

COURT FILE NUMBER 1101-17318

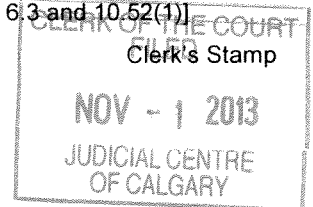
COURT COURT OF QUEEN'S BENCH OF ALBERTA

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 RAILSIDE CAPITAL INC., RAILSIDE
INDUSTRIAL PARK INC., FOUNDATION PLACE CAPITAL INC.
AND FOUNDATION PLACE INC.



DOCUMENT APPLICATION

ADDRESS FOR SERVICE AND CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

McCARTHY TÉTRAULT LLP
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File: 027052-442481

NOTICE TO RESPONDENTS

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date	November 22, 2013
Time	2:00 pm
Where	Calgary Courts Center
Before Whom	Justice K. Horner

Go to the end of this document to see what else you can do and when you must do it.

Remedy claimed or sought: Ernst & Young Inc. (the "**Monitor**"), in its capacity as the court appointed Monitor of Foundation Place Capital Inc. and Foundation Capital Inc. (collectively referred to as "**Foundation Place**") pursuant to an order issued by the Honourable Justice B.E.C. Romaine

on March 21, 2012 (the “**Initial Order**”) applies for an order, substantially in the form attached as Schedule “**A**” hereto:

1. Declaring that this Application is properly returnable on November 22, 2013, that service of the Application and the twentieth report of the Monitor, dated November 1, 2013 (the “**Twentieth Monitor’s Report**”) on the Service List is validated, and deemed good and sufficient and that no persons other than those on the Service List are entitled to service of the Twentieth Monitor’s Report or the Application.
2. Approving the sale and investment solicitation process attached as Appendix “**A**” to the Twentieth Monitor’s Report (the “**SISP Process**”) with respect to the FP Property (as that term is defined in the Twentieth Monitor’s Report) and directing and authorizing the Monitor to implement the SISP Process and perform all steps and actions required of it pursuant to the SISP Process.
3. Authorizing the Monitor to engage a person (the “**Marketing Agent**”) to assist with the marketing and sale of the FP Property (as such term is defined in the Twentieth Monitor’s Report) accordance with the SISP Process and the Twentieth Monitor’s Report.
4. Such further and other relief as counsel for the Monitor may advise and this Honourable Court may allow.

Grounds for making this application: The grounds for the Application are as follows:

5. The Monitor was appointed by this Honourable Court as monitor of Foundation Place pursuant to the Initial Order.
6. Pursuant to the order granted on May 10, 2012 by this Honourable Court (the “**Co-Manager Order**”), the Monitor was granted additional powers as co-manager of Foundation Place. The Monitor’s powers were expanded to allow the Monitor to, *inter alia*, lead the exit financing process for the Applicants and have have direct involvement in the CCAA Plan development.
7. The Monitor had been working with a third-party in an effort to finalize a joint venture arrangement involving Foundation Place. The joint venture agreement has not been finalized and, as previously advised by the Monitor in the Nineteenth Report, the Monitor is now making this application to implement the SISP Process in respect of Foundation Place.

8. The Monitor has developed the SISP Process in order to allow for the implementation of an open and efficient process to solicit the sale of the FP Property and in order obtain the best offer in the given circumstances.

9. The Monitor is of the view that it is in the best interests of Foundation Place and its estate for an experienced and qualified Marketing Agent to be retained to assist in the marketing of the FP Property, as described herein.

10. Such further and other grounds as counsel for the Monitor may advise.

Material or Evidence to be relied on: The Monitor will rely on the following material:

11. The Twentieth Monitor's Report.

12. Such further and other material as counsel for the Monitor may advise.

Applicable Rules:

13. Rule 6.3(1) and 6.9(1) of the *Alberta Rules of Court*.

14. Such further and other Rules as counsel for the Monitor may advise.

Applicable Acts and regulations:

15. The *Alberta Rules of Court*.

16. Such further and other Acts and regulations as counsel for the Monitor may advise.

Any irregularity complained of or objection relied on:

17. There are no irregularities complained of or objections relied on.

How the application is proposed to be heard or considered:

18. The Monitor proposes that the Application be heard in person with one, some or all of the parties present.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want

to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

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Clerk's Stamp

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DOCUMENT **ORDER (SISP Process Approval)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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pkiriakakis@mccarthy.ca
File: 027052-442481

DATE ON WHICH ORDER WAS PRONOUNCED: **November 22, 2013**

NAME OF MASTER/JUDGE WHO MADE THIS ORDER: **Justice K. Horner**

LOCATION OF HEARING: **Calgary, Alberta**

UPON THE APPLICATION of Ernst & Young Inc. (the "**Monitor**"), in its capacity as the court appointed monitor of Foundation Place Capital Inc. and Foundation Capital Inc. (collectively referred to as "**Foundation Place**"); **AND UPON** having read the Twentieth Report of the Monitor dated November 1, 2013 (the "**Twentieth Monitor's Report**"); **AND UPON** reading the Affidavit of Service of •, sworn November •, 2013 (the "**Service Affidavit**"); **AND UPON** hearing from counsel for the Monitor and any other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Service of the Application filed on November 1, 2013 (the "**Application**") and the Twentieth Monitor's Report on the persons listed on the Service List is hereby validated and deemed good and sufficient in accordance with the Service Affidavit and the Application is properly returnable today.
2. The sales and investment solicitation process attached as Appendix "**A**" to the Twentieth Monitor's Report (the "**SISP Process**") with respect to Foundation Place be and is hereby approved and the Monitor is authorized and directed to implement the SISP Process and perform all steps and actions required of it pursuant to the SISP Process.
3. The Monitor is authorized to execute and implement the Marketing Agent Selection Process (as such term is defined in the Twentieth Monitor's Report) and, upon completion of the Marketing Agent Selection Process, to enter into, execute and deliver an engagement letter with the person selected as the marketing agent for the SISP Process.
4. The Monitor is at liberty to reapply for further advice, assistance, and direction, as may be necessary to give full force and effect to the terms of this Order.
5. Service of this Order by email, facsimile, courier, regular mail or personal delivery to persons on the Service List shall constitute good and sufficient service of this Order and no persons other than those on the Service List are entitled to be served with a copy of this Order.

J.C.Q.B.A.