

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**

(Approval of Final Distribution & Discharge of CRO)

Commercial List

ADDRESS FOR SERVICE AND Patrick T. McCarthy Q.C./Robyn Gurofsky
 Borden Ladner Gervais LLP
CONTACT INFORMATION OF 1900, 520 3rd Ave. S.W.
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DOCUMENT File No. 439375-000005

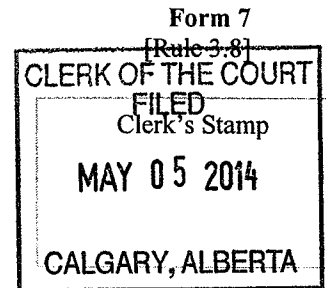
NOTICE TO THE RESPONDENT(S)

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: May 9, 2014
Time: 4:00 p.m.
Where: Calgary Courts Centre, 601 – 5th Street S.W., Calgary, Alberta
Before: The Honourable Justice K. Horner



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

Remedy claimed or sought:

1. BTM Advisory Services Inc. ("BTM") the Chief Restructuring Officer (the "CRO") of Liberty Crossing Limited Partnership and Liberty Crossing General Partner Inc. (together, "Liberty") appointed pursuant to Order of the Court dated August 24, 2012 (the "CRO Order"), seeks an order substantially in the form attached as Schedule "A":
 - (a) Declaring service of notice of this application together with all supporting materials, including the Affidavit of Gary Bentham sworn May 5, 2014 (the "**Bentham Affidavit**"), to be good and sufficient, and abridging the time for service of said documents;
 - (b) Discharging BTM and Gary L. Bentham as CRO of Liberty and declaring that the CRO shall, after completing the final partnership tax returns, disbursing the Proposed Final Distribution (as such term is defined in the Bentham Affidavit) and dissolving the partnership, have no further liabilities, obligations, responsibilities or duties with respect to Liberty;
 - (c) Authorizing the CRO to complete the Proposed Final Distribution substantially in the manner proposed in the Bentham Affidavit and to take all steps necessary to complete the Proposed Final Distribution;
 - (d) Approving the actions and the conduct of the CRO in the execution of its duties under the CRO Order and declaring that the CRO shall not be liable for any act or omission, including without limitation, any act or omission pertaining to the discharge of the CRO's duties under any orders issued in the within proceedings, including the CRO Order, unless such liability arises out of fraud or wilful misconduct on the part of the CRO;
 - (e) Declaring that any and all claims against the CRO arising from, relating to or in connection with the performance of the CRO's duties and obligations as CRO of Liberty, save and except for claims based on fraud or wilful misconduct on the part of the CRO, shall be forever barred and extinguished;
 - (f) Declaring that no action or proceeding arising from, relating to or in connection with the performance of the CRO's duties and obligations as CRO of Liberty may be commenced or continued without the prior leave of this Honourable Court, on notice to the CRO and on such terms as this Honourable Court may direct, in accordance with the CRO Order;
 - (g) Approving the fees and disbursements charged by the CRO and Liberty's counsel in the execution of its duties; and
 - (h) Such further and other relief as counsel may advise and this Honourable Court permit.

Grounds for making this application:

2. The applicant, Liberty Crossing Limited Partnership (“**Liberty LP**”), together with certain other related entities, obtained an Initial Order granted by the Honourable Justice B.E.C. Romaine of the Court of Queen’s Bench of Alberta on August 24, 2012 pursuant to the *Companies’ Creditors Arrangement Act*. The CRO Order appointing BTM as CRO of Liberty was granted on the same date.
3. Liberty has completed a sale of its only property with a substantive portion of the net sale proceeds having been disbursed by the CRO, with the oversight of the Monitor, in accordance with the sale approval and vesting order granted on November 12, 2013.
4. The post-closing adjustments in relation to the sale of Liberty’s property have been determined and are expected to be paid shortly. The CRO is proposing a final distribution to the creditors of Liberty, properly identified in the claims process undertaken pursuant to the claims process order dated September 20, 2012.
5. The administration of Liberty’s estate in these CCAA proceedings is substantially complete and it is appropriate for the CRO to be discharged on the terms set out in the form of order attached hereto as Schedule “A”.

Material or evidence to be relied on:

6. The Bentham Affidavit filed in these proceedings;
7. The Tenth Report of the Monitor, Ernst and Young Inc.;
8. The pleadings and proceedings had and taken in this action; and
9. Such further and other material or evidence as Counsel may advise and this Honourable Court permit.

Applicable rules:

10. Rules 6.3, 6.9 and 11.27 of the Alberta *Rules of Court*.

Applicable Acts and regulations:

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

Any irregularity complained of or objection relied on:

12. n/a

How the application is proposed to be heard or considered:

13. In person before Madam Justice K. Horner, with oral submissions based on affidavit evidence.

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.

SCHEDULE "A"

COURT FILE NUMBER 1201-10691

Clerk's Stamp

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary

APPLICANTS **IN THE MATTER OF THE *COMPANIES' CREDITORS*
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**AND IN THE MATTER OF LIBERTY CROSSING LIMITED
PARTNERSHIP, and LIBERTY CROSSING GENERAL
PARTNER INC.**

DOCUMENT **ORDER RE:
FINAL DISTRIBUTION
DISCHARGE OF CRO**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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Email: rgurofsky@blg.com
File No. 439537-000005

DATE ON WHICH ORDER WAS PRONOUNCED: May 5, 2014

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE K. HORNER

UPON the application of BTM Advisory Services Inc. in its capacity as court appointed chief restructuring officer of Liberty Crossing Limited Partnership and Liberty Crossing General Partner Inc. (together, referred to herein as the "Applicants"); **AND UPON** having read the Affidavit of Gary L. Bentham filed May 5, 2014 (the "Bentham Affidavit"); **AND UPON** having read the

Tenth Report of Ernst and Young Inc. in its sole capacity as monitor (the "Monitor") of the Applicants, filed May 5, 2014 (the "Tenth Report"); **AND UPON** having read the affidavits, pleadings, reports and other materials filed in this action; **AND UPON** hearing from counsel for the Court appointed Chief Restructuring Officer (the "CRO"), BTM Advisory Services Inc. and Gary L. Bentham, counsel for the Monitor and any other counsel in attendance at this application;

IT IS HEREBY ORDERED AND DECLARED AS FOLLOWS:

Service

1. The manner of service of the within Application and the materials filed in support thereof is hereby approved and validated, the time for service thereof is abridged to the time actually given and the Application is properly returnable today.

2. Service of this Order by email, facsimile, registered mail, courier or personal deliver to the persons listed on the service list shall constitute good and sufficient service of this Order and no persons other than those listed on the service list are entitled to be served with a copy of this Order.

CRO's Activities

3. The actions and conduct of the CRO are approved and the CRO has satisfied all of its duties and obligations as chief restructuring officer of the Applicants in accordance with the CRO Order dated August 24, 2012.

Professional Fees and Disbursements

4. The fees and disbursements of the CRO, as summarized at paragraph 21 of the Tenth Report are hereby approved.

5. The fees and disbursements of counsel to the Applicants, as summarized at paragraph 21 of the Tenth Report are hereby approved.

Final Distribution

6. The Proposed Final Distribution, as such term is defined in the Bentham Affidavit, is hereby approved and the CRO is authorized and directed to take such additional steps and execute any

additional documents as the Applicants and the CRO deem necessary or desirable for the completion of the Proposed Final Distribution, with any amendments or variations to the Proposed Final Distribution to be agreed upon between the CRO and the Monitor without further order of this Court.

7. Notwithstanding:

- (a) The pendency of these proceedings;
- (b) Any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) Any assignment in bankruptcy made in respect of the Applicants;

the Proposed Final Distribution and associated provisions of this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute or be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

Discharge of CRO

8. Upon completion of the Outstanding Items listed in paragraph 16 of the Tenth Report, the CRO shall be discharged as chief restructuring officer of the Applicants and shall have no further liabilities, obligations, responsibilities or duties with respect to the Applicants, including without limitation, any duties arising under the CCAA, the CRO Order or any other order issued in the within proceedings.

9. The CRO shall not be liable for any act or omission, including without limitation, any act or omission pertaining to the discharge of the CRO's duties as chief restructuring officer of the Applicants, save and except for any liability arising out of fraud or wilful misconduct on the part of the CRO.

10. Any and all claims against the CRO arising from, relating to or in connection with the performance of the CRO's duties and obligations as chief restructuring officer of the Applicants, save and except for claims based on fraud or wilful misconduct on the part of the CRO, shall be forever barred and extinguished.

11. No action or proceeding arising from, relating to or in connection with the performance of the CRO's duties and obligations as chief restructuring officer of the Applicants and/or the property, assets and undertakings of the Applicants may be commenced or continued without the prior leave of this Honourable Court, on notice to the CRO and on such terms as this Honourable Court may direct.

J.C.Q.B.A.