

**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 returnable on a date to be fixed)

VOLUME 2 OF 2

September 8, 2020

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J

2019 SCC 30

2019 CSC 30

No. 38051

May 17, 2019

Le 17 mai 2019

Coram: Wagner C.J. and Abella,
Karakatsanis, Côté, Brown, Rowe and
Martin JJ.

Coram : Le juge en chef Wagner et les juges
Abella, Karakatsanis, Côté, Brown, Rowe et
Martin

BETWEEN:**ENTRE :**

Christine DeJong Medicine Professional
Corporation

Christine DeJong Medicine Professional
Corporation

Appellant

Appelante

- and -

- et -

DBDC Spadina Ltd., Dr. Bernstein Diet
Clinics Ltd., 2272551 Ontario Limited,
DBDC Investments Atlantic Ltd.,
DBDC Investment Pape Ltd.,
DBDC Investments Highway 7 Ltd.,
DBDC Investments Trent Ltd.,
DBDC Investments St. Clair Ltd.,
DBDC Investments Tisdale Ltd.,
DBDC Investments Leslie Ltd.,
DBDC Investments Lesliebrook Ltd.,
DBDC Fraser Properties Ltd.,
DBDC Fraser Lands Ltd.,
DBDC Queen's Corner Inc.,
DBDC Queen's Plate Holdings Inc.,
DBDC Dupont Developments Ltd.,
DBDC Red Door Developments Inc.,

DBDC Spadina Ltd., Dr. Bernstein Diet
Clinics Ltd., 2272551 Ontario Limited,
DBDC Investments Atlantic Ltd.,
DBDC Investment Pape Ltd.,
DBDC Investments Highway 7 Ltd.,
DBDC Investments Trent Ltd.,
DBDC Investments St. Clair Ltd.,
DBDC Investments Tisdale Ltd.,
DBDC Investments Leslie Ltd.,
DBDC Investments Lesliebrook Ltd.,
DBDC Fraser Properties Ltd.,
DBDC Fraser Lands Ltd.,
DBDC Queen's Corner Inc.,
DBDC Queen's Plate Holdings Inc.,
DBDC Dupont Developments Ltd.,
DBDC Red Door Developments Inc.,

- 2 -

No. 38051

DBDC Red Door Lands Inc.,
 DBDC Global Mills Ltd.,
 DBDC Donalda Developments Ltd.,
 DBDC Salmon River Properties Ltd.,
 DBDC Cityview Industrial Ltd.,
 DBDC Weston Lands Ltd.,
 DBDC Double Rose Developments Ltd.,
 DBDC Skyway Holdings Ltd.,
 DBDC West Mall Holdings Ltd.,
 DBDC Royal Gate Holdings Ltd.,
 DBDC Dewhurst Developments Ltd.,
 DBDC Eddystone Place Ltd. and
 DBDC Richmond Row Holdings Ltd.

Respondents

- and -

Schonfeld Inc., in its capacity as the
 court-appointed Inspector and Manager of
 Twin Dragons Corporation, Bannockburn
 Lands Inc. / Skyline – 1185 Eglinton
 Avenue Inc., Wynford Professional
 Centre Ltd., Liberty Village Properties Ltd.,
 Liberty Village Lands Inc., Riverdale
 Mansion Ltd., Royal Agincourt Corp.,
 Hidden Gem Developments Inc., Ascalon
 Lands Ltd., Tisdale Mews Inc., Lesliebrook
 Holdings Ltd., Lesliebrook Lands Ltd.,
 Fraser Properties Group,
 Fraser Lands Ltd., Queen's Corner Corp.,
 Northern Dancer Lands Ltd., Dupont
 Developments Ltd., Red Door
 Developments Inc. and Red Door
 Lands Ltd., Global Mills Inc., Donalda
 Developments Ltd., Salmon River
 Properties Ltd., Cityview Industrial Ltd.,
 Weston Lands Ltd., Double Rose
 Developments Ltd., Skyway Holdings Ltd.,
 West Mall Holdings Ltd., Royal Gate
 Holdings Ltd., Royal Gate Nominee Inc.,
 Royal Gate (Land) Nominee Inc., Dewhurst

DBDC Red Door Lands Inc.,
 DBDC Global Mills Ltd.,
 DBDC Donalda Developments Ltd.,
 DBDC Salmon River Properties Ltd.,
 DBDC Cityview Industrial Ltd.,
 DBDC Weston Lands Ltd.,
 DBDC Double Rose Developments Ltd.,
 DBDC Skyway Holdings Ltd.,
 DBDC West Mall Holdings Ltd.,
 DBDC Royal Gate Holdings Ltd.,
 DBDC Dewhurst Developments Ltd.,
 DBDC Eddystone Place Ltd. et
 DBDC Richmond Row Holdings Ltd.

Intimées

- et -

Schonfeld Inc., en sa qualité d'inspectrice et
 gérante nommée par la cour pour
 Twin Dragons Corporation, Bannockburn
 Lands Inc. / Skyline – 1185 Eglinton Avenue
 Inc., Wynford Professional
 Centre Ltd., Liberty Village Properties Ltd.,
 Liberty Village Lands Inc., Riverdale
 Mansion Ltd., Royal Agincourt Corp.,
 Hidden Gem Developments Inc., Ascalon
 Lands Ltd., Tisdale Mews Inc.,
 Lesliebrook Holdings Ltd., Lesliebrook
 Lands Ltd., Fraser Properties Group,
 Fraser Lands Ltd., Queen's Corner Corp.,
 Northern Dancer Lands Ltd., Dupont
 Developments Ltd., Red Door Developments
 Inc. and Red Door
 Lands Ltd., Global Mills Inc., Donalda
 Developments Ltd., Salmon River Properties
 Ltd., Cityview Industrial Ltd., Weston Lands
 Ltd., Double Rose Developments Ltd.,
 Skyway Holdings Ltd., West Mall Holdings
 Ltd., Royal Gate Holdings Ltd., Royal Gate
 Nominee Inc., Royal Gate (Land) Nominee
 Inc.,

- 3 -

Development Ltd., Eddystone Place Inc.,
 Richmond Row Holdings Ltd., El-Ad (1500
 Don Mills) Limited,
 165 Bathurst Inc., 3270 American Drive,
 Mississauga, Ontario, 0 Luttrell Ave.,
 Toronto, Ontario, 2 Kelvin Avenue,
 Toronto, Ontario, 346 Jarvis Street,
 Suites A, B, C, E and F, Toronto, Ontario, 1
 William Morgan Drive, Toronto, Ontario,
 324 Price Edward Drive, Toronto, Ontario,
 24 Cecil Street, Toronto, Ontario, 30 and
 30A Hazelton Avenue, Toronto, Ontario,
 777 St. Clarens Avenue, Toronto, Ontario,
 252 Carlton Street and 478 Parliament
 Street, Toronto, Ontario, 66 Gerrard Street
 East, Toronto, Ontario, 2454 Bayview
 Avenue, Toronto, Ontario, 319-321 Carlaw,
 Toronto, Ontario, 260 Emerson Ave.,
 Toronto, Ontario, 44 Park Lane Circle,
 Toronto, Ontario, 19 Tennis Crescent,
 Toronto, Ontario, 646 Broadview Avenue,
 Toronto, Ontario and Canadian Chamber of
 Commerce

Interveniers

JUDGMENT

The appeal from the judgment of the Court of Appeal for Ontario, Number C62822, 2018 ONCA 60, dated January 25, 2018, was heard on May 14, 2019, and the Court on that day delivered the following judgment orally:

BROWN J. — We agree with Justice van Rensburg, dissenting, at the Court of Appeal that the respondents' claim for knowing assistance must fail, and we adopt her reasons as our own.

No. 38051
 Dewhurst Development Ltd., Eddystone
 Place Inc., Richmond Row Holdings Ltd.,
 El-Ad (1500 Don Mills) Limited,
 165 Bathurst Inc., 3270 American Drive,
 Mississauga, Ontario, 0 Luttrell Ave.,
 Toronto, Ontario, 2 Kelvin Avenue, Toronto,
 Ontario, 346 Jarvis Street,
 Suites A, B, C, E and F, Toronto, Ontario,
 1 William Morgan Drive, Toronto, Ontario,
 324 Price Edward Drive, Toronto, Ontario,
 24 Cecil Street, Toronto, Ontario, 30 and 30A
 Hazelton Avenue, Toronto, Ontario, 777 St.
 Clarens Avenue, Toronto, Ontario, 252
 Carlton Street and 478 Parliament Street,
 Toronto, Ontario, 66 Gerrard Street East,
 Toronto, Ontario, 2454 Bayview Avenue,
 Toronto, Ontario, 319-321
 Carlaw, Toronto, Ontario, 260 Emerson
 Ave., Toronto, Ontario, 44 Park Lane Circle,
 Toronto, Ontario, 19 Tennis Crescent,
 Toronto, Ontario, 646 Broadview Avenue,
 Toronto, Ontario et Chambre de commerce
 du Canada

Intervenantes

JUGEMENT

L'appel interjeté contre l'arrêt de la Cour d'appel de l'Ontario, numéro C62822, 2018 ONCA 60, daté du 25 janvier 2018, a été entendu le 14 mai 2019 et la Cour a prononcé oralement le même jour le jugement suivant :

[TRADUCTION]

LE JUGE BROWN — À l'instar de la juge van Rensburg, dissidente en Cour d'appel, nous sommes d'avis que l'argument des intimées basé sur la notion d'aide apportée en connaissance de cause doit être écarté, et nous faisons nôtres ses motifs.

In view of the statement of the majority at the Court of Appeal that this Court's decision in *Deloitte & Touche v. Livent Inc. (Receiver of)*, 2017 SCC 63, [2017] 2 S.C.R. 855, invited a “flexible” application of the criteria stated in *Canadian Dredge & Dock Co. v. The Queen*, [1985] 1 S.C.R. 662 for attributing individual wrongdoing to a corporation, we respectfully add this. What the Court directed in *Livent*, at para. 104, was that *even where those criteria are satisfied*, “courts retain the discretion to refrain from applying [corporate attribution] where, in the circumstances of the case, it would not be in the public interest to do so” (emphasis added). In other words, while the presence of public interest concerns may *heighten* the burden on the party seeking to have the actions of a directing mind attributed to a corporation, *Canadian Dredge* states *minimal* criteria that must always be met. The appeal is allowed, with costs throughout.

Vu les propos des juges majoritaires de la Cour d'appel portant que l'arrêt de notre Cour *Deloitte & Touche c. Livent Inc. (Séquestre de)*, 2017 CSC 63, [2017] 2 R.C.S. 855, invite à une application [TRADUCTION] « souple » des critères énoncés dans l'affaire *Canadian Dredge & Dock Co. c. La Reine*, [1985] 1 R.C.S. 662 en matière d'imputation à une société des actes fautifs d'un individu, nous tenons, soit dit en tout respect, à ajouter la précision suivante. Ce que la Cour a indiqué dans l'arrêt *Livent*, au par. 104, c'est que *même dans les cas où ces critères sont respectés*, « les tribunaux conservent le pouvoir discrétionnaire de s'abstenir [d']appliquer [le principe de l'imputation d'actes à une société] lorsque, dans les circonstances de l'espèce, il ne serait pas dans l'intérêt public de le faire » (je souligne). Autrement dit, bien que la présence de considérations relatives à l'intérêt public puisse *alourdir* le fardeau incombant à la partie qui demande que soient imputés à une société les actes d'une âme dirigeante de cette dernière, l'arrêt *Canadian Dredge* établit des critères *minimaux* qui doivent toujours être respectés. Le pourvoi est accueilli, avec dépens devant toutes les cours.

J.S.C.C.
J.C.S.C.

K

2019 ONSC 5408
Ontario Superior Court of Justice

R. v. Walton

2019 CarswellOnt 15068, 2019 ONSC 5408, 158 W.C.B. (2d) 205

HER MAJESTY THE QUEEN and NORMA WALTON

M.A. Code J.

Heard: August 16, 2019; September 3, 2019; September 4, 2019; September 19, 2019

Judgment: September 19, 2019

Docket: CR-19-10000286-0000

Counsel: Craig Power, for Crown

Howard Cohen, Sabrina Waraich, for Ms Walton

Subject: Contracts; Criminal; Property

SENTENCING of accused for conviction for two counts of theft.

M.A. Code J.:

A. OVERVIEW

1 Norma Walton was tried on an Indictment alleging two counts of theft over and one count of fraud over. Her husband, Ronauld Walton, was jointly charged with her on the two counts of theft over. After a trial by jury that proceeded for four weeks, Ms. Walton was convicted on the two counts of theft over and acquitted on the one count of fraud over. Her husband was acquitted on the two counts of theft over.

2 The jury returned their verdicts on June 8, 2019. Sentencing was adjourned to August 16, 2019 when a number of character witnesses testified. Ronauld Walton also testified and numerous documents and character reference letters were filed. The defence sought a further adjournment of sentencing, in order to allow Dr. Hy Bloom to complete a psychiatric assessment of Ms. Walton. I allowed a further adjournment to September 3, 2019, when Dr. Bloom testified. Sentencing submissions were completed on September 4, 2019 and I reserved judgement until September 13, 2019. At that time, a further short adjournment was requested by Ms. Walton due to a family emergency. I adjourned sentencing until September 19, 2019.

3 These are my Reasons for Sentence.

B. FACTS RELATING TO THE OFFENCES

4 The facts relating to the two theft offences are somewhat lengthy and complex. The evidence heard at trial is set out in the written Charge to the Jury, at pp. 123-195. The written Charge is a public document, as it was given to the jury during their deliberations and filed as a lettered Exhibit. I will not repeat that lengthy summary of the evidence and simply adopt it for purposes of these Reasons for Sentence.

5 In brief summary, the facts relating to the two counts of theft over arose out of Ms. Walton's real estate development business. She and her husband were lawyers who began practising law together in Toronto in 1995. A few years later, in 2000, they began buying, re-developing and selling Toronto real estate. By 2012, they had considerable experience and success in the real estate development business, having bought 28 properties, sold 19 of them, and kept nine. Each property development project was separately incorporated. The projects were financed with both mortgage debt and equity investments. Ms. Walton and her husband also incorporated their own business, the Rose and Thistle Group Ltd., to manage and develop the various real estate projects. Ms. Walton was the active partner in the business. The evidence at trial was that Ronauld Walton played a minimal role in the real estate development business, consistent with the jury's verdicts of not guilty in relation to Mr. Walton's alleged involvement in the two counts of theft over.

6 Dr. Stanley Bernstein was a mortgage lender in eight of Ms. Walton's real estate projects, between 2008 and 2010. The mortgages were repaid once these projects were completed. In 2010, Dr. Bernstein began investing as an equity partner in Ms. Walton's projects, together with her and her husband. By 2013, Dr. Bernstein and the Waltons jointly owned 32 separate real estate development projects. Typically, the written investment Agreements for these projects provided that Dr. Bernstein owned 50% of the shares in each corporate entity that was to hold and develop each real estate development project, while the Waltons owned the other 50% of the shares. Dr. Bernstein did not play an active role in any of the real estate development projects. He is a medical doctor and had a busy professional life of his own, running a large number of successful diet clinics. It was Ms. Walton who had the expertise in real estate development and she was the active partner in this business, finding the properties, arranging financing, buying, developing and then selling the various entities that held the real estate. Mr. and Ms. Walton would typically give personal guarantees to the mortgage lenders on these projects.

7 In the three years between 2010 and 2013, Dr. Bernstein invested about \$110 million in the 32 real estate projects that Ms. Walton bought and developed. Towards the end of this period, Dr. Bernstein began to have concerns about his investments in the Walton real estate projects. He had his Director of Finance and Accounting at the diet clinics, one James Reitan, look into the real estate projects. During the spring and summer of 2013, Mr. Reitan became concerned about certain practises and transactions that he had discovered, and he began writing to Ms. Walton

about his concerns. In particular, on June 7, 2013 Mr. Reitan wrote Ms. Walton a letter setting out various areas of concern or complaint. The relationship between Dr. Bernstein and Ms. Walton deteriorated over the ensuing months. In September 2013, Dr. Bernstein retained counsel and in early October 2013 he commenced civil litigation against the Waltons, seeking certain oppression remedies. The Court appointed a Receiver and various judgements were issued by Newbould J. and Brown J., as he then was, eventually leading to findings of civil fraud against the Waltons. The civil litigation resulted in a large \$66 million judgement. As the civil litigation was proceeding, a criminal investigation was commenced which led to the charges in the present case. The history of these early steps in the civil and criminal proceedings is set out in detail in my written Reasons, dismissing a pre-trial abuse of process Motion. See: *R. v. Walton*, 2019 ONSC 928 (Ont. S.C.J.).

8 The two counts of theft over, on which the jury convicted Ms. Walton, relate to two of the real estate projects where Dr. Bernstein was an equity investor. Ms. Walton incorporated Global Mills Inc. and Donalda Developments Ltd. in July and August 2012. Mr. and Ms. Walton were the corporate directors. The purpose of these two corporations was to hold and develop two properties located at 1450 and 1500 Don Mills Road in Toronto. Dr. Bernstein entered into the two investment Agreements with the Waltons on September 4, 2012. He invested \$6,510,313 in the Global Mills project and \$ 13,500,000 in the Donalda project. The Agreements provided that "any decisions concerning the selling or the refinancing of the Property will require his [Dr. Bernstein's] approval". The Agreements also provided that "the Company will only be used to purchase, renovate and sell the property at 1450 (and 1500) Don Mills Road, Toronto, Ontario or such other matters *solely relating to the Project and the Property*" (emphasis added). Attached to each of the Agreements was a *pro forma* titled "Exhibit A" setting out the anticipated capital required for each project. The Agreements stated that the projects would be completed "in accordance with Exhibit A" and that "any significant decisions that vary from the Project Plan described in Exhibit A will require his [Dr. Bernstein's] approval". Exhibit A to the Global Mills project described the "total capital required" as \$31,020,625, including both equity investments by Dr. Bernstein and the Waltons and an \$18 million mortgage that was being advanced by a commercial lender, Trez Capital. Exhibit A to the Donalda project described the "total capital required" as \$56,823,908, including both equity investments by Dr. Bernstein and the Waltons and two mortgages totaling \$34,400,000 from lenders named OTERA and ELAD.

9 The above mortgage monies were advanced to the two projects in October and November 2012 and the two developments proceeded over the next ten months. On July 31, 2013, Ms. Walton arranged for additional mortgage financing of \$3 million on each of the two Don Mills projects. She signed the mortgage agreements in her capacity as President of the Donalda and Global Mills corporations. She also signed personal guarantees, on behalf of both herself and her husband (according to her testimony at trial). She instructed the lawyer on the mortgage transactions, one Todd Holmes, to pay various liens, taxes and fees relating to the mortgages and to then advance the balance of the mortgage proceeds to the Rose and Thistle Group corporate bank account.

10 There is no dispute that Dr. Bernstein was *not* advised of this \$6 million in new mortgage financing obtained by the two Don Mills projects on July 31, 2013. Nor was he advised that the net proceeds of the two new mortgages was paid out to the Waltons' own company, Rose and Thistle Group, on August 1, 2013, rather than being paid to Donalda and Global Mills. Mr. Reitan discovered the two new mortgages later in August 2013, when he became suspicious and retained a law firm to search the titles to the two properties. There were a series of email exchanges between Ms. Walton, Dr. Bernstein, and Mr. Reitan in August, September and October 2013, that I will refer to below, where she was not honest and forthright about these two new mortgages or about the use of the mortgage proceeds.

11 After Newbould J. had appointed a Receiver in October 2013, various banking records were obtained and James Merriweather carried out a tracing analysis in relation to the \$6 million mortgage proceeds. Those records and that analysis show the following:

- the net proceeds of the new Global Mills mortgage totaled \$2,661,369.61 and it was deposited into the Rose and Thistle account on August 1, 2013;
- the net proceeds of the new Donalda mortgage totaled \$2,888,250.79 and it was deposited into the Rose and Thistle account on August 1, 2013;
- the monies from these two large deposits, totaling approximately \$5.5 million, were disbursed out of the Rose and Thistle account over the next two weeks. The account had a balance of about \$18,000, prior to the two deposits, and it had a balance of about \$23,000 after the various disbursements were made during the first two weeks of August 2013. There were no other significant deposits into the account during this two week period. In other words, it appears that the \$5.5 million was needed by a number of persons and entities other than Global Mills and Donalda because it was almost immediately disbursed to these other persons and entities;
- the recipients of the \$5.5 million transferred out of the Rose and Thistle account in these first two weeks of August 2013 were as follows: 32 real estate development projects jointly owned by Dr. Bernstein and the Waltons received approximately \$3.3 million (including \$1,051,800 advanced to Donalda and \$231,300 advanced to Global Mills, the two corporate borrowers of the mortgage monies); and approximately \$2.2 million was transferred to 27 other companies, persons, or entities in which only the Waltons, and not Dr. Bernstein, had an interest (I will analyse this \$2.2 million in more detail below); included in the latter group of payments to Walton entities was \$460,000 transferred directly into the Waltons' own personal bank account where it was used almost immediately to pay their income taxes owing to Revenue Canada, mortgage payments owing on their home, and various debts owing on personal lines of credit.

12 The jury must have been satisfied that the above facts made out the essential elements of the offences of theft from the Global Mills and Donalda corporate victims, namely, a taking or converting of money in excess of \$5000, that belonged to the two corporate borrowers, fraudulently and without colour of right, and with intent to deprive the corporate victims of the money, at least temporarily. The only element of theft that was seriously challenged by the defence at trial was the primary mental element, namely, whether Ms. Walton took or converted some or all of the mortgage proceeds "fraudulently and without colour of right". The jury was instructed as follows in relation to assessing Ms. Walton's testimony concerning this element (at pp. 88-9 of the written Charge):

"If you accept Ms. Walton's testimony, or if it leaves you in a state of reasonable doubt, to the effect that she honestly believed she had a right to take and spend the mortgage proceeds advanced to the two Don Mills projects as she saw fit, then this third element of theft would not have been proved and you must find Ms. Walton not guilty" (emphasis added).

13 The jury must have rejected Ms. Walton's evidence to the effect that she believed she had a legal right to take the mortgage proceeds and to use the money for other purposes (characterizing the various transfers as "inter-company loans" and "withdrawn equity"). The jury must have found that she took or converted some or all of the Donalda and Global Mills mortgage monies "fraudulently and without colour of right", that is, knowing that she had no legal right to take certain amounts for certain purposes that were unrelated to Donalda and Global Mills. What is not clear from the jury's verdict is *what specific amount* of the mortgage proceeds was taken or converted, "fraudulently and without colour of right". That is because various theories or routes were left to the jury concerning the *actus reus* element, namely, "takes or converts" an amount of the money in excess of \$5000. In this regard, the jury was instructed as follows (at pp. 82-3 and 91-2 of the written Charge):

" . . . ask whether the Crown has proved that the \$6 million mortgage loan monies advanced by the lenders on July 31, 2013 belonged to Global Mills Inc. and to Donalda Developments Ltd. (in the amount of \$3 million each). And ask whether the Crown has proved that Ms. Walton "took or converted" that money or some portion of that money, by transferring it to the Rose and Thistle Group corporate bank account, and then further transferring \$2.2 million approximately to companies or entities owned solely by the Waltons, including transferring \$460,000 to the Waltons' personal bank account . . . Whether you take a broad view or a narrow view of any amount that was taken or converted, fraudulently and without colour of right, that amount would appear to exceed \$5000" (emphasis added).

14 The jury's verdict does not reveal whether they took a narrow or a broad view of the quantum of the two thefts, because the jury does not give Reasons. Accordingly, I must make findings of fact on that issue for purposes of sentencing. See: *R. v. Ferguson*, [2008] 1 S.C.R. 96 (S.C.C.).

The Crown submits that the entire net proceeds of the two mortgages, totaling almost \$6 million, was taken or converted fraudulently and without colour of right, at the moment it was transferred to the Rose and Thistle Group bank account. The defence submits that only \$460,000 was the subject of a theft when it was transferred to the Waltons' personal bank account and spent on their personal debts and personal needs, and that Ms. Walton honestly believed she had a colour of right to transfer the rest of the monies to all the other entities, regardless of whether Dr. Bernstein had any interest in these other entities.

15 I am satisfied beyond reasonable doubt that the true quantum of the two thefts lies somewhere in between these two positions taken by the parties. I have a reasonable doubt as to whether the approximately \$3.3 million transferred initially to the Rose and Thistle account and then on to the 32 real estate projects, jointly owned by Dr. Bernstein and the Waltons, was the subject of theft. All of these transfers, except those made to Global Mills and Donalda, were in violation of the terms of the investment Agreements, which required that the mortgage proceeds be used "solely" in relation to these two projects. It was improper, from a corporate law perspective, to use Global Mills and Donalda corporate assets (their borrowed money) for non-corporate purposes. Nevertheless, a large portion of this money (almost \$1.3 million) was almost immediately transferred to the Global Mills and Donalda corporations themselves, suggesting that the Rose and Thistle account may have been used on occasion as a kind of pooling or clearing account for Walton-Bernstein projects, as Ms. Walton asserted in some of her emails. I do not believe or accept Ms. Walton's testimony for a number of reasons, set out below, but I do have a reasonable doubt as to her honest belief in a colour of right to temporarily transfer monies between the various jointly owned Bernstein-Walton projects (the so-called "joint portfolio" or "Schedule B" companies).

16 I have no such reasonable doubt in relation to the transfers to the companies, persons, or other Walton entities, in which Dr. Bernstein had no interest whatsoever. Ms. Walton is an intelligent, sophisticated, trained lawyer and it is elementary that she could not, and would *know* that she could not, take corporate money belonging to Donalda and Global Mills and transfer it and then use it for the benefit of entities that she and her husband owned and that had nothing to do with their joint Bernstein projects. Ms. Walton's testimony in relation to this issue was not credible on its face. In addition, her evidence changed rather dramatically, between examination in chief and cross-examination, initially describing these transfers as "inter-company loans" and "withdrawal of equity" and then completely denying knowledge of the transfers to non-Bernstein companies. See: Charge to the Jury, pp. 112-114 and 179-188 where this testimony is summarized. I am satisfied that she knew it was wrong to transfer the mortgage proceeds belonging to Global Mills and Donalda into her own personal bank account and into other entities or companies in which Dr. Bernstein had no interest. All of these transfers were solely for her own benefit and her husband's benefit and she knew she had no legal right to take or convert corporate money for this plainly improper purpose. That is why her "after the fact conduct" was characterized by repeatedly false statements that misled Dr. Bernstein and Mr. Reitan about the two new mortgages, and about

the status of the \$6 million mortgage proceeds, in her August, September and October 2013 emails (as summarized in the Charge to the Jury at pp. 39-41 and 182-5).

17 The exact amounts of these transfers of the mortgage proceeds to entities in which Dr. Bernstein had no interest is somewhat difficult to calculate because Mr. Merriweather's testimony at the criminal trial was quite brief and his tracing analysis did not go into detail about some of the transfers. His analysis of the 27 transfers to the so-called "Schedule C" companies (Walton companies in which Dr. Bernstein had no interest) and to other Walton entities totals \$2,214,631. However, I would exclude three of these transfers for the reasons summarized below:

- the \$353,500 transfer to Richmond Row is in fact a payment to a "Schedule B" company in which Dr. Bernstein had invested. Mr. Merriweather did not treat it as part of the "Schedule B" transfers because it was described as "repay Rose and Thistle loan", that is, it was payment of a prior Rose and Thistle liability owed to Richmond Row. However, there was no evidence at the criminal trial as to the purpose of the original loan from Richmond Row to Rose and Thistle and I cannot properly evaluate whether this payment does or does not relate to the joint Bernstein-Walton portfolio;
- the \$55,935 payment for Yardi software purchased by Rose and Thistle. I am satisfied on all the evidence that this purchase was substantially for the benefit of all the "Schedule B" companies, as Dr. Bernstein, Ms. Walton, and Mr. Reitan were actively engaged in efforts to upgrade the joint portfolio's book-keeping with this new Yardi software; and
- the \$9,960 final transfer is simply described by Mr. Merriweather in his chart as "other disbursements made by Rose and Thistle." The Crown agrees that there was no evidence at the criminal trial from Mr. Merriweather, or anyone else, about the four miscellaneous "other payments" under this final column.

18 These three transfers of the mortgage monies from the Rose and Thistle account total \$419,395. They should be *deducted* from Mr. Merriweather's total of \$2,214,631 in transfers to the "Schedule C" and other Walton entities. In the result, I am satisfied that the total amount of the two thefts is \$1,795,236. In other words, the gravity of the thefts, in terms of *their quantum*, is just under \$1.8 million.

C. FACTS RELATING TO THE OFFENDER

19 Ms. Walton is 49 years old. She was born and raised in London, Ontario. She has three university degrees, including an LLB and an executive MBA from the University of Western Ontario. She met her husband at law school, they married and moved to Toronto in 1993 to article, write bar exams, and then practise law together at their own firm, beginning in 1995. She practised family law and he practised employment law. As noted previously, they began buying, developing,

and selling Toronto real estate in 2000 and this became their primary business and source of income.

20 Ms. Walton was the subject of Law Society disciplinary proceedings in 2014, *unrelated* to the subject matter of the present case. As a result of these Law Society proceedings, her license to practise law was revoked. When the civil proceedings began before Newbould J. and Brown J., relating to her real estate development activities involving Dr. Bernstein (including the facts relating to present case), a second Law Society disciplinary proceeding was commenced. As a result, a second revocation of Ms. Walton's license was imposed. She has now been convicted of two counts of theft over. As a practical matter, it is unlikely she can ever be reinstated and can ever practise law again. In addition, Newbould J. granted judgement against her in the amount of \$66.95 million, for civil fraud, and he held that the judgement survives bankruptcy. In other words, she will likely be pursued by creditors for the rest of her life. Her husband has surrendered his license to practise law.

21 The Waltons have four children: two twin boys, aged 13; and two daughters, aged ten and six. The children were the subject of both evidence and argument on the sentencing hearing. In particular, it was submitted that the children would suffer exceptional hardship if their mother was incarcerated because their father was physically "disabled" and "unable to work" and, therefore, was substantially unable to care for the children. I cannot accept this submission, largely because it relies heavily on Mr. Walton's own testimony about his own alleged incapacity. I *do* accept that the children will suffer, if their mother is incarcerated, especially the two young girls. But their father is not incapacitated and he is not incapable of working and caring for the children.

22 The evidence in this regard is that the two 13 year old boys are exceptional hockey players. Indeed, they are apparently amongst the very best in Canada, in their age group. As a result, it appears that they are likely to secure hockey scholarships to U.S. universities. Mr. Walton has been heavily involved in their commitment to hockey and it has become their whole life. They apparently play hockey every single day of the year and are committed to a future as hockey players. The ten year old girl has also become an exceptional hockey player. The four children were described by the character witnesses as very bright and engaged.

23 Mr. Walton testified at the sentencing hearing about a history of back pain and blood clots due to thrombosis, dating back to 2010 and 2011. He asserted that the combination of these two conditions, and certain difficulties with medical treatment, has caused inability to sleep and inability to work because the pain can sometimes incapacitate him. As a result, Ms. Walton became the primary and sometimes the sole care giver for the four children, as well as the primary worker and source of family income. Mr. Walton was not a credible or reliable witness when he testified at the sentencing hearing. He had a poor memory, he was inconsistent on some issues, improbable on other issues, and evasive on occasion. He seemed to be excited and would overstate and exaggerate his evidence, and would then reconsider and qualify what he had said. Most

importantly, the medical records that he provided to the Court do not support his alleged incapacity. Reports from Dr. Hakoun and Dr. Silverman in 2014 and 2015 repeatedly described him as "very active", "sleeps well", "exercises daily", "sleep, no concerns", "mood, no concerns", and "he is very active, exercising daily, playing hockey a lot". In 2016, he was said to have, "relatively full and pain-free neck range and trunk rotation" but "refuses to flex his lumbar spine as he is afraid of causing pain". The doctor prescribed "relaxation strategies" and "breathing" exercises.

24 Dr. Bloom interviewed Mr. Walton prior to the sentencing hearing. He testified that, in his view, Mr. Walton has difficulties with alcohol, in addition to his deep vein thrombosis. According to Dr. Bloom, Mr. Walton provided "specious reasons" for discontinuing medical treatment for his back pain and blood clots. Mr. Walton mentioned nothing about difficulties with alcohol during his testimony.

25 In light of the above record, there is no credible evidence before the Court that Mr. Walton is "disabled" due to any medical condition or that he will be unable to work and care for his children. He attended court every day during a four week trial, during a two day pre-trial Motion, and during a three day sentencing hearing, over the course of the eight months that I have seen him. He never appeared to be incapacitated or disabled, including when testifying. In addition, the evidence at the sentencing hearing was that Ms. Walton's parents have been very helpful. They are close to their grandchildren and have been very involved in their lives. They have also provided financial support to the Waltons. They live nearby in Toronto.

26 Dr. Bloom was retained to provide a psychiatric assessment as to whether Ms. Walton was suffering from a mental disorder, either related to post-partum depression or a mood disorder, at the time of the relevant events in late July and early August 2013. She had given birth to her fourth and last child in May 2013 and had returned to work in June 2013, a month after giving birth. She took the baby to work and had help from a nanny who would come to work with Ms. Walton. Dr. Bloom rejected Ms. Walton's suggestion that she was suffering from some kind of mental disorder. However, he did provide helpful insight into her upbringing and her personality, and how it may relate to the present offences. He testified that the theft offences in the present case likely have more to do with the kind of person she is, than with any kind of mental disorder. She came from a religious, competitive, over-achieving family where she was the eldest child and where she was expected to succeed. Her father was very successful, her brother was very accomplished, and failure was not tolerated. She wanted to succeed and wanted to prove that she could reach her goal of a "billion dollar real estate portfolio". Her husband's drinking was a constant burden to her, indeed Dr. Bloom was told about some psychological abuse of Ms. Walton by her husband. In Dr. Bloom's view, the relevant events in late July and early August 2013, in the context of Ms. Walton's real estate ambitions, were like a "fast moving train" where events simply "got out of control". She kept taking on more and more responsibility, with no help from her husband, animated by the thrill of her goal and by her need to succeed.

27 Ms. Walton testified before the jury for four days. She took almost complete control of her own examination-in-chief. She provided an animated, forceful and, at times, righteous and indignant account of the relevant events. Based on my observations, there is considerable merit in Dr. Bloom's above summarized analysis as to what may have happened in this case and why it happened.

28 The four character witnesses spoke highly of Ms. Walton's generosity, warmth, and kindness. This evidence was amplified in the numerous character reference letters.

D. THE POSITIONS OF THE PARTIES

29 The Crown submitted that the appropriate total sentence is six years in the penitentiary, a restitution order in the amount of \$6 million, and a fine in lieu of forfeiture in the amount of \$6 million. This submission was premised on the case being at the top end of the appropriate range for this kind of offence because the quantum of the two thefts was just under \$6 million (as discussed above) and because of certain other aggravating factors relied on by the Crown (discussed below). When pressed during oral argument as to his position, in the event that the quantum of the thefts was substantially less than \$6 million, and taking certain mitigating factors into account, Mr. Power conceded that a three year sentence is the bottom end of the range and that it could be appropriate in these circumstances.

30 The defence conceded that a prison sentence would normally be required, in order to achieve general deterrence for this kind of offence. However, Mr. Cohen submitted that there were a number of "exceptional circumstances" in this case that made it appropriate to impose a non-custodial sentence, namely, three years probation with a significant Community Service Order. This submission relied heavily on the defence position that the quantum of the theft was \$460,000 (as discussed above), together with certain other mitigating circumstances (discussed below). When pressed during oral argument as to his position, in the event that the quantum of the thefts was substantially more than \$460,000, Mr. Cohen submitted that a 12 month jail sentence would be appropriate.

31 It can be seen that the parties are some distance apart, especially in relation to their primary positions, namely, six years imprisonment versus a non-custodial sentence.

E. ANALYSIS

32 The principles of sentencing are set out in ss. 718, 718.1, and 718.2 and I am bound by those principles. The fundamental principle of sentencing is "proportionality", as set out in s. 718.1, namely, the sentence "must be proportionate to the gravity of the offence and the degree of responsibility of the offender".

33 The predominant sentencing principles and the appropriate range of sentence for the present offence is well-established by a long line of appellate decisions. In the most recent case, *R. v. Davatgar-Jafarpour* (2019), 146 O.R. (3d) 206 (Ont. C.A.) at paras 34-35, the Court summarized this line of binding authority as follows:

In cases of large-scale fraud, the range of sentences imposed in circumstances like the one at bar is generally three to five years: see *R. v. Khatchatourov* (2014), 313 C.C.C. (3d) 94, at paras. 37-45 (Ont. C.A.); *R. v. Dobis* (2002), 58 O.R. (3d) 536 at paras. 36-37 (C.A.); *R. v. Bogart* (2002), 61 O.R. (3d) 75 at para 36 (C.A.), leave to appeal to S.C.C. refused [2002] S.C.C.A. No. 398. This range reflects the substantial weight that courts must give to the principles of general deterrence and denunciation: *Bogart*, at para. 29; *R. v. Drabinsky* (2011), 107 O.R. (3d) 595 at paras. 160-161 (C.A.), leave to appeal to S.C.C. refused [2011] S.C.C.A. No. 491. As this court explained in *Bogart*, at para. 30:

This court has affirmed that in cases of large-scale fraud committed by a person in a position of trust, the most important sentencing principle is general deterrence. Mitigating factors and even rehabilitation become secondary. In *R. v. Bertram and Wood* (1990), 40 O.A.C. 317, this court observed that most major frauds are committed — as this one was — by well-educated persons of previous good character. Thus the court held at p. 319,

The sentences in such cases are not really concerned with rehabilitation. Instead, they are concerned with general deterrence and with warning such persons that substantial *penitentiary* sentences will follow this type of crime, to say nothing of the serious disgrace to them and everyone connected with them and their probable financial ruin.

(Emphasis in original).

It is well established that, "a penitentiary sentence is the norm, not the exception, in cases of large-scale fraud and in which there are no extraordinary mitigating circumstances": *R. v. Leo-Mensah* (2010), 101 O.R. (3d) 366 at para. 11 (C.A.), leave to appeal refused [2010] S.C.C.A. No. 170. As this court explained in *Drabinsky*, at para. 160, the sentencing principles of general deterrence and denunciation for large-scale commercial frauds will "most often find expression in the length of the jail term imposed". For these reasons, as noted above, large-scale frauds like the one in this case ordinarily merit a sentence in the range of three to five years: see *Khatchatourov*, at paras. 37-45; *Dobis*, at paras. 36-37; *Bogart*, at para. 36.

34 Sentencing ranges, like the above three to five year range referred to in *Jafarpour*, "are merely guidelines" and "just one tool among others" in determining an appropriate sentence in a particular case. See: *R. v. Suter*, [2018] 2 S.C.R. 496 (S.C.C.) at para. 25; *R. c. Lacasse*, [2015] 3 S.C.R. 1089 (S.C.C.) at para. 58. As a result, there are cases where particularly strong mitigating

circumstances and/or less aggravating circumstances exist, and so shorter sentences outside the three to five year range have been appropriately imposed. See, e.g.: *R. v. McEachern* (1978), 42 C.C.C. (2d) 189 (Ont. C.A.) and *R. v. Pierce* (1997), 114 C.C.C. (3d) 23 (Ont. C.A.), where 18 month and 12 month sentences were imposed in cases involving \$87,000 and \$270,000 frauds committed by an assistant branch manager at a bank (in *McEachern*) and by the comptroller and book-keeper of a small clothing company (in *Pierce*). Similarly, there are cases with particularly strong aggravating circumstances and/or weak mitigating circumstances where sentences above the three to five year range have been appropriately imposed. See, e.g.: *R. v. Gaudet* (1998), 125 C.C.C. (3d) 17 (Ont. C.A.) at pp. 22 and 40-42 and *R. v. Bjellebo*, [2003] O.J. No. 3946 (Ont. C.A.) [hereinafter *Bellfield*], where an eight year sentence was upheld for a senior officer and major shareholder of a Toronto brokerage house who was the leader of \$12 million fraud (in *Gaudet*) and where sentences of seven and ten years were upheld as being at "the high end" of "the acceptable range" in a "highly sophisticated and massive fraud involving \$118 million against the public purse and \$22 million against more than 600 individuals" (in *Bellfield*).

35 Before turning to the particular mitigating and aggravating circumstances in the present case, I should address the fact that Ms. Walton was convicted of theft and not fraud. It was not seriously submitted by defence counsel that the above line of authority concerning "cases of large-scale fraud" did not apply because the present case was charged as theft. In my view, the same sentencing principles apply to both large scale thefts and large scale frauds, especially those involving breaches of trust. The offence of theft requires proof of "fraudulent intent", both fraud and theft are crimes of dishonesty (involving either taking or deprivation of the victim's property), and the offence of large scale theft by a senior officer and director of a corporation requires emphasis on denunciation and deterrence just as much as the offence of fraud. Indeed, one of the leading cases in the above line of authority, *R. v. Dobis* (2002), 163 C.C.C. (3d) 259 (Ont. C.A.), involved convictions for *both* fraud and theft from a company where the accused was the accounting manager. MacPherson J.A. (Moldaver and Feldman JJ.A., concurring) described it as a case of "large scale fraud and theft involving over \$2 million committed by a senior and trusted employee of a mid-size family company". The accused was "in a position of trust" when he engaged in a course of "dishonest conduct" that involved both theft and fraud. The Court held that three years was the appropriate sentence. Also see: *R. v. Gaudet*, *supra* at para. 85; *R. v. Ruhland* (1998), 123 C.C.C. (3d) 262 (Ont. C.A.) at para. 21; *R. v. Grossman*, [1980] O.J. No. 554 (Ont. C.A.). In all three of these cases, the taking of corporate assets was referred to interchangeably by the Court of Appeal as both fraud and theft.

36 I should also note, in this regard, that the maximum sentence for theft over pursuant to s. 334(a) is ten years imprisonment whereas the maximum sentence for fraud over is now 14 years pursuant to s. 380(1)(a). However, many of the leading cases in the above line of authority, concerning the three to five year range of sentence for "large scale fraud", were decided *prior to* the 2004 amendments which increased the sentence for fraud over from ten years to 14 years. In particular, both *Bogart* and *Dobis* were decided in 2002 when there was a ten year maximum. The

authorities relied on in those two leading Court of Appeal decisions were, needless to say, decided well before the 2004 amendments.

37 In my view, the aggravating circumstances in the present case are the following:

- First, the almost \$1.8 million quantum of the two thefts is a very significant amount that immediately distinguishes the present case from the less serious offences committed in cases like *McEachern* and *Pierce*, where \$87,000 and \$270,000 was taken and where reformatory sentences were imposed;
- Second, Ms. Walton was a Director and was the President of the two corporate victims. In other words, she was in the most senior position of trust in both companies and she abused that trust. Again, this distinguishes the present case from cases like *McEachern* and *Pierce* where more junior employees and officers were involved and so the "quality and degree of trust" was less significant. In this regard, see *R. v. Williams*, [2007] O.J. No. 1604 (Ont. S.C.J.) at para. 30 and *R. v. Clarke* (2004), 189 O.A.C. 331 (Ont. C.A.) at para. 18. It was faintly argued that Ms. Walton did not abuse a position of trust because her scheme was unsophisticated and transparent. This submission is factually inaccurate, as will be explained below, because Ms. Walton attempted to cover up the thefts and was not transparent and open in disclosing the various transactions. It was also submitted that she was not in a position of trust because she was a major shareholder in the two companies and was contractually obliged to act as a Director by her investment Agreement with the other major shareholder, Dr. Bernstein. This submission is legally misconceived. Ms. Walton undoubtedly had a fiduciary duty to the two companies and could not favour her own personal interests to the detriment of the two companies, even though she was a major shareholder. In this regard, see *R. v. Ruhland*, *supra* at paras. 19-21 where Finlayson J.A. (Catzman and Goudge JJA., concurring) responded to a similar argument and stated:

The submission that the "owners" of the company, namely Ruhland and the Fingolds, did not consider themselves defrauded and therefore there was no fraud, reflects a complete misunderstanding of the fundamental concept of corporate law that the corporation is a legal entity distinct from its shareholders. Creditors look to the company for the satisfaction of the company's trade and other debts, not the shareholders. By stripping assets from the corporation, the shareholders committed a crime against the corporation and defeated the ability of the corporation to carry on its commercial life.

Also see: *R. v. Kelly* (2008), 76 W.C.B. (2d) 779 (Ont. S.C.J.) [2008 CarswellOnt 1616 (Ont. S.C.J.)] at paras. 3 and 23-4; *R. v. Drabinsky* (2009), 246 C.C.C. (3d) 214 (Ont. S.C.J.) at paras. 24-5, *aff'd* (2011), 107 O.R. (3d) 595 (Ont. C.A.); *R. v. Rosenberg*, [1993] O.J. No. 3260 (Ont. Gen. Div.) at para. 4; Van Duzer, *The Law of Partnerships and Corporations* [Irwin Law, 2009], 3rd Ed. at pp. 340-345 where the "fiduciary obligation" of officers and directors "to take all necessary steps to

protect . . . shareholders' interests" is discussed, as Watt J. (as he then was) put it in *Rosenberg*;

Third, the offences involved relatively sophisticated collateral acts of dishonesty by Ms. Walton, in particular the following: an elaborate deception of the lawyer Todd Holmes concerning Mr. Walton's personal guarantee; not disclosing to the mortgage lenders that Dr. Bernstein was a 50% shareholder in the two borrower corporations; not advising Dr. Bernstein and obtaining his prior consent to the two new mortgages, as required by the investment Agreements; and then repeatedly misleading Dr. Bernstein and Mr Reitan about the two new mortgages by making deceptive money transfers related to the mortgage payments and by making a series of false statements in emails over a two month period during August, September and October 2013. I cannot be satisfied on the present record, contrary to the Crown's submission, that these facts constitute either proof beyond reasonable doubt or provide a basis to lay separate criminal charges, that can then be taken into consideration as such on sentencing pursuant to s. 725. However, I am satisfied beyond reasonable doubt, pursuant to s. 724(3)e, that Ms. Walton engaged in a relatively sophisticated pattern of collateral dishonesty, in order to initially commit the offences and then to cover them up during the ensuing two month period, as summarized above. I should also note, in this regard, that there was no evidence at the criminal trial, from any of the contemporaneous records and documents, to support Ms. Walton's claim that all of the transfers of the mortgage proceeds were recorded in the books as "inter-company loans" or "withdrawn equity". See: *R. v. Davatgar-Jafarpour*, *supra* at para. 39.

38 On the other hand, there are a number of mitigating circumstances, as follows:

- First, the thefts took place during a relatively short two week time frame, although the dishonest steps used to commit the offences and to then attempt a cover-up took place over a longer two to three month period, as summarized above;
- Second, there have been significant collateral consequences, in addition to the criminal convictions and the sentence to be imposed. In particular, there is a \$66 million civil fraud judgement and Ms. Walton has been disbarred, although both of these consequences relate to conduct that extends well beyond the present offences;
- Third, Ms. Walton made some significant efforts to repay the stolen money, after the thefts came to light during the Receivership (as will be discussed below when analysing the Crown's submission seeking restitution and forfeiture);
- Fourth, Ms. Walton is the mother of four children, including two relatively young girls, and the sentence will have an impact on them.

39 I should briefly address various submissions made by both the Crown and the defence concerning certain other allegedly aggravating and mitigating circumstances that I have *not* accepted. In particular, the Crown submitted that there was evidence at trial of a broad pattern of mismanagement and misappropriation of Dr. Bernstein's \$110 million investments in the 32 real estate projects that were being developed by Ms. Walton and that this was an aggravating factor that should be considered on sentencing, pursuant to s. 725. There was certainly evidence adduced at trial of many other suspicious transactions, aside from the facts underlying the two theft convictions. These transactions became part of the \$66 million civil fraud judgement and they formed part of the evidentiary basis for the fraud that was originally alleged in Count Two of the Indictment. However, the Crown ultimately decided *not* to proceed on this broad count of fraud, which would have taken many months to try. All of these suspicious transactions involved Ms. Walton's practise of freely transferring money between the "Schedule B" or "joint portfolio" projects in which the Waltons and Dr. Bernstein were shareholders. These transactions undoubtedly violated the express terms of the investment Agreements and basic principles of corporate law but I cannot be satisfied beyond reasonable doubt, on the present record, that they constituted a broad separate offence that can be considered under s. 725. See: *R. c. Larche* (2006), 214 C.C.C. (3d) 289 (S.C.C.).

40 The Crown further submitted that the two thefts offences were crimes of "greed and ambition", with none of the mitigating motivations that are sometimes seen in large scale frauds, such as a gambling addiction or some sympathetic personal financial need for the stolen money. The defence, on the other hand, submitted that the thefts were not crimes of "greed" and were not a "scam"; rather, Ms. Walton was simply moving money around in a desperate attempt to keep all the various legitimate Walton businesses and projects afloat, and trying to ensure that everyone would be repaid in the end. See, e.g.: *R. v. Drabinsky*, *supra* at paras. 173-4 and *R. v. Bogart* [2002 CarswellOnt 2537 (Ont. C.A.)], *supra* at para. 26.

41 In my view, there is some truth to both of these submissions. However, neither of them fully captures the nature of the present offences. On the one hand, there was undoubtedly an element of "greed and ambition." The Waltons had acquired a very expensive home in the Bridle Path neighbourhood of Toronto and had substantial personal lines of credit and income tax liabilities. Almost a half million dollars of the stolen money was expended in a brief two week period to fund their lifestyle. Ms. Walton was also motivated and excited by her "one billion dollar portfolio" ambition. On the other hand, I am also satisfied that she wanted the joint projects with Dr. Bernstein to succeed, and these were undoubtedly legitimate businesses and they undoubtedly received a large portion of the \$6 million. As to the "Schedule C" companies that also received a lot of the stolen monies, I know very little about these companies and whether they were legitimate or not. In the end, the evidence relating to this broad issue is ambiguous. It neither mitigates nor aggravates, in my view. See: *R. v. Smickle* (2013), 304 C.C.C. (3d) 371 (Ont. C.A.) at paras. 17-25; *R. v. Holt* (1983), 4 C.C.C. (3d) 32 (Ont. C.A.) at pp. 51-2.

42 Finally, the defence submitted that the large body of character evidence, either filed or called at the sentencing hearing, has a mitigating effect. Mr. Cohen submitted that the statutory prohibition in s.380.1(2), against the use of such evidence in mitigation, only applies to fraud cases and not to theft cases. While this is technically correct, as a matter of narrow statutory interpretation of s.380.1(2), this statutory provision is simply a recent 2004 codification of longstanding common law principles that apply broadly to breach of trust offences. See, e.g.: *R. v. Drabinsky*, *supra* at para. 167; *R. v. Pierce*, *supra* at p. 36; *R. v. Barrick* (1985), 7 Cr. App. R. (S.) 142 (Eng. C.A.) at 145; *R. v. Bertram* (1990), 40 O.A.C. 317 (Ont. C.A.). I am satisfied that Ms. Walton's otherwise good character and her standing in the community cannot mitigate her moral culpability for this kind of offence, which depends for its commission on trust of that very character and standing. I also note that the pattern of collateral acts of dishonesty employed by Ms. Walton, both to commit the offences and then to cover them up (as summarized above), tends to cast doubt on her character for honesty in situations where she is under pressure and needs money.

43 In conclusion, there are no exceptional mitigating circumstances in this case that would justify a departure from the normal three to five year range of sentence for this kind of offence. Indeed, the three aggravating and four mitigating circumstances summarized above are relatively evenly balanced. However, the four mitigating circumstances are sufficient, in my view, to situate the case at the bottom end of the appropriate range. As a result, I would impose a sentence of three years imprisonment.

F. RESTITUTION AND FORFEITURE

44 As noted above, the Crown seeks a \$6 million restitution Order pursuant to s.738(1)(a) and a \$6 million fine in lieu of forfeiture pursuant to s.462.37(3). In light of my finding, set out above, that the quantum of the two thefts is \$1,795,236, and not \$6 million, the Crown's request for restitution and forfeiture needs to be modified accordingly.

45 In response, the defence submits that the amount of money properly characterized as the subject of criminal theft, has been substantially re-paid. The form in which the defence evidence of alleged re-payment came before me at the sentencing hearing is not entirely satisfactory, namely, a brief recent email exchange between Ms. Walton and Mr. Merriweather dated July 17, 2019. It provided little detail or context and it was not fleshed out on the sentencing hearing. Nevertheless, the Crown did not seek to challenge or elaborate on this somewhat cryptic evidence. In the result, there is no dispute as to the following three payments made by "the Walton Group":

- First, a payment of \$692,450 to Donalda Developments Inc. "in the fall of 2013." Mr. Merriweather confirmed that this money "was subsequently paid to the mortgagee";
- Second, payments totaling \$172,250 between October 17th and November 4, 2013 "to cover obligations of the joint portfolio";

- Third, payments totaling \$710,250 between November 5th and December 17, 2013 "to cover obligations of the joint portfolio."

46 The first of these three payments can undoubtedly be characterized as repayment of the stolen monies, as it went directly to the victim Donalda and was used to pay down the mortgage debt incurred on July 31, 2013. The nature and purpose of the second and third payments is less clear, as they are simply characterized as payments towards "obligations of the joint portfolio." The two new Donalda and Global Mills mortgages, entered into on July 31, 2013, were undoubtedly "obligations of the joint portfolio." They were also the most suspicious transactions on which Dr. Bernstein, Mr. Reitan, and the Receiver were particularly focused in the fall of 2013, when the civil proceedings were commenced. Finally, they are the only transactions that have resulted in criminal convictions. In all these circumstances, and in the absence of any further clarification as to the nature and purpose of these two payments, I am content to treat them as further repayments of the stolen mortgage monies.

47 In the result, the total of these three repayments of the stolen mortgage monies is \$1,574,950. In other words, substantial repayment was made in the months following the thefts. The amount that has not been repaid is \$220,286.

48 Restitution Orders under s.738(1)(a) form part of the appropriate sentence for this offence and this offender, in the sense that restitution is part of the punishment. It is not simply added automatically where there has been a loss in a criminal case. In deciding whether to order restitution as part of the sentence, the existence of civil proceedings and the impact on the victim are important considerations. See: *R. v. Castro* (2010), 261 C.C.C. (3d) 304 (Ont. C.A.). The present case is somewhat unusual because civil proceedings were commenced and concluded, prior to the criminal trial. There is no dispute that the \$6 million in new mortgage liabilities incurred by Donalda and Global Mills on July 31, 2013 was included as part of the \$66.95 million civil fraud judgment granted by Newbould J. on September 23, 2016. That judgment survives bankruptcy. See: *DBDC Spadina Ltd. v. Walton*, 2016 ONSC 6018 (Ont. S.C.J. [Commercial List]). In these circumstances, a partial restitution Order in the amount of \$220,286 does nothing to advance the interests of the victim corporations, it is not needed as part of the punishment of Ms. Walton, and it would raise complex issues as to how to apportion the restitution as between the two corporate victims. For all these reasons, restitution is denied.

49 The forfeiture issue is somewhat more difficult. There is no issue that theft over is a "designated offence" and that the stolen monies were "proceeds of crime." Accordingly, the requirements for mandatory forfeiture pursuant to s.462.37(1) are met. I am also satisfied that the stolen monies "cannot . . . be located", have been "transferred," have been "substantially diminished," and have been "commingled", and so the criteria for a fine in lieu of forfeiture pursuant to s.462.37(3) have also been met. The power to impose a fine in lieu of forfeiture is

discretionary but it is not part of punishment for the offence. It is a separate *Criminal Code* regime designed to "deprive the offender of the proceeds of crime," in order to send the message that "crime does not pay." The discretion must be exercised, bearing that purpose in mind. Ability to pay is not a relevant consideration. See: *R. v. Dieckmann* (2017), 355 C.C.C. (3d) 216 (Ont. C.A.); *R. v. Khatchatourov* (2014), 313 C.C.C. (3d) 94 (Ont. C.A.); *R. v. Angelis* (2016), 340 C.C.C. (3d) 477 (Ont. C.A.).

50 Ms. Walton was the driving force and sole principal in relation to the two thefts. She directed the transfers of the monies and benefited from the transfers, although others also benefited to some degree. There is no reason to decline to deprive her of the remaining "proceeds of crime" that have not been repaid and that cannot be found. Accordingly, a fine in the amount of \$220,286 will be imposed. This is the amount that is "equal to the value of the . . . part of the property" that cannot be ordered forfeited because of the above s.462.37(3) circumstances. The mandatory provisions of s.462.37(4)(v) require that I impose a minimum two year sentence in default of payment of the fine. Ms. Walton will have five years from the time of her release from serving the three year jail sentence to pay the fine in lieu of forfeiture.

G. CONCLUSION

51 In conclusion, the sentence imposed is as follows: three years imprisonment; a fine of \$220,286 in lieu of forfeiture, with five years to pay the fine after release from prison, and with two years in prison in default of payment of the fine.

Order accordingly.

L

From: Power, Craig (MAG) <Craig.Power@ontario.ca>
Sent: Monday, August 12, 2019 6:00 PM
To: Harlan Schonfeld; James Merryweather
Cc: 'Ruth.Moran@torontopolice.on.ca'
Subject: FW: Re: WALTON, Norma - Sentencing Hearing
Attachments: Direction - Page 1.pdf; Direction - Page 2.pdf

Hello Gentlemen,

I hope your summer is going well. The sentencing for Norma Walton will take place over a couple of days. We expect that evidence will be wrapped up by early September, at which point we will await the judge's decision.

I just received these from defence counsel. It looks like they are making the pitch that they repaid a portion of the mortgage proceeds...

Do these documents add up to you?

Craig Power
Assistant Crown Attorney
Old City Hall
☎ 416.327.5992 | ✉ craig.power@ontario.ca

DIRECTION

To: Devry Smith Frank LLP
Attention: Todd Holmes

From: Norma and Ron Walton, Authorized Signing Officers
Atala Investments Ltd. and 30A Hazelton Inc.

Re: Refinancing of 30 and 30A Hazelton Avenue
Closed Tuesday, October 29, 2013

Date: November 6, 2013

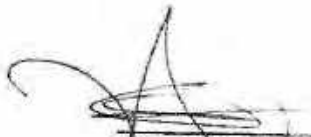
We, Norma Walton and Ron Walton, hereby authorize and direct you to pay the following amounts from the net proceeds of the refinancing of 30 and 30A Hazelton:

1. To Devry Smith Frank LLP, \$131,432.87; -
2. To Fasken Martineau LLP, \$70,000;
3. To Shible Law, \$30,000;
4. Certified cheque to Ron and Norma Walton, \$300,000;
5. Certified cheque to Ron and Norma Walton, \$223,873.14; and
6. To Donalda Developments Ltd., the sum of \$692,450 to clear the below listed debts:

Debts to be cleared:

Cinderella Productions Inc.	\$42,900.00
6195 Cedar Street Ltd.	\$200.00
The Old Apothecary Building Inc.	\$17,650.00
Atala Investments Ltd.	\$18,250.00
Academy Lands Ltd.	\$54,000.00
Gerrard House Inc.	\$2,600.00
1780355 Ontario Inc.	\$5,400.00
Norma Walton	\$460,000.00
Urban King Corp.	\$91,450.00
	\$692,450.00

Dated at Toronto, Ontario this 6th day of November, 2013



NORMA WALTON



RON WALTON

DIRECTION

**TO: TODD HOLMES
DEVRY SMITH FRANK LLP**

AND TO: Any other solicitor acting for Front Church Properties Limited

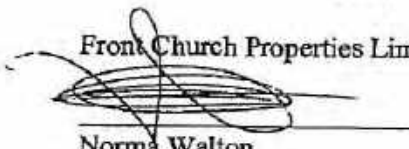
RE: Sale of 65 Front Street East

Front Church Properties Limited hereby authorizes and directs you to deal with the gross proceeds of sale (\$10,300,000) as follows:

1. Adjust for the first mortgage assumption of approximately \$5,805,500;
2. Pay out the second mortgage of \$2,500,000 plus accrued interest of approximately \$92,000;
3. Adjust for 2013 and 2014 property taxes (\$165,000 est.);
4. Pay to CRA the amount to discharge their HST lien (\$203,000 est.);
5. Adjust for any other standard amounts in the Statement of Adjustments (\$150,000 est.);
6. Hold back in trust the sum of \$650,000 to pay suppliers, trades and creditors to whom money is due from Front Church to ensure there are no lien claims against the property after Closing, with Front Church to provide a list of those suppliers, trades and creditors upon Closing;
7. Pay realty commissions to Cushman Wakefield LePage (\$349,170 est.);
8. Pay your legal fees and disbursements (\$30,000 est.);
9. Pay to Global Mills Inc. the sum of \$361,750; and
10. Any surplus to be paid to Canada Revenue Agency towards the corporate tax that will be due from Front Church Properties Limited due to the sale of 65 Front Street East.

Dated at Toronto, Ontario this 21st day of March, 2014

Front Church Properties Limited


Norma Walton
President

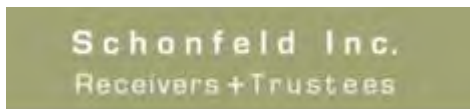
I have the authority to bind the Corporation

M

From: James Merryweather <jmerryweather@schonfeldinc.com>
Sent: Monday, August 12, 2019 7:58 PM
To: Power, Craig (MAG); Harlan Schonfeld
Cc: 'Ruth.Moran@torontopolice.on.ca'
Subject: RE: Re: WALTON, Norma - Sentencing Hearing
Attachments: March 21 2014 Order re Front Church sale.pdf; May 20 2014 Order re Front Church sale.pdf

Sorry, I didn't attached the March Order in the email below. Both are now attached.

James Merryweather, CPA, CGA
SCHONFELD INC. Receivers + Trustees
 77 King St. West, Suite 3000, P.O. Box 95
 TD Centre North Tower
 Toronto, ON M5K 1G8
 Tel 416.862.7785 ext. 3
 Fax 416.862.2136



Experience acquired. Experience applied.

This email may contain confidential information and no rights to privilege have been waived. If you are not the intended recipient, please notify us immediately.
 Thank you.

From: James Merryweather
Sent: Monday, August 12, 2019 8:11 PM
To: 'Power, Craig (MAG)' <Craig.Power@ontario.ca>; Harlan Schonfeld <Harlan@schonfeldinc.com>
Cc: 'Ruth.Moran@torontopolice.on.ca' <Ruth.Moran@torontopolice.on.ca>
Subject: RE: Re: WALTON, Norma - Sentencing Hearing

Hi Craig:

With respect to Donalda:

Norma Walton arranged for a transfer or deposit in the amount of \$692,450 to Donalda Developments on November 12, 2013. This amount was paid against the second mortgage by wire transfer on November 21, 2013.

With respect to Global Mills:

The letter of direction provided to you for the sale of 65 Front St. was approved in part by Court Order dated March 21, 2014 (authorizing payment of items 1, 2, 3, 4, 5, 7 and 8, but not #9 being the payment to Global Mills). This authorization was later amended by Order dated May 20, 2014 - the net sale proceeds from the sale of 65 Front St. were ultimately distributed according to paragraph #3 of the May 20 Order. The payments authorized were as follows:

- 3 (a) Apply a credit in the approximate amount of \$5,887,500 to the purchase price of

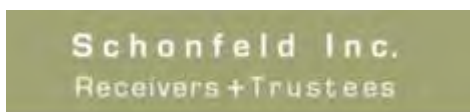
the Property in favour of the Purchaser in the respect of the assumption of the first mortgage registered on the Property in favour of Alterna Savings by the Purchaser;

- (b) Payment of the second mortgage registered on the Property in Favour of 368230 Ontario Limited in the amount of principal, interest and \$85,000 plus HST in Legal fees, being the approximate amount of \$2,720,000;
- (c) Payment of property taxes in arrears for 2013 and adjustments for 2014 property taxes in the approximate amount of \$190,000;
- (d) Standard closing adjustments in the statement of adjustments in the approximate Amount of \$150,000; and
- (e) The vendor's legal fees of \$30,000 plus HST.

There was no repayment of the \$3M mortgage in favour of Global Mills as long as we were in control of the Property; however, the mortgagee appointed its own Receiver (Collins Barrow) on April 10, 2014 and Collins Barrow assumed control of the Property and its accounts, so I have no insight into whether any funds were provided to them by Norma for payment of the second mortgage. I can tell you that the letter of direction dated March 21, 2014 was not executed because the property sale was not completed until May 2014, and the distribution of funds was in accordance with the May 20 Order.

I have attached both Orders for your records.

James Merryweather, CPA, CGA
SCHONFELD INC. Receivers + Trustees
 77 King St. West, Suite 3000, P.O. Box 95
 TD Centre North Tower
 Toronto, ON M5K 1G8
 Tel 416.862.7785 ext. 3
 Fax 416.862.2136



Experience acquired. Experience applied.

This email may contain confidential information and no rights to privilege have been waived. If you are not the intended recipient, please notify us immediately. Thank you.

From: Power, Craig (MAG) [<mailto:Craig.Power@ontario.ca>]
Sent: Monday, August 12, 2019 7:00 PM
To: Harlan Schonfeld <Harlan@schonfeldinc.com>; James Merryweather <jmerryweather@schonfeldinc.com>
Cc: 'Ruth.Moran@torontopolice.on.ca' <Ruth.Moran@torontopolice.on.ca>
Subject: FW: Re: WALTON, Norma - Sentencing Hearing

Hello Gentlemen,

I hope your summer is going well. The sentencing for Norma Walton will take place over a couple of days. We expect that evidence will be wrapped up by early September, at which point we will await the judge's decision.

I just received these from defence counsel. It looks like they are making the pitch that they repaid a portion of the mortgage proceeds...

Do these documents add up to you?

Craig Power
Assistant Crown Attorney
Old City Hall
☎ 416.327.5992 | ✉ craig.power@ontario.ca

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

ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List

THE HONOURABLE
 JUSTICE NEWBOULD

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)

FRIDAY, THE 21st
 DAY OF MARCH, 2014

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 ON SCHEDULE B HERETO, TO BE
 BOUND BY THE RESULT

Defendant

ORDER

THIS MOTION, made by the Applicants for an Order varying the Orders of this Court dated December 18, 2013 and January 27, 2014, was heard in writing this day, at the court house, 330 University Avenue, 8th Floor, Toronto, Ontario, M5G 1R7.

ON READING the Affidavit of Jim Reitan sworn March 18, 2014 and the Exhibits thereto,

-2-

1. THIS COURT ORDERS that the Orders of December 18, 2013 and January 27, 2014 be varied to provide that the proceeds from the sale of the property at 65 Front Street East, net of items 1-5, 7 and 8 on the attached Direction be remitted to Schonfeld Inc. to be held pending further Order of this Court. *on written agreement of the Manager.*

Shan J.

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

MAR 21 2014

MM

SCHEDULE "A" COMPANIES

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investment 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 Inc.
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 Industrial 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 Inc.
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. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 165 Bathurst Inc.

DIRECTION

**TO: TODD HOLMES
DEVRY SMITH FRANK LLP**

AND TO: Any other solicitor acting for Front Church Properties Limited


RE: Sale of 65 Front Street East

Front Church Properties Limited hereby authorizes and directs you to deal with the gross proceeds of sale (\$10,300,000) as follows:

1. Adjust for the first mortgage assumption of approximately \$5,805,500;
2. Pay out the second mortgage of \$2,500,000 plus accrued interest of approximately \$92,000;
3. Adjust for 2013 and 2014 property taxes (\$165,000 est.);
4. Pay to CRA the amount to discharge their HST lien (\$203,000 est.);
5. Adjust for any other standard amounts in the Statement of Adjustments (\$150,000 est.);
6. Hold back in trust the sum of \$650,000 to pay suppliers, trades and creditors to whom money is due from Front Church to ensure there are no lien claims against the property after Closing, with Front Church to provide a list of those suppliers, trades and creditors upon Closing;
7. Pay realty commissions to Cushman Wakefield LePage (\$349,170 est.);
8. Pay your legal fees and disbursements (\$30,000 est.);
9. Pay to Global Mills Inc. the sum of \$361,750; and
10. Any surplus to be paid to Canada Revenue Agency towards the corporate tax that will be due from Front Church Properties Limited due to the sale of 65 Front Street East.

Dated at Toronto, Ontario this 21st day of March, 2014

Front Church Properties Limited



Norma Walton
President

I have the authority to bind the Corporation

DBDC SPADINA LTD., and those corporations listed on Schedule A hereto
Applicants

NORMA WALTON et al.
Respondents

-and-

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

ORDER

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**
Barristers
Suite 2600
130 Adelaide Street West
Toronto ON M5H 3P5

Peter H. Griffin (19527Q)
Tel: (416) 865-2921
Fax: (416) 865-3558
Email: pgriffin@litigate.com
Shara N. Roy (49950H)
Tel: (416) 865-2942
Fax: (416) 865-3973
Email: sroy@litigate.com

Lawyers for the Applicants

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

ONTARIO
SUPERIOR COURT OF JUSTICE
[COMMERCIAL LIST]

THE HONOURABLE
 D.M. JUSTICE BROWN

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)
)

Tuesday, the 20th
 day of May, 2014

B E T W E E N:

DBDC SPADINA LTD.
 AND THOSE CORPORATIONS LISTED ON SCHEDULE A HERETO

Applicants

and

NORMA WALTON, RONAULD WALTON, and THE ROSE & THISTLE
 GROUP LTD., AND THOSE CORPORATIONS LISTED ON SCHEDULE B
 HERETO

Respondents

and

THOSE CORPORATIONS LISTED ON SCHEDULE C HERETO, TO BE
 BOUND BY RESULT

ORDER

THIS MOTION brought by the Respondents for an order varying the Orders of this Court dated December 18, 2013, January 27 and March 21, 2014 in respect of the property known municipally as 65 Front Street East, Toronto, Ontario (the "Property") and vesting in the Purchaser, 2410077 Ontario Ltd., the right, title and interest in the Property currently held by the Vendor Front Church Properties Limited (the "Vendor") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the motion records of the Respondent Norma Walton returnable April 1, 2014 and April 29, 2014, the Affidavit of Ken Froese sworn April 28, 2014; the two Affidavits of the Respondent Norma Walton sworn May 5, 2014; the responding motion records of the Applicants returnable April 1, 2014 and April 29, 2014 of the Applicants' Compendium and Supplementary Compendium; the Inspector's Report dated April 23, 2014, the updated Inspector's Report dated May 5, 2014;

ON READING the materials and hearing from the Respondent Norma Walton, counsel for the other Respondents, counsel for the Applicants, counsel for the Manager and counsel for certain other interested parties, but not counsel for Cushman & Wakefield Ltd., and reviewing correspondence from counsel for Her Majesty the Queen in Right of Canada as Represented by the Minister of National Revenue ("CRA"), and upon Cushman & Wakefield Ltd. not having been given notice of this motion and therefore not having had a chance to appear;

1. THIS COURT ORDERS that the time for service of the notices of motion and motion records is hereby abridged, as necessary, so that this motion is properly returnable today.
2. THIS COURT ORDERS that the Order of the Honourable Mr. Justice Newbould made March 21, 2014 is hereby varied to provide that the sale proceeds from the sale of 65 Front Street East, Toronto, Ontario will be paid in accordance with this Order.
3. THIS COURT ORDERS that the Vendor shall, from the sale proceeds of 65 Front Street East, make the following payments upon closing (the "Primary Payments"):

- (a) Apply a credit in the approximate amount of \$5,887,500 to the purchase price of the Property in favour of the Purchaser in respect of the assumption of the first mortgage registered on the Property in favour of Alterna Savings by the Purchaser;
- (b) Payment of the second mortgage registered on the Property in favour of 368230 Ontario Limited in the amount of principal, interest and \$85,000 plus HST in legal fees, being the approximate amount of \$2,720,000;
- (c) Payment of property taxes in arrears for 2013 and adjustments for 2014 property taxes in the approximate amount of \$190,000;
- (d) Standard closing adjustments in the statement of adjustments in the approximate amount of \$150,000; and
- (e) The vendor's legal fees of \$30,000 plus HST.

4. THIS COURT ORDERS that the remaining balance from the sale proceeds of the Property be paid to and be held in trust by Goodmans LLP in trust, being counsel to Schonfeld Inc. in its capacity as Manager.

5. THIS COURT ORDERS AND DECLARES that after the Primary Payments are satisfied, upon Closing of sale of the Property, all of the Vendor's right, title and interest in and to the Property shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims")

including: (i) the lien in favour of Canada Revenue Agency registered against the Property; (ii) the construction lien claims registered against the Property; (iii) the notice of claim registered by Collins Barrow (Toronto) Limited, the court appointed Receiver of Global Mills Inc.; (iv) the Commission payment due to Cushman & Wakefield Ltd. (the "Secondary Payments") and for greater certainty, this Court orders that all of the Secondary Payments affecting or relating to the Property are hereby expunged and discharged as against the Property.

6. THIS COURT ORDERS that upon the registration in the Land Registry Office for the City of Toronto of a Transfer/Deed of Land in the form prescribed by the *Land Registration Reform Act* duly executed by the Vendor of a Vendor's Certificate in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the "Real Property") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.

7. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Property shall stand in the place and stead of the Property, and that from and after the delivery of the Vendor's Certificate all Claims shall attach to the net proceeds from the sale of the Property with the same priority as they had with respect to the Property immediately prior to the sale, as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

8. THIS COURT ORDERS that following Closing of the sale of the Property, Schonfeld Inc. in its capacity as Manager in these proceedings, will bring a motion for approval of an Order of this Court approving a Claims Process to determine the validity, quantum and priority of the

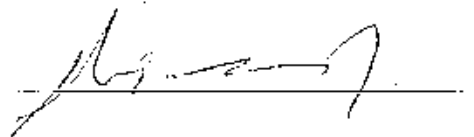
Secondary Payments and any claims of the Applicants that the Court may order in respect of the Property.

9. 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 / BOOKED
LE / DANS LE REGISTRE INO



JUN 04 2014



Schedule A – Form of Vendor's Certificate

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
[COMMERCIAL LIST]**

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)
)

B E T W E E N:

**DBDC SPADINA LTD.
AND THOSE CORPORATIONS LISTED ON SCHEDULE A HERETO**

Applicants

and

**NORMA WALTON, RONAULD WALTON, and THE ROSE & THISTLE
GROUP LTD., AND THOSE CORPORATIONS LISTED ON SCHEDULE B
HERETO**

Respondents

and

**THOSE CORPORATIONS LISTED ON SCHEDULE C HERETO, TO BE
BOUND BY RESULT**

VENDOR'S CERTIFICATE**RECITALS**

A. Pursuant to an Order of the Honourable Mr. Justice Brown of the Ontario Superior Court of Justice (the "Court") dated May 20, 2014, the Vendor was directed to pay to Schonfeld Inc., in its capacity as the Court appointed Manager in these proceedings (the "Manager") the remaining

balance from the sale proceeds from the sale of 65 Front Street East (the "Property") after the Vendor has paid the Primary Payments as defined in said Order.

Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE VENDOR CERTIFIES the following:

1. The Vendor has paid to the Manager the remaining balance from the sale proceeds from sale of the Property after the Primary Payments were made; and
2. This Certificate was delivered by the Vendor at _____ [TIME] on _____ [DATE].

**FRIEDMAN & ASSOCIATES LLP as
Vendor's lawyer**

Per: _____
Name:
Title:

Schedule B – Property

The real property located at 65 Front Street East, Toronto, Ontario

PIN 21400 – 0089 LT

PART WALKS AND GARDENS PLAN 5A TORONTO; PART STRIP OF LAND BETWEEN WATERS
EDGE AND TOP OF BANK PLAN 5A TORONTO; PART LOT 30 SOUTHSIDE FRONT STREET EAST
PLAN 5A TORONTO AS IN CA570607; SUBJECT TO CT273443; CITY OF TORONTO

65 FRONT ST E

TORONTO

*ORDER***Schedule C – Claims to be deleted and expunged from title to Real Property**

- (a) CRA IIST lien claim Registration Number AT3488865;
- (b) Construction lien claims including but not limited to Registration Numbers:
 - (i) AT3557508 Laser Heating and Air Conditioning Inc.;
 - (ii) AT3557855 Net Drywall & Acoustics Ltd.;
 - (iii) AT3561737 Roofing Medics Ltd.;
 - (iv) AT3563233 Blue Air Mechanical Inc.;
 - (v) AT3565588 Gentry Environmental Systems Ltd.;
 - (vi) AT3565641 Abaco Glass Inc.;
 - (vii) AT3566416 Maxguard Alarm and Security Company Ltd.;
 - (viii) AT3566462 Net Drywall & Acoustics Ltd.;
 - (ix) AT3567140 Ample Electric Inc.;
 - (x) AT3567258 1771105 Ontario Inc.;
 - (xi) AT3567558 G-Line Sun Control Inc.;
 - (xii) AT3567578 Kerestely, Zoltan;
 - (xiii) AT3568362 WBA Architects and Engineers Inc.;
 - (xiv) AT3568578 Engcon Construction;
 - (xv) AT3570270 Carcol Ltd.;
 - (xvi) AT3570298 Caiquan Construction Co.;
 - (xvii) AT3572541 Memme Joseph;
 - (xviii) AT3573033 World Electric;
 - (xix) AT3573412 MediGroup Incorporated;
- (c) Collins Barrow Receiver's notice of claim Registration Number AT3574922; and
- (d) Commission payment to Cushman Wakefield LePage.

ORDER

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property**

(unaffected by the Vendor's Certificate)

Purchaser is assuming the first mortgage registered by Alterna Savings pursuant to Registration Numbers AT1262430 and AT1961238 and AT2711991

Vendor is paying out and discharging the second mortgage registered by 368230 Ontario Limited, Registration Number AT2959596

**ONTARIO SUPERIOR
COURT OF JUSTICE**

[COMMERCIAL LIST]

Proceeding commenced at:

TORONTO

ORDER

NORMA WALTON
30 Hazelton Avenue
Toronto, Ontario M5R 2E2

Tel: (416) 489-9790 x103

Fax: (416) 489-9973

nwalton@roseandthistle.ca

Respondent

N

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR JUSTICE
D.M. BROWN

)
)
)

WEDNESDAY, THE 18TH

DAY OF JUNE, 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

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, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the 13th Report of the Manager dated June 12, 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 Person against the applicable Company in connection with any indebtedness, liability or obligation of any kind of the applicable Company, 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 Person 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 however, that **"Claim"** shall not include an Excluded Claim;
 - (c) **"Claimant"** means any Person asserting a Claim;
 - (d) **"Claims Bar Date"** means 4:00 p.m. (Toronto Time) on the date that is 30 days from the applicable Claims Notice Date, or such later date as may be ordered by the Court;

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- (e) **"Claims Notice Date"** means the date on which the Manager sends the Proof of Claim Document Package to the Known Creditors of the applicable Company pursuant to paragraph 5(a) this Order;
- (f) **"Claims Process"** means a process for the purposes of identifying and determining Claims of Creditors of a particular Company against such Company commenced and conducted by the Manager in accordance with the terms of this Order;
- (g) **"Companies"** shall have the meaning ascribed to such term in the recitals hereto;
- (h) **"Court"** means the Ontario Superior Court of Justice;
- (i) **"Creditor"** means any Person having a Proven Claim;
- (j) **"Dispute Notice"** means a written notice to the Manager, in substantially the form attached as Schedule "G" 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;
- (k) **"Excluded Claim"** means the following claims, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown:
 - (i) claims secured by any court-ordered charge in these proceedings;
 - (ii) claims between any two of the Companies or between any of the Companies and any of the Applicants or Respondents;
 - (iii) claims by any of the Applicants or the Respondents, including those arising from the disputes between the Applicants and the Respondents that are the subject of other litigation in these proceedings; and,
 - (iv) to the extent not already included in (iii) above, any claims arising from or relating to an equity interest in the Companies, including but not limited to

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the ownership of shares issued by the Companies or the right to acquire or receive shares in the capital of the Companies.

- (l) **"Instruction Letter"** means the instruction letter to Claimants, in substantially the form attached as Schedule "D" hereto;
- (m) **"Known Creditors"** means:
 - (i) those Creditors which the books and records of the applicable Company disclose were owed monies by the applicable Company as of five Business Days prior to the Claims Notice Date and which monies remain unpaid in whole or in part;
 - (ii) any Person who commenced a legal proceeding against the applicable Company which legal proceeding was commenced and served upon the applicable Company prior to five Business Days prior to the Claims Notice Date;
 - (iii) any Person who is party to a lease, contract, employment agreement or other agreement of the applicable Company which was terminated or disclaimed by the applicable Company prior to five Business Days prior to the Claims Notice Date other than Persons whose claim has been satisfied and released; and
 - (iv) any other Creditor actually known to the applicable Company as at five Business Days prior to the Claims Notice Date;
- (n) **"Manager"** shall have the meaning ascribed to such term in the recitals hereto;
- (o) **"Notice of Disallowance"** means the notice, in substantially the form attached as Schedule "F" 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 for publication in substantially the form attached as Schedule "C" hereto;

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- (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 "E" hereto;
- (s) **"Proof of Claim Document Package"** means a document package that includes a copy of 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) **"Property Sale"** shall have the meaning ascribed to such term in paragraph 4 of this Order; and
- (v) **"Proven Claim"** means the amount of a Claim of a Creditor against the applicable Company as finally accepted and determined in accordance with the provisions of this Order.

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, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order.

COMMENCEMENT OF A CLAIMS PROCESS

4. THIS COURT ORDERS that, following the completion of the sale of a Company's Property (each, a **"Property Sale"**), the Manager is hereby authorized, but not required, to commence and conduct a Claims Process, without further Order of the Court, in respect of such Company upon determination by the Manager, in its sole discretion, that such a Claims Process is appropriate in the circumstances, and the Manager shall

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commence and conduct each such Claims Process in accordance with the terms of this Order.

NOTICE TO CREDITORS

5. THIS COURT ORDERS that:

- (a) following the completion of a Property Sale and the determination by the Manager that a Claims Process in respect of the applicable Company is appropriate in the circumstances, the Manager shall post a copy of the Proof of Claim Document Package on <http://www.schonfeldine.com> and deliver on behalf of the applicable Company to each of the Known Creditors of such Company (for which it has an address) a copy of the Proof of Claim Document Package;
- (b) the Manager shall cause the Notice to Creditors to be published in the National Post once on or before the date that is ten (10) days after the applicable Claims Notice Date; and
- (c) the Manager shall, provided such request is received prior to the applicable 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 applicable Company and requesting such material.

CREDITORS' CLAIMS

6. 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 applicable Claims Bar Date (a) shall be and is hereby forever barred from making or enforcing any Claim against the applicable Company; and (b) shall not be entitled to any further notice, or to participate as a creditor in these proceedings.

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DETERMINATION OF CLAIMS

7. 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 applicable Company pursuant to further Order of the Court.

PROOFS OF CLAIM

8. 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 applicable 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 applicable Claims Bar Date.

REVIEW OF PROOFS OF CLAIM

9. THIS COURT ORDERS that the Manager shall review all Proofs of Claim filed on or before the applicable Claims Bar Date and shall accept or disallow (in whole or in part) the amount and/or status 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 applicable Claims Bar Date as to whether such Claim has been revised or rejected, and the reasons therefor, by sending a Notice of Disallowance.

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10. 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.
11. 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 12 to 16 of this Order.

DISPUTE NOTICE

12. 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 19 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 14 to 16 of this Order.
13. 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 12 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

14. 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.

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15. 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.
16. THIS COURT ORDERS that the determination of a Claim by the Court shall be final and binding for all purposes.

NOTICE OF TRANSFEREES

17. THIS COURT ORDERS that if, after November 5, 2013, the holder of a Claim on November 5, 2013, or any subsequent holder of the whole of a Claim, transfers or assigns the whole of such Claim to another Person, neither the applicable Company 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

18. THIS COURT ORDERS that the distribution to Creditors of any funds held by the Manager in respect of the sale of any of the Properties in these proceedings shall be subject to further Order(s) of the Court. Nothing herein shall prevent the Manager from seeking an order, by way of motion on notice to the Applicants and Respondents and affected parties, authorizing a partial distribution to satisfy, in whole or in part, Proven Claims with respect to any of the Companies, prior to any final determination of the Excluded Claims.

SERVICE AND NOTICE

19. 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 applicable Company 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.
20. 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
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

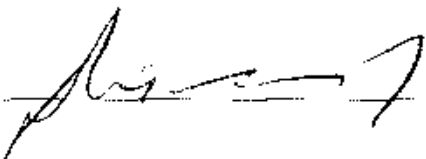
Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail: harlan@schonfeldinc.com
Fax: 416-862-2136

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.

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MISCELLANEOUS

21. 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.
22. 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.



6317622.4

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



JUN 19 2014

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.

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32. Richmond Row Holdings Ltd.

33. El-Ad (1500 Don Mills) Limited

34. 165 Bathurst Inc.

SCHEDULE C

**NOTICE TO CREDITORS
OF [THE COMPANY], BEING THE FORMER OWNER OF THE PROPERTY
MUNICIPALLY KNOWN AS [ADDRESS]
(hereinafter referred to as the "Company")**

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 made ●, 2014 (the "**Claims Procedure Order**"), a claims process has been commenced for the purpose of identifying and determining Claims against the Company.

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

THE CLAIMS BAR DATE is 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Notice Date pursuant to 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 EXTINGUISHED AND BARRED.

DATED at Toronto this ____ day of _____, 2014.

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**SCHONFELD INC.,
in its capacity as Court-appointed
Manager of the Company**

SCHEDULE D**INSTRUCTION LETTER FOR THE CLAIMS PROCESS
FOR CREDITORS OF [THE COMPANY]
(hereinafter referred to as the "Company")****A. CLAIMS PROCESS**

By Order of the Ontario Superior Court of Justice made ●, 2014 (the "**Claims Procedure Order**"), Schonfeld Inc., in its capacity as Court-appointed Manager, has been authorized to conduct a claims process in respect of Claims against the Company (the "**Claims Process**"). A copy of the Claims Procedure Order and other related information can be obtained from the Manager's website: <http://www.schonfeldinc.com>.

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 identify and determine the amount of Claims against the Company. 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 Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail: harlan@schonfeldinc.com
Fax: 416-862-2136

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B. FOR CREDITORS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim against the Company, 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 Notice Date pursuant to 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 EXTINGUISHED AND BARRED.

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>, 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 of the Company**

SCHEDULE E

**PROOF OF CLAIM RELATING TO [THE COMPANY],
BEING THE FORMER OWNER OF THE PROPERTY MUNICIPALLY KNOWN AS
[ADDRESS]
(hereinafter referred to as "the Company")**

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 Company, 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): _____

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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)

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(a) that I (check one)

☐ am the Creditor of the Company; 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 Company; and

(d) the Company 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.)

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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 Company 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 Notice Date pursuant to 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 Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail: harlan@schonfeldinc.com
Fax: 416-862-2136

FAILURE TO FILE YOUR PROOF OF CLAIM AS DIRECTED BY THE CLAIMS BAR DATE WILL RESULT IN YOUR CLAIM BEING BARRED AND IN YOU BEING PREVENTED FROM MAKING OR ENFORCING A CLAIM AGAINST THE COMPANY. 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.

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Signature of Creditor

SCHEDULE F

NOTICE OF DISALLOWANCE RELATING TO [THE COMPANY] (hereinafter referred to as "the Company")

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 Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail: harlan@schonfeldinc.com
Fax: 416-862-2136

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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 of the Company**

SCHEDULE G

DISPUTE NOTICE RELATING TO [THE COMPANY] (hereinafter referred to as "the Company")

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.)

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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 Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail: harlan@schonfeldinc.com
Fax: 416-862-2136

DBDC SPADINA LTD. ET AL

NORMA WALTON ET AL

and

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

O



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

ONTARIO

SUPERIOR COURT OF JUSTICE

(COMMERCIAL LIST)

THE HONOURABLE MR.
JUSTICE HAINES

)
)
)

WEDNESDAY, THE 3RD

DAY OF JULY, 2019

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

SCHEDULE "C" COMPANY EQUITY CLAIMS PROCEDURE ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the Court-appointed manager (the "**Manager**") of certain companies listed at Schedule "B" to the Order of Justice Newbould dated November 5, 2013¹ and attached as Schedule "B" (the "**Schedule B Companies**"),² together with the properties owned by the Schedule "B" Companies (the "**Schedule B**

¹ The Waltons (as defined below) appealed the November 5, 2013 order. The Court of Appeal dismissed that appeal.

² Schedule "B" was amended by Order dated January 16, 2014.

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Properties)”³ and of the Properties listed at Schedule “C” to the Order of Justice Brown dated August 12, 2014 and attached as Schedule “C” (the “**Schedule C Properties**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Fifty-Sixth Report of the Manager dated June 25, 2019, and on hearing the submissions of counsel for the Manager, counsel for the Applicants, and counsel for Christine DeJong Medicine Corporation and Dennis Condos, and no one appearing for any other person on the service list despite having been properly served as set out in the affidavit of service of Carlie Fox sworn June 26, 2019, filed,:

DEFINITIONS

1. 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 Person arising from or relating to an equity interest in the Companies (as defined herein), including but not limited to the ownership of shares issued by the Companies or the right to acquire or receive shares in the capital of the Companies (other than the Applicants and the Respondents) in his, her or its capacity as a shareholder of any Company (each a “**Claim**”, and collectively, the “**Claims**”), provided however, that “**Claim**” shall not include an Excluded Claim;
 - (c) “**Claimant**” means any Person asserting a Claim;
 - (d) “**Claims Bar Date**” means 4:00 p.m. (Toronto Time) on the date that is 30 days from the applicable Claims Notice Date, or such later date as may be ordered by the Court;

³ The Manager was discharged from certain responsibilities with respect to certain of the Properties pursuant to Orders dated April 1, 2014, September 17, 2014, December 17, 2014, December 22, 2015, August 31, 2017, December 4, 2017, and August 24, 2018.

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- (e) **"Claims Notice Date"** means the date on which the Manager sends the Proof of Claim Document Package to the Known Claimants of the applicable Company pursuant to paragraph 4(a) of this Order;
- (f) **"Claims Process"** means a process for the purposes of identifying and determining Claims of Claimants of a particular Company against such Company commenced and conducted by the Manager in accordance with the terms of this Order;
- (g) **"Companies"** means the Schedule B Companies together with the companies that own the Schedule C Properties;
- (h) **"Court"** means the Ontario Superior Court of Justice;
- (i) **"Shareholder"** means any Person having a Proven Claim;
- (j) **"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;
- (k) **"Excluded Claim"** means the following claims, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown:
 - (i) any claim that was, or could have been, submitted as part of a claims process conducted pursuant to the claims procedure Order dated June 18, 2014 (the **"Claimant Claims Procedure Order"**);
 - (ii) claims secured by any court-ordered charge in these proceedings; and
 - (iii) claims between any two of the Companies.
- (l) **"Instruction Letter"** means the instruction letter to Claimants, in substantially the form attached as Schedule "E" hereto;

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- (m) **“Known Claimants”** means:
 - (i) those Claimants identified in the books and records of the applicable Company as a person with an equity interest in the Company or the right to acquire such an interest;
 - (ii) any other Claimant actually known to the applicable Company as at five Business Days prior to the Claims Notice Date;
- (n) **“Manager”** shall have the meaning ascribed to such term in the recitals hereto;
- (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 Claimants”** means the notice to Claimants for publication 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 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; and
- (u) **“Proven Claim”** means the amount of a Claim of a Claimant against the applicable Company as finally accepted and determined in accordance with the provisions of this Order.

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MANAGER'S ROLE

2. 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, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order.

COMMENCEMENT OF A CLAIMS PROCESS

3. THIS COURT ORDERS that the Manager is hereby authorized, but not required, to commence and conduct a Claims Process in respect of the Properties, and the proceeds of sale therefrom, owned by the following Companies without further Order of the Court, in respect of such Property and proceeds upon determination by the Manager, in its sole discretion, that such a Claims Process is appropriate in the circumstances, and the Manager shall commence and conduct each such Claims Process in accordance with the terms of this Order:

- (a) United Empire Lands Ltd.
- (b) 6195 Cedar Street Ltd.
- (c) 1780355 Ontario Inc.
- (d) Atala Investments Inc.
- (e) Cecil Lighthouse Ltd.
- (f) Gerrard Church 2006 Inc.
- (g) The Old Apothecary Building Inc.

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NOTICE TO CLAIMANTS

4. THIS COURT ORDERS that:

- (a) following the determination by the Manager that a Claims Process in respect of the applicable Company is appropriate in the circumstances, the Manager shall post a copy of the Proof of Claim Document Package on <http://www.schonfeldinc.com> and deliver on behalf of the applicable Company to each of the Known Claimants of such Company (for which it has an address) a copy of the Proof of Claim Document Package;
- (b) the Manager shall, provided such request is received prior to the applicable 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 Claimant of the applicable Company and requesting such material.

CLAIMANT CLAIMS

5. THIS COURT ORDERS that Proofs of Claim shall be filed with the Manager and that any Claimant 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 applicable Claims Bar Date (a) shall be and is hereby forever barred from making or enforcing any Claim against the applicable Company; and (b) shall not be entitled to any further notice, or to participate as a Claimant in these proceedings.

DETERMINATION OF CLAIMS

6. THIS COURT ORDERS that the amount and status of every Claim of a Claimant 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 Claimants of the applicable Company pursuant to further Order of the Court.

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PROOFS OF CLAIM

7. 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 applicable 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 applicable Claims Bar Date.

REVIEW OF PROOFS OF CLAIM

8. THIS COURT ORDERS that the Manager shall review all Proofs of Claim filed on or before the applicable Claims Bar Date and shall accept or disallow (in whole or in part) the amount and/or status 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 Claimant file a revised Proof of Claim. The Manager shall notify each Claimant who has delivered a Proof of Claim by the applicable Claims Bar Date as to whether such Claim has been revised or rejected, and the reasons therefor, by sending a Notice of Disallowance.
9. THIS COURT ORDERS that, where a Claim has been accepted by the Manager as a Proven Claim, such Claim shall constitute such Claimant's Proven Claim for all purposes, including for the purposes of distribution by the Manager pursuant to further Order of the Court.
10. 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 11 to 15 of this Order.

DISPUTE NOTICE

11. 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 8 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 13 to 15 of this Order.
12. 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 11 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

13. 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.
14. 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.
15. THIS COURT ORDERS that the determination of a Claim by the Court shall be final and binding for all purposes.

NOTICE OF TRANSFEREES

16. THIS COURT ORDERS that if, after November 5, 2013, the holder of a Claim on November 5, 2013, or any subsequent holder of the whole of a Claim, transfers or assigns

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the whole of such Claim to another Person, neither the applicable Company 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 "Claimant" 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

17. THIS COURT ORDERS that the distribution to Claimants of any funds held by the Manager in respect of the sale of any of the Properties in these proceedings shall be subject to further Order(s) of the Court. Nothing herein shall prevent the Manager from seeking an order, by way of motion on notice to the Applicants and Respondents and affected parties, authorizing a partial distribution to satisfy, in whole or in part, Proven Claims with respect to any of the Companies, prior to any final determination of the Excluded Claims.

SERVICE AND NOTICE

18. 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 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 applicable Company 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.

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19. 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 Claimant 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 Properties
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@schonfeldinc.com
Fax: 416-862-2136

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

MISCELLANEOUS

20. THIS COURT ORDERS that for the purposes of conducting the Claims Processes authorized herein, the Manager shall have access to the Schedule C Companies' bank account statements and to the account statement of any other company that is or was: (i) controlled by Norma Walton, Ronauld Walton or related to the Rose & Thistle Group; and (ii) relevant to the evaluation of a Claim.
21. THIS COURT ORDERS that nothing in this Claims Procedure Order shall be taken to determine the priorities between the claims made in the Second Fresh as Amended Notice of Application in this proceeding and the Proven Claims of any Claimant.

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22. 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.



6950284

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

JUL 03 2019

PER / PAR:

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.

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- 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

SCHEDULE D

**NOTICE TO CLAIMANTS
OF [THE COMPANY], BEING THE FORMER OWNER OF THE PROPERTY
MUNICIPALLY KNOWN AS [ADDRESS]
(hereinafter referred to as the "Company")**

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 made July 3, 2019 (the "**Equity Claims Procedure Order**"), a claims process has been commenced for the purpose of identifying and determining Claims against the Company.

PLEASE TAKE NOTICE that the claims process applies only to the Claims described in the Equity Claims Procedure Order. Known Claimants of the Company should have received Proof of Claim Document Packages, if those Claimants are known to the Company and if the Company 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 Company under the Equity Claims Procedure Order must contact the Manager by telephone (416-862-7785) or by fax (416-862-2136) in order to obtain a Proof of Claim form. Claimants may also obtain copies of the Equity Claims Procedure Order and Proof of Claim forms from the Manager's website: www.schonfeldinc.com/equityclaimsprocess.html.

THE CLAIMS BAR DATE is 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Notice Date pursuant to the Equity 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 CLAIMANTS WHO DO NOT FILE A PROOF OF CLAIM IN RESPECT OF SUCH CLAIMS BY THE CLAIMS BAR DATE SHALL BE FOREVER EXTINGUISHED AND BARRED.

DATED at Toronto this _____ day of _____, 2019.

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SCHONFELD INC.,
in its capacity as Court-appointed
Receiver/Manager of the proceeds from
the sale of [Address of Property]

SCHEDULE E**INSTRUCTION LETTER FOR THE CLAIMS PROCESS
FOR CLAIMANTS OF [THE COMPANY]
(hereinafter referred to as the “Company”)****A. CLAIMS PROCESS**

By Order of the Ontario Superior Court of Justice made July 3, 2019 (the “**Equity Claims Procedure Order**”), Schonfeld Inc., in its capacity as Court-appointed Manager, has been authorized to conduct a claims process in respect of Claims in respect of any equity interest in the Companies (the “**Claims Process**”). A copy of the Equity Claims Procedure Order and other related information can be obtained from the Manager’s website:

www.schonfeldinc.com/equityclaimsprocess.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 meanings ascribed thereto in the Equity Claims Procedure Order.

The Claims Process is intended to identify and determine ownership of equity interests in the Company and the nature of those interests. Please review the Equity 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 Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

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Attention: James Merryweather
 Telephone: 416-862-7785, Extension 3
 E-mail: jmerryweather@schonfeldinc.com
 Fax: 416-862-2136

B. FOR CLAIMANTS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim in respect of the Company, 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 Notice Date pursuant to the Equity 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 EXTINGUISHED AND BARRED.

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 Equity Claims Procedure Order establishing the Claims Process, can be obtained from the Manager's website at <https://schonfeldinc.com>, or by contacting the Manager at the telephone and fax numbers indicated above.

DATED at Toronto this _____ day of _____, 2019.

SCHONFELD INC.,
in its capacity as Court-appointed
Receiver/Manager of the proceeds from
the sale of [Address of Property]

SCHEDULE F

**PROOF OF CLAIM RELATING TO [THE COMPANY],
BEING THE FORMER OWNER OF THE PROPERTY MUNICIPALLY KNOWN AS
[ADDRESS]
(hereinafter referred to as "the Company")**

A. PARTICULARS OF CLAIMANT:

1. Full Legal Name of Claimant: _____

(the "Claimant"). (Full legal name should be the name of the original Claimant of the Company, notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred).

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

3. Telephone Number: _____
4. E-Mail Address: _____
5. Facsimile Number: _____
6. Attention (Contact Person): _____

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7. Has the Claim been sold or assigned by the Claimant 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 Claimant or Representative of the Claimant], of

_____ do hereby certify:
(city and province)

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(a) that I (check one)

☐ am the Claimant of the Company; OR

☐ am _____ (state position or title) of

(name of Claimant)

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

(c) the Claimant asserts its claim against the Company; and

(d) the Claimant has

a. ☐ PREFERRED SHARES WITH A FACE VALUE OF \$ _____

b. ☐ COMMON SHARES WITH A FACE VALUE OF \$ _____

c. ☐ ANOTHER EQUITY INTEREST WITH A FACE VALUE OF \$ _____

Describe the nature of the interest:

D. NATURE OF CONSIDERATION

(check and complete appropriate category)

☐ That in respect of this Claim, the Claimant paid cash consideration to _____ in exchange for the equity interest described above.

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☐ That in respect of this Claim, the Claimant provided non-cash consideration valued at \$ _____, particulars of which are as follows:

(Give full particulars of the consideration, including the date on which the consideration was given and the value at which you assess the security, and attach a copy of the security documents. If the equity interest was acquired in exchange for another equity interest, provide full particulars of that equity interest and the consideration given in exchange for it)

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

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 Notice Date pursuant to the Equity 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 Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@schonfeldinc.com
Fax: 416-862-2136

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

Dated at _____ this ____ day of _____, 2019.

Signature of Claimant

SCHEDULE G

NOTICE OF DISALLOWANCE RELATING TO [THE COMPANY] (hereinafter referred to as "the Company")

TO: [insert name and address of claimant]

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 Equity Claims Procedure Order], notify the Manager by delivery of a Dispute Notice to the following address:

Schonfeld Inc.
Court-appointed Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@schonfeldinc.com
Fax: 416-862-2136

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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 _____, 2019.

**SCHONFELD INC.,
in its capacity as Court-appointed
Receiver/Manager of the proceeds from
the sale of [Address of Property]**

SCHEDULE H

DISPUTE NOTICE RELATING TO [THE COMPANY] (hereinafter referred to as "the Company")

A. PARTICULARS OF CLAIMANT:

1. Full Legal Name of Claimant: _____

(Signature of individual completing this
Dispute Notice)

Date

2. Full Mailing Address of the Claimant:

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 _____, 2019.

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

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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 Equity Claims Procedure Order]** at the following address:

Schonfeld Inc.
Court-appointed Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@schonfeldinc.com
Fax: 416-862-2136

DBDC SPADINA LTD. *et al.*
Applicants

NORMA WALTON *et al.*
and Respondents

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

**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 LSO#: 30640G
Mark Dunn LSO#: 55510L
Carlie Fox LSO#: 68414W
Tel: 416.979.2211
Fax: 416.979.1 234

Lawyers for the Manager

P

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.
JUSTICE HAINES

)
)
)

WEDNESDAY, THE 3RD
DAY OF JULY, 2019

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

ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "**Manager**") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifty-Sixth Report of the Manager dated June 25, 2019, the Affidavit of Harlan Schonfeld sworn June 25, 2019, the affidavit of Brian Empey sworn June 21, 2019 and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the fees of the Manager in the amount of \$104,447.78 for the period from January 1, 2019 to May 31, 2019 and the fees of the Manager's counsel,

Goodmans LLP (“**Goodmans**”) in the amount of \$80,808.32, for the period from December 21, 2018 to May 31, 2019 are hereby approved.

2. THIS COURT ORDERS that the allocation of fees incurred by the Manager to the various Schedule “B” Companies and Schedule “C” Properties (the “**Fee Allocation Methodology**”) for the period from January 1, 2019 to May 31, 2019 and by Goodmans for the period from December 21, 2018 to May 31, 2019 described in the Manager’s Fifty-Sixth Report and attached hereto as **Appendix “A”** is hereby approved.

3. THIS COURT ORDERS that paragraphs 1 and 2 hereof are without prejudice to the rights of Christine DeJong Medicine Professional Corporation and Dennis Condos to object to fees allocated to the properties in which they claim an interest relating to the Manager’s participation in the appeal of Christine DeJong Medicine Professional Corporation heard by the Supreme Court of Canada on May 14, 2019.

4. THIS COURT ORDERS that the Manager is hereby authorized to make interim distributions of funds in accordance with the Interim Distribution Chart attached hereto as **Appendix “B”**.

5. THIS COURT ORDERS that, in the event no party other than Christine DeJong Medicine Professional Corporation files a claim against United Empire Lands Ltd. (“**UEL**”) in the claims process to be conducted by the Manager in respect of UEL (the “**Claims Process**”), the Manager is hereby authorized to make an interim distribution of funds to Christine DeJong Medicine Professional Corporation of the proceeds of sale of the property formerly owned by UEL, subject to the Manager’s allocated professional fees, following the expiry of the claims bar date in the Claims Process without further order of the Court.



Schedule B Companies and Schedule C Properties
Fee Allocation and Funding Repayment Schedule (HST included)
January 1 to May 31, 2019

Company	Allocation of Professional Fees			Manager Funded Company Costs	TOTAL Fee Allocation + Funding	31-Jan-19		26-Feb-19	
	Specific-SI	Specific-GM	Non-Specific			Specific-SI	Non-Specific	Specific-SI	Non-Specific
SCHEDULE B COMPANIES									
Ascalon	2,153.66	0.00	2,012.58	4,166.24	4,166.24	449.08	0.00	676.67	0.00
Hannochburn	254.25	0.00	0.00	254.25	254.25	254.25	0.00	0.00	0.00
Cityview	1,572.18	193.23	2,012.58	3,777.99	3,777.99	449.08	0.00	676.67	0.00
Devulheri	169.50	0.00	0.00	169.50	169.50	169.50	0.00	0.00	0.00
Donatella	169.50	0.00	0.00	169.50	169.50	169.50	0.00	0.00	0.00
Double Rose	696.99	0.00	0.00	696.99	696.99	169.50	0.00	0.00	0.00
Dupont	1,699.30	0.00	2,012.58	3,711.88	3,711.88	449.08	0.00	676.67	0.00
Eddystone	1,452.16	0.00	2,012.58	3,464.74	3,464.74	449.08	0.00	676.67	0.00
Fraser Lands	1,680.87	0.00	0.00	1,680.87	1,680.87	254.25	0.00	0.00	0.00
Fraser Properties	1,810.37	0.00	0.00	1,810.37	1,810.37	254.25	0.00	0.00	0.00
Global Mills	1,210.73	0.00	2,012.58	3,223.31	3,223.31	449.08	0.00	676.67	0.00
Hidden Gem	950.51	0.00	0.00	950.51	950.51	169.50	0.00	0.00	0.00
Lesliebrook Holdings	1,912.45	0.00	2,012.58	3,925.03	3,925.03	533.83	0.00	676.67	0.00
Lesliebrook Lands	1,915.47	0.00	2,012.58	3,928.05	3,928.05	533.83	0.00	676.67	0.00
Liberty Village Lands	1,383.45	0.00	2,012.58	3,396.03	3,396.03	449.08	0.00	676.67	0.00
Liberty Village Properties	254.25	0.00	0.00	254.25	254.25	254.25	0.00	0.00	0.00
Nottingham Center	968.50	644.10	0.00	1,612.60	1,612.60	127.13	0.00	0.00	0.00
Queen's Corner	1,512.57	0.00	2,012.58	3,525.15	3,525.15	449.08	0.00	676.67	0.00
Red Deer Developments	1,560.46	0.00	2,012.58	3,573.04	3,573.04	449.08	0.00	676.67	0.00
Red Deer Lands	127.13	0.00	0.00	127.13	127.13	127.13	0.00	0.00	0.00
Richmond Row/165 Barburt	254.25	0.00	0.00	254.25	254.25	254.25	0.00	0.00	0.00
Riverdale Mansion	254.25	0.00	0.00	254.25	254.25	254.25	0.00	0.00	0.00
Royal Apartment	2,027.95	0.00	2,012.58	4,040.53	4,040.53	449.08	0.00	676.67	0.00
Royal Gate Holdings	1,754.71	0.00	2,012.58	3,767.29	3,767.29	576.70	0.00	676.67	0.00
Salmon River Properties	127.13	0.00	0.00	127.13	127.13	127.13	0.00	0.00	0.00
Shyway	1,544.95	0.00	2,012.58	3,557.53	3,557.53	449.08	0.00	676.67	0.00
Tasdale	1,945.82	0.00	2,012.58	3,958.40	3,958.40	576.70	0.00	676.67	0.00
Twin Dragons	2,018.45	0.00	2,012.58	4,031.03	4,031.03	449.08	0.00	676.67	0.00
West Mall	1,388.71	0.00	2,012.58	3,401.29	3,401.29	449.08	0.00	676.67	0.00
Western Lands	127.13	0.00	0.00	127.13	127.13	127.13	0.00	0.00	0.00
Wynford	1,210.73	0.00	2,012.58	3,223.31	3,223.31	449.08	0.00	676.67	0.00
Total Schedule B	36,043.35	837.23	34,213.86	71,096.54	71,096.54	10,683.52	0.00	11,593.39	1,856.57
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
771 St. Charles	3,641.27	6,059.63	2,012.58	11,713.47	11,713.47	220.25	243.33	676.67	0.00
260 Emerson	4,231.49	6,059.63	2,012.58	12,303.70	12,303.70	220.25	243.33	676.67	0.00
66 Central	2,577.36	6,059.63	2,012.58	10,649.57	10,649.57	245.68	243.33	676.67	0.00
324 William Edward	3,701.67	6,059.63	2,012.58	11,773.87	11,773.87	220.25	243.33	676.67	0.00
1 William Morgan	254.25	0.00	0.00	254.25	254.25	0.00	0.00	0.00	0.00
3270 American Drive	3,793.39	6,059.63	2,012.58	11,865.60	11,865.60	220.25	243.33	676.67	0.00
321 Carlaw	1,736.56	0.00	2,012.58	3,749.14	3,749.14	194.83	0.00	676.67	0.00
346 Jarvis, Unit A	1,136.46	3,029.81	2,012.58	6,178.85	6,178.85	110.13	121.66	676.67	0.00
346 Jarvis, Unit B	1,136.45	3,029.81	2,012.58	6,178.83	6,178.83	110.13	121.66	676.67	0.00
346 Jarvis, Unit C	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit D	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit E	0.00	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	0.00
2454 Bayview	305.10	0.00	0.00	305.10	305.10	0.00	2.00	0.00	0.00
30 Hazelton	2,194.22	6,059.63	2,012.58	10,266.42	10,266.42	220.25	243.33	676.67	0.00
30A Hazelton	2,169.13	0.00	2,012.58	4,181.73	4,181.73	194.83	0.00	676.67	0.00
24 Cecil	2,332.17	6,446.09	2,012.58	10,810.84	10,810.84	474.50	676.67	676.67	0.00
2 Kelvin	2,148.77	6,059.63	2,012.58	10,220.98	10,220.98	220.25	243.33	676.67	0.00
0 Luttrell	1,694.43	0.00	2,012.58	3,707.01	3,707.01	194.83	0.00	676.67	0.00
Total Schedule C	33,072.76	54,923.09	26,163.54	114,159.39	114,159.39	2,946.43	2,576.40	8,796.71	0.00
Total Fee Allocation	\$ 69,118.11	\$ 55,760.42	\$ 60,377.40	\$ 185,255.92	\$ 185,255.92	\$ 13,531.75	\$ 2,576.40	\$ 20,390.10	\$ 1,856.57

Schedule B Companies and Schedule C Properties
Fee Allocation and Funding Repayment Schedule (HST included)
January 1 to May 31, 2019

Company	31-Mar-19		30-Apr-19		31-May-19	
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES						
Ascalon	833.37	0.00	143.69	52.85	0.00	98.66
Banquechuan	0.00	0.00	0.00	0.00	0.00	0.00
Cityview	778.88	0.00	143.69	50.85	0.00	98.66
Dewhurst	0.00	0.00	0.00	0.00	0.00	0.00
Donalds	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	0.00	0.00	0.00	0.00	0.00	0.00
Dupont	906.01	0.00	143.69	50.85	0.00	98.66
Ebbstone	663.87	0.00	143.69	52.85	0.00	98.66
Fraser Lands	1,426.62	0.00	0.00	0.00	0.00	0.00
Fraser Properties	1,596.12	0.00	0.00	0.00	0.00	0.00
Global Mills	663.87	0.00	143.69	0.00	0.00	98.66
Hidden Gem	0.00	0.00	0.00	2.00	0.00	0.00
Lesliebrook Holdings	795.99	0.00	143.69	50.85	0.00	98.66
Lesliebrook Lands	518.12	0.00	143.69	50.85	0.00	98.66
Liberty Village Lands	621.49	0.00	143.69	50.85	0.00	98.66
Liberty Village Properties	0.00	0.00	0.00	0.00	0.00	0.00
Northern Duxter	0.00	128.82	0.00	0.00	0.00	0.00
Queen's Corner	748.62	0.00	143.69	50.85	0.00	98.66
Red Door Developments	736.51	0.00	143.69	50.85	0.00	98.66
Red Door Lands	0.00	0.00	0.00	0.00	0.00	0.00
Richmond Row/165 Bathurst	0.00	0.00	0.00	0.00	0.00	0.00
Riverdale Mansions	0.00	0.00	0.00	0.00	0.00	0.00
Royal Apartment	1,264.00	0.00	143.69	50.85	0.00	98.66
Royal Gate Holdings	863.63	0.00	143.69	50.85	0.00	98.66
Salmon River Properties	0.00	0.00	0.00	0.00	0.00	0.00
Skynway	790.99	0.00	143.69	50.85	0.00	98.66
Tisdale	1,354.74	0.00	143.69	50.85	0.00	98.66
Twin Dragons	1,254.50	0.00	143.69	50.85	0.00	98.66
West Mall	790.99	0.00	143.69	50.85	0.00	98.66
Weston Lands	0.00	0.00	0.00	0.00	0.00	0.00
Wynford	663.87	0.00	143.69	0.00	0.00	98.66
Total Schedule B	17,367.15	128.82	2,442.73	262.75	0.00	1,677.22
SCHEDULE C PROPERTIES						
44 Park Lane Circle	0.00	0.00	0.00	0.00	0.00	0.00
777 St. Charles	1,514.36	2,817.47	143.69	1,775.02	941.25	98.66
260 Emerson	1,638.49	2,817.47	143.69	603.84	941.25	98.66
66 Gerard	1,132.98	2,817.47	143.69	36.32	941.25	98.66
524 Prince Edward	1,599.11	2,817.47	143.69	640.17	941.25	98.66
William Morgan	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	1,417.50	2,817.47	143.69	1,167.75	941.25	98.66
321 Cadaw	1,087.62	0.00	143.69	0.00	0.00	98.66
346 Jarvis, Unit A	437.87	1,408.73	143.69	18.16	470.65	98.66
346 Jarvis, Unit D	437.87	1,408.73	143.69	18.16	470.65	98.66
346 Jarvis, Unit E	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
2454 Bayview	833.37	2,817.47	143.69	0.00	0.00	0.00
300 Hazelton	833.37	2,817.47	143.69	0.00	0.00	0.00
20A Hazelton	833.37	2,817.47	143.69	0.00	0.00	0.00
24 Cecil	878.73	2,817.47	143.69	36.32	941.25	98.66
2 Kelvin	878.73	2,817.47	143.69	36.32	941.25	98.66
0 Luttrell	918.12	0.00	143.69	0.00	0.00	0.00
Total Schedule C	13,608.09	25,357.20	1,867.97	3,730.06	8,471.61	1,282.58
Total Fee Allocation	\$ 30,975.24	\$ 25,186.02	\$ 4,310.70	\$ 4,492.81	\$ 8,471.61	\$ 2,959.80
				\$ 2,426.08	\$ 18,517.88	\$ 29,530.50

Appendix B

Distribution to Dejong Medicine Corporation for Shareholder Loans

Company	Funds on Hand	Proposed fee allocation	Funds to Distribute
Prince Edward Properties Ltd.	596,500	(11,774)	584,726
St. Clarens Holdings Ltd.	430,000	(11,713)	418,287
Emerson Developments Ltd.	155,700	(12,304)	143,396
Total	1,182,200	(35,791)	1,146,409

Distribution to Dejong Medicine Corporation for Common Shares if no other equity claims are received

Company	Funds on Hand	Proposed fee allocation	Funds to Distribute
United Empire Lands Ltd.	779,800	(11,866)	767,934
Total	779,800	(11,866)	767,934

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.

- 2 -

- 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

ORDER

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

Brian Empey LSO No. 30640G
Mark Dunn LSO No. 55510L
Carlic Fox LSO No. 68414W

Tel: 416.979.2211
Fax: 416.979.1 234

Lawyers for the Manager

Q

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

ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST

B E T W E E N:

DBDC SPADINA LTD. and those corporations listed on Schedule "A" of the Order of Justice
Newbould dated November 5, 2013 ("DBDC Spadina et al.")

Creditor



and

NORMA WALTON

Debtor

and

SCHONFIELD INC. in its capacity as Manager of (i) certain companies listed at Schedule "B" to
the Order of Justice Newbould dated November 5, 2013 (the "Schedule "B" Companies"),
together with the properties owned by those companies (the "Schedule "B" Properties"); and (ii)
the properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August
12, 2014 (the "Schedule "C" Properties" and together with the Schedule "B" Properties, the
"Properties")

Garnishee

NOTICE OF GARNISHMENT

TO SCHONFIELD INC.

77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, Ontario
M5K 1G8

A LEGAL PROCEEDING in this Court between the DBDC Spadina et al. and the debtor
has resulted in an Order that the debtor pay a sum of money to DBDC Spadina et al. DBDC

Spadina et al. claims that you owe or will owe a debt to the debtor. A debt to the debtor includes both a debt payable to the debtor and a debt payable to the debtor and one or more co-owners. DBDC Spadina et al. has had this Notice of Garnishment directed to you as garnishee in order to seize any debt that you owe or will owe to the debtor. Where the debt is payable to the debtor and to one or more co-owners, you must pay one-half of the indebtedness or the greater or lesser amount specified in an Order made under sub rule 60.08(16).

YOU ARE REQUIRED TO PAY to the Sheriff of the City of Toronto,

- (a) within 10 days after this notice is served on you, all debts now payable by you to the debtor; and
- (b) within 10 days after they become payable, all debts that become payable by you to the debtor within 6 years after this notice is served on you, subject to the exemptions provided by section 7 of the *Wages Act*. The total amount of all your payments to the Sheriff is not to exceed \$70,803,048.44 less \$10.00 for your costs of making each payment.

EACH PAYMENT MUST BE SENT with a copy of the attached garnishee's payment notice to the Sheriff at the address shown below.

IF YOU DO NOT PAY THE TOTAL AMOUNT OF \$70,803,048.44 LESS \$10.00 FOR YOUR COSTS OF MAKING EACH PAYMENT WITHIN 10 DAYS after this notice is served on you, because the debt is owed to the debtor and to one or more co-owners or for any other reason, you must within that time serve on DBDC Spadina et al. and the debtor and file with the Court a garnishee's statement in Form 60I attached to this notice.

IF YOU FAIL TO OBEY THIS NOTICE, THE COURT MAY MAKE AND ENFORCE AN ORDER AGAINST YOU for payment of the amount set out above and the costs of DBDC Spadina et al.

IF YOU MAKE PAYMENT TO ANYONE OTHER THAN THE SHERIFF, YOU MAY BE LIABLE TO PAY AGAIN.

TO THE CREDITOR, THE DEBTOR AND THE GARNISHEE

Any party may make a Motion to the Court to determine any matter in relation to this Notice of Garnishment.

Date

Aug. 12, 2019

Issued by



Local Registrar **C. Irwin**
Registrar

Address of
court office:

330 University Avenue, 9th Floor
Toronto, ON M5G 1R7

Creditor's address	Debtor's address	Sheriff's address
DBDC Spadina Ltd. et al. C/O Lenczner Slaght Royce Smith Griffin LLP 130 Adelaide St W Suite 2600, Toronto, ON M5H 3P5	15 Montessor Drive Toronto, Ontario M2P 1Y9	393 University Avenue 6th Floor Toronto, Ontario M5G 1E6

GARNISHEE'S PAYMENT NOTICE

Make payment by cheque or money order payable to the Sheriff of the City of Toronto and send it, along with a copy of this payment notice, to:

393 University Avenue
6th Floor
Toronto, Ontario
M5G 1E6

Court: Ontario Superior Court of Justice - Commercial List File No. CV-13-10280-00CL

Office at: 330 University Avenue, 9th Floor
Toronto, Ontario
M5G 1R7

Creditor: DBDC Spadina Ltd. et al.

Debtor: Norma Walton

Garnishee: SCHONFIELD INC. in its capacity as Manager of (i) certain companies listed at Schedule "B" to the Order of Justice Newbould dated November 5, 2013 (the "Schedule "B" Companies"), together with the properties owned by those companies (the "Schedule "B" Properties"); and (ii) the properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August 12, 2014 (the "Schedule "C" Properties" and together with the Schedule "B" Properties, the "Properties")

TO BE COMPLETED BY GARNISHEE FOR EACH PAYMENT

Date of payment:

Amount enclosed: \$ 70,803,048.44

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

DBDC SPADINA LTD. and those corporations listed on Schedule "A" of the Order of Justice
Newbould dated November 5, 2013 ("DBDC Spadina et al.")

Creditor

and

NORMA WALTON

Debtor

and

SCHONFIELD INC. in its capacity as Manager of (i) certain companies listed at Schedule "B" to the Order of Justice Newbould dated November 5, 2013 (the "Schedule "B" Companies"), together with the properties owned by those companies (the "Schedule "B" Properties"); and (ii) the properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August 12, 2014 (the "Schedule "C" Properties" and together with the Schedule "B" Properties, the "Properties")

Garnishee

GARNISHEE'S STATEMENT

I, _____ I acknowledge that I owe or will owe the debtor or the debtor and one or more co-owners the sum of \$70,803.048.44 payable on _____, because

(Give reason why you owe the debtor or the debtor and one or more co-owners money. If you are making payment of less than the amount stated in line 2 of this paragraph because the debt is owed to the debtor and to one or more co-owners or for any other reason, give a full explanation of the reason. If you owe the debtor wages, state how often the debtor is paid. State the gross amount of the debtor's wages before any deductions and the net amount after all deductions and attach a copy of a pay slip.)

- 1.1 *(If debt owed to debtor and one or more co-owners, check here [] and complete the following;)*

Co-owner(s) of the Debt (name, address)

2. *(If you do not owe the debtor money, explain why. Give any other information that will explain your financial relationship with the debtor.)*

3. *(If you have been served with any other notice of garnishment or a writ of execution against the debtor, give particulars.)*

Name of Creditor	Location of Sheriff	Date of Notice or Writ	Date of Service on you
------------------	---------------------	------------------------	------------------------

4. *(If you have been served outside Ontario and you wish to object on the ground that service outside Ontario was improper, give particulars of your objection.)*

Date

Signature of or for garnishee

Name of garnishee

SCHONFIELD INC. in its capacity as
manager of the Properties

Address

77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, Ontario
M5K 1G8

Telephone Number

DBDC SPADINA LTD. ET AL.
Creditor

-and- NORMA WALTON
Debtor

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT TORONTO

GARNISHEE'S STATEMENT

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**

Barristers
Suite 2600
130 Adelaide Street West
Toronto ON M5H 3P5

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Tel: (416) 865-3739

Fax: (416) 865-3730

Email: cboubalos@litigate.com

Lawyers for the Creditor

DBDC SPADINA LTD.
Creditor

-and- NORMA WALTON
Debtor

-and- SCHONFIELD INC.
Garnishee

Court File No. CV-15-11147-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

NOTICE OF GARNISHMENT

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Email: cboubalos@litigate.com

Lawyers for the Creditor

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

ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST

B E T W E E N:

DBDC SPADINA LTD. and those corporations listed on Schedule "A" of the Order of Justice
 Newbould dated November 5, 2013 ("DBDC Spadina et al.")

Creditor



and

RONAULD WALTON

Debtor

and

SCHONFIELD INC. in its capacity as Manager of (i) certain companies listed at Schedule "B" to
 the Order of Justice Newbould dated November 5, 2013 (the "Schedule "B" Companies"),
 together with the properties owned by those companies (the "Schedule "B" Properties"); and (ii)
 the properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August
 12, 2014 (the "Schedule "C" Properties" and together with the Schedule "B" Properties, the
 "Properties")

Garnishee

NOTICE OF GARNISHMENT

TO SCHONFIELD INC.

77 King Street West
 Suite 3000, PO Box 95
 TD Centre North Tower
 Toronto, Ontario
 M5K 1G8

A LEGAL PROCEEDING in this Court between DBDC Spadina et al. and the debtor has
 resulted in an Order that the debtor pay a sum of money to DBDC Spadina et al. DBDC Spadina et

IF YOU FAIL TO OBEY THIS NOTICE, THE COURT MAY MAKE AND ENFORCE AN ORDER AGAINST YOU for payment of the amount set out above and the costs of DBDC Spadina et al.

IF YOU MAKE PAYMENT TO ANYONE OTHER THAN THE SHERIFF, YOU MAY BE LIABLE TO PAY AGAIN.

TO THE CREDITOR, THE DEBTOR AND THE GARNISHEE

Any party may make a Motion to the Court to determine any matter in relation to this Notice of Garnishment.

Date

Aug. 12, 2019

Issued by



Local Registrar
Dustin

Address of
court office:

330 University Avenue, 9th Floor
Toronto, ON M5G 1R7

Creditor's address	Debtor's address	Sheriff's address
DBDC Spadina Ltd. et al. C/O Lenczner Slaght Royce Smith Griffin LLP 130 Adelaide St W Suite 2600, Toronto, ON M5H 3P5	15 Montessor Drive Toronto, Ontario M2P 1Y9	393 University Avenue 6th Floor Toronto, Ontario M5G 1E6

GARNISHEE'S PAYMENT NOTICE

Make payment by cheque or money order payable to the Sheriff of the City of Toronto and send it, along with a copy of this payment notice, to:

393 University Avenue
6th Floor
Toronto, Ontario
M5G 1E6

Court: Ontario Superior Court of Justice - Commercial List File No. CV-13-10280-00CL

Office at: 330 University Avenue, 9th Floor
Toronto, Ontario
M5G 1R7

Creditor: DBDC Spadina Ltd. et al.

Debtor: Ronauld Walton

Garnishee: SCHONFIELD INC. in its capacity as Manager of (i) certain companies listed at Schedule "B" to the Order of Justice Newbould dated November 5, 2013 (the "Schedule "B" Companies"), together with the properties owned by those companies (the "Schedule "B" Properties"); and (ii) the properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August 12, 2014 (the "Schedule "C" Properties" and together with the Schedule "B" Properties, the "Properties")

TO BE COMPLETED BY GARNISHEE FOR EACH PAYMENT

Date of payment:

Amount enclosed: \$ 70,803,048.44

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

DBDC SPADINA LTD. and those corporations listed on Schedule "A" of the Order of Justice
Newbould dated November 5, 2013 ("DBDC Spadina et al.")

Creditor

and

RONAULD WALTON

Debtor

and

SCHIONFIELD INC. in its capacity as Manager of (i) certain companies listed at Schedule "B"
to the Order of Justice Newbould dated November 5, 2013 (the "Schedule "B" Companies"),
together with the properties owned by those companies (the "Schedule "B" Properties"); and (ii)
the properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August
12, 2014 (the "Schedule "C" Properties" and together with the Schedule "B" Properties, the
"Properties")

Garnishee

GARNISHEE'S STATEMENT

1. I acknowledge that I owe or will owe the debtor or the debtor and one or more co-owners
the sum of \$70,803,048.44 payable on _____, because

(Give reason why you owe the debtor or the debtor and one or more co-owners money. If you are making payment of less than the amount stated in line 2 of this paragraph because the debt is owed to the debtor and to one or more co-owners or for any other reason, give a full explanation of the reason. If you owe the debtor wages, state how often the debtor is paid. State the gross amount of the debtor's wages before any deductions and the net amount after all deductions and attach a copy of a pay slip.)

- 1.1 *(If debt owed to debtor and one or more co-owners, check here [] and complete the following:)*

Co-owner(s) of the Debt (name, address)

2. *(If you do not owe the debtor money, explain why. Give any other information that will explain your financial relationship with the debtor.)*

3. *(If you have been served with any other notice of garnishment or a writ of execution against the debtor, give particulars.)*

Name of Creditor	Location of Sheriff	Date of Notice or Writ	Date of Service on you
------------------	---------------------	------------------------	------------------------

4. *(If you have been served outside Ontario and you wish to object on the ground that service outside Ontario was improper, give particulars of your objection.)*

Date _____

Signature of or for garnishee _____

Name of garnishee

SCHONFIELD INC. in its capacity as
manager of the Properties
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, Ontario
M5K 1G8

Address

Telephone Number

DBDC SPADINA LTD. ET AL.
Creditor

-and- RONAULD WALTON
Debtor

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT TORONTO

GARNISHEE'S STATEMENT

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SMITH GRIFFIN LLP**

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Lawyers for the Creditor

DBDC SPADINA LTD. et al.
Creditor

-and- RONALD WALTON
Debtor

-and- SCHONFIELD INC.
Garnishee

Court File No. CV-15-11147-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

NOTICE OF GARNISHMENT

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Email: cboubalos@litigate.com

Lawyers for the Creditor

R

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT

AMENDED NOTICE OF MOTION

The Applicants will make a Motion to the Honourable Justice Newbould of the Commercial List at 330 University Avenue, Toronto on December 18, 2013 at 10:00 a.m., or such other date determined by the court.

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

THE MOTION IS FOR:

1. The Applicants, DBDC Spadina Ltd., and those Corporations listed on Schedule A hereto, make a Motion for;

- (a) An Order abridging the time for delivery of this Notice of Application and supporting materials pursuant to Rule 3.02 of the *Rules of Civil Procedure*, and providing that this application and the companion motion to appoint a manager to be properly returnable on December 18, 2013 or such other date as the motion is returnable;
- (b) An Order under Section 248(3)(b) of the *Business Corporations Act*, R.S.O. 1980, c.B.16, as amended (the “OBCA”) and/or Section 101 of the *Courts of Justice Act* R.S.O. 1990, c. C.43 (“CJA”) appointing Schonfeld Inc. as manager (“Manager”) over the following properties where Dr. Stanley Bernstein is a mortgagee:
 - (i) 232 Galloway Road, other than those units sold to third parties; and
 - (ii) 65 Front Street East.
- (c) An Order under Section 248(3)(b) of the OBCA and/or Section 101 of the CJA providing that the shareholders loans provided by the Applicants and/or Dr. Bernstein to the Schedule B Companies shall be registered on title of the Schedule B Properties as a secured charge, ranking in second priority to any existing charges;
- (d) An Order that the net proceeds of any sale of the Schedule B Companies be held by the Manager and distributed in accordance with the shareholders agreements, subject to:
 - (i) Dr. Bernstein being made whole first, including return of debt and capital, interest and profits;

- (ii) The Respondents satisfying this Honourable Court as to the amount and authenticity of their equity contributions, if any, which onus is on the Respondents; and
 - (iii) The profits or return on equity otherwise payable to the Respondents being made available first to the Manager to fund its activities and the Schedule B Properties, provided that the parties shall be able to seek further Order of the Court in that regard;
- (e) An Order that Norma Walton and Ronald Walton shall make and satisfactorily evidence to the Manager the equity investments as required by the agreements in respect of the Schedule B Companies and Properties to fund the expenses of the Schedule B Companies and Properties;
- (f) An Order that the Respondents and The Rose & Thistle Group may not dispose of or encumber any assets held by them either jointly or severally, without further Order of this Honourable Court;
- (g) A Certificate of Pending Litigation respecting and a blanket charge over the property municipally known as 44 Park Lane Circle, Toronto, Ontario;
- (h) Certificates of Pending Litigation respecting and a blanket charge over the properties where the Respondents have an ownership interest (the "Other Properties"), municipally known as:
 - (i) 620 Richmond Street West, Toronto, Ontario;
 - (ii) 875 Queen Street East, Toronto, Ontario;

- (iii) 3270 American Drive, Mississauga, Ontario;
- (iv) 2 Kelvin Avenue, Toronto, Ontario;
- (v) 346 Jarvis Street, Toronto, Ontario, other than those units sold to third parties;
- (vi) 3775 St. Clair Avenue East;
- (vii) 14/17 Montcrest, Toronto, Ontario;
- (viii) 1 William Morgan Drive, Toronto, Ontario;
- (ix) 324 Prince Edward Drive, Toronto, Ontario;
- (x) 24 Cecil Street, Toronto, Ontario;
- (xi) 185 Davenport Road, Toronto, Ontario;
- (xii) 30 and 30A Hazelton Avenue, Toronto, Ontario;
- (xiii) 1246 Yonge Street, Toronto, Ontario;
- (xiv) 777 St. Clarens Avenue, Toronto, Ontario;
- (xv) 17 Yorkville Avenue, Toronto, Ontario;
- (xvi) 252 Carlton Street and 478 Parliament Street, Toronto, Ontario;
- (xvii) 19 Tennis Crescent, Toronto, Ontario;
- (xviii) 66 Gerrard Street East, Toronto, Ontario;

- (xix) 646 Broadview Avenue, Toronto, Ontario;
 - (xx) 14 College Street, Toronto, Ontario;
 - (xxi) 26 Gerrard Street Est, Toronto, Ontario;
 - (xxii) 3 Post Road, Toronto, Ontario;
 - (xxiii) 2 Park Lane Circle Road, Toronto, Ontario;
 - (xxiv) 2454 Bayview Avenue, Toronto, Ontario;
 - (xxv) 321 Carlaw, Toronto, Ontario; and
 - ~~(xxvi) 231-235 King St. East, Toronto, Ontario.~~
- (i) An interim order pending the hearing of this motion restraining the Respondents from taking any steps to sell, transfer or encumber the Other Properties;
 - (j) An Order granting all necessary directions to the Manager;
 - (k) The costs of this motion; and
 - (l) Such further and other relief as to this Honourable Court may seem just.

THE GROUNDS FOR THE MOTION ARE:

- (m) This Honourable Court has made three Orders dated October 4, October 25 and November 5, 2013 in respect of the Applicants' application and various motion, which *inter alia*:

- (i) appointed Schonfeld Inc. as Inspector over the Schedule B Companies (October 4, 2013);
- (ii) appointed Schonfeld Inc. as Manager over the Schedule B Companies and Properties (November 5, 2013);
- (iii) required the Respondents to deliver forthwith a full accounting of all monies received, disbursed, owed to and owed from the Schedule B Companies and The Rose & Thistle Group Ltd. since September 2010 to the present (October 25, 2013);
- (n) The Respondents have not provided the accounting (or any accounting whatsoever) required by this Honourable Court's Order of October 25, 2013;
- (o) By way of Endorsement dated November 5, 2013, this Honourable Court adjourned *sine die* the relief sought by the Applicants to appoint Schonfeld Inc. as Manager over the properties at 232 Galloway Road, and 65 Front Street East, where Dr. Stanley Bernstein is a mortgagee, but not a shareholder;
- (p) This Honourable Court adjourned the Applicants' motion *sine die* in light of the statement in Ms. Walton's affidavit that these mortgages would be paid in full by the end of November 2013;
- (q) On November 6, 2013, Ms. Walton advised that as a result of the appointment of the Manager she was unable to obtain funds from any of her lenders;

- (r) Ms. Walton advised that she hoped to sell 65 Front Street East, which she stated would likely result in Dr. Bernstein's mortgage being paid out by the end of January 2014, 9 months after its term expired;
- (s) Ms. Walton advised that she expected that sale to generate funds to repay the mortgage on 232 Galloway Road, 19 months after its term expired and without the charge on the property being restored;
- (t) As of the date of this Notice of Motion, the funds have not been repaid to Dr. Bernstein in respect of any of the mortgages;
- (u) Interest-only mortgage payments continue to be made;
- (v) Ms. Walton has discharged a mortgage over 232 Galloway Road without Dr. Bernstein's knowledge or consent where the principal amount of the mortgage has not been repaid;
- (w) By way of Endorsement dated November 5, 2013, This Honourable Court adjourned *sine die* the relief sought by the Applicants for a certificate of pending litigation over 44 Park Lane Circle;
- (x) This Honourable Court adjourned the Applicants' motion *sine die* in light of the statement in Ms. Walton's affidavit that all of the monies diverted from the additional mortgages on 1450 Don Mills Road and 1500 Don Mills Road to companies other than the Schedule B Companies would be repaid that day;
- (y) Ms. Walton attached a direction to Devry Smith Frank LLP as evidence of her intention;

- (z) The executed form of direction provided to Devry Smith Frank LLP, dated November 6, 2013, the day after the endorsement was substantially amended from the draft direction put before the court;
- (aa) The changes include:
 - (i) A total of \$692,450 was to be repaid to the Schedule B Companies, rather than \$1,072,200;
 - (ii) Certified cheques were to be issued to Norma and Ron Walton in the total amounts of \$523,873.14;
 - (iii) Fees for the Respondent's legal counsel (Fasken Martineau LLP and Schible Law) were to be paid in a fixed amount of \$100,000, rather than from the residual balance;
 - (iv) Although \$460,000 purports to be allocated to repay amounts that went to Norma Walton personally, as a result of the payments set out in (aa)(ii) above, the Waltons received back \$460,000 plus an additional \$63,873.14; and
 - (v) No additional funds were directed to be held in trust.
- (bb) The amounts received by the following companies outside of the Schedule B Companies were not directed to be repaid:
 - (i) Highland Creek Townes Inc. (the company associated with 232 Galloway Road, where Dr. Bernstein is the mortgagee) - \$15,100;

- (ii) Front Church Properties Limited (the company associated with 65 Front Street East, where Dr. Bernstein is the mortgagee) - \$361,750; and
- (iii) Carlaw Corner Corp. (a company associated with 319 Carlaw Street, Suite 107) - \$2,900.
- (cc) The remaining funds from the additional \$6,000,000 in mortgages on 1450 Don Mills Road and 1500 Don Mills Road have not been repaid;
- (dd) The Inspector has to date been unable to trace the funds diverted from the Schedule B Companies;
- (ee) The Schedule B Companies have incurred taxation, utilities and construction liabilities, among other things, due to the Respondents' improper diversion of funds; and
- (ff) Such further and other grounds as the lawyers may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

- (a) Affidavit of Dr. Stanley Bernstein sworn October 1, 2013;
- (b) Affidavit of James Reitan sworn October 1, 2013;
- (c) Affidavit of James Reitan sworn October 3, 2013;
- (d) Affidavit of James Reitan sworn October 24, 2013;
- (e) Affidavit of James Reitan sworn December 9, 2013;
- (f) First Interim Report of the Inspector;

-10-

- (g) Supplement to the First Interim Report of the Inspector;
- (h) Second Report of the Inspector;
- (i) Affidavit of Harlan Schonfeld, CA, CIRP sworn October 1, 2013, including the consent of Schonfeld Inc. to act as Inspector; and
- (j) Such further and other material as the lawyers may advise and this Honourable Court may permit.

December 11, 2013

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**

Barristers
Suite 2600
130 Adelaide Street West
Toronto ON M5H 3P5

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Shara N. Roy (49950H)

Tel: (416) 865-2942

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Email: sroy@litigate.com

Lawyers for the Applicants

TO: **SCHIBLE LAW**
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Toronto, ON M5H 3M7

Guillermo Schible
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Fax: (416) 352-5454

FASKEN MARTINEAU
Suite 2400
333 Bay Street
Toronto, ON M5H 2T6

John Campion
Tel: (416) 865-4357
Fax: (416) 364-7813

Lawyers for the Respondents

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

Fred Myers
Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Inspector

SCHEDULE "A" COMPANIES

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investment 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 Inc.
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 Industrial 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 Inc.
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. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 165 Bathurst Inc.

DBDC SPADINA LTD., and those corporations listed on Schedule A -and- NORMA WALTON et al.
here to
Plaintiffs

Defendants

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

AMENDED NOTICE OF MOTION

LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP

Barristers

Suite 2600

130 Adelaide Street West

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Email: sroy@litigate.com

Lawyers for the Applicants

S

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)	WEDNESDAY, THE 18 TH
)	
JUSTICE NEWBOULD)	DAY OF DECEMBER, 2013
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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT

ORDER

THIS MOTION, made by the Applicant, DBDC SPADINA LTD., and THOSE CORPORATIONS LISTED ON SCHEDULE A HERETO, for an Order granting various relief, to be heard on December 18, 2013 was adjourned, in part, to this day;

ON READING the Notice of Application dated October 1, 2013, the Amended Notice of Application dated October 24, 2013, the Amended Amended Notice of Application dated

-2-

December 17, 2013, the Notice of Motion dated December 11, 2013, the Amended Notice of Motion dated December 17, 2013, the affidavits of James Reitan sworn October 1, October 3, October 24 and December 9, 2013 the affidavit of Dr. Stanley K. Bernstein sworn October 1, 2013, the affidavits of Norma Walton sworn October 3 and October 31, 2013, the affidavit of Harlan Schonfeld sworn October 1, 2013, the affidavit of Marvin Pernica sworn December 5, 2013, the affidavit of Robert Duranceau sworn December 16, 2013, the affidavit of Jean Monardo sworn December 16, 2013, the Affidavit of Scott Brail, sworn December 17, 2013, the Affidavit of Bruce Shepherd sworn December 17, 2013, the Affidavit of Erle Anderson, sworn December 17, 2013 and the Exhibits attached thereto, the First Interim Report of the Inspector, Schonfeld Inc., the Supplemental Report to the First Interim Report of the Inspector and the Exhibits thereto, the Second Interim Report of the Inspector and the facts and books of authorities, filed, and upon hearing counsel for the Applicants, the Respondents, the Manager and the Mortgagees and, or the consent of the Mortgagees, *and on the objection of the respondents*

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS that the Applicants' motion is adjourned returnable ~~in January~~ *on a date to be set* before the Honourable Justice Newbould to permit cross-examination of James Reitan, Dr. Stanley Bernstein and, if so advised, Norma Walton. *Set*

3. THIS COURT ORDERS the following interim relief pending the return of the motion:

- (a) the Respondents shall not deal with the Property at 44 Park Lane Circle, without further order of This Court;

-3-

- (b) the Respondents shall not deal with the Property at 65 Front Street East, without further order of This Court;
- (c) the Respondents shall provide reasonable advance written notice to the Applicants and the Manager of any dealings with the following properties, so as to permit the Applicants and/or Manager to seek further relief of this Court in a timely manner:
 - (i) 2 Kelvin Avenue, Toronto, Ontario;
 - (ii) 346 Jarvis Street, Toronto, Ontario;
 - (iii) 3775 St. Clair Avenue East, Toronto, Ontario;
 - (iv) 14/17 Monterest, Toronto, Ontario;
 - (v) 1 William Morgan Drive, Toronto, Ontario;
 - (vi) 324 Prince Edward Drive, Toronto, Ontario;
 - (vii) 24 Cecil Street, Toronto, Ontario;
 - (viii) 185 Davenport Road, Toronto, Ontario;
 - (ix) 30 and 30A Hazelton Avenue, Toronto, Ontario;
 - (x) 1246 Yonge Street, Toronto, Ontario;
 - (xi) 777 St. Clarens Avenue, Toronto, Ontario;
 - (xii) 17 Yorkville Avenue, Toronto, Ontario;

-4-

- (xiii) 252 Carlton Street and 478 Parliament Street, Toronto, Ontario;
- (xiv) 19 Tennis Crescent, Toronto, Ontario;
- (xv) 66 Gerrard Street East, Toronto, Ontario;
- (xvi) 646 Broadview Avenue, Toronto, Ontario;
- (xvii) 14 College Street, Toronto, Ontario;
- (xviii) 26 Gerrard Street East, Toronto, Ontario;
- (xix) 2 Park Lane Circle Road, Toronto, Ontario;
- (xx) 2454 Bayview Avenue, Toronto, Ontario; and
- (xxi) 321 Carlaw, Toronto, Ontario,

out of the ordinary course of business, including encumbering or selling the properties.



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SCHEDULE "A" COMPANIES

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investment 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 Inc.
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 Industrial 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 Inc.
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. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 165 Bathurst Inc.

DBDC SPADINA LID., et al
Applicants

-and- NORMA WALTON et al.
Respondents

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

ORDER

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**

Barristers

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Lawyers for the Applicants

T

Tom Trklja

From: Norma Walton
Sent: Thursday, December 12, 2013 2:44 PM
To: Tom Trklja
Subject: Change of shares

Dear Tom,

Please prepare preferred shares in the following companies:

1. 1793530 Ontario Inc.:
 - a. Joel Schachter, 175,000 preferred shares as of December 31, 2011 (cancel Rose and Thistle)
 - b. Barbara Naglie, 100,000 preferred shares as of December 31, 2011 (cancel Rose and Thistle)
 - c. Stockton & Bush P.M.I. Inc., 100,000 preferred shares as of December 31, 2011 (cancel Rose and Thistle)
 - d. Stockton & Bush Holdings Ltd., 100,000 preferred shares as of April 15, 2012 (cancel Rose and Thistle)
 - e. 1788371 Ontario Inc., 100,000 preferred shares as of April 15, 2012 (cancel Rose and Thistle)
 - f. 1788371 Ontario Inc., 100,000 preferred shares as of December 31, 2011 (cancel Rose and Thistle)
 - g. Ormsby Investments Limited, 100,000 preferred shares as of December 31, 2011 (cancel Rose and Thistle)
 - h. Ormsby Investments Limited, 200,000 preferred shares as of April 15, 2012 (cancel Rose and Thistle)
 - i. Cary Silber, 50,000 preferred shares as of December 31, 2011 (cancel Rose and Thistle)
2. Cecil Lighthouse Inc.:
 - a. John Rocha and Michele Peng, 62,800 preferred shares as of December 31, 2011 (cancel Rose and Thistle)
 - b. Duncan Coopland, 150,000 preferred shares as of October 29, 2010 (cancel 150,000 shares in Twin Dragons)
 - c. Duncan Coopland, 121,500 preferred shares as of October 7, 2013 (nothing to cancel);
 - d. Dennis Condos, 150,000 preferred shares as of October 7, 2013 (cancel Rose and Thistle);
 - e. Peggy Condos, 10,000 preferred shares as of October 7, 2013 (nothing to cancel);
 - f. Vane Plesse, 100,000 preferred shares as of October 21, 2013 (cancel Richmond East);
 - g. Gideon and Irene Levytam, 199,000 preferred shares as of October 7, 2013 (cancel Richmond East 245,000 shares)
 - h. Gideon and Irene Levytam, 46,000 preferred shares as of October 7, 2013 (indicate in U.S. funds on the certificate, the above cancellation covers this one)
 - i. Gideon and Irene Levytam, 200,000 preferred shares as of April 15, 2012 (cancel Rose and Thistle).
3. Academy Lands:
 - a. Joe and Teresa (Maria) Memme, 100,000 preferred shares as of October 27, 2010 (cancel 100,000 shares in Twin Dragons)
 - b. Joe and Teresa (Maria) Memme, 121,500 preferred shares as of October 7, 2013 (nothing to cancel);
 - c. 1607544 Ontario Inc. (Fareed Ansari), 200,000 preferred shares as of November 30, 2012 (cancel Rose and Thistle);
 - d. 1607544 Ontario Inc. (Fareed Ansari), 100,000 preferred shares as of December 31, 2011 (cancel Rose and Thistle);
 - e. 1607544 Ontario Inc. (Fareed Ansari), 100,000 preferred shares as of April 15, 2012 (cancel Rose and Thistle);
 - f. 1607544 Ontario Inc. (Fareed Ansari), 100,000 preferred shares as of April 15, 2012 (cancel Rose and Thistle)
 - g. Grace and Ken Bugg, 340,000 preferred shares as of October 1, 2013 (cancel Richmond East)
 - h. Ange Boudle, 150,000 shares as of April 15, 2012 (cancel Rose and Thistle);
 - i. Dian Cohen, 100,000 shares as of April 15, 2012 (cancel Rose and Thistle);
 - j. Christine DeJong Medicine Professional Corporation, 500,000 preferred shares as of April 15, 2012 (cancel Rose and Thistle)
 - k. Carlos Carreiro, 285,000 shares as of December 12, 2013 (repayment of Rose and Thistle loan – no shares to cancel)

- and
- l. Michael De Jong Homes Inc., 131,500 preferred shares as of December 12, 2013 (cancel Front Church);
 - m. C2M2J Holding Company, 617,000 preferred shares as of December 12, 2013 (cancel Front Church).
4. 1636483 Ontario Inc.
Transfer all of Legal Audit's shares to John and Myrne Rawlings as of September 3, 2013.

Let me know if you have any questions.

Thanks,
Norma

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Schedule C Equity Claims Summary

Cecil Lighthouse Ltd.

Claimant	Amount	C	E	Certificates	Notes:
Dennis John Condos and Peggy Caldwell Condos	\$160,000	X	X	P-4: Dennis \$150,000 P-5: Peggy \$10,000	<p>Original Investments: \$105,000 in Richmond East Properties \$55,000 from College Lane, transferred to Royal Agincourt</p> <p>Correspondence from Norma Walton May 11/11 letter issuing \$50,000 College Lane shares Dec. 18/12 letter transferring College Land to Royal Agincourt (\$55K) Mar 5/13 email transferring Royal Agincourt to R&T (\$55K) Dec. 12/13 email transferring R&T to Cecil Lighthouse (\$150K) Dec. 12/13 email issuing Cecil Lighthouse (\$10K)</p> <p>Confirmed from financial records Dividend payments from Royal Agincourt in 2013</p> <p>Confirmed from bank statements Confirmed \$105,000 deposited in Richmond East acct. on Oct. 11/13 \$3,877 paid to Levytams on Oct. 11/13 \$101,100 transferred to R&T on Oct. 13/13 Confirmed \$50,000 deposited in College Lane acct. on Apr. 21/11 \$11,200 transferred to R&T on Apr. 21/11 \$38,700 transferred to R&T on Apr. 25/11</p>
Duncan Coopland	\$150,000		X	P-2	<p>Correspondence from Norma Walton Dec. 12/13 email transferring Twin Dragons to Cecil Lighthouse CLAIM DISALLOWED SEPT. 16/19 – SHARES PAID OUT FROM TWIN DRAGONS PURSUANT TO ORDER DATED MARCH 7, 2018</p>
Duncan Coopland	\$121,500		X	P-3	<p>Correspondence from Norma Walton Dec. 12/13 email issuing shares in Cecil Lighthouse</p>

Column C above denotes a claim was filed in the creditor claims process and Column E denotes a claim was filed in the equity claims process.

Claimant	Amount	C	E	Certificates	Notes:
John Carlos Rocha And Michele Peng Rocha	\$62,800	X		P-1	<p>Original investment: \$50,000 paid to Rose & Thistle for investment in 1780355 Ontario</p> <p>Confirmed from financials records Jun. 6/08 \$50,000 investment recorded in 1780355 Ontario Oct. 31/11 recorded accumulated interest of \$12.8K Oct. 31/11 transfer from 1780355 Ontario to Royal Agincourt (\$62.8K)</p> <p>Confirmed from bank statements Jun. 6/08 \$50,000 deposited into R&T (SOURCE NOT IDENTIFIED)</p> <p>Correspondence from Norma Walton May 6/13 email transferring Royal Agincourt to R&T (\$62.8K) Dec. 12/13 email transferring R&T to Cecil Lighthouse (\$62.8K)</p>
Celicia Vane Plesse	\$100,000	X		P-6: Vane Plesse \$100,000	<p>Original investment: \$100,000 paid to Rose & Thistle for investment in Royal Agincourt</p> <p>Correspondence from Norma Walton May 6/13 email transferring Royal Agincourt to R&T (\$100K) Oct. 21/13 email confirming transfer to Richmond East instead (\$100K) Dec. 12/13 email transferring Richmond East to Cecil Lighthouse (\$100K)</p> <p>Confirmed from bank statements Nov. 18/11 \$100,000 deposited in R&T (SOURCE NOT IDENTIFIED)</p>
Gideon Levytam And Irene Levytam	\$445,000				Assumed by DBDC
DBDC Spadina and Schedule A Corporations	Equity		X	Notice of Garnishments against Norma Walton and Ronald Walton	Claim for any equity due to Norma or Ronald Walton

Column C above denotes a claim was filed in the creditor claims process and Column E denotes a claim was filed in the equity claims process.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.
JUSTICE McEWEN

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WEDNESDAY, THE 7th
DAY OF MARCH, 2018

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

ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "**Manager**") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard March 2, 2018 at 330 University Avenue, Toronto, Ontario, with an Endorsement issued this day.

ON READING the Fiftieth Report of the Manager dated October 2, 2017, the Affidavit of Harlan Schonfeld sworn September 25, 2017, the affidavit of Brian Empey sworn September 25, 2017, the Supplementary Report to the Fiftieth Report of the Manager, the Second

Supplementary Report to the Fiftieth Report of the Manager, the Affidavit of Lester Tong sworn October 20, 2017 and the exhibits thereto, the Responding Affidavit of Gideon and Irene Levytam affirmed January 26, 2016 and exhibit "J" thereto; the Affidavit of Norma Walton sworn October 18, 2017 and the exhibits thereto; and the Affidavit of Duncan Coopland sworn December 29, 2017 and the exhibits thereto; and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the Order of the Honourable Mr. Justice McEwen dated March 2, 2018 be and is hereby set aside and is of no force or effect.
2. THIS COURT ORDERS that the Manager be and is hereby authorized to make distributions as set out in Appendix "A" hereto.



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

MAR 27 2018

PER / PAR:



Schedule B Companies
Distribution Analysis as of February 28, 2018

Appendix "A"

	Lesliebrook Holdings	Royal Agincourt	Royal Gate	Tisdale Mews	Twin Dragons	TOTAL
Funds on hand at Nov. 30, 2014	525,000.00	686,369.23	2,961,673.75	987,054.76	900,000.00	
Receipts (post November 2014)						
(1) Reimbursement of funds advanced to Manager	75,000.00	75,000.00	265,750.18	340,261.33	666,514.50	
GST refunds	69,707.37	71,164.10	88,746.44	36,960.20	134,900.79	
interest on GICs	10,904.31	18,150.29	45,211.33	29,080.83	45,773.10	
vacant unit realty tax rebates	4,609.56	30,960.14	0.00	0.00	0.00	
net operating cashflow	16,802.77	45,572.59	84,408.38	19,483.20	27,496.50	
Disbursements (post November 2014)						
Paid to creditors under claims process	(70,915.20)	(25,644.47)	(297,618.96)	(134,744.62)	(66,457.96)	
Paid to mortgagees		(161,369.23)		(89,136.98)		
corporate income taxes	(13,658.10)	(11,344.33)	0.00	0.00	0.00	
(2) Professional fees - Nov 2013 to Nov 2014	(122,095.54)	(139,014.95)	(180,854.18)	(96,835.66)	(155,341.78)	
Professional fees - Dec 2014 to Dec 2015	(41,996.14)	(39,368.78)	(41,338.03)	(27,499.13)	(88,136.70)	
Professional fees - Jan to Dec 2016	(13,236.93)	(16,493.56)	(15,750.18)	(15,261.33)	(16,514.50)	
Professional fees - Jan to Aug 2017	(72,694.67)	(72,081.80)	(72,208.92)	(86,825.33)	(72,622.08)	
Reserve for professional fees - Sep 2017 onward	(50,000.00)	(50,000.00)	(50,000.00)	(50,000.00)	(50,000.00)	
(3) Interest on Managership funding	(2,042.09)	(2,333.82)	(9,494.07)	(3,148.89)	(2,820.03)	
Funds Available for Distribution at October 31, 2017	315,385.34	409,565.41	2,778,525.74	909,388.38	1,322,791.84	5,735,656.71
(4) % of equity contributed by Applicants	98.0%	73.2%	97.6%	50.0%	75.0%	
Funds to be distributed to Applicants	309,100.00	299,800.00	2,711,800.00	454,700.00	992,100.00	
Distributions						
January 27, 2015 Order	186,200.00	80,520.00	2,049,600.00	0.00	0.00	
February 22, 2018 Order	122,900.00	219,300.00	662,200.00	454,700.00	992,100.00	
	309,100.00	299,820.00	2,711,800.00	454,700.00	992,100.00	4,767,520.00
Funds remaining to be distributed	6,300.00	109,700.00	66,700.00	454,700.00	330,700.00	968,100.00
Proposed Distribution:						
Applicants	6,300.00	109,700.00	66,700.00	454,700.00	180,700.00	818,100.00
Duncan Coopland					150,000.00	150,000.00
Total Proposed Distribution	6,300.00	109,700.00	66,700.00	454,700.00	330,700.00	968,100.00

Notes:

- (1) Fees are paid from funds on hand per appointment Order; fees are subsequently allocated to all companies and reimbursed to companies that paid the fees.
- (2) Professional fees were allocated and approved by the Court and paid by the respective companies.
- (3) Interest paid on funding provided by Applicant in first year of appointment, allocation approved by Court Order dated November 16, 2017.
- (4) Equity contribution % are outlined in the 2nd Supplemental report to the 22nd Report of the Manager for Lesliebrook Holdings, Royal Agincourt and Royal Gate Holdings. Tisdale Mews is subject to a potential equity claim arising from the Shareholder Agreement and Twin Dragons is subject to a potential claim by preferred shareholders.

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.

NORMA WALTON et al.

and

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

Applicants

Respondents

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

Proceeding commenced at TORONTO

ORDER

One

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

Brian Empey LSO#: 30640G
Mark Dunn LSO#: 55510L
Tel: 416.979.2211
Fax: 416.979.1 234

Lawyers for the Manager

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.
JUSTICE NEWBOULD

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FRIDAY, THE 16TH
DAY OF SEPTEMBER, 2016



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

ORDER

(Motions returnable September 16, 2016)

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "**Manager**") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Forty-First and Forty-Second Reports of the Manager dated March 29, 2016 and April 21, 2016, respectively, and the Addenda to the Forty-First and Forty-Second Reports of the Manager dated September 13, 2016 and May 2, 2016, respectively, the Motion Records of the Manager and on hearing the submissions of counsel:

- 2 -

1. THIS COURT ORDERS that the methodology for the allocation of fees incurred by the Manager and its counsel, Goodmans LLP, proposed by the Manager and described in its Forty-First Report, applicable to the Schedule "B" Companies and the Schedule "C" Properties is hereby approved.
2. THIS COURT ORDERS that the allocation to each of the Schedule "B" Companies and the Schedule "C" Companies with respect to the period from December 1, 2014 to January 1, 2016 shall be as set out in Appendices "A" and "B" to this Order.
3. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution of proceeds as set out in Appendix "C" to this Order.



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

SEP 20 2016

PER / PAR:



Schedule B Companies and Schedule C Properties

Fee Allocation and Funding Repayment Schedule (HST included)

December 1, 2014 to December 31, 2015 (partial indemnity for Cityview)

Appendix A

December 1, 2014 to December 31, 2015 (partial indemnity for Cityview)					Manager Funded	TOTAL Fee Allocation + Funding	31-Dec-14		
Allocation of Professional Fees w Partial Indemnity				Company Costs			Specific-SI	Specific-GM	Non-Specific
Company	Specific-SI	Specific-GM	Non-Specific		Total Fees				
SCHEDULE B COMPANIES									
Ascalon	11,626.53	1,129.95	16,428.66	29,185.14	8,000.00	37,185.14	0.00	0.00	1,654.06
Bannockburn	13,074.53	6,742.41	16,428.66	36,245.59	0.00	36,245.59	339.00	189.84	1,654.06
Cityview	20,341.84	21,286.00	16,428.66	58,056.49	6,500.00	64,556.49	678.00	772.92	1,654.06
Dewhurst	5,625.61	633.37	7,676.65	13,935.62	1,000.00	14,935.62	339.00	189.84	1,654.06
Donalda	10,964.71	10,772.51	5,254.71	26,991.92	0.00	26,991.92	3,592.69	5,428.13	1,654.06
Double Rose	5,835.46	0.00	16,428.66	22,264.12	200.00	22,464.12	0.00	0.00	1,654.06
Dupont	8,769.43	65,066.83	5,994.33	79,830.59	4,000.00	83,830.59	1,695.00	1,091.58	0.00
Eddystone	3,430.18	758.04	7,676.65	11,864.87	0.00	11,864.87	0.00	0.00	1,654.06
Fraser Lands	2,616.98	0.00	7,676.65	10,293.63	0.00	10,293.63	0.00	0.00	1,654.06
Fraser Properties	4,342.03	0.00	7,676.65	12,018.68	0.00	12,018.68	0.00	0.00	1,654.06
Global Mills	1,424.43	0.00	5,994.33	7,418.76	0.00	7,418.76	0.00	0.00	0.00
Hidden Gem	15,181.02	16,503.08	16,428.66	48,112.75	0.00	48,112.75	3,394.94	5,094.30	1,654.06
Lesliebrook Holdings	15,135.84	10,431.62	16,428.66	41,996.12	0.00	41,996.12	3,394.94	4,909.84	1,654.06
Liberty Village Lands	11,580.66	754.84	16,428.66	28,764.15	0.00	28,764.15	2,489.18	0.00	1,654.06
Liberty Village Properties	6,751.85	15,991.82	16,428.66	39,172.32	0.00	39,172.32	792.77	4,909.84	1,654.06
Northern Dancer	16,449.62	24,408.61	16,428.66	57,286.88	8,000.00	65,286.88	0.00	553.39	1,654.06
Queen's Corner	3,371.44	684.22	16,428.66	20,484.31	1,100.00	21,584.31	0.00	0.00	1,654.06
Red Door Developments	2,206.91	0.00	16,428.66	18,635.56	1,000.00	19,635.56	0.00	0.00	1,654.06
Red Door Lands	1,704.69	0.00	16,428.66	18,133.34	0.00	18,133.34	0.00	0.00	1,654.06
Richmond Row/165 Bathurst	6,740.25	5,737.60	16,428.66	28,906.51	0.00	28,906.51	310.75	0.00	1,654.06
Riverdale Mansion	1,930.69	0.00	16,428.66	18,359.34	2,000.00	20,359.34	0.00	0.00	1,654.06
Royal Agincourt	12,076.32	10,863.78	16,428.66	39,368.76	0.00	39,368.76	3,394.94	5,094.30	1,654.06
Royal Gate Holdings	12,641.32	12,268.03	16,428.66	41,338.01	0.00	41,338.01	3,846.94	5,278.76	1,654.06
Salmon River Properties	2,059.83	0.00	5,994.33	8,054.16	1,050.00	9,104.16	113.00	0.00	0.00
Skyway	4,235.89	1,596.56	16,428.66	22,261.10	0.00	22,261.10	423.75	368.93	1,654.06
Tisdale	11,070.44	0.00	16,428.66	27,499.10	0.00	27,499.10	3,846.94	0.00	1,654.06
Twin Dragons	12,983.15	58,724.88	16,428.66	88,136.68	0.00	88,136.68	3,394.94	184.46	1,654.06
West Mall	19,123.64	36,134.31	9,246.44	64,504.38	0.00	64,504.38	8,842.25	15,844.67	1,654.06
Weston Lands	11,951.50	27,976.47	16,428.66	56,356.63	18,500.00	74,856.63	4,844.88	9,168.07	1,654.06
Wynford	1,898.40	1,578.72	5,994.33	9,471.46	0.00	9,471.46	0.00	0.00	0.00
Total Schedule B	257,145.15	330,043.64	397,758.19	984,946.99	51,350.00	1,036,296.99	45,733.93	59,078.86	43,005.56
SCHEDULE C PROPERTIES									
44 Park Lane Circle	607.38	11,737.48	3,323.24	15,668.09	27,450.00	43,118.09	226.00	4,442.34	1,654.06
777 St. Clarens	4,075.53	3,912.79	8,190.84	16,179.16	0.00	16,179.16	0.00	1,942.78	1,654.06
260 Emerson	3,259.11	3,720.69	8,190.84	15,170.64	0.00	15,170.64	0.00	1,942.78	1,654.06
66 Gerrard	8,734.90	814.97	16,428.66	25,978.52	0.00	25,978.52	226.00	0.00	1,654.06
324 Prince Edward	17,718.40	24,167.73	16,428.66	58,314.79	0.00	58,314.79	7,585.13	21,891.30	1,654.06
1 William Morgan	226.00	1,847.86	5,254.71	7,328.57	1,500.00	8,828.57	0.00	1,847.86	1,654.06
3270 American Drive	3,710.17	6,961.06	8,190.84	18,862.07	0.00	18,862.07	0.00	1,847.86	1,654.06
321 Carlaw	452.00	1,847.86	7,676.65	9,976.51	300.00	10,276.51	0.00	1,847.86	1,654.06
346 Jarvis, Unit A	12,384.80	54,457.62	16,428.66	83,271.07	0.00	83,271.07	2,175.25	2,556.44	1,654.06
346 Jarvis, Unit B	6,798.36	35,016.63	16,428.66	58,243.65	0.00	58,243.65	0.00	0.00	1,654.06
346 Jarvis, Unit E	339.00	1,847.86	0.00	2,186.86	0.00	2,186.86	226.00	1,847.86	0.00
346 Jarvis, Unit F	6,250.31	30,544.94	16,428.66	53,223.90	0.00	53,223.90	0.00	0.00	1,654.06
2454 Bayview	5,183.88	11,231.16	0.00	16,415.04	1,700.00	18,115.04	904.00	0.00	0.00
30 Hazelton	6,333.65	372.19	8,190.84	14,896.68	0.00	14,896.68	0.00	0.00	1,654.06
30A Hazelton	6,079.40	1,081.83	8,190.84	15,352.07	0.00	15,352.07	0.00	0.00	1,654.06
24 Cecil	9,780.15	1,877.54	16,428.66	28,086.35	0.00	28,086.35	0.00	0.00	1,654.06
2 Kelvin	2,895.63	2,330.37	8,190.84	13,416.83	0.00	13,416.83	754.50	1,847.86	1,654.06
0 Luttrell	7,096.40	10,630.76	16,428.66	34,155.81	100.00	34,255.81	113.00	0.00	1,654.06
Total Schedule C	101,925.06	204,401.34	180,400.22	486,726.61	31,050.00	517,776.61	12,189.88	47,014.92	76,464.96
65 Front	7,225.00	40,595.55	0.00	47,820.55	0.00	47,820.55	0.00	4,666.43	0.00
Total Fee Allocation	\$ 366,295.21	\$ 575,040.53	\$ 578,158.41	\$ 1,519,494.15	\$ 82,400.00	\$ 1,601,894.15	\$ 57,923.80	\$ 105,760.72	\$ 69,470.52

Schedule B Companies and Schedule C Properties

Appendix A

Fee Allocation and Funding Repayment Schedule (HST included)

December 1, 2014 to December 31, 2015 (partial indemnity for Cityview)

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	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	0.00	1,543.42	638.45	122.89	2,204.53
Bannockburn	452.00	0.00	1,613.36	2,214.80	0.00	1,899.03	2,183.73	0.00	1,543.42	638.45	0.00	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	4,868.61	1,543.42	1,582.00	14,534.81	2,204.53
Dewhurst	1,017.00	0.00	1,613.36	1,469.00	0.00	1,899.03	452.00	443.53	0.00	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	0.00	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	0.00	1,543.42	226.00	0.00	2,204.53
Dupont	678.00	2,065.08	1,613.36	3,390.00	6,690.54	1,899.03	847.50	962.76	0.00	0.00	160.08	0.00
Eddystone	678.00	0.00	1,613.36	1,130.00	403.22	1,899.03	0.00	354.82	0.00	0.00	0.00	0.00
Fraser Lands	904.00	0.00	1,613.36	452.00	0.00	1,899.03	155.38	0.00	0.00	113.00	0.00	0.00
Fraser Properties	904.00	0.00	1,613.36	791.00	0.00	1,899.03	155.38	0.00	0.00	0.00	0.00	0.00
Global Mills	678.00	0.00	1,613.36	0.00	0.00	1,899.03	0.00	0.00	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	150.90	1,543.42	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	177.41	1,543.42	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	0.00	1,543.42	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	0.00	1,543.42	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	1,796.27	1,543.42	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	0.00	1,543.42	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	1,543.42	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	1,543.42	0.00	0.00	2,204.53
Richmond Row/165 Bathurst	339.00	0.00	1,613.36	1,158.25	0.00	1,899.03	113.00	0.00	1,543.42	0.00	0.00	2,204.53
Riverdale Mansion	678.00	0.00	1,613.36	0.00	0.00	1,899.03	226.00	0.00	1,543.42	0.00	0.00	2,204.53
Royal Agincourt	3,888.97	4,790.11	1,613.36	2,375.65	548.32	1,899.03	226.00	150.90	1,543.42	565.00	109.23	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	791.00	21.85	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	0.00	0.00	0.00
Skyway	339.00	56.59	1,613.36	1,610.25	273.36	1,899.03	339.00	479.21	1,543.42	0.00	21.85	2,204.53
Tisdale	3,549.97	0.00	1,613.36	2,375.65	0.00	1,899.03	226.00	0.00	1,543.42	0.00	0.00	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	113.00	10.92	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	576.30	1,543.42	339.00	384.20	0.00
Weston Lands	3,672.50	18,710.10	1,613.36	339.00	0.00	1,899.03	226.00	0.00	1,543.42	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	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	17,893.55	11,917.43	32,411.82	11,068.35	15,975.94	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	1,640.76	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	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	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	1,446.40	0.00	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	1,446.40	0.00	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	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	1,116.72	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	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	14,992.56	1,543.42	3,149.88	29,992.18	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	3,107.50	28,720.55	2,204.53
346 Jarvis, Unit E	113.00	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	113.00	0.00	1,613.36	0.00	0.00	1,899.03	854.56	912.48	1,543.42	3,714.88	17,705.12	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	988.75	0.00	0.00
30 Hazelton	0.00	0.00	1,613.36	0.00	0.00	1,899.03	0.00	0.00	0.00	0.00	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	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	2,011.40	10.92	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	0.00	0.00
0 Luttrell	0.00	0.00	1,613.36	0.00	0.00	1,899.03	381.38	0.00	1,543.42	0.00	0.00	2,204.53
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	15,865.20	79,186.26	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	3,085.00	7,672.04	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	\$ 30,018.55	\$ 102,834.24	\$ 59,522.31

Schedule B Companies and Schedule C Properties

Appendix A

Fee Allocation and Funding Repayment Schedule (HST included)

December 1, 2014 to December 31, 2015 (partial indemnity for Cityview)

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
Bannockburn	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
Eddystone	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	0.00	0.00	0.00
Fraser Properties	0.00	0.00	0.00	655.40	0.00	0.00	565.00	0.00	0.00	452.00	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	113.00	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
Riverdale 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 Agincourt	0.00	170.91	1,355.51	429.40	0.00	1,288.37	113.00	0.00	902.31	113.00	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	0.00	512.74	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	0.00	0.00
Skyway	791.00	0.00	1,355.51	90.40	0.00	1,288.37	113.00	0.00	902.31	0.00	396.63	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	0.00	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	25,643.35	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 Gerrard	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
1 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	0.00	245.78	902.31	0.00	341.83	805.31
2454 Bayview	0.00	0.00	0.00	339.00	0.00	0.00	226.00	1,435.67	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	372.19	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 Kelvin	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

Appendix A

Fee Allocation and Funding Repayment Schedule (HST included)

December 1, 2014 to December 31, 2015 (partial indemnity for Cityview)

Company	30-Sep-15			31-Oct-15			30-Nov-15			31-Dec-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	0.00	0.00	505.55	161.43	0.00	878.74	3,452.78	0.00	708.56	401.78	0.00	793.96
Bannockburn	113.00	0.00	505.55	161.43	0.00	878.74	2,832.06	0.00	708.56	2,269.91	5,737.60	793.96
Cityview	1,017.00	0.00	505.55	839.43	0.00	878.74	904.00	0.00	708.56	1,854.63	0.00	793.96
Dewhurst	0.00	0.00	0.00	161.43	0.00	878.74	853.78	0.00	708.56	0.00	0.00	793.96
Donalda	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	113.00	0.00	505.55	161.43	0.00	878.74	678.00	0.00	708.56	2,532.63	0.00	793.96
Dupont	0.00	8,577.10	0.00	113.00	341.83	878.74	1,305.78	781.96	708.56	339.00	0.00	793.96
Eddystone	226.00	0.00	0.00	0.00	0.00	878.74	627.78	0.00	708.56	0.00	0.00	793.96
Fraser Lands	0.00	0.00	0.00	161.43	0.00	878.74	627.78	0.00	708.56	0.00	0.00	793.96
Fraser Properties	452.00	0.00	0.00	113.00	0.00	878.74	254.25	0.00	708.56	0.00	0.00	793.96
Global Mills	0.00	0.00	0.00	226.00	0.00	878.74	430.03	0.00	708.56	0.00	0.00	793.96
Hidden Gem	0.00	0.00	505.55	113.00	0.00	878.74	876.53	0.00	708.56	2,746.53	5,737.60	793.96
Lesliebrook Holdings	0.00	0.00	505.55	161.43	0.00	878.74	641.68	0.00	708.56	2,209.78	0.00	793.96
Liberty Village Lands	0.00	0.00	505.55	322.86	400.02	878.74	678.00	0.00	708.56	0.00	0.00	793.96
Liberty Village Properties	0.00	0.00	505.55	96.86	0.00	878.74	798.06	0.00	708.56	2,528.38	5,737.60	793.96
Northern Dancer	226.00	478.56	505.55	96.86	0.00	878.74	387.43	0.00	708.56	2,159.56	0.00	793.96
Queen's Corner	0.00	0.00	505.55	322.86	0.00	878.74	387.43	0.00	708.56	0.00	0.00	793.96
Red Door Developments	113.00	0.00	505.55	96.86	0.00	878.74	437.65	0.00	708.56	0.00	0.00	793.96
Red Door Lands	0.00	0.00	505.55	96.86	0.00	878.74	387.43	0.00	708.56	0.00	0.00	793.96
Richmond Row/165 Bathurst	113.00	0.00	505.55	0.00	0.00	878.74	783.71	0.00	708.56	3,154.13	5,737.60	793.96
Riverdale Mansion	0.00	0.00	505.55	209.86	0.00	878.74	387.43	0.00	708.56	0.00	0.00	793.96
Royal Agincourt	113.00	0.00	505.55	96.86	0.00	878.74	663.65	0.00	708.56	96.86	0.00	793.96
Royal Gate Holdings	113.00	478.56	505.55	96.86	0.00	878.74	663.65	0.00	708.56	96.86	0.00	793.96
Salmon River Properties	226.00	0.00	0.00	339.00	0.00	878.74	613.43	0.00	708.56	0.00	0.00	793.96
Skyway	113.00	0.00	505.55	96.86	0.00	878.74	319.63	0.00	708.56	0.00	0.00	793.96
Tisdale	0.00	0.00	505.55	96.86	0.00	878.74	319.63	0.00	708.56	0.00	0.00	793.96
Twin Dragons	113.00	12,002.27	505.55	96.86	341.83	878.74	369.85	0.00	708.56	365.23	0.00	793.96
West Mall	226.00	0.00	0.00	1,198.61	1,644.15	878.74	319.63	0.00	708.56	0.00	0.00	793.96
Weston Lands	113.00	0.00	505.55	774.86	0.00	878.74	760.87	98.31	708.56	0.00	0.00	793.96
Wynford	0.00	0.00	0.00	0.00	0.00	878.74	226.00	0.00	708.56	0.00	1,578.72	793.96
Total Schedule B	3,390.00	21,536.47	10,111.00	6,412.75	2,727.82	25,483.46	21,987.92	880.27	20,548.24	20,755.28	24,529.14	23,024.84
SCHEDULE C PROPERTIES												
44 Park Lane Circle	0.00	771.79	0.00	0.00	0.00	0.00	226.00	0.00	0.00	0.00	0.00	0.00
777 St. Clarens	282.50	771.79	505.55	178.92	0.00	878.74	1,794.82	122.89	708.56	378.55	0.00	793.96
260 Emerson	282.50	771.79	505.55	178.92	0.00	878.74	1,811.77	122.89	708.56	378.55	0.00	793.96
66 Gerrard	226.00	0.00	505.55	56.50	0.00	878.74	0.00	0.00	708.56	0.00	0.00	793.96
324 Prince Edward	226.00	0.00	505.55	56.50	128.07	878.74	0.00	576.30	708.56	0.00	96.05	793.96
1 William Morgan	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	282.50	771.79	505.55	1,450.17	896.47	878.74	384.20	576.30	708.56	39.55	459.06	793.96
321 Carlaw	0.00	0.00	0.00	226.00	0.00	878.74	0.00	0.00	708.56	0.00	0.00	793.96
346 Jarvis, Unit A	282.50	0.00	505.55	1,372.95	0.00	878.74	370.08	0.00	708.56	19.78	0.00	793.96
346 Jarvis, Unit B	0.00	0.00	505.55	1,372.95	0.00	878.74	370.08	0.00	708.56	19.78	0.00	793.96
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	0.00	0.00	505.55	0.00	0.00	878.74	0.00	298.32	708.56	0.00	512.74	793.96
2454 Bayview	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
30 Hazelton	2,706.35	0.00	505.55	1,949.25	0.00	878.74	988.75	0.00	708.56	124.30	0.00	793.96
30A Hazelton	2,706.35	0.00	505.55	2,113.10	0.00	878.74	1,220.40	0.00	708.56	39.55	709.64	793.96
24 Cecil	226.00	0.00	505.55	56.50	128.07	878.74	0.00	576.30	708.56	0.00	96.05	793.96
2 Kelvin	282.50	0.00	505.55	0.00	0.00	878.74	0.00	0.00	708.56	1,045.25	0.00	793.96
0 Luttrell	282.50	0.00	505.55	2,011.40	49.16	878.74	169.50	0.00	708.56	0.00	0.00	793.96
Total Schedule C	7,785.70	3,087.16	6,572.15	11,023.15	1,201.76	12,302.36	7,335.58	2,273.00	9,919.84	2,045.30	1,873.54	11,115.44
65 Front	15.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fee Allocation	\$ 11,190.70	\$ 24,623.63	\$ 16,683.15	\$ 17,435.90	\$ 3,929.58	\$ 37,785.82	\$ 29,323.50	\$ 3,153.27	\$ 30,468.08	\$ 22,800.58	\$ 26,402.68	\$ 34,140.28

Professional Fee Allocation Analysis

Ability of each company to reimburse for allocated professional costs at September 16, 2016

(including partial indemnity allocation for Cityview)

(including partial indemnity allocation for Cityview)				Funds		
Company	Allocated Fees			Reimbursed to Date	Available for Reimbursement	Shortfall
	Nov'13-Nov'14	Dec'14-Dec'15	Total			
SCHEDULE B COMPANIES						
Ascalon	53,348.29	29,185.14	82,533.43	53,348.29	29,185.14	0.00
Bannockburn	72,121.54	36,245.59	108,367.13	72,121.54	36,245.59	0.00
Cityview	196,018.77	58,056.49	254,075.26	196,018.77	58,056.49	0.00
Dewhurst	66,111.41	13,935.62	80,047.03	0.00	0.00	80,047.03
Donalda	180,320.71	26,991.92	207,312.63	180,320.71	26,991.92	0.00
Double Rose	230,714.54	22,264.12	252,978.66	9,014.54	0.00	243,964.12
Dupont	226,576.80	79,830.59	306,407.39	226,576.80	79,830.59	0.00
Eddystone	55,552.93	11,864.87	67,417.80	55,552.93	11,864.87	0.00
Fraser Lands	61,261.53	10,293.63	71,555.16	17,500.00	1,000.00	53,055.16
Fraser Properties	65,213.91	12,018.68	77,232.59	0.00	0.00	77,232.59
Global Mills	55,984.01	7,418.76	63,402.77	0.00	0.00	63,402.77
Hidden Gem	167,990.27	48,112.75	216,103.02	167,990.27	0.00	48,112.75
Lesliebrook Holdings	122,095.54	41,996.12	164,091.66	122,095.54	41,996.12	0.00
Liberty Village Lands	53,566.13	28,764.15	82,330.28	42,866.13	3,000.00	36,464.15
Liberty Village Properties	101,775.66	39,172.32	140,947.98	101,775.66	39,172.32	0.00
Northern Dancer	72,020.22	57,286.88	129,307.10	72,020.22	57,286.88	0.00
Queen's Corner	96,651.08	20,484.31	117,135.39	55,651.08	0.00	61,484.31
Red Door Developments	143,771.91	18,635.56	162,407.47	53,000.00	2,000.00	107,407.47
Red Door Lands	140,576.97	18,133.34	158,710.31	3,776.97	2,000.00	152,933.34
Richmond Row/165 Bathurst	205,258.17	28,906.51	234,164.68	205,258.17	28,906.51	0.00
Riverdale Mansion	57,513.01	18,359.34	75,872.35	57,513.01	18,359.34	0.00
Royal Agincourt	139,014.95	39,368.76	178,383.71	139,014.95	39,368.76	0.00
Royal Gate Holdings	180,854.18	41,338.01	222,192.19	180,854.18	41,338.01	0.00
Salmon River Properties	36,490.33	8,054.16	44,544.49	0.00	1,000.00	43,544.49
Skyway	171,800.93	22,261.10	194,062.03	126,800.93	64,000.00	3,261.10
Tisdale	96,835.66	27,499.10	124,334.76	96,835.66	27,499.10	0.00
Twin Dragons	155,341.78	88,136.68	243,478.46	155,341.78	88,136.68	0.00
West Mall	223,503.34	64,504.38	288,007.72	0.00	0.00	288,007.72
Weston Lands	114,032.32	56,356.63	170,388.95	114,032.32	56,356.63	0.00
Wynford	67,557.67	9,471.46	77,029.13	0.00	0.00	77,029.13
Total Schedule B	3,609,874.56	984,946.99	4,594,821.55	2,505,280.45	753,594.96	1,335,946.14
SCHEDULE C PROPERTIES						
44 Park Lane Circle	53,725.48	15,668.09	69,393.57	53,725.48	15,668.09	0.00
777 St. Clarens	16,965.94	16,179.16	33,145.10	16,965.94	16,179.16	0.00
260 Emerson	16,965.94	15,170.64	32,136.58	16,965.94	15,170.64	0.00
66 Gerrard	57,966.97	25,978.52	83,945.49	57,996.97	25,948.52	0.00
324 Prince Edward	45,242.51	58,314.79	103,557.30	45,242.51	58,314.79	0.00
1 William Morgan	24,563.41	7,328.57	31,891.98	0.00	0.00	31,891.98
3270 American Drive	20,469.51	18,862.07	39,331.58	20,469.51	18,862.07	0.00
321 Carlaw	11,310.62	9,976.51	21,287.13	0.00	0.00	21,287.13
346 Jarvis, Unit A	35,345.71	83,271.07	118,616.78	35,345.71	83,271.07	0.00
346 Jarvis, Unit B	35,345.71	58,243.65	93,589.36	35,345.71	58,243.65	0.00
346 Jarvis, Unit E	35,345.71	2,186.86	37,532.57	0.00	0.00	37,532.57
346 Jarvis, Unit F	35,345.71	53,223.90	88,569.61	35,345.71	0.00	53,223.90
2454 Bayview	10,234.75	16,415.04	26,649.79	0.00	0.00	26,649.79
30 Hazelton	4,614.37	14,896.68	19,511.05	4,614.37	14,896.68	0.00
30A Hazelton	4,614.37	15,352.07	19,966.44	4,614.37	15,352.07	0.00
24 Cecil	53,725.48	28,086.35	81,811.83	53,638.27	28,173.56	0.00
2 Kelvin	36,759.54	13,416.83	50,176.37	36,759.54	13,416.83	0.00
0 Luttrell	11,310.62	34,155.81	45,466.43	11,310.62	34,155.81	0.00
Total Schedule C	509,852.35	486,726.61	996,578.96	428,340.65	397,652.94	170,585.37
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	0.00	22,009.68
Total Fee Allocation	4,176,975.92	1,519,494.15	5,696,470.07	2,968,860.43	1,151,247.90	1,576,361.75

Appendix "C"

Schedule C - Claims Process - Proposed Payment
as of April 30, 2016

Company	Creditor	Claim Filed		Accepted		Proposed Payment		%
		Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	
30A Hazelton (30A Hazelton)	Canada Revenue Agency	37,184.54	3,991.79	37,184.54	3,991.79	37,184.54	3,991.79	
	(1) 1607544 Ontario Inc.		875,000.00					
	(2) Carcol Ltd.		30,593.77		4,538.92		4,538.92	
	(2) Lightland Inc.		1,866.20					
	Ministry of Finance, Land Tax		18,303.87		18,303.87		18,303.87	
	Terry Koks		4,637.18		4,637.18		4,637.18	
	(2) Walmar Electrical Services		2,105.19		1,240.74		1,240.74	
		37,184.54	936,498.00	37,184.54	32,712.50	37,184.54	32,712.50	100%
Atala Investments (30 Hazelton)	Cintas Canada Limited		276.73		276.73		276.73	
	Enbridge		311.21		311.21		311.21	
	Gluck Partnership Architects		944.58		944.58		944.58	
	Laser Heating & A/C Inc.	7,563.25		7,563.25		7,563.25		
	March Elevator Limited		1,672.74		1,672.74		1,672.74	
	Safety Media Inc.		836.65		836.65		836.65	
	Titan Plumbing Ltd.		949.25		949.25		949.25	
	Unistar Stone & Construction		2,034.00		2,034.00		2,034.00	
	Universal Recycling		644.52		644.52		644.52	
	(2) Walmar Electrical Services		1,469.00		271.20		271.20	
		7,563.25	9,138.68	7,563.25	7,940.88	7,563.25	7,940.88	100%
1780355 Ontario (346 Jarvis-A,B)	Canada Revenue Agency	3,959.41	14,062.23	3,959.41	14,062.23	3,959.41	14,062.23	
	(3) 781526 Ontario Inc.							
	(2) Carcol Ltd.		9,388.38		6,479.69		6,479.69	
	Titan Plumbing Ltd.		717.11		717.11		717.11	
	Unistar Stone & Construction		2,486.00		2,486.00		2,486.00	
	Wayne Long Architect		8,360.18		8,360.18		8,360.18	
		3,959.41	35,013.90	3,959.41	32,105.21	3,959.41	32,105.21	100%
United Empire (3270 American)	Canada Revenue Agency	5,358.87	2,825.30	5,358.87	2,825.30	5,358.87	2,825.30	
	Dickinson Wright LLP		4,328.54		4,328.54		4,328.54	
		5,358.87	7,153.84	5,358.87	7,153.84	5,358.87	7,153.84	100%
St. Clarens (777 St. Clarens)	Canada Revenue Agency	3,979.57	343.42	3,979.57	343.42	3,979.57	218.35	
	(4) Christine Dejong Medicine		665,000.00		665,000.00		0.00	
	MTE Consultants Inc.		33,242.10		33,242.10		21,136.00	
		3,979.57	698,585.52	3,979.57	698,585.52	3,979.57	21,354.35	64%
Emerson Dev. (260 Emerson)	Canada Revenue Agency	1,794.00	157.31	1,794.00	157.31	1,794.00	43.45	
	(4) Christine Dejong Medicine		665,000.00		665,000.00		0.00	
		1,794.00	665,157.31	1,794.00	665,157.31	1,794.00	43.45	28%
6195 Cedar (2 Kelvin)	(5) AEC Paralegal Corporation		115,680.14		72,611.91		12,417.04	
	Bousfields Inc.		6,753.89		6,753.89		1,154.95	
	East West Services Co. Ltd.		2,373.00		2,373.00		405.80	
	Enbridge		1,457.95		1,457.95		249.32	
	Optimum Waste & Recycling		5,708.14		5,708.14		976.12	
	Rady-Pentek & Edward Survey		648.62		648.62		110.92	
	Toronto Hydro		2,758.80		2,758.80		471.77	
		0.00	135,380.54	0.00	92,312.31	0.00	15,785.92	17%

- Notes: (1) Claim filed for preferred shares; claim was disallowed, subsequently disputed by claimant.
(2) Claim partially or completely disallowed by Manager, not disputed by claimant.
(3) Claim filed without specified value for beneficial interest in property.
(4) Creditor advanced \$665,000 to St. Clarens/Emerson project; claimed full amount in both properties. Payout is being deferred as Applicant opposes payment to creditor (\$422,820.38 in St. Clarens and \$183,663.26 in Emerson).
(5) Claim includes invoice for potential recovery of realty taxes. Recommend interim payment as outlined above (17%) and total payment if realty taxes are subsequently recovered as outlined below.

AEC Paralegal Corporation	115,680.14	115,680.14	78,429.35
Bousfields Inc.	6,753.89	6,753.89	4,579.03
East West Services Co. Ltd.	2,373.00	2,373.00	1,608.86
Enbridge	1,457.95	1,457.95	988.47
Optimum Waste & Recycling	5,708.14	5,708.14	3,870.03
Rady-Pentek & Edward Survey	648.62	648.62	439.75
Toronto Hydro	2,758.80	2,758.80	1,870.42
	0.00	135,380.54	91,785.91
			68%

Schedule A Companies

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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.

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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.
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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.

- 2 -

- 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
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7. 24 Cecil Street, Toronto, Ontario
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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

ORDER

(Motions returnable September 16, 2016)

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: 416.979.1 234

Lawyers for the Manager

X

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**



THE HONOURABLE MR.
JUSTICE NEWBOULD

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)
)

TUESDAY, THE 12th
DAY OF APRIL, 2017

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

ORDER

(Motion returnable April 12, 2017)

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "Manager") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Forty-Seventh Report of the Manager dated March 21, 2017, the Affidavit of Harlan Schonfeld sworn January 27, 2017, the affidavit of Brian Empey sworn March 9, 2017, and on hearing the submissions of counsel:

1. THIS COURT ORDERS the fees of the Manager in the amount of \$116,848.52 and the fees of the Manager's counsel, Goodmans LLP ("**Goodmans**") in the amount of \$66,766, for the period from October 1, 2016 to December 31, 2016, are hereby approved.
2. THIS COURT ORDERS the allocation of fees incurred by the Manager to the various Schedule "B" Companies and Schedule "C" Properties (the "**Fee Allocation Methodology**") from January 1, 2016 to December 31, 2016 described in the Manager's 47th Report is hereby approved. The Manager is hereby authorized to make payments from the bank accounts maintained in respect of the Schedule "B" Companies and the Schedule "C" Properties in accordance with the Fee Allocation Methodology.
3. THIS COURT ORDERS that the Manager's activities for the period from September 30, 2016 to March 21, 2017, as described in the Manager's 45th Report, 46th Report and 47th Report are hereby approved.
4. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution of proceeds as set out in Appendix "A" hereto;
5. THIS COURT ORDERS that the Manager is authorized to make a payment to Canada Revenue Agency ("**CRA**") on behalf of United Empire Lands Ltd. ("**UEL**") in the amount of \$83,651.69 plus interest and costs. For greater certainty, the foregoing payment shall be made using funds held by the Manager on behalf of UEL.
6. THIS COURT ORDERS that the Manager is authorized to make a payment to CRA on behalf of Prince Edward Properties Ltd. ("**Prince Edward**") in the amount of \$9,059.76, plus interest. For greater certainty, the foregoing payment shall be made using funds held by the Manager on behalf of Prince Edward.
7. THIS COURT ORDERS that Florence Leaseholds Limited, Beatrice Leaseholds Limited and Ada Leaseholds Limited provide forthwith a copy of the GST/HST indemnity for self-assessment by the purchaser of the property at 1485 Dupont Street formerly owned by Dupont Developments Ltd.

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



APR 12 2017

PER / PAR:



Appendix "A"

Schedule B - Claims Process - Proposed Payment
as of April 11, 2017

Company	Creditor	Claim Filed		Accepted		Proposed Payment		%
		Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	
Dupont Developments Ltd.	Millwood Management Ltd. Trust		695,698.85		673,198.85		28,653.29	
	Abaco Glass	139,000.00			139,000.00		5,916.24	
	Axon Engineering Inc.		16,950.00		16,950.00		721.44	
	Bousfields Inc.		4,669.42		4,669.42		198.74	
	Cam Moulding & Plastering Ltd.	73,800.30			73,800.30		3,141.15	
	Concrete Evidence		5,464.68		2,627.25		111.82	
	G Line Sun Control		3,440.85		3,440.85		146.45	
	Gentry Environmental Services	269,967.16			269,967.16		11,490.58	
	Goodbye Graffiti Toronto		1,366.40		1,366.40		58.16	
	Ground Force Environmental Inc.		221,904.29		221,904.29		9,444.88	
	Inner Imagination Inc.		2,288.25		2,288.25		97.39	
	Inter-Co Inc.		3,657.81		3,657.81		155.69	
	JB Home Improvement and Roofing		8,814.00		8,814.00		375.15	
	Jedd Jones Architect Ltd.		14,089.15		14,089.15		599.67	
	Lady Bug Pest Control		1,197.80		898.35		38.24	
	Laser Heating & Air Conditioning Inc.	4,788.21			4,788.21		203.80	
	Lennard Commercial Realty		177,736.57		95,252.79		4,054.23	
	M G Pascoe and Associates Ltd		2,361.70		2,361.70		100.52	
	Marsal Fire Protection Services Ltd.		2,938.00		2,938.00		125.05	
	Max the Mutt College		52,031.29		52,031.29		2,214.60	
	Norel Electric		248,631.00		248,631.00		10,582.45	
	Novacore Consulting Group		92,612.80		92,612.80		3,941.87	
	Nova Tox		1,695.00		1,695.00		72.14	
	OHE Consultants		29,549.50		29,549.50		1,257.71	
	Proteck Roofing & Sheet Metal Inc.		66,103.59		66,103.59		2,813.56	
	Signtronix Signs		2,678.10		2,678.10		113.99	
	Titan Plumbing Ltd.		84,784.50		84,784.50		3,608.67	
	Unistar Stone & Construction		1,469.00		1,469.00		62.52	
		487,555.67	1,742,132.55	0.00	2,121,567.56	0.00	90,300.00	4.3%
Eddystone Place Inc.	Bousfields Inc.		547.10		547.10		55.58	
	Forest Contractors Ltd.		18,560.25		18,560.25		1,885.55	
	Gentry Environmental Services		169,500.00		169,500.00		17,219.59	
	Griffin Centre Mental Health Services		62,886.61		62,886.61		6,388.69	
	Jedd Jones Architect Ltd.		15,800.45		15,800.45		1,605.18	
	Laser Heating & Air Conditioning Inc.	985.13			985.13		100.08	
	Arnolz Zweig as assignee of Malja Renovations		63,926.26		53,926.26		5,478.40	
	ME Engineers		12,622.10		12,622.10		1,282.29	
	MTE Consultants Inc.		148,855.60		91,578.71		9,303.54	
	Norel Electric		22,600.00		22,600.00		2,295.95	
	Optimum Waste & Recycling Systems		714.72		714.72		72.61	
	Perfect Painting and Renovation		18,080.00		18,080.00		1,836.76	
	Rady-Pentek & Edward Surveying Ltd.		4,506.42		4,506.42		457.81	
	Stephenson's Rental Services		8,457.83		5,098.59		517.97	
		985.13	547,057.34	0.00	477,406.34	0.00	48,500.00	10.2%
Riverdale Mansion Ltd.	368230 Ontario Ltd.		1,194,527.18		1,194,527.18		40,390.28	
	Adam J. Brown Professional Corporation		4,624.56		3,698.86		125.07	
	Alexander Budrevics		4,822.84		4,822.84		163.07	
	Geo-Logic Inc.		2,373.00		2,373.00		80.24	
	Jedd Jones Architect Ltd.		12,317.00		12,317.00		416.47	
	OHE Consultants		8,638.85		8,638.85		292.10	
	Sandbox Design Management Inc.		11,162.07		11,162.07		377.42	
	Stephenson's Rental Services		477.46		450.46		15.23	
	Unistar Stone & Construction		1,186.50		1,186.50		40.12	
		0.00	1,240,129.46	0.00	1,239,176.76	0.00	41,900.00	3.4%

Schedule A Companies

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
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6. DBDC Investments Trent Ltd.
7. DBDC Investments St. Clair Ltd.
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25. DBDC West Mall Holdings Ltd.
26. DBDC Royal Gate Holdings Ltd.
27. DBDC Dewhurst Developments Ltd.
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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.
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29. Royal Gate (Land) Nominee Inc.
30. Dewhurst Development Ltd.
31. Eddystone Place Inc.
32. Richmond Row Holdings Ltd.

- 2 -

- 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
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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

ORDER

(Motion returnable April 12, 2017)

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: 416.979.1 234

Lawyers for the Manager

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE

T. McEwen

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)
)

Thuesday
~~FRIDAY~~, THE 16th

DAY OF NOVEMBER, 2017

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

ORDER

(Motion returnable November 16, 2017)

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "**Manager**") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fiftieth Report of the Manager dated October 2, 2017, the Affidavit of Harlan Schonfeld sworn September 25, 2017, the affidavit of Brian Empey sworn September 25, 2017, the Supplementary Report to the Fiftieth Report of the Manager, the Second

Supplementary Report to the Fiftieth Report of the Manager and on hearing the submissions of counsel:

1. THIS COURT ORDERS the fees of the Manager in the amount of \$251,692.21 and the fees of the Manager's counsel, Goodmans LLP ("**Goodmans**") in the amount of \$102,848.77, for the period from January 1, 2017 to August 31, 2017, are hereby approved.
2. THIS COURT ORDERS the allocation of fees incurred by the Manager to the various Schedule "B" Companies and Schedule "C" Properties (the "**Fee Allocation Methodology**") from January 1, 2017 to August 31, 2017 described in the Manager's 50th Report is hereby approved.
3. THIS COURT ORDERS that the Manager is hereby authorized to allocate interest paid on funding advanced by the Applicants as set out in Appendix "A" hereto.
4. THIS COURT ORDERS that the Manager is hereby authorized to reallocate professional fees to certain Schedule "B" Companies and Schedule "C" Properties as set out in Appendix "B" hereto.
5. THIS COURT ORDERS that the Manager is hereby authorized to reallocate the repayment of certain advance funding provided by the Manager to the Schedule "B" Companies and Schedule "C" Properties as set out in Appendix "C" hereto.
6. THIS COURT ORDERS that the Manager is hereby authorized to pay GST refunds paid to Fraser Properties Corp. in the amount of \$36,447.35 to E. Manson Investments Limited, Dan Realty Limited, Reiter International Limited, Ann Forman, 1060400 Ontario Inc., B & M Handelman Investments Ltd. (collectively, the "**Handelman Mortgagees**") or to such entity as the Handelman Mortgagees may direct.
7. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution of proceeds in respect of Weston Lands Ltd. as set out in Appendix "D" hereto, unless any creditor of Weston Lands Ltd. moves for an Order requiring a different distribution on or before December 31, 2017.

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Schedule B - Use of Funds from 368234: Ottawa

	15-Dec-13	5-Jan-14	14-Jan-14	21-Feb-14	12-Mar-14	26-Mar-14	7-Apr-14	21-Apr-14	TOTAL FUNDING	Professional Fee Reallocation	Total Funding and Fees	Interest Allocated	Reallocated Interest	Final Interest Allocation
	\$ -405,000.00	\$ 804,000.00	\$ 143,000.00	\$ 399,000.00	\$ 151,000.00	\$ 26,700.00	\$ 75,000.00	\$ 144,000.00	\$ 2,678,700.00					
Professional Fees	\$ 35,290.27	\$ 246,833.68	\$ -	\$ 299,928.51	\$ 268,742.98	\$ -	\$ -	\$ -	\$ 899,821.34	\$ -	\$ 899,821.34	\$ -	\$ -	\$ -
Bank Fees	\$ 20.00	\$ 1,013.00	\$ 340.00	\$ 18.00	\$ 15.00	\$ 21.50	\$ -	\$ 15.50	\$ 1,462.00	\$ -	\$ 1,462.00	\$ -	\$ 102.65	\$ -
Assefin	\$ 1,000.00	\$ 13,500.00	\$ 3,000.00	\$ 1,000.00	\$ 2,000.00	\$ -	\$ 2,000.00	\$ 2,000.00	\$ 29,500.00	\$ 10,540.83	\$ 40,040.83	\$ 2,857.40	\$ 45.04	\$ 2,902.44
Barnackburn	\$ 35,000.00	\$ 3,000.00	\$ 83,500.00	\$ 1,000.00	\$ 2,000.00	\$ -	\$ 2,000.00	\$ 1,000.00	\$ 178,500.00	\$ 10,840.60	\$ 189,340.60	\$ 14,145.08	\$ 237.94	\$ 14,383.02
Cityview	\$ -	\$ 154,400.00	\$ 13,300.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 167,700.00	\$ 47,833.21	\$ 215,533.21	\$ 14,949.78	\$ 240.89	\$ 15,190.67
Dorchester	\$ 18,700.00	\$ -	\$ -	\$ 5,600.00	\$ -	\$ 7,000.00	\$ 6,000.00	\$ 4,000.00	\$ 34,300.00	\$ 18,154.91	\$ 52,454.91	\$ 3,567.74	\$ 57.49	\$ 3,625.23
Donalds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Donalds Road	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Dupont	\$ 50,000.00	\$ 10,000.00	\$ 16,000.00	\$ 21,000.00	\$ 19,000.00	\$ -	\$ 5,000.00	\$ 19,000.00	\$ 158,000.00	\$ 49,833.21	\$ 207,833.21	\$ 12,336.29	\$ 194.10	\$ 12,530.39
Eddyson	\$ 4,500.00	\$ 5,000.00	\$ 11,000.00	\$ 6,000.00	\$ 7,000.00	\$ 8,000.00	\$ 1,000.00	\$ 11,000.00	\$ 60,500.00	\$ 11,578.59	\$ 72,078.59	\$ 3,286.72	\$ 52.96	\$ 3,339.68
Fraser Lands	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Fraser Properties	\$ -	\$ 61,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 61,000.00	\$ 27,292.37	\$ 88,292.37	\$ 6,058.83	\$ 97.61	\$ 6,156.44
Global Mills	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Hillcrest Gem	\$ 2,500.00	\$ 16,400.00	\$ 1,500.00	\$ 2,000.00	\$ -	\$ 26,700.00	\$ 7,000.00	\$ 33,500.00	\$ 93,500.00	\$ 38,043.91	\$ 131,543.91	\$ 8,004.11	\$ 98.10	\$ 8,102.21
Lesliebrook Holdings	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Lesliebrook Lands	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Liberty Village Lands	\$ 14,700.00	\$ -	\$ 2,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,700.00	\$ 16,540.83	\$ 33,240.83	\$ 2,275.21	\$ 36.67	\$ 2,311.88
Liberty Village Properties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Northern Draper	\$ 3,500.00	\$ 27,000.00	\$ 2,000.00	\$ 1,000.00	\$ 3,000.00	\$ -	\$ 1,000.00	\$ 1,000.00	\$ 44,500.00	\$ 31,427.58	\$ 75,927.58	\$ 1,818.51	\$ 29.30	\$ 1,847.81
Queens Corner	\$ 28,500.00	\$ 22,000.00	\$ 11,000.00	\$ 3,000.00	\$ 2,000.00	\$ 16,000.00	\$ 1,000.00	\$ 21,000.00	\$ 94,500.00	\$ 27,252.17	\$ 121,752.17	\$ 6,857.97	\$ 110.50	\$ 6,968.47
Red Door Developments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Red Door Lands	\$ 1,200.00	\$ 6,000.00	\$ 1,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8,200.00	\$ 37,216.87	\$ 45,416.87	\$ 2,875.32	\$ 46.30	\$ 2,921.62
Rushmore Road/165 Eastview	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 28,000.00	\$ -	\$ 40,000.00	\$ 68,000.00	\$ 37,216.87	\$ 105,216.87	\$ 4,244.47	\$ 68.39	\$ 4,312.86
Riverside Mansion	\$ 7,800.00	\$ 21,000.00	\$ 8,000.00	\$ 2,000.00	\$ 2,000.00	\$ 3,000.00	\$ 3,000.00	\$ 11,000.00	\$ 59,800.00	\$ 20,676.05	\$ 80,476.05	\$ 4,670.16	\$ 75.35	\$ 4,745.51
Royal Apartment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Royal Gate Holdings	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Salem River Properties	\$ 4,000.00	\$ 1,000.00	\$ 4,000.00	\$ 1,000.00	\$ 2,000.00	\$ -	\$ 3,000.00	\$ 267,000.00	\$ 287,000.00	\$ 41,252.08	\$ 328,252.08	\$ 9,343.52	\$ 130.35	\$ 9,473.87
Stuyvesant	\$ 5,500.00	\$ 23,400.00	\$ 110,000.00	\$ 28,000.00	\$ 33,000.00	\$ 20,000.00	\$ -	\$ 46,000.00	\$ 266,500.00	\$ 12,254.63	\$ 278,754.63	\$ 16,439.69	\$ 264.89	\$ 16,704.58
Tisdale	\$ 1,600.00	\$ 19,500.00	\$ 1,000.00	\$ -	\$ -	\$ -	\$ -	\$ 600.00	\$ 22,500.00	\$ 25,678.28	\$ 48,178.28	\$ 3,098.96	\$ 49.93	\$ 3,148.89
Travis Draper	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
West Mall	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Wesport Lands	\$ 54,500.00	\$ 25,000.00	\$ 4,500.00	\$ -	\$ -	\$ 4,000.00	\$ 1,000.00	\$ 15,000.00	\$ 104,000.00	\$ 20,676.05	\$ 124,676.05	\$ 8,291.86	\$ 137.78	\$ 8,429.64
Wyndford	\$ 2,000.00	\$ 7,500.00	\$ -	\$ 10,000.00	\$ 10,000.00	\$ -	\$ 4,000.00	\$ 5,000.00	\$ 38,500.00	\$ 28,400.00	\$ 66,900.00	\$ 3,407.40	\$ 54.08	\$ 3,461.48
Balance not yet used (prior)	\$ 47,429.73	\$ 103,750.32	\$ 135,846.00	\$ 13,993.69	\$ 63,338.02	\$ 87,024.50	\$ 38,000.00	\$ 42,150.20	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	\$ 405,000.00	\$ 804,000.00	\$ 143,000.00	\$ 399,000.00	\$ 151,000.00	\$ 26,700.00	\$ 75,000.00	\$ 144,000.00	\$ 2,678,700.00	\$ -	\$ 2,678,700.00	\$ 15,490.13	\$ -	\$ 15,490.13

APPENDIX "B"

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Professional Fee Allocation Analysis

Ability of each company to reimburse for allocated professional costs for January 1, 2016 to August 31, 2017

Company	Allocated Fees			Reimbursed to Date	Funds	
	Jan-Dec 2016	Jan-Aug 2017	Total		Available for Reimbursement	Shortfall
SCHEDULE B COMPANIES						
Ascalon	13,349.53	6,100.88	19,450.41	10,800.00	0.00	8,650.41
Barnockburn	10,202.04	490.06	10,692.10	10,202.04	490.06	0.00
Cityview	24,346.80	7,515.52	31,862.32	17,700.00	0.00	14,162.32
Dewhurst	14,193.18	6,151.73	20,344.91	0.00	0.00	20,344.91
Donalds	1,839.31	0.00	1,839.31	0.00	0.00	1,839.31
Double Rose	13,324.22	6,355.13	19,679.35	4,100.00	0.00	15,579.35
Dupont	33,499.76	16,581.73	50,081.49	33,499.76	11,000.00	5,581.73
Eddystone	24,912.27	10,397.30	35,309.57	24,912.27	0.00	10,397.30
Fraser Lands	15,323.57	9,116.67	24,440.24	4,000.00	0.00	20,440.24
Fraser Properties	17,326.25	11,368.12	28,694.37	0.00	0.00	28,694.37
Global Mills	4,267.80	5,339.70	9,607.50	0.00	0.00	9,607.50
Hidden Gem	9,095.87	1,430.07	10,525.94	0.00	0.00	10,525.94
Lesliebrook Holdings	13,236.93	7,162.98	20,399.91	13,236.93	7,162.98	0.00
Lesliebrook Lands	14,127.18	6,069.71	20,196.89	10,900.00	0.00	9,896.89
Liberty Village Lands	15,930.80	6,196.83	22,127.63	7,100.00	0.00	15,027.63
Liberty Village Properties	13,830.61	2,261.33	16,091.94	13,830.61	2,261.33	0.00
Northern Dancer	25,739.02	13,282.28	39,021.30	18,000.00	0.00	21,021.30
Queen's Corner	43,742.75	10,835.55	54,578.30	43,742.75	10,835.55	0.00
Red Door Developments	15,068.96	7,854.89	22,923.85	1,900.00	0.00	21,023.85
Red Door Lands	14,643.69	5,262.95	19,906.64	1,700.00	0.00	18,206.64
Richmond Row/165 Bathurst	11,167.77	2,500.33	13,668.10	11,167.77	2,000.00	500.33
Riverdale Mansion	22,477.29	14,631.35	37,108.64	22,477.29	0.00	14,631.35
Royal Agincourt	16,493.56	6,550.11	23,043.67	16,493.56	6,550.11	0.00
Royal Gate Holdings	15,750.18	6,677.23	22,427.42	15,750.18	6,677.24	0.00
Salmon River Properties	15,137.23	5,758.86	20,896.09	0.00	0.00	20,896.09
Skyway	15,062.34	6,175.09	21,237.43	2,600.00	0.00	18,637.43
Tisdale	15,261.33	21,293.64	36,554.97	15,261.33	21,293.64	0.00
Twin Dragons	16,514.50	7,090.39	23,604.89	16,514.50	7,090.39	0.00
West Mall	9,394.68	4,935.45	14,270.13	0.00	0.00	14,270.13
Weston Lands	23,144.68	16,993.99	40,138.67	23,144.68	2,000.00	14,993.99
Wynford	5,876.71	4,591.38	10,468.09	0.00	0.00	10,468.09
Total Schedule B	504,220.83	236,971.24	741,192.08	338,433.67	77,361.30	325,397.11
SCHEDULE C PROPERTIES						
44 Park Lane Circle	9,274.45	0.00	9,274.45	8,000.00	0.00	1,274.45
777 St. Clarens	16,118.00	7,352.90	23,470.91	16,118.00	7,352.91	0.00
260 Emerson	15,662.15	7,339.23	23,001.38	15,662.15	7,339.23	0.00
66 Gerrard	13,245.04	8,581.78	21,826.82	13,245.04	8,581.78	0.00
324 Prince Edward	11,865.35	10,296.56	22,161.91	11,865.35	10,296.56	0.00
1 William Morgan	12,166.46	4,019.92	16,186.38	0.00	0.00	16,186.38
3270 American Drive	16,483.26	11,438.22	27,921.47	16,483.25	11,438.22	0.00
321 Carlaw	12,455.66	7,101.92	19,557.58	4,811.48	0.00	14,746.10
346 Jarvis, Unit A	16,488.59	5,166.89	21,655.48	16,488.59	5,166.89	0.00
346 Jarvis, Unit B	16,488.59	5,166.89	21,655.48	16,488.59	5,166.89	0.00
346 Jarvis, Unit E	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit F	254.25	0.00	254.25	254.25	(0.00)	0.00
2454 Bayview	4,232.56	1,948.09	6,180.65	0.00	0.00	6,180.65
30 Hazelton	19,065.56	13,756.31	32,821.86	19,065.56	13,756.30	0.00
30A Hazelton	16,506.62	9,634.88	26,141.50	16,506.62	9,634.88	0.00
24 Cecil	12,450.64	7,797.84	20,248.48	12,450.64	7,797.84	0.00
2 Kelvin	19,044.15	10,103.03	29,147.18	19,044.15	10,103.03	0.00
0 Luttrell	12,659.06	7,864.67	20,523.73	12,659.06	7,864.67	0.00
Total Schedule C	224,460.40	117,569.13	342,029.53	199,142.73	104,499.21	38,387.59
Total Fee Allocation	728,681.23	354,540.37	1,083,221.60	537,576.40	181,860.51	363,784.69

APPENDIX "C"

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Professional Fee Allocation Analysis

Ability of each company to reimburse funding for November 5, 2013 to October 31, 2017

Company	Funding Provided			Reimbursed to Date	Funds	
	Nov'13-Nov'14	Dec'14-Aug'17	Total		Available for Reimbursement	Shortfall
SCHEDULE B COMPANIES						
Ascalon	35,500.00	8,000.00	43,500.00	43,500.00	0.00	0.00
Bannockburn	178,500.00	50.00	178,550.00	178,550.00	0.00	0.00
Cityview	171,900.00	6,500.00	178,400.00	178,400.00	0.00	0.00
Dewhurst	54,800.00	1,000.00	55,800.00	33,700.00	0.00	22,100.00
Donalds	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	170,000.00	200.00	170,200.00	170,200.00	0.00	0.00
Dupont	215,000.00	4,000.00	219,000.00	219,000.00	0.00	0.00
Eddystone	78,500.00	1,000.00	79,500.00	79,500.00	0.00	0.00
Fraser Lands	0.00	0.00	0.00	0.00	0.00	0.00
Fraser Properties	61,000.00	0.00	61,000.00	12,000.00	0.00	49,000.00
Global Mills	0.00	0.00	0.00	0.00	0.00	0.00
Hidden Gem	0.00	75.00	75.00	0.00	0.00	75.00
Lesliebrook Holdings	0.00	0.00	0.00	0.00	0.00	0.00
Lesliebrook Lands	0.00	0.00	0.00	0.00	0.00	0.00
Liberty Village Lands	17,700.00	0.00	17,700.00	17,700.00	0.00	0.00
Liberty Village Properties	0.00	0.00	0.00	0.00	0.00	0.00
Northern Dancer	39,500.00	8,000.00	47,500.00	47,500.00	0.00	0.00
Queen's Corner	126,500.00	1,100.00	127,600.00	127,600.00	0.00	0.00
Red Door Developments	11,000.00	1,000.00	12,000.00	12,000.00	0.00	0.00
Red Door Lands	25,200.00	0.00	25,200.00	25,200.00	0.00	0.00
Richmond Row/165 Barnhurst	0.00	0.00	0.00	0.00	0.00	0.00
Riverdale Mansion	66,800.00	2,000.00	68,800.00	68,800.00	0.00	0.00
Royal Agincourt	0.00	0.00	0.00	0.00	0.00	0.00
Royal Gate Holdings	0.00	0.00	0.00	0.00	0.00	0.00
Salmon River Properties	25,000.00	1,050.00	26,050.00	7,500.00	0.00	18,550.00
Skyway	144,000.00	0.00	144,000.00	144,000.00	0.00	0.00
Tisdale	0.00	0.00	0.00	0.00	0.00	0.00
Twin Dragons	0.00	0.00	0.00	0.00	0.00	0.00
West Mall	0.00	25.00	25.00	0.00	0.00	25.00
Weston Lands	153,000.00	18,500.00	171,500.00	171,500.00	0.00	0.00
Wynford	38,400.00	3,500.00	41,900.00	0.00	0.00	41,900.00
Total Schedule B	1,612,300.00	56,000.00	1,668,300.00	1,536,650.00	0.00	131,650.00
SCHEDULE C PROPERTIES						
44 Park Lane Circle	0.00	27,450.00	27,450.00	27,450.00	0.00	0.00
777 St. Clarens	1,330.49	0.00	1,330.49	1,330.49	0.00	0.00
260 Emerson	570.21	0.00	570.21	570.21	0.00	0.00
66 Gerrard	3,674.02	0.00	3,674.02	3,674.02	0.00	0.00
324 Prince Edward	2,227.01	0.00	2,227.01	2,227.01	0.00	0.00
1 William Morgan	2,645.36	1,500.00	4,145.36	2,645.36	0.00	1,500.00
3270 American Drive	3,540.09	0.00	3,540.09	3,540.09	0.00	0.00
121 Carlaw	338.52	300.00	638.52	638.52	0.00	0.00
346 Jarvis, Unit A	2,736.97	0.00	2,736.97	2,736.97	0.00	0.00
346 Jarvis, Unit B	2,736.97	0.00	2,736.97	2,736.97	0.00	0.00
346 Jarvis, Unit E	2,736.97	0.00	2,736.97	0.00	0.00	2,736.97
346 Jarvis, Unit F	2,736.97	0.00	2,736.97	2,736.97	0.00	0.00
2454 Bayview	3,557.98	1,750.00	5,307.98	0.00	0.00	5,307.98
30 Hazelton	0.00	0.00	0.00	0.00	0.00	0.00
30A Hazelton	0.00	0.00	0.00	0.00	0.00	0.00
24 Cecil	2,312.07	0.00	2,312.07	2,312.07	0.00	0.00
2 Kelvin	3,433.65	0.00	3,433.65	3,433.65	0.00	0.00
0 Luttrell	119.97	100.00	219.97	219.97	0.00	0.00
Total Schedule C	34,697.25	31,100.00	65,797.25	56,252.30	0.00	9,544.95
Total Fee Allocation	1,646,997.25	87,100.00	1,734,097.25	1,592,902.30	0.00	141,194.95

APPENDIX "D"

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Schedule B - Claims Process - Proposed Payment
as of September 27, 2017

Company	Creditor	Claim Filed		Accepted		Proposed Payment		%
		Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	
Weston Lands Ltd.	Celestina Venuto Estate		30,856.59	5,528.80	25,327.79	5,528.80	7,005.72	
	Silvano & Celestina Investments Ltd		30,856.60	5,528.80	25,327.80	5,528.80	7,005.72	
	Gluck Partnership Architects Inc.		5,433.10		5,433.10		1,502.81	
	Laser Heating & Air Conditioning Inc.	4,257.34			4,257.34		1,177.59	
	OHE Consultants		35,821.00		35,821.00		9,908.16	
		4,257.34	102,567.29	11,057.60	96,167.03	11,057.60	26,600.00	27.7%

DBDC SPADINA LTD. et al.

NORMA WALTON et al.

and

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

Applicants

Respondents

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

Proceeding commenced at TORONTO

ORDER

(Motion returnable November 16, 2017)

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: 416.979.1 234

Lawyers for the Manager

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE HAINEY

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)
)

Friday, THE *27th*

DAY OF JULY, 2018



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

ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "Manager") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard June 28, 2018 at 330 University Avenue, Toronto, Ontario, with an Endorsement issued this day.

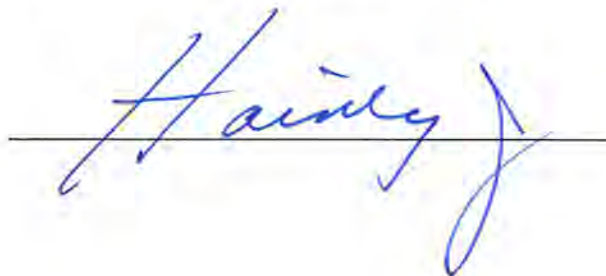
ON READING the 53rd Report of the Manager dated June 19, 2018, the Affidavit of Harlan Schonfeld sworn June 7, 2018, the affidavit of Brian Empey sworn June 6, 2018 and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the Order of the Honourable Justice Hainey dated June 28, 2018 be and is hereby set aside and is of no force or effect.
2. THIS COURT ORDERS that the fees of the Manager in the amount of \$187,486.84 and the fees of the Manager's counsel, Goodmans LLP ("**Goodmans**") in the amount of \$118,367.94, for the period from August 31, 2017 to May 31, 2018 are hereby approved.
3. THIS COURT ORDERS that the allocation of fees incurred by the Manager to the various Schedule "B" Companies and Schedule "C" Properties (the "**Fee Allocation Methodology**") from September 1, 2017 to May 31, 2018 described in the Manager's 53rd Report and attached hereto as Appendix "A" is hereby approved.
4. THIS COURT ORDERS that paragraphs 1 and 2 above are without prejudice to the right of Christine DeJong Medicine Professional Corporation and Dennis and Peggy Condos to object to fees allocated to the properties in which they claim an interest, or the approval of such fees, in the event that the Judgment of the Court of Appeal dated January 25, 2018 (the "**Court of Appeal Judgment**") is set aside.
5. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution from Cecil Lighthouse Limited in the amount of \$359,814.50 to the Applicants, or as they direct.
6. THIS COURT ORDERS that the portion of the Manager's motion seeking contingent authorization to distribute funds held in respect of certain Schedule "C" Companies if the application for leave to appeal the Court of Appeal Judgment to the Supreme Court is dismissed, or if leave is granted and the appeal is dismissed, is adjourned to August 24, 2018.

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

JUL 30 2018

PER / PAR:



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.

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- 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

ORDER

enya

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

Brian Empey LSO#: 30640G
Mark Dunn LSO#: 55510L
Tel: 416.979.2211
Fax: 416.979.1 234

Lawyers for the Manager

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *MADAM*
JUSTICE *DIETRICH*

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MONDAY, THE 28th
DAY OF JANUARY, 2019

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

ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "Manager") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the 55th Report of the Manager dated January 16, 2019, the Affidavit of Harlan Schonfeld sworn January 15, 2019, the affidavit of Brian Empey sworn January 10, 2019 and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the fees of the Manager in the amount of \$108,648.46 for the period from June 1, 2018 to December 31, 2018 and the fees of the Manager's counsel,

Goodmans LLP ("Goodmans") in the amount of \$88,779.17, for the period from June 1, 2018 to December 20, 2018 are hereby approved.

2. THIS COURT ORDERS that the allocation of fees incurred by the Manager to the various Schedule "B" Companies and Schedule "C" Properties (the "**Fee Allocation Methodology**") for the period from June 1, 2018 to December 31, 2018 and by Goodmans for the period from June 1, 2018 to December 20, 2018 described in the Manager's 55th Report and attached hereto as Appendix "A" is hereby approved.

3. THIS COURT ORDERS that paragraphs 1 and 2 above are without prejudice to the right of Christine DeJong Medicine Professional Corporation and Dennis and Peggy Condos to object to fees allocated to the properties in which they claim an interest, or the approval of such fees, in the event that the Judgment of the Court of Appeal dated January 25, 2018 is set aside.

4. THIS COURT ORDERS that the Manager is hereby authorized to allocate to the Schedule "C" Companies the interest paid to the Applicants on account of a loan advanced by the Applicants on September 10, 2014 and repaid on September 24, 2015 in accordance with the Schedule "C" Allocation attached hereto as Appendix "B".

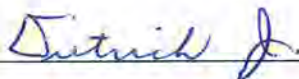
5. THIS COURT ORDERS that the Manager is hereby authorized to reallocate the repayment of certain advance funding provided by the Applicants to the Schedule "B" Companies in accordance with the Schedule "B" Allocation attached hereto as Appendix "C".

6. THIS COURT ORDERS that the Manager's counsel, Goodmans, is hereby authorized to transfer the amount of \$40.23 currently held in trust in respect of the sale of the property located at 65 Front Street to its general trust account to be used in payment of Goodmans' fees.

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

JAN 29 2019

PER / PAR:





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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.
JUSTICE HAINES

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WEDNESDAY, THE 3RD
DAY OF JULY, 2019

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

ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "Manager") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifty-Sixth Report of the Manager dated June 25, 2019, the Affidavit of Harlan Schonfeld sworn June 25, 2019, the affidavit of Brian Empey sworn June 21, 2019 and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the fees of the Manager in the amount of \$104,447.78 for the period from January 1, 2019 to May 31, 2019 and the fees of the Manager's counsel,

Goodmans LLP (“**Goodmans**”) in the amount of \$80,808.32, for the period from December 21, 2018 to May 31, 2019 are hereby approved.

2. THIS COURT ORDERS that the allocation of fees incurred by the Manager to the various Schedule “B” Companies and Schedule “C” Properties (the “**Fee Allocation Methodology**”) for the period from January 1, 2019 to May 31, 2019 and by Goodmans for the period from December 21, 2018 to May 31, 2019 described in the Manager’s Fifty-Sixth Report and attached hereto as **Appendix “A”** is hereby approved.

3. THIS COURT ORDERS that paragraphs 1 and 2 hereof are without prejudice to the rights of Christine DeJong Medicine Professional Corporation and Dennis Condos to object to fees allocated to the properties in which they claim an interest relating to the Manager’s participation in the appeal of Christine DeJong Medicine Professional Corporation heard by the Supreme Court of Canada on May 14, 2019.

4. THIS COURT ORDERS that the Manager is hereby authorized to make interim distributions of funds in accordance with the Interim Distribution Chart attached hereto as **Appendix “B”**.

5. THIS COURT ORDERS that, in the event no party other than Christine DeJong Medicine Professional Corporation files a claim against United Empire Lands Ltd. (“**UEL**”) in the claims process to be conducted by the Manager in respect of UEL (the “**Claims Process**”), the Manager is hereby authorized to make an interim distribution of funds to Christine DeJong Medicine Professional Corporation of the proceeds of sale of the property formerly owned by UEL, subject to the Manager’s allocated professional fees, following the expiry of the claims bar date in the Claims Process without further order of the Court.

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

JUL 03 2019

PER / PAR:




Schedule B Companies and Schedule C Properties

Fee Allocation and Funding Repayment Schedule (HST included)

January 1 to May 31, 2019

January 1 to May 31, 2019					Manager Funded	TOTAL Fee Allocation + Funding	31-Jan-19			28-Feb-19		
Company	Specific-SI	Specific-GM	Non-Specific	Total Fees	Company Costs		Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES												
Ascalon	2,153.66	0.00	2,012.58	4,166.24		4,166.24	449.08	0.00	676.67	820.37	0.00	109.21
Bannockburn	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Cityview	1,572.18	193.23	2,012.58	3,777.99		3,777.99	449.08	0.00	676.67	293.37	193.23	109.21
Dewhurst	169.50	0.00	0.00	169.50		169.50	169.50	0.00	0.00	0.00	0.00	0.00
Donalds	169.50	0.00	0.00	169.50		169.50	169.50	0.00	0.00	0.00	0.00	0.00
Double Rose	696.99	0.00	0.00	696.99		696.99	169.50	0.00	0.00	527.49	0.00	0.00
Dupont	1,699.30	0.00	2,012.58	3,711.88		3,711.88	449.08	0.00	676.67	293.37	0.00	109.21
Eddystone	1,457.16	0.00	2,012.58	3,469.74		3,469.74	449.08	0.00	676.67	293.37	0.00	109.21
Fraser Lands	1,680.87	0.00	0.00	1,680.87		1,680.87	254.25	0.00	0.00	0.00	0.00	0.00
Fraser Properties	1,850.37	0.00	0.00	1,850.37		1,850.37	254.25	0.00	0.00	0.00	0.00	0.00
Global Mills	1,210.73	0.00	2,012.58	3,223.31	50.00	3,273.31	449.08	0.00	676.67	97.79	0.00	109.21
Hidden Gem	950.51	0.00	0.00	950.51		950.51	169.50	0.00	0.00	781.01	0.00	0.00
Lesliebrook Holdings	1,912.45	0.00	2,012.58	3,925.03		3,925.03	133.83	0.00	676.67	536.78	0.00	109.21
Lesliebrook Lands	1,915.47	0.00	2,012.58	3,928.05	25.00	3,953.05	449.08	0.00	676.67	497.42	0.00	109.21
Liberty Village Lands	1,381.41	0.00	2,012.58	3,393.99		3,393.99	449.08	0.00	676.67	264.03	0.00	109.21
Liberty Village Properties	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Northern Dancer	908.50	644.10	0.00	1,552.60		1,552.60	127.13	0.00	0.00	781.37	515.28	0.00
Queen's Corner	1,512.57	0.00	2,012.58	3,525.15		3,525.15	449.08	0.00	676.67	264.03	0.00	109.21
Red Door Developments	1,500.46	0.00	2,012.58	3,513.04		3,513.04	449.08	0.00	676.67	264.03	0.00	109.21
Red Door Lands	127.13	0.00	0.00	127.13		127.13	127.13	0.00	0.00	0.00	0.00	0.00
Richmond Row/165 Bathurst	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Riverdale Mauston	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Royal Ascot Court	2,027.95	0.00	2,012.58	4,040.53		4,040.53	449.08	0.00	676.67	264.03	0.00	109.21
Royal Gate Holdings	1,754.71	0.00	2,012.58	3,767.29		3,767.29	376.20	0.00	676.67	264.03	0.00	109.21
Salmon River Properties	127.13	0.00	0.00	127.13		127.13	127.13	0.00	0.00	0.00	0.00	0.00
Snowway	1,554.95	0.00	2,012.58	3,567.53		3,567.53	449.08	0.00	676.67	264.03	0.00	109.21
Tisdale	1,945.82	0.00	2,012.58	3,958.40		3,958.40	576.20	0.00	676.67	264.03	0.00	109.21
Twin Dragons	2,018.43	0.00	2,012.58	4,031.01		4,031.01	449.08	0.00	676.67	264.03	0.00	109.21
West Mall	1,388.71	0.00	2,012.58	3,401.29	75.00	3,476.29	449.08	0.00	676.67	97.79	0.00	109.21
Weston Lands	127.13	0.00	0.00	127.13		127.13	127.13	0.00	0.00	0.00	0.00	0.00
Wynford	1,210.73	0.00	2,012.58	3,223.31		3,223.31	449.08	0.00	676.67	97.79	0.00	109.21
Total Schedule B	36,045.35	837.33	34,213.86	71,096.54	150.00	71,246.54	10,685.32	0.00	11,503.39	7,230.13	708.51	1,856.57
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	0.00	0.00
777 St. Clarens	3,641.27	6,059.63	2,012.58	11,713.47		11,713.47	220.25	243.33	676.67	127.13	0.00	109.21
260 Emerson	4,231.49	6,059.63	2,012.58	12,303.70		12,303.70	220.25	243.33	676.67	1,162.39	0.00	109.21
66 Gerard	2,577.36	6,059.63	2,012.58	10,649.57		10,649.57	245.68	243.33	676.67	1,162.39	0.00	109.21
324 Prince Edward	3,701.67	6,059.63	2,012.58	11,773.87		11,773.87	220.25	243.33	676.67	635.63	0.00	109.21
1 William Morgan	254.25	0.00	0.00	254.25		254.25	0.00	0.00	0.00	254.25	0.00	0.00
3270 American Drive	3,793.39	6,059.63	2,012.58	11,865.60		11,865.60	220.25	243.33	676.67	381.38	0.00	109.21
321 Carlaw	1,736.56	0.00	2,012.58	3,749.14		3,749.14	194.83	0.00	676.67	454.12	0.00	109.21
346 Jarvis, Unit A	1,136.46	3,029.81	2,012.58	6,178.85		6,178.85	110.13	121.66	676.67	570.31	0.00	109.21
346 Jarvis, Unit B	1,136.45	3,029.81	2,012.58	6,178.85		6,178.85	110.13	121.66	676.67	570.30	0.00	109.21
346 Jarvis, Unit C	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	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00	0.00
2454 Bayview	305.10	0.00	0.00	305.10	75.00	380.10	0.00	0.00	0.00	305.10	0.00	0.00
30 Hazelton	2,194.22	6,059.63	2,012.58	10,266.42		10,266.42	220.25	243.33	676.67	1,140.60	0.00	109.21
30A Hazelton	2,169.15	0.00	2,012.58	4,181.73		4,181.73	194.83	0.00	676.67	1,140.96	0.00	109.21
24 Cecil	2,352.17	6,446.09	2,012.58	10,810.84		10,810.84	474.50	629.79	676.67	962.62	0.00	109.21
2 Kelvin	2,148.77	6,059.63	2,012.58	10,220.98		10,220.98	220.25	243.33	676.67	1,013.47	0.00	109.21
01 Lattrell	1,694.43	0.00	2,012.58	3,707.01		3,707.01	194.83	0.00	676.67	381.49	0.00	109.21
Total Schedule C	33,072.76	54,923.09	26,165.54	114,159.38	75.00	114,234.38	2,846.43	2,576.40	8,796.71	10,462.11	0.00	1,419.73
Total Fee Allocation	\$ 69,118.11	\$ 55,760.42	\$ 60,379.40	\$ 185,255.92	\$ 225.00	\$ 185,480.92	\$ 13,531.75	\$ 2,576.40	\$ 20,300.10	\$ 17,692.24	\$ 708.51	\$ 1,276.30

Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST included)
 January 1 to May 31, 2019

Company	31-Mar-19			30-Apr-19			31-May-19		
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES									
Ascalon	833.37	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Bannockburn	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cityview	778.98	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Dewhurst	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Donalds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dupont	906.01	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Eddystone	663.87	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Fraser Lands	1,426.62	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Fragar Properties	1,596.12	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Global Mills	663.87	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
Hidden Gem	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Lesliebrook Holdings	790.99	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Lesliebrook Lands	918.12	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Liberty Village Lands	621.49	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Liberty Village Properties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Northern Dancer	0.00	128.82	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Queen's Corner	748.62	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Red Door Developments	736.51	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Red Door Lands	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Richmond Row/165 Bathurst	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Riverdale Mansion	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Royal Apicourt	1,264.00	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Royal Gate Holdings	863.61	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Salmon River Properties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Skyway	790.99	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Tisdale	1,054.74	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Twin Dragons	1,254.56	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
West Mall	790.99	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Weston Lands	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Wynford	663.87	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
Total Schedule B	17,367.15	128.82	2,442.73	762.75	0.00	1,677.22	0.00	0.00	16,733.95
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
777 St. Charles	1,514.36	2,817.47	143.69	1,173.02	941.29	98.66	606.52	2,057.54	984.35
260 Emerson	1,638.49	2,817.47	143.69	603.84	941.29	98.66	606.52	2,057.54	984.35
66 Gerard	1,132.98	2,817.47	143.69	36.32	941.29	98.66	0.00	2,057.54	984.35
324 Prince Edward	1,399.11	2,817.47	143.69	446.17	941.29	98.66	606.52	2,057.54	984.35
1 William Morgan	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	1,417.50	2,817.47	143.69	1,167.75	941.29	98.66	606.52	2,057.54	984.35
321 Carlaw	1,087.67	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
346 Jarvis, Unit A	437.87	1,408.73	143.69	18.16	470.65	98.66	0.00	1,028.77	984.35
346 Jarvis, Unit B	437.87	1,408.73	143.69	18.16	470.65	98.66	0.00	1,028.77	984.35
346 Jarvis, Unit E	0.00	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	0.00
2454 Bayview	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
30 Hazelton	833.37	2,817.47	143.69	0.00	941.29	98.66	0.00	2,057.54	984.35
30A Hazelton	833.37	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
24 Cecil	878.73	2,817.47	143.69	36.32	941.29	98.66	0.00	2,057.54	984.35
2 Kelvin	878.73	2,817.47	143.69	36.32	941.29	98.66	0.00	2,057.54	984.35
0 Luttrell	918.12	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
Total Schedule C	13,608.69	25,357.29	1,867.97	3,730.06	8,471.61	1,282.58	2,426.08	18,517.88	12,796.55
Total Fee Allocation	\$ 30,975.24	\$ 25,486.02	\$ 4,310.70	\$ 4,492.81	\$ 8,471.61	\$ 2,959.80	\$ 2,426.08	\$ 18,517.88	\$ 29,530.50

Appendix B

Distribution to Dejong Medicine Corporation for Shareholder Loans

Company	Funds on Hand	Proposed fee allocation	Funds to Distribute
Prince Edward Properties Ltd.	596,500	(11,774)	584,726
St. Clarens Holdings Ltd.	430,000	(11,713)	418,287
Emerson Developments Ltd.	155,700	(12,304)	143,396
Total	1,182,200	(35,791)	1,146,409

Distribution to Dejong Medicine Corporation for Common Shares if no other equity claims are received

Company	Funds on Hand	Proposed fee allocation	Funds to Distribute
United Empire Lands Ltd.	779,800	(11,866)	767,934
Total	779,800	(11,866)	767,934

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.

- 2 -

- 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

ORDER

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

Brian Empey LSO No. 30640G
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Carlie Fox LSO No. 68414W

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Lawyers for the Manager

Y

Schedule B Companies and Schedule C Properties
Fee Allocation and Funding Repayment Schedule (HST included)

June 1 to December 31, 2019

June 1 to December 31, 2019					Manager Funded	TOTAL Fee Allocation + Funding						
Allocation of Professional Fees				30-Jun-19			31-Jul-19					
Company	Specific-SI	Specific-GM	Non-Specific	Total Fees	Company Costs		Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES												
Ascalon	161.63	0.00	1,359.86	1,521.49		1,521.49	0.00	0.00	550.24	25.43	0.00	432.19
Bannockburn	1,455.36	0.00	0.00	1,455.36		1,455.36	0.00	0.00	0.00	0.00	0.00	0.00
Cityview	266.05	0.00	1,359.86	1,625.91		1,625.91	31.78	0.00	550.24	61.75	0.00	432.19
Dewhurst	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Donalda	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Dupont	647.43	0.00	1,359.86	2,007.29		2,007.29	31.78	0.00	550.24	61.75	0.00	432.19
Eddystone	161.63	0.00	1,359.86	1,521.49		1,521.49	0.00	0.00	550.24	25.43	0.00	432.19
Fraser Lands	146.68	0.00	0.00	146.68		146.68	0.00	0.00	0.00	0.00	0.00	0.00
Fraser Properties	273.81	0.00	0.00	273.81		273.81	0.00	0.00	0.00	0.00	0.00	0.00
Global Mills	0.00	0.00	1,359.86	1,359.86		1,359.86	0.00	0.00	550.24	0.00	0.00	432.19
Hidden Gem	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Lesliebrook Holdings	161.63	0.00	1,359.86	1,521.49		1,521.49	0.00	0.00	550.24	25.43	0.00	432.19
Lesliebrook Lands	161.63	0.00	1,359.86	1,521.49		1,521.49	0.00	0.00	550.24	25.43	0.00	432.19
Liberty Village Lands	161.63	0.00	1,359.86	1,521.49		1,521.49	0.00	0.00	550.24	25.43	0.00	432.19
Liberty Village Properties	146.68	0.00	0.00	146.68		146.68	0.00	0.00	0.00	0.00	0.00	0.00
Northern Dancer	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Queen's Corner	161.63	0.00	1,359.86	1,521.49		1,521.49	0.00	0.00	550.24	25.43	0.00	432.19
Red Door Developments	266.05	0.00	1,359.86	1,625.91		1,625.91	31.78	0.00	550.24	61.75	0.00	432.19
Red Door Lands	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Richmond Row/165 Bathurst	1,055.99	0.00	0.00	1,055.99		1,055.99	1,036.43	0.00	0.00	0.00	0.00	0.00
Riverdale Mansion	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Royal Agincourt	266.05	0.00	1,359.86	1,625.91		1,625.91	31.78	0.00	550.24	61.75	0.00	432.19
Royal Gate Holdings	266.05	0.00	1,359.86	1,625.91		1,625.91	31.78	0.00	550.24	61.75	0.00	432.19
Salmon River Properties	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Skyway	161.63	0.00	1,359.86	1,521.49		1,521.49	0.00	0.00	550.24	25.43	0.00	432.19
Tisdale	435.31	0.00	1,359.86	1,795.17		1,795.17	0.00	0.00	550.24	299.11	0.00	432.19
Twin Dragons	266.05	0.00	1,359.86	1,625.91		1,625.91	31.78	0.00	550.24	61.75	0.00	432.19
West Mall	57.21	0.00	1,359.86	1,417.07		1,417.07	31.78	0.00	550.24	25.43	0.00	432.19
Weston Lands	19.56	0.00	0.00	19.56		19.56	0.00	0.00	0.00	0.00	0.00	0.00
Wynford	0.00	0.00	1,359.86	1,359.86		1,359.86	0.00	0.00	550.24	0.00	0.00	432.19
Total Schedule B	6,836.62	0.00	23,117.62	29,954.24	0.00	29,954.24	1,258.90	0.00	9,354.08	872.98	0.00	7,347.23
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	0.00	0.00
777 St. Clarens	964.65	3,230.25	1,359.86	5,554.76		5,554.76	127.13	1,312.35	550.24	225.56	1,917.89	432.19
260 Emerson	783.05	3,230.25	1,359.86	5,373.15		5,373.15	127.13	1,312.35	550.24	207.40	1,917.89	432.19
66 Gerrard	1,617.47	9,765.71	1,359.86	12,743.04		12,743.04	0.00	1,991.88	550.24	844.47	3,721.66	432.19
324 Prince Edward	1,176.53	2,586.15	1,359.86	5,122.53		5,122.53	127.13	668.25	550.24	225.56	1,917.89	432.19
1 William Morgan	58.67	0.00	0.00	58.67		58.67	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	2,585.29	15,633.80	1,359.86	19,578.96		19,578.96	158.91	2,958.03	550.24	912.58	6,581.69	432.19
321 Carlaw	58.67	0.00	1,359.86	1,418.53		1,418.53	0.00	0.00	550.24	0.00	0.00	432.19
346 Jarvis, Unit A.	660.42	4,882.86	1,359.86	6,903.14		6,903.14	0.00	995.94	550.24	422.24	1,860.83	432.19
346 Jarvis, Unit B	660.42	4,882.86	1,359.86	6,903.14		6,903.14	0.00	995.94	550.24	422.24	1,860.83	432.19
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
346 Jarvis, Unit F	0.00	0.00	0.00	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		0.00	0.00	0.00	0.00	0.00	0.00	0.00
30 Hazelton	58.67	0.00	1,359.86	1,418.53		1,418.53	0.00	0.00	550.24	0.00	0.00	432.19
30A Hazelton	58.67	0.00	1,359.86	1,418.53		1,418.53	0.00	0.00	550.24	0.00	0.00	432.19
24 Cecil	5,143.07	15,995.97	1,359.86	22,498.90		22,498.90	0.00	3,086.85	550.24	844.47	7,072.67	432.19
2 Kelvin	536.91	0.00	1,359.86	1,896.77		1,896.77	0.00	0.00	550.24	18.16	0.00	432.19
0 Luttrell	58.67	0.00	1,359.86	1,418.53		1,418.53	0.00	0.00	550.24	0.00	0.00	432.19
Total Schedule C	14,421.17	60,207.84	17,678.18	92,307.19	0.00	92,307.19	540.28	13,321.60	7,153.12	4,122.67	26,851.34	5,618.47
Total Fee Allocation	\$ 21,257.79	\$ 60,207.84	\$ 40,795.80	\$ 122,261.43	\$ -	\$ 122,261.43	\$ 1,799.18	\$ 13,321.60	\$ 16,507.20	\$ 4,995.66	\$ 26,851.34	\$ 12,965.70

Schedule B Companies and Schedule C Properties
Fee Allocation and Funding Repayment Schedule (HST included)
June 1 to December 31, 2019

Company	31-Aug-19			30-Sep-19			31-Oct-19		
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES									
Ascalon	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Bannockburn	0.00	0.00	0.00	0.00	0.00	0.00	508.50	0.00	0.00
Cityview	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Dewhurst	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Donalda	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dupont	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Eddystone	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Fraser Lands	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Fraser Properties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Global Mills	0.00	0.00	171.58	0.00	0.00	50.85	0.00	0.00	34.20
Hidden Gem	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Lesliebrook Holdings	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Lesliebrook Lands	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Liberty Village Lands	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Liberty Village Properties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Northern Dancer	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Queen's Corner	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Red Door Developments	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Red Door Lands	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Richmond Row/165 Bathurst	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Riverdale Mansion	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Royal Agincourt	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Royal Gate Holdings	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Salmon River Properties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Skyway	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Tisdale	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
Twin Dragons	0.00	0.00	171.58	36.32	0.00	50.85	36.32	0.00	34.20
West Mall	0.00	0.00	171.58	0.00	0.00	50.85	0.00	0.00	34.20
Weston Lands	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Wynford	0.00	0.00	171.58	0.00	0.00	50.85	0.00	0.00	34.20
Total Schedule B	0.00	0.00	2,916.86	508.50	0.00	864.45	1,017.00	0.00	581.40
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
777 St. Clarens	0.00	0.00	171.58	426.17	0.00	50.85	127.13	0.00	34.20
260 Emerson	0.00	0.00	171.58	389.85	0.00	50.85	0.00	0.00	34.20
66 Gerrard	381.38	545.51	171.58	36.32	1,531.43	50.85	296.63	631.95	34.20
324 Prince Edward	0.00	0.00	171.58	426.17	0.00	50.85	0.00	0.00	34.20
1 William Morgan	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	653.65	1,404.31	171.58	765.17	2,714.54	50.85	0.00	631.95	34.20
321 Carlaw	0.00	0.00	171.58	0.00	0.00	50.85	0.00	0.00	34.20
346 Jarvis, Unit A.	190.69	272.75	171.58	18.16	765.72	50.85	0.00	315.98	34.20
346 Jarvis, Unit B	190.69	272.75	171.58	18.16	765.72	50.85	0.00	315.98	34.20
346 Jarvis, Unit E	0.00	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	0.00
2454 Bayview	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
30 Hazelton	0.00	0.00	171.58	0.00	0.00	50.85	0.00	0.00	34.20
30A Hazelton	0.00	0.00	171.58	0.00	0.00	50.85	0.00	0.00	34.20
24 Cecil	889.88	609.92	171.58	2,714.42	2,714.54	50.85	508.50	1,168.70	34.20
2 Kelvin	0.00	0.00	171.58	36.32	0.00	50.85	423.75	0.00	34.20
0 Luttrell	0.00	0.00	171.58	0.00	0.00	50.85	0.00	0.00	34.20
Total Schedule C	2,306.27	3,105.24	2,230.54	4,830.75	8,491.95	661.05	1,356.00	3,064.56	444.60
Total Fee Allocation	\$ 2,306.27	\$ 3,105.24	\$ 5,147.40	\$ 5,339.25	\$ 8,491.95	\$ 1,525.50	\$ 2,373.00	\$ 3,064.56	\$ 1,026.00

Schedule B Companies and Schedule C Properties
Fee Allocation and Funding Repayment Schedule (HST included)
June 1 to December 31, 2019

Company	30-Nov-19			31-Dec-19		
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES						
Ascalon	0.00	0.00	88.99	63.56	0.00	31.81
Bannockburn	527.66	0.00	0.00	419.20	0.00	0.00
Cityview	0.00	0.00	88.99	99.88	0.00	31.81
Dewhurst	0.00	0.00	0.00	19.56	0.00	0.00
Donalda	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	0.00	0.00	0.00	19.56	0.00	0.00
Dupont	0.00	0.00	88.99	481.26	0.00	31.81
Eddystone	0.00	0.00	88.99	63.56	0.00	31.81
Fraser Lands	127.13	0.00	0.00	19.56	0.00	0.00
Fraser Properties	254.25	0.00	0.00	19.56	0.00	0.00
Global Mills	0.00	0.00	88.99	0.00	0.00	31.81
Hidden Gem	0.00	0.00	0.00	19.56	0.00	0.00
Lesliebrook Holdings	0.00	0.00	88.99	63.56	0.00	31.81
Lesliebrook Lands	0.00	0.00	88.99	63.56	0.00	31.81
Liberty Village Lands	0.00	0.00	88.99	63.56	0.00	31.81
Liberty Village Properties	0.00	0.00	0.00	146.68	0.00	0.00
Northern Dancer	0.00	0.00	0.00	19.56	0.00	0.00
Queen's Corner	0.00	0.00	88.99	63.56	0.00	31.81
Red Door Developments	0.00	0.00	88.99	99.88	0.00	31.81
Red Door Lands	0.00	0.00	0.00	19.56	0.00	0.00
Richmond Row/165 Bathurst	0.00	0.00	0.00	19.56	0.00	0.00
Riverdale Mansion	0.00	0.00	0.00	19.56	0.00	0.00
Royal Agincourt	0.00	0.00	88.99	99.88	0.00	31.81
Royal Gate Holdings	0.00	0.00	88.99	99.88	0.00	31.81
Salmon River Properties	0.00	0.00	0.00	19.56	0.00	0.00
Skyway	0.00	0.00	88.99	63.56	0.00	31.81
Tisdale	0.00	0.00	88.99	63.56	0.00	31.81
Twin Dragons	0.00	0.00	88.99	99.88	0.00	31.81
West Mall	0.00	0.00	88.99	0.00	0.00	31.81
Weston Lands	0.00	0.00	0.00	19.56	0.00	0.00
Wynford	0.00	0.00	88.99	0.00	0.00	31.81
Total Schedule B	909.04	0.00	1,512.83	2,270.20	0.00	540.77
SCHEDULE C PROPERTIES						
44 Park Lane Circle	0.00	0.00	0.00	0.00	0.00	0.00
777 St. Clarens	0.00	0.00	88.99	58.67	0.00	31.81
260 Emerson	0.00	0.00	88.99	58.67	0.00	31.81
66 Gerrard	0.00	177.13	88.99	58.67	1,166.16	31.81
324 Prince Edward	339.00	0.00	88.99	58.67	0.00	31.81
1 William Morgan	0.00	0.00	0.00	58.67	0.00	0.00
3270 American Drive	0.00	177.13	88.99	94.99	1,166.16	31.81
321 Carlaw	0.00	0.00	88.99	58.67	0.00	31.81
346 Jarvis, Unit A.	0.00	88.56	88.99	29.34	583.08	31.81
346 Jarvis, Unit B	0.00	88.56	88.99	29.34	583.08	31.81
346 Jarvis, Unit E	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
2454 Bayview	0.00	0.00	0.00	0.00	0.00	0.00
30 Hazelton	0.00	0.00	88.99	58.67	0.00	31.81
30A Hazelton	0.00	0.00	88.99	58.67	0.00	31.81
24 Cecil	0.00	177.13	88.99	185.80	1,166.16	31.81
2 Kelvin	0.00	0.00	88.99	58.67	0.00	31.81
0 Luttrell	0.00	0.00	88.99	58.67	0.00	31.81
Total Schedule C	339.00	708.51	1,156.87	926.20	4,664.64	413.53
Total Fee Allocation	\$ 1,248.04	\$ 708.51	\$ 2,669.70	\$ 3,196.40	\$ 4,664.64	\$ 954.30

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**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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT

**AFFIDAVIT OF S. HARLAN SCHONFELD
(Sworn September , 2020)**

I, S. HARLAN SCHONFELD, of the City of Toronto, in the Province of Ontario, **MAKE
OATH AND SAY:**

1. I am the President of Schonfeld Inc., the court-appointed Manager in this proceeding and have knowledge of the facts and matters set out in this affidavit. Where I have relied on information provided to me by others, I have stated the source of that information and, in all such cases, I verily believe that information to be true.

2. On November 5, 2013, pursuant to an order of the Honourable Justice Newbould (the "**Appointment Order**"), Schonfeld Inc. was appointed Manager of companies listed at Schedule "B" of the Appointment Order.

3. The Manager's Mandate was expanded to include certain other properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August 12, 2014 (the "**August 12 Judgment**").

4. Attached hereto and marked as **Exhibit "A"** is a true copy of the accounts rendered by the Manager for the period June 1, 2019 to December 31, 2019 (the "**Accounts Approval Period**"). which total \$44,097.91 inclusive of HST and disbursements.

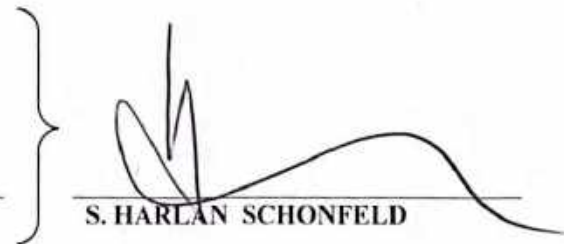
5. A total of 85 hours were expended by the Manager during the Accounts Approval Period in performing services in its capacity as Manager pursuant to the Appointment Order and the August 12 Judgment.

6. The hourly billing rates outlined in **Exhibit "A"** to this Affidavit are normal average hourly rates charged by Schonfeld Inc. for services rendered in relation to engagements similar to its engagement as Manager in this matter. These accounts accurately reflect the services provided by the Manager in this matter.

SWORN before me in the City of Toronto in the Province of Ontario this 7th day of September, 2020.



A Commissioner for taking Affidavits, etc.
Name: Carlie Fox



S. HARLAN SCHONFELD

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 Inc.
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. Dewhurst Development Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.

31. El-Ad Limited
32. 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
- 646 Broadview, Toronto, Ontario

A

Schonfeld Inc.
Receivers + Trustees

July 2, 2019

Norma Walton, Ronald Walton, The Rose & Thistle Group Ltd. and Eglinton Castle Inc; and those Corporations listed on Schedule "B" of an Order made on November 5, 2013; and those Properties listed on Schedule "C" of an Order made on August 12, 2014
30 Hazelton Avenue
Toronto, ON M5R 2E2

This is Exhibit "A" referred to in the affidavit of S. Harlan Schonfeld sworn before me, this 7th day of September 20, 2019
[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

Invoice #1212

INVOICE

Re: Court Appointed Manager's account

To: Professional services rendered for the period June 1, 2019 to June 30, 2019 under the terms of an Order dated November 5, 2013 and August 12, 2014 as amended appointing Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:	\$ 9,300.00
HST @ 13%	<u>1,209.00</u>
Our fee	\$ 10,509.00
disbursements:	
courier charges incl. HST	<u>19.43</u>
Total Fees and Disbursements	<u>\$ 10,528.43</u>

	Hours	Hourly Rate	Total
S. Harlan Schonfeld CPA, CIRP	2.0	\$600	\$ 1,200.00
James Merryweather, CPA, CGA	18.0	\$450	\$ 8,100.00
TOTAL:	<u>20.0</u>		<u>\$ 9,300.00</u>

H.S.T. #37283 8339 RT0001

Timedocket
ENGAGEMENT NAME:
Date:

S Harlan Schonfeld CPA, CIRP
Dr. Bernstein v Walton
September 20, 2013

584

DATE	DESCRIPTION	TIME (hh/mm)
S. HARLAN SCHONFELD, CPA, CIRP		
Jun 13-19	conf call w/counsel to deal with email breach	0.5
Jun 24-19	review draft 56th report and comment on it	1
Jun 25-19	attend to final review and signing of 56th report	0.5
TOTAL	HARLAN SCHONFELD	2.0

DATE	DESCRIPTION	TIME (hh/mm)
JAMES MERRYWEATHER, CPA, CGA		
03-Jun-19	review banking, update cashflow; GIC maturity and accounting; prepare month-end accounting; process AP; update fee allocation	2.0
04-Jun-19	GIC investing and accounting; prepare and file GST returns (Apr/May)	1.0
11-Jun-19	review banking, update cashflow; tc w CRA re review; process AP	0.5
18-Jun-19	review banking, update cashflow; tc w CRA; prepare letter and docs re tax review, send to CRA	2.5
21-Jun-19	review draft 56th report; provide comments and information; prepare fee allocation and other schedules; tc w counsel	5.0
22-Jun-19	review amended report, provide comments	1.0
24-Jun-19	review amended report; provide comments	1.5
25-Jun-19	review final report, provide chart	0.5
28-Jun-19	prepare time docket analysis re Sch C; set up banking for proposed distributions; dealing w CRA issues; tc w counsel	4.0
TOTAL	JAMES MERRYWEATHER	18.0

Disbursements

Courier to CRA

Expense	GST/HST	Total
\$ 18.50	\$ 0.93	\$ 19.43
		\$ -
		\$ -
\$ 18.50	\$ 0.93	\$ 19.43

August 2, 2019

Norma Walton, Ronauld Walton, The Rose &
Thistle Group Ltd. and Eglinton Castle Inc; and
those Corporations listed on Schedule "B" of an
an Order made on November 5, 2013; and those
Properties listed on Schedule "C" of an Order
made on August 12, 2014
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #1217

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period July 1, 2019
to July 31, 2019 under the terms of an Order dated
November 5, 2013 and August 12, 2014 as amended appointing
Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:	\$ 8,100.00
HST @ 13%	<u>1,053.00</u>

Our fee	\$ 9,153.00
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disbursements:	
courier charges incl. HST	<u>37.78</u>

Total Fees and Disbursements	<u>\$ 9,190.78</u>
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	Hours	Hourly Rate	Total
S. Harlan Schonfeld CPA, CIRP	-	\$600	\$ -
James Merryweather, CPA, CGA	18.0	\$450	\$ 8,100.00
TOTAL:	<u>18.0</u>		<u>\$ 8,100.00</u>

H.S.T. #87283 8339 RT0001

DATE	DESCRIPTION	TIME (hh/mm)
JAMES MERRYWEATHER, CPA, CGA		
02-Jul-19	review banking, update cashflow; GIC redemption; process A; prepare month-end accounting; prepare and file GST returns (June/Q2)-Sch B and C; review draft Orders, corr w counsel	2.5
04-Jul-19	prepare accounting for fee allocation; plan banking for disbursements	3.0
08-Jul-19	prepare documents for equity claims process, including website setup and ads in national paper; corr w counsel	2.5
09-Jul-19	prepare cheques and letter re Dejong distribution, courier same; GIC redemption and accounting	1.0
10-Jul-19	review notices for NP; prepare investor database; tc w counsel; review prior PofC, garnishment; corr w investor	2.0
16-Jul-19	prepare documents for website re claims process; tc w potential claimant; update database; draft correspondence	1.5
17-Jul-19	launch equity claims process; various corr w claimants; corr w counsel	1.5
18-Jul-19	review banking, update cashflow; GIC maturities, renewals and accounting; funds transfers re fees	1.5
22-Jul-19	review draft letter; corr w counsel; funding	0.5
29-Jul-19	review banking, update cashflow; GIC maturities, renewals and accounting; funds transfers re fees; prepare letter and docs re tax matter. send to CRA	1.0
31-Jul-19	GIC maturity, renewal, accounting; prepare and file July GST returns	1.0
TOTAL	JAMES MERRYWEATHER	18.0

Disbursements

Courier to SimpsonWigle (re Dejong)
 Courier to CRA

Expense	GST/HST	Total
\$ 16.24	\$ 2.11	\$ 18.35
\$ 18.50	\$ 0.93	\$ 19.43
		\$ -
\$ 34.74	\$ 3.04	\$ 37.78

Schonfeld Inc.
Receivers + Trustees

September 3, 2019

Norma Walton, Ronauld Walton, The Rose &
Thistle Group Ltd. and Eglinton Castle Inc; and
those Corporations listed on Schedule "B" of an
an Order made on November 5, 2013; and those
Properties listed on Schedule "C" of an Order
made on August 12, 2014
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #1222

INVOICE

Re: Court Appointed Manager's account

To: Professional services rendered for the period August 1, 2019
to August 31, 2019 under the terms of Orders dated
November 5, 2013 and August 12, 2014 as amended appointing
Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee: \$ 5,400.00

HST @ 13% 702.00

Our fee \$ 6,102.00

disbursements:
courier charges incl. HST 18.02

Total Fees and Disbursements **\$ 6,120.02**

	Hours	Hourly Rate	Total
S. Harlan Schonfeld CPA, CIRP	-	\$600	\$ -
James Merryweather, CPA, CGA	12.0	\$450	\$ 5,400.00
TOTAL:	<u>12.0</u>		<u>\$ 5,400.00</u>

H.S.T. #87283 8339 RT0001

DATE	DESCRIPTION	TIME (hh/mm)
JAMES MERRYWEATHER, CPA, CGA		
01-Aug-19	process month-end accounting; process AP; update fee allocation; tc and corr w counsel re issues	2.5
12-Aug-19	review banking, update cashflow; process AP; GIC maturities, renewals and accounting; tc w claimant; review docs from C Power. provide Orders and comments	3.0
15-Aug-19	process National Post billing; tc w claimants; review proofs of claim; tc w counsel; prepare debt/equity analysis	3.0
20-Aug-19	review proofs of claim; corr w Meridian; prepare letter and cheque re Dejong distribution, courier same; GIC redemtion: corr w MAG	3.0
26-Aug-19	review banking, update cashflow; GIC maturity and accounting	0.5

TOTAL	JAMES MERRYWEATHER	12.0
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Disbursements

Courier to SimpsonWigle (re Dejong)

Expense	GST/HST	Total
\$ 15.95	\$ 2.07	\$ 18.02
		\$ -
		\$ -
\$ 15.95	\$ 2.07	\$ 18.02

Schonfeld Inc.
Receivers+Trustees

October 2, 2019

Norma Walton, Ronauld Walton, The Rose & Thistle Group Ltd. and Eglinton Castle Inc; and those Corporations listed on Schedule "B" of an Order made on November 5, 2013; and those Properties listed on Schedule "C" of an Order made on August 12, 2014
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #1227

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period September 1, 2019 to September 30, 2019 under the terms of Orders dated November 5, 2013 and August 12, 2014 as amended appointing Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee: \$ 6,075.00

HST @ 13% 789.75

Our fee \$ 6,864.75

disbursements:
courier charges incl. HST

-

Total Fees and Disbursements

\$ 6,864.75

	Hours	Hourly Rate	Total
S. Harlan Schonfeld CPA, CIRP	1.5	\$600	\$ 900.00
James Merryweather, CPA, CGA	11.5	\$450	\$ 5,175.00
TOTAL:	<u>13.0</u>		<u>\$ 6,075.00</u>

H.S.T. #87283 8339 RT0001

Timedocket

S Harlan Schonfeld CPA, CIRP

591

ENGAGEMENT NAME:

Dr. Bernstein v Walton

Date:

September 20, 2013

DATE	DESCRIPTION	TIME (hh/mm)
S. HARLAN SCHONFELD, CPA, CIRP		
13-Sep-19	attend at Meridian	0.5
sept -20-19	conference call with JM and counsel	1.0
TOTAL	HARLAN SCHONFELD	1.5

DATE	DESCRIPTION	TIME (hh/mm)
JAMES MERRYWEATHER, CPA, CGA		
03-Sep-19	review banking, update cashflow; prepare month-end accounting; process AP; update fee allocation; corr w equity claimants	1.5
16-Sep-19	review banking, update cashflow; GIC investing; process AP; review proofs of claim, update schedule, issue notice of disallowance: tc w counsel: tc w claimant	2.0
17-Sep-19	prepare claims and distribution analysis; review Walton Receiver material for share activity	2.5
20-Sep-19	conference call w HS, counsel	1.0
23-Sep-19	prepare documents and analysis re claims process, outstanding issues; corr w counsel; review letter and comment	2.0
27-Sep-19	review documents for proofs of claim	0.5
30-Sep-19	review banking, update cashflow; prepare and file GST returns (Sch B/Sch C) - Aug/Sep + Q4	2.0
TOTAL	JAMES MERRYWEATHER	11.5

Disbursements

Expense	GST/HST	Total
		\$ -
		\$ -
		\$ -
\$ -	\$ -	\$ -

Schonfeld Inc.
Receivers + Trustees

November 4, 2019

Norma Walton, Ronauld Walton, The Rose & Thistle Group Ltd. and Eglinton Castle Inc; and those Corporations listed on Schedule "B" of an Order made on November 5, 2013; and those Properties listed on Schedule "C" of an Order made on August 12, 2014
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #1232

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period October 1, 2019 to October 31, 2019 under the terms of Orders dated November 5, 2013 and August 12, 2014 as amended appointing Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:	\$ 3,000.00
HST @ 13%	<u>390.00</u>
Our fee	\$ 3,390.00
disbursements:	
courier charges incl. HST	<u>-</u>
Total Fees and Disbursements	<u>\$ 3,390.00</u>

	Hours	Hourly Rate	Total
S. Harlan Schonfeld CPA, CIRP	0.5	\$600	\$ 300.00
James Merryweather, CPA, CGA	6.0	\$450	\$ 2,700.00
TOTAL:	<u>6.5</u>		<u>\$ 3,000.00</u>

H.S.T. #87283 8339 RT0001

Timedocket

S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME:

Dr. Bernstein v Walton

Date:

September 20, 2013

DATE	DESCRIPTION	TIME (hh/mm)
S. HARLAN SCHONFELD, CPA, CIRP		
28-Oct-19	attend at Meridian	0.5
TOTAL	HARLAN SCHONFELD	0.5

DATE	DESCRIPTION	TIME (hh/mm)
JAMES MERRYWEATHER, CPA, CGA		
01-Oct-19	process month-end accounting; corr w claimant	1.0
02-Oct-19	process AP; GIC redemption; finalize month-end accounting	0.5
09-Oct-19	tc w claimant; review financial docs; corr w Meridian; corr w counsel	1.0
15-Oct-19	review banking, update cashflow; GST refund accounting; funds transfer re fees; update fee allocation	1.5
28-Oct-19	review banking, update cashflow; GST refund accounting; tc w CRA re tax review, prepare letter and docs re review	1.5
29-Oct-19	prepare banking deposit; transfer re fee reimbursement	0.5

TOTAL	JAMES MERRYWEATHER	6.0
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Disbursements

Expense	GST/HST	Total
		\$ -
		\$ -
		\$ -
\$ -	\$ -	\$ -

Schonfeld Inc.
Receivers + Trustees

December 2, 2019

Norma Walton, Ronauld Walton, The Rose & Thistle Group Ltd. and Eglinton Castle Inc; and those Corporations listed on Schedule "B" of an Order made on November 5, 2013; and those Properties listed on Schedule "C" of an Order made on August 12, 2014
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #1237

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period November 1, 2019 to November 30, 2019 under the terms of Orders dated November 5, 2013 and August 12, 2014 as amended appointing Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:	\$ 3,450.00
HST @ 13%	<u>448.50</u>
Our fee	\$ 3,898.50
disbursements:	
courier charges incl. HST	<u>19.16</u>
Total Fees and Disbursements	<u>\$ 3,917.66</u>

	Hours	Hourly Rate	Total
S. Harlan Schonfeld CPA, CIRP	0.5	\$600	\$ 300.00
James Merryweather, CPA, CGA	<u>7.0</u>	\$450	\$ 3,150.00
TOTAL:	<u>7.5</u>		<u>\$ 3,450.00</u>

H.S.T. #87283 8339 RT0001

Timedocket S Harlan Schonfeld CPA, CIRP
ENGAGEMENT NAME: Dr. Bernstein v Walton
Date: September 20, 2013

DATE	DESCRIPTION	TIME (hh/mm)
S. HARLAN SCHONFELD, CPA, CIRP		
25-Nov-19	attend at Meridian	0.5
TOTAL	HARLAN SCHONFELD	0.5

DATE	DESCRIPTION	TIME (hh/mm)
JAMES MERRYWEATHER, CPA, CGA		
04-Nov-19	review banking, update cashflow; process month-end accounting; GIC maturity and renewal; fee reimbursement; process AP	1.5
12-Nov-19	prepare letter and support docs for CRA review, send same; process AP	1.0
18-Nov-19	review banking, update cashflow; roll forward cashflow to 2020; tc w CRA re FRP issue	3.0
19-Nov-19	prepare and file docs re CRA request; finalize cashflow roll forward	1.0
26-Nov-19	tc w CRA re FRL; prepare and file docs re CRA request; GIC accounting and renewal; GST refund accounting	0.5

TOTAL	JAMES MERRYWEATHER	7.0
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Disbursements

Courier to CRA

Expense	GST/HST	Total
\$ 18.25	\$ 0.91	\$ 19.16
		\$ -
		\$ -
\$ 18.25	\$ 0.91	\$ 19.16

January 3, 2020

Norma Walton, Ronauld Walton, The Rose &
Thistle Group Ltd. and Eglinton Castle Inc; and
those Corporations listed on Schedule "B" of an
an Order made on November 5, 2013; and those
Properties listed on Schedule "C" of an Order
made on August 12, 2014
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #1243

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period December 1, 2019
to December 31, 2019 under the terms of Orders dated
November 5, 2013 and August 12, 2014 as amended appointing
Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:	\$ 3,600.00
HST @ 13%	<u>468.00</u>

Our fee	\$ 4,068.00
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disbursements:	
courier charges incl. HST	<u>18.27</u>

Total Fees and Disbursements	<u>\$ 4,086.27</u>
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	Hours	Hourly Rate	Total
S. Harlan Schonfeld CPA, CIRP	-	\$600	\$ -
James Merryweather, CPA, CGA	8.0	\$450	\$ 3,600.00
TOTAL:	<u>8.0</u>		<u>\$ 3,600.00</u>

H.S.T. #87283 8339 RT0001

DATE	DESCRIPTION	TIME (hh/mm)
JAMES MERRYWEATHER, CPA, CGA		
02-Dec-19	review banking, update cashflow; prepare and file GST returns (Oct/Nov); update month-end accounting; process AP: prepare and remit tax appeal to CRA re BAN	2.0
10-Dec-19	process AP; corr w lawyer re claim against Dupont	1.0
12-Dec-19	tc w counsel; review status	0.5
19-Dec-19	assemble tax information for request	0.5
30-Dec-19	review banking, update cashflow; GIC reinvesting and accounting	0.5
31-Dec-19	invest GIC proceeds, interest reimbursement, related accounting; prepare and file GST returns (Sch B and C), including annual returns, related analysis	3.5

TOTAL	JAMES MERRYWEATHER	8.0
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Disbursements

Courier to CRA

Expense	GST/HST	Total
\$ 16.17	\$ 2.10	\$ 18.27
		\$ -
		\$ -
\$ 16.17	\$ 2.10	\$ 18.27

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

**AFFIDAVIT OF
S. HARLAN SCHONFELD**
(Sworn September , 2020)

**GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre, West Tower
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7**

Brian Empey LSO#: 30640G
Mark S. Dunn LSO#: 55510L
Carlie Fox LSO#: 68414W
Tel: (416) 979.2211
Fax: (416) 979.1234

Lawyers for The Manager, Schonfeld Inc.

AA

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

**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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT

**AFFIDAVIT OF BRIAN EMPEY
(Sworn January 27, 2020)**

I, BRIAN EMPEY, of the City of Toronto, in the Province of Ontario, **MAKE OATH
AND SAY:**

1. I am a partner with the law firm of Goodmans LLP (“**Goodmans**”), counsel for Schonfeld Inc. (the “**Manager**”) in its capacity as Court-appointed manager of the companies listed at Schedule “B” to the Order of Justice Newbould dated November 5, 2013 and in its capacity as Court-appointed receiver/manager of the properties listed at Schedule “C” to the Judgment and Order of Justice Brown dated August 12, 2014. Since January 31, 2014 (when Fred Myers was appointed a Judge of the Ontario Superior Court of Justice), I have been the lawyer at Goodmans with overall responsibility for this file. As such, I have knowledge of the matters hereinafter deposed to.
2. Attached hereto and marked as **Exhibits “A” – “G”** are copies of each invoice rendered by Goodmans to the Manager in respect of the period from June 1, 2019 to December 31, 2019


- 2 -

(the “Goodmans Application Period”). The invoices all reflect a write off for any word processing and secretarial overtime charges.

3. As is shown on the summary chart attached as **Exhibit “H”**, Goodmans expended a total of 107.9 hours in connection with this matter during the Goodmans Application Period, giving rise to fees and disbursements totalling \$78,163.28, including HST, as outlined in Exhibits “A” – “G”.

4. Goodmans’ rates and disbursements are consistent with those in the market for these types of matters. Goodmans has had its rates and disbursements approved by this Honourable Court previously in this proceeding, most recently by Order of Justice Hailey dated July 3, 2019, and in respect of similar services provided in various insolvency and restructuring files.

SWORN before me at the City of Toronto,
in the Province of Ontario, on this 27th day
of January, 2020.



A Commissioner for taking affidavits
Name: Carlie Fox



Brian Empey

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 Inc.
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 Development 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.

- 2 -

25. Skyway Holdings Ltd.
26. West Mall Holdings Ltd.
27. Royal Gate Holdings Ltd.
28. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 165 Bathurst Inc.

- 3 -

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

A

Goodman's LLP

Barristers & Solicitors

Bay Adelaide Centre - West Tower
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

This is Exhibit "A" referred to in the
affidavit of Brian Empey
sworn before me, this 27th
day of January, 2020.

A COMMISSIONER FOR TAKING AFFIDAVITS

June 28, 2019

Schonfeld Inc.
3000 TD Centre North Tower
77 King St. W.
PO Box 95
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 723568
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/29/19	CEF	1.00	Attending call with R. Fisher and M. Dunn; reviewing fee allocation schedules pursuant to request from R. Fisher.
05/31/19	KEH	.50	Discussion with H. Schonfeld with respect to sale prices of property sold pursuant to receivership; discussion with Gloria Lauzon; locating PINS and old emails in connection with transaction; forward same to H. Schonfeld.
05/31/19	GLL	.20	Numerous emails; subsearch title.
06/01/19	KEH	.10	Exchanging emails with H. Schonfeld re: testifying at criminal proceeding.
06/03/19	CEF	.30	Preparing docket summary for fee approval motion.
06/04/19	CEF	.90	Attending call with S. Roy, C. Yung and M. Dunn re: distribution motion and claims process; drafting 56th report.
06/05/19	CEF	1.20	Drafting 56th Report of the Manager.
06/06/19	MSD	.40	Call with client re: criminal trial issues.
06/07/19	CEF	.70	Reviewing correspondence from R. Fisher re: Condos' claim in Cecil; reviewing judgment of Justice Newbould re: same.
06/10/19	CEF	1.80	Reviewing reasons of Justice van Rensburg; drafting 56th report.



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Facsimile: 416.979.1234
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Invoice #723568 -- page 2

Date	TKID	Hours	Description
06/12/19	CEF	2.50	Drafting 56th Report of the Manager; correspondence to R. Fisher re: Cecil.
06/13/19	CEF	1.00	Reviewing correspondence from R. Fisher re: Condos' claim in Cecil; reviewing correspondence from S. Roy; reviewing and revising 56th Report of the Manager; allocating dockets for fee approval.
06/13/19	PDR	1.00	Reviewing background materials from client; telephone conference with H. Schonfeld; reviewing draft Privacy filing.
06/17/19	CEF	2.30	Allocating dockets for fee approval; drafting fee affidavits of H. Schonfeld and B. Empey; emailing B. Empey re: same; drafting notice of motion; drafting draft order; emailing M. Dunn.
06/18/19	CEF	3.00	Reviewing and revising 56th Report of the manager; meeting with M. Dunn; drafting correspondence to R. Fisher re: DeJongs' claims.
06/19/19	CEF	4.90	Reviewing and revising claims procedure order; attending call with C. Yung; reviewing joint venture agreement re: Jarvis; reviewing and revising 56th Report of the manager; compiling appendices to report.
06/24/19	CEF	3.50	Reviewing and revising fifty-sixth report; correspondence with J. Merryweather; revising claims procedure order; revising affidavit of H. Schonfeld; emailing S. Roy and C. Yung; revising appendices to 56th report; revising Notice of Motion; emailing with J. Parise re: motion returnable July 3, 2019; finalizing motion record; attending call with H. Schonfeld; attending call with M. Dunn.
06/25/19	CEF	2.70	Revising Notice of Motion, Fee Affidavit, Report and Draft Order; emailing H. Schonfeld re: same; attending call with S. Roy, C. Yung and M. Dunn; attending call with R. Fisher and M. Dunn.

OUR FEE**\$16,673.00**

TKID	NAME	HOURS	RATE	TOTAL
KEH	Herlin, Ken	0.60 hrs	\$995.00	\$597.00
MSD	Dunn, Mark	0.40 hrs	\$750.00	\$300.00
PDR	Ruby, Peter	1.00 hrs	\$970.00	\$970.00
CEF	Fox, Carlie	25.80 hrs	\$570.00	\$14,706.00
GLL	Lauzon, Gloria	0.20 hrs	\$500.00	\$100.00



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Invoice #723568 -- page 3

TKID	NAME	HOURS	RATE	TOTAL
				\$16,673.00

DISBURSEMENTS

Parking/ Cab / Mileage	94.80
Copies	176.25
Travel Accommodation	446.16
Delivery - Courier	11.80
Travel - Out of Town	1,150.48
Search - Sub	119.55

TOTAL DISBURSEMENTS	\$1,999.04
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TOTAL FEES ON THIS INVOICE	\$16,673.00
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HST ON FEES	2,167.49
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NON TAXABLE DISBURSEMENTS	0.00
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TAXABLE DISBURSEMENTS	1,999.04
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$1,999.04
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HST ON TAXABLE DISBURSEMENT	259.88
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$21,099.41
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B

Goodman's

Barristers & Solicitors

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3000 TD Centre North Tower
77 King St. W.
PO Box 95
Toronto, ON
Canada M5K 1G8

This is Exhibit "B" referred to in the
affidavit of Brian Empey
sworn before me, this 27th
day of January, 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

July 31, 2019

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074

OUR INVOICE NO. 725127

GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/29/19	MSD	.40	Call with R. Fisher re: allocation issues.
06/13/19	CEF	1.30	Reviewing emails from H. Schonfeld; attending call with H. Schonfeld, J. Merryweather, M. Dunn and P. Ruby.
06/14/19	CEF	2.10	Conducting legal research re: duties to report cyber attacks to professional regulating bodies.
06/19/19	MSD	1.50	Revising Schedule C company equity claims procedure order; reviewing draft 56th report and providing comments to C. Fox.
06/20/19	MSD	2.30	Drafting and revising 56th report; sending same to client for comments; reviewing and revising fee allocation.
06/20/19	CEF	2.50	Correspondence with B. Empey re: fee affidavit; reviewing and revising 56th report and appendices to same.
06/21/19	MSD	1.30	Drafting and revising 56th report, call with J Merryweather re: same, further revisions to 56th report.
06/21/19	CEF	1.80	Reviewing and revising 56th report; call with M. Dunn re: same; reviewing correspondence from J. Merryweather re: same.
06/22/19	CEF	.50	Reviewing and revising claims procedure order and fee affidavit of H.

Date	TKID	Hours	Description
			Schonfeld; compiling exhibits to same.
06/24/19	MSD	1.20	Revising draft report; discussions with C. Fox re: same; e-mailing draft report to client.
06/25/19	MSD	.50	Reviewing draft report; e-mailing with client re: same; discussing allocation motion with client.
06/26/19	MSD	1.40	Call with R. Fisher re: allocation issues and potential dispute; reviewing Court of Appeal decisions to identify fees; reviewing draft report; sending draft report to R. Fisher and S. Roy.
06/26/19	CEF	1.10	Finalizing and serving motion record.
06/27/19	CEF	5.00	Drafting factum for motion returnable July 3, 2019 re: fee approval, DeJong distribution and Schedule C equity claims process; reviewing docket allocation from the fifth and sixth periods in order to reallocate fees allocated to Schedule C Companies in respect of obtaining order for contingent authority to distribute Schedule C funds to the Applicants; revising equity claims procedure order.
06/28/19	MSD	.50	Call with S. Roy and C. Yung re: allocation motion, drafting e-mail to R. Fisher.
06/28/19	CEF	4.50	Drafting supplemental report to the 56th report re: reallocation of professional fees related to obtaining contingent authority to distribute Schedule C funds; attending calls with J. Merryweather and M. Dunn re: same; emailing S. Roy re: same; reviewing reallocation table; attending call with S. Roy, C. Yung and M. Dunn.
07/02/19	MSD	3.40	Discussions with C. Fox re: motion; review motion material and revise draft order; discussion with R. Fisher; reviewing and revising factum.
07/02/19	CEF	4.40	Revising fee approval order; revising factum re: same; preparing book of authorities; serving factum and book of authorities; coordinating filing of same; emailing counsel re: draft orders; attending call with R. Fisher; preparing for motion.
07/03/19	CEF	3.10	Preparing for and attending motion re: fee approval and Schedule C equity claims procedure; emailing counsel re: same; correspondence with J. Merryweather, C. Yung and R. Fisher re: claims process and distributions.
07/04/19	MSD	.20	Corresponding by e-mail with R. Fisher and C. Fox re: distribution issues.



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Invoice #725127 -- page 3

Date	TKID	Hours	Description
07/04/19	CEF	.30	Emailing service list and J. Merryweather re: entered orders; correspondence with R. Fisher.
07/09/19	CEF	.10	Emailing R. Fisher re: direction for payment.
07/10/19	CEF	.60	Correspondence with C. Yung re: schedule C claims process and notice of garnishment; attending call with J. Merryweather.
07/11/19	MSD	.40	Discussions with C. Fox,; call with C. Yung re: garnishment issues.
07/11/19	CEF	.50	Correspondence with J. Merryweather re: Schedule C equity claims process.
07/15/19	CEF	.10	Reviewing correspondence from R. Fisher re: allocation of fees to Schedule C Companies.
07/16/19	CEF	1.20	Reviewing and revising correspondence to potential Schedule C equity claimants; attending call with J. Merryweather; emailing J. Merryweather and S. Roy and C. Yung re: DeJongs' opposition to fee allocation.
07/17/19	CEF	1.70	Attending call with J. Merryweather; drafting letter to R. Fisher re: fee allocation; correspondence with J. Merryweather re: requests for information from N. Walton and re: United Empire Lands distribution to the DeJongs.
07/18/19	CEF	.10	Revising letter to R. Fisher; revising service list.
07/19/19	MSD	1.20	Reviewing and revising letter to R. Fisher re: allocation issues.
07/19/19	CEF	.50	Reviewing and revising letter to R. Fisher re: fee allocation; emailing J. Merryweather re: same.
07/22/19	CEF	1.00	Correspondence with J. Merryweather re: letter to R. Fisher re: fee allocation; reviewing and revising same; sending same.
07/26/19	CEF	1.40	Reviewing correspondence from C. Yung and legal research re: garnishing shares; reviewing Manager's reports re: Gerrard Church; emailing C. Yung re: same.
07/29/19	CEF	1.30	Conducting legal research re: whether share equity is capable of garnishment; emailing M. Dunn re: same.

OUR FEE

\$30,732.00



Barristers & Solicitors

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Facsimile: 416.979.1234
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Invoice #725127 -- page 4

TKID	NAME	HOURS	RATE	TOTAL
MSD	Dunn, Mark	14.30 hrs	\$750.00	\$10,725.00
CEF	Fox, Carlie	35.10 hrs	\$570.00	\$20,007.00
				\$30,732.00

DISBURSEMENTS

Copies	346.75
Process Server	445.00

TOTAL DISBURSEMENTS	\$791.75
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TOTAL FEES ON THIS INVOICE	\$30,732.00
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HST ON FEES	3,995.16
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NON TAXABLE DISBURSEMENTS	0.00
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TAXABLE DISBURSEMENTS	791.75
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$791.75
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HST ON TAXABLE DISBURSEMENT	102.93
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$35,621.84
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C

Goodmans^{LLP}

Barristers & Solicitors

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234

goodmans.ca

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3000 TD Centre North Tower
77 King St. W.
PO Box 95
Toronto, ON
Canada M5K 1G8

This is Exhibit..... "C" referred to in the
affidavit of..... Brian Empey
sworn before me, this..... 27th
day of..... January 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

August 29, 2019

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074

OUR INVOICE NO. 726646

GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
07/30/19	CEF	.10	Meeting with M. Dunn re: schedule C claims process and potential garnishment by Applicants.
08/01/19	MSD	.20	Discussion with C. Fox re: N. Walton inquiry.
08/01/19	CEF	.80	Attending call with J. Merryweather; reviewing inspector's report re: Richmond Row Holdings; emailing H. Cohen re: same.
08/06/19	CEF	.70	Reviewing claims of the DBDC Spadina Ltd. Applicants; emailing M. Dunn re: same.
08/12/19	MSD	.70	Reviewing material and exchanging e-mails with C. Fox re: claims process.
08/12/19	CEF	.70	Correspondence with M. Dunn re: applicants' claims against Schedule C property proceeds; attending call with C. Yung re: same; reviewing correspondence between J. Merryweather and crown re: sentencing hearing.
08/15/19	CEF	.70	Reviewing applicants' claims against Schedule C Companies; attending call with J. Merryweather re: same; reviewing intercompany loans.
08/20/19	CEF	.10	Reviewing First Report of the Receiver Ira Smith; emailing J. Merryweather re: same.
08/21/19	CEF	1.60	Attending call with J. Merryweather re: equity claims; meeting with M. Dunn re: same; emailing J. Merryweather re: terms of equity claims procedure order



Barristers & Solicitors

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #726646 -- page 2

Date	TKID	Hours	Description
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and Manager's authority provided in same.

OUR FEE				\$3,354.00
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TKID	NAME	HOURS	RATE	TOTAL
MSD	Dunn, Mark	0.90 hrs	\$750.00	\$675.00
CEF	Fox, Carlie	4.70 hrs	\$570.00	\$2,679.00
				\$3,354.00

DISBURSEMENTS

Travel Accommodation	484.75
Conference Calls	13.56
Process Server	76.00

TOTAL DISBURSEMENTS	\$574.31
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TOTAL FEES ON THIS INVOICE	\$3,354.00
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HST ON FEES	436.02
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NON TAXABLE DISBURSEMENTS	0.00
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TAXABLE DISBURSEMENTS	574.31
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$574.31
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HST ON TAXABLE DISBURSEMENT	74.66
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$4,438.99
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D

Goodmans LLP

Barristers & Solicitors

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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Facsimile: 416.979.1234
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Schonfeld Inc.
3000 TD Centre North Tower
77 King St. W.
PO Box 95
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

This is Exhibit "D" referred to in the
affidavit of Brian Empey
sworn before me, this 27th
day of January, 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

September 30, 2019

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 728327
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
09/09/19	MSD	.60	Receiving and reviewing letter from R. Fisher and discussing with C. Fox re: same.
09/09/19	CEF	.50	Reviewing letters from R. Fisher re: opposition of DeJong and Condo to fee allocation; meeting with M. Dunn re: same; emailing J. Merryweather re: same.
09/16/19	CEF	.80	Reviewing correspondence from counsel to Applicants re: Schedule C Claims Process; emailing J. Merryweather re: same and re: correspondence from R. Fisher re: challenge to allocation of Manager's fees to DeJong Companies and to Cecil; attending call with J. Merryweather re: Schedule C Claims Process.
09/17/19	CEF	.80	Correspondence re: Schedule C Company minute books; correspondence with C. Yung re: claims process.
09/20/19	MSD	1.30	Reviewing Schedule C Claims Chart; attending at phone call with client.
09/20/19	CEF	2.80	Attending call with H. Schonfeld, J. Merryweather and M. Dunn re: challenge to fee allocation and Schedule C Claims process; drafting letter to R. Fisher re: challenge to fee allocation; emailing C. Yung re: minute books.
09/23/19	MSD	.40	Reviewing correspondence received from R. Fisher; attending at phone call with S. Roy.



Barristers & Solicitors

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Facsimile: 416.979.1234
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Invoice #728327 -- page 2

Date	TKID	Hours	Description
09/23/19	CEF	.40	Emailing H. Schonfeld and J. Merryweather re: response to R. Fisher re: fee allocation challenge; reviewing and incorporating comments from J. Merryweather re: same.
09/24/19	MSD	.50	Reviewing and revising letter to R. Fisher; corresponding via e-mail with C. Fox re: same.
09/24/19	CEF	.80	Revising letter to R. Fisher; emailing S. Roy re: same.
09/25/19	CEF	1.30	Reviewing emails from J. Merryweather re: claims process; drafting report.
09/26/19	CEF	2.10	Drafting Fifty-Seventh Report; reviewing proofs of claims.

OUR FEE**\$7,515.00**

TKID	NAME	HOURS	RATE	TOTAL
MSD	Dunn, Mark	2.80 hrs	\$750.00	\$2,100.00
CEF	Fox, Carlie	9.50 hrs	\$570.00	\$5,415.00
				\$7,515.00

TOTAL FEES ON THIS INVOICE	\$7,515.00
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HST ON FEES	976.95
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$8,491.95
--	-------------------

E

Goodmans^{LLP}

Barristers & Solicitors

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

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77 King St. W.
PO Box 95
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

This is Exhibit "E" referred to in the
affidavit of Brian Emery
sworn before me, this 27th
day of January, 2020.

A COMMISSIONER FOR TAKING AFFIDAVITS

October 31, 2019

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 729834
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
09/27/19	CEF	.90	Drafting 57th report of the Manager re: schedule c claims process.
10/02/19	CEF	.10	Revising correspondence to D. Condos; correspondence with J. Merryweather re: same.
10/03/19	MSD	.50	Reviewing Schedule C materials received from J. Merryweather.
10/03/19	CEF	.30	Reviewing correspondence between the Manager and D. Condos re: Cecil; drafting response to same.
10/17/19	CEF	1.30	Drafting 57th Report; reviewing claims against Cecil.
10/22/19	CEF	1.50	Drafting 57th report re: Schedule C claims process; reviewing claims; emailing M. Dunn re: same.

OUR FEE

\$2,712.00



Barristers & Solicitors

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333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #729834 -- page 2

TKID	NAME	HOURS	RATE	TOTAL
MSD	Dunn, Mark	0.50 hrs	\$750.00	\$375.00
CEF	Fox, Carlie	4.10 hrs	\$570.00	\$2,337.00
				\$2,712.00

DISBURSEMENTS

Conference Calls	7.94
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TOTAL DISBURSEMENTS	\$7.94
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TOTAL FEES ON THIS INVOICE	\$2,712.00
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HST ON FEES	352.56
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NON TAXABLE DISBURSEMENTS	0.00
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TAXABLE DISBURSEMENTS	7.94
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$7.94
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HST ON TAXABLE DISBURSEMENT	1.03
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$3,073.53
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F

Goodmans^{LLP}

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Canada M5K 1G8

This is Exhibit "F" referred to in the
affidavit of Brian Empey
sworn before me, this 27th
day of January, 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

December 3, 2019

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 731704
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
11/28/19	CEF	1.10	Drafting notice of motion and factum for 57th report re: Schedule C equity distributions.

OUR FEE				\$627.00
TKID	NAME	HOURS	RATE	TOTAL
CEF	Fox, Carlie	1.10 hrs	\$570.00	\$627.00
				\$627.00

TOTAL FEES ON THIS INVOICE	\$627.00
HST ON FEES	81.51
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$708.51

Ga

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Barristers & Solicitors

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333 Bay Street, Suite 3400
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3000 TD Centre North Tower
77 King St. W.
PO Box 95
Toronto, ON
Canada M5K 1G8

This is Exhibit "G" referred to in the
affidavit of Brian Empey
sworn before me, this 27th
day of January, 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

January 7, 2020

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 733275
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
12/06/19	MSD	1.40	Reviewing report re: equity distributions and other matters.
12/12/19	CEF	3.40	Correspondence with C. Yung re: claims process; reviewing letter from R. Fisher re: Condos claim; attending call with J. Merryweather re: 57th report and next motion; emailing R. Fisher re: same; reviewing and revising 57th report.
12/15/19	CEF	.10	Reviewing correspondence between Manager and Crown; emailing J. Merryweather re: same.
12/19/19	CEF	.20	Correspondence with R. Fisher.
12/20/19	CEF	1.00	Revising 57th Report of the Manager.
12/27/19	CEF	.80	Revising 57th report of the Manager.

OUR FEE

\$4,185.00



Barristers & Solicitors

Bay Adelaide Centre - West Tower
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
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Invoice #733275 -- page 2

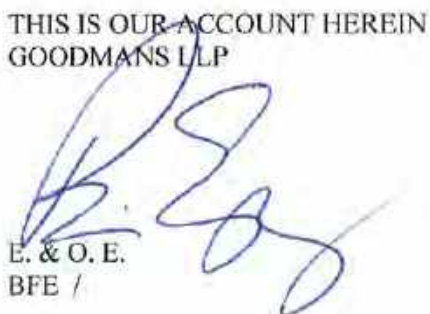
TKID	NAME	HOURS	RATE	TOTAL
MSD	Dunn, Mark	1.40 hrs	\$750.00	\$1,050.00
CEF	Fox, Carlie	5.50 hrs	\$570.00	\$3,135.00
				\$4,185.00

TOTAL FEES ON THIS INVOICE	\$4,185.00
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HST ON FEES	544.05
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$4,729.05
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THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.
BFE /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

H

This is Exhibit "H" referred to in the
 affidavit of Brian Emery
 sworn before me, this 27th
 day of January, 2020

 A COMMISSIONER FOR TAKING AFFIDAVITS

Goodmans LLP

Billing Summary for Matter No. 140074 re: Manager

Period: June 1, 2019 to December 31, 2019

Invoice	Invoice Date	Fees	Cost	Tax	Total
723568	28-Jun-19	16,673.00	1,999.04	2,427.37	21,099.41
725127	31-Jul-19	30,732.00	791.75	4,098.09	35,621.84
726646	29-Aug-19	3,354.00	574.31	510.68	4,438.99
728327	30-Sep-19	7,515.00	-	976.95	8,491.95
729834	31-Oct-19	2,712.00	7.94	353.59	3,073.53
731704	3-Dec-19	627.00	-	81.51	708.51
733275	7-Jan-20	4,185.00	-	544.05	4,729.05
	Total	65,798.00	3,373.04	8,992.24	78,163.28

TKID	Timekeeper	Title	Bill Hours	Bill Amount	Average Billing Rate
CEF	Carlie Fox	Associate	85.80	48,906.00	570
GLL	Gloria Lauzon	Sr. Law Clerk	0.20	100.00	500
KEH	Ken Herlin	Partner	0.60	597.00	995
MSD	Mark Dunn	Partner	20.30	15,225.00	750
PDR	Peter Ruby	Partner	1.00	970.00	970
	Total		107.90	65,798.00	610

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

AFFIDAVIT OF BRIAN EMPEY
(Sworn January 27, 2020)

GOODMANS LLP

Barristers & Solicitors
Bay Adelaide Centre, West Tower
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Brian Empey LSO#: 30640G
Mark S. Dunn LSO#: 55510L
Carlie Fox LSO#: 68414w
Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for the Manager, Schonfeld Inc.

BB

Fox, Carlie

From: Fox, Carlie
Sent: Monday, March 9, 2020 5:53 PM
To: 'Michael Kohl'; 'Michael Kohl'
Cc: Dunn, Mark
Subject: DBDC Spadina et al. v. Norma Walton et al.

Michael,

You may be aware that there is a motion by the Manager returnable on April 1, 2020. The Manager is seeking, among other things, the direction and advice of the Court in respect of distributions to be made following the equity claims process it ran in respect of certain Schedule C Companies.

The Applicants have claimed against The Old Apothecary Building Inc. and Cecil Lighthouse Ltd. in their capacity as judgment creditors of Mr. and Ms. Walton, and pursuant to the notices of garnishment that the Applicants have issued against each of the Waltons.

The books and records of each of Old Apothecary and Cecil Lighthouse record the Waltons as the sole holders of the companies' common shares. Subject to the advice and direction of the Court with respect to the entitlements, if any, of persons purporting to hold preferred shares in Cecil Lighthouse, the Manager intends to recommend to the Court that it be authorized to declare a dividend in respect of each of Old Apothecary and Cecil Lighthouse. The dividend would be a debt captured by the Applicants' notices of garnishment and would therefore be paid to the Applicants in partial satisfaction of their judgment. Alternatively, the Manager could recommend to the Court that it be authorized to make a return of capital to the Waltons payable by a note. The note would be a debt captured by the Applicants' garnishment notices and would similarly be paid to the Applicants.

We expect that either approach will result in tax consequences for your clients. Accordingly, the Manager seeks your input on your clients' preferred approach.

We can make ourselves available for a call if you would prefer to discuss, though we would appreciate receiving your input in writing.

Regards,
Carlie

Carlie Fox
Goodmans LLP

416.849.6907
cfox@goodmans.ca

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Toronto, ON M5H 2S7
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DBDC SPADINA LTD. *et al.*
Applicants and **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 returnable on a date to be fixed)

(Volume 2 of 2)

GOODMANS LLP

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

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Lawyers for the Manager, Schonfeld Inc.