CLERK OF THE COURT
FILED
MAR 28 2014
CALGARY, ALBERTA

Form 27
[Rules 6.3 and 10.52(1)]
Clerk's Stamp

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 Barristers & Solicitors Sean F. Collins / Walker W. MacLeod / Pantelis Kyriakakis Suite 3300, 421 - 7 Avenue S.W. Calgary, AB T2P 4K9 Phone: 403-260-3500 Fax: 403-260-3501 Email: scollins@mccarthy.ca/ wmacleod@mccarthy.ca/ pkyriakakis@mccarthy.ca 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	April 4, 2014
Time	10:00 am
Where	Calgary Courts Center
Before Whom	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: Ernst & Young Inc. (the "**Monitor**"), in its capacity as the court appointed Monitor of Railside Capital Inc. and Railside Industrial Park Inc. (collectively referred to as "**Railside**") 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 April 4, 2014, that service of the Application and the twenty-fourth report of the Monitor, dated March 28, 2014 (the "**Twenty-Fourth 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 Twenty-Fourth Monitor's Report or the Application.

2. Approving the Agreement of Purchase and Sale, dated March 21, 2014 (the "**Purchase Contract**") between Railside Capital Inc. and 1192559 Alberta Ltd. (the "**Purchaser**"), authorizing the Monitor, *nunc pro tunc,* to enter into the Purchase Contract on behalf of Railside and complete the sale and transfer of the Property (as defined in the Purchase Contract and set out in Schedule "A" of the Vesting Order) and vesting title in the Property in the Purchaser, free and clear of all encumbrances upon the closing of the Purchase Contract.

3. 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:

4. The Monitor was appointed by this Honourable Court as monitor of Railside pursuant to the Initial Order.

5. 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.

6. Railside and the Purchaser have entered into the Purchase Contract. The Purchase Contract is conditioned on the approval of this Honourable Court.

7. The Property was sufficiently exposed to the relevant market in a commercially reasonable and fair marketing process. The price to be paid by the Purchaser represents the highest price that can be obtained for the Property. The Monitor has provided information on the sales and marketing process for the Property in the Twenty-Fourth Monitor's Report.

8. The sale of the Property, as proposed, is in the best interests of the estate of the stakeholders of Railside.

9. 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:

10. The Twenty-Fourth Monitor's Report.

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

Applicable Rules:

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

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

Applicable Acts and regulations:

14. The *Alberta Rules of Court*.

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

Any irregularity complained of or objection relied on:

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

How the application is proposed to be heard or considered:

17. 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.

SCHEDULE "A"

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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	**ORDER**	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	McCARTHY TÉTRAULT LLP Barristers & Solicitors Sean F. Collins / Walker W. MacLeod / Pantelis Kyriakakis Suite 3300, 421 - 7 Avenue S.W. Calgary, AB T2P 4K9 Phone: 403-260-3500 Fax: 403-260-3501 Email: scollins@mccarthy.ca/ wmacleod@mccarthy.ca/ pkyriakakis@mccarthy.ca File: 027052-442481	

DATE ON WHICH ORDER WAS PRONOUNCED: **April 4, 2014**

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

LOCATION OF HEARING: **Calgary, Alberta**

UPON THE APPLICATION of Ernst & Young Inc. (the "**Monitor**"), in its capacity as the court appointed monitor of Railside Capital Inc. and Railside Industrial Park Inc. (collectively referred to as "**Railside**"); **AND UPON** having read the twenty-fourth Report of the Monitor dated March •, 2014 (the "**Twenty-Fourth Monitor's Report**"); **AND UPON** reading the Affidavit of Service of •, sworn April •, 2014 (the "**Service Affidavit**"); **AND UPON** hearing from counsel for the Monitor and any other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application for this Order is hereby abridged and deemed good and sufficient and this Application is properly returnable today.

APPROVAL OF TRANSACTION:

2. The Agreement of Purchase and Sale, dated March 21, 2014 (the "**Purchase Contract**") between 1192559 Alberta Ltd. (the "**Purchaser**") and Railside Capital Inc. (the "**Vendor**") for the purchase and sale of the lands identified in Schedule "**A**" hereto (the "**Property**") is hereby approved and ratified.

3. The Monitor is hereby authorized and directed, *nunc pro tunc*, to enter into the Purchase Contract for and on behalf of Railside, to conclude the transactions contemplated by the Purchase Contract (collectively, the "**Transactions**") and to take all such steps and execute all such documents as may reasonably be necessary to complete the Transactions, and the Monitor and the Purchaser are further authorized to make non-material amendments to the Purchase Contract, as may be agreed to by the Monitor and the Purchaser.

4. Without limiting the generality of the foregoing, the Monitor is hereby expressly authorized and directed, to:

(a) perform the covenants in the Purchase Contract substantially in accordance with its terms, subject to such amendments as the Monitor and the Purchaser may agree to; and,

(b) execute all deeds and documents, and to take all such steps as may be necessary or advisable in the Monitor's sole discretion to consummate the Transactions.

5. The Transactions shall not be void or voidable at the instance of Claimants and shall not constitute nor shall be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other challengeable or reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada), the *Fraudulent Preference Act* (Alberta) or any other applicable federal or provincial legislation, and the Transactions, or any actions taken in connection therewith, shall not constitute conduct meriting an oppression remedy.

VESTING OF THE PROPERTY

6. Upon closing of the Transactions, all of the Vendor's right, title and interest, in and to the Property shall, without further instrument of transfer or assignment, vest in the Purchaser as contemplated by the Purchase Contract, absolutely and forever, free and clear of and from any and all claims by, through, or under the Vendor, and any and all estate, right, title, interest, and liens, including but not limited to, claims, hypothecs, mortgages, charges, liens (whether contractual, statutory or otherwise), security interests, assignments, actions, levies, taxes, judgments, writs of execution, trusts or deemed trusts (whether contractual, statutory or otherwise), options, agreements, disputes, debts, encumbrances or other rights, limitations or restrictions of any nature whatsoever including, without limitation, any rights or interests of any creditors of the Vendor whether or not they have attached or been perfected, registered or filed, whether secured or unsecured or otherwise, whether liquidated, unliquidated or contingent (all of the foregoing being collectively referred to hereinafter as, the "**Claims**") whether such Claims came into existence prior to, subsequent to, or as a result of any previous order of this Court, by or of all persons or entities of any kind whatsoever, including, without limitation, all individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organizations, governmental and administrative bodies, agencies, authorities or tribunals and all other natural persons or corporations, whether acting in their capacity as principals or as agents, trustees, executives, administrators or other legal representatives (collectively, the "**Claimants**") including for greater certainty and without limiting the generality of the foregoing: (i) the Claims held by or in favour of the individuals and entities served (either directly or through their solicitors) with this Application; and (ii) the beneficiary of any Claims created or provided for pursuant to any previous Order of this Court in these proceeding.

7. Upon the delivery of a certified copy of this Vesting Order to the Registrar of the Alberta Land Titles Office (the "**Registrar**"), the Registrar shall:

(a) cancel certificate of title number 132 104 085 +2 to the Property (the "**Old Title**");

(b) issue a new certificate of title to the Property in the name of the Purchaser or his/her nominee (the "**New Title**"); and,

(c) discharge and cancel any and all Claims and encumbrances from the New Title.

8. The Register shall perform the various requirements in this Vesting Order:

(a) in the order specified in paragraph 7 of this Vesting Order; and,

(b) notwithstanding the requirements of section 191(1) of the *Land Titles Act*, RSA 2000, c. L-4 (the "**LTA**").

9. Upon the Registrar completing the steps identified in paragraphs 7 and 8 of this Order, the Registrar shall forthwith make available to the Purchaser a certified copy of the New Titles.

10. Nothing in this Order shall prejudice any person's *in personam* claim against the Vendor.

11. Service of this Order by email, facsimile, registered mail, courier or personal delivery to the persons listed on the Service List shall constitute good and sufficient service of this Order, and no persons other than those listed on the Service List are entitled to be served with a copy of this Order.

12. 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.

J.C.Q.B.A.

SCHEDULE "A" TO THE VESTING ORDER

The Property

LEGAL DESCRIPTION

ALL THAT PORTION OF THE SOUTH EAST QUARTER OF SECTION THIRTY TWO (32)
TOWNSHIP FORTY SEVEN (47)
RANGE TWENTY FOUR (24)
WEST OF THE FOURTH MERIDIAN
DESCRIBED AS FOLLOWS: COMMENCING AT THE POINT OF INTERSECTION OF A LINE DRAWN EAST OF, PARALLEL WITH, AND FIFTY (50) FEET PERPENDICULARLY DISTANT FROM THE CENTRE LINE OF THE CALGARY AND EDMONTON RAILWAY, AS SHOWN ON RAILWAY PLAN 7257BF WITH A LINE DRAWN EASTERLY AT RIGHT ANGLES FROM THE SAID CENTRE LINE OF SAID RAILWAY FROM A POINT THEREON WHICH IS DISTANT NORTHERLY EIGHT HUNDRED AND NINETY SEVEN (897) FEET FROM ITS INTERSECTION WITH THE SOUTH LIMIT OF THE SAID QUARTER SECTION MEASURED ALONG SAID CENTRE LINE, THENCE EASTERLY AND AT RIGHT ANGLES FROM SAID CENTRE LINE OF SAID RAILWAY AND ALONG THE SOUTHERLY LIMIT OF THE STATION GROUNDS OF THE CALGARY AND EDMONTON RAILWAY, A DISTANCE OF ONE HUNDRED (100) FEET; THENCE SOUTHERLY PARALLEL WITH THE SAID CENTRE LINE OF SAID RAILWAY A DISTANCE OF TWO HUNDRED (200) FEET, THENCE WESTERLY AT RIGHT ANGLES TO THE SAID CENTRE LINE OF SAID RAILWAY A DISTANCE OF ONE HUNDRED (100) FEET TO THE EASTERLY LIMIT OF THE SAID RIGHT OF WAY, THENCE ALONG THE EASTERLY LIMIT OF THE SAID RIGHT OF WAY A DISTANCE OF TWO HUNDRED (200) FEET, MORE OR LESS TO THE POINT OF COMMENCEMENT
EXCEPTING THEREOUT ALL MINES AND MINERALS