

I hereby certify this to be a true copy of
the original Order
Dated this 4 day of June 2010
for Clerk of the Court

Action No.: 0901-04199

**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
VACATION (2001) LTD., LAKE OKANAGAN RESORT (2001) LTD.,
AND LL DEVELOPMENTS LTD.**

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

At the Courts Centre, in the City of Calgary, in
the Province of Alberta, on Friday, the 4th day
of June, 2010.

ORDER
(Shuswap Lakes Vacations Inc.)

UPON THE APPLICATION of Fairmont Resort Properties Ltd. ("**FRP**"), Lake Okanagan Resort Vacation (2001) Ltd., Lake Okanagan Resort (2001) Ltd. and LL Developments Ltd. (collectively "**Fairmont**"); **AND UPON HAVING** read the Affidavit of Murray Moore, filed; **AND UPON HAVING** read the pleadings and proceedings filed herein; **AND UPON NOTING** the consent of counsel for Shuswap Lakes Vacations Inc. ("**SLVI**"); **AND UPON HAVING** heard counsel for Fairmont, counsel for the Monitor, counsel for Northwynd and counsel for other interested parties, creditors and stakeholders;

IT IS HEREBY ORDERED AND DIRECTED THAT:

1. Service of this application is deemed to be good and sufficient.

2. The agreement between SLVI and FRP for the transfer of the houseboats referenced in Schedule "A" appended hereto to SLVI in full and final satisfaction of SLVI's lien claim is approved (the "**Agreement**").
3. Upon closing of the Agreement, the Schedule "A" houseboats shall vest in SLVI or its nominee free and clear of all claims by or through FRP.
4. Upon the Schedule "A" houseboats being transferred, SLVI's lien claim over the houseboats referenced in Schedule "B" appended hereto is extinguished and SLVI shall, forthwith and without delay, take all steps reasonable to discharge any and all of its registrations as against the Schedule "B" houseboats.
5. FRP and SLVI are authorized to execute such further and other documents as may be necessary to give effect to and conclude the terms of the Agreement.
6. Service of this Order shall be made on all such persons who appeared on this application, either by counsel or in person, and those persons who have requested service but is otherwise dispensed with.

"B.E.C. Romaine"
J.C.Q.B.A.

ENTERED this 4 day
of June, 2010

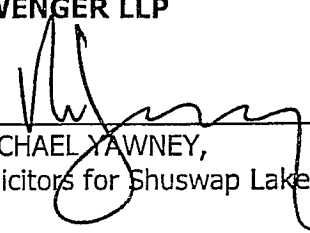
K. MCAUSLAND



Clerk of the Court of Queen's Bench

CONSENTED to by:

NIXON WENGER LLP

Per: 

MICHAEL YAWNEY,
Solicitors for Shuswap Lakes Vacations Inc.

SCHEDULE "A"

Boat Description	Registration Number	Serial Number
Fairmont 3	O.N. 822683	QTAFR003B101
Fairmont 4	O.N. 823108	QTAFR004D101
Fairmont 5	O.N. 823109	QTAFR005E101
Fairmont 6	O.N. 823110	QTAFR006E101
Fairmont 7	O.N. 823111	QTAFR007E101
Fairmont 8	O.N. 823112	QTAFR008E101
Fairmont 9	O.N. 826441	QTAFR009F303
Fairmont 11	Not registered	QTAFR011G404

SCHEDULE "B"

Registered Name	Registration Number	Serial Number
At Last 1	O.N. 818616	QTA00106C696
At Last 2	O.N. 820025	
At Last 3	O.N. 820026	
At Last 4	O.N. 822097	QTAWC004C999
At Last 5	O.N. 822098	QTAWC005C999
Showboat 1	O.N. 820024	
Showboat 2	O.N. 819467	QTA00111F696
Showboat 3	O.N. 822091	
Showboat 4	O.N. 822092	
Showboat 6	O.N. 822093	QTAWC001A898
Showboat 7	O.N. 818662	
Showboat 8	O.N. 820900	QTA00102M96J
Fairmont 2	O.N. 822682	QTAFR002B101
Fairmont 12	O.N. 820140	QTATAM04C898
Fairmont 13	O.N. 820131	QTATAM03B898
Fairmont 14	O.N. 820125	QTAWC002A898

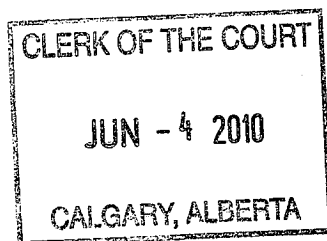
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ORDER
(Shuswap Lakes Vacations Inc.)



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