

ONTARIO

**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF SAPPHIRE TOWER DEVELOPMENT CORP.**

**APPLICATION UNDER THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

SECURED CREDITOR PROOF OF CLAIM

A. DETAILS OF SECURED CREDITOR:

(1) Full Legal Name:

(2) Full Mailing Address:

(3) Telephone Number (mandatory):

(4) Facsimile Number:

(5) E-mail Address (preferable):

(6) Attention (Contact Person):

B. ITEMIZED CLAIMS

I. GRAPHIC ARTS BUILDING INCORPORATED MORTGAGE (THE "GA MORTGAGE")

I, _____, am the _____, of Graphic Arts Building Incorporated of the City of _____ in the Province of _____ make oath and say as follows:

- (a) Graphic Arts Building Incorporated holds a mortgage (the "Mortgage Holder") granted by Sapphire Tower Development Corp. (the "Company"); and
- (b) the Mortgage Holder makes a Secured Creditor Claim based on the GA Mortgage granted by the Company as follows:

1) Principal amount of GA Mortgage claimed as at January 14th, 2008

2) Interest:

- simple interest
- compound interest method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th _____

3) Costs payable under GA Mortgage

Total _____

Attach proof of advances made under the GA Mortgage and of costs paid (such as legal bills) as an exhibit to this Proof of Claim

II. \$6 MILLION SYNDICATED MORTGAGE IN FAVOUR OF STINSON FINANCIAL CORPORATION AS TRUSTEE (THE “SYNDICATED MORTGAGE”):

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

(a) I hold an interest in the Syndicated Mortgage (the “Interest Holder”) granted in favour of Stinson Financial Corporation as Trustee by Sapphire Tower Development Corp. (the “Company”) [or I hold the position of _____ of such Mortgage Holder] and have knowledge of all the circumstances connected with the Mortgage Holder described herein; and

(b) the Mortgage Holder makes a Secured Creditor Claim with respect to the Syndicated Mortgage granted by the Company as follows:

1) Principal amount of interest in the Syndicated Mortgage claimed as at January 14th, 2008 _____

2) Interest:

simple interest

compound interest

method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th _____

3) Costs payable referable to your interest in the Syndicated Mortgage:

Total _____

Attach proof of costs paid (such as legal bills) and proof of funds advanced under the Syndicated Mortgage as exhibits to this Proof of Claim

III. \$155,000 MORTGAGE TO WALMSLEY, BELL AND MATTSON (THE "\$155,000 MORTGAGE")

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

(a) I hold an interest in the \$155,000 Mortgage (the "Mortgage Holder") granted by Sapphire Tower Development Corp. (the "Company") [or I hold the position of _____ of such Mortgage Holder] and have knowledge of all the circumstances connected with the Mortgage Holder described herein; and

(b) the Mortgage Holder makes a Secured Creditor Claim based on the \$155,000 Mortgage granted by the Company as follows:

1) Principal amount of interest in the \$155,000 Mortgage claimed as at January 14th, 2008 _____

2) Interest:

simple interest

compound interest method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th _____

3) Costs payable under \$155,000 Mortgage

Total _____

Attach proof of costs paid (such as legal bills) and proof of advances under the \$155,000 Mortgage as exhibits to this Proof of Claim

IV. MORTGAGE GRANTED TO ORO PROPERTIES LIMITED (THE “ORO MORTGAGE”)

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

- (a) I hold an interest in the Oro Mortgage (the “Mortgage Holder”) granted by Sapphire Tower Development Corp. (the “Company”) [or I hold the position of _____ of such Mortgage Holder] and have knowledge of all the circumstances connected with the Mortgage Holder described herein; and
- (b) the Mortgage Holder makes a Secured Creditor Claim based on the Oro Mortgage granted by the Company as follows:

1) Principal amount of interest in the Oro Mortgage claimed as at January 14th, 2008 _____

2) Interest:

simple interest

compound interest method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th : _____

Per diem interest after January 14th _____

3) Costs payable under Oro Mortgage

Total _____

Attach proof of costs paid (such as legal bills) and proof of advances under the Oro Mortgage as exhibits to this Proof of Claim

V. MORTGAGES GRANTED TO LESLIE STEVEN MASON (THE “SHIBLEY MORTGAGES”)

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

(a) _____ hold mortgages (the “Mortgage Holder”) granted by Sapphire Tower Development Corp. (the “Company”) [or I hold the position of _____ of such Mortgage Holder] and have knowledge of all the circumstances connected with the Mortgage Holder described herein; and

(b) the Mortgage Holder makes a Secured Creditor Claim based on the Shibley Mortgages granted by the Company as follows:

1) Principal amount of the Shibley Mortgages claimed as at January 14th, 2008

2) Interest:

simple interest

compound interest method of calculating _____

Rate: _____ % per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th _____

3) Costs payable under the Shibley Mortgages

Total _____

Attach proof of costs paid (such as legal bills) as well as proof of legal costs secured under the Shibley Mortgages including itemized dockets of work done referable to the Company as exhibits to this Proof of Claim

VI. CONSTRUCTION LIEN CLAIM BY TURNER FLEISCHER ARCHITECTS INC. (THE "LIEN CLAIM")

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

(a) I hold the position of _____ of Turner Fleischer Architects Inc. ("TFAI") which has made the Lien Claim against Sapphire Tower Development Corp. (the "Company") and have knowledge of all the circumstances connected with the Lien Claim described herein; and

(b) TFAI makes a Secured Creditor Claim under the Lien Claim as follows:

1) Amount owing under the Lien Claim as at January 14th, 2008

Amounts previously paid by the Company referable to the Lien Claim _____

2) Interest:

simple interest
 compound interest method of calculating _____

Rate: _____% per annum

Total unpaid interest claimed as owing at January 14th: _____

Per diem interest after January 14th.

3) Costs payable referable to the Lien Claim

Total _____

Attach proof of costs paid (such as legal bills) as well as the Claim for lien, Certificate of Action and evidence substantiating amounts payable under Lien Claim as exhibits to this Proof of Claim

VII. CLAIMS UNDER ADMINISTRATIVE CHARGES

I, _____, [name of Secured Creditor or authorized representative of the Secured Creditor], of the City of _____ in the Province of _____ make oath and say as follows:

- (a) I hold the position of _____ of _____ (the "Administrative Charge Claimant") and have knowledge of all the circumstances connected with the Administrative Charge Claim described herein; and
- (b) The Administrative Charge Claimant makes the following claim(s)
- 1) Claims under Administrative Charge in Initial Order of Justice Cumming dated July 20th, 2007 as at January 14th, 2008
Amounts secured under Charge \$ _____
 - 2) Claims under Administrative Charge in the Interim Receivership Order of Justice Cumming dated August 14th, 2007 as at January 14, 2008:
Amount Claimed \$ _____
 - 3) Claims under Order of Justice Cumming granting charge to Page, Martin LLP as counsel to the unsecured creditors as at January 14th, 2008:
Amount Claimed \$ _____

Itemized accounts of amounts claimed under these charges must be included as exhibits to your affidavit.

The Secured Creditor hereby authorizes the Interim Receiver to contact any Person to confirm that the information set out above conforms to the information contained in their records.

VIII. DETAILS OF SECURED CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

- (1) Have you acquired this Claim by Assignment or Transfer? (if yes, attach copies of documents evidencing assignment or transfer) Yes No
- (2) Is the Assignment or Transfer absolute or intended as security? Absolute
Intended as security
- (3) Full Legal Name of original Secured Creditor: _____

The Proof of Claim must be provided to and received by the Interim Receiver on or before January 4th, 2008, at the following address:

BDO Dunwoody Limited
 BCE Place
 123 Front St. W., Ste. 1200
 Toronto Ontario
 M5J 2M2
 Bruno Suppa
 Tel: (416) 865-0210 Ext. 3465
 Fax: (416) 865 0904
 Email: BSuppa@bdo.ca

SWORN BEFORE ME at the City of _____)
 _____, in the Province of _____,)
 this ____ day of _____, 2008)
 _____)
 _____)

Name: (Print)
Title:

Commissioner for Taking Affidavits, etc.