

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
MR. JUSTICE BROWN

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**TUESDAY, THE 8TH
DAY OF APRIL, 2014**

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

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 -

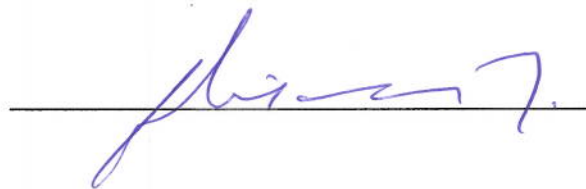
THOSE CORPORATIONS LISTED IN SCHEDULE "B" HERETO, TO BE
BOUND BY THE RESULT

ORDER

THIS MOTION brought by the Respondent, Norma Walton, for approval of the sale of the property municipally known as 26 Gerrard Street East, Toronto, Ontario was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Norma Walton sworn March 31, 2014 and the exhibits thereto and the affidavit of Jim Reitan sworn March 31 and the exhibits thereto, and upon hearing from the Respondent, Norma Walton, acting personally and hearing from counsel for the Applicants, the Manager, Schonfeld Inc., the first mortgagee (Return on Innovation Advisors Ltd.) and the second mortgagee (Toronto Children's Acre Inc.), *on consent of the parties!*

1. THIS COURT ORDERS that the time for service of the notice of motion and motion record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service.
2. THIS COURT ORDERS that the completion of the sale of 26 Gerrard Street East, Toronto, Ontario under and pursuant to the Agreement of Purchase and Sale between Gerrard House Inc. as Seller and Sterling Group Inc., in trust for a company to be incorporated as Buyer dated January 23rd, 2014 ("Agreement of Purchase and Sale") is hereby approved and paragraph 4 (a) (xviii) in the Order dated March 21st, 2014 is so varied accordingly.
3. THIS COURT ORDERS that the sale proceeds shall be distributed in accordance with the executed Direction attached as a Schedule to this Order.



DIRECTION

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

AND TO: Any other solicitor acting for Gerrard House Inc.

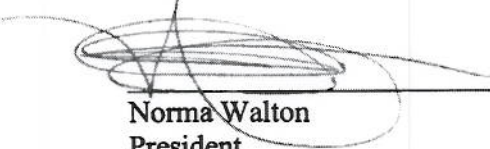
RE: Sale of 26 Gerrard Street East under and pursuant to the Agreement of Purchase and Sale between Gerrard House Inc. as Seller and Sterling Group Inc., in trust for a company to be incorporated as Buyer dated January 23rd, 2014 ("Agreement")

Gerrard House Inc. hereby authorizes and directs you to deal with the gross proceeds of sale (\$5,720,000) as follows in accordance with the terms of the Agreement including:

1. Pay the first mortgage plus accrued interest (\$4,285,500 est.) and costs;
2. Pay the second mortgage (\$750,000) plus accrued interest and costs of enforcement incurred to date, or credit the purchase price through the assumption of the second mortgage by the Purchaser;
3. Adjust for 2013 and 2014 property taxes due less portion purchaser is responsible for (\$100,000 est.);
4. Adjust for any other standard amounts in the Statement of Adjustments and all those adjustments required by the Agreement including tenant deposit, tenant credits and park and education levies (\$457,000 est.);
5. Pay your legal fees and disbursements (\$15,000 est.); and
6. Pay the remaining amount to Colliers towards their realty commission to a maximum of \$323,893.41.

Dated at Toronto, Ontario this ^{8th} ~~31st~~ day of April, 2014

Gerrard House Inc.


Norma Walton
President

I have the authority to bind the Corporation

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

Proceeding commenced at:

TORONTO

ORDER

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Respondent