



ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE *MR*)
JUSTICE *T McEWEN*)
)

THURSDAY, THE 22nd
DAY OF FEBRUARY, 2018

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

(Motion returnable February 22, 2018)

THIS MOTION, made by Schonfeld Inc. in its capacity as the manager (the "**Manager**") appointed pursuant to the Order of Justice Newbould dated November 5, 2013 for an Order for various relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fiftieth Report of the Manager dated October 2, 2017, the Affidavit of Harlan Schonfeld sworn September 25, 2017, the affidavit of Brian Empey sworn September 25, 2017, the Supplementary Report to the Fiftieth Report of the Manager, the Second Supplementary Report to the Fiftieth Report of the Manager, the Affidavit of Lester Tong sworn

October 20, 2017 and the exhibits thereto, the Responding Affidavit of Gideon and Irene Levytam affirmed January 26, 2016 and exhibit "J" thereto, and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the Manager is authorized to make equity distributions in the amount of \$2,451,200 to the Applicants in their capacity as shareholders of the companies listed in Appendix "A" hereto.

M 2. ~~THIS COURT ORDERS that the balance of the Manager's motion, and the Respondents' motion, is adjourned to _____, which date is preemptory on the Respondents.~~

3. ~~THIS COURT ORDERS that the Respondents shall pay the Manager's costs of this attendance in the amount of \$_____.~~

4. ~~THIS COURT ORDERS that the Respondents shall pay the Applicants' costs of this attendance in the amount of \$_____.~~ *PM*

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

FEB 23 2018

PER / PAR:

MB

Proposed Distribution as of February 22, 2018

	Companies with Prior Distributions under the January 27, 2015 Order						Companies with no Prior Distribution				TOTAL
	Lesliebrook Holdings		Royal Agincourt		Royal Gate		Tisdale Mews		Twin Dragons		
	Projected	Actual	Projected	Actual	Projected	Actual	Projected	Actual	Projected	Actual	
Funds on hand at Nov. 30, 2014	525,000.00	525,000.00	686,369.23	686,369.23	2,961,673.75	2,961,673.75	987,054.76	987,054.76	900,000.00	900,000.00	
professional fees to Nov. 30, 2014	(100,000.00)	(122,095.54)	(100,000.00)	(139,014.95)	(200,000.00)	(180,854.18)	(100,000.00)	(96,835.66)	(200,000.00)	(155,341.78)	
paid under claims process	(70,995.43)	(70,915.20)	(32,000.81)	(25,644.47)	(308,479.13)	(297,618.96)	(138,392.83)	(134,744.62)	(619,229.19)	(66,457.96)	
(1) corporate income taxes reserved for mortgages	(164,000.00)	(13,658.10)	(282,000.00)	(11,344.33)	(354,000.00)	0.00	(132,000.00)	0.00	(161,000.00)	0.00	
			(161,369.23)	(161,369.23)			(287,054.76)	(75,000.00)			
Funds available for distribution	190,004.57	318,331.16	110,999.19	348,996.25	2,099,194.62	2,483,200.61	329,607.17	680,474.48	(80,229.19)	678,200.26	
	98.0%	98.0%	73.2%	73.2%	97.6%	97.6%	0.0%	50.0%	0.0%	75.0%	
Distribution to Applicants	186,200.00	312,000.00	80,520.00	255,500.00	2,049,600.00	2,423,600.00	0.00	340,200.00	0.00	508,700.00	
Additional Funds to Distribute to Applicants (to Nov. 30, 2014)		125,800.00		175,000.00		374,000.00		340,200.00		508,700.00	1,523,700.00
Activity - post November 30, 2014											
(2) Reimbursement of funds advanced to Manager		75,000.00		75,000.00		265,750.18		340,261.33		666,514.50	
(3) GST refunds		69,707.37		71,164.10		88,746.44		36,960.20		134,900.79	
interest on GICs		10,904.31		18,150.29		45,211.33		29,080.83		45,773.10	
vacant unit realty tax rebates		4,609.56		30,960.14		0.00		0.00		0.00	
net operating cashflow		16,802.77		45,572.59		84,408.38		19,483.20		27,496.50	
paid to mortgagee, per June 2017 Order								(14,136.98)			
(4) professional fees - Dec 2014 to Dec 2015		(41,996.14)		(39,368.78)		(41,338.03)		(27,499.13)		(88,136.70)	
(4) professional fees - Jan 2016 to Dec 2016		(13,236.93)		(16,493.56)		(15,750.18)		(15,261.33)		(16,514.50)	
(5) professional fees - Jan to Aug 2017 (proposed)		(72,694.67)		(72,081.80)		(72,208.92)		(86,825.33)		(72,622.08)	
(6) interest to be allocated (proposed)		(2,042.09)		(2,333.82)		(9,494.07)		(3,148.89)		(2,820.03)	
reserve for professional fees - Sep 2017 onward		(50,000.00)		(50,000.00)		(50,000.00)		(50,000.00)		(50,000.00)	
Potential Funds Available for Distribution		(2,945.82)		60,569.16		295,325.13		228,913.90		644,591.58	
		98.0%		73.2%		97.6%		50.0%		75.0%	
Potential Funds to Distribute to Applicants (post Nov. 30, 2014)		(2,900.00)		44,300.00		288,200.00		114,500.00		483,400.00	927,500.00
Total Potential Distribution to Applicants as Shareholder		122,900.00		219,300.00		662,200.00		454,700.00		992,100.00	2,451,200.00

Notes:

- (1) Corporate tax returns for 2012-2016 were filed after November 2014 and estimated tax liabilities were reduced by carrying back losses in subsequent years.
- (2) Fee allocation approval resulted in other companies reimbursing the Manager for professional fees that were previously paid by advances from companies with surplus funds.
- (3) GST refunds were received after filing of the outstanding corporate income tax returns
- (4) professional fees were allocated and approved by the Court and paid by the respective companies
- (5) professional fees to be allocated and reimbursed to the Manager, as proposed in the 50th Report
- (6) interest paid on Applicant funding, as proposed in the 50th Report

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

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and

NORMA WALTON et al.

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

Applicants

Respondents

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SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding commenced at TORONTO

ORDER

(Motion returnable February 22, 2018)

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