



Court File No. CV-14-10738-00CL
Estate File No. 31-457847

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL COURT**

THE HONOURABLE
JUSTICE *CONWAY*

) MONDAY THE 27TH
) DAY OF APRIL 2015

B E T W E E N:

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

and

OAK BAY GOLF CLUB INC.

Respondent

ORDER

THIS MOTION, made by Pollard & Associates Inc., in its capacity as the Court-appointed Receiver (the "Receiver") of the Respondent, Oak Bay Golf Club Inc., (referred to herein as "Oak Bay Golf") for *inter alia*, an Order accepting and approving the activities of the Receiver as set out in the Third Report was heard this day at the Ontario Superior Court of Justice, 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Receiver dated April 16, 2015, and on hearing submissions of counsel, no one else appearing although served as evidenced by the Affidavits of Service of Sarah Steudle sworn April 17, 2015 and Laura Monteforte sworn April 20, 2015, filed;

1. **THIS COURT ORDERS** that service of the Motion Record, including Notice of Motion and the Third Report is hereby validated and the time for service abridged as necessary such that the motion is properly returnable today and further service of the Motion Record is not required.
2. **THIS COURT ORDERS** that the activities of the Receiver as set out in the Third Report are hereby accepted and approved.
3. **THIS COURT ORDERS** that Oak Bay Golf be and is hereby permitted and authorized to borrow under a loan from 2453340 Ontario Inc. for the sole purpose of funding the construction

of the club house for the golf course, (the "245 Ont. Credit Facility") provided that borrowings under such credit facility shall not exceed CDN\$1,400,000.00 unless permitted by further Order of this Court.

4. THIS COURT ORDERS that the Receiver be and is hereby authorized to enter into the 245 Ont. Credit Facility and the commitment letter from 2453340 Ontario Inc. (the "Commitment Letter") on behalf of Oak Bay Golf which commitment letter is filed as Schedule Q to the Third Report of the Receiver.

5. THIS COURT ORDERS that security be provided for the 245 Ont. Credit Facility by way of a fixed and specific charge (the "245 Ont. Charge") over that portion of the Property that consists of the real property set out in Schedule "A" hereto (the "Real Property") in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any person in respect of the Real Property, save and except for the Receiver's Charge and the Receiver's Borrowing Charge over the Property (as these terms are defined in the Order of the Honourable Justice Wilton-Siegel dated November 12, 2014 (the "Appointment Order").

6. THIS COURT ORDERS that paragraph 20 of the Appointment Order, be amended to increase the amount the Receiver is authorized to borrow thereunder (the "Receiver's Borrowing Limit") from \$500,000 to \$900,000.

7. THIS COURT ORDERS that the Receiver's Statement of Cash Receipts and Disbursements for the period of March 11, 2015 to April 16, 2015 is hereby approved.

8. THIS COURT ORDERS that the status letter to the Receiver from Approved Appraisal Services dated April 15, 2015 attached to the Third Report of the Receiver as Schedule P thereto is hereby sealed pending further order of this Honourable Court.



ENTERED AT MONTREAL & TORONTO
CN / BOOK NO
LE / DANS LE REGISTRE NO

APR 27 2015



SCHEDULE "A"

REAL PROPERTY

PIN 48018-0596(LT) Fee Simple Absolute; Part of Lots 32 & 33, Con 2, Twp of Baxter designated as Part 17 on 35R-22329; Twp of Georgian Bay; The District Municipality of Muskoka; along with its appurtenances (T/W)

PIN 48018-0597(LT) Fee Simple Absolute; Part of Lot 32, Con 2, Twp of Baxter designated as Part 19 on 35R-22329; Twp of Georgian Bay; The District Municipality of Muskoka; along with its appurtenances (T/W)

PIN 48018-0598(LT) Fee Simple Absolute; Part of Lots 31 & 32, Con 2, Twp of Baxter designated as Part 23, 39 & 40 on 35R-22329; Twp of Georgian Bay; The District Municipality of Muskoka; along with its appurtenances (T/W)

PIN 48018-0599(LT) Fee Simple Absolute; Part of Lot 31, Con 2, & Pt of the ORA in front thereof, Twp of Baxter designated as Part 25 & 27 on 35R-22329; Twp of Georgian Bay; The District Municipality of Muskoka; along with its appurtenances (T/W)

PIN 48018-0602(LT) Fee Simple Absolute; Part of Lot 31, Con 2 & various Parts of the ORA, Twp of Baxter designated as Part 28 on 35R-22329; Twp of Georgian Bay; The District Municipality of Muskoka; along with its appurtenances (T/W)

PIN 48018-0600; PIN 48018-0645 to 48018-0650; 48018-0656; 48018-0657(LT) Fee Simple Absolute; Twp of Georgian Bay; The District Municipality of Muskoka

BUSINESS DEVELOPMENT BANK OF CANADA - and -

Applicant

OAK BAY GOLF CLUB INC.

Respondent

Court File No. CV-15-10738-00 CL
Estate File No. 31-457847

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings Commenced at Toronto

ORDER

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in its capacity as Court appointed Receiver
for Oak Bay Golf Club Inc.