

**COURT OF APPEAL FOR ONTARIO**

THE HONOURABLE JUSTICE STRATHY )  
)  
)

FRIDAY, THE 11<sup>TH</sup>  
DAY OF APRIL, 2014

B E T W E E N:

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

Applicants  
(Respondents in Appeal)

And

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

Respondents  
(Appellants)

And

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

**ORDER**

**THIS MOTION**, made by the Applicants (Respondents in Appeal), DBDC Spadina Ltd. and those Corporations listed on Schedule "A" hereto (collectively, the "Applicants"), for an Order transferring the appeal by Norma Walton, Ronauld Walton, The Rose & Thistle Group Ltd., and Eglinton Castle Inc. (collectively, the "Appellants") to the Divisional Court, bearing Court file number 536/13, from the Order of the Honourable Justice Newbould dated November 5, 2013 (the

“Divisional Court Appeal”) to this Court, and for an Order for security for costs of both the Divisional Court Appeal and the Appellants’ appeal to the Court of Appeal for Ontario, bearing Court file number C58024, from the Order of the Honourable Justice Newbould dated November 5, 2013 (the “Appeal”), was heard this day at the Court House, Osgoode Hall, 130 Queen Street West, Toronto, ON, M5H 2N5.

**ON READING** the affidavit of Kearren Bailey sworn March 25, 2014 and the exhibits thereto, the factum and book of authorities of the Applicants, filed, and upon hearing the submissions of counsel for the Applicants, and Norma Walton personally;

1. **THIS COURT ORDERS** that the Divisional Court Appeal shall be transferred from the Divisional Court to this Court.
2. **THIS COURT ORDERS** that the Divisional Court Appeal shall be heard together with the Appeal on May 21, 2014. Only the materials filed by all parties in connection with the Appeal, as well as the factums filed by the parties in connection with the Divisional Court Appeal, shall be used for the hearing of both the Appeal and the Divisional Court Appeal.
3. **THIS COURT ORDERS** that Norma Walton shall, by Friday, April 11, 2014, provide to Lenczner Slaght Royce Smith Griffin LLP (“Lenczner Slaght”), counsel for the Applicants, cleared, certified funds in the amount of \$12,500 (the “Funds”) by way of security for costs of the Appeal on behalf of the Appellants.
4. **THIS COURT ORDERS** that if Norma Walton does not provide the Funds to Lenczner Slaght by 4:30 p.m. on April 11, 2014, the Appeal and the Divisional Court Appeal shall both be permanently stayed.

5. THIS COURT ORDERS that the Funds shall be held by Lenczner Slaght in trust, subject to the terms of this Order or further Order of the Court.

6. THIS COURT ORDERS that, in the event that this Court orders that the Appellants pay costs in connection with the Appeal in excess of \$12,500 to the Applicants, Lenczner Slaght shall pay the entirety of the Funds from its trust account to the Applicants, in partial satisfaction of such costs Order. In those circumstances, the Appellants shall remain liable for any costs ordered to be paid by the Appellants to the Applicants in connection with the Appeal in excess of \$12,500.

7. THIS COURT ORDERS that, in the event that this Court orders that the Appellants pay costs in connection with the Appeal in an amount up to \$12,500 to the Applicants, Lenczner Slaght shall pay such amount of the Funds as ordered to be paid by Appellants to the Applicants in connection with the Appeal from its trust account to the Applicants, in satisfaction of the costs Order. In those circumstances, Lenczner Slaght shall return the balance of the Funds to Norma Walton within 10 days of the date on which this Court orders the Appellants to pay costs in connection with the Appeal in an amount up to \$12,500 to the Applicants.

8. THIS COURT ORDERS that, in the event that this Court does not order that the Appellants pay costs to the Applicants in connection with the Appeal, Lenczner Slaght shall return the entirety of the Funds to Norma Walton within 10 days of the date on which this Court makes an Order dealing with the costs of the Appeal.

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

APR 16 2014

PER / PAR: FC

Signed and entered in the records of this Court this 16<sup>th</sup>  
day of April, 2014.

Registrar  
COURT OF APPEAL FOR ONTARIO

## **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.  
hereto  
Applicants (Respondents in Appeal) Respondents (Appellants)

Court File No.: C58024

**COURT OF APPEAL FOR ONTARIO**

**PROCEEDING COMMENCED AT TORONTO**

**ORDER**

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