

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

THE HONOURABLE MADAM
JUSTICE PEPALL

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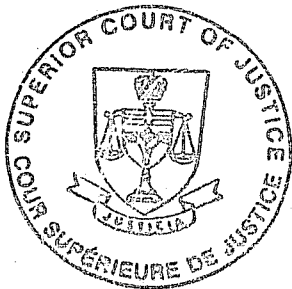
MONDAY, THE 21ST DAY
OF DECEMBER, 2009

**IN THE MATTER OF SECTION 47(1) OF THE *BANKRUPTCY AND INSOLVENCY*
ACT, R.S.C. 1985, C. B-3, AS AMENDED, SECTION 101 OF THE *COURTS OF JUSTICE*
ACT, R.S.O. 1990, C. C. 43, AS AMENDED, AND SECTION 68 OF THE
CONSTRUCTION LIEN ACT, R.S.O. 1990, C. C. 30, AS AMENDED**

BETWEEN:

WESTLB AG, TORONTO BRANCH

Applicant



- and -

THE ROSSEAU RESORT DEVELOPMENTS INC.

Respondent

AUTHORIZATION AND VESTING ORDER

THIS MOTION, made by Alvarez & Marsal Canada ULC in its capacity as Court-appointed receiver and manager pursuant to section 101 of the *Courts of Justice Act* (Ontario) and as trustee and receiver and manager under the *Construction Lien Act* (Ontario), and Alvarez & Marsal Canada Inc. (formerly McIntosh & Morawetz Inc.) in its capacity as Court-appointed

interim receiver pursuant to section 47(1) of the *Bankruptcy and Insolvency Act*, (jointly and collectively, the “**Receiver**”) of the undertaking, property and assets of The Rosseau Resort Developments Inc. (the “**Debtor**”) for an order approving and authorizing the Receiver to complete certain sale transactions (the “**Transactions**”) for the sale of certain condominium units identified on Schedule “A” hereto (the “**Real Property**”), as contemplated by agreements of purchase and sale (the “**Sale Agreements**”) executed by the Receiver on behalf of the Debtor and the respective purchasers (the “**Purchaser**” or “**Purchasers**”, as the case may be) and the related personal property described in the applicable Sale Agreement (together, the “**Purchased Property**”), as listed and at the prices identified at Confidential Appendix 2 to the Eighth Report of the Receiver dated December 14, 2009 (the “**Eighth Report**”), and vesting the Debtor’s right, title and interest in and to such Purchased Property in and to the applicable Purchaser or Purchasers of such Purchased Property, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Eighth Report of the Receiver, and on hearing the submissions of counsel for WestLB AG, Toronto Branch and the Receiver, independent counsel for the Receiver, counsel for the Ad Hoc Committee of Unit Owners and Representative Counsel, counsel for Marriott Hotels of Canada, Ltd. (“**Marriott Hotels**”), counsel for CIT Financial Ltd., no one appearing for The Rosseau Resort Management Services Inc., RRDI, Ken Fowler Enterprises Limited, and Fortress Credit Corp., and no one appearing for any other person on the service list:

1. THIS COURT ORDERS that the Transactions are hereby approved, and the Sale Agreements are commercially reasonable and in the best interest of the Debtor and its stakeholders. The execution of the Sale Agreements by the Receiver on behalf of the Debtor is hereby authorized and approved, *nunc pro tunc*, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transactions and for the conveyance of the Purchased Property.

2. THIS COURT ORDERS that the Receiver be and is hereby authorized to execute and deliver in registerable form a transfer in the form prescribed by the *Land Registration Reform*

Act relating to each individual unit(s) of the Real Property to be conveyed pursuant to the relevant Sale Agreement (each, a “**Transfer**”).

3. THIS COURT ORDERS AND DECLARES that upon the registration in the Land Registry Office for the Land Titles Division of Muskoka (No. 35) of a Transfer duly executed (or deemed to be executed through electronic signature) by the Receiver in accordance with this Order, all of the Debtor's right, title and interest in and to the Purchased Property described in the relevant Sale Agreement and the related Transfer shall vest absolutely in the transferee named in such Transfer (the “**Transferee**”), free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, charges, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, construction liens, certificates of action, executions, levies or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Madam Justice Pepall dated May 22, 2009, or the Amended and Restated Appointment Order dated June 2, 2009, or the Amended Order of Madam Justice Pepall dated August 18, 2009; (ii) all charges, security interests or Claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) (“**PPSA**”) listed on Schedule B hereto, including such further Claims evidenced by registrations against the Debtor pursuant to the PPSA as may arise up to and including the time of closing of the relevant Transaction; and (iii) those Claims listed on Schedule C hereto including such further Claims as may arise and/or be registered against title to the Real Property up to and including the time of closing of the relevant Transaction, (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the relevant Purchased Property are hereby expunged and discharged as against the Purchased Property.

4. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of Muskoka (No. 35) of a Transfer in the form prescribed by the *Land Registration Reform Act*, duly executed (or deemed to be executed through electronic signature) by the Receiver, the Land Registrar is hereby directed to enter the Transferee identified in that

Transfer as the owner of the subject Real Property identified in such Transfer (the “**Subject Real Property**”) in fee simple, and is hereby directed to delete and expunge from title to the Subject Real Property all of the Claims listed in Schedule C, including such further Claims as may have arisen and/or been registered against title to the Real Property as more particularly set out by way of solicitor’s statement or affidavit annexed to such Transfer (as contemplated in Schedule C).

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims and Encumbrances, the net proceeds from the sale of the Purchased Property shall stand in the place and stead of the Purchased Property, and that from and after the registration of the relevant Transfer, all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Property with the same priority as they had with respect to the Purchased Property immediately prior to the sale, as if the Purchased Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

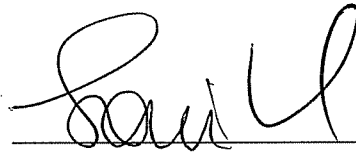
6. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of the Purchased Property in the Transferee pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. THIS COURT ORDERS AND DECLARES that the Transactions are exempt from the application of the *Bulk Sales Act* (Ontario), and the Transactions may be completed without compliance with: (a) the provisions of Part V of the PPSA, and (b) the provisions of the *Mortgages Act* (Ontario).

8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada 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 or to assist the Receiver and its agents in carrying out the terms of this Order.

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

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

DEC 21 2009

PER / PAR:

A handwritten signature, possibly "TV", is written next to the "PER / PAR:" label.

SCHEDULE A

LEGAL DESCRIPTION

OF REAL PROPERTY

Longview Building

PIN 48862-0022

UNIT 22, LEVEL 1, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0040

UNIT 1, LEVEL 2, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0044

UNIT 5, LEVEL 2, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0052

UNIT 13, LEVEL 2, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN

SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0124

UNIT 19, LEVEL 3, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0134

UNIT 29, LEVEL 3, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0138

UNIT 33, LEVEL 3, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0142

UNIT 37, LEVEL 3, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0143

UNIT 38, LEVEL 3, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0144

UNIT 39, LEVEL 3, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0149

UNIT 44, LEVEL 3, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0191

UNIT 19, LEVEL 4, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0200

UNIT 28, LEVEL 4, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN

SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0204

UNIT 32, LEVEL 4, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0207

UNIT 35, LEVEL 4, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

Paignton House

PIN 48862-0036

UNIT 36, LEVEL 1, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0092

UNIT 53, LEVEL 2, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

PIN 48862-0103

UNIT 64, LEVEL 2, MUSKOKA STANDARD CONDOMINIUM PLAN NO. 62 AND ITS APPURTENANT INTEREST. THE DESCRIPTION OF THE CONDOMINIUM PROPERTY IS: FIRSTLY: PT LT 24 CON 11 MEDORA PT 13 35R22417; SECONDLY: PT LT 24 & 25 CON 11 MEDORA PT 21 & 22 35R22417; THIRDLY: PT LT 25 CON 11 MEDORA PT 24, 37, 38, 40, 41, 48, 49, 50 & 52 35R22417; FOURTHLY: PT LT 25 CON 11 MEDORA; PT RDAL BTN LT 25 & 26 CON 11 MEDORA CLOSED BY DM105704 PT 25 35R22417; T/W & S/T EASEMENTS AS SET OUT IN SCHEDULE "A" TO DECLARATION NO. MT63413; MUSKOKA LAKES; THE DISTRICT MUNICIPALITY OF MUSKOKA

Schedule B – PPSA Registrations

20061220 1017 1862 6529	Travelers Guarantee Company of Canada
20070131 0852 1862 8897	WestLB AG, Toronto Branch, as Administrative Agent for the Secured Parties
20070501 1000 1590 3972	Fortress Credit Corp., as Administrative Agent
20071123 1535 2976 0002	Sparling's Propane Co. Ltd.

Schedule C – Claims to be deleted and expunged from title to Real Property

Registrations/claims affecting all units comprising the Real Property

1. Instrument No. MT29969 being a Charge registered on March 6, 2007.
2. Instrument No. MT29970 being a Charge registered on March 6, 2007.
3. Instrument No. MT30000 being a Notice registered on March 7, 2007.
4. Instrument No. MT32161 being a Notice registered on May 2, 2007.
5. Instrument No. MT33625 being a Charge registered on June 6, 2007.
6. Instrument No. MT62637 being a Postponement registered on February 11, 2009.
7. Instrument No. MT62638 being a Postponement registered on February 11, 2009.
8. Instrument No. MT62639 being a Postponement registered on February 11, 2009.
9. Instrument No. MT62748 being a Postponement registered on February 17, 2009.
10. Instrument No. MT62749 being a Postponement registered on February 17, 2009.
11. Instrument No. MT62750 being a Postponement registered on February 17, 2009.
12. Instrument No. MT63437 being a Postponement registered on March 9, 2009.
13. Instrument No. MT63438 being a Postponement registered on March 9, 2009.
14. Instrument No. MT63439 being a Postponement registered on March 9, 2009.
15. Instrument No. MT63455 being a Postponement registered on March 9, 2009.
16. Instrument No. MT63456 being a Postponement registered on March 9, 2009.
17. Instrument No. MT63457 being a Postponement registered on March 9, 2009.
18. Instrument No. MT63467 being a Postponement registered on March 9, 2009.
19. Instrument No. MT63468 being a Postponement registered on March 9, 2009.
20. Instrument No. MT63469 being a Postponement registered on March 9, 2009.
21. Instrument No. MT63474 being a Postponement registered on March 9, 2009.

22. Instrument No. MT63475 being a Postponement registered on March 9, 2009.
23. Instrument No. MT63476 being a Postponement registered on March 9, 2009.
24. Instrument No. MT63480 being a Postponement registered on March 9, 2009.
25. Instrument No. MT63481 being a Postponement registered on March 9, 2009.
26. Instrument No. MT63482 being a Postponement registered on March 9, 2009.
27. Instrument No. MT63489 being a Postponement registered on March 9, 2009.
28. Instrument No. MT63490 being a Postponement registered on March 9, 2009.
29. Instrument No. MT63491 being a Postponement registered on March 9, 2009.
30. Instrument No. MT63504 being a Charge registered on March 9, 2009.
31. Instrument No. MT63508 being a Postponement registered on March 10, 2009.
32. Instrument No. MT66660 being a Construction Lien registered on May 27, 2009.
33. Instrument No. MT66689 being a Construction Lien registered on May 28, 2009.
34. Instrument No. MT66713 being a Construction Lien registered on May 28, 2009.
35. Instrument No. MT66719 being a Construction Lien registered on May 29, 2009.
36. Instrument No. MT66730 being a Construction Lien registered on May 29, 2009.
37. Instrument No. MT66780 being a Construction Lien registered on May 29, 2009.
38. Instrument No. MT66860 being a Construction Lien registered on June 1, 2009.
39. Instrument No. MT66932 being a Construction Lien registered on June 2, 2009.
40. Instrument No. MT66936 being a Construction Lien registered on June 2, 2009.
41. Instrument No. MT66939 being a Construction Lien registered on June 2, 2009.
42. Instrument No. MT67121 being a Construction Lien registered on June 5, 2009.
43. Instrument No. MT67217 being a Construction Lien registered on June 9, 2009.
44. Instrument No. MT67325 being a Construction Lien registered on June 11, 2009.
45. Instrument No. MT67348 being a Construction Lien registered on June 11, 2009.

46. Instrument No. MT67349 being a Construction Lien registered on June 11, 2009.
47. Instrument No. MT67351 being a Construction Lien registered on June 11, 2009.
48. Instrument No. MT67362 being a Construction Lien registered on June 11, 2009.
49. Instrument No. MT67364 being a Construction Lien registered on June 11, 2009.
50. Instrument No. MT67420 being a Construction Lien registered on June 12, 2009.
51. Instrument No. MT67475 being a Construction Lien registered on June 15, 2009.
52. Instrument No. MT67532 being a Construction Lien registered on June 15, 2009.
53. Instrument No. MT67704 being a Construction Lien registered on June 19, 2009.
54. Instrument No. MT67748 being a Construction Lien registered on June 19, 2009.
55. Instrument No. MT67754 being a Construction Lien registered on June 19, 2009.
56. Instrument No. MT67765 being a Construction Lien registered on June 19, 2009.
57. Instrument No. MT67848 being a Construction Lien registered on June 22, 2009.
58. Instrument No. MT67908 being a Construction Lien registered on June 23, 2009.
59. Instrument No. MT67929 being a Construction Lien registered on June 24, 2009.
60. Instrument No. MT68326 being a Certificate registered on June 30, 2009.
61. Instrument No. MT68336 being a Certificate registered on June 30, 2009.
62. Instrument No. MT68353 being a Construction Lien registered on June 30, 2009.
63. Instrument No. MT68702 being a Certificate registered on July 9, 2009.
64. Instrument No. MT68732 being a Certificate registered on July 10, 2009.
65. Instrument No. MT68751 being a Certificate registered on July 10, 2009.
66. Instrument No. MT69181 being a Certificate registered on July 17, 2009.
67. Instrument No. MT69231 being a Certificate registered on July 20, 2009.
68. Instrument No. MT69408 being a Certificate registered on July 22, 2009.
69. Instrument No. MT69594 being a Certificate registered on July 27, 2009.

70. Instrument No. MT69625 being a Certificate registered on July 27, 2009.
71. Instrument No. MT69965 being a Certificate registered on July 31, 2009.
72. Instrument No. MT69979 being a Certificate registered on July 31, 2009.
73. Instrument No. MT69985 being a Certificate registered on July 31, 2009.
74. Instrument No. MT70046 being a Certificate registered on August 4, 2009.
75. Instrument No. MT70186 being a Certificate registered on August 6, 2009.
76. Instrument No. MT70271 being a Certificate registered on August 7, 2009.
77. Instrument No. MT70273 being a Certificate registered on August 7, 2009.
78. Instrument No. MT70277 being a Certificate registered on August 7, 2009.
79. Instrument No. MT70278 being a Certificate registered on August 7, 2009.
80. Instrument No. MT70284 being a Certificate registered on August 7, 2009.
81. Instrument No. MT70285 being a Certificate registered on August 7, 2009.
82. Instrument No. MT70289 being a Certificate registered on August 7, 2009.
83. Instrument No. MT70470 being a Certificate registered on August 12, 2009.
84. Instrument No. MT70916 being a Certificate registered on August 20, 2009.
85. Any and all liens in favour of the Red Leaves Resort Association pursuant to the *Red Leaves Resort Association Act* (2006).

Additional Registration affecting only PINs 48862-0124 and 48862-0191

Instrument No. MT67149 being an Application to Register Court Vesting Order registered on June 8, 2009.

Additional Registration affecting only PINs 48862-0022; 48862-0036; 48862-0040; 48862-0044; 48862-0052; 48862-0092; 48862-0103; 48862-0124; 48862-0134; 48862-0138; 48862-0142, 48862-0143 and 48862-0144

Instrument No. MT67685 being a Construction Lien registered on June 18, 2009.

Additional Registration affecting only PINs 48862-0149; 48862-0191; 48862-0200; 48862-0204 and 48862-0207

Instrument No. MT67689 being a Construction Lien registered on June 18, 2009.

Together with such further Claims as may arise and/or be registered against title to the Real Property up to and including the time of closing of the relevant transaction (as set out in more detail by way of a solicitor's statement or affidavit annexed to the transfer of the applicable Real Property).

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property**

(unaffected by the Vesting Order)

1. Instrument No. DM53091 being a By-law registered on February 21, 1966.
2. Instrument No. DM305534 being a Notice registered on May 8, 1998.
3. Instrument No. DM337368 being a Notice registered on April 5, 2002.
4. Instrument No. DM346568 being a Notice registered on April 2, 2003.
5. Instrument No. DM366693 being a Notice registered on October 20, 2005.
6. Instrument No. DM368504 being a Notice registered on May 24, 2006.
7. Instrument No. MT34923 being a Notice registered on July 5, 2007.
8. Instrument No. MT42240 being a Notice of Security Interest registered on November 23, 2007.
9. Instrument No. MT42283 being a Notice registered on November 23, 2007.
10. Instrument No. MT43305 being a Notice registered on December 12, 2007.
11. Instrument No. MT47483 being a Notice registered on March 27, 2008.
12. Instrument No. MT49626 being a Notice registered on May 14, 2008.
13. Instrument No. MT62189 being a Notice registered on January 29, 2009.
14. Instrument No. MT62543 being a Notice registered on February 9, 2009.
15. Instrument No. MT62692 being a Transfer of Easement registered on February 13, 2009.
16. Instrument No. MT62918 being a Notice registered on February 20, 2009.
17. Instrument No. MT63413 being the Condominium Declaration, including all benefiting and burdening easements as set out in Schedule “A” thereto, registered on March 9, 2009.
18. MCP62 being the Condominium Plan registered on March 9, 2009.
19. Instrument No. MT63441 being Condominium By-law No. 1 (Condominium Act 1998) registered on March 9, 2009.

20. Instrument No. MT63442 being Condominium By-law No. 2 (Condominium Act 1998) registered on March 9, 2009.
21. Instrument No. MT63443 being Condominium By-law No. 3 (Condominium Act 1998) registered on March 9, 2009.
22. Instrument No. MT63444 being Condominium By-law No. 4 (Condominium Act 1998) registered on March 9, 2009.
23. Instrument No. MT63445 being Condominium By-law No. 5 (Condominium Act 1998) registered on March 9, 2009.
24. Instrument No. MT63446 being Condominium By-law No. 6 (Condominium Act 1998) registered on March 9, 2009.
25. Instrument No. MT63447 being Condominium By-law No. 7 (Condominium Act 1998) registered on March 9, 2009.
26. Instrument No. MT63451 being an Application to Annex Restrictive Covenants (S.119) registered March 9, 2009.
27. Instrument No. MT63465 being a Transfer of Easement registered on March 9, 2009.
28. Instrument No. MT63470 being a Notice registered on March 9, 2009.
29. Instrument No. MT63478 being a Notice registered on March 9, 2009.
30. Instrument No. MT63487 being a Notice registered on March 9, 2009.
31. Instrument No. MT63507 being an Application to Annex Restrictive Covenants (S.119) registered on March 9, 2009.
32. Instrument No. MT67148 being an Application to Register Court Appointment Order registered on June 8, 2009.
33. Instrument No. MT74355 being a Name Change Application registered on October 30, 2009.

V.

WESTLB AG, TORONTO BRANCH

Applicant

Respondent

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

AUTHORIZATION AND VESTING ORDER

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