

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

THE HONOURABLE MR.) FRIDAY, THE 14th
JUSTICE WILTON-SIEGEL) DAY OF MARCH, 2014

IN THE MATTER OF THE RECEIVERSHIP OF First Leaside Wealth Management Inc., and the Applicants Listed on Schedule "A" (collectively, "**First Leaside**")

ORDER

THIS MOTION, made by **Cassels Brock & Blackwell LLP** ("**Cassels Brock**") for an order (i) abridging and validating the timing and method of service of the motion record such that this motion is properly returnable today; and (ii) that Cassels Brock replace Dentons Canada LLP, ("**Dentons Canada**") (formerly known as Fraser Milner Casgrain LLP) as representative counsel ("**Representative Counsel**") to the clients (the "**Investors**") of First Leaside Securities Inc. ("**FLSI**") appointed by the Court pursuant to paragraph 41 of the Order of Justice D. Brown made on February 23, 2012 (the "**Initial Order**") in Court File No. CV-12-9617-00CL (the "**CCAA Proceedings**"), as amended and continued in these proceedings in accordance with the Order of Justice Wilton-Siegel made on December 7, 2012 (the "**Receivership Order**") and permitting Cassels Brock to

engage the services of Dentons Canada as necessary was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Jane O. Dietrich and on hearing the submissions of the lawyers for Cassels Brock and Grant Thornton Limited in its capacity as court-appointed receiver of First Leaside and no one appearing for any other party, although properly served as appears from the Affidavit of Service of Stephanie Waugh, sworn March 11, 2014, filed,

1. **THIS COURT ORDERS THAT** the timing and method of service of the motion record be and is hereby abridged and validated so that this motion is properly returnable today.

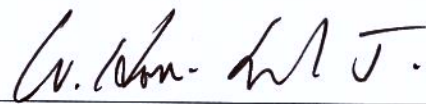
2. **THIS COURT ORDERS THAT** Cassels Brock is hereby appointed as Representative Counsel to the Investors of FLSI in these proceedings, as successor to and in replacement of Dentons Canada, and that Cassels Brock be and is hereby authorized to engage the services of Dentons Canada as necessary.

3. **THIS COURT ORDERS THAT** Cassels Brock as Representative Counsel is entitled to all of the benefits, rights and protections provided to Representative Counsel in both the Initial Order and the Receivership Order.

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



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Schedule A – List of Additional Receivership Applicants

First Leaside Finance Inc.
 First Leaside Securities Inc.
 FL Securities Inc.
 Mill Street Limited Partnership
 Harmony Townhomes Limited Partnership
 First Leaside Management Inc.
 Development Notes Limited Partnership
 Special Notes Limited Partnership
 First Leaside Accounting and Tax Services Inc.
 2086056 Ontario Inc.
 First Leaside Properties Limited Partnership
 First Leaside Realty Inc.
 First Leaside Realty Limited Partnership
 First Leaside Realty II Inc.
 First Leaside Investors Limited Partnership
 First Leaside Premier Limited Partnership
 First Leaside Progressive Limited Partnership
 First Leaside Realty II Limited Partnership
 First Leaside Ultimate Limited Partnership
 First Leaside Universal Limited Partnership
 Uxbridge Development Limited Partnership
 First Leaside Retirement Residences Limited Partnership
 First Leaside Venture Limited Partnership
 965010 Ontario Inc.
 Wimberly Apartments Limited Partnership
 1045517 Ontario Inc.
 The Shores Limited Partnership
 1024919 Ontario Inc.
 Old Mill Pond Apartments Limited Partnership
 1031628 Ontario Inc.
 1056971 Ontario Inc.
 The Bluffs of Lakewood Limited Partnership
 1376095 Ontario Inc.
 F.L. Spring Valley Limited Partnership
 1437290 Ontario Ltd.
 First Leaside Partners Limited Partnership
 First Leaside Opportunities Limited Partnership
 1244428 Ontario Ltd.
 Preston Racquet Club Real Estate Limited Partnership Series 910PA
 Preston Racquet Club Real Estate Limited Partnership Series 910PB
 Preston Racquet Club Real Estate Limited Partnership Series 910PC
 Preston Racquet Club Real Estate Limited Partnership Series 910PD
 PrestonOne Development (Canada) Inc.
 PrestonTwo Development (Canada) Inc.

PrestonThree Development (Canada) Inc.
 PrestonFour Development (Canada) Inc.
 2088543 Ontario Inc.
 2088544 Ontario Inc.
 F.L.W. Pond Master Ltd.
 2088545 Ontario Inc.
 F.L.W. Shores Master Ltd.
 1331607 Ontario Inc.
 First Leaside Acquisitions Limited Partnership
 Queenston Manor General Partner Inc.
 Queenston Manor Limited Partnership
 2107738 Ontario Inc.
 First Leaside Advantage Limited Partnership
 2128054 Ontario Inc.
 First Leaside Elite Limited Partnership
 1132413 Ontario Inc.
 First Leaside Entities Limited Partnership
 2067171 Ontario Inc.
 First Leaside Expansion Limited Partnership
 2085306 Ontario Inc.
 First Leaside Growth Limited Partnership
 2086218 Ontario Inc.
 First Leaside Unity Limited Partnership
 First Leaside Visions Management Inc.
 2007804 Ontario Inc.
 First Leaside Wealth Management Limited Partnership
 First Leaside Fund Management Inc.
 F.L. Beverages Group Limited Partnership
 First Leaside Global Limited Partnership
 Special U.S. Notes Limited Partnership
 FLWM Holdings Limited Partnership
 First Leaside Select Limited Partnership
 Cherry Park Retirement Residences Limited Partnership
 First Leaside Retirement Residences (Okanagan) Limited Partnership
 Orchard Valley Retirement Residences Limited Partnership
 The Shores Retirement Residences Limited Partnership
 F.L. PrimeTime Living Limited Partnership

IN THE MATTER OF THE RECEIVERSHIP OF First Leaside Wealth Management Inc., and the Applicants Listed on Schedule "A" (collectively,
"First Leaside")

ONTARIO

**SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding Commenced at Toronto

ORDER

CASSELS BROCK & BLACKWELL LLP

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Lawyers for the Applicant