

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.

AFFIDAVIT OF MURRAY MOORE
(Ninth Stay Extension and Enhancement of CRO Powers)

I, Murray Moore, of the City of Calgary, in the Province of Alberta, MAKE OATH AND SAY THAT:

I. INTRODUCTION

1. I am the Chief Restructuring Officer of Fairmont Resort Properties Ltd. ("**Fairmont Resort**"), Lake Okanagan Resort Vacation (2001) Ltd. ("**LORV**"), Lake Okanagan Resort (2001) Ltd. ("**LOR**") and LL Developments Ltd. (collectively "**Fairmont**") and, as such, have personal knowledge of the facts and matters deposed to herein except where otherwise stated to be based on information and where so stated, I verily believe the same to be true.

II. CASH FLOWS

2. Fairmont continues to oversee its business operations in consultation with the Monitor, Ernst & Young Inc. (the "**Monitor**") with a view to minimizing or reducing costs in the ongoing efforts to conclude the sales transaction authorized by this Court pursuant to its Order dated April 27, 2010 (the "**Sale Order**").
3. Fairmont, in consultation with the Monitor, has prepared cash flow forecasts for the requested stay extension period through July 30, 2010. I believe that the Monitor will be attaching these cash flow forecasts to its report to be filed forthwith.

4. I do verily believe that the cash flow forecasts are fair and reasonable.

III. SALE TO NORTHWYND LIMITED PARTNERSHIP ("NORTHWYND")

5. This Honourable authorized the sale of Fairmont's assets to Northwynd pursuant to the Sale Order. Northwynd is bringing application for a Vesting Order with respect to this sales transaction concurrent with the within application to extend the CCAA Stay of Proceedings.
6. In the event that the Northwynd Sale/Vesting Order application is successful, I do verily believe that there will be various documents to be executed and steps to be taken to conclude the sales transaction, which steps will likely extend into July 2010.

IV. ENHANCEMENT OF CHIEF RESTRUCTURING OFFICER POWERS

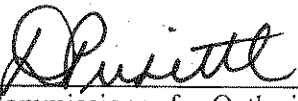
7. The Powers of the Chief Restructuring Officer (the "CRO") are established under the Initial Order dated March 30, 2009 and confirmed by the Amended and Restated Initial Order filed February 2, 2010. The expressed powers of the CRO do not include the expressed right to assign any of the Fairmont corporate entities into bankruptcy pursuant to Section 49 of the *Bankruptcy and Insolvency Act* ("BIA").
8. Once the Northwynd sales transaction is concluded, I do verily believe that it may be appropriate to assign one or more of the Fairmont corporate entities into bankruptcy to provide a mechanism for the conclusion of the administration of the estates.

V. CONCLUSION

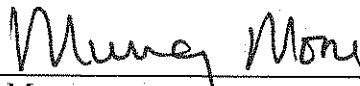
9. I do verily believe that Fairmont has acted, and continues to act, in good faith and with due diligence.
10. I do verily believe that the circumstances justify granting an Order further extending the stay of proceedings to and including July 30, 2010 to allow completion of the Northwynd sales transaction.
11. I do further believe that it is appropriate to enhance the powers and authority of the CRO to assign one or more of the Fairmont corporate entities into bankruptcy following the completion of the Northwynd sales transaction.
12. I am authorized to swear this Affidavit on behalf of Fairmont.

13: I do verily believe that the Monitor supports the relief requested herein.

SWORN BEFORE ME at the City of)
Calgary, in the Province of Alberta, this)
16th day of June, 2010.)
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A Commissioner for Oaths in and for the
Province of Alberta
Daniel A. Pichette
Barrister & Solicitor



Murray Moore

Action Number: 0901-04199
Sworn June _____, 2010

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MACLEOD DIXON LLP
3700, 400 Third Avenue S.W.
Calgary, Alberta T2P 4H2
Telephone: (403) 267-8222
Fax: (403) 264-5973

Howard A. Gorman
howard.gorman@macleoddixon.com

File No: 264244