

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. AND URBANCORP (BRIDLEPATH) INC., THE TOWNHOUSES OF HOGG'S HOLLOW INC., KING TOWNS INC., NEWTOWNS AT KINGTOWNS INC. AND DEAJA PARTNER (BAY) INC. (COLLECTIVELY, THE "APPLICANTS")

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

REPLY MOTION RECORD
(Motion Returnable May 1, 2018)

April 13, 2018

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Lawyers for the Moving Party, Guy Gissin the Israeli Court-appointed functionary officer and foreign representative of Urbancorp Inc.

TO: SERVICE LIST

**CCAA PROCEEDINGS OF URBANCORP (WOODBINE) INC., URBANCORP
(BRIDLEPATH) INC. ET AL**

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(UPDATED FEBRUARY 21, 2018)

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Lawyers for Canada Revenue Agency

**CCAA PROCEEDINGS OF URBANCORP (WOODBINE) INC., URBANCORP
(BRIDLEPATH) INC. ET AL**

**SERVICE LIST – email addresses
(Updated: February 21, 2018)**

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jwartzman@teplitskycolson.com; jventrella@teplitskycolson.com; callen@teplitskycolson.com;
vdare@foglers.com; trent@trentmorris.ca; aslavens@torys.com; lcorne@dickinsonwright.com;
dpreger@dickinsonwright.com; Kevin.Ohara@ontario.ca; forte@gsnh.com; drake@gsnh.com;
rcalderwood@dzlaw.com; sadamski@dzlaw.com; GAbrahamson@FullerLLP.com;
AErich@FullerLLP.com; KPearl@FullerLLP.com; neil.rabinovitch@dentons.com;
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Tab 1

Court File No. CV-16-11549-00CL

**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
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(COLLECTIVELY, THE "APPLICANTS")**

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

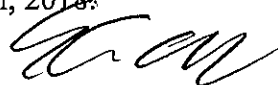
**AFFIDAVIT OF SANDRA COOPER
(sworn April 13, 2018)**

I, **Sandra Cooper**, of the City of Toronto in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a legal assistant with Dentons Canada LLP ("Dentons") counsel to Guy Gissin in his capacity as the Israeli court-appointed functionary ("Israeli Functionary") and foreign representative of Urbancorp Inc.
2. Attached hereto as Exhibit "A" is a copy of certain e-mails that counsel to KSV Kofman Inc., in its capacity as monitor ("Monitor") of the Applicants have provided to Dentons.
3. I am advised by Kenneth Kraft of Dentons that the Monitor, through its counsel, advised Dentons that this Exhibit is being provided to it on a confidential basis pursuant to the Protocol for Co-operation Among the [Monitor] and the Israeli Functionary, and that counsel to Alan Saskin is of the view that if the e-mails are to be used in any court proceedings, they must be filed confidentially with a request for a sealing order.

Attached hereto as Exhibit "B" is the cover e-mail from Robin Schwill at Davies setting this advice out.

SWORN before me at the City of Toronto,
in the Province of Ontario, this 13th day of
April, 2018.



A Commissioner for taking affidavits.

KENNETH KRAFT



SANDRA COOPER

Tab A

THIS IS EXHIBIT "A" REFERRED TO IN THE AFFIDAVIT
OF SANDRA COOPER SWORN BEFORE ME THIS 13th
DAY OF APRIL, 2018.



A Commissioner for Taking Affidavits, etc.

Subject: RE: Urbancorp Inc
From: Barry Rotenberg <brotenberg@harris-sheaffer.com>
Date: 2015-12-10 9:46 PM
To: 'Alan Saskin' <alansaskin@gmail.com>

I will remove the date of the Note.

From: Alan Saskin [mailto:alansaskin@gmail.com]
Sent: December-10-15 9:45 PM
To: Christine Honrade
Cc: Barry Rotenberg; Phillip Gales; jeremy cole
Subject: Re: Urbancorp Inc

Phillip and Jeremy are familiar with the \$8 million
If we never documented an actual note, we have to to
It's correct
Got us an\$8 million equity in Urbancorp inc.

Christine
Can you get barry the FCR number he's asking for
Early works loan balance on August 15th
Not balance today

On Thursday, December 10, 2015, Christine Honrade <ChristineH@urbancorp.com> wrote:
I don't have a copy of that and I don't know what that \$8M is.
Phillip???

From: Barry Rotenberg [mailto:brotenberg@harris-sheaffer.com]
Sent: December-10-15 9:04 PM
To: Christine Honrade
Cc: Phillip Gales
Subject: RE: Urbancorp Inc

From TCC/Urbancorp (Bay) Limited partnership to UTMI

From: Christine Honrade [mailto:ChristineH@urbancorp.com]
Sent: December-10-15 8:45 PM
To: Barry Rotenberg
Cc: Phillip Gales
Subject: RE: Urbancorp Inc

Barry: Can you please clarify the promissory note? Promissory note from whom?

From: Barry Rotenberg [mailto:brotenberg@harris-sheaffer.com]
Sent: December-10-15 8:23 PM
To: Christine Honrade
Cc: Phillip Gales
Subject: Urbancorp Inc

I need 2 more things tonight

- 1.a copy of the \$8,000,000 Promissory Note to UTMI
 - 2.The amount outstanding to First Capital on the early works Loan as of August 14th 2015.
- And I need it now!!!!

Barry Rotenberg
brotenberg@harris-sheaffer.com<mailto:brotenberg@harris-sheaffer.com>

[Description: Description: E-Mail Logo]<<http://www.harris-sheaffer.com/>>
Yonge Corporate Centre
4100 Yonge Street, Suite 610, Toronto, ON M2P 2B5
Telephone (416) 250-5800/Facsimile (416) 250-5300
www.harris-sheaffer.com<<http://www.harris-sheaffer.com/>>

If you wish to be removed from any future communication from Harris Sheaffer, please send a blank email to unsubscribe@harris-sheaffer.com<mailto:unsubscribe@harris-sheaffer.com> and you will be removed from future email correspondence within 10 business days.

One of Canada's top 5 boutique commercial real estate firms as ranked by Canadian Lawyer Magazine

IMPORTANT NOTICE: This email communication is confidential and legally privileged. If you are not the intended recipient, please notify me at the telephone number shown above or by return email and delete this communication and any copy immediately. Thank you.

Subject: RE: Urbancorp Inc
From: Phillip Gales <phillipg@urbancorp.com>
Date: 2015-12-11 7:06 AM
To: Barry Rotenberg <brotenberg@harris-sheaffer.com>, Christine Honrade <ChristineH@urbancorp.com>
CC: Alan Saskin <alansaskin@gmail.com>, David Mandell <DavidM@urbancorp.com>

Barry,

We don't have any documentation of the \$8mln – this is recorded as receivables in our books and that's it. Do you need something drawing up? We will have to work on that this morning

Christine, can you provide the amount outstanding to FCR in the early works loan on 31-Jul-2015 (so that it is consistent with the LTT valuation figures that I gave Barry)

As Christine pointed out in other emails, the difference between the land + hard costs and the total loan amount is various soft costs, including design, marketing, legal and admin. These are significant, but add nothing to the physical value of the building, and so I ignored them when calculating the LTT figures

Best regards,

Phillip

From: Barry Rotenberg [mailto:brotenberg@harris-sheaffer.com]
Sent: 10 December 2015 20:23
To: Christine Honrade <ChristineH@urbancorp.com>
Cc: Phillip Gales <phillipg@urbancorp.com>
Subject: Urbancorp Inc

I need 2 more things tonight
1.a copy of the \$8,000,000 Promissory Note to UTMI
2.The amount outstanding to First Capital on the early works Loan as of August 14th 2015.
And I need it now!!!!

Barry Rotenberg
brotenberg@harris-sheaffer.com

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www.harris-sheaffer.com

If you wish to be removed from any future communication from Harris Sheaffer, please send a blank email to unsubscribe@harris-sheaffer.com and you will be removed from future email correspondence within 10 business days.

One of Canada's top 5 boutique commercial real estate firms as ranked by Canadian Lawyer Magazine

IMPORTANT NOTICE: This email communication is confidential and legally privileged. If you are not the intended recipient, please notify me at the telephone number shown above or by return email and delete this communication and any copy immediately. Thank you.

Tab B

THIS IS EXHIBIT "B" REFERRED TO IN THE AFFIDAVIT
OF SANDRA COOPER SWORN BEFORE ME THIS 13th
DAY OF APRIL, 2018.



A Commissioner for Taking Affidavits, etc.

Subject: FW: Urbancorp FW: Promissory Note
Attachments: Scanned for your review.pdf

From: Schwill, Robin <rschwill@dwpv.com>
Sent: April 10, 2018 4:03 PM
To: Rabinovitch, Neil <neil.rabinovitch@dentons.com>
Cc: 'Bobby Kofman' <bkofman@ksvadvisory.com>; Noah Goldstein <ngoldstein@ksvadvisory.com>
Subject: FW: Urbancorp FW: Promissory Note

Neil,

Further to our telephone call, attached is a copy of the emails we discussed. They are being provided to you on a confidential basis pursuant to the Protocol. Counsel to Saskin is of the view that if they are to be used in any court proceedings, they must be filed confidentially with a request for a sealing order.

Robin B. Schwill
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DAVIES WARD PHILLIPS & VINEBERG LLP

This e-mail may contain confidential information which may be protected by legal privilege. If you are not the intended recipient, please immediately notify us by reply e-mail or by telephone. Delete this e-mail and destroy any copies.

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

AFFIDAVIT OF SANDRA COOPER
(Sworn April 13, 2018)

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings Commenced at Toronto

REPLY MOTION RECORD
(Motion Returnable May 1, 2018)

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