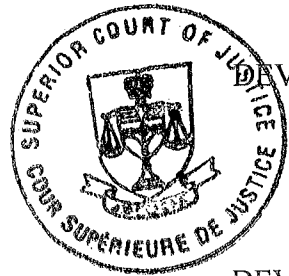


**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

THE HONOURABLE MR. JUSTICE HAINEY )  
)  
) MONDAY, THE 26<sup>TH</sup>  
) DAY OF NOVEMBER, 2018

Estate No. 31-2436538



IN THE MATTER OF THE PROPOSAL OF 58 OLD KENNEDY  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE  
LAWS OF ONTARIO  
AND

Estate No. 31-2436600

IN THE MATTER OF THE PROPOSAL OF 76 OLD KENNEDY  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE  
LAWS OF ONTARIO  
AND

Estate No. 31-2436604

IN THE MATTER OF THE PROPOSAL OF 82 OLD KENNEDY  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE  
LAWS OF ONTARIO  
AND

Estate No. 31-2438977

IN THE MATTER OF THE PROPOSAL OF 9500 DUFFERIN  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER  
THE LAWS OF ONTARIO  
AND

Estate No. 31-2439433

IN THE MATTER OF THE PROPOSAL OF 250 DANFORTH  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER  
THE LAWS OF ONTARIO  
AND

Estate No. 31-2439448

IN THE MATTER OF THE PROPOSAL OF 3310 KINGSTON  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER  
THE LAWS OF ONTARIO  
AND

Estate No. 31-2439440

IN THE MATTER OF THE PROPOSAL OF 1296 KENNEDY  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER  
THE LAWS OF ONTARIO  
AND

Estate No. 31-2440234

IN THE MATTER OF THE PROPOSAL OF 159 CARVILLE  
DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER  
THE LAWS OF ONTARIO

**ORDER**

**(Procedural Consolidation of Estates and Extension of Time to File A Proposal)**

**THIS MOTION** made by 58 Old Kennedy Development Inc., 76 Old Kennedy Development Inc., 82 Old Kennedy Development Inc., 9500 Dufferin Development Inc., 250 Danforth Development Inc., 3310 Kingston Development Inc., 1296 Kennedy Development Inc. and 159 Carville Development Inc., (collectively, the “**NOI Companies**”) for an order authorizing and directing the procedural consolidation of the NOI Companies’ proceedings (the “**NOI Proceedings**”) under Section 50.4 of the *Bankruptcy and Insolvency Act* (“**BIA**”) and extending the time to file a proposal, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the NOI Companies’ Motion Record in respect of this motion and the Second Report dated November 20, 2018 (the “**Second Report**”) of KSV Kofman Inc., in its capacity as proposal trustee (the “**Proposal Trustee**”).

**AND UPON** hearing the submissions of counsel for the NOI Companies, the Proposal Trustee and those other parties present, no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Katie Parent sworn November 21, 2018, filed;

**NOTICE AND SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Motion Record in respect of this motion and the Second Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

## **CONSOLIDATION OF ESTATES**

2. **THIS COURT ORDERS** that the NOI Proceedings shall be administratively and procedurally consolidated and the Proposal Trustee shall be authorized and directed to administer the NOI Companies on a consolidated basis for all purposes in carrying out its administrative duties and other responsibilities as trustee under the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended.

3. **THIS COURT ORDERS** that the single Court file number of 31-2436538 and the title of proceeding of shall be assigned to the NOI Proceedings as follows:

**IN THE MATTER OF THE PROPOSAL OF 58 OLD KENNEDY DEVELOPMENT INC.,  
76 OLD KENNEDY DEVELOPMENT INC., 82 OLD KENNEDY DEVELOPMENT INC.,  
9500 DUFFERIN DEVELOPMENT INC., 250 DANFORTH DEVELOPMENT INC., 3310  
KINGSTON DEVELOPMENT INC., 1296 KENNEDY DEVELOPMENT INC., 159  
CARVILLE DEVELOPMENT INC., ALL CORPORATIONS INCORPORATED UNDER  
THE LAWS OF ONTARIO**

4. **THIS COURT ORDERS** that a copy of this Order shall be filed by NOI Companies in the Court file for the Estate numbers 31-2436538, 31-2436600, 31-2436604, 31-2438977, 31-2439433, 2439448, 31-2439440 and 31-2440234 but that any other document required to be filed in this proceeding shall hereafter only be required to be filed in Court file number 31-2436538.

5. **THIS COURT ORDERS** that the procedural and administrative consolidation of the NOI Proceedings shall not: (i) affect the separate legal status and corporate structures of any of the NOI Companies; (ii) cause any of the NOI Companies to be liable for any claim for which it otherwise is not liable; or (iii) affect the Proposal Trustee's right to seek to disallow any claim, including on the basis that such claim is a duplicative claim.

## **EXTENSION OF TIME TO FILE A PROPOSAL**

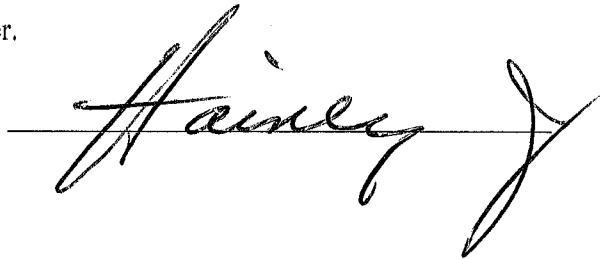
6. **THIS COURT ORDERS** that, pursuant to Section 50.4(9) of the BIA, the time for filing a proposal with the Official Receiver in each of the NOI Proceedings be and is hereby extended to January 8, 2019.

7. **THIS COURT ORDERS** that the Proposal Trustee be and is hereby authorized to confirm in writing to any mortgagees holding a charge on a property of an NOI Company and who wishes to enforce its remedies as mortgagees against such property, that it is entitled to proceed to do so, notwithstanding the currency of any stay of proceedings imposed by operation of the BIA.

**GENERAL**

8. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada against all persons, firms, corporations, governmental, municipal and regulatory authorities against whom it may be enforceable.

9. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province to act in aid of and to be complementary to this Court 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 as may be necessary or desirable to give effect to the Order or to assist the Trustee and its agents in carrying out the terms of this Order.

A handwritten signature in black ink, appearing to read "Hainey J.", is written over a horizontal line. The signature is cursive and stylized.

IN THE MATTER OF THE PROPOSAL OF 58 OLD KENNEDY DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO  
IN THE MATTER OF THE PROPOSAL OF 76 OLD KENNEDY DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO  
IN THE MATTER OF THE PROPOSAL OF 82 OLD KENNEDY DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO  
IN THE MATTER OF THE PROPOSAL OF 9500 DUFFERIN DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO  
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IN THE MATTER OF THE PROPOSAL OF 159 CARVILLE DEVELOPMENT INC., A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

Estate File Nos: 31-2436538  
31-2436600  
31-2436604  
31-2438977  
31-2439433  
31-2439448  
31-2439440  
31-2440234

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced TORONTO

**ORDER**  
**(Procedural Consolidation of Estates and  
Extension of Time to File a Proposal)**

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Lawyers for the NOI Companies