

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

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

MOTION RECORD OF THE MANAGER, SCHONFELD INC.

*(Motion for approval of a fee allocation methodology for the period December 1, 2014 to
January 1, 2016)*

GOODMANS LLP

Barristers & Solicitors

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Lawyers for the Manager

TO: **SERVICE LIST**

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Court File No.: CV-13-1 0280-00CL

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NOTICE OF MOTION

*(Motion for approval of a fee allocation methodology for the period December 1, 2014 to
 January 1, 2016)*

Schonfeld Inc., in its capacity as manager (the “**Manager**”) of (i) certain companies listed in Schedule “B” to the Order of Justice Newbould dated November 5, 2013 (the “**Schedule “B” Companies**”), together with the real estate properties owned by the Companies (the “**Schedule “B” Properties**”), as amended by Order of Justice Newbould dated January 16, 2014, and (ii) the properties listed at Schedule “C” to the Order of Justice Brown dated August 12, 2014 (the “**Schedule “C” Properties**”, together with the Schedule “B” Properties, the “**Properties**”) will make a motion to a judge presiding on the Commercial List on a date to be fixed at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto.

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PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR an Order approving a methodology for the allocation of fees incurred by the Manager and its counsel, Goodmans LLP (“**Goodmans**”), to the various Schedule “B” Companies and Schedule “C” Properties (the “**Fee Allocation Methodology**”).

THE GROUNDS FOR THE MOTION ARE:

I. Background

1. The Schedule “B” Companies are a group of real estate development corporations incorporated as part of a series of joint ventures between Dr. Stanley Bernstein and companies that he controls (the “**Bernstein Group**”) and Norma and Ronauld Walton and entities that they control (the “**Walton Group**”). Most of the Schedule “B” Companies were incorporated to purchase and develop a particular Schedule “B” Property.

2. In the summer and fall of 2013, the relationship between the Walton Group and the Bernstein Group broke down amid allegations that the Walton Group had, among other things, placed mortgages on jointly-held properties without the Bernstein Group’s consent and failed to provide reporting required by the agreements that govern the joint venture.

3. Pursuant to the Order of Justice Newbould dated November 5, 2013 (the “**November 5 Order**”), the Manager was appointed to provide independent management of the Schedule “B” Companies and the Schedule “B” Properties for the benefit of all stakeholders.

4. The Manager’s mandate was further expanded to include certain other real estate properties owned by the Walton Group, being the Schedule “C” Properties, pursuant to the Reasons of Justice Brown dated August 12, 2014, and the Judgment and Order of Justice Brown dated August 12, 2014 (the “**August 12 Order**”).

II. Fee Allocation

5. A methodology for the allocation of fees incurred by the Manager and its counsel from the Manager’s appointment on November 5, 2013 to November 30, 2014 (the “**First Period**”) was approved by Order dated April 20, 2015 (the “**First Methodology**”). This Report relates to the allocation of fees relating to the period from December 1, 2014 to January 1, 2016 (the “**Second Period**”).

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6. In order to allocate fees incurred during the Second Period, the Manager and Goodmans each conducted a review of the docket descriptions entered in respect of fees incurred during the Second Period. Based on this review, the Manager determined that it was feasible to allocate a significant portion of the time spent based on docket descriptions. Based on this allocation, a total of 53% of the Manager's fees and 71% of Goodmans' fees were allocated to specific properties. Overall, a total of 63% of fees were allocated to specific properties. This allocation was performed in accordance with the following principles:

- (a) As a general rule, where dockets referenced multiple properties the relevant time was divided evenly among the properties unless either the docket itself or contemporaneous notes or correspondence indicated that time should be divided unevenly among the properties.
- (b) Time spent analyzing the numerous construction liens registered against the properties was divided either based on the property that the lien was registered against (if only one lien is referenced in the relevant docket) or divided equally among all construction liens analyzed (in respect of dockets referencing more than one construction lien).
- (c) Where a docket did not relate to any particular property, the relevant docket was categorized as "general". The allocation of general costs among the properties is described in more detail in the 41st Report of the Manager (the "**41st Report**").

III. Reallocation of Professional Fees

7. Certain Companies do not have sufficient capital to pay professional fees allocated to them in the First and Second Periods. The Manager recommends reallocating those fees, which total \$1,413,207.64, to Liberty Village Properties Ltd. ("**Liberty Village**"). The sale of the property owned by Liberty Village generated a cash surplus of almost \$4 million, and all creditors have now been paid.

8. In accordance with the November 5 Order, Liberty Village paid approximately \$2.5 million in professional fees in 2014 on behalf of Companies that then lacked sufficient capital to pay professional fees allocated to them. The Manager is seeking to reimburse Liberty Village for

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the difference between the amount previously paid by Liberty Village (approximately \$2.5 million) and the professional fees to be reallocated to Liberty Village (approximately \$1.413 million) from fees reimbursed to the Manager from various Companies in 2015, which are currently being held by the Manager. The amounts proposed to be reallocated to Liberty Village are set out in the chart attached as Appendix “A” to the 41st Report.

IV. Miscellaneous

9. Rules 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.
10. Such further and other grounds as counsel may advise and this Honourable Court permit.

THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:

1. The 41st Report; and
2. Such further and other material as counsel may advise and this Honourable Court may permit.

Date: April 1, 2016

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Lawyers for the Manager

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” PROPERTIES

1. 3270 American Drive, Mississauga, Ontario
2. 0 Luttrell Ave., Toronto, Ontario
3. 2 Kelvin Avenue, Toronto, Ontario
4. 346 Jarvis Street, Suites A, B, C, E and F, Toronto, Ontario
5. 1 William Morgan Drive, Toronto, Ontario
6. 324 Prince Edward Drive, Toronto, Ontario
7. 24 Cecil Street, Toronto, Ontario
8. 30 and 30A Hazelton Avenue, Toronto, Ontario
9. 777 St. Clarens Avenue, Toronto, Ontario
10. 252 Carlton Street and 478 Parliament Street, Toronto, Ontario
11. 66 Gerrard Street East, Toronto, Ontario
12. 2454 Bayview Avenue, Toronto, Ontario
13. 319-321 Carlaw, Toronto, Ontario
14. 260 Emerson Ave., Toronto, Ontario
15. 44 Park Lane Circle, Toronto, Ontario
16. 19 Tennis Crescent, Toronto, Ontario
17. 646 Broadview, Toronto, Ontario

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

NOTICE OF MOTION
*(Motion for approval of a fee allocation methodology for
the period December 1, 2014 to January 1, 2016)*

GOODMANS LLP

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2

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

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41st REPORT OF THE MANAGER, SCHONFELD INC.
(Allocation of Manager's fees and disbursements)

I. Introduction**A. Overview**

1. This is the 41st Report of Schonfeld Inc. in its capacity as Manager of certain companies listed at Schedule "B" to the Order of Justice Newbould dated November 5, 2013 (the "**Schedule "B" Companies**"),¹ together with the properties owned by the Schedule "B" Companies (the

¹ Schedule "B" was amended by Order dated January 16, 2014.

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“**Schedule “B” Properties**”)² and as manager/receiver of the Properties listed at Schedule “C” to the Order of Justice Brown dated August 12, 2014 (the “**Schedule “C” Properties**”).

B. Purpose of this Report

2. This Report relates to the Manager’s motion for approval of a methodology for the allocation of fees incurred by the Manager to the various Schedule “B” Companies and Schedule “C” Properties (the “**Fee Allocation Methodology**”). This Report contains a description of the Fee Allocation Methodology and a recommendation that the relief sought by the Manager be granted.

C. Terms of reference

3. Based on its review and interaction with the parties to date, nothing has come to the Manager’s attention that would cause it to question the reasonableness of the information presented herein. However, the Manager has not audited, or otherwise attempted to independently verify, the accuracy or completeness of any financial information of the Companies. The Manager therefore expresses no opinion or other form of assurance in respect of any of the Companies’ financial information that may be in this Report.

II. Fee allocation

4. A methodology for the allocation of fees incurred by the Manager and its counsel from the Manager’s appointment on November 5, 2013 to November 30, 2014 (the “**First Period**”) was approved by Order dated April 20, 2015 (the “**First Methodology**”). This Report relates to the allocation of fees relating to the period from December 1, 2014 to January 1, 2016 (the “**Second Period**”).

5. As explained in the Manager’s 22nd Report, given the number of Companies subject to these proceedings and the interconnectedness of their respective Properties, it would have been impractical (and very expensive) to administer each Company and track professional costs on an individual Company basis. Accordingly, the Manager and its counsel developed the First Methodology, which calculated a weighting for each company based upon a sophisticated formula

² The Manager was discharged from certain responsibilities with respect to certain of the Properties pursuant to an Order dated April 1, 2014.

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that included assigned weightings for six categories and the length of time that the property was under management. The First Methodology was required because the quantity and quality of the work performed by the Manager and its counsel during the First Period meant that a property by property allocation based on the descriptions contained in the docket entries of the Manager and its counsel was not feasible. Among other things, the Manager and its counsel dealt with issues that related to many Properties (or all Properties) at the same time or on the same day and also spent significant time on issues relating to the very active litigation between the Applicants and Respondents (which was required in order to effectively complete its mandate in respect of all of the Properties).

6. There are important differences in the Manager's mandate between the First Period and the Second Period. Among other things:

- (a) the volume of work required on the part of the Manager and its counsel decreased substantially during the Second Period relative to the First period. Specifically, the total fees of approximately \$4.2 million were allocated pursuant to the First Methodology. The total fees during the Second Period totalled \$1,519,494.15;
- (b) the number of properties that the Manager was managing and marketing decreased substantially as properties were either sold or turned over to mortgagees for enforcement. This decreased the number of issues and properties dealt with on any given day; and
- (c) the litigation between the Applicants and the Respondents was significantly less active during the Second Period relative to the First Period, resulting in the decrease (although not the elimination) of dockets that did not relate to any specific property.

7. Furthermore, in response to the First Methodology, two groups of affected stakeholders asserted that the Manager should have attempted to allocate its time based on the docket descriptions entered by the various professionals that worked on the file. Although this complaint was found to be without merit, the Manager considered the concerns articulated in response to the First Fee Allocation Methodology in formulating the Second Allocation Methodology.

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8. In light of all of the foregoing, the Manager and its counsel, Goodmans LLP (“**Goodmans**”), each conducted a review of the docket descriptions entered in respect of fees incurred during the Second Period. Based on this review, the Manager determined that it was feasible to allocate a significant portion of the time spent based on docket descriptions. Based on this allocation, a total of 53% of the Manager’s fees and 71% of Goodmans’ fees were allocated to specific properties. Overall, a total of 63% of fees were allocated to specific properties. This allocation was performed in accordance with the following principles:

- (a) As a general rule, where dockets referenced multiple properties the relevant time was divided evenly among the properties unless either the docket itself or contemporaneous notes or correspondence indicated that time should be divided unevenly among the properties.
- (b) Time spent analyzing the numerous construction liens registered against the properties was divided either based on the property that the lien was registered against (if only one lien is referenced in the relevant docket) or divided equally among all construction liens analyzed (in respect of dockets referencing more than one construction lien).
- (c) Where a docket did not relate to any particular property, the relevant docket was categorized as “general”. The allocation of general costs among the properties is described below.

9. The allocation described above is summarized in Appendix “A”.

B. Dupont Property and Cityview Property

10. As noted above, two groups of stakeholders opposed approval of the Manager’s fees for the First Period and the First Methodology. These groups are:

- (a) Certain individuals and entities (the “**Dupont Mortgagees**”) with an interest in a first mortgage registered against the Schedule “B” Property at 1485 Dupont (the “**Dupont Property**”); and,

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- (b) Certain companies that have registered liens pursuant to the *Construction Lien Act* against the Schedule “B” Property at 1 and 9-11 Cityview (the “**Cityview Lien Claimants**”).

11. The Manager spent considerable time attempting to address the concerns raised by the Dupont Mortgagees and Cityview Lien Claimants, including providing written answers to questions posed by both the Dupont Mortgagees and the Cityview Lien Claimants. The Cityview Lien Claimants, in particular, asked a total of 78 detailed questions relating to the First Methodology posed by the Manager. The Manager responded to all of these questions and neither the Cityview Lien Claimants nor the Dupont Mortgagees posed follow-up questions or sought clarification from the Manager.

12. The Cityview Lien Claimants also cross-examined both the Manager and its counsel on the fees addressed in the Supplemental Report. The Cityview Lien Claimants also sought and received an adjournment on the basis that they required the e-mails to respond to the Manager’s motion for approval of its fees. The Manager was ordered to provide these e-mails, which it did after reviewing them for privilege.

13. In addition to the foregoing, the Dupont Mortgagees brought an unsuccessful challenge to the priority of the Manager’s Charge and Manager’s Borrowing Charge (as both terms are defined in the November 5 Order). The Manager spent considerable time researching and responding to this motion.

14. The application of the Second Methodology resulted in the specific attribution of Goodmans’ fees totalling \$30,997.08 and Manager fees totalling \$20,341.84 in addition to a non-specific allocation of \$16,152.71 to the Cityview Property.

15. The specific fees allocated to Cityview largely relate to the unsuccessful attempt by the Cityview Lien Claimants to oppose approval of the Manager’s fees and the First Methodology. The fees also relate to the Manager’s preparation of tax returns and related accounting work, which yielded refunds of \$178,726.50.

16. Similarly, the application of the Second Methodology resulted in the specific attribution of Goodmans’ fees totalling \$65,066.83 and Manager fees totalling \$8,769.43 in addition to a non-

specific allocation of \$5,893.65 to the Dupont Property. These fees relate primarily to the Dupont Mortgagees' challenge to the priority of the Manager's charge (including the appeal thereof), the Manager's fees (including fees related to tax and accounting work) and the First Methodology. The fees also relate to the preparation of tax returns and related accounting work, which are expected to yield tax refunds in the amount of \$110,000.

17. In the Manager's view, the Dupont Property and Cityview Property pose a difficult challenge in the fee allocation process. Unquestionably, the time spent litigating against the Dupont Mortgagees and Cityview Lien Claimants resulted from decisions made by these stakeholders. Moreover, these fees relate to the Dupont Property and Cityview Property. No other Schedule "B" Properties were involved in the relevant motions.

18. That said, each of the Dupont Mortgagees and the Cityview Lien Claimants rank behind the Manager's charge. Accordingly, allocating all of the costs spent responding to the Dupont Mortgagees and the Cityview Lien Claimants to the Dupont Property and the Cityview Property would effectively force the Cityview Lien Claimants and Dupont Mortgagees to bear all of the costs that the Manager incurred in responding to their objections.

19. In light of the foregoing, allocating all of the costs associated with the fee approval motion to the Dupont Property and Cityview Property would be tantamount to an award of full indemnity costs against these stakeholders. In the Manager's view, the conduct of the Dupont Mortgagees and Cityview Lien Claimants does not warrant such an award. These stakeholders sought to mitigate what they perceived to be the unfair financial burden imposed on them as part of these proceedings. Although their opposition was unsuccessful, an award of full indemnity costs (or its practical equivalent) would not be fair and reasonable.

20. In all, the Manager respectfully submits that it is appropriate to allocate costs to the Dupont Property and the Cityview Property based on the equivalent of partial indemnity costs. In the case of the Dupont Property, the costs of its motion challenge to the priority of the Manager's charge and the appeal of the dismissal of that motion have already been fixed at \$2,500 and \$20,000, respectively.

21. It is still necessary to allocate the cost of the opposition of the Cityview Lien Claimants and Dupont Mortgagees to approval of the Manager's fees and the First Methodology. On a full

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indemnity basis, based on dockets describing the time spent to prepare for the motion ultimately heard on April 20, 2015, the time to be allocated totals \$39,884.50. The Manager's costs on a partial indemnity basis are \$5,509. The Manager respectfully recommends that this amount should be allocated to the Manager's charge and should rank ahead of the security of the Dupont Mortgagees and Cityview Lien Claimants. The Manager recommends that the balance of the amounts incurred in respect of the litigation against the Dupont Mortgagees and Cityview Lien Claimants be treated as general fees. In the manager's view, this result is fair and reasonable, since at least some costs in connection with fee approval and allocation is inherent to the Manager's mandate. These amounts can be paid from tax refunds received by the Manager from the CRA.

C. Reallocation of Professional Fees

22. Certain Companies do not have sufficient capital to pay professional fees allocated to them in the First and Second Periods. The Manager recommends reallocating those fees, which total \$1,413,207.64, to Liberty Village Properties Ltd. ("**Liberty Village**"). The sale of the property owned by Liberty Village generated a cash surplus of almost \$4 million, and all creditors have now been paid.

23. In accordance with the November 5 Order, Liberty Village paid approximately \$2.5 million in professional fees in 2014 on behalf of Companies that then lacked sufficient capital to pay professional fees allocated to them. The Manager recommends reimbursing Liberty Village for the difference between the amount previously paid by Liberty Village (approximately \$2.5 million) and the professional fees to be reallocated to Liberty Village (approximately \$1.413 million) from fees reimbursed to the Manager from various Companies in 2015, which are currently being held by the Manager. The amounts proposed to be reallocated to Liberty Village are set out in the chart attached hereto as Appendix "B".

III. Conclusions and Recommendations

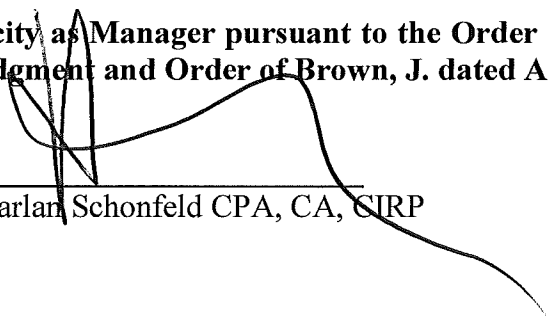
24. In light of the foregoing, the Manager respectfully requests that the relief sought in its Notice of Motion be granted.

All of which is respectfully submitted this 29th day of March, 2016.

SCHONFELD INC.

In its capacity as Manager pursuant to the Order of Newbould, J. dated November 5, 2013 and the Judgment and Order of Brown, J. dated August 12, 2014

Per:



S. Harlan Schonfeld CPA, CA, CIRP

A

Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST included)
 December 1, 2014 to December 31, 2015

Company	Allocation of Professional Fees			TOTAL Fee Allocation + Funding	Manager Funded Company Costs	31-Dec-14	
	Specific-SI	Specific-GM	Non-Specific			Specific-SI	Specific-GM
SCHEDULE B COMPANIES							
Asceton	1,626.53	1,129.95	16,152.71	28,909.20	8,000.00	0.00	1,654.06
Barnockburn	13,074.53	6,742.41	16,152.71	35,969.64	0.00	339.00	1,654.06
Cityview	20,341.84	30,997.08	16,152.71	73,991.63	6,500.00	678.00	1,654.06
Dewhurst	5,625.61	633.37	7,547.71	13,806.68	1,000.00	339.00	1,654.06
Donalda	10,964.71	10,772.51	5,166.45	26,903.66	0.00	3,592.69	1,654.06
Double Rose	8,835.46	0.00	16,152.71	21,988.17	200.00	0.00	1,654.06
Dupont	8,769.43	65,066.83	5,893.65	79,729.91	4,000.00	1,695.00	1,654.06
Eddystone	3,430.18	758.04	7,547.71	11,735.93	0.00	0.00	1,654.06
Fraser Lands	2,616.98	0.00	7,547.71	10,164.69	0.00	0.00	1,654.06
Fraser Properties	4,342.03	0.00	7,547.71	11,889.74	0.00	0.00	1,654.06
Global Mills	1,424.43	0.00	5,893.65	7,318.08	0.00	0.00	0.00
Hidden Gem	15,181.02	16,503.08	16,152.71	47,836.81	0.00	3,394.94	1,654.06
Lesliebrook Holdings	15,135.84	10,431.62	16,152.71	41,720.17	0.00	3,394.94	1,654.06
Liberty Village Lands	11,580.66	754.84	16,152.71	28,488.21	0.00	2,489.18	1,654.06
Liberty Village Properties	6,751.85	15,991.82	16,152.71	38,896.38	0.00	792.77	1,654.06
Northern Dancer	16,449.62	24,408.61	16,152.71	57,010.94	8,000.00	0.00	1,654.06
Queen's Corner	3,371.44	684.22	16,152.71	20,208.36	1,100.00	0.00	1,654.06
Red Door Developments	2,206.91	0.00	16,152.71	18,359.62	1,000.00	0.00	1,654.06
Red Door Lands	1,704.69	0.00	16,152.71	17,857.40	0.00	0.00	1,654.06
Richmond Row/165 Bathurst	6,740.25	5,737.60	16,152.71	28,630.56	0.00	310.75	1,654.06
Riverdale Manston	1,930.69	0.00	16,152.71	18,083.40	2,000.00	0.00	1,654.06
Royal Agincourt	12,076.32	10,863.78	16,152.71	39,092.82	0.00	3,394.94	1,654.06
Royal Gate Holdings	12,641.32	12,268.03	16,152.71	41,062.06	0.00	3,846.94	1,654.06
Salmon River Properties	2,059.83	0.00	5,893.65	7,953.48	1,050.00	113.00	0.00
Skyway	4,235.89	1,596.56	16,152.71	21,985.16	0.00	423.75	1,654.06
Tisdale	11,070.44	0.00	16,152.71	27,223.15	0.00	3,846.94	1,654.06
Twin Dragons	12,983.15	58,724.88	16,152.71	87,860.74	0.00	3,394.94	1,654.06
West Mall	19,123.64	36,134.31	9,091.13	64,349.07	0.00	8,842.25	1,654.06
Weston Lands	11,951.50	27,976.47	16,152.71	56,080.68	18,500.00	4,844.88	1,654.06
Wynford	1,898.40	1,578.72	5,893.65	9,370.77	0.00	0.00	0.00
Total Schedule B	257,145.15	339,754.72	391,077.22	987,977.09	51,350.00	45,733.93	43,005.56
SCHEDULE C PROPERTIES							
44 Park Lane Circle	607.38	11,737.48	3,267.42	15,612.27	27,450.00	226.00	1,654.06
777 St. Clarens	4,075.53	3,912.79	8,053.26	16,041.59	0.00	0.00	1,654.06
260 Emerson	3,259.11	3,720.69	8,053.26	15,033.06	0.00	0.00	1,654.06
66 Gerrard	8,734.90	814.97	16,152.71	25,702.58	0.00	226.00	1,654.06
324 Prince Edward	17,718.40	24,167.73	16,152.71	58,038.84	0.00	7,585.13	1,654.06
1 William Morgan	226.00	1,847.86	5,166.45	7,240.31	1,500.00	0.00	1,654.06
3270 American Drive	3,710.17	6,961.06	8,053.26	18,724.49	0.00	0.00	1,654.06
321 Carlaw	452.00	1,847.86	7,547.71	9,847.57	300.00	0.00	1,654.06
346 Jarvis, Unit A	12,384.80	54,457.62	16,152.71	82,995.13	0.00	0.00	1,654.06
346 Jarvis, Unit B	6,798.36	35,016.63	16,152.71	57,967.70	0.00	2,175.25	1,654.06
346 Jarvis, Unit E	359.00	1,847.86	0.00	2,186.86	0.00	226.00	0.00
346 Jarvis, Unit F	6,250.31	30,544.94	16,152.71	52,947.96	0.00	0.00	1,654.06
2154 Bgyview	5,183.88	11,231.16	0.00	16,415.04	1,700.00	904.00	0.00
30A Hazelton	6,079.40	1,081.83	8,053.26	15,214.49	0.00	0.00	1,654.06
24 Cecil	9,780.15	1,877.54	16,152.71	27,810.40	0.00	0.00	1,654.06
2 Kelvin	2,895.63	2,330.37	8,053.26	13,279.25	0.00	734.50	1,654.06
0 Luttrell	7,096.40	10,630.76	16,152.71	33,879.87	100.00	113.00	1,654.06
Total Schedule C	101,925.06	204,401.34	177,370.11	483,696.51	31,050.00	12,189.88	26,464.96
65 Front	7,225.00	40,595.55	0.00	47,820.55	0.00	0.00	0.00
Total Fee Allocation	\$ 366,295.21	\$ 584,751.61	\$ 568,447.33	\$ 1,519,494.15	\$ 82,400.00	\$ 57,923.80	\$ 69,470.52

Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST Included)
 December 1, 2014 to December 31, 2015

Company	31-Jan-15		28-Feb-15		31-Mar-15		30-Apr-15			
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	
SCHEDULE B COMPANIES										
Ascalon	678.00	0.00	1,613.36	2,084.85	0.00	1,899.03	2,339.10	638.45	1,543.42	2,204.53
Bannockburn	452.00	0.00	1,613.36	2,214.80	0.00	1,899.03	2,183.73	638.45	1,543.42	2,204.53
Cityview	5,918.38	4,598.68	1,613.36	2,486.00	4,978.03	1,899.03	1,836.25	1,582.00	1,543.42	2,204.53
Dewhurst	1,017.00	0.00	1,613.36	1,469.00	0.00	1,899.03	452.00	339.00	0.00	0.00
Donalda	3,888.97	4,761.82	1,613.36	2,262.65	411.64	1,899.03	0.00	904.00	0.00	0.00
Double Rose	339.00	0.00	1,613.36	0.00	0.00	1,899.03	791.00	226.00	1,543.42	2,204.53
Dupont	678.00	2,065.08	1,613.36	3,390.00	6,690.54	1,899.03	847.50	0.00	0.00	0.00
Eddystone	678.00	0.00	1,613.36	1,130.00	403.22	1,899.03	0.00	0.00	0.00	0.00
Fraser Lands	904.00	0.00	1,613.36	452.00	0.00	1,899.03	153.38	0.00	0.00	0.00
Fraser Properties	904.00	0.00	1,613.36	791.00	0.00	1,899.03	153.38	0.00	0.00	0.00
Fraser Mills	678.00	0.00	1,613.36	0.00	0.00	1,899.03	0.00	0.00	0.00	0.00
Hidden Gem	3,888.97	4,790.11	1,613.36	2,601.65	548.32	1,899.03	0.00	1,356.00	10.92	2,204.53
Lesliebrook Holdings	3,888.97	4,761.82	1,613.36	3,053.65	411.64	1,899.03	1,017.00	113.00	0.00	2,204.53
Liberty Village Lands	3,262.17	0.00	1,613.36	3,043.05	354.82	1,899.03	1,017.00	113.00	0.00	2,204.53
Liberty Village Properties	626.80	4,761.82	1,613.36	688.59	411.64	1,899.03	0.00	113.00	0.00	2,204.53
Northern Dancer	678.00	84.88	1,613.36	2,361.70	578.13	1,899.03	2,946.48	2,333.45	599.18	2,204.53
Queen's Corner	678.00	0.00	1,613.36	0.00	0.00	1,899.03	0.00	113.00	0.00	2,204.53
Red Door Developments	678.00	0.00	1,613.36	0.00	0.00	1,899.03	226.00	0.00	0.00	2,204.53
Red Door Lands	678.00	0.00	1,613.36	0.00	0.00	1,899.03	113.00	0.00	0.00	2,204.53
Richmond Row/165 Bathurst	339.00	0.00	1,613.36	1,138.25	0.00	1,899.03	113.00	0.00	0.00	2,204.53
Rivendale Mansions	678.00	0.00	1,613.36	0.00	0.00	1,899.03	226.00	0.00	0.00	2,204.53
Royal Airmount	3,888.97	4,790.11	1,613.36	2,375.65	548.32	1,899.03	226.00	0.00	0.00	2,204.53
Royal Gate Holdings	3,888.97	4,818.41	1,613.36	2,375.65	685.01	1,899.03	113.00	301.80	1,543.42	2,204.53
Salmon River Properties	339.00	0.00	1,613.36	0.00	0.00	1,899.03	226.00	0.00	0.00	2,204.53
Skyway	339.00	56.59	1,613.36	1,610.25	273.36	1,899.03	339.00	479.21	1,543.42	2,204.53
Tisdale	3,549.97	28.29	1,613.36	2,375.65	0.00	1,899.03	226.00	0.00	1,543.42	2,204.53
Twin Dragons	3,775.97	28.29	1,613.36	2,036.65	136.68	1,899.03	791.00	1,654.93	1,543.42	2,204.53
West Mall	3,503.00	15,544.44	1,613.36	2,938.00	2,140.54	1,899.03	1,327.75	339.00	384.20	2,204.53
Western Lands	3,672.50	18,710.10	1,613.36	339.00	0.00	1,899.03	226.00	678.00	0.00	2,204.53
Wynford	1,582.00	0.00	1,613.36	0.00	0.00	1,899.03	0.00	0.00	0.00	0.00
Total Schedule B	56,070.60	69,772.15	48,400.80	43,238.04	18,571.91	56,970.90	17,892.55	11,917.43	32,411.82	44,090.60
SCHEDULE C PROPERTIES										
44 Park Lane Circle	0.00	0.00	1,613.36	0.00	4,706.45	0.00	0.00	0.00	0.00	0.00
777 St. Clarens	452.00	342.11	1,613.36	0.00	557.09	1,899.03	720.38	0.00	0.00	0.00
260 Emerson	226.00	150.01	1,613.36	0.00	557.09	1,899.03	113.00	0.00	0.00	0.00
66 Gerrard	0.00	0.00	1,613.36	2,011.40	0.00	1,899.03	3,101.85	0.00	1,543.42	2,204.53
324 Prince Edward	1,285.38	288.15	1,613.36	2,124.40	172.89	1,899.03	2,875.85	200.01	1,543.42	2,204.53
1 William Morgan	0.00	0.00	1,613.36	0.00	0.00	1,899.03	113.00	0.00	0.00	0.00
3270 American Drive	678.00	0.00	1,613.36	0.00	192.10	1,899.03	268.38	288.15	0.00	0.00
321 Carlaw	0.00	0.00	1,613.36	0.00	0.00	1,899.03	113.00	0.00	0.00	0.00
346 Jarvis, Unit A	1,497.25	2,966.82	1,613.36	1,130.00	2,286.56	1,899.03	2,048.13	14,992.36	1,543.42	2,204.53
346 Jarvis, Unit B	113.00	0.00	1,613.36	0.00	0.00	1,899.03	1,476.06	1,762.52	1,543.42	2,204.53
346 Jarvis, Unit E	113.00	0.00	1,613.36	0.00	0.00	1,899.03	0.00	0.00	0.00	0.00
346 Jarvis, Unit F	113.00	0.00	1,613.36	0.00	0.00	1,899.03	854.56	912.48	1,543.42	2,204.53
2454 Bayview	678.00	3,222.76	0.00	678.00	3,702.16	0.00	1,144.13	2,870.58	0.00	0.00
30A Hazelton	0.00	0.00	1,613.36	0.00	0.00	1,899.03	0.00	0.00	0.00	0.00
24 Cecil	0.00	0.00	1,613.36	2,011.40	0.00	1,899.03	3,695.10	251.24	1,543.42	2,204.53
2 Kelvin	0.00	0.00	1,613.36	0.00	0.00	1,899.03	720.38	384.20	0.00	0.00
0 Luttrell	0.00	0.00	1,613.36	0.00	0.00	1,899.03	381.38	0.00	0.00	0.00
Total Schedule C	5,155.63	6,969.84	25,813.76	7,955.20	12,174.34	28,485.45	17,625.18	21,661.72	10,803.94	15,431.71
65 Front	0.00	537.58	0.00	0.00	2,942.72	0.00	2,525.00	23,163.70	0.00	0.00
Total Fee Allocation	\$ 61,226.23	\$ 77,279.57	\$ 74,214.56	\$ 51,193.24	\$ 33,688.97	\$ 85,456.35	\$ 38,043.73	\$ 56,742.86	\$ 43,215.76	\$ 59,522.31

Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST included)
 December 1, 2014 to December 31, 2015

Company	31-May-15			30-Jun-15			31-Jul-15			31-Aug-15		
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES												
Ascalon	1,141.30	1,007.07	1,355.51	403.98	0.00	1,288.37	211.88	0.00	902.31	113.00	0.00	805.31
Bamookburn	1,254.30	814.97	1,355.51	290.98	0.00	1,288.37	211.88	0.00	902.31	113.00	0.00	805.31
Cityview	1,327.75	1,244.04	1,355.51	881.40	0.00	1,288.37	565.00	0.00	902.31	452.00	0.00	805.31
Dewhurst	565.00	0.00	0.00	90.40	0.00	0.00	339.00	0.00	0.00	0.00	0.00	0.00
Donalda	0.00	170.91	0.00	90.40	0.00	0.00	226.00	0.00	0.00	0.00	0.00	0.00
Double Rose	452.00	0.00	1,355.51	203.40	0.00	1,288.37	226.00	0.00	902.31	113.00	0.00	805.31
Dupont	310.75	1,013.80	0.00	90.40	715.86	0.00	0.00	42,666.26	0.00	0.00	0.00	0.00
Edgystone	452.00	0.00	0.00	90.40	0.00	0.00	0.00	0.00	0.00	226.00	0.00	0.00
Fraser Lands	0.00	0.00	0.00	90.40	0.00	0.00	113.00	0.00	0.00	452.00	0.00	0.00
Fraser Properties	0.00	0.00	0.00	655.40	0.00	0.00	565.00	0.00	0.00	0.00	0.00	0.00
Global Mills	0.00	0.00	0.00	90.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Hidden Gem	0.00	170.91	1,355.51	90.40	0.00	1,288.37	113.00	0.00	902.31	0.00	0.00	805.31
Lesliebrook Holdings	0.00	170.91	1,355.51	316.40	0.00	1,288.37	113.00	0.00	902.31	226.00	0.00	805.31
Liberty Village Lands	0.00	0.00	1,355.51	90.40	0.00	1,288.37	113.00	0.00	902.31	452.00	0.00	805.31
Liberty Village Properties	904.00	170.91	1,355.51	90.40	0.00	1,288.37	113.00	0.00	902.31	0.00	0.00	805.31
Northern Dancer	1,932.30	4,049.31	1,355.51	1,646.98	14,691.70	1,288.37	1,228.88	1,064.46	902.31	452.00	512.74	805.31
Queen's Corner	452.00	200.01	1,355.51	90.40	0.00	1,288.37	1,214.75	384.20	902.31	113.00	100.01	805.31
Red Door Developments	113.00	0.00	1,355.51	203.40	0.00	1,288.37	226.00	0.00	902.31	226.00	0.00	805.31
Red Door Lands	113.00	0.00	1,355.51	90.40	0.00	1,288.37	226.00	0.00	902.31	0.00	0.00	805.31
Richmond Row/165 Bathurst	226.00	0.00	1,355.51	203.40	0.00	1,288.37	226.00	0.00	902.31	113.00	0.00	805.31
Rivendale Mansion	0.00	0.00	1,355.51	90.40	0.00	1,288.37	113.00	0.00	902.31	226.00	0.00	805.31
Royal Ascourt	0.00	170.91	1,355.51	429.40	0.00	1,288.37	113.00	0.00	902.31	226.00	0.00	805.31
Royal Gate Holdings	113.00	170.91	1,355.51	203.40	0.00	1,288.37	339.00	0.00	902.31	113.00	0.00	805.31
Salmon River Properties	0.00	0.00	0.00	90.40	0.00	0.00	113.00	0.00	0.00	0.00	512.74	805.31
Skyway	791.00	0.00	1,355.51	90.40	0.00	1,288.37	113.00	0.00	902.31	0.00	0.00	805.31
Tisdale	0.00	0.00	1,355.51	90.40	0.00	1,288.37	339.00	0.00	902.31	226.00	396.63	805.31
Twin Dragons	0.00	0.00	1,355.51	203.40	7,492.18	1,288.37	1,610.25	12,750.07	902.31	113.00	24,123.24	805.31
West Mall	0.00	0.00	0.00	203.40	0.00	0.00	0.00	0.00	0.00	226.00	0.00	0.00
Weston Lands	0.00	0.00	1,355.51	90.40	0.00	1,288.37	452.00	0.00	902.31	0.00	0.00	805.31
Wynford	0.00	0.00	0.00	90.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Schedule B	10,147.40	9,354.66	27,110.20	7,381.73	22,899.73	25,767.40	9,110.63	56,864.99	18,046.20	3,955.00	25,645.35	16,106.20
SCHEDULE C PROPERTIES												
44 Park Lane Circle	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	155.38	176.14	0.00
777 St. Clarens	0.00	0.00	0.00	113.00	0.00	0.00	0.00	0.00	0.00	155.38	176.14	0.00
260 Emerson	0.00	0.00	0.00	113.00	0.00	0.00	0.00	0.00	0.00	155.38	176.14	0.00
66 Gerard	1,254.30	814.97	1,355.51	200.58	0.00	1,288.37	211.88	0.00	902.31	0.00	0.00	805.31
324 Prince Edward	1,367.30	814.97	1,355.51	200.58	0.00	1,288.37	550.88	0.00	902.31	0.00	0.00	805.31
J William Morgan	0.00	0.00	0.00	113.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	0.00	0.00	0.00	113.00	0.00	0.00	339.00	444.37	0.00	155.38	368.24	0.00
321 Carlaw	0.00	0.00	0.00	113.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit A	113.00	848.91	1,355.51	113.00	519.24	1,288.37	113.00	294.93	902.31	0.00	0.00	805.31
346 Jarvis, Unit B	339.00	3,719.40	1,355.51	0.00	519.24	1,288.37	0.00	294.93	902.31	0.00	0.00	805.31
346 Jarvis, Unit E	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit F	1,412.50	10,009.45	1,355.51	155.38	519.24	1,288.37	226.00	1,435.67	0.00	0.00	341.83	805.31
2454 Bayview	0.00	0.00	0.00	339.00	0.00	0.00	452.00	372.19	0.00	226.00	0.00	0.00
30 Hazelton	0.00	0.00	0.00	113.00	0.00	0.00	452.00	372.19	0.00	0.00	0.00	0.00
30A Hazelton	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
24 Cecil	1,254.30	814.97	1,355.51	200.58	0.00	1,288.37	211.88	0.00	902.31	113.00	0.00	805.31
2 Kelvyn	0.00	98.31	0.00	113.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
0 Luttrell	310.75	0.00	1,355.51	3,093.38	9,744.27	1,288.37	734.50	837.33	902.31	0.00	0.00	805.31
Total Schedule C	6,051.15	17,120.96	9,488.57	5,093.48	11,301.98	9,018.59	2,839.13	4,297.39	6,316.17	960.50	1,238.48	5,637.17
65 Front	800.00	1,613.08	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fee Allocation	\$ 16,998.55	\$ 28,088.69	\$ 36,598.77	\$ 13,275.20	\$ 34,201.71	\$ 34,785.99	\$ 11,949.75	\$ 61,162.38	\$ 24,362.37	\$ 4,915.50	\$ 26,883.83	\$ 21,743.37

Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST included)
 December 1, 2014 to December 31, 2015

Company	30-Sep-15		31-Oct-15		30-Nov-15		31-Dec-15	
	Specific-SI	Specific-GM	Specific-SI	Specific-GM	Specific-SI	Specific-GM	Specific-SI	Specific-GM
SCHEDULE B COMPANIES								
Ascalon	0.00	0.00	161.43	0.00	878.74	0.00	708.56	401.78
Bannockburn	113.00	0.00	161.43	0.00	878.74	0.00	708.56	2,269.91
Cityview	1,017.00	0.00	839.43	0.00	878.74	0.00	708.56	1,854.63
Dewhurst	0.00	0.00	161.43	0.00	878.74	0.00	708.56	0.00
Donalda	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	113.00	0.00	161.43	0.00	878.74	0.00	708.56	2,532.63
Dupont	0.00	8,577.10	113.00	341.83	878.74	781.96	708.56	339.00
Eddystone	226.00	0.00	0.00	0.00	878.74	0.00	708.56	0.00
Fraser Lands	452.00	0.00	161.43	0.00	878.74	0.00	708.56	0.00
Fraser Properties	0.00	0.00	113.00	0.00	878.74	0.00	708.56	0.00
Global Mills	0.00	0.00	226.00	0.00	878.74	0.00	708.56	0.00
Hidden Gem	0.00	0.00	113.00	0.00	878.74	0.00	708.56	0.00
Lesliebrook Holdings	0.00	0.00	113.00	0.00	878.74	0.00	708.56	2,746.53
Liberty Village Lands	0.00	0.00	161.43	0.00	878.74	0.00	708.56	2,209.78
Liberty Village Properties	0.00	0.00	322.86	400.02	878.74	0.00	708.56	0.00
Northern Dancer	226.00	478.56	96.86	0.00	878.74	0.00	708.56	2,528.38
Queen's Corner	0.00	0.00	322.86	0.00	878.74	0.00	708.56	2,159.56
Red Door Developments	113.00	0.00	96.86	0.00	878.74	0.00	708.56	0.00
Red Door Lands	0.00	0.00	96.86	0.00	878.74	0.00	708.56	0.00
Richmond Row/165 Bathurst	113.00	0.00	0.00	0.00	878.74	0.00	708.56	3,154.13
Rivendale Mansion	0.00	0.00	209.86	0.00	878.74	0.00	708.56	0.00
Royal Agricoourt	113.00	0.00	96.86	0.00	878.74	0.00	708.56	96.86
Royal Gate Holdings	113.00	478.56	96.86	0.00	878.74	0.00	708.56	96.86
Salmon River Properties	226.00	0.00	339.00	0.00	878.74	0.00	708.56	0.00
Skyway	113.00	0.00	96.86	0.00	878.74	0.00	708.56	0.00
Tisdale	0.00	0.00	96.86	0.00	878.74	0.00	708.56	0.00
Twin Dragons	113.00	12,002.27	96.86	341.83	878.74	0.00	708.56	365.23
West Mall	226.00	0.00	1,198.61	1,644.15	878.74	0.00	708.56	0.00
Weston Lands	113.00	0.00	774.86	0.00	878.74	98.31	708.56	0.00
Wyntford	0.00	0.00	0.00	0.00	878.74	0.00	708.56	0.00
Total Schedule B	3,390.00	21,536.47	6,412.75	2,727.82	25,483.46	880.27	20,548.24	20,755.28
SCHEDULE C PROPERTIES								
44 Park Lane Circle	0.00	771.79	0.00	0.00	0.00	0.00	0.00	0.00
777 St. Clarens	282.50	771.79	178.92	0.00	878.74	122.89	708.56	378.55
260 Emerson	282.50	771.79	178.92	0.00	878.74	122.89	708.56	378.55
66 Gerrard	226.00	0.00	56.50	0.00	878.74	0.00	708.56	0.00
324 Prince Edward	226.00	0.00	56.50	128.07	878.74	576.30	708.56	0.00
1 William Morgan	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	282.50	771.79	1,450.17	896.47	878.74	576.30	708.56	39.55
321 Carlaw	0.00	0.00	226.00	0.00	878.74	0.00	708.56	0.00
346 Jarvis, Unit A	282.50	0.00	1,372.95	0.00	878.74	370.08	708.56	19.78
346 Jarvis, Unit B	0.00	0.00	1,372.95	0.00	878.74	370.08	708.56	19.78
346 Jarvis, Unit E	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit F	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2454 Bayview	0.00	0.00	0.00	0.00	878.74	298.32	708.56	0.00
30 Hazelton	2,706.35	0.00	0.00	0.00	0.00	0.00	0.00	0.00
30A Hazelton	2,706.35	0.00	1,949.25	0.00	878.74	988.75	708.56	124.30
24 Cecil	226.00	0.00	2,113.10	0.00	878.74	1,220.40	708.56	39.55
2 Kelvin	282.50	0.00	56.50	128.07	878.74	576.30	708.56	0.00
0 Luttrell	282.50	0.00	2,011.40	0.00	878.74	169.50	708.56	1,045.25
Total Schedule C	7,785.70	3,087.16	11,023.15	1,201.76	12,302.36	2,273.00	9,919.84	2,045.30
65 Front	15.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fee Allocation	\$ 11,190.70	\$ 24,623.63	\$ 17,435.90	\$ 3,929.58	\$ 37,785.82	\$ 3,153.27	\$ 30,468.08	\$ 22,800.58
								\$ 26,402.68
								\$ 34,140.28

B

Professional Fee Allocation Analysis

Ability of each company to reimburse for allocated professional costs

Company	Allocated Fees			Reimbursed to Date	Funds	
	Nov'13-Nov'14	Dec'14-Dec'15	Total		Available for Reimbursement	Shortfall
SCHEDULE B COMPANIES						
Ascalon	53,348.29	28,909.20	82,257.49	53,348.29	28,909.20	0.00
Bannockburn	72,121.54	35,969.64	108,091.18	72,121.54	35,969.64	0.00
Cityview	196,018.77	67,491.63	263,510.40	196,018.77	67,491.63	0.00
Dewhurst	66,111.41	13,806.68	79,918.09	0.00	0.00	79,918.09
Donalda	180,320.71	26,903.66	207,224.37	180,320.71	26,903.66	0.00
Double Rose	230,714.54	21,988.17	252,702.71	150,714.54	0.00	101,988.17
Dupont	226,576.80	79,729.91	306,306.71	226,576.80	79,729.91	0.00
Eddystone	55,552.93	11,735.93	67,288.86	55,552.93	11,735.93	0.00
Fraser Lands	61,261.53	10,164.69	71,426.22	7,000.00	0.00	64,426.22
Fraser Properties	65,213.91	11,889.74	77,103.65	0.00	0.00	77,103.65
Global Mills	55,984.01	7,318.08	63,302.09	0.00	0.00	63,302.09
Hidden Gem	167,990.27	47,836.81	215,827.08	167,990.27	0.00	47,836.81
Lesliebrook Holdings	122,095.54	41,720.17	163,815.71	122,095.54	41,720.17	0.00
Liberty Village Lands	53,566.13	28,488.21	82,054.34	53,566.13	0.00	28,488.21
Liberty Village Properties	101,775.66	38,896.38	140,672.04	101,775.66	38,896.38	0.00
Northern Dancer	72,020.22	57,010.94	129,031.16	72,020.22	57,010.94	0.00
Queen's Corner	96,651.08	20,208.36	116,859.44	55,651.08	0.00	61,208.36
Red Door Developments	143,771.91	18,359.62	162,131.53	0.00	63,000.00	99,131.53
Red Door Lands	140,576.97	17,857.40	158,434.37	11,776.97	7,000.00	139,657.40
Richmond Row/165 Bathurst	205,258.17	28,630.56	233,888.73	205,258.17	28,630.56	0.00
Riverdale Mansion	57,513.01	18,083.40	75,596.41	57,513.01	18,083.40	0.00
Royal Agincourt	139,014.95	39,092.82	178,107.77	139,014.95	39,092.82	0.00
Royal Gate Holdings	180,854.18	41,062.06	221,916.24	180,854.18	41,062.06	0.00
Salmon River Properties	36,490.33	7,953.48	44,443.81	0.00	0.00	44,443.81
Skyway	171,800.93	21,985.16	193,786.09	171,800.93	21,985.16	0.00
Tisdale	96,835.66	27,223.15	124,058.81	96,835.66	27,223.15	0.00
Twin Dragons	155,341.78	87,860.74	243,202.52	155,341.78	87,860.74	0.00
West Mall	223,503.34	64,349.07	287,852.41	0.00	0.00	287,852.41
Weston Lands	114,032.32	56,080.68	170,113.00	114,032.32	56,080.68	0.00
Wynford	67,557.67	9,370.77	76,928.44	0.00	0.00	76,928.44
Total Schedule B	3,609,874.56	987,977.09	4,597,851.65	2,647,180.45	778,386.02	1,172,285.18
SCHEDULE C PROPERTIES						
44 Park Lane Circle	53,725.48	15,612.27	69,337.75	53,725.48	15,612.27	0.00
777 St. Clarens	16,965.94	16,041.59	33,007.53	16,965.94	16,041.59	0.00
260 Emerson	16,965.94	15,033.06	31,999.00	16,965.94	15,033.06	0.00
66 Gerrard	57,966.97	25,702.58	83,669.55	57,966.97	25,672.58	0.00
324 Prince Edward	45,242.51	58,038.84	103,281.35	45,242.51	58,038.84	0.00
1 William Morgan	24,563.41	7,240.31	31,803.72	0.00	0.00	31,803.72
3270 American Drive	20,469.51	18,724.49	39,194.00	20,469.51	18,724.49	0.00
321 Carlav	11,310.62	9,847.57	21,158.19	0.00	0.00	21,158.19
346 Jarvis, Unit A.	35,345.71	82,995.13	118,340.84	35,345.71	82,995.13	0.00
346 Jarvis, Unit B	35,345.71	57,967.70	93,313.41	35,345.71	57,967.70	0.00
346 Jarvis, Unit E	35,345.71	2,186.86	37,532.57	0.00	(1,000.00)	38,532.57
346 Jarvis, Unit F	35,345.71	52,947.96	88,293.67	35,345.71	0.00	52,947.96
2454 Bayview	10,234.75	16,415.04	26,649.79	0.00	0.00	26,649.79
30 Hazelton	4,614.37	14,759.10	19,373.47	4,614.37	14,759.10	0.00
30A Hazelton	4,614.37	15,214.49	19,828.86	4,614.37	15,214.49	0.00
24 Cecil	53,725.48	27,810.40	81,535.88	53,638.27	27,897.61	0.00
2 Kelvin	36,759.54	13,279.25	50,038.79	36,759.54	13,279.25	0.00
0 Luttrell	11,310.62	33,879.87	45,190.49	11,310.62	33,879.87	0.00
Total Schedule C	509,852.35	483,696.51	993,548.86	428,340.65	394,115.99	171,092.22
65 Front	35,239.33	47,820.55	83,059.88	35,239.33	0.00	47,820.55
Other properties	22,009.68	0.00	22,009.68		0.00	22,009.68
Total Fee Allocation	4,176,975.92	1,519,494.15	5,696,470.07	3,110,760.43	1,172,502.01	1,413,207.64

DBDC SPADINA LTD., et al
Applicants

NORMA WALTON, et al
Respondents

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced at Toronto

**MOTION RECORD OF THE MANAGER,
SCHONFELD INC.**
*(Motion for approval of a fee allocation
methodology for the period December 1, 2014 to
January 1, 2016)*

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File No. 14-0074

Date: April 1, 2016