

**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**

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 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 Sixth Report of the Receiver dated December 3, 2021 (the “**Sixth Report**”) and the activities of the Receiver set out therein, (ii) approving the Receiver’s interim statement of receipts and disbursements, (iii) approving the Default Judgment Report of the Claims Officer, Tim Duncan of Fogler Rubinoff LLP (the “**Claims Officer**”), dated December 3, 2021 (the “**Default Judgment Report**”), and its appendices, (iv) approving of and authorizing the Receiver to make certain distributions to creditors, (v) approving the fees and disbursements of the Receiver and its counsel, and (vi) approving the fees and disbursements of the Claims Officer was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

ON READING the Motion Record of the Receiver dated December 3, 2021 (the “**Motion Record**”), the Sixth Report and the Default Judgment 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

Lori Smith and Karen Levins and counsel for David and Phyllis Lennox and the submissions of the Claims Officer and 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 December 6, 2021.

SERVICE

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

APPROVAL AND AUTHORIZATION

2. **THIS COURT ORDERS** that the Sixth 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 November 26, 2021 be and is hereby approved.

4. **THIS COURT ORDERS** that the Default Judgment Report and the Claims Officer's activities set out therein be and are hereby approved.

5. **THIS COURT ORDERS** that the Receiver is hereby authorized to make the following distributions:

- a. to Carriage Ridge Owners Association ("**Carriage Ridge**") in the amount of \$64,393.19 in partial satisfaction of the admitted claim of Carriage Hills Hospitality Inc. ("**CHHI**") and in accordance with the direction to pay provided by CHHI; and
 - b. to CHHI in the amount of \$209,310.27 in satisfaction of the balance of its admitted claim.
6. **THIS COURT ORDERS** that the professional fees and disbursements of BDO in its capacity Receiver and receiver of Carriage Ridge for the period from July 1, 2021 to October 31, 2021, in the amount of \$302,376.00 plus disbursements of \$1,608.79 and HST of \$39,518.03, for a total of \$343,502.82, as set out in the Affidavit of Matthew Marchand, sworn November 25,

2021 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.

7. **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 July 1, 2021 to October 31, 2021, in the amount of \$115,876.50 plus disbursements of \$1,541.32 and HST of \$15,181.13, for a total of \$132,598.95, as set out in the Affidavit of Sam Babe sworn December 3, 2021 and attached as Appendix “S” to the Sixth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 69% share of such fees and disbursements.

8. **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 July 1, 2021 to November 30, 2021, in the amount of \$130,082.50 plus disbursements of \$2,241.17 and HST of \$17,197.93, for a total of \$149,521.60, as set out in the Affidavit of Leanne Williams sworn December 3, 2021 and attached as Appendix “T” to the Sixth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 69% share of such fees and disbursements.

9. **THIS COURT ORDERS** that the professional fees and disbursements of the Claims Officer’s firm, Fogler Rubinoff LLP, for the period from February 11, 2021 to November 18, 2021, in the amount of \$23,359.50 plus disbursements of \$103.60 and HST of \$3,050.21, for a total of \$26,513.31, as set out in the Affidavit of Tim Duncan sworn November 26, 2021 and attached as Appendix “U” 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

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.

Conway J.

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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