

-2-

Court File No. CV-22-00674717-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

**LEGACY LIFESTYLES DESTIN LP, LEGACY LIFESTYLES TRAILWINDS LP,
LEGACY LIFESTYLES SUMMERLIN LP, LEGACY LIFESTYLES OCOEE LP,
LEGACY LIFESTYLES LONGLEAF LP**

Applicants

- and –

**LEGACY LIFESTYLES DESTIN PROPERTY LLC, LEGACY LIFESTYLES
TRAILWINDS PROPERTY LLC, LEGACY LIFESTYLES FORT MYERS PROPERTY
LLC, LEGACY LIFESTYLES OCOEE PROPERTY LLC, , LEGACY LIFESTYLES
LONGLEAF PROPERTY LLC**

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C., C. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990, C. C-43, as amended

AFFIDAVIT OF KENNETH KRAFT
(affirmed June 14, 2024)

I, **KENNETH KRAFT**, of the City of Toronto, in the Province of Ontario, **AFFIRM AND SAY AS FOLLOWS:**

1. I am a Partner with Dentons Canada LLP (“**Dentons**”), as such, I have knowledge of the matters to which I hereinafter depose.
2. Pursuant to an Amended Order dated February 11, 2022 (the “**Receivership Order**”), Zeifman Partners Inc. was appointed as receiver (the “**Receiver**”) of the assets, properties and undertakings of Legacy Lifestyles Destin LP, Legacy Lifestyles Destin GP Inc., Legacy Lifestyles Summerlin LP, Legacy Lifestyles Summerlin GP Inc., Legacy Lifestyles

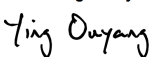
Trailwinds LP, Legacy Lifestyles Trailwinds GP Inc., Legacy Lifestyles Ocoee LP, Legacy Lifestyles Ocoee GP Inc., Legacy Lifestyles Longleaf LP, Legacy Lifestyles Longleaf GP Inc., Legacy Lifestyles Destin Property LLC, Legacy Lifestyles Trailwinds Property LLC, Legacy Lifestyles Ft. Myers Property LLC, Legacy Lifestyles Ocoee Property LLC and Legacy Lifestyles Longleaf Property LLC.

3. The Receiver retained Dentons as Canadian counsel to advise it with regard to the matters related to its appointment and the exercise of its powers and performance of its duties.
4. The Receivership Order provides at paragraph 24 that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts.
5. The Receivership Order provides at paragraph 25 that the Receiver, and counsel to the Receiver, shall pass their accounts from time to time.
6. Dentons separately accounted for its fees and disbursements in respect of each Real Property (as defined in the Receivership Order and described in Schedule “A” thereto). The Dentons fees and disbursements for the period from March 1, 2024, to May 31, 2024 (the “**Fee Period**”), are set out in the invoices rendered to the Receiver (collectively, the “**Invoices**”). The Invoices are a fair and accurate description of the services provided, the disbursements incurred and the amounts charged by Dentons. A copy of the Invoices relating to the five Real Properties are attached hereto as follows:
 - (a) Longleaf – **Exhibit “A”**;

-4-

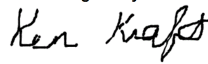
- (b) Summerlin – **Exhibit “B”**;
 - (c) Destin – **Exhibit “C”**;
 - (d) Ocoee – **Exhibit “D”**; and
 - (e) Trailwinds/Wildwood – **Exhibit “E”**.
7. Attached and marked as **Exhibit “F”** hereto is a schedule summarizing the Invoices, the total billable hours charged per invoice, the total fees charged per invoice along with the average hourly rate charged per invoice.
8. Attached and marked as **Exhibit “G”** hereto is a schedule summarizing the respective years of call and standard billing rates of each of the lawyers at Dentons who acted for the Receiver.
9. To the best of my knowledge, the rates charged by Dentons throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.
10. I make this affidavit in support of the motion for, among other things, approval of the fees and disbursements of the Receiver’s counsel and for no other or improper purpose.

AFFIRMED by Kenneth Kraft of the City of Toronto, in the Province of Ontario, before me at the City of Toronto in the Province of Ontario on June 14, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

Ying Ouyang (LSO # P11287)

DocuSigned by:

EA22CA41042E476...

KENNETH KRAFT

THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF KENNETH KRAFT AFFIRMED
BEFORE ME THIS 14th DAY OF JUNE, 2024.

DocuSigned by:

Ting Ouyang

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3846502

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 7, 2024	584164-000005	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Longleaf Property LLC

Professional Fees	\$ 3,582.50
Other Fees/Charges & Disbursements	446.48
	<hr/>
HST (13.0%) on \$3,689.98	479.70
	<hr/>
Total Amount Due	<u>\$ 4,508.68</u> CAD

DENTONS CANADA LLP

Per: 

Kenneth Kraft

Payment Options:

Cheques:

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 584164. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Longleaf Property LLC

INVOICE 3846506

Page 2 of 3

Matter # 584164-000005

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
06-Mar-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea M. Habas and draft notice of motion.
21-Mar-24	Kenneth Kraft	Call with Doug Waldorf and Jim Irving to discuss opinions needed on enforceability of mortgages and relationship to claim process.
01-Apr-24	Amanda Campbell	Instructions from Sara-Ann Wilson. Gather invoices and draft Fee Affidavit of Skip Straus.
01-Apr-24	Sara-Ann Wilson	Instructions regarding fee affidavits. Draft ancillary order.
01-Apr-24	Kenneth Kraft	Update discussions with Allan Rutman and Sara-Ann Wilson. Update emails on potential offers.
02-Apr-24	Sara-Ann Wilson	Email to Jim Irving regarding fee affidavit. Instructions regarding fee affidavits for US counsel. Draft Fourth Report to the Court.
09-Apr-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea Habbas and motion record. Email exchange with Allan Rutman. Review email from Fred Tayar. Emails to and from Jim Irving.
11-Apr-24	Sara-Ann Wilson	Review emails from Ken Kraft and Doug Waldorf regarding security review . Receipt and review of fee affidavit and R&D from Allan Rutman. Emails from and to Allan Rutman.
12-Apr-24	Amanda Campbell	Draft Fee Affidavit of Kenneth Kraft to be appended to the Fourth Report of the Receiver.
12-Apr-24	Sara-Ann Wilson	Review fee affidavit.
15-Apr-24	Amanda Campbell	Finalize fee affidavit of Kenneth Kraft.
15-Apr-24	Sara-Ann Wilson	Review and revise draft ancillary order. Review updates on sale process. Continue drafting Fourth Report.
17-Apr-24	Kenneth Kraft	Follow up on report and other matters for May 6 motion.
18-Apr-24	Sara-Ann Wilson	Review comments on draft report and revise. Emails regarding claims process. Call with Allan Rutman. Emails with Ken Kraft. Review correspondence from counsel.
18-Apr-24	Kenneth Kraft	Update from Allan Rutman on sale process.
19-Apr-24	Amanda Campbell	Work on fee affidavit of James Irving.
19-Apr-24	Sara-Ann Wilson	Revise and finalize report. Emails regarding report. Revise notice of motion. Review invoices and instructions regarding fee affidavits. Update draft order. Finalize motion and instructions regarding service.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Longleaf Property LLC

INVOICE 3846507

Page 3 of 3

Matter # 584164-000005

Date	Timekeeper	Description of Work
19-Apr-24	Kenneth Kraft	Review and finalize report and motion record and service email.
21-Apr-24	Kenneth Kraft	A. Rutman update.
22-Apr-24	Amanda Campbell	Work on Fee Affidavit of Skip Strauss.
22-Apr-24	Sara-Ann Wilson	Emails regarding fee affidavit of Jim Irving and review . Review fee affidavit of Skip Straus and instructions. Review update email from Allan Rutman.
24-Apr-24	Sara-Ann Wilson	Receipt and review of notice of discontinuance. Review email from Adam Wygodny. Instructions regarding confirming service list.
29-Apr-24	Sara-Ann Wilson	Revise and finalize Supplemental Report and draft Ancillary Order.
30-Apr-24	Sara-Ann Wilson	Email supplemental report and updated draft order to Allan Rutman . Receipt of fee affidavit. Revise supplemental report and draft order and email to Allan Rutman.

Timekeeper	Hours	Rate	Fees
Amanda Campbell	0.7	180.00	126.00
Kenneth Kraft	0.7	1,145.00	801.50
Sara-Ann Wilson	3.0	885.00	2,655.00
Total	4.4		\$3,582.50

TOTAL PROFESSIONAL FEES \$ **3,582.50**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 107.48

TOTAL TAXABLE OTHER FEES/CHARGES \$ **107.48**

NON-TAXABLE DISBURSEMENTS

Court Fees* \$ 339.00

TOTAL NON-TAXABLE DISBURSEMENTS \$ **339.00**

TOTAL OTHER FEES/CHARGES AND DISBURSEMENTS **446.48**

TOTAL FEES, OTHER FEES/CHARGES AND DISBURSEMENTS \$ **4,028.98**

TAXES

HST (13.0%) on Professional Fees of \$3,582.50 \$ 465.73

HST (13.0%) on Taxable Disbursements of \$107.48 13.97

TOTAL TAXES **479.70**

TOTAL AMOUNT DUE \$ **4,508.68** CAD

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3856065

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 11, 2024	584164-000005	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Longleaf Property LLC

Professional Fees	\$ 671.50
Other Fees/Charges & Disbursements	359.15
	<hr/>
HST (13.0%) on \$691.65	89.92
	<hr/>
Total Amount Due	<u>\$ 1,120.57</u> CAD

DENTONS CANADA LLP

Per: 

Kenneth Kraft

Payment Options:

Cheques:

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 584164. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Longleaf Property LLC

INVOICE 3856065

Page 2 of 2

Matter # 584164-000005

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
03-May-24	Sara-Ann Wilson	Review and respond to email from Allan Rutman. Review and finalize orders and instructions regarding same. Call with Allan Rutman.
06-May-24	Sara-Ann Wilson	Prepare for and argue motion for approval of fees and other relief.
08-May-24	Kenneth Kraft	Email exchanges and call with Jim Irving to update him on matters and to prepare for US status hearing.
29-May-24	Kenneth Kraft	Prepare for and attend Ch. 15 status hearing and draft update email.

Timekeeper	Hours	Rate	Fees
Kenneth Kraft	0.2	1,145.00	229.00
Sara-Ann Wilson	0.5	885.00	442.50
Total	0.7		\$671.50

TOTAL PROFESSIONAL FEES \$ **671.50**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 20.15

TOTAL TAXABLE OTHER FEES/CHARGES \$ **20.15**

NON-TAXABLE DISBURSEMENTS

Court Fees* \$ 339.00

TOTAL NON-TAXABLE DISBURSEMENTS \$ **339.00**

TOTAL OTHER FEES/CHARGES AND DISBURSEMENTS **359.15**

TOTAL FEES, OTHER FEES/CHARGES AND DISBURSEMENTS \$ **1,030.65**

TAXES

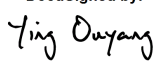
HST (13.0%) on Professional Fees of \$671.50 \$ 87.30

HST (13.0%) on Taxable Disbursements of \$20.15 2.62

TOTAL TAXES **89.92**

TOTAL AMOUNT DUE **\$ 1,120.57 CAD**

THIS IS EXHIBIT "**B**" REFERRED TO IN THE
AFFIDAVIT OF KENNETH KRAFT AFFIRMED
BEFORE ME THIS 14th DAY OF JUNE, 2024.

DocuSigned by:

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

311

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3846504

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 7, 2024	584164-000006	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

Professional Fees	\$ 11,813.00
Other Fees/Charges	354.39
	<hr/>
HST (13.0%) on \$12,167.39	1,581.76
	<hr/>
Total Amount Due	<u>\$ 13,749.15</u> CAD

DENTONS CANADA LLPPer: **Kenneth Kraft**

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

INVOICE 38465942

Page 2 of 5

Matter # 584164-000006

Payment Options:**Cheques:**

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 584164. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

INVOICE 38465943
Page 3 of 5

Matter # 584164-000006

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
06-Mar-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea M. Habas and draft notice of motion.
21-Mar-24	Kenneth Kraft	Call with Doug Waldorf and Jim Irving to discuss opinions needed on enforceability of mortgages and relationship to claim process.
01-Apr-24	Amanda Campbell	Instructions from Sara-Ann Wilson. Gather invoices and draft Fee Affidavit of Skip Straus.
01-Apr-24	Sara-Ann Wilson	Instructions regarding fee affidavits. Draft ancillary order.
01-Apr-24	Kenneth Kraft	Update discussions with Allan Rutman and Sara-Ann Wilson.
02-Apr-24	Sara-Ann Wilson	Email to Jim Irving regarding fee affidavit. Instructions regarding fee affidavits for US counsel. Draft Fourth Report to the Court.
09-Apr-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea Habbas and motion record. Email exchange with Allan Rutman. Review email from Fred Tayar. Emails to and from Jim Irving.
11-Apr-24	Sara-Ann Wilson	Review emails from Ken Kraft and Doug Waldorf regarding security review . Receipt and review of fee affidavit and R&D from Allan Rutman. Emails from and to Allan Rutman.
12-Apr-24	Amanda Campbell	Draft Fee Affidavit of Kenneth Kraft to be appended to the Fourth Report of the Receiver.
12-Apr-24	Sara-Ann Wilson	Review fee affidavit.
15-Apr-24	Amanda Campbell	Finalize fee affidavit of Kenneth Kraft.
15-Apr-24	Sara-Ann Wilson	Review and revise draft ancillary order. Review updates on sale process. Continue drafting Fourth Report.
17-Apr-24	Kenneth Kraft	Follow up on report and other matters for May 6 motion.
18-Apr-24	Sara-Ann Wilson	Review comments on draft report and revise. Emails regarding claims process. Call with Allan Rutman. Emails with Ken Kraft. Review correspondence from counsel.
18-Apr-24	Kenneth Kraft	Update from Allan Rutman on sale process.
19-Apr-24	Sara-Ann Wilson	Revise and finalize report. Emails regarding report. Revise notice of motion. Review invoices and instructions regarding fee affidavits. Update draft order. Finalize motion and instructions regarding service.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

INVOICE 3846594

Page 4 of 5

Matter # 584164-000006

Date	Timekeeper	Description of Work
19-Apr-24	Kenneth Kraft	Review and finalize report and motion record and service email.
21-Apr-24	Sara-Ann Wilson	Various emails regarding LOI and court approval of sale.
21-Apr-24	Kenneth Kraft	Emails on issues related to timing to approve Summerlin/Ft. Myers transaction. Start to review report outline. Consider recognition issues.
22-Apr-24	Amanda Campbell	Work on Fee Affidavit of Skip Strauss.
22-Apr-24	Sara-Ann Wilson	Emails regarding fee affidavit of Jim Irving and review . Review fee affidavit of Skip Straus and instructions. Review update email from Allan Rutman. Receipt and review of LOI and emails regarding same. Emails regarding sale process and approval of APS. Draft approval and vesting order. Draft supplemental report.
22-Apr-24	Kenneth Kraft	Exchanges related to US recognition relief. Review draft LOI for property and related email exchanges. Emails with Allan Rutman regarding timing to draft supplemental report and seek court approval for APS related to Summerlin/Ft. Myers.
23-Apr-24	Sara-Ann Wilson	Continue drafting supplemental report. Instructions regarding Amended Notice of Motion. Receipt of sworn fee affidavit. Instructions regarding confidential appendix and review same. Review appraisal.
24-Apr-24	Sara-Ann Wilson	Receipt and review of notice of discontinuance. Review email from Adam Wygodny. Instructions regarding confirming service list.
25-Apr-24	Sara-Ann Wilson	Receipt and review of LOI and emails with Allan Rutman. Receipt of marketing summary.
25-Apr-24	Kenneth Kraft	Exchanges related to new Summerlin offer. Review CBRE marketing summary.
26-Apr-24	Sara-Ann Wilson	Review emails regarding APS and LOI. Discussion with Ken Kraft. Review CBRE reporting.
26-Apr-24	Kenneth Kraft	Email exchanges and consider ability to negotiate LOI in context of Pinnacle offer. Discuss status with Sara-Ann Wilson.
29-Apr-24	Sara-Ann Wilson	Revise and finalize Supplemental Report and draft Ancillary Order.
30-Apr-24	Sara-Ann Wilson	Email supplemental report and updated draft order to Allan Rutman . Receipt of fee affidavit. Revise supplemental report and draft order and email to Allan Rutman.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

INVOICE 3846595

Page 5 of 5

Matter # 584164-000006

Timekeeper	Hours	Rate	Fees
Amanda Campbell	0.5	180.00	90.00
Kenneth Kraft	2.2	1,145.00	2,519.00
Sara-Ann Wilson	10.4	885.00	9,204.00
Total	13.1		\$11,813.00

TOTAL PROFESSIONAL FEES \$ **11,813.00**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 354.39

TOTAL TAXABLE OTHER FEES/CHARGES \$ **354.39**

TOTAL OTHER FEES/CHARGES **354.39**

TOTAL FEES AND OTHER FEES/CHARGES \$ **12,167.39**

TAXES

HST (13.0%) on Professional Fees of \$11,813.00 \$ 1,535.69

HST (13.0%) on Taxable Disbursements of \$354.39 46.07

TOTAL TAXES **1,581.76**

TOTAL AMOUNT DUE **\$ 13,749.15 CAD**

316

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3856066

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 11, 2024	584164-000006	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

Professional Fees	\$ 7,923.00
Other Fees/Charges	237.69
	<hr/>
HST (13.0%) on \$8,160.69	1,060.89
	<hr/>
Total Amount Due	<u><u>\$ 9,221.58</u></u> CAD

DENTONS CANADA LLPPer: **Kenneth Kraft**

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

INVOICE 3856996

Page 2 of 4

Matter # 584164-000006

Payment Options:**Cheques:**

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 584164. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

INVOICE 3856918

Page 3 of 4

Matter # 584164-000006

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
03-May-24	Sara-Ann Wilson	Review and respond to email from Allan Rutman. Review and finalize orders and instructions regarding same. Call with Allan Rutman.
06-May-24	Sara-Ann Wilson	Prepare for and argue motion for approval of fees and other relief.
08-May-24	Kenneth Kraft	Email exchanges and call with Jim Irving to update him on matters and to prepare for US status hearing.
09-May-24	Sara-Ann Wilson	Emails regarding court hearing dates. Instructions regarding request form and review same.
09-May-24	Kenneth Kraft	Review completed sale agreement and exchanges regarding court approval. Request form.
10-May-24	Sara-Ann Wilson	Review correspondence to and from court. Review asset purchase agreement. Instructions regarding redactions and preparation of court materials. Consider timing for service.
13-May-24	Sara-Ann Wilson	Instructions regarding following up with court. Review email.
13-May-24	Kenneth Kraft	Update emails.
14-May-24	Sara-Ann Wilson	Draft Fifth Report. Instructions regarding confidential appendices and consider same. Emails to and from Allan Rutman. Review CBRE reporting.
14-May-24	Kenneth Kraft	Email exchanges with Jim Irving regarding timing to bring US sale approval motion. Update exchanges on sale motion materials.
15-May-24	Sara-Ann Wilson	Continue drafting fifth report. Draft approval and vesting orders. Draft ancillary order. Review and revise confidential appendices.
16-May-24	Sara-Ann Wilson	Emails regarding court date.
16-May-24	Kenneth Kraft	Exchanges related to timing for court approval and draft orders.
28-May-24	Sara-Ann Wilson	Call with Jim Irving regarding case conference.
29-May-24	Kenneth Kraft	Prepare for and attend Ch. 15 status hearing and draft update email.
30-May-24	Sara-Ann Wilson	Discussion with Ken Kraft regarding service of report. Revise Fifth Report. Circulate draft vesting order and review email from Allan Rutman. Email draft order to US counsel.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Summerlin Limited
Partnership, Legacy Lifestyle Summerlin GP Inc., and Legacy
Lifestyle Summerlin Property LLC

INVOICE 3856919

Page 4 of 4

Matter # 584164-000006

Date	Timekeeper	Description of Work
31-May-24	Sara-Ann Wilson	Email draft report and orders to Allan Rutman and review comments and response. Review email from Ken Kraft.

Timekeeper	Hours	Rate	Fees
Kenneth Kraft	1.2	1,145.00	1,374.00
Sara-Ann Wilson	7.4	885.00	6,549.00
Total	8.6		\$7,923.00

TOTAL PROFESSIONAL FEES \$ **7,923.00**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 237.69

TOTAL TAXABLE OTHER FEES/CHARGES \$ **237.69**

TOTAL OTHER FEES/CHARGES **237.69**

TOTAL FEES AND OTHER FEES/CHARGES \$ **8,160.69**

TAXES

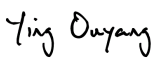
HST (13.0%) on Professional Fees of \$7,923.00 \$ 1,029.99

HST (13.0%) on Taxable Disbursements of \$237.69 30.90

TOTAL TAXES **1,060.89**

TOTAL AMOUNT DUE \$ **9,221.58** CAD

THIS IS EXHIBIT "C" REFERRED TO IN THE
AFFIDAVIT OF KENNETH KRAFT AFFIRMED
BEFORE ME THIS 14th DAY OF JUNE, 2024.

DocuSigned by:

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

321

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3846505

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 7, 2024	584164-000007	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Destin Limited Partnership
Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin
Property LLC

Professional Fees	\$ 24,253.50
Other Fees/Charges	727.61
	<hr/>
HST (13.0%) on \$24,981.11	3,247.55
	<hr/>
Total Amount Due	<u><u>\$ 28,228.66</u></u> CAD

DENTONS CANADA LLPPer: Kenneth Kraft

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Destin Limited Partnership

Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin

Property LLC

INVOICE 3846505

Page 2 of 6

Matter # 584164-000007

Payment Options:**Cheques:**

Cheques payable to Dentons Canada LLP
and mailed to the following address:

77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 584164. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Destin Limited Partnership

Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin

Property LLC

INVOICE 3846505

Page 3 of 6

Matter # 584164-000007

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
01-Mar-24	Sara-Ann Wilson	Review emails regarding closing. Receipt and review of closing statement.
01-Mar-24	Kenneth Kraft	Closing follow up.
06-Mar-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea M. Habas and draft notice of motion.
21-Mar-24	Kenneth Kraft	Call with Doug Waldorf and Jim Irving to discuss opinions needed on enforceability of mortgages and relationship to claim process. Organize and forward documentation for Destin property opinion.
22-Mar-24	Kenneth Kraft	Follow up exchanges with Doug Waldorf.
25-Mar-24	Kenneth Kraft	Email exchanges on claim process.
01-Apr-24	Amanda Campbell	Instructions from Sara-Ann Wilson. Gather invoices and draft Fee Affidavit of Skip Straus.
01-Apr-24	Sara-Ann Wilson	Call with Ken Kraft regarding claims process. Instructions regarding booking court date and emails regarding same. Review request form. Review and revise claims procedure order. Consider claims procedure and further revisions to order. Discussion with Ken Kraft. Instructions regarding fee affidavits. Draft ancillary order.
01-Apr-24	Kenneth Kraft	Discuss claims process and report update with Allan Rutman. Email exchanges with Sara-Ann Wilson on claims order and discussion with her on claim process and court report. Exchanges on court date.
02-Apr-24	Sara-Ann Wilson	Review email from Court confirming court date. Emails regarding receiver's certificate. Email to Jim Irving regarding fee affidavit. Instructions regarding fee affidavits for US counsel. Draft Fourth Report to the Court.
02-Apr-24	Kenneth Kraft	Discussion with Sara-Ann Wilson regarding receiver's closing certificate. Working on order.
03-Apr-24	Sara-Ann Wilson	Instructions regarding receivers certificate. Continue drafting Fourth Report.
09-Apr-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea Habbas and motion record. Email exchange with Allan Rutman. Review email from Fred Tayar. Emails to and from Jim Irving.
11-Apr-24	Sara-Ann Wilson	Review emails from Ken Kraft and Doug Waldorf regarding security review . Receipt and review of fee

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Destin Limited Partnership

Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin

Property LLC

INVOICE 3846505

Page 4 of 6

Matter # 584164-000007

Date	Timekeeper	Description of Work
		affidavit and R&D from Allan Rutman. Emails from and to Allan Rutman.
11-Apr-24	Kenneth Kraft	Follow up on Florida mortgage priority opinion. Working on claims bar order.
12-Apr-24	Amanda Campbell	Draft Fee Affidavit of Kenneth Kraft to be appended to the Fourth Report of the Receiver.
12-Apr-24	Sara-Ann Wilson	Receipt and review of opinion and emails regarding same. Review fee affidavit.
12-Apr-24	Kenneth Kraft	Review draft opinion on mortgage priority. Email exchanges with Doug Waldorf on opinion and with Sara-Ann Wilson on claim process.
14-Apr-24	Kenneth Kraft	Working on draft claims procedure order and email to Sara-Ann Wilson.
15-Apr-24	Amanda Campbell	Finalize fee affidavit of Kenneth Kraft.
15-Apr-24	Sara-Ann Wilson	Email from Ken Kraft. Review comments on Claims Procedure Order and revise. Emails regarding claims procedure order. Email to Allan Rutman. Review updates on sale process. Continue drafting Fourth Report. Review email from Douglas Waldorf and review draft opinion. Review emails regarding enforceability opinion. Review and respond to email from Allan Rutman regarding claims procedure. Review revised security opinion and emails regarding same.
15-Apr-24	Kenneth Kraft	Working on claims procedure order and related email exchanges with Sara-Ann Wilson. Review revised draft mortgage enforceability opinion.
16-Apr-24	Kenneth Kraft	Review and provide comments on draft Florida mortgage enforceability opinion and email back comments to Doug Waldorf. Review revised draft of report.
17-Apr-24	Sara-Ann Wilson	Review emails regarding security opinion and fee affidavit. Instructions to Amanda Campbell regarding fee affidavit.
17-Apr-24	Kenneth Kraft	Confirm finalizing of mortgage enforceability opinion. Updating Allan Rutman. Exchanges with Doug Waldorf on materials for court approval.
18-Apr-24	Sara-Ann Wilson	Review comments on draft report and revise. Emails regarding claims process. Call with Allan Rutman. Emails with Ken Kraft. Review correspondence from counsel.
18-Apr-24	Kenneth Kraft	Various matters related to finalizing motion materials. Discussion with Allan Rutman on claim process. Review and comment on draft affidavit.
19-Apr-24	Sara-Ann Wilson	Revise and finalize report. Emails regarding report. Revise notice of motion. Review invoices and instructions

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Destin Limited Partnership

Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin

Property LLC

INVOICE 3846505

Page 5 of 6

Matter # 584164-000007

Date	Timekeeper	Description of Work
		regarding fee affidavits. Update draft order. Finalize motion and instructions regarding service.
19-Apr-24	Kenneth Kraft	Claims procedure follow up. Review and finalize report and motion record and service email.
21-Apr-24	Kenneth Kraft	Update to Jim Irving on recognition issues.
22-Apr-24	Amanda Campbell	Work on Fee Affidavit of Skip Strauss.
22-Apr-24	Sara-Ann Wilson	Emails regarding fee affidavit of Jim Irving and review . Review fee affidavit of Skip Straus and instructions. Review update email from Allan Rutman.
22-Apr-24	Kenneth Kraft	Exchanges related to US recognition relief.
24-Apr-24	Sara-Ann Wilson	Receipt and review of notice of discontinuance. Review email from Adam Wygodny. Instructions regarding confirming service list.
26-Apr-24	Kenneth Kraft	Discuss supplementary report with Sara-Ann Wilson.
29-Apr-24	Sara-Ann Wilson	Revise and finalize Supplemental Report and draft Ancillary Order.
30-Apr-24	Sara-Ann Wilson	Email supplemental report and updated draft order to Allan Rutman . Receipt of fee affidavit. Revise supplemental report and draft order and email to Allan Rutman.

Timekeeper	Hours	Rate	Fees
Amanda Campbell	0.5	180.00	90.00
Kenneth Kraft	7.5	1,145.00	8,587.50
Sara-Ann Wilson	17.6	885.00	15,576.00
Total	25.6		\$24,253.50

TOTAL PROFESSIONAL FEES **\$ 24,253.50**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 727.61

TOTAL TAXABLE OTHER FEES/CHARGES **\$ 727.61**

TOTAL OTHER FEES/CHARGES **727.61**

TOTAL FEES AND OTHER FEES/CHARGES **\$ 24,981.11**

TAXES

HST (13.0%) on Professional Fees of \$24,253.50 \$ 3,152.96

HST (13.0%) on Taxable Disbursements of \$727.61 94.59

TOTAL TAXES **3,247.55**

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Destin Limited Partnership

Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin

Property LLC

INVOICE 3846505

326

Page 6 of 6

Matter # 584164-000007

TOTAL AMOUNT DUE

\$ 28,228.66 CAD

327

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Dentons Canada LLP
77 King Street West, Suite 400
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Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3856068

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 11, 2024	584164-000007	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Destin Limited Partnership
Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin
Property LLC

Professional Fees	\$ 4,960.50
Other Fees/Charges	148.82
	<hr/>
HST (13.0%) on \$5,109.32	664.22
	<hr/>
Total Amount Due	<u><u>\$ 5,773.54</u></u> CAD

DENTONS CANADA LLPPer: 

Kenneth Kraft

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Destin Limited Partnership

Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin

Property LLC

INVOICE 3856068

Page 2 of 4

Matter # 584164-000007

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referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
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Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

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AR.Canada@dentons.com referencing invoice number and payment amount.

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CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

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Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Destin Limited Partnership

Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin

Property LLC

INVOICE 3856068

Page 3 of 4

Matter # 584164-000007

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
02-May-24	Sara-Ann Wilson	Review emails from Michael Katzman and Ken Kraft.
02-May-24	Kenneth Kraft	Exchanges with Michael Katzman on distribution issues.
03-May-24	Sara-Ann Wilson	Review and respond to email from Allan Rutman. Review and finalize orders and instructions regarding same. Call with Allan Rutman.
03-May-24	Kenneth Kraft	Exchanges related to Monday's attendance and call with Allan Rutman and Sara-Ann Wilson to deal with claims bar process and other issues for Monday's attendance.
06-May-24	Sara-Ann Wilson	Prepare for and argue motion for approval of claims procedure order and other relief. Emails regarding claims package.
06-May-24	Kenneth Kraft	Update from Sara-Ann Wilson. Review endorsement from Justice Cavanagh. Email exchanges on next steps.
07-May-24	Sara-Ann Wilson	Various emails regarding Destin claims process. Review claims document package and advertisement and emails regarding same.
07-May-24	Kenneth Kraft	Review and comment on Destin creditors' cover letter.
08-May-24	Kenneth Kraft	Email exchanges and call with Jim Irving to update him on matters and to prepare for US status hearing.
13-May-24	Kenneth Kraft	Exchanges with Jay Duffield regarding Greg Marchant note on claims process.
28-May-24	Kenneth Kraft	Email exchanges related to tomorrow's attendance before US bankruptcy court for status conference on Ch. 15 proceedings.
30-May-24	Kenneth Kraft	Follow up on timing to serve US materials and draft approval order. Review draft order. Discuss outstanding report issues with Sara-Ann Wilson.

Timekeeper	Hours	Rate	Fees
Kenneth Kraft	2.4	1,145.00	2,748.00
Sara-Ann Wilson	2.5	885.00	2,212.50
Total	4.9		\$4,960.50

TOTAL PROFESSIONAL FEES**\$ 4,960.50**

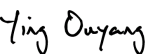
DENTONS CANADA LLP
Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Destin Limited Partnership
Legacy Lifestyle Destin GP Inc., and Legacy Lifestyle Destin
Property LLC

Matter # 584164-000007

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee	\$	148.82	
TOTAL TAXABLE OTHER FEES/CHARGES	\$	148.82	
TOTAL OTHER FEES/CHARGES			<u>148.82</u>
TOTAL FEES AND OTHER FEES/CHARGES	\$	5,109.32	
TAXES			
HST (13.0%) on Professional Fees of \$4,960.50	\$	644.87	
HST (13.0%) on Taxable Disbursements of \$148.82		<u>19.35</u>	
TOTAL TAXES			<u>664.22</u>
TOTAL AMOUNT DUE	\$	<u>5,773.54</u>	CAD

THIS IS EXHIBIT "**D**" REFERRED TO IN THE
AFFIDAVIT OF KENNETH KRAFT AFFIRMED
BEFORE ME THIS 14th DAY OF JUNE, 2024.

DocuSigned by:

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3846507

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 7, 2024	584164-000008	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Ocoee Property LLC

Professional Fees	\$ 3,317.50
Other Fees/Charges	99.53
	<hr/>
HST (13.0%) on \$3,417.03	444.22
	<hr/>
Total Amount Due	<u>\$ 3,861.25</u> CAD

DENTONS CANADA LLP

Per: 

Kenneth Kraft

Payment Options:

Cheques:

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Toronto, ON Canada M5K 0A1

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Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
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Internet Banking:

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Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Ocoee Property LLC

INVOICE 3846593

Page 2 of 3

Matter # 584164-000008

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
06-Mar-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea M. Habas and draft notice of motion.
21-Mar-24	Kenneth Kraft	Call with Doug Waldorf and Jim Irving to discuss opinions needed on enforceability of mortgages and relationship to claim process.
01-Apr-24	Amanda Campbell	Instructions from Sara-Ann Wilson. Gather invoices and draft Fee Affidavit of Skip Straus.
01-Apr-24	Sara-Ann Wilson	Instructions regarding fee affidavits. Draft ancillary order.
01-Apr-24	Kenneth Kraft	Update discussions with Allan Rutman and Sara-Ann Wilson. Review update emails on potential interest.
02-Apr-24	Sara-Ann Wilson	Email to Jim Irving regarding fee affidavit. Instructions regarding fee affidavits for US counsel. Draft Fourth Report to the Court.
09-Apr-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea Habbas and motion record. Email exchange with Allan Rutman. Review email from Fred Tayar. Emails to and from Jim Irving.
11-Apr-24	Sara-Ann Wilson	Review emails from Ken Kraft and Doug Waldorf regarding security review . Receipt and review of fee affidavit and R&D from Allan Rutman. Emails from and to Allan Rutman.
12-Apr-24	Amanda Campbell	Draft Fee Affidavit of Kenneth Kraft to be appended to the Fourth Report of the Receiver.
12-Apr-24	Sara-Ann Wilson	Review fee affidavit.
15-Apr-24	Amanda Campbell	Finalize fee affidavit of Kenneth Kraft.
15-Apr-24	Sara-Ann Wilson	Review and revise draft ancillary order. Review updates on sale process. Continue drafting Fourth Report.
17-Apr-24	Kenneth Kraft	Follow up on report and other matters for May 6 motion.
18-Apr-24	Sara-Ann Wilson	Review comments on draft report and revise. Emails regarding claims process. Call with Allan Rutman. Emails with Ken Kraft. Review correspondence from counsel.
19-Apr-24	Sara-Ann Wilson	Revise and finalize report. Emails regarding report. Revise notice of motion. Review invoices and instructions regarding fee affidavits. Update draft order. Finalize motion and instructions regarding service.
19-Apr-24	Kenneth Kraft	Review and finalize report and motion record and service email.
22-Apr-24	Amanda Campbell	Work on Fee Affidavit of Skip Strauss.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Ocoee Property LLC

INVOICE 38465974

Page 3 of 3

Matter # 584164-000008

Date	Timekeeper	Description of Work
22-Apr-24	Sara-Ann Wilson	Emails regarding fee affidavit of Jim Irving and review . Review fee affidavit of Skip Straus and instructions. Review update email from Allan Rutman.
24-Apr-24	Sara-Ann Wilson	Receipt and review of notice of discontinuance. Review email from Adam Wygodny. Instructions regarding confirming service list.
29-Apr-24	Sara-Ann Wilson	Revise and finalize Supplemental Report and draft Ancillary Order.
30-Apr-24	Sara-Ann Wilson	Email supplemental report and updated draft order to Allan Rutman . Receipt of fee affidavit. Revise supplemental report and draft order and email to Allan Rutman.

Timekeeper	Hours	Rate	Fees
Amanda Campbell	0.5	180.00	90.00
Kenneth Kraft	0.5	1,145.00	572.50
Sara-Ann Wilson	3.0	885.00	2,655.00
Total	4.0		\$3,317.50

TOTAL PROFESSIONAL FEES \$ **3,317.50**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 99.53

TOTAL TAXABLE OTHER FEES/CHARGES \$ **99.53**

TOTAL OTHER FEES/CHARGES 99.53

TOTAL FEES AND OTHER FEES/CHARGES \$ **3,417.03**

TAXES

HST (13.0%) on Professional Fees of \$3,317.50 \$ 431.28

HST (13.0%) on Taxable Disbursements of \$99.53 12.94

TOTAL TAXES 444.22

TOTAL AMOUNT DUE \$ **3,861.25** CAD

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3856069

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 11, 2024	584164-000008	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Ocoee Property LLC

Professional Fees	\$ 671.50
Other Fees/Charges	20.15
	<hr/>
HST (13.0%) on \$691.65	89.92
	<hr/>
Total Amount Due	<u>\$ 781.57</u> CAD

DENTONS CANADA LLP

Per: 

Kenneth Kraft

Payment Options:

Cheques:

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

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Accepted at most financial institutions. Your payee is Dentons Canada LLP and
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AR.Canada@dentons.com referencing invoice number and payment amount.

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Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Ocoee Property LLC

INVOICE 3856069

Page 2 of 2

Matter # 584164-000008

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
03-May-24	Sara-Ann Wilson	Review and respond to email from Allan Rutman. Review and finalize orders and instructions regarding same. Call with Allan Rutman.
06-May-24	Sara-Ann Wilson	Prepare for and argue motion for approval of fees and other relief.
08-May-24	Kenneth Kraft	Email exchanges and call with Jim Irving to update him on matters and to prepare for US status hearing.
29-May-24	Kenneth Kraft	Prepare for and attend Ch. 15 status hearing and draft update email.

Timekeeper	Hours	Rate	Fees
Kenneth Kraft	0.2	1,145.00	229.00
Sara-Ann Wilson	0.5	885.00	442.50
Total	0.7		\$671.50

TOTAL PROFESSIONAL FEES \$ **671.50**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 20.15

TOTAL TAXABLE OTHER FEES/CHARGES \$ **20.15**

TOTAL OTHER FEES/CHARGES **20.15**

TOTAL FEES AND OTHER FEES/CHARGES \$ **691.65**

TAXES

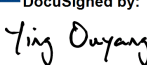
HST (13.0%) on Professional Fees of \$671.50 \$ 87.30

HST (13.0%) on Taxable Disbursements of \$20.15 2.62

TOTAL TAXES **89.92**

TOTAL AMOUNT DUE \$ **781.57** CAD

THIS IS EXHIBIT "E" REFERRED TO IN THE
AFFIDAVIT OF KENNETH KRAFT AFFIRMED
BEFORE ME THIS 14th DAY OF JUNE, 2024.

DocuSigned by:

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

338

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3846508

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 7, 2024	584164-000009	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Trailwinds Limited
Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy
Lifestyle Trailwinds Property LLC

Professional Fees	\$ 3,353.50
Other Fees/Charges	100.61
	<hr/>
HST (13.0%) on \$3,454.11	449.04
	<hr/>
Total Amount Due	<u><u>\$ 3,903.15</u></u> CAD

DENTONS CANADA LLPPer: **Kenneth Kraft**

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Trailwinds Limited
Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy
Lifestyle Trailwinds Property LLC

INVOICE 3846508

Page 2 of 4

Matter # 584164-000009

Payment Options:**Cheques:**

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 584164. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Trailwinds Limited

Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy

Lifestyle Trailwinds Property LLC

INVOICE 3846548

Page 3 of 4

Matter # 584164-000009

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
06-Mar-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea M. Habas and draft notice of motion.
21-Mar-24	Kenneth Kraft	Call with Doug Waldorf and Jim Irving to discuss opinions needed on enforceability of mortgages and relationship to claim process.
25-Mar-24	Kenneth Kraft	Update on due diligence extension.
01-Apr-24	Amanda Campbell	Instructions from Sara-Ann Wilson. Gather invoices and draft Fee Affidavit of Skip Straus.
01-Apr-24	Sara-Ann Wilson	Instructions regarding fee affidavits. Draft ancillary order.
01-Apr-24	Kenneth Kraft	Update discussions with Allan Rutman and Sara-Ann Wilson.
02-Apr-24	Sara-Ann Wilson	Email to Jim Irving regarding fee affidavit. Instructions regarding fee affidavits for US counsel. Draft Fourth Report to the Court.
09-Apr-24	Sara-Ann Wilson	Receipt and review of correspondence from Andrea Habbas and motion record. Email exchange with Allan Rutman. Review email from Fred Tayar. Emails to and from Jim Irving.
11-Apr-24	Sara-Ann Wilson	Review emails from Ken Kraft and Doug Waldorf regarding security review . Receipt and review of fee affidavit and R&D from Allan Rutman. Emails from and to Allan Rutman.
12-Apr-24	Amanda Campbell	Draft Fee Affidavit of Kenneth Kraft to be appended to the Fourth Report of the Receiver.
12-Apr-24	Sara-Ann Wilson	Review fee affidavit.
15-Apr-24	Amanda Campbell	Finalize fee affidavit of Kenneth Kraft.
15-Apr-24	Sara-Ann Wilson	Review and revise draft ancillary order. Review updates on sale process. Continue drafting Fourth Report.
17-Apr-24	Kenneth Kraft	Follow up on report and other matters for May 6 motion.
18-Apr-24	Sara-Ann Wilson	Review comments on draft report and revise. Emails regarding claims process. Call with Allan Rutman. Emails with Ken Kraft. Review correspondence from counsel.
19-Apr-24	Amanda Campbell	Work on fee affidavit of James Irving.
19-Apr-24	Sara-Ann Wilson	Revise and finalize report. Emails regarding report. Revise notice of motion. Review invoices and instructions

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Trailwinds Limited
Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy
Lifestyle Trailwinds Property LLC

INVOICE 38465281

Page 4 of 4

Matter # 584164-000009

Date	Timekeeper	Description of Work
		regarding fee affidavits. Update draft order. Finalize motion and instructions regarding service.
19-Apr-24	Kenneth Kraft	Review and finalize report and motion record and service email.
22-Apr-24	Amanda Campbell	Work on Fee Affidavit of Skip Strauss.
22-Apr-24	Sara-Ann Wilson	Emails regarding fee affidavit of Jim Irving and review . Review fee affidavit of Skip Straus and instructions. Review update email from Allan Rutman.
24-Apr-24	Sara-Ann Wilson	Receipt and review of notice of discontinuance. Review email from Adam Wygodny. Instructions regarding confirming service list.
29-Apr-24	Sara-Ann Wilson	Revise and finalize Supplemental Report and draft Ancillary Order.
30-Apr-24	Sara-Ann Wilson	Email supplemental report and updated draft order to Allan Rutman . Receipt of fee affidavit. Revise supplemental report and draft order and email to Allan Rutman.

Timekeeper	Hours	Rate	Fees
Amanda Campbell	0.7	180.00	126.00
Kenneth Kraft	0.5	1,145.00	572.50
Sara-Ann Wilson	3.0	885.00	2,655.00
Total	4.2		\$3,353.50

TOTAL PROFESSIONAL FEES \$ **3,353.50**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 100.61

TOTAL TAXABLE OTHER FEES/CHARGES \$ **100.61**

TOTAL OTHER FEES/CHARGES **100.61**

TOTAL FEES AND OTHER FEES/CHARGES \$ **3,454.11**

TAXES

HST (13.0%) on Professional Fees of \$3,353.50 \$ 435.96

HST (13.0%) on Taxable Disbursements of \$100.61 13.08

TOTAL TAXES **449.04**

TOTAL AMOUNT DUE **\$ 3,903.15 CAD**

342

DENTONS

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

T 416 863 4511
F 416 863 4592

dentons.com

Zeifman Partners Inc.
201 Bridgeland Avenue
Toronto ON M6A 1Y7

Attention: Allan Rutman
Partner

INVOICE # 3856070

GST/HST # R121996078
QST # 1086862448 TQ 0001

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 11, 2024	584164-000009	Kenneth Kraft

Zeifman Partners Inc.
Re: Receivership of Legacy Lifestyle Trailwinds Limited
Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy
Lifestyle Trailwinds Property LLC

Professional Fees	\$ 10,567.50
Other Fees/Charges	317.03
	<hr/>
HST (13.0%) on \$10,884.53	1,414.99
	<hr/>
Total Amount Due	<u><u>\$ 12,299.52</u></u> CAD

DENTONS CANADA LLP

Per: 

Kenneth Kraft

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Trailwinds Limited
Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy
Lifestyle Trailwinds Property LLC

INVOICE 38569703

Page 2 of 4

Matter # 584164-000009

Payment Options:**Cheques:**

Cheques payable to Dentons Canada LLP
and mailed to the following address:
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON Canada M5K 0A1

Interac e-Transfer:

e-Transfer funds to AR.Canada@dentons.com
referencing invoice number in message. Auto-deposit
is setup on our accounts and therefore no password
required.

Wire Transfer / EFT:

Bank of Montreal
1st Canadian Place, Toronto, ON M5X 1A3
Swift Code: BOFMCAM2

Credit Card:

To pay online with a credit card, visit
<https://www.dentons.com/canada-CADpay>.

Alternatively, credit card payment is accepted via telephone at 1-888-444-8859.
You will require your invoice number and amount to pay.

Internet Banking:

Accepted at most financial institutions. Your payee is Dentons Canada LLP and
reference your payee account number (client ID) as 584164. Please email us at
AR.Canada@dentons.com referencing invoice number and payment amount.

Bank ID: 001 Transit: 00022
CAD Funds Bank Account: 0004-324 (or 00020004324)
Routing: 000100022

For wire or EFT payments, please email remittance to AR.Canada@dentons.com referencing invoice number and payment amount.
Payment due on receipt. Interest will be charged at the rate of 8% per annum on all outstanding amounts over 30 days.

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Trailwinds Limited
Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy
Lifestyle Trailwinds Property LLC

INVOICE 3856974

Page 3 of 4

Matter # 584164-000009

Invoice Detail

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

Date	Timekeeper	Description of Work
03-May-24	Sara-Ann Wilson	Review and respond to email from Allan Rutman. Review and finalize orders and instructions regarding same. Call with Allan Rutman.
06-May-24	Sara-Ann Wilson	Prepare for and argue motion for approval of fees and other relief.
08-May-24	Kenneth Kraft	Email exchanges and call with Jim Irving to update him on matters and to prepare for US status hearing.
09-May-24	Sara-Ann Wilson	Emails regarding court hearing dates. Instructions regarding request form and review same.
09-May-24	Kenneth Kraft	Update exchanges on timing and sale process.
10-May-24	Sara-Ann Wilson	Review correspondence to and from court.
13-May-24	Sara-Ann Wilson	Instructions regarding following up with court. Review email.
14-May-24	Sara-Ann Wilson	Draft Fifth Report. Instructions regarding confidential appendices and consider same. Emails to and from Allan Rutman. Consider approval of Trailwinds and Soundair test.
14-May-24	Kenneth Kraft	Email exchanges with Jim Irving regarding timing to bring US sale approval motion.
15-May-24	Sara-Ann Wilson	Continue drafting fifth report. Draft approval and vesting orders. Draft ancillary order. Review and revise confidential appendices.
29-May-24	Sara-Ann Wilson	Review emails from Ken Kraft and Jim Irving. Draft claims procedure order. Continue drafting Fifth Report.
29-May-24	Kenneth Kraft	Prepare for and attend Ch. 15 status hearing and draft update email.
30-May-24	Sara-Ann Wilson	Discussion with Ken Kraft regarding service of report. Revise Fifth Report.
30-May-24	Kenneth Kraft	Follow up on timing to serve US materials and draft approval order. Review draft order. Discuss outstanding report issues with Sara-Ann Wilson and potential need to bifurcate US approval. Email to confirm transaction is now firm.
31-May-24	Sara-Ann Wilson	Email draft report and orders to Allan Rutman and review comments and response. Review email from Ken Kraft.
31-May-24	Kenneth Kraft	Email exchanges on timing and moving forward with court approval. Email to Doug Waldorf on opinion

DENTONS CANADA LLP

Zeifman Partners Inc.

Re: Receivership of Legacy Lifestyle Trailwinds Limited
Partnership, Legacy Lifestyle Trailwinds GP Inc., and Legacy
Lifestyle Trailwinds Property LLC

INVOICE 38569705

Page 4 of 4

Matter # 584164-000009

Date	Timekeeper	Description of Work
		regarding LP's security to support claim process and response from him. Compile security package for opinion purposes.

Timekeeper	Hours	Rate	Fees
Kenneth Kraft	1.5	1,145.00	1,717.50
Sara-Ann Wilson	10.0	885.00	8,850.00
Total	11.5		\$10,567.50

TOTAL PROFESSIONAL FEES \$ **10,567.50**

TAXABLE OTHER FEES/CHARGES

Technology & Administration Fee \$ 317.03

TOTAL TAXABLE OTHER FEES/CHARGES \$ **317.03**

TOTAL OTHER FEES/CHARGES **317.03**

TOTAL FEES AND OTHER FEES/CHARGES \$ **10,884.53**

TAXES

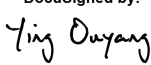
HST (13.0%) on Professional Fees of \$10,567.50 \$ 1,373.78

HST (13.0%) on Taxable Disbursements of \$317.03 41.21

TOTAL TAXES **1,414.99**

TOTAL AMOUNT DUE \$ **12,299.52** CAD

THIS IS EXHIBIT "F" REFERRED TO IN THE
AFFIDAVIT OF KENNETH KRAFT AFFIRMED
BEFORE ME THIS 14th DAY OF JUNE, 2024.

DocuSigned by:

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

EXHIBIT “F”**Summary of Invoices and Calculation of Average Hourly Billing Rates of Dentons Canada LLP****The Period of March 1, 2024, to May 31, 2024*****Longleaf Property***

Date	Invoice No.	Fees	Disbursements	Tax	Hours	Average Rate	Total
May 7, 2024	3846502	3,582.50	446.48	479.70	4.4	736.67	4,508.68
June 11, 2024	3856065	671.50	359.15	89.92	0.7	1,015.00	1,120.57
Totals:		\$4,254.00	\$ 805.63	\$ 569.62	5.1	\$ 875.84	\$5,629.25

Summerlin Property

Date	Invoice No.	Fees	Disbursements	Tax	Hours	Average Rate	Total
May 7, 2024	3846504	11,813.00	354.39	1,581.76	13.1	736.67	13,749.15
June 11, 2024	3856066	7,923.00	237.69	1,060.89	8.6	1,015.00	9,221.58
Totals:		\$19,736.00	\$ 592.08	\$2,642.65	21.7	\$ 875.84	\$22,970.73

Destin Property

Date	Invoice No.	Fees	Disbursements	Tax	Hours	Average Rate	Total
May 7, 2024	3846505	24,253.50	727.61	3,247.55	25.6	736.67	28,228.66
June 11, 2024	3856068	4,960.50	148.82	664.22	4.9	1,015.00	5,773.54
Totals:		\$29,214.00	\$ 876.43	\$3,911.77	30.5	\$ 875.84	\$34,002.20

Ocoee Property

Date	Invoice No.	Fees	Disbursements	Tax	Hours	Average Rate	Total
May 7, 2024	3846507	3,317.50	99.53	444.22	4.0	736.67	3,861.25
June 11, 2024	3856069	671.50	50.15	89.92	0.7	1,015.00	781.57
Totals:		\$3,989.00	\$ 149.68	\$ 534.14	4.7	\$ 875.84	\$4,642.82

Trailwinds Property

Date	Invoice No.	Fees	Disbursements	Tax	Hours	Average Rate	Total
May 7, 2024	3846508	3,353.50	100.61	449.04	4.2	736.67	3,903.15
June 11, 2023	3856070	10,567.50	317.03	1,414.99	11.5	1,015.00	12,299.52
Totals:		\$13,921.00	\$ 417.64	\$1,864.03	15.7	\$ 875.84	\$16,202.67

Property	Fees	Disbursements	HST	Total
Longleaf	4,254.00	805.63	569.62	5,629.25
Summerlin	19,736.00	592.08	2,642.65	22,970.73
Destin	29,214.00	876.43	3,911.77	34,002.20
Ocoee	3,989.00	149.68	534.14	4,642.82
Trailwinds/Wildwood	13,921.00	417.64	1,864.03	16,202.67
Total:	\$71,114.00	\$2,841.46	\$9,522.21	\$83,447.67

THIS IS EXHIBIT "G" REFERRED TO IN THE
AFFIDAVIT OF KENNETH KRAFT AFFIRMED
BEFORE ME THIS 14th DAY OF JUNE, 2024.

DocuSigned by:

Ying Ouyang

EAED8D28A89144A...

A Commissioner for Taking Affidavits, etc.

EXHIBIT “G”

**Standard Billing Rates of Dentons Canada LLP
The Period of March 1, 2024, to May 31, 2024**

	<u>Standard Rate</u>	<u>Year of Call</u>
Kenneth Kraft	\$1,145	1991
Sara-Ann Wilson	\$885	2008
Amanda Campbell	\$180	Legal Assistant

Court File No. CV-22-00674717-00CL& CV-21-00668821-00CL

Court File No. CV-21-00668821-00CL

BERKID INVESTMENTS LIMITED
Plaintiff

and

HUNTER MILBORNE et al.
Defendants

Court File No. CV-22-00674717-00CL

LEGACY LIFESTYLES DESTIN LP, et al.
Applicants

and

LEGACY LIFESTYLES DESTIN PROPERTY LLC, et al.
Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF KENNETH KRAFT

DENTONS CANADA LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1

Kenneth Kraft (LSO # 31919P)

Tel: 416-863-4374

Fax: 416 863-4592

kenneth.kraft@dentons.com

Sara-Ann Wilson (LSO # 56016C)

Tel: (416) 863-4402

sara.wilson@dentons.com

Lawyers for Zeifman Partners Inc., in its capacity as Court-appointed Receiver

Confidential Appendix “1”
to the Fifth Report of the Receiver

REDACTED

Confidential Appendix “2”
to the Fifth Report of the Receiver

REDACTED

Confidential Appendix “3”
to the Fifth Report of the Receiver

REDACTED

Confidential Appendix “4”
to the Fifth Report of the Receiver

REDACTED

Confidential Appendix “5”
to the Fifth Report of the Receiver

REDACTED

Confidential Appendix “6”
to the Fifth Report of the Receiver

REDACTED

Confidential Appendix “7”
to the Fifth Report of the Receiver

REDACTED

BERKID INVESTMENTS LIMITED
Plaintiff

and

Court File No. CV-21-00668821-00CL
HUNTER MILBORNE et al.
Defendants

LEGACY LIFESTYLES DESTIN LP, et al.
Applicants

and

Court File No. CV-22-00674717-00CL
LEGACY LIFESTYLES DESTIN PROPERTY LLC, et al.
Respondents

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) PROCEEDING COMMENCED AT TORONTO	
FIFTH REPORT OF THE RECEIVER	
DENTONS CANADA LLP 77 King Street West, Suite 400 Toronto-Dominion Centre Toronto, ON M5K 0A1 Kenneth Kraft (LSO # 31919P) Tel: 416-863-4374 Fax: 416 863-4592 kenneth.kraft@dentons.com Sara-Ann Wilson (LSO # 56016C) Tel: (416) 863-4402 sara.wilson@dentons.com <i>Lawyers for Zeifman Partners Inc., in its capacity as Court-appointed Receiver</i>	

Tab 3

Court File No. CV-22-00674717-00CL & CV-21-00668821-00CL

Court File No. CV-21-00668821-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)	WEDNESDAY, THE 26th
)	
JUSTICE STEELE)	DAY OF JUNE, 2024

BETWEEN:

BERKID INVESTMENTS LIMITED, ROBERT BARRON, THORNBRIDGE CAPITAL INC., LUCY BER, SUSAN LATREMOILLE, JAMES MACDONALD, SCOTT TUPLING, NADA TUPLING, TMP INVESTMENTS INC., MARK PIEROG, TARA PIEROG, RON LAPSKER, 1392530 ONTARIO INC., LANGFORD GRAIN INC., FORE BEARS FORENSIC SCIENCE INC., FESTIVUS HOLDINGS INC., STEVEN FREIMAN AND GREGORY IP

Plaintiffs

- and -

HUNTER MILBORNE, GREGORY MARCHANT, MM REALTY PARTNERS INTERNATIONAL, MM REALTY PARTNERS INTERNATIONAL INC., LEGACY LIFESTYLE DESTIN LIMITED PARTNERSHIP, LEGACY LIFESTYLE DESTIN GP INC., LEGACY LIFESTYLE SUMMERLIN LIMITED PARTNERSHIP, LEGACY LIFESTYLE SUMMERLIN GP INC. LEGACY LIFESTYLE TRAILWINDS LIMITED PARTNERSHIP, LEGACY LIFESTYLE TRAILWINDS GP INC., WAVERLEY CORPORATE FINANCE SERVICES LTD. and MORGAN MARCHANT

Defendants

Court File No. CV-22-00674717-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**LEGACY LIFESTYLES DESTIN LP, LEGACY LIFESTYLES TRAILWINDS LP,
LEGACY LIFESTYLES SUMMERLIN LP, LEGACY LIFESTYLES OCOEE LP,
LEGACY LIFESTYLES LONGLEAF LP**

Applicants

- and -

**LEGACY LIFESTYLES DESTIN PROPERTY LLC, LEGACY LIFESTYLES
TRAILWINDS PROPERTY LLC, LEGACY LIFESTYLES FORT MYERS PROPERTY
LLC, LEGACY LIFESTYLES OCOEE PROPERTY LLC, , LEGACY LIFESTYLES
LONGLEAF PROPERTY LLC**

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C., C. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990, C. C-43, as amended

**APPROVAL AND VESTING ORDER
(Fort Myers Property)**

THIS MOTION, made by Zeifman Partners Inc., in its capacity as the court-appointed receiver (the “**Receiver**”) of the assets, undertakings and properties of Legacy Lifestyles Destin LP, Legacy Lifestyles Destin GP Inc., Legacy Lifestyles Summerlin LP, Legacy Lifestyles Summerlin GP Inc., Legacy Lifestyles Trailwinds LP, Legacy Lifestyles Trailwinds GP Inc., Legacy Lifestyles Ocoee LP, Legacy Lifestyles Ocoee GP Inc., Legacy Lifestyles Longleaf LP, Legacy Lifestyles Longleaf GP Inc., Legacy Lifestyles Destin Property LLC, Legacy Lifestyles Trailwinds Property LLC, Legacy Lifestyles Ft. Myers Property LLC (“**Fort Myers Property LLC**”), Legacy Lifestyles Ocoee Property LLC and Legacy Lifestyles Longleaf Property LLC (collectively, the “**Debtors**”) for an order approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Receiver and Summerlin Landings, LLC (the “**Purchaser**”) dated May 9, 2024 and appended to the Fifth Report of the Receiver dated June 17, 2024 (the “**Fifth Report**”), and vesting in the

Purchaser the right, title and interest of Fort Myers Property LLC in and to the real property located in Lee County, Florida, identified as Parcel ID Nos. 11-46-23-04-00000.0020 and 11-46-23-04-00000.0030, as more particularly described on Exhibit “A” to the Sale Agreement (the “**Property**”), was heard this day at 330 University Avenue, Toronto, Ontario via Zoom.

ON READING the Fifth Report, the affidavit of Allan Rutman affirmed June 4, 2024, the affidavit of Kenneth Kraft affirmed June 14, 2024, the Factum of the Receiver dated June ●, 2024, and on hearing the submissions of counsel for the Receiver, and any such other counsel and parties as listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of ● sworn ●, 2024, filed:

1. **THIS COURT ORDERS** that the time for service of the Amended Notice of Motion and Supplemental Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction, the conveyance of the Property to the Purchaser, and the discharge of all Encumbrances (defined herein).

3. **THIS COURT ORDERS AND DECLARES** that upon the closing of the Transaction, all of Fort Myers Property LLC’s right, title and interest in and to the Property shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Amended Order of the Honourable Justice Conway, dated February 11, 2022, as amended; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively

referred to as the “**Encumbrances**”) and, for greater certainty, this Court orders that upon the closing of the Transaction all of the Encumbrances affecting or relating to the Property are hereby expunged and discharged as against the Property.

4. **THIS COURT ORDERS** that, for the avoidance of doubt, the Receiver is hereby authorized and directed to take such steps and execute such documents as may be necessary or desirable to discharge the following mortgages from title to the Property:

- (a) mortgage granted to Hillmount Capital Inc. (“**Hillmount**”) pursuant to the Mortgage and Security Agreement, dated May 23, 2022, recorded on May 26, 2022, in Clerk’s Instrument #2022000177467 of the Public Records of Lee County, Florida (the “**Hillmount Mortgage**”), as amended; and
- (b) mortgage granted to Legacy Lifestyles Summerlin LP, dated October 5, 2016, recorded in the Public Records of Lee County, Florida, which mortgage shall be discharged without payment or other consideration paid to the mortgagee on discharge.

5. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Property shall stand in the place and stead of the Property, and that from and after the Time of Closing (as defined in the Sale Agreement) all Claims and Encumbrances shall attach to the net proceeds from the sale of the Property with the same priority as they had with respect to the Property immediately prior to the sale, as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed, on the closing of the Transaction, to distribute to Hillmount that portion of the net proceeds from the sale of the Property required to pay in full and discharge the Hillmount Mortgage, as detailed on a payout statement issued by Hillmount.

7. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a certificate confirming that the Transaction has closed, forthwith after the closing of the Transaction.

8. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors;

the vesting of the Property in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order. Specifically, and for the avoidance of doubt, the Receiver is hereby authorized as the Foreign Representative in the jointly administered cases proceeding as *In re Legacy Lifestyles Destin LP, et al.*, Chapter 15 Bankruptcy Case No. 22-01246 before the United States Bankruptcy Court for the Middle District of Florida to seek entry of an order authorizing the effectiveness of this Order within the United States and the sale of the Property free and clear of liens, claims and encumbrances pursuant to sections 105(a), 363(b), 363(f) and 1521(a)(7) of title 11 of the United States Code.

BERKID INVESTMENTS LIMITED
Plaintiff

and

Court File No. CV-21-00668821-00CL
HUNTER MILBORNE et al.
Defendants

LEGACY LIFESTYLES DESTIN LP, et al.
Applicants

and

Court File No. CV-22-00674717-00CL
LEGACY LIFESTYLES DESTIN PROPERTY LLC, et al.
Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

APPROVAL AND VESTING ORDER
(Fort Myers Property)

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*Lawyers for Zeifman Partners Inc., in its capacity as Court-
appointed Receiver*

Tab 4

Court File No. CV-22-00674717-00CL & CV-21-00668821-00CL

Court File No. CV-21-00668821-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) ~~WEEKDAY~~WEDNESDAY, THE #26th
JUSTICE STEELE)
DAY OF ~~MONTH~~JUNE, ~~20YR~~2024

~~BETWEEN~~BETWEEN:

~~PLAINTIFF~~

BERKID INVESTMENTS LIMITED, ROBERT BARRON, THORNBRIDGE CAPITAL
INC., LUCY BER, SUSAN LATREMOILLE, JAMES MACDONALD, SCOTT
TUPLING, NADA TUPLING, TMP INVESTMENTS INC., MARK PIEROG, TARA
PIEROG, RON LAPSKER, 1392530 ONTARIO INC., LANGFORD GRAIN INC., FORE
BEARS FORENSIC SCIENCE INC., FESTIVUS HOLDINGS INC., STEVEN FREIMAN
AND GREGORY IP

~~Plaintiff~~Plaintiffs

- and -

~~DEFENDANT~~

HUNTER MILBORNE, GREGORY MARCHANT, MM REALTY PARTNERS
INTERNATIONAL, MM REALTY PARTNERS INTERNATIONAL INC., LEGACY
LIFESTYLE DESTIN LIMITED PARTNERSHIP, LEGACY LIFESTYLE DESTIN GP
INC., LEGACY LIFESTYLE SUMMERLIN LIMITED PARTNERSHIP, LEGACY
LIFESTYLE SUMMERLIN GP INC. LEGACY LIFESTYLE TRAILWINDS LIMITED
PARTNERSHIP, LEGACY LIFESTYLE TRAILWINDS GP INC., WAVERLEY
CORPORATE FINANCE SERVICES LTD. and MORGAN MARCHANT

~~Defendant~~

Defendants

Court File No. CV-22-00674717-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

LEGACY LIFESTYLES DESTIN LP, LEGACY LIFESTYLES TRAILWINDS LP,
LEGACY LIFESTYLES SUMMERLIN LP, LEGACY LIFESTYLES OCOEE LP,
LEGACY LIFESTYLES LONGLEAF LP

Applicants

- and -

LEGACY LIFESTYLES DESTIN PROPERTY LLC, LEGACY LIFESTYLES
TRAILWINDS PROPERTY LLC, LEGACY LIFESTYLES FORT MYERS PROPERTY
LLC, LEGACY LIFESTYLES OCOEE PROPERTY LLC, , LEGACY LIFESTYLES
LONGLEAF PROPERTY LLC

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C., C. B-3,
as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990, C. C-43, as amended

APPROVAL AND VESTING ORDER
(Fort Myers Property)

THIS MOTION, made by ~~[RECEIVER'S NAME]~~ Zeifman Partners Inc., in its capacity as the ~~Court-appointed~~ court-appointed receiver (the "~~Reeeiver~~" ~~of the undertaking, property and assets of [DEBTOR] (the "Debtor"~~ "**Receiver**") of the assets, undertakings and properties of Legacy Lifestyles Destin LP, Legacy Lifestyles Destin GP Inc., Legacy Lifestyles Summerlin LP, Legacy Lifestyles Summerlin GP Inc., Legacy Lifestyles Trailwinds LP, Legacy Lifestyles Trailwinds GP Inc., Legacy Lifestyles Ocoee LP, Legacy Lifestyles Ocoee GP Inc., Legacy Lifestyles Longleaf LP, Legacy Lifestyles Longleaf GP Inc., Legacy Lifestyles Destin Property LLC, Legacy Lifestyles Trailwinds Property LLC, Legacy Lifestyles Ft. Myers Property LLC ("Fort Myers Property LLC"), Legacy Lifestyles Ocoee Property LLC and Legacy Lifestyles Longleaf Property LLC (collectively, the "**Debtors**") for an order approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Receiver and ~~[NAME OF PURCHASER]~~ Summerlin Landings, LLC (the

"Purchaser") dated ~~[DATE]~~May 9, 2024 and appended to the Fifth Report of the Receiver dated ~~[DATE]~~June 17, 2024 (the "Fifth Report"), and vesting in the Purchaser the ~~Debtor's~~ right, title and interest ~~in and to the assets described in~~ of Fort Myers Property LLC in and to the real property located in Lee County, Florida, identified as Parcel ID Nos. 11-46-23-04-00000.0020 and 11-46-23-04-00000.0030, as more particularly described on Exhibit "A" to the Sale Agreement (the "~~Purchased Assets~~" "Property"), was heard this day at 330 University Avenue, Toronto, Ontario via Zoom.

ON READING the Fifth Report, the affidavit of Allan Rutman affirmed June 4, 2024, the affidavit of Kenneth Kraft affirmed June 14, 2024, the Factum of the Receiver dated June 1, 2024, and on hearing the submissions of counsel for the Receiver, ~~[NAMES OF OTHER PARTIES APPEARING]~~ and any such other counsel and parties as listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of ~~[NAME]~~ 1 sworn ~~[DATE]~~ 1, 2024, filed¹:

1. THIS COURT ORDERS that the time for service of the Amended Notice of Motion and Supplemental Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved,² and the execution of the Sale Agreement by the Receiver³ is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction ~~and for~~₂ the conveyance of

¹~~This model order assumes that the time for service does not need to be abridged. The motion seeking a vesting order should be served on all persons having an economic interest in the Purchased Assets, unless circumstances warrant a different approach. Counsel should consider attaching the affidavit of service to this Order.~~

²~~In some cases, notably where this Order may be relied upon for proceedings in the United States, a finding that the Transaction is commercially reasonable and in the best interests of the Debtor and its stakeholders may be necessary. Evidence should be filed to support such a finding, which finding may then be included in the Court's endorsement.~~

³~~In some cases, the Debtor will be the vendor under the Sale Agreement, or otherwise actively involved in the Transaction. In those cases, care should be taken to ensure that this Order authorizes either or both of the Debtor and the Receiver to execute and deliver documents, and take other steps.~~

the ~~Purchased Assets~~Property to the Purchaser, and the discharge of all Encumbrances (defined herein).

23. **THIS COURT ORDERS AND DECLARES** that upon the ~~delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "Receiver's Certificate"); all of the Debtor's~~closing of the Transaction, all of Fort Myers Property LLC's right, title and interest in and to the ~~Purchased Assets described in the Sale Agreement [and listed on Schedule B hereto]~~Property shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims"⁴) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Amended Order of the Honourable Justice ~~[NAME]~~Conway, dated ~~[DATE]~~February 11, 2022, as amended; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; ~~and (iii) those Claims listed on Schedule C hereto~~ (all of which are collectively referred to as the "Encumbrances", ~~which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D~~) and, for greater certainty, this Court orders that upon the closing of the Transaction all of the Encumbrances affecting or relating to the ~~Purchased Assets~~Property are hereby expunged and discharged as against the ~~Purchased Assets~~Property.

34. **THIS COURT ORDERS** that ~~upon the registration in the Land Registry Office for the [Registry Division of {LOCATION}] of a Transfer/Deed of Land in the form prescribed by the~~

⁴To allow this Order to be free standing (and not require reference to the Court record and/or the Sale Agreement), it may be preferable that the Purchased Assets be specifically described in a Schedule.

⁵The "Claims" being vested out may, in some cases, include ownership claims, where ownership is disputed and the dispute is brought to the attention of the Court. Such ownership claims would, in that case, still continue as against the net proceeds from the sale of the claimed asset. Similarly, other rights, titles or interests could also be vested out, if the Court is advised what rights are being affected, and the appropriate persons are served. It is the Subcommittee's view that a non-specific vesting out of "rights, titles and interests" is vague and therefore undesirable.

~~Land Registration Reform Act~~ duly executed by the Receiver][~~Land Titles Division of {LOCATION} of an Application for Vesting Order in the form prescribed by the Land Titles Act and/or the Land Registration Reform Act]~~⁶, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the “Real Property”) in fee simple, and is hereby directed to delete and expunge, for the avoidance of doubt, the Receiver is hereby authorized and directed to take such steps and execute such documents as may be necessary or desirable to discharge the following mortgages from title to the ~~Real Property~~ all of the Claims listed in Schedule C hereto;

(a) mortgage granted to Hillmount Capital Inc. (“Hillmount”) pursuant to the Mortgage and Security Agreement, dated May 23, 2022, recorded on May 26, 2022, in Clerk’s Instrument #2022000177467 of the Public Records of Lee County, Florida (the “Hillmount Mortgage”), as amended; and

(b) mortgage granted to Legacy Lifestyles Summerlin LP, dated October 5, 2016, recorded in the Public Records of Lee County, Florida, which mortgage shall be discharged without payment or other consideration paid to the mortgagee on discharge.

45. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds⁷ from the sale of the ~~Purchased Assets~~Property shall stand in the place and stead of the ~~Purchased Assets~~Property, and that from and after the ~~delivery of the Receiver's Certificate~~Time of Closing (as defined in the Sale Agreement) all Claims and Encumbrances shall attach to the net proceeds from the sale of the ~~Purchased Assets~~Property with the same priority as they had with respect to the ~~Purchased Assets~~Property immediately prior to the sale⁸,

⁶~~Elect the language appropriate to the land registry system (Registry vs. Land Titles).~~

⁷~~The Report should identify the disposition costs and any other costs which should be paid from the gross sale proceeds, to arrive at "net proceeds".~~

⁸~~This provision crystallizes the date as of which the Claims will be determined. If a sale occurs early in the insolvency process, or potentially secured claimants may not have had the time or the ability to register or perfect proper claims prior to the sale, this provision may not be appropriate, and should be amended to remove this crystallization concept.~~

as if the ~~Purchased Assets~~Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS that the Receiver is hereby authorized and directed, on the closing of the Transaction, to distribute to Hillmount that portion of the net proceeds from the sale of the Property required to pay in full and discharge the Hillmount Mortgage, as detailed on a payout statement issued by Hillmount.

57. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a ~~copy of the Receiver's Certificate~~certificate confirming that the Transaction has closed, forthwith after ~~delivery thereof~~the closing of the Transaction.

~~6. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada Personal Information Protection and Electronic Documents Act, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Company's records pertaining to the Debtor's past and current employees, including personal information of those employees listed on Schedule "●" to the Sale Agreement. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.~~

78. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the ~~Debtor~~Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the ~~Debtor~~Debtors;

the vesting of the ~~Purchased Assets~~Property in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the ~~Debtor~~Debtors and shall not be void or voidable by creditors of the ~~Debtor~~Debtors, nor shall it constitute nor be

deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. ~~THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).~~

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order. Specifically, and for the avoidance of doubt, the Receiver is hereby authorized as the Foreign Representative in the jointly administered cases proceeding as In re Legacy Lifestyles Destin LP, et al., Chapter 15 Bankruptcy Case No. 22-01246 before the United States Bankruptcy Court for the Middle District of Florida to seek entry of an order authorizing the effectiveness of this Order within the United States and the sale of the Property free and clear of liens, claims and encumbrances pursuant to sections 105(a), 363(b), 363(f) and 1521(a)(7) of title 11 of the United States Code.

Schedule A—Form of Receiver's Certificate

Court File No. _____

ONTARIO**SUPERIOR COURT OF JUSTICE****COMMERCIAL LIST****BETWEEN:****PLAINTIFF**

Plaintiff

—and—

DEFENDANT

Defendant

RECEIVER'S CERTIFICATE**RECITALS**

A. Pursuant to an Order of the Honourable [NAME OF JUDGE] of the Ontario Superior Court of Justice (the "Court") dated [DATE OF ORDER], [NAME OF RECEIVER] was appointed as the receiver (the "Receiver") of the undertaking, property and assets of [DEBTOR] (the "Debtor").

B. Pursuant to an Order of the Court dated [DATE], the Court approved the agreement of purchase and sale made as of [DATE OF AGREEMENT] (the "Sale Agreement") between the Receiver [Debtor] and [NAME OF PURCHASER] (the "Purchaser") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in section 4 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

- 1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
- 2. The conditions to Closing as set out in section 1 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
- 3. The Transaction has been completed to the satisfaction of the Receiver.
- 4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

[NAME OF RECEIVER], in its capacity as Receiver of the undertaking, property and assets of [DEBTOR], and not in its personal capacity

Per: _____

Name:

Title:

Court File No. CV-22-00674717-00CL& CV-21-006

Court File No. CV-21-006

INVESTMENTS LIMITED

and

HUNTER MILBO

Court File No. CV-22-006

LIFESTYLES DESTIN LP, et al.

and

LEGACY LIFESTYLES DESTIN PROPERTY

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORO

APPROVAL AND VESTING OR
(Fort Myers Property)

DENTONS CANADA LLP77 King Street West, Suite 400Toronto-Dominion CentreToronto, ON M5K 0A1**Kenneth Kraft (LSO # 31919P)**Tel: 416-863-4374Fax: 416 863-4592kenneth.kraft@dentons.com**Sara-Ann Wilson (LSO # 56016C)**Tel: 416-863-4402sara.wilson@dentons.comLawyers for Zeifman Partners Inc., in its capacity as
Court-appointed Receiver

| ~~Schedule C—Claims to be deleted and expunged from title to Real Property~~

~~Schedule D—Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property
(unaffected by the Vesting Order)~~

Summary report: Litera Compare for Word 11.4.0.111 Document comparison done on 6/17/2024 9:38:56 AM	
Style name: Underline Strikethrough	
Intelligent Table Comparison: Active	
Original filename: C:\Users\campbellam\OneDrive - Dentons\Documents\AB, BC and CL Model Orders\approval-and-vesting-order-EN.doc	
Modified DMS: iw://worksite.ca.dentons.com/NATDOCS/78322016/2	
Changes:	
<u>Add</u>	93
Delete	125
Move From	4
<u>Move To</u>	4
<u>Table Insert</u>	1
Table Delete	1
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	228

Tab 5

Court File No. CV-22-00674717-00CL & CV-21-00668821-00CL

Court File No. CV-21-00668821-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)	WEDNESDAY, THE 26th
)	
JUSTICE STEELE)	DAY OF JUNE, 2024

BETWEEN:

BERKID INVESTMENTS LIMITED, ROBERT BARRON, THORNBRIDGE CAPITAL INC., LUCY BER, SUSAN LATREMOILLE, JAMES MACDONALD, SCOTT TUPLING, NADA TUPLING, TMP INVESTMENTS INC., MARK PIEROG, TARA PIEROG, RON LAPSKER, 1392530 ONTARIO INC., LANGFORD GRAIN INC., FORE BEARS FORENSIC SCIENCE INC., FESTIVUS HOLDINGS INC., STEVEN FREIMAN AND GREGORY IP

Plaintiffs

- and -

HUNTER MILBORNE, GREGORY MARCHANT, MM REALTY PARTNERS INTERNATIONAL, MM REALTY PARTNERS INTERNATIONAL INC., LEGACY LIFESTYLE DESTIN LIMITED PARTNERSHIP, LEGACY LIFESTYLE DESTIN GP INC., LEGACY LIFESTYLE SUMMERLIN LIMITED PARTNERSHIP, LEGACY LIFESTYLE SUMMERLIN GP INC. LEGACY LIFESTYLE TRAILWINDS LIMITED PARTNERSHIP, LEGACY LIFESTYLE TRAILWINDS GP INC., WAVERLEY CORPORATE FINANCE SERVICES LTD. and MORGAN MARCHANT

Defendants

Court File No. CV-22-00674717-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**LEGACY LIFESTYLES DESTIN LP, LEGACY LIFESTYLES TRAILWINDS LP,
LEGACY LIFESTYLES SUMMERLIN LP, LEGACY LIFESTYLES OCOEE LP,
LEGACY LIFESTYLES LONGLEAF LP**

Applicants

- and -

**LEGACY LIFESTYLES DESTIN PROPERTY LLC, LEGACY LIFESTYLES
TRAILWINDS PROPERTY LLC, LEGACY LIFESTYLES FORT MYERS PROPERTY
LLC, LEGACY LIFESTYLES OCOEE PROPERTY LLC, , LEGACY LIFESTYLES
LONGLEAF PROPERTY LLC**

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C., C. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990, C. C-43, as amended

**APPROVAL AND VESTING ORDER
(Trailwinds Property)**

THIS MOTION, made by Zeifman Partners Inc., in its capacity as the court-appointed receiver (the “**Receiver**”) of the assets, undertakings and properties of Legacy Lifestyles Destin LP, Legacy Lifestyles Destin GP Inc., Legacy Lifestyles Summerlin LP, Legacy Lifestyles Summerlin GP Inc., Legacy Lifestyles Trailwinds LP, Legacy Lifestyles Trailwinds GP Inc., Legacy Lifestyles Ocoee LP, Legacy Lifestyles Ocoee GP Inc., Legacy Lifestyles Longleaf LP, Legacy Lifestyles Longleaf GP Inc., Legacy Lifestyles Destin Property LLC, Legacy Lifestyles Trailwinds Property LLC (“**Trailwinds Property LLC**”), Legacy Lifestyles Ft. Myers Property LLC, Legacy Lifestyles Ocoee Property LLC and Legacy Lifestyles Longleaf Property LLC (collectively, the “**Debtors**”) for an order approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Receiver and Cameron General Contractors, Incorporated (the “**Purchaser**”) dated June 12, 2023 and appended to the Fifth Report of the Receiver dated June 17, 2024 (the “**Fifth Report**”), and

vesting in the Purchaser the right, title and interest of Trailwinds Property LLC in and to the real property located in Wildwood, Sumter County, Florida identified as Parcel ID# G04LRI-001, as more particularly described on Exhibit “A” to the Sale Agreement (the “**Property**”), was heard this day at 330 University Avenue, Toronto, Ontario via Zoom.

ON READING the Fifth Report, the affidavit of Allan Rutman affirmed June 4, 2024, the affidavit of Kenneth Kraft affirmed June 14, 2024, the Factum of the Receiver dated June ●, 2024, and on hearing the submissions of counsel for the Receiver, and any such other counsel and parties as listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of ● sworn ●, 2024, filed:

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction, the conveyance of the Property to the Purchaser, and the discharge of all Encumbrances (defined herein).

2. **THIS COURT ORDERS AND DECLARES** that upon the closing of the Transaction, all of Trailwinds Property LLC’s right, title and interest in and to the Property shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Amended Order of the Honourable Justice Conway, dated February 11, 2022, as amended; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the “**Encumbrances**”) and, for greater certainty, this Court orders that upon the closing of the Transaction all of the Encumbrances affecting or relating to the Property are hereby expunged and discharged as against the Property.

3. **THIS COURT ORDERS** that, for the avoidance of doubt, the Receiver is hereby authorized and directed to take such steps and execute such documents as may be necessary or desirable to discharge the following mortgages from title to the Property:

- (a) mortgage granted to Hillmount Capital Inc. (“**Hillmount**”) pursuant to the Mortgage and Security Agreement, dated May 23, 2022, recorded on June 2, 2022, in Clerk’s Instrument #202260028494 of the Public Records of Sumter County, Florida (the “**Hillmount Mortgage**”), as amended; and
- (b) mortgage granted to Legacy Lifestyles Trailwinds LP, dated May 15, 2017, recorded on May 23, 2017 in the Public Records of Sumter County, Florida, which mortgage shall be discharged without payment or other consideration paid to the mortgagee on discharge.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Property shall stand in the place and stead of the Property, and that from and after the Time of Closing (as defined in the Sale Agreement) all Claims and Encumbrances shall attach to the net proceeds from the sale of the Property with the same priority as they had with respect to the Property immediately prior to the sale, as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed, on the closing of the Transaction, to distribute to Hillmount that portion of the net proceeds from the sale of the Property required to pay in full and discharge the Hillmount Mortgage, as detailed on a payout statement issued by Hillmount.

6. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a certificate confirming that the Transaction has closed, forthwith after the closing of the Transaction.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;

- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors;

the vesting of the Property in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order. Specifically, and for the avoidance of doubt, the Receiver is hereby authorized as the Foreign Representative in the jointly administered cases proceeding as *In re Legacy Lifestyles Destin LP, et al.*, Chapter 15 Bankruptcy Case No. 22-01246 before the United States Bankruptcy Court for the Middle District of Florida to seek entry of an order authorizing the effectiveness of this Order within the United States and the sale of the Property free and clear of liens, claims and encumbrances pursuant to sections 105(a), 363(b), 363(f) and 1521(a)(7) of title 11 of the United States Code.

BERKID INVESTMENTS LIMITED
Plaintiff

and

Court File No. CV-21-00668821-00CL
HUNTER MILBORNE et al.
Defendants

LEGACY LIFESTYLES DESTIN LP, et al.
Applicants

and

Court File No. CV-22-00674717-00CL
LEGACY LIFESTYLES DESTIN PROPERTY LLC, et al.
Respondents

<p>ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)</p> <p>PROCEEDING COMMENCED AT TORONTO</p> <p>APPROVAL AND VESTING ORDER (Trailwinds Property)</p> <p>DENTONS CANADA LLP 77 King Street West, Suite 400 Toronto-Dominion Centre Toronto, ON M5K 0A1</p> <p>Kenneth Kraft (LSO # 31919P) Tel: 416-863-4374 Fax: 416 863-4592 kenneth.kraft@dentons.com</p> <p>Sara-Ann Wilson (LSO # 56016C) Tel: 416-863-4402 sara.wilson@dentons.com</p> <p><i>Lawyers for Zeifman Partners Inc., in its capacity as Court-appointed Receiver</i></p>	
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Tab 6

Court File No. CV-22-00674717-00CL & CV-21-00668821-00CL

Court File No. CV-21-00668821-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) ~~WEEKDAY~~WEDNESDAY, THE ~~#~~26th
JUSTICE STEELE)
DAY OF ~~MONTH~~JUNE, ~~20YR~~2024

~~BETWEEN~~BETWEEN:
~~PLAINTIFF~~

BERKID INVESTMENTS LIMITED, ROBERT BARRON, THORNBRIDGE CAPITAL
INC., LUCY BER, SUSAN LATREMOILLE, JAMES MACDONALD, SCOTT
TUPLING, NADA TUPLING, TMP INVESTMENTS INC., MARK PIEROG, TARA
PIEROG, RON LAPSKER, 1392530 ONTARIO INC., LANGFORD GRAIN INC., FORE
BEARS FORENSIC SCIENCE INC., FESTIVUS HOLDINGS INC., STEVEN FREIMAN
AND GREGORY IP

~~Plaintiff~~Plaintiffs

- and -

~~DEFENDANT~~

HUNTER MILBORNE, GREGORY MARCHANT, MM REALTY PARTNERS
INTERNATIONAL, MM REALTY PARTNERS INTERNATIONAL INC., LEGACY
LIFESTYLE DESTIN LIMITED PARTNERSHIP, LEGACY LIFESTYLE DESTIN GP
INC., LEGACY LIFESTYLE SUMMERLIN LIMITED PARTNERSHIP, LEGACY
LIFESTYLE SUMMERLIN GP INC. LEGACY LIFESTYLE TRAILWINDS LIMITED
PARTNERSHIP, LEGACY LIFESTYLE TRAILWINDS GP INC., WAVERLEY
CORPORATE FINANCE SERVICES LTD. and MORGAN MARCHANT

~~Defendant~~

Defendants

Court File No. CV-22-00674717-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

LEGACY LIFESTYLES DESTIN LP, LEGACY LIFESTYLES TRAILWINDS LP,
LEGACY LIFESTYLES SUMMERLIN LP, LEGACY LIFESTYLES OCOEE LP,
LEGACY LIFESTYLES LONGLEAF LP

Applicants

- and -

LEGACY LIFESTYLES DESTIN PROPERTY LLC, LEGACY LIFESTYLES
TRAILWINDS PROPERTY LLC, LEGACY LIFESTYLES FORT MYERS PROPERTY
LLC, LEGACY LIFESTYLES OCOEE PROPERTY LLC, , LEGACY LIFESTYLES
LONGLEAF PROPERTY LLC

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C., C. B-3,
as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990, C. C-43, as amended

APPROVAL AND VESTING ORDER
(Trailwinds Property)

THIS MOTION, made by ~~[RECEIVER'S NAME]~~ Zeifman Partners Inc., in its capacity as the ~~Court-appointed~~ court-appointed receiver (the "~~Reeeiver~~" ~~of the undertaking, property and assets of [DEBTOR] (the "Debtor"~~ **"Receiver"**) of the assets, undertakings and properties of Legacy Lifestyles Destin LP, Legacy Lifestyles Destin GP Inc., Legacy Lifestyles Summerlin LP, Legacy Lifestyles Summerlin GP Inc., Legacy Lifestyles Trailwinds LP, Legacy Lifestyles Trailwinds GP Inc., Legacy Lifestyles Ocoee LP, Legacy Lifestyles Ocoee GP Inc., Legacy Lifestyles Longleaf LP, Legacy Lifestyles Longleaf GP Inc., Legacy Lifestyles Destin Property LLC, Legacy Lifestyles Trailwinds Property LLC ("Trailwinds Property LLC"), Legacy Lifestyles Ft. Myers Property LLC, Legacy Lifestyles Ocoee Property LLC and Legacy Lifestyles Longleaf Property LLC (collectively, the "**Debtors**") for an order approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Receiver and ~~[NAME OF PURCHASER]~~ Cameron General Contractors,

Incorporated (the "**Purchaser**") dated ~~[DATE]~~June 12, 2023 and appended to the Fifth Report of the Receiver dated ~~[DATE]~~June 17, 2024 (the "**Fifth Report**"), and vesting in the Purchaser the ~~Debtor's~~ right, title and interest ~~in and to the assets described in~~ of Trailwinds Property LLC in and to the real property located in Wildwood, Sumter County, Florida identified as Parcel ID# G04LRI-001, as more particularly described on Exhibit "A" to the Sale Agreement (the "Purchased Assets" "**Property**"), was heard this day at 330 University Avenue, Toronto, Ontario via Zoom.

ON READING the Fifth Report, the affidavit of Allan Rutman affirmed June 4, 2024, the affidavit of Kenneth Kraft affirmed June 14, 2024, the Factum of the Receiver dated June ●, 2024, and on hearing the submissions of counsel for the Receiver, ~~[NAMES OF OTHER PARTIES APPEARING]~~and any such other counsel and parties as listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of ~~[NAME]~~● sworn ~~[DATE]~~●, 2024, filed¹:

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved,² and the execution of the Sale Agreement by the Receiver³ is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction ~~and for~~, the conveyance of the ~~Purchased Assets~~Property to the Purchaser, and the discharge of all Encumbrances (defined herein).

¹~~-This model order assumes that the time for service does not need to be abridged. The motion seeking a vesting order should be served on all persons having an economic interest in the Purchased Assets, unless circumstances warrant a different approach. Counsel should consider attaching the affidavit of service to this Order.~~

²~~In some cases, notably where this Order may be relied upon for proceedings in the United States, a finding that the Transaction is commercially reasonable and in the best interests of the Debtor and its stakeholders may be necessary. Evidence should be filed to support such a finding, which finding may then be included in the Court's endorsement.~~

³~~In some cases, the Debtor will be the vendor under the Sale Agreement, or otherwise actively involved in the Transaction. In those cases, care should be taken to ensure that this Order authorizes either or both of the Debtor and the Receiver to execute and deliver documents, and take other steps.~~