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	**Order** **Re: Creditors' Meeting**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	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. 439537-000006

Clerk's Stamp
CLERK OF THE COURT
FILED
APR 15 2014
JUDICIAL CENTRE
OF CALGARY

I hereby certify this to be a true copy of
the original ORDER
Dated this 15 day of April, 2014
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: April 14, 2014

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Justice K. Horner

UPON the application of Foundation Place Capital Inc. ("FPC") and Foundation Place Inc. (together, "Foundation Place"); **AND UPON** having read the Twenty-Fifth Report of the Monitor and Co-Manager, Ernst and Young Inc. (the "25th Report"); **AND UPON** having read the various Reports of the Monitor filed herein; **AND UPON** having read the pleadings and materials filed in this action; **AND UPON** hearing the submissions of Counsel for Foundation Place, the Monitor, the Unsecured Creditors' Committee (the "UCC") and any other Counsel in attendance at the hearing of this application; **AND UPON** reference being made to the form of the Plan of Compromise and Arrangement of FPC (the "Plan"), substantially in the form attached as Appendix A to the 25th Report; **AND UPON** Counsel for the Applicant and Counsel for the Monitor each advising that their respective clients have approved the proposed Plan; **AND UPON** this Court being satisfied that in the circumstances this Order should be granted and that Foundation Place has acted and is acting in good faith and with due diligence;

IT IS HEREBY ORDERED THAT:

1. Service of the Creditors' Meeting Application and the supporting materials is good and sufficient and the time therefore is abridged to the time actually given (if necessary).

Definitions

2. Capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Plan.

The Plan

3. The Plan is hereby accepted for filing and FPC is hereby authorized to seek approval from the Creditors of the Plan as set forth herein.

4. FPC may at any time, and from time to time, amend, restate, modify and/or supplement the Plan in accordance with its terms, provided that any such amendment, restatement, modification or supplement is contained in a written document filed with this Court and communicated to Creditors in the manner required by the Plan or this Honourable Court.

Creditors' Meeting

5. A form of Proxy substantially in the form attached as Appendix C to the 25th Report and a Notice of Meeting substantially in the form attached as Appendix B to the 25th Report are hereby approved and FPC is authorized and directed to make such changes thereto as it considers necessary or desirable to conform the content thereof to the terms of the Plan or this Creditors' Meeting Order.

6. FPC shall convene the Creditors' Meeting on May 6, 2014 at Centennial Place, 3rd Floor of West Tower, 250 – 5th Street S.W., Calgary, Alberta, commencing at 9:30 a.m. for the

purposes of considering and, if deemed appropriate, approving the Plan and transacting such other business as may be properly brought before the Creditors' Meeting.

7. For the purposes of voting to approve the Plan, FPC Creditors shall constitute a single class. Claim value shall be established in accordance with the provisions of the Plan and any further order of this Honourable Court. Only FPC Creditors with an Eligible Voting Claim as that term is defined in the Plan shall be entitled to vote at the Creditor's Meeting.

8. The Creditors' Meeting shall be conducted and the votes of Creditors shall be cast and tabulated in accordance with the Plan.

Notice to Creditors

9. As soon as practicable, but no later than April 16, 2014, the Monitor shall:

(a) send to each Creditor of FPC with an Eligible Voting Claim, by ordinary mail, courier, facsimile or email transmission at the address appearing in the Monitor's records, or where applicable at the address appearing on such Creditor's Notice of Claim if different than the address contained in the Monitor's records, the following documents (collectively, the "Creditors' Meeting Materials"):

(i) The Plan, substantially in the form attached as Appendix A to the 25th Report, including any amendments;

(ii) The Notice of Meeting;

(iii) A Proxy;

(iv) The report of the Monitor commenting on the Plan and containing the Monitor's recommendations in respect thereof;

(v) This Creditor's Meeting Order, and

(vi) The information circular prepared by FPC in respect of the Plan.

10. Compliance with paragraph 9 of this Creditors' Meeting Order shall constitute good and sufficient service of the Creditors' Meeting Materials on all Persons who may be entitled to receive notice of and to vote in person or by proxy at the Creditors' Meeting or any adjournment thereof and no other notice or service need be given or made and no other documents or material need be served.

11. The Creditors' Meeting shall be conducted by a representative of the Monitor, who shall preside as Chair of the Creditors' Meeting, in accordance with the procedures set forth in the Plan.

Directors' Solicitation Process

12. The process for selection of Director Nominees substantially in the form attached as Appendix D to the 25th Report (the "Solicitation Process"), is hereby approved.

13. The Monitor is hereby authorized and directed to take all such necessary steps required in order to nominate the Director Nominees as proposed Interim Directors of FPC in accordance with the provisions of the Solicitation Process.

14. Any interested party may bring an application to this Court in respect of the Solicitation Process upon 5 days' written notice to Counsel for FPC, Counsel for the Monitor and Counsel for the UCC.

General

15. FPC shall serve by courier, ordinary mail, facsimile or email transmission, a copy of this Creditors' Meeting Order on all Counsel present at this application and all other parties present at this application who expressly request service of this Creditors' Meeting Order, and on all parties who received notice of this application or who appear on the Service List.

J.C.Q.B.A.