

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

MOTION RECORD

January 15, 2014

Thornton Grout Finnigan LLP
Barristers and Solicitors
100 Wellington Street West
Suite 3200
Toronto, Ontario
M5K 1K7

James Grout LSUC #22741H
Tel: (416) 304-0557
Email: jgrout@tgf.ca

Sandra Reid (LSUC# 62351A)
Tel: 416-304-0601
Fax: (416) 304-1313
Email: sreid@tgf.ca

Lawyers for ACMCMF Services Ltd., ACM
Commercial Mortgage Fund and ACM Advisors Ltd.

TO: THIS HONOURABLE COURT

AND TO: Lenczner Slaght Royce Smith Griffin LLP
130 Adelaide Street West, Suite 2600
Toronto, ON M5H 3P5

Peter H. Griffin
Tel. : 416 865-2921
Fax : 416 865-3558
Email : pgriffin@litigate.com

Shara N. Roy
Tel. : 416 865 2942
Fax : 416 865-3973
Email : sroy@litigate.com

Peter Osborne
Tel. : 416 865-3094
Fax : 416 865-3973
Email : posborne@litigate.com

Lawyers for the Applicants

AND TO: Fasken Martineau
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

John A. Champion
Tel. : 416 865-4357
Fax : 416 364-7813
Email : jcampion@fasken.com

Lawyers for Guillermo Schible, Lawyers for the Respondents

AND TO: Schible Law
181 University Avenue, Suite 2200
Adelaide Place, DBRS Tower
Toronto, ON M5H 3M7

Guillermo Schible
Tel. : 416 601-6813
Fax : 416 352-5454
Email : guillermo@schiblelaw.com

Lawyers for the Respondents

AND TO: Goodmans LLP
333 Bay Street, Suite 3400
Bay Adelaide Centre
Toronto, ON M5H 2S7

Fred Myers
Tel. : 416 979-2211
Fax : 416 979-1234
Email : fmyers@goodmans.ca

Brian Empey
Tel. : 416 597-4194
Fax: 416 979-1234
Email : bempey@goodmans.ca

Mark Dunn
Tel. : 416 849-6895
Fax: 416 979-1234
Email : mdunn@goodmans.ca

Lawyers for the Inspector/Manager

AND TO: McCarthy Tetrault LLP
66 Wellington Street West, Suite 5300
Box 48, Toronto-Dominion Bank Tower
Toronto, ON M5K 1E6

James Gage
Tel: 416 601-8342
Fax: 416 868-0673
Email: jgage@mccarthy.ca

Heather Meredith
Tel: 416.601.8342
Fax: 416.868.0673
Email: hmeredith@mccarthy.ca

Lawyers for CDPQ Mortgage Investment Corporation

AND TO: Minden Gross LLP
145 King Street WEST, Suite 2200
Toronto, On M5H 4G2

Timothy R. Dunn
Tel: 416 369- 4335
Fax: 416 864-9223
Email: tdunn@mindengross.com

Lawyers for 295 The West Mall Portfolio Ltd

AND TO: Zimmerman Associates
3338 Dufferin Street
Toronto, On M6A 3A4

Lawrence Zimmerman
Tel. 416 489-9222
Fax: 416 489-6222
Email: larry@zimlaw.ca

Lawyers for the Handelman Group and
the Tannenbaum Group

AND TO: Stikeman Elliot LLP
5200 Commerce Court West
199 Bay Street
Toronto, On M5L 1B9

Maria Konyukhova
Tel: 416 869-5230
Fax: 416 947-0866
Email: mkonyukhova@stikeman.ca

Lawyers for IMC Limited Partnership

AND TO: Robins, Appleby & Taub LLP
120 Adelaide Street West, Suite 2600 –
Toronto, ON M5H 1T1

Irving Marks
Tel: 416 360-3795
Fax: 416 868-0306
Email: imarks@robapp.com

Dominique Michaud
Tel: 416 360-3795
Fax: 416 868-0306
dmichaud@robapp.com

Lawyers for Computershare Trust Company
of Canada as nominee for Trez Capital Limited Partnership

AND TO: Folger, Rubinoff LLP
77 King Street West, Suite 3000
PO Box 9 TD Centre North Tower
Toronto, ON M5K 1G8

Martin R. Kaplan
Tel: 416 864-9700
Fax: 416 941-8852
Email: mkaplan@foglery.com

Vern W. DaRe
Tel: 416 864-9700
Fax: 416 941-8852
Email: vdare@foglery.com

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

AND TO: Aird & Berlis LLP
181 Bay Street, Suite 1800
Brookfield Place, Box 754
Toronto, ON M5J 2T9

Steven L. Graff
Tel: 416 865-7726
Fax: 416 863-1515
Email: sgraff@airdberlis.com

Ian Aversa
Tel: 416 865-7726
Fax: 416 863-1515
Email: iaversa@airdberlis.com

Lawyers for 165 Bathurst Financial Inc.

AND TO: Torkin Manes LLP
151 Yonge Street, Suite 1500
Toronto, ON M2C 2W7

Jeffrey Simpson
Tel: 416 777-5413
Fax: 1 888 587-9143
Email: jsimpson@torkinmanes.com

Lawyers for Harbour Mortgage Corp.

AND TO: Osler, Hoskin & Harcourt LLP
Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Steven Golick
Tel: 416 862-6704
Fax: 416 862-6666
Email: [E-mail: sgolick@osler.com](mailto:E-mail:sgolick@osler.com)

Lawyers for Sam Reisman and Rose Reisman

AND TO: Sam Reisman and Rose Reisman
12-156 Duncan Mill Road
Toronto, ON M3B 3N2

Martie Simon
Tel: 416 916-4333
Email: msimon@rosecorp.com

AND TO: Bennett Jones LLP
1 First Canadian Place, Suite 3400
Toronto, ON M2K 2S5

Paul D. Blundy
Tel: 416 777-4854
Fax: 416 863-1716
Email: blundyp@bennettjones.com

Lawyers for TCE Beta Services Inc.

AND TO: Bram Zinman
Barrister and Solicitor
4711 Yonge Street, Suite 509
Toronto, ON M2N 6K 8

Bram Zinman
Tel: 416 221-5919
Fax: 416 226-0910
Email: binman@bellnet.ca

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

AND TO: Jack Copelovici
1220 Sheppard Avenue East, Suite 204
Toronto, ON M2K 2S5

Jack Copelovici
Tel: 416 494-0910
Fax: 416 494-5480
Email: jack@copel-law.com

Lawyers for Fox Contracting Ltd.

AND TO: Glaholt LLP
141 Adelaide Street West, Suite 800
Toronto, ON M5H 3L5

Andrea Lee
Tel: 416 368-8280
Fax: 416 368-3467
Email: andrealee@glaholt.com

Lawyers for Gentry Environmental Systems Ltd.

AND TO: Brauti Thorning Zibarras LLP
151 Yonge Street, Suite 1800
Toronto, ON M5C 2W7

David Meirovici
Tel: 416 362-4567
Fax: 416 362-8510
Email: dmeirovici@btzlaw.ca

Mark McMackin
Tel: 416 360-2775
Fax: 416 362-8510
Email: mmcmackin@btzlaw.ca

Lawyers for Norel Electric Ltd.

AND TO: Chaitons LLP
500 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

George Benchetrit
Tel: 416 218-1141
Fax: 416 218-1841
Email: george@chaitons.com

Lawyers for Return on Innovation Capital Inc.

AND TO: Cohen Sabsay LLP
901-357 Bay Street
Toronto, ON M5H 2T7

Howard C. Cohen
Tel: 416 364-7436
Fax: 416 364-0083
Email: cohen@cohensabsay.com

Lawyers for the respondents/appellants,
Ronald Walton, The Rose & Thistle Group Ltd.
and Eglinton Castle Inc.

AND TO: Lawrence F. Wallach
302-4580 Dufferin Street
Toronto, ON M3H 5Y2

Lawrence F. Wallach
Tel: 416 661-5600
Fax: 416 663-4424
Email: Wallach@wallach.ca

Lawyers for E. Manson Investments Limited,
B. & M. Handelman Investments Limited,
136557 Ontario Limited and Martha Sorger

AND TO: Bianchi Presta LLP
9100 Jane Street, 3rd Floor Building A
Vaughan, ON L4K 0A4

Renzo Belluz
Tel: 905 738-1076
Fax: 905 738-0528
Email: rbelluz@bianchipresta.com

Lawyers for the Estate of Celestina Venuto
and Silvano and Celestina Investments Ltd.

AND TO: Kramer Simaan Dhillon LLP
120 Adelaide Street West, Suite 2100
Toronto, ON M5H 1T1

Jeffrey W. Kramer
Tel: 416 601-6819
Fax: 416 601-0702
Email: jwkramer@kramersimaan.com

Nathaniel Erskine-Smith
Tel: 416 601-6819
Fax: 416 601-0702
Email: nerskine-smith@kramersimaan.com

Lawyers for Atrium Mortgage Investment Corporation

INDEX

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

INDEX

Tab	Document
1	Notice of Motion returnable January 16, 2013

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

NOTICE OF MOTION

THE MORTGAGEES listed on Schedule “C” hereto (the “Mortgagees”) of certain properties owned by certain corporations listed on Schedule “B” hereto (the “Schedule B Corporations”) and Trinity Urban Properties Inc. (“Trinity”) will bring a motion before the Honourable Mr. Justice Newbould on Thursday, the 16th day of January, 2014 at 9:00 in the morning or as soon after that time as the motion can be heard at 330 University Avenue, in the City of Toronto.

THE MOTION IS FOR AN ORDER varying the Order of the Honourable Mr. Justice Newbould made in this proceeding on November 5, 2013 (the “Appointment Order”) as follows:

1. an Order in the form of the draft Order attached hereto as Schedule “D”; and

2. such further and other relief as counsel may advise and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

1. the Mortgagees made loans to certain of the Schedule “B” Corporations secured by mortgages and other security on lands and building owned by those Schedule “B” Corporations (the “Properties”) and, in some cases, together with charges upon all of their other property, assets and undertaking (individually a “Mortgage” and collectively the “Mortgages”);

2. this proceeding was commenced by Notice of Application issued on October 1, 2013. This proceeding arose out of disputes between the Applicants and the Respondents over their interests in the Schedule “B” Corporations;

3. the Mortgagees and Trinity are not parties to this proceeding. The Mortgagees and Trinity were not served with the Notice of Application and the Application and Responding Records;

4. on October 4, 2013, this Honourable Court appointed Schonfeld Inc. as the Inspector of the Schedule “B” Corporations;

5. the Mortgagees and Trinity were not served with that motion nor were they notified of the appointment of the Inspector;

6. on November 5, 2013, this Honourable Court appointed Schonfeld Inc. as the Manager of the Schedule “B” Corporations;

7. the Mortgagees and Trinity were not served with that motion;

8. a majority of the Mortgagees were not notified of the appointment of the Manager until November 19, 2013;

9. the Order appointing the Manager grants charges in favour of the Manager ranking in priority to the Mortgages, did not obligate the Manager to comply with the Mortgages and purported to permit the Manager to sell the Properties without input from or the consent of the Mortgagees and Trinity;

10. subsequent to being notified of the appointment of the Manager, the Mortgagees and Trinity advised the Applicants, the Respondents and the Manager that the terms of the Appointment Order were unacceptable to the Mortgagees;

11. the Mortgagees and Trinity have agreed with the Manager, the Applicants and the Respondents on the terms of an Order amending the Appointment Order. The draft Order is attached hereto as Schedule "D"; and

12. such further and other grounds as counsel may advise and this Honourable Court may deem just.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. the Second Report of the Manager dated January 14, 2014; and

2. such further and other material as counsel may advise and this Honourable Court may permit.

January 15, 2014

Thornton Grout Finnigan LLP

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON M5K 2K7

James Grout LSUC #22741H

Tel: (416) 304-0557
Email: jgrout@tgf.ca

Sandra Reid (LSUC# 62351A)

Tel: 416-304-0601
Fax: (416) 304-1313
Email: sreid@tgf.ca

Lawyers for ACMCMF Services Ltd., ACM
Commercial Mortgage Fund and ACM Advisors Ltd.

Robins, Appleby & Taub LLP

120 Adelaide Street West, Suite 2600 –
Toronto, ON M5H 1T1

Irving Marks

Tel: 416 360-3795
Fax: 416 868-0306
Email: imarks@robapp.com

Dominique Michaud

Tel: 416 360-3795
Fax: 416 868-0306
dmichaud@robapp.com

Counsel to Trez Capital Limited Partnership

Minden Gross LLP
145 King Street WEST, Suite 2200
Toronto, On M5H 4G2

Timothy R. Dunn
Tel: 416 369- 4335
Fax: 416 864-9223
Email: tdunn@mindengross.com

Counsel to 295 The West Mall Portfolio Ltd

Zimmerman Associates
3338 Dufferin Street
Toronto, On M6A 3A4

Lawrence Zimmerman
Tel. 416 489-9222
Fax: 416 489-6222
Email: larry@zimlaw.ca

Counsel to 270379 Ontario Inc. and Loutan Richmond Inc.

Co Counsel to E. Manson Investments Limited and B. Handelman Investments Limited

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

Martin R. Kaplan
Tel: 416 864-9700
Fax: 416 941-8852
Email: mkaplan@foglers.com

Vern W. DaRe
Tel: 416 864-9700
Fax: 416 941-8852
Email: vdare@foglers.com

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

Torkin Manes LLP

151 Yonge Street, Suite 1500
Toronto, ON M2C 2W7

Jeffrey Simpson

Tel: 416 777-5413
Fax: 1 888 587-9143
Email: jsimpson@torkinmanes.com

Counsel to Harbour Mortgage Corp

Bennett Jones LLP

1 First Canadian Place, Suite 3400
Toronto, ON M2K 2S5

Paul D. Blundy

Tel: 416 777-4854
Fax: 416 863-1716
Email:
blundyp@bennettjones.com

Amanda C. McLachlan

Tel: 416 777-5393
Fax: 416 863-1716
Email:
mclachlana@bennettjones.com

Counsel to TCE Beta Services Inc.

Lawrence F. Wallach

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

Tel: 416 661-5600
Fax: 416 663-4424
Email: wallach@wallach.ca

Counsel to Susan Songer and
1363557 Ontario Ltd.

Co Counsel to E. Manson Investments Limited
and B. Handelman Investments Limited

TO: THIS HONOURABLE COURT

AND TO: Lenczner Slaght Royce Smith Griffin LLP
130 Adelaide Street West, Suite 2600
Toronto, ON M5H 3P5

Peter H. Griffin
Tel. : 416 865-2921
Fax : 416 865-3558
Email : pgriffin@litigate.com

Shara N. Roy
Tel. : 416 865 2942
Fax : 416 865-3973
Email : sroy@litigate.com

Peter Osborne
Tel. : 416 865-3094
Fax : 416 865-3973
Email : posborne@litigate.com

Lawyers for the Applicants

AND TO: Fasken Martineau
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

John A. Champion
Tel. : 416 865-4357
Fax : 416 364-7813
Email : jcampion@fasken.com

Lawyers for Guillermo Schible, Lawyers for the Respondents

AND TO: Schible Law
181 University Avenue, Suite 2200
Adelaide Place, DBRS Tower
Toronto, ON M5H 3M7

Guillermo Schible
Tel. : 416 601-6813
Fax : 416 352-5454
Email : guillermo@schiblelaw.com

Lawyers for the Respondents

AND TO: Goodmans LLP
333 Bay Street, Suite 3400
Bay Adelaide Centre
Toronto, ON M5H 2S7

Fred Myers
Tel. : 416 979-2211
Fax : 416 979-1234
Email : fmyers@goodmans.ca

Brian Empey
Tel. : 416 597-4194
Fax: 416 979-1234
Email : bempey@goodmans.ca

Mark Dunn
Tel. : 416 849-6895
Fax: 416 979-1234
Email : mdunn@goodmans.ca

Lawyers for the Inspector/Manager

AND TO: McCarthy Tetrault LLP
66 Wellington Street West, Suite 5300
Box 48, Toronto-Dominion Bank Tower
Toronto, ON M5K 1E6

James Gage
Tel: 416 601-8342
Fax: 416 868-0673
Email: jgage@mccarthy.ca

Heather Meredith
Tel: 416.601.8342
Fax: 416.868.0673
Email: hmeredith@mccarthy.ca

Lawyers for CDPQ Mortgage Investment Corporation

AND TO: Stikeman Elliot LLP
5200 Commerce Court West
199 Bay Street
Toronto, On M5L 1 B9

Maria Konyukhova
Tel: 416 869-5230
Fax: 416 947-0866
Email: mkonyukhova@stikeman.ca

Lawyers for IMC Limited Partnership

AND TO: Aird & Berlis LLP
181 Bay Street, Suite 1800
Brookfield Place, Box 754
Toronto, ON M5J 2T9

Steven L. Graff
Tel: 416 865-7726
Fax: 416 863-1515
Email: sgraff@airdberlis.com

Ian Aversa
Tel: 416 865-7726
Fax: 416 863-1515

Email: iaversa@airdberlis.com

Lawyers for 165 Bathurst Financial Inc.

AND TO: Osler, Hoskin & Harcourt LLP
Box 50, 1 First Canadian Place
Toronto, ON M5X 1B8

Steven Golick
Tel: 416 862-6704
Fax: 416 862-6666
Email: [E-mail: sgolick@osler.com](mailto:sgolick@osler.com)

Lawyers for Sam Reisman and Rose Reisman

AND TO: Sam Reisman and Rose Reisman
12-156 Duncan Mill Road
Toronto, ON M3B 3N2

Martie Simon
Tel: 416 916-4333
Email: msimon@rosecorp.com

AND TO: Bram Zinman
Barrister and Solicitor
4711 Yonge Street, Suite 509
Toronto, ON M2N 6K 8

Bram Zinman
Tel: 416 221-5919
Fax: 416 226-0910
Email: binman@bellnet.ca

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

AND TO: Jack Copelovici
1220 Sheppard Avenue East, Suite 204
Toronto, ON M2K 2S5

Jack Copelovici
Tel: 416 494-0910
Fax: 416 494-5480
Email: jack@copel-law.com

Lawyers for Fox Contracting Ltd.

AND TO: Glaholt LLP
141 Adelaide Street West, Suite 800
Toronto, ON M5H 3L5

Andrea Lee
Tel: 416 368-8280
Fax: 416 368-3467
Email: andrealee@glaholt.com

Lawyers for Gentry Environmental Systems Ltd.

AND TO: Brauti Thorning Zibarras LLP
151 Yonge Street, Suite 1800
Toronto, ON M5C 2W7

David Meirovici
Tel: 416 362-4567
Fax: 416 362-8510
Email: dmeirovici@btzlaw.ca

Mark McMackin
Tel: 416 360-2775
Fax: 416 362-8510
Email: mmcmackin@btzlaw.ca

Lawyers for Norel Electric Ltd.

AND TO: Chaitons LLP
500 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

George Benchetrit
Tel: 416 218-1141
Fax: 416 218-1841
Email: george@chaitons.com

Lawyers for Return on Innovation Capital Inc.

AND TO: Cohen Sabsay LLP
901-357 Bay Street
Toronto, ON M5H 2T7

Howard C. Cohen
Tel: 416 364-7436
Fax: 416 364-0083
Email: cohen@cohensabsay.com

Lawyers for the respondents/appellants,
Ronauld Walton, The Rose & Thistle Group Ltd.
and Eglinton Castle Inc.

AND TO: Bianchi Presta LLP
9100 Jane Street, 3rd Floor Building A
Vaughan, ON L4K 0A4

Renzo Belluz
Tel: 905 738-1076
Fax: 905 738-0528
Email: rbelluz@bianchipresta.com

Lawyers for the Estate of Celestina Venuto
and Silvano and Celestina Investments Ltd.

AND TO: Kramer Simaan Dhillon LLP
120 Adelaide Street West, Suite 2100
Toronto, ON M5H 1T1

Jeffrey W. Kramer
Tel: 416 601-6819
Fax: 416 601-0702
Email: jwkramer@kramersimaan.com

Nathaniel Erskine-Smith
Tel: 416 601-6819
Fax: 416 601-0702
Email: nerskine-smith@kramersimaan.com

Lawyers for Atrium Mortgage Investment Corporation

SCHEDULE "A"
COMPANIES

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investment 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 Inc.
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 Industrial 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. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 165 Bathurst Inc.

SCHEDULE "C" - LIST OF MORTGAGEES

1. Trez Capital Limited Partnership
2. 295 The West Mall Portfolio Limited
3. 270379 Ontario Inc.
4. Loutan Richmond Inc.
5. Riocan Management Inc.
6. Riocan Mortgage Corp.
7. Riocan Real Estate Investment Trust
8. Harbour Mortgage Corporation, as servicing agent for the Equitable Trust Company
9. TCE Beta Services Inc.
10. ACMCMF Services Ltd.
11. ACM Commercial Mortgage Fund
12. ACM Advisors Ltd.
13. B. & M. Handelman Investments Ltd.
14. E. Manson Investments Limited
15. 5K Investments Inc.
16. Yerusha Investments Inc.
17. National Tire Sales and Service 2011 Ltd.
18. Natme Holdings Ltd.
19. 558678 Ontario Ltd.
20. Marvin Teperman
21. Maxoren Investments Inc.
22. Sheilaco Investments Inc.
23. Errol Gordon
24. Southern Atlantic Service Limited
25. Elaine Pepper
26. Dan Realty Limited
27. Reiter International Limited
28. Ann Forman
29. 1060400 Ontario Inc.
30. Barry Alan Spiegel Trust
31. Bamburgh Holdings Limited
32. Caroline Bokar
33. Jane Gertner
34. Daniel Morris
35. 4055845 Canada Inc.
36. Marlene Orenbach
37. Gertner Family Charitable Foundation
38. Aviva Malatzky and Aurelia Ostro joint with right of survivorship
39. 673830 Ontario Limited

SCHEDULE "D"

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

)

THURSDAY, THE 16TH

JUSTICE NEWBOULD

)

DAY 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

ORDER

THIS MOTION made by the mortgagees listed on Schedule "C" hereto (individually a "**Mortgagee**" and collectively the "**Mortgagees**") and Trinity Urban Properties Inc. ("**Trinity**") for an Order in respect of the lands owned by the Schedule "B" Corporations (the "**Borrowers**") at the municipal addresses listed on Schedule "D" hereto; the buildings thereon; and all property subject to the mortgage, related loan documents and security of any of the Mortgagees listed on Schedule "E" hereto individually a Property and collectively, the

“**Properties**”) or subject to an Option Agreement in favour of Trinity dated July 6, 2012 listed on Schedule “E” hereto (the “Purchase Option”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Mortgagees and Trinity, the Orders dated January 1, 2014, the orders dated December 24, 2013 and January 6, 2014, the Second Report of the Monitor and upon the consent of all parties attending:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Agreed Statement of Facts be and it is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

CONTINUING ORDERS

2. **THIS COURT ORDERS** that the Orders of the Honourable Justice Newbould dated October 4, 2013 (the “**October 4 Order**”), October 25, 2013 and November 5, 2013 (the “**November 5 Order**”) continue in full force and effect except as modified by this Order in respect of each Property and all related rents, parking fees, income, receipts, revenues and other proceeds from or in respect of such Property (the “**Property Revenues**”).

3. **THIS COURT ORDERS** that the Manager’s Borrowing Charge and the Manager’s Charge shall rank in subsequent priority to any and all security interests, trusts, liens, charges, mortgages and encumbrances, statutory or otherwise in favour of the Mortgagees including any general security agreement and specifically the documents listed on Schedule “E” hereto (individually a “**Mortgage**” and collectively, the “**Mortgages**”) validly registered on title to any

and collectively the “**Borrowers**”) as of January 16, 2014. The Manager’s Borrowing Charge and the Manager’s Charge shall not be registered on title to any Property and shall not, in the event the stay of proceedings is lifted in accordance with paragraphs 9, 14, or 15 hereof or by Court Order, impair any Mortgagee’s ability to sell or lease the Property subject to its Mortgage or impair Trinity’s ability to rely upon its Purchase Option.

4. **THIS COURT ORDERS** that the Property Revenues derived from each Property shall be used only to fund the costs and expenses directly relating to the management, maintenance, operation and sale of that respective Property, including reasonable fees and disbursements of the Manager incurred directly in connection with the management, maintenance, operation and sale of that Property and the performance of its obligations under this Order in respect of that Property and payment of all amounts owing under the Mortgage, against that Property, when due (the “**Property-Specific Costs**”) and for greater certainty shall not be used to fund any allocation of the fees, costs and expenses associated with any other property or the fees of the Manager relating thereto, provided that the Manager shall have no personal liability for obligations of the Borrower.

5. **THIS COURT ORDERS** that each Borrower shall pay when due, all Property-Specific Costs owing by the Borrower to its respective Mortgagee and arm’s length creditors on account of taxes or other amounts that, if not paid, would have the benefit of a lien, charge or other encumbrance ranking in priority to the Mortgage and the Manager will cause such payments to be made from the Property Revenues of that respective Property to the extent funds are available provided that the Manager shall have no personal liability for the obligations of any Borrower. No Borrower shall pay any claims against the Borrower that arose prior to the date of the

November 5 Order, other than the obligations in relation to its Mortgage, without the consent of the Mortgagee in question.

6. **THIS COURT ORDERS** that the proceeds of any borrowing under the Manager's Borrowing Charge (as defined in the November 5 Order) in respect of any Property shall be used only to fund its Property-Specific Costs.

COSTS

7. **THIS COURT ORDERS** that the costs of the Applicants and Respondents of this Application and the costs of the Inspector (as defined in the October 4 Order) shall not form part of the Manager's Charge or the Manager's Borrowing Charge and shall be borne by the Applicants or Respondents, as may be determined by this Court from time to time.

COMPLIANCE WITH THE MORTGAGE

8. **THIS COURT ORDERS** that each Borrower shall hereafter comply with the terms of the Mortgage in favour of the Mortgagee, the Option Agreement in favour of Trinity and specifically the documents set out in Schedule "E" hereto as applicable from and after the date of this amending Order. For greater certainty, nothing in this paragraph 8 requires the Borrower or the Manager to cure the alleged existing or continuing events of default as of the date of this Order listed in Schedule "F" hereto. Nothing in this paragraph prejudices the right of any Mortgagee to rely on such existing or continuing defaults if the stay of proceedings is lifted in accordance with paragraphs 9, 14, or 15 hereof or by Court Order. Nothing in this Order prejudices the rights of any Mortgagee to add any costs, fees or other amounts arising from the existing defaults under its Mortgage and/or these proceedings to the indebtedness secured by its

Mortgage as permitted by the Mortgage or applicable laws.

9. **THIS COURT ORDERS**, except as provided in paragraph 16, that there shall be an automatic lifting of the stay imposed by paragraphs 12 and 13 of the November 5 Order to permit any Mortgagee to enforce its rights and remedies against a Borrower or that Borrower's Property (including the Property Revenues) under and in accordance with the Mortgage in the event of any breach of paragraph 8 above including without limitation, any failure to pay any payment of principal, interest and all reserves when due pursuant to the terms of the Mortgage.

10. **THIS COURT ORDERS** that the Manager shall provide each Mortgagee, the Applicants and Respondents, with notice of any breach of this Order, including paragraph 8, of which it becomes aware in respect of that Mortgagee's Mortgage and shall, on a monthly basis, provide each Mortgagee, the Applicants and Respondents with a certificate confirming that it is not aware of any breach of paragraph 8 in respect of that Mortgagee's Mortgage.

11. **THIS COURT ORDERS** that in the event the stay is lifted in accordance with paragraph 9, 14, or 15 hereof or by Court Order, the relief granted herein is without prejudice to the right of any Mortgagee to bring any action, proceeding or claim against the Borrower or to the right of each Mortgagee to raise any existing, continuing or future events of default in these proceedings or to the right of Trinity to rely on its Purchase Option under the Option Agreement.

SALE OF PROPERTY

12. **THIS COURT ORDERS** that subsection 5(l) and (m) of this Court's Order dated November 5, 2013 is modified to require the consent of each Mortgagee (with respect to the Property against which that Mortgagee has a Mortgage) and Trinity (with respect to the Property

against which it has registered the Purchase Option) to take further steps to market, list for sale, sell, convey, lease, rent, transfer or assign the relevant Property or put in place a different property manager for the relevant Property from and after the date of this amending Order, in accordance with the Mortgage (including from the date of this Order the sales process to market and sell the Property) or the Option Agreement. Furthermore, nothing in the Order dated November 5, 2013 or this Order shall prejudice the right of any Mortgagee to object to a prepayment of its Mortgage or to claim the prepayment charge provided for under its Mortgage.

13. **THIS COURT ORDERS** that the Manager shall report to the relevant Mortgagee and Trinity, if applicable, the Applicants, Respondents on the status of that Mortgagee's Property, including but not limited to providing timely reports in respect of leasing or sales activity, copies of any appraisals of the Property, all material information, reports and written communications by the sales agent retained by the Manager in respect of the Property (the "**Sales Agent**"), and any offers for the sale or lease of the Property in the possession of the Manager from time to time, and the Manager shall authorize the Sales Agent to cooperate fully with the relevant Mortgagee and Trinity, if applicable, to provide to each Mortgagee and Trinity timely information and documentation relating to the status of the process to sell the relevant Property or lease space in the relevant Property, subject to the respective recipient executing a confidentiality agreement in a form acceptable to the Manager, the recipient each acting reasonably. The relevant Mortgagee's and Trinity's approval shall, if applicable, be required for the sale of a Property or lease of space in a Property. The Manager may request from any Mortgagee, and such Mortgagee shall provide, a mortgage statement as at the projected closing date in an offer to purchase the Property that the Manager is interested in pursuing. Unless the

Mortgagee for such Property agrees otherwise in writing, and subject to the right of the Manager to seek direction of this Court on notice to the Mortgagee of that particular Property, the Manager shall only accept and submit to Court for approval an offer to purchase such Property if the offer provides for payment in full in cash, at closing, of the amount outstanding as shown on the mortgage statement. In addition, unless Trinity agrees otherwise and subject to the right of the Manager and the Applicants to seek direction of this Court on notice to Trinity, as to any issues with respect to the Purchase Option or its enforceability, the Manager shall only accept and submit to this Court for approval an offer to purchase the two Properties subject to the Purchase Option if that offer recognizes the Purchase Option.

14. **THIS COURT ORDERS** that there shall be an automatic lifting of the stay imposed by paragraphs 12 and 13 of the November 5 Order to permit any Mortgagee to enforce its any and/or all of rights and remedies against its respective Borrower or that Borrower's Property (including the Property Revenues) under and in accordance with its Mortgage if: (i) by February 28, 2014, the Manager's plan to sell the Property has not been approved by that Mortgagee acting reasonably, the Manager has not commenced the sale process by retaining a reputable real estate agent and listed the Property for sale, or has not commenced to actively market the Property for sale; or (ii) at any time after February 28, 2014, the Manager fails to diligently, continuously and prudently market the Property for sale and market the available space in the Property for lease, unless the Manager and the relevant Mortgagee have agreed in writing to extend the deadlines provided in this paragraph 14.

15. **THIS COURT ORDERS** that there shall be an automatic lifting of the stay imposed by paragraphs 12 and 13 of the November 5 Order to permit any Mortgagee to enforce its rights and

remedies against its respective Borrower or that Borrower's Property (including the Property Revenues) if the sale of its Property is not fully completed by August 29, 2014 (whether or not the relevant Mortgage is in good standing), unless the Manager and the relevant Mortgagee have agreed in writing to extend the deadline provided in this paragraph 15.

1450 DON MILLS ROAD

16. **THIS COURT ORDERS** that nothing in this Order shall prejudice the rights of the Applicants to challenge the validity or enforceability of the Mortgage entered into between Global Mills Inc. and Computershare Trust Company of Canada/Trez Capital Limited Partnership in respect of 1450 Don Mills Road on July 31, 2013 registered as AT 3364527 and the charge associated therewith.

OTHER RELIEF

17. **THIS COURT HEREBY REQUESTS** that aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada 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.

18. **THIS COURT ORDERS** that the Manager be at liberty and is hereby authorized and empowered to apply to any court, tribunal regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

19. **THIS COURT ORDERS** that the stay imposed by paragraphs 12 and 13 of the November 5 Order is lifted for the purposes of permitting any Mortgagee to deliver a notice for purposes of section 244 of the *Bankruptcy and Insolvency Act* (Canada) if any Mortgagee considers it necessary or appropriate to do so.

20. **THIS COURT ORDERS** that any interested party may apply to this Court to seek the advice and direction of the Court in respect of this Order or the activities of the Manager on not less than seven (7) days' notice to the Manager and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

SCHEDULE "A"
COMPANIES

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investment 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 Inc.
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 Industrial 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. Dewhurst Developments Ltd.
29. Eddystone Place Inc.
30. Richmond Row Holdings Ltd.
31. El-Ad Limited
32. 165 Bathurst Inc.

SCHEDULE "C" - LIST OF MORTGAGEES

1. Trez Capital Limited Partnership
2. 295 The West Mall Portfolio Limited
3. 270379 Ontario Inc.
4. Loutan Richmond Inc.
5. Riocan Management Inc.
6. Riocan Mortgage Corp.
7. Riocan Real Estate Investment Trust
8. Harbour Mortgage Corporation, as servicing agent for the Equiteste Trust Company
9. TCE Beta Services Inc.
10. ACMCMF Services Ltd.
11. ACM Commercial Mortgage Fund
12. ACM Advisors Ltd.
13. B. & M. Handelman Investments Ltd.
14. E. Manson Investments Limited
15. 5K Investments Inc.
16. Yerusha Investments Inc.
17. National Tire Sales and Service 2011 Ltd.
18. Natme Holdings Ltd.
19. 558678 Ontario Ltd.
20. Marvin Teperman
21. Maxoren Investments Inc.
22. Sheilaco Investments Inc.
23. Errol Gordon
24. Southern Atlantic Service Limited
25. Elaine Pepper
26. Dan Realty Limited
27. Reiter International Limited
28. Ann Forman
29. 1060400 Ontario Inc.
30. Barry Alan Spiegel Trust
31. Bamburgh Holdings Limited
32. Caroline Bokar
33. Jane Gertner
34. Daniel Morris
35. 4055845 Canada Inc.
36. Marlene Orenbach
37. Gertner Family Charitable Foundation
38. Aviva Malatzky and Aurelia Ostro joint with right of survivorship
39. 673830 Ontario Limited

SCHEDULE "D"
LIST OF THE PROPERTIES

Property	Owner	Mortgagee
241 Spadina Avenue	Twin Dragons Corporation	ACM Mortgage Fund/Computershare
32 Atlantic Avenue	Liberty Villages Properties Ltd.	TCE Beta Services Inc.
5770-5780 Highway 7	Royal Agincourt Group	Equitable Trust Harbour Mortgage Corp.
3765 St. Clair Avenue East	Ascalon Lands Ltd.	E. Manson Investments Limited, 5K Investments Inc., Yerusha Investments Inc., National Tire Sales and Service (2011) Ltd., Marlene Orenbach, Gertner Family Charitable Foundation, Aviva Malatzky, 673830 Ontario Limited, Errol Gordon. B and M. Handelman Investments Limited and Aurelia Ostro
78 Tisdale Avenue	Tisdale Mews Inc.	E. Manson Investments Limited, 5K Investments Inc., Yerusha Investments Inc., National Tire Sales and Service (2011) Ltd., Natme Holdings Ltd., Marvin Teperman, Maxoren Investments Inc., Sheilaco Investments Inc., Errol Gordon, Southern Atlantic Service, Elaine Pepper, B and M. Handelman Investments Limited and 558678 Ontario Limited
7 – 15 Fraser	Fraser Properties Corp.	Loutan Richmond Inc., 270379 Ontario Ltd., E. Manson Investments Limited, Dan Realty Limited, Reiter International Limited, Ann Forman, 1060400 Ontario Inc. and B and M. Handelman Investments Ltd.
30 Fraser	Fraser Lands Ltd.	Loutan Richmond Inc., 270379 Ontario Ltd., E. Manson Investments Limited, Dan Realty Limited, Reiter International Limited, Ann Forman, 1060400 Ontario Inc. and B and M. Handelman Investments Ltd.

140 Queen's Plate Drive	Northern Dancer Lands Ltd..	B and M. Handelman Investments Limited, E. Manson Investments Limited, Dan Realty Limited, 5K Investments Inc., Barry Alan Spiegel Trust, Bamburgh Holdings Limited, Caroline Bokar, Jane Gertner, Maxoren Investments Inc., Daniel Morris, 4055845 Canada Inc. and 558678 Ontario Ltd.
875 Queen Street East	Red Door Developments Inc.	RioCan Mortgage Corp., Trinity Urban Properties Inc. (Option)
887 Queen Street East	Red Door Lands Ltd.	Woodgreen Management Inc., RioCan Mortgage Corp., Trinity Urban Properties Inc. (Option)
295 The West Mall	West Mall Holdings Ltd.	295 The West Mall Portfolio Inc., Computershare Trez Capital Limited Partnership
18 Wynford Drive	Wynford Professional Centre Ltd.	Computershare Trez Capital Limited Partnership
1450 Don Mills Road	Global Mills Inc.	Computershare Trez Capital Limited Partnership
1-20 Royal Gate Boulevard, Vaughan	Royal Gate Nominee Inc.	Computershare Trez Capital Limited Partnership

SCHEDULE "E"
LIST OF SECURITY DOCUMENTS

1. ACM SECURITY

1. Registered first mortgage and assignment of rents from the Twin Dragons Corporation (the "Borrower") in favour of Computershare on behalf of the ACM Mortgage Fund (the "Lender") creating a first fixed charge over 241 Spadina Avenue, Toronto in the amount of \$8,300,000;
2. Environmental Indemnity Agreement from the Borrower and the Guarantors;
3. Specific assignments in favour of the Lender of the rights and benefits under the Idea Couture Inc. and Michael Rubino (operating as "Strada II.IV.I") leases, the Borrower to exercise its best efforts to obtain acknowledgements of these assignments by the said tenants; and
4. General security agreement from the Borrower in favour of Computershare on behalf of the Lender creating a first fixed and floating charge over all present and after acquired personal property (including, without limitation, equipment, appliances and fixtures) owned by the Borrower and located at or used in connection with the Property.

2. EQUITABLE TRUST SECURITY

1. Charge Mortgage of Land:

Amount of Mortgage: \$11,600,000.00
Registration Date: December 16, 2011
Registration No: YR1760250
Land Titles Office at: York Region (No. 65)

2. Assignment of Rents

Registration Date: December 16, 2011
Registration No: YR1760251

3. General Security Agreement

Registration Date: December 14, 2011
Registration No: 10111214 1607 1590 3033

4. Environmental Indemnity Agreement dated December 16, 2011.

3. HANDELMAN SECURITY

1. 78 Tisdale Avenue/Tisdale Mews Inc.

Mortgage Amount \$3,000,000

Registration No: AT3336994

Relevant Dates June 27, 2013 / December 5, 2014

Lender/Mortgagee E. Manson Investments Limited, -5K Investments Inc., -
Yerusha Investments Inc., National Tire Sales and
Service 2011 Ltd., -Natme Holdings Ltd., 558678
Ontario Ltd., -Marvin Teperman, -Maxoren Investments
Inc., Sheilaco Investments Inc., Errol Gordon, Southern
Atlantic Service Limited, -Elaine Pepper, B and M
Handelman Investments Limited

2. 7-23 Fraser Avenue/Fraser Lands Ltd. and Fraser Properties Corp.

Mortgage Amount \$6,000,000

Registration No: AT2996426

Relevant Dates April 23, 2012 / May 5, 2014

Lender/Mortgagee E Manson Investments Limited., Dan Realty Limited,
Reiter International Limited, Ann Forman, 1060400
Ontario Inc., B and M Handelman Investments Ltd.

3. 140 Queens Plate Drive/Northern Dancer Lands Ltd.

Mortgage Amount \$3,350,000

Registration No: AT3424569

Relevant Dates October 4, 2013 / October 5, 2014

Lender/Mortgagee E. Manson Investments Limited, Dan Realty Limited, 5
K Investments Inc., Barry Alan Spiegel Trust, Bamburgh
Holdings Limited, Caroline Bokar, Jane Gertner,
Maxoren Investments Inc., Daniel Morris, 4055845
Canada Inc., B and M Handelman Investments Limited,
558678 Ontario Ltd.

4. 3765 St. Clair Avenue East/Ascalon Lands Ltd.

Mortgage Amount \$2,100,000
 Registration No: AT3368107
 Relevant Dates August 1, 2013 / July 5, 2014
 Lender/Mortgagee E Manson Investments Ltd., Errol Gordon, 5K Investments Inc., National Tire Sales and Service 2011 Ltd., B and M Handelman Investments Ltd., Marlene Orenbach, Gertner Family Charitable Foundation, Yerusha Investments Inc., Aviva Malatzky and Aurelia Ostro joint with right of survivorship, 673830 Ontario Limited

4. TANNENBAUM SECURITY

1. 7-23 Fraser Avenue/Fraser Lands Ltd., and Fraser Properties Corp.

Mortgage Amount \$12,000,000
 Registration No: AT29964265
 Relevant Dates April 23, 2012 / May 5, 2017
 Lender/Mortgagee Loutan Richmond Inc., 270379 Ontario Ltd.

5. TREZ CAPITAL SECURITY

1. Computershare Trust Company of Canada first mortgage loan to Wynford Professional Centre Ltd. as guaranteed by Norma Walton and Ronauld G. Walton multiple condominium office units and parking stalls 18 Wynford Drive, Toronto, Ontario
 Loan No. 1075/13

Document	Description of Document
Mortgage	Mortgage Between Wynford Professional Centre Ltd. as mortgagor and Computershare Trust Company of Canada as mortgagee registered in the Toronto Land Registry Office #80 on March 7, 2013 as Instrument No. AT3251575
General Assignment of Rents	Between Wynford Professional Centre Ltd. as Assignor and Computershare Trust Company

	of Canada as Assignee registered in the Toronto Land Registry Office #80 on March 7, 2013 as Instrument No. AT3251636
Guarantee and Postponement of Claim	Given to Computershare Trust Company of Canada from Norma Walton and Ronauld Walton dated March 6, 2013
General Security Agreement	Between Wynford Professional Centre Ltd. as debtor and Computershare Trust Company of Canada as creditor, dated March 6, 2013

2. Computershare Trust Company of Canada first mortgage loan to Royal Gate Nominee Inc. and Royal Gate (Land) Nominee Inc. as guaranteed by Norma Walton and Ronauld Walton on 1 Royal Gate Boulevard, 1 Regalcrest Court and 20 Royal Gate Boulevard, Vaughan, Ontario
Loan No. 1106/13

Document	Description of Document
Mortgage	Mortgage between Royal Gate Nominee Inc. and Royal Gate (Land) Nominee Inc. as mortgagors and Computershare Trust Company of Canada as mortgagee registered in the York Region Land Registry Office #65 on April 23, 2013 as Instrument No. YR1968668
General Assignment of Rents	Between Royal Gate Nominee Inc. and Royal Gate (Land) Nominee Inc. as Assignors and Computershare Trust Company of Canada as Assignee dated April 23, 2013 and registered in the York Region Land Registry Office #65 on April 23, 2013 as Instrument No. YR1968669
Guarantee and Postponement of Claim	Given to Computershare Trust Company of Canada from Norma Walton and Ronauld Walton dated April 23, 2013
General Security Agreement	Between Royal Gate Nominee Inc. and Royal Gate (Land) Nominee Inc. as debtors and Computershare Trust Company of Canada as creditor, dated April 23, 2013

3. Computershare Trust Company of Canada second mortgage loan to West Mall Holdings Ltd. as guaranteed by Norma Walton and Ronauld Walton 291-295 The West Mall, Toronto, Ontario
Loan No. 1083/13

Document	Description of Document
Mortgage	Mortgage Between West Mall Holdings Ltd. as

	mortgagor and Computershare Trust Company of Canada as mortgagee registered in the Toronto Land Registry Office #80 on March 19, 2013 as Instrument No. AT3258029
General Assignment of Rents	Between West Mall Holdings Ltd. as Assignor and Computershare Trust Company of Canada as Assignee dated March 7, 2013 and registered in the Toronto Land Registry Office #80 on March 19, 2013 as Instrument No. AT3258030
Guarantee and Postponement of Claim	Given to Computershare Trust Company of Canada from Norma Walton and Ronauld Walton dated March 7, 2013
General Security Agreement	Between West Mall Holdings Ltd. as debtor and Computershare Trust Company of Canada as creditor, dated March 7, 2013

4. Computershare Trust Company of Canada first mortgage loan to Global Mills Inc. as guaranteed by Norma Walton and Ronauld Walton 1450 Don Mills Road, Toronto, Ontario
Loan No. 1164/13

Document	Description of Document
Mortgage	Mortgage Between Global Mills Inc. as mortgagor and Computershare Trust Company of Canada as mortgagee registered in the Toronto Land Registry Office #70 on July 31, 2013 as Instrument No. AT3364527
General Assignment of Rents	Between Global Mills Inc. as Assignor and Computershare Trust Company of Canada as Assignee registered in the Toronto Land Registry Office #70 on July 31, 2013 as Instrument No. AT3364528
Guarantee and Postponement of Claim	Given to Computershare Trust Company of Canada from Norma Walton and Ronauld Walton dated July 29, 2013
General Security Agreement	Between Global Mills Inc. as debtor and Computershare Trust Company of Canada as creditor, dated July 29, 2013

6. TCE BETA SERVICES INC.

1. The charge/mortgage in favour of TCE Beta Services Inc. creating a first fixed charge over 30-32 Atlantic Avenue, Toronto, in the amount of \$13,500,000 and all other security agreements and other documents in connection therewith.

7. RIOCAN

1. Registered mortgage from Red Door Developments Inc. and Red Door Lands Ltd. (the "Borrowers") in favour of RioCan Mortgage Corp. as nominee or on behalf of RioCan Management Inc. (the "Lender") creating a first fixed charge over 875 Queen Street East, Toronto in the amount of \$7,000,000.00 and creating a second fixed charge over 887 Queen Street East, Toronto, in the amount of \$7,000,000.00; and
2. General security agreements from the Borrowers in favour of the Lender creating a charge over the personal property owned by the Borrowers.

8. TRINITY

1. Registered Notice of Option to purchase from Red Door Developments Inc. and Red Door Lands Ltd. in favour of Trinity Urban Properties Inc. over 875 Queen Street East and 887 Queen Street East, Toronto, pursuant to an Option Agreement dated July 6, 2012.

9. 295 THE WEST MALL PORTFOLIO INC.

1. Registered Charge/Mortgage of Land granted by the Borrower to 295 Portfolio which creates a fixed charge over the real property known municipally as 295 The West Mall, Etobicoke, Ontario, in the amount of \$9,687,500.00 (the "**295 Portfolio Mortgage**").
2. General Assignment of Rents executed and delivered by the Borrower to and in favour of 295 Portfolio.
3. General Security Agreement executed and delivered by the Borrower to and in favour of 295 Portfolio.
4. Assignment of Material Contracts and Agreements executed and delivered by the Borrower to and in favour of 295 Portfolio

SCHEDULE "F"
LIST OF DEFAULTS

1. ACM COMMERCIAL MORTGAGE FUND ("ACM")

The following potential events of default as of the date of this Order under the Mortgage granted by Twin Dragons Corporation to ACM upon 241 Spadina Avenue, Toronto, Ontario, are subject to paragraph 8 of this Order:

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of Twin Dragons Corporation; and
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order.

2. EQUITABLE TRUST [TO COME]

3. HANDELMAN SECURITY

1. 78 Tisdale Avenue/Tisdale Mews Inc.

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of the Mortgagee; and
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order.

2. 7-23 Fraser Avenue/Fraser Lands Ltd. and Fraser Properties Corp.

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of the Mortgagee;
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order; and
- e. Statement of Claim Certificate of Action dated December 24, 2013 registered as No. 3487269 Laser Heating and Air Conditioning Inc. in the amount \$908.52.

3. 140 Queens Plate Drive/Northern Dancer Lands Ltd.

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of the Mortgagee;
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order.
- e. Non disclosure of the Court Order appointing the Recover on October 4, 2013, coincident

- f. or prior to the closing of the this mortgage loan; and
Lien registered as No. AT3477510 in favour of MacNaughton Herman Britton Clarkson Planning Limited in the amount \$18,632.30.

4. 3765 St. Clair Avenue East/Ascalon Lands Ltd.

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of the Mortgagee; and
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order.

4. TANNENBAUM LOAN

1. 7-23 Fraser Avenue/Fraser Lands Ltd., and Fraser Properties Corp.

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of the Mortgagee;
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order; and
- e. Statement of Claim Certificate of Action dated December 24, 2013 registered as No. 3487269 Laser Heating and Air Conditioning Inc. in the amount \$908.52.

5. TREZ CAPITAL LIMITED PARTNERSHIP

The following potential events of default as of the date of this Order under the Mortgages granted by West Mall Holdings Ltd., Wynford Professional Centre Ltd., Royal Gate Nominee Inc., Royal Gate (Land) Nominee Inc. and Global Mills Inc. to Computershare Trust Company of Canada as Nominee for Trez Capital Limited Partnership upon the following properties:

- a. 18 Wynford Drive, Toronto, Ontario (the “**Wynford Property**”);
- b. 1 Royal Gate Boulevard, 1 Regalcrest Court and 20 Royal Gate Boulevard. Vaughan, Ontario (the “**Royal Gate Property**”);
- c. 291-295 The West Mall, Mississauga, Ontario (the “**West Mall Property**”); and
- d. 1450 Don Mills Road, Toronto, Ontario (the “**Don Mills Property**”).

are subject to paragraph 8 of this Order:

The Wynford Property

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of Wynford Professional Centre Ltd;
- d. The failure to make the scheduled \$750,000.00 payment due on October 5,

2013 as required by the terms of the Mortgage (the “**Wynford Payment Default**”); and

- e. The non-payment of utilities, taxes and other obligations prior to the date of this Order.

The Royal Gate Property

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of Royal Gate Nominee Inc. and Royal Gate (Land) Nominee Inc;
- d. The registration of the construction lien in the amount of \$81,337.00 against the Royal Gate Property on November 15, 2013 by Norel Electric Ltd. (the “**Norel Lien**”).
- e. The registration of the construction lien in the amount of in the amount of \$27,912.00 against the Royal Gate Property on December 3, 2013 by Laser Heating & Air Conditioning Inc. (the “**Laser Lien**”); and
- f. The non-payment of utilities, taxes and other obligations prior to the date of this Order, if any.

The West Mall Property

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of West Mall Holdings Ltd; and
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order.

The Don Mills Property

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of Global Mills Inc; and
- d. The non-payment of utilities, taxes and other obligations prior to the date of this Order, if any.

6. **TCR BETA SERVICES INC.**

The following potential events of default as of the date of this Order under the Mortgage on the Property at 30-32 Atlantic Avenue in Toronto, Ontario with TCE Beta Services Inc. are subject to paragraph 8 of this Order:

- a. The Order of this Court dated November 5, 2013; and
- b. Any representation made at the time the Mortgage was entered into regarding the ownership of the Mortgagor/Borrower.

7. RIOCAN

The following potential events of default as of the date of this Order under the Mortgage granted by Red Door Developments Inc. and Red Door Lands Ltd. to RioCan Mortgage Corp. upon 875 Queen Street East and 887 Queen Street East, Toronto, Ontario, are subject to paragraph 8 of this Order:

- a. The Order of this Court dated November 5, 2013;
- b. This Order;
- c. Any representation made at the time the Mortgage was entered into regarding the ownership of Red Door Developments Inc. and Red Door Lands Ltd.; and
- d. Any non-payment of utilities, taxes and other obligations prior to the date of this Order.

8. TRINITY

No Defaults

9. 295 THE WEST MALL PORTFOLIO INC.

The following potential events of default as of the date of this Order under the 295 Portfolio Mortgage are subject to paragraph 8 of this Order:

- a. the Order of this Court dated November 5, 2013; and
- b. this Order.

DBDC SPADINA LTD.,
and THOSE CORPORATIONS LISTED ON SCHEDULE A
HERETO

and

NORMA WALTON, RONAULT WALTON, THE ROSE &
THISTLE GROUP
LTD. and EGLINTON CASTLE INC.

Applicants

Respondents

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

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at **Toronto**

ORDER

Thornton Grout Finnigan LLP
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON M5K 2K7

James Grout LSUC #22741H
Tel: (416) 304-0557
Email: jgrout@tgf.ca

Sandra Reid (LSUC# 62351A)
Tel: 416-304-0601
Fax: (416) 304-1313
Email: sreid@tgf.ca

Lawyers for ACMCMF Services Ltd., ACM Commercial
Mortgage Fund and ACM Advisors Ltd.

DBDC SPADINA LTD.,
and THOSE CORPORATIONS LISTED ON SCHEDULE A
HERETO

and

NORMA WALTON, RONAULT WALTON, THE ROSE &
THISTLE GROUP
LTD. and EGLINTON CASTLE INC.

Applicants

Respondents

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

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at **Toronto**

NOTICE OF MOTION

Thornton Grout Finnigan LLP
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON M5K 2K7

James Grout LSUC #22741H
Tel: (416) 304-0557
Email: jgrout@tgf.ca

Sandra Reid (LSUC# 62351A)
Tel: 416-304-0601
Fax: (416) 304-1313
Email: sreid@tgf.ca

Lawyers for ACMCMF Services Ltd., ACM Commercial
Mortgage Fund and ACM Advisors Ltd.

DBDC SPADINA LTD.,
and THOSE CORPORATIONS LISTED ON SCHEDULE A
HERETO

and

NORMA WALTON, RONAULT WALTON, THE ROSE &
THISTLE GROUP
LTD. and EGLINTON CASTLE INC.

Applicants

Respondents

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

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at **Toronto**

MOTION RECORD

Thornton Grout Finnigan LLP
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON M5K 2K7

James Grout LSUC #22741H
Tel: (416) 304-0557
Email: jgrout@tgf.ca

Sandra Reid (LSUC# 62351A)
Tel: 416-304-0601
Fax: (416) 304-1313
Email: sreid@tgf.ca

Lawyers for ACMCMF Services Ltd., ACM Commercial
Mortgage Fund and ACM Advisors Ltd.