

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**THE HONOURABLE MR.
JUSTICE BROWN**

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TUESDAY, THE 1ST
DAY OF APRIL, 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

ORDER

**(Discharge of Certain Manager Responsibilities re: 7-15 Fraser Avenue, 30 Fraser Avenue,
3765 St. Clair Avenue East and 140 Queens Plate Drive)**

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 6, 2014, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report of the Manager dated March 31, 2014 (the “**Fifth Report**”) and on hearing the submissions of counsel for the Manager and the Handelman Group (as defined in the Fifth Report), no one appearing for any other person on the service list:

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the Manager is hereby discharged of any responsibilities that the Manager may have had under the Order of Honourable Justice Newould dated November 5, 2013 (the “**November Order**”), the relevant Order of Honourable Justice Newould dated January 20, 2014 (the “**January Order**”, together with the November Order, the “**Orders**”) or otherwise with respect to the management, control, preservation, protection, marketing and/or sale of the property known municipally as 7-15 Fraser Avenue in Toronto, Ontario (the “**7-15 Fraser Property**”) and with respect to reporting to affected Persons (as defined in the November Order) in respect of the 7-15 Fraser Property.
3. THIS COURT ORDERS that the Manager is hereby discharged of any responsibilities that the Manager may have had under the Orders or otherwise with respect to the management, control, preservation, protection, marketing and/or sale of the property known municipally as 30 Fraser Avenue in Toronto, Ontario (the “**30 Fraser Property**”) and with respect to reporting to affected Persons in respect of the 30 Fraser Property.
4. THIS COURT ORDERS that the Manager is hereby discharged of any responsibilities that the Manager may have had under the Orders or otherwise with respect to the management, control, preservation, protection, marketing and/or sale of the property known municipally as 3765 St. Clair Avenue East in Toronto, Ontario (the “**St. Clair Property**”) and with respect to reporting to affected Persons in respect of the St. Clair Property.
5. THIS COURT ORDERS that, effective April 10, 2014, the Manager will be discharged of any responsibilities that the Manager may have had under the Orders or otherwise with respect to the management, control, preservation, protection, marketing and/or sale of the property known municipally as 140 Queens Plate Drive in Toronto, Ontario (the “**Queens Plate**”).

Property”) and with respect to reporting to affected Persons in respect of the Queens Plate Property.

6. THIS COURT ORDERS that the Orders continue in full force and effect except as modified by this Order in respect of the 7-15 Fraser Property, the 30 Fraser Property, the St. Clair Property and the Queens Plate Property.



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

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Schedule A Companies

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investments Pape Ltd.
5. DBDC Investments Highway 7 Ltd.
6. DBDC Investments Trent Ltd.
7. DBDC Investments St. Clair Ltd.
8. DBDC Investments Tisdale Ltd.
9. DBDC Investments Leslie Ltd.
10. DBDC Investments Lesliebrook Ltd.
11. DBDC Fraser Properties Ltd.
12. DBDC Fraser Lands Ltd.
13. DBDC Queen's Corner Ltd.
14. DBDC Queen's Plate Holdings Inc.
15. DBDC Dupont Developments Ltd.
16. DBDC Red Door Developments Inc.
17. DBDC Red Door Lands Inc.
18. DBDC Global Mills Ltd.
19. DBDC Donalda Developments Ltd.
20. DBDC Salmon River Properties Ltd.
21. DBDC Cityview Lands Ltd.
22. DBDC Weston Lands Ltd.
23. DBDC Double Rose Developments Ltd.
24. DBDC Skyway Holdings Ltd.
25. DBDC West Mall Holdings Ltd.
26. DBDC Royal Gate Holdings Ltd.
27. DBDC Dewhurst Developments Ltd.
28. DBDC Eddystone Place Ltd.
29. DBDC Richmond Row Holdings Ltd.

Schedule B Companies

1. Twin Dragons Corporation
2. Bannockburn Lands Inc. / Skyline – 1185 Eglinton Avenue Inc.
3. Wynford Professional Centre Ltd.
4. Liberty Village Properties Ltd.
5. Liberty Village Lands Inc.
6. Riverdale Mansion Ltd.
7. Royal Agincourt Corp.
8. Hidden Gem Development Inc.
9. Ascalon Lands Ltd.
10. Tisdale Mews Inc.
11. Lesliebrook Holdings Ltd.
12. Lesliebrook Lands Ltd.
13. Fraser Properties Corp.
14. Fraser Lands Ltd.
15. Queen's Corner Corp.
16. Northern Dancer Lands Ltd.
17. Dupont Developments Ltd.
18. Red Door Developments Inc. and Red Door Lands Ltd.
19. Global Mills Inc.
20. Donalda Developments Ltd.
21. Salmon River Properties Ltd.
22. Cityview Industrial Ltd.
23. Weston Lands Ltd.
24. Double Rose Developments Ltd.
25. Skyway Holdings Ltd.
26. West Mall Holdings Ltd.
27. Royal Gate Holdings Ltd.
28. Royal Gate Nominee Inc.
29. Royal Gate (Land) Nominee Inc.
30. Dewhurst Development Ltd.
31. Eddystone Place Inc.
32. Richmond Row Holdings Ltd.
33. El-Ad (1500 Don Mills) Limited

34. 165 Bathurst Inc.

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

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