

I hereby certify this to be a true copy of
the original 2010
Dated this 18 day of March, 2010
for Clerk of the Court

Action No.: 0901-04199

THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C., c. C-36, AS AMENDED

AND IN THE MATTER OF
FAIRMONT RESORT PROPERTIES LTD., LAKE OKANAGAN RESORT
VACATION (2001) LTD., LAKE OKANAGAN RESORT (2001) LTD., AND
LL DEVELOPMENTS LTD.

Before The Honourable Madam Justice
B.E.C. Romaine
In Chambers

At the Court House, in the City of Calgary,
in the Province of Alberta, on Thursday, the
18th day of March, 2010.

ORDER

(Lake Okanagan Resort Vacation (2001) Ltd. and
Lake Okanagan Resort (2001) Ltd. Claims Procedure)

UPON THE APPLICATION of Lake Okanagan Resort Vacation (2001) Ltd. ("Lake Okanagan Resort Vacation") and Lake Okanagan Resort (2001) Ltd. ("LOR"); **AND UPON REVIEWING** the Affidavit of Murray Moore dated March 15, 2010 and the Seventh Report of Ernst & Young Inc. as the Monitor (the "Monitor") of the within applicants; **AND UPON REVIEWING** the pleadings and proceedings filed herein; **AND UPON HEARING** counsel for the applicants and counsel for the Monitor and counsel for various interested creditors:

IT IS HEREBY ORDERED AND DECLARED THAT:

Service

1. Service of this Notice of Motion and supporting documents is hereby deemed to be good and sufficient and no other person is required to have been served with notice of this application.

Claims Procedure

2. Pursuant to s.12 of the *Companies' Creditors Arrangement Act* (the "CCAA"), Lake Okanagan Resort Vacation and LOR, with the assistance of the Monitor, shall conduct a proof of claim process to identify all creditors (the "Claimants") who have a Claim (a "Claim", as such term is defined in the CCAA) against Lake Okanagan Resort Vacation or LOR as follows:
 - (a) Lake Okanagan Resort Vacation and LOR, with the assistance of the Monitor, shall send to the Claimants and other potential affected creditors (collectively referred to as "Affected Creditors") of which Lake Okanagan Resort Vacation or LOR or the Monitor are aware, a Proof of Claim form (the "Proof of Claim") and related instruction letter (collectively the "Proof of Claim Document Package") by no later than March 23, 2010 by ordinary mail or by electronic mail. The Proof of Claim Document Package will be in a form substantially the same as that attached hereto as Schedule "A";
 - (b) for the purposes of this Order, Affected Creditors shall include any Lake Okanagan Resort Vacation timeshare owner who may claim any option, right or entitlement that has been repudiated;
 - (c) Lake Okanagan Resort Vacation and LOR will publish a notice to Affected Creditors (the "Notice to Affected Creditors") of the Claims Process on two separate dates prior to March 31, 2010 in each of the Calgary Herald, the Edmonton Journal, and the Kelowna Daily Courier. The Notice to Affected Creditors will be in a form substantially the same as that attached hereto as Schedule "B";

- (d) the Monitor will also post electronic copies of the Notice to Affected Creditors, the Proof of Claim Document Package and this Claims Procedure Order on the Monitor's website at www.ey.com/ca/frpl as soon as practically possible after March 18, 2010;
- (e) affected Creditors must submit their Proofs of Claim to the Monitor prior to 5:00 p.m. on April 30, 2010 (the "Claims Bar Date"). The Monitor will supervise the receipt and collection of the Proofs of Claim and, in conjunction with Lake Okanagan Resort Vacation and LOR will review and examine each Proof of Claim filed by the Claims Bar Date;
- (f) those Affected Creditors having a Claim (hereinafter referred to as a "Subsequent Claim") that arises after March 30, 2009 as a result of the disclaimer or repudiation by Lake Okanagan Resort Vacation or LOR after March 30, 2009 of any contract, lease, employment agreement, or other arrangement or agreements of any nature whatsoever, whether oral or written, and any amending agreement related thereto (such Affected Creditors being referred to hereinafter as "Subsequent Creditors") are required to file their Proofs of Claim by the later of:
 - (i) the Claims Bar Date; and
 - (ii) 5:00 p.m. (Mountain Time) on the day (the "Subsequent Claims Bar Date") which is 20 days after the date of the Notice of Repudiation or Disclaimer is mailed by Lake Okanagan Resort Vacation or LOR to the Subsequent Creditor;
- (g) all Affected Creditors and Subsequent Creditors who have a Claim or a Subsequent Claim, as the case may be, that do not submit a Proof of Claim with the Monitor on or before the Claims Bar Date or the Subsequent Claims Bar Date, as may be applicable, or such later date as this Honourable Court may otherwise order, will:
 - (i) not be entitled to attend or vote at any creditors' meeting;

- (ii) not be entitled to receive any distribution under any plan of compromise or arrangement;
 - (iii) be forever barred from making or enforcing any Claim or Subsequent Claim (as the case may be) against Lake Okanagan Resort Vacation and LOR and all such Claims and Subsequent Claims will be forever extinguished; and
 - (iv) not be entitled to any further notice of these proceedings;
- (h) the Monitor, in conjunction with Lake Okanagan Resort Vacation and LOR will either: (i) accept the Claim or Subsequent Claim as set out in the Proof of Claim in its entirety; (ii) revise the amount or any priority of the Proof of Claim for voting and/or distribution purposes or (iii) disallow the Claim or Subsequent Claim as set out in the Proof of Claim for voting and/or distribution purposes;
- (i) if the Monitor, in conjunction with Lake Okanagan Resort Vacation or LOR, disputes the amount of a Claim or a Subsequent Claim set out in a Proof of Claim, the Monitor, in conjunction with Lake Okanagan Resort Vacation and LOR, may: (i) attempt to consensually resolve the amount of such Claim or Subsequent Claim with the Claimant or the Subsequent Creditor, as the case may be; and/or (ii) send a notice of revision or disallowance (the "Notice of Revision or Disallowance") to the Claimant or the Subsequent Creditor, as the case may be. The Notice of Revision or Disallowance will be in a form substantially the same as that attached hereto as Schedule "C";
- (j) any Claimant or Subsequent Creditor who has filed a Claim or a Subsequent Claim and who intends to dispute the amount of its Claim or Subsequent Claim as set out in the Notice of Revision or Disallowance must apply to Court for a determination of the value and priority of such Claim or Subsequent claim for voting and/or distribution purposes, as the case may be, by filing with this Honourable Court a notice of motion and serving it upon the Monitor and either

Lake Okanagan Resort Vacation or LOR, as applicable, such notice of motion to be filed and served by not later than 20 days after delivery of the Notice of Revisions or Disallowance by the Monitor;

(k) if a Claimant or Subsequent Creditor who has filed a Claim or a Subsequent Claim does not file a notice of motion disputing a Notice of Revision or Disallowance in accordance with the preceding paragraph, they shall be deemed to have accepted the Notice of Revision or Disallowance and will:

(i) where the entire Claim or Subsequent Claim is disallowed:

- (1) not be entitled to attend or vote at any creditors' meeting;
- (2) not be entitled to receive any distribution under any plan of compromise or arrangement;
- (3) not be entitled to any further notice of these proceedings; and
- (4) be forever barred from making or enforcing any Claim or Subsequent Claim against Lake Okanagan Resort Vacation or LOR and all such Claims and Subsequent Claims will be forever extinguished; or

(ii) where the Claim or Subsequent Claim has been revised:

- (1) only be entitled to vote at any creditors' meeting the revised amount of such Claim or Subsequent Claim;
- (2) only be entitled to receive any distribution under any plan of compromise or arrangement in an amount proportional to the revised amount of such Claim or Subsequent Claim; and
- (3) be forever barred from making or enforcing any Claim or Subsequent Claim greater than the amount of such revised Claim or Subsequent Claim against Lake Okanagan Resort

Vacation or LOR and the amount of the Claim or Subsequent Claim reduced by the revision will be forever extinguished.

Notice and Communication

3. Except as otherwise provided herein, the Monitor may deliver any notice or other communication to be given under this Order to Creditors or other interested Persons by forwarding true copies thereof by ordinary mail, courier, personal delivery, facsimile or e-mail to such Creditors or Persons at the address last shown on the books and records of Lake Okanagan Resort Vacation or LOR, and that any such service or notice by courier, personal delivery, facsimile or e-mail shall be deemed to be received on the next Business Day following the date of forwarding thereof or, if sent by ordinary mail, on the third Business Day after mailing within Alberta, the fifth Business Day after mailing within Canada, and the tenth Business Day after mailing internationally.
4. Any notice or other communication to be given under this Order by a Creditor to the Monitor shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only delivered by registered mail, courier, e-mail (in PDF format), personal delivery or facsimile transmission addressed to:

Ernst & Young Inc., Monitor of
Lake Okanagan Resort Vacation and LOR
Attention: Orest Konowalchuk
Ernst & Young Tower
1000, 440 - 2nd Avenue SW
Calgary, Alberta, T2P 5E9
Email: orest.konowalchuk@ca.ey.com
Facsimile: (403) 206-5075

5. In the event that the day on which any notice or communication required to be delivered pursuant to the Claims Process is not a Business Day then such notice or communication shall be deemed to be delivered on the next Business Day.

General

6. The Monitor is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which Proofs of Claim are completed and executed and may, if they are satisfied that a Pre-Filing Claim or Subsequent Claim has been adequately proven, waive strict compliance with the requirements of the Claims Process and this Order as to the completion and execution of Proofs of Claim and Notices of Dispute.
7. References in this Order to the singular shall include the plural, references to the plural shall include the singular and to any gender shall include the other gender.
8. Notwithstanding the terms of this Order, Lake Okanagan Resort Vacation, LOR or the Monitor may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or replace the Claims Process or this Order.

✓ B. Rungtje ✓
J.C.Q.B.A.

ENTERED this 18 day
of March, 2010.

K. MCAUSLAND



Clerk of the Court

SCHEDULE "A"

INSTRUCTION LETTER FOR THE CLAIMS PROCESS OF

LAKE OKANAGAN RESORT VACATION (2001) LTD. ("Lake Okanagan Resort Vacation")

AND

LAKE OKANAGAN RESORT (2001) LTD. ("LOR")

A. Claims Process

By order of the Court of Queen's Bench, Judicial District of Calgary dated March 18, 2010 (the "**Claims Procedure Order**"), which is attached hereto without Schedules (other than Schedule "A"), under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") the Monitor has been authorized to conduct a claims process (the "**Claims Process**"). A copy of the Claims Procedure Order may be found on the Monitor's website at: www.ey.com/ca/frpl. This letter provides instructions for completing the Proof of Claim. For your information, at this point, there is no proposed plan under the CCAA or any other immediate distribution as Lake Okanagan Resort Vacation and LOR are still assessing their options. Defined terms which are not defined herein shall have the meaning ascribed thereto in the Claims Procedure Order.

The Claims Process is intended for any Person asserting a Pre-Filing Claim of any kind or nature whatsoever against Lake Okanagan Resort Vacation and/or LOR arising before March 30, 2009, and any Subsequent Claim arising after March 30, 2009 as a result of a disclaimer or repudiation after March 30, 2009 of any contract, lease, employment agreement, or other arrangement or agreements of any nature whatsoever, whether oral or written, and any amending agreement related thereto.

If you have any questions regarding the Claims Process, please contact the Court-appointed Monitor at the address provided below.

All enquiries with respect to the Claims Process should be addressed to:

Ernst & Young Inc., the Court-appointed Monitor
of Lake Okanagan Resort Vacation and LOR
Attn: Mr. Orest Konowalchuk, CA
Ernst & Young Tower
1000, 440-2nd Avenue S.W.
Calgary, Alberta T2P 5E9
E-mail: Orest.Konowalchuk@ca.ey.com
Fax: (403) 206-5075

B. For Creditors Submitting a Proof of Claim

To avoid the barring and extinguishment of any Claim you may have against Lake Okanagan Resort Vacation and/or LOR you are required to file a Proof of Claim with the Monitor at the address indicated above, in the form attached hereto so as to be received by 5:00 p.m. (Mountain Time) on April 30, 2010 (the “**Claims Bar Date**”).

To avoid the barring and extinguishment of any Subsequent Claim you may have against Lake Okanagan Resort Vacation and/or LOR, you are required to file a Proof of Claim, in the form attached hereto, so as to be received by the later of: (a) the Claims Bar Date, and (b) 5:00 p.m. (Mountain Time) on the day which is 20 days after the date of the applicable repudiation or disclaimer (the “**Subsequent Claims Bar Date**”).

A separate Proof of Claim must be filed for a Claim against each of Lake Okanagan Resort Vacation and LOR.

Additional Proof of Claim forms can be found on the Monitor’s website at www.ey.com/ca/frpl or obtained by contacting the Monitor at the address indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

PROOFS OF CLAIM WHICH ARE NOT RECEIVED BY THE CLAIMS BAR DATE OR SUBSEQUENT CLAIMS BAR DATE, AS APPLICABLE, WILL BE BARRED AND EXTINGUISHED FOREVER, UNLESS OTHERWISE ORDERED BY THE COURT.

Yours truly,

**Ernst & Young Inc., in its capacity as Court-appointed
Monitor of the Lake Okanagan Resort Vacation and LOR**

SCHEDULE "A"

APPENDIX A

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF
Lake Okanagan Resort Vacation (2001) Ltd. ("Lake Okanagan Resort Vacation")
&
Lake Okanagan Resort (2001) Ltd. ("LOR")

Proof of Claim

For Claims Arising Before March 30, 2009 or Claims Arising from Repudiation of Agreements since March 30, 2009

CLAIM AS AGAINST (Check only 1 box for each Claim form):

- ☐ Lake Okanagan Resort Vacation
or
☐ LOR

Regarding the claim of _____ (referred to in this form as the
"Creditor") (name of Creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following address:

Telephone: _____ Fax: _____

I, _____ residing in the _____
(name of person signing claim) (city, town, etc.)

of _____ in the Province of _____
(name of city, town, etc.)

Do hereby certify that:

1. ☐ I am the Creditor
or

☐ I am _____ of the Creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. Has the claim set out herein been sold, transferred or assigned by the Creditor to another party?

☐ Yes ☐ No

B. Particulars of Assignment(s) (if you answered yes to 3(a)):

- i) Full Legal Name of Assignee(s): _____
(If a portion of the claim has been assigned, insert full legal name of assignee(s) of the claim. If there is more than one assignee, please find attached a separate sheet with the required information.)

- ii) Full Mailing Address of Assignee(s): _____
- iii) Telephone Number of Assignee(s): _____
- iv) Fax Number: _____
- v) Attention (Contact Person): _____

4. Proof of Claim (Check only 1 box):

☐ Lake Okanagan Resort Vacation

or

☐ LOR

was and still is indebted to the Creditor as follows:

(i) PRE-FILING CLAIM:

\$_____ (insert value of claim)
(Currency)

(ii) SUBSEQUENT CLAIM:

\$_____ (insert value of claim)
(Currency)

(claim arising after March 30, 2009 resulting from the disclaimer or repudiation after March 30, 2009 of any contract, lease, employment agreement, or other arrangement or agreements of any nature whatsoever, whether written or oral, and any amending agreement related thereto)

(iii) TOTAL CLAIM(S): \$_____

The indebtedness referred to in paragraph 4 is in the following currency:

☐ Canadian Dollars



United States Dollars

5. Nature of Claim:

- ☐ A. UNSECURED CLAIM. \$_____.
In respect to the said debt, the Creditor does not and has not since March 30, 2009, held any assets of Lake Okanagan Resort Vacation or LOR as security.
- ☐ B. SECURED CLAIM. \$_____.
In respect of the said debt, the Creditor holds assets of Lake Okanagan Resort Vacation or LOR valued at \$_____ as security:

Provide full particulars of the security, including the date on which the security was given and the value at which the Creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "A"

6. Particulars of Claim

Other than as already set out herein, the particulars of the undersigned's total Pre-Filing Claim and/or Subsequent Claim are attached.

(Provide all particulars of the claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the claim, name of any guarantor which has guaranteed the claim, and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by Lake Okanagan Resort Vacation or LOR to the Creditor and estimated value of such security.

7. Filing of Claims

This Proof of Claim form must be received by the Monitor by no later than 5:00 p.m. (Mountain Time) on April 30, 2010 (the "Claims Bar Date").

Proof of Claim for Subsequent Claims arising after March 30, 2009 resulting from a disclaimer or repudiation after March 30, 2009 of any contract, lease, employment agreement, or other arrangement or agreements of any nature whatsoever, whether oral or written, and any amending agreement related thereto, must be received by the later of: (a) the Claims Bar Date and (b) 5:00 p.m. (Mountain Time) on the day which is 20 days after the date of the applicable repudiation or disclaimer (the "Subsequent Claims Bar Date").

FAILURE TO FILE YOUR PROOF OF CLAIM AS DIRECTED BY THE CLAIMS BAR DATE OR SUBSEQUENT CLAIMS BAR DATE, AS APPLICABLE, WILL RESULT IN YOUR CLAIM BEING BARRED AND EXTINGUISHED FOREVER UNLESS OTHERWISE ORDERED BY THE COURT AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A CLAIM AGAINST LAKE OKANAGAN RESORT VACATION OR LOR.

This Proof of Claim must be delivered by registered mail, personal delivery, email (in PDF format), courier or facsimile transmission at the following address:

Ernst & Young Inc., the Court-appointed Monitor
of the Lake Okanagan Resort Vacation and LOR
Attn: Mr. Orest Konowalchuk, CA
Ernst & Young Tower
1000, 440-2nd Avenue SW
Calgary, Alberta T2P 5E9
Fax: (403) 206-5075
Email: Orest.Konowalchuk@ca.ey.com

Dated at _____, this ____ day of _____, 2010.
Insert city and date of signature

Witness

(signature of individual completing the form)

Must be signed and witnessed

SCHEDULE "B"
NOTICE TO CREDITORS OF
LAKE OKANAGAN RESORT VACATION (2001) LTD. ("Lake Okanagan
Resort Vacation") AND LAKE OKANAGAN RESORT (2001) LTD. ("LOR")

**Re: NOTICE OF CLAIMS PROCESS FOR LAKE OKANAGAN
RESORT VACATION AND LOR PURSUANT TO THE
COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA")**

NOTICE IS HEREBY GIVEN THAT pursuant to an order of the Court of Queen's Bench of Alberta (the "Court") granted March 18, 2010 (the "Claims Procedure Order").

Any person having a Pre-Filing Claim against Lake Okanagan Resort Vacation and/or LOR arising prior to March 30, 2009, should send a Proof of Claim to Ernst & Young Inc., in its capacity as the Court-appointed Monitor of Lake Okanagan Resort Vacation and LOR, to be received by no later than 5:00 p.m. (Mountain Time) on April 30, 2010 (the "Claims Bar Date") to:

Ernst & Young Inc., the Court-appointed Monitor
of Lake Okanagan Resort Vacation and LOR
Attn: Mr. Orest Konowalchuk, CA
Ernst & Young Tower
1000, 440-2nd Avenue S.W.
Calgary, Alberta T2P 5E9
Email: Orest.Konowalchuk@ca.ey.com
Fax: (403) 206-5075

Proofs of Claim for Subsequent Claims arising after March 30, 2009, as a result of the repudiation or disclaimer after March 30, 2009 of any contract, lease, employment agreement, or other arrangement or agreements of any nature whatsoever, whether oral or written, an any amending agreement related thereto, must be received by the later of: (a) the Claims Bar Date, and (b) 5:00 p.m. (Mountain Time) on the day which is 20 days after the date of the applicable repudiation or disclaimer.

A separate Proof of Claim must be filed for a Claim against each of Lake Okanagan Resort Vacation and LOR. Additional claims forms can be obtained by contacting the Monitor or from the Monitor's website at: www.ey.com/ca/frpl.

**PROOFS OF CLAIM WHICH ARE NOT RECEIVED BY THE APPLICABLE BAR DATES
SPECIFIED HEREIN WILL BE BARRED AND EXTINGUISHED FOREVER UNLESS
OTHERWISE ORDERED BY THE COURT.**

SCHEDULE "C"

**NOTICE OF REVISION OR DISALLOWANCE FOR VOTING
AND/OR DISTRIBUTION PURPOSES**

**For Creditors of Lake Okanagan Resort Vacation (2001) Ltd. ("Lake Okanagan
Resort Vacation") and Lake Okanagan Resort (2001) Ltd. ("LOR")**

Claim Reference Number: _____

Name: (Lake Okanagan Resort
Vacation or LOR) _____

TO: _____
(Name of Creditor)

Defined terms not defined in this Notice of Revision or Disallowance have the meaning ascribed in the Order of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "Court") dated March 18, 2010 (the "Claims Procedure Order"). All dollar values contained herein are in Canadian dollars unless otherwise noted.

Pursuant to the Claims Procedure Order, Ernst & Young Inc., in its capacity as Court-appointed Monitor of Lake Okanagan Resort Vacation and LOR, hereby gives you notice that it has reviewed your Proof of Claim with respect to Lake Okanagan Resort Vacation or LOR and has revised or disallowed your Claim. Subject to further dispute by you in accordance with the Claims Procedure Order, your Claim will be allowed as follows:

	<u>Proof of Claim Amount</u>	<u>Amount Allowed by Monitor for:</u>	
		<u>Voting</u>	<u>Distribution</u>
Unsecured Claim	\$ _____	\$ _____	\$ _____
Secured Claim	\$ _____	\$ _____	\$ _____

REASON(S) FOR THE REVISION OR DISALLOWANCE:

If you do not agree with this Notice of Revision or Disallowance, please take notice of the following:

1. If you intend to dispute the Notice of Revision or Disallowance, you must file a notice of motion with the Court and serve it upon the Monitor and either Lake Okanagan Resort Vacation or LOR by no later than 20 days after delivery of the Notice of Revision or Disallowance by the Monitor.
2. If you do not deliver a Notice of Motion filed in the Court within 20 days after delivery of the Notice of Revision or Disallowance by the Monitor, your Claim or Subsequent Claim will be deemed accepted at the amount in the Notice of Revision or Disallowance.

Addresses for Service of Notice of Motion disputing a Notice of Revision or Disallowance:

Ernst & Young Inc., the Court-appointed Monitor
of Lake Okanagan Resort Vacation and LOR
Attn: Mr. Orest Konowalchuk, CA
Ernst & Young Tower
Suite 1000, 440 - 2nd Avenue SW
Calgary, Alberta
CANADA T2P 5E9

Email: Orest.Konowalchuk@ca.ey.com
Fax: (403) 206-5075

WITH A COPY TO:

Blake, Cassels & Graydon LLP, counsel for the Monitor
Attn: Mrs. Kelly Bourassa
3500 Bankers Hall East Tower
855 - 2nd Street S.W.
Calgary, Alberta
CANADA T2P 4J8

Email: Kelly.Bourassa@blakes.com
Fax: (403) 260-9700

AND

Macleod Dixon LLP, counsel for Lake Okanagan Resort Vacation and LOR
Attn: Mr. Howard Gorman
3700 Canterra Tower
400 Third Avenue SW
Calgary, Alberta
Canada T2P 4H2

Email: Howard.Gorman@macleoddixon.com
Fax: (403) 264-5973

**IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD,
THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING
UPON YOU.**

DATED this _____ day of _____, 2010.

ERNST & YOUNG INC., in its capacity as Court-appointed Monitor

Per: _____

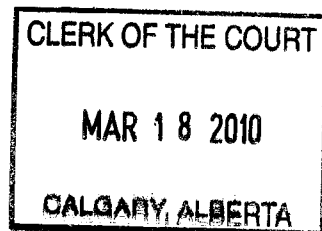
IN THE COURT OF QUEEN'S BENCH OF
ALBERTA
JUDICIAL DISTRICT OF CALGARY

**IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C., c. C-36, AS AMENDED**

**AND IN THE MATTER OF
FAIRMONT RESORT PROPERTIES LTD.,
LAKE OKANAGAN RESORT (2001) LTD.,
AND LL DEVELOPMENTS LTD.**

ORDER

**(Lake Okanagan Resort Vacation (2001) Ltd. and Lake
Okanagan Resort (2001) Ltd. Claims Procedure)**



MACLEOD DIXON LLP
3700 Canterra Tower
400 Third Avenue SW
Calgary, Alberta
T2P 4H2

Howard A. Gorman
howard.gorman@macleoddixon.com

Telephone: (403) 267-8222
Fax: (403) 264-5973

File No. 264244