

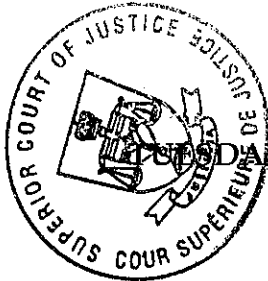
ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) THURSDAY, THE 30th
)
JUSTICE WILTON-SIEGEL) DAY OF DECEMBER, 2010

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 December 17, 2010, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Receiver dated December 17, 2010 (the “**Third 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 Third Report.
3. **THIS COURT ORDERS** that the Third Report and the activities and conduct of the Receiver described in the Third Report, including, without limitation, the steps taken by the Receiver pursuant to the Revised Marketing Process, are hereby ratified and approved.
4. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to enter into and carry out the terms of the Rice Sale Agreement in respect of the sale of the Receiver's right, title and interest, if any, in and to that part of the Property comprised by the Hidden Valley Resort.
5. **THIS COURT ORDERS** that if the Rice Sale Agreement is terminated in accordance with its terms, the Receiver is authorized and directed to commence negotiations with any other party or parties identified by the Receiver through the Marketing Process, the Revised Marketing Process or otherwise whereby the Receiver shall sell the Hidden Valley Resort to such party or parties.
6. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to continue to offer The Benmiller Inn & Spa for sale pursuant to the Revised Marketing Process.
7. **THIS COURT ORDERS** that, in accordance with the Revised Conditions of Sale, the Receiver is not obligated to accept any offer or offers to purchase The Benmiller Inn & Spa.
8. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements, attached as Exhibit "F" to the Third Report, is hereby approved.
9. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel, as set out in the Third Report and the Casey Affidavit, the Moffat Affidavit, the Rodness Affidavits and the Vassos Affidavit, all attached as exhibits thereto, are hereby authorized and approved.

10. **THIS COURT ORDERS** that the Monitor 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 Third Report.

11. **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.

W. Ken - M. J.

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

DEC 30 2010

PER / PAR:

[Signature]

THE EQUITABLE TRUST COMPANY

and

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

Applicant(s)

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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