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., AND STONEY VIEW CAPITAL INC., STONEY VIEW CROSSING INC.
DOCUMENT	**EIGHTH REPORT OF THE MONITOR** **SEPTEMBER 25, 2013**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	**MONITOR** Ernst & Young Inc. 1000, 440 - 2nd Avenue SW Calgary, Alberta T2P 5E9 Attention: Neil Narfason / Alex Corbett Telephone: 403-206-5067 / (403) 206-5001 Fax: 403-206-5075 Email: Neil.Narfason@ca.ey.com Alex.B.Corbett@ca.ey.com **COUNSEL** McCarthy Tétrault LLP Suite 3300, 421 7th Avenue SW Calgary AB T2P 4K9 Attn: Sean Collins / Walker MacLeod Telephone: 403-260-3531 / 403-260-3710 Email: scollins@mccarthy.ca wmacleod@mccarthy.ca

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INTRODUCTION

1. On August 24, 2012, Liberty Crossing Limited Partnership ("Liberty LP") and Liberty Crossing General Partner Inc. ("Liberty GP") (collectively "Liberty Crossing"), Rocky View Capital Corp. ("Rocky View Capital") and Rocky View Estates Corp. ("Rocky View Estates") (collectively "Rocky View"), Spruce Ridge Capital Inc. ("Spruce Ridge Capital") and Spruce Ridge Estates Inc. ("Spruce Ridge Estates") (collectively "Spruce Ridge"), and Stoney View Capital Inc. ("Stoney View Capital") and Stoney View Crossing Inc. ("Stoney View Crossing") (collectively "Stoney View") sought and obtained protection from their creditors under the Companies' Creditors Arrangement Act, R.S.C. 1985 c. C-36, as amended, (the "CCAA") pursuant to an order of this Honourable Court (the "Initial Order").

2. Collectively, Liberty Crossing, Rocky View, Spruce Ridge and Stoney View are sometimes referred to as the "Companies" or the "Debtors".

3. Pursuant to the Initial Order, Ernst & Young Inc. was appointed monitor of the Companies (the "Monitor").

4. Pursuant to an order of this Honourable Court dated August 24, 2012, BTM Advisory Services Inc. ("BTM") was appointed the Chief Restructuring Officer ("CRO") of the Companies.

5. On February 4, 2013, this Honourable Court granted Orders sanctioning the respective plans of compromise and arrangement (the "Rocky View, Spruce Ridge and Stoney View Plans") presented to the creditors of each of Rocky View, Spruce Ridge and Stoney View and approved by an overwhelming majority of those creditors. The Rocky View, Spruce Ridge and Stoney View Plans have been implemented and pursuant to the terms of the Rocky View, Spruce Ridge and Stoney View Plans, the interim board of directors are in control of each of those entities.

6. On April 30, 2013, this Honourable Court granted orders allowing for an amendment to the Spruce Ridge Plan and a distribution to the unsecured creditors arising from

proceeds received from a GST refund. This distribution was completed shortly thereafter.

7. The purpose of this eighth report (the "Eighth Report") of the Monitor is to provide this Honourable Court with:

   a) An update on Liberty Crossing's restructuring efforts;

   b) The forecast to actual cash flow results for Liberty Crossing for the period of April 30, 2013 to September 30, 2013 (the "Reporting Period");

   c) The cash flow forecast (the "Forecast") from October 1, 2013 to December 31, 2013 for Liberty Crossing (the "Forecast Period");

   d) The Debtor's request for an extension of the Stay Period; and

   e) The Monitor's recommendations.

8. Capitalized terms not defined in this Eighth Report are as defined in the Initial Order.

9. All references to dollars are in Canadian currency unless otherwise noted.

BACKGROUND

10. Background for the Debtors together with other information regarding these CCAA proceedings, have been posted by the Monitor on its website at: www.ey.com/ca/foundationgroup.

TERMS OF REFERENCE

11. In preparing this Eighth Report, the Monitor has relied upon unaudited financial information, company records and discussions with the CRO of the Company. The Monitor has not performed an audit, review or other verification of such information. An examination of the financial forecast as outlined in the Canadian Institute of Chartered Accountants Handbook has not been performed. Future orientated financial information relied upon in this report is based on management's assumptions regarding

future events and actual results achieved will vary from this information and the variations may be material.

LIBERTY CROSSING RESTRUCTURING UPDATE

12. Details surrounding the ongoing restructuring efforts for Liberty Crossing are set out in the September 25, 2013 affidavit of Mr. Gary Bentham relating to these proceedings.

Marketing Process

13. Liberty Crossing is generating sufficient cash flow from operations to pay all operating expenses and service the first mortgage debt. It is not generating sufficient cash flow to satisfy the GST liability and fund CCAA professional and operating costs. The CRO continues to work with the CRA to resolve the outstanding GST issues.

14. Liberty Crossing has undertaken a marketing process (the "Marketing Process") pursuant to an Order of this Honorable Court dated June 12, 2013. The bid deadline per the Marketing Process was extended by the CRO with the consent of the Monitor to September 9, 2013 (the "Bid Deadline"). The CRO received multiple bids by the Bid Deadline and is currently negotiating with a short list of bidders to attempt to reach a bid that would maximize recoveries in the circumstances. Should the CRO reach an acceptable sale agreement with a bidder, the CRO would seek court approval of that sale agreement.

Secured Lender

15. First Calgary Financing Savings & Credit Union Ltd. ("First Calgary"), Liberty Crossing's secured lender, does not wish to renew the mortgage loan to Liberty Crossing when it matures on October 5, 2013.

16. The Monitor and the CRO are uncertain as to First Calgary's position with respect to the Stay Extension.

Related Party Claims

17. Pursuant to an Order of this Honourable Court dated August 16, 2013, the claims of related party in respect of debts owing by Liberty Crossing for financing provided from 2008 to 2010 have been established to be $1,028,000 (the "Related Party Debt Settlement"). In accordance with the terms of the settlement, Liberty Crossing is to fund the repayment of this debt by way of a refinancing or a sale of the Liberty Crossing property.

Refinancing Efforts

18. The CRO has assessed the financing requirement of Liberty Crossing to be $10,000,000, which includes funding required to pay out the First Calgary mortgage, the Related Party Debt Settlement, pay outstanding professional fees and Canada Revenue Agency`s claim for unremitted Goods and Services Taxes.

19. The CRO, with the assistance of the Monitor, has approached a Canadian Chartered Bank in respect of a $10,000,000 refinancing of the Liberty Crossing property. Based on the results of these discussions, it is the view of the CRO and Monitor that Liberty Crossing is unlikely to secure sufficient refinancing without: 1) an equity investment, 2) a deferral of the Related Party Debt Settlement, and 3) the support of First Calgary for the necessary time to seek such a refinancing.

FORECAST TO ACTUAL RESULTS

Liberty Crossing

20. The cash flow forecast to actual presented at Appendix A contains the cash receipts and disbursements incurred to date for Liberty Crossing as compared to the cash flow forecast previously provided to this Court in the Fifth Report of the Monitor dated April 25, 2013.

21. Outlined below is a summary of the actual results to September 30, 2013:

Liberty Crossing Forecast to Actual **May 1, 2013 - September 30, 2013**			
	Forecast	**Actual**	**Variance**
Receipts	$ 564,338	$ 583,874	$ 19,536
Disbursements	(601,615)	(542,515)	59,100
Net cash flows	**(37,277)**	**41,359**	**78,636**
Opening cash	47,650	83,159	
Net change in cash flows	(37,277)	41,359	
Ending cash	**$ 10,373**	**$124,518**	

22. Liberty Crossing had cash receipts during the Reporting Period of approximately:

a) $542,000 in rental revenue;

b) Accounts receivable collections of $17,000; and

c) $25,000 in GST collected.

23. The positive variance in receipts relates to GST and accounts receivable collections which were not anticipated to be received in the period partially offset by slightly lower rental income as a result of an adjustment in the common area cost recovery charges to tenants.

24. Disbursements of approximately $543,000 were paid during the Reporting Period for Liberty Crossing. These payments relate to:

a) $127,000 of operating expenses;

b) $15,000 of GST paid;

c) $14,000 for leasing fees;

d) $13,000 for property reports;

e) $305,000 of mortgage payments;

f) $14,000 for Liberty Crossing's share of common costs incurred by Harvest CCAA Operations; and

g) $54,000 in professional fees.

The positive variance in disbursements relates primarily to $68,000 in lower than forecast consulting and professional fee payments as result of cash constraints, $49,000 in lower than anticipated operating expenses which were partially offset by $14,000 of unforecasted costs incurred to lease the remaining space in the Liberty Crossing Shopping Plaza, GST payments of $15,000 and the cost of various reports required as part of the Sale and Investment Solicitation Process.

25. Opening cash has been adjusted to reflect certain payments that were not made as anticipated prior to the Reporting Period.

26. As a result of the Marketing Process, the Related Party Debt Settlement and ongoing leasing efforts, there are substantial unpaid professional fees totaling approximately $278,000 at September 30, 2013. This amount is in excess of the current Administration Charge of $125,000 granted by this Honourable Court.

CASH FLOW FORECASTS

27. The Company, with the assistance of the CRO and the Monitor, has prepared the Forecast which is attached to this Eighth Report as Appendix B. The Forecast is based on the most current information available.

28. The table below summarizes the cash flows for Liberty Crossing for the Forecast Period:

Cash Flow Forecast October 1, 2013 - December 31, 2013	Total
Receipts	
Rental Income	$ 343,282
Collection of GST	17,164
Total receipts	**360,446**
Disbursements	
Operating expenses	126,371
Mortgage Payment	182,744
CCAA consulting fees and operating expenses	14,489
Payment of GST	12,472
CCAA professional fees	57,891
Total disbursements	**393,967**
Net cash flows	**(33,521)**
Opening cash	124,518
Net forecast change in cash flows	(33,521)
Forecast ending cash	**$ 90,996**

29. As summarized above, Liberty Crossing is projecting cash receipts of approximately $360,000 to December 31, 2013 against cash disbursements of approximately $394,000, resulting in a net decrease in cash of approximately $36,000 during the Forecast Period.

30. As discussed above, the Liberty Crossing Administration Charge was not sufficient to cover unpaid professional fees for the Reporting Period. The net cash flows for the Forecast Period are not expected to be sufficient to pay professional fees for the Forecast Period. Accordingly, the CRO, with the support of the Monitor, is requesting an increase to the Administration Charge to a total of $500,000 (the "Revised Administration Charge"). The Monitor and the CRO expect this amount to be sufficient to cover professional fees for the Forecast Period.

31. The CRO, with the support of the Monitor, is requesting that BTM be added as a beneficiary of the Administrative Charge (the "BTM Inclusion"). This addition is necessary as BTM's fees during the Reporting period have not been paid, and the net cash flows are not expected to be sufficient during the Forecast Period to pay BTM's fees.

32. The Monitor has reviewed the assumptions supporting the Liberty Crossing Forecast and believes the assumptions to be reasonable in the circumstances.

THE COMPANY'S REQUEST FOR AN EXTENSION OF THE STAY PERIOD

33. Pursuant to the Order of this Honourable Court dated April 30, 2013 the Stay Period expires on September 30, 2013 for Liberty Crossing.

34. Liberty Crossing is seeking an extension of the Stay Period up to and including December 31, 2013 (the "Stay Extension").

35. The Liberty Crossing Stay Extension is necessary to allow Liberty Crossing to negotiate with bidders and possibly enter into an agreement for the sale of the Liberty Crossing Property or failing a sale, allow for the time to refinance the Company.

36. In the Monitor's view, the Company is acting in good faith and with due diligence.

MONITOR'S RECOMMENDATIONS

37. The Monitor recommends that this Honourable Court approve the:

a) Revised Administration Charge;

b) BTM Inclusion; and

c) Stay Extension.

Dated at Calgary, this 25th day of September, 2013.

ERNST & YOUNG INC.
in its capacity as Monitor of
Liberty Crossing

Neil Narfason, CA•CIRP, CBV
Senior Vice-President

Alex Corbett, CA, CIRP
Senior Manager

Appendix A

Forecast to Actual Cash Flows
May 1, 2013 - September 30, 2013

	Notes	Forecast	Actual	Variance
	1			
RECEIPTS				
Rental Income	2	$ 564,338	$ 542,171	$ (22,167)
Accounts receivable collected (increased)		-	16,895	16,895
GST Collected		-	24,808	24,808
Total receipts		564,338	583,874	19,536
DISBURSEMENTS				
Operating expenses	2,3	176,529	127,131	49,398
Property reports	4	-	12,998	(12,998)
GST paid		-	14,909	(14,909)
Leasing fees	5	-	14,399	(14,399)
Mortgage payments		304,574	304,574	0
CCAA consulting fees and operating expenses	6	28,008	14,389	13,619
CCAA professional fees	7	177,504	54,115	123,389
Administrative charge offset	7	(85,000)	-	(85,000)
Total disbursements		601,615	542,515	59,100
NET CASH FLOWS		(37,277)	41,359	78,636
OPENING CASH	8	47,650	83,159	35,509
NET CHANGE IN CASH FLOWS		(37,277)	41,359	78,636
ENDING CASH	9	$ 10,373	$ 124,518	$ 114,145

Notes and Assumptions

1 "Liberty Crossing" is a consolidation of Liberty Crossing Limited Partnership and Liberty

2 Liberty Crossing is managed by a third party property management company. The operating results as presented include actual operating results for thefour months ending August 31, 2013 and estimated amounts for the month of September, 2013. Revenue decreased during the period due to a reduction in common area property cost recovery.

3 The positve variance consists of tenant improvement allowances of $26,629 now not required to

4 In conjunction with the Partnership's sale process, environmental assessment, property condition

5 Fees were paid to our leasing agent in connection with the leasing of the remaining vacant space in the Liberty Crossing Shopping Plaza

6 CCAA consulting fees and operating expenses comprise Liberty Crossing's share of Harvest CCAA Operations Inc. monthly operating expenses.

7 Due to cash constraints, a substantial amount of professional fees incurred relating to the CCAA

8 The adjustment to beginning cash relates to cash flow estimates for the month of April, 2013 included in beginning cash at May 1, 2013. The variance consists primarily of professional fees and CCAA operating expenses expected to be paid but which were instead accrued.

9 Ending cash consists of total cash on hand in the Liberty Crossing bank account and property manager's bank account of $117,390 at August 31, 2013 plus estimated net cash receipts in September of $7,127 .

Appendix B

Cash Flow Forecast October 1, 2013 - December 31, 2013	Notes	October	November	December	Total
RECEIPTS					
Rental Income	2	$ 114,427	$ 114,427	$ 114,427	$ 343,282
Collection of GST		5,721	5,721	5,721	17,164
		120,149	120,149	120,149	360,446
DISBURSEMENTS					
Operating expenses	2	66,866	32,382	27,124	126,371
Mortgage Payment		60,915	60,915	60,915	182,744
CCAA consulting fees and operating expenses	3	5,042	4,807	4,640	14,489
Payment of GST		7,472	2,500	2,500	12,472
CCAA professional fees	4	57,891	-	-	57,891
Total disbursements		198,186	100,603	95,178	393,967
NET CASH FLOWS		(83,759)	13,824	19,249	(50,685)
OPENING CASH	5	124,518	40,759	54,583	124,518
NET FORECAST CHANGE IN CASH FLOWS		(83,759)	13,824	19,249	(50,685)
FORCAST ENDING CASH		$ 40,759	$ 54,583	$ 73,832	$ 73,832

Notes and Assumptions

1. "Liberty Crossing" is a consolidation of Liberty Crossing Limited Partnership and Liberty Crossing General Partner Inc.
2. Liberty Crossing is managed by a third party property management company. The forecast operating revenues and expenses are based on the operating history of the property since January 1, 2012 and the annual budget prepared by the property manager. The October operating expenses include payment of $19,742 of tenant improvements and the $20,000 insurance premium for the year October 2013 - September 2014.
3. CCAA consulting fees and operating expenses comprise Liberty Crossing's share of Harvest CCAA Operations Inc. Calgary office monthly operating expenses.
4. CCAA professional fees have been estimated on the basis that a frefinancing of the property or sale of the property will be completed by December 31, 2013. At September 30,2013, approximately $278,000 of professional fees, invoiced or accrued, remained unpaid. At December 31, 2013, it is estimated that $290,000 of professional fees will remain unpaid. It is intended that those fees will be paid from the proceeds of sale or re-financing of the Liberty Crossing Shopping Plaza.
5. Opening cash as at October 1, 2013 comprises $73,869 estimated to be in bank at that time and $60,649by the property management firm. It does not include $25,000 held by the property management firm for on going operations funding.