



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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) WEDNESDAY, THE 3RD
JUSTICE HAINES)
DAY OF JULY, 2019

BETWEEN:

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

- and -

NORMA WALTON, RONALD 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

SCHEDULE "C" COMPANY EQUITY CLAIMS PROCEDURE ORDER

THIS MOTION, made by Schonfeld Inc. in its capacity as the Court-appointed manager (the "**Manager**") of certain companies listed at Schedule "B" to the Order of Justice Newbould dated November 5, 2013¹ and attached as Schedule "B" (the "**Schedule B Companies**"),² together with the properties owned by the Schedule "B" Companies (the "**Schedule B**

¹ The Waltons (as defined below) appealed the November 5, 2013 order. The Court of Appeal dismissed that appeal.

² Schedule "B" was amended by Order dated January 16, 2014.

Properties)³ and of the Properties listed at Schedule “C” to the Order of Justice Brown dated August 12, 2014 and attached as Schedule “C” (the “**Schedule C Properties**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Fifty-Sixth Report of the Manager dated June 25, 2019, and on hearing the submissions of counsel for the Manager, counsel for the Applicants, and counsel for Christine DeJong Medicine Corporation and Dennis Condos, and no one appearing for any other person on the service list despite having been properly served as set out in the affidavit of service of Carlie Fox sworn June 26, 2019, filed,:

DEFINITIONS

1. 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 arising from or relating to an equity interest in the Companies (as defined herein), 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 (other than the Applicants and the Respondents) in his, her or its capacity as a shareholder of any Company (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;

³ The Manager was discharged from certain responsibilities with respect to certain of the Properties pursuant to Orders dated April 1, 2014, September 17, 2014, December 17, 2014, December 22, 2015, August 31, 2017, December 4, 2017, and August 24, 2018.

- (e) “**Claims Notice Date**” means the date on which the Manager sends the Proof of Claim Document Package to the Known Claimants of the applicable Company pursuant to paragraph 4(a) of this Order;
- (f) “**Claims Process**” means a process for the purposes of identifying and determining Claims of Claimants of a particular Company against such Company commenced and conducted by the Manager in accordance with the terms of this Order;
- (g) “**Companies**” means the Schedule B Companies together with the companies that own the Schedule C Properties;
- (h) “**Court**” means the Ontario Superior Court of Justice;
- (i) “**Shareholder**” means any Person having a Proven Claim;
- (j) “**Dispute Notice**” means a written notice to the Manager, in substantially the form attached as Schedule “H” 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) any claim that was, or could have been, submitted as part of a claims process conducted pursuant to the claims procedure Order dated June 18, 2014 (the “**Claimant Claims Procedure Order**”);
 - (ii) claims secured by any court-ordered charge in these proceedings; and
 - (iii) claims between any two of the Companies.
- (l) “**Instruction Letter**” means the instruction letter to Claimants, in substantially the form attached as Schedule “E” hereto;

- (m) **“Known Claimants”** means:
 - (i) those Claimants identified in the books and records of the applicable Company as a person with an equity interest in the Company or the right to acquire such an interest;
 - (ii) any other Claimant 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 “G” 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 Claimants”** means the notice to Claimants for publication in substantially the form attached as Schedule “D” 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 “F” 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; and
- (u) **“Proven Claim”** means the amount of a Claim of a Claimant against the applicable Company as finally accepted and determined in accordance with the provisions of this Order.

MANAGER'S ROLE

2. 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

3. THIS COURT ORDERS that the Manager is hereby authorized, but not required, to commence and conduct a Claims Process in respect of the Properties, and the proceeds of sale therefrom, owned by the following Companies without further Order of the Court, in respect of such Property and proceeds 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:

- (a) United Empire Lands Ltd.
- (b) 6195 Cedar Street Ltd.
- (c) 1780355 Ontario Inc.
- (d) Atala Investments Inc.
- (e) Cecil Lighthouse Ltd.
- (f) Gerrard Church 2006 Inc.
- (g) The Old Apothecary Building Inc.

NOTICE TO CLAIMANTS

4. THIS COURT ORDERS that:

- (a) following 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 Claimants of such Company (for which it has an address) a copy of the Proof of Claim Document Package;
- (b) 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 Claimant of the applicable Company and requesting such material.

CLAIMANT CLAIMS

5. THIS COURT ORDERS that Proofs of Claim shall be filed with the Manager and that any Claimant 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 Claimant in these proceedings.

DETERMINATION OF CLAIMS

6. THIS COURT ORDERS that the amount and status of every Claim of a Claimant 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 Claimants of the applicable Company pursuant to further Order of the Court.

PROOFS OF CLAIM

7. 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

8. 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 Claimant 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.
9. THIS COURT ORDERS that, where a Claim has been accepted by the Manager as a Proven Claim, such Claim shall constitute such Claimant's Proven Claim for all purposes, including for the purposes of distribution by the Manager pursuant to further Order of the Court.
10. 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 11 to 15 of this Order.

DISPUTE NOTICE

11. 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 8 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 13 to 15 of this Order.
12. 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 11 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

13. 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.
14. 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.
15. THIS COURT ORDERS that the determination of a Claim by the Court shall be final and binding for all purposes.

NOTICE OF TRANSFEREES

16. 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 "Claimant" 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

17. THIS COURT ORDERS that the distribution to Claimants 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

18. 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 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.

19. 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 Claimant 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 Properties
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@schonfeldinc.com
Fax: 416-862-2136

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

MISCELLANEOUS

20. THIS COURT ORDERS that for the purposes of conducting the Claims Processes authorized herein, the Manager shall have access to the Schedule C Companies' bank account statements and to the account statement of any other company that is or was: (i) controlled by Norma Walton, Ronauld Walton or related to the Rose & Thistle Group; and (ii) relevant to the evaluation of a Claim.
21. THIS COURT ORDERS that nothing in this Claims Procedure Order shall be taken to determine the priorities between the claims made in the Second Fresh as Amended Notice of Application in this proceeding and the Proven Claims of any Claimant.

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.



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

JUL 03 2019

PER / PAR:

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 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

SCHEDULE D

**NOTICE TO CLAIMANTS
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 July 3, 2019 (the "**Equity 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 Equity Claims Procedure Order. Known Claimants of the Company should have received Proof of Claim Document Packages, if those Claimants are known to the Company and if the Company has a current address for such Claimants. Any Claimant 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 Equity 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. Claimants may also obtain copies of the Equity Claims Procedure Order and Proof of Claim forms from the Manager's website: www.schonfeldinc.com/equityclaimsprocess.html.

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 Equity 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 CLAIMANTS 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 _____, 2019.

**SCHONFELD INC.,
in its capacity as Court-appointed
Receiver/Manager of the proceeds from
the sale of [Address of Property]**

SCHEDULE E

INSTRUCTION LETTER FOR THE CLAIMS PROCESS FOR CLAIMANTS OF [THE COMPANY] (hereinafter referred to as the “Company”)

A. CLAIMS PROCESS

By Order of the Ontario Superior Court of Justice made July 3, 2019 (the “**Equity Claims Procedure Order**”), Schonfeld Inc., in its capacity as Court-appointed Manager, has been authorized to conduct a claims process in respect of Claims in respect of any equity interest in the Companies (the “**Claims Process**”). A copy of the Equity Claims Procedure Order and other related information can be obtained from the Manager’s website:

www.schonfeldinc.com/equityclaimsprocess.html.

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 meanings ascribed thereto in the Equity Claims Procedure Order.

The Claims Process is intended to identify and determine ownership of equity interests in the Company and the nature of those interests. Please review the Equity 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 Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@schonfeldinc.com
Fax: 416-862-2136

B. FOR CLAIMANTS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim in respect of 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 Equity 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 Equity Claims Procedure Order establishing the Claims Process, can be obtained from the Manager's website at <https://schonfeldinc.com>, or by contacting the Manager at the telephone and fax numbers indicated above.

DATED at Toronto this _____ day of _____, 2019.

**SCHONFELD INC.,
in its capacity as Court-appointed
Receiver/Manager of the proceeds from
the sale of [Address of Property]**

SCHEDULE F

**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 CLAIMANT:

1. Full Legal Name of Claimant: _____

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

2. Full Mailing Address of the Claimant (the original Claimant 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 Claimant 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 Claimant or Representative of the Claimant], of

_____ do hereby certify:
(city and province)

(a) that I (check one)

am the Claimant of the Company; OR

am _____ (state position or title) of

(name of Claimant)

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

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

(d) the Claimant has

a. PREFERRED SHARES WITH A FACE VALUE OF \$ _____

b. COMMON SHARES WITH A FACE VALUE OF \$ _____

c. ANOTHER EQUITY INTEREST WITH A FACE VALUE OF \$ _____

Describe the nature of the interest:

D. NATURE OF CONSIDERATION

(check and complete appropriate category)

That in respect of this Claim, the Claimant paid cash consideration to _____ in exchange for the equity interest described above.

That in respect of this Claim, the Claimant provided non-cash consideration valued at \$ _____, particulars of which are as follows:

(Give full particulars of the consideration, including the date on which the consideration was given and the value at which you assess the security, and attach a copy of the security documents. If the equity interest was acquired in exchange for another equity interest, provide full particulars of that equity interest and the consideration given in exchange for it)

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

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 Equity 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 Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@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 claimant, in these proceedings.

Dated at _____ this ____ day of _____, 2019.

Signature of Claimant

SCHEDULE G

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

TO: [insert name and address of claimant]

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 Equity Claims Procedure Order], notify the Manager by delivery of a Dispute Notice to the following address:

Schonfeld Inc.
Court-appointed Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@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 _____, 2019.

**SCHONFELD INC.,
in its capacity as Court-appointed
Receiver/Manager of the proceeds from
the sale of [Address of Property]**

SCHEDULE H

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

A. PARTICULARS OF CLAIMANT:

1. Full Legal Name of Claimant: _____

(Signature of individual completing this
Dispute Notice)

Date

2. Full Mailing Address of the Claimant:

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 _____, 2019.

(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 Equity Claims Procedure Order]** at the following address:

Schonfeld Inc.
Court-appointed Receiver/Manager of the Property
77 King Street West
Suite 3000, PO Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

Attention: James Merryweather
Telephone: 416-862-7785, Extension 3
E-mail: jmerryweather@schonfeldinc.com
Fax: 416-862-2136

DBDC SPADINA LTD. *et al.*

and

NORMA WALTON *et al.*

Applicants

Respondents

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding commenced at TORONTO

ORDER

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