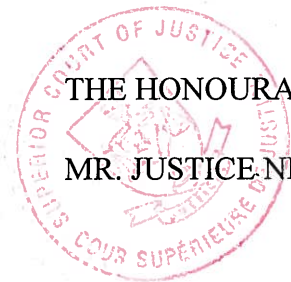


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY



THE HONOURABLE)

WEDNESDAY, THE

MR. JUSTICE NEWBOULD)

29TH DAY OF AUGUST 2016

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
URBANCORP (WOODBINE) INC. OF THE CITY OF TORONTO, IN THE PROVINCE
OF ONTARIO**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
URBANCORP (BRIDLEPATH) INC. OF THE CITY OF TORONTO, IN THE
PROVINCE OF ONTARIO**

REPRESENTATION ORDER

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

ON READING the Notice of Motion and Affidavit of Michael Brzezinski dated June 29, 2016, the Affidavit of Gloriana Field sworn July 29, 2016, the Fifth Report of KSV Kofman Inc., in its capacity as Proposal Trustee (the "**Trustee**"), the Affidavit of Stefano Serpa sworn August 22, 2016, the Supplementary Affidavit of Michael Brzezinski sworn August 24, 2016, the facts of Dickinson Wright LLP and Stefano Serpa and Adrian Serpa, and on hearing the submissions of Dickinson Wright LLP, counsel for Woodbine and Bridlepath, counsel for the

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

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

2. **THIS COURT ORDERS** that Dickinson Wright LLP is hereby appointed counsel (“**Representative Counsel**”) for those purchasers of residences from Woodbine or Bridlepath who opt in to being represented in accordance with the terms hereof (collectively, the “**Purchasers**” and individually, a “**Purchaser**”).

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

- (a) the names, last known addresses, and email addresses (if any) of all purchasers of residences from Woodbine and Bridlepath,

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

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

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

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

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



SEP 21 2016

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

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

SEP 21 2016

PER / PAR 

SCHEDULE "A"

By Order dated August 29, 2016 (the "**Representation Order**") granted by the Ontario Superior Court of Justice in proceedings by Urbancorp (Woodbine) Inc. ("**Woodbine**") and Urbancorp (Bridlepath) Inc. ("**Bridlepath**" and collectively, "**Urbancorp**") under the *Bankruptcy and Insolvency Act* (the "**NOI Proceedings**"), you may choose ("opt in") to being represented by Dickinson Wright LLP in respect of all issues arising in the NOI Proceedings (the "**Purchasers**"). A copy of the Representation Order dated August 29, 2016 is attached.

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

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

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

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

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

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

Dated: September ____, 2016

SCHEDULE "B"

Court File No.: 31-2114843

Estate File No.: 31-2114850

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
URBANCORP (WOODBINE) INC. OF THE CITY OF TORONTO, IN THE PROVINCE
OF ONTARIO**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
URBANCORP (BRIDLEPATH) INC. OF THE CITY OF TORONTO, IN THE
PROVINCE OF ONTARIO**

OPT IN LETTER

TO: DICKINSON WRIGHT LLP
Barristers & Solicitors
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Suite 2200, P.O. Box 447
Commerce Court Postal Station
Toronto, Ontario, M5L 1G4

Attention: Lisa Corne
T +1 416 646 4608
F +1 416 865 1398
E lisacorne@dickinsonwright.com

Attention: Michael Brzezinski
T +1 416 777 2394
F +1 416 865 1398
E mbrzezinski@dickinsonwright.com

I, _____, wish to be represented by Dickinson Wright LLP in the Ontario Superior Court of Justice proceedings commenced by Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc. (collectively, "**Urbancorp**") under the *Bankruptcy and Insolvency Act* (the "**NOI Proceedings**"). By signing below, **I ACKNOWLEDGE THAT** all Dickinson Wright LLP's fees and disbursements incurred in representing me will be paid from any distributions otherwise payable to me in the NOI Proceedings.

Date

Signature

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF URBANCORP (WOODBINE) INC. OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF URBANCORP (BRIDLEPATH) INC. OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

Court File No.: 31-2114850
Estate File No.: 31-2114850

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
PROCEEDING COMMENCED AT
TORONTO

REPRESENTATION ORDER

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Lawyers for Certain Purchasers