



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 27th
DAY OF JANUARY, 2015

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 (the “**November 5 Order**”) and pursuant to the Judgment and Order of Justice Brown dated August 12, 2014 (the “**August 12 Order**”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Twenty-Second Report dated December 3, 2014 (the “**Report**”) of the Manager, the Supplemental Report of the Manager dated December 16, 2014 (the “**Supplemental Report**”), the Addendum to the Supplemental Report dated December 17, 2014 (the “**Addendum**”), the Second Supplemental Report of the Manager dated January 7, 2015 (the “**Second Supplemental Report**”), the Third Supplemental Report of the Manager dated January

12, 2015 (the “**Third Supplemental Report**”), the Affidavit of James Reitan sworn January 9, 2015, the Affidavit of Norma Walton sworn January 12, 2015 and on hearing the submissions of counsel for the Manager, the Applicants, and the Respondents, no one appearing for any other person on the service list:

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

2. THIS COURT ORDERS that capitalized terms used but not defined in this Order shall have the meaning given to such terms in the Report, the Supplemental Report, the Second Supplemental Report or the Third Supplemental Report as applicable.

3. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution of proceeds in respect of approved claims to secured and unsecured creditors of those Companies listed at Appendix A hereto.

4. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution of proceeds in respect of the Applicants’ contributions to the following Companies in the following amounts:

Company	Funds Available for Distribution	DBDC Percentage	Interim Distribution
Donalda Developments Ltd.	1,230,000	100%	1,230,000 ¹
Hidden Gem Development Inc.	930,000	93.8%	872,340
Lesliebrook Holdings Ltd.	190,000	98.0%	186,200
Liberty Village Properties Ltd.	150,000	97.5%	146,250
Royal Agincourt Corp.	110,000	73.2%	80,520
Royal Gate Holdings Ltd.	2,100,000	97.6%	2,049,600

¹ This amount reflects a final distribution to be made to the Applicants in respect of Donalda Developments Ltd.

5. THIS COURT ORDERS that the foregoing payments are without prejudice to the Applicants' position that they are entitled to further payments or a greater percentage of the equity in each of the foregoing Companies.

6. THIS COURT ORDERS that the Manager is hereby authorized to make a final distribution as shown in paragraph 4 hereof to the Applicants in respect of Donalda Developments Ltd.

7. THIS COURT ORDERS that the Manager is hereby authorized and directed to take such steps as are necessary to convert the Applicants' shareholder loans to Richmond Row Holdings Ltd to shares.

8. 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 / BOOK NO.
LE / DANS LE REGISTRE NO.

JAN 27 2015



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

Schedule D – Interim Distribution Table
(see attached)

APPENDIX A

Schedule B Companies
Claims Process Detail by Company

Company	Creditor	Filed by Creditor			Manager Assessment						
		Deemed Trust	Secured	Unsecured	Accepted			Disallowed			Disputed
					Deemed Trust	Secured	Unsecured	Deemed Trust	Secured	Unsecured	
Richmond Row Holdings	Canada Revenue Agency	13,563.27		539.97	13,563.27		539.97				
	Colliers International			81,925.00			81,925.00				
	David Colman			565.00			565.00				
	Gluck Partnership Architects Inc.			1,318.03			1,318.03				
	Metropolitan Commercial Realty			45,200.00			45,200.00				
TOTAL		13,563.27	0.00	129,548.00	13,563.27	0.00	129,548.00	0.00	0.00	0.00	
Skyway Holdings Ltd.	Canada Revenue Agency	19,354.65		770.51	19,354.65		770.51				
	Cole Engineering Group Ltd.			3,243.11			3,243.11				
	Laser Heating & A/C Inc.		1,413.62					1,413.62			
	MHBC Planning		10,173.54	6,106.15		8,138.83	2,509.33		2,034.71	3,596.82	
	TOTAL		19,354.65	11,587.16	10,119.77	19,354.65	8,138.83	6,522.95	0.00	3,448.33	3,596.82

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

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