

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

IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT,

R.S.O 1990, C. C. 43, AS AMENDED

**AND IN THE MATTER OF THE ADMINISTRATION PROCEEDINGS OF
CARRIAGE RIDGE OWNERS ASSOCIATION**

MOTION RECORD

(returnable August 23, 2022)

Date: August 12, 2022

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its capacity as Court-appointed
Receiver of Carriage Ridge Owners
Association*

TO THE ATTACHED SERVICE LIST

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Court File No. CV-20-00640266-00CL

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

IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT,

R.S.O 1990, C. C. 43, AS AMENDED

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CARRIAGE RIDGE OWNERS ASSOCIATION**

**MOTION RECORD
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NOTICE OF MOTION

Court File No. CV-20-00640266-00CL

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

**IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O 1990, C. C. 43, AS AMENDED**

**AND IN THE MATTER OF THE ADMINISTRATION PROCEEDINGS OF
CARRIAGE RIDGE OWNERS ASSOCIATION**

**NOTICE OF MOTION
(returnable August 23, 2022)**

BDO Canada Limited (“**BDO**”), in its capacity as receiver (in such capacity, the “**Receiver**”) over all of the assets, properties and undertakings of the Carriage Ridge Owners Association (the “**Applicant**”) and the Carriage Hills Vacation Owners Association (the “**Hills Association**”) and together with the Applicant, the “**Associations**”), all the lands and premises on which the Applicant operated the Carriage Ridge Resort (the “**Ridge Property**”) and all the lands and premises on which the Hills Association operated the Carriage Hills Resort (the “**Hills Property**”) and, together with the Hills Property, the “**Resort Properties**”), appointed by Orders of this Court (the “**Court**”) with effect as of January 6, 2021, will make a motion to a judge presiding over the Commercial List on Tuesday, August 23, 2022 at 10:00 a.m., or as soon after that time as the motion can be heard, by judicial video conference at Toronto, Ontario. Please refer to the conference details attached as **Schedule “A”** hereto in order to attend the motion and advise if you intend to join the motion by emailing Sam Babe at sbabe@airdberlis.com.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

1. **THE MOTION IS FOR** an Order, substantially in the form attached hereto as **Schedule “A”** (the “**Order**”), among other things:
 - (i) approving the Seventh Report of the Receiver dated August 10, 2022 (the “**Seventh Report**”) and the activities of the Receiver set out therein;

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- (ii) approving the Receiver's interim statement of receipts and disbursements;
- (iii) approving the fees and disbursements of the Receiver, the Receiver's counsel, Aird & Berlis LLP ("**A&B**") and the Receiver's special counsel, Thornton Grout Finnigan LLP ("**TGF**");
- (iv) approving service of Owner Packages, Claims Packages and Mortgage Packages, as such terms are defined in the Ownership Claims Process Orders made December 17, 2021 (the "**Ownership Claims Process Orders**");
- (v) authorizing and directing the Receiver to establish the reserves describe in the Seventh Report (the "**Reserves**");
- (vi) approving interim distributions (collectively, the "**Interim Distribution**") to eligible Association members/former owners of the Resort Properties ("**Owners**") in each case net of deductions for:
 - (1) any withholding required by section 116 of the *Income Tax Act* (Canada) (the "**ITA**") in the case of a non-resident Owner;
 - (2) any amounts owing by the Owner to a registered mortgagee; and
 - (3) any amounts owing by the Owner to the Applicant,(the "**Interim Distribution**");
- (vii) approving the retention of Kroll Restructuring Administration LLC ("**Kroll**") as the Receiver's agent for purposes of effecting the Interim Distribution (in such capacity, the "**Distribution Agent**"); and
- (viii) directing the Receiver to withhold from the Interim Distribution, and remit to Canada Revenue Agency ("**CRA**"), the amounts required by section 116 of the ITA (collectively, the "**Withheld Amounts**"),

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and such further and other relief as counsel may advise and this Court may permit.

2. **THE GROUNDS FOR THE MOTION ARE:**

Background

- (a) the Carriage Hills Resort (the “**Hills Resort**”) and the Carriage Ridge Resort (the “**Ridge Resort**”) and, together with the Hills Resort, the “**Resorts**”) were time-share resorts located in Horseshoe Valley, Ontario, developed by Carriage Hills Resort Corporation (“**CHRC**”), starting in 1997 and 2004, respectively;
- (b) the Hills Resort consisted of 172 residential resort units in eight buildings, while the Ridge Resort consisted of 78 residential resort units in three buildings;
- (c) the Associations were incorporated by letters patent as corporations without share capital under the *Corporations Act (Ontario)* to operate the Resorts and CHRC’s sister corporation, Carriage Hills Hospitality, Inc. (“**CHHI**”), was contracted by the Associations to run the Resorts;
- (d) in 2012, CHRC and CHHI became direct or indirect subsidiaries of Wyndham Worldwide Corporation;
- (e) each Resort is governed pursuant to a single form of time-share agreement which each Owner signed (collectively, the “**TSAs**”);
- (f) pursuant to the TSAs, Owners purchased time-share intervals (each, an “**Interval**”) along with proportionate, fractional ownership interests in the Resort Properties and memberships in the Associations;
- (g) and Owner, or group of co-Owners, would purchase whole intervals of three types:
 - (i) those with the right to use a unit for one week every year (an “**Every Year Interval**”);

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- (ii) those with the right to use a unit for one week every other odd year (an “**Odd Year Interval**”); and
- (iii) those with the right to use a unit for one week every other even year (an “**Even Year Interval**”);
- (h) under the TSAs, an Owner committed to paying membership and other fees to the relevant Association, payment of which fees were secured by a charge in favour of the Association over the Owner’s Interval(s) (the “**Association Charges**”);
- (i) some Owners (or groups of co-Owners) financed the purchase of their Intervals through mortgage financing provided by CHRC, which mortgages ranked higher in priority to the Association Charges pursuant to the TSAs;
- (j) upon applications brought by the Associations, BDO was appointed as the administrator of the Associations (in such capacity, the “**Administrator**”) pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43 (the “**CJA**”) by two Orders of the Court made May 15, 2020 (collectively, the “**Appointment Orders**”);
- (k) after surveying the Owners, the Administrator recommended that the Resorts be closed and sold, and obtained Orders of the Court to that effect on October 15, 2020;
- (l) the Resorts ceased operations on January 6, 2021 (the “**Resorts Closure Date**”);
- (m) upon applications brought by the Associations, BDO was appointed as Receiver, with effect as of the Resorts Closure Date, by two Orders of the Court made on December 11, 2020 (collectively, the “**Amended and Restated Appointment Orders**”);
- (n) pursuant to Approval and Vesting Orders made May 27, 2021 (the “**Approval and Vesting Orders**”), the Court approved a sale of the Resort Properties and

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substantially all of the operating assets of the Associations to Sunray Group of Hotels Inc., which sale closed on June 28, 2021 (collectively, the “**Resort Sales**”);

- (o) pursuant to the Ownership Claims Process Orders, the Receiver was authorized to conduct a claims process to determine the claims of Owners and CHRC, as mortgagee, to funds in the Receiver’s accounts including, without limitation, the proceeds of the Resort Sales and collections on accounts receivable, with Kroll acting as the Receiver’s Claims Agent;

Ownership Claims Process

- (p) pursuant to paragraph 11 of the Ownership Claims Process Orders, the Receiver:
 - (i) posted a copy of the Ownership Claims Process Orders to the Receiver’s website and the Associations’ websites on or before January 24, 2022;
 - (ii) requested that Owners maintaining social media websites in respect of these proceedings post a copy of the Ownership Claims Process Orders on such social media websites on or before January 24, 2022;
 - (iii) posted the Public Notices to Claimants in the national edition of The Globe and Mail newspaper on January 22, 2022; and
 - (iv) delivered an Owner Package, a Claims Package and, where applicable, a Mortgage Package (collectively, a “**Process Package**”) to any person claiming to be an Owner following receipt of a request therefore;
- (q) pursuant to paragraph 15 of the Ownership Claims Process Orders, on January 24, 2022, the Claims Agent sent a Process Package via email to every Owner that had provided an email address (the “**Notice Email**”) and to every other Owner that had not provided an email address by regular mail to the last address known to the Receiver (the “**Notice Mail**”) and together with the Notice Email, the “**Noticing**”), as the same may have been updated or corrected during the course of these

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proceedings by, or at the request of, such Owners, but excluding any address that had proven to be inaccurate by way of previously returned mail during these proceedings or for which there was no address on record;

- (r) in total, 28,579 Process Packages were sent and no service was performed on another 1,275 parties for which the Receiver had no contact information or had only contact information which had previously proved to be inaccurate by way of returned mail;
- (s) the Receiver seeks approval of such Noticing;
- (t) the Noticing included, among other things, a unique identification code with a link to a claims portal established by Kroll through which Owners could electronically submit their claims;
- (u) Owners could also submit hardcopy claims by mail;
- (v) in order to be eligible for a distribution, Owners had to accept or dispute the information in the Claims Package, or otherwise submit a claim;
- (w) the claims bar date was April 11, 2022, although a number of claims continued to be received thereafter, and the Receiver intends, with the Court's approval, to extend the claims bar date to August 23, 2022;
- (x) 25,217 claims were received by July 20, 2022, which number was reduced to 23,802 after removing claims for which Owners had made duplicate submissions;
- (y) among those claims 5,534 requests for amendment were received, of which 1,379 and 586 remain unresolved for the Hills Association and the Applicant, respectively;
- (z) the Receiver aims to resolve as many request for amendment as possible prior to the Interim Distribution;

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Mortgages

- (aa) the Receiver has reviewed the mortgages that, prior to the Resort Sales, were registered on title and has reconciled those records with the records provided by CHRC;
- (bb) in accordance with the Ownership Claims Process Orders, the Receiver provided applicable Owners with a Mortgage Package which included pre-populated information as to the current mortgage indebtedness, provided by CHRC;
- (cc) there were registration on title to the Hills Property in respect of 140.50 Intervals that had been mortgaged to CHRC, resulting in Mortgage Packages being sent to 263 Owner mortgagors;
- (dd) there was no valid service address on file for another 86 mortgaged Hills Property Intervals such that Mortgage Packages were not able to be served on these parties;
- (ee) there were registrations on title to the Ridge Property in respect 183 mortgaged Intervals, resulting in Mortgage Packages being sent to 379 Owners;
- (ff) was no valid service address on file for another 82 mortgaged Ridge Property Intervals such that Mortgage Packages were not able to be served on these parties;
- (gg) mortgagor Owners were provided an opportunity to dispute the information contained in the Mortgage Package pursuant to the Ownership Claims Process Orders and, if a mortgagor Owner did not file a dispute, they were deemed to have accepted the information contained in the Mortgage Package;
- (hh) there were also 115.17 and 154.17 mortgaged Intervals for the Hills Property and the Ridge Property, respectively, in connection with which no Owner claims were submitted;

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Interim Distribution

- (ii) after taking the proposed Reserves as described in the Seventh Report, the funds available for the Interim Distribution to Owners or co-Owners who participated Ownership Claims Process (“**Eligible Owners**”) are approximately \$27.09 million and \$13.37 million for the Hills Association and the Applicant, respectively;
- (jj) for the purposes of the Interim Distribution, the value of each Eligible Owner’s interest in the Resort Properties is based upon:
 - (i) the Resort Property in question;
 - (ii) the type of Interval owned (i.e. Every-Year Interval or Odd/Even Year Interval); and
 - (iii) the fractional interest owned by the Co-Owners of an Interval;
- (kk) in addition, an Eligible Owner’s entitlement under the Interim Distribution will be reduced if the Eligible Owner’s Interval is mortgaged and has an outstanding mortgage balance or if the Eligible Owner is delinquent in payment of amounts owed to the Associations (a “**Delinquent Eligible Owner**”);
- (ll) if an Owner or co-Owner of an Interval failed to participate in the Ownership Claims Process and is thus not an Eligible Owner, that person is ineligible to participate in any distribution, although CHRC will still receive a distribution up to the balance of its mortgage in the case of a mortgaged Interval;
- (mm) any amount that would otherwise have been distributed to an Owner or co-Owner of an Interval who is not an Eligible Owner (a “**Non-Eligible Owner**”), will be made available to all Eligible Owners and not only to the other co-Owners of that Interval;

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- (nn) amounts by which a Eligible Owner's would-be entitlement under the Interim Distribution is reduced for unpaid debts to the Associations will be reallocated to all other Eligible Owners;
- (oo) to calculate the per-Interval distribution (an "**Interval Distribution**") amounts the Receiver took into account:
 - (i) the amounts that will not be paid to Non-Eligible Owners and any portion of those amounts that will still be paid to CHRC in the case of mortgaged Intervals; and
 - (ii) the amounts by which the entitlements of Delinquent Eligible Owners are reduced and reallocated for distribution to all other Eligible Owners;
- (pp) subject to the allocation of withholding taxes and mortgages, where applicable, the Interval Distribution:
 - (i) of an Every Year Interval in the Hills Resort is \$4,378.60;
 - (ii) of an Every Year Interval in the Ridge Resort is \$4,754.88;
 - (iii) of an Odd/Even Year Interval in the Hills Resort is \$2,189.31; and
 - (iv) of an Odd/Even Year Interval in the Ridge Resort is \$2,377.44.
- (qq) Eligible Owners will be entitled to their proportionate share of the Interval Distribution based on their co-ownership;
- (rr) the Receiver seeks approval and authorization from the Court to implement the Interim Distribution with Kroll as the Distribution Agent;

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Withholding Taxes

- (ss) the ITA requires withholdings from distributions to non-residents of Canada made by a legal representative of such non-resident, with “legal representative” defined to include receivers;
- (tt) as part of the Ownership Claims Process, the Receiver required that Owners declare their residency for tax purposes;
- (uu) 329.01 Owners of Hills Association Intervals and 89.67 Owners of Applicant Intervals declared that they are not residents of Canada (collectively, the “**Non-Resident Eligible Owners**”);
- (vv) by using the purchase price allocation provided by the purchasers in the Resort Sales to assign values to the different classes of asset proceeds and using the withholding tax rates required under the ITA, the Receiver calculated the Withheld Amounts to be \$609,503.31 and \$170,571.03 for Non-Resident Eligible Owners of the Hills Association and the Applicant, respectively, and seeks the Court’s approval to withhold and remit these amounts to CRA;

Ancillary Matters

- (ww) the Receiver has filed with the Court its Seventh Report outlining, among others things, (i) the Receiver’s activities since the Sixth Report of the Receiver dated December 3, 2021, (ii) the Receiver’s receipts and disbursements, (iii) the conduct of the Ownership Claims Process, and the Receiver seeks this Court’s approval of the same;
- (xx) the Amended and Restated Appointment Orders direct the BDO to pass its accounts from time to time, and to include any necessary fees and disbursements of its legal counsel and special counsel in the passing of its accounts;

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- (yy) BDO, its counsel, A&B, and its special counsel TGF, have accrued fees and expenses in their capacity as Receiver, or counsel thereto, which fees and expenses require the approval of this Court pursuant to the Amended and Restated Appointment Orders;
 - (zz) as has been the practice in these proceedings, the fees of the Receiver and its counsel will be allocated between the Hills Association and the Applicant, respectively, on a 69% to 31% basis;
 - (aaa) the other grounds set out in the Seventh Report;
 - (bbb) the Appointment Orders including paragraphs 4(d), (f), (g), (l), 20 and 27 thereof;
 - (ccc) the Collection Plan Orders;
 - (ddd) the Claim Process and Bar Orders;
 - (eee) rules 1.04, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
 - (fff) such further and other grounds as counsel may advise and this Court may permit.
3. **THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:
- (a) the Seventh Report, filed;
 - (b) the fee affidavit of Matthew Marchand, sworn August 5, 2022;
 - (c) the fee affidavit of Sanjeev Mitra, sworn August 5, 2022;
 - (d) the fee affidavit of Leanne Williams sworn August 5, 2022;
 - (e) such further and other material as counsel may submit and this Court may permit.

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Date: August 11, 2022

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*Lawyers for BDO Canada Limited in its
capacity as Court-appointed Receiver of
the Carriage Ridge Owners Association*

TO: ATTACHED SERVICE LIST

**IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O
1990, C. C. 43, AS AMENDED**

**AND IN THE MATTER OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE RIDGE
OWNERS ASSOCIATION**

Court File No. CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

NOTICE OF MOTION
(Returnable August 23, 2022)

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*Lawyers for BDO Canada Limited in its capacity as Court-appointed
Receiver of the Carriage Ridge Owners Association*

TAB 1A
ZOOM DETAILS

SCHEDULE “A”
ZOOM CONFERENCE DETAILS

Link to join the Zoom meeting on the August 23rd. No registration is required:

<https://us06web.zoom.us/j/88424677188?pwd=NIN2WTI4T3ZmczybzNMQWpNL2JiZz09>

Meeting ID: 884 2467 7188

Passcode: 898798

Link to YouTube live stream for non-participants:

<https://sites-airdberlis.vuturevx.com/143/3555/landing-pages/livestream-link.asp>

TAB 1B
DRAFT ORDER

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM	)	TUESDAY, THE 23 RD DAY
)	
JUSTICE CONWAY	)	OF AUGUST, 2022

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF **CARRIAGE RIDGE OWNERS
ASSOCIATION**

INTERIM DISTRIBUTION ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as receiver (in such capacity, the “**Receiver**”) over all of the assets, properties and undertakings of Carriage Ridge Owners Association (the “**Applicant**”) and all the lands and premises on which the Applicant operates the Carriage Ridge Resort (the “**Resort Property**”), appointed by Order of the Court with effect as of January 6, 2021 (the “**Receivership Order**”), for an Order approving, *inter alia*, an interim distribution, was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Receiver dated August 10, 2022 (the “**Motion Record**”), Seventh Report of the Receiver dated August 10, 2022 (the “**Seventh Report**”), and on hearing the submissions of counsel for the Receiver, counsel for the Applicant, _____, no one else appearing for any other parties on the Service List, although duly served as appears from the affidavit of service of <*> sworn August 10, 2022, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record be and is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that capitalized terms not defined herein shall have the meanings ascribed thereto in the Seventh Report.

LATE CLAIMS

3. **THIS COURT ORDERS AND AUTHORIZES** the Receiver to accept Claims filed by Owners and received on or before the date of this Order as if they were filed by the Claims Bar Deadline.

DELIVERY VALIDATION

4. **THIS COURT ORDERS** that the delivery of the Process Packages is hereby validated and confirms that such was properly delivered in accordance with the Ownership Claims Process Orders.

ACCOUNT AGENT AGREEMENT

5. **THIS COURT ORDERS** that
- (a) subject to the direction and supervision of the court and the Receiver, the appointment of the Claims Agent pursuant to the terms of the Account Agent Agreement is hereby approved, including, without limitation, the payment of the fees and expenses contemplated thereby;
 - (b) the Claims Agent shall not have any liability with respect to any losses, claims, damages or liabilities, of any nature or kind, to any Person from and after the date of this Order except to the extent such losses, claims, damages or liabilities result from the gross negligence or wilful misconduct on the part of the Claims Agent;

- (c) no action or other proceeding shall be commenced directly, or by way of counterclaim, third party claim or otherwise, against or in respect of the Claims Agent, and all rights and remedies of any Person against or in respect of them are hereby stayed and suspended, except with the written consent of the Claims Agent as applicable or with leave of this Court on notice to the Receiver and the Claims Agent as applicable;
- (d) the Claims Agent shall comply with all applicable provisions of Canada's private sector privacy laws, including, without limiting the generality of the foregoing, the *Personal Information Protection and Electronic Documents Act* ("**Pipeda**");
- (e) in particular, the Claims Agent must comply with the principles set out in Schedule I of Pipeda with respect to the collection, storage and safeguards in relation to any information recorded or obtained by the Claims Agent from any Eligible Owner with the exception that the Claims Agent shall be permitted to disclose this information to the Receiver, its counsel, the Court or as otherwise directed by the Court; and
- (f) notwithstanding the foregoing and for the avoidance of doubt, the Claims Agent are authorized to collect all Eligible Owner information necessary to effect the Interim Distribution, and all Eligible Owners who provide information to the Claims Agent are hereby deemed to have consented to the processing of their information for all purposes relating to these Proceedings.

INTERIM DISTRIBUTION

6. **THIS COURT ORDERS** that the Receiver's proposed Interim Distributions in the manner set out in the Seventh Report be and is hereby authorized and approved, and the Receiver be and is hereby authorized and directed to make the proposed Interim Distributions on behalf of the Applicant to Eligible Owners, which distributions shall be made in accordance with each Eligible Owner's proportionate interest as determined in the Claims Process.

7. **THIS COURT ORDERS** that the methodology of the Receiver in formulating the Interim Distributions is hereby authorized and approved.

8. **THIS COURT ORDERS** that the methods of payment and deduction of the fees associated with same from the Interim Distributions as set out in the Seventh Report are hereby authorized and approved.

9. **THIS COURT AUTHORIZES AND CONFIRMS** that the amount charged in respect of the payment method selected by the Eligible Owner shall be deducted from the amount of such Eligible Owner's Interim Distribution.

10. **THIS COURT ORDERS AND DIRECTS** the Receiver to deduct any proportionate amounts owed by an Owner to the Mortgagee from their Interim Distribution (the "**Mortgage Payment**"), after deducting the Withheld Amount (as defined below), if any. For greater certainty, the Mortgage Payment shall be deducted from the Distribution Pot regardless of whether such Owner filed a Claim in the Claims Process. The Receiver shall pay the Mortgage Payments to the Mortgagee at the time of or before the completion of the Interim Distribution.

11. **THIS COURT ORDERS AND DIRECTS** the Receiver to withhold any Interim Distribution Payment from an Eligible Owner in the event that there is a disputed Mortgage Payment until such time as the Receiver has written confirmation from the Eligible Owner and Mortgagee that the dispute has been settled or further Order of this Court.

12. **THIS COURT ORDERS AND DIRECTS** the Receiver to off-set any amounts owed by an Eligible Owner in respect of their Delinquent Account(s) from their proportionate Interim Distribution (the "**Delinquent Off-Set**"), after deducting the Withheld Amount and/or the Mortgage Payment, if any, and such Delinquent Off-Set shall be available for distribution to Eligible Owners.

13. **THIS COURT ORDERS** that, for greater certainty, the following amounts shall be deducted by the Receiver from any Eligible Owner's proportionate Interim Distribution as follows:

- (a) Firstly, the Withheld Amount, if any;

(b) Secondly, the Mortgage Payments, if any; and

(c) Thirdly, the Delinquent Off-Set, if any.

14. **THIS COURT ORDERS** that, upon making the Interim Distribution, the Receiver shall be released and discharged from any and all obligations and claims in respect of the Interim Distribution.

WITHHOLDING OBLIGATIONS

15. **THIS COURT ORDERS AND AUTHORIZES** the Receiver to rely on the declarations of residency made in the Claims Process by each Owner for the purpose of the distribution of funds to each Owner and the withholding and remittance in accordance with section 116 of the *Income Tax Act* (Canada). Each Owner, who declared themselves a non-resident of Canada will be treated as a non-resident of Canada (a “**Non-Resident Owner**”) for the purposes of any applicable non-resident withholding tax on all payments hereunder.

16. **THIS COURT ORDERS AND DIRECTS** that the Receiver will deduct and withhold 40.007% (the “**Withholding Tax Rate**”) from any payment to any Non-Resident Owner, in accordance with section 116 of the *Income Tax Act* (Canada), in respect of only that portion of the distribution to a non-resident that is allocable to funds arising from the sale of the resorts (the “**Withheld Amounts**”). If the Receiver is unable to identify any specific provision in the *Income Tax Act* (Canada) that provides for withholding on distribution of funds other than from the sale of the resorts as detailed on Schedule “A”, the Receiver shall make no further withholdings or remittances.

17. **THIS COURT ORDERS AND DIRECTS** the Receiver to remit the Withheld Amounts to Canada Revenue Agency (“**CRA**”) together with Confidential Appendix 1 indicating the amounts withheld from each Non-Resident Owner and their contact particulars. The calculation of the Withholding Tax Rate is as set out in section 5.6 of the Report and is hereby approved. To the extent that amounts are so withheld or deducted and remitted to CRA, such withheld or deducted amounts will be treated for all purposes hereof as having been paid to such Non-Resident Owner as the remainder of the payment in respect of which such withholding or deduction was made. No gross-up or additional amount will be paid on any payment hereunder

to the extent the Receiver deducts or withholds amounts pursuant to this Order. Notwithstanding any withholding or deduction, each Eligible Owner receiving a payment will have the sole and exclusive responsibility for the satisfaction and payment of any tax obligations imposed by any Governmental Authority (including income and other tax obligations on account of such distribution).

18. **THIS COURT ORDERS** that, with the exception of the amounts provided for in paragraph 15, the Receiver is not required to remit any further amounts to CRA in respect of the Owner Distributions.

RESERVES

19. **THIS COURT AUTHORIZES AND DIRECTS** the Receiver to establish the Reserves for the reasons and purposes set out in section 5.3 of the Seventh Report.

APPROVAL AND AUTHORIZATION

20. **THIS COURT ORDERS** that the Seventh Report and the Receiver's activities set out therein be and are hereby approved.

21. **THIS COURT ORDERS** that the Receiver's Interim Statement of Receipts and Disbursements for the period ending July 31, 2022 be and is hereby approved.

22. **THIS COURT ORDERS** that the professional fees and disbursements of BDO in its capacity as Receiver and receiver of Carriage Hills for the period from November 1, 2021 to July 31, 2022, in the amount of \$747,076.50 plus disbursements of \$11,359.42 and HST of \$90,746.49, for a total of \$849,182.41, as set out in the Affidavit of Matthew Marchand, sworn August 5, 2022 and attached as Appendix "P" to the Seventh Report, are hereby approved and the Receiver is authorized to pay the Applicant's 31% share of such fees and disbursements.

23. **THIS COURT ORDERS** that the professional fees and disbursements of Aird & Berlis LLP, counsel to the Receiver and to the receiver of Carriage Hills for the period from November 1, 2021 to July 31, 2022, in the amount of \$159,687 plus disbursements of \$995.25 and HST of \$20,805.52, for a total of \$181,487.80, as set out in the Affidavit of Sanjeev Mitra, sworn August

5, 2022 and attached as Appendix “Q” to the Seventh Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 31% share of such fees and disbursements.

24. **THIS COURT ORDERS** that the professional fees and disbursements of Thornton Grout Finnigan LLP, special counsel to the Receiver and to the receiver of Carriage Hills for the period from December 1, 2021 to July 31, 2022, in the amount of \$156,005.00 plus disbursements of \$203.15 and HST of \$20,306.05, for a total of \$176,514.20, as set out in the Affidavit of Leanne M. Williams sworn August 5, 2022 and attached as Appendix “R” to the Sixth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 31% share of such fees and disbursements.

GENERAL

25. **THIS COURT ORDERS** that the Receiver may, in its discretion, generally or in individual circumstances, waive, in writing, the time limits imposed on any Creditor under this Order if the Receiver deems it advisable to do so (without prejudice to the requirement that all other Creditors comply with this Order) and, in so doing, may extend any related time period applicable to the Receiver by the same period of time.

26. **THIS COURT ORDERS** that, notwithstanding the terms of this Order, the Receiver may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or replace this Order.

27. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

28. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an

officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Receiver and its agents in carrying out the terms of this Order.

29. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

30. **THIS COURT ORDERS** that this Order and all of its provisions are effective from the as of 12:01 a.m. Eastern Standard Time on the date of this Order without any need for entry and filing.

AND IN THE MATTER OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE RIDGE OWNERS ASSOCIATION

Applicant

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

INTERIM DISTRIBUTION ORDER

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*Lawyers for BDO Canada Limited in its capacity as
the court-appointed Receiver of Carriage Ridge
Owners Association*

TAB 2
SEVENTH REPORT

Court File No. CV-20-00640265-00CL
Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE
ACT, R.S.O 1990, c. C. 43, AS AMENDED**

**AND IN THE MATTER OF THE RECEIVERSHIP PROCEEDINGS OF
CARRIAGE HILLS VACATION OWNERS ASSOCIATION
AND
CARRIAGE RIDGE OWNERS ASSOCIATION**

(together, the “Applicants”)

**SEVENTH REPORT OF THE RECEIVER
BDO CANADA LIMITED**

August 10, 2022

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1.0 INTRODUCTION AND PURPOSE OF REPORT

1.1 Introduction

- 1.1.1 The Carriage Hills Resort (the “**Hills Resort**”) and the Carriage Ridge Resort (the “**Ridge Resort**”) and collectively with the Hills Resort, the “**Resorts**”) were time-share resorts located in Horseshoe Valley, Township of Oro-Medonte, Ontario. The Hills Resort consisted of 172 residential resort units in eight residential buildings, while the Ridge Resort consisted of 78 residential resort units in three residential buildings. The Resorts had various common recreational facilities including, but not limited to, an indoor and outdoor pool, a gym and a management building. The Hills Resort was built in three phases on approximately twenty acres of real property and the Ridge Resort was built in one phase on approximately eight acres of real property (the buildings, personal and real property of the Resorts are collectively referred to as the “**Resorts’ Assets**”).
- 1.1.2 The Resorts are each governed pursuant to time-share agreements (collectively, the “**TSAs**”). Pursuant to the TSAs, purchasers of the time-share intervals (the “**Owners**”) also purchased a proportionate ownership interest in the land on which the Resorts are situated. Each Resort had a single form of TSA which each Owner signed.
- 1.1.3 The Carriage Hills Vacation Owners Association (the “**Hills Association**”) was established as a not-for-profit entity and incorporated by letters patent on August 6, 1996, as a corporation without share capital under the *Corporations Act (Ontario)* to operate the Hills Resort. The Carriage Ridge Owners Association (the “**Ridge Association**”) and together with the Hills Association, the “**Associations**”) was established as a not-for-profit entity and incorporated by letters patent on August 7, 2003, as a corporation without share capital under the *Corporations Act (Ontario)* to operate the Ridge Resort.
- 1.1.4 On May 15, 2020, BDO Canada Limited (“**BDO**”) was appointed administrator (in such capacity, the “**Administrator**”) of the Associations pursuant to the orders of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”). After surveying the Owners, the Administrator ultimately recommended that the Resorts be closed and sold. Accordingly, pursuant to Orders dated October 15, 2020, the operations of the Resorts ceased effective January 6, 2021 (the “**Resort Closure Date**”).
- 1.1.5 In order to effect a sale of the Resorts for the benefit of stakeholders, including the Owners, the Associations sought the appointment of BDO as receiver (the “**Receiver**”) of the assets, properties and undertakings of the Associations (the “**Associations’ Property**”) and collectively with the Resorts’ Assets, the “**Property**”) and the Resorts’ Assets. Accordingly, pursuant to Orders dated December 11, 2020, BDO was appointed as receiver effective as at the Resort Closure Date (the “**Amended and Restated Appointment**”).

Orders”). Copies of the Amended and Restated Appointment Orders are attached hereto as **Appendices ‘A’ and ‘B’**.

- 1.1.6 Pursuant to the Claims Process and Bar Orders dated February 16, 2021 (the “**Creditor Claims Process Orders**”), the Receiver was authorized and directed to conduct a creditor claims process to identify and determine claims against the Associations.
- 1.1.7 Pursuant to the Receiver’s Collection Plan Orders dated February 16, 2021, (the “**Collection Plan Orders**”), the Receiver was authorized to conduct certain collection efforts against Owners who were delinquent in the payment of their obligations to the Associations.
- 1.1.8 Also pursuant to the Collection Plan Orders, Tim Duncan of Fogler Rubinoff LLP was appointed as claims officer to assist with the determination of disputed delinquent claims (the “**Claims Officer**”).
- 1.1.9 Pursuant to the Approval and Vesting Orders dated May 27, 2021 (the “**Approval and Vesting Orders**”), the Court approved the transaction contemplated by the agreement of purchase and sale dated April 6, 2021 for the sale of the Resorts’ Assets (with the exception of certain excluded assets) and vested such assets in and to Sunray Group of Hotels Inc. (the “**Purchaser**”) upon the filing of Receiver’s Certificates, which were filed on June 28, 2021.
- 1.1.10 Pursuant to the Omnibus Default Judgement Orders dated December 17, 2021 (the “**Omnibus Default Judgement Orders**”), the Receiver obtained default judgements against each of the Defaulting Subject Members detailed in the Default Judgement Reports (as these terms are defined in the Collection Plan Orders) in the cumulative amounts of \$14,290,193.96 for the Hills Association and \$7,232,899.88 for the Ridge Association. Copies of the Omnibus Default Judgement Orders are attached hereto as **Appendices ‘C’ and ‘D’**.
- 1.1.11 Pursuant to Ownership Claims Process Orders dated December 17, 2021 (the “**Ownership Claims Process Orders**”), the Receiver, with the assistance of Prime Clerk LLC, which has changed its name to Kroll Restructuring Administration LLC (“**Kroll**” or the “**Claims Agent**”), conducted the Ownership Claims Process (as that term is defined herein). Copies of the Ownership Claims Process Orders are attached hereto as **Appendices ‘E’ and ‘F’**.
- 1.1.12 This seventh report of the Receiver (the “**Seventh Report**”) and all other Court materials and Orders issued and filed in these proceedings are available on the Receiver’s case website at <https://www.bdo.ca/en-ca/extranets/carriage/>. The case website was established to facilitate the sharing of information with Owners and other interested parties.

1.2 Purpose of this Report

- 1.2.1 The purpose of this Seventh Report is to request the following Orders in each proceeding:

- a) an Order (each, an “**Ownership Interim Distribution Order**”):
- i. validating service of the Process Packages (as defined herein) on the Owners;
 - ii. approving and authorizing the Receiver to execute the Agent Account Agreement (as defined herein);
 - iii. approving and authorizing the Receiver to make an interim distribution (the “**Interim Distribution**”) to Eligible Owners, subject to Withheld Amounts and Reserves (as these terms are defined herein) and in accordance with the distribution methodology as detailed herein;
 - iv. approving this Seventh Report and the activities of the Receiver detailed herein;
 - v. approving the Receiver’s interim statement of receipts and disbursements for the period January 6, 2021 to July 31, 2022 (the “**Interim R&D(s)**”); and
 - vi. approving the fees and disbursements of the Receiver, its legal counsel, Aird and Berlis LLP (“**A&B**”) and its special legal counsel, Thornton Grout Finnigan LLP (“**TGF**”) outlined herein and detailed in the supporting fee affidavits appended hereto.

1.3 Disclaimer

- 1.3.1 In preparing this Seventh Report and in conducting its analysis and recommendations, the Receiver has obtained and relied upon information provided to it by the Associations and other relevant parties. The Receiver’s procedures did not constitute an audit or review engagement of the Associations’ financial reporting or other verification of such information.
- 1.3.2 This Seventh Report has been prepared for the use of this Court to provide general information to assist the Court in making a determination on whether to grant the relief sought herein and to provide information to the Associations’ stakeholders. Accordingly, the reader is cautioned that this Seventh Report may not be appropriate for any other purpose.
- 1.3.3 Except as otherwise described in this Seventh Report, the Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information in a manner that would wholly or partially comply with Canadian Auditing Standards pursuant to the Chartered Professional Accountants of Canada Handbook. The Receiver expresses no opinion or other form of assurance with respect to such information except as expressly stated herein.

- 1.3.4 Terms not defined herein shall have the meaning ascribed to them in the Collection Plan Orders and the Ownership Claims Process Orders unless otherwise noted.
- 1.3.5 All monetary amounts contained herein are expressed in Canadian dollars unless otherwise noted.

2.0 ACTIVITIES OF THE RECEIVER

2.1 Activities of the Receiver

2.1.1 Since the Sixth Report of the Receiver dated December 3, 2021 (the “Sixth Report”), the Receiver has:

- a) remitted payment for the costs associated with administering these proceedings;
- b) attended the December 15, 2021 and December 17, 2021 Court hearings;
- c) on December 16, 2021, sent an email to Owners informing them that the December 15, 2021 Court hearing was adjourned to December 17, 2021;
- d) updated the Receiver’s case website and the Associations’ websites to keep Owners informed in respect of these proceedings;
- e) attended to correspondence from Subject Members pertaining to the Receiver’s Claim, Settlement Offers and Notices of Dispute, including but not limited to, explaining the process and related other account inquiries, review of Settlement Offers and Notices of Dispute (each as defined in the Collection Plan Orders);
- f) conducted investigations into matters raised by Subject Members who disputed the Receiver’s Claim including correspondence with counsel;
- g) issued reimbursement cheques to the Subject Members identified in paragraph 4.2.4 of the Fifth Report;
- h) conducted investigations into matters raised by Subject Members who disputed the Receiver’s Claim including correspondence with counsel;
- i) filed November and December 2021 HST returns as well as January through to June 2022 HST returns for all branch accounts;
- j) corresponded with and provided information to the Canada Revenue Agency (the “CRA”) with respect to HST audits;
- k) corresponded with and provided information to Powell Jones LLP (“Powell Jones”) for the purposes of completing the 2020 financial statements review and tax returns;
- l) uploaded the 2020 financial statements to the Receiver’s website and on January 19, 2022 sent an email to Owners inclusive of a direct link to obtain a copy of the 2020 financial statements;

- m) corresponded with and provided information to Powell Jones for the purposes of completing the 2021 financial statement compilations and tax returns;
- n) issued distributions to all creditors pursuant to the Creditor Claim Process Orders;
- o) referred the Disputed Claims to the Claims Officer and furnished the Claims Officer with Dispute Packages regarding same;
- p) issued notices to all parties whose Disputed Claim was being referred to the Claims Officer or abandoned;
- q) entered into settlements with certain Subject Members with respect to the Receiver's Claims;
- r) updated the Receiver's master email distribution list on July 5, 2022 to include only the contact details for those parties who submitted a Claim in the Ownership Claims Process;
- s) prepared frequently asked questions correspondence dated January 19, 2022 to provide Owners with important information related to the Ownership Claims Process prior to the commencement of same (the "**January 19 FAQ**"). The January 19 FAQ is attached hereto as **Appendix 'G'**;
- t) prepared frequently asked questions correspondence dated March 3, 2022 to provide Owners with responses to common Owner inquiries received by the Receiver and the Claims Agent primarily related to the submission of Claims subsequent to the commencement of the Ownership Claims Process (the "**March 3 FAQ**"). The March 3 FAQ is attached hereto as **Appendix 'H'**;
- u) sent an email to Owners on March 29, 2022 reminding them of the Claims Bar Date (as defined herein) and informing them of the outcome of the scheduling appointment on March 25, 2022 (the "**March 29 Email**"). The March 29 Email is attached hereto as **Appendix 'I'**
- v) prepared frequently asked questions correspondence dated July 6, 2022 to provide Owners with an update regarding the Ownership Claims Process results and as a response to common Owner inquiries related to distributions (the "**July 6 FAQ**"). The July 6 FAQ is attached hereto as **Appendix 'J'**;
- w) attended the March 25, 2022 scheduling motion;
- x) attended to a high volume of inquiries from Owners with respect to the Ownership Claims Process;

- y) engaged in a high volume of correspondence with the Claims Agent to administer the Ownership Claims Process including the review, processing and reconciliation of Owner Claim submissions as well as matters related to distributions, Owner inquiries and Claim submission follow-ups;
- z) computed the Interim Distributions, Withheld Amounts, Reserves, Delinquent Off-Sets and the Mortgage Payments (as these terms are defined herein);
- aa) developed and issued to certain Owners as Opt-Out Form (as defined herein); and
- bb) prepared this Seventh Report.

3.0 COLLECTION PLAN

3.1 Results

3.1.1 Terms not defined in this section shall have the meaning ascribed to them in the Collection Plan Orders unless otherwise noted.

3.1.2 The table below summarizes the current results of the Receiver's Collection Plan for all Owners with delinquent accounts (the "Delinquent Accounts"):

Summary of Collection Plan		
	Carriage Hills	Carriage Ridge
Delinquent Accounts:		
Subject Members	\$ 15,696,120	\$ 7,992,780
Small Account Subject Members	2,751	1,868
Non Subject Members	1,934,970	3,149,377
Total Delinquent Accounts	\$ 17,633,841	\$ 11,144,024
Receiver's Claim:		
Subject Members	\$ 16,532,687	\$ 8,343,780
Small Accounts Subject Members	3,752	3,368
Total Receiver's Claim	\$ 16,536,439	\$ 8,347,147
Collections	\$ 558,403	\$ 307,169
Discounts	\$ 237,702	\$ 223,605
Number of Notices of Disputes	146	53
Net Notices of Disputes	\$ 1,191,839	\$ 531,304
Undefended Claims	\$ 14,548,494	\$ 7,285,069

3.1.3 The adjusted claims of the receiver (the "Receiver's Claims") total approximately \$16,536,000 and \$8,347,000 against the delinquent Owners of the Hills Association and the Ridge Association, respectively. There are 126 delinquent accounts from the Hills Association and 69 delinquent accounts from the Ridge Association which either accepted and paid the Receiver's Claim or accepted and paid the Settlement Offer. The Settlement Offers were made in accordance with the Collection Plan Orders. In total, the Hills Association and Ridge Association net collections amounted to approximately \$558,000 and \$307,000, respectively, from the Collection Plans. The settlements resulted in discounts of approximately \$238,000 and \$224,000 being applied to the settled accounts for the Hills Association and the Ridge Association, respectively.

3.1.4 Total collections from Delinquent Accounts, between both the Settlement Offers and amounts collected from the Associations' collection agency, Canadian ICR Limited ("CICR"), amount to \$641,280 and \$355,216 for the Hills Association and the Ridge Association, respectively, since the date of the Receiver's appointment. Additionally, as reported in Administrator's Second

Report, CICR collected an additional approximate \$976,000 from Delinquent Accounts of the Associations between July 15, 2020 and September 28, 2020.

3.2 Undefended Claims

- 3.2.1 Pursuant to the Collection Plan Orders, any Subject Member who fails to conclude a settlement by the Acceptance of Settlement Deadline or submit a Notice of Dispute by the Notice of Dispute Deadline, are deemed to be in default (the “**Defaulting Subject Members**”).
- 3.2.2 In addition, for any Receiver’s Claim in respect of which the Receiver did not receive a Notice of Dispute by the Notice of Dispute Deadline or payment of the amount set out in the applicable Settlement Offer by the Acceptance of Settlement Deadline (each an “**Undefended Claim**”), the Defaulting Subject Member is deemed to admit the truth of all allegations of fact made in the applicable Undefended Claim, including the amount(s) owing by them.
- 3.2.3 The Collection Plan Orders provide, among other things, that the Receiver is entitled to omnibus default judgments against the Defaulting Subject Members, in the amounts set out in the Default Judgment Reports and that the Receiver is entitled to set-off such amounts against any distributions to which the Defaulting Subject Members might otherwise be entitled.
- 3.2.4 The Omnibus Default Judgement Orders contain default judgements against each of the Defaulting Subject Members detailed therein in the cumulative amounts of \$14,290,193.96 for the Hills Association and \$7,232,899.88 for the Ridge Association.

3.3 Disputed Claims

- 3.3.1 Notices of Dispute were filed by Owners for 164 delinquent accounts from the Hills Association and 68 delinquent accounts for the Ridge Association. The multitude of reasons for Disputed Claims is detailed in paragraph 4.2.10 of the Receiver’s Fifth Report.
- 3.3.2 Of the Notices of Dispute received, the Receiver settled 2 and abandoned 15 Receiver’s Claims for the Hills Association and settled 1 and abandoned 11 Receiver’s Claims for the Ridge Association. The abandoned Receiver’s Claims pertained to certain accounts identified as having already settled with the Associations’ collection agent.
- 3.3.3 There remained 147 Notices of Dispute totaling approximately \$1.19 million filed against the Hills Association and 56 Notices of Dispute totaling approximately \$0.53 million filed against the Ridge Association, which remained unresolved.
- 3.3.4 Pursuant to the Collection Plan Orders, following the Notice of Dispute Deadline, the Receiver filed with the Claims Officer a Dispute Package in respect of all Disputed Claims it intends to pursue. On February 11, 2022, the Receiver filed: (i) 143 Dispute Packages totaling approximately \$1.19 million

in respect of the Hills Association; and (ii) 51 Dispute Packages totaling approximately \$0.53 million in respect of the Ridge Association with the Claims Officer. On February 14, 2022, the Receiver provided notice to the applicable Subject Member that their Disputed Claim was referred to the Claims Officer. The Claims Officer has yet to issue Claims Decisions with respect to the Disputed Claims.

- 3.3.5** Further, on or around February 15, 2022, the Receiver issued notices to the applicable Subject Members abandoning 1 Notices of Dispute totaling approximately \$1,600 filed against the Hills Association and 3 Notices of Dispute totaling approximately \$2,500 filed against the Ridge Association. These Disputed Claims were abandoned by the Receiver as it was determined the amounts reported as outstanding on the respective accounts were due to accounting entry errors and were not actual amounts owing.

4.0 OWNERSHIP CLAIMS PROCESS

4.1 Attempt to Obtain Information

- 4.1.1** Terms not defined in this section shall have the meaning ascribed to them in the Ownership Claims Process Orders unless otherwise noted.
- 4.1.2** As detailed in prior Receiver's Reports, the Receiver and its counsel have spent considerable time attempting to reconcile the Associations' records with the real property records of the Resorts recorded in the land titles registry (the "**Title Review**"). The Associations' records were provided to the Receiver by its third-party service provider, Equiant, who invoiced Owners for their intervals (the "**Equiant Records**"). The Title Review identified the names and fractional ownership interests of the real property owned by the Owners actually registered on title.
- 4.1.3** Unfortunately, neither the Equiant Records, nor the Title Review were without issues and have taken considerable time to reconcile. One of the main issues with the Equiant Records is that it only listed a maximum of two Owners per interval where the title Review disclosed as many as eight (8) fractional ownership interests in one interval. Issues such as name changes (through marriage/divorce), unrecorded transfers, incomplete or inaccurate names, mistakes in the deletion or recording of deeds, all made the reconciliation cumbersome.
- 4.1.4** In an effort to reconcile the information, the Receiver and its counsel have manually reviewed hundreds of individual deeds to match them to the Equiant Records. As part of the reconciliation, the Receiver identified new Owner names not previously reported in the Equiant Records. The Receiver was able to reconcile approximately 98% of the intervals (i.e. deeds) reported in the Equiant Records for both the Hills Resort and the Ridge Resort.
- 4.1.5** The reconciliation process conducted by the Receiver uncovered that there may actually be 20,522 Owners of 12,043 Intervals (by count) for the Hills Association and 9,191 Owners of 5,365 Intervals (by count) for the Ridge Association. As the Equiant Records only provided a maximum of two Owner names and the Title Review only provided one address for service, the Receiver does not have contact information for a large population of Owners. In addition, the Receiver had previously attempted to contact Owners via regular mail and received undeliverable mailings for 2,008 Owners. As a result, the Receiver was not confident that it had confirmed contact information for approximately 49% of Owners.
- 4.1.6** Due to the deficiencies in information, the Receiver engaged Kroll to conduct an outreach to Owners (the "**Owners Outreach**") in an attempt to obtain the missing contact information for Owners prior to the commencement of the Ownership Claims Process. Kroll developed an online portal (the "**Outreach**

Portal”) to facilitate the collection of responses via an online and paper contact form (the “**Contact Form**”), which sought to obtain:

- a) Owner contact information;
- b) details of each intervals Co-Owners, to the extent known by Owners; and
- c) contact information for all additional Co-Owners.

4.1.7 Kroll issued a total of 52,129 Contact Forms via email and ordinary mail, depending on whether the Receiver believed it had reliable contact information for an Owner. In total, Kroll received 13,159 submissions in the Owner Outreach resulting in 14,675 Owner contact details confirmed or updated and 104 possible new Owners added to the list of potential Owners. Further, a total of 1,173 mailings were returned as undeliverable or postal change of address. Kroll was able to update all records received through the Owner Outreach prior to the commencement of the Ownership Claims Process.

4.2 Ownership Claims Process

4.2.1 Before any distributions from the Property recoveries could be made, the Receiver was required to conduct an ownership claims process to determine the correct parties for distribution purposes (the “**Ownership Claims Process**”), in accordance with the Ownership Claims Process Orders.

4.2.2 To make the process as easy as possible for Owners, the Receiver engaged the Claims Agent to build from the Outreach Portal and create an online claims portal (the “**Claims Portal**”) which pre-populated the information obtained by the Receiver regarding their ownership interests, including from the Equiant Records, Title Review and Owner Outreach (the “**Pre-Populated Information**”).

4.2.3 The Ownership Claims Process was essentially a reverse claims process whereby each Owner having a reconciled interest in the Real Property (as noted above, 98% of the ownership interests were reconciled prior to the Ownership Claims Process) was provided with an Acknowledgment Form containing the Pre-Populated Information. The Ownership Claims Process Orders required each Owner to acknowledge or request an amendment to the Pre-Populated Information. It was made very clear that, if an Owner did not respond by acknowledging or requesting an amendment, they would not be entitled to any distribution from the estates of the Applicants or proceeds from the sale of the Resorts’ Assets.

4.2.4 For certain unreconciled ownership interests (i.e. where the Receiver had conflicting information as to an Owner’s interest in the Real Property), those potential claimants were required to provide information and documentation to substantiate their ownership interests by way of an Owner Proof of Claim.

4.2.5 Notwithstanding the Receiver’s detailed instructions to Owners on how to submit their Claims, there was a heavy volume of inquiries from Owners which

were primarily addressed through the Claims Agent’s communications center. As of May 13, 2022, the Claims Agent reported having received more than 17,300 combined email and phone call inquires from Owners relating to both the Owner Outreach and the Ownership Claims Process. The Claims Agent responded to the Owner inquiries in a timely manner. These inquiries are in addition to the actual Owner Outreach and Ownership Claims Process form submissions which Kroll received and administered.

4.3 Administration of the Ownership Claims Process

4.3.1 Pursuant to paragraph 11 of the Ownership Claims Process Orders, the Receiver:

- a) posted a copy of the Ownership Claims Process Orders to the Receiver’s website and the Associations’ websites on or before January 24, 2022;
- b) requested that Owners maintaining social media websites for the purposes of facilitating information in respect of these proceedings, post a copy of the Ownership Claims Process Orders on such social media websites on or before January 24, 2022;
- c) posted the Public Notices to Claimants in the national edition of The Globe and Mail newspaper on January 22, 2022; and
- d) delivered a Process Package (as defined herein) to any person claiming to be an Owner following receipt of a request therefore.

4.3.2 Pursuant to paragraph 15 of the Ownership Claims Process Orders, on January 24, 2022, the Claims Agent sent an Owner Package, Claims Package and Mortgage Package (collectively a “**Process Package**”), as applicable, via email to every Owner that had provided an email address (the “**Notice Email**”) and to every other Owner that had not provided an email address by regular mail to the last address known to the Receiver (the “**Notice Mail**”) and together with the Notice Email, the “**Noticing**”), as the same may have been updated or corrected during the course of these proceedings by, or at the request of, such Owners including through the Owner Outreach. The Ownership Claims Process Orders specifically excluded the Claims Agent from sending a Process Package to an address of an Owner which had proven to be inaccurate by way of previously returned mail during these proceedings or for which there was no address on record. A summary of the Noticing performed by the Claims Agent on January 24, 2022 is contained in the below table:

Summary Of Ownership Claims Process Service Noticing			
Service Method	Carriage Hills	Carriage Ridge	Total
Email	16,703	7,446	24,149
Ordinary mail	3,051	1,379	4,430
Total parties served	19,754	8,825	28,579
No service performed	884	391	1,275
Total parties	20,638	9,216	29,854

- 4.3.3 The Notice Email contained a unique identification code (“**Unique ID**”), links to the Ownership Claims Process Orders and a link to the Claims Portal, wherein an Owner could enter their Unique ID to complete their Claim submission. An example of the content contained in the Notice Email is attached hereto as **Appendix ‘K’**.
- 4.3.4 The Notice Mail also contained a Unique ID, which was intended to allow Owners to electronically submit their Claim via the Claims Portal, notwithstanding the Receiver did not have an email address to provide these Owners with their electronic Process Package.
- 4.3.5 Following the Claims Agent’s issuance of Notice Emails on January 24, 2022, the Claims Agent determined that there were a significant number of Notice Emails that were either undeliverable (240) or blocked by an internet service provider (5,865) and therefore were not received by the respective Owner. To resolve this issue, the Claims Agent took the following steps:
- a) where an Owner was also served the Notice Email with the same Unique ID to another email address provided to the Receiver that did not return as undeliverable (103) or blocked (875), no further action was taken as these Owners received their Notice Email through the alternative email address;
 - b) where the Notice Email was undeliverable and there was no alternative email address on record (128), the Claims Agent resent the Process Packages via ordinary mail to the mailing address on record on February 1, 2022 (the “**February 1 Re-Mail Notices**”);
 - c) where a Notice Email was blocked by an internet service provider (4,990), the Claims Agent resent the Notice Emails through alternative service providers on January 28, 2022 (the “**January 28 Re-Email Notices**”). Of the January 28 Re-Email Notices, only 158 were either undeliverable or remained blocked. Those 158 Claims Packages were subsequently sent out via ordinary mail to the mailing address on record along with the February 1 Re-Mail Notice; and
 - d) where a Notice Email was undeliverable due to a clear typo in the Owners email address (9), the typo was resolved and the Claims Agent resent the Email Notices to these Owners on January 27, 2022 (the “**January 27 Re-Email Notices**”). Of the January 27 Re-Email Notices, 7 were reported as delivered while 2 were blocked, which were subsequently sent via ordinary mail to the mailing address on record along with the February 1 Re-Mail Notice.
- 4.3.6 As detailed above, where the Claims Agent determined that a Notice Email did not reach the applicable Owner, subsequent attempts were made to re-send the Notice Email and if those failed, the Process Package was sent via regular mail to the last known address.

- 4.3.7 Notwithstanding the vast majority of Notice Emails were reported by the Claims Agent as delivered, certain Owners made inquiries as to the status of their Notice Email claiming that it was not received. These Owners were directed to their email spam/junk folders and in many cases were able to retrieve the Notice Email from these folders. However, it appears in certain cases, the Notice Email was never received by the respective Owner and the Claims Agent had no notice that it was undeliverable.
- 4.3.8 Due to the prospect that Owners may have been impacted by this issue, the Claims Agent sent follow up email reminders to those Owners for which the Claims Agent had email addresses and who had yet to submit their Claim(s). The Claims Agent sent these email reminders between the dates February 21, 2022 to February 25, 2022.
- 4.3.9 In an attempt to ensure Owners were aware of the Ownership Claims Process and remind Owners of the Claims Bar Date, the Receiver:
- a) posted details of the Ownership Claims Process, including the Claims Bar Date, at the top of its website;
 - b) included details of the requirement to submit Claims by the Claims Bar Date in the January 19 FAQ and the March 3 FAQ; and
 - c) sent the March 29 Email to Owners reminding them that Claims must be received by the Claims Bar Date.
- 4.3.10 On or around January 28, 2022 it was determined that the Pre-Populated Information for 46 Owners required revision. On February 2, 2022 the Claims Portal for 43 of the impacted Owners was updated while revised Process Packages were sent via ordinary mail to Owners where the Receiver did not have an email address.

4.4 Claims Bar Date

- 4.4.1 Pursuant to the Ownership Claims Process Orders, the Claims Bar Date was 5:00 pm (Toronto Time) on April 11, 2022. As a result of Claims continuing to be submitted leading up to the Claims Bar Date, the Receiver used its discretion provided to it pursuant to paragraph 35 of the Ownership Claims Process Orders to extend the Claims Bar Date.
- 4.4.2 The Receiver extended the date for which the Online Portal remained activated to 11:59 pm (Toronto time) on May 15, 2022 to allow all Owners additional time to submit their respective Claims. The Receiver also continued to receive Claims submitted in hard copy format after the Claims Bar Date. All Claims submitted after the Claims Bar Date have been segregated and marked as late submissions (the “**Late Claim Submissions**”).
- 4.4.3 On July 22, 2022, the Receiver posted a notice to Claimants on the Receiver’s case website and the Associations’ websites informing Owners that in accordance with paragraph 35 of the Ownership Claims Process Orders, the

Receiver would be recommending to the Court that Late Claim Submissions be accepted if received on or before August 23, 2022 (the “Extended Bar Date”).

- 4.4.4 The Receiver recommends that the Court authorize the Receiver to treat the Late Claim Submissions received on or before the Extended Bar Date as if they were received by the Claims Bar Date for distribution purposes.

4.5 Total Ownership Claims Process Submissions

- 4.5.1 There was significant participation in the Ownership Claims Process by Owners. All Claims submitted by Owners, including Late Claim Submissions as at July 20, 2022 are summarized in the table below:

Total Claim Submissions	By Claims Bar Date			After Claims Bar Date			Grand Total		
Acknowledgment Form Submissions	Hills	Ridge	Total	Hills	Ridge	Total	Hills	Ridge	Total
Online portal submissions	16,268	7,075	23,343	421	243	664	16,689	7,318	24,007
Hardcopy paper submissions	620	285	905	28	19	47	648	304	952
Total Acknowledgment Forms submitted	16,888	7,360	24,248	449	262	711	17,337	7,622	24,959
Requests for Amendment	3,882	1,874	5,756	156	76	232	4,038	1,950	5,988
Acknowledgment Forms with Mortgages	61	75	136	11	5	16	72	80	152
Requests for Mortgage Amendment	18	16	34	1	1	2	19	17	36
Duplicate Acknowledgment Form submission	1,575	740	2,315	65	41	106	1,640	781	2,421
Owner Proof of Claim Submissions	Hills	Ridge	Total	Hills	Ridge	Total	Hills	Ridge	Total
Online portal submissions	167	43	210	8	2	10	175	45	220
Hardcopy paper submissions	22	6	28	3	-	3	25	6	31
Total Owner Proofs of Claim submitted	189	49	238	11	2	13	200	51	251
Requests for Amendment	70	15	85	7	-	7	77	15	92
Owner Proof of Claim Forms with Mortgages	-	-	-	-	-	-	-	-	-
Requests for Mortgage Amendment	-	-	-	-	-	-	-	-	-
Duplicate Owner Proof of Claim submissions	47	10	57	3	-	3	50	10	60
Additional Proof of Claim	Hills	Ridge	Total	Hills	Ridge	Total	Hills	Ridge	Total
Online portal submissions	-	-	-	-	-	-	-	-	-
Hardcopy paper submissions	3	1	4	1	-	1	4	1	5
Resort not identified	-	-	2	-	-	-	-	-	2
Total Additional Proof of Claim submissions	3	1	6	1	-	1	4	1	7

- 4.5.2 As presented in the above table, there was a combined total of 24,248 Acknowledgment Forms submitted on or before the Claims Bar Date while 711 Acknowledgment Forms were submitted after the Claims Bar Date but before July 20, 2022 for a total of 24,959 Acknowledgment Form submissions received as of July 20, 2022.

- 4.5.3 There was a combined total of 238 Owner Proof of Claims submitted on or before the Claims Bar Date while 13 Owner Proof of Claims were submitted after the Claims Bar Date but before July 20, 2022 for a total of 251 Owner Proof of Claims submissions received as of July 20, 2022.

4.5.4 There were 6 Additional Proofs of Claim submitted on or before the Claims Bar Date while 1 Additional Proof of Claim was submitted after the Claims Bar Date but before July 20, 2022.

4.5.5 Claims were submitted by Claimants from 24 countries across 6 continents which resulted in more than 5 million points of data.

4.6 Duplicate Claims

4.6.1 The Claims Agent and the Receiver were able to determine that there were many instances where Owners submitted duplicate Claims in respect of the same ownership interest. There was a combined total of 2,481 Claims that included duplicate submissions filed on or before July 20, 2022 (the “Duplicate Claims”).

4.6.2 The Duplicate Claims were reviewed and have been removed from the Claims submission population to ensure there is no double counting of Claims (the “Reconciled Claims”). The removal of Duplicate Claims has resulted in a reduction of 941 and 474 Claim submissions for the Hills Association and the Ridge Association, respectively.

4.6.3 The Duplicate Claims appeared to the Claims Agent and the Receiver as being the result of Owners not understanding the Ownership Claim Process. The Receiver has not informed each Owner of instances where the Receiver has removed a Duplicate Claim as this would have caused significant confusion on the part of the Owner and lead to increased administrative costs in communicating with each of these Owners. Further, the Receiver does not believe there is any prejudice to the Owners which have submitted Duplicate Claims as the Receiver has removed only the Duplicate Claim submission while still admitting a Claim.

4.7 Ownership Claims Process Submissions

4.7.1 The Proven Claims as at July 20, 2022, are summarized in the table below:

Reconciled Claim Submissions	By Claims Bar Date			After Claims Bar Date			Grand Total		
	Hills	Ridge	Total	Hills	Ridge	Total	Hills	Ridge	Total
Acknowledgment Form									
Online portal submissions	15,476	6,680	22,156	404	230	634	15,880	6,910	22,790
Hardcopy paper submissions	536	248	784	25	18	43	561	266	827
Total Acknowledgment Forms submitted	16,012	6,928	22,940	429	248	677	16,441	7,176	23,617
Requests for Amendment	3,524	1,716	5,240	146	67	213	3,670	1,783	5,453
Acknowledgment Forms with Mortgages	60	78	138	11	4	15	71	82	153
Requests for Mortgage Amendment	16	15	31	-	2	2	16	17	33
Owner Proof of Claim									
Online portal submissions	136	21	157	-	-	-	136	21	157
Hardcopy paper submissions	16	2	18	3	-	3	19	2	21
Total Owner Proofs of Claim submitted	152	23	175	3	-	3	155	23	178
Requests for Amendment	68	10	78	3	-	3	71	10	81
Owner Proof of Claim Forms with Mortgages	-	-	-	-	-	-	-	-	-
Requests for Mortgage Amendment	-	-	-	-	-	-	-	-	-
Additional Proof of Claim									
Online portal submissions	-	-	-	-	-	-	-	-	-
Hardcopy paper submissions	3	1	4	1	-	1	4	1	5
Resort not identified	-	-	2	-	-	-	-	-	2
Total Additional Proof of Claim submissions	3	1	6	1	-	1	4	1	7

4.7.2 After deducting the Duplicate Claims from the total Claims received on or before July 20, 2022, there are a total of 23,802 Proven Claims between the Associations comprising 7,044.47 and 3,110.35 Intervals for the Hills Association and Ridge Association, respectively.

4.7.3 As previously noted, a majority of the Intervals had more than one Owner. In many instances, not all of the Owners of an Interval participated in the Ownership Claims Process and consequently, are not entitled to a distribution. The Intervals for which there is at least one Proven Claim can be broken down by Resort as follows:

Summary Of Reconciled Claims						
Claim Type	Carriage Hills		Carriage Ridge		No Resort Identified	
	No. of Claims	Intervals	No. of Claims	Intervals	No. of Claims	Intervals
Acknowledgment Forms	16,441	6,960.22	7,176	3,094.15	-	-
Owner Proofs of Claim	155	84.25	23	16.20	-	-
Additional Proofs of Claim	4	-	1	-	2	-
Total	16,600	7,044.47	7,200	3,110.35	2	-

4.8 Requests for Amendment

4.8.1 There were 5,534 instances where Owners submitted a Request for Amendment with respect to their Owner Information on or before July 20, 2022.

4.8.2 There are a multitude of reasons for the Requests for Amendment, including but not limited to:

- a) instances where the Owner did not understand the Ownership Claims Process;

- b) errors in the Pre-Populated Information (i.e. address, Interval type, etc.);
- c) Owners had changed their name or marital status;
- d) Owners had passed away and inheritances had to be considered;
- e) Owners wished other parties to be entitled to their distribution;
- f) Owners attempting to change the entitlement of Co-Owners;
- g) Owners with a Power of Attorney acting on their behalf;
- h) Owners claiming interests in additional Intervals;
- i) revisions to ownership percentages related to transactions between Co-Owners; and
- j) Owners disagreeing with the Mortgage Information.

4.8.3 The Claims Agent completed an initial review of the Requests for Amendment in an attempt to resolve the simpler amendments based on adequate information submitted from the applicable Owner (i.e. address or name changes where appropriate identification evidencing the change was provided). The Requests for Amendment were then sent to the Receiver for final determination. The Receiver has been diligently working through the Requests for Amendment to resolve as many as possible prior to the Interim Distribution as unresolved Requests for Amendment would not be entitled to receive a distribution until resolved.

4.8.4 The Receiver has used its reasonable discretion to confirm as many Requests for Amendment as possible using the information provided and information available to it from other sources. However, many of the Requests for Amendment included incomplete or illegible supporting information to substantiate the amendment request. As a result, the Receiver requested that the Claims Agent follow up with certain Owners in an attempt to substantiate their requested amendment (the “**Owner Follow Ups**”). The Owner Follow Ups commenced on July 4, 2022, with the Claims Agent sending requests to 477 Owners. The Claims Agent issued an additional 129 Owner Follow Ups on August 5, 2022, in an effort to clarify outstanding Requests for Amendment currently under review.

4.8.5 At this time, the Receiver has not disallowed any of the 5,534 Requests for Amendment. Once the Receiver has been able to review all of the Requests for Amendment and the Owner Follow Ups are complete, the Receiver anticipates that it will return to the Court with a request for a targeted adjudication process to deal with any unresolved Requests for Amendment. It is the Receiver’s hope that the Owner Follow Ups will be successful and that very few of the Requests for Amendment will be unresolved. Currently there remains 1,379 and 586 unresolved Claims for the Hills Association and the Ridge Association, respectively.

4.9 Mortgages

4.9.1 Certain Owner interests in the Real Property are subject to a mortgage (collectively, the “**Mortgagors**”) in favour of Carriage Hills Resort Corporation (the “**Mortgagee**”). The Receiver has reviewed the mortgages registered on title and has reconciled those records with the records provided by the Mortgagee. In accordance with the Ownership Claims Process Orders, the Receiver provided applicable Owners with a Mortgage Package which included Pre-Populated Information provided by the Mortgagee. Owners were provided an opportunity to dispute the information contained in the Mortgage Package. Pursuant to the Ownership Claims Process Orders, if an Owner did not file a dispute, they were deemed to have accepted the information contained in the Mortgage Package in all respects.

4.9.2 Based upon information provided by the Mortgagee on December 31, 2021:

- a) There are mortgages registered against 140.50 Interval interests of Owners of the Hills Association resulting in Mortgage Packages being sent to 263 Owners. There was no valid service address on file for 86 Owners such that Mortgage Packages were not able to be served on these parties; and
- b) There are mortgages registered against 183.00 Interval interests of Owners of the Ridge Association resulting in Mortgage Packages being sent to 379 Owners. There was no valid service address on file for 82 Owners such that Mortgage Packages were not able to be served upon these parties.

4.9.3 There are 115.17 and 154.17 Intervals for the Hills Resort and the Ridge Resort, respectively (the “**Mortgage Intervals**”) pledged as security to the Mortgagee for which no Claims have been filed. In accordance with the Ownership Claims Process Orders, the Mortgagee remains entitled to recover on its security, and be paid any distribution which would otherwise be payable in respect of that Interval up to the amount of the outstanding mortgage.

5.0 PROPOSED INTERIM DISTRIBUTION

5.1 Interim Distribution Methodology

- 5.1.1** Terms not defined in this section 5 shall have the meaning ascribed to them in the Ownership Claims Process Orders unless otherwise noted.
- 5.1.2** Each Owner (or group of Co-Owners, as described in section 5.2.5 below) purchased at least one time share interval (an “Interval”), which consisted of:
- a) an ownership interest in the Property, including a fractional interest in the Real Property registered against title;
 - b) the right to use a unit within the Resort for a period of one-week on a fixed or a floating time basis; and
 - c) membership in the Associations.
- 5.1.3** There are three types of Intervals as follows:
- a) those with the right to use a unit for one-week every year (an “**Every Year Interval**”);
 - b) those with the right to use a unit for one-week every other odd year (an “**Odd Year Interval**”); and
 - c) those with the right to use a unit for one-week every other even year (an “**Even Year Interval**”).
- 5.1.4** Accordingly, each unit can be used for 51 separate Every Year Intervals or 102 separate Odd Year Intervals and Even Year Intervals (collectively, “**Odd/Even Intervals**”). Additionally, each unit is allocated a one-week service period to perform maintenance and repairs (the “**Maintenance Period**”). The table below summarizes the potential number of Intervals at the Resorts:

Summary Of Intervals		
	Carriage Hills	Carriage Ridge
Number of weeks (excl. Maintenance Period)	51	51
Number of units	172	78
Potential Number of Every Year Intervals	8,772	3,978
Potential Number of Odd/Even Year Intervals	17,544	7,956

- 5.1.5** Essentially each Odd/Even Year Interval has half the value of each Every Year Interval. This is further borne out by the fact that each Owner of an Odd/Even Interval has a registered fractional ownership interest equal to one-half of that of an Every Year Interval Owner. On this basis, the Receiver is able to determine the proportion of each Owners’ interest in the Property based upon

the type of Interval owned. All Interval types have been converted to a percentage of an Every Year Interval for the purposes of the Interim Distribution.

- 5.1.6 In many cases, Intervals are owned by multiple Owners (“**Co-Owners**”), with each Co-Owner jointly owning the fractional interest in the Real Property.
- 5.1.7 For the purposes of the Interim Distribution, the value of each Owner’s interest in the Property is based upon:
- a) the type of Interval owned (i.e. Every-Year Interval or Odd/Even Year Interval); and
 - b) the fractional interest owned by the Co-Owners of an Interval.
- 5.1.8 The Receiver calculated the number of Intervals to be used as denominators (the “**Denominators**”) by which the funds available for distribution (the “**Distribution Pots**”) are to be divided as follows:
- a) the total number of Every Year Intervals for which an Owner filed a Claim, or over which no Claim was filed but there is an outstanding mortgage, were given a value of 1.0; and
 - b) the total number of Odd/Even Year Intervals for which an Owner filed a Claim, or over which no Claim was filed but there is an outstanding mortgage, were given a value of 0.5.
- 5.1.9 Any Interval for which no Owner filed a Claim (unless there was an outstanding mortgage) was not included in the calculation of Denominators. In other words, the Denominators are less than the total number of Intervals in the Resorts. Any Interval for which no Co-Owner participated in the Owner Claims Process is not included in the Denominators.
- 5.1.10 Certain Claimants filed Additional Proofs of Claim which did not detail the Intervals for which the Claims were made. As a result, the Receiver has estimated a reserve of Intervals for these Claims (the “**Additional Proofs of Claim Interval Reserve**”).
- 5.1.11 Additionally, the Receiver has estimated a reserve of Intervals for Claims which may be filed by the Extended Bar Date (the “**Interval Reserve**”) equal to 10% of the Intervals for which no Claim has yet been made. The Interval Reserve for the Hills Association and the Ridge Association are 160.84 and 71.25, respectively.
- 5.1.12 The Denominator for the Hills Association totals 7,324.47 Intervals (the “**Hills Denominator**”) while the Denominator for the Ridge Association totals 3,336.77 Intervals (the “**Ridge Denominator**”), which includes the Additional Proofs of Claim Interval Reserve, the Mortgage Intervals and the Interval Reserve. A summary of the Hills Denominator and the Ridge Denominator is detailed in the table below:

Summary Of Denominators		
	Carriage Hills	Carriage Ridge
Acknowledgment Forms inc. Requests for Amendment	6,960.216	3,094.151
Owner Proofs of Claim	84.250	16.200
Additional Proofs of Claim Interval Reserve	4.000	1.000
Mortgage Intervals	115.170	154.170
Interval Reserve	160.836	71.248
Total	7,324.472	3,336.769

- 5.1.13** Pursuant to the Ownership Claims Process Orders, only Owners who filed Claims (“**Eligible Owners**”) are entitled to share in any distribution of the Property. As noted above, a large percentage of Intervals are owned by more than one Owner or Co-Owners. The Ownership Claims Process Orders require that each Owner’s or Co-Owner’s interest in the Property is to be treated as if it were held as tenants in common. In addition to determining the number of Intervals for which Claims were filed, the Ownership Claims Process revealed the number of Eligible Owners entitled to share in an Interim Distribution per Interval and in what percentage.
- 5.1.14** In order to calculate the total available for distribution in respect of an Interval (the “**Interval Distribution**”) and the amount available to each Eligible Owner of that Interval on a percentage basis, being the Interim Distribution, the Receiver relied on the Eligible Owner’s respective Proven Claim. Each Proven Claim identifies the percentage of the Interval owned by an Eligible Owner. Co-Owners are not entitled to share in any greater percentage of ownership of an Interval for distribution purposes than their legal ownership interest in such Interval.
- 5.1.15** In respect of any Interval for which not all Co-Owners filed Claims, the unclaimed proportionate share of that Interval was left in the Distribution Pot (as defined herein) for further distribution among all Eligible Owners of that Resort. In other words, if an Interval was owned by four Owners but only three Owners made Proven Claims, 25% of the Interval Distribution was made available for distribution to all Eligible Owners of that Resort.
- 5.1.16** The following are examples for illustrative purposes:
- a) if an Every Year Interval was owned by one person who filed a Proven Claim, they are entitled to an Interim Distribution totaling 100% of the Interval Distribution;
 - b) if an Odd/Even Year Interval was owned by one person who filed a Proven Claim, they are entitled to an Interim Distribution totaling 50% of the Interval Distribution;
 - c) if an Every Year Interval was owned equally by four people who each filed a Proven Claim, they are each entitled to an Interim Distribution totaling 25% of the Interval Distribution;

- d) if an Odd/Even Year Interval was owned equally by four people who each filed a Proven Claim, they are each entitled to an Interim Distribution totaling 12.5% of the Interval Distribution; and
- e) if an Every Year Interval was owned equally by four people but only three Owners filed Proven Claims, each of those three Owners are entitled to an Interim Distribution totaling 25% of the Interval Distribution. The remaining 25% would go back into the Distribution Pot to be re-distributed among Eligible Owners.

5.1.17 For the purposes of calculating the Denominators and Interval Distributions, those Owners who have mortgages but do not file Claims will be deemed to have filed Claims and any entitlement to an Interim Distribution shall be paid to the Mortgagee up to the amount of their proportionate share of the outstanding Mortgage. This allows the Mortgagee to be able to recover on outstanding mortgages if an Owner does not file a Claim. Any residual Interim Distribution has been added to the Distribution Pot for further distribution among Eligible Owners of that Resort (the “**Mortgage Interval Residual**”).

5.1.18 As set out in more detail below, for the purposes of calculating the Interim Distributions, the Receiver has offset any amounts otherwise owing to Delinquent Owners who filed Claims against the amount of their Delinquent Account until such amount is fully repaid (the “**Delinquent Off-Sets**”). Delinquent Off-Sets have been added to the Distribution Pot for further distribution among Eligible Owners of that Resort. In the event that the Delinquent Account is less than the proposed applicable Interim Distribution to an Eligible Owner, the residual amount will be paid to the Delinquent Owner who filed a Proven Claim.

5.1.19 The table below illustrates the amounts which will be redistributed as a result of the Mortgage Interval Residuals and the Delinquent Off-Sets being added back to the Distribution Pots for redistribution to Eligible Owners. These amounts exclude Claims subject to Reserves as detailed in section 5.3 herein as these amounts will only become available for distribution after being resolved.

Summary of Incremental Increase in Interval Distribution		
	Carriage Hills	Carriage Ridge
Delinquent Off-Sets	\$ 540,628	\$ 279,540
Mortgage Interval Residual	56,536	121,167
Total amounts redistributed	\$ 597,165	400,708
Denominators	7,324.47	3,336.77

5.2 Reserves

5.2.1 The Receiver proposes to establish temporary reserves (the “**Reserves**”) until such time as the Receiver can complete its mandate in these proceedings, including resolving all Claims, and pay a final distribution to Eligible Owners. At this time, it is the Receiver’s intention to only pay one final distribution of

all remaining funds at the conclusion of the proceeding due to the costs involved in such a distribution. Due to the complexity of these proceedings, the Receiver intends to maintain large reserves to ensure that it has the ability to complete the estate and effect the final distribution.

5.2.2 The Reserves include amounts relating to:

- a) Requests for Amendment which have yet to be resolved;
- b) the Interval Reserves;
- c) Mortgage Amendment requests which remain unresolved by the respective parties;
- d) Claims of Owners with Delinquent Accounts which have disputed the Receiver's Claim and for which the Claims Officer has yet to make a determination ("**Disputed Receiver's Claims**");
- e) Claims of Non-Subject Member Owners;
- f) instances where the Claims filed against an Interval exceed 100% of the ownership interest of such Interval;
- g) Owner Proofs of Claim wherein the information provided by the Claimant is incomplete and requires further investigation;
- h) instances where a Claimant has not declared their residency for tax purposes;
- i) instances where a Claimant has declared their residency as Canadian for tax purposes but have provided an international address;
- j) a general contingency reserve for potential unknown issues as well as accrued and unpaid professional fees plus future professional fees to be incurred up to the date of the Receiver's discharge, including the reserve requirement pursuant to the engagement letter with Kroll; and
- k) instances where there are multiple reasons (i.e. unresolved Request for Amendment and no declaration of residency) necessitating a reserve be established for an Interval.

5.2.3 The Reserves to be established by the Receiver total \$11.38 million and \$5.60 million for the Hills Association and the Ridge Association, respectively, and are detailed in the table below:

Summary of Reserves				
Reserve Type	Carriage Hills		Carriage Ridge	
	Intervals	Amount	Intervals	Amount
Requests for Amendment	332.55	\$ 1,456,120	167.65	\$ 797,162
Interval Reserve	160.84	704,237	71.25	338,776
Mortgage Amendments	4.75	20,602	2.50	11,887
Additional Proofs of Claim Interval reserve	4.00	17,514	1.50	7,132
Disputed Receiver's Claims	35.50	155,441	19.75	93,909
Non-Subject Member Delinquent Accounts	31.25	136,832	23.00	109,362
Claims against Intervals in excess of 100%	157.44	689,381	70.22	332,409
Owner Proofs of Claim requiring follow-up	57.38	251,222	11.70	55,632
No declaration of residency	3.75	16,420	1.50	7,132
Inconsistencies with residency declaration	7.80	34,153	4.10	19,495
Multiple Reserve types	204.97	897,496	68.49	325,667
	1,000.23	\$ 4,379,418	441.66	\$ 2,098,565
General reserve		7,000,000		3,500,000
Total Reserves		\$ 11,379,418		\$ 5,598,565

5.3 Funds Available for Distribution

5.3.1 The Receiver is currently holding \$38,473,804 in respect of the Hills Associations' Property and \$18,965,205 in respect of the Ridge Associations' Property. The allocation between the Hills Resort and the Ridge Resort is based on the allocation provided by the Purchaser of the Resorts. As a result of the differing allocations between the Resorts, the Receiver believes that it is appropriate to continue to segregate the funds for distribution purposes. As a result, Eligible Owners of the Hills Resort will receive a different distribution than Eligible Owners of the Ridge Resort.

5.3.2 The funds available for Interim Distributions are set out in the chart below:

Summary of Interim Distribution		
	Carriage Hills	Carriage Ridge
Funds available per Interim R&D	\$ 38,473,804	\$ 18,965,205
Less: Reserves	(11,379,418)	(5,598,565)
Funds to be distributed	\$ 27,094,386	\$ 13,366,640

5.4 Proposed Interim Distribution

5.4.1 As set out in the chart above, the amounts available for Interim Distributions to Eligible Owners, after Reserves, are \$27.09 million and \$13.37 million for the Hills Association and the Ridge Association, respectively. The amount available for distribution are subject to the following:

- a) withholding taxes, where applicable;
- b) mortgages, where applicable (and redistribution of the Mortgage Interval Residual); and
- c) Delinquent Off-Sets (and redistribution of same).

- 5.4.2 After redistributing the Delinquent Off-Sets and the Mortgage Interval Residual amounts as detailed above and subject to the allocation of withholding taxes and mortgages, where applicable, the Interval Distribution:
- a) of an Every Year Interval in the Hills Resort is \$4,378.60;
 - b) of an Every Year Interval in the Ridge Resort is \$4,754.88;
 - c) of an Odd/Even Year Interval in the Hills Resort is \$2,189.31; and
 - d) of an Odd/Even Year Interval in the Ridge Resort is \$2,377.44.
- 5.4.3 As discussed above, Eligible Owners would be entitled to their proportionate share of the Interval Distribution based on their co-ownership.

5.5 Withholding Taxes

- 5.5.1 The *Income Tax Act (Canada)* (the “ITA”) s. 116 requires withholdings from distributions to non-residents of Canada. The Receiver first attempted, unsuccessfully, to engage Canada Revenue Agency (“CRA”) and Department of Justice (“DOJ”) on this issue in the months prior to the Owner Claims Process Orders motions. On June 27, 2022, the Receiver’s counsel wrote to the DOJ providing further details of the Interim Distribution and setting out the Receiver’s proposed reliance on declarations of residency made by each Owner in the Ownership Claims Process. The Receiver also detailed the proposed methodology the Receiver has utilized to calculate withholding taxes on the Interim Distributions, including language the Receiver proposed to include in the Ownership Interim Distribution Orders. The DOJ has advised the Receiver’s counsel that CRA has no objection to the withholding provisions at paragraphs 14 through 17 of the Ownership Interim Distribution Orders but that it does have issues with the release language in paragraph 18, particularly in so far as that the Receiver is not a “legal representative” making “distributions” under the various tax statutes identified therein. In substitution for paragraph 18, the CRA has offered a comfort letter (the “CRA Comfort Letter”) to the Receiver. The CRA has provided the Receiver with a copy of a CRA comfort Letter wherein the CRA confirms that there will be no assessment of BDO as Receiver of any liability in respect of s. 159 of the ITA, s. 270 of the *Excise Tax Act (Canada)* or any similar federal legislation administered by the CRA, in relation to any distribution or payment made by the Receiver pursuant to the Interim Distribution Orders.
- 5.5.2 As part of the Ownership Claims Process, the Receiver required that each Owner declare their residency for tax purposes. Of the Proven Claims, Owners of 329.01 and 89.67 Intervals of the Hills Association and the Ridge Association, respectively, declared that they are not a resident of Canada for tax purposes (the “Non-Resident Eligible Owner(s)”).
- 5.5.3 As total recoveries from the Property included asset categories for which the ITA does not require tax to be withheld before distributing to non-residents

of Canada for tax purposes, the Receiver has computed withholding taxes on the Interim Distributions by asset category on the following basis:

- a) utilizing the purchase price allocation provided by the Purchaser for the Resorts as set out below:

Purchaser's Purchase Price Allocation (000's)		
Allocation	Carriage Hills	Carriage Ridge
Land	\$ 5,800	\$ 1,990
Building	29,956	14,264
Furniture & Fixture	3,440	1,560
Goodwill	2,054	936
Total	\$ 41,250	\$ 18,750

- b) applying the withholding tax rates detailed in s. 116 of the ITA as set out below:

Summary Of Withholding Tax Rates by Asset Category	
Asset Category	Rate
Land	25%
Building, Furniture and Fixtures	50%
Goodwill	50%

- c) not withholding any taxes in respect of a portion of the Interim Distribution that is allocatable to funds arising from sources other than the sale of the Resorts, such as collections from Delinquent Accounts;
- d) allocating the disbursements of each Estate against the prorated gross recoveries from each category of asset recovered upon as set out below:

Proration of Gross Recoveries (000's)					
Asset Category	Carriage Hills		Carriage Ridge		
Land	\$ 5,800	12.797%	\$ 1,990	8.968%	
Building	29,956	66.096%	14,264	64.282%	
Furniture & fixture	3,440	7.590%	1,560	7.030%	
Goodwill	2,054	4.532%	936	4.218%	
All other recoveries	4,072	8.984%	3,440	15.501%	
Total	\$ 45,322	100.000%	\$ 22,190	100.000%	

- e) withholding taxes from only those Eligible Owners who declared they are not residents of Canada for tax purposes; and
- f) not withholding any taxes from the Reserves, which Reserves when distributed to Eligible Owners will be subject to withholdings.

5.5.4 As the Interim Distribution includes recoveries from numerous asset categories, each with their own ITA implications, using the above noted methodology the Receiver computed the Withholding Tax Rates of 42.309% and 40.007% (the **"Withholding Tax Rates"**) for the Non-Resident Eligible Owners of the Hills Association and the Ridge Association, respectively.

Details of the computation of the Withholding Tax Rates are detailed in the table below:

Blended Withholding Tax Rates						
Asset Category	Carriage Hills			Carriage Ridge		
	Prorated Recovery	Tax Rate	Blended Tax Rate	Prorated Recovery	Tax Rate	Blended Tax Rate
Land	12.797%	25%	3.199%	5.968%	25%	2.242%
Building	66.096%	50%	33.048%	64.282%	50%	32.141%
Furniture & fixture	7.590%	50%	3.795%	7.030%	50%	3.515%
Goodwill	4.532%	50%	2.266%	4.218%	50%	2.109%
All other recoveries	8.984%	0%	0.000%	15.501%	0%	0.000%
Total	100.000%		42.309%	100.000%		40.007%

- 5.5.5 Based on these percentages, the Receiver proposes to withhold \$609,503.31 and \$170,571.03 (the “**Withheld Amounts**”), from the Interim Distributions of the Hills Association and the Ridge Association Non-Resident Eligible Owners, respectively, and remit same to the CRA.

5.6 Mortgages

- 5.6.1 There are Eligible Owners accounting for 135.59 and 177.50 Intervals which have either agreed to the Mortgage Information or where the Mortgage Information is deemed confirmed as the Owner failed to submit a Request for Mortgage Amendment for the Hills Association and the Ridge Association, respectively.
- 5.6.2 The Mortgagee only has security over the Owner’s interest in the Real Property. As the Interim Distribution is comprised of more than just the proceeds of sale of the Real Property, the Receiver has calculated the amount to be paid to the Mortgagee only on the percentage of the Interim Distribution attributable to the Real Property proceeds.
- 5.6.3 Accordingly, the Receiver will direct to the Mortgagee from the applicable Interim Distribution to Eligible Owners which have agreed to their respective mortgage details and from amounts ascribed to the Mortgage Intervals a total of \$525,125.86 and \$700,322.73 from the Hills Association and the Ridge Association, respectively (the “**Mortgage Payment**”) after deducting Withheld Amounts, where applicable.
- 5.6.4 The Receiver has provided the Mortgage Amendments to the Mortgagee to mutually resolve with the Mortgageors. The Receiver seeks to reserve from and hold all Interim Distributions which would otherwise be payable to such Eligible Owners until such time as the Receiver has written confirmation from the Eligible Owner and Mortgagee that the Mortgage Amendment has been settled or further Order of this Court.

5.7 Delinquent Off-Sets

- 5.7.1 The Receiver has asserted a right of off-set in respect of the secured lien of the Associations pursuant to the TSAs against all Owners with Delinquent Accounts where such Owner has filed a Proven Claim in the Ownership Claims Process.
- 5.7.2 The amounts to be off-set from Delinquent Accounts will be shared equally among all Co-Owners of the Delinquent Accounts who filed a Claim in the Ownership Claims Process. If a Co-Owner did not file a Claim, their entitlement remains in the Distribution Pot for distribution to all Eligible Owners of that Resort. Likewise, the Delinquent Off-Sets from the Interim Distribution of an Eligible Owner with a Delinquent Account will be redistributed to all other Eligible Owners of that Resort.
- 5.7.3 Eligible Owners account for 260.09 and 122.60 Intervals who have filed a Claim for the Hills Association and the Ridge Association, respectively and who also have a Delinquent Account. From the Interim Distribution of these Eligible Owners, the Receiver will offset a total of \$540,628.32 and \$279,540.46 from the Hills Association and the Ridge Association, respectively, and redistribute these amounts to all other Eligible Owners of the applicable Resort.

5.8 Interim Distribution Payment Options

- 5.8.1 To facilitate the actual Interim Distribution payments to Eligible Owners, the Receiver considered various options and weighed the cost and timing of each. The Receiver proposes to utilize the services of the Claims Agent and their banking partner, Western Alliance Bank (together with their subsidiary, Digital Disbursements) (together “WA Bank”), pursuant to an account agent agreement (the “Account Agent Agreement”) as it believes the services represent the most efficient and cost-effective manner to deliver the Interim Distributions to Eligible Owners. The Account Agent Agreement is attached hereto as **Appendix ‘L’**. The Receiver seeks approval of the Court to enter into the Account Agent Agreement.
- 5.8.2 The Receiver has been working with the Claims Agent to provide Owners with a selection options for the payment method of their choice, being either a form of electronic payment or cheque, subject to Court approval. The potential distribution method options and anticipated fees associated with each option are presented in the table below. All fees presented are:
- a) denominated in USD;
 - b) represented on a per transaction; and
 - c) may be variable in nature dependent on the transaction amount, with the amount represented below bring the maximum fee chargeable.

Payment Option	Benefit	Applicable Fee
Interact/Zelle/Venmo	Direct to your bank account	\$ 0.75
PayPal	No bank account required	\$ 11.75
Regular cheque	No online access required	\$ 3.50
Mastercard	Most widely accepted card	\$ 0.09
Direct deposit	Direct to your bank account	\$ 4.50

- 5.8.3** As the payment methods vary in cost, the Receiver proposes that each Eligible Owner pay the applicable fee from their Interim Distribution.
- 5.8.4** To facilitate the Interim Distributions, it is proposed that the Claims Agent will send an email to all Eligible Owners (for which a valid email address has been provided) allowing them to select their preferred payment method to receive their Interim Distribution. The cost of the selected method will be disclosed to the Eligible Owner when they select their preference. The payment selection window will remain open for 30 days (subject to the Receiver's discretion to extend same). Payments, both electronic and paper cheque, will be issued approximately one week after the payment window closes. The purpose of waiting until the payment selection window closes before issuing any distributions is to provide a control mechanism to attempt to prevent potential fraud.
- 5.8.5** After the payment selection window closes, the Receiver will determine the best approach to issue payment to any Eligible Owner who did not select their preferred payment method within the 30-day selection period. Depending on the number of none-responses, the Receiver may request the Claims Agent to either: (i) send a second email to these Eligible Owners requesting they select a payment method; or (ii) issue paper cheques to the addresses included in their respective Proven Claim.
- 5.8.6** Where an Eligible Owner elects to receive the Interim Distribution via cheque, the mailing address included in their Proven Claim will be used for mailing purposes and the Eligible Owner will not be required to provide the Claims Agent with their mailing address when electing their payment option.
- 5.8.7** Where an Eligible Owner elects to receive the Interim Distribution through electronic means (i.e. direct deposit, PayPal, etc.) the Claims Agent will not have access to the underlying transaction detail, such as bank account and routing numbers, however, WA Bank will require access to this information to facilitate the payments.
- 5.8.8** All payments issued to residents of Canada will be denominated in Canadian dollars while residents of any other country will receive funds denominated in US dollars.
- 5.8.9** With each payment option, Owners will receive a payment notification of the amount being paid. Due to limitations surrounding the information which can be shared to Owners with the notification from each payment method, the Receiver anticipates payment statements being emailed to each Owner

detailing their Interim Distribution, the timing of which to coincide with the timing of the Interim Distribution payments.

5.9 Late Claim Submissions and Unresolved Claims

- 5.9.1** Interim Distributions for Claims submitted on or before the Extended Claims Bar Date as well as Claims for which Reserves have been established, will be batched and paid to Eligible Owners once per month (or such other time as the Receiver reasonably determines) as the Claims are resolved. The payment selection window and payment options for these Claims will be administered in a similar manner as detailed above.

6.0 INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

6.1 Interim R&D

- 6.1.1 A copy of the Receiver's Interim R&D for the Hills Association and the Ridge Association is attached hereto as **Appendix 'M'** and **Appendix 'N'**, respectively. As presented therein, as at July 31, 2022 the Receiver held \$38,473,804.14 and \$18,965,204.58 in trust for the Hills Association and the Ridge Association, respectively.
- 6.1.2 Of these amounts, the Receiver has currently invested \$38.39 million and \$18.925 million from the Hills Association and the Ridge Association, respectively, in GICs (as defined herein).
- 6.1.3 The Interim R&Ds for the Associations include certain pre-receivership expenses that the Receiver, pursuant to Court Order, allowed to clear the Associations' accounts with the Bank of Nova Scotia and certain other pre-receivership expense accruals, which were paid directly by the Receiver.

6.2 Guaranteed Investment Certificates

- 6.2.1 On July 8, 2021, the Receiver invested \$40.9 million and \$19.8 million from the Hills Association and the Ridge Association, respectively, in one-year prime-linked cashable guaranteed investment certificates issued by the Royal Bank of Canada (the "GICs") at an annualized interest rate as at the date of investment of 0.45%, with interest rates gradually increasing to 1.70% by the GICs maturity date, being July 8, 2022.
- 6.2.2 Over the course of the one-year investment period, the Receiver partially redeemed \$2.6 million and \$0.92 million from the Hills Association's and the Ridge Association's respective GICs. The partial redemptions were primarily used to fund the expenses associated with professional fees. At the maturity date, the balances of the GICs, being \$38.30 million and \$18.88 million for the Hills Association and the Ridge Association, respectively, were paid to the Receiver.
- 6.2.3 The total interest earned from the GICs over the course of the one-year investment period totals \$278,561.78 and \$136,298.68 for the Hills Association and the Ridge Association, respectively.
- 6.2.4 The Receiver reinvested \$38.390 million and \$18.925 million from the Hills Association and Ridge Association, respectively into the same GIC investment vehicle at an annualized interest rate as at the date of investment of 1.70%.
- 6.2.5 The fees of the Claims Agent were more than originally contemplated due to the complexity of the Ownership Claims Process and the volume of Owner inquiries. The Claims Agent has provided the following accommodations to the Receiver:

- a) discounted its hourly fees and printing by 10%;
- b) lowered the rates of the communications center consultants and provided an overall cap on the communications center's workstream in an effort to balance against the high volume of inquires; and
- c) provided additional discounts on their hourly fees, to balance against the novelty and complexity of the Ownership Claims Process.

7.0 OTHER MATTERS

7.1 Destruction of Records

7.1.1 The Receiver retained the services of Iron Mountain to store certain of the Associations' books and records, more specifically 8 banker's boxes consisting of bank statements and accounts payable documentation (the "**Records**"). On December 21, 2021 Iron Mountain informed the Receiver that it had mistakenly destroyed the Records on December 1, 2021.

7.2 Financial Statements

7.2.1 Powell Jones finalized their independent reviews of the 2020 financial statements. The Receiver posted the 2020 financial statements to the Receiver's cash website on or about January 19, 2022 and sent an email communication to Owners for which it has email addresses informing the Owners how to access the statements.

7.2.2 The Receiver has engaged Powell Jones to complete compilations of financial information and tax returns for the fiscal year ended December 31, 2021. Powell Jones is in the process of completing the compilations and will file the tax returns with the CRA shortly thereafter. Once available, the Receiver will post the 2021 financial statements onto its case website and will also send an email communication to Owners regarding how to access the statements.

7.3 HST Audits

7.3.1 Upon the issuance of the 2020 financial statements, the Receiver prepared filings to recover the HST (i.e. input tax credits ("**ITCs**")) previously remitted to the CRA for uncollectible delinquent accounts ("**HST Refund Returns**"). The HST Refund Returns, which are subject to review and audit by CRA, amount to refunds of approximately \$932,000 and \$480,000 for the Hills Association and the Ridge Association, respectively. On July 4, 2022, the CRA issued statements of adjustment which disallowed all ITCs claimed on the HST Refund Returns. The Receiver is in the process of engaging with the CRA regarding their information requests to support the HST Refund Returns and ascertaining whether it is possible to fulfil these requests and the costs associated with same. The CRA has granted the Receiver a deadline of September 30, 2022, to fulfil these audit requests.

7.3.2 On June 30, 2022, the CRA issued letters to the Receiver for the audit of the Receiver's HST branch accounts for the period January 2022 for the Ridge Association and for the period February 2022 for the Hills Association. The Receiver has submitted the documentation requested in support of these HST audits and is awaiting the issuance of assessments from the CRA.

7.4 Opt-Out Form

- 7.4.1 In light of inquiries from certain Owners to effectively voluntarily cease to receive all communications from the Receiver, on or around April 13, 2022, the Receiver created an opt-out form (the “**Opt-Out Form**”). The Opt-Out Form provided a declaration confirming that the Owner understands that completing the Opt-Out Form also opts the Owner out of receiving any distributions or compensation from the Property as well as receiving any information or communication from the Receiver. A copy of the Opt-Out Form is attached hereto as **Appendix ‘O’**.
- 7.4.2 Notwithstanding the requests of certain Owners for an Opt-Out Form, as at the date of this Seventh Report, only 1 Owner has submitted an Opt-Out Form to the Receiver.

8.0 PROFESSIONAL FEES

8.1 Receiver and Counsel

- 8.1.1 The Receiver's fees for the period November 1, 2021, to July 31, 2022 are detailed in the affidavit of Matthew Marchand, sworn August 5, 2022 attached hereto as **Appendix 'P'**. The fees for the period encompass 1,896 hours at an average hourly rate of approximately \$394.03, for a total of \$747,076.49, prior to disbursements of \$11,359.42 and applicable taxes of \$90,746.49. The Receiver is requesting that the Court approve its total fees and disbursements, inclusive of applicable taxes, in the amount of \$849,182.41.
- 8.1.2 The fees and disbursements of the Receiver's counsel A&B for the period November 1, 2021 to July 31, 2022 are detailed in the affidavit of Sanjeev Mitra, sworn August 5, 2022 attached hereto as **Appendix 'Q'**. The fees of A&B for the period encompass 263 hours at an average hourly rate of approximately \$607.27, for a total of \$159,687 prior to disbursements of \$995.25 and applicable taxes of \$20,805.52. The Receiver is requesting that the Court approve A&B's total fees and disbursements, inclusive of taxes, in the amount of \$181,487.80.
- 8.1.3 The fees and disbursements of the Receiver's special counsel TGF for the period December 1, 2021 to July 31, 2022 are detailed in the affidavit of Leanne Williams, sworn August 5, 2022 attached as **Appendix 'R'**. The fees of TGF for the period encompass 274.7 hours at an average hourly rate of \$567.91, for a total of \$156,005.00 prior to disbursements of \$203.15 and applicable taxes of \$20,306.05. The Receiver is requesting that the Court approve TGF's total fees and disbursements, inclusive of taxes, in the amount of \$176,514.20.
- 8.1.4 As has been the practice to date, and as has been approved in previous orders, the Receiver will allocate the professional fees 69% to the Hills Association and 31% to the Ridge Association.

9.0 RECOMMENDATIONS

9.1 The Receiver requests that the Court grant the Ownership Interim Distribution Orders.

All of which is respectfully submitted this 10th day of August, 2022.

**BDO CANADA LIMITED RECEIVER OF
CARRIAGE HILLS VACATION OWNERS ASSOCIATION &
CARRIAGE RIDGE OWNERS ASSOCIATION
and without personal or corporate liability**



Per: Matthew Marchand, CPA, CMA, CIRP, LIT
Senior Vice President

APPENDIX A

Court File No. CV-20-00640265-00CL

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

THE HONOURABLE MADAM	)	FRIDAY, THE 11TH
)	
JUSTICE CONWAY	)	DAY OF DECEMBER, 2020

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF **CARRIAGE HILLS VACATION
OWNERS ASSOCIATION** (the “**Applicant**”)

AMENDED AND RESTATED APPOINTMENT ORDER

THIS MOTION made by the Applicant for an Order, *inter alia*, amending, expanding and confirming the powers of BDO Canada Limited (“**BDO**”) in respect of Carriage Hills Vacation Owners Association (“**Carriage Hills**”) and the Carriage Hills timeshare resort (the “**Carriage Hills Resort**”) pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the “**CJA**”), was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Applicant dated December 1, 2020 (the “**Motion Record**”), the Third Report of the Administrator dated December 1, 2020, and the appendices thereto, and on hearing the submissions of counsel for the Applicant, counsel for the Administrator, counsel for Lori Smith, Karen Levins and Bruce Fleming, counsel for Wyndham Destinations, Christopher Diana on behalf of himself, Darren Chapelle on behalf of himself and Martin Ginsberman on behalf of himself, no one else appearing for any other parties on the Service List, although duly served as appears from the affidavit of service of Derek Harland sworn December 3, 2020, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Motion Record is hereby validated so that this Motion is properly returnable today and further service thereof is hereby dispensed with.

EFFECTIVE TIME

2. **THIS COURT ORDERS** that this Order and all of its provisions shall be effective as of 12:01 a.m. Eastern Time on January 6, 2021.

APPOINTMENT

3. **THIS COURT ORDERS** that pursuant to section 101 of the CJA, BDO is hereby appointed Receiver (in such capacity, the “**Receiver**”), without security, of all of the assets, undertakings and properties of Carriage Hills and the Carriage Hills Resort acquired for, or used in relation to the business carried on by Carriage Hills, including all proceeds thereof (the “**Property**”) and all the lands and premises on which Carriage Hills operates the Carriage Hills Resort, legally described in Schedule “A” hereto, collectively owned by the members of Carriage Hills (the “**Members**”) as tenants-in-common, as recorded in the Land Registry Office for the Land Titles Division of Simcoe (No. 51) (collectively, the “**Lands**”) (the Property and the Lands, including all proceeds thereof collectively, the “**Resort Assets**”).

RECEIVER’S POWERS

4. **THIS COURT ORDERS** that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Resort Assets and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Resort Assets and any and all proceeds, receipts and disbursements arising out of or from the Resort Assets;
- (b) to receive, preserve, and protect the Resort Assets, or any part or parts thereof, including, but not limited to, the changing of locks and security

codes, the relocating of the Resort Assets to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage (including without limitation, property, general liability and vehicular insurance) as may be necessary or desirable;

- (c) to manage, operate, and carry on the business of Carriage Hills, including the power to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of Carriage Hills;
- (d) to engage or retain consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of Carriage Hills or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to Carriage Hills and to exercise all remedies of Carriage Hills in collecting such monies, including, without limitation, to enforce any security held by Carriage Hills;
- (g) to settle, extend or compromise any indebtedness owing to Carriage Hills;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Resort Assets, whether in the Receiver's name or in the name and on behalf of Carriage Hills, for any purpose pursuant to this Order;

- (i) to undertake environmental or workers' health and safety assessments of the Resort Assets;
- (j) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to Carriage Hills, the Resort Assets or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (k) to market any or all of the Resort Assets, including advertising and soliciting offers in respect of the Resort Assets or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
- (l) to sell, convey, transfer, lease or assign the Resort Assets, or any part or parts thereof, outside of the ordinary course of business with the approval of this Court and in such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, or section 31 of the Ontario *Mortgages Act*, as the case may be, shall not be required;
- (m) to apply for any vesting order or other orders necessary to convey the Resort Assets or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Resort Assets;
- (n) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Resort Assets and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (o) to register a copy of this Order and any other Orders in respect of the Resort Assets against title to any of the Lands;

- (p) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of Carriage Hills;
- (q) to enter into agreements with any trustee in bankruptcy appointed in respect of Carriage Hills, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by Carriage Hills;
- (r) to exercise any shareholder, partnership, joint venture or other rights which Carriage Hills may have; and
- (s) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations,

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including Carriage Hills, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

5. **THIS COURT ORDERS** that (i) Carriage Hills, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being “**Persons**” and each being a “**Person**”) shall forthwith advise the Receiver of the existence of any Property in such Person’s possession or control, shall grant immediate and continued access to the Resort Assets to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver’s request.

6. **THIS COURT ORDERS** that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or

affairs of Carriage Hills, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the “**Records**”) in that Person’s possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 6 or in paragraph 7 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

7. **THIS COURT ORDERS** that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

8. **THIS COURT ORDERS AND DIRECTS** the Land Registrar for the Township of Oro to register a copy of this Order against title to the Lands upon request by the Receiver.

NO PROCEEDINGS AGAINST THE RECEIVER

9. **THIS COURT ORDERS** that no proceeding or enforcement process in any court or tribunal (each, a “**Proceeding**”), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST CARRIAGE HILLS OR THE RESORT ASSETS

10. **THIS COURT ORDERS** that no Proceeding against or in respect of Carriage Hills, the Resort Assets shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of Carriage Hills or the Resort Assets are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

11. **THIS COURT ORDERS** that all rights and remedies against Carriage Hills, the Receiver, or affecting the Resort Assets, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any “eligible financial contract” as defined in the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), and further provided that nothing in this paragraph shall: (i) empower the Receiver or Carriage Hills to carry on any business which Carriage Hills is not lawfully entitled to carry on, (ii) exempt the Receiver or Carriage Hills from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

12. **THIS COURT ORDERS** that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by Carriage Hills, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

13. **THIS COURT ORDERS** that all Persons having oral or written agreements with Carriage Hills or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to Carriage Hills are hereby restrained until further Order of this Court from

discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of Carriage Hills' current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of Carriage Hills or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

RECEIVER TO HOLD FUNDS

14. **THIS COURT ORDERS** that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Resort Assets and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "**Post Receivership Accounts**") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

15. **THIS COURT ORDERS** that the Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

16. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Resort Assets and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Resort Assets (each, a "**Sale**"). Each prospective purchaser or

bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any of the Resort Assets shall be entitled to continue to use the personal information provided to it, and related to the Resort Assets purchased, in a manner which is in all material respects identical to the prior use of such information by Carriage Hills, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

17. **THIS COURT ORDERS** that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, “**Possession**”) of any of the Resort Assets that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the “**Environmental Legislation**”), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Resort Assets within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER'S LIABILITY

18. **THIS COURT ORDERS** that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in

this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

19. **THIS COURT ORDERS** that the Receiver, counsel and special counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, and that the Receiver, counsel and special counsel to the Receiver shall be entitled to and are hereby granted a charge (the “**Receiver’s Charge**”) on the Resort Assets, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Resort Assets in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

20. **THIS COURT ORDERS** that the Receiver and its legal counsel and special counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel and special counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

21. **THIS COURT ORDERS** that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the normal rates and charges of the Receiver or its counsel or special counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

22. **THIS COURT ORDERS** that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$2,000,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Resort Assets shall be

and is hereby charged by way of a fixed and specific charge (the “**Receiver’s Borrowings Charge**”) as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver’s Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

23. **THIS COURT ORDERS** that neither the Receiver’s Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

24. **THIS COURT ORDERS** that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule “**B**” hereto (the “**Receiver’s Certificates**”) for any amount borrowed by it pursuant to this Order.

25. **THIS COURT ORDERS** that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver’s Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver’s Certificates.

GENERAL

26. **THIS COURT ORDERS** that this Order is effective from the date that it is made and is enforceable without any need for entry and filing.

27. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

28. **THIS COURT ORDERS** that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of Carriage Hills.

29. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this

Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

30. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

31. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

SCHEDULE "A"
DESCRIPTION OF LANDS

Parcel 1-16 Section 51-Oro-3

SUBJECT TO an easement over Part of Lots 2 and 3 Concession 4, Township of Oro, Part 5 Plan 51r-26764 as set out in Instrument Number 323091 in favour of Part of Lot 2 Concession 4, Township of Oro, designated as Parts 11, 12, 13 and 14 on Plan 51r-26764 being Parcel 1-17 Section 51-Oro-3, and, in favour of Part of Lot 2 Concession 4, Township of Oro, designated as Parts 1, 2, 3, 4, 15, 16 and 17 on Plan 51r-26764 being Parcel 1-18 Section 51-Oro-3.

TOGETHER WITH an easement over Part Lot 2 Concession 4, Township of Oro, being Part of Parcel 1-17 Section 51-Oro-3 being Part 11 Plan 51r-26764 as set out in Instrument Number 323092.

TOGETHER WITH an easement over Part of Lot 2 Concession 4, Township of Oro, being Part of Parcel 1-18 Section 51-Oro-3 being Parts 1 and 16 Plan 51r26764 as set out in Instrument Number 323093.

SCHEDULE “B”

FORM OF RECEIVER’S CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. **THIS IS TO CERTIFY** that BDO Canada Limited, the receiver (the “**Receiver**”) of the assets, undertakings and properties Carriage Hills acquired for, or used in relation to the Carriage Hills Resort, including all proceeds thereof (collectively, the “**Property**”) appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated the 10th day of May, 2020, as amended on December 11, 2020 (the “**Order**”) made in an action having Court file number CV-20-00640265-00CL, has received as such Receiver from the holder of this certificate (the “**Lender**”) the principal sum of \$ _____, being part of the total principal sum of \$ _____ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the _____ day of each month] after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime commercial lending rate of Bank of _____ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Resort Assets, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Resort Assets in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver

to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Resort Assets as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the ____ day of _____, 20__.

BDO Canada Limited, solely in its capacity
as Receiver of the Resort Assets, and not in its
personal capacity

Per: _____

Name:

Title:

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED AND IN THE MATTER OF THE
ADMINISTRATION PROCEEDINGS OF **CARRIAGE HILLS VACATION OWNERS ASSOCIATION**

Court File No.: CV-20-00640265-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

AMENDED AND RESTATED
APPOINTMENT ORDER

Thornton Grout Finnigan LLP

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Lawyers for the Applicant, Carriage Hills Vacation Owners
Association

APPENDIX B

Court File No. CV-20-00640266-00CL

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

THE HONOURABLE MADAM	)	FRIDAY, THE 11TH
)	
JUSTICE CONWAY	)	DAY OF DECEMBER, 2020

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF **CARRIAGE RIDGE OWNERS
ASSOCIATION** (the “**Applicant**”)

AMENDED AND RESTATED APPOINTMENT ORDER

THIS MOTION made by the Applicant for an Order, *inter alia*, amending, expanding and confirming the powers of BDO Canada Limited (“**BDO**”) in respect of Carriage Ridge Owners Association (“**Carriage Ridge**”) and the Carriage Ridge timeshare resort (the “**Carriage Ridge Resort**”) pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the “**CJA**”), was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Applicant dated December 1, 2020 (the “**Motion Record**”), the Third Report of the Administrator dated December 1, 2020, and the appendices thereto, and on hearing the submissions of counsel for the Applicant, counsel for the Administrator, counsel for Lori Smith, Karen Levins and Bruce Fleming, counsel for Wyndham Destinations, Christopher Diana on behalf of himself, Darren Chapelle on behalf of himself and Martin Ginsberman on behalf of himself, no one else appearing for any other parties on the Service List, although duly served as appears from the affidavit of service of Derek Harland sworn December 3, 2020, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Motion Record is hereby validated so that this Motion is properly returnable today and further service thereof is hereby dispensed with.

EFFECTIVE TIME

2. **THIS COURT ORDERS** that this Order and all of its provisions shall be effective as of 12:01 a.m. Eastern Time on January 6, 2021.

APPOINTMENT

3. **THIS COURT ORDERS** that pursuant to section 101 of the CJA, BDO is hereby appointed Receiver (in such capacity, the “**Receiver**”), without security, of all of the assets, undertakings and properties of Carriage Ridge and the Carriage Ridge Resort acquired for, or used in relation to the business carried on by Carriage Ridge, including all proceeds thereof (the “**Property**”) and all the lands and premises on which Carriage Ridge operates the Carriage Ridge Resort, legally described in Schedule “A” hereto, collectively owned by the members of Carriage Ridge (the “**Members**”) as tenants-in-common, as recorded in the Land Registry Office for the Land Titles Division of Simcoe (No. 51) (collectively, the “**Lands**”) (the Property and the Lands, including all proceeds thereof collectively, the “**Resort Assets**”).

RECEIVER’S POWERS

4. **THIS COURT ORDERS** that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Resort Assets and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Resort Assets and any and all proceeds, receipts and disbursements arising out of or from the Resort Assets;
- (b) to receive, preserve, and protect the Resort Assets, or any part or parts thereof, including, but not limited to, the changing of locks and security

codes, the relocating of the Resort Assets to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage (including without limitation, property, general liability and vehicular insurance) as may be necessary or desirable;

- (c) to manage, operate, and carry on the business of Carriage Ridge, including the power to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of Carriage Ridge;
- (d) to engage or retain consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of Carriage Ridge or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to Carriage Ridge and to exercise all remedies of Carriage Ridge in collecting such monies, including, without limitation, to enforce any security held by Carriage Ridge;
- (g) to settle, extend or compromise any indebtedness owing to Carriage Ridge;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Resort Assets, whether in the Receiver's name or in the name and on behalf of Carriage Ridge, for any purpose pursuant to this Order;

- (i) to undertake environmental or workers' health and safety assessments of the Resort Assets;
- (j) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to Carriage Ridge, the Resort Assets or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (k) to market any or all of the Resort Assets, including advertising and soliciting offers in respect of the Resort Assets or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
- (l) to sell, convey, transfer, lease or assign the Resort Assets, or any part or parts thereof, outside of the ordinary course of business with the approval of this Court and in such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, or section 31 of the Ontario *Mortgages Act*, as the case may be, shall not be required;
- (m) to apply for any vesting order or other orders necessary to convey the Resort Assets or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Resort Assets;
- (n) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Resort Assets and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (o) to register a copy of this Order and any other Orders in respect of the Resort Assets against title to any of the Lands;

- (p) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of Carriage Ridge;
- (q) to enter into agreements with any trustee in bankruptcy appointed in respect of Carriage Ridge, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by Carriage Ridge;
- (r) to exercise any shareholder, partnership, joint venture or other rights which Carriage Ridge may have; and
- (s) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations,

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including Carriage Ridge, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

5. **THIS COURT ORDERS** that (i) Carriage Ridge, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being “**Persons**” and each being a “**Person**”) shall forthwith advise the Receiver of the existence of any Property in such Person’s possession or control, shall grant immediate and continued access to the Resort Assets to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver’s request.

6. **THIS COURT ORDERS** that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or

affairs of Carriage Ridge, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the “**Records**”) in that Person’s possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 6 or in paragraph 7 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

7. **THIS COURT ORDERS** that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

8. **THIS COURT ORDERS AND DIRECTS** the Land Registrar for the Township of Oro to register a copy of this Order against title to the Lands upon request by the Receiver.

NO PROCEEDINGS AGAINST THE RECEIVER

9. **THIS COURT ORDERS** that no proceeding or enforcement process in any court or tribunal (each, a “**Proceeding**”), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST CARRIAGE RIDGE OR THE RESORT ASSETS

10. **THIS COURT ORDERS** that no Proceeding against or in respect of Carriage Ridge, the Resort Assets shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of Carriage Ridge or the Resort Assets are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

11. **THIS COURT ORDERS** that all rights and remedies against Carriage Ridge, the Receiver, or affecting the Resort Assets, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any “eligible financial contract” as defined in the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), and further provided that nothing in this paragraph shall: (i) empower the Receiver or Carriage Ridge to carry on any business which Carriage Ridge is not lawfully entitled to carry on, (ii) exempt the Receiver or Carriage Ridge from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

12. **THIS COURT ORDERS** that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by Carriage Ridge, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

13. **THIS COURT ORDERS** that all Persons having oral or written agreements with Carriage Ridge or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to Carriage Ridge are hereby restrained until further Order of this Court from

discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of Carriage Ridge's current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of Carriage Ridge or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

RECEIVER TO HOLD FUNDS

14. **THIS COURT ORDERS** that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Resort Assets and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "**Post Receivership Accounts**") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

15. **THIS COURT ORDERS** that the Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

16. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Resort Assets and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Resort Assets (each, a "**Sale**"). Each prospective purchaser or

bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any of the Resort Assets shall be entitled to continue to use the personal information provided to it, and related to the Resort Assets purchased, in a manner which is in all material respects identical to the prior use of such information by Carriage Ridge, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

17. **THIS COURT ORDERS** that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, “**Possession**”) of any of the Resort Assets that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the “**Environmental Legislation**”), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Resort Assets within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER'S LIABILITY

18. **THIS COURT ORDERS** that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in

this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

19. **THIS COURT ORDERS** that the Receiver, counsel and special counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, and that the Receiver, counsel and special counsel to the Receiver shall be entitled to and are hereby granted a charge (the “**Receiver’s Charge**”) on the Resort Assets, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Resort Assets in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

20. **THIS COURT ORDERS** that the Receiver and its legal counsel and special counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel and special counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

21. **THIS COURT ORDERS** that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the normal rates and charges of the Receiver or its counsel or special counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

22. **THIS COURT ORDERS** that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$2,000,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Resort Assets shall be

and is hereby charged by way of a fixed and specific charge (the “**Receiver’s Borrowings Charge**”) as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver’s Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

23. **THIS COURT ORDERS** that neither the Receiver’s Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

24. **THIS COURT ORDERS** that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule “**B**” hereto (the “**Receiver’s Certificates**”) for any amount borrowed by it pursuant to this Order.

25. **THIS COURT ORDERS** that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver’s Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver’s Certificates.

GENERAL

26. **THIS COURT ORDERS** that this Order is effective from the date that it is made and is enforceable without any need for entry and filing.

27. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

28. **THIS COURT ORDERS** that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of Carriage Ridge.

29. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this

Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

30. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

31. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

SCHEDULE "A"**DESCRIPTION OF LANDS**

Parcel 1-27 Section 51-Oro-3, being Part of Lots 1 and 2 Concession 3, designated as Part 1 on Plan 51r-31409 Township of Oro-Medonte

County of Simcoe.

Land Titles Division of Simcoe (No. 51)

SCHEDULE “B”

FORM OF RECEIVER’S CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. **THIS IS TO CERTIFY** that BDO Canada Limited, the receiver (the “**Receiver**”) of the assets, undertakings and properties Carriage Ridge acquired for, or used in relation to the Carriage Ridge Resort, including all proceeds thereof (collectively, the “**Property**”) appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated the 10th day of May, 2020, as amended on December 11, 2020 (the “**Order**”) made in an action having Court file number CV-20-00640265-00CL, has received as such Receiver from the holder of this certificate (the “**Lender**”) the principal sum of \$ _____, being part of the total principal sum of \$ _____ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the _____ day of each month] after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime commercial lending rate of Bank of _____ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Resort Assets, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Resort Assets in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver

to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Resort Assets as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the ____ day of _____, 20__.

BDO Canada Limited, solely in its capacity
as Receiver of the Resort Assets, and not in its
personal capacity

Per: _____

Name:

Title:

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED AND IN THE MATTER OF THE
ADMINISTRATION PROCEEDINGS OF **CARRIAGE RIDGE OWNERS ASSOCIATION**

Court File No.: CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

AMENDED AND RESTATED
APPOINTMENT ORDER

Thornton Grout Finnigan LLP

Barristers and Solicitors
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Lawyers for the Applicant, Carriage Ridge Owners
Association

APPENDIX C

Court File No. CV-20-00640265-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM

)

FRIDAY, THE 17TH

JUSTICE CONWAY

)

DAY OF DECEMBER, 2021

)



IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF CARRIAGE HILLS VACATION OWNERS
ASSOCIATION

OMNIBUS DEFAULT JUDGMENT ORDER

THIS MOTION, made by BDO Canada Limited, in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”) over all of the assets, properties and undertakings of the Carriage Hills Vacation Owners Association (the “**Applicant**”) and all the lands and premises on which the Applicant operated the Carriage Hills Resort, appointed by Order of the Court with effect as of January 6, 2021, for an order, among other things, granting default judgment against the Defaulting Subject Members (as defined below), was heard this day by Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Notice of Motion dated December 3, 2021, the Sixth Report of the Receiver dated December 3, 2021 (the “**Sixth Report**”) and its appendices, and the Default Judgment Report of the Claims Officer, Tim Duncan of Fogler Rubinoff LLP, dated December 3, 2021 (the “**Default Judgment Report**”), and its appendices, and on hearing the submissions of counsel for the Receiver, counsel for Wyndham Worldwide Corporation, Shell Finco LLC, Carriage Hills Resort Corporation and Carriage Hills Hospitality Inc., counsel for Lori Smith and Karen Levins and counsel for David and Phyllis Lennox and the submissions of Christopher Diana and the submissions of the Claims Officer and Christopher Diana, no one else appearing for any

other parties on the Service List, although properly served as appears from the affidavit of Christine Doyle sworn December 6, 2021, filed,

1. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the same meanings as ascribed to them in the Collection Plan Order issued by the Honourable Justice Conway in this proceeding on February 16, 2021.

2. **THIS COURT ORDERS** that service of a Claims Package on each of the Subject Members listed in **Schedule “A”** to this Order (each, a **“Defaulting Subject Member”**), by sending a Claims Package by ordinary mail or email to the last know address or email address of such Defaulting Subject Member, as described in the Sixth Report and in the Default Judgment Report, is hereby validated.

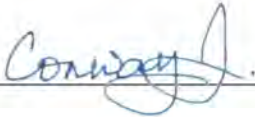
3. **THIS COURT ORDERS** that each Defaulting Subject Member is hereby noted in default.

4. **THIS COURT ORDERS AND DECLARES** that:

- (a) the amounts listed on Schedule “A” as owing to the Applicant by individual Defaulting Subject Members are, in each case, owing;
- (b) each Defaulting Subject Member shall pay to the Receiver the amount listed on Schedule “A” as owing by that Defaulting Subject Member;
- (c) the Receiver is entitled to judgment, in substantially the form of judgment attached as **Schedule “B”** to this Order, against each Defaulting Subject Member in the amount listed on Schedule “A” as owing by that Defaulting Subject Member; and
- (d) the Receiver is authorized to set off the amounts owing by a Defaulting Subject Members against any distribution to be made by the Receiver to such Defaulting Subject Member.

5. **THIS COURT ORDERS** that the Receiver, at its discretion, may bring a motion in writing, without need for further notice or hearing, for an Order:

- (a) approving forms of individual judgments against Defaulting Subject Members, in substantially the form of judgment attached as Schedule “B” to this Order; and
- (b) ordering and directing the Registrar to issue judgments in the forms so approved.
6. **THIS COURT ORDERS** that, for greater certainty, the within judgment shall not affect the rights and interests of any Subject Members not named in Schedule “A” to this Order.
7. **THIS COURT ORDERS** that this Omnibus Default Judgment Order and all of its provisions are effective from the date it is made without any need for entry and filing.



SCHEDULE "A"
DEFAULT JUDGMENT LIST

<u>Equiant Number</u>	<u>Member Name</u>	<u>Balance Owning</u>
126085003167	HASKILL, NOELLA	675.4208333
126085010180	DE VENZ, GLORIA	675.8275
126085004031	GALLOWAY, JEFFREY	1742.1325
126085004166	HOLMES, DEBORAH J	1742.1325
126085004655	MELHUISH, ROBERT D	1742.1325
126085006137	MCLACHLAN, KATHLEEN	1742.1325
126085021766	HARRIS, BRYAN	2081.4475
126085018959	ARENA, ADOLFO	2335.900833
126085016760	JOHNSON, LLEWELYN	2459.830833
126085017271	SAMUEL, KEMBA	1525.3125
126085002051	NGUYEN, ANH	2555.099167
126085015588	LOBO, EMILIA	2632.466667
126085021667	HABAYBETH, MAHA	2635.683333
126085019405	SAMUEL, KEMBA	2659.6725
126085013960	DAVEY, MICHAEL	1900.179167
126085013959	MOORE, SEAN	2978.241667
126085003179	FIELDS, NICHOLAS	3033.579167
126085021666	MULLIS, STAN	3082.424167
126085007580	MARONEY, DANIEL	3139.974167
126085014026	MOHS, ROBERT W	3199.048333
126085008448	WORRALL, ROBERT	3329.4725
126085006289	PUTSEY, ROBERT	3384.315833
126085012743	PRESTA, MARIA	3473.4975
126085006507	MICHAEL, KRISTA	3479.448333
126085020385	SORGANI, ANDREA	3472.076667
126085005648	FEUERSTEIN, NORBERT	3474.6175
126085008824	JOYCE, GARY	2512.189167
126085003974	WELLS, GEOFFREY	3517.9525
126085007033	CARSON, WARREN	3544.418333
126085019410	LEE, CHIA C	3560.756667
126085018608	ELLERY, VICTORIA	3566.536667
126085005927	EMMERTON, JENNIFER	3566.6
126085013251	REZK, FARID	3580.1675
126085001658	LAHTINEN, SUSAN	2583.795833
126085001682	LAHTINEN, SUSAN	3583.795833
126085011852	MAGLARIS, SALLY	3583.835
126085012140	IENTILE, VINCENZO	3586.343333
126085015719	NETO, MARIA	3587.171667
126085016684	SPEED, PHILIP	3589.074167
126085004354	PEREIRA, CARLTON	3593.495833
126085003804	KERR, JAMES	3594.06
126085004485	MILLER, MURIEL	3600.05
126085004776	AMAN, JAMILA	3601.439167
126085015354	LONGMIRE, KATHERINE	3602.824167
126085009221	BESHARA, ASHRAF	2603.0325

126085009955 LAROSE, PETER	3603.0325
126085010560 LAW, EMILY	3603.0325
126085011822 DARRIGO, CHRISTINA	3603.0325
126085016559 MALLETT, GEORGE	3603.0325
126085007673 ABDELMASEIH, MIDHAT	3604.4625
126085011241 BAKSH, GARY	3608.613333
126085000686 SUN, WEITIAN	3608.645833
126085000947 STACK, GORDON	3608.645833
126085001002 MCKEE, KAREN	3608.645833
126085001059 SIROTIC, MIRA	3608.645833
126085001158 CASSIDY, DIANE	3608.645833
126085001221 WHITTON, ELIZABETH	3608.645833
126085001251 MCGLEISH, SEAN	3608.645833
126085001382 REPCHULL, NICK	3608.645833
126085001406 BENTEAU, RODNEY	2608.645833
126085001539 CIMINO, PATRICIA	3608.645833
126085001804 HOGAN, VINCENT	3608.645833
126085002030 TSAKANIKAS, JOHN	3608.645833
126085002035 WOLLIN, HEATHER S	3608.645833
126085002143 VAN BERKEL, ALICE	2608.645833
126085002553 BERTO, RICKY	3608.645833
126085002559 YOUNGBLUT, BARRY	2608.645833
126085002930 FREEDMAN, MAX	3608.645833
126085003173 JOLLIFFE, NORMAN	3608.645833
126085003217 MOHAMED, KHATRA	3608.645833
126085003553 BRAZIER, MARYANN	3608.645833
126085003799 SHORTLY, JAN	3608.645833
126085003959 MC CULLOCH, MARY	2608.645833
126085004012 QUILTY, MIA	3608.645833
126085004065 LAWLOR, MARK	3608.645833
126085004136 GRANT, GINNY	2608.645833
126085004259 LOSCH, MARK	3608.645833
126085004311 TISSERA, ASHLY	3608.645833
126085004366 MORMILE, ANTONIO	3608.645833
126085004398 PALMA, MELVIN	3608.645833
126085004436 TAGABING, JENNY	3608.645833
126085004509 DAVIS, SANDRA	3608.645833
126085004517 ZIEGLER, ANNE	2608.645833
126085004532 IMPERIAL, JOHN	2608.645833
126085004716 PORTER, BASIL	3608.645833
126085004738 MASIC, MARIANA	3608.645833
126085004784 GRANGE, DWIGHT	3608.645833
126085004892 HICKS, TOM	2608.645833
126085004902 WILSON, ANNIE	2608.645833
126085004979 LIPSKIE, SHELLEY	3608.645833
126085005008 DEWIT, CASEY	3608.645833

126085005069 SHEYBANI, HABIB	3608.645833
126085005363 BARBOSA, JOSE	3608.645833
126085005737 HAMILTON, HARRIET	3608.645833
126085005774 THOMPSON, RICHARD	2608.645833
126085005841 ELLISON, MAUREEN	3608.645833
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126085006285 KROPF, MERLEN	3608.645833
126085006491 VICK, DANIEL	3608.645833
126085006564 BESHARA, ASHRAF	3608.645833
126085006906 CLANTON, SIDNEY	3608.645833
126085006945 SCHMIDT, CONSTANCE	3608.645833
126085007093 IUELE, FRANCESCA	2608.645833
126085007333 VIEIRA, JOHN	3608.645833
126085007351 BROOKS, JAMES	3608.645833
126085007442 PEREIRA, LESLIE	3608.645833
126085007500 GARBE, JUERGEN	3608.645833
126085007943 MCARTHUR, TERENCE	3608.645833
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126085008062 CHINE, NANCY	3608.645833
126085008158 PANDA, ASHOK	3608.645833
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126085009336 GALL, JUNE	3608.645833
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126085009485 BORNSTEIN, ROSE	3608.645833
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126085011558 LEAVITT, NOLAN	3608.645833
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126085011857 BUELL, CHARLOTTE	3608.645833
126085012512 HELE, DEBBIE	3608.645833

126085012526 MULI, ETHEL	3608.645833
126085012544 HUXTER, ANTHONY	3608.645833
126085012668 BRECH, CAROL	2608.645833
126085012805 VANSTONE, ISABELLE	2608.645833
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126085013537 SWAN, MARK	3608.645833
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126085014799 SHAW, CAROLINE	3608.645833
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126085017144 CAMERON, CARMEN	3608.645833
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126085018662 DEGRAUWE, HARRY	3608.645833
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126085019373 KAZIENKO, JAMES	3608.645833
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126085019603 CHEUNG, ANNIE	3608.645833
126085019648 ZIEGLER, ANNE	2608.645833
126085019753 HENDRY, MICHAEL	2608.645833
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126085014613 Poy Developers Llc	21127.50083
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126085019663 WIENS, LINDA	21863.5875
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126085002223 LINDSAY, JIM WILLIAM	22383.43083
126085006591 SHENOUDA, NABIL	22383.43083
126085008714 KOMINEK, MAGGIE	22383.43083
126085015701 PRODUCTS INC, ISOFLOW ENC	22383.43083
126085016059 GAMBLIN, CHRISTOPHER	22383.43083
126085017146 HILL, DIANA	22383.43083
126085017321 PALADIN ADVISORY INC	22383.43083
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126085015273 FORDE, PHILIP	23068.8375
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126085014778 WILLIAMS, SUZETTE	26707.5775
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126085005647 CHUNG, KWOK-KEUNG	26741.0775
126085017780 FABRICATION, AVALANCHE	26791.0775
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126085016215 BEYETTE, ROXANE	29073.1275
126085014620 JENKINS, TERENCE	29240.32667
126085005936 DIETZ, JEFFERY A	29267.53417
126085014733 SCHULTZ, JOHN	29268.5875
126085019478 BUTTON, TERRY	29273.1275
126085013963 HILL, RANDOLPH K	29373.6475
126085019588 HOSEIN, RICARDO	30390.85083
126085014856 HOLDEN, MARK	30999.8775
126085020569 HARRISON, MICHAEL	31611.98
126085014980 HUDSON, BAIN	31232.3475
126085009843 PASCOTTO, FILOMENA	31305.0875
126085012270 HARRISON, DOUGLAS	31305.0875
126085021183 1450925 ONTARIO LTD,	31685.99333
126085015672 MUNSON, BRIAN	31885.99333
126085016785 BYUN, DAVID	32545.48417
126085010642 RAMKISSOON, ALLAN	33056.35083
126085016852 MICHALKO-KOLTUN, OLGA	33183.72083
126085012083 AUGUSTINE, SVETLANA	33706.53417
126085018500 SHAPLEY, LYNDA	36925.47
126085016124 COLLS, WILLIAM E	44890.80167
<hr/> Total	14288370.5

<u>Equiant Number</u>	<u>Member Name</u>	<u>Balance Owing</u>
126085003667	KING, DARLENE	1823.46
Total		1823.46

SCHEDULE "B"
FORM OF DEFAULT JUDGMENTS

Court File No. CV-20-00640265-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF CARRIAGE HILLS VACATION OWNERS
ASSOCIATION

JUDGMENT

ON READING the Omnibus Default Judgment Order issued by the Honourable Justice Conway in this proceeding on December 17, 2021,

1. **IT IS ORDERED AND ADJUDGED** that **<*>**, pay to BDO Canada Limited, in its capacity as Receiver of Carriage Hills Vacation Owners Association, the sum of \$**<*>**.

THIS JUDGMENT BEARS INTEREST at the rate of 20% per annum from its date.

Date: _____ Signed by: _____
Local Registrar

Address of court office: 393 University Avenue
10th Floor
Toronto, Ontario M5G 1E6

**IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O
AND IN THE MATTERS OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE HILLS VACATIONS OWNERS ASSOCIATION**

Applicant

Court File No. CV-20-00640265-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

JUDGMENT

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)
Tel: (416) 865-3085
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Sam Babe (LSO # 49498B)
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E-mail: sbabe@airdberlis.com

Fax (416) 863-1515

*Lawyers for BDO Canada Limited in its capacity as the
court-appointed Receiver of Carriage Hills Vacation
Owners Association*

**IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O
AND IN THE MATTERS OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE HILLS VACATIONS OWNERS ASSOCIATION**

Applicant

Court File No. CV-20-00640265-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceedings commenced at Toronto

OMNIBUS DEFAULT JUDGMENT ORDER

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

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Fax (416) 863-1515

*Lawyers for BDO Canada Limited in its capacity as the
court-appointed Receiver of Carriage Hills Vacation
Owners Association*

APPENDIX D

Court File No. CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM

)

FRIDAY, THE 17TH

JUSTICE CONWAY

)

DAY OF DECEMBER, 2021

)



IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF CARRIAGE RIDGE OWNERS
ASSOCIATION

OMNIBUS DEFAULT JUDGMENT ORDER

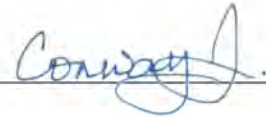
THIS MOTION, made by BDO Canada Limited, in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”) over all of the assets, properties and undertakings of the Carriage Ridge Owners Association (the “**Applicant**”) and all the lands and premises on which the Applicant operated the Carriage Ridge Resort, appointed by Order of the Court with effect as of January 6, 2021, for an order, among other things, granting default judgment against the Defaulting Subject Members (as defined below), was heard this day by Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Notice of Motion dated December 3, 2021, the Sixth Report of the Receiver dated December 3, 2021 (the “**Sixth Report**”) and its appendices, and the Default Judgment Report of the Claims Officer, Tim Duncan of Fogler Rubinoff LLP, dated December 3, 2021 (the “**Default Judgment Report**”), and its appendices, and on hearing the submissions of counsel for the Receiver, counsel for Wyndham Worldwide Corporation, Shell Finco LLC, Carriage Hills Resort Corporation and Carriage Hills Hospitality Inc., counsel for Lori Smith and Bruce Fleming and counsel for David and Phyllis Lennox and the submissions of Christopher Diana and the submissions of the Claims Officer and Christopher Diana, no one else appearing for

any other parties on the Service List, although properly served as appears from the affidavit of Christine Doyle sworn December 6, 2021, filed,

1. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the same meanings as ascribed to them in the Collection Plan Order issued by the Honourable Justice Conway in this proceeding on February 16, 2021.
2. **THIS COURT ORDERS** that service of a Claims Package on each of the Subject Members listed in **Schedule “A”** to this Order (each, a **“Defaulting Subject Member”**), by sending a Claims Package by ordinary mail or email to the last know address or email address of such Defaulting Subject Member, as described in the Sixth Report and in the Default Judgment Report, is hereby validated.
3. **THIS COURT ORDERS** that each Defaulting Subject Member is hereby noted in default.
4. **THIS COURT ORDERS AND DECLARES** that:
 - (a) the amounts listed on Schedule “A” as owing to the Applicant by individual Defaulting Subject Members are, in each case, owing;
 - (b) each Defaulting Subject Member shall pay to the Receiver the amount listed on Schedule “A” as owing by that Defaulting Subject Member;
 - (c) the Receiver is entitled to judgment, in substantially the form of judgment attached as **Schedule “B”** to this Order, against each Defaulting Subject Member in the amount listed on Schedule “A” as owing by that Defaulting Subject Member; and
 - (d) the Receiver is authorized to set off the amounts owing by a Defaulting Subject Members against any distribution to be made by the Receiver to such Defaulting Subject Member.
5. **THIS COURT ORDERS** that the Receiver, at its discretion, may bring a motion in writing, without need for further notice or hearing, for an Order:

- (a) approving forms of individual judgments against Defaulting Subject Members, in substantially the form of judgment attached as Schedule “B” to this Order; and
- (b) ordering and directing the Registrar to issue judgments in the forms so approved.
6. **THIS COURT ORDERS** that, for greater certainty, the within judgment shall not affect the rights and interests of any Subject Members not named in Schedule “A” to this Order.
7. **THIS COURT ORDERS** that this Omnibus Default Judgment Order and all of its provisions are effective from the date it is made without any need for entry and filing.



SCHEDULE "A"
DEFAULT JUDGMENT LIST

Equiant Number	Member Name	Adjusted Balance Owing
250251007305	COULTER, MAGDALENA	581.3675
250251005037	PAREDES, JASMIN	663.575
250251000950	WITTEMAN, LYNN	1782.315
250251000206	HOOSAIN, YASMIN	2003.07625
250251003118	LOBO, EMILA	2404.7825
250251007768	SAMUEL, KEMBA	2714.05875
250251002903	MAHLER, MARK	2755.2825
250251001370	YAP, ALECIA SE WEN	3295.24875
250251006433	HADDAD, DAN	3300.71
250251007161	SZARZEC, PETER	3372.085
250251007170	BAKER, JAMES	3467.76875
250251000383	MAIA, JOHN	3482.40875
250251003867	ACOSTA, CARLOS ROBERTO	3528.6075
250251004809	DICKS, STACEY ALEX	3579.10875
250251007656	MCEACHNIE, CANDICE	3586.3075
250251007104	DEACHMAN, CRISTINA	3650.6975
250251001526	WELLS, LORIANNE	3678.76125
250251007406	SNYCKERS, ANASTASIA	3691.07125
250251005556	BERGNER, LOU	3718.435
250251005062	LAHTINEN, SUSAN	3723.81
250251007343	BURRILL, NEIL	3757.4325
250251006986	HENDRY, MICHAEL	3774.1575
250251006371	BYERS, JAMES	3796.3275
250251007659	LIPPERT, CHRISTINE	3814.62
250251000666	WILHOITE, JAWANNA YVONNE	3814.75125
250251003202	MOORE, CINDY	3814.85
250251007689	101204575 SASKATCHEWAN LTD,	2826.13625
250251006359	IUELE, FRANCESCA	3826.45875
250251007412	CRUICKSHANK, DENISE	3830.25
250251003892	ANTOLIN, META	3830.88
250251007535	RYSKA, AGNES MARIA	3831.6525
250251001387	BREAULT, PAUL	3832.75875
250251008312	SIMARD, DENIS	3838.71375
250251001437	Boyd, Jeanette	3839.05875
250251000025	LIBRACH, BARBARA	2839.05875
250251000116	CHEUNG, ANNIE	3839.05875
250251000346	SLEUGH, SEDRICK	2839.05875
250251000531	NAVA, NARCISO	3839.05875
250251000554	ALI-MIRSALARI, EBRAHIM	3839.05875
250251000685	GEORGE, LINA	2839.05875
250251000756	CAMPBELL, NEIL	3839.05875
250251000794	ROUFAIEL, NADIA	3839.05875

250251000977 TRELEAVEN, MARK	3839.05875
250251001403 AUGER, JONATHAN	2839.05875
250251001519 CASTILLO, JAIME	3839.05875
250251001747 LALONDE, LISE	3839.05875
250251001875 RANDHAWA, RAJWINDER	3839.05875
250251001957 PIMENTEL, DUARTE	3839.05875
250251002847 POLLARD-MCFARLANE, DIANE MA	3839.05875
250251003617 LAMBERT, BRYAN	3839.05875
250251004084 COGSWELL, DAVID	3839.05875
250251004199 THORBURN, WILLIAM	3839.05875
250251004683 LEE, CHIA CHIN	2839.05875
250251004738 JONES, RITA	3839.05875
250251004892 SCHUBERT, ANNA	3839.05875
250251005112 KOCH, CAROL	2839.05875
250251005206 AUGER, JONATHAN	3839.05875
250251005235 SLEUGH, SEDRICK	3839.05875
250251005304 LEE, CHIA CHIN	3839.05875
250251005616 PANAS, DANUAL	3839.05875
250251005864 ELSON, JUDITH	3839.05875
250251006244 VACON, DUSTY	3839.05875
250251006245 GEORGE, LINA	3839.05875
250251006256 MCARTHUR, RICHARD	3839.05875
250251006448 DIMAL, ENRICO	3839.05875
250251006713 LOUGHEAD, BRENDA	2839.05875
250251006963 BURNES, IRENE	3839.05875
250251007006 LIBRACH, BARBARA	3839.05875
250251007131 PANAS, HEATHER	3839.05875
250251007270 CAMAIONI, GABRIELE	3839.05875
250251007332 LOUGHEAD, BRENDA	3839.05875
250251007370 BRIANCEAU, SANDRA LYNNE	3839.05875
250251007382 SWAN, MARK	3839.05875
250251007414 HILLIARD, PATRICIA	3839.05875
250251007458 HOWE, MARGARET	3839.05875
250251007474 KROPF, MERLEN	3839.05875
250251007517 HUGHES, ANTHONY	3839.05875
250251007607 STEVENETT, JOHN	3839.05875
250251007763 BRADY, BONNIE	3839.05875
250251007900 KARABABAS, MARIA	3839.05875
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250251007925 101204575 SASKATCHEWAN LTD,	3839.05875
250251008184 DAVIS, ALVIN FLOYD	3839.05875
250251008266 LALONDE, LISA	3839.05875
250251008298 DRAYCOTT, DEANNA	2839.05875
250251008368 DRAGOSITS, JOCELYN	3839.05875
250251007189 CORDERY, THOMAS	3849.12875
250251003444 LUNN, JOHN	3971.56875

250251001358 DUNLAP, AARON MARTIN	3977.51875
250251005323 BEAUDROW, DAVID KEVIN	3978.5625
250251006787 ROWE, DONALD	3982.17875
250251007597 KERR, JAMES	3983.00875
250251006785 YOUNG, LEONORA	3983.2275
250251001506 IMPERIAL, JOHN	3984.61875
250251001625 ECKHARDT, KARREN	3984.61875
250251001922 BOYD, DARREN	3984.61875
250251002114 BUTT, MAZHAR MAHMOOD	3984.61875
250251002594 SMITH, CHRISTOPHER	3984.61875
250251002784 COOK, WAYNE	2984.61875
250251002879 WINSTONE, CANDACE	3984.61875
250251002950 TAGABING, VIC	2984.61875
250251003652 LOWRIE, JUNE	3984.61875
250251004393 CEPEDA, HUGO	2984.61875
250251005213 SAUNDERS, DENISE	3984.61875
250251005286 JUVENILE DIABETES RESEARCH JDF	3984.61875
250251005670 LEES, PAMELA	2984.61875
250251006366 HAGHIGHI, BEHZAD	3984.61875
250251006823 HO, GAVIN	3984.61875
250251006928 GILL, SANDRA	2984.61875
250251007102 SWACKHAMER, CHARLES	2984.61875
250251007232 RUTTLE, EARL	2984.61875
250251007322 MCARTHUR, TERENCE	3984.61875
250251007608 YOUNG, GEAROLD	3984.61875
250251007739 DAGUANNO, FRANCESCA	3984.61875
250251007767 MARTINKO, LAWRENCE	3984.61875
250251007885 YOUNG, LENNOX	3984.61875
250251007960 BENETEAU, CHERIE	3984.61875
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250251008105 JAGJIWAN, JAYESH	3984.61875
250251008485 WORLDWIDE VACATION FIVE STAF	3984.61875
250251103557 MITCHELL, DIANE	3984.61875
250251004016 RAMIREZ, LUIS FERNANDO	4010.55875
250251000694 PUGH, LAURI	4070.94875
250251007127 DONAHUE, LAWRENCE	3077.725
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250251003611 MORDEN, TODD	3442.31375
250251008345 MORDEN, TODD	4467.2225
250251004840 MACINTOSH, KAREN	4691.04625
250251007847 SAJONAS, MICHAEL	4741.945
250251005090 BACUS, ROBERT	4830.0625
250251006896 PARMESHWAR, MOONEA	4889.99375
250251001365 SHAW, TIMOTHY WILLIAM	5094.4325
250251007753 FORTIER, JULES	4432.5225
250251002519 DONNELLY, SAMUEL	5488.69625

250251006176	SPEEDE, ALIYMA	5645.14
250251006964	BRUSH, CAROL	5649.97125
250251002710	STYLES, PAUL M	5885.35
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250251008055	FAIRBARN, MONIKA	5984.97375
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250251008238	HOPKINS, DIANA MARIE	6090.97125
250251004309	ALTOMARE, FRANK	6101.28375
250251002891	MACCARONE, FRANK	6140.99125
250251006501	CHRYSLER, DARRA	6215.75875
250251004705	PEPELNAK, JOSEPH	6237.37625
250251003277	HARDING, NYCOLE	6290.98375
250251000979	JACKO-WILLIAMS, MARIAN	6305.2
250251001607	GAGNE, TERRY	6312.11375
250251008358	DRAYCOTT, DEANNA	6315.6275
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250251001015	JOB, MICHAEL P	6323.6775
250251001413	ATHANASIOS, MARY	6323.6775
250251001490	MADUEKWE, IJEOMA	6323.6775
250251001710	SPANDEL, JACQUELINE	5323.6775
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250251004576	WYLIE, LUBA	6323.6775
250251004845	BABCOCK, THOMAS	5323.6775
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250251008464	SPRIGG, GARY	6323.6775
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250251007545	ANDEN, MARILYN	6332.07125
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250251003204	COTTIER, DERON J	6348.035
250251000171	HOILETTE, KAREN	6351.965
250251000020	CRECES, GUS	6353.9425
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250251002020	STOREY, DAVID	6353.9425

250251002245	SEGUIN, ROGER	6353.9425
250251005166	CHOMYN, GEORGE	5353.9425
250251006058	ONEILL, BARRY	6353.9425
250251006114	BOAFO, MARCIA	6353.9425
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250251006915	BLACK, SUSANNA	6353.9425
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250251007528	BYRD, ERIC D	6353.9425
250251007815	GREEN, PAUL	6353.9425
250251007848	SINGH, SURJIT	5353.9425
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250251008211	DA RACHA OLIVEIRA, DANIEL	6353.9425
250251008308	MUNRO, DAVID	6353.9425
250251008461	JAB PROPERTY INVESTMENTS LLC,	6353.9425
250251002518	TARDIF, ELOISE	6357.1775
250251008036	LIVINGSTONE, SUSAN	6373.6775
250251003672	MOREHOUSE, JEFF	6375.125
250251004629	TAGABING, VIC	6381.51375
250251001258	DENNIS, DAVID	6393.27125
250251002217	AYRES, DAVID	6399.97125
250251002639	WATKINS, RICHARD	5399.97125
250251003577	HAYES, WAYNE	6399.97125
250251004258	SHEK, JEFFREY K F	6399.97125
250251004584	ROBERTSON, KATHLEEN	6399.97125
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250251008355	MCORMOND, JOSEE	6399.97125
250251008402	ADAMS, CHAD	6399.97125
250251008407	DERRICK, TIMOTHY	6399.97125
250251008459	SADA, JAIME GUTIERREX	6399.97125
250251005940	WEESE, MARTIN	6403.9425
250251002883	CARTER, COLLIS QUINN	6423.6775
250251003955	MCNABB, AILEEN	6444.8575
250251003996	NIBLOCK, ANNIE E	6469.85
250251002944	PREECE, JOANNE G	6503.9425
250251005430	NADELA, EDMUND	6506.43875
250251002607	HENDERSON, STEPHEN	6554.06125
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250251007813	VANDOOREN, RITA	6670.68
250251002329	WILSON, DAVID	6820.7
250251007405	MILLER, BEVERLY	6885.18625

250251006749 KUYPERS, LINDA	5891.73
250251008412 VAN BERKEL, ALICE	6948.0075
250251004659 ARTZ-IFFLAND, KATHLEEN	7309.515
250251004881 FORTIER, JULES	7594.75375
250251005203 DUARTE, MARLENE	8350.7175
250251000162 CARSON, WARREN	8379.3925
250251005907 MANTINI, SCOTT	8438.20375
250251001280 WOODWARD, CHARLES WILLIAM	7552.68125
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250251006892 ANNUNZIELLO, JOHN	8809.6275
250251000946 LEMYRE, ALLISON	8815.51625
250251002079 PROSSER, KIMBERLEY	8815.51625
250251002384 DUDLEY, ROBERT	8815.51625
250251002632 STRONGHILL, SCOTT	8815.51625
250251002653 SUMMERS, ORVILLE	8815.51625
250251002789 BECK, MILKA	8815.51625
250251002871 RONSON, MATTHEW	7815.51625
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250251003680 DAVIS, RACHAEL MARIAN	8815.51625
250251003964 MELKERT, GERALD WILLIAM	8815.51625
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250251004523 MAITLAND, CHRISTOPHER	8815.51625
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250251005665 TULLOCH, MUSLENA	8815.51625
250251006334 BARNARD, KEVIN JAMES	7815.51625
250251006467 WOLSCHT, PAUL	8815.51625
250251007292 PICHLER, BETTY	8815.51625
250251007943 REGALADO, JAVIER LAZARO	8815.51625
250251003488 BARANIK, DOUG	8815.5275
250251006101 MONGIAT, FERNANDO	8829.115
250251000818 PUCKNELL, TAMMY	8853.87
250251000452 KAUR, MANJIT	8860.27
250251001459 RUSSO, REBECCA ANGELA	8860.27
250251004916 CROSSLAND, MELISSA	8860.27
250251006012 MOUCHIAN, NOUART	8860.27
250251006042 RONSON, MATTHEW	8860.27
250251007632 KUCHUREAN, NANCY	8860.27
250251007933 SALMON, YVONNE	8860.27
250251008240 SHEEHAN, KEVIN	7860.27
250251008241 SHEEHAN, KEVIN	7860.27
250251008286 SHEEHAN, KEVIN	7860.27

250251008290 ROMEO, CARL	8860.27
250251008302 POVERING, MAXINE	8860.27
250251008303 BARNARD, KEVIN	7860.27
250251005490 GILL, SANDRA	7869.59125
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250251000483 ALI, ANDREWS MARC	36869.17625
250251002413 URBAN COLD LOGI,	37790.71625
250251005333 CABLING, EDITH	38532.1925
250251003807 HILL, RANDOLPH KEITH	45389.57625
250251002267 YOUNG, BLAISE	46352.36125
250251000298 KOVATCHEV, TZVETAN	48063.55625
250251003968 OKEEFFE, MICHAEL	51893.5825
250251005547 CHAMPAGNE, RONALD ROMEO	54900.00875
250251003713 BAKER, JEANNE	56838.1125
250251000650 TAYAG, ERLLEN	63918.4625
250251003197 FRANK, MICHELLE	101503.935
<u>Total</u>	7230731.571

Row Labels	Member Name	Balance Owing
	250251000099 MORITA, DOREEN	2168.31
Total		2168.31

SCHEDULE "B"
FORM OF DEFAULT JUDGMENTS

Court File No. CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF CARRIAGE RIDGE OWNERS
ASSOCIATION

JUDGMENT

ON READING the Omnibus Default Judgment Order issued by the Honourable Justice Conway in this proceeding on December 17, 2021,

1. **IT IS ORDERED AND ADJUDGED** that **<*>**, pay to BDO Canada Limited, in its capacity as Receiver of Carriage Ridge Owners Association, the sum of \$**<*>**.

THIS JUDGMENT BEARS INTEREST at the rate of 30% per annum from its date.

Date: _____ Signed by: _____
Local Registrar

Address of court office: 393 University Avenue
10th Floor
Toronto, Ontario M5G 1E6

**IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O
AND IN THE MATTERS OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE RIDGE OWNERS ASSOCIATION**

Applicant

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

JUDGMENT

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

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E-mail: sbabe@airdberlis.com

Fax (416) 863-1515

*Lawyers for BDO Canada Limited in its capacity as the
court-appointed Receiver of Carriage Ridge Owners
Association*

**IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O
AND IN THE MATTERS OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE RIDGE OWNERS ASSOCIATION**

Applicant

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

OMNIBUS DEFAULT JUDGMENT ORDER

AIRD & BERLIS LLP
Barristers and Solicitors
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181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

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Fax (416) 863-1515

*Lawyers for BDO Canada Limited in its capacity as the
court-appointed Receiver of Carriage Ridge Owners
Association*

APPENDIX E

Court File No. CV-20-00640265-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM	)	TUESDAY, THE 16 TH DAY
)	
JUSTICE CONWAY	)	OF FEBRUARY, 2021



IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF **CARRIAGE HILLS VACATION
OWNERS ASSOCIATION**

CLAIMS PROCESS AND BAR ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as receiver (in such capacity, the “**Receiver**”) over all of the assets, properties and undertakings of Carriage Hills Vacation Owners Association (the “**Applicant**”) and all the lands and premises on which the Applicant operated the Carriage Hills Resort (the “**Resort Property**”), appointed by Order of the Court with effect as of January 6, 2021 (the “**Receivership Order**”), for an Order approving a claims process, was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Receiver dated February 5, 2021 (the “**Motion Record**”), First Report of the Receiver dated February 5, 2021 (the “**First Report**”), and on hearing the submissions of counsel for the Receiver, counsel for Wyndham Worldwide Corporation, and counsel for Lori Smith and Karen Levins and the submissions of Christopher Diana, no one else appearing for any other parties on the Service List, although duly served as appears from the affidavit of service of Christine Doyle sworn February 7, 2021,

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SERVICE

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record be and is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **“Administration Order”** means the Order of the Court made May 15, 2020, among other things, appointing BDO as administrator of the Applicant;
- (b) **“BIA”** means the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3;
- (c) **“Business Day”** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (d) **“Claim”** means:
 - (i) any debt or liability, present or future, to which the Applicant was subject on January 6, 2021 or to which the Applicant may become subject before the Receiver’s discharge by reason of any obligation incurred before January 6, 2021, including, without limitation, a Secured Claim, but excluding any Unaffected Claim;
 - (ii) without limitation to (i) above, any claim that may be raised by way of counter-claim against the Applicant by a Subject Member in response to a Receiver’s Claim, as such terms are defined in the Receiver’s Collection Plan Order made the date of this Order; and
 - (iii) any claim against any past or present director or officer of the Applicant;
- (e) **“Claims Bar Date”** means April 15, 2021;

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- (f) “**Claims Package**” means a package including the Instruction Letter and the Proof of Claim Form;
- (g) “**Creditor**” means a Person having a Claim, and includes a Person having a Secured Claim;
- (h) “**CJA**” means the *Courts of Justice Act*, R.S.O. 1990, c C.43, as amended;
- (i) “**Court**” means the Ontario Superior Court of Justice (Commercial List);
- (j) “**Dispute Notice**” means the notice, referred to in paragraph 20 hereof substantially in the form attached as **Schedule “D”** hereto, to be sent by a Creditor who has received, and disputes, a Notice of Revision or Disallowance;
- (k) “**Instruction Letter**” means the instruction letter to Creditors, substantially in the form attached as **Schedule “A”** hereto, regarding the completion of a Proof of Claim;
- (l) “**Member**” means a member of the Applicant;
- (m) “**Notice of Revision or Disallowance**” means the notice referred to in paragraph 17 hereof, substantially in the form attached as **Schedule “C”** hereto, to be sent by the Receiver where it disputes the amount of a Creditor’s Claim or the information set forth in such Creditor’s Proof of Claim;
- (n) “**Person**” means any individual, corporation, firm, limited or unlimited liability company, general or limited partnership, association (incorporated or unincorporated), trust, unincorporated organization, joint venture, trade union, government authority or any agency, regulatory body or officer thereof or any other entity, wherever situate or domiciled, and whether or not having legal status, and whether acting on their own or in a representative capacity;
- (o) “**Proof of Claim**” means a proof of claim, as referred to in paragraph 10 hereof, substantially in the form attached as **Schedule “B”** hereto, submitted or to be

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submitted by a Creditor to the Receiver in respect of such Creditor's Claim against the Applicant, in accordance with the Order;

- (p) “**Protocol**” means the E-Service Protocol of the Commercial List;
- (q) “**Receiver's Website**” means the website maintained by the Receiver at the following URL: <https://www.bdo.ca/en-ca/extranets/carriage/>;
- (r) “**Secured Claim**” means a Claim secured by a mortgage, hypothec, pledge, charge or lien on or against the property of the Applicant or any part of that property as security for a debt due or accruing due from the Applicant, or a Claim based on, or secured by, a negotiable instrument held as collateral security and on which the Applicant is only indirectly or secondarily liable; and
- (s) “**Secured Creditor**” means a Creditor holding a Secured Claim;
- (t) “**Unaffected Claim**” means any claim:
 - (i) secured by the Administration Charge, as such term is defined in the Administration Order; or
 - (ii) secured by the Receiver's Charge or the Receiver's Borrowings Charge, as such terms are defined in the Receivership Order; or
 - (iii) against the Resort Property or against any against Member in respect of any mortgage or charge granted by such Member against their ownership interest in the Resort Property; and
- (u) “**Unsecured Creditor**” means a Creditor holding a Claim that is not a Secured Claim.

NOTICE OF CLAIMS

3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to send a copy of the Claim Package, by ordinary mail or email as soon as practicable and, in any

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event, by no later than February 26, 2021, to each Person listed on the Receiver's BIA section 245 notice, including, without limitation:

- (a) All known Creditors, including, those Creditors which the books and records of the Applicant disclose are owed monies by the Applicant, and which monies remain unpaid in whole or in part;
- (b) any Person who commenced a legal proceeding in any court or tribunal in respect of a cause of action which arose prior to May 15, 2020, and which was served on the Applicant; and
- (c) the Canada Revenue Agency.

4. **THIS COURT ORDERS** that the Receiver shall cause a copy of the Claims Package to be posted on the Receiver's website (www.bdo.ca/en-ca/extranets/carriage/) as soon as practicable after the granting of this Order.

5. **THIS COURT ORDERS** that the Receiver shall dispatch by email, ordinary mail or courier, as soon as practicable following receipt of a request therefor, a copy of the Claims Package to any Person claiming to be a Creditor and requesting such material.

PUBLICATION OF NEWSPAPER NOTICE

6. **THIS COURT ORDERS** that as soon as practicable and, in any event, by no later than five (5) Business Days after the issuance of this Order, the notice of this Order, in substantially the form attached as **Schedule "E"** hereto (the "**Newspaper Notice**"), shall be published once by the Receiver in the national edition of *The Globe and Mail*.

7. **THIS COURT ORDERS** that the Newspaper Notice be and is hereby approved.

NOTICE SUFFICIENT

8. **THIS COURT ORDERS** that the publication of the Newspaper Notice, as provided for in paragraph 6 of this Order, and the delivery to the Creditors of the Claims Package as provided for in paragraph 3 of this Order and in accordance with paragraph 5 of this Order, shall constitute

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good and sufficient service and delivery of notice of this Order and notice of the Claims Bar Date on all Persons who may be entitled to receive notice and who may wish to assert Claims and that no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Order. Service shall be effective, in the case of mailing, three (3) Business Days after the date of mailing, in the case of service by courier, on the day after the courier package was sent, and in the case of service by fax or e-mail, on the day after the fax or e-mail was transmitted, unless such day is not a Business Day, or the fax or e-mail transmission was made after 5:00 p.m. (Toronto time), in which case, on the next Business Day.

FILING OF PROOFS OF CLAIM

9. **THIS COURT ORDERS** that the Receiver shall include the letter attached as **Schedule “A”** hereto as part of the Claims Package.

10. **THIS COURT ORDERS** that, except as otherwise provided herein and subject to paragraph 11 of this Order, each Creditor that asserts a Claim against the Applicant shall file a written Proof of Claim, in substantially the form attached as **Schedule “B”** hereto, so as to be received by the Receiver on or before the Claims Bar Date, by registered mail, personal delivery, courier or electronic or digital transmission.

11. **THIS COURT ORDERS** that, for greater certainty, Creditors who have separate Claims against each of the Applicant and Carriage Ridge Owners Association (“**Carriage Ridge**”) shall file both a Proof of Claim in respect of the Applicant in this proceeding and a separate proof of claim in the claims process approved in Carriage Ridge’s separate receivership proceeding before this Court (Court File No. CV-20-00640266-00CL).

12. **THIS COURT ORDERS** that a Proof of Claim shall be deemed timely filed only if sent by registered mail, personal delivery, courier or electronic or digital transmission so as to be actually received by the Receiver on or before the Claims Bar Date.

13. **THIS COURT ORDERS** that, in order for a Proof of Claim to be properly filed pursuant to this Order, said Proof of Claim shall be:

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- (a) written in the English or French language;
- (b) denominated in lawful Canadian currency; and
- (c) conform substantially with the Proof of Claim form attached as **Schedule "B"** to this Order.

14. **THIS COURT ORDERS** that Unaffected Claims shall not be subject to this Order and holders of Unaffected Claims shall not be required to file a Proof of Claim in respect of their Unaffected Claims.

CLAIMS BAR

15. **THIS COURT ORDERS** that any Creditor who fails to file a Proof of Claim in respect of a Claim in accordance with this Order on or before the Claims Bar Date, shall, subject to further Order of the Court or paragraph 27 of this Order:

- (a) be forever barred, estopped and enjoined from asserting or enforcing any Claim (or filing a Proof of Claim, as the case may be, with respect to such Claim) against the Applicant and such Claim shall be forever extinguished;
- (b) not be permitted to participate in any distribution in these proceedings on account of any such Claim; and
- (c) not be entitled to receive further notices in these proceedings.

DETERMINATION OF CLAIMS

16. **THIS COURT ORDERS** that the Receiver shall review each Proof of Claim received by the Claims Bar Date, and shall either accept, revise or reject the amount claimed or the information set forth therein.

Notices of Revision or Disallowance

17. **THIS COURT ORDERS** that if the Receiver disputes the amount of a Claim or the information set forth in a Proof of Claim, the Receiver may attempt to consensually resolve same

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with the Creditor, and/or send a Notice of Revision or Disallowance, in substantially the form attached as **Schedule "C"** hereto, to the Creditor by no later than May 31, 2021.

18. **THIS COURT ORDERS** that, if the Creditor does not dispute the Notice of Revision or Disallowance in accordance with paragraph 20 of this Order, then, subject to further order of this Court, the Notice of Revision or Disallowance shall be deemed to be accepted as final and binding.

19. **THIS COURT ORDERS** that if the Receiver does not deliver a Notice of Revision or Disallowance, in accordance with paragraph 17 of this Order, subject to further order of this Court, the amount of a claim or the information set forth in such Creditor's Proof of Claim shall be deemed to be accepted as final and binding.

Dispute Notices

20. **THIS COURT ORDERS** that any Creditor with a Claim who intends to dispute a Notice of Revision or Disallowance shall deliver a Dispute Notice, in substantially the form attached as **Schedule "D"** hereto, to the Receiver by 5:00 p.m. (Toronto time) on the day which is ten (10) calendar days after the date of the Notice of Revision or Disallowance.

21. **THIS COURT ORDERS** that if the Receiver does not receive a Dispute Notice with respect to a Notice of Revision or Disallowance, in accordance with paragraph 20 of this Order, then, subject to further order of this Court, the Notice of Revision or Disallowance shall be deemed to be accepted as final and binding.

22. **THIS COURT ORDERS** that upon receipt of a Dispute Notice, the Receiver shall notify such Creditor of its determination as soon as practicable and the Receiver may attempt to consensually resolve the amount of the Claim with the Creditor. If the Creditor disagrees with the Receiver's determination and any attempts to otherwise to resolve the dispute are unsuccessful, the Receiver will bring a motion for the Court's approval of a procedure to determine the disputed Claim, together with any other such disputed Claims.

NOTICES OF TRANSFEREES

23. **THIS COURT ORDERS** that if, after the earlier of:

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- (a) the date of filing a Proof of Claim; and
- (b) the Claims Bar Date,

the holder of a Claim, or any subsequent holder of same who has been acknowledged by the Applicant in respect thereof prior to January 6, 2021, transfers or assigns such Claim to another Person, the Receiver shall not be obliged to give notice to or to otherwise deal with the transferee or assignee of such Claim unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, have been delivered to the Receiver. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the Creditor in respect of such Claim, and shall be bound by notices given and steps taken in respect thereof in accordance with the provisions of this Order.

NOTICES AND COMMUNICATION

24. **THIS COURT ORDERS** that, except as otherwise provided herein, the Receiver may deliver the Claims Package, a Notice of Revision or Disallowance and any notice or other communication to be given under this Order to Creditors or other interested Persons and the same will be sufficiently given by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile transmission or email to such Creditors or other interested Persons at the address last shown on the books and records of the Applicant. Any such service and delivery shall be deemed to have been received: (a) if sent by ordinary mail or registered mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if delivered by facsimile transmission or email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

25. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, through the administration of the Claims Process, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/practice/practice->

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directions/toronto/eservice-commercial/) shall be valid and effective service. Subject to Rule 3.01(d) of the *Rules of Civil Procedure* and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective upon transmission.

26. **THIS COURT ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Receiver shall be in writing in substantially the same form, if any, provided for in this Order and will be sufficiently given only if delivered by registered mail, courier, personal delivery or electronic or digital transmission addressed to:

BDO Canada Limited,
in its capacity as Receiver of Carriage Hills Vacation Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Hills Claims

Email: BDOCarriageHills@bdo.ca

Any such notice or communication shall be deemed to be received upon actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

GENERAL

27. **THIS COURT ORDERS** that the Receiver may, in its discretion, generally or in individual circumstances, waive, in writing, the time limits imposed on any Creditor under this Order if the Receiver deems it advisable to do so (without prejudice to the requirement that all other Creditors comply with this Order) and, in so doing, may extend any related time period applicable to the Receiver by the same period of time.

28. **THIS COURT ORDERS** that, notwithstanding the terms of this Order, the Receiver may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or replace this Order.

29. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

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EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

30. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Receiver and its agents in carrying out the terms of this Order.

31. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

32. **THIS COURT ORDERS** that this Order and all of its provisions are effective from the as of 12:01 a.m. Eastern Standard Time on the date of this Order without any need for entry and filing.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

FEB 16 2021

PER / PAR:



SCHEDULE A

Instruction Letter for Completing the Proof of Claim in respect of Carriage Hills Vacation Owners Association (the “Applicant”)

A. Claims Procedure

By Order of the Ontario Superior Court of Justice (Commercial List) made February 16, 2021 pursuant to the *Courts of Justice Act*, R.S.O. 1990, c C.43 (the “**Claims Process and Bar Order**”), which is attached hereto, the Receiver has been authorized to conduct a claims process (the “**Claims Process**”).

This letter provides instructions for responding to or completing the enclosed Proof of Claim. Any capitalized terms not defined herein shall have the meaning ascribed thereto in the Claims Process and Bar Order.

The Claims Process is intended for any Person with any Claim of any kind or nature whatsoever against the Applicant, whether unliquidated, contingent or otherwise. Please review the Claims Process and Bar Order for the complete definition of “Claim”.

If you have any questions regarding the Claims Process, please contact the Court-appointed Receiver at the address provided below.

All notices and enquiries with respect to the Claims Process should be addressed to:

BDO Canada Limited,
in its capacity as Receiver of Carriage Hills Vacation Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Hills Claims

Email: BDOCarriageHills@bdo.ca

B. General Instructions for Completing the Proof of Claim

The Proof of Claim must be completed by an individual and not a corporation. An individual acting for a corporation or other person must state the capacity in which such individual is acting, such as “Credit Manager”, “Treasurer”, “Authorized Agent”, etc. The individual completing the Proof of Claim must have knowledge of the circumstances connected with the Claim. All Proofs of Claim must be signed, dated and witnessed.

A Statement of Account containing full details of the Claim must be attached to the Proof of Claim. The Proof of Claim should include all amounts owing to you for any goods or services provided to the Applicant before January 6, 2021.

If the Creditor holds a contingent or unliquidated Claim, reasons for the Claim must be provided in addition to the basis upon which the Claim has been valued.

If the Claim or a portion thereof has been sold or assigned, the name of the party purchasing the Claim, the amount of the Claim sold or assigned, as well as supporting documentation, must be attached to the Proof of Claim submitted. The Proof of Claim can be completed by either the original Creditor or by the assignee, but not both. Creditors and assignee(s) must determine amongst themselves who will file the Proof of Claim.

Creditors who, in addition to their Claims against the Applicant, also have claims against Carriage Ridge Owners Association (“**Carriage Ridge**”) must file a second, separate proof of claim in the claims process being conducted in Carriage Ridge’s receivership proceeding.

C. For Creditors Submitting a Proof of Claim

If you believe that you have a Claim against the Applicant you will have to file a Proof of Claim with the Receiver. ***THE PROOF OF CLAIM MUST BE RECEIVED BY 5:00 PM (TORONTO TIME) ON APRIL 15, 2021***, unless the Court orders otherwise.

Additional Proof of Claim forms can be obtained from the Receiver’s website at <https://www.bdo.ca/en-ca/extranets/carriage/> or by contacting the Receiver at the telephone and fax numbers indicated above and providing particulars as to your name, address and facsimile number. Once the Receiver has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

D. Timetable

Pursuant to the Claims Process and Bar Order, the following is the timetable for the Claims Process:

Action Item	Deadline
Creditor Submit Proof of Claim	April 15, 2021, 5:00 p.m.
Receiver send any Notice of Revision or Disallowance	May 31, 2021
Creditor deliver any Dispute Notice	Within 10 days of Notice of Revision or Disallowance
Receiver Determination as to Dispute Notice	As soon as practicable

SCHEDULE B

Proof of Claim in respect of Carriage Hills Vacation Owners Association (the “Applicant”)

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim. Defined terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the order dated February 16, 2021, as may be amended from time to time (the “**Claims Process and Bar Order**”). **Please type your response or print legibly. An electronic copy of this form may be accessed at <https://www.bdo.ca/en-ca/extranets/carriage/> .**

1. PARTICULARS OF CREDITOR

- (a) Full legal name of Creditor (include trade name, if different):

The full legal name should be the name of the Creditor of the Applicant, notwithstanding whether an assignment of its Claims, or a portion thereof, has occurred prior to or following January 6, 2021.

- (b) Full mailing address of the Creditor: (The mailing address should be the mailing address of the Creditor and not any assignee.)

- (c) Other contact information of the Creditor:

Telephone number: _____

Email address: _____

Facsimile number: _____

Attention: _____

Has the Claim(s), or a portion thereof, set out herein been sold, transferred or assigned by the Creditor to another party?

Yes:

No:

2. PARTICULARS OF ASSIGNEE(S) (IF APPLICABLE)

If the Claim(s) set out herein, or a portion thereof, has been sold, transferred or assigned, complete the required information set out below. If there is more than one assignee, please attach a separate sheet which contains all of the required information set out below for each assignee.

(d) Full legal name of the Assignee:

(e) Full mailing address of the Assignee:

(f) Other contact information of the Assignee:

Telephone number: _____

Email address: _____

Facsimile number: _____

Attention: _____

3. CERTIFICATION

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

(a) That I (check one box only):

am an Unsecured Creditor or assignee of Carriage Hills Vacation Owners Association; OR

am _____ of
(position or title)

_____ OR
(name of Unsecured Creditor or assignee of Carriage Hills Vacation Owners Association)

am a Secured Creditor or assignee of Carriage Hills Vacation Owners Association; OR

am _____ of
(position or title)

_____ OR
(name of Secured Creditor or assignee of Carriage Hills Vacation Owners Association)

(b) That I have knowledge of all the circumstances connected with the Claim described and set out herein;

(c) That Carriage Hills Vacation Owners Association was and still is indebted to the Creditor as follows (*include all Claims that you assert against the Applicant*):

\$ _____ [Insert \$ value of Claim] CAD

Note: Claims in a foreign currency are to be converted to Canadian Dollars at the Bank of Canada noon spot rate as of February 16, 2021.

4. PARTICULARS OF CLAIM

Other than as already set out herein, the particulars of the undersigned's total Claim against the Applicant are attached on a separate sheet.

Provide all particulars of the Claim and supporting documentation, including copy of related contract, amount, description of transaction(s) or agreement(s) giving rise to the Claim, including, without limitation, the amount of invoices and the particulars of all credits and discounts claimed including calculation as necessary and, in the case of a Secured Claim, provide all particulars and documentation of the security held.

5. FILING OF CLAIM

This Proof of Claim form must be received by the Receiver by no later than 5:00 p.m. (Toronto time) on the Claims Bar Date of April 15, 2021, by either registered mail, personal delivery, courier or electronic or digital transmission at the following address:

BDO Canada Limited,
in its capacity as Receiver of Carriage Hills Vacation Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Hills Claims

Email: BDOCarrriageHills@bdo.ca

Failure to file your Proof of Claim and any required documentation as directed in relation to any Claim by 5:00 p.m. (Toronto time) on April 15, 2021 will result in your claim being forever barred and extinguished and you will be prohibited from making or enforcing a Claim against the Applicant and shall not be entitled to further notice or distribution, if any, and shall not be entitled to participate as a creditor in these proceedings.

6. UNAFFECTED CLAIMS

No Person needs to file a claim in respect of an Unaffected Claim.

DATED this _____ day of _____, 2021.

Witness:

Per: _____
Print Name: _____
Print Title: _____

SCHEDULE C
Notice of Revision or Disallowance in respect of Carriage Hills Vacation Owners Association (“the Applicant”)

Name of Creditor: _____

Reference #: _____

Defined terms not defined within this Notice of Revision or Disallowance form have the meaning ascribed thereto in the Claims Process and Bar Order dated February 16, 2021. Pursuant to paragraph 17 of the Claims Process and Bar Order, BDO Canada Limited, in its capacity as Receiver of the Applicant, hereby gives you notice that it has reviewed your Proof of Claim and has revised or rejected your Claim as follows:

(A) Revisions or Disallowance:

	Proof of Claim as Submitted	The Revised Claim as Accepted
Pre-Filing Claim arising prior to January 6, 2021		
Receivership Claim arising on or after January 6, 2021		

(B) Reason for the Revision or Disallowance:

IF YOU DO NOT AGREE WITH THIS NOTICE OF REVISION OR DISALLOWANCE, PLEASE TAKE NOTICE OF THE FOLLOWING:

1. If you intend to dispute this Notice of Revision or Disallowance you must, in relation to a Proof of Claim, *no later than 5:00 p.m. (Toronto time) on the day which is ten (10) calendar days after the date of the Notice of Revision or Disallowance*, deliver a Dispute Notice by registered mail, personal service, courier or electronic or digital transmission to the addresses indicated hereon. The form of Dispute Notice is attached to this Notice.
2. If you do not deliver a Dispute Notice, the amount of your Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

Address for Service of Dispute Notices:

BDO Canada Limited,
in its capacity as Receiver of Carriage Hills Vacation Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Hills Claims

Email: BDOCarriageHills@bdo.ca

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIODS, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

DATED this _____ day of _____, 2021.

BDO CANADA LIMITED, in its capacity as Court-appointed Receiver of Carriage Hills Vacation Owners Association and the Carriage Hills Resort, and not in its corporate or personal capacity

SCHEDULE D

Dispute Notice in respect of Carriage Hills Vacation Owners Association (the "Applicant")

Defined terms not defined within this Dispute Notice form have the meaning ascribed thereto in the Claims Process and Bar Order dated February 16, 2021. Pursuant to paragraph 20 of the Claims Process and Bar Order, we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number _____ and dated _____ issued by BDO Canada Limited in its capacity as Receiver of the Applicant in respect of our Claim.

Name of Creditor: _____

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

Signature of Individual/Authorized Signing Officer: _____

Date: _____

(Please print name) _____

Telephone Number: () _____ Facsimile Number: () _____

Full Mailing Address: _____

THIS FORM AND SUPPORTING DOCUMENTATION MUST BE RETURNED BY REGISTERED MAIL, PERSONAL SERVICE, COURIER OR ELECTRONIC OR DIGITAL TRANSMISSION TO THE ADDRESS INDICATED HEREIN AND MUST BE RECEIVED BY NO LATER THAN 5:00 P.M. (TORONTO TIME) ON THE DAY WHICH IS TEN (10) CALENDAR DAYS AFTER THE DATE OF THE NOTICE OF REVISION OR DISALLOWANCE.

Address for Service of Dispute Notices:

BDO Canada Limited,
in its capacity as Receiver of Carriage Hills Vacation Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Hills Claims

Email: BDOCarriageHills@bdo.ca

SCHEDULE E

Notice to Creditors of Carriage Hills Vacation Owners Association

RE: NOTICE OF CLAIMS PROCESS FOR CARRIAGE HILLS VACATION OWNERS ASSOCIATION (the "Applicant") IN THE APPLICANT'S RECEIVERSHIP PROCEEDING

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Superior Court of Justice of Ontario dated February 16, 2021 (the "Order") establishing a process for determining the amount of Claims (as defined in the Order) against the Applicant. The Court has ordered that the Receiver send Proof of Claim forms to certain creditors of the Applicant. Any person who has not received a Proof of Claim form and who believes that they have a Claim against the Applicant, which claim arose prior to January 6, 2021 or arose on or after January 6, 2021 and relates to the receivership of the Applicant, should send a completed Proof of Claim to the Receiver to be received by no later than 5:00 p.m. (Toronto time) on April 15, 2021 (the "Claims Bar Date").

CLAIMS WHICH ARE NOT RECEIVED BY THE RECEIVER BY THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Creditors who have not received a Proof of Claim may obtain a Proof of Claims package from the website of BDO Canada Limited, the Court-appointed Receiver of the Applicant, at <https://www.bdo.ca/en-ca/extranets/carriage/> or by contacting Ms. Mithushaa Berinpalingam (mberinpalingam@bdo.ca).

DATED at _____ this _____ day of _____, 2021.

IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O

AND IN THE MATTERS OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE HILLS VACATIONS OWNERS ASSOCIATION

Applicant

Court File No. CV-20-0064026-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**CLAIMS PROCESS AND BAR
ORDER**

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, Ontario M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)
Tel: (416) 865-3085
E-mail: smitra@airdberlis.com

Sam Babe (LSO # 49498B)
Tel: (416) 865-7718
E-mail: sbabe@airdberlis.com

Fax (416) 863-1515

*Lawyers for BDO Canada Limited in its capacity as
the court-appointed Receiver of Carriage Hills
Vacation Owners Association*

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM	)	TUESDAY, THE 16 TH DAY
)	
JUSTICE CONWAY	)	OF FEBRUARY, 2021



IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF **CARRIAGE RIDGE OWNERS
ASSOCIATION**

CLAIMS PROCESS AND BAR ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as receiver (in such capacity, the “**Receiver**”) over all of the assets, properties and undertakings of Carriage Ridge Owners Association (the “**Applicant**”) and all the lands and premises on which the Applicant operated the Carriage Ridge Resort (the “**Resort Property**”), appointed by Order of the Court with effect as of January 6, 2021 (the “**Receivership Order**”), for an Order approving a claims process, was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Receiver dated February 5, 2021 (the “**Motion Record**”), First Report of the Receiver dated February 5, 2021 (the “**First Report**”), and on hearing the submissions of counsel for the Receiver, counsel for Wyndham Worldwide Corporation, and counsel for Lori Smith and Karen Levins and the submissions of Christopher Diana, no one else appearing for any other parties on the Service List, although duly served as appears from the affidavit of service of Christine Doyle sworn February 7, 2021,

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SERVICE

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record be and is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **“Administration Order”** means the Order of the Court made May 15, 2020, among other things, appointing BDO as administrator of the Applicant;
- (b) **“BIA”** means the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3;
- (c) **“Business Day”** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (d) **“Claim”** means:
 - (i) any debt or liability, present or future, to which the Applicant was subject on January 6, 2021 or to which the Applicant may become subject before the Receiver’s discharge by reason of any obligation incurred before January 6, 2021, including, without limitation, a Secured Claim, but excluding any Unaffected Claim;
 - (ii) without limitation to (i) above, any claim that may be raised by way of counter-claim against the Applicant by a Subject Member in response to a Receiver’s Claim, as such terms are defined in the Receiver’s Collection Plan Order made the date of this Order; and
 - (iii) any claim against any past or present director or officer of the Applicant;
- (e) **“Claims Bar Date”** means April 15, 2021;

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- (f) “**Claims Package**” means a package including the Instruction Letter and the Proof of Claim Form;
- (g) “**Creditor**” means a Person having a Claim, and includes a Person having a Secured Claim;
- (h) “**CJA**” means the *Courts of Justice Act*, R.S.O. 1990, c C.43, as amended;
- (i) “**Court**” means the Ontario Superior Court of Justice (Commercial List);
- (j) “**Dispute Notice**” means the notice, referred to in paragraph 20 hereof substantially in the form attached as **Schedule “D”** hereto, to be sent by a Creditor who has received, and disputes, a Notice of Revision or Disallowance;
- (k) “**Instruction Letter**” means the instruction letter to Creditors, substantially in the form attached as **Schedule “A”** hereto, regarding the completion of a Proof of Claim;
- (l) “**Member**” means a member of the Applicant;
- (m) “**Notice of Revision or Disallowance**” means the notice referred to in paragraph 17 hereof, substantially in the form attached as **Schedule “C”** hereto, to be sent by the Receiver where it disputes the amount of a Creditor’s Claim or the information set forth in such Creditor’s Proof of Claim;
- (n) “**Person**” means any individual, corporation, firm, limited or unlimited liability company, general or limited partnership, association (incorporated or unincorporated), trust, unincorporated organization, joint venture, trade union, government authority or any agency, regulatory body or officer thereof or any other entity, wherever situate or domiciled, and whether or not having legal status, and whether acting on their own or in a representative capacity;
- (o) “**Proof of Claim**” means a proof of claim, as referred to in paragraph 10 hereof, substantially in the form attached as **Schedule “B”** hereto, submitted or to be

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submitted by a Creditor to the Receiver in respect of such Creditor's Claim against the Applicant, in accordance with the Order;

- (p) "**Protocol**" means the E-Service Protocol of the Commercial List;
- (q) "**Receiver's Website**" means the website maintained by the Receiver at the following URL: <https://www.bdo.ca/en-ca/extranets/carriage/>;
- (r) "**Secured Claim**" means a Claim secured by a mortgage, hypothec, pledge, charge or lien on or against the property of the Applicant or any part of that property as security for a debt due or accruing due from the Applicant, or a Claim based on, or secured by, a negotiable instrument held as collateral security and on which the Applicant is only indirectly or secondarily liable; and
- (s) "**Secured Creditor**" means a Creditor holding a Secured Claim;
- (t) "**Unaffected Claim**" means any claim:
 - (i) secured by the Administration Charge, as such term is defined in the Administration Order; or
 - (ii) secured by the Receiver's Charge or the Receiver's Borrowings Charge, as such terms are defined in the Receivership Order; or
 - (iii) against the Resort Property or against any against Member in respect of any mortgage or charge granted by such Member against their ownership interest in the Resort Property; and
- (u) "**Unsecured Creditor**" means a Creditor holding a Claim that is not a Secured Claim.

NOTICE OF CLAIMS

3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to send a copy of the Claim Package, by ordinary mail or email as soon as practicable and, in any

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event, by no later than February 26, 2021, to each Person listed on the Receiver's BIA section 245 notice, including, without limitation:

- (a) All known Creditors, including, those Creditors which the books and records of the Applicant disclose are owed monies by the Applicant, and which monies remain unpaid in whole or in part;
- (b) any Person who commenced a legal proceeding in any court or tribunal in respect of a cause of action which arose prior to May 15, 2020, and which was served on the Applicant; and
- (c) the Canada Revenue Agency.

4. **THIS COURT ORDERS** that the Receiver shall cause a copy of the Claims Package to be posted on the Receiver's website (www.bdo.ca/en-ca/extranets/carriage/) as soon as practicable after the granting of this Order.

5. **THIS COURT ORDERS** that the Receiver shall dispatch by email, ordinary mail or courier, as soon as practicable following receipt of a request therefor, a copy of the Claims Package to any Person claiming to be a Creditor and requesting such material.

PUBLICATION OF NEWSPAPER NOTICE

6. **THIS COURT ORDERS** that as soon as practicable and, in any event, by no later than five (5) Business Days after the issuance of this Order, the notice of this Order, in substantially the form attached as **Schedule "E"** hereto (the "**Newspaper Notice**"), shall be published once by the Receiver in the national edition of *The Globe and Mail*.

7. **THIS COURT ORDERS** that the Newspaper Notice be and is hereby approved.

NOTICE SUFFICIENT

8. **THIS COURT ORDERS** that the publication of the Newspaper Notice, as provided for in paragraph 6 of this Order, and the delivery to the Creditors of the Claims Package as provided for in paragraph 3 of this Order and in accordance with paragraph 5 of this Order, shall constitute

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good and sufficient service and delivery of notice of this Order and notice of the Claims Bar Date on all Persons who may be entitled to receive notice and who may wish to assert Claims and that no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Order. Service shall be effective, in the case of mailing, three (3) Business Days after the date of mailing, in the case of service by courier, on the day after the courier package was sent, and in the case of service by fax or e-mail, on the day after the fax or e-mail was transmitted, unless such day is not a Business Day, or the fax or e-mail transmission was made after 5:00 p.m. (Toronto time), in which case, on the next Business Day.

FILING OF PROOFS OF CLAIM

9. **THIS COURT ORDERS** that the Receiver shall include the letter attached as **Schedule “A”** hereto as part of the Claims Package.

10. **THIS COURT ORDERS** that, except as otherwise provided herein and subject to paragraph 11 of this Order, each Creditor that asserts a Claim against the Applicant shall file a written Proof of Claim, in substantially the form attached as **Schedule “B”** hereto, so as to be received by the Receiver on or before the Claims Bar Date, by registered mail, personal delivery, courier or electronic or digital transmission.

11. **THIS COURT ORDERS** that, for greater certainty, Creditors who have separate Claims against each of the Applicant and Carriage Ridge Owners Association (“**Carriage Ridge**”) shall file both a Proof of Claim in respect of the Applicant in this proceeding and a separate proof of claim in the claims process approved in Carriage Ridge’s separate receivership proceeding before this Court (Court File No. CV-20-00640266-00CL).

12. **THIS COURT ORDERS** that a Proof of Claim shall be deemed timely filed only if sent by registered mail, personal delivery, courier or electronic or digital transmission so as to be actually received by the Receiver on or before the Claims Bar Date.

13. **THIS COURT ORDERS** that, in order for a Proof of Claim to be properly filed pursuant to this Order, said Proof of Claim shall be:

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- (a) written in the English or French language;
- (b) denominated in lawful Canadian currency; and
- (c) conform substantially with the Proof of Claim form attached as **Schedule "B"** to this Order.

14. **THIS COURT ORDERS** that Unaffected Claims shall not be subject to this Order and holders of Unaffected Claims shall not be required to file a Proof of Claim in respect of their Unaffected Claims.

CLAIMS BAR

15. **THIS COURT ORDERS** that any Creditor who fails to file a Proof of Claim in respect of a Claim in accordance with this Order on or before the Claims Bar Date, shall, subject to further Order of the Court or paragraph 27 of this Order:

- (a) be forever barred, estopped and enjoined from asserting or enforcing any Claim (or filing a Proof of Claim, as the case may be, with respect to such Claim) against the Applicant and such Claim shall be forever extinguished;
- (b) not be permitted to participate in any distribution in these proceedings on account of any such Claim; and
- (c) not be entitled to receive further notices in these proceedings.

DETERMINATION OF CLAIMS

16. **THIS COURT ORDERS** that the Receiver shall review each Proof of Claim received by the Claims Bar Date, and shall either accept, revise or reject the amount claimed or the information set forth therein.

Notices of Revision or Disallowance

17. **THIS COURT ORDERS** that if the Receiver disputes the amount of a Claim or the information set forth in a Proof of Claim, the Receiver may attempt to consensually resolve same

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with the Creditor, and/or send a Notice of Revision or Disallowance, in substantially the form attached as **Schedule “C”** hereto, to the Creditor by no later than May 31, 2021.

18. **THIS COURT ORDERS** that, if the Creditor does not dispute the Notice of Revision or Disallowance in accordance with paragraph 20 of this Order, then, subject to further order of this Court, the Notice of Revision or Disallowance shall be deemed to be accepted as final and binding.

19. **THIS COURT ORDERS** that if the Receiver does not deliver a Notice of Revision or Disallowance, in accordance with paragraph 17 of this Order, subject to further order of this Court, the amount of a claim or the information set forth in such Creditor’s Proof of Claim shall be deemed to be accepted as final and binding.

Dispute Notices

20. **THIS COURT ORDERS** that any Creditor with a Claim who intends to dispute a Notice of Revision or Disallowance shall deliver a Dispute Notice, in substantially the form attached as **Schedule “D”** hereto, to the Receiver by 5:00 p.m. (Toronto time) on the day which is ten (10) calendar days after the date of the Notice of Revision or Disallowance.

21. **THIS COURT ORDERS** that if the Receiver does not receive a Dispute Notice with respect to a Notice of Revision or Disallowance, in accordance with paragraph 20 of this Order, then, subject to further order of this Court, the Notice of Revision or Disallowance shall be deemed to be accepted as final and binding.

22. **THIS COURT ORDERS** that upon receipt of a Dispute Notice, the Receiver shall notify such Creditor of its determination as soon as practicable and the Receiver may attempt to consensually resolve the amount of the Claim with the Creditor. If the Creditor disagrees with the Receiver’s determination and any attempts to otherwise to resolve the dispute are unsuccessful, the Receiver will bring a motion for the Court’s approval of a procedure to determine the disputed Claim, together with any other such disputed Claims.

NOTICES OF TRANSFEREES

23. **THIS COURT ORDERS** that if, after the earlier of:

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- (a) the date of filing a Proof of Claim; and
- (b) the Claims Bar Date,

the holder of a Claim, or any subsequent holder of same who has been acknowledged by the Applicant in respect thereof prior to January 6, 2021, transfers or assigns such Claim to another Person, the Receiver shall not be obliged to give notice to or to otherwise deal with the transferee or assignee of such Claim unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, have been delivered to the Receiver. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the Creditor in respect of such Claim, and shall be bound by notices given and steps taken in respect thereof in accordance with the provisions of this Order.

NOTICES AND COMMUNICATION

24. **THIS COURT ORDERS** that, except as otherwise provided herein, the Receiver may deliver the Claims Package, a Notice of Revision or Disallowance and any notice or other communication to be given under this Order to Creditors or other interested Persons and the same will be sufficiently given by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile transmission or email to such Creditors or other interested Persons at the address last shown on the books and records of the Applicant. Any such service and delivery shall be deemed to have been received: (a) if sent by ordinary mail or registered mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if delivered by facsimile transmission or email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

25. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, through the administration of the Claims Process, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/practice/practice->

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directions/toronto/eservice-commercial/) shall be valid and effective service. Subject to Rule 3.01(d) of the *Rules of Civil Procedure* and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective upon transmission.

26. **THIS COURT ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Receiver shall be in writing in substantially the same form, if any, provided for in this Order and will be sufficiently given only if delivered by registered mail, courier, personal delivery or electronic or digital transmission addressed to:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOPCarriageRidge@bdo.ca

Any such notice or communication shall be deemed to be received upon actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

GENERAL

27. **THIS COURT ORDERS** that the Receiver may, in its discretion, generally or in individual circumstances, waive, in writing, the time limits imposed on any Creditor under this Order if the Receiver deems it advisable to do so (without prejudice to the requirement that all other Creditors comply with this Order) and, in so doing, may extend any related time period applicable to the Receiver by the same period of time.

28. **THIS COURT ORDERS** that, notwithstanding the terms of this Order, the Receiver may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or replace this Order.

29. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

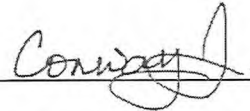
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EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

30. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Receiver and its agents in carrying out the terms of this Order.

31. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

32. **THIS COURT ORDERS** that this Order and all of its provisions are effective from the as of 12:01 a.m. Eastern Standard Time on the date of this Order without any need for entry and filing.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

FEB 16 2021

PER / PAR:



SCHEDULE A

Instruction Letter for Completing the Proof of Claim in respect of Carriage Ridge Owners Association (the “Applicant”)

A. Claims Procedure

By Order of the Ontario Superior Court of Justice (Commercial List) made February 16, 2021 pursuant to the *Courts of Justice Act*, R.S.O. 1990, c C.43 (the “**Claims Process and Bar Order**”), which is attached hereto, the Receiver has been authorized to conduct a claims process (the “**Claims Process**”).

This letter provides instructions for responding to or completing the enclosed Proof of Claim. Any capitalized terms not defined herein shall have the meaning ascribed thereto in the Claims Process and Bar Order.

The Claims Process is intended for any Person with any Claim of any kind or nature whatsoever against the Applicant, whether unliquidated, contingent or otherwise. Please review the Claims Process and Bar Order for the complete definition of “Claim”.

If you have any questions regarding the Claims Process, please contact the Court-appointed Receiver at the address provided below.

All notices and enquiries with respect to the Claims Process should be addressed to:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

B. General Instructions for Completing the Proof of Claim

The Proof of Claim must be completed by an individual and not a corporation. An individual acting for a corporation or other person must state the capacity in which such individual is acting, such as “Credit Manager”, “Treasurer”, “Authorized Agent”, etc. The individual completing the Proof of Claim must have knowledge of the circumstances connected with the Claim. All Proofs of Claim must be signed, dated and witnessed.

A Statement of Account containing full details of the Claim must be attached to the Proof of Claim. The Proof of Claim should include all amounts owing to you for any goods or services provided to the Applicant before January 6, 2021.

If the Creditor holds a contingent or unliquidated Claim, reasons for the Claim must be provided in addition to the basis upon which the Claim has been valued.

If the Claim or a portion thereof has been sold or assigned, the name of the party purchasing the Claim, the amount of the Claim sold or assigned, as well as supporting documentation, must be attached to the Proof of Claim submitted. The Proof of Claim can be completed by either the original Creditor or by the assignee, but not both. Creditors and assignee(s) must determine amongst themselves who will file the Proof of Claim.

Creditors who, in addition to their Claims against the Applicant, also have claims against Carriage Ridge Owners Association (“**Carriage Ridge**”) must file a second, separate proof of claim in the claims process being conducted in Carriage Ridge’s receivership proceeding.

C. For Creditors Submitting a Proof of Claim

If you believe that you have a Claim against the Applicant you will have to file a Proof of Claim with the Receiver. ***THE PROOF OF CLAIM MUST BE RECEIVED BY 5:00 PM (TORONTO TIME) ON APRIL 15, 2021***, unless the Court orders otherwise.

Additional Proof of Claim forms can be obtained from the Receiver’s website at <https://www.bdo.ca/en-ca/extranets/carriage/> or by contacting the Receiver at the telephone and fax numbers indicated above and providing particulars as to your name, address and facsimile number. Once the Receiver has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

D. Timetable

Pursuant to the Claims Process and Bar Order, the following is the timetable for the Claims Process:

Action Item	Deadline
Creditor Submit Proof of Claim	April 15, 2021, 5:00 p.m.
Receiver send any Notice of Revision or Disallowance	May 31, 2021
Creditor deliver any Dispute Notice	Within 10 days of Notice of Revision or Disallowance
Receiver Determination as to Dispute Notice	As soon as practicable

SCHEDULE B

Proof of Claim in respect of Carriage Ridge Owners Association (the “Applicant”)

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim. Defined terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the order dated February 16, 2021, as may be amended from time to time (the “**Claims Process and Bar Order**”). **Please type your response or print legibly. An electronic copy of this form may be accessed at <https://www.bdo.ca/en-ca/extranets/carriage/>.**

1. PARTICULARS OF CREDITOR

- (a) Full legal name of Creditor (include trade name, if different):

The full legal name should be the name of the Creditor of the Applicant, notwithstanding whether an assignment of its Claims, or a portion thereof, has occurred prior to or following January 6, 2021.

- (b) Full mailing address of the Creditor: (The mailing address should be the mailing address of the Creditor and not any assignee.)

- (c) Other contact information of the Creditor:

Telephone number: _____
 Email address: _____
 Facsimile number: _____
 Attention: _____

Has the Claim(s), or a portion thereof, set out herein been sold, transferred or assigned by the Creditor to another party?

Yes:

No:

2. PARTICULARS OF ASSIGNEE(S) (IF APPLICABLE)

If the Claim(s) set out herein, or a portion thereof, has been sold, transferred or assigned, complete the required information set out below. If there is more than one assignee, please attach a separate sheet which contains all of the required information set out below for each assignee.

(d) Full legal name of the Assignee:

(e) Full mailing address of the Assignee:

(f) Other contact information of the Assignee:

Telephone number: _____

Email address: _____

Facsimile number: _____

Attention: _____

3. CERTIFICATION

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

(a) That I (check one box only):

am an Unsecured Creditor or assignee of Carriage Ridge Owners Association; OR

am _____ of
(position or title)

(name of Unsecured Creditor or assignee of Carriage Ridge Owners Association) OR

am a Secured Creditor or assignee of Carriage Ridge Owners Association; OR

am _____ of
(position or title)

(name of Secured Creditor or assignee of Carriage Ridge Owners Association) OR

(b) That I have knowledge of all the circumstances connected with the Claim described and set out herein;

(c) That Carriage Ridge Owners Association was and still is indebted to the Creditor as follows (*include all Claims that you assert against the Applicant*):

\$ _____ [Insert \$ value of Claim] CAD

Note: Claims in a foreign currency are to be converted to Canadian Dollars at the Bank of Canada noon spot rate as of February 16, 2021.

4. PARTICULARS OF CLAIM

Other than as already set out herein, the particulars of the undersigned's total Claim against the Applicant are attached on a separate sheet.

Provide all particulars of the Claim and supporting documentation, including copy of related contract, amount, description of transaction(s) or agreement(s) giving rise to the Claim, including, without limitation, the amount of invoices and the particulars of all credits and discounts claimed including calculation as necessary and, in the case of a Secured Claim, provide all particulars and documentation of the security held.

5. FILING OF CLAIM

This Proof of Claim form must be received by the Receiver by no later than 5:00 p.m. (Toronto time) on the Claims Bar Date of April 15, 2021, by either registered mail, personal delivery, courier or electronic or digital transmission at the following address:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

Failure to file your Proof of Claim and any required documentation as directed in relation to any Claim by 5:00 p.m. (Toronto time) on April 15, 2021 will result in your claim being forever barred and extinguished and you will be prohibited from making or enforcing a Claim against the Applicant and shall not be entitled to further notice or distribution, if any, and shall not be entitled to participate as a creditor in these proceedings.

6. UNAFFECTED CLAIMS

No Person needs to file a claim in respect of an Unaffected Claim.

DATED this _____ day of _____, 2021.

Witness:

Per: _____

Print Name: _____

Print Title: _____

SCHEDULE C**Notice of Revision or Disallowance in respect of Carriage Ridge Owners Association (“the Applicant”)**

Name of Creditor: _____

Reference #: _____

Defined terms not defined within this Notice of Revision or Disallowance form have the meaning ascribed thereto in the Claims Process and Bar Order dated February 16, 2021. Pursuant to paragraph 17 of the Claims Process and Bar Order, BDO Canada Limited, in its capacity as Receiver of the Applicant, hereby gives you notice that it has reviewed your Proof of Claim and has revised or rejected your Claim as follows:

(A) Revisions or Disallowance:

	Proof of Claim as Submitted	The Revised Claim as Accepted
Pre-Filing Claim arising prior to January 6, 2021		
Receivership Claim arising on or after January 6, 2021		

(B) Reason for the Revision or Disallowance:

IF YOU DO NOT AGREE WITH THIS NOTICE OF REVISION OR DISALLOWANCE, PLEASE TAKE NOTICE OF THE FOLLOWING:

1. If you intend to dispute this Notice of Revision or Disallowance you must, in relation to a Proof of Claim, *no later than 5:00 p.m. (Toronto time) on the day which is ten (10) calendar days after the date of the Notice of Revision or Disallowance*, deliver a Dispute Notice by registered mail, personal service, courier or electronic or digital transmission to the addresses indicated hereon. The form of Dispute Notice is attached to this Notice.
2. If you do not deliver a Dispute Notice, the amount of your Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

Address for Service of Dispute Notices:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIODS, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

DATED this _____ day of _____, 2021.

BDO CANADA LIMITED, in its capacity as Court-appointed Receiver of Carriage Ridge Owners Association and the Carriage Ridge Resort, and not in its corporate or personal capacity

SCHEDULE D

Dispute Notice in respect of Carriage Ridge Owners Association (the "Applicant")

Defined terms not defined within this Dispute Notice form have the meaning ascribed thereto in the Claims Process and Bar Order dated February 16, 2021. Pursuant to paragraph 20 of the Claims Process and Bar Order, we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number _____ and dated _____ issued by BDO Canada Limited in its capacity as Receiver of the Applicant in respect of our Claim.

Name of Creditor: _____

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

Signature of Individual/Authorized Signing Officer: _____

Date: _____

(Please print name) _____

Telephone Number: () _____ Facsimile Number: () _____

Full Mailing Address: _____

THIS FORM AND SUPPORTING DOCUMENTATION MUST BE RETURNED BY REGISTERED MAIL, PERSONAL SERVICE, COURIER OR ELECTRONIC OR DIGITAL TRANSMISSION TO THE ADDRESS INDICATED HEREIN AND MUST BE RECEIVED BY NO LATER THAN 5:00 P.M. (TORONTO TIME) ON THE DAY WHICH IS TEN (10) CALENDAR DAYS AFTER THE DATE OF THE NOTICE OF REVISION OR DISALLOWANCE.

Address for Service of Dispute Notices:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

SCHEDULE E

Notice to Creditors of Carriage Ridge Owners Association

RE: NOTICE OF CLAIMS PROCESS FOR CARRIAGE RIDGE OWNERS ASSOCIATION (the "Applicant") IN THE APPLICANT'S RECEIVERSHIP PROCEEDING

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Superior Court of Justice of Ontario dated February 16, 2021 (the "Order") establishing a process for determining the amount of Claims (as defined in the Order) against the Applicant. The Court has ordered that the Receiver send Proof of Claim forms to certain creditors of the Applicant. Any person who has not received a Proof of Claim form and who believes that they have a Claim against the Applicant, which claim arose prior to January 6, 2021 or arose on or after January 6, 2021 and relates to the receivership of the Applicant, should send a completed Proof of Claim to the Receiver to be received by no later than 5:00 p.m. (Toronto time) on April 15, 2021 (the "Claims Bar Date").

CLAIMS WHICH ARE NOT RECEIVED BY THE RECEIVER BY THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Creditors who have not received a Proof of Claim may obtain a Proof of Claims package from the website of BDO Canada Limited, the Court-appointed Receiver of the Applicant, at <https://www.bdo.ca/en-ca/extranets/carriage/> or by contacting Ms. Mithushaa Berinpalingam (mberinpalingam@bdo.ca).

DATED at _____ this _____ day of _____, 2021.

Applicant

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**CLAIMS PROCESS AND BAR
ORDER**

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, Ontario M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)
Tel: (416) 865-3085
E-mail: smitra@airdberlis.com

Sam Babe (LSO # 49498B)
Tel: (416) 865-7718
E-mail: sbabe@airdberlis.com

Fax (416) 863-1515

*Lawyers for BDO Canada Limited in its capacity as
the court-appointed Receiver of Carriage Ridge
Owners Association*

APPENDIX F

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM	)	TUESDAY, THE 16 TH DAY
)	
JUSTICE CONWAY	)	OF FEBRUARY, 2021



IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990, c. C.43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION
PROCEEDINGS OF **CARRIAGE RIDGE OWNERS
ASSOCIATION**

CLAIMS PROCESS AND BAR ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”), in its capacity as receiver (in such capacity, the “**Receiver**”) over all of the assets, properties and undertakings of Carriage Ridge Owners Association (the “**Applicant**”) and all the lands and premises on which the Applicant operated the Carriage Ridge Resort (the “**Resort Property**”), appointed by Order of the Court with effect as of January 6, 2021 (the “**Receivership Order**”), for an Order approving a claims process, was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Receiver dated February 5, 2021 (the “**Motion Record**”), First Report of the Receiver dated February 5, 2021 (the “**First Report**”), and on hearing the submissions of counsel for the Receiver, counsel for Wyndham Worldwide Corporation, and counsel for Lori Smith and Karen Levins and the submissions of Christopher Diana, no one else appearing for any other parties on the Service List, although duly served as appears from the affidavit of service of Christine Doyle sworn February 7, 2021,

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SERVICE

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record be and is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **“Administration Order”** means the Order of the Court made May 15, 2020, among other things, appointing BDO as administrator of the Applicant;
- (b) **“BIA”** means the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3;
- (c) **“Business Day”** means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
- (d) **“Claim”** means:
 - (i) any debt or liability, present or future, to which the Applicant was subject on January 6, 2021 or to which the Applicant may become subject before the Receiver’s discharge by reason of any obligation incurred before January 6, 2021, including, without limitation, a Secured Claim, but excluding any Unaffected Claim;
 - (ii) without limitation to (i) above, any claim that may be raised by way of counter-claim against the Applicant by a Subject Member in response to a Receiver’s Claim, as such terms are defined in the Receiver’s Collection Plan Order made the date of this Order; and
 - (iii) any claim against any past or present director or officer of the Applicant;
- (e) **“Claims Bar Date”** means April 15, 2021;

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- (f) “**Claims Package**” means a package including the Instruction Letter and the Proof of Claim Form;
- (g) “**Creditor**” means a Person having a Claim, and includes a Person having a Secured Claim;
- (h) “**CJA**” means the *Courts of Justice Act*, R.S.O. 1990, c C.43, as amended;
- (i) “**Court**” means the Ontario Superior Court of Justice (Commercial List);
- (j) “**Dispute Notice**” means the notice, referred to in paragraph 20 hereof substantially in the form attached as **Schedule “D”** hereto, to be sent by a Creditor who has received, and disputes, a Notice of Revision or Disallowance;
- (k) “**Instruction Letter**” means the instruction letter to Creditors, substantially in the form attached as **Schedule “A”** hereto, regarding the completion of a Proof of Claim;
- (l) “**Member**” means a member of the Applicant;
- (m) “**Notice of Revision or Disallowance**” means the notice referred to in paragraph 17 hereof, substantially in the form attached as **Schedule “C”** hereto, to be sent by the Receiver where it disputes the amount of a Creditor’s Claim or the information set forth in such Creditor’s Proof of Claim;
- (n) “**Person**” means any individual, corporation, firm, limited or unlimited liability company, general or limited partnership, association (incorporated or unincorporated), trust, unincorporated organization, joint venture, trade union, government authority or any agency, regulatory body or officer thereof or any other entity, wherever situate or domiciled, and whether or not having legal status, and whether acting on their own or in a representative capacity;
- (o) “**Proof of Claim**” means a proof of claim, as referred to in paragraph 10 hereof, substantially in the form attached as **Schedule “B”** hereto, submitted or to be

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submitted by a Creditor to the Receiver in respect of such Creditor's Claim against the Applicant, in accordance with the Order;

- (p) “**Protocol**” means the E-Service Protocol of the Commercial List;
- (q) “**Receiver's Website**” means the website maintained by the Receiver at the following URL: <https://www.bdo.ca/en-ca/extranets/carriage/>;
- (r) “**Secured Claim**” means a Claim secured by a mortgage, hypothec, pledge, charge or lien on or against the property of the Applicant or any part of that property as security for a debt due or accruing due from the Applicant, or a Claim based on, or secured by, a negotiable instrument held as collateral security and on which the Applicant is only indirectly or secondarily liable; and
- (s) “**Secured Creditor**” means a Creditor holding a Secured Claim;
- (t) “**Unaffected Claim**” means any claim:
 - (i) secured by the Administration Charge, as such term is defined in the Administration Order; or
 - (ii) secured by the Receiver's Charge or the Receiver's Borrowings Charge, as such terms are defined in the Receivership Order; or
 - (iii) against the Resort Property or against any against Member in respect of any mortgage or charge granted by such Member against their ownership interest in the Resort Property; and
- (u) “**Unsecured Creditor**” means a Creditor holding a Claim that is not a Secured Claim.

NOTICE OF CLAIMS

3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to send a copy of the Claim Package, by ordinary mail or email as soon as practicable and, in any

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event, by no later than February 26, 2021, to each Person listed on the Receiver's BIA section 245 notice, including, without limitation:

- (a) All known Creditors, including, those Creditors which the books and records of the Applicant disclose are owed monies by the Applicant, and which monies remain unpaid in whole or in part;
- (b) any Person who commenced a legal proceeding in any court or tribunal in respect of a cause of action which arose prior to May 15, 2020, and which was served on the Applicant; and
- (c) the Canada Revenue Agency.

4. **THIS COURT ORDERS** that the Receiver shall cause a copy of the Claims Package to be posted on the Receiver's website (www.bdo.ca/en-ca/extranets/carriage/) as soon as practicable after the granting of this Order.

5. **THIS COURT ORDERS** that the Receiver shall dispatch by email, ordinary mail or courier, as soon as practicable following receipt of a request therefor, a copy of the Claims Package to any Person claiming to be a Creditor and requesting such material.

PUBLICATION OF NEWSPAPER NOTICE

6. **THIS COURT ORDERS** that as soon as practicable and, in any event, by no later than five (5) Business Days after the issuance of this Order, the notice of this Order, in substantially the form attached as **Schedule "E"** hereto (the "**Newspaper Notice**"), shall be published once by the Receiver in the national edition of *The Globe and Mail*.

7. **THIS COURT ORDERS** that the Newspaper Notice be and is hereby approved.

NOTICE SUFFICIENT

8. **THIS COURT ORDERS** that the publication of the Newspaper Notice, as provided for in paragraph 6 of this Order, and the delivery to the Creditors of the Claims Package as provided for in paragraph 3 of this Order and in accordance with paragraph 5 of this Order, shall constitute

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good and sufficient service and delivery of notice of this Order and notice of the Claims Bar Date on all Persons who may be entitled to receive notice and who may wish to assert Claims and that no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Order. Service shall be effective, in the case of mailing, three (3) Business Days after the date of mailing, in the case of service by courier, on the day after the courier package was sent, and in the case of service by fax or e-mail, on the day after the fax or e-mail was transmitted, unless such day is not a Business Day, or the fax or e-mail transmission was made after 5:00 p.m. (Toronto time), in which case, on the next Business Day.

FILING OF PROOFS OF CLAIM

9. **THIS COURT ORDERS** that the Receiver shall include the letter attached as **Schedule “A”** hereto as part of the Claims Package.

10. **THIS COURT ORDERS** that, except as otherwise provided herein and subject to paragraph 11 of this Order, each Creditor that asserts a Claim against the Applicant shall file a written Proof of Claim, in substantially the form attached as **Schedule “B”** hereto, so as to be received by the Receiver on or before the Claims Bar Date, by registered mail, personal delivery, courier or electronic or digital transmission.

11. **THIS COURT ORDERS** that, for greater certainty, Creditors who have separate Claims against each of the Applicant and Carriage Ridge Owners Association (“**Carriage Ridge**”) shall file both a Proof of Claim in respect of the Applicant in this proceeding and a separate proof of claim in the claims process approved in Carriage Ridge’s separate receivership proceeding before this Court (Court File No. CV-20-00640266-00CL).

12. **THIS COURT ORDERS** that a Proof of Claim shall be deemed timely filed only if sent by registered mail, personal delivery, courier or electronic or digital transmission so as to be actually received by the Receiver on or before the Claims Bar Date.

13. **THIS COURT ORDERS** that, in order for a Proof of Claim to be properly filed pursuant to this Order, said Proof of Claim shall be:

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- (a) written in the English or French language;
- (b) denominated in lawful Canadian currency; and
- (c) conform substantially with the Proof of Claim form attached as **Schedule "B"** to this Order.

14. **THIS COURT ORDERS** that Unaffected Claims shall not be subject to this Order and holders of Unaffected Claims shall not be required to file a Proof of Claim in respect of their Unaffected Claims.

CLAIMS BAR

15. **THIS COURT ORDERS** that any Creditor who fails to file a Proof of Claim in respect of a Claim in accordance with this Order on or before the Claims Bar Date, shall, subject to further Order of the Court or paragraph 27 of this Order:

- (a) be forever barred, estopped and enjoined from asserting or enforcing any Claim (or filing a Proof of Claim, as the case may be, with respect to such Claim) against the Applicant and such Claim shall be forever extinguished;
- (b) not be permitted to participate in any distribution in these proceedings on account of any such Claim; and
- (c) not be entitled to receive further notices in these proceedings.

DETERMINATION OF CLAIMS

16. **THIS COURT ORDERS** that the Receiver shall review each Proof of Claim received by the Claims Bar Date, and shall either accept, revise or reject the amount claimed or the information set forth therein.

Notices of Revision or Disallowance

17. **THIS COURT ORDERS** that if the Receiver disputes the amount of a Claim or the information set forth in a Proof of Claim, the Receiver may attempt to consensually resolve same

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with the Creditor, and/or send a Notice of Revision or Disallowance, in substantially the form attached as **Schedule “C”** hereto, to the Creditor by no later than May 31, 2021.

18. **THIS COURT ORDERS** that, if the Creditor does not dispute the Notice of Revision or Disallowance in accordance with paragraph 20 of this Order, then, subject to further order of this Court, the Notice of Revision or Disallowance shall be deemed to be accepted as final and binding.

19. **THIS COURT ORDERS** that if the Receiver does not deliver a Notice of Revision or Disallowance, in accordance with paragraph 17 of this Order, subject to further order of this Court, the amount of a claim or the information set forth in such Creditor’s Proof of Claim shall be deemed to be accepted as final and binding.

Dispute Notices

20. **THIS COURT ORDERS** that any Creditor with a Claim who intends to dispute a Notice of Revision or Disallowance shall deliver a Dispute Notice, in substantially the form attached as **Schedule “D”** hereto, to the Receiver by 5:00 p.m. (Toronto time) on the day which is ten (10) calendar days after the date of the Notice of Revision or Disallowance.

21. **THIS COURT ORDERS** that if the Receiver does not receive a Dispute Notice with respect to a Notice of Revision or Disallowance, in accordance with paragraph 20 of this Order, then, subject to further order of this Court, the Notice of Revision or Disallowance shall be deemed to be accepted as final and binding.

22. **THIS COURT ORDERS** that upon receipt of a Dispute Notice, the Receiver shall notify such Creditor of its determination as soon as practicable and the Receiver may attempt to consensually resolve the amount of the Claim with the Creditor. If the Creditor disagrees with the Receiver’s determination and any attempts to otherwise to resolve the dispute are unsuccessful, the Receiver will bring a motion for the Court’s approval of a procedure to determine the disputed Claim, together with any other such disputed Claims.

NOTICES OF TRANSFEREES

23. **THIS COURT ORDERS** that if, after the earlier of:

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- (a) the date of filing a Proof of Claim; and
- (b) the Claims Bar Date,

the holder of a Claim, or any subsequent holder of same who has been acknowledged by the Applicant in respect thereof prior to January 6, 2021, transfers or assigns such Claim to another Person, the Receiver shall not be obliged to give notice to or to otherwise deal with the transferee or assignee of such Claim unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, have been delivered to the Receiver. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the Creditor in respect of such Claim, and shall be bound by notices given and steps taken in respect thereof in accordance with the provisions of this Order.

NOTICES AND COMMUNICATION

24. **THIS COURT ORDERS** that, except as otherwise provided herein, the Receiver may deliver the Claims Package, a Notice of Revision or Disallowance and any notice or other communication to be given under this Order to Creditors or other interested Persons and the same will be sufficiently given by forwarding true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile transmission or email to such Creditors or other interested Persons at the address last shown on the books and records of the Applicant. Any such service and delivery shall be deemed to have been received: (a) if sent by ordinary mail or registered mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (b) if sent by courier or personal delivery, on the next Business Day following dispatch; and (c) if delivered by facsimile transmission or email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

25. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, through the administration of the Claims Process, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/practice/practice->

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directions/toronto/eservice-commercial/) shall be valid and effective service. Subject to Rule 3.01(d) of the *Rules of Civil Procedure* and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective upon transmission.

26. **THIS COURT ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Receiver shall be in writing in substantially the same form, if any, provided for in this Order and will be sufficiently given only if delivered by registered mail, courier, personal delivery or electronic or digital transmission addressed to:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

Any such notice or communication shall be deemed to be received upon actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

GENERAL

27. **THIS COURT ORDERS** that the Receiver may, in its discretion, generally or in individual circumstances, waive, in writing, the time limits imposed on any Creditor under this Order if the Receiver deems it advisable to do so (without prejudice to the requirement that all other Creditors comply with this Order) and, in so doing, may extend any related time period applicable to the Receiver by the same period of time.

28. **THIS COURT ORDERS** that, notwithstanding the terms of this Order, the Receiver may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or replace this Order.

29. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

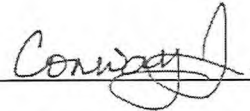
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EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

30. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, or abroad, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Receiver and its agents in carrying out the terms of this Order.

31. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

32. **THIS COURT ORDERS** that this Order and all of its provisions are effective from the as of 12:01 a.m. Eastern Standard Time on the date of this Order without any need for entry and filing.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

FEB 16 2021

PER / PAR:



SCHEDULE A

Instruction Letter for Completing the Proof of Claim in respect of Carriage Ridge Owners Association (the “Applicant”)

A. Claims Procedure

By Order of the Ontario Superior Court of Justice (Commercial List) made February 16, 2021 pursuant to the *Courts of Justice Act*, R.S.O. 1990, c C.43 (the “**Claims Process and Bar Order**”), which is attached hereto, the Receiver has been authorized to conduct a claims process (the “**Claims Process**”).

This letter provides instructions for responding to or completing the enclosed Proof of Claim. Any capitalized terms not defined herein shall have the meaning ascribed thereto in the Claims Process and Bar Order.

The Claims Process is intended for any Person with any Claim of any kind or nature whatsoever against the Applicant, whether unliquidated, contingent or otherwise. Please review the Claims Process and Bar Order for the complete definition of “Claim”.

If you have any questions regarding the Claims Process, please contact the Court-appointed Receiver at the address provided below.

All notices and enquiries with respect to the Claims Process should be addressed to:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

B. General Instructions for Completing the Proof of Claim

The Proof of Claim must be completed by an individual and not a corporation. An individual acting for a corporation or other person must state the capacity in which such individual is acting, such as “Credit Manager”, “Treasurer”, “Authorized Agent”, etc. The individual completing the Proof of Claim must have knowledge of the circumstances connected with the Claim. All Proofs of Claim must be signed, dated and witnessed.

A Statement of Account containing full details of the Claim must be attached to the Proof of Claim. The Proof of Claim should include all amounts owing to you for any goods or services provided to the Applicant before January 6, 2021.

If the Creditor holds a contingent or unliquidated Claim, reasons for the Claim must be provided in addition to the basis upon which the Claim has been valued.

If the Claim or a portion thereof has been sold or assigned, the name of the party purchasing the Claim, the amount of the Claim sold or assigned, as well as supporting documentation, must be attached to the Proof of Claim submitted. The Proof of Claim can be completed by either the original Creditor or by the assignee, but not both. Creditors and assignee(s) must determine amongst themselves who will file the Proof of Claim.

Creditors who, in addition to their Claims against the Applicant, also have claims against Carriage Ridge Owners Association (“**Carriage Ridge**”) must file a second, separate proof of claim in the claims process being conducted in Carriage Ridge’s receivership proceeding.

C. For Creditors Submitting a Proof of Claim

If you believe that you have a Claim against the Applicant you will have to file a Proof of Claim with the Receiver. ***THE PROOF OF CLAIM MUST BE RECEIVED BY 5:00 PM (TORONTO TIME) ON APRIL 15, 2021***, unless the Court orders otherwise.

Additional Proof of Claim forms can be obtained from the Receiver’s website at <https://www.bdo.ca/en-ca/extranets/carriage/> or by contacting the Receiver at the telephone and fax numbers indicated above and providing particulars as to your name, address and facsimile number. Once the Receiver has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

D. Timetable

Pursuant to the Claims Process and Bar Order, the following is the timetable for the Claims Process:

Action Item	Deadline
Creditor Submit Proof of Claim	April 15, 2021, 5:00 p.m.
Receiver send any Notice of Revision or Disallowance	May 31, 2021
Creditor deliver any Dispute Notice	Within 10 days of Notice of Revision or Disallowance
Receiver Determination as to Dispute Notice	As soon as practicable

SCHEDULE B

Proof of Claim in respect of Carriage Ridge Owners Association (the “Applicant”)

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim. Defined terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the order dated February 16, 2021, as may be amended from time to time (the “**Claims Process and Bar Order**”). **Please type your response or print legibly. An electronic copy of this form may be accessed at <https://www.bdo.ca/en-ca/extranets/carriage/>.**

1. PARTICULARS OF CREDITOR

- (a) Full legal name of Creditor (include trade name, if different):

The full legal name should be the name of the Creditor of the Applicant, notwithstanding whether an assignment of its Claims, or a portion thereof, has occurred prior to or following January 6, 2021.

- (b) Full mailing address of the Creditor: (The mailing address should be the mailing address of the Creditor and not any assignee.)

- (c) Other contact information of the Creditor:

Telephone number: _____

Email address: _____

Facsimile number: _____

Attention: _____

Has the Claim(s), or a portion thereof, set out herein been sold, transferred or assigned by the Creditor to another party?

Yes:

No:

2. PARTICULARS OF ASSIGNEE(S) (IF APPLICABLE)

If the Claim(s) set out herein, or a portion thereof, has been sold, transferred or assigned, complete the required information set out below. If there is more than one assignee, please attach a separate sheet which contains all of the required information set out below for each assignee.

(d) Full legal name of the Assignee:

(e) Full mailing address of the Assignee:

(f) Other contact information of the Assignee:

Telephone number: _____

Email address: _____

Facsimile number: _____

Attention: _____

3. CERTIFICATION

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

(a) That I (check one box only):

am an Unsecured Creditor or assignee of Carriage Ridge Owners Association; OR

am _____ of
(position or title)

(name of Unsecured Creditor or assignee of Carriage Ridge Owners Association) OR

am a Secured Creditor or assignee of Carriage Ridge Owners Association; OR

am _____ of
(position or title)

(name of Secured Creditor or assignee of Carriage Ridge Owners Association) OR

(b) That I have knowledge of all the circumstances connected with the Claim described and set out herein;

(c) That Carriage Ridge Owners Association was and still is indebted to the Creditor as follows (*include all Claims that you assert against the Applicant*):

\$ _____ [Insert \$ value of Claim] CAD

Note: Claims in a foreign currency are to be converted to Canadian Dollars at the Bank of Canada noon spot rate as of February 16, 2021.

4. PARTICULARS OF CLAIM

Other than as already set out herein, the particulars of the undersigned's total Claim against the Applicant are attached on a separate sheet.

Provide all particulars of the Claim and supporting documentation, including copy of related contract, amount, description of transaction(s) or agreement(s) giving rise to the Claim, including, without limitation, the amount of invoices and the particulars of all credits and discounts claimed including calculation as necessary and, in the case of a Secured Claim, provide all particulars and documentation of the security held.

5. FILING OF CLAIM

This Proof of Claim form must be received by the Receiver by no later than 5:00 p.m. (Toronto time) on the Claims Bar Date of April 15, 2021, by either registered mail, personal delivery, courier or electronic or digital transmission at the following address:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

Failure to file your Proof of Claim and any required documentation as directed in relation to any Claim by 5:00 p.m. (Toronto time) on April 15, 2021 will result in your claim being forever barred and extinguished and you will be prohibited from making or enforcing a Claim against the Applicant and shall not be entitled to further notice or distribution, if any, and shall not be entitled to participate as a creditor in these proceedings.

6. UNAFFECTED CLAIMS

No Person needs to file a claim in respect of an Unaffected Claim.

DATED this _____ day of _____, 2021.

Witness:

Per: _____

Print Name: _____

Print Title: _____

SCHEDULE C

Notice of Revision or Disallowance in respect of Carriage Ridge Owners Association (“the Applicant”)

Name of Creditor: _____

Reference #: _____

Defined terms not defined within this Notice of Revision or Disallowance form have the meaning ascribed thereto in the Claims Process and Bar Order dated February 16, 2021. Pursuant to paragraph 17 of the Claims Process and Bar Order, BDO Canada Limited, in its capacity as Receiver of the Applicant, hereby gives you notice that it has reviewed your Proof of Claim and has revised or rejected your Claim as follows:

(A) Revisions or Disallowance:

	Proof of Claim as Submitted	The Revised Claim as Accepted
Pre-Filing Claim arising prior to January 6, 2021		
Receivership Claim arising on or after January 6, 2021		

(B) Reason for the Revision or Disallowance:

IF YOU DO NOT AGREE WITH THIS NOTICE OF REVISION OR DISALLOWANCE, PLEASE TAKE NOTICE OF THE FOLLOWING:

1. If you intend to dispute this Notice of Revision or Disallowance you must, in relation to a Proof of Claim, *no later than 5:00 p.m. (Toronto time) on the day which is ten (10) calendar days after the date of the Notice of Revision or Disallowance*, deliver a Dispute Notice by registered mail, personal service, courier or electronic or digital transmission to the addresses indicated hereon. The form of Dispute Notice is attached to this Notice.
2. If you do not deliver a Dispute Notice, the amount of your Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

Address for Service of Dispute Notices:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIODS, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

DATED this _____ day of _____, 2021.

BDO CANADA LIMITED, in its capacity as Court-appointed Receiver of Carriage Ridge Owners Association and the Carriage Ridge Resort, and not in its corporate or personal capacity

SCHEDULE D

Dispute Notice in respect of Carriage Ridge Owners Association (the "Applicant")

Defined terms not defined within this Dispute Notice form have the meaning ascribed thereto in the Claims Process and Bar Order dated February 16, 2021. Pursuant to paragraph 20 of the Claims Process and Bar Order, we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number _____ and dated _____ issued by BDO Canada Limited in its capacity as Receiver of the Applicant in respect of our Claim.

Name of Creditor: _____

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

Signature of Individual/Authorized Signing Officer: _____

Date: _____

(Please print name) _____

Telephone Number: () _____ Facsimile Number: () _____

Full Mailing Address: _____

THIS FORM AND SUPPORTING DOCUMENTATION MUST BE RETURNED BY REGISTERED MAIL, PERSONAL SERVICE, COURIER OR ELECTRONIC OR DIGITAL TRANSMISSION TO THE ADDRESS INDICATED HEREIN AND MUST BE RECEIVED BY NO LATER THAN 5:00 P.M. (TORONTO TIME) ON THE DAY WHICH IS TEN (10) CALENDAR DAYS AFTER THE DATE OF THE NOTICE OF REVISION OR DISALLOWANCE.

Address for Service of Dispute Notices:

BDO Canada Limited,
in its capacity as Receiver of Carriage Ridge Owners Association
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

Attention: Carriage Ridge Claims

Email: BDOCarriageRidge@bdo.ca

SCHEDULE E

Notice to Creditors of Carriage Ridge Owners Association

RE: NOTICE OF CLAIMS PROCESS FOR CARRIAGE RIDGE OWNERS ASSOCIATION (the "Applicant") IN THE APPLICANT'S RECEIVERSHIP PROCEEDING

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Superior Court of Justice of Ontario dated February 16, 2021 (the "Order") establishing a process for determining the amount of Claims (as defined in the Order) against the Applicant. The Court has ordered that the Receiver send Proof of Claim forms to certain creditors of the Applicant. Any person who has not received a Proof of Claim form and who believes that they have a Claim against the Applicant, which claim arose prior to January 6, 2021 or arose on or after January 6, 2021 and relates to the receivership of the Applicant, should send a completed Proof of Claim to the Receiver to be received by no later than 5:00 p.m. (Toronto time) on April 15, 2021 (the "Claims Bar Date").

CLAIMS WHICH ARE NOT RECEIVED BY THE RECEIVER BY THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Creditors who have not received a Proof of Claim may obtain a Proof of Claims package from the website of BDO Canada Limited, the Court-appointed Receiver of the Applicant, at <https://www.bdo.ca/en-ca/extranets/carriage/> or by contacting Ms. Mithushaa Berinpalingam (mberinpalingam@bdo.ca).

DATED at _____ this _____ day of _____, 2021.

IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O

AND IN THE MATTERS OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE RIDGES OWNERS ASSOCIATION

Applicant

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**CLAIMS PROCESS AND BAR
ORDER**

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*Lawyers for BDO Canada Limited in its capacity as
the court-appointed Receiver of Carriage Ridge
Owners Association*

APPENDIX G



Tel: 416 865 0210
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 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

Frequently Asked Questions (FAQ)
Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association
January 19, 2022

BDO Canada Limited (“**BDO**”) was appointed as Receiver over the Carriage Hills Vacation Owners Association (the “**Carriage Hills Resort**”) and the Carriage Ridge Owners Association (the “**Carriage Ridge Resort**”) and together with Carriage Hills Resort, the “**Resorts**”) pursuant to Court orders granted December 11, 2020, with an effective date of January 6, 2021, over all of the assets, undertakings and properties of the Resorts, together with the lands and premises on which the Resorts operate.

Before the Receiver can distribute funds to Owners, the Receiver must run a claims process, which was approved by the Court on December 17, 2021 (the “**Ownership Claims Process**”). The Receiver has engaged Prime Clerk LLC (“**Prime Clerk**”) to assist with the development and administration of the Ownership Claims Process.

The Receiver has prepared these Frequently Asked Questions to provide Owners with important details regarding the Ownership Claims Process.

1. What is the purpose of the Ownership Claims Process?

The Ownership Claims Process will determine who is entitled to a distribution of the proceeds of sale of the Resorts and recoveries from other assets (i.e. collection of delinquent accounts receivable).

2. Do I have to participate in the Ownership Claims Process?

Yes! If you do not participate, you will not be entitled to a distribution.

3. I have already given Prime Clerk my information, do I need to do anything else?

Yes! Any prior communications with Prime Clerk or the Receiver were for information gathering or other purposes only. You still need to complete the Ownership Claims Process to be eligible for a distribution.

4. When will the Ownership Claims Process commence?

The Ownership Claims Process will commence on January 24, 2022.

5. How will I know what to do?

On **January 24, 2022** Prime Clerk will email a package to all Owners who have provided a valid email address. The package will include a unique access code and instructions on how to access Prime Clerk’s online claims portal (the “**Online Portal**”) to complete and submit their claim. If you struggle to locate the Prime Clerk email please check your junk/spam folders before contacting Prime Clerk.

Where an Owner has not provided a valid email address, Prime Clerk will send a package to those Owners via ordinary mail on January 24, 2022 which will include a unique access code, an instruction letter and the relevant claims documents that can be completed manually and returned to Prime Clerk. **All Owners are encouraged to submit their claims through the Online Claims Portal irrespective of whether they receive a digital or paper claims package.**

6. Do all co-Owners of an interval need to submit their own individual claim in the Ownership Claims Process?



Yes! Each and every co-Owner must submit a claim. You **CANNOT** submit a claim for multiple Owners using the same access code or using the same claim form, even if they are at the same address. Any Owner who fails to submit a claim will not receive a distribution.

7. When do Owners need to submit their claims in the Ownership Claims Process?

All Owners must submit their claims by **5:00 p.m. (Toronto time) on April 11, 2022** (the “**Claims Bar Date**”). Any Owner (or other claimant) who does not submit their claim by the Claims Bar Date:

- will be forever prohibited from making a claim against the Resorts or their proceeds of sale;
- **will not be entitled to receive a distribution**; and
- will not be entitled to any further notice in, and will not be entitled to participate as a creditor in the proceedings.

8. Why do I have to declare my residency?

There are potential taxes payable on distributions from the sale of real property to a non-resident of Canada. As a result, each Owner is required to make a declaration of residency for tax purposes in order to be eligible for a distribution. If no declaration is made, you will **NOT** be eligible to receive a distribution. The online claims portal will not allow an Owner to submit their claim unless the declaration is completed.

APPENDIX H



Tel: 416 865 0210
 Fax: 416 865 0904
 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

Frequently Asked Questions (FAQ)
Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association
March 3, 2022

BDO Canada Limited (“**BDO**”) was appointed as Receiver over the Carriage Hills Vacation Owners Association (the “**Carriage Hills Resort**”) and the Carriage Ridge Owners Association (the “**Carriage Ridge Resort**”) and together with Carriage Hills Resort, the “**Resorts**”) pursuant to Court orders granted December 11, 2020, with an effective date of January 6, 2021, over all of the assets, undertakings and properties of the Resorts, together with the lands and premises on which the Resorts operate.

Before the Receiver can distribute funds to Owners, the Receiver must run a claims process, which was approved by the Court on December 17, 2021 (the “**Ownership Claims Process**”). The Receiver has engaged Prime Clerk LLC (“**Prime Clerk**”) to assist with the development and administration of the Ownership Claims Process.

To assist Owners, below is a list of Frequently Asked Questions (“**FAQ**”) prepared by the Receiver designed to be responsive to the questions and concerns raised by Owners with respect to the Ownership Claims Process. This FAQ should be read in conjunction with the FAQ dated January 19, 2022 which can be found at: [FAQ dated January 19, 2022](#).

1. I have not received my claims package. What should I do?

On January 24, 2022, Prime Clerk emailed a claims package which included a unique ID and instructions on how to access Prime Clerks’ online claims portal (the “**Online Portal**”) to all Owners who have provided a valid email address. Over the course of the week of February 21, 2022, Prime Clerk re-emailed a claims package, which included a unique ID and instructions on how to access the Online Portal, to all Owners who have provided a valid email address and for whom Prime Clerk had yet to receive a claim submission as of February 20, 2022. If you cannot locate the Prime Clerk email please check your junk/spam folder. If during the week of February 21, 2022, you have received a claim package and believe you previously completed your submission, please confirm that the claim package you recently received references the same unique ID as your submission, as Owners with multiple Equiant accounts will have multiple unique ID’s, being one unique ID for each Equiant account.

If you do not have an email address on file with the Receiver, Prime Clerk sent your claims package, which included a unique ID and instructions on how to access the Online Portal, via regular mail on January 24, 2022. Please check your mailbox for correspondence from Prime Clerk.

If you have not received your claim package via email or regular mail, you may contact Prime Clerk at (844) 205-4338 (Toll Free in Canada and the United States), (312) 345-0605 (Outside Canada and the United States), or carriageinfo@primeclerk.com and request your Unique ID(s) in order to access the Claims Portal or to complete a paper submission. For security purposes you may be asked to provide details associated with your account, including Owner name(s), postal address, email address, phone number, Equiant ID and/or contract ID. Where possible, please have this information available prior to contacting Prime Clerk.

2. What happens if I do not submit my claim in the Ownership Claims Process?

All Owners must submit their claims by **5:00 p.m. (Toronto time) on April 11, 2022** (the “**Claims Bar Date**”). Any Owner (or other claimant) who does not submit their claim by the Claims Bar Date:

- will be forever prohibited from making a claim against the Resorts or their proceeds of sale;
- **will not be entitled to receive a distribution**; and
- will not be entitled to any further notice in and will not be entitled to participate as a creditor in the proceedings.



3. Do all co-Owners of an interval need to submit their own individual claim in the Ownership Claims Process?

Yes! Each and every co-Owner must submit a claim. You **CANNOT** submit a claim for multiple Owners using the same unique ID or using the same claim form, even if the co-Owners' details are pre-populated in your Acknowledgment Form or if they reside at the same address. Any Owner who fails to submit their individual claim(s) will not receive a distribution.

4. Do I need to submit more than one Acknowledgment Form?

A unique ID has been created and sent to Owners for each Equiant Account registered to their name. Should you have more than one Equiant Account you ought to have received multiple unique ID's, one for each Equiant Account. You must complete the Acknowledgment Form for each Unique ID received. If you do not, you will not be entitled to receive a distribution in respect of the intervals associated with any Equiant Account for which you did not complete the Acknowledgment Form.

5. I have only one unique ID and the form pre-populates my name and contact details. Can my spouse use my unique ID and replace my name with theirs?

No, each unique ID is specific to a single person. Your spouse must use their unique ID to access their Acknowledgment Form.

6. I am the sole owner of my account but my ex-spouse is listed as a co-Owner. How do I rectify this?

You must submit a Request for Amendment to dispute a co-Owner's ownership interest and assert your percentage ownership along with providing documentation supporting the amendment.

7. I am the representative of an Owner. How may I submit a claim on their behalf?

You may submit an Acknowledgment Form on behalf of an Owner using their unique ID together with supporting documentation establishing your right to submit a claim on an Owner's behalf.

8. I am the next of kin / legal representative / estate trustee of a deceased Owner. How can I submit a claim?

The next of kin, legal representative or estate trustee of a deceased Owner may submit a claim by either: (i) using the deceased Owner's unique ID and submitting a Request for Amendment; or (ii) submitting an Owner Proof of Claim. In either case, supporting documentation must be submitted evidencing your right to submit a claim.

9. I found an error in the information that was pre-populated on my Acknowledgment Form. Can Prime Clerk or the Receiver change it for me?

Any revisions or corrections must be completed by submitting a Request for Amendment together with supporting documentation in respect of the amendment.

10. I updated my information through the Owner Outreach process. Why do I still see errors in my Acknowledgment Form?

The Owner Outreach process was intended for information gathering for the purpose of issuing notices to Owners in the Ownership Claims Process. Should you require any revisions made to the information contained in the Acknowledgment Form, please submit a Request for Amendment along with supporting documentation.



11. I have already submitted my Acknowledgment Form but I made a mistake. Can Prime Clerk or the Receiver fix it for me?

You may re-use the unique ID you were assigned in order to amend your submission. If you submit a second Acknowledgment Form using the same unique ID, your first submission will be replaced with the updated submission.

12. I have submitted an Acknowledgment Form through the Online Portal. How can I obtain a copy for my records?

After you complete your submission through the Claims Portal you will receive a confirmation email from carriageclaims@primeclerk.com including a PDF copy of your submission. If you cannot locate the confirmation email please check your junk/spam folder.

13. When will I receive a distribution and how much will I be paid?

The Receiver is unable to calculate the amount you will receive for each interval ownership interest until after the Claims Bar Date, at which time the Receiver will reconcile the claims submitted in the Ownership Claims Process. Further, the Receiver will communicate when the next Court attendance is scheduled as we move closer to the Claims Bar Date. It is anticipated that details with respect to distribution amounts and timing will be communicated at the next Court hearing. Prime Clerk and the Receiver will work as quickly as possible to reconcile the claims and prepare a distribution at the conclusion of the Claims Bar Date.

14. I have tried contacting Prime Clerk by telephone, but I am unable to get connected with a representative. How can I arrange a call with Prime Clerk?

Prime Clerk endeavors to return all messages within 48 hours. If you are having difficulty connecting with Prime Clerk via telephone, please consider sending an email to carriageinfo@primeclerk.com with your question.

15. Where may I obtain a copy of the Ownership Claims Process Orders?

The Ownership Claims Process Orders dated December 17, 2021 are available to view/download here:

- Carriage Hills Resort: [Claims Process Order dated December 17 2021](#)
- Carriage Ridge Resort: [Claims Process Order dated December 17 2021](#)

16. If I have a question regarding the Ownership Claims Process, the Online Portal or the submission of claim documents who should I contact?

Inquiries should be directed to Prime Clerk at the following coordinates:

Toll free in Canada or the United States: (844) 205-4338
 Outside Canada or the United States: (312) 345-0605
 Email: carriageinfo@primeclerk.com

17. Where may I obtain information with regard to the Resorts?

All information related to the Resorts can be found at the following link to the Receiver's case website <https://www.bdo.ca/en-ca/extranets/carriage/>. In addition, dedicated email addresses have been created to receive questions from stakeholders. The email addresses are:

For Carriage Hill Resort inquiries: BDOCarriageHills@bdo.ca
 For Carriage Ridge Resort inquiries: BDOCarriageRidge@bdo.ca

APPENDIX I

[View this email in your browser](#)



REMINDER: Ownership Claims Process ends April 11, 2022
Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association
March 29, 2022

BDO Canada Limited (“BDO”) was appointed as Receiver over the Carriage Hills Vacation Owners Association (the “**Carriage Hills Resort**”) and the Carriage Ridge Owners Association (the “**Carriage Ridge Resort**”) and together with Carriage Hills Resort, the “**Resorts**”) pursuant to Court orders granted December 11, 2020, with an effective date of January 6, 2021, over all of the assets, undertakings and properties of the Resorts, together with the lands and premises on which the Resorts operate. Information related to the Resorts can be found at the following link to the Receiver’s case website <https://www.bdo.ca/en-ca/extranets/carriage/>.

Ownership Claims Process

Before the Receiver can distribute funds to Owners, the Receiver must run a claims process, which was approved by the Court on December 17, 2021 (the “**Ownership Claims Process**”). The Receiver has engaged Prime Clerk LLC (“**Prime Clerk**”) to assist with the development and administration of the Ownership Claims Process.

This email is being provided as a final reminder from the Receiver that **Owners must submit their claims by 5:00p.m. (Toronto time) on April 11, 2022** in order to participate in the Ownership Claims Process. If an Owner does not submit a claim by the Claims Bar Date, they will not be entitled to receive a distribution.

No further action is required from Owners who have already submitted their claims.

The Receiver also reminds Owners that the online claims portal for the Ownership Claims Process (www.carriageclaims.com) became available on January 24, 2022. Submissions to Prime Clerk before January 24, 2022 would not have related to the Ownership Claims Process (this includes any submissions made through www.carriageoutreach.com).

Inquiries regarding the Ownership Claims Process, the online claims portal or the submission of claim documents should be directed to Prime Clerk at the following coordinates:

Toll free in Canada or the United States: (844) 205-4338

Outside Canada or the United States: (312) 345-0605

Email: carriageinfo@primeclerk.com

Court Attendance

The Receiver had a scheduling appointment before Justice Conway on March 25, 2022 seeking to schedule a distribution motion. A Court hearing has been scheduled for August 23, 2022 at 10:00a.m. (ET). The YouTube link to allow you to view the Court hearing will be provided at a later date. A copy of

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BDO is the brand name for the BDO network and for each of the BDO Member Firms.

20 Wellington St E #500, Toronto, ON M5E 1C5

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BDO Corporate Restructuring · 20 Wellington St E Suite 500 · Toronto, ON M5E 1C5 · Canada

APPENDIX J



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BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

Frequently Asked Questions (FAQ)
Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association
July 6, 2022

BDO Canada Limited (“**BDO**”) was appointed as Receiver over the Carriage Hills Vacation Owners Association (the “**Carriage Hills Resort**”) and the Carriage Ridge Owners Association (the “**Carriage Ridge Resort**”) and together with Carriage Hills Resort, the “**Resorts**”) pursuant to orders made by the Ontario Superior Court of Justice (the “**Court**”) on December 11, 2020, with an effective date of January 6, 2021. The Receiver was appointed over all of the assets, undertakings and properties of the Resorts, together with the lands and premises on which the Resorts operate.

Before the Receiver is permitted to distribute funds to Owners, the Receiver was required to conduct a claims process (the “**Ownership Claims Process**”), which was approved by the Court pursuant to the Order dated December 17, 2021 (the “**Claims Process Order**”). In accordance with the Claims Process Order, the Receiver engaged Prime Clerk LLC, now known as Kroll Restructuring Administration (“**Prime Clerk**”), to assist with the administration of the Ownership Claims Process. In order to share in any distribution of funds, Owners were required to submit their claim(s) in the Ownership Claims Process on or before April 11, 2022 (the “**Claims Bar Date**”). Capitalized terms not otherwise defined herein, are as defined in the Claims Process Order.

To provide Owners with an update regarding the status of the Ownership Claims Process, distributions to Owners and related matters, below is a list of Frequently Asked Questions (“**FAQ**”) prepared by the Receiver. The FAQ are designed to be responsive to questions and concerns recently raised by Owners.

1. When is the next Court attendance?

A Court hearing is scheduled for **August 23, 2022 at 10am (EST)**. The YouTube link to allow you to view the Court hearing can be found on the following landing page: <https://sites-airdberlis.vuturvevx.com/143/3555/landing-pages/livestream-link.asp>

2. What is the outcome from the Ownership Claims Process?

There was significant participation in the Ownership Claims Process by Owners. The Claims submitted by Owners are summarized in the table below:

	By Claims Bar Date			After Claims Bar Date			Grand Total		
	Total	Hills	Ridge	Total	Hills	Ridge	Total	Hills	Ridge
Acknowledgment Forms									
Online portal submissions	23,343	16,268	7,075	659	418	241	24,002	16,686	7,316
Hardcopy paper submissions	904	619	285	37	23	14	941	642	299
Total Acknowledgment Forms submitted	24,247	16,887	7,360	696	441	255	24,943	17,328	7,615
Requests for Amendment	5,759	3,880	1,879	221	151	70	5,980	4,031	1,949
Acknowledgment Forms with Mortgages	136	61	75	16	11	5	152	72	80
Requests for Mortgage Amendment	46	27	19	6	3	3	52	30	22
Duplicate Acknowledgment Form submissions	2,313	1,574	739	104	64	40	2,417	1,638	779
Owner Proof of Claim Forms									
Online portal submissions	210	167	43	9	7	2	219	174	45
Hardcopy paper submissions	28	22	6	2	2	-	30	24	6
Total Owner Proof of Claim Forms submitted	238	189	49	11	9	2	249	198	51
Requests for Amendment	85	70	15	5	5	-	90	75	15
Owner Proof of Claim Forms with Mortgages	-	-	-	-	-	-	-	-	-
Requests for Mortgage Amendment	-	-	-	-	-	-	-	-	-
Duplicate Owner Proof of Claim Form submission	36	29	7	2	2	-	38	31	7



3. What happened to claims submitted after the Claims Bar Date?

As a result of the number of Claims being submitted by Owners coming up to the Claims Bar Date, the Receiver used its discretion to keep the Online Claims Portal active until May 15, 2022 in order to allow all Owners additional time to submit their respective Claim(s). The Receiver also continues to receive Claims submitted in hard copy paper format.

4. How will claims submitted after the Claims Bar Date be treated?

All Claims submitted after the Claims Bar Date (“**Late Claims**”) have been marked as ‘late’ and admittance of these Claims remain subject to Court approval. It is the Receiver’s intention to request that the Court permit the Late Claims be treated as if they were filed on a timely basis to permit those Owners an opportunity to participate in any applicable distribution.

5. What are duplicate Acknowledgment and Owner Proof of Claim Form submissions?

These are Claims (tracked by unique IDs) submitted more than once by Owners for a variety of reasons but primarily pertain to Owners making amendments to their initial Claim submission or co-Owners filing Claims using another co-Owners (and their own) unique IDs, resulting in duplicate Claim submissions. The Receiver and Prime Clerk have identified the duplicate submissions and are in the process of eliminating duplicate submissions to ensure there is no double counting of Claims.

6. Has the Receiver disallowed any Requests for Amendment?

At this time, the Receiver has not disallowed any Requests for Amendment, however, there are several hundred Requests for Amendment for which Prime Clerk will be conducting an Owner follow-up to clarify certain information and documents submitted by Owners to ensure their Requests for Amendment are properly adjudicated. The Owner follow-ups are expected to commence during the week of July 4th. After the Owner follow-ups are completed, the Receiver may issue disallowance notices in accordance with the Claims Process Order.

7. What happens if I did not submit my claim in the Ownership Claims Process?

Pursuant to the Claims Process Order, all Owners were required to submit their claims by the Claims Bar Date. As noted above, the Receiver extended the Claims Bar Date to give Owners additional time to file their Claims. Those Owners who have not submitted their Claims:

- are forever prohibited from making a Claim against the Resorts for their proceeds of sale;
- **are not entitled to receive a distribution**; and
- are not entitled to any further notice in and are not entitled to participate as a creditor in the proceedings.

8. When will I receive a distribution and how much will I be paid?

Any distribution to Owners is subject to Court approval. The Receiver is in the process of reconciling the Ownership Claims Process submissions and, at this time, is unable to communicate the amount that it will request the Court permit be paid to Owners. Details of the proposed distribution, including the timing and amount to be distributed, subject to holding appropriate reserves and withholding taxes, will be put to the Court for approval by the Receiver at the upcoming August 23, 2022 Court attendance.

9. What are reserves and why does the Receiver propose to withhold these funds?

Holding reserves is common practice in proceedings similar to these. Typically, reserves are **temporarily** held until the Receiver can complete a **final** accounting of all activity in the proceedings in order to ensure that all parties who are entitled to a distribution are able to be paid. Any reserve is subject to Court approval. The Receiver intends to seek approval of reserves relating to, among other



things, accrued and future professional fees, remaining costs to complete the administration of these proceedings and for any unresolved claims (i.e. Claims not yet resolved or disallowed by the Receiver at the time of the Court hearing which may be disputed by an Owner).

10. How does the Receiver propose that distribution(s) be paid?

Any and all distributions to Owners are subject to the discretion of the Court. In particular, the quantum and method of payment are subject to Court approval. It is the intention of the Receiver to request that the Court approve Prime Clerk to issue distributions on the Receiver's behalf. The Receiver has been working with Prime Clerk to provide Owners with a potential option to select the payment method of their choice, being either a form of electronic payment or regular cheque, which will be subject to the Court's approval. The potential distribution payment method options and anticipated fees associated with each option (all subject to the Court's approval) are presented in the table below. All fees presented are:

- (i) denominated in USD;
- (ii) per transaction; and
- (iii) may be variable in nature dependent on transaction amount, with the amount represented below being the maximum fee chargeable.

Payment Option	Benefit	Applicable Fee
Interact/Zelle/Venmo	Direct to your bank account	\$ 0.75
PayPal	No bank account required	\$ 11.75
Regular cheque	No online access required	\$ 3.50
Mastercard	Most widely accepted card	\$ 0.09
Direct deposit	Direct to your bank account	\$ 4.50

It is anticipated that the Receiver will request that the Court approve the deduction of the above-noted fees from the amount being paid to each Owner. Therefore, should an Owner elect a 'more' expensive payment method, the entire estate will not be responsible for the cost of that Owner's selection.

11. I have tried contacting Prime Clerk but I am unable to get connected with a representative. How can I arrange to contact Prime Clerk?

From the time Prime Clerk was engaged to assist with these proceedings until the middle of May 2022, Prime Clerk has received in excess of 17,300 email and phone call inquiries from Owners. These inquiries are in addition to the actual Owner Outreach and Ownership Claims Process form submissions which Prime Clerk administered. As the Receiver has noted previously, each of these emails and phone calls has a cost to the estate.

At the request of the Receiver, the Prime Clerk call center has been temporarily closed as all Owners have had the opportunity to submit their Claims and make inquiries with respect to the Ownership Claims Process. It is anticipated that Prime Clerk's call center will be reactivated during the distribution process to facilitate distributions and related inquiries. At present, should you have any inquiries with respect to these proceedings please contact the Receiver using the details contained in this FAQ.

12. Where may I obtain information with regards to the Resorts?

All information related to the Resorts can be found at the following link to the Receiver's case website <https://www.bdo.ca/en-ca/extranets/carriage/>. In addition, dedicated email addresses have been created to receive questions from stakeholders. The email addresses are:

For Carriage Hill Resort inquiries: BDOCarriageHills@bdo.ca
 For Carriage Ridge Resort inquiries: BDOCarriageRidge@bdo.ca

APPENDIX K

Unique ID: 2360-8716-2360-8727

Prime Clerk LLC is the Claims Agent retained by BDO Canada Limited (the “Receiver”) to assist the Receiver with the development and administration of the Carriage Hills Vacation Owners Association (“Carriage Hills”) and Carriage Ridge Owners Association (“Carriage Ridge”) claims process. The process was approved by the Ontario Superior Court of Justice on December 17, 2021. The claims process is intended for any Owner claiming an interest in the assets of Carriage Ridge or Carriage Hills. To claim an interest in the assets of Carriage Ridge or Carriage Hills, you must have been an Owner of the Real Property at the time of its sale on May 27, 2021.

Pursuant to the claims process Orders entered by the Ontario Superior Court of Justice, **you must acknowledge or assert your interest in the Carriage Hills Resort and / or Carriage Ridge Resort on or before April 11, 2022 at 5:00 p.m. (Toronto Time)**. Failure to timely acknowledge or submit your claim will result in your claim being forever barred and extinguished. To review the claims process Orders, please click on the links below:

- [Carriage Hills Vacation Owners Association Claims Process Order](#)
- [Carriage Ridge Owners Association Claims Process Order](#)

To assist you with this process, Prime Clerk has set up a claims portal at www.carriageclaims.com. You may use this portal to acknowledge or assert your claim. You may also obtain a copy of your Acknowledgement or Owner Proof of Claim Package on the portal. Please access this portal using your Unique ID, which can be found at the top of this email. **Do not acknowledge or submit your claim by replying to this email. This email box is not monitored.**

If you have any questions regarding this process, please reach out to Prime Clerk at (844) 205-4338 (Toll Free in Canada and the United States), (312) 345-0605 (Outside Canada and the United States), or carriageinfo@primeclerk.com.

APPENDIX L

ACCOUNT AGENT AGREEMENT

This ACCOUNT AGENT AGREEMENT (this “Agreement”) is entered into as of [____], 2022, by and among BDO Canada Limited in its capacity as court-appointed Receiver of the Company (as defined below) and not in its personal or corporate capacity (the “Receiver”) and Kroll Restructuring Administration LLC (“Kroll” and, together with the Receiver, the “Parties” and each a “Party”).

WHEREAS, Carriage Hills Vacation Owners Association and Carriage Ridge Owners Association (together with their affiliates and subsidiaries, the “Company”) are currently in receivership proceedings (the “Receivership Proceedings”) in the Ontario Superior Court of Justice (the “Court”); and

WHEREAS, in connection with the Receivership Proceeding, the Receiver seeks to establish a bank account or bank accounts (each an “Disbursement Account” and together, the “Disbursement Accounts”) for the purpose of satisfying distributions in connection with the Receivership Proceedings.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants hereinafter set forth, the parties hereto agree as follows:

1. Appointment. The Receiver hereby appoints Kroll to serve as the Receiver’ agent to facilitate disbursements in connection with the Receivership Proceedings (Kroll, in such capacity, the “Account Agent”), and Kroll hereby accepts such appointment under the terms and conditions set forth herein.

Each Party agrees and understands that the other Party shall not provide the other Party or any other party with legal advice.

2. Establishment of Disbursement Accounts. Kroll, in its capacity as Account Agent, is authorized to establish the Disbursement Accounts with financial institutions in the name of and as agent for the Receiver. The Account Agent may establish such accounts using Kroll’s tax identification number with the Receiver or the Company as beneficiary thereof. For greater certainty, the Receiver shall retain sole title to the right to repayment of the deposited amounts and any interest accrued thereon and all such amounts shall be distributed to stakeholders in the Receivership Proceedings or returned to the Receiver in accordance with this Agreement.

3. Duties of Account Agent. The Account Agent shall coordinate the receipt of funds into the Disbursement Accounts and make disbursements from the Disbursement Accounts as instructed by the authorized representative(s) of the Receiver identified on Exhibit A hereto (the “Authorized Representative(s)”) and in reliance upon information provided to Kroll by the Authorized Representative(s) and/or the Receiver, as applicable.

The Account Agent shall have only those duties as are specifically and expressly provided herein, which shall be deemed purely ministerial in nature, and no other duties, including but not limited to any fiduciary duties, shall be implied. Except as may be specifically provided in this Agreement, the Account Agent shall not be responsible for or under, or chargeable with knowledge of, nor have any requirement to comply with, the terms and conditions of any other agreement, instrument or document executed between/among the Receiver or the Company, including without limitation

any agreement entered into in connection with the Receivership Proceedings, nor shall the Account Agent be required to determine if the Receiver or the Company has complied with any other agreement. Notwithstanding the terms of any other agreement between or among Kroll, the Receiver, the Company, or any other third party, the terms and conditions of this Agreement shall control the actions of Kroll in its capacity as the Account Agent. The Account Agent may conclusively rely upon any instructions (including a Disbursement Instruction (as defined below)), notice, certification, demand, consent, authorization, receipt, power of attorney or other writing delivered to it by the Authorized Representative(s) without being required to determine the authenticity or validity thereof or the correctness of any fact stated therein, the propriety or validity of the service thereof, or the jurisdiction of the court issuing any judgment or order delivered in accordance with the Notice section of this Agreement believed by it to be genuine and to have been signed by an Authorized Representative(s), as applicable, without inquiry and without requiring substantiating evidence of any kind and the Account Agent shall be under no duty to inquire into or investigate the validity, accuracy or content of any such document, notice, instruction or request. The Account Agent shall not be liable for any action taken, suffered or omitted to be taken by it in good faith except to the extent that the Account Agent's fraud, gross negligence or willful misconduct was the cause of any direct loss to the Receiver or the Company. The Account Agent may execute any of its powers and perform any of its duties hereunder directly or through any of its affiliates or agents. The Account Agent shall have no duty to solicit any payments that may be due to it or to the Disbursement Accounts. The Account Agent may consult with legal counsel of its selection in the event of any dispute or question as to the meaning or construction of any of the provisions hereof or its duties hereunder, and it shall incur no liability and shall be fully protected in acting in accordance with the opinion and instructions of such counsel, except to the extent that such loss results, in whole or in part, from the Account Agent's or its counsel's fraud, willful misconduct or gross negligence. This Agreement sets forth all of the obligations of the Account Agent, and no additional obligations shall be implied from the terms of this Agreement or any other agreement, instrument or document. The Account Agent shall be under no duty to give the property held by it hereunder any greater degree of care than it gives its own similar property.

4. Resignation and Removal; Succession. The Account Agent may resign and be discharged from its duties or obligations hereunder by giving thirty (30) calendar days' advance notice in writing of such resignation to the Receiver. The Receiver may remove the Account Agent at any time, with or without cause, by giving the Account Agent thirty (30) calendar days' advance notice in writing signed by an Authorized Representative. Any appointment of a successor Account Agent, once appointed by the Receiver, shall be binding upon the Receiver and the Company, and no appointed successor Account Agent shall be deemed to be an agent of the Account Agent. Any entity into which the Account Agent may be merged or converted or with which it may be consolidated, shall be the Account Agent under this Agreement without any further act.

5. Compensation. From and after the execution of this Agreement, the Receiver, on behalf of the Company agrees to pay the Account Agent reasonable compensation for the services to be rendered hereunder, which, unless otherwise agreed in writing by the Receiver and the Account Agent, shall be in accordance with the Rate Structure, as such term is defined in and annexed to the Prime Clerk LLC Engagement Agreement dated October 20, 2021 between the Receiver and Kroll (the "Engagement Agreement"), plus any set-up and related fees, as applicable.

The Receiver, on behalf of the Company further agrees to pay for reasonable out of pocket expenses incurred by Kroll arising out of or related to the services to be provided hereunder, including any set-up fees or other charges imposed by the financial institution, where such expenses, fees and charges have been pre-approved by the Receiver. The Account Agent will bill the Company in accordance with the terms of the Engagement Agreement. The Company shall also (i) pay or reimburse any taxes that are required to be collected by Kroll or paid by Kroll to a taxing authority that are applicable to the Disbursement Accounts or the services performed hereunder (except income taxes attributable to the Account Agent), or that are measured by the funds in the applicable Disbursement Account or disbursements made therefrom, and (ii) be responsible for all reporting, financial or otherwise, related to the Disbursement Accounts. To the extent that certain financial products are provided to the Receiver or the Company pursuant to Kroll's agreement with financial institutions in its capacity as Account Agent, Kroll may receive compensation from such institutions for the services Kroll provides pursuant to such agreement.

6. Account Statements and Advices. Unless instructed otherwise in writing by the Receiver, the Account Agent shall prepare monthly account statements for each Disbursement Account, reconciled against the financial institution's monthly statement, and deliver such statements to all parties listed in the "Notices" section herein. All such parties shall also receive advices for all transactions in the Disbursement Account as any such transactions occur.

7. Limitations on Liability. In the event of any disagreement between the Parties, or between/among them or either of them and any other person, resulting in adverse claims or demands being made in connection with the subject matter of the Account Agent Agreement, the Account Agent shall refuse to comply with any claims or demands on it, or refuse to take any other action hereunder, so long as such disagreement continues or such doubt exists. The Account Agent shall be entitled to continue to refrain from acting until (i) the rights of all parties to such dispute shall have been fully and finally adjudicated by a court of competent jurisdiction, or (ii) all differences among the parties to such dispute shall have been adjusted and all doubt resolved by agreement among all such persons, and the Account Agent shall have been notified thereof in writing signed by all such persons. Notwithstanding anything else in this Section 8, the Account Agent shall comply with any notice of termination delivered pursuant to Section 4 of this Agreement and shall return funds in the Disbursement Accounts in accordance with Section 12 of this Agreement. The rights of the Account Agent under this paragraph are cumulative of all other rights which it may have by law or otherwise.

In no event shall Kroll's liability to the Receiver or the Company for any Losses arising out of this Agreement exceed the total amount actually paid to Kroll for the services provided hereunder, unless such Losses are due to Kroll's fraud, gross negligence or willful misconduct including, without limitation, where due to distribution of Disbursement Account funds by Kroll other than in accordance with directions of the Receiver properly given in accordance with Section 9 of this Agreement. **ANYTHING IN THIS AGREEMENT TO THE CONTRARY NOTWITHSTANDING, IN NO EVENT SHALL THE ACCOUNT AGENT, THE RECEIVER OR THE COMPANY BE LIABLE FOR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT OR CONSEQUENTIAL LOSS OR DAMAGE OF ANY KIND WHATSOEVER (INCLUDING BUT NOT LIMITED TO LOST PROFITS), EVEN IF SUCH PARTY HAS BEEN ADVISED OF THE LIKELIHOOD OF SUCH LOSS OR DAMAGE AND REGARDLESS OF THE FORM OF ACTION.**

8. Confidentiality. The Receiver and Kroll agree to keep confidential all non-public records, systems, procedures, software and other information received from the other Party in connection with the services provided hereunder; provided, however, that if any such information was publicly available, already in the Party's possession or known to it, independently developed, lawfully obtained from a third party or required to be disclosed by law, then a Party shall bear no responsibility for publicly disclosing such information.

In addition, the Account Agent agrees that it shall comply with all applicable provisions of Canada's private sector privacy laws, including, without limiting the generality of the forgoing, the *Personal Information and Electronic Documents Act* ("PIPEDA"). In particular, the Account Agent shall comply with the principles set out in Schedule I of PIPEDA with respect to the collection, storage and safeguards in relation to any information recorded or obtained by the Account Agent. Notwithstanding the forgoing and for greater certainty, the Account Agent is authorized to collect information necessary to effect distributions pursuant to this Agreement.

Kroll agrees that this Agreement can be included by the Receiver in a report to the Court in support of a motion for an order, among other things, approving this Agreement, limiting the Account Agent's liability and imposing a stay or proceedings against the Account Agent .

If either Party reasonably believes that it is required to disclose any confidential information pursuant to an order from a governmental authority, such Party shall provide written notice to the other Party promptly after receiving such order, to allow the other Party sufficient time to seek any remedy available under applicable law to prevent disclosure of the information.

9. Notices. All communications hereunder shall be in writing or set forth in a written PDF (or similar electronic or photostatic method) attached to an email, and all instructions from the Receiver to the Account Agent (including any Disbursement Instruction) shall be executed using a wet ink signature by an Authorized Representative(s), and shall be deemed to be delivered in accordance with the terms of this Agreement (a) no later than the first Business Day following the day of delivery by email, if delivered by email, or (b) when actually received, if delivered by email, by hand, by certified mail return receipt requested, or by courier or express delivery service (with receipt showing signature) to the appropriate email address or notice address set forth for each party hereto as follows:

If to the Receiver:

BDO Canada Limited in its capacity as Court-appointed receiver of Carriage Hills Vacation Owners Association and Carriage Ridge Owners Association and not in its personal or corporate capacity.

20 Wellington Street East, Suite 500

Toronto, ON M5E 1C5

Attn: Matthew Marchand

Tel: (416) 369-4755

Email: mmarchand@bdo.ca

If to the Account Agent:

Kroll Restructuring Administration LLC
55 East 52nd Street, 17th Floor
New York, NY 10055
Attn: Legal Department
Tel: (212) 257-5450
Email: Legal@kbs.kroll.com

Any party may provide notice per this Section 10 of any change in address. All instructions for the transfer of funds from the Disbursement Account must be provided in the form of “Disbursement Instruction” annexed hereto as Exhibit B. If a Disbursement Instruction is delivered to the Account Agent in writing, whether in hard copy by hand, by certified mail return receipt requested, or by courier or express delivery service, or soft copy via PDF or other electronic or photostatic method, in accordance with this Agreement, the Account Agent is authorized to seek confirmation of such instructions by telephone call back to any of the Authorized Representatives, and the Account Agent may rely upon the confirmations of anyone purporting to be the person or persons so designated as Authorized Representatives. To assure accuracy of the instructions it receives, the Account Agent may record such call backs. If a Disbursement Instruction requires the execution of more than ten (10) wire or ACH transfers, the Disbursing Agent may in its sole discretion require that such wire or ACH information be provided in an electronic format on a template to be provided by the Disbursing Agent to allow for the mass upload of such wire or ACH information. If the Account Agent is unable to verify the instructions, or is not satisfied with the verification it receives, it will not execute the instruction until all such issues have been resolved. The Authorized Representative(s) and telephone numbers for call backs may be changed by written amendment to this Agreement executed by both Parties.

10. Compliance with Court Orders. In the event that any of the funds in any Disbursement Account shall be attached, garnished, levied upon or otherwise subject to any court order, or the delivery thereof shall be stayed or enjoined by an order of a court, and the Account Agent has promptly advised the Receiver of such order, and such order has not been stayed upon appeal, the Account Agent is hereby expressly authorized, in its sole discretion, to obey and comply with all such court orders so entered or issued, whether with or without jurisdiction, and in the event that the Account Agent obeys or complies with any such court order, it shall not be liable to the Receiver, the Company or any other person or entity by reason of such compliance notwithstanding such order being subsequently reversed, modified, annulled, set aside or vacated.

11. Termination. This Agreement and the duties of the Account Agent hereunder shall automatically terminate (a) when all funds in all Disbursement Accounts have been disbursed, (b) upon delivery to the Account Agent of a written notice of termination executed by an Authorized Representative in accordance with Section 4 of this Agreement, or (c) upon resignation of the Account Agent in accordance with Section 4 of this Agreement. Upon termination of this Agreement in accordance with Section 4 of this Agreement, Kroll shall immediately return all funds on deposit in the Disbursement Accounts to the Receiver.

12. Miscellaneous.

(a) The provisions of this Agreement may be waived, altered, amended or supplemented only by a writing signed by the Account Agent and an Authorized Representative of the Receiver. No waiver of any provision of this Agreement will

be valid unless the waiver is in writing and signed by the waiving parties. The failure of a party at any time to require performance of any provision of this Agreement will not affect such party's rights at a later time to enforce such provision. No waiver by any party of any breach of this Agreement will be deemed to extend to any other breach hereunder or affect in any way any rights arising by virtue of any other breach.

(b) Except as otherwise provided herein, neither this Agreement nor any right or interest hereunder may be assigned by any party without the prior consent of the Parties. To comply with federal law, including the USA PATRIOT Act (as defined below), assignees shall provide to the Account Agent or the financial institution(s) in which the Disbursement Accounts are held, as appropriate, the appropriate Form W-9 or W-8, as applicable, and such other forms and documentation that the Account Agent or financial institution may request for purposes of identification and authorization to act.

(c) This Agreement shall be governed by and construed under the laws of the Province of Ontario and the federal laws of Canada applicable therein. The Receiver, the Company and the Account Agent irrevocably waive any objection on the grounds of venue, forum non-conveniens or any similar grounds and irrevocably consents to service of process by mail or in any other manner permitted by applicable law and consents to the jurisdiction of the courts located in the Province of Ontario, and, in the first instance, to the jurisdiction of the Court. Subject to the stays of proceeding imposed by the Court in the Receivership Proceedings, to the extent that in any jurisdiction the Receiver, the Company, or the Account Agent may now or hereafter be entitled to claim, for itself or its assets, immunity from suit, execution, attachment (before or after judgment) or other legal process, the Receiver, the Company or the Account Agent shall not claim, and hereby irrevocably waive, such immunity.

(d) None of the parties hereto shall be liable to any other party for losses due to, or if it is unable to perform its obligations under the terms of this Agreement because of, acts of God, fire, war, terrorism, floods, strikes, electrical outages, equipment or transmission failure, the unavailability of the Federal Reserve Bank wire services or any electronic communication facility, or other causes reasonably beyond its control.

(e) This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument or instruction, as applicable. All signatures of the Parties to this Agreement may be transmitted by email PDF (or other electronic or photostatic method), and such email (or other electronic or photostatic copy) will, for all purposes, be deemed to be the original signature of such party whose signature it reproduces, and will be binding upon such party.

(f) If any provision of this Agreement is determined to be prohibited or unenforceable by reason of any applicable law of a jurisdiction, then such provision

shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions thereof, and any such prohibition or unenforceability in such jurisdiction shall not invalidate or render unenforceable such provisions in any other jurisdiction.

(g) Nothing in this Agreement, whether express or implied, shall be construed to give to any person other than the Account Agent and the Receiver and their respective successors and permitted assigns any legal or equitable right, remedy, interest or claim under or in respect of the Disbursement Account or this Agreement.

(h) Waiver of Jury Trial. THE RECEIVER AND THE ACCOUNT AGENT WAIVE THEIR RESPECTIVE RIGHTS TO A TRIAL BY JURY OF ANY CLAIM OR CAUSE OF ACTION BASED UPON OR ARISING OUT OR RELATED TO THIS AGREEMENT IN ANY ACTION, PROCEEDING OR OTHER LITIGATION OF ANY TYPE RESPECTING ANY MATTER ARISING UNDER THIS AGREEMENT.

(i) No printed or other material in any language, including prospectuses, notices, reports, and promotional material, that mentions the rights, powers, or duties of the Account Agent under this Agreement shall be issued by the Receiver, or on the Receiver's behalf, without the prior written consent of the Account Agent.

This Agreement constitutes the entire agreement among the Parties with respect to the subject matter hereof and supersedes all prior agreements and understandings, both oral and written, among the Parties with respect to the subject matter hereof.

Each of the Parties hereto represents and warrants to each of the other parties hereto that (i) it has all requisite corporate or other comparable power and authority to execute and deliver this Agreement and to consummate the transactions contemplated hereby, (ii) this Agreement has been duly and validly executed and delivered by such party and (iii) (assuming the due authorization, execution and delivery by the other parties hereto) this Agreement constitutes the legal, valid and binding obligations of such party, enforceable against it in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

(j) Patriot Act Disclosure. Section 326 of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "USA PATRIOT Act") requires the financial institution used by the Account Agent to implement reasonable procedures to verify the identity of any person that opens a new account with it. Accordingly, the

Reliever acknowledges that under Section 326 of the USA PATRIOT Act, the financial institution in which the Disbursement Account will be held requires the financial institution to follow reasonable procedures to verify the identity including without limitation name, address and organizational documents (“Identifying Information”). The Receiver agrees to provide the financial institution and/or Account Agent with, and consent to the Account Agent obtaining from third parties, any such Identifying Information required as a condition of opening an account with or using any service provided by the Account Agent. The Account Agent or financial institutions may also ask to see financial statements, licenses, identification and authorization documents from individuals claiming authority to represent the entity or other relevant documentation. The Account Agent will deliver all of the foregoing documents and materials that it collects to the financial institution who shall be responsible for verifying the identity of the parties or persons providing such documents and materials, and the Account Agent shall have no liability with respect thereto.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date set forth above.

BDO Canada Limited, in its capacity as court-appointed Receiver of the Company

By: _____

Name:

Title:

Kroll Restructuring Administration LLC, in its capacity as Account Agent

By: _____

Name:

Title:

Exhibit A**Certificate as to Receiver's Authorized Signatures**

The individuals who have been designated as "Authorized Representatives" of the Receiver and are authorized to initiate and approve transactions of all types for the Disbursement Accounts established under this Agreement on behalf of the Receiver are identified below.

Name / Title / Telephone # / Email

Name: _____
Title: _____
Telephone (O): _____
Telephone (M): _____
E-Mail: _____
Signature: _____

Name: _____
Title: _____
Telephone (O): _____
Telephone (M): _____
E-Mail: _____
Signature: _____

Name: _____
Title: _____
Telephone (O): _____
Telephone (M): _____
E-Mail: _____
Signature: _____

Exhibit B

Form of Disbursement Instruction

[DATE]
 Kroll Restructuring Administration LLC
 55 East 52nd Street, 17th Floor
 New York, NY 10055
 Attn: Carriage Team
 CC: Legal@primeclerk.com

Re: Disbursement Instruction for Disbursement Account

Dear Carriage Team:

Pursuant to Section 3 of that certain Account Agent Agreement, dated as of [_____] (the “Agreement”),¹ by and between BDO Canada Limited in its capacity as court-appointed Receiver of the Company (the “Receiver”) and Kroll Restructuring Administration LLC (the “Account Agent” or “Kroll”), a Delaware limited liability company, I am writing to provide a disbursement instruction for funds in the Disbursement Account.

Please disburse the funds from the Disbursement Account to the parties and in the amounts set forth [in Schedule A hereto] [below].

[INSERT WIRE INSTRUCTIONS AND AMOUNT]

The [above/attached] wire instructions and amounts have been verified by the Receiver, and Kroll may rely upon them as set forth in the Agreement.

Regards,

[NAME OF AUTHORIZED REPRESENTATIVE]

¹ Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Account Agent Agreement.

APPENDIX M

Carriage Hills Vacation Owners Association
Interim Statement of Receipts and Disbursements
For the period January 6, 2021 to July 31, 2022

Receipts:

Sale of Property	\$ 41,250,000.00
Cash in Bank	2,003,630.56
Collection from settlement offers	558,403.45
HST refund	420,189.18
Property tax refund	383,992.15
Interest	279,479.44
Reimbursement from Ridge Association	256,412.42
Collection of accounts receivable	82,876.48
Insurance recovery	50,000.00
Funds from retainer account	18,449.17
Automobile Auction	16,000.00
Recovery of funds paid to court	1,381.00
Miscellaneous	926.60
Total receipts	\$ 45,321,740.45

Disbursements:

Claims Agent	\$ 1,997,259.80
Receiver's Remuneration	1,240,421.98
Legal fees	891,750.37
Utilities	428,694.82
Court directed payments	273,703.46
Professional fees	220,793.35
Property taxes	217,761.80
Commission on sale of property	206,250.00
Contract labour	205,062.59
Consulting and appraisal fees	173,821.44
HST on Receiver's remuneration	161,614.08
Outdoor maintenance	157,098.16
HST paid on disbursements	154,843.44
HST on legal fees	133,024.34
Member reimbursements	127,617.06
Repairs and maintenance	70,878.41
Security	35,194.71
Notice advertisements	30,889.84
Office and supplies expense	29,393.31
Claims Officer	21,262.80
Insurance	20,380.21
Collection fees	17,846.22
Accounting fees	12,800.00
Telephone and communication	7,475.67
Creditor claim distributions	7,355.83
Auctioneer commission	1,920.14
WSIB	1,666.46
Bank charges	728.06
PPSA fees	332.93
Filing fees	71.54
Storage	23.49
Total disbursements	\$ 6,847,936.31
Net receipts over disbursements before Investments	\$ 38,473,804.14
less: GIC Investment	38,390,000.00
Net receipts over disbursements after Investments	\$ 83,804.14

APPENDIX N

Carriage Ridge Owners Association
Interim Statement of Receipts and Disbursements
For the period January 6, 2021 to July 31, 2022

Receipts:

Sale of Property	\$ 18,750,000.00
Cash in Bank	2,429,485.68
Collection from settlement offers	307,169.24
Property tax refund	179,515.30
HST refund	176,410.21
Interest	136,799.26
Recovery from property manager	64,393.19
Insurance recovery	50,000.00
Collection of accounts receivable	48,047.10
Automobile auction	25,800.00
Funds from retainer account	21,550.82
Miscellaneous	463.69
Total receipts	\$ 22,189,634.49

Disbursements:

Claims Agent	\$ 897,389.95
Receiver's Remuneration	557,291.04
Legal fees	405,627.07
Reimbursement to Hills Association	256,412.42
Utilities	181,433.98
Property taxes	101,980.45
Professional fees	96,295.78
Commission on sale of property	93,750.00
Contract labour	92,626.52
Consulting and appraisal fees	80,110.16
HST paid on disbursements	74,566.49
HST on Receiver's remuneration	72,447.83
Outdoor maintenance	70,548.78
HST on legal fees	52,584.24
Notice advertisements	30,442.44
Member reimbursements	29,073.44
Repairs and maintenance	26,403.62
Capital expenditures	24,750.00
Security	15,812.22
Office and supplies expense	13,069.54
Insurance	10,563.14
Collection fees	9,926.58
Accounting fees	9,800.00
Claims Officer	9,552.85
Telephone and communication	4,110.03
Auction commission	3,095.86
Creditor claim distributions	2,615.13
WSIB	1,532.11
Bank charges	389.45
PPSA fees	149.58
Filing fees	71.54
Storage	7.67
Total disbursements	\$ 3,224,429.91
Net receipts over disbursements before Investments	\$ 18,965,204.58
less: GIC Investment	18,925,000.00
Net receipts over disbursements after Investments	\$ 40,204.58

APPENDIX O

OPT-OUT FORM

Reference is made to the Orders of Justice Conway dated December 17, 2021 (the “**Claims Process Orders**”). Capitalized terms not defined herein shall be as defined in the Claims Process Orders. This is NOT a claim form; it is an OPT-OUT FORM which is being provided to you at your request. Completing this OPT-OUT FORM will exclude you from receiving any distribution arising from the sale of the assets or recoveries from any property associated with Carriage Hills Vacation Owners Association and/or Carriage Ridge Owners Association (the “**Carriage Distribution Process**”). Opt-Out Forms must be submitted to the Receiver by email at aboettger@bdo.ca or mailed to:

BDO Canada Limited
 Attention: Adam Boettger
 20 Wellington Street East, Suite 500
 Toronto, Ontario, Canada M5E 1C5

SECTION A –OWNER IDENTIFICATION

You must check one (1) of the boxes below:

I am an owner at Carriage Hills Vacation Owners Association (“**CHVOA**”)

OR

I am an owner at Carriage Ridge Owners Association (“**CROA**”)

OR

I am an owner at both CHVOA and CROA

SECTION B –MEMBER INFORMATION

Full Name: _____

Complete Address: _____

Telephone number: _____

Email: _____

Equiant number(s): _____

Interval(s): _____

SECTION C – OPT-OUT DECLARATION

I, _____ understand that by opting out, I am confirming that I do not wish to participate in the Carriage Distribution Process. I understand that by opting out, I will no longer be entitled to any compensation or distribution from the sale of the property and assets associated with either Carriage Hills Vacation Owners Association, Carriage Ridge Owners Association of the Receiver. I understand that by opting out, I will no longer receive any information or communication in respect of these proceedings. I confirm that I have had sought, or have had opportunity but have declined to seek, independent legal advice with regard to opting out of the Carriage Distribution Process.

Signature

Date

Witness Signature

Date

APPENDIX P

Court File No. CV-20-00640265-00CL

Court File No. CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)
COMMERCIAL LIST

IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE
ACT, R.S.O 1990, C. 43, AS AMENDED

AND IN THE MATTER OF THE ADMINISTRATION OF
CARRIAGE HILLS VACATION OWNERS ASSOCIATION
AND
CARRIAGE RIDGE OWNERS ASSOCIATION

AFFIDAVIT OF MATTHEW MARCHAND
(sworn August 5, 2022)


I, MATTHEW MARCHAND, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY that:

1. I am a Senior Vice President of BDO Canada Limited ("BDO"), court appointed receiver of Carriage Hills Vacation Owners Association ("Carriage Hills") and Carriage Ridge Owners Association ("Carriage Ridge") (Collectively the "Carriage Resorts"), and as such have knowledge of the matters hereinafter deposed.
2. On December 11, 2020, BDO was appointed as Receiver of the Carriage Resorts, effective January 6, 2021, pursuant to an order of the Honourable Madam Justice Conway.
3. I confirm the amount of \$849,182.41 accurately reflects the time charges, fees and disbursements inclusive of applicable taxes incurred by BDO in its capacity as Receiver from November 1, 2021 to July 31, 2022. Attached hereto as Exhibit "A", Exhibit "B", Exhibit "C", Exhibit "D", Exhibit "E", Exhibit "F", Exhibit "G", Exhibit "H" and Exhibit "I" are true copies of the accounts rendered for the above period by BDO in its capacity as Receiver.
4. I consider the amounts disclosed for BDO's fees and expenses to be fair and reasonable considering the circumstance connected with the Receiver's appointment.

- 5. This affidavit is sworn in support of the Receiver’s motion for, among other things, approval of its fees and disbursements and those of its legal representatives and for no other or improper purpose.

SWORN BEFORE ME at the City of Toronto,)
 in the Province of Ontario, this)
 5th day of August 2022.)


 Commissioner for Taking Affidavits, etc)


 Matthew Marchand, CPA, CMA, CIRP, LIT)

Gary Vincenzo Cerrato, a Commissioner, etc.,
 Province of Ontario, for BDO Canada LLP and
 BDO Canada Limited, and their subsidiaries,
 associates and affiliates. Expires March 9, 2023.

This is Exhibit "A" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



Tel: 416 865 0210
 Fax: 416 865 0904
 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

Date

January 14, 2022

Invoice No.

CINV1581137

Re Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagements for the period from November 1, 2021 to November 30, 2021 as per the details below.

Our Fee	\$ 98,979.00
Disbursements	
Mailchimp	1,275.71
Subtotal	<u>\$ 100,254.71</u>
HST - 13.0% (#R101518124)	<u>13,033.11</u>
Total Due	<u><u>\$ 113,287.82</u></u>

Summary of Time Charges:	Hours	Rate	Amount
J. Parisi, Partner	18.00	525.00	9,450.00
M. Marchand, Partner	69.20	495.00	34,254.00
A. Boettger, Sr Manager	22.90	450.00	10,305.00
M. Berinpalingam, Manager	117.80	350.00	41,230.00
K. Cheng, Analyst	5.80	300.00	1,740.00
T. Montesano, Administrator	2.80	200.00	560.00
Administrative Support	9.60	150.00	1,440.00
TOTAL	<u><u>246.10</u></u>		<u><u>\$ 98,979.00</u></u>

Date	Professional	Description	Hrs.
2021-11-01	Josie Parisi	Review and respond to Email from Aird & Berlis regarding next steps related to CRA and withholding taxes.	0.1
2021-11-01	Matthew Marchand	Review emails from M. Whitten and G. Nachum re status of Carriage Hills Hospitality Inc. (“CHHI”) claims support; email correspondence with M. Berinpalingam re owner deed backs; correspondence with M. Berinpalingam re secured proof of claims; review email and attachments from K. Robinson re deeds transferred to Carriage Hills Resort Corporation (“CHRC”); draft court report; correspondence with M. Berinpalingam re Prime Clerk inquiries; email correspondence with S. Mizrahi re status of payment.	2.5
2021-11-01	Mithushaa Berinpalingam	Edits to Prime Clerk data sets; updates to emails in master contact lists; review and respond to Carriage Hills and Carriage Ridge emails; updates to contact lists; run contact survey export list; updates to emails in Mailchimp; calls with owners; review of owner accounts; call with M. Marchand; follow up correspondence with CHHI; review of accounts stating deedbacks completed; emails and internal discussions.	5.8
2021-11-02	Matthew Marchand	Review email from S. Mitra re withholding tax issues; review email and attachments from M. Berinpalingam re deedbacks; draft email to M. Berinpalingam re same; review emails from N. Golodner re CHHI claims; correspondence with M. Berinpalingam re same; teleconference with M. Berinpalingam and Prime Clerk re portal and claims process; matters related to owner inquiries.	2.4
2021-11-02	Mithushaa Berinpalingam	Cross reference Canadian IRC Ltd. (“CICR”) and LJP Legal Services (“LJP”) lists; review of CICR outstanding amounts; compile deed back account information; prepare email for counsel; review of statutory declarations sent; review of financial statements adjustments; call with P. Harrison regarding insurance policies and claims; review of CHHI support for claim; email correspondence with CHHI; review insurance claim support; call with Prime Clerk and BDO team; call with M. Marchand re CHHI claim; call with Prime Clerk re data set.	5.8
2021-11-03	Matthew Marchand	Draft court report; phone call with M. Berinpalingam re CHHI claims and financial statement finalization, owner refunds, and collection plan disputes.	1.9
2021-11-03	Mithushaa Berinpalingam	Call with L. Noonan regarding financial statement adjustments and reconciliation of due/to accounts; review adjustments to CHHI claim; call with M. Marchand re proof of claims, refunds, hardship accounts, statutory declarations, financials; updates to hardship accounts schedule; email correspondence to counsel; review and respond to Carriage Hills and Carriage	4.0

		Ridge emails, updates to accounts receivable tracker and master contact lists.	
2021-11-04	Matthew Marchand	Draft court report; draft email to counsel re ownership claims process order; matters related to invoicing.	2.5
2021-11-04	Mithushaa Berinpalingam	Review and respond to Carriage Hills and Carriage Ridge emails; prepare schedule of refunds for Carriage Hills and Carriage Ridge; update accounts receivable trackers and notes; preparation of cheque requisitions for Carriage Hills and Carriage Ridge refunds; calls with owners; review of owner accounts; email correspondence with owners; draft cover letters for refunds; call with Nachum re CHHI claim support; compile contact information for submission of proof of claims; prepare proof of claim packages; amend proof of claims and schedules; draft email to trustees.	5.9
2021-11-05	Matthew Marchand	Review email and attachment from L. Williams; draft email to Prime Clerk re draft order.	0.1
2021-11-05	Mithushaa Berinpalingam	Review and respond to Carriage Hills and Carriage Ridge emails; correspondence with D. Beaudoin re unreconciled accounts and account discrepancies; updates to master contact lists; customize letters for hardship accounts.	3.5
2021-11-08	Josie Parisi	Review claims process order; prepare for call with Prime Clerk and claims process; attend call with Prime Clerk.	4.1
2021-11-08	Adam Boettger	Attend call with legal counsel and claims processing agent to discuss claims process procedures and documents.	2.0
2021-11-08	Matthew Marchand	Review email from S. Mitra re claims process order; review draft claims process order; email correspondence with J. Berman re claims process and outreach program; draft email to counsel re draft order, Prime Clerk call agenda and claims process matters; review emails from counsel re same; draft notice and instruction letter re owner outreach; teleconference with Prime Clerk, counsel and BDO team re claims process, owner outreach and related matters; review and sign deposit slips.	5.4
2021-11-08	Mithushaa Berinpalingam	Update schedules with interval values; review and respond to Carriage Ridge and Carriage Hills emails; correspondence with prepaid vendors; updates to master contact lists; updates to notes in accounts receivables tracker; assemble packages for notice of disputes to be referred to Claims Officer; call with Prime Clerk and counsel; preparation of deposit slips for CICR collections.	6.9
2021-11-09	Josie Parisi	Review emails to Wyndham regarding deedbacks.	0.2

2021-11-09	Matthew Marchand	Review email and attachments from M. Berinpalingam re owner refunds; phone call with M. Berinpalingam re same; revise enclosure letters re same; sign cheque requisitions re same; phone call with M. Berinpalingam re hardship settlements, owner refunds, status of CHHI claim support, CICR accounts and prepaid recoveries; sign cheques; review email from S. Mitra re hardship disputes; review email from S. Mitra re deedback issues; review email correspondence with CHHI claim support update; draft email to N. Golodner re same; review legal invoice;	2.1
2021-11-09	Mithushaa Berinpalingam	Call with M. Marchand re refunds; preparation of cheque requisitions; review hardship cases and statutory declarations to be sent; review and respond to Carriage Hills and Carriage Ridge emails; draft of statutory declaration request letter and email; correspondence with counsel; call with M. Marchand re updates; call with T. Montesano re refunds; updates to accounts receivable tracker; customize cover letters; follow up with CHHI; calls with owners; review of accounts; assemble notice of dispute packages to refer to Claims Officer; follow up with LJP.	6.4
2021-11-10	Josie Parisi	Attend conference call with Prime Clerk to discuss refinement of the Outreach program; review email from Prime Clerk and response from Aird & Berlis; review Outreach letter.	1.6
2021-11-10	Matthew Marchand	Review email and attachments from M. Berinpalingam re statutory declarations; receive phone call from owner re updates; teleconference with Prime Clerk, counsel and BDO team re matters related to ownership outreach; correspondence with M. Berinpalingam re secured proof of claims, CHHI claim support and reverse claims process; review emails and attachments re CHHI claim support; review email and attachment from S. Babe re undefended claims letter to Claims Officer; revise same; draft email to S. Babe re same; review email and attachment from J. Berman re owner outreach letter; phone call with J. Berman re same; revise same; draft email to counsel re same; email correspondence with S. Babe re disputes packages.	4.4
2021-11-10	Adam Boettger	Attend meeting with legal counsel and Prime Clerk concerning preparation of contact information gathering and claim process.	1.2
2021-11-10	Mithushaa Berinpalingam	Review of CHHI claim support; call with M. Marchand re proof of claims and CHHI claim; updates to master contact lists; send out statutory declaration documents to owners; compilation of contact information for owners; updates to draft letters; review adjusted CHHI claim for Carriage Hills and Carriage Ridge; call with Prime Clerk and BDO team; call with CHHI; call	6.5

		with M. Marchand; correspondence with counsel; review sample agreement of purchase and sale and Equiant statement; review and respond to Carriage Hills and Carriage Ridge; update master contact lists; run survey contact list export; review CHHI claim adjustments.	
2021-11-11	Josie Parisi	Review email from Prime Clerk which summarize info flow during Outreach program.	0.2
2021-11-11	Matthew Marchand	Review email and attachment from B. Steele re billing; draft email to B. Steele re same; review email correspondence re master data sets; review email from S. Mitra re Wyndham deedbacks; matters related to invoicing; correspondence with K. Cheng re statements of receipts and disbursements; draft fee affidavit; teleconference with M. Berinpalingam and counsel re CHHI claims, owner refunds, claims process, financial statements, Frequently Asked Questions and related matters.	2.3
2021-11-11	Mithushaa Berinpalingam	Review of notice of disputes; update refunds schedules for Carriage Ridge and Carriage Hills; updates to master contact lists; review and respond to Carriage Hills and Carriage Ridge emails; updates to data sets for Prime Clerk; calls with owners; review of accounts; revise schedules and notes on proof of claims; call with counsel and M. Marchand re CHHI claim and owner refunds; updates to accounts receivable trackers.	6.0
2021-11-12	Josie Parisi	Review emails from Prime Clerk and Aird & Berlis related to Outreach program and disclosure information; review email from Aird & Berlis re undefended claims and claims officer; read email from Aird & Berlis re deedbacks.	0.6
2021-11-14	Matthew Marchand	Review email from M. Berinpalingam re redacted purchase agreement; emails from T. Duncan re undefended claims.	0.2
2021-11-15	Josie Parisi	Conference call with Prime Clerk to discuss next steps on the Outreach program.	1.5
2021-11-15	Matthew Marchand	Draft frequently asked questions; draft court report; correspondence with M. Berinpalingam re matters related to court report; draft email to D. Catuogno re CHHI claims admittance; review email and attachments from J. Berman re portal, flow chart and owner outreach; teleconference with Prime Clerk and counsel re owner outreach and draft order inquiries; phone call with G. Gagnon re Association websites; phone call with M. Berinpalingam re disputes packages and receiver's claims; correspondence with K. Cheng re HST notice of assessments; sign deposit slip.	6.4

2021-11-15	Adam Boettger	Call with team, legal counsel and claims processor to discuss contract gathering and claims process.	1.0
2021-11-15	Mithushaa Berinpalingam	Review and respond to Carriage Hills and Carriage Ridge emails; review of owner accounts; revise proof of claims; correspondence with L. Noonan; call with M. Marchand; review email re CHHI claim amounts; review Claims Officer's email re undefended claims; review of undefended claims accounts and compile responses for Claims Officer; review of Receiver's Claim schedules and collection plan packages; call with K. Cheng re GST/HST; preparation of deposit slip; call with M. Marchand re notice of dispute packages; correspondence with A. Boettger; revisions to proof of claims; send proof of claims to trustees; call with Prime Clerk and BDO team re owner outreach and claims process; outline adjustments for financials; correspondence with L. Noonan re 2020 financial statements.	7.6
2021-11-16	Adam Boettger	Team call to discuss collection packages to assemble.	0.5
2021-11-16	Matthew Marchand	Correspondence with B. Steele re fees; phone call with M. Berinpalingam re undefended claims and related matters; matters related to owner correspondence; revise frequently asked questions; draft email to counsel re same; draft email to K. Strank re website updates and email to owners; draft email to counsel re outreach notice and instruction letter; review email from D. Catuogno re CHHI claim admittance; email correspondence with counsel re same.	2.2
2021-11-16	Mithushaa Berinpalingam	Send emails with statutory declaration forms; respond to Carriage Hills emails; review of items raised by Claims Officer re undefended claims; compile support re same; call with M. Marchand re undefended claims; emails to trustees; call with trustee; update accounts receivable trackers; prepare schedule of Receiver's Claim amounts; track new adjustments to accounts receivables tracker; updates to master contact lists; calls with owners; review of statutory declaration received; call with A. Boettger re notice of dispute packages; updates to Carriage Hills and Carriage Ridge trackers.	7.0
2021-11-17	Adam Boettger	Assemble information packages for Claims Officer; review BDO Portal and arrange for update of access rights for BDO Portal.	5.5
2021-11-17	Matthew Marchand	Email correspondence with counsel re order appeal period; email correspondence with D. Catuogno re CHHI claims; email correspondence with K. Davis re secured claim; phone call with M. Dubin re owner outreach; review email and attachment from L. Williams re outreach notice and instruction letter; revise same; correspondence with S. Babe re portal consent language; matters related to finalizing owner outreach; draft	5.2

		court report; matters related to Receiver's website updates; matters related to frequently asked questions.	
2021-11-17	Mithushaa Berinpalingam	Update Carriage Hills and Carriage Ridge contact lists; run contact survey; correspondence with owners; call with owners; send Prime Clerk updated data sets; call with A. Boettger re notice of dispute packages; review and respond to Carriage Hills and Carriage Ridge emails; correspondence with CHHI; reconcile due to/from accounts for review engagement; call with L. Noonan re 2020 financial statements; send FAQ email blast through mail chimp; call with K. Strank re mail chimp; call with owner; update accounts receivable tracker and summary schedules.	6.2
2021-11-18	Josie Parisi	Review FAQ's and provide comments.	0.9
2021-11-18	Matthew Marchand	Phone call with M. Berinpalingam re financial statement adjustments; CICR reconciliation; secured claims, accounts receivable tracker and owner communication; teleconference with Prime Clerk and counsel re Owner Outreach, ownership claims process order and related matters; review revised ownership claims process order; draft court report; matters related to website updates; teleconference with M. Berinpalingam and S. Babe re undefended claims and collection plan matters.	5.0
2021-11-18	Adam Boettger	Assemble dispute packages; review email addresses for correspondence with disputing individual and add to dispute packages; set-up dataroom for sharing of dispute packages with Claims Officer; call with BDO team, legal counsel and Prime Clerk to discuss contact gathering and claims processes.	5.9
2021-11-18	Kendric Cheng	Review professional service fees; update tracker.	0.4
2021-11-18	Mithushaa Berinpalingam	Calls with owners; call with M. Marchand re updates and report schedules; update notes in accounts receivable trackers for trustee responses received; call with Prime Clerk and BDO team re owner outreach and claims process; update master contact lists; send Prime Clerk updated contact info; review and respond to Carriage Hills and Carriage Ridge emails; call with M. Marchand and counsel; call with M. Marchand re report; updates to trackers; update mail chimp email lists for Carriage Hills and Carriage Ridge; updates to summary schedules; respond to emails.	7.6
2021-11-19	Josie Parisi	Review email from Prime Clerk summarizing status and next steps; review email from an owner and provide direction for a response.	0.8
2021-11-19	Matthew Marchand	Matters related to website updates; review legal invoice; matters related to budgeting and payment of fees; review	0.5

		email and attachment from D. Catuogno re mortgage information.	
2021-11-22	Josie Parisi	Review draft Claims Process Order.	1.9
2021-11-22	Matthew Marchand	Draft court report; review email and attachment from L. Williams re draft order schedules; email correspondence with M. Berinpalingam and V. Flis re affidavit of mailing.	5.1
2021-11-22	Mithushaa Berinpalingam	Respond to Carriage Hills and Carriage Ridge emails; correspondence with L. Noonan; draft email communication; prepare summary schedules of Carriage Hills and Carriage Ridge collection plans, notices of disputes, and undefended claims for report; call with L. Noonan re financial statements; updates to trackers and contact lists; call with A. Boettger re portal for notice of dispute packages.	7.3
2021-11-22	Kendric Cheng	Review invoices received; prepare cheque requisition re same; update tracker re same.	0.3
2021-11-23	Josie Parisi	Review changes to draft court order. Review various emails exchanges regarding same.	0.7
2021-11-23	Matthew Marchand	Sign settlement acknowledgement; matters related to owner inquiries; sign cheque requisitions; correspondence with B. Steele re work in process; review email and attachment from L. Williams re schedules for order; draft email to L. Williams re same; sign wire letter; review email from M. Dubin re claims portal and related matters; review email and attachment from S. Babe re court report and omnibus default judgement order.	2.2
2021-11-23	Adam Boettger	Assemble dispute packages; Review email addresses for correspondence with disputing individual and add to dispute packages.	1.0
2021-11-23	Mithushaa Berinpalingam	Comparison of Receiver's claim and amounts in collection plan packages; draft response to Claims Officer; draft Receipt and Confirmation letter to owner; call with M. Marchand re financials, emails, and report schedules; summary of emails and notice of disputes to discuss with counsel; call with Tony re Ascend settlement updates; calls with owners; review of owner accounts and statuses; update accounts receivable trackers; call with trustee re proof of claim; call with K. Strank re Carriage email responses; review and respond to Carriage Ridge and Carriage Hills emails; review of updated mortgage listing; draft email responses.	7.3
2021-11-24	Josie Parisi	Review additional changes to Claims Procedure Order; correspondence with M. Marchand re same; review draft court report and provide comments.	3.2

2021-11-24	Adam Boettger	Call with BDO team, legal counsel and Prime Clerk to discuss Owner Outreach and Ownership Claims Process; call with M. Berinpalingam to discuss dispute package assembly and response to owner inquiry emails.	0.8
2021-11-24	Mithushaa Berinpalingam	Review and respond to Carriage Hills and Carriage Ridge emails; Call with M. Marchand re undefended claims accounts and emails; summary of emails to discuss with Prime Clerk; call with Prime Clerk and BDO team; calls with owners; email correspondence with owners; call with M. Marchand re report schedules, financials update, trustee responses, and status updates; call with A. Boettger re notice of dispute packages and email responses; correspondence with K. Strank re website updates; updates to Carriage Hills and Carriage Ridge report updates; adjust refunds in trackers; revise notice of disputes summaries; review and respond to emails; correspondence with Prime Clerk re contact info updates.	8.2
2021-11-24	Matthew Marchand	Review email and attachments from T. Duncan re default judgement reports; correspondence with M. Berinpalingam re Undefended Claims; revise response to Claims Officer re same; correspondence with counsel re same; sign cheque requisition; teleconference with Prime Clerk and counsel re owner outreach updates and ownership claims process order; teleconference with M. Berinpalingam re collection plan next steps and report schedules; matters related to owner inquiries and website updates; review invoice; review general ledger balances; matters related to cash budgeting; revise fee affidavit.	5.2
2021-11-25	Adam Boettger	Review and respond to emails regarding Prime Clerk Ownership Contact form.	2.0
2021-11-25	Josie Parisi	Review Claim's Officer's default judgement reports.	1.1
2021-11-25	Matthew Marchand	Review email correspondence re draft claims process order; draft email to D. Catuogno re mortgage information; fee affidavit; sign cheque requisition; review HST returns; review email and attachments from S. Babe re default judgement report and letter; correspondence with employee re WEPPA; revise court report; email correspondence with S. Babe re undefended claims and default judgement orders; call with S. Mitra re updates and issues.	1.6
2021-11-25	Kendric Cheng	Review accounting reports re HST refunds for Carriage Hills and Ridge; prepare cheques for professional fees.	0.75
2021-11-26	Josie Parisi	Call with Carriage owner regarding documents received and renting the units; review and respond to various emails claims process and outreach.	0.4

2021-11-26	Adam Boettger	Review and respond to emails regarding Prime Clerk Ownership Contact form.	0.5
2021-11-26	Matthew Marchand	Matters related to owner correspondence; email correspondence with S. Babe; review email and attachment from T. Duncan re fee affidavit.	0.7
2021-11-26	Kendric Cheng	File Oct 2021 HST returns for all branch accounts relating to Hills and Ridge.	0.75
2021-11-28	Kendric Cheng	Review general ledger report; refresh and update R&D for Carriage Hills.	2.1
2021-11-29	Matthew Marchand	Email correspondence with T. Duncan re status of undefended claims; review of collection plan status re disputed claims; teleconference with counsel and M. Berinpalingam re collection plan next steps; sign cheque; matters related to owner inquiries; draft email to T. Duncan re responses to undefended claim inquiries; review email from M. Dubin re mortgage information.	3.1
2021-11-29	Adam Boettger	Call with M. Berinpalingam to discuss Owner correspondence strategy for week and specific Owner discussions; return phone call to Owners; respond to email requests for information from Owners.	1.5
2021-11-29	Kendric Cheng	Update Carriage Ridge Receipts Disbursements for court report; prepare journal entries for processing.	1.5
2021-11-29	Mithushaa Berinpalingam	Review of owner accounts; call with A. Boettger re Carriage emails; summary chart of undefended claims for report; call with counsel re undefended claims; review of mail; prepare and sign affidavit of mailings for Carriage Hills and Carriage Ridge; update accounts receivable tracker and notes; revise report schedules; reconciliation of owner accounts; calls with owners re Owner Outreach process, account status; updates to master contact lists for Carriage Ridge and Carriage Hills; calls with owners; review of owner accounts; respond to emails; review of Carriage Ridge notice of dispute packages for Claims Officer.	7.8
2021-11-30	Josie Parisi	Attend conference call with Prime Clerk to discuss claims forms and process through the Prime Clerk portal.	0.7
2021-11-30	Adam Boettger	Respond to email requests for information from Owners.	1.0
2021-11-30	Matthew Marchand	Revise court report; review receipts and disbursements; draft email to S. Mizrahi re vehicle proceeds; review email and attachment from L. Williams re revised order; review email and attachment from M. Dubin re order revisions; teleconference with Prime Clerk and counsel re owner outreach and ownership claims process issues; matters related to owner inquiries;	8.2

correspondence with M. Berinpalingam re collection plan reconciliation; review email and attachment from S. Babe re default judgement order; review email and attachment from S. Babe re ancillary order.

2021-11-30	Mithushaa Berinpalingam	Call with A. Boettger re Carriage Ridge and Carriage Hills emails; call with M. Marchand re report schedules, settlements and emails; draft owner responses; review settlement account; updates to accounts receivable trackers; review of mortgage accounts; revise report schedules and reconciliations for Carriage Hills and Carriage Ridge; email correspondence with Prime Clerk; compilation of updates to contact lists; call with Prime Clerk and BDO team re Owner Claims Process; calls with owners; review of report schedules; call with M. Marchand re report schedules and reconciling items; calls with owners; updates to contact lists.	8.0
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This is Exhibit "B" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



Tel: 416 865 0210
 Fax: 416 865 0904
 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association S
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

<i>Date</i>	<i>Invoice No.</i>
18-Jan-22	CINV1580781

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagements for the period from December 1, 2021 to December 31, 2021 as per the details below.

Our Fee	\$ 53,439.00
HST - 13.0% (#R101518124)	6,947.07
Total Due	\$ 60,386.07

<i>Summary of Time Charges:</i>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Parisi, Partner	15.40	525.00	8,085.00
M. Marchand, Partner	32.20	495.00	15,939.00
A. Boettger, Sr. Manager	10.30	450.00	4,635.00
M. Berinpalingam, Manager	68.70	350.00	24,045.00
K. Cheng, Analyst	0.60	300.00	180.00
T. Montesano, Administrator	0.30	200.00	60.00
Administrative Support	3.30	150.00	495.00
TOTAL	<u>130.80</u>		<u>\$ 53,439.00</u>

Date	Professional	Description	Hrs.
1-Dec-21	Josie Parisi	Attend call with Prime Clerk to go through claim forms; review various emails related to claims procedure.	1.3
1-Dec-21	Adam Boettger	Review and respond to Owner emails.	0.5
1-Dec-21	Matthew Marchand	Review email and attachment from L. Williams re revised order; prepare appendices and schedules for court report; matters related to owner inquiries; teleconference with counsel and Prime Clerk re claims process and related matters; correspondence with S. Mitra re updates; review email and attachments from T. Duncan re default judgement reports; correspondence with M. Berinpalingam re same; email correspondence with T. Duncan re same; email correspondence with M. Berinpalingam re 2020 financial statement adjustments; review email and attachment from S. Babe re notice of motion and report revisions; revise court report.	5.1
1-Dec-21	Mithushaa Berinpalingam	Call with A. Boettger re Carriage Hills and Carriage Ridge emails; review and respond to Carriage emails update notes to accounts receivable trackers for Carriage Hills and Carriage Ridge update master contact lists emails to owners correspondence with Prime Clerk review of revised draft 2020 Carriage Hills and Carriage Ridge financial statements review of adjusting journal entries, and revised account balances; calls with owners; correspondence with counsel re owner inquiry; review of Carriage Ridge notice of dispute packages for Claims Officer; call with Prime Clerk and BDO team re owner claims process and order; calls with owners; review of report and undefended claims schedule from Claims Officer for Carriage Hills and Carriage Ridge; call with M. Marchand.	7.2
2-Dec-21	Josie Parisi	Review to numerous emails related to Claims process and order; attend Prime Clerk conference call; review letter from L. Brzezinski.	1.6
2-Dec-21	Adam Boettger	Review and respond to Owner emails; call with BDO team, legal counsel and Prime Clerk to discuss court materials.	1.0

Date	Professional	Description	Hrs.
2-Dec-21	Matthew Marchand	Email correspondence re owner insolvency; email correspondence re appointment order stay provisions; review email correspondence re owner outreach communications; review email and attachment from L. Williams re revised order; revise court report; correspondence with M. Berinpalingam re collection plan reconciliation; correspondence with counsel re judgement report; teleconference with Prime Clerk and counsel re ownership claims process and related matters; review email and attachments from T. Duncan re judgement reports; correspondence with counsel re same; review email from S. Mitra re court report revisions; review email and attachment from L. Williams re letter from L. Brzezinski; review email and attachment from L. Williams re court report; revise same; email correspondence with counsel re matters related to service of court materials.	6.4
2-Dec-21	Mithushaa Berinpalingam	Call with A. Boettger re Carriage Hills and Carriage Ridge emails; correspondence with Price Clerk; review of fax received from owner; call with owners; call with L. Noonan regarding 2020 financial statements; review of final draft of 2020 financial statements; email correspondence with L. Noonan; email correspondence with trustee; review of report values and schedules for Carriage Hills and Carriage Ridge; call with M. Marchand re report values; call with K. Cheng re receipts and disbursements schedule; review of revised schedules; call with Prime Clerk and BDO team; preparation of deposit slip for settlement.	6.8
3-Dec-21	Josie Parisi	Review 6th report of Receiver and provide comments and edits. Review emails associated with claims process, court orders and finalization of court report. Review motion materials; review counsel's response to B. McMurtry.	4.7
3-Dec-21	Adam Boettger	Review and respond to Owner emails.	0.6
3-Dec-21	Matthew Marchand	Email correspondence re judgment reports; review emails and attachments re legal invoices; revise court report; correspondence with M. Berinpalingam and L. Williams re same; review email and attachment from L. Williams re revised order; review email and attachments from T. Duncan re default judgment reports; review email from D. Catuogno re owner outreach; review emails and attachments from M. Dubin re claims process and owner outreach; matters related to report finalization.	3.8

Date	Professional	Description	Hrs.
3-Dec-21	Mithushaa Berinpalingam	Edits to undefended claims schedules for Carriage Hills and Carriage Ridge; email correspondence with owners; call with A. Boettger re Carriage Hills and Carriage Ridge emails; compute figures for court report; call with M. Marchand regarding report values; call with M. Marchand and counsel regarding report; call with M. Dubin re outreach values; revise report figures; review and respond to Carriage emails; call with K. Strank re owner inquiry; review of email from Wyndham; email correspondence with Prime Clerk; calls with owners; draft MailChimp email blast to owners.	6.2
4-Dec-21	Josie Parisi	Read email from C. Diana and letter from L. Brzezinski.	0.5
5-Dec-21	Adam Boettger	Review Owner emails and draft responses.	0.4
6-Dec-21	Josie Parisi	Review emails from Prime Clerk re claims process.	0.2
6-Dec-21	Matthew Marchand	Sign deposit slip; matters related to website updates and email communication with owners; sign settlement acknowledgement letter; email correspondence with M. Dubin re claims process workflow.	0.6
6-Dec-21	Mithushaa Berinpalingam	Call with K. Strank re document upload to case website; calls with owners re contact information and account status; correspondence with K. Strank re case website updates; review of Carriage Hills notice of dispute packages; correspondence with L. Dula re deposit slip; prepare mail chimp email blast to owners; send out mail chimp email blast to owners with update; calls with owners; draft settlement receipt confirmation letter; preparation of additional notice of dispute packages for Carriage Hills and Carriage Ridge; review and update accounts receivable trackers and summary schedules; review of statutory declaration documents received; correspondence with T. Montesano re ascend updates; review of owner accounts; calls with owners.	6.2
7-Dec-21	Adam Boettger	Respond to Owner emails.	0.4
7-Dec-21	Matthew Marchand	Email correspondence re claims portal and prime clerk fees; email correspondence with M. Plahouras re insolvent owner.	0.2

Date	Professional	Description	Hrs.
7-Dec-21	Mithushaa Berinpalingam	Send settlement receipt and confirmation letter to owner; review of emails; review of prepaids email from vendor; review of statutory declarations received and update notes in accounts receivables trackers; call with trustee re proof of claim; call with owners; review of owner accounts; review refund; review of bankruptcy documents; call with owner; draft proof of claim; draft letter for prepaid vendor; schedule of credit owing; calls with owners; updates to contact lists and correspondence with Prime Clerk.	5.6
8-Dec-21	Adam Boettger	Draft and send responses to Owner's emails; draft responses based on Owner's question on ownership interest re pending Ownership Claims Process approval.	1.3
8-Dec-21	Matthew Marchand	Review email from A. Boettger re claims process order typo; email correspondence with counsel re claims process order and purchaser's request for HST information; teleconference with M. Berinpalingam re 2020 financial statement adjustments and prepaid refunds; teleconference with counsel and M. Berinpalingam re collection claim disputes.	1.4
8-Dec-21	Mithushaa Berinpalingam	Draft of prepaid letter to vendor; review of final draft of 2020 financial statements; call with M. Marchand re 2020 financial statements; correspondence with L. Noonan; call with M. March and counsel re insolvent and hardship accounts; email summary with accounts for counsel; correspondence with prepaid vendor; call with A. Boettger re Carriage Hills and Ridge emails; revisions to Carriage Hills and Ridge prepaid letters; review of Carriage Hills and Ridge emails; updates to accounts receivables trackers; preparation of notice of dispute packages for Carriage Ridge, add insolvency documents to dispute packages; update statuses in trackers; call with owner.	6.8
9-Dec-21	Adam Boettger	Send responses to Owner's emails.	1.0
9-Dec-21	Matthew Marchand	Correspondence with J. Berman re owner outreach technical issue.	0.1
9-Dec-21	Mithushaa Berinpalingam	Email correspondence with L. Noonan; send invoice information to Oracle; review agreement from prepaid vendor; calls with owners; updates to contact lists and notes; preparation of additional Carriage Hills dispute packages to refer to Claims Officer; update statuses in trackers and summaries; add in insolvency documents; respond to emails; add in Receiver's Claims schedules to dispute packages; review of packages.	6.0

Date	Professional	Description	Hrs.
10-Dec-21	Josie Parisi	Review email from owner re Prime Clerk engagement and other issues.	0.1
10-Dec-21	Matthew Marchand	Review draft 2020 financial statements; draft email to L. Noonan re finalization of same; review email from D. Dudar; matters related to owner correspondence; teleconference with Prime Clerk and L. Williams re claims portal workflow and related matters; review email from S. Babe re deedbacks.	2.7
13-Dec-21	Josie Parisi	Call from owner re Prime Clerk claim form; review email from S. Babe and provide comments; review revisions to draft order and provide comments.	1.4
13-Dec-21	Adam Boettger	Respond to Owner emails.	0.2
13-Dec-21	Matthew Marchand	Review email and attachment from B. Steele re invoice; review email and attachment from S. Babe re abandonment letter; review email and attachment from L. Williams re revised order; review email correspondence re stakeholder inquiries.	0.5
13-Dec-21	Mithushaa Berinpalingam	Review of owner emails; add in proof of claim documents to dispute packages for Carriage Hills and Carriage Ridge; updates to accounts receivables trackers; preparation of deposit slips for CICR collections; update accounts receivables tracker for CICR collections; correspondence with prepaid vendors; email correspondence with Prime Clerk; revisions to claim abandonment letters; schedule of accounts that broke arrangements with CICR; draft account specific letters for claims to be abandoned; review of refund payor information; call with A. Boettger re Carriage Hills and Ridge owner emails.	5.7
14-Dec-21	Josie Parisi	Review and respond various emails related to outreach and claims process; review affidavit of M. Deegan; conference call with counsel re hearing; review changes to draft court orders.	2.8
14-Dec-21	Adam Boettger	Respond to Owner emails.	0.4
14-Dec-21	Matthew Marchand	Sign deposit slips; review Prime Clerk fees; correspondence with B. Steele re same; email correspondence with J. Berman re owner outreach issues; teleconference with Prime Clerk and counsel re claims portal and owner outreach updates; email correspondence with M. Plahouras re distribution timing; review email and attachment re affidavit of M.	4.1

Date	Professional	Description	Hrs.
		Deegan; correspondence with counsel re same; teleconference with BDO team and counsel re court hearing.	
14-Dec-21	Mithushaa Berinpalingam	Correspondence with Nachum re owner refunds; correspondence with L. Dula re deposit slips; call with A. Boettger re Carriage emails; correspondence with counsel; review of owner accounts; update trackers; calls with owners; call with K. Strank re document upload to case website; call with counsel and M. Marchand.	5.5
15-Dec-21	Josie Parisi	Attend court hearing.	1.3
15-Dec-21	Adam Boettger	Respond to Owner emails.	1.3
15-Dec-21	Matthew Marchand	Attend court hearing; correspondence with M. Berinpalingam re email to owners and website updates; email correspondence with counsel re hearing matters; teleconference with M. Berinpalingam re collection plan disputes packages, HST returns and member refunds; email correspondence with M. Plahouras re insolvent owner claim; matters related to proof of claims against insolvent owners; matters related to managing owner outreach, claims portal and administration of claims process; email correspondence re trustee service for owner claims process; review endorsement from Justice Conway.	4.0
15-Dec-21	Mithushaa Berinpalingam	Calls with owners; call with A. Boettger re Carriage Hills and Carriage Ridge emails; call with M. Marchand; send out mailchimp email blast to owners; correspondence with K. Strank re website updates; call with M. Marchand re notice of dispute packages, abandonment letters and proof of claims; revise proof of claims; compile list of trustee contact information and update master contact lists; correspondence with Prime Clerk re trustee contact information; call with owner; update master contact list.	5.9
16-Dec-21	Josie Parisi	Review L. Brzezinski's proposed changes to the court order; review comments from counsel re same.	0.8
16-Dec-21	Matthew Marchand	Review email and attachment from L. Brzezinski re revised ownership claims process order; correspondence with counsel re same; review email and attachment from P. Jamminga re claims process work flow; review memos re distribution income tax issues; review email correspondence re owner outreach; correspondence with M. Berinpalingam re deposits and disbursements; review email and attachment from L. Williams re revisions to order; email correspondence	1.6

Date	Professional	Description	Hrs.
		re same; review November HST filings; sign deposit slips; sign cheque requisition; sign cheque.	
16-Dec-21	Kendric Cheng	Call with M. Berinpalingam re HST filings.	0.5
16-Dec-21	Mithushaa Berinpalingam	Prepare endorsement to post on case website; send out MailChimp email blast; add owner contact information to MailChimp; send proof of claims to trustee; review of owner accounts per email received; revisions to endorsement document; correspondence with K. Strank re website updates; calls with owners; call with K. Cheng re November 2021 HST filings for Carriage Hills and Carriage Ridge; preparation of deposit slip; correspondence with Prime Clerk; review fax from owner; call with M. Marchand; revisions to deposit slips; Prepare and file November HST filings for Carriage Hills and Carriage Ridge; correspondence with Wyndham; review of emails; calls with owners.	6.8
17-Dec-21	Josie Parisi	Attend court hearing; review comments from owners.	0.7
17-Dec-21	Kendric Cheng	Review invoice; prepare cheque requisition re same.	0.1
17-Dec-21	Adam Boettger	Call with owner to discuss issue with refund; draft responses to Owner emails.	0.7
17-Dec-21	Matthew Marchand	Attend court hearing; email correspondence with D. Beaudoin re delinquent accounts.	0.7
20-Dec-21	Matthew Marchand	Review emails and attachments from S. Babe re orders; correspondence with K. Strank re website updates; review Association websites.	0.2
21-Dec-21	Matthew Marchand	Correspondence with B. Steele re updates, invoice, owner outreach and efficiency planning; email correspondence with L. Williams re owner outreach; review email from S. Babe re issued orders; provide direction to K. Strank re website updates.	0.7
21-Dec-21	Adam Boettger	Respond to Owner emails.	1.0
23-Dec-21	Matthew Marchand	Review email from S. Mitra re insolvent delinquent account; email to M. Berinpalingam re same.	0.1
24-Dec-21	Adam Boettger	Respond to Owner emails.	0.5
31-Dec-21	Adam Boettger	Respond to Owner emails.	1.0

This is Exhibit "C" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



Tel: 416 865 0210
 Fax: 416 865 0904
 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

Date	Invoice No.
February 10, 2022	CINV1619217

Re Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagements for the period from January 1, 2022 to January 31, 2022 as per the details below.

Our Fee	\$ 61,100.00
HST - 13.0% (#R101518124)	<u>7,943.00</u>
Total Due	<u><u>\$ 69,043.00</u></u>

Summary of Time Charges:	Hours	Rate	Amount
J. Parisi, Partner	4.10	565.00	\$ 2,316.50
M. Marchand, Partner	48.20	535.00	25,787.00
A. Boettger, Sr. Manager	13.90	490.00	6,811.00
M. Berinpalingam, Manager	57.50	385.00	22,137.50
S. Burrowes, Manager	0.10	385.00	38.50
K. Cheng, Analyst	0.30	330.00	99.00
T. Montesano, Administrator	0.60	220.00	132.00
Administrative Support	22.90	165.00	3,778.50
TOTAL	<u><u>147.60</u></u>		<u><u>\$ 61,100.00</u></u>

Date	Professional	Description	Hrs.
4-Jan-22	Matthew Marchand	Review email from S. Babe re owner settlement; Correspondence with M. Berinpalingam re same; Review engagement status and action items; Review case website; Provide direction to K. Strank re updates to same; Matters related to owner inquiries; Correspondence with M. Berinpalingam re tax returns, member refunds, CHHI claims, court orders, owner correspondence and ownership claims process issues; Sign deposit slips and cheque requisition; Review email from B. Steele re revised invoice and estimated fees; Review invoices for website support.	2.3
4-Jan-22	Mithushaa Berinpalingam	Review of owner accounts; calls with owners; Correspondence with legal counsel; Calls with owners; Email correspondence with owners; Settlement discussion with owner; Follow up with prepaids vendor; Updates to accounts receivables trackers; Prepare deposit slips and cheque requisitions; Call with A. Boettger re Carriage email inboxes and contact lists; Correspondence with CHHI; Review of owner refunds; Review of 2020 final financial statements and tax returns; Call with M. Marchand re financial statements and tax returns; Correspondence with Prime Clerk.	6.2
5-Jan-22	Matthew Marchand	Review general ledger and outstanding invoices; Compute short term cash flow projection estimate and funds to transfer from investment accounts; Sign cheque; review email and attachments from C. Hummel re finalized financial statements, tax returns, and adjustments; Teleconference with M. Berinpalingam re tax returns, member refunds, insolvent accounts, HST, CICR and LJP accounts, ownership claims process matters and distributions; Email to D. Catuogno re mortgage account information; Email correspondence with A. Abdullah re investment account withdrawals; Review email from M. Dubin re ownership outreach, claims portal and claims process matters; Email correspondence with L. Williams re same; Draft email to L. Williams re posting of order to social media sites.	4.2
5-Jan-22	Kendric Cheng	Review and update outstanding fees tracker.	0.3
5-Jan-22	Mithushaa Berinpalingam	Update notes to refunds schedule; Call with P. Harrison re payors for maintenance fees; Review of CICR and LJP accounts; Review of Carriage Ridge HST; Updates to Carriage Ridge HST refund calculation; Updates to master contact lists; Correspondence with owners; Call with M. Marchand re refunds; Correspondence with lawyers; HST calculation and notice of dispute packages; Call with L. Dula re cheque requisition; Correspondence with counsel; Coordinate posting court orders to case website; Contact list for trustees; Prepare listing of accounts to review with counsel.	6.5
6-Jan-22	Adam Boettger	Respond to Owner emails.	0.2
6-Jan-22	Tony Montesano	Correspond with M. Berinpalingam re bankruptcy and Trustee discharge status.	0.6
6-Jan-22	Matthew Marchand	Correspondence with K. Cheng re storage of books and records; Email correspondence with M. Dubin and L. Williams re claims process matters; Matters related to website updates; Correspondence with A. Adbullah re fund transfers; Correspondence with J. Parisi re updates and issues; Email correspondence re owner outreach; Email correspondence with M. Berinpalingam re CHHI claims and owner refunds.	1.5
6-Jan-22	Josie Parisi	Review email from owner re status of proceedings.	0.2

Date	Professional	Description	Hrs.
6-Jan-22	Mithushaa Berinpalingam	Correspondence with K. Strank re Globe and Mail publication; Correspondence with G. Gagnon re updating Carriage Hills and Ridge websites; Comparison of outstanding balances for accounts with LJP; Call with K. Strank re notice publication; Review and detailed summary of statutory declarations received for Carriage Hills and Carriage Ridge; Correspondence with Prime Clerk; Call with N. Golodner re refunds.	5.4
7-Jan-22	Matthew Marchand	Sign cheque requisitions; Review Globe and Mail proof re public notice to claimants; Correspondence with M. Berinpalingam re revisions to same; Matters related to owner communications; Review email and attachment from R. Cavaliere re Claims Officer fee invoice; Email correspondence with B. Steele re work in process estimate; Email correspondence with A. Adbullah re fund transfers; Email to C. Hummel re 2020 financial statements and tax returns; Sign deposit slips; correspondence with J. Parisi re ownership claims process update.	1.4
7-Jan-22	Josie Parisi	Review email correspondence from M. Marchand re ownership claims process update.	0.4
7-Jan-22	Mithushaa Berinpalingam	Review of Globe and Mail proof; Preparation of deposit slip; Call with L. Dula re deposit slip; Email correspondence with owner; Call with owner; Edits to Carriage Hills and Carriage Ridge trustee contact information listings.	1.6
10-Jan-22	Josie Parisi	Review emails received from owners and respond.	0.2
10-Jan-22	Matthew Marchand	Review emails from M. Dubin and J. Berman re claims process; Correspondence with J. Malcolm re fund transfers; Review ownership claims process order and schedules; Teleconference with Prime Clerk, M. Berinpalingam and L. Williams re claims portal walk through demonstration and related matters; Sign cheque requisitions and deposit slip.	3.1
10-Jan-22	Mithushaa Berinpalingam	Review of updated contact list received from Prime Clerk; Call with Prime Clerk, M. Marchand and counsel re online portal demonstration; Correspondence with Globe and Mail; Revise Carriage sample documents to post on Prime Clerk portal.	3.2
11-Jan-22	Josie Parisi	Review email from M. Marchand re Prime Clerk; Review and sign various requests for payment.	0.3
11-Jan-22	Matthew Marchand	Review email and attachment from D. Catuogno re mortgage accounts; Correspondence with M. Berinpalingam re same; Draft email to D. Catuogno re same; Review legal invoice; Review email and attachment from B. Steele re December invoice; Email correspondence re ownership claims process, online portal and public notice publication matters; Review and sign tax returns; Draft email to C. Hummel re same; sign cheques; Review delinquent account bad debt HST refund calculation; Phone call with M. Berinpalingam re same; Correspondence with M. Berinpalingam re claims process publication and claims process.	3.4
12-Jan-22	Matthew Marchand	Review email correspondence re contact details for insolvent parties; Review email and attachment from D. Catuogno re mortgage accounts; Correspondence with M. Dubin re same; Draft email to D. Catuogno re same; Review claims process order; Email correspondence with Prime Clerk re mortgage information; Teleconference with Prime Clerk and L. Williams re online portal and outstanding claims process tasks; Review email and attachment from M. Dubin re mortgage account discrepancies; Draft email to D. Catuogno re same;	2.7

Date	Professional	Description	Hrs.
12-Jan-22	Adam Boettger	Respond to Owner emails.	1.0
13-Jan-22	Matthew Marchand	Sign wire letter; Sign deposit slips; Correspondence with M. Berinpalingam re HST adjustments; Email correspondence with M. Dubin re data sets; Review notice of dispute packages for claims officer.	1.3
14-Jan-22	Josie Parisi	Review correspondence from Owner and respond; Review 2020 financial statements.	0.6
14-Jan-22	Adam Boettger	Respond to Owner emails.	0.4
14-Jan-22	Matthew Marchand	Draft email to D. Catuogno re mortgage data; Draft frequently asked questions ("FAQ's"); Provide direction to K. Strank re website updates; Correspondence with M. Berinpalingam re email to owners and Globe and Mail publication; Prepare outline for next court report.	1.2
14-Jan-22	Mithushaa Berinpalingam	Correspondence with L. Dula; Correspondence with Globe and Mail; Call with owner.	0.5
15-Jan-22	Mithushaa Berinpalingam	Draft of email to owners regarding financials; Preparation of deposit slips and acknowledgement letters; Updates to accounts receivables trackers.	0.6
17-Jan-22	Mithushaa Berinpalingam	Call with owner; Create template in mail chimp for email to owners.	0.4
17-Jan-22	Matthew Marchand	Review email from D. Catuogno re mortgage accounts; Email correspondence with M. Dubin re claims process portal, noticing and relating matters; Review email from M. Berinpalingam re Globe publication confirmation; Sign deposit slips, settlement acknowledgement letters and cheque requisition; Review and revise email communication to Owners; Draft FAQ's; Draft email to L. Williams re same; Review Association websites; Review email and attachment from J. Berman re claims portal testing access; Review email and attachment from L. Williams re FAQ's; Revise same; Draft email to Prime Clerk re same;	3.1
18-Jan-22	Josie Parisi	Receive call from owner and respond to their questions; Review test email related to financial statements; Review FAQ's.	0.9
18-Jan-22	Matthew Marchand	Review and test online claims portal; Correspondence with M. Berinpalingam re same; Draft email to J. Berman re same; Email correspondence with counsel re claims portal user privacy agreement; Sign deposit slip; Email correspondence with J. Berman re FAQ's; Matters related to correspondence with owners; Review email from J. Berman re claims portal matters; Draft email to D. Catuogno re mortgage information; Draft email to S. Mitra re updates.	2.5
18-Jan-22	Mithushaa Berinpalingam	Test ownership claims process online portal; Call with T. Montesano re dividend received; Calls with owners; Correspondence with N. Golodner; Review of Receiver's case website updates; Correspondence with K. Strank; Call with M. Marchand re claims portal; Preparation of deposit slips; Preparation of proof of claims; Updates to accounts receivables trackers; Calls with owners; Correspondence with L. Dula; Preparation of email blast for FAQ's.	4.6
19-Jan-22	Stephanie Burrowes	Correspondence with owner.	0.1

Date	Professional	Description	Hrs.
19-Jan-22	Josie Parisi	Correspondence with M. Marchand re 2021 financial statements and tax returns.	0.8
19-Jan-22	Matthew Marchand	Matters related to owner communications; Email correspondence with Prime Clerk and M. Berinpalingam re claims portal testing and finalization; Review email and attachment from P. Harrison re creditor claim; Provide direction to K. Cheng re same; Review memo from BDO tax team re section 116 Income Tax Act issues; Review memo from Aird and Berlis re same; Correspondence with J. Parisi re fiscal 2021 financial statements and tax returns; Draft email to C. Hummel re same; Sign cheque; Receive voicemails from H. Diamond re sale of resorts; Return phone call to H. Diamond re same; Review email and attachment from J. Berman re claims portal testing and related matters; Review email from M. Berinpalingam re same; Test online claims portal; Draft email to J. Berman re same; Draft email to L. Williams re same; Correspondence with M. Berinpalingam re website updates; Draft language for website update; Correspondence with J. Berman re same; Review general ledger account dispositioning; Email correspondence with H. Diamond re request for information; Draft email to S. Mitra re same; Matters related to finalizing and preparing for ownership claims process launch.	6.4
19-Jan-22	Mithushaa Berinpalingam	Revisions to email blast, send out email blast to all Owners; Calls with owners; Call with L. Dula; Review of emails; Follow up with trustee; Correspondence with Prime Clerk re portal comments; Correspondence with K. Strank re website updates; Review of website updates; Test ownership claims portal; Calls with owners; Preparation of cheque requisitions; Call with M. Marchand re ownership claims portal; Revisions to deposit slips and cheque requisitions; Updates to accounts receivables trackers; compute Ridge HST calculations; Updates to contact lists.	6.0
20-Jan-22	Matthew Marchand	Email correspondence with D. Catuogno re mortgage schedule; Email correspondence with S. Babe re privacy agreement; revise schedule re Owner Proof of Claim Instruction Letter; email correspondence with L. Williams re same; email correspondence with C. Hummel re 2021 financial statements; sign cheque requisitions and deposit; correspondence with M. Berinpalingam re same; teleconference with Prime Clerk, L. Williams and M. Berinpalingam re claims process, online portal, owner inquiries and related matters; review and sign settlement letter; sign deposit; matters related to website updates; email correspondence with M. Dubin re publication.	2.6
20-Jan-22	Mithushaa Berinpalingam	Preparation of deposit slips and acknowledgement forms; update accounts receivables trackers; calls with owners; compile updated contact information; correspondence with Prime Clerk; update emails in MailChimp; call with L. Dula; preparation of cheque requisitions; correspondence with N. Golodner; review of owner refunds; updates to owner refund schedules; updates to addresses for owner refunds; preparation of Carriage Hills and Carriage Ridge cheque requisitions re owner refunds.	5.9
21-Jan-22	Adam Boettger	Draft responses re Owner inquiries; discussion with BDO team re claims process owner communications.	2.8
21-Jan-22	Matthew Marchand	Review email correspondence re creditor distribution issues; Meeting with A. Boettger and M. Berinpalingam re managing claimant correspondence and related matters.	0.4

Date	Professional	Description	Hrs.
21-Jan-22	Mithushaa Berinpalingam	Updates to email lists with information from Prime Clerk; Calls with owners; Review of emails; Updates to notes accounts receivables trackers; Record settlements, CICR collections in trackers; Carriage Ridge HST refund calculations and adjustments; Review of owner accounts; Call with M. Marchand and A. Boettger re Carriage emails; Carriage Hills HST refund calculations and adjustments.	5.3
24-Jan-22	Matthew Marchand	Correspondence with K. Strank re Globe proof of publication; Email and phone correspondence with J. Berman re online portal and noticing; Matters related to owner correspondence; Correspondence with M. Berinpalingam re HST returns; Correspondence with K. Cheng and M. Berinpalingam re outstanding fees and fund transfers.	1.1
24-Jan-22	Adam Boettger	Discussion of pending responses to Ownership Claims Process emails from Owners; Respond to Owner emails.	1.0
24-Jan-22	Mithushaa Berinpalingam	Call with K. Strank re owner calls; Calls with owners; Updates to contact lists.	0.8
25-Jan-22	Adam Boettger	Respond to Owner emails.	3.4
25-Jan-22	Josie Parisi	Correspondence with M. Marchand regarding 2021 financial statement preparation.	0.1
25-Jan-22	Matthew Marchand	Review emails and attachments from J. Berman re claims portal, submissions and sample packages sent to claimants; Matters related to owner communications; Correspondence with J. Parisi re financial statements and tax returns; Email correspondence with S. Ramos re creditor wire instructions; Email correspondence re delivery of email claims packages; Sign cheque requisitions.	1.4
25-Jan-22	Mithushaa Berinpalingam	Review of owner outreach forms received; Review of settlements received; Review of owner accounts; Preparation of cheque requisition; Updates to accounts receivables tracker; Input interval and amount values for owner accounts under review.	1.9
26-Jan-22	Josie Parisi	Receive call from owner and provide status update.	0.3
26-Jan-22	Adam Boettger	Respond to Owner emails; Phone call with Prime Clerk to discuss initial owner communications re Ownership Claims Process.	2.5
26-Jan-22	Matthew Marchand	Meeting with M. Berinpalingam re outstanding action items and next steps; Sign cheque; Review proof of publication from Globe re ownership claims process; Teleconference with counsel and M. Berinpalingam re outstanding matters and next steps; Sign wire letter; Review general ledgers; Correspondence with M. Berinpalingam re same; Review email from M. Dubin re owner outreach results; Prepare for meeting with Prime Clerk and BDO team re ownership claims process issues and updates; Email correspondence with M. Dubin re ownership claims process email delivery issues; Review invoices; Teleconference with BDO team and Prime Clerk re ownership claims process updates and issues; Review emails from M. Dubin re claims process email to owners.	5.2

Date	Professional	Description	Hrs.
26-Jan-22	Mithushaa Berinpalingam	Follow up with N. Golodner re refunds; Call with M. Marchand re insolvent accounts and accounts under review; Call with M. Marchand and legal counsel re insolvent, hardship and deed backs; Correspondence with A. Boettger re owner account; Call with K. Strank re owner calls and mail received; Follow up with L. Dula; Call with Prime Clerk re ownership claims process; Review of general ledger and professional fees invoices; Compilation of general ledger adjustments.	4.4
27-Jan-22	Adam Boettger	Respond to Owner emails.	1.5
27-Jan-22	Josie Parisi	Review correspondence from an owner; Review correspondence from Aird and Berlis re owner questions.	0.3
27-Jan-22	Matthew Marchand	Correspondence with T. Montesano re Iron Mountain; Matters related to owner communications; Review owner outreach results; Teleconference with counsel and M. Berinpalingam re outstanding matters and next steps; Email correspondence with K. Broutzas re claims process inquiry.	2.2
27-Jan-22	Mithushaa Berinpalingam	Call with M. Marchand and counsel re hardship and accounts under review; Email correspondence with S. Mitra; Call with K. Strank re owner inquiries and contact information updates; Calls with owners.	1.9
28-Jan-22	Matthew Marchand	Email correspondence with M. Dubin re email noticing; Review email correspondence re owner inquiries requesting claims packages be resent; Matters related to invoicing; Correspondence with K. Cheng re creditor claim; Review email from D. Catuogno re mortgage information; Draft email to D. Catuogno re same; Draft email to Prime Clerk re same; Email correspondence with G. Gagnon re website support.	1.0
28-Jan-22	Adam Boettger	Respond to Owner emails; discussion with M. Berinpalingam re compiling Owner requests for follow-up form for Prime Clerk; Correspondence with Owners.	1.1
28-Jan-22	Mithushaa Berinpalingam	Preparation of December HST filings for Carriage Hills and Carriage Ridge; Call with A. Boettger re contact information compilation; Correspondence with Prime Clerk; Call with M. Dubin re ownership percentage review; Review of ownership percentages by account and owner.	2.3
31-Jan-22	Matthew Marchand	Review emails from M. Dubin re resent emails and mortgage accounts; Review emails from M. Dubin and M. Berinpalingam re non-equal ownership splits; Phone call with M. Berinpalingam re same; Draft email to M. Dubin re same; Draft email to M. Dubin re mortgage files for mortgagee; Review and sign proof of claim for owner insolvency proceeding; Review HST filings; Email correspondence with G. Gagnon re invoices; Matters related to invoicing.	1.2

This is Exhibit "D" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022

A handwritten signature in black ink, appearing to read "J. LeVato". The signature is written in a cursive style with a large initial "J" and a stylized "L".

A COMMISSIONER FOR TAKING AFFIDAVITS



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BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

Date	Invoice No.
March 9, 2022	CINV166021

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagements for the period from February 1, 2022 to February 28, 2022 as per the details below.

Our Fee:	\$ 56,385.00
Disbursements:	
Mailchimp	1,574.78
Subtotal	<u>57,959.78</u>
HST - 13% (#R101518124)	7,534.77
Total Due	<u>\$ 65,494.55</u>

<i>Summary of Time Charges</i>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Parisi, Partner	3.6	565.00	\$ 2,034.00
M. Marchand, Partner	37.9	535.00	20,276.50
A. Boettger, Sr. Manager	13.6	490.00	6,664.00
M. Berinpalingam, Manager	54.5	385.00	20,982.50
K. Cheng, Analyst	3.9	300.00	1,170.00
T. Montesano, Administrator	0.2	220.00	44.00
Administrative Support	31.6	165.00	5,214.00
Total	<u>145.3</u>		<u>\$ 56,385.00</u>

Date	Professional	Description	Hrs.
1-Feb-22	Josie Parisi	Review email from owner regarding Prime Clerk. Review various email exchanges regarding next steps.	0.3
1-Feb-22	Matthew Marchand	Review email from M. Ginsherman re ownership claims process; draft email to M. Ginsherman re same; draft counsel to counsel re form of distribution order; review email from M. Dubin re updates; review email from counsel re claims process and form of distribution order; draft email to T. Duncan re disputes packages; correspondence with M. Berinpalingam re same; sign cheque requisitions re refunds; draft email to Prime Clerk re owner inquiry; sign deposit slips; matters related to invoicing; review cash disbursement requirements; calculate funds to withdraw from GIC investments; correspondence with M. Berinpalingam re HST issues; draft email to A. Abdullah re partial GIC redemption.	3.2
1-Feb-22	Mithushaa Berinpalingam	January 31, 2022: Call with M. Marchand re mortgage, ownership process and proof of claims; send settlement acknowledgement and receipt letters to Owners; correspondence with Prime Clerk; calls with owners; update contact lists; correspondence with Prime Clerk; call with K. Strank re owner calls; Carriage Hills and Carriage Ridge December 2021 HST filings; preparation of settlement deposit slips.	4.0
1-Feb-22	Mithushaa Berinpalingam	Call with owner; updates to contact lists; preparation of cheque requisitions; file proof of claims; review of refunds; call with M. Marchand re refunds and notice of disputes; correspondence with S. Babe; review of invoices and updates to professional fees tracker; correspondence with Janice re cheque requisitions; updates to accounts receivables tracker.	3.3
2-Feb-22	Adam Boettger	Respond to Owner emails.	1.0
2-Feb-22	Kendric Cheng	Receipts and disbursements cash flow update.	3.4
2-Feb-22	Matthew Marchand	Email correspondence re owner inquiries; review email and attachment from S. Babe re notice of referral to claims officer; email correspondence with G. Faust re ownership claims process emails; review and revise enclosure letter re refunds; review email from A. Abdullah re fund transfers; review emails from K. Brontzas re ownership claims process noticing; review email from N. Kamran re partial GIC redemption; correspondence with T. Montesano re same; phone call with M. Berinpalingam re notice of disputes referral to claims officer matters; sign cheques; sign deposit slips.	1.3
2-Feb-22	Mithushaa Berinpalingam	Draft letter for refund cheques issued; update owner inquiries list and contact information; correspondence with Prime Clerk; correspondence with Janice; update accounts receivables trackers for Carriage Hills and Ridge; notice of dispute packages review.	2.1
3-Feb-22	Josie Parisi	Discussions with owner regarding current process. Review and respond to email from owner.	0.3
3-Feb-22	Kendric Cheng	Revise and update receipts and disbursements.	0.5
3-Feb-22	Matthew Marchand	Sign cheque requisitions; review general ledgers and bank account activity; sign cheques; review emails from K. Cheng re receipts and disbursement schedules; draft email to T. Montesano re invoices to pay.	0.6
3-Feb-22	Tony Montesano	Prepare payments re True Connections Invoices.	0.2
4-Feb-22	Adam Boettger	Respond to Owner emails.	2.3

Date	Professional	Description	Hrs.
4-Feb-22	Josie Parisi	Review invoices for approval.	0.2
4-Feb-22	Matthew Marchand	Correspondence with K. Cheng re general ledgers and receipts and disbursements; review emails and attachment from M. Dubin re claims process mailing statistics and updates.	0.5
4-Feb-22	Mithushaa Berinpalingam	Calls with owners; call with A. Boettger re owner inquiries; update owner inquiries list; compile contact information for letters to owners re notice of dispute; calls with owners; updates to accounts receivables tracker; correspondence with Prime Clerk.	3.8
7-Feb-22	Adam Boettger	Respond to Owner emails.	0.5
7-Feb-22	Josie Parisi	Call with counsel to discuss distribution.	1.5
7-Feb-22	Matthew Marchand	Correspondence with A. Boettger re owner inquiries; review email from M. Dubin re owner inquiry; review email correspondence re owners not receiving access codes; review receipts, disbursements and assess distribution buckets; review legal invoice; draft email to C. Doyle re same; prepare for teleconference with counsel re distribution issues; teleconference with counsel and M. Berinpalingam re form of distribution order and related issues; correspondence with T. Montesano re professional fees; sign cheque requisitions; review email from J. Berman re noticing update; review email from M. Dubin re claims process update statistics.	3.7
7-Feb-22	Mithushaa Berinpalingam	Update owner inquiries list; correspondence with Prime Clerk; call with K. Strank re notice of dispute addresses and owner inquiries; update professional fees tracker; call with counsel, M. Marchand and J. Parisi re distribution order; update accounts receivables trackers for refunds issued; review mortgages information; correspondence with Prime Clerk; Carriage Hills HST refund calculations; revisions to accounts receivables adjustments.	5.8
8-Feb-22	Matthew Marchand	Review legal invoice; matters related to invoicing; draft court report; email correspondence with B. Steele re fees; sign cheque requisition; phone call with M. Dubin and J. Berman re requests for amendments, related matters and next steps; sign wire letter; return phone call to B. Fysh; correspondence with M. Berinpalingam re status of disputes packages and notice letters.	3.1
8-Feb-22	Mithushaa Berinpalingam	Carriage Hills HST calculations and adjustments; summary schedule of Carriage Hills and Ridge HST calculations; review of settlement emails; call with K. Strank re notice of dispute addresses; review of notice of dispute addresses and packages to be referred to claims officer; add documents to Sharepoint; review of owner accounts.	4.9
9-Feb-22	Adam Boettger	Respond to Owner emails.	1.2
9-Feb-22	Josie Parisi	Review email from owner.	0.1
9-Feb-22	Matthew Marchand	Review HST refund calculations re delinquent accounts; correspondence with M. Berinpalingam re same; sign settlement confirmation letters; matters related to fund transfers; sign cheque requisitions.	1.5
9-Feb-22	Mithushaa Berinpalingam	Call with K. Strank to coordinate mailings of letters re notice of disputes; preparation of settlement acknowledgement letters; update owner inquiries; updates to accounts receivables trackers; send out acknowledgement letters; call with M. Marchand re HST calculations; revise HST calculations; update summary schedules; calls with owners; review of accounts; edits to contact listing for notices; call with T. Montesano re correspondence with CRA; call with K. Strank re owner calls; mail merge of Carriage Ridge and Carriage Hills letters.	5.9

Date	Professional	Description	Hrs.
10-Feb-22	Adam Boettger	Respond to Owner emails; calls with Owners.	1.5
10-Feb-22	Josie Parisi	Call with Prime Clerk to discuss challenges and costs.	0.6
10-Feb-22	Matthew Marchand	Call with Prime Clerk and J. Parisi re updates, fees, issues and next steps; correspondence with L. Williams re same; sign cheque requisition; sign deposit slip; review email and attachments from M. Berinpalingam re draft HST returns; correspondence with M. Berinpalingam re same; sign wire letter; matters related to invoicing; call with M. Berinpalingam re dispute packages, notices and communication to claims officer.	4.7
10-Feb-22	Mithushaa Berinpalingam	Prepare January 2022 HST filings for Carriage Hills and Carriage Ridge; HST refund filings for Carriage Hills and Carriage Ridge; review of owner accounts; call with L. Dula re HST general ledger entries; call with Tony re HST filings; edit notice of dispute packages; correspondence with K. Strank and T. Montesano re mailing of letters re notice of disputes; updates to accounts receivables trackers for Carriage Hills and Carriage Ridge.	3.3
11-Feb-22	Adam Boettger	Respond to Owner emails.	0.5
11-Feb-22	Josie Parisi	Review mail from owner re information requested.	0.1
11-Feb-22	Matthew Marchand	Review email correspondence re owner inquires and claims process email deliveries; review correspondence to Claims Officer and Sharepoint site re dispute packages; review bank account activity; correspondence with J. Malcolm re payment processing; correspondence with T. Montesano re outstanding invoices.	0.6
11-Feb-22	Mithushaa Berinpalingam	Preparation of Carriage Hills and Carriage Ridge summary schedules of dispute packages for Claims Officer; Sharepoint access for Claims Officer; calls with owners; call with K. Strank re owner calls; update owner inquires list; email correspondence with Prime Clerk; calls with owners; update accounts receivables for CICR collections for Carriage Hills and Carriage Ridge; preparation of deposit slips for Carriage Hills and Carriage Ridge; email correspondence with Claims Officer; calls with owners.	3.8
13-Feb-22	Adam Boettger	Respond to Owner emails.	0.5
14-Feb-22	Adam Boettger	Respond to Owner emails.	1.0
14-Feb-22	Matthew Marchand	Sign cheque requisitions; sign cheques; review email and attachment from B. Steele re fee invoice; email correspondence with J. Berman re additional frequently asked questions, outstanding issues, email to owners and owner inquiries; matters related to owner inquiries; sign deposit slips.	1.0
14-Feb-22	Mithushaa Berinpalingam	Call owners; changes to Sharepoint access; correspondence with K. Strank; calls with owners; update owner inquiries; draft letters for claims to be abandoned; call with S. Babe re dispute; updates to accounts receivables tracker and summaries; update owner inquires schedule.	2.3
15-Feb-22	Adam Boettger	Call with Owner; Review draft FAQ document on Ownership Claims Process and provide feedback.	1.3
15-Feb-22	Josie Parisi	Review email from member who wants to pay arrears.	0.2

Date	Professional	Description	Hrs.
15-Feb-22	Matthew Marchand	Correspondence with M. Berinpalingam re delinquent account payment application; review email from K. Broutzas re frequently asked questions and additional issues; draft frequently asked questions; draft emails to L. Williams and BDO team re same; correspondence with M. Berinpalingam re claim abandonment letters; phone call with M. Berinpalingam re disputes referred to Claims Officer and claims to abandon; email correspondence re owner settlement proposition.	3.1
15-Feb-22	Mithushaa Berinpalingam	Call with K. Strank re mailings and affidavits; call with owner; review of affidavit re service of mailing; call with M. Marchand re abandonment of claims and follow up; call with P. Harrison re owner accounts; calls with owners; review of frequently asked questions; review of owner inquiries; updates to owner's inquiries schedule; review of owner accounts and intervals.	2.8
16-Feb-22	Adam Boettger	Respond to Owner emails.	0.5
16-Feb-22	Matthew Marchand	Review legal invoice; review cash flow and determine funds to be transferred from investments; review email from A. Boettger re frequently asked questions; review email from L. Williams re same; revise same; matters related to owner inquiries; email correspondence with G. Gagnon re website hosting; review email and attachments from M. Berinpalingam re claim abandonment letters; sign and return same; email correspondence with T. Duncan re disputes.	1.5
16-Feb-22	Mithushaa Berinpalingam	Review of owner accounts, email correspondence with A. Boettger; call with S. Babe re abandoned claims; update accounts receivables trackers and notes; revisions to abandonment letters; Sharepoint access review; update owner inquiries schedule; correspondence with Claims Officer; calls with owners; call with K. Strank re mailings; update owner inquiries list; correspondence with Prime Clerk.	2.8
17-Feb-22	Adam Boettger	Respond to Owner emails.	0.7
17-Feb-22	Matthew Marchand	Email correspondence with S. Mitra re owner inquiry; matters related to owner inquiry; email correspondence with B. Steele re communications; email correspondence with K. Broutzas re frequently asked questions and related matters.	0.5
17-Feb-22	Mithushaa Berinpalingam	Review of owner accounts; updates to member inquiries schedule; call with K. Strank re owner calls; calls with owners.	0.9
18-Feb-22	Matthew Marchand	Email correspondence with S. Babe re owner inquiry; review email from M. Dubin re claim and amendment submissions and related matters; email correspondence with K. Cheng re WP Engine web hosting; email correspondence with G. Gagnon re same; review email from K. Broutzas re irregular owner inquiries; prepare for teleconference with Prime Clerk re updates, issues and next steps; teleconference with Prime Clerk re same; phone call with owner re owner inquiry; review email from M. Dubin re mortgage information.	3.4
19-Feb-22	Josie Parisi	Read email from Prime Clerk related to statistics.	0.3
21-Feb-22	Adam Boettger	Respond to Owner emails.	0.4
22-Feb-22	Adam Boettger	Respond to Owner emails.	0.3
22-Feb-22	Matthew Marchand	Review email from J. Berman re email reminder to owners to file claims; email correspondence with D. Beaudoin; draft email to J. Berman re same.	0.2
22-Feb-22	Mithushaa Berinpalingam	Review of emails; call with K. Strank re owner calls and returned cheques; update owner inquiries list; review of owner accounts; call with owners; correspondence with Prime Clerk; update accounts receivables tracker.	2.7

Date	Professional	Description	Hrs.
23-Feb-22	Adam Boettger	Respond to inquiries from Owner; Call with M Marchand to discuss process to review Owner amended claim submission and schedule call with Prime Clerk to discuss access to portal.	1.0
23-Feb-22	Matthew Marchand	Email correspondence with G. Faust re frequently asked questions; revise same; email correspondence with J. Berman re same; email correspondence with B. Steele re fees; correspondence with M. Berinpalingam re '251' account inquiries; email correspondence with L. Williams re Wyndham acknowledgment form and opt-out requests; correspondence with K. Strank re affidavits of mailing; correspondence with A. Boettger re requests for amendments; draft email to C. Hummel re 2021 statements and tax returns; review email from M. Dubin re '251' accounts; phone call with M. Berinpalingam re '251' accounts; teleconference with Prime Clerk re re-emails, '251' accounts, portal submission issues and reporting; matters related to owner inquiries; review email and attachments form G. Gagnon re fees; phone call with trustee re owner consumer proposal; sign cheque requisitions; review email correspondence re Wyndham intervals.	3.6
23-Feb-22	Mithushaa Berinpalingam	Review of owner accounts; summary of CHRC intervals; correspondence with counsel; call with Prime Clerk re owner claims process; email correspondence with Prime Clerk; review of owner accounts; call with M. Marchand, calls with owners; review of support for account amendments from Prime Clerk.	3.9
24-Feb-22	Matthew Marchand	Sign cheques; email correspondence with C. Hummel re invoices, 2021 statements and tax returns; email correspondence with M. Berinpalingam re 2021 statements and tax returns; email correspondence with J. Berman re claims process re-email reminders; matters related to owner inquiries; sign cheque requisitions; review correspondence from CRA re T2 notice of assessment and January RT002 notice of assessment; correspondence with M. Berinpalingam re same; review email from M. Dubin re claims process filing statistics.	1.6
24-Feb-22	Mithushaa Berinpalingam	Call owners; review of owner accounts; review of HST mail.	0.6
25-Feb-22	Adam Boettger	Respond to Owner emails.	0.9
25-Feb-22	Matthew Marchand	Review email from J. Berman re email reminder to owners to file claims; call with M. Berinpalingam re 2021 financial statements and related matters; call with M. Dubin re claims process reconciliation, requests for amendment and related matters; review email correspondence re purchase price allocation.	1.7
25-Feb-22	Mithushaa Berinpalingam	Call with M. Marchand re 2021 financials and tax returns: call with K. Strank re owner calls.	0.7
28-Feb-22	Janice Malcolm	Call the bank for monthly activities.	0.1
28-Feb-22	Matthew Marchand	Email correspondence re WP Engine; review email and attachment from L. Williams re acknowledgment form; review email correspondence re owner inquiries; review bank account activity; review general ledger; prepare adjusting journal entries; email correspondence with M. Dubin re reconciliation portal access; email correspondence with J. Berman re re-email to parties yet to submit a claim; review email and attachment from P. Harrison re t5's; email correspondence with C. Hummel re 2021 financial statements and tax filings; review email correspondence and attachments from A. Jaffar and M. Berinpalingam re '251' accounts; draft email to M. Dubin re same; cheque requisition; deposit slip; email correspondence with M. Dubin re interval reconciliation reporting; review email from K. Moon re purchase price allocation; draft email to K. Moon re same.	2.1
28-Feb-22	Mithushaa Berinpalingam	Calls with owners; update owner inquiries list; correspondence with Prime Clerk; call with K. Strank re owner call.	0.9

This is Exhibit "E" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



Tel: 416 865 0210
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 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

Date	Invoice No.
April 11, 2022	CINV1752185

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagements for the period from March 1, 2022 to March 31, 2022 as per the details below.

Our Fee:	\$ 65,968.00
Disbursements:	
Mailchimp	1,025.66
Subtotal	66,993.66
HST - 13% (#R101518124)	8,709.18
Total Due	\$ 75,702.84

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	3.00	565.00	\$ 1,695.00
M. Marchand, Partner	40.50	535.00	21,667.50
A. Boettger, Sr. Manager	44.60	490.00	21,854.00
M. Berinpalingam, Manager	6.10	385.00	2,348.50
S. Burrowes, Manager	43.90	385.00	16,901.50
T. Montesano, Administrator	0.60	220.00	132.00
Administrative Support	8.30	165.00	1,369.50
Total	147.00		\$ 65,968.00

Staff	Date	Description	Hrs.
Adam Boettger	1-Mar-22	Respond to Owner emails; Respond to Owner inquiries on letter received regarding dispute being forwarded to Claims Officer; Call with Owners.	1.6
Matthew Marchand	1-Mar-22	Email and phone correspondence with M. Dubin re interval claim reconciliation; correspondence with M. Dubin re '251' accounts; sign cheque; correspondence with J. Berman re re-email updates and frequently asked questions; call with M. Berinpalingam re outstanding matters; matters related to owner inquiries; review email from B. Steele re preliminary February fees; phone call with L. Williams re claims process updates and related matters.	2.2
Mithushaa Berinpalingam	1-Mar-22	Update owner inquires list; update accounts receivables trackers.	0.5
Adam Boettger	2-Mar-22	Call with Prime Clerk to discuss portal for Requests for Amendments of Ownership Claims Process.	1.5
Josie Parisi	2-Mar-22	Call with owner and provide information requested.	0.2
Matthew Marchand	2-Mar-22	Email correspondence re HST refunds; review email correspondence with J. Berman re re-emails to file a claim; teleconference with Prime Clerk re claims portal request for amendments walkthrough; correspondence with T. Duncan re dispute review updates; review email correspondence re owner inquiries; finalize frequently asked questions; correspondence with M. Berinpalingam re distribution and posting of same.	2.7
Mithushaa Berinpalingam	2-Mar-22	Correspondence with N. Golodner; calls with owners; review of accounts; correspondence with Prime Clerk.	0.8
Adam Boettger	3-Mar-22	Respond to Owner emails.	1.7
Matthew Marchand	3-Mar-22	Matters related to FAQ posting and email blast; matters related to owner inquiries; correspondence with M. Berinpalingam re updates and outstanding matters; draft email to M. Berinpalingam re T slips.	2.2
Mithushaa Berinpalingam	3-Mar-22	Prepare email blast; send out FAQ email blast; send request to IT re website updates.	0.7
Adam Boettger	4-Mar-22	Call with Owner and send email to Prime Clerk to request assistance for Owner; Respond to Owner emails.	2.0
Josie Parisi	4-Mar-22	Review email from an owner and correspondence with M. Marchand. Review emails from purchaser of the property regarding purchaser price allocation.	0.4
Matthew Marchand	4-Mar-22	Email correspondence with M. Dubin and J. Berman re owner claim submission inquiry; correspondence with A. Boettger re same; matters related to staffing claims process request for amendment review; correspondence with M. Berinpalingam and A. Boettger re T slips; matters related to owner inquiries; review email correspondence re WP Engine; correspondence with G. Gagnon re same.	1.0
Mithushaa Berinpalingam	4-Mar-22	Calls with owners; update owners inquiries list; email correspondence with Prime Clerk.	0.8
Adam Boettger	6-Mar-22	Respond to Owner inquiries.	0.2
Adam Boettger	7-Mar-22	Team discussion to discuss status of various receivership matters.	1.0
Matthew Marchand	7-Mar-22	Matters related to owner inquiries; correspondence with A. Boettger re same; matters related to staffing claims process request for amendment review; review of outstanding matters; teleconference with M. Berinpalingam and A. Boettger re same; provide direction to T. Montesano re HST filings; matters related to invoicing; register for Mailchimp account.	2.1

Staff	Date	Description	Hrs.
Mithushaa Berinpalingam	7-Mar-22	Follow up with N. Golodner re refunds and trial balance; update accounts receivables trackers.	0.5
Adam Boettger	8-Mar-22	Respond to Owner inquiries.	1.2
Josie Parisi	8-Mar-22	Receive call from owner and provide background and link to Receiver's website.	0.1
Matthew Marchand	8-Mar-22	Email correspondence with M. Dubin re claims filing issues and requests for amendment review; review email correspondence re prepaid maintenance fees and trial balance; correspondence with M. Berinpalingam re transitioning matters; correspondence with J. Parisi re same; review email and attachment from G. Gagnon re invoice; cheque requisition; review email from K. Moon re purchase price allocation; sign cheque; review email correspondence re owing inquiries; review email from E. Echevarria re portal verification; complete portal verification; draft email to E. Echevarria re portal access for BDO team; review CRA audit request letters; correspondence with M. Berinpalingam re same.	2.0
Mithushaa Berinpalingam	8-Mar-22	Calls with owners; review of accounts; updates to trackers.	1.0
Adam Boettger	9-Mar-22	Respond to Owner inquiries.	1.0
Matthew Marchand	9-Mar-22	Review email correspondence re owner inquiries; matters related to invoicing; correspondence with M. Berinpalingam re collection plan dispute notice; email correspondence with S. Elford re claim against insolvent owner; email correspondence with M. Dubin re reconciliation buckets and request for amendment reviews; draft email to A. Boettger re owner inquiry.	0.9
Mithushaa Berinpalingam	9-Mar-22	Update owner inquiries schedule; email correspondence with Prime Clerk; record returned refund cheques; review of addresses; calls with owners; review of owner accounts.	1.8
Adam Boettger	10-Mar-22	Call with Owner; Respond to Owner emails; Call with Prime Clerk to discuss data sheets to be provided for duplicate submissions review	1.5
Josie Parisi	10-Mar-22	Review engagement letters for compilation and tax preparation. Review email from S. Mitra re deceased delinquents.	0.6
Matthew Marchand	10-Mar-22	Email correspondence re owner claim submissions; review legal invoice; review email from M. Berinpalingam re CRA audit extension update; review email from E. Echevarria re portal access; review Powell Jones engagement letters re 2021 financial statements and tax filings; draft email to C. Hummel re same; review estate cash balances; compute funds to withdraw from investment accounts; draft email to RBC re fund transfers; review invoice.	1.2
Adam Boettger	11-Mar-22	Review of HST files and request from auditor; Call with Prime Clerk to discuss claims review process; Call with Owner; Respond to owner emails.	2.3
Josie Parisi	11-Mar-22	Review email from S. Mitra re correspondence from delinquent owners.	0.3
Matthew Marchand	11-Mar-22	Review email from E. Eusrbio re portal access; review email from C. Hummel re engagement letters; sign engagement letters; draft email to C. Hummel re same; email correspondence with S. Mitra re delinquent owner; review estate accounts receivable records; draft email to estate of delinquent owner; correspondence with A. Boettger re CRA audits; phone call with A. Boettger re CRA HST audit requests and related matters; teleconference with M. Dubin and BDO team re duplicate claim submission review; email correspondence with N. Kamran re fund transfers; deposit slips.	3.5
Stephanie Burrowes	11-Mar-22	Call with Mariah to go over reverse claims process and data spreadsheet.	1.3

Staff	Date	Description	Hrs.
Adam Boettger	14-Mar-22	Call with CRA representatives to discuss extensions of HST examination deadlines; Draft and send letter requesting access to CRA mybusiness Account; Response to Owner inquiries; Develop review schedule to assist in duplicate review process; Test review schedule by reviewing submissions in duplicate review process; Team call on duplicate review process.	5.0
Matthew Marchand	14-Mar-22	Matters related to owner inquiries; review email correspondence from M. Dubin and A. Boettger re duplicate claim submission review; review email from M. Dubin re claims process submission updates; complete process access to claims portal re duplicate claim submission review; review email from G. Faust re inquiry escalations; email correspondence with L. Williams re same; correspondence with A. Boettger re CRA audit extension update and related matters; matters related to independent contractor agreement; teleconference with A. Boettger and S. Burrowes re duplicate claim submission review and related matters.	2.6
Stephanie Burrowes	14-Mar-22	Meeting regarding ownership claims process and review of duplicate claim submissions.	1.0
Adam Boettger	15-Mar-22	Draft and send letter to HST examiner to confirm deadline extension; Respond to Owner emails; Team discussion of program for completing duplicate claims review.	1.0
Matthew Marchand	15-Mar-22	Email correspondence with L. Williams re re-email notifications and owner feedback; email correspondence with J. Berman re same; review general ledger; provide direction to J. Malcolm re fund transfer; cheque requisitions; sign transfer letter; matters related to contractor agreement; sign cheques; correspondence with owners re owing inquiries; review email from L. Dula re cheques received; review accounts receivable tracker and HST implications; correspondence with A. Boettger re same; review email from RBC re transfer of funds; correspondence with A. Boettger re duplicate claim submission review matters; review bank account activity; cheque requisition.	3.9
Stephanie Burrowes	15-Mar-22	Aid Adam in testing tracking for reverse claims process.	0.2
Adam Boettger	16-Mar-22	Coordinate team materials for duplicate claims review; Respond to Owner emails.	0.5
Josie Parisi	16-Mar-22	Review correspondence with PrimeClerk and M. Marchand and respond. Review emails from owners.	0.3
Matthew Marchand	16-Mar-22	Review email from S. Mitra re owner inquiry; draft email to owner re same; draft email to J. Berman re same; sign wire letter; correspondence with M. Finnigan re MailChimp fees; correspondence with A. Boettger re claims duplicate submission analysis; review email from B. Steele re February invoice; email correspondence with B. Steele re March work in process; email correspondence with J. Berman re email notifications; email correspondence with L. Williams re court date, email notifications, duplicate claims and request for amendment reviews; email correspondence with A. Boettger re duplicate claim submission updates and owner inquiries; email correspondence with G. Faust re owner inquiry escalations; correspondence with S. Burrowes re owner inquiries; email correspondence with M. Dubin re claim submission updates; correspondence with J. Parisi re same.	2.3
Stephanie Burrowes	16-Mar-22	Review claim submissions.	4.0
Adam Boettger	17-Mar-22	Team discussion on tracking of AR balances and assembling responses to HST audit; Respond to Owner emails; Coordinate review of duplicate submissions in Ownership Claims Process; Provide comments on potential additional FAQ document to send to Owners.	1.3
Josie Parisi	17-Mar-22	Correspondence with M. Marchand re email blasts and FAQ's. Review email from Prime Clerk.	0.4

Staff	Date	Description	Hrs.
Matthew Marchand	17-Mar-22	Call with A. Boettger re accounts receivable, HST audit and related matters; email correspondence with L. Williams re court availability; email correspondence with M. Dubin re claim submissions and email notifications; correspondence with A. Boettger re owner communications and FAQ; draft email to P. Harrison re HST audits; email correspondence with M. Dubin re duplicate claim submission reviews; review bank account activity; compute account transfer true up re foreign exchange; cheque requisition; deposit slip.	2.3
Stephanie Burrowes	17-Mar-22	Straight claim replacement review.	3.5
Matthew Marchand	18-Mar-22	Sign cheque; email correspondence with L. Williams re L. Brzezinski client's issues with claims process; review legal invoice.	0.5
Stephanie Burrowes	18-Mar-22	Review duplicate claim submissions.	4.4
Adam Boettger	21-Mar-22	Respond to Owner emails; Send information to Prime Clerk on Owners requesting follow-up.	0.8
Josie Parisi	21-Mar-22	Review email from owners regarding packages.	0.2
Matthew Marchand	21-Mar-22	Review email correspondence re owner inquiries; duplicate claim submission review re separate interests and multiple owners; correspondence with A. Boettger and S. Burrowes re same.	1.9
Stephanie Burrowes	21-Mar-22	Review duplicate claims submissions and determine which claim is the replacement claim.	4.0
Adam Boettger	22-Mar-22	Respond to Owner emails; Summarize Carriage Ridge receivable collections detail for January 2022 HST audit; Draft response letter to HST audit.	5.0
Josie Parisi	22-Mar-22	Call with owner to discuss their claim.	0.2
Matthew Marchand	22-Mar-22	Matters related to owner communications.	0.3
Adam Boettger	23-Mar-22	Respond to Owner emails; Summarize Carriage Ridge receivable collections detail for January 2022 HST audit; Draft response letter to HST audit; Discuss equivalent receivable collection detail to assemble for Carriage Hills with S. Burrowes.	4.0
Matthew Marchand	23-Mar-22	Review email and attachments from L. Williams re CHRC acknowledgement forms; email correspondence with L. Williams re same; review email from L. Williams re rescheduling court hearing.	0.3
Stephanie Burrowes	23-Mar-22	Carriage Hills HST audit support.	3.5
Adam Boettger	24-Mar-22	Respond to Owner emails; Forward Owner requests for follow-up to Prime Clerk; Team discussion of issuing additional FAQ document to Owners; Draft response letter to HST audit.	3.5
Matthew Marchand	24-Mar-22	Review email and attachment from G. Faust re FAQ; email correspondence with A. Boettger and L. Williams re same; draft email to P. Harrison re HST audit; draft email to C. Hummel re 2021 financial statements; review email correspondence re owner inquiries; phone call with A. Boettger re owner communications and HST audit matters; email to G. Faust re owner communications.	1.4
Stephanie Burrowes	24-Mar-22	Prepare support for Carriage Hills HST audit.	2.0
Adam Boettger	25-Mar-22	Update Carriage Hills Equiant accounts receivable list with appropriate Equiant account numbers; Prepare reconciliation of master accounts receivable listing to Equiant list and discuss same with S Burrowes.	2.5
Matthew Marchand	25-Mar-22	Email correspondence with G. Faust re owner inquiries; email correspondence with L. Williams re CHRC claims; draft court report; prepare for court scheduling motion; attend scheduling motion; review	1.5

Staff	Date	Description	Hrs.
		email and attachment from K. Bachew re endorsement of Justice Conway; provide direction to J. Hue re website update.	
Stephanie Burrowes	25-Mar-22	Equiant and accounts receivable reconciliation.	3.0
Matthew Marchand	27-Mar-22	Review email correspondence and gain access to Powell Jones secure portal; review email and attachment from L. Noonan re information request; email correspondence with P. Moody re CRA audit requests; draft email to N. Golodner re CRA audit requests; email correspondence with S. Babe re owner inquiry; draft email to J. Berman re same.	0.6
Adam Boettger	28-Mar-22	Respond to Owner emails; Draft email to Owners as final reminder of Ownership Claims Process.	1.5
Josie Parisi	28-Mar-22	Review endorsement.	0.1
Matthew Marchand	28-Mar-22	Email correspondence with J. Berman re owner inquiries; email correspondence with A. Boettger re communication to owners; revise communication to owners; correspondence with J. Hue re case website; review email and attachment from P. Labissiere re duplicate submission review; email correspondence with A. Boettger and S. Burrowes re same.	0.6
Stephanie Burrowes	28-Mar-22	Reconciliation of accounts receivable and Equiant amounts for HST audit.	4.0
Adam Boettger	29-Mar-22	Respond to Owner emails; Prepare and send mass email to all Owners reminding of deadline for filing claims in the Ownership Claims Process; Send list of Owners requiring follow-up to Prime Clerk; Calls with Owners and forward information to Prime Clerk, as necessary; Review documents provided by Equiant to support invoiced amounts to Owners.	2.0
Josie Parisi	29-Mar-22	Correspondence with an owner. Receive voice mail from owner.	0.2
Matthew Marchand	29-Mar-22	Matters related to website updates and owner communications; correspondence with T. Montesano re HST returns; review emails and attachments from A. Mcnelley re delinquent account detailed histories; review email correspondence re owner inquiries; draft email to J. Berman re same; draft email to M. Dubin re claim submission update.	1.0
Stephanie Burrowes	29-Mar-22	Reconcile accounts receivable with Equiant accounts re HST audit support.	5.5
Adam Boettger	30-Mar-22	Respond to Owner emails; Call with Owner.	1.0
Matthew Marchand	30-Mar-22	Email correspondence with S. Mitra re owner inquiries; email correspondence with J. Berman re same; email correspondence with A. Boettger re same; email correspondence with L. Williams re same; email correspondence with M. Dubin re claim submissions; email correspondence with S. Mitra re same; review emails and attachments from L. Williams re CHRC claims; email correspondence with L. Williams re same; review email correspondence re owner inquiries; correspondence with A. Boettger re HST audits; email correspondence with B. Steele re prime clerk web domains; review February HST returns; correspondence with T. Montesano re same.	2.1
Stephanie Burrowes	30-Mar-22	Reconcile account receivable to Equiant accounts re HST audit support.	3.0
Tony Montesano	30-Mar-22	Prepare and Net File of the February 2022 HST RT0001 and RT0002 returns for Carriage Hills and Carriage Ridge.	0.6
Adam Boettger	31-Mar-22	Team call to discuss duplicate claim submission review; Team call to discuss HST data production; Call with Owners; Respond to Owner emails.	2.5

Staff	Date	Description	Hrs.
Matthew Marchand	31-Mar-22	Call with S. Burrowes and A. Boettger re duplicate claim submission review and HST audit submission.	1.4
Stephanie Burrowes	31-Mar-22	Conference call with A. Boettger and M. Marchand to discuss reverse claims process and review of claims to date and going forward. Matters related to HST audit and accounts receivable reconciliation.	4.5

This is Exhibit "F" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



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BDO Canada Limited
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INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

Date

May 10, 2022

Invoice No.

CINV1811983

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from April 1, 2022 to April 30, 2022 as per the details below.

Our Fee:	\$ 58,112.00
HST - 13% (#R101518124)	7,554.56
Total Due	<u>\$ 65,666.56</u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	3.40	565.00	\$ 1,921.00
M. Marchand, Partner	45.90	535.00	24,556.50
A. Boettger, Sr. Manager	38.80	490.00	19,012.00
S. Burrowes, Manager	27.20	385.00	10,472.00
T. Montesano, Administrator	1.00	220.00	220.00
Administrative Support	11.70	165.00	1,930.50
Total	<u>128.00</u>		<u>\$ 58,112.00</u>

Staff	Date	Comments	Hrs.
Adam Boettger	1-Apr-22	Send list of Owners requiring follow-up to Prime Clerk; Call with Owner regarding Ownership Claims Process; Respond to emails from Owners.	1.0
Josie Parisi	1-Apr-22	Review correspondence from Prime Clerk. Speak to Owner regrading their claims package. Correspondence with A. Boettger re owner calls.	0.3
Matthew Marchand	1-Apr-22	Matters related to owner inquiries and correspondence; review email from B. Steele re March fees; email correspondence with N. Golodner re account invoices for delinquent accounts.	0.8
Stephanie Burrowes	1-Apr-22	Prepare support for HST audits.	3.5
Adam Boettger	4-Apr-22	Respond to Owner emails; Calls with Owners to answer questions on Ownership Claims Process; Draft response letter for HST audits including preparation of supporting schedules and appendices.	7.0
Matthew Marchand	4-Apr-22	Email correspondence re owner claims process inquiries; email correspondence with J. Berman re same; review legal invoice; correspondence with A. Boettger re delinquent account settlement; email correspondence with A. Boettger re owner refund claim; review email from M. Dubin re claims submission updates; email correspondence with M. Dubin re mortgage information; email correspondence with P. Harrison re HST audits; duplicate claim submission review; email correspondence with M. Dubin re same; matters related to invoicing; assemble and prepare information for Powell Jones; draft email to D. Catuogno re mortgage information; correspondence with A. Boettger re HST audit response; compute transfers from investment accounts; draft email to N. Kamran re fund transfers.	4.0
Stephanie Burrowes	4-Apr-22	Prepare support for HST audits and reconciling Equiant and accounts receivable tracking amounts.	3.4
Adam Boettger	5-Apr-22	Respond to Owner emails; Calls with Owners to answer questions on Ownership Claims Process; Discussion with M. Marchand on CRA information requests and compiling of same for response.	3.2
Josie Parisi	5-Apr-22	Phone call with owner re their claims package.	0.1
Matthew Marchand	5-Apr-22	Email correspondence with N. Kamran re fund transfers and investment account statements; correspondence with J. Malcolm re fund transfers; correspondence with M. Finnigan re invoicing; review email and attachments from A. Boettger re Ridge HST audit submission; phone call with A. Boettger re same; email correspondence with M. Dubin re claim submission updates; deposit slips; cheque requisitions; correspondence with J. Malcolm re same; sign cheques; email correspondence with L. Williams re CHRC claims.	3.4

Staff	Date	Comments	Hrs.
Adam Boettger	6-Apr-22	Respond to Owner emails; Calls with Owners; Team call with Prime Clerk to discuss Online Claims Portal action following Claims Bar Date; Review duplicate claims submissions and mark duplicate submissions which were superseded; Team discussion of duplicate claims and intended reconciliation post claims process.	5.5
Josie Parisi	6-Apr-22	Review emails from Aird & Berlitz re a delinquent member who has hired counsel and dispute the arrears.	0.6
Matthew Marchand	6-Apr-22	Email correspondence with P. Labissiere re duplicate claim submissions; provide commentary on HST audit submission; sign wire letter; email correspondence with S. Mitra re settlement offer; correspondence with A. Boettger re duplicate claims review; correspondence with J. Berman re claims portal; correspondence with A. Boettger re 2021 financial statements; review email and attachments from D. Catuogno re CHRC claims; sign CHRC Acknowledgment forms; draft emails to D. Catuogno re same; email correspondence with M. Dubin re same; teleconference with Prime Clerk re claims portal and late submissions; sign cheque requisitions; matters related to owner inquiries re claims process; review email and attachments from owner re Receiver's Claim; draft email to owner re same; sign cheque.	3.7
Stephanie Burrowes	6-Apr-22	Review duplicate ownership claims third spreadsheet.	2.0
Josie Parisi	7-Apr-22	Review bank reconciliation.	0.2
Matthew Marchand	7-Apr-22	Correspondence with A. Boettger re settlements and member refunds; correspondence with J. Malcolm re fund transfer; correspondence with J. Berman re owner claim submission and claims portal; cheque requisition; deposit slip; review general ledger; sign wire letter; duplicate claim submission review; prepare accrued liabilities schedule and relation party reconciliations re 2021 financial statements; email correspondence with M. Dubin re claim submission updates; email correspondence with L. Dula re investment statements.	4.1
Stephanie Burrowes	7-Apr-22	Finish review of third spreadsheet of ownership duplicate claims.	1.5
Adam Boettger	8-Apr-22	Respond to Owner inquiries; Prepare and send settlement documentation to Owner; Call with Owner.	1.0
Matthew Marchand	8-Apr-22	Prepare accrued liabilities schedule re 2021 financial statements; email correspondence with M. Dubin re claims submission deadline protocol; review bank account activity; cheque requisition.	0.5
Josie Parisi	9-Apr-22	Review correspondence from an owner, provide to counsel and review email re options available to owner.	0.3
Matthew Marchand	9-Apr-22	Email correspondence re owner inquiry.	0.1

Staff	Date	Comments	Hrs.
Adam Boettger	11-Apr-22	Respond to Owner emails; Call with Owner to discuss claims process.	0.5
Matthew Marchand	11-Apr-22	Correspondence re owner inquiries; sign fund transfer letter; review correspondence re CICR cheques; review email from M. Dubin re claims submission updates; correspondence with A. Boettger re owner inquiries, website updates, duplicate claim submission review status and distribution analysis; email correspondence with B. Steele re March fees and distribution method; review email from M. Dubin re CHRC claim submissions and mortgage information discrepancies; email correspondence with S. Babe re owner settlement inquiry.	1.5
Adam Boettger	12-Apr-22	Call with Team and Prime Clerk to discuss review process and portal for requests for amendments.	1.5
Matthew Marchand	12-Apr-22	Draft court report; sign deposit slip; teleconference with Prime Clerk and counsel re request for amendment portal walkthrough and related matters; correspondence with J. Hue re claims process request for amendment review; provide direction to A. Boettger re same; draft email to Prime Clerk re same; correspondence with owner re insolvency filing and ownership claim; review estate items to finalize administration.	4.5
Stephanie Burrowes	12-Apr-22	Ownership duplicate claim claim submission review.	1.2
Adam Boettger	13-Apr-22	Prepare update to website; Respond to Owner emails.	0.3
Matthew Marchand	13-Apr-22	Email correspondence with E. Echevarria re portal access; review email and attachment from L. Williams re opt-out form; review same; correspondence with L. Williams re same; email correspondence with G. Faust re same; review email and attachment from B. Steele re March invoice; update fund transfer schedule; review email from P. Labissiere re request for amendment review and related matters; correspondence with A. Boettger re same; draft email to BDO team and counsel re same; email correspondence with M. Dubin re same; review email and attachment from S. Babe re opt-out form; review email from S. Mitra re same; review opt-out form; draft email to G. Faust re same.	1.7
Stephanie Burrowes	13-Apr-22	Review ownership duplicate claim submissions.	0.9
Adam Boettger	14-Apr-22	Update receivables tracking sheet to support January 2022 HST refund request; Review comments on HST audit response letter and update; Prepare equivalent HST audit response letter for Carriage Hills; Respond to Owner inquiries.	3.0
Matthew Marchand	14-Apr-22	Review email correspondence re Equiant delinquent account support.	0.1
Adam Boettger	18-Apr-22	Review amendments list provided by Prime Clerk and categorize amendments for review efficiency; Review amendments on Prime Clerk portal; Respond to Owner inquiries.	3.5

Staff	Date	Comments	Hrs.
Matthew Marchand	18-Apr-22	Matters related to invoicing; email correspondence with L. Williams re requests for amendments review.	0.6
Adam Boettger	19-Apr-22	Call with M. Marchand and legal counsel to discuss amended claims review for the Ownership Claims Process and schedule next steps.	2.2
Matthew Marchand	19-Apr-22	Review email and attachment from P. Labissiere re data amendments; draft email to E. Echevarria re portal access; review email from A. Boettger re data amendments; prepare for teleconference with BDO and TGF team re data amendment review; correspondence with A. Boettger re HST audit status and data amendments; review email and attachment from P. Labissiere re duplicate claim submission review; mail correspondence with I. Sorbo re payment of Globe claims process advertisement; review general ledger; provide direction to T. Montesano re payment of Globe fees.	3.3
Stephanie Burrowes	19-Apr-22	Ownership duplicate claim submission review re fifth spreadsheet; Conference call to discuss review of claims and approval system for amendments.	3.3
Adam Boettger	20-Apr-22	Call with Owner to discuss Ownership Claims Process and claims bar date; Request access by Prime Clerk amendments workflow for legal counsel.	0.4
Josie Parisi	20-Apr-22	Review correspondence from Prime Clerk, review correspondence from counsel.	0.3
Matthew Marchand	20-Apr-22	Email correspondence with B. Steele re April fees; review legal invoice; correspondence with A. Boettger re HST audit status, duplicate claim submission and request for amendments; review email correspondence re portal access; review email from S. Mitra re ownership claim; draft email to Prime Clerk re same; duplicate claim submission review; draft email to A. Boettger and S. Burrowes re same; sign cheque requisitions.	1.9
Adam Boettger	21-Apr-22	Review HST audit response letter and send to M. Marchand along with appendices; Prepare master tracking sheet for amendment review process and upload to shared portal; prepare instructions on amendment review process and circulate to team; Send completed duplicate review spreadsheets to Prime Clerk; Discussion with M. Marchand regarding HST audit response letters.	2.6
Josie Parisi	21-Apr-22	Review correspondence from Prime Clerk related to claims.	0.1
Matthew Marchand	21-Apr-22	Sign cheques; email correspondence with J. Berman re owner claim submissions; email correspondence with B. Steele and S. Corr-Irvine re owner inquiries; review email and attachment from A. Boettger re HST audit response; revise same; correspondence with A. Boettger re same.	3.0
Stephanie Burrowes	21-Apr-22	Ownership duplicate claim submissions reviewer fifth spreadsheet. Review amendment requests to claims.	3.8

Staff	Date	Comments	Hrs.
Adam Boettger	22-Apr-22	Review Maintenance Report and prepare appendices for HST response letter; Send note to Equiant requesting clarification on HST calculations for annual dues from Owners; Call with S. Burrowes to discuss items identified during review of amendments.	2.0
Matthew Marchand	22-Apr-22	Email correspondence with L. Williams re owner inquiries; correspondence with A. Boettger re HST audit; review support for financial statements.	0.8
Stephanie Burrowes	22-Apr-22	Review claim amendments.	1.0
Matthew Marchand	23-Apr-22	Review email and attachment from L. Noonan re accounts receivable summary; review email from L. Sielski re Equiant account statements and HST.	0.2
Adam Boettger	24-Apr-22	Review response from Equiant concerning HST charge rate and review historical invoicing data with regards to same; Update HST Audit response letter.	1.3
Adam Boettger	25-Apr-22	Update HST Audit response letter and discussion with M. Marchand on same; Filing of HST Audit Response letter with CRA; Discussion on amendments review process with M. Marchand; Respond to Owner inquiries.	2.0
Matthew Marchand	25-Apr-22	Review email and attachment from A. Boettger re HST audit response; revise same; correspondence with A. Boettger re same; email correspondence with M. Dubin re claim submission updates; email correspondence with J. Berman re owner inquiries; review email from A. Boettger re claims process amendments review; phone call with A. Boettger re same; review claim submission amendments.	4.4
Stephanie Burrowes	25-Apr-22	Review amendments to claims in ownership claims process.	2.0
Adam Boettger	26-Apr-22	Call with legal counsel to discuss amendments review process; Download CRA HST assessment documents and save to records.	1.3
Matthew Marchand	26-Apr-22	Correspondence with A. Boettger re HST audit submissions; review requests for amendment; teleconference with BDO and TGF team re requests for amendment issues and related matters; correspondence with M. Dubin re same; matters related to 2021 financial statements; draft email to RBC re investment statements.	4.3
Stephanie Burrowes	26-Apr-22	Meeting to discuss amendments in claims process. Process certain amendments.	1.5
Matthew Marchand	27-Apr-22	Email correspondence with M. Dubin re duplicate claim submissions; correspondence with A. Boettger and S. Burrowes re same; email correspondence with A. Abdullah re investment statements; review RBC investment statements; email correspondence with J. Berman re online portal closure; review email from B. Steele re fees.	0.5
Stephanie Burrowes	27-Apr-22	Email regarding ownership claim review process.	0.1

Staff	Date	Comments	Hrs.
Adam Boettger	28-Apr-22	Call and email responses to Owners.	0.5
Tony Montesano	28-Apr-22	Prepare and file HST returns for Carriage Hills and Carriage Ridge; search and contact owners regarding uncashed distribution via e-mail.	1.0
Josie Parisi	29-Apr-22	Call with Prime Clerk to discuss payment options.	1.0
Josie Parisi	29-Apr-22	Review bank statements for Hills and Ridge.	0.5
Matthew Marchand	29-Apr-22	Prepare for call with Prime Clerk and their banking partner re distributions; email correspondence with J. Berman re closure of claims portal; email correspondence with M. Dubin re duplicate claim and amendment request submission workflow; teleconference with Prime Clerk and their banking partner; phone call with J. Hue re request for amendment review issues; phone call with A. Boettger re request for amendment workflow and issues; HST audit status and 2021 financial statements.	2.5
Stephanie Burrowes	29-Apr-22	Review percentage change of ownership amendments and summarized trends for future reviews. Advised M. Marchand and A. Boettger of same.	3.0

This is Exhibit "G" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



Tel: 416 865 0210
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BDO Canada Limited
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INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

Date	Invoice No.
June 7, 2022	CINV1861851

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from May 1, 2022 to May 31, 2022 as per the details below.

Our Fee:	\$ 85,694.50
Disbursements: Mailchimp	536.20
Subtotal	<u>86,230.70</u>
HST - 13% (#R101518124)	<u>11,209.99</u>
Total Due	<u><u>\$97,440.69</u></u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	6.4	565.00	\$ 3,616.00
M. Marchand, Partner	34.3	535.00	18,350.50
A. Boettger, Sr. Manager	51.4	490.00	25,186.00
S. Burrowes, Manager	27.3	385.00	10,510.50
Y. Vagadia, Sr. Analyst	2.1	330.00	693.00
O. Sarfraz, Sr. Analyst	5.0	330.00	1,650.00
J. Gordon, Sr. Analyst	23.5	330.00	7,755.00
T. Montesano, Sr. Administrator	3.0	220.00	660.00
J. Jesuratnam, Jr. Analyst	74.9	200.00	14,980.00
Administrative Support	13.9	165.00	2,293.50
Total	<u>241.8</u>		<u><u>\$ 85,694.50</u></u>

Date	Staff	Comments	Hrs.
2-May-22	Boettger, A	Adjust allocation to amendments to review; Respond to questions on change in amendment review layout; Follow-up with Prime Clerk on potential updates to review form.	1.5
2-May-22	Josie Parisi	Review correspondence from M. Marchand re Prime Clerk.	0.2
2-May-22	Marchand, M	Review email and attachment from L. Williams re amendments review; review email correspondence from A. Boettger and L. Williams re same; draft email re same; review email from M. Dubin re duplicate submission and request for amendment claim submissions; review email from M. Dubin re amendment portal revision; review email from S. Burrowes re ownership percent change request for amendment issues; draft email to M. Dubin re portal updates; email correspondence with M. Dubin re portal submission statistics; matters related to owner inquiries; correspondence with E. Echevarria and A. Boettger re addition of portal user; matters related to owner inquiry; email correspondence with M. Plahouras re distribution; update cash flows; correspondence with L. Dula re general ledger adjusting entries.	5.4
3-May-22	Boettger, A	Team call to discuss information to gather for preparation of financial statements and annual tax return; Follow-up with Prime Clerk on potential updates to review form; Call with Owner.	1.0
3-May-22	Josie Parisi	Discussions regarding motion materials for August hearing. Review and respond email regarding forms of payment.	0.7
3-May-22	Marchand, M	Correspondence with A. Boettger re 2021 financial statements and related matters; review email correspondence with M. Dubin re accidental entries in portal and resolution to same; email correspondence with L. Williams and J. Parisi re distribution method issues; review email from M. Dubin re portal revisions; distribution analysis and logic.	1.7
4-May-22	Boettger, A	Circulate email to Amendment Review Team on updates to Kroll form; Call with TGF re amendments for deceased owner interests and possible payment methods of owner distribution; Call with Owner. Respond to Owner inquiries.	2.0
4-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendments.	2.4
4-May-22	Josie Parisi	Receive call from owner and provide information requested.	0.4
4-May-22	Marchand, M	Matters related to owner inquiries; review emails from E. Echevarria re portal updates; teleconference with L. Williams and B. Boettger re claims process request for amendment issues and distribution issues; correspondence with T. Montesano re insolvent estate cheque;	1.6
4-May-22	Burrowes, S	Discussion regarding change of ownership and name change requests for amendment; review same.	0.6
5-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendments	7.3
5-May-22	Marchand, M	Phone call with T. Duncan re collection process notice of disputes; email correspondence re scheduling amendment review meeting with BDO/TGF.	0.3
5-May-22	Burrowes, S	Review ownership claim requests for amendment.	0.5
5-May-22	Montesano, T	Send stop payment requests to L. Dula.	0.4

Date	Staff	Comments	Hrs.
6-May-22	Boettger, A	Update transaction activity to prepare financial statements for the year ended December 31, 2021; Prepare schedules for year ended December 31, 2021 financial statements.	7.0
6-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendment.	6.7
6-May-22	Marchand, M	Review email from B. Steele re fees; email correspondence with M. Dubin re portal submission statistics.	0.1
9-May-22	Boettger, A	Call with legal counsel to discuss claim amendment review process; Assemble financial statements for the year ended December 31, 2021; Send inquiries to Powell Jones requesting historical financial information for preparation of financial statements.	6.5
9-May-22	Marchand, M	Review request for amendment submissions; correspondence with A. Boettger re 2021 financial statements; teleconference with TGF and BDO team re request for amendment issues and workflow; email correspondence with B. Steele re distribution issues; email correspondence with counsel re scheduling meeting; correspondence with J. Malcolm re CICR receipt.	3.4
9-May-22	Burrowes, S	Conference call to discuss ownership claim requests for amendment. Review name change requests for amendments.	4.0
10-May-22	Boettger, A	Assemble financial statements for the year ended December 31, 2021; Respond to Owner inquiries; Allocate request for amendment claims to reviewers.	2.0
10-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendment.	5.6
10-May-22	Josie Parisi	Update call with A. Boettger re issues with claims.	0.5
10-May-22	Marchand, M	Request for amendment review; correspondence with B. Steele and J. Berman re distribution issues and costing; matters related to invoicing; review email correspondence re requests for amendment; prepare agenda for call with counsel; email correspondence with M. Plahouras re bankrupt owner claim submission; email correspondence with A. Boettger re WSIB; return phone call to owner; correspondence with T. Montesano re member refunds; review email and attachments from B. Steele re April fees; email correspondence with B. Steele re same; draft email to J. Berman re inquiry volume.	2.6
11-May-22	Boettger, A	Respond to Owner inquiries.	0.3
11-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendment.	6.2
11-May-22	Marchand, M	Correspondence with A. Boettger re 2021 financial statements, requests for amendment and duplicate claim submissions; review email and attachment from L. Williams re request for amendment review rules; review email and attachment from P. Labissiere re duplicate claim submissions; review emails from M. Dubin re same; review legal invoice; calculate funds to redeem from investments; draft email to A. Abdullah re investment partial redemptions; sign cheque requisitions; sign cheques; email correspondence with K. Ngo re investment partial redemption; review email and attachment re insolvent account dividend payment; update master accounts receivable listing; provide direction to T. Montesano re deposit and posting instructions.	1.5

Date	Staff	Comments	Hrs.
11-May-22	Burrowes, S	Review ownership claim requests for amendment.	2.8
11-May-22	Montesano, T	Prepare requisitions re issue cheques.	0.6
12-May-22	Boettger, A	Summarize current status of claim amendments review process; Phone call with Owner to provide instructions for filing late claim and provide step-by-step walkthrough for completing online submission; Allocate request for amendment claims to reviewers; Assemble financial statements for the year ended December 31, 2021; Review December 2020 bank reconciliations and quantify financial statement adjustment for outstanding cheques.	2.5
12-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendment.	6.0
12-May-22	Marchand, M	Review email and attachments from M. Ngo re investment partial redemptions; review email and attachments from J. Malcolm re bank account activity; provide direction to J. Malcolm re payment of professional fees; correspondence with B. Steele re time descriptions and affidavits; review emails and attachments from D. Beaudoin re insolvent account; review email and attachment from S. Welker re insolvent account; sign deposit slips; sign cheque requisition; sign wire letter.	1.6
12-May-22	Burrowes, S	Reviewed ownership claim requests for amendment.	3.5
13-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendment.	6.2
13-May-22	Josie Parisi	Review requests for payment and sign same. Review email from Prime Clerk regarding the number of parties who reached out to Prime Clerk to ask questions. Correspondence with counsel regarding same.	0.7
13-May-22	Marchand, M	Sign cheque requisition; sign wire letter; email correspondence with J. Berman re taking portal offline; email correspondence with G. Faust re owner inquiry volume received by Prime Clerk; draft email to counsel re same.	0.5
13-May-22	Burrowes, S	Reviewed ownership claim requests for amendment.	3.3
13-May-22	Montesano, T	Call WSIB to request 2021 reconciliation.	0.4
15-May-22	Boettger, A	Review Owner emails; Review amendment claim submissions marked for revision or owner follow-up by J. Jesuratnam and provide next steps on future reviewed claims; Review a amendment claim submissions; Respond to inquiries from amendment claim review team.	2.5
16-May-22	Boettger, A	Team call with legal counsel to provide status update and discuss outstanding issues of Ownership Claims Process and other matters.	1.0
16-May-22	Jesuratnam, J	Reviewed "in progress" ownership claim requests for amendment.	2.6
16-May-22	Josie Parisi	Call with A&B and TGF to discuss distribution on ownership claims process.	1.5

Date	Staff	Comments	Hrs.
16-May-22	Marchand, M	Email correspondence with J. Berman re portal taking offline update; draft email to M. Dubin re ownership claims process submission data set; correspondence with A. Boettger re status of request for amendment submission reviews, HST audit and 2021 financial statements' teleconference with counsel re ownership claims process and distribution issues, updates and related matters; review email from B. Steele re distribution fee estimate and related issues; correspondence with A. Boettger re request for amendment postal code issues; review email and attachment from S. Yadav re distribution status and statement of receipts and disbursements; provide direction to A. Boettger re same; matters related to owner communications; sign deposit slip; provide direction to J. Malcolm re bank activity; provide direction to T. Montesano re professional fee payments.	2.7
16-May-22	Burrowes, S	Reviewed ownership duplicate claims submission excel sheet #6 and make determinations on "combo", "multiple owners" and "separate interests".	2.5
17-May-22	Boettger, A	Assemble financial statements for the year ended December 31, 2021; Review WSIB filings and payments to determine amounts to be reported for annual reconciliation; Respond to request for information from bankruptcy estate of Owner.	1.5
17-May-22	Jesuratnam, J	Reviewed "in progress" ownership claim requests for amendment.	3.4
17-May-22	Josie Parisi	Call with owner, communication with Prime Clerk regarding owner's claim; various correspondence with Prime Clerk re same.	0.9
17-May-22	Marchand, M	Review email from M. Dubin re ownership claim submission statistics and data sets; review email correspondence re owner claim submissions; review email correspondence re trustee inquiry; review email from B. Steele re May fees; review email and attachment from L. Dula re funds transfer; review accounts receivable listings; draft email to L. Dula and A. Boettger re unallocated receipts; review email from J. Malcolm re bank account activity; review general ledgers, compute funds to be transferred from Ridge to Hills re Prime Clerk fees; provide direction to J. Malcolm re same; sign cheque requisitions; draft email to T. Montesano re HST filings.	1.0
17-May-22	Montesano, T	Prepare cheque requisitions re payment of legal invoices.	0.4
18-May-22	Boettger, A	Assemble financial statements for the year ended December 31, 2021; Review 2021 WSIB payments for the purpose of preparing 2021 annual reconciliation of WSIB.	7.5
18-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendment.	3.3
18-May-22	Josie Parisi	Review requests for disbursement and approve; discussions with A. Boettger re claims process and issued encountered.	0.6
18-May-22	Marchand, M	Correspondence with A. Boettger re status of request for amendment review and status of 2021 financial statements; correspondence with T. Montesano re status of HST returns; review email correspondence with Powell Jones re 2021 financial statements; matters related to obtaining support for 2021 trial balance and financial statements; sign cheque requisitions; review email and attachment from J. Berman re owner claim submission summary and detail workbook.	2.8

Date	Staff	Comments	Hrs.
18-May-22	Montesano, T	Prepare requisitions payment of invoices.	0.4
19-May-22	Boettger, A	Assemble accounts receivable supporting schedule for financial statements for the year ended December 31, 2021; Call with Prime Clerk to discuss amendment claim requests data set	2.0
19-May-22	Jesuratnam, J	Reviewed ownership claim requests for amendment.	4.0
19-May-22	Marchand, M	Sign cheque requisition, sign transfer letter; sign deposit slip; sign cheques; matters related to support for 2021 financial statements; review email correspondence re user access to Prime Clerk portal; teleconference with M. Dubin, J. Berman and A. Boettger re owner claim submission detail data set.	2.6
19-May-22	Burrowes, S	Reviewed ownership claim requests for amendment.	1.0
20-May-22	Boettger, A	Assemble trial balance and AR supporting schedule for financial statements for the year ended December 31, 2021; Review amendment request claims; Respond to Owner emails.	5.7
20-May-22	Marchand, M	Review email and attachment from M. Dubin re owner hard copy claim submissions summary and detail data set; matters related to invoicing; email correspondence with A. Boettger re settlement deposit, tracking and journal entry.	1.0
22-May-22	Marchand, M	Review email and attachment from L. Williams re court order withholding provisions.	0.1
23-May-22	Boettger, A	Compile identification information concerning Owner's multiple ownership interests; Forward Amendment Claim Request received by the Receiver to Prime Clerk.	0.4
24-May-22	Boettger, A	Call with M. Marchand to discuss internal financial statements for the year ended December 31, 2021; Discussion with O. Sarfraz on preparing WSIB annual reconciliation calculations; Follow-up with former Management on HST rates used for calculating annual charges; Add individuals to Prime Clerk claims portal and BDO Portal; Schedule call with individuals to discuss Amendment Request review process.	1.5
24-May-22	Jesuratnam, J	Drafted comments for ownership claim follow-ups.	1.9
24-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	2.0
24-May-22	Marchand, M	Email correspondence with A. Boettger re status of HST audits; email correspondence with A. Boettger re deed and contract information; email correspondence re training persons to review requests for amendments; review email correspondence re late file claims; correspondence with A. Boettger re 2021 financial statements; email correspondence re Equiant sales tax inconsistencies; review 2021 financial statements; draft email to A. Boettger re same.	3.5
24-May-22	Omar Sarfraz	Reconciled WSIB statement with estate records.	4.0
24-May-22	Burrowes, S	Training on straight forward replacement duplicate checker. Review claim amendments.	1.5
25-May-22	Boettger, A	Review reviewer comments on 2021 internal draft financial statements and respond to queries.	2.0

Date	Staff	Comments	Hrs.
25-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	1.0
25-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	3.5
25-May-22	Josie Parisi	Review correspondence from L. Williams regarding language for the draft order.	0.6
25-May-22	Marchand, M	Email correspondence with B. Brinkman and A. Boettger re requests for amendment; email correspondence with A. Boettger re 2021 financial statements; review general ledgers and trial balances; email correspondence re requests for amendment review training; review email and attachment from M. Dubin re portal submission extract legend.	1.2
25-May-22	Burrowes, S	Reviewed ownership claim requests for amendment.	1.0
26-May-22	Boettger, A	Review Request for Amendment claims; Discussion with Prime Clerk concerning claims marked for owner follow-up; Circulate claims documents in advance of group call; Allocate claim reviews for Amendment Requests Review to team members; Introduction and instruction call for new members of claims review team; Calls and email to respond to Owner inquiries.	4.0
26-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	2.0
26-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	2.2
26-May-22	Gordon, J	Reviewed ownership claim requests for amendment.	1.0
26-May-22	Marchand, M	Email correspondence A. Boettger re amendment review owner follow ups; matters related to owner inquiries.	0.2
26-May-22	Omar Sarfraz	Reconciled WSIB statement with estate records.	1.0
26-May-22	Burrowes, S	Reviewed ownership claim requests for amendment.	0.5
26-May-22	Montesano, T	Correspond with owner re re-issuing refund cheque.	0.3
26-May-22	Yatri Vagadia	Call with A. Boettger re ownership claim requests for amendment review process; review portal documents.	1.4
27-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	3.7
27-May-22	Gordon, J	Reviewed ownership claim duplicate submission reviews.	7.5
27-May-22	Josie Parisi	Review emails regarding claims procedure.	0.2
27-May-22	Marchand, M	Review email and attachment from L. Williams re court order withholding provisions; draft email to L. Williams re same; review email from S. Mitra re lawsuits; draft email to S. Mitra re same; review email correspondence re requests for amendment.	0.3
27-May-22	Burrowes, S	Reviewed ownership claim duplicate submission reviews.	2.1
27-May-22	Montesano, T	Prepare and File HST returns for Carriage Hills and Carriage Ridge	0.5
30-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	4.7
30-May-22	Gordon, J	Reviewed ownership claim duplicate submission reviews	7.5
30-May-22	Burrowes, S	Reviewed ownership claim duplicate submission reviews.	3.0

Date	Staff	Comments	Hrs.
30-May-22	Yatri Vagadia	Reviewed ownership claim duplicate submission reviews.	0.5
31-May-22	Boettger, A	Respond to Owner inquiries; Respond to R. Manea comments on Amendment Claim Requests under review.	0.5
31-May-22	Jesuratnam, J	Reviewed ownership claim duplicate submission reviews.	0.2
31-May-22	Gordon, J	Reviewed ownership claim duplicate submission reviews.	7.5
31-May-22	Josie Parisi	Review correspondence from Prime Clerk.	0.1
31-May-22	Marchand, M	Review email from B. Steele re fees; receive voicemail from J. Berman re owner cheque received; draft email to J. Berman re same.	0.2
31-May-22	Burrowes, S	Reviewed ownership claim duplicate submission reviews.	1.0
31-May-22	Yatri Vagadia	Correspondence with J. Hue re ownership claim review process.	0.2

This is Exhibit "H" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



Tel: 416 865 0210
 Fax: 416 865 0904
 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

Date	Invoice No.
July 11, 2022	CINV1901097

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from June 1, 2022 to June 30, 2022 as per the details below.

Our Fee:	\$ 122,859.50
HST - 13% (#R101518124)	15,971.74
Total Due	<u>\$138,831.24</u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	5.3	\$ 565	\$ 2,994.50
M. Marchand, Partner	29.1	535	15,568.50
A. Boettger, Sr. Manager	46.3	490	22,687.00
S. Burrowes, Manager	22.2	385	8,547.00
Y. Vagadia, Sr. Analyst	72.0	330	23,760.00
O. Sarfraz, Sr. Analyst	1.5	330	495.00
J. Gordon, Sr. Analyst	88.0	330	29,040.00
T. Montesano, Sr. Administrator	2.4	220	528.00
J. Jesuratnam, Jr. Analyst	84.4	200	16,880.00
Administrative Support	14.3	165	2,359.50
Total	<u>365.5</u>		<u>\$ 122,859.50</u>



Staff	Date	Comments	Hours
Boettger, A	1-Jun-22	Respond to Owner inquiries; phone call with Owner; review duplicate review file; perform duplicate claim reviews; submit completed duplicate claim review file to Prime Clerk; allocate amendment requests for review to claims review team; call with legal counsel to discuss claim amendment review process.	3.5
Jesuratnam, J	1-Jun-22	Reviewed ownership claim request for amendment.	5.3
Gordon, J	1-Jun-22	Reviewed ownership claim requests for amendments.	7.5
Parisi, J	1-Jun-22	Review correspondence from TGF regarding tax position on sale of assets.	0.2
Burrowes, S	1-Jun-22	Meeting with A.Boettger regarding review of claim amendments and specific situations regarding deceased owners; reviewed claim requests for amendments.	2.0
Montesano, T	1-Jun-22	Correspond with I.Martin re replace cheque.	0.1
Vagadia, Y	1-Jun-22	Meeting with A. Boettger regarding the doubts of claims; reviewing and verifying claim requests for amendments.	3.4
Boettger, A	2-Jun-22	Prepare internal financial statements for annual income tax return; call with CRA HST Examiner to discuss package provided and additional requests; assemble information requests for HST examination; assemble list of sample maintenance reports; respond to Owner inquiries.	3.3
Jesuratnam, J	2-Jun-22	Reviewed ownership claim requests for amendment.	3.0
Gordon, J	2-Jun-22	Reviewed ownership claim requests for amendment.	7.5
Marchand, M	2-Jun-22	Review email correspondence re duplicate claim submissions; review email and attachment from M. Magni re legal fees; review email correspondence re distribution tax issues.	0.3
Burrowes, S	2-Jun-22	Reviewed ownership claim requests for amendments.	0.5
Vagadia, Y	2-Jun-22	Reviewed ownership claim requests for amendment.	3.0
Boettger, A	3-Jun-22	Respond to Owner inquiries; arrange delivery of financial statement documents to external accountant; call with B. Brinkman to discuss amendment request review process; assign Amendment request claims to team for review.	3.3
Jesuratnam, J	3-Jun-22	Reviewed ownership claim requests for amendment.	4.0
Gordon, J	3-Jun-22	Reviewed ownership claim requests for amendment.	1.5
Parisi, J	3-Jun-22	Review email from S. Babe regarding tax withholdings.	0.2
Burrowes, S	3-Jun-22	Reviewed ownership claim requests for amendment.	2.0
Vagadia, Y	3-Jun-22	Reviewed ownership claim requests for amendment.	4.0
Boettger, A	6-Jun-22	Respond to Owner inquiries; draft response letter for HST examination requests; prepare appendices for HST examination response letter; send document requests to Equiant.	2.0
Gordon, J	6-Jun-22	Reviewed ownership claim requests for amendment.	1.5



Staff	Date	Comments	Hours
Marchand, M	6-Jun-22	Review email correspondence re request for amendment issues; email correspondence with A. Boettger re CRA HST audit updates and next steps; review email correspondence with Equiant re maintenance reports; review requests for amendment; matters related to invoicing; email correspondence with J. Berman re cheque received by owner; phone call with A. Boettger re status of HST audits, status of 2021 financial statements and status of requests for amendment reviews.	1.4
Burrowes, S	6-Jun-22	Reviewed ownership claim requests for amendment.	2.0
Vagadia, Y	6-Jun-22	Reviewed ownership claim requests for amendments; email correspondence with A. Boettger re the claim amendments.	4.6
Boettger, A	7-Jun-22	Draft response letter for HST examination requests; respond to Owner inquiries; call with Owner; allocate request for amendment claims to reviewers; upload financial statements and supporting information to external accountant; meeting with J. Jesuratnam to discuss allocated claims for review; meeting with Y. Vagadia to discuss allocated claims for review; meeting with S. Burrowes to discuss allocated claims for review; prepare tracking of amendment request review document.	3.8
Jesuratnam, J	7-Jun-22	Reviewed ownership claim requests for amendment.	6.5
Gordon, J	7-Jun-22	Reviewed ownership claim requests for amendment.	2.0
Marchand, M	7-Jun-22	Review email correspondence re duplicate claim submissions and requests for amendment.	0.4
Burrowes, S	7-Jun-22	Reviewed ownership claim requests for amendments.	3.2
Vagadia, Y	7-Jun-22	Correspondence to A.Boettger regarding verified claims; meeting with A.Boettger discussing about the new claims; reviewing the claims discussed with A.Boettger and making the required update.	2.1
Boettger, A	8-Jun-22	Schedule status update session with Counsel; follow-up with Amendments Request Review team on progress; team discussion of specific claims in Amendments Request Review process.	0.5
Jesuratnam, J	8-Jun-22	Reviewed ownership claim requests for amendment.	5.0
Gordon, J	8-Jun-22	Reviewed ownership claim requests for amendment.	2.0
Marchand, M	8-Jun-22	Review email correspondence re request for amendment updates; review email and attachments from J. Malcolm re cheques received; email correspondence with S. Babe and L. Williams re CRA tax distribution and order issues; email correspondence with L. Williams re mortgage disputes.	0.5
Burrowes, S	8-Jun-22	Reviewed ownership claim requests for amendments.	1.0
Vagadia, Y	8-Jun-22	Reviewed ownership claim requests for amendments.	2.5
Boettger, A	9-Jun-22	Review duplicate claims review sheet from Prime Clerk and assign portion of claims to S. Burrowes; respond to Owner inquiries; assign amendment request claims to team; phone call with external accountant to discuss financial statements and income tax return preparation; review amendment request claims and make determinations.	3.7
Gordon, J	9-Jun-22	Reviewed ownership claim requests for amendment.	2.0



Staff	Date	Comments	Hours
Parisi, J	9-Jun-22	Review email re allocation of proceeds amongst assets liquidated.	0.3
Burrowes, S	9-Jun-22	Reviewed ownership claim requests for amendment.	1.5
Vagadia, Y	9-Jun-22	Reviewed ownership claim requests for amendment.	3.4
Jesuratnam, J	10-Jun-22	Reviewed ownership claim requests for amendment.	7.5
Gordon, J	10-Jun-22	Reviewed ownership claim requests for amendment.	2.0
Parisi, J	10-Jun-22	Review correspondence related to CRA and tax issues.	0.1
Marchand, M	10-Jun-22	Email correspondence with A. Abdullah re investment renewals; correspondence with S. Babe re tax and distribution issues.	0.3
Burrowes, S	10-Jun-22	Reviewed ownership claim requests for amendment.	3.5
Vagadia, Y	10-Jun-22	Reviewed ownership claim requests for amendment, correspondence to A. Boettger re claim amendments.	3.2
Boettger, A	12-Jun-22	Prepare status update on amendment requests review progress; assign claims to team.	0.5
Boettger, A	13-Jun-22	Schedule meeting with Kroll to discuss Owner Follow-up process and steps; respond to Owner inquiries.	0.6
Jesuratnam, J	13-Jun-22	Reviewed ownership claim requests for amendment.	0.9
Gordon, J	13-Jun-22	Reviewed ownership claim requests for amendment.	1.0
Burrowes, S	13-Jun-22	Update on claims review to A.Boettger; reviewed ownership claim requests for amendments.	0.7
Boettger, A	14-Jun-22	Assign claims to amendment requests review team; meeting with Y. Vagadia to discuss amendment request claims; status call with team and Counsel.	2.3
Jesuratnam, J	14-Jun-22	Reviewed ownership claim requests for amendment.	5.2
Parisi, J	14-Jun-22	Review emails with Prime Clerk regarding call center inquires; call with M. Marchand regarding issues and status update.	0.6
Marchand, M	14-Jun-22	Review email and attachment from B. Steele re May invoice; email correspondence with B. Steele re call center; review email from B. Steele re June work in process; correspondence with A. Boettger re HST audit, 2021 financial statements, owner inquiries, and ownership claims process review status updates; review legal invoice; review email correspondence re requests for amendments and owner follow ups; teleconference with L. Williams and A. Boettger re request for amendment review process and status updates on a number of items being progressed.	3.0
Burrowes, S	14-Jun-22	Reviewed ownership claim requests for amendment.	0.8
Vagadia, Y	14-Jun-22	Reviewed ownership claim requests for amendment.	5.0
Boettger, A	15-Jun-22	Meeting with Kroll to discuss Owner Follow-up process; call with J. Gordon and J. Jesuratnam to discuss amendment requests claim reviews claims involving owner name changes; meeting re mortgage dispute data with J. Jesuratnam; meeting with Y. Vagadia and J.Jesuratnam on amendment request reviews.	2.2



Staff	Date	Comments	Hours
Jesuratnam, J	15-Jun-22	Reviewed ownership claim requests for amendment.	0.2
Gordon, J	15-Jun-22	Reviewed ownership claim requests for amendment.	2.0
Marchand, M	15-Jun-22	Correspondence with A. Boettger re mortgage requests for amendment and distribution calculation data; teleconference with Prime Clerk, A. Boettger and L. Williams re owner claim submission follow up work flow.	1.7
Burrowes, S	15-Jun-22	Reviewed ownership claim requests for amendment.	2.5
Vagadia, Y	15-Jun-22	Reviewed ownership claim requests for amendment; meeting with A. Boettger re claim amendment.	3.0
Boettger, A	16-Jun-22	Allocate claim reviews for amendment requests review to team members;; correspond with team members re amendment request review for Owner follow-up.	1.8
Boettger, A	16-Jun-22	Prepare follow-up response letter regarding HST examination; submit packages to CRA Examiner concerning HST examination re: bad debts recovery of HST claim; review Kroll generated listing of amendment requests with mortgage adjustment components, compare to own list and investigate discrepancies; call with J. Jesuratnam on compiling amendment request claims; complete duplicate claims reviews; correspond partially completed duplicate claim file to Kroll.	2.6
Jesuratnam, J	16-Jun-22	Reviewed ownership claim requests for amendment.	2.5
Gordon, J	16-Jun-22	Reviewed ownership claim requests for amendment.	4.0
Marchand, M	16-Jun-22	Review email and attachments from A. Boettger re CRA audit response follow up; correspondence with A. Boettger re same; matters related to invoicing; review email correspondence re requests for amendment review process.	0.8
Burrowes, S	16-Jun-22	Amendment review call re claims.	0.3
Montesano, T	16-Jun-22	Prepare bank draft letter; re-issue payment to Irene Martin.	0.4
Boettger, A	17-Jun-22	Investigate login difficulties with Online Claims Portal and resolve with Kroll.	0.3
Jesuratnam, J	17-Jun-22	Reviewed ownership claim requests for amendment.	4.8
Gordon, J	17-Jun-22	Reviewed ownership claim requests for amendment.	7.5
Marchand, M	17-Jun-22	Phone call with RBC re investment options and related matters; review email from S. Irvine re call center inquiries; review email correspondence re mortgage disputes; review email correspondence re owner follow ups; review email and attachments from A. Boettger re HST response filings; review email correspondence re duplicate claim submissions.	1.2
Vagadia, Y	17-Jun-22	Reviewed ownership claim requests for amendment.	3.0
Jesuratnam, J	20-Jun-22	Reviewed ownership claim requests for amendment.	5.7
Jesuratnam, J	20-Jun-22	Prepare mortgage information requests for amendment.	1.8
Gordon, J	20-Jun-22	Reviewed ownership claim requests for amendment.	7.5



Staff	Date	Comments	Hours
Parisi, J	20-Jun-22	Review emails regarding banking and claims.	0.1
Marchand, M	20-Jun-22	Review general ledgers; compute funds to transfer between accounts and from investments; provide direction to O. Sarfraz re cheque requisitions and deposits; email correspondence with H. Giakatis re accrued interest on gics and renewals; email to K. Ngo re fund transfers; provide direction to L. Dula re journal entries.	1.0
Burrowes, S	20-Jun-22	Reviewed ownership claim requests for amendments.	0.6
Vagadia, Y	20-Jun-22	Reviewed ownership claims request for amendment.	4.0
Jesuratnam, J	21-Jun-22	Prepare mortgage information requests for amendment.	0.7
Jesuratnam, J	21-Jun-22	Reviewed ownership claims request for amendments.	5.3
Gordon, J	21-Jun-22	Reviewed ownership claim requests for amendment.	7.5
Parisi, J	21-Jun-22	Review emails related to claims.	0.2
Marchand, M	21-Jun-22	Review emails and attachments from L. Dula re investment partial redemptions; review emails and attachments from K. Ngo re confirmation of same; correspondence with J. Jesuratnam re mortgage information requests for amendment; email correspondence with M. Dubin re same; matters related to invoicing; sign cheque requisitions, deposit slips and transfer letter; provide direction to L. Dula re account fund transfers re Prime Clerk fees; prepare communication for CHRC's counsel re mortgage requests for amendment and CHRC filing variances; sign cheque; provide direction to T. Montesano re payment of fees.	3.0
Omar Sarfraz	21-Jun-22	Prepare cheque requisition and deposit forms.	1.5
Burrowes, S	21-Jun-22	Correspondence regarding claim amendments.	0.1
Montesano, T	21-Jun-22	Process payment of invoices.	0.6
Vagadia, Y	21-Jun-22	Reviewed ownership claim request for amendment.	4.0
Gordon, J	22-Jun-22	Reviewed ownership claim request for amendment.	7.5
Parisi, J	22-Jun-22	Review various emails related to Prime Clerk.	0.7
Marchand, M	22-Jun-22	Review emails and attachments from M. Dubin re mortgage requests for amendment; review email and attachments from A. Jaffar re same; meeting with and provide direction to J. Jesuratnam re same; sign cheque requisition; sign cheques; draft emails to S. Mitra re mortgage amendment requests and mortgage discrepancies; email correspondence with B. Steele re June fees; review email from A. Abdullah re fund transfer.	1.9
Burrowes, S	22-Jun-22	Reviewed ownership claims request for amendments.	1.5
Montesano, T	22-Jun-22	Process payment of invoices.	0.3
Vagadia, Y	22-Jun-22	Reviewed ownership claim request for amendment.	6.5
Parisi, J	23-Jun-22	Review draft letter to CRA and propose changes; review correspondence from Wyndham regarding mortgages.	1.4



Staff	Date	Comments	Hours
Marchand, M	23-Jun-22	Review emails from D. Catuogno re resolution for mortgage requests for amendment; review emails from S. Babe and L. Williams re same; draft email to counsel re same; sign cheque requisitions; sign cheques; correspondence with L. Dula re wire transfer; correspondence with M. Finnigan re invoice; review email and attachment from S. Babe re letter to CRA; draft email to S. Babe re same.	1.0
Montesano, T	23-Jun-22	Process payment of invoices.	0.4
Vagadia, Y	23-Jun-22	Reviewed ownership claim request for amendment; correspondence with A. Boettger and S. Burrowes regarding the claims.	6.3
Parisi, J	24-Jun-22	Review various emails real.	0.3
Marchand, M	24-Jun-22	Review general ledger details; compute funds to transfer from Ridge to Hills; provide direction to L. Dula re same; draft frequently asked questions; sign cheque request; sign wire letter; sign deposit slip; email correspondence with S. Irvine re call center; correspondence with J. Hue re website updates; sign cheque requisition; matters related to owner inquiries; sign cheque; review email from RBC re funds transfer.	2.0
Montesano, T	24-Jun-22	Review receivers interim report.	0.6
Vagadia, Y	24-Jun-22	Reviewed ownership claim request for amendment.	1.5
Boettger, A	27-Jun-22	Respond to Owner inquiries; Prepare status update on amendment requests claims review; Follow-up with amendment request review team on status of review; discussion with M. Marchand on amendment request review process and duplicates claims review process; follow-up with external accountant on status of financial statements and income tax returns.	1.2
Jesuratnam, J	27-Jun-22	Reviewed ownership claim request for amendment.	7.5
Gordon, J	27-Jun-22	Reviewed ownership claim request for amendment.	7.5
Marchand, M	27-Jun-22	Prepare frequently asked questions; correspondence with A. Boettger re request for amendment, duplicate claim submission, distributions, owner follow ups, financial statement and HST audit status updates; phone call with M. Dubin re claims process submission statistics, duplicate claims, owner follow up and related issues; email correspondence with S. Irvine and J. Berman re call center closure status; review email from J. Berman re owner follow up correspondence; review email correspondence re requests for amendment.	3.9
Vagadia, Y	27-Jun-22	Reviewed ownership claim request for amendment, correspondence with A. Boettger.	2.7



Staff	Date	Comments	Hours
Boettger, A	28-Jun-22	Follow-up with Prime Clerk concerning Owners Follow-up process and timing of same; Call with Prime Clerk to discuss reviewing duplicate claims review amendment request claims of Ownership claims process; Assign amendment request claims to assemble documents for preparation of external financial statements and income tax returns and correspond them with external accountant; call with HST examiner to discuss claims for refund of uncollectible debt itcs; correspondence with M. Marchand re same; correspondence with former management about historical HST book and records.	5.0
Jesuratnam, J	28-Jun-22	Reviewed ownership claim request for amendment.	7.5
Gordon, J	28-Jun-22	Reviewed ownership claim request for amendment.	7.5
Parisi, J	28-Jun-22	Review FAQ's and provide comments.	0.8
Marchand, M	28-Jun-22	Review email correspondence re duplicate claim submission; review email from B. Steele re June fees; email correspondence with J. Berman re owner follow ups; correspondence with A. Boettger re same; review email and attachments from M. Dubin re claim submission statistics; email correspondence with M. Dubin re same; revise frequently asked questions; draft email to counsel and Prime Clerk re same; correspondence with A. Boettger re HST audit status; review email correspondence re same; email correspondence with B. Steele re FAQ; email correspondence with J. Parisi re same; email correspondence with L. Williams re same; email correspondence with A. Boettger re same.	3.6
Vagadia, Y	28-Jun-22	Reviewed ownership claim request for amendment.	3.8
Boettger, A	29-Jun-22	Review amendment request claims and make determinations on same; assign claims to amendment request claim review team; meeting with J. Jesuratnam on amendment claims; phone call with Owners; respond to Owner inquiries.	3.0
Jesuratnam, J	29-Jun-22	Reviewed ownership claim request for amendment.	7.5
Gordon, J	29-Jun-22	Reviewed ownership claim request for amendment.	7.5
Parisi, J	29-Jun-22	Review comments from counsel on FAQs.	0.4
Marchand, M	29-Jun-22	Email correspondence with M. Dubin re owner follow up and FAQ; review email from A. Boettger re owner communications; distribution logic and rules; correspondence with A. Boettger re request for amendment issues and updates; draft email to M. Dubin re mortgage amendment requests.	1.5
Boettger, A	30-Jun-22	Review amendment request claims and make determinations on same; Discussion with Y. Vagadia on amendment request claims; assign amendment review claims to J. Gordon; Correspondence with Kroll re informal Owner follow-up schedule; prepare mass email distribution list provided in Ownership Claims Process; respond to email inquiry from external accountant; prepare status update on amendment request review process.	6.7
Jesuratnam, J	30-Jun-22	Reviewed ownership claim request for amendment.	3.5
Gordon, J	30-Jun-22	Reviewed ownership claim request for amendment.	2.5



Staff	Date	Comments	Hours
Marchand, M	30-Jun-22	Review legal invoice; review email and attachment from L. Williams re FAQ; review email and attachment from S. Babe re FAQ; revise FAQ; draft email to counsel and Prime Clerk re same; review email and attachment from P. Labissiere re requests for amendment; correspondence with A. Boettger re owner follow ups, HST audit status and requests for amendment review status; correspondence with A. Boettger re email to owners.	1.6
Vagadia, Y	30-Jun-22	Correspondence with A. Boettger regarding claims amendment, meeting with A. Boettger, reviewed ownership claim request for amendment.	6.0

This is Exhibit "I" referred to in the affidavit of

Matthew Marchand

Sworn before me this 5th day of August 2022



A COMMISSIONER FOR TAKING AFFIDAVITS



Tel: 416 865 0210
 Fax: 416 865 0904
 www.bdo.ca

BDO Canada Limited
 20 Wellington Street E, Suite 500
 Toronto ON M5E 1C5 Canada

INVOICE

Carriage Hills Vacation Owners Association
 Carriage Ridge Owners Association
 c/o BDO Canada Limited
 20 Wellington Street E., Suite 500
 Toronto, ON
 M5E 1C5

<i>Date</i>	<i>Invoice No.</i>
August 3, 2022	CINV1901104

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from July 1, 2022 to July 31, 2022 as per the details below.

Our Fee:	\$ 144,539.50
HST - 13% (#R101518124)	18,790.14
Total Due	<u>\$163,329.64</u>

<i>Summary of Time Charges</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
J. Parisi, Partner	13.5	565.00	7,627.50
M. Marchand, Partner	65.9	535.00	35,256.50
A. Boettger, Sr. Manager	124.6	490.00	61,054.00
A. Koroneos, Sr. Manager	0.1	490.00	49.00
S. Burrowes, Manager	9.5	385.00	3,657.50
Y. Vagadia, Sr. Analyst	53.3	330.00	17,589.00
J. Gordon, Sr. Analyst	31.8	330.00	10,494.00
T. Montesano, Sr. Administrator	4.0	220.00	880.00
J. Jesuratnam, Jr. Analyst	32.4	200.00	6,480.00
Administrative Support	8.8	165.00	1,452.00
Total	<u>343.9</u>		<u>\$144,539.50</u>



Staff	Date	Comments	Hrs.
Parisi, J	1-Jul-22	Review bank reconciliations.	0.2
Boettger, A	1-Jul-22	Review HST Examination letters and forward to T. Montesano to compile responses; respond to Owner inquiries; review amendment request claims and provide comments.	2.1
Boettger, A	4-Jul-22	Review amendment request claims and make determinations on same; review duplicate owner submissions for amendment request claims and determine appropriate surviving claim.	6.0
Parisi, J	4-Jul-22	Review email correspondence from L. Smith re potential phishing attempts.	0.1
Marchand, M	4-Jul-22	Email correspondence with M. Dubin re owner request for amendment issue; email correspondence with L. Williams re owner follow up; review email correspondence with owner re Prime Clerk follow up and Facebook post.	0.3
Jesuratnam, J	5-Jul-22	Reviewed ownership duplicate claim request for amendment.	7.5
Burrowes, S	5-Jul-22	Reviewed ownership claim request for amendments.	2.5
Gordon, J	5-Jul-22	Reviewed ownership claims request for amendment.	3.8
Marchand, M	5-Jul-22	Email correspondence with A. Boettger re email distribution list; review email and attachment from M. Dubin re mortgage amendments reconciliation; phone call with M. Dubin re mortgage amendments reconciliation, duplicate claim submissions and interval value reconciliation; review email from J. Berman re frequently asked questions; review email and attachment from A. Boettger re request for amendment review status; revise frequently asked questions; provide direction to A. Boettger re same; review email correspondence re owner death and estate executor issues; review email and attachment from P. Labissiere re duplicate claim submissions; review emails from A. Boettger re same; review emails from M. Dubin re same; email correspondence with L. Williams re email distribution list; review email and attachments from G. Gagnon re invoices; draft email to B. Steele re Prime Clerk distribution engagement.	2.2
Boettger, A	5-Jul-22	Correspondence with Prime Clerk on review of duplicate claims submitted under incorrect unique ID; compare emails removed from mass email distribution list after update.	0.7
Vagadia, Y	5-Jul-22	Reviewed ownership claim request for amendment; Email correspondence with A. Boettger regarding claim amendment.	3.8
Burrowes, S	6-Jul-22	Reviewed ownership claim request for amendments.	2.5
Parisi, J	6-Jul-22	Review correspondence regarding Wyndham mortgages.	0.4
Boettger, A	6-Jul-22	Respond to inquiries from R. Manea on specific amendment request claim review scenarios; Assign amendment request claims to team for review; Monitor email address for responses to mass FAQ email distributed; Review duplicate analysis claims; Meeting with Y. Vagadia to provide directions on duplicate review claims task.	4.2



Staff	Date	Comments	Hrs.
Marchand, M	6-Jul-22	Review email from A. Boettger re request for amendment for deceased owner; review email from L. Williams re same; review email from R. Manea re same; refine distribution logic; provide direction to J. Jesuratnam re mortgage requests for amendment; draft email to D. Catugno re mortgage amendments and faqs; email correspondence with legal counsel re same; review email and attachment from A. Boettger re mailchimp distribution lists; correspondence with A. Boettger re updates; correspondence with A. Boettger re request for amendment review status.	2.2
Gordon, J	6-Jul-22	Reviewed ownership claim request for amendments.	2.0
Vagadia, Y	6-Jul-22	Meeting with A. Boettger, re duplicate review claims; correspondence with A. Boettger regarding claim amendments; Reviewed duplicate claim request for amendment.	4.3
Jesuratnam, J	6-Jul-22	Reviewed duplicate claim request for amendments	4.4
Burrowes, S	7-Jul-22	Reviewed claim requests for amendments.	2.5
Gordon, J	7-Jul-22	Reviewed claim requests for amendments.	3.0
Parisi, J	7-Jul-22	Review correspondence from CRA and related emails regarding HST refunds.	0.4
Boettger, A	7-Jul-22	Call with B. Brinkman re amendment request claim review; Assign amendment request claims to team for review; respond to inquiries from external accountant on preparing 2022 financial statements and income tax returns; rost FAQ document to creditor site; review duplicate analysis claims.	6.5
Marchand, M	7-Jul-22	Sign cheque requisitions; sign cheques; review emails and attachments from A. Boettger re HST audit letters; correspondence with A. Boettger re same; email correspondence with J. Hendricks re same; email correspondence with counsel re same; correspondence with A. Boettger re duplicate claim submission review and issues; compute funds to retain from GIC redemption; update Hills cash flow.	2.1
Vagadia, Y	7-Jul-22	Reviewed ownership claim request for amendment.	3.3
Jesuratnam, J	7-Jul-22	Reviewed duplicate claim request for amendment.	5.2
Boettger, A	8-Jul-22	Review duplicate claims and make determination on claims; Correspondence with Prime Clerk on duplicate claims, Owner proof of claims, and reporting determinations of claim reviews re same; Respond to inquiries from R. Manea re addressing amendment request claims; Review amendment request claims and make determinations on same.	7.4
Marchand, M	8-Jul-22	Review email from R. Manea re Service Ontario death search; review email from L. Williams re same; draft email to counsel re same; review emails from A. Boettger re duplicate claim submissions and owner proof of claim filing issues; review email from P. Labissiere re same; draft email to H. Giakatis re GIC redemption and rollover; review email from A. Abdullah re same; update Ridge cash flow; review email and	1.4



Staff	Date	Comments	Hrs.
		attachment from J. Berman re owner follow up; draft email to L. Williams re same.	
Parisi, J	11-Jul-22	Review email from owner and respond re same.	0.3
Burrowes, S	11-Jul-22	Reviewed Claim request for amendments.	2.0
Gordon, J	11-Jul-22	Reviewed claim request for amendments.	2.5
Marchand, M	11-Jul-22	Review email from H. Giakatis re GIC maturity details and rollover; provide direction to J. Malcolm re transaction postings; distribution logic; meeting with A. Boettger re distribution calculations and related matters; sign deposit slips; matters related to owner inquiries; correspondence with A. Boettger re CRA HST RT0002 audit requests and status of financial statements; compute funds to invest in gics; review email and attachment from A. Boettger re owner inquiries; revise responses re same; review email and attachment from A. Boettger re requests for amendment update and issues; correspondence re ownership claims process issues and updates, items to discuss with counsel and CRA phone call re HST audits; draft agenda for update teleconference with legal counsel; review email and attachment from A. Boettger re duplicate claims; review email from P. Labissiere re same; review email and attachment from A. Jaffar re owner proof of claim submissions; review email and attachment from A. Boettger re same; review email from P. Labieeiere re request for amendment final file for review status; review email from K. Ngo re confirmation of investment amounts.	3.5
Boettger, A	11-Jul-22	Team discussion of distribution logic; review of amendment requests and make determinations on same; review amendment requests which have been marked for complex matters and make determinations; respond to question from external accountant.	6.3
Montesano, T	11-Jul-22	Prepare receivers first reports for Hills and Ridge; work on response to CRA re examination of HST filings for Hills and Ridge.	1.4
Marchand, M	12-Jul-22	Review email and attachments from K. Ngo re gics; correspondence with J. Malcolm re account balances; prepare receipts and disbursement schedules; correspondence with T. Montesano re S.246 statements; draft court report; email correspondence with T. Duncan re fee approval; matters related to invoicing; review bank account activity; provide direction to Y. Vagadia re payment of professional fees and fee affidavit; email correspondence with A. Boettger re 2021 financial statement disclosures; matters related to owner inquiries.	3.7
Boettger, A	12-Jul-22	Prepare list of scenarios identified in amendment request review which require input from legal counsel; follow-up with amendment request review team on status of in-progress claims; review amendment requests which have been marked for complex matters and make determinations; review Owner POC listing provided by Prime Clerk and discussion of same; request update on outstanding information compilation requests with Prime Clerk related to overall Ownership claims process dataset; respond to owner inquiries email (re: questions on FAQ dated July 6, 2022 and request for assistance on Owner Follow-up inquiries).	6.5



Staff	Date	Comments	Hrs.
Vagadia, Y	12-Jul-22	Reviewed ownership claim requests for amendments, preparing professional fees June invoice, fee affidavit and cheque requisitions.	5.0
Anna Koroneos	13-Jul-22	Review and sign wire letter.	0.1
Boettger, A	13-Jul-22	Call with legal team to discuss Ownership Claims Process and draft distribution order; call with amendment request review team to discuss Owner proof of claims for review; phone call with Carriage Owners; review of Owner Follow-up claims marked for escalation to Receiver by Prime Clerk and determine resolutions for all.	7.0
Parisi, J	13-Jul-22	Review various correspondence re bar date and from Prime Clerk.	0.3
Marchand, M	13-Jul-22	Review email and attachment from P. Labissiere re owner proof of claim data analysis; review email correspondence re same; review prior court reports re outstanding issues; meeting with A. Boettger re status of ownership claims process matters and review agenda for call with counsel; summarize ownership claim submissions re interval values; teleconference with BDO team re owner proof of claim submissions review process; teleconference with A. Boettger and legal counsel re ownership claims process matters, distribution order, outstanding issues and upcoming court hearing; sign cheque requisition; sign wire letter; draft email to J. Hendricks re HST audit support; email correspondence with N. Golodner re historical records; review email and attachment from G. Brunswick re account agent agreement; draft email to S. Babe re same; email correspondence with H. Giakatis re interest rate increase.	3.8
Vagadia, Y	13-Jul-22	Correspondence with A. Boettger regarding claims amendment; meeting with A. Boettger; reviewed ownership claim request for amendment.	5.2
Parisi, J	14-Jul-22	Review the account agent agreement from Kroll and provide comments.	1.3
Boettger, A	14-Jul-22	Review of Owner Follow-up claims marked for escalation to Receiver by Prime Clerk and determine resolutions for all, including summarizing list of most common Owner Follow-up questions; review draft financial statements prepared by external accountant and provide comments on same; call with amendment request claims review team to discuss Owner Proof of Claims reviews and answer questions; review amendment request claims file and assign claims; review amendment requests and make determinations on same; review claims filed as duplicates and make determination on claims.	5.6
Gordon, J	14-Jul-22	Reviewed ownership claim requests for amendments.	3.0
Vagadia, Y	14-Jul-22	Correspondence with A. Boettger regarding claims amendment; meeting with A. Boettger; reviewed ownership claim request for amendment.	7.0
Jesuratnam, J	14-Jul-22	Reviewed ownership claim requests for amendments.	4.0
Gordon, J	15-Jul-22	Reviewed ownership claim requests for amendments.	5.5



Staff	Date	Comments	Hrs.
Boettger, A	15-Jul-22	Call with legal counsel re complex situations in Amendment Request Review process, how to address these scenarios and document decisions; call with Y. Vagadia re Owner proof of claims reviews and answer questions; review Additional proof of claims submitted and make determinations on same (summarizing results for team); summarize common reasons for difficulties when reviewing various claims in Ownership claims process; respond to escalated inquiries from Owner follow-up process; respond to Owner inquiries; Review claims filed as duplicates and make determination on claims; discussion with Prime Clerk on generating full population list from database; review of specific claims referenced by Prime Clerk for determinations on same.	6.5
Vagadia, Y	15-Jul-22	Correspondence with A. Boettger regarding claims amendment; meeting with A. Boettger; reviewed ownership claim request for amendment.	6.5
Marchand, M	15-Jul-22	Review emails and attachments re duplicate claim submissions; review email and attachment from M. Dubin re additional owner proof of claim submissions; review email from A. Boettger re same; review email from M. Dubin re availability; review email correspondence re owner follow ups and related matters; review email correspondence re master files containing owner submissions cleansed for duplicate submissions.	0.6
Jesuratnam, J	15-Jul-22	Reviewed ownership claim requests for amendments.	4.0
Lourdes Dula	18-Jul-22	Stamped/endorsed cheques & entered, posted deposit entries.	0.3
Parisi, J	18-Jul-22	Review and respond email from A. Boettger re the presentation of funds held in Trust on the financial statements; review emails regarding tax withholdings.	1.1
Marchand, M	18-Jul-22	Email correspondence with A. Boettger re matters related to ownership claim submissions; review emails and attachments from J. Malcolm re bank account activity; correspondence with T. Montesano re payment of fees; correspondence with A. Boettger re ownership claims process submission issues, master data sets for distribution calculations, status of 2021 financial statements and tax filings, and HST audit extension requests; review email and attachment from T. Montesano re utilities rebates; review email and attachments from A. Boettger re draft 2021 financial statements, trial balances and adjusting entries; sign deposit slips; compute gross reserves, gross tax application to recoveries and gross interim distribution values; review emails from P. Labissiere re master data sets excluding duplicate submissions; review email correspondence from S. Mitra and S. Babe re tax withholding rate; draft email to S. Babe re same; review email from A. Boettger re Prime Clerk call center for owner follow ups; email correspondence with J. Parisi and A. Boettger re 2021 financial statement issues.	5.0
Jesuratnam, J	18-Jul-22	Reviewed ownership claim request for amendment.	2.3
Montesano, T	18-Jul-22	Prepare cheque requisitions.	0.4



Staff	Date	Comments	Hrs.
Boettger, A	18-Jul-22	Review amendment requests which have been marked for complex matters and make determinations on same; examine population data from Ownership claims process assembled by Prime Clerk; draft interim distribution calculation along with supporting schedules and analysis; Team call to ongoing matters including external financial statements and interim distribution calculation; draft and send letters to CRA requesting extension of HST examination deadline; Respond to Owner inquiries.	6.1
Parisi, J	19-Jul-22	Review correspondence regarding financial statements and distribution issues; review changes to agent agreement with Kroll and provide comments.	1.3
Marchand, M	19-Jul-22	Draft court report; review email correspondence re distribution matters requiring legal input; draft email to M. Dubin re owner outreach and claims process statistics; review email correspondence re distribution data upload to online portal; email correspondence re 2021 financial statements; review email and attachment from J. Berman re owner follow ups; review email from A. Boettger re same; sign cheque requisitions; review email from B. Steele re fees; sign cheques; review email and attachment from S. Gajski re owner inquiry; provide direction to A. Boettger re same.	5.6
Boettger, A	19-Jul-22	Correspondence re request for Amendment review situation to legal counsel for comments; request Prime Clerk investigate the ability to prepare a portal for Owner's to access amount of interim distribution and request quote to develop same; draft, send and review responses with legal counsel on matters concerning the interim distribution, including rights of set-off for delinquent accounts, mortgage offsets and the impact on co-owners; team discussion of draft financial statement; respond to Prime Clerk escalation inquiries from Owner Follow-up requests; draft interim distribution calculation along with supporting schedules and analysis; compile historical mass email distributions.	7.5
Jessie Hue	19-Jul-22	Prepare invoice in Workday and email T. Montesano.	0.3
Parisi, J	20-Jul-22	Review emails regarding distribution issues; review comments provided regarding Kroll agreement.	0.9
Boettger, A	20-Jul-22	Review response to HST examination on Receiver's Carriage Hills account; draft interim distribution calculation along with supporting schedules and analysis; team call to ongoing matters including external financial statements and interim distribution calculation; respond to Owner inquiries.	6.8



Staff	Date	Comments	Hrs.
Marchand, M	20-Jul-22	Review email and attachment from A. Boettger re additional proof of claims; draft email to A. Boettger re same; review Kroll account agent agreement; review comments from J. Parisi and S. Babe re same; draft email to S. Babe re same; review email and attachment from A. Boettger re difficulties caused in ownership claims process; review email correspondence re owner follow ups; draft court report; review email from A. Boettger re mailchimp communications to owners; review email correspondence re matters requiring legal input; correspondence with T. Montesano re HST filings; correspondence with A. Boettger re CRA HST audits; review and respond to email re matters requiring legal input; phone call with A. Boettger re status of request for amendment reviews, distribution calculation 2021 financial statements and related matters.	5.2
Montesano, T	20-Jul-22	Prepare and file June HST for carriage hills and Carriage Ridge.	0.7
Marchand, M	21-Jul-22	Email correspondence with T. Montesano re June HST filings; review email from L. Williams re ownership claims process and distribution matters; review email correspondence re portal updates; review email and attachment from L. Williams re draft order; email correspondence with B. Steele re distribution timing; draft court report; email correspondence with A. Boettger re 2021 financial statements; review email and attachment from P. Labissiere re updated data sets; prepare for call with legal counsel re distribution order and related matters; review email from S. Babe re Court hearing; review email from C. Diana re same; teleconference with counsel re distribution order and related matters; draft email to B. Steele re distribution matters; matters related to website updates; draft email to A. Boettger re mortgage claim distribution issues.	5.1
Parisi, J	21-Jul-22	Review notice to owners to be posted on website.	0.3
Boettger, A	21-Jul-22	Draft notes to be included in draft external financial statement and discuss with team.	0.5
Montesano, T	22-Jul-22	Finalize response to CRA examination of HST filing Carriage Ridge; upload response to CRA examination of HST filing for carriage hills.	0.7
Parisi, J	22-Jul-22	Review correspondence from CRA regarding withholding taxes.	0.6
Marchand, M	22-Jul-22	Review email and attachment from L. Williams re notice to claimants; email correspondence with L. Williams re same; review email and attachments from P. Labissiere re claim filing statistics; review emails and attachments from T. Montesano re HST audits; correspondence with T. Montesano re same; draft court report; review email from D. Catuogno re mortgage amendments; correspondence with counsel re same; phone call with A. Boettger re 2021 financial statements, distribution calculation, accounts receivable collections and status of requests for amendment; email correspondence with G. Gagnon re website updates; review email from B. Steele.	4.9
Boettger, A	22-Jul-22	Prepare interim distribution analysis calculations; team call to discuss draft financial statements and draft interim distribution analysis; call with legal counsel to discuss ongoing matters including mortgage.	4.5



Staff	Date	Comments	Hrs.
		priority, draft interim distribution calculation; prepare and send comments to External Accountant on draft financial statements.	
Boettger, A	24-Jul-22	Respond to Owner inquiries; review and respond to Owner Follow-up requests marked for escalation to the Receiver; follow-up on status of list of corporate records from Wyndam; prepare interim distribution calculation and supporting documents.	6.5
Parisi, J	25-Jul-22	Review emails related to distribution agreement with Kroll; review correspondence re non-residency and withholdings.	1.1
Marchand, M	25-Jul-22	Email correspondence with J. Hue re website updates; review same; review email correspondence re owner follow ups; email correspondence with A. Boettger re distribution calculations; prepare for teleconference with D. Catuogno re mortgage issues; draft court report; email correspondence with B. Steele re distribution methods; email correspondence with counsel re same; review email and attachment from S. Babe re account agent agreement; draft email to G. Brunswick re same; teleconference with counsel and D. Catuogno re mortgage issues; email correspondence with A. Boettger re same; review email correspondence re owner inquiries and follow ups; review email and attachment from L. Williams re revised draft distribution order; draft email to L. Williams re same; prepare agenda for distribution logic call with A. Boettger.	7.1
Boettger, A	25-Jul-22	Respond to Owner inquiries; prepare list of Owners sending notice of changes to mailing address and investigate ability to accept requested change; review determinations on additional proof of claims and forward determinations to Prime Clerk; review determinations on Owner Proof of Claims and forward determinations to Prime Clerk; review amendment requests and make determinations on same; review of Owner Follow-up claims marked for escalation to Receiver by Prime Clerk and determine resolutions for all.	6.0
Parisi, J	26-Jul-22	Review correspondence from counsel regarding withholdings; review correspondence from Prime Clerk regarding monthly estimate.	0.8
Marchand, M	26-Jul-22	Email correspondence re meeting with Kroll banking partner; email correspondence with counsel re withholding tax issues; phone call with A. Boettger re distribution and reserve issues and calculations; phone call with S. Babe and G. Brunswick re account agent agreement; phone call with S. Babe re same; phone call with L. Williams re distribution methodology and related matters.	3.7
Boettger, A	26-Jul-22	Prepare comparison of country address and residency declaration for all claims in Ownership Claims Process; team discussion of court report, interim distribution calculation and other matters; prepare interim distribution analysis calculations including review for data consistency; prepare calculation to identify partially claimed intervals for which an outstanding mortgage applies correspondence with Prime Clerk to update data in Owner claims population; review updated draft financial statements prepared by external accountant; review accounts receivable listing for updates in 2022 activity; review Owner follow-up response listing and assign review of responses to claims review team.	6.5

Staff	Date	Comments	Hrs.
Parisi, J	27-Jul-22	Scan draft report outline for content; review draft interim distribution order.	0.9
Boettger, A	27-Jul-22	Respond to Owner inquiries; prepare interim distribution analysis calculations including review for data consistency; call with claims review team to discuss Owner Follow-up responses and review of claims.	6.0
Marchand, M	27-Jul-22	Draft court report; review email and attachment from L. Williams re revised distribution order; draft email to counsel re court report; review email from B. Steele re July fees; review email correspondence re requests for amendment issues; review email re withholding tax correspondence with CRA; email correspondence with J. Berman re owner outreach statistics; review email correspondence re ownership claims process statistics; review email correspondence re owner follow ups; email correspondence with A. Boettger re interval value; review email correspondence re claim submission tax residency issues; review email from S. Babe re agent account agreement.	3.8
Gordon, J	27-Jul-22	Reviewed ownership claim requests for amendment.	4.5
Jesuratnam, J	27-Jul-22	Reviewed ownership claim requests for amendment.	2.0
Vagadia, Y	27-Jul-22	Meeting with A. Boettger regarding claims amendment; reviewed ownership follow up claims request.	5.0
Boettger, A	28-Jul-22	Prepare interim distribution analysis calculations including review for data consistency; Respond to legal counsel on integration of distribution logic based on comments from Mortgageors legal counsel; Team discussion of factors affecting interim distribution including withholding taxes, mortgages and outstanding Owner balances; Provide instructions to Y. Vagadia concerning updating of AR Tracking sheet for collections and settlements; Call with Y. Vagadia to discuss Owner Follow-up claims review; Update decimal rounding analysis on interval calculation and impact on interim distribution calculation; Review and respond to inquiries from Prime Clerk on Owner POC claims to be uploaded to system; Review letter response to HST examination and draft changes and comments; Call with J. Jesuratnam to discuss Owner Follow-up claims review; Identify claims with mortgages for which mortgage package contained out-of-date information or was not issued; Call with Prime Clerk to discuss Owner POC claims to be uploaded to system.	8.5
Parisi, J	28-Jul-22	Review various correspondence re the calculation of denominator for distribution of interval proceeds; review report section related to distribution methodology.	1.4
Marchand, M	28-Jul-22	Phone call with A. Boettger re Owner Proof of Claims, distribution logic, mortgage issues and data sets from Kroll; review email and attachment from T. Montesano re CRA HST audit response; correspondence with T. Montesano re same; review email from L. Williams re mortgage claims; email correspondence with L. Williams and A. Boettger re intervals for distribution; review email and attachment from L. Williams re distribution methodology; correspondence with L. Williams re same.	2.9



Staff	Date	Comments	Hrs.
Gordon, J	28-Jul-22	Reviewed ownership claim requests for amendment.	5.5
Jesuratnam, J	28-Jul-22	Reviewed ownership claim requests for amendment.	1.3
Montesano, T	28-Jul-22	Finalize response to CRA re-examination of HST filing.	0.6
Vagadia, Y	28-Jul-22	Meeting with A. Boettger for Carriage resorts AR tracking and claims verification; correspondence with A. Boettger; reviewed ownership claim request for amendment.	6.2
Jesuratnam, J	29-Jul-22	. Reviewed ownership claim requests for amendment.	1.7
Marchand, M	29-Jul-22	Review emails and attachments from L. Williams re distribution methodology and order; revise same; draft emails to L. Williams re same; review email from B. Steele re distribution methods; prepare for call with Kroll re distribution methods; teleconference with Kroll and Western Alliance re distribution methods; review legal fee invoice.	2.8
Boettger, A	29-Jul-22	Prepare analysis of impact of withholding tax rate on interim distribution and inclusive collection/set-off of receivable balances; review Owner POC claim review data and combine with new version of tracking document; verify disputed account receivable balances included in interim distribution calculation; call with Prime Clerk banking partner to discuss practical steps of issuing distribution payments; prepare list of countries included in claimant addresses; review of Owner Follow-up claims marked for escalation to Receiver by Prime Clerk and determine resolutions for all; call with J. Jesuratnam to discuss to discuss Owner Follow-up claims review; calls with Y. Vagadia to discuss updates to AR Tracking schedule and tracing payments to settlement agreements; review summary statistics provided by Prime Clerk and compare to main dataset population; follow-up with Wyndham concerning available HST records of the Company; respond to Prime Clerk inquiries on splitting information from Owner POC in dataset.	6.9
Parisi, J	29-Jul-22	Review draft financial statements and provide comments; review changes to draft distribution order, review changes to draft distribution methodology; review and respond to various related emails.	1.9
Montesano, T	29-Jul-22	Upload documents to CRA; response to examination of Carriage Ridge HST filing.	0.2
Vagadia, Y	29-Jul-22	Correspondence with A. Boettger for accounts receivable tracking; meeting with A. Boettger re same.	7.0
Gordon, J	29-Jul-22	Reviewed ownership claim requests for amendment.	2.0
Parisi, J	30-Jul-22	Review and approve bank reconciliations.	0.2

APPENDIX Q

Court File No. CV-20-00640265-00CL
Court File No. CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial list

IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O 1990, C. C. 43, AS AMENDED

AND IN THE MATTERS OF THE ADMINISTRATION OF CARRIAGE HILLS VACATION OWNERS ASSOCIATION

AND IN THE MATTERS OF THE ADMINISTRATION OF CARRIAGE RIDGE OWNERS ASSOCIATION

Applicants

AFFIDAVIT OF SANJEEV MITRA

(sworn August 5, 2022)

I, Sanjeev Mitra, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am a lawyer at Aird & Berlis LLP and, as such, I have knowledge of the matters to which I hereinafter depose. Aird & Berlis LLP has acted as counsel for BDO Canada Limited (“**BDO**”), as administrator, without security, of the Applicants and all of the Applicants’ property, assets and undertakings, pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the “**CJA**”), and continues to do so.
2. Aird & Berlis LLP has prepared statements of account in connection with its fees and disbursements as follows:
 - (a) an account dated December 31, 2021, for the period from November 11, 2021 to November 30, 2021 for fees in the amount of \$42,832.50 and HST in the amount of \$5,568.23 for a total of \$48,400.73;

- (b) an account dated January 20, 2022, for the period from December 1, 2021 to December 30, 2021 for fees in the amount of \$37,242.50, disbursements in the amount of \$352.25 and HST in the amount of \$4,887.32 for a total of \$42,482.07;
- (c) an account dated February 25, 2022 for the period from January 4, 2022 to January 28, 2022 for the fees in the amount of \$6,510.00, disbursements in the amount of \$641.00 and HST in the amount of \$846.43 for a total of \$7,997.43;
- (d) an account dated March 16, 2022 for the period from February 1, 2022 to February 28, 2022 for the fees in the amount of \$5,665.00, disbursements in the amount of \$1.50 and HST in the amount of \$736.65 for a total of \$6,403.15;
- (e) an account dated April 30, 2022 for the period from March 1, 2022 to March 30, 2022 for fees in the amount of \$5,810.00, disbursements in the amount of \$0.50 and HST in the amount of \$755.37 for a total of \$6,565.87;
- (f) an account dated May 20, 2022 for the period from April 6, 2022 to April 22, 2022 for fees in the amount of \$3,637.50 and HST in the amount of \$472.88 for a total of \$4,110.38;
- (g) an account dated June 16, 2022 for the period from May 2, 2022 to May 31, 2022 for fees in the amount of \$10,392.50 and HST in the amount of \$1,351.03 for a total of \$11743.53;
- (h) an account dated July 21, 2022 for the period from June 1, 2022 to June 30, 2022 for fees in the amount of \$24,797.00 and HST in the amount of \$3,223.61 for a total of \$28,020.61; and
- (i) an account dated August 5, 2022 for the period from July 1, 2022 to July 29, 2022 for fees in the amount of \$22,800.00 and HST in the amount of \$2,964.00 for a total of \$25,764.00.

(the “**Statements of Account**”).

- 3. Attached hereto and marked as **Exhibit “A”** to this my affidavit copies of the Statements of Account, which total \$149,873.25, along with a breakdown of timekeepers which have worked on this file. The average hourly rate is \$607.27.

- 5. This Affidavit is made in support of a motion to, *inter alia*, approve the attached account of Aird & Berlis LLP and the fees and disbursements detailed therein, and for no improper purpose.

SWORN by videoconference by Sam Babe,)
at the City of Toronto, in the Province of)
Ontario, before me on August 5, 2022, in)
accordance with O. Reg 431/20,)
Administering Oath or Declaration)
Remotely,)
)
)
)
)
)
)
)
_____)
A commissioner, etc.)
SAM BABE


_____)
SANJEEV MITRA

Attached is Exhibit "A"

Referred to in the

AFFIDAVIT OF SANJEEV MITRA

Sworn before me

This 5th day of August, 2022



SAM BABE

Commissioner for taking Affidavits, etc.

Court File No. CV-20-00640266-00CL
 Court File No. CV-20-00640266-00CL

**ONTARIO
 SUPERIOR COURT OF JUSTICE
 COMMERCIAL LIST**

**IN THE MATTER OF SECTION 101 OF THE COURTS OF
 JUSTICE ACT, R.S.O. 1990, C. C. 43, AS AMENDED**

**AND IN THE MATTER OF THE ADMINISTRATION OF
 CARRIAGE RIDGE OWNERS ASSOCIATION**

**AND IN THE MATTERS OF THE ADMINISTRATION OF
 CARRIAGE RIDGE OWNERS ASSOCIATION**

Applicants

SUMMARY OF TIME INCURRED

<u>Name</u>	<u>Year of Call</u>	<u>Hours</u>	<u>Rate\$</u>	<u>Value\$</u>
B.J. Worndl	1985	4.10	1081.00	4,454.50
S. E. Babe	2004	136.00	667.52	89,932.50
S.P. Mitra	1996	44.90	713.26	31,778.50
C.J. Burns	1994	0.50	925.00	462.50
P. Backman	2000	2.40	658.33	1,575.00
J.D. Burke	2009	0.60	575.00	345.00
M.E. Spence	2011	0.20	550.00	110.00
S. Nainfard	2015	0.50	475.00	237.50
K.A. Lakhani	2019	1.30	375.00	487.50
CONSULTANT				
M.F. Chen		46.80	375.00	17550.00
LAW CLERKS				
P.L. Williams		1.80	225.00	405.00
J. Spina		7.70	200.00	1,540.00

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

BDO Canada Limited

File No.: 13137-157067

Client No.: 13137

Matter No.: 157067

Invoice No.: 733354

Date: December 31, 2021

REMITTANCE SLIP

Total Fees	\$42,832.50
Total HST	\$5,568.23
	<hr/>
AMOUNT TO BE PAID	<u><u>\$48,400.73</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.



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 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2

Attention: Ms. Josie Parisi

Invoice No.: 733354

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13137/157067
 Client No.: 13137
 Matter No.:157067

December 31, 2021

Re: Carriage Hills Resort

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended November 30, 2021

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	01/11/21	0.30	\$195.00	Email from B. Worndl; emails from S. Mitra
SPM	01/11/21	0.80	\$556.00	Speak to B. Worndl re strategy and report to client
BJW	01/11/21	0.60	\$615.00	Review letter; consider tax matters; emails; call with S. Mason
SEB	02/11/21	0.40	\$260.00	Email from M. Berinpalingam; emails from S. Mitra; emails from and to M. Marchand
SPM	02/11/21	0.30	\$208.50	Email exchange with W. Redekop; email exchange with client
SEB	03/11/21	0.30	\$195.00	Telephone call with Claims Officer; email from M. Berinpalingam
SPM	03/11/21	0.30	\$208.50	Telephone call B. Worndl re response from Department of Justice and Strategy - .3
SEB	04/11/21	0.20	\$130.00	Email from M. Marchand; emails from L. Williams
SEB	05/11/21	0.30	\$195.00	Emails from M. Marchand; email from L. Williams; email from S. Mitra
SPM	05/11/21	0.10	\$69.50	Email exchange with client

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	05/11/21	0.20	\$139.00	Email exchange with client re release of draft Order to Prime Clerk
SEB	07/11/21	0.10	\$65.00	Email from S. Mitra
SPM	07/11/21	1.00	\$695.00	Review and provide comments on draft Order
SEB	08/11/21	3.70	\$2,405.00	Telephone call with Prime Clerk; emails to and from M. Marchand; draft letter to Claims Officer; emails from S. Mitra; email from L. Williams
SPM	08/11/21	3.00	\$2,085.00	Review email from client re deed back transactions and email to counsel for CHRC; review email from client on hardship settlements and email to client with proposed strategy; prep and attend call with Prime Clerk
SEB	09/11/21	0.50	\$325.00	Email from M. Berinpalingam; emails to and from claims officer; emails to and from J. Burke re e-signatures law
JDB	09/11/21	0.50	\$287.50	Emails with S. Babe re electronic signatures in connection with claims process; Research re same;
JDB	09/11/21	0.20	\$115.00	Emails with S. Babe re e-signature consent and other terms conditions applicable to claim submissions;
SEB	10/11/21	2.10	\$1,365.00	Telephone call with BDO and Prime Clerk; emails from and to M. Berinpalingam; email from S. Mitra; emails from and to M. Marchand
SPM	10/11/21	1.00	\$695.00	Telephone call with Prime Clerk
SEB	11/11/21	2.80	\$1,820.00	Email from M. Berinpalingam; emails from Wyndham counsel; emails from S. Mitra; email from M. Marchand; email from Prime Clerk; phone call with BDO
SPM	11/11/21	1.60	\$1,112.00	Telephone call with client re claims process strategy and owner refunds; review email from D. Catuogno re deed back transactions and report to client
SEB	12/11/21	2.70	\$1,755.00	Emails to and from J. Burke; email to Prime Clerk; draft motion materials; emails from and to S. Mitra
SPM	12/11/21	0.10	\$69.50	Email exchange with S. Babe re privacy and disclosure issues

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	13/11/21	0.10	\$65.00	Email from Claims Officer
SEB	14/11/21	0.10	\$65.00	Emails to and from M. Marchand
SEB	15/11/21	1.90	\$1,235.00	Email from M. Berinpalingam; email from M. Marchand; phone call with Prime Clerk; email from J. Burke
JDB	15/11/21	0.30	\$172.50	Emails with Sam re Canadianization of Prime Clerk T&Cs and e-signature language; Email to P. Backman re same;
SPM	15/11/21	1.60	\$1,112.00	Telephone call with Prime Clerk
SEB	16/11/21	1.20	\$780.00	Emails from and to P. Backman; emails from and to J. Burke; email from M. Berinpalingam; email from Wyndham counsel; email from S. Mitra; emails from and to M. Marchand
PB	16/11/21	0.30	\$195.00	Revise electronic signature notice
JDB	16/11/21	0.20	\$115.00	Emails with P. Backman and S. Babe re amendment to esignature and privacy policy;
SPM	16/11/21	0.20	\$139.00	Email exchange with opposing counsel
SEB	17/11/21	1.60	\$1,040.00	Emails from P. Backman re privacy issues; emails from S. Mitra; emails from and to M. Marchand; email from Wyndham counsel; emails to and from Prime Clerk; email from L. Williams; review Prime Clerk documents
PB	17/11/21	1.50	\$975.00	Review and review Prime Clerk privacy policy
JDB	17/11/21	0.10	\$57.50	Emails re privacy policy and esignature language;
SPM	17/11/21	0.70	\$486.50	Review draft FAQ; email exchange with client; email exchange with client re payout of CHHI claim and reimbursement agreement strategy; email exchange with C. Diana re status
SPM	17/11/21	0.30	\$208.50	Email exchange with client re appeal period and reimbursement agreement; email exchange with C. Diana
SEB	18/11/21	3.10	\$2,015.00	Email to Wyndham counsel; phone call from S. Mitra; phone call with Prime Clerk; email to M. Marchand; phone calls with BDO
SPM	18/11/21	1.50	\$1,042.50	Attend call with Prime Clerk

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	19/11/21	0.20	\$130.00	Email from Wyndham counsel; email from Prime Clerk
SEB	20/11/21	0.30	\$195.00	Draft motion materials
SEB	21/11/21	2.40	\$1,560.00	Draft motion materials; email from L. Williams
SEB	22/11/21	0.10	\$65.00	Email from M. Marchand
SEB	23/11/21	2.10	\$1,365.00	Review and comment on Sixth Report; emails to and from M. Marchand; emails to and from L. Williams
SPM	23/11/21	0.50	\$347.50	Email exchange with client and L. Williams
SEB	24/11/21	4.20	\$2,730.00	Email from claims officer; emails from M. Marchand; review and comment on Owner Claims Process Order; review and comment on Claims Officer's Default Judgment Report; emails to and from L. Williams; emails from and to S. Mitra; phone call with and email from Prime Clerk; emails to and from B. Worndl; emails to and from M. Spence
SPM	24/11/21	0.30	\$208.50	Telephone call and exchange with client re strategy with CRA
SN	24/11/21	0.50	\$237.50	Call with B. Worndl regarding section 116 remittance issues
MES	24/11/21	0.20	\$110.00	Consult with S. Babe re omnibus default judgment motion
BJW	24/11/21	0.50	\$512.50	Emails; consider tax matters; call with S. Nainifard
SEB	25/11/21	1.40	\$910.00	Emails from and to M. Marchand; emails from and to L. Williams; phone calls from and to S. Mitra
SEB	26/11/21	0.40	\$260.00	Email from L. Williams; emails to and from M. Spence; emails from M. Marchand
SEB	28/11/21	0.10	\$65.00	Email from L. Williams
SEB	29/11/21	2.60	\$1,690.00	Telephone call with BDO; emails from Prime Clerk; emails from and to owner; emails from and to M. Berinpalingam; draft and revise orders; emails from M. Marchand; email from J. Parisi

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	29/11/21	1.50	\$1,042.50	Prep and attend call with client re report to court and disputed and undisputed claims
SEB	30/11/21	7.30	\$4,745.00	Draft motion materials; emails to BDO; emails from M. Berinpalingam; emails from and to M. Marchand; emails from and to S. Mitra; emails from Prime Clerk; phone call with BDO and Prime Clerk; email from L. Williams
SPM	30/11/21	2.00	\$1,390.00	Attend Meeting with Prime Clerk
TOTAL:		<u>64.40</u>	<u>\$42,832.50</u>	

OUR FEE \$42,832.50
HST at 13% \$5,568.23

AMOUNT NOW DUE \$48,400.73

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference. 46908976.1

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

BDO Canada Limited

File No.: 13137-157067

Client No.: 13137

Matter No.: 157067

Invoice No.: 736507

Date: January 20, 2022

REMITTANCE SLIP

Total Fees	\$37,242.50
Total Taxable Disbursements	\$352.25
Total HST	\$4,887.32
	<hr/>
AMOUNT TO BE PAID	<u><u>\$42,482.07</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

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 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2

Attention: Ms. Josie Parisi

Invoice No.: 736507

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13137/157067
 Client No.: 13137
 Matter No.: 157067

January 20, 2022

Re: Carriage Hills Resort

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended December 31, 2021.

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	01/12/21	3.30	\$2,145.00	Draft and revise motion materials; phone call and emails with Prime Clerk; emails from and to Claims Officer; emails from and to L. Williams; emails from and to M. Berinpalingam; emails to and from M. Marchand
SPM	01/12/21	0.20	\$139.00	Email exchange with client re call with Prime Clerk
SPM	01/12/21	0.20	\$139.00	Email to certain owners inquiring about Outreach program
SEB	02/12/21	6.40	\$4,160.00	Emails from and to M. Marchand; emails from and to S. Mitra; emails from L. Williams; draft motion materials; emails from claims officer; emails and phone call with Prime Clerk; email from owner; email from C. Diana
SPM	02/12/21	2.50	\$1,737.50	Review and provide comments on draft report to Court; email exchange with client regarding report of Claims Officer; final call with Prime Clerk; email to L. Brzyniski
SEB	03/12/21	7.40	\$4,810.00	Draft, prepare and attend to service of motion materials; emails from and to Claims Officer; email to BDO; emails and phone call from and to S. Mitra; emails from and to L. Williams;

LAWYER	DATE	TIME	VALUE	DESCRIPTION
				emails from Prime Clerk; letter from L. Brzezinski; emails from M. Berinpalingam; emails from Wyndham counsel
SPM	03/12/21	0.80	\$556.00	Review revised report and provide comments; email exchange with T. Duncan
SEB	06/12/21	0.40	\$260.00	Attend to service and scheduling of motion; email from owner; emails to and from M. Berinpalingam
SPM	06/12/21	0.50	\$347.50	Email exchange with L. Williams, email exchange with Sunita Vohra; email exchange with client
PLW	06/12/21	0.40	\$90.00	Submitted Motion Record for filing
PLW	06/12/21	0.40	\$90.00	Submitted Motion Record for filing
SEB	07/12/21	0.50	\$325.00	Telephone call from counsel to delinquent owner; email from S. Mitra; email from L. Williams
SPM	07/12/21	0.70	\$486.50	Telephone call with L. Williams re response to D. Catuogno and L. Brzynski
SPM	07/12/21	0.20	\$139.00	Review email from K. Moon and email exchange with client re HST questions
SEB	08/12/21	1.50	\$975.00	Telephone call with BDO; phone call from owner; email from M. Berinpalingam; email from M. Marchand; email from S. Mitra; email from purchaser
SPM	08/12/21	0.20	\$139.00	Email exchange with client and counsel for Sunray
SEB	09/12/21	0.10	\$65.00	Email from L. Williams
SEB	10/12/21	0.60	\$390.00	Emails from and to member; email to Wyndham counsel; email from S. Mitra; review file
SPM	10/12/21	0.30	\$208.50	Review email from D. Dudar and email to client regarding proposed response
SEB	12/12/21	0.50	\$325.00	Emails from and to L. Williams; review revised order; email to M. Marchand; comment on abandonment letters

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	13/12/21	2.20	\$1,430.00	Emails from and to Claims Officer; emails from and to marketing re YouTube livestream; email to Owner; emails from and to L. Williams; review revise order; emails from J. Parisi; email from S. Mitra; emails from M. Marchand
SPM	14/12/21	2.00	\$1,390.00	Telephone calls with client and L. Williams to prepare for motion of December 15
SEB	14/12/21	4.90	\$3,185.00	Telephone call with BDO and TGF; emails to and from M. Marchand; email to BDO; email to S. Mitra; prepare for motion; email from Claims Officer; email from Blaney McMurtry; review responding affidavit
SEB	15/12/21	3.80	\$2,470.00	Prepare for and attend motion; emails from and to M. Marchand; emails from J. Parisi; emails from L. Williams; email from Conway J.; email from S. Mitra; attend to scheduling; email from and to marketing re YouTube livestream
SPM	15/12/21	3.20	\$2,224.00	Prepare and attend hearing; telephone calls with client and L. Williams; email exchange with client and L. Williams; email exchange with J. Mclennan
SEB	16/12/21	3.40	\$2,210.00	Telephone call with L. Brzezinski and L. Williams; email from M. Berinpalingam; emails from S. Mitra; emails from Wyndham counsel; emails from J. Parisi; emails from L. Brzezinski; emails from and to L. Williams; emails from M. Marchand; prepare for return of motion
SPM	16/12/21	2.00	\$1,390.00	Review comments from L. Brzyniski on draft orders and email exchange with client; call with L. Williams and L. Brzyniski
SEB	17/12/21	3.00	\$1,950.00	Emails from and to L. Brzezinski; emails from and to L. Williams; emails to and from Conway J.; revise orders; prepare for and attend motion; emails from S. Mitra; emails from and to M. Marchand; emails from J. Parisi; attend to entry of orders
SPM	17/12/21	1.50	\$1,042.50	Prepare and attend hearing to approve claims process; email exchange with client
SEB	18/12/21	0.10	\$65.00	Email from S. Mitra

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	18/12/21	0.40	\$278.00	Email to J. MacLennan and arrange for account
SEB	20/12/21	0.80	\$520.00	Emails to and from M. Marchand; emails to and from clerk re entry of Orders
PLW	20/12/21	0.40	\$90.00	Submitted 2 Ancillary Orders for entry
PLW	20/12/21	0.40	\$90.00	Submitted 2 Claims Process Orders for entry
PLW	20/12/21	0.20	\$45.00	Submitted 2 Omnibus Orders for entry
SEB	21/12/21	0.20	\$130.00	Email to M. Marchand; email from clerk re entered Orders
SEB	22/12/21	0.10	\$65.00	Email from S. Mitra
SPM	22/12/21	0.60	\$417.00	Review email from Subject Member and report to client on bankruptcy; telephone call owner re status of receivership
SEB	26/12/21	0.10	\$65.00	Email from owner
SEB	28/12/21	0.30	\$195.00	Telephone call and email from delinquent owner re payment
SEB	29/12/21	0.20	\$130.00	Email to BDO; email from S. Mitra
SPM	29/12/21	0.20	\$139.00	Email exchange with Goldman Owners
SEB	30/12/21	0.30	\$195.00	Emails to and from owner
TOTAL:		<u>57.40</u>	<u>\$37,242.50</u>	

OUR FEE \$37,242.50
 HST at 13% \$4,841.53

DISBURSEMENTS

Subject to HST

Photocopies \$314.00
 Binding and Tabs \$38.25

Total Disbursements \$352.25
 HST at 13% \$45.79

AMOUNT NOW DUE \$42,482.07

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

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BDO Canada Limited

File No.: 13137-157067

Client No.: 13137

Matter No.: 157067

Invoice No.: 739996

Date: February 18, 2022

REMITTANCE SLIP

Total Fees	\$6,510.00
Total Non-Taxable Disbursements	\$640.00
Total Taxable Disbursements	\$1.00
Total HST	\$846.43
	<hr/>
AMOUNT TO BE PAID	<u><u>\$7,997.43</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.



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BDO Canada Limited
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 M5E 1C2

Attention: Ms. Josie Parisi

Invoice No.: 739996

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 ON THE BACK OF ALL CHEQUES
 File No.: 13137/157067
 Client No.: 13137
 Matter No.:157067

February 18, 2022

Re: Carriage Hills Resort

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended February 10, 2022

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	04/01/22	0.50	\$337.50	Email from M. Berinpalingam; email from M. Marchand; emails from and to Wyndham counsel
SEB	05/01/22	0.40	\$270.00	Email from M. Marchand; email from S. Mitra; email from M. Berinpalingam; email from Wyndham counsel
SPM	05/01/22	0.20	\$145.00	Email exchange with client re strategy on bankrupt delinquent
SEB	07/01/22	0.20	\$135.00	Telephone call from owner
SEB	10/01/22	0.30	\$202.50	Email from L. Williams; emails from Wyndham counsel
SEB	11/01/22	0.20	\$135.00	Emails from M. Marchand
SEB	12/01/22	0.30	\$202.50	Emails from M. Marchand; email from Wyndham counsel
SEB	14/01/22	0.30	\$202.50	Email from M. Marchand; emails from Wyndham counsel
SEB	18/01/22	0.30	\$202.50	Emails to and from M. Marchand; email to P. Backman

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	18/01/22	0.20	\$145.00	Email exchange with client and schedule call
SEB	19/01/22	0.20	\$135.00	Emails from and to P. Backman re privacy notice
PB	19/01/22	0.60	\$405.00	Begin to review privacy notice/statement; Correspond with S. Mitra and S. Babe regarding same
SPM	19/01/22	0.20	\$145.00	Email exchange with cleint re Prime Clerk privacy notice
SPM	19/01/22	0.20	\$145.00	Email exchange with cleint
SEB	20/01/22	0.20	\$135.00	Emails from and to M. Marchand
SPM	20/01/22	0.20	\$145.00	Review email from opposing counsel
SEB	26/01/22	1.10	\$742.50	Telephone call with BDO; email from P. Backman
SPM	26/01/22	1.00	\$725.00	Telephone call with client to discuss strategy on collections issues
SEB	27/01/22	1.30	\$877.50	Telephone call with BDO; email from M. Marchand; email from M. Berinpalingam; email from S. Mitra
SPM	27/01/22	1.30	\$942.50	Telephone call with client to address various operational issues; email exchange with D. Bebee
SEB	28/01/22	0.20	\$135.00	Email from Wyndham counsel; email from M. Marchand
TOTAL:		<u>9.40</u>	<u>\$6,510.00</u>	

OUR FEE \$6,510.00
 HST at 13% \$846.30

DISBURSEMENTS

COST INCURRED ON YOUR BEHALF AS AN AGENT

Court Fees \$640.00

Subject to HST

Photocopies	\$1.00
HST at 13%	\$0.13

AMOUNT NOW DUE

\$7,997.43

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

BDO Canada Limited

File No.: 13137-157067

Client No.: 13137

Matter No.: 157067

Invoice No.: 743419

Date: March 16, 2022

REMITTANCE SLIP

Total Fees	\$5,665.00
Total Taxable Disbursements	\$1.50
Total HST	\$736.65
	<hr/>
AMOUNT TO BE PAID	<u><u>\$6,403.15</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.



Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdbertlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2

Attention: Ms. Josie Parisi

Invoice No.: 743419

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13137/157067
 Client No.: 13137
 Matter No.: 157067

March 16, 2022

Re: Carriage Hills Resort

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended February 28, 2022.

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	01/02/22	0.70	\$472.50	Emails from M. Marchand; email from S. Mitra; emails from L. Williams; emails from and to M. Berinpalingam; review and comment on letter to members
SPM	01/02/22	0.20	\$145.00	Email exchange with client
SEB	04/02/22	0.20	\$135.00	Emails from and to L. Williams
SEB	06/02/22	0.10	\$67.50	Email from owner
SEB	07/02/22	1.60	\$1,080.00	Telephone call with BDO and TGF; email from M. Marchand
SPM	07/02/22	1.50	\$1,087.50	Telephone call with client re distribution issues
SEB	08/02/22	0.50	\$337.50	Emails and phone call from and to owners
SEB	09/02/22	0.30	\$202.50	Emails to and from owner; email from S. Mitra
SEB	14/02/22	0.10	\$67.50	Telephone call from M. Berinpalingam
SEB	17/02/22	0.40	\$270.00	Emails from S. Mitra; email to owner; email from M. Marchand
SPM	17/02/22	0.20	\$145.00	Review and respond to email from A. Iro re claims package and email to Receiver

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	18/02/22	0.50	\$337.50	Emails to and from owner; emails to and from M. Marchand; email from S. Mitra
SEB	23/02/22	0.30	\$202.50	Email from M. Marchand; email from L. Williams; email from M. Berinpalingam
SPM	23/02/22	0.20	\$145.00	Email exchange regarding Wyndham mortgage disputes
SEB	24/02/22	0.20	\$135.00	Emails from M. Marchand
SPM	24/02/22	0.30	\$217.50	Review email regarding angry owners
SEB	25/02/22	0.30	\$202.50	Email from S. Mitra; emails from purchaser
SPM	25/02/22	0.20	\$145.00	Email to K. Moon re breakdown
SEB	27/02/22	0.20	\$135.00	Email from L. Williams; email from M. Marchand
SEB	28/02/22	0.20	\$135.00	Email from L. Williams; email from M. Marchand
TOTAL:		<hr/> 8.20	<hr/> \$5,665.00	

OUR FEE \$5,665.00
HST at 13% \$736.45

DISBURSEMENTS

Subject to HST

Photocopies \$1.50
HST at 13% \$0.20

AMOUNT NOW DUE

\$6,403.15

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.
47913165.1

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

BDO Canada Limited

File No.: 13137-157067

Client No.: 13137

Matter No.: 157067

Invoice No.: 748036

Date: April 30, 2022

REMITTANCE SLIP

Total Fees	\$5,810.00
Total Taxable Disbursements	\$0.50
Total HST	\$755.37
	<hr/>
AMOUNT TO BE PAID	<u><u>\$6,565.87</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2

Attention: Ms. Josie Parisi

Invoice No.: 748036

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13137/157067
 Client No.: 13137
 Matter No.:157067

April 30, 2022

Re: Carriage Hills Resort

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended March 31, 2022

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	01/03/22	0.40	\$270.00	Emails from Wyndham counsel; emails from L. Williams
SEB	02/03/22	0.10	\$67.50	Email from Wyndham counsel
SEB	03/03/22	0.30	\$202.50	Emails from M. Marchand; email from L. Williams
SPM	03/03/22	0.20	\$145.00	Review emails from client and L. Williams re owners issues with process
SEB	08/03/22	0.10	\$67.50	Email from Wyndham counsel
SEB	09/03/22	0.10	\$67.50	Email from L. Williams
SEB	10/03/22	0.10	\$67.50	Email from L. Williams
SPM	10/03/22	0.20	\$145.00	Review email from K. moon re P. Boudreau and email to client
SPM	11/03/22	0.50	\$362.50	Email exchange with client
SEB	15/03/22	0.10	\$67.50	Emails from S. Mitra
SPM	15/03/22	0.20	\$145.00	Review email from owner re death of husband and claim requirement and respond to same

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	17/03/22	0.50	\$337.50	Emails from and to L. Williams; email from S. Mitra; emails from service list
SPM	17/03/22	0.30	\$217.50	Telephone call L. Williams about arranging date for hearing and email exchange with L. Williams regarding scheduling
SEB	18/03/22	0.20	\$135.00	Emails from and to L. Williams
SEB	21/03/22	0.10	\$67.50	Emails from S. Mitra
SPM	21/03/22	0.30	\$217.50	Email exchange with client and member (KT) re filing of claim
SEB	23/03/22	0.70	\$472.50	Emails from L. Williams; emails from Commercial List office
SEB	24/03/22	0.10	\$67.50	Email from Commercial List office
SEB	25/03/22	0.50	\$337.50	Attend scheduling hearing; email from Commercial List office; email from TGF
SPM	25/03/22	0.50	\$362.50	Telephone call L. Williams and attend scheduling hearing
SEB	27/03/22	0.40	\$270.00	Telephone call and email from owner; emails to and from M. Marchand
SEB	28/03/22	0.50	\$337.50	Emails from and to Prime Clerk; emails from M. Marchand; phone call from owner
SEB	29/03/22	0.20	\$135.00	Emails from owner
SEB	30/03/22	1.20	\$810.00	Emails from S. Mitra; emails from M. Marchand; emails from L. Williams; emails from Prime Clerk
SPM	30/03/22	0.60	\$435.00	Email exchange with owners and client re claims packages; review emails from Prime Clerk

TOTAL: 8.40 \$5,810.00

OUR FEE \$5,810.00
 HST at 13% \$755.30

DISBURSEMENTS

Subject to HST

Photocopies/Scanning	\$0.50
HST at 13%	\$0.07

AMOUNT NOW DUE

\$6,565.87

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

BDO Canada Limited

File No.: 13137-157067

Client No.: 13137

Matter No.: 157067

Invoice No.: 750887

Date: May 20, 2022

REMITTANCE SLIP

Total Fees	\$3,637.50
Total HST	\$472.88
	<hr/>
AMOUNT TO BE PAID	<u><u>\$4,110.38</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.



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 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2

Attention: Ms. Josie Parisi

Invoice No.: 750887

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13137/157067
 Client No.: 13137
 Matter No.: 157067

May 20, 2022

Re: Carriage Hills Resort

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended April 30, 2022.

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	06/04/22	1.10	\$742.50	Email from delinquent owner counsel; emails from and to S. Mitra; review file; email from Wyndham counsel; emails from M. Marchand; emails from Prime Clerk
SPM	06/04/22	0.20	\$145.00	Review email from A. Schorr and email to client
SEB	08/04/22	0.20	\$135.00	Email from Prime Clerk; email from J. Parisi
SEB	09/04/22	0.20	\$135.00	Email to J. Parisi; email from M. Marchand
SEB	11/04/22	0.80	\$540.00	Emails to and from S. Mitra; email to delinquent member's counsel; emails and phone call to and from owner; emails to and from M. Marchand; email from Prime Clerk
SPM	11/04/22	0.20	\$145.00	Review and comment on emails from S. Babe to owner re sale of interval
SEB	13/04/22	0.50	\$337.50	Telephone call from S. Mitra; emails from and to L. Williams; review and comment on opt-out form; email from M. Marchand
SEB	14/04/22	0.20	\$135.00	Emails from Wyndham counsel; emails from L. Williams
SEB	20/04/22	0.30	\$202.50	Emails from and to owner; email from S. Mitra

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	20/04/22	0.30	\$217.50	Telephone call member and email exchange with member and client re late submission
SEB	21/04/22	0.50	\$337.50	Emails from M. Marchand; emails from S. Mitra; email from L. Williams
SPM	21/04/22	0.50	\$362.50	Email exchange with client re response to owner on late claim submission and finalize response to owner
SEB	22/04/22	0.30	\$202.50	Email from M. Marchand; emails from and to owner
TOTAL:		<u>5.30</u>	<u>\$3,637.50</u>	

OUR FEE \$3,637.50
HST at 13% \$472.88

AMOUNT NOW DUE \$4,110.38

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference. 48717331.1

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdbberlis.com

BDO Canada Limited

File No.: 13137-157067

Client No.: 13137

Matter No.: 157067

Invoice No.: 755033

Date: June 16, 2022

REMITTANCE SLIP

Total Fees	\$10,392.50
Total HST	\$1,351.03
	<hr/>
AMOUNT TO BE PAID	<u><u>\$11,743.53</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.



Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2

Attention: Ms. Josie Parisi

Invoice No.: 755033

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13137/157067
 Client No.: 13137
 Matter No.: 157067

June 16, 2022

Re: Carriage Hills Resort

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended May 31, 2022

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	02/05/22	0.10	\$67.50	Email from M. Marchand
SEB	09/05/22	0.10	\$67.50	Emails from and to M. Marchand
SPM	09/05/22	0.30	\$217.50	Email exchange with client to schedule call; telephone call E. Choi re filing of claim
SEB	11/05/22	0.30	\$202.50	Emails from Wyndham counsel; emails from L. Williams
SEB	13/05/22	0.20	\$135.00	Emails from M. Marchand; email from J. Parisi; emails from L. Williams
SPM	13/05/22	0.40	\$290.00	Email exchange with client
SEB	16/05/22	1.70	\$1,147.50	Telephone call with BDO and TGF; phone call from S. Mitra
KAL	16/05/22	0.50	\$187.50	Conference call - Teleconference with S Mitra re instructions for claims process review
SPM	16/05/22	1.80	\$1,305.00	Telephone call with client re status and steps; meet with S. Babe re strategy on review of requests for revision
SEB	18/05/22	0.20	\$135.00	Email from A. Boettger; email from S. Mitra
SPM	18/05/22	0.20	\$145.00	Email exchange with client

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SEB	19/05/22	0.20	\$135.00	Email from L. Williams; email to AB team
SEB	23/05/22	0.10	\$67.50	Email from M. Marchans
SEB	24/05/22	0.90	\$607.50	Telephone call with AB claims review team; emails to and from A. Boettger; email from S. Mitra; email from Wyndham counsel; email from L. Williams
SPM	24/05/22	0.70	\$507.50	Telephone call with claims review team at Aird; review email from D. Catuogno and report to client re documents from law suit
JS	24/05/22	0.30	\$60.00	Telephone call with S. Babe, S. Mitra, K. Lakhani and M. Chen regarding file and claims process
SEB	26/05/22	1.10	\$742.50	Email from A. Boettger; phone call with BDO re claims review
MFC	26/05/22	1.00	\$375.00	Attend BDO training for Claims
MFC	26/05/22	0.10	\$37.50	Review claims
JS	26/05/22	1.00	\$200.00	Attend conference call with BDO to discuss the claims process and how to manage the claims using BDO Portal and Prime Clerk Portal
SEB	27/05/22	1.00	\$675.00	Email from M. Marchand; emails from A. Boettger; email from L. Williams; emails from and to S. Mitra; emails to and from AB claims review team
KAL	27/05/22	0.80	\$300.00	Discussion with - Correspond with S Babe and J Spina re claims process seminar
SPM	27/05/22	0.30	\$217.50	Email exchange re claims review process
JS	30/05/22	1.00	\$200.00	Begin review of claims assigned to me
MFC	31/05/22	6.10	\$2,287.50	Communicate with Adam concerning reviews; review claims
JS	31/05/22	0.40	\$80.00	Continue reviewing claims assigned to me
TOTAL:		20.80	\$10,392.50	

OUR FEE	\$10,392.50
HST at 13%	\$1,351.03
AMOUNT NOW DUE	\$11,743.53

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference. 49029753.1



Aird & Berlis LLP
 Brookfield Place, Suite 1800
 181 Bay Street
 Toronto, Ontario M5J 2T9 Canada

T 416 863 1500
 F 416 863 1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2 Canada

July 21, 2022

Attention: Ms. Josie Parisi

Invoice No: 1300903

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending June 30, 2022

Total Fees	\$24,797.00
Total Taxes	3,223.61
Amount Due	\$28,020.61 CAD

Payment Information

Payment by Wire Transfer:		Payment by Cheque:	Payment by Visa or MasterCard:
Beneficiary Bank:	Beneficiary:	Payable To:	(Limited to \$10,000 and under)
TD Canada Trust	Aird & Berlis LLP	Aird & Berlis LLP	Contact: Accounts Receivable
TD Centre	Transit No.: 10202	Brookfield Place, Suite 1800	Tel No: 416.865.4716
55 King Street West	Account: 5221521	181 Bay Street	E-mail: payments@airdberlis.com
Toronto, ON M5K 1A2	Swift Code: TDOMCATTOR	Toronto, ON M5J 2T9	

Email notification for electronic payments: accounting@airdberlis.com

Payment is due on receipt.

Please quote our Matter No. and the invoice number(s) to ensure correct allocation of payment.

IN ACCORDANCE WITH THE SOLICITOR ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 10.00% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS INVOICE IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001



Aird & Berlis LLP
 Brookfield Place, Suite 1800
 181 Bay Street
 Toronto, Ontario M5J 2T9 Canada

T 416 863 1500
 F 416 863 1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2 Canada

July 21, 2022

Attention: Ms. Josie Parisi

Invoice No: 1300903

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending June 30, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	01/06/22	0.30	202.50	Emails from and to L. Williams; emails from and to S. Mitra
BJW	02/06/22	0.40	438.00	Review materials; emails; consider tax matters
JS	02/06/22	1.00	200.00	Continue reviewing claim amendments assigned to me
MFC	02/06/22	3.60	1,350.00	Review claims
SEB	02/06/22	0.80	540.00	Email to L. Williams; emails to and from B. Worndl; email to AB claims review team; email from S. Mitra
BJW	03/06/22	0.30	328.50	Telephone call with S. Bollefer
SEB	03/06/22	2.00	1,350.00	Email and phone call to B. Worndl; research application of Income Tax Act S. 159 to receiver; email to L. Williams; emails from and to S. Mitra
SPM	03/06/22	0.50	362.50	Email exchange with S. Babe and telephone call S. Babe re CRA language in draft order
MFC	07/06/22	4.00	1,500.00	Worked on claims; Requested owners for further documentation
MFC	08/06/22	2.30	862.50	Worked on Claims; Requested further documents from owners
SEB	08/06/22	0.90	607.50	Emails from and to owner; emails to and from L. Williams; emails from and to M. Marchand; email from Wyndham counsel
SEB	10/06/22	0.50	337.50	Emails and phone call from and to M. Marchand
MFC	13/06/22	3.10	1,162.50	Working on claims
SEB	13/06/22	0.30	202.50	Emails from and to AB claims review team

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
MFC	14/06/22	1.70	637.50	Working on claims
SEB	14/06/22	0.10	67.50	Emails from and to A. Boettger
MFC	17/06/22	2.30	862.50	Working on claims
SEB	20/06/22	0.90	607.50	Draft letter to Department of Justice; email to S. Mitra
BJW	21/06/22	1.90	2,080.50	Review email; review letter to Department of Justice Canada and order; consider tax matters; call with S. Babe; consider tax matters; email to S. Babe
CJB	21/06/22	0.40	370.00	Discussion with B. Worndl; consider tax issues; review email from B. Worndl
SEB	21/06/22	1.10	742.50	Email from S. Mitra; emails and phone calls to and from B. Worndl; email from Wyndham counsel
SPM	21/06/22	0.60	435.00	Review and provide comments on draft letter to Department of Justice; email exchange re letter to Department of Justice
BJW	22/06/22	1.00	1,095.00	Consider tax matters; emails; call with C. Burns; note to S. Babe
CJB	22/06/22	0.10	92.50	Discussion with B. Worndl
SEB	22/06/22	1.30	877.50	Emails to and from B. Worndl; emails from and to M. Marchand; emails to and from Wyndham counsel
SEB	23/06/22	1.40	945.00	Email from L. Williams; emails from and to M. Marchand; emails from J. Parisi; emails to and from Wyndham counsel; revise letter to Department of Justice
SPM	23/06/22	0.30	217.50	Email exchange with client
MFC	24/06/22	2.30	862.50	Work on claims
MFC	24/06/22	3.10	1,162.50	Work on claims
JS	27/06/22	0.30	60.00	Continue reviewing amendment claims
SEB	27/06/22	0.80	540.00	Emails to and from S. Mitra; revise letter to Department of Justice; email to Department of Justice; emails from and to J. Spina re claims review progress
SPM	27/06/22	0.20	145.00	Email - email exchange with S. Babe re letter to DOJ
MFC	28/06/22	2.30	862.50	Work on claims
SEB	28/06/22	1.20	810.00	Email from J. Spina; emails from and to M. Marchand; email from J. Parisi; emails from Kroll; emails from L. Williams; email from A. Boettger
SPM	28/06/22	0.30	217.50	Review emails from client and L. Williams

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
JS	29/06/22	0.10	20.00	Email from and to A. Boettger regarding recent assignment of claims
SEB	29/06/22	0.90	607.50	Email from Kroll; phone call from F. D'Alessandro at Department of Justice; email to S. Mitra; email from L. Williams
SPM	29/06/22	0.30	217.50	Review emails from client and L. Williams
MFC	30/06/22	2.00	750.00	Work on claims
SEB	30/06/22	0.10	67.50	Email from M. Marchand
TOTAL:		47.00	\$24,797.00	

OUR FEE \$24,797.00
 HST @ 13% 3,223.61

AMOUNT DUE \$28,020.61 CAD

THIS IS OUR INVOICE HEREIN
 Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

Payment Information

Payment by Wire Transfer:		Payment by Cheque:	Payment by Visa or MasterCard:
Beneficiary Bank:	Beneficiary:	Payable To:	(Limited to \$10,000 and under)
TD Canada Trust	Aird & Berlis LLP	Aird & Berlis LLP	Contact: Accounts Receivable
TD Centre	Transit No.: 10202	Brookfield Place, Suite 1800	Tel No: 416.865.4716
55 King Street West	Account: 5221521	181 Bay Street	E-mail: payments@airdberlis.com
Toronto, ON M5K 1A2	Swift Code: TDOMCATTOR	Toronto, ON M5J 2T9	

Email notification for electronic payments: accounting@airdberlis.com

Payment is due on receipt.

Please quote our Matter No. and the invoice number(s) to ensure correct allocation of payment.

IN ACCORDANCE WITH THE SOLICITOR ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 10.00% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS INVOICE IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001



Aird & Berlis LLP
 Brookfield Place, Suite 1800
 181 Bay Street
 Toronto, Ontario M5J 2T9 Canada

T 416 863 1500
 F 416 863 1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2 Canada

August 4, 2022

Attention: Ms. Josie Parisi

Invoice No: 0

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending August 4, 2022

Total Fees	\$22,800.00
Total Taxes	2,964.00
Amount Due	\$25,764.00 CAD

Payment Information

Payment by Wire Transfer:

Beneficiary Bank:	Beneficiary:	Aird & Berlis LLP
TD Canada Trust	Transit No.:	10202
TD Centre	Account:	5221521
55 King Street West	Swift Code:	TDOMCATTOR
Toronto, ON M5K 1A2		

Payment by Cheque:

Payable To:
Aird & Berlis LLP
Brookfield Place, Suite 1800
181 Bay Street
Toronto, ON M5J 2T9

Email notification for electronic payments: accounting@airdberlis.com

Payment is due on receipt.

Please quote our Matter No. and the invoice number(s) to ensure correct allocation of payment.

IN ACCORDANCE WITH THE SOLICITOR ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 10.00% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS INVOICE IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001



Aird & Berlis LLP
 Brookfield Place, Suite 1800
 181 Bay Street
 Toronto, Ontario M5J 2T9 Canada

T 416 863 1500
 F 416 863 1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2 Canada

August 4, 2022

Attention: Ms. Josie Parisi

Invoice No: 0

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending August 4, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	01/07/22	0.10	67.50	Emails from and to A. Boettger
MFC	04/07/22	1.40	525.00	Work on Claims
JS	05/07/22	0.30	60.00	Continue reviewing amendment claims assigned to me and Sam
MFC	05/07/22	2.10	787.50	Work on claims
JS	06/07/22	0.30	60.00	Continue reviewing amendment claims assigned to me
MFC	06/07/22	1.50	562.50	Work on claims
SEB	06/07/22	0.50	337.50	Emails from and to M. Marchand; email from L. Williams; email from A. Boettger
SPM	06/07/22	0.50	362.50	Review emails regarding motion
JS	07/07/22	2.90	580.00	Complete amendment claims assigned to me in File #2; Continue working on amendment claims in File #1
MFC	07/07/22	2.30	862.50	work on claims
SEB	07/07/22	0.50	337.50	Emails to and from AB claims team; emails from M. Marchand; email from S. Mitra
SPM	07/07/22	0.40	290.00	Email exchange with client re proposal letters from CRA and strategy
MFC	08/07/22	3.10	1,162.50	work on claims
SEB	10/07/22	0.10	67.50	Email from M. Chen re claims review
MFC	11/07/22	1.80	675.00	input comments for Excel sheet
JS	13/07/22	0.10	20.00	Email from and to A. Bottger regarding amendment claims

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	13/07/22	1.80	1,215.00	Phone call with BDO and TGF; emails to and from M. Marchand; email to F. D'Alessandro; email from BDO
SPM	13/07/22	1.50	1,087.50	Attend planning meeting with client re distribution motion and status
SEB	14/07/22	0.40	270.00	Emails from J. Parisi; review and comment on Kroll account agent agreement; email from BDO
SEB	15/07/22	0.30	202.50	Review and comment on Kroll distribution agent letter
MFC	18/07/22	0.70	262.50	Amend Claims
SEB	18/07/22	1.90	1,282.50	Email from M. Marchand; emails from and to F. D'Alessandro; review and comment on Kroll agreement; email to BDO; email from S. Mitra
SPM	18/07/22	0.50	362.50	telephone call F. Allesandro and email exchange with F. Allesandro and client
SEB	19/07/22	1.30	877.50	Review and comment on Kroll agreement; emails from and to A> Boettger; email from L. Williams; emails from and to J. Parisi
SEB	20/07/22	0.30	202.50	Emails from and to M. Marchand; email from L. Williams
SEB	21/07/22	3.80	2,565.00	Phone call with M. Marchand and L. Williams; emails from and to L. Williams; emails to and from BDO and TGF; email from M. Marchand; email from Wyndham counsel; email to Service List
SEB	22/07/22	3.80	2,565.00	Phone call with BDO and TGF; emails to and from Wyndham counsel; emails from and to L. Williams; revise Kroll agreement; email from F. D'Alessandro
SPM	22/07/22	0.40	290.00	review email from counsel at DOJ and email exchange S. Babe
SEB	25/07/22	1.00	675.00	Emails from L. Williams; emails from and to M. Marchand; phone call with Wyndham counsel
SEB	26/07/22	2.20	1,485.00	Email from Wyndham counsel; email from A. Boettger;; emails from and to L. Williams; phone call and email from M. Marchand; emails to and phone call with Kroll;
SEB	27/07/22	0.40	270.00	Email from L. Williams; email from M. Marchand; phone call and emails from CRA counsel
SEB	28/07/22	1.50	1,012.50	Email from Kroll counsel; emails from A. Boettger; emails from and to L. Williams; emails from M. Marchand; email to CRA counsel

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	29/07/22	2.10	1,417.50	Emails from M. Marchand; emails from and to L. Williams; review and comment on motion materials; emails to and from CRA counsel; email from A. Boettger; email and phone call from Kroll
TOTAL:		41.80	\$22,800.00	

OUR FEE	\$22,800.00
HST @ 13%	2,964.00

AMOUNT DUE	\$25,764.00 CAD
-------------------	------------------------

THIS IS OUR INVOICE HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

Payment Information

Payment by Wire Transfer:

Beneficiary Bank:	Beneficiary:	Aird & Berlis LLP
TD Canada Trust	Transit No.:	10202
TD Centre	Account:	5221521
55 King Street West	Swift Code:	TDOMCATTOR
Toronto, ON M5K 1A2		

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Payment is due on receipt.

Please quote our Matter No. and the invoice number(s) to ensure correct allocation of payment.

IN ACCORDANCE WITH THE SOLICITOR ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 10.00% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS INVOICE IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

**IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O 1990, C. C. 43, AS AMENDED
AND IN THE MATTER OF THE ADMINISTRATION OF CARRIAGE HILLS VACATION OWNERS ASSOCIATION
AND IN THE MATTER OF THE ADMINISTRATION OF CARRIAGE RIDGE OWNERS ASSOCIATION
Applicants**

413

Court File No. CV-20-00640265-00CL

Court File No. CV-20-00640266-00CL

***ONTARIO*
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

AFFIDAVIT OF SAM BABE

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Box 754
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSUC # 37934U)

Tel: (416) 865-3085

Fax: (416) 863-1515

E-mail: smitra@airdberlis.com

*Lawyers for BDO Canada Limited in its capacity as the court-
appointed Receiver of Carriage Hills Vacation Owners
Association and Carriage Ridge Owners Association*

APPENDIX R

Court File No. CV-20-00640265-00CL
Court File No. CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O 1990, C. C. 43, AS AMENDED

AND IN THE MATTERS OF THE ADMINISTRATION OF CARRIAGE HILLS VACATION OWNERS ASSOCIATION

AND IN THE MATTERS OF THE ADMINISTRATION OF CARRIAGE RIDGE OWNERS ASSOCIATION

Applicants

AFFIDAVIT OF LEANNE M. WILLIAMS
(Sworn August 5, 2022)

I, **LEANNE M. WILLIAMS**, of the City of Toronto, in the Province of Ontario,
MAKE OATH AND SAY AS FOLLOWS:

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and I am a partner at Thornton Grout Finnigan LLP (“**TGF**”), special counsel to BDO Canada Limited, the Court-appointed Receiver (the “**Receiver**”) of the Applicants and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. Attached hereto as **Exhibit “A”** are copies of the invoices issued by TGF to the Receiver for fees and disbursements incurred by TGF through the course of these proceedings for the period from December 1, 2021 through to July 31, 2021.

3. Attached hereto as **Exhibit “B”** is a schedule summarizing each invoice in **Exhibit “A”**, the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice.

4. Attached hereto as **Exhibit “C”** is a schedule summarizing the respective years of call, where applicable, and billing rates of each of the TGF professionals who acted for the Receiver.

5. To the best of my knowledge, the rates charged by TGF throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services. I believe the total hours, fees, and disbursements incurred by TGF in this matter are reasonable and appropriate in the circumstances.

6. I make this affidavit in support of a motion by the Receiver for, *inter alia*, approval of the fees and disbursements of the Receiver’s counsel.

SWORN remotely via video conference by
LEANNE M. WILLIAMS from the City of
Toronto, in the Province of Ontario, before
me at the City of Pickering, in the Province
of Ontario, on this 5th day of August, 2022,
in accordance with *O. Reg. 431/20,*
Administering Oath or Declaration
Remotely.



Commissioner for Taking Affidavits



LEANNE M. WILLIAMS

Roxana Gabriela Manea, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.



THIS IS EXHIBIT "A" REFERRED TO IN
THE AFFIDAVIT OF LEANNE M. WILLIAMS
SWORN BEFORE ME
VIA VIDEOCONFERENCE
THIS 5TH DAY OF AUGUST, 2022.



BDO Canada LLP
20 Wellington Street East
Suite 500
Toronto, ON M5E 1C5

Roxana Gabriela Manea, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.

February 15, 2022

Attention: Matthew Marchand

Invoice No. 37870
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: January 31, 2022

FEES

- Dec-01-21 Attend conference call in respect of claims process order; review and revise same;
- Dec-02-21 Review and revise draft Report; emails in respect of timing of potential transfers; attend conference call to finalize order; letter and emails from L. Brzezinski; emails with C. Diana; emails to finalize order; continue to revise same;
- Dec-03-21 Emails in respect of Court materials; letter from L. Brzezinski; emails with C. Diana and D. Catuogno; telephone call with the Receiver in respect of Court materials; further revise and finalize claims process order; review and revise draft Report;
- Dec-06-21 Emails with S. Mitra regarding comments received from claimants; emails with D. Catuogno regarding same; emails in respect of claims portal;
- Dec-07-21 Telephone call with S. Mitra in respect of response to claimants; emails in respect of Prime Clerk call; telephone call with D. Catuogno in respect of mortgage issues; emails in respect of draft order;
- Dec-08-21 Emails in respect of questions from purchaser;
- Dec-09-21 Email to L. Brzezinski in respect of issues with claims process; emails with C. Diana;
- Dec-10-21 Attend conference call with Prime Clerk in respect of claims portal; emails with owner in respect of claims process;
- Dec-12-21 Emails with C. Diana in respect of draft order; revise Hills draft order to incorporate comments received;

- Dec-13-21 Emails in respect of draft order; emails in respect of response to owner; emails regarding Ridge order;
- Dec-14-21 Conference call with Prime Clerk regarding claims portal construction; discuss upcoming hearing with S. Mitra; review Deegan affidavit; emails and conference call to discuss same and submissions; emails in respect of draft orders; finalize same; emails in respect of Owner Outreach;
- Instructions from L. Williams and revise Ridge Claims Order; provide clean and blackline to L. Williams;
- Dec-15-21 Prepare for and attend claims motion hearing; telephone calls with S. Mitra regarding same; review comments from live stream and discuss same with L. Brzezinski; emails regarding same; review endorsement of Conway J.
- Dec-16-21 Review proposed changes to order; emails regarding same; revise proposed changes; conference call with L. Brzezinski regarding same; prepare draft endorsement; emails regarding same; emails in respect of Prime Clerk changes;
- Dec-17-21 Emails in respect of revised orders; prepare Hills order; finalize orders; emails regarding same; attend hearing in respect of claims process; emails regarding same; review endorsement;
- Dec-21-21 Emails in respect of Owner Outreach;
- Jan-04-22 Emails in respect of draft ancillary order;
- Jan-05-22 Emails in respect of posting on social media sites; emails in respect of claims process;
- Jan-06-22 Emails in respect of claims portal;
- Jan-07-22 Emails in respect of claims portal;
- Jan-10-22 Conference call with the Receiver and Prime Clerk in respect of claims portal and owner outreach; emails in respect of mortgage information;
- Jan-11-22 Emails in respect of claims portal; emails in respect of mortgage information;
- Jan-12-22 Emails in respect of reconciliation of mortgage information; conference call with Prime Clerk in respect of claims portal;
- Jan-13-22 Emails in respect of claims portal; emails in respect of mortgage information;
- Jan-14-22 Emails regarding mortgage issues; emails regarding claims portal;
- Jan-17-22 Emails in respect of claims portal; review and revise FAQ; emails regarding same;
- Jan-18-22 Emails in respect of privacy concerns; emails regarding FAQs; emails in respect of claims portal;
- Jan-19-22 Emails in respect of claims portal in effort to finalize same; review revisions to same;

Jan-20-22 Emails in respect of claims portal; review revision to instruction letter; conference call regarding same; emails in respect of outstanding mortgages;

Jan-21-22 Telephone call with Prime Clerk regarding Claims Portal;

Jan-25-22 Emails in respect of undelivered emails;

Jan-26-22 Emails in respect of results of owner outreach; emails in respect of undeliverable emails; attend conference call with Prime Clerk in respect of initiation of claims process; emails with owner in respect of blockage of email;

Jan-27-22 Emails in respect of claims process and questions raised by owners;

Jan-28-22 Emails in respect of mortgages; emails in respect of resend of undelivered emails;

Jan-30-22 Emails in respect of ownership percentages;

Jan-31-22 Emails in respect of undelivered claims packages;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

Lawyer

Leanne M. Williams
Roxana Manea (Law Clerk)

Hours

45.20
0.60

Total Fees \$37,777.50
HST (@ 13%) on Fees \$4,911.08

Total Fees and HST \$42,688.58

TOTAL DUE & OWING \$42,688.58

Amount Owed by Carriage Hills Vacation Owners Association (69%) \$29,455.12
\$3,388.65 HST included

Amount Owed by Carriage Ridge Owners Association (31%) \$13,233.46
\$1,522.43 HST included

Thornton Grout Finnigan LLP

Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

Payment can be made to us by:

1. Cheque Payable to Thornton Grout Finnigan LLP or

2. EFT or Wire Transfer to:

Account No. 027779-001

Transit No. 10532

Institution No. 016 (HSBC Bank Canada)

Account Name - Thornton Grout Finnigan LLP

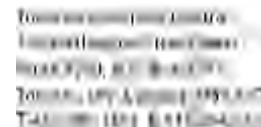
Address of Bank - 111 Yonge Street, Toronto, Ontario M5C 1W4

Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca



BDO Canada LLP
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

March 17, 2022

Attention: Matthew Marchand

Invoice No. 38009
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: February 28, 2022

FEES

- Feb-01-22 Emails in respect of re-mail of undelivered packages; emails in respect of issues raised by M. Ginsberman;
- Feb-02-22 Emails in respect of claims process mailings; emails in respect of owner enquiries;
- Feb-04-22 Emails in respect of owner inquiries; emails in respect of mortgage claims;
- Feb-07-22 Emails in respect of claims portal issues; attend conference call in respect of distribution and claims resolution issues; emails in respect of claims received;
- Feb-08-22 Emails with M. Marchand regarding claims process;
- Feb-09-22 Email regarding price allocation;
- Feb-10-22 Telephone call with M. Marchand in respect of claims process and distribution issues;
- Feb-11-22 Review and consider email from Prime Clerk regarding potential FAQs based on owner inquiries;
- Feb-14-22 Emails in respect of FAQ and cost of reminder emails to owners;
- Feb-15-22 Review and revise FAQ; emails regarding same;
- Feb-16-22 Emails regarding FAQ;
- Feb-17-22 Emails in respect of claims received and reconciliation of same; emails in respect of claims process;

Feb-21-22 Emails in respect of email blast;

Feb-23-22 Emails in respect of opt-out; emails regarding Wyndham intervals; emails regarding portal submissions received;

Feb-24-22 Emails in respect of claims process and delivery of returned claims packages; emails in respect of privacy concerns raised by owner;

Feb-25-22 Email from G. Faust in respect of privacy concerns; emails regarding re-email of undelivered claims packages;

Feb-27-22 Prepare acknowledgment form for Wyndham intervals; email regarding same;

Feb-28-22 Emails in respect of claims process;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>
Leanne M. Williams	8.70
Total Fees	\$7,395.00
HST (@ 13%) on Fees	<u>\$961.35</u>
Total Fees and HST	<u>\$8,356.35</u>
TOTAL DUE & OWING	<u>\$8,356.35</u>
Amount Owed by Carriage Hills Vacation Owners Association (69%)	<u>\$5,765.88</u>
\$663.33 HST included	
Amount Owed by Carriage Ridge Owners Association (31%)	<u>\$2,590.47</u>
\$298.02 HST included	

Thornton Grout Finnigan LLP



Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

Payment can be made to us by:

1. Cheque Payable to Thornton Grout Finnigan LLP or

2. EFT or Wire Transfer to:

Account No. 027779-001

Transit No. 10532

Institution No. 016 (HSBC Bank Canada)

Account Name - Thornton Grout Finnigan LLP

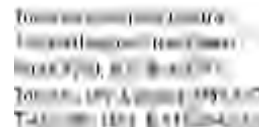
Address of Bank - 111 Yonge Street, Toronto, Ontario M5C 1W4

Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca



BDO Canada LLP
20 Wellington Street East
Suite 500
Toronto, ON M5E 1C5

April 18, 2022

Attention: Matthew Marchand

Invoice No. 38099
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: March 31, 2022

FEES

- Mar-01-22 Emails in respect of email success rate; review suggested revisions to FAQ; emails with D. Catuogno in respect of Wyndham claims; emails and telephone call with M. Marchand in respect of claims process and distribution issues;
- Mar-02-22 Emails in respect of claims process; conference call with the Receiver and Prime Clerk in respect of reconciliation of claims;
- Mar-03-22 Emails in respect of owner issues;
- Mar-04-22 Emails in respect of owner complaints;
- Mar-07-22 Emails with Prime Clerk in respect of owner complaint;
- Mar-08-22 Emails regarding Wyndham acknowledgment;
- Mar-09-22 Emails with D. Catuogno;
- Mar-10-22 Revise ownership acknowledgment in respect of Wyndham Intervals; prepare Wyndham mortgage acknowledgment;
- Mar-11-22 Emails in respect of owner issues; emails regarding portal submissions;
- Mar-14-22 Emails in respect of owner inquiries; emails with D. Catuogno in respect of Wyndham claims;
- Mar-15-22 Emails with M. Marchand in respect of claims process and reminder emails; emails regarding issues raised by owners; emails to L. Brzezinski and C. Diana regarding

same; emails regarding owner inquiries;

- Mar-16-22 Emails in respect of last stages of claims process; emails in respect of Court availability for distribution motion; emails in respect of potential resolution process; emails in respect of opt-out request;
- Mar-17-22 Emails in respect of timing of distribution motion; discuss same with S. Mitra; emails in respect of issues with claims process; emails in respect of benefits of re-emailing; emails in respect of FAQ;
- Emails with L. Williams regarding scheduling of distribution motion; emails with Commercial List scheduling clerk regarding same and available dates; further emails with L. Williams regarding scheduling appearance; prepare court request form and provide to Commercial List scheduling clerk for March 25;
- Mar-18-22 Emails with L. Brzezinski in respect of owner issues; emails with M. Marchand regarding same; emails in respect of scheduling motion;
- Mar-21-22 Emails regarding claims process;
- Mar-22-22 Emails in respect of Wyndham acknowledgement agreements;
- Emails with K. Seabrook in respect of proposed changes to settlement agreement;
- Mar-23-22 Emails in respect of scheduling motion;
- Emails with Commercial List scheduling clerk regarding delayed start for court appearance on March 25 before Justice Conway; emails with L. Williams regarding same;
- Mar-24-22 Emails in respect of potential FAQ; emails with the Court office in respect of scheduling motion; email with R. Manea regarding same; emails in respect of Wyndham claim;
- Emails with L. Williams regarding request from Assistant Trial Coordinator with respect to materials to be uploaded into CaseLines prior to scheduling motion; prepare participant information sheets (x2) for Carriage Ridge and Carriage Hills; review December endorsement of Justice Conway regarding scheduling of distribution motion and emails with L. Williams regarding uploading same into CaseLines in lieu of Aide Memoire requested by Commercial List trial coordinator; upload documents into CaseLines for March 25 appearance;
- Mar-25-22 Emails in respect of claims process; telephone call with S. Mitra regarding scheduling motion; attend same; review endorsement; emails regarding same; emails with C. Diana;
- Mar-29-22 Revise Wyndham acknowledgments; emails regarding same; draft opt-out form; emails with M. Marchand; email from owner regarding claims process;
- Mar-30-22 Emails in respect of Wyndham acknowledgments; revisions to same; emails in respect

of owner inquires and claims process;

Mar-31-22 Email to D. Catuogno regarding Acknowledgment;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>
Leanne M. Williams	15.20
Roxana Manea (Law Clerk)	4.30
Total Fees	\$14,317.50
HST (@ 13%) on Fees	<u>\$1,861.28</u>
Total Fees and HST	<u>\$16,178.78</u>
TOTAL DUE & OWING	<u>\$16,178.78</u>
Amount Owed by Carriage Hills Vacation Owners Association (69%)	<u>\$11,163.36</u>
\$1,284.28 HST included	
Amount Owed by Carriage Ridge Owners Association (31%)	<u>\$5,015.42</u>
\$577.00 HST included	

Thornton Grout Finnigan LLP



Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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Transit No. 10532

Institution No. 016 (HSBC Bank Canada)

Account Name - Thornton Grout Finnigan LLP

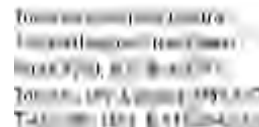
Address of Bank - 111 Yonge Street, Toronto, Ontario M5C 1W4

Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca



BDO Canada LLP
20 Wellington Street East
Suite 500
Toronto, ON M5E 1C5

June 1, 2022

Attention: Matthew Marchand

Invoice No. 38280
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: April 30, 2022

FEES

- Apr-04-22 Email in respect of mortgage information;
- Apr-05-22 Emails in respect of claims portal; emails in respect of Wyndham claims;
- Apr-06-22 Emails in respect of owner claims; emails in respect of upcoming claims deadline; conference call regarding same; email enclosing Wyndham claim; emails regarding same;
- Apr-07-22 Emails in respect of Wyndham claims; emails in respect of claims bar deadline and portal; emails regarding portal submissions;
- Apr-08-22 Emails in respect of claims process;
- Apr-11-22 Emails in respect of claims portal and bar date; email in respect of reconciliation of Wyndham claims;
- Apr-12-22 Conference call in respect of claims deadline and next steps;
- Apr-13-22 Emails in respect of opt-out agreement; emails in respect of reconciliation of claims;
Emails from M. Marchand regarding claims review meeting and file provided by PrimeClerk;
- Apr-14-22 Emails with D. Catuogno in respect of claims process;
- Apr-18-22 Emails in respect of claim reconciliation;
Emails with L. Williams;
- Apr-19-22 Attend conference call with BDO in respect of claims process reconciliation; emails

regarding same;

Review of emails from BDO; attend on call with Carriage Hill team;

Attend call with BDO team regarding review of claims; post-call emails with L. Williams and B.J. Brinkman;

- Apr-20-22 Emails in respect of claim reconciliation;
- Review of BDO portal functions; emails with A. Boettger (BDO) regarding Kroll access to Carriage Hills/Ridge files;
- Apr-21-22 Emails in respect of continued call center volume; discussion with clerks in respect of claims review;
- Call with L. Williams and R. Manea regarding portal, and tasks ahead; emails with BDO; meeting with R. Manea to discuss portal;
- Apr-22-22 Emails in respect of claims process; emails in respect of reconciliation of claims and review of requests for amendment;
- Call with BDO x2 regarding ongoing issues logging in; setting up accounts; reviewing claims; communications with R. Manea; communications with L. Williams and R. Manea;
- Emails and call with A. Boettger regarding claims review and Kroll portal questions; begin working on claims review; communications with B.J. Brinkman regarding same;
- Apr-25-22 Emails in respect of filed claims; emails in respect of amendment requests; emails in respect of the continued collection of mortgage amounts;
- Continue familiarizing with database and portal; continue working on review; emails with L. Williams; communications with R. Manea;
- Work on claims reconciliations; communications with B.J. Brinkman regarding certain aspects of claims review;
- Apr-26-22 Attend conference call in respect of claims reconciliation; emails in respect of reconciliation issues;
- Working in database; attend on call with BDO and TGF team; review of emails regarding co-ownership;
- Attend meeting with TGF and BDO regarding claims reconciliation process; work on assigned claims; emails with L. Williams and B.J. Brinkman regarding certain claims; email to L. Williams regarding issues with claims of [REDACTED]
- Apr-27-22 Several emails in respect of reconciliation of amendments; consider issues regarding same; emails in respect of late claims;
- Review of email from L. Williams;
- Work on claims review; emails with A. Boettger regarding various aspects of claims

review; emails with L. Williams regarding █████ claim;

Apr-28-22 Prepare chart of reconciliation issues and solutions; emails regarding same; emails with the Receiver;

Review of emails from L. Williams and R. Manea and consider same; emails with BDO;

Further emails with L. Williams regarding █████ claim; email from L. Williams and review draft guidelines with respect to amendments requested in connection with co-owners; consider various situations and emails with L. Williams regarding deceased co-owners (joint tenants), right of survivorship under joint tenancies, and documentation for property acquired pre-marriage;

Apr-29-22 Emails in respect of late claims; attend conference call in respect of potential distribution options; emails regarding amendment review;

Email from A. Boettger regarding allocation of claims for review;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>
Leanne M. Williams	15.00
Bobbie-Jo Brinkman (Law Clerk)	8.70
Roxana Manea (Law Clerk)	19.80
Total Fees	\$22,012.50
HST (@ 13%) on Fees	<u>\$2,861.63</u>
Total Fees and HST	\$24,874.13

DISBURSEMENTS

OnLand Report	<u>\$6.00</u>
Total Taxable Disbursements	\$6.00
HST (@ 13%) on Taxable Disbursements	\$0.78
Total *Non-Taxable Disbursements	<u>\$0.00</u>
Total Disbursements and HST	<u>\$6.78</u>
TOTAL DUE & OWING	<u>\$24,880.91</u>

**Amount Owed by Carriage Hills Vacation
Owners Association (69%)
\$1,975.06 HST included**

\$17,167.83

**Amount Owed by Carriage Ridge Owners
Association (31%)
\$887.35 HST included**

\$7,713.08

Thornton Grout Finnigan LLP



Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

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Institution No. 016 (HSBC Bank Canada)

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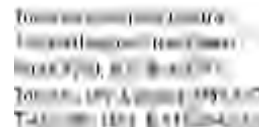
Address of Bank - 111 Yonge Street, Toronto, Ontario M5C 1W4

Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca



BDO Canada LLP
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

June 28, 2022

Attention: Matthew Marchand

Invoice No. 38376
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: May 31, 2022

FEES

- May-02-22 Emails in respect of reconciliation of amendments; emails in respect of timing of late submission review
- Review of emails from BDO and consider same; communications with R. Manea; review of voicemail message from R. Manea;
- Review claims, referring to land registry Excels and retrieving deeds as needed; emails regarding same with A. Bottger and L. Williams;
- May-03-22 Emails in respect of reconciliation of accounts; emails in respect of distribution issues;
- Review claims, referring to land registry review and retrieving deeds as needed; emails regarding same with A. Bottger and L. Williams;
- May-04-22 Emails in respect of change reconciliations; conference call with the Receiver regarding same and distribution issues; discuss issues with owner changes;
- Review of emails from BDO; review of email from R. Manea;
- Emails from and to A. Bottger regarding claims and Kroll portal options; review claims, referring to land registry review and retrieving deeds as needed; call with L. Williams regarding name changes and deceased owners; continue to work on claims;
- May-05-22 Emails in respect of reconciliation issues;
- Review claims (change of name amendments), referring to land registry Excels and retrieving deeds as needed;
- May-09-22 Conference call in respect of reconciliation of claims; emails in respect of distribution call;
- Discussion with R. Manea regarding rights of survivorship and estates law issues;

Attend on weekly call with team;

Prepare for and attend BDO & TGF call regarding claims review and issues; continue to review claims referring to registry summaries and retrieving/reviewing deeds as needed;

- May-10-22 Continue drafting chart of amendments and responses; email regarding same;
- May-11-22 Emails with D. Catuogno in respect of status of reconciliation and Wyndham claims;
Continue to review claims referring to registry summaries and retrieving deeds as needed;
- May-12-22 Continue to review claims;
- May-13-22 Emails in respect of claims portal; emails in respect of volume of owner communications with Prime Clerk;
Work on claims review;
- May-16-22 Emails in respect of claims portal; conference call regarding distribution motion;
Review email from A. Boettger; continue to review claims, referring to registry summary and retrieving deeds as needed; correspondence with A. Boettger regarding deceased owners and certain claims for [REDACTED] (deceased owner) and deeds/intervals registered in the names of these owners vs. contract nos. assigned to one of [REDACTED] claims;
- May-17-22 Emails in respect of chart of amendment issues;
- May-19-22 Review taxing statutes in respect of withholdings; review previous correspondence regarding same; draft distribution provisions in respect of withholding amounts to be remitted to CRA;
Continue to work on claims review;
- May-20-22 Emails in respect of claims amendments;
Continue to work on claims review; emails with L. Williams regarding deceased owner for whom a Will and Certificate of Appointment of Trustee were uploaded, although no indicating JT co-owner is deceased or unable to receive a distribution;
- May-23-22 Emails in respect of claims process and distribution;
- May-24-22 Emails in respect of claims review; emails in respect of litigation against Associations; email regarding FCC;
Review email from A. Boettger regarding association of contract number with deed; continue to review claims and retrieve deeds as needed;
- May-25-22 Emails in respect of claims review;
Review of email from BDO regarding issues with database; working in database;
Continue to work on claims review and retrieve/review deeds as needed;
- May-26-22 Emails in respect of claims adjudication issues;

Reviewing database;

Continue to review claims and retrieve deeds as needed; email to L. Williams regarding deceased owner and claims pre-set at Ridge (but possibly intended for Hills) and whether it makes a difference to the estates for the distribution; continue to review claims;

May-27-22 Emails in respect of claims process review; emails in respect of withholding taxes;

Review of email from BDO;

Review email from A. Boettger and guidelines for name change determinations; continue to review claims and retrieve deeds as needed; email to A. Boettger regarding claim for deceased owner [REDACTED] inadvertently pre-set for Ridge resort that surviving joint tenant/spouse did not revise and correcting same if claim is not opened for revision;

May-31-22 Working in database;

Emails with A. Boettger regarding deceased owner's claims incorrectly pre-set for Ridge (as opposed to Hills) and related strategy aspects to discuss;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>
Leanne M. Williams	11.20
Alexander Soutter	0.40
Bobbie-Jo Brinkman (Law Clerk)	2.80
Roxana Manea (Law Clerk)	47.10

Total Fees	\$25,967.50	
HST (@ 13%) on Fees	<u>\$3,375.78</u>	
Total Fees and HST		<u>\$29,343.28</u>

TOTAL DUE & OWING **\$29,343.28**

Amount Owed by Carriage Hills Vacation Owners Association (69%) **\$20,246.86**
\$2,329.29 HST included

Amount Owed by Carriage Ridge Owners Association (31%) **\$9,096.42**
\$1,046.49 HST included

Thornton Grout Finnigan LLP

Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

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Transit No. 10532

Institution No. 016 (HSBC Bank Canada)

Account Name - Thornton Grout Finnigan LLP

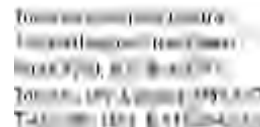
Address of Bank - 111 Yonge Street, Toronto, Ontario M5C 1W4

Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca



BDO Canada LLP
20 Wellington Street East
Suite 500
Toronto, ON M5E 1C5

July 27, 2022

Attention: Matthew Marchand

Invoice No. 38524
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: June 30, 2022

FEES

- Jun-01-22 Emails in respect of claims process review; emails in respect of terms of distribution order;

Review and consider email from A. Boettger regarding deceased owners (joint tenants) and claim name change to name of executor of estates; emails with L. Williams regarding same and cheques payable to estate or claimant as executor of the estate of the last to pass tenant;
- Jun-02-22 Emails in respect of tax issues;
- Jun-03-22 Emails in respect of claims review; email from tax counsel regarding proposed language;

Call with BDO; continue working on claims;
- Jun-06-22 Review email from A. Boettger regarding new batch of claims assigned for review (name changes and ownership percentage change); work on claims review (name and percentage ownership changes); retrieve and review deeds as needed;
- Jun-08-22 Emails in respect of status of claims process; emails in respect of discussions with CRA;

Emails in respect of mortgage disputes;
- Jun-10-22 Emails in respect of communication with CRA;

Continue to work on claims review (name and percentage ownership changes); retrieve and review deeds as needed;
- Jun-11-22 Emails with R. Manea in respect of potential issues with additional registrations;
- Jun-12-22 Emails in respect of title documents;

- Retrieve, review and consider deeds registered by LRO after March 13, 2022 (post-certification) [REDACTED]; emails to L. Williams regarding same;
- Jun-13-22 Emails in respect of registry documents;
- Continue to work on claims review (name and percentage ownership changes); retrieve and review deeds as needed; email to L. Williams regarding deed silent as to title, presumed tenancy in common and interest of deceased co-owner in this case;
- Jun-14-22 Emails in respect of registry pages; emails in respect of Prime Clerk enquires; attend conference call regarding status of outstanding issues;
- Detailed email to D. Bosie (LRO Simcoe) regarding books opened for registration after March 13, 2020 for Hills/Ridge and provide details of deeds registered on October 30, 2020, not in the registry copies available for review in 2020 and 2021; emails with L. Williams regarding same; receive and review additional registry pages opened after March 13, 2020 and consider crossed out deeds and registered Vesting Order; emails with L. Williams regarding same and affected prior deeds; emails to LRO Simcoe to confirm crossed out deeds were vested out as a result of June 2021 Vesting Order, not prior deleting instruments; emails with L. Williams regarding deceased owners and issues with supporting documents (i.e., Death Certificates issued in Ontario);
- Jun-15-22 Conference call to discuss distribution issues and next steps; telephone call with S. Mitra regarding same; emails in respect of registry review;
- Review Carriage claim amendments via Prime Clerk portal;
- Jun-16-22 Continue to review claims (name and percentage ownership changes); retrieve deeds and needed; notes on certain claims incorrectly set up;
- Review Carriage claim amendments via Prime Clerk portal;
- Jun-20-22 Review Carriage claim amendments on the Prime Clerk portal;
- Jun-22-22 Emails in respect of mortgage information requested by Wyndham; emails in respect of process to dispute mortgages;
- Working on claims;
- Jun-23-22 Emails in respect of dispute mechanisms; review letter to CRA;
- Jun-27-22 Continue to work on claims review;
- Jun-28-22 Emails in respect of FAQ; briefly review same; emails regarding amendment review;
- Jun-29-22 Review and revise FAQ; emails regarding same; emails in respect of further changes to FAQ;
- Review of email from BDO regarding next round of claims;
- Continue to Review claims; email to A. Boettger seeking instructions regarding replacement or disallowance of claim at Hills [REDACTED];
- Jun-30-22 Emails in respect of FAQs;
- Continue to work on claims review;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>
Leanne M. Williams	8.00
Alexandra Robbins (Student)	5.40
Bobbie-Jo Brinkman (law clerk)	1.30
Roxana Manea (law clerk)	18.00
Total Fees	\$15,097.50
HST (@ 13%) on Fees	<u>\$1,962.68</u>
Total Fees and HST	\$17,060.18
 <u>DISBURSEMENTS</u>	
Fee for searches/registrations	\$18.15
Disbursements for searches/registrations*	\$8.00
OnLand Reports	\$78.00
Onland Reports	<u>\$93.00</u>
Total Taxable Disbursements	\$189.15
HST (@ 13%) on Taxable Disbursements	\$24.59
Total *Non-Taxable Disbursements	<u>\$8.00</u>
Total Disbursements and HST	<u>\$221.74</u>
TOTAL DUE & OWING	<u>\$17,281.92</u>
Amount Owed by Carriage Hills Vacation Owners Association (69%) \$1,371.22 HST included	<u>\$11,924.52</u>
Amount Owed by Carriage Ridge Owners Association (31%) \$616.05 HST included	<u>\$5,357.40</u>

Thornton Grout Finnigan LLP

Per: Leanne M. Williams

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Account No. 027779-001

Transit No. 10532

Institution No. 016 (HSBC Bank Canada)

Account Name - Thornton Grout Finnigan LLP

Address of Bank - 111 Yonge Street, Toronto, Ontario M5C 1W4

Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

BDO Canada LLP
20 Wellington Street East, Suite 500
Toronto, ON M5E 1C5

August 5, 2022

Invoice No.38546
File No.2068-001

Attention: Matthew Marchand

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: July 31, 2022

FEES

- Jul-01-22 Emails in respect of amendments based on estate issues;
- Emails with A. Boettger regarding [REDACTED] claim at Hills; email from A. Boettger regarding deceased owner [REDACTED] and request for information from executor's corporate agent; consider documents provided by Scotia Wealth Management, retrieve [REDACTED] deed at Carriage Hills and respond to A. Boettger's email;
- Jul-02-22 Continue to work on claims review;
- Jul-03-22 Communications with R. Manea regarding database and various claims; review of email from R. Manea to L. Williams;
- Email to L. Williams regarding claims with Equiant/week/year/unit changes and claims with added intervals;
- Jul-04-22 Emails in respect of claims review; email in respect of owner outreach regarding claim amendments;
- Review of email from L. Williams; working on claims; review of emails from R. Manea;
- Continue to work on claims review; detailed email to L. Williams and A. Boettger regarding claim [REDACTED] with respect to deceased owner [REDACTED];
- Jul-05-22 Emails with owner regarding status of proceedings; emails in respect of owner outreach; emails in respect of court report;

Second pass through certain claims and resolve same based on deeds made available by LRO Simcoe, not previously available in OnLand;

- Jul-06-22 Emails in respect of owner amendments; emails regarding estate issues; emails regarding owner outreach; emails regarding mortgage amendments;
- Continue review of claims; review of email from BDO; emails with BDO;
- Review email from A. Boettger regarding claims [REDACTED]; emails with A. Boettger and L. Williams regarding claim of [REDACTED] deceased co-owner and obituary provided as proof of claim; consider treatment of tenants under silent deed and coordinated claims filed by [REDACTED] owners; emails with L. Williams regarding claims with Equiant/unit/interval changes;
- Jul-07-22 Emails in respect of CRA letters and next steps;
- Call with BDO reviewing certain claims; continue working on claims;
- Review claim amendment requests;
- Jul-08-22 Emails in respect of claims review process; consider and outline distribution order; emails in respect of owner outreach;
- Continue claim review;
- Detailed email to A. Boettger regarding [REDACTED] owners' claims and coordinating changes to ownership percentages [REDACTED]; request copies of all claims filed by these owners; review Excel data provided by A. Boettger with respect to same and complete claims review for [REDACTED] owner; online research and review information on Service Ontario's website with respect to death search and obtaining certified copies of death certificates; email to group regarding same;
- Review claim amendment requests;
- Jul-11-22 Continue working on claims; emails with BDO;
- Jul-12-22 Emails with R. Manea in respect of claims review;
- Emails with A. Boettger regarding claims with Equiant no./unit/interval changes and how these should be addressed; review new registry pages and prepare Excel of modified and new interests, retrieve and review deeds related to same as needed, retrieve corporate profile report for corporate owner voluntarily dissolved; email to L. Williams regarding interests/claims affected by the additional registry pages and provide additional Excel; further emails regarding points to discuss with BDO in regards to the additional registry pages reviewed and how to address new owners and dissolved corporation;
- Jul-13-22 Conference call to discuss Canada Revenue Agency issues and distribution mechanics; emails in respect of claims review;

Preview claims assigned in File 2;

- Jul-14-22 Emails in respect of claims review; consider scenarios and emails regarding same;
Email from A. Boettger and consider scenarios provided in preparation for call regarding resolution of complex claims tomorrow;
- Jul-15-22 Emails in respect of complicated claims review; conference call regarding same; emails in respect of resolution of claims;
Review and consider various scenarios and sample claims provided by A. Boettger in preparation for call; emails with L. Williams regarding sample claim by ex-spouse and terms of separation agreement; attend call with L. Williams and A. Boettger with respect to resolution of complex claims; retrieve and review deeds [REDACTED] to confirm date of birth on deeds are consistent with ID provided by this owner; follow-up email to A. Boettger regarding scenarios #6 and #8, provide relevant registry pages for sample claims considered in these scenarios, and deeds in the name of [REDACTED];
- Jul-18-22 Emails in respect of Canada Revenue Agency discussions;
- Jul-19-22 Emails in respect of claims submission issues; emails in respect of distribution issues;
Email from A. Boettger regarding deceased intestate owner and consider same; emails with L. Williams regarding same;
- Jul-20-22 Draft distribution order; emails in respect of distribution issues;
- Jul-21-22 Emails and conference call in respect of distribution issues; further revise draft order; review proposed revisions to same; emails in respect of virtual hearing; email from Wyndham's counsel;
- Jul-22-22 Emails in respect of posting of notice on website; review emails in respect of Wyndham mortgages; review response from Canada Revenue Agency; attend conference call to discuss distribution mechanics; emails regarding same;
- Jul-24-22 Revise draft distribution order;
- Jul-25-22 Continue to revise draft order; attend conference call with counsel to Wyndham; emails regarding same; emails in respect of distribution mechanics;
- Jul-26-22 Emails in respect of withholding tax issues.; emails in respect of distribution issues; telephone call with S. Mitra in respect of timing of delivery of draft materials;
- Jul-27-22 Further revise and circulate draft order;
Review claims;

Jul-28-22 Emails in respect of distribution issues; discuss same with S. Mitra; revise draft order; emails regarding same; revise distribution methodology; emails regarding same; emails in respect of mortgagee issues;

Emails with L. Williams regarding Carriage Hills mortgagee and confirm jurisdiction of incorporation;

Jul-29-22 Emails in respect of draft order and distribution methodology; review proposed changes to same; finalize same for circulation; email to owners' counsel enclosing draft order and methodology; attend conference call in respect of distribution mechanics;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>
Leanne M. Williams	24.30
Bobbie-Jo Brinkman (law clerk)	5.90
Roxana Manea (law clerk)	28.70
Alexandra Robbins (student)	4.10

Total Fees	\$33,437.50	
HST (@ 13%) on Fees	<u>\$4,346.88</u>	
Total Fees and HST		\$37,784.38

DISBURSEMENTS

Total Taxable Disbursements	\$0.00	
HST (@ 13%) on Taxable Disbursements	\$0.00	
Total *Non-Taxable Disbursements	<u>\$0.00</u>	
Total Disbursements and HST		<u>\$0.00</u>

TOTAL DUE & OWING **\$37,784.38**

**Amount Owed by Carriage Hills Vacation
Owners Association (69%)
\$2,999.34 HST included** **\$26,071.22**

**Amount Owed by Carriage Ridge Owners
Association (31%)
\$1,347.53 HST included** **\$11,713.16**

Thornton Grout Finnigan LLP



Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

Payment can be made to us by:

1. Cheque Payable to Thornton Grout Finnigan LLP or

2. EFT or Wire Transfer to:

Account No. 027779-001

Transit No. 10532

Institution No. 016 (HSBC Bank Canada)

Account Name - Thornton Grout Finnigan LLP

Address of Bank - 111 Yonge Street, Toronto, Ontario M5C 1W4

Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca

Roxana Gabriela Manea, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.

EXHIBIT "B"

**Calculation of Average Hourly Billing Rates of
Thornton Grout Finnigan LLP
for the period December 1, 2021 to July 31, 2022**



Bill of Costs & Invoice #	Fees	Disbursements	HST	Total Hours	Average Hourly Rate	Total (Fees, Disb., HST)
Eleventh Bill of Costs 37870	\$37,777.50	\$0	\$4,911.08	45.80	\$824.84	\$42,688.58
Twelfth Bill of Costs 38009	\$7,395.00	\$0	\$961.35	8.70	\$850.00	\$8,356.35
Thirteenth Bill of Costs 38099	\$14,317.50	\$0	\$1,861.28	19.50	\$734.23	\$16,178.78
Fourteenth Bill of Costs 38280	\$22,012.50	\$6.00	\$2,862.41	43.50	\$506.03	\$24,880.91
Fifteenth Bill of Costs 38376	\$25,967.50	\$0	\$3,375.78	61.50	\$422.24	\$29,343.28
Sixteenth Bill of Costs 38524	\$15,097.50	\$197.15	\$1,987.27	32.70	\$461.70	\$17,281.92
Seventeenth Bill of Costs 38546	\$33,437.50	\$0	\$4,346.88	63.00	\$530.75	\$37,784.38
TOTALS:	\$156,005.00	\$203.15	\$20,306.05	274.7	\$567.91	<u>\$176,514.20</u>

THIS IS EXHIBIT "C" REFERRED TO IN
THE AFFIDAVIT OF LEANNE M. WILLIAMS
SWORN BEFORE ME
VIA VIDEOCONFERENCE
THIS 5TH DAY OF AUGUST, 2022.

Roxana Gabriela Manea, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.

EXHIBIT "C"

Billing Rates of Thornton Grout Finnigan LLP for the period December 1, 2021 to July 31, 2022



	<u>Position</u>	<u>Rate 2021</u>	<u>Rate 2022</u>	<u>Year of Call</u>
Leanne Williams	Partner	\$825	\$850	1999
Alexander Soutter	Associate	n/a	\$575	2017
Alexandra Robbins	Student	n/a	\$375	n/a
Roxana Manea	Law Clerk	\$275	\$325	n/a
Bobbie-Jo Brinkman	Law Clerk	n/a	\$325	n/a

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED AND IN THE MATTER OF THE ADMINISTRATION PROCEEDINGS OF **CARRIAGE HILLS VACATION OWNERS ASSOCIATION**

AND IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED AND IN THE MATTER OF THE ADMINISTRATION PROCEEDINGS OF **CARRIAGE RIDGE OWNERS ASSOCIATION**

Court File No.: CV-20-00640265-00CL

Court File No.: CV-20-00640266-00CL

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

Proceedings commenced at Toronto

**AFFIDAVIT OF LEANNE M. WILLIAMS
(Sworn August 5, 2022)**

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Lawyers for BDO Canada Limited

TAB 3
SERVICE LIST

Court File No. CV-20-00640265-00CL
Court File No. CV-20-00640266-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial list

IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE*
ACT, R.S.O 1990, C. C. 43, AS AMENDED

AND IN THE MATTERS OF THE ADMINISTRATION OF CARRIAGE
HILLS VACATION OWNERS ASSOCIATION

AND IN THE MATTERS OF THE ADMINISTRATION OF CARRIAGE
RIDGE OWNERS ASSOCIATION

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**AND IN THE MATTERS OF THE ADMINISTRATION PROCEEDINGS OF CARRIAGE RIDGE
OWNERS ASSOCIATION**

Court File No. CV-20-00640266-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto**

**MOTION RECORD
(Returnable August 23, 2022)**

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