

**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 HILLS VACATION OWNERS ASSOCIATION**

MOTION RECORD

(returnable April 24, 2023)

Date: April 14, 2023

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its capacity as Court-appointed
Receiver of Carriage Hills Vacation
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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**MOTION RECORD
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TAB 1
NOTICE OF MOTION

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

**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 HILLS VACATION OWNERS ASSOCIATION**

**NOTICE OF MOTION
(returnable April 24, 2023)**

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 the Carriage Ridge Owners Association (the “**Ridge Association**” and together with the Applicant, the “**Associations**”), all the lands and premises on which the Applicant operated the Carriage Hills Resort (the “**Hills Property**”) and all the lands and premises on which the Ridge Association operated the Carriage Ridge Resort (the “**Ridge 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 Monday, April 24, 2023 at 11:00 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:

- (a) an Order, substantially in the form attached hereto as **Schedule “B”** (the “**Claims Decisions Appeals Procedure Order**”), among other things, approving and authorizing a process to resolve appeals of Claims Decisions rendered by the

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Claims Officer, as such terms are defined in the Receiver's Collection Plan Orders dated February 16, 2021, (the "**Collection Plan Orders**");

- (b) an Order, substantially in the form attached hereto as **Schedule "C"** (the "**Owner Claims Dispute and Appeal Procedure Order**"), among other things:
 - (i) approving and authorizing a process to resolve disputed of Notices of Revision or Disallowance of Claims, as such term is defined the Claims Process Orders dated December 17, 2021 (the "**Claims Process Orders**");
 - (ii) appointing a claims officer to adjudicate the disputed Notices of Revision of Disallowance of Claims (the "**Owner Claims Officer**");
 - (iii) approving and authorizing a process to resolve appeals of Claims Decisions rendered by the Owner Claims Officer;
 - (iv) authorizing and directing the Receiver to treat Claims (as defined in Claims Process Orders) filed by the date of the Owner Claims Dispute and Appeal Order as if they were filed by the Claims Bar Date (as defined in Claims Process Orders); and
 - (v) authorizing the Receiver to treat any Owner who has failed to declare its residency as required by the Claims Process Orders to be a tax resident of a jurisdiction other than Canada for purposes of withholding taxes from any distribution to that Owner;
- (c) an Order, substantially in the form attached hereto as **Schedule "D"** (the "**Ancillary Order**"), among other things:
 - (i) approving the Eighth Report of the Receiver dated April 14, 2023 (the "**Eighth Report**") and the activities of the Receiver set out therein;
 - (ii) approving the Receiver's interim statement of receipts and disbursements to March 31, 2023;

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- (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**"); and
- (iv) approving the fees and disbursements of the Claims Officer,

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) each Resort is governed pursuant to a single form of time-share agreement (collectively, the "**TSAs**") which each time-share interval owner (an "**Owner**") signed;
- (d) 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;
- (e) 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**");
- (f) upon applications brought by the Associations, BDO was appointed as the administrator of the Associations (in such capacity, the "**Administrator**")

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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**”);

- (g) 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;
- (h) the Resorts ceased operations on January 6, 2021 (the “**Resorts Closure Date**”);
- (i) 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**”);
- (j) pursuant to the Collection Plan Orders, the Receiver was authorized to conduct certain collection efforts against Owners who were delinquent in the payment of Association Charges (defined in the Collection Plan Orders as “**Subject Members**”) and the Claims Officer was appointed to adjudicate disputes over the Receiver’s claims against Owners (“**Disputed Claims**”);
- (k) 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 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**”);
- (l) pursuant to the Claims Process Orders, the Receiver was authorized to conduct a claims process to determine the claims of Owners and mortgagees to funds in the Receiver’s accounts including, without limitation, the proceeds of the Resort Sales and collections on accounts receivable;

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- (m) by two Orders made on August 23, 2022 (the “**Interim Distribution Orders**”) certain distributions, including a first interim distribution to Owners were approved;

Claims Decisions Appeals Procedure

- (n) the Claims Officer has issued decisions (“**Claims Decisions**”) in respect of 125 Disputed Claims and will issue decisions in respect of 69 others;
- (o) pursuant to the Collection Plan Orders, Subject Members and the Receiver are entitled to appeal Claims Decisions by first serving notices of appeal on the other party (“**Notices of Appeal**”);
- (p) the Receiver has received 42 Notices of Appeal to date and expects more as further Claims Decisions are issued;
- (q) the Receiver does not anticipate serving any Notices of Appeal itself;
- (r) the Collection Plan Orders require the Receiver to seek the direction of the Court in respect of the procedure for adjudicating appeals of Claims Decision (“**Claims Decision Appeals**”);
- (s) as a result of the Receiver’s consultation with counsel and direction given by the Court at two case conferences, the Receiver proposes the following adjudication process for the Claims Decision Appeals:
 - (i) the Receiver will schedule and bring an omnibus motion for the adjudication of all Claims Decision Appeals (the “**Appeals Motion**”);
 - (ii) each Claims Decision Appeal will be heard separately by the Court via Zoom judicial videoconference and shall be allotted a maximum of 30 minutes of Court time;

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- (iii) the Receiver will assign a hearing time to each Claims Decision Appeal and will group Claims Decision Appeals together by any common issues raised;
- (iv) each Claims Decision Appeal will be based on the materials initially provided to the Claims Officer which shall be compiled, together with the Claims Decision and the Notice of Appeal, by the Receiver and delivered to the Court and the appellant Subject Member;
- (v) the Receiver will serve notice of the Appeals Motion on each appellant Subject Member;
- (vi) an appellant Subject Member will not be required to take any steps in respect of their appeal other than to attend the hearing at the assigned time;
- (vii) in the event that an appellant Subject Member does not appear for the scheduled hearing of their appeal, they will be deemed to have abandoned their appeal and the applicable Claims Decision will be deemed to be final and binding with no further right of appeal;
- (viii) costs may be awarded by the Court, in its discretion, against a Subject Member who loses or is deemed to have abandoned their appeal; and
- (ix) in the event that the Court dismisses any Claims Decision Appeal, in whole or in part, the Receiver will be entitled to judgment against the appellant Subject Member equal to the sum of: (i) the Claims Decision (including any cost awarded by the Claims Officer) or any decision substituted for the Claims Decision by the Court on the Claims Decision Appeal; plus (ii) any costs awarded by the Court on the Claims Decision Appeal;

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Late Owner Claims

- (t) the Claims Process Orders required Owners to submit their Claims by April 11, 2022, which date was extended to August 23, 2022 (the “**Extended Claims Bar Date**”) by the Interim Distribution Orders;
- (u) the Receiver continues to receive Claim submissions even though the Extended Claims Bar Date has passed (the “**Barred Claim Submissions**”);
- (v) pursuant to the Claims Process Orders, Owners who made Barred Claim Submissions are forever prohibited from making a Claim against the Resorts’ assets and are not entitled to receive any distributions from the estates;
- (w) when required by the Receiver to provide a reason for making Barred Claims Submissions, Owners gave varied explanations but primarily asserted that they failed to understand the Ownership Claims Process;
- (x) 265 Barred Claims Submissions have been received, asserting Claims based on 41.18 Intervals in the Hills Association and 22.41 Intervals in the Ridge Association;
- (y) in accordance with the Interim Distribution Orders, the Receiver established reserves which included a placeholder for potential late-filed Claims in respect of 160.84 Intervals in the Hills Association and 71.25 Intervals in the Ridge Association;
- (z) if admitted, the Barred Claims Submissions would not have a material impact on any future distribution to Owners nor would they affect the timing of such distribution;
- (aa) there would, as a result, be no prejudice to other Owners if the Barred Claims Submission were admitted;

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- (bb) the Receiver therefore recommends that any Barred Claims Submissions received by April 24, 2023 be accepted but that the Receiver not be allowed the discretion to admit Barred Claims Submissions after that date;

Owner Tax Residency

- (cc) when submitting their Claims, certain Owner failed to make a declaration as to their residency for withholding tax purposes as required by the Claims Process Orders;
- (dd) despite the Receiver's efforts to follow up, there remain 10 Claims in the Hills Association and 3 Claims in the Ridge Association that are still missing residency declarations;
- (ee) the Receiver therefore proposes that these Owner be treated tax residents of a jurisdiction other than Canada and be subject to a deduction for withholding taxes;

Owner Claims Dispute and Appeal Procedure

- (ff) pursuant to the Claims Process Orders, the Receiver has issued 482 Notices of Revision or Disallowance in respect of Claims submitted;
- (gg) in response to Notices of Revision or Disallowance of Claims, 125 Dispute Notices were submitted by claimants by the applicable deadline, 43 of which will be accepted by the Receiver and 59 do not give notice of any actual dispute but rather only confirmation of the conclusion of the applicable Notice of Revision or Disallowance of Claim;
- (hh) only 23 of the Dispute Notices submitted to date disclose actual disputes that will not be accepted by the Receiver;

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- (ii) as the Receiver's review of Claims remains ongoing, the Receiver anticipates that additional Notices of Revision of Disallowance of Claims may be issued and additional Dispute Notices received in return;
- (jj) in accordance with the Claims Process Orders, the Receiver may attempt to consensually resolve and settle a Dispute Notice with the Claimant;
- (kk) in the event that the Receiver is unable to resolve a Dispute Notice, the Receiver proposes the following dispute resolution procedure (the "**Owner Dispute Resolution Process**"):
 - (i) the Receiver proposes that the Honourable Laurence A. Pattillo, formerly of the Ontario Superior Court of Justice, be appointed by the Court to act as the Owner Claims Officer to adjudicate any unresolved Dispute Notices received in the Ownership Claims Process;
 - (ii) at the Receiver's option, disputed Claims in the Ownership Claims Process can be referred to the Owner Claims Officer who will decide each disputed Claim on the basis of the written record comprised of the Notice of Revision of Disallowance of Claim, the Dispute Notice and any ancillary documentation exchanged between the Receiver and the Claimant;
 - (iii) the Receiver shall provide notice to the Claimant as to whether a disputed Claim has been referred to the Owner Claims Officer or abandoned, within 7 days of it being referred or abandoned;
 - (iv) the Owner Claims Officer will have the power to make a costs award which, to the extent the Disputed Claim is denied, shall reflect the fees and disbursements incurred by the Owner Claims Officer in determining the validity and amount of the disputed Claim on a solicitor and client basis;

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- (v) the Receiver and the Claimant will then have fifteen days to appeal the Owner Claims Officer's decision; and
- (vi) any appeals from the Owner Claims Officer's decisions will be adjudicated by the Court in essentially the same manner as Claims Decision Appeal, as set out in subparagraph 2(s) above;

Ancillary Matters

- (ll) the Receiver has filed with the Court its Eighth Report outlining, among others things, (i) the Receiver's activities since the Seventh Report of the Receiver dated August 10, 2022, (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;
- (mm) the Amended and Restated Appointment Orders direct 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;
- (nn) 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;
- (oo) the two Receiver's Collection Plan Orders made February 16, 2021 (collectively, the "**Collection Plan Orders**") by which Tim Duncan was appointed as the claims officer (the "**Claims Officer**") tasked with adjudicating Receiver's Claims disputed by Subject Members (as such terms are defined in the Collection Plan Orders), direct the Claims Officer to pass its accounts from time to time;
- (pp) Tim Duncan and his firm, Fogler Rubinoff LLP, have accrued fees and expenses in the performance of his duties as Claims Officer which fees required the approval of this Court pursuant to the Collection Plan Orders;

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- (qq) as has been the practice in these proceedings, the fees of the Receiver, its counsel and the Claims Officer will be allocated between the Applicant and the Ridge Association, respectively, on a 69% to 31% basis;
- (rr) the other grounds set out in the Eighth Report;
- (ss) the Appointment Orders including paragraphs 4(d), (f), (g), (l), 20 and 27 thereof;
- (tt) the Collection Plan Orders;
- (uu) the Claim Process and Bar Orders;
- (vv) rules 1.04, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (ww) 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 Eighth Report, filed;
- (b) the fee affidavit of Matthew Marchand, sworn April 14, 2023;
- (c) the fee affidavit of Sanjeev Mitra, sworn April 14, 2023;
- (d) the fee affidavit of Leanne Williams sworn April 14, 2023;
- (e) the fee affidavit of Tim Duncan sworn April 14, 2023; and
- (f) such further and other material as counsel may submit and this Court may permit.

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Date: April 14, 2023

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*Lawyers for BDO Canada Limited in its
capacity as Court-appointed Receiver of
the Carriage Hills Vacation 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 HILLS
VACATION OWNERS ASSOCIATION**

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

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

NOTICE OF MOTION
(Returnable April 24, 2023)

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

TAB 1A

Zoom Details

SCHEDULE “A”
ZOOM CONFERENCE DETAILS

Join Zoom Meeting

<https://airdberlis.zoom.us/j/85182989018?pwd=M0RrRTJ0L2x2cmFhNkRZaENQSHk0dz09>

Meeting ID: 851 8298 9018

Passcode: 552364

Link to Youtube live stream of the hearing for parties not making submissions:

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

TAB 1B

Claims Decisions Appeals Procedure Order

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM	)	MONDAY, THE 24 TH
)	
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**

CLAIMS DECISIONS APPEALS PROCEDURE 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 proceeds of 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 (the “**Claims Decisions Appeals Procedure Order**”) approving a procedure for the adjudication of appeals of Claims Decisions, was heard this day via Zoom judicial video conference.

ON READING the Motion Record of the Receiver dated April 14, 2023 (the “**Motion Record**”), the Eighth Report of the Receiver dated April 14, 2023 (the “**Eighth 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 <*> 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 14, 2023,

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service and filing of this motion is hereby validated such that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that any terms not otherwise defined herein shall have the meanings ascribed to them in the Receiver's Collection Plan Order made in these proceedings on February 16, 2021 (the "**Receiver's Collection Plan Order**").
3. **THIS COURT ORDERS** that, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:
 - (a) "**Appeal**" means an appeal of a Claims Decision by a Subject Member;
 - (b) "**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;
 - (c) "**Claims Decision(s)**" means the Claims Officer's written decision following his determination of each Disputed Claim, issued by the Claims Officer to the Receiver and the applicable Subject Member in accordance with the Receiver's Collection Plan Order;
 - (d) "**Claims Decisions Appeals Procedure**" means the procedure set out in this Claims Decisions Appeals Procedure Order;
 - (e) "**Court**" means the Ontario Superior Court of Justice (Commercial List);
 - (f) "**Notice of Appeal**" means a notice of an Appeal that has been served upon the Receiver within the Appeal Period pursuant to the Receiver's Collection Plan Order;
4. **THIS COURT ORDERS** that all references to the word "including" shall mean "including without limitation".

5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

APPEALS MOTION

6. **THIS COURT ORDERS** that the Receiver shall schedule with the Court office, and bring, a motion (the “**Appeals Motion**”) for the adjudication of all Appeals in respect of which it has received a Notice of Appeal excluding Appeals where the dispute over the Receiver’s Claim has been settled between the Receiver and the applicable Subject Member(s) subsequent to service of the Notice of Appeal. The Appeals Motion shall be an omnibus motion for the adjudication of all Appeals, but each Appeal shall be heard by the Court separately in accordance with the terms of this Claims Decisions Appeals Procedure Order.

7. **THIS COURT ORDERS** that the hearing of each Appeal shall:

- (a) be conducted by Zoom judicial videoconference, with a Court reporter;
- (b) be a maximum of 30 minutes in length, including any time allotted by the Court for a response by the Receiver; and
- (c) in accordance with the Receiver’s Collection Plan Order, proceed as a true appeal based on the record before the Claims Officer.

8. **THIS COURT ORDERS** that the Receiver shall:

- (a) assign a specific 30-minute time slot to each Appeal on a day scheduled with the Court office for the Appeals Motion, grouping Appeals, where applicable, by any common issues they raise;
- (b) include in its motion record for the Appeals Motion a master schedule setting out the time slot assigned to each Appeal (the “**Master Appeal Schedule**”);
- (c) serve the motion record for the Appeals Motion upon each Subject Member bringing an Appeal;

- (d) as soon as practicable after the Appeals Motion Zoom videoconference coordinates are made available, provide to each appellant Subject Member a calendar invitation for that Subject Member's assigned Appeals Motion hearing time, containing the applicable coordinates for the Appeals Motion Zoom videoconference; and
- (e) for each Appeal, create, serve upon the applicable Subject Member(s) and file on Caselines an Appeal index (each, an "**Appeal Index**") which will contain:
 - (i) the appellant Subject Member's or Members' name(s);
 - (ii) the Appeal's assigned date and time per the Master Appeal Schedule;
 - (iii) the breakdown of the Receiver's Claim in dispute, including any cost award made by the Claims Officer; and
 - (iv) hyperlinks to the applicable Claims Decision and to each document forming part of the record before the Claims Officer, all of which documents shall be electronically hosted by the Receiver or its counsel until the expiry of any applicable appeal period in respect of the determination by the Court on the Appeal,

but shall not contain any summary of or commentary on the Appeal or the issues raised therein.

9. **THIS COURT ORDERS** that a Subject Member who has served a Notice of Appeal on the Receiver shall not be required to take any other steps in respect of the Appeal or the Appeals Motion other than to appear for the hearing of the Appeal on the date and at the time assigned in the Master Appeal Schedule. Subject Members should join the Zoom hearing 30 minutes prior to their scheduled Appeal time, and will be let into the hearing by the Court registrar at the appropriate time.

10. **THIS COURT ORDERS** that the hearing of each Appeal shall commence by counsel to the Receiver identifying the Appeal and directing the Court to the applicable Appeal Index on Caselines.

11. **THIS COURT ORDERS** that costs will not be awarded against the Receiver or the Applicant in respect of any Appeal that is granted but the Court shall retain its discretion to make costs awards against a Subject Member in respect of any Appeal that is not granted.

12. **THIS COURT ORDERS** that Subject Members who do not appear for the scheduled hearing of their Appeal shall be deemed to have abandoned the Appeal and the applicable Claims Decision shall be deemed to be final and binding and there shall be no further right of appeal, review or recourse to the Court from the Claims Decision.

ISSUANCE OF JUDGMENTS

13. **THIS COURT ORDERS** that the Receiver will be entitled to judgment against any Subject Member(s) whose Appeal has been in whole or in part dismissed by the Court or whose Appeal has been deemed abandoned pursuant to paragraph 12 hereof. The amount of such judgment will be equal the sum of: (i) the Claims Decision (including any cost awarded by the Claims Officer) or any decision substituted for the Claims Decision by the Court on the Appeal; plus (ii) any costs awarded by the Court on the Appeal.

14. **THIS COURT ORDERS** that the Receiver shall bring an omnibus motion to the Court for the purpose of obtaining the judgments to which it is entitled but needs not provide the applicable Subject Members with any notice of such motion for judgments.

15. **THIS COURT ORDERS** that the Receiver has the authority to exercise the Applicant's right to enforce judgments against a Subject Member by, among other methods, payment of the judgment amount in whole or in part from any distribution from the Applicant's estate or proceeds of the Resort Property to which the Subject Member is entitled.

SERVICE

16. **THIS COURT ORDERS** that any service or notice by ordinary mail, courier, personal delivery or electronic or digital transmission shall be deemed to have been received: (i) if sent by ordinary mail, on the third (3rd) Business Day after mailing within Ontario, the fifth (5th) Business Day after mailing within Canada (other than within Ontario), and the tenth (10th) Business Day after mailing internationally; (ii) if sent by courier or personal delivery, on the next Business Day following dispatch; and (iii) if delivered by electronic or digital transmission 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.

17. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in the administration of the Claims Decisions Appeals Procedure, 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-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.

18. **THIS COURT ORDERS** that any notice or communication to be given to the Receiver in connection with the Claims Decisions Appeal Procedure shall be in writing and will be sufficiently given only if delivered by email, or if it cannot be given by email by prepaid registered mail, courier or personal delivery, addressed to:

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

Attention: Carriage Hills Collections

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

19. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court to amend, vary or supplement this Claims Decisions Appeals Procedure Order or for advice and directions in the discharge of their respective powers and duties hereunder.

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

CLAIMS DECISIONS APPEALS
PROCEDURE ORDER

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

TAB 1C

Owner Claims Dispute and Appeal Procedure Order

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM	)	MONDAY, THE 24 TH
)	
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**

OWNER CLAIMS DISPUTE AND APPEAL PROCEDURE 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 proceeds of 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 (the “**Owner Dispute and Appeal Procedure Order**”) approving a procedure for the adjudication of appeals of Claims Decisions, was heard this day via Zoom judicial video conference.

ON READING the Motion Record of the Receiver dated April 14, 2023 (the “**Motion Record**”), the Eighth Report of the Receiver dated April 14, 2023 (the “**Eighth 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 <*> 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 14, 2023,

SERVICE AND INTERPRETATION

1. **THIS COURT ORDERS** that the time for service and filing of this motion is hereby validated such that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that any terms not otherwise defined herein shall have the meanings ascribed to them in the Claims Process Order made in these proceedings on December 17 2021 (the “**Claims Process Order**”).
3. **THIS COURT ORDERS** that, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:
 - (a) “**Appeal**” means an appeal of a Claims Decision by Claimant;
 - (b) “**Appeal Period**” means the period that concludes on the fifteenth calendar day following the issuance of a Claims Decision in respect of a Claim by the Owner Claims Officer;
 - (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) “**Claimant**” means any Person asserting a Claim pursuant to the Claims Process Order, and includes the transferee or assignee of a Claim, transferred and recognized as a Claimant in accordance with the Claims Process Order, or a trustee, executor or other Person acting on behalf of or through such Person;
 - (e) “**Claims Decision**” means the Owner Claims Officer’s written decision following his determination of each Disputed Claim, issued by the Owner Claims Officer to the Receiver and the applicable Claimant in accordance with paragraph 22 of this Order;
 - (f) “**Court**” means the Ontario Superior Court of Justice (Commercial List);
 - (g) “**CJA**” means the *Courts of Justice Act*, R.S.O. 1990, c C.43, as amended;

- (h) **“Disputed Claim”** means a Claim in respect of which a completed Notice of Dispute has been submitted to the Claims Agent or the Receiver by the Notice of Dispute Deadline;
- (i) **“Notice of Appeal”** means a notice of an Appeal that has been served within the Appeal Period pursuant to Paragraph 23 of this Order;
- (j) **“Notice of Dispute Deadline”** means the deadline for delivery of a Dispute Notice by a Claimant set out in paragraph 41 of the Claims Process Order;
- (k) **“Owner Claims Dispute and Appeal Procedure”** means the procedure set out in this Owner Claims Dispute and Appeal Procedure Order; and
- (l) **“Owner Claims Officer”** means the individual appointed to act as a claims officer for the purpose of adjudicating disputes in respect of Notices of Revisions and Disallowance issued by the Receiver in the Owner Claims Process, as set out in paragraph 8 of this Order.

4. **THIS COURT ORDERS** that all references to the word “including” shall mean “including without limitation”.

5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

LATE CLAIMS

6. **THIS COURT ORDERS AND AUTHORIZES** the Receiver to accept Claims received on or before the date of this Order as if they were filed by the Claims Bar Date. The Receiver shall no longer, itself, have the discretion to further extend the Claims Bar Date either generally or in individual cases.

RESIDENCY

7. **THIS COURT ORDERS** that any Claimant who has not made a declaration of residency for tax purposes as required by the Claims Process Order shall be treated, for distribution and withholding tax purposes, as a tax resident of a jurisdiction other than Canada.

CLAIMS OFFICER'S APPOINTMENT

8. **THIS COURT ORDERS** that the Honourable Laurence Pattillo shall be and is hereby appointed as the Owner Claims Officer, with the rights, duties, responsibilities and obligations prescribed by this Owner Dispute and Appeal Procedure Order. The Owner Claims Officer's duties shall commence upon his receipt of the first Owner Dispute Package from the Receiver, pursuant to paragraph 16 of this Order.

OWNER CLAIMS OFFICER'S ROLE

9. **THIS COURT ORDERS** that the Owner Claims Officer, in addition to its prescribed rights, duties, responsibilities and obligations under this Owner Dispute and Appeal Procedure Order, shall assist the Receiver and Claimants in the determination of the Claims, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Owner Dispute and Appeal Procedure Order or incidental thereto.

10. **THIS COURT ORDERS** that the Owner Claims Officer shall track and allocate its fees and disbursements on a Disputed-Claim-by-Disputed-Claim basis to facilitated the potential cost awards contemplated by paragraph 21 of this Order.

11. **THIS COURT ORDERS** that in carrying out his mandate, the Owner Claims Officer may, among other things:

- (a) make all necessary inquiries, take accounts, and assess costs;
- (b) adopt processes which, in his discretion, he considers appropriate to facilitate the adjudication of the Claims, having regard for the principles set out in Rule 2 of the *Rules of Civil Procedure*, and with a view to proceeding in the simplest, least expensive and most expeditious fashion;

- (c) consult the Receiver, the Claimants, and any other persons the Owner Claims Officer considers appropriate;
- (d) report to the Court as prescribed herein, in stages if necessary or appropriate; and
- (e) apply to this Court for advice and directions as, in his discretion, the Owner Claims Officer deems necessary.

12. **THIS COURT ORDERS** that the Owner Claims Officer is authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Owner Dispute and Appeal Procedure Order, including dealing with any Court, regulatory body or other government ministry, department or agency, and to take all such steps as are necessary or incidental thereto.

13. **THIS COURT ORDERS** that the Owner Claims Officer, once appointed, is hereby authorized (i) to use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed, and may, where they are satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Owner Dispute and Appeal Procedure Order as to completion and execution of such forms, and (ii) to request any further documentation or other evidence from the Receiver, the Claimant and/or third parties that may reasonably be required in order to determine the validity of a Claim, including any defences thereto.

14. **THIS COURT ORDERS** that (i) in carrying out the terms of this Owner Dispute and Appeal Procedure Order, the Owner Claims Officer shall have all of the protections given him by this Owner Dispute and Appeal Procedure Order, and as an officer of this Court, including the stay of proceedings in his favour, (ii) the Owner Claims Officer shall incur no liability or obligation as a result of the carrying out of the provisions of this Owner Dispute and Appeal Procedure Order, except to the extent that the Owner Claims Officer has acted with gross negligence or willful misconduct, (iii) the Owner Claims Officer shall be entitled to rely on the books and records of the Applicant and the Claimants, and any information provided by the Receiver and the Claimants, all without independent investigation, and (iv) the Owner Claims Officer shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information or in any information provided by any party, except to the

extent that the Owner Claims Officer has acted with gross negligence or willful misconduct. Nothing in this Order shall derogate from the protections afforded a person pursuant to Section 142 of the *CJA*.

15. **THIS COURT ORDERS** that the Receiver shall pay from the Applicant's estate the reasonable professional fees and disbursements of the Owner Claims Officer on presentation and acceptance of invoices from time to time.

ADJUDICATION OF DISPUTED CLAIMS

16. **THIS COURT ORDERS** that, following the Notice of Dispute Deadline, the Receiver may, at its discretion, file with the Owner Claims Officer a Dispute Package in respect of any Disputed Claim(s) that it intends to pursue. Each Dispute Package shall include:

- (a) the applicable Disputed Claim;
- (b) the applicable Notice of Revision or Disallowance;
- (c) the applicable Dispute Notice, together with any supporting documentation filed by the Claimant; and
- (d) any ancillary documentation.

17. **THIS COURT ORDERS** that the Receiver shall be entitled to abandon any Disputed Claim, at its discretion. There shall be no costs as a consequence of such abandonment, provided that the Disputed Claim has not yet been referred to the Owner Claims Officer.

18. **THIS COURT ORDERS** that the Receiver shall provide notice to the applicable Claimant as to whether a Disputed Claim has been referred to the Owner Claims Officer or abandoned, within seven (7) days of the Disputed Claim being so referred or abandoned.

19. **THIS COURT ORDERS** that, subject to further order of the Court, the Owner Claims Officer shall determine the validity and amount of each Disputed Claim referred to the Owner Claims Officer. In doing so, the Owner Claims Officer shall be empowered to determine the

process by which further evidence may be brought before him, if necessary, as well as any other procedural matters which may arise in respect of the determination of any Disputed Claim.

20. **THIS COURT ORDERS** that the Owner Claims Officer shall be entitled to decide the Disputed Claims on the basis of the written record contained within the applicable Dispute Package, in his discretion.

21. **THIS COURT ORDERS** that the Owner Claims Officer shall be empowered to make an award of costs against the Claimant, having regard for the factors set out in Rule 57.01 of the *Rules of Civil Procedure*, as part of his determination of the Disputed Claims. To the extent a Claims Decision affirms a Notice of Revision or Disallowance, the cost award shall, at minimum, reflect the fees and disbursements incurred by the Owner Claims Officer in determining the validity and amount of a Disputed Claim on a solicitor and client basis.

22. **THIS COURT ORDERS** that, following his determination of each Disputed Claim, the Owner Claims Officer shall prepare a Claims Decision, in writing, and provide a copy of same to the Receiver and the applicable Claimant.

RIGHT OF APPEAL

23. **THIS COURT ORDERS** that each of the Receiver and the Claimant shall be entitled to appeal the applicable Claims Decision to the Court by serving upon the other, within the Appeal Period, a notice of Appeal returnable on a date to be fixed by this Court.

24. **THIS COURT ORDERS** that if a notice of Appeal is not served within such period, then the applicable Claims Decision shall be deemed to be final and binding and there shall be no further right of appeal, review or recourse to the Court from the Claims Decision.

THIS COURT ORDERS that, for clarity, the Receiver shall have the power to settle or abandon any Appeals brought pursuant to this Order.

APPEALS MOTION

25. **THIS COURT ORDERS** that the Receiver shall schedule with the Court office, and bring, a motion (the “**Appeals Motion**”) for the adjudication of all Appeals in respect of which it

has received or served a Notice of Appeal excluding any Appeal in respect of a Claim that is settled between the Receiver and the applicable Claimant(s) subsequent to service of the Notice of Appeal. The Appeals Motion shall be an omnibus motion for the adjudication of all Appeals, but each Appeal shall be heard by the Court separately in accordance with the terms of this Owner Claims Dispute and Appeals Procedure Order.

26. **THIS COURT ORDERS** that the hearing of each Appeal will:

- (a) be conducted by Zoom judicial videoconference, with a Court reporter;
- (b) be a maximum of 30 minutes in length, which time will be allocated among the parties by the Court at the hearing; and
- (c) proceed as a true appeal based on the record before the Owner Claims Officer, and not as hearings *de novo*.

27. **THIS COURT ORDERS** that the Claims Officer will not have any role in the Appeal process.

28. **THIS COURT ORDERS** that the Receiver shall:

- (a) assign a specific 30-minute time slot to each Appeal on a day scheduled with the Court office for the Appeals Motion, grouping Appeals, where applicable, by any common issues they raise;
- (b) include in its motion record for the Appeals Motion a master schedule setting out the time slot assigned to each Appeal (the “**Master Appeal Schedule**”);
- (c) serve the motion record for the Appeals Motion upon each Claimant bringing, or responding to, an Appeal;
- (d) as soon as practicable after the Appeals Motion Zoom videoconference coordinates are made available, provide to each appellant or respondent Claimant a calendar invitation for that Claimant’s assigned Appeals Motion hearing time,

containing the applicable coordinates for the Appeals Motion Zoom videoconference; and

- (e) for each Appeal, create, serve upon the applicable Claimants and file on Caselines an Appeal index (each, an “**Appeal Index**”) which will contain:
- (i) the appellant Claimant’s or Claimants’ name(s);
 - (ii) the Appeal’s assigned date and time per the Master Appeal Schedule;
 - (iii) the breakdown of the Disputed Claim and details of any cost award made by the Owner Claims Officer; and
 - (iv) hyperlinks to the applicable Claims Decision and to each document forming part of the record before the Owner Claims Officer, all of which documents shall be electronically hosted by the Receiver or its counsel until the expiry of any applicable appeal period in respect of the determination by the Court on the Appeal,

but will not contain any summary of or commentary on the Appeal or the issues raised therein.

29. **THIS COURT ORDERS** that a Claimant who has served a Notice of Appeal on the Receiver or who has received service of a Notice of Appeal from the Receiver shall not be required to take any other steps in respect of the Appeal or the Appeals Motion other than to appear for the hearing of the Appeal on the date and at the time assigned in the Master Appeal Schedule. Claimants should join the Zoom hearing 30 minutes prior to their scheduled Appeal time, and will be let into the hearing by the Court registrar at the appropriate time.

30. **THIS COURT ORDERS** that the hearing of each Appeal shall commence by counsel to the Receiver identifying the Appeal and directing the Court to the applicable Appeal Index on Caselines.

31. **THIS COURT ORDERS** that costs will not be awarded against the Receiver or the Applicant in respect of any Appeal but the Court shall retain its discretion to make a cost award against a Claimant in respect of an Appeal.

32. **THIS COURT ORDERS** that Claimants who do not appear for the scheduled hearing of an Appeal to which they are a party shall be deemed to have abandoned the Appeal as appellant or abandoned opposition to the Appeal as respondent, as the case may be, and the applicable Claims Decision shall be deemed to be final and binding and there shall be no further right of appeal, review or recourse to the Court from the Claims Decision.

COSTS

33. **THIS COURT ORDERS AND DECLARES** that the Receiver has the authority to exercise the Applicant's right to any costs awarded by the Owner Claims Officer or by the Court against a Claimant by, among other methods, payment of the costs amount in whole or in part from any distribution from the Applicant's estate to which the Claimant is entitled.

SERVICE AND NOTICE

34. **THIS COURT ORDERS** that any service or notice by ordinary mail, courier, personal delivery or electronic or digital transmission shall be deemed to have been received: (i) if sent by ordinary mail, on the third (3rd) Business Day after mailing within Ontario, the fifth (5th) Business Day after mailing within Canada (other than within Ontario), and the tenth (10th) Business Day after mailing internationally; (ii) if sent by courier or personal delivery, on the next Business Day following dispatch; and (iii) if delivered by electronic or digital transmission 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.

35. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the "**Protocol**") is approved and adopted by reference herein and, in the administration of the Owner Claims Dispute and Appeal Procedure, 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-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.

36. **THIS COURT ORDERS** that any notice or communication to be given to the Receiver in connection with the Owner Claims Dispute and Appeal Procedure shall be in writing and will be sufficiently given only if delivered by email, or if it cannot be given by email by prepaid registered mail, courier or personal delivery, addressed to:

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

Attention: Carriage Hills Collections

Email: BDOSCarriageHills@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

37. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court to amend, vary or supplement this Owner Claims Dispute and Appeal Procedure Order or for advice and directions in the discharge of their respective powers and duties hereunder.

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

OWNER CLAIMS DISPUTE AND APPEAL
PROCEDURE ORDER

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

TAB 1D

Ancillary Order

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

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

THE HONOURABLE MADAM	)	MONDAY, THE 24 TH
)	
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, counsel for Wyndham Worldwide Corporation, Shell Finco LLC, Carriage Hills Resort Corporation and Carriage Hills Hospitality Inc., counsel for <*> 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 14, 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 August 1, 2022 to March 31, 2023, 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 69% share of such fees and disbursements.

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.

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

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

TAB 2
EIGHTH 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")

EIGHTH REPORT OF THE RECEIVER
BDO CANADA LIMITED

April 14, 2023

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- Appendix R - Affidavit of Tim Duncan sworn April 4, 2023

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 affect 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' and the Resorts' Assets (collectively, the "Property"). Accordingly, pursuant to Amended and Restated Appointment Orders dated December 11, 2020, copies of which are attached hereto as Appendices 'A'

and 'B', BDO was appointed as receiver effective as at the Resort Closure Date.

- 1.1.6 Pursuant to the Claims Process and Bar Orders dated February 16, 2021, 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 ("Delinquent Accounts").
- 1.1.8 Pursuant to the Collection Plan Orders, Tim Duncan of Fogler Rubinoff LLP was appointed as the claims officer to assist with the determination of disputed delinquent Owner claims (the "Claims Officer").
- 1.1.9 Pursuant to the Approval and Vesting Orders dated May 27, 2021, 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) (the "Purchased Assets"). The Purchased Assets vested in and to Sunray Group of Hotels Inc. upon the filing of Receiver's Certificates on June 28, 2021.
- 1.1.10 Pursuant to the Omnibus Default Judgment Orders dated December 17, 2021 (the "Omnibus Default Judgment Orders"), the Receiver obtained default judgment against each of the Defaulting Subject Members detailed in the Default Judgment Reports in the cumulative amounts of \$14.29 million for the Hills Association and \$7.23 million for the Ridge Association. Copies of the Omnibus Default Judgment Orders are attached hereto as Appendices 'C' and 'D'.
- 1.1.11 Pursuant to the Claims Process Orders dated December 17, 2021 (the "Claims Process Orders"), the Receiver, with the assistance of Kroll Restructuring Administration LLC (formerly Prime Clerk LLC) (the "Claims Agent"), conducted the process set out in the Sixth Report of the Receiver dated December 3, 2021 to determine each Owners' entitlement to assert a claim to the Resorts' Assets (the "Ownership Claims Process"). Copies of the Claims Process Orders are attached hereto as Appendices 'E' and 'F'.
- 1.1.12 Pursuant to Interim Distribution Orders dated August 23, 2022 (the "Interim Distribution Orders"), the Receiver made an Interim Distribution to Claimants, subject to certain withholdings and Reserves and in accordance with the distribution methodology approved by the Court. Copies of the Interim Distribution Orders are attached hereto as Appendices 'G' and 'H'.
- 1.1.13 This eighth report of the Receiver (the "Eighth 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 Eighth Report is to request the following Orders in each proceeding:

- a) an Order (each, a “Claims Decisions Appeals Procedure Order”) approving and authorizing the process detailed herein to resolve appeals of the Claims Decisions.
- b) an Order (each, a “Owner Claims Dispute and Appeal Procedure Order”):
 - i. approving and authorizing the process detailed herein to resolve Dispute Notices of the Notice of Revisions or Disallowances of Claim (as such terms are defined herein) in the Ownership Claims Process;
 - ii. approving the appointment of The Honourable Laurence A. Pattillo as the Owner Claims Officer (as defined herein);
 - iii. authorizing the Receiver to assign a residency declaration to an ownership claim where such residency declaration has not been submitted by a Claimant; and
 - iv. approving and authorizing the extension of the Claims Bar Date to the Final Extended Claims Bar Date (as defined herein).
- c) an Order (each, an “Ancillary Order”):
 - i. approving this Eighth Report and the activities of the Receiver detailed herein;
 - ii. approving the Receiver’s interim statements of receipts and disbursements for the period January 6, 2021 to March 31, 2023 (the “Interim R&D(s)"); and
 - iii. approving the fees and disbursements of the Receiver, its legal counsel, Aird and Berlis LLP (“A&B”), its special legal counsel, Thornton Grout Finnigan LLP (“TGF”) and the Claims Officer as summarized herein and detailed in the supporting fee affidavits appended hereto.

1.3 Disclaimer

1.3.1 In preparing this Eighth 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 Eighth 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 Eighth Report may not be appropriate for any other purpose.
- 1.3.3 Except as otherwise described in this Eighth 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 in the glossary of terms which is attached hereto as Appendix 'I'.
- 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 seventh report of the Receiver dated August 10, 2022 (the "Seventh Report"), the Receiver has continued to administer the estates, including but not limited to:
- a) Administering the Ownership Claims Process including the review, processing and reconciliation of Claims submitted by Owners as well as matters related to distributions, Owner inquiries and Claim submission follow-ups;
 - b) Coordinating with the Claims Agent and their banking partner, Western Alliance Bank (and its division, Digital Disbursements (the "Banking Partner") to send emails to Claimants allowing them to select their preferred method of payment of their portion of the Interim Distribution;
 - c) Coordinating with the Claims Agent and the Banking Partner to facilitate the Interim Distribution made in October 2022 in accordance with the Ownership Interim Distribution Orders;
 - d) Coordinating with the Claims Agent and the Banking Partner to reissue the unsuccessful electronic payments from the Interim Distribution;
 - e) Coordinating with the Claims Agent and the Banking Partner to release portions of the Reserves in December 2022 and February 2023 established in accordance with the Interim Distribution Orders;
 - f) Coordinating with the Claims Agent and the Banking Partner to prepare for the release of additional Reserves which are anticipated to occur in or around late April 2023;
 - g) Coordinating with the Banking Partner for the reissuance of unsuccessful electronic payment attempts;
 - h) Issuing notices of revision or disallowances ("NORD") of Owner Claims on or around January 16, 2023 to Claimants in the Ownership Claims Process whose Claims were marked by the Receiver for revision or disallowance ("Initial NORD Recipients") and corresponded with such Claimants;
 - i) Responding to Claimant Dispute Notices with respect to the NORD's issued by the Receiver;
 - j) Coordinating the development of an online portal with the Claims Agent to administer Dispute Notices;

- k) Attending to a high volume of inquiries from Owners with respect to the Ownership Claims Process, the Interim Distribution, including payment thereof, the NORs and Dispute Notices;
- l) Corresponding with the Initial NOR Recipients and Claimants whose Interim Distribution payments were being reserved;
- m) Administering appeals of the Claims Decisions and responding to inquiries from appellants regarding same;
- n) Negotiating settlements with certain Subject Members with respect to the Receiver's Claims (as defined herein);
- o) Corresponding with and providing information to the Canada Revenue Agency (the "CRA") with respect to HST audits;
- p) Preparing and filing HST returns;
- q) Corresponding with and providing information to Powell Jones LLP ("Powell Jones") for the purposes of preparing the 2021 financial statements and tax returns;
- r) Engaging in discussions with Canadian ICR Limited and LJP Legal Services (collectively, the "Collection Agents") concerning the collection of outstanding accounts and remuneration owing with respect to the Delinquent Accounts; and
- s) Preparing and circulating frequently asked questions ("FAQ") documents on September 14, 2022 and February 17, 2023 to provide Owners with information related to the Interim Distribution and as a response to common Owner inquiries, copies of which are attached hereto as Appendices 'J' and 'K'; and
- t) Preparing this Eighth Report.

3.0 COLLECTION PLAN

3.1 Results

- 3.1.1 The table below summarizes the current results of the Receiver's Collection Plan for all Owners having Delinquent Accounts:

Summary of Collection Plan		
	Carriage Hills	Carriage Ridge
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	589,782	310,152
Discounts	263,438	225,412
Settlement setoffs	585,841	289,589

- 3.1.2 The adjusted claims of the Receiver in respect of the Delinquent Accounts (the "Receiver's Claims") total approximately \$16.54 million and \$8.35 million against the Delinquent Accounts of the Hills Association and the Ridge Association, respectively. In total, the Hills Association and Ridge Association net collections have amounted to \$589,782 and \$310,152, respectively, from the Receiver's Collection Plan. The settlements resulted in discounts of \$263,438 and \$225,412 being applied to the settled accounts for the Hills Association and the Ridge Association, respectively. Since the commencement of the Administration, over \$2 million has been collected in respect of Delinquent Accounts.

3.2 Delinquent Off-Sets

- 3.2.1 Pursuant to the Omnibus Default Judgment Orders, the Receiver obtained default judgments against each of the Defaulting Subject Members in the amounts set out in the Default Judgment Reports. The Receiver is entitled to set-off such amounts against any distributions to which the Defaulting Subject Members might otherwise be entitled.
- 3.2.2 As of the date of this Eighth Report, the Receiver has set off \$585,841 and \$289,590 from the Interim Distribution associated with the Hills Association and the Ridge Association, respectively. The Receiver anticipates that these numbers will increase as Delinquent Accounts are settled or adjudicated. The set off amounts are available for redistribution in the Ownership Claims Process.

3.3 Non-Subject Member Accounts

- 3.3.1 Non-Subject Members collectively owe, as at March 31, 2022, approximately \$1.91 million and \$3.11 million in the Hills Association and Ridge Association, respectively. Net collections from the Collections Agents total \$96,173 and \$54,661 in the Hills Association and the Ridge Association, respectively.
- 3.3.2 The Receiver is currently investigating potential realization methods for the balance of the Delinquent Accounts, including the Non-Subject Member accounts, in order to conclude realization efforts.

3.4 Claims Decisions

- 3.4.1 In early December 2022, the Claims Officer issued Claims Decisions with respect to 125 Disputed Claims. The total of the Receiver's Claims for these Claims Decisions is approximately \$1.12 million comprised as follows:

Claims Decisions	No. of Claims	Receiver's Claim (\$)
Hills	82	\$ 671,652
Ridge	43	444,388
Total	125	\$ 1,116,040

- 3.4.2 There are an additional 69 Disputed Claims containing total Receiver's Claims of \$607,103 for which the Claims Officer has yet to issue a Claims Decision. The Claims Officer has estimated the remaining Claims Decisions will be issued in May 2023.

3.5 Claims Decision Appeals

- 3.5.1 Pursuant to the Collection Plan Orders, Subject Members were entitled to appeal the Claims Decision within the applicable appeal period. The Receiver received 42 appeals from Subject Members (the "Claims Decision Appeals"). The Receiver's Claims for the Claims Decision Appeals total \$438,036 comprised of \$258,302 and \$179,735 in the Hills Association and Ridge Association, respectively.
- 3.5.2 The Collection Plan Orders require the Receiver to seek the direction of the Court in respect of the procedure for adjudicating the Claims Decision Appeals. As a result and given the number of appeals to be adjudicated, the Receiver attended two judicial case conferences in regard and consulted with counsel to certain of the Owners who were also encouraged to attend the case conferences.
- 3.5.3 As a result of the Receiver's consultation with the Court and counsel, the Receiver proposes the following adjudication process for the Claims Decision Appeals (the "Claims Decisions Appeals Procedure"):

- a) the Receiver will schedule and bring an omnibus motion for the adjudication of all Claims Decision Appeals;
- b) each Claims Decision Appeal will be heard separately by the Court via Zoom judicial videoconference and shall be allotted a maximum of 30 minutes of Court time;
- c) the Claims Decision Appeals will be grouped together, where applicable, by any common issues raised;
- d) each appeal will be based on the materials initially provided to the Claims Officer which shall be compiled, together with the decision of the Claims Officer and Notice of Appeal, by the Receiver and delivered to the Court and the Subject Member;
- e) the Receiver will serve a notice by electronic (where possible) or physical mailing of the date and time of the hearing of the relevant Claims Decision Appeal to the Subject Member;
- f) the Subject Member is not required to take any steps in respect of their appeal other than to attend the hearing at the scheduled time;
- g) in the event that a Subject Member does not appear for the scheduled hearing of their appeal, they will be deemed to have abandoned their appeal and the applicable Claims Decision will be deemed to be final and binding with no further right of appeal;
- h) costs may be awarded by the Court, in its discretion, against a Subject Member who loses their appeal; and
- i) Any decision made by the Court in respect of a Claims Decision Appeal will be final and binding on all interested parties. In the event that the Court dismisses any Claims Decision Appeal, in whole or in part, the Receiver will be entitled to judgment against the Subject Member equal to the sum of: (i) the Claims Decision (including any cost awarded by the Claims Officer) or any decision substituted for the Claims Decision by the Court on the appeal; plus (ii) any costs awarded by the Court on the appeal.

4.0 OWNERSHIP CLAIMS PROCESS

4.1 Continuing Review of Claims

4.1.1 The Receiver continues to review Claims submitted pursuant to the Claims Process Order in an effort to resolve discrepancies between the Claims submitted, the Associations' records and the ownership interests registered on title to the Associations' real property. The Receiver's review of Claims has included:

- a) Resolving duplicate or incomplete Claim submissions, including those not identified until after the issuance of the Seventh Report;
- b) Resolving deficiencies for incomplete, insufficient or illegible information by comparing Claims by the same Claimant or Claims against the same Equiant Account to identify missing information;
- c) Contacting Claimants in an attempt to resolve Requests for Amendment where there was either incomplete, insufficient or illegible supporting documentation to substantiate the Request for Amendment;
- d) Revising Claim information where the incorrect Interval details were included in the Claim after contacting the Claimants to verify the required information;
- e) Contacting Claimants to verify their residency status where same was not indicated in their Claim submission;
- f) Verifying the status of accounts with the Collection Agents;
- g) Investigating instances where Claims filed against an Interval exceed 100% of the ownership interest of such Interval. Where inconsistencies were identified, the land titles registry was reviewed to confirm the relevant ownership interests; and
- h) Correcting data input errors contained in certain Claims so that they could be processed for distribution.

4.2 Claim Submissions

4.2.1 A summary of the Claims submitted by the Extended Claims Bar Date (as defined below) as at February 27, 2023 is presented in the table below:

Claim Submissions (by review status)	Carriage Hills		Carriage Ridge		Total	
	# of Claims	# of Intervals	# of Claims	# of Intervals	# of Claims	# of Intervals
Accepted claims	16,159	6,765.2	7,060	3,020.9	23,219	9,786.1
Reserved claims	153	83.7	61	42.2	214	126.0
Partially disallowed claims	78	34.5	37	16.0	115	50.5
Subtotal	16,390	6,883.4	7,158	3,079.2	23,548	9,962.6
Fully disallowed claims	160	53.7	58	17.3	218	71.1
Total Claims Submissions	16,550	6,937.2	7,216	3,096.5	23,766	10,033.7

4.2.2 The preceding chart illustrates the following:

- a) 23,766 Claims were submitted in the Ownership Claims Process comprising a total of 10,033.66 Intervals;
- b) to date, there are 16,159 Claims (representing 6,765.2 Intervals) which have been accepted in the Hills Association and 7,060 Claims (representing 3,020.9 Intervals) which have been accepted in the Ridge Association;
- c) there are 231 Claims (representing 118.2 Intervals) in the Hills Association and 98 Claims (representing 58.2 Intervals) in the Ridge Association which are included in the Reserves or partially disallowed; and
- d) there are 160 Claims (representing 53.7 Intervals) in the Hills Association and 58 Claims (representing 17.3 Intervals) in the Ridge Association which have been fully disallowed by the Receiver.

4.2.3 There were 7 Additional Proofs of Claim submitted in the Ownership Claims Process, included in the total claim submissions reported above, all of which the Receiver anticipates will be disallowed.

4.3 Claims Submitted After Extended Claims Bar Date

4.3.1 In accordance with the Interim Distribution Orders, the Claims Bar Date was extended to August 23, 2022 (the "Extended Claims Bar Date") to allow for the acceptance of Claims filed between April 11, 2022 and August 23, 2022.

4.3.2 Notwithstanding the Interim Distribution Orders, the Receiver continues to receive Claim submissions even though the Extended Claims Bar Date has passed (the "Barred Claim Submissions"). In accordance with the Claims Process Orders, Barred Claim Submissions are forever prohibited from making a Claim against the Resorts' Assets and are not entitled to receive any distributions from the estate.

4.3.3 Claimants were required to provide the Receiver with the reason for their failure to file their Claim by the Extended Claims Bar Date. The reasons given by Owners varied, but Owners primarily asserted that they failed to understand or comply with the Ownership Claims Process.

4.3.4 The Receiver and the Claims Agent have received 265 Barred Claim Submissions, representing 41.18 and 22.41 Intervals in the Hills Association

and the Ridge Association, respectively. In accordance with the Interim Distribution Orders, the Reserves established by the Receiver included a placeholder for potentially late filed Claims totaling 160.84 Intervals in the Hills Association and 71.25 Intervals in the Ridge Association. If admitted, the Barred Claim Submissions would not have a material impact on any future distribution to Owners. Given that there are still Claims that remain unresolved, the Receiver is not yet in a position to issue a final distribution to Owners so there is no prejudice to admitting the Barred Claim Submissions.

- 4.3.5 The Receiver recommends that the Extended Claims Bar Date be further extended to April 24, 2023 (the “Final Extended Claims Bar Date”) to allow the Receiver to review, accept or disallow the Barred Claim Submissions but that no additional Claims be accepted after this date under any circumstances.

4.4 Notice of Revision and Disallowance

- 4.4.1 In accordance with the Claims Process Orders, a process was established for disallowing or revising Claims following review of the Claim by the Receiver. The salient points of the Claims Process Orders provide that:

- a) the Receiver is to deliver a NORD to the Claimant where a Claim is assessed as revised or disallowed together with a blank form of Dispute Notice;
- b) a Claimant who intends to dispute a NORD is required to deliver a Dispute Notice to the Claims Agent within 30 days after the date of the NORD (or such later date as the Receiver may agree to in writing or the Court may order); and
- c) where a Claimant fails to deliver a Dispute Notice in accordance with the Claims Process Order, the amount of such Claim is deemed to be as set out in the NORD.

- 4.4.2 On January 16, 2023, the Claims Agent sent NORDs with respect to 482 Claims. The Reserves held in respect of such Claims total \$533,614 and \$218,248 in the Hills Association and the Ridge Association, respectively. As the Receiver’s review of Claims remains ongoing, the Receiver anticipates that additional NORDs may be issued.

- 4.4.3 The Claims Agent designed and implemented, with the assistance of the Receiver, an online portal to administer Dispute Notices (the “NORD Portal”). Claimants could submit a Dispute Notice through the NORD Portal using the same Unique ID they used to submit their original Claim in the Ownership Claims Process. Claimants could also submit a Dispute Notice by completing a paper form and submitting it to the Claims Agent.

- 4.4.4 The Receiver received 125 Disputes Notices by the applicable deadline. The Reserves relating to the Disputed Claims total \$124,396 and \$70,768 in the

Hills Association and the Ridge Association, respectively. The Receiver has reviewed the Dispute Notices and has determined that 43 of them will be accepted while 23 will not be accepted. The remaining 59 Dispute Notices do not appear to be actual disputes but are acknowledgements of the Claimant's agreement with the NORD.

- 4.4.5 In accordance with the Claims Process Orders, the Receiver may attempt to consensually resolve and settle a Dispute Notice with the Claimant. In the event that the Receiver is unable to resolve a Dispute Notice, the Receiver proposes the following dispute resolution procedure (the "Owner Claims Dispute and Appeal Procedure"):
- a) the Receiver proposes that The Honourable Laurence A. Pattillo, formerly of the Ontario Superior Court of Justice, be retained by the Receiver to act as the claims officer to adjudicate any unresolved Dispute Notices received in the Ownership Claims Process (the "Owner Claims Officer"). The Honourable Laurence A. Pattillo recently retired from the Ontario Superior Court of Justice and was a contemporary to Justice Conway on the Commercial List. As such, he is very familiar with the issues involved in these types of proceedings and has a depth of experience in adjudicating claimant disputes. It is proposed that the Owner Claims Officer will be paid by the estates at a rate of \$850/hour and will keep track of his time on a case-by-case basis. A copy of the resume of The Honourable Laurence A. Pattillo is attached hereto as Appendix 'L';
 - b) at the Receiver's option, Disputed Claims in the Ownership Claims Process can be referred to the Owner Claims Officer who will decide each disputed Claim on the basis of the written record comprised of the NORD, the Dispute Notices and any ancillary documentation exchanged between the Receiver and the Claimant;
 - c) the Receiver shall provide notice to the Claimant as to whether a disputed Claim has been referred to the Owner Claims Officer or abandoned, within 7 days of it being referred or abandoned;
 - d) the Owner Claims Officer will have the power to make a costs award which, to the extent the Disputed Claim is denied, shall reflect the fees and disbursements incurred by the Owner Claims Officer in determining the validity and amount of the Disputed Claim on a solicitor and client basis;
 - e) the Receiver and the Subject Member will then have fifteen days to appeal the Owner Claims Officer's decision; and
 - f) any appeals will be adjudicated in the same manner as set out in Section 3.5 above.

4.5 Duplicate Claims

4.5.1 As set out in the Seventh Report, the Receiver advised that it would not inform each Owner of instances in which the Receiver removed a duplicate Claim that was inadvertently filed as this would have caused significant confusion on the part of Claimants and lead to increased administrative costs in communicating with each Claimant. However, the Receiver identified additional duplicate Claim submissions which were included in the calculation of the Interim Distribution which has resulted in the Receiver issuing NORs to disallow these duplicate Claims for future distribution purposes. To the Receiver's knowledge, no distributions have been made in respect of duplicate Claims.

4.6 Mortgages

4.6.1 Certain Owners' interests in the Real Property are subject to mortgages (collectively, the "Mortgagors") in favour of Carriage Hills Resort Corporation (the "Mortgagee"). The Mortgagee has advised that there are mortgages registered against 140.50 and 183.00 Interval interests in the Hills Association and Ridge Association, respectively.

4.6.2 In addition to the above, there are 115.67 and 153.92 Intervals in the Hills Association and the Ridge Association, respectively (the "Mortgage Intervals") pledged as security to the Mortgagee for which no Claims have been filed in the Ownership Claims Process. In accordance with the 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 those Mortgage Intervals up to the amount of the outstanding mortgage.

4.6.3 To date, the Receiver has made payments to the Mortgagee in respect of the outstanding mortgages in the amounts of \$506,857 and \$687,260 for the Hills Association and the Ridge Association, respectively.

4.7 Additional Mortgage Packages

4.7.1 In accordance with the Claims Process Orders, the Receiver provided Mortgagors with a mortgage package which included pre-populated Mortgage Information provided by the Mortgagee. Mortgagors were provided an opportunity to dispute the information contained in the mortgage package but, if an Owner did not file a dispute, they were deemed to have accepted the information contained in the mortgage package in all respects.

4.7.2 The Receiver identified that 14 Claimants were inadvertently omitted from the list of Mortgagors provided by the Mortgagee and thus were not provided mortgage packages. Once the error was discovered, the Receiver provided the Claimants with the appropriate mortgage packages and provided each with the opportunity to dispute the mortgage information contained therein. As a result, the Receiver received 2 additional mortgage disputes which need to be resolved.

4.7.3 The Receiver has provided the disputed mortgage information to the Mortgagee and has followed-up with the Mortgagee to understand the status of resolving the disputed mortgages. The Receiver will continue to reserve amounts for Claims subject to a mortgage until the mortgage disputes are resolved.

4.8 Residency Declaration

4.8.1 The Receiver received 22 Claims in the Hills Association and 6 Claims in the Ridge Association in which Claimants did not complete the declaration of residency section of their claim form prior to submitting their Claim. A declaration of residency was required in order to determine if a Claimant's Interim Distribution payment was subject to withholding taxes. The Receiver contacted these Claimants via email and telephone to confirm their residency declaration. Despite the Receiver's efforts, there remain 10 Claims in the Hills Association and 3 Claims in the Ridge Association where a declaration of residency has not been obtained.

4.8.2 The Receiver is not able to make a distribution to these Claimants without a residency declaration because of the potential tax consequences. The Receiver proposes that any Claimant who has not made a residency declaration should be deemed to be a tax resident of a jurisdiction other than Canada and subject to a deduction for withholding taxes. This will allow the Receiver to issue the Interim Distribution to these Owners less withholding taxes, which will be remitted to the CRA.

5.0 INTERIM DISTRIBUTION

5.1 Interim Distribution Payments

- 5.1.1 Pursuant to the Interim Distribution Orders, the Court approved an interim distribution (the "Interim Distribution") in the amount of \$31,473,804 and \$15,465,205, including Reserves, to Claimants in the Hills Association and Ridge Association, respectively, as illustrated in the following table:

Court-Approved Interim Distribution				
	Carriage Hills		Carriage Ridge	
Not Reserved	\$	27,094,386	\$	13,366,640
Reserves		4,379,418		2,098,565
Total	\$	31,473,804	\$	15,465,205

- 5.1.2 Following the approval of the Interim Distribution by the Court, the Receiver identified that Claims totaling \$50,355 and \$128,894 in the Hills Association and the Ridge Association, respectively, should not be distributed but should be reserved as they were not fully resolved. This reduced the amount of the Interim Distribution payment to \$27,044,030 and \$13,237,746 in the Hills Association and the Ridge Association, respectively (the "2022 Distribution"), as illustrated in the chart below:

2022 Distribution	Carriage Hills		Carriage Ridge	
	# of		# of	
	Payments	\$ of Payment	Payments	\$ of Payment
Owner Payments Issued	14,452	26,041,109	6,386	12,452,452
Owners with Zero Balances	453	-	203	-
Subtotal	14,905	26,041,109	6,589	12,452,452
Withholding taxes	690	507,023	183	153,450
Mortgages	205	495,898	248	631,843
Total Payment		\$27,044,030		\$ 13,237,746

- 5.1.3 The following process was used to prepare and issue the 2022 Distribution:
- a) the Claims Agent sent an email to all Claimants (for which a valid email address has been provided) entitled to an Interim Distribution (the "Distribution Claimants") on or about August 30, 2022 instructing them to select a preferred payment method by September 30, 2022. If no preferred payment method was selected by the deadline, the preferred payment method was defaulted to cheque sent via regular mail;
 - b) the Banking Partner, together with the Receiver, reviewed the payment selections for evidence of fraud but did not identify any potential fraudulent activity;
 - c) the Banking Partner initiated the 2022 Distribution on or about October 14, 2022; and

- d) the Claims Agent sent a statement via email to all Distribution Claimants (for which a valid email address has been provided), on or about October 14, 2022, detailing the 2022 Distribution payment they were entitled to receive. Claimants that did not provide an email address were sent a statement via regular mail.

- 5.1.4 The Banking Partner provided several preferred payment method options for Owners. The three most popular methods of preferred payment selected were: Interac electronic transfer (7,882 payments or 40.9%), direct deposit or wire transfer (7,041 payments or 36.6%) and paper cheque (3,339 payments or 17.3%). The chart below summarizes the selected options:

Selected Payment Methods	# of		\$ of Payment
	Payments	Payments	
Cheques - CDN	3,197	16.6%	\$ 5,569,648
Cheques - USD	142	0.7%	142,231
Subtotal - Cheques	3,339	17.3%	5,711,878
Electronic - CDN	14,561	75.6%	25,758,985
Electronic - USD	1,364	7.1%	1,851,430
Subtotal - Electronic	15,925	82.7%	27,610,415
Total	19,264	100.0%	\$33,322,293

5.2 Unsuccessful Payments

- 5.2.1 Shortly after the 2022 Distribution was initiated, the Receiver was advised that a number of the payments made by cheque were rejected when the Distribution Claimant attempted to negotiate them. The Claims Agent investigated and identified that an automated security verification by the Bank of Montreal was the cause of these rejections. There were 445 rejected cheques before the matter could be addressed to prevent further cheque rejections. The Banking Partner re-issued these cheques to all impacted Distribution Claimants on or around October 31, 2022.
- 5.2.2 The Receiver was advised by the Banking Partner that certain electronic payments were also unsuccessful. Due to the volume of unsuccessful payments, the Receiver initiated a second-chance process whereby Distribution Claimants having unsuccessful payments could either reattempt the same preferred payment method or select an alternative payment method. If payments remained unsuccessful following the second-chance process, the Banking Partner proceeded to issue the unsuccessful payments by cheque sent via regular mail.

6.0 RESERVES

6.1 Release of Reserves

- 6.1.1 Pursuant to the Interim Distribution Order, the Receiver established Reserves totaling \$11.38 million and \$5.60 million for the Hills Association and the Ridge Association, respectively. As detailed in the Seventh Report, the Reserves were established in respect of, inter alia, unresolved Claims and mortgages and a general reserve to finalize the proceedings.
- 6.1.2 The Receiver has released funds from the Reserves totaling \$1.85 million and \$1.12 million for the Hills Association and the Ridge Association, respectively in December 2022 and February 2023 (the "Reserve Batches") as Claims have been resolved. The Receiver is in the processing of preparing to release the third batch of payments from the Reserves in the amounts of \$475,252 and \$202,256 for the Hills Association and the Ridge Association, respectively. A summary of the Reserve Batches are illustrated in the chart below:

<i>(in CAD \$ 000s)</i>	December 2022		February 2023		April 2023		Total	
	Hills	Ridge	Hills	Ridge	Hills	Ridge	Hills	Ridge
Total Payments to Owners	\$ 997	\$ 616	\$ 792	\$ 439	\$ 449	\$ 197	\$ 2,238	\$ 1,253
Payment to Mortgagee	-	-	8	55	10	3	18	58
Payment for Withholding Taxes	36	6	18	4	17	2	71	12
Total Reserve Release Payments	\$ 1,034	\$ 622	\$ 818	\$ 499	\$ 475	\$ 202	\$ 2,327	\$ 1,323

- 6.1.3 The process for preparing and issuing the Reserve Batches was similar to the method used to facilitate the 2022 Distribution and will be used again to affect the payment of the upcoming third batch of payments.

6.2 Unsuccessful Payments

- 6.2.1 Similar to the 2022 Distribution, the Receiver was advised by the Banking Partner that certain electronic payments of the Reserve Batches were unsuccessful. The Banking Partner has worked with Owners to reissue electronic payments, as necessary.
- 6.2.2 The Receiver did not initiate a second-chance process for unsuccessful Reserve Batch payments due to the low volume of transactions which made it more practical to re-issue all unsuccessful electronic payments via cheque.
- 6.2.3 The Receiver has received requests from Owners to re-issue cheques that were not received and therefore considered lost in transit. In addition, certain Owners in jurisdictions outside Canada and the US have experienced difficulties in depositing cheques and requested that payment be re-issued using an alternative payment method. The Receiver has facilitated these requests where possible and anticipates the need for other periodic re-issuance of cheques in similar circumstances.

6.3 Future Distributions

- 6.3.1 The remaining Reserves are approximately \$8.92 million and \$4.28 million for the Hills Association and the Ridge Association, respectively. The Reserves include specific Claim reserves of \$1.92 million and \$771,740 for the Hills Association and the Ridge Association, respectively.
- 6.3.2 The remaining Reserves relating to specific Claims include:
- a) A small number of Requests for Amendments which have not yet been resolved;
 - b) Instances where the Claims filed against an Interval exceed 100% of the ownership interest of such Interval;
 - c) Claims of Owners with Delinquent Accounts which have disputed the Receiver's Claim and for which the Claims Officer has yet to issue a Claims Decision ("Disputed Receiver's Claims");
 - d) Mortgage Amendment requests which remain unresolved;
 - e) Instances where a Claimant has not declared their residency for tax purposes; and
 - f) Intervals where at least one claim is subject to a NORD, necessitating the reserve of all Claims associated with that Interval until the dispute is resolved.
- 6.3.3 The Receiver is working to release funds from the Reserves by:
- a) Addressing Claims with unique or extenuating circumstances requiring a customized response by the Receiver;
 - b) Addressing apparent errors in the Resorts' records which have been confirmed by the Receiver from a review of the land registry;
 - c) Corresponding with the Claims Officer regarding the Disputed Receiver's Claims;
 - d) Corresponding with the Mortgagee concerning mortgage disputes and the process for resolving same;
 - e) Seeking direction from the Court concerning the outstanding tax residency declarations; and
 - f) Attempting to settle Dispute Notices where appropriate.
- 6.3.4 The release payments from the Reserves will continue to be processed in batches for cost efficiency. The current time between releases of payments from the Reserves is approximately two to three months. It is anticipated that

the payment selection window and payment options for these future payments will be administered in a similar manner as the Reserve Batches.

- 6.3.5 It is the Receiver's current intention to only make one final distribution of all remaining funds at the conclusion of the proceeding due to the costs involved in administering a distribution. There are several matters to be completed before the Receiver will be able to calculate and administer the final distribution, as the amount of such distribution is contingent on the outcome of the following:
- a) Realizations resulting from the Delinquent Accounts;
 - b) The remaining Claims Decisions;
 - c) Resolution of all appeals to the Claims Decisions, including any appeals to outstanding Claims Decisions;
 - d) Resolution of all Dispute Notices, including any Dispute Notices from NORDs not yet issued;
 - e) Processing of all Claims received up to the Final Extended Claims Bar Date and resolution of any NORDs and Dispute Notices related to same, if applicable; and
 - f) Resolution of all mortgage disputes between the Mortgagee and the Mortgagor.

7.0 INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

7.1 Interim R&D

- 7.1.1 A copy of the Receiver's Interim R&Ds for the Hills Association and the Ridge Association are attached hereto as Appendix 'M' and Appendix 'N', respectively. As presented therein, as at March 31, 2023 the Receiver held \$9.09 million and \$4.55 million in trust for the Hills Association and the Ridge Association, respectively.
- 7.1.2 Of these amounts, the Receiver has currently invested approximately \$9.04 million and \$4.46 million from the Hills Association and the Ridge Association, respectively, in GICs (as defined herein).
- 7.1.3 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.

7.2 Guaranteed Investment Certificates

- 7.2.1 On July 8, 2022, the Receiver re-invested \$38.390 million and \$18.925 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 1.70%.
- 7.2.2 Since the date of re-investment, July 8, 2022, the Receiver has partially redeemed \$29.35 million and \$14.47 million from the Hills Association's and the Ridge Association's respective GICs. The partial redemptions were primarily used to fund the Interim Distribution and professional fees.

8.0 OTHER MATTERS

8.1 Financial Statements

- 8.1.1 The Receiver engaged Powell Jones to compile financial information and tax returns for the fiscal year ended December 31, 2021. The Receiver posted the 2021 financial statements to the Receiver's case website at the beginning of September 2022 and included notification that the financial statements were accessible in the FAQ dated September 14, 2022. The tax returns for the fiscal year ended December 31, 2021 were filed on August 24, 2022.

8.2 HST Audits

- 8.2.1 Upon the issuance of the 2020 financial statements, the Receiver prepared filings to recover the HST (i.e. input tax credits ("ITCs")) previously remitted by the Associations to the CRA for uncollectible delinquent accounts ("HST Refund Returns"). The HST Refund Returns, which were subject to review and audit by the CRA, amounted 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 engaged with CRA regarding their information requests to support the HST Refund Returns and provided all information which was readily available. On November 29, 2022 the CRA issued a notice of assessment with respect to the Ridge Association approving the Ridge HST Refund Return in the amount of \$485,847, inclusive of interest. On December 1, 2022 the CRA issued a notice of assessment with respect to the Hills Association approving the Hills HST Refund Return in the amount of \$944,699, inclusive of interest. The refunds claimed in the HST Refund Returns have been received by the Receiver.

8.3 HST Liability

- 8.3.1 The Receiver has continued to collect amounts from Delinquent Accounts after January 31, 2022 through the Collection Agent and through account settlements. In addition, the Receiver has offset Interim Distribution payments against Delinquent Accounts, where applicable. CRA has accepted and paid amounts to the Receiver pursuant to the HST Refund Returns on the basis that such amounts were uncollectible. As a result, any collections from Delinquent Accounts after January 31, 2022 or offsets applied against Delinquent Accounts will include an implicit portion of HST which will need to be remitted to CRA.
- 8.3.2 As at February 28, 2023, the amount of HST owed to the CRA as a result of collections subsequent to January 31, 2022 is approximately \$45,000 in the Hills Association and approximately \$20,000 in the Ridge Association.

9.0 PROFESSIONAL FEES

9.1 Receiver and Counsel

- 9.1.1 The Receiver's fees for the period August 1, 2022, to March 31, 2023 are detailed in the affidavit of Matthew Marchand, sworn April 13, 2023 attached hereto as Appendix 'O'. The fees for the period encompass 2,004.5 hours at an average hourly rate of approximately \$437.80, for a total of \$877,570.50, prior to disbursements of \$3,832.56 and applicable taxes of \$114,582.42. The Receiver is requesting that the Court approve its total fees and disbursements, inclusive of applicable taxes, in the amount of \$995,985.48.
- 9.1.2 The fees and disbursements of the Receiver's counsel A&B for the period August 1, 2022 to March 31, 2023 are detailed in the affidavit of Sanjeev Mitra, sworn March 14, 2023 attached hereto as Appendix 'P'. The fees of A&B for the period encompass 116.30 hours at an average hourly rate of approximately \$691.60, for a total of \$80,468.50 prior to disbursements of \$640.00 and applicable taxes of \$10,460.94. The Receiver is requesting that the Court approve A&B's total fees and disbursements, inclusive of taxes, in the amount of \$91,569.44.
- 9.1.3 The fees and disbursements of the Receiver's special counsel TGF for the period August 1, 2022 to March 31, 2023 are detailed in the affidavit of Leanne Williams, sworn April 13, 2023 attached as Appendix 'Q'. The fees of TGF for the period encompass 113.1 hours at an average hourly rate of \$707.43, for a total of \$75,675.00 prior to disbursements of \$251.68 and applicable taxes of \$9,869.33. The Receiver is requesting that the Court approve TGF's total fees and disbursements, inclusive of taxes, in the amount of \$85,796.01.
- 9.1.4 The fees and disbursements of the Claims Officer for the period December 15, 2021 to December 19, 2022 are detailed in the affidavit of Tim Duncan, sworn April 3, 2023 attached as Appendix 'R'. The fees of the Claims Officer for the period encompass 184.19 hours at an average hourly rate of \$338.31, for a total of \$62,312.60 prior to disbursements of \$502.22 and applicable taxes of \$8,165.93. The Receiver is requesting that the Court approve the Claims Officer's total fees and disbursements, inclusive of taxes, in the amount of \$70,980.75.
- 9.1.5 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 save and except for the Claims Officer's fees, which fees have been allocated to each Association, pursuant to the Collection Plan Orders, based upon the time incurred by the Claims Officer in addressing the Disputed Claims of each Association.

10.0 RECOMMENDATIONS

10.1 Requests for Orders

10.1.1 The Receiver requests that the Court grant:

- a) the Claims Decisions Appeals Procedure Orders;
- b) the Owner Claims Dispute and Appeal Procedure Orders; and
- c) the Ancillary Orders.

All of which is respectfully submitted this 14th day of April, 2023.

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.

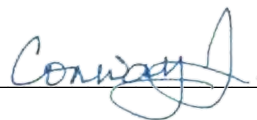
28. **THIS COURT ORDERS** that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of Carriage Hills.

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.

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

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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Toronto-Dominion Centre
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Toronto, ON M5K 1K7

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Fax: 416-304-1313

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.

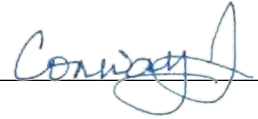
28. **THIS COURT ORDERS** that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of Carriage Ridge.

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.

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

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 ff 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

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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
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126085014733 SCHULTZ, JOHN	29268.5875
126085019478 BUTTON, TERRY	29273.1275
126085013963 HILL, RANDOLPH K	29373.6475
126085019588 HOSEIN, RICARDO	30390.85083
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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
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*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

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*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.

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

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
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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
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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
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250251007474 KROPF, MERLEN	3839.05875
250251007517 HUGHES, ANTHONY	3839.05875
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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
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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
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250251103557 MITCHELL, DIANE	3984.61875
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250251000694 PUGH, LAURI	4070.94875
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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
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250251008238	HOPKINS, DIANA MARIE	6090.97125
250251004309	ALTOMARE, FRANK	6101.28375
250251002891	MACCARONE, FRANK	6140.99125
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250251004705	PEPELNAK, JOSEPH	6237.37625
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250251001607	GAGNE, TERRY	6312.11375
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250251005390	DONNELLY, BELINDA	6323.6775
250251005507	NABI, DAVID	6323.6775
250251005823	MEHMET, JOHN	5323.6775
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250251000171	HOILETTE, KAREN	6351.965
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250251000524	CEPEDA, HUGO	6353.9425
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250251002020	STOREY, DAVID	6353.9425

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250251006915	BLACK, SUSANNA	6353.9425
250251007285	CAREW, DARRELL	6353.9425
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250251002217	AYRES, DAVID	6399.97125
250251002639	WATKINS, RICHARD	5399.97125
250251003577	HAYES, WAYNE	6399.97125
250251004258	SHEK, JEFFREY K F	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
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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
250251003650	POORANACHANDRAN, MAYOORA	6603.4425
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250251002329	WILSON, DAVID	6820.7
250251007405	MILLER, BEVERLY	6885.18625

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250251004659 ARTZ-IFFLAND, KATHLEEN	7309.515
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250251006101 MONGIAT, FERNANDO	8829.115
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250251004916 CROSSLAND, MELISSA	8860.27
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250251007647 MCCLELLAN, COLIN	8900.70125
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250251008470 CLONTZ, GEORGINE	11574.26375
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250251007714 CHITAN, KAREN	11788.83125
250251001980 GOLDEN, RONALD TROY	11788.8625
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250251003088 MAYLED, OLIVA	11788.8625
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250251003744 PARK, ELIZABETH	11788.8625
250251003794 DASRATH, RAJMATIE LEILA	11788.8625
250251003899 BRUNI, SERINA	11788.8625
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250251003843 REDGERS, MICHAEL	13327.3025
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250251006380 SA, KAREN	13439.42375
250251006436 BIRD, GLENN	13439.42375
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250251003217 MATTELL, RANDALL	13955.70375
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250251004114 KILBRIDE, KENISE	14144.81875
250251003770 PATERSON, LOUISE CHARLES	14344.93
250251001111 HOLMSTROM, MELISSA	14346.6025
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250251003497 VECCHI, TONY	14346.6025
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250251005294 BAKER, MICHAEL	15297.1775
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250251005041 SAUDER, CAMERON	15658.9825
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250251006556 NICHOLS, JENNIFER	16704.7575
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250251005128 GRAFE, JACKIE	18176.39875
250251006075 RAMRAYKA, DEVAN	18194.69875
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250251000760 TORCATO, JOE	23896.4975
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250251001166 KELLEY, PETER	27088.56625
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250251001546 LAVIOLETTE, GENE	28258.42625
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250251003187 WATSON, ELIZABETH	28537.99375
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250251003368 CHRISTIE, LES	30181.82625
250251003534 JETHMALANI, SAILESH	30181.82625
250251004179 NEHER, KRISTA	30519.82625
250251005872 FUNK, RENE	30591.37875
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250251000318 LEE, BEVERLEY	32580.7725
250251007293 MANTZ, ROBERT	32873.3325
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250251001714 BALASUNDARAM, CHRISTIE	33059.22125
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250251002604 FRANKLIN, CARLTON	35414.43
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
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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
<hr/>		
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
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181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

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Tel: (416) 865-3085
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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*

**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

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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 16TH 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 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: BDOCarrigeHills@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.

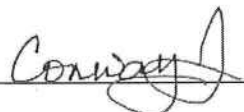
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EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

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*

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: BDOSCarriageRidge@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.

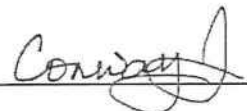
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EFFECT, RECOGNITION AND ASSISTANCE OF OTHER COURTS

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**

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 G



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM)
JUSTICE CONWAY)
TUESDAY, THE 23RD DAY
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 HILLS VACATION
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 Hills Vacation Owners Association (the “**Applicant**”) and all the lands and premises on which the Applicant operates 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 *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 Wyndham Worldwide Corporation, Shell Finco LLC, Carriage Hills Resort Corporation and Carriage Hills Hospitality Inc., and 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 August 12, 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, save and except for those arising out of any gross negligence or wilful misconduct on the Receiver's part.

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 42.309% (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 Ridge 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 69% 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 Ridge 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 69% 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 Ridge 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 69% 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 HILLS VACATIONS OWNERS ASSOCIATION

Applicant

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

**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 Hills
Vacation Owners Association*

APPENDIX H



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM)
JUSTICE CONWAY)
TUESDAY, THE 23RD DAY
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 Wyndham Worldwide Corporation, Shell Finco LLC, Carriage Hills Resort Corporation and Carriage Hills Hospitality Inc., and 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 August 12, 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, save and except for those arising out of any gross negligence or wilful misconduct on the Receiver's part.

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*

APPENDIX I

APPENDIX 'I'
GLOSSARY OF TERMS

"Additional Proof of Claim" means the proof of claim to be completed and filed by an Owner setting forth their Claim based on facts other than those set out in the Owner Information;

"Claim" means the right of any Owner to an interest in the assets of the Applicant;

"Claims Decision" means the decisions rendered by the Claims Officer in accordance with the Collection Plan Orders dated February 16, 2021;

"Claimant" means any Owner asserting a Claim, and includes the transferee or assignee of a Claim, transferred and recognized as a Claimant in accordance with paragraphs Error! Reference source not found. and Error! Reference source not found. of the Claims Process Orders dated December 17, 2021, or a trustee, executor, or other person acting on behalf of or through such Owner;

"Claims Bar Date" means April 11, 2022 at 5:00pm (ET);

"Default Judgment Report" means one or more reports prepared by the Claims Officer setting out its recommendations as to the quantum of any default judgments to be issued in respect of any undefended Receiver's Claims;

"Defaulting Subject Members" means any Subject Member who fails to conclude a settlement and/or dispute the Receiver's Claim by the applicable deadline;

"Dispute Notice" means a written notice delivered to the Claims Agent by a Claimant who has received a Notice of Revision or Disallowance of that Person's intention to dispute such Notice of Revision or Disallowance and the reasons for the dispute;

"Disputed Claims" means a Receiver's Claim which has been formerly disputed in accordance with the Collection Plan Orders dated February 16, 2021;

"Interim Distribution" means the distribution approved and authorized pursuant to the Interim Distribution Orders dated August 23, 2022;

"Interval" means the certain period of time purchased by an Owner to use the Hills Resort;

"Mortgage Amendment" means an Owner's request for an amendment to the Mortgage Information;

"Mortgage Information" means a written or digital statement of the details relating to, and any amounts outstanding to, the Mortgagee as provided to the Claims Agent by the Mortgagee, as such information may be amended by a Mortgage Amendment;

"Non-Subject Members" means a member of the Associations who owes a debt to the Associations that is the subject of either i) a legal proceeding for the collection thereof already commenced by the filing of a claim or ii) a payment plan agreed to between the member and the Applicant's collections agent, where the member is not in default under such plan, or whom otherwise is the subject of bankruptcy or proposal proceedings;

“Owner Claim” means the Claim asserted by an Owner;

“Owner Information” means a written or digital statement of the ownership interest of an Owner in the Associations’ real property, as such information may be amended by a Request for Amendment that is accepted by the Receiver and/or the Claims Agent;

“Receiver’s Collection Plan” means The Receiver’s process for pursuing payment from the Delinquent Accounts, as approved in the Collection Plan Orders dated February 16, 2021;

“Reserves” means the reserves set as in section 5.3 of the Seventh Report as approved pursuant to the Interim Distribution Orders dated August 23, 2022;

“Request for Amendment” means an Owner’s request for an amendment to the Owner Information; and

“Subject Members” mean members of the Associations from whom the Receiver seeks payment pursuant to this Receiver’s Collection Plan, for greater certainty, excludes any member to, and only to, the extent they are a Non-subject Member.

APPENDIX J



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BDO Canada Limited
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Frequently Asked Questions (FAQ)
Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association
September 14, 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**”).

On August 23, 2022, the Court issued an order (the “**Interim Distribution Order**”) approving an interim distribution (the “**Interim Distribution**”) to Owners as set out in the Receiver’s seventh report to the Court dated August 10, 2022 (the “**Seventh Report**”).

In accordance with the Claims Process Order and the Interim Distribution Order, the Receiver engaged Prime Clerk LLC, now known as Kroll Restructuring Administration LLC (“**Kroll**”), to assist with the administration of the Ownership Claims Process and the Interim Distribution.

To provide Owners with an update regarding the status of the Ownership Claims Process and the Interim Distribution, 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 will the Interim Distribution be made to Owners?

The Interim Distribution is anticipated to be paid on or about October 12, 2022. This date follows the 30-day period during which Owners may select their preferred payment option for the Interim Distribution payment, as discussed later in this FAQ.

Claims not yet admitted and subject to further review will be paid after the claims under review are resolved. Until such time, a reserve will be held for such claims. The Receiver is continuing to review claims to resolve outstanding issues. The Receiver anticipates completing periodic payments (monthly) of the Interim Distribution to those Owners with claims under review commencing in November 2022.

2. How will the Interim Distribution be made?

Owners eligible to receive the Interim Distribution were sent an email from Kroll with a web link for selecting a preferred payment option on or around August 31, 2022. Owners whose claim(s) are subject to further review will not receive an email to select their preferred payment option until the review of their claim is completed.

The Receiver will utilize the services of Kroll and their banking partner, Western Alliance Bank (“**WA Bank**”) to process the Interim Distribution payments.

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. There will not be an option to select payment in an alternative currency.

Owners who do not have a valid email address associated with their claim will receive payment via cheque and will not have the option of selecting a different payment method.



3. I cannot locate the email containing the preferred payment option web link. How do I request the link to be re-sent?

Owners are requested to re-check the email address listed in their claim submission. Many Owners use multiple email addresses and it is possible that communications are being sent to an email address provided to the Receiver which differs from the email address being checked. Owners should also check junk and spam folders if the email cannot be located in an inbox.

Owners can contact the Kroll call centre (contact details later in this FAQ) to request their unique web link be re-sent to select a preferred payment option. For security purposes, the unique web link can only be re-sent to the email address associated with the claim.

4. What is my routing number (if selecting an electronic method of payment)?

A routing number is a nine-digit number used to process electronic methods of payment. For Canadian bank accounts, your routing number should be entered in the following format:

“0” + Institution Number (3 digits) + Transit/Branch Number (5 digits) (e.g. 099912345).

Note: An eight-digit number is also accepted if provided in the following format:

Transit/Branch number (5 digits) + "-" + Institution Number (3 digits) (e.g. 12345-999)

Claimants are encouraged to obtain the assistance of their own financial institutions to verify their routing number information. Neither the Receiver nor Kroll can advise claimants of their routing number.

5. I haven't received the preferred payment web link. Alternatively, I have received the web link, but I cannot select any of the options. Will I still receive the Interim Distribution?

Yes. If no preferred payment option is selected, your Interim Distribution payment will be issued by cheque. The cheque will be sent via standard mail.

Owners are encouraged to select a digital payment option as the administration of cheque payments is expensive relative to other options. In addition, the Receiver will not re-issue cheques which are lost or otherwise undelivered until 180 days after the date of the cheque.

Owners who require technical assistance with the preferred payment options may contact the Kroll call centre (contact details later in this FAQ).

6. Will I receive a statement detailing the Interim Distribution and deductions related to my account?

Yes. Owners will be sent a statement detailing the composition of their Interim Distribution payment on or around the date the payment will be made. This statement will not include the cost associated with the selected preferred payment option but will detail all other amounts deducted (please see question 7 relating to deductions).

7. The amount I am shown to receive is less than the per interval distributions shown in the FAQ dated August 26, 2022. Why?

The amount of the Interim Distribution is subject to the deduction of withholding taxes, mortgage obligations and delinquent account balances owing to the Carriage Resort. Owners will be sent a statement detailing the composition of their Interim Distribution payment on or around the date the payment will be made.

8. Why is the review of my claim not completed?

Claims may be subject to further review because Owners have requested an amendment to the information, there are inconsistencies with the information in claims, or their claim conflicts with the claims made by other Owners. You may receive requests for further information from the Receiver and/or Kroll required to process your claim(s). Please respond to such inquiries as quickly as possible so the Receiver can process your claim and issue an interim distribution.

Claim reviews continue to be performed by the Receiver. The Receiver cannot provide estimates on the timeframe for addressing individual claims. Owners with claims subject to further review should await instructions from the Receiver or Kroll in addressing their claim.

Claim review will not be conducted in real-time. Owners should not contact the Receiver or the Kroll call centre expecting that a representative will be able to finalize their claim.

9. I did not file a claim in the Ownership Claims Process. How do I submit a claim?

All Owners were directed to submit their claims by 5:00 p.m. (Toronto time) on April 11, 2022 (the “**Claims Bar Date**”), which date was subsequently extended by the Court to August 23, 2022 pursuant to the Interim Distribution Order. The Claims Bar Date has passed. Any Owner (or other claimant) who did not submit their claim by the Claims Bar Date:

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

The Receiver has no authority to admit claims after the Claims Bar Date nor extend the Claims Bar Date further to permit acceptance of any unfiled claims. Therefore, unless the Court’s approval is obtained, no additional claims will be entitled to participate in distributions from the Carriage Resort including the Interim Distribution.

The admittance of any further claims after the Claims Bar Date would require Court approval. Owners may submit a claim (in the proper form) to the Receiver including an explanation for submitting the claim after the Claims Bar Date. At a future Court hearing concerning distributions from the Carriage Resort, the Receiver will seek the Court’s direction regarding how post-Claims Bar Date submissions be treated and whether they should be admitted.

10. I realize I did not claim my full ownership interest on my claim. Can I increase my ownership interest on my claim?

No. The Interim Distribution approved by the Court was based on all submissions as at the Claims Bar Date. A modification to a claim to increase an ownership interest will now be treated as a new claim and is subject to the same restrictions detailed in FAQ #9.

The Receiver will seek the Court’s direction regarding how post-Claims Bar Date submissions will be treated and whether they should be admitted.



11. How do I update my contact information (mailing address or email address)?

Requests for updates to contact information that have been sent to the Receiver on or before September 9, 2022 will be processed. All requests to update contact information after this date should be directed to the Kroll call center. Please be prepared to provide details of your claim for security verification purposes.

Be aware there is a transition period for updating your email address in all databases. Owners may continue to receive emails from the Receiver at their old email address until the transition is complete.

12. When will the 2021 Financial Statements be available?

A compilation level engagement was performed by Powell Jones LLP for both the Carriage Hills Vacation Owners Association 2021 Financial Statements (the “**CHVOA 2021 Financial Statements**”) and the Carriage Ridge Owners Association 2021 Financial Statements (the “**CROA 2021 Financial Statements**”).

The CHVOA 2021 Financial Statements and the CROA 2021 Financial Statements have now been posted to the Receiver’s case website.

13. I would like to speak to a representative to answer my questions. Who can I contact?

The Kroll call center will be re-opened on September 16, 2022. Kroll can be contacted 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@ra.kroll.com

When contacting Kroll, please be sure to have your name, Equiant ID, mailing address and/or email address available for security validation purposes.

Note that Kroll will not be able to answer questions about the interim distribution calculation methodology nor the timing or amount of any future distributions. The Kroll call centre is intended to assist claimants with payment method selection and updating contact information.

14. 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



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
February 17, 2023

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 Orders dated December 17, 2021 (the “**Claims Process Orders**”).

On August 23, 2022, the Court issued orders (the “**Interim Distribution Orders**”) approving an interim distribution (the “**Interim Distribution**”) to Owners as set out in the Receiver’s seventh report to the Court dated August 10, 2022 (the “**Seventh Report**”).

In accordance with the Claims Process Orders and the Interim Distribution Orders, the Receiver engaged Kroll Restructuring Administration LLC (“**Kroll**”) (formerly Prime Clerk LLC), to assist with the administration of the Ownership Claims Process and the Interim Distribution.

To provide Owners with an update regarding the status of the Ownership Claims Process and the Interim Distribution, 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. The prior FAQ dated September 14, 2022 indicated payment would be made on or about October 12, 2022 but I have not received a payment. Why?

Only admitted claims where the Receiver’s review was complete were paid on or about October 12, 2022. Claims not yet admitted or subject to further review will be paid where appropriate after the claims review is complete. Until such time, a reserve will be held for these claims.

Since the initial Interim Distribution, the Receiver has continued to review claims resulting in a release of certain reserved Interim Distribution amounts in December 2022 and February 2023.

2. Why is the review of my claim not complete?

Claims may be subject to further review for a number of reasons, including because Owners have requested an amendment to their proposed claim, there are inconsistencies with the information in the claim, or their claim conflicts with the claims made by other Owners. In some cases, the Receiver may not be able to reconcile a claim which will have resulted in the Receiver issuing a Notice of Revision or Disallowance of Claim (“**NORD**”). Any claims subject to a NORD will not be accepted until the dispute period for the NORD has elapsed. NORDs are discussed in **FAQ#12**.

3. I have not received an Interim Distribution payment but a co-owner of the same interval (e.g. spouse, family member, friend, etc.) has received a payment. Why?

Claims for the same Equiant Account Number or intervals were not reviewed at the same time and are subject to separate review. Even if information provided with the claims submissions was similar, there may still be a need to gather additional information or documents related to one or more of the claims.



The Interim Distribution Statements issued by the Receiver (discussed in **FAQ#7**) can be used to track which Interim Distribution payments have been made to Owners.

In some cases, the Receiver will be unable to release Interim Distributions to Owners with the same Equiant Account Number if one of the Owners has a disputed claim. This is because the disputed claim may affect the Interim Distribution to the related Owners.

4. How will I know when my claim review is complete and when I will be receiving an Interim Distribution payment?

Owners will receive an email from Kroll containing a web link which allows Owners to select a preferred payment option when the review of their claim is complete. Owners whose claim(s) are subject to further review will not receive an email to select their preferred payment option until the review of their claim is completed.

Interim Distribution payments will be made in batches to avoid additional costs. The Receiver anticipates payment batches will be processed approximately every 2 to 3 months.

5. I didn't receive the preferred payment web link. When will I receive that link?

If you have not yet received a preferred payment web link, it is likely that your claim remains subject to ongoing review. Please check your spam or junk filters to ensure that the email with the link has not been redirected from your inbox.

In the event your payment is scheduled but you do not respond to the preferred payment web link in the required timeframe, your payment method will default to payment by cheque.

6. I have heard that some individuals are receiving a second payment but I have not received my first payment. Why is that?

The Court has only approved a single Interim Distribution as detailed in the Seventh Report. Some Owners may receive multiple payments if they have multiple ownership interests in the Resorts (i.e. multiple intervals). However, each ownership interest is only entitled to the amount of the court-approved Interim Distribution at this time. No Owners have received second payments in respect of the same interval.

7. Will I receive a statement detailing the Interim Distribution and deductions related to my account?

Yes. Owners will be sent a statement detailing the composition of their Interim Distribution payment ("**Statement**") on or around the date the payment is to be made. The Statement will not include the cost associated with the selected preferred payment option.

8. I do not agree with my Interim Distribution payment amount as it is less than the amount I paid for my unit. How do I dispute the payment amount?

The Interim Distribution is based on the monies received (and other realizations) from the sale of the Resort assets divided proportionally based on all Owners' shares in each of the Resorts. The Interim Distribution is in no way tied to the amount paid by any Owner for their interval. The Interim Distribution amounts were approved by the Court. There is no process to contest, dispute or appeal the amounts of the Interim Distribution.



9. I selected an electronic preferred payment method (e.g. Interac, direct deposit, etc.), but I have not received my payment. Why?

All electronic payments have been processed for Owners that selected an electronic payment option. The Receiver has utilized the services of Kroll and their banking partner, Western Alliance Bank and its division Digital Disbursements (the “**Banking Partner**”), to process the Interim Distribution payments.

If you have not received your electronic payment as expected, please contact Digital Disbursements by email at help@digitaldisbursements.com for assistance. Please reference your Payee ID when contacting the Banking Partner to assist with locating your payment.

10. I did not file a claim in the Ownership Claims Process. How do I submit a claim?

All Owners were directed to submit their claims by 5:00 p.m. (Toronto time) on April 11, 2022 (the “**Claims Bar Date**”), which date was subsequently extended by the Court to August 23, 2022 pursuant to the Interim Distribution Orders. The Claims Bar Date has passed. Any Owner (or other claimant) who did not submit their claim by the Claims Bar Date:

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

The Receiver has no authority to admit claims after the Claims Bar Date nor extend the Claims Bar Date further to permit acceptance of any unfiled claims. Therefore, unless the Court’s approval is obtained, no additional claims will be entitled to participate in distributions from the Resort including the Interim Distribution.

The admittance of any further claims after the Claims Bar Date requires Court approval. Owners may submit a claim (in the proper form) to the Receiver including an explanation for submitting the claim after the Claims Bar Date. At a future Court hearing concerning distributions from the Resort, the Receiver will seek the Court’s direction regarding how post-Claims Bar Date submissions are to be treated and whether they should be admitted.

11. I realize I did not claim my full ownership interest on my claim. Can I increase my ownership interest on my claim?

No. The Interim Distribution approved by the Court was based on all submissions as at the Claims Bar Date. A modification to a claim to increase an ownership interest will now be treated as a new claim and is subject to the same restrictions detailed in **FAQ #10**.

The Receiver will seek the Court’s direction regarding as to how post-Claims Bar Date submissions will be treated and whether they should be admitted.

12. How will I know if my claim has been disallowed?

The Receiver has issued NORDs for claims which have been assessed as disallowed. The NORDs include explanations as to why a claim has been assessed as revised or disallowed.

13. I have received my Interim Distribution payment. When will the next payment be issued and how much will it be?

The amount and timing of a future payment is not known at this time. The Receiver will require Court approval for future disbursements and will advise all Owners at such time.



14. Why is the Receiver not providing more frequent communications on the Resorts?

The Receiver has reduced its communication frequency with Owners following feedback received throughout the receivership proceedings. Many Owners have communicated they feel overwhelmed and confused by frequent communications, especially where the communications are for general information purposes rather than requiring an action or response. The frequency of Owner communications also increases the costs of the proceeding.

The Receiver has opted to send communications only when a response is required by the recipient or when the clarification of certain technical materials may be of assistance to Owners (such as related to a Court hearing or a material change to process). The Receiver wishes to minimize the risk of Owners missing critical communications or actionable items that could impact their participation in the receivership proceedings.

Owners with personal inquiries may continue to contact the Receiver or relevant party, as detailed later in this FAQ.

15. How do I update my contact information (mailing address or email address)?

All requests to update contact information should be directed to the Kroll call center. The Kroll call centre contact information is included in **FAQ #17**. Please be prepared to provide details of your claim for security verification purposes.

Be aware that there is a transition period for updating your email address in all databases. Owners may continue to receive emails from the Receiver at their old email address until the transition is complete.

16. I need information to file my income tax filings. Who can I contact?

The Receiver will provide a Statement which details the composition of an Owner's Interim Distribution payment. No other information will be provided by the Receiver for tax filing or reporting purposes. Owners should reference their own records to locate information for tax filings.

If you have questions regarding the tax implications of your Interim Distribution, please contact your tax professional. Neither Kroll nor the Receiver can provide Owners with tax advice.

17. There are a number of parties involved. Who do I contact about certain questions?

a) BDO Canada Limited (the "Receiver")

The Receiver is responsible for the overall administration of the receivership estate. This includes calculating the amount of the Interim Distribution, the amounts owing to each Owner, determining which claims are subject to ongoing review (i.e. reserves) and reviewing claim submissions.

The Receiver is a professional accounting firm and does not maintain a call centre. 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



b) Kroll Restructuring Administration LLC (the “Claims Agent”)

Kroll has been retained by the Receiver to create the online claims portal, respond to inquiries and otherwise assist in the Ownership Claims Process. At the direction of the Receiver, Kroll maintains a call centre to answer inquiries. The Kroll call centre is intended to assist claimants with payment method selection (before the selection deadline) and updating contact information. Kroll can be contacted 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@ra.kroll.com

When contacting Kroll, please be sure to have your name, Equiant ID, mailing address and/or email address available for security validation purposes.

Note that Kroll will not be able to answer questions about the Interim Distribution calculation methodology nor the timing or amount of any future distributions.

c) Western Alliance Bank (the “Banking Partner”)

The services of Western Alliance Bank and its division Digital Disbursements have been used for payment of the Interim Distribution. Preferred payment selections and any submitted banking information are gathered by the Banking Partner for processing payments. Any requests to change preferred payment methods should be directed to the Banking Partner.

Individuals with questions regarding the payment method of their Interim Distribution may contact Digital Disbursements by email at help@digitaldisbursements.com. Please reference your Payee ID when contacting the Banking Partner to assist with locating your payment.

18. When is the next court hearing?

The next Court hearing has been scheduled for March 31, 2023 at 10:00 am (Toronto time). The YouTube link for viewing the court hearing can be found on the Receiver’s case website <https://www.bdo.ca/en-ca/extranets/carriage/>.

19. Where may I obtain information with regards to the Receivership?

All information related to the Receivership 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 L

CURRICULLUM VITAE

THE HONOURABLE LAURENCE A. PATTILLO

EDUCATION

- 1969 - Dalhousie University, Halifax, Nova Scotia
 - B.A. (English)
- 1972 - Osgoode Hall at York University, L.L.B.

PROFESSIONAL QUALIFICATIONS

- 1974 - Call to the Bar, Province of Ontario
- 1986 - Call to the Bar, Province of British Columbia

PROFESSIONAL EMPLOYMENT

- 1974 - 1975 – Law Clerk to the Chief Justice of Ontario, Ontario Court of Appeal
- 1975 – 1978 – Associate at Osler, Hoskins and Harcourt in Toronto, Ontario
- 1978 – 2006 – Associate and Partner at Torys LLP, formerly Tory Tory Deslauriers & Binnington, Toronto, Ontario
- 2006 – 2022 – Justice of the Superior Court of Justice of Ontario

NATURE OF LEGAL PRACTICE

- General civil litigation including corporate/commercial law, professional negligence and other torts, product liability, environmental law, construction law and intellectual property

- Appeared as counsel at every level of court in the Province of Ontario
- Appeared as counsel in the British Columbia Court of Appeal
- Appeared as counsel in the Federal Court
- Appeared as counsel in the Supreme Court of Canada
- Appeared as counsel before arbitrators and administrative tribunals

LAW SOCIETY OF UPPER CANADA

- Benchler, 2003 – 2006

OTHER PROFESSIONAL ASSOCIATIONS AND ACTIVITIES

- Member of the Canadian Bar Association, 1974 – 2006
- Council member, Canadian Bar Association – Ontario
- Member of the Advocates Society, 1980 – 2020
- Fellow, American College of Trial Lawyers

APPENDIX M

Carriage Hills Vacation Owners Association
Interim Statement of Receipts and Disbursements
For the period January 6, 2021 to March 31, 2023

Receipts:	
Sale of Property	\$ 41,250,000.00
Cash in Bank	2,003,630.56
HST refund (pre-receivership recoveries)	944,698.82
Collection from settlement offers	589,782.02
HST refund	560,857.37
Interest	510,904.01
Property tax refund	383,992.15
Reimbursement from Ridge Association	256,412.42
Collection of accounts receivable	96,172.95
Insurance recovery	50,000.00
Funds from retainer account	18,449.17
Automobile Auction	16,000.00
Miscellaneous	926.60
<u>Total receipts</u>	<u>\$ 46,681,826.07</u>
Disbursements:	
Claims Agent	2,812,829.24
Receiver's Remuneration	1,930,160.93
Legal fees	1,110,406.59
Utilities	428,694.82
Court directed payments	273,703.46
HST on Receiver's remuneration	256,925.09
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
Outdoor maintenance	157,098.16
HST paid on disbursements	150,334.35
HST on legal fees	143,770.69
Member reimbursements	139,687.04
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	19,955.26
Accounting fees	16,700.00
Telephone and communication	10,129.33
Creditor Claim's Process	7,355.83
Auctioneer commission	1,920.14
WSIB	2,048.45
Bank charges	727.96
PPSA fees	332.93
Filing fees	71.54
Storage	23.49
<u>Total disbursements</u>	<u>\$ 8,694,563.76</u>
<u>Net receipts over disbursements before distributions and investments</u>	<u>\$ 37,987,262.31</u>
Less: Interim Distribution	28,895,298.87
Less: GIC Investment	9,040,000.00
<u>Net receipts over disbursements after investments</u>	<u>\$ 51,963.44</u>

APPENDIX N

Carriage Ridge Owners Association
Interim Statement of Receipts and Disbursements
For the period January 6, 2021 to March 31, 2023

Receipts:

Sale of Property	\$ 18,750,000.00
Cash in Bank	2,429,485.68
HST refund (pre-receivership recoveries)	485,846.97
Collection from settlement offers	310,151.65
Interest	251,441.36
HST refund	251,343.99
Property tax refund	179,515.30
Recovery from property manager	64,393.19
Collection of accounts receivable	54,661.08
Insurance recovery	50,000.00
Automobile auction	25,800.00
Funds from retainer account	21,550.82
Miscellaneous	463.69
Total receipts	\$ 22,874,653.73

Disbursements:

Claims Agent	1,129,839.95
Receiver's Remuneration	867,173.78
Legal fees	539,905.11
Reimbursement to Hills Association	256,412.42
Utilities	181,433.98
Property taxes	101,980.45
HST on Receiver's remuneration	112,732.59
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	75,600.52
Outdoor maintenance	70,548.78
HST on legal fees	64,527.85
Repairs and maintenance	26,403.62
Notice advertisements	30,442.44
Member reimbursements	29,493.99
Capital expenditures	24,750.00
Security	15,812.22
Accounting fees	13,700.00
Office and supplies expense	13,069.54
Insurance	10,563.14
Collection fees	12,470.27
Claims Officer	9,552.85
Telephone and communication	6,007.95
Auction Commission	3,095.86
Creditor Claim's Process	2,615.13
WSIB	1,720.21
Bank charges	389.15
PPSA fees	149.58
Filing fees	71.54
Storage	7.67
Total disbursements	\$ 3,963,253.05

Net receipts over disbursements before distributions and investments	\$ 18,911,400.68
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Less: Interim Distribution	14,358,396.76
Less: GIC Investment	4,460,000.00

Net receipts over disbursements after Investments	\$ 93,003.92
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APPENDIX O

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 April 12, 2023)**

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 \$995,985.48 accurately reflects the time charges, fees and disbursements inclusive of applicable taxes incurred by BDO in its capacity as Receiver from August 1, 2022 to March 31, 2023. Attached hereto as Exhibit “A”, Exhibit “B”, Exhibit “C”, Exhibit “D”, Exhibit “E”, Exhibit “F”, Exhibit “G”, and Exhibit “H” 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)
12th day of April 2023)



Commissioner for Taking Affidavits, etc)



Matthew Marchand, CPA, CMA, CIRP, LIT)

**Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 21, 2023.**

This is Exhibit "A" referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

**Antonio Montasano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 21, 2023.**



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>
September 20, 2022	CINV1950656

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from August 1, 2022 to August 31, 2022 as per the details below.

Our Fee:	\$ 158,848.50
Disbursements:	
Mailchimp - May, June, July, 2022	1,620.54
Subtotal	160,469.04
HST - 13% (#R101518124)	20,860.98
Total Due	\$ 181,330.02

<i>Summary of Time Charges</i>	<i>Hours</i>	<i>Rate</i>	<i>Amount</i>
J. Parisi, Partner	28.3	565.00	15,989.50
M. Marchand, Partner	74.9	535.00	40,071.50
A. Boettger, Sr. Manager	115.3	490.00	56,497.00
S. Burrowes, Manager	22.2	385.00	8,547.00
Y. Vagadia, Sr. Analyst	80.4	330.00	26,532.00
J. Gordon, Sr. Analyst	23.1	330.00	7,623.00
T. Montesano, Sr. Administrator	5.8	220.00	1,276.00
J. Jesuratnam, Jr. Analyst	2.9	200.00	580.00
Administrative Support	10.5	165.00	1,732.50
Total	363.4		\$ 158,848.50



Staff	Date	Comments	Hours
Marchand, M	1-Aug-22	Review email correspondence re owner follow ups; Owner countries of residence, delinquent account collections, claim submission statistics, HST audit support; Review general ledger; Provide direction to J. Malcolm re postings; Update cash flows and statement of receipts and disbursements; Draft court report; Prepare schedules for court report.	3.7
Boettger, A	2-Aug-22	Arrange for edits and finalization of 2021 financial statement with Powell Jones; Prepare interim distribution calculation and update reserve calculations; Team discussion of interim distribution methodology; Prepare calculation of unclaimed portion of intervals subject to mortgagor claim; Call with CRA Examiner to confirm extension of filing deadline and request phone call; Prepare summary schedule of claims filed and reserved intervals.	8.5
Marchand, M	2-Aug-22	Email correspondence with N. Golodner re HST records; Review email and attachments from C. Hummell re 2021 financial statements; Email correspondence with A. Boettger re same; Sign cheque requisitions; Review email and attachment from A. Boettger re withholding tax rates; Review email and attachment from A. Boettger re mortgage claims; Meeting with A. Boettger re distribution calculations, withholdings taxes, reserves, mortgages and related matters; Review email and attachment from G. Brunswick re account agreement; Draft email to S. Babe re same; Draft court report; Prepare schedules for court report; Correspondence with A. Boettger re HST audit status; Review email from B. Steele re July fees; Review draft order; Review general ledger postings.	8.4
Boettger, A	3-Aug-22	Reconcile mortgage packages sent to claims filed containing mortgage data; Prepare interim distribution calculation and update reserve calculations; Prepare calculations of reconciled claim and interval figures to present in Court Report; Review Prime Clerk comments on Owner POC data to update in Online Claims Portal and provide direction; Drafting Seventh Court Report; Team discussion of interim distribution calculation and draft court report; Prepare schedule of non-subject member accounts with claims in Ownership Claims Process; Review agreements with collection agents and terms of cancellation or reclamation of accounts back to Receiver's control.	8.5
Parisi, J	3-Aug-22	Review court report.	4.3
Marchand, M	3-Aug-22	Draft court report: Correspondence with A. Boettger re distribution calculation, claims and matters related to court report; Matters related to invoicing.	7.4
Vagadia, Y	3-Aug-22	Reviewed duplicate owner claims for amendments; Preparing July 2022 invoice.	6.5



Staff	Date	Comments	Hours
Boettger, A	4-Aug-22	Prepare interim distribution calculation and update reserve calculations; Prepare calculations of reconciled claim and interval figures to present in Court Report; Review change in mortgage figures in dataset across time period datasets and request assistance from Prime Clerk in reconciling changes; Call with legal counsel, Mortgagor and other opposing legal counsel to discuss interim distribution methodology.	8.5
Parisi, J	4-Aug-22	Review court report.	2.6
Marchand, M	4-Aug-22	Email correspondence re CRA draft order language; Review email and attachment from D. Catuogno re draft order and distribution methodology Review email correspondence re same; Correspondence with A. Boettger re same; Email correspondence with counsel re distributions; Correspondence with A. Boettger re distribution calculation and claims process reconciliation; Email correspondence with J. Berman re claims process; Review email correspondence re owner follow ups; Matters related to invoicing; Draft fee affidavit.	4.5
Vagadia, Y	4-Aug-22	Reviewed duplicate owner claims for amendments.	5.0
Boettger, A	5-Aug-22	Prepare interim distribution calculation and update reserve calculations; Prepare calculations of reconciled claim and interval figures to present in Court Report; Call with Prime Clerk to discuss ongoing reconciliation of claims and resolving over-subscribed intervals; Draft sections of Seventh Court Report; Phone call with Owner to discuss inquiries on claim submission; Respond to email and voicemail inquiries from Owners; Schedule call with CRA to discuss HST examination re: bad debts ITC recoveries.	6.4
Parisi, J	5-Aug-22	Call with M. Marchand regarding Prime Clerk distribution; Review emails from L. Williams and S. Babe regarding distribution methodology; Review and sign affidavit.	1.3
Marchand, M	5-Aug-22	Matters related to fee affidavit and invoices; Review email and attachment from S. Babe re account agent agreement; Correspondence with S. Babe and J. Parisi re same; Teleconference with Prime Clerk and A. Boettger re duplication claim submissions; Review email correspondence re mortgage disputes; Review email correspondence re Court hearing procedure; Matters related to owner inquiries; Draft email to counsel re reserves; Review legal invoice; Correspondence with A. Boettger re request for amendments; Review email correspondence re account agent agreement.	3.1
Burrowes, S	5-Aug-22	Reviewed claims for amendment and discussion with A.Boettger re same.	0.3
Marchand, M	6-Aug-22	Review email correspondence with counsel re CRA input on draft order; Review email and attachment from L. Williams re revised order; Draft email to L. Williams re fee affidavit; Review email from M. Dubin re duplicate claim analysis.	0.3



Staff	Date	Comments	Hours
Boettger, A	7-Aug-22	Update interim distribution calculation and update reserve calculations; Prepare summary of outstanding receivable balances and figures required for Court report; Prepare and send responses to escalation inquiries; Respond to Owner inquiries.	7.5
Parisi, J	7-Aug-22	Review court report; Correspondence with M. Marchand re report.	0.7
Marchand, M	7-Aug-22	Review duplicate claim submission analysis; Review emails from J. Berman re claims process; Review email from A. Boettger re requests for amendment issues; Review email and attachment from L. Williams re court report; Review email and attachment from S. Babe re same; Correspondence with A. Boettger re duplicate claim submission analysis; Revise court report; Draft email to counsel re court report.	4.7
Boettger, A	8-Aug-22	Team discussion of seventh report and drafting of same; Prepare interim distribution calculation and update reserve calculations; Update to interim distribution calculation and reserve calculations; Call with Owners to answer inquiries; Call with Kroll to discuss future Owner correspondence.	7.5
Parisi, J	8-Aug-22	Review court report.	1.3
Marchand, M	8-Aug-22	Correspondence with A. Boettger re distribution calculation and accounts receivable; Matters related to distribution calculation, reserve calculations, mortgages, distribution statements, duplicate claims analysis and updates to court report; Meetings with A. Boettger re same; email correspondence re mortgage information updates; Review email correspondence re CRA comfort letter; Correspondence with J. Parisi re updates.	8.1
Boettger, A	9-Aug-22	Reconcile mortgage schedule to interim destruction calculation; Team discussion of seventh report and drafting of same; Update to interim distribution calculation and reserve calculations; Discussion of receivables tracking and changes since last court report; Call with Owners to answer inquiries; Call with Kroll to discuss future Owner correspondence.	7.5
Parisi, J	9-Aug-22	Reviewing seventh court report of the receiver and provide comments.	6.3
Marchand, M	9-Aug-22	Review email and attachment from L. Williams re revised report; Correspondence with A. Boettger re reconciliation of claims and intervals and review distribution calculations; Review email and attachment from J. Parisi re report revisions; Revise report; Review email and attachment from S. Babe re CRA comfort letter; Draft email to counsel re same; Meeting with J. Berman re distribution statement notifications; Draft email to counsel re revised court report and distribution communications; Email correspondence with G. Brunswick re account agent agreement; Email correspondence with S. Babe re same; Assemble appendices for court report; Email to counsel re same; Correspondence with J. Parisi re court report.	6.5



Staff	Date	Comments	Hours
Boettger, A	10-Aug-22	Prepare glossary of terms for Seventh Court Report; Provide instructions to J. Jesuratnam for completing glossary of terms; Review of Seventh Court Report for formatting and figures reconciliation and provide comments; Team discussion of Seventh Court Report; Investigate interim distribution calculation to confirm reconciliation of figures; Review draft Court Orders and provide revision comments; Call with CRA to discuss bad debts HST audit and information to be assembled.	4.5
Jesuratnam, J	10-Aug-22	Prepare glossary of terms in the Seventh court report.	0.4
Parisi, J	10-Aug-22	Review CRA comfort letter and related correspondence from counsel; Review and comment on the draft interim distribution order; Review revised orders.	4.2
Marchand, M	10-Aug-22	Correspondence with A. Boettger re court report; Review email and attachment from J. Parisi re draft order; Email correspondence with counsel re stakeholder communications; Review email from L. Williams re draft orders; Email correspondence with counsel re same; Review email and attachment from S. Babe re account agent agreement; Review email from J. Berman re owner follow ups; Revise report; Draft email to counsel re revised court report; Prepare for call with CRA re HST audits; Phone call with CRA auditor and A. Boettger re same; Email correspondence re CRA comfort letter.	3.9
Boettger, A	11-Aug-22	Prepare report control sheet for Seventh Court Report; Respond to inquiries from Owners; Respond to Kroll escalations from Owners, incl. review of claims subject to escalation; Contact Kroll to discuss email address update for certain Owners; Review draft 2021 income tax returns and provide comments.	2.5
Jesuratnam, J	11-Aug-22	Prepare glossary of terms in the seventh court report.	1.3
Parisi, J	11-Aug-22	Review updated orders and notice of motion; Review Prime Clerk invoice.	2.9
Marchand, M	11-Aug-22	Review email and attachment from L. Williams re revised court order; Correspondence related to owner inquiries; Review email and attachment from S. Babe re notice of motion; Revise same; Email correspondence with S. Babe re same; Review email and attachment from J. Berman re July invoice.	1.3



Staff	Date	Comments	Hours
Boettger, A	12-Aug-22	Respond to Owner inquiries; Respond to voicemail from Owners; Update contact information of Owners; Respond to Kroll escalations from Owners, incl. Review of claims subject to escalation; Phone calls with Owners; Prepare listing of documents and information we require for the HST examination of bad debts claim and send to Property Manager for assembly; Post Motion Materials to Receiver's case website; Prepare and send mass email to Owners advising that Motion Materials are available on the Receiver's case website; Review tasks to complete to continue claims review process (including over-subscription review and format inconsistencies review) and prepare materials for claim review team regarding same; Call with claims review team to provide direction and instruction for next phase of claims review; Assign claims for review to S. Burrowes; Discuss with S. Burrowes the process on responding to Owner emails and phone calls; Prepare summary of mortgage claims and proposed payments in interim distribution, subject to court approval.	8.2
Gordon, J	12-Aug-22	Claims review update call.	1.0
Parisi, J	12-Aug-22	Review various emails regarding court report and order changes and finalization.	0.8
Marchand, M	12-Aug-22	Correspondence with A. Boettger re claims resolution, 2021 financial statements, website updates and owner communications; Review email and attachment from S. Babe re notice of motion; Review emails from C. Doyle re motion record; Email correspondence with L. Williams re CHRC distributions; Correspondence with A. Boettger re same; Review email correspondence re HST audit requests; Teleconference with BDO team re ownership claims process updates and next steps.	2.4
Burrowes, S	12-Aug-22	Review responses to owners for coverage next week; Conference call regarding claims i.e., Format inconsistency , interval over claims and answers to owners questions.	1.4
Vagadia, Y	12-Aug-22	Meeting with A. Boettger and team to discuss the over subscribed interval and request change in claim information.	1.0
Boettger, A	13-Aug-22	Draft responses to Owner inquiries; Prepare summary of mortgage claims and proposed payments in interim distribution, subject to court approval; Reconcile mortgage schedule with interim distribution schedule; Prepare updated interim distribution calculation and update reserve calculations as a result of reconciliation to mortgage schedule; Prepare template of individual owner distribution chart to advise Owners of interim distribution payment components; Provide direction and instruction for specific type of claims review to complete; Provide specific claims to S. Burrowes to updated review comments in preparation for Owner Follow-up.	6.5
Jesuratnam, J	15-Aug-22	Edited glossary of terms for seventh court report.	1.2
Gordon, J	15-Aug-22	Reviewed claims for interval over subscriptions.	2.1



Staff	Date	Comments	Hours
Parisi, J	15-Aug-22	Correspondence with owner looking to file a claim in the estate and forward information; Review correspondence regarding investments; Review comfort letter from CRA.	0.7
Marchand, M	15-Aug-22	Review legal invoices; Review general ledger; compute funds to partially redeem from investments; email correspondence with K. Ngo re GIC partial redemptions; provide direction to J. Malcolm re same; matters related to owner inquiries; review cheques from CICR re collections; matters related to payment of outstanding invoices; review email from A. Boettger re unresolved owner claims.	1.5
Burrowes, S	15-Aug-22	Call with W. McKay re owner claim; Call with D. Johnson re change of address; Call with L. Lebourdais re distribution process; Review claims; Respond to emails in the Carriage Hills and Ridge email.	3.7
Vagadia, Y	15-Aug-22	Reviewing over subscription intervals; correspondence with A. Boettger re over subscription intervals.	6.9
Gordon, J	16-Aug-22	Reviewing claims with interval over subscriptions.	1.3
Parisi, J	16-Aug-22	Review correspondence with Prime Clerk.	0.2
Marchand, M	16-Aug-22	Review email and attachment from S. Babe re CRA comfort letter; Sign deposit slips; Review email from J. Malcolm re bank account balances; Review email correspondence re owner inquiries; Review email from B. Steele re August fees; Draft email to B. Steele re same; Email correspondence with D. Catuogno re CRA audit requests; Email correspondence with J. Berman re owner follow ups.	0.7
Burrowes, S	16-Aug-22	Review claim requesting amendments respond to owner inquiries.	1.3
Vagadia, Y	16-Aug-22	Reviewing over subscription intervals; making notes of over subscription intervals to share with Prime clerk.	5.6
Gordon, J	17-Aug-22	Reviewing claims with interval over subscriptions.	4.4
Marchand, M	17-Aug-22	Correspondence with Y. Vagadia re review of interval oversubscription claims issues, related matters and next steps; Teleconference with Y. Vagadia and J. Gordon re same; Review email from J. Berman re owner communications; Draft email to A. Boettger re same; Review correspondence re CRA HST audits.	3.2
Burrowes, S	17-Aug-22	Responding to owner voicemails and inquiries; Correspondence with Prime Clerk for owner claims.	2.0
Vagadia, Y	17-Aug-22	Reviewing over subscription intervals; meeting with M. Marchand re over subscription intervals; Correspondence with M. Marchand.	6.2
Gordon, J	18-Aug-22	Reviewing claims with interval over subscriptions.	1.9



Staff	Date	Comments	Hours
Marchand, M	18-Aug-22	Sign cheque requisition and wire letter; Correspondence with T. Montesano re HST audit; Email correspondence with T. Orden re HST audit support.	1.0
Burrowes, S	18-Aug-22	Return owners calls re ownership claim process and request for additional documentation; Review claim amendments and owner follow ups to provide more detailed instructions of what is required from owners for their claims; Respond to owner emails; Review owner amendment escalations from Prime Clerk and provide responses.	2.5
Montesano, T	18-Aug-22	Prepare response to CRA's request to provide detailed ITC listing for HST audits.	1.8
Vagadia, Y	18-Aug-22	Reviewing over subscription intervals for Carriage Resorts.	7.1
Gordon, J	19-Aug-22	Reviewing claims with interval over subscriptions.	0.7
Parisi, J	19-Aug-22	Call with S. Mitra re motion.	0.4
Marchand, M	19-Aug-22	Correspondence with Y. Vagadia re review of interval oversubscription claims issues, related matters and next steps; Sign cheques; Provide direction to A. Phadke re fund transfer.	1.8
Burrowes, S	19-Aug-22	Respond to owner emails and calls regarding the claims process and owner follow up requests; Reviewed/investigated and provided comments on Carriage Hills/Ridge escalations from Prime Clerk.	2.4
Vagadia, Y	19-Aug-22	Reviewing interval over subscription for Carriage Resorts; Meeting with M. Marchand to discuss the over subscription claims; Correspondence with M. Marchand re same.	6.9
Boettger, A	22-Aug-22	Call with Travel and Leisure to discuss transfer of Company's electronic books and records to Receiver; Call with team to discuss issues identified in claims review; Prepare summary of claims with interval change requests to review for appropriate supporting documentation; Sign and return approved income tax documents to Powell Jones; Discussion with Y. Vagadia on claims review; Team discussion with M. Marchand on various matters.	4.7
Parisi, J	22-Aug-22	Review and sign various cheques for disbursement.	0.2
Marchand, M	22-Aug-22	Review emails and attachments from A. Boettger re mortgages and distribution statements; Correspondence with A. Boettger re updates; Review financial statements and tax returns; Sign cheque and cheque requisition;; Teleconference with O. Theresa and N. Golodner re HST audit support information; Review interim 246(2) reports; Correspondence with T. Montesano re same; Teleconference with A. Boettger and Y. Vagadia re ownership claims issues; Correspondence with A. Boettger re distribution issues; Email correspondence with L. Williams re CHRC distribution and mortgage claims.	4.1
Burrowes, S	22-Aug-22	Respond to voicemails from Owners.	0.2
Montesano, T	22-Aug-22	Assemble invoices in response to the CRA examination.	1.7



Staff	Date	Comments	Hours
Vagadia, Y	22-Aug-22	Reviewing duplicate claims, Meeting with A. Boettger and M. Marchand to discuss ownership claim issues.	6.8
Boettger, A	23-Aug-22	Prepare data sharing site and arrange access for Travel and Leisure to upload electronic books and records to Receiver; Respond to Owner inquiries; Provide direction to S. Burrowes on reviewing claims with unit changes for Shell Vacation supporting documents; Attend court appearance on Aug. 23, 2022; Perform reconciliation of claims with mortgage amounts and identify possible mortgagees whom were not sent a mortgage package; Update interim distribution schedule to reflect desired payment and mortgage package review results; Draft email communications to Owners based on status of claim (i.e. Claim review complete, claim review complete but payment zero, or claim review incomplete) and send to Kroll; Draft FAQ document answering anticipated questions on interim distribution process and payment amounts; Consider impact of updated mortgage balances (for additional interest) on interim distribution calculation.	9.3
Parisi, J	23-Aug-22	Prepare for court hearing; Attend court hearing; Review emails to Kroll; Correspondence with counsel post hearing.	1.7
Marchand, M	23-Aug-22	Review emails and attachments from A. Boettger re mortgage notification issues, owner distribution communications and matters related to distributions; Review court report and prepare for court hearing; Attend court hearing; Correspondence with A. Boettger re owner communications; Email correspondence with J. Berman re same; Email correspondence with D. Beaudoin re delinquent accounts; Review email from B. Steele re fees; Draft FAQ re distribution details; Draft email to G. Gagnon re website updates; Matters related to owner inquiries; Draft email to T. Duncan re status of Claims Officer review; Review email from J. Berman re outstanding items and next steps; Phone call with T. Duncan re updates.	4.9
Burrowes, S	23-Aug-22	Review Carriage owner claims for interval changes with Shell Vacation supporting documentation; Respond to owner voicemails.	4.5
Montesano, T	23-Aug-22	E-mail Receivers First Report for Carriage Hills and Carriage Ridge to the OSB.	0.4
Vagadia, Y	23-Aug-22	Meeting with A. Boettger re over subscription claims; Correspondence with A. Boettger re the same; reviewing the over subscription claims.	6.2
Boettger, A	24-Aug-22	Assemble information required for status emails to Owners in interim distribution calculation document; Update FAQ and sent to legal counsel for comments; Respond to Owner inquiries; Schedule call with collection agents to discuss repatriation of accounts; Arrange for posting of Court endorsements and orders to case website; Review original Carriage Resort websites and verify appropriate updates made from recent court hearing; Discussion with Y. Vagadia on claim over-subscription reserve and resolving claims; Review and resolve comment from Kroll concerning claim review; Request copy of mortgage package information from Kroll.	6.4



Staff	Date	Comments	Hours
Gordon, J	24-Aug-22	Reviewing claims with interval over subscriptions.	1.2
Parisi, J	24-Aug-22	Review emails regarding owner questions; Review emails from Prime Clerk.	0.4
Marchand, M	24-Aug-22	Email correspondence with G. Gagnon re website updates; Review emails and attachments from S. Babe re issued court orders; Email correspondence re mortgage packages; Review and revise FAQ.	1.1
Burrowes, S	24-Aug-22	Review claim amendments regarding interval changes with Shell Vacation supporting documents.	1.8
Montesano, T	24-Aug-22	Finalize and upload response to CRA re examination of HST filings.	1.3
Vagadia, Y	24-Aug-22	Meeting with A. Boettger re over subscription claims; Correspondence with A. Boettger re the same; Reviewing the over subscription claims.	5.0
Boettger, A	25-Aug-22	Draft responses to Owner inquiries; Review comments on FAQ document; Prepare and reconciling listing of Owners to receive communications on claim status; Update and finalize interim distribution schedule for mortgage intervals and draft communication to mortgagor; Call with Kroll to discuss emails to Owners on preferred payment selection and alternative emails; Call with J. Gordon to discuss ongoing claims analysis; Draft and send email to Travel and Leisure advising of deficiencies in documentation requested by CRA and requesting additional documentation, as well as status update on uploading information to BDO Portal; Meeting with Y. Vagadia on claim over-subscription reserve and resolving claims; Review of Owner Follow-up claims marked for escalation to Receiver by Kroll.	6.8
Gordon, J	25-Aug-22	Reviewing claims with interval over subscriptions.	1.4
Parisi, J	25-Aug-22	Review email from owner and responding them.	0.1
Marchand, M	25-Aug-22	Review emails from A. Boettger re mortgage and owner communications; Review email from A. Jaffar re duplicate claim submissions; Review email from J. Berman re distribution communications; Review email from M. Dubin re same; Review email and attachment from A. Boettger re distribution amounts; Review email and attachment from A. Boettger re HST audit; Review email from T. Orben re same.	1.2
Vagadia, Y	25-Aug-22	Meeting with A. Boettger re interval over subscription claims; Correspondence with A. Boettger re the same; Reviewing the over subscription claims.	6.9
Boettger, A	26-Aug-22	Respond to inquiries from Kroll on preferred payment selection and related emails; Send mortgagor schedule of interim distribution payment; Prepare FAQ dated August 26, 2022 and send information to all claimants in Ownership Claims Process; Respond to Owner inquiries following issuance of FAQ dated August 26, 2022.	4.0
Gordon, J	26-Aug-22	Reviewing claims with interval over subscriptions.	1.2



Staff	Date	Comments	Hours
Marchand, M	26-Aug-22	Review email correspondence re distribution, mortgage, FAQ and HST audit matters.	0.6
Vagadia, Y	26-Aug-22	Correspondence with A. Boettger re Shell Vacation claims; Reviewing claims for Carriage Hills and Ridge re Shell Vacation; Meeting with A. Boettger re next steps to review Shell Vacation; Reviewing over subscription claims.	7.1
Boettger, A	27-Aug-22	Draft response to Owner inquiries.	1.0
Boettger, A	29-Aug-22	Respond to Owner inquiries.	0.5
Marchand, M	29-Aug-22	Review email correspondence re distribution, HST and mortgage matters.	0.5
Vagadia, Y	29-Aug-22	Correspondence with A. Boettger re Shell Vacation claims, Reviewing claims for Carriage Hills and Ridge re Shell Vacation.	3.2
Boettger, A	30-Aug-22	Review and organize mortgage package information to prepare mortgage packages; Draft mortgage package materials; Call with S. Burrowes to provide instructions for preparing mortgage packages; Respond to Owner inquiries; Draft response to Owners with potential claims subject to Claims Bar Date; Upload documents to Receiver's case website.	2.8
Gordon, J	30-Aug-22	Reviewing claims for interval over subscriptions.	4.5
Burrowes, S	30-Aug-22	Meeting with A. Boettger re mortgages package; Complete mortgage detail request forms for owners.	2.0
Boettger, A	31-Aug-22	Respond to Owner inquiries; Review and send mortgage packages to Owners; Update mortgage schedule to include mortgage balance after interim distribution.	3.7
Gordon, J	31-Aug-22	Reviewing claims for interval over subscriptions.	3.4
Parisi, J	31-Aug-22	Review correspondence from Kroll.	0.2
Burrowes, S	31-Aug-22	Respond to owners calls and voicemails.	0.1
Montesano, T	31-Aug-22	Prepare HST return for Carriage Hills and Carriage Ridge for the period July, 2022.	0.6

This is Exhibit "B" referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

**Antonio Montasano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 21, 2023.**



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 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.
October 24, 2022	CINV1994174

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from September 1, 2022 to September 30, 2022 as per the details below.

Our Fee:	\$ 113,481.50
HST - 13% (#R101518124)	14,752.60
Total Due	<u>\$128,234.10</u>

<i>Summary of Time Charges</i>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Parisi, Partner	5.8	565.00	\$ 3,277.00
M. Marchand, Partner	28.3	535.00	15,140.50
A. Boettger, Sr. Manager	103.3	490.00	50,617.00
P. Naumis, Sr. Manager	0.3	490.00	122.50
S. Burrowes, Manager	27.9	385.00	10,741.50
Y. Vagadia, Sr. Analyst	64.1	330.00	21,153.00
O. Sarfraz, Sr. Analyst	7.0	330.00	2,310.00
J. Gordon, Sr. Analyst	26.2	330.00	8,646.00
A. Phadke, Sr. Analyst	0.4	330.00	132.00
T. Montesano, Sr. Administrator	2.8	220.00	616.00
Administrative Support	4.4	165.00	726.00
Total	<u>270.5</u>		<u>\$ 113,481.50</u>

Staff	Date	Narrative	Hours
Gordon, J	1-Sep-22	Review over subscription claims.	3.1
Marchand, M	1-Sep-22	Review email correspondence re distribution fund transfers; Review Agent Account Agreement; Draft email to J. Parisi and A. Boettger re same; Review email correspondence re mortgage packages, late claim submissions, data amendments and duplicate claims; Review email from P. Harrison re owner consumer proposal; Draft email to A. Boettger re same; Email correspondence with A. Boettger re insolvent accounts.	1.0
Burrowes, S	1-Sep-22	Respond to Owner inquiries.	0.4
Parisi, J	3-Sep-22	Review emails and correspondence with M. Marchand re emails from Kroll on payment options and transfer of funds.	0.2
Boettger, A	4-Sep-22	Respond to Owner inquiries.	1.5
Parisi, J	4-Sep-22	Review and respond to emails re payment options received by owners.	0.2
Boettger, A	5-Sep-22	Respond to owner inquiries; Investigate Owner inquiries regarding payments not showing on notification email and send notice to Kroll of potential resolution.	5.3
Boettger, A	6-Sep-22	Respond to Owner inquiries.	4.0
Gordon, J	6-Sep-22	Review over subscription claims.	2.3
Parisi, J	6-Sep-22	Review and respond to various emails re owner distributions.	0.9
Vagadia, Y	6-Sep-22	Correspondence with A. Boettger re Carriage Hills format inconsistency claims; Verifying format inconsistency claims and making notes to share with Kroll.	6.3
Boettger, A	7-Sep-22	Respond to Owner inquiries; Calls with Owners to respond to inquiries; Review claims in Ownership Claims Process and make determinations.	7.5
Parisi, J	7-Sep-22	Review various emails from owners re distribution. Discussions with A. Boettger re various matters associated with distribution and payments.	1.1
Marchand, M	7-Sep-22	Review email correspondence re owner inquiries and issues with distribution emails; Review email correspondence re owners seeking to file late claims; Email correspondence with A. Boettger re HST audits data.	0.5
Vagadia, Y	7-Sep-22	Verifying format inconsistencies in the claims submitted; Meeting with A. Boettger re the same.	5.8
Boettger, A	8-Sep-22	Complete review of intervals requiring split-out in Online Claims Portal and forward to Kroll; Respond to Owner inquiries; Review claims in Ownership Claims Process and make determinations; Calls with Owners to respond to inquiries; Inquire with Kroll about reopening of call center; Inquire with Kroll about marking claims for disallowance and generations of claims listing; Send inquiry to Mortgagor potential interval ownership dispute.	5.2
Naumis, P	8-Sep-22	.Respond to owner inquiries.	0.3



Staff	Date	Narrative	Hours
Vagadia, Y	8-Sep-22	Correspondence with A. Boettger re Carriage Hills format inconsistency claims; Meeting re the same with A. Boettger; Verifying format inconsistency claims and making notes to share with Kroll.	7.1
Boettger, A	9-Sep-22	Respond to Owner inquiries; Review claims in Ownership Claims Process and make determinations; Calls with Owners to respond to inquiries; Call with Y. Vagadia to discuss review and resolution of claims with format inconsistencies; Discussion with Kroll banking partner to confirm electronic payment instructions; Follow-up with Kroll regarding Owner Follow-up lists; Draft FAQ based on Owner inquiries relating to interim distribution email blast.	8.5
Gordon, J	9-Sep-22	Review format inconsistency claims.	1.4
Vagadia, Y	9-Sep-22	Correspondence with A. Boettger re Carriage Hills format inconsistency claims; Meeting re the same; with A. Boettger; Verifying format inconsistency claims and making notes to share with Kroll.	6.9
Boettger, A	10-Sep-22	Respond to inquiries from mortgagor on reserved interim distribution payments; Clarify information to be provided from informal owner follow-up based on claim listing provided by Kroll.	1.5
Boettger, A	11-Sep-22	Respond to Owner inquiries; Review claims in Ownership Claims Process and make determinations.	2.5
Boettger, A	12-Sep-22	Respond to Owner inquiries; Phone call with Owners; Teams status update call; Send information and instructions to Kroll to update claims information; Discussion with Kroll on reactivating call centre and preparing Owner communications; Draft FAQ for communications with Owners.	4.5
Phadke, A	12-Sep-22	Prepare cheque requisitions for vendor payment.	0.2
Gordon, J	12-Sep-22	Review format inconsistency claims.	4.6
Parisi, J	12-Sep-22	Discussions with A. Boettger regarding emails from owners; Review and approve bank reconciliation.	0.8
Marchand, M	12-Sep-22	Correspondence with J. Malcolm re bank balances; Correspondence with A. Boettger re HST audit, interim distribution matters, claims review in progress, owner inquiries and mortgages updates; Review bank account transactions; Review general ledgers; Compute funds to transfer from investments; Correspondence with A. Boettger re account agent agreement; Review email correspondence re owner inquiries; Provide direction to A. Phadke re vendor payment.	3.2
Burrowes, S	12-Sep-22	Meeting with A. Boettger re owner inquiry; Call with owner to respond to inquiry.	0.2
Vagadia, Y	12-Sep-22	Preparing individual owner distribution chart; Meeting with A. Boettger re same.	6.3
Boettger, A	13-Sep-22	Emails to Kroll on various matters including call centre, claims processing and report generating; Respond to Owner inquiries; Phone call with Owners; Send list of mailing and email address updates of Owners to Kroll; Update Receiver's mass email list for Owners; Review summary of format changes and identify areas for additional review.	7.5



Staff	Date	Narrative	Hours
Gordon, J	13-Sep-22	Review format inconsistency claims.	1.9
Parisi, J	13-Sep-22	Respond to owner regarding their payment options.	0.2
Marchand, M	13-Sep-22	Correspondence with A. Boettger re distribution statement emails; Review email from B. Steele re fees; Matters related to owner inquiries; Review emails revise FAQ; Correspondence with J. Malcolm re banking activity; Review backlog email correspondence re claims under review, issues with payment selection emails, mortgages and distribution coordination matters; Matters related to invoicing.	3.7
Montesano, T	13-Sep-22	Prepare reissuance of stale dated settlement cheques.	0.7
Vagadia, Y	13-Sep-22	Preparing individual owner distribution chart; Meeting with A. Boettger re owner distribution chart issues; Correspondence with A. Boettger re same; Reviewing claims with format inconsistencies.	6.7
Boettger, A	14-Sep-22	Prepare FAQ dated August 14, 2022 for circulation; Prepare list of draft responses and forward to Kroll for use in call centre; Send copy of executed agent banking agreement to Kroll Discussion with Y. Vagadia on payment schedule for interim distribution; Review oversubscription analysis and modify determinations of claims as required; Discussions with J. Gordon on oversubscription adjustments to claims; Review Travel and Leisure server data for documents concerning HST filings and annual billings.	8.0
Marchand, M	14-Sep-22	Review email correspondence from counsel re FAQs; Sign account agent agreement; Correspondence with A. Boettger re collection plan offsets and related documentation; Correspondence with A. Boettger re CICR and LJP accounts, HST audit documents and claim follow up status.	1.2
Vagadia, Y	14-Sep-22	Preparing individual owner distribution chart; Meeting with A. Boettger re owner distribution chart issues; Correspondence with A. Boettger re same; Reviewing and editing invoice for August 2022 for Carriage Resort; Correspondence with M. Marchand re same.	7.2
Boettger, A	15-Sep-22	Review Travel and Leisure server data for documents concerning HST filings and annual billings; Prepare summary of monthly HST filings required for HST audit; Provide Y. Vagadia direction on assembling HST schedules and phone discussion on same; Call with Kroll to discuss statement preparation and call centre questions; Respond to Owner inquiries; Review of claims and provide determinations on same.	8.0
Gordon, J	15-Sep-22	Review over subscription claims.	3.0
Parisi, J	15-Sep-22	Respond to owner inquiries; Email correspondence with owners.	0.2
Marchand, M	15-Sep-22	Review email and attachment from B. Steele re fees.	0.1
Burrowes, S	15-Sep-22	Review documentation submitted for owner follow ups and review claims.	3.3
Vagadia, Y	15-Sep-22	Preparing schedules for HST refund; Meeting with A. Boettger re same.	5.4
Boettger, A	16-Sep-22	Review, update and reconcile payment direction schedule for interim distribution; Respond to Owner inquiries; Review of claims and provide determinations on same; Inquiry to Kroll on interim distribution payment currency; Respond to Owner inquiries (including direction related to recent	8.9



Staff	Date	Narrative	Hours
		opening of call centre); Review of claims and provide determinations on same.	
Gordon, J	16-Sep-22	Review over subscription claims.	3.6
Parisi, J	16-Sep-22	Review and respond to emails from owner and receive call from owner regarding payment.	0.3
Marchand, M	16-Sep-22	Email correspondence with A. Boettger re distribution schedules; Review email correspondence re call centre operations, Claim disallowance and distribution currencies.	0.9
Burrowes, S	16-Sep-22	Review claims where owners have provided additional documentation.	2.3
Vagadia, Y	16-Sep-22	Preparing schedules for HST refund; correspondence with A. Boettger re same.	6.2
Boettger, A	18-Sep-22	Respond to Owner inquiries; Draft Owner follow-up communication for residency declaration omission on claims; Draft Owner follow-up communication for residency declaration inconsistency on claims; Prepare interim distribution listing to support payment amount as well as Owner statement preparation; Prepare listing of claims requiring Resort Name change in Online Data Portal and send to Kroll; Investigate claim inconsistencies and deficiencies and determine resolutions for same.	9.0
Boettger, A	19-Sep-22	Team discussion of various Carriage estate matters; Respond to owner emails; Respond to voicemails and calls from Owners; Provide direction to O. Sarfraz on assembling insolvency data tracker; Review listing of accounts with collection agent assembled by Y. Vagadia and provide feedback; Send requests to Travel and Leisure for additional information; Track responses to Owner inquiries on residency declaration.	5.0
Gordon, J	19-Sep-22	Review claims with over subscription.	3.6
Parisi, J	19-Sep-22	Review email from Prime Clerk.	0.3
Marchand, M	19-Sep-22	Review email and attachment from A. Boettger re distribution schedules; Correspondence with A. Boettger re claims process updates, Distribution matters, HST audit and owner communications; Review email correspondence re claim submission data sets; Matters related to owner inquiries; Review general ledger; Review Powell Jones invoices; Review legal invoice; Approve professional fees.	4.1
Sarfraz, O	19-Sep-22	Insolvency Accounts Review and preparation of the relevant schedules.	4.0
Burrowes, S	19-Sep-22	Review follow up claims from owners and make determination on claims.	3.3
Vagadia, Y	19-Sep-22	HST audit support; Correspondence with A. Boettger re same.	1.8



Staff	Date	Narrative	Hours
Boettger, A	20-Sep-22	Submit updates for Receiver's case website; Draft response letter for HST Examination as well as review and compile appendices; Review account payment statements prepared by Travel & Leisure and identify discrepancies; Send notice to Travel and Leisure's legal counsel about requests for additional information; Send schedules to Kroll in support of interim distribution payment and preparation of Owner statements; Update Owner statement template with modifications discussed with M. Marchand; Inquire with Kroll re: modifying transmission protocol for Owner statements so the Receiver is provided with an emailed copy of Statement link; Review collection agent account listing prepared by Y. Vagadia; Prepare individual account listings for collection agents and draft email to request update of collection status and commissions on potential A/R offsets; Review insolvency account review compiled by O. Sarfraz and investigate any claims which may require additional consideration (none identified); Respond to Owner inquiries; Review of claims and provide determinations on same.	8.4
Marchand, M	20-Sep-22	Review email correspondence re HST audit support; Correspondence with A. Boettger re HST audit response; Matters related to invoicing; Review HST notice of assessments and refund cheques; Review email correspondence re distribution emails and statements; Review email from B. Steele re fees.	1.6
Sarfraz, O	20-Sep-22	Insolvency accounts cross reference review and preparation of the relevant schedules.	3.0
Burrowes, S	20-Sep-22	Review information provided by claimants and make determination on claims.	1.5
Vagadia, Y	20-Sep-22	Correspondence with A. Boettger re HST refund; HST audit support.	1.3
Boettger, A	21-Sep-22	Respond to Owner inquiries; Update list of residency declaration responses received and provide to Kroll for input; Update list of residency inconsistency explanations received and provide claims to Kroll for input; Review claim formatting inconsistencies listing and update claims and forward remaining list to Kroll with instructions to input changes.	5.0
Phadke, A	21-Sep-22	Prepare cheque requisition and deposit slip for vendor payment.	0.2
Parisi, J	21-Sep-22	Review emails from owners; review email from S. Mitra re owner issue; Respond to owner inquiries re distribution process.	0.4
Marchand, M	21-Sep-22	Sign cheque requisitions; Review email correspondence re interim distribution statements; Matters related to invoicing; Review email correspondence re residency for tax purposes; Compute funds to transfer from investments; Sign cheques; Correspondence with J. Malcolm re fund transfers; Email correspondence with S. Babe re withheld amounts remittance; Draft email to A. Sachdeva re barred creditor claim; Review email correspondence re claim updates; Email correspondence with D. Catuogno re distribution timing; Sign fund transfer letter; Sign cheques; Email correspondence with S. Mitra re claim filing issue; Correspondence with Y. Vagadia re same; Review email from J. Berman re wire instructions.	1.9
Burrowes, S	21-Sep-22	Review claims with additional documentation.	3.5
Vagadia, Y	21-Sep-22	Verifying the details re owner inquiry for claim submissions; Correspondence with M. Marchand and A. Boettger re same.	1.1



Staff	Date	Narrative	Hours
Gordon, J	22-Sep-22	Review claims with over subscription.	2.7
Parisi, J	22-Sep-22	Review email correspondence from owners.	0.2
Marchand, M	22-Sep-22	Correspondence with J. Malcolm re banking activity; Review emails and attachments from A. Boettger re HST audit support, Delinquent accounts and insolvent account offsets; Review and revise HST audit response submissions; Draft email to A. Boettger re same; Email correspondence with D. Beaudoin re insolvent account offsets; Draft email to A. Boettger re insolvent accounts; Correspondence with Y. Vagadia re owner claim resolution.	2.7
Burrowes, S	22-Sep-22	Respond to owner inquiries re payment issue.	0.4
Vagadia, Y	22-Sep-22	Correspondence with A. Boettger re query of the owner; Meeting with M. Marchand re the claim submission by the owner.	0.2
Parisi, J	23-Sep-22	Call with owner and provide information requested; Review emails correspondence from owners.	0.6
Marchand, M	23-Sep-22	Email correspondence with A. Boettger re distribution statements; Email correspondence with Y. Vagadia and A. Boettger re claims under review.	0.4
Burrowes, S	23-Sep-22	Respond to owner's call re distribution and claims package.	0.2
Montesano, T	23-Sep-22	Prepare and file HST returns for the Aug. 1-31, 2021.	0.6
Vagadia, Y	23-Sep-22	Correspondence with S. Burrowes re owner claims; Verifying interim distribution calculation for owner doubts.	0.7
Boettger, A	26-Sep-22	Respond to Owner inquiries.	1.5
Marchand, M	26-Sep-22	Review email correspondence re claims review issues and owner inquiries; Email correspondence with A. Boettger re distribution statements; Review email from T. Orben re HST audit support; Provide direction to staff re HST audit response; Respond to owner inquiries; Correspondence with Y. Vagadia re same.	1.9
Burrowes, S	26-Sep-22	Respond to owner calls and address their questions; Review additional information received for claims and make determination on claims.	3.0
Vagadia, Y	26-Sep-22	Return owner calls re preferred payment; Correspondence with M. Marchand re same; Review claims and provide more details to the owners re their claims.	1.1
Boettger, A	27-Sep-22	Respond to Owner inquiries.	1.5
Parisi, J	27-Sep-22	Review correspondence related to investments.	0.1
Marchand, M	27-Sep-22	Review general ledger; Compute amounts to redeem from investments; Email correspondence with K. Ngo re investment redemptions; Provide direction to J. Malcolm re bank activity; Respond to owner inquiries.	1.9
Burrowes, S	27-Sep-22	Review information provided by owners for follow up on their claims; Respond to owner's calls re upcoming distribution.	1.2
Parisi, J	28-Sep-22	Review correspondence from Owner regarding their package.	0.3



Staff	Date	Narrative	Hours
Marchand, M	28-Sep-22	Review emails from G. Gagnon re Association domains; Draft email to G. Gagnon re same; Review emails from L. Kennedy re same; Review email and attachments from K. Ngo re investment statements; Review bank account activity; Sign deposit slips; Correspondence with T. Montesano re HST audit response; review email form B. Steele re September fees; Revise and sign HST audit responses; Correspondence with T. Montesano re HST audit response filing issue; Email correspondence with S. Mitra re claim dispute.	1.8
Burrowes, S	28-Sep-22	Review owner follow up claims.	0.9
Montesano, T	28-Sep-22	Discussion with M. Marchand re response to CRA re examination of GST/HST filing.	1.0
Burrowes, S	29-Sep-22	Review claims of the owners and respond to their inquiry; Responded to A. Boettger M. Marchand regarding additional information; Review owner follow up claims and make determination re same.	4.0
Montesano, T	29-Sep-22	Call to H. Lally CRA examiner to advise of issue with uploading documents to represent a client.	0.5
Marchand, M	30-Sep-22	Email correspondence with T. Orben re HST audit support; Email correspondence with G. Gagnon re Ridge website; Review legal invoice; Matters related to owner inquiries; Review email and attachment from M. Dubin re distribution matters; Email correspondence with J. Berman re distribution statements and selection option updates; Review email correspondence re owner claim resolution issues; Review emails from P. Labissiere re portal updates.	1.4
Burrowes, S	30-Sep-22	Review owner follow up claims.	3.7

This is Exhibit "C" referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

**Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 21, 2023.**



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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.
November 18, 2022	CINV2030585

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from October 1, 2022 to October 31, 2022 as per the details below.

Our Fee:	\$ 125,725.50
Mailchimp - Aug, Sept	862.85
Subtotal	<u>126,588.35</u>
HST - 13% (#R101518124)	16,456.49
Total Due	<u><u>\$ 143,044.84</u></u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	6.9	565.00	\$ 3,898.50
M. Marchand, Partner	41.9	535.00	22,416.50
A. Boettger, Sr. Manager	125.0	490.00	61,250.00
P. Naumis, Sr. Manager	0.3	490.00	122.50
S. Burrowes, Manager	12.4	385.00	4,774.00
E. Klein, Manager	16.2	385.00	6,237.00
Y. Vagadia, Sr. Analyst	73.2	330.00	24,156.00
A. Phadke, Sr. Analyst	2.6	330.00	858.00
T. Montesano, Sr. Administrator	2.7	220.00	594.00
Administrative Support	8.6	165.00	1,419.00
Total	<u><u>289.8</u></u>		<u><u>\$ 125,725.50</u></u>



Staff	Date	Comments	Hours
Boettger, A	2-Oct-22	Review additional documentation provided by T&L and assess if updates necessary for HST response package; Review and update oversubscription analysis; Respond to Owner inquiries; Make determinations on outstanding claims.	5.5
Marchand, M	3-Oct-22	Correspondence with T. Montesano re status of HST audit response filing; Review emails from A. Boettger re claims process and residency inconsistencies; Review email from M. Dubin re Kroll work flow; Email correspondence with A. Boettger re HST audit support, distribution statements; Phone call with A. Boettger re distribution names; Matters related to Owner inquiries.	1.3
Vagadia, Y	3-Oct-22	Responding to Owner inquiries; Correspondence with A. Boettger re adjustment name discrepancies; Making the changes required in name discrepancies submitted by Kroll; Meeting with A. Boettger re same.	4.4
Boettger, A	3-Oct-22	Respond to T&L notices on HST support documents and make inquiries on same; Review amendment request claims and make determinations on same; Call with Owners to respond to inquiries; Call with Kroll to discuss statement template; Review name changes identified by Kroll and provide direction to Y. Vagadia to update interim distribution direction; Send update interim distribution direction to Kroll; Review schedule from collection agent and consider impact of collection commissions.	4.0
Paris, J	4-Oct-22	Review email correspondence from Owner; Correspondence with A. Boettger re status; Review requests for funds transfer to Prime Clerk for distribution and sign various associated documents.	0.9
Burrowes, S	4-Oct-22	Review Owner follow up claim documentation.	1.5
Marchand, M	4-Oct-22	Review emails from J. Berman re distribution payment selection updates and statements; Review email from L. Williams re owner inquiries and claim resolution; Meeting with A. Boettger re distribution, statements, claims process and related matters; Matters related to Owner inquiries; Correspondence with G. Brunswick re disbursement instructions; Prepare disbursement account direction letters; Provide direction to L. Dula re wires; Sign cheque requisitions; Sign wire letters; Review email correspondence re claims review, distribution fraud checks, payment selections and statements; Correspondence with T. Montesano re status of HST audit response filing.	3.2
Boettger, A	4-Oct-22	Provide comments on statement template, amend and send to Kroll for implementation; Team status meeting with M. Marchand to discuss ongoing tasks; Review amendment request claims and make determinations on same.	3.0
Montesano, T	4-Oct-22	Submit documents to CRA re response to CRA HST examination.	1.0
Vagadia, Y	5-Oct-22	Respond to owner inquiries.	0.6
Burrowes, S	5-Oct-22	Review owner follow up claims.	0.4
Marchand, M	5-Oct-22	Matters related to owner inquiries; Review email correspondence re distribution wires; Review email correspondence re payment selection fraud review status; Correspondence with Y. Vagadia re claims review issues and owner inquiries; Correspondence with A. Boettger and L. Dula re distributions; Email correspondence with D. Catuogno re distributions; Email correspondence with G. Gagnon re website domains; Review legal invoice; Review legal invoice.	1.5
Burrowes, S	6-Oct-22	Review Owner follow up claim support.	2.3
Boettger, A	6-Oct-22	Call with L. Williams to discuss Owner inquiries and other matters; Follow-up with collection agent concerning status of accounts; Respond to Owner inquiries; Update claim determinations; Provide direction to Kroll on various matters concerning the interim distribution payment.	2.0



Staff	Date	Comments	Hours
Marchand, M	6-Oct-22	Matters related to Owner claim inquiries; Email correspondence with J. Berman re payment selection and non-responsive parties; Review email correspondence with Kroll re payment selection fraud review; Correspondence with G. Gagnon re website domain; Review email and attachment from P. Labissiere re owner claim follow ups; Correspondence with A. Boettger re updates.	0.9
Boettger, A	7-Oct-22	Respond to questions from Kroll regarding updating determinations of claims and provide direction; Review Owner statement test email and provide feedback to Kroll; Review claims and make determinations on same; Identify and note further follow-up information required in reviewing Owner claims.	6.3
Marchand, M	7-Oct-22	Review email correspondence re claims status updates.	0.1
Boettger, A	9-Oct-22	Review claims and make determinations on same.	1.5
Boettger, A	10-Oct-22	Respond to Owner inquiries; Prepare interim distribution payment to mortgagor for secured claim.	4.0
Boettger, A	11-Oct-22	Review claimant pay selection statistics provided by Kroll's banking partner to evaluate potential for fraudulent entries; Trace sample of claimant pay selections to supporting claims to verify claim details (including co-owners); Follow-up with Developer for wire payment details; Provide direction to Kroll on various matters; Review test owner statement emails, confirm operation of statement links, trace total of statements to supporting schedule and recommend edits for email content; Provide instructions to Y. Vagadia on assembly of supporting schedule for CRA withholding taxes payment; Assemble mailing address information of claims.	5.6
Marchand, M	11-Oct-22	Correspondence with A. Boettger re mortgage payments; Review email correspondence re distribution statement links; Review email and attachment from J. Berman re adjusted name discrepancies; Correspondence with A. Boettger re same; Email correspondence with L. Williams re same; Matters related to owner inquiries; review email correspondence re claims submission revised data sets; Email correspondence with S. Babe re CRA payment instructions; Review email from B. Steele re September fees; Sign cheque requisitions; Sign wire letters; Review sample statement emails; Email correspondence re same.	2.5
Paris, J	11-Oct-22	Respond to Owner inquiries; Review email correspondence from Owner.	0.4
Vagadia, Y	11-Oct-22	Preparing supporting schedules for CRA withholding taxes; Correspondence with A. Boettger re same; Making the required changes after discussing with A. Boettger; Respond to owner inquiries.	6.2
Burrowes, S	12-Oct-22	Respond to Owner inquiries.	0.2
Boettger, A	12-Oct-22	Prepare interim distribution cheque requisition and support for Developer payment; Instruct Y. Vagadia on assembly of collection agent commission information and analysis; Instruct A. Phadke on preparing WSIB reconciliation analysis.	2.5
Marchand, M	12-Oct-22	Correspondence with A. Boettger re wire distributions; Review emails from G. Gagnon re website domains; Review email and attachments from G. Gagnon re invoices; Sign cheque requisitions; Sign wire letters; Matters related to owner inquiries; Review email correspondence re claims process follow ups and delinquent accounts; Email correspondence with D. Catuogno re distribution amounts; Email correspondence with M. Dubin re distribution status updates; Draft notes for next court report.	2.2
Vagadia, Y	12-Oct-22	Preparing cheque requisitions; Meeting with A. Boettger re CICR commission payment calculation; Making schedules for CICR commission payment; Correspondence with A. Boettger re same.	3.3



Staff	Date	Comments	Hours
Burrowes, S	13-Oct-22	Respond to Owner inquiries.	0.4
Paris, J	13-Oct-22	Call with Owners to respond to inquiries; Review email correspondence from Owner.	0.6
Boettger, A	13-Oct-22	Send notice to Mortgagor concerning interim distribution payments; Respond to Owner inquiries; Review claims and make determinations on same; Communication with Kroll on addressing Owner inquiries on interim distribution payment.	5.3
Marchand, M	13-Oct-22	Review email from M. Dubin re distribution status updates; Email correspondence with owner re e-transfer distribution issues; Correspondence with A. Boettger re same; Review email correspondence re wire confirmations; Review banking activity; Review emails from B. Steele re Interact distribution payments.	1.1
Paris, J	14-Oct-22	Review email correspondence from Owners and respond to their inquiries.	0.2
Vagadia, Y	14-Oct-22	Preparing schedules to support CRA withholding taxes, Preparing cheque requisitions for CRA re withholding taxes, Correspondence with A. Boettger re same.	1.0
Burrowes, S	14-Oct-22	Respond to Owner inquiries re payment issues.	0.2
Boettger, A	14-Oct-22	Respond to Owner inquiries; Phone call with Owners; Communication with Kroll on addressing Owner inquiries on interim distribution payment and other matters; Team discussion on ongoing matters and tasks; Follow-up with collection agent on status of accounts; Review claims and make determinations on same.	5.0
Marchand, M	14-Oct-22	Correspondence with owners re E-transfer payee ID issues; Review status of tasks in progress; Teleconference with A. Boettger re claims process updates, issues and next steps; Review email correspondence re status of distributions, statements and updated claims status reporting; Review email correspondence re delinquent account recoveries.	2.9
Boettger, A	16-Oct-22	Respond to Owner inquiries.	2.0
Paris, J	17-Oct-22	Review emails from Owners; Phone call with legal counsel re next steps.	1.6
Burrowes, S	17-Oct-22	Respond to Owner inquiries re payment issue.	0.5
Marchand, M	17-Oct-22	Review email and attachment from M. Dubin re distribution update and spreadsheet; Teleconference with legal counsel and BDO team re claims process issues and updates; Review email from S. Mitra re owner inquiry; Correspondence with A. Boettger re claim submission data sets; Sign cheques and cheque requisitions; Review email correspondence re cheque proofs and release of distributions; Matters related to owner inquiries re distributions and claim status; Review email correspondence re delinquent accounts; Review email correspondence re late claim submissions; Matters related to invoicing;; Provide direction to A. Phadke re cash flow updates.	4.3
Boettger, A	17-Oct-22	Review sample cheques and provide comments to Kroll; Phone call with Counsel to discuss ongoing matters re: claims review, dispute resolution, interim distribution, etc.; Provide instructions to Y. Vagadia on incorporating set-offs from interim distribution into AR tracking schedule; Respond to Owner inquiries; Calls with Owners to answer inquiries.	4.5
Vagadia, Y	17-Oct-22	Responding to owner inquiries; Preparing summary of Carriage Resorts - Interim Distribution currency payment; Reconciling the data of payments; Meeting with A. Boettger re same; Matters related to invoicing.	6.4



Staff	Date	Comments	Hours
Paris, J	18-Oct-22	Respond to Owner inquiries; Review requests for disbursements and approve same.	0.4
Burrowes, S	18-Oct-22	Respond to Owner inquiries.	0.2
Marchand, M	18-Oct-22	Matters related to owner inquiries re distribution issues; Correspondence with J. Malcolm re delinquent account recoveries; Review email and attachment from B. Steele re September invoice; Review general ledger and outstanding invoices; Correspondence with A. Phadke re payment of invoices; Review email correspondence re interim distribution payment follow ups; Sign cheque requisition; Correspondence with A. Boettger re interim distribution payment receipt issues and conflicting claim issues; Sign wire letter.	2.8
Boettger, A	18-Oct-22	Respond to Owner inquiries; Calls with Owners to answer inquiries; Follow-up with Kroll on responses to unsuccessful payment attempts; Respond to escalation inquiries; Review claims and make determinations on same; Document series of incorrect owner claims and Receiver revisions to correct errors and calls with team to discuss same; Call with CICR to follow-up on supporting schedule for recent cheques.	5.7
Vagadia, Y	18-Oct-22	Correspondence with A. Boettger re disputed mortgage claims; Review claims with dispute mortgages and related matters.	4.2
Naumis, P	19-Oct-22	Phone calls with Owners for various issues.	0.3
Burrowes, S	19-Oct-22	Phone calls with owners re payment issue.	0.3
Phadke, A	19-Oct-22	Prepare cheque requisition and deposit slip.	0.3
Boettger, A	19-Oct-22	Respond to Owner inquiries; Calls with Owners to answer inquiries; Draft responses for FAQ to Owners (status of claims reviews and response to payment rejections); Follow-up with Kroll on responses to unsuccessful payment attempts; Review claims and make determinations on same; Review mortgage disputes received and update list for mortgagee.	6.5
Marchand, M	19-Oct-22	Review email correspondence re claim submission master data sets, Claims in progress and digital distribution issues; Review bank account activity; Sign cheque requisition and deposit slip; Sign fund transfer letter; Email correspondence with T. Duncan re status of disputed Receiver's Claims; Correspondence with A. Boettger re same; Phone call with T. Duncan re same; Review collection plan order; Draft email to S. Babe re same; Review email correspondence re rejected Canadian direct deposits.	2.1
Vagadia, Y	19-Oct-22	Respond to owner inquiries; Review duplicate claims and making determinations.	2.6
Burrowes, S	20-Oct-22	Respond to Owner inquiries re distribution receipt issues.	0.1
Montesano, T	20-Oct-22	Prepare and File HST returns for Carriage Hills & Carriage Ridge for the period September 1 - 30, 2022.	0.7
Marchand, M	20-Oct-22	Review email and attachment from S. Babe re court decision on statute of limitations; Draft email to T. Duncan re same; Review email from M. Dubin re updated claims portal database; Review email and attachment from J. Malcolm re banking activity; Phone call with S. Babe re collection plan matters; Review email correspondence re Canadian digital distribution payment issues; Review email correspondence re reserved claim resolution issues.	1.8
Boettger, A	20-Oct-22	Prepare updated summary of Online Claims Portal information; Prepare updated interim distribution schedule, including calculations of reserved claims.	8.0
Vagadia, Y	20-Oct-22	Review duplicate claims and making determinations.	5.3



Staff	Date	Comments	Hours
Boettger, A	21-Oct-22	Draft email message to accompany direct deposit alternative payment selection link; Prepare updated summary of hardcopy claims information; Prepare updated interim distribution schedule, including calculations of reserved claims; Phone calls to respond to Owner inquiries.	5.5
Marchand, M	21-Oct-22	Review email correspondence re digital distributions reattempt; Draft notes for eighth court report re digital distributions; Matters related to owner inquiries and communications.	1.2
Vagadia, Y	21-Oct-22	Review duplicate claims and making determinations.	2.4
Boettger, A	22-Oct-22	Respond to Owner inquiries; Prepare interim distribution schedule, including calculations of reserved claims.	7.0
Boettger, A	23-Oct-22	Prepare interim distribution schedule, including calculations of reserved claims; Respond to Kroll and Digital Disbursements with comments on direct deposit re-send status and comments on use of unique identifiers for claimants; Respond to Kroll inquiries on status of specific claim.	4.0
Paris, J	24-Oct-22	Review and respond to various emails; Respond to calls from Owners.	0.6
Burrowes, S	24-Oct-22	Meeting regarding claims process and ongoing follow up.	1.0
Klein, E	24-Oct-22	Call with BDO team re claims process and outstanding claims.	1.8
Phadke, A	24-Oct-22	Meeting with BDO team re final claims review process and owner follow-up process.	0.8
Vagadia, Y	24-Oct-22	Respond to owner inquiries; Owner inquiries re payment issue; Review claims in Ownership Claims Process and make determinations; BDO team discussion re claims review process.	5.8
Marchand, M	24-Oct-22	Review email correspondence re direct deposit distribution updates; Teleconference with BDO team re claims review status updates and next steps; Review email correspondence re updates claims database statistics; Meeting with A. Boettger re claim submission database and planning first distribution future rounds for reserves; Review email correspondence re owner identification numbers; Matters related to owner inquiries and communications; Sign cheque requisitions; Matters related to invoicing; Sign cheques.	3.6
Boettger, A	24-Oct-22	Follow-up with Kroll to confirm appropriate data export from system; Call with claims review team to discuss claims review process and objectives of current round of review; Provide claims review team direction regarding review; Prepare summary of Kroll Online Claims Portal information and modify reserves for release of claims, as applicable.	7.0
Burrowes, S	25-Oct-22	Respond to owner inquiries.	0.4
Paris, J	25-Oct-22	Phone call with Owners.	0.4
Marchand, M	25-Oct-22	Review email correspondence re distribution issues; Review email correspondence re hard copy claim submission data.	0.4
Boettger, A	25-Oct-22	Review claims paid discrepancies to confirmation no overpayment and resolution of claim; Arrange for stop payment on overpaid claim; Request Kroll to add functionality to Online Claims Portal; Prepare payment schedule for interim distribution batch payment in November 2022.	7.0
Klein, E	25-Oct-22	Verifying claims and making determinations; Email correspondence with Owners; Correspondence with A. Boettger re same.	4.7



Staff	Date	Comments	Hours
Vagadia, Y	25-Oct-22	Calls with owners to respond their inquiries; Review email correspondence re documents requested for ownership claims; Discuss, review and resolution of claims; Verifying claims and making determinations of the same.	6.9
Marchand, M	26-Oct-22	Draft email to T. Duncan re Claims Officer decisions; Correspondence with A. Boettger re interim distribution reserve release and next steps; Review email re association website domains; Review general ledgers; Review email from B. Steele re fees; Matters related to owner correspondence and inquiries.	2.2
Vagadia, Y	26-Oct-22	Review claims and making determinations, Responding to owner inquiries.	6.2
Boettger, A	26-Oct-22	Prepare payment schedule for interim distribution batch payment in November 2022; Call with claims review team to discuss claims review process and objectives of current round of review; Call with M. Marchand to discuss proposed interim distribution batch payment for November 2022; Respond to Kroll inquiry; Review claims and make determinations on same; Respond to Owner inquiries; Calls with Owners; Discussion with E. Klein regarding responding to Owner inquiries and common discussion topics.	7.5
Klein, E	26-Oct-22	Reviewing claims and corresponding with Owners re outstanding documents.	5.1
Phadke, A	26-Oct-22	Meeting with A. Boettger and E. Klein re acceptable supporting documentation for claims review; Review owner claims; Meeting with Y. Vagadia re same.	1.5
Paris, J	26-Oct-22	Respond to owner inquiries re payment issue.	0.4
Paris, J	27-Oct-22	Review email correspondence re payment issue from Owners; Phone calls with Owners re same.	0.6
Burrowes, S	27-Oct-22	Review claims and follow up with owners.	3.1
Boettger, A	27-Oct-22	Prepare tracking document for current claims review; Review claims and make determinations on same; Discussion with Y. Vagadia about claims in review and making determinations on same; Send email inquiries to owners to address claims in review; Respond to Owner inquiries; Calls with Owner; Investigate matters concerning cheque payment rejections and resolutions for same; Respond to inquiries received by legal counsel on status of claims review.	5.5
Klein, E	27-Oct-22	Reviewing claims and corresponding with Owners re: outstanding documents.	4.6
Marchand, M	27-Oct-22	Review correspondence re CRA refund cheques; Email correspondence with L. Williams and S. Babe re returned cheque distribution; Correspondence with A. Boettger re same; Review email correspondence with Kroll re same; Review email and attachments from L. Williams re reserved claim status update; Review email correspondence re direct deposit distributions reattempts; Review email and attachment from M. Magni re legal invoice; Matters related to owner communications and inquiries.	1.9
Vagadia, Y	27-Oct-22	Calls with owners to respond their inquiries; Review email correspondence re documents requested for ownership claims; Discuss, review and resolution of claims; Verifying claims and making determinations of the same.	7.1
Burrowes, S	28-Oct-22	Respond to owner follow ups re ownership claims; Review the ownership claims and making determinations.	1.8
Marchand, M	28-Oct-22	Review email from J. Berman re returned cheques; Call with A. Boettger re returned cheques and owner communications; Review email correspondence re cheque distribution receipt timing; Matters related to owner communications and inquiries; Detailed review of interim distribution reserve release schedule.	3.2



Staff	Date	Comments	Hours
Boettger, A	28-Oct-22	Review claims and make determinations on same; Discussion with Y. Vagadia about claims in review and making determinations on same; Send email inquiries to owners to address claims in review; Respond to Owner inquiries; Calls with Owner; Investigate matters concerning cheque payment rejections and resolutions for same; Respond to inquiries received by legal counsel on status of claims review; Prepare payment schedule for interim distribution batch payment in November 2022.	5.5
Vagadia, Y	28-Oct-22	Calls with owners to respond their inquiries; Review email correspondence re documents requested for ownership claims ; Discuss, review and resolution of claims; Verifying claims and making determinations of the same; Correspondence with A. Boettger re owner claims.	6.8
Vagadia, Y	31-Oct-22	Calls with owners to respond their inquiries; Review email correspondence re documents requested for ownership claims ; Discuss, review and resolution of claims; Verifying claims and making determinations of the same; Correspondence with A. Boettger re owner claims.	4.0
Paris, J	31-Oct-22	Phone calls with Owners re interim distribution payments; review email correspondence from Owners.	0.8
Marchand, M	31-Oct-22	Review email correspondence re hard copy claim submissions review update; Review CRA notice of assessments re RT0002 audit; Sign deposit slips; Correspondence with A. Boettger re claims under review and release of reserves from first interim distributions; Draft email to L. Williams re same; Review email correspondence late claim submissions; Teleconference with L. Williams and A. Boettger re release of reserves; Correspondence with A. Boettger re status of RT0001 HST audit review; Review email from T. Duncan re Receiver' claim dispute decision status.	2.7
Montesano, T	31-Oct-22	Receive and Review CRA notice of assessments and HST refunds; Prepare deposits re same.	1.0
Boettger, A	31-Oct-22	Review and respond to escalation inquiries from Kroll; Follow-up with Owners to request additional information concerning their claims; Team discussion of additional reserves required on interim distribution payments; Call with Counsel to discuss additional reserves on interim distribution payments; Investigate impact of additional reserve on current proposed interim distribution batch payment for November 2022; Contact Kroll to delay interim distribution batch payment pending incorporation of additional reserve category.	4.6

This is **Exhibit "D"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

**Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 21, 2023.**



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BDO Canada Limited
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 Toronto ON M5E 1C5 Canada

Fee
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>
January 23, 2023	CINV2111210

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from November 1, 2022 to November 30, 2022 as per the details below.

Our Fee:	\$ 139,617.50
Mailchimp - Oct	455.18
Subtotal	<u>140,072.68</u>
HST - 13% (#R101518124)	18,209.45
Total Due	<u><u>\$158,282.13</u></u>

<i>Summary of Time Charges</i>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. Parisi, Partner	7.9	565.00	\$ 4,463.50
M. Marchand, Partner	37.8	535.00	20,223.00
A. Boettger, Sr. Manager	116.0	490.00	56,840.00
S. Burrowes, Manager	24.0	385.00	9,240.00
E. Klein, Manager	38.5	385.00	14,822.50
Y. Vagadia, Sr. Analyst	90.6	330.00	29,898.00
A. Phadke, Sr. Analyst	9.5	330.00	3,135.00
T. Montesano, Sr. Administrator	1.6	220.00	352.00
Administrative Support	3.9	165.00	643.50
Total	<u><u>329.8</u></u>		<u><u>\$139,617.50</u></u>



Staff	Date	Comments	Hours
Burrowes, S	1-Nov-22	Review claims and make determinations on the same; Correspondence with owners re same.	3.8
Klein, E	1-Nov-22	Review claims and making determination on the same; Correspondence with Owners re same.	9.3
Marchand, M	1-Nov-22	Correspondence related to owner inquiries.	0.4
Boettger, A	1-Nov-22	Prepare revised interim distribution schedule, including calculations of reserved claims; Prepare payment schedule for interim distribution batch payment in November 2022; Prepare response to HST examiner inquiries, including supporting charts; Request list of re-issued cheques from Kroll.	7.0
Vagadia, Y	1-Nov-22	Respond to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; Verifying the claims and making determination.	7.3
Parisi, J	2-Nov-22	Review email correspondence from owners; Respond to owner inquiries re issues in interim distribution.	0.7
Klein, E	2-Nov-22	Review claims and making determination on the same; Correspondence with Owners re same.	5.5
Burrowes, S	2-Nov-22	Respond to owner inquiries; Correspondence with Owners re claims; Meeting with A. Boettger re claims.	1.5
Boettger, A	2-Nov-22	Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Discussion with Y. Vagadia about claims in review and making determinations on same; Discussion with E. Klein about claims in review and making determinations on same.	6.0
Marchand, M	2-Nov-22	Review email from B. Steele re October fees; Correspondence related to owner inquiries.	0.7
Vagadia, Y	2-Nov-22	Responding to owner inquiries and calls ; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; Verifying the claims and making determination; Meeting with A. Boettger re claims.	7.2
Burrowes, S	3-Nov-22	Review claims and make determinations on the same; Correspondence with owners re same.	2.2
Parisi, J	3-Nov-22	Respond to Owner inquiries; Correspondence with Owner re claims and issue with interim distribution.	0.3
Boettger, A	3-Nov-22	Respond to owner inquiries; Calls with owners to discuss Carriage matters; Provide details of next batch interim distribution payment to Kroll with revised timelines for issuing payment; Respond to Kroll escalation inquiries; Respond to Kroll inquiries on updating name and address information.	3.5



Staff	Date	Comments	Hours
Marchand, M	3-Nov-22	Matters related to owner inquiries; Review email and attachment from A. Boettger re interim distribution; Phone call with A. Boettger re same; Review email and attachment from A. Boettger re HST audit response; Correspondence with A. Boettger re same; Review email correspondence re reissued cheque listing.	1.9
Vagadia, Y	3-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; Verifying the claims and making determination.	6.8
Klein, E	3-Nov-22	Review claims and making determination on the same; Correspondence with owners re same.	4.3
Burrowes, S	4-Nov-22	Review claims and make determinations on the same; Correspondence with owners re same.	1.5
Montesano, T	4-Nov-22	Prepare and File HST returns for Carriage Hills and Carriage Ridge for the period October 1-31, 2022.	0.6
Marchand, M	4-Nov-22	Review email correspondence re interim distribution reserve partial release; Phone call with A. Boettger re detailed review of reserved claims and plan to resolve same; Review legal invoice.	3.3
Vagadia, Y	4-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; verifying the claims and making determination.	7.0
Boettger, A	4-Nov-22	Respond to owner inquiries; Call with M. Marchand to discuss progress on reviewing reserves and other matters to be discussed with counsel.	2.5
Klein, E	4-Nov-22	Review claims and making determination on the same; Correspondence with owners re same.	2.2
Parisi, J	7-Nov-22	Team call re issues with cheque payment and intention for the next court date; Review correspondence with owners.	1.9
Montesano, T	7-Nov-22	Review of CRA Notice of Assessment; Prepare deposit of HST refunds.	0.4
Phadke A	7-Nov-22	Review claims and making determination on same; Correspondence with owners re same; Meeting with Y. Vagadia to discuss the claims.	2.2
Boettger, A	7-Nov-22	Respond to owner inquiries; Calls with owners to discuss Carriage matters. Review claims and make determinations on same. Follow-up with claimants to request additional documentation. Call with counsel to discuss matters re: claims review, charges from cheque rejection batch, communications with collection agents, relief sought at next court appearance, etc.; Follow-up with collection agent on status of claims.	7.0



Staff	Date	Comments	Hours
Marchand, M	7-Nov-22	Review email from M. Dubin re reserve release payee names; Review email from A. Boettger re same; review email from Kroll re updated contact database; Prepare for teleconference with counsel re claims resolution; Teleconference with A. Boettger and counsel re claims resolution and reserve release; Correspondence with A. Boettger re claims review progress and next steps; Sign deposit slips; Confirm number of disputed Receiver Claims with Claims Officer; Review agreement with LJP.	2.7
Vagadia, Y	7-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; verifying the claims and making determination; Meeting with A. Phadke to discuss claims.	6.7
Klein, E	7-Nov-22	Review claims and making determination on the same; Correspondence with owners re same.	4.6
Parisi, J	8-Nov-22	Review email correspondence from owners; review email from A Boettger re communication to owners.	0.3
Phadke A	8-Nov-22	Correspondence with A. Boettger re claims; Review claims and make determination on the same; Correspondence with owners re same.	4.0
Burrowes, S	8-Nov-22	Review claims and making determination on the same; Correspondence with owners re same; Verify the additional documents received from the owners and making determination on those claims.	1.1
Boettger, A	8-Nov-22	Draft communication email to impacted claimants impacted by cheque requisition batch; Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Follow-up with claimants to request additional documentation; Send inquiry to counsel on ability to accept direction to redirect payment from a government agency.	7.5
Marchand, M	8-Nov-22	Phone call with T. Duncan re Claims Decisions; Review email correspondence and attachment re delinquent accounts with LJP; Draft email to A. Boettger re costs to take back delinquent accounts with LJP; Email correspondence re interim distribution outstanding payments and returned cheque issues; Matters related to owner inquiries; Email correspondence with S. Babe and A. Boettger re court hearing dates; Review email correspondence re reversed cheque charges.	2.0
Vagadia, Y	8-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; discuss, review and resolve the claims; Verifying the claims and making determination.	6.1
Klein, E	8-Nov-22	Review claims and making determination on the same; Correspondence with Owners re same.	2.7
Burrowes, S	9-Nov-22	Correspondence with owners re claims.	2.0



Staff	Date	Comments	Hours
Parisi, J	9-Nov-22	Discussions with A. Boettger regrading various issues related to owner claims; Review emails related to owner issues.	0.7
Boettger, A	9-Nov-22	Review information from CICR and recalculate commission and fees owing on accounts; Respond to owner escalation inquiries; Follow-up with claimants to request additional documentation.	5.2
Marchand, M	9-Nov-22	Review email correspondence re cheque reversal fees; Email correspondence with D. Catuogno re mortgage disputes; Correspondence with A. Boettger re HST audit updates, Mortgage disputes and cheque reversal fees; Review email correspondence re public guardian request for payment; Review email correspondence re release of reserves payment selection emails; Review email correspondence re status of owner follow ups; Correspondence with Y. Vagadia re claims review issues and updates; Matters related to invoicing; Matters related to owner inquires.	1.6
Phadke A	9-Nov-22	Call with team re progress update on owner claims review.	0.3
Vagadia, Y	9-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; verifying the claims and making determination.	6.5
Klein, E	9-Nov-22	Review claims and making determination on the same; Correspondence with owners re same.	2.7
Burrowes, S	10-Nov-22	Review email correspondence from Owners re additional documents requested and making determination on the same; Correspondence with owners re same.	2.9
Marchand, M	10-Nov-22	Review email correspondence re owner follow-up reporting; Email and phone call correspondence with A. Boettger re issuance of notices of revision and disallowance; Email correspondence with L. Williams re same; Review email correspondence re released of reserves and mortgage payments.	1.4
Vagadia, Y	10-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; verifying the claims and making determination.	7.1
Parisi, J	10-Nov-22	Review correspondence regarding Owner related issues; Calls with owners to discuss Carriage matters.	0.6
Boettger, A	10-Nov-22	Assemble updated list of claims reserved due to mortgage disputes and send to D. Catuogno; Respond to inquiry from D. Catuogno; Email to Digital Disbursements regarding resolution to unsuccessful payments from October 2022 batch payment; Respond to Owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Follow-up with claimants to request additional documentation; Discussion with S. Burrowes and Y. Vagadia on claims reviews.	5.9
Klein, E	10-Nov-22	Review claims and making determination on the same; Correspondence with owners re same.	2.4



Staff	Date	Comments	Hours
Burrowes, S	11-Nov-22	Review claims and making determination on the same; Correspondence with owners re same.	3.0
Parisi, J	11-Nov-22	Review correspondence from Kroll.	0.2
Boettger, A	11-Nov-22	Review accounts listing from LJP and discuss discrepancies with M. Marchand and determine follow-up steps required; Respond to Owner inquiries; Calls with Owners to discuss Carriage matters; Review claims and make determinations on same.; Follow-up with claimants to request additional documentation; Call with counsel to discuss claims review and intention for next court date.	7.0
Marchand, M	11-Nov-22	Phone call with A. Boettger re delinquent accounts and reconciliation with LJP listings; Review email correspondence re online portal notice of revision and disallowance workflow; Review ownership claims process order re resolution of claims; Teleconference with A. Boettger and L. Williams re ownership claims process claims resolution; Phone call with A. Boettger re same.	2.4
Klein, E	11-Nov-22	Corresponding with Owners re claims.	1.3
Parisi, J	13-Nov-22	Review and approve bank reconciliations for Hills and Ridge.	0.5
Boettger, A	13-Nov-22	Review claims and make determinations on same; Follow-up with claimants to request additional documentation.	1.5
Burrowes, S	14-Nov-22	Review email correspondence from owners re additional documents requested and making determination on the same; Correspondence with owners re same.	2.1
Marchand, M	14-Nov-22	Review email and attachment from B. Steele re October invoice; Email correspondence with S. Babe re booking Court date; Review email correspondence re ownership claims oversubscription issues; Compute funds to redeem from investments; Correspondence with A. Boettger re digital distribution issues; Correspondence with Y. Vagadia re payment of professional fees; Matters related to owner inquiries and communications; review emails from L. Kennedy and G. Gagnon re website issues.	1.5
Boettger, A	14-Nov-22	Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Follow-up with claimants to request additional documentation; Follow-up with CRA on HST examination results.	6.7
Vagadia, Y	14-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; Verifying the claims and making determination.	6.1
Klein, E	14-Nov-22	Correspondence with Owners re outstanding claims.	1.3
Burrowes, S	15-Nov-22	Respond to owner inquiries; Review the claims and make determination and correspondence with owners re same.	0.7



Staff	Date	Comments	Hours
Boettger, A	15-Nov-22	Draft distribution direction letter for December 2022 payment; Request reconciliation from Digital Disbursements on October 2022 distribution; Follow-up with collection agent with inquiries and request for phone call; Follow-up with Digital Disbursements on status of October 2022 payments; Respond to Owner inquiries; Calls with owners to discuss Carriage matters; Schedule to receive portal update from Kroll.	5.5
Vagadia, Y	15-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; Verifying the claims and making determination.	2.5
Klein, E	15-Nov-22	Correspondence with owners re outstanding claims.	0.6
Burrowes, S	16-Nov-22	Review email correspondence from owners re additional documents requested and making determination on the same; Correspondence with owners re same.	0.5
Marchand, M	16-Nov-22	Review email from B. Steele re November fees; Review email and attachment from A. Boettger re mortgage interim distribution reserves; Review email from A. Boettger re estate executor and mortgage balance; Review email from A. Boettger re interval oversubscription issues; Email correspondence with A. Boettger re interim distribution funds remaining reconciliation; Review email from M. Dubin re online portal updates; Review email from M. Dubin re outstanding interim distribution payments; Review email correspondence re claims process updated data export; Review email correspondence re Kroll disbursement instructions for release of reserves; Review email correspondence re Kroll call center inquiries; Matters related to owner inquiries; Sign cheque requisitions; Sign wire letter.	2.1
Parisi, J	16-Nov-22	Calls with Owners; Discussions with A. Boettger re claim issues.	0.4
Boettger, A	16-Nov-22	Follow-up with collection agent with inquiries and request for phone call; Follow-up with Digital Disbursements on status of October 2022 payments; Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Follow-up with claimants to request additional documentation; Follow-up with Kroll on status of call centre.	5.5
Vagadia, Y	16-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; verifying the claims and making determination.	6.9
Klein, E	16-Nov-22	Correspondence with owners re outstanding claims.	0.6
Parisi, J	17-Nov-22	Review and approve requests for disbursements.	0.2
Burrowes, S	17-Nov-22	Review email correspondence from Owners re additional documents requested and making determination on the same.	0.3



Staff	Date	Comments	Hours
Marchand, M	17-Nov-22	Sign cheques; Correspondence with Y. Vagadia re fund transfer; Phone call with Y. Vagadia re ownership claims process follow up status updates; Provide direction to Y. Vagadia re Claims Decisions issuance contact details and outstanding member refunds; Sign payment requisition; Sign deposit slip; Review emails from J. Richardson re status of digital payments and reconciliation of funds; Sign fund transfer letter.	1.6
Boettger, A	17-Nov-22	Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Follow-up with claimants to request additional documentation; Call with Y. Vagadia to discuss refunds and contact information required by claims officer.	2.8
Vagadia, Y	17-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; verifying the claims and making determination; Phone call with M. Marchand re dispute claims and owner refunds; Phone call with A. Boettger re same.	4.7
Vagadia, Y	18-Nov-22	Responding to owner inquiries and calls; Review email correspondence re owners providing requested documents for claims; Discuss, review and resolve the claims; Phone call with A. Boettger re notice of dispute and owner refunds; Preparing supporting's for Claims Officer for disputed claims; Verifying the unpaid owners with the ownership distribution sheet and making determination.	6.8
Parisi, J	18-Nov-22	Review email from A. Boettger re Bank of Montreal.	0.2
Boettger, A	18-Nov-22	Review and reconstruct reconciliation of interim distribution batch payment (October 2022) provided by Digital Disbursements and send inquiries regarding same; Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Review claims subject to reserve due to oversubscription and make determinations on same; Prepare and send list to Kroll on requested revisions to claim submissions; Review updated from Kroll on call centre activities and respond to questions on same; Circulate confirmation that Kroll has discussed automated security check resulting in cheque rejection with Kroll and obtained confirmation letter on same.; Call with Y. Vagadia to discuss gathering of contact information for Claims Officer and refund cheques.	7.0
Marchand, M	18-Nov-22	Review email and attachments from Digital Disbursements re interim distribution bank account reconciliations; Review email and attachment from A. Boettger re same; Email correspondence with A. Boettger re same; Email correspondence with A. Boettger re claims bar submissions and related matters; Review email and attachment from M. Dubin re interim distribution statement and email language; Email correspondence with A. Boettger re same; Review email and attachments from Kroll re late filed ownership claim; Review email correspondence re late filed claims; Matters related to invoicing.	2.0
Klein, E	18-Nov-22	Correspondence with owners re outstanding claims.	0.3



Staff	Date	Comments	Hours
Phadke A	19-Nov-22	Update FY2022 cash flows for August, September and October 2022 transactions for Carriage Hills.	1.6
Parisi, J	21-Nov-22	Review and respond to email regarding bounced cheques.	0.2
Burrowes, S	21-Nov-22	Review email correspondence from owners re additional documents requested and making determination on the same; Correspondence with owners re same.	0.5
Phadke A	21-Nov-22	Update FY2022 cash flows for August, September and October 2022 for Carriage Ridge.	1.4
Marchand, M	21-Nov-22	Review email correspondence re interim distribution and statement emails; Review email correspondence and attachment re returned cheques and BMO letter; Phone calls with owners re interim distribution inquiries; Phone call with Y. Vagadia re Claims Decisions issuance contact details and outstanding member refunds; Phone call with L. Dula re banking error; Review CICR collection agreement; Review email and attachment from A. Boettger re CICR commissions on interim distributions; Draft email to A. Boettger re same; Email correspondence re interval oversubscription issues; Review email from A. Boettger re LJP account discrepancies; Email correspondence with A. Boettger re ownership claim support determination, late filed claims and interim distribution cheque payments; Review email correspondence re Kroll call center updates; Review email correspondence re certificate of the public guardian and trustee; Review email and attachment from Y. Vagadia re disputed claimants contact details; Email correspondence with T. Duncan re same.	2.7
Vagadia, Y	21-Nov-22	Responding to owner inquiries; Reviewing the correspondence from owners and making determination of the claims; Meeting with M. Marchand to update on the claims for Claims Officer.	1.6
Boettger, A	21-Nov-22	Follow-up with Digital Disbursements on reissuing cheques for unsuccessful payments; Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Team discussion of letter from BMO in response to cheque rejection issue and circulating this document to impacted parties and draft email regarding same; Respond to escalation inquiries; Review list of parties with no residency declaration or inconsistencies who did not have an email address and arrange for phone communication; Assemble details of oversubscription claims related to Developer claimed intervals and send to D. Catuogno; Review claims subject to reserve due to oversubscription and make determinations on same.	7.0
Montesano, T	21-Nov-22	Review CRA correspondence.	0.1
Klein, E	21-Nov-22	Correspondence with owners re outstanding claims.	0.3
Burrowes, S	22-Nov-22	Review email correspondence from owners re additional documents requested and making determination on the same; Correspondence with Owners re same.	1.1
Parisi, J	22-Nov-22	Review and respond to email correspondence related to Kroll, ;Phone calls with owners; Correspondence with owners re Carriage matters.	0.4



Staff	Date	Comments	Hours
Marchand, M	22-Nov-22	Email correspondence with A. Boettger and counsel re communications to owners with returned distribution cheques; Correspondence with A. Boettger re Receiver's website updates; Email correspondence with T. Duncan re owner contact details; Review email from B. Steele re November fees; Email correspondence with A. Boettger re delinquent owner account payment; Review email correspondence re release of interim distribution cheques; Review email and attachment from A. Boettger re ownership claims for legal review.	1.5
Vagadia, Y	22-Nov-22	Responding to owner inquiries.	0.4
Boettger, A	22-Nov-22	Respond to owner inquiries; Calls with owners to discuss Carriage matters; Review claims and make determinations on same; Prepare and send list of claims requiring legal review to counsel; Call with R. Manea to discuss claims review; Discussion with Kroll on compiling information on claims received after August 23, 2022.	6.9
Klein, E	22-Nov-22	Correspondence with owners re outstanding claims.	0.1
Burrowes, S	23-Nov-22	Review email correspondence from owners re additional documents requested and making determination on the same.	0.2
Parisi, J	23-Nov-22	Review the narrative to be included on BDO website; Update from A. Boettger.	0.6
Marchand, M	23-Nov-22	Review email correspondence re incoming wire; Review email and attachments from M. Dubin re hard copy claim submission datasets; Review LJP agreement; Teleconference with A. Boettger and L. Pomfret re delinquent accounts with LJP; Review email correspondence re last filed claim submissions protocol; Review email from R. Birchard re interim distribution reconciliation and release of second chance cheques; Review email from B. Steele re funding USD account for same; Email correspondence with A. Boettger re late filed claims and protocol to resolve same; Review email correspondence re online portal claim reporting datasets; Phone call with A. Boettger re delinquent accounts, interim distributions, release of reserves, HST audit status updates and ownership claims review status updates.	3.7
Vagadia, Y	23-Nov-22	Phone calls with owners to discuss their claims; Reviewing email correspondence from owners; Cross reference with the GL for the unpaid refunds of the owners; Meeting with A. Boettger to discuss owner claims.	3.2
Boettger, A	23-Nov-22	Review claims received after claims bar date and eliminate duplicate claims filed; Suggest expedited review procedures for claims received after claims bar date and discuss with team; Prepare updated ownership distribution calculation schedule based on Online Claims Portal exported information; Calls with owners to discuss Carriage matters; Respond to owner inquiries; Call with collection agent to discuss listing on accounts, outstanding fees owed and next steps to conclude administration of receivables; Discussion with Y. Vagadia on claims under review; Prepare updated ownership distribution calculation schedule based on Online Claims Portal exported information; Status phone call with M. Marchand.	7.5

Staff	Date	Comments	Hours
Parisi, J	24-Nov-22	Review email correspondence from counsel regarding court date, review email correspondence from owners.	0.4
Boettger, A	24-Nov-22	Prepare updated ownership distribution calculation schedule based on Online Claims Portal exported information; Review claims and make determinations on same; Calls with owners to discuss Carriage matters; Respond to owner inquiries.	7.5
Vagadia, Y	24-Nov-22	Responding to owners inquiries.	0.3
Marchand, M	24-Nov-22	Review email from S. Babe re ownership claim; Email correspondence re incoming wire; Email correspondence with S. Babe re court date confirmation; Draft court report; Review legal invoice; Correspondence with J. Malcolm re bank account activity; Email correspondence re settlement of Receiver's Claim and related matters; Review bank account activity.	1.9
Parisi, J	25-Nov-22	Review correspondence regarding court appearance.	0.3
Vagadia, Y	25-Nov-22	Respond to owner inquiries; Reviewing email correspondence from owners.	0.9
Marchand, M	25-Nov-22	Review email correspondence re failed incoming wire; Review email correspondence re ownership claim issues; Draft claims decision cover letter; Draft email to T. Duncan re same; Phone call with owner re ownership claim issues.	1.5
Burrowes, S	28-Nov-22	Review email correspondence from owners re additional documents requested and making determination on the same.	0.4
Marchand, M	28-Nov-22	Review email correspondence re failed incoming wire; Phone calls with owners re ownership claim and receipt of distribution issues; Email correspondence with T. Duncan and S. Babe re Receiver's Claim appeals including notice of appeal particulars; Review email from Kroll re additional owner proofs of claim received; Teleconference with A. Boettger and D. Beaudoin re delinquent accounts with CICR.	2.1
Vagadia, Y	28-Nov-22	Respond to Owner inquiries re interim distribution; Reviewing email correspondence of owner's and supporting provided; Make determination on those claims.	1.2
Montesano, T	28-Nov-22	Review and scan client information received to Y. Vagadia.	0.2
Boettger, A	28-Nov-22	Respond to owner inquiries; Call with collection agent to discussion outstanding accounts listing.	1.5
Burrowes, S	29-Nov-22	Respond to owner inquiries.	0.1
Vagadia, Y	29-Nov-22	Email correspondence with owners; Reviewing the email correspondence from A. Boettger re set-off updates in A/R schedule.	0.6
Marchand, M	29-Nov-22	Review notice of assessment from CRA re Ridge bad debts HST refund; Correspondence with T. Montesano re CRA audit letters for Receiver's HST accounts; Phone call with owner re ownership claim and receipt of distribution issues.	0.6



Staff	Date	Comments	Hours
Boettger, A	29-Nov-22	Respond to owner inquiries; Review cheque registrar provided by Digital Disbursements.	0.5
Montesano, T	29-Nov-22	Download CRA notices online.	0.3
Klein, E	29-Nov-22	Correspondence with owners re outstanding info required for claim verification.	0.2
Burrowes, S	30-Nov-22	Respond to owner inquiries.	0.1
Boettger, A	30-Nov-22	Respond to owner inquiries; Review cheque listings from latest cheque batch issued and discuss with Digital Disbursements; Communication with Kroll on various matters concerning the Ownership Claims Process and claims review; Update owner distribution calculation schedule based on Online Claims Portal exported information and identify claims subject to revision notice.	4.5
Marchand, M	30-Nov-22	Review email correspondence re failed incoming wire; Review email from B. Steele re fees.	0.2
Klein, E	30-Nov-22	Correspondence with Owners re outstanding claims.	0.1
Vagadia, Y	30-Nov-22	Responding to owner's inquiries.	0.7

This is Exhibit "E" referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 31, 2023.



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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.
February 27, 2023	CINV2156105

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from December 1, 2022 to December 31, 2022 as per the details below.

Our Fee:	\$ 83,282.50
Mailchimp - Nov	449.08
Subtotal	<u>83,731.58</u>
HST - 13% (#R101518124)	10,885.11
Total Due	<u><u>\$ 94,616.69</u></u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	5.7	565.00	3,220.50
M. Marchand, Partner	29.7	535.00	15,889.50
A. Boettger, Sr. Manager	106.8	490.00	52,332.00
A. Koroneos, Sr. Manager	0.2	490.00	98.00
S. Burrowes, Manager	1.5	385.00	577.50
E. Klein, Manager	1.7	385.00	654.50
Y. Vagadia, Sr. Analyst	23.2	330.00	7,656.00
A. Phadke, Sr. Analyst	1.7	330.00	561.00
T. Montesano, Sr. Administrator	1.2	220.00	264.00
Administrative Support	12.3	165.00	2,029.50
Total	<u><u>184.0</u></u>		<u><u>\$ 83,282.50</u></u>

Staff	Date	Comments	Hours
Boettger, A	1-Dec-22	Arrange to re-issue payment to owners; Respond to owner inquiries; Call with owner regarding Carriage matters; Review claims and update ownership distribution calculation schedule; Review reserves for non-subject member accounts and remove reserve where appropriate; Discussion with Y. Vagadia regarding owner inquiries.	4.9
Klein, E	1-Dec-22	Corresponding with claimants re: outstanding claims.	0.3
Vagadia, Y	1-Dec-22	Reverting owner calls; Review email correspondence from owners; Updating A/R schedule as per Dec 2022 batch payment; Teams meeting with A. Boettger re owner queries.	2.9
Boettger, A	2-Dec-22	Respond to owner inquiries; Call with owners regarding Carriage matters; Review claims and update ownership distribution calculation schedule; Review reserves for residency declaration errors and coordinate updates to claims with Kroll to remove reserves; Call with Y. Vagadia to discuss digitizing information from claims received after the Claims Bar Date; Status call with M. Marchand; Review and respond to emails from Counsel concerning legal review of claims.	4.2
Burrowes, S	2-Dec-22	Respond to owner emails and review additional information sent, update their claims.	0.5
Parisi, J	2-Dec-22	Review email related to guaranteed investment certificates (GICs). Review email from owner.	0.3
Marchand, M	2-Dec-22	Correspondence with A. Boettger re distribution reserve partial release; Review bank account activity; Compute funds to partially redeem from GICs; Draft email to bank re same; Phone call with A. Boettger re claims process detailed status update and next steps discussion.	1.7
Vagadia, Y	2-Dec-22	Meeting with A. Boettger re the claims received after the claims bar date summarizing the information of claims received after the claims bar date; Reviewing the correspondence from owners re claim status.	3.8
Marchand, M	3-Dec-22	Review email from A. Boettger re developer ownership claim oversubscription reserve; email correspondence with A. Boettger re delinquent account payments; Review email and attachment from Counsel re public guardian and trustee; Review email correspondence re owner request for information pursuant to court order; Email correspondence re reissuance of cheque for deceased owner; Review email correspondence re undeliverable cheques; Review email correspondence re status of digital distributions; Review email correspondence re late claim submissions.	0.9
Boettger, A	5-Dec-22	Respond to Kroll questions on claim updates; Respond to Kroll escalation inquiries; Call with claims review team to discuss marking claims for revision or disallowance; Call with owners on Carriage matters; Respond to owner inquiries; Download and review claims decisions format from Claims Officer; Provide directions to J. Hue for	7.2

Staff	Date	Comments	Hours
		summarizing Claims Officer decisions; Review claims and make determinations on same	
Burrowes, S	5-Dec-22	Team status call to discuss next steps in owner review.	0.5
Marchand, M	5-Dec-22	Correspondence with A. Boettger re Receiver's Claims and Claims Officer's decisions; correspondence with T. Montesano and A. Boettger re Carriage Resorts CRA HST refund.	0.6
Montesano, T	5-Dec-22	Receive NOA and HST refund for Carriage Resorts.	0.3
Phadke, A	5-Dec-22	Team status call re Claims Review Progress Update.	0.5
Vagadia, Y	5-Dec-22	Responding to owner inquiries.	0.4
Boettger, A	6-Dec-22	Provide Kroll with instructions for redirection of claimant's payment; Prepare updated ownership distribution calculation schedule based on Online Claims Portal exported information; Prepare analysis of non-subject member claims excluded from collection agent lists; Review claims subject to oversubscription and determine resolution for same; Make determinations on claims; Respond to owner inquiries.	7.5
Parisi, J	6-Dec-22	Review correspondence regarding GIC's	0.1
Marchand, M	6-Dec-22	Phone call with A. Boettger re owner follow ups; Draft email to bank re GIC partial redemptions; Review letters from CRA re confirmation of receipt of withholding tax remittance; Review email correspondence re distribution cheques reissuance; Email correspondence re cheque payable to CHRC; Review email correspondence re partial release of reserves payment selection window; Review email and attachments from Kroll re interim distribution statements; Review email correspondence re owners claiming not to have received distributions; Review email correspondence re claims officer decisions; Correspondence with A. Boettger re same; Review email correspondence re claims for legal review; Email correspondence with A. Boettger re claims without residency declaration; Email correspondence with Claims Officer re fees.	1.9
Vagadia, Y	6-Dec-22	Summarizing details of claim subject to claims bar date; Reviewing correspondence with owners.	2.5
Boettger, A	7-Dec-22	Review of settlement offer forwarded by Counsel; Respond to owner emails; Follow-up with owners for copies of purchase agreements; Prepare cheques requisition and wire letters for December 2022 interim distribution batch payment.	2.3
Parisi, J	7-Dec-22	Review email correspondence regarding appeal of Claims Officer's decision.	0.2
Marchand, M	7-Dec-22	Review email and attachments from bank re GIC partial withdrawal; Correspondence with T. Montesano re Carriage Resort HST refunds; Review and sign disbursement instruction for disbursement account letters; Sign cheque requisitions and wire letters; Review email correspondence re appeals to Claims Decisions.	0.8

Staff	Date	Comments	Hours
Montesano, T	7-Dec-22	Receive Notice of Assessment (NOA) and HST refund for Carriage Resorts; Prepare deposit slip.	0.2
Vagadia, Y	7-Dec-22	Responding to owner inquiries; Correspondence with owner re claims and making determination on the claims based on the supporting documents provided.	1.5
Boettger, A	8-Dec-22	Respond to owner inquiries; Calls with owners; Review claims subject to oversubscription reserves and make determinations on same; Send Kroll list of claims to update in Online Claims Portal; Discussion with M. Marchand on owner follow-up inquiries and other matters	5.0
Burrowes, S	8-Dec-22	Attend and respond to owner calls and emails.	0.3
Parisi, J	8-Dec-22	Review and respond to various emails related claims admin and emails from owners. Review owner claim.	1.3
Marchand, M	8-Dec-22	Phone call with A. Boettger re owner follow ups; Review email and attachment from Counsel re Claims Decision appeal; Email correspondence re resolution of same; receive phone call from owner re Claims Decision appeal; Draft email to owner re time share agreement; Correspondence with A. Boettger re partial release of reserves.	1.3
Vagadia, Y	8-Dec-22	Meeting with A. Boettger re the comments provided by Counsel for owner claims; Reviewing owner claims and making determinations on same; Responding to owner inquiries.	3.1
Boettger, A	9-Dec-22	Respond to owner inquiries; Review claims subject to oversubscription reserves and make determinations on same; Discussion with Kroll regarding preparation of Notice of Revisions and Disputes.	6.2
Klein, E	9-Dec-22	Corresponding with claimants re: outstanding claims.	0.5
Marchand, M	9-Dec-22	Review emails and attachments from J. Malcolm re bank activity; draft emails to J. Malcolm re deposit postings and bank activity errors; Provide direction to A. Phadke re payment of expenses; Review email from Kroll re fees.	0.8
Montesano, T	9-Dec-22	Prepare and file the November 2022 HST RT0001 & 0002 returns for Carriage Hills and Carriage Ridge.	0.7
Phadke, A	9-Dec-22	Prepare cheque requisitions and supporting documents for payment of legal fees, claims agent fees and receiver fees; Send cheque requisitions to M. Marchand for approval.	0.5
Vagadia, Y	9-Dec-22	Responding to owner inquiries; Correspondence with owners for the claims; Review claims and making determination.	2.7
Boettger, A	12-Dec-22	Review claims and make determinations on claims; Mark claims for revision or disallowance where no response received from informal owner follow-ups; Respond to owner inquiries; Follow-up with owners to request additional information.	6.2
Klein, E	12-Dec-22	Corresponding with claimants re: outstanding claims.	0.3
Marchand, M	12-Dec-22	Review mail re notice of appeal to Claims Decisions;	0.2

Staff	Date	Comments	Hours
Vagadia, Y	12-Dec-22	Reviewing the invoice for Carriage for November 2022 and making the changes; Correspondence with M. Marchand re same; Reviewing the emails correspondence from owners for the claims.	2.9
Boettger, A	13-Dec-22	Call with Kroll to discuss Notice of Revision and Disallowance process, incl. creation of Portal for tracking responses; Make determinations on claims; Mark claims for revision or disallowance where no response received from informal owner follow-ups; Respond to owner inquiries; Discussion with Y. Vagadia on owner inquiries.	7.0
Parisi, J	13-Dec-22	Respond to call from owner.	0.3
Klein, E	13-Dec-22	Corresponding with owners re: status of outstanding claims.	0.1
Marchand, M	13-Dec-22	Call with Kroll and A. Boettger re ownership claim notice of revision and disallowance process; Email correspondence with J. Parisi re appeals to Claims Decisions.	1.4
Vagadia, Y	13-Dec-22	Responding to owner inquiries; Meeting with A. Boettger.	1.1
Boettger, A	14-Dec-22	Respond to owner inquiries; Phone calls with owners; Review cheque proofs and provide approval to Kroll; Review statement drafts and provide approval to Kroll; Accommodate request from owner to trace individual payment by cheque for the purpose of immediate re-issuance.	3.3
Parisi, J	14-Dec-22	Review various correspondence regarding disputes.	0.6
Klein, E	14-Dec-22	Corresponding with claimants re: outstanding claims.	0.3
Marchand, M	14-Dec-22	Phone call with A. Boettger re Claims Decision appeals and related matters; Matters related to owner inquiries; Review email from J. Hue re HST refunds; Review email correspondence re cheque proofs; Email correspondence re resolution of appeals to Claims Officer's Decisions; Review email correspondence re partial reserve release of first interim distributions.	1.6
Boettger, A	15-Dec-22	Compile interim distribution payment data for reporting; Team discussion of various Carriage matters; Draft commentary for future court report; Respond to owner inquiries; Follow-up with owner to request additional documentation to support claim; Calls with owners; Respond to owner inquiries.	6.5
Burrowes, S	15-Dec-22	Email response to owner. Update claims.	0.2
Parisi, J	15-Dec-22	Review emails from counsel regarding appeals to Claims Decisions.	0.3

Staff	Date	Comments	Hours
Marchand, M	15-Dec-22	Review email and attachment re legal invoice; Review email correspondence re ownership claims support issues; Review select Claims Decisions; Review emails and attachments re appeals to Claims Decisions; Review email correspondence re delinquent account settlement offer; Review email from Claims Officer re appellant inquiries; correspondence with A. Boettger re same; Sign cheques and wire letter; Review email and attachment from Kroll re invoice; Review email correspondence re status of distributions; Review email from D. Beaudoin re quitclaim; Phone call with A. Boettger re ownership claims process and collection plan updates, issues and next steps; Draft email to Counsel re court date.	4.8
Vagadia, Y	15-Dec-22	Responding to owner inquiries; Summarize the claims received after the Claims Bar Date.	1.8
Boettger, A	16-Dec-22	Review communications forwarded from Claims Officer and respond; accordingly; Update Collections Plan appeal listing; Review disallowance and revision detail from hardcopy portal assembled by Kroll; Review claims to mark claims as not requiring revision or disallowance package, where appropriate; Respond to Kroll call centre escalations; Review and provide comments on potential settlement offers in communications to Claims Officer; Calls with owners; Respond to owner inquiries.	5.0
Parisi, J	16-Dec-22	Review email from Counsel, review email from A. Boettger, review email from M. Marchand; Call from owner regarding their interim distribution payment.	0.7
Marchand, M	16-Dec-22	Review email correspondence re distribution status; review email and attachments from G. Gagnon re invoices; Review email correspondence re Claims Decision cost awards; Email correspondence with L. Dula and A. Phadke re bank account activity; Sign cheque requisition, fund transfer letter and deposit slip; Review email from Counsel re Claims Decision appeal; Correspondence with A. Boettger re same.	1.5
Phadke, A	16-Dec-22	Prepare cheque requisitions and supporting documents re reimbursement of Kroll October 2022 fees from Carriage Ridge to Carriage Hills, payment of invoices; Prepare deposit slip for Carriage Hills re reimbursement of Kroll fees from Carriage Ridge estate.	0.7
Vagadia, Y	16-Dec-22	Responding to owner inquiry re interim payment issue.	0.3
Boettger, A	19-Dec-22	Review claims to mark claims as not requiring revision or disallowance package, where appropriate; Review and update comments of claims marked for revision or disallowance in preparation of sending notices to claimants; Phone calls with owners; Coordinate re-sending of unsuccessful interim distribution payments with Kroll.	7.5
Marchand, M	19-Dec-22	Sign cheque requisition; Sign funds transfer letter.	0.1
Vagadia, Y	19-Dec-22	Responding to owner inquiry.	0.2
Koroneos, A	20-Dec-22	Call with claimant on second distribution, messages with A. Boettger to provide information for 2023 timing.	0.2

Staff	Date	Comments	Hours
Boettger, A	20-Dec-22	Review and update comments of claims marked for revision or disallowance in preparation of sending notices to claimants; Respond to owner inquiries; Phone calls with owners; Coordinate re-sending of unsuccessful interim distribution payments with Kroll; Prepare update interim distribution calculations based on updated data export from Online Claims Portal.	7.5
Klein, E	20-Dec-22	Corresponding with claimants re: outstanding claims.	0.2
Marchand, M	20-Dec-22	Review email and attachment from Kroll re claim submission datasets; Review email from A. Boettger re Digital Disbursements; Review ownership claims process notice of revision, disallowance and dispute forms; Phone call with A. Boettger re ownership claims process dataset reviews, revised and disallowed claims; Email correspondence with Counsel re Court date; Email correspondence with counsel re ownership claims process updates; review email from Kroll re costs to prepare revision and disallowance portal; Review email correspondence re unsuccessful electronic distribution payments; review email from Kroll re November fees; Review email from Digital Disbursements re status of distributions.	2.8
Boettger, A	21-Dec-22	Call with Kroll to review Notice of Revision and Dispute Portal; Respond to owner inquiries; Phone calls with owners; Prepare update interim distribution calculations based on updated data export from Online Claims Portal; Review claims in Ownership Claims Process and make determinations on same.	5.5
Parisi, J	21-Dec-22	Correspondence with owner regarding payment that was returned.	0.3
Marchand, M	21-Dec-22	Correspondence with A. Boettger re ownership claims process reconciliation; Teleconference with Kroll and A. Boettger re claims revision and disallowance portal and process; Review email correspondence re unsuccessful electronic payments; Review email from A. Boettger re status of reserved claims.	1.7
Boettger, A	22-Dec-22	Status update call with M. Marchand on various matters; Call with Counsel to discuss various matters; Review oversubscription reserved claims and match records to land registry details; Review claims in Ownership Claims Process and make determinations on same.	7.0
Parisi, J	22-Dec-22	Correspondence with A. Boettger regarding update regarding member whose payment was returned; Team status call re appeals process for Claims Decisions.	1.2
Marchand, M	22-Dec-22	Teleconference with A. Boettger re partial reserve release and status of reserved claims; Review general ledger; Prepare for teleconference with counsel; Teleconference with counsel, A. Boettger and J. Parisi re claims process updates, issues and next steps.	2.8
Boettger, A	23-Dec-22	Review listing of unsuccessful payments from December 2022 interim distribution batch payment and coordinate resending of unsuccessful payments; Respond to owner inquiries.	4.0
Parisi, J	23-Dec-22	Call with owner. Call with A. Boettger re same.	0.4



Staff	Date	Comments	Hours
Boettger, A	28-Dec-22	Respond to owner inquiries; Review list of proposed Notice of Disallowance and Revision recipients and compare to Receiver's interim distribution listing; Draft sections of Court Report; Prepare updated formulas for interim distribution calculations to identify appropriate reserves.	6.5
Marchand, M	28-Dec-22	Sign cheques; Review email from Kroll re fees.	0.2
Marchand, M	29-Dec-22	Email correspondence with Counsel and A. Boettger re distribution issues; Review email and attachment from Kroll re form of notice of revision or disallowance and dispute notice; Draft email to Counsel re same; Draft email to Kroll re same.	1.1
Boettger, A	30-Dec-22	Update interim distribution calculations to reserve for disallowed claims under the same Equiant Account Number; Review summary listing of claims received after Claims Bar Date and update; Draft release email for customer payment; Review sample Notice of Revision and Disallowance forms provided and respond to inquiries and comments; Call with M. Marchand to discuss Notice of Revision and Disallowance samples and associated comments.	3.5
Marchand, M	30-Dec-22	Review email from Kroll re samples of notices of revision or disallowance; Review email from Counsel re same; Draft email to A. Boettger re same; Review email correspondence re unsuccessful electronic payments and reissuance; review email and attachment from R. Cavaliere re legal fees; Review collection plan order; Draft email to R. Cavaliere re fee split; Correspondence with A. Boettger re notices of revision or disallowance; Review and revise notices of revision or disallowance comments.	3.5

This is Exhibit "F" referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

**Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 21, 2023.**



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

Fee
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

March 8 2023

Invoice No.

CINV2181769

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from January 1, 2023 to January 31, 2023 as per the details below.

Our Fee:	\$ 109,918.00
Mailchimp - Dec	444.91
Subtotal	<u>110,362.91</u>
HST - 13% (#R101518124)	14,347.18
Total Due	<u><u>\$124,710.09</u></u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	4.8	595.00	\$ 2,856.00
M. Marchand, Partner	31.8	575.00	18,285.00
A. Boettger, Sr. Manager	133.4	495.00	66,033.00
S. Burrowes, Manager	0.6	385.00	231.00
E. Klein, Manager	5.5	385.00	2,117.50
Y. Vagadia, Sr. Analyst	39.0	330.00	12,870.00
A. Phadke, Sr. Analyst	19.6	330.00	6,468.00
T. Montesano, Sr. Administrator	3.3	225.00	742.50
Administrative Support	1.8	175.00	315.00
Total	<u>239.8</u>		<u><u>\$ 109,918.00</u></u>

Staff	Date	Comments	Hours
Marchand, M	2-Jan-23	Review and edit notices of revision or disallowance; correspondence with A. Boettger re same.	3.5
Boettger, A	2-Jan-23	Discussion with M. Marchand on updating comments for Notice of Revision and Disallowance of Claim (“NORD”) forms; Digitize records of claims received after claims bar date; Review data export from Online Claims Portal for commentary to update NORDs.	7.0
Boettger, A	3-Jan-23	Review data export from Online Claims Portal for commentary to update NORDs; Call with team to organize update of external comments on Online Claims Portal; Respond to owner inquiries; Calls with owners; Team discussion of responses to inquiries from owners concerning personal income tax information or filings; Communication with Kroll regarding updates to hardcopy form of NORD.	6.0
Marchand, M	3-Jan-23	Correspondence with A. Boettger re NORD and related matters; Draft email to TGF re same; Review email and attachment re legal fees; Review emails from Foglers re Claims Decision appeals; Email correspondence re Claims Decision appeals; Email correspondence with A&B re owner settlement; Review email from Kroll re fees; Email correspondence with A. Boettger re owner tax information requests; Review email correspondence with Kroll re NORD; Review email correspondence re interim distribution partial reserve release instructions.	1.8
Vagadia, Y	3-Jan-23	Meeting with A. Boettger and A. Phadke re claims; Reviewing claims and updating revision and disallowance comments; Correspondence with A. Boettger and A. Phadke.	8.0
Phadke, A	3-Jan-23	Team meeting re updating revision and disallowance comments for electronic and manual claim submissions; Update revision and disallowance notice comments for electronic and manual claims.	8.1
Klein, E	3-Jan-23	Corresponding with owners re: status of outstanding claims.	0.4
Parisi, J	4-Jan-23	Review email correspondence from owner.	0.1
Marchand, M	4-Jan-23	Review email correspondence re NORDs; Review email correspondence re first distribution reconciliation; Correspondence with A. Boettger re status of NORDs, interim distributions and court report; Correspondence with A. Boettger re HST liability from interim distribution delinquent account offsets.	1.4
Vagadia, Y	4-Jan-23	Responding to owner inquiries re the interim distribution; Meeting with A. Boettger re various issues in payment of interim	5.7



Staff	Date	Comments	Hours
		distribution; Updating the list of claims received after Claims Bar Date.	
Boettger, A	4-Jan-23	Respond to owner inquiries; Phone calls with owners; Draft documents and communications for settlement offer to accounts after Claims Officer decision; Draft Court Report.	6.7
Parisi, J	5-Jan-23	Receive call from owner.	0.2
Boettger, A	5-Jan-23	Review Additional Proof of Claims submissions and prepare disallowance comments on same; Correspondence with TGF on claim in ownership Claims Process; Call with Y. Vagadia to discuss preparing HST tracking of collected claims; Draft content for future frequently asked questions (FAQ) document for owners; Phone calls with owners; Respond to owner inquiries; Draft Court Report.	6.0
Marchand, M	5-Jan-23	Email correspondence with Foglers re accounts; Matters related to invoicing; review email correspondence re NORDs.	0.9
Vagadia, Y	5-Jan-23	Responding to owner inquiries; Meeting with A. Boettger re updating accounts receivable tracking schedule; Updating accounts receivable tracking schedule.	5.8
Montesano, T	6-Jan-23	Prepare and file HST return for Carriage Resorts for the period Dec. 1, 2022 to Dec. 31, 2022.	0.8
Boettger, A	6-Jan-23	Review claims flagged for inconsistencies regarding inclusion in the NORD mailing and make updates to determinations and comments of claims; Respond to owner inquiries; Provide comments on NORD form template and alterations proposed by Kroll; Review and respond to owner escalations from Kroll.	4.0
Marchand, M	6-Jan-23	Correspondence with A. Boettger re NORDs, Kroll online dispute portal, reconciliation of claim submissions and interim distributions matters; Review email from A. Boettger re uncleared distribution cheques; Review email correspondence re cheque releases; Review email correspondence re prospects for sale of delinquent accounts; Email correspondence with A&B re court date.	1.1
Phadke, A	6-Jan-23	Prepare Workplace Safety and Insurance Board (WSIB) reporting information for quarter ended September 30, 2021; Reconcile and verify WSIB reporting for prior periods.	4.2
Vagadia, Y	6-Jan-23	Responding to owner queries.	0.5
Parisi, J	6-Jan-23	Review emails regarding next steps and owner issue.	0.3

Staff	Date	Comments	Hours
Marchand, M	9-Jan-23	Review email correspondence re interim distribution receipt issues and foreclosed interval interests; Correspondence with A. Boettger re same; Review email and attachment from J. Hue re Collection Agent collections; Review email and attachment from Kroll re NORDS; Correspondence with A. Boettger re same; correspondence with A. Boettger re Court date, delinquent accounts and unresolved ownership claims; Review email and attachment from A&B re Claims Decision; Review email from A&B re court date; Review general ledger activity and cash flows; Correspondence with A. Phadke re same; Draft BIA 246(2) Receiver's Interim Reports; Review email correspondence re updates to NORD timelines.	3.6
Vagadia, Y	9-Jan-23	Responding to owner queries.	0.9
Montesano, T	9-Jan-23	Review of Notice of Assessment (NOA) and HST refund; Prepare deposit of HST refund.	0.3
Boettger, A	9-Jan-23	Respond to owner inquiries; Calls with owners; Team discussion regarding service date of NORD and resulting deadline; Discussion with Kroll regarding service date of NORD; Arrange for rescheduling of Court date; Send note to Kroll to update NORD cover letter; Discussion with TGF regarding specific claims under review.	5.0
Phadke, A	9-Jan-23	Prepare update to interim statement of cash flows for November and December 2022 for Carriage Resorts.	2.5
Marchand, M	10-Jan-23	Review email correspondence NORD; Teleconference with Kroll team and A. Boettger re NORDS.	1.3
Vagadia, Y	10-Jan-23	Reviewing correspondence from owners; Responding to owner calls for inquiries on interim distribution payments.	1.3
Montesano, T	10-Jan-23	Contact WSIB to report the insurable earnings for the quarter ended Sep. 30, 2021, and request closure of accounts after that date; Correspond with A. Boettger re same.	0.8
Boettger, A	10-Jan-23	Review WSIB reconciliation calculations and request T. Montesano contact WSIB to file return information; Design summary charts in distribution calculation schedule to excluded claims marked for disallowance; Draft sections of Court Report; Respond to owner inquiries; Calls with owners; Reconcile mortgage intervals in distribution calculation schedule; Call with Kroll to discuss Online Dispute Portal; Review Online Dispute Portal and provide comments; Contact Kroll regarding update to standard responses in call centre.	6.5
Phadke, A	10-Jan-23	Conduct research for potential purchasers of account receivable listing; Prepare list of potential purchasers (collection agencies); Respond to owner inquiries.	2.6

Staff	Date	Comments	Hours
Marchand, M	11-Jan-23	Review email and attachments from Kroll re NORDs; Review Online Dispute Portal; Correspondence with A. Boettger re Online Dispute Portal, NORDs, interim distribution release, court report, financial statements and fiscal 2022 tax returns; Review email correspondence re Digital Disbursements; Matters related to owner inquiries; Review email correspondence re Digital Disbursements; Review email and attachment from Foglers re fees; Review general ledger and updated interim statement of cash flow; Revise BIA 246(2) Interim Receiver's Report; Correspondence with T. Montesano re same.	3.0
Parisi, J	11-Jan-23	Review and approve bank reconciliations.	0.3
Montesano, T	11-Jan-23	E-mail BIA 246(2) Receiver's Interim Report to the Office of the Superintendent of Bankruptcy (OSB).	0.2
Vagadia, Y	11-Jan-23	Updating the accounts receivable tracking sheet.	0.5
Boettger, A	11-Jan-23	Provide comments to Kroll on Online Dispute Portal; Prepare update of distribution calculation schedule; Respond to owner inquiries; Calls with owners; Clarify treatment of specific payment option for owners with both Kroll and Digital Disbursements.	6.0
Marchand, M	12-Jan-23	Matters related to owner inquiries; Review email correspondence re NORDs, Online Dispute Portal and status of issuing NORDs.	0.6
Vagadia, Y	12-Jan-23	Respond to owner inquires; Correspondence with owner's re interim distribution payment; Meeting with A. Boettger re interim distribution questions.	1.8
Boettger, A	12-Jan-23	Prepare update of distribution calculation schedule; Reconcile mortgage claims, mortgage intervals, claim changes and other items in the distribution calculation schedule; Review of final Online Dispute Portal as well as data sets to populate same; Review list of claims showed as having excess payments and adjust in system or note reasons for tracking of same in distribution calculation schedule.	7.7
Klein, E	12-Jan-23	Corresponding with owners re: status of outstanding claims.	0.2
Burrowes, S	13-Jan-23	Respond to owner inquiries.	0.3
Marchand, M	13-Jan-23	Review email correspondence re Digital Disbursements cash reconciliation and status of issuing NORDs.	0.2
Boettger, A	13-Jan-23	Review bank reconciliation prepared by Digital Disbursements; Prepare update of distribution calculation schedule; Prepare listing of payments to be included in February 2023 interim distribution batch payment and reconcile with previous batch payments and distribution schedule workbook.	7.2
Vagadia, Y	13-Jan-23	Responding to owner inquiries.	0.3

Staff	Date	Comments	Hours
Klein, E	13-Jan-23	Corresponding with owners re: status of outstanding claims.	0.2
Phadke, A	16-Jan-23	Reconcile balance errors in interim statement of receipts and disbursements; Update October 2022 monthly cash flow tracking with additional entries for the Carriage Resorts.	1.1
Marchand, M	16-Jan-23	Correspondence with A. Boettger re court report and related matters; Review email correspondence re delinquent account appeals.	1.2
Boettger, A	16-Jan-23	Prepare update of distribution calculation schedule; Prepare and reconcile listing of payments to be included in February 2023 interim distribution batch payment; Team meeting on outline of next Court report; Respond to owner inquiries; Call with owners; Team discussions on responses to inquiries on NORDs.	7.0
Vagadia, Y	16-Jan-23	Responding to Owner inquiries re NORDs and disallowed claims; Meeting with A. Boettger re the NORDs and disallowed claims; Correspondence with owners; Updating the accounts receivable tracking for implicit HST collected calculation.	3.3
Klein, E	16-Jan-23	Corresponding with claimants re: outstanding claims. Corresponding with A. Boettger re: calculations for distribution schedule.	0.4
Burrowes, S	17-Jan-23	Email response to owner.	0.1
Parisi, J	17-Jan-23	Speak to owner regarding letter received and follow-up with A. Boettger re payment; Review email regarding Claims Decision appeals.	0.6
Vagadia, Y	17-Jan-23	Responding to owner inquiries re NORDs.	0.9
Marchand, M	17-Jan-23	Review email and attachment from A. Boettger re interim distribution reserve release; Correspondence with A. Boettger re same; Correspondence with A. Boettger re GIC redemption and related matters; Review email correspondence re distributions; Correspondence with A. Boettger re status of issuance of NORDs and remaining unresolved ownership claims; Review email from Kroll re fees; Email correspondence re Claims Decision appeals process.	1.4
Phadke, A	17-Jan-23	Respond to owner enquiries.	1.1

Staff	Date	Comments	Hours
Boettger, A	17-Jan-23	Team discussion of next batch of interim distribution payments; Send next batch of interim distribution payments to Kroll for processing; Respond to owner inquiries; Calls with owners; Update claim information per NORs; Draft Notice of Disallowances for claimants with specific disallowance issues; Coordinate with Digital Disbursements to update MasterCard payment description in preparation of next interim distribution payment release; Summarize Claims Decision appeals received to date and emails to Counsel on designing appeal process.	6.9
Marchand, M	18-Jan-23	Phone call with Foglers re status of outstanding Claims Decisions.	0.1
Parisi, J	18-Jan-23	Call with owner; Review email from owner; Discussions with team.	0.7
Vagadia, Y	19-Jan-23	Responding to owner inquiries re NORs and disallowed claims; Correspondence with A. Boettger re same.	6.2
Marchand, M	19-Jan-23	Review email from TGF re communication to owner; Review email correspondence re NORs.	0.3
Parisi, J	19-Jan-23	Call with owner regarding status of claims; Review emails from owners.	0.6
Boettger, A	19-Jan-23	Send inquiries to Digital Disbursement notification of stalled electronic payments from December 2022 payments; Respond to owner inquiries; Calls with owners; Correct distribution payments schedule and update February 2023 batch payment list; Call with Y. Vagadia regarding owner inquiries; Respond to Kroll re name updates to payees; Confirm details of next Court hearing with Counsel.	4.8
Vagadia, Y	20-Jan-23	Responding to owner inquiries re NORs and disallowed claims; Correspondence with A. Boettger re same.	3.8
Parisi, J	20-Jan-23	Discussions with A. Boettger regarding various issues related to owners and distribution; Review email from owner and correspondence re same.	0.6
Boettger, A	20-Jan-23	Update email distribution list for ownership Claims Process; Send notification email to owners on date of next Court report; Respond to owner inquiries; Calls with owners; Discussion with Counsel re: recommended communications to owners regarding NOR process; Call with Y. Vagadia regarding owner inquiries; Approve changes to payment selection portal with Digital Disbursements; Update draft comments for FAQ; Draft Court Report; Follow-up with Digital Disbursements on unsuccessful payments from December 2022 batch.	5.0

Staff	Date	Comments	Hours
Marchand, M	20-Jan-23	Correspondence with A. Boettger interim distributions, reserves, owner communications and owner inquiry matters; Matters related to receiving owner inquiries; correspondence with A. Boettger re same; Review email correspondence re distribution payment selection options; Review email correspondence re status of interim distribution reserve release; Matters relating to invoicing; Review of outstanding legal and professional fees.	2.7
Klein, E	20-Jan-23	Corresponding with owners re: status of outstanding claims.	0.2
Marchand, M	22-Jan-23	Matters related to owner inquiries.	0.2
Boettger, A	22-Jan-23	Draft email distributions to owners in receipt of NORD; Draft email distribution to owners impacted by NORD.	2.0
Parisi, J	23-Jan-23	Review email from A. Boettger.	0.1
Klein, E	23-Jan-23	Updating Collection Agent schedules to reflect updated potential offset amounts using distribution schedule.	2.3
Marchand, M	23-Jan-23	Correspondence with T. Montesano re outstanding cheques; Correspondence with A. Boettger re Claims Decision appeals and owner communications; Matters related to owner inquiries; Review email correspondence re court hearing and related matters; Email correspondence with A. Boettger and TGF re Claims Decision appeal; Review email correspondence re owner complaints.	1.6
Montesano, T	23-Jan-23	Review statement received from WSIB for the Carriage Resorts; E-mail same to A. Boettger; Prepare payment of final balance; Send to A. Boettger for approval.	0.7
Boettger, A	23-Jan-23	Review historical communications with owner and review Owner account, including Notice of Dispute and Notice of Appeal; Request A&B send notice to Service List of next Court attendance; Prepare summary of appeals to Claims Decisions by category of original dispute; Respond to owner inquiries; Calls with owners.	7.2
Boettger, A	24-Jan-23	Prepare listing of interim distribution cheques requiring re-issuance due to requested changes, contact updates or lost in transit; Draft communications to owners impacted by stalled December 2022 payments and prepare email distribution list; Respond to owner inquiries; Calls with owners.	6.0
Marchand, M	24-Jan-23	Email correspondence with TGF re Claims Decision appeals; Review email from Kroll re fees; Review email and attachment from TGF re legal fees; Correspondence with A. Boettger re outstanding professional fees; Sign cheques; Review email and attachment from A&B re letter to Justice Conway; Review email from TGF re same; Draft email to Counsel re same; Email correspondence with A. Boettger re unsuccessful electronic payments.	1.2

Staff	Date	Comments	Hours
Klein, E	25-Jan-23	Corresponding with A. Boettger re: next steps and owner inquiries. Corresponding with owners re: status of claims.	1.8
Marchand, M	25-Jan-23	Correspondence with A. Boettger re updates on various matters.	0.2
Parisi, J	25-Jan-23	Review various emails related to Claims Decision appeals.	0.6
Boettger, A	25-Jan-23	Send list of payments to Kroll to re-issue via cheque; Provide comments on potential NORD appeal process; Respond to owner inquiries; Calls with owners; Send email to Mortgagor requesting status update on various outstanding items; Discussions with E. Klein and S. Burrowes on responding to owner inquiries; Confirm draft interim distribution statement template with Kroll; Prepare and send draft communication to M. Marchand for review re: NORD reminder and timing of interim distribution payments on NORD impacted claims; Send Kroll mass email to be distributed re delay to certain December 2022 scheduled interim distribution payments.	6.1
Burrowes, S	26-Jan-23	Reviewed revised settlement agreement provided by owner.	0.1
Marchand, M	26-Jan-23	Review email and attachment from A. Boettger re communication to claimants in receipt of a NORD and revise same; Draft email to A. Boettger re same; Review email and attachment from A. Boettger re separate communication for claimants impacted by NORDs and revise same; Draft email to A. Boettger re same; Review email from A&B re case conference letter; draft email to A&B re same; Review email from A. Boettger re Claims Decision appeals; Draft email to A. Boettger re same; Email correspondence with TGF re ownership claims dispute mechanism; Review email from A. Boettger re interim distribution communications.	2.1
Boettger, A	26-Jan-23	Draft court report; Update tracking of receivables balances; Respond to owner inquiries; Calls with owners; Send email to Kroll confirming details of next Court date.	7.0
Burrowes, S	27-Jan-23	Response to owner inquiries.	0.1
Boettger, A	27-Jan-23	Send draft communication to Counsel for review re: NORD reminder and timing of interim distribution payments on NORD impacted claims; Respond to Counsel with response to owner inquiry; Review appeals received in collection process and assemble potential strategy for settling accounts based on compassionate grounds; Provide comments on potential NORD appeal process; Review requests to settle delinquent account balances and prepare summary on same for M. Marchand; Respond to owner inquiries; Calls with owners.	7.0
Marchand, M	27-Jan-23	Review email correspondence re communications with owners; Review email correspondence re ownership claims process resolution mechanism and draft email to Counsel re same; Review email and attachment from A&B re letter to Justice Conway.	0.7



Staff	Date	Comments	Hours
Montesano, T	30-Jan-23	Review of CRA HST refund and prepare deposit.	0.5
Marchand, M	30-Jan-23	Review invoice from vendor; Email correspondence with G Gagnon re same; Engagement status review and planning; Review emails and attachments from TGF re NORD communications; Email correspondence with Counsel re ownership claim dispute resolution process; Matters related to owner communications; review CRA HST NOA; Review email correspondence re case conference scheduled for February 27, 2023; Correspondence with A. Boettger re Claim Decision appeals; Correspondence with A. Boettger re implications of potential delay in court date; Teleconference with Counsel re case conference and court hearing delay implications; Email correspondence with Counsel re court date.	2.3
Parisi, J	30-Jan-23	Call with Counsel to discuss dispute process; Review and respond to various emails.	0.7
Boettger, A	30-Jan-23	Provide claim form to owner and discussion of same; Review claims and make determinations on same; Review land registry to confirm ownership registration of claimants in Ownership Claims Process; Review claims reserved due to oversubscription and attempt to resolve; Respond to owner inquiries; Calls with owners; Respond to Collection Process inquiry from prospective appellant; Call with M. Marchand and Counsel to discuss scheduled case conference in relation to Court hearing and potential responses to same.	6.3
Boettger, A	31-Jan-23	Review notification from Kroll on interim distribution payment and respond to same; Contact Collection Agent regarding prior payments made by Owner; Review claims and make determinations on same; Review land registry to confirm ownership registration of claimants in Ownership Claims Process; Review claims reserved due to oversubscription and attempt to resolve; Respond to owner inquiries; Calls with owner.	6.0
Marchand, M	31-Jan-23	Matters related to owner inquiries; Review legal invoice; Email correspondence with A. Boettger re interim distribution payment error.	0.4

This is Exhibit "G" referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

**Antonio Montasano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
their subsidiaries, associates and affiliates.
Expires December 21, 2023.**



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

Fee
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

April 5, 2023

Invoice No.

CINV2230101

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from February 1, 2023 to February 28, 2023 as per the details below.

Our Fee:	\$ 77,498.00
HST - 13% (#R101518124)	10,074.74
Total Due	<u><u>\$ 87,572.74</u></u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	6.0	595.00	\$ 3,570.00
M. Marchand, Partner	14.7	575.00	8,452.50
A. Boettger, Sr. Manager	89.3	495.00	44,203.50
S. Burrowes, Manager	20.4	385.00	7,854.00
E. Klein, Manager	3.4	385.00	1,309.00
A. Fielding, Manager	4.5	385.00	1,732.50
Y. Vagadia, Sr. Analyst	25.0	330.00	8,250.00
A. Phadke, Sr. Analyst	0.3	330.00	99.00
T. Montesano, Sr. Administrator	1.0	225.00	225.00
Administrative Support	10.3	175.00	1,802.50
Total	<u><u>174.9</u></u>		<u><u>\$ 77,498.00</u></u>



Staff	Date	Comment	Hours
Marchand, M	1-Feb-23	Correspondence with A. Boettger re Claims Decision appeals and related matters; Email correspondence with Counsel re final distribution; Review email from Counsel re confirmation of rescheduled court date; Matters related to owner communications.	1.0
Boettger, A	1-Feb-23	Respond to owner inquiries; Calls with owners; Prepare draft email communications on Notice of Revisions or Disallowance of claim (“NORD”) and send to Kroll for distribution; Discussion with M. Marchand on Collections Process appeals and potential for some settlements.	3.5
Marchand, M	2-Feb-23	Correspondence with A. Boettger re interim distribution payment error; Review email and attachments from G. Gagnon re invoices; Correspondence with A. Boettger re owner communications and website updates.	0.5
Boettger, A	2-Feb-23	Respond to Digital Disbursements inquiry re re-issuing of cheques; Respond to owner inquiries; Calls with owners; Review and re-arrange customer receivable tracking sheet; Draft communication to specific owners concerning their interim distribution; Review interim distribution statements for February 2023 batch of payments and provide requested revisions to Kroll.	5.0
Boettger, A	3-Feb-23	Respond to owner inquiries; Review and re-arrange customer receivable tracking sheet.	7.1
Boettger, A	6-Feb-23	Respond to owner inquiries; Review and re-arrange customer receivable tracking sheet.	4.5
Marchand, M	6-Feb-23	Review email correspondence re owner communications and interim distributions; Correspondence with A. Boettger re GIC redemption; Sign cheques.	0.5
Parisi, J	6-Feb-23	Review and respond to emails; Correspondence with A. Boettger re status update.	0.8
Phadke, A	6-Feb-23	Prepare cheque requisitions for vendor invoices; Email correspondence with A. Boettger re the same.	0.3
Burrowes, S	7-Feb-23	Reconcile general ledger with collection tracking spreadsheet and note discrepancies.	4.3
Boettger, A	7-Feb-23	Respond to owner inquiries; Review and re-arrange customer receivable tracking sheet; Prepare interim distribution direction to Kroll; Prepare secured creditor payments for February 2023 interim distribution batch payment; Arrange for GIC withdrawal; Respond to escalations from Kroll call centre.	7.0
Marchand, M	7-Feb-23	Email correspondence re cash flow and GIC redemptions; Email correspondence with A. Boettger re distributions; Review email correspondence re Claims Decision appeal.	0.3
Boettger, A	8-Feb-23	Respond to owner inquiries; Calls with owners; Prepare secured creditor payments for February 2023 interim distribution batch payment; Draft FAQ document prepared for owners.	2.0
Klein, E	8-Feb-23	Corresponding with owners re: outstanding claims.	1.3



Staff	Date	Comment	Hours
Parisi, J	9-Feb-23	Review and edit request for payments; Review FAQ document and provide comments.	1.2
Marchand, M	9-Feb-23	Review email from J. Malcolm re interim distribution; email correspondence re interim distribution; correspondence with A. Boettger re updates; review email correspondence re distribution instructions.	0.5
Boettger, A	9-Feb-23	Coordinate transfer of funds to Kroll for next interim distribution batch payment; Respond to owner inquiries; Calls with owners; Review revised banking transfer details from Kroll and make inquiries concerning potential revisions; Prepare summary of Collection Process appeals received to date and send legal counsel for comments on potential settlements; Respond to Owner escalations from Kroll.	5.0
Parisi, J	10-Feb-23	Review and respond to various emails.	0.2
Montesano, T	10-Feb-23	Prepare and file GST/HST returns for Carriage Hills and Carriage Ridge accounts.	0.6
Boettger, A	10-Feb-23	Review revised banking transfer details from Kroll and provide approval for same; Respond to owner inquiries; Calls with owners; Perform preliminary review of NORD disputes to date and discuss with S. Burrowes process for reviewing records to exclude improper disputes; Prepare list of claim updates required by Kroll and send to Kroll.	4.7
Burrowes, S	13-Feb-23	Perform preliminary review of NORD disputes.	4.6
Parisi, J	13-Feb-23	Review December bank reconciliation.	0.4
Marchand, M	13-Feb-23	Correspondence with A. Boettger re updates; Correspondence with J. Malcolm and A. Boettger re delinquent account receipts; Review email and attachment from Kroll re fees; Review email correspondence re status of mortgage disputes.	0.6
Fielding, A	13-Feb-23	Reconciling general ledger accounts and update interim statement of cash flows.	1.5
Boettger, A	13-Feb-23	Review of Kroll banking transfers requests and provide authorization for same; Review and re-arrange customer receivable tracking sheet; Reconciliation of A/R tracking sheet.	2.5
Marchand, M	14-Feb-23	Correspondence with A. Boettger re owner communications; Review email correspondence re outstanding Claims Decisions; Review frequently asked questions; Correspondence with A. Boettger re same; Review email from Kroll re fees; Review email correspondence re Claims Dispute portal.	1.6
Parisi, J	14-Feb-23	Discussions with A. Boettger re FAQs and other file matters.	0.3
Fielding, A	14-Feb-23	Finalising reconciliation of general ledger accounts, verifying balances against reports generated, and updating interim statement of cash flows.	1.0
Vagadia, Y	14-Feb-23	Reviewing the correspondence from owners for interim distribution issues; reviewing the voicemails from owners; Respond to the owner calls and emails; Meeting with A. Boettger re the AR tracking updating for 2021 and 2022; Downloading deposit slips and G/L details to conduct A/R tracking.	4.8



Staff	Date	Comment	Hours
Boettger, A	14-Feb-23	Respond to owner inquiries; Verify access to claimant disputes documents provided by Kroll; Reconciliation of A/R tracking sheet with cash activity; Discuss compilation of Collection Agent transactions with Y. Vagadia.	4.5
Klein, E	14-Feb-23	Owner correspondences re: outstanding claims.	0.5
Burrowes, S	15-Feb-23	Discussion with A. Boettger re review of disputed claims.	0.2
Parisi, J	15-Feb-23	Discussions with Y. Vagadia re Carriage Resorts; Review wire letters and discussions with A. Boettger.	0.4
Marchand, M	15-Feb-23	Review emails from A. Boettger and Counsel re delinquent account settlements; Correspondence with A. Boettger re Court report and delinquent account compassionate offsets; Review emails from Western Alliance re distributions.	0.8
Vagadia, Y	15-Feb-23	Updating the AR tracking to December 31, 2022; Meeting with A. Boettger re updating barred claims tracking; Updating the list of barred claims and cross verifying the list; Respond to owner inquiries; Provide direction to J. Malcolm re the deposit slips.	4.6
Boettger, A	15-Feb-23	Respond to owner inquiries; Confirm access to online dispute portal and provide direction to S. Burrowes re the same; Discuss the update of tracking claims received after the claims bar date with Y. Vagadia; Send emails to owners regarding settlement of account balance	4.5
Boettger, A	16-Feb-23	Draft FAQ communication to owners; Draft settlement communications and proposed settlement schedule; Respond to owner inquiries; Calls with owners.	4.0
Klein, E	16-Feb-23	Corresponding with owners re: outstanding claims.	0.4
Vagadia, Y	16-Feb-23	Respond to owner inquiries; Updating Collection Agent payments of AR listing comparing the G/L and the deposit slips and recording the data from January 2021 to December 2022; Meeting with A.Boettger re same; Corresponding with J.Malcolm re the required documents.	5.1
Marchand, M	16-Feb-23	Email correspondence with G. Gagnon re website renewals; Matters related to owner inquiries.	0.6
Burrowes, S	17-Feb-23	Respond to owner calls and inquiries.	0.2
Boettger, A	17-Feb-23	Respond to owner inquiries; Calls with owners; Reconciliation of A/R tracking sheet; Contact Collection Agent for historical transaction details; Arrange access to dispute portal with Kroll; Discussion with Y. Vagadia re review of disputes.	5.0
Vagadia, Y	17-Feb-23	Meeting with A.Boettger re the dispute of claims; Verifying the claims with dispute uploaded on the portal and making the notes for the same.	3.2
Marchand, M	17-Feb-23	Matters related to owner inquiries.	0.5
Boettger, A	20-Feb-23	Reconciliation of A/R tracking sheet; Prepare required journal entries needed to reconcile with A/R tracking spreadsheet.	4.0
Burrowes, S	21-Feb-23	Respond to A. Boettger re questions on certain dispute claims.	0.3



Staff	Date	Comment	Hours
Klein, E	21-Feb-23	Corresponding with claimants re: payments; Reviewing email correspondence.	0.5
Marchand, M	21-Feb-23	Correspondence with A. Boettger re professional fees; Review email from Kroll re fees; Email correspondence with Counsel re case conference and related matters; Sign cheque requisition; Correspondence with L. Dula re HST refunds; Sign deposit slips.	0.7
Vagadia, Y	21-Feb-23	Reviewing emails from owners; Meeting with A. Boettger re issues with the notice of dispute claims, A/R updated list; Reviewing the CICR payment in the updated workbook; Updating the A/R tracker.	5.1
Boettger, A	21-Feb-23	Approve cheque payments as part of February 2023 distribution to Kroll; Draft Eighth Receiver's Report to the Court; Respond to owner inquiries; Calls with owners; Reconciliation of A/R tracking sheet; Investigation of status for issued refund cheque; Discussion with Y. Vagadia on NORD disputes and specific claim review; Review listing of NORD disputes up to dispute deadline date and discussion with S. Burrowes on same; Ownership claim reviews based on information submitted by owners.	6.5
Parisi, J	21-Feb-23	Review and respond to various emails.	0.6
Burrowes, S	22-Feb-23	Preliminary review of disputes from dispute process.	3.8
Marchand, M	22-Feb-23	Discussion with A. Boettger re court report, ownership claims reconciliation, interim distribution updates, interim distribution errors, accounts receivable, HST and related matters; Matters related to owner communications; Review email correspondence re NORD; Sign cheque requisition.	2.0
Vagadia, Y	22-Feb-23	Reviewing emails from owners; Correspondence with owners re payment issue.	0.6
Montesano, T	22-Feb-23	Call to WSIB re account closure and interest waiver; Correspondence with A. Boettger re same.	0.4
Boettger, A	22-Feb-23	Draft court report; Prepare chart summarizing Ownership Claims Process activity for court report; Respond to owner inquiries; Calls with owners.	7.0
Klein, E	22-Feb-23	Corresponding with owners and A. Boettger re: outstanding claims.	0.5
Burrowes, S	23-Feb-23	Review NORD dispute submissions.	4.5
Boettger, A	23-Feb-23	Draft Court Report; Respond to owner inquiries; Arrange for updated Online Claims Portal dataset from Kroll	5.5
Marchand, M	23-Feb-23	Correspondence with A. Boettger re statements of receipts and disbursements; Correspondence with A. Boettger re NORD disputes; Review email and attachment from Counsel re legal fees; Correspondence with J. Parisi re same; Review email from WP Engine re websites; Email correspondence with G. Gagnon re web development fees; Correspondence with A. Boettger re same; Review email and attachment from Counsel re aide memoire; Review email and attachment from Counsel re same; Correspondence with A. Boettger re same; Draft email to Counsel re same.	1.7
Parisi, J	23-Feb-23	Review emails and correspondence re aide memoire and disputes.	0.8



Staff	Date	Comment	Hours
Vagadia, Y	23-Feb-23	Reviewing correspondence from owners re payment issues.	0.5
Burrowes, S	24-Feb-23	Review and make determinations on disputes to claims process.	2.5
Parisi, J	24-Feb-23	Review aide memoire.	0.8
Boettger, A	24-Feb-23	Draft Court Report; Discussion with M. Marchand re Court Report draft and status update on other matters; Prepare summary statistics on NORDs issued and NORD disputes received for inclusion in Court Report; Respond to owner inquiries.	7.0
Marchand, M	24-Feb-23	Review email and attachment from Counsel re aide memoire; Email correspondence with A. Boettger re receiver's website updates; Review email correspondence from Kroll re dispute notices; Review email correspondence re late dispute notice submissions; Teleconference with A. Boettger re Collection Plan, ownership claims process updates and court report; Correspondence with T. Montesano re outstanding cheques; Review email from the Court re rescheduling case conference; Email correspondence with Counsel re same.	2.1
Parisi, J	27-Feb-23	Review email correspondence from owners and respond.	0.5
Klein, E	27-Feb-23	Corresponding with owner re: outstanding claims.	0.2
Marchand, M	27-Feb-23	Review email from Court re rescheduling case conference; Email correspondence with Counsel re same; Review email from Kroll re interim distributions; Review email from G. Gagnon re WP Engine; Email correspondence with Kroll re release of cheques; Matters related to owner inquiries.	1.0
Vagadia, Y	27-Feb-23	Reviewing email correspondence from owners.	0.3
Marchand, M	28-Feb-23	Review email from Kroll re fees; Matters related to owner inquiries; Review email from Kroll re claim submissions.	0.3
Fielding, A	28-Feb-23	Generating reports from Ascend for Carriage Hills and Carriage Ridge and reconciling the same for Court report.	2.0
Vagadia, Y	28-Feb-23	Respond to owner inquiries.	0.8

This is **Exhibit "H"** referred to in the affidavit of

Matthew Marchand

Sworn before me this 12th day of April 2023



A COMMISSIONER FOR TAKING AFFIDAVITS

Antonio Montesano, a Commissioner, etc.,
Province of Ontario, for BDO Canada LLP
and BDO Canada Limited, and
~~their subsidiaries, associates and affiliates.~~
~~Expires December 31, 2023.~~



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

Fee
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

April 12 2023

Invoice No.

CINV2242208

Re *Carriage Hills Vacation Owners Association & Carriage Ridge Owners Association*

FOR PROFESSIONAL SERVICES RENDERED in connection with our Receivership Engagement for the period from March 1, 2023 to March 31, 2023 as per the details below.

Our Fee:	\$ 69,199.00
HST - 13% (#R101518124)	8,995.87
Total Due	<u>\$ 78,194.87</u>

Summary of Time Charges	Hours	Rate	Amount
J. Parisi, Partner	19.5	595.00	\$ 11,602.50
M. Marchand, Partner	27.7	575.00	15,927.50
A. Boettger, Sr. Manager	58.4	495.00	28,908.00
S. Burrowes, Manager	0.2	385.00	77.00
E. Klein, Manager	0.5	385.00	192.50
Y. Vagadia, Sr. Analyst	28.3	330.00	9,339.00
T. Montesano, Sr. Administrator	1.1	225.00	247.50
Administrative Support	16.6	175.00	2,905.00
Total	<u>152.3</u>		<u>\$ 69,199.00</u>



Staff	Date	Comment	Hours
Parisi, J	1-Mar-23	Review various emails related to Carriage.	0.2
Vagadia, Y	1-Mar-23	Updating A/R tracking list to February 28, 2023; Reviewing correspondence from owners.	1.6
Marchand, M	1-Mar-23	Email correspondence with Counsel re rescheduling Court hearing; Review of legal fees; Correspondence with Counsel re same.	0.3
Burrowes, S	2-Mar-23	Respond to owner voicemails re payments.	0.2
Marchand, M	2-Mar-23	Matters related to owner inquiries; Correspondence with Y. Vagadia re same; Review email and attachment from M. Magni re legal invoice.	0.4
Vagadia, Y	2-Mar-23	Responding to Owner queries; Discussion with S. Burrowes and M. Marchand re various owner inquiries.	3.6
Marchand, M	3-Mar-23	Review email from Collection Agent re delinquent account collections; Matters related to owner inquiries.	0.4
Vagadia, Y	3-Mar-23	Responding to owner inquiries.	0.8
Marchand, M	6-Mar-23	Matters related to owner inquiries; Matters related to invoicing.	0.3
Vagadia, Y	6-Mar-23	Updating the A/R tracking list for Carriage Hills and Carriage Ridge; Respond to owner inquiry.	1.7
Vagadia, Y	7-Mar-23	Updating the list of claims received after bar date; Meeting with A. Boettger re owner inquiries.	0.9
Marchand, M	7-Mar-23	Correspondence with A. Boettger draft Receiver's Eighth Court Report (the " Court Report ") and interim distribution reserve release; Email correspondence re February distribution revisions.	0.3
Boettger, A	7-Mar-23	Respond to owner inquiries; Calls with owners; Draft email to Digital Disbursements on delays in processing owner inquiries; Call with Y. Vagadia to discuss owner inquiries; Follow-up with Mortgagee on status of various matters; Provide instructions to Kroll on processing owner payments and reissuing payments to owners at international addresses.	4.5
Klein, E	7-Mar-23	Corresponding with A. Boettger re: owner inquiries.	0.2
Marchand, M	8-Mar-23	Correspondence with A. Boettger re owner communications; Matters related to owner inquiries.	0.4
Parisi, J	8-Mar-23	Update from A. Boettger.	0.2
Vagadia, Y	8-Mar-23	Meeting with A. Boettger re the A/R tracking list issues; Updating the A/R tracker list; Reviewing the deposit slips forwarded by L. Dula; Responding to owner inquiries.	3.1
Boettger, A	8-Mar-23	Respond to owner inquiries; Phone calls with owners; Schedule update notification on rescheduled Court date; Update Receiver's case website with new messaging and documents; Prepare deposit slip; Discussion with Y. Vagadia on owner inquiries and	3.0

Staff	Date	Comment	Hours
		A/R tracking schedule updates; Update dispute submission with additional document mailed by owner.	
Montesano, T	9-Mar-23	Prepare and File GST/HST returns for the period February 1 to 28, 2023, for the RT0001 and RT0002 accounts.	0.9
Boettger, A	9-Mar-23	Respond to owner inquiries; Phone calls with owners; Emails to Digital Disbursements to request responses to owner inquiries; Discussion with Collection Agents on outstanding balance of customer account as a result of pre-receivership settlement; Prepare updated distribution schedule; Discussion with Y. Vagadia on owner inquiries.	6.4
Marchand, M	9-Mar-23	Review email correspondence with Digital Disbursements re owner complaints; Review email correspondence with Collection Agents re delinquent account dispute; Review legal invoice.	0.3
Vagadia, Y	9-Mar-23	Responding to owner inquiries.	1.1
Klein, E	10-Mar-23	Corresponding with owners.	0.2
Boettger, A	10-Mar-23	Respond to owner inquiries; Prepare updated distribution schedule; Call with M. Marchand to discuss ongoing receivership matters.	4.0
Marchand, M	10-Mar-23	Draft email to A. Boettger re fiscal 2022 financial statements; Review claims process order re NORDS; Correspondence with A. Boettger re updates on numerous matters; Email correspondence with Counsel re delinquent account dispute; Review email correspondence re accounts with Collection Agent.	1.1
Vagadia, Y	10-Mar-23	Responding to owner inquiries.	0.6
Boettger, A	12-Mar-23	Respond to owner inquiries; Review claim submissions with discrepancies to resolve; Follow-up with owner concerning intention to file claim; Investigate inquiry from owner on outstanding balance and pending interim distribution; Review supplier invoices and identify need for amendment.	2.5
Marchand, M	13-Mar-23	Matters related to owner claims decision dispute correspondence; email correspondence with Counsel re same; Email correspondence with J. Lucifer re financial statement and tax filing quote; Email correspondence with A. Boettger re same; Review email from Powell Jones re same; Review email correspondence re delinquent account disputes; Email correspondence with G. Gagnon re invoicing; Review estate journal entries and provide direction to team re same.	2.2
Vagadia, Y	13-Mar-23	Updating the list of claims received after the claims bar date; Responding to owner inquiries.	4.3
Boettger, A	13-Mar-23	Review the list of claims received after the claims bar date identify duplicate submissions; Provide claim submissions to Y. Vagadia to record for tracking; Call with L. Dula to discuss journal entries to record in Ascend.	1.0

Staff	Date	Comment	Hours
Montesano, T	13-Mar-23	Correspond with A. Boettger re uncashed refunds and stale-dated cheques; Send request to L. Dula to void stale dated cheques.	0.2
Parisi, J	13-Mar-23	Correspondence with owner re disputes with determination of claim.	0.3
Marchand, M	14-Mar-23	Email correspondence with Counsel re case conference; Review email and attachment from Kroll re invoice; Correspondence with A. Boettger re payment of outstanding fees; Email correspondence with Kroll re same; Review email from L. Dula re general ledger adjusting entries.	0.4
Vagadia, Y	14-Mar-23	Responding to owner inquiries.	0.8
Parisi, J	15-Mar-23	Review email from owner; Correspondence with M. Marchand re same.	0.5
Vagadia, Y	15-Mar-23	Updating the list of claims received after the claims bar date received from Kroll.	1.2
Marchand, M	15-Mar-23	Correspondence with A. Boettger re delinquent account issues; Sign cheque requisition; Sign wire letter; Correspondence with A. Boettger re owner inquiries and communications; Review email and attachment from Kroll re late filed claim submissions; Review email from WP engine re site checkpoint testing; Review email and attachments from A. Boettger re Claims Decision appeal settlement proposals.	1.4
Boettger, A	15-Mar-23	Respond to owner inquiries; Calls with owner.	1.0
Marchand, M	16-Mar-23	Email correspondence re mortgage disputes and related matters; Email correspondence with counsel re case conference;	0.3
Parisi, J	16-Mar-23	Review various emails from Counsel regarding proceedings. Discussion with A. Boettger re various updates.	0.7
Boettger, A	16-Mar-23	Respond to owner inquires; Prepare cheque requisitions.	1.5
Vagadia, Y	16-Mar-23	Responding to owner inquiries and calls.	1.2
Marchand, M	17-Mar-23	Email correspondence with A. Boettger re account transfers, payment of outstanding fees and cheque requests; Matters related to owner inquiry.	0.5
Parisi, J	20-Mar-23	Attend Court case conference; Attend internal call to strategies solutions as requested by Justice Conway; Review endorsement.	1.8
Marchand, M	20-Mar-23	Prepare for Court case conference; Attend Court case conference; Teleconference with Counsel re delinquent claim and ownership claim dispute resolution processes; Review email and attachment from Counsel re owner social media group criticisms of Receiver; Sign cheque requisition; Sign wire transfer letter; Sign deposit slip; Email correspondence with Counsel re fees; Sign cheque; Review email and attachment from Court re case conference endorsement.	2.8

Staff	Date	Comment	Hours
Boettger, A	20-Mar-23	Attend Court case conference to discuss proposed appeal processes; Team discussion following Court conference of proposed course of action.	1.0
Klein, E	20-Mar-23	Review owner correspondences.	0.1
Parisi, J	21-Mar-23	Review email from Counsel re owner's counsel's view on appeal and dispute process including reviewing attachment.	0.5
Marchand, M	21-Mar-23	Email correspondence with Counsel re case conference hearing; Review email from Kroll re fees; Review email from K. Meyler re owner interim distribution inquiry; Phone call with A. Boettger re review and assessment of Claims Decision appeals, potential settlement offers and related matters; Review email and attachment from M. Magni re invoice; Sign cheque; Review email correspondence re Digital Disbursements interim distribution updates.	3.2
Boettger, A	21-Mar-23	Discussion with M. Marchand of collection claims under appeal and potential settlements on compassionate or other grounds.	2.7
Marchand, M	22-Mar-23	Review email from Counsel re invoice; Review email from Counsel re case conference scheduling; Correspondence with J. Parisi re court report; Correspondence with A. Boettger re partial investment redemptions and interim distribution release; Review email from Digital Disbursements re issuance of cheques.	0.6
Parisi, J	22-Mar-23	Review and respond to various emails.	0.3
Boettger, A	23-Mar-23	Respond to owner inquiries; Review banking activity to verify electronic receipt and prepare deposit form; Provide direction to Kroll regarding processing of unsuccessful payments for claimant with an international address.	2.5
Marchand, M	23-Mar-23	Correspondence with A. Boettger re Digital Disbursements cheque release and owner inquiries; Review email correspondence re international distribution payments; Review email correspondence with Bank re GIC redemptions and interest earned; Review email and attachments from Bank re GIC statements.	0.4
Boettger, A	24-Mar-23	Respond to owner inquiries; Phone calls with owners; Coordinate with Kroll the reissuance of interim distribution cheque for owners and authorize same; Review and approve cheques; Forward inquiry concerning payment to Digital Disbursements; Coordinate redemption from GIC.	1.3
Parisi, J	24-Mar-23	Review Court Report.	2.6
Parisi, J	27-Mar-23	Review various emails related to claims dispute; Review and provide comments on the Court Report.	7.7
Vagadia, Y	27-Mar-23	Reviewing the cheque requisitions and make required changes; Correspondence with A. Boettger re the same.	0.9
Marchand, M	27-Mar-23	Email correspondence with Counsel re case conference and Claims Decision appeal settlements; Correspondence with A.	0.9



Staff	Date	Comment	Hours
		Boettger re Claims Decision appeal settlements; Review email and attachments from L. Dula re investment redemptions; Review email from Fogler re receiver's claim disputes and Claims Decisions.	
Boettger, A	27-Mar-23	Review email from Claims Officer regarding outstanding Claims Decisions and requests for additional information; Prepare summary of potential customer settlements for discussion with Counsel; Review NORD submissions and make determinations on same; Schedule call with Counsel.	6.3
Parisi, J	28-Mar-23	Call with A&B, TGF and BDO regarding case conference. Finish reviewing the Court Report.	2.8
Marchand, M	28-Mar-23	Correspondence with J. Parisi re the Court Report; Email correspondence with Counsel re case conference rescheduling; Email correspondence with Kroll re fees; Review email and attachment from A. Boettger re Claims Decision appeal settlements; Email correspondence with Counsel re case conference and court hearing scheduling; Teleconference with Counsel, A. Boettger and J. Parisi re Claims Decision dispute appeal process, settlement offers and ownership claims process dispute resolution process; Sign cheque requisitions; Sign wire letters; Phone call with A. Boettger re Claims Decision settlement parameters and approach, ownership claim disputes and related matters; Correspondence with A. Boettger re cheque signing; Review email from A. Boettger re claims officer inquiries; Obtain information to support claims officer inquiries.	4.3
Boettger, A	28-Mar-23	Review inquiries from Claims Officer and prepare responses to same; Prepare deposit information forms for GIC renewals; Prepare cheque requisitions and wire letters; Call with Counsel to discuss Claims Decision appeals process, NORD appeal process, Claims Bar Date extension and other matters; Schedule call in advance of rescheduled case conference; Respond to owner inquiries; Update interim distribution tracking calculation; Review NORD submissions and make determinations on same.	5.4
Vagadia, Y	29-Mar-23	Prepare cheque requisitions; Correspondence with A. Boettger re the same; Updating the late filed claims listing and verifying the claims.	5.5
Boettger, A	29-Mar-23	Respond to owner inquiries; Call with owners; Provide authorization to Digital Disbursements to attempt recovery of interim distribution payments; Review NORD submissions and make determinations on same; Email counsel regarding specific NORD responses; Update interim distribution tracking calculation.	6.3
Marchand, M	29-Mar-23	Review email from Digital Disbursements re direct deposit recall attempts; Phone call with A. Boettger re same; Review email from Collection Agent re delinquent account payments; Review and revise the Court Report; Correspondence with A. Boettger re fiscal 2022 financial statements and tax returns; Email correspondence with Fogler re fee approval.	5.0

Staff	Date	Comment	Hours
Parisi, J	29-Mar-23	Speaking with A. Boettger regarding Carriage claims, potential solutions to quantum of court time to review and other file related issues.	0.5
Parisi, J	30-Mar-23	Call with M. Marchand re comments on the Court Report; Correspondence regarding financial statement preparation.	1.4
Vagadia, Y	30-Mar-23	Responding to A. Boettger re owner claim and verifying the details.	0.5
Boettger, A	30-Mar-23	Respond to owner inquiries; Update interim distribution tracking calculation; Send settlement notices to owners with outstanding balances; Review and update journal entry for recording accounts receivable tracking details; Review late filed NORD disputes and make determinations on same; Review quotes for preparation of Carriage financial statements and compare same.	5.0
Marchand, M	30-Mar-23	Review and revise the Court Report; Phone call with J. Parisi re the Court Report; Review email correspondence re general ledger adjusting entries; Email correspondence with A. Boettger re financial statements and tax returns; Email correspondence with J. Parisi re financial statements.	2.2
Vagadia, Y	31-Mar-23	Responding to owners correspondence.	0.5
Boettger, A	31-Mar-23	Update interim distribution tracking calculation; Respond to owner inquiries; Phone calls with owners; Calls with owners to discuss overpayment of interim distribution payment; Review NORD disputes with legal counsel; Draft email to parties with potential interest in purchasing the Carriage Resort delinquent accounts	4.0

APPENDIX P

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 April 14, 2023)

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 September 22, 2022, for the period from August 2, 2022 to August 31, 2022 for fees in the amount of \$29,028.50 and HST in the amount of \$3,773.71 for a total of \$32,802.21;

- (b) an account dated October 13, 2022, for the period from September 1, 2022 to September 30, 2022 for fees in the amount of \$4,867.50, disbursements in the amount of \$640.00 and HST in the amount of \$632.78 for a total of \$6,140.28;
- (c) an account dated November 8, 2022, for the period from October 2, 2022 to October 31, 2022 for fees in the amount of \$3,627.50 and HST in the amount of \$471.58 for a total of \$4,099.08;
- (d) an account dated December 9, 2022, for the period from October 11, 2022 to November 29, 2022 for fees in the amount of \$10,927.50 and HST in the amount of \$1,420.58 for a total of \$12,348.08;
- (e) an account dated January 17, 2023, for the period from December 2, 2022 to December 23, 2022 for fees in the amount of \$6,342.50 and HST in the amount of \$824.53 for a total of \$7,167.03;
- (f) an account dated February 22, 2023, for the period from January 2, 2023 to January 27, 2023 for fees in the amount of \$3,955.50 and HST in the amount of \$514.22 for a total of \$4,469.72;
- (g) an account dated March 10, 2023, for the period from January 23, 2023 to February 27, 2023 for fees in the amount of \$13,548.50 and HST in the amount of \$1,761.31 for a total of \$15,309.81; and
- (h) an account dated April 11, 2023, for the period from January 30, 2023 to March 31, 2023 for fees in the amount of \$8,171.00 and HST in the amount of \$1,062.23 for a total of \$9,233.23.

(the “**Statements of Account**”).

3. Attached hereto and marked as **Exhibit “A”** to this my affidavit copies of the Statements of Account, which total \$91,569.44 along with a breakdown of timekeepers which have worked on this file. The average hourly rate is \$691.90.

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 April 14, 2023, 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 14th day of April, 2023



—
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

LAWYERS	Year of Call	Hours	Rate	Value
B.J. Worndl	1985	1.20	2022 – \$1,095.00 2023 – \$1,150.00	\$1,314.00
S. E. Babe	2004	91.10	2022 – \$675.00 2023 – \$715.00	\$62,492.50
S.P. Mitra	1996	20.90	2022 – \$725.00 2023 – \$750.00	\$15,412.50
C. Rand	1986	0.70	2022 – \$1,025.00 2023 – \$1,075.00	\$717.50
LAW CLERKS				
P.L. Williams		1.30	2022 – \$240.00 2023 – \$255.00	\$312.00
J. Spina		1.10	2022 – \$200.00 2023 – \$215.00	\$220.00



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 181 Bay Street
 Toronto, Ontario M5J 2T9 Canada

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 F 416 863 1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2 Canada

September 22, 2022

Attention: Ms. Josie Parisi

Invoice No: 1307287

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending August 31, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	02/08/22	0.20	135.00	Email from Kroll; email from M. Marchand
SEB	03/08/22	0.70	472.50	Emails from and to L. Williams; emails from M. Marchand; emails from S. Mitra
SPM	03/08/22	0.40	290.00	Email exchange with counsel re meeting on draft order and communication with CRA
SEB	04/08/22	4.10	2,767.50	Phone call with stakeholder counsel; revise Kroll agreement; draft letter to Conway J.; emails from and to L. Williams; email to F. D'Alessandro; email from M. Marchand; email from S. Mitra; emails from Wyndham counsel
SPM	04/08/22	1.40	1,015.00	Prep and attend call with counsel and client re draft order; arrange for fee affidavits
SEB	05/08/22	1.80	1,215.00	Prepare motion materials; emails from and to S. Mitra; email to L. Williams; emails from and to M. Marchand; emails to and from Commercial List Office; phone call from F. D'Alessandro; emails to and from Kroll counsel
SEB	06/08/22	0.40	270.00	Emails from L. Williams; email from M. Marchand
SEB	07/08/22	2.10	1,417.50	Review and comment on Report; emails to and from L. Williams; emails from M. Marchand
SEB	08/08/22	2.90	1,957.50	Phone call with BDO and TGF; email to BDO; emails from M. Marchand; phone call from F. D'Alessandro; emails from Kroll; emails from L. Williams; emails from Wyndham counsel; email from J. Spina; emails from and to marketing re hearing
SPM	08/08/22	0.50	362.50	Email exchange re discussions with CRA and status of motion record

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
BJW	09/08/22	0.50	547.50	Review emails; review materials; consider tax matters
CLR	09/08/22	0.10	102.50	Emails from and to Barb Worndl re. draft letter from the CRA re. liability under section 159
JS	09/08/22	0.30	60.00	Continue reviewing and amending claims
SEB	09/08/22	2.90	1,957.50	Email from F. D'Alessandro; email to BDO; email to B. Worndl; emails from and to M. Marchand; emails from and to L. Williams; email from Kroll; email from A. Boettger
SPM	09/08/22	0.50	362.50	Email exchange re status of motion record and resolution of various issues
BJW	10/08/22	0.40	438.00	Review emails; call with C. Rand
CLR	10/08/22	0.60	615.00	Call with Barb Worndl re. draft letter from the CRA re. liability under section 159 etc. Review and revise draft letter from the CRA.
SEB	10/08/22	5.90	3,982.50	Prepare motion materials; emails to and from L. Williams; emails to and from marketing; emails to and from Kroll; emails from M. Marchand; email from B. Worndl; email from L. Williams; email from Wyndham counsel
BJW	11/08/22	0.30	328.50	Review email from DOJ and respond; consider tax matters; follow-up emails
JS	11/08/22	0.80	160.00	Finish review and revision of amendment claims
SEB	11/08/22	5.20	3,510.00	Draft and prepare motion materials; emails from and to M. Marchand; email from F. D'Alessandro; email from B. Worndl; attend to service of motion records; email from J. Spina
SEB	12/08/22	0.80	540.00	Emails to and from M. Marchand; prepare motion records; email from A. Boettger; email from F. D'Alessandro
PLW	15/08/22	0.40	96.00	Submitted Motion Record for filing online
PLW	15/08/22	0.40	96.00	Submitted Motion Record for filing online
SEB	15/08/22	0.30	202.50	Email to M. Marchand; emails to and from Marketing re August 23 hearing
SEB	16/08/22	0.10	67.50	Email from Wyndham counsel; email from M. Marchand
SEB	19/08/22	0.10	67.50	Email from Kroll
SEB	22/08/22	1.80	1,215.00	Email from S. Mitra; email from Wyndham counsel; email from F. D'Alessandro; prepare for motion

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	23/08/22	4.30	2,902.50	Emails to and from L. Williams; emails to and from Marketing re court hearing; prepare for and attend Court; emails from and to S. Mitra; email to Service List; emails from A. Boettger; emails from and to M. Marchand; email from Kroll; emails from J. Parisi
PLW	24/08/22	0.50	120.00	Submitted two Orders of August 23, 2022 for entry online
SEB	24/08/22	0.90	607.50	Emails to and from M. Marchand; email from A.Boettger' email from Kroll; emails from and to L. Williams; phone call from owner
SEB	26/08/22	0.50	337.50	Emails from A. Boettger; email from Wyndham counsel; email from L. Williams
SEB	29/08/22	0.10	67.50	Email from Wyndham counsel
SEB	30/08/22	0.50	337.50	Emails from and to A. Boettger; email from L. Williams; email from S. Mitra
SEB	31/08/22	0.60	405.00	Emails from L. Williams; emails from A. Boettger; email from Kroll
TOTAL:		43.30	\$29,028.50	

OUR FEE
 HST @ 13%

\$29,028.50
 3,773.71

AMOUNT DUE

\$32,802.21 CAD

THIS IS OUR INVOICE HEREIN
 AIRD & BERLIS LLP



Sanjeev P. Mitra

E.&O.E.



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

October 13, 2022

Attention: Ms. Josie Parisi

Invoice No: 1310381

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending September 30, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	01/09/22	0.10	67.50	Email from A. Boettger
SEB	02/09/22	0.40	270.00	Email from S. Mitra; emails from owners; email to A. Boettger
SPM	02/09/22	0.20	145.00	Email exchange with client
SEB	05/09/22	0.10	67.50	Email from A. Boettger
SEB	06/09/22	0.40	270.00	Emails from A. Boettger; email from Kroll; email from L. Williams
SPM	06/09/22	0.30	217.50	Email exchange with client re communications from owners
SEB	07/09/22	0.10	67.50	Email from A. Boettger
SEB	08/09/22	0.10	67.50	Email from Wyndham counsel
SEB	09/09/22	0.60	405.00	Phone call and emails from owner; email from S. Mitra; email to A. Boettger
SEB	10/09/22	0.10	67.50	Emails from Wyndham counsel
SEB	12/09/22	0.60	405.00	Emails from and to A. Boettger; phone call from owner; emails from S. Mitra
SPM	12/09/22	0.20	145.00	Email exchange with client re queries from owners
SEB	13/09/22	0.60	405.00	Emails from and to A. Boettger; emails from L. Williams; review and comment on FAQs
SPM	13/09/22	0.20	145.00	Email exchange with owner re payout
SEB	14/09/22	0.40	270.00	Emails from A. Boettger; email from Kroll
SEB	20/09/22	0.10	67.50	Email from A. Boettger

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	21/09/22	0.80	540.00	Emails from and to M. Marchand; email to Department of Justice; email from Wyndham counsel; email from S. Mitra
SPM	21/09/22	0.20	145.00	review email from alleged owner and email exchange with client
SEB	22/09/22	0.10	67.50	Email from Department of Justice
SEB	28/09/22	0.30	202.50	Email from S. Mitra; email from L. Williams; email from M. Marchand
SPM	28/09/22	0.20	145.00	email exchange with N. Wong
SEB	29/09/22	0.50	337.50	Email from owner; email to M. Marchand; emails from M. Wong; emails from L. Williams
SPM	29/09/22	0.20	145.00	email exchange with N. Wong
SEB	30/09/22	0.30	202.50	Emails from and to L. Williams; email from N. Wong
TOTAL:		7.10	\$4,867.50	

OUR FEE \$4,867.50
 HST @ 13% 632.78

DISBURSEMENTS

Non-Taxable Disbursements

Notice of Motion/Application	640.00
Total Non-Taxable Disbursements	\$640.00

AMOUNT DUE

\$6,140.28 CAD

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Sanjeev P. Mitra

E.&O.E.



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

November 8, 2022

Attention: Ms. Josie Parisi

Invoice No: 1314429

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending October 31, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	02/10/22	0.10	67.50	Email from A. Boettger
SEB	04/10/22	0.20	135.00	Emails from M. Marchand
SEB	05/10/22	0.40	270.00	Email from Wyndham counsel; email from M. Marchand; emails to and from owner
SEB	06/10/22	0.20	135.00	Emails from and to L. Williams; emails from BDO
SPM	06/10/22	0.30	217.50	Telephone call L. Williams re status call and email exchange to arrange status call
SEB	17/10/22	0.60	405.00	Emails from S. Mitra; email from A. Boettger; phone call with BDO and TGF; email from J. Parisi
SPM	17/10/22	0.20	145.00	Email exchange with client re inquiry from owner
SEB	19/10/22	0.20	135.00	Emails from and to M. Marchand
SEB	20/10/22	0.50	337.50	Email and phone call from M. Marchand
SEB	24/10/22	0.10	67.50	Email from owner; email from A. Boettger
SEB	27/10/22	0.90	607.50	Emails from and to L. Williams; emails from M. Marchand; email from S. Mitra; emails from A. Boettger
SPM	27/10/22	0.30	217.50	Email exchange with client
SEB	28/10/22	0.80	540.00	Emails from A. Bottger; emails to and from owner; email from L. Williams; email from S. Mitra; email from M. Marchand
SPM	28/10/22	0.20	145.00	Email exchange with client re communication regarding returned cheques

AIRD & BERLIS LLP
PAGE 2 OF INVOICE NO: 1314429

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	31/10/22	0.30	202.50	Email from A. Boettger; email from owner; email from S. Mitra
TOTAL:		5.30	\$3,627.50	

OUR FEE \$3,627.50
HST @ 13% 471.58

AMOUNT DUE \$4,099.08 CAD

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AIRD & BERLIS LLP



Sanjeev P. Mitra

E.&O.E.

Payment Information

Payment by Wire Transfer:

Beneficiary Bank:	Beneficiary:	Aird & Berlis LLP
TD Canada Trust	Bank No.:	004
TD Centre	Transit No.:	10202
55 King Street West	Account:	5221521
Toronto, ON M5K 1A2	Swift Code:	TDOMCATTOR

Payment by Cheque:

Payable To:
Aird & Berlis LLP
Brookfield Place, Suite 1800
181 Bay Street
Toronto, ON M5J 2T9

Email notification for EFT and WIRE 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

December 9, 2022

Attention: Ms. Josie Parisi

Invoice No: 1320181

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending November 30, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	11/10/22	0.60	405.00	Emails from A. Boettger; emails from and to L. Williams; emails from and to M. Marchand; email to Department of Justice; email from Wyndham counsel
SPM	11/10/22	0.60	435.00	Email exchange with client
SEB	12/10/22	0.90	607.50	Emails from Wyndham counsel; email from A. Boettger; email from Department of Justice; emails to and from M. Marchand
SPM	12/10/22	0.20	145.00	Email exchange with client
SEB	13/10/22	0.20	135.00	Emails from A. Boettger
SPM	31/10/22	0.30	217.50	Email exchange with owner and client
SEB	03/11/22	0.40	270.00	Email from S. Mitra; email from A. Boettger; email from L. Williams; email from J. Parisi
SPM	03/11/22	0.20	145.00	Email exchange with client
SEB	07/11/22	1.90	1,282.50	Phone call with BDO and TGF; email from S. Mitra; email from Wyndham counsel; emails from A. Boettger
SPM	07/11/22	1.40	1,015.00	Call with client re distribution issues
SEB	08/11/22	1.40	945.00	Email from collections lawyer; emails from and to L. Williams; emails from M. Marchand; email from J. Parisi; email to Commercial List office; email to C. Burns; email from S. Mitra; emails from and to A. Turnbull
SPM	08/11/22	0.20	145.00	Email exchange with client re communication to owner
SEB	09/11/22	0.40	270.00	Email from S. Mitra; email from M. Marchand; email from A. Boettger; email to M. Pernica

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SPM	09/11/22	0.40	290.00	Telephone call owner (P. Rookacres) re charges and report to client
SEB	10/11/22	0.40	270.00	Emails from A. Boettger; email from Wyndham counsel; email from M. Pernica
SEB	11/11/22	0.20	135.00	Emails from and to S. Mitra; email from M. Pernica
SEB	14/11/22	0.10	67.50	Email from M. Marchand
SEB	15/11/22	0.10	67.50	Email from A. Boettger
SEB	16/11/22	0.20	135.00	Email from Kroll; email from A. Boettger
SEB	18/11/22	0.10	67.50	Email from A. Boettger
SEB	19/11/22	0.10	67.50	Email from L. Williams
SEB	21/11/22	0.70	472.50	Emails from and to A. Boettger; email from J. Parisi; email from L. Williams; emails from S. Mitra; email from M. Marchand
SPM	21/11/22	0.40	290.00	Email exchange with client re letter from BMO to owners with dishonoured payments
SEB	22/11/22	0.30	202.50	Email from A. Boettger; email from M. Marchand; emails from and to L. Williams
SPM	22/11/22	0.20	145.00	Email exchange with client
SEB	23/11/22	0.70	472.50	Email from A. Boettger; phone calls to and from owners
SEB	24/11/22	0.60	405.00	Email to A. Boettger; emails from and to M. Marchand; emails from and to L. Williams; emails to and from Commercial List office
SEB	25/11/22	0.50	337.50	Email from A. Boettger; email from M. Marchand; emails from and to T. Duncan; attend to court booking
SEB	28/11/22	1.60	1,080.00	Emails to and from Commercial List office; emails to and from Office of the Public Guardian and Trustee; emails from and to T. Duncan; emails to and from A. Boettger
SEB	29/11/22	0.60	405.00	Emails to and from A. Boettger; emails to and from counsel re power of attorney information request; review POA documents; phone call to owner

TOTAL:	15.90	\$10,927.50
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OUR FEE	\$10,927.50
HST @ 13%	1,420.58

AMOUNT DUE	\$12,348.08 CAD
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Sanjeev P. Mitra

E.&O.E.

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55 King Street West	Account:	5221521
Toronto, ON M5K 1A2	Swift Code:	TDOMCATTOR

Payment by Cheque:

Payable To:
Aird & Berlis LLP
Brookfield Place, Suite 1800
181 Bay Street
Toronto, ON M5J 2T9

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 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

January 17, 2023

Attention: Ms. Josie Parisi

Invoice No: 1323516

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending December 31, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	02/12/22	0.60	405.00	Emails from and to owner; emails to and from A. Boettger; emails from T. Duncan
SEB	04/12/22	0.10	67.50	Email from A. Boettger
SEB	05/12/22	0.40	270.00	Emails from T. Duncan; emails to and from A. Boettger
SEB	06/12/22	0.10	67.50	Email from owner's counsel; email to M. Marchand
SEB	07/12/22	0.60	405.00	Emails from A. Boettger; emails from owner; email from M. Marchand; emails from and to S. Mitra; email from Claims Officer
SEB	08/12/22	0.50	337.50	Emails from owners' counsel; email from A. Boettger; emails from S. Mitra
SPM	08/12/22	0.30	217.50	Email exchange with client re appeal from W. Hulton
SEB	09/12/22	0.50	337.50	Phone call from owner; emails from and to owner's counsel
SPM	09/12/22	0.30	217.50	Review notices of appeal from various owners and email to client
SEB	10/12/22	0.20	135.00	Emails from owners' counsel re appeals
SEB	12/12/22	0.40	270.00	Email from owner re appeal; emails from and to owners; counsel; email from S. Mitra
SPM	12/12/22	0.30	217.50	Review appeal from owner and email to client
SEB	13/12/22	1.10	742.50	Email from S. Mitra; emails and phone calls from and to owners re appeals; email from M. Marchand; emails from and to J. Parisi; email from owner's counsel
SPM	13/12/22	0.20	145.00	Review appeal of claim from owner and email to client

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	14/12/22	0.70	472.50	Emails from L. Williams; emails from and to J. Parisi; email from S. Mitra; email from M. Marchand
SEB	15/12/22	0.40	270.00	Email from T. Duncan; email from owner re appeal; email from A. Boettger; email from M. Marchand
SEB	16/12/22	0.20	135.00	Email from owner re appeal; email from S. Mitra
SPM	16/12/22	0.20	145.00	Email exchange with client
SEB	19/12/22	0.20	135.00	Email to M. Marchand; email from M. Spence
SEB	20/12/22	0.10	67.50	Emails from M. Marchand
SEB	21/12/22	0.40	270.00	Emails to and from M. Marchand; email from A. Boettger; email from owner counsel
SEB	22/12/22	1.20	810.00	Phone call with BDO and TGF; emails to and from Commercial List office
SEB	23/12/22	0.30	202.50	Emails from A. Boettger
TOTAL:		9.30	\$6,342.50	

OUR FEE	\$6,342.50
HST @ 13%	824.53

AMOUNT DUE
\$7,167.03 CAD

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Sanjeev P. Mitra

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 Brookfield Place, Suite 1800
 181 Bay Street
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T 416 863 1500
 F 416 863 1515
 airdberlis.com

BDO Canada Limited
 20 Wellington Street East
 Toronto, ON
 M5E 1C2 Canada

February 22, 2023

Attention: Ms. Josie Parisi

Invoice No: 1327836

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending January 31, 2023

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	02/01/23	0.10	71.50	Email from owner
SEB	03/01/23	0.10	71.50	Email from M. Marchand; email from S. Mitra
SPM	03/01/23	0.20	150.00	Review email from owner and email to client about payment of outstanding claim
SEB	05/01/23	0.40	286.00	Email from Claims Officer; email from owner; email from owner counsel; email from A. Boettger
SEB	06/01/23	0.20	143.00	Email from A. Boettger; emails from and to M. Marchand
SEB	09/01/23	0.70	500.50	Phone call from A. Boettger; emails to and from Commercial List office; revise request form; letter from Claims Officer; email from owner's counsel
SPM	09/01/23	0.30	225.00	Review Fong claim decision and report to client
SEB	11/01/23	0.20	143.00	Phone call from owner counsel
SEB	13/01/23	0.20	143.00	Email from T. Duncan; email from owner
SEB	17/01/23	0.30	214.50	Emails from A. Boettger; emails from and to M. Marchand
SEB	19/01/23	0.20	143.00	Emails from and to A. Boettger
SEB	20/01/23	0.20	143.00	Emails to and from marketing re hearing
SEB	22/01/23	0.10	71.50	Email from owners
SPM	23/01/23	0.60	450.00	Review emails from client and S. Babe
SPM	24/01/23	0.40	300.00	Review draft letter to Justice Conway and email exchange with client
SPM	25/01/23	0.40	300.00	Telephone call M. Ladha re outstanding payment

AIRD & BERLIS LLP
PAGE 2 OF INVOICE NO: 1327836

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SPM	27/01/23	0.80	600.00	Email exchange with client re strategy on disputed claims; Email exchange with M. Ladha and client
TOTAL:		5.40	\$3,955.50	

OUR FEE	\$3,955.50
HST @ 13%	514.22

AMOUNT DUE	\$4,469.72 CAD
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Sanjeev P. Mitra

E.&O.E.

Payment Information

Payment by Wire Transfer:

Beneficiary Bank:	Beneficiary:	Aird & Berlis LLP
TD Canada Trust	Bank No.:	004
TD Centre	Transit No.:	10202
55 King Street West	Account:	5221521
Toronto, ON M5K 1A2	Swift Code:	TDOMCATTOR

Payment by Cheque:

Payable To:
Aird & Berlis LLP
Brookfield Place, Suite 1800
181 Bay Street
Toronto, ON M5J 2T9

Email notification for EFT and WIRE 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 SOLICITORS 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

March 10, 2023

Attention: Ms. Josie Parisi

Invoice No: 1330057

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending February 28, 2023

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	23/01/23	2.30	1,644.50	Emails to and from A. Boettger; emails to and from Commercial List office; draft letter to Justice Conway; emails from and to L. Williams; email from Marketing re hearing
SEB	24/01/23	0.50	357.50	Email from A. Boettger; emails from and to L. Williams; emails from and to M. Marchand
SEB	25/01/23	1.40	1,001.00	Email from A. Boettger; emails from and to L. Williams; revise letter to Conway J.; email to Service List
SEB	26/01/23	0.30	214.50	Emails from and to M. Marchand
SEB	29/01/23	0.20	143.00	Email from L. Williams; email from M. Marchand
SEB	30/01/23	2.10	1,501.50	Emails from and to Commercial List office; emails from and to L. Williams; emails from and to A. Boettger; email from N. Wong; phone call with BDO and TGF; emails from S. Mitra
SEB	01/02/23	0.60	429.00	Emails to and from Commercial List office; email to Service List; email from C. Diana; emails to and from M. Marchand
SEB	03/02/23	0.40	286.00	Email from S. Mitra; emails to and from A. Boettger; emails to and from Marketing
SPM	03/02/23	0.30	225.00	Email exchange with owner re court attendances
SEB	04/02/23	0.10	71.50	Email from L. Williams
SEB	05/02/23	0.10	71.50	Email from L Williams
SEB	06/02/23	0.50	357.50	Email from owner; email from S. Mitra; emails from L. Williams; email from A. Boettger

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SPM	06/02/23	0.30	225.00	Email exchange with L .Williams re Dart emails; Review email from J. McLennan
SEB	09/02/23	0.30	214.50	Emails from and to owner; emails from A. Boettger
SEB	10/02/23	0.20	143.00	Email to A. Boettger
SEB	13/02/23	0.20	143.00	Email from A. Boettger; email from L. Williams
SEB	14/02/23	0.50	357.50	Email to A. Boettger; review and comment ion FAQs; email from L. Williams
SEB	21/02/23	0.20	143.00	Emails from and to M. Marchand; emails to and from L. Williams
SEB	22/02/23	2.70	1,930.50	Research and draft Aide Memoire
SEB	23/02/23	3.50	2,502.50	Draft and research Aide Memoire; emails from and to L. Williams; email from M. Marchand
SEB	24/02/23	1.00	715.00	Emails to and from Commercial List office; emails from and to T. Duncan; email from C. Diana; emails from and to M. Marchand; email from A. Boettger; emails from and to L. Williams
SPM	24/02/23	0.20	150.00	Email exchange re rescheduling of case conference
SEB	27/02/23	0.80	572.00	Emails from and to Commercial List office; email from A. Boettger; email from L. Williams; emails from and to M. Marchand; emails from and to D. Catuogno
SPM	27/02/23	0.20	150.00	Review email from Court with revised date for case conference
TOTAL:		18.90	\$13,548.50	

OUR FEE	\$13,548.50
HST @ 13%	1,761.31
AMOUNT DUE	\$15,309.81 CAD

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 AIRD & BERLIS LLP



Sanjeev P. Mitra

E.&O.E.



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

April 11, 2023

Attention: Ms. Josie Parisi

Invoice No: 1333606

Re: Carriage Hills Resort

Client No: 013137
 Matter No: 157067

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending March 31, 2023

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SPM	30/01/23	0.30	225.00	Email exchange with client re court attendance
SPM	14/02/23	0.60	450.00	Review revisions to FAQ
SPM	23/02/23	0.50	375.00	Email exchange to confirm date for hearing
SEB	01/03/23	0.30	214.50	Emails from and to M. Marchand; emails to and from Commercial List office
SPM	01/03/23	0.20	150.00	Email exchange with C. Goodman re outstanding accounts
SEB	08/03/23	0.30	214.50	Emails from and to A. Boettger; emails to and from marketing re Youtube hearing stream; email from owner's counsel; email to M. Marchand
SPM	08/03/23	0.10	75.00	Review email from S. Babe
SEB	13/03/23	0.10	71.50	Email from A. Boettger
SEB	14/03/23	0.10	71.50	Email from M. Marchand
SEB	16/03/23	0.30	214.50	Emails from and to L. Williams; email from M. Marchand
SEB	17/03/23	0.10	71.50	Email to Commercial List office
SEB	19/03/23	0.20	143.00	Prepare for case conference
SEB	20/03/23	1.80	1,287.00	Prepare for and attend case conference; phone call with BDO and TGF; email from S. Mitra; email from M. Marchand; email from L. Williams; email from Commercial List office; email from A. Boettger; email from J. Parisi
SPM	20/03/23	1.90	1,425.00	Prepare and attend case conference with Court; Strategy call with client; Review report to client

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
SEB	21/03/23	1.10	786.50	Emails to and from Commercial List office; emails to and from C. Diana; email from L. Williams; emails from BDO; email from and to S. Mitra
SPM	21/03/23	0.40	300.00	Review emails from S.Babe and email to S. Babe
SEB	22/03/23	0.10	71.50	Email to Service List
SPM	27/03/23	0.20	150.00	Email exchange with client re scheduling of meeting
SPM	28/03/23	1.50	1,125.00	Prep and attend call with client re appeals process and strategy
SPM	29/03/23	0.50	375.00	Telephone call counsel for deceased estate regarding settlement of delinquent claims; email exchange with S. Babe re discussion with stakeholders
SPM	30/03/23	0.50	375.00	Email exchange with stakeholders to schedule call
TOTAL:		11.10	\$8,171.00	

OUR FEE

\$8,171.00

HST @ 13%

1,062.23

AMOUNT DUE**\$9,233.23 CAD**THIS IS OUR INVOICE HEREIN
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Sanjeev P. Mitra

E.&O.E.

Payment Information

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Beneficiary Bank:	Beneficiary:	Aird & Berlis LLP
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TD Centre	Transit No.:	10202
55 King Street West	Account:	5221521
Toronto, ON M5K 1A2	Swift Code:	TDOMCATTOR

Payment by Cheque:

Payable To:
Aird & Berlis LLP
Brookfield Place, Suite 1800
181 Bay Street
Toronto, ON M5J 2T9

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Applicants

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 SANJEEV MITRA

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Box 754
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)

Tel: (416) 865-3085

Fax: (416) 863-1515

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Sam Babe (LSO # 49498B)

Tel: (416) 865-7718

Fax: (416) 863-1515

E-mail: sbabe@airdberlis.com

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

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 LEANNE M. WILLIAMS
(Sworn April 14, 2023)

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 August 1, 2022 through to March 31, 2023.

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 before me in the City of Toronto,
in the Province of Ontario, this 14th day of
April, 2023.



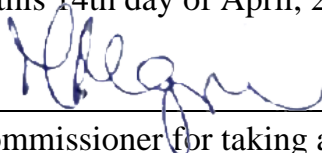
Commissioner for Taking Affidavits

**Maria Magni, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.**



LEANNE M. WILLIAMS

This is Exhibit "A" referred to in the
Affidavit of Leanne Williams sworn before me
this 14th day of April, 2023.



A Commissioner for taking affidavits

MARIA MAGNI

**Maria Magni, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.**



Toronto-Dominion Centre
100 Wellington Street West
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BDO Canada LLP
20 Wellington Street East
Suite 500
Toronto, ON M5E 1C5

September 28, 2022

Attention: Matthew Marchand

Invoice No. 38713
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: August 31, 2022

FEES

- Aug-02-22 Emails in respect of distribution mechanics;
- Aug-03-22 Emails in respect of draft Report; emails in respect of draft order and methodology; email in respect of position of Canada Revenue Agency;
- Aug-04-22 Emails in respect of discussions with Canada Revenue Agency; emails in respect of draft order and distribution methodology; conference call regarding same; further telephone call with S. Mitra; emails in respect of court materials;
- Aug-05-22 Emails in respect of duplicate claims; letter and emails in respect of procedure for upcoming hearing; review and revise Seventh Report;

Instructions from L. Williams regarding fee affidavit; emails with L. Williams regarding prior fee approval periods; review and redact invoices; prepare draft fee affidavit and calculation exhibits; circulate to L. Williams; attend to commissioning of fee affidavit and exhibits;
- Aug-06-22 Review and revise draft Order and Report; emails regarding same;
- Aug-07-22 Continue to review and revise Report; emails regarding same;
- Aug-08-22 Conference call regarding draft Report; emails regarding same; emails in respect of status of discussions with Canada Revenue Agency; emails in respect of draft Report; further review and revise draft Report and Order;
- Aug-09-22 Emails in respect of draft Canada Revenue Agency comfort letter; emails in respect of draft Report; review proposed changes to same; further revise draft Orders;

- Aug-10-22 Emails in respect of draft Court materials; further revisions to draft Court Orders;
Emails with L. Williams and BDO team regarding TGF Fee Affidavit; revision to same and circulate to group; emails with L. Williams regarding revisions to draft Interim Distribution Orders; review and revise Orders, prepare blacklines and circulate to BDO and Aird & Berlis teams;
- Aug-11-22 Emails to finalize Court materials;
- Aug-12-22 Emails with D. Catuogno regarding mortgage payments; emails with BDO regarding same; email in respect of information requested by Canada Revenue Agency;
- Aug-15-22 Emails with D. Catuogno; emails regarding comfort letter;
- Aug-16-22 Emails regarding information requested by Canada Revenue Agency; emails regarding Owner reach out;
- Aug-19-22 Emails in respect of email to owners;
- Aug-22-22 Emails in respect of evidence of proposed amendments; prepare for Court hearing; emails with L. Brzezinski; emails with D. Catuogno in respect of mortgages;
- Aug-23-22 Emails in respect of evidence of proposed amendments; emails in respect of Canada Revenue Agency documents; emails in respect of upcoming hearing; emails in respect of claims reconciliation; emails regarding mortgage schedule; attend court hearing; emails regarding same; emails with owner;

Review emails from A. Boettger and L. Williams regarding Shell Vacation documents submitted with claims to support changes in interval information;
- Aug-24-22 Emails regarding points amendment requests; emails in respect of mortgage reconciliation;
- Aug-26-22 Emails regarding mortgage reconciliation; emails regarding information requested by Canada Revenue Agency; emails from owner in respect of late claim;
- Aug-29-22 Emails in respect of late claims and mortgage reconciliations;
- Aug-30-22 Emails in respect of additional claims;
- Aug-31-22 Emails in respect of distribution issues; emails in respect of additional mortgage packages; emails in respect of late claims;

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

29.90
4.30

Total Fees	\$26,812.50
HST (@ 13%) on Fees	<u>\$3,485.63</u>
Total Fees and HST	\$30,298.13

DISBURSEMENTS

OnLand Searches	<u>\$98.42</u>
Total Taxable Disbursements	\$98.42
HST (@ 13%) on Taxable Disbursements	\$12.79
Total *Non-Taxable Disbursements	<u>\$0.00</u>
Total Disbursements and HST	<u>\$111.21</u>
TOTAL DUE & OWING	<u>\$30,409.34</u>

**Amount Owed by Carriage Hills Vacation
Owners Association (69%)
\$2,413.91 HST included** **\$20,982.44**

**Amount Owed by Carriage Ridge Owners
Association (31%)
\$1,084.51 HST included** **\$9,426.90**

Thornton Grout Finnigan LLP



Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

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Payment can be made to us by:

- Cheque Payable to Thornton Grout Finnigan LLP or*
- 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



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

October 26, 2022

Attention: Matthew Marchand

Invoice No. 38794
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: September 30, 2022

FEES

- Sep-01-22 Emails in respect of owner reconciliation issues;
 Emails from A. Boettger regarding claims where owners changed intervals/Equiant numbers supported by Shell Vacation Club documents; review supporting documents;
- Sep-05-22 Email with owner in respect of distribution;
- Sep-06-22 Emails in respect of distribution issues; emails with owner regarding same;
- Sep-07-22 Emails in respect of owner distribution issues;
- Sep-08-22 Emails in respect of mortgage reconciliation;
- Sep-10-22 Emails in respect of mortgage reconciliation;
- Sep-12-22 Emails in respect of claims resolution;
- Sep-13-22 Telephone call from owner; emails in respect of claims process issues; review and revise FAQ; emails regarding same;
- Sep-14-22 Emails regarding FAQ;
- Sep-16-22 Emails in respect of owner claims;
 Email from A. Boettger regarding documents provided by divorced owner in support of their 100% ownership of timeshares at Ridge and Hills, review Mutual and Final Release of ex-spouses submitted by owner, consider document and review emails between the owner and BDO regarding same; respond to A. Boettger and request

further information regarding claims, if any, submitted by ex-spouse;

Sep-21-22 Emails in respect of timing of distribution;
 Sep-28-22 Emails in respect of possible appeal of distribution;
 Sep-29-22 Emails with N. Wong;
 Sep-30-22 Emails and telephone call with N. Wong regarding claims of his clients; emails regarding same; telephone calls with owner and owner's son; emails regarding same;

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	4.30
Roxana Manea (Law Clerk)	1.40
Total Fees	\$4,110.00
HST (@ 13%) on Fees	<u>\$534.30</u>
Total Fees and HST	<u>\$4,644.30</u>
TOTAL DUE & OWING	<u>\$4,644.30</u>
Amount Owed by Carriage Hills Vacation Owners Association (69%)	<u>\$3,204.57</u>
\$368.67 HST included	
Amount Owed by Carriage Ridge Owners Association (31%)	<u>\$1,439.73</u>
\$165.63 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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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

November 23, 2022

Attention: Matthew Marchand

Invoice No. 38915
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: October 31, 2022

FEES

- Oct-04-22 Emails regarding interim distribution;
- Oct-05-22 Emails in respect of interim distributions; email from C. Taylor;
- Oct-06-22 Telephone call with A. Boettger in respect of claims; email in respect of status; email to C. Taylor in respect of disputed claim;
- Oct-07-22 Emails with C. Taylor; emails in respect of ownership claim;
Email from A. Boettger regarding claims and distribution at Carriage Hills; review and consider same; retrieve and review deed; consider issue of abatement of residuary estate before general bequest; email to L. Williams regarding same;
- Oct-08-22 Emails in respect of ownership claims;
- Oct-11-22 Emails in respect of status of owner claims; emails regarding fraud inquiry; emails regarding distributions;
Email from L. Williams regarding BDO's question with respect to proposed distribution under will; respond to A. Boettger's email of October 7 regarding same;
- Oct-12-22 Emails in respect of interim distributions;
- Oct-16-22 Email to N. Wong in respect of Lennox claim;
- Oct-17-22 Attend update call with Receiver;
- Oct-27-22 Emails with L. Smith in respect of returned cheques; discussion with the Receiver and Kroll regarding same; emails in respect of owner issues;
- Oct-28-22 Emails in respect of issues with cheque processing; review email to Owners regarding same;
- Oct-31-22 Conference call with the Receiver in respect of outstanding claims review and possible release of reserves;

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	5.60
Roxana Manea Law Clerk	1.50
Total Fees	\$5,247.50
HST (@ 13%) on Fees	<u>\$682.18</u>
Total Fees and HST	\$5,929.68
 <u>DISBURSEMENTS</u>	
Teranet Document Retrieval	\$3.00
Teranet Name Search	\$10.00
Teranet Property Search	\$12.10
Teranet Property Search*	\$8.85
OnLand Search	\$3.00
Total Taxable Disbursements	\$28.10
HST (@ 13%) on Taxable Disbursements	\$3.65
Total *Non-Taxable Disbursements	<u>\$8.85</u>
 Total Disbursements and HST	 <u>\$40.60</u>
 TOTAL DUE & OWING	 <u>\$5,970.28</u>
 Amount Owed by Carriage Hills Vacation Owners Association (69%) \$473.22 HST included	 <u>\$4,119.49</u>
 Amount Owed by Carriage Ridge Owners Association (31%) \$212.61 HST included	 <u>\$1,850.79</u>
 Thornton Grout Finnigan LLP	



Per: Leanne M. Williams

E. & O. E.
GST/HST # 87042 1039 RT0001 * GST/HST Exempt

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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

December 14, 2022

Attention: Matthew Marchand

Invoice No. 39018
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: November 30, 2022

FEES

- Nov-01-22 Email in respect of owner dispute;
- Nov-02-22 Emails in respect of owner claims;
- Nov-03-22 Emails in respect of returned cheques;
Review and consider email and documents provided by A. Boettger with respect to oversubscription claims;
- Nov-07-22 Attend conference call to discuss status and outstanding issues;
- Nov-08-22 Emails in respect of communication regarding rejected cheques; revise same; emails regarding timing of next hearing;
- Nov-09-22 Emails in respect of owner claims;
Review and consider supporting documents provided by A. Boettger regarding owner oversubscription claims at Hills; review Excel chart regarding same prepared by BDO; consider deeds and ownership interest on parcel registry for parcel 1-27 (Ridge) vs. 1-18 (Hills) and documentation provided by owner in support of Ridge contract; consider floating type of interval unit/time; conduct OnLand searches and retrieve Ridge and Hills deeds for same owner; email to A. Boettger regarding interval oversubscription;
- Nov-10-22 Discuss disputed claims with R. Manea; emails in respect of mortgage claims; emails in respect of distribution issues;
Discussion with L. Williams regarding oversubscription claims;
- Nov-11-22 Emails in respect of ownership issues; conference call regarding dispute mechanism and next steps;
Emails regarding interval oversubscriptions; consider related issues;
- Nov-14-22 Email regarding timing of next motion; emails regarding owner claims;

Review email from A. Boettger and explanation regarding unique allocation of interval IDs and questions regarding next steps for situations where more than one owner claims the same interval; review previous contracts submitted by various owner as supporting documents for interval oversubscription claims and consider 2009 invoice with interval details; email to A. Boettger regarding same;

- Nov-17-22 Emails regarding owner documentation;
Review and consider email from A. Boettger regarding interval oversubscriptions and recent form of invoices issued to owners that do not show interval IDs;
- Nov-18-22 Emails regarding cheque return issue;
- Nov-21-22 Emails in respect of returned cheques;
- Nov-22-22 Email in respect of CHRC disputes; review and revise email to Owners; emails in respect of Owner claims; emails with R. Manea regarding claim of divorced owner;
Email from A. Boettger regarding legal review of special claims; call with A. Boettger regarding same; begin review of Ridge claims; obtain deeds for various owners and analyze same; emails with L. Williams regarding two of the Ridge claims;
- Nov-23-22 Emails in respect of late claim resolutions;
Continue review of special claims;
- Nov-24-22 Emails in respect of timing of hearing; discuss owner claims with R. Manea;
Continue review of Ridge special claims; detailed email to A. Boettger regarding coordinated claims for Ridge owners with JT deed and deceased co-owners; discussion with L. Williams regarding documents submitted by owners who wish to renounce their distribution rights in favour of co-owners;
- Nov-25-22 Emails with A. Boettger regarding payments made on account of claim where 2 co-owners deceased; consider claim where co-owner renounced her rights in account different than Equiant account in the claim via email in 2016;
- Nov-30-22 Emails regarding owner claims;
Continue review of special claims (Hills); retrieve and review deeds as needed; emails to L. Williams regarding various situations;

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	7.30
Roxana Manea (Law Clerk)	17.00

Total Fees	\$11,730.00
HST (@ 13%) on Fees	<u>\$1,524.90</u>

Total Fees and HST **\$13,254.90**

TOTAL DUE & OWING **\$13,254.90**

**Amount Owed by Carriage Hills Vacation
Owners Association (69%)
\$1,052.18 HST included**

\$9,145.88

**Amount Owed by Carriage Ridge Owners
Association (31%)
\$472.72 HST included**

\$4,109.02

Thornton Grout Finnigan LLP



Per: Leanne M. Williams

E. & O. E.
GST/HST # 87042 1039 RT0001 * GST/HST Exempt

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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



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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

January 24, 2023

Attention: Matthew Marchand

Invoice No. 39142
File No. 2068-001

RE: Carriage Ridge / Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: December 31, 2022

FEES

- Dec-01-22 Telephone call to T. McLean regarding ownership issue; review owner request for amendment;
Continue review of special claims (Hills) and notes on Excel; emails with L. Williams regarding separation agreement where language regarding assumption of Hills timeshare unclear;
- Dec-02-22 Emails with A. Boettger in respect of owner claim; review various owner amendments; emails regarding same;
Discussion with R. Manea regarding distribution and claims process issues;
Emails with A. Boettger regarding various questions on special claims review and next steps; emails with L. Williams regarding claim submitted by bankruptcy trustee on behalf of owner who is not a bankrupt, notarized declaration of owner renouncing rights in favour of co-owner, and supporting divorce documents submitted by owner from NY court; finalize notes on Excel and provide to L. Williams for final review; circulate Excel with TGF notes on special claims to BDO;
- Dec-05-22 Emails in respect of resolution of certain owner claim issues; review documents regarding same;
Emails from A. Boettger and L. Williams regarding notarized or witnessed co-owner declarations where transfers of ownership have not been recorded;
- Dec-07-22 Emails in respect of appeal notices and next steps;
- Dec-08-22 Emails in respect of appeals and process to determine same; review claim process order; telephone call from and to Receiver;
- Dec-09-22 Emails in respect of owner disputes;
- Dec-13-22 Emails in respect of potential dispute process; consider potential claims officer;

Dec-14-22 Emails in respect of claims process;
 Dec-20-22 Email from M. Marchand regarding next steps;
 Dec-21-22 Emails in respect of call to discuss claims and next steps;
 Dec-22-22 Attend conference call with the Receiver in respect of outstanding issues and next steps;
 Dec-23-22 Email in respect of owner issue with payment;
 Dec-29-22 Emails in respect of owner issues; review proposed NORs and descriptions; emails regarding same;

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	6.40
Alexander Soutter	0.70
Roxana Manea (Law Clerk)	11.70
Total Fees	\$9,645.00
HST (@ 13%) on Fees	<u>\$1,253.85</u>
Total Fees and HST	\$10,898.85

DISBURSEMENTS

Teranet Document Retrieval	\$6.00
Teranet Name Search	\$20.00
OnLand Searches	<u>\$90.31</u>
Total Taxable Disbursements	\$116.31
HST (@ 13%) on Taxable Disbursements	\$15.12
Total *Non-Taxable Disbursements	<u>\$0.00</u>
Total Disbursements and HST	<u>\$131.43</u>

TOTAL DUE & OWING **\$11,030.28**

**Amount Owed by Carriage Hills Vacation
 Owners Association (69%)** **\$7,610.89**
\$875.59 HST included

**Amount Owed by Carriage Ridge Owners
 Association (31%)** **\$3,419.39**
\$393.38 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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2. EFT or Wire Transfer to:

Account No. 027779-002

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



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

February 21, 2023

Attention: Matthew Marchand

Invoice No. R39209
File No. 2068-001

RE: Carriage Ridge / Carriage Hills re General

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: January 31, 2023

FEES

Jan-03-23 Emails in respect of notices of disallowance;

Jan-05-23 Emails in respect of owner claims;

Email from A. Boettger regarding owner claim for which no land registration could be located; review owner's claim and supporting documents; review registry pages, locate owner's crossed out deed and retrieve foreclosure instrument; respond to A. Boettger's email regarding same and disallowance of claim;

Jan-09-23 Emails in respect of Notice of Disallowance; emails regarding timing of court hearing; discuss foreclosure issue with R. Manea;

Email and request from A. Boettger to locate foreclosure deed for owners who submitted a claim in the Carriage Ridge claims process; review documents provided by owners, registry pages and list of foreclosed accounts; email to Debra Bossie (LRO Simcoe) requesting deed deleting instrument, not recorded on registry; review foreclosure deed provided by D. Bossie; email to A. Boettger regarding same;

Jan-11-23 Email A. Boettger regarding claim submitted by Ridge owners who were not on the Equitant list, but whose deed is active on the registry;

Jan-16-23 Emails in respect of complaint from owner;

Jan-17-23 Emails in respect of outstanding disputes; emails regarding potential case conference;

Jan-18-23 Draft letter to J. Dart;

Jan-19-23 Emails in respect of letter to J. Dart; finalize and issue same; email from J. Dart;

- Jan-20-23 Telephone call with A. Boettger in respect of J. Dart response and timing of certain owner payouts;
- Jan-22-23 Emails in respect of Dart claim; email from owner;
- Jan-23-23 Emails in respect of owner claims; emails in respect of upcoming motion; emails with L. Smith; emails in respect of J. Dart claim;
- Jan-24-23 Emails in respect of owner claims; emails regarding L. Smith dispute; review and revise letter to Conway J.; emails regarding same;
- Jan-25-23 Emails in respect of owner disputes; emails in respect of dispute resolution process; emails in respect of outstanding mortgage issues; emails regarding letter to service list;
- Jan-27-23 Emails in respect of owner claims; emails in respect of appeal process; emails regarding letter to Conway J.;
- Jan-29-23 Review and revise emails to disputed owners; emails in respect of dispute resolution process; prepare letter to J. Dart; emails regarding same;
- Jan-30-23 Emails in respect of case conference; conference call to discuss same; emails in respect of court availability; review status of N. Wong's clients' claims; emails regarding same;

Email from A. Boettger regarding claims submitted by owners for which no details can be located in records, and competing claim by CHRC for same interval; review documents provided by owners; locate crossed out deed and retrieve transfer back to resort; extract registry pages showing owners' deleted deed and active CHRC deed; email to A. Boettger regarding same and disallowance of owners' claims;

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	8.50
Roxana Manea (Law Clerk)	2.70
Total Fees	\$8,382.50
HST (@ 13%) on Fees	<u>\$1,089.73</u>
Total Fees and HST	\$9,472.23

TOTAL DUE & OWING **\$9,472.23**

**Amount Owed by Carriage Hills Vacation
Owners Association (69%)** **\$6,535.84**
\$751.91 HST included

**Amount Owed by Carriage Ridge Owners
Association (31%)** **\$2,936.39**
\$337.82 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. 027779-002

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



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

March 20, 2023

Attention: Matthew Marchand

Invoice No. 39295
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, 2023

FEES

- Feb-01-23 Emails in respect of timing of motion and final distribution;
- Feb-04-23 Emails with owner regarding dispute;
- Feb-05-23 Email from J. Dart;
- Feb-06-23 Emails in respect of J. Dart claim;
- Feb-07-23 Emails from J. Dart; emails with M. Marchand regarding same;
- Feb-08-23 Email from J. Dart; email to the Receiver; email in respect of mortgage disputes;
- Feb-13-23 Review and revise FAQ;
- Feb-14-23 Emails in respect of FAQ;
- Feb-19-23 Email from J. Dart; emails with the Receiver regarding same;
- Feb-21-23 Emails in respect of case conference; emails in respect of receipt of late disputes;
- Feb-23-23 Review and revise Aide Memoire; emails regarding same;
- Feb-24-23 Emails in respect of Aide Memoire and case conference; emails regarding change of case conference date and impact on motion;
- Feb-27-23 Email from Court Office; emails in respect of timing of case conference and hearing;

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	4.50
Total Fees	\$3,937.50
HST (@ 13%) on Fees	<u>\$511.88</u>
Total Fees and HST	<u>\$4,449.38</u>
TOTAL DUE & OWING	<u>\$4,449.38</u>
Amount Owed by Carriage Hills Vacation Owners Association (69%) \$353.20 HST included	<u>\$3,070.07</u>
Amount Owed by Carriage Ridge Owners Association (31%) \$158.68 HST included	<u>\$1,379.31</u>

Thornton Grout Finnigan LLP



Per: Leanne M. Williams

E. & O. E. GST/HST # 87042 1039 RT0001 * GST/HST Exempt

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Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca



Toronto-Dominion Centre
 100 Wellington Street West
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 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

April 12, 2023

Attention: Matthew Marchand

Invoice No. 39345
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, 2023

FEES

- Mar-01-23 Emails in respect of case conference and hearing date;
 - Mar-07-23 Email regarding mortgage disputes;
 - Mar-08-23 Emails in respect of position of mortgagee;
 - Mar-10-23 Emails in respect of J. Dart;
 - Mar-13-23 Emails in respect of owner claims; emails in respect of J. Dart accusations;
 - Mar-16-23 Emails in respect of case conference;
 - Mar-20-23 Attend case conference; conference call to discuss same and next steps; emails regarding owner communication; review endorsement;
 - Mar-21-23 Emails in respect of case conference;
 - Mar-27-23 Email from C. Diana regarding position of stakeholders; emails regarding Court hearing; emails in respect of potential settlement parameters; review claims summary;
 - Mar-28-23 Attend conference call with the Receiver in respect of dispute resolution; emails in respect of case conference;
 - Mar-29-23 Emails with R. Manea in respect of owner disputes;
- Email from A. Boettger regarding 2 claims the receiver is proposing to disallow; email to L. Williams regarding claim, documentation and NORD of divorced owner; review second claim and documents provided by owner, verify land registry, obtain registered

deed; email to A. Boettger confirming second claim should be allowed;

Mar-30-23 Discuss owner claim with R. Manea; emails from S. Mitra;

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	6.20
Roxana Manea (Law Clerk)	1.10
Total Fees	\$5,810.00
HST (@ 13%) on Fees	<u>\$755.30</u>
Total Fees and HST	<u>\$6,565.30</u>
TOTAL DUE & OWING	<u>\$6,565.30</u>
Amount Owed by Carriage Hills Vacation Owners Association (69%)	<u>\$4,530.06</u>
\$521.16 HST included	
Amount Owed by Carriage Ridge Owners Association (31%)	<u>\$2,035.24</u>
\$234.14 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. 027779-002

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

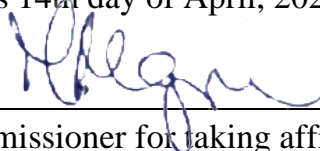
Name of Bank - HSBC Bank Canada

SwiftCode: HKBCCATT

Attention: Credit Services Department

Please send remittance advice to ychiu@tgf.ca

This is Exhibit "B" referred to in the
Affidavit of Leanne Williams sworn before me
this 14th day of April, 2023.



A Commissioner for taking affidavits

MARIA MAGNI

**Maria Magni, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.**

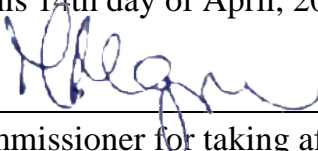
EXHIBIT “B”

**Calculation of Average Hourly Billing Rates of
Thornton Grout Finnigan LLP
for the period August 1, 2022 to March 31, 2023**

Bill of Costs & Invoice #	Fees	Disbursements	HST	Total Hours	Average Hourly Rate	Total (Fees, Disb., HST)
Eighteenth Bill of Costs 38713	\$26,812.50	\$98.42	\$3,498.42	34.20	\$784.00	\$30,409.34
Nineteenth Bill of Costs 38794	\$4,110.00	\$0	\$534.30	5.70	\$721.23	\$4,644.30
Twentieth Bill of Costs 38915	\$5,247.50	\$36.95	\$685.83	7.10	\$739.08	\$5,970.28
Twenty-First Bill of Costs 39018	\$11,730.00	\$0	\$1,524.90	24.30	\$482.72	\$13,254.90
Twenty-Second Bill of Costs 39142	\$9,645.00	\$116.31	\$1,268.97	18.80	\$513.03	\$11,030.28
Twenty-Third Bill of Costs R39209	\$8,382.50	\$0	\$1,089.73	11.20	\$748.44	\$9,472.23
Twenty-Fourth Bill of Costs 39295	\$3,937.50	\$0	\$511.88	4.50	\$875.00	\$4,449.38

Twenty-Fifth Bill of Costs	\$5,810.00	\$0	\$755.30	7.30	\$795.90	\$6,565.30
TOTALS:	\$75,675.00	\$251.68	\$9,869.33	113.10	\$707.43	\$85,796.01

This is Exhibit "C" referred to in the
Affidavit of Leanne Williams sworn before me
this 14th day of April, 2023.



A Commissioner for taking affidavits

MARIA MAGNI

**Maria Magni, 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 August 1, 2022 to March 31, 2023**

	<u>Position</u>	<u>Rate 2022</u>	<u>Rate 2023</u>	<u>Year of Call</u>
Leanne Williams	Partner	\$850	\$875	1999
Alexander Soutter	Associate	\$575	n/a	2017
Roxana Manea	Law Clerk	\$325	\$350	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 April 14, 2023)**

Thornton Grout Finnigan LLP

Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: 416-304-1313

Leanne Williams (LSO#41877E)

Tel: 416-720-0985
Email: lwilliams@tgf.ca

Mitch Grossell (LSO#69993D)

Tel: 416-315-2864
Email: mgrossell@tgf.ca

Lawyers for BDO Canada Limited

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 MATTER OF THE ADMINISTRATION PROCEEDINGS OF
CARRIAGE HILLS VACATION OWNERS ASSOCIATION

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

AFFIDAVIT OF TIM DUNCAN

SWORN APRIL 4, 2023

I, TIM DUNCAN, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a lawyer with the law firm of Fogler, Rubinoff LLP and I am also the Claims Officer appointed by the Court with respect to these matters. As such, I have knowledge of the matters hereinafter deposed.

2. Attached hereto and marked as *Exhibit "A"* to this affidavit are true copies of the accounts rendered by Tim Duncan of Fogler, Rubinoff LLP to BDO Canada Limited., in its capacity as the Court-appointed receiver over all of the assets, properties and undertakings of the Carriage Hills Vacation Owners Association and the Carriage Ridge Owners Association, for the period from December 15, 2021 to December 19, 2022, setting out the time spent, at the applicable rates together with details and dates of the work performed as Claims Officer. The

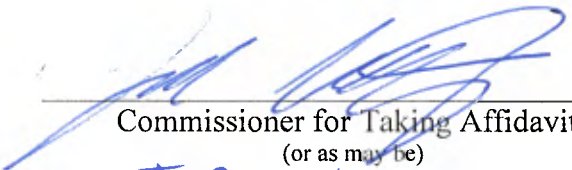
total attributable to Carriage Hills Vacation Owners Association, inclusive of fees and disbursements, excluding HST therein is \$42,783.23. With HST, the amount is \$48,345.05. The total attributable to Carriage Ridge Owners Association, inclusive of fees and disbursements, excluding HST therein is \$20,031.59. With HST, the amount is \$22,635.70.

3. The following are the billing rates of the lawyers, clerks and articling students involved in the matter together with their year of call where applicable:

Timekeeper	Hourly Rate	Year of Call
Tim Duncan	\$460	2012
Ryan Wachtel, Student-at-law	\$280	N/A
Valentina Galvis, Student-at-law	\$290	N/A
Sharon Zhao, Law Clerk	\$280	N/A
Silvana Pocino, Law Clerk	\$210	N/A
Rosanna Cavaliere, Law Clerk	\$310	N/A

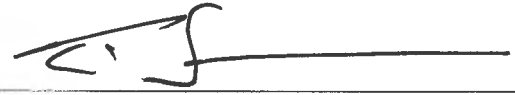
4. The hourly billing rates applied are Fogler, Rubinoff LLP's normal hourly rates and the rates as disclosed at the time of Tim Duncan's appointment as Claims Officer. Neither Tim Duncan nor Fogler, Rubinoff LLP has received, nor hopes, nor expects to receive, nor has been promised, any remuneration or consideration other than the amounts claimed herein.

SWORN by Tim Duncan of the City of Toronto, before me at the City of Toronto, in the Province of Ontario, on April 4, 2023.



Commissioner for Taking Affidavits
(or as may be)

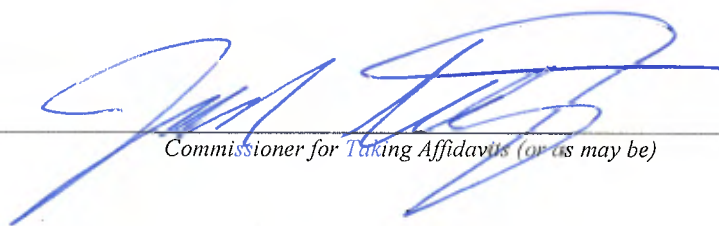
J. Schwartz
638620



TIM DUNCAN

RCP-E 4D (July 1, 2007)

This is Exhibit "A" referred to in the Affidavit of Tim Duncan sworn April 4, 2023.



Commissioner for Taking Affidavits (or as may be)

Invoice Num: 22217813

December 20, 2022

BDO CANADA LIMITED
 20 Wellington Street East, Suite 500
 Toronto ON
 M5E 1C5

Attention: Matthew Marchand
 Senior Vice President, Corporate FRS

IN ACCOUNT WITH
 Fogler, Rubinoff LLP
 77 King Street West, Suite 3000
 TD Centre North Tower
 P.O. Box 95
 Toronto, ON
 M5K 1G8
 Telephone: 416-864-9700
 Fax: 416-941-8852
 www.foglers.com

fogler
 rubinoff

Our File: B4097 / 210790
Carriage Hills and Carriage Ridge

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter to December 20, 2022, including:

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Dec-15-21	RW	Attendance at Superior Court of Justice with Tim Duncan.	1.10
Feb-01-22	TD	Emails to and from M. Marchand regarding Disputed Claims; Brief review of Receiver's Collection Plan Order.	0.30
Feb-11-22	TD	Emails from M. Berinpalingam and BDO portal regarding access to SharePoint.	0.20
Feb-12-22	TD	Attempts to access SharePoint; Email to M. Berinpalingam regarding access to SharePoint; Emails to and from R. Wachtel advising of file status.	0.40
Feb-14-22	TD	Email from M. Berinpalingam regarding access to portal.	0.10
Feb-15-22	TD	Continued attempts to gain access to disputed claims portal; Email to M. Berinpalingam regarding access issues.	0.40
Feb-16-22	TD	Email from BDO regarding access to Portal; Attempts to access portal; Access to portal and initial document downloads; Emails to and from M. Marchand and M. Berinpalingam regarding access; Commence draft of claims template.	1.10
Feb-27-22	TD	Preparing Hills claims decision precedent outline.	1.10
Feb-28-22	TD	Preparing outline of Hills basic precedent claims decision.	1.00
Mar-02-22	TD	Brief discussion with M. Marchand regarding outlook; Review of collection plan orders in setting out tasks and confirming authority; Commence outline of Ridge Decision Template; Edits to Hills Decision Template.	1.00
Mar-03-22	TD	Review of dispute package; Consideration of arguments; Writing claims decision and deciding cost award on account 126085000167.	0.50
Mar-03-22	TD	Review of affidavits of service and continued edits to decision precedents and decision process map; Consideration of Rule 57 factors for setting out costs.	1.50

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Mar-06-22	TD	Edits to template claims decisions; Review of dispute packages; Consideration of arguments; Writing claims decisions and deciding cost award on account 126085004180 and 126085002372.	1.40
Mar-11-22	TD	Updates to decision templates; Arrangements for spreadsheet formatting to increase claims reporting efficiency; Review of dispute package; Consideration of arguments; Writing claims decision and deciding cost award on account 126085015797.	1.00
Mar-12-22	TD	Review of receiver's claim and dispute package on accounts 126085005244 and 126085008087, 126085009079, 126085021811 and 126085021816; Review of status of time intervals as property; Review application record information on nature of interval interest as property; Prepare memorandum of law to address claims against bankrupt estates and issues of trustee disclaimer of interest.	1.90
Mar-13-22	TD	Prepare memorandum of law to address claims against bankrupt estates and issues of trustee disclaimer of interest; Bankruptcy search inquiry; Further consideration on accounts 126085008087, 126085005244, 126085009079, 126085021811 and 126085021816.	1.00
Mar-15-22	TD	Emails to and from S. Findley regarding bankruptcy search logistics.	0.40
Mar-18-22	TD	Email from L. Williams regarding scheduling motion.	0.10
Mar-23-22	TD	Email from L. Williams regarding motion scheduling attendance.	0.10
Mar-24-22	TD	Caselines updates and brief review of same.	0.10
Mar-25-22	TD	Email from M. Magni regarding endorsement of Justice Conway and review of same.	0.20
Mar-31-22	TD	Review of Receiver's Claim and dispute package on accounts 126085019063 and 126085014018; Review of Receiver's Claim and dispute package; Consideration of arguments; Writing claims decision and deciding cost award on account 126085001036.	1.20
Apr-01-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments on accounts 126085001744, 126085002015; Review of Receiver's Claim and dispute package; Consideration of arguments; Writing claims decision and deciding cost award on accounts 126085004009, 126085004630, 126085005098, 126085005612, 126085006284, 126085006545, 126085008320, 126085008974.	3.60
Apr-03-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments; Writing claims decision and deciding cost award on accounts 126085013280, 126085013237, 126085014112, 126085014550, 126085015106, 126085016783 and 126085019781.	2.20

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rubinoff

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Apr-04-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on account 126085021804 and 126085002450 ; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on account 126085021265, 126085007347, 126085017657, 126085011128, 126085008248.	3.30
Apr-05-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085003895, 126085020201; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085009544, 126085003451, 126085014138.	2.60
Apr-06-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085017980, 126085008693, 126085019256; Review prior application and receivership reports and court materials on associations context, management, deed back programs.	3.10
Apr-07-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085019163, 126085009026, 126085021343, 126085017666, 126085002332; Adjustments to Claims Decision template wording and edits to previously drafted decisions; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085020697, 126085020698, 126085020696, 126085003498.	5.40
Apr-08-22	TD	Claims Officer memorandum on various bankruptcy scenarios of subject members - further edits and adaptations.	0.60
Apr-18-22	TD	Review of Timeshare Agreement and lien rights of Hills association, basis for secured creditor claim; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085019063, 126085014018, 126085014641, 126085004546 and 126085002332.	2.60
May-05-22	TD	Meeting with M. Marchand, check in regarding progress; Notes following discussion.	0.70
Jul-12-22	TD	Emails to and from M. Marchand regarding Court appearance, fees.	0.10
Jul-28-22	TD	Emails to and from A. Boettger and M. Marchand regarding list of disputed claims.	0.20
Jul-29-22	TD	Email from A. Boettger regarding list of disputed claims.	0.10
Aug-05-22	TD	Emails from S. Babe and Court regarding hearing format.	0.10
Aug-12-22	TD	Emails from C. Doyle regarding interim distribution motion records and brief review of same.	0.30
Aug-23-22	TD	Emails to and from M. Marchand regarding Carriage update and call scheduling; Phone call with M. Marchand to discuss status of file; Notes following call.	0.50

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Sep-18-22	TD	Memorandum of law on impact of s. 40 of BIA on claims; Review of dispute package 126085017108.	1.70
Oct-04-22	TD	Review of Receiver's claim and dispute package and consider arguments and evidence on account 126085007130, 1260850094646 and 126085012398.	1.60
Oct-05-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085013000, 126085016221 and 126085001271.	0.90
Oct-08-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on account 126085021506, 126085003583, 126085005387, 126085006254, 126085011128, 126085021786, 126085002690, 126085000904, 126085011965, 126085010887; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on account 126085010303, 126085014560.	3.70
Oct-10-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085021263, 126085000429, 126085006166, 126085010780, 126085010834, 126085016646, 126085018736, 126085016869.	2.80
Oct-11-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085019543, 126085011902, 126085002934, 126085007893, 126085021136.	1.80
Oct-12-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085017543, 126085020006; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on account 126085020842, 126085015002, 126085016930.	2.10
Oct-13-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085004433, 126085002405, 126085002965, 126085014360; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085001531, 126085019758, 126085001802.	2.10
Oct-14-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085019942, 126085012620; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on account 126085008044, 126085015746.	1.00

fogler
rubinoff

<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Oct-15-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085015323, 126085010931; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 126085002221, 126085007591.	1.70
Oct-16-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 126085020966, 126085005457, 126085020436, 126085012189, 126085019965, 126085020200, 126085019566, 126085011251, 126085009354, 126085005867, 126085002130; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on account 126085020004.	5.10
Oct-17-22	TD	Review and edits to Ridge Claims Decision Template; Consideration of Claims Officer's latitude on compassionate grounds; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on account 250251005898, 250251006188, 250251008504, 250251000643, 250251002747, 250251006859, 250251007146, 250251007264, 250251003556, 250251005856, 250251007004.	4.40
Oct-18-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 250251004716, 250251005826, 250251007589, 250251003230, 250251002964, 250251008410, 250251000772, 250251002058, 250251007296, 250251007830, 250251005708; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 250251004109 and 250251008197.	4.50
Oct-19-22	TD	Emails to and from M. Marchand regarding call scheduling; Phone call with M. Marchand regarding status of progress on Claims Decisions; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 250251006185, 250251008310, 250251005799, 250251001594, 250251000832, 250251002399, 250251000975; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 250251003585, 250251000638.	4.00



<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Oct-20-22	TD	Emails to and from M. Marchand providing case on limitations; Brief review of case; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 250251002214, 250251003361, 250251005708, 250251002029, 250251003373, 250251002305; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on account 250251002339.	3.10
Oct-21-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on account 250251005223.	0.50
Oct-22-22	TD	Review of Receiver's Claim and dispute package; Consideration of arguments and evidence; Writing claims decision and deciding cost award on accounts 250251001457, 250251002802, 250251001261, 250251005682, 250251006736, 250251001591, 250251005075, 250251002141; Review of Receiver's Claim and dispute package; Consideration of arguments and evidence on accounts 250251002312, 250251006625; File status survey.	3.30
Oct-26-22	TD	Emails to and from M. Marchand and A. Boettger regarding status of Claims Officer's Decisions; Consider status of decisions.	0.90
Nov-08-22	TD	Email from M. Marchand regarding Receiver's position on releasing Decisions in batches; Proofreading and edits to standard decision language; Meeting discussion with M. Marchand regarding status of Claims Decisions and next steps; Emails to and from R. Cavaliere regarding Claims Decision finalization and mailing logistics; Reviewing and finalizing decisions.	2.70
Nov-09-22	TD	Reviewing and finalizing Claims Decisions; Emails regarding coordination of mailings.	0.60
Nov-10-22	TD	Reviewing and finalizing claims decisions.	0.60
Nov-16-22	TD	Reviewing and finalizing Claims Decisions.	0.60
Nov-20-22	TD	Reviewing and finalizing Claims Decisions.	3.00
Nov-21-22	TD	Emails to and from R. Cavaliere regarding Titanfile uploads and converting Claims Decisions to PDF; Emails to and from M. Marchand and A. Boettger regarding mailing and emailing information for Claims Decisions and cover letter content.	0.80
Nov-22-22	TD	Emails to and from M. Marchand and A. Boettger regarding receiver's information on addresses; Draft email to students regarding logistical task.	0.60
Nov-23-22	TD	Emails to and from group and V. Galvis regarding review of dispute packages to update materials; Setup TitanFile review base for V. Galvis; Meeting with V. Galvis to go over approach to confirming addresses.	0.90
Nov-23-22	VG	Correspondence with Tim re assignment instructions; meet with Tim to go over task and documents to cross reference.	0.70



<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Nov-24-22	TD	Phone call with R. Cavaliere regarding finalization of Receiver's Claims and preparations for delivery; Emails to and from R. Cavaliere and C. Alexander regarding conversion of Claims Decisions.	0.50
Nov-24-22	RTC	Converting Claims Decisions to pdf format and uploading files to Net Documents for Carriage Hills.	1.00
Nov-25-22	TD	Email to R. Cavaliere and C. Alexander regarding status of Claims Decision conversions; Commence draft of cover letter for Claims Decisions; Emails to and from M. Marchand, S. Babe and A. Boettger regarding cover letter; Emails to and from V. Galvis regarding extraction of Subject Member coordinates; Instructions to group about next stages in preparing Claims Decisions for delivery.	2.90
Nov-25-22	VG	Cross reference excel sheet for addresses and look for emails in files to update excel sheet.	4.58
Nov-28-22	TD	Emails to and from V. Galvis, M. Pham and other staff regarding logistics of cover letters and mailing; Phone calls with M. Pham regarding cover letters; Emails to and from M. Marchand, S. Babe and A. Boettger regarding Claims Officer's cover letters and edits to same.	2.00
Nov-28-22	VG	Finalize cross reference of Carriage Ridge list and send final update to Tim.	2.25
Nov-29-22	TD	Emails to and from M. Pham, V. Galvis, S. Pocino and staff group regarding cover letters for Claims Decisions.	0.50
Nov-29-22	VG	Cross reference additional addresses per Michelle's questions.	2.25
Nov-29-22	SP	Prepare PDF cover letters to go with the Claims Decisions to both the Subject Members and counsel to Receiver.	2.00
Nov-30-22	TD	Ongoing logistical arrangements with Team to effect delivery of Claims Decisions.	1.30
Nov-30-22	SP	Prepare PDF cover letters to go with the Claims Decisions to both the Subject Members and counsel to Receiver.	5.50
Nov-30-22	SZ1	Prepare cover letters to go with the Claims Decisions to the subject members and the counsel to Receiver.	5.83
Dec-01-22	TD	Emails and phone calls to and from staff group regarding logistical aspects of delivering Claims Decisions by mail and email, correcting errors.	1.40
Dec-02-22	TD	Phone call from B. Kaddoura; Emails to and from B. Kaddoura and S. Zhao regarding mailing and emailing issues; Voicemails from Subject Members; Emails to and from A. Boettger, M. Marchand and S. Babe regarding Claims Decisions.	1.50
Dec-05-22	TD	Email from B. Kaddoura regarding responses received; Attempts to retrieve voicemails as forwarded by B. Kaddoura; Emails to and from B. Kaddoura regarding email recipient issues.	1.00
Dec-05-22	RTC	Creating TitanFile Channel and uploading Claims Decisions, Cover letters and Emails to Subject Members.	1.50

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<u>Date</u>	<u>Lawyer</u>	<u>Description</u>	<u>Hrs</u>
Dec-06-22	TD	Review of various voicemails, letters and emails as received from Subject Members; Emails to and from V. Galvis and B. Kaddoura regarding potential additional email addresses for subject members.	2.10
Dec-06-22	VG	Correspondence with Tim re issues with list and review of outstanding emails.	3.60
Dec-07-22	TD	Receipt and review of communications from Subject Members; Emails to and from V. Galvis and B. Kaddoura regarding updated emails for Subject Members; Email to J. Wright forwarding materials; Email to M. Marchand, A. Boettger and S. Babe regarding Claims Officer's activities in aftermath of service of Claims Decisions.	2.20
Dec-08-22	TD	Emails to and from B. Kaddoura regarding recipients of Correction Notice; Receipt and review of communications from Subject Members.	1.30
Dec-09-22	TD	Communications from Subject Members; Email from BDO regarding Subject Member materials being received; Email to M. Marchand, A. Boettger and S. Babe regarding further contact from Subject Members and returned mail.	1.00
Dec-10-22	TD	Email from Subject Member.	0.10
Dec-11-22	TD	Communications from Subject Members.	0.10
Dec-12-22	TD	Communications from Subject Members.	0.70
Dec-13-22	TD	Communications from Subject Members.	0.40
Dec-14-22	TD	Communications from Subject Members.	1.10
Dec-15-22	TD	Communications from Subject Members; Email to M. Marchand, A. Boettger and S. Babe regarding communications received from Subject Members; Phone call from A. Boettger regarding contacts from Subject Members; Email from A. Boettger regarding Receiver's request to be provided with copies of emails; Review of emails as received from subject members and assembly of same for delivery up to Receiver for review.	1.20
Dec-16-22	TD	Communications from Subject Members; Email from BDO Carriage regarding materials received; Email from A. Boettger regarding costs calculations.	0.30
Dec-17-22	TD	Brief review of prior established costs methodology; Emails to and from A. Boettger and M. Marchand regarding costs methodology; Communications from Subject Members.	0.40
Dec-19-22	TD	Communications from Subject Members.	0.30

OUR FEE HEREIN:

\$62,312.60

Summary of Fees

<u>Initials</u>	<u>Total Time</u>	<u>Hourly Rate</u>	<u>Value</u>
RTC	2.50	310.00	775.00
SP	7.50	210.00	1,575.00
SZ1	5.83	280.00	1,632.40
TD	117.70	460.00	54,142.00

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Summary of Fees

<u>Initials</u>	<u>Total Time</u>	<u>Hourly Rate</u>	<u>Value</u>
RW	1.10	280.00	308.00
VG	13.38	290.00	3,880.20

Disbursements

Taxable	Postage/Registered Mail	\$187.52
Taxable	Prints	\$314.70
Total Disbursements		\$502.22
Total Fees and Disbursements		\$62,814.82
HST @ 13% on Fees and Taxable Disbursements		\$8,165.93
Total Fees, Disbursements and Taxes this Bill		\$70,980.75

Balance Due: \$70,980.75

INITIALS	TOTAL TIME CARRIAGE HILLS	VALUE CARRIAGE HILLS	TOTAL TIME CARRIAGE RIDGE	VALUE CARRIAGE RIDGE
RTC	1.72	\$533.20	0.78	\$241.80
SP	5.17	\$1,085.70	2.33	\$489.30
SZ1	4.02	\$1,125.60	1.81	\$506.80
TD	80.14	\$36,864.40	37.56	\$17,277.60
RW	0.55	\$154.00	0.55	\$154.00
VG	9.22	\$2,673.80	4.16	\$1,206.40
Total fees:		\$42,436.70		\$19,875.90
Disbursements:		\$346.53		\$155.69
Total fees & disbursements:		\$42,783.23		\$20,031.59
HST @ 13%		\$5,561.82		\$2,604.11
Total fees, disbursements and taxes		\$48,345.05		\$22,635.70

**THIS IS OUR ACCOUNT HEREIN
FOGLER, RUBINOFF LLP**

Tim Duncan

THIS ACCOUNT BEARS INTEREST, COMMENCING ONE MONTH AFTER DELIVERY, AT THE RATE OF 3.30% PER ANNUM AS AUTHORIZED BY THE SOLICITORS' ACT. ANY DISBURSEMENTS NOT POSTED TO YOUR ACCOUNT ON THE DATE OF THIS STATEMENT WILL BE BILLED LATER.

E. & O.E. R119420859 GST/HST No :
Please return a copy of this account with your payment. Thank you.



For your convenience, we have the following payment options:

- Online banking using the Bill Payment Service at most Canadian chartered banks. Please reference your file or account number in the notes box.
- Direct Deposits at a TD Branch (please provide your Fogler, Rubinoff lawyer with a copy of the cheque and deposit receipt).
- Wire transfer (please reference your file or account number).
- Electronic Funds Transfer (EFT).
- Cheque by mail or courier.

Should you require assistance, please contact our Accounts Receivable Department at 416.864.9700 x152 or by e-mail accountsreceivable@foglers.com.

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

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

**FEE AFFIDAVIT OF TIM DUNCAN
SWORN APRIL 4, 2023**

FOGLER, RUBINOFF LLP

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Claims Officer

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
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AND IN THE MATTERS 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

MOTION RECORD
(Returnable April 24, 2023)

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