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January 6, 2014
File No.: 296967.00001

DELIVERED

The Honourable Mr. Justice Frank J. C. Newbould
Superior Court of Justice
Judges' Administration
130 Queen Street West
Toronto, Ontario
M5H 2N5

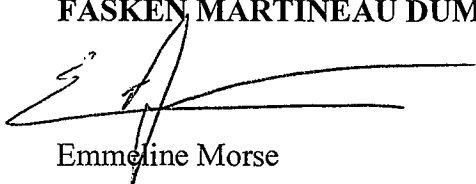
Dear Honourable Justice Newbould:

Re: *Walton, et al. ats DBDC Spadina Limited*
Court File No.: CV-13-10280-00CL

Enclosed please find Norma Walton's motion materials and a draft order. Please note that the draft order seeks a moratorium on the sale of the properties in issue from January 6, 2014 to February 15, 2014, as opposed to the 30 day moratorium specified in the Notice of Motion.

Yours very truly,

FASKEN MARTINEAU DUMOULIN LLP


Emmeline Morse

EM/jo
Encls.

c.c.: Peter Griffin
Fred Myers
Guillermo Schible

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) MONDAY, THE 6TH DAY
JUSTICE NEWBOULD) OF JANUARY, 2014

BETWEEN:

**DBDC SPADINA LTD.,
and THOSE CORPORATIONS LISTED ON SCHEDULE "A" HERETO**
Applicants
(the "Bernstein Group")

- and -

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

Respondents
(the "Walton Group")

and

**THOSE CORPORATIONS LISTED IN SCHEDULE "B", TO BE BOUND BY THE
RESULT**

ORDER

THIS MOTION made by the Respondent, Norma Walton, for, among other things, a moratorium on the sale of any of the Bernstein/Walton Properties (defined below) was heard this day.

ON READING the Affidavit of Norma Walton sworn January 5, 2014 and the Exhibits thereto, and on hearing the submissions of counsel,

THIS COURT ORDERS that the time for service and filing of this Motion Record of Norma Walton dated January 5, 2014 is hereby abridged.

THIS COURT DIRECTS that there be a moratorium, from January 6, 2014 to February 15, 2014, on any sale by any means of any of the following 24 properties, collectively the “Bernstein/Walton Properties”, to permit any interested party to present an offer for one or all of the properties either individually or as a portfolio of any size so the Court can assess the market interest in the properties;

- (a) 1500 Don Mills Road;
- (b) 1450 Don Mills Road;
- (c) 7-15 Fraser Avenue;
- (d) 30 Fraser Avenue;
- (e) 1131A Leslie Street;
- (f) 165 Bathurst Street – 620 Richmond Street West;
- (g) 1 Royal Gate Boulevard;
- (h) 5770-5780 Highway 7 West, Vaughan;
- (i) 32 Atlantic Avenue;
- (j) 47 Jefferson Avenue;
- (k) 241 Spadina Avenue;

- (l) 18 Wynford Drive;
- (m) 1185 Eglinton Avenue East;
- (n) 1485 Dupont Road;
- (o) 295 The West Mall;
- (p) 1 Cityview Drive;
- (q) 355 Weston Road;
- (r) 140 and 150 Queen's Plate Drive;
- (s) 14 Dewhurst Boulevard;
- (t) 153 Eddystone Avenue;
- (u) 450 Pape Avenue;
- (v) 0 Trent Avenue;
- (w) 3765 St. Clair Avenue East; and
- (x) 1003 Queen Street East.

THIS COURT FURTHER DIRECTS that the Walton Group and in particular Norma Walton be free to solicit from, provide information to, and obtain firm offers to purchase all or some of the Bernstein/Walton Properties listed above, from the four named property development groups mentioned in her Affidavit sworn January 5, 2014, namely Kevric, the

Kerbel Group, EVTON, and the Madison Group; and any other group that the Respondents may identify and this honourable Court may permit from time-to-time;

THIS COURT FURTHER DIRECTS that to the extent that the Manager, Schonfeld Inc., enters into any listing agreement(s) with real estate sales agent(s), that the agreements be non-exclusive so that no agent is entitled to a commission unless the Court accepts the sale proposed by that agent (on the understanding that any property can be listed for sale with more than one agent, either alone or as a group of properties to be sold to the same purchaser).

Justice Newbould

DBDC SPADINA LTD. et al.

Applicants

- and -

NORMA WALTON et al.

Respondents

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
[COMMERCIAL LIST]**

Proceedings commenced at TORONTO

ORDER

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