



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
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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 SKYLINE APARTMENT REAL ESTATE INVESTMENT TRUST,
SKYLINE INCORPORATED, and SKYLINE ASSET MANAGEMENT INC.**

ORDER

WHEREAS on March 16, 2011, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") in relation to the Skyline Apartment Real Estate Investment Trust, Skyline Incorporated and Skyline Asset Management Inc. (the "Respondents");

AND WHEREAS the Respondents and Staff of the Commission ("Staff") entered into a settlement agreement dated March 15, 2011 (the "Settlement Agreement") in which they agreed to a settlement of the proceeding commenced by the Notice of Hearing dated March 16, 2011, subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing and Statement of Allegations of Staff of the Commission, and upon hearing submissions from counsel for Staff and the Respondents;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS ORDERED THAT:

- (a) The Settlement Agreement is approved;
- (b) The Respondents are reprimanded;
- (c) The Respondents shall, contemporaneously with the signing of this Order, pay an administrative penalty of \$300,000 on a joint and several basis as a result of their non-compliance with Ontario securities law; and

- (d) The Respondents shall, contemporaneously with the signing of this order, pay \$150,000 on a joint and several basis, representing a portion of Staff's costs in this matter.

DATED at Toronto this 18th day of March, 2011.

“Christopher Portner”
