

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

) **FRIDAY, THE 25th DAY**
)

JUSTICE WILTON-SIEGAL

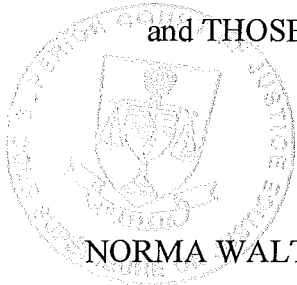
) **OF APRIL, 2014**
)

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**

THIS MOTION made by Schonfeld Inc. (the “Manager”) in in its capacity as Manager appointed pursuant to the Order of Justice Newbould dated November 5, 2013 (the “November 5 Order”) for an Order, *inter alia*: (i) approving the funding arrangement negotiated between the Manager and the Applicants to provide funding for the Manager’s fees and disbursements and limited ongoing operation of the companies listed in the Schedule “B” hereto (the “Companies”); (ii) authorizing and directing the Manager to post pleadings, orders and other publicly filed information relating to this matter on its website; (iii) permitting persons claiming to be entitled to liens under the *Construct Lien Act*, R.S.O. 1990 c.C.30 to relief from the stay provisions of the November 5 Order solely to allow them to register claims for liens against the Properties and to issue and serve statements of claim to perfect and protect their alleged security interests; (iv) amending schedule “B” to the November 5 Order to correct certain typographical errors; (v)

directing the Respondents to provide forthwith information and documentation confirming the balance of the statutory Reserve Fund constituted under the *Condominium Act, 1998* S.O. 1998, Chapter 19 (the "Reserve Fund") held by them or anyone affiliated with them or under their direction or control on behalf of the Metropolitan Toronto Condominium Corporation 1037 on or before January 20, 2014; approving the fees and disbursements of the Manager and its counsel; approving the First Report of the Manager dated January 5, 2014 (the "First Report"), the Second Report of the Manager dated January 14, 2014 (the "Second Report") and the activities described therein.

ON READING the First Report, the Second Report and on hearing submissions from counsel to the Manager, the Applicants and the Respondents.

1. **THIS COURT ORDERS** that the fees and disbursements of the Manager for the period November 5, 2013 to December 31, 2013, in the amount of \$277,033.29 including HST ~~and the fees and disbursements of the Manager's counsel Goodmans LLP for the period November 5, 2013 to December 13, 2014, in the amount of \$172,469 including HST,~~ are hereby approved. AMS
2. **THIS COURT ORDERS** that the Manager's fees and disbursements approved in this Order ^{and} (including its counsel's fees and disbursements) be paid by the Manager from the third party funding that it obtained and that was approved pursuant to the Order of this Honourable Court dated January 17, 2014. as set out in the affidavit of Fred Myers sworn January 14, 2014, which are not yet approved
AMS
3. **THIS COURT ORDERS** that this Order is without prejudice to the right of any creditor or shareholder of any of the Schedule B corporations to raise any issue concerning the allocation of any amount of the Manager's fees and disbursements (including its counsel's fees and disbursements) approved herein to any particular schedule B corporation or its properties and all issues concerning the allocation of such fees and

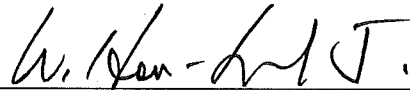
disbursements are hereby reserved for later hearing notwithstanding any term of this Order.

4. **THIS COURT ORDERS** that the First Report, the Second Report and the activities of the Manager described therein are hereby approved; and

5. **THIS COURT ORDERS** that nothing in this Order prejudices the rights of CPDQ Mortgage Investment Corporation (“Otera”) in relation to the equity return/shareholder loan and fee payments made by Donalda Developments Ltd. as set out in the Second Report.

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

JUN 11 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 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.

DBDC SPADINA LTD., - and - NORMA WALTON, et al.

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

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Applicants

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

ORDER

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