Form 49
[Rule 13.19]

CLERK OF THE COURT
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SEP 25 2013
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

AFFIDAVIT OF GARY L. BENTHAM

Sworn on September 25, 2013

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 the applicants, Liberty Crossing Limited Partnership ("Liberty LP") and Liberty Crossing General Partner Inc. ("Liberty GP"), together referenced as "Liberty". 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.

2. I make this affidavit in support of an order extending the stay of proceedings imposed with respect to Liberty LP and Liberty GP, up to and including December 31, 2013.

BACKGROUND

3. Liberty 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 originally granted in the Initial Order and extended from time to time, currently expires on September 30, 2013.

4. As CRO of the Companies, I have been working diligently since the last stay extension to determine the restructuring options available to Liberty. By way of background, Liberty GP owns lands on behalf of Liberty LP, located in Red Deer County (the "Liberty Lands"). The Liberty Lands are fully serviced and house a retail shopping centre that is fully leased. Liberty GP generates approximately $113,000 in rental income every month.

5. Liberty GP's primary creditor is First Calgary Financing Savings & Credit Union Ltd. ("First Calgary"), who is owed approximately $8.5 million (net of the cash reserve held by First Calgary) pursuant to a mortgage registered in favour of First Calgary on the Liberty Lands. Liberty GP has been servicing the First Calgary mortgage, which expires on October 5, 2013, throughout the CCAA proceedings. I have been in touch with Tyson Hartwell of First Calgary on a regular basis to provide him with updates regarding the CCAA proceedings.

6. First Calgary has advised me that they do not wish to renew the mortgage loan to Liberty Crossing when it matures on October 5, 2013. I am therefore seeking replacement financing from other lenders.

7. Over the course of the last few months, I have been working diligently with Sunreal Property Management Ltd. the property manager engaged to manage the Liberty Lands, in order to identify and secure a tenant for the 5,900 square feet of previously vacant space. We reached an agreement on July 1, 2013 to lease the remaining space to an existing tenant for the next five years. That tenant took possession of the space on July 1, 2013 and after a 90-day fixturing period will commence payment of rent on the space on October 1, 2013.

8. The primary issues impacting Liberty's ability to restructure its debt and ownership included unresolved debt owing to related parties and the maturing of the First Calgary mortgage debt. To best protect the interests of all of Liberty's stakeholders I have concurrently worked over the last few months to resolve the intercompany debt while seeking re-financing of the First Calgary debt and have overseen the marketing of the Liberty Lands.

SETTLEMENT OF RELATED COMPANY DEBT

9. On August 16, 2013, this Honourable Court approved a settlement of the debts owing by Liberty to various companies related to Liberty and which had provided financing to Liberty during the years 2008 to 2010. In accordance with the settlement, Liberty has agreed to pay $1,028,000 in full and final settlement of the debts, with payment being funded from the sale or re-financing of the Liberty Lands. Reaching this settlement has permitted Liberty to quantify the financing required to re-finance the Liberty Lands.

REFINANCING OF THE LIBERTY LANDS

10. We have entered in to discussions with a Canadian Chartered Bank to provide sufficient financing to pay out the First Calgary mortgage, fund the settlement of the related company debt and settle the Canada Revenue Agency claim for unremitted Goods and Services Taxes.

11. I have determined the need for new financing of $10 million. Our ability to refinance will be dependent upon the appraised value of the property supporting financing of that quantum, the willingness of our limited partners to provide additional equity financing, the willingness of the related companies to postpone their debt for a period of time, and First Calgary providing Liberty with additional time to complete the re-financing process. Based on my discussions with the Liberty limited partners advisory group, I believe at this time that it will be difficult to raise additional equity from the limited partners and in my view, re-financing of the Liberty Lands in this manner is not likely.

PROPERTY MARKETING PROCESS

12. On June 12, 2013 this Honourable Court granted an order approving the Property Marketing Process which was submitted to the Court. In conjunction with that Process, CBRE LIMITED ("CBRE") was appointed our marketing agent.

13. In conjunction with CBRE, Liberty has executed the Property Marketing Process and has developed a short list of purchasers who have submitted offers to purchase the property and have provided deposits to our counsel in accordance with the Property Marketing Process.

14. I am negotiating a final acceptable purchase price with the highest bidder for the property and if an agreement is reached, will bring the accepted offer to this Court for its approval.

INCREASE OF ADMINISTRATION CHARGE

15. As a result of the various efforts undertaken to maximize value for the creditors in these proceedings, including commencing the marketing process and reaching a settlement of the complex inter-company debt claims, there are unpaid professional fees of $278,000 which exceed the Court approved administration charge of $125,000. Further, the net cash flows from the Liberty Lands will not be sufficient to pay the professional fees.

16. As CRO, I have been working with the Monitor and legal counsel to determine the appropriate amount for the administration charge in the circumstances. With the support of the Monitor, I am requesting an increase of the administration charge to $500,000, which amount is expected to be sufficient to pay the professional fees over the next stay period.

RELIEF REQUESTED

17. Liberty has been working diligently and in good faith with its advisors and the Monitor to maximize the value of the Liberty Lands.

18. Liberty seeks an extension of the stay period from September 30, 2013 up to and including December 31, 2013, to allow Liberty to complete a sale or re-financing of the Liberty lands, and seeks an increase in the administration charge to $500,000.

SWORN BEFORE ME at Calgary, Alberta, this 25th day of September, 2013.	)	
Commissioner for Oaths in and for the Province of Alberta	)	GARY L. BENTHAM

ROBYN GUROFSKY
BARRISTER & SOLICITOR