

**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**

SUPPLEMENTARY MOTION RECORD OF THE MANAGER, SCHONFELD INC.
*(Motion for approval of a fee allocation methodology for the period December 1, 2014 to
January 1, 2016 returnable September 16, 2016)*

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TO: **SERVICE LIST**

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

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SUPERIOR COURT OF JUSTICE
(Commercial List)

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BOUND BY THE RESULT

**ADDENDUM TO THE FORTY-FIRST REPORT OF THE
MANAGER, SCHONFELD INC.**

*(Motion for approval of a fee allocation methodology for the period December 1, 2014
to January 1, 2016 returnable September 16, 2016)*

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I. Introduction

1. This is the Addendum to the Forty-First Report of Schonfeld Inc. (the “**Manager**”) in its capacity as Manager of (i) certain companies listed at Schedule “B” to the Order of Justice Newbould (the “**November 5 Order**”) dated November 5, 2013 (the “**Schedule B Companies**”),¹ together with the properties owned by those companies (the “**Schedule “B” Properties**”); and (ii) the properties listed at Schedule “C” to the Judgment and Order of Justice Brown dated August 12, 2014 (the “**Schedule “C” Properties**” and together with the Schedule “B” Properties, the “**Properties**”).

A. Purpose of this Report

2. The purpose of this Addendum is to revise certain information that was provided in the Manager’s Forty-First Report (the “**Forty-First Report**”) that is relevant to the Manager’s motion as described in the Forty-First 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 Forty-First Report.

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

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II. Proposed Reallocation to Liberty Village Properties Ltd.

5. The Manager appended as Appendix “B” to the Forty-First Report its proposal for reallocating professional fees to Liberty Village from Companies that had lacked sufficient capital to pay professional fees allocated to them in the First and Second Periods (the “**Reallocation Table**”). The Reallocation Table was based on the refunds or recoveries the Manager expected those Companies to realize.

6. With the passage of time since this motion was adjourned on May 3, 2016, certain Companies have received refunds or recoveries and the Manager is now able to more accurately estimate the appropriate reallocation to Liberty Village. Accordingly, the Manager has updated the Reallocation Table.

7. As set out in paragraphs 11 to 20 of the Manager’s Factum dated May 2, 2016, this Court’s assistance is required in order to determine the fees to be allocated to the Dupont Property and the Cityview Property. Accordingly, the Manager has prepared two updated Reallocation Tables. The Reallocation Table attached as Appendix “A” assumes all fees incurred by the Manager and its counsel in responding to the Cityview Lien Claimants and the Dupont Mortgagees are allocated to the Cityview Property and the Dupont Property. The Reallocation Table attached as Appendix “B” assumes fees equal to partial indemnity are allocated to the Cityview Property and the Dupont Property.

8. The updated Reallocation Tables do not affect the interim distributions recommended by the Manager in its Forty-Second Report dated April 21, 2016.

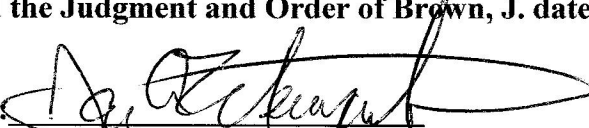
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All of which is respectfully submitted this 13th day of September, 2016.

SCHONFELD INC.

**In its capacity as Manager pursuant to the Order of Newbould, J. dated November 5, 2013
and the Judgment and Order of Brown, J. dated August 12, 2014**

Per:


James Merryweather, CPA/CGA
Authorized Signing Officer

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.

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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.

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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

6611065

A

Appendix "A"
to the Addendum to the Forty-First Report of the Manager

Professional Fee Allocation Analysis

Ability of each company to reimburse for allocated professional costs at August 31, 2016

| Company | Allocated Fees | | | Reimbursed to Date | Funds | |
|------------------------------|---------------------|---------------------|---------------------|-----------------------|--------------------------------|---------------------|
| | Nov'13-Nov'14 | Dec'14-Dec'15 | Total | | Available for Reimbursement | Shortfall |
| SCHEDULE B COMPANIES | | | | | | |
| Ascalon | 53,348.29 | 28,909.20 | 82,257.49 | 53,348.29 | 28,909.20 | 0.00 |
| Bannockburn | 72,121.54 | 35,969.64 | 108,091.18 | 72,121.54 | 35,969.64 | 0.00 |
| Cityview | 196,018.77 | 67,491.63 | 263,510.40 | 196,018.77 | 67,491.63 | 0.00 |
| Dewhurst | 66,111.41 | 13,806.68 | 79,918.09 | 0.00 | 0.00 | 79,918.09 |
| Donalda | 180,320.71 | 26,903.66 | 207,224.37 | 180,320.71 | 26,903.66 | 0.00 |
| Double Rose | 230,714.54 | 21,988.17 | 252,702.71 | 9,014.54 | 0.00 | 243,688.17 |
| Dupont | 226,576.80 | 79,729.91 | 306,306.71 | 226,576.80 | 79,729.91 | 0.00 |
| Eddystone | 55,552.93 | 11,735.93 | 67,288.86 | 55,552.93 | 11,735.93 | 0.00 |
| Fraser Lands | 61,261.53 | 10,164.69 | 71,426.22 | 17,500.00 | 1,000.00 | 52,926.22 |
| Fraser Properties | 65,213.91 | 11,889.74 | 77,103.65 | 0.00 | 0.00 | 77,103.65 |
| Global Mills | 55,984.01 | 7,318.08 | 63,302.09 | 0.00 | 0.00 | 63,302.09 |
| Hidden Gem | 167,990.27 | 47,836.81 | 215,827.08 | 167,990.27 | 0.00 | 47,836.81 |
| Lesliebrook Holdings | 122,095.54 | 41,720.17 | 163,815.71 | 122,095.54 | 41,720.17 | 0.00 |
| Liberty Village Lands | 53,566.13 | 28,488.21 | 82,054.34 | 42,866.13 | 3,000.00 | 36,188.21 |
| Liberty Village Properties | 101,775.66 | 38,896.38 | 140,672.04 | 101,775.66 | 38,896.38 | 0.00 |
| Northern Dancer | 72,020.22 | 57,010.94 | 129,031.16 | 72,020.22 | 57,010.94 | 0.00 |
| Queen's Corner | 96,651.08 | 20,208.36 | 116,859.44 | 55,651.08 | 0.00 | 61,208.36 |
| Red Door Developments | 143,771.91 | 18,359.62 | 162,131.53 | 53,000.00 | 2,000.00 | 107,131.53 |
| Red Door Lands | 140,576.97 | 17,857.40 | 158,434.37 | 3,776.97 | 2,000.00 | 152,657.40 |
| Richmond Row/165 Bathurst | 205,258.17 | 28,630.56 | 233,888.73 | 205,258.17 | 28,630.56 | 0.00 |
| Riverdale Mansion | 57,513.01 | 18,083.40 | 75,596.41 | 57,513.01 | 18,083.40 | 0.00 |
| Royal Agincourt | 139,014.95 | 39,092.82 | 178,107.77 | 139,014.95 | 39,092.82 | 0.00 |
| Royal Gate Holdings | 180,854.18 | 41,062.06 | 221,916.24 | 180,854.18 | 41,062.06 | 0.00 |
| Salmon River Properties | 36,490.33 | 7,953.48 | 44,443.81 | 0.00 | 0.00 | 44,443.81 |
| Skyway | 171,800.93 | 21,985.16 | 193,786.09 | 126,800.93 | 64,000.00 | 2,985.16 |
| Tisdale | 96,835.66 | 27,223.15 | 124,058.81 | 96,835.66 | 27,223.15 | 0.00 |
| Twin Dragons | 155,341.78 | 87,860.74 | 243,202.52 | 155,341.78 | 87,860.74 | 0.00 |
| West Mall | 223,503.34 | 64,349.07 | 287,852.41 | 0.00 | 0.00 | 287,852.41 |
| Weston Lands | 114,032.32 | 56,080.68 | 170,113.00 | 114,032.32 | 56,080.68 | 0.00 |
| Wynford | 67,557.67 | 9,370.77 | 76,928.44 | 0.00 | 0.00 | 76,928.44 |
| Total Schedule B | 3,609,874.56 | 987,977.09 | 4,597,851.65 | 2,505,280.45 | 758,400.86 | 1,334,170.34 |
| SCHEDULE C PROPERTIES | | | | | | |
| 44 Park Lane Circle | 53,725.48 | 15,612.27 | 69,337.75 | 53,725.48 | 15,612.27 | 0.00 |
| 777 St. Clarens | 16,965.94 | 16,041.59 | 33,007.53 | 16,965.94 | 16,041.59 | 0.00 |
| 260 Emerson | 16,965.94 | 15,033.06 | 31,999.00 | 16,965.94 | 15,033.06 | 0.00 |
| 66 Gerrard | 57,966.97 | 25,702.58 | 83,669.55 | 57,996.97 | 25,672.58 | 0.00 |
| 324 Prince Edward | 45,242.51 | 58,038.84 | 103,281.35 | 45,242.51 | 58,038.84 | 0.00 |
| 1 William Morgan | 24,563.41 | 7,240.31 | 31,803.72 | 0.00 | 0.00 | 31,803.72 |
| 3270 American Drive | 20,469.51 | 18,724.49 | 39,194.00 | 20,469.51 | 18,724.49 | 0.00 |
| 321 Carlaw | 11,310.62 | 9,847.57 | 21,158.19 | 0.00 | 0.00 | 21,158.19 |
| 346 Jarvis, Unit A. | 35,345.71 | 82,995.13 | 118,340.84 | 35,345.71 | 82,995.13 | 0.00 |
| 346 Jarvis, Unit B | 35,345.71 | 57,967.70 | 93,313.41 | 35,345.71 | 57,967.70 | 0.00 |
| 346 Jarvis, Unit E | 35,345.71 | 2,186.86 | 37,532.57 | 0.00 | 0.00 | 37,532.57 |
| 346 Jarvis, Unit F | 35,345.71 | 52,947.96 | 88,293.67 | 35,345.71 | 0.00 | 52,947.96 |
| 2454 Bayview | 10,234.75 | 16,415.04 | 26,649.79 | 0.00 | 0.00 | 26,649.79 |
| 30 Hazelton | 4,614.37 | 14,759.10 | 19,373.47 | 4,614.37 | 14,759.10 | 0.00 |
| 30A Hazelton | 4,614.37 | 15,214.49 | 19,828.86 | 4,614.37 | 15,214.49 | 0.00 |
| 24 Cecil | 53,725.48 | 27,810.40 | 81,535.88 | 53,638.27 | 27,897.61 | 0.00 |
| 2 Kelvin | 36,759.54 | 13,279.25 | 50,038.79 | 36,759.54 | 13,279.25 | 0.00 |
| 0 Luttrell | 11,310.62 | 33,879.87 | 45,190.49 | 11,310.62 | 33,879.87 | 0.00 |
| Total Schedule C | 509,852.35 | 483,696.51 | 993,548.86 | 428,340.65 | 395,115.99 | 170,092.22 |
| 65 Front | 35,239.33 | 47,820.55 | 83,059.88 | 35,239.33 | 0.00 | 47,820.55 |
| Other properties | 22,009.68 | 0.00 | 22,009.68 | 0.00 | 0.00 | 22,009.68 |
| Total Fee Allocation | 4,176,975.92 | 1,519,494.15 | 5,696,470.07 | 2,968,860.43 | 1,153,516.85 | 1,574,092.80 |

B

Professional Fee Allocation Analysis

Ability of each company to reimburse for allocated professional costs at August 31, 2016

(assuming partial indemnity allocation for Cityview and Dupont)

| Company | Allocated Fees | | | Reimbursed to Date | Funds | |
|------------------------------|---------------------|---------------------|---------------------|-----------------------|--------------------------------|---------------------|
| | Nov'13-Nov'14 | Dec'14-Dec'15 | Total | | Available for Reimbursement | Shortfall |
| SCHEDULE B COMPANIES | | | | | | |
| Ascalon | 53,348.29 | 30,354.73 | 83,703.02 | 53,348.29 | 30,354.73 | 0.00 |
| Bannockburn | 72,121.54 | 37,415.18 | 109,536.72 | 72,121.54 | 37,415.18 | 0.00 |
| Cityview | 196,018.77 | 49,515.00 | 245,533.77 | 196,018.77 | 49,515.00 | 0.00 |
| Dewhurst | 66,111.41 | 14,482.14 | 80,593.55 | 0.00 | 0.00 | 80,593.55 |
| Donalda | 180,320.71 | 27,366.02 | 207,686.73 | 180,320.71 | 27,366.02 | 0.00 |
| Double Rose | 230,714.54 | 23,433.71 | 254,148.25 | 9,014.54 | 0.00 | 245,133.71 |
| Dupont | 226,576.80 | 48,808.16 | 275,384.96 | 226,576.80 | 48,808.16 | 0.00 |
| Eddystone | 55,552.93 | 12,411.39 | 67,964.32 | 55,552.93 | 12,411.39 | 0.00 |
| Fraser Lands | 61,261.53 | 10,840.15 | 72,101.68 | 17,500.00 | 1,000.00 | 53,601.68 |
| Fraser Properties | 65,213.91 | 12,565.19 | 77,779.10 | 0.00 | 0.00 | 77,779.10 |
| Global Mills | 55,984.01 | 7,845.51 | 63,829.52 | 0.00 | 0.00 | 63,829.52 |
| Hidden Gem | 167,990.27 | 49,282.34 | 217,272.61 | 167,990.27 | 0.00 | 49,282.34 |
| Lesliebrook Holdings | 122,095.54 | 43,165.71 | 165,261.25 | 122,095.54 | 43,165.71 | 0.00 |
| Liberty Village Lands | 53,566.13 | 29,933.74 | 83,499.87 | 42,866.13 | 3,000.00 | 37,633.74 |
| Liberty Village Properties | 101,775.66 | 40,341.91 | 142,117.57 | 101,775.66 | 40,341.91 | 0.00 |
| Northern Dancer | 72,020.22 | 58,456.47 | 130,476.69 | 72,020.22 | 58,456.47 | 0.00 |
| Queen's Corner | 96,651.08 | 21,653.89 | 118,304.97 | 55,651.08 | 0.00 | 62,653.89 |
| Red Door Developments | 143,771.91 | 19,805.15 | 163,577.06 | 53,000.00 | 2,000.00 | 108,577.06 |
| Red Door Lands | 140,576.97 | 19,302.93 | 159,879.90 | 3,776.97 | 2,000.00 | 154,102.93 |
| Richmond Row/165 Bathurst | 205,258.17 | 30,076.10 | 235,334.27 | 205,258.17 | 30,076.10 | 0.00 |
| Riverdale Mansion | 57,513.01 | 19,528.93 | 77,041.94 | 57,513.01 | 19,528.93 | 0.00 |
| Royal Agincourt | 139,014.95 | 40,538.35 | 179,553.30 | 139,014.95 | 40,538.35 | 0.00 |
| Royal Gate Holdings | 180,854.18 | 42,507.59 | 223,361.77 | 180,854.18 | 42,507.59 | 0.00 |
| Salmon River Properties | 36,490.33 | 8,480.91 | 44,971.24 | 0.00 | 1,000.00 | 43,971.24 |
| Skyway | 171,800.93 | 23,430.69 | 195,231.62 | 126,800.93 | 64,000.00 | 4,430.69 |
| Tisdale | 96,835.66 | 28,668.69 | 125,504.35 | 96,835.66 | 28,668.69 | 0.00 |
| Twin Dragons | 155,341.78 | 89,306.27 | 244,648.05 | 155,341.78 | 89,306.27 | 0.00 |
| West Mall | 223,503.34 | 65,162.65 | 288,665.99 | 0.00 | 0.00 | 288,665.99 |
| Weston Lands | 114,032.32 | 57,526.22 | 171,558.54 | 114,032.32 | 57,526.22 | 0.00 |
| Wynford | 67,557.67 | 9,898.21 | 77,455.88 | 0.00 | 0.00 | 77,455.88 |
| Total Schedule B | 3,609,874.56 | 972,103.93 | 4,581,978.49 | 2,505,280.45 | 728,986.71 | 1,347,711.33 |
| SCHEDULE C PROPERTIES | | | | | | |
| 44 Park Lane Circle | 53,725.48 | 15,904.68 | 69,630.16 | 53,725.48 | 15,904.68 | 0.00 |
| 777 St. Clarens | 16,965.94 | 16,762.29 | 33,728.23 | 16,965.94 | 16,762.29 | 0.00 |
| 260 Emerson | 16,965.94 | 15,753.76 | 32,719.70 | 16,965.94 | 15,753.76 | 0.00 |
| 66 Gerrard | 57,966.97 | 27,148.11 | 85,115.08 | 57,996.97 | 27,118.11 | 0.00 |
| 324 Prince Edward | 45,242.51 | 59,484.38 | 104,726.89 | 45,242.51 | 59,484.38 | 0.00 |
| 1 William Morgan | 24,563.41 | 7,702.66 | 32,266.07 | 0.00 | 0.00 | 32,266.07 |
| 3270 American Drive | 20,469.51 | 19,445.19 | 39,914.70 | 20,469.51 | 19,445.19 | 0.00 |
| 321 Carlaw | 11,310.62 | 10,523.03 | 21,833.65 | 0.00 | 0.00 | 21,833.65 |
| 346 Jarvis, Unit A. | 35,345.71 | 84,440.66 | 119,786.37 | 35,345.71 | 84,440.66 | 0.00 |
| 346 Jarvis, Unit B | 35,345.71 | 59,413.24 | 94,758.95 | 35,345.71 | 59,413.24 | 0.00 |
| 346 Jarvis, Unit E | 35,345.71 | 2,186.86 | 37,532.57 | 0.00 | 0.00 | 37,532.57 |
| 346 Jarvis, Unit F | 35,345.71 | 54,393.49 | 89,739.20 | 35,345.71 | 0.00 | 54,393.49 |
| 2454 Bayview | 10,234.75 | 16,415.04 | 26,649.79 | 0.00 | 0.00 | 26,649.79 |
| 30 Hazelton | 4,614.37 | 15,479.80 | 20,094.17 | 4,614.37 | 15,479.80 | 0.00 |
| 30A Hazelton | 4,614.37 | 15,935.19 | 20,549.56 | 4,614.37 | 15,935.19 | 0.00 |
| 24 Cecil | 53,725.48 | 29,255.94 | 82,981.42 | 53,638.27 | 29,343.15 | 0.00 |
| 2 Kelvin | 36,759.54 | 13,999.95 | 50,759.49 | 36,759.54 | 13,999.95 | 0.00 |
| 0 Luttrell | 11,310.62 | 35,325.40 | 46,636.02 | 11,310.62 | 35,325.40 | 0.00 |
| Total Schedule C | 509,852.35 | 499,569.67 | 1,009,422.02 | 428,340.65 | 408,405.80 | 172,675.57 |
| 65 Front | 35,239.33 | 47,820.55 | 83,059.88 | 35,239.33 | 0.00 | 47,820.55 |
| Other properties | 22,009.68 | 0.00 | 22,009.68 | 0.00 | 0.00 | 22,009.68 |
| Total Fee Allocation | 4,176,975.92 | 1,519,494.15 | 5,696,470.07 | 2,968,860.43 | 1,137,392.51 | 1,590,217.14 |

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

**SUPPLEMENTARY MOTION RECORD OF
THE MANAGER, SCHONFELD INC.**

*(Motion for approval of a fee allocation
methodology for the period December 1, 2014 to
January 1, 2016 returnable September 16, 2016)*

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File No. 14-0074