

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) MONDAY, THE 30th
)
CHIEF JUSTICE MORAWETZ) DAY OF AUGUST, 2021
)
)

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 LISTED IN SCHEDULE "A" HERETO

ORDER
(Document Request -- Rotenberg)

THIS MOTION, made by KSV Restructuring Inc., in its capacity as Court-appointed Monitor (the "**Monitor**") of the Applicants and the affiliated entities listed on Schedule "A" (collectively, the "**CCAA Entities**", and each individually a "**CCAA Entity**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "**CCAA**") for an order, among other things, directing Mr. Barry Rotenberg deliver up to the Monitor a copy of his complete files (including emails) relating to the Downsview Shareholder's Agreement and the various Amendments to the Shareholder's Agreement



(as those terms are referred to in the Document Request as defined in the Report (defined below)) including, without limitation, any documents or emails relating to value attributed to UDPDI's interest in Downsview Homes Inc. during the course of the "soft restructuring" between February 1, 2016 and May 18, 2016 (collectively, the "**Files**") and authorizing and directing the Monitor to provide Guy Gissin, in his capacity as the appointed functionary and foreign representative of Urbancorp Inc. by order of the District Court in Tel Aviv-Yafo, Israel (the "**Israeli Functionary**"), with copies of the Files when received, was heard this day by judicial videoconference via Zoom as a result of the COVID-019 pandemic.

ON READING the Notice of Motion of the Monitor, the Forty-Seventh Report of the Monitor dated August 23, 2021 (the "**Report**"), and the Responding Record of non-parties Barry Rotenberg & Harris Sheaffer LLP, and on hearing the submissions of respective counsel for the Monitor, the Israeli Functionary, the non-parties Barry Rotenberg & Harris Sheaffer LLP, and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service as filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

DOCUMENT REQUEST

2. **THIS COURT ORDERS AND DECLARES** that Mr. Barry Rotenberg be and is hereby directed to deliver up to the Monitor a copy of all documents (including emails) in his possession or control (which include those documents in the possession or control of Harris Sheaffer LLP) relating to the Shareholder's Agreement (as defined in the Report) for the period between May 15, 2015 and June 15, 2015, other than those documents that are subject to third party privilege or confidentiality restrictions (the "**Produced Documents**").

3. **THIS COURT ORDERS** that Mr. Rotenberg shall provide to the Monitor a description all of the documents purported to be subject to third party privilege or confidentiality restrictions (the "**Restricted Documents**") together with the basis of such claim in sufficient detail to permit the Monitor to assess such claims of privilege or confidentiality (the "**Restricted Documents Description**"). The Monitor may share the Restricted Document Description with the Israeli Functionary and may seek the advice and directions of this Court with respect to the production of any of the Restricted Documents.

4. **THIS COURT ORDERS AND DECLARES** that the Monitor be and is hereby authorized and directed to provide the Israeli Functionary with copies of the Produced Documents when received.

5. **THIS COURT ORDERS** that the Israeli Functionary shall not be entitled to use any of the documents produced pursuant to this Order in the Israeli Functionary's proceedings against Mr. Rotenberg and Harris Sheaffer LLP bearing Court File Number CV-18-596663

(the “**Rotenberg Action**”), without leave of the Court. Nothing in this Order prevents the Israeli Functionary from using any documents it discovers separate and apart from this Order in the Rotenberg Action, nor does this Order alter the production obligations of any party to the Rotenberg Action. This Order shall not prevent the use of the Produced Documents in accordance with the exceptions contained in Rule 30.1.01(4)-(7) of the Rules of Civil Procedure.

6. **THIS COURT ORDERS** that Mr. Rotenberg’s reasonable costs, which includes Harris Sheaffer LLP’s reasonable costs, incurred in respect of delivering the Produced Documents to the Monitor shall be paid by the Israeli Functionary upon presentation to it of a bill of costs from Mr. Rotenberg.

7. **THIS COURT ORDERS** that this order is without prejudice to the right of either the Monitor or Israeli Functionary to seek a further order for production from either Mr. Barry Rotenberg or Harris Sheaffer LLP.



Chief Justice G.B. Morawetz

SCHEDULE "A"

LIST OF NON APPLICANT AFFILIATES

Urbancorp Power Holdings Inc.

Vestaco Homes Inc.

Vestaco Investments Inc.

228 Queen's Quay West Limited

Urbancorp Cumberland 1 LP

Urbancorp Cumberland 1 GP Inc.

Urbancorp Partner (King South) Inc.

Urbancorp (North Side) Inc.

Urbancorp Residential Inc.

Urbancorp Realtyco Inc.

IN THE MATTER OF *THE COMPANIES CREDITORS ARRANGEMENT ACT*, R.S.C.1985, c. C-36, AS AMENDED

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

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 DEVELOPMENTS INC., URBANCORP (952 QUEEN WEST) INC., KING RESIDENTIAL INC., URBANCORP NEW KINGS INC., URBANCORP 60 ST. CLAIR INC., HIGH RES.INC., BRIDGE ON KING INC. (THE "APPLICANTS") AND THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

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

Proceeding commenced at Toronto

**ORDER
(DOCUMENT REQUEST --
ROTENBERG)**

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