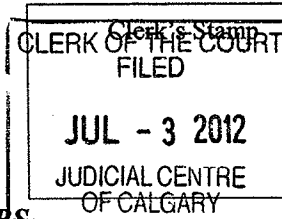


COURT FILE NUMBER **1101-17318**

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**

(Extension of Stay; Claims Process
Foundation Place and Railside)

ADDRESS FOR SERVICE AND Patrick T. McCarthy Q.C./Robyn
CONTACT INFORMATION OF Gurofsky
 Borden Ladner Gervais LLP
PARTY FILING THIS 1900, 520 3rd Ave. S.W.
 Calgary, AB T2P 0R3
DOCUMENT Telephone: (403) 232-9441/232-9774
 Facsimile: (403) 266-1395
 Email: RGurofsky@blg.com
 File No. 439537-000003

BLG
Borden Ladner Gervais

AFFIDAVIT OF RONALD AITKENS

Sworn on July 3, 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 Railside Capital Inc. and Railside Industrial Park Inc. ("Railside") and a director of Foundation Place Capital Inc. and Foundation Place Inc. ("Foundation Place") 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. (Railside and Foundation Place are sometimes referred to collectively in this Affidavit as the "Applicants".)
2. I have previously sworn Affidavits in the within CCAA proceedings, including a recent affidavit sworn on June 5, 2012 (the "Prior Affidavits"). All capitalized terms not defined herein are as defined in the Prior Affidavits.
3. The Applicants obtained an Initial Order pursuant to the CCAA, which was granted by Madam Justice B.E.C. Romaine of the Court of Queen's Bench of Alberta (the "Court") on March 21, 2012, which Initial Order granted a stay of proceedings (the "Stay") with respect to Railside and Foundation Place.
4. This Affidavit is filed in support of an application by Railside and Foundation Place for orders of this Honourable Court extending the Stay and establishing a claims process (a "Claims Process Order") with respect to each of the Applicants.
5. At this stage of the proceedings, the precise nature of a restructuring plan or alternatively, a process which maximizes the return to the creditors and stakeholders of each of the Applicants is incomplete, however significant effort is being made with the assistance of the Monitor and legal counsel to ascertain this and in the interim it is essential that claims against the Applicants be properly identified.

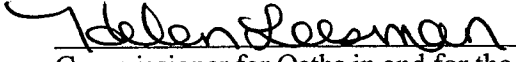
Claims Process

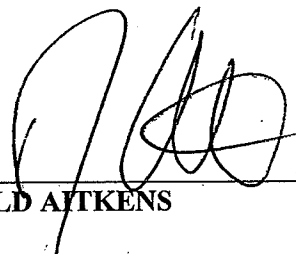
6. As such, I believe that it is essential that Railside and Foundation Place, with the assistance of the Monitor, undertake claims processes to confirm the identity, status and amounts of all creditor claims, including those of the bondholders who represent the principal unsecured creditors of Railside and Foundation Place. Because the creditors are different for each of the Applicants, I believe that it is important that a separate claims process be undertaken with respect to each corporation.

7. Following discussions among Railside, Foundation Place, the Monitor, the Unsecured Creditors Committee (the "UCC") and their respective legal counsel, the claims processes described in detail in the form of claims process order attached to this Affidavit as Exhibit "A" with respect to Railside and Exhibit "B" with respect to Foundation Place, were deemed appropriate under the circumstances. In view of the predominance among the creditors of both Railside and Foundation Place of identified bondholders with very limited number, if any, trade or other creditors, such orders prescribe a "negative claims" process similar to the claims process that was successfully undertaken with respect to Legacy and Airdrie. The proposed claims processes provide the following details and deadlines:
 - a) Notice to Creditors of accepted claims of each of the Railside and Foundation Place corporations by July 30, 2012;
 - b) Notice to Creditors by publishing the claims process in the Calgary Herald newspaper by July 30, 2012;
 - c) Proof of Claim by objecting creditors by August 21, 2012;
 - d) Notice of Dispute of Proof of Claim respecting Railside or Foundation Place;
 - e) Written objection by creditors of Notice of Dispute within fifteen (15) days of receipt;
 - f) Application 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 Railside and Foundation Place attached as exhibits hereto.
9. Further, I am advised by legal counsel to the Applicants and do verily believe, that draft copies of the proposed Claims Process Orders with respect to each of the Railside and Foundation Place corporations, incorporating the details and deadlines described above and substantially in the form of orders attached to this Affidavit, have been reviewed by legal counsel for the Unsecured Creditors Committee ("UCC") and found to be satisfactory.

10. I make this Affidavit in support of applications by Railside and Foundation Place for orders of this Honourable Court extending the Stay with respect to the Applicants and authorizing the Monitor, with the assistance of the Applicants, to undertake the claims processes described herein.

SWORN BEFORE ME at Calgary, Alberta,
this 3rd day of July, 2012.


Commissioner for Oaths in and for the
Province of Alberta


RONALD AITKENS

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

Exhibit “A”

COURT FILE NUMBER 1101-17318

Clerk's Stamp

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

APPLICANTS

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

Ronald Aitkens

Sworn before me this 3

Day of July A.D. 2012

Helen Leesman

A Commissioner for Oaths in and for
the Province of Alberta

Helen L. Leesman

Commissioner for Oaths
in and for the Province of Alberta

My Appointment expires
March 26, 2014

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.

ORDER

(Claims Process Railside Capital Inc. and Railside Industrial
Park Inc.)

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

Patrick T. McCarthy Q.C./Robyn Gurofsky
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9441/232-9774
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 439537-000003

DATE ON WHICH ORDER WAS PRONOUNCED: July 5, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

UPON the application of Railside Capital Inc. ("Railside Capital") and Railside Industrial
Park Inc. ("Railside Industrial") (sometimes collectively referred to as "Railside"); AND UPON
having read the Affidavit of Ronald Aitkens dated July 3, 2012 with respect to the proposed

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

IT IS HEREBY ORDERED THAT:

1. The Monitor shall on or before July 30, 2012, in cooperation with Railside, send a notice by registered mail, email, courier service or facsimile to each known creditor of Railside Capital and Railside Industrial (sometimes referred to herein as the "Creditors"), as identified to it by Railside, indicating the amount of such creditor's claim against Railside Capital or Railside Industrial as of March 12, 2012 (the "Notice to Creditor"). In the circumstance of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Railside is prepared to allow as a claim by such creditor. The Notice to Creditor shall state whether a creditor's claim is secured or unsecured. Notices to Creditor substantially in the form attached as Schedule "A" to this Order is hereby approved with respect to Railside Capital and Railside Industrial.

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

3. The Monitor shall also:

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

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

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

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

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

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

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

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

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

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

ENTERED THIS 5th DAY OF
July, 2012.

Clerk of the Court

SCHEDULE "A" – Notice to Creditor

SCHEDULE "B" – Proof of Claim

SCHEDULE "C" – Notice to Creditor Advertisement

SCHEDULE "D" – Notice of Dispute

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

Schedule "A"

Schedule "A"

NOTICE TO CREDITOR OF RAILSIDE CAPITAL INC.

TO: [NAME AND ADDRESS OF CREDITOR]

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

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

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

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

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

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

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

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to Railside Capital, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by Railside Capital and the Monitor no later

Schedule "A"

than **August 21, 2012**. If no such Proof of Claim is received by Railside Capital and the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

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

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

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

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

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

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

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

per:

Schedule "A"

NOTICE TO CREDITOR OF RAILSIDE INDUSTRIAL PARK INC.

TO: [NAME AND ADDRESS OF CREDITOR]

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

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

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

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

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

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

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

The Claims Process Order provides that if a creditor disagrees with the assessment of its claim set out in this Notice to Creditor, the creditor must complete and return to Railside Industrial, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount and/or claiming secured status if applicable, supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with

Schedule "A"

supporting documentation must be received by Railside Industrial and the Monitor no later than **August 21, 2012**. If no such Proof of Claim is received by Railside Industrial and the Monitor by that date the amount of such creditor's claim and its status as secured or unsecured will be, subject to further order of the Court, conclusively deemed to be as shown in this Notice to Creditor.

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

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

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

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

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

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

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

per:

Schedule "B"

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9**

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

**Proof of Claim RAILSIDE CAPITAL INC. ("Railside Capital")
For Claims Arising Before March 21, 2012
(See Reverse for Instructions)**

Regarding the claim of _____ (referred to in this form as "the
creditor")
(name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____
I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)
of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)
2. I have knowledge of all the circumstances connected with the claim referred to in this form.
3. A. Railside Capital was, as at March 21, 2012, and still is indebted to the creditor in the sum of \$ _____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should **not** include the value of goods and/or services supplied or claims arising after March 21, 2012. If a creditor's claim is to be reduced by deducting any counter claims to which Railside Capital is entitled and/or amounts associated with the return of equipment and/or assets by Railside Capital, please specify.

The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- ☐ Canadian Dollars
☐ United States Dollars

4. A. ☐ **Unsecured claim.** \$ _____. In respect to the said debt, the creditor does not and has not since March 21, 2012, held any assets of Railside Capital as security.
- B. ☐ **Secured claim.** \$ _____. In respect of the said debt, the creditor holds assets of Railside Capital valued at \$ _____ as security:

Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B"

Dated at _____, this _____ day of _____, 2012.
Insert city and date of signature

Witness _____

(signature of individual completing the form)

Must be signed and witnessed

Schedule "B"

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should **not** include the value of goods and/or services arising after March 21, 2012. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.

4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by August 21, 2012, to both Railside Capital and the Monitor at the below addresses:

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

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

Additional information regarding Railside Capital and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/foundationgroup>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5394.

Note: Any claim not filed by August 21, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against Railside Capital.

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9**

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

**Proof of Claim RAILSIDE INDUSTRIAL PARK INC. ("Railside Industrial")
For Claims Arising Before March 21, 2012
(See Reverse for Instructions)**

Regarding the claim of _____ (referred to in this form as "the
creditor") (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____
I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)
of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)
2. I have knowledge of all the circumstances connected with the claim referred to in this form.
3. A. Railside Industrial was, as at March 21, 2012, and still is indebted to the creditor in the sum of
\$ _____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should
not include the value of goods and/or services supplied or claims arising after March 21, 2012. If a creditor's claim is to be
reduced by deducting any counter claims to which Railside Industrial is entitled and/or amounts associated with the return of
equipment and/or assets by Railside Industrial, please specify.

*The statement of account must specify the vouchers or other evidence in support of the claim including the date and
location of the delivery of all services and materials. Any claim for interest must be supported by contractual
documentation evidencing the entitlement to interest.*

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- ☐ Canadian Dollars
☐ United States Dollars

4. A. ☐ **Unsecured claim.** \$ _____. In respect to the said debt, the creditor does not and has not
since March 21, 2012, held any assets of Railside Industrial as security.
- B. ☐ **Secured claim.** \$ _____. In respect of the said debt, the creditor holds assets of Railside
Industrial valued at \$ _____ as security:

**Provide full particulars of the security, including the date on which the security was given and the value at which
the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as
Schedule "B"**

Dated at _____, this _____ day of _____, 2012.
Insert city and date of signature

Witness _____

(signature of individual completing the form)

Must be signed and witnessed

Schedule "B"

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should **not** include the value of goods and/or services arising after March 21, 2012. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by August 21, 2012, to both Railside Industrial and the Monitor at the below addresses:

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

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

Additional information regarding Railside Industrial and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/foundationgroup>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5394.

Note: Any claim not filed by August 21, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against Railside Industrial.

Schedule "C"

Schedule "C"

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

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

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

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

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

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

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

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

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

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

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

Schedule "D"

Schedule "D"

Notice of Dispute of Claim

by

RAILSIDE CAPITAL INC. ("Railside Capital")

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

_____ (**"Creditor"**) is

DISPUTED

Railside Capital disputes:

___ the whole amount of your claim; or

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

___ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify Railside Capital, with a copy to the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection to Railside Capital and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on Railside Capital (with a copy to the Monitor), an Application in Railside Capital's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

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

Schedule "D"

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

Railside Capital Inc.,

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

1900, 520 – 3rd Avenue SW
Calgary, Alberta T2P 0R3

Attention: Robyn Gurofsky

Email: rgurofsky@blg.com

Telephone: (403) 232 -9774

Fax: (403) 266 -1395

1000, 440 2nd Avenue SW

Calgary, Alberta T2P 5E9

Attention: Jessica Caden

Email: jessica.caden@ca.ey.com

Telephone: (403) 206-5394

Fax: (403) 206-5075

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

Railside Capital Inc.

Per: _____

cc Borden Ladner Gervais – Attention: Robyn Gurofsky

Schedule "D"

Notice of Dispute of Claim

by

RAILSIDE INDUSTRIAL PARK INC. ("Railside Industrial")

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

_____ ("**Creditor**") is

DISPUTED

Railside Industrial disputes:

___ the whole amount of your claim; or

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

___ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify Railside Industrial, with a copy to the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection to Railside Industrial and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on Railside Industrial (with a copy to the Monitor), an Application in Railside Industrial's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

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

Schedule "D"

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

Railside Industrial Park Inc.,

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

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

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

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

Railside Industrial Park Inc.

Per: _____

cc Borden Ladner Gervais – Attention: Robyn Gurofsky

Exhibit “B”

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

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

Ronald Aitkens

om before me this 3

y of July A.D. 2012

Helen Leeman

A Commissioner for Oaths in and for
the Province of Alberta

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.

Helen Leeman
A Commissioner for Oaths
In and for the Province of Alberta
My Appointment expires
March 26, 2014

ORDER

(Claims Process Foundation Place Capital Inc. and Foundation
Place Inc.)

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

Patrick T. McCarthy Q.C./Robyn Gurofsky
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9441/232-9774
Facsimile: (403) 266-1395
Email: RGurofsky@blg.com
File No. 439537-000003

DATE ON WHICH ORDER WAS PRONOUNCED: July 5, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

UPON the application of Foundation Place Capital Inc. ("FPC") and Foundation Place Inc. ("FPI") (sometimes collectively referred to as "Foundation Place"); AND UPON having read the Affidavit of Ronald Aitkens dated July 3, 2012 with respect to the proposed claims

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

IT IS HEREBY ORDERED THAT:

1. The Monitor shall on or before July 30, 2012, in cooperation with Foundation Place, send a notice by registered mail, email, courier service or facsimile to each known creditor of FPI and FPC (sometimes referred to herein as the "Creditors"), as identified to it by Foundation Place, indicating the amount of such creditor's claim against FPI and FPC as of March 12, 2012 (the "Notice to Creditor"). In the circumstance of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Foundation Place is prepared to allow as a claim by such creditor. The Notice to Creditor shall state whether a creditor's claim is secured or unsecured. Notices to Creditor substantially in the form attached as Schedule "A" to this Order is hereby approved with respect to FPI and FPC.
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 Foundation Place's assessment of its claim in the Notice to Creditor, it must complete and forward to Foundation Place on or before August 21, 2012, with a copy to the Monitor, a completed Proof of Claim advancing a claim in a different amount, and/or claiming secured status if applicable, supported by appropriate documentation. In the event that a Proof of Claim is not received by Foundation Place as the case may be, by August 21, 2012, the amount of such creditor's claim and its status as secured or unsecured will, unless otherwise ordered by this Court, be conclusively deemed to be as shown in the Notice to Creditor sent by Foundation Place. Proofs of Claim substantially in the form attached as Schedule "B" to this order are hereby approved for each of FPI and FPC.
3. The Monitor shall also:
 - a) arrange to publish a Notice to Creditor Advertisement in the Calgary Herald newspaper on or before July 30, 2012, (an advertisement substantially in the form of Notice to Creditor Advertisement attached as Schedule "C" to this Order is hereby approved); and

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

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

5. Where a Proof of Claim is sent to Foundation Place 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 Foundation Place, 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 Foundation Place accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor, with the assistance of Foundation Place, shall issue a Notice of Dispute indicating the reasons for the dispute. Notices of Dispute substantially in the form attached as Schedule "D" to this Order is hereby approved with respect to each of FPC and FPI.

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

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

8. Foundation Place shall serve a copy of this Order on all parties attending at the hearing of the within application and the Monitor shall post a copy of this Order on its website and include the address of the website with the materials sent to creditors and claimants of FPI and FPC, 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 5th DAY OF
July, 2012.

Clerk of the Court

SCHEDULE "A" – Notice to Creditor

SCHEDULE "B" – Proof of Claim

SCHEDULE "C" – Notice to Creditor Advertisement

SCHEDULE "D" – Notice of Dispute

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

Schedule "A"

Schedule "A"

NOTICE TO CREDITOR OF FOUNDATION PLACE CAPITAL INC.

TO: [NAME AND ADDRESS OF CREDITOR]

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

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

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

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

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

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

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

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

Schedule "A"

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

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

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

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

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

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

**Ernst & Young Inc., in its capacity as
Monitor of Foundation Place Capital Inc.**

per:

Schedule "A"

NOTICE TO CREDITOR OF FOUNDATION PLACE INC.

TO: [NAME AND ADDRESS OF CREDITOR]

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

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

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

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

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

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

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

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

Schedule "A"

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

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

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

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

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

Dated the day of July, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of Foundation Place Inc.

per:

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Journal compilation © 2006 Blackwell Publishing Ltd

Schedule "B"

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9**

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

**Proof of Claim FOUNDATION PLACE CAPITAL INC. ("FPC")
For Claims Arising Before March 21, 2012
(See Reverse for Instructions)**

Regarding the claim of _____ (referred to in this form as "the
creditor")
(name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)
of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. FPC was, as at March 21, 2012, and still is indebted to the creditor in the sum of \$ _____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should **not** include the value of goods and/or services supplied or claims arising after March 21, 2012. If a creditor's claim is to be reduced by deducting any counter claims to which FPC is entitled and/or amounts associated with the return of equipment and/or assets by FPC, please specify.

The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- ☐ Canadian Dollars
☐ United States Dollars

4. A. ☐ **Unsecured claim.** \$ _____. In respect to the said debt, the creditor does not and has not since March 21, 2012, held any assets of FPC as security.

- B. ☐ **Secured claim.** \$ _____. In respect of the said debt, the creditor holds assets of FPC valued at \$ _____ as security:

Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B"

Dated at _____, this _____ day of _____, 2012.

Insert city and date of signature

Witness _____

(signature of individual completing the form)

Must be signed and witnessed

Schedule "B"

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should **not** include the value of goods and/or services arising after March 21, 2012. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by August 21, 2012, to both FPC and the Monitor at the below addresses:

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

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

Additional information regarding FPC and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/foundationgroup>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5394.

Note: Any claim not filed by August 21, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against FPC.

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended
AND IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, R.S.A. 2000, c. B-9**

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

**Proof of Claim FOUNDATION PLACE INC. ("FPI")
For Claims Arising Before March 21, 2012
(See Reverse for Instructions)**

Regarding the claim of _____ (referred to in this form as "the
creditor")
(name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

I, _____ residing in the _____

(name of person signing claim)

(city, town, etc.)

of _____ in the Province of _____

(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the creditor
or
☐ I am _____ of the creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. FPI was, as at March 21, 2012, and still is indebted to the creditor in the sum of \$ _____ as shown by the statement of account attached hereto and marked "Schedule A". Claims should **not** include the value of goods and/or services supplied or claims arising after March 21, 2012. If a creditor's claim is to be reduced by deducting any counter claims to which FPI is entitled and/or amounts associated with the return of equipment and/or assets by FPI, please specify.

The statement of account must specify the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

☐ Canadian Dollars

☐ United States Dollars

4. A. ☐ **Unsecured claim.** \$ _____. In respect to the said debt, the creditor does not and has not since March 21, 2012, held any assets of FPI as security.

B. ☐ **Secured claim.** \$ _____. In respect of the said debt, the creditor holds assets of FPI valued at \$ _____ as security:

Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B"

Dated at _____, this _____ day of _____, 2012.

Insert city and date of signature

Witness

(signature of individual completing the form)

Must be signed and witnessed

Schedule "B"

Instructions for Completing Proof of Claim Forms

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, and must be attached and marked Schedule "A". Claims should **not** include the value of goods and/or services arising after March 21, 2012. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.

B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies. e.g. -

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.;

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Send a copy of the completed Proof of Claim, by August 21, 2012, to both FPI and the Monitor at the below addresses:

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

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

Additional information regarding FPI and the CCAA process, as well as copies of claims documents may be obtained at <http://www.ey.com/ca/foundationgroup>. If there are any questions in completing the Proof of Claim, please contact Jessica Caden of Ernst & Young Inc. at (403) 206-5394.

Note: Any claim not filed by August 21, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against FPI.

Schedule "C"

Schedule "C"

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

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

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

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

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

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

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

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

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

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

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

Schedule "D"

Schedule "D"

Notice of Dispute of Claim

by

FOUNDATION PLACE CAPITAL INC. ("FPC")

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

_____ (**"Creditor"**) is

DISPUTED

FPC disputes:

___ the whole amount of your claim; or

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

___ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify FPC, with a copy to the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection to FPC and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on FPC (with a copy to the Monitor), an Application in FPC's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

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

Schedule "D"

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

Foundation Place Capital Inc.,

Ernst & Young Inc., as Court
appointed Monitor of FPC

1900, 520 – 3rd Avenue SW

1000, 440 2nd Avenue SW

Calgary, Alberta T2P 0R3

Calgary, Alberta T2P 5E9

Attention: Robyn Gurofsky

Attention: Jessica Caden

Email: rgurofsky@blg.com

Email: jessica.caden@ca.ey.com

Telephone: (403) 232 -9774

Telephone: (403) 206-5394

Fax: (403) 266 -1395

Fax: (403) 206-5075

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

Foundation Place Capital Inc.

Per: _____

cc Borden Ladner Gervais – Attention: Robyn Gurofsky

Schedule "D"

Notice of Dispute of Claim

by

FOUNDATION PLACE INC. ("FPI")

Take note that the NOTICE OF CLAIM of

_____ ("Creditor") is

DISPUTED

FPI disputes:

___ the whole amount of your claim; or

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

___ your claim of secured status;

for the following reason(s):

If you wish to challenge this Notice of Dispute you must:

- within fifteen (15) days of receipt of this Notice of Dispute, notify FPI, with a copy to the Monitor, in writing of your objection to this Notice of Dispute by registered mail, courier service or facsimile to the address or fax number below; and,
- within ten (10) calendar days after you give your notice of objection to FPI and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on FPI (with a copy to the Monitor), an Application in FPI's proceedings under the *Companies' Creditors Arrangements Act* and an Affidavit containing all supporting documentation for the determination by the Court of your disputed claim.

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

Schedule "D"

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

Foundation Place Inc.,

Ernst & Young Inc., as Court
appointed Monitor of FPI

1900, 520 – 3rd Avenue SW

1000, 440 2nd Avenue SW

Calgary, Alberta T2P 0R3

Calgary, Alberta T2P 5E9

Attention: Robyn Gurofsky

Attention: Jessica Caden

Email: rgurofsky@blg.com

Email: jessica.caden@ca.ey.com

Telephone: (403) 232 -9774

Telephone: (403) 206-5394

Fax: (403) 266 -1395

Fax: (403) 206-5075

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

Foundation Place Inc.

Per: _____

cc Borden Ladner Gervais – Attention: Robyn Gurofsky