



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19^e étage
20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF *THE SECURITIES ACT*
R.S.O. 1990, c. S.5, AS AMENDED**

- and -

IN THE MATTER OF MI DEVELOPMENTS INC.

**ORDER GRANTING LIMITED INTERVENOR STATUS
TO FAIR ENTERPRISE LIMITED**

(Motion for standing in the hearing on the merits
under subsection 104(1) and section 127 of the Act)

Motion Hearing: August 19, 2009

Panel: James E. A. Turner - Vice-Chair

Counsel: René R. Sorell - For Greenlight Capital, Inc. (an
Andrew B. Matheson independent shareholder of MI
(McCarthy Tétrault LLP) Developments Inc. ("MID"))

Michael E. Barrack - For Farallon Capital Management,
Jessica S. Bookman LLC, Hotchkis and Wiley Capital
(ThorntonGroutFinnigan LLP) Management, LLC, Donald Smith &
Co. Inc., Owl Creek Asset
Shane Priemer Management, LP, North Run Capital,
(Voorheis & Co. LLP) LP, Pzena Investment Management,
LLC (MID independent
shareholders)

Kent E. Thomson - For MI Developments Inc.
Andrea L. Burke
Vincent A. Mercier
(Davies Ward Phillips &
Vineberg LLP)

Wendy Berman - For The Special Committee of the
Melissa MacKewn Board of Directors of MID
(Heenan Blaikie LLP)

Laura K. Fric
Emmanuel Z. Pressman
Craig T. Lockwood
(Osler, Hoskin & Harcourt
LLP)

- For Magna Entertainment Corp.

Peter F. C. Howard
Edward J. Waitzer
Amanda Linett
(Stikeman Elliott LLP)

- For Fair Enterprise Limited

David Hausman
(Fasken Martineau DuMoulin
LLP)

- For The Official Committee of
Unsecured Creditors of MEC

Anne Sonnen
Alexandra Clark
Shannon O'Hearn
Jason Koskela

- For Staff of the Ontario Securities
Commission

**ORDER GRANTING LIMITED INTERVENOR STATUS
TO FAIR ENTERPRISE LIMITED**

WHEREAS Farallon Capital Management, LLC, Hotchkis and Wiley Capital Management, LLC, Donald Smith & Co. Inc., Owl Creek Asset Management, LP, North Run Capital, LP and Pzena Investment Management, LLC (the “Shareholders”) on behalf of themselves and funds and entities under their management have requested by way of an application dated July 10, 2009 (the “Farallon Application”) that the Commission convene a hearing to review MI Development Inc.’s (“MID”) compliance with Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”) in connection with certain transactions;

AND WHEREAS Greenlight Capital, Inc. (“Greenlight”) has requested by way of an application dated July 13, 2009 (the “Greenlight Application”) that the Commission convene a hearing to review MID’s compliance with MI 61-101 in connection with the same transactions;

AND WHEREAS on August 11, 2009, the Commission issued a Notice of Hearing pursuant to subsection 104(1) and section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (“the Act”) to consider the Farallon Application and the Greenlight Application (the “Applications”);

AND WHEREAS the Commission will hold a hearing on the merits pursuant to subsection 104(1) and section 127 of the Act commencing on Wednesday, September 9, 2009 at 9:00 a.m. or as soon as practicable thereafter (the “Hearing”) to consider the Applications and whether the Commission should make an order under subsection 104(1) and/or section 127 of the Act, as the Commission deems appropriate;

AND WHEREAS Fair Enterprise Limited (“Fair Enterprise”) is not named as a party to the Applications;

AND WHEREAS on August 6, 2009, Fair Enterprise filed a motion for full intervenor standing with respect to the Applications;

AND WHEREAS Fair Enterprise submits that the matters at issue in the Applications directly affect it;

AND WHEREAS Fair Enterprise in making its motion for standing relies on Rule 1.8 of the Commission’s *Rules of Procedure*, (2009) 32 OSCB 1991, which sets out the relevant factors that are to be considered by a panel on a motion by a person for leave to intervene in a proceeding before the Commission;

AND UPON considering the written materials filed by counsel for Fair Enterprise, by the current parties to the Applications and by Staff;

AND UPON considering the oral submissions made by counsel for Fair Enterprise, by the current parties to the Applications and by Staff;

AND UPON being satisfied that granting Fair Enterprise limited standing on the terms and conditions set out below would be of assistance in securing a just and expeditious disposition of the Applications;

IT IS ORDERED THAT:

Fair Enterprise is granted limited standing in the Applications on the following terms and conditions:

1. Fair Enterprise shall be entitled to adduce oral and written evidence regarding its involvement in the transactions and agreements to which it is a party and that are at issue in the Applications.
2. Fair Enterprise shall be entitled to make oral and written submissions with respect to the matters referred to in paragraph 1 of this order.
3. Fair Enterprise's standing shall be subject to:
 - (i) Fair Enterprise making full and proper production on a timely basis of relevant documents on the terms agreed to by the current parties to the Applications or as otherwise required by the Commission; and
 - (ii) complying with the timetable agreed to by the current parties to the Applications, and by Staff, for delivery of written evidence, submissions and facts upon which they intend to rely.
4. This order is subject to any further order or direction that the panel on the Hearing may deem appropriate.

DATED at Toronto this 20th day of August, 2009.

"James E. A. Turner"

James E. A. Turner