

ONTARIO  
SUPERIOR COURT OF JUSTICE

THE HONOURABLE )  
JUSTICE )  
) *TUES* DAY THE *10* DAY  
) OF MAY, 2016

BETWEEN:

WINDSOR FAMILY CREDIT UNION LIMITED  
Applicant

-and-

LAKESHORE OASIS INC.  
Respondent

ANCILLARY ORDER

**THIS MOTION**, made by BDO Canada Limited ("**BDO**"), in its capacity as court appointed Receiver (in such capacities, the "**Receiver**"), without security, of all of the assets, undertakings and properties of Lakeshore Oasis Inc. (the "**Debtor**") appointed pursuant to the order of the Honourable Justice T. Patterson dated December 8, 2016 (the "**Appointing Order**") for:

- a) An Order that the time for service, filing and confirmation of the Notice of Motion and the Motion Record be abridged so that this motion is properly returnable today and hereby dispenses with further service and confirmation hereof;

- b) An Order that the Confidential Supplement to the First Report dated April 21, 2016 (the "**Confidential Report**") be sealed until such a time as the Transaction is complete and funds are received by the Receiver;
- c) An Order that the Statement of Receipts and Disbursements as detailed in the First Report of the Receiver dated April 21, 2016 (the "**First Report**") (the "**Statement of Receipts and Disbursements**") be approved;
- d) An Order that the fees and disbursements of the Receiver as detailed in the First Report (the "**Receiver's Fees**") and payment of same be approved;
- e) An Order that the fees and disbursements of counsel to the Receiver, Harrison Pensa LLP, as detailed in the First Report (the "**Counsel Fees**") and payment of same be approved;
- f) An Order that, after payment of the Receiver's Fees and Counsel Fees herein approved and all realty taxes owing as against the Real Property (the "**Realty Taxes**") and subject to the Receiver maintaining sufficient reserves:

- i. to satisfy all charges as set out in the Appointing Order, and
- ii. as the Receiver deems necessary to complete the administration of the Receivership proceedings;

the Receiver be authorized to make a distribution from proceeds on hand to:

- i) the Windsor Family Credit Union Limited ("**WFCU**"); and.
- ii) 2154161 Ontario Limited ("**215**");

following the completion of the Transaction in a sum not to exceed the full amount of the indebtedness owing to each of WFCU and 215 plus accruing interest and costs owed to WFCU and 215 pursuant to security held and thereafter such subsequent distributions not to exceed the full amount of the indebtedness owing to each of WFCU and 215 plus accruing interest and costs owed to WFCU and 215 pursuant to security held on such dates and terms as determined by the Receiver to WFCU and 215 as the Receiver deems appropriate;

- g) An Order that BDO be released and discharged from any and all liability that BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO, prior to the date of this Order, while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, BDO be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings prior to the date of this Order including any claims made as against the proceeds subject to the distribution, save and except for the Receiver's gross negligence or willful misconduct; and
- h) Such further and other relief as counsel may request and this honourable court may permit.

was heard this day at the Court House, 245 Windsor Avenue, Windsor, Ontario.

**ON READING** the Notice of Motion, the First Report and the Confidential Report, Affidavit of Service of Kelly Bryant sworn April 22, 2016 and on hearing submissions from all counsel in attendance,

1. **THIS COURT ORDERS** that the time for service, filing and confirmation of the Notice of Motion and Motion Record is abridged so that this motion is properly returnable today and hereby dispenses with further service and confirmation hereof;

2. **THIS COURT ORDERS** that the Confidential Report be sealed until such a time as the sale transaction subject to the Order of the Court dated May 10, 2016 (the "**Transaction**") is complete and funds are received by the Receiver;
3. **THIS COURT ORDERS** that the Statement of Receipts and Disbursements are hereby approved;
4. **THIS COURT ORDERS** that the Receiver's Fees and payment of same are hereby approved;
5. **THIS COURT ORDERS** that the Counsel Fees and payment of same are hereby approved;
6. **THIS COURT ORDERS** that after payment of the Realty Taxes and subject to the Receiver maintaining sufficient reserves:
  - iii. to satisfy all charges as set out in the Appointing Order, and
  - iv. as the Receiver deems necessary to complete the administration of the Receivership proceedings;

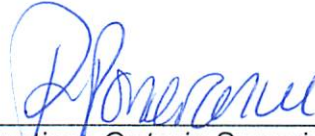
the Receiver is hereby authorized to make a distribution from proceeds on hand to:

- i) WFCU; and.
- ii) 215;

following the completion of the Transaction in a sum not to exceed the full amount of the indebtedness owing to each of WFCU and 215 plus accruing interest and costs owed to WFCU and 215 pursuant to security held and thereafter such subsequent distributions not to exceed the full amount of the indebtedness owing to each of WFCU and 215 plus accruing interest and costs owed to WFCU and 215 pursuant to security held on such dates

and terms as determined by the Receiver to WFCU and 215 as the Receiver deems appropriate;

7. **THIS COURT ORDERS** that BDO be released and discharged from any and all liability that BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO, prior to the date of this Order, while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, BDO be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings prior to the date of this Order including any claims made as against the proceeds subject to the distribution, save and except for the Receiver's gross negligence or willful misconduct.



Justice, Ontario Superior Court of Justice

ENTERED AT WINDSOR	
In Book No.	27
re Document No.	533
on	May 11 2016
by	SL

WINDSOR FAMILY CREDIT UNION

v.

LAKESHORE OASIS INC.

Applicant

Respondent

Court File No. CV-15-23011

**ONTARIO  
SUPERIOR COURT OF JUSTICE**  
PROCEEDING COMMENCED AT WINDSOR

**ANCILLARY ORDER**

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appointed Receiver