

This message and any attachments are intended only for the addressee(s) and may contain privileged or confidential information. Any unauthorized disclosure is strictly prohibited. If you have received this message in error, please notify us immediately so that we may correct our internal records. Please then permanently delete the original message and any attachments and destroy any copies. Thank you.

This is Exhibit I referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

FMC
— LAW —

Fraser Milner Casgrain LLP
15TH Floor, Bankers Court
850 - 2ND Street SW
Calgary, AB, Canada T2P 0R8

MAIN 403 268 7000
FAX 403 268 3100

March 13, 2012

David W. Mann
David.Mann@FMC-Law.com
DIRECT 403 268 7097
File No.: 548427-1

EMAIL

Borden Ladner Gervias LLP
1900-520 3 Avenue SW
Calgary AB T2P 0R3

Attention: Mr. Patrick McCarthy, Q.C./
Ms. Robyn Gurofsky

Dear Sir:

RE: In the Matter of the Reorganization of Legacy Communities Inc. ("Legacy"), Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively "Airdrie") under the CCAA, Action #1101-17318 (the "CCAA Proceedings")

I gather from recent discussions (David LeGeyt/Robyn Gurofsky; David Mann/Neil Narfason) that you will be filing materials later this week for an application scheduled sometime March 19 or 20 respecting the filing of two additional Harvest Group of Companies – Railside and Fountain Place – and an expansion of the Monitor's powers to give it rights of "inspectorship" in respect of 1252064 Alberta Ltd. On behalf of the Unsecured Creditors' Committee (the "UCC") we are requesting that we see draft forms of those materials (and drafts of any other pleadings you propose to be filed) to enable the UCC to have input into that material.

I also confirm that the company has requested to be present at a number of bond holder meetings that are scheduled for the Legacy and Airdrie companies towards the end of this month. Thank you for that offer. The UCC is currently considering that invitation and will get back to you as matters crystallize.

Lastly, we have made a number of requests of the Monitor, the most recent of which is attached for your information. The UCC requests the cooperation of the company to assist the Monitor in responding to these inquiries. Please let me know if you require any clarification of our requests.

With respect to the attached correspondence, we also direct your attention to the final paragraph regarding the payment of outstanding fees. We ask that you confirm this is consistent with our understanding and advise both the Monitor and your client such that payments can be processed.

I trust you find the foregoing to be in order and invite you to contact me or David LeGeyt if you any questions or concerns.

Yours very truly,
Fraser Milner Casgrain LLP

David W. Mann
Partner
DWM/rlc

Enclosure
c. Unsecured Creditors' Committee
c. FMC Law – Attn. D. LeGeyt
c. Ernst & Young Inc. – Attn: N. Narfason

This is Exhibit J referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta

DAVID LEGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

FMC
— LAW —

Fraser Milner Casgrain LLP
15TH Floor, Bankers Court
850 - 2ND Street SW
Calgary, AB, Canada T2P 0R8

MAIN 403 268 7000
FAX 403 268 3100

March 13, 2012

David W. Mann
David.Mann@FMC-Law.com
DIRECT 403 268 7097
File No.: 548427-1

EMAIL

Ernst & Young Inc.
1000 440 2 Avenue SW
Calgary AB T2P 5E9

Attention: Mr. Neil Narfason

Dear Sir:

RE: In the Matter of the Reorganization of Legacy Communities Inc. ("Legacy"), Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively "Airdrie") under the CCAA, Action #1101-17318 (the "CCAA Proceedings")

Thank you for speaking with us yesterday. There are a number of issues that we wanted to confirm and follow up on from previous requests. In this regard:

1. With reference to our request letter of January 24, 2012, we look forward to knowing when the updated appraisals on the Legacy and Airdrie projects will be completed and when they might be provided to us.

2. With reference to item #6 in our January 24, 2012 request letter, we look forward to receiving the Monitor's written position on the disbursements that Legacy and Airdrie are incurring to date in the CCAA Proceedings, including the history and necessity of such payments along the lines of our original request.

3. With reference to sources and uses of funds from Legacy and Airdrie (question 5 of our January 24, 2012 request letter) we confirm after today's meeting that we will see the Monitor's reports in respect of both of these projects on the morning of March 19, 2012. In that regard, we also look forward to the details of any investments which funds were used for and the underlying and supporting documentation in respect of those projects.

With respect to our inquiries of February 6, 2012, we look forward to seeing what pro formas the debtors have put together with respect to Legacy and Airdrie, including their cost base analysis and proposed funding sources.

We also understand that Railside and Foundation Place will be filing shortly. We will follow up with the company directly in that regard but look forward to reviewing drafts of those pleadings to ensure, among other things, that it expands the creditors' committee in a manner consistent with paragraph 2 of the Order in the CCAA Proceedings on February 16, 2012.

We also look forward to reviewing the proposed pleadings and order regarding the "inspectorship" of 1252064 Alberta Ltd. and look forward to your comments as to whether they are effective for you to gain the access and visibility that you require.

We also reiterate our request in yesterday's meeting for an email list for the creditors of both Legacy and Airdrie. Given the law surrounding the publication of creditor lists, and the UCC undertaking to not disclose the list to creditors (ie. use the "bcc" distribution process), we fail to see how privacy concerns provide a basis for the debtors' refusal.

Lastly, I confirm that in our meeting of February 8, 2012 we discussed the sharing of monthly distributions out of the estate amongst the professional firms involved. I believe where we landed, in accordance with Mr. McCarthy's email of February 20, 2012, is a split of 40% for the Monitor and its counsel, and 30% for each of Fraser Milner Casgrain LLP and Borden Ladner Gervais LLP. If you would confirm that with Mr. McCarthy and arrange for the February and March payments to be distributed accordingly I would appreciate that.

I trust you find the foregoing to be in order and look forward to hearing from you.

Yours very truly,
Fraser Milner Casgrain LLP

David W. Mann
Partner
DWM/rlc

c. Unsecured Creditors' Committee (via email)
c. FMC Law – Attn. D. LeGeyt (via email)
c. Borden Ladner Gervais LLP – Attn: P. McCarthy, Q.C./R. Gurofsky (via email)

This is Exhibit K referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

Robyn Gurofsky
T (403) 232-9774
F (403) 266-1395
RGurofsky@blg.com

Borden Ladner Gervais LLP
Centennial Place, East Tower
1900, 520 - 3rd Ave SW
Calgary, AB, Canada T2P 0R3
T 403.232.9500
F 403.266.1395
blg.com

BLG
Borden Ladner Gervais

File No. 439537-000003

March 15, 2012

Delivered by Email

Fraser Milner Casgrain LLP
15th Floor, Bankers Court
850 - 2nd Street SW
Calgary, AB T2P 0R8

Attention: David W. Mann
David LeGeyt

Dear Sir:

Re: In the matter of Legacy Communities Inc. ("Legacy"), Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively, "Airdrie"); Action No. 1101-17318

I am writing in further response to your correspondence dated March 13, 2012. As requested, we have provided you with the draft forms of the materials we intend to file in support of an application to:

a) place the Railside entities and the Foundation Place entities into the CCAA proceedings; and

b) appoint the Monitor as an inspector of the books and records of certain related companies that received funds from Legacy.

We have reviewed the inquiries made by the UCC to the Monitor with respect to certain information pertaining to Legacy and Airdrie. We advise that we are working closely with the Monitor and using our best efforts to locate the information you require in response to your inquiries.

We confirm that the allocation of the Administration charge as outlined in your final paragraph is consistent with our understanding and we have confirmed same with the Monitor.

We look forward to hearing from you in response to our request for the companies to be present at the bondholder meetings scheduled on March 22, 23 and 24, 2012. In addition to attendance there, we would also request a meeting with the members of the UCC on March 20, 2012 to provide an update to the members on both the Legacy and Airdrie projects. Please advise if members of the UCC are available for a meeting on March 20, 2012, either in person or via teleconference.

We look forward to hearing from you.

Yours Truly,

BORDEN LADNER GERVAIS LLP

Robyn Gurofsky

c.c. Patrick T. McCarthy Q.C., Dan Baxter (via email)
Neil Narfason, Cassie Hern (via email)

This is Exhibit L referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

LeGeyt, David

From: Mann, David
Sent: Friday, March 16, 2012 4:28 PM
To: Bey-Burton, Nikki; LeGeyt, David
Cc: McCarthy, Patrick T.; Gurofsky, Robyn; Baxter, Dan L.; Neil Narfason; Cassie Hern
Subject: RE: CCAA Legacy Communities Inc. and Airdrie Capital Corp and Airdrie Country Estates Inc.

Robyn,

Thanks for your letter. We look forward to receiving the information we've requested. Obviously some of those requests have been outstanding for some time now. We're hopeful that they're fulfilled soon in order that we can move forward on a productive basis.

With respect to a meeting among the UCC and the company, that is welcomed by the UCC. Unfortunately, schedules don't dovetail for the majority of the group until March 26. Does that work for you and your client? March 28 also works for our client. Regardless of which date we land on, please provide us with an agenda of issues you'd like to speak about and any background or reference material in order that the UCC can prepare accordingly. At least two days prior to the meeting would be helpful.

With respect to the upcoming investor meetings, the UCC thanks your client for the offer, but is inclined to proceed without them for these meetings.

Regards,

Dave

From: Bey-Burton, Nikki [mailto:NBeyBurton@blg.com]
Sent: Friday, March 16, 2012 9:38 AM
To: Mann, David; LeGeyt, David
Cc: McCarthy, Patrick T.; Gurofsky, Robyn; Baxter, Dan L.; Neil Narfason; Cassie Hern
Subject: CCAA Legacy Communities Inc. and Airdrie Capital Corp and Airdrie Country Estates Inc.

Dear Sirs/Madam:

Further to the above captioned matter, please see the attached letter from Ms. Gurofsky.

Yours truly,

BLG
Borden Ladner Gervais

Nikki Bey-Burton
Legal Assistant to Patrick T. McCarthy, Q.C. and Robyn Gurofsky
T 403.232.9442| F 403.266.1395| M 403.232-9500| nbeyburton@blg.com
Centennial Place, East Tower, 1900, 520 Third Avenue S.W., Calgary, AB, Canada T2P 0R3

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blg.com

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This is Exhibit M referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

FMC
— LAW —

Fraser Milner Casgrain LLP
15TH Floor, Bankers Court
850 - 2ND Street SW
Calgary, AB, Canada T2P 0R8

MAIN 403 268 7000
FAX 403 268 3100

March 29, 2012

David W. Mann
David.Mann@FMC-Law.com
DIRECT 403 268 7097
File No.: 548427-1

EMAIL

Borden Ladner Gervias LLP
1900-520 3 Avenue SW
Calgary AB T2P 0R3

Attention: Mr. Patrick McCarthy, Q.C./
Ms. Robyn Gurofsky

Dear Sirs:

RE: In the Matter of the Reorganization of Legacy Communities Inc. ("Legacy"), Airdrie Capital Corporation and Airdrie Country Estates Inc. (collectively "Airdrie") under the CCAA, Action #1101-17318 (the "CCAA Proceedings")

Thank you for meeting with us yesterday afternoon. After our attendance at your office the UCC reconvened to consider what came up at the meeting.

Firstly, we confirm that we have cancelled our appearance this afternoon before Justice Romaine to seek an injunction against the debtors' presentation to investors insofar as it was going to speak to the development of full scale restructuring plans, which we believe would require the input of the UCC. The matter appears moot in any event given that the company seems to have also scheduled meetings to be heard last night, in advance of our application.

Secondly, we think the idea of weekly update meetings is appropriate. We were not aware that the company and the Monitor were holding regularly scheduled weekly meetings and think it would add effectiveness to these proceedings if the UCC (or at least a member or two) was involved in these meetings. Will you let me know what time and day they take place and we will make the necessary arrangements – hopefully calling in for some of those meetings is possible as some of our members will be joining from out of town from time to time.

The UCC still seems to be missing a number of key pieces of information, most of which we have requested some time ago. To this end, would you please review our correspondence of January 24, February 6, and March 13, 2012 for requests that remain outstanding, including:

(a) any and all appraisals that have been done on the lands in the past six months, including the most recent appraisals that were referred to in yesterday's meeting and advice as to whether the draft appraisals provided to us on February 8, 2012 were updated (or at least asked to be updated);

(b) details of any investments that have been made by Legacy/Airdrie in other entities, whether related or unrelated to Legacy/Airdrie, and related source

documentation (we appreciate that the inspectorship order of March 21, 2012 granted the Monitor additional powers to conduct this investigation, but still fail to see how source documentation cannot be made available to the UCC in the interim);

(c) the underlying agreements related to all of the debtor companies' post filing disbursements, including the management agreement for Legacy, and the arrangements with Olympia Trust and with the consultants, Messrs. Winters and Murphy;

(d) the pro formas that have been developed for the projects, along with their underlying cost base analysis; and

(e) what the debtors' intentions are for short term, interim, and long term funding for this process and the ongoing development of these projects.

We have also requested that an email list for the creditors of Legacy and Airdrie be provided to the UCC – in addition, we expand that request to include the creditors of Railside and Foundation Place. In addition, and arising out of yesterday's meeting, we request:

(i) all development applications that have been prepared in the past year, whether filed or not, and including the ASP for Airdrie and the concept plan for Legacy; and

(ii) Mr. Winters indicated that he had conducted a "developable/ undevelopable" analysis of the Legacy lands and, I believe, was prepared to share that with the UCC.

Yesterday was the first we had heard that Harvest and prepared a "data room" and Mr. Winters seemed to indicate that we were invited to visit the materials set up in that data room. Will you please confirm that such a set up exists and let us know when we can attend at that location to review materials.

With respect to Railside and Foundation Place, which we did not discuss in great detail yesterday, the UCC would like to see the following information:

(A) a sources and uses analysis conducted by the Monitor;

(B) pro formas, including underlying cost analysis, for each of those projects; and

(C) all material contracts that Railside and/or Foundation Place have in existence since the date of its filing.

There was also mention during the meeting of the debtors (Legacy and Airdrie) extending the current management agreement and submitting the ASP for Airdrie. In view of the UCC's outstanding request for the appointment of a chief restructuring officer (and for the actual

management agreement), it does not consent to these debtors extending the term of the existing management agreement.

The companies also extended an invitation to the UCC to provide input on both the filing of the ASP for Airdrie and meeting with the companies' technical advisors surrounding a number of the issues regarding the development of these two properties. While the UCC appreciates that candour, and is prepared to observe those plans, it is not in a position to either object to or affirm that such steps be undertaken. As your clients are aware, the UCC is not possessed of the necessary technical expertise, or advisors providing independent advice, on these topics to proffer its own view. It is for this reason (among others) that it has pursued the appointment of a chief restructuring officer, the draft form of which – both regarding identity and mandate – were provided to you yesterday. In this regard, we advise that the UCC remains of the view that a CRO is appropriate in these circumstances to oversee the "stabilization" of the debtors' current circumstances, oversee the recovery of missing funds, and facilitate both the interim steps required to preserve these developments and assessing the longer term alternatives available to maximize the recoveries of these estates.

I trust you find the foregoing to be in order and look forward to hearing from you on all of these matters.

Yours very truly,
Fraser Milner Casgrain LLP

David W. Mann
Partner
DWM/rlc

c. Unsecured Creditors' Committee (via email)
c. FMC Law – Attn. D. LeGeyt (via email)
c. Ernst & Young Inc. – Attn: N. Narfason (via email)
c. McCarthy Tétrault – Attn: S. Collins (via email)

This is Exhibit N referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

LeGeyt, David

From: McCarthy, Patrick T. [PMcCarthy@blg.com]
Sent: Monday, April 02, 2012 3:18 PM
To: Mann, David
Cc: LeGeyt, David; Gurofsky, Robyn; Baxter, Dan L.; 'neil.narfason@ca.ey.com'; 'Cassie.Hern@ca.ey.com'; 'ron@harvestcmi.com'; 'Noel.Winter@theharvestgroup.ca'
Attachments: Restructure Update Presentation Legacy-Aurdrie BLG March 29.pptx

David:
As discussed at our meeting last week, I'm attaching a copy of the presentation which was used by our clients for last Wednesday and Thursday's meetings with bondholders. Also as discussed Harvest will circulate a call in number and you and members of the UCC will be welcome to join our regular call/meeting with the Monitor on Wednesday morning at 9:00 either by telephone or in person.

I am somewhat hampered in my ability to respond to your letter of last week as our Robyn Gurofsky, who has as you know been doing most of the heavy lifting on this file, is (unexpectedly) in for eye surgery today and will not be back until, at the earliest, later this week. I will spend some time tomorrow to see what I can locate from among the items you have requested. I can say that if either you and/or your clients wish to attend Wednesday's meeting in person you will be welcome to review the documents in the data room following that meeting. The data room was prepared largely so that all of the documents needed to move forward with the restructing would be in one location and it is not set up or populated with documents in the same way as data room in a sales process would be, but I think it will be helpful nonetheless in giving you some of the documents you've been looking for. In response to your request for planning documents, at this point I'm given to understand that there are some sensitivities about releasing some of those documents, the particulars of which I'm not fully informed on. Mr. Winter and Mr. Aitkens can give you some colour on what those issues are on Wednesday, if you wish.

PTMc.

Patrick T. McCarthy, Q.C.
Counsel
T 403.232.9441 | F 403.266.1395 | M 403.232.9500 | pmccarthy@blg.com
Centennial Place, East Tower, 1900, 520 Third Avenue S.W., Calgary, AB, Canada T2P 0R3

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This is Exhibit O referred to in the Affidavit of
Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the
Province of Alberta
DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

Wednesday, April 11, 2012

Corporation/Non-Profit Search

Possible Matches for "1109211 Alberta Ltd.":

No records returned.

This is Exhibit P referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta

DAVID LeGEYT
Barrister & Solicitor
PRINT NAME AND EXPIRY/LAWYER

Wednesday, April 11, 2012

Alberta Corporation/Non-Profit Search
Corporate Registration System

Date of Search: 2012/04/11
Time of Search: 09:55 AM
Search provided by: ELDOR-WAL REGISTRATIONS (1987) LTD

Service Request Number: 17824450
Customer Reference Number:

Corporate Access Number: 2011094113
Legal Entity Name: 1109411 ALBERTA LTD.

Legal Entity Status: Active
Alberta Corporation Type: Numbered Alberta Corporation
Registration Date: 2004/05/21 YYYY/MM/DD
Date of Last Status Change: 2007/11/14 YYYY/MM/DD

Revival/Restoration Date: 2007/11/14 YYYY/MM/DD

Registered Office:
Street: 4, 4002 - 9TH AVENUE NORTH
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Records Address:
Street: 4, 4002 - 9TH AVENUE NORTH
City: LETHBRIDGE
Province: ALBERTA
Postal Code: T1H 6T8

Directors:

Last Name: AITKEN
First Name: RONALD
Street/Box Number: 4, 4002 - 9TH AVENUE NORTH

City:	LETHBRIDGE
Province:	ALBERTA
Postal Code:	T1H 6T8

Voting Shareholders:

Legal Entity Name:	LEGACY COMMUNITIES INC.
Corporate Access Number:	2011751324
Street:	#4, 4002 9 AVE N
City:	LETHBRIDGE
Province:	ALBERTA
Postal Code:	T1H 6T8
Percent Of Voting Shares:	100

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure:	ONE CLASS OF SHARES, TO BE DESIGNATED AS "COMMON SHARES", IN AN UNLIMITED NUMBER.
Share Transfers Restrictions:	THE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.
Min Number Of Directors:	1
Max Number Of Directors:	7
Business Restricted To:	NONE.
Business Restricted From:	NONE.
Other Provisions:	THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2010	2010/08/31

Outstanding Returns:

Annual returns are outstanding for the 2011 file year(s).

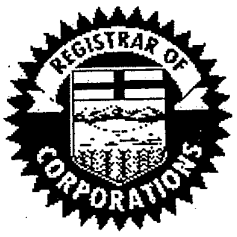
Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2004/05/21	Incorporate Alberta Corporation
2006/12/12	Change Address
2006/12/12	Change Director / Shareholder
2007/07/02	Status Changed to Start for Failure to File Annual Returns
2007/11/02	Status Changed to Struck for Failure to File Annual Returns
2007/11/14	Initiate Revival of Alberta Corporation
2007/11/14	Complete Revival of Alberta Corporation
2010/08/31	Enter Annual Returns for Alberta and Extra-Provincial Corp.

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Restrictions on Share Transfers	ELECTRONIC	2004/05/21
Other Rules or Provisions	ELECTRONIC	2004/05/21

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



This is Exhibit Q referred to in the Affidavit of Kyle Brown sworn before me on April 11, 2012.

A Commissioner for Oaths in and for the Province of Alberta

DAVID LeGEYT
Barrister & Solicitor

PRINT NAME AND EXPIRY/LAWYER

Legacy Investor Demographics - Per Amount Invested

Total Investors		1442	Percentage
Total Raised	$	34,416,392.60	
Avg Investor	$	23,867.12	
Under $10,000		584	40.50%
Under $20,000		966	66.99%
Under $50,000		1345	93.27%
Over $50,000		93	6.45%

Aidrie Investor Demographics - Per Amount Invested

Total Investors		677	Percentage
Total Raised	$	14,738,500.00	
Avg Investor	$	21,770.31	
Under $10,000		305	45.05%
Under $20,000		500	73.86%
Under $50,000		634	93.65%
Over $50,000		43	6.35%