

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.**

COURT FILE NUMBER 1201-06934
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 1252064
ALBERTA LTD., 1330075 ALBERTA LTD.
AND HARVEST CAPITAL
MANAGEMENT INC.**

NOTICE TO RESPONDENTS

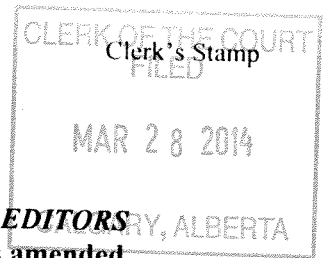
This application is made against you. You are a respondent.

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	April 4, 2014
Time	10:00 a.m.
Where	Calgary Courts Centre, 601 – 5 th Avenue SW, Calgary, Alberta
Before Whom	The Honourable Justice K.M. Eidsvik

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



Remedy claimed or sought by Foundation Place Capital Inc. and Foundation Place Inc.:

1. An order:
 - (a) Declaring service of notice of this application together with all supporting materials, including the Twenty-third Report of the Monitor and Co-Manager (the "23rd Report"), to be good and sufficient, and bridging the time for service of said documents, if necessary;
 - (b) Approving the Settlement Proposal, substantially in the form attached as Appendix F to the 23rd Report and authorizing the Court appointed Monitor and Co-Manager to execute such further agreements or documents to effect the settlement outlined in the Settlement Proposal; and
2. Such further and other relief as counsel may advise and this Honourable Court permit.

Grounds for making this application:

3. As outlined in both the 23rd Report and the Twenty-Second Report of the Monitor dated March 21, 2014 and filed herein, Foundation Place Capital has entered into the terms of a joint venture transaction with Simmons Financial Holdings Ltd. (the "Simmons Transaction") to provide a significant portion of the exit financing required to allow Foundation Place Capital to implement a Plan of Compromise or Arrangement (the "Plan") and exit the within proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA").
4. The funding to be advanced to Foundation Place Capital pursuant to the Simmons Transaction is not sufficient to cover all obligations necessary to allow Foundation Place Capital to exit from CCAA, however, Foundation Place Capital has negotiated a settlement with 1252064 Alberta Ltd. ("125 Alberta") pursuant to which Foundation Place Capital has agreed that it will not advance certain damages claims against 125 Alberta in exchange for an assignment of the Promissory Note and acceptance of the FP Unsecured Claim, as such terms are defined in the 23rd Report (the "Settlement").
5. The consideration advanced to Foundation Place Capital pursuant to the Settlement will be sufficient to allow Foundation Place Capital to exit from the within CCAA proceedings, and to implement the Plan should the Plan be approved by the requisite majority of creditors.
6. The Settlement benefits both Foundation Place Capital, for the reasons outlined above, and 125 Alberta as it provides for a certain amount of interest to be paid to 125 Alberta over the course of the next five to twelve months, and 125 Alberta will not be required to defend the damages claims which Foundation Place Capital has agreed to forego under the agreement.

7. Such further and other grounds as counsel may advise and as are more particularly outlined in the 23rd Report.

Material or evidence to be relied on:

8. The 23rd Report of the Monitor and Co-Manager;
9. All previous reports of the Monitor filed in the within proceedings;
10. The Pleadings and proceedings had and taken in this action; and
11. Such further and other material or evidence as Counsel may advise and this Honourable Court permit.

Applicable rules:

12. Part 6, Division 1 and Rules 11.27;
13. Such further and other rules as Counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

14. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36; and
15. Such further and other Acts and regulations as Counsel may advise and this Honourable Court permit.

Any irregularity complained of or objection relied on:

16. n/a

How the application is proposed to be heard or considered:

17. In person, before the Honourable Justice K. Eidsvik on evidence contained in the 23rd Report of the Monitor and Co-Manager.

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.