

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

THE HONOURABLE MADAM ) WEDNESDAY, THE 18<sup>TH</sup>  
 )  
JUSTICE CONWAY ) DAY OF AUGUST, 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 Fifth Report of the Receiver dated August 6, 2021 (the “**Fifth Report**”) and the activities of the Receiver set out therein, (ii) approving the Receiver’s interim statement of receipts and disbursements, (iii) expanding the definition of Property contained in the Amended and Restated Appointment Order appointing the Receiver over the Applicant dated December 11, 2020 to include two additional vehicles as described herein; iv) authorizing the Receiver to engage an auctioneer to sell the Applicant’s vehicles and to execute any additional documents required to effect the transfer of same to the ultimate purchasers, (iv) approving of and authorizing the Receiver to make certain distributions to creditors, (v) authorizing the Receiver to pay certain contingency fees for past property tax review and assessment services, and (vi) approving the fees and disbursements of the Receiver and its counsel, was heard this day via Zoom judicial video conference due to the COVID-19 pandemic.

**ON READING** the Motion Record of the Receiver dated August 6, 2021 (the “**Motion Record**”) and the Fifth Report, and on hearing the submissions of counsel for the Receiver and counsel for Wyndham Worldwide Corporation, Shell Finco LLC, Carriage Hills Resort Corporation and Carriage Hills Hospitality Inc., the submissions of Christopher Diana and the submissions of Monica Peters appearing as counsel for unidentified owners, 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 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 Fifth Report and the Receiver’s activities set out therein be and are hereby approved.

3. **THIS COURT ORDERS** that the definition of Property contained in the Amended and Restated Appointment Order appointing the Receiver over the Applicant in this proceeding dated December 11, 2020 be amended to include the following vehicles:

a. 2019 Chevrolet Spark bearing vehicle identification number L8CD6SA9KC759394; and,

b. 2017 Dodge Caravan bearing vehicle identification number 2C4RDGBG0HR641651

4. **THIS COURT ORDERS** that the Receiver is hereby authorized to engage Canam Appraiz Inc. to sell the Applicant’s vehicles by way of public auction and to execute any additional documents required to effect the transfer of same to the ultimate purchaser.

5. **THIS COURT ORDERS** that the Receiver’s Interim Statement of Receipts and Disbursements for the period ending July 23, 2021 be and is hereby approved.

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

- a. to Bell Canada in the amount of \$6,807.18; and
- b. to Bell Mobility in the amount of \$548.65.

7. **THIS COURT ORDERS** that the Receiver is hereby authorized to make payment to Altus Group Tax Consulting Paralegal Professional Corporation in the amount of \$176,906.37, inclusive of HST.

8. **THIS COURT ORDERS** that the professional fees and disbursements of BDO in its capacity Receiver and receiver of Carriage Ridge Owners Association (“**Carriage Ridge**”) for the period from May 1, 2021 to June 30, 2021 in the amount of \$354,635.00, plus disbursements of \$1,173.55 and HST of \$46,255.11 for a total of \$402,063.66, as set out in the Affidavit of Matthew Marchand, sworn July 26, 2021 and attached as Appendix “K” to the Fifth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 69% share of such fees and disbursements.

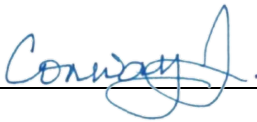
9. **THIS COURT ORDERS** that the professional fees and disbursements of Aird & Berlis LLP, counsel to the Receiver and to the receiver of Carriage Ridge for the period from April 22, 2021 to June 30, 2021, in the amount of \$116,141.00 plus disbursements of \$5,201.86 and HST of \$15,597.78, for a total of \$136,940.64, as set out in the Affidavit of Sam Babe sworn July 31, 2021 and attached as Appendix “L” to the Fifth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 69% share of such fees and disbursements.

10. **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 May 1, 2021 to June 30, 2021, in the amount of \$111,595.00 plus disbursements of \$6,359.15 and HST of \$15,291.03, for a total of \$133,245.18, as set out in the Affidavit of Leanne Williams sworn August 5, 2021 and attached as Appendix “M” to the Fifth Report, are hereby approved and the Receiver is authorized to pay the Applicant’s 69% share of such fees and disbursements.

## GENERAL

11. **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.

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

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

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

Applicant

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

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

**Proceedings commenced at Toronto**

**ORDER**

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