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ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) WEDNESDAY, THE 13TH DAY
MR. JUSTICE CAMPBELL) OF APRIL, 2011

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

B E T W E E N:

WESTLB AG, TORONTO BRANCH

Applicant

and

THE ROSSEAU RESORT DEVELOPMENTS INC.

Respondent

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 trustee and receiver and manager under the *Construction Lien Act* (Ontario) (the “**Receiver and Manager**”), and Alvarez & Marsal Canada Inc. in its capacity as interim receiver pursuant to Section 47(1) of the *Bankruptcy and Insolvency Act* (the “**Interim Receiver**”), (jointly and collectively, the “**Receiver**”), of the undertaking, property and assets (the “**Assets**”) of The Rosseau Resort Developments Inc. (“**RRDI**”) for an order:

- (a) abridging the time for service of this Notice of Motion and Motion Record, if necessary, validating service of the Notice of Motion and Motion Record, and dispensing with further service thereof;
- (b) declaring that all capitalized terms not otherwise defined in this Order shall have the same meaning as in the Seventeenth Report of the Receiver dated April 11, 2011 (the “**Seventeenth Report**”);
- (c) authorizing and directing the Receiver on behalf of RRDI to deliver a full and final release of any and all claims that RRDI may have or could have against WestLB AG, EAA, and all Secured Parties under the Credit Agreement and the Loan Documents, or otherwise, in a form satisfactory to WestLB AG;
- (d) authorizing and directing the Receiver on behalf of RRDI to consent to judgment against RRDI for the obligations under the Credit Agreement;
- (e) approving the Water Supply Agreement and the execution and delivery thereof by the Receiver on behalf of RRDI in the form attached as Appendix “B” to the Seventeenth Report; and
- (f) approving the Seventeenth Report and the activities of the Receiver as set out therein,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Receiver and counsel for WestLB AG, New York Branch, (“**WestLB AG**”) independent counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of [**Christina DeLuca**] sworn [**April 11, 2011**], filed (the “Affidavit of Service”):

1. THIS COURT ORDERS AND DECLARES that all capitalized terms not otherwise defined herein have the same meaning as in the Report.
2. THIS COURT ORDERS AND DECLARES that service of the Notice of Motion and the Motion Record in accordance with the Affidavit of Service, including the method and timing of

notice, and service to the service list by way of email and courier, shall be and is hereby abridged and validated, so that this Motion is properly returnable today and any further service thereof upon any interested party other than the persons served with the Motion Record is hereby dispensed with.

Release by RRDI

3. THIS COURT ORDERS that the Receiver is hereby authorized and directed on behalf of RRDI to deliver a full and final release of any and all claims that RRDI may have or could have against WestLB AG, EAA and all Secured Parties under the Credit Agreement and the Loan Documents or otherwise, in the form attached to the Report as **Appendix "B"**.

Consent to Judgment

4. THIS COURT ORDERS that the Receiver is authorized and directed, *nunc pro tunc*, to consent to judgment against RRDI for the obligations under the Credit Agreement in the Complaint filed in the Supreme Court of the State of New York as Index No. 651913/2010.

Water Supply Agreement

5. THIS COURT ORDERS that the Water Supply Agreement in the form attached as **Appendix "C"** to the Report, and the execution and delivery thereof by the Receiver be and is hereby approved.

Other Relief

6. THIS COURT ORDERS that the Report and the activities of the Receiver as described therein be and are hereby approved.

7. THIS COURT ORDERS that pursuant to the BIA, section 195, this Order is subject to provisional execution notwithstanding any appeal therefrom.

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
WESTLB AG, TORONTO BRANCH V. THE ROSSEAU RESORT DEVELOPMENTS INC.

Applicant

Respondent

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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