

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *MADAM*)
JUSTICE *DIETRICH*)
)

MONDAY, THE 28th
DAY OF JANUARY, 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

ORDER

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 55th Report of the Manager dated January 16, 2019, the Affidavit of Harlan Schonfeld sworn January 15, 2019, the affidavit of Brian Empey sworn January 10, 2019 and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the fees of the Manager in the amount of \$108,648.46 for the period from June 1, 2018 to December 31, 2018 and the fees of the Manager's counsel,

Goodmans LLP (“**Goodmans**”) in the amount of \$88,779.17, for the period from June 1, 2018 to December 20, 2018 are hereby approved.

2. THIS COURT ORDERS that the allocation of fees incurred by the Manager to the various Schedule “B” Companies and Schedule “C” Properties (the “**Fee Allocation Methodology**”) for the period from June 1, 2018 to December 31, 2018 and by Goodmans for the period from June 1, 2018 to December 20, 2018 described in the Manager’s 55th Report and attached hereto as Appendix “A” is hereby approved.

3. THIS COURT ORDERS that paragraphs 1 and 2 above are without prejudice to the right of Christine DeJong Medicine Professional Corporation and Dennis and Peggy Condos to object to fees allocated to the properties in which they claim an interest, or the approval of such fees, in the event that the Judgment of the Court of Appeal dated January 25, 2018 is set aside.

4. THIS COURT ORDERS that the Manager is hereby authorized to allocate to the Schedule “C” Companies the interest paid to the Applicants on account of a loan advanced by the Applicants on September 10, 2014 and repaid on September 24, 2015 in accordance with the Schedule “C” Allocation attached hereto as Appendix “B”.

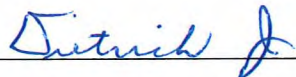
5. THIS COURT ORDERS that the Manager is hereby authorized to reallocate the repayment of certain advance funding provided by the Applicants to the Schedule “B” Companies in accordance with the Schedule “B” Allocation attached hereto as Appendix “C”.

6. THIS COURT ORDERS that the Manager’s counsel, Goodmans, is hereby authorized to transfer the amount of \$40.23 currently held in trust in respect of the sale of the property located at 65 Front Street to its general trust account to be used in payment of Goodmans’ fees.

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Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST included)
 June 1 to December 31, 2018

Company	Allocation of Professional Fees				Manager Funded Company Costs	TOTAL Fee Allocation + Funding
	Specific-SI	Specific-GM	Non-Specific	Total Fees		
SCHEDULE B COMPANIES						
Ascalon	1,835.85	0.00	2,524.15	4,360.00		4,360.00
Bannockburn	254.25	0.00	0.00	254.25		254.25
Cityview	1,972.05	0.00	2,524.15	4,496.20		4,496.20
Dewhurst	339.00	0.00	0.00	339.00		339.00
Donalda	254.25	0.00	0.00	254.25		254.25
Double Rose	254.25	0.00	0.00	254.25		254.25
Dupont	3,010.50	0.00	2,524.15	5,534.65		5,534.65
Eddystone	1,835.85	0.00	2,524.15	4,360.00		4,360.00
Fraser Lands	3,032.26	5,187.12	1,019.51	9,238.90		9,238.90
Fraser Properties	2,569.16	5,187.12	1,019.51	8,775.79		8,775.79
Global Mills	1,743.27	0.00	2,524.15	4,267.42	50.00	4,317.42
Hidden Gem	254.25	0.00	0.00	254.25		254.25
Lesliebrook Holdings	1,835.85	0.00	2,524.15	4,360.00		4,360.00
Lesliebrook Lands	1,835.85	0.00	2,524.15	4,360.00	25.00	4,385.00
Liberty Village Lands	1,835.85	0.00	2,524.15	4,360.00		4,360.00
Liberty Village Properties	908.95	0.00	0.00	908.95		908.95
Northern Dancer	466.13	0.00	0.00	466.13		466.13
Queen's Corner	2,749.81	0.00	2,524.15	5,273.96		5,273.96
Red Door Developments	2,099.18	0.00	2,524.15	4,623.33		4,623.33
Red Door Lands	917.34	0.00	0.00	917.34		917.34
Richmond Row/165 Bathurst	254.25	0.00	0.00	254.25		254.25
Riverdale Mansion	1,531.14	0.00	0.00	1,531.14		1,531.14
Royal Agincourt	2,099.18	0.00	2,524.15	4,623.33		4,623.33
Royal Gate Holdings	2,099.18	0.00	2,524.15	4,623.33		4,623.33
Salmon River Properties	1,786.42	0.00	0.00	1,786.42		1,786.42
Skyway	1,904.30	0.00	2,524.15	4,428.45		4,428.45
Tisdale	2,158.55	0.00	2,524.15	4,682.70		4,682.70
Twin Dragons	2,294.75	0.00	2,524.15	4,818.90		4,818.90
West Mall	1,904.30	114.13	2,524.15	4,542.58	75.00	4,617.58
Weston Lands	1,165.83	0.00	0.00	1,165.83		1,165.83
Wynford	1,870.40	0.00	2,524.15	4,394.55		4,394.55
Total Schedule B	49,072.16	10,488.38	44,949.57	104,510.11	150.00	104,660.11
SCHEDULE C PROPERTIES						
44 Park Lane Circle	0.00	0.00	0.00	0.00		0.00
777 St. Clarens	3,641.41	1,438.49	2,524.15	7,604.05		7,604.05
260 Emerson	3,138.20	1,438.49	2,524.15	7,100.84		7,100.84
66 Gerard	3,488.86	1,438.49	2,524.15	7,451.50		7,451.50
324 Prince Edward	3,361.73	1,438.49	2,524.15	7,324.37		7,324.37
1 William Morgan	501.99	0.00	0.00	501.99		501.99
3270 American Drive	3,777.61	1,438.49	2,524.15	7,740.25		7,740.25
321 Carlaw	2,154.16	0.00	2,524.15	4,678.31		4,678.31
346 Jarvis, Unit A.	1,752.90	3,807.54	2,524.15	8,084.59		8,084.59
346 Jarvis, Unit B	1,752.90	3,807.54	2,524.15	8,084.59		8,084.59
346 Jarvis, Unit E	135.60	0.00	0.00	135.60		135.60
346 Jarvis, Unit F	135.60	0.00	0.00	135.60		135.60
2454 Bayview	422.54	0.00	0.00	422.54	75.00	497.54
30 Hazelton	2,646.65	1,438.49	2,524.15	6,609.29		6,609.29
30A Hazelton	1,662.61	0.00	2,524.15	4,186.76		4,186.76
24 Cecil	3,828.92	5,289.53	2,524.15	11,642.60		11,642.60
2 Kelvin	2,929.51	1,438.49	2,524.15	6,892.15		6,892.15
0 Luttrell	1,798.21	0.00	2,524.15	4,322.36		4,322.36
Total Schedule C	37,129.43	22,974.03	32,813.95	92,917.41	75.00	92,992.41
Total Fee Allocation	\$ 86,201.59	\$ 33,462.41	\$ 77,763.52	\$ 197,427.51	\$ 225.00	\$ 197,652.51

APPENDIX "A"

Schedule B Companies and Schedule C Properties

Fee Allocation and Funding Repayment Schedule (HST included)

June 1 to December 31, 2018

Company	31-Oct-18			30-Nov-18			31-Dec-18		
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES									
Ascalon	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Bannockburn	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Cityview	194.83	0.00	697.59	267.47	0.00	221.80	457.81	0.00	458.84
Dewhurst	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Donalda	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Double Rose	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Dupont	194.83	0.00	697.59	267.47	0.00	221.80	457.81	0.00	458.84
Eddystone	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Fraser Lands	0.00	0.00	0.00	127.13	0.00	0.00	254.25	0.00	0.00
Fraser Properties	0.00	0.00	0.00	127.13	0.00	0.00	254.25	0.00	0.00
Global Mills	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Hidden Gem	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Lesliebrook Holdings	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Lesliebrook Lands	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Liberty Village Lands	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Liberty Village Properties	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Northern Dancer	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Queen's Corner	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Red Door Developments	194.83	0.00	697.59	267.47	0.00	221.80	457.81	0.00	458.84
Red Door Lands	535.96	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Richmond Row/165 Bathurst	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Riverdale Mansion	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Royal Agincourt	194.83	0.00	697.59	267.47	0.00	221.80	457.81	0.00	458.84
Royal Gate Holdings	194.83	0.00	697.59	267.47	0.00	221.80	457.81	0.00	458.84
Salmon River Properties	529.30	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Skyway	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Tisdale	194.83	0.00	697.59	194.83	0.00	221.80	712.06	0.00	458.84
Twin Dragons	194.83	0.00	697.59	267.47	0.00	221.80	712.06	0.00	458.84
West Mall	194.83	0.00	697.59	194.83	0.00	221.80	457.81	114.13	458.84
Weston Lands	0.00	0.00	0.00	0.00	0.00	0.00	254.25	0.00	0.00
Wynford	194.83	0.00	697.59	194.83	0.00	221.80	457.81	0.00	458.84
Total Schedule B	4,377.33	0.00	11,859.03	4,002.18	0.00	3,770.60	11,850.70	114.13	7,800.28
SCHEDULE C PROPERTIES									
44 Park Lane Circle	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
777 St. Clarens	301.37	31.70	697.59	296.53	443.27	221.80	457.81	329.65	458.84
260 Emerson	301.37	31.70	697.59	296.53	443.27	221.80	381.53	329.65	458.84
66 Gerrard	301.37	31.70	697.59	296.53	443.27	221.80	457.81	329.65	458.84
324 Prince Edward	301.37	31.70	697.59	296.53	443.27	221.80	457.81	329.65	458.84
1 William Morgan	106.54	0.00	0.00	101.70	0.00	0.00	177.98	0.00	0.00
3270 American Drive	301.37	31.70	697.59	369.17	443.27	221.80	457.81	329.65	458.84
321 Carlaw	301.37	0.00	697.59	296.53	0.00	221.80	381.53	0.00	458.84
346 Jarvis, Unit A	167.64	786.23	697.59	199.11	221.64	221.80	190.77	164.82	458.84
346 Jarvis, Unit B	167.64	786.23	697.59	199.11	221.64	221.80	190.77	164.82	458.84
346 Jarvis, Unit E	33.90	0.00	0.00	101.70	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit F	33.90	0.00	0.00	101.70	0.00	0.00	0.00	0.00	0.00
2454 Bayview	106.54	0.00	0.00	101.70	0.00	0.00	177.98	0.00	0.00
30 Hazelton	267.47	31.70	697.59	194.83	443.27	221.80	381.53	329.65	458.84
30A Hazelton	267.47	0.00	697.59	194.83	0.00	221.80	381.53	0.00	458.84
24 Cecil	301.37	31.70	697.59	296.53	443.27	221.80	381.53	329.65	458.84
2 Kelvin	301.37	31.70	697.59	296.53	443.27	221.80	381.53	329.65	458.84
0 Luttrell	301.37	0.00	697.59	296.53	0.00	221.80	381.53	0.00	458.84
Total Schedule C	3,863.43	1,826.08	9,068.67	3,936.07	3,989.47	2,883.40	5,239.42	2,966.82	5,964.92
Total Fee Allocation	\$ 8,240.76	\$ 1,826.08	\$ 20,927.70	\$ 7,938.25	\$ 3,989.47	\$ 6,654.00	\$ 17,090.12	\$ 3,080.95	\$ 13,765.20

APPENDIX "B"

Schedule "C" Interest Allocation Schedule

Use of Funding from 368230 Ontario

	Insurance	%	Interest of \$ 5,915.55
777 St. Clarens	\$ 1,330.49	3.8%	\$ 226.84
260 Emerson	\$ 570.21	1.6%	\$ 97.22
66 Gerrard	\$ 3,674.02	10.6%	\$ 626.39
324 Prince Edward	\$ 2,227.01	6.4%	\$ 379.68
1 William Morgan	\$ 2,645.36	7.6%	\$ 451.01
3270 American Drive	\$ 3,540.09	10.2%	\$ 603.55
321 Carlaw	\$ 338.52	1.0%	\$ 57.71
346 Jarvis, Unit A.	\$ 2,736.97	7.9%	\$ 466.63
346 Jarvis, Unit B	\$ 2,736.97	7.9%	\$ 466.63
346 Jarvis, Unit E	\$ 2,736.97	7.9%	\$ 466.63
346 Jarvis, Unit F	\$ 2,736.97	7.9%	\$ 466.63
2454 Bayview	\$ 3,557.98	10.3%	\$ 606.60
24 Cecil	\$ 2,312.07	6.7%	\$ 394.19
2 Kelvin	\$ 3,433.65	9.9%	\$ 585.40
0 Luttrell	\$ 119.97	0.3%	\$ 20.44
	\$ 34,697.25	100.0%	\$ 5,915.55

APPENDIX "C"

Schedule B - Interest reallocation

Company	Allocated	Repaid by Company	Balance Owing	Reallocation
Ascalon	2,903.44	(1,400.00)	1,503.44	(1,503.44)
Bannockburn	14,373.82	(2,993.49)	11,380.33	(11,380.33)
Cityview	15,190.67	(1,600.00)	13,590.67	(13,590.67)
Dewhurst	3,625.23	(3,625.23)	0.00	0.00
Donalda	2,479.68	(2,479.68)	0.00	0.00
Double Rose	2,576.92	(788.40)	1,788.52	(1,788.52)
Dupont	12,555.39	(3,150.00)	9,405.39	(9,405.39)
Eddystone	3,339.68	(3,339.68)	0.00	0.00
Fraser Lands	1,507.26	(132.75)	1,374.51	(1,374.51)
Fraser Properties	6,156.46	(2,430.95)	3,725.51	(3,725.51)
Global Mills	1,312.78	0.00	1,312.78	(1,312.78)
Hidden Gem	6,192.41	(4.46)	6,187.95	(6,187.95)
Lesliebrook Holdings	2,042.09	(2,042.09)	0.00	17,020.52
Lesliebrook Lands	0.00	0.00	0.00	0.00
Liberty Village Lands	2,312.38	(1,350.00)	962.38	(962.38)
Liberty Village Properties	1,847.61	(1,847.61)	0.00	0.00
Northern Dancer	3,745.63	(3,745.63)	0.00	0.00
Queen's Corner	6,968.47	(6,968.47)	0.00	0.00
Red Door Developments	2,187.96	(1,600.00)	587.96	(587.96)
Red Door Lands	2,919.63	(629.72)	2,289.91	(2,289.91)
Richmond Row/165 Bathurst	4,312.86	(159.10)	4,153.76	(4,153.76)
Riverdale Mansion	4,751.51	(4,527.15)	224.36	(224.36)
Royal Agincourt	2,333.82	(2,333.82)	0.00	17,020.52
Royal Gate Holdings	9,494.07	(9,494.07)	0.00	17,020.52
Salmon River Properties	1,414.74	(1,414.74)	0.00	0.00
Skyway	16,704.48	(1,350.00)	15,354.48	(15,354.48)
Tisdale	3,148.89	(3,148.89)	0.00	17,020.52
Twin Dragons	2,820.03	(2,820.03)	0.00	17,020.52
West Mall	2,382.44	0.00	2,382.44	(2,382.44)
Weston Lands	8,427.50	(3,011.69)	5,415.81	(5,415.81)
Wynford	3,462.40	0.00	3,462.40	(3,462.40)
	<u>153,490.25</u>	<u>(68,387.65)</u>	<u>85,102.60</u>	<u>0.00</u>

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

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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