

COURT FILE NUMBER 1201-10691

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 LIBERTY CROSSING LIMITED
PARTNERSHIP, LIBERTY CROSSING GENERAL
PARTNER INC., ROCKY VIEW CAPITAL CORP., ROCKY
VIEW ESTATES CORP., SPRUCE RIDGE CAPITAL INC.,
SPRUCE RIDGE ESTATES INC., STONEY VIEW CAPITAL
INC., and STONEY VIEW CROSSING INC.

DOCUMENT

ORDER

(Claims Process Liberty Crossing Limited Partnership and
Liberty Crossing General Partner Inc.)

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

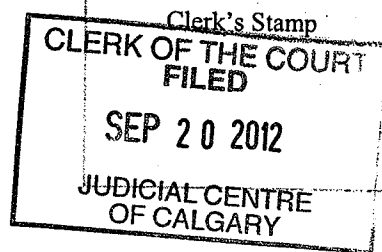
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File No. 439537-000005

DATE ON WHICH ORDER WAS PRONOUNCED: September 20, 2012

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: Justice R.G. Stevens



I hereby certify this to be a true copy of
the original Order
Dated this 20 day of September 2012
for Clerk of the Court

UPON the application of Liberty Crossing Limited Partnership and Liberty Crossing General Partner Inc. ("Liberty LP and Liberty GP"); AND UPON having read the Affidavit of Gary L. Bentham dated September 17, 2012 with respect to the proposed claims process for Liberty LP and Liberty GP, filed, and such other pleadings and affidavits filed in the within proceeding; AND UPON hearing the submissions of counsel for BTM Advisory Services Corp. ("BTM"), the Court appointed chief restructuring officer of Liberty LP and Liberty GP, Ernst & Young Corp. in its capacity as monitor of Liberty LP and Liberty GP (the "Monitor") and any other counsel in attendance at the hearing of this matter;

IT IS HEREBY ORDERED THAT:

1. The Monitor shall on or before October 3, 2012, in cooperation with Liberty LP and Liberty GP, send a notice by regular mail, email, courier service or facsimile to each known creditor of Liberty LP and Liberty GP (sometimes referred to herein as the "Creditors"), as identified to it by Liberty LP and Liberty GP, indicating the amount of such creditor's claim against Liberty LP and Liberty GP as of August 24, 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 Liberty LP and Liberty GP 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 Liberty LP and Liberty GP.

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 Liberty LP and Liberty GP's assessment of its claim in the Notice to Creditor, it must complete and forward to Liberty LP and Liberty GP on or before October 31, 2012, with a copy to the Monitor, a completed Proof of Claim, substantially in the form attached as Schedule "C" to this Order, 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 Liberty LP and Liberty GP as the case may be, by October 31, 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 Liberty LP and Liberty GP. Proofs of Claim are hereby approved for each of Liberty LP and Liberty GP.

3. The Monitor shall also:

- a) arrange to publish a Notice to Creditor Advertisement in the Calgary Herald newspaper on or before October 3, 2012, (an advertisement substantially in the form of Notice to Creditor Advertisement attached as Schedule "B" 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 Liberty LP and Liberty GP must complete and forward to Liberty LP and Liberty GP 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 October 31, 2012.

5. Where a Proof of Claim is sent to Liberty LP and Liberty GP 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 Liberty LP and Liberty GP, shall review the Proof of Claim and provide to the creditor a notice in writing by regular mail, email, courier service or facsimile as to whether the claim set out in the Proof of Claim is accepted by Liberty LP and Liberty GP, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor, with the assistance of Liberty LP and Liberty GP, shall issue a Notice of Dispute indicating the reasons for the dispute. A Notice of Dispute substantially in the form attached as Schedule "D" to this Order is hereby approved with respect to Liberty LP and Liberty GP.

6. Where a creditor wishes to challenge the Notice of Dispute, the creditor must notify Liberty LP and Liberty GP 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 Liberty LP and Liberty GP, 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 Liberty LP and Liberty GP, or failing to file an Application with supporting Affidavit in Liberty LP and Liberty

GP within the time period set out above shall, unless otherwise ordered by this Court, be conclusively deemed to have Liberty LP and Liberty GP accept the assessment of their claims set out in such Notice of Dispute.

7. Claims not proven in Liberty LP and Liberty GP 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 Liberty LP and Liberty GP in the event that a plan of arrangement is approved by creditors, sanctioned by this Honourable Court, and implemented.

8. Liberty LP and Liberty GP 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 Liberty LP and Liberty GP, which together shall be deemed good and sufficient service of this Order upon all interested parties.



J.C.Q.B.A.

SCHEDULE "A" – Notice to Creditor

SCHEDULE "B" – Notice to Creditor Advertisement

SCHEDULE "C" – Proof of Claim

SCHEDULE "D" – Notice of Dispute

Schedule "A"

**NOTICE TO CREDITOR OF
LIBERTY CROSSING LIMITED PARTNERSHIP and LIBERTY
CROSSING GENERAL PARTNER INC.**

TO: [NAME AND ADDRESS OF CREDITOR]

On August 24, 2012, Liberty Crossing Limited Partnership and Liberty General Partner Inc. ("Liberty LP and Liberty GP") 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 Liberty LP and Liberty GP (the "Monitor"). It is the intention of Liberty LP and Liberty GP to propose a plan of compromise and arrangement to its creditors.

On September ●, 2012, the Court granted a further order prescribing a process by which the identity and status of all creditors of Liberty LP and Liberty GP 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 Liberty LP and Liberty GP is to send a notice to each known creditor of Liberty LP and Liberty GP (the "Notice to Creditor") indicating the amount of such creditor's claim as of August 24, 2012. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor will be sent containing the amount which Liberty LP and Liberty GP is prepared to allow as a claim by such creditor.

All claims against Liberty LP and Liberty GP are listed as unsecured based on the records of Liberty LP and Liberty GP.

**LIBERTY LP and LIBERTY GP HAS REVIEWED ITS RECORDS
AND ACCEPTS THAT YOUR CLAIM AGAINST LIBERTY LP and
LIBERTY GP, AS OF AUGUST 24, 2012, WAS AN UNSECURED
CLAIM IN THE AMOUNT OF \$_____.**

**IN THE EVENT THAT YOU AGREE WITH LIBERTY LP and
LIBERTY GP's ASSESSMENT OF YOUR CLAIM, YOU NEED
TAKE NO FURTHER ACTION.**

**HOWEVER, IF YOU WISH TO DISPUTE LIBERTY LP and
LIBERTY GP'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 Liberty LP and Liberty GP, 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

Schedule "A"

appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by Liberty LP and Liberty GP and the Monitor no later than **October 31, 2012**. If no such Proof of Claim is received by Liberty LP and Liberty GP 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 Liberty LP and Liberty GP must complete and forward to Liberty LP and Liberty GP, 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 **October 31, 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 Liberty LP and Liberty GP.

Where a Proof of Claim is sent to Liberty LP and Liberty GP by a creditor, Liberty LP and Liberty GP 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, Liberty LP and Liberty GP 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 Liberty LP and Liberty GP, 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 Liberty LP and Liberty GP, with a copy to the Monitor, a filed Application with a supporting Affidavit in Liberty LP and Liberty GP'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 October, 2012 in Calgary, Alberta

Ernst & Young Inc., in its capacity as
Monitor of Liberty Crossing Limited Partnership and Liberty General Partner Inc.

per:

Schedule "B"

NOTICE TO THE CREDITORS OF LIBERTY CROSSING LIMITED PARTNERSHIP, LIBERTY CROSSING GENERAL PARTNER INC., ROCKY VIEW CAPITAL CORP., ROCKY VIEW ESTATES CORP., SPRUCE RIDGE CAPITAL INC., SPRUCE RIDGE ESTATES INC., STONEY VIEW CAPITAL INC. and STONEY VIEW CROSSING INC.

On August 24, 2012, Liberty Crossing Limited Partnership, Liberty Crossing General Partner Inc., Rocky View Capital Corp., Rocky View Estates Corp., Spruce Ridge Capital Inc., Spruce Ridge Estates Inc., Stoney View Capital Inc. and Stoney View Crossing Inc. (together referred to herein as the "Companies") applied for and received protection from their 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 the Companies (the "Monitor"). It is the intention of the Companies to propose a plan of compromise and arrangement to its creditors.

On September 20, 2012, the Court granted further orders prescribing a process by which the identity and status of all creditors of each of the Companies and the amounts of their claims will be established for purposes of the CCAA proceedings (the "Claims Process Orders"). A copy of the Claims Process Orders may be viewed at www.ey.com/ca/foundationgroup, or may be obtained by contacting the Monitor at (403) 206-5394.

Pursuant to the Claims Process Orders the Monitor was required, by October 3, 2012, to send a notice to each known creditor of the Companies (the "Notice to Creditor"), as identified to it by the corporations, indicating the amount of such creditor's claim as of August 24, 2012. In the case of the claims of creditors whose claims are disputed, a Notice to Creditor was sent containing the amount which the Companies are 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 ANY OF THE COMPANIES IN THE *NOTICE TO CREDITOR* NEED TAKE NO FURTHER STEPS TO PROVE OR PRESERVE THEIR CLAIMS.

ANY CREDITOR HAVING A CLAIM AGAINST ANY OF THE COMPANIES 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 THE COMPANIES IN THE PRESCRIBED FORM, WITH A COPY TO THE MONITOR, BEFORE OCTOBER 31, 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 ANY OF THE COMPANIES.

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 August 24, 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 the Companies and the Monitor on or before the Claims Bar Date, being October 31, 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, AB T2P 5E9
Phone: (403) 206-5394
Fax: (403) 206-5075

**Ernst & Young Inc.
Monitor of the COMPANIES**

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
LIBERTY CROSSING LIMITED PARTNERSHIP, LIBERTY CROSSING GENERAL PARTNER INC., ROCKY VIEW CAPITAL
CORP., ROCKY VIEW ESTATES CORP., SPRUCE RIDGE CAPITAL INC., SPRUCE RIDGE ESTATES INC., STONEY VIEW
CAPITAL INC., and STONEY VIEW CROSSING INC.

Proof of Claim LIBERTY CROSSING LIMITED PARTNERSHIP and LIBERTY CROSSING GENERAL PARTNER INC.

("Liberty LP and Liberty GP")
For Claims Arising Before August 24, 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. Liberty LP and Liberty GP was, as at August 24, 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 August 24, 2012. If a creditor's claim is to be
reduced by deducting any counter claims to which Liberty LP and Liberty GP is entitled and/or amounts associated with the
return of equipment and/or assets by Liberty LP and Liberty GP, 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 August 24, 2012, held any assets of Liberty LP and Liberty GP as security.
B. ☐ Secured claim. \$ _____. In respect of the said debt, the creditor holds assets of Liberty LP
and Liberty GP 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

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 August 24, 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 October 31, 2012, to both Liberty LP and Liberty GP and the Monitor at the below addresses:

Liberty Crossing Limited Partnership and
Liberty Crossing General Partner 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 Liberty LP and Liberty GP 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 October 31, 2012 will, unless otherwise ordered by the Court of Queen's Bench of Alberta, be barred and may not thereafter be advanced against Liberty LP and Liberty GP.

Schedule "D"

Notice of Dispute of Claim

by

**LIBERTY CROSSING LIMITED PARTNERHIP and LIBERTY CROSSING
GENERAL PARTNER INC. ("Liberty LP and Liberty GP")**

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

_____ ("Creditor") is

DISPUTED

Liberty LP and Liberty GP 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 LIBERTY LP and LIBERTY GP, 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 LIBERTY LP and LIBERTY GP and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on LIBERTY LP and LIBERTY GP (with a copy to the Monitor), an Application in LIBERTY LP and LIBERTY GP'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,

Schedule "D"

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:

Liberty Crossing Limited Partnership and
Liberty Crossing General Partner Inc.
c/o Borden Ladner Gervais LLP

Ernst & Young Inc., as Court
appointed Monitor of LIBERTY
CROSSING LIMITED
PARTNERSHIP and LIBERTY
CROSSING GENERAL PARTNER
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.

LIBERTY LP and LIBERTY GP INC.

Per: _____

cc Borden Ladner Gervais – Attention: Robyn Gurofsky