

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

TM
Thursday
~~FRIDAY~~, THE 16th

THE HONOURABLE)
JUSTICE *T. McEWON*)
)

DAY OF NOVEMBER, 2017

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

(Motion returnable November 16, 2017)

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 this day at 330 University Avenue, Toronto, Ontario.

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 and on hearing the submissions of counsel:

1. THIS COURT ORDERS the fees of the Manager in the amount of \$251,692.21 and the fees of the Manager's counsel, Goodmans LLP ("**Goodmans**") in the amount of \$102,848.77, for the period from January 1, 2017 to August 31, 2017, are hereby approved.
2. THIS COURT ORDERS the allocation of fees incurred by the Manager to the various Schedule "B" Companies and Schedule "C" Properties (the "**Fee Allocation Methodology**") from January 1, 2017 to August 31, 2017 described in the Manager's 50th Report is hereby approved.
3. THIS COURT ORDERS that the Manager is hereby authorized to allocate interest paid on funding advanced by the Applicants as set out in Appendix "A" hereto.
4. THIS COURT ORDERS that the Manager is hereby authorized to reallocate professional fees to certain Schedule "B" Companies and Schedule "C" Properties as set out in Appendix "B" hereto.
5. THIS COURT ORDERS that the Manager is hereby authorized to reallocate the repayment of certain advance funding provided by the Manager to the Schedule "B" Companies and Schedule "C" Properties as set out in Appendix "C" hereto.
6. THIS COURT ORDERS that the Manager is hereby authorized to pay GST refunds paid to Fraser Properties Corp. in the amount of \$36,447.35 to E. Manson Investments Limited, Dan Realty Limited, Reiter International Limited, Ann Forman, 1060400 Ontario Inc., B & M Handelman Investments Ltd. (collectively, the "**Handelman Mortgagees**") or to such entity as the Handelman Mortgagees may direct.
7. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution of proceeds in respect of Weston Lands Ltd. as set out in Appendix "D" hereto, unless any creditor of Weston Lands Ltd. moves for an Order requiring a different distribution on or before December 31, 2017.

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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

APPENDIX "A"

Schedule B - Use of Funding from 3682.30 Ontario

	18-Dec-13	3-Jan-14	14-Jan-14	21-Feb-14	12-Mar-14	26-Mar-14	7-Apr-14	22-Apr-14	TOTAL FUNDING	Professional Fee Reallocation	Total Funding and Fees	Interest Allocation	Reallocated Interest	Final Interest Allocation
Professional Fees	\$ 85,250.00	\$ 246,833.68	\$ -	\$ -	\$ 268,748.98	\$ -	\$ -	\$ -	\$ 899,821.24	\$ -	\$ -	\$ 102.65	\$ -	\$ -
Bank Fees	\$ 20.00	\$ 1,013.00	\$ 340.00	\$ 18.00	\$ 13.00	\$ 24.50	\$ -	\$ 33.50	\$ 1,462.00	\$ -	\$ 1,462.00	\$ -	\$ 102.65	\$ -
Ascalon	\$ 1,000.00	\$ 18,500.00	\$ 3,000.00	\$ 1,000.00	\$ 2,000.00	\$ -	\$ 2,000.00	\$ 2,000.00	\$ 29,500.00	\$ 16,540.83	\$ 46,040.83	\$ 2,857.40	\$ 46.04	\$ 2,903.44
Barnesburn	\$ 85,000.00	\$ 2,000.00	\$ 83,500.00	\$ 1,000.00	\$ 2,000.00	\$ -	\$ 2,000.00	\$ 3,000.00	\$ 178,500.00	\$ 19,849.00	\$ 198,349.00	\$ 14,145.88	\$ 227.94	\$ 14,373.82
Citview	\$ -	\$ 156,400.00	\$ 13,500.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 169,900.00	\$ 43,833.21	\$ 213,733.21	\$ 14,949.78	\$ 240.89	\$ 15,190.67
Dorvust	\$ 18,300.00	\$ -	\$ 5,500.00	\$ 1,000.00	\$ 3,000.00	\$ 6,000.00	\$ -	\$ 5,000.00	\$ 42,800.00	\$ 18,194.91	\$ 60,994.91	\$ 3,567.74	\$ 57.49	\$ 3,625.23
Donalds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 42,179.13	\$ 42,179.13	\$ 2,440.36	\$ 19.32	\$ 2,459.68
Double Rose	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 43,833.21	\$ 43,833.21	\$ 2,536.06	\$ 40.86	\$ 2,576.92
Dupont	\$ 50,000.00	\$ 30,000.00	\$ 16,000.00	\$ 21,000.00	\$ 19,000.00	\$ -	\$ 3,000.00	\$ 19,000.00	\$ 158,000.00	\$ 43,833.21	\$ 201,833.21	\$ 12,356.29	\$ 199.10	\$ 12,555.39
Edystone	\$ 4,500.00	\$ 6,000.00	\$ 11,000.00	\$ 6,000.00	\$ 3,000.00	\$ 8,000.00	\$ 1,000.00	\$ 11,000.00	\$ 50,500.00	\$ -	\$ 50,500.00	\$ 3,286.72	\$ 52.96	\$ 3,339.68
Fraser Lands	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 25,638.29	\$ 25,638.29	\$ -	\$ -	\$ -
Fraser Properties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 27,292.37	\$ 27,292.37	\$ 6,058.83	\$ 97.63	\$ 6,156.46
Global Mills	\$ -	\$ 61,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 61,000.00	\$ -	\$ 61,000.00	\$ 1,291.96	\$ 20.82	\$ 1,312.78
Hidden Gem	\$ 2,300.00	\$ 16,500.00	\$ 3,500.00	\$ 2,000.00	\$ -	\$ 26,700.00	\$ 7,000.00	\$ 35,516.76	\$ 93,516.76	\$ 38,043.91	\$ 131,560.67	\$ 6,094.21	\$ 98.20	\$ 6,192.41
Lesliebrook Holdings	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,009.71	\$ 32.38	\$ 2,042.09
Lesliebrook Lands	\$ 14,700.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,700.00	\$ -	\$ 16,700.00	\$ 2,275.71	\$ -	\$ 2,312.38
Liberty Village Lands	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 16,540.83	\$ 16,540.83	\$ 1,818.31	\$ 29.30	\$ 1,847.61
Liberty Village Properties	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 31,427.58	\$ 31,427.58	\$ 3,686.23	\$ 59.40	\$ 3,745.63
Northern Dancer	\$ 1,500.00	\$ 27,000.00	\$ 2,000.00	\$ 1,000.00	\$ 1,000.00	\$ -	\$ 1,000.00	\$ 1,000.00	\$ 34,500.00	\$ 22,530.13	\$ 56,830.13	\$ 6,857.97	\$ 110.50	\$ 6,968.47
Queens Corner	\$ 18,500.00	\$ 22,000.00	\$ 11,000.00	\$ 3,000.00	\$ 2,000.00	\$ -	\$ 1,000.00	\$ 21,000.00	\$ 94,500.00	\$ 27,292.37	\$ 121,792.37	\$ 2,153.26	\$ 34.70	\$ 2,187.96
Red Door Developments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 37,216.87	\$ 37,216.87	\$ 2,873.33	\$ 46.30	\$ 2,919.63
Red Door Lands	\$ 1,200.00	\$ 6,000.00	\$ 1,000.00	\$ -	\$ -	\$ -	\$ 5,000.00	\$ -	\$ 13,200.00	\$ 36,389.82	\$ 49,589.82	\$ 4,244.47	\$ 68.39	\$ 4,312.86
Richmond Row/165 Bathurst	\$ 7,800.00	\$ 21,000.00	\$ 8,000.00	\$ 2,000.00	\$ 2,000.00	\$ 5,000.00	\$ 3,000.00	\$ 11,000.00	\$ 59,800.00	\$ 20,676.05	\$ 80,476.05	\$ 4,676.16	\$ 75.35	\$ 4,751.51
Riverdale Mansion	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 39,697.99	\$ 39,697.99	\$ 2,296.81	\$ 37.01	\$ 2,333.82
Royal Agincourt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 41,332.08	\$ 41,332.08	\$ 9,343.52	\$ 150.55	\$ 9,494.07
Royal Gate Holdings	\$ 4,000.00	\$ 1,000.00	\$ 4,000.00	\$ 1,000.00	\$ 2,000.00	\$ -	\$ 3,000.00	\$ 4,000.00	\$ 19,000.00	\$ 6,616.33	\$ 25,616.33	\$ 1,392.31	\$ 22.43	\$ 1,414.74
Salmon River Properties	\$ 5,500.00	\$ 23,800.00	\$ 110,000.00	\$ 28,000.00	\$ 33,000.00	\$ 20,000.00	\$ -	\$ 46,000.00	\$ 266,300.00	\$ 32,254.63	\$ 298,554.63	\$ 16,439.59	\$ 264.89	\$ 16,704.48
Skeway	\$ 1,600.00	\$ 19,100.00	\$ 1,000.00	\$ -	\$ -	\$ -	\$ -	\$ 600.00	\$ 22,300.00	\$ 25,638.29	\$ 47,938.29	\$ 3,098.96	\$ 49.93	\$ 3,148.89
Tisdale	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 47,968.41	\$ 47,968.41	\$ 2,775.31	\$ 44.72	\$ 2,820.03
Twin Dragons	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 40,525.04	\$ 40,525.04	\$ 2,344.66	\$ 37.78	\$ 2,382.44
West Mall	\$ 54,500.00	\$ 25,000.00	\$ 4,500.00	\$ -	\$ -	\$ 4,000.00	\$ 1,000.00	\$ 15,000.00	\$ 104,000.00	\$ 20,676.05	\$ 124,676.05	\$ 8,293.86	\$ 133.64	\$ 8,427.50
Weston Lakes	\$ 1,900.00	\$ 17,500.00	\$ -	\$ 10,000.00	\$ 10,000.00	\$ -	\$ 4,000.00	\$ 5,000.00	\$ 28,400.00	\$ 28,119.36	\$ 56,519.36	\$ 3,407.49	\$ 54.91	\$ 3,462.40
Wynton	\$ 47,429.73	\$ 103,353.32	\$ 136,840.00	\$ 13,993.69	\$ 63,938.03	\$ 87,024.50	\$ 38,000.00	\$ 42,150.25	\$ 462,000.00	\$ -	\$ 462,000.00	\$ 2,331.35	\$ -	\$ 2,331.35
Balance not yet used (prior)	\$ 462,000.00	\$ 804,000.00	\$ 143,000.00	\$ 390,000.00	\$ 391,000.00	\$ 26,700.00	\$ 75,000.00	\$ 444,000.00	\$ 2,678,700.00	\$ 0.00	\$ 2,678,700.00	\$ 154,490.25	\$ -	\$ 153,490.25

APPENDIX "B"

Professional Fee Allocation Analysis

Ability of each company to reimburse for allocated professional costs for January 1, 2016 to August 31, 2017

Company	Allocated Fees			Reimbursed to Date	Funds		
	Jan-Dec 2016	Jan-Aug 2017	Total		Available for Reimbursement	Shortfall	
SCHEDULE B COMPANIES							
Ascalon	13,349.53	6,100.88	19,450.41	10,800.00	0.00	8,650.41	
Bannockburn	10,202.04	490.06	10,692.10	10,202.04	490.06	0.00	
Cityview	24,346.80	7,515.52	31,862.32	17,700.00	0.00	14,162.32	
Dewhurst	14,193.18	6,151.73	20,344.91	0.00	0.00	20,344.91	
Donalda	1,839.31	0.00	1,839.31	0.00	0.00	1,839.31	
Double Rose	13,324.22	6,355.13	19,679.35	4,100.00	0.00	15,579.35	
Dupont	33,499.76	16,581.73	50,081.49	33,499.76	11,000.00	5,581.73	
Eddystone	24,912.27	10,397.30	35,309.57	24,912.27	0.00	10,397.30	
Fraser Lands	15,323.57	9,116.67	24,440.24	4,000.00	0.00	20,440.24	
Fraser Properties	17,326.25	11,368.12	28,694.37	0.00	0.00	28,694.37	
Global Mills	4,267.80	5,339.70	9,607.50	0.00	0.00	9,607.50	
Hidden Gem	9,095.87	1,430.07	10,525.94	0.00	0.00	10,525.94	
Lesliebrook Holdings	13,236.93	7,162.98	20,399.91	13,236.93	7,162.98	0.00	
Lesliebrook Lands	14,127.18	6,069.71	20,196.89	10,300.00	0.00	9,896.89	
Liberty Village Lands	15,930.80	6,196.83	22,127.63	7,100.00	0.00	15,027.63	
Liberty Village Properties	13,830.61	2,261.33	16,091.94	13,830.61	2,261.33	0.00	
Northern Dancer	25,739.02	13,282.28	39,021.30	18,000.00	0.00	21,021.30	
Queen's Corner	43,742.75	10,835.55	54,578.30	43,742.75	10,835.55	0.00	
Red Door Developments	15,068.96	7,854.89	22,923.85	1,900.00	0.00	21,023.85	
Red Door Lands	14,643.69	5,262.95	19,906.64	1,700.00	0.00	18,206.64	
Richmond Row/165 Bathurst	11,167.77	2,500.33	13,668.10	11,167.77	2,000.00	500.33	
Riverdale Mansion	22,477.29	14,631.35	37,108.64	22,477.29	0.00	14,631.35	
Royal Agincourt	16,493.56	6,550.11	23,043.67	16,493.56	6,550.11	0.00	
Royal Gate Holdings	15,750.18	6,677.23	22,427.42	15,750.18	6,677.24	0.00	
Salmon River Properties	15,137.23	5,758.86	20,896.09	0.00	0.00	20,896.09	
Skyway	15,062.34	6,175.09	21,237.43	2,600.00	0.00	18,637.43	
Tisdale	15,261.33	21,293.64	36,554.97	15,261.33	21,293.64	0.00	
Twin Dragons	16,514.50	7,090.39	23,604.89	16,514.50	7,090.39	0.00	
West Mall	9,334.68	4,935.45	14,270.13	0.00	0.00	14,270.13	
Weston Lands	23,144.68	16,993.99	40,138.67	23,144.68	2,000.00	14,993.99	
Wynford	5,876.71	4,591.38	10,468.09	0.00	0.00	10,468.09	
Total Schedule B	504,220.83	236,971.24	741,192.08	338,433.67	77,361.30	325,397.11	
SCHEDULE C PROPERTIES							
44 Park Lane Circle	9,274.45	0.00	9,274.45	8,000.00	0.00	1,274.45	
777 St. Clarens	16,118.00	7,352.90	23,470.91	16,118.00	7,352.91	0.00	
260 Emerson	15,662.15	7,339.23	23,001.38	15,662.15	7,339.23	0.00	
66 Gerrard	13,245.04	8,581.78	21,826.82	13,245.04	8,581.78	0.00	
324 Prince Edward	11,865.35	10,296.56	22,161.91	11,865.35	10,296.56	0.00	
1 William Morgan	12,166.46	4,019.92	16,186.38	0.00	0.00	16,186.38	
3270 American Drive	16,483.26	11,438.22	27,921.47	16,483.25	11,438.22	0.00	
321 Carlaw	12,455.66	7,101.92	19,557.58	4,811.48	0.00	14,746.10	
346 Jarvis, Unit A.	16,488.59	5,166.89	21,655.48	16,488.59	5,166.89	0.00	
346 Jarvis, Unit B	16,488.59	5,166.89	21,655.48	16,488.59	5,166.89	0.00	
346 Jarvis, Unit E	0.00	0.00	0.00	0.00	0.00	0.00	
346 Jarvis, Unit F	254.25	0.00	254.25	254.25	(0.00)	0.00	
2454 Bayview	4,232.56	1,948.09	6,180.65	0.00	0.00	6,180.65	
30 Hazelton	19,065.56	13,756.31	32,821.86	19,065.56	13,756.30	0.00	
30A Hazelton	16,506.62	9,634.88	26,141.50	16,506.62	9,634.88	0.00	
24 Cecil	12,450.64	7,797.84	20,248.48	12,450.64	7,797.84	0.00	
2 Kelvin	19,044.15	10,103.03	29,147.18	19,044.15	10,103.03	0.00	
0 Luttrell	12,659.06	7,864.67	20,523.73	12,659.06	7,864.67	0.00	
Total Schedule C	224,460.40	117,569.13	342,029.53	199,142.73	104,499.21	38,387.59	
Total Fee Allocation	728,681.23	354,540.37	1,083,221.60	537,576.40	181,860.51	363,784.69	

APPENDIX "C"

Professional Fee Allocation Analysis

Ability of each company to reimburse funding for November 5, 2013 to October 31, 2017

Company	Funding Provided			Reimbursed to Date	Funds		
	Nov'13-Nov'14	Dec'14-Aug'17	Total		Available for Reimbursement	Shortfall	
SCHEDULE B COMPANIES							
Ascalon	35,500.00	8,000.00	43,500.00	43,500.00	0.00	0.00	
Bannockburn	178,500.00	50.00	178,550.00	178,550.00	0.00	0.00	
Cityview	171,900.00	6,500.00	178,400.00	178,400.00	0.00	0.00	
Dewhurst	54,800.00	1,000.00	55,800.00	33,700.00	0.00	22,100.00	
Donalda	0.00	0.00	0.00	0.00	0.00	0.00	
Double Rose	170,000.00	200.00	170,200.00	170,200.00	0.00	0.00	
Dupont	215,000.00	4,000.00	219,000.00	219,000.00	0.00	0.00	
Eddystone	78,500.00	1,000.00	79,500.00	79,500.00	0.00	0.00	
Fraser Lands	0.00	0.00	0.00	0.00	0.00	0.00	
Fraser Properties	61,000.00	0.00	61,000.00	12,000.00	0.00	49,000.00	
Global Mills	0.00	0.00	0.00	0.00	0.00	0.00	
Hidden Gem	0.00	75.00	75.00	0.00	0.00	75.00	
Lesliebrook Holdings	0.00	0.00	0.00	0.00	0.00	0.00	
Lesliebrook Lands	0.00	0.00	0.00	0.00	0.00	0.00	
Liberty Village Lands	17,700.00	0.00	17,700.00	17,700.00	0.00	0.00	
Liberty Village Properties	0.00	0.00	0.00	0.00	0.00	0.00	
Northern Dancer	39,500.00	8,000.00	47,500.00	47,500.00	0.00	0.00	
Queen's Corner	126,500.00	1,100.00	127,600.00	127,600.00	0.00	0.00	
Red Door Developments	11,000.00	1,000.00	12,000.00	12,000.00	0.00	0.00	
Red Door Lands	25,200.00	0.00	25,200.00	25,200.00	0.00	0.00	
Richmond Row/165 Bathurst	0.00	0.00	0.00	0.00	0.00	0.00	
Riverdale Mansion	66,800.00	2,000.00	68,800.00	68,800.00	0.00	0.00	
Royal Agincourt	0.00	0.00	0.00	0.00	0.00	0.00	
Royal Gate Holdings	0.00	0.00	0.00	0.00	0.00	0.00	
Salmon River Properties	25,000.00	1,050.00	26,050.00	7,500.00	0.00	18,550.00	
Skyway	144,000.00	0.00	144,000.00	144,000.00	0.00	0.00	
Tisdale	0.00	0.00	0.00	0.00	0.00	0.00	
Twin Dragons	0.00	0.00	0.00	0.00	0.00	0.00	
West Mall	0.00	25.00	25.00	0.00	0.00	25.00	
Weston Lands	153,000.00	18,500.00	171,500.00	171,500.00	0.00	0.00	
Wynford	38,400.00	3,500.00	41,900.00	0.00	0.00	41,900.00	
Total Schedule B	1,612,300.00	56,000.00	1,668,300.00	1,536,650.00	0.00	131,650.00	
SCHEDULE C PROPERTIES							
44 Park Lane Circle	0.00	27,450.00	27,450.00	27,450.00	0.00	0.00	
777 St. Clarens	1,330.49	0.00	1,330.49	1,330.49	0.00	0.00	
260 Emerson	570.21	0.00	570.21	570.21	0.00	0.00	
66 Gerrard	3,674.02	0.00	3,674.02	3,674.02	0.00	0.00	
324 Prince Edward	2,227.01	0.00	2,227.01	2,227.01	0.00	0.00	
1 William Morgan	2,645.36	1,500.00	4,145.36	2,645.36	0.00	1,500.00	
3270 American Drive	3,540.09	0.00	3,540.09	3,540.09	0.00	0.00	
321 Carlaw	338.52	300.00	638.52	638.52	0.00	0.00	
346 Jarvis, Unit A.	2,736.97	0.00	2,736.97	2,736.97	0.00	0.00	
346 Jarvis, Unit B	2,736.97	0.00	2,736.97	2,736.97	0.00	0.00	
346 Jarvis, Unit E	2,736.97	0.00	2,736.97	0.00	0.00	2,736.97	
346 Jarvis, Unit F	2,736.97	0.00	2,736.97	2,736.97	0.00	0.00	
2454 Bayview	3,557.98	1,750.00	5,307.98	0.00	0.00	5,307.98	
30 Hazelton	0.00	0.00	0.00	0.00	0.00	0.00	
30A Hazelton	0.00	0.00	0.00	0.00	0.00	0.00	
24 Cecil	2,312.07	0.00	2,312.07	2,312.07	0.00	0.00	
2 Kelvin	3,433.65	0.00	3,433.65	3,433.65	0.00	0.00	
0 Luttrell	119.97	100.00	219.97	219.97	0.00	0.00	
Total Schedule C	34,697.25	31,100.00	65,797.25	56,252.30	0.00	9,544.95	
Total Fee Allocation	1,646,997.25	87,100.00	1,734,097.25	1,592,902.30	0.00	141,194.95	

APPENDIX "D"

Schedule B - Claims Process - Proposed Payment
as of September 27, 2017

Company	Creditor	Claim Filed		Accepted		Proposed Payment		%
		Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	
Weston	Celestina Venuto Estate		30,856.59	5,528.80	25,327.79	5,528.80	7,005.72	
Lands Ltd.	Silvano & Celestina Investments Ltd		30,856.60	5,528.80	25,327.80	5,528.80	7,005.72	
	Gluck Partnership Architects Inc.		5,433.10		5,433.10		1,502.81	
	Laser Heating & Air Conditioning Inc.	4,257.34			4,257.34		1,177.59	
	OHE Consultants		35,821.00		35,821.00		9,908.16	
		4,257.34	102,967.29	11,057.60	96,167.03	11,057.60	26,600.00	27.7%

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

(Motion returnable November 16, 2017)

GOODMANS LLP

Barristers & Solicitors
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