

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

THE HONOURABLE)
)
MR. JUSTICE NEWBOULD)

THURSDAY, THE
29TH DAY OF AUGUST 2016



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 TORONTO MANAGEMENT INC., URBANCORP (ST. CLAIR VILLAGE) INC., URBANCORP (PATRICIA) INC., URBANCORP (MALLOW) INC., URBANCORP (LAWRENCE) INC., URBANCORP DOWNSVIEW PARK DEVELOPMENT INC., URBANCORP (952 QUEEN WEST) INC., KING RESIDENTIAL INC., URBANCORP 60 ST. CLAIR INC., HIGH RES. INC., BRIDGE ON KING INC. (collectively, the "Applicants") AND THE AFFILIATED ENTITIES IN SCHEDULE "A" HERETO

REPRESENTATION ORDER

THIS MOTION made by Dickinson Wright LLP on behalf of certain purchasers for an Order appointing Dickinson Wright LLP as representative counsel to purchasers of residences from Urbancorp (St. Clair Village) Inc. ("**St. Clair**") and Urbancorp (Lawrence) Inc. ("**Lawrence**"), was heard on August 25, 2016 at 330 University Avenue, Toronto, Ontario, judgment having been reserved to this day.

ON READING the Notice of Motion and Affidavit of Michael Brzezinski sworn June 29, 2016, the Affidavit of Anthony Salmon sworn July 29, 2016, the Affidavit of Trudy Huynh sworn July 29, 2016, the Fourth Report of KSV Kofman Inc., in its capacity as Monitor (the "**Monitor**"), the Supplementary Affidavit of Michael Brzezinski sworn August 24, 2016, the Factum of Dickinson Wright LLP, and on hearing the submissions of Dickinson Wright LLP,

counsel for the Applicants, counsel for the Monitor, counsel for Tarion Warranty Corporation, counsel for Atrium Mortgage Investment Corporation, and counsel on behalf of Adv. Guy Gissin, in his capacity as the Court-appointed Israeli Functionary of Urbancorp Inc., other counsel being present as appears from the counsel slip who did not make submissions, and no one else appearing for any other person although duly served as appears from the Affidavits of Service of Jennifer Samuels sworn June 29, 2016 and the Affidavit of Service of Dylan Augruso sworn August 24, 2016, filed.

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion, the Motion Record, the Supplementary Motion Record and Further Supplementary 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** that Dickinson Wright LLP is hereby appointed counsel (“**Representative Counsel**”) for those purchasers of residences from Lawrence or St. Clair who opt in to being represented in accordance with the terms hereof (collectively, the “**Purchasers**” and individually, a “**Purchaser**”).

3. **THIS COURT ORDERS** that the Monitor shall provide to Representative Counsel, without charge, the following information, documents and data (the “**Information**”):

- (a) the names, last known addresses, and email addresses (if any) of all purchasers of residences from Lawrence and St. Clair,

and that, in so doing, the Monitor is not required to obtain express consent from any individual purchaser authorizing disclosure of the Information to Representative Counsel, and this Order shall be sufficient to authorize the disclosure of the Information without the knowledge or consent of any individual purchaser.

4. **THIS COURT ORDERS** that Dickinson Wright is entitled to be paid its fees and disbursements from any distributions to be made to the Purchasers in these proceedings.

5. **THIS COURT ORDERS** that notice of the granting of this Order, substantially in the form attached hereto as **Schedule "A"**, shall be posted on the Monitor's website and sent by the Monitor, by regular mail and email to the last known address of each purchaser of a residence from Lawrence or St. Clair within five (5) business days of the date this Order is entered.

6. **THIS COURT ORDERS** that any purchaser of a residence from Lawrence or St. Clair who wishes to be represented by Representative Counsel in these proceedings shall notify the Representative Counsel, in writing, that he or she is opting in by delivering a notice substantially in the form attached as **Schedule "B"** hereto.

7. **THIS COURT ORDERS** that Representative Counsel shall be at liberty and is authorized at any time to apply to this Court, on notice to the Service List in this proceeding, for advice and directions in the performance or variation of its powers or duties.

Rm. Ittleman

SEP 21 2016

**R. Ittleman, Registrar
Superior Court of Justice**

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

SEP 21 2016

PER / PAR: *[Signature]*

SCHEDULE "A"

NOTICE OF REPRESENTATIVE COUNSEL AVAILABILITY

By Order dated August 29, 2016 (the "**Representation Order**") granted by the Ontario Superior Court of Justice in proceedings by Urbancorp (Lawrence) Inc. ("**Lawrence**") and Urbancorp (St. Clair Village) Inc. ("**St. Clair**" and collectively, "**Urbancorp**") under the *Companies' Creditors' Arrangement Act* (the "**CCAA Proceedings**"), you may choose ("opt in") to being represented by Dickinson Wright LLP in respect of all issues arising in the CCAA Proceedings (the "**Purchasers**"). A copy of the Representation Order dated August 29, 2016 is attached.

YOU ARE NOT REQUIRED TO OPT IN. You may choose to retain other counsel or act on your own behalf.

IF YOU OPT IN, all of Dickinson Wright LLP's fees and disbursements incurred in representing you will be paid from any distributions otherwise payable to you in the CCAA Proceedings in accordance with terms you negotiate with Dickinson Wright LLP.

If you wish to be represented by Dickinson Wright LLP, you must complete and return the Opt In Letter enclosed herewith.

Purchasers may in confidence directly contact either Lisa Corne or Michael Brzezinski at Dickinson Wright LLP, as set out below:

Lisa Corne
P: 416.646.4608
E: lcorne@dickinsonwright.com

Michael Brzezinski
P: 416.777.2394
E: mbrzezinski@dickinsonwright.com

Dated: September ____, 2016

SCHEDULE "B"

Court File No. CV-16-11389-00CL

**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 ARRANGEMENT OF
URBANCORP TORONTO MANAGEMENT INC., URBANCORP (ST. CLAIR
VILLAGE) INC., URBANCORP (PATRICIA) INC., URBANCORP (MALLOW) INC.,
URBANCORP (LAWRENCE) INC., URBANCORP DOWNSVIEW PARK
DEVELOPMENT INC., URBANCORP (952 QUEEN WEST) INC., KING
RESIDENTIAL INC., URBANCORP 60 ST. CLAIR INC., HIGH RES. INC., BRIDGE
ON KING INC. (collectively, the "Applicants") AND THE AFFILIATED ENTITIES IN
SCHEDULE "A" HERETO**

OPT IN LETTER

TO: DICKINSON WRIGHT LLP
Barristers & Solicitors
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Attention: Lisa Corne
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F +1 416 865 1398
E lisacorne@dickinsonwright.com

Attention: Michael Brzezinski
T +1 416 777 2394
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I, _____ (*print name*), wish to be represented by Dickinson
Wright LLP in the Ontario Superior Court of Justice proceedings commenced by Urbancorp
(Lawrence) Inc. and Urbancorp (St. Clair Village) Inc. (collectively, "**Urbancorp**") under the
Companies' Creditors' Arrangement Act (the "**CCAA Proceedings**"). By signing below, I
ACKNOWLEDGE THAT all Dickinson Wright LLP's fees and disbursements incurred in
representing me will be paid from any distributions otherwise payable to me in the *CCAA*
Proceedings.

Date

Signature

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 TORONTO MANAGEMENT INC., URBANCORP (ST. CLAIR VILLAGE) INC., URBANCORP (PATRICIA) INC., URBANCORP (MALLOW) INC., URBANCORP (LAWRENCE) INC., URBANCORP DOWNSVIEW PARK DEVELOPMENT INC., URBANCORP (952 QUEEN WEST) INC., KING RESIDENTIAL INC., URBANCORP 60 ST. CLAIR INC., HIGH RES. INC., BRIDGE ON KING INC. (collectively, the "Applicants") AND THE AFFILIATED ENTITIES IN SCHEDULE "A" HERETO

Court File No. CV-16-11389-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

REPRESENTATION ORDER

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Lawyers for Certain Purchasers