

**ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List**

B E T W E E N:

**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**

**SUPPLEMENTAL MOTION RECORD OF THE MANAGER, SCHONFELD INC.
(Returnable December 17, 2014)**

GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario
M5H 2S7

Brian Empey LSUC#: 30640G
Mark S. Dunn LSUC#: 55510L
Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for The Manager

TO: SERVICE LIST

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

B E T W E E N:

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, TO BE
BOUND BY THE RESULT

SERVICE LIST
(Updated December 16, 2014)

Goodmans LLP

Barristers & Solicitors

Bay Adelaide Centre

333 Bay Street, Suite 3400

Toronto, Canada M5H 2S7

Brian Empey – bempey@goodmans.ca

Mark Dunn – mdunn@goodmans.ca

Tel: 416.979.2211

Fax: 416.979.1234

Counsel to the Inspector/Manager

Lenczner Slaght Griffin LLP

Barristers & Solicitors
130 Adelaide St W
Suite 2600
Toronto, ON
Canada M5H 3P5

Peter Griffin – pgriffin@litigate.com
Shara N. Roy – sroy@litigate.com
Paul-Erik Veel – pveel@litigate.com

Tel: 416.865.9500
Fax: 416.865.9010

Counsel to the Applicants

Norma Walton

PO Box 22070
East York Post Office
Toronto, Ontario
M4H 1N9

Norma Walton - waltonlitigation@gmail.com

Tel: (416) 444-3950
Fax: (416) 489-9973

Respondent

Cohen, Sabsay LLP

357 Bay Street, Suite 901
Toronto, ON
M5H 2T7

Howard Cohen - cohen@cohensabsay.com

Tel: 888-626-1102
Fax: 416-364-0083

Counsel to the Respondents other than Norma
Walton

Robins, Appleby & Taub LLP

Barristers & Solicitors

2600 – 120 Adelaide Street W

Toronto, Ontario M5H 1T1

Irving Marks imarks@robapp.com

Dominique Michaud dmichaud@robapp.com

Tel: 416.360.3795

Fax: 416.868.0306

Counsel to Trez Capital Limited Partnership

Minden Gross LLP

Barristers & Solicitors

145 King Street W., Suite 2200

Toronto, Ontario M5H 4G2

Timothy R. Dunn

Tel: 416.369.4335

Fax: 416.864.9223

E-mail: tdunn@mindengross.com

Counsel to 295 The West Mall Portfolio Ltd.

Zimmerman Associates

3338 Dufferin Street

Toronto, Ontario M6A 3A4

Lawrence Zimmerman

Tel: 416.489.9222

Fax: 416.489.6222

E-mail: larry@zimlaw.ca

Counsel to the Handelman Group and the
Tannenbaum Group

Lawrence F. Wallach

4580 Dufferin Street, Suite 302
Toronto, Ontario M3H 5Y2

Lawrence F. Wallach

Tel: 416.661.5600

Fax: 416.663.4424

E-mail: wallach@wallach.ca

Litigation counsel to E. Manson Investments
Limited, B & M Handelman Investments
Limited, 1363557 Ontario Limited and Martha
Sorger

Stikeman Elliot LLP

5200 Commerce Court West
199 Bay Street
Toronto, Ontario M5L 1B9

Maria Konyukhova

Tel: 416.869.5230

Fax: 416.947.0866

E-mail: mkonyukhova@stikeman.com

Counsel to IMC Limited Partnership

Fogler, Rubinoff LLP

77 King Street West
Suite 3000, PO Box 9
TD Centre North Tower
Toronto, ON M5K 1G8

Vern W. DaRe – vdare@foglers.com

Tel: 416.864.9700

Fax: 416.941.8852

Counsel to Riocan Management Inc., RioCan
Mortgage Corp., RioCan Real Estate Investment
Trust and Trinity Urban Properties Inc.

Aird & Berlis LLP

Brookfield Place
181 Bay Street
Suite 1800, Box 754
Toronto, ON M5J 2T9

Steven L. Graff – sgraff@airdberlis.com
Ian Aversa – iaversa@airdberlis.com

Tel: 416.865.7726
Fax: 416.863.1515

Counsel for 165 Bathurst Financial Inc.

Torkin Manes LLP

151 Yonge Street
Suite 1500
Toronto, Ontario M2C 2W7

Jeffrey Simpson

Tel: 416. 777.5413
Fax: 1.888.587.9143
E-mail: jsimpson@torkinmanes.com

Counsel to Harbour Mortgage Corp.

Sam Reisman and Rose Reisman

156 Duncan Mill Road
Unit 12
Toronto, Ontario M3B3N2

Martie Simon

Tel: 416. 916.4333
E-mail: msimon@rosecorp.com

Bram Zinman
Barristers & Solicitors
4711 Yonge Street, Suite 509
Toronto, ON M2N 6K8

Bram Zinman

Tel: 416.221.5919
Fax : 416.226.0910
E-mail: bzinman@bellnet.ca

Counsel for Gemtec Wall & Ceiling Systems
Ltd., a subcontractor of Fox Contracting

Jack Copelovici
Barristers & Solicitors
1220 Sheppard Avenue East
Suite 204
Toronto, Ontario M2K 2S5

Jack Copelovici

Tel: 416. 494.0910
Fax: 416.494.5480
E-mail: jack@copel-law.com

Counsel for Fox Contracting Ltd.

Glaholt LLP
141 Adelaide Street West
Suite 800
Toronto, Ontario M5H 3L5

Andrea Lee

Tel: 416.368.8280
Fax: 416.368.3467
E-mail: andrealee@glaholt.com

Counsel for Gentry Environmental Systems Ltd.

Brauti Thorning Zibarras LLP

151 Yonge Street
Suite 1800
Toronto, ON M5C 2W7

David Meirovici – dmeirovici@btzlaw.ca
Mark R. McMackin – mmcmackin@btzlaw.ca

Tel: 416.362.4567
Fax: 416.362.8510

Counsel for Norel Electric Ltd.

Chaitons LLP

5000 Yonge Street, 10th Floor
Toronto, Ontario M2N 7E9

George Benchetrit

Tel: 416.218.1141
Fax: 416.218.1841
E-mail: George@chaitons.com

Counsel for Return on Innovation Capital Inc.

Bianchi Presta LLP

Barristers and Solicitors
9100 Jane Street, 3rd Floor Building A
Vaughn, Ontario L4K 0A4

Renzo Belluz

Tel: 905.738.1076
Fax: 905.738.0528
E-mail: rbelluz@bianchipresta.com

Counsel for the Estate of Celestina Venuto and
Silvano & Celestina Investments Ltd.

Kramer Simaan Dhillon LLP

Litigation Counsel
120 Adelaide St West, Suite 2100
Toronto, Ontario M5H 1T1

Nathaniel Erskine-Smith – nerskine-
smith@kramersimaan.com

Tel: 416.601.6819
Fax: 416.601.0702

Counsel to Atrium Mortgage Investment
Corporation

Dale & Lessmann LLP

181 University Avenue
Suite 2100
Toronto, Ontario M5H 3M7

David E. Mende

Tel: 416.369.7838
Fax: 416.863.1009
E-mail: dmende@dalelessmann.com

Counsel for First National Financial LP whose
first mortgage is registered in the name of
Computershare Trust Company of Canada

Dentons Canada LLP

Barristers & Solicitors
77 King Street West
Suite 400
Toronto-Dominion Centre
Toronto, Ontario M5K 0A1

Amer Pasalic

Tel: 416.863.4368
Fax: 416.863.4592
E-mail: amer.pasalic@dentons.com

Counsel for Page & Steele/IBI Group Architects

Oldfield, Greaves, D'Agostino

P.O. Box 16580
172 King Street South
Waterloo, Ontario N2J 4X8

Edward L. D'Agostino

Tel: 519.576.7200
Fax: 519.576.0131
E-mail: edagostino@watlaw.com

Counsel for Macnaughton Hermsen Britton
Clarkson Planning Limited

Torkin Manes LLP

151 Yonge Street
Suite 1500
Toronto, Ontario M2C 2W7

S. Fay Sulley

Tel: 416. 777.5419
Fax: 1.888.587.9143
E-mail: fsulley@torkinmanes.com

Counsel to Almanox Limited

Kramer Simaan Dhillon LLP

Litigation Counsel
120 Adelaide St West, Suite 2100
Toronto, Ontario M5H 1T1

Michael Simaan msimaan@kramersimaan.com

Tel: 416.601.0965
Fax: 416.601.0702

Counsel to Windsor Private Capital Inc.

Rosenbaum & Frank LLP
The Exchange Tower
130 King St. W., Suite 1800
Toronto, ON
M5X 1E3

Vanessa A. Ibe
vibe@rosenbaum.com

Tel: 416.364.1919
Fax: 416.850.9699

Counsel to Proteck Roofing & Sheet Metal Inc.

Pallett Valo LLP
Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower, Suite 300
Mississauga, ON
L5B 1M5

Alex Ilchenko – ailchenko@pallettvalo.com

Tel: 905.273.3300
Fax: 905.273.6920

Counsel to Toronto Children's Care Inc.,
operating as Ronald McDonald House Toronto,
mortgagee of Gerrard House Inc.

Sack Goldblatt Mitchell LLP
20 Dundas Street West, Suite 1100
Toronto, Ontario
M5G 2G8

Daniel Iny – diny@sgmlaw.com

Tel: 416.979.4247
Fax: 416.591.7333

Counsel to CEP Local 591G Benevolent Society
Incorporated, mortgagee of 324 Prince Edward
Drive

Dickinson Wright LLP

199 Bay Street, Suite 2200
P.O. Box 447, Commerce Court Postal Station
Toronto, Ontario
M5L 1G4

Mark Shapiro – mshapiro@dickinsonwright.com
Michael J. Brzezinski -
MBrzezinski@dickinsonwright.com

Tel – 416-646-4603
Fax – 416-865-1398

Counsel to Florence Leaseholds Ltd., Beatrice
Leaseholds Ltd. and ADA Leaseholds Ltd.,
mortgagees of 1485 Dupont St.

Loopstra Nixon LLP

135 Queen's Plate Drive, Suite 600
Toronto, Ontario, M9W 6V7

Peter W. G. Carey – pcarey@loonix.com

Tel – 416.748.4774
Fax – 416.746.8319

Counsel to Wendy Gaucher

Boghossian + Allen LLP

Litigation Counsel
65 Queen Street West, Suite 1000
Toronto, Ontario M5H 2M5

Rolf M. Piehler – rmp@boglaw.ca

Tel – 416.367.5558
Fax – 416.368.1010

Lawyers for Variety Club of Ontario – Tent 28,
mortgagee of 14 Trent Avenue and 2 Kelvin
Avenue.

Cassels Brock & Blackwell LLP

2100 Scotia Plaza,
40 King Street West
Toronto, Ontario
M5H 3C2

Lorne Silver – lsilver@casselsbrock.com
John Birch – jbirch@casselsbrock.com

Tel – 416.869.5300

Fax – 416.360.8877

Counsel to Cushman & Wakefield Ltd., real estate broker with respect to the sale of 65 Front St. East.

Steinberg Morton Hope & Israel LLP

Barristers & Solicitors
5255 Yonge Street
Suite 1100
Toronto, Ontario
M2N 6P4

David A. Brooker - dbrooker@smhilaw.com

Tel: 416.225.2777

Fax: 416.225.7112

Counsel for Collins Barrow Toronto Limited, court appointed receiver for Global Mills Inc. and Wynford Professional Centre Ltd.

SimpsonWigle Law LLP

501-390 Brant Street
Burlington, ON
L7R 4J4

Rosemary A. Fisher –
fisherr@simpsonwigle.com

Tel – 905.639.1052

Fax – 905.333.3960

Counsel to Christine DeJong, Michael DeJong, Christine DeJong Medicine Professional Corporation, C2M2S Holding Corp. and DeJong Homes Inc.

Soccol Law

7823 Kipling Avenue
Vaughan, Ontario
L4L 1Z4

Fabio M. Soccol – fabio@soccollaw.com

Tel: 905.605.2332
Fax: 905.605.1812

Counsel for Land-Con Ltd.

Miller Thomson LLP

5800 Scotia Plaza
40 King Street West
Toronto, Ontario
M5H 3S1

Margaret R. Sims – msims@millerthomson.com
Jeffrey C. Carhart –
jcarhart@millerthomson.com

Tel: 416.595.8615 / 8577
Fax: 416.595.8695

Counsel for Ira Smith Trustee & Receiver Inc., in
its capacity as the Court appointed receiver of all
of the assets, undertakings and properties of
Norma Walton and Ronauld Walton.

Department of Justice

Ontario Regional Office
3400 The Exchange Tower
130 King Street West
Toronto, Ontario
M5X 1K6

Edward Park – edward.park@justice.gc.ca

Tel: 416.973.3746
Fax: 416.973.0810

Counsel for the Attorney General of Canada

Borden Ladner Gervais LLP

4400 Scotia Plaza
40 King Street West
Toronto, Ontario
M5H 3Y4

John D. Marshall – jmarshall@blg.com

Tel: 416.367.6024

Fax: 416.361.2763

Counsel for Gideon Levytam and Irene Levytam

INDEX

INDEX

TAB NO.

1. Supplementary Report to the Twenty-Second Report of the Manager
- A. Summary of Sales Completed by the Manager
- B. Manager's Receipts and Disbursements
- C. Claims Procedure Order of Justice Brown dated June 18, 2014
- D. List of Disputed Claims
- E. Order of Justice Newbould dated January 16, 2014
- F. Affidavit of Harlan Schonfeld sworn December 5, 2014
- G. Affidavit of Brian Empey sworn December 8, 2014

TAB 1

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

B E T W E E N:

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

**SUPPLEMENTAL REPORT TO THE TWENTY-SECOND REPORT OF THE
MANAGER, SCHONFELD INC.**

Contents

I.	Introduction.....	1
	A. Purpose of this Report.....	1
	B. Terms of reference	1
II.	The Manager’s Activities.....	1
	A. Property Sales	1
	B. Funding and Cash Management.....	3
	C. Property Management.....	5
	D. Claims Processes.....	5
III.	Disputed Claims.....	6
	B. Costs Claims by Lien Claimants.....	7
	C. Fee Approval.....	9
	D. Proposed Interim Distribution.....	10
IV.	Conclusions and Recommendations	11

Appendix A – Summary of Sales Completed by the Manager

Appendix B – Manager’s Receipts and Disbursements

Appendix C – Claims Procedure Order dated June 18, 2014

Appendix D – List of Disputed Claims

Appendix E – Order of Justice Newbould dated January 16, 2014

Appendix F – Affidavit of Harlan Schonfeld sworn December 5, 2014

Appendix G – Affidavit of Brian Empey sworn December 8, 2014

I. Introduction

1. This is the Supplemental Report to the 22nd Report of Schonfeld Inc. (the “**Manager**”) in its capacity as Manager of certain companies listed at Schedule “B” to the Order of Justice Newbould dated November 5, 2013 (the “**Companies**”) ¹, together with the properties owned by the Companies (the “**Properties**”) ² and as manager/receiver of the Properties listed at Schedule “C” to the Order of Justice Brown dated August 12, 2014.

A. Purpose of this Report

2. The purpose of this Supplemental Report is to provide further information relevant to the Manager’s motion as described in the 22nd Report.

B. Terms of reference

3. Based on its review and interaction with the parties to date, nothing has come to the Manager’s attention that would cause it to question the reasonableness of the information presented herein. However, the Manager has not audited, or otherwise attempted to independently verify, the accuracy or completeness of any financial information of the Companies. The Manager therefore expresses no opinion or other form of assurance in respect of any of the Companies’ financial information that may be in this Report.

4. Capitalized terms not otherwise defined have the meaning ascribed to them in the Manager’s 22nd Report.

II. The Manager’s Activities

A. Property Sales

5. When the Manager was appointed, the Companies owned a diverse real estate portfolio comprised of industrial, residential and commercial properties in various stages of planning, rezoning and development located throughout the GTA. Since its appointment the Manager has,

¹ Schedule “B” was amended by Order dated January 16, 2014.

² The Manager was discharged from certain responsibilities with respect to certain of the Properties pursuant to an Order dated April 1, 2014.

among other things, worked to sell these Properties in an orderly manner that maximizes recovery.

6. The Properties fell into three very broad categories when the Manager was appointed:

- (a) 24 Properties had not been marketed for sale;
- (b) five Properties were the subject of existing Agreements of Purchase and Sale; and
- (c) three Properties were the subject of listing agreements with real estate brokers and in the process of being marketed for sale.

7. In the Second Report, the Manager advised the Court that it had retained CBRE Limited (“CBRE”) to market nine properties that were, in the Manager’s view, in a state of development that would facilitate expeditious sales. The Manager subsequently retained CBRE to market most of the remaining Properties. CBRE was not hired to market Properties that were already under contract, being marketed by another reputable real estate brokerage or Properties that, in the Manager’s view, were not in a state of development that would facilitate an advantageous sale.

8. Since its appointment, the Manager has sold 20 Schedule “B” Properties and the sale of the Property located at 295 The West Mall is expected to close on December 22, 2014. The sale proceeds of the completed sale transactions and amounts paid from such sale proceeds are summarized as follows:

Amount of aggregate gross proceeds	\$165,789,211.78
Amount of mortgages paid	\$135,737,893.31
Amount of commissions paid to real estate brokers	\$4,070,779.80

Amount used for funding these proceedings and the ongoing operation of the Properties ³	\$2,832,190.25
Amount paid for professional fees of the Manager and its counsel	\$2,617,809.75
Amount paid for outstanding realty taxes in order to close the sales	\$1,322,772.20
Amount paid for outstanding GST	\$1,104,657.42
Amount held by the Manager in trust in order to vacate construction liens from title prior to closing sales	\$1,702,980.32

9. The Manager has received a further \$1,445,224 and \$2,817.13 from Atrium Mortgage Investment Corporation. These amounts represent the net proceeds realized from power of sale processes conducted in respect of 1185 Eglinton and 14 Dewhurst, respectively.

10. A detailed breakdown of each sale completed by the Manager, together with details of how the proceeds of each sale were used, is attached as Appendix A.

B. Funding and Cash Management

11. Immediately after its appointment, the Manager worked with Meridian Credit Union Limited, where the Companies' bank accounts are held, to transfer signing authority over these accounts to the Manager. The Manager has had control over the Companies' receipts and disbursements since on or around November 6, 2013.

12. The Manager manages the Companies' finances, projects receipts and disbursements for all Companies several weeks in advance and assesses the Companies' funding needs based on

³ These funds were borrowed from the Applicants and re-paid with interest from sale proceeds.

these projections. As discussed below, the Applicants agreed to provide the funding required by the Companies between the Manager's appointment and January 31, 2014.

13. A copy of the Manager's Receipts and Disbursements, divided by Company, is attached as Appendix B.

14. As the Manager noted in its Second Report, several Properties do not generate revenue or did not generate enough revenue to fund the obligations of the relevant owner Company. The Manager advised the parties early in these proceedings that it would not commingle funds between the various Companies and, accordingly, the Companies that did not generate sufficient revenue required an outside funding source. In order to obtain this funding, the Manager negotiated a funding arrangement with the Applicants (the "**Bernstein Funding**"). The key terms of the Bernstein Funding (which were described in the Second Report) are as follows:

- (a) amounts advanced by the Applicants accrue interest at the rate of 15% per annum, calculated and compounded monthly not in advance;
- (b) amounts advanced by the Applicants are subrogated to a proportionate share of the Manager's Charge and the Manager's Borrowing Charge as defined in the November 5 Order. The priority of the Manager's Charge and the Manager's Borrowing Charge were amended by several Orders of this Court (see the description of the Variation Orders beginning at para. 34 below) so as to rank behind pre-existing registered mortgages on certain of the Properties; and
- (c) the Applicants had no obligation to advance further amounts unless agreed to in writing or ordered by the Court but any further advances will be governed by the terms described above.

15. In its Thirteenth Report, the Manager recommended that the Bernstein Funding be repaid in full. Such repayment was authorized by Order dated June 18, 2014 and the Bernstein Funding has now been repaid.

C. Property Management

16. As the Manager reported in the Second Report, all of the Properties apart from those that are subject to enforcement proceedings described in this report and 620 Richmond Street West were managed by Briarlane Rental Property Management Inc. (“**Briarlane**”) pursuant to a Property Management Agreement dated November 15, 2013.

17. The Manager supervised Briarlane’s activities and addressed any critical issues that arose with respect to the Properties. The Manager also engaged with the Companies’ trade creditors and suppliers to ensure that necessary goods and services continued to be provided to the Properties.

18. Briarlane is presently managing three Schedule “B” Properties: 355 Weston, 0 Trent and 291-295 The West Mall.

D. Claims Processes

19. As noted above, several Properties have been sold and some of these sales have resulted in net proceeds after payment of transaction costs and repayment of valid mortgages. The Manager is holding such proceeds in trust pending completion of an orderly and transparent process for the identification and evaluation of claims asserted by creditors of the relevant Companies (the “**Claims Process**”).

20. Since each Company has its own creditors, a separate claims process is required for each Company. The Claims Process was designed as a template so that a specific claims process can be run for any Company in respect of which the sale of its Property generates net proceeds available for potential distribution to creditors. By Order dated June 18, 2014, (the “**Claims Process Order**”, a copy of which is attached hereto as Appendix C) Justice Brown approved a form of claims process that could be commenced and conducted by the Manager in respect of applicable Companies, and granted the Manager the discretion to only commence such a claims process in respect of a particular Company upon determination by the Manager that such a claims process is appropriate in the circumstances.

21. To date, the Manager has conducted ten Claims Processes. These processes are summarized in the chart below:

Property	Net Proceeds	Number of Claims	Value of Claims	Number of allowed claims	Value of allowed claims
Donalda Developments Ltd.	\$4,478,606.73	1	\$40,976.08	1	\$40,976.08
Hidden Gem Developments Ltd.	\$1,437,295.70	13	\$212,023.61	13	\$195,360.31
Lesliebrook Holdings Ltd.	\$808,148.64	14	\$70,995.43	14	\$70,915.20
Liberty Village Properties	\$3,861,947.05	11	\$35,358.38	11	\$33,304.08
Richmond Row Holdings Ltd.	\$2,691,570.76	5	\$143,111.27	4	\$141,793.24
Royal Agincourt Corp.	\$1,025,698.01	6	\$41,605.81	5	\$30,729.47
Royal Gate Holdings Ltd.	\$3,820,437.15	16	\$308,529.18	16	\$284,215.33
Skyway Holdings Ltd.	\$451,663.00	4	\$41,061.58	3	\$34,016.43
Tisdale Mews Inc.	\$1,353,152.74	7	\$138,392.83	6	\$136,330.58
Twin Dragons Corporation	\$2,147,535.62	15	\$625,297.23	12	\$66,861.94

III. Disputed Claims

22. As noted in the 22nd Report, Claims Processes in respect of certain Properties have been completed except for the resolution of certain disputed claims. The Manager has disallowed a total of 11 claims in whole or in part. Eight of these disallowances have been disputed by the

relevant claimant (the “**Disputed Claims**”). A complete list of the Disputed Claims is attached as Appendix D. A number of the Disputed Claims have common legal and factual issues and, in the Manager’s view, it is efficient to group such claims together for determination. These claims are described below.

B. Costs Claims by Lien Claimants

23. The Manager partially disallowed claims for costs relating to construction lien actions commenced after the appointment of the Manager. Each of the underlying lien actions was stayed and did not progress past the filing of the statement of claim, but each of the claimants asserts an entitlement to costs equal to 25% of the value of the lien or equal to their full indemnity costs. The Manager disallowed these claims on the basis that the lien claimants are not owed any debt by the relevant Companies and the costs claims appear to be premised on what is, in the Manager’s view, an incorrect interpretation of the *Construction Lien Act*. The context underlying these Disputed Claims, and the Manager’s rationale for the partial disallowances in issue, are described below.

24. In the period that preceded the appointment of the Manager on November 5, 2013, a number of contractors working on the Properties were not paid for some or all of their work. Many of these contractors registered liens pursuant to the *Construction Lien Act*. The *Construction Lien Act* requires that a lien claimant register a lien on title to preserve their claim and then commence an action and (in some cases) register a certificate of action on title in order to perfect its lien. If a lien is not perfected within the prescribed period then the relevant lien expires.

25. The November 5 Order included a stay of proceedings against the Companies but provided that its terms did not operate to “prevent the filing of any registration to preserve or perfect a security interest” or “prevent the registration of a claim for lien.” The Manager has, from the inception of these proceedings, taken the position that lien claimants were entitled to commence actions to perfect their security interests but that the stay of proceedings imposed by the November 5 Order precluded further steps in any of the construction lien actions. This position was clarified in the Order of Justice Newbould dated January 16, 2014 (the “**January 16 Order**”) and attached as Appendix E, which provided that

4. THIS COURT ORDERS that persons claiming to be entitled to liens under the Construction Lien Act, R.S.O. 1990, c.C.30 are hereby granted relief from the stay provisions of the November 5 Order solely to allow them to register claims for liens against the Properties and to issue and serve statements of claim to perfect and protect their alleged security interests.

26. The practical effect of the November 5 Order and the January 16 Order was that many companies registered liens against the Properties and commenced actions to perfect these liens but none of these actions proceeded any further.

27. Many of the Properties that the Manager sold have had construction liens registered against them. If these Properties were to be sold outside of a court supervised process, then the liens would have to be vacated either: (i) with the consent of the lien claimant; or (ii) by paying money into Court pursuant to section 44(1) of the *Construction Lien Act*. Section 44(1) of the *Construction Lien Act* allows any person to seek an order vacating a claim for lien from title upon paying into court an amount comprised of two components: (i) the full amount of the claim for lien (the “**Claim Component**”); and (ii) an additional 25% as security for costs to a maximum of \$50,000 (the “**Costs Component**”).

28. Each time the Manager sold a Property, it obtained an order approving each sale and vesting any liens (and other encumbrances) off of the title to that Property. Rather than pay money into Court pursuant to Section 44(1) of the *Construction Lien Act*, the Manager or its counsel held an amount in trust equal to the Claim Component and the Costs Component (the “**Lien Holdback**”). In each case, the Lien Holdback was to be held pending further order of the Court.

29. The Disputed Claims appear to be based on the premise that section 44(1) of the *Construction Lien Act* entitles a lien claimant to a costs award equal to 25% of its claim and that the lien claimants are entitled to the Costs Component as part of the Lien Holdback as a matter of right. Having consulted with its counsel, the Manager does not agree. The *Construction Lien Act* provides that a lien claimant is entitled to *security* for a potential future costs award. Unless and until costs are awarded, a defendant to a lien claim does not owe costs pursuant to the *Construction Lien Act*, or otherwise.

30. More specifically, section 44(1) outlines the purpose of both the Claim Component and the Cost Component. It explicitly states that the Costs Component is paid as security for costs:

Without notice

44. (1) Upon the motion of any person, without notice to any other person, the court shall make an order vacating,

(a) where the lien attaches to the premises, the registration of a claim for lien and any certificate of action in respect of that lien; or

(b) where the lien does not attach to the premises, the claim for lien,

where the person bringing the motion pays into court, or posts security in an amount equal to, the total of,

(c) the full amount claimed as owing in the claim for lien; and

(d) the lesser of \$50,000 or 25 per cent of the amount described in clause (c), as security for costs. [Emphasis added].

31. The *Construction Lien Act* provides that the purpose of the Claim Component of the payment is to satisfy “the amount claimed as owing.” In other words, it serves as security for the debt the defendant allegedly owes the lien claimant. In contrast, the second amount is paid “as security for costs”; it is not paid to satisfy any part of the debt allegedly owing to the lien claimant. It certainly does not create a new debt.

C. Fee Approval

32. Attached hereto as Appendix F is the Affidavit of Harlan Schonfeld sworn December 5, 2014 (the “**Schonfeld Affidavit**”), attesting to the fees and disbursements of the Manager for the period from June 1, 2014 to November 30, 2014 in the amount of \$893,711.06 inclusive of HST. The Schonfeld Affidavit was served on the Service List on December 5, 2014.

33. Attached hereto as Appendix G is the Affidavit of Brian Empey, a partner at Goodmans, sworn December 8, 2014 (the “**Empey Affidavit**”), attesting to the fees and disbursements of Goodmans acting on behalf of the Manager, from May 28, 2014 to November 30, 2014 in the

amount of \$816,575.42 inclusive of HST. The Empey Affidavit was served on the Service List on December 8, 2014.

34. The Manager has received and reviewed Goodmans' invoices. The Manager confirmed that the fees and disbursements set out in Goodmans' invoices relate to advice sought by the Manager and that, in the Manager's view, Goodmans' fees and disbursements are reasonable.

35. The fees of the Manager and its counsel do not include amounts relating to Schonfeld Inc.'s mandate as Inspector pursuant to the Order of Justice Newbould dated October 4, 2013, which fees will be addressed separately.

D. Proposed Interim Distribution

36. As noted in the 22nd Report, the Manager has recommended a distribution from seven Schedule "B" Companies (the "**Interim Distribution Companies**"). Each of these Companies owned a Property that was sold for an amount that was greater than the amount found to be owed to mortgagee(s), secured creditors and unsecured creditors.

37. Each of the Companies is governed by an agreement (each, an "**Agreement**") between the Applicants (collectively, "**Bernstein**") and the Respondents (collectively, the "**Waltons**"). As noted in the 22nd Report, the August 12 Order required that the Waltons' shareholdings be recalculated in accordance with the Agreements, that the Waltons were only entitled to the shares that they had paid for and that the balance of the Waltons' shares were to be cancelled.

38. The Manager's analysis of the Waltons' contribution to Donalda Developments Ltd. ("**Donalda**") is set out below. The Manager's analysis with respect to the other Interim Distribution Companies is ongoing and will be provided in a future report.

39. The Manager began its assessment of the Waltons' contributions to Donalda by reviewing the books and records of Donalda to identify either expenses borne on behalf of, or equity contributions to, Donalda by the Waltons or Rose & Thistle Group Ltd. ("**Rose & Thistle**").

40. The Manager did not identify any contributions from Rose & Thistle's bank account (the "**Rose & Thistle Account**") to Donalda apart from \$100 paid by transfer from the Rose &

Thistle Account on August 20, 2013. In addition, although a \$500,000 deposit was paid from the Rose & Thistle Account on July 25, 2012, Bernstein made an equity contribution of \$1,250,000 to fund this contribution on July 3, 2012.

41. Accordingly, the Manager has recommended an interim equity distribution to the Applicants in respect of Donald.

42. The Manager intends to seek approval of equity distributions in respect of the other Interim Distribution Companies at a later date.

IV. Conclusions and Recommendations

43. For the reasons set out in this Report, the Manager respectfully recommends granting the relief sought in its Notice of Motion.

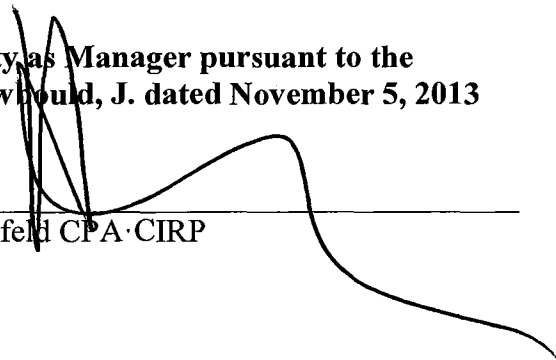
All of which is respectfully submitted this 16th day of December, 2014.

SCHONFELD INC.

**In its capacity as Manager pursuant to the
Order of Newbould, J. dated November 5, 2013**

Per:

Harlan Schonfeld CPA-CIRP



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 Inc.
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. Dewhurst Development Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 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 Companies Sold by Manager
Real Property Realizations Summary
as at December 15, 2014

GROSS SALE PROCEEDS		\$165,789,211.78
Adjustments to Gross Proceeds		
Realty taxes	164,707.71	
Rental income - pro-rated portion due to Purchaser	(652,299.17)	
Prepaid contracts - pro-rated portion due from Purchaser	19,774.12	
Tenant deposits credited to Purchaser	(70,643.00)	
Repairs, assignment costs, etc. to be borne by Vendor	(17,625.00)	
Interest earned on deposit	35.89	
Cost recovery re closing delay	48,350.00	
	<u>48,350.00</u>	(507,699.45)
		<hr/>
NET SALE PROCEEDS		\$ 165,281,512.33
 DISBURSEMENTS FROM NET SALE PROCEEDS		
Commissions payable to brokers/agents		(4,070,779.80)
Legal fees (other than Goodmans)		(21,470.00)
Realty Taxes and other city charges		(1,322,772.20)
Mortgages		
1st Mortgage		
Principal	(116,705,131.27)	
Interest	(1,571,467.65)	
Pre-payment penalty/interest	(565,573.27)	
Yield adjustment	(3,076,318.55)	
Legal fees	(925,397.72)	
Management/work-out, discharge fees	(117,782.74)	
Tax reserve account balance	371,243.60	
	<u>371,243.60</u>	(122,590,427.60)
2nd Mortgage		
Principal	(12,518,454.48)	
Interest	(517,572.47)	
Pre-payment penalty/interest	0.00	
Yield adjustment	0.00	
Legal fees	(111,438.76)	
Management/work-out, discharge fees	0.00	
Tax reserve account balance	0.00	
	<u>0.00</u>	(13,147,465.71)
Settle claims		(95,817.66)
Held in trust for settlement of lien claimants		(1,702,980.32)
		<u>(1,702,980.32)</u>
		<hr/>
PROCEEDS DELIVERED TO MANAGER		\$ 22,329,799.04

Schedule B Companies Sold By Manager
Real Property Realizations Details

	TOTAL	29-Aug-14 Cityview Industrial Ltd. 1 Cityview	28-Feb-14 9-11 Cityview	16-Jun-14 Donalda Developments 1500 Don Mills	30-Sep-14 Double Rose Developments 65 Heward	26-Jun-14 Hidden Gem Development 14 Trent	Lesliebrook Holdings Ltd. 1131A Leslie	2-Apr-14 Liberty Village Lands 47 Jefferson	2-Apr-14 Liberty Village Properties 32 Atlantic
Gross Sale Proceeds	\$165,789,211.78	\$3,150,000.00	\$2,950,000.00	\$39,000,000.00	\$9,150,000.00	\$3,768,000.00	\$6,850,000.00	\$2,000,000.00	\$18,500,000.00
Adjustments									
Realty taxes	164,707.71	12,798.17	(12,944.14)	60,944.86	52,965.31	3,405.19	5,796.69	2,471.53	18,103.60
Pro-rated rental income	(652,299.17)	(2,419.35)	(436.31)	(266,582.51)	(7,435.67)		(35,886.59)		(126,764.52)
Pre-paid contracts assumed	19,774.12	247.09		9,370.22	329.30		1,459.11		7,523.81
Tenant deposits	(70,643.00)		(12,430.00)						
Repairs, assignments, claims, etc.	(17,625.00)		(16,875.00)						
Interest earned on deposit	35.89	2.47							
Cost recovery re closing delay	48,350.00	2,100.00			41,250.00				
Net Sale Proceeds	\$165,281,512.33	\$3,162,728.38	\$2,907,314.55	\$38,803,732.57	\$9,237,108.94	\$3,771,405.19	\$6,821,369.21	\$2,002,471.53	\$18,398,862.89
Disbursements from Net Sale Proceeds									
Commission	(4,070,779.80)	(142,380.00)	(133,340.00)	(594,945.00)	(310,185.00)	(85,156.80)	(348,322.50)	(33,900.00)	(313,575.00)
Legal fees and disbursements	(21,470.00)		(10,735.00)						
Realty Taxes and other city charges	(1,322,772.20)		(538.00)		(260,792.41)	(136,905.03)		(55,290.29)	(343,655.42)
Mortgages									
1st Mortgagee									
Principal	(116,705,131.27)	(2,300,700.10)	(1,699,299.90)	(29,920,727.15)	(6,500,000.00)	(1,951,693.93)	(5,026,980.38)	(1,913,281.24)	(13,500,000.00)
Interest	(1,571,467.65)	(130,633.80)		(50,787.22)	(367,901.61)	(52,635.31)	(18,059.82)		(15.00)
Pre-payment penalty	(565,573.27)					(27,762.85)			(290,703.08)
Yield adjustment	(3,076,318.55)			(1,310,576.00)			(452,196.12)		
Legal fees	(925,397.72)	(53,110.00)		(270,000.00)	(45,200.00)	(4,429.00)	(134,508.52)		(87,967.34)
Management/work-out, discharge fees	(117,782.74)						(68,944.49)		(1,000.00)
Tax reserve account balance	371,243.60			335,452.34			35,791.26		
2nd Mortgagee									
Principal	(12,518,454.48)	(535,904.48)		(2,307,550.00)	(1,500,000.00)				
Interest	(517,572.47)			(190,280.12)	(967.74)				
Pre-payment penalty	0.00								
Yield adjustment	0.00								
Legal fees	(111,438.76)			(15,712.69)					
Management/work-out, discharge fees	0.00								
Tax reserve account balance	0.00								
Settle claims	(95,817.66)		(93,817.66)						
Held back for lien claimants, legal fees	(1,702,980.32)		(969,583.99)			(75,526.57)			
	0.00								
Net Funds delivered to Manager	\$22,329,799.04	\$0.00	\$0.00	\$4,478,606.73	\$252,062.18	\$1,437,295.70	\$808,148.64	\$0.00	\$3,861,947.05
GIC Investment	14,628,625.40			3,000,000.00	92,075.36	1,300,000.00	525,000.00		1,361,947.05
Repay funding from 368230 Ontario	2,832,190.25						75,000.00		1,500,000.00
Repay funding from Manager	666,600.00					100,000.00			
GST (pre-Nov. 2013) - deemed trust	1,104,657.42			478,606.73	118,736.82		125,136.90		
Transfer to Manager for prof fees	2,617,809.75			1,000,000.00					1,000,000.00
Used for current operations, GST	269,476.62				41,250.00	4,681.53	62,981.77		
Company bank account	210,439.60					32,614.17	20,029.97		
Net Funds delivered to Manager	\$22,329,799.04	\$0.00	\$0.00	\$4,478,606.73	\$252,062.18	\$1,437,295.70	\$808,148.64	\$0.00	\$3,861,947.05

Schedule B Companies Sold By Manager
Real Property Realizations Details

	24-Jun-14 Queen's Corner 1003 Queen E	Red Door Development 875 Queen E	Red Door Lands 887 Queen E	Richmond Row Holdings 620 Richmond	Riverdale Mansion 450 Pape	Royal Agincourt Corp 5770/5780 Hwy 7	Royal Gate 1 Royal Gate	20-Aug-14 Skyway 115-119 Skyway	30-34 Meridian
Gross Sale Proceeds	\$2,100,000.00	\$5,474,288.07	\$3,151,923.71	\$14,250,000.00	\$2,300,000.00	\$13,000,000.00	\$19,545,000.00	\$1,400,000.00	\$2,200,000.00
Adjustments									
Realty taxes	(9,522.44)	9,845.28	3,003.96	40,886.66	5,450.00	(46,306.45)	(2,760.79)	10,595.03	
Pro-rated rental income		(7,334.45)	(3,833.33)	(31,960.67)		(37,696.21)	(32,558.16)		(1,520.87)
Pre-paid contracts assumed						844.59			
Tenant deposits				(56,713.00)					
Repairs, assignments, claims, etc.									
Interest earned on deposit					33.42				
Cost recovery re closing delay					1,000.00				
Net Sale Proceeds	\$2,090,477.56	\$5,476,798.90	\$3,151,094.34	\$14,202,212.99	\$2,306,483.42	\$12,916,841.93	\$19,509,681.05	\$1,410,595.03	\$2,198,479.13
Disbursements from Net Sale Proceeds									
Commission	(94,920.00)	(112,048.49)	(64,514.01)	(241,537.50)	(103,960.00)	(293,800.00)	(662,575.50)	(63,280.00)	(99,440.00)
Legal fees and disbursements									(10,735.00)
Realty Taxes and other city charges	(19,193.55)	(137,187.79)	(30,802.12)		(56,134.42)	(185,423.27)			
Mortgages									
1st Mortgagee									
Principal	(1,882,731.51)	(4,600,000.00)	(1,200,000.00)	(4,203,818.59)	(2,146,389.00)	(11,344,058.16)	(14,596,574.44)	(727,204.62)	(2,072,795.38)
Interest		(587,954.79)	(2,564.38)	(7,575.30)		(31,831.74)	(73,439.12)	(140,197.41)	
Pre-payment penalty				(247,107.34)					
Yield adjustment									
Legal fees		(37,097.00)	(61,077.80)	(4,518.22)		(35,780.75)	(54,981.09)	(28,250.00)	
Management/work-out, discharge fees						(250.00)	(40,000.00)		
Tax reserve account balance									
2nd Mortgagee									
Principal			(1,600,000.00)	(6,575,000.00)					
Interest			(180,062.40)	(146,262.21)					
Pre-payment penalty									
Yield adjustment									
Legal fees			(12,903.00)	(82,823.07)					
Management/work-out, discharge fees									
Tax reserve account balance									
Settle claims				(2,000.00)					
Held back for lien claimants, legal fees	(93,632.50)						(261,673.75)		(15,508.75)
Net Funds delivered to Manager	\$0.00	\$2,510.83	-\$829.37	\$2,691,570.76	\$0.00	\$1,025,698.01	\$3,820,437.15	\$451,663.00	\$0.00
GIC Investment				2,581,570.76		686,369.23	3,200,000.00	281,663.00	
Repay funding from 368230 Ontario						75,000.00			
Repay funding from Manager				110,000.00			267,000.00	167,300.00	
GST (pre-Nov. 2013) - deemed trust						253,952.60	125,553.38		
Transfer to Manager for prof. fees									
Used for current operations, GST		1,681.46					139,944.39		
Company bank account						10,376.18	87,939.38	2,700.00	
	\$0.00	\$1,681.46	\$0.00	\$2,691,570.76	\$0.00	\$1,025,698.01	\$3,820,437.15	\$451,663.00	\$0.00

Schedule B Companies Sold By Manager
Real Property Realizations Details

		2-Apr-14
Tisdale Mews	Twin Dragons	
Inc.	Corp	
78 Tisdale	241 Spadina	

Gross Sale Proceeds	\$5,000,000.00	\$12,000,000.00
Adjustments		
Realty taxes	1,357.87	8,617.38
Pro-rated rental income	(967.74)	(96,902.79)
Pre-paid contracts assumed		
Tenant deposits	(1,500.00)	
Repairs, assignments, claims, etc.		(750.00)
Interest earned on deposit		
Cost recovery re closing delay	4,000.00	
Net Sale Proceeds	\$5,002,890.13	\$11,910,964.59

Disbursements from Net Sale Proceeds

Commission	(169,500.00)	(203,400.00)
Legal fees and disbursements		
Realty Taxes and other city charges	(5,667.28)	(91,182.62)
Mortgages		
1st Mortgagee		
Principal	(3,000,000.00)	(8,118,876.87)
Interest	(106,849.60)	(1,022.55)
Pre-payment penalty		
Yield adjustment		(1,313,546.43)
Legal fees	(73,077.50)	(35,400.50)
Management/work-out, discharge fees	(7,588.25)	
Tax reserve account balance		
2nd Mortgagee		
Principal		
Interest		
Pre-payment penalty		
Yield adjustment		
Legal fees		
Management/work-out, discharge fees		
Tax reserve account balance		
Settle claims		
Held back for lien claimants, legal fees	(287,054.76)	

Net Funds delivered to Manager

Net Funds delivered to Manager	\$1,353,152.74	\$2,147,535.62
GIC Investment	700,000.00	900,000.00
Repay funding from 368230 Ontario	600,000.00	582,190.25
Repay funding from Manager	22,300.00	
GST (pre-Nov. 2013) - deemed trust	2,670.99	
Transfer to Manager for prof. fees		617,809.75
Used for current operations, GST	5,991.09	12,946.38
Company bank account	22,190.66	34,589.24
	\$1,353,152.74	\$2,147,535.62

Appendix “B”

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14	Actual 7-Feb-14	Actual 14-Feb-14
Ascalon															
Opening Balance	118	23	23	23	1,307	1,312	1,312	2,312	2,312	2,296	4,546	5,275	3,450	1,281	1,409
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	421	0	0	129	0
Funding-Manager	0	0	0	0	0	0	1,000	0	0	18,500	3,000	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	16,200	0	0	1,300	18,300	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(16,250)	0	0	0	(17,500)	0	0	0	0	(16,250)	(1,250)	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	(864)	(2,160)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	0	0	(1,441)	(961)	0	0	0
Insurance															
Bank Fees	(45)	0	0	(16)	(795)	0	0	0	(17)	0	0	0	(10)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	23	23	23	1,307	1,312	1,312	2,312	2,312	2,296	4,546	5,275	3,450	1,281	1,409	1,409
Bannockburn															
Opening Balance	(23,836)	64	(82,441)	19	(41)	9	9	84,964	84,964	2,458	4,458	3,017	3,056	688	688
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	85,000	0	0	2,000	82,500	1,000	0	0	0
Sale Proceeds to Manager															
Funding-Walton	23,900	0	0	82,650	800	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	0	(82,500)	82,500	(82,650)	0	0	0	(82,500)	0	(82,500)	0	(474)	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	(1,889)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	0	(1,441)	(961)	0	0	0	0
Insurance															
Bank Fees	0	(5)	(40)	(60)	(750)	0	(45)	0	(6)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	64	(82,441)	19	(41)	9	9	84,964	84,964	2,458	4,458	3,017	3,056	688	688	688
Cityview															
Opening Balance	5,844	19,689	17,965	15,220	13,105	31,409	30,040	29,457	24,380	34,477	189,919	200,574	8,944	4,419	45,859
Deposits															
Leasing Revenue	47,500	0	0	2,411	52,470	0	0	0	13,805	31,667	0	0	0	45,472	0
Funding-Manager	0	0	0	0	0	0	0	0	0	156,400	13,500	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(32,625)	0	0	0	(32,625)	0	0	0	0	(32,625)	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	(177,162)	0	0	0
GST															
Utilities	(182)	(575)	0	0	0	(1,368)	0	0	0	0	(454)	(12,000)	0	(3,401)	0
Operating Suppliers	0	(1,148)	0	(4,520)	0	0	(583)	(5,077)	0	0	(2,390)	0	(4,520)	0	0
Project Suppliers	(848)	0	(2,746)	0	(791)	0	0	0	0	0	0	0	0	(631)	0
Property Management	0	0	0	0	0	0	0	0	(3,703)	0	0	(2,468)	0	0	0
Insurance															
Bank Fees	0	0	0	(5)	(750)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	19,689	17,965	15,220	13,105	31,409	30,040	29,457	24,380	34,477	189,919	200,574	8,944	4,419	45,859	45,859

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														Actual 17-Feb-14	Actual 14-Feb-14
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14			
Dewhurst																
Opening Balance	208	208	45	24	15,093	51	51	3,451	3,451	1,877	1,877	5,711	4,751	4,746	2,119	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	3,400	0	14,900	0	4,500	0	0	0	1,000	
Sale Proceeds to Manager																
Funding-Walton	0	200	50	15,100	700	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	(14,875)	0	0	0	(14,875)	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	(358)	(66)	0	(117)	0	0	0	(151)	0	(666)	0	0	(222)	(2,205)	
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(2,400)	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0	
Insurance									0	0	0	0	0	0	0	
Bank Fees	0	(5)	(5)	(31)	(750)	0	0	0	(6)	0	0	0	(5)	(5)	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	208	45	24	15,093	51	51	3,451	3,451	1,877	1,877	5,711	4,751	4,746	2,119	914	
Donalda																
Opening Balance	289,070	296,973	257,492	247,294	370,860	326,116	272,841	251,151	250,527	369,995	386,578	252,431	201,227	287,176	427,472	
Deposits																
Leasing Revenue	23,903	5,463	465	216,895	329,444	11,239	5,679	0	457,146	97,474	5,363	40	168,865	390,851	12,717	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager									0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Special Funding re Mortgage	0	692,450	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	(692,450)	0	(250,555)	0	0	0	(250,555)	0	0	0	0	(250,555)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	(7,223)	0	0	0	0	0	
GST																
Utilities	0	(2,867)	(134)	(51,556)	(759)	0	(5,766)	(62)	(48,718)	0	(32,311)	(18)	(56,956)	0	(1,091)	
Operating Suppliers	0	(42,077)	(10,429)	(41,752)	(53,069)	(64,515)	(21,603)	(561)	(7,866)	(64,891)	(95,629)	(51,225)	(25,944)	0	(78,042)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	(16,000)	0	0	0	(16,000)	0	0	0	0	(16,000)	16,000	0	0	0	0	
Restricted Cash	0	(692,450)	692,450	0	0	0	0	0	0	0	0	0	0	0	0	
Managership	0	0	0	0	(53,048)	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(30,523)	0	(20,348)	0	0	0	0	
Insurance									0	0	0	0	0	0	0	
Bank Fees	0	0	(100)	(22)	(757)	0	0	0	(16)	0	0	0	(16)	0	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	296,973	257,492	247,294	370,860	326,116	272,841	251,151	250,527	369,995	386,578	252,431	201,227	287,176	427,472	361,056	
Double Rose																
Opening Balance	39,438	102,618	83,691	110,555	124,459	63,025	44,428	210,732	170,510	132,855	160,840	94,629	91,275	79,231	15,415	
Deposits																
Leasing Revenue	117,408	35,309	27,904	25,600	0	0	170,256	2,498	4,803	85,401	0	19,023	2,661	0	41,337	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	(45,833)	0	0	0	(45,833)	0	0	0	0	(45,833)	0	0	0	(45,833)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	0	(1,040)	(4,376)	(11,479)	0	(3,565)	(12,720)	(10,545)	0	(9,112)	0	0	(17,164)	0	
Operating Suppliers	(8,390)	(9,036)	0	(7,282)	(3,371)	(18,597)	(387)	0	(3,770)	(11,583)	(26,139)	(11,325)	(14,696)	(819)	(4,394)	
Project Suppliers	0	(45,200)	0	0	0	0	0	(30,000)	(26,690)	(30,000)	(11,052)	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	(961)	0	0	0	0	
Insurance									0	0	0	0	0	0	0	
Bank Fees	(5)	0	0	(39)	(750)	0	0	0	(11)	(0)	0	0	(10)	0	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	102,618	83,691	110,555	124,459	63,025	44,428	210,732	170,510	132,855	160,840	94,629	91,275	79,231	15,415	52,358	

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14	Actual 7-Feb-14	Actual 14-Feb-14
Dupont															
Opening Balance	14,769	4	131	1,826	1,762	50,071	70	52,070	52,070	52,480	29,183	18,801	8,520	14,646	15,430
Deposits															
Leasing Revenue	0	127	1,695	0	7,741	0	2,000	0	3,243	1,695	0	240	6,430	3,243	0
Funding-Manager	0	0	0	0	0	0	50,000	0	0	30,000	16,000	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	22,350	0	0	0	65,950	4,750	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Sale of Real Property (net)															
Disbursements															
Mortgages	(24,375)	0	0	0	(24,375)	0	0	0	0	(24,375)	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	(3,755)	0	0	(43)	(247)	(4,730)	0	0	(1,373)	(6,887)	(125)	(3,006)	0	(2,459)	(14,938)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	(2,769)	(299)	0	(22)
Project Suppliers	(8,961)	0	0	0	0	(50,000)	0	0	0	(23,730)	(26,257)	(3,786)	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0
Insurance															
Insurance															
Bank Fees	(25)	0	0	(21)	(760)	(20)	0	0	(20)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	4	131	1,826	1,762	50,071	70	52,070	52,070	52,480	29,183	18,801	8,520	14,646	15,430	470
Eddystone															
Opening Balance	92	60	36	10,036	27	5,567	98	2,398	2,398	1,380	1,911	4,911	429	2,744	799
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	2,300	0	2,200	6,000	3,000	0	7,000	0	0
Sale Proceeds to Manager															
Funding-Walton	1,600	5,450	10,000	0	7,050	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Sale of Real Property (net)															
Disbursements															
Mortgages	0	(5,469)	0	0	0	(5,469)	0	0	0	(5,469)	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	(58)	0	0	0	(746)	0	0	0	(1,770)	0	0	(3,522)	(3,058)	(188)	(164)
Operating Suppliers	(1,564)	0	0	(10,000)	0	0	0	0	0	0	0	0	(1,619)	(1,758)	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0
Insurance															
Insurance															
Bank Fees	(10)	(5)	0	(9)	(765)	0	0	0	(8)	0	0	0	(7)	0	0
GIC (Purchase) Redemption															
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	60	36	10,036	27	5,567	98	2,398	2,398	1,380	1,911	4,911	429	2,744	799	635
Fraser Lands															
Opening Balance	121	121	7,888	7,888	7,883	7,133	7,133	13,542	13,542	12,096	12,096	16,010	16,010	16,005	16,005
Deposits															
Leasing Revenue	0	7,767	0	0	0	0	6,409	0	0	0	4,874	0	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Sale of Real Property (net)															
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	(961)	0	0	0	0
Insurance															
Insurance															
Bank Fees	0	0	0	(5)	(750)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	121	7,888	7,888	7,883	7,133	7,133	13,542	13,542	12,096	12,096	16,010	16,010	16,005	16,005	16,005

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														Actual	Actual
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual		
	8-Nov-13	15-Nov-13	22-Nov-13	29-Nov-13	6-Dec-13	13-Dec-13	20-Dec-13	27-Dec-13	3-Jan-14	10-Jan-14	17-Jan-14	24-Jan-14	31-Jan-14	7-Feb-14	14-Feb-14	
Fraser Properties																
Opening Balance	54,839	29,455	4,598	4,598	29,086	21,334	1,499	26,924	32,766	38,621	8,801	22,711	42,133	37,509	49,731	
Deposits																
Leasing Revenue	2,599	0	0	26,555	28,209	0	25,425	10,735	10,525	4,805	27,346	27,685	2,825	14,649	27,685	
Funding-Manager	0	0	0	0	0	0	0	0	0	61,000	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	47,900	0	0	0	44,600	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)																
Disbursements																
Mortgages	(75,833)	(23,750)	0	0	(79,792)	(18,604)	0	(1,188)	0	(95,625)	(3,958)	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	(1,107)	0	(2,045)	0	(1,230)	0	(3,706)	0	0	(2,206)	0	(7,441)	0	(2,036)	
Operating Suppliers	0	0	0	0	0	0	0	0	(1,003)	0	(7,271)	(8,264)	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(3,641)	0	0	0	0	(2,428)	0	
Insurance																
Bank Fees	(50)	0	0	(21)	(770)	0	0	0	(25)	0	0	0	(8)	0	0	
GIC (Purchase) Redemption																
Closing Balance (Funding Need)	29,455	4,598	4,598	29,086	21,334	1,499	26,924	32,766	38,621	8,801	22,711	42,133	37,509	49,731	75,380	
Global Mills																
Opening Balance	208,290	80,790	70,593	70,593	276,554	93,297	92,840	92,840	301,066	289,349	289,349	124,040	124,040	332,261	174,761	
Deposits																
Leasing Revenue	0	0	0	208,226	0	0	0	208,226	0	0	0	0	208,226	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)																
Disbursements																
Mortgages	(127,500)	0	0	0	(157,500)	0	0	0	0	0	(157,500)	0	0	(157,500)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(3,942)	
Operating Suppliers	0	(10,197)	0	(2,260)	0	(457)	0	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Restricted Cash	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Managership	0	0	0	0	(25,000)	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(11,713)	0	(7,808)	0	0	0	0	
Insurance																
Bank Fees	0	0	0	(5)	(757)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption																
Closing Balance (Funding Need)	80,790	70,593	70,593	276,554	93,297	92,840	92,840	301,066	289,349	289,349	124,040	124,040	332,261	174,761	170,819	
Hidden Gem																
Opening Balance	3,522	35	33	33	9,018	20,112	38	2,338	2,338	8,053	2,216	5,716	4,756	2,673	6,519	
Deposits																
Leasing Revenue	0	0	0	0	11,300	0	0	0	11,300	0	0	0	0	11,300	0	
Funding-Manager	0	0	0	0	0	0	2,300	0	0	16,500	3,500	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	16,600	550	0	9,000	5,200	1,800	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)																
Disbursements																
Mortgages	(20,082)	0	0	0	0	(20,082)	0	0	0	(20,082)	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	(553)	0	0	(4,656)	(1,782)	0	0	(4,133)	(2,255)	0	0	(1,285)	(5,696)	(2,834)	
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	(791)	(1,758)	(1,811)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0	
Insurance																
Bank Fees	(5)	0	0	(15)	(750)	(10)	0	0	(11)	0	0	0	(6)	0	0	
GIC (Purchase) Redemption																
Closing Balance (Funding Need)	35	33	33	9,018	20,112	38	2,338	2,338	8,053	2,216	5,716	4,756	2,673	6,519	1,874	

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														Actual 7-Feb-14	Actual 14-Feb-14
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14			
Lesliebrook Holdings																
Opening Balance	20,254	28,392	30,208	24,182	24,175	49,732	41,915	35,047	28,039	10,442	47,043	23,660	9,096	4,940	55,755	
Deposits																
Leasing Revenue	8,138	1,816	0	0	66,929	0	2,702	0	32,390	36,601	398	0	700	93,927	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)																
Disbursements																
Mortgages	0	0	0	0	(40,621)	0	0	0	(42,871)	0	0	0	0	(42,871)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	(3,227)	0	0	0	0	
GST																
Utilities	0	0	(6,026)	0	0	0	(7,848)	0	0	0	(425)	(13,745)	0	0	(1,380)	
Operating Suppliers	0	0	0	0	0	(7,818)	(1,722)	(7,008)	(3,292)	0	(17,588)	(819)	(4,838)	(240)	(13,116)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(3,813)	0	(2,542)	0	0	0	0	
Insurance																
Bank Fees	0	0	0	(8)	(750)	0	0	0	(11)	0	0	0	0	(18)	0	
GIC (Purchase) Redemption																
Closing Balance (Funding Need)	28,392	30,208	24,182	24,175	49,732	41,915	35,047	28,039	10,442	47,043	23,660	9,096	4,940	55,755	41,260	
Lesliebrook Lands																
Opening Balance	1,575	1,575	1,575	1,575	1,570	5,041	5,041	5,041	3,765	3,760	2,065	2,065	2,065	2,060	2,060	
Deposits																
Leasing Revenue	0	0	0	0	4,220	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)																
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	0	0	0	0	0	0	(1,276)	0	(1,695)	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Insurance																
Bank Fees	0	0	0	(5)	(750)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption																
Closing Balance (Funding Need)	1,575	1,575	1,575	1,570	5,041	5,041	5,041	3,765	3,760	2,065	2,065	2,065	2,060	2,060	2,060	
Liberty Village Lands																
Opening Balance	(13,158)	58	58	58	13,343	94	94	1,494	1,494	54	54	2,054	1,094	1,089	1,089	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	1,400	0	13,300	0	2,000	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	17,600	0	0	13,300	800	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)																
Disbursements																
Mortgages	0	0	0	0	(13,294)	0	0	0	(13,294)	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	(4,379)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	(961)	0	0	0	0	
Insurance																
Bank Fees	(5)	0	0	(15)	(755)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption																
Closing Balance (Funding Need)	58	58	58	13,343	94	94	1,494	1,494	54	54	2,054	1,094	1,089	1,089	1,089	

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14	Actual 7-Feb-14	Actual 14-Feb-14
Liberty Village Properties															
Opening Balance	85,499	72,999	72,438	69,183	60,896	110,032	110,032	110,032	107,254	38,843	27,529	182,825	173,968	168,368	251,977
Deposits															
Leasing Revenue	0	0	0	3,256	145,923	0	0	0	0	1,187	148,183	0	0	148,183	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	0	0	0	0	(58,531)	0	0	0	(60,482)	0	0	0	0	(60,482)	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	(336)	0	0	0	0	0	(157)	157	0	0	(1,445)	(236)	0	0
Operating Suppliers	0	(226)	(3,255)	(11,537)	0	0	0	(2,622)	0	0	0	(7,412)	(5,359)	(4,093)	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	(12,500)	0	0	0	(12,500)	0	0	0	0	(12,500)	12,500	0	0	0	0
Managership	0	0	0	0	(25,000)	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(8,081)	0	(5,387)	0	0	0	0
Insurance															
Bank Fees	0	0	0	(5)	(757)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	72,999	72,438	69,183	60,896	110,032	110,032	110,032	107,254	38,843	27,529	182,825	173,968	168,368	251,977	251,977
Northern Dancer															
Opening Balance	56	76	(325)	25	2,712	11,886	11	1,511	1,511	54	1,324	2,324	1,364	1,614	822
Deposits															
Leasing Revenue	0	0	0	2,712	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	1,500	0	0	27,000	1,000	0	1,000	0	0
Sale Proceeds to Manager															
Funding-Walton	26,200	0	350	0	24,600	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(26,125)	(396)	0	0	(14,646)	(11,875)	0	0	0	(25,729)	0	0	0	(792)	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	(740)	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0
Insurance															
Bank Fees	(55)	(5)	0	(25)	(780)	0	0	0	(16)	0	0	0	(11)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	76	(325)	25	2,712	11,886	11	1,511	1,511	54	1,324	2,324	1,364	1,614	822	822
Queen's Corner															
Opening Balance	85	13	13	61	10,970	48	48	18,548	18,548	17,087	2,420	13,321	5,701	4,660	4,660
Deposits															
Leasing Revenue	0	0	0	10,936	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	18,500	0	0	22,000	11,000	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	36,600	0	900	0	26,500	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(36,667)	0	0	0	(36,667)	0	0	0	0	(36,667)	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	(100)	0	0	0	0
Operating Suppliers	0	0	(848)	0	0	0	0	0	0	0	0	(6,659)	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0
Insurance													(1,037)	0	0
Bank Fees	(5)	0	(5)	(27)	(755)	0	0	0	(20)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	13	13	61	10,970	48	48	18,548	18,548	17,087	2,420	13,321	5,701	4,660	4,660	4,660

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14	Actual 7-Feb-14	Actual 14-Feb-14
Red Door Dev															
Opening Balance	17,672	18,237	18,237	18,237	20,678	30,738	30,738	27,460	26,697	26,106	33,192	26,168	25,341	23,051	33,862
Deposits															
Leasing Revenue	565	0	0	2,445	10,810	0	0	0	2,712	8,098	0	0	0	10,810	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	0	0	0	0	0	(2,562)	0	0	0	(2,653)	(331)	0	0	0
Operating Suppliers	0	0	0	0	0	0	(716)	(763)	(1,858)	(1,012)	(3,410)	(496)	(2,285)	0	(2,554)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	(961)	0	0	0	0
Insurance															
Bank Fees	0	0	0	(5)	(750)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	18,237	18,237	18,237	20,678	30,738	30,738	27,460	26,697	26,106	33,192	26,168	25,341	23,051	33,862	31,308
Red Door Lands															
Opening Balance	6,516	516	516	516	511	406	406	1,606	1,606	173	173	173	7,388	7,383	538
Deposits															
Leasing Revenue	0	0	0	0	6,644	0	0	13	0	0	6,215	0	116	6,215	0
Funding-Manager	0	0	0	0	0	0	1,200	0	0	6,000	0	1,000	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(6,000)	0	0	0	(6,000)	0	0	0	0	(6,000)	0	0	0	(6,000)	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	0	0	(961)	0
Insurance															
Bank Fees	0	0	0	(5)	(750)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	516	516	516	511	406	406	1,606	1,606	173	173	173	7,388	7,383	538	6,753
Richmond Row/165 Bathurst															
Opening Balance	7,487	43,613	40,944	58,552	42,926	5,702	57,688	78,840	78,840	24,359	25,414	28,029	25,846	38,258	48,027
Deposits															
Leasing Revenue	53,364	0	18,427	(1,355)	0	51,986	21,152	0	18,154	23,975	5,559	16,830	14,569	58,810	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(13,150)	0	0	0	(34,041)	0	0	0	(21,056)	(13,150)	0	0	0	(34,041)	0
Property Taxes	0	0	0	0	0	0	0	0	(40,000)	0	0	0	0	(15,000)	0
GST															
Utilities	0	(69)	0	(3,573)	0	0	0	0	0	0	0	(19,003)	0	0	(16,738)
Operating Suppliers	(4,089)	(2,600)	(819)	(3,069)	(1,678)	0	0	0	(9,770)	(2,944)	0	0	(2,136)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(7,565)	0	0	0	0	(11,562)	0	0	0	0	0	0
Insurance															
Bank Fees	0	0	0	(63)	(1,505)	0	0	0	(18)	0	0	(10)	(21)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	43,613	40,944	58,552	42,926	5,702	57,688	78,840	78,840	24,359	25,414	28,029	25,846	38,258	48,027	31,290

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														Actual	Actual
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual		
	8-Nov-13	15-Nov-13	22-Nov-13	29-Nov-13	6-Dec-13	13-Dec-13	20-Dec-13	27-Dec-13	3-Jan-14	10-Jan-14	17-Jan-14	24-Jan-14	31-Jan-14	7-Feb-14	14-Feb-14	
Riverdale																
Opening Balance	29	66	66	66	47	92	92	7,892	7,892	5,787	1,929	4,929	3,104	5,939	5,939	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	7,800	0	0	21,000	3,000	0	5,000	0	0	
Sale Proceeds to Manager																
Funding-Walton	24,200	0	0	0	20,800	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	(20,000)	0	0	0	(20,000)	0	0	0	0	(20,000)	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	(4,153)	0	0	0	0	0	0	0	(647)	0	0	(864)	(2,160)	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0	
Insurance										(4,858)	0	0	0	0	0	
Bank Fees	(10)	0	0	(19)	(755)	0	0	0	(18)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	66	66	66	47	92	92	7,892	7,892	5,787	1,929	4,929	3,104	5,939	5,939	5,939	
Royal Agincourt																
Opening Balance	44,931	70,062	48,708	48,708	48,684	53,409	49,409	49,904	62,774	160,870	81,307	99,978	96,588	88,785	43,375	
Deposits																
Leasing Revenue	104,705	0	0	0	119,755	0	964	14,760	113,672	0	27,062	0	0	36,730	104,003	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	(72,094)	0	0	0	(72,094)	0	0	0	0	(72,094)	0	0	0	(72,094)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	0	0	0	(9,696)	0	0	0	(7,078)	0	0	0	0	(9,986)	0	
Operating Suppliers	(61)	(21,354)	0	0	(61)	(4,000)	(469)	(1,889)	0	(61)	(10,160)	(3,389)	(7,797)	(61)	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	(7,408)	0	0	0	(7,408)	0	0	0	0	(7,408)	7,408	0	0	0	0	
Managership	0	0	0	0	(25,000)	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(8,458)	0	(5,639)	0	0	0	0	
Insurance										0	0	0	0	0	0	
Bank Fees	(10)	0	0	(24)	(772)	0	0	0	(39)	0	0	0	(6)	0	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	70,062	48,708	48,708	48,684	53,409	49,409	49,904	62,774	160,870	81,307	99,978	96,588	88,785	43,375	147,378	
Royal Gate Holdings																
Opening Balance	117,450	136,829	122,764	122,211	120,764	220,074	220,074	117,751	118,923	129,016	158,937	147,798	107,543	118,035	178,659	
Deposits																
Leasing Revenue	134,144	3,371	0	12,344	232,948	0	8,645	0	26,885	161,439	8,411	0	24,308	164,017	18,260	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	(114,765)	0	0	0	(103,392)	0	0	0	0	(103,392)	0	0	0	(103,392)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST																
Utilities	0	(2,262)	(553)	(8,971)	0	0	(93,529)	1,172	0	0	(1,300)	(10,480)	0	0	(68,637)	
Operating Suppliers	0	(15,174)	0	(4,807)	(115)	0	(17,439)	0	(2,543)	(14,125)	(8,756)	(12,070)	(13,805)	0	0	
Project Suppliers	0	0	0	0	(29,380)	0	0	0	0	(14,000)	0	(17,706)	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(14,241)	0	(9,494)	0	0	0	0	
Insurance										0	0	0	0	0	0	
Bank Fees	0	0	0	(13)	(750)	0	0	0	(9)	0	0	0	(11)	0	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	136,829	122,764	122,211	120,764	220,074	220,074	117,751	118,923	129,016	158,937	147,798	107,543	118,035	178,659	128,283	

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14	Actual 7-Feb-14	Actual 14-Feb-14
Salmon River Prop															
Opening Balance	160	55	55	55	48	93	93	4,093	4,093	2,645	1,045	1,045	84	24	2,024
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	4,000	0	0	1,000	0	0	1,000	3,000	0
Sale Proceeds to Manager															
Funding-Walton	2,500	0	0	0	3,400	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(2,600)	0	0	0	(2,600)	0	0	0	0	(2,600)	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	(35)	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	(1,020)	(1,000)	(1,811)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0
Insurance															
Bank Fees	(5)	0	0	(6)	(755)	0	0	0	(8)	0	0	0	(5)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	55	55	55	48	93	93	4,093	4,093	2,645	1,045	1,045	84	24	2,024	213
Skyway															
Opening Balance	(134)	94	94	94	78	60	60	5,560	5,560	4,104	8,011	8,011	1,600	1,595	1,673
Deposits															
Leasing Revenue	0	0	0	0	2,804	0	0	0	0	2,804	0	0	0	2,804	0
Funding-Manager	0	0	0	0	0	0	5,500	0	0	23,800	0	100,000	0	10,000	0
Sale Proceeds to Manager															
Funding-Walton	18,900	0	0	0	16,600	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(18,667)	0	0	0	(18,667)	0	0	0	0	(18,667)	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	(105,451)	0	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(449)	(28)
Operating Suppliers	0	0	0	0	0	0	0	0	0	(4,031)	0	0	0	(12,267)	(1,353)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	0	(1,441)	0	(961)	0	0	0
Insurance															
Bank Fees	(5)	0	0	(16)	(755)	0	0	0	(15)	0	0	0	(5)	(10)	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	94	94	94	78	60	60	5,560	5,560	4,104	8,011	8,011	1,600	1,595	1,673	292
Tisdale															
Opening Balance	1,718	85	85	13	(11)	3,422	89	1,689	1,689	1,667	2,709	2,709	1,308	905	2,600
Deposits															
Leasing Revenue	0	0	0	0	1,695	0	0	0	0	6,942	0	0	0	1,695	0
Funding-Manager	0	0	0	0	0	0	1,600	0	0	19,100	0	1,000	0	0	0
Sale Proceeds to Manager															
Funding-Walton	21,800	0	1,600	0	24,200	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(23,333)	0	(1,667)	0	(21,667)	(3,333)	0	0	0	(25,000)	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	(391)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	0	0	0	(2,401)	0	0	0
Insurance															
Bank Fees	(100)	0	(5)	(24)	(795)	0	0	0	(22)	0	0	0	(13)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	85	85	13	(11)	3,422	89	1,689	1,689	1,667	2,709	2,709	1,308	905	2,600	2,600

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														Actual 7-Feb-14	Actual 14-Feb-14
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14			
Twin Dragon																
Opening Balance	68,016	57,779	56,003	50,403	59,260	98,853	96,412	90,562	90,279	88,593	97,450	112,380	78,536	87,509	122,040	
Deposits																
Leasing Revenue	249	0	0	10,204	93,902	0	0	0	51,972	20,535	21,599	0	10,204	83,902	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager									0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	(46,633)	0	0	0	(46,633)	0	0	0	0	(46,633)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	(30,000)	0	0	0	
GST									0	0	0	0	0	0	0	
Utilities	0	0	(116)	0	0	0	(5,850)	0	0	0	(1,774)	(311)	0	0	(3,229)	
Operating Suppliers	(3,549)	(1,777)	(5,484)	(1,333)	0	(2,441)	0	(283)	(488)	(4,757)	(7,464)	(3,534)	(1,220)	(2,738)	(157)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	(6,921)	0	0	0	(6,921)	0	0	0	0	0	(6,921)	6,921	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(6,527)	0	(4,352)	0	0	0	0	
Insurance									0	0	0	0	0	0	0	
Bank Fees	(15)	0	0	(14)	(755)	0	0	0	(10)	0	0	0	0	(10)	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	57,779	56,003	50,403	59,260	98,853	96,412	90,562	90,279	88,593	97,450	112,380	78,536	87,509	122,040	118,654	
West Mall																
Opening Balance	167,480	124,567	92,163	74,042	71,778	178,073	166,504	178,447	176,024	310,240	281,142	238,375	222,242	218,995	231,290	
Deposits																
Leasing Revenue	33,403	13,145	0	20,369	205,269	3,567	42,747	0	163,694	39,387	5,105	12,656	32,686	133,020	3,992	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	(47,630)	0	0	0	(47,630)	0	0	0	0	(15,339)	0	0	0	(79,922)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	(50,000)	0	0	0	0	
GST									0	0	0	0	0	0	0	
Utilities	(79)	0	(1,785)	0	(15,773)	(1,955)	0	0	(14,549)	(5,932)	0	(171)	(9,971)	(25,465)	(3,611)	
Operating Suppliers	0	(45,550)	(16,335)	(3,412)	(6,214)	(13,182)	(5,378)	(2,424)	(1,467)	(18,608)	(2,172)	(4,322)	(25,948)	0	(2,322)	
Project Suppliers	0	0	0	(19,210)	0	0	(25,425)	0	0	0	0	(24,295)	0	0	0	
Interest on S/T Loan	(15,339)	0	0	0	(15,339)	0	0	0	0	(15,339)	0	0	0	(15,339)	0	
Equity Return/Shareholder Loan	(13,268)	0	0	0	(13,268)	0	0	0	0	(13,268)	13,268	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(13,453)	0	(8,969)	0	0	0	0	
Insurance									0	0	0	0	0	0	0	
Bank Fees	0	0	0	(11)	(750)	0	0	0	(10)	0	0	0	0	(15)	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	124,567	92,163	74,042	71,778	178,073	166,504	178,447	176,024	310,240	281,142	238,375	222,242	218,995	231,290	229,348	
Weston Lands																
Opening Balance	118	34	(146)	54	7	23,843	23,843	77,243	77,243	72,102	25,913	30,413	29,453	24,265	20,214	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	53,400	0	1,100	25,000	4,500	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	200	1,050	24,700	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)									0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	(71,189)	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST									0	0	0	0	0	0	0	
Utilities	(85)	0	0	(1,086)	(109)	0	0	0	(2,282)	0	0	0	(4,732)	(2,294)	(26)	
Operating Suppliers	0	0	0	0	0	0	0	0	(2,512)	0	0	0	(451)	(1,758)	(902)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	(1,441)	0	0	(961)	0	0	0	
Insurance									0	0	0	0	0	0	0	
Bank Fees	0	(180)	0	(11)	(755)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption									0	0	0	0	0	0	0	
Closing Balance (Funding Need)	34	(146)	54	7	23,843	23,843	77,243	77,243	72,102	25,913	30,413	29,453	24,265	20,214	19,286	

Bernstein/Walton Jointly Owned Companies

Cashflow

	Week Ended														
	Actual 8-Nov-13	Actual 15-Nov-13	Actual 22-Nov-13	Actual 29-Nov-13	Actual 6-Dec-13	Actual 13-Dec-13	Actual 20-Dec-13	Actual 27-Dec-13	Actual 3-Jan-14	Actual 10-Jan-14	Actual 17-Jan-14	Actual 24-Jan-14	Actual 31-Jan-14	Actual 7-Feb-14	Actual 14-Feb-14
Wynford															
Opening Balance	84,986	9,130	19,186	22,299	28,425	61	88	23,196	18,843	53,989	11,387	15,983	25,323	29,501	18,358
Deposits															
Leasing Revenue	4,909	10,379	3,116	6,140	37,989	120	21,497	(4,250)	39,630	7,160	4,636	9,340	4,191	55,550	2,183
Funding-Manager	0	0	0	0	0	0	1,900	0	0	17,500	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	1,100	350	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)															
Disbursements															
Mortgages	(66,693)	0	0	0	(66,693)	0	0	0	0	(66,693)	0	0	0	(66,693)	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST															
Utilities	0	(323)	(3)	0	0	(423)	(289)	(97)	0	(565)	(40)	0	0	0	(659)
Operating Suppliers	(14,073)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	(4,462)	0	0	0	0	0	0
Insurance															
Bank Fees	0	0	0	(14)	(760)	(20)	0	(5)	(22)	(5)	0	0	(13)	0	0
GIC (Purchase) Redemption															
Closing Balance (Funding Need)	9,130	19,186	22,299	28,425	61	88	23,196	18,843	53,989	11,387	15,983	25,323	29,501	18,358	19,883

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended												Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14	
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14						
Ascalon																	
Opening Balance	1,409	1,409	1,511	551	551	2,551	697	234	2,235	2,235	467	462	462	2,462	2,462		
Deposits																	
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	1,000	0	0	2,000	0	0	2,000	0	0	0	0	2,000	0	0	0	0
Sale Proceeds to Manager																	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements																	
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	(893)	0	0	0	(893)	0	0	0	(807)	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)
Insurance	0	0	0	0	0	0	(457)	0	0	0	0	0	0	0	0	0	0
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	0	0	(5)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	1,409	1,511	551	551	2,551	697	234	2,235	2,235	467	462	462	2,462	2,462	1,497		
Bannockburn																	
Opening Balance	688	643	1,638	677	677	1,733	772	638	1,693	1,693	1,733	783	783	1,753	1,753		
Deposits																	
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	1,000	0	0	2,000	0	0	2,000	0	1,000	0	0	1,000	0	0	0	0
Sale Proceeds to Manager																	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements																	
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	(945)	0	0	(945)	0	0	(945)	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)
Insurance	0	0	0	0	0	0	(130)	0	0	0	0	0	(30)	0	0	0	0
Bank Fees	(45)	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	0	0	(5)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	643	1,638	677	677	1,733	772	638	1,693	1,693	1,733	783	783	1,753	1,753	788		
Cityview																	
Opening Balance	45,859	38,758	26,533	39,403	29,951	21,909	20,069	16,935	7,606	7,606	5,197	8,783	8,481	7,730	22,730		
Deposits																	
Leasing Revenue	0	0	31,667	0	5,318	0	31,667	0	0	0	31,667	0	2,985	15,000	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager																	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements																	
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	(12,150)	(851)	0	0	(12,150)	0	0	0	(12,149)	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(3,841)	(12,220)	(1,408)	(704)	0	(1,840)	(16,027)	0	0	0	(12,770)	0	(103)	0	(5,251)	0	0
Operating Suppliers	(3,260)	0	(2,771)	(7,232)	(13,360)	0	0	(9,331)	0	(1,045)	(3,151)	(302)	(2,799)	0	(1,069)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	(2,468)	(665)	0	0	0	0	0	(1,364)	0	0	0	0	(730)	0	0
Insurance	0	0	0	0	0	0	(6,617)	0	0	0	0	0	(834)	0	0	0	0
Bank Fees	0	(5)	0	0	0	0	(7)	2	0	0	(11)	0	0	0	0	0	(5)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	38,758	26,533	39,403	29,951	21,909	20,069	16,935	7,606	7,606	5,197	8,783	8,481	7,730	22,730	15,675		

Bernstein/Walton Jointly Owned Compa:
Cashflow

	Week Ended												Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14	
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14						
Dewhurst																	
Opening Balance	914	889	1,545	354	1,354	2,089	236	806	4,806	3,450	3,489	3,281	2,135	4,475	4,475		
Deposits																	
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	1,000	0	1,000	2,000	0	6,000	4,000	0	1,000	0	0	4,000	0	0	0	0
Sale Proceeds to Manager																	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements																	
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	(25)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	(230)	0	(1,265)	0	(194)	0	0	0	(203)	0	0	0	0	0	0
Operating Suppliers	0	(339)	0	0	0	(893)	0	0	(1,356)	0	0	(1,146)	(452)	0	(893)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	(961)	0	0
Insurance	0	0	0	0	0	0	(5,230)	0	0	0	0	0	(1,208)	0	0	0	0
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	0	0	(5)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	889	1,545	354	1,354	2,089	236	806	4,806	3,450	3,489	3,281	2,135	4,475	4,475	2,616		
Donalda																	
Opening Balance	361,056	317,542	357,615	516,263	405,388	384,551	233,616	412,497	356,773	343,213	193,158	313,977	414,200	400,810	393,035		
Deposits																	
Leasing Revenue	5,966	118,704	448,442	7,750	7,503	0	542,662	27,100	20,779	8,493	439,234	126,951	8,897	8,149	335,224		
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Special Funding re Mortgage	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements																	
Mortgages	0	0	(250,675)	0	0	0	(250,675)	0	0	0	(250,675)	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	(2,119)	0	0	0	0	(83,640)	(40,019)	0	0	(744)	(55,509)	0	0	0	(52,632)		
Utilities	(14,388)	(59,387)	(14,963)	0	(13,705)	(60,425)	(81)	0	(8,049)	(57,218)	(4,649)	0	(12,245)	(68)	(29,765)		
Operating Suppliers	(12,625)	(19,229)	(24,156)	(97,350)	(4,143)	(6,870)	(50,040)	(82,823)	(24,661)	(75,370)	(7,568)	(26,728)	(4,741)	(15,857)	(42,352)		
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Restricted Cash	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Managership																	
Property Management	(20,348)	0	0	(21,275)	(10,491)	0	0	0	(1,629)	(25,217)	0	0	0	0	(31,267)		
Insurance	0	0	0	0	0	0	(22,951)	0	0	0	0	0	(5,301)	0	0	0	0
Bank Fees	0	(16)	(0)	(0)	0	0	(17)	0	0	0	(14)	0	0	0	(15)		
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	317,542	357,615	516,263	405,388	384,551	233,616	412,497	356,773	343,213	193,158	313,977	414,200	400,810	393,035	572,230		
Double Rose																	
Opening Balance	52,358	131,760	132,313	58,122	27,784	31,002	12,525	95,245	94,288	86,036	65,993	106,083	80,491	51,831	68,438		
Deposits																	
Leasing Revenue	121,919	6,091	9,534	11,949	15,750	5,526	107,848	10,285	17,829	0	53,396	13,985	0	16,737	24,255		
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager																	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements																	
Mortgages	0	0	(2,500)	0	0	0	0	(2,500)	0	0	0	(2,500)	0	0	0	0	0
Property Taxes	0	0	(34,211)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	(10,074)	0	(12,368)	0	0	0	0	(6,360)	0	0	0	(9,495)		
Utilities	(11,036)	0	(17,903)	(203)	(11,101)	(2,221)	(17,436)	0	(9,751)	0	0	(14,524)	(8,870)	0	0	0	0
Operating Suppliers	0	(4,568)	(18,060)	(27,344)	(1,431)	(9,415)	(585)	(8,743)	(5,279)	(11,348)	(6,936)	(22,552)	(7,101)	(130)	(15,586)		
Project Suppliers	(31,481)	0	(11,052)	0	0	0	0	0	(11,052)	0	0	0	(11,052)	0	0	0	0
Property Management	0	(961)	0	(4,666)	0	0	0	0	0	(8,694)	0	0	0	0	(2,769)		
Insurance	0	0	0	0	0	0	(7,090)	0	0	0	0	0	(1,638)	0	0	0	0
Bank Fees	0	(10)	0	0	0	1	(16)	0	0	0	(10)	0	1	0	(10)		
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	131,760	132,313	58,122	27,784	31,002	12,525	95,245	94,288	86,036	65,993	106,083	80,491	51,831	68,438	64,833		

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended															
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14	Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14	
Dupont																
Opening Balance	470	31	22,621	9,480	17,155	10,425	13,685	13,507	1,396	1,322	6,100	9,256	8,390	3,377	5,186	
Deposits																
Leasing Revenue	0	5,058	8,953	0	1,140	5,113	8,601	0	0	0	8,561	4,835	0	1,810	4,688	
Funding-Manager	0	21,000	0	18,000	1,000	0	0	2,000	1,000	8,000	0	0	6,000	0	4,000	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	(439)	0	(4,214)	0	(7,901)	0	(3,145)	(11,805)	(57)	0	(412)	(4,331)	(6,922)	0	0	
Operating Suppliers	0	(3,452)	(3,371)	(7,392)	(968)	(893)	0	(2,305)	(1,018)	(2,261)	(4,980)	(1,371)	(2,793)	0	(2,475)	
Project Suppliers	0	0	(13,550)	(2,932)	0	0	0	0	0	0	0	0	0	0	(2,260)	
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	0	(5,620)	0	0	0	0	0	(1,298)	0	0	
Bank Fees	0	(16)	0	0	0	0	(14)	0	0	0	(14)	0	0	0	(17)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	31	22,621	9,480	17,155	10,425	13,685	13,507	1,396	1,322	6,100	9,256	8,390	3,377	5,186	8,162	
Eddystone																
Opening Balance	635	993	3,221	1,361	675	2,543	1,458	818	818	1,093	2,132	1,272	465	2,166	4,166	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	1,000	6,000	0	1,000	2,000	1,000	7,000	0	1,000	2,000	3,000	0	3,000	2,000	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	(3,371)	(575)	0	(110)	(231)	(4,012)	0	0	0	(3,142)	0	(11)	0	(936)	
Operating Suppliers	(642)	(396)	(325)	(1,685)	(23)	(893)	0	0	(725)	0	(711)	(807)	(452)	0	(893)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	0	(3,618)	0	0	0	0	0	(836)	0	0	
Bank Fees	0	(5)	0	0	0	0	(11)	0	0	0	(8)	0	0	0	(6)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	993	3,221	1,361	675	2,543	1,458	818	818	1,093	2,132	1,272	465	2,166	4,166	1,370	
Fraser Lands																
Opening Balance	16,005	21,030	20,064	13,284	12,324	17,593	17,021	16,887	16,887	22,415	21,454	15,921	15,921	15,921	15,921	
Deposits																
Leasing Revenue	5,025	0	0	0	5,269	0	0	0	5,528	0	(5,528)	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	(6,780)	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	(572)	0	0	0	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	(961)	0	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	0	(130)	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	21,030	20,064	13,284	12,324	17,593	17,021	16,887	16,887	22,415	21,454	15,921	15,921	15,921	15,921	14,956	

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended														
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14	Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14
Fraser Properties															
Opening Balance	75,380	90,647	101,798	86,678	74,980	71,097	62,998	54,674	46,220	44,335	36,169	32,808	32,808	31,522	27,802
Deposits															
Leasing Revenue	19,594	17,700	28,250	0	0	0	0	0	0	0	0	0	0	0	903
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	(43,089)	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	(5,124)	0	0	0	0	0	0	0	0
Utilities	0	(6,543)	0	0	(3,320)	(8,099)	0	0	(849)	(6,189)	(2,596)	0	(281)	(3,721)	0
Operating Suppliers	(1,900)	0	(281)	(8,950)	(563)	0	0	(8,454)	(1,036)	(281)	(760)	0	(1,005)	0	(27)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(2,428)	0	0	(2,748)	0	0	0	0	0	(1,695)	0	0	0	0	(3,528)
Insurance	0	0	0	0	0	0	(3,195)	0	0	0	0	0	0	0	0
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	90,647	101,798	86,678	74,980	71,097	62,998	54,674	46,220	44,335	36,169	32,808	32,808	31,522	27,802	25,144
Global Mills															
Opening Balance	170,819	161,993	538,642	277,518	269,709	269,693	343,763	129,333	135,697	35,697	25,736	24,540	25,401	25,305	25,305
Deposits															
Leasing Revenue	0	376,654	0	0	0	75,304	0	6,373	(100,000)	0	0	1,191	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	(157,500)	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	(101,447)	0	0	0	(101,445)	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	(100,240)	0	0	0	0	(330)	0	0	0
Utilities	0	0	(1,448)	0	0	(1,212)	0	0	0	0	(1,191)	0	0	0	0
Operating Suppliers	(1,017)	0	(729)	0	(17)	(21)	0	(8)	0	0	0	0	(97)	0	(42)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Restricted Cash	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Managership															
Property Management	(7,808)	0	0	(7,808)	0	0	0	0	0	(9,961)	0	0	0	0	(4,550)
Insurance	0	0	0	0	0	0	(12,741)	0	0	0	0	0	0	0	0
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	161,993	538,642	277,518	269,709	269,693	343,763	129,333	135,697	35,697	25,736	24,540	25,401	25,305	25,305	20,707
Hidden Gem															
Opening Balance	1,874	1,874	13,726	12,765	3,336	3,336	29,143	3,006	619	1,147	2,186	1,509	3,435	6,303	4,008
Deposits															
Leasing Revenue	0	11,300	0	0	0	0	4,615	0	0	0	0	0	0	0	0
Funding-Manager	0	2,000	0	0	0	26,700	0	6,000	1,000	2,000	1,000	6,000	10,000	12,000	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	(7,958)	0	0	0	(7,992)	0	0	(544)	(3,268)	(2,308)	0	0
Operating Suppliers	0	(1,442)	0	(511)	0	(893)	0	(396)	(472)	0	(1,124)	(807)	(565)	0	(893)
Project Suppliers	0	0	0	0	0	0	(27,719)	0	0	0	0	0	(3,560)	(14,295)	0
Property Management	0	0	(961)	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)
Insurance	0	0	0	0	0	0	(3,029)	0	0	0	0	0	(700)	0	0
Bank Fees	0	(7)	0	0	0	0	(5)	0	0	0	(8)	0	0	0	(6)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	1,874	13,726	12,765	3,336	3,336	29,143	3,006	619	1,147	2,186	1,509	3,435	6,303	4,008	2,148

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended															
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14	Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14	
Lesliebrook Holdings																
Opening Balance	41,260	23,955	61,714	40,617	26,252	26,480	5,284	26,621	18,845	18,925	806,911	764,628	758,802	754,870	25,795	
Deposits																
Leasing Revenue	503	45,449	24,118	0	403	0	69,078	0	419	0	0	0	0	0	11,767	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	806,477	0	0	0	0	0	
Disbursements																
Mortgages	0	0	(42,871)	0	0	0	(42,871)	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	(1,473)	0	0	0	0	(2,696)	0	0	0	0	(15,833)	0	0	(125,137)	0	
Utilities	(12,288)	(88)	0	0	0	(15,537)	(192)	0	0	(16,385)	(8,527)	0	(2,373)	(854)	0	
Operating Suppliers	(1,505)	(7,594)	(2,344)	(11,647)	(174)	(2,962)	0	(7,776)	(339)	(2,105)	(17,902)	(5,826)	1,183	(3,085)	(94)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	(2,542)	0	0	(2,718)	0	0	0	0	0	0	0	0	(2,742)	0	(2,391)	
Insurance	0	0	0	0	0	0	(4,668)	0	0	0	0	0	0	0	0	
Bank Fees	0	(8)	0	0	0	0	(11)	0	0	0	(21)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(600,000)	0	
Closing Balance (Funding Need)	23,955	61,714	40,617	26,252	26,480	5,284	26,621	18,845	18,925	806,911	764,628	758,802	754,870	25,795	35,071	
Lesliebrook Lands																
Opening Balance	2,060	847	842	842	842	842	842	837	837	837	837	832	832	832	832	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	(1,213)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	847	842	842	842	842	842	837	837	837	837	832	832	832	832	827	
Liberty Village Lands																
Opening Balance	1,089	1,089	1,084	4,711	3,750	3,750	3,633	5,400	5,400	5,400	4,440	4,435	4,435	4,435	4,102	
Deposits																
Leasing Revenue	0	0	4,588	0	0	0	2,373	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(333)	0	
Utilities	0	0	0	0	0	(117)	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(16)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	(961)	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	0	(601)	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	1,089	1,084	4,711	3,750	3,750	3,633	5,400	5,400	5,400	4,440	4,435	4,435	4,435	4,102	3,120	

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended												Actual	Actual	Actual	Actual
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual				
	21-Feb-14	28-Feb-14	7-Mar-14	14-Mar-14	21-Mar-14	28-Mar-14	4-Apr-14	11-Apr-14	18-Apr-14	25-Apr-14	2-May-14	9-May-14	16-May-14	23-May-14	30-May-14	
Liberty Village Properties																
Opening Balance	251,977	246,423	233,749	277,346	262,647	262,195	243,512	1,767,274	1,763,616	1,819,024	1,808,301	1,756,965	1,755,489	1,750,054	250,054	
Deposits																
Leasing Revenue	0	0	148,183	0	0	0	148,183	983	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	0	0	0	(2,300,000)	0	0	0	0	0	0	1,300,000	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	3,801,480	0	60,467	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	(54,629)	0	0	0	(60,482)	0	0	0	0	0	0	0	0	
Property Taxes	0	0	(45,144)	0	0	0	(56,467)	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	(13,316)	0	0	0	0	(42,530)	0	0	0	0	
Utilities	(166)	(242)	0	0	0	(1,412)	(161)	0	0	0	(1,230)	(64)	(160)	0	0	
Operating Suppliers	0	(12,427)	(4,814)	(9,142)	(452)	(3,955)	(2,373)	(4,641)	(5,059)	(8,499)	(7,570)	(1,413)	(5,274)	0	(854)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Managership																
Property Management	(5,387)	0	0	(5,557)	0	0	0	0	0	(2,224)	0	0	0	0	(2,036)	
Insurance	0	0	0	0	0	0	(6,414)	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(2,800,000)	0	
Closing Balance (Funding Need)	246,423	233,749	277,346	262,647	262,195	243,512	1,767,274	1,763,616	1,819,024	1,808,301	1,756,965	1,755,489	1,750,054	250,054	247,160	
Northern Dancer																
Opening Balance	822	822	1,817	857	857	1,857	896	761	761	1,761	801	796	796	1,796	1,796	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	1,000	0	0	1,000	0	0	0	1,000	0	0	0	1,000	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	0	(130)	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	822	1,817	857	857	1,857	896	761	761	1,761	801	796	796	1,796	1,796	830	
Queen's Corner																
Opening Balance	4,660	4,660	6,531	376	376	2,376	796	167	167	1,167	1,127	1,066	259	2,807	2,807	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	3,000	0	0	2,000	6,000	10,000	0	1,000	9,000	0	0	3,000	0	8,000	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	(231)	(36)	0	0	0	0	0	0	0	(56)	0	0	0	0	
Operating Suppliers	0	(893)	(5,158)	0	0	(893)	(10,614)	0	0	(8,080)	0	(807)	(452)	0	(901)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	(5,726)	0	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(15)	0	0	0	(5)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	4,660	6,531	376	376	2,376	796	167	167	1,167	1,127	1,066	259	2,807	2,807	8,941	

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended												Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14					
Red Door Dev																
Opening Balance	31,308	24,986	32,998	22,267	18,084	14,637	26,319	24,761	24,626	7,936	16,583	6,626	13,517	6,091	5,810	
Deposits																
Leasing Revenue	0	10,810	0	0	0	11,934	11,431	0	0	9,827	3,277	7,533	1,762	0	2,904	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	(10,731)	0	0	0	(10,731)	0	0	0	(10,731)	0	0	0	0	
GST	(704)	0	0	0	0	0	0	0	0	0	0	0	(223)	0	0	
Utilities	(4,657)	0	0	0	(3,447)	(252)	0	0	(11,920)	(219)	0	0	(4,989)	(281)	0	
Operating Suppliers	0	(2,793)	0	(3,222)	0	0	(2,252)	(135)	(4,771)	0	(2,498)	(643)	(2,677)	0	(2,801)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	(961)	0	0	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	(1,298)	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(6)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	24,986	32,998	22,267	18,084	14,637	26,319	24,761	24,626	7,936	16,583	6,626	13,517	6,091	5,810	4,947	
Red Door Lands																
Opening Balance	6,753	5,793	12,003	2,132	1,172	5,692	5,433	1,559	6,769	6,769	5,808	8,146	2,262	2,262	2,262	
Deposits																
Leasing Revenue	0	6,215	0	0	4,520	0	0	6,215	0	0	6,215	116	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	5,000	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	(6,000)	0	0	0	0	(6,000)	0	0	0	(6,000)	0	0	0	
Property Taxes	0	0	(3,871)	0	0	0	(3,869)	0	0	0	(3,869)	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	0	0	0	0	(259)	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	(961)	0	0	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)	
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	(5)	0	0	(8)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	5,793	12,003	2,132	1,172	5,692	5,433	1,559	6,769	6,769	5,808	8,146	2,262	2,262	2,262	1,297	
Richmond Row/165 Bathurst																
Opening Balance	31,290	38,189	37,381	37,742	12,499	23,074	13,646	24,491	26,940	23,919	31,479	59,159	58,844	43,460	55,121	
Deposits																
Leasing Revenue	13,085	2,226	51,470	13,854	10,591	3,277	46,188	17,195	0	10,662	32,080	19,969	1,333	11,776	3,049	
Funding-Manager	0	0	0	0	0	0	28,000	0	0	0	40,000	0	0	0	(30,000)	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	(34,041)	0	0	0	(20,891)	(13,150)	0	0	(21,156)	(13,150)	0	0	0	
Property Taxes	0	0	(17,068)	(15,000)	0	0	(28,523)	0	0	0	(17,067)	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	(338)	0	0	
Utilities	0	(75)	0	(17,809)	0	(12,705)	0	(1,591)	0	0	(5,634)	(171)	(8,984)	0	0	
Operating Suppliers	(6,186)	(2,942)	0	0	(16)	0	(2,600)	0	(3,021)	(1,407)	(500)	(2,861)	(5,733)	(115)	(2,801)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	(6,283)	0	0	(4,100)	0	0	(1,695)	0	(4,100)	0	0	(1,695)	
Insurance	0	0	0	0	0	0	(7,194)	0	0	0	0	0	(1,662)	0	0	
Bank Fees	0	(17)	0	(5)	0	0	(35)	(5)	0	0	(44)	0	0	0	(17)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	38,189	37,381	37,742	12,499	23,074	13,646	24,491	26,940	23,919	31,479	59,159	58,844	43,460	55,121	23,657	

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended											Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14	
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14					
Riverdale																
Opening Balance	5,939	5,939	1,560	600	600	2,600	2,600	882	2,882	1,622	7,662	1,668	239	202,302	2,295	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	2,000	0	0	2,000	0	5,000	2,000	1,000	7,000	0	0	3,000	0	1,000	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	200,000	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(200,000)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	(1,515)	0	0	0	0	(893)	0	(2,260)	0	(1,130)	(1,428)	(938)	0	(893)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	(961)	0	0	0	(961)	0	0	(961)	0	0	0	0	(961)	
Insurance	0	(4,859)	0	0	0	0	(4,859)	0	0	0	(4,859)	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	(7)	(7)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	5,939	1,560	600	600	2,600	2,600	882	2,882	1,622	7,662	1,668	239	202,302	2,295	1,435	
Royal Agincourt																
Opening Balance	147,378	141,739	147,174	198,444	179,645	179,554	99,835	224,184	133,919	126,903	1,137,409	1,058,846	1,048,631	1,048,631	211,892	
Deposits																
Leasing Revenue	0	6,084	134,650	7,820	0	0	140,734	0	0	0	30,027	0	0	0	9,631	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	1,018,477	0	0	0	0	0	
Disbursements																
Mortgages	0	0	(72,094)	0	0	0	0	(72,094)	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	(54,473)	0	0	0	0	(54,473)	0	0	0	0	
GST	0	0	0	0	0	(8,101)	0	0	0	0	(39,532)	0	0	(74,702)	(179,251)	
Utilities	0	0	(8,319)	0	0	(17,145)	(8,089)	0	0	(295)	0	(8,855)	0	0	4,473	
Operating Suppliers	0	(644)	(2,968)	(21,340)	(91)	0	0	(18,171)	(7,017)	(1,495)	(14,580)	(1,360)	0	(668)	(552)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Managership																
Property Management	(5,639)	0	0	(5,278)	0	0	0	0	0	(6,181)	0	0	0	0	(1,022)	
Insurance	0	0	0	0	0	0	(8,290)	0	0	0	0	0	0	0	0	
Bank Fees	0	(5)	0	0	0	0	(6)	0	0	0	(5)	0	0	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(761,369)	0	
Closing Balance (Funding Need)	141,739	147,174	198,444	179,645	179,554	99,835	224,184	133,919	126,903	1,137,409	1,058,846	1,048,631	1,048,631	211,892	45,166	
Royal Gate Holdings																
Opening Balance	128,283	155,871	204,649	272,403	146,000	156,230	61,857	236,520	94,641	90,829	128,567	70,464	181,606	111,501	45,461	
Deposits																
Leasing Revenue	40,699	57,949	189,551	0	8,411	10,005	206,584	32,404	8,411	3,931	45,146	173,986	12,742	17,005	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	50,000	48,000	42,000	0	0	127,000	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	(103,392)	0	0	0	0	(103,392)	0	0	0	(103,392)	0	0	0	
Property Taxes	0	0	0	(2,575)	0	(87,323)	0	0	0	(63)	(87,323)	0	0	0	(87,321)	
GST	0	0	0	0	0	0	0	0	0	0	(51,364)	0	9,527	0	0	
Utilities	(3,601)	(6,936)	(701)	(79,972)	2,817	(17,026)	(131)	(65,645)	0	(9,392)	(3,385)	0	(77,624)	(8,532)	(505)	
Operating Suppliers	(16)	(2,225)	(17,704)	(36,747)	(998)	(28)	0	(5,245)	(12,224)	(6,739)	(9,167)	0	(7,410)	(1,074)	(6,906)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	(1,446)	0	(73,439)	(16,078)	
Property Management	(9,494)	0	0	(7,109)	0	0	0	0	0	0	0	0	0	0	0	
Insurance	0	0	0	0	0	0	(31,779)	0	0	0	0	0	(7,341)	0	0	
Bank Fees	0	(10)	0	0	0	0	(11)	0	0	0	(9)	(5)	0	0	(11)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	155,871	204,649	272,403	146,000	156,230	61,857	236,520	94,641	90,829	128,567	70,464	181,606	111,501	45,461	61,641	

**Bernstein/Walton Jointly Owned Compa
Cashflow**

	Week Ended												Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14	
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14						
Salmon River Prop																	
Opening Balance	213	213	1,208	247	737	1,737	776	642	60	1,060	1,099	303	303	1,273	1,273		
Deposits																	
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Funding-Manager	0	1,000	0	1,000	1,000	0	0	2,000	1,000	1,000	0	0	1,000	0	2,000		
Sale Proceeds to Manager																	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Disbursements																	
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Operating Suppliers	0	0	0	(510)	0	0	0	(2,582)	0	0	(791)	0	0	0	0		
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Property Management	0	0	(961)	0	0	(961)	0	0	0	(961)	0	0	0	0	(961)		
Insurance	0	0	0	0	0	0	(130)	0	0	0	0	0	(30)	0	0		
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)		
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Closing Balance (Funding Need)	213	1,208	247	737	1,737	776	642	60	1,060	1,099	303	303	1,273	1,273	2,308		
Skyway																	
Opening Balance	292	292	13,790	3,099	31,138	19,840	6,801	1,651	3,553	3,522	1,771	985	3,289	4,526	2,526		
Deposits																	
Leasing Revenue	0	0	2,804	0	15,956	0	0	2,804	0	0	0	2,804	0	0	0		
Funding-Manager	0	28,000	0	29,000	4,000	0	20,000	0	0	1,000	23,000	9,000	2,000	7,000	0		
Sale Proceeds to Manager																	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Disbursements																	
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Property Taxes	0	0	0	0	(19,474)	(1,849)	(19,472)	0	0	0	(19,471)	0	0	0	0		
GST	0	0	0	0	0	0	0	0	0	0	0	0	2,047	0	0		
Utilities	0	(14,490)	(7,701)	0	0	(11,190)	(4,094)	0	0	0	(1,909)	(9,500)	(2,439)	(9,000)	0		
Operating Suppliers	0	0	(4,833)	0	(820)	0	0	(902)	(31)	(1,791)	(1,375)	0	(8)	0	(1,045)		
Project Suppliers	0	0	0	0	(10,961)	0	0	0	0	0	(1,020)	0	0	0	0		
Property Management	0	0	(961)	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)		
Insurance	0	0	0	0	0	0	(1,571)	0	0	0	0	0	(363)	0	0		
Bank Fees	0	(12)	0	0	0	0	(14)	0	0	0	(11)	0	0	0	(13)		
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Closing Balance (Funding Need)	292	13,790	3,099	31,138	19,840	6,801	1,651	3,553	3,522	1,771	985	3,289	4,526	2,526	508		
Tisdale																	
Opening Balance	2,600	2,600	2,595	1,634	478	2,173	2,173	3,734	3,538	3,343	2,382	4,072	4,072	1,357,209	57,209		
Deposits																	
Leasing Revenue	0	0	0	0	1,695	0	1,695	0	0	0	1,695	0	0	0	0		
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	600	0	0		
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	1,353,153	0	0		
Disbursements																	
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Operating Suppliers	0	0	0	(195)	0	0	0	(195)	(195)	0	0	0	(586)	0	(195)		
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Property Management	0	0	(961)	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)		
Insurance	0	0	0	0	0	0	(130)	0	0	0	0	0	(30)	0	0		
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)		
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(1,300,000)	0		
Closing Balance (Funding Need)	2,600	2,595	1,634	478	2,173	2,173	3,734	3,538	3,343	2,382	4,072	4,072	1,357,209	57,209	56,048		

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended														
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14	Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14
Twin Dragon															
Opening Balance	118,654	125,979	153,949	146,180	127,738	127,459	119,896	1,673,743	1,671,837	1,668,076	1,657,272	1,621,489	1,614,434	1,612,098	112,098
Deposits															
Leasing Revenue	12,780	30,739	63,367	0	0	848	93,918	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	(600,000)	0	(2,924)	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	2,147,536	0	2,924	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	(46,633)	0	0	0	(46,633)	0	0	0	0	0	0	0	0
Property Taxes	0	0	(22,222)	0	0	0	(22,220)	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	(10,303)	0	0	0	(32,607)	0	0	0	0
Utilities	(1,104)	(273)	0	0	0	(7,453)	(93)	0	(141)	(6,355)	(793)	0	(168)	0	0
Operating Suppliers	0	(2,486)	(2,281)	(14,194)	(274)	(957)	(157)	(1,906)	(3,620)	(2,567)	(2,373)	(7,055)	(2,168)	0	(934)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(4,352)	0	0	(4,248)	0	0	0	0	(1,882)	0	0	0	0	0	(422)
Insurance	0	0	0	0	0	0	(8,185)	0	0	0	0	0	0	0	0
Bank Fees	0	(10)	0	0	(5)	0	(15)	0	0	0	(10)	0	0	0	(10)
GIC (Purchase) Redemption														(1,500,000)	0
Closing Balance (Funding Need)	125,979	153,949	146,180	127,738	127,459	119,896	1,673,743	1,671,837	1,668,076	1,657,272	1,621,489	1,614,434	1,612,098	112,098	110,732
West Mall															
Opening Balance	229,348	306,561	312,495	404,146	324,271	323,594	330,449	457,733	375,705	370,424	358,062	324,368	358,640	355,360	367,171
Deposits															
Leasing Revenue	88,186	8,723	241,561	1,409	1,735	11,821	231,755	5,144	0	12,080	92,392	136,225	3,567	12,171	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	(47,630)	0	0	0	0	(47,630)	0	0	0	(47,630)	0	0	0
Property Taxes	0	0	(52,601)	(50,000)	0	0	(52,601)	0	0	0	(52,601)	0	0	0	0
GST	(1,087)	0	0	0	0	0	(18,574)	0	0	0	(65,819)	0	0	0	0
Utilities	0	0	(22,249)	(2,483)	0	(1,722)	(19,115)	(4,064)	0	0	(2,207)	(23,671)	0	0	0
Operating Suppliers	(918)	(2,776)	(12,091)	(19,275)	(2,407)	(3,244)	0	(20,140)	(5,281)	(14,926)	(5,450)	(15,314)	(3,575)	(360)	(19,541)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Interest on S/T Loan	0	0	(15,339)	0	0	0	0	(15,339)	0	0	0	(15,339)	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(8,969)	0	0	(9,519)	0	0	0	0	0	(9,517)	0	0	0	0	(9,512)
Insurance	0	0	0	0	0	0	(14,169)	0	0	0	0	0	(3,273)	0	0
Bank Fees	0	(14)	0	(5)	(5)	0	(13)	0	0	0	(9)	0	0	0	(11)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	306,561	312,495	404,146	324,271	323,594	330,449	457,733	375,705	370,424	358,062	324,368	358,640	355,360	367,171	338,108
Weston Lands															
Opening Balance	19,286	18,326	16,174	9,906	8,495	8,495	7,347	874	874	1,874	4,913	2,253	1,424	3,044	3,044
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	4,000	0	1,000	4,000	3,000	0	4,000	0	4,000
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	(5,725)	0	0	(254)	(4,079)	0	0	0	(4,879)	(22)	0	0	0
Operating Suppliers	0	(2,147)	(542)	(451)	0	(893)	0	0	0	0	(772)	(807)	(904)	0	(893)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	(961)	0	0	0	0	0	(961)	0	0	0	0	(961)
Insurance	0	0	0	0	0	0	(6,390)	0	0	0	0	0	(1,476)	0	0
Bank Fees	0	(5)	0	0	0	0	(5)	0	0	0	(10)	0	0	0	(6)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	18,326	16,174	9,906	8,495	8,495	7,347	874	874	1,874	4,913	2,253	1,424	3,044	3,044	5,185

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended														
	Actual 21-Feb-14	Actual 28-Feb-14	Actual 7-Mar-14	Actual 14-Mar-14	Actual 21-Mar-14	Actual 28-Mar-14	Actual 4-Apr-14	Actual 11-Apr-14	Actual 18-Apr-14	Actual 25-Apr-14	Actual 2-May-14	Actual 9-May-14	Actual 16-May-14	Actual 23-May-14	Actual 30-May-14
Wynford															
Opening Balance	19,883	19,773	51,229	12,724	27,713	22,833	30,390	23,714	1,584	1,584	5,442	815	815	815	815
Deposits															
Leasing Revenue	2,865	31,465	18,192	18,358	6,898	7,828	28,855	(25,496)	0	0	0	0	0	0	0
Funding-Manager	0	0	10,000	0	(10,000)	0	0	4,000	0	5,000	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	(66,693)	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	(32,069)	0	0	0	(145)	0	0	0	0
Utilities	0	0	0	(393)	0	(271)	0	(379)	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	(254)	0	0	(4,473)	0	0	0	(16)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(2,975)	0	0	(2,975)	(1,778)	0	0	0	0	(1,142)	0	0	0	0	(765)
Insurance	0	0	0	0	0	0	(3,450)	0	0	0	0	0	0	0	0
Bank Fees	0	(9)	(5)	(0)	0	0	(12)	0	0	0	(9)	0	0	0	(5)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	19,773	51,229	12,724	27,713	22,833	30,390	23,714	1,584	1,584	5,442	815	815	815	815	28

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended														
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
Ascalon															
Opening Balance	1,497	1,497	603	603	603	2,598	1,638	1,528	642	637	637	637	676	671	671
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	2,000	0	0	0	0	0	0	1,000	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	(893)	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0
Insurance	0	0	0	0	0	0	(110)	75	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	1,497	603	603	603	2,598	1,638	1,528	642	637	637	637	676	671	671	671
Bannockburn															
Opening Balance	788	1,788	805	168,414	168,414	168,409	167,449	167,379	166,419	103,282	103,282	102,337	101,377	101,372	101,372
Deposits															
Leasing Revenue	0	0	167,609	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	1,000	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	(945)	0	0	0	0	0	0	(63,132)	0	(945)	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	(961)
Insurance	0	(38)	0	0	0	0	(69)	0	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	1,788	805	168,414	168,414	168,409	167,449	167,379	166,419	103,282	103,282	102,337	101,377	101,372	101,372	100,411
Cityview															
Opening Balance	15,675	45,114	29,343	41,031	38,652	52,139	51,865	62,256	60,969	54,535	42,555	58,947	10,974	9,800	34,800
Deposits															
Leasing Revenue	31,667	0	15,000	0	25,000	0	12,384	0	0	0	25,000	0	0	25,000	(25,000)
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	(44,890)	0	0	0
Property Taxes	0	0	0	0	(11,508)	0	0	0	0	(11,508)	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(81)	(6,711)	(2,991)	(78)	0	0	0	0	(4,298)	(157)	(8,454)	(82)	(104)	0	(4,285)
Operating Suppliers	(2,147)	(8,235)	(321)	(944)	0	(275)	(20)	0	(2,131)	(314)	(154)	0	(1,065)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(1,356)	0	0	0	0	(1,287)	0	0	0	(2,176)	0	(1,485)
Insurance	0	(825)	0	0	0	0	(1,973)	0	0	0	0	(825)	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	45,114	29,343	41,031	38,652	52,139	51,865	62,256	60,969	54,535	42,555	58,947	10,974	9,800	34,800	4,030

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended										Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14						
Dewhurst																
Opening Balance	2,616	2,389	686	1,302	1,302	5,025	3,111	957	727	1,676	551	551	590	585	318	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	4,000	2,000	0	1,000	1,000	0	0	1,000	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	1,707	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	(227)	(127)	0	0	(273)	0	0	0	(21)	(261)	0	0	0	(267)	0	
Operating Suppliers	0	(226)	(1,090)	0	0	0	(893)	0	(25)	(864)	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	(961)	
Insurance	0	(1,350)	0	0	0	(2,953)	(1,261)	(270)	0	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	(5)	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	2,389	686	1,302	1,302	5,025	3,111	957	727	1,676	551	551	590	585	318	(647)	
Donalda																
Opening Balance	572,230	508,700	492,842	4,702,388	291,736	291,725	225,940	210,726	220,407	160,706	143,763	143,639	141,494	138,837	138,527	
Deposits																
Leasing Revenue	229,645	15,014	8,328	0	0	0	0	6,649	0	0	0	0	0	0	521	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	(1,000,000)	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	4,463,410	0	0	0	0	0	0	0	0	0	0	0	0	
Special Funding re Mortgage	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	(250,675)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	(249,780)	(340,501)	0	0	0	0	(43,614)	0	0	0	0	0	0	
Utilities	(5,224)	(484)	(275)	(45,585)	0	(4,079)	(124)	(73)	0	0	0	(398)	0	0	(78)	
Operating Suppliers	(37,277)	(26,408)	(12,136)	(6,472)	0	(61,706)	(9,556)	0	(16,083)	(16,943)	(124)	(52)	(2,651)	(311)	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Restricted Cash	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Managership																
Property Management	0	0	0	(18,096)	0	0	0	(3,992)	0	0	0	(1,695)	0	0	(1,695)	
Insurance	0	(3,979)	0	0	0	0	(5,533)	7,098	0	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(11)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	(3,000,000)	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	508,700	492,842	4,702,388	291,736	291,725	225,940	210,726	220,407	160,706	143,763	143,639	141,494	138,837	138,527	137,275	
Double Rose																
Opening Balance	64,833	55,106	49,498	33,189	43,208	43,196	26,582	39,038	33,820	37,413	17,856	25,646	37,932	32,039	27,270	
Deposits																
Leasing Revenue	542	17,103	0	44,140	0	20,803	20,481	12,569	18,754	0	14,826	20,195	10,116	8,326	25,576	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	85,000	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	(2,500)	0	0	0	0	(2,500)	0	0	0	(2,500)	0	0	0	(2,500)	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	(4,775)	0	0	0	0	(103)	0	0	0	(2,831)	0	0	
Utilities	(4,991)	0	(9,127)	(55)	0	(8,921)	(3,925)	0	0	(10,361)	0	(4,065)	0	(10,164)	(157)	
Operating Suppliers	(2,778)	(13,042)	(7,182)	(5,547)	0	(5,781)	(1,237)	(264)	(15,048)	(6,696)	(7,036)	(150)	(13,169)	(432)	(8,073)	
Project Suppliers	0	(8,515)	0	(19,421)	0	(20,215)	0	(13,460)	0	0	0	0	0	0	(11,052)	
Property Management	0	0	0	(4,318)	0	0	0	(4,064)	0	0	0	(2,540)	0	0	(2,623)	
Insurance	0	(1,154)	0	0	0	0	(2,863)	0	0	0	0	(1,154)	0	0	0	
Bank Fees	0	0	0	(5)	(11)	0	0	0	(10)	0	0	0	(9)	0	0	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	55,106	49,498	33,189	43,208	43,196	26,582	39,038	33,820	37,413	17,856	25,646	37,932	32,039	27,270	115,941	

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended														
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
Dupont															
Opening Balance	8,162	6,126	3,198	672	446	15,130	11,507	14,478	7,760	8,041	3,053	4,776	3,466	5,287	12,961
Deposits															
Leasing Revenue	3,766	3,140	0	0	7,931	4,530	0	7,211	1,243	2,000	2,835	261	1,695	9,626	3,500
Funding-Manager	0	1,000	0	0	8,000	0	6,000	1,000	0	0	0	0	14,000	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(1,431)	(6,514)	0	0	(222)	(3,794)	(57)	0	0	(2,342)	(512)	(57)	0	(70)	(3,849)
Operating Suppliers	(4,371)	0	(2,526)	(226)	0	(3,398)	(1,063)	0	(945)	(2,582)	(599)	0	(412)	(1,881)	(893)
Project Suppliers	0	0	0	0	(1,011)	0	0	(13,969)	0	(2,065)	0	0	(13,444)	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0
Insurance	0	(554)	0	0	0	0	(1,909)	0	0	0	0	(554)	0	0	0
Bank Fees	0	0	0	0	(14)	0	0	0	(17)	0	0	0	(17)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	6,126	3,198	672	446	15,130	11,507	14,478	7,760	8,041	3,053	4,776	3,466	5,287	12,961	11,719
Eddystone															
Opening Balance	1,370	1,825	1,536	445	592	3,249	2,289	1,784	861	6,423	583	583	345	5,219	1,200
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	1,000	0	0	1,000	3,000	0	0	1,000	6,000	0	0	1,000	5,000	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(376)	0	0	(853)	(335)	0	0	(962)	(406)	0	0	(277)	(121)	(137)	0
Operating Suppliers	(170)	0	(1,090)	0	0	0	0	0	(27)	(1,758)	0	0	0	0	(893)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0
Insurance	0	(289)	0	0	0	0	(505)	0	0	(4,082)	0	0	0	(3,882)	0
Bank Fees	0	0	0	0	(8)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	1,825	1,536	445	592	3,249	2,289	1,784	861	6,423	583	583	345	5,219	1,200	307
Fraser Lands															
Opening Balance	14,956	14,956	14,956	14,956	13,995	13,990	13,990	13,959	13,128	13,123	13,123	13,123	12,163	12,158	12,158
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(961)	0	0	0	(961)	0	0	0	(961)	0	0	(961)
Insurance	0	0	0	0	0	0	(31)	130	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	14,956	14,956	14,956	13,995	13,990	13,990	13,959	13,128	13,123	13,123	13,123	12,163	12,158	12,158	11,197

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended														
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
Fraser Properties															
Opening Balance	25,144	22,399	22,399	22,399	20,704	20,699	20,699	19,929	18,950	18,945	18,945	18,945	17,250	17,245	17,245
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(2,491)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	(254)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(1,695)	0	0	0	(1,695)	0	0	0	(1,695)	0	0	(1,695)
Insurance	0	0	0	0	0	0	(770)	716	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	22,399	22,399	22,399	20,704	20,699	20,699	19,929	18,950	18,945	18,945	18,945	17,250	17,245	17,245	15,550
Global Mills															
Opening Balance	20,707	20,707	20,707	21,089	18,962	18,957	18,957	15,885	19,090	19,085	19,085	19,085	17,390	17,385	17,385
Deposits															
Leasing Revenue	0	0	381	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	(381)	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Restricted Cash	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Managership															
Property Management	0	0	0	(1,745)	0	0	0	(1,695)	0	0	0	(1,695)	0	0	(1,695)
Insurance	0	0	0	0	0	0	(3,072)	4,900	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	20,707	20,707	21,089	18,962	18,957	18,957	15,885	19,090	19,085	19,085	19,085	17,390	17,385	17,385	15,690
Hidden Gem															
Opening Balance	2,148	1,525	3,973	3,249	1,440,541	40,536	33,808	26,703	25,941	25,852	24,209	24,209	23,249	23,244	26,586
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	3,342	0
Funding-Manager	1,000	6,000	2,000	0	0	0	0	0	0	0	0	0	0	0	(98,000)
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	1,437,296	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	(2,942)	0	(4)	0	(375)	(4,802)	0	0	0	0	0	0	0	0
Operating Suppliers	(1,624)	0	(2,724)	0	0	0	(893)	0	(84)	(1,642)	0	0	0	0	(2,015)
Project Suppliers	0	0	0	0	0	(2,543)	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	(961)	0	0	0	(961)
Insurance	0	(610)	0	0	0	(2,849)	(1,409)	198	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	(1,400,000)	0	0	0	0	0	0	0	0	0	100,000
Closing Balance (Funding Need)	1,525	3,973	3,249	1,440,541	40,536	33,808	26,703	25,941	25,852	24,209	24,209	23,249	23,244	26,586	25,610

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended														
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
Lesliebrook Holdings															
Opening Balance	35,071	34,342	34,342	34,342	32,998	32,993	32,686	33,232	32,166	27,529	27,529	27,529	25,834	23,446	23,446
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	500
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	(75,000)	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	1,672	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	(4,632)	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	(729)	0	0	(92)	0	(307)	0	0	0	0	0	0	(2,383)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(1,253)	0	0	0	(1,695)	0	0	0	(1,695)	0	0	(1,695)
Insurance	0	0	0	0	0	0	(1,126)	629	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	75,000	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	34,342	34,342	34,342	32,998	32,993	32,686	33,232	32,166	27,529	27,529	27,529	25,834	23,446	23,446	22,251
Lesliebrook Lands															
Opening Balance	827	827	827	827	827	822	822	822	822	817	817	817	817	812	812
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	827	827	827	827	822	822	822	822	817	817	817	817	812	812	812
Liberty Village Lands															
Opening Balance	3,120	3,105	3,105	3,105	1,764	1,759	1,759	1,614	769	764	764	764	803	8,853	8,853
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	8,055	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	1,000	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	(380)	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(15)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(961)	0	0	0	(961)	0	0	0	(961)	0	0	(961)
Insurance	0	0	0	0	0	0	(145)	115	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	3,105	3,105	3,105	1,764	1,759	1,759	1,614	769	764	764	764	803	8,853	8,853	7,892

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended										Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14						
Liberty Village Properties																
Opening Balance	247,160	246,451	246,451	242,094	238,325	238,320	236,286	234,740	234,048	218,959	218,959	218,959	215,249	215,244	215,244	
Deposits																
Leasing Revenue	0	0	0	422	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	(1,500,000)	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	(2,306)	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	(14,894)	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	(709)	0	(4,357)	(190)	0	(2,034)	0	0	(190)	0	0	(2,015)	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Managership																
Property Management	0	0	0	(1,695)	0	0	0	(1,695)	0	0	0	(1,695)	0	0	(1,695)	
Insurance	0	0	0	0	0	0	(1,546)	1,004	0	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	1,500,000	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	246,451	246,451	242,094	238,325	238,320	236,286	234,740	234,048	218,959	218,959	218,959	215,249	215,244	215,244	213,549	
Northern Dancer																
Opening Balance	830	830	830	830	830	2,825	1,865	1,834	891	886	886	886	925	920	920	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	2,000	0	0	0	0	0	0	1,000	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0	
Insurance	0	0	0	0	0	0	(31)	18	0	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	830	830	830	830	2,825	1,865	1,834	891	886	886	886	925	920	920	920	
Queen's Corner																
Opening Balance	8,941	1,831	1,831	548	548	16,543	15,582	14,689	13,728	7,361	273	273	312	307	307	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	1,000	0	8,000	0	16,000	0	0	0	2,000	0	0	1,000	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	(31)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	(8,080)	0	(9,283)	0	0	0	(893)	0	(8,363)	(7,088)	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0	
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	1,831	1,831	548	548	16,543	15,582	14,689	13,728	7,361	273	273	312	307	307	307	

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended														
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
Red Door Dev															
Opening Balance	4,947	14,859	10,534	4,459	3,959	12,579	11,619	10,715	9,525	5,320	5,242	5,107	4,147	6,233	4,030
Deposits															
Leasing Revenue	10,245	565	0	0	10,810	0	6,447	0	0	0	0	0	2,091	0	0
Funding-Manager	0	0	0	0	11,000	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	1,681	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	(10,578)	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(333)	0	(5,715)	(500)	0	(2,849)	(229)	0	0	0	0	0	0	(2,203)	0
Operating Suppliers	0	(3,011)	(360)	0	(2,607)	0	(3,150)	0	(4,200)	(78)	(134)	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	(961)	0	0	0	(961)
Insurance	0	(1,879)	0	0	0	(3,034)	0	0	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	14,859	10,534	4,459	3,959	12,579	11,619	10,715	9,525	5,320	5,242	5,107	4,147	6,233	4,030	3,069
Red Door Lands															
Opening Balance	1,297	1,512	829	640	640	2,819	858	11,016	10,056	10,016	14,832	14,832	13,871	13,866	17,810
Deposits															
Leasing Revenue	6,215	0	0	0	0	0	11,173	0	0	4,816	0	0	0	4,816	0
Funding-Manager	0	0	0	0	7,000	5,000	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	(6,000)	0	0	0	0	(6,000)	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	(4,817)	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	(189)	0	0	0	0	0	0	0	0	0	0	(872)	0
Operating Suppliers	0	0	0	0	0	0	0	(35)	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	(961)	0	0	0	(961)
Insurance	0	(683)	0	0	0	(1,015)	0	0	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	1,512	829	640	640	2,819	858	11,016	10,056	10,016	14,832	14,832	13,871	13,866	17,810	16,850
Richmond Row/165 Bathurst															
Opening Balance	23,657	54,376	57,839	35,134	36,482	54,564	92,424	46,618	55,859	29,718	42,881	48,133	32,975	31,442	26,414
Deposits															
Leasing Revenue	44,664	24,225	0	5,343	16,186	52,774	0	14,327	(1,562)	36,105	15,359	21,287	5,038	20,078	39,747
Funding-Manager	30,000	(10,000)	(20,000)	0	55,000	0	(25,000)	0	0	30,000	0	(30,000)	0	42,000	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	(34,041)	0	0	0	(20,891)	(13,150)	0	0	(20,891)	(13,150)	0	0	0	(34,041)	0
Property Taxes	0	0	0	0	(32,188)	0	0	0	0	(32,184)	0	0	0	(32,184)	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	(5,115)	(3,274)	0	(1,798)	0	(69)	(7,763)	0	(771)	(7,208)	0	0	(2,485)	0	(6,540)
Operating Suppliers	(4,789)	(2,146)	(2,705)	(503)	0	0	(6,693)	0	(2,908)	(396)	(2,640)	0	(4,070)	(881)	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	(4,226)	0	(1,695)	0	(1,695)	(3,680)	(5,085)	0	0	(7,467)	(5,336)	0	0	0
Insurance	0	(1,110)	0	0	0	0	(2,670)	0	0	0	0	(1,110)	0	0	0
Bank Fees	0	(5)	(0)	0	(25)	0	0	0	(10)	(5)	0	0	(16)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	54,376	57,839	35,134	36,482	54,564	92,424	46,618	55,859	29,718	42,881	48,133	32,975	31,442	26,414	59,620

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended										Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14						
Riverdale																
Opening Balance	1,435	1,435	983	892	892	2,887	1,927	1,033	73	1,068	1,054	1,054	94	89	89	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	1,000	0	2,000	0	0	0	1,000	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	0	0	0	(14)	0	0	0	0	0	
Operating Suppliers	0	(452)	(1,090)	0	0	0	(893)	0	0	0	0	0	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0	
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	1,435	983	892	892	2,887	1,927	1,033	73	1,068	1,054	1,054	94	89	89	89	
Royal Agincourt																
Opening Balance	45,166	43,810	45,305	45,305	44,251	44,246	44,246	88,135	84,739	68,750	68,750	68,750	67,055	65,035	65,035	
Deposits																
Leasing Revenue	0	1,622	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	(75,000)	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7,221	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	54,473	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	(15,984)	0	0	0	0	0	0	
Utilities	0	0	0	0	0	0	(6,726)	0	0	0	0	0	0	0	0	
Operating Suppliers	(1,356)	(127)	0	(17)	0	0	0	0	0	0	0	0	(2,015)	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Managership																
Property Management	0	0	0	(1,038)	0	0	0	(1,695)	0	0	0	(1,695)	0	0	(1,695)	
Insurance	0	0	0	0	0	0	(3,858)	(1,701)	0	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	75,000	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	43,810	45,305	45,305	44,251	44,246	44,246	88,135	84,739	68,750	68,750	68,750	67,055	65,035	65,035	70,561	
Royal Gate Holdings																
Opening Balance	61,641	157,802	62,055	64,231	3,964,898	418,398	288,022	241,533	238,717	184,839	93,670	89,829	85,591	85,586	85,586	
Deposits																
Leasing Revenue	223,140	0	10,199	90,000	0	0	0	0	34,887	2,245	0	0	0	0	0	
Funding-Manager	0	0	0	0	(267,000)	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager																
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	3,820,437	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	(103,392)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	(75,000)	(50,553)	0	0	(78,828)	0	0	0	0	0	0	
Utilities	(397)	(78,540)	0	(3,277)	0	(63,112)	(35,000)	(51)	0	(92,861)	(872)	0	0	0	0	
Operating Suppliers	(22,227)	(91)	(8,023)	(392)	(4,490)	(9,202)	(3,827)	0	(9,933)	(554)	(2,970)	(2,543)	0	0	(2,015)	
Project Suppliers	(963)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	(12,426)	0	(6,091)	0	(7,508)	0	(2,765)	0	0	0	(1,695)	0	0	(1,695)	
Insurance	0	(4,690)	0	0	0	0	(7,662)	0	0	0	0	0	0	0	0	
Bank Fees	0	0	0	(10)	(10)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	0	(3,200,000)	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	157,802	62,055	64,231	3,964,898	418,398	288,022	241,533	238,717	184,839	93,670	89,829	85,591	85,586	85,586	81,876	

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended														
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
Salmon River Prop															
Opening Balance	2,308	996	958	958	958	2,953	1,992	1,923	962	957	957	957	959	954	954
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	2,000	0	0	0	0	0	0	1,000	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	(1,312)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0
Insurance	0	(38)	0	0	0	0	(69)	0	0	0	0	(38)	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	996	958	958	958	2,953	1,992	1,923	962	957	957	957	959	954	954	954
Skyway															
Opening Balance	508	4,061	3,142	19,099	5,120	2,086	1,264	881	2,946	52,949	33,999	19,816	18,605	18,421	17,828
Deposits															
Leasing Revenue	0	2,804	15,956	0	0	0	0	2,804	31,277	0	0	0	0	0	0
Funding-Manager	4,000	0	0	0	16,000	6,000	3,000	0	20,000	0	0	0	0	0	(167,300)
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	451,663	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	(18,952)	0	0	0	0	(18,950)	(10,425)	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	(3,370)	0	(9,420)	(74)	0	(2,952)	0	(79)	0	(3,758)	(251)	(69)	0	0
Operating Suppliers	(447)	(95)	0	(3,598)	0	(220)	(98)	0	(1,187)	0	0	0	(109)	(593)	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(961)	0	0	0	(961)	0	0	0	(961)	0	0	(961)
Insurance	0	(259)	0	0	0	(6,601)	(333)	222	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(8)	0	0	0	(9)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	(451,663)	0	0	170,000
Closing Balance (Funding Need)	4,061	3,142	19,099	5,120	2,086	1,264	881	2,946	52,949	33,999	19,816	18,605	18,421	17,828	19,567
Tisdale															
Opening Balance	56,048	57,743	57,743	57,743	55,192	55,187	55,187	55,156	54,195	54,190	52,248	51,519	50,559	48,539	48,539
Deposits															
Leasing Revenue	1,695	0	0	(1,695)	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(22,300)
Sale Proceeds to Manager	0	0	0	(600,000)	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	105	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	(1,943)	(728)	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	(2,015)	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	(961)	0	0	0	(961)	0	0	0	(961)	0	0	(961)
Insurance	0	0	0	0	0	0	(31)	0	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	600,000	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	57,743	57,743	57,743	55,192	55,187	55,187	55,156	54,195	54,190	52,248	51,519	50,559	48,539	48,539	25,278

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended										Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14						
Twin Dragon																
Opening Balance	110,732	110,687	110,687	108,386	63,074	63,062	62,159	60,185	59,423	47,029	46,118	46,118	42,408	42,398	42,398	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	(600,000)	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	(42,088)	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	(44)	0	0	0	0	0	0	0	(11,529)	0	0	0	0	0	0	
Utilities	0	0	(1,403)	0	0	0	0	0	0	0	0	0	0	0	0	
Operating Suppliers	0	0	(898)	(1,531)	0	(903)	0	0	(855)	(911)	0	(2,015)	0	0	0	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	(1,688)	0	0	0	(1,695)	0	0	0	(1,695)	0	0	(1,695)	
Insurance	0	0	0	0	0	0	(1,973)	933	0	0	0	0	0	0	0	
Bank Fees	0	0	0	(5)	(12)	0	0	0	(10)	0	0	0	(10)	0	0	
GIC (Purchase) Redemption	0	0	0	600,000	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	110,687	110,687	108,386	63,074	63,062	62,159	60,185	59,423	47,029	46,118	46,118	42,408	42,398	42,398	40,703	
West Mall																
Opening Balance	338,108	421,733	409,219	398,650	377,391	517,112	524,298	549,379	539,068	514,557	459,469	554,898	552,005	526,301	576,427	
Deposits																
Leasing Revenue	160,733	5,144	4,013	125	233,938	53,812	32,121	1,911	87,695	55,613	105,373	12,306	0	117,547	103,782	
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	(47,630)	0	0	0	(32,292)	(15,339)	0	0	0	(47,630)	0	0	0	0	(47,630)	
Property Taxes	0	0	0	0	(46,838)	0	0	0	0	(46,838)	0	0	0	(46,838)	0	
GST	(90)	0	0	0	0	0	0	0	(65,591)	0	0	0	0	0	0	
Utilities	(11,780)	(619)	0	(2,187)	(15,078)	(403)	(696)	0	(24,261)	(894)	0	0	(3,694)	(18,115)	(865)	
Operating Suppliers	(2,270)	(9,393)	(14,581)	(10,046)	0	(14,619)	(428)	(3,059)	(22,341)	0	(9,944)	(285)	(22,001)	(2,469)	(2,714)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Interest on S/T Loan	(15,339)	0	0	0	0	(15,339)	0	0	0	(15,339)	0	0	0	0	(15,339)	
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	(5,145)	0	(9,152)	0	(927)	0	(9,163)	0	0	0	(12,413)	0	0	(11,551)	
Insurance	0	(2,501)	0	0	0	0	(5,917)	0	0	0	0	(2,501)	0	0	0	
Bank Fees	0	0	0	0	(10)	0	0	0	(13)	0	0	0	(10)	0	0	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	421,733	409,219	398,650	377,391	517,112	524,298	549,379	539,068	514,557	459,469	554,898	552,005	526,301	576,427	602,110	
Weston Lands																
Opening Balance	5,185	462	462	1,784	916	4,936	3,975	1,537	16,341	1,298	434	434	1,473	1,835	1,835	
Deposits																
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Manager	0	0	2,000	0	6,000	0	0	15,000	2,000	0	0	2,000	2,000	0	0	
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Disbursements																
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Utilities	(2,561)	0	0	(3)	(1,969)	0	0	0	(1,870)	0	0	0	(1,634)	0	0	
Operating Suppliers	(2,162)	0	(678)	(864)	0	0	(893)	0	(88)	(864)	0	0	0	0	(893)	
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Property Management	0	0	0	0	0	(961)	0	(961)	0	0	0	(961)	0	0	0	
Insurance	0	0	0	0	0	0	(1,545)	765	(15,080)	0	0	0	0	0	0	
Bank Fees	0	0	0	0	(11)	0	0	0	(5)	0	0	0	(5)	0	0	
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Closing Balance (Funding Need)	462	462	1,784	916	4,936	3,975	1,537	16,341	1,298	434	434	1,473	1,835	1,835	941	

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended														
	Actual 6-Jun-14	Actual 13-Jun-14	Actual 20-Jun-14	Actual 27-Jun-14	Actual 4-Jul-14	Actual 11-Jul-14	Actual 18-Jul-14	Actual 25-Jul-14	Actual 1-Aug-14	Actual 8-Aug-14	Actual 15-Aug-14	Actual 22-Aug-14	Actual 29-Aug-14	Actual 5-Sep-14	Actual 12-Sep-14
Wynford															
Opening Balance	28	28	28	28	28	3,023	1,328	496	319	313	313	313	618	336	336
Deposits															
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	0	0	3,000	0	0	0	0	0	0	2,000	0	0	0
Sale Proceeds to Manager															
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements															
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	(277)	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	(1,695)	0	(1,695)	0	0	0	(1,695)	0	0	0
Insurance	0	0	0	0	0	0	(832)	1,522	0	0	0	0	0	0	0
Bank Fees	0	0	0	0	(5)	0	0	(5)	(6)	0	0	0	(5)	0	0
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	28	28	28	28	3,023	1,328	496	319	313	313	313	618	336	336	336

Bernstein/Walton Jointly Owned Compa

Cashflow

	Week Ended							Week Ended						Actual
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14	Actual 12-Dec-14	57 wks ended 12-Dec-14
Ascalon														
Opening Balance	671	711	711	706	706	745	745	740	740	740	1,740	1,735	775	118
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	549
Funding-Manager	1,000	0	0	0	1,000	0	0	0	0	1,000	0	0	1,000	36,500
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	35,800
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(51,250)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(6,511)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(493)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(932)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	711	711	706	706	745	745	740	740	740	1,740	1,735	775	814	814
Bannockburn														
Opening Balance	100,411	100,411	100,297	100,292	100,292	99,331	99,331	99,326	99,326	98,363	98,363	98,358	97,397	(23,836)
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	167,609
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	178,500
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	107,350
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(248,124)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	(963)	0	0	0	0	(70,707)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	(115)	0	0	0	0	0	0	0	0	0	0	0	(382)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(1,006)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	100,411	100,297	100,292	100,292	99,331	99,331	99,326	99,326	98,363	98,363	98,358	97,397	96,437	96,437
Cityview														
Opening Balance	4,030	4,030	4,030	4,008	4,008	2,501	2,501	2,496	2,496	2,496	66	1,990	1,029	5,844
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	420,679
Funding-Manager	0	0	0	0	0	0	0	0	0	0	2,000	0	1,000	172,900
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(142,766)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(237,479)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	(2,430)	(71)	0	0	(101,887)
Operating Suppliers	0	0	(16)	0	(547)	0	0	0	0	0	0	0	0	(78,729)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(5,015)
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(20,584)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(11,074)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(821)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	4,030	4,030	4,008	4,008	2,501	2,501	2,496	2,496	2,496	66	1,990	1,029	1,069	1,069

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended							Week Ended					Actual 57 wks ended 12-Dec-14	
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14		Actual 12-Dec-14
Dewhurst														
Opening Balance	(647)	353	340	334	334	374	374	369	369	369	1,369	1,364	403	208
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	1,000	0	0	0	1,000	0	0	0	0	1,000	0	0	1,000	55,800
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	16,050
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(29,750)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(25)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	1,707
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(6,854)
Operating Suppliers	0	(13)	0	0	0	0	0	0	0	0	0	0	0	(10,591)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(12,273)
Bank Fees	0	0	(6)	0	0	0	(5)	0	0	0	(5)	0	0	(863)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	353	340	334	334	374	374	369	369	369	1,369	1,364	403	443	443
Donalda														
Opening Balance	137,275	152,472	152,455	150,450	150,450	146,312	139,876	139,871	139,095	139,095	139,095	138,681	127,221	289,070
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	4,091,555
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	(1,000,000)
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	15,197	0	0	0	0	0	0	0	0	0	0	0	0	4,478,607
Special Funding re Mortgage	0	0	0	0	0	0	0	0	0	0	0	0	0	692,450
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(2,446,816)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(7,223)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(868,558)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(531,496)
Operating Suppliers	0	(16)	(2,000)	0	(2,443)	(6,435)	0	(776)	0	0	(409)	(9,765)	0	(1,263,679)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	(32,000)
Restricted Cash	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Managership														(53,048)
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(191,662)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(30,666)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(1,008)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(3,000,000)
Closing Balance (Funding Need)	152,472	152,455	150,450	150,450	146,312	139,876	139,871	139,095	139,095	139,095	138,681	127,221	125,526	125,526
Double Rose														
Opening Balance	115,941	29,885	28,209	12,407	24,111	285,197	192,834	33,660	9,457	8,261	3,169	14,598	9,070	39,438
Deposits														
Leasing Revenue	18,935	14,123	0	28,490	13,636	5,642	(25,213)	0	(1,085)	0	0	0	0	1,215,262
Funding-Manager	85,000	0	0	0	0	0	0	0	0	0	0	0	0	170,000
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	252,062	0	0	0	0	0	0	0	0	252,062
Disbursements														
Mortgages	0	0	0	(2,500)	0	0	0	0	0	0	0	0	0	(203,333)
Property Taxes	(173,664)	0	0	0	0	0	0	0	0	0	0	0	0	(207,875)
GST	0	(194)	0	0	0	0	(121,386)	0	0	0	0	0	0	(167,586)
Utilities	(4,009)	(199)	(53)	(9,461)	(404)	(5,356)	0	(11,655)	0	(4,949)	(353)	0	0	(251,254)
Operating Suppliers	0	(15,407)	(4,575)	(4,825)	(1,487)	(573)	(1,385)	(6,788)	(111)	(142)	0	(3,447)	(33)	(384,070)
Project Suppliers	(11,163)	0	(11,163)	0	0	0	(11,163)	(5,760)	0	0	0	0	0	(319,489)
Property Management	0	0	0	0	(1,568)	0	0	0	0	0	0	(2,082)	(636)	(37,322)
Insurance	(1,154)	0	0	0	(1,154)	0	0	0	0	0	1,793	0	0	(14,414)
Bank Fees	0	0	(11)	0	0	0	(28)	0	0	0	(11)	0	0	(943)
GIC (Purchase) Redemption	0	0	0	0	0	(92,075)	0	0	0	0	10,000	0	0	(82,075)
Closing Balance (Funding Need)	29,885	28,209	12,407	24,111	285,197	192,834	33,660	9,457	8,261	3,169	14,598	9,070	8,401	8,401

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended							Week Ended						Actual
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	57 wks ended
	19-Sep-14	26-Sep-14	3-Oct-14	10-Oct-14	17-Oct-14	24-Oct-14	31-Oct-14	7-Nov-14	14-Nov-14	21-Nov-14	28-Nov-14	5-Dec-14	12-Dec-14	12-Dec-14
Dupont														
Opening Balance	11,719	19,251	22,880	14,256	29,252	6,110	6,110	5,740	1,766	103	1,103	2,333	1,372	14,769
Deposits														
Leasing Revenue	5,047	5,027	6,078	9,121	1,140	0	0	0	0	0	0	0	0	149,325
Funding-Manager	4,000	13,000	0	8,000	0	0	0	0	2,000	1,000	0	0	0	215,000
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	93,050
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(73,125)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	(2,046)	(1,321)	0	(114)	0	(3,663)	0	0	0	0	(102,779)
Operating Suppliers	0	(898)	(1,193)	(79)	(2,156)	0	(248)	(3,274)	0	0	(76)	0	(396)	(63,587)
Project Suppliers	0	(13,500)	(13,500)	0	(19,290)	0	0	(701)	0	0	0	0	0	(208,956)
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	(554)	0	0	0	(554)	0	0	0	0	0	1,314	0	0	(9,730)
Bank Fees	0	0	(9)	0	0	0	(8)	0	0	0	(9)	0	0	(985)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	19,251	22,880	14,256	29,252	6,110	6,110	5,740	1,766	103	1,103	2,333	1,372	16	16
Eddystone														
Opening Balance	307	1,346	1,262	362	205	140	140	4,849	377	377	1,377	872	911	92
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	2,000	1,000	0	0	1,000	0	5,000	0	0	1,000	0	1,000	1,000	79,500
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	24,100
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(16,406)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	(435)	0	(157)	0	0	(286)	0	0	0	(500)	0	0	(26,738)
Operating Suppliers	0	(84)	(893)	0	(105)	0	0	(490)	0	0	0	0	0	(28,003)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	(565)	0	0	0	0	0	(3,982)	0	0	0	0	0	(17,760)
Bank Fees	0	0	(7)	0	0	0	(5)	0	0	0	(5)	0	0	(867)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	1,346	1,262	362	205	140	140	4,849	377	377	1,377	872	911	951	951
Fraser Lands														
Opening Balance	11,197	11,197	11,197	11,192	11,192	10,232	10,232	10,227	10,227	10,227	10,227	10,222	9,261	121
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	29,344
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(6,780)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(572)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(31)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(815)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	11,197	11,197	11,192	11,192	10,232	10,232	10,227	10,227	10,227	10,227	10,222	9,261	8,301	8,301

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended							Week Ended						Actual 57 wks ended 12-Dec-14
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14	Actual 12-Dec-14	
Fraser Properties														
Opening Balance	15,550	15,550	10,146	10,141	10,141	8,446	8,477	8,472	8,472	8,472	8,472	8,467	6,772	54,839
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	275,490
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	61,000
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	92,500
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(298,750)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(43,089)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(5,124)
Utilities	0	0	0	0	0	31	0	0	0	0	0	0	0	(53,830)
Operating Suppliers	0	(5,404)	0	0	0	0	0	0	0	0	0	0	0	(45,452)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(28,332)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(3,249)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(925)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	15,550	10,146	10,141	10,141	8,446	8,477	8,472	8,472	8,472	8,472	8,467	6,772	5,077	5,077
Global Mills														
Opening Balance	15,690	15,690	15,690	15,685	15,685	13,990	13,990	13,985	13,985	13,985	13,985	13,980	12,285	208,290
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	984,580
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(757,500)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(202,892)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(100,570)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(8,174)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(14,845)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Restricted Cash	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Managership														(25,000)
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(61,565)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(10,912)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(822)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	15,690	15,690	15,685	15,685	13,990	13,990	13,985	13,985	13,985	13,985	13,980	12,285	10,590	10,590
Hidden Gem														
Opening Balance	25,610	25,610	25,591	25,586	25,586	24,626	34,333	34,328	34,328	34,328	34,328	34,323	33,575	3,522
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	53,158
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager														0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	33,150
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	1,437,296
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(60,246)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	9,707	0	0	0	0	0	212	0	(43,467)
Operating Suppliers	0	(19)	0	0	0	0	0	0	0	0	0	0	0	(20,465)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(48,115)
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(8,399)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(853)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(1,300,000)
Closing Balance (Funding Need)	25,610	25,591	25,586	25,586	24,626	34,333	34,328	34,328	34,328	34,328	34,323	33,575	32,614	32,614

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended							Week Ended						Actual
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14	Actual 12-Dec-14	57 wks ended 12-Dec-14
Lesliebrook Holdings														
Opening Balance	22,251	22,251	22,251	22,246	22,246	20,551	20,665	20,660	20,660	20,660	20,660	23,420	21,725	20,254
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	395,838
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	(75,000)
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	808,149
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(212,106)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(3,227)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(149,772)
Utilities	0	0	0	0	0	0	0	0	0	0	2,765	0	0	(82,903)
Operating Suppliers	0	0	0	0	0	114	0	0	0	0	0	0	0	(122,007)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(28,171)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(5,164)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(862)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(525,000)
Closing Balance (Funding Need)	22,251	22,251	22,246	22,246	20,551	20,665	20,660	20,660	20,660	20,660	23,420	21,725	20,030	20,030
Lesliebrook Lands														
Opening Balance	812	812	812	807	807	807	807	802	802	802	802	797	797	1,575
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	4,220
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(4,183)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(815)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	812	812	807	807	807	807	802	802	802	802	797	797	797	797
Liberty Village Lands														
Opening Balance	7,892	7,892	7,892	7,887	7,887	6,927	6,927	6,922	6,922	6,922	6,922	6,917	5,956	(13,158)
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	15,015
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	17,700
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	31,700
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	(380)
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(26,588)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(333)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(132)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(4,395)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(631)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(835)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	7,892	7,892	7,887	7,887	6,927	6,927	6,922	6,922	6,922	6,922	6,917	5,956	4,996	4,996

Bernstein/Walton Jointly Owned Company
Cashflow

	Week Ended							Week Ended						Actual
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	57 wks ended
	19-Sep-14	26-Sep-14	3-Oct-14	10-Oct-14	17-Oct-14	24-Oct-14	31-Oct-14	7-Nov-14	14-Nov-14	21-Nov-14	28-Nov-14	5-Dec-14	12-Dec-14	12-Dec-14
Liberty Village Properties														
Opening Balance	213,549	213,549	213,549	213,544	213,544	211,849	149,902	149,897	149,897	149,897	149,897	149,892	148,197	85,499
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	744,504
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	(2,500,000)
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	3,859,641
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(294,605)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(101,611)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(70,741)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(5,452)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(110,471)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	(25,000)
Managership														(25,000)
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(40,537)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(6,956)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(822)
GIC (Purchase) Redemption	0	0	0	0	0	(61,947)	0	0	0	0	0	0	0	(1,361,947)
Closing Balance (Funding Need)	213,549	213,549	213,544	213,544	211,849	149,902	149,897	149,897	149,897	149,897	149,892	148,197	146,502	146,502
Northern Dancer														
Opening Balance	920	960	960	955	955	994	994	989	989	989	989	984	24	56
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	2,712
Funding-Manager	1,000	0	0	0	1,000	0	0	0	0	0	0	0	1,000	40,500
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	51,150
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(79,562)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(740)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(143)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(942)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	960	960	955	955	994	994	989	989	989	989	984	24	63	63
Queen's Corner														
Opening Balance	307	2,347	908	903	903	943	943	938	938	938	1,938	1,933	972	85
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	10,936
Funding-Manager	3,000	0	0	0	1,000	0	0	0	0	1,000	0	0	0	126,500
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	64,000
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(110,001)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	(69)	0	0	0	0	0	0	0	0	0	0	0	(521)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(69,012)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	(1,369)	0	0	0	0	0	0	0	0	0	0	0	(8,132)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(877)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	2,347	908	903	903	943	943	938	938	938	1,938	1,933	972	12	12

Bernstein/Walton Jointly Owned Compa

Cashflow

	Week Ended							Week Ended						Actual 57 wks ended 12-Dec-14
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14	Actual 12-Dec-14	
Red Door Dev														
Opening Balance	3,069	3,069	1,304	1,299	1,299	339	2,107	2,102	2,102	2,102	2,102	2,097	1,137	17,672
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	125,079
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	11,000
Sale Proceeds to Manager														0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	1,681
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(42,771)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(927)
Utilities	0	0	0	0	0	1,768	0	0	0	0	0	0	0	(41,373)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(48,426)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	(1,765)	0	0	0	0	0	0	0	0	0	0	0	(7,976)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(817)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	3,069	1,304	1,299	1,299	339	2,107	2,102	2,102	2,102	2,102	2,097	1,137	176	176
Red Door Lands														
Opening Balance	16,850	16,850	16,040	16,035	16,035	15,074	15,074	15,069	15,069	15,069	15,069	15,064	14,104	6,516
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	69,504
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	25,200
Sale Proceeds to Manager														0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(54,000)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(16,425)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(1,320)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(35)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	(810)	0	0	0	0	0	0	0	0	0	0	0	(2,508)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(823)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	16,850	16,040	16,035	16,035	15,074	15,074	15,069	15,069	15,069	15,069	15,064	14,104	13,143	13,143
Richmond Row/165 Bathurst														
Opening Balance	59,620	53,783	162,411	41,512	40,943	38,752	40,264	38,495	36,548	36,548	34,533	35,728	34,762	7,487
Deposits														
Leasing Revenue	1,250	8,698	1,184	(500)	0	7,739	(1,427)	0	0	0	0	0	60	828,800
Funding-Manager	0	0	(110,000)	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager														0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	2,691,571	0	0	0	0	0	0	0	0	0	0	0	2,691,571
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(353,990)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(229,214)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(338)
Utilities	0	(7,413)	(597)	(64)	(723)	(6,227)	0	0	0	0	0	0	0	(136,398)
Operating Suppliers	0	(2,658)	(4,123)	0	(508)	0	(327)	(1,947)	0	(2,015)	(107)	0	(485)	(95,187)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(5,977)	0	(7,339)	0	(960)	0	0	0	0	0	0	(961)	(961)	(82,381)
Insurance	(1,110)	0	0	0	0	0	0	0	0	0	1,312	0	0	(13,545)
Bank Fees	0	0	(22)	(5)	0	0	(15)	0	0	0	(10)	(5)	0	(1,858)
GIC (Purchase) Redemption	0	(2,581,571)	0	0	0	0	0	0	0	0	0	0	0	(2,581,571)
Closing Balance (Funding Need)	53,783	162,411	41,512	40,943	38,752	40,264	38,495	36,548	36,548	34,533	35,728	34,762	33,377	33,377

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended							Week Ended						Actual 57 wks ended 12-Dec-14
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14	Actual 12-Dec-14	
Riverdale														
Opening Balance	89	128	128	123	123	163	268	263	263	263	1,263	1,258	297	29
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	1,000	0	0	0	1,000	0	0	0	0	1,000	0	0	1,000	67,800
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	45,000
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	200,000
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(260,000)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	105	0	0	0	0	0	0	0	91
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(19,318)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(19,434)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(865)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	128	128	123	123	163	268	263	263	263	1,263	1,258	297	337	337
Royal Agincourt														
Opening Balance	70,561	70,561	70,561	70,556	70,556	68,861	68,861	68,856	68,856	68,856	68,856	68,851	67,156	44,931
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	852,217
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	(75,000)
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	1,025,698
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(432,562)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(54,473)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(317,569)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(71,715)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(121,705)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	(14,816)
Managership														(25,000)
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(43,425)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(13,848)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(901)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(686,369)
Closing Balance (Funding Need)	70,561	70,561	70,556	70,556	68,861	68,861	68,856	68,856	68,856	68,856	68,851	67,156	65,461	65,461
Royal Gate Holdings														
Opening Balance	81,876	83,113	94,099	93,400	93,400	91,705	92,010	92,005	91,334	91,334	91,334	91,329	89,634	117,450
Deposits														
Leasing Revenue	1,237	0	0	0	0	0	0	0	0	0	0	0	0	1,963,304
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	(500,000)	0	0	0	0	0	(500,000)
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	3,820,437
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(838,512)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(264,605)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(246,218)
Utilities	0	0	0	0	0	305	0	0	0	0	0	0	0	(728,997)
Operating Suppliers	0	(33)	(694)	0	0	0	0	(671)	0	0	0	0	0	(262,981)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(153,011)
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(77,603)
Insurance	0	11,018	0	0	0	0	0	0	0	0	0	0	0	(40,453)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(873)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	500,000	0	0	0	0	0	(2,700,000)
Closing Balance (Funding Need)	83,113	94,099	93,400	93,400	91,705	92,010	92,005	91,334	91,334	91,334	91,329	89,634	87,939	87,939

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended							Week Ended						Actual
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14	Actual 12-Dec-14	57 wks ended 12-Dec-14
Salmon River Prop														
Opening Balance	954	955	955	950	950	951	951	946	946	946	1,946	1,941	981	160
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	1,000	0	0	0	1,000	0	0	0	0	1,000	0	0	0	25,000
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	5,900
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(7,800)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(35)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(9,027)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	(38)	0	0	0	(38)	0	0	0	0	0	0	0	0	(382)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(829)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	955	955	950	950	951	951	946	946	946	1,946	1,941	981	20	20
Skyway														
Opening Balance	19,567	19,567	14,572	9,655	9,655	8,694	8,694	8,689	8,689	8,689	6,674	4,238	3,277	(134)
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	85,622
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	144,000
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	35,500
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	451,663
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(56,001)
Property Taxes	0	(88)	0	0	0	0	0	0	0	0	0	0	0	(214,131)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	2,047
Utilities	0	(4,502)	0	0	0	0	0	0	0	0	0	0	5,861	(79,414)
Operating Suppliers	0	(406)	(4,912)	0	0	0	0	0	0	(2,015)	0	0	0	(42,135)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(11,981)
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	0	0	0	0	0	0	0	0	0	(2,431)	0	0	(11,336)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(892)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(281,663)
Closing Balance (Funding Need)	19,567	14,572	9,655	9,655	8,694	8,694	8,689	8,689	8,689	6,674	4,238	3,277	8,178	8,178
Tisdale														
Opening Balance	25,278	25,278	25,087	25,082	25,082	24,122	24,122	24,117	24,117	24,117	24,117	24,112	23,151	1,718
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	15,417
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	(600,000)
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	47,600
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	1,353,257
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(75,000)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(2,671)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(3,774)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	0	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	(191)	0	0	0	0	0	0	0	0	0	0	0	(382)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(1,008)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(700,000)
Closing Balance (Funding Need)	25,278	25,087	25,082	25,082	24,122	24,122	24,117	24,117	24,117	24,117	24,112	23,151	22,191	22,191

Bernstein/Walton Jointly Owned Compa
Cashflow

	Week Ended							Week Ended						Actual
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	57 wks ended
	19-Sep-14	26-Sep-14	3-Oct-14	10-Oct-14	17-Oct-14	24-Oct-14	31-Oct-14	7-Nov-14	14-Nov-14	21-Nov-14	28-Nov-14	5-Dec-14	12-Dec-14	12-Dec-14
Twin Dragon														
Opening Balance	40,703	40,703	39,878	39,868	39,694	37,999	37,999	37,989	37,989	37,989	37,989	37,979	36,284	68,016
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	494,218
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	(1,202,924)
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	2,108,371
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(233,165)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	(74,442)
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(54,483)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(29,062)
Operating Suppliers	0	(825)	0	(174)	0	0	0	0	0	0	0	0	0	(84,313)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	(13,843)
Property Management	0	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(33,640)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(9,226)
Bank Fees	0	0	(10)	0	0	0	(10)	0	0	0	(10)	0	0	(920)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	(900,000)
Closing Balance (Funding Need)	40,703	39,878	39,868	39,694	37,999	37,999	37,989	37,989	37,989	37,989	37,979	36,284	34,589	34,589
West Mall														
Opening Balance	602,110	614,669	601,439	709,127	628,246	711,556	496,705	427,257	454,941	455,805	467,363	459,211	347,400	167,480
Deposits														
Leasing Revenue	15,059	10,589	108,849	3,679	100,283	5,436	0	129,307	3,679	11,565	5,443	143,870	9,115	3,076,798
Funding-Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	(47,630)	0	0	0	(47,630)	0	0	0	(47,630)	0	(666,823)
Property Taxes	0	0	0	0	0	(216,904)	0	0	0	0	0	0	0	(615,221)
GST	0	0	0	0	0	0	(57,265)	0	0	0	0	(184,088)	0	(392,513)
Utilities	0	(4,308)	(646)	(18,531)	0	(3,335)	0	(18,788)	(728)	0	(2,661)	1,175	(20,141)	(301,356)
Operating Suppliers	0	(19,510)	(505)	(3,060)	(4,685)	(49)	(12,171)	(19,866)	(2,088)	(6)	(10,925)	(1,370)	(2,566)	(463,582)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(68,930)
Interest on S/T Loan	0	0	0	(15,339)	0	0	0	(15,339)	0	0	0	(15,339)	0	(214,740)
Equity Return/Shareholder Loan	0	0	0	0	0	0	0	0	0	0	0	0	0	(26,537)
Property Management	0	0	0	0	(9,787)	0	0	0	0	0	0	(8,429)	(3,681)	(130,186)
Insurance	(2,501)	0	0	0	(2,501)	0	0	0	0	0	0	0	0	(33,361)
Bank Fees	0	0	(10)	0	0	0	(11)	0	0	0	(9)	0	0	(904)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	614,669	601,439	709,127	628,246	711,556	496,705	427,257	454,941	455,805	467,363	459,211	347,400	330,127	330,127
Weston Lands														
Opening Balance	941	(24)	2,218	2,320	941	944	130	1,125	210	1,130	2,130	2,058	880	118
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Funding-Manager	0	0	1,000	0	1,000	0	1,000	0	16,000	1,000	0	0	1,000	154,000
Sale Proceeds to Manager	0	0	0	0	0	0	0	0	0	0	0	0	0	25,950
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(71,189)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Utilities	0	0	0	(1,379)	0	(814)	0	(50)	0	0	0	(19)	0	(35,869)
Operating Suppliers	0	(117)	(893)	0	(37)	0	0	(864)	0	0	(68)	(199)	0	(21,654)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(961)	0	0	0	(961)	0	0	0	0	0	0	(961)	(961)	(12,967)
Insurance	0	2,360	0	0	0	0	0	0	(15,080)	0	0	0	0	(36,446)
Bank Fees	(5)	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(1,024)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	(24)	2,218	2,320	941	944	130	1,125	210	1,130	2,130	2,058	880	919	919

Bernstein/Walton Jointly Owned Compa
Cashflow

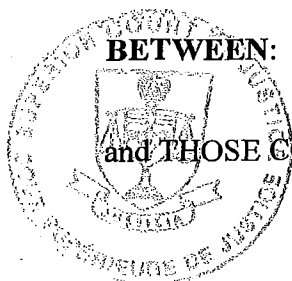
	Week Ended							Week Ended						Actual 57 wks ended 12-Dec-14
	Actual 19-Sep-14	Actual 26-Sep-14	Actual 3-Oct-14	Actual 10-Oct-14	Actual 17-Oct-14	Actual 24-Oct-14	Actual 31-Oct-14	Actual 7-Nov-14	Actual 14-Nov-14	Actual 21-Nov-14	Actual 28-Nov-14	Actual 5-Dec-14	Actual 12-Dec-14	
Wynford														
Opening Balance	336	641	641	636	636	941	941	936	936	936	936	1,931	236	84,986
Deposits														
Leasing Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0	291,555
Funding-Manager	2,000	0	0	0	2,000	0	0	0	0	0	1,000	0	2,000	40,400
Sale Proceeds to Manager														
Funding-Walton	0	0	0	0	0	0	0	0	0	0	0	0	0	1,450
Sale of Real Property (net)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Disbursements														
Mortgages	0	0	0	0	0	0	0	0	0	0	0	0	0	(333,464)
Property Taxes	0	0	0	0	0	0	0	0	0	0	0	0	0	0
GST	0	0	0	0	0	0	0	0	0	0	0	0	0	(32,214)
Utilities	0	0	0	0	0	0	0	0	0	0	0	0	0	(3,720)
Operating Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	(18,817)
Project Suppliers	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Property Management	(1,695)	0	0	0	(1,695)	0	0	0	0	0	0	(1,695)	(1,695)	(25,961)
Insurance	0	0	0	0	0	0	0	0	0	0	0	0	0	(2,759)
Bank Fees	0	0	(5)	0	0	0	(5)	0	0	0	(5)	0	0	(915)
GIC (Purchase) Redemption	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Closing Balance (Funding Need)	641	641	636	636	941	941	936	936	936	936	1,931	236	541	541

Appendix “C”

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR JUSTICE)
D.M. BROWN)
)

WEDNESDAY, THE 18TH
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

CLAIMS PROCEDURE ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the Court-appointed manager (the "**Manager**") of certain companies listed in Schedule "B" to the Order of Justice Newbould dated November 5, 2013 (the "**Companies**") together with the real estate properties owned by the Companies (the "**Properties**"), as amended by Order of Justice Newbould dated January 16, 2014, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the 13th Report of the Manager dated June 12, 2014, and on hearing the submissions of counsel for the Manager and _____, and no one appearing for any other person on the service list:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record filed in support of this Motion be and it is hereby abridged such that the Motion is properly returnable today and hereby dispenses with further service thereof.

DEFINITIONS

2. The following terms shall have the following meanings ascribed thereto:
 - (a) “**Business Day**” means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
 - (b) “**Claim**” means any right of any Person against the applicable Company in connection with any indebtedness, liability or obligation of any kind of the applicable Company, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known, or unknown, by guarantee, surety or otherwise and whether or not such right is executory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, and including any indebtedness, liability or obligation of any kind arising out of the restructuring, termination, repudiation or disclaimer of any lease, contract, employment agreement or other agreement (each a “**Claim**”, and collectively, the “**Claims**”), provided however, that “**Claim**” shall not include an Excluded Claim;
 - (c) “**Claimant**” means any Person asserting a Claim;
 - (d) “**Claims Bar Date**” means 4:00 p.m. (Toronto Time) on the date that is 30 days from the applicable Claims Notice Date, or such later date as may be ordered by the Court;

- (e) **“Claims Notice Date”** means the date on which the Manager sends the Proof of Claim Document Package to the Known Creditors of the applicable Company pursuant to paragraph 5(a) this Order;
- (f) **“Claims Process”** means a process for the purposes of identifying and determining Claims of Creditors of a particular Company against such Company commenced and conducted by the Manager in accordance with the terms of this Order;
- (g) **“Companies”** shall have the meaning ascribed to such term in the recitals hereto;
- (h) **“Court”** means the Ontario Superior Court of Justice;
- (i) **“Creditor”** means any Person having a Proven Claim;
- (j) **“Dispute Notice”** means a written notice to the Manager, in substantially the form attached as Schedule “G” hereto, delivered to the Manager by a Claimant who has received a Notice of Disallowance, of its intention to dispute such Notice of Disallowance and provide further evidence to support its claim;
- (k) **“Excluded Claim”** means the following claims, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown:
 - (i) claims secured by any court-ordered charge in these proceedings;
 - (ii) claims between any two of the Companies or between any of the Companies and any of the Applicants or Respondents;
 - (iii) claims by any of the Applicants or the Respondents, including those arising from the disputes between the Applicants and the Respondents that are the subject of other litigation in these proceedings; and,
 - (iv) to the extent not already included in (iii) above, any claims arising from or relating to an equity interest in the Companies, including but not limited to

the ownership of shares issued by the Companies or the right to acquire or receive shares in the capital of the Companies.

- (l) “**Instruction Letter**” means the instruction letter to Claimants, in substantially the form attached as Schedule “D” hereto;
- (m) “**Known Creditors**” means:
 - (i) those Creditors which the books and records of the applicable Company disclose were owed monies by the applicable Company as of five Business Days prior to the Claims Notice Date and which monies remain unpaid in whole or in part;
 - (ii) any Person who commenced a legal proceeding against the applicable Company which legal proceeding was commenced and served upon the applicable Company prior to five Business Days prior to the Claims Notice Date;
 - (iii) any Person who is party to a lease, contract, employment agreement or other agreement of the applicable Company which was terminated or disclaimed by the applicable Company prior to five Business Days prior to the Claims Notice Date other than Persons whose claim has been satisfied and released; and
 - (iv) any other Creditor actually known to the applicable Company as at five Business Days prior to the Claims Notice Date;
- (n) “**Manager**” shall have the meaning ascribed to such term in the recitals hereto;
- (o) “**Notice of Disallowance**” means the notice, in substantially the form attached as Schedule “F” hereto, advising a Claimant that the Manager has revised or rejected all or part of such Claimant’s Claim set out in the Proof of Claim;
- (p) “**Notice to Creditors**” means the notice to Creditors for publication in substantially the form attached as Schedule “C” hereto;

- (q) **“Person”** means any individual, partnership, joint venture, trust, corporation, unincorporated organization, government or agency or instrumentality thereof, or any other juridical entity howsoever designated or constituted;
- (r) **“Proof of Claim”** means the form of Proof of Claim in substantially the form attached as Schedule “E” hereto;
- (s) **“Proof of Claim Document Package”** means a document package that includes a copy of the Instruction Letter, a Proof of Claim, and such other materials as the Manager may consider appropriate or desirable;
- (t) **“Properties”** shall have the meaning ascribed to such term in the recitals hereto;
- (u) **“Property Sale”** shall have the meaning ascribed to such term in paragraph 4 of this Order; and
- (v) **“Proven Claim”** means the amount of a Claim of a Creditor against the applicable Company as finally accepted and determined in accordance with the provisions of this Order.

MANAGER’S ROLE

3. THIS COURT ORDERS that the Manager, in addition to its rights and obligations under the Order of Justice Newbould dated November 5, 2013, as supplemented, amended or varied from time to time, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order.

COMMENCEMENT OF A CLAIMS PROCESS

4. THIS COURT ORDERS that, following the completion of the sale of a Company’s Property (each, a **“Property Sale”**), the Manager is hereby authorized, but not required, to commence and conduct a Claims Process, without further Order of the Court, in respect of such Company upon determination by the Manager, in its sole discretion, that such a Claims Process is appropriate in the circumstances, and the Manager shall

commence and conduct each such Claims Process in accordance with the terms of this Order.

NOTICE TO CREDITORS

5. THIS COURT ORDERS that:

- (a) following the completion of a Property Sale and the determination by the Manager that a Claims Process in respect of the applicable Company is appropriate in the circumstances, the Manager shall post a copy of the Proof of Claim Document Package on <http://www.schonfeldinc.com> and deliver on behalf of the applicable Company to each of the Known Creditors of such Company (for which it has an address) a copy of the Proof of Claim Document Package;
- (b) the Manager shall cause the Notice to Creditors to be published in the National Post once on or before the date that is ten (10) days after the applicable Claims Notice Date; and
- (c) the Manager shall, provided such request is received prior to the applicable Claims Bar Date, deliver as soon as reasonably possible following receipt of a request, a copy of the Proof of Claim Document Package to any Person claiming to be a Creditor of the applicable Company and requesting such material.

CREDITORS' CLAIMS

6. THIS COURT ORDERS that Proofs of Claim shall be filed with the Manager and that any Creditor that does not file a Proof of Claim in respect of all of its Claims as provided for herein such that such Proof of Claim is received by the Manager on or before the applicable Claims Bar Date (a) shall be and is hereby forever barred from making or enforcing any Claim against the applicable Company; and (b) shall not be entitled to any further notice, or to participate as a creditor in these proceedings.

DETERMINATION OF CLAIMS

7. THIS COURT ORDERS that the amount and status of every Claim of a Creditor as finally determined in accordance with this Order, including any determination as to the nature, amount, value, priority or validity of any Claim shall be final for all purposes, including without limitation for any distribution made to Creditors of the applicable Company pursuant to further Order of the Court.

PROOFS OF CLAIM

8. THIS COURT ORDERS that:
 - (a) the Manager may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to completion and execution of Proofs of Claim; and
 - (b) any Claims denominated in any currency other than Canadian dollars shall, for the purposes of this Order and the applicable Claims Process, be converted to, and constitute obligations in, Canadian dollars, such calculation to be effected by the Manager using the Bank of Canada noon spot rate as at the applicable Claims Bar Date.

REVIEW OF PROOFS OF CLAIM

9. THIS COURT ORDERS that the Manager shall review all Proofs of Claim filed on or before the applicable Claims Bar Date and shall accept or disallow (in whole or in part) the amount and/or status of the Claim set out therein. At any time, the Manager may request additional information with respect to the Claim, and may request that the Creditor file a revised Proof of Claim. The Manager shall notify each Claimant who has delivered a Proof of Claim by the applicable Claims Bar Date as to whether such Claim has been revised or rejected, and the reasons therefor, by sending a Notice of Disallowance.

10. THIS COURT ORDERS that, where a Claim has been accepted by the Manager as a Proven Claim, such Claim shall constitute such Creditor's Proven Claim for all purposes, including for the purposes of distribution by the Manager pursuant to further Order of the Court.
11. THIS COURT ORDERS that, where a Claim has been disallowed (in whole or in part), the disallowed Claim (or disallowed portion thereof) shall not be a Proven Claim unless the Claimant has disputed the disallowance and proven the disallowed Claim (or portion thereof) in accordance with paragraphs 12 to 16 of this Order.

DISPUTE NOTICE

12. THIS COURT ORDERS that any Claimant who intends to dispute a Notice of Disallowance shall file a Dispute Notice with the Manager as soon as reasonably possible but in any event such that such Dispute Notice shall be received by the Manager on or before 4:00 p.m. (Toronto Time) on the day that is fourteen (14) days after the Manager sends the Notice of Disallowance in accordance with paragraph 19 of this Order. The filing of a Dispute Notice with the Manager within the time set out in this paragraph shall constitute an application to have the amount or status of such Claim determined as set out in paragraphs 14 to 16 of this Order.
13. THIS COURT ORDERS that where a Claimant that receives a Notice of Disallowance fails to file a Dispute Notice with the Manager within the time limit set out in paragraph 12 of this Order, the amount and status of such Claimant's Claim shall be deemed to be as set out in the Notice of Disallowance and such amount and status, if any, shall constitute such Claimant's Proven Claim.

RESOLUTION OF CLAIMS

14. THIS COURT ORDERS that as soon as practicable after the delivery of the Dispute Notice to the Manager, the Claimant and the Manager shall attempt to resolve and settle the Claimant's Claim.

15. THIS COURT ORDERS that in the event that the dispute between the Claimant and the Manager is not settled within a time period or in a manner satisfactory to the Manager, the Manager may bring the dispute before the Court for determination.
16. THIS COURT ORDERS that the determination of a Claim by the Court shall be final and binding for all purposes.

NOTICE OF TRANSFEREES

17. THIS COURT ORDERS that if, after November 5, 2013, the holder of a Claim on November 5, 2013, or any subsequent holder of the whole of a Claim, transfers or assigns the whole of such Claim to another Person, neither the applicable Company nor the Manager shall be obligated to give notice to or to otherwise deal with a transferee or assignee of a Claim as the Claimant in respect thereof unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received by the Manager, at least five (5) Business Days prior to any distribution by the Manager pursuant to a further Order of the Court, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim, and such Claim, shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Order prior to receipt by the Manager of satisfactory evidence of such transfer or assignment.

DISTRIBUTION

18. THIS COURT ORDERS that the distribution to Creditors of any funds held by the Manager in respect of the sale of any of the Properties in these proceedings shall be subject to further Order(s) of the Court. Nothing herein shall prevent the Manager from seeking an order, by way of motion on notice to the Applicants and Respondents and affected parties, authorizing a partial distribution to satisfy, in whole or in part, Proven Claims with respect to any of the Companies, prior to any final determination of the Excluded Claims.

SERVICE AND NOTICE

19. THIS COURT ORDERS that the Manager shall be at liberty to deliver the Proof of Claim Document Package, and any letters, notices or other documents to Creditors, Claimants or other interested Persons, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission to such Persons at the address as last shown on the records of the applicable Company and that any such service or notice by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by mail, on the second Business Day after mailing.
20. THIS COURT ORDERS that any notice or other communication (including, without limitation, Proofs of Claim and Dispute Notices) to be given under this Order by a Claimant or a Creditor to the Manager shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission addressed to:

Schonfeld Inc.
Court-appointed Manager of the Companies
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

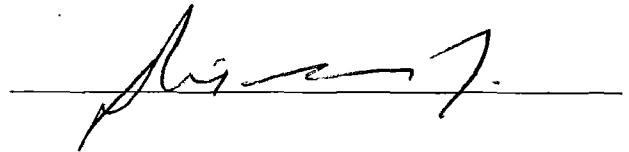
Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail harlan@schonfeldinc.com
Fax: 416-862-2136

Any such notice or other communication by a Claimant or Creditor shall be deemed received only upon actual receipt thereof by the Manager during normal business hours on a Business Day.

MISCELLANEOUS

21. THIS COURT ORDERS that nothing in this Claims Procedure Order shall be taken to determine the priorities between the claims made in the Notice of Application in this proceeding and the Proven Claims of any Creditor.

22. 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.

A handwritten signature in black ink, appearing to be "S. J.", written over a horizontal line.

6317672.4

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

A handwritten mark consisting of several overlapping, curved lines, resembling a stylized signature or a stamp.

JUN 19 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

**NOTICE TO CREDITORS
OF [THE COMPANY], BEING THE FORMER OWNER OF THE PROPERTY
MUNICIPALLY KNOWN AS [ADDRESS]
(hereinafter referred to as the "Company")**

RE: NOTICE OF CLAIMS PROCESS AND CLAIMS BAR DATE

NOTICE IS HEREBY GIVEN that pursuant to an Order of the Ontario Superior Court of Justice made ●, 2014 (the "**Claims Procedure Order**"), a claims process has been commenced for the purpose of identifying and determining Claims against the Company.

PLEASE TAKE NOTICE that the claims process applies only to the Claims described in the Claims Procedure Order. The Company's creditors should have received Proof of Claim Document Packages, if those creditors are known to the Company and if the Company has a current address for such creditors. Any creditor who has not received a Proof of Claim Document Package and who believes that he, she or it has a Claim against the Company under the Claims Procedure Order must contact the Manager by telephone (416-862-7785) or by fax (416-862-2136) in order to obtain a Proof of Claim form. Creditors may also obtain copies of the Claims Procedure Order and Proof of Claim forms from the Manager's website: <http://www.schonfeldinc.com>.

THE CLAIMS BAR DATE is 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Notice Date pursuant to the Claims Procedure Order]. Completed Proofs of Claim must be received by the Manager by the Claims Bar Date. It is your responsibility to ensure that the Manager receives your Proof of Claim by the above-noted time and date.

CLAIMS OF CREDITORS WHO DO NOT FILE A PROOF OF CLAIM IN RESPECT OF SUCH CLAIMS BY THE CLAIMS BAR DATE SHALL BE FOREVER EXTINGUISHED AND BARRED.

DATED at Toronto this _____ day of _____, 2014.

**SCHONFELD INC.,
in its capacity as Court-appointed
Manager of the Company**

SCHEDULE D

INSTRUCTION LETTER FOR THE CLAIMS PROCESS FOR CREDITORS OF [THE COMPANY] (hereinafter referred to as the "Company")

A. CLAIMS PROCESS

By Order of the Ontario Superior Court of Justice made ●, 2014 (the "**Claims Procedure Order**"), Schonfeld Inc., in its capacity as Court-appointed Manager, has been authorized to conduct a claims process in respect of Claims against the Company (the "**Claims Process**"). A copy of the Claims Procedure Order and other related information can be obtained from the Manager's website: <http://www.schonfeldinc.com>.

This letter provides general instructions for completing a Proof of Claim form in connection with the Claims Process. Capitalized terms not defined within this instruction letter shall have the meaning ascribed thereto in the Claims Procedure Order.

The Claims Process is intended to identify and determine the amount of Claims against the Company. Please review the Claims Procedure Order for the full terms of the Claims Process.

If you have any questions regarding the Claims Process, please consult the website of the Court-appointed Manager provided above, or contact the Manager at the address provided below.

All notices and enquiries with respect to the Claims Process should be addressed to the Court-appointed Manager by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission addressed at:

Schonfeld Inc.
Court-appointed Manager of the Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail harlan@schonfeldinc.com
Fax: 416-862-2136

B. FOR CREDITORS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim against the Company, you must file a Proof of Claim with the Manager. The Proof of Claim must be received by the Manager **by 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Notice Date pursuant to the Claims Procedure Order], the Claims Bar Date.** It is your responsibility to ensure that the Manager receives your Proof of Claim by the above-noted time and date.

IF YOU DO NOT FILE A PROOF OF CLAIM IN RESPECT OF ANY SUCH CLAIMS BY THE CLAIMS BAR DATE, YOUR CLAIMS SHALL BE FOREVER EXTINGUISHED AND BARRED.

All Claims denominated in a currency other than Canadian dollars shall be converted by the Manager to Canadian dollars at the Bank of Canada noon spot rate as at the Claims Bar Date.

C. ADDITIONAL PROOF OF CLAIM FORMS

Additional Proof of Claim forms and other related information, including the Claims Procedure Order establishing the Claims Process, can be obtained from the Manager's website at <http://www.schonfeldinc.com>, or by contacting the Manager at the telephone and fax numbers indicated above.

DATED at Toronto this _____ day of _____, 2014.

**SCHONFELD INC.,
in its capacity as Court-appointed
Manager of the Company**

SCHEDULE E

**PROOF OF CLAIM RELATING TO [THE COMPANY],
BEING THE FORMER OWNER OF THE PROPERTY MUNICIPALLY KNOWN AS
[ADDRESS]
(hereinafter referred to as "the Company")**

A. PARTICULARS OF CREDITOR:

1. Full Legal Name of Creditor: _____

(the "Creditor"). (Full legal name should be the name of the original Creditor of the Company, notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred).

2. Full Mailing Address of the Creditor (the original Creditor not the assignee):

3. Telephone Number: _____

4. E-Mail Address: _____

5. Facsimile Number: _____

6. Attention (Contact Person): _____

7. Has the Claim been sold or assigned by the Creditor to another party (check one)?

Yes: No:

B. PARTICULARS OF ASSIGNEE(S) (IF ANY):

8. Full Legal Name of Assignee(s):

(If Claim (or a portion thereof) has been assigned, insert full legal name of assignee(s) of Claim (or portion thereof). If there is more than one assignee, please attach a separate sheet with the required information.)

9. Full Mailing Address of Assignee(s):

10. Telephone Number of Assignee(s): _____

11. E-Mail Address: _____

12. Facsimile Number: _____

13. Attention (Contact Person): _____

C. PROOF OF CLAIM:

I, _____
[name of Creditor or Representative of the Creditor], of

_____ do hereby certify:
(city and province)

(a) that I (check one)

am the Creditor of the Company; OR

am _____ (state position or title) of

(name of Creditor)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) the Creditor asserts its claim against the Company; and

(d) the Company was and still is indebted to the Creditor \$ _____ : (Claims denominated in a currency other than Canadian dollars shall be converted by the Manager to Canadian Dollars at the Bank of Canada noon spot rate as at the Claims Bar Date.)

D. NATURE OF CLAIM

(check and complete appropriate category)

A. UNSECURED CLAIM OF \$ _____

That in respect of this debt, I do not hold any security.

B. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold security valued at \$ _____ particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

E. PARTICULARS OF CLAIM:

Other than as already set out herein the particulars of the undersigned's total Claim are attached.

(Provide all particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, date and amount of invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted by the Company to the Creditor and estimated value of such security.)

F. FILING OF CLAIM

This Proof of Claim must be received by the Manager by no later than 4:00 p.m. (Toronto Time) on [INSERT DATE, being 30 days from the Claims Notice Date pursuant to the Claims Procedure Order], the Claims Bar Date, by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission at the following address:

Schonfeld Inc.
Court-appointed Manager of the Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail harlan@schonfeldinc.com
Fax: 416-862-2136

FAILURE TO FILE YOUR PROOF OF CLAIM AS DIRECTED BY THE CLAIMS BAR DATE WILL RESULT IN YOUR CLAIM BEING BARRED AND IN YOU BEING PREVENTED FROM MAKING OR ENFORCING A CLAIM AGAINST THE COMPANY. In addition, you shall not be entitled to further notice, and shall not be entitled to participate as a creditor, in these proceedings.

Dated at _____ this ____ day of _____, 2014.

Signature of Creditor

SCHEDULE F

**NOTICE OF DISALLOWANCE RELATING TO [THE COMPANY]
(hereinafter referred to as "the Company")**

TO: [insert name and address of creditor]

The Court-appointed Manager hereby gives you notice that it has reviewed your Claim and has revised or rejected your Claim as follows:

	The Proof of Claim as Submitted	The Proof of Claim as Accepted
Claim		

A. Reasons for Disallowance or Revision:

[insert explanation]

If you do not agree with this Notice of Disallowance, please take notice of the following:

If you dispute this Notice of Disallowance, you must, by no later than 4:00 p.m. (Toronto Time) on [INSERT DATE, being fourteen (14) days after the Notice of Disallowance is sent by the Manager pursuant to the Claims Procedure Order], notify the Manager by delivery of a Dispute Notice to the following address:

Schonfeld Inc.
Court-appointed Manager of the Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail: harlan@schonfeldinc.com
Fax: 416-862-2136

The form of Dispute Notice is enclosed. If you do not deliver a Dispute Notice by the above-noted time and date, your Claim shall be deemed to be as set out in this Notice of Disallowance.

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF DISALLOWANCE WILL BE BINDING UPON YOU.

DATED at Toronto, this ____ day of _____, 2014.

**SCHONFELD INC.,
in its capacity as Court-appointed
Manager of the Company**

SCHEDULE G

**DISPUTE NOTICE RELATING TO [THE COMPANY]
(hereinafter referred to as "the Company")**

A. PARTICULARS OF CREDITOR:

1. Full Legal Name of Creditor: _____

(Signature of individual completing this
Dispute Notice)

Date

2. Full Mailing Address of the Creditor:

3. Telephone Number: _____

4. E-Mail Address: _____

5. Facsimile Number: _____

B. REASONS FOR DISPUTE:

We hereby give you notice of our intention to dispute the Notice of Disallowance dated _____, 2014.

(Provide full particulars of the Claim and supporting documentation. Attach additional page if necessary.)

This Dispute Notice must be returned by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission and be received by the Manager by no later than **4:00 P.M. (TORONTO TIME) ON [INSERT DATE, being fourteen (14) days after the Notice of Disallowance is sent by the Manager pursuant to the Claims Procedure Order]** at the following address:

Schonfeld Inc.
Court-appointed Manager of the Company
438 University Avenue
21st Floor
Toronto, ON M5G 2K8

Attention: S. Harlan Schonfeld
Telephone: 416-862-7785, Extension 1
E-mail: harlan@schonfeldinc.com
Fax: 416-862-2136

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

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: 416.979.1 234

Lawyers for the Manager

Appendix “D”

Schedule C Properties - Claims Process

Disallowed, not disputed N/D
 Disallowed, dispute period not expired

Company	Creditor	Filing Status	Billings	Costs	Interest	Total	Notice of (Partial) Disallowance	Allowed Billings	Costs	Interest	Total	Disputed	
Secured claims where lien was not perfected													
Front Church	1	1771105 Ontario	Secured	47,742.50									
			Unsecured		1,200.00				43,957.00				
			Total	47,742.50	1,200.00	0.00	48,942.50	3-Dec-14	43,957.00	0.00	0.00	43,957.00	
	2	Ample Electric	Secured	8,904.40									
			Unsecured						7,006.00				
			Total	8,904.40	0.00	0.00	8,904.40	3-Dec-14	7,006.00	0.00	0.00	7,006.00	
	3	Blue Air Mechanical	Secured	13,560.00	1,834.10								
			Unsecured						13,560.00				
			Total	13,560.00	1,834.10	0.00	15,394.10	3-Dec-14	13,560.00	0.00	0.00	13,560.00	
	4	Cai Quan Construction	Secured	58,556.60									
			Unsecured						53,867.10				
			Total	58,556.60	0.00	0.00	58,556.60	3-Dec-14	53,867.10	0.00	0.00	53,867.10	
5	Engcon Construction	Secured	25,086.00										
		Unsecured						24,860.00					
		Total	25,086.00	0.00	0.00	25,086.00	3-Dec-14	24,860.00	0.00	0.00	24,860.00		
6	G-Line Sun Control	Secured	3,384.35										
		Unsecured						3,384.35					
		Total	3,384.35	0.00	0.00	3,384.35	4-Dec-14	3,384.35	0.00	0.00	3,384.35		
7	Maxguard Alarm and Security	Secured	4,237.50										
		Unsecured						4,237.50					
		Total	4,237.50	0.00	0.00	4,237.50	4-Dec-14	4,237.50	0.00	0.00	4,237.50		
8	NET Drywall	Secured	75,755.00										
		Unsecured						75,755.00					
		Total	75,755.00	0.00	0.00	75,755.00	4-Dec-14	75,755.00	0.00	0.00	75,755.00	8-Dec-14	
9	Perfect Painting & Renovation	Secured	18,645.00										
		Unsecured						18,645.00					
		Total	18,645.00	0.00	0.00	18,645.00	4-Dec-14	18,645.00	0.00	0.00	18,645.00		
10	Roofing Medics	Secured	40,002.00										
		Unsecured						40,002.00					
		Total	40,002.00	0.00	0.00	40,002.00	4-Dec-14	40,002.00	0.00	0.00	40,002.00		
11	WBA Architects and Engineers	Secured	11,447.01										
		Unsecured						11,447.01					
		Total	11,447.01	0.00	0.00	11,447.01	4-Dec-14	11,447.01	0.00	0.00	11,447.01		
12	World Electric	Secured	28,730.46										
		Unsecured						28,730.46					
		Total	28,730.46	0.00	0.00	28,730.46	4-Dec-14	28,730.46	0.00	0.00	28,730.46		

Claims disputed for reasons other than lien not being perfected

Front Church	1	Collins Barrow	Secured	361,750.00									
			Unsecured						0.00				
			Total	361,750.00	0.00	0.00	361,750.00	13-Nov-14	0.00	0.00	0.00	0.00	N/D
	2	Cushman Wakefield	Secured	349,170.00									
Unsecured								349,170.00					
Total			349,170.00	0.00	0.00	349,170.00	28-Nov-14	349,170.00	0.00	0.00	349,170.00	12-Dec-14	
3	Laser Heating & Air Conditioning	Secured	39,852.11	9,963.02									
		Unsecured						39,307.45					
		Total	39,852.11	9,963.02	0.00	49,815.13	4-Dec-14	39,307.45	0.00	0.00	39,307.45		
4	Wendy Gaucher	Secured											
		Unsecured	165,000.00										
		Total	165,000.00	0.00	0.00	165,000.00		0.00	0.00	0.00	0.00		

Appendix “E”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)
)
)
)

THURSDAY, THE 16th DAY

JUSTICE NEWBOULD

OF JANUARY, 2014

B E T W E E N:

**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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT**

THIS MOTION made by Schonfeld Inc. (the "Manager") in its capacity as Manager appointed pursuant to the Order of Justice Newbould dated November 5, 2013 (the "November 5 Order") for an Order, *inter alia*: (i) approving the funding arrangement negotiated between the Manager and the Applicants to provide funding for the Manager's fees and disbursements and limited ongoing operation of the companies listed in the Schedule "B" hereto (the "Companies"); (ii) authorizing and directing the Manager to post pleadings, orders and other publicly filed information relating to this matter on its website; (iii) permitting persons claiming to be entitled to liens under the *Construct Lien Act*, R.S.O. 1990 c.C.30 to relief from the stay provisions of the November 5 Order solely to allow them to register claims for liens against the Properties and to issue and serve statements of claim to perfect and protect their alleged security interests; (iv) amending schedule "B" to the November 5 Order to correct certain typographical errors; (v)

directing the Respondents to provide forthwith information and documentation confirming the balance of the statutory Reserve Fund constituted under the *Condominium Act, 1998 S.O. 1998, Chapter 19* (the "Reserve Fund") held by them or anyone affiliated with them or under their direction or control on behalf of the Metropolitan Toronto Condominium Corporation 1037 on or before January 20, 2014; approving the fees and disbursements of the Manager and its counsel; approving the First Report of the Manager dated January 5, 2014 (the "First Report"), the Second Report of the Manager dated January 14, 2014 (the "Second Report") and the activities described therein.

ON READING the First Report, the Second Report and on hearing submissions from

counsel to the Manager, the Applicants and the Respondents, *Ronald Walton, Rose + Thistle and Eglinton Castle, the Respondent Norma Walton, Riocan, Trinity, TCE Beta Services Inc., Atrium Mortgage Investment Corporation, B+M Handelman Investments,*

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the *E. Manson Group,* Motion Record is hereby abridged so that this motion is properly returnable today and *Trez Capital,* further service thereof is dispensed with. *Harbour Mortgage Corp.)*

2. **THIS COURT ORDERS** that the funding arrangement negotiated between the Manager *Otera Capital,* and the Applicants to provide funding for the Manager's fees and disbursements and the *ACM CMF Services Ltd* limited ongoing operation of the Companies as described in the Second Report is hereby approved. *C*

3. **THIS COURT ORDERS** that the Manager is hereby authorized to post pleadings, *MS.* orders and other publicly filed information relating to this matter on its website.

4. **THIS COURT ORDERS** that persons claiming to be entitled to liens under the *Construction Lien Act, R.S.O. 1990, c.C.30* are hereby granted relief from the stay provisions of the November 5 Order solely to allow them to register claims for liens against the Properties and to issue and serve statements of claim to perfect and protect their alleged security interests.


5. **THIS COURT ORDERS** that Schedule "B" to the November 5 Order is hereby amended as follows to correct typographical errors:

(a) Royal Gate Nominee Inc., Royal Gate (Land) Nominee Inc., El-Ad (1500 Don Mills) Limited and Liberty Village Properties Ltd. are added; and

(b) Liberty Village Properties Inc. and El-Ad Limited are removed.

6. **THIS COURT ORDERS** that the Respondents provide forthwith information and documentation confirming the balance of the Reserve Fund held by them or anyone affiliated with them or under their direction or control on behalf of Metropolitan Toronto Condominium Corporation 1037 on or before January 20, 2014; and

7. **THIS COURT ORDERS** that the balance of the Manager's motion is adjourned.



ENTRÉE EN REGISTRE À TORONTO
ON / BOOK NO.:
LE / DANS LE REGISTRE NO.:

JAN 16 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 Inc.
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. Dewhurst Development Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.

DBDC SPADINA LTD., - and - NORMA WALTON, et al.

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

et al
Applicants

Respondents

6286886

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

ORDER

Goodmans LLP

Barristers & Solicitors

Bay Adelaide Centre

333 Bay Street, Suite 3400

Toronto, ON M5H 2S7

Fred Myers LSUC#: 26301A

Mark Dunn LSUC#: 55510L

Tel: 416.979.2211

Fax: 416.979.1234

Lawyers for the Manager

Appendix “F”

**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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT

**AFFIDAVIT OF S. HARLAN SCHONFELD
(Sworn December 5, 2014)**

I, S. HARLAN SCHONFELD, of the City of Toronto, in the Province of Ontario,

MAKE OATH AND SAY:

1. I am the President of Schonfeld Inc., in its capacity as Manager and have knowledge of the facts and matters to which I hereinafter depose either through my own knowledge or by informing myself with respect thereto in which case I have indicated the source of my information and belief.

2. On November 5, 2013, pursuant to an order of the Honourable Justice Newbould (the “**Appointment Order**”), Schonfeld Inc. was appointed Manager of companies listed at Schedule “B” of the Appointment Order.

3. The Manager’s mandate was further expanded to include certain other properties listed at Schedule “C” to the Judgment and Order of Justice Brown dated August 12, 2014 (the “**August 12 Order**”).

4. Details of the Manager’s activities from June 1, 2014 up to and inclusive of November 30, 2014, will be provided in the Manager’s Supplementary Report to the Manager’s Twenty Second Report.

5. Attached hereto and marked as Exhibit “A” to this my Affidavit is a true copy of the accounts rendered by the Manager for the period June 1, 2014 to November 30, 2014 (the “**Accounts Approval Period**”) for a total of \$893,711.06 inclusive of HST and disbursements.

6. A total of approximately 2,816.7 hours were expended by the Manager during the Accounts Approval Period in performing services in its capacity as Manager pursuant to the Appointment Order.

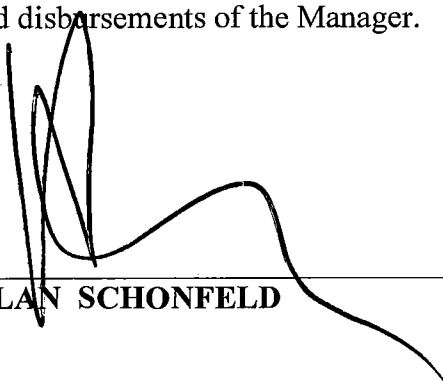
7. The hourly billing rates outlined in Exhibit “A” to this my Affidavit are normal average hourly rates charged by Schonfeld Inc. for services rendered in relation to engagements similar to its engagement as Manager in this matter. These accounts accurately reflect the services provided by the Manager in this matter.

8. This Affidavit is made in support of the Manager's application for approval by this Honourable Court to, among other things; approve the fees and disbursements of the Manager.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario this 5th day of December, 2014.



A Commissioner for taking Affidavits



S. HARLAN SCHONFELD

MAX ALEXANDER LASKIN, a
Commissioner, etc., Province of Ontario,
while a Student-at-Law.
Expires April 24, 2016.

This is Exhibit "A" referred to in the
affidavit of S. Harlan Schonfeld
sworn before me, this 5th
day of December, 2014.



A Commissioner for Taking Affidavits

**MAX ALEXANDER LASKIN, a
Commissioner, etc., Province of Ontario,
while a Student-at-Law.
Expires April 24, 2016.**

Schonfeld Inc.
Receivers+Trustees

July 2, 2014

Norma Walton, Ronauld Walton
The Rose & Thistle Group Ltd. and
Eglinton Castle Inc., and those
Corporations listed on Schedule "B"
of an Order made on November 5, 2013
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #850

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period June 2, 2014
to June 30, 2014 under the terms of an Order dated
November 5, 2013 and as amended appointing Schonfeld Inc
Manager, as detailed in the attached timedockets

Our fee:		\$ 123,100.00
HST @ 13%		<u>16,003.00</u>
Total fee:		<u>\$ 139,103.00</u>
Disbursement:		
Courier	<u>35.74</u>	<u>35.74</u>

Total Fees and Disbursements

\$ 139,138.74

S. Harlan Schonfeld CPA, CIRP	107.5	\$550	\$ 59,125.00
James Merryweather, CGA	135.5	\$400	\$ 54,200.00
Stephanie Williams	10.5	\$150	\$ 1,575.00
Rasha Morkos	164.0	\$50	\$ 8,200.00
TOTAL:	<u>417.5</u>		<u>\$ 123,100.00</u>

H.S.T. #87283 8339 RT0001

Tel. 416.862.7785 Fax. 416.862.2136

info@schonfeldinc.com

438 University Avenue, 21st Floor, Toronto, Ontario Canada M5G 2K8

Timedocket S Harlan Schonfeld CPA, CA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Jun2-14	attend in court re 1 Cityview lien issue; deal w/65 Heward -t/Dan Hunt; deal w/620 Richmond - APS w/Herlin; deal w/1500 Don Mills re tenant and contract issues; Otera payout; deal w/14 Trent and finalize terms of Amendment to APS; deal/ 10th Report of Manager; deal w/115 Skyway sign back; deal w/1485 Dupont draft APS;	6.5
Jun3-14	deal/APS's and closing issues -SOA 14 Trent, 1500 Don Mills, 1003 Queen St E, 620 Bathurst,closing issues and SOA; 65 Front St E order, banking; draft report - sale approvals	4.5
Jun4-14	continue to deal w/APS's; closing issues SOA; operations; Manager's reporting; banking	3.5
Jun5-14	deal w/ and finalize Manager's reports, continue to deal w/ APS's for 620 Richmond , closing issues for 875 Queen, APS for 1485 Dupont,	8.5
Jun6-14	deal w/ offers re 65 Heward; 1485 Dupont, 1 Cityview, 115 Skyway, 355 Weston, t/CBRE to address sign backs, and extensions; deal w/ reports of Manager; draft SOA	6.5
Jun9-14	deal w/preparation for hearing of sales approval; discuss w/Goodmans; review payout statements and SOA	4.5
Jun10-14	in court to deal w/sale approval motion for 5 properties and the adjournment of 875/887 Queen St E; deal w/ 66 Gerrard St E hearing and request; t/CBRE re status of offers for 295 West Mall (Bridgeport); Trez issues and consent; deal w/620 Richmond offer to finalize; Heward offer; Skyway sign back; Dupont APS settled; report court outcome to Colliers; discuss hearing -RioCan;	8.5
Jun11-14	deal w/receipt of offer from Lennard & Co for 65 Heward; t/CBRE re 115 Skyway offer and counter offer; deal w/13th report of Manager	3.0

Timedocket

S Harlan Schonfeld CPA, CA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date:

September 20, 2013

Jun12-14	deal w/13th Report of Manager and finalize; mtg w/Merryweather re properties and call w/BL re 1 Royal Gate, 295 The West Mall, discuss filing of T2's for the companies, deal w/Claims Process draft order; deal w/funding issues, follow up on 1485 Dupont offer and t/buyer and mortgagee; report to Parties	4.5
Jun13-14	deal w/295 The West Mall t/Trez, BL re tenant issues & AP and financial position of property; deal w/Fraser properties sale by mortgagee, t/Goodmans re information request of mortgagee & reply to Griffin; deal/ w/CBRE re 115 Skyway recommendation to sign back offer; 65 Heward review current offers before Manager; 1 Cityview - need to extend; mtg postponed between buyer and tenant and roof inspection delay; accept and deliver 1485 Dupont offer to purchaser, deliver due diligence material, re 620 Richmond - confirm delivery of dd materials; deal 1500 Don Mills closing issues; Undertaking; deal w/Manager's Certificates; report to Parties;	6.5
Jun16-14	deal w/65 Heward APS and sign back; discuss hearing re 1485 Dupont & 66 Gerrard; discuss hearing for 875 Queen; deal w/closing 1500 Don Mills and report to Otera; update on 295 West Mall;	4.5
Jun17-14	deal w/APS 65 Heward and Skyway; t/CBRE; ongoing operations;	4.0
Jun18-14	attend in Court for Managers' 13th report motion; and 10th report - priority issue Red Door mortgagees; deal with APS for Heward and Skyway	4.5

Timedocket

S Harlan Schonfeld CPA, CA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Jun19-14	deal with/reporting to parties on sales and marketing update; deal with/CBRE to address APS for 115 Skyway and 65 Heward; discuss 1 Cityview and 355 Weston possible extensions; call with Trez re offers (\$12.2M & LOI) for 295 The West Mall; attend at Goodmans to sign undertaking for 115 Skyway; extension for 875 Queen & closing documents for 14 Trent; call with Goodmans re Heward sale and Parties reporting; t/Reitan re repayment of Funding pursuant to terms of Jun18 order; closing issues for 14 Trent and tax arrears; emails with Variety Village on realization for 0 Trent;	5.5
Jun20-14	deal w/extension request for 1 Cityview and 1 Royal Gate; call w/CBRE re 355 Weston Rd - out of contract; receive and review Brown J reasons re Queen St Red Door mortgage priority issue; email w/insurer re 9-11 Cityview insurance claim;	4.5
Jun23-14	deal /extensions re 1 Cityview, 1 Royal Gate; ongoing property issues;	1.5
Jun24-14	deal w/65 Heward deposit; 14 Trent extension request to Jun27th; 1 Royal Gate request to extend to 27th - request consent of Trez; 1003 Queen St E request re insurance; 295 West Mall offers - Bridgepoint - Goodman - Hinn discuss w/Trez	4.5
Jun25-14	deal w/ extension to APS's re 1 Cityview; deal w/295 The West mall APS and sign back call w/Goodmans to discuss & with Trez; deal w/claims process; reporting to parties; 153 Eddystone sign back;	5.5
Jun26-14	attend in court for 887-885 Queen hearing; deal w/closings for Trent & Royal Gate; deal w/sign back for Eddystone; deal w/West Mall redraft of offer t/Trez; Pace lease extension; Weston release;	5.5

Timedocket

S Harlan Schonfeld CPA, CA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Jun27-14	report to Parties closings; deal w/ 153 Eddystone APS and sign back issues; deal w/1 Cityview Amendment and abatement; callw/ CBRE re sign backs; review reasons of Brown J re Red Door and callw/Goodmans & Colliers to discuss next steps; banking; funding; operations; 1485 Dupont waiver for financing DD;	6.5
Jun30-14	call w/CBRE re Eddystone & Cityview -APS sign backs; call w/Goodmans re Red Door-response to mortgagees and buyer; deal w/dd on properties	4.5

TOTAL	HARLAN SCHONFELD	107.5
--------------	-------------------------	--------------

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
JAMES MERRYWEATHER, CGA				
02-Jun-14	review banking, update cashflow, banking approval; weekly funding of accounts; detailed insurance analysis; update forecast; corr w creditor;	7.5		
03-Jun-14	review banking, update cashflow, banking approval; prepare documents for CRA GST audit; tc w CRA; dealing with property closing issues; review T2; accounting analysis and adjustments; review draft Court report, provide comments	8.5		
04-Jun-14	review banking, update cashflow, banking approval; tc and corr w CRA; prepare docs for CRA audit; prepare mortgagee cashflow report;	4.0		
05-Jun-14	review banking, update cashflow, banking approval; dealing with Briarlane on property issues; various corr w counsel; review draft Manager reports, provide comments; extend cashflow projections	7.5		
06-Jun-14	review banking, update cashflow, banking approval; prepare docs, send to CRA; process AP; update cashflow projections; dealing with property sale issues; corr w mortgagee; dealing with insurance re vacant properties	5.0		
09-Jun-14	review banking, update cashflow, banking approval; dealing with insurance issues; dealing with closing issues; review draft Manager report; weekly funding; process AP;	6.0		
10-Jun-14	review banking, update cashflow, banking approval; insurance issues; corr w mortgagee; update projections to December; information re property sales	7.0		
11-Jun-14	review banking, update cashflow, banking approval; review property mgmt fees; update cashflow projections to December; attend at Esbin; process AP; corr w creditors	7.0		
12-Jun-14	review banking, update cashflow, banking approval; update cashflow projections; tc w counsel; review T2 issue; dealing with property sale issues; corr w tenant; tc and corr w CRA	7.5		

Timedocket James Merryweather
ENGAGEMENT NAME DR. BERNSTEIN v WALTON
Insolvency Date:

13-Jun-14	review banking, update cashflow, banking approval; update cashflow projections; attend at City Hall; attend at Meridian; dealing w GST issues; prepare docs for T2s; tc w counsel; process AP	8.0
16-Jun-14	review banking, update cashflow, banking approval; weekly funding; various corr w counsel re property sale; prepare property sales analysis; attend at Goodmans; attend at Meridian; corr w mortgagee; tc w CRA; detailed insurance analysis	7.0
17-Jun-14	review banking, update cashflow, banking approval; dealing with tenant issues; corr w CRA re GDT; process AP; analysis of Alm contract issues; insurance and policy issues; prepare GST payments for sold properties	6.0
18-Jun-14	review banking, update cashflow, banking approval; tc and corr w CRA re GST issues; analysis and extension of Alm contract; prepare GST analysis, file returns, process payments; process AP; funding analysis	5.0
19-Jun-14	review banking, update cashflow, banking approval; prepare GST analysis, file returns; dealing with various closing issues, funding repayment	2.5
20-Jun-14	review banking, update cashflow, banking approval; dealing with insurance issues; update cashflow projections	2.0
23-Jun-14	review banking, update cashflow, banking approval; weekly funding analysis; update cashflow projections; process AP; prepare funding request; process recurring cheques; prepare corr w CRA; update claims database	7.5
24-Jun-14	review banking, update cashflow, banking approval; arrange for funding repayment, attend at Meridian; dealing w insurance issues; review closing docs for various properties; tc w CRA re GST; corr w creditors;	8.0
25-Jun-14	review banking, update cashflow, banking approval; various issues re closings; dealing with insurance issues; corr w mortgagees; tc w CRA; review claims process; corr w counsel; prepare AJE for financials;	7.0

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

26-Jun-14	review banking, update cashflow, banking approval; tc and corr w CBRE; various corr and tc w counsel re closings; prepare financials and T2s; prepare cashflow reports for mortgagee	8.5
27-Jun-14	review banking, update cashflow, banking approval; update cashflow projections; attend at Goodmans; attend at Meridian; attend at Esbin; property sales analysis; dealing with CBRE and property sale issues; corr w counsel	6.5
30-Jun-14	review banking, update cashflow, banking approval; update cashflow projections; weekly funding; financial analysis and adjustments; draft financials; tc w CRBE; tc w counsel; dealing with property sale issues	7.5

TOTAL	JAMES MERRYWEATHER	135.5
--------------	---------------------------	--------------

Disbursements

	Expense	GST/HST	Total
Registered mail - CRA re GST audit (June 3)	\$ 10.80	\$ 1.40	\$ 12.20
Registered mail - CRA re GST audit (June 5)	\$ 10.80	\$ 0.54	\$ 11.34
Registered mail - CRA (June 9)	\$ 10.80	\$ 1.40	\$ 12.20
		\$ -	
	\$ 32.40	\$ 3.34	\$ 35.74

Date	Staff	Description	Hours
02/06/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	0.50
03/06/2014	SNW	Returning creditor emails and telephone calls as per J. Merryweather's instructions.	1.00
04/06/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's request.	0.75
05/06/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	0.50
09/06/2014	SNW	Responding/forwarding creditor emails as per J. Merryweather's instructions.	0.25
10/06/2014	SNW	Responding to creditor emails and voicemails as per J. Merryweather's instructions.	0.25
11/06/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	0.50
12/06/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	0.50
13/06/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	0.25
17/06/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions; Looking up creditor information and providing it to J. Merryweather.	0.75
18/06/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	1.25
19/06/2014	SNW	Emails with J. Merryweather regarding status of Claims Procedure.	0.50
20/06/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	1.00
23/06/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	1.00
24/06/2014	SNW	Responding to creditor calls as per J. Merryweather's instruction.	0.50
25/06/2014	SNW	Responding to creditor emails as per J. Merryweather's instruction.	0.50
26/06/2014	SNW	Contacting creditors as per J. Merryweather's instructions.	0.50
TOTAL		STEPHANIE WILLIAMS	10.50

Timedocket RASHA MORKOS

ENGAGEMENT NAME Dr Bernstein

Insolvency Date: Nov5-14

RASHA MORKOS, accountant

Week ending

May 30-14	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	43
June 6-14	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	42
June 13-14	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	35
June 20-14	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44

TOTAL	RASHA MORKOS	164
--------------	---------------------	------------

Schonfeld Inc.
Receivers + Trustees

August 7, 2014

Norma Walton, Ronald Walton
The Rose & Thistle Group Ltd. and
Eglinton Castle Inc.; and those
Corporations listed on Schedule "B"
of an Order made on November 5, 2013
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #865

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period July 1, 2014
to July 31, 2014 under the terms of an Order dated
November 5, 2013 and as amended appointing Schonfeld Inc
Manager, as detailed in the attached timedockets

Our fee:		\$ 119,775.00
HST @ 13%		<u>15,570.75</u>
Total fee:		<u>\$ 135,345.75</u>
Disbursement:		
Courier and postage	<u>331.91</u>	<u>331.91</u>

Total Fees and Disbursements

\$ 135,677.66

S. Harlan Schonfeld CPA, CIRP	62.0	\$550	\$ 34,100.00
James Merryweather, CPA, CGA	181.0	\$400	\$ 72,400.00
Stephanie Williams	38.0	\$150	\$ 5,700.00
Rasha Morkos	<u>151.5</u>	\$50	<u>\$ 7,575.00</u>
TOTAL:	<u>432.5</u>		<u>\$ 119,775.00</u>

H.S.T. #87283 8339 RT0001

Tel. 416.862.7785 Fax. 416.862-2136
info@schonfeldinc.com
77 King Street West, Suite 3000, P O Box 95, Toronto, Ontario
M5K 1G8

<B

Timedocket S Harlan Schonfeld CPA, CA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Jul4-14	conf call w/Goodmans & Merryweather to discuss 875-887 Queen St E APS; extension; shortfall; settlement of shortfall among parties; deal w/Atrium carve out properties; Claims process, notice , implementing; Eddystone APS, deal w/Mortgagee's lawyer, deal w/signback, call w/CBRE; deal w/1 Cityview APS and signback; call w/Trez re draft APS, mortgage terms;	7.5
Jul7-14	deal w/295 The West Mall APS; conf call w/CBRE & Trez; deal w/153 Eddystone APS and signback and consent and call w/mortgagees lawyer; deal w/1 Cityview signback and revival of APS; deal w/875-887 Queen St shortfall and extension issues; deal w/Claims process and publication of notices	7.0
Jul8-14	continue to deal w/Eddystone; Cityview offers and CBRE; Red Door amendment to APS and ongoing closing issues	4.5
Jul9-14	deal w/CBRE and Eddystone signback not proceeding; email to F Sulley re Power of Sale; 1 Cityview signback at \$3.1M; 1485 Dupont due diligence issues; 295 The West Mall; 620 Richmond due diligence	6.5
Jul25-14	conf call w/Goodmans/Merryweatherto discuss APS and status of negotiations for 620 Richmond and 295 The West Mall; calls w/Trez to discuss terms of APS and financing condition; review revised drafts APS's; review status of closings and due diligence; review status of claims process;	6.5
Jul28-14	deal w/ and review claims process ads, notices and proofs; deal w/ various property sale issues; closings; draft APS for 620 and 295; discuss w/Goodmans-Herlin re: Goldman offer for 295 The West Mall and position and consent of Trez; t/Trez re status of terms; deal dd issues for 620 Richmond; draft reporting to Parties	7.5

Timedocket S Harlan Schonfeld CPA, CA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Jul29-14	continue to deal w/APS for 295 West Mall & 620 Richmond - walver and abatement issues and reporting to Parties; calls with buyer and CBRE to address issues; reporting to Parties on property sale issues	8.0
Jul30-14	continue to deal w/revised draft APS for 295 and call w/Goldman and Trez; discuss w/CBRE; call w/Goodmans to deal w/claims issues and property sales;	7.5
Jul31-14	continue to deal w/APS and settleing terms for 295 The West Mall - call w/Goldman; t/Trez; deal w/abatement issues for 620 Richmond; t/CBRE to address issues;	7.0

TOTAL	HARLAN SCHONFELD	62.0
--------------	-------------------------	-------------

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
JAMES MERRYWEATHER, CPA, CGA				
02-Jul-14	review banking, update cashflow, banking approval; prepare draft financials and T2s; tc w mortgagee; attend at City Hall;		8.5	
03-Jul-14	review banking, update cashflow, banking approval; dealing w utilities; prepare draft T2s and financials; issues re property mgmt; attned at Meridian; prepare GST analysis for audit		9.5	
04-Jul-14	review banking, update cashflow, banking approval; various issues re property closings; tc w mortgagee; conf call w counsel; dealing w insurance issues; dealing with realty tax issues		8.5	
07-Jul-14	review banking, update cashflow, banking approval; update cashflow projections; various tc and corr w CBRE; review Dupont environmental issues; dealing w insurance issues; update documents for claims process		6.0	
08-Jul-14	review banking, update cashflow, banking approval; mtg w contractor at Dupont; prepare docs for claims process; mtg w S Williams/J Basden re claims process; dealing with utliity issues; dealing with closing issues; prepare docs for CRA audit, tc w CRA; tc w CBRE and buyer		9.0	
09-Jul-14	review banking, update cashflow, banking approval; process AP; attend at Goodmans; prepare insurance payment; dealing with various property sales; tcs w CBRE; corr w counsel		8.5	
10-Jul-14	review banking, update cashflow, banking approval; various tc and corr w mortgagee; tc and corr w CBRE; various corr w counsel; dealing with property sale issues; prepare draft financials and T2		9.5	
11-Jul-14	review banking, update cashflow, banking approval; process AP; dealing with insurance issues; various dealings with property sales; launch claims process (TDC, LVPL); tc w potential buyers; tc and corr w CBRE; corr w counsel		8.0	

Timedocket James Merryweather
ENGAGEMENT NAME DR. BERNSTEIN v WALTON
Insolvency Date:

14-Jul-14	review banking, update cashflow, banking approval; various tc and corr w mortgagee; dealing with sale issues on various properties; prepare docs for claims process; dealing w insurance issues; attend at Meridian; tc and corr w counsel; review Manager report and Order;	9.0
15-Jul-14	review banking, update cashflow, banking approval; various dealings with property sales; tc and corr w counsel; attend at Court; tc and corr w mortgagees; process AP; corr w creditors; dealing with claims process	9.5
16-Jul-14	review banking, update cashflow, banking approval; prepare docs for claims process; dealing with property sale issues; attend at Court	8.0
17-Jul-14	review banking, update cashflow, banking approval; prepare docs for claims process; dealing with property sale issues; attend at Court; tc and corr w Global Receiver	9.5
18-Jul-14	attend at Court; review banking, update cashflow, banking approval; launch claims process (RA, LBH); review proofs of claim; attend at Meridian; dealing w property issues	9.0
21-Jul-14	review banking, update cashflow, banking approval; weekly funding; tc w CRA; tc w mortgagee; tc and corr w counsel; dealing with property sale issues; insurance analysis; process AP	6.0
22-Jul-14	review banking, update cashflow, banking approval; process AP; review proofs of claim; update claims register, corr w creditors; tc w CRA re audit; corr w counsel	6.5
23-Jul-14	review banking, update cashflow, banking approval; process AP; review proofs of claim; prepare claims docs (TIS, DON); dealing with property sale issues	6.0
24-Jul-14	review banking, update cashflow, banking approval; prepare insurance reconciliation; recurring cheques (Aug); process AP; prepare GST analysis, file June and Q2 returns; mtg w CRA;	9.0

Timedocket **James Merryweather**
ENGAGEMENT NAME **DR. BERNSTEIN v WALTON**
Insolvency Date:

25-Jul-14	review banking, update cashflow, banking approval; detailed insurance analysis, file monthly report; mtg w S Williams to launch claims process; review docs re property sales	7.0
28-Jul-14	review banking, update cashflow, banking approval; weekly funding; tc w CBRE; dealing with property sale issues; prepare docs for claims process (HG, RG); process AP; update cashflow projections; insurance analysis	8.5
29-Jul-14	review banking, update cashflow, banking approval; process AP; update cashflow forecast; prepare info pkg for CRA; tc w CRA; tc w creditors; update claims register, review proofs of claim; prepare docs for claims launch	9.5
30-Jul-14	review banking, update cashflow, banking approval; conf call w counsel; prepare draft financials (RA, DON); prepare draft T2 (LBH, RA, DON); corr w creditors	8.5
31-Jul-14	review banking, update cashflow, banking approval; process AP; prepare draft F5 and T2 (RYA, DON); review proofs of claim;	7.5

TOTAL	JAMES MERRYWEATHER	181.0
--------------	---------------------------	--------------

Disbursements

	Expense	GST/HST	Total
Canada Post - courier to CRA	\$ 27.70	\$ 1.39	\$ 29.09
Canada Post - postage for claims process	\$ 90.00	\$ 11.70	\$ 101.70
Canada Post - postage for AP	\$ 177.98	\$ 23.14	\$ 201.12
			\$ -
			\$ -
			\$ -
			\$ -
			\$ -
			\$ -
	\$ 295.68	\$ 36.23	\$ 331.91

Date	Staff	Description	Hours
02/07/2014	SNW	Responding to creditor email and telephone call as per J. Merryweather's instructions.	0.50
04/07/2014	SNW	Emails with J. Merryweather regarding Claims Procedure meeting.	0.50
07/07/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions; Updating creditor tracking spreadsheet and preparing for meeting with Schonfeld Inc.	2.25
08/07/2014	SNW	Attending at the offices of Schonfeld Inc. to discuss the next steps with respect to the creditors and the Claims Procedure.	4.50
09/07/2014	SNW	Responding to creditor telephone call as instructed by J. Merryweather.	0.25
10/07/2014	SNW	Preparing for claims procedure launch and emails to and from J. Merryweather regarding same; Telephone call with creditor's law firm with respect to claims procedure.	2.50
11/07/2014	SNW	Attending at SRT to assist with launching the claims process; Responding to creditor emails as per J. Merryweather's instructions.	2.25
12/07/2014	SNW	Forwarding creditor email with respect to the claims process to J. Merryweather.	0.25
13/07/2014	SNW	Responding to creditor email as per J. Merryweather's request.	0.25
14/07/2014	SNW	Receiving creditors' claims submissions; Telephone call with SRT client regarding change of address; Updating claims process database; Reviewing claim forms in preparation of next launch date.	1.25
15/07/2014	SNW	Responding to creditor emails as per J. Merryweather's request.	1.25
16/07/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions; Preparing emails for claims procedure launch.	3.25
17/07/2014	SNW	Responding to minute book review requests made by J. Merryweather; Responding to creditor emails and telephone calls as per J. Merryweather's request; Preparing emails for claim procedure launch of Royal Agincourt and Lesliebrook Holdings' processes.	2.25
18/07/2014	SNW	Attending at SRT to launch phase 2 of the claim's procedure; tending to creditor emails as per J. Merryweather's instructions.	3.50
21/07/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	1.50
22/07/2014	SNW	Tending to creditor emails and telephone calls as per J. Merryweather's instructions.	1.25
23/07/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions; Preparing for next phase of the claims process and roll-out.	2.00

24/07/2014 SNW	Responding to creditor emails as per J. Merryweather's instructions; Continue to prepare for next phase of Claims Procedure Roll-out.	0.50
25/07/2014 SNW	Attending at SRT rolling out next phase of claims process; Receiving project updates from J. Merryweather.	2.25
27/07/2014 SNW	Receiving proofs of claim, documents and forwarding on to J. Merryweather.	0.25
28/07/2014 SNW	Responding to creditors' emails and telephone calls as per J. Merryweather's instructions; Reviewing Claims Procedure Package documents for Royal Gate and Hidden Gem in preparation of the next phase of the Roll-out process.	2.25
29/07/2014 SNW	Responding to creditor emails as per J. Merryweather's instructions; Emails with J. Merryweather regarding ongoing Claims Procedures.	0.50
30/07/2014 SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions. Updating Claims Database with contact information for Hidden Gem and Royal Gate.	1.00
31/07/2014 SNW	Responding to creditors' telephone calls and emails as per J. Merryweather's instructions; Preparing emails for phase 4 of the Claims Procedure roll-out.	1.75

TOTAL	STEPHANIE WILLIAMS	38.00
--------------	---------------------------	--------------

Timedocket RASHA MORKOS

ENGAGEMENT NAME Dr Bernstein

Insolvency Date: Nov5-14

RASHA MORKOS, accountant

Week ending

Jun23-27	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	31
Jun 30-Jul4	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	32.5
Jul7-Jul11	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44
Jul14-Jul18	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44

TOTAL	RASHA MORKOS	151.5
--------------	---------------------	--------------

Schonfeld Inc.
Receivers + Trustees

September 8, 2014

Norma Walton, Ronald Walton
The Rose & Thistle Group Ltd. and
Eglinton Castle Inc.; and those
Corporations listed on Schedule "B"
of an Order made on November 5, 2013
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #895

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period August 1, 2014
to August 31, 2014 under the terms of an Order dated
November 5, 2013 and August 12, 2014 as amended appointing
Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:	\$ 165,482.50
HST @ 13%	<u>21,512.73</u>
Total fee:	<u>\$ 186,995.23</u>

Total Fees and Disbursements

\$ 186,995.23

S. Harian Schonfeld CPA, CIRP	107.5	\$550	\$ 59,125.00
James Merryweather, CPA, CGA	139.5	\$400	\$ 55,800.00
Gary Moulton, FCPA	25.2	\$475	\$ 11,970.00
Brandon Lewis, CPA, CA, CBV	53.0	\$350	\$ 18,550.00
Joel Bowers, BAISc, M.Sc, EnCE	4.0	\$350	\$ 1,400.00
Esther Park	10.0	\$125	\$ 1,250.00
Skylar MacGowan	17.5	\$175	\$ 3,062.50
Stephanie Williams	39.0	\$150	\$ 5,850.00
Rasha Morkos	169.5	\$50	\$ 8,475.00
TOTAL:	<u>585.2</u>		<u>\$ 165,482.50</u>

H.S.T. #87283 8339 RT0001

Tel. 416.862.7785 Fax. 416.862-2136
info@schonfeldinc.com
77 King Street West, Suite 3000, P.O. Box 95, Toronto, Ontario
M5K 1G8

KB

Timedocket S Harlan Schonfeld CPA, CIRP
ENGAGEMENT NAME: Dr. Bernstein v Walton
Date: September 20, 2013

Aug1-14	conf call w/ Goodmans re 620 Richmond price abatement and revival agrmnt; calls w/CBRE; conf call w/Graff to advise of status of APS and consent of client/mortgagee to Manager proceeding; report to Graff;	2.5
Aug6-14	continue to deal w/APS for 295 West Mall and final approvals w/Trez to accept offer; deal w/Revival agreement for 620 Richmond; various calls w/CBRE, Goodmans to settle terms of agrmnt; report to Parties status of property sales; 153 Eddystone claim, ongoing management issues	5.5
Aug7-14	call w/bldg inspector re:620 Richmond open demo bldg permit and direction on closure and revoking permit; call w/Goodmans-Herlin re list of issues to address re 620 closing; report ot Graff re status of firm APS and closing date; advised of non waiver ofr conditions for 1485 Dupont St and termination of APS; report to Parties; report on signed APS re 295 The West Mall and beginning of due dillignece period; deal w/proofs of claims; claims process; banking; billing; deal w/Esbin re Toy Terminal lease; deal w/draft court report on sale approval for 1 Cityview and 115-119 Skyway and CBRE marketing reports;	6.5
Aug8-14	deal w/due diligence issues (estoppel and demo bldg permit) for 620 Richmond; review draft estoppel certificate, email exchange w/Esbin; rent pick up for 620; deal w/due diligence issues (contract & leases) at 295 The West Mall; email exchange w/CBRE/Ashler; deal w/CRA and receive and review proofs of claim for various properties	4.5
Aug11-14	deal w/CBRE and Heward waiver and abatement from buyer; emails w/Goodmans re interest in property; deal w/Eddystone & CBRE;	3.5
Aug12-14	receive and review Reasons for Decision of J. Brown; meeting w/Moulton and Merryweather to review Reasons; calls w/Goodmans; draft and send email to Norma Walton; deal w/CBRE re Skyway report; BL re Dupont repairs and Skyway	4.5

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

- Aug13-14 prepare for conf call (Goodmans) to discuss implementing the order; attend mtg w/Norma to begin to implement the order; review endorsement; serve Meridian order; mtg w/Goldberg to review status of properties -tenanted - mortgagees - operating budget - banking; 6.5
- Aug14-14 rent and banking; call w/Goodmans to continue to discuss implementing order; need to identify Receiver for Norma and Ronald Walton sooner; email exchanges w/Norma Walton to discuss priority issues -employee issues & funding; 44 Park Lane insurance requirements; 6.5
- Aug15-14 attend at R&T to perform back up of accounting records; Quickbooks; email exchanges for property management issues -tenant rent rolls; mortgagee info; review records; bank statements; company files; mtg w/ Norma Walton re funding, account freeze; personal funding needs; CCI funding issues; deal w/binding 44 Park Lane property insurance 5.5
- Aug18-14 prepare for mtg w/ Ira Smith & Gary Moulton to prepare to implement endorsement; review Sch C companies, and properties; t Goodmans to give instructions re draft Order; deal w/15th Report of Manager - finalize and sign; sign closing documents for Skyway and Cityview sales; t/CBRE re Heward APS and due diligence waiver -extend dd to Aug 20th; review Mortgage Discharge Statements -Skyway and Cityview; attend mtg w/ Norma Walton & Ira Smith to address Order ; identify assets, funding requests for personal, employees, counsel, accounting; at R&T to deal w/property budgets; property management issues; records, books and back up; 8.0

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Aug19-14 t/Brandon Lewis to prepare for meeting with Mario Bucci and Mark Goldberg to build cash flow and funding forecast for Sch C properties - prepare and send information request; attend meeting with all to gather information (tenant details, bank statments & AP records); meeting with BL (Kung/Comar) and Goldberg/Bucci to continue to gather information (leases, contract, AP) and take control of Sch C properties; meeting with Norma Walton and Ira Smith to deal with personal funding request; 44 Park Lane; non property Sch C companies; call with Moulton to assess status of backup and QB records; call with CBRE-Ian Hunt re 65 Heward waiver and abatement - reduce cloing period & assignment of APS; instruct Goodmans to draft Waiver, review; direct Goodmans to prepare amendment to BL contract -review; call with Merryweather re Meridian banking issues-and new account for 44 PL; discuss insurance - 44PL;

8.5

Aug20-14 attend court for approval of Skyway & Cityview sales- approval granted; deal w/ 65 Heward and 2nd Amendment & Waiver - finalize and sign - APS firm - closing September 30-14; mtg w/ JM to review status of Sch C properties calls w/ Goodmans re Amendment to BL property management agreement, and to review list of Sch C properties; w/ Brandon Lewis re status of backup and cash flow forecasting; w/BL - Kung/Comar re tenant notices; QB records; bank accounts; emails and call w/Ira Smith to review Norma Walton funding request/CCI forecast; review 44 Park Lane severance issue; Skyway closed and funds remitted

5.5

Aug21-14 meeeting w/Moulton/Merryweather to review backup; review of draft Orders for approval; deal w/Norma Walton on personal budget and funding issues; review status of Sch C propoerties -listings -APS - secured claims; property management agreement for BL; meeting at Meridian bank to sign account documents to enable Sch C bank accounts to operate; report to Parties on Sch B Properties;

5.0

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

- Aug22-14 meeting Norma Walton to provide weekly living allowance; take credit cards; review draft orders; review status of Sch C properties -Aps's & listing agreements; deal /w/ Meridian bank on bank account freezing and access to accounts;
- Aug25-14 meet landscaper at 44 Park lane Circle to tour site and discuss severance issues; call w/Herlin/Adam Brown re severance status and issues; call agent Bulman to discuss listing, valuation; deal w/ 1 Cityview and Bob Lorion meeting to receive Financing Commitment - determine not sufficient evidence of ability to close APS and advise; advise Goodmans of finding and email to Lorion counsel - JC; deal w/165/620 APS - estoppel; 295 the West Mall waiver of Financing condition; continue to review status of Sch C companies and Properties; discuss settlement of draft orders - instructions given to Goodmans 9.0
- Aug26-14 continue review of Schedule C properties; - APS's & listings; prepare funding request for 44 Park Lane; 1 Cityview closing issues - mortgagee & documents; 295 The West Mall waiver; t/B Cohen re 44 Park Lane; review draft notices to owners of disputed properties and mortgagees of Aug 12 endorsement; 8.0
- Aug27-14 meet Barry Cohen realtor at 44 Park Lane Circle; deal w/waiver of financing condition for 295 The West Mall -call Trez to determine status of financing - agree to extend financing condition -Trez agrees; conf call -Goodmans-Shara-Bernstein-Ira Smith to discuss properties findings and settling of orders - review comments from J Brown; t/Merryweather re-cash flow funding model; Goodmans re - status of closing re 1 Cityview and need to obtain fresh vesting order; 6.5

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Aug28-14	mtg w/Goodmans to draft Receiver's report; discuss and consider Sch C properties and mortgagees position; discuss 44 Park Lane Circle; t/66 Gerrard St E - 1st and 2nd mortgagee's counsel; review terms of APS; t/3270 American Dr mortgagee -Harbour - to continue to collect rent; t/Committee of Adjustments to discuss the application for 44 Park Lane Circle; emails w/BL re various properties; 165 Bathurst - Toy Terminal Estoppel; building permit to demolish withdrawn; 1 Cityview closing issues; review and finalize Supplemental 15th Report of Manager; review 1st report of Interim Receiver of N & R Walton	6.5
Aug29-14	deal w/ IR 1st report - finalize and sign; email & tel exchange with Mario Bucci and Norma Walton re minute books, and funding issues; mortgage w/Gary Moulton to review bank account; activity and tracing; prepare list of cheques required from Meridian; receive various Notice of Defaults from Handelman;	5.0

TOTAL	HARLAN SCHONFELD	107.5
--------------	-------------------------	--------------

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
JAMES MERRYWEATHER, CPA, CGA				
01-Aug-14	review banking, update cashflow, banking approval; mtg w S. Williams to launch claims (HID,RYG); review claims, update claims database; mtg w CRA; tc w CRA; conf call w mortgagee; process AP		8.5	
05-Aug-14	review banking, update cashflow, banking approval; weekly funding; process AP; prepare draft financials and T2 (ASC, BAN); review proofs of claim; prepare mortgagee cashflow; tc and corr w counsel		8.0	
06-Aug-14	review banking, update cashflow, banking approval; prepare draft financials and T2 (BAN, CIT); variousw tc and corr w counsel; tc w mortgagee; dealing with property sales; tc w CRA; review proofs of claim		8.5	
07-Aug-14	review banking, update cashflow, banking approval; review proofs of claim, update creditor claim database; corr w creditors; update financials; process AP		8.5	
08-Aug-14	review banking, update cashflow, banking approval; prepare draft FS (CIT); review proofs of claim, update creditor database; corr w creditors; mtg w CRA		6.0	
11-Aug-14	review banking, update cashflow, banking approval; prepare T2 (CIT); review proofs of claim, update creditor claim database; corr w creditors;		8.5	
12-Aug-14	review banking, updae cashflow, banking approval; process AP; prepare mortgagee cashflow report; dealing with property issues; review legal decision, planning for same; tc and corr w counsel; review proofs of claim		8.5	
13-Aug-14	review banking, update cashflow, banking approval; review proofs of claim, update claims database; conf call w counsel; review legal docs, provide comments; corr w Meridian; prepare for Schedule C appt; attend mtg at 1 WMD w N Walton HC		7.5	
14-Aug-14	review banking, update cashflow, banking approval; dealing w Meridian; implementing Sch C appt; conf call w counsel; dealing w Dupont issues, City of To; review proofs of claim, update claims database; dealing w insurance issues		8.0	
15-Aug-14	review banking, update cashflow, banking approval; dealing w tenant issue;		1.0	

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

18-Aug-14	review banking, update cashflow, banking approval; weekly funding; process AP; prepare cashflow template for Schedule C companies; mtg w I. Smith, G. Moulton, B. Lewis; mtg w SW to review proofs of claim	6.5
19-Aug-14	review banking, update cashflow, banking approval; insurance analysis; attend at Meridian; process AP; dealing with GST audits; review proofs of claim; sales realization analysis; dealing with Schedule C issues	7.5
20-Aug-14	review banking, update cashflow, banking approval; review proofs of claim, corr w counsel re same; conf call re Sch C issues; attend at Goodmans; insurance issues; dealing with tax audit issues	5.5
21-Aug-14	review banking, update cashflow, banking approval; attend at Meridian; review draft Orders; tc w I. Smith; update sales realization analysis; corr w City re Sch C properties; dealing w insurance issues; process AP	8.0
22-Aug-14	review banking, update cashflow, banking approval; process AP; sales realization analysis; mtg w HS, N Walton; tc and corr w CRA re GST issues	5.0
25-Aug-14	review banking, update cashflow, banking approval; prepare GST analysis, file returns; dealing with Cityview sale issues; mtg w B Lorion; conf calls w counsel; review proofs of claim, mtg w SW re same; set up banking for Schedule C co's	8.5
26-Aug-14	review banking, update cashflow, banking approval; weekly funding; prepare docs for CRA; mtg w investor; tc w CRA; conf call w counsel; dealing with Schedule C issues; corr w utility; process AP; update cashflow projections	8.5
27-Aug-14	review banking, update cashflow, banking approval; tc w CRA; mtg w G Moulton, B Lewis re cashflow (Sch C); review proofs of claim, update claims database; conf call w counsel;	8.0
28-Aug-14	review banking, update cashflow, banking approval; mtg w counsel; review draft report; review proofs of claim	3.5
29-Aug-14	review banking, update cashflow; mtg w SW to review proofs of claim, corr w creditors, prepare docs for counsel; attend at Goodmans	5.5
TOTAL	JAMES MERRYWEATHER	139.5

Disbursements

Expense	GST/HST	Total
		\$ -
		\$ -
		\$ -

Professional Services

Date		Description	Hours
08/12/14	GM	review judgement issued by Justice Brown, meeting with HSchonfeld and JMerryweather to discuss next steps	3.80
08/13/14	GM	attend call with Shara Roy of Lenzner Slaght, Mark Dunn and Brian Empey of Goodmans and Harlan Schonfeld and Jim Merryweather to discuss next steps	0.50
08/14/14	GM	various discussions with and meeting with HSchonfeld to discuss next steps	1.20
08/15/14	GM	attendance at Rose Thistle with Hschonfeld and Joel Bowers, meeting with Norma Walton, Mario Bucci, arrange for transfer of electronic information, discussions with HS re next steps, discussions with Brandon Lewis regarding work to be done	3.30
08/15/14	JB	Travel to Rose & Thistle and imaging of files server, arranging for copies to be made of electronic information gathered	4.00
08/17/14	BL	Planning; document review.	4.00
08/18/14	BL	Document review; meetings.	3.50
08/18/14	GM	meeting at offices of Schonfeld with HSchonfeld, JMerryweather, Ira Smith and BL/GM, meeting at 1 William Morgan Drive with Norma Walton, Mario Bucci, and Marc Carpenter of Roes & Thistles, with HSchonfeld and Ira Smith	3.30
08/19/14	BL	Site visit to 1 William Morgan Drive; gathering and review of documents.	9.00
08/19/14	GM	review contents of drive with material collected from Rose & Thistle, discussions with Brandon regarding required analysis	2.60
08/20/14	BL	Reviewed documents; worked on cash flow model.	10.00
08/20/14	EP	digitize bank statements	5.00
08/20/14	GM	discussions with Brandon Lewis regarding analysis, arranging for additional copies of drives, obtaining access to Quickbooks	1.20
08/20/14	SM	AP tracking and data input.	9.00
08/21/14	BL	Reviewed documents; worked on cash flow model.	11.00
08/21/14	EP	digitize bank statements	5.00
08/21/14	GM	discussions with Brandon re analysis, meeting with HSchonfeld and JMerryweather to go through material on drive	3.10
08/21/14	SM	AP tracking and data input.	8.50
08/22/14	BL	Reviewed documents; worked on cash flow model.	8.00
08/22/14	GM	file administration	0.50
08/25/14	BL	File management.	1.25
08/26/14	BL	Planning.	1.25
08/26/14	GM	updates HS and BL	0.30
08/27/14	BL	Updated cash flow model; meeting with Jim Merryweather.	3.00
08/27/14	GM	review of cash flow model with BL, meeting with BL and Jim Meryweather	1.90
08/28/14	BL	Worked on cash flow model.	1.50

08/28/14	GM	discussions with HS and Jim Merryweather regarding required account analysis	1.20
08/29/14	BL	File management.	0.50
08/29/14	GM	meeting with HS and JM regarding required tracing, review of bank statements of Norma Walton, preparation of list of cheques for which we require copies for tracing analysis	2.30

109.70

GM-Gary Moulton
BL-Brandon Lewis
JB-Joel Bowers
EP-Esther Park
SM-Skylar MacGowan

Date	Staff	Description	Hours
01/08/2014		Attending at SRT, rolling out next phase of the Claims Procedure and working with J. Merryweather on tracking claims that have been received.	5.00
03/08/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	0.25
04/08/2014	SNW	Tending to creditor emails as per J. Merryweather's instructions.	0.25
05/08/2014		Responding to creditors' emails as per J. Merryweather's instructions; Following up with creditors expected to file Proof of Claims in Twin Dragons and Liberty Village Properties.	2.25
06/08/2014	SNW	Tending to creditors' emails and telephone calls as per J. Merryweather's instructions.	1.75
07/08/2014	SNW	Responding to creditors' emails as per J. Merryweather's instruction.	2.25
08/08/2014	SNW	Responding to creditors' emails as per J. Merryweather's instructions.	1.00
10/08/2014		Preparing for first Claims Bar Date and emails to J. Merryweather regarding same; Preparing reminder emails for next Claims Bar Date and email to J. Merryweather regarding same.	1.00
11/08/2014	SNW	Receiving Proofs of Claim packages as per Claims Bar Date; Responding to creditors' emails as per J. Merryweather's	4.25
12/08/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	2.00
13/08/2014	SNW	Receiving proofs of claims; responding to creditor telephone calls and emails as per J. Merryweather's instructions.	1.00
14/08/2014	SNW	Receiving proofs of claim; responding to creditors' emails as per J. Merryweather's instructions.	0.50
15/08/2014	SNW	Responding to creditors' emails as per J. Merryweather's instructions; Sending out reminder emails for Proofs of Claim coming due.	0.75
17/08/2014	SNW	Reviewing list of creditors who still need to file Proof of Claims.	0.25
18/08/2014	SNW	Receiving Proofs of Claims and following up with creditors as per J. Merryweather's instructions.	2.00
19/08/2014	SNW	Receiving and tracking Proof of Claims.	0.25
20/08/2014	SNW	Preparing tracking database of all claims not filed; responding to creditor's telephone call as per J. Merryweather's instructions.	0.75
21/08/2014	SNW	Reviewing creditor correspondence and email from J. Merryweather.	0.25
22/08/2014	SNW	Responding to creditor voicemails; Emails with J. Merryweather; Working on documenting tracking of claims not filed.	2.00
25/08/2014	SNW	Sending out reminders for next Claims Bar date; Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	2.75
26/08/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	1.50
27/08/2014	SNW	Responding to creditor emails as per J. Merryweather's instruction.	0.75
28/08/2014	SNW	Sending out reminders to creditors regarding upcoming Claims Bar Date.	1.75
29/08/2014	SNW	Attending at SRT to work on next phase of claims process for Twin Dragons, Liberty Village and Lesliebrook Holdings; responding to creditor emails and telephone calls instructed by J. Merryweather.	4.50
TOTAL	STEPHANIE WILLIAMS		39.00

Timedocket RASHA MORKOS

ENGAGEMENT NAME Dr Bernstein

Insolvency Date: Nov5-14

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
RASHA MORKOS, accountant				
Week ending				
Jul21-25	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests		44	
Jul28-Aug1	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests		44	
Aug5-8	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests		37.5	
Aug11-15	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests		44.0	
TOTAL	RASHA MORKOS			169.5

Schonfeld Inc.
Receivers + Trustees

October 2, 2014

Norma Walton, Ronauld Walton
The Rose & Thistle Group Ltd. and
Eglinton Castle Inc.; and those
Corporations listed on Schedule "B"
of an Order made on November 5, 2013
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #899

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period September 1, 2014
to September 30, 2014 under the terms of an Order dated
November 5, 2013 and August 12, 2014 as amended appointing
Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:		\$ 136,115.00
HST @ 13%		<u>17,694.95</u>
Total fee:		<u>\$ 153,809.95</u>
Disbursements:		
n barry lyon consultants limited	\$ 6,524.34	
HDD's and back up drives	\$ 296.24	
Postage	<u>105.07</u>	<u>6,925.65</u>

Total Fees and Disbursements **\$ 160,735.60**

S. Harlan Schonfeld CPA, CIRP	106.5	\$550	\$ 58,575.00
James Merryweather, CPA, CGA	121.5	\$400	\$ 48,600.00
Gary Moulton, FCPA	16.9	\$475	\$ 8,027.50
Brandon Lewis, CPA, CA, CBV	23.8	\$350	\$ 8,312.50
Stephanie Williams	19.0	\$150	\$ 2,850.00
Rasha Morkos	<u>195.0</u>	\$50	<u>\$ 9,750.00</u>
TOTAL:	<u>482.7</u>		<u>\$ 136,115.00</u>

H.S.T. #87283 8339 RT0001

Tel. 416.862.7785 Fax. 416.862-2136
info@schonfeldinc.com
 43 77 King Street West, Suite 3000, P O Box 95, Toronto, Ontario
 M5K 1G8

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Sept2-14	mtg w/B Lewis to review Sch C property cash flow funding model; deal w/review of properties;	3.5
Sept3-14	conf call w/Goodmans; deal w/Brown endorsement; property issues;	2.5
Sept5-14	deal w/property management issues; banking; status of draft orders;	3.0
Sept8-14	t/BL - Kung to review property management issues; review Sch C properties	3.5
Sept9-14	review funding requirement for Sch C properties; various t/Reitan re funding and insurance; t/Goodmans re Heward, Eddystone, Dupont, Cityview; deal w/APS's re Cecil nad Gerrard - instrcut Goodmans to amend to suit Manager; t/CW re status of APS; t/D Ward re State Bank of India approvals; detailed review of Sch C properties and funding; receive and review orders made;	7.0
Sept10-14	deal w/66 Gerrard St E amendment to APS, t/Herlin to review; t/L Zimmerman re44 Park Lane -Home Trust mtg - severance appl; t/ D Ward re 24 Cecil mtg assumption by buyer State Bank of India ; attend mtg w/2454 Bayview 2nd mtgee & tenant to discuss position; mtg w/Goodmans to finalize 16th report - approval of Heward & Bathurst APS's; t/Ira Smith re 44 Park Lane and banking records; t/broker re Cecil sale and marketing report; ongoing property management issues re Schedule C Properties	7.5
Sept11-14	deal w/Sch C properties and listings - 2 Kelvin t/Variety Village - mortgagee & proposed listing agents; deal w/amendments to APS's for Cecil & Gerrard St; deal w/review of rent roll, contracts, employee issues -schedules to amendments; deal w/draft reporting to parties re Sch C Properties; 346 Jarvis ST listing proposal; property management issues re Sch C properties	6.5

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Sept12-14	deal w/44 Park Lane Circle - vacant possession; Sch C properties; 66 Gerrard St E schedules to APS - rent roll, bank recs, review accounts and tenants, findings re tenancies; 24 Cecil re: tax issue for tenant;	5.5
Sept15-14	deal w/44 Park Lane Circle, emails re vacant possession; 165 Bathurst, realty tax appeal, tenant estoppel, HST status on selling, 65 Heward, AIM priority position, reply to Resiman, distribution of proceeds -holdback, rent roll for Sept-14; Eddystone - 17th report, return property to mtgee; Cityview sale proceeds analysis; Sch C properties re listing and marketing	5.0
Sept16-14	deal w/165 Bathurst mtg payout statements; tenant estoppel; 65 Heward rent roll, AR, rent adjustment to SOA, employment continuation, Handelman mtgs - Fraser - St Clair -Queens Plate; BL re Kelvin, Heward & Gerrard; tenant issues re Carlos Carreiro t/BL re Jarvis bldg permit issues, and 66 Gerrard tenant issues; review Sch C properties w/James; mtg w/Mark Conway NBCL to review Sch C due diligence issues; 16th Report Supplement - Heward distribution & Hold back;	7.5
Sept17-14	in court for sale approval for 620 Richmond & 65 Heward, and discharge of Eddystone; deal w/Richmond APS and closing issues - estoppel - tenant deposits - record; receive 355 Weston offer; deal w/payout statement for 620 Richmond;	6.5
Sept18-14	conf call w/Handelman mtgee re various properties; deal w/620 Richmond closing - TT estoppel -contracts; 65 Heward -rental revenue adj -employees; follow up on 24 Cecil & 66 Gerrard amendments to APS -w/brokers & lawyer; review Disputed property reply from Carreiro re 346 Jarvis unit C; mtg w/Goodmans re various issues -funding - 1 Cityview - Sch C property; review listing proposal for Kelvin; t/Esbin & CBRE re TT Esoppel & Timbercreek reply; various email BL;	7.5

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

- Sept19-14 attend at 165 Bathurst St to meet w/Toy Terminal tenant to discuss estoppel certificate; continue to deal w/Esbin and Goodmans to deal w/delivery of estoppel; review SOA and approve; deal w/65 Heward contracts for assumption; deal w/CBRE re estoppel and superintendent; review Avison listing proposal for 2 Kelvin; deal w/346 Jarvis bldg permit issues; 7.0
- Sept22-14 attend at 1 William Morgan to recover minute books for Sch C companies; deal w/closing 165 Bathurst; t/call w/Esbin/buyer/CBRE to deal w/Toy Terminal estoppel; approve final SOA; deal w/Heward employment offers; deal w/report to Parties; deal/295 West Mall offer t/CBRE & Trez; deal w/draft investors letter; deal w/Sch C properties; 6.5
- Sept23-14 deal w/Notice to Investors and email to Norma Walton regarding investors communication; corresp to Zimmerman re Handelman mtg position re sale proceeds and 44 Park Lane Circle; deal w/16th report & 2nd supplemental re AIM claim as unsecured, sign report; t/Jim R re status of Sch C properties; t/City legal re:terms of order; t/BL re Gerrard tenant issues; 5.5
- Sept24-14 deal w/Offers for 1485 Dupont (2); meeting with offeror for 1485 Dupont; review, distribute and provide comments; deal w/offer for 295 West Mall -t/Trez, w/CBRE and provide instruction to Goodmans; deal w/66 Gerrard tenant issues (Carlos Carreiro) and notices; deal w/ 65 Heward closing and SOA; employment offers; SOA -AIM claim unsecured, rent adjustment; 355 Weston APS issues; 24 Cecil issues; ongoing property management issues 6.0
- Sept29-14 deal w/295 The West Mall offer and deliver to CBRE, t/Trez & CBRE; deal w/355 Weston offer; deal 346 A Jarvis listing agrmnt & offer -revise; deal/ 65 Heward closing and extension request, employment offers, contracts; deal 66 Gerrard St tenant issues; mtg w/Goodmans to review various issues - Funding Sch C properties; ongoing property management issues; 24 Cecil inspection arranged; 8.5

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Sept30-14 call w/Goodmans(Herlin) to deal w/355 Weston APS, 65 Heward extension, 295 The West Mall APS and terms, 346 Jarvis -draft listing agrmnt + draft APS amended terms, findings on title, 66 Gerrard St E tenant issues and amendment to APS, 24 Cecil and amendment to APS; mtg w/listing agent for 346 Jarvis to review listing and APS; mtg w/Mandelbaum to deal w/closing extension on Heward; and terms on Gerrard; deal w/CBRE re Sch C properties and evaluations; 295 The West Mall payout statements and realty tax payments;

7.5

TOTAL	HARLAN SCHONFELD	106.5
--------------	-------------------------	--------------

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
JAMES MERRYWEATHER, CPA, CGA				
02-Sep-14	review banking, update cashflow, banking approval; weekly funding; prepare Schedule C cashflow; dealing w Cityview closing issues	2.5		
03-Sep-14	review banking, update cashflow, banking approval; update property schedule for CRA; prepare Schedule C cashflow	2.0		
04-Sep-14	review banking, update cashflow, banking approval; corr w BL re GST audit; tc w CRA; dealing with TO Hydro; prepare Schedule C cashflow	2.5		
05-Sep-14	review banking, update cashflow, banking approval; corr w BL re revenue issues; prepare Schedule C cashflow	3.5		
08-Sep-14	review banking, update cashflow, banking approval; weekly funding; property tax analysis; dealing with Richmond and West Mall closing issues; conf call w BL re Sch C properties; corr w creditors	8.5		
09-Sep-14	review banking, update cashflow, banking approval; prepare Schedule C forecast; conf call w counsel; dealing with property sale issues; tc and corr w mortgagees; dealing w insurance issues; prepare funding analysis	9.0		
10-Sep-14	review banking, update cashflow, banking approval; dealing w insurance issues; dealing w property sale issues; attend at Meridian; conf call w counsel; property mgmt issues w BL; tc w creditors; dealing with GST issues	8.5		
11-Sep-14	review banking, update cashflow, banking approval; prepare funding analysis; dealing with property closing issues; tc w CRA; dealing w BL re property mgmt issues; review proofs of claim; corr w creditors	6.0		
12-Sep-14	review banking, update cashflow, banking approval; various corr w counsel re closings; corr w BL re property issues	1.5		
15-Sep-14	review banking, update cashflow, banking approval; weekly funding; review BL fees; prepare mortgagee cashflow report; attend at Meridian; dealing w property closing issues; review draft Court report; prepare report for CRA; corr w mortgagee	7.0		
16-Sep-14	review banking, update cashflow, banking approval; corr w BL re operational issues; dealing with sale issues; dealing w Schedule C property issues; mtg w HS, M Conway, M Bennet; prepare docs for CRA	6.5		

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

17-Sep-14	review banking, update cashflow, banking approval; mtg w HS, I Smith; dealing w property sale issues; process AP; prepare info for CRA: corr w counsel: property mgmt issues	7.0
18-Sep-14	review banking, update cashflow, banking approval; mtg w counsel w HS; dealing with property sale issues; dealing w operational issues w BL: process AP: conf call w mortgagee	9.5
19-Sep-14	review banking, update cashflow, banking approval; tc w CRA; process AP; Insuranc analysis; prepare GST analysis, file returns; mtg w SW to review proofs of claim, prepare notices of disallowance. update claims database	6.0
22-Sep-14	review banking, update cashflow, banking approval; weekly funding; dealing w insurance issues - Sch B and Sch C; prepare docs for CRA: dealing with closing issues	6.5
23-Sep-14	review banking, update cashflow, banking approval; prepare and send access docs to CRA; dealing w funding issue; update cashflow forecast: tc w counsel;	6.0
24-Sep-14	review banking, update cashflow, banking approval; dealing with property sale issues; conf call w counsel; attend at Goodmans. attend at Meridian: dealing w utilities	6.0
25-Sep-14	review banking, update cashflow, banking approval; prepare revenue breakdown for Heward; deal w GST issues; corr w creditors: prepare notice of disallowance	5.0
26-Sep-14	review banking, update cashflow, banking approval; tc w realtor; various tc w creditors; attend at Meridian; tc w mortgagee	3.0
29-Sep-14	review banking, update cashflow, banking approval, weekly funding; update cashflow projections; tc w potential buyer; corr w utilities; dealing w City re actions; prepare cashflow report for mortgagee: mtg at Goodmans w HS	8.0
30-Sep-14	review banking, update cashflow, banking approval; sales proceeds analysis; tc w CRA; prepare monthly insurance survey; mtg w realtor; mtg w potential buyer; tc w mortgagee	7.0

TOTAL	JAMES MERRYWEATHER	121.5
--------------	---------------------------	--------------

Disbursements

	Expense	GST/HST	Total
Canada Post - postage	\$ 92.98	\$ 12.09	\$ 105.07
			\$ -
			\$ -
			\$ -
			\$ -
			\$ -

Professional Services

Date	Description	Hours
09/03/14	GM supervision of BL	0.50
09/04/14	GM supervision of BL	0.50
09/05/14	GM supervision of BL	0.50
09/10/14	GM review letter from deJong counsel and review banking records regarding information presented	0.80
09/11/14	GM discussions with HSchonfeld and BL re next steps	0.30
09/15/14	GM reviewed deJong correspondence	0.50
09/16/14	GM Urban King analysis, discussions with BL	0.80
09/17/14	GM commenced reviewing large cash transfers from RT and trace to Schedule C companies	2.60
09/18/14	GM meeting with Brandon Lewis re cash tracing, t/c with HSchonfeld, plan cash tracing analysis	1.60
09/21/14	GM conference call with HSchonfeld and Mark Dunn re tracing funds through Schedule C companies	0.50
09/22/14	GM review tracing funds work performed by BL, continue tracing funds	3.40
09/23/14	GM tracing funds through Schedule C companies using Quickbooks	4.20
09/28/14	GM review email	0.30
09/30/14	GM t/c with Hschonfeld and JMerryweather, t/c with HSchonfeld, Jmerryweather and Ira Smith	0.40

Total Gary Moulton	16.90
---------------------------	--------------

09/02/14	BL Cash flow review; revisions.	1.75
09/03/14	BL Cash flow review	0.50
09/05/14	BL Updated cash flow; checked model.	1.25
09/12/14	BL Reviewed Quickbooks files.	1.50
09/13/14	BL Reviewed Quickbooks files.	0.50
09/16/14	BL Reviewed Quickbooks files; assessed payables for Schedule C properties; planning.	3.25
09/17/14	BL Reviewed Quickbooks files; assessed payables for Schedule C properties; planning.	6.50
09/18/14	BL Reviewed Quickbooks files; assessed payables for Schedule C properties; planning.	5.00
09/19/14	BL File management; planning discussion.	0.25
09/19/14	BL cash tracing analysis	3.25

Total Brandon Lewis	23.75
----------------------------	--------------

Reimbursable Expenses

Date	Description	Total
	HDD's at Staples in Toronto Re: 50048 -Schonfeld - Eugene Filipowicz of D&P - purchased HDD for storage client data re: 50048- Schonfeld.	90.74
	HDD's at STAPLES STORE #234 S TORONTO in Toronto Re: 50048 -Schonfeld - Eugene Filipowicz of D&P purchased HDD's for storage, processing and examination of client data re: 50048	171.42
	Total Expenses	262.16
		262.16
	HST	34.08
	Total Amount Due	296.24

Date	Staff	Description	Time
02/09/2014	SN W	Receiving emails and telephone calls relating to Claims Procedure for Hidden Gem Development Inc. and Royal Gate Holdings; responding to emails and telephone calls as per J. Merryweather's direction.	4.00
03/09/2014	SN W	Emails about and telephone conversations with R. Burns of CRA.	0.50
04/09/2014	SN W	Telephone calls and emails regarding R. Burns of CRA's question relating to 1 William Morgan Drive.	0.50
05/09/2014	SN W	Email to J. Merryweather regarding creditor question.	0.25
08/09/2014	SN W	Email to J. Merryweather looking for updates on creditors' behalf.	0.25
09/09/2014	SN W	Responding to creditor emails as per J. Merryweather's direction.	0.25
10/09/2014	SN W	Responding to creditor emails as per J. Merryweather's instructions.	0.50
11/09/2014	SN W	Responding to creditor emails as per J. Merryweather's instructions.	0.50
12/09/2014	SN W	Emails to J. Merryweather.	0.25
15/09/2014	SN W	Responding to and from creditor emails as per J. Merryweather's instructions.	0.50
16/09/2014	SN W	Responding to creditor emails as per J. Merryweather's instructions.	0.25
17/09/2014	SN W	Responding to creditor emails as per J. Merryweather's instructions.	2.25
18/09/2014	SN W		0.75
19/09/2014	SN W	Responding to emails as per J. Merryweather's instructions. Reviewing claims and issuing notices of disallowances.	3.00
22/09/2014	SN W	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	1.25
23/09/2014	SN W	Responding to creditor emails as per J. Merryweather's instructions.	0.75
24/09/2014	SN W	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	1.00
25/09/2014	SN W	Emails with J. Merryweather regarding notices of disallowances.	0.50
26/09/2014	SN W	Responding to creditor emails as per J. Merryweather's instructions.	0.25
29/09/2014	SN W	Emails to and from J. Merryweather regarding next steps; Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	1.50

TOTAL	STEPHANIE WILLIAMS	19.00
--------------	---------------------------	--------------

Timedocket RASHA MORKOS
ENGAGEMENT NAME Dr Bernstein
Insolvency Date: Nov5-14

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
RASHA MORKOS, accountant				
Week ending				
AUG 18-22	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
AUG 25-29	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	26		
SEPT 1-5	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	37		
SEPT 8-12	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
SEPT 15-19	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
TOTAL	RASHA MORKOS	195		

3 church street, suite 100
toronto, ontario, M5E 1M2
tel: (416) 364-4414
fax: (416) 364-2099
www.nblc.com

**n. barry lyon
consultants limited**



Invoice No. 14-3343

September 30, 2014

Mr. Harlan Schonfeld, CPA, CA CIRP
Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P.O. Box 95
TD Centre, North Tower
Toronto, Ontario M5K 1G8

Re: **Strategic Market, Planning, Valuation & Disposition Review**
31 City of Toronto (Rose and Thistle Group) Sites
Our Docket No. 13-2635

Fee for professional services rendered, for the month of **September, 2014**. Work activities included compiling a summary data base of Schedule C properties; researching status of 55 Park Lane severance; meeting to discuss Schedule C properties.

<u>Consultants</u>	<u>Hours</u>	<u>Rate/Hour</u>	<u>Amount</u>
Mark Conway	7.0	\$250.00	\$1,750.00
Matthew Bennett	22.0	160.00	3,520.00
Nick Michael	4.03	125.00	503.75
Sub-Total:			\$5,773.75
Applicable 13% HST (#R103841573)			750.59
Total Due:			\$6,524.34

Due and payable upon receipt

N. Barry Lyon Consultants Limited

Schonfeld Inc.
Receivers + Trustees

November 4, 2014

Norma Walton, Ronald Walton
The Rose & Thistle Group Ltd. and
Eglinton Castle Inc.; and those
Corporations listed on Schedule "B"
of an Order made on November 5, 2013
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #915

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period October 1, 2014
to October 31, 2014 under the terms of an Order dated
November 6, 2013 and August 12, 2014 as amended appointing
Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:		\$ 140,832.50
HST @ 13%		<u>18,308.23</u>
Total fee:		<u>\$ 159,140.73</u>
Disbursements:		
n barry lyon consultants limited	\$ 1,610.25	
Postage	<u>105.07</u>	<u>1,715.32</u>
Total Fees and Disbursements		<u>\$ 160,856.05</u>

S. Harlan Schonfeld CPA, CIRP	69.0	\$550	\$ 37,950.00
James Merryweather, CPA, CGA	143.0	\$400	\$ 57,200.00
Gary Moulton, FCPA	29.2	\$475	\$ 13,870.00
Brandon Lewis, CPA, CA, CBV	44.3	\$350	\$ 15,487.50
Stephanie Williams	37.5	\$150	\$ 5,625.00
Rasha Morkos	214.0	\$50	\$ 10,700.00
TOTAL:	<u>637.0</u>		<u>\$ 140,832.50</u>

H.S.T. #87283 8339 RT0001

Tel. 416.862.7785 Fax. 416.862-2136
info@schonfeldinc.com

4 77 King Street West, Suite 3000, P O Box 95, Toronto, Ontario
MSK 1G8

CB

Timedocket S Harlan Schonfeld CPA, CIRP
ENGAGEMENT NAME: Dr. Bernstein v Walton
Date: September 20, 2013

Oct1-14	deal w/66 Gerrard St E amendment to APS and Rent Roll & contracts; deal wife/44 Park Lane Circle & Home Trust payout statement; various emails w/parties to deal w/payout; Cecil St emails to settle amendment; disputed properties (Tennis & Broadview); review Sch C cash flow funding model w/JM; deal w/1485 Dupont showings; t/ CBRE re evaluations; t/receiver (Spergel-Gennis) re 2454 Bayview take over; deal w/ 295 West Mall realty tax payment consents & APS terms; review agenda for mtg and issues re Shareholder loans & claims process;	8.0
Oct2-14	attend mtg w/Goodmans , Applicants, & Ira Smith; deal w/ Sch C property evaluations & CBRE, review Sch C funding request, review Sch B sales realization summary, review claims process summary and discuss interim distribution, Inspector funding variation, ongoing tracing issues	6.0
Oct3-14	t/Reitan re funding, claims process, realization, T2 filings; call w/ Goodmans report on 9:30am scheduling appt; deal and review funding, claims summary, interim distribution, issues	5.0
Oct6-14	deal w/24 Cecil closing issues t/buyer; deal w/65 Heward closing issues - rent roll -costs; finalize 18th report on sale approval for 66 Gerrard St E; property management issues; 1485 Dupont reply to Jack Brudner; reply to offerors for 1485 Dupont; deal w/access to 44 Park Lane for showing; approve email to mortgagees - 44 Park Lane;	6.0
Oct7-14	deal w/24 Cecil amendment and APS price adjustment; deal w/355 Weston Rd signback; 65 Heward motgage and closing issues; conf call w/Goodmans - various issues; discuss tracing issues w/Moulton	4.5

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Oct8-14	deal w/355 Weston APS fully signed and dd condition begins; deal w/settling & reducing 24 Cecil selling price -and zoning issues; deal w/ contracts and closing issues for 66 Gerrard; deal w/extension to close 65 Heward to Oct 15th; t/mortgagee on 65 Heward and terms;	4.5
Oct9-14	attend at 44 Park Lane Circle w/Realtor to tour property for evaluation purposes; deal/66 Gerrard St closing issues and documents; deal /65 Heward closing; finalize 24 Cecil amendment to APS; receive orders made Oct9th re Gerrard sale approval and 1485 Dupont discharge -instruct CBRE and BL; deal w/due diligence deliveries for 355 Weston	6.5
Oct10-14	deal w/closing documents for 66 Gerrard ST E and 24 Cecil; deal /w SOA for closings;	3.5
Oct14-14	deal w/closing issues for 66 Gerrard St E; 65 Heward and 24 Cecil -SOA -employment contracts - discharge statements; call w/Goodmans to discuss - 44 Park Lane Circle, proposed interim distribution, Eddystone, Dupont, Jarvis St and disputed properties,	5.0
Oct15-14	continue to deal w/closings for Heward, Gerrard and Cecil - settle SOA, and mtg payout statements; conf call w/Dr B, Jim Retian and Gary Moulton; and J Merryweather; deal w/Goodmans cal to Empey to report call; ongoing closing issues to close Gerrard & Heward	6.0
Oct28-14	mtg/JM to deal w/remaining Sch B & C properties; deal /Jarvis; Carlaw, Kelvin, Weston, West Mall sales processes and status of APS; tTrez re APS & Commitment letter, CBRE re CA and commission; t Goodmans re various issues; t Brudner re 1485 Dupont and insurance and records issues; BL re collection issues - Cityview & Royal Gate;	6.0
Oct29-14	call wGoodmans to address various issues; deal w44Park Lane utilities; Jarvis unit C closing; 285 TWM issues	3.5

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Oct30-14	deal w/ongoing management issues - 295 TWM; 2 Kelvin; 44 Park Lane	2.5
Oct31-14	deal w/Carlaw & Jarvis lising issues; 44 Park Lane mortgagee issues, claims process,	2.0

TOTAL	S HARLAN SCHONFELD	69.0
--------------	---------------------------	-------------

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
JAMES MERRYWEATHER, CPA, CGA				
01-Oct-14	review banking, update cashflow, banking approval; update Schedule C projections; various tc and corr w counsel; dealing w property mgmt issues; process AP; tc and corr w mortgagee; prepare sales realization analysis			
		8.0		
02-Oct-14	review banking, update cashflow, banking approval; update Schedule C forecast; conf call w counsel; corr w creditors; mtg w SW re claim disallowance, update database;			
		8.0		
03-Oct-14	review banking, update cashflow, banking approval; prepare Schedule C funding documents; conf call w counsel; conf call re funding; review proofs of claim; sales realization analysis			
		6.0		
06-Oct-14	review banking, update cashflow, banking approval, weekly funding; update cashflow projections; various tc w creditors; prepare notices of disallowance; corr w counsel; property sales analysis			
		6.0		
07-Oct-14	review banking, update cashflow, banking approval; process AP; review BL mgmt fees; dealing w tenant issues; corr w mortgagee/counsel; prepare revenue analysis for DR sale; tc w buyer; conf call w counsel			
		8.0		
08-Oct-14	review banking, update cashflow, banking approval; tc w purchaser; tc w counsel; analysis of shareholder contributions; mtg w SW to review proofs of claim, update database, issue notices of disallowance			
		8.5		
09-Oct-14	review banking, update cashflow, banking approval; dealing w closing issues; tc w counsel; process AP; attend at City Hall; corr w mortgagee;			
		6.0		
10-Oct-14	review banking, update cashflow, banking approval; dealing w closing issues; mtg w SW to review claims, update database, issue N of DA; corr w mortgagee			
		6.0		
14-Oct-14	review banking, update cashflow, banking approval, weekly funding; prepare distribution analysis; conf call w counsel; review proofs of claim; process AP			
		6.5		

Timedocket James Merryweather
ENGAGEMENT NAME DR. BERNSTEIN v WALTON
Insolvency Date:

15-Oct-14	review banking, update cashflow, banking approval; dealing with property closings; process AP; mortgage analysis; conf call re distribution; prepare cashflow for mortgagee; detailed analysis of fees and funding;	9.0
16-Oct-14	review banking, update cashflow, banking approval; dealing with property closings, corr w mortgagee; mtg w SW to review proofs of claim, update database, launch claims process for SH, RRH; tc and corr w counsel; attend at Meridian; attend at City Hall	7.5
17-Oct-14	review banking, update cashflow, banking approval; process AP; dealing with Gerrard and Cecil closings; corr w creditors; review claims issues; attend at Goodmans; attend at Meridian	6.5
20-Oct-14	review banking, update cashflow, banking approval, weekly funding; process AP; tc w mortgagee; update sales realizations analysis; attend at Goodmans, Meridian re Cecil; prepare GST analysis, file returns (Q3, Sep); dealing w transition/operational issues	8.0
21-Oct-14	review banking, update cashflow, banking approval; detailed analysis of share equity; process AP; mtg w creditor; various operational issues w BL; corr w counsel;	9.0
22-Oct-14	review banking, update cashflow, banking approval; mtg w SW re claims process; tc w counsel; process AP; update cashflow projections; tc w DOJ; corr w creditors	6.5
23-Oct-14	review banking, update cashflow, banking approval; corr w mortgagees; detailed analysis of share equity; attend at DOJ; dealing w West Mall sale	5.5
24-Oct-14	review banking, update cashflow, banking approval; tc w CRA; tc w mortgagee; dealing w West Mall sale; process AP; attend at Court re Dupont	5.5
27-Oct-14	review banking, update cashflow, banking approval; weekly funding; detailed analysis of share equity; process AP; dealing w West Mall issues	3.5
28-Oct-14	review banking, update cashflow, banking approval; tc w CRA; dealing with property issues; tc and corr w Briarlane; tc w mortgagee; corr w creditor	3.0

Date		Description	Hours
10/01/14	GM	t/c with HSchonfeld and Jim Merryweather re: meeting with Ira Smith, commence review of NWalton bank account	1.4
10/02/14	BL	Planning meeting; file management.	1.5
10/02/14	GM	planning meeting with BL, draft plan for further cash tracing analysis, t/c with HSchonfeld, Brian Empey and Mark Dunn, meeting with Ira Smith, Jeff Carhart(Miller Thomson), Shara Roy and JP Veel(Lenzner Slaght), Brian Empey(Goodmans), HSchonfeld and Jim Reitan and Dr. Bernstein, continue review of NWalton bank account	6.0
10/03/14	BL	Worked on cash tracing analysis of Schedule C companies.	4.8
10/03/14	GM	planning tracing with BL, continue tracing analysis	1.2
10/06/14	BL	Worked on cash tracing analysis of Schedule C companies.	4.3
10/06/14	GM	continue tracing exercise, analysis on payments made to Carcol	2.5
10/07/14	BL	worked on cash tracing analysis; planning.	4.0
10/07/14	GM	continue tracing exercise, analysis of Carcol billings	2.5
10/08/14	BL	Worked on analysis; planning meeting.	3.8
10/08/14	GM	analysis of transactions involving Carcol, meeting with BL to get update on cash tracing through various Rose & Thistle entities, t/c with HSchonfeld to update	2.5
10/09/14	BL	Worked on analysis of Schedule C companies.	3.0
10/09/14	GM	update calls with HSchonfeld and JMerryweather, email to Ira Smith re banking records	0.5
10/10/14	BL	Worked on analysis.	7.0
10/10/14	GM	Cash tracing through Schedule C companies	2.4
10/13/14	BL	Worked on tracing.	5.0
10/14/14	BL	Worked on tracing.	4.8
10/14/14	GM	tracing analysis, meeting with BL to discuss, t/c with HSchonfeld	2.2
10/15/14	BL	Worked on tracing.	2.8
10/15/14	GM	cash tracing, t/c with HSchonfeld, Jim Reitan, Dr. Bernstein, receipt of and review of copies of cheques drawn on N Walton account	5.4
10/16/14	BL	Worked on tracing.	3.5

10/16/14 GM memo to file re cheques, discussions
with HSchonfeld about cash tracing
exercise

2.6

TOTAL

73.5

Date	Staff	Description	Hours
02/10/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	4.50
03/10/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	0.25
06/10/2014	SNW	Emails to and from J. Merryweather; Responding to creditor emails as per J. Merryweather's instructions; Issuing notice of disallowance.	1.00
07/10/2014	SNW	Responding to creditor emails and telephone calls as per J. Merryweather's instructions.	0.75
08/10/2014	SNW	Receiving Dispute Notice; Attending on site, issuing Notices of Disallowances; Responding to creditors telephone calls and emails as per J. Merryweather's instructions.	5.25
09/10/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	0.50
10/10/2014	SNW	Attending onsite, issuing Notices of Disallowance and general file management.	5.00
14/10/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions; Organizing Proofs of Claim received.	1.25
15/10/2014	SNW	Tending to creditor emails and telephone calls as per J. Merryweather's instructions.	0.50
16/10/2014	SNW	Attending at the offices of Schonfeld Inc.; Preparing for next claims process and general clean-up of claim process databases.	5.00
17/10/2014	SNW	Launching Richmond Row and Skyway Holdings claims process.	2.75
20/10/2014	SNW	Tending to creditor emails as per J. Merryweather's instructions.	0.50
21/10/2014	SNW	Tending to creditor emails as per J. Merryweather's instructions.	1.25
22/10/2014	SNW	Attending at SRT offices; Email requests to Briarlane for invoices relating to claims procedure; Responding to and sending emails as per J. Merryweather's request.	3.50
23/10/2014	SNW	Attending to creditor emails as per J. Merryweather's instruction.	1.50
27/10/2014	SNW	Responding to emails as per J. Merryweather's instructions.	0.50
28/10/2014	SNW	Tending to creditor emails as per J. Merryweather's instructions.	0.50
29/10/2014	SNW	Tending to creditor emails as per J. Merryweather's instructions; Creating a spreadsheet of all missing invoices identified by Briarlane.	1.75
30/10/2014	SNW	Tending to creditor emails and telephone calls as per J. Merryweather's instructions.	1.25

TOTAL	STEPHANIE WILLIAMS	37.50
--------------	---------------------------	--------------

Timedocket RASHA MORKOS

ENGAGEMENT NAME Dr Bernstein

Insolvency Date: Nov5-14

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
RASHA MORKOS, accountant				
Week ending				
SEP22-26	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
SEP29-OCT3	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
OCT6-10	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
OCT14-17	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	38		
OCT20-24	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
TOTAL	RASHA MORKOS	214		

3 church street, suite 100
toronto, ontario, M5E 1M2
tel: (416) 364-4414
fax: (416) 364-2099
www.nblc.com

Invoice No. 14-3365

n. barry lyon
consultants limited



November 3, 2014

Mr. Harlan Schonfeld, CPA, CA CIRP
Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P.O. Box 95
TD Centre, North Tower
Toronto, Ontario M5K 1G8

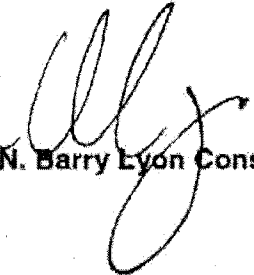
Re: **Strategic Market, Planning, Valuation & Disposition Review**
31 City of Toronto (Rose and Thistle Group) Sites
Our Docket No. 13-2635

Fee for professional services rendered, for the month of **October, 2014**. Work activities included:

- Research and discussions with City and TRCA staff re: park land severance;
- Reviewed due diligence files and assembled data room (multiple properties).

<u>Consultants</u>	<u>Hours</u>	<u>Rate/Hour</u>	<u>Amount</u>
Mark Conway	1.0	\$250.00	\$250.00
Matthew Bennett	5.0	160.00	800.00
Nick Michael	3.0	125.00	<u>375.00</u>
Sub-Total:			\$1,425.00
Applicable 13% HST (#R103841573)			<u>185.25</u>
Total Due:			<u>\$1,610.25</u>

Due and payable upon receipt


N. Barry Lyon Consultants Limited

Schonfeld Inc.
Receivers + Trustees

December 2, 2014

Norma Walton, Ronauld Walton
The Rose & Thistle Group Ltd. and
Eglinton Castle Inc.; and those
Corporations listed on Schedule "B"
of an Order made on November 5, 2013
30 Hazelton Avenue
Toronto, ON M5R 2E2

Invoice #920

*** INVOICE ***

Re: Court Appointed Manager's account

To: Professional services rendered for the period November 1, 2014
to November 30, 2014 under the terms of an Order dated
November 5, 2013 and August 12, 2014 as amended appointing
Schonfeld Inc. Manager, as detailed in the attached timedockets

Our fee:	\$ 97,617.50
HST @ 13%	<u>12,690.28</u>
Total fee:	<u>\$ 110,307.78</u>

Total Fees and Disbursements

\$ 110,307.78

S. Harlan Schonfeld CPA, CIRP	50.0	\$550	\$ 27,500.00
James Merryweather, CPA, CGA	116.5	\$400	\$ 46,600.00
Gary Moulton, FCPA	25.3	\$475	\$ 12,017.50
Stephanie Williams	20.0	\$150	\$ 3,000.00
Rasha Morkos	170.0	\$50	\$ 8,500.00
TOTAL:	<u>381.8</u>		<u>\$ 97,617.50</u>

H.S.T. #87283 8339 RT0001

Tel. 416.862.7785 Fax. 416.862-2136
info@schonfeldinc.com

4 77 King Street West, Suite 3000, P O Box 95, Toronto, Ontario B
M5K 1G8

Timedocket S Harlan Schonfeld CPA, CIRP

ENGAGEMENT NAME: Dr. Bernstein v Walton

Date: September 20, 2013

Nov4-14	dealing w/Sch C remaining properties; rptng to Goodmans - status	2.5
Nov5-14	deal w/brokers re listing Sch C properties - Kelvin -Jarvis-Prince Edward; APS's 295; Weston; call w/M Dunn - reply	2.0
Nov6-14	draft reply - property Sch C Issues - listing - discharges	1.5
Nov7-14	ongoing property management issues; and APS's	1.5
Nov11-4	listing 346 Jarvis and APS -Unit A; t -Avison re lisitng and marketing Kelvin-Luttrell-Trent; rptng to Goodmans re-corresp reply; t-J Willson -Variety Village & 2 Kelvin;	3.5
Nov12-14	review Equity and Debt schedule- Fee Allocation schedule - Property sales rptng	1.5
Nov13-14	mortgage Goodmans to review various schedules and Manager positions -Fee allocation; Equity schedule; Managers motion re dischagre from various properties; and Claims Process; deal w/various APS's 295 THW & 346 Jarvis-UnitA; deal - Prince Edward listing and 2 Kelvin;	5.5
Nov14-14	deal w/Fee Allocation schedule; deal w/final APS for 295 TWM -sign and accept; report to mortgagees -payout statements; deal w/APS for 346 Jarvis UnitA - review revised terms re HST -tenancies; deal w/Equity/Loan schdeule tw-G Moulton re tracing amounts; email re 44 PLC - consider insurance & costs	4.0
Nov17-14	call w/Goodmans re 346 Jarvis and HST issue; deal w/ acceptance of offer; Fee Allocation schedule and methodolgy; call re Rubino settlement -construction lien replies-Front St E;	3.0

Timedocket S Harlan Schonfeld CPA, CIRP
ENGAGEMENT NAME: Dr. Bernstein v Walton
Date: September 20, 2013

Nov18-14	deal w/SOA re 295 TWM - contracts & rent roll; finalize 346 Jarvis offer; deal w/Jarvis damage to door at Unit A; deal w/2 Kelvin interest; Fee Allocation schedule finalized; CBRE Prince Edward letter and Listing	3.0
Nov19-14	deal w/listing 324 Prince Edward and dd material	0.5
Nov20-14	conf call w/Applicant to discuss Fee Allocation and motion for discharges, Fee Allocation and interim distribution; review 21st Manager's draft report; deal w//listing Jarvis units B & F;	2.5
Nov21-14	Manager's 295 TWM court & CBRE report; Jarvis listings; Interim Distribution schedule	1.0
Nov24-4	attend in court for scheduling and dealing w/Fee Allocation; Discharges; Interim Distribution; mtg w/G Moulton to review equity and shareholding tracing analysis; deal/Prince Edward offer and sign back; deal w/offer for Kelvin, Luttrell, Trent;	6.0
Nov25-14	deal w/Prince Edward - sign back; claims process and 21st report	2.5
Nov26-14	sign and accept conditional APS - Prince Edward; t/Variety Village re 2 Kelvin - Manager to seek discharge & Offer; review draft 21st report;	1.5
Nov27-14	Kelvin offer; extension for Jarvis; waiver for Prince Edward; Ira Smith's report	3.5
Nov28-14	deal w/Jarvis bldg permit issues, review of draft 21st and 22nd reports of the Manager, and Ira Smith's report; t/Variety Village and broker to discuss offer;	4.5

TOTAL	HARLAN SCHONFELD	50.0
--------------	-------------------------	-------------

Timedocket James Merryweather
 ENGAGEMENT NAME DR. BERNSTEIN v WALTON
 Insolvency Date:

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
JAMES MERRYWEATHER, CPA, CGA				
03-Nov-14	review banking, update cashflow, banking approval, weekly fundig; prepare cashflow, send to mortgagee; process AP; prepare notices of disallowance; tc w counsel; dealing w West Mall purchaser; tc w CRA; corr w Carlaw counsel	6.0		
05-Nov-14	corr w Meridian; prepare analysis for HST audit; corr w Briarlane	1.0		
06-Nov-14	review banking, update cashflow, banking approval; respond to GST issues	1.5		
07-Nov-14	review banking, update cashflow, banking approval; process AP; dealing w insurance issues; attend at Meridian;; attend at Goodmans; provide info to WM buyer; dealing w Jarvis sale issues; detailed analysis of share equity	7.0		
09-Nov-14	detailed analysis of share equity	2.0		
10-Nov-14	review banking, update cashflow, banking approval, weekly funding; detailed analysis of share equity; update fee allocation schedule; tc w mortgagee; dealing w West Mall sale; reviewing proofs of claim	8.0		
11-Nov-14	review banking, update cashflow, banking approval; prepare analysis of accounting; update sales realization schedules; detailed reconciliation of share equity; corr w counsel; fee allocation analysis	9.0		
12-Nov-14	review banking, update cashflow, banking approval; prepare support for share analysis; mtg w SW to review proofs of claim, update claims database, issue notices of disallowance; corr w creditors; tc w mortgagee	7.5		
13-Nov-14	review banking, update cashflow, banking approval; prepare share analysis support; update fee allocation analysis; mtg w counsel; review proofs of claim, update creditor database	8.0		
14-Nov-14	review banking, update cashflow, banking approval; fee allocation analysis; detailed analysis of share equity; dealing w property issues w BL;	6.5		

Timedocket James Merryweather
ENGAGEMENT NAME DR. BERNSTEIN v WALTON
Insolvency Date:

17-Nov-14	review banking, update cashflow, banking approval, weekly funding; process AP; call w counsel; tc w tenant re tax issue; tc w creditor; tc and corr w CRA; attend at Meridian; update fee allocation schedule; review and prepare financials; update share analysis	8.5
18-Nov-14	review banking, update cashflow, banking approval; prepare allocation schedule and notes; update share analysis; various corr w BL re operational issues; tc w creditor	5.0
19-Nov-14	review banking, update cashflow, banking approval; process AP; detailed financial analysis for T2s; tc w G Moulton; update share analysis	6.0
20-Nov-14	review banking, update cashflow, banking approval; conf call w Applicant and counsel; update schedules; review draft report; detailed financial analysis for T2s	8.0
21-Nov-14	review banking, update cashflow, banking approval; review BL fees; conf call w counsel; corr w mortgagee counsel; dealing w West Mall issues; prepare draft financials for T2s; review draft reports, provide comments	6.0
24-Nov-14	review banking, update cashflow, banking approval, weekly funding; prepare draft financials for T2s; dealing w Weston Road extension; review draft report; mtg w HS, G Moulton re share analysis	7.5
25-Nov-14	review banking, update cashflow, banking approval; mtg w SW to review proofs of claim, issues notices of disallowance, update database; tc and corr w counsel;	4.0
26-Nov-14	review banking, update cashflow, banking approval; dealing with 324 Prince Edward sale; update financials for T2; process AP; corr w tenant counsel; prepare GST analysis, file returns	6.5
27-Nov-14	review banking, update cashflow, banking approval; file GST returns; process AP; corr w CRA; attend at DOJ re taxes; funding allocation analysis; update financials for T2s	4.0
28-Nov-14	review banking, update cashflow, banking approval; tc w counsel; review draft report; review and tc w G Moulton re analysis; prepare docs for Royal Gate GST audit	4.5

Timedocket James Merryweather
ENGAGEMENT NAME DR. BERNSTEIN v WALTON
Insolvency Date:

TOTAL	JAMES MERRYWEATHER	116.5
-------	--------------------	-------

Gary Moulton

Professional Services

Date	Description	Hours
11/14/14	commence my review of schedule of equity contributions to Schedule B companies	2.00
11/17/14	continue analysis of equity contributions by the parties to Schedule B companies	1.20
11/18/14	continue analysis of equity contributions to Schedule B companies	1.30
11/19/14	continue analysis of equity contributions to Schedule B companies. t/c with Jim Merryweather regarding progress	4.50
11/20/14	continue equity analysis and writeup findings for certain Schedule B companies	2.30
11/21/14	call from MDunn, HSchonfeld and JMerryweather re equity contributions schedule, review of revised schedule from JMerryweather	0.50
11/24/14	share contribution analysis, meeting with HSchonfeld and J Merryweather, short call with MDunn	5.50
11/25/14	share contribution analysis	4.50
11/26/14	continue tracing analysis of equity contributions	3.50

TOTAL	GARY MOULTON	25.30
--------------	---------------------	--------------

Date	Staff	Description	Hours
03/11/2014	SNW	Issuing Notice of Disallowance as per J. Merryweather's instructions.	1.00
05/11/2014	SNW	Tending to creditor voicemails and emails as per J. Merryweather's directions.	1.50
06/11/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	0.50
07/11/2014	SNW	Telephone call regarding Notice of Disallowance and dispute process.	0.25
10/11/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions.	1.75
11/11/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions; emails about access to claims database.	0.50
12/11/2014	SNW	Responding to creditor emails as per J. Merryweather's instructions; Attending on site and working with J. Merryweather on the Claims Process for Schedule B companies.	5.00
13/11/2014	SNW	Tending to creditor emails and voicemails as per J. Merryweather's instructions; Reviewing company bank statements.	4.00
14/11/2014	SNW	Sending reminders out with respect to claims bar date for Richmond Row and Skyway; Confirming receipt of proofs of claim; updating claims database.	0.75
17/11/2014	SNW	Responding to creditors with respect to Skyway and Richmond Row claims process.	1.00
18/11/2014	SNW	Tending to creditor emails as per J. Merryweather's instructions.	1.00
20/11/2014	SNW	Tending to creditor emails as per J. Merryweather's request.	0.25
25/11/2014	SNW	Attending onsite to work on Claims Process; Tending to creditor emails and telephone calls as per J. Merryweather's instructions.	2.50
TOTAL	STEPHANIE WILLIAMS		20.00

Timedocket RASHA MORKOS

ENGAGEMENT NAME Dr Bernstein

Insolvency Date: Nov5-14

DATE	DESCRIPTION	TIME (hh/mm)	HOURLY RATE	AMOUNT
RASHA MORKOS, accountant				
Week ending				
Oct27-31	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
Nov3-7	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
Nov10-14	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	38		
Nov17-21	accounts payable input, and cheque production; assemble information for CRA tax audits, prepares FS and analysis, and responding to Manager information requests	44		
TOTAL	RASHA MORKOS			170

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 Inc.
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 Development 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. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 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
Applicants

NORMA WALTON, et al
Respondents

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List**

Proceeding commenced at Toronto

**AFFIDAVIT OF SERVICE OF
S. HARLAN SCHONFELD
(Sworn December 5, 2014)**

**GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7**

Brian Empey LSUC#: 30640G
Mark S. Dunn LSUC#: 55510L
Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for The Manager

Appendix “G”

**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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT

**AFFIDAVIT OF BRIAN EMPEY
(Sworn December 8, 2014)**

I, BRIAN EMPEY, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**


1. I am a partner with the law firm of Goodmans LLP ("**Goodmans**"); counsel for Schonfeld Inc. (the "**Manager**") in its capacity as Court-appointed manager of the companies listed at Schedule "B" to the Order of Justice Newbould dated November 5, 2013 and in its capacity as Court-appointed receiver/manager of the properties listed at Schedule "C" to the Judgment and Order of Justice Brown dated August 12, 2014. Since January 31, 2014 (when Fred Myers was appointed a Judge of the Superior Court), I have been the lawyer at Goodmans with overall responsibility for this file. As such, I have knowledge of the matters hereinafter deposed to.
2. Attached hereto and marked as Exhibits "A" – "F" is a copy of each invoice rendered by Goodmans to the Manager in respect of the period from May 28, 2014 to November 30, 2014

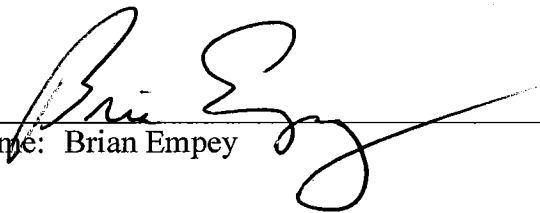
(the “Goodmans Application Period”). The invoices all reflect a write off for any word processing and secretarial overtime charges. The invoices have been redacted for confidential and/or privileged information where appropriate.

3. As is shown on the summary chart attached as Exhibit G, Goodmans expended a total of 1,257.10 hours in connection with this matter during the Goodmans Application Period, giving rise to fees and disbursements totalling \$816,575.42, including HST, as outlined in Exhibits “A” – “F”. The summary chart reflects a downward adjustment of \$1,272.25, including HST, in respect of a 3 hour adjustment for the second docket in the October 30, 2014 invoice attached as “E” hereto.

4. The average hourly rate charged by Goodmans during this period was \$557.89. Goodmans’ rates and disbursements are consistent with those in the market for these types of matters. Goodmans has had its rates and disbursements approved by this Honourable Court previously in this proceeding and in respect of similar services provided in various insolvency and restructuring files.

SWORN before me at the City of Toronto,
in the Province of Ontario, on this 8th day of
December, 2014.


A Commissioner for taking affidavits
Name: Caroline Descours


Name: Brian Empey

This is Exhibit "A" referred to in the
affidavit of Brian Empey
sworn before me, this 8th
day of December, 2014.



A Commissioner for Taking Affidavits

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4194
bempey@goodmans.ca

June 26, 2014

Our File No.: 14.0074

By Regular Mail

Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P. O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: S. Harlan Schonfeld

Dear Mr. Schonfeld:

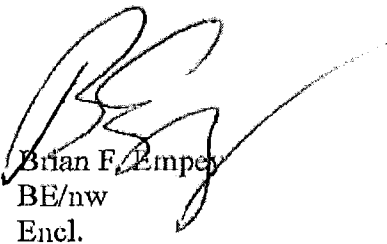
Re: Manager - Our Invoice No. 627526

Please find enclosed our invoice for services rendered in connection with the above-captioned matter.

We trust that this is satisfactory.

Yours very truly,

Goodmans LLP



Brian F. Empey
BE/nw
Encl.

cc. Mark Dunn



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

June 26, 2014

SCHONFELD INC. Receivers + Trustees
77 King Street West
Suite 3000, P. O. Box 95
TD Centre North Tower
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 627526
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/27/14	JLE	2.10	Drafting thirteenth Manager's report re: 875/887 Queen.
05/28/14	CDS	2.10	Drafting Manager's report re: 1003 Queen Street and 1500 Don Mills; discussing with M. Dunn and J. LaBine re: same.
05/28/14	MSD	.80	Call with H. Schonfeld re: sale approvals; discussions with J. LaBine re: same; review draft reports.
05/28/14	BFE	1.20	Internal emails re: next sale approvals; emails re: request from J. Reitan re: 65 Heward; emails with real estate team re: request from purchaser on 1500 Don Mills.
05/28/14	KEH	5.50	Attending to meeting of offices of Riocan's solicitors to discuss assignment and assumption of mortgage and closing of transaction with respect to 875- 887 Queen Street; exchange emails throughout the day with J. Smalley with respect to 1500 Don Mills mortgage statements; exchange emails with broker re: 620 Richmond Street status of transaction; review closing documents for 1500 Don Mills Road with G. Lauson; exchange emails with B. Empey re: same; draft seventh amendment purchase and sale agreement for 14 Trent Avenue; discussions with H. Schonfeld re: same; discussions with J.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 2

Date	TKID	Hours	Description
			Merryweather re: 1500 Don Mills Road contracts and ownership structure; discussions with G. Lauzon and exchange emails with Devry Smith re: existing 14 Trent Avenue deposit amount; discussions with G. Lauzon re: new agreement for 1485 Dupont Street .
05/28/14	JLE	2.70	Meeting with M. Dunn re: review of ; drafting Manager's report re: 875/887 Queen and 1 Royal Gate; e-mail correspondence re: same.
05/28/14	GLL	3.00	1500 Don Mills: numerous email and conversations; receipt and review of comments to draft closing documents and revisions to closing documents; receipt and review of draft closing documents prepared by the Purchaser's solicitors and provide comments to same; draft assignment and assumption of agreement of purchase and sale; prepare execution copies of closing documents; numerous email regarding contracts to be assumed on closing; revisions to notices to tenants and notices to contractors per comments received from J. Cummings.
05/28/14	GLL	.60	1485 Dupont: numerous email; discussions with K. Herlin; subsearch title; draft agreement of purchase and sale with Abelane Ventures Ltd.
05/28/14	GLL	.50	Update statement of receipt and disbursement of trust funds and email to the working group.
05/29/14	BFE	1.40	Email to M. Simaan re: 1500 Don Mills discharge; telephone conference with H. Schonfeld re: 65 Heward; numerous emails re: Sam Reisman and 65 Heward.
05/29/14	KEH	2.90	Discussions with H. Schonfeld throughout the day; review and revise 14 Trent Avenue amendment to agreement of purchase and sale; forward to solicitor for purchaser; discussions with solicitor for purchaser of 1500 Don Mills re: nomination; finalize documentation; exchange emails with broker re: 620 Richmond Street and additional requirement changes requested by purchaser; exchange documentation with J. Goldenberg re: payout statement rates of 875-887 Queen Street; review and send new agreement of purchase and sale for 1485 Dupont Street.
05/29/14	JLE	1.80	Telephone conversation with counsels to Woodgreen and Cushman and Wakefield; reviewing and revising tenth report; e-mail correspondence re: sale approvals.
05/29/14	GLL	.80	14 Trent: receipt and review of seventh amendment to agreement of purchase and sale and provide comments regarding same; subsearch title; draft direction re deposit; telephone conference call H. Schonfeld and K. Herlin;



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 3

Date	TKID	Hours	Description
			email to H. Schonfeld copies of the construction lien and certificate of action.
05/29/14	GLL	.60	1485 Dupont: discussions with K. Herlin; revisions to agreement of purchase and sale.
05/29/14	GLL	1.20	1500 Don Mills: prepare execution copies of closing documents; draft record book index; assemble record book.
05/29/14	GLL	1.50	875 and 887 Queen East: draft documents.
05/29/14	GLL	.20	1003 Queen East: telephone conversation with R. Pollock regarding the name of the purchaser for the closing documents and for the Approval and Vesting Order.
05/29/14	GLL	.20	1 and 20 Royal Gate: telephone conversation with P. Valenti regarding the name of the purchaser for the closing documents and for the Approval and Vesting Order.
05/30/14	BFE	.70	Telephone conference with K. Herlin re: 875 -887 Queen Street East and 65 Heward; emails re: 1 Cityview and 1500 Don Mills; reviewing correspondence by parties relating to 65 Front Street East.
05/30/14	GSE	.20	Discussion of HST on mixed use building.
05/30/14	KEH	1.50	Review documents with G. Lauzon re: 1500 Don Mills; provide comments with respect to closing documents for Queen Street property in particular mortgage documents; exchange emails with working group re: status of file.
05/30/14	JLE	.50	Telephone conference call re: Cityview and construction lien claims.
05/30/14	GLL	.50	1 City View: receipt and review of executed agreement of purchase and sale; draft closing agenda.
05/30/14	GLL	.80	Discussions with K. Herlin; draft closing documents.
05/30/14	GLL	.60	Numerous email; review draft documents and provide comments; revisions to closing agenda.
05/30/14	GLL	.30	875 and 887 Queen East: telephone conversation with C. Ash regarding the closing documents; discussions with K. Herlin.
05/30/14	GLL	.20	1003 Queen East: instructions to P. Macdonald regarding a tax certificate.
05/30/14	GLL	.20	1 and 2 Royal Gate: instructions to P. Macdonald regarding a tax certificate.
05/30/14	GLL	.20	Discussions with K. Herlin; correspondence to D. Chong regarding a

Date	TKID	Hours	Description
			readjustment of the realty taxes.
05/31/14	KEH	.30	Briefly review proposed buyer revisions to 14 Trent Avenue offer.
06/01/14	KEH	.40	Exchange emails with H. Schonfeld and revise 14 Trent offer amendment based on buyer's lawyer's comments.
06/02/14	CDS	.30	Reviewing Manager's eleventh report and corresponding with J. LaBine re: same.
06/02/14	MSD	5.50	Draft motion materials re: sale approvals; attend court for motion re: 65 Front.
06/02/14	BFE	2.80	Reviewing and commenting on draft report for fee approval and claims process, etc; reviewing endorsement of Justice Brown re: 65 Front Street and discussing with M. Dunn; correspondence with various parties re: 65 Front Street, including re: draft vesting order proposed by vendor; emails with L. Zimmerman re: Handelman APS for St. Clair and Queen's Plate.
06/02/14	GSE	.20	Review revised agreement of purchase and sale.
06/02/14	KEH	2.90	Review and revise 620 Richmond Street West agreement of purchase and sale; telephone call with H. Schonfeld to discuss same; discussion with H. Schonfeld re: 14 Trent agreement; review and revise same; distribute to working group; at request of J. Smalley draft letter from CDPQ mortgagee with respect to payout for 1500 Don Mills; exchange emails and telephone discussions the broker re: 1 City View Drive, Toronto, ON; exchange emails with solicitor for purchaser for 875-887 Queen Street West re: status of Riocan consent and release; brief discussions with G. Lauzon re: same; exchange emails with solicitor for prospective purchaser for 1485 Dupont; meet with H. Schonfeld.
06/02/14	JLE	4.10	Meeting with M. Dunn; drafting 11th report of the Manager; correspondence with lien claimants re: 65 Front Street.
06/02/14	GLL	2.60	1 City View: receipt and review of executed agreement of purchase and sale; draft closing agenda; draft closing documents.
06/02/14	GLL	.60	1003 Queen East: receipt and review of requisition letter; draft response to requisition letter; message erég application for vesting order to R. Pollock.
06/02/14	GLL	.60	65 Front: subsearch title; email parcel register and copies of registered liens to M. Dunn.
06/02/14	GLL	1.20	875 and 887 Queen East: draft closing documents; email to D. Nakelsky



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 5

Date	TKID	Hours	Description
			(Green and Spiegel).
06/02/14	GLL	1.20	1500 Don Mills: numerous email regarding the estoppel certificate from the City of Toronto; attend on execution of closing documents; draft statement of adjustments.
06/02/14	GLL	.20	14 Trent: receipt and review of comments to seventh amending agreement.
06/02/14	GLL	.20	620 Richmond: receipt and review of revised schedule to agreement of purchase and sale.
06/03/14	BFE	4.50	Dealing with vesting order for 65 Front Street including editing and providing blackline with comments to N. Walton, emails with S. Roy and N. Walton re: court process for approvals of draft order, emails with creditors' counsel, adjournment of court appearance to tomorrow, telephone conference with D. Brooker, providing instructions to add him to the service list, emails re: instructions and comments from client; emails re: Windsor payout statement (1500 Don Mills).
06/03/14	GSE	.50	Various e-mails re: residential complexes; allocation of commercial space.
06/03/14	KEH	3.10	Review and revise agreement of purchase and sale for 14 Trent Avenue to reflect new assignee; exchange emails with 620 Richmond Street; exchange emails with broker re: 1 City View Drive deposit; brief discussions with G. Lauzon re: status of file; exchange emails with solicitor for purchaser of 875-887 Queen Street East re: mortgage assumption documentation; draft release and consent; receipt of emails with respect to 1500 Don Mills and email to D. Mahler re: bump in mortgage payment.
06/03/14	JLE	3.80	Reviewing and considering e-mails and additional documents re: affidavit of documents; e-mail correspondence re: inactive entities.
06/03/14	GLL	.60	450 Pape: finalize record book; correspondence to H. Schonfeld; receipt and review of final 2014 realty tax statements and draft statement of readjustment of realty taxes.
06/03/14	GLL	.60	78 Tisdale: finalize record book; correspondence to H. Schonfeld; email to H. Schonfeld, J. Merryweather and A. Kung for information required to complete the statement of adjustments; receipt and review of final 2014 realty tax statements and draft statement of readjustment of realty taxes.
06/03/14	GLL	.20	1 and 20 Royal Gate: telephone call to P. Valenti.
06/03/14	GLL	.60	1003 Queen East: telephone call to R. Pollock; email to H. Schonfeld, J.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 6

Date	TKID	Hours	Description
			Merryweather and A. Kung for information required to complete the statement of adjustments; receipt and review of information and draft statement of adjustments.
06/03/14	GLL	.20	875 and 887 Queen East: draft documents; email to H. Schonfeld, J. Merryweather and A. Kung for information required to complete the statement of adjustments.
06/03/14	GLE	.20	9-11 City View: receipt and review of final 2014 realty tax statements and draft statement of readjustment of realty taxes.
06/03/14	GLL	.20	1131A Leslie: receipt and review of final 2014 realty tax statements and draft statement of readjustment of realty taxes.
06/03/14	PM	3.90	E-mails to and from G. Lauzon re: various properties in Toronto and Vaughan; preparing authorization; telephone calls to Toronto Revenue Services to obtain tax information for various Toronto properties and further telephone calls to tax collector to obtain information re: 2012 and 2013 tax arrears for Queen Street E and Don Mills properties; memo to G. Lauzon re: status of taxes for Queen and Don Mills properties.
06/03/14	DMR	.60	Correspondence with J. LaBine re: 1500 Don Mills; review mortgage documentation re: 1500 Don Mills; correspondence with K. Herlin re: same;
06/04/14	MSD	6.00	Draft and revise sale approval report; call with client re: same; call with R. Dodokin; draft further sale approval report; draft motion materials re: fee approval.
06/04/14	BFE	5.50	Negotiating and providing comments on draft vesting order for 65 Front Street, emails with parties and counsel for creditors, attending 4:00 pm court conference re: settling vesting order and scheduling matters; telephone conference with J. Labine re: comments on draft Thirteenth Report.
06/04/14	KEH	2.90	Discussions with H. Schonfeld re: 620 Richmond Street agreement of purchase and sale; discussions agent re: 620 Richmond Street agreement of purchase and sale; re-circulate mortgagee payout letter with respect to 1500 Don Mills Road; finalize and send out amending agreement for 14 Trent Avenue; receive same; exchange emails with solicitor for Riocan re: release and consent in connection with 875-887 Queen Street East transaction; discussions with G. Lauzon re: status of file; discussions with M. Dunn re: status of first mortgage registered against 875-887 Queen Street East and that first mortgagee had returned \$400,000 payment to N. Walton; review and revise 875-887 Queen Street East release and consent; forward same to

Date	TKID	Hours	Description
			solicitor for buyer and solicitor for first mortgagee; brief discussion with B. Empey re: status of file.
06/04/14	JLE	8.40	Reviewing and revising 10th report; preparing appendices to 10th report; reviewing and considering June 4th Orders and Endorsement; drafting Notice of Motion re: June 10th sale approval; drafting Manager's report re: Meridian and 14 Trent.
06/04/14	GLL	.20	78 Tisdale: email to N. Winter regarding a readjustment of the 2014 realty taxes.
06/04/14	GLL	.20	450 Pape: email to L. Hahn regarding a readjustment of the 2014 realty taxes.
06/04/14	GLL	.20	9-11 City View: email to J. Merryweather regarding 2014 realty taxes; email to G. Siskind regarding a readjustment of the 2014 realty taxes.
06/04/14	GLL	.20	1131A Leslie: email to J. Merryweather regarding the 2014 realty taxes; email to J. Handiak regarding a readjustment of the 2014 realty taxes.
06/04/14	GLL	.60	1500 Don Mills: revisions to statement of adjustments; email to the working group; email to J. Cummings; receipt and review of commission invoice and email to the working group.
06/04/14	GLL	.50	875 and 887 Queen East: receipt and review of realty tax information and rent roll; draft statement of adjustments and email to the working group.
06/04/14	PM	1.10	E-mails to and from G. Lauzon; obtain verbal tax info from Vaughn re: 1 and 20 Royal Gate Blvd.; order tax certificates for Atlantic, Jefferson and Spadina properties.
06/05/14	MSD	8.50	Finalize and serve motion record re: sale approvals; calls with R. Dodokin, H. Schonfeld, B. Empey and K. Herlin re: sale approvals and Woodgreen issue; call with mortgagee counsel re: DuPont motion.
06/05/14	BFE	5.30	Telephone conference with K. Herlin re: purchaser's amendment to 620 Richmond offer; emails re: Woodgreen mortgage (877 and 885 Queen Street East) and telephone conference with M. Dunn re: same; amending draft order for main claims procedure and discussing with M. Dunn; correspondence with counsel for mortgagees on 620 Richmond; dealing with opposition of Woodgreen re: 877 and 885 Queen Street East; re-drafting and commenting on draft Thirteenth Report.
06/05/14	KEH	2.90	Participate in calls with M. Dunn, H. Schonfeld, G. Lauzon and B. Empey throughout the day re: sale of 875-887 Queen Street East; meet with G.

Date	TKID	Hours	Description
			Lauzon and prepare basic breakdown of cost and expenses in connection therewith and send to H. Schonfeld; exchange emails with solicitor for 1500 Don Mills with respect to maintenance of property and discussions with J. Merryweather re: same; discussion with broker with respect to 875-887 Queen Street East; meetings with G. Lauzon to review closing documents; discussions with M. Dunn re: concerns with respect to 875-887 Queen Street East; review and revise agreement of purchase and sale for 620 Richmond Street West; discussions with H. Schonfeld re: same.
06/05/14	JLE	4.60	Reviewing and revising Manager's 10th and 11th reports; telephone conversations with parties; drafting Notice of June 10th motion; preparing motion record of the Manager; e-mail correspondence re: same.
06/05/14	GLL	1.00	875 and 887 Queen East: numerous email and conversations regarding closing matters; draft statement of receipt and disbursement of funds; prepare execution copies of closing documents.
06/05/14	GLL	1.40	1003 Queen East: revisions to closing documents and email to R. Pollack; prepare execution copies of closing documents.
06/05/14	GLL	.60	Calculate readjustments for 241 Spadina, 30 and 32 Atlantic and 47 Jefferson; discussions with K. Herlin; email to H. Schonfeld.
06/05/14	GLL	2.40	1 and 20 Royal Gate: numerous email and discussions; draft closing documents and statement of adjustments; prepare execution copies of closing documents.
06/05/14	PM	.80	Obtain verbal realty tax info re: Spadina, Atlantic and Jefferson properties; E-mail memo to G. Lauzon.
06/06/14	CDS	2.90	Reviewing and revising draft orders in respect of the 1500 Don Mills, 875 Queen, 1003 Queen, Royal Gate and Meridian properties; corresponding with M. Dunn and J. LaBine re: same.
06/06/14	MSD	6.50	Finalize and serve twelfth report; revise and circulate thirteenth report; review and revise vesting orders; meet with counsel to Handelman Group; discussions with client; discussions with counsel to DuPont Mortgagee.
06/06/14	BFE	2.70	Emails and telephone calls re: offer on 620 Richmond; meeting with L. Zimmerman, L. Wallach and M. Dunn re: outstanding issues on Tisdale and on the Handelman power of sale properties; telephone conference with H. Schonfeld re: various matters; email to Lenczner's re: proposed main claims procedure; emails and telephone calls re: issues for sale of 875-887 Queen

Date	TKID	Hours	Description
			Street East.
06/06/14	KAG	1.10	Travelling to Schonfeld Inc., attending to document signing with H. Schonfeld and returning to office.
06/06/14	KEH	1.30	Discussions with broker with respect to 875 Queen Street transaction; discussions with H. Schonfeld re: 620 Richmond Street matters; telephone call with H. Schonfeld; calls to B. Empey re: consent of mortgagee with respect to 620 Richmond Street transaction; forward 620 Richmond agreement of purchase and sale to solicitor for purchaser.
06/06/14	JLE	5.00	Reviewing and revising Manager's 12th report and notice of motion; preparing motion record re: 1485 Dupont; preparing confidential appendices to 10th and 11th reports; e-mail correspondence and telephone conversations re: June 10th sale approval motion.
06/06/14	GLL	.40	875 and 887 Queen East: numerous email and discussions regarding closing matters; arrangements for execution of closing documents.
06/06/14	GLL	.80	14 Trent: numerous email; revisions to approval and vesting order; receipt and review of realty tax statements and bills and discharge statement; draft statement of adjustments; draft statement of receipt and disbursement of funds and distribute same to the working group.
06/06/14	GLL	.60	1003 Queen: email from R. Pollock; revisions to closing documents and email copies to R. Pollock; arrangements for execution of closing documents; draft statement of receipt and disbursement of funds.
06/06/14	GLL	.40	1 and 20 Royal Gate: draft statement of receipt and disbursement of funds and email to the working group; arrangements for execution of closing documents.
06/06/14	GLL	.40	1500 Don Mills: draft statement of receipt and disbursement of funds and email to the working group.
06/06/14	PM	.10	Reviewing Correspondence re: 1 and 20 Royal Gala; e-mail to G. Lauzon.
06/09/14	CDS	.70	Reviewing and revising Trent property draft order; reviewing Manager's report re: same; discussing and corresponding with J. LaBine re: same.
06/09/14	MSD	7.80	Prepare for sale approval motion; draft orders and revise same; calls with counsel to mortgagees, lien claimants and parties.
06/09/14	BFE	2.80	Extensive correspondence and review of correspondence re: 65 Front Street

Date	TKID	Hours	Description
			East and re: 66 Gerrard Street East; advising re: 875-887 Queen Street East.
06/09/14	KEH	1.70	Discussions with H. Schonfeld throughout the day; receipt of re-draft of Agreement of Purchase and Sale for 1485 Dupont Street; revise and circulate same; meetings with G. Lauzon to discuss status of closing documents; discussions with H. Schonfeld re: 875-887 Queen Street East and receive court documentation; exchange emails with regards to 1500 Don Mills documentation.
06/09/14	JLE	8.60	Meeting with M. Dunn; reviewing and revising draft Orders; telephone call and e-mail correspondence re: sale approval motion; preparing for June 10th sale approval motion.
06/09/14	GLL	2.80	14 Trent: subsearch title; email to J. LaBine; draft closing documents.
06/09/14	GLL	.20	1500 Don Mills: subsearch title; email to J. LaBine.
06/09/14	GLL	.20	65 Front: numerous email; receipt and review of approval and vesting order and statement of receipt and disbursement of funds and provide comments.
06/09/14	GLL	.20	9-11 City View: telephone conversation with J. LaBine; email approval and vesting order to J. Labine;
06/09/14	GLL	.20	875 and 887 Queen East: email to J. Merryweather the breakdown of outstanding realty taxes, interest and penalty; discussions regarding vendor take-back charge.
06/09/14	PM	.40	E-mails to and from G. Lauzon; order tax certificate for 14 Trent Ave.
06/10/14	MSD	5.30	Attend motion for sale approval; revise thirteenth report; discussions with B. Empey and H. Schonfeld.
06/10/14	BFE	3.80	Reviewing and commenting on draft 13th report; emailing correspondence re: 65 Front Street East; initial review of draft fee affidavit.
06/10/14	KEH	1.10	Discussions with H. Schonfeld re: status of transaction and in particular status of purchase and sale agreements for 1485 Dupont Street, 65 Heward, 875 Queen Street litigation and West Mall; exchange emails with working group and purchaser lawyers re: same.
06/10/14	JLE	5.90	Attending at 330 University re: Manager's sale approval motions; reviewing and revising Manager's thirteenth report; drafting affidavit of B. Empey.
06/10/14	GLL	.20	295 The West Mall: receipt and review of draft agreement of purchase and sale and provide comments.

Date	TKID	Hours	Description
06/10/14	GLL	.20	1485 Dupont: receipt and review of draft agreement of purchase and sale.
06/10/14	GLL	.20	1 and 20 Royal Gate: receipt and review of revised discharge statement; receipt and review of comments to approval and vesting order and email to P. Valenti.
06/10/14	GLL	2.50	1 City View: draft documents.
06/11/14	MSD	1.30	Call with P. Griffin; call with H. Schonfeld; revise letter to Justice Brown re: Meridian; discussions with J. LaBine re: thirteenth report; instruct R. Kim re: Woodgreen Motion; call counsel to Harhay re: priority issue; review invoices.
06/11/14	BFE	3.20	Emails to follow-up on payments from sale of 65 Front Street East; wording on fee affidavit and material; emails re: 1500 Don Mills; emails re: 875-887 Queen Street East; preparing mortgage compliance certificates for May for various properties; emails re: 620 Richmond.
06/11/14	KEH	1.30	Discussions with H. Schonfeld re: 620 Richmond Street agreement of purchase and sale; finalize same; discussions with H. Schonfeld re: 65 Heward; receipt of latest draft in connection therewith; exchange emails throughout the day re: 1500 Don Mills re: outstanding elevator orders and other matters; exchange emails with mortgagee for 1500 Don Mills for outstanding mortgage amount; exchange emails with solicitor for purchaser re: Vaughan transaction that had previously closed and readjustment for realty taxes; discussions with working group with respect to 875-887 Queen Street East re: closing matters; discussions with G. Lauzon re: vesting orders.
06/11/14	JLE	5.00	Meeting with M. Dunn; e-mail correspondence re: 13th report of the Manager; drafting Notice of Motion; preparing Motion Record re: fee/activity approval.
06/11/14	GLL	.20	65 Front: numerous email regarding 65 Front; receipt and review of cheque in payment of net proceeds re sale of 65 Front and arrangements for deposit of same.
06/11/14	GLL	.20	Update general statement of receipt and disbursement of funds; email to J. LaBine.
06/11/14	GLL	2.60	1500 Don Mills: receipt and review of approval and vesting order and email to J. Cummings; correspondence to J. Cummings enclosing signed closing documents; receipt and review of three-party document registration agreement and provide comments; update record book index and assemble record book;

Date	TKID	Hours	Description
06/11/14	GLL	.20	1 and 20 Royal Gate: receipt and review of approval and vesting order and email to P. Valenti.
06/11/14	GLL	.20	1003 Queen East: receipt and review of approval and vesting order and email to R. Pollock.
06/11/14	GLL	.40	30-34 Meridian: receipt and review of approval and vesting order and email to T. Holmes and J. Cummings; email J. LaBine for the vesting order for the road widening; discussions with M. Dunn.
06/11/14	GLL	.40	14 Trent: receipt and review of approval and vesting order and email to E. Hyland.
06/12/14	BFE	5.40	Meeting with H. Schonfeld and M. Dunn re: comments from S. Roy on draft Claims Procedure Order; working with M. Dunn and J. Labine to revise and finalize 13th Report and fee affidavit; confirming receipt of second cheque from sale of 65 Front Street East.
06/12/14	KEH	1.10	Meeting with H. Schonfeld to discuss new offers; meeting with G. Lauzon to discuss closing dates and closing documents.
06/12/14	JLE	6.50	Meeting with M. Dunn; drafting Notice of Motion; preparing Motion Record re: motion for fee and activity approval; drafting letters to Commercial List re: scheduling and re: 30-34 Meridian; e-mail correspondence re: same.
06/12/14	GLL	.80	1 and 20 Royal Gate: correspondence to P. Valenti enclosing signed closing documents; draft record book index; revisions to Manager's Certificate with respect to the Approval and Vesting Order; assemble record book.
06/12/14	GLL	.80	1003 Queen East: correspondence to R. Pollock enclosing signed closing documents; revisions to Manager's Certificate with respect to the Approval and Vesting Order; draft record book index; assemble record book.
06/12/14	GLL	.80	14 Trent: draft closing documents.
06/12/14	GLL	.20	875 and 887 Queen East: numerous email; discussions with K. Herlin; draft notice of extension of Completion Date; attend on execution of notice and email to D. Nakelsky.
06/12/14	GLL	.60	1500 Don Mills: numerous email and negotiations regarding three-party document registration agreement; receipt and review of executed closing documents; email A. Kung regarding the status of the City estoppel and elevator deficiencies.

Date	TKID	Hours	Description
06/13/14	BFE	3.20	Correspondence with P. Griffin and L. Zimmerman and telephone conference with H. Schonfeld re: 7-15 and 30 Fraser; telephone conference with H. Schonfeld and J. Merryweather re: taxes on 875 Queen Street East; correspondence re: 66 Gerrard second mortgage; correspondence with J. Birch re: Manager's fees.
06/13/14	KEH	1.90	Discussions with H. Schonfeld throughout the day re: transaction particularly closing of 1500 Don Mills; At his request draft first amendment to 1 City View agreement of purchase and sale; exchange emails with working group re: 1 Royal Gate and need to draft multiple tenant lease amending agreement; receive and forward purchase agreement for 1485 Dupont Street including attachments in connection therewith.
06/13/14	JLE	3.30	Telephone conversation with R. Kim re: research instructions and equitable mortgages; e-mail correspondence; drafting factum re: approval of Manager's fees and other relief.
06/13/14	GLL	.20	1 City View: numerous email; receipt and review of executed extension agreement; update critical dates table.
06/13/14	GLL	.20	1500 Don Mills: numerous email and conversations regarding closing matters, elevator repairs, outstanding invoices and vesting order; receipt and review of undertaking; revisions to undertaking and arrangements for execution.
06/13/14	GLL	.40	14 Trent: numerous email regarding commission; email draft closing documents to T. Hyland.
06/13/14	PM	.20	Review off title correspondence.
06/14/14	GLL	.20	1485 Dupont: review executed agreement of purchase and sale; update critical dates list.
06/14/14	GLL	.40	Update statement of receipt and disbursement of funds; update mortgage table.
06/14/14	GLL	.20	620 Richmond: review executed agreement of purchase and sale; update critical dates list.
06/14/14	GLL	.20	5770-5780 Highway 7: facsimile to City of Vaughan regarding overpayment of realty taxes.
06/15/14	BFE	.80	Reviewing draft order and motion record of N. Walton re: 66 Gerrard Street East and email correspondence re: same.

Date	TKID	Hours	Description
06/15/14	JLE	3.50	Drafting factum re: approval of fees and other relief; reviewing and considering answers to undertakings of N. Walton; e-mail correspondence re: recent orders and endorsements.
06/16/14	MSD	4.20	Prepare for and attend motion re: DuPont and Gerrard; review Factum re: Manager's motion for fee approval and other relief.
06/16/14	BFE	1.40	Reviewing RioCan's Responding Motion Record; telephone conference with H. Schonfeld re: compliance certificate for 875-887 Queen Street East; emails re: appraisal for Fraser properties; reviewing issued and entered order dated June 16, 2014 re: 66 Gerrard second mortgage served by N. Walton.
06/16/14	KEH	2.80	At request of H. Schonfeld review and revise agreement of purchase and sale for 65 Heward; exchange emails with J. Merryweather and draft tenant letter with respect to 1-20 Royal Gate in connection with use of space; exchange emails with solicitor for 620 Richmond Street re: pre-closing matters and review and revise assignment and assumption of agreement of purchase and sale for 620 Richmond Street; discussions with G. Lauzon throughout the day re: closing of 1500 Don Mills; discussion with H. Schonfeld re: 875 Queen Street East litigation matters.
06/16/14	JLE	4.50	Researching case law re: claims procedures, fee approval and repayment from proceeds of realization; drafting factum and order re: fee/activity approval.
06/16/14	GLL	3.50	1500 Don Mills: numerous email and conversations; attend to closing matters; numerous email and correspondence re outstanding Rogers invoice; conduct HST searches; email confirmation regarding status of the approval and vesting order; scan and import manager's certificate and approval and vesting order as schedules to the ereg application for vesting order; finalize statement of receipt and disbursement of funds; correspondence to J. Cummings; correspondence to CBRE Limited; correspondence to Otera Capital Inc.; correspondence to Windsor Private Capital Inc.; correspondence to H. Schonfeld; update record book index; assemble record book.
06/16/14	GLL	.20	115-119 Skyway and 30-34 Meridian: discussions with J. LaBine regarding the vesting order for the road widening to the City.
06/17/14	MSD	7.50	Draft facta re: Fee motion and Woodgreen Motion; review written argument and materials re: Woodgreen motion; review N. Walton factum re: fees and draft response.
06/17/14	BFE	3.20	Telephone conference with M. Dunn re: updates on Manager's motion materials, Woodgreen matter, claims process, minute book reviews; review

Date	TKID	Hours	Description
			and comment on draft factum for Wednesday's hearing; reviewing documents served by other parties in Woodgreen dispute, emails with client re: same; reviewing factum served by N. Walton, discussing response.
06/17/14	KEH	1.30	Exchange emails with working group re: outstanding issues; telephone discussions with H. Schonfeld re: outstanding issues of day; discussions with J. Merryweather; review and revise 1-20 Royal Gate Short Term Lease Amending Letter and send same to him; exchange emails re: 355 Weston Road; discussions with G. Lauzon re: new lien registered against 34 Meridian and interference with road widening conveyance; brief discussions with M. Dunn re: same.
06/17/14	JLE	9.50	Reviewing and considering Woodgreen and RioCan motion materials; reviewing and revising factum; preparing book of authorities; reviewing and considering Woodgreen factum, supplemental record and factum of N. Walton; drafting factum re: mortgage priority on 887 Queen and preparing book of authorities; reviewing and revising factum.
06/17/14	GLL	1.20	Meridian and Skyway Properties: numerous email; telephone call to T. Holmes; telephone conversation with E. Piperopoulos; scan and attached vesting order as a schedule and update ereg application for vesting order; numerous email and conversations regarding the S71 notice registered on title.
06/17/14	GLL	1.50	14 Trent: receipt and review of comments to draft documents; revisions to documents and email to E. Hyland; prepare execution copies of closing documents.
06/17/14	GLL	.20	78 Tisdale: receipt of cheque in payment of the realty tax readjustment; correspondence to J. Merryweather.
06/18/14	MSD	5.00	Prepare for and attend motion for fee approval and other relief as well as Woodgreen motion re: priorities.
06/18/14	BFE	3.50	Attending at Court hearing as affiant; reading endorsement (fee approval, claims process), emails with counsel and N. Walton re: Justice Brown's endorsement; review of prior fee invoice to consider response to offer by N. Walton.
06/18/14	KEH	1.30	Attend to lien claimant removing claim registered against 32 Meridian; discussions with G. Lauzon re: 875 Queen Street East and need to extend closing date; exchange emails with solicitor for buyer re: same; discussions with M. Dunn re: court status; exchange emails with J. Merryweather, G. Lauzon re: request from buyer for 1 Royal Gate re: estoppels; receive signed



Baristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 16

Date	TKID	Hours	Description
			offer for 115 Skyway and exchange emails with H. Schonfeld re: same; receipt of signed copy of 65 Heward Avenue agreement of purchase and sale; exchange email re: same; brief telephone discussions with working group re: same.
06/18/14	JLE	1.90	Preparing for June 18 motions; reviewing and revising Supplementary Factum of the Manager; e-mail correspondence re: approval of November/December fees.
06/18/14	GLL	.60	Meridian and Skyway Properties: numerous email regarding discharge of S71 notice; receipt and review of receipted discharge; subsearch title; email to D. Marcutti (City of Toronto).
06/18/14	GLL	.40	1 and 20 Royal Gate: numerous email; receipt and review of requisition letter; draft response to requisition letter.
06/18/14	PM	.40	Review various tax certificates and copy to G. Lauzon.
06/19/14	BFE	1.20	Internal discussion re: amendments to order re: fee approval; draft and issue email to Lenczner's re: terms for repayment of Bernstein funding; emails and telephone calls with H. Schonfeld re: Heward; email to S. Roy responding to question re: Heward.
06/19/14	KEH	1.20	Meet with H. Schonfeld to sign documents; attending to closing matters throughout the day including follow-up re-deposit of 620 Richmond; meeting with G. Lauzon re: Birchmount Tax Certificates; discussions re: 1 and 20 Royal Gate Boulevard and lack of documentation; discussions re: road widening undertaking for 34 Meridian error in court order; discussions re: extension of 875 Queen Street transaction.
06/19/14	JLE	2.30	Telephone conversation with H. Schonfeld and J. Merryweather; telephone conversation with B. Empey re: amendments to fee approval order; e-mail correspondence re: repayment of applicants funding.
06/19/14	GLL	.50	Meridian and Skyway Properties: numerous email and conversations re vesting order, undertaking and certification of discharge.
06/19/14	GLL	.40	1 and 20 Royal Gate: numerous email and conversations regarding statement of adjustments and extension of closing date; draft extension agreement.
06/19/14	GLL	.40	875 and 887 Queen East: numerous email and discussions; draft second extension notice and email to D. Nakelsky; update critical dates list.
06/19/14	GLL	.20	295 The West Mall: receipt and review of letter of intent; receipt and review

Date	TKID	Hours	Description
			of agreement of purchase and sale.
06/20/14	BFE	1.80	Telephone conference with P. Griffin and M. Dunn re: terms for possible re-advance as required for repayment of Bernstein funding and emails confirming same; reviewing and discussing June 20 endorsement re: further hearing on Woodgreen; discussing sale process on 295 West Mall with H. Schonfeld; emails with client re: timing and mechanics for repayment of Bernstein funding.
06/20/14	KEH	1.90	Telephone calls to solicitor for purchaser of 1 and 20 Royal Gate re: status of extension letter; receipt of court judgment with respect to 875 Queen Street East; discussions with solicitor for Riocan/Trinity re: same; forward court decision to solicitor for purchaser of 875 Queen Street East; exchange emails with representatives of 620 Richmond re: a deposit and locating same; receipt of other executed documents throughout the day from working group; at request of H. Schonfeld draft amendment to and revival of 1 Cityview offer.
06/20/14	JLE	.70	Meeting with M. Dunn; reviewing and considering recent orders and endorsements; e-mail correspondence re: fee approval order.
06/20/14	GLL	1.00	14 Trent: numerous email; draft record book index and assemble record book; correspondence to E. Hyland enclosing signed copies of closing documents; draft statement of receipt and disbursement of funds; draft correspondence to Tamarack Real Estate Corporation, City of Toronto Tax Department, Bernard Gropper and H. Schonfeld.
06/20/14	GLL	.60	1003 Queen East: numerous email; update statement of receipt and disbursement of funds; draft correspondence to CBRE Limited, City of Toronto Tax Department and P. Griffin.
06/20/14	GLL	.80	1 and 20 Royal Gate: numerous email and conversations regarding an extension of the closing date; receipt and review of executed extension agreements; update statement of receipt and disbursement of funds; draft correspondence to CBRE Limited and H. Schonfeld.
06/20/14	GLL	.60	30-34 Meridian: numerous email and conversations regarding certification of the discharge of the S71 notice.
06/20/14	GLL	.20	115-119 Skyway: receipt and review of executed agreement of purchase and sale; email to H. Schonfeld for confirmation of the critical dates; email to H. Litowitz for confirmation of the critical dates.
06/20/14	GLL	.20	65 Heward: receipt and review of executed agreement of purchase and sale;

Date	TKID	Hours	Description
			email to H. Schonfeld for confirmation of the critical dates; email to N. Okell for confirmation of the critical dates.
06/20/14	PM	.40	Order tax certificate for Trent St. vacant lands.
06/21/14	KEH	.90	Exchange emails re: 65 Heward; discussions with H. Schonfeld re: alternative offers; finalize amendment to 1 Cityview offer.
06/23/14	BFE	.40	Reviewing N. Walton's weekly report; correspondence with R. Dodokin re: Woodgreen.
06/23/14	KEH	1.20	Discussions with G. Lauzon re: closing documents and status of transactions; exchange emails re: 1 and 20 Royal Gate documentation; exchange emails re: 1 Cityview documentation; exchange emails with solicitors re: 875 Queen Street East; discussions with G. Lauzon and M. Dunn re: same.
06/23/14	JLE	1.70	Meeting with M. Dunn; drafting letter to Justice Brown; telephone conversation with parties; e-mail correspondence.
06/23/14	GLL	.50	Discussions with K. Herlin and M. Dunn regarding various transactions and closing matters.
06/23/14	GLL	.30	30-34 Meridian: subsearch title and email to D. Marcutti (City of Toronto); email to M. Dunn regarding amendments to the Vesting Order.
06/23/14	GLL	.20	1 and 20 Royal Gate: numerous email and discussions regarding outstanding financing conditions and extension of the closing date.
06/23/14	PM	.50	Obtain verbal realty tax information; e-mail to G. Lauzon; further telephone call to City Tax Department.
06/24/14	CDS	.60	Discussing with B. Empey re: preparation of claims process forms for certain Properties; reviewing and providing comments re: draft forms.
06/24/14	BFE	1.20	Instructing C. Descours re: claims procedure forms; emails with client re: claims procedures; responding to position of Woodgreen's lawyer re: carve-out order; telephone conference with lawyer for lien claimants re: 65 Front and discussing email from N. Walton with M. Dunn.
06/24/14	KEH	2.70	Draft amendment to option and Riocan mortgage; circulate to client and discuss with H. Schonfeld and J. Merryweather; discussions with H. Schonfeld throughout the day re: repeated efforts by buyer's lawyer's to extend closing dates; discussions with solicitor for purchaser of 14 Trent property; discussions with solicitor for 1 and 20 Royal Gate property; meeting with G. Lauzon re: same; exchange emails with solicitor for 620 Richmond

Date	TKID	Hours	Description
			Street re: assignment and assumption of agreement; exchange email with solicitor for purchaser of 875 Queen Street East property; attend to locating and deposit cheque for 65 Heward Street property; discussions with M. Dunn re: outstanding matters; receipt of numerous emails throughout the day from G. Lauzon.
06/24/14	GLL	.50	Numerous email and conversations regarding various transactions.
06/24/14	GLL	.80	1003 Queen East: receipt and review of tax certificate; draft undertaking to pay outstanding realty taxes; numerous email and conversations about an extension of the closing date and various other closing matters.
06/24/14	GLL	.60	1 and 20 Royal Gate: receipt and review of updated parcel register; email M. Dunn regarding revisions to the Approval and Vesting Order; numerous email and conversations about a proposed extension of the closing date and other closing matters.
06/24/14	GLL	.20	1 City View: receipt and review of executed revival and second amendment to agreement of purchase and sale; update critical dates list.
06/24/14	GLL	.60	14 Trent: numerous email and conversations regarding outstanding water and tax arrears; receipt and review of draft undertakings and revisions to same; arrangements for execution of undertakings; numerous email and conversations regarding a possible extension of the closing date and other closing matters.
06/24/14	PM	1.20	Update realty taxes for 14 Trent and 1003 Queen; e-mails to and from G. Lauzon; telephone calls to collections.

OUR FEE

\$183,964.50

TKID	NAME	HOURS	RATE	TOTAL
BFE	Empey, Brian F.	56.00 hrs	\$840.00	\$47,040.00
GSE	Ernst, Glenn S.	0.90 hrs	\$925.00	\$832.50
KEH	Herlin, Ken	44.10 hrs	\$860.00	\$37,926.00
CDS	Descours, Caroline	6.60 hrs	\$525.00	\$3,465.00
DMR	Mahler, Daniel	0.60 hrs	\$540.00	\$324.00
JLE	LaBine, Jackie	86.40 hrs	\$375.00	\$32,400.00

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 20

TKID	NAME	HOURS	RATE	TOTAL
MSD	Dunn, Mark	58.40 hrs	\$560.00	\$32,704.00
GLL	Lauzon, Gloria	62.60 hrs	\$425.00	\$26,605.00
PM	MacDonald, Paula	9.00 hrs	\$250.00	\$2,250.00
KAG	Gerow, Kyle	1.10 hrs	\$230.00	\$253.00
DA	Clerk, Litigation	2.20 hrs	\$75.00	\$165.00
				\$183,964.50

DISBURSEMENTS

Wire Charges	150.00
Parking/ Cab / Mileage	153.63
Copies	2,329.50
Telephone - Cellular Phone Charges	8.25
Certificate - Realty Tax	810.00
Meals	98.27
Conference Calls	25.82
Set Down Motion	381.00
CD Production	320.00
Delivery - Courier	138.26
Process Server	196.00
Computer Searches - Westlaw Carswell	525.00
Search - Sub	484.00

TOTAL DISBURSEMENTS **\$5,619.73**

TOTAL FEES ON THIS INVOICE **\$183,964.50**

HST ON FEES **23,915.39**

NON TAXABLE DISBURSEMENTS **381.00**

TAXABLE DISBURSEMENTS **5,238.73**

TOTAL DISBURSEMENTS ON THIS INVOICE **\$5,619.73**

HST ON TAXABLE DISBURSEMENT **681.03**

Goodmans LLP

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 21

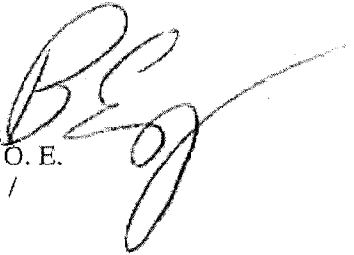
TOTAL THIS INVOICE (CANADIAN DOLLARS)

\$214,180.65

TRUST FUNDS

\$6,367,109.17

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP


E. & O. E.
BFE /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #627526 -- page 22

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Brian F. Empey, Matter # 140074, Invoice # 627526 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

This is Exhibit "B" referred to in the
affidavit of Brian Empey
sworn before me, this 8th
day of December, 2014.



A Commissioner for Taking Affidavits

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4194
bempey@goodmans.ca

August 5, 2014

Our File No.: 14.0074

By Courier

Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P. O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: S. Harlan Schonfeld

Dear Mr. Schonfeld:

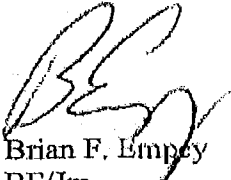
Re: Manager - Our Invoice No. 629629

Please find enclosed our invoice for services rendered in connection with the above-captioned matter.

We trust that this is satisfactory.

Yours very truly,

Goodmans LLP


Brian F. Empey
BE/Jm
Encl.

cc. Mark Dunn

6356711



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

July 31, 2014

Schonfeld Inc.
3000 North Tower, TD Centre
77 King St. W.
PO Box 85
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 629629
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/29/14	BFE	.50	Telephone conference with J. Birch re: 65 Front Street and treatment of Cushman & Wakefield's commission under Justice Brown's endorsement; reviewing correspondence to the Service List from J. Birch and N. Walton on this issue.
06/10/14	TMM	.10	Correspondence with Thistle.
06/12/14	MSD	7.50	Finalize and serve 13th report and manager's motion record.
06/20/14	MSD	1.20	Review decision of Brown, J. Review correspondence re: same and 30 and 30A Hazelton.
06/23/14	MSD	2.00	Discussions with J. LaBine re: Order for fee approval; review correspondence to Court; review mortgage and penalty law re: 14 Trent; attend building code motion re: 14 Trent.
06/24/14	MSD	3.30	Call and e-mails re: Handelman power of sale properties, prepare for Woodgreen mortgage motion. Correspondence re Royal Gate lien with Laser counsel.
06/24/14	JLE	.10	E-mail correspondence re: June 16 and 18 Orders.
06/25/14	ICC	.30	Office conference with M. Dunn re: claims process for lien claimants.

Date	TKID	Hours	Description
06/25/14	CDS	.40	Reviewing revised claims process forms and correspondence re; same.
06/25/14	MSD	.90	Calls and e-mails re: Royal Gate certificate of action, road widening and Woodgreen motion.
06/25/14	BFE	1.20	Telephone conference with counsel from Trez (mortgagee) re: 140 Queen's Plate and 3765 St. Clair and Tisdale; emails with clients re: proposed forms and timing for launching claims process; negotiating with Foglers re: amendment of mortgage.
06/25/14	KEH	3.90	Discussions with H. Schonfeld; review and revise agreement of purchase and sale with respect to 291-295 The West Mall; discussions with representative of mortgagee (TREZ) in connection therewith and possible financing for purchaser; exchange emails with representative of Riocan with respect to 875-877 Queen Street East transaction and amendments to existing option agreement and mortgage; discussions with solicitor for purchaser for 1 and 20 Royal Gate re: extension of closing date; discussions with H. Schonfeld and draft extension agreement for due diligence with respect to 1 City View property; exchange emails with solicitor for 1485 Dupont Street re: status of negotiations with first mortgagee to assume mortgage; meetings with G. Lauzon to discuss same.
06/25/14	JLE	.70	Meeting with M. Dunn; e-mail correspondence re: 1 and 20 Royal Gate, closings and lien claims.
06/25/14	GLL	.20	1131A Leslie; receipt and review of correspondence, readjustment and cheque; email and correspondence to J. Merryweather.
06/25/14	GLL	.20	Meridian and Skyway Property: receipt and review of revised vesting order; subsearch title; email to D. Marcutti.
06/25/14	GLL	1.40	1003 Queen East: numerous email and conversations regarding closing matters; receipt and review of closing funds and closing documents; scan and import Manager's Certificate and Approval and Vesting Order as a schedule to the ercg application for vesting order; receipt and review of receipted application for vesting order; correspondence to City of Toronto, CBRE Limited, R. Pollock and P. Griffin; update record book index; assemble record book.
06/25/14	GLL	1.50	1 and 20 Royal Gate; discussions with K. Herlin, P. Valenti and H. Schonfeld regarding a 1-day extension of the closing date; revisions to statement of adjustments and email to P. Valenti; revisions to Approval and Vesting Order and email to M. Dunn; receipt and review of executed closing documents;

Date	TKID	Hours	Description
			update record book index; assemble record book; update statement of receipt and disbursement of funds and email to the working group. .
06/25/14	GLL	.20	1500 Don Mills: email to C. Richman regarding a readjustment of the statement of adjustments.
06/25/14	GLL	.20	3765 St. Clair East: review parcel register and email with B. Empey.
06/26/14	CDS	.50	Reviewing revised claims process forms and corresponding and discussing with B. Empey re: same; revising claims process forms.
06/26/14	MSD	3.50	Attend Woodgreen motion; calls, discussions and e-mails with K. Herlin, G. Lauzon and J. LaBine re: closing of Royal Gate and Trent; review cases re: pre-payment and default penalties.
06/26/14	BFE	.30	Reviewing revised proof of claim forms, providing comments and instructions to C. Descours, including advice to client.
06/26/14	KEH	5.60	Closing of 1 and 20 Royal Gate and 14 Trent throughout the day; meeting with G. Lauzon throughout the day; discussions with solicitor's for landlord throughout the day; attempt to locate solicitor for purchaser throughout the day; discussions with J. Merryweather and H. Schonfeld re: same; discussion with J. Merryweather and H. Schonfeld re: 153 Eddystone Street agreement of purchase and sale; discussions with solicitor for purchaser re: 875 Queen Street East; draft further amendment to agreement of purchase and sale for 875 Queen Street; at request of H. Schonfeld draft amendment to option agreement in Riocan mortgage; circulate to working group; exchange emails re: registration of Vesting Order with respect to 30-34 Meridian; conveyance to the City of Toronto in order to obtain severance; email to solicitor for purchaser re: same; exchange emails with representative of TREZ G. Coscia with respect to 291-295 The West Mall and amendments to agreement of purchase and sale in connection therewith.
06/26/14	JLE	1.10	Reviewing and revising Royal Gate approval and Vesting Order for signature by Court; e-mail correspondence re: closing.
06/26/14	GLL	.20	1 City View: numerous discussions and email regarding an extension of the due diligence date.
06/26/14	GLL	1.00	1 and 20 Royal Gate: attend to closing matters; receipt of closing funds; attach Manager's Certificate and Approval and Vesting Order as a schedule to the erereg application for Vesting Order; numerous conversations and email regarding closing funds; arrangements re distribution of closing funds and

Date	TKID	Hours	Description
			correspondence to various recipients of closing funds.
06/26/14	GLL	1.00	14 Trent: attend to closing matters; receipt of closing funds; attach Manager's Certificate and Approval and Vesting Order as a schedule to the ercg application for Vesting Order; numerous conversations and email regarding closing funds; arrangements re distribution of closing funds and correspondence to various recipients of closing funds.
06/26/14	GLL	1.00	Meridian and Skyway: numerous email and conversations regarding arrangements for registration of the ercg application for vesting order of the road widening to the City; receipt and review of registered application for vesting order; correspondence to the Committee of Adjustment regarding the Certificate of Official.
06/26/14	TMM	1.00	Correspondence; meeting with K. Herlin re: various transactions.
06/27/14	MSD	.50	Call with H Schonfeld and K Herlin re 875/887 Queen.
06/27/14	BFE	1.50	Conference call re: impact of Justice Brown's decision on 875-887 Queen Street East; emails re: 1 Cityview, 14 Trent, 1 & 20 Royal Gate and 1485 Dupont.
06/27/14	DEF	.20	Search corporate history, including; conduct on-line search for information on public record; as required re 2370650 Ontario Inc.
06/27/14	KBH	2.50	Receipt of decisions with respect to 875-887 Queen Street East; review decision; discussions with H. Schonfeld, B. Empey and M. Dunn re: same; exchange emails with solicitor for purchaser; exchange emails with solicitor for Riocan; finalize re-draft of 153 Eddystone Offer to Lease and circulate re-draft to H. Schonfeld; discussions with H. Schonfeld re: identity of offeror; at his request conduct corporate search; provide results to him confirming receipt of proceeds from 1 and 20 Royal Gate and 14 Trent as same closed; discussions throughout the day with H. Schonfeld re: other properties; discussions with solicitor for purchaser for 1485 Dupont Street and waiver of mortgage condition in favour of buyer; attending to other post closing matter.
06/27/14	GLL	.40	875 and 887 Queen East: receipt and review of decision and numerous conversations regarding closing matters.
06/27/14	GLL	.50	Review trust subsidiary detail; update statement of receipts and disbursements.
06/27/14	GLL	.20	1131A Leslie: discussions with J. Merryweather; email J. Handiak regarding post-closing readjustments.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 5

Date	TKID	Hours	Description
06/27/14	TMM	.40	Telephone call with K. Herlin; correspondence.
06/28/14	BFE	.20	Emails with H. Schonfeld re: new buyer for 153 Eddystone [REDACTED]
06/28/14	KEH	.50	Draft 1 Cityview extension agreement; Exchange emails re: ongoing issues.
06/30/14	MSD	1.00	Call with B. Empey, H. Schonfeld and K. Herlin re: 887 and 875 Queen; review correspondence re: various properties.
06/30/14	BFE	1.10	Conference call with H. Schonfeld, J. Merryweather, T. Macdonald, K. Herlin, M. Dunn re: 875-887 Queen Street West, 1 Cityview, 295 The West Mall, 153 Eddystone.
06/30/14	KEH	1.10	Telephone call with working group to discuss 875 Queen Street East, 1 Cityview, 153 Eddystone and 291-285 The West Mall; discussions with RioCan solicitor re: 875 Queen Street property.
06/30/14	TMM	1.50	Conference call with H. Schonfeld, K. Herlin, B. Empey, M. Dunn, Foglers.
07/02/14	BFE	.40	Emails re: 875-887 Queen Street East and re: outstanding issues.
07/02/14	KEH	1.50	Exchange emails re: 875 Queen Street East; revise and circulate revised 291-295 The West Mall offer to purchase; respond to solicitor inquiry re: authorization for 1485 Dupont Street.
07/02/14	TMM	2.30	Correspondence with J. Merryweather, M. Dunn, H. Schonfeld, Foglers, K. Herlin re: various properties.
07/03/14	MSD	.70	Call with counsel to RioCan; e-mails with team re: 887 and 875 Queen.
07/03/14	BFE	.40	Emails with team and with client re: 875-887 Queen Street East.
07/03/14	KEH	.50	Exchange emails with working group re: 875 Queen Street East issues and 291-295 The West Mall.
07/03/14	TMM	2.80	Telephone call with D. Nadelsky; correspondence and review re: West Mall, Queen Street; conference call with H. Schonfeld.
07/04/14	MSD	.80	Call with B. Empey, H. Schonfeld and J. Merryweather re: various issues including 887 Queen and Eddystone; correspondence re: 887 Queen; correspond with lien claimant counsel re: DuPont.
07/04/14	BFE	1.50	Conference call with clients re: various issues including 875 Queen Street, 1 Cityview, Atrium's properties, Eddystone; emails re: shortfall and negotiations on 875-887 Queen Street East.

Date	TKID	Hours	Description
07/04/14	KBH	.70	Exchange emails re: ongoing negotiations re: 875 Queen Street East; assist with offer for 291-295 The West Mall.
07/04/14	TMM	2.50	Revise extension agreement; conference call; correspondence.
07/06/14	MSD	1.30	Draft letter to the Court re: motion for sale approval; discussions with mortgagee counsel re: same; correspondence with lien claimants.
07/06/14	GLL	.20	1131A Leslie: numerous email regarding readjustments.
07/06/14	GLL	.40	875 and 887 Queen East: numerous email regarding extension and closing matters; receipt and review of revised mortgage statements and statement of shortfall of funds.
07/06/14	GLL	.50	1500 Don Mills: receipt and review of evidence of payment of outstanding elevating devices charges and email to J. Cummings; finalize record book; memorandum to Records Management; correspondence to H. Schonfeld.
07/07/14	BFE	.50	Correspondence with counsel re: 875-887 Queen Street East; follow up with client re: 295 The West Mall.
07/07/14	KEH	.30	Reviewing and responding to emails.
07/07/14	GLL	.40	Update statement of receipt and disbursement of funds; requisition cheques for 9-11 City View (realty tax readjustment) and 450 Pape (realty tax readjustment); correspondence to P. Griffen.
07/07/14	GLL	.20	1 City View: numerous email; discussions with H. Schonfeld; draft revival and third amendment to agreement of purchase and sale.
07/07/14	TMM	2.20	Telephone calls with H. Schonfeld, D. Nakeslsy re: Queensway; meeting with G. Lauzon re: Cityview.
07/08/14	CDS	2.00	Drafting motion materials for claims process re: 65 Front Street East; corresponding with B. Empey re: same.
07/08/14	BFE	.20	Emails with C. Descours re: instructions for 65 Front Street claims process.
07/08/14	BFE	.30	Responding to questions from C. Descours re: main claims process.
07/08/14	GLL	.40	295 The West Mall: discussions with H. Schonfeld; discussions with T. Maconald; draft agreement of purchase and sale and email to H. Schonfeld.
07/08/14	GLL	.20	115-119 Skyway: numerous email; draft authorization for off-title searches and arrangements for execution of same.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 7

Date	TKID	Hours	Description
07/08/14	GLL	1.00	875 and 887 Queen East: numerous mail; discussions with T. Macdonald regarding the amending agreement; receipt and review of draft amending agreement; draft statement of adjustments and statement of receipt and disbursement of funds; telephone conference call J. Merryweather, H. Schonfeld, T. Macdonald, G. Lauzon; revisions to amending agreement.
07/08/14	TMM	1.60	Revise amendment to APS; telephone calls and correspondence with Fogers, H. Schonfeld, D. Nakelsky.
07/09/14	CDS	1.70	Drafting motion materials for claims process re: 65 Front Street East; meeting and corresponding with B. Empey re: same.
07/09/14	BFE	1.20	Meeting with C. Descours re: claims process for 65 Front; reviewing and commenting on draft materials for 65 Front claims process and motion.
07/09/14	GLL	.20	5770 and 5780 Highway 7 West: receipt of cheque from City of Vaughan re overpayment of realty taxes; email and correspondence to J. Merryweather.
07/09/14	GLL	1.20	875 and 887 Queen East: numerous email; review revised amending agreement; discussions with T. Macdonald; email M. Dunn for updated discharge statement; receipt and review of executed amending agreements; update statement of adjustments and statement of receipt and disbursement of funds.
07/09/14	TMM	1.30	Finalize agreements; telephone call with J. Merryweather, J. Goldenberg, D. Nakelsky; meeting with G. Lauzon.
07/10/14	CDS	1.50	Revising draft motion materials for claims process re: 65 Front Street property, including notice of motion, claims procedure order and related forms, and Manager's report; discussing and corresponding with B. Empey re: same.
07/10/14	MSD	2.10	Attend motion re: Woodgreen mortgage relief; review and revise supplemental report re: Queen Street; discussions with B. Empey re: Front Street claims process and other matters.
07/10/14	BFE	.40	Discussing 295 The West Mall; reviewing Order re: Wynford circulated by counsel for TREZ.
07/10/14	BFE	.20	Meeting with C. Descours re: revised material for 65 Front Street Claims Process.
07/10/14	JLE	2.70	Drafting supplemental report to the tenth report of the Manager; e-mail correspondence re: same.

Date	TKID	Hours	Description
07/10/14	GLL	.20	Meridian and Skyway Properties: receipt and review of tax receipts; correspondence to A. Morra (Committee of Adjustment).
07/10/14	TMM	1.20	Correspondence re: West Mall, Queen Street.
07/11/14	CDS	.60	Revising draft motion materials for claims process re: 65 Front Street property; corresponding with B. Empey and M. Dunn re: same.
07/11/14	BFE	.40	Reviewing and commenting on further drafts of materials for 65 Front Street claims process, discussing same by emails with M. Dunn and C. Descours.
07/11/14	BFE	.20	Advising client re: managing the current claims processes.
07/11/14	KBH	1.10	Draft 620 Richmond Street first amendment to purchase agreement; respond to emails.
07/11/14	JLE	1.70	Reviewing and revising supplemental tenth report of the manager and draft vesting order re: 875/887 Queen; preparing motion records; e-mail correspondence re: same.
07/11/14	GLL	.20	875 and 887 Queen: receipt and review of revised Approval and Vesting Order and provide comments.
07/11/14	GLL	.20	Numerous email and conversations regarding investing of funds.
07/11/14	GLL	.20	620 Richmond: numerous email and conversations regarding an extension of the due diligence date.
07/11/14	TMM	.20	Correspondence.
07/12/14	CDS	.30	Reviewing and revising Claims Procedure Order re: 65 Front Street property; corresponding with M. Dunn re: same.
07/13/14	CDS	.50	Reviewing and revising Claims Procedure Order and Report re: 65 Front Street property; corresponding with M. Dunn and B. Empey re: same.
07/13/14	BFE	.20	Reviewing drafts of additional paragraphs for 65 Front Street motion and comment by email to M. Dunn and C. Descours.
07/14/14	CDS	2.10	Reviewing and revising draft motion materials for claims process re: 65 Front Street East; reviewing comments and corresponding with J. Merryweather, B. Empey and M. Dunn re: same; compiling motion record materials.
07/14/14	BFE	.40	Dealing with extension to due diligence and closing dates on 620 Richmond.
07/14/14	BFE	.40	Advising re: 65 Front Street materials.

Date	TKID	Hours	Description
07/14/14	KEH	2.20	Exchange email with J. Merryweather re: 291-295 The West Mall; telephone call with J. Merryweather and TREZ mortgage re: same; exchange email with G. Lauzon re: vesting order for 875-887 Queen Street East; send revised amendment to 620 Richmond Street to working group; telephone call with agent; exchange emails with A. Onn and M. Tsourounis re: 620 Richmond Street second amendment; receipt of email from M. Dunn re: Woodgreen Management Inc.; revise 291-295 The West Mall agreement of purchase and sale.
07/14/14	JLE	3.30	Preparing Supplemental Motion Record of Manager for service and filing; preparing for July 15 motion re: 875/887 Queen; e-mail correspondence.
07/14/14	GLL	2.50	875 and 887 Queen East: message ereg application for vesting order to C. Ash (Green and Speigel); revisions to closing documents; correspondence to D. Nakelsky (Green and Speigel) enclosing signed closing documents; receipt and review of revised discharge statement from Woodgreen Management Inc.; draft record book index; assemble record book.
07/14/14	TMM	.20	Meeting with K. Herlin, G. Lauzon; correspondence.
07/15/14	CDS	2.20	Finalizing, compiling, serving and filing motion materials re: claims process for 65 Front Street East property.
07/15/14	MSD	2.50	Prepare for and attend Queen Street sale approval motion; discussions re: revised offer; review correspondence re: Front Street sale from lien claimants.
07/15/14	BFE	.40	Dealing with issues re: 620 Richmond and 875 Queen Street.
07/15/14	KEH	2.10	Discussions with J. Merryweather throughout the day; review and revise 291 - 295 The West Mall agreement of purchase and sale; make further revisions based on employee leaving property; exchange emails with solicitor for mortgagee of 875 Queen Street East and revise Release agreement to delete VTB; discussions with J. Merryweather re: allocation of purchase price for 875 Queen Street East transaction matter; review and revise 620 Richmond Street extension agreement; meeting with G. Lauzon re: pre-closing matters; telephone call to M. Dunn re: payout statement for Queen Street East property.
07/15/14	JLE	5.80	Preparing for and attending at 330 University re: sale approval motion; drafting Supplemental 13th Report of the Manager; preparing Motion Record; e-mail correspondence re: same.
07/15/14	GLL	.50	Numerous email and discussions and update table to report.

Date	TKID	Hours	Description
07/15/14	GLL	.50	875 and 887 Queen East: numerous email and discussions; receipt and review of revised mortgage statements; revise statement of adjustments and statement of receipt and disbursement of funds.
07/15/14	TMM	.20	Correspondence re: closings.
07/16/14	CDS	1.50	Reviewing, revising and compiling Second Supplemental Report to the Manager's Tenth Report; corresponding with M. Dunn re: same; corresponding with parties re: claims process for 65 Front Street East.
07/16/14	MSD	.70	Receive and review used Mandelbaum offer; discussions with client re: same; draft report re Mandelbaum; calls and e-mails re: 65 Front claims process.
07/16/14	BFE	.40	Correspondence with a lien claimant re: 65 Front Street; reviewing comments from D. Brooker and discussing same, along with other issues for the motion, by email with C. Descours.
07/16/14	KBH	1.10	Exchange emails throughout the day with solicitor for purchaser for 620 Richmond Street; meeting with G. Lauzon re: pre-closing for 875 Queen Street; telephone call to solicitor for mortgagee re Riocan re: same; receipt of comments with respect to new offer for 291-295 The West Mall; exchange emails with J. Merryweather re: same.
07/16/14	JLE	1.00	Correspondence re: claims procedure motion.
07/16/14	GLL	.40	Meridian/Skyway property: email from A. Morra (Committee of Adjustment); finalize Certificate of Official pursuant to the Planning Act (Ontario); email to J. Cummings.
07/17/14	CDS	2.50	Teleconferences and corresponding with parties and with M. Dunn and B. Empey re: Claims Procedure Order; revising, finalizing and distributing revised Claims Procedure Order.
07/17/14	BFE	.20	Emails re: negotiating order for 65 Front Street claims process.
07/17/14	KBH	2.50	Attend to closing of 875-887 Queen Street East transaction throughout the day including discussions with solicitor for purchaser throughout the day re: insurance issues; exchange emails with solicitor for Trinity/Riocan re: same; review and revise 291-295 The West Mall agreement of purchase and sale; circulate re-draft of same; discussions with J. Merryweather throughout the day re: status of transactions; exchange emails with solicitor for potential purchaser of 620 Richmond Street with respect to encroachment agreement compliance; meet with P. MacDonald re: same.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 11

Date	TKID	Hours	Description
07/17/14	JLE	1.00	Preparing for July 18 motions re: 65 Front St.; e-mail correspondence re: same.
07/17/14	GLL	2.50	875 and 887 Queen West: attend to closing matters; receipt and review of executed closing documents; receipt and disbursement of closing funds; receipt and review of final mortgage discharge statement; finalize statement of receipt and disbursement of funds; scan and import Manager's Certificate and Approval and Vesting Order as a schedule to the e-reg application; correspondence to C. Ash (Green & Spiegel); correspondence to Colliers Macaulay Nicolls; correspondence to H. Schonfeld; correspondence to City of Toronto; correspondence to R. Dodokin (Garfinkle, Biderman); finalize record book.
07/17/14	TMM	.10	Correspondence re: closing.
07/18/14	MSD	.40	Prepare for and attend motion re: Front Street sale approval.
07/18/14	KEH	1.70	Exchange emails re: 291-295 purchase offers with J. Merryweather and TREZ lender; attend to 620 Richmond Street due diligence matters; attend to 875-887 Queen post-closing matters, cheques and record book index.
07/18/14	PM	1.40	Telephone conversations with Right of Way Management re: encroachment agreement compliance; emails to Ann Marie Hyman of Right of Way Management and to W. Bonaventura.
07/19/14	BFE	.20	Email advice to J. Merryweather re: claims process.
07/21/14	BFE	.30	Emails re: 140 Queen's Plate; emails re: Eddystone.
07/21/14	KEH	1.70	Attend to matters including discussions with J. Merryweather in connection 620 Richmond Street; receipt of proposed amendment to agreement of Purchase and Sale for 620 Richmond Street; review PPSA print out; exchange emails with H. Wilson re: same; request other outstanding issues and list; discussions with J. Merryweather re: same; exchange emails with J. Merryweather re: status of 291-295 The West Mall Agreement of Purchase and Sale in two competing bids; receipt letter with respect to 115-119 Skyway Avenue; pull pin with respect to 115-119 Skyway; telephone call from solicitor for purchaser re: same and delaying in providing deposit
07/21/14	JLE	.70	Drafting confidentiality agreement re: Gentry environmental systems; e-mail correspondence.
07/21/14	PM	.30	Follow up with City re: status of compliance response.

Date	TKID	Hours	Description
07/22/14	CDS	.30	Preparing claims process forms and corresponding with J. Merryweather, B. Empey and J. LaBine re: same.
07/22/14	BFB	.20	Several emails re: 65 Front Street East claims procedure.
07/22/14	KEH	.50	Exchange emails with working group re: status of 620 Richmond Street purchase and sale agreement; receipt of latest deposit with respect to 115-119 Skyway Avenue; exchange emails with solicitor for lender of 620 Richmond Street.
07/22/14	JLE	.20	E-mail correspondence re: claims procedure order.
07/22/14	PM	.40	Emails from Ann Marie Hyman of City; email to K. Herlin; telephone conversation with Inspector.
07/23/14	BFE	.60	Reviewing and drafting response to L. Zimmerman; email to M. Dunn re: Queen's Plate; reviewing and forwarding Weekly Update from N. Walton; emails with J. Merryweather re: compliance certificates.
07/23/14	KEH	1.70	Exchange emails and calls throughout the day with J. Merryweather re: 620 Richmond Street; exchange emails with S. Moore re: 115-119 Skyway Avenue re: executed certificate; exchange emails with J. Merryweather, buyer's lawyer and G. Lauzon re: status of 115-119 Skyway Avenue.
07/23/14	PM	.60	Telephone calls to inspectors re: active permits at 620 Richmond Street West; search City website to obtain permit information; e-mails to and from K. Herlin.
07/24/14	BFE	.40	Telephone conference with J. Merryweather; emails to L. Zimmerman re: 3765 St. Clair and Queen's Plate.
07/24/14	KEH	.60	Discuss 291-295 The West Mall offers with J. Merryweather; discuss 620 Richmond Street issues; draft response to requisition letter to H. Litowitz.
07/24/14	JLE	.20	E-mail correspondence re: 65 Front Street.
07/24/14	PM	.20	Further follow up with inspectors re: active permits.
07/25/14	KEH	1.90	Discuss 620 Richmond and 291-295 West Mall with H. Schonfeld; revise and circulate re-draft of 291-295 West Mall schedule to purchase agreement; review requisition letter re: 1485 Dupont Street, Toronto and exchange emails re: same.
07/25/14	JLE	.20	E-mail correspondence re: 65 Front.



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 13

Date	TKID	Hours	Description
07/25/14	PM	.90	Telephone calls with inspector Callahan re: demolition permit; e-mails to and from K. Herlin; follow up with inspector re: encroachment agreement; e-mails to and from Ann Marie Hyman.
07/28/14	KEH	2.10	Discussions with H. Schonfeld and revise 291-295 West Mall re: Goldman offer; discuss 1485 Dupont requisitions and work order issues; receive 1 Cityview deposit cheque; discuss files with G. Lauzon.
07/28/14	JLE	.30	E-mail correspondence.
07/28/14	GLL	1.00	1485 Dupont: numerous email; subsearch title; review requisition letter; draft response to requisition letter; draft approval and vesting order.
07/28/14	GLL	1.00	115-119 Skyway: numerous email; subsearch title; review requisition letter; draft response to requisition letter; draft approval and vesting order.
07/28/14	GLL	.60	620 Richmond: numerous email regarding PPSA registrations, parking deficiencies, sprinkler and electrical deficiencies and active building permits; review draft waiver and amending agreement; review PPSA searches.
07/28/14	GLL	.20	875 and 887 Queen East: numerous email regarding payment of outstanding realty taxes and assumption of contracts.
07/28/14	GLL	.80	Update statement of receipt and disbursement of funds.
07/28/14	PM	.80	Telephone call plumbing inspector re: permit re: 620 Richmond Street West; e-mails to K. Herlin and Merryweather; e-mails to and from construction activities re: encroachment agreements.
07/29/14	KEH	.90	Discuss with G Lauzon and revise requisition responses for 1485 Dupont and 115 Skyway properties; exchange emails; with broker re: 30 -34 Meridian Road. calls to H. Schonfeld and M. Dunn re: outstanding matters.
07/29/14	PM	.40	Telephone call from J. De Sousa inspector; e-mail to J. Merryweather at Schonfeld Receivers.
07/30/14	KEH	.80	Review and revise West Mall purchase agreement.
07/30/14	GLL	.20	5770-5780 Highway 7 West Vaughan: receipt and review of realty tax certificate; draft statement of readjustments and email to J. Merryweather, D. Chong and B. Yilmaz.
07/30/14	GLL	.20	1500 Don Mills: email to J. Cummings regarding readjustments of the statement of adjustments.

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 14

Date	TKID	Hours	Description
07/30/14	GLL	.20	1131A Leslie: email to J. Merryweather and J. Handiak regarding readjustments of the statement of adjustments.
07/30/14	GLL	2.40	30-34 Meridian: numerous email and conversations; draft and finalize documents; update closing agenda and record book index; correspondence to J. Cummings; correspondence to Avison Young; correspondence to T. Holmes.

OUR FEE \$106,044.00

TKID	NAME	HOURS	RATE	TOTAL
BFE	Empey, Brian F.	14.20 hrs	\$840.00	\$11,928.00
JCC	Cosentino, Joe	0.30 hrs	\$760.00	\$228.00
KEH	Herlin, Ken	37.50 hrs	\$860.00	\$32,250.00
TMM	Macdonald, Thomas M.	17.60 hrs	\$890.00	\$15,664.00
CDS	Descours, Caroline	16.10 hrs	\$525.00	\$8,452.50
JLE	LaBine, Jackie	19.00 hrs	\$375.00	\$7,125.00
MSD	Dunn, Mark	28.40 hrs	\$560.00	\$15,904.00
DEF	Ferreira, Diane	0.20 hrs	\$300.00	\$60.00
GLL	Lauzon, Gloria	26.50 hrs	\$425.00	\$11,262.50
PM	MacDonald, Paula	5.00 hrs	\$250.00	\$1,250.00
DA	Clerk, Litigation	25.60 hrs	\$75.00	\$1,920.00
				\$106,044.00

DISBURSEMENTS

Telephone - Long Distance	1.51
Wire Charges	131.00
Meetings	20.00
Copies	2,194.50
Computer Searches - QL System	68.67
Conference Calls	19.45
Set Down Motion	127.00
CD Production	329.50
Delivery - Courier	350.33



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 15

Search - Corporate	18.00
Search - PPSA	18.00
Search - Sub	289.00
TOTAL DISBURSEMENTS	\$3,566.96
<hr/>	
TOTAL FEES ON THIS INVOICE	\$106,044.00
HST ON FEES	13,785.72
NON TAXABLE DISBURSEMENTS	127.00
TAXABLE DISBURSEMENTS	3,439.96
TOTAL DISBURSEMENTS ON THIS INVOICE	\$3,566.96
HST ON TAXABLE DISBURSEMENT	447.19
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$123,843.87
<hr/>	
TRUST FUNDS	\$3,954,457.02

Goodmans^{LLP}

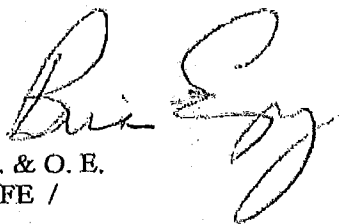
Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 16

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP


E. & O. E.
BFE /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #629629 -- page 17

PAYMENT OPTIONS

Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Brian F. Empey, Matter # 140074, Invoice # 629629 (Please include all invoice numbers)

***Please also email Wire Payment Details to: collections@goodmans.ca*

This is Exhibit "C" referred to in the
affidavit of Brian Empey
sworn before me, this 8th
day of December, 2014.



A Commissioner for Taking Affidavits

Goodmans^{LLP}

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4194
bempey@goodmans.ca

September 2, 2014

Our File No.: 14.0074

By Courier

Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P. O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: S. Harlan Schonfeld

Dear Mr. Schonfeld:

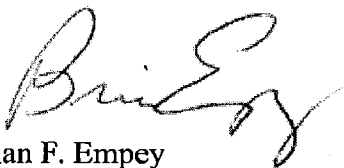
Re: Manager - Our Invoice No. 631089

Please find enclosed our invoice for services rendered in connection with the above-captioned matter.

We trust that this is satisfactory.

Yours very truly,

Goodmans LLP



Brian F. Empey
BE/Jm
Encl.

cc. Mark Dunn



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

August 29, 2014

Schonfeld Inc.
3000 North Tower, TD Centre
77 King St. W.
PO Box 85
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074

OUR INVOICE NO. 631089

GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
07/28/14	BFE	.40	Drafting Compliance Certificates and sending by email to client; updating tracking chart.
07/29/14	BFE	.30	Emails re: Queen's Plate.
07/30/14	BFE	1.20	Telephone conference with M. Dunn re: liens on power of sale properties; conference call with H. Schonfeld, J. Merryweather and M. Dunn re: claims processes and remaining unsold properties.
07/30/14	JLE	.10	E-mail correspondence re: sales closing in August.
07/31/14	KEH	3.40	Meet H. Schonfeld to discuss 291-295 West Mall, 620 Richmond Richmond and other title matters; revise 291-295 West Mall purchase agreement and distribute; call from buyer's lawyer; draft 291-295 assumption agreement; discuss revise skyway sale with G. Lauzon and duplicate purchase agreement; draft estoppels for 291-295 West Mall tenancies; finalize list of contracts with property management.
07/31/14	JLE	.80	Meeting with M.Dunn; reviewing and revising Submissions; reviewing and considering supplemental submissions of Applicants and Ms. Walton.
07/31/14	GLL	3.00	115-119 Skyway: numerous email and discussions; draft closing documents and statement of adjustments.

Date	TKID	Hours	Description
08/01/14	BFE	.50	Conference call re: 620 Richmond with clients, team and S. Graff for mortgagee; emails re: claims with J. Merryweather.
08/01/14	KEH	2.70	Receive and review 620 Richmond Amendment to purchase agreement; amend same; call with H. Schonfeld re: same; call with group and lender's lawyer re: same; discuss 291-295 West Mall purchase agreement and revise purchase agreement.
08/01/14	GLL	2.50	1 City View: draft closing documents.
08/05/14	BFE	.70	Emails re: offers and TREZ payout statement on 295 The West Mall; reviewing and commenting on email to F. Sulley re: 153 Eddystone; advising J. Merryweather re: claims process.
08/05/14	KEH	1.90	Revise 291-295 West Mall purchase agreement; discuss agreement with J. Merryweather and TREZ representative as well as TREZ management fee; exchange emails re: status of 620 purchase agreement; briefly review 115-119 Skyway closing documents; discuss status of closings with G. Lauzon.
08/05/14	JLE	.50	Reviewing and considering documents re: Skyway and Cityview sales.
08/06/14	KEH	3.10	Attend to finalizing 620 Richmond Street West agreement of purchase and sale; discuss same with Harlan Schonfeld and Jim Merryweather; conference call with broker re: same; revise agreement to deal with outstanding demolition permit; e-mail to City with respect to same; Receive revised agreement of purchase and sale for 291-295 The West Mall; Etobicoke, Ontario; discuss with Harlan Schonfeld and lender (TREZ), including discuss outstanding management fees; briefly review security opinions for Skyway and Cityview properties.
08/06/14	GLL	.80	115-119 Skyway: Subsearch title; search executions; conduct corporate search; draft Security Review Opinion.
08/06/14	GLL	.80	1 City View: Subsearch title; search executions; conduct corporate search; draft Security Review Opinion.
08/06/14	GLL	.20	295 The West Mall: discussions with K. Herlin; review Computershare charge and email to H. Schonfeld regarding a management fee.
08/07/14	BFE	.30	Reviewing Statement of Claim re: 153 Eddystone.
08/07/14	KEH	1.90	Attend to 620 Richmond pre-closing matters; discuss with H. Schonfeld and D. Mahler; locate major lease; exchange e-mails re: 1485 Dupont termination of purchase agreement; finalize 291-295 the West Mall purchase agreement

Date	TKID	Hours	Description
			and request deposit; revise Toy Terminal Estoppel Certificate and circulate.
08/07/14	JLE	2.60	Drafting Manager's report re: sale of Skyway and Cityview properties; email correspondence re: same.
08/07/14	GLL	.20	1485 Dupont: numerous email regarding termination of the purchase and sale agreement; arrangements for return of deposit and accrued interest.
08/07/14	GLL	.80	1 City View: numerous email; draft documents.
08/07/14	GLL	.40	291-295 The West Mall: numerous email; receipt and review of executed agreement of purchase and sale; calculate critical dates; update closing dates table.
08/07/14	DMR	1.50	Meeting with K. Herlin; drafting estoppel re: 620 Richmond.
08/08/14	KEH	.30	Revise Estoppel for 620 Richmond; locate deposit cheque for 291-295 West Mall.
08/08/14	KEH	.30	Revise 620 Richmond Estoppel.
08/08/14	JLE	.30	E-mail correspondence re: Skyway and Cityview sales.
08/08/14	GLL	5.50	165 Bathurst/620 Richmond: numerous email; receipt and review of Revival, Waiver and Amending Agreement; draft closing agenda and closing documents.
08/11/14	BFE	.50	Emails with H. Schonfeld, J. Merryweather and real estate team re: next steps on 65 Heward; reviewing Notice of Sale under Charge re: 153 Eddystone.
08/11/14	KEH	.40	Follow up e-mails re: 620 Richmond second deposit monies; exchange e-mails re: status of 65 Heward deal and possible bidding process.
08/11/14	GLL	.20	115-119 Skyway: discussions with K. Herlin; revisions to Security Review Opinion.
08/11/14	GLL	.20	1 City View: discussions with K. Herlin; revisions to Security Review Opinion.
08/12/14	BFE	4.30	Reviewing Justice Brown's 100 page decision released today and dealing with the consequences including telephone calls and emails with clients re: new duties, reviewing draft summary of decision, emails with Lencznerns, reviewing and commenting on draft correspondence to N. Walton; drafting letter to F. Sulley re: 153 Eddystone and sending to clients for comment; email correspondence with R. Fisher re: De Jongs.

Date	TKID	Hours	Description
08/12/14	KEH	.60	Exchange e-mail re: 620 Richmond purchase deposit and return of 1485 DuPont deposit; review latest court decision re: Rose and Thistle.
08/12/14	JLE	4.90	Telephone conversation with M. Dunn; drafting Fifteenth Report of the Manager; reviewing and considering Reasons for Decision of Brown, J. re: July 16 and 17 motion; drafting summary of Reasons; e-mail correspondence re: same.
08/13/14	BFE	2.50	Issuing letter to F. Sulley and responding to her email reply; conference call with Lencznars and with H. Schonfeld, J. Merryweather, G. Moulton, M. Dunn and J. Labine re: implementing Justice Brown's decision; initial review of draft Order prepared by Lencznars, discussing with clients (by email) initial comments; receiving various claims.
08/13/14	KEH	.60	Attend to closing of 32-34 Meridien sale; sign closing documents; exchange e-mail with broker re: deposit; follow up on deposit on 620 Richmond Street; exchange e-mails with broker re: due diligence at 291-295 West Mall.
08/13/14	JLE	3.10	Telephone call with K. Macrae re: 19 Tennis Crescent; telephone conference call with H. Schonfeld and J. Merryweather re: implementation of Justice Brown's decision; drafting report of the Manager re: Skyway and Cityview sales
08/13/14	GLL	1.00	30-34 Meridian: attend to closing matters; numerous email; arrangements for execution of Goodmans Law Statement and Notarial Copy of the Approval and Vesting Order; receipt and review of new parcel registers and revisions to Ereg Application for Vesting Order; scan and attach schedules to the Ereg Application for Vesting Order; conduct HST Registry Search; receipt and review of registered documents; correspondence to J. Cummings; correspondence to CBRE Limited.
08/14/14	BFE	3.80	Conference call with Schonfeld Inc. re: implementation of receiverships and instructions for comments on draft order; revising comments and sending to S. Roy; emails and telephone calls with clients re: various matters relating to new appointments, including insurance on 44 Park Lane, funding requests from N. Walton, correspondence from Schonfeld Inc. to N. Walton, email response to email from N. Walton.
08/14/14	KEH	1.60	Locate and obtain second deposit for 620 Richmond Street; obtain balance of deposit from 32-34 Meridian Road; review closing documents for 620 Richmond Street; exchange e-mails re: Toy Terminal estoppel with buyer's lawyer; discussions with H. Schonfeld re: outstanding matters; exchange e-

Date	TKID	Hours	Description
			mails with agent for Queen Street property.
08/14/14	JLE	.70	Reviewing and revising draft final order.
08/14/14	GLL	.60	14 Trent: finalize record book and CD's; correspondence to H. Schonfeld; memo to records management.
08/14/14	GLL	.60	875 and 887 Queen East: finalize record book and CD's; correspondence to H. Schonfeld; memo to records management.
08/14/14	GLL	.80	620 Richmond: discussions with K. Herlin; revisions to closing documents; email to A. Onn (McMillan Binch).
08/14/14	DMR	1.50	Correspondence with K. Herlin re: security review for 620 Richmond; review security documentation.
08/15/14	BFE	3.20	Dealing with issues re: new receivership appointments including emails and voicemails with S. Roy re: terms of appointment, emails and telephone conference with D. Michaud re: 1 William Morgan, emails and telephone conferences with clients, internal emails re: court scheduling and re: investment of trust funds.
08/15/14	KEH	.50	Finalize 620 Richmond estoppel; respond to solicitor for lender re: status of deal.
08/15/14	JLE	2.10	Telephone call with D. Michaud re: william morgan drive; reviewing and revising manager's report re: skyway and cityview sales; email correspondence.
08/18/14	BFE	1.80	Dealing with issues re: new appointments and re: Cityview sale approval.
08/18/14	KEH	.60	Attend to extending due diligence deadline for 65 Heward property; discussions with H. Schonfeld re: status of file.
08/18/14	JLE	5.80	Reviewing and revising Manager's Fifteenth Report; drafting notice of motion; preparing motion record and materials for August 20 appearance; e-mail correspondence re: same.
08/18/14	GLL	.20	65 Heward: numerous email regarding an extension of the due diligence date.
08/18/14	GLL	3.20	115-119 Skyway: revisions to closing documents to reflect new parcel register number, instrument number for easements and purchaser's HST number; arrangements for execution of closing documents; subsearch title and email to J. LaBine with respect to information required for the Manager's Report; draft record book index; receipt and review of executed documents;

Date	TKID	Hours	Description
			receipt and review of mortgage discharge statement; update statement of receipt and disbursement of funds; assemble record book; correspondence to S. Matteer; correspondence to City of Toronto; correspondence to CBRE Limited; correspondence to P. Griffen; correspondence to J. Merryweather.
08/18/14	GLL	2.80	1 City View: revisions to closing documents; arrangements for execution of closing documents; subsearch title and email to J. LaBine with respect to information required for the Manager's Report; draft record book index; receipt and review of executed documents; assemble record book; correspondence to S. Rothman; correspondence to City of Toronto; correspondence to CBRE Limited; correspondence to P. Griffen.
08/18/14	GLL	1.00	Update statements of receipt and disbursements of funds.
08/18/14	DMR	.60	Attend to security review matters.
08/19/14	BFE	.20	Responding to question from J. Merryweather re: a claim filed for 65 Front Street.
08/19/14	BFE	1.90	Telephone conference with S. Roy and email to H. Schonfeld re: funding of new receiverships; telephone conference and emails with M. Dunn re: Cityview sale opposition.
08/19/14	KEH	2.70	Discussions with H. Schonfeld re: status of 65 Heward Avenue; file; draft amending agreement with respect to 65 Heward Avenue; draft amending agreement with respect to Property Management Agreement; discussions with purchaser lawyer for 115-119 Skyway Property and call with G. Lauzon and J. Merryweather re: same; subsequent discussions with H. Schonfeld re: realty tax matters and disclosure by agent and history of CBRE mandate at property; email to solicitor for purchaser re: same.
08/19/14	JLE	3.40	E-mail correspondence re Schedule C Receivership; reviewing and revising vesting order re: Skyway and Cityview sales; preparing for August 20 motion.
08/19/14	GLL	.40	115-119 Skyway: numerous email and conversations regarding closing matters and Approval and Vesting Order.
08/19/14	GLL	.40	Numerous email regarding new tranche of properties; review Court Order and property list.
08/19/14	GLL	2.20	1 City View: draft statement of adjustments and statement of receipt and disbursement of funds; email to J. Merryweather; numerous email regarding closing matters; receipt of names of purchaser assignees and revisions to vesting order.

Date	TKID	Hours	Description
08/20/14	CDS	3.30	Attending internal meeting with B. Empey, M. Dunn and J. LaBine re: next steps; corresponding and discussing with J. Merryweather re: claims process matters; preparing draft form letter to lien claimants re: Front Church Properties claims process; corresponding with B. Empey and M. Dunn re: same.
08/20/14	MSD	4.60	Prepare for and attend sale approval motion; internal meeting re: implementation of decision of Justice Brown; e-mails re: draft orders and claims process.
08/20/14	BFE	2.50	Internal meeting to discuss tasks and priorities with M. Dunn, C. Descours and J. Labine; various emails re: urgent requests; reviewing and commenting on draft appointment order re: Waltons.
08/20/14	KEH	2.20	Discussions with H. Schonfeld re: 65 Heward Avenue and finalize amendment; revise amendment to management agreement; finalize list of new properties; attend to closing of 115-119 Skyway property.
08/20/14	JLE	4.20	Preparing for and attending at 330 University Ave. re: approval motion for Skyway and 1 Cityview; meeting with B. Empey, M. Dunn and C. Descours re: strategy; trust management re: Schedule C receivership; reviewing and considering Management Agreement (Briarlane).
08/20/14	GLL	2.00	115-119 Skyway: attend to closing matters; numerous email and conversations; receipt of Approval and Vesting Order; scan Law Statements, Manager's Certificate and Order as schedules to ereg application; receipt and review of executed closing documents from the Purchaser; receipt and review of registered application for Vesting Order; negotiations and revisions to closing documents; arrangements regarding receipt and disbursement of closing funds; update record book index; assemble record book.
08/20/14	GLL	7.50	Numerous email and conversations regarding new properties; subsearch title to new properties and review parcel registers, registered charges and collateral security, registered liens and certificates of action and registered certificates of pending litigation; draft property table.
08/20/14	DMR	.40	Attend to security review matters.
08/21/14	CDS	.20	Corresponding with J. Merryweather re: claims process matters.
08/21/14	MSD	1.80	Review orders and provide comments re: same; call with S. Roy; e-mails with client and B. Empey; call with D. Michaud re: 295 The West Mall and 1 William Morgan.

Date	TKID	Hours	Description
08/21/14	BFE	2.50	Reviewing and commenting on draft orders; reviewing email correspondence between parties and Lenczners re: draft orders; emails with clients considering compliance reporting; emails discussing issues re: 44 Park Lane.
08/21/14	KEH	1.20	Receipt of numerous new offers from H. Schonfeld with respect to new portfolio including offers with respect to 66 Gerrard Street East and 24 Cecil Avenue; exchange emails with respect to 620 Richmond Street and estoppel certificate issue from Toy terminal; receipt of further comments from solicitor for purchaser with respect to Assignment and Assumption of Agreement of Purchase and Sale; and after numerous drafts settle same.
08/21/14	JLE	1.30	Attending at 60 Queen Street West re: building code violation (14 Trent); e-mail correspondence re: receivership over Schedule C properties.
08/21/14	GLL	.20	620 Richmond West: numerous email regarding last date for notification of the name of the purchaser.
08/22/14	BFE	2.10	Drafting Compliance Certificates for 295 The West Mall; numerous emails re: draft orders; emails with clients re: 65 Heward and re: extension of deadline re: 295 The West Mall.
08/22/14	KEH	.30	Exchange emails re: court proceedings.
08/22/14	JLE	.70	Reviewing and considering draft August. 12 orders.
08/22/14	GLL	.20	620 Richmond: numerous email regarding documents required for the Court report and the Approval and Vesting Order.
08/22/14	GLL	3.50	65 Heward: numerous email regarding documents required for the Court report; draft closing agenda and closing documents.
08/22/14	DMR	2.30	Review mortgage documentation; attend to security review matters re: 620 Richmond; draft memo re: same.
08/23/14	JLE	1.40	Drafting 16th Manager's report re: Richmond and Howard sales.
08/24/14	JLE	.70	Drafting Manager's report re: sale of 620 Richmond and 65 Howard.
08/25/14	BFE	1.80	Emails re: 1 Cityview; telephone conference with D. Ward and related emails re: 24 Cecil Street and State Bank of India.
08/25/14	KEH	2.90	Discussions with H. Schonfeld and J. Merryweather throughout the day; email to solicitor for purchaser re: 295 The West Mall waiver notice; exchange emails with broker re: same; discussions re: 1 City View and Laser Heating potentially exercising option to purchase property; discussion with M. Dunn;

Date	TKID	Hours	Description
			draft assumption and purchase agreement; forward existing documentation on a rush basis; discussions with H. Schonfeld and A. Brown in connection with 44 Park Lane Circle severance matters; exchange emails with respect to 24 Cecil Street Agreement of Purchase and Sale and commence drafting Amendment to Agreement of Purchase and Sale.
08/25/14	GLL	.60	1 City View: discussions with H. Schonfeld, K. Herlin and M. Dunn regarding the Endorsement and the right of the opposing creditor to purchase the property; email to S. Rothman; email closing documents to H. Schonfeld; email to S. Rothman regarding the Court Endorsement.
08/25/14	GLL	.20	620 Richmond: discussions with H. Schonfeld and K. Herlin regarding the Toy Terminal estoppel.
08/25/14	GLL	.20	295 The West Mall: discussions with H. Schonfeld and K. Herlin regarding waiver of the financing condition.
08/26/14	MSD	1.70	Draft correspondence to dispute property owners and mortgagees; call with Brown J. re: settling order; report re: same; calls and e-mails re: Cityview order.
08/26/14	BFE	1.70	Emails re: orders; reviewing and commenting on draft notices; advising re: Bayview Avenue, including emails and telephone conference with clients; telephone conference with H. Schonfeld and J. Merryweather re: various issues.
08/26/14	KEH	1.10	Discussions with solicitor for purchaser of 1 City View need to finalize documents; exchange emails with H. Schonfeld re: same; subsequent meeting with G. Lauzon re: incorrect vesting order being approved by Court given change in parties taking title; telephone call to M. Dunn re: same; follow-up emails with purchaser of 295 The West Mall to deliver First Waiver Notice re: financing; emails to H. Schonfeld re: same; emails to working group re: status of 620 Richmond Street outstanding issues.
08/26/14	GLL	.30	Numerous email regarding new properties.
08/26/14	GLL	.20	Receipt and review of draft assignment and assumption of agreement of purchase and sale and various amendments to same.
08/26/14	GLL	.20	5770-5780 Highway 7 West: email from and email response to B. Yilmaz (Anatolia Capital Corp.) regarding the readjustment of realty taxes.
08/26/14	GLL	2.80	1 City View: revisions to closing documents; discussions with S. Rothman; email revised closing documents to S. Rothman; discussions with M. Dunn

Date	TKID	Hours	Description
			regarding the vesting order.
08/27/14	BFE	1.60	Emails re: rents on 3270 American Drive; reviewing Directions issued by Justice Brown and providing comments thereon to H. Schonfeld, J. Merryweather, M. Dunn; various emails with clients re: comments and issues for appointments.
08/27/14	KEH	1.40	Discuss 620 Richmond Street with H. Schonfeld and B. Empey; exchange emails with G. Ernst and discussions with tax associate re: Land Transfer Tax liability issues; finalize extension of due diligence deadline for 291 The West Mall; discussions with M. Dunn and G. Lauzon re: 1 City View Drive vesting order and requisition response.
08/27/14	GLL	1.20	1 City View: numerous email and conversations regarding closing matters; receipt and review of requisition letter; draft response to requisition letter.
08/27/14	GLL	.80	Discussions with M. Dunn; subsearch title to various properties and email to M. Dunn and D. Cohen.
08/27/14	GLL	.60	620 Richmond: subsearch title; update security review opinion; email to D. Mahler.

OUR FEE **\$96,544.50**

TKID	NAME	HOURS	RATE	TOTAL
BFE	Empey, Brian F.	33.80 hrs	\$840.00	\$28,392.00
KEH	Herlin, Ken	29.70 hrs	\$860.00	\$25,542.00
CDS	Descours, Caroline	3.50 hrs	\$525.00	\$1,837.50
DMR	Mahler, Daniel	6.30 hrs	\$540.00	\$3,402.00
JLE	LaBine, Jackie	32.60 hrs	\$375.00	\$12,225.00
MSD	Dunn, Mark	8.10 hrs	\$560.00	\$4,536.00
GLL	Lauzon, Gloria	48.30 hrs	\$425.00	\$20,527.50
DA	Clerk, Litigation	1.10 hrs	\$75.00	\$82.50
				\$96,544.50

DISBURSEMENTS

Wire Charges	35.00
Copies	922.25
Telephone - Cellular Phone Charges	100.00
Certificate - Execution	44.00
Miscellaneous	229.73
Search - EDD	20.00
Meals	98.83
Conference Calls	13.11
Set Down Motion	127.00
CD Production	549.60
Delivery - Courier	173.79
Search - Corporate	18.00
Search - PPSA	16.00
Search - Sub	1,439.00

TOTAL DISBURSEMENTS **\$3,786.31**

TOTAL FEES ON THIS INVOICE \$96,544.50

HST ON FEES 12,550.79

NON TAXABLE DISBURSEMENTS 356.73

TAXABLE DISBURSEMENTS 3,429.58

TOTAL DISBURSEMENTS ON THIS INVOICE \$3,786.31

HST ON TAXABLE DISBURSEMENT 445.85

TOTAL THIS INVOICE (CANADIAN DOLLARS) \$113,327.45

TRUST FUNDS \$4,768,291.44

Goodmans^{LLP}

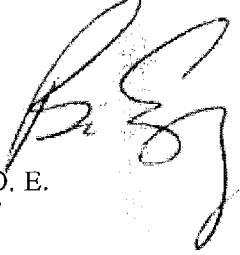
Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #631089 -- page 12

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP


E. & O. E.
BFE /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #631089 -- page 13

PAYMENT OPTIONS


**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Brian F. Empey, Matter # 140074, Invoice # 631089 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

This is Exhibit "D" referred to in the
affidavit of Brian Empey
sworn before me, this 8th
day of December, 2014.



A Commissioner for Taking Affidavits

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4194
bempey@goodmans.ca

October 1, 2014

Our File No.: 14.0074

By ~~Regular Mail~~ *Hand, October 2.*

Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P. O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: S. Harlan Schonfeld

Dear Mr. Schonfeld:

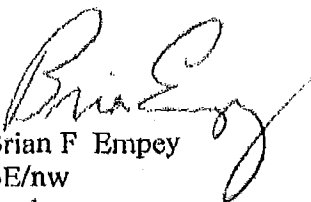
Re: Manager - Our Invoice No. 632887

Please find enclosed our invoice for services rendered in connection with the above-captioned matter.

We trust that this is satisfactory.

Yours very truly,

Goodmans LLP


Brian F Empey
BE/nw
Encl.

cc. Mark Dunn



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

September 30, 2014

Schonfeld Inc.
3000 North Tower, TD Centre
77 King St. W.
PO Box 85
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 632887
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
08/25/14	MSD	3.50	Call with mortgagees re: order; call with counsel to BDC and Handelman Group; call with client re: Cityview sale and review materials re: same.
08/27/14	DVC	1.70	Attending office conference with M. Dunn re: assignment; drafting letters to registered owners of disputed properties.
08/27/14	MSD	2.50	Conference call with applicants and I. Smith; review submissions re: order; call with client re: Schedule C properties and reports.
08/27/14	DMR	2.00	Attend to security review matters
08/28/14	MSD	4.70	Meeting with clients; draft motion materials re: interim receiver discharge and amendment to Cityview vesting.
08/28/14	BFE	2.20	Meeting with H. Schonfeld, J. Merryweather, M. Dunn and K. Herlin re: 1 Cityview, Walton Receivership, 44 Park Lane, Eddystone, funding, American Drive, Bayview Avenue; reviewing and commenting on draft First Report of Interim Receiver; emails re: mortgagee's request.
08/28/14	KEH	1.20	Discussions with H. Schonfeld and M. Dunn; telephone call with lawyer for purchaser of 1 City View Drive; receipt of City letter re: building permit at 620 Richmond Street and forward to solicitor for buyer.
08/28/14	GLL	.30	1486 Dupont: draft agreement of purchase and sale.

Date	TKID	Hours	Description
08/28/14	GLL	.20	Obtain and review corporation profile report for 1771105 Ontario Ltd. and email to J. Merryweather.
08/28/14	GLL	.40	1 City View: numerous email and conversations regarding closing matters.
08/29/14	CDS	1.00	Reviewing submitted proofs of claim; discussing with M. Dunn and B. Empey re: same; preparing notice of disallowance forms.
08/29/14	BFE	.60	Dealing with and advising client re: various issues relating to the Walton Receivership.
08/29/14	BFE	.40	Advising re: 65 Front claims.
08/29/14	KEH	.90	Attend to closing of 1 City View transaction; discussions throughout the day with solicitor for 1 City View purchaser re: failure to close in a timely manner; discussions with H. Schonfeld re: same; extend closing date in exchange for \$2100.00; receipt of a name of assignee from solicitor for purchaser of 620 Richmond Street.
08/29/14	GLL	2.00	1 City View: numerous email and conversations regarding closing matters; negotiations regarding the document registration agreement; receipt and review of signed closing documents.
08/29/14	GLL	2.00	620 Richmond: numerous email; draft closing documents
08/29/14	GLL	.50	30-34 Meridian: finalize record book
08/29/14	MIR	1.50	Researching nature of charge or security in favour of Crown [REDACTED]
09/01/14	MIR	.60	Researching nature of charge or security in favour of Crown [REDACTED]
09/02/14	MSD	2.20	Calls and e-mails with mortgagees' counsel; review N. Walton comments on Order; call with disputed property owner.
09/02/14	BFE	.80	Advising re: 620 Richmond Street.
09/02/14	GSE	.50	Discussion with M. Royal; reviewing e-mail correspondence re: land transfer tax liens.
09/02/14	KEH	.60	Closing 1 City View sale transaction; discussions with G. Lauzon re: precedent 1485 Dupont Street Purchase Agreement; exchange emails and telephone discussions with M. Royal [REDACTED] email to working group re: same.

Date	TKID	Hours	Description
09/02/14	JLE	4.40	Reviewing and revising Report re: sale of 65 Heward and 620 Richmond; meeting with M. Dunn; telephone conversation with K. Macrae re: 14 Tennis Cres.; drafting tracking chart re: schedule C properties; drafting task list re: August 12th decision.
09/02/14	GLL	.30	1485 Dupont: revisions to form of agreement of purchase and sale; email to J. Merryweather.
09/02/14	GLL	2.50	Numerous email and conversations; receipt of closing funds; revisions to statement of adjustments and statement of receipt and disbursement of closing funds; scan and attach schedules to the ereg application for vesting order; receipt and review of registered application for vesting order; update record book index; final assembly of record book; correspondence to CBRE Limited; correspondence to Parnes Rothman; correspondence to P. Griffen.
09/02/14	MIR	3.40	Researching nature of charge or security in favour of Crown ██████████ ██████████ researching effect of Minister or City registering notice of lien and charge post-closing; discussions with G. Ernst re: same; summarizing research; various correspondences.
09/03/14	MSD	1.10	Call with B. Empey and H. Schonfeld re: various issues; e-mails with mortgagees' counsel and lien claimants' counsel; review submissions of N. Walton re: order.
09/03/14	BFE	1.20	Conference call with H. Schonfeld and M. Dunn to discuss new orders and next steps on property sales; emails re: disputed properties and 2454 Bayview.
09/03/14	KEH	.70	Review closing documents for 65 Heward Avenue; discussion with G Lauzon; discuss security review with D. Mahler; exchange emails re: 620 Richmond Street issues.
09/03/14	GLL	.80	65 Heward: draft documents.
09/04/14	MSD	2.10	Correspondence re: tenant payments to mortgagees; review and comment on Orders and prepare for hearing with Brown J., discussions with B. Empey re: same.
09/04/14	BFE	1.40	Reviewing and commenting on draft orders; dealing with issue re: tenant at 3270 American Drive.
09/04/14	KEH	.40	Receipt of comments with respect 620 Richmond Street; respond to same; discussion with H. Schonfeld re: status of Proposed Tenant Assignment of Lease for 620 Richmond Street.

Date	TKID	Hours	Description
09/04/14	JLE	.40	Telephone conversation with Commercial List Office; reviewing and considering documents re: 19 Tennis Cres.
09/04/14	GLL	.50	Review final bound and CD copies of the record book; memo to record books management; correspondence to H. Schonfeld.
09/04/14	GLL	.80	65 Heward; numerous email and discussions; draft closing documents.
09/04/14	DMR	.30	Draft security opinion.
09/05/14	MSD	2.60	Prepare for and attend motion to settle order; draft Order re: discharge; call re: scheduling motion to approve.
09/05/14	BFE	.50	Reviewing draft Discharge Order and providing comments to M. Dunn.
09/05/14	KEH	.60	Review 620 Richmond closing documents with G. Lauzon; attend to 1 City View rent cheque; briefly consider 355 Weston Road Letter of Intent.
09/05/14	JLE	.80	Drafting Hearing Request form; telephone conversation with Commercial List; reviewing Reasons of Justice Brown; e-mail correspondence re: September motions.
09/05/14	GLL	1.50	620 Richmond: receipt and review of comments to draft closing documents; revisions to closing documents and email to A. Onn.
09/05/14	HEW	.40	Emails with G. Lauzon; prepare discharges.
09/07/14	MSD	.80	Revise report re: Heward and Richmond report.
09/07/14	JLE	.50	Reviewing and revising report re: Heward/Richmond sales; e-mail correspondence.
09/08/14	BFE	.50	Comments re: security review; various emails re: Schedule C properties.
09/08/14	KEH	2.20	Review and revise Opinion for 620 Richmond Street; exchange emails with H. Schonfeld re: outstanding issues; receipt of notification with respect to transaction at 291-295 The West Mall not proceedings; discussions with real estate broker in connection therewith; meeting with G. Lauzon with respect to Opinion in connection with 65 Heward Street and revise same.
09/08/14	JLE	2.00	Meeting with M. Dunn; reviewing and revising Manager's Report; e-mail correspondence re: same.
09/08/14	GLL	.40	620 Richmond: prepare execution copies of closing documents and arrangements for execution of same; numerous email regarding information required to prepare the statement of adjustments and for discharge statements;

Date	TKID	Hours	Description
			numerous email regarding security review.
09/08/14	GLL	2.20	65 Heward: prepare execution copies of closing documents and arrangements for execution of same; numerous email regarding information for preparation of the statement of adjustments and discharge statements; numerous email regarding security review; subsearch title; search executions; complete corporate search; review security documents; draft security review opinion.
09/08/14	GLL	.20	Numerous email regarding termination of the agreement of purchase and sale and refund of the deposit and accrued interest; instructions for preparation of a trust cheque for a refund of the deposit and interest.
09/08/14	GLL	.20	1500 Don Mills: numerous email regarding post closing readjustments.
09/09/14	MSD	.70	Review report; call with client re: various issues.
09/09/14	BPE	.20	Responding to email re: Heward.
09/09/14	KEH	4.30	Pursuant to discussions with H. Schonfeld draft detailed amendment to agreement of purchase and sale for 66 Gerrard Street; discussions with H. Schonfeld and J. Merryweather with respect to 620 Richmond Street [REDACTED]; discussions with M. Dunn re: [REDACTED] Heward Street; telephone call to G. Ernst [REDACTED]; discussions with solicitor for mortgagee at 66 Gerrard Street and possibility of purchaser assuming existing first mortgage; discussion with G. Lauzon re: opinions with respect to 65 Heward Street.
09/09/14	JLE	.50	Meeting with M. Dunn; drafting Notice of Motion.
09/09/14	GLL	1.80	Update general statement of receipts and disbursements of funds; email to the working group.
09/09/14	GLL	1.20	65 Heward: discussions with K. Herlin; revisions to security review opinion; draft correspondence to Okell; draft record book index.
09/09/14	GLL	1.20	Numerous email; draft statement of adjustments and email to the working group; draft correspondence to A. Onn (McMillan) and to CBRE Limited; draft record book index.
09/10/14	MSD	6.80	Finalize 16th report re: property sales; discuss priority issues with client and G. Ernst; attend meeting re: 2545 Bayview; review report with client.
09/10/14	GSE	.40	E-mail to J. Merryweather; research; telephone call J. Merryweather.

Date	TKID	Hours	Description
09/10/14	KBH	4.10	Discussions with H. Schonfeld throughout the day; review and revise amendment to Agreement of Purchase and Sale for 66 Gerrard Street; draft amendment to Agreement of Purchase and Sale for 24 Cecil Street; finalize Opinions for 620 Richmond Street and 65 Heward Avenue; discussion with solicitor for 620 Richmond Street re: Vesting Order; discussion with H. Schonfeld re: outstanding issues and concerns with respect to 620 Richmond Street as well as with respect to new properties; brief discussions with M. Dunn re: status of file.
09/10/14	JLE	5.60	Reviewing and revising Sixteenth Report; preparing Motion Record and Appendices for service re: 65 Heward and 620 Richmond; drafting report re: Eddystone discharge; meeting with M. Dunn; e-mail correspondence.
09/10/14	GLL	.20	Numerous email and conversations regarding various matters.
09/11/14	MSD	2.20	Call with J. Simpson re: tenant issues at American Drive; draft e-mail re: 44 Park Lane; call with S. Roy, H. Schonfeld and G. Moulton re: investigation of assets.
09/11/14	KEH	.90	Discussions with H. Schonfeld re: status of file throughout the day; pursuant to his instructions send out first drafts of Amending Agreements for 66 Gerrard Street and 24 Cecil Street property; email from solicitors for purchasers in connection therewith; exchange emails with solicitors for lenders at 66 Gerrard Street and 24 Cecil Street; telephone discussions with J. Merryweather re: assumption of Aim contract to 65 Heward and provide information to purchaser.
09/11/14	JLE	1.30	Drafting notice of motion for discharge; meeting with M. Dunn; drafting sealing order; e-mail correspondence.
09/11/14	GLL	.50	65 Heward: numerous email; draft statement of adjustments and statement of receipt and disbursement of funds.
09/12/14	MSD	.80	Call with H. Schonfeld re: 44 Park Lane and possible sale of Jarvis; call with S. Roy re: possible sale of Carreiro property; review Eddystone motion material.
09/12/14	GNK	.70	Retrieving client signatures for G. Lauzon and K. Herlin.
09/12/14	KEH	1.20	Discussions with H. Schonfeld re: outstanding matters; receipt of revised documents from 620 Richmond and review and revise court order; discussions with M. Dunn; receipt of further comments from J. LaBine re: same; brief discussions with G. Lauzon re: same; telephone call discussions

Date	TKID	Hours	Description
			with potential purchaser for 1485 Dupont Street.
09/12/14	JLE	.80	E-mail correspondence re: distribution for 65 Heward sale; reviewing draft vesting orders.
09/12/14	GLL	.60	65 Heward: arrangements regarding execution of the closing documents; numerous email and conversations regarding closing matters; receipt and review of mortgage statement and update statement of receipt and disbursement of funds.
09/12/14	GLL	.60	620 Richmond: arrangements regarding execution of closing documents; numerous email and conversations regarding closing matters; revisions to closing documents; review revised approval and vesting order.
09/12/14	PM	.40	Order tax certificate for 65 Heward Avenue, Toronto.
09/14/14	MSD	.50	Review Eddystone motion material.
09/15/14	DVC	.90	Travelling to and from Schonfeld Inc.'s office to meet with and have report signed by H. Schonfeld.
09/15/14	MSD	1.30	Review draft orders and motion materials; correspondence with lien claimant; discussions with J. LaBine; call with M. Wasserman; call with client; correspondence with L. Wallach.
09/15/14	KEH	.80	Discussions with H. Schonfeld with respect to outstanding Agreements of Purchase and Sale; exchange emails with H. Schonfeld and J. Merryweather with respect to 295 The West Mall purchase interest; follow-up emails re: 620 Richmond Street outstanding documents [REDACTED] exchange emails with J. Merryweather and G. Ernst [REDACTED]
09/15/14	JLE	6.70	Meeting with M. Dunn; reviewing and revising report re: Eddystone discharge; drafting supplemental report; drafting notices of motion; e-mail correspondence re: same; reviewing and revising vesting orders and discharge order.
09/15/14	GLL	.20	65 Heward: receipt and review of September rent roll; discussions with H. Schonfeld; revisions to statement of receipt and disbursement of funds.
09/16/14	LAD	1.60	Meeting with G. Lauzon and K. Herlin re: 620 Richmond and 65 Heward files and requirements for closing; Assemble and deliver package of executed documents to McMillan in escrow.
09/16/14	MSD	2.00	Revise supplemental report and order; call with G. Ernst re: priority of tax lien; call with H. Schonfeld re: distribution; call with tenant and mortgagee of

Date	TKID	Hours	Description
			American Drive property.
09/16/14	GSE	.60	Research re: deemed trust; prescribed security; discussion with M. Dunn; e-mail to M. Dunn.
09/16/14	JAH	.90	Conducting research for G. Ernst re: prescribed security interests.
09/16/14	KEH	1.80	Discussion with H. Schonfeld re: closing matters; meeting with G. Lauzon and L. D'Amata re: closing of 620 Richmond and 65 Heward transaction; receipt of detailed mark-up of realty taxes coming from solicitor for 620 Richmond Street and review and revise same; telephone call to J. LaBine re: court order.
09/16/14	JLE	5.00	Reviewing and revising Vesting Order; e-mail correspondence re: Howard; reviewing and revising Supplemental Report re: Heward distribution; preparing Motion Record for service and filing; preparing for September 17 sale approval and discharge motions.
09/16/14	PM	.60	Telephone conversation with Tax Department re: 65 Heward Avenue; telephone conversation with Collections to obtain tax arrears information; emails to and from G. Lauzon; telephone conversation with K. Grey, Tax Collector.
09/17/14	LAD	1.10	Attend to deletion of "joint and several" language in applicable documentation, blackline same and circulate via email message to McMillan; Replace all pages in executed documents and forward package to McMillan, in escrow.
09/17/14	CDS	.30	Corresponding and discussing re: claims process with M. Dunn.
09/17/14	MSD	2.10	Preparing for and attending sale approval motions; discussions between M. Dunn and J. LaBine re: Schedule C Report; e-mails between M. Dunn and H. Schonfeld re: same.
09/17/14	BFE	.30	Reviewing and responding to several emails re: Norma's communications to "investors".
09/17/14	KEH	2.60	Receive and review new offer for 355 Weston Road; discuss same with H. Schonfeld; discussions with H. Schonfeld re: 620 Richmond Street closing matters throughout the day including status of Toy Terminal estoppel certificate; draft default letter to Tenant for failing to provide estoppel certificate; forward estoppel certificate to solicitor for buyer; exchange emails re: adjustments for 620 Richmond Street; exchange re: employment matter for 65 Heward Street; follow-up e-mail and telephone call to solicitor for 24 Cecil

Date	TKID	Hours	Description
			and 66 Gerrard Street re: Agreements of Purchase and Sale; telephone discussions with solicitor for 620 Richmond purchaser re: closing documents; meeting with G. Lauzon to discuss vesting order; telephone call to J. LaBine re: same.
09/17/14	JLE	3.20	Preparing for and attending at 330 University Avenue re: motions re: Heward, Richmond and Eddystone; meeting with M. Dunn; e-mail correspondence with Commercial List re: scheduling and materials.
09/17/14	GLL	.40	1 City View: finalize record book; correspondence to H. Schonfeld; memo to records management.
09/17/14	GLL	.20	620 Richmond: numerous email and conversations regarding adjustments; receipt and review of [REDACTED]
09/17/14	GLL	.20	65 Heward: receipt and review of email regarding outstanding realty taxes; email to H. Schonfeld; numerous email and discussions regarding closing matters, vesting order, closing documents and disbursement of closing funds.
09/18/14	LAD	2.00	620 Richmond Ave: Review and update closing agenda; Receive, review and amend document registration agreement; Email message to Jacqueline Daubney at McMillan forwarding suggested changes; Receive and review mortgage discharge statement re second mortgage; Voicemail message for David Mende at Dale & Lessmann LLP re payout of first mortgagee and wire instruction particulars; Voicemail message for Steve Graff at Aird & Berlis requesting signed copy of mortgage discharge statement for second mortgage and confirmation of inclusion of invoices in figures provided in statement; Discussions with Gloria Lauzon re file and practices; Review draft statement of receipts and disbursements; 65 Heward Ave: Brief discussion with Ken Herlin re employment contracts and status; Voicemail message for Catherine Mercuri at Okell & Weisman requesting both employment contracts; Follow up email message to Catherine Mercuri at Okell & Weisman requesting documentation.
09/18/14	MSD	3.00	Telephone call between M. Dunn, Handelman Group and counsel re: various issues including 44 Park Lane; meeting between M. Dunn and client re: Schedule C properties, other matters; drafting letter to N. Walton re: cease misrepresentations to investors; drafting letter to preferred shareholders re: mandate.
09/18/14	KEH	2.60	Attending to pre-closing with respect to 620 Richmond Street; discussions throughout the day with respect to Toy Terminal estoppel certificate; revise and review Toy Terminal estoppel certificate; receipt of emails throughout the

Date	TKID	Hours	Description
			day re: closing documents; discussions with H. Schonfeld re: outstanding closing issues; exchange emails with solicitor for purchaser for 24 Cecil Street, Toronto re: status of transaction; exchange emails re: 66 Gerrard Street with J. Merryweather; exchange emails with solicitor for lender for 24 Cecil Street; exchange emails re: status of 65 Heward purchaser meeting employee requirement.
09/18/14	JLE	4.20	Meeting with H. Schonfeld and J. Merryweather; drafting memo to file and summary of outstanding issues re: same.
09/18/14	GLL	.30	620 Richmond: numerous email and conversations; revisions to statement of adjustments.
09/19/14	JCC	.70	Office conference with M. Dunn; review various Proofs of Claim.
09/19/14	LAD	3.60	620 Richmond St: receive and review various email messages re file; email message to McMillan LLP forwarding approved revised statement of adjustments from client; receive and review package of original documents from McMillan; update closing agenda accordingly; receive and review comments from McMillan on the revised statement of adjustments, discuss same with Gloria Lauzon and email response; conference call with Harlan Schonfeld and Ken Herlin re estoppel certificate and seller's certificate, if applicable; amend and blackline estoppel certificate to conform to lease requirements; email message to Harlan Schonfeld and Jim Merryweather forwarding complete seller's certificate and revised estoppel certificate for approval; email message to McMillan forwarding revised statement of adjustments; 65 Heward Avenue: Compare original draft of employment contract to draft provided by Okell & Weisman and forward same to Harlan Schonfeld and Jim Merryweather for comments.
09/19/14	MSD	1.10	Discussions between M. Dunn, S. Roy and H. Schonfeld; reviewing construction lien documents; letter to investors.
09/19/14	BFE	.40	Commenting on request by Norma for \$17,000 for moving costs; email to client re: dealing with "investors".
09/19/14	KEH	.50	Exchange emails with H. Schonfeld with respect to estoppel certificate for 620 Richmond Street; brief meetings with L. D'Amata with respect to 650 Richmond Street and 65 Heward Street closing matters.
09/19/14	KEH	.50	Exchange of emails re: closing of 620 Richmond Street and 65 Heward Avenue transaction.

Date	TKID	Hours	Description
09/19/14	JLE	.10	E-mail correspondence re: Schedule C properties.
09/19/14	PM	.40	Update realty taxes; telephone conversation with K. Gray, Collections; email to G. Lauzon.
09/19/14	TMM	.20	Correspondence with K. Herlin re: Richmond Street sale.
09/20/14	MSD	.50	Telephone call between M. Dunn and S. Roy; reporting to client.
09/21/14	KEH	.90	Review and revise Toy Terminal estoppel and circulate to working group.
09/21/14	JLE	.60	E-mail correspondence re: investors and 65 Heward distribution.
09/22/14	JCC	.70	Continue review of Proofs of Claim; office conference with J. Labine re: AIM Environmental; telephone consultation with M. Dunn and C. Descours; further review appendices.
09/22/14	LAD	3.30	Numerous email messages to and from McMillan and Schonfeld re statement of adjustments and tenant estoppel issue; Amend statement of adjustments and statement of receipts and disbursements and forward to Harlan Schonfeld and Jim Merryweather requesting final approval; Complete application re vesting order in Teraview with judge's order and manager's certificate; Receive funds and attend to disbursement of same; Attend on file re closing; Voicemail message from and conference call with Andrea Onn and Jacqueline Daubney at McMillan requesting assistance in completion and registration of application for vesting order.
09/22/14	CDS	.30	Teleconference with M. Dunn and J. Cosentino re: claims process next steps.
09/22/14	MSD	1.50	Telephone call between M. Dunn, J. Cosentino and C. Descours re: lien claims and review process; drafting e-mail to I. Zimmerman; drafting letter to investors; drafting response to N. Walton.
09/22/14	BFE	.20	Reviewing draft letter to investors.
09/22/14	DEF	.50	E-mail with Lidia A. D'Amata; review draft PPSA discharges and transmit; receipt and review electronic confirmation of discharge filing and circulate.
09/22/14	KEH	2.70	Attend to closing 620 Richmond Street transaction; discussions with H. Schonfeld throughout the day re: outstanding Toy Terminal lease dispute; emails to working group re successful closing of transaction; exchange emails re: status of 65 Heward Avenue transaction as well as closing documents in connection therewith; review and revise 66 Gerrard Street Agreement of Purchase based on email from solicitor for purchaser re: assignee of purchase

Date	TKID	Hours	Description
			and sale agreement.
09/22/14	JLE	2.40	Telephone conversation with H. Schonfeld and J. Merryweather; reviewing and revising letter to investors; telephone conversation with CRA re: 65 Heward GST arrears; e-mail correspondence re: Heward and Tisdale.
09/22/14	PM	.40	Update realty taxes with collections; email to L. D'Amata re: 65 Heward.
09/22/14	TMM	.30	Correspondence; meeting with L. D'Amata; review lease.
09/23/14	LAD	.50	Conference call with Mark Dunn and Jackie LaBine regarding approximate figure client is short on funds for 65 Heward Avenue; Email message to Harlan Schonfeld and Jim Merryweather at Schonfeld Inc. forwarding statement of adjustments and receipts and disbursements for review.
09/23/14	MSD	3.60	Telephone call between M. Dunn and client re: distribution; revising and finalizing supplemental report re: distribution; telephone call between M. Dunn and S. Roy re: distribution and tracing; reviewing Rubino claim and drafting claims response; reviewing Carreiro letter and drafting response; preparing for distribution motion.
09/23/14	KBH	1.30	Discussions with H. Schonfeld re: status of file; exchange emails with respect to new agreement of purchase and sale for 295 The West Mall, 65 Heward Avenue, 24 Cecil Street and 66 Gerrard Street and Tenant Demand Letters; exchange emails re: termination of same; exchange of email with solicitor for purchaser of 24 Cecil Street, Toronto.
09/23/14	JLE	6.00	Meeting with M. Dunn; telephone conversation with H. Schonfeld and J. Merryweather; drafting Manager's report re: Heward distribution; preparing Supplementary Motion Record for service and filing; e-mail correspondence; preparing for September 24 motion.
09/24/14	LAD	2.80	346C Jarvis St, TO: Various telephone conversations with Ministry re correct form to utilize for "no dealings indicator" on property; draft acknowledgement and direction re ereg for execution by client; attend to preparation and registration of Application for Restrictions Based on Court Order; 65 Heward Avenue, TO: conference call with Harlan Schonfeld and Jim Merryweather at Schonfeld and Ken Herlin re status and outstanding items, including finalization of statement of adjustments.
09/24/14	MSD	1.50	Prepare for and attend motion re: distribution of Heward proceeds.
09/24/14	DEF	.20	Receipt and review Ministry generated verification statements, circulate.

Date	TKID	Hours	Description
09/24/14	KEH	3.60	Discussions throughout the day with H. Schonfeld re: various transactions including 24 Cecil Street and 66 Gerrard Street transactions; exchange emails with solicitor for 24 Cecil Street; telephone discussions throughout the day with solicitor for 66 Gerrard Street; receipt of leases for 66 Gerrard Street; follow-up and discuss same; telephone discussions with potential purchaser for 355 Weston Road and emails to H. Schonfeld re: same; exchange emails with H. Schonfeld with respect to potential purchasers for 1485 Dupont Street and two (2) agreement of purchase and sale; exchange emails with H. Schonfeld; receipt instructions re: new agreement of purchase and sale for 295 Weston Road and commence revisions to agreement of purchase and sale; at request of J. LaBine assist L. D'Amata in connection with registration of Court Order on title to property at 346 Jarvis Street; revise 66 Gerrard Street amendment and send to buyer.
09/24/14	JLE	4.20	Preparing for and attending at 330 University re: approval of distribution of Heward proceeds; meeting with M. Dunn; e-mail correspondence.
09/24/14	NCS	.60	Meeting with L. D'Amata re: signing Application to register restriction based on Court Order; reviewing same; telephone call with M. Dunn; revising Application; attending to registration re same.
09/25/14	JCC	.40	Review information required from lien claimants.
09/25/14	LAD	2.90	66 Gerrard St E: Voicemail message for Cushman & Wakefield agent to return call; 24 Cecil St: Voicemail message for Ashlar Urban Realty Inc. general mailbox to return call; 65 Heward Ave: receive, review and forward letter of off title requisitions; prepare and deliver response re same.
09/25/14	KEH	1.70	Exchange emails re: 24 Cecil Street and 66 Gerrard Street transactions; exchange emails with solicitor for 24 Cecil Street; draft response to 65 Heward requisition letter and deal with pre-closing matters; draft new listing agreement rider on rush basis.
09/25/14	JLE	1.20	E-mail correspondence re: 65 Heward and AIM environmental; telephone conversation with J. Merryweather; meeting with B. Empey.
09/26/14	LAD	.10	78 Tisdale: attend on file re holdback amount.
09/26/14	BFE	.30	Telephone conference with H. Schonfeld re: outstanding items.
09/26/14	KEH	2.30	Discussions with H. Schonfeld re: numerous files; revise purchase agreement for 291-295 The West Mall; e-mail to lawyer for buyer of 24 Cecil Street and forward him due diligence documents.

Date	TKID	Hours	Description
09/26/14	JLE	1.80	Telephone conversation with D. Michaud; drafting notices of examination; e-mail correspondence re: 65 Heward.
09/28/14	BFE	1.00	Telephone conference with M. Dunn re: status update on outstanding issues.
09/29/14	LAD	1.20	65 Heward Ave; Update closing agenda and blackline same; email message to Catherine Mercuri at Okell & Weisman LLP forwarding updated closing agenda and requesting status re outstanding items; 620 Richmond St W; attend on file re closing book.
09/29/14	BFE	2.50	Preparing for and participating in meeting with H. Schonfeld, J. Merryweather, M. Dunn and J. Labine.
09/29/14	KEH	3.90	Telephone discussions with H. Schonfeld throughout the day; discussions with solicitor for purchaser of 65 Heward Avenue re: outstanding issues; discuss same with H. Schonfeld; review and revise 346 Jarvis Street, Unit A Listing Agreement and Agreement of Purchase and Sale; review and revise Agreement of Purchase and Sale for 295 The West Mall; review and revise Agreement of Purchase and Sale for 355 Weston Road and distribute to working group.

OUR FEE

\$120,709.00

TKID	NAME	HOURS	RATE	TOTAL
BFE	Empoy, Brian F.	12.50 hrs	\$840.00	\$10,500.00
GSE	Ernst, Glenn S.	1.50 hrs	\$925.00	\$1,387.50
JCC	Cosentino, Joe	1.80 hrs	\$760.00	\$1,368.00
KEH	Herlin, Ken	42.30 hrs	\$860.00	\$36,378.00
TMM	Macdonald, Thomas M.	0.50 hrs	\$890.00	\$445.00
CDS	Descours, Caroline	1.60 hrs	\$525.00	\$840.00
DMR	Mahler, Daniel	2.30 hrs	\$540.00	\$1,242.00
JLE	LaBine, Jackie	51.70 hrs	\$375.00	\$19,387.50
MIR	Royal, Michael	5.50 hrs	\$420.00	\$2,310.00
MSD	Dunn, Mark	47.10 hrs	\$560.00	\$26,376.00
NCS	Staubitz, Nick	0.60 hrs	\$495.00	\$297.00
DEF	Ferreira, Diane	0.70 hrs	\$300.00	\$210.00

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #632887 -- page 15

TKID	NAME	HOURS	RATE	TOTAL
GLL	Lauzon, Gloria	22.20 hrs	\$425.00	\$9,435.00
HEW	Wilson, Heather	0.40 hrs	\$425.00	\$170.00
LAD	D'Amata, Lidia A.	19.10 hrs	\$425.00	\$8,117.50
PM	MacDonald, Paula	1.80 hrs	\$250.00	\$450.00
DVC	Cohen, David	2.60 hrs	\$290.00	\$754.00
GNK	Goldstein, Kirby	0.70 hrs	\$290.00	\$203.00
JAH	Habert, Jamie	0.90 hrs	\$290.00	\$261.00
DA	Clerk, Litigation	7.70 hrs	\$75.00	\$577.50
				\$120,709.00

DISBURSEMENTS

Wire Charges	230.00
Copies	1,111.75
Certificate - Realty Tax	65.00
Certificate - Execution	44.00
Search - EDD	36.00
Meals	67.94
Conference Calls	6.69
Set Down Motion	254.00
CD Production	488.30
Delivery - Courier	750.29
Search - Sub	161.00

TOTAL DISBURSEMENTS **\$3,214.97**

TOTAL FEES ON THIS INVOICE \$120,709.00

HST ON FEES 15,692.17

NON TAXABLE DISBURSEMENTS 254.00

TAXABLE DISBURSEMENTS 2,960.97

TOTAL DISBURSEMENTS ON THIS INVOICE \$3,214.97

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #632887 -- page 16

HST ON TAXABLE DISBURSEMENT

384.93

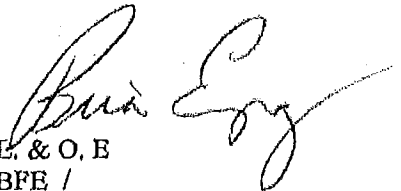
TOTAL THIS INVOICE (CANADIAN DOLLARS)

\$140,001.07

TRUST FUNDS

\$3,069,372.76

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP


L. & O. E
BFE /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #632887 -- page 17

PAYMENT OPTIONS


**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Brian F. Empey, Matter # 140074, Invoice # 632887 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

This is Exhibit "E" referred to in the
affidavit of Brian Empey
sworn before me, this 8th
day of December, 2014.



A Commissioner for Taking Affidavits

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4194
bempey@goodmans.ca

November 4, 2014

Our File No.: 14.0074

By Regular Mail

Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P. O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: S. Harlan Schonfeld

Dear Mr. Schonfeld:

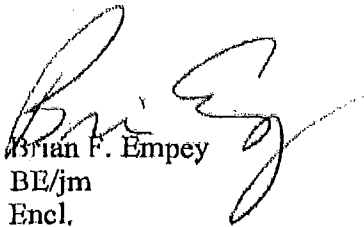
Re: Manager - Our Invoice No. 634486

Please find enclosed our invoice for services rendered in connection with the above-captioned matter.

We trust that this is satisfactory.

Yours very truly,

Goodmans LLP


Brian F. Empey
BE/jm
Encl.

cc. Mark Dunn

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

October 30, 2014

Schonfeld Inc.
3000 North Tower, TD Centre
77 King St. W.
PO Box 85
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 634486
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
09/29/14	MSD	2.50	Prepare for and attend client meeting; draft correspondence to disputed property owners.
09/29/14	JLE	6.20	[REDACTED], e-mail correspondence; meeting with H. Schonfeld and J. Merryweather; drafting memo to file re: meeting summary.
09/29/14	PM	.40	Update realty taxes; email to L. D'Amata re: 65 Heward.
09/30/14	LAD	1.70	65 Heward Ave: Email message to C. Mercuri and N. Okell at Okell & Weisman re status of documentation and closing; Conference call with C. Mercuri of Okell & Weisman and K. Herlin re extension of closing date. 346 Jarvis St: Email message from and response to H. Schonfeld of Schonfeld Inc. re off title authorization; review file re PIN numbers; prepare off title authorization as per client's request.
09/30/14	MSD	.70	Discussions with J. LaBine re: various issues; draft letter to Broadview owner; review statement of claim re: interest in Jarvis.
09/30/14	BFE	.30	Emails re: 66 Gerrard and re: 345 Jarvis.
09/30/14	GSE	.20	E-mail exchange re: sale of townhouse; HST.
09/30/14	KEH	4.40	Attending to pre-closing matters with respect to 65 Heward Avenue

Date	TKID	Hours	Description
			throughout the day including drafting Extension Letter given buyer's inability to close; discussions with H. Schonfeld re: 346 Jarvis Street; locate litigation materials with respect to 346A Jarvis Street and forward same to working group; revise Agreement of Purchase and Sale fro 346 Jarvis Street; exchange emails and telephone discussions with H. Schonfeld re: 66 Gerrard Street and revise third amendment to Purchase Agreement; circulate to working group; discussions with H. Schonfeld re: outstanding documents for 295 The West Mall and 355 Weston Road; exchange emails with solicitor for purchaser of 24 Cecil Street re: making further amendments to lease.
09/30/14	JLE	3.30	Drafting memo to file re: outstanding items; e-mail correspondence; meeting with M. Dunn re: review of outstanding issues.
09/30/14	PM	.10	Review off-title correspondence re: 65 Heward.
09/30/14	NCS	.40	Discussion with M. Dunn re: transfer documents as indicator of fair market value.
10/01/14	LAD	.50	Attend on file;
10/01/14	CDS	1.90	Reviewing Cushman and Wakefield proof of claim and case law re: same; corresponding with B. Empey re: same; discussing with M. Rossetti re: research re: same and reviewing completed research.
10/01/14	MSD	.50	Calls and e-mails re: 44 Park Lane; call with J. Herlin re: Gerrard and Cecil; revise letter to court re: motions.
10/01/14	BFE	2.90	Correspondence and discussions re: 44 Park Lane Circle including proposals by others to discharge or assign 1st mortgage; emails re: Tisdale; email from F. Sulley re: Eddystone; telephone conference from L. Kotylo; emails re: 646 Broadview; reviewing and considering note from C. Descours re: Cushman & Wakefield claim (Front Street).
10/01/14	KEH	2.70	Discussions with solicitor for 66 Gerrard Street; review and revise agreement and forward same to him; finalize same; exchange email with solicitor for 24 Cecil Street re: status of transaction; pursuant to discussions with B. Empey obtain mortgage and lien and litigation registrations with respect to 44 Park Lane Circle; email to working group with respect to same; discussions with B. Empey re: Assignment of Mortgage and receivers/managers obligations in connection therewith; discussions with H. Schonfeld.
10/01/14	JLE	4.70	E-mail correspondence re: 44 Park Lane; 66 Gerrard; disputed properties; telephone conversations with Commercial List Office re: october motions;

Date	TKID	Hours	Description
			preparing motion materials re: Dupont discharge.
10/01/14	MJR	2.10	Noting-up cases for C. Descours; sending correspondence e-mail outlining findings.
10/02/14	JCC	.20	Office conference with M. Dunn.
10/02/14	LAD	3.50	66 Gerrard St E: obtain copies of all agreements to date re file and review same; draft approval and vesting order and manager's certificate; commence drafting of documents.
10/02/14	LAD	1.00	66 Gerrard St E: Receive and review third amendment to agreement of purchase and sale; commence drafting approval and vesting order and manager's certificate;
10/02/14	CDS	.40	Reviewing case law research re: Cushman and Wakefield proof of claim re: Front Church Properties.
10/02/14	MSD	2.00	Call with client and B. Empey re: meeting and next steps; prepare for 930 scheduling hearing re: funding motion; e-mails re: claims and distribution.
10/02/14	BFE	6.00	Conference with clients to prepare for this afternoon's meetings; telephone conference with S. Roy, P. Veel, and M. Dunn re: 44 Park Lane Circle and other issues; meeting at Miller Thompson with I. Smith, J. Carhart, S. Bernstein, J. Reitan, S. Roy, P. Veel, H. Schonfeld, G. Moulton; meeting with S. Bernstein, J. Reitan, H. Schonfeld, G. Moulton, J. Reitan, P. Veel and S. Roy; reviewing orders re: tracing and advising client; reviewing documents served by J. Lisus and P. Fruitman and discussing response.
10/02/14	KEH	1.60	Discussions with H. Schonfeld with respect to closing of transactions; finalize 66 Gerrard Amendment to Agreement of Purchase and Sale; exchange emails with solicitor for 24 Cecil Street and revise document accordingly; meeting with L. D'Amata to revise vesting order for 65 Heward.
10/02/14	JLE	3.70	E-mail correspondence re disputed properties and ongoing matters; meeting with M. Dunn; preparing for October 3 9:30 hearing re: Walton funding; drafting sale approval report re: 66 Gerrard.
10/02/14	PM	.50	Obtain realty tax information re: 66 Gerrard East.
10/03/14	JCC	.30	Begin preparation of Memorandum re: lien issues with lien claimants' Proofs of Claim.
10/03/14	LAD	2.00	66 Gerrard St E: update closing agenda; brief discussion with K. Herlin re file and drafts; attend to update of statement of adjustments and statement of

Date	TKID	Hours	Description
			receipts and disbursements re mortgage assumption; draft security review letter.
10/03/14	MSD	5.20	Prepare for and attend chambers attendance; call with client re: same; call with S. Roy re: 44 Park Lane.
10/03/14	BFE	1.00	Telephone conference with H. Schonfeld, J. Merryweather, M. Dunn, J. Labine re: results of this morning's "scheduling" conference including proposed mediation; correspondence re: 44 Park Lane.
10/03/14	DEF	.20	Search corporate history, including; conduct on-line search for information on public record; as required re Gerrard Church 2006 Inc.
10/03/14	KEH	1.70	Discussions with J. LaBine with respect to vesting order and security review; reviewing vesting order with L. D'Amata; discussions with H. Schonfeld re status of file; discussions with solicitor for 24 Cecil Street; review and revise Amendment of Agreement of Purchase and Sale; forward re-draft to him; exchange emails with solicitor for lender at 66 Gerrard Street; telephone call to solicitor for lender of 24 Cecil Street.
10/03/14	JLE	4.00	Preparing for and attending at 330 University re: scheduling hearing; telephone call with M. Gayed; telephone conference call with H. Schonfeld and J. Merryweather; reviewing and revising Gerrard sale report.
10/05/14	MSD	1.10	Calls with B. Empey, H. Schonfeld and S. Roy re: 44 Park Lane.
10/05/14	BFE	1.00	Various emails re: 44 Park Lane and Queen's Plate; telephone conference with M. Dunn re: 44 Park Lane Circle and next steps.
10/05/14	JLE	.90	Drafting motion materials re: sale of 66 Gerrard; e-mail correspondence.
10/06/14	JCC	.80	Preparation of Memorandum re: issues with Proofs of Claim re: lien claimants.
10/06/14	BFE	2.30	Telephone conference with H. Schonfeld and telephone conference with S. Roy re: 44 Park Lane Circle; drafting and issuing email to mortgagees re: 44 Park Lane Circle; reviewing and editing draft 18th Report; participating in email exchange with team and clients re: motion for 66 Gerrard sale; discussing possible need to amend vesting order re: 65 Heward.
10/06/14	KEH	1.60	Draft 66 Gerrard Street Security review and exchange emails re: mortgage payments.
10/06/14	JLE	6.50	Reviewing and revising Report re: 66 Gerrard sale; call with K. Macrae; drafting report re: Cecil sale; call with S. Roy; e-mail correspondence re:

Date	TKID	Hours	Description
			disputed properties; call with P. Fruitman re: mediation; preparing motion materials for service and filing.
10/07/14	JCC	1.20	Continue preparation of memorandum to M. Dunn re: review of various Construction Liens.
10/07/14	LAD	.30	66 Gerrard St E: Brief discussion with K. Herlin re security review; obtain and review copy of standard charge terms referenced in registered security.
10/07/14	BFE	.40	Reviewing Cushman and Wakefield claim (Front Street) and discussing further research questions with C. Descours.
10/07/14	BFE	2.30	Reviewing 19 Tennis and discussing with J. Labine; emails re: 65 Heward; reviewing client's spreadsheet re: net proceeds for possible distribution; meeting with M. Dunn and J. Labine; conference call with H. Schonfeld, J. Merryweather, M. Dunn and J. Labine re: interim distribution, status of claims, 44 Park Lane and other matters.
10/07/14	DEF	.40	Search corporate history, including: conduct on-line search for information on public record; as required re 1673883 Ontario Inc., 2021972 Ontario Ltd. and EKM Holdings Ltd.
10/07/14	KEH	1.70	Revise 355 Weston Road Agreement of Purchase and Sale and circulate for signature; discussing 65 Heward Avenue transaction and Vesting Order; attend to 24 Cecil Street mortgage and purchase matters.
10/07/14	JLE	3.20	Preparing motion materials for filing; drafting letter to Court seeking directions re: October attendance; telephone conversation with Commercial List Office; telephone conference call with H. Schonfeld and J. Merryweather; drafting Notice of Motion to examine.
10/07/14	GLL	.50	24 Cecil: numerous email; review draft amendments to agreement of purchase and sale.
10/07/14	GLL	.20	44 Park Lane: numerous email; review documents.
10/07/14	GLL	.40	65 Heward: numerous email; review documents.
10/07/14	GLL	.50	66 Gerrard: numerous email; review documents; discussions with K. Herlin.
10/07/14	GLL	.20	295 The West Mall: numerous email; receipt and review of revised agreement of purchase and sale and revised mortgage statement.
10/07/14	GLL	.20	65 Heward: numerous email; review documents.

Date	TKID	Hours	Description
10/07/14	GLL	.20	355 Weston: numerous email; review documents.
10/07/14	MJR	2.30	Meeting with C. Descours re: determining the status of the Cushman Wakefield claim; researching case law and drafting research document re: the status of irrevocable directions/assignments in contract law.
10/08/14	JCC	.10	Office conference with J. Labine; office conference with M. Dunn.
10/08/14	CDS	.50	Reviewing Collins Barrow proof of claim re: Front Church Properties and discussing research re: equitable mortgages with M. Rossetti re: same; reviewing research re: equitable assignment re: Cushman and Wakefield claim re: Front Church Properties.
10/08/14	MSD	1.30	Calls with DuPont counsel; call with client re: lien claims; review motion material; prepare for DuPont and sale approval motion.
10/08/14	BFE	.90	Telephone conference with M. Dunn and reviewing draft email re: 44 Park Lane Circle; telephone conference with H. Schonfeld and emails re: 24 Cecil and 65 Heward; reviewing and commenting on draft order re: 1485 Dupont; reviewing memo re: construction lien claims.
10/08/14	KEH	1.30	Review and revise 24 Cecil Street amendment; discussions with H. Schonfeld, G. Lauzon and L. D'Amata re: 65 Heward Avenue; circulate extension letter for 65 Heward Avenue to working group.
10/08/14	JLE	3.30	Reviewing Gerrard Vesting Order; e-mail correspondence re: 19 Tennis Crescent, 66 Gerard, 65 Heward and Park Lane; reviewing and revising Dupont order; preparing for October 9 motion; meeting with M. Dunn.
10/08/14	GLL	.20	78 Tisdale: numerous email, conversations and arrangements to wire \$75,000.00 to Larry Zimmerman trust account.
10/08/14	GLL	1.80	Update statement of receipts and disbursements of funds.
10/08/14	GLL	2.50	355 Weston Road: numerous email; receipt and arrangements for investment of first deposit; review agreement of purchase and sale; draft closing agenda; obtain and review corporate profile; subsearch title; search executions; review security documents; draft security report.
10/08/14	MJR	.50	E-mail correspondence with C. Descours re: Cushman claim; meeting with C. Descours re: equitable mortgage claim.
10/09/14	LAD	4.90	620 Richmond St W: Brief discussion with K. Herlin and review of file re balance of funds; email message to trust department re confirmation re same;



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #634486 -- page 7

Date	TKID	Hours	Description
			update statement of receipts and disbursements reflecting payout of funds. 65 Heward Ave: Brief discussion with K. Herlin re status of file; email message to C. Mercuri and N. Okell at Okell and Weisman LLP re follow up requests for HST numbers and executed documentation; 66 Gerrard St E: Brief discussion with K. Herlin re status and review of draft documentation and revision to statement of adjustments to delete reference to mortgage assumption; email messages to and from J. Merryweather at Schonfeld Inc. re statement of adjustments; revise draft documents; email message to Noah Okell at Okell and Weisman forwarding draft closing agenda, statement of adjustments and all documentation required under agreement of purchase and sale.
10/09/14	MSD	2.20	Prepare for and attend motion re: Gerrard/DuPont; call with P. Fruitman.
10/09/14	BFE	.30	Meeting with M. Rossetti re: Collins Barrow equitable claims and review file for factum on Constructive Trust.
10/09/14	KEH	1.20	Attending to pre-closing matters with respect 66 Gerrard Street, 24 Cecil Street and 65 Heward Avenue; discussions with G. Lauzon and L. D'Amata re: same.
10/09/14	JLE	5.10	Attending at 330 University Avenue re: motions for 66 Gerrard vesting Order and 1485 Dupont discharge; email correspondence.
10/09/14	GLL	.20	355 Weston Road: numerous email; revisions to authorization and arrangements for execution; email executed authorization to J. Dubelaar (Bennett Jones).
10/09/14	GLL	5.50	24 Cecil: numerous email; review agreement of purchase and sale and amendments to agreement of purchase and sale; review security documents; subsearch title, search executions, obtain and review corporation profile report and draft security review opinion; draft closing agenda and closing documents; discussions with M. Dunn.
10/09/14	MJR	3.50	Meeting with C. Descours and B. Empey; researching case law and secondary sources and drafting research document re: Global Mills equitable mortgage claim; sending document to C. Descours for comments.
10/10/14	JCC	.30	Office conference with M. Dunn; receipt and review of correspondence from A. Wainstock re: trust claim of Venture Excavating; review caselaw re: trust claims.
10/10/14	LAD	3.00	66 Gerrard St E: draft employment letter for review by client; attend to

Date	TKID	Hours	Description
			obtaining student to attend at Schonfeld offices re execution of documentation for closing. 65 Heward Ave: attend on file re amendments to statement of adjustments and receipts and disbursements; various email messages to and from client re same; receive and review updated mortgage discharge statements re Canadian Western Trust Co.; revise statement of receipts and disbursements accordingly and circulate to client.
10/10/14	LAD	.90	65 Heward Ave: telephone conversations with J. Merryweather and H. Schonfeld re status;
10/10/14	CDS	1.20	Reviewing research re: equitable mortgages re: Collins Barrow claim; discussing with B. Empey re: same; discussing and corresponding with M. Rossetti re: same and re: preparation of notice of disallowance.
10/10/14	MSD	1.20	Review materials re: Cecil motion; discussions with H. Schonfeld; call with P. Veel.
10/10/14	BFE	.20	Reviewing Marketing and Sale Update from H. Schonfeld and response to same by S. Bernstein.
10/10/14	KEH	.60	Deal with pre-closing matters for 65 Heward Avenue, 66 Gerrard Street and 24 Cecil Street.
10/10/14	JLE	2.00	Reviewing and revising Cecil Report; drafting notice of motion and preparing motion record for service and filing; meeting with H.Schonfeld; email correspondence.
10/10/14	GLL	1.80	24 Cecil: numerous email; draft statement of adjustments; draft record book index; prepare execution copies of closing documents; attend on execution of closing documents; telephone conversation with H. Schonfeld; telephone call to D. Ward (Cassels Brock) regarding a mortgage assumption statement.
10/10/14	PM	.40	E-mails to and from L. D'Amata re: 65 Heward; updated realty taxes.
10/10/14	MDM	.60	Office conference with L. D'Amata; travelling to Schonfeld Inc. to have documents signed; returning to office.
10/10/14	MJR	1.30	E-mail correspondence with C. Descours; conducting follow up research on the Cushman Wakefield claim; meeting with C. Descours re: preparing notice of disallowance for Global Mills claim.
10/12/14	MJR	2.80	Drafting Collins Barrow Notice of Disallowance and sending to C. Descours for comments.

Invoice #634486 -- page 9

Date	TKID	Hours	Description
10/14/14	JCC	.40	Office conference with M. Dunn; continue review of caselaw re: trust claims in insolvency proceedings.
10/14/14	LAD	2.30	66 Gerrard St E: Prepare Teraview form of Application for Vesting Order and message same to C. Mercuri at Okell and Weisman LLP; email message to N. Okell at Okell and Weisman LLP forwarding copy of approval and vesting order and requesting status of executed documents; receive and review package of executed documents; telephone conversation with H. Schonfeld re status; email message to N. Okell and C. Mercuri at Okell & Weisman LLP advising of outstanding items required to close. 65 Heward Ave: receive and review package of executed documents from N. Okell at Okell & Weisman LLP; telephone conversation with H. Schonfeld re status; email message to N. Okell and C. Mercuri at Okell & Weisman LLP advising of required items to close; review agreement of purchase and sale re tenant deposits.
10/14/14	MSD	2.70	Update call with client; review and revise letter to court; review and revise letters to disputed property owners.
10/14/14	BFE	2.40	Conference call with H. Schonfeld, J. Merryweather, M. Dunn re: status and next steps for various issues; reviewing and commenting on interim distribution chart and West Mall cashflow and emails from L. Zimmerman, discussing response with M. Dunn; emails re: 65 Heward.
10/14/14	JLE	3.80	E-mail correspondence re: disputed properties; telephone conference call re: status update; drafting correspondence re: disputed property owners and 24 Cecil; telephone conference call with H. Schonfeld and J. Merryweather.
10/14/14	GLL	.40	24 Cecil: email and correspondence to R. Barrett re closing documents; email to B. Jorgens (Ashlar Urban) regarding a commission invoice; receipt and review of commission invoice; email and correspondence to D. Ward (Cassels Brock) regarding an assumption statement.
10/15/14	LAD	5.90	66 Gerrard St E: receive and review CMLS Financial Ltd. assumption statement; updated statement of adjustments accordingly and circulate internally for approval; telephone conversation with and email messages from and to N. Okell at Okell & Weisman LLP re assumption fee and October rents; telephone conversation with and email messages to and from Jared Lo at CMLS Financial re assumption and arrears statement and revisions required; attend on file re closing. 65 Heward Ave: receive updated mortgage discharge statement; update statement of adjustments and receipts and disbursements and circulate same for approval; telephone conversations with

Date	TKID	Hours	Description
			and numerous email messages to and from N. Okell and C. Mercuri at Okell & Weisman LLP re status and various outstanding items; attend on file re closing.
10/15/14	CDS	1.70	Reviewing research re: equitable assignment and corresponding with B. Empey re: same; reviewing research re: equitable mortgages, unjust enrichment and constructive trusts; revising notice of disallowance re: Collins Barrow claim; corresponding with B. Empey re: same.
10/15/14	BFE	2.50	Drafting and issuing email to L. Forder at City of Toronto (44 Park Lane); reviewing and commenting on memo re: personal cheques; telephone conference with H. Schonfeld and J. Merryweather re: their call with S. Bernstein and J. Reitan; reviewing materials for 24 Cecil sale approval motion and discussing with J. Labine; several emails re: information on 44 Park Lane; emails with C. Descours re: Collins Barrow claim.
10/15/14	KEH	3.60	Attend to closing of 65 Heward Avenue transaction as well as pre-closing of 66 Gerrard Street transaction; meeting with G. Lauzon to discuss 24 Cecil Street transaction throughout the day; telephone discussion with H. Schonfeld and J. Merryweather throughout the day re: transactions; meetings with L. D'Amata re: same.
10/15/14	JLE	1.70	Reviewing and revising Cecil order; meeting with B. Empey; telephone conversation with Commercial List re: Cecil; e-mail correspondence re: disputed properties.
10/15/14	GLL	1.20	24 Cecil: discussions with M. Dunn regarding court date; telephone conference call H. Schonfeld, J. Merryweather, K. Herlin, G. Lauzon regarding a possible extension of the closing date; negotiations regarding an amendment to the agreement of purchase and sale; draft notice of extension and email to H. Schonfeld for execution; email to R. Barrett regarding the statement of adjustments; correspondence to R. Barrett regarding closing documents; email and discussions with J. Merryweather regarding outstanding realty taxes.
10/15/14	PM	.40	E-mails to and from L. D'Amata; updated realty taxes for 65 Heward and 66 Gerrard E.
10/16/14	LAD	3.30	66 Gerrard St E: voicemail message for and telephone conversation with J. Lo at CMLS Financial requesting revised arrears and assumption statement re mortgage being assumed by purchaser; various telephone conversations with and email messages to and from J. Merryweather at Schonfeld Inc. re file and status; various email messages to and telephone conversations with N. Okell

Date	TKID	Hours	Description
			at Okell & Weisman LLP re outstanding items and status of closing; amend and circulate revised statement of adjustments to all parties for approval; email message to and confirmation from N. Okell at Okell & Weisman LLP extending closing date to October 17, 2014; 65 Heward Ave: receive and circulate registered application for vesting order; attend on file re disbursement of funds.
10/16/14	CDS	.90	Reviewing and revising notice of disallowance re: Collins Barrow claim; discussing with M. Rossetti re: follow-up research re: same; reviewing research.
10/16/14	BFE	2.70	Preparing for and attending at motion for sale approval re: 24 Cecil; reviewing note re: Cushman and Wakefield claim; emailing instructions to C. Descours re: Cushman and Wakefield claim; telephone conference with M. Dunn re: funding issues.
10/16/14	KEH	2.10	Attend to pre-closing matters with respect to 66 Gerrard Street and 24 Cecil Street; discussions with G. Lauzon and L. D'Amata throughout the day re: same; discussions with solicitor for buyers re: same; discussions J. Merryweather re: same.
10/16/14	JLE	.40	E-mail correspondence re: disputed properties, 44 Park Lane and 24 Cecil; meeting with B. Empey re: 24 Cecil Vesting Order.
10/16/14	GLL	1.50	24 Cecil: receipt and review of approval and vesting order; telephone conversation with D. Ward (Cassels Brock) regarding the mortgage assumption statement; receipt and review of mortgage assumption statement; revisions to statement of adjustments and statement of receipt and disbursements of funds and email to J. Merryweather and R. Barrett; correspondence to N. Jimeno (Cassels Brock); correspondence to R. Barrett; correspondence to City of Toronto regarding outstanding realty taxes; correspondence to Ashlar Urban Realty Inc.
10/16/14	MJR	3.80	E-mail correspondence with C. Descours; researching case law and reviewing and revising Collins Barrow notice of disallowance.
10/17/14	LAD	1.70	66 Gerrard St E: various email messages to and from Okell & Weisman LLP re status of funds, registration and trust account details; various email messages from and responses to J. Warrant at Blaneys LLP re payout wire to CMLS Financial Ltd.; attend on file re closing and disbursement of funds.
10/17/14	CDS	.90	Reviewing and revising memo re: Cushman & Wakefield claim re: Front Church Properties; corresponding with M. Rossetti and B. Empey re: same.

Date	TKID	Hours	Description
10/17/14	BFE	.40	Reviewing and commenting on memo re: Cushman and Wakefield claim (Front/Church); reviewing email correspondence between client and claimant on Front/Church process.
10/17/14	BFE	.20	Emails re: mortgagee's refusal to take possession at 1485 Dupont.
10/17/14	KEH	.90	Attend to closing of 24 Cecil Street and 66 Gerrard Street transactions.
10/17/14	GLL	2.50	24 Cecil: attend to closing matters; receipt and review of closing documents executed by the Purchaser; prepare and provide Solicitor's Undertaking to R. Barrett; scan and attach Manager's Certificate and Approval and Vesting Order to ereg Application for Vesting Order; receipt and disbursement of closing funds; finalize record book and record book index.
10/17/14	MJR	2.20	Researching case law, drafting, and reviewing memorandum re: Cushman and Wakefield Ltd. claim.
10/19/14	MSD	1.20	Call with D. Preger re: 1485 DuPont; e-mails to counsel, Dickinson Wright, and client re: same.
10/19/14	BFE	.30	Reviewing and commenting on draft email correspondence to mortgagee and exchanging emails with client re: 1485 Dupont.
10/20/14	LAD	.50	65 Heward Ave: Telephone conversation with A. Yu at Canadian Western Trust re: payout of mortgage and request for copy of registered vesting order; Obtain copy of PIN and confirm registered document not certified to date; Email message to A. Yu at Canadian Western Trust forwarding copy of registered document.
10/20/14	BFE	.30	Further email correspondence with D. Preger and clients and M. Dunn re: 1485 Dupont.
10/20/14	BFE	.30	Emails with and advice to J. Merryweather re: 1500 Don Mills operating cost reconciliation.
10/20/14	KEH	.20	Exchange emails with J. Merryweather and B. Empey re: 2013 adjustments for tenants at sold properties.
10/20/14	JNW	.60	Meeting with M. Dunn; review background information.
10/21/14	BFE	.40	Re: 1485 Dupont, reviewing and commenting on draft letter to stakeholders, responding to email from D. Preger re: insurance.
10/21/14	KEH	.90	Reviewing and revising security review with respect to 24 Cecil Street and Weston Road property (still in due diligence phase).

Date	TKID	Hours	Description
10/22/14	BFE	.20	More correspondence re: 1485 Dupont.
10/22/14	BFE	.30	File management including considering next court matters and priorities.
10/22/14	KEH	.20	Discussions with L. D'Amata with respect to registration of Court Order against residential property.
10/22/14	NCS	.90	Various telephone calls with Land Registry Office re: application to register restriction based on court order for 346 Jarvis, Unit C; telephone call with J. LaBine re: same; discussion with L. D'Amata re: same.
10/23/14	JCC	.90	Office conference with M. Dunn; receipt and review of liens of Land-Con and Page and Steele; begin preparation of Lien Claimant Chart.
10/23/14	MSD	2.20	Review material re: Hazelton motion; discussion with B. Empey and J. Wadden; discuss liens with J. Cosentino; call J. Merryweather re: same.
10/23/14	BFE	1.80	Planning for next court matters, including meeting with M. Dunn and J. Wadden and meeting with C. Descours; emails with clients re: interim distribution and 295 The West Mall.
10/23/14	NCS	.20	Voicemail from J. LaBine re: registration of application to restrict for 346 Jarvis, Unit C; email to L. D'Amata re: same.
10/24/14	JCC	.90	Continue preparation of Lien Claimant Chart.
10/24/14	BFE	1.50	Attendance before Justice Pattillo re: 1485 Dupont including request by mortgagee to schedule appointment for settling amount of Manager's charge; reporting to client re: same.
10/24/14	BFE	.30	Discussions with P. Veel and J. Merryweather re: next steps.
10/24/14	KEH	.90	Discussions with J. Merryweather with respect to tenant adjustments under existing leases and in particular 1500 Don Mills Road as well as prepare revise Agreement of Purchase and Sale for 295 The West Mall and provide to him.
10/24/14	JLE	1.70	Preparing for and attending at 330 University Avenue re: 1485 Dupont motion for directions; email correspondence re: same.
10/26/14	BFE	.50	Reviewing Colliers contract with Rose & Thistle [REDACTED], reviewing letter from R. Fisher re: DeLonges and considering response.
10/27/14	JCC	1.60	Continue preparation of Construction Lien Chart re: 65 Front Street East; 1

Goodmans ^{LLP}

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #634486 -- page 14

Date	TKID	Hours	Description
			Royal Gate Blvd. and 14 Trent Avenue; email to M. Dunn.
10/27/14	KEH	.30	Discussions with J. Merryweather re: status of file; exchange emails with him re: same.

OUR FEE

\$119,824.50

TKID	NAME	HOURS	RATE	TOTAL
BFE	Empey, Brian F.	31.70 hrs	\$840.00	\$26,628.00
GSE	Ernst, Glenn S.	0.20 hrs	\$925.00	\$185.00
JCC	Cosentino, Joe	6.70 hrs	\$760.00	\$5,092.00
JNW	Wadden, Jason	0.60 hrs	\$685.00	\$411.00
KEH	Herlin, Ken	25.90 hrs	\$860.00	\$22,274.00
CDS	Descours, Caroline	7.50 hrs	\$525.00	\$3,937.50
JLE	LaBine, Jackie	50.50 hrs	\$375.00	\$18,937.50
MSD	Dunn, Mark	22.80 hrs	\$560.00	\$12,768.00
NCS	Staubitz, Nick	1.50 hrs	\$495.00	\$742.50
DEF	Ferreira, Diane	0.60 hrs	\$300.00	\$180.00
GLL	Lauzon, Gloria	19.80 hrs	\$425.00	\$8,415.00
LAD	D'Amata, Lidia A.	31.50 hrs	\$425.00	\$13,387.50
PM	MacDonald, Paula	1.80 hrs	\$250.00	\$450.00
MDM	Mangalindan, Miguel	0.60 hrs	\$290.00	\$174.00
MJR	Rossetti, Matthew	18.50 hrs	\$290.00	\$5,365.00
DA	Clerk, Litigation	11.70 hrs	\$75.00	\$877.50
				\$119,824.50

DISBURSEMENTS

Telephone - Long Distance	3.96
Registration Fee	60.00
Wire Charges	228.50
Meetings	30.00
Filing Fees	10.00

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #634486 -- page 15

Copies	906.50
Computer Searches - QL System	18.37
Certificate - Execution	33.00
Search - EDD	36.00
Meals	22.07
Conference Calls	12.77
Issue Statement of Claim	127.00
Set Down Motion	254.00
CD Production	183.60
Delivery - Courier	181.20
Search - Corporate	90.00
Computer Searches - Westlaw Carswell	714.00
Search - PPSA	30.00
Search - Sub	222.00

TOTAL DISBURSEMENTS **\$3,162.97**

TOTAL FEES ON THIS INVOICE \$119,824.50

HST ON FEES 15,577.19

NON TAXABLE DISBURSEMENTS 441.00

TAXABLE DISBURSEMENTS 2,721.97

TOTAL DISBURSEMENTS ON THIS INVOICE \$3,162.97

HST ON TAXABLE DISBURSEMENT 353.86

TOTAL THIS INVOICE (CANADIAN DOLLARS) \$138,918.52

TRUST FUNDS \$2,644,331.66

Goodmans^{LLP}

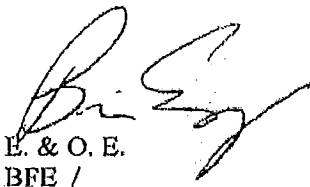
Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #634486 -- page 16

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.
BFE /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #634486 -- page 17

PAYMENT OPTIONS

Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Brian F. Empey, Matter # 140074, Invoice # 634486 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

This is Exhibit "F" referred to in the
affidavit of Brian Empey
sworn before me, this 8th
day of December, 2014.



A Commissioner for Taking Affidavits

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Direct Line: 416.597.4194
bempey@goodmans.ca

December 1, 2014

Our File No.: 14.0074

By Regular Mail

Schonfeld Inc. Receivers + Trustees
77 King Street West
Suite 3000, P. O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: S. Harlan Schonfeld

Dear Mr. Schonfeld:

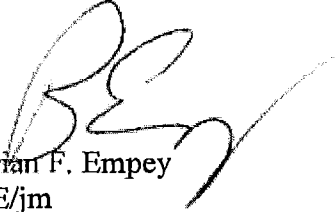
Re: Manager - Our Invoice No. 636313

Please find enclosed our invoice for services rendered in connection with the above-captioned matter.

We trust that this is satisfactory.

Yours very truly,

Goodmans LLP



Brian F. Empey
BE/jm
Encl.

cc. Mark Dunn



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

November 28, 2014

Schonfeld Inc.
3000 North Tower, TD Centre
77 King St. W.
PO Box 85
Toronto, ON
Canada M5K 1G8

ATTENTION: S. Harlan Schonfeld

OUR FILE NO. SFDI 140074
OUR INVOICE NO. 636313
GST/HST REGISTRATION NO. R119422962

Re: Manager

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
10/28/14	JCC	.50	Review sheltering provisions under the Construction Lien Act re: various lien claimants.
10/28/14	BFE	.30	Emails with H. Schonfeld re: tomorrow's call; emails with H. Schonfeld and N. Walton re: Enbridge Gas cut-off at 44 Park Lane Circle.
10/28/14	KEH	.40	Discussions with J. Merryweather; review and revise 295 The West Mall Agreement of Purchase and sale; forward same to him.
10/29/14	JCC	.10	Review correspondence from M. Dunn to J. Merryweather.
10/29/14	BFE	2.80	Email to clients re: 1480 Dupont; telephone conference with H. Schonfeld re: status update on several items; draft and issue email to N. Walton re: gas service cut-off; telephone conference with M. Dunn re: outstanding items; emails re: mediation.
10/30/14	JCC	.10	Receipt and review of correspondence from J. Merryweather; letter to J. Merryweather.
10/30/14	BFE	.80	Draft and issue responses to correspondence from R. Fisher re: DeJong and re: Fareed Ansari.
10/30/14	KEH	.70	Discussions with H. Schonfeld with respect to status of transactions including of sale of 346 Jarvis Street and claims by third party re: beneficial ownership;

Date	TKID	Hours	Description
			telephone call from potential purchaser of 295 The West Mall re: Agreement of Purchase and Sale; discussions with him re: vesting order; exchange emails with B. Empey re: Jarvis property matters.
10/31/14	CDS	.40	Reviewing and revising Notice of Disallowance re: Collins Barrow proof of claim.
10/31/14	BFE	1.20	Emails with J. Merryweather re: 321 Carlaw; exchange of emails with R. Fisher; mark-up draft Notice of Disallowance re: Collins Barrow and discuss briefly with C. Descours.
11/03/14	CDS	.60	Reviewing Collins-Barrow Notice of Disallowance; teleconference with J. Merryweather re: same; corresponding with B. Empey re: same.
11/03/14	MSD	1.50	Call between M. Dunn and J. Marshall; call between M. Dunn and S. Roy; call between M. Dunn and J. Merryweather.
11/03/14	BFE	.20	Responding to email from J. Merryweather re: 77 St. Clarens.
11/03/14	BFE	.20	Note to J. Merryweather re: Collins Barrow NOD (65 Front Street).
11/03/14	GLL	.50	Update statement of receipts and disbursements of funds and email to the working group.
11/03/14	GLL	.20	1 and 9-11 City View: numerous email; review discharge statement; requisition cheque payable to 368230 Ontario Limited; correspondence to P. Griffin.
11/03/14	NCS	.50	Attending to review of application to register Court Order in respect of 346C Jarvis Street; telephone call with land registrar's office re: new application and deletion of application to register restriction; signing and filing EREG documents.
11/04/14	MSD	1.50	Call and e-mails between M. Dunn and P. Fruitman re: 346 Jarvis; discussions between M. Dunn and B. Empey; call between M. Dunn and H. Schonfeld.
11/04/14	BFE	1.40	Telephone conference with H. Schonfeld re: update; telephone conference with M. Dunn re: outstanding matters and planning for next motion; reviewing and commenting on draft order proposed by Carreiro (365 C Jarvis); instructions to C. Descours re: next report.
11/04/14	KEH	.20	Discussions with H. Schonfeld re: status of transactions.
11/05/14	MSD	1.20	Discussions between M. Dunn and P. Fruitman; reviewing motion material; discussions between M. Dunn and S. Roy.

Date	TKID	Hours	Description
11/05/14	BFE	.50	Reviewing and commenting on revised order and Agreement re: 346 C Jarvis.
11/06/14	BFE	1.60	Reviewing issues re: 346 A and B Jarvis; telephone conference with K. Herlin re: same; meeting with H. Schonfeld re: various action items; correspondence with with L. Corne re: 1480 Dupont; email to H. Schonfeld re: advice on 346 A and B Jarvis.
11/06/14	KEH	.40	Discussions with B. Empey and exchange emails with H. Schonfeld re: sale of condominiums and litigation by alleged beneficial owner of property.
11/07/14	BFE	.40	Receipt and review of various correspondence by email.
11/07/14	KEH	.20	Discussions with B. Empey with respect to claim of beneficial ownership by third party with respect to Jarvis Street properties and how to proceed with matter.
11/07/14	GLL	.20	Email to J. Merryweather regarding Unit A, 346 Jarvis.
11/07/14	NCS	.40	Reviewing fax from Land Registry Office regarding consent to delete application to restrict based on a Court order.
11/08/14	KEH	.30	Exchange emails with H. Schonfeld re: Agreement of Purchase and Sale for 291-295 The West Mall.
11/09/14	MSD	.50	Drafting letter to S. Roy re: reporting request.
11/10/14	BFE	.20	Emails re: equity ownership calculations and fee allocations.
11/10/14	NCS	.20	Voicemail and telephone call with Land Title Office re: application to register Court Order and deletion of application to restrict transfer of title based on Court Order.
11/11/14	CDS	.80	Meeting with M. Dunn and teleconference with J. Merryweather re: distribution and fee allocation motion; discussing with M. Laskin re: precedent materials re: claims process reports; reviewing proposed fee allocation and distribution summary tables.
11/11/14	MSD	2.30	Draft and revise letter to S. Roy; discussions with clients re: same.
11/11/14	BFE	.50	Reviewing and commenting on draft letter and schedules for response to letter from S. Roy; emails from and to clients re: same.
11/11/14	KEH	.20	Telephone discussions with H. Schonfeld and J. Merryweather with respect to offer for 291-295 The West Mall.

Date	TKID	Hours	Description
11/11/14	MXL	3.50	Researching monitors' reports re: claims processes for C. Descours.
11/12/14	JCC	.40	Review client documents re: trust claim of Venture Excavating.
11/12/14	CDS	2.40	Drafting Manager's report re: approval of fee allocation and interim distribution and reviewing related materials; discussing with B. Empey re: same; reviewing Venture Excavating claim and corresponding with J. Merryweather, M. Dunn and J. Cosentino re: same.
11/12/14	BFE	.40	Telephone conference with J. Copelovici re: Cityview and emails re: same; reviewing email from S. Roy re: Applicants' position on 44 Park Lane Circle and discussing same with clients by email.
11/12/14	KEH	1.60	Discussions with H. Schonfeld; review and revise agreement of purchase and sale for 346 Jarvis Street; review and revise 291-295 The West Mall Agreement of Purchase and Sale.
11/12/14	NCS	.20	Reviewing documentation from Land Registry Office re: deletion of application to restrict Jarvis property based on court order; signing same and delivery to Land Registry Office.
11/12/14	HEW	.20	Emails with K. Herlin; order search.
11/13/14	JCC	.50	Voicemail from J. Merryweather; receipt and review of correspondence from J. Merryweather (x2); receipt and review of additional client documents.
11/13/14	CDS	3.00	Attending meeting with H. Schonfeld, J. Merryweather, B. Empey and M. Dunn re: claims process, fee allocation and related matters.
11/13/14	MSD	4.20	Call with S. Roy and P. Veel re: status and next steps; meeting with client re: allocation and other issues.
11/13/14	BFE	4.80	Emails re: APSs for Jarvis Street and 295 The West Mall; meeting with C. Descours re: distribution/allocation motion; preparation for and participation in conference call with Lencznars re: their client's position; preparation for and attendance at meeting with H. Schonfeld, J. Merryweather, S. Williams, M. Dunn and C. Descours; reviewing correspondence re: 646 Broadview.
11/13/14	GSE	.20	Discussion with K. Herlin re: HST.
11/13/14	KEH	1.80	Revise and send Jarvis purchase agreement; discuss HST issues with G. Ernst; review final comments from lawyer for buyer of 291-295 The West Mall.
11/13/14	GLL	.20	5770-5780 Highway 7 West: numerous email regarding realty tax rebate; correspondence to City of Vaughan.

Date	TKID	Hours	Description
11/13/14	GLL	.40	1 and 9-11 City View: numerous email; receipt and review of minutes of settlement; calculate funds to be paid to 368230 Ontario Limited; requisition trust cheque; correspondence to S. Roy.
11/13/14	GLL	.50	291-295 The West Mall: numerous email; receipt and review of PPSA search; draft approval and vesting order.
11/14/14	CDS	1.30	Drafting manager's report re: interim distribution and fee allocation.
11/14/14	BFE	.60	Commenting on Fee Allocation chart; internal emails re: 646 Broadview and fee allocation schedule; emails re: 44 Park Lane Circle.
11/14/14	GSE	.20	Review e-mails re: HST.
11/14/14	KEH	1.50	Call from buyer lawyer re: 346 Jarvis Street and discuss multiple changes; finalize Weston Purchase and Sale Agreement; exchange emails re: both deals as well as review deal chart; discuss changes with H. Schonfeld and J. Merryweather.
11/14/14	KEH	.60	Receive e-mail from C. Biesma; review existing license agreement and discuss with her.
11/14/14	GLL	.60	Update statements of receipts and disbursements of funds.
11/16/14	CDS	2.00	Drafting manager's report re: interim distribution and fee allocation.
11/16/14	KEH	.20	Exchange emails with H. Schonfeld re: new listing agreement and 346 Jarvis Street property re: GST exposure on residential sale.
11/17/14	CDS	4.60	Drafting Manager's report re: claims process update, interim distribution and fee allocation; discussing with M. Dunn re: same; meeting with B. Empey to discuss same; reviewing correspondence re: fee allocation methodology.
11/17/14	MSD	.50	Call with client re: 1185 Eglinton and 3270 American; review fee allocation.
11/17/14	BFE	2.60	Reviewing and commenting on draft fee allocation chart (various drafts); emails with client re: same; meeting with C. Descours re: interim distribution motion and Report; correspondence re: 3270 American Drive; review and comment to C. Descours on excerpt from draft Report.
11/17/14	GSE	1.00	Conference call with client; research re: change of assets commercial.
11/17/14	KEH	2.80	Telephone discussions throughout the day with H. Schonfeld and J. Merryweather re: outstanding issues including conference call with G. Ernst re: GST issues on sale of 346 Jarvis Street property; discussions throughout

Date	TKID	Hours	Description
			the day with solicitor for purchaser re: 346 Jarvis Street, Unit A property and revising and finalizing Agreement of Purchase and Sale; exchange emails with agent re: outstanding deposit for 291-295 The West Mall property; reviewing and finalizing opinion for 291-295 The West Mall property; discussions with G. Lauzon re: same.
11/17/14	GLL	5.20	291-295 The West Mall: conduct corporate search and review corporation profile report; search executions; obtain copies of registered security documents; draft security review letter; receipt and review of executed agreement of purchase and sale; draft closing agenda and closing documents; email draft closing documents to B. McCutcheon.
11/18/14	CDS	3.20	Reviewing APS for 295 The West Mall and related materials, and drafting Manager's for sale approval; discussing with M. Dunn re: same; corresponding with G. Lauzon re: same; reviewing correspondence re: fee allocation; updating Manager's report re: claims process updated, interim distribution and fee allocation and corresponding with M. Dunn re: same.
11/18/14	BFE	1.80	Reviewing and commenting on further versions of fee allocation chart and notes; email correspondence with D. Brooker re: disallowance of Collins Barrow claim against 65 Front Street.
11/18/14	KEH	.60	Exchange emails re: Jarvis Street Agreement of Purchase and Sale; receipt of deposit cheque in connection therewith; follow-up re: cheque with respect to The West Mall property and receipt of deposit cheque in connection therewith; follow-up and exchange emails with working group re: outstanding issues.
11/18/14	GLL	.20	Update table of sold properties and email to C. Descours.
11/18/14	GLL	.60	346 Jarvis, Unit A: numerous email; receipt and review of agreement of purchase and sale; draft closing agenda.
11/18/14	GLL	2.20	291-295 The West Mall: numerous email regarding security review, court date, statement of adjustments and information required to complete closing documents; prepare execution copies of closing documents; draft statement of adjustments; draft record book index.
11/19/14	BFE	.30	Reviewing Notice of Motion re: Court of Appeal motion served by R. Fisher; reviewing Notice of Motion re: Cross-Motion served by J. Simpson; voicemail to M. Dunn re: same.
11/19/14	KEH	.30	Exchange emails throughout the day with working group re: status of 324

Date	TKID	Hours	Description
			Prince Edward property as well as status of Agreement of Purchase and Sale for 346 Jarvis Street.
11/19/14	GLL	.60	324 Prince Edward: numerous email; draft agreement of purchase and sale.
11/20/14	CDS	2.20	Discussing with M. Laskin re: preparation of motion record for sale approval re: The West Mall property; reviewing revised report re: interim distribution and fee allocation; reviewing comments and correspondence re: same; discussing with M. Dunn and B. Empey re: same; revising report re: interim distribution and fee allocation; drafting order re: interim distribution and fee allocation.
11/20/14	MSD	3.20	Call with Applicants re: next steps; review and revise draft managers report; call with S. Roy; calls with H. Schonfeld.
11/20/14	BFE	1.80	Telephone conference and emails with M. Dunn re: update on Applicants' position; reviewing and commenting on draft 21st Manager's Report; emails re: Dupont.
11/20/14	KEH	.30	Exchange emails with solicitor for purchaser for 346 Jarvis Street property re: outstanding issues as well as with real estate broker re: same.
11/20/14	MXL	.80	Preparing motion record re: approval of 291-295 The West Mall for C. Descours.
11/21/14	CDS	4.90	Discussing and coordinating with M. Laskin preparation of motion record for sale approval re: The West Mall property; reviewing and revising Notice of Motion and Manager's report re: same; corresponding and discussing with M. Dunn, B. Empey and H. Schonfeld re: same; finalizing report; revising approval and vesting order; reviewing revised report re: interim distribution and fee allocation and making revisions to same; discussing and corresponding with B. Empey and M. Dunn re: same; drafting Order re: same.
11/21/14	MSD	4.50	Draft and revise reports re: 295 The West Mall; calls with H. Schonfeld, P. Griffin and C. Descours re: fee allocation report; draft e-mail to L. Corne re: allocation to 1485 DuPont.
11/21/14	BFE	1.20	Emails re: service list; reviewing and commenting on draft order re: fee allocation and further comments on fee allocation; instructions re: 20th Report (sale of 295 The West Mall).
11/21/14	KEH	.30	Exchange emails re: The West Mall and new listing for 324 Prince Edward.
11/21/14	MXL	4.90	Preparing motion record and confidential appendices for twentieth manager's

Date	TKID	Hours	Description
			report for C. Descours.
11/21/14	GLL	.40	324 Prince Edward: receipt and review of contracts, leases and rent roll; revisions to schedule to agreement of purchase and sale and email to H. Schonfeld.
11/22/14	KEH	.70	At request of H. Schonfeld draft Extension Agreement with respect to The West Mall property and circulate to working group.
11/24/14	JCC	.60	Letter to J. Merryweather; review Proof of Claim of Venture Excavating re: trust claim.
11/24/14	KEH	.40	Finalize extension of 355 Weston Road Agreement of Purchase and Sale; brief discussions with H. Schonfeld re: new Agreement for 324 Prince Edward Street.
11/24/14	MXL	.30	Preparing motion record for C. Descours and M. Dunn re: sale approval motion.
11/24/14	GLL	.20	355 Weston Road: receipt and review of executed amendment to agreement of purchase and sale.
11/25/14	JCC	.50	Receipt and review of correspondence from J. Merryweather; receipt and review of additional information re: Abeco Glass; receipt and review of Construction Lien Chart.
11/25/14	CDS	2.10	Drafting Notice of Disallowance re: Cushman & Wakefield claim and corresponding re: same; reviewing proof of claim from Laser re: Skyway Holdings; drafting Manager's report re: discharge of certain properties and drafting Order re: same; discussing with M. Dunn re: same; revising Manager's report re: interim distribution and fee allocation matters; discussing with M. Laskin re: preparation of notice of motion re: discharge motion and update of draft order re: same.
11/25/14	BFE	.60	Telephone conference with M. Dunn re: update on upcoming motions; telephone conference with C. Descours to instruct re: Cushman NOD (Front St), review and comment on draft NOD.
11/25/14	KEH	1.60	Pursuant to discussion with H. Schonfeld review and revise 346 Prince Edward Street Agreement of Purchase and Sale; discussions with him re: same; exchange emails with solicitor for The West Mall re: Employment Agreement; discussions with G. Lauzon re: 30-34 Meridian and 115-119 Skyway severance and outstanding undertaking.

Date	TKID	Hours	Description
11/25/14	MXL	3.40	Drafting Notice of Motion and Draft Order re: discharge of Manager's obligations in respect of certain properties for C. Descours; drafting letter to Commercial List for M. Dunn.
11/26/14	JCC	.60	Review correspondence from J. Merryweather to M. Dunn (x4); review documents re: Cityview Industrial, Fox Contracting, MHBC and Blue Air.
11/26/14	CDS	.70	Reviewing and revising draft notice of motion, report and order re: discharge of certain Schedule C properties; corresponding with M. Laskin and M. Dunn re: same.
11/26/14	KEH	.80	Exchange emails re: status of due diligence deadline re: 324 Prince Edward Drive; discussions with J. Merryweather re: request by tenant to consent to change of control with respect to premises at 324 Prince Edward Drive; draft landlord response; discussion with H. Schonfeld re: status of Agreement of Purchase and Sale for 324 Prince Edward Drive.
11/27/14	CDS	2.70	Updating discharge motion materials; discussing and corresponding with B. Empey, M. Dunn and J. Merryweather re: same.
11/27/14	KEH	.80	Draft Notice of Waiver for 324 Prince Edward Drive; exchange emails re: issues at 346 Jarvis Street property; discussions with H. Schonfeld.
11/27/14	GLL	.20	346 Jarvis: numerous email regarding outstanding permits and other matters.
11/27/14	GLL	.30	Receipt and review of revised rent roll; revisions to statement of adjustments; email to H. Schonfeld.

OUR FEE

\$75,361.50

TKID	NAME	HOURS	RATE	TOTAL
BFE	Empey, Brian F.	24.20 hrs	\$840.00	\$20,328.00
GSE	Ernst, Glenn S.	1.40 hrs	\$925.00	\$1,295.00
JCC	Cosentino, Joe	3.30 hrs	\$760.00	\$2,508.00
KEH	Herlin, Ken	16.70 hrs	\$860.00	\$14,362.00
CDS	Descours, Caroline	30.90 hrs	\$525.00	\$16,222.50
MSD	Dunn, Mark	19.40 hrs	\$560.00	\$10,864.00
NCS	Staubitz, Nick	1.30 hrs	\$495.00	\$643.50



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #636313 -- page 10

TKID	NAME	HOURS	RATE	TOTAL
GLL	Lauzon, Gloria	12.50 hrs	\$425.00	\$5,312.50
HEW	Wilson, Heather	0.20 hrs	\$425.00	\$85.00
MXL	Laskin, Max	12.90 hrs	\$290.00	\$3,741.00
				\$75,361.50

DISBURSEMENTS

Court Fees - Application	127.00
Registration Fee	60.00
Wire Charges	17.50
File Retrieval	262.98
Certificate - Non Attendance	100.00
Parking/ Cab / Mileage	11.46
Filing Fees	10.00
Copies	408.75
Telephone - Cellular Phone Charges	6.20
Certificate - Execution	11.00
Search - EDD	18.00
Registration - PPSA	23.00
Meals	44.16
Set Down Motion	127.00
CD Production	515.00
Delivery - Courier	73.67
Search - Sub	359.00

TOTAL DISBURSEMENTS \$2,174.72

TOTAL FEES ON THIS INVOICE \$75,361.50

HST ON FEES 9,797.00

NON TAXABLE DISBURSEMENTS 314.00

TAXABLE DISBURSEMENTS 1,860.72

TOTAL DISBURSEMENTS ON THIS INVOICE \$2,174.72

HST ON TAXABLE DISBURSEMENT 241.89

Goodmans^{LLP}

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #636313 -- page 11

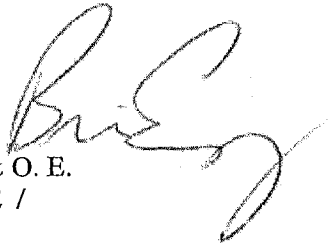
TOTAL THIS INVOICE (CANADIAN DOLLARS)

\$87,575.11

TRUST FUNDS

\$2,638,279.76

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP


E. & O. E.
BFE /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7
Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #636313 -- page 12

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Brian F. Empey, Matter # 140074, Invoice # 636313 <i>(Please include all invoice numbers)</i>

*****Please also email Wire Payment Details to: collections@goodmans.ca***

This is Exhibit "G" referred to in the
affidavit of Brian Empey
sworn before me, this 8th
day of December, 2014.



A Commissioner for Taking Affidavits

Goodmans LLP
Billing Summary
File 140074 (Re: Manager)

Billing History					
Invoice#	Invoice Date	Fees	Cost	Tax	Total
627526	6/26/2014	183,964.50	5,619.73	24,596.42	214,180.65
629629	7/31/2014	106,044.00	3,566.96	14,232.91	123,843.87
631089	8/29/2014	96,544.50	3,786.31	12,996.64	113,327.45
632887	9/30/2014	120,709.00	3,214.97	16,077.10	140,001.07
634486	10/30/2014	118,699.50	3,162.97	15,784.80	137,647.27
636313	11/28/2014	75,361.50	2,174.72	10,038.89	87,575.11
	Total	701,323.00	21,525.66	93,726.76	816,575.42

Timekeeper Summary - Billed					
Timekeeper	Full Name	Position	Bill Hours	Bill Amount	Billed Rate
KEH	Ken Herlin	Partner (Real Estate)	196.2	168,732.00	860.00
BFE	Brian F. Empey	Partner (Insolvency)	172.4	144,816.00	840.00
MSD	Mark Dunn	Associate (Litigation)	184.2	103,152.00	560.00
JLE	Jackie LaBine	Associate (Litigation)	237.2	88,950.00	375.00
GLL	Gloria Lauzon	Clerk (Real Estate)	191.9	81,557.50	425.00
CDS	Caroline Descours	Associate (Insolvency)	66.2	34,755.00	525.00
LAD	Lidia A. D'Amata	Law Clerk (Real Estate)	50.6	21,505.00	425.00
TMM	Thomas M. Macdona	Partner (Real Estate)	18.1	16,109.00	890.00
JCC	Joe Cosentino	Partner (Litigation)	12.1	9,196.00	760.00
MJR	Matthew Rossetti	Articling Student	18.5	5,365.00	290.00
DMR	Daniel Mahler	Associate (Real Estate)	9.2	4,968.00	540.00
PM	Paula MacDonald	Law Clerk (Real Estate)	17.6	4,400.00	250.00
MXL	Max Laskin	Articling Student	12.9	3,741.00	290.00
GSE	Glenn S. Ernst	Partner (Tax)	4	3,700.00	925.00
DA	Litigation Clerk	Clerk (Litigation)	48.3	3,622.50	75.00
MIR	Michael Royal	Associate (Tax)	5.5	2,310.00	420.00
NCS	Nick Staubitz	Associate (Real Estate)	3.4	1,683.00	495.00
DVC	David Cohen	Articling Student	2.6	754.00	290.00
DEF	Diane Ferreira	Clerk (Corporate)	1.7	450.00	264.71
JNW	Jason Wadden	Partner (Litigation)	0.6	411.00	685.00
JAH	Jamie Habert	Articling Student	0.9	261.00	290.00
HEW	Heather Wilson	Clerk (Corporate)	0.6	255.00	425.00
KAG	Kyle Gerow	Summer Student	1.1	253.00	230.00
GNK	Kirby Goldstein	Articling Student	0.7	203.00	290.00
MDM	Miguel Mangalindan	Articling Student	0.6	174.00	290.00
		TOTAL	1,257.10	701,323.00	
		Average Billing Rate			557.89

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 Inc.
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 Development 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. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 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
Applicants

NORMA WALTON, et al
Respondents

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List**

Proceeding commenced at Toronto

**AFFIDAVIT OF SERVICE OF
BRIAN EMPEY
(Sworn December 8, 2014)**

**GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7**

Brian Empey LSUC#: 30640G
Mark S. Dunn LSUC#: 55510L
Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for The Manager

DBDC SPADINA LTD., et al
Applicants

NORMA WALTON, et al
Respondents

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List**

Proceeding commenced at Toronto

**SUPPLEMENTAL MOTION RECORD OF
THE MANAGER, SCHONFELD INC.
(Returnable December 17, 2014)**

**GOODMANS LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7**

Brian Empey LSUC#: 30640G
Mark S. Dunn LSUC#: 55510L
Tel: (416) 979-2211
Fax: (416) 979-1234

Lawyers for The Manager

File No. 14-0074