

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

^{D.}
JUSTICE BROWN

THURSDAY, THE 10TH DAY

OF MARCH, 2011

BETWEEN:

**GENERAL ELECTRIC CANADA REAL ESTATE
FINANCING HOLDING COMPANY and GENERAL ELECTRIC CAPITAL CANADA
HOLDINGS COMPANY**

Applicant

- and -

**2008777 ONTARIO INC. also known as
LA CHAUMIERE RETIREMENT RESIDENCE,
2004631 ONTARIO INC. also known as
LIBERTY PLACE RETIREMENT RESIDENCE,
and 912087 ONTARIO LIMITED also known as
BEACH ARMS RETIREMENT RESIDENCE**


Respondents

ORDER

THIS APPLICATION made by the General Electric Canada Real Estate Finance Holding Company ("**GE Finance**") and General Electric Capital Canada Holdings Company ("**GE Capital**") for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "**CJA**") approving certain agreements between Meyers Norris Penny

Limited in its capacity as receiver (in such capacities, the "**Receiver**") of all of the assets, undertakings and properties of 2008777 Ontario Inc. also known as La Chaumiere Retirement Residence ("**La Chaumiere**"), 2004631 Ontario Inc. also known as Liberty Place Retirement Residence ("**Liberty Place**"), and 912087 Ontario Limited also known as Beach Arms Retirement Residence ("**Beach Arms**" and, together with La Chaumiere and Liberty Place, the "**Debtors**") and certain unions certified as bargaining agents for La Chaumiere and Liberty Place and between the Receiver and Responsive Seniors Management Inc. ("**Responsive**" or the "**Manager**") heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Brenda Burjaw sworn March 8, 2011 (the "**Burjaw Affidavit**") and the Exhibits thereto and on hearing the submissions of counsel and all others present and on being advised that all parties on the service list were duly served as appears from the affidavit of service of Tanice Balvers sworn March 9, 2011 and on reading the consent of Meyers Norris Penny Limited to act as the Receiver,

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the Receiver is authorized and directed to enter into an agreement with the National Automobile, Aerospace, Transportation and General Workers' Union of Canada and its Local 2458 CAW (together, "**CAW**") governing labour relations in respect of La Chaumiere on and after the appointment of the Receiver, in form and substance substantially similar to the draft agreement appended as Appendix "D" to the Pre-Appointment Report to the Court of Meyers Norris Penny Limited (the "**Pre-Appointment Report**") as proposed receiver (the "**CAW Agreement**"), and the CAW Agreement is hereby approved.
3. THIS COURT ORDERS that the Receiver is authorized and directed to enter into an agreement with the Christian Labour Association of Canada and the Healthcare and Service Workers Union Local 304 (together, "**CLAC**") governing labour relations in respect of Liberty Place on and after the appointment of the Receiver, in form and substance ~~substantially~~ similar to 

CAW Agreement, with necessary changes

the ~~relevant draft agreement filed with the Court this day~~ (the "CLAC Agreement"), and the CLAC Agreement is hereby approved.

4. THIS COURT ORDERS that the Receiver is authorized and directed to enter into an agreement with Responsive providing for the day-to-day management of La Chaumiere, Liberty Place and Beach Arms, in form and substance substantially similar to the draft agreement appended as Appendix "C" to the Pre-Appointment Report (the "Management Agreement") and the Management Agreement and the appointment of the Manager in accordance with its terms is hereby approved.

5. THIS COURT ORDERS that the appointment of the Manager in accordance with the Management Agreement shall not disqualify the Manager from participating in any marketing and sales process involving the property of the Debtors ^{approved by the Court} and ~~that the Manager shall be entitled, provided the Manager otherwise qualifies to bid in that process~~ but not obligated, to bid on the property of the Debtors (or such part of the property of the Debtors as it may choose), subject to further Order of this Honourable Court establishing ~~procedures for the marketing and sale of the Debtors' property.~~

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

MAR 10 2011

PER / PAR:

**GE CANADA REAL ESTATE FINANCING HOLDING COMPANY
ET AL.**

- and -

**2008777 ONTARIO INC. aka LA CHAUMIERE
RETIREMENT RESIDENCE ET AL.**

Court File No.:

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

(PROCEEDING COMMENCED AT TORONTO)

ORDER

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Proposed Receiver and Manager