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September 29, 2010

To the Creditors of First Capital Management Ltd.:

**RE: First Capital Management Ltd.
Notice of Intention to Make a Proposal
Request to File a Proof of Claim**

As you are aware, First Capital Management Ltd ("First Capital" or the "Company") filed a Notice of Intention to File a Proposal on September 15, 2010. Alger & Associates Inc. (the "Trustee") acts as Trustee in the matter of the proposal of First Capital Management Ltd.

The Company and the Trustee are working diligently to confirm the balance owing to each of the creditors of the Company to aid in the preparation of the Company's proposal to the creditors. To assist in this effort, the Trustee requests that you submit a proof of claim in the form attached. Please ensure that all claims are supported by copies of any agreements relating to the amount owed. If you have already sent copies of agreements to the Trustee, we ask that you resubmit these along with the proof of claim.

Please submit your proof of claim to Kristen Eisen via email: keisen@alger.ca or fax: (403)296-2988. We would appreciate your efforts to submit your proof of claim no later than October 5, 2010.

Yours very truly,
Alger & Associates Inc.

Charla Smith
Associate
T 403 296 2977
csmith@alger.ca

<p align="center">Proof Of Claim</p> <p>In the matter of the bankruptcy (or proposal or receivership of the property) of:</p> <p align="center"><u>First Capital Management Ltd.</u> (Name of Debtor)</p>	<p>and the claim of</p> <p>Creditor Name: _____</p> <p>Mailing Address: _____</p> <p>Account #: _____</p>
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I certify:

- I have knowledge of all the circumstances connected with the claim referred to below.
- The debtor was on September 15, 2010, and still is indebted to the above-named creditor for the sum of \$_____, as specified in the statement of account (or affidavit) attached as "Schedule A" after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence supporting the claim.)
- Check and complete appropriate category.
 - ☐ A. Unsecured Claim i) ☐ I do not claim a right to a priority
 ii) ☐ I claim a right to a priority under section 136 of the Act in the amount of \$_____.
 - ☐ B. Claim of Lessor for Disclaimer of a Lease - I make a claim under subsection 65.2(4) of the Act, particulars of which are attached. (Give full particulars of the claim, including the calculations on which the claim is based.)
 - ☐ C. Secured Claim (mortgages, conditional sales, etc.) That in respect of this debt, I hold assets valued at \$_____ as security. (Give full particulars of security, the date the security was given and attach copies of registered documents and financing statements.)
 - ☐ D. Claim by Farmer, Fisherman, and/or Aquaculturist. I make a claim under subsection 81.2(1) of the Act. (Attach a copy of sales agreement and delivery documents.)
 - ☐ E. Claim by Wage Earner. i) ☐ I make a claim under subsection 81.3(8) of the Act in the amount of \$_____
 ii) ☐ I make a claim under subsection 81.4(8) of the Act in the amount of \$_____
 - ☐ F. Claim by Employee for Unpaid amount regarding Pension Plan
 i) ☐ I make a claim under subsection 81.5 of the Act in the amount of \$_____
 ii) ☐ I make a claim under subsection 81.6 of the Act in the amount of \$_____
 - ☐ G. Claim against Director - (To be filed when a proposal provides for the compromise of claims against directors.) I make a claim under subsection 50(13) of the Act, particulars of which are attached. (Give full particulars of the claim, including the calculations on which the claim is based.)
 - ☐ H. Claim of a customer of the bankrupt securities firm – I make a claim as a customer for net equity as contemplated by section 262 of the Act. (Give full particulars of the claim, including the calculations on which the claim is based.)
- To the best of my knowledge and belief, the creditor and debtor are not (or are) related within the meaning of section 4 of the Act and have not (or have) dealt in a non-arm's-length manner.
- The following are the payments I received from and the credits I have allowed and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related as defined in section 4 of the Act, within twelve months) immediately before the date of initial bankruptcy event within the meaning of Section 2(1) of the Act. (Details to be shown on statement attached as "Schedule B")
- ☐ I request a copy of the Trustee Report on the Bankrupt's Application for Discharge, if required, be sent to the above address.
- Proxy Appointed: Yes ☐ No ☐ (If yes, please complete the proxy)
 I, (We) Appoint: _____ (name of individual) as my (our) proxy at the Meeting of Creditors.
- Dated at _____, this _____ day of _____, 20____.
 City Province

Print name and position of person signing _____

Signature of Witness

Signature of Individual Completing this Claim

Phone #: _____ Fax #: _____ Email address: _____

Warning: Section 201(1) of the Act prescribes severe penalties for making a false claim, proof or declaration or statement of account. A Trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor. **Note:** If an affidavit or solemn declaration is attached, it must be properly sworn.

Instructions to Creditors Respecting Proof of Claim Form

Claims not completed correctly in every respect will be returned.

- Any creditor who does not prove his claim is not entitled to share in any distribution.
- This checklist is provided to assist you in preparing the accompanying proof of claim form and, where required, proxy form in a complete and accurate manner. Please specifically check each requirement.

General

- **Give the complete address** where any notice or correspondence is to be forwarded.
- Complete the account number for both our use for future reference. Any future distribution will have this number on it.

Point 2

- A **detailed statement of account** must be attached to the proof of claim and must show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. A statement of account is not complete if it begins with an amount brought forward.
- The amount on the **statement of account** (Schedule A) must correspond to the amount indicted on the proof of claim.

Point 3

- A secured creditor must **attach a copy of the security agreement as registered**, and must give full particulars of the security, including the date the security was given and the value assessed to the security by the creditor.
- Claim by Farmer, Fisherman or Aquaculturist must **attach a copy of sales agreement and delivery documents**.

Point 4

- If you are related by blood or marriage to the debtor, then you should consider yourself to be a related person pursuant to Section 4. If the debtor is a corporation, you would be considered to be related to it if you were a shareholder or if your company was controlled by the same shareholders as the bankrupt corporation. You must also indicate if you have dealt with the debtor in a non-arm's-length transaction.

Point 5

- All claimants must attach a detailed list of all payments or credits received or granted, as follows:
- **Within the three (3) months preceding** the bankruptcy or the proposal, in the case where the claimant and the debtor are not related.
- **Within the twelve (12) months preceding** the bankruptcy or the proposal, in the case where the claimant and the debtor are related.

Point 7

- The *Bankruptcy and Insolvency Act* permits a proof of claim to be made by a duly authorized agent of the creditor but, in order for such a person to vote at the first meeting of creditors they must hold a properly completed proxy.
- A creditor may vote either in person or by proxy.
- A debtor may not be appointed a proxy to vote at any meeting of his creditors.
- The Trustee may be appointed as a proxy for any creditor.
- A corporation may vote by an authorized agent at a meeting of creditors.
- In order for a duly authorized person to have a right to vote, he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.

Point 8

- This document **must be signed** personally by the individual completing this declaration.
- The signature of a witness is required.
- Completing the phone and fax number and email address is essential, especially if the claim is sent by fax or email.