

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

THE HONOURABLE MADAM ) MONDAY, THE 24<sup>TH</sup>  
 )  
JUSTICE CONWAY ) DAY OF APRIL, 2023  
 )

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**

**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 the Carriage Hills Vacation Owners Association (the “**Applicant**”) and all the proceeds of 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, *inter alia*, (i) approving the Eighth Report of the Receiver dated April 14, 2021 (the “**Eighth Report**”) and the activities of the Receiver set out therein, (ii) approving the Receiver’s interim statement of receipts and disbursements, (iii) approving the fees and disbursements of the Receiver and its counsel, and (iv) approving the fees and disbursements of the Claims Officer (as defined below) was heard this day via Zoom judicial video conference.

**ON READING** the Motion Record of the Receiver dated April 14, 2023 (the “**Motion Record**”) and the Eighth Report, and on hearing the submissions of counsel for the Receiver and counsel for Wyndham Worldwide Corporation, Shell Finco LLC, Carriage Hills Resort Corporation and Carriage Hills Hospitality Inc., and the submissions of the Tim Duncan, in his capacity as claims officer appointed by the Receiver’s Collection Plan Order made February 16, 2021 (the “**Claims Officer**”) 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 April 17, 2023.

## **SERVICE**

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

## **APPROVAL AND AUTHORIZATION**

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

3. **THIS COURT ORDERS** that the Receiver's Interim Statement of Receipts and Disbursements for the period ending March 31, 2023 be and is hereby approved.

4. **THIS COURT ORDERS** that the professional fees and disbursements of BDO in its capacity Receiver and receiver of Carriage Ridge for the period from August 1, 2022 to March 31, 2023, in the amount of \$877,570.50 plus disbursements of \$3,832.56 and HST of \$114,582.42 for a total of \$995,985.48 as set out in the Affidavit of Matthew Marchand, sworn April 14, 2023 and attached as Appendix "O" to the Eighth Report, are hereby approved and the Receiver is authorized to pay the Applicant's 69% share of such fees and disbursements.

5. **THIS COURT ORDERS** that the professional fees and disbursements of Aird & Berlis LLP, counsel to the Receiver and to the receiver of Carriage Ridge for the period from August 1, 2022 to March 31, 2023, in the amount of \$80,468.50 plus disbursements of \$640.00 and HST of \$10,465.94, for a total of \$91,574.44, as set out in the Affidavit of Sanjeev Mitra sworn April 14, 2023 and attached as Appendix "P" to the Eighth Report, are hereby approved and the Receiver is authorized to pay the Applicant's 69% share of such fees and disbursements.

6. **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 Ridge for the period from August 1, 2022 to March 31, 2023, in the amount of \$75,675.00 plus disbursements of \$251.68 and HST of \$9,869.33, for a total of \$85,796.01, as set out in the

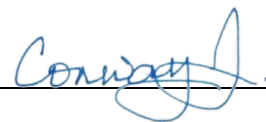
Affidavit of Leanne Williams sworn April 14, 2023 and attached as Appendix “Q” to the Eighth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 69% share of such fees and disbursements.

7. **THIS COURT ORDERS** that the professional fees and disbursements of the Claims Officer’s firm, Fogler Rubinoff LLP, for the period from December 15, 2021 to December 19, 2022, in the amount of \$62,312.60 plus disbursements of \$502.22 and HST of \$8,165.93, for a total of \$70,980.75, as set out in the Affidavit of Tim Duncan sworn April 14, 2023 and attached as Appendix “R” to the Eighth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s share of such fees and disbursements in the amount of \$48,345.05 (including HST).

#### **GENERAL**

8. **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.

9. **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, to grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and its agents in carrying out the terms of this Order.

A handwritten signature in blue ink, appearing to read "Conway", is written over a horizontal line.

**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**

**ORDER**

**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

E-mail: [smitra@airdberlis.com](mailto:smitra@airdberlis.com)

**Sam Babe (LSO # 49498B)**

Tel: (416) 865-7718

E-mail: [sbabe@airdberlis.com](mailto: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*