

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.
JUSTICE D. M. BROWN

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FRIDAY, THE 18TH
DAY OF JULY, 2014

BETWEEN:

DBDC SPADINA LTD.,
and THOSE CORPORATIONS LISTED ON SCHEDULE "A" HERETO

Applicants

- and -

NORMA WALTON, RONAULD WALTON, THE ROSE & THISTLE GROUP
LTD. and EGLINTON CASTLE INC.

Respondents

- and -

THOSE CORPORATIONS LISTED IN SCHEDULE "B" HERETO, TO BE
BOUND BY THE RESULT

CLAIMS PROCEDURE ORDER

(65 Front Street East)

THIS MOTION, made by Schonfeld Inc. in its capacity as the Court-appointed manager (the "**Manager**") of certain companies listed in Schedule "B" to the Order of Justice Newbould dated November 5, 2013 (the "**Companies**") together with the real estate properties owned by the Companies (the "**Properties**"), as amended by Order of Justice Newbould dated January 16, 2014, for a Claims Procedure Order to govern the claims process directed by the Order of Brown, J. dated May 20, 2014 with respect to the proceeds from the sale of the property

municipally known as 65 Front Street East was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Fourteenth Report of the Manager dated July 15, 2014, and on hearing the submissions of counsel for the Manager and _____, and no one appearing for any other person on the service list:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record filed in support of this Motion be and it is hereby abridged such that the Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. The following terms shall have the following meanings ascribed thereto:
 - (a) “**Business Day**” means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
 - (b) “**Claim**” means any right of any Secondary Payment Claimant against the Debtor in connection with any indebtedness, liability or obligation of any kind of the Debtor, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known, or unknown, by guarantee, surety or otherwise and whether or not such right is executory in nature, including the right or ability of any Secondary Payment Claimant to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, and including any indebtedness, liability or obligation of any kind arising out of the restructuring, termination, repudiation or disclaimer of any lease, contract, employment agreement or other agreement (each a “**Claim**”, and collectively, the “**Claims**”), provided such Claim relates to a Secondary Payment Claim of the Secondary Payment Claimant;

- (c) “**Claimant**” means any Secondary Payment Claimant asserting a Claim;
- (d) “**Claims Bar Date**” means 4:00 p.m. (Toronto Time) on the date that is 30 days from the date of this Order, or such later date as may be ordered by the Court;
- (e) “**Claims Process**” means the process for the purposes of determining Claims of Creditors of the Debtor against the Debtor commenced and conducted by the Manager in accordance with the terms of this Order;
- (f) “**Companies**” shall have the meaning ascribed to such term in the recitals hereto;
- (g) “**Court**” means the Ontario Superior Court of Justice;
- (h) “**Creditor**” means any Secondary Payment Claimant having a Proven Claim;
- (i) “**Debtor**” means Front Church Properties Limited;
- (j) “**Debtor Property**” means the property known municipally as 65 Front Street East, Toronto, Ontario;
- (k) “**Dispute Notice**” means a written notice to the Manager, in substantially the form attached as Schedule “H” hereto, delivered to the Manager by a Claimant who has received a Notice of Disallowance, of its intention to dispute such Notice of Disallowance and provide further evidence to support its claim;
- (l) “**Instruction Letter**” means the instruction letter to Claimants, in substantially the form attached as Schedule “E” hereto;
- (m) “**Manager**” shall have the meaning ascribed to such term in the recitals hereto;
- (n) “**May 20 Order**” means the Order of Justice D.M. Brown dated May 20, 2014;
- (o) “**Notice of Disallowance**” means the notice, in substantially the form attached as Schedule “G” hereto, advising a Claimant that the Manager has revised or rejected all or part of such Claimant’s Claim set out in the Proof of Claim;

- (p) “**Notice to Creditors**” means the notice to Creditors in substantially the form attached as Schedule “D” hereto;
- (q) “**Person**” means any individual, partnership, joint venture, trust, corporation, unincorporated organization, government or agency or instrumentality thereof, or any other juridical entity howsoever designated or constituted;
- (r) “**Proof of Claim**” means the form of Proof of Claim in substantially the form attached as Schedule “F” hereto;
- (s) “**Proof of Claim Document Package**” means a document package that includes a copy of the Notice to Creditors, the Instruction Letter, a Proof of Claim, and such other materials as the Manager may consider appropriate or desirable;
- (t) “**Properties**” shall have the meaning ascribed to such term in the recitals hereto;
- (u) “**Proven Claim**” means the amount, status and/or priority of a Claim of a Creditor against the Debtor as finally accepted and determined in accordance with the provisions of this Order;
- (v) “**Remaining Sale Proceeds**” means the remaining sale proceeds of the Debtor Property following the payment of the Primary Payments (as defined in the May 20 Order) paid to the Manager and held in trust by Goodmans LLP in the amount of \$861,236.17 (together with any interest earned thereon);
- (w) “**Secondary Payment Claims**” means those claims set out in Schedule “C” hereto and identified in Schedule “C” of the May 20 Order;
- (x) “**Secondary Payment Claimant**” means any Person asserting a Secondary Payment Claim.

MANAGER’S ROLE

3. THIS COURT ORDERS that the Manager, in addition to its rights and obligations under the Order of Justice Newbould dated November 5, 2013, as supplemented, amended or

varied from time to time, and the May 20 Order, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order.

4. THIS COURT ORDERS that the rights and protection of the Manager under the Order of Justice Newbould dated November 5, 2013 shall apply *mutatis mutandis* to the Manager in connection with taking such actions and fulfilling such roles as are authorized by this Order.

COMMENCEMENT OF THE CLAIMS PROCESS

5. THIS COURT ORDERS that the Manager is hereby authorized and directed to commence and conduct the Claims Process in respect of the Debtor, and the Manager shall commence and conduct such Claims Process in accordance with the terms of this Order. For greater certainty, the Manager has no further obligations with respect to the Debtor or the Debtor Property

NOTICE TO CREDITORS

6. THIS COURT ORDERS that:
 - (a) within three (3) Business Days of this Order, the Manager shall post a copy of the Proof of Claim Document Package on <http://www.schonfeldinc.com> and deliver on behalf of the Debtor to each of the Secondary Payment Claimants (for which it has an address) a copy of the Proof of Claim Document Package; and
 - (b) the Manager shall, provided such request is received prior to the Claims Bar Date, deliver as soon as reasonably possible following receipt of a request, a copy of the Proof of Claim Document Package to any Person claiming to be a Creditor of the Debtor and requesting such material.

CREDITORS' CLAIMS

7. THIS COURT ORDERS that Proofs of Claim shall be filed with the Manager and that any Creditor that does not file a Proof of Claim in respect of all of its Claims as provided for herein such that such Proof of Claim is received by the Manager on or before the

Claims Bar Date shall be and is hereby forever barred from making or enforcing any Claim against the Remaining Sale Proceeds.

DETERMINATION OF CLAIMS

8. THIS COURT ORDERS that the amount and status of every Claim of a Creditor as finally determined in accordance with this Order, including any determination as to the nature, amount, value, priority or validity of any Claim shall be final for all purposes, including without limitation for any distribution made to Creditors of the Debtor pursuant to further Order of the Court.

PROOFS OF CLAIM

9. THIS COURT ORDERS that:
- (a) the Manager may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to completion and execution of Proofs of Claim; and
 - (b) any Claims denominated in any currency other than Canadian dollars shall, for the purposes of this Order and the Claims Process, be converted to, and constitute obligations in, Canadian dollars, such calculation to be effected by the Manager using the Bank of Canada noon spot rate as at the Claims Bar Date.

REVIEW OF PROOFS OF CLAIM

10. THIS COURT ORDERS that the Manager shall review all Proofs of Claim filed on or before the Claims Bar Date and shall accept or disallow (in whole or in part) the amount, status and/or priority of the Claim set out therein. At any time, the Manager may request additional information with respect to the Claim, and may request that the Creditor file a revised Proof of Claim. The Manager shall notify each Claimant who has delivered a Proof of Claim by the Claims Bar Date as to whether such Claim has been revised or rejected, and the reasons therefor, by sending a Notice of Disallowance.

11. THIS COURT ORDERS that, where a Claim has been accepted by the Manager as a Proven Claim, such Claim shall constitute such Creditor's Proven Claim for all purposes, including for the purposes of distribution by the Manager pursuant to further Order of the Court.
12. THIS COURT ORDERS that, where a Claim has been disallowed (in whole or in part), the disallowed Claim (or disallowed portion thereof) shall not be a Proven Claim unless the Claimant has disputed the disallowance and proven the disallowed Claim (or portion thereof) in accordance with paragraphs 13 to 17 of this Order.

DISPUTE NOTICE

13. THIS COURT ORDERS that any Claimant who intends to dispute a Notice of Disallowance shall file a Dispute Notice with the Manager as soon as reasonably possible but in any event such that such Dispute Notice shall be received by the Manager on or before 4:00 p.m. (Toronto Time) on the day that is fourteen (14) days after the Manager sends the Notice of Disallowance in accordance with paragraph 20 of this Order. The filing of a Dispute Notice with the Manager within the time set out in this paragraph shall constitute an application to have the amount or status of such Claim determined as set out in paragraphs 15 to 17 of this Order.
14. THIS COURT ORDERS that where a Claimant that receives a Notice of Disallowance fails to file a Dispute Notice with the Manager within the time limit set out in paragraph 13 of this Order, the amount and status of such Claimant's Claim shall be deemed to be as set out in the Notice of Disallowance and such amount and status, if any, shall constitute such Claimant's Proven Claim.

RESOLUTION OF CLAIMS

15. THIS COURT ORDERS that as soon as practicable after the delivery of the Dispute Notice to the Manager, the Claimant and the Manager shall attempt to resolve and settle the Claimant's Claim.

16. THIS COURT ORDERS that in the event that the dispute between the Claimant and the Manager is not settled within a time period or in a manner satisfactory to the Manager, the Manager may bring the dispute before the Court for determination.
17. THIS COURT ORDERS that the determination of a Claim by the Court shall be final and binding for all purposes.

NOTICE OF TRANSFEREES

18. THIS COURT ORDERS that if, after May 20, 2014, the holder of a Claim on May 20, 2014, or any subsequent holder of the whole of a Claim, transfers or assigns the whole of such Claim to another Person, neither the Debtor nor the Manager shall be obligated to give notice to or to otherwise deal with a transferee or assignee of a Claim as the Claimant in respect thereof unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received by the Manager, at least five (5) Business Days prior to any distribution by the Manager pursuant to a further Order of the Court, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim, and such Claim, shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Order prior to receipt by the Manager of satisfactory evidence of such transfer or assignment.

DISTRIBUTION

19. THIS COURT ORDERS that the distribution to Creditors of any funds held by the Manager in respect of the sale of the Debtor Property shall be subject to further Order(s) of the Court. The Manager shall seek such Order(s) by way of motion on notice to the Applicants, Respondents and the Secondary Payment Claimants.

SERVICE AND NOTICE

20. THIS COURT ORDERS that the Manager shall be at liberty to deliver the Proof of Claim Document Package, and any letters, notices or other documents to Creditors, Claimants or other interested Persons, by forwarding true copies thereof by prepaid

ordinary mail, courier, personal delivery or electronic or digital transmission to such Persons at the address as last shown on the records of the Debtor and that any such service or notice by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by mail, on the second Business Day after mailing.

21. THIS COURT ORDERS that any notice or other communication (including, without limitation, Proofs of Claim and Dispute Notices) to be given under this Order by a Claimant or a Creditor to the Manager shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission addressed to:

Schonfeld Inc.
Court-appointed Manager of the Companies
77 King Street West, Suite 3000, P.O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: Stephanie Williams
Telephone: 416-862-7785, Extension 4
E-mail: swilliams@schonfeldinc.com
Fax: 416-862-2136

with a copy (which shall not be deemed notice) to:

Goodmans LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: Brian Empey / Mark Dunn
Telephone: 416-597-4194 / 416-849-6895
E-mail: bempey@goodmans.ca / mdunn@goodmans.ca
Fax: 416-979-1234

Any such notice or other communication by a Claimant or Creditor shall be deemed received only upon actual receipt thereof by the Manager during normal business hours on a Business Day.

MANAGER'S ACCOUNTS

22. THIS COURT ORDERS that expenditures or liability which shall properly be made or incurred by the Manager in connection with the Claims Process and this Claims Procedure Order, including the fees and disbursements of the Manager and the fees and disbursements of its legal counsel, incurred at the standard rates and charges of the Manager and its counsel, calculated based on a reasonable allocation of the Manager's overall expenditures and liability as approved by the Court in these proceedings, shall rank as a first charge on the Remaining Sale Proceeds in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, provided that nothing herein shall affect any right of the Applicants, Respondents or Secondary Payment Claimants to object to the quantum or allocation of the Manager's expenditures and liabilities in respect of the Remaining Sale Proceeds on notice to the Manager.

MISCELLANEOUS

23. THIS COURT ORDERS that nothing in this Claims Procedure Order shall be taken to determine the priorities between the claims made in the Notice of Application in this proceeding and the Proven Claims of any Creditor.
24. 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 Manager 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 Manager, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Manager and its agents in carrying out the terms of this Order.

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

6348714


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SCHEDULE A COMPANIES

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investments Pape Ltd.
5. DBDC Investments Highway 7 Ltd.
6. DBDC Investments Trent Ltd.
7. DBDC Investments St. Clair Ltd.
8. DBDC Investments Tisdale Ltd.
9. DBDC Investments Leslie Ltd.
10. DBDC Investments Lesliebrook Ltd.
11. DBDC Fraser Properties Ltd.
12. DBDC Fraser Lands Ltd.
13. DBDC Queen's Corner Ltd.
14. DBDC Queen's Plate Holdings Inc.
15. DBDC Dupont Developments Ltd.
16. DBDC Red Door Developments Inc.
17. DBDC Red Door Lands Inc.
18. DBDC Global Mills Ltd.
19. DBDC Donalda Developments Ltd.
20. DBDC Salmon River Properties Ltd.
21. DBDC Cityview Lands Ltd.
22. DBDC Weston Lands Ltd.
23. DBDC Double Rose Developments Ltd.
24. DBDC Skyway Holdings Ltd.
25. DBDC West Mall Holdings Ltd.
26. DBDC Royal Gate Holdings Ltd.
27. DBDC Dewhurst Developments Ltd.
28. DBDC Eddystone Place Ltd.
29. DBDC Richmond Row Holdings Ltd.

SCHEDULE B COMPANIES

1. Twin Dragons Corporation
2. Bannockburn Lands Inc. / Skyline – 1185 Eglinton Avenue Inc.
3. Wynford Professional Centre Ltd.
4. Liberty Village Properties Ltd.
5. Liberty Village Lands Inc.
6. Riverdale Mansion Ltd.
7. Royal Agincourt Corp.
8. Hidden Gem Development Inc.
9. Ascalon Lands Ltd.
10. Tisdale Mews Inc.
11. Lesliebrook Holdings Ltd.
12. Lesliebrook Lands Ltd.
13. Fraser Properties Corp.
14. Fraser Lands Ltd.
15. Queen's Corner Corp.
16. Northern Dancer Lands Ltd.
17. Dupont Developments Ltd.
18. Red Door Developments Inc. and Red Door Lands Ltd.
19. Global Mills Inc.
20. Donalda Developments Ltd.
21. Salmon River Properties Ltd.
22. Cityview Industrial Ltd.
23. Weston Lands Ltd.
24. Double Rose Developments Ltd.
25. Skyway Holdings Ltd.
26. West Mall Holdings Ltd.
27. Royal Gate Holdings Ltd.
28. Royal Gate Nominee Inc.
29. Royal Gate (Land) Nominee Inc.
30. Dewhurst Development Ltd.
31. Eddystone Place Inc.

32. Richmond Row Holdings Ltd.
33. El-Ad (1500 Don Mills) Limited
34. 165 Bathurst Inc.

SCHEDULE C

SECONDARY PAYMENT CLAIMS

1. CRA HST lien claim Registration Number AT3488865;
2. Construction lien claims including but not limited to Registration Numbers;
 - a. AT3557508 Laser Heating and Air Conditioning Inc.;
 - b. AT3557855 Net Drywall & Acoustics Ltd.;
 - c. AT3561737 Roofing Medics Ltd.;
 - d. AT3563233 Blue Air Mechanical Inc.;
 - e. AT3565588 Gentry Environmental Systems Ltd.;
 - f. AT3565641 Abaco Glass Inc.;
 - g. AT3566416 Maxguard Alarm and Security Company Ltd.;
 - h. AT3566462 Net Drywall & Acoustics Ltd.;
 - i. AT3567140 Ample Electric Inc.;
 - j. AT3567258 1771105 Ontario Inc.;
 - k. AT3567558 G-Line Sun Control Inc.;
 - l. AT3567578 Kerestely, Zoltan;
 - m. AT3568362 WBA Architects and Engineers Inc.;
 - n. AT3568578 Engcon Construction;
 - o. AT3570270 Carcol Ltd;
 - p. AT3570298 Caiquan Construction Co.;
 - q. AT3572541 Memme Joseph;
 - r. AT3573033 World Electric;
 - s. AT3573412 MediGroup Incorporated;
3. Collins Barrow Receiver's notice of claim Registration Number AT3574922; and
4. Commission payment to Cushman Wakefield LePage.

SCHEDULE D

**NOTICE TO CREDITORS
OF FRONT CHURCH PROPERTIES LIMITED,
BEING THE FORMER OWNER OF THE PROPERTY
MUNICIPALLY KNOWN AS 65 FRONT STREET EAST
(hereinafter referred to as the “Debtor”)**

RE: NOTICE OF CLAIMS PROCESS AND CLAIMS BAR DATE

NOTICE IS HEREBY GIVEN that pursuant to an Order of the Ontario Superior Court of Justice (the “**Court**”) made ●, 2014 (the “**Claims Procedure Order**”), a claims process has been commenced for the purpose of determining Claims against the Debtor. Schonfeld Inc. (the “**Manager**”) has not been appointed as Manager of the Debtor, but has been directed to commence the claims process in respect of the Debtor by Order of the Court made May 20, 2014 (the “**May 20 Order**”). Capitalized terms not defined within this Notice shall have the meaning ascribed thereto in the Claims Procedure Order.

PLEASE TAKE NOTICE that the claims process applies only to the Claims described in the Claims Procedure Order. The Debtor’s Claimants should have received Proof of Claim Document Packages, if those Claimants are known to the Debtor and if the Debtor has a current address for such Claimants. Any Claimant who has not received a Proof of Claim Document Package and who believes that he, she or it has a Claim against the Debtor under the Claims Procedure Order must contact the Manager by telephone (416-862-7785, Extension 4), by fax (416-862-2136) or by e-mail (swilliams@schonfeldinc.com) in order to obtain a Proof of Claim form. Claimants may also obtain copies of the Claims Procedure Order and Proof of Claim forms from the Manager’s website: <http://www.schonfeldinc.com/claimsprocess.html>.

THE CLAIMS BAR DATE is 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Procedure Order]. Completed Proofs of Claim must be received by the Manager by the Claims Bar Date. It is your responsibility to ensure that the Manager receives your Proof of Claim by the above-noted time and date.

CLAIMS OF CREDITORS WHO DO NOT FILE A PROOF OF CLAIM IN RESPECT OF SUCH CLAIMS BY THE CLAIMS BAR DATE SHALL BE FOREVER BARRED

**FROM ENFORCING ANY CLAIM AGAINST THE REMAINING SALE PROCEEDS IN
RESPECT OF THE SALE OF THE DEBTOR PROPERTY.**

DATED at Toronto this _____ day of _____, 2014.

**SCHONFELD INC.,
in its capacity as Court-appointed Manager
and pursuant to the May 20 Order**

SCHEDULE E

INSTRUCTION LETTER FOR THE CLAIMS PROCESS FOR CREDITORS OF FRONT CHURCH PROPERTIES LIMITED (hereinafter referred to as the “Debtor”)

A. CLAIMS PROCESS

Schonfeld Inc. (the “**Manager**”) has not been appointed as Manager of the Debtor, but has been directed to commence the claims process in respect of the Debtor by Order of the Ontario Superior Court of Justice (the “**Court**”) made May 20, 2014 (the “**May 20 Order**”).

By Order of the Court made ●, 2014 (the “**Claims Procedure Order**”), a claims process in respect of Claims against the Debtor (the “**Claims Process**”) was approved by the Court. A copy of the Claims Procedure Order and other related information can be obtained from the Manager’s website: <http://www.schonfeldinc.com/claimsprocess.html>.

This letter provides general instructions for completing a Proof of Claim form in connection with the Claims Process. Capitalized terms not defined within this instruction letter shall have the meaning ascribed thereto in the Claims Procedure Order.

The Claims Process is intended to determine the amount of Claims against the Debtor. Please review the Claims Procedure Order for the full terms of the Claims Process.

If you have any questions regarding the Claims Process, please consult the website of the Court-appointed Manager provided above, or contact the Manager at the address provided below.

All notices and enquiries with respect to the Claims Process should be addressed to the Court-appointed Manager by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission addressed at:

Schonfeld Inc.
Court-appointed Manager of the Companies
77 King Street West, Suite 3000, P.O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: Stephanie Williams
Telephone: 416-862-7785, Extension 4
E-mail swilliams@schonfeldinc.com
Fax: 416-862-2136

with a copy (which shall not be deemed notice) to:

Goodmans LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: Brian Empey / Mark Dunn
Telephone: 416-597-4194 / 416-849-6895
E-mail bempey@goodmans.ca / mdunn@goodmans.ca
Fax: 416-979-1234

B. FOR CREDITORS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim against the Debtor, you must file a Proof of Claim with the Manager. The Proof of Claim must be received by the Manager **by 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Procedure Order], the Claims Bar Date.** It is your responsibility to ensure that the Manager receives your Proof of Claim by the above-noted time and date.

IF YOU DO NOT FILE A PROOF OF CLAIM IN RESPECT OF ANY SUCH CLAIMS BY THE CLAIMS BAR DATE, YOUR CLAIMS SHALL BE FOREVER BARRED AS AGAINST THE REMAINING SALE PROCEEDS IN RESPECT OF THE SALE OF THE DEBTOR PROPERTY.

All Claims denominated in a currency other than Canadian dollars shall be converted by the Manager to Canadian dollars at the Bank of Canada noon spot rate as at the Claims Bar Date.

C. ADDITIONAL PROOF OF CLAIM FORMS

Additional Proof of Claim forms and other related information, including the Claims Procedure Order establishing the Claims Process, can be obtained from the Manager's website at

<http://www.schonfeldinc.com/claimsprocess.html>, or by contacting the Manager at the telephone and fax numbers indicated above.

DATED at Toronto this _____ day of _____, 2014.

**SCHONFELD INC.,
in its capacity as Court-appointed Manager
and pursuant to the May 20 Order**

SCHEDULE F

**PROOF OF CLAIM RELATING TO
FRONT CHURCH PROPERTIES LIMITED,
BEING THE FORMER OWNER OF THE PROPERTY MUNICIPALLY KNOWN AS
65 FRONT STREET EAST
(hereinafter referred to as “the Debtor”)**

A. PARTICULARS OF CREDITOR:

1. Full Legal Name of Creditor: _____

(the “Creditor”). (Full legal name should be the name of the original Creditor of the Debtor, notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred).

2. Full Mailing Address of the Creditor (the original Creditor not the assignee):

3. Telephone Number: _____

4. E-Mail Address: _____

5. Facsimile Number: _____

6. Attention (Contact Person): _____

7. Has the Claim been sold or assigned by the Creditor to another party (check one)?

Yes: No:

B. PARTICULARS OF ASSIGNEE(S) (IF ANY):

8. Full Legal Name of Assignee(s):

(If Claim (or a portion thereof) has been assigned, insert full legal name of assignee(s) of Claim (or portion thereof). If there is more than one assignee, please attach a separate sheet with the required information.)

9. Full Mailing Address of Assignee(s):

10. Telephone Number of Assignee(s): _____

11. E-Mail Address: _____

12. Facsimile Number: _____

13. Attention (Contact Person): _____

C. PROOF OF CLAIM:

I, _____
[name of Creditor or Representative of the Creditor], of

_____ do hereby certify:
(city and province)

(a) that I (check one)

am the Creditor of the Debtor; OR

am _____ (state position or title) of

(name of Creditor)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) the Creditor asserts its claim against the Debtor; and

(d) the Debtor was and still is indebted to the Creditor \$ _____ : (Claims denominated in a currency other than Canadian dollars shall be converted by the Manager to Canadian Dollars at the Bank of Canada noon spot rate as at the Claims Bar Date.)

D. NATURE OF CLAIM

(check and complete appropriate category)

A. UNSECURED CLAIM OF \$ _____

That in respect of this debt, I do not hold any security.

B. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold security valued at \$ _____ particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

E. PARTICULARS OF CLAIM:

Other than as already set out herein the particulars of the undersigned's total Claim are attached.

(Provide all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, date and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by the Debtor to the Creditor and estimated value of such security.)

F. FILING OF CLAIM

This Proof of Claim must be received by the Manager by no later than 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Procedure Order], the Claims Bar Date, by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission at the following address:

Schonfeld Inc.
Court-appointed Manager of the Companies
77 King Street West, Suite 3000, P.O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: Stephanie Williams
Telephone: 416-862-7785, Extension 4
E-mail swilliams@schonfeldinc.com
Fax: 416-862-2136

with a copy (which shall not be deemed notice) to:

Goodmans LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: Brian Empey / Mark Dunn
Telephone: 416-597-4194 / 416-849-6895
E-mail bempey@goodmans.ca / mdunn@goodmans.ca

Fax: 416-979-1234

FAILURE TO FILE YOUR PROOF OF CLAIM AS DIRECTED BY THE CLAIMS BAR DATE WILL RESULT IN YOUR CLAIM BEING BARRED AS AGAINST THE REMAINING SALE PROCEEDS IN RESPECT OF THE SALE OF THE DEBTOR PROPERTY AND IN YOU BEING PREVENTED FROM MAKING OR ENFORCING A CLAIM AGAINST THE REMAINING SALE PROCEEDS IN RESPECT OF THE SALE OF THE DEBTOR PROPERTY. In addition, you shall not be entitled to further notice, and shall not be entitled to participate as a creditor, in these proceedings.

Dated at _____ this ____ day of _____, 2014.

Signature of Creditor

SCHEDULE G

**NOTICE OF DISALLOWANCE RELATING TO
FRONT CHURCH PROPERTIES LIMITED
(hereinafter referred to as “the Debtor”)**

TO: [insert name and address of creditor]

The Court-appointed Manager hereby gives you notice that it has reviewed your Claim and has revised or rejected your Claim as follows:

	The Proof of Claim as Submitted	The Proof of Claim as Accepted
Claim		

A. Reasons for Disallowance or Revision:

[insert explanation]

If you do not agree with this Notice of Disallowance, please take notice of the following:

If you dispute this Notice of Disallowance, you must, by no later than 4:00 p.m. (Toronto Time) on [INSERT DATE, being fourteen (14) days after the Notice of Disallowance is sent by the Manager pursuant to the Claims Procedure Order], notify the Manager by delivery of a Dispute Notice to the following address:

Schonfeld Inc.
Court-appointed Manager of the Companies
77 King Street West, Suite 3000, P.O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: Stephanie Williams
Telephone: 416-862-7785, Extension 4
E-mail: swilliams@schonfeldinc.com

Fax: 416-862-2136

with a copy (which shall not be deemed notice) to:

Goodmans LLP
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: Brian Empey / Mark Dunn
Telephone: 416-597-4194 / 416-849-6895
E-mail: bempey@goodmans.ca / mdunn@goodmans.ca
Fax: 416-979-1234

The form of Dispute Notice is enclosed. If you do not deliver a Dispute Notice by the above-noted time and date, your Claim shall be deemed to be as set out in this Notice of Disallowance.

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF DISALLOWANCE WILL BE BINDING UPON YOU.

DATED at Toronto, this ____ day of _____, 2014.

**SCHONFELD INC.,
in its capacity as Court-appointed Manager
and pursuant to the May 20 Order**

SCHEDULE H

**DISPUTE NOTICE RELATING TO
FRONT CHURCH PROPERTIES LIMITED
(hereinafter referred to as "the Debtor")**

A. PARTICULARS OF CREDITOR:

1. Full Legal Name of Creditor: _____

(Signature of individual completing this
Dispute Notice)

Date

2. Full Mailing Address of the Creditor:

3. Telephone Number: _____

4. E-Mail Address: _____

5. Facsimile Number: _____

B. REASONS FOR DISPUTE:

We hereby give you notice of our intention to dispute the Notice of Disallowance dated _____, 2014.

(Provide full particulars of the Claim and supporting documentation. Attach additional page if necessary.)

This Dispute Notice must be returned by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission and be received by the Manager by no later than **4:00 P.M. (TORONTO TIME) ON [INSERT DATE, being fourteen (14) days after the Notice of Disallowance is sent by the Manager pursuant to the Claims Procedure Order]** at the following address:

Schonfeld Inc.
Court-appointed Manager of the Companies
77 King Street West, Suite 3000, P.O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: Stephanie Williams
Telephone: 416-862-7785, Extension 4
E-mail swilliams@schonfeldinc.com
Fax: 416-862-2136

with a copy (which shall not be deemed notice) to:

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Fax: 416-979-1234

DBDC SPADINA LTD. ET AL

and

NORMA WALTON ET AL

Court File No: CV-13-10280-00CL

Applicants

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding commenced at TORONTO

ORDER

GOODMANS LLP
Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Brian Empey LSUC#: 30640G
Mark Dunn LSUC#: 55510L
Tel: 416.979.2211
Fax: 416.979.1234

Lawyers for the Manager