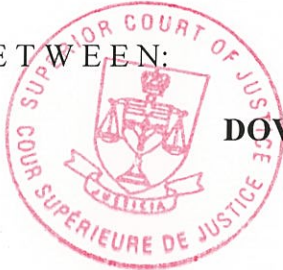


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) THURSDAY, THE 18TH
JUSTICE NEWBOULD) DAY OF MAY, 2017

IN THE MATTER OF SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990 C. C.43, AS AMENDED

BETWEEN:



DOWNING STREET FINANCIAL INC., IN TRUST

Applicant

- and -

**HARMONY VILLAGE-SHEPPARD INC., AS GENERAL PARTNER OF
HARMONY VILLAGE-SHEPPARD LP and CITY CORE DEVELOPMENTS INC.**

Respondents

ORDER

THIS MOTION, made by Rosen Goldberg Inc. in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”) of all of the undertaking, property and assets of Harmony Village-Sheppard Inc., as general partner of Harmony Village-Sheppard LP (the “**Debtor**”) and City Core Developments Inc., for an order appointing Minden Gross LLP as representative counsel (“**Representative Counsel**”) to all purchasers of residential condominium units at the property municipally known as 3260 Sheppard Avenue East, Toronto (the “**Property**”), was heard on this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the Third Report of the Receiver dated May 16, 2017 (the “**Third Report**”) and the Supplementary Report to the Third Report dated May 17,

2017 (the "**Supplementary Report**"), and on hearing the submissions of counsel for the Receiver, and of Minden Gross LLP, no one appearing for any other person on the service list, although served as appears from the affidavits of service of Laura Micoli sworn May 16, 2017, and May 17, 2017, filed,

1. THIS COURT ORDERS that the time for service of the Notice of Motion and Motion Record, including the Third Report, and the Supplementary Report 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 Minden Gross LLP is hereby appointed Representative Counsel to all purchasers of residential condominium units at the Property (individually, a "**Purchaser**" and collectively the "**Purchasers**"), unless and until Representative Counsel receives written notice from any particular Purchaser that such Purchaser does not wish to be represented by Representative Counsel.
3. THIS COURT ORDERS that the mandate of Representative Counsel pursuant to this Order shall be limited to responding to a motion by the Receiver or any other person for approval of a sale of the Property, free and clear of all rights, interests and claims of the Purchasers (the "**Purpose**").
4. THIS COURT ORDERS that Jack Pong shall immediately deliver to the Receiver a list of the email addresses of the Purchasers.
5. THIS COURT ORDERS that the Receiver shall provide to Representative Counsel, without charge, the names, last known addresses, and, if known, the telephone numbers and email addresses (if any) of all Purchasers, and such additional documents and information as may be relevant to the Purpose, which the Receiver is reasonably able to provide, and the Receiver shall not be required to obtain consent from any Purchaser authorizing disclosure of such information to Representative Counsel.
6. THIS COURT ORDERS that the Receiver shall pay, from the assets of the Debtor, the reasonable fees and disbursements of Representative Counsel, at Representative Counsel's standard rates and charges unless otherwise ordered by the Court on the passing of accounts and Representative Counsel shall have the benefit of the Receiver's Charge established pursuant to

paragraph 17 of the Order of the Honourable Mr. Justice Hainey dated January 20, 2017, to secure payment of such reasonable fees and disbursements both before and after the making of this Order.

7. THIS COURT ORDERS that the accounts of Representative Counsel shall be passed by a judge of the Commercial List of the Ontario Superior Court of Justice.

8. THIS COURT ORDER that Representative Counsel may from time to time apply to this Court for advice and directions in respect of its appointment or the fulfillment of its duties in carrying out the provisions of this Order, upon notice to the Receiver and to other interested parties, unless otherwise ordered by the Court.

9. THIS COURT ORDERS that save and except for any gross negligence or willful misconduct on its part, Representative Counsel shall not be liable for any act or omission in respect of its appointment or the fulfillment of its duties in carrying out the provisions of this Order.

10. THIS COURT ORDERS that no action or proceeding shall be commenced against Representative Counsel except with prior leave of this Court, on at least seven (7) days' notice to Representative Counsel.

11. THIS COURT ORDERS that the Receiver is authorized to make an interim distribution to Downing Street Financial Inc., in Trust of \$100,000.00 from the Debtor's estate.

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

MAY 18 2017

PER / PAR:



DOWNING STREET FINANCIAL INC., IN TRUST
Applicant

-and-

HARMONY VILLAGE-SHEPPARD INC. et al.
Respondents

Court File No. CV-17-11669-00CL

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COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

ORDER

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