

SCHEDULE "B"



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e 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 MORTGAGE COMPANY OF CANADA INC., MCC ASSET
MANAGEMENT INC., MCC MORTGAGE HOLDINGS INC., RAJ BABBER, and
GREG GOUTIS**

- and -

**IN THE MATTER OF A
SETTLEMENT AGREEMENT BETWEEN
STAFF OF THE ONTARIO SECURITIES COMMISSION
AND MORTGAGE COMPANY OF CANADA INC., MCC ASSET MANAGEMENT INC.,
MCC MORTGAGE HOLDINGS INC.,
RAJ BABBER, and GREG GOUTIS**

**UNDERTAKING TO THE
ONTARIO SECURITIES COMMISSION**

This Undertaking is given in connection with a settlement agreement dated August 14, 2015 (the "**Settlement Agreement**") between the Respondents, Mortgage Company of Canada Inc. ("**MCOCI**"), MCC Asset Management Inc. ("**MCC**"), MCC Mortgage Holdings Inc. ("**MCCMH**"), Raj Babber ("**Babber**") and Greg Goutis ("**Goutis**") (collectively, the "**Respondents**") and Staff of the Commission ("**Staff**"). All terms shall have the same meanings herein as defined in the Settlement Agreement.

The Respondents hereby jointly and severally undertake to the Commission to redeem, at the same time, and within thirty (30) days of the date of the Commission's order approving the Settlement Agreement, all remaining common shares in the capital of MCOCI held by the seven remaining Non-Exempt Investors, in the amount of \$160,580, subject, in the case of MCOCI, to compliance with the solvency provisions under applicable law.

DATED this 14th day of August, 2015.

Raj Babber

MORTGAGE COMPANY OF CANADA INC.

Per: Raj Babber, President
Authorized Signatory

DATED this 14th day of August, 2015.

Raj Babber

MCC ASSET MANAGEMENT INC.

Per: Raj Babber, President
Authorized Signatory

DATED this 14th day of August, 2015.

Raj Babber

MCC MORTGAGE HOLDINGS INC.

Per: Raj Babber, President
Authorized Signatory

DATED this 14th day of August, 2015.

<i>AJAY KAITH</i>)	<i>Raj Babber</i>
)	
)	
_____ Witness)	_____ RAJ BABBER
)	
)	

DATED this 14th day of August, 2015.

AJAY KAITH

Witness AJAY KAITH

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Greg Goutis

GREG GOUTIS