

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

**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 URBANCORP (WOODBINE) INC.,
URBANCORP (BRIDLEPATH) INC., THE TOWNHOUSES OF
HOGG'S HOLLOW INC., KING TOWNS INC., NEWTOWNS AT
KING TOWNS INC. AND DEAJA PARTNER (BAY) INC. (the
"Applicants")**

**AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED
PARTNERSHIP**

**MOTION RECORD
(Returnable January 27, 2017)**

WeirFoulds LLP
Barristers and Solicitors
The TD Bank Tower, Suite 4100
66 Wellington Street West
Toronto, Ontario, Canada M5K 1B7

Edmond F.B. Lamek (LSUC#33338U)
Tel: 416.947.5042
Fax: 416.365.1876
Email: elamek@weirfoulds.com

Danny M. Nunes (LSUC #53802D)
Tel: 416.619.6293
Fax: 416.365.1876
Email: dnunes@weirfoulds.com

Lawyers for the Bay LP CCAA Entities

TO: ATTACHED SERVICE LIST

URBANCORP (WOODBINE) INC., URBANCORP (BRIDLEPATH) INC., ET AL.

SERVICE LIST

(Updated as of January 20, 2017)

TO: WEIRFOULDS LLP
4100 - 66 Wellington Street West
PO Box 35, TD Bank Tower
Toronto, Ontario, Canada M5K 1B7
Edmond F.B. Lamek / Danny Nunes
Tel: 416-947-5042 / 416-619-6293
Email: elamek@weirfoulds.com / dnunes@weirfoulds.com
Lawyers for the Bay LP CCAA Entities

AND TO: KSV KOFMAN INC.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9
Bobby Kofman / Noah Goldstein / Robert Harlang
Tel: 416-932-6228 / 416-932-6027 / 416-932-6225
Email: bkofman@ksvadvisory.com / ngoldstein@ksvadvisory.com /
rharlang@ksvadvisory.com
The Monitor

AND TO: DAVIES WARD PHILLIPS & VINEBERG LLP
155 Wellington Street West
Toronto, ON M5V 3J7
Jay Swartz / Robin B. Schwill / Dina Milivojevic
Tel: 416-597-4107 / 416-597-4194 / 416-367-7460
Email: jswartz@dwpv.com / rschwill@dwpv.com / dmilivojevic@dwpv.com
Lawyers for KSV Kofman Inc., in its capacity as the Monitor

AND TO: BENNETT JONES LLP
3400 One First Canadian Place
P.O. Box 130
Toronto, ON M5X 1A4
S. Richard Orzy / Raj S. Sahni
Tel: 416-777-5737 / 416-777-4804
Email: Orzyr@bennettjones.com / SahniR@bennettjones.com
Lawyers for Alan Saskin and Urbancorp Inc.

AND TO: BLAKE, CASSELS & GRAYDON LLP

199 Bay Street
Suite 4000, Commerce Court West
Toronto, ON M5L 1A9

Steve Weisz / Silvana M. D'Alimonte / Michael McGraw

Tel: 416-863-2616 / 416-863-3860 / 416-863-4247
Email: steven.weisz@blakes.com / smda@blakes.com /
michael.mcgraw@blakes.com

Lawyers for Laurentian Bank of Canada

AND TO: ROBINS APPLEBY LLP

120 Adelaide Street West, Suite 2600
Toronto, ON M5H 1T1

Leor Margulies / Dominique Michaud

Tel: 416-360-3372 / 416-360-3795
Email: lmargulies@robapp.com / dmichaud@robapp.com

Lawyers for Terra Firma Capital Corporation

AND TO: TEPLITSKY, COLSON LLP

70 Bond Street, Suite 200
Toronto, ON M5B 1X3

James M. Wortzman / John Paul Ventrella / Catherine Allen

Tel: 416-865-5315
Email: jwortzman@teplitskycolson.com / jventrella@teplitskycolson.com /
callen@teplitskycolson.com

Lawyers for Atrium Mortgage Investment Corporation

AND TO: FOGLER, RUBINOFF LLP

77 King Street West
TD Centre North Tower
Suite 3000, P.O. Box 95
Toronto, ON M5K 1G8

Vern W. DaRe

Tel: 416-941-8842
Email: vdare@foglers.com

Lawyers for Adrian Serpa and Stefano Serpa

AND TO: TRENT MORRIS BARRISTER

336-20 De Boers Drive
Toronto, ON M3J 0H1

Trent Morris

Tel: 647-366-6837

Email: trent@trentmorris.ca

Lawyer for six purchasers of pre-construction homes

AND TO: TORYS LLP

79 Wellington Street West, 30th Floor
Box 270, TD South Tower
Toronto, ON M5K 1N2

Adam M. Slavens

Tel: 416-865-7333

Email: aslavens@torys.com

Lawyers for Tarion Warranty Corporation

AND TO: DEPARTMENT OF JUSTICE CANADA

Suite 3400
130 King Street West
Toronto, ON M5X 1K6

Fozia Chaudary

Tel: 416-952-7722

Email: fozia.chaudary@justice.gc.ca

AND TO: MINISTRY OF FINANCE

77 Bay Street, 11th Floor
Toronto, ON M5G 2C8

Kevin O'Hara

Tel: 416-327-8463

Email: Kevin.Ohara@ontario.ca

AND TO: DICKINSON WRIGHT LLP

199 Bay Street, Suite 2200
Commerce Court
Toronto, ON M5L 1G4

Lisa Corne / David Preger

Tel: 416- 646-4608 / 416-646-4606

Email: lcorne@dickinsonwright.com / dpreger@dickinsonwright.com

Lawyers for certain purchasers of pre-construction units

AND TO: GOLDMAN SLOAN NASH & HABER LLP

480 University Ave.
Suite 1600
Toronto, ON M5G 1V2

Mario Forte / Robert Drake

Tel: 416-597-6477/416-597-5014
Email: forte@gsnh.com / drake@gsnh.com

Lawyers for Fuller Landau LLP, Proposal Trustee to Alan Saskin

AND TO: DELZOTTO, ZORZI LLP

4801 Dufferin Street, Suite D
Toronto, ON M3H 5S8

Robert W. Calderwood / Sabrina Adamski

Tel: 416-665-5555
Email: rcalderwood@dzlaw.com / sadamski@dzlaw.com

Lawyers for Furkin Construction Inc. and GMF Consulting Inc.

AND TO: TORYS LLP

79 Wellington Street West, 30th Floor
Box 270, TD South Tower
Toronto, ON M5K 1N2

Scott Bomhof

Tel: 416-865-7370
Email: sbomhof@torys.com

Lawyers for First Capital Realty Inc.

AND TO: DENTONS CANADA LLP

400-77 King Street West, TD Centre
Toronto, ON M5K 0A1

Neil Rabinovitch / Kenneth Kraft

Tel: 416-863-4656 / 416-863-4374
Email: neil.rabinovitch@dentons.com / kenneth.kraft@dentons.com

Lawyers for Adv. Gus Gissin, in his capacity as the Court-appointed Israeli Functionary of Urbancorp Inc.

AND TO: FULLER LANDAU LLP

151 Bloor Street West
Toronto, ON M5S 1S4

Gary Abrahamson / Adam Erlich / Ken Pearl

Tel: 416-645-6500

Email: GAbrahamson@FullerLLP.com / AErich@FullerLLP.com /
KPearl@FullerLLP.com

Proposal Trustee for Alan Saskin

AND TO: FARBER FINANCIAL GROUP

150 York Street, Suite 1600
Toronto, ON M5H 3S5

Hylton Levy

Tel: 416- 496-3070

Email: hlevy@farberfinancial.com

**Financial Advisors for the Court-appointed Israeli Functionary of Urbancorp
Inc.**

**URBANCORP (WOODBINE) INC., URBANCORP (BRIDLEPATH) INC., ET AL.
SERVICE LIST – EMAIL ADDRESSES
(Updated: January 20, 2017)**

elamek@weirfoulds.com; dnunes@weirfoulds.com; bkofman@ksvadvisory.com;
ngoldstein@ksvadvisory.com; rharlang@ksvadvisory.com; jswartz@dwpv.com;
rschwill@dwpv.com; dmilivojevic@dwpv.com; Orzyr@bennettjones.com;
SahniR@bennettjones.com; steven.weisz@blakes.com; smda@blakes.com;
lmargulies@robapp.com; dmichaud@robapp.com; jwortzman@teplitskycolson.com;
jventrella@teplitskycolson.com; callen@teplitskycolson.com; vdare@foglers.com;
trent@trentmorris.ca; aslavens@torys.com; lcorne@dickinsonwright.com;
dpreger@dickinsonwright.com; fozia.chaudary@justice.gc.ca; Kevin.Ohara@ontario.ca;
michael.mcgraw@blakes.com; forte@gsnh.com; drake@gsnh.com; realderwood@dzlaw.com;
sadamski@dzlaw.com; GAbrahamson@FullerLLP.com; AErlich@FullerLLP.com;
KPearl@FullerLLP.com; neil.rabinovitch@dentons.com; kenneth.kraft@dentons.com;
sbomhof@torys.com; hlevy@farberfinancial.com

INDEX

ONTARIO
SUPERIOR COURT OF JUSTICE
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**IN THE MATTER OF THE COMPANIES' CREDITORS
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PARTNERSHIP**

INDEX

TAB	DOCUMENT
1	Notice of Motion returnable January 27, 2017
2	Affidavit of Edmond F.B. Lamek sworn January 19, 2017
3	Stay Extension Order

TAB 1

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

**IN THE MATTER OF THE COMPANIES' CREDITORS
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NOTICE OF MOTION

THE APPLICANTS, on their own behalf and on behalf of TCC/Urbancorp (Bay) LP ("Bay LP" and collectively with the Applicants, the "**Bay LP CCAA Entities**") will make a motion before a Judge of the Ontario Superior Court of Justice, Commercial List, on Friday, January 27, 2017 at 10:00 am, or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. an Order substantially in the form attached at Tab 3 of the Motion Record, *inter alia*:
 - (a) if necessary, abridging the time for service of this Notice of Motion and the Motion Record so that the motion is properly returnable on January 27, 2017, and dispensing with service on any person other than those served;
 - (b) extending the Stay Period (as defined in paragraph 13 of the Initial Order (as defined herein)) until and including April 28, 2017;

- (c) approving the Third Report of KSV Kofman Inc. (“**KSV**” or the “**Monitor**”), in its capacity as Court-appointed Monitor, and the activities described therein (the “**Third Report**”);
- (d) approving the fees and disbursements of (i) the Bay LP CCAA Entities’ counsel, WeirFoulds LLP, for the period of August 19, 2016 to November 30, 2016; (ii) the Monitor, for the period of October 18, 2016 to December 31, 2016; and (iii) the Monitor’s counsel, Davies Ward Phillips & Vineberg LLP, for the period October 1, 2016 to December 31, 2016; and
- (e) such other and further relief as counsel may request and this Honourable Court may allow.

THE GROUNDS FOR THE MOTION ARE:

- 2. capitalized terms not otherwise defined herein have the meaning given to them in the Initial Order (as defined herein);
- 3. the Urbancorp Group (as defined herein) was founded in 1991 and, through the use of single purpose project specific corporations, including certain of the Applicants, engaged in the development, construction and sale of residential properties in the Greater Toronto area;
- 4. the Urbancorp Group is essentially organised into two (2) branches – the corporations, like the Applicants, which are owned directly or indirectly by Alan Saskin or members of the Saskin family and those entities that, as of December 2015, became subsidiaries of Urbancorp Inc. (collectively, the “**Urbancorp Group**”);
- 5. on April 21, 2016, in an effort to stabilize the businesses of Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc. (the “**Former NOI Entities**”), provide liquidity to their projects and to consider their restructuring options, each of the Former NOI Entities commenced Proposal Proceedings and KSV was appointed as proposal trustee;

6. as part of the Proposal Proceedings, the Court approved a sale process whereby the real properties owned by the Former NOI Entities were marketed and sold pursuant to agreements of purchase and sale approved by the Court pursuant to approval and vesting Orders dated September 15, 2016;
7. the transactions contemplated in the agreements of purchase and sale closed on September 30, 2016 and October 14, 2016;
8. pursuant to the Order dated October 18, 2016, the Former NOI Entities, along with the remaining Applicants and Bay LP, the Proposal Proceedings were continued under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. B-3, as amended (the "CCAA") (the "**Initial Order**");
9. KSV was appointed in the Initial Order to act as the Monitor in these CCAA proceedings;
10. the Stay Period was extended to January 31, 2017 pursuant to the Order dated November 16, 2016;
11. pursuant to the Order dated October 18, 2016, the Court approved a claims process for the determination and adjudication of claims against, among others, the Bay LP CCAA Entities (the "**Claims Process**");
12. the Claims Bar Date for Pre-Filing Claims or D&O Claims was November 23, 2016 and the deadline for the issuance of Notices of Revision or Disallowance by the Monitor was December 14, 2016 (as such terms are defined in the Claims Process);
13. extending the Stay Period will allow for the proper adjudication of those claims that remain subject to dispute;
14. the cash-flow statements prepared by the Monitor indicate that the Bay LP CCAA Entities will have sufficient cash to fund these proceedings for the proposed extended Stay Period;

15. at all material times, the Bay LP CCAA Entities have been acting, and continue to act, in good faith and with due diligence in these CCAA proceedings;
16. it is just and convenient and in the interests of the Bay LP CCAA Entities and their respective stakeholders that the requested Order be granted and the Stay Period be extended;
17. the extension of the Stay Period is supported by the Monitor;
18. such further and other grounds as set out in the Third Report of the Monitor;
19. the provisions of the CCAA and the inherent and equitable jurisdiction of this Honourable Court;
20. Section 11.2 of the CCAA;
21. Rules 1.04, 1.05, 2.01, 2.03, 16 and 37 of the *Rules of Civil Procedure*, R.R.O 1990, Reg. 194, as amended, and section 106 of the *Ontario Courts of Justice Act*, R.S.O 1990, c. C.43, as amended.

AND FURTHER TAKE NOTICE that the following materials will be filed in support of this application, namely:

- (a) the Third Report;
- (b) the affidavit of Edmond F.B. Lamek sworn January 19, 2017; and
- (c) such further and other material as counsel may advise and this Honourable Court may allow.

WEIRFOULDS LLP

Barristers and Solicitors

The TD Bank Tower, Suite 4100
66 Wellington Street West
Toronto, ON M5K 1B7

Edmond F.B. Lamek (LSUC No. 33338U)

Direct Tel: 416.947.5042

Direct Fax: 416.365.1876

Email: elamek@weirfoulds.com

Danny M. Nunes (LSUC No. 53802D)

Direct Tel: 416.619.6293

Direct Fax: 416.365.1876

Email: dnunes@weirfoulds.com

Lawyers for the Bay LP CCAA Entities

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
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AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED PARTNERSHIP**

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

PROCEEDINGS COMMENCED AT TORONTO

NOTICE OF MOTION
(returnable January 27, 2017)

WEIRFOULDS LLP
Barristers & Solicitors
The TD Bank Tower
66 Wellington Street West, Suite 4100
Toronto, Ontario M5K 1B7

EDMOND F.B. LAMEK (LSUC #33338U)
Tel: 416-947-5042
Fax: 416-365-1876
Email: elamek@weirfoulds.com

DANNY M. NUNES (LSUC #53802D)
Tel: 416-619-6293
Fax: 416-365-1876
Email: dnunes@weirfoulds.com

Lawyers for the Bay LP CCAA Entities

TAB 2

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE COMPANIES' CREDITORS
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AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED
PARTNERSHIP

FEES AFFIDAVIT OF EDMOND F.B. LAMEK
(Sworn January 19, 2017)

I, EDMOND F. B. LAMEK, of the City of Toronto, in the Province of Ontario,
MAKE OATH AND SAY:

1. I am a partner in the law firm of WeirFoulds LLP ("**WeirFoulds**"), the solicitors to the Applicants and TCC/Urbancorp (Bay) Limited Partnership (collectively the "**Urbancorp CCAA Entities**") herein. Accordingly, I have knowledge of matters hereinafter deposed to.
2. Attached hereto as **Exhibit "A"** are copies of the three Statements of Account of WeirFoulds in respect of services rendered to the Urbancorp CCAA Entities for the period from August 19, 2016 to November 30, 2016 (the "**Billing Period**"). During the Billing Period the total fees billed by WeirFoulds were \$89,507.50, plus disbursements of \$1,465.54 and applicable taxes of \$11,826.49.


3. As set out in the following table, 166.2 hours were billed by WeirFoulds personnel during the Billing Period, resulting in an average hourly rate of \$538.55 (exclusive of applicable taxes):

Lawyers	Hours	Rate/Hr.
Edmond Lamek	42.9	\$850
Danny Nunes	41.2	\$450
John Pandell	28.9	\$750
Richard Arezes	.5	\$375
Christina Tereshyn	40.2	\$250
Paralegals/Students	Hours	Rate/Hr
Irene Macleod	1.5	\$250
Ruth DeSouza	1.5	\$200
Eva Lombardi	0.8	\$250
Wendy Kirkton	4.1	\$250
Tony Mazzagatti	4.0	\$150
Joe Bove	0.5	\$150
TOTAL	166.2	Avg. Rate/Hr: \$538.55

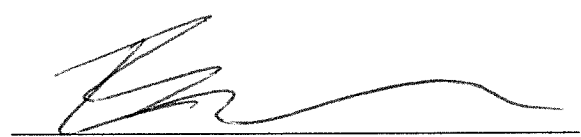
4. The activities detailed in the Statements of Account attached as Exhibit "A" accurately reflect the services provided by WeirFoulds and the rates charged are the standard hourly rates of those individuals at WeirFoulds at the time they were incurred.

5. I swear this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of WeirFoulds set out above and for no other or improper purpose.

Sworn before me at the)
City of Toronto, in the)
Province of Ontario, this)
19th day of January, 2017.)


_____)
A Commissioner for taking affidavits, etc.)

DANNY NUNES



EDMOND F.B. LAMEK

INVOICE

WeirFoulds LLP

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

www.weirfoulds.com

October 21, 2016

Invoice 259625

Page 1

Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.
Attention: Alan Saskin
120 Lynn Williams Street
Suite 2A
Toronto, ON M6K 3N6

Our Matter # 17859.00001 In respect of a NOI filing

For Professional Services through September 30, 2016

FEES	\$50,612.50
DISBURSEMENTS (Taxable)	\$458.36
DISBURSEMENTS (Non Taxable)	None
HST	\$6,639.21
TOTAL FOR THIS INVOICE	\$57,710.07
TOTAL DUE	\$57,710.07

This is Exhibit ^uA referred to in the
affidavit of EDMOND F.B. LAMCK
sworn before me, this 19th
day of JANUARY, 20 17


A COMMISSIONER ETC.

DANNY NUNES

INVOICE**WeirFoulds** LLP

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

www.weirfoulds.com

October 21, 2016

Invoice 259625

Page 2

Below is a description of the services rendered through September 30, 2016 with respect to our File No. 17859.00001

Fee Detail

Date	Description	Name	Hours	Rate	Fees
01/09/16	Review correspondence from E. Lamek regarding draft sale approval motion materials; review correspondence regarding draft representative counsel order;	Danny Nunes	0.30	450.00	135.00
01/09/16	Attend to Companies Branch to pick up the certified PPSA searches regarding Urbancorp (Bridlepath) Inc. and Urbancorp (Woodbine) Inc.; forward searches to D. Nunes;	Ruth DeSousa	0.20	200.00	40.00
02/09/16	Review correspondence regarding Woodbine property sale; review correspondence regarding representative counsel orders; review correspondence regarding Bridlepath property sale;	Danny Nunes	0.60	450.00	270.00
02/09/16	Working on Woodbine and Bridlepath approval and vesting orders and emails to lawyers for WZHC and Bitton seeking their comments	Edmond Lamek	3.20	850.00	2,720.00
02/09/16	Engaged re: real estate transactions, including initial meeting with E. Lamek to get overview of real estate properties and proposed transactions; receipt of e-mail from E. Lamek with purchase agreements for each property and quick initial review of same;	John L. Pandell	1.00	750.00	750.00
05/09/16	Review correspondence regarding representative counsel draft orders;	Danny Nunes	0.10	450.00	45.00
06/09/16	Correspondence to and from E. Lamek regarding approval and vesting order; draft notice of motion for Woodbine property sale;	Danny Nunes	0.50	450.00	225.00
06/09/16	Updated PINs for Markham and Bridlepath properties for D. Nunes;	Irene Macleod	0.40	250.00	100.00

INVOICE

WeirFoulds LLP

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

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October 21, 2016

Invoice 259625

Page 3

06/09/16	Review of purchase agreements in further detail;	John L. Pandell	0.70	750.00	525.00
07/09/16	Office conference with J. Pandell, R. Arezes and I. MacLeod to discuss transactions and tasks; brief review of assigned Purchase Agreements and respective parcel registers based on summary chart;	Christina Tereshyn	0.80	250.00	200.00
07/09/16	Review correspondence regarding draft approval and vesting orders; review Sixth Report and correspondence regarding same;	Danny Nunes	0.90	450.00	405.00
07/09/16	Working on Sale Approval Motion materials and discussing orders with Davies and Pandell. Commenting on draft KSV Report.	Edmond Lamek	1.70	850.00	1,445.00
07/09/16	Meeting with J. Pandell, R. Arezes and C. Tereshyn regarding vesting order and closing particulars;	Irene Macleod	0.20	250.00	50.00
07/09/16	Preparation of chart with material information for each property; instructions to assistant to prepare chart and organize materials for team meeting, including delegation of tasks, review of various e-mails and advising on permitted encumbrances for court order from real estate law perspective;	John L. Pandell	1.50	750.00	1,125.00
07/09/16	Attended initial team meeting;	Richard Arezes	0.50	375.00	187.50
08/09/16	In-depth review of Agreements of Purchase and Sale and title for Bayview and Woodbine properties;	Christina Tereshyn	1.20	250.00	300.00
08/09/16	Correspondence to and from N. Goldstein and B. Kofman regarding draft report and comments regarding same; review correspondence regarding sale approval motion materials;	Danny Nunes	1.60	450.00	720.00
08/09/16	Working all day on finalizing motion materials on Sale Approval motion for Woodbine and Bayview - calls and	Edmond Lamek	3.00	850.00	2,550.00

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7	T: 416-365-1110 F: 416-365-1876
	www.weirfoulds.com

October 21, 2016
 Invoice 259625
 Page 4

email with lawyers for each re their comments on draft forms of orders and missing information, etc.

08/09/16	Various e-mails re: draft orders; telephone conversation with D. Reiner at Davies;	John L. Pandell	0.60	750.00	450.00
09/09/16	Review correspondence regarding draft representative counsel order and call to discuss same; review correspondence to and from E. Lamek and B. Kofman regarding call with A. Slavens; amend notice of application and serve same; correspondence to and from E. Lamek regarding same;	Danny Nunes	1.20	450.00	540.00
09/09/16	Dealing with Stay extension request and DW request for adjournment	Edmond Lamek	0.80	850.00	680.00
10/09/16	Review correspondence regarding Bridlepath closing; review correspondence regarding sale approval motion; attend conference call to discuss same;	Danny Nunes	1.10	450.00	495.00
12/09/16	Review correspondence regarding sale approval motion; correspondence to and from E. Lamek and R. Schwill regarding same; finalize motion materials for filing with court and attend to same;	Danny Nunes	1.00	450.00	450.00
12/09/16	Call to lawyers for Bridlepath and Woodbine purchasers re possible call from Rep Counsel to home buyers.	Edmond Lamek	0.60	850.00	510.00
12/09/16	Calls and emails regarding rep counsel adjournment request and related correspondence and preparation for court on Wednesday.	Edmond Lamek	1.40	850.00	1,190.00
12/09/16	Various e-mails re: draft orders and status of transactions;	John L. Pandell	0.40	750.00	300.00
13/09/16	Review correspondence regarding request for adjournment of sale approval motion; review correspondence regarding closing	Danny Nunes	1.20	450.00	540.00

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October 21, 2016
 Invoice 259625
 Page 5

	extension on Bridlepath property; review correspondence from A. Slavens regarding adjournment request;				
13/09/16	Various e-mails and court orders and closing dates;	John L. Pandell	1.00	750.00	750.00
14/09/16	Review correspondence regarding adjournment of sale approval motion; review correspondence regarding real property transactions; review correspondence from E. Lamek regarding revised approval and vesting orders; review correspondence from R. Schwill attaching supplemental report and review same;	Danny Nunes	1.50	450.00	675.00
14/09/16	Finalizing Woodbine and Bridlepath Approval and vesting orders and prepping for tomorrow including adjournment request and related matters; emails with lawyer for Bitton regarding request to delay closing and emails exchange among Saskin and Kofman re same and instructions.	Edmond Lamek	2.80	850.00	2,380.00
14/09/16	Engaged re: Bridlepath proposed extension of the closing date;	John L. Pandell	0.30	750.00	225.00
15/09/16	Attend approval and vesting order motion; review correspondence from E. Lamek regarding same;	Danny Nunes	1.40	450.00	630.00
15/09/16	All morning and early afternoon in court obtaining Sale approval and vesting orders on Bridlepath and Woodbine and dealing with Dickinson Wright Rep counsel Order issues; dealing with issuing orders and circulating to list and buyers and others; numerous follow up discussions with counsel to various stakeholders and other parties.	Edmond Lamek	2.30	850.00	1,955.00
15/09/16	Various e-mails re: court order and delegation of tasks to team re: next steps on real estate closings, including preparation of closing agenda and team meeting on Monday;	John L. Pandell	0.60	750.00	450.00

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October 21, 2016

Invoice 259625

Page 6

16/09/16	Review correspondence regarding representation order revisions;	Danny Nunes	0.30	450.00	135.00
16/09/16	Emails with counsel to Terra Firma re Bridlepath Additional payment Agreement; emails with counsel to Bitton regarding his request to delay closing date.	Edmond Lamek	0.70	850.00	595.00
16/09/16	Various e-mails re: real estate transactions, including e-mails re: closing dates and delegation of tasks to team re: next steps;	John L. Pandell	0.60	750.00	450.00
17/09/16	Review correspondence from R. Schwill regarding representation order;	Danny Nunes	0.10	450.00	45.00
19/09/16	Draft closing agenda for Woodbine property; email to Purchaser's lawyer;	Christina Tereshyn	0.60	250.00	150.00
19/09/16	E-mails from client re: closing dates; reply to e-mail; provided client with chart; team meeting; e-mail to client with updated chart and next steps; review of draft closing agenda; revisions to R. Arezes; advised R. Arezes and C. Tereshyn to send e-mails to purchaser's counsel advising of closing date and R. Arezes to send draft agenda to our client team;	John L. Pandell	1.40	750.00	1,050.00
20/09/16	Emails regarding amendment to Bridlepath APS;	Christina Tereshyn	0.20	250.00	50.00
20/09/16	Review correspondence regarding property closings; review correspondence regarding closing date extension;	Danny Nunes	0.50	450.00	225.00
20/09/16	Email exchanges with Kofman and Schwill regarding conversion of NOI Proceedings into CCAA together with TCC Bay and its other nominee subs. Several email exchanges with Rob Pollock; KSV, Saskin and Davies regarding Claude Bitton increased deposit and request for end of October closing date.	Edmond Lamek	2.80	850.00	2,380.00

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October 21, 2016

Invoice 259625

Page 7

21/09/16	Emails; revisions to closing agenda for Bridlepath based on Amending Agreement and instructions from J. Pandell;	Christina Tereshyn	0.40	250.00	100.00
21/09/16	Review correspondence regarding property closings; review correspondence from L. Corne attaching representative counsel orders;	Danny Nunes	0.60	450.00	270.00
21/09/16	Drafted 2 electronic application for vesting order (Bridlepath and Woodbine) for C. Tereshyn;	Irene Macleod	0.60	250.00	150.00
21/09/16	Engaged reviewing draft closing agendas and instructions to team on next steps, including preparing draft closing documents for tomorrow;	John L. Pandell	1.00	750.00	750.00
21/09/16	Engaged re: Bridlepath proposed extension and additional deposit, including numerous e-mails, drafting, revising and finalizing amending agreement and sending same to client and purchaser's solicitor;	John L. Pandell	3.00	750.00	2,250.00
22/09/16	Emails regarding Amending Agreement and access for Bridlepath site; exchange of fully executed Amending Agreement; instruct clerk to prepare Statement of Adjustments for Bridlepath and Woodbine;	Christina Tereshyn	0.60	250.00	150.00
22/09/16	Review correspondence regarding property closings; review correspondence from R. Schwill regarding claims procedure;	Danny Nunes	0.50	450.00	225.00
22/09/16	Numerous emails regarding Claude Bitton and agreement regarding closing date extension to Oct 14 and increased deposit.	Edmond Lamek	1.40	850.00	1,190.00
22/09/16	Engaged re: Bridlepath issues, including extension to closing, additional deposit and property inspection issues; various e-mails and drafting of documents regarding same;	John L. Pandell	3.00	750.00	2,250.00

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October 21, 2016

Invoice 259625

Page 8

managed team on various tasks, including review of draft closing documents and comments from purchaser's counsel on agenda;

22/09/16	Office conference with R. Arezes and C. Tereshyn; draft adjustments;	Wendy Kirkton	2.00	250.00	500.00
23/09/16	Draft closing document packages for Woodbine and Bridlepath; emails regarding receipt of wire transfer for additional deposit; review and send Statement of Adjustments to Purchaser's lawyer;	Christina Tereshyn	1.40	250.00	350.00
23/09/16	Review correspondence regarding closings;	Danny Nunes	0.50	450.00	225.00
23/09/16	Engaged re: draft documents, statement of adjustments and closing agenda items, including review of issues with C. Tereshyn and R. Arezes and delegation of tasks to them; review statements of adjustments; engaged re: Bridlepath extension and additional deposit, including several related e-mails;	John L. Pandell	2.40	750.00	1,800.00
23/09/16	Draft statement of adjustments; revise adjustments;	Wendy Kirkton	1.40	250.00	350.00
26/09/16	Speak to E. Lamek regarding conference call to discuss CCAA application for Bridlepath and Woodbine; attend same with R. Schwill and B. Kofman; correspondence to and from commercial court regarding scheduling chambers appointment for distribution approval motion and CCAA application hearing;	Danny Nunes	1.80	450.00	810.00
26/09/16	Call with Kofman and Schwill regarding Conversion to CCAA and related logistics. Several discussions internally regarding Real Property sales transactions.	Edmond Lamek	1.40	850.00	1,190.00
27/09/16	Review of email and requisition letter from Purchaser's solicitor for Woodbine;	Christina Tereshyn	1.30	250.00	325.00

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October 21, 2016

Invoice 259625

Page 9

review revisions to closing documents;
draft reply email to Purchaser's solicitor;

27/09/16	Correspondence to and from E. Lamek regarding scheduling chambers appointment; review correspondence from B. Kofman regarding same; review correspondence from C. Tereshyn regarding St. Clair closing; correspondence to R. De Sousa regarding PPSA searches for CCAA application for Woodbine and Bridlepath;	Danny Nunes	1.00	450.00	450.00
27/09/16	Ordered certified PPSA searches regarding King Towns Inc., Newtowns at Kingtown Inc., The Townhouses of Hogg's Hollow Inc. and TCC/Urbancorp (Bay) Limited Partnership;	Ruth DeSousa	0.20	200.00	40.00
28/09/16	Draft and revise reply to letter of requisitions for Woodbine; draft and revise closing documents for Woodbine; various meetings with J. Pandell to review documents; emails and telephone calls with client an purchaser's solicitor; draft Assignment & Assumption of APS and ancillary documents; circulate executed copy of Trustee's direction; further revisions to closing documents based on D. Reiner's comments and circulate revised package;	Christina Tereshyn	6.70	250.00	1,675.00
28/09/16	Calls and emails re pay out motion timing, etc.	Edmond Lamek	0.70	850.00	595.00
28/09/16	Amended and messaged the application for vesting order- Woodbine as per C. Tereshyn's instructions;	Irene Macleod	0.30	250.00	75.00
28/09/16	Pre-closing review of draft documents and outstanding issues with C. Tereshyn on Woodbine, including review of requisition letter and reply (drafting specific sections for reply); reviewing additional deliveries and instructing her on next steps; review of draft e-mail to purchaser's solicitor with	John L. Pandell	4.00	750.00	3,000.00

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October 21, 2016

Invoice 259625

Page 10

reply to requisition letter and all closing documents, including cover note; telephone call with Davies re: assignment of purchase agreement and drafted all assignment related documents with C. Tereshyn and instructed her on e-mails to client and purchaser's solicitor re: revised documents;

28/09/16	Revise statement of adjustments;	Wendy Kirkton	0.20	250.00	50.00
29/09/16	Attend to pre-closing matters for Woodbine; emails to and from Purchaser's solicitor regarding closing and closing documents; review Application for Vesting Order; confirm outstanding taxes with City of Markham; telephone calls with Purchaser's solicitor; send details regarding assignment of development charges and credits to Purchaser's solicitor;	Christina Tereshyn	2.60	250.00	650.00
29/09/16	Correspondence to and from commercial court regarding scheduling of chambers appointment for distribution approval motion; correspondence to and from B. Kofman, R. Schwill and E. Lamek regarding same; review correspondence from R. Schwill attaching motion record; review correspondence regarding property closings;	Danny Nunes	0.60	450.00	270.00
29/09/16	Revise statement of adjustments;	Wendy Kirkton	0.20	250.00	50.00
30/09/16	Attend to closing matters for Woodbine; meet client for execution of closing documents; prepare escrow package and confirm escrow arrangements; various calls and emails with Purchaser's solicitor, trustee's solicitor and client; verify Purchaser's HST number; attend to registration of Application for Vesting Order;	Christina Tereshyn	5.60	250.00	1,400.00

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October 21, 2016

Invoice 259625

Page 11

30/09/16	Review correspondence from R. Schwill and B. Kofman regarding chambers appointment; review correspondence from R. Schwill attaching distribution approval orders;	Danny Nunes	0.40	450.00	180.00
30/09/16	Review Vesting Order; scan Vesting Order to e-reg document; revise e-reg document; conversations with C. Tereshyn; update of PIN; registration with C. Tereshyn;	Eva Lombardi	0.80	250.00	200.00

Total Fees for Professional Services	\$50,612.50
HST	\$6,579.62
Total Fees including HST	<u>\$57,192.12</u>

Disbursements

Taxable Disbursements

Prints BW	135.30
Electronic Filing Fee	201.30
Search Fees	100.00
Deliveries	21.26
Copies	0.50

Total Taxable Disbursements	<u>458.36</u>
Total Disbursements	\$458.36
HST	\$59.59
Total Disbursements and HST for this Invoice	<u>\$517.95</u>

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October 21, 2016

Invoice 259625

Page 12

Totals For This Matter

Total Fees Including HST.....	\$57,192.12
Total Disbursements Including HST.....	\$517.95
Total Fees and Disbursements Including HST.....	\$57,710.07
Amount Applied From Trust.....	\$0.00
Total Due For This Matter	\$57,710.07

Summary

Name	Hours	Rate	Fees
Christina Tereshyn	21.40	250.00	5,350.00
Danny Nunes	17.70	450.00	7,965.00
Edmond Lamek	22.80	850.00	19,380.00
Eva Lombardi	0.80	250.00	200.00
Irene Macleod	1.50	250.00	375.00
John Pandell	21.50	750.00	16,125.00
Richard Arezes	0.50	375.00	187.50
Ruth DeSousa	0.40	200.00	80.00
Wendy Kirkton	3.80	250.00	950.00
Total Summary	90.40		\$50,612.50

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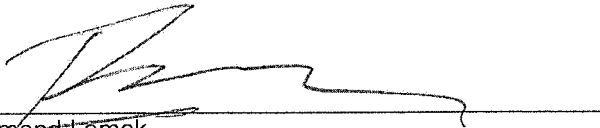
Invoice 259625

Page 13

THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP

Per



Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.
R119427177RT0001

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November 15, 2016

Invoice 260568

Page 1

Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.
Attention: Alan Saskin
120 Lynn Williams Street
Suite 2A
Toronto, ON M6K 3N6

Our Matter # 17859.00001 In respect of a NOI filing

For Professional Services through October 31, 2016

FEES	\$34,870.00
DISBURSEMENTS (Taxable)	\$683.15
DISBURSEMENTS (Non Taxable)	None
HST	\$4,621.91
TOTAL FOR THIS INVOICE	\$40,175.06
TOTAL DUE	\$40,175.06

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Invoice 260568

Page 2

Below is a description of the services rendered through October 31, 2016 with respect to our File No. 17859.00001

Fee Detail

Date	Description	Name	Hours	Rate	Fees
22/08/16	Review correspondence from V. DaRe and E. Lamek regarding rep counsel motion; prepare and serve notice of change of lawyers;	Danny Nunes	0.30	450.00	135.00
23/08/16	Review V. DaRe responding materials on rep counsel motion;	Danny Nunes	1.10	450.00	495.00
24/08/16	Review supplemental materials filed by proposed rep counsel;	Danny Nunes	1.20	450.00	540.00
24/08/16	Conducted corporate verbal searches regarding Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.;	Ruth DeSousa	0.10	200.00	20.00
25/08/16	Review correspondence from E. Lamek attaching endorsement on rep counsel motion and review same; review correspondence from R. Schwill regarding same;	Danny Nunes	0.40	450.00	180.00
25/08/16	Attend rep counsel motion;	Danny Nunes	1.00	450.00	450.00
29/08/16	Review correspondence from E. Lamek and R. Schwill regarding endorsement in respect of rep counsel motion and review same;	Danny Nunes	0.40	450.00	180.00
30/08/16	Review correspondence to and from E. Lamek, R. Schwill and B. Kofman regarding draft approval and vesting orders and treatment of NOI proceedings;	Danny Nunes	0.60	450.00	270.00
30/08/16	Attempted to File Notice of Change; Filed (2) Notice of Change of Solicitor;	Tony Mazzagatti	1.50	150.00	225.00
31/08/16	Correspondence regarding updated PPSA and property searches; review correspondence from E. Lamek and J. Pandell regarding property sales; review correspondence regarding draft approval and vesting orders and	Danny Nunes	0.70	450.00	315.00

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November 15, 2016
 Invoice 260568
 Page 3

encumbrance issue;

31/08/16	Ordered certified PPSA searches regarding Urbancorp (Bridlepath) Inc. and Urbancorp (Woodbine) Inc.;	Ruth DeSousa	0.20	200.00	40.00
03/10/16	Draft closing documents for Bridlepath;	Christina Tereshyn	1.60	250.00	400.00
03/10/16	Begin working on Initial CCAA Order and reviewing corporate organization structure for TCC Bay LP entities;	Edmond Lamek	3.00	850.00	2,550.00
04/10/16	Review correspondence from E. Lamek attaching draft initial order; review correspondence from R. Schwill regarding same;	Danny Nunes	0.50	450.00	225.00
04/10/16	Working on court materials for conversion of BIA NOI proceedings into CCAA proceedings; Numerous emails with Kofman and Schwill re same;	Edmond Lamek	4.40	850.00	3,740.00
04/10/16	Receive instructions; conducted PPSA searches regarding TCC/Urbancorp (Bay) Limited, The Townhouse of Hogg's Hollow Inc., King Towns Inc., Newtowns at Kingtowns Inc.; conducted a corporate profile and a ppsa search regarding Deaja Partners (Bay) Inc.; and email E. Lamek;	Ruth DeSousa	0.50	200.00	100.00
04/10/16	Receive instructions; conducted corporate profiles and Limited partnership searches regarding TCC/Urbancorp (Bay) Limited Partnership, The Townhouses of Hogg's Hollow Inc., King Towns Inc. and Newtowns at Kingtowns Inc.; and email to E. Lamek;	Ruth DeSousa	0.50	200.00	100.00
05/10/16	Working on CCAA Conversion materials and related communications with KSV and Davies;	Edmond Lamek	1.50	850.00	1,275.00
06/10/16	Draft further closing documents for Bridlepath transaction; office conference with J. Pandell;	Christina Tereshyn	1.20	250.00	300.00

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November 15, 2016

Invoice 260568

Page 4

06/10/16	Office conference with C. Tereshyn; revise adjustments;	Wendy Kirkton	0.20	250.00	50.00
07/10/16	Draft and revise documents for Bridlepath; review property tax information and prepare undertaking to deliver funds in respect of outstanding taxes; send draft documents to purchaser's solicitor and client;	Christina Tereshyn	1.30	250.00	325.00
07/10/16	Various calls and emails regarding Claims procedure issues and timing of court materials and which entities are Applicants or Schedule A entities;	Edmond Lamek	1.70	850.00	1,445.00
10/10/16	Review correspondence from N. Goldstein attaching draft proposal trustee's report and review same; correspondence to and from E. Lamek regarding same; correspondence to and from B. Kofman, E. Lamek and R. Schwill regarding same;	Danny Nunes	2.30	450.00	1,035.00
11/10/16	Emails to R. Pollock re: closing documents;	Christina Tereshyn	0.20	250.00	50.00
11/10/16	Finalize CCAA application materials; correspondence to and from B. Kofman, R. Schwill, E. Lamek and J. Swartz regarding same; review correspondence from N. Goldstein attaching revised proposal trustee's report and review same;	Danny Nunes	3.70	450.00	1,665.00
11/10/16	Working on Woodbine, Bridlepath and Bay LP entities' CCAA Filing materials and related calls and emails with KSV, Davies and discussions with Nunes;	Edmond Lamek	3.80	850.00	3,230.00
12/10/16	Circulate executed Trustee's Direction to Purchaser's solicitor; emails to and from Purchaser's solicitor;	Christina Tereshyn	0.60	250.00	150.00
12/10/16	Review correspondence from B. Kofman, E. Lamek and R. Schwill regarding CCAA materials; finalize application record and serve same;	Danny Nunes	2.00	450.00	900.00

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November 15, 2016
 Invoice 260568
 Page 5

12/10/16	Emails and call with Neil Rabinovitch, counsel to Israeli Trustee, re UCI Claims against TCC Urbancorp Bay LP;	Edmond Lamek	0.50	850.00	425.00
12/10/16	Searched File at Commercial Court, Had Order Sealed by Registrar at Bankruptcy Court;	Tony Mazzagatti	1.00	150.00	150.00
13/10/16	Attend to pre-closing matters; emails to and from Purchaser's solicitor regarding closing documents; telephone calls with J. Pandell, D. Reiner and Purchaser's solicitor regarding signing of documents; confirm Purchaser's HST number; prepare execution copies of documents;	Christina Tereshyn	2.70	250.00	675.00
13/10/16	Review correspondence from E. Lamek and B. Kofman regarding priming Atrium with Admin Charge;	Danny Nunes	0.20	450.00	90.00
13/10/16	Call with Lawyer for Atrium regarding priority of Admin Charge; emails with KSV re same; various other emails regarding apending CCAA Conversion application;	Edmond Lamek	1.70	850.00	1,445.00
13/10/16	Managing C. Tereshyn on pre-closing issues and next steps re: Bridlepath closing tomorrow; engaged re: signature issue, including related telephone conversations with purchaser's solicitor and Davies and confirming e-mail to purchaser's solicitor;	John L. Pandell	1.00	750.00	750.00
13/10/16	Filed Application Record at Commercial Court;	Tony Mazzagatti	0.50	150.00	75.00
14/10/16	Attend to Bridlepath closing matters; meet client and trustee for execution of closing documents; prepare escrow package; confirm escrow procedures; review of Purchaser's executed documents; draft Amending Agreement and attend to extension of closing date, including various calls and emails with client and Purchaser's solicitor;	Christina Tereshyn	5.10	250.00	1,275.00

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November 15, 2016
 Invoice 260568
 Page 6

14/10/16	Correspondence to and from R. Drake; correspondence to D. Milivojevic regarding same; correspondence to and from E. Lamek and R. Schwill regarding service of CCAA materials on rep counsel; review correspondence from R. Schwill regarding amendments to draft initial order in light of Terra Firma discussions;	Danny Nunes	1.90	450.00	855.00
14/10/16	Engaged on urgent basis re: Bridlepath issue with closing funds and implementation of extension, including instructing Theresa, telephone calls and e-mails with purchaser's solicitor and telephone calls and e-mails with client;	John L. Pandell	3.00	750.00	2,250.00
14/10/16	Attempted to File Affidavit of Service;	Tony Mazzagatti	0.50	150.00	75.00
15/10/16	Draft factum for CCAA conversion motion; correspondence to and from E. Lamek regarding same;	Danny Nunes	3.50	450.00	1,575.00
17/10/16	Attend to closing; confirm Purchaser's HST #; various emails and telephone calls with client and Purchaser's solicitor regarding possible extension of closing date; confirm receipt of closing deliveries and funds; confirm terms of escrow satisfied and circulate registered Application for Vesting Order;	Christina Tereshyn	3.40	250.00	850.00
17/10/16	Engaged re: closing, including request by purchaser's solicitor for potential further extension and various discussions and e-mails regarding same resulting in no extension being required and transaction successfully being completed;	John L. Pandell	1.00	750.00	750.00
17/10/16	Filed Affidavit of Service at Commercial Court;	Tony Mazzagatti	0.50	150.00	75.00
18/10/16	Attend to post-closing matters for Bridlepath;	Christina Tereshyn	0.40	250.00	100.00
18/10/16	Review correspondence from E. Lamek and R. Schwill attaching initial order	Danny Nunes	0.20	450.00	90.00

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November 15, 2016
 Invoice 260568
 Page 7

and claims procedure order;

18/10/16	Attend court hearing for conversion of BIA NOI Proceedings into CCAA to include TCC Bay LP and its subs, and for Claims Procedure; follow up emails and discussions; circulate order;	Edmond Lamek	2.50	850.00	2,125.00
20/10/16	Instructions to C. Tereshyn re: post-closing matters, including preparation of report to client;	John L. Pandell	0.40	750.00	300.00
21/10/16	Draft reporting letter for Woodbine;	Christina Tereshyn	1.10	250.00	275.00
26/10/16	Draft reporting letter for Bridlepath;	Christina Tereshyn	1.10	250.00	275.00

Total Fees for Professional Services	\$34,870.00
HST	\$4,533.10
Total Fees including HST	<u>\$39,403.10</u>

Disbursements

Taxable Disbursements

Prints BW	178.35
Deliveries	98.24
Search Fees	186.00
Prints Colour	6.60
Court Fees	181.00
Binding & Tabs	10.96
Copies	8.75
Telephone	13.25
	<u>683.15</u>

Total Taxable Disbursements	683.15
Total Disbursements	\$683.15
HST	\$88.81
Total Disbursements and HST for this Invoice	<u>\$771.96</u>

INVOICE**WeirFoulds**^{LLP}

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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December 16, 2016

Invoice 261616

Page 1

Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.
Attention: Alan Saskin
120 Lynn Williams Street
Suite 2A
Toronto, ON M6K 3N6

Our Matter # 17859.00001 In respect of a NOI filing

For Professional Services through November 30, 2016

FEES	\$4,025.00
DISBURSEMENTS (Taxable)	\$324.03
DISBURSEMENTS (Non Taxable)	None
HST	\$565.37
TOTAL FOR THIS INVOICE	\$4,914.40
TOTAL DUE	\$4,914.40

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December 16, 2016

Invoice 261616

Page 2

Below is a description of the services rendered through November 30, 2016 with respect to our File No. 17859.00001

Fee Detail

Date	Description	Name	Hours	Rate	Fees
07/11/16	Review correspondence regarding Newtowns and Hogg's Hollow LC issue;	Danny Nunes	0.10	450.00	45.00
07/11/16	Review of outstanding items and precedent form of report; revised precedent report and delegation of tasks to team; e-mail to client requesting instructions on type of report (hard copy or electronic) and number of copies;	John L. Pandell	1.00	750.00	750.00
09/11/16	Review correspondence from E. Lamek and B. Kofman regarding draft monitor's report; review same; draft motion materials for stay extension motion and send same to E. Lamek for comment;	Danny Nunes	1.30	450.00	585.00
10/11/16	Review correspondence from E. Lamek and B. Kofman regarding unsealing of APAs; correspondence to and from N. Goldstein regarding same; revise motion materials accordingly; finalize and serve stay extension motion materials;	Danny Nunes	2.10	450.00	945.00
10/11/16	Office conference with R. Arezes; revise adjustments;	Wendy Kirkton	0.10	250.00	25.00
14/11/16	Filed Motion Record at Commercial Court;	Joe Bove	0.50	150.00	75.00
16/11/16	Attend CCAA stay extension motion;	Edmond Lamek	1.00	850.00	850.00
30/11/16	Initial review of report letters and binders; noted issues with reporting letter and binders; delegation of further tasks to C. Tereshyn to rectify problems;	John L. Pandell	1.00	750.00	750.00

Total Fees for Professional Services \$4,025.00

INVOICE

WeirFoulds LLP

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December 16, 2016
Invoice 261616
Page 3

HST	\$523.25
Total Fees including HST	<u>\$4,548.25</u>

Disbursements

Taxable Disbursements

Prints BW	113.85
Copies	25.50
Binding & Tabs	24.68
Court Fees	160.00

Total Taxable Disbursements	<u>324.03</u>	
Total Disbursements		\$324.03
HST		\$42.12
Total Disbursements and HST for this Invoice		<u>\$366.15</u>

Totals For This Matter

Total Fees Including HST	\$4,548.25
Total Disbursements Including HST	\$366.15
Total Fees and Disbursements Including HST	<u>\$4,914.40</u>
Amount Applied From Trust	\$0.00
Total Due For This Matter	<u>\$4,914.40</u>

INVOICE**WeirFoulds^{LLP}**

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December 16, 2016

Invoice 261616

Page 4

Summary

Name	Hours	Rate	Fees
Danny Nunes	3.50	450.00	1,575.00
Edmond Lamek	1.00	850.00	850.00
Joe Bove	0.50	150.00	75.00
John Pandell	2.00	750.00	1,500.00
Wendy Kirkton	0.10	250.00	25.00
Total Summary	7.10		\$4,025.00

INVOICE

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December 16, 2016
Invoice 261616
Page 5

THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP
Per



Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.
R119427177RT0001

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 URBANCORP (WOODBINE) INC., URBANCORP (BRIDLEPATH) INC., THE TOWNHOUSES OF HOGG'S HOLLOW INC., KING TOWNS INC., NEWTOWNS AT KING TOWNS INC. AND DEAJA PARTNER (BAY) INC. (the "Applicants") AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED PARTNERSHIP

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

Proceedings commenced at Toronto

**AFFIDAVIT OF EDMOND F.B. LAMEK
(Sworn January 19, 2017)**

WEIRFOULDS LLP
Barristers & Solicitors
66 Wellington Street West, Suite 4100
Toronto-Dominion Centre
P.O. Box 35
Toronto, ON M5K 1B7

Edmond F.B. Lamek
Tel: 416-947-5042
Fax: 416-365-1876
LSUC #: 33338U

Danny M. Nunes
Tel: 416-365-1110
Fax: 416-365-1876
LSUC #: 53802D

Lawyers for the Applicants

TAB 3

SERVICE

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.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 13 of the Initial Order) is hereby extended until and including April 28, 2017.

APPROVAL OF MONITOR'S REPORT AND ACTIVITIES

3. **THIS COURT ORDERS** that the Third Report and the activities of the Monitor described therein are hereby approved.

FEE APPROVAL

4. **THIS COURT ORDERS** that the fees and disbursements of counsel to the Bay LP CCAA Entities, as set out in the Lamek Affidavit, are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, as set out in the Third Report, are hereby approved.

GENERAL

6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or elsewhere to give effect to this Order and to assist the Bay LP CCAA Entities, the Monitor and their respective 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 Bay LP CCAA Entities and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Bay LP CCAA Entities and the Monitor and their respective agents in carrying out the terms of this Order.

7. **THIS COURT ORDERS** that each of the Bay LP CCAA Entities and the Monitor shall be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

**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 URBANCORP (WOODBINE) INC., URBANCORP
(BRIDLEPATH) INC., THE TOWNHOUSES OF HOGG'S HOLLOW INC., KING TOWNS INC., NEWTOWNS AT KINGTOWNS INC. and
DEAJA PARTNER (BAY) INC. (the "Applicants")
AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED PARTNERSHIP**

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

PROCEEDINGS COMMENCED AT TORONTO

**ORDER
(STAY EXTENSION)**

WEIRFOULDS LLP
Barristers & Solicitors
The TD Bank Tower
66 Wellington Street West, Suite 4100
Toronto, Ontario M5K 1B7

EDMOND F.B. LAMEK (LSUC #33338U)
Tel: 416-947-5042
Fax: 416-365-1876
Email: elamek@weirfoulds.com

DANNY M. NUNES (LSUC #53802D)
Tel: 416-619-6293
Fax: 416-365-1876
Email: dnunes@weirfoulds.com

Lawyers for the Bay LP CCAA Entities

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 URBANCORP (WOODBINE) INC., URBANCORP
(BRIDLEPATH) INC., THE TOWNHOUSES OF HOGG'S HOLLOW INC., KING TOWNS INC., NEWTOWNS AT KINGTOWNS INC. and
DEAJA PARTNER (BAY) INC. (the "Applicants")
AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED PARTNERSHIP

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

PROCEEDINGS COMMENCED AT TORONTO

MOTION RECORD
(Returnable January 27, 2017)

WEIRFOULDS LLP
Barristers & Solicitors
The TD Bank Tower
66 Wellington Street West, Suite 4100
Toronto, Ontario M5K 1B7

EDMOND F.B. LAMEK (LSUC #33338U)
Tel: 416-947-5042
Fax: 416-365-1876
Email: elamek@weirfoulds.com

DANNY M. NUNES (LSUC #53802D)
Tel: 416-619-6293
Fax: 416-365-1876
Email: dnunes@weirfoulds.com

Lawyers for the Bay LP CCAA Entities