

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

THE HONOURABLE MADAM)
JUSTICE CONWAY)
TUESDAY, THE 16TH
DAY 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**

ANCILLARY ORDER – RIDGE

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 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, *inter alia*, (i) approving the First Report of the Receiver dated February 5, 2021 (the “**First Report**”) and the activities of the Receiver set out therein, (ii) approving the Receiver’s statement of receipts and disbursements, (iii) approving the fees and disbursements of BDO (both in its capacity as Receiver and in its prior capacity as Administrator) and its counsel, (iv) authorizing the Receiver to pay certain of the Applicant’s pre-receivership costs and (v) authorising the Receiver to reimburse Carriage Hills Vacation Owners Association (“**Carriage Hills**”) for the Applicant’s share of severance payments made to workers, 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**”) and 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.

SERVICE AND DEFINED TERMS

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.
2. **THIS COURT ORDERS** that capitalized terms used in this Order that are not otherwise defined shall have the meaning ascribed to them in the First Report.

APPROVAL OF ACTIVITIES AND FEES

3. **THIS COURT ORDERS** that the First Report and the Receiver’s activities set out therein be and are hereby approved.
4. **THIS COURT ORDERS** that the Receiver’s statement of receipts and disbursements for the period to February 3, 2021 is hereby approved.
5. **THIS COURT ORDERS** that the professional fees and disbursements of BDO in its capacity as Administrator (in such capacity, the “**Administrator**”) of both the Applicant and of Carriage Hills for the period from November 30, 2020 to January 5, 2021 in the amount of \$82,486.75, plus disbursements of \$1,438.12 and HST of \$10,910.23 for a total of \$94,835.10, as set out in the Affidavit of Matthew Marchand, sworn February 5, 2021 and attached as Appendix “Q” to the First Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 31% share of such fees and disbursements.

6. **THIS COURT ORDERS** that the professional fees and disbursements of BDO in its capacity Receiver and receiver of Carriage Hills for the period from January 6, 2021 to January 31, 2021 in the amount of \$102,241.30, plus disbursements of \$161.29 and HST of \$11,783.04 for a total of \$102,421.83, as set out in the Affidavit of Matthew Marchand, sworn February 5, 2021 and attached as Appendix “R” to the First Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 31% share of such fees and disbursements.

7. **THIS COURT ORDERS** that the professional fees and disbursements of Aird & Berlis LLP, counsel to the Administrator, to the Receiver and to the receiver of Carriage Hills for the period from November 29, 2020 to February 3, 2021, in the amount of \$104,493.50 plus disbursements of \$797.50 and HST of \$13,604.65, for a total of \$118,895.65, as set out in the Affidavit of Sam Babe sworn February 5, 2021 and attached as Appendix “S” to the First Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 31% share of such fees and disbursements.

PAYMENT OF SEVERANCE OBLIGATIONS

8. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to reimburse Carriage Hills in the amount of \$231,798.73, from funds of the Applicant, representing the Applicant’s 31% share of the amount paid by Carriage Hills to Carriage Hills Hospitality Inc. to fund the termination obligations in respect of Resort Employees.

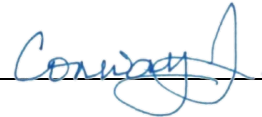
PAYMENT OF PRE-RECEIVERSHIP COSTS

9. **THIS COURT ORDERS** that the Receiver is authorized to pay the costs incurred by the Applicant in the normal course prior to January 6, 2021, as described in the First Report.

GENERAL

10. **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.

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

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

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

Applicant

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceedings commenced at Toronto

ANCILLARY ORDER

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