



**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

FRIDAY, THE 7th DAY

)

JUSTICE CAMPBELL

)

OF OCTOBER, 2011

THE EQUITABLE TRUST COMPANY

Applicant

- and -

**TUESDAY EQUITIES LTD. as General Partner for and on behalf of
PRINCE ROYAL LIMITED PARTNERSHIP**

Respondents

ORDER

THIS MOTION, made by Deloitte & Touche Inc., in its capacity as receiver and manager (in such capacity, the “**Receiver**”) of all of the assets, undertakings and properties of Tuesday Equities Ltd. and Prince Royal Limited Partnership (together, the “**Debtors**”), acquired for, or used in relation to the following businesses carried on by the Debtors, including all proceeds thereof: (i) The Benmiller Inn & Spa; (ii) The Elora Mill Inn; and (iii) the Hidden Valley Resort (collectively, the “**Property**”) for relief with respect to the matters set out in the Notice of Motion dated September 30, 2011, was heard this day at 330 University Avenue, Toronto, Ontario.

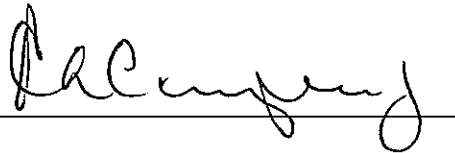
ON READING the Sixth Report of the Receiver dated September 29, 2011 (the “**Sixth Report**”) and the Exhibits thereto, and on hearing submissions of counsel for the Receiver, the Applicant and any other party appearing,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein be and is hereby abridged such that this motion is properly returnable today and that further service thereof upon any other interested party is hereby dispensed with.

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined in this Order shall have the meanings ascribed thereto in the Sixth Report.
3. **THIS COURT ORDERS** that the Sixth Report and the activities and conduct of the Receiver described in the Sixth Report are hereby ratified and approved.
4. **THIS COURT ORDERS AND DECLARES** that the funds held in the TD Accounts constitute Property of the Debtors and directs TD Canada Trust and/or The Toronto-Dominion Bank to deliver to the Receiver the funds held in the TD Accounts without deduction or set-off.
5. **THIS COURT ORDERS AND DECLARES** that the Sun Life Common Shares constitute Property of the Debtors and directs Canada Stock Transfer Company Inc. and any other administrator to liquidate the Sun Life Common Shares at the direction of the Receiver and deliver the proceeds thereof, net of reasonable disposition costs, to the Receiver.
6. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to distribute to The Equitable Trust Company (“**Equitable**”) from the proceeds of the sale of the Property held by the Receiver the sum of \$175,000 as partial repayment of Equitable’s secured advances to the Debtors.
7. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to make additional distributions to Equitable of the proceeds of sale of the Property in partial repayment of Equitable’s secured advances to the Debtors in such amounts and at such times as the Receiver deems appropriate.
8. **THIS COURT ORDERS** that Deloitte & Touche Inc., in its capacity as Trustee in Bankruptcy of the Debtors, shall be bound by the terms of this Order.
9. **THIS COURT ORDERS** that the Receiver’s Statement of Receipts and Disbursements, attached as Exhibit “M” to the Sixth Report, is hereby approved.
10. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its legal counsel, as set out in the Sixth Report and the Casey Affidavit, the Moffat Affidavit and the Rodness Affidavit, all attached as exhibits thereto, are hereby authorized and approved.

11. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized to pay its fees and disbursements and the fees and disbursements of its legal counsel and agents in the amounts set out in the Sixth Report.

12. **THIS COURT FURTHER ORDERS** that the costs of the Receiver in preparation of this motion and of these proceedings, up to and including the hearing of this motion and the entry of this order (including applicable Harmonized Sales Tax) be paid to the Receiver from the estate herein.



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BOOK NO.
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OCT 07 2011

REMARKS:

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THE EQUITABLE TRUST COMPANY
Applicant(s)

and

TUESDAY EQUITIES LTD. as General Partner for
and
on behalf of

PRINCE ROYAL LIMITED PARTNERSHIP

Respondent(s)

Court File No.: CV-10-8592-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER

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