



Frequently Asked Questions (FAQ)
Shell Mountainside Lodge
April 27, 2026

On January 24, 2025, BDO Canada Limited (“**BDO**”) was appointed as administrator (in such capacity the “**Administrator**”) of all present and future assets, undertakings and property (collectively, the “**Property**”) of SVC-Mountainside ULC (“**ULC**”) and Shell Owners Association – Pacific (“**SOAP**”, and together with ULC, the “**Petitioners**”) by order (the “**Appointment Order**”) of the Supreme Court of British Columbia (the “**Court**”) pursuant to section 39 of *Law and Equity Act*, R.S.B.C. 1996, c. 253, as amended.

Pursuant to an amended and restated order of the Court dated May 8, 2025 (the “**A&R Appointment Order**”), the Administrator’s role transitioned to a court-appointed receiver (in such capacity the “**Receiver**”).

Members (as defined below) may have questions with respect to updates and next steps related to the receivership proceedings. Below is a list of Frequently Asked Questions that is intended to be responsive to questions from Members.

Claims Process

1. What is happening with my claim for the loss of use of the Shell Mountainside Lodge?

Members have lost their right-of-use access to the Shell Mountainside Lodge as a result of the Sale Transaction (as described in the FAQ dated May 9, 2025). Member contracts have been effectively terminated and, as a result, Members may be entitled to submit a claim in the receivership proceedings as a creditor.

The Receiver is developing a set of creditor claims processes, whereby all creditors of the Petitioners will have the opportunity to submit claims in the receivership estate. The Receiver will be attending at Court to seek approval of:

- For members of the Mountainside Lodge Members Association (“**MLMA Members**”) and members of SOAP (“**SOAP Members**” and collectively with MLMA Members, “**Members**”), a reverse claims process (the “**Member Claims Process**”) specifically for claims of Members in connection with the loss of use of the Shell Mountainside Lodge (“**Member Claims**”); and
- A traditional claims process for all non-Member creditor claims against the Petitioners (the “**Non-Member Claims Process**”).

2. Why is the Receiver proposing a reverse claims process?

A traditional claims process requires a creditor to prepare and submit a proof of claim to the Receiver which includes: (i) preparing a claim in a prescribed form; (ii) valuing the claim amount; and (iii) attaching supporting documentation. In the circumstances, the Receiver has determined that a traditional claims process would be challenging and inefficient as:

- Many Members would likely require assistance in completing their claim, and there are potentially over 1,800 Member Claims;
- Members would be required to assemble and provide documents associated with their claim;
- Most Members do not have experience in damage loss quantification and contract law, and would have difficulties in preparing a claim calculation; and



- The Receiver would be required to review and assess each individual claim calculation submission for appropriateness and consistency amongst all Member Claims to ensure fairness.

Under a reverse claims process, the Receiver will advise all Members of pre-assembled information that will be used as inputs to calculate their Member Claim. In such a process, Members would only need to acknowledge that the information associated with their claim is correct, and would only be required to provide additional information if they disagree with the prepopulated information included in their Member Claim.

The Receiver intends to return to Court at a later date to seek approval of the methodology for quantifying Member Claims, the reasons for which are described in greater detail below.

3. Do Members have an ownership interest in the Shell Mountainside Lodge?

No, Members were not owners of the Shell Mountainside Lodge. The owners of the Shell Mountainside Lodge property were the Petitioners.

4. How are Member Claims valued?

The Receiver, with the assistance of a damage quantification professional, is developing a methodology for quantifying each Member Claim (the “**Member Claim Quantification Methodology**”) to the extent the breach of their contract has caused the Member to suffer a financially quantifiable loss. The Member Claim Quantification Methodology includes numerous data points, many of which are based on the information contained in each Member’s contractual agreement related to the Shell Mountainside Lodge.

5. How do Members calculate the value of their Member Claim?

Under the proposed Member Claims Process, Members will not be required to calculate their claim. Rather, the Receiver will request Court approval of the Member Claim Quantification Methodology, which will apply a uniform calculation to value Member Claims across the entire population of Members based on each Members’ individual facts.

6. What is the Member Claim Quantification Methodology and why is it necessary?

The Member Claim Quantification Methodology refers to a predetermined formula which will be used to quantify Member Claims. Although each Member Contract is a unique and separate legal contract, the contracts include similar terms and purpose. The Member Claims Quantification Methodology will ensure all Member Claims are valued consistently and fairly.

Importantly, the Member Claim Quantification Methodology greatly improves efficiency, as each Member will not be required to determine their own unique formula to value their claim, which in turn reduces professional fees as the Receiver will not need to assess each individual methodology used to support every Member’s claims.

7. Will Members be permitted to submit their own alternative claim calculation?

No. While Members will be permitted to update or correct information within their Member Claim, Members will not be permitted to submit an alternative calculation. This is to ensure a fair and consistent quantification of all Member Claims.

8. How do Members file a claim?

The Receiver has engaged a claims agent (the “**Claims Agent**”) to create a user-friendly online portal (the “**Claims Portal**”) designed to allow Members to efficiently review, update (if needed) and submit their prepopulated Member Claim.



Detailed instructions, including important deadlines, on how to file a Member Claim will be circulated to Members following Court approval of the Member Claims Process.

While Members are strongly encouraged to use the Claims Portal, Members may alternatively submit written copies of their Member Claim. The relevant details will be included in the Member Claims Process Order and Schedules.

Member Claim Quantification Methodology

9. What is the process for determining the appropriate Member Claim Quantification Methodology?

The Receiver has worked with a Court-recognized loss quantification professional to consider alternative methodologies for quantifying the Member Claims. The Receiver has prepared calculations under two legally recognized damage claim methodologies and has provided its recommendation for the proposed methodology to, and solicited feedback from, the committee representing MLMA Members (the “**MLMA Advisory Committee**”) and Travel + Leisure Co. (“**T+L**” and together with the MLMA Advisory Committee, the “**Stakeholder Groups**”), the parent company of the Petitioners.

The Stakeholder Groups disagree on the appropriate methodology to be used in the circumstances. In light of the disagreement among the Stakeholder Groups, the Receiver intends to seek Court approval of the Member Claims Process (without seeking approval of the Member Claim Quantification Methodology at this time) in order to advance matters while negotiations in respect of the appropriate Member Claim Quantification Methodology continue. The Member Claims Process is primarily focused on confirming the Member information inputs that will be required to assess their claims when the Member Claim Quantification Methodology is finalized. It is intended to advance the information gathering process while the discussions with respect to the appropriate Member Claim Quantification Methodology are ongoing. The Receiver also intends to seek Court approval of representative counsel to be appointed to represent the interests of the Members to assist in either negotiating a consensual resolution to the appropriate Member Claim Quantification Methodology, or advocating on the Members’ behalf if that issue needs to be determined by the Court at a later hearing.

10. Who is advocating for the interests of Members?

The Receiver is an independent party acting as the ‘eyes and ears’ of the Court, in a neutral capacity ensuring the restructuring is completed as approved by the Court. The Receiver’s role does not include advocating for the interests of one party over another.

Throughout these proceedings the Receiver has consulted with the MLMA Advisory Committee, which is comprised of five (5) volunteer MLMA Members who act as a representative body for the interests of all MLMA Members.

SOAP does not have a similar advisory committee. As such, to date the Receiver has not been able to consult with a representative body of SOAP Members. SOAP had a Board of Directors, however, all board members were employees of T+L or its affiliates. Given this potential conflict of interest, the Receiver believes it appropriate for SOAP to form a committee representing SOAP Members (a “**SOAP Advisory Committee**” and together with the MLMA Advisory Committee, the “**Advisory Committees**”). The Receiver will assist in coordinating the formation of the SOAP Advisory Committee to ensure the interests of SOAP Members are heard.

The Receiver is of the view that the interests of Members are aligned. Accordingly, the Receiver has recommended representative legal counsel be engaged on behalf of Members to ensure Members are appropriately represented in the dispute surrounding the Member Claims Quantification Methodology, including discussions and negotiations with other stakeholders. If it becomes apparent at a later date



that the MLMA and SOAP Members' interests are no longer aligned, it may become necessary to engage separate representative legal counsel for each group.

11. What is 'representative legal counsel'?

Representative legal counsel (commonly referred to simply as 'rep counsel') refers to the engagement of a single legal counsel to represent a group of parties with similar interests.

Following discussions with the Receiver on the purpose and objectives of representative legal counsel, the MLMA Advisory Committee supports the engagement of Borden Ladner Gervais LLP, as representative legal counsel on behalf of the MLMA Members. The Receiver will request Court approval for the engagement of Borden Ladner Gervais LLP to act as representative legal counsel on behalf of MLMA Members at the next Court appearance.

Given the Receiver's view that the interests of the Members are aligned, subject to the formation of a SOAP Advisory Committee, the Receiver will recommend that Borden Ladner Gervais LLP be appointed as representative legal counsel for SOAP Members, such that there will be a single representative counsel in respect of all Members.

12. What happens after the engagement of representative legal counsel?

Representative legal counsel will engage with the stakeholders to discuss the Member Claims Process and the Member Claim Quantification Methodology and, if possible, negotiate a settlement or resolution on behalf of, as applicable, MLMA Members and SOAP Members in respect of the methodology. In the event a settlement or resolution cannot be mutually agreed upon, the Court will need to determine the appropriate Member Claim Quantification Methodology to be used in the circumstances of this case, and representative legal counsel would represent the Member interests in such proceedings.

The Receiver will continue to communicate with all stakeholders throughout this matter to attempt to resolve the disagreement as to the appropriate Member Claim Quantification Methodology, if possible.

13. Who is responsible for the costs associated with representative legal counsel?

The fees and expenses of representative legal counsel will be paid from the proceeds from the sale of the Shell Mountainside Lodge, which funds are currently held in trust by the Receiver.

SOAP Member Matters

14. How will a SOAP Advisory Committee be formed?

The Receiver will be soliciting interest from SOAP Members to volunteer to join the SOAP Advisory Committee. SOAP Members interested in participating in the SOAP Advisory Committee should contact the Receiver at BDO-MountainsideSOAP@bdo.ca by May 8, 2026.

15. What will be the purpose of the SOAP Advisory Committee?

The mandate of the SOAP Advisory Committee will be updated as necessary, but will generally include:

- Representing the interests of SOAP Members in the receivership proceedings;
- Reviewing matters in relation to the Member Claim Quantification Methodology and corresponding with representative legal counsel regarding such matters;
- Providing direction to representative legal counsel regarding the Member Claims Quantification Methodology as necessary, including possible negotiations;



- Liaising with the MLMA Advisory Committee from time-to-time, or through representative legal counsel regarding matters of common interest to all Members; and
- Attending meetings with the Receiver, representative legal counsel or other stakeholders, as needed from time-to-time, in addressing receivership matters.

16. What are the requirements to volunteer on the SOAP Advisory Committee?

As the number of participants on the SOAP Advisory Committee will be limited, interested SOAP Members should briefly indicate their experience or expertise which will benefit the SOAP Advisory Committee.

In addition, SOAP Members interested in participating on the SOAP Committee should keep in mind:

- Only SOAP Members with accounts in good standing (i.e. no delinquent balances) will be eligible to participate in the SOAP Advisory Committee.
- A position on the SOAP Advisory Committee is an unpaid volunteer position.
- Participants on the SOAP Advisory Committee will be required to act in the interests of the SOAP Members as a whole, and cannot advance or advocate for their individual position as part of this role.
- Participants on the SOAP Advisory Committee will not receive information concerning their own Member Claim in advance of information being provided to the general body of Members.
- Participation on the SOAP Advisory Committee does not afford additional legal rights beyond existing rights as a creditor in these receivership proceedings.
- The SOAP Advisory Committee will decide matters based on majority vote, and universal agreement is not required to advance decisions.
- SOAP Members will be required to execute a non-disclosure agreement (the “**NDA**”) in advance of commencing their role on the SOAP Advisory Committee.
- Matters requiring the SOAP Advisory Committee’s attention may be time sensitive, so participants should not be unavailable for prolonged periods of time.
- The Receiver requests a minimum 1-year commitment to serve on the SOAP Advisory Committee.
- The Receiver will obtain Court approval for indemnities for the SOAP Members participating in the SOAP Advisory Committee, ensuring that the individual participants are protected from liability for activities performed in carrying out the requirements of their role.

17. What is the status of 2025 points fee refunds for SOAP Members?

Unfortunately, the cash management system of the Petitioners and MLMA were highly integrated with T+L and its affiliates. The Receiver has not been able to locate the information that it requires to assemble transaction detail on an account-by-account basis to confirm that annual 2025 point fees were directed to the bank accounts of SOAP. The Receiver cannot issue refunds to SOAP Members without documentation supporting such refunds.

The Receiver intends to include information concerning SOAP refunds as part of the information to be verified in the Member Claims Process. Instructions on the SOAP refunds will be circulated as part of the Member Claims Process.



18. How will Member Claims reflect my unused SOAP points?

SOAP Members will have an additional amount included in their Member Claim reflecting the value of any unused points. Unused points relating to allocated points or banked points are eligible to claim in the receivership.

Points transferred into a third-party vacation program, including the RCI Program and Interval International, are not eligible for a claim in the receivership.

Communications

19. When is the next Court appearance?

The Receiver is in the process of scheduling the next Court appearance for, among other things, approval of the Member Claims Process and engagement of representative legal counsel. Materials related to this Court appearance will be circulated to the Service List as well as posted to the Receiver's case webpage, in advance of the scheduled hearing. Members will be advised shortly after the next Court date is scheduled.

20. I would like to receive information on what is happening with the Shell Mountainside Lodge.

All information related to the Shell Mountainside Lodge proceedings will be posted to the Receiver's case website (www.bdo.ca/mountainsidelodge).

The Receiver will also maintain email distribution lists to notify members of reports filed and any upcoming Court applications in these proceedings. The Receiver will circulate FAQs periodically to answer common questions.

Dedicated email addresses are available for direct questions from stakeholders. The email addresses are:

For SOAP Member inquiries: BDO-MountainsideSOAP@bdo.ca

For MLMA Member inquiries: BDO-MountainsideMLMA@bdo.ca

21. How can I receive materials filed with the Court?

The Receiver will post materials related to the receivership proceedings to the Receiver's case website, including Court issued materials and orders.

You may also complete and submit a Demand for Notice to be served with any future Court application or other materials. A Demand for Notice is available on the Receiver's case website using the following link: [Demand for Notice](#).



DISCLAIMER: This FAQ is designed to answer certain basic questions that Members may have in respect of the receivership proceedings, but Members should not treat the contents of this FAQ, or any information provided in connection with it, as legal advice. No representation or warranty (whether express or implied) is made by the Receiver, or any of its directors, officers, agents or employees as to the accuracy, completeness or reasonableness of the information, statements, opinions or matters (express or implied) arising out of, contained in or derived from this FAQ or provided in connection with it, or any omission from this FAQ. The Receiver reserves the right to update, amend or supplement the information at any time in its absolute discretion (without incurring any obligation to do so). You acknowledge and agree that neither the Receiver, or any of its affiliates, shareholders, directors, officers, employees, advisors or agents shall be liable in any manner whatsoever for this FAQ or any information contained herein, and disclaim all responsibility for the consequences of any person acting, or refraining from acting, in reliance on this FAQ.