Form 49
[Rule 13.19]

CLERK OF THE COURT
FILED
Clerk's Stamp
SEP 17 2012
JUDICIAL CENTRE
OF CALGARY

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	**AFFIDAVIT OF GARY L. BENTHAM**
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 Facsimile: (403) 266-1395 Email: JIrcandia@blg.com File No. 439537-000005

Borden Ladner Gervais

AFFIDAVIT OF GARY L. BENTHAM

Sworn on September 17, 2012

I, Gary L. Bentham, of the City of Calgary in the Province of Alberta, chartered accountant, SWEAR AND SAY THAT:

1. I am the president of BTM Advisory Services Inc. ("BTM"), which has been appointed as the Chief Restructuring Office (the "CRO") of each of Liberty Crossing Limited Partnership ("Liberty LP"), Liberty Crossing General Partner Inc. ("Liberty GP"), Rocky View Capital Corp. ("Rocky View Capital"), Rocky View Estates ("Rocky View Estates"), Spruce Ridge Capital Inc. ("Spruce Ridge

Capital"), Spruce Ridge Estates Inc. ("Spruce Ridge Estates"), Stoney View Capital Inc. ("Stoney View Capital") and Stoney View Crossing Inc. ("Stoney View Crossing") (sometimes collectively referred to herein as the "Companies") pursuant to an Order dated August 24, 2012 (the "CRO Order"). As such, I have personal knowledge of the matters and facts hereinafter deposed to, except where stated to be based on information and belief and where so stated, I verily believe the same to be true.

Companies' Update

2. The Applicants sought and obtained creditor protection under the *Companies' Creditors Arrangement Act* (the "CCAA") pursuant to an initial order dated August 24, 2012 (the "Initial Order"). The stay of proceedings granted in the Initial Order currently expires on September 23, 2012.

3. As CRO of the Companies, I have been working diligently over the last three weeks to review the Companies' respective businesses, assets and liabilities in order to better understand the nature and value of the Companies' assets and to assess, on a preliminary basis, both sale and restructuring opportunities available to the Companies. In doing so, I have been working closely with Noel Winter, the real estate professional who has been assisting the Companies and certain related entities with their restructuring efforts, with a view to determining how best to preserve and maximize value for the Companies' stakeholders.

4. During the three week stay period, I have taken steps to familiarize myself with the properties owned by each of Spruce Ridge Estates, Rocky View Estates and Stoney View Crossing. I have ordered appraisals from Gettel Appraisal Ltd. on each of those properties and I anticipate that those appraisals will be complete within thirty days. I have also taken steps to order Phase I Environmental Assessments on each of the Spruce Ridge Estates, Rocky View Estates and Stoney View Crossing properties. The environmental assessments are being completed by PHH ARC Environmental Ltd. and it is expected that they will be complete within thirty days. I have met with the contract property manager for Stoney View Crossing and with the prior owners of the Spruce Ridge lands who continue to oversee and maintain that property.

5. Liberty Crossing LP and Liberty Crossing GP (together, "Liberty Crossing") are different than the other Companies in that the Liberty Crossing lands are fully serviced and house a retail shopping centre, the majority of which is leased to tenants. Since the initial stay of proceedings was granted on August 24, 2012, I have been in contact with the property manager to ensure that lease payments are up to date and to determine the status of tenant improvement commitments and property maintenance and repairs. I am in the process of reviewing the books and records of Liberty Crossing as well as the tenant

leases in order to ensure all documentation is properly in order and to establish the status of property tax and Goods and Services Taxes remittance arrears.

6. Since obtaining the stay of proceedings on August 24, 2012, Ron Aitkens has been removed as director of Liberty Crossing GP pursuant to a resolution from the sole shareholder of the company, 1252064 Alberta Ltd. and the company is now run solely by BTM as CRO and by 1252064 Alberta Ltd.

7. Finally, I have reviewed the bondholder lists and have identified and contacted some of the larger investors in each of the Companies for the purposes of forming Investor Advisory Groups for each Company. As CRO, I intend to consult with each Investor Advisory Group regarding the business and affairs of the Companies, as well as the restructuring options. For those investors that are interested in serving on the Advisory Group, I have prepared confidentiality agreements respecting the receipt and use by the Advisory Group of confidential information concerning the Companies. If an extension of the stay of proceedings is granted, I will be calling formal meetings of each Advisory Group to commence an on-going dialogue with the larger stakeholders of the Companies.

Claims Process

8. Before any formal plan of arrangement or compromise may be presented to creditors, it is important for the Companies to understand and confirm the identity, status and amounts of all creditor claims, including those of the bondholders who represent the principal unsecured creditors of the Companies. While the Companies are still in the preliminary stages of developing formal plans of arrangement and compromise I believe it is appropriate at this stage in the proceedings to commence a claims process. I have been in discussions with Ernst and Young Inc., the Court appointed Monitor in these proceedings and I do verily believe that the Monitor is supportive of a claims process at this stage in the proceedings.

9. Because the creditors are different for each of the Companies, I believe that it is essential that a separate claims process be undertaken with respect to each corporate entity.

10. Attached hereto and marked as **Exhibit "A"** to this my Affidavit are the proposed claims process forms prepared for Spruce Ridge Estates, which have been reviewed and approved by the Monitor. The claims process forms for each of the other Applicants are identical to those attached as Exhibit "A" hereto, with the exception of the company named.

11. Because the creditors of the Companies are predominantly identified bondholders, the proposed claims process orders contemplate a "negative" claims process, with a response or proof of claim from the claimant required only in the event that the claim identified by the Companies is improperly stated.

12. There are approximately 5,000 bondholders plus additional creditors who will require copies of the claims process forms. In order to accommodate the large number of mail-outs, the claims process orders attached prescribe the following details and deadlines:

(a) Notice to Creditors of accepted claims of each of the Companies by October 3, 2012;

(b) Notice to Creditors by advertising of the claims process respecting the Companies to be published by October 3, 2012 in the Calgary Herald newspaper;

(c) Proof of Claim by objecting creditors by October 31, 2012;

(d) Notice of Dispute of Proof of Claim by any of the Companies;

(e) Written objection by creditors of Notice of Dispute within fifteen (15) days of receipt;

(f) Application and supporting Affidavit respecting disputed claims to be filed by disputing creditors within ten (10) calendar days of written objection.

13. The Monitor has reviewed and is agreeable to the claims processes and the details and deadlines described above, as well as the form of claims process orders attached as exhibits hereto.

Cash Flow Update and DIP Financing

14. Upon a review of the cash flows attached to the First Report of the Monitor, as well as a review of the books and records of each of Spruce Ridge Estates, Rocky View Estates and Stoney View Crossing, it is apparent that interim debtor-in-possession ("DIP") financing is required. Together with the Monitor, I have negotiated term sheets with Lee Ellison of Intero Mortgage Ltd. ("Intero") for DIP financing in amounts necessary to carry the Companies through these proceedings. In particular, Spruce Ridge Estates has executed a term sheet with Intero up to the maximum amount of $1,250,000 at an interest rate of 12% per annum. Each of Rocky View Estates and Stoney View Crossing have executed term sheets up to a maximum amount of $1,000,000 at an interest rate of 12% per annum..

15. Liberty Crossing has sufficient cash flow from its rental income to absorb its operating costs, however, that cash flow will not be sufficient to fund the day to day administrative costs of these

proceedings or the payment of substantial property tax and Goods and Services Taxes arrears. I intend to seek a partial release of $366,000 of mortgage holdback funds from First Calgary Savings & Credit Union Ltd., the first mortgage lender to fund these amounts, and if not successful in making those arrangements, will be seeking DIP financing for Liberty Crossing and will bring an application to approve such financing at a later date.

Extension of Stay Period

16. Each of the Companies have been working diligently and in good faith with their advisors and the Monitor toward identifying the nature and value of their assets and are at the preliminary stages of developing plans for presentation to their creditors. As such, the Companies seek an extension of the stay period granted in the Initial Order, from September 23, 2012 up to and including December 19, 2012.

Relief Requested

17. I make this Affidavit in support of applications by the Companies for an order of this Honourable Court:

(a) undertaking the claims processes described herein;

(b) approving the DIP facilities entered into with Intero; and

(c) extending the stay of proceedings up to and including December 19, 2012.

SWORN BEFORE ME at Calgary, Alberta, this 17 day of September, 2012.)

Helen Leesman

Commissioner for Oaths in and for the Province of Alberta

GARY L. BENTHAM

Helen L. Leesman
A Commissioner for Oaths
In and for the Province of Alberta
My Appointment expires
March 26, 2014

TAB A

This is Exhibit "A" referred to in the Affidavit of Gary L. Bentham Sworn this 17th day of September, 2012

Helen Leesman

A Commissioner for Oaths in and for the Province of Alberta

Helen L. Leesman
A Commissioner for Oaths
In and for the Province of Alberta
My Appointment expires
March 26, 2014

Schedule “A”

NOTICE TO CREDITOR OF SPRUCE RIDGE ESTATES INC.

TO: [NAME AND ADDRESS OF CREDITOR]

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

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

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

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

HOWEVER, IF YOU WISH TO DISPUTE SPRUCE RIDGE ESTATES’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 Estates, 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 Estates and the Monitor no later than **October 31, 2012**. If no such Proof of Claim is received by Spruce Ridge Estates 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 Estates must complete and forward to Spruce Ridge Estates, 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 Estates.

Where a Proof of Claim is sent to Spruce Ridge Estates by a creditor, Spruce Ridge Estates 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 Estates 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 Estates, 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 Estates, with a copy to the Monitor, a filed Application with a supporting Affidavit in Spruce Ridge Estates'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 Estates 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 ESTATES INC. ("Spruce Ridge Estates")
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 Estates 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 Estates is entitled and/or amounts associated with the return of equipment and/or assets by Spruce Ridge Estates, 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 Estates as security.

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 Estates and the Monitor at the below addresses:

Spruce Ridge Estates 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 Estates 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.

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

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 Estates and the Monitor at the below addresses:

Spruce Ridge Estates 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 Estates 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.

Schedule "D"

Notice of Dispute of Claim

by

SPRUCE RIDGE ESTATES INC. ("Spruce Ridge Estates")

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

____ **("Creditor") is**

DISPUTED

Spruce Ridge Estates 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 ESTATES, 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 ESTATES and the Monitor you must file with the Court of Queen's Bench of Alberta and serve on SPRUCE RIDGE ESTATES (with a copy to the Monitor), an Application in SPRUCE RIDGE ESTATES'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 Estates Inc., c/o Borden Ladner Gervais LLP	Ernst & Young Inc., as Court appointed Monitor of SPRUCE RIDGE ESTATES 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.

SPRUCE RIDGE ESTATES INC.

Per: ___________________________________

cc Borden Ladner Gervais – Attention: Robyn Gurofsky