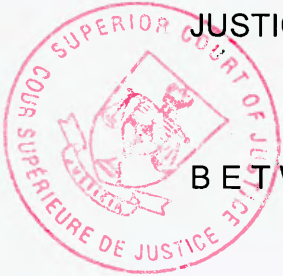


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR ) THURSDAY, THE 30TH  
JUSTICE HAINEY ) DAY OF MARCH, 2017



**BETWEEN:**

**JCF CAPITAL ULC**

Applicants

- and -

**TALON INTERNATIONAL INC., MIDLAND DEVELOPMENT INC., 1456253  
ONTARIO INC., 2025401 ONTARIO LIMITED, BARREL TOWER HOLDINGS  
INC., HARVESTER DEVELOPMENTS INC., TALON INTERNATIONAL  
DEVELOPMENT INC., TFB INC., 2263847 ONTARIO LIMITED AND 2270039  
ONTARIO LIMITED**

Respondents

**APPLICATION UNDER SECTION 101 OF THE COURTS OF JUSTICE ACT,  
R.S.O. 1990, C. C.43, AS AMENDED, AND SECTION 243 OF THE  
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, C. B-3 AS AMENDED**

**ORDER AMENDING**

**ORDER APPOINTING REPRESENTATIVE COUNSEL**

THIS MOTION, made by FTI Consulting Canada Inc. ("FTI"), solely in its capacity as the Court-appointed receiver (the "**Receiver**") pursuant to section 243(1) of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**") and section 101 of the *Courts of Justice Act* (the "**CJA**") of certain of the undertakings, properties and assets and legal and beneficial ownership interests of Talon International Inc. ("**Talon**"), Midland Development Inc., 1456253 Ontario Inc.,

2025401 Ontario Limited, Barrel Tower Holdings Inc., Harvester Developments Inc., TFB Inc., 2263847 Ontario Limited, Talon International Development Inc., and 2270039 Ontario Limited (collectively, the “**Debtors**”) comprising, acquired for, or used in relation to the condominium residence and hotel branded as the Trump International Hotel & Tower and Trump Residences located at 311 and 325 Bay Street, Toronto, Ontario and any interest held by Harvester Developments Inc. to which the Crown may have rights, for an order amending the order of Mr. Justice Hainey granted on November 9, 2017 (Order Appointing Representative Counsel) (the “**Representative Counsel Order**”) was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Third Report, the Fourth Report, and the Fee Affidavits, and on hearing the submissions of counsel for the Receiver, the Applicant, Representative Counsel, no one else appearing although served as evidenced by the Affidavit of Stephanie Waugh sworn March 17, 2017, filed;

1. **THIS COURT ORDERS** that effective upon the filing of the Closing Certificates (as defined in the Order of Mr. Justice Hainey dated March 30, 2017 (Fee Approval and Discharge Order)), the Representative Counsel Order shall be amended as follows:

- (a) The first sentence of Paragraph 2 of the Representative Counsel Order shall be deleted in its entirety and replaced with:

**THIS COURT ORDERS** that, subject to Paragraph 6 hereof, Chaitons LLP is hereby appointed as counsel (“**Representative Counsel**”) for all Unit Owners who have not opted out to provide advice regarding common issues of the Unit Owners in respect of the Project, including for greater certainty the turnover meetings for Toronto Standard Condominium Corporation No. 2267 and Toronto Standard Condominium Corporation No. 2279 triggered by the transfer of the Project to the Secured Creditor (the “**Turnover Meetings**”), provided, however, that nothing in this Order shall

prevent any Unit Owner from representing itself or taking any position at the Turnover Meetings or otherwise.

- (b) Paragraph 3 of the Representative Counsel Order shall be deleted in its entirety and replaced with:

**[Intentionally Omitted]**

- (c) Paragraph 6 of the Representative Counsel Order shall be deleted in its entirety and replaced with:

**THIS COURT ORDERS** that Chaitons shall not use its Representative Counsel status nor, for greater certainty, the funds paid by the Secured Creditor pursuant to Paragraph 4, to take formal proceedings against the Secured Creditor, nor appeal or otherwise challenge any Order made in these proceedings.

- (d) Paragraph 7 of the Representative Counsel Order shall be deleted in its entirety and replaced with:

**[Intentionally Omitted]**

- (e) Paragraph 13 of the Representative Counsel Order shall be amended to delete “the Receiver and” from the first sentence; and

- (f) The following new paragraph shall be added to the Representative Counsel Order following paragraph 15:

**16. THIS COURT ORDERS** that upon Representative Counsel filing a certificate certifying that it has completed its mandate as Representative Counsel (the “**Representative Counsel Discharge Certificate**”), Representative Counsel shall be discharged as Representative Counsel, provided that the Representative Counsel Discharge Certificate shall be filed no later than the date of the last

Turnover Meeting, or such other date as may be agreed between Representative Counsel and the Secured Creditor;

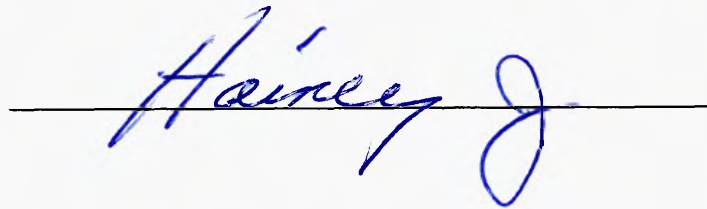
**17. THIS COURT ORDERS** that Representative Counsel is hereby released and discharged from any and all liability that it now has or may have by reason of, or in any way arising out of, the acts or omissions of Chaitons while acting in its capacity as Representative Counsel herein up to and including the date hereof (the "**Order Date**");

**18. THIS COURT ORDERS** that Representative Counsel shall, at least seven (7) days prior to proposed date of filing the Representative Counsel Discharge Certificate (the "**Filing Date**"), provide notice to the Service List in the receivership proceeding: (i) of Representative Counsel's intention to file the Representative Counsel Discharge Certificate; and (ii) that, upon the filing of the Representative Counsel Discharge Certificate, the release and discharge from liability set out in paragraph 17 hereof shall be automatically deemed to be effective up to and including the Filing Date (the "**Release Extension**");

**19. THIS COURT ORDERS** that in the event that any person objects to the Release Extension, that person must send a written notice of the objection, and the grounds therefore, to the fax, email address or mailing address of Representative Counsel as set out on the Service List, such that the objection is received by Representative Counsel prior to the proposed Filing Date. If no objection is received by Representative Counsel prior to the proposed Filing Date, Representative Counsel shall file the Discharge Certificate on the proposed Filing Date and the Release Extension shall be deemed to have occurred, without further Order of the Court; and

**20. THIS COURT ORDERS** that if an objection is received by Representative Counsel in accordance with paragraph 19 hereof, Representative Counsel shall only file the Discharge Certificate: (i) if the objection is resolved, whereupon the Release Extension shall be deemed to have occurred, or (ii) on further Order of the Court.

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



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

MAR 30 2017

PER / PAR: 

JCF CAPITAL ULC - and -

TALON INTERNATIONAL INC., MIDLAND DEVELOPMENT INC., 1456253 ONTARIO INC., 2025401 ONTARIO LIMITED, BARREL TOWER HOLDINGS INC., HARVESTER DEVELOPMENTS INC., TALON INTERNATIONAL DEVELOPMENT INC., TFB INC., 2263847 ONTARIO LIMITED AND 2270039 ONTARIO LIMITED

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<b>ONTARIO</b> <b>SUPERIOR COURT OF JUSTICE</b> <b>COMMERCIAL LIST</b>  PROCEEDINGS COMMENCED AT TORONTO
<b>ORDER AMENDING ORDER APPOINTING</b> <b>REPRESENTATIVE COUNSEL</b>
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<i>Lawyers for Receiver</i>

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