

**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 LISTED IN SCHEDULE "A" HERETO**

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

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**SERVICE LIST**  
**(Updated January 20, 2017)**

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# INDEX

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

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<b>TAB</b>	<b>DOCUMENT</b>
1	Notice of Motion returnable January 27, 2017
2	Affidavit of Edmond F.B. Lamek sworn January 19, 2017
3	Approval and Vesting Order (Residential Condominium Units)
4	Stay Extension Order

# TAB 1

**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.,  
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CLAIR INC., HIGH RES. INC., BRIDGE ON KING INC.  
(collectively, the "Applicants") AND THE AFFILIATED  
ENTITIES LISTED IN SCHEDULE "A" HERETO**

**NOTICE OF MOTION**

**THE APPLICANTS** will make a motion before a Judge of the Ontario Superior Court of Justice (Commercial List) (the "**Court**"), 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. Orders substantially in the form attached at Tabs 3 and 4 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) authorizing the Monitor to enter into sale transactions in respect of the residential condominium units (the "**Purchased Assets**") set out in Schedule "B" to the form



of Order attached at Tab 3 of the Motion Record, pursuant to an agreement of purchase and sale (each a “**Sale Agreement**”) in a form substantially similar to that appended to the Eleventh Report of KSV Kofman Inc. (“**KSV**” or the “**Monitor**”), in its capacity as Court-appointed Monitor (the “**Eleventh Report**”);

- (c) vesting the interest of Urbancorp Residential Inc. (“**URI**”) and King Residential Inc. (“**KRI**”) to the Purchased Assets in the relevant purchasers under each Sale Agreement, free and clear of any and all Encumbrances, other than Permitted Encumbrances;
- (d) approving the Release and Settlement Agreement to be entered into between Bridge on King Inc. (“**BOKI**”) and Toronto Standard Condominium Corporation No. 2302 (“**TSCC 2302**”) (the “**Settlement Agreement**”);
- (e) extending the Stay Period (as defined in paragraph 17 of the Initial Order (as defined herein)) until and including April 28, 2017;
- (f) approving the Eleventh Report and the Monitor’s activities described therein;
- (g) approving the fees and disbursements of (i) the Applicants’ counsel, WeirFoulds LLP, for the period of August 20, 2016 to November 30, 2016; (ii) the Monitor, for the period of August 1, 2016 to December 31, 2016; and (iii) the Monitor’s counsel, Davies Ward Phillips & Vineberg LLP, for the period August 1, 2016 to December 31, 2016; and
- (h) 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. each of the Urbancorp CCAA Entities, other than Urbancorp Toronto Management Inc. (“**UTMI**”), are involved in the management and development of real estate projects across the greater Toronto area while UTMI provides back office administrative and management services to the Urbancorp CCAA Entities;
4. the Urbancorp CCAA Entities other than UTMI have no employees and their only assets are the real estate projects in which they hold an interest as well as certain rental properties and geothermal assets;
5. the Urbancorp CCAA Entities were granted protection from their creditors under the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”), pursuant to the Initial Order of the Honourable Mr. Justice Newbould dated May 18, 2016 (the “**Initial Order**”);
6. KSV was appointed in the Initial Order to act as the Monitor in these CCAA proceedings;
7. the Initial Order granted, among other things, a stay of proceedings until June 17, 2016, or such later date as this Honourable Court may order;
8. pursuant to the most recent extension Order dated November 16, 2016, the Court extended the Stay Period until January 31, 2017;
9. pursuant to the Order dated December 14, 2016, the Court approved a sale process in respect of twenty-eight (28) residential condominium units owned by URI and KRI (the “**Sale Process**”);
10. in accordance with the Sale Process, the condominium units are being marketed and the Monitor anticipates accepting offers in respect of certain units from time to time and entering into Sale Agreements with respect to each of the units;
11. the Sale Agreements contemplate effecting a transfer of title to the units by way of a vesting order;

12. extending the Stay Period will, among other things, allow the Monitor to execute the Sale Agreements and proceed towards closing the transactions in respect of the purchased assets;
13. TSCC 2302 retained a consultant to conduct a performance audit in order to determine the common element deficiencies with respect to the condominium. The performance audit identified approximately \$1.8 million in common element deficiencies;
14. the Settlement Agreement provides for BOKI to pay \$450,000 (inclusive of HST) to TSCC 2302 in return for a full release of all common elements deficiency claims;
15. BOKI has posted a \$500,000 cash secured bond with Tarion Warranty Corporation (“**Tarion**”) which was held as security for, among other things, the common element deficiencies. Tarion has agreed to release the cash security so that BOKI can fund the settlement, with the remaining \$50,000 being returned to BOKI;
16. the Settlement Agreement is conditional upon approval by the Court;
17. its terms and conditions are fair and reasonable under the circumstances and benefit the administration of these CCAA proceedings;
18. the cash-flow statements prepared by the Monitor indicate that the Applicants will have sufficient cash to fund these proceedings for the proposed extended Stay Period;
19. at all material times, the Urbancorp CCAA Entities have been acting, and continue to act, in good faith and with due diligence in these CCAA proceedings;
20. it is just and convenient and in the interests of the Urbancorp CCAA Entities and their respective stakeholders that the requested Order be granted and the Stay Period be extended;
21. the extension of the Stay Period is supported by the Monitor;

22. such further and other grounds as set out in the Eleventh Report of the Monitor;
23. the provisions of the CCAA and the inherent and equitable jurisdiction of this Honourable Court;
24. Section 11.2 of the CCAA;
25. 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 Eleventh 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.

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- 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  
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. (THE  
"APPLICANTS") AND THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

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

PROCEEDINGS COMMENCED AT TORONTO

**NOTICE OF MOTION**  
(returnable January 27, 2017)

**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)**  
Tel.: 416.947.5042  
Fax: 416.365.1876  
Email: elamek@weirfoulds.com

**Danny M. Nunes (LSUC No. 53802D)**  
Tel.: 416.619.6293  
Fax: 416.365.1876  
Email: dnunes@weirfoulds.com

Lawyers for the Urbancorp CCAA Entities

# TAB 2



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 LISTED IN SCHEDULE "A" HERETO

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 entities listed in Schedule "A" to the Initial CCAA Order (the "**Urbancorp CCAA Entities**") herein. Accordingly, I have knowledge of matters hereinafter deposed to.
2. Attached hereto as **Exhibit "A"** are copies of the four 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 \$184,002.50, plus disbursements of \$1,983.21 and applicable taxes of \$24,119.95.

3. As set out in the following table, 303.2 hours were billed by WeirFoulds personnel during the Billing Period, resulting in an average hourly rate of \$606.86 (exclusive of applicable taxes):

<b>Lawyers</b>	<b>Hours</b>	<b>Rate/Hr.</b>
Edmond Lamek	102.2	\$850
Danny Nunes	53.0	\$450
John Pandell	58.6	\$750
Ryan Morris	0.1	\$600
Richard Arezes	57.5	\$375
Christina Tereshyn	23.6	\$250
<b>Paralegals/Students</b>	<b>Hours</b>	<b>Rate/Hr</b>
Irene Macleod	4.2	\$250
Ruth DeSouza	1.3	\$200
Eva Lombardi	0.5	\$250
Wendy Kirkton	0.2	\$250
Tony Mazzagatti	0.5	\$150
Joe Bove	1.0	\$150
Aashima Singh (Student)	0.5	\$200
<b>TOTAL</b>	<b>303.2</b>	<b>Avg. Rate/Hr: \$606.86</b>

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 )  
 19<sup>th</sup> 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
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September 20, 2016  
Invoice 258578  
Page 1

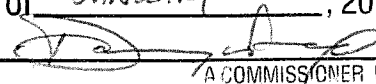
Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through August 31, 2016

FEES	\$25,940.00
DISBURSEMENTS (Taxable)	\$71.05
DISBURSEMENTS (Non Taxable)	None
HST	\$3,381.44
<b>TOTAL FOR THIS INVOICE</b>	<b>\$29,392.49</b>
<b>TOTAL DUE</b>	<b>\$29,392.49</b>

This is Exhibit <sup>4A</sup> referred to in the  
affidavit of EDMOND F.B. LAMEK  
sworn before me, this 19<sup>th</sup>  
day of JANUARY, 20 17

  
A COMMISSIONER ETC..

Danny Neves

**INVOICE****WeirFoulds**<sup>L.L.P.</sup>

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

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September 20, 2016

Invoice 258578

Page 2

Below is a description of the services rendered through August 31, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
19/08/16	Correspondence to and from E. Lamek regarding preparation of sale approval and vesting motion materials;	Danny Nunes	0.50	450.00	225.00
20/08/16	Draft stay extension motion materials;	Danny Nunes	3.50	450.00	1,575.00
22/08/16	Correspondence to and from E. Lamek regarding stay extension motion materials; revise same and finalize for service; correspondence to and from N. Goldstein regarding monitor's draft report; correspondence to and from E. Lamek regarding same; speak to N. Goldstein regarding same; correspondence to and from D. Milivojevic regarding service list; speak to D. Milivojevic regarding same; finalize notice of change of lawyers and serve same; serve stay extension motion materials;	Danny Nunes	4.10	450.00	1,845.00
22/08/16	Working on CCAA Stay extension Report and related motion materials; reviseing Lawrence and Mallow Purchase Agreements; calls re Dickinson Wright Motion; emails with ted Saskin; working on Rep counsel motion report; discussing Sale approval motion with Nunes and Swartz.	Edmond Lamek	4.50	850.00	3,825.00
23/08/16	Correspondence to and from S. Bomhof regarding monitor's report; review correspondence from R. Schwill attaching monitor's report; correspondence to and from R. Schwill regarding same;	Danny Nunes	1.20	450.00	540.00
23/08/16	Calls regarding Dickinson Wright Motion; working on Sale Approval materials; calls and emails with Davies and Ted Saskin re same.	Edmond Lamek	2.30	850.00	1,955.00
24/08/16	Correspondence to and from R. Schwill	Danny Nunes	1.50	450.00	675.00

**INVOICE**

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September 20, 2016

Invoice 258578

Page 3

	regarding monitor's report; review supplemental materials filed by proposed rep counsel; review updated searches for UC Lawrence sale motion;				
24/08/16	emails regarding Dickinson Wright motion call with TED Saskin; working on Sale Approval Order; revising relevant cases for Rep counsel appointment.	Edmond Lamek	2.00	850.00	1,700.00
24/08/16	Sub search of 1780 Lawrence Avenue west for D. Nunes;	Irene Macleod	0.30	250.00	75.00
24/08/16	Conducted a corporate verbal search regarding Urban Toronto Management Inc.;	Ruth DeSousa	0.10	200.00	20.00
24/08/16	Conducted a verbal and certified PPSA search regarding Urbancorp (Lawrence) Inc.;	Ruth DeSousa	0.20	200.00	40.00
25/08/16	Review correspondence from E. Lamek regarding stay extension motion; review correspondence from E. Lamek attaching endorsement for 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
25/08/16	Prep for and attend Dickinson Wright rep counsel motion; reporting emails to Ted and Alan Saskin; working on sale approval and vesting order and related email correspondence with Davies and KSV; call with Bobby Kofman re sales and DW motion;	Edmond Lamek	6.80	850.00	5,780.00
25/08/16	Attend to Companies Branch to pick up the certified PPSA search regarding Urbancorp (Lawrence) Inc.;	Ruth DeSousa	0.20	200.00	40.00
25/08/16	Filed Motion	Tony Mazzagatti	0.50	150.00	75.00
26/08/16	Review correspondence to and from E. Lamek, J. Swartz, B. Kofman and R. Schwill regarding wording of draft	Danny Nunes	1.50	450.00	675.00

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September 20, 2016  
 Invoice 258578  
 Page 4

	approval and vesting order for UC Lawrence property;				
26/08/16	Follow up email exchanges regarding termination language in draft order and all related issues; emails regarding Pro-Green lien claim.	Edmond Lamek	0.80	850.00	680.00
27/08/16	Review correspondence from B. Kofman regarding approval and vesting order for UC Lawrence;	Danny Nunes	0.10	450.00	45.00
29/08/16	Review correspondence from E. Lamek regarding stay extension proceedings; review correspondence from E. Lamek and R. Schwill regarding endorsement in respect of rep counsel motion and review same;	Danny Nunes	0.50	450.00	225.00
29/08/16	Attend on Urbancorp CCAA Stay extension Motion; working on Approval and vesting Order form and discussing with McNamara.	Edmond Lamek	3.30	850.00	2,805.00
30/08/16	Review correspondence to and from E. Lamek, R. Schwill and B. Kofman regarding draft approval and vesting orders;	Danny Nunes	0.40	450.00	180.00
31/08/16	Correspondence regarding updated PPSA and property searches; review correspondence from E. Lamek and J. Pandell regarding property sales; reiview correspondence regarding draft approval and vesting orders and encumbrance issue;	Danny Nunes	0.70	450.00	315.00
31/08/16	Calls with Davies regarding UC Lawrence purchase agreement and encumbrances definitions; working on Approval and Vesting Orders ; call with Ted Saskin	Edmond Lamek	2.30	850.00	1,955.00
31/08/16	Ordered certified PPSA searches regarding Urbancorp (Mallow) Inc., Urbancorp (St. Clair Village) Inc. and Urbancorp (Patricia) Inc.;	Ruth DeSousa	0.30	200.00	60.00

**INVOICE****WeirFoulds**<sup>L.L.P.</sup>

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September 20, 2016

Invoice 258578

Page 5

Total Fees for Professional Services .....	\$25,940.00
HST .....	\$3,372.20
Total Fees including HST .....	<u>\$29,312.20</u>

**Disbursements**

## Taxable Disbursements

Search Fees	38.85	
Electronic Filing Fee	31.45	
Prints BW	0.75	
Total Taxable Disbursements	<u>71.05</u>	
Total Disbursements .....		\$71.05
HST .....		\$9.24
Total Disbursements and HST for this Invoice .....		<u>\$80.29</u>

**Totals For This Matter**

Total Fees Including HST .....	\$29,312.20
Total Disbursements Including HST .....	\$80.29
Total Fees and Disbursements Including HST .....	<u>\$29,392.49</u>
Amount Applied From Trust .....	\$0.00
<b>Total Due For This Matter</b> .....	<u><u>\$29,392.49</u></u>

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September 20, 2016

Invoice 258578

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## Summary

Name	Hours	Rate	Fees
Danny Nunes	15.40	450.00	6,930.00
Edmond Lamek	22.00	850.00	18,700.00
Irene Macleod	0.30	250.00	75.00
Ruth DeSousa	0.80	200.00	160.00
Tony Mazzagatti	0.50	150.00	75.00
<b>Total Summary</b>	<b>39.00</b>		<b>\$25,940.00</b>



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September 20, 2016  
Invoice 258578  
Page 7

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WeirFoulds LLP  
Per



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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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September 20, 2016

Invoice 258578

Page 1

Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through August 31, 2016

FEES	\$25,940.00
DISBURSEMENTS (Taxable)	\$71.05
DISBURSEMENTS (Non Taxable)	None
HST	\$3,381.44
<b>TOTAL FOR THIS INVOICE</b>	<b>\$29,392.49</b>
<b>TOTAL DUE</b>	<b>\$29,392.49</b>

**INVOICE****WeirFoulds** L.L.P.

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September 20, 2016

Invoice 258578

Page 2

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**Fee Detail**

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September 20, 2016  
 Invoice 258578  
 Page 3

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September 20, 2016  
 Invoice 258578  
 Page 4

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**INVOICE**

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September 20, 2016  
Invoice 258578  
Page 5

Total Fees for Professional Services .....	\$25,940.00
HST .....	\$3,372.20
Total Fees including HST.....	<u>\$29,312.20</u>

**Disbursements**

Taxable Disbursements

Search Fees	38.85	
Electronic Filing Fee	31.45	
Prints BW	0.75	
Total Taxable Disbursements	<u>71.05</u>	
Total Disbursements .....		\$71.05
HST .....		\$9.24
Total Disbursements and HST for this Invoice.....		<u>\$80.29</u>

**Totals For This Matter**

Total Fees Including HST.....	\$29,312.20
Total Disbursements Including HST.....	\$80.29
Total Fees and Disbursements Including HST.....	<u>\$29,392.49</u>
Amount Applied From Trust.....	\$0.00
<b>Total Due For This Matter</b>	<u>\$29,392.49</u>

**INVOICE**

**WeirFoulds**<sup>LLP</sup>

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September 20, 2016

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Page 6

**Summary**

Name	Hours	Rate	Fees
Danny Nunes	15.40	450.00	6,930.00
Edmond Lamek	22.00	850.00	18,700.00
Irene Macleod	0.30	250.00	75.00
Ruth DeSousa	0.80	200.00	160.00
Tony Mazzagatti	0.50	150.00	75.00
<b>Total Summary</b>	<b>39.00</b>		<b>\$25,940.00</b>

INVOICE

WeirFoulds LLP

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September 20, 2016


Invoice 258578

Page 7

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



# INVOICE

# WeirFoulds<sup>LLP</sup>

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

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October 21, 2016

Invoice 259624

Page 1

Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through September 30, 2016

FEES	\$88,170.00
DISBURSEMENTS (Taxable)	\$828.88
DISBURSEMENTS (Non Taxable)	None
HST	\$11,569.85
<b>TOTAL FOR THIS INVOICE</b>	<b>\$100,568.73</b>
<b>TOTAL DUE</b>	<b>\$100,568.73</b>

**INVOICE****WeirFoulds** LLP

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

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October 21, 2016

Invoice 259624

Page 2

Below is a description of the services rendered through September 30, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
01/09/16	Review correspondence from E. Lamek to purchasers counsel attaching draft approval and vesting orders; review correspondence regarding draft representative counsel order;	Danny Nunes	0.30	450.00	135.00
01/09/16	Commenting on draft Dickinson Wright Representation Order by email to service list;	Edmond Lamek	0.70	850.00	595.00
01/09/16	Finalizing and corresponding with purchasers' counsel re vesting orders on Mallow, Patricia, St Clair Village and Lawrence. Email exchanges with Davies re same;	Edmond Lamek	2.20	850.00	1,870.00
01/09/16	Attend to Companies Branch to pick up the certified PPSA searches regarding Urbancorp (Mallow) Inc., Urbancorp (St. Clair Village) Inc. and Urbancorp (Patricia) Inc.; forward searches to D. Nunes;	Ruth DeSousa	0.20	200.00	40.00
02/09/16	Review correspondence regarding representative counsel orders; review correspondence regarding St. Clair property sale;	Danny Nunes	0.40	450.00	180.00
02/09/16	Reviewing and commenting on CCAA Claims procedure order; emails with Dickinson Wright re their draft order;	Edmond Lamek	1.30	850.00	1,105.00
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	2.00	750.00	1,500.00
05/09/16	Review correspondence regarding representative counsel draft orders;	Danny Nunes	0.10	450.00	45.00

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06/09/16	Correspondence to and from E. Lamek regarding approval and vesting order; review correspondence regarding Lawrence draft order; correspondence to and from I. MacLeod regarding updated PINs;	Danny Nunes	0.50	450.00	225.00
06/09/16	Calls and emails with lawyers for St. Clair Village buyer; emails with Davies; discussion with Pandell re RE deals, etc.	Edmond Lamek	1.50	850.00	1,275.00
06/09/16	Updated PINs for properties, Mallow, Patricia and St. Clair Village for D. Nunes;	Irene Macleod	0.40	250.00	100.00
06/09/16	Review of purchase agreements in further detail;	John L. Pandell	1.30	750.00	975.00
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	0.60	250.00	150.00
07/09/16	Review correspondence regarding Lawrence property sale; review correspondence regarding draft approval and vesting orders; review Sixth Report and correspondence regarding same;	Danny Nunes	1.00	450.00	450.00
07/09/16	Working on Sale Approval Motion materials and discussing orders with lawyers for purchasers and Davies and Pandell. Commenting on draft KSV report;	Edmond Lamek	3.50	850.00	2,975.00
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,	John L. Pandell	3.00	750.00	2,250.00

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	review of various e-mails and advising on permitted encumbrances for court order from real estate law perspective;				
08/09/16	In-depth review of Agreement of Purchase and Sale and title for Caledonia property;	Christina Tereshyn	0.60	250.00	150.00
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; review correspondence regarding Lawrence property transaction; correspondence to and from D. Milivojevic and N. Goldstein regarding sale approval motion materials and serve same;	Danny Nunes	1.80	450.00	810.00
08/09/16	Working all day on finalizing motion materials on Sale Approval motion for Lawrence, Mallow, Patricia, St. Clair Village - calls and email with lawyers for each re their comments on draft forms of orders and related schedules, etc;	Edmond Lamek	4.50	850.00	3,825.00
08/09/16	Obtained title document on 425 Patricia Avenue for E. Lamek;	Irene Macleod	0.20	250.00	50.00
08/09/16	Various e-mails re: draft orders; telephone conversation with D. Reiner at Davies;	John L. Pandell	1.40	750.00	1,050.00
08/09/16	Review title to Patricia site with respect to mortgage on title;	Richard Arezes	0.40	375.00	150.00
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;	Danny Nunes	0.90	450.00	405.00
09/09/16	call from Adam Slavens counsel to Tarion re request for adjournment of sale approval motions re rep counsel issues; email exchanges with KSV and DAVIES re same and Dickinson Wright request for adjournment and	Edmond Lamek	3.20	850.00	2,720.00

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confidential appendices. Email exchanges with lawyers for Lawrence purchaser re revisions to Approval and vesting order;

09/09/16	Engaged re: Lawrence property on urgent basis to review changes to draft order and related e-mails and meeting with E. Lamek to discuss same;	John L. Pandell	2.50	750.00	1,875.00
09/09/16	Review of purchase agreements;	Richard Arezes	0.50	375.00	187.50
10/09/16	Review correspondence regarding sale approval motion; attend conference call to discuss same;	Danny Nunes	0.90	450.00	405.00
10/09/16	Conference call with KSV and Davies regarding response to Lisa Corne adjournment request and providing comments to Schwill on his initial draft letter.	Edmond Lamek	0.70	850.00	595.00
11/09/16	Review correspondence regarding real property transactions;	Danny Nunes	0.10	450.00	45.00
12/09/16	Review correspondence regarding sale approval motion correspondence to and from E. Lamek and R. Schwill regarding materials needed for same; finalize motion materials and attend to filing of same;	Danny Nunes	1.00	450.00	450.00
12/09/16	Commenting on revised Schwill letter to Lisa Corne; call to lawyers for Lawrence and St. Clair Village purchasers re possible call from Rep Counsel to home buyers;	Edmond Lamek	1.80	850.00	1,530.00
12/09/16	Various e-mails re: draft orders and status of transactions;	John L. Pandell	0.60	750.00	450.00
13/09/16	Review correspondence regarding request for adjournment of sale approval motion; review correspondence from A. Slavens regarding adjournment request;	Danny Nunes	0.90	450.00	405.00
13/09/16	Calls and email exchanges with lawyers for buyer of UC LAWRENCE property	Edmond Lamek	4.20	850.00	3,570.00

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regarding additional changes to approval and vesting order requests and exchange of drafts and follow up calls to finalize same; dealing with Slavens correspondence and calls with KSV and Davies re same. Email exchanges with lawyers for St Clair Village buyer re some requested changes to Approval and vesting order.

13/09/16	Engaged re: Lawrence property, including review of proposed changes to Order by Purchaser's counsel and my memo regarding same with E. Lamek; conference call with Purchaser's solicitor to discuss and negotiate "middle of the road" solution; related analysis and review of further changes to implement solution;	John L. Pandell	2.00	750.00	1,500.00
14/09/16	Review correspondence regarding real property transactions; review correspondence from A. Slavens and E. Lamek regarding adjournment request for approval and vesting order motion; review correspondence from E. Lamek regarding revised approval and vesting orders; correspondence to and from R. Schwill and E. Lamek regarding sealing of appendices; review correspondence from R. Schwill attaching supplemental report and review same;	Danny Nunes	1.50	450.00	675.00
14/09/16	Responding to Slavens' adjournment request correspondence; working most of day finalizing four approval and vesting orders with counsel to purchasers and preparing generally for court appearances tomorrow, including rep counsel order; conf call with Minden Gross re St. Clair Village EXP Hydrostatic report; various emails and calls regarding same; responding email to Minden Gross.	Edmond Lamek	5.20	850.00	4,420.00
14/09/16	Engaged re: revising language in draft Order and meeting with E. Lamek re: same; discussions with Purchaser's solicitor prepared blackline of my	John L. Pandell	4.70	750.00	3,525.00

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	proposed changes; e-mails with Purchaser's solicitor and exchanging revised drafts; engaged re: St. Clair alleged environmental issues and related e-mails and conference calls;				
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 Lawrence, Mallow, Patricia, St. Clair Village 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	4.50	850.00	3,825.00
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	1.20	750.00	900.00
16/09/16	Review correspondence regarding representation order revisions; review correspondence from D. Michaud regarding Terra Firma mortgage;	Danny Nunes	0.40	450.00	180.00
16/09/16	Emails with McMillan re Patricia and Mallow; reviewing and commenting on latest DW rep counsel order draft.	Edmond Lamek	0.80	850.00	680.00
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	1.40	750.00	1,050.00
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 St. Clair Village property; email to Purchaser's counsel;	Christina Tereshyn	0.60	250.00	150.00

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19/09/16	Review correspondence regarding Mallow closing;	Danny Nunes	0.20	450.00	90.00
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	2.60	750.00	1,950.00
19/09/16	Review of purchase agreement and preparation of closing agenda for Lawrence property;	Richard Arezes	1.50	375.00	562.50
19/09/16	Emails to purchaser's lawyers; attended meeting with J. Pandell;	Richard Arezes	1.40	375.00	525.00
19/09/16	Review of purchase agreement and preparation of closing agenda for Mallow property;	Richard Arezes	1.90	375.00	712.50
19/09/16	Review of purchase agreement and preparation of closing agenda for Patricia property;	Richard Arezes	0.50	375.00	187.50
20/09/16	Review correspondence regarding property closings;	Danny Nunes	0.30	450.00	135.00
20/09/16	Emails regarding Lisa Corne draft Rep Counsel Order; discussions with Tereshyn, Arezes and Pandell regarding various RE closing logistics; KSV/Saskin approval protocols and the like;	Edmond Lamek	1.10	850.00	935.00
20/09/16	Revision of and circulation of draft closing agendas to client, monitor and purchaser's counsel; telephone call with McMillan;	Richard Arezes	1.20	375.00	450.00
21/09/16	Draft closing document sample package for St. Clair; email to client regarding additional closing deliveries for St. Clair; various discussions with J. Pandell;	Christina Tereshyn	1.90	250.00	475.00



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21/09/16	Review correspondence regarding property closings; review correspondence from L. Corne attaching issued representative counsel orders;	Danny Nunes	0.60	450.00	270.00
21/09/16	Drafted 2 electronic applications for vesting order ( Mallow and Patricia) for R. Arezes; drafted one electronic application for vesting order ( St. Clair/ Caledonia) for C. Tereshyn;	Irene Macleod	0.90	250.00	225.00
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	2.00	750.00	1,500.00
21/09/16	Email to clients and monitor regarding statement of adjustments; telephone call with D. Baker;	Richard Arezes	0.20	375.00	75.00
22/09/16	Revisions to draft closing documents for St. Clair based on comments of R. Arezes; draft further closing documents for St. Clair; call with Purchaser's lawyer for St. Clair re: Closing Agenda and closing matters; meeting with J. Pandell and R. Arezes to review draft package of closing documents; further revisions to documents; send documents to client for approval;	Christina Tereshyn	2.30	250.00	575.00
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	Organizing Geothermal documentation for Carleigh Bassett; emails with Pandell and KSV regarding closing; emails with McMillan regarding Patricia and Mallow closing requirements;	Edmond Lamek	1.50	850.00	1,275.00
22/09/16	Drafted application for vesting order for 1780 Lawrence Avenue west for R. Arezes;	Irene Macleod	0.40	250.00	100.00

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22/09/16	Managed team on various tasks, including review of draft closing documents and comments from purchasers' counsel on agenda;	John L. Pandell	2.00	750.00	1,500.00
22/09/16	Review of applications for vesting orders; preparation of draft closing agendas;	Richard Arezes	2.00	375.00	750.00
23/09/16	Emails to and from client regarding closing documents and closing matters; revise and draft additional documents for St. Clair and send to client for review; send draft documents and Statement of Adjustments to Purchaser's solicitor for St. Clair; office conference with J. Pandell to review documents;	Christina Tereshyn	1.80	250.00	450.00
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;	John L. Pandell	2.60	750.00	1,950.00
25/09/16	Preparation of closing documents for Mallow;	Richard Arezes	0.60	375.00	225.00
26/09/16	Telephone call and emails with Purchaser's lawyer for St. Clair property, requesting an extension of the closing date; instructions from client to request additional deposit in exchange for extension of closing date;	Christina Tereshyn	0.50	250.00	125.00
26/09/16	Engaged re: proposed extension for St. Clair, including numerous e-mails and instructions to C. Tereshyn of implementing same; engaged re: Mallow, Patricia and Lawrence managing R. Arezes on purchasers' comments and revisions, including quick review of amended documents;	John L. Pandell	1.80	750.00	1,350.00

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26/09/16	Review of revised closing documents for Lawrence; email to purchaser's counsel;	Richard Arezes	1.00	375.00	375.00
27/09/16	Prepare Amending Agreement for St. Clair; emails to and from Purchaser's solicitor agreeing to terms of amendment; emails to client regarding amending agreement;	Christina Tereshyn	1.30	250.00	325.00
27/09/16	Review correspondence from C. Tereshyn regarding St. Clair closing;	Danny Nunes	0.30	450.00	135.00
27/09/16	Working on Geothermal;	Edmond Lamek	1.10	850.00	935.00
27/09/16	Messaged application for vesting order for 1780 Lawrence Avenue as per R. Arezes instructions;	Irene Macleod	0.20	250.00	50.00
27/09/16	Revision and circulation of draft closing documents;	Richard Arezes	2.20	375.00	825.00
28/09/16	Attend to execution of Amending Agreement for St. Clair and circulate fully executed copy; emails to and from Purchaser's solicitor for St. Clair;	Christina Tereshyn	0.40	250.00	100.00
28/09/16	Review correspondence from N. Rabinovitch and R. Schwill regarding same; review correspondence regarding St. Clair and Lawrence closings; review correspondence from E. Lamek forwarding Israeli extension materials and review same;	Danny Nunes	0.40	450.00	180.00
28/09/16	Correspondence to and from E. Lamek regarding scheduling chambers appointment; review correspondence from N. Rabinovitch and R. Schwill regarding same; review correspondence regarding St. Clair and Lawrence closings; review correspondence from E. Lamek forwarding Israeli extension materials and review same; correspondence to and from Monitor regarding chambers appointment; correspondence to commercial court regarding same; review correspondence from N.	Danny Nunes	2.00	450.00	900.00

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Rabinovitch regarding recognition motion;

28/09/16	Calls and email exchanges regarding pay out motion approval and relates matters; revising draft motion materials; working on Geothermal asset structure memos, related emails to Plunkett, Bassett and others;	Edmond Lamek	3.80	850.00	3,230.00
28/09/16	Messaged the St Clair application for vesting order as per C. Tereshyn's instructions;	Irene Macleod	0.20	250.00	50.00
28/09/16	Pre-closing review of all draft documents and outstanding issues with R. Arezes on Lawrence, including advising on post-closing follow up re: deleted registrations and replying to purchaser's solicitor regarding same; reviewing additional deliveries and next steps; engaged advising C. Tereshyn on St. Clair extension, including Monitor's Certificate; e-mails and telephone calls with Davies and instructions to R. Arezes to amend Lawrence documents with respect to assignment;	John L. Pandell	2.50	750.00	1,875.00
28/09/16	Revision of closing documents; telephone calls with D. Reiner; meetings with J. Pandell; circulation of revised documents;	Richard Arezes	3.70	375.00	1,387.50
29/09/16	Emails regarding additional deposit for St. Clair; draft and revise closing documents for St. Clair;	Christina Tereshyn	1.60	250.00	400.00
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

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29/09/16	Preparation for St. Clair closing, including telephone call with Davies and managed C. Tereshyn with respect to deal issues; telephone call with purchaser's counsel to ensure they understand everything to be done for closing;	John L. Pandell	2.00	750.00	1,500.00
29/09/16	Revision and circulation of closing documents; telephone calls with monitor's counsel regarding escrow; telephone call with purchaser's counsel; engaged on preparations for closing;	Richard Arezes	2.60	375.00	975.00
30/09/16	Attend to and correspondence regarding receipt of additional deposit for St. Clair;	Christina Tereshyn	0.40	250.00	100.00
30/09/16	Review correspondence from R. Schwill and B. Kofman regarding chambers appointment; review correspondence from R. Schwill attaching distribution approval order;	Danny Nunes	0.40	450.00	180.00
30/09/16	Call with John Pandell regarding US Lawrence purchaser issues and tender process upon them;	Edmond Lamek	0.50	850.00	425.00
30/09/16	Conversation with Richard Arezes and John Pandell; review e-reg Vesting Order;	Eva Lombardi	0.30	250.00	75.00
30/09/16	Engaged all afternoon on Lawrence abortive transaction, including reviewing e-mails, legal strategy and advising on tender letter, as well as telephone calls with Davies;	John L. Pandell	5.00	750.00	3,750.00
30/09/16	Engaged re: issues with timing of deliveries and developed alternative so we could close and managing C. Tereshyn re: same, plus related e-mails and telephone calls with purchaser's solicitor and Davies;	John L. Pandell	1.00	750.00	750.00
30/09/16	Engaged on closing of LAWRENCE site; engaged on tendering for closing	Richard Arezes	6.30	375.00	2,362.50

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on purchaser's solicitors for lawrence  
site;

Total Fees for Professional Services .....	\$88,170.00
HST .....	\$11,462.10
Total Fees including HST .....	<u>\$99,632.10</u>

**Disbursements**

Taxable Disbursements

Prints BW	90.75
Electronic Filing Fee	131.80
Copies	239.75
Court Fees	177.00
Search Fees	103.40
Deliveries	45.51
Binding & Tabs	40.67

Total Taxable Disbursements	<u>828.88</u>	
Total Disbursements .....		\$828.88
HST .....		\$107.75
Total Disbursements and HST for this Invoice .....		<u>\$936.63</u>

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**Totals For This Matter**

Total Fees Including HST.....	\$99,632.10
Total Disbursements Including HST.....	\$936.63
Total Fees and Disbursements Including HST.....	\$100,568.73
Amount Applied From Trust.....	\$0.00
<b>Total Due For This Matter</b>	<b>\$100,568.73</b>

**Summary**

Name	Hours	Rate	Fees
Christina Tereshyn	12.00	250.00	3,000.00
Danny Nunes	17.10	450.00	7,695.00
Edmond Lamek	42.10	850.00	35,785.00
Eva Lombardi	0.30	250.00	75.00
Irene Macleod	2.50	250.00	625.00
John Pandell	41.60	750.00	31,200.00
Richard Arezes	26.00	375.00	9,750.00
Ruth DeSousa	0.20	200.00	40.00
<b>Total Summary</b>	<b>141.80</b>		<b>\$88,170.00</b>

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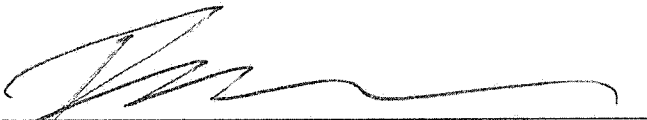
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THIS IS OUR ACCOUNT HEREIN.

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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Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through October 31, 2016

FEES	\$40,627.50
DISBURSEMENTS (Taxable)	\$295.44
DISBURSEMENTS (Non Taxable)	None
HST	\$5,319.98
<b>TOTAL FOR THIS INVOICE</b>	<b>\$46,242.92</b>
<b>TOTAL DUE</b>	<b>\$46,242.92</b>

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Below is a description of the services rendered through October 31, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
23/09/16	Preparation, revision and circulation of draft statements of adjustment and Lawrence closing documents;	Richard Arezes	3.80	375.00	1,425.00
03/10/16	Draft and revise closing documents for St. Clair; send revised package to Purchaser's solicitor and client; emails and telephone calls with client and Purchaser's lawyer regarding construction trailer on the Property; emails confirming escrow procedure;	Christina Tereshyn	2.20	250.00	550.00
03/10/16	Finalizing Bridge Geothermal memo and related emails to Ted Saskin; Discussions with Pandell and others regarding Lawrence tender and failure of purchaser to close; Emails regarding next steps and Lawrence issues;	Edmond Lamek	3.50	850.00	2,975.00
03/10/16	Post abortive closing e-mails and telephone calls;	John L. Pandell	1.00	750.00	750.00
03/10/16	Preparation of closing documents for Mallow; email to purchaser's counsel;	Richard Arezes	1.00	375.00	375.00
03/10/16	Office conference with C. Tereshyn regarding outstanding taxes;	Wendy Kirkton	0.20	250.00	50.00
04/10/16	Telephone call with Purchaser's solicitor for St. Clair to review comments regarding closing documents and other closing matters; emails to and from clients regarding closing matters;	Christina Tereshyn	1.30	250.00	325.00
04/10/16	Updating Geothermal asset documentation and reviewing Bosvest Lift Stay motion re Fusion;	Edmond Lamek	2.20	850.00	1,870.00
04/10/16	Messaged application for Vesting Order to another person in Minden Gross as per C. Tereshyn's instructions;	Irene Macleod	0.10	250.00	25.00

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04/10/16	Review of assignment agreements; email to clients; email to purchaser's counsel;	Richard Arezes	2.00	375.00	750.00
05/10/16	Review correspondence and revised closing documents from Purchaser's solicitor for St. Clair; conference call with J. Pandell and B. Lehun regarding escrow procedure; conference call with J. Pandell and D. Reiner regarding escrow procedure and closing matters; revise and deliver Monitor's direction; emails regarding trailer and demolition permit;	Christina Tereshyn	2.30	250.00	575.00
05/10/16	Working on Bridge Geothermal memo and emails with Plunkett and Cole re same; emails with Ted Saskin and Carleigh Bassett; Discussion with John Pandell regarding status of Fernbrook/Lawrence situation and next steps;	Edmond Lamek	2.80	850.00	2,380.00
05/10/16	Copy of document;	Eva Lombardi	0.20	250.00	50.00
05/10/16	Engaged re: Mallow re: various pre-closing issues, including assignment agreements with the City and related issues concerning deposits;	John L. Pandell	1.00	750.00	750.00
05/10/16	Conference call with stakeholders re: Lawrence re: next steps on aborted transaction; review executed letter from purchaser's solicitor from Davies;	John L. Pandell	0.70	750.00	525.00
05/10/16	Engaged re: St. Clair re: pre-closing issues and quick review of revised package of materials from purchaser's solicitor to prepare to instruct C. Tereshyn on later this morning; meeting with C. Tereshyn to review package and delegate tasks;	John L. Pandell	1.50	750.00	1,125.00
05/10/16	Calls with purchaser's counsel; call with D. Reiner; emails to client; revision of closing documents;	Richard Arezes	3.50	375.00	1,312.50
06/10/16	Attend to pre-closing matters for St. Clair; emails to and from client and	Christina Tereshyn	1.90	250.00	475.00

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Purchaser's solicitor regarding contracts and reliance letters; draft and revise Undertaking to deliver closing proceeds to Monitor based on telephone call with D. Reiner and J. Pandell; internal discussions regarding statement on Application for Vesting Order;

06/10/16	Review correspondence regarding 60 St. Clair transaction;	Danny Nunes	0.40	450.00	180.00
06/10/16	Continue working on Bridge and Curve Geothermal memos, call with Ted Saskin;	Edmond Lamek	2.40	850.00	2,040.00
06/10/16	Discussion with Christina Tereshyn regarding Bill Lehun proposed draft language in application for Vesting Order and background re old forms of vesting orders;	Edmond Lamek	0.50	850.00	425.00
06/10/16	Managed R. Arezes on numerous pre-closing issues re: Mallow and Patricia, including assignment of agreements with City; review of outstanding items and next steps;	John L. Pandell	1.00	750.00	750.00
06/10/16	Managed C. Tereshyn on numerous pre-closing issues re: St. Clair, including assisting her in drafting e-mails and telephone calls with purchaser's solicitor;	John L. Pandell	1.00	750.00	750.00
06/10/16	Preparation and circulation of documents for Patricia site; emails to clients regarding closing; various correspondence with purchaser's counsel to settle closing documents;	Richard Arezes	2.70	375.00	1,012.50
06/10/16	Telephone call from C. Tershyn regarding application of HST on sale of trailer.	Ryan Morris	0.10	600.00	60.00
07/10/16	Meet with client for execution of closing documents for St. Clair; various phone calls with client and purchaser's lawyer regarding Application for Vesting order and closing matters; attend to closing;	Christina Tereshyn	2.80	250.00	700.00

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07/10/16	Review correspondence attaching order recognizing Israeli extension order;	Danny Nunes	0.30	450.00	135.00
07/10/16	Managed C. Tereshyn on numerous issues this morning re: St. Clair, including negotiation of application for voting order wording and related telephone calls and e-mails to purchaser's solicitor;	John L. Pandell	1.50	750.00	1,125.00
07/10/16	Attended with client to execute documents for Patricia and Mallow sites; correspondence to purchaser's solicitors;	Richard Arezes	1.70	375.00	637.50
11/10/16	Working on Curve Geothermal memo;	Edmond Lamek	0.80	850.00	680.00
11/10/16	Engaged on closing of Mallow and Patricia sites;	Richard Arezes	2.00	375.00	750.00
18/10/16	sub search 836 St. Clair Avenue West Toronto for E. Lamek;	Irene Macleod	0.50	250.00	125.00
20/10/16	Review correspondence regarding scheduling of stay extension motions; review correspondence regarding 60 St. Clair motion;	Danny Nunes	1.50	450.00	675.00
20/10/16	Working on 840 St. Clair Motion materials; emails regarding stay extension motions and timing; emails with KSV regarding Geothermal Assets and intercompany claims;	Edmond Lamek	3.20	850.00	2,720.00
20/10/16	Instructions to C. Tereshyn re: post-closing matters, including preparation of report to client;	John L. Pandell	0.80	750.00	600.00
20/10/16	Conducted corporate profiles regarding Urbancorp 60 St. Clair Inc., 840 St. Clair West Inc. and Urbancorp (St. Clair West) Inc.;	Ruth DeSousa	0.30	200.00	60.00
21/10/16	Review correspondence regarding scheduling of stay extension and 60 St. Clair sale approval motions;	Danny Nunes	1.00	450.00	450.00

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21/10/16	Working on 840 St. Clair Sale approval Motion Materials; emails regarding CCAA Stay extension; booking motion with Court;	Edmond Lamek	2.60	850.00	2,210.00
24/10/16	Draft reporting letter for St. Clair;	Christina Tereshyn	1.10	250.00	275.00
24/10/16	Continue working on 840 St. Clair sale approval court materials; emails regarding Geothermal analysis memos;	Edmond Lamek	1.30	850.00	1,105.00
25/10/16	Review correspondence regarding 840 St. Clair transaction; review correspondence from E. Lamek and R. Schwill regarding scheduling of stay extension motions; draft notice of motion for 60 St. Clair approval and Vesting Order motion;	Danny Nunes	1.90	450.00	855.00
25/10/16	Revising draft 840 St. Clair Approval and Vesting order and NoM and discussing with D. Nunes; circulating to Davies and KSV for comment;	Edmond Lamek	1.80	850.00	1,530.00
26/10/16	Review correspondence regarding 840 St. Clair transaction;	Danny Nunes	0.70	450.00	315.00
26/10/16	Revising 840 St Clair. Approval and Vesting Order; emails with Troys; email exchanges regarding proposed Geothermal litigation update meeting;	Edmond Lamek	1.60	850.00	1,360.00
27/10/16	Review correspondence regarding 840 St. Clair transaction;	Danny Nunes	0.70	450.00	315.00
28/10/16	Review correspondence regarding 840 St. Clair transaction;	Danny Nunes	0.60	450.00	270.00
31/10/16	Review correspondence regarding draft Approval and Vesting Order for 840 St. Clair transaction; draft Order for Approval of Monitor's Activities; correspondence to and from E. Lamek regarding same;	Danny Nunes	0.80	450.00	360.00
31/10/16	Meeting at KSV to discuss Gissin interest in Geothermal Asset litigation and overall status of Geothermal Asset ownership; Discussion with Robert	Edmond Lamek	2.20	850.00	1,870.00

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Harlang regarding 840 St. Clair sale  
and court materials;

Total Fees for Professional Services .....	\$40,627.50
HST .....	\$5,281.57
Total Fees including HST.....	<u>\$45,909.07</u>

**Disbursements**

## Taxable Disbursements

Prints BW	148.65
Prints Colour	7.80
Telephone	3.18
Search Fees	72.00
Electronic Filing Fee	36.55
Deliveries	27.26

Total Taxable Disbursements	<u>295.44</u>
Total Disbursements .....	\$295.44
HST .....	\$38.41
Total Disbursements and HST for this Invoice.....	<u>\$333.85</u>

**Totals For This Matter**

Total Fees Including HST.....	\$45,909.07
Total Disbursements Including HST.....	\$333.85
Total Fees and Disbursements Including HST.....	<u>\$46,242.92</u>
Amount Applied From Trust.....	\$0.00
Total Due For This Matter	<u>\$46,242.92</u>

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## Summary

Name	Hours	Rate	Fees
Christina Tereshyn	11.60	250.00	2,900.00
Danny Nunes	7.90	450.00	3,555.00
Edmond Lamek	24.90	850.00	21,165.00
Eva Lombardi	0.20	250.00	50.00
Irene Macleod	0.60	250.00	150.00
John Pandell	8.50	750.00	6,375.00
Richard Arezes	16.70	375.00	6,262.50
Ruth DeSousa	0.30	200.00	60.00
Ryan Morris	0.10	600.00	60.00
Wendy Kirkton	0.20	250.00	50.00
<b>Total Summary</b>	<b>71.00</b>		<b>\$40,627.50</b>



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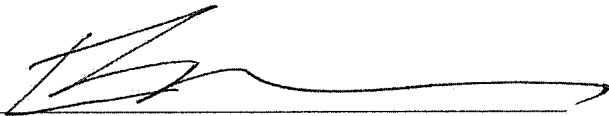
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WeirFoulds LLP

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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Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through November 30, 2016

FEES	\$29,265.00
DISBURSEMENTS (Taxable)	\$724.49
DISBURSEMENTS (Non Taxable)	\$63.35
HST	\$3,898.63
<b>TOTAL FOR THIS INVOICE</b>	<b>\$33,951.47</b>
<b>TOTAL DUE</b>	<b>\$33,951.47</b>

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Below is a description of the services rendered through November 30, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
01/11/16	Review correspondence regarding 60 St. Clair motion; revise and update service list for same; finalize motion record and serve same;	Danny Nunes	1.00	450.00	450.00
01/11/16	Reviewing and commenting on reinstatement and amending agreement on Lawrence;	Edmond Lamek	0.50	850.00	425.00
01/11/16	Review of draft reinstatement agreement;	Richard Arezes	0.50	375.00	187.50
02/11/16	Correspondence to and from R. Harlang regarding call to discuss geothermal assets; speak to R. Harlang regarding same; correspondence to R. Harlang attaching various documents in respect of geothermal assets; correspondence to E. Lamek regarding same; correspondence to and from N. Bhanji regarding contact particulars for Worsley's counsel; correspondence to M. Volpatti attaching sale approval motion record; review correspondence from N. Bhanji and E. Lamek regarding same; correspondence to and from E. Lamek regarding revisions to draft order;	Danny Nunes	1.80	450.00	810.00
02/11/16	Engaged re: Lawrence, including review of draft amendment agreement and delegation of tasks for potential next steps, assuming amending agreement signed;	John L. Pandell	0.70	750.00	525.00
03/11/16	Amend draft approval and vesting order for 60 St. Clair transaction; correspondence to and from E. Lamek regarding same; correspondence to and from N. Goldstein regarding stay extension motions;	Danny Nunes	0.60	450.00	270.00
03/11/16	Filed Motion Record at Commercial	Joe Bove	0.50	150.00	75.00

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Court;

04/11/16	Correspondence to and from E. Lamek regarding revision to draft approval and vesting order on 60 St. Clair; review correspondence regarding amending approval and vesting order for Lawrence; draft stay extension motion materials;	Danny Nunes	0.60	450.00	270.00
04/11/16	Calls and email exchanges with Sheldon Spring, Davies and Kofman regarding new Approval and Vesting Order for reinstated Lawrence transaction;	Edmond Lamek	1.20	850.00	1,020.00
05/11/16	Correspondence to and from N. Goldstein regarding stay extension motions;	Danny Nunes	0.20	450.00	90.00
07/11/16	Review correspondence regarding amendment to draft order for 60 St. Clair sale;	Danny Nunes	0.20	450.00	90.00
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
08/11/16	Correspondence to and from R. Harlang regarding geothermal and Downsview issues; correspondence to and from C. Honrade regarding same; correspondence to and from R. Schwill and E. Lamek regarding 60 St. Clair motion for sale approval;	Danny Nunes	1.70	450.00	765.00
08/11/16	Attend court hearing for approval of 840 St Clair Approval and Vesting Order;	Edmond Lamek	1.50	850.00	1,275.00
08/11/16	Review of correspondence;	Richard Arezes	0.10	375.00	37.50
09/11/16	Correspondence to and from N. Goldstein regarding draft monitor's report; draft materials for stay extension motion; correspondence to E. Lamek	Danny Nunes	1.70	450.00	765.00

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	regarding same; review correspondence from E. Lamek regarding draft Lawrence approval and vesting order;				
09/11/16	Commenting on court report; revising Lawrence approval and vesting order; numerous calls and emails regarding Lawrence transaction; stay extension and unsealing Sale Agreements;	Edmond Lamek	2.40	850.00	2,040.00
09/11/16	Engaged re: Lawrence issues, including reviewing changes to purchase agreement and draft applicable order; review of outstanding tasks with R. Arezes; e-mail with Davies and E. Lamek;	John L. Pandell	2.50	750.00	1,875.00
09/11/16	Review of reinstatement agreement;	Richard Arezes	0.20	375.00	75.00
10/11/16	Review correspondence regarding Lawrence transaction; correspondence to and from R. Arezes regarding monitor's certificate on Mallow transaction; correspondence to and from R. Schwill regarding same; review correspondence from C. Honrade regarding Downsview project;	Danny Nunes	1.70	450.00	765.00
10/11/16	Dealing with issues for upcoming stay extension motions; revisions to Lawrence AVO; calls and emails relating to same;	Edmond Lamek	1.70	850.00	1,445.00
10/11/16	Preparation of draft closing documents including statement of adjustments;	Richard Arezes	2.60	375.00	975.00
11/11/16	Review correspondence regarding Lawrence transaction; correspondence to and from N. Goldstein regarding monitor's draft report; speak to N. Goldstein regarding same; finalize motion materials for stay extension and serve same;	Danny Nunes	2.10	450.00	945.00
11/11/16	Dealing with Lawrence re-approval and stay extension motion, report; reviewing intercompany claims Report and motion record;	Edmond Lamek	1.10	850.00	935.00

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11/11/16	Preparation of draft closing documents;	Richard Arezes	0.70	375.00	262.50
14/11/16	Review correspondence regarding Lawrence sale transaction;	Danny Nunes	0.30	450.00	135.00
14/11/16	Amended electronic application for vesting order as per R. Arezes instructions;	Irene Macleod	0.30	250.00	75.00
14/11/16	Filed Motion Record at Commercial Court;	Joe Bove	0.50	150.00	75.00
14/11/16	Engaged re: various pre-closing matters relating to Lawrence, including management R. Arezes on next steps.	John L. Pandell	1.00	750.00	750.00
14/11/16	Preparation of closing documents; telephone call with purchaser's lawyer; preparation of charge;	Richard Arezes	2.70	375.00	1,012.50
15/11/16	Correspondence to and from E. Lamek and R. Schwill regarding revision to draft order; revise order;	Danny Nunes	0.30	450.00	135.00
15/11/16	Drafted charge as per R. Arezes;	Irene Macleod	0.40	250.00	100.00
15/11/16	Review of draft charge prepared by R. Arezes; discussed additional clauses with R. Arezes and tracking of very complicated substantive wording negotiated by Davies under the amended and revived purchase agreement; assisted R. Arezes in drafting e-mail to client confirming our approach;	John L. Pandell	1.00	750.00	750.00
15/11/16	Preparation and circulation of draft charge;	Richard Arezes	1.00	375.00	375.00
16/11/16	Compare mortgage charge forms and highlight any changes in updated form;	Aashima Singh	0.50	200.00	100.00
16/11/16	Correspondence to and from E. Lamek regarding Lawrence sale approval motion; speak to R. Arezes regarding sale approval motion; correspondence to R. Arezes regarding same;	Danny Nunes	0.40	450.00	180.00

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16/11/16	Attend CCAA Stay Extension Motion;	Edmond Lamek	1.00	850.00	850.00
16/11/16	Messaged charge re 1780 Lawrence Avenue West as per R. Arezes instructions;	Irene Macleod	0.10	250.00	25.00
16/11/16	Managed R. Arezes on pre-closing issues, including review of e-mails regarding outstanding items;	John L. Pandell	0.30	750.00	225.00
16/11/16	Engaged in preparations for closing; meeting with client to execute closing documents;	Richard Arezes	2.90	375.00	1,087.50
17/11/16	Engaged in closing of Lawrence transaction;	Richard Arezes	2.10	375.00	787.50
18/11/16	Engaged in post closing matters;	Richard Arezes	0.30	375.00	112.50
21/11/16	Emails with KSV regarding Geothermal asset sale process and related issues;	Edmond Lamek	0.40	850.00	340.00
22/11/16	Reviewing Intercompany Claims report and emails to Saskins re same. Working on Edge Geothermal memo.	Edmond Lamek	2.80	850.00	2,380.00
22/11/16	Engaged in preparation of reporting letters;	Richard Arezes	1.10	375.00	412.50
23/11/16	Preparation of reporting letter for Mallow property;	Richard Arezes	0.50	375.00	187.50
28/11/16	Emails and arrangements regarding amendment to 840 St Clair Approval and Vesting Order;	Edmond Lamek	0.60	850.00	510.00
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	2.00	750.00	1,500.00
30/11/16	Discussion with J. Pandell regarding reports;	Richard Arezes	0.10	375.00	37.50

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Total Fees for Professional Services .....	\$29,265.00
HST .....	\$3,804.45
Total Fees including HST .....	<u>\$33,069.45</u>

**Disbursements**

Non-taxable Disbursements

Electronic Filing Fee	63.35	
Total Non-taxable Disbursements		<u>63.35</u>

Taxable Disbursements

Prints BW	239.55	
Binding & Tabs	14.73	
Deliveries	67.01	
Prints Colour	5.40	
Electronic Filing Fee	10.55	
Court Fees	287.00	
Copies	100.25	
Total Taxable Disbursements		<u>724.49</u>

Total Disbursements .....	\$787.84
HST .....	\$94.18
Total Disbursements and HST for this Invoice .....	<u>\$882.02</u>



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**Totals For This Matter**

Total Fees Including HST.....	\$33,069.45
Total Disbursements Including HST.....	\$882.02
Total Fees and Disbursements Including HST.....	\$33,951.47
Amount Applied From Trust.....	\$0.00
<b>Total Due For This Matter</b>	<b>\$33,951.47</b>

**Summary**

Name	Hours	Rate	Fees
Aashima Singh	0.50	200.00	100.00
Danny Nunes	12.60	450.00	5,670.00
Edmond Lamek	13.20	850.00	11,220.00
Irene Macleod	0.80	250.00	200.00
Joe Bove	1.00	150.00	150.00
John Pandell	8.50	750.00	6,375.00
Richard Arezes	14.80	375.00	5,550.00
<b>Total Summary</b>	<b>51.40</b>		<b>\$29,265.00</b>

**INVOICE**

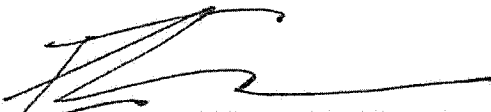
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THIS IS OUR ACCOUNT HEREIN.

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 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**

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

Proceedings commenced at Toronto

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

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**Lawyers for the Applicant**

**TAB 3**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) FRIDAY, THE 27<sup>TH</sup>  
 )  
JUSTICE NEWBOULD ) DAY OF JANUARY, 2017

**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**

**APPROVAL AND VESTING ORDER  
(Residential Condominium Units)**

**THIS MOTION**, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), for an order, among other things, authorizing KSV Kofman Inc., in its capacity as Monitor (the "**Monitor**") of the Applicants and the affiliated entities listed on Schedule "A" hereto (collectively, the "**CCAA Entities**", and each individually a "**CCAA Entity**"), to enter into and effect sale transactions for each of the residential condominium units described in Columns 1 and 2 of Schedule "**B**" hereto (each a "**Transaction**") contemplated by an agreement of purchase and sale (each a "**Sale Agreement**") in a form substantially similar to that appended to the Eleventh Report of the Monitor (the "**Eleventh Report**"), and vesting in the purchaser (the "**Purchaser**") the residential condominium unit, as designated and described in the relevant Sale Agreement and confirmed in

the Monitor's Certificate (as defined below), (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion of the Applicants and the Eleventh Report and on hearing the submissions of respective counsel for the Monitor, the CCAA Entities and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service of Danny M. Nunes dated January 23, 2017:

1. **THIS COURT ORDERS AND DECLARES** that the execution of any Sale Agreement by the Monitor is hereby authorized and approved, with such minor amendments as the Monitor may deem necessary. The Monitor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of any Transaction and for the conveyance of the particular Purchased Assets to the particular Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Monitor's certificate to the particular Purchaser substantially in the form attached as Schedule "**C**" hereto (the "**Monitor's Certificate**"), the Purchased Assets described and confirmed in the Monitor's Certificate shall vest absolutely in the Purchaser described and confirmed in the Monitor's Certificate, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by any Order made in these proceedings; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed in Column 3 of Schedule "**B**" hereto pertaining to the relevant particular Purchased Assets (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed in Column 4 of Schedule "**B**" hereto pertaining to the relevant particular Purchased Assets (the "**Permitted Encumbrances**")) and, for greater certainty, this Court orders that all of the Encumbrances

(other than the Permitted Encumbrances) affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in The Land Registry Office for the Land Titles Division of Toronto (No. 66) (“**LRO**”) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* (Ontario), together with the Monitor's Certificate, the LRO is hereby directed to enter the Purchaser as set out in the Monitor's Certificate as the owner of the subject real property identified in the Monitor's Certificate (the “**Real Property**”) in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Column 3 of Schedule “**B**” hereto pertaining to the Real Property.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS AND DIRECTS** the Monitor to file with the Court a copy of the Monitor’s Certificate, forthwith after delivery thereof.

6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the CCAA Entities and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the CCAA Entities;

the vesting of any Purchased Assets in any Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the CCAA Entities and shall not be void or voidable by creditors of any of the CCAA Entities, nor shall it constitute nor be

deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. **THIS COURT ORDERS AND DECLARES** that any Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Monitor and its 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

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## **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.

**Schedule "B" – Purchased Assets**

<u>Column 1</u>	<u>Column 2</u>	<u>Column 3</u>	<u>Column 4</u>
<b>Condominium Unit/ Suite Number</b>	<b>Legal Description</b>	<b>Claims to be deleted and expunged from title to the Real Property</b>	<b>Permitted Encumbrances, Easements and Restrictive Covenants related to the Real Property</b>
<b>Bridge/Toronto Standard Condominium Corporation No. 2302 – 38 Joe Shuster Way, Toronto</b>			
102	76302-0002 (LT)  Unit 2, Level 1, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.	1. Instrument No. AT3522532, registered February 18, 2014, being a Charge in favour of CIBC Mortgages Inc. securing the principal amount of \$165,750;  2. Instrument No. AT3522533, registered February 18, 2014, being Notice of Assignment of Rents General in favour of CIBC Mortgages Inc.; and  3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.	See Exhibit "A"

104	76302-0004 (LT)  Unit 4, Level 1, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.	1. Instrument No. AT3522536, registered February 18, 2014, being a Charge in favour of CIBC Mortgages Inc. securing the principal amount of \$182,000;  2. Instrument No. AT3522537, registered February 18, 2014, being Notice of Assignment of Rents General in favour of CIBC Mortgages Inc.; and  3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.	See Exhibit "A"
105	76302-0005 (LT)  Unit 5, Level 1, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.	1. Instrument No. AT3522538, registered February 18, 2014, being a Charge in favour of CIBC Mortgages Inc. securing the principal amount of \$159,250;  2. Instrument No. AT3522539, registered February 18, 2014, being Notice of Assignment of Rents General in favour of CIBC	See Exhibit "A"

		<p>Mortgages Inc.; and</p> <p>3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.</p>	
201	<p>76302-0009 (LT)</p> <p>Unit 1, Level 2, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.</p>	<p>1. Instrument No. AT3484324, registered December 19, 2013, being a Charge in favour of The Toronto-Dominion Bank securing the principal amount of \$209,993;</p> <p>2. Instrument No. AT3484325, registered December 19, 2013, being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank; and</p> <p>3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.</p>	See Exhibit "A".
202	<p>76302-0010 (LT)</p> <p>Unit 2, Level 2, Toronto Standard Condominium Plan</p>	<p>1. Instrument No. AT3484327, registered December 19, 2013, being a Charge in favour of</p>	See Exhibit "A"

	<p>No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.</p>	<p>The Toronto-Dominion Bank securing the principal amount of \$247,493;</p> <p>2. Instrument No. AT3484328, registered December 19, 2013, being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank; and</p> <p>3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.</p>	
<p>416</p>	<p>76302-0181 (LT)</p> <p>Unit 16, Level 4, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.</p>	<p>1. Instrument No. AT3284851, registered April 26, 2013, being Notice of Security Interest in favour of Kareg Leasing Inc.;</p> <p>2. Instrument No. AT3522540, registered February 18, 2014, being a Charge in favour of CIBC Mortgages Inc. securing the principal amount of \$169,000;</p> <p>3. Instrument No. AT3522541, registered February 18, 2014, being Notice of Assignment</p>	<p>See Exhibit "A"</p>

		<p>of Rents General in favour of CIBC Mortgages Inc.; and</p> <p>4. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.</p>	
710	<p>76302-0262 (LT)</p> <p>Unit 10, Level 7, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.</p>	<p>1. Instrument No. AT3522542, registered February 18, 2014 being a Charge granted in favour of CIBC Mortgages Inc. securing the principal amount of \$169,000;</p> <p>2. Instrument No. AT3522543, registered February 18, 2014 is a Notice of Assignment of Rents General in favour of CIBC Mortgages Inc.; and</p> <p>3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.</p>	See Exhibit "A"
1002	<p>76302-0341 (LT)</p> <p>Unit 2, Level 10, Toronto Standard</p>	<p>1. Instrument No. AT3484336, registered December 19, 2013, being a</p>	See Exhibit "A"

	<p>Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.</p>	<p>Charge in favour of The Toronto-Dominion Bank securing the principal amount of \$249,000;</p> <p>2. Instrument No. AT3484337, registered December 19, 2013, being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank; and</p> <p>3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.</p>	
<p>1323</p>	<p>76302-0449 (LT)</p> <p>Unit 23, Level 13, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.</p>	<p>1. Instrument No. AT3484339, registered December 19, 2013, being a Charge in favour of The Toronto-Dominion Bank securing the principal amount of \$212,242;</p> <p>2. Instrument No. AT3484340, registered December 19, 2013, being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank; and</p> <p>3. Instrument No.</p>	<p>See Exhibit "A"</p>

		AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.	
1418	76302-0473 (LT)  Unit 18, Level 14, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.	1. Instrument No. AT3522544 registered February 18, 2014, being a Charge in favour of CIBC Mortgages Inc. securing the principal amount of \$188,500;  2. Instrument No. AT3522545, registered February 18, 2014, being Notice of Assignment of Rents General in favour of CIBC Mortgages Inc.; and  3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.	See Exhibit "A"
1422	76302-0477 (LT)  Unit 22, Level 14, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in	1. Instrument No. AT3484330, registered December 19, 2013, being a Charge in favour of The Toronto-Dominion Bank securing the principal amount of \$235,492;	See Exhibit "A"



	<p>AT3270699.</p>	<p>and</p> <p>2. Instrument No. AT3484331 , registered December 19, 2013, being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank; and</p> <p>3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.</p>	
<p>1423</p>	<p>76302-0478 (LT)</p> <p>Unit 23, Level 14, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.</p>	<p>1. Instrument No. AT3484333 registered December 19, 2013, being a Charge in favour of The Toronto-Dominion Bank securing the principal amount of \$235,492;</p> <p>2. Instrument No. AT3484334, registered December 19, 2013, being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank; and</p> <p>3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal</p>	<p>See Exhibit "A"</p>

		amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.	
1909	76302-0596 (LT)  Unit 9, Level 19, Toronto Standard Condominium Plan No. 2302, together with its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3270699.	1. Instrument No. AT3522546, registered February 18, 2014, being a Charge in favour of CIBC Mortgages Inc. securing the principal amount of \$143,000;  2. Instrument No. AT3522547, registered February 18, 2014, being Notice of Assignment of Rents General in favour of CIBC Mortgages Inc.; and  3. Instrument No. AT4067287, registered November 16, 2015 is a Charge securing the principal amount of \$2,400,000 in favour of Speedy Electrical Contractors Limited.	See Exhibit "A"
<b>Curve/ Toronto Standard Condominium Corporation No. 2355– 170 Sudbury Street, Toronto</b>			
101	76355-0017 (LT)  Unit 17, Level 1, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out in Schedule "A" as in AT3505198; City of	1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion Bank; and  2. Instrument No.	See Exhibit "B"

	Toronto	AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto- Dominion Bank.	
103	76355-0002 (LT)  Unit 2, Level 1, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out in Schedule "A" as in AT3505198; City of Toronto	1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion Bank; and  2. Instrument No. AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto- Dominion Bank.	See Exhibit "B"
106	76355-0006 (LT)  Unit 6, Level 1, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out in Schedule "A" as in AT3505198; City of Toronto	1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion Bank; and  2. Instrument No. AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto- Dominion Bank.	See Exhibit "B"

<p>107</p>	<p>76355-0007 (LT)  Unit 7, Level 1, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out in Schedule "A" as in AT3505198; City of Toronto</p>	<p>1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion Bank; and  2. Instrument No. AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.</p>	<p>See Exhibit "B"</p>
<p>110</p>	<p>76355-0010 (LT)  Unit 10, Level 1, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out in Schedule "A" as in AT3505198; City of Toronto</p>	<p>1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion Bank; and  2. Instrument No. AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.</p>	<p>See Exhibit "B"</p>
<p>116</p>	<p>76355-0016 (LT)  Unit 16, Level 1, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out</p>	<p>1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion</p>	<p>See Exhibit "B"</p>

	in Schedule "A" as in AT3505198; City of Toronto	Bank; and 2. Instrument No. AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.	
214	76355-0030 (LT)  Unit 13, Level 2, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out in Schedule "A" as in AT3505198; City of Toronto	1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion Bank; and  2. Instrument No. AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.	See Exhibit "B"
316	76355-0045 (LT)  Unit 14, Level 3, Toronto Standard Condominium Plan No. 2355 and its appurtenant interest, S/T and T/W Easements as set out in Schedule "A" as in AT3505198; City of Toronto	1. Instrument No. AT3538408, registered March 14, 2014 is a Charge securing the principal amount of \$1,700,000 in favour of The Toronto-Dominion Bank; and  2. Instrument No. AT3538409, registered March 14, 2014 is Notice of Assignment of Rents General in favour of The Toronto-	See Exhibit "B"

		Dominion Bank.	
<b>Westside/ Toronto Standard Condominium Corporation No. 2249 - 150 Sudbury Street, Toronto</b>			
106	76249-0006 (LT)  Unit 6, Level 1, Toronto Standard Condominium Plan No. 2249 and its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3073995; City of Toronto	1. Instrument No. AT3301521, registered May 15, 2013 is a Charge in favour of the Toronto-Dominion Bank securing the principal amount of \$225,000;  2. Instrument No. AT3301522, registered May 15, 2013 being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.	See Exhibit "C"
430	76249-0045 (LT)  Unit 30, Level 4, Toronto Standard Condominium Plan No. 2249 and its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3073995; City of Toronto	1. Instrument No. AT3301681, registered May 15, 2013 is a Charge in favour of the Toronto-Dominion Bank securing the principal amount of \$240,000;  2. Instrument No. AT3301682, registered May 15, 2013 being Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.	See Exhibit "C"
531	76249-0079 (LT)  Unit 31, Level 5, Toronto Standard Condominium Plan No. 2249 and its	1. Instrument No. AT3104603, registered August 17, 2012 is Notice of Security Interest in favour of Kareg	See Exhibit "C"

	<p>appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3073995; City of Toronto</p>	<p>Leasing Inc.;</p> <p>2. Instrument No. AT3194257, registered December 10, 2012 is a Charge in favour of the Toronto-Dominion Bank securing the principal amount of \$237,968.</p>	
1216	<p>76249-0238 (LT)</p> <p>Unit 16, Level 12, Toronto Standard Condominium Plan No. 2249 and its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3073995; City of Toronto</p>	<p>1. Instrument No. AT3301686, registered May 15, 2013 is a Charge securing the principal amount of \$221,250 in favour of The Toronto-Dominion Bank;</p> <p>2. Instrument No. AT3301687, registered May 15, 2013 is Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.</p>	See Exhibit "C"
1704	<p>76249-0311 (LT)</p> <p>Unit 4, Level 17, Toronto Standard Condominium Plan No. 2249 and its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3073995; City of Toronto</p>	<p>1. Instrument No. AT3301688, registered May 15, 2013 is a Charge securing the principal amount of \$280,500 in favour of The Toronto-Dominion Bank;</p> <p>2. Instrument No. AT3301689, registered May 15, 2013 is Notice of Assignment of Rents General in favour of</p>	See Exhibit "C"

		The Toronto-Dominion Bank.	
1802	76249-0326 (LT)  Unit 2, Level 18, Toronto Standard Condominium Plan No. 2249 and its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3073995; City of Toronto	1. Instrument No. AT3214159, registered January 11, 2013 is a Charge securing the principal amount of \$236,250 in favour of The Toronto-Dominion Bank;  2. Instrument No. AT3214160, registered January 11, 2013 is Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.	See Exhibit "C"
2016	76249-0374 (LT)  Unit 16, Level 20, Toronto Standard Condominium Plan No. 2249 and its appurtenant interest; S/T and T/W Easements as set out in Schedule "A" as in AT3073995; City of Toronto	1. Instrument No. AT3301690 registered May 15, 2013 is a Charge securing the principal amount of \$225,000 in favour of The Toronto-Dominion Bank;  2. Instrument No. AT3301691, registered May 15, 2013 is Notice of Assignment of Rents General in favour of The Toronto-Dominion Bank.	See Exhibit "C"



## EXHIBIT A

### TORONTO STANDARD CONDOMINIUM CORPORATION 2302/ BRIDGE

1. Instrument No. AT503402, registered June 1, 2004 is a Notice of a Restrictive Covenant Agreement between High Res. Inc., Canadian National Railway Company and Greater Toronto Transit Authority;
2. Instrument No. AT694525, registered December 23, 2004 is a Transfer of Easement in favour of Canadian National Railway Company and Greater Toronto Transit Authority;
3. Instrument No. AT745415, registered March 2, 2005 is a Transfer of Easement in favour of Rogers Cable Communications Inc.;
4. Instrument No. AT777131, registered April 15, 2005 is a Notice of Agreement Amending Instrument No. AT503402 made between High Res. Inc., Canadian National Railway Company and Greater Toronto Transit Authority;
5. Instrument No. AT1173594, registered June 21, 2006 is a Notice of Development Agreement in favour of the City of Toronto;
6. Instrument No. AT1182569, registered June 29, 2006 is a Postponement of Instrument No. AT745415 to AT1173594;
7. Instrument No. AT1291149, registered October 27, 2006 is Notice of Shared Facilities Agreement between High Res. Inc., King Towns North Inc., Newtowns at King Towns Inc. and Toronto Standard Condominium Corporation No. 1800;
8. Instrument No. AT1354313, registered January 15, 2007 is a Transfer of Easement in favour of the City of Toronto;
9. Instrument No. AT1355106, registered January 15, 2007 is a Postponement of Instrument No. AT745415 to AT1354313;
10. Instrument No. AT1828759, registered July 9, 2008 is a Transfer of Easement in favour of Rogers Cable Communications Inc.;
11. Instrument No. AT2158659, registered August 26, 2009 is Notice of Section 45(9) Agreement in favour of the City of Toronto;
12. Instrument No. AT2173210, registered September 10, 2009 is a Notice of Site Plan Agreement in favour of the City of Toronto;
13. Instrument No. AT2903002, registered December 21, 2011 is Notice of Encroachment Agreement between the City of Toronto and Urbancorp the Bridge Inc.;
14. Instrument No. AT3243863, registered February 26, 2013 is Notice of Amending Site Plan Agreement in favour of the City of Toronto;

15. Instrument No. TC2302, registered April 5, 2013 is Standard Condominium Plan for Toronto Standard Condominium Plan 2302 (“TSCP 2302”);
16. Instrument No. AT3270699, registered April 5, 2013 is the Condominium Declaration for TSCP 2302;
17. Instrument No. AT3286224, registered April 29, 2013 is TSCP 2302 By-law No. 1;
18. Instrument No. AT3286225, registered April 29, 2013 is TSCP 2302 Condo By-law No. 2;
19. Instrument No. AT3286226, registered April 29, 2013 is TSCP 2302 Condo By-law No. 3;
20. Instrument No. AT3286227, registered April 29, 2013 is TSCP 2302 Condo By-law No. 4;
21. Instrument No. AT3286228, registered April 29, 2013 is TSCP 2302 Condo By-law 5;
22. Instrument No. AT3286229, registered April 29 2013 is a Notice of Geothermal Energy Supply Agreement between Urbancorp Renewable Power Inc. and Urbancorp The Bridge Inc.;
23. Instrument No. AT3286230, registered April 29, 2013 is Notice of Three Way Shared Facilities Agreement between TSCP 2302, Fuzion Downtown Development Inc., and Fuzion Downtown Development Inc.; and
24. All easements in Schedule “A” of Instrument No. AT3270699, registered April 5, 2013 being the Condominium Declaration for TSCP 2302.

## EXHIBIT B

### TORONTO STANDARD CONDOMINIUM CORPORATION 2355/ CURVE

1. Instrument No. E4939AZ, registered May 14, 1996 is an Application to Annex Restrictive Covenants;
2. Instrument No. E362019, registered October 3, 2000 is a Notice of Section 37 Agreement in favour of the City of Toronto;
3. Instrument No. AT1719790, registered February 27, 2008 is Notice of Restrictive Covenant Agreement between Westside Gallery Lofts Inc., Greater Toronto Transit Authority and Canadian National Railway Company;
4. Instrument No. AT1784893, registered May 22, 2008 is a Transfer of Easement in favour of Rogers Cable Communications Inc.;
5. Instrument No. AT1929991, registered October 22, 2008 is a Transfer of Easement in favour of Greater Toronto Transit Authority and Canadian National Railway Company;
6. Instrument No. AT2198441, registered October 7, 2009 is an Application General by Westside Gallery Lofts Inc. to cause the deletion of easements in WF27767 and CT430478;
7. Instrument No. AT2483854, registered August 23, 2010 is a Notice of Development Agreement in favour of the City of Toronto;
8. Instrument No. AT2483856, registered August 23, 2010 is a Postponement of Instrument No. AT1784893 to AT2483854;
9. Instrument No. AT2497740, registered September 3, 2010 is a Notice of Shared Facilities Agreement between Westside Gallery Lofts Inc. and Toronto Artscape Inc.;
10. Instrument No. AT2497741, registered September 3, 2010 is Notice of Three Way Shared Facilities Agreement between Westside Gallery Lofts Inc., Westside Gallery Lofts Inc. and Toronto Artscape Inc.;
11. Instrument No. AT2675027, registered April 27, 2011 is Notice of Site Plan Agreement in favour of the City of Toronto;
12. Instrument No. AT3070814, registered July 11, 2012 is Notice of Crane/Piling and Tie Back Agreement made between Westside Gallery Lofts Inc. and Edge on Triangle Park Inc.;
13. Instrument No. AT3070815, registered July 11, 2012 is Notice of Crane/Piling and Tie Back Agreement made between Westside Gallery Lofts Inc. and Epic On Triangle Park Inc.;

14. Instrument No. AT3094240, registered August 3, 2012 is Application to Annex Restrictive Covenants by Westside Gallery Lofts Inc;
15. Instrument No. AT3103107, registered August 16, 2012 is Notice of Shared Facilities Agreement made between Toronto Standard Condominium Corporation No. 2249 and Westside Gallery Lofts Inc.;
16. Instrument No. TCP2355, registered January 24, 2014 is Standard Condominium Plan TCP2355;
17. Instrument No. AT3505198, registered January 24, 2014 is the Condo Declaration for Toronto Standard Condominium Plan 2355 ("TSCP 2355");
18. Instrument No. AT3519988, registered February 13, 2014 is Notice of Shared Facilities Agreement made between TSCP 2249, Westside Gallery Lofts Inc., Epic On Triangle Park Inc., Abell Investments Limited and St. Clare's Mulifaith Housing Society;
19. Instrument No. AT3520017, registered February 13, 2014 is Notice of Geothermal Energy Supply Agreement made between Westside Gallery Lofts Inc. and Urbancorp Renewable Power Inc.;
20. Instrument No. AT3521955, registered February 19, 2014 is TSCP 2355 Condo By-law No. 1;
21. Instrument No. AT3521969, registered February 18, 2014 is TSCP 2355 Condo By-law No. 2;
22. Instrument No. AT3521980, registered February 18, 2014 is TSCP 2355 Condo By-law No. 3;
23. Instrument No. AT3522562, registered February 18, 2014 is a Transfer Release and Abandonment of Easement WF27767 by Edge on Triangle Park Inc.;
24. Instrument No. AT3522908, registered February 19, 2014 is a Transfer Release and Abandonment of Easement WF27767 by Epic on Triangle Park Inc.; and
25. All easements in Schedule "A" of Instrument No. AT3505198, registered January 24, 2014 being the Condo Declaration for Toronto Standard Condominium Plan 2355.

## EXHIBIT C

### TORONTO STANDARD CONDOMINIUM CORPORATION 2249/ WESTSIDE

1. Instrument No. R4939AZ, registered May 14, 1996 is Application to Annex Restrictive Covenants;
2. Instrument No. E362019, registered October 3, 2000 is Notice of Section 37 Agreement in favour of the City of Toronto;
3. Instrument No. AT1719790, registered February 27, 2008 is Notice of Restrictive Covenant Agreement between Westside Gallery Lofts Inc., Greater Toronto Transit Authority and Canadian National Railway Company;
4. Instrument No. AT1784893, registered May 22, 2008 is a Transfer of Easement in favour of Rogers Cable Communications Inc.;
5. Instrument No. AT1929991, registered October 22, 2008 is a Transfer of Easement in favour of Greater Toronto Transit Authority and Canadian National Railway Company;
6. Instrument No. AT2198441, registered October 7, 2009 is an Application General by Westside Gallery Lofts Inc. to cause the deletion of easements in WF27767 and CT430478;
7. Instrument No. AT2483854, registered August 23, 2010 is a Notice of Development Agreement in favour of the City of Toronto;
8. Instrument No. AT2483856, registered August 23, 2010 is a Postponement of Instrument No. AT1784893 to AT2483854;
9. Instrument No. AT2497740, registered September 3, 2010 is a Notice of Shared Facilities Agreement made between Westside Gallery Lofts Inc. and Toronto Artscape Inc.;
10. Instrument No. AT2497741, registered September 3, 2010 is a Notice Three Way Shared Facilities Agreement made between Westside Gallery Lofts Inc. and Toronto Artscape Inc. and Westside Gallery Lofts Inc.;
11. Instrument No. AT2498075, registered September 7, 2010 is a Transfer of Easement in favour of Abell Investments Limited and St. Clare's Multifaith Housing Society;
12. Instrument No. AT2498080, registered September 7, 2010 is a Postponement of Instrument No. AT1784893 to AT2498075;
13. Instrument No. AT2498248, registered September 7, 2010 is a Transfer of Easement in favour of Abell Investments Limited and St. Clare's Multifaith Housing Society;
14. Instrument No. AT2500640, registered September 9, 2010 is a Postponement of AT1784893 to AT2498248;

15. Instrument No. AT2675027, registered April 27, 2011 is a Notice of Site Plan Agreement in favour of the City of Toronto;
16. Instrument No. AT3070814, registered July 11, 2012, is a Notice of Crane/Piling and Tie Back Agreement made between Westside Gallery Lofts Inc. and Edge on Triangle Park Inc;
17. Instrument No. AT3070815, registered July 11, 2012 is a Notice of Crane/Piling and Tie Back Agreement made between Westside Gallery Lofts Inc. and Epic on Triangle Park Inc;
18. Instrument No. TCP2249, registered July 16, 2012 is Standard Condominium Plan;
19. Instrument No. AT3073995, registered July 16, 2012 is Condo Declaration for Toronto Standard Condominium Plan 2249 (“TSCP 2249”);
20. Instrument No. AT3094240, registered August 3, 2012 is an Application to Annex Restrictive Covenants;
21. Instrument No. AT3100646, registered August 14, 2012 is TSCP 2249 Condo By-law No. 1;
22. Instrument No. AT3100647, registered August 14, 2012 is TSCP 2249 Condo By-law No. 2.;
23. Instrument No. AT3100648, registered August 14, 2012 is TSCP 2249 Condo By-law No. 3;
24. Instrument No. AT3100649, registered August 14, 2012 is TSCP 2249 Condo By-law No. 4;
25. Instrument No. AT3100650, registered August 14, 2012 is TSCP 2249 Condo By-law No. 5;
26. Instrument No. AT3100651, registered August 14, 2012 is TSCP 2249 Condo By-law No. 6;
27. Instrument No. AT3100722, registered August 14, 2012 is Notice of Shared Facilities Agreement made between Toronto Standard Condominium Corporation No. 2249, Westside Gallery Lofts Inc., Epic On Triangle Park Inc., Abell Investments Limited and St. Clare’s Mulifaith Housing Society;
28. Instrument No. AT3103107, registered August 16, 2012 is Notice of Shared Facilities Agreement made between Toronto Standard Condominium Corporation No. 2249, and Westside Gallery Lofts Inc;
29. Instrument No. AT3104262, registered August 17, 2012 is Notice of Security Interest in favour of Kareg Leasing Inc;

30. Instrument No. AT3106455, registered August 21, 2012 is TSCP 2249 Condo By-law No. 7;
31. Instrument No. AT4047674, registered October 26, 2015 is a Transfer Release and Abandonment of Easement by Epic on Triangle Park Inc; and
32. All easements in Schedule "A" of Instrument No. AT3073995, registered July 16, 2012 being the Declaration for Toronto Standard Condominium Plan 2249.

Schedule "C" – Form of Monitor's Certificate

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 LISTED IN SCHEDULE "A" HERETO

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Ontario Superior Court of Justice – Commercial List (the "Court") dated May 18, 2016, KSV Kofman Inc. was appointed as the monitor (the "Monitor") of the Applicants and the affiliated entities listed in Schedule "A" (the "Debtor").

B. Pursuant to an Order of the Court dated January 27, 2017, the Court approved the Monitor, on behalf of the Debtor, entering into an agreement of purchase and sale (the "Sale Agreement") between • and • (the "Purchaser") and provided for the vesting in the Purchaser of the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming: (i) the name of the Purchaser to which title is to be vested; (ii) the legal description of the Purchased Assets to be vested; (iii) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (iv) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by



the Monitor and the Purchaser; and (v) the Transaction has been completed to the satisfaction of the Monitor.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

**THE MONITOR CERTIFIES** the following:

The Purchaser to whom title to the Purchased Assets is to be vested is hereby confirmed to be:	The legal description of the Purchased Assets which are to be vested is hereby confirmed to be:
<input type="checkbox"/>	<input type="checkbox"/>

1. The Purchaser has paid and the Monitor has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Monitor and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**KSV KOFMAN INC.**, in its capacity as Monitor of the Urbancorp CCAA Entities, and not in its personal capacity

Per: \_\_\_\_\_  
Name:  
Title:

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. (THE  
"APPLICANTS") AND THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

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

PROCEEDINGS COMMENCED AT TORONTO

**APPROVAL AND VESTING ORDER**  
(Residential Condominium Units)

**WEIRFOULDS LLP**  
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Lawyers for the Urbancorp CCAA Entities

# TAB 4

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

THE HONOURABLE MR. )  
 )  
JUSTICE NEWBOULD ) **FRIDAY, THE 27<sup>TH</sup>  
DAY OF JANUARY, 2017**

**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  
(Stay Extension)**

**THIS MOTION**, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), for an order, *inter alia*, extending the Stay Period (as defined in paragraph 17 of the Initial Order of the Honourable Justice Newbould dated May 18, 2016 (the "**Initial Order**")) until and including April 28, 2017, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of the Applicants, the Eleventh Report of KSV Kofman Inc., in its capacity as Monitor (the "**Monitor**") (the "**Eleventh Report**"), the affidavit of Edmond F.B. Lamek sworn January 19, 2017 (the "**Lamек Affidavit**") and on hearing the

submissions of counsel for the Urbancorp CCAA Entities (as defined in the Initial Order), the Monitor, counsel for the Monitor, and those other parties listed on the counsel slip, no one else appearing for any other person although duly served as appears from the Affidavit of Service of Danny M. Nunes sworn January 23, 2017, filed.

#### **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 17 of the Initial Order) is hereby extended until and including April 28, 2017.

#### **APPROVAL OF SETTLEMENT AGREEMENT**

3. **THIS COURT ORDERS** that the Release and Settlement Agreement to be entered into between Bridge on King Inc. (“**BOKI**”) and Toronto Standard Condominium Corporation No. 2302 (“**TSCC 2302**”) (the “**Settlement Agreement**”), in substantially the same form as appended to the Tenth Report of the Monitor dated December 9, 2016, is hereby approved and the Monitor is hereby authorized and directed to execute the Settlement Agreement on behalf of BOKI and to take such additional steps and execute such additional documents as may be necessary or desirable in connection with the Settlement Agreement.

#### **APPROVAL OF MONITOR’S REPORT AND ACTIVITIES**

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

#### **FEE APPROVAL**

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

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

#### **GENERAL**

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, or Israel to give effect to this Order and to assist the Urbancorp 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 Urbancorp 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 Urbancorp CCAA Entities and the Monitor and their respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that each of the Urbancorp 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.

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## 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  
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. (THE "APPLICANTS") AND  
THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

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

PROCEEDINGS COMMENCED AT TORONTO

**ORDER**  
**(STAY EXTENSION)**

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Lawyers for the Urbancorp 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 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. (THE "APPLICANTS") AND  
THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

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

PROCEEDINGS COMMENCED AT TORONTO

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

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