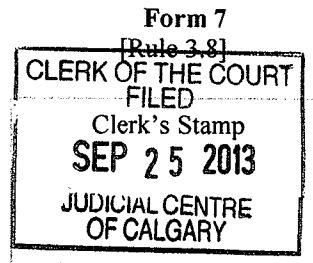


COURT FILE NUMBER **1201-10691**
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary



APPLICANTS **IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36**

**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 **APPLICATION BY:**

**Liberty Crossing Limited Partnership, Liberty
Crossing General Partner Inc.**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT
Patrick T. McCarthy, Q.C./Robyn Gurofsky
Borden Ladner Gervais LLP
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File No. 439375-000005

NOTICE TO THE RESPONDENT(S)

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: September 30, 2013
Time: 11:00 a.m.

Where: Calgary Courts Centre, 601 – 5th Street S.W., Calgary, Alberta
 Before: The Honourable Justice G.C. Hawco

Go to the end of this document to see what you can do and when you must do it.

Remedy claimed or sought:

1. An order declaring service of notice of this application together with all supporting materials, including the Affidavit of Gary Bentham sworn on September 25, 2013 (the “Bentham Affidavit”), to be good and sufficient, and abridging the time for service of said documents, if necessary;
2. An order extending the stay period for Liberty Crossing Limited Partnership and Liberty Crossing General Partner Inc. (together, “Liberty Crossing”) from September 30, 2013 to December 31, 2013;
3. An order increasing the Administration Charge granted in the Amended and Restated Initial Order to \$500,000;
4. An order amending the style of cause in these proceedings to remove the entities that have sanctioned and implemented their respective Plans of Arrangement, including 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.; and
5. Such further and other relief as counsel may advise and this Honourable Court permit.

Grounds for making this application:

6. The CRO of Liberty Crossing has been working diligently and in good faith with the Monitor and its real estate consultants to maximize the value of the Liberty Crossing lands.
7. The CRO had also been working with the Monitor to address the complex inter-company debt issue which has finally been resolved pursuant to a Court approved settlement.
8. Liberty Crossing has undertaken a sales process and the CRO is attempting to increase the bids solicited in that process while at the same time, evaluating the possibility of a hold strategy for the Limited Partners that would require re-financing of the existing debts.

9. As a result of the efforts undertaken by the professionals to run the sales process and resolve the complex inter-company debt claims, the professional fees have exceeded the Administration Charge and therefore, Liberty Crossing is requesting an increase in the Administration Charge to \$500,000 which is estimated to be sufficient to pay existing professional fees as well as the fees incurred over the course of the next proposed stay period.
10. Such further and other grounds more particularly outlined in the Bentham Affidavit.

Material or evidence to be relied on:

11. The Bentham Affidavit and the previous Affidavits filed in these proceedings;
12. The Eighth Report of the Monitor and the previous Monitor's Reports filed in these proceedings;
13. The pleadings and proceedings had and taken in this action; and
14. Such further and other material or evidence as Counsel may advise and this Honourable Court permit.

Applicable rules:

15. Rule 11.27 and 13.5 of the Alberta *Rules of Court*.

Applicable Acts and regulations:

16. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.

Any irregularity complained of or objection relied on:

17. n/a

How the application is proposed to be heard or considered:

18. In person, on affidavit evidence before the Honourable Justice G.C. Hawco.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard

or considered, you must reply by giving reasonable notice of the material to the applicant.