COURT FILE NUMBER	**1201-10691**	Clerk's Stamp CLERK OF THE COURT FILED SEP 20 2012 JUDICIAL CENTRE OF CALGARY
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 Spruce Ridge Capital Inc.)**	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	John L. Ircandia, Q.C./Robyn Gurofsky Borden Ladner Gervais LLP 1900, 520 3rd Ave. S.W. Calgary, AB T2P 0R3 Telephone: (403) 232-9406/232-9774 Facsimile: (403) 266-1395 Email: RGurofsky@blg.com File No. 439537-000005	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

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

UPON the application of Spruce Ridge Capital Inc. ("Spruce Ridge Capital"); AND UPON having read the Affidavit of Gary L. Bentham dated September 17, 2012 with respect to the proposed claims process for Spruce Ridge Capital, filed, and such other pleadings and affidavits filed in the within proceeding; AND UPON hearing the submissions of counsel for BTM Advisory Services Inc. ("BTM"), the Court appointed chief restructuring officer of Spruce Ridge Capital, Ernst & Young Inc. in its capacity as monitor of Spruce Ridge Capital (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 Spruce Ridge Capital, send a notice by regular mail, email, courier service or facsimile to each known creditor of Spruce Ridge Capital (sometimes referred to herein as the "Creditors"), as identified to it by Spruce Ridge Capital, indicating the amount of such creditor's claim against Spruce Ridge Capital 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 Spruce Ridge Capital 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. A Notice to Creditor substantially in the form attached as Schedule "A" to this Order is hereby approved with respect to Spruce Ridge Capital.

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 Spruce Ridge Capital's assessment of its claim in the Notice to Creditor, it must complete and forward to Spruce Ridge Capital 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 Spruce Ridge Capital 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 Spruce Ridge Capital. A Proof of Claim is hereby approved for Spruce Ridge Capital.

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 Spruce Ridge Capital must complete and forward to Spruce Ridge Capital 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 Spruce Ridge Capital 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 Spruce Ridge Capital, 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 Spruce Ridge Capital, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor, with the assistance of Spruce Ridge Capital, 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 Spruce Ridge Capital.

6. Where a creditor wishes to challenge the Notice of Dispute, the creditor must notify Spruce Ridge Capital 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 Spruce Ridge Capital, 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 Spruce Ridge Capital, or failing to file an Application with supporting Affidavit in Spruce Ridge Capital within the time period set out above shall, unless otherwise ordered by this Court, be conclusively deemed to have Spruce Ridge Capital accept the assessment of their claims set out in such Notice of Dispute.

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

8. Spruce Ridge Capital 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 Spruce Ridge Capital, 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 SPRUCE RIDGE CAPITAL INC.

TO: [NAME AND ADDRESS OF CREDITOR]

On August 24, 2012, Spruce Ridge Capital Inc. ("Spruce Ridge Capital") 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 Spruce Ridge Capital (the "Monitor"). It is the intention of Spruce Ridge Capital 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 Spruce Ridge Capital 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 Spruce Ridge Capital is to send a notice to each known creditor of Spruce Ridge Capital (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 Spruce Ridge Capital is prepared to allow as a claim by such creditor.

All claims against Spruce Ridge Capital are listed as unsecured based on the records of Spruce Ridge Capital.

SPRUCE RIDGE CAPITAL HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST SPRUCE RIDGE CAPITAL, AS OF AUGUST 24, 2012, WAS AN UNSECURED CLAIM IN THE AMOUNT OF $_________.

IN THE EVENT THAT YOU AGREE WITH SPRUCE RIDGE CAPITAL'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION.

HOWEVER, IF YOU WISH TO DISPUTE SPRUCE RIDGE CAPITAL'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 Spruce Ridge Capital, 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 appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim with supporting documentation must be received by Spruce Ridge Capital and the Monitor no later than **October 31, 2012**. If no such Proof of Claim is received by Spruce Ridge Capital 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 Spruce Ridge Capital must complete and forward to Spruce Ridge Capital, 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 Spruce Ridge Capital.

Where a Proof of Claim is sent to Spruce Ridge Capital by a creditor, Spruce Ridge Capital 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, Spruce Ridge Capital 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 Spruce Ridge Capital, 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 Spruce Ridge Capital, with a copy to the Monitor, a filed Application with a supporting Affidavit in Spruce Ridge Capital'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 Spruce Ridge Capital 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

Schedule "C"

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 SPRUCE RIDGE CAPITAL INC. ("Spruce Ridge Capital")
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. Spruce Ridge Capital 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 Spruce Ridge Capital is entitled and/or amounts associated with the return of equipment and/or assets by Spruce Ridge Capital, 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 Spruce Ridge Capital as security.

   B.☐ **Secured claim.** $______________________. In respect of the said debt, the creditor holds assets of Spruce Ridge Capital 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

Schedule "C"

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 Spruce Ridge Capital and the Monitor at the below addresses:

Spruce Ridge Capital 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 Spruce Ridge Capital 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 Spruce Ridge Capital.

Schedule "D"

Notice of Dispute of Claim

by

SPRUCE RIDGE CAPITAL INC. ("Spruce Ridge Capital")

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

____ **("Creditor") is**

DISPUTED

Spruce Ridge Capital 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 <u>must</u>:

- within fifteen (15) days of receipt of this Notice of Dispute, notify SPRUCE RIDGE CAPITAL, 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 SPRUCE RIDGE CAPITAL and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on SPRUCE RIDGE CAPITAL (with a copy to the Monitor), an Application in SPRUCE RIDGE CAPITAL'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, 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:

Spruce Ridge Capital Inc.,
c/o Borden Ladner Gervais LLP

1900, 520 – 3rd Avenue SW
Calgary, Alberta T2P 0R3
Attention: Robyn Gurofsky
Email: rgurofsky@blg.com
Telephone: (403) 232 -9774
Fax: (403) 266 -1395

Ernst & Young Inc., as Court appointed Monitor of SPRUCE RIDGE CAPITAL INC.

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.

SPRUCE RIDGE CAPITAL INC.

Per: ____________________________________

cc Borden Ladner Gervais – Attention: Robyn Gurofsky