



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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.  
JUSTICE McEWEN

)  
)  
)

WEDNESDAY, THE 7<sup>th</sup>  
DAY OF MARCH, 2018

**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 for an Order for various relief was heard March 2, 2018 at 330 University Avenue, Toronto, Ontario, with an Endorsement issued this day.

ON READING the Fiftieth Report of the Manager dated October 2, 2017, the Affidavit of Harlan Schonfeld sworn September 25, 2017, the affidavit of Brian Empey sworn September 25, 2017, the Supplementary Report to the Fiftieth Report of the Manager, the Second

Supplementary Report to the Fiftieth Report of the Manager, the Affidavit of Lester Tong sworn October 20, 2017 and the exhibits thereto, the Responding Affidavit of Gideon and Irene Levytam affirmed January 26, 2016 and exhibit "J" thereto; the Affidavit of Norma Walton sworn October 18, 2017 and the exhibits thereto; and the Affidavit of Duncan Coopland sworn December 29, 2017 and the exhibits thereto; and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the Order of the Honourable Mr. Justice McEwen dated March 2, 2018 be and is hereby set aside and is of no force or effect.

2. THIS COURT ORDERS that the Manager be and is hereby authorized to make distributions as set out in Appendix "A" hereto.



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

MAR 27 2018

PER / PAR:



Schedule B Companies  
Distribution Analysis as of February 28, 2018

Appendix "A"

	Lesliebrook Holdings	Royal Agincourt	Royal Gate	Tisdale Mews	Twin Dragons	TOTAL
<b>Funds on hand at Nov. 30, 2014</b>	525,000.00	686,369.23	2,961,673.75	987,054.76	900,000.00	
<b>Receipts (post November 2014)</b>						
(1) Reimbursement of funds advanced to Manager	75,000.00	75,000.00	265,750.18	340,261.33	666,514.50	
GST refunds	69,707.37	71,164.10	88,746.44	36,960.20	134,900.79	
interest on GICs	10,904.31	18,150.29	45,211.33	29,080.83	45,773.10	
vacant unit realty tax rebates	4,609.56	30,960.14	0.00	0.00	0.00	
net operating cashflow	16,802.77	45,572.59	84,408.38	19,483.20	27,496.50	
<b>Disbursements (post November 2014)</b>						
Paid to creditors under claims process	(70,915.20)	(25,644.47)	(297,618.96)	(134,744.62)	(66,457.96)	
Paid to mortgagees		(161,369.23)		(89,136.98)		
corporate income taxes	(13,658.10)	(11,344.33)	0.00	0.00	0.00	
(2) Professional fees - Nov 2013 to Nov 2014	(122,095.54)	(139,014.95)	(180,854.18)	(96,835.66)	(155,341.78)	
Professional fees - Dec 2014 to Dec 2015	(41,996.14)	(39,368.78)	(41,338.03)	(27,499.13)	(88,136.70)	
Professional fees - Jan to Dec 2016	(13,236.93)	(16,493.56)	(15,750.18)	(15,261.33)	(16,514.50)	
Professional fees - Jan to Aug 2017	(72,694.67)	(72,081.80)	(72,208.92)	(86,825.33)	(72,622.08)	
Reserve for professional fees - Sep 2017 onward	(50,000.00)	(50,000.00)	(50,000.00)	(50,000.00)	(50,000.00)	
(3) Interest on Managership funding	(2,042.09)	(2,333.82)	(9,494.07)	(3,148.89)	(2,820.03)	
<b>Funds Available for Distribution at October 31, 2017</b>	<b>315,385.34</b>	<b>409,565.41</b>	<b>2,778,525.74</b>	<b>909,388.38</b>	<b>1,322,791.84</b>	<b>5,735,656.71</b>
(4) % of equity contributed by Applicants	98.0%	73.2%	97.6%	50.0%	75.0%	
Funds to be distributed to Applicants	309,100.00	299,800.00	2,711,800.00	454,700.00	992,100.00	
<b>Distributions</b>						
January 27, 2015 Order	186,200.00	80,520.00	2,049,600.00	0.00	0.00	
February 22, 2018 Order	122,900.00	219,300.00	662,200.00	454,700.00	992,100.00	
	<u>309,100.00</u>	<u>299,820.00</u>	<u>2,711,800.00</u>	<u>454,700.00</u>	<u>992,100.00</u>	<b>4,767,520.00</b>
<b>Funds remaining to be distributed</b>	<b>6,300.00</b>	<b>109,700.00</b>	<b>66,700.00</b>	<b>454,700.00</b>	<b>330,700.00</b>	<b>968,100.00</b>
<b>Proposed Distribution:</b>						
Applicants	6,300.00	109,700.00	66,700.00	454,700.00	180,700.00	818,100.00
Duncan Coopland					150,000.00	150,000.00
<b>Total Proposed Distribution</b>	<b>6,300.00</b>	<b>109,700.00</b>	<b>66,700.00</b>	<b>454,700.00</b>	<b>330,700.00</b>	<b>968,100.00</b>

Notes:

- (1) Fees are paid from funds on hand per appointment Order; fees are subsequently allocated to all companies and reimbursed to companies that paid the fees.
- (2) Professional fees were allocated and approved by the Court and paid by the respective companies.
- (3) Interest paid on funding provided by Applicant in first year of appointment, allocation approved by Court Order dated November 16, 2017.
- (4) Equity contribution % are outlined in the 2nd Supplemental report to the 22nd Report of the Manager for Lesliebrook Holdings, Royal Agincourt and Royal Gate Holdings. Tisdale Mews is subject to a potential equity claim arising from the Shareholder Agreement and Twin Dragons is subject to a potential claim by preferred shareholders.

## 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

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**

*Emey*

**GOODMANS LLP**

Barristers & Solicitors

333 Bay Street, Suite 3400

Toronto, Canada M5H 2S7

Brian Emey LSO#: 30640G

Mark Dunn LSO#: 55510L

Tel: 416.979.2211

Fax: 416.979.1 234

Lawyers for the Manager