

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

BETWEEN:

IN THE MATTER OF THE *INSURANCE COMPANIES ACT*, R.S.C. 1991 c. 47,
AS AMENDED, AND *THE MUTUAL PROPERTY AND CASUALTY INSURANCE
COMPANY WITH NON-MUTUAL POLICYHOLDERS CONVERSION REGULATIONS*,
SOR/2015-168

AND IN THE MATTER OF A PLAN OF CONVERSION OF
ECONOMICAL MUTUAL INSURANCE COMPANY

ECONOMICAL MUTUAL INSURANCE COMPANY

Applicant

**SUPPLEMENTARY MOTION RECORD
(Eligible Mutual Policyholder Committee Appointment Motion)**

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6

Geoff R. Hall LS#: 347010
Tel: 416-601-7856
Fax: 416-868-0673

Byron Shaw LS#: 57744V
Tel: 416-601-8256
Fax: 416-868-0673

Lawyers for the Eligible Mutual
Policyholders

TO: Osler, Hoskin & Harcourt LLP
100 King Street West
1 First Canadian Place
Suite 6200, P.O. Box 50
Toronto ON M5X 1B8

Mark A. Gelowitz LSUC No. 31857J
Tel: 416-862-4743

Laura K. Fric LSUC No. 36545Q
Tel: 416-862-5899

Aislinn E. Reid LSUC No. 57238T
Tel: 416-862-4920

Counsel for the Economical Mutual Insurance Company

AND TO: Thornton Grout Finnigan LLP
100 Wellington Street West
Suite 3200, P. O. Box 329
TD West Tower
Toronto, ON M5K 1K7

John L. Finnigan No. 24040L
Tel: 416-304-0558

Denisa Mertiri No. 678561
Tel: 416-304-0596
Fax: 416-304-1313

Counsel for the Non-Mutual Policyholders of
Economical Mutual Insurance Company

AND TO: Oldfield, Greaves, D'Agostino
Barristers and Solicitors
172 King Street South
P. O. Box 16580
Waterloo, ON N2J 4X8

Edward L. D'Agostino No. A0326231H
Tel: 519-576-7200
Fax: 519-576-0131

Lawyers for Terry Reidel, William Wayne
McKinnon, Alan Beaupre, David McIntosh and
Richard Hobson

INDEX

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

**IN THE MATTER OF THE *INSURANCE COMPANIES ACT*, R.S.C. 1991 c. 47,
AS AMENDED, AND *THE MUTUAL PROPERTY AND CASUALTY INSURANCE
COMPANY WITH NON-MUTUAL POLICYHOLDERS CONVERSION REGULATIONS*,
SOR/2015-168**

**AND IN THE MATTER OF A PLAN OF CONVERSION OF
ECONOMICAL MUTUAL INSURANCE COMPANY
ECONOMICAL MUTUAL INSURANCE COMPANY**

Applicant

**Supplementary Motion Record INDEX
(Eligible Mutual Policyholder Committee Appointment Motion)**

TAB	DESCRIPTION
1.	Amended Notice of Motion dated January 12, 2017
2.	Affidavit of Nancy J. Carroll sworn January 12, 2017
A.	Notice of Objection received November 24, 2016
B.	Letter from Mr. D'Agostino and enclosed Notice of Appearance
C.	Revised List of Candidates Recommended by McCarthy Tétrault LLP for the Eligible Mutual Policyholder Committee

Tab 1

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

BETWEEN:

IN THE MATTER OF THE *INSURANCE COMPANIES ACT*, R.S.C. 1991 c. 47,
AS AMENDED, AND *THE MUTUAL PROPERTY AND CASUALTY INSURANCE
COMPANY WITH NON-MUTUAL POLICYHOLDERS CONVERSION REGULATIONS*,
SOR/2015-168

AND IN THE MATTER OF A PLAN OF CONVERSION OF
ECONOMICAL MUTUAL INSURANCE COMPANY

ECONOMICAL MUTUAL INSURANCE COMPANY

Applicant

AMENDED NOTICE OF MOTION
(Eligible Mutual Policyholder Committee Appointment Motion)

McCarthy Tétrault LLP, counsel to the Eligible Mutual Policyholders, will make a motion to the Honourable Justice Hailey on Friday, January 20, 2017 ~~Tuesday, November 29, 2016~~ at 2:00 pm ~~10:00 am~~, or as soon after that time as the motion can be heard, at the Superior Court of Justice, Commercial List, 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally pursuant to paragraph 1 of the Order of the Honourable Justice Hailey dated September 29, 2016.

THE MOTION IS FOR:

1. an Order appointing members of the Committee of Eligible Mutual Policyholders for the demutualization of the Economical Mutual Insurance Company; and

2. such further and other relief as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

1. McCarthy Tétrault LLP was appointed counsel to the Eligible Mutual Policyholders of the Economical Mutual Insurance Company (“**the Company**”) by Order of the Honourable Justice Hainey dated September 22, 2016.
2. McCarthy Tétrault LLP received 51 applications for membership on the Committee of Eligible Mutual Policyholders (“**the Committee**”) on or before October 24, 2016, the deadline to submit applications.
3. McCarthy Tétrault LLP eliminated all applications presenting potential, actual, or perceived conflicts of interest with the Eligible Mutual Policyholders.
4. Section 9(6) of the *Conversion Regulations* states that the committees of eligible policyholders should have between three and nine members. McCarthy Tétrault LLP proposes that nine ~~six~~ Eligible Mutual Policyholder applicants be appointed to the Committee (the “**Proposed Committee Members**”). The nine ~~six~~ Proposed Committee Members satisfy the prescribed criteria in the *Conversion Regulations* and will fairly and adequately represent the interests of the Eligible Mutual Policyholders.
5. McCarthy Tétrault LLP is prepared to recommend alternative committee members should any of the Proposed Committee Members be deemed objectionable (the “**Alternative Committee Members**”).

6. McCarthy Tétrault LLP has interviewed all Proposed Committee Members and Alternative Committee Members via telephone.
7. McCarthy Tétrault LLP has obtained information about all of the applicants from various sources, including the Company. On November 7, 2016, McCarthy Tétrault LLP met with the Company to receive information from the Company about all of the applications received for membership on the Committee. The Company made no efforts to influence McCarthy Tétrault LLP's choice of candidates.
8. McCarthy Tétrault LLP will rely on section 9 of the *Conversion Regulations*.
9. McCarthy Tétrault LLP will also rely on such further and other grounds as counsel may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. the affidavit of Nancy J. Carroll sworn November 15, 2016;
2. the affidavit of Nancy J. Carroll sworn January 12, 2017; and
3. such other and further evidence as counsel may advise and this Court may permit.

January 12, 2017

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6

Geoff R. Hall LS#: 34701O
Tel: 416-601-7856

Byron D. Shaw LS#: 57744V
Tel: 416-601-8256
Fax: 416-868-0673

Lawyers for the Eligible Mutual
Policyholders

TO: **Osler, Hoskin & Harcourt LLP**
100 King Street West
1 First Canadian Place
Suite 6200, P.O. Box 50
Toronto ON M5X 1B8

Mark A. Gelowitz LSUC No. 31857J
Tel: 416-862-4743

Laura K. Fric LSUC No. 36545Q
Tel: 416-862-5899

Aislinn E. Reid LSUC No. 57238T
Tel: 416-862-4920

Counsel for the Economical Mutual Insurance Company

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

**AMENDED NOTICE OF MOTION
(Motion by McCarthy Tétrault LLP for
appointment of members of the Committee of
Eligible Mutual Policyholders)**

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6

Geoff R. Hall LS#: 34701O
Tel: 416-601-7856
Fax: 416-868-0673

Byron Shaw LS#: 57744V
Tel: 416-601-8256
Fax: 416-868-0673

Lawyers for the Eligible Mutual Policyholders

#16017047

Tab 2

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

BETWEEN:

IN THE MATTER OF THE *INSURANCE COMPANIES ACT*, R.S.C. 1991 c. 47,
AS AMENDED, AND *THE MUTUAL PROPERTY AND CASUALTY INSURANCE
COMPANY WITH NON-MUTUAL POLICYHOLDERS CONVERSION REGULATIONS*,
SOR/2015-168

AND IN THE MATTER OF A PLAN OF CONVERSION OF
ECONOMICAL MUTUAL INSURANCE COMPANY

ECONOMICAL MUTUAL INSURANCE COMPANY

Applicant

**AFFIDAVIT OF NANCY J. CARROLL
(Sworn January 12, 2017)**

I, Nancy J. Carroll, of the City of Toronto, MAKE OATH AND SAY:

1. I am a Partner in the Financial Services Group of McCarthy Tétrault LLP, counsel to the Eligible Mutual Policyholders of the Economical Mutual Insurance Company (the "Company"). I am part of the team representing the Eligible Mutual Policyholders. As such, I have knowledge of the facts to which I hereinafter depose, except where I expressly state or the context suggests that I have obtained the information from other sources, in which case I believe the information to be true.
2. I swear this affidavit further to my affidavit sworn on November 15, 2016 (my "First Affidavit").

3. On November 15, 2016, McCarthy Tétrault LLP served and filed a motion record for a motion to appoint members of the Eligible Mutual Policyholder Committee (the “Committee”).

4. As explained at paragraph 8 of my First Affidavit, from the pool of 51 applicants that we received, we identified and eliminated from consideration all applicants with an actual, potential or perceived conflict of interest with the Eligible Mutual Policyholders. This included candidates who were also Eligible Non-Mutual Policyholders (“Dual Policyholders”) as, in our view, it would create at least a perceived and likely also an actual conflict of interest for Dual Policyholders to serve on the Committee representing the Eligible Mutual Policyholders.

5. After creating a shortlist of candidates and interviewing the shortlisted candidates by telephone, we identified and proposed six members for appointment to the Committee.

6. On November 24, 2016, we received a Notice of Objection from a group of five individuals: Richard Hobson, William Wayne McKinnon, Allan Beaupré, Dave MacIntosh, and Terry Reidel (the “Objectors”). A copy of the Notice of Objection is attached as Exhibit “A”.

7. On November 24, 2016, Mr. Edward L. D’Agostino delivered a Notice of Appearance on behalf of the Objectors. A copy of the letter from Mr. D’Agostino dated November 24, 2016 and the enclosed Notice of Appearance is attached as Exhibit “B”.

8. I am informed by Byron Shaw, a Partner in the Litigation Group of McCarthy Tétrault LLP, and verily believe, that on December 20, 2016, he and Geoff R. Hall met with Mr. D'Agostino concerning the Objectors' concerns. I am informed by Mr. Shaw, and verily believe, that Mr. D'Agostino proposed, on behalf of the Objectors, that the Committee be expanded to include Dual Policyholders who are prepared to surrender their interests as Non-Mutual Policyholders. I am informed by Mr. Shaw, and verily believe, that Mr. D'Agostino suggested the Committee be expanded to nine and offered four names for consideration in addition to the original six that we had proposed: namely, Terry Reidel, Richard Hobson, Wayne MacKinnon and Allan Beaupré. On January 10, 2017, I received a voice message from Mr. Hobson requesting that he no longer be considered for appointment to the Committee due to personal reasons.

9. We have carefully considered the Objectors' concerns and the proposal presented by Mr. D'Agostino described above. In our view, it is in the best interest of the class of Eligible Mutual Policyholders that the Committee be expanded to nine members and include three Dual Policyholders who are prepared to surrender their interests as Eligible Non-Mutual Policyholders as described above. In our view, there would be no actual or perceived conflict of interest if Dual Policyholders agreed to surrender their interests as Eligible Non-Mutual Policyholders as a condition of appointment to the Committee.

10. Following the meeting with Mr. D'Agostino, I worked with Andrew Parker of McCarthy Tétrault LLP, another Partner on the team representing the Eligible Mutual Policyholders, to review the applications of the 23 Dual Policyholders from the original group of 51 applicants that we received. After removing from consideration all Dual Policyholders who have another actual, potential or perceived conflict of interest with

the Eligible Mutual Policyholders (in addition to being a Dual Policyholder), we created a shortlist of eight Dual Policyholders. Mr. Parker interviewed three of the shortlisted Dual Policyholders and I interviewed five. During these interviews, we asked each candidate four questions. In addition to the questions described at paragraph 12 of my First Affidavit, each of the shortlisted applicants was asked, substantially in the following form:

Under the Mutual Property and Casualty Insurance Company with Non-Mutual Policyholders Conversion Regulations, Applicants must not have any interest that is in conflict with that of the eligible policyholders they seek to represent. As you hold both an eligible mutual policy and an eligible non-mutual policy and there is a perceived conflict of interest in an Applicant being appointed a member of the Eligible Mutual Policyholders Committee if the Applicant also holds an eligible non-mutual policy, you were removed from consideration in the process that led to our initial proposal for members of a six-member Eligible Mutual Policyholders Committee. We are currently considering a proposal to expand the Eligible Mutual Policyholders Committee from six to nine members and to include three Applicants who would agree to irrevocably surrender their interests as non-mutual policyholders as a condition of being appointed as members of the Eligible Mutual Policyholders Committee. Would you be prepared to irrevocably surrender your interests as a non-mutual policyholder as a condition of being appointed as a member of the Eligible Mutual Policyholders Committee?

11. Through this process, we identified three additional members that we recommend for appointment to the Committee, each of whom we understand is prepared to surrender their interests as Eligible Non-Mutual Policyholders. A revised list of McCarthy Tétrault LLP's recommended candidates for the Committee is attached as Exhibit "C".

12. In our view, each of the three additional individuals proposed has extensive experience in negotiations and business and financial affairs:

- (a) Allan Beaupré has a strong background in accounting, tax and negotiation skills, having been a Partner of JBB Chartered Accountants, which later

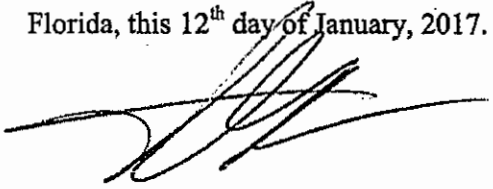
became Collins Barrow, and a venture capitalist. He holds a CA, CPA, and Honours BBA. He has extensive board experience, having chaired Kitchener Power Corp. and St. Mary's General Hospital.

- (b) Patrick Collins was the CEO of LexisNexis Canada Inc. from 2008-2012 and the President of City Media and EVP of Newspapers at Torstar Corp. from 1999-2006. He has significant business experience involving challenging negotiations. He has extensive board experience, including as Chair of the Art Gallery of Hamilton. He holds an Honours Bachelor of Commerce, an Honours BA and the ICD designation.
- (c) Gordon Dowsley has 40 years of experience in the corporate finance aspect of both life and non-life insurance around the world. He worked for 21 years at Crown Life Insurance Co. and pioneered the concept of financial reinsurance, writing the first-ever article published on that concept. He has worked on insurance-related contracts in many countries transitioning from communist to free capital market systems and in many developing countries, for entities such as the IMF, the World Bank, the UN, the European Commission, the Asian Development Bank, and USAID. He has been involved in privatizations of insurance companies, drafting insurance laws and evaluating insurance companies. He has taught insurance to personnel of the World Bank and at Moscow State University. He holds an Honours BA from Queen's University and an MGA from the University of Pennsylvania Wharton School of Finance

and Commerce. He has extensive board experience, including as a former member of the Board of Trustees, Queen's University.

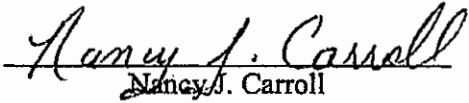
13. In our view, the proposed Committee will fairly and adequately represent the interests of the entire class of Eligible Mutual Policyholders.

SWORN BEFORE ME at the city of Naples,
Florida, this 12th day of January, 2017.



A Commissioner for taking Affidavits (or as may

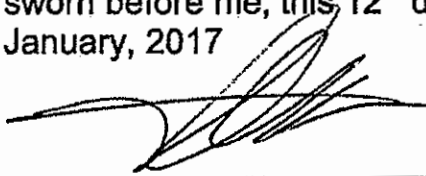
be) STEVEN H. GOLDMAN



Nancy J. Carroll

Tab A

This is Exhibit "A" referred to in
the affidavit of Nancy J. Carroll
sworn before me, this 12th day of
January, 2017



A commissioner for taking affidavits

STEVEN H. GOLDMAN

NOTICE OF OBJECTION TO APPOINTMENT OF POLICYHOLDER COMMITTEE MEMBER

Submit your completed and signed objection by email to joininourfuture@economical.com or by mail to 111 Westmount Road South, P.O. Box 2000, Waterloo, Ontario N2J 4S4, attention: Demutualization Objections.

WE, RICHARD HOBSON, WILLIAM WAYNE MCKINNON, ALLAN BEAUPRE,
DAVE MACINTOSH, AND TERRY REIDEL ELIGIBLE MUTUAL POLICYHOLDERS

[Redacted Name Box]

ARE eligible policyholders in the

(your name)

demutualization of the Economical Mutual Insurance Company.

object to the appointment of THE NOMINEES PRESENTED BY COUNSEL FOR THE
MUTUAL POLICYHOLDER COMMITTEE
(name of applicant for policyholder committee)

as member of (check all boxes that apply)

- the mutual policyholder committee
- the non-mutual policyholder committee

The reason for objection is:

SET OUT IN THE ATTACHED TWO PAGES

Richard Hobson, Terry Reidel (per R/H)
SIGNATURE

Dave Macintosh, Wayne McKinnon

NOVEMBER 22 2016
DATE

LOGIN ID

The deadline for objections is November 22, 2016. Objections received after the deadline may not be considered.

Note: any valid objections will be filed with the court and be publicly available.

Our objections are not directed against any one person proposed by counsel. We are objecting firstly to the decision of counsel to disqualify 70% of the applicants who have offered to serve. This has reduced the rich pool of talented applicants from 51 down to 15. This has resulted in the disqualification of most of the highly talented and skilled representatives of the mutual policy holder applicants. We contend that the determination that there is a conflict of interest for those 36 people is mistaken and has created the potential for a severe imbalance at the negotiating table. Secondly, although the individuals proposed by counsel each have gifts to offer the process and are worthy members, taken collectively there is a void of strong leadership which cause us grave concern.

Most of the proposed members are from non-urban communities which are not commercial hubs. None of them are trained in negotiations or in corporate leadership. There is a dearth of professional qualification and experience. None are actuaries or practicing lawyers or mediators. We are concerned that the group does not offer trained or experienced negotiators. Nor can the nominated group be regarded as corporate leaders. Those concerns may seem trivial until compared with the qualifications of the other committee members representing the non-mutual policy holders. All six of those people have very impressive resumes. Three have MBA degrees and hold positions of corporate leadership. One has a PHD and is a member of the Order of Canada. Another is an actuary and former member of the Parliament of Canada. The other nominee has been a senior bank executive. All six are from urban communities which are centres of Canadian commerce. Our concern is that there is not a level playing field, that the collective power and skill of the opposing committee as a whole will overwhelm the fine group of people nominated to represent the interests of the mutual policy holders.

The court might ask how this came to be? The answer lies in the fact that counsel has unilaterally disqualified 70% of the applicants for the mutual policy holders. It is our contention that this has occurred because of an erroneous application of the regulations and specifically section 9 (2). They have concluded that mutual policy holders are conflicted if they also hold a non-mutual policy. We disagree. In most if not all cases those non-mutual policies are auto insurance related. Statistically it can be assumed that 70% of all mutual policy holders also hold auto policies with the Economical.

BM - *RVA* *ASB*
DAM

Therefore the proportion of mutual policy applicants will closely mirror the proportions in the general population of mutual policy holders 70% of whom insure their automobiles with Economical. Thus the entire group of 51 mutual policy applicants will have coverages comparable to all of the mutual policy holders. So there is no conflict apparent, or real. Quite the contrary. Even if this were not the case, the suggested conflict is specious.

The disqualification of 36 of 51 applicants has created a high level of concern forcing some of the most gifted applicants to be passed over and limiting the pool of talent. This error cannot be completely and fairly addressed without opening the whole process of nomination to include all 51 for reconsideration. We feel that we deserve the best candidates for the committee. That group might very well include some of the existing nominees. But we humbly but fervently ask that the best of the 51 be recommended to serve.

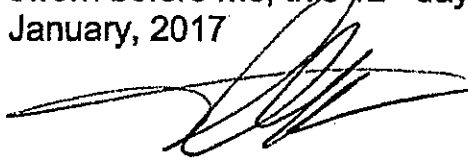
As an alternative we would be content if counsel increased the committee to 9 members by adding 3 from the rejected group. Our first choice would be Terry Reidel who has a vast background in corporate governance and in this process of demutualization and has offered to lend his skills to the negotiations. He too knows that compromise is desirable but is best achieved from a position of strength. If desired we would be happy to make other recommendations to bring the committee to 9 members.

There may be other ways to resolve our objections and we are happy to work with counsel to achieve a favourable outcome.

RFM
RH AB
dam

Tab B

This is Exhibit "B" referred to in
the affidavit of Nancy J. Carroll
sworn before me, this 12th day of
January, 2017



A commissioner for taking affidavits
STEVEN H. GOLDMAN

TIME RECEIVED

November 24, 2016 at 2:14:43 PM EST

FAX NUMBER

5195760131

DURATION

125

PAGES

4

STATUS

Received

519 576 0131

02:13:10 p.m.

11-24-2016

1/4

Oldfield, Greaves, D'Agostino
Barristers & Solicitors

G. Edward Oldfield
Edward L. D'Agostino

Lawrence K. Greaves
Robert W. Scriven

November 24, 2016

Fax: 1-416-868-0673

Geoff R. Hall/Byron Shaw
McCARTHY TETRAULT LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto, ON M5K 1B6 Lawyers for the Eligible Mutual Policyholder

Fax: 1-416-862-6666

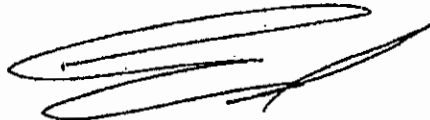
Mark A. Gelowitz/Laura K. Fric/Ainslinn E. Reid
Osler, Hoskin & Harcourt LLP
100 King Street West
1 First Canadian Place
Suite 6200, Box 50
Toronto, ON M5X 1B8 Lawyers for the Economical Mutual Insurance Company

Dear Sirs:

Re: **Our Clients: Terry Reidel, William Wayne McKinnon, Alan Beaupre, David McIntosh and Richard Hobson**
Motion Returnable: Tuesday, November 29, 2016
Motion brought by Eligible Mutual Policy Holders of Economical Mutual

Please find enclosed a Notice of Appearance on behalf of Terry Reidel, William Wayne McKinnon, Alan Beaupre, David McIntosh and Richard Hobson which is being served upon you pursuant to the *Rules of Civil Procedure*.

Yours very truly,



Edward L. D'Agostino

ELD/mlw
Encl.

Court File No.: CV-16-11425-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

**IN THE MATTER OF THE *INSURANCE COMPANIES ACT*, R.S.C. 1991 c. 47,
AS AMENDED, AND *THE MUTUAL PROPERTY AND CASUALTY INSURANCE
COMPANY WITH NON-MUTUAL POLICYHOLDERS CONVERSION REGULATIONS*,
SOR/2015-168**

**AND IN THE MATTER OF A PLAN OF CONVERSION OF
ECONOMICAL MUTUAL INSURANCE COMPANY**

ECONOMICAL MUTUAL INSURANCE COMPANY

Applicant

NOTICE OF APPEARANCE

TERRY REIDEL, WILLIAM WAYNE MCKINNON, ALAN BEAUPRE, DAVID
MCINTOSH AND RICHARD HOBSON, Objectors to the proposed appointment of Members to
the Mutual Policyholder Negotiating Committee, intend to respond to this Application and Motion.

November 24, 2016

OLDFIELD, GREAVES, D'AGOSTINO
Barristers and Solicitors
172 King Street South
P.O. Box 16580
Waterloo, ON N2J 4X8
Edward L. D'Agostino, LSUC #A032631H
(519) 576-7200 Fax: 576-0131
Lawyers for Terry Reidel, William Wayne
McKinnon, Alan Beaupre, David McIntosh and
Richard Hobson

2

TO : **McCARTHY TETRAULT LLP**
Suite 5300, Toronto Dominion Bank Tower
Toronto, ON M5K 1E6
Geoff R. Hall, LS#: 34701O
Tel: 416-601-7856
Fax: 416-868-0673
Byron Shaw, LS#: 57744V
Tele: 416-601-8256
Fax: 416-868-0673
Lawyers for the Eligible Mutual Policyholder

AND TO: **Osler, Hoskin & Harcourt LLP**
100 King Street West
1 First Canadian Place
Suite 6200, Box 50
Toronto, ON M5X 1B8
Mark A. Gelowitz, LSUC No. 31857J
Tele: 416-862-4743
Fax: 416-862-6666
Laura K. Fric, LSUC No. 36545Q
Tele: 416-862-5899
Ainslinn E. Reid LSUC No. 57238T
Tele: 416-862-4920
Lawyers for the Economical Mutual Insurance Company

IN THE MATTER OF THE *INSURANCE COMPANIES ACT*, R.S.C. 1991 c. 47,
AS AMENDED, AND *THE MUTUAL PROPERTY AND CASUALTY INSURANCE
COMPANY WITH NON-MUTUAL POLICYHOLDERS CONVERSION REGULATIONS*,
SOR/2015-168

AND IN THE MATTER OF A PLAN OF CONVERSION OF
ECONOMICAL MUTUAL INSURANCE COMPANY

ECONOMICAL MUTUAL INSURANCE COMPANY

Court File No.: CV-16-11425-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at TORONTO

NOTICE OF APPEARANCE

OLDFIELD, GREAVES, D'AGOSTINO
P.O.Box 16580, 172 King Street South
Waterloo, ON N2J 4X8
Edward L. D'Agostino, edagostino@watlaw.com
LSUC # A032631H
Ph: (519) 576-7200
Fax: (519) 576-0131
Lawyers for for Terry Reidel, William Wayne
McKinnon, Alan Beaupre, David McIntosh and
Richard Hobson

Tab C

This is Exhibit "C" referred to in
the affidavit of Nancy J. Carroll
sworn before me, this 12th day of
January, 2017.



A commissioner for taking affidavits
STEVEN H. GOLDMAN

**Revised List of Candidates Recommended by McCarthy Tétrault LLP
for the Eligible Mutual Policyholder Committee**

1. Allan Beaupré – Mutual Policyholder for 16 years – Kitchener, ON
2. Rick Charnuski – Mutual Policyholder for 14 years – Elmira, ON
3. Patrick Collins – Mutual Policyholder for 5 years – Burlington, ON
4. Gordon Dowsley – Mutual Policyholder for 16 years – Oshawa, ON
5. Craig Glynn – Mutual Policyholder for 16 years – Aurora, ON
6. Brendon Hunt – Mutual Policyholder for 11 years – Long Sault, ON
7. Ralph Hunter – Mutual Policyholder for 33 years – Mississauga, ON
8. Rose Mailloux – Mutual Policyholder for 20 years – Petersburg, ON
9. William McCrea – Mutual Policyholder for 31 years – Victoria, BC

ECONOMICAL MUTUAL INSURANCE COMPANY

Court File No.: CV-16-11425-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at TORONTO

**AFFIDAVIT OF NANCY J. CARROLL
(Sworn January 12, 2017)**

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6

Geoff R. Hall LS#: 347010
Tel: 416-601-7856
Fax: 416-868-0673

Byron Shaw LS#: 57744V
Tel: 416-601-8256
Fax: 416-868-0673

Lawyers for the Eligible Mutual Policyholders

#16017600

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

**SUPPLEMENTARY MOTION RECORD
(Eligible Mutual Policyholder Committee
Appointment Motion)**

McCarthy Tétrault LLP
Suite 5300, Toronto Dominion Bank Tower
Toronto ON M5K 1E6

Geoff R. Hall LS#: 34701O
Tel: 416-601-7856
Fax: 416-868-0673

Byron Shaw LS#: 57744V
Tel: 416-601-8256
Fax: 416-868-0673

Lawyers for the Eligible Mutual Policyholders

DOCS 16259794v1