

appointed monitor (the "**Monitor**"); and (d) the full and final payout to Midland Loan Services Inc. ("**Midland**");

ON READING the Affidavits of Greg MacLeod sworn March 21 and April 23, 2012, the First Report (defined below), the second report of the Monitor, dated April 25, 2012, (the "**Second Report**") and on hearing the submissions of counsel for the Applicants and the CRO, the Monitor, Fraser Milner Casgrain LLP in its capacity as court appointed Representative Counsel, no one appearing for any other person on the service list, although properly served as appears from the affidavits of Mary Carreiro sworn April 24 and 26, 2012, filed:

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the 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 conduct and activities of the CRO as disclosed in the CRO's affidavits dated March 21, 2012 and April 23, 2012, be and are hereby approved.

3. **THIS COURT ORDERS AND DECLARES** that the conduct and activities of the ^{Proposed Monitor's Report dated February 22, 2012, the} Monitor as set out in the ^{the} Monitor's first report dated March 21, 2012 ("**First Report**") and the Monitor's Second Report, be and are hereby approved. *Pho.*

4. **THIS COURT ORDERS AND DIRECTS** Queenston Manor General Partner Inc. ("**Queenston Manor**") to pay the sum of \$4,397,405.05 (subject to adjustments) (the "**Midland Amount**") to Midland, ^{upon} the closing of the transaction whereby D.D. 382

as soon as practicably possible after. *MG*

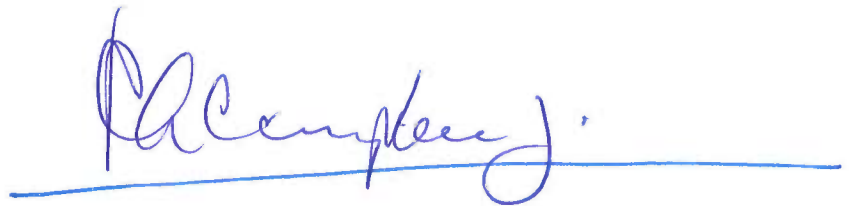
Queenston Ltd. will purchase the interest of Queenston Manor in the property known municipally as 382 Queenston Street, St. Catharines, Ontario, which transaction is being approved concurrently with this order. Upon the payment to Midland of the Midland Amount, all claims by Midland to the assets and property of Queenston Manor be and the same are hereby extinguished

and Midland is ordered to discharge registrations numbers NR 103713 and NR 103715 from title as soon as practically possible. PLCO

5. THIS COURT ORDERS that the Representative Counsel Allowance contained in the Initial Order ^{and is hereby} be increased to a maximum of \$300,000. PLCO

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

APR 30 2012



IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
First Leaside Wealth Management Inc. et al

Court File No: CV-12-9617-00C1

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced at Toronto

ORDER
(APPROVAL OF CONDUCT AND DISTRIBUTION
OF QUEENSTON MANOR PROCEEDINGS)

Cassels Brock & Blackwell LLP
2100 Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

John N. Birch LSUC #: 38968U
Tel: 416.860.5225
Fax: 416.640.3057
jbirch@casselsbrock.com

David S. Ward LSUC#: 33541W
Tel: 416.869.5960
Fax: 416.360.3154
dward@casselsbrock.com

Lawyers for the Applicant