



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)

MR. JUSTICE)

NEWBOULD)

WEDNESDAY, THE

17th

DAY OF DECEMBER, 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 ON SCHEDULE B HERETO, TO BE
BOUND BY THE RESULT

ORDER

(Discharge of Manager re: Donalda Developments Ltd.)

THIS MOTION, made by the Applicants was heard this day at 330 University Avenue,
Toronto, Ontario.

ON READING the 21st Report of the Manager dated December 3, 2014, the 22nd Report of
the Manager dated December 3, 2014 and the Supplementary Report to the 22nd Report of the

Manager dated December 16, 2014, and on hearing submissions of counsel for the Applicants and the Manager, no one appearing for any other person on the service list although duly served:

1. THIS COURT ORDERS the time of service for the Notice of Motion and the Motion Record is hereby abridged and validated so that the 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 Newbould dated November 5, 2013 (the "November Order"), the relevant Order of Honourable Justice Newbould dated January 20, 2014 (the "January Order"; together with the November Order, the "Orders") or otherwise in respect of Donalda Developments Ltd.
3. THIS COURT ORDERS that Donalda Developments Ltd. is hereby excluded from the receivership/managership proceedings pursuant to the November Order as amended by the January Order effective as of the date hereof, including, without limitation, the stay of proceedings granted pursuant to the November Order.
4. THIS COURT ORDERS that, in addition to the protections in favour of the Manager as set out in the November 5 Order or any other Order of this Court or reasons provided by this Court, the Manager shall not be liable for any act or omission on the part of the Manager in respect of the Donalda Developments Ltd., including with respect to any reliance thereof, including, without limitation, with respect to any information disclosed, any tax assessment made against Donalda Developments Ltd. following the date hereof, any act or omission pertaining to the discharge of the Manager's duties under the November 5 Order or otherwise in respect of Donalda Developments Ltd., save and except for any claim or liability arising out of any gross negligence or wilful

misconduct on the part of the Manager. Subject to the foregoing and in addition to the protections of the Manager as set out in the Orders of this Court or any reasons provided by this Court, any claims against the Manager in connection with the performance of its duties as receiver/manager in respect of the Donalda Developments Ltd. are hereby released, stayed, extinguished and forever barred and the Manager shall have no liability in respect thereof.

5. THIS COURT ORDERS that no action or other proceeding shall be commenced against the Manager in any way arising from or related to its capacity or conduct as receiver/manager in respect of Donalda Developments Ltd. except with prior leave of this Court and on at least seven (7) days' prior written notice to the Manager and such further order securing, as security for costs, the full indemnity costs of the Manager in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

6. THIS COURT ORDERS that any claim, other than claims of the Applicants, now extant or that could exist, whether discovered or undiscovered as of the date of this Order, in respect of Donalda Developments Ltd. be channeled to and be a claim exclusively against the proceeds of sale of 1500 Don Mills Road, Toronto, held by the Manager and not disbursed by Order of this Court.

7. THIS COURT ORDERS that any claims, now extant or that could exist, whether discovered or undiscovered as of the date of this Order, against Donalda Developments Ltd., other than the claims of the Applicants, shall be deemed to be extinguished and satisfied, and that such claims shall not flow through to any successor corporation or amalgamated entity of Donald Developments Ltd.

8. THIS COURT ORDERS that Norma Walton and Ronauld Walton be removed as directors and officers of Donalda Developments Ltd.

9. THIS COURT ORDERS that Dr. Stanley Bernstein be appointed as the sole director and president of Donalda Developments Ltd.

10. THIS COURT ORDERS AND DECLARES that DBDC Donalda Developments Ltd., or another entity or person as directed by Dr. Bernstein in his sole discretion, shall hold all of the issued and outstanding shares of Donalda Developments Ltd., including but not limited to any shares which would otherwise be or have been held by Norma Walton or Ronauld Walton, and shall be deemed to have held all such shares since the date(s) on which those shares were first issued.

11. THIS COURT ORDERS AND DECLARES that, for greater certainty, all shares of Donalda Developments Ltd. that were issued and outstanding, either at the present or at any point in the past, other than the shares described in paragraph 10 of this Order, shall be cancelled and shall be deemed not to have been issued.

12. THIS COURT ORDERS that the Manager shall deliver the Minute Books and other corporate records of Donalda Developments Ltd. to Lenczner Slaght LLP by no later than December 18, 2014.

13. THIS COURT ORDERS that any amounts payable to or receivable from Donalda Developments Ltd. by any of Norma Walton, Ronauld Walton, the Rose & Thistle Group Limited and/or Eglinton Castle Inc. shall be cancelled and eliminated, without prejudice to the Applicants'

ability to make or continue a claim and/or enforce any judgment for damages or otherwise in this Application.

D. Mel T.

ENCLOSURE / PRODUCA A TUCURTO
ON / DE / AN / M /
LE / DATE / TELEPHONE NO.

DEC 17 2014

MB

DBDC SPADINA LTD., and those corporations listed on Schedule A
herein
Applicants

-6-
-and-

NORMA WALTON et al.

Respondents

Court File No. CV13-10280-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

ORDER

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