

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) TUESDAY, THE 6th
MR. JUSTICE D. M. BROWN)
) DAY OF MAY, 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

APPROVAL AND VESTING ORDER

(Sale of 78 Tisdale Avenue)

THIS MOTION, made by Schonfeld Inc. in its capacity as the Court-appointed manager (the "**Manager**"), without security, of all of the assets, undertakings and properties of Tisdale Mews Inc. ("**Tisdale**") for an order approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale for the lands and building legally described as Part of Lot 4 Plan 5413 Township of York designated as Part 1 on Plan 66R22415, City of Toronto (formerly City of North York), westerly limit of Tisdale Avenue is confirmed by BA Plan 1756 as in NY784071 as in PL11313, being all of PIN 10373-0512 (LT) (the "**Lands**") between the Manager and IKH Holdings Inc. (the "**Purchaser**") dated May 28, 2013 as amended

by agreements dated June 28, 2013, July 16, 2013 and March 21, 2014 (collectively, the “**Sale Agreement**”) and appended to the Ninth Report of the Manager dated May 1, 2014 (the “**Report**”), and vesting in Sunrise Acquisitions (Tisdale II) Inc., as assignee of the interest of the Purchaser in the Sale Agreement, all of Tisdale’s right, title and interest in and to the Lands, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Manager, counsel to the Applicants and the Respondent Norma Walton:

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 AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement and the March 2014 Amendment (as defined in the Report) by the Manager is hereby authorized and approved, with such minor amendments as the Manager may deem necessary. The Manager is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Lands to Sunrise Acquisitions (Tisdale II) Inc., as assignee of the interest of the Purchaser in the Sale Agreement.
3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Manager’s certificate to IKH Holdings Inc. and Sunrise Acquisitions (Tisdale II) Inc. substantially in the form attached as Schedule C hereto (the “**Manager’s Certificate**”) and the registration and/or recordation of this Order and/or an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or *Land Registration Reform Act*, on title to the Lands, all of Tisdale’s right, title and interest in and to the Lands shall vest absolutely in Sunrise Acquisitions (Tisdale II) Inc. free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), purchase options, liens, executions, writs of seizure and sale, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Newbould dated November 5, 2013; (ii) all charges, security

interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those claims listed on Schedule D hereto (all of which items (i), (ii) and (iii) are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule E) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Lands are hereby expunged and discharged as against the Lands.

4. THIS COURT ORDERS that upon the registration and/or recordation in the Land Registry Office for the Land Titles Division of Toronto (No. 80) of an Application for Vesting Order with respect to the Lands, in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter Sunrise Acquisitions (Tisdale II) Inc. as the owner of the Lands in fee simple, and is hereby directed to delete and expunge from title to the Lands all of the Claims listed in Schedule D hereto.

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of the Claims, the net proceeds from the sale of the Lands shall stand in the place and stead of the Lands, and that from and after the delivery of the Manager’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Lands with the same priority as they had with respect to the Lands immediately prior to the sale, as if the Lands had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS that the proceeds of the Transaction, net of closing costs (the “**Proceeds**”), shall be distributed as follows:

- (a) all amounts due to E. Manson Investments Limited, 5 K Investments Inc., Yerusha Investments Inc., National Tire Sales and Service (2011) Ltd., Natme Holdings Ltd., Marvin Teperman, Maxoren Investments Inc., Sheilaco Investments Inc., Errol Gordon, Southern Atlantic Service, Elaine Pepper, B. & M. Handelman Investments Limited and 558678 Ontario Limited (collectively, the “**Mortgagees**”) in satisfaction of the first ranking charge registered as AT3336994 shall be paid to the Mortgagees; and

- (b) the balance of the Proceeds shall be held in trust by the Manager or its counsel pending further Order of the Court.

7. THIS COURT ORDERS AND DIRECTS the Manager to file with this Court a copy of the Manager's Certificate, forthwith after delivery thereof.

8. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of Tisdale and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Tisdale;

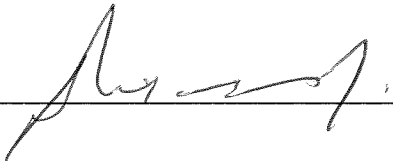
the vesting of the Lands in Sunrise Acquisitions (Tisdale II) Inc. pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Tisdale and shall not be void or voidable by creditors of Tisdale, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

10. THIS COURT ORDERS that no holder of any Encumbrances shall take any steps or proceedings, or make any filings or claims in connection therewith, against the Lands or against the Purchaser and/or Sunrise Acquisitions (Tisdale II) Inc. in connection with any of such Encumbrances following delivery of the Manager's Certificate in accordance with paragraph 3 hereof.

11. THIS COURT ORDERS that confidential appendices A, B, C, D, E, F and G to the Report contained in the Confidential Appendix Brief be sealed, kept confidential and not form part of the public record, but rather shall be placed separate and apart from the contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of this Court.

12. 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.



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



MAY 08 2014

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 – Form of Manager’s Certificate

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

MANAGER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Newbould of the Ontario Superior Court of Justice (the “**Court**”) dated November 5, 2013, Schonfeld Inc. was appointed as the Manager (the “**Manager**”), without security, of all of the assets, undertakings and properties of Tisdale Mews Inc. (“**Tisdale**”) and others.

B. Pursuant to an Order of the Court dated May 6, 2014 (the “**Approval and Vesting Order**”), the Court approved the agreement of purchase and sale dated May 28, 2013, as amended by agreements dated June 28, 2013, July 16, 2013 and March 21, 2014 and as may be further amended from time to time and as assigned (collectively, the “**Sale Agreement**”) between the Manager and IKH Holdings Inc. (the “**Purchaser**”) and provided for the vesting in Sunrise Acquisitions (Tisdale II) Inc., as assignee of the interest of the Purchaser in the Sale Agreement, of Tisdale’s right, title and interest in and to the lands legally described as Part of Lot 4 Plan 5413 Township of York designated as Part 1 on Plan 66R22415, City of Toronto (formerly City of North York), westerly limit of Tisdale Avenue is confirmed by BA Plan 1756 as in NY784071 as in PL11313, being all of PIN 10373-0512 (LT) (the

“**Lands**”), which vesting is to be effective with respect to the Lands upon: (A) the delivery by the Manager to the Purchaser and Sunrise Acquisitions (Tisdale II) Inc. of a certificate confirming (i) the payment by Sunrise Acquisitions (Tisdale II) Inc. of the Purchase Price for the Lands; (ii) that the conditions to Closing as set out in Section 4 on Schedule A to the Sale Agreement have been satisfied or waived by the Manager and Sunrise Acquisitions (Tisdale II) Inc.; and (iii) the transaction has been completed to the satisfaction of the Manager; and (B) the registration and/or recordation of the Approval and Vesting Order and/or an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or *Land Registration Reform Act*, on title to the Lands.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE MANAGER CERTIFIES the following:

1. Sunrise Acquisitions (Tisdale II) Inc. has paid and the Manager has received the Purchase Price for the Lands payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in Section 4 on Schedule A to the Sale Agreement have been satisfied or waived by the Manager and Sunrise Acquisitions (Tisdale II) Inc.; and
3. The transaction contemplated in the Sale Agreement has been completed to the satisfaction of the Manager.
4. This Certificate was delivered by the Manager at Toronto, Ontario on May ___, 2014.

SCHONFELD INC., in its capacity as Court
appointed Manager of **TISDALE MEWS INC.**
and not in its personal capacity

Per: _____

Harlan Schonfeld
President

Schedule D – Claims to be deleted and expunged from title to the Lands

1. Charge in the original principal amount of \$3,000,000 in favour of E. Manson Investments Limited, 5 K Investments Inc., Yerusha Investments Inc., National Tire Sales and Service (2011) Ltd., Natme Holdings Ltd., Marvin Teperman, Maxoren Investments Inc., Sheilaco Investments Inc., Errol Gordon, Southern Atlantic Service, Elaine Pepper, B. & M. Handelman Investments Limited and 558678 Ontario Limited registered on June 27, 2013 as Instrument No. AT3336994;
2. Notice of Assignment of Rents - General in favour of E. Manson Investments Limited, 5 K Investments Inc., Yerusha Investments Inc., National Tire Sales and Service (2011) Ltd., Natme Holdings Ltd., Marvin Teperman, Maxoren Investments Inc., Sheilaco Investments Inc., Errol Gordon, Southern Atlantic Service, Elaine Pepper, B. & M. Handelman Investments Limited and 558678 Ontario Limited registered on June 27, 2013 as Instrument No. AT3336995; and
3. Lien in the amount of \$92,202 by Her Majesty the Queen in Right of Canada as represented by The Minister of National Revenue registered on December 30, 2013 as Instrument No. AT3488843.

Schedule E – Permitted Encumbrances, Easements and Restrictive Covenants related to the Lands
(unaffected by the Vesting Order)

1. Boundaries Act Plan 64BA1756.

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

APPROVAL AND VESTING ORDER

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