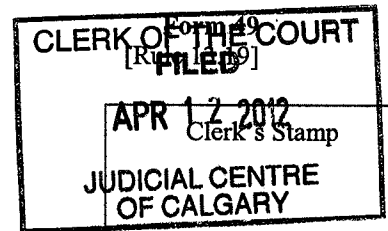


COURT FILE NUMBER 1101-17318
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary



APPLICANTS **IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended**
AND IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9
AND IN THE MATTER OF LEGACY COMMUNITIES INC., AIRDRIE CAPITAL CORPORATION and AIRDRIE COUNTRY ESTATES INC., RAILSIDE CAPITAL INC., RAILSIDE INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC. and FOUNDATION PLACE INC.

DOCUMENT **AFFIDAVIT OF RONALD AITKENS**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Patrick T. McCarthy Q.C./Robyn Gurofsky
Borden Ladner Gervais LLP
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Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 439537-000003

BLG
Borden Ladner Gervais

AFFIDAVIT OF RONALD AITKENS

Sworn on April 12, 2012

I, Ronald Aitkens, of the City of Lethbridge, in the Province of Alberta, Businessman, SWEAR AND SAY THAT:

Background

1. I am the sole director of each of Airdrie Capital Corporation ("ACC") and Airdrie Country Estates Inc. ("ACE") and a director of Legacy Communities Inc. ("Legacy") and have been a

director of these corporations since their inception in 2005 and 2006. As such, I have personal knowledge of the matters and facts hereinafter deposed to except where stated to be based on information and belief, and where so stated, I verily believe the same to be true. (ACC, ACE and Legacy are sometimes referred to collectively in this Affidavit as the "Applicants.")

2. I have previously sworn Affidavits dated December 20, 2011 and January 12, 2012 (the "Prior Affidavits") and I am in the process of completing a further Affidavit or Affidavits in these proceedings to be filed with respect to other applications before this Honourable Court. All capitalized terms not defined herein are as defined in the Prior Affidavits.
3. The Applicants obtained an Initial Order on December 21, 2011 (the "Initial Order") pursuant to the CCAA, which was granted by Justice B.E.C. Romaine of the Court of Queen's Bench of Alberta (the "Court"). By subsequent Order dated March 21, 2012 the Court made a further order granting relief under the CCAA to certain related or affiliated companies, Railside Industrial Park Inc., Foundation Place Capital Inc. and Foundation Place Inc. (the "Related Corporations") and added said entities to these CCAA proceedings.
4. This Affidavit is filed in support of an application by ACC, ACE and Legacy for a order of this Honourable Court establishing a claims process (a "Claims Process Order") with respect to those corporations.
5. In that the Related Corporations have only been in these CCAA proceedings since the March Order, a restructuring plan or plans with respect to those corporations are in the preliminary stages and it is premature to undertake a claims process with respect to those entities at this time.

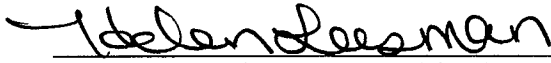
Claims Process

6. The Applicants have been diligently working towards completing formal plans of arrangement and compromise and I believe that it is realistic to anticipate that such plans can be distributed to the creditors of those corporations by the end of May, 2012. As such, I believe that it is important that ACC, ACE and Legacy, with the assistance of the Monitor, undertake claims processes to confirm the identity, status and amounts of all creditor claims, including those of the bondholders who represent the principal unsecured creditors of ACC and Legacy. Because the creditors are different for each of the Applicants, I believe that it is essential that a separate claims process be undertaken with respect to each corporation.

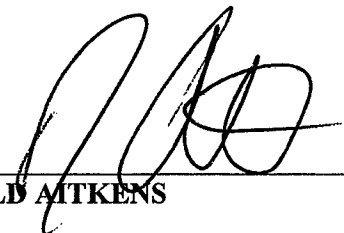
7. Following discussions among ACC, ACE, Legacy, the Monitor and their respective legal counsel, the claims processes described in detail in the forms of claims process orders attached to this Affidavit as Exhibits "A" with respect to ACC and ACE and Exhibit "B" with respect to Legacy, were deemed appropriate under the circumstances. In view of the predominance among the creditors of both ACC and Legacy of identified bondholders and a very limited number of trade or other creditors, such orders provide for a "negative claims" process and prescribe the following details and deadlines:
 - a) Notice to Creditors of accepted claims of each of ACC, ACE and Legacy by April 23, 2012;
 - b) Notice to Creditors by advertising of the claims process respecting all Applicants to be published by April 23, 2012 in the Calgary Herald newspaper;
 - c) Proof of Claim by objecting creditors by May 16, 2012;
 - d) Notice of Dispute of Proof of Claim by ACC, ACE or Legacy;
 - e) Written objection by creditors of Notice of Dispute within fifteen (15) days of receipt;
 - f) Notice of Motion and supporting Affidavit respecting disputed claims to be filed by disputing creditors within ten (10) calendar days of written objection.
8. The Monitor has reviewed and is agreeable to the claims processes and the details and deadlines described above and in the forms of order with respect to ACC, ACE and Legacy attached as exhibits hereto.
9. Further, I am advised by Patrick T. McCarthy, Q.C., legal counsel to the Applicants and do verily believe, that draft copies of a Claims Process Order with respect to ACC, ACE and Legacy, incorporating the details and deadlines described above and substantially in the form of orders attached to this Affidavit, were provided to legal counsel for the Unsecured Creditors Committee ("UCC") on or about April 11, 2012 and that the revisions requested by the UCC were made.

10. I make this Affidavit in support of applications by ACC, ACE and Legacy for orders of this Honourable Court authorizing the Monitor, with the assistance of the Applicants, to undertake the claims processes described herein.

SWORN BEFORE ME at Calgary, Alberta,
this 12th day of April, 2012.



Commissioner for Oaths in and for the
Province of Alberta


RONALD ATKENS

Helen L. Leesman
A Commissioner for Oaths
In and for the Province of Alberta
My Appointment expires
March 26, 20 ~~11~~

COURT FILE NUMBER 1101-17318

Clerk's Stamp

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

APPLICANTS IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF THE BUSINESS
CORPORATIONS ACT, R.S.A. 2000, c. B-9

AND IN THE MATTER OF LEGACY COMMUNITIES INC.,
AIRDRIE CAPITAL CORPORATION and AIRDRIE
COUNTRY ESTATES INC., RAILSIDE CAPITAL INC.,
RAILSIDE INDUSTRIAL PARK INC., FOUNDATION
PLACE CAPITAL INC. and FOUNDATION PLACE INC.

DOCUMENT ORDER

(Claims Process Airdrie Capital Corporation and Airdrie
Country Estates Inc.)

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

Patrick T. McCarthy Q.C./Robyn Gurofsky
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Calgary, AB T2P 0R3
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Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 439537-000003

This is Exhibit "A" referred to
in the Affidavit of

Ronald Aitkens
Sworn before me this 12th

April A.D. 2012
Helen L. Leesman

A Commissioner for Oaths in and for
the Province of Alberta

Helen L. Leesman
A Commissioner for Oaths
in and for the Province of Alberta
My Appointment expires
March 26, 2014

DATE ON WHICH ORDER WAS PRONOUNCED: April 17, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

UPON the application of Airdrie Capital Corporation ("ACC") and Airdrie Country Estates Inc. ("ACE"); AND UPON having read the Affidavit of Ronald Aitkens dated April 12, 2012 with respect to the proposed claims process for ACC and ACE, filed, and such other

pleadings and affidavits filed in the within proceeding; AND UPON hearing the submissions of counsel for ACC and ACE, Ernst & Young Inc. in its capacity as monitor of ACC and ACE (the "Monitor"), Ronald Aitkens, the Unsecured Creditors Committee and other counsel in attendance at the hearing of this matter;

IT IS HEREBY ORDERED THAT:

1. The Monitor shall on or before April 23, 2012, in cooperation with ACC and ACE, send a notice by registered mail, email, courier service or facsimile to each known creditor of each of ACC and ACE (sometimes referred to herein as the "Airdrie Companies"), as identified to it by ACC and ACE, indicating the amount of such creditor's claim against ACC or ACE as of December 21, 2011 (the "Notice to Creditor"). In the circumstance of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which ACC or ACE is prepared to allow as a claim by such creditor. The Notice to Creditor shall state whether a creditor's claim is secured or unsecured. Notices to Creditor substantially in the forms attached collectively as Schedule "A" to this Order is hereby approved with respect to each of ACC and ACE.
2. The Monitor shall also send, together with the Notice to Creditor, a Proof of Claim to each creditor or possible creditor described above. If a creditor wishes to dispute ACC's or ACE's assessment of its claim in the Notice to Creditor, it must complete and forward to ACC or ACE on or before May 16, 2012, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount, and/or claiming secured status if applicable, supported by appropriate documentation. In the event that a Proof of Claim is not received by ACC or ACE as the case may be, by May 16, 2012, the amount of such creditor's claim and its status as secured or unsecured will, unless otherwise ordered by this Court, be conclusively deemed to be as shown in the Notice to Creditor sent by ACC or ACE. Proofs of Claim substantially in the forms attached collectively as Schedule "B" to this order are hereby approved for each of ACC and ACE.
3. The Monitor shall also:
 - a) arrange to publish a Notice to Creditor Advertisement in the Calgary Herald newspaper on or before April 23, 2012, (an advertisement substantially in the form of Notice to Creditor Advertisement attached as Schedule "C" to this Order is hereby approved); and

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

4. Any party who does not receive a Notice to Creditor and who wishes to advance a claim against ACC or ACE must complete and forward to ACC or ACE as the case may be, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, with a copy to the Monitor, on or before May 16, 2012.

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

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

7. Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by this Court, be deemed to be forever barred and may not thereafter be advanced against ACC or ACE in the event that a plan of arrangement is approved by creditors, sanctioned by this Honourable Court, and implemented.

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

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

ENTERED THIS _____ DAY OF
April, 2012.

Clerk of the Court

SCHEDULE "A"

SCHEDULE "B"

SCHEDULE "C"

SCHEDULE "D"

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

COURT FILE NUMBER 1101-17318

Clerk's Stamp

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

APPLICANTS **IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended**

**AND IN THE MATTER OF THE BUSINESS
CORPORATIONS ACT, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF LEGACY COMMUNITIES INC.,
AIRDRIE CAPITAL CORPORATION and AIRDRIE
COUNTRY ESTATES INC., RAILSIDE CAPITAL INC.,
RAILSIDE INDUSTRIAL PARK INC., FOUNDATION
PLACE CAPITAL INC. and FOUNDATION PLACE INC.**

DOCUMENT **ORDER (Claims Process Legacy Communities Inc.)**

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

Patrick T. McCarthy Q.C./Robyn Gurofsky
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1900, 520 3rd Ave. S.W.
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Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 439537-000003

This is Exhibit " B " referred to
in the Affidavit of

Ronald Aitken
Sworn before me this 12th

Day of April A.D. 2012

Helen Leesman

A Commissioner for Oaths in and for
the Province of Alberta

Helen L. Leesman
A Commissioner for Oaths
in and for the Province of Alberta
My Appointment expires
March 26, 2014

DATE ON WHICH ORDER WAS PRONOUNCED: April 17, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

UPON the application of Legacy Communities Inc. ("Legacy"); AND UPON having read the Affidavit of Ronald Aitkens dated April 12, 2012 with respect to the proposed claims process for Legacy, filed, and such other pleadings and affidavits filed in the within proceeding; AND UPON hearing the submissions of counsel for Legacy, Airdrie Capital Corporation ("ACC") and Airdrie Country Estates Inc. ("ACE"), Ernst & Young Inc. in its capacity as monitor of Legacy,

ACC and ACE (the "Monitor"), Ronald Aitkens, the Unsecured Creditors Committee and other counsel in attendance at the hearing of this matter;

IT IS HEREBY ORDERED THAT:

1. The Monitor shall on or before April 23, 2012, in cooperation with Legacy, send a notice by registered mail, email, courier service or facsimile to each known creditor of Legacy, as identified to it by Legacy, indicating the amount of such creditor's claim against Legacy as of December 21, 2011 (the "Notice to Creditor"). In the circumstance of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Legacy is prepared to allow as a claim by such creditor. The Notice to Creditor shall state whether a creditor's claim is secured or unsecured. A Notice to Creditor substantially in the form attached as Schedule "A" to this Order is hereby approved with respect to Legacy.
2. The Monitor shall also send, together with the Notice to Creditor, a Proof of Claim to each creditor or possible creditor described above. If a creditor wishes to dispute Legacy's assessment of its claim in the Notice to Creditor, it must complete and forward to Legacy on or before May 16, 2012, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount, and/or claiming secured status if applicable, supported by appropriate documentation. In the event that a Proof of Claim is not received by Legacy or the Monitor, by May 16, 2012, the amount of such creditor's claim and its status as secured or unsecured will, unless otherwise ordered by this Court, be conclusively deemed to be as shown in the Notice to Creditor sent by Legacy or the Monitor. A Proof of Claim substantially in the form attached as Schedule "B" to this order is hereby approved for Legacy.
3. The Monitor shall also:
 - a) arrange to publish a Notice to Creditor Advertisement in the Calgary Herald newspaper on or before April 23, 2012, (an advertisement substantially in the form of Notice to Creditor Advertisement attached as Schedule "C" to this Order is hereby approved); and
 - b) arrange to have a copy of this order, the Notice to Creditor, and a Proof of Claim available on its website.

4. Any party who does not receive a Notice to Creditor and who wishes to advance a claim against Legacy must complete and forward to Legacy, a completed Proof of Claim supported by appropriate documentation advancing its claim and claiming secured status if applicable, with a copy to the Monitor, on or before May 16, 2012.

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

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

7. Claims not proven in accordance with the procedures set out above shall, unless otherwise ordered by this Court, be deemed to be forever barred and may not thereafter be advanced against Legacy in the event that a plan of arrangement is approved by creditors, sanctioned by this Honourable Court, and implemented.

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

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

ENTERED THIS _____ DAY OF
April, 2012.

Clerk of the Court

SCHEDULE "A"

SCHEDULE "B"

SCHEDULE "C"

SCHEDULE "D"

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