

Court File No. CV-14-10703-00CL
Court File No. CV-14-10738-00CL
Estate File No. 32-158763
Estate File No. 31-457847

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL COURT**

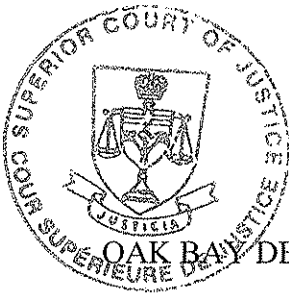
THE HONOURABLE *Mr.*) FRIDAY THE 14TH
JUSTICE *Penny.*) DAY OF AUGUST 2015

B E T W E E N:

ROMAS KARTAVICIUS

Applicant

and



OAK BAY DEVELOPMENTS INC. and OAK BAY GOLF CLUB INC.

Respondents

ORDER

THIS MOTION made by Pollard & Associates Inc., in its capacity as the Court-appointed Receiver (the "Receiver") of the Respondents, Oak Bay Developments Inc., (referred to herein as "Oak Bay") for an order accepting and approving the actions and activities of the Receiver as set out in the Fourth Report of the Receiver dated August 5, 2015, was heard this day at the Ontario Superior Court of Justice, 330 University Avenue, Toronto, Ontario.

ON READING the Fourth Report and on hearing submissions of counsel for the Receiver, the Applicant, Eden Oak (Port Severn) Inc., 2460112 Ontario Inc., EOH Realty Services Inc. and Industrial and Commercial Bank of China (Canada), no one else appearing, despite having been duly served with notice of this motion;

1. **THIS COURT ORDERS** that service of the Motion Record, including the Notice of Motion and the First 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 actions and activities of the Receiver as set out in the Fourth Report dated August 5, 2015, are hereby accepted and approved.

3. THIS COURT ORDERS that Oak Bay be and is hereby permitted and authorized to borrow under a loan from EOH Realty Services Inc. "EOH") for the sole purpose of completion of the construction of Townhomes, Blocks 6 – 10, (the "EOH" Credit Facility") provided that borrowings under such credit facility shall not exceed CDN\$5,000,000.00 unless permitted by further Order of this Court.

4. THIS COURT ORDERS that the EOH Credit Facility shall be on the terms and subject to the conditions set forth in the commitment letter between Oak Bay and EOH annexed as Schedule F to the Fourth Report of the Receiver (the "Commitment Letter"), which Commitment Letter the Applicant is hereby authorized and empowered to enter into on behalf of Oak Bay.

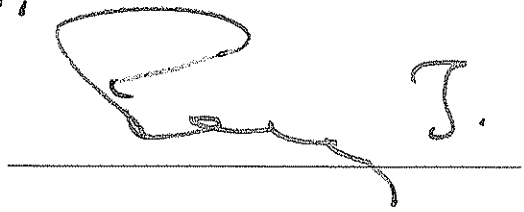
5. THIS COURT ORDERS that Oak Bay be, and is hereby, authorized and directed to pay and perform all of its indebtedness, interest, fees, liabilities and obligations to EOH under and pursuant to the Commitment Letter as and when the same become due and are to be performed, notwithstanding any other provision of this Order.

6. THIS COURT ORDERS that, as security for the EOH Credit Facility, EOH shall be entitled to the benefit of, and is hereby granted, a fixed and specific charge (the "EOH Charge") over all of the real property of Oak Bay 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 of Oak Bay, save and except for the Receiver's Charge and the Receiver's Borrowing Charge (as those terms are defined in the Order of the Honourable Justice Wilton-Siegel dated November 12, 2014.

7. THIS COURT ORDERS that the Interim Statement of Receipts and Disbursements attached to the Fourth Report of the Receiver as Schedule J is hereby approved.

f. THIS COURT ORDERS That ICBC pay costs
to the Receiver of \$1,000

MFP



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



AUG 14 2015

ROMAS KARTAVICIUS

Applicant

AND

OAK BAY DEVELOPMENTS INC., ET. AL..

Respondent

Court File No. CV-14-10703-00CL

Court File No. CV-14-10738-00CL

Estate File No. 32-158763

Estate File No. 31-457847

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings Commenced at Toronto

ORDER

DEVRY SMITH FRANK LLP

Lawyers & Mediators

Unit 100, 95 Barber Greene Road

Toronto, Ontario M3C 3E9

Kelli Preston (46467B)

Email: kelli.preston@devrylaw.ca

(416) 446-3344 tel

(416) 449-7170 fax

Lawyers for Pollard & Associates Inc.

in its capacity as Court appointed Receiver

for Oak Bay Developments Inc.