



**Twenty-Ninth Report to Court of
KSV Kofman Inc. as CCAA Monitor 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. and the Affiliated Entities Listed in
Schedule “A” Hereto**

August 17, 2018

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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**

TWENTY-NINETH REPORT OF KSV KOFMAN INC

AUGUST 17, 2018

1.0 Introduction

1. On April 21, 2016, Urbancorp (St. Clair Village) Inc. ("St. Clair"), Urbancorp (Patricia) Inc. ("Patricia"), Urbancorp (Mallow) Inc. ("Mallow"), Urbancorp Downsview Park Development Inc. ("Downsview"), Urbancorp (Lawrence) Inc. ("Lawrence") and Urbancorp Toronto Management Inc. ("UTMI") each filed a Notice of Intention to Make a Proposal ("NOI") pursuant to Section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (collectively, St. Clair, Patricia, Mallow, Downsview, Lawrence and UTMI are referred to as the "NOI Entities"). KSV Kofman Inc. ("KSV") was appointed as the Proposal Trustee of each of the NOI Entities.
2. Pursuant to an order made by the Ontario Superior Court of Justice (Commercial List) (the "Court") dated May 18, 2016 (the "Cumberland Initial Order"), the NOI Entities, together with the entities listed on Schedule "A" attached (collectively, the "Cumberland CCAA Entities" and each a "Cumberland CCAA Entity") were granted protection under the *Companies' Creditors Arrangement Act* (the "CCAA") and KSV was appointed monitor of the Cumberland CCAA Entities (the "Monitor") (the "Cumberland CCAA Proceedings").

3. Certain Cumberland CCAA Entities¹ are known direct or indirect wholly-owned subsidiaries of Urbancorp Cumberland 1 LP (“Cumberland”). Collectively, Cumberland and its direct and indirect subsidiaries are the “Cumberland Entities” and each individually is a “Cumberland Entity”. Each Cumberland Entity is a nominee for Cumberland and, as such, the assets and liabilities of the Cumberland Entities are assets and liabilities of Cumberland. The remaining Cumberland CCAA Entities², other than UTMI, are directly or indirectly wholly owned by Urbancorp Inc. (“UCI”) (collectively, the “Non-Cumberland Entities”).
4. On April 25, 2016, Urbancorp (Woodbine) Inc. (“Woodbine”) and Urbancorp (Bridlepath) Inc. (“Bridlepath”) each filed a NOI. KSV was appointed as the Proposal Trustee of each of Bridlepath and Woodbine.
5. On April 25, 2016, the District Court in Tel Aviv-Yafo, Israel (the “Israeli Court”) issued a decision (the “Israeli Appointment Order”) appointing Guy Gissin as the functionary officer and foreign representative (the “Foreign Representative”) of Urbancorp Inc. (“UCI”) and granting him certain powers, authorities and responsibilities over UCI (the “Israeli Proceedings”).
6. On May 18, 2016, the Court issued two orders under Part IV of the CCAA (the “Part IV Proceedings”) which:
 - a) recognized the Israeli Proceedings as a “foreign main proceeding”;
 - b) recognized Mr. Gissin as Foreign Representative of UCI; and
 - c) appointed KSV as the Information Officer.
7. Prior to the commencement of the Cumberland CCAA Proceedings, the Foreign Representative and KSV, in its then capacity as Proposal Trustee, negotiated a protocol that addressed, *inter alia*, the sharing of information in respect of the Cumberland CCAA Proceedings between the Foreign Representative and KSV (the “Protocol”).
8. Pursuant to an order made by the Court dated October 18, 2016 (the “Bay Initial Order”, and together with the Cumberland Initial Order, the “Initial Orders”), TCC/Urbancorp (Bay) Limited Partnership (“Bay LP”), Bridlepath and Woodbine and the entities listed on Schedule “B” (collectively, the “Bay CCAA Entities”, and together with the Cumberland CCAA Entities, the “CCAA Entities”) were granted protection in a separate CCAA proceeding and KSV was appointed Monitor of the Bay CCAA Entities (the “Bay CCAA Proceedings” and together with the Cumberland CCAA Proceedings, the “CCAA Proceedings”).

¹ St. Clair., Patricia, Mallow, Lawrence, Urbancorp (952 Queen West) Inc., King Residential Inc., Urbancorp 60 St. Clair Inc., High Res. Inc., Urbancorp Partner (King South) Inc., Urbancorp (North Side) Inc. and Bridge on King Inc.

² Vestaco Homes Inc., Vestaco Investments Inc., Urbancorp Power Holdings Inc., UTMI, Downsview, 228 Queens Quay West Limited, Urbancorp Residential Inc., Urbancorp Realtyco Inc., Urbancorp Cumberland 1 GP Inc.

9. Each Bay CCAA Entity is a wholly-owned subsidiary of Bay LP, except Deaja Partner (Bay) Inc., which is the general partner of Bay LP. Each of Bay LP's subsidiaries is a nominee for Bay LP and, as such, their assets and liabilities are assets and liabilities of Bay LP.
10. The Initial Orders provide the Monitor with broad authority beyond those typically provided to a CCAA monitor, including decision making and full access to the CCAA Entities' property, books and records.
11. On April 29, 2016, Edge on Triangle Park Inc., Bosvest Inc. and Edge Residential Inc. (collectively, the "Edge Entities") each filed a NOI pursuant to the BIA. On October 16, 2016, the Edge Entities, Urbancorp Cumberland 2 LP and Urbancorp Cumberland 2 GP Inc. (collectively, the "Cumberland 2 Entities") filed for and were granted protection under the CCAA (the "Cumberland 2 CCAA Proceedings"). The Fuller Landau Group Inc. ("Fuller Landau") is the Monitor in the Cumberland 2 CCAA Proceedings.
12. At the commencement of the CCAA Proceedings, the Monitor made an image of the Cumberland CCAA Entities' servers.³ The Monitor subsequently obtained an image of Alan Saskin's Gmail account which he used for Urbancorp purposes.⁴ In connection with obtaining Mr. Saskin's emails on his Gmail account, the Monitor agreed not to provide the emails to any party without advising Mr. Saskin of its intention to do so and to provide Mr. Saskin with an opportunity to respond to any motion in relation to their production.
13. On May 29, 2018, Dentons LLP ("Dentons"), counsel to the Foreign Representative, sent an email to the Monitor requesting certain documents for the period July 1, 2015 to April 21, 2016, including business related emails from Alan Saskin's email account (the "Document Request"). A copy of Denton's request is attached as Appendix "A".

1.1 Purposes of this Report

1. The purposes of this report ("Report") are to:
 - a) discuss the Document Request;
 - b) seek this Court's advice and directions on whether the Remaining Documents (as defined below) are properly the subject of solicitor-client privilege in favour of Alan Saskin and, therefore, whether they should be delivered to the Foreign Representative.

³ The servers are owned by UTMI, a Cumberland CCAA Entity. The same servers are used by all the entities in the Urbancorp Group, including UCI prior to the CCAA proceedings.

⁴ Mr. Saskin also maintained an "Urbancorp.com" email account; however, it appears that the Gmail account was the primary account he used for Urbancorp purposes, at least for the period for which searches were requested by Dentons.

2.0 Background

1. The CCAA Entities, together with several affiliates, comprise the Urbancorp Group of Companies (collectively, the “Urbancorp Group”). The Urbancorp Group primarily engaged in the development, construction and sale of residential properties in the Greater Toronto Area. The Urbancorp Group also owns geothermal assets, which provide heating and cooling systems to various projects developed by entities in the Urbancorp Group. Prior to the CCAA proceedings, the Urbancorp Group was controlled by Alan Saskin.

2.1 UCI

1. UCI was incorporated in Ontario on June 19, 2015 to raise debt in the public markets in Israel. Pursuant to a deed of trust dated December 7, 2015, UCI made a public offering (the “IPO”) of debentures (the “Debentures”) in Israel for NIS 180,583,000 (approximately C\$64 million based on the exchange rate at the time of the IPO). Substantially all proceeds from the Israel Bond Issue were advanced to the Urbancorp Group, with the majority of the funds used to pay creditors at the time, including over C\$41.5 million, which was paid to Terra Firma Capital Corporation.

3.0 Document Request

1. The Document Request was made pursuant to Section 3(d) of the Protocol. Section 3(d) of the Protocol requires the Monitor to, *inter alia*, provide the Foreign Representative with copies of all information pertaining to the Cumberland CCAA Entities as reasonably requested by the Foreign Representative, provided that the Monitor is of the view that such information is neither privileged nor confidential. If the Monitor is of the view that the information is privileged or confidential, the Monitor must advise the Foreign Representative and seek directions from the Court on notice to the affected parties.
2. On June 26, 2018, the Monitor made a motion seeking this Court’s authorization to provide the Foreign Representative with the emails requested pursuant to the Document Request. This motion was opposed by Alan Saskin.
3. Pursuant to the Order of this Court made on June 26, 2018 (the “Document Request Order”), copies of all of the documents requested by the Foreign Representative pursuant to the Document Request based on the keyword searches as outlined in the Twenty-Sixth Report of the Monitor dated June 15, 2018 (the “Documents”) were provided to counsel to Alan Saskin for review. A copy of the Document Request Order is attached as Appendix “B”.

4. On July 24, 2018, counsel to Alan Saskin advised the Monitor which of the Documents contain personal information or are subject to privilege in favour of Alan Saskin (the “Contested Documents”) by providing to the Monitor a detailed list of such Contested Documents containing document date, author, recipient, copies, blind copies, attachments, subject matter and noting beside each document on the list the reason(s) for asserting that it contains personal information or is subject to privilege (and the nature of such privilege) in favour of Alan Saskin (the “Contested Document List”).
5. The Contested Document List also listed “Other” documents which are related to projects that were in companies that are not subsidiaries of UCI and, therefore, were claimed to fall outside of the Foreign Representative’s request.
6. Discussions between counsel to the Monitor, Alan Saskin and the Foreign Representative followed with the result that the only remaining Contested Documents are emails between (i) Alan Saskin and Ted Saskin and (ii) Alan Saskin and both Bennet Jones LLP (“Bennett Jones”) and Ted Saskin (the “Remaining Documents”).
7. Bennett Jones has provided the Monitor with copies of retainer letters documenting that they are retained by Alan Saskin, personally. However, the Monitor is also aware that Bennett Jones has appeared on record as counsel to the Cumberland 2 Entities. The Monitor has confirmed with Bennett Jones that its representation of the Cumberland 2 Entities (together with Westside Gallery Lofts Inc., which is a subsidiary of Cumberland 2 but is not in any proceeding) commenced on May 19, 2016, which is subsequent to the outside date contained in the Document Request (being April 21, 2016) and the commencement of the Cumberland CCAA Proceedings and the Cumberland 2 CCAA Proceedings.
8. Ted Saskin is Alan Saskin’s brother and is a lawyer in good standing with the Law Society of Ontario, although registered as not practicing.
9. With respect to the Remaining Documents, the Monitor understands that the Foreign Representative believes that they are not subject to a valid assertion of solicitor-client privilege by Alan Saskin primarily because Ted Saskin was not retained by Alan Saskin to provide legal advice and was not duly licensed to practice law in Ontario and, therefore, should be provided with the Remaining Documents. Counsel to Alan Saskin, however, has informed the Monitor that it believes that a valid claim for solicitor-client privilege can be maintained in respect of the Remaining Documents.
10. Accordingly, the Monitor seeks this Court’s advice and directions as to the delivery to the Foreign Representative of the Remaining Documents.

* * *

All of which is respectfully submitted,

KSV Kofman Inc

**KSV KOFMAN INC.
IN ITS CAPACITY AS CCAA MONITOR OF
THE CCAA ENTITIES
AND NOT IN ITS PERSONAL CAPACITY**

Schedule "A"

Urbancorp (952 Queen West) Inc.

King Residential Inc.

Urbancorp 60 St. Clair Inc.

High Res. Inc.

Bridge on King Inc.

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"

The Townhouses of Hogg's Hollow Inc.

King Towns Inc.

Newtowns at Kingtowns Inc.

Deaja Partner (Bay) Inc.

TCC Urbancorp (Bay) Limited Partnership

Appendix “A”

From: Rabinovitch, Neil [<mailto:neil.rabinovitch@dentons.com>]
Sent: May 29, 2018 4:19 PM
To: Schwill, Robin
Cc: Rabinovitch, Neil
Subject: Request for Information Pursuant to the Protocol

In accordance with Section 3(d) of the Protocol, request is hereby made for the Monitor to provide the Functionary with copies of the following information in its possession pertaining to Urbancorp Inc. and the Applicants:

All emails and correspondence for the period commencing July 1, 2015 – April 21, 2016 relating to the following:

- a. Dealings between Urbancorp and Terra Firma Capital Corporation;
- b. Dealings between Urbancorp and Speedy Electric;
- c. Dealings between Urbancorp and Mattamy Homes;
- d. Dealings between Urbancorp and Janterra;
- e. Dealings between Urbancorp and Apax Issuances Ltd. and its Canadian counsel Garfinkle Biderman;
- f. Dealings between Urbancorp and Midroog Ltd.
- g. Dealings between Urbancorp and Deloitte Brightman Almagor Zohar
- h. Dealings between Urbancorp and MNP;
- i. Dealings between Urbancorp and First Capital; and
- g. All communications between Urbancorp and Harris Sheaffer.

For the sake of clarity, this request relates not only to communications with the foregoing parties (and their respective employees), but as well, to internal Urbancorp communications in respect of those parties. Please consider the foregoing request to include any and all business related e-mails which the Monitor has in its possession from Alan Saskin's personal e-mail accounts which relate to any of the foregoing.

Thank you.

Neil



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Partner

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Appendix “B”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)	TUESDAY, THE 26 th
)	
JUSTICE MYERS)	DAY OF JUNE, 2018
)	

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

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

**ORDER
(Document Request)**

THIS MOTION, made by KSV Kofman Inc., in its capacity as Court-appointed Monitor (the "**Monitor**") of the Applicants and the affiliated entities listed on Schedule "A" (collectively, the "**CCAA Entities**", and each individually a "**CCAA Entity**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "**CCAA**") for an order, among other things, authorizing the Monitor to provide Guy Gissin, in his capacity as the appointed functionary and foreign representative of Urbancorp Inc. by order of the District Court in Tel Aviv-Yafo, Israel (the "**Israeli**

Functionary") with copies of all of the documents requested by the Israeli Functionary pursuant to an email from his Canadian counsel dated May 29, 2018 (the "**Document Request**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Monitor, the Twenty-Sixth Report of the Monitor dated June 15, 2018 (the "**Report**"), and on hearing the submissions of respective counsel for the Monitor, the Israeli Functionary and such other counsel as were present, no one else appearing although duly served as appears from the Affidavit of Service as filed:

SERVICE

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

DOCUMENT REQUEST

2. **THIS COURT ORDERS AND DECLARES** that the Monitor be and is hereby authorized to deliver to the Israeli Functionary copies of all of the documents requested by the Israeli Functionary pursuant to the Document Request based on the keyword searches as outlined in the Report (the "**Documents**") excluding the Excluded Documents (as defined below).

3. **THIS COURT ORDERS** that the Documents shall first be provided to counsel to Alan Saskin for review as to whether or not Alan Saskin wants to assert if any such Documents constitute or contain personal information or are subject to

[Handwritten signature]
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Handwritten initials and a circled number '28'.

privilege in favour of Alan Saskin. Counsel for Alan Saskin shall have [14] calendar days to review the Documents and shall advise the Monitor which of the Documents contain personal information or are subject to privilege in favour of Alan Saskin (the "Contested Documents") by providing to the Monitor an explicit list of such Contested Documents containing document date, author, recipient, copies, blind copies, attachment and subject matter and noting beside each document on such list the reason(s) for asserting that it contains personal information or is subject to privilege (and the nature of such privilege) in favour of Alan Saskin (the "Contested Document List"). At the expiry of the review period, the Monitor shall provide to the Israeli Functionary a copy of the Contested Document List. The Israeli Functionary shall have [7] calendar days to review the Contested Document List. Should the Israeli Functionary disagree with whether any documents on the Contested Document List contain personal information or are subject to privilege in favour of Alan Saskin (the "Disputed Documents"), then the Monitor shall apply to the Court for directions in respect of any such Disputed Documents and the Court may thereon determine which documents shall not be delivered to the Israeli Functionary (the "Excluded Documents").

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 sure 26/18
 covered
 to take
 in this
 format
 attached
 by mt.
 [Signature]

Handwritten notes on the left margin:
 [Signature] 14/17

Handwritten notes at the bottom of the page:
 4. THIS COURT orders that all documents that meet UCI's requests to which no objection under this order is taken by July 24, 2018, shall be provided to UCI forthwith thereafter. Any dispute over whether documents ought to be disclosed will be decided & summarily by me at a hearing to be held during the week of August 20, 2018 if necessary. - [Signature]

SCHEDULE "A"

LIST OF NON APPLICANT AFFILIATES

Urbancorp Power Holdings Inc.

Vestaco Homes Inc.

Vestaco Investments Inc.

228 Queen's Quay West Limited

Urbancorp Cumberland 1 LP

Urbancorp Cumberland 1 GP Inc.

Urbancorp Partner (King South) Inc.

Urbancorp (North Side) Inc.

Urbancorp Residential Inc.

Urbancorp Realtyco Inc.

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

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF URBANCORP TORONTO MANAGEMENT INC., URBANCORP (ST. CLAIR VILLAGE) INC., URBANCORP (PATRICIA) INC., URBANCORP (MALLOW) INC., URBANCORP (LAWRENCE) INC., URBANCORP DOWNSVIEW PARK DEVELOPMENTS INC., URBANCORP (952 QUEEN WEST) INC., KING RESIDENTIAL INC., URBANCORP NEW KINGS INC., URBANCORP 60 ST. CLAIR INC., HIGH RES.INC., BRIDGE ON KING INC. (THE "APPLICANTS") AND THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

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

To#f: 3843303-33843303.6