

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

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

**MOTION RECORD
(Sale Approval)
(Returnable July 21, 2011)**

July 12, 2011

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respective capacities as Court-appointed Receiver
and Manager, Trustee, and Interim Receiver

TO: THE SERVICE LIST ATTACHED TO THE NOTICE OF MOTION

**AND TO: INDIVIDUAL UNIT OWNERS OF EIGHTY-NINE CONDOMINIUM
UNITS AT THE EMAIL ADDRESS FOR EACH UNIT OWNER
MAINTAINED BY THE RECEIVER IN ITS RECORDS FROM TIME TO
TIME, PURSUANT TO THE ORDER OF THE HONOURABLE MR.
JUSTICE CAMPBELL DATED JULY 5, 2011**

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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:

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and

THE ROSSEAU RESORT DEVELOPMENTS INC.

Respondent

MOTION RECORD

I N D E X

<u>TAB NO.</u>	
1.	Notice of Motion returnable July 21, 2011
A	Draft Approval and Vesting Order
B	Draft Order (Ancillary to Approval and Vesting Order)
2.	Twenty-First Report of Alvarez & Marsal Canada ULC dated July 11, 2011
A	Appendix "A": Glossary of Defined Terms
B	Appendix "B": PPSA Search Result Report
C	Appendix "C" Email from Member of Ad Hoc Committee
D	Appendix "D": Sales Process Protocol

<u>TAB NO.</u>	
E	Appendix "E": Asset Purchase Agreement (redacted)
F	Appendix "F": Receiver's Borrowings Term Sheets
G	Appendix "G": Form of Settlement Agreement
H	Appendix "H": Form of Lease
I	Appendix "I": Form of Rental Pool Management Agreement
J	Appendix "J": Water Supply Agreement
K	Appendix "K": Confirmation and Estoppel Agreement
L	Appendix "L": Ground Lease Amending Agreement
M	Appendix "M": Resort Association Undertaking
N	Appendix "N": Undertaking regarding Tee Times
O	Appendix "O": Undertaking regarding Sale Approval
P	Appendix "P": Undertaking regarding Receivership Activities
I	Confidential Appendix "I" – Summary of transaction with Prior Purchaser
II	Confidential Appendix "II" – Bid Summary
III	Confidential Appendix "III" – Unredacted Pages of the Purchase Agreement
3.	Blackline of Draft Sale Approval and Vesting Order to Model Sale Approval and Vesting Order (without Schedules)

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
Applicant

V. THE ROSSEAU RESORT DEVELOPMENTS INC.
Respondent

ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

MOTION RECORD

(Sale Approval)

(Returnable July 21, 2011)

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