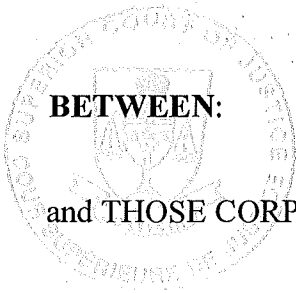


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)
MR. JUSTICE DMBROWN)

)
)
)

TUESDAY, THE 10TH
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

APPROVAL AND VESTING ORDER

(El-Ad (1500 Don Mills) Limited and
Donalda Developments Ltd. – Lands (as defined below))

THIS MOTION, made by Schonfeld Inc. in its capacity as the Court-appointed manager (the "**Manager**"), without security, of all of the assets, undertakings and properties of El-Ad (1500 Don Mills) Limited ("**El-Ad**") and of Donalda Developments Ltd. ("**DDL**") for an order approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale for the lands and building legally described as Part of Lot 10, Concession 3, EYS (City of North York), designated as Parts 1, 2, 3, 4, 5, 6, 7 and 8 on Plan 66R17662, subject to TB981024, NY499108, NY765474, TB24553 and TB119624, City of Toronto, being all of PIN

10117-0637 (LT) (the “**Lands**”) between the Manager and Crown Realty Properties Inc. (the “**Purchaser**”) dated April 15, 2014 and accepted April 24, 2014, (collectively, the “**Sale Agreement**”) and appended to the Tenth Report of the Manager dated June 4, 2014 (the “**Report**”), and vesting in CR3 1500 Don Mills Inc., as assignee of the interest of the Purchaser in the Sale Agreement (“**CR3**”), all of El-Ad’s and DDL’s right, title and interest in and to the Lands, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Manager, 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 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 AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Manager is hereby authorized and approved, with such minor amendments as the Manager may deem necessary. The Manager is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Lands to CR3.
3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Manager’s certificate to the Purchaser and CR3 substantially in the form attached as Schedule C hereto (the “**Manager’s Certificate**”) and the registration and/or recordation of this Order and/or an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or *Land Registration Reform Act*, on title to the Lands, all of El-Ad’s and DDL’s right, title and interest in and to the Lands shall vest absolutely in CR3 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), purchase options, liens, executions, writs of seizure and sale, 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, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Newbould dated November 5, 2013; (ii) all charges, security interests or claims evidenced by registrations

pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those claims listed on Schedule D hereto (all of which items (i), (ii) and (iii) are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule E) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Lands are hereby expunged and discharged as against the Lands.

4. THIS COURT ORDERS that upon the registration and/or recordation in the Land Registry Office for the Land Titles Division of Toronto (No. 66) of an Application for Vesting Order with respect to the Lands, in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter CR3 as the owner of the Lands in fee simple, and is hereby directed to delete and expunge from title to the Lands all of the Claims listed in Schedule D hereto.

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

6. THIS COURT ORDERS that the proceeds of the Transaction, net of closing costs (the “**Proceeds**”), shall be distributed as follows:

- (a) First, payment to Otera Capital Inc. (“**Otera**”) of all amounts due to CDPQ Mortgage Investment Corporation as set out in the payout statement dated May 30, 2014, attached as Schedule 6 to the Report, and subject to the terms and conditions set out therein and to the agreement set out in the letter dated June 5, 2014 from Otera with respect to the prepayment indemnity, in satisfaction of the first ranking charge registered as AT3195767;
- (b) Second, and only after payment in full all amounts set out in “a”, above, payment to Windsor Private Capital Inc. (“**WPCI**”) of all amounts due to WPCI in satisfaction of the second ranking charge registered as AT3366714; and

- (c) Third, the balance of the Proceeds after payment of all amounts set out in “a” and “b”, above, shall be held in trust by the Manager or its counsel pending further Order of the Court.

7. THIS COURT ORDERS AND DIRECTS the Manager to file with this Court a copy of the Manager’s Certificate, forthwith after delivery thereof.

8. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of El-Ad and/or DDL and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of El-Ad and/or DDL;

the vesting of the Lands in CR3 pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of El-Ad and/or DDL and shall not be void or voidable by creditors of El-Ad or DDL, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

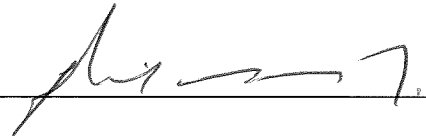
9. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

10. THIS COURT ORDERS that no holder of any Encumbrances shall take any steps or proceedings, or make any filings or claims against the Lands or against the Purchaser and/or CR3 in connection with any of such Encumbrances following delivery of the Manager’s Certificate in accordance with paragraph 3 hereof.

11. THIS COURT ORDERS that the Don Mills Confidential Appendices A, B, C and D to the Report contained in the Don Mills Confidential Appendix Brief (as defined in the Report) be

sealed, kept confidential and not form part of the public record, but rather shall be placed separate and apart from the contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of this Court.

12. 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.:



JUN 10 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.

32. Richmond Row Holdings Ltd.
33. El-Ad (1500 Don Mills) Limited
34. 165 Bathurst Inc.

Schedule C – Form of Manager’s Certificate

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 IN SCHEDULE “B” HERETO, TO BE
BOUND BY THE RESULT

MANAGER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Newbould of the Ontario Superior Court of Justice (the “**Court**”) dated November 5, 2013, Schonfeld Inc. was appointed as the Manager (the “**Manager**”), without security, of all of the assets, undertakings and properties of El-Ad (1500 Don Mills) Limited (“**El-Ad**”), Donalda Developments Ltd. (“**DDL**”) and others.

B. Pursuant to an Order of the Court dated June 10, 2014 (the “**Approval and Vesting Order**”), the Court approved the agreement of purchase and sale dated April 15, 2014 and accepted April 24, 2014, as may be amended from time to time and as assigned (collectively, the “**Sale Agreement**”) between the Manager and Crown Realty Properties Inc. (the “**Purchaser**”) and provided for the vesting in CR3 1500 Don Mills Inc., as assignee of the interest of the Purchaser in the Sale Agreement (“**CR3**”), of El-Ad’s right, title and interest in and to the lands legally described as Part of Lot 10, Concession 3 EYS (City of North York) designated as Parts 1, 2, 3, 4, 5, 6, 7 and 8 on Plan 66R17662, subject to TB981024, NY499108, NY765474, TB24553 and TB119624, City of Toronto, being all of PIN 10117-0637 (LT) (the “**Lands**”), which vesting is to be effective with respect to the Lands upon: (1) the delivery by the

Manager to the Purchaser and CR3 of a certificate confirming (i) the payment by CR3 of the Purchase Price for the Lands; (ii) that the conditions to Closing as set out in Section 7 on Schedule B to the Sale Agreement have been satisfied or waived by the Manager and CR3; and (iii) the transaction has been completed to the satisfaction of the Manager; and (2) the registration and/or recordation of the Approval and Vesting Order and/or an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or *Land Registration Reform Act*, on title to the Lands.

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

THE MANAGER CERTIFIES the following:

1. CR3 has paid and the Manager has received the Purchase Price for the Lands payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Section 7 on Schedule B to the Sale Agreement have been satisfied or waived by the Manager and CR3; and
3. The transaction contemplated in the Sale Agreement has been completed to the satisfaction of the Manager.

This Certificate was delivered by the Manager at Toronto, Ontario on _____, 2014.

SCHONFELD INC., in its capacity as Court appointed Manager of **EL-AD (1500 DON MILLS) LIMITED** and of **DONALDA DEVELOPMENTS LTD.** and not in its personal capacity

Per: _____

Harlan Schonfeld
President

Schedule D –Claims to be deleted and expunged from title to the Lands

1. Charge in the original principal amount of \$31,000,000.00 in favour of CDPQ Mortgage Investment Corporation registered on December 12, 2012 as Instrument No. AT3195767;
2. Notice of Assignment of Rents – General in favour of CDPQ Mortgage Investment Corporation registered on December 12, 2012 as Instrument No. AT3195768;
3. Notice of Assignment of Lessor Interest in favour of CDPQ Mortgage Investment Corporation registered on December 12, 2012 as Instrument No. AT3195784;
4. Notice of Assignment of Lessor Interest in favour of CDPQ Mortgage Investment Corporation registered on December 12, 2012 as Instrument No. AT3195785;
5. Notice of Assignment of Lessor Interest in favour of CDPQ Mortgage Investment Corporation registered on December 12, 2012 as Instrument No. AT3195786;
6. Notice of Assignment of Lessor Interest in favour of CDPQ Mortgage Investment Corporation registered on December 12, 2012 as Instrument No. AT3195787;
7. Charge in the original principal amount of \$3,000,000.00 in favour of Windsor Private Capital Inc. registered on August 1, 2013 as Instrument No. AT3366714;
8. Notice of Assignment of Rents – General in favour of Windsor Private Capital Inc. registered on August 1, 2013 as Instrument No. AT3366715;
9. Notice of Assignment of Lessor Interest in favour of Windsor Private Capital Inc. registered on August 1, 2013 as Instrument No. AT3366727;
10. Notice of Assignment of Lessor Interest in favour of Windsor Private Capital Inc. registered on August 1, 2013 as Instrument No. AT3366728;
11. Notice of Assignment of Lessor Interest in favour of Windsor Private Capital Inc. registered on August 1, 2013 as Instrument No. AT3366729; and
12. Notice of Assignment of Lessor Interest in favour of Windsor Private Capital Inc. registered on August 1, 2013 as Instrument No. AT3366730.

Schedule E – Permitted Encumbrances, Easements and Restrictive Covenants related to the Lands

(unaffected by the Vesting Order)

1. Transfer Easement registered on August 3, 1979 as Instrument No. NY765474.
2. Notice of Sublease registered on April 13, 1981 as Instrument No. NY795416.
3. Notice of Lease registered on July 30, 1981 as Instrument No. NY801406.
4. Transfer Easement registered on June 11, 1982 as Instrument No. TB24553.
5. Agreement registered on February 21, 1983 as Instrument No. TB72452.
6. Transfer Easement registered on September 8, 1983 as Instrument No. TB119624.
7. Notice of Lease registered on January 26, 1994 as Instrument No. TB939167.
8. Notice registered February 15, 1996 as Instrument No. TB981024.
9. Notice registered July 18, 1996 as Instrument No. TB988320.
10. Notice registered July 18, 1996 as Instrument No. TB988321.
11. Notice registered August 6, 1996 as Instrument No. TB989316.
12. Notice registered August 6, 1996 as Instrument No. TB989317.
13. Certificate registered August 22, 1997 as Instrument No. TR10132.
14. Notice of Lease registered May 11, 1999 as Instrument No. E246176.
15. Notice of Lease registered August 8, 2001 as Instrument No. E442036.
16. Notice of Lease registered February 3, 2006 as Instrument No. AT1054461.
17. Notice of Lease registered November 1, 2006 as Instrument No. AT1296475.
18. Notice of Lease registered November 1, 2006 as Instrument No. AT1296476.
19. Notice of Lease registered December 12, 2012 as Instrument No. AT3195558.
20. Notice of Lease registered December 12, 2012 as Instrument No. AT3195559.
21. Notice of Lease registered December 12, 2012 as Instrument No. AT3195560.
22. Instrument No. NY499108.

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

APPROVAL AND VESTING 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

6332878