

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

THE HONOURABLE MADAM) THURSDAY, THE 27TH
)
JUSTICE CONWAY) DAY OF MAY, 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**

ANCILLARY ORDER – HILLS

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 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 Fourth Report of the Receiver dated May 11, 2021 (the “**Fourth Report**”), the Confidential Supplemental Report to the Fourth Report, dated May 11, 2021 (the “**Confidential Supplement**”) and the activities of the Receiver set out in each and (ii) approving the fees and disbursements of the Receiver and its counsel, was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Receiver dated May 11, 2021 (the “**Motion Record**”), the Fourth Report, the Confidential Supplement and the Supplemental Report to the Fourth Report dated May 25, 2021 (the “**Supplemental Report**”), 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. 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 May 13, 2021,

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 OF ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that the Fourth Report, the Confidential Supplement, the Supplemental Report and the Receiver's activities set out in each be and are hereby approved.

3. **THIS COURT ORDERS** that the professional fees and disbursements of BDO in its capacity Receiver and receiver of Carriage Ridge Owners Association ("**Carriage Ridge**") for the period from April 1, 2021 to April 30, 2021 in the amount of \$226,502.00, plus disbursements of \$190.00 and HST of \$29,469.964 for a total of \$256,161.96, as set out in the Affidavit of Matthew Marchand, sworn May 10, 2021 and attached as Appendix "J" to the Fourth Report, are hereby approved and the Receiver is authorized to pay the Applicant's 69% share of such fees and disbursements.

4. **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 April 1, 2021 to April 30, 2021, in the amount of \$88,832.50 plus disbursements of \$1,283.09 and HST of \$11,712.76, for a total of \$101,828.35, as set out in the Affidavit of Sam Babe sworn May 11, 2021 and attached as Appendix "K" to the Fourth 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 Thornton Grout Finnigan LLP, special counsel to the Receiver and to the receiver of Carriage Ridge for the period from April 1, 2021 to April 30, 2021, in the amount of \$42,377.50 plus disbursements of \$327.80 and HST of \$5,543.37, for a total of \$48,248.67, as set out in the Affidavit of Leanne Williams sworn May 10, 2021 and attached as Appendix "K" to the Fourth Report, are hereby

approved and the Receiver is authorized to pay the Applicant's 69% share of such fees and disbursements.

GENERAL

6. **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.

7. **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 J.", is written above 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

ANCILLARY ORDER

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