



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)
JUSTICE HAINES)

WEDNESDAY, THE 3RD

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

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 Fifty-Sixth Report of the Manager dated June 25, 2019, the Affidavit of Harlan Schonfeld sworn June 25, 2019, the affidavit of Brian Empey sworn June 21, 2019 and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the fees of the Manager in the amount of \$104,447.78 for the period from January 1, 2019 to May 31, 2019 and the fees of the Manager's counsel,

Goodmans LLP (“**Goodmans**”) in the amount of \$80,808.32, for the period from December 21, 2018 to May 31, 2019 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 January 1, 2019 to May 31, 2019 and by Goodmans for the period from December 21, 2018 to May 31, 2019 described in the Manager’s Fifty-Sixth Report and attached hereto as **Appendix “A”** is hereby approved.


3. THIS COURT ORDERS that paragraphs 1 and 2 hereof are without prejudice to the rights of Christine DeJong Medicine Professional Corporation and Dennis Condos to object to fees allocated to the properties in which they claim an interest relating to the Manager’s participation in the appeal of Christine DeJong Medicine Professional Corporation heard by the Supreme Court of Canada on May 14, 2019.

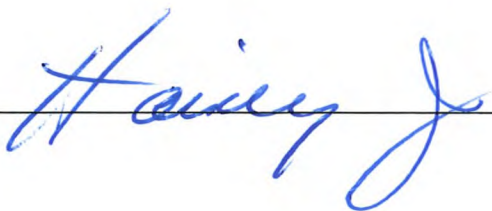
4. THIS COURT ORDERS that the Manager is hereby authorized to make interim distributions of funds in accordance with the Interim Distribution Chart attached hereto as **Appendix “B”**.

5. THIS COURT ORDERS that, in the event no party other than Christine DeJong Medicine Professional Corporation files a claim against United Empire Lands Ltd. (“**UEL**”) in the claims process to be conducted by the Manager in respect of UEL (the “**Claims Process**”), the Manager is hereby authorized to make an interim distribution of funds to Christine DeJong Medicine Professional Corporation of the proceeds of sale of the property formerly owned by UEL, subject to the Manager’s allocated professional fees, following the expiry of the claims bar date in the Claims Process without further order of the Court.

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Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST included)
 January 1 to May 31, 2019

Company	Allocation of Professional Fees				Manager Funded Company Costs	TOTAL Fee Allocation + Funding	31-Jan-19			28-Feb-19		
	Specific-SI	Specific-GM	Non-Specific	Total Fees			Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES												
Ascalon	2,153.66	0.00	2,012.58	4,166.24		4,166.24	449.08	0.00	676.67	820.37	0.00	109.21
Bannockburn	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Cityview	1,572.18	193.23	2,012.58	3,777.99		3,777.99	449.08	0.00	676.67	293.37	193.23	109.21
Dewhurst	169.50	0.00	0.00	169.50		169.50	169.50	0.00	0.00	0.00	0.00	0.00
Donalda	169.50	0.00	0.00	169.50		169.50	169.50	0.00	0.00	0.00	0.00	0.00
Double Rose	696.99	0.00	0.00	696.99		696.99	169.50	0.00	0.00	527.49	0.00	0.00
Dupont	1,699.30	0.00	2,012.58	3,711.88		3,711.88	449.08	0.00	676.67	293.37	0.00	109.21
Eddystone	1,457.16	0.00	2,012.58	3,469.74		3,469.74	449.08	0.00	676.67	293.37	0.00	109.21
Fraser Lands	1,680.87	0.00	0.00	1,680.87		1,680.87	254.25	0.00	0.00	0.00	0.00	0.00
Fraser Properties	1,850.37	0.00	0.00	1,850.37		1,850.37	254.25	0.00	0.00	0.00	0.00	0.00
Global Mills	1,210.73	0.00	2,012.58	3,223.31	50.00	3,273.31	449.08	0.00	676.67	97.79	0.00	109.21
Hidden Gem	950.51	0.00	0.00	950.51		950.51	169.50	0.00	0.00	781.01	0.00	0.00
Lesliebrook Holdings	1,912.45	0.00	2,012.58	3,925.03		3,925.03	533.83	0.00	676.67	536.78	0.00	109.21
Lesliebrook Lands	1,915.47	0.00	2,012.58	3,928.05	25.00	3,953.05	449.08	0.00	676.67	497.42	0.00	109.21
Liberty Village Lands	1,385.45	0.00	2,012.58	3,398.03		3,398.03	449.08	0.00	676.67	264.03	0.00	109.21
Liberty Village Properties	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Northern Dancer	908.50	644.10	0.00	1,552.60		1,552.60	127.13	0.00	0.00	781.37	515.28	0.00
Queen's Corner	1,512.57	0.00	2,012.58	3,525.15		3,525.15	449.08	0.00	676.67	264.03	0.00	109.21
Red Door Developments	1,500.46	0.00	2,012.58	3,513.04		3,513.04	449.08	0.00	676.67	264.03	0.00	109.21
Red Door Lands	127.13	0.00	0.00	127.13		127.13	127.13	0.00	0.00	0.00	0.00	0.00
Richmond Row/165 Bathurst	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Riverdale Mansion	254.25	0.00	0.00	254.25		254.25	254.25	0.00	0.00	0.00	0.00	0.00
Royal Agincourt	2,027.95	0.00	2,012.58	4,040.53		4,040.53	449.08	0.00	676.67	264.03	0.00	109.21
Royal Gate Holdings	1,754.71	0.00	2,012.58	3,767.29		3,767.29	576.20	0.00	676.67	264.03	0.00	109.21
Salmon River Properties	127.13	0.00	0.00	127.13		127.13	127.13	0.00	0.00	0.00	0.00	0.00
Skyway	1,554.95	0.00	2,012.58	3,567.53		3,567.53	449.08	0.00	676.67	264.03	0.00	109.21
Tisdale	1,945.82	0.00	2,012.58	3,958.40		3,958.40	576.20	0.00	676.67	264.03	0.00	109.21
Twin Dragons	2,018.45	0.00	2,012.58	4,031.03		4,031.03	449.08	0.00	676.67	264.03	0.00	109.21
West Mall	1,388.71	0.00	2,012.58	3,401.29	75.00	3,476.29	449.08	0.00	676.67	97.79	0.00	109.21
Weston Lands	127.13	0.00	0.00	127.13		127.13	127.13	0.00	0.00	0.00	0.00	0.00
Wynford	1,210.73	0.00	2,012.58	3,223.31		3,223.31	449.08	0.00	676.67	97.79	0.00	109.21
Total Schedule B	36,045.35	837.33	34,213.86	71,096.54	150.00	71,246.54	10,685.32	0.00	11,503.39	7,230.13	708.51	1,856.57
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	0.00	0.00
777 St. Clarens	3,641.27	6,059.63	2,012.58	11,713.47		11,713.47	220.25	243.33	676.67	127.13	0.00	109.21
260 Emerson	4,231.49	6,059.63	2,012.58	12,303.70		12,303.70	220.25	243.33	676.67	1,162.39	0.00	109.21
66 Gerrard	2,577.36	6,059.63	2,012.58	10,649.57		10,649.57	245.68	243.33	676.67	1,162.39	0.00	109.21
324 Prince Edward	3,701.67	6,059.63	2,012.58	11,773.87		11,773.87	220.25	243.33	676.67	635.63	0.00	109.21
1 William Morgan	254.25	0.00	0.00	254.25		254.25	0.00	0.00	0.00	254.25	0.00	0.00
3270 American Drive	3,793.39	6,059.63	2,012.58	11,865.60		11,865.60	220.25	243.33	676.67	381.38	0.00	109.21
321 Carlaw	1,736.56	0.00	2,012.58	3,749.14		3,749.14	194.83	0.00	676.67	454.12	0.00	109.21
346 Jarvis, Unit A	1,136.46	3,029.81	2,012.58	6,178.86		6,178.86	110.13	121.66	676.67	570.31	0.00	109.21
346 Jarvis, Unit B	1,136.45	3,029.81	2,012.58	6,178.85		6,178.85	110.13	121.66	676.67	570.30	0.00	109.21
346 Jarvis, Unit E	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit F	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00	0.00
2454 Bayview	305.10	0.00	0.00	305.10	75.00	380.10	0.00	0.00	0.00	305.10	0.00	0.00
30 Hazelton	2,194.22	6,059.63	2,012.58	10,266.42		10,266.42	220.25	243.33	676.67	1,140.60	0.00	109.21
30A Hazelton	2,169.15	0.00	2,012.58	4,181.73		4,181.73	194.83	0.00	676.67	1,140.96	0.00	109.21
24 Cecil	2,352.17	6,446.09	2,012.58	10,810.84		10,810.84	474.50	629.79	676.67	962.62	0.00	109.21
2 Kelvin	2,148.77	6,059.63	2,012.58	10,220.98		10,220.98	220.25	243.33	676.67	1,013.47	0.00	109.21
0 Luttrell	1,694.43	0.00	2,012.58	3,707.01		3,707.01	194.83	0.00	676.67	581.49	0.00	109.21
Total Schedule C	33,072.76	54,923.09	26,163.54	114,159.38	75.00	114,234.38	2,846.43	2,576.40	8,796.71	10,462.11	0.00	1,419.73
Total Fee Allocation	\$ 69,118.11	\$ 55,760.42	\$ 60,377.40	\$ 185,255.92	\$ 225.00	\$ 185,480.92	\$ 13,531.75	\$ 2,576.40	\$ 20,300.10	\$ 17,692.24	\$ 708.51	\$ 3,276.30

Schedule B Companies and Schedule C Properties
 Fee Allocation and Funding Repayment Schedule (HST included)
 January 1 to May 31, 2019

Company	31-Mar-19			30-Apr-19			31-May-19		
	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific	Specific-SI	Specific-GM	Non-Specific
SCHEDULE B COMPANIES									
Ascalon	833.37	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Bannockburn	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Cityview	778.88	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Dewhurst	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Donalda	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Double Rose	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dupont	906.01	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Eddystone	663.87	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Fraser Lands	1,426.62	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Fraser Properties	1,596.12	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Global Mills	663.87	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
Hidden Gem	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Lesliebrook Holdings	790.99	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Lesliebrook Lands	918.12	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Liberty Village Lands	621.49	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Liberty Village Properties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Northern Dancer	0.00	128.82	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Queen's Corner	748.62	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Red Door Developments	736.51	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Red Door Lands	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Richmond Row/165 Bathurst	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Riverdale Mansion	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Royal Agincourt	1,264.00	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Royal Gate Holdings	863.63	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Salmon River Properties	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Skyway	790.99	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Tisdale	1,054.74	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Twin Dragons	1,254.50	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
West Mall	790.99	0.00	143.69	50.85	0.00	98.66	0.00	0.00	984.35
Weston Lands	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Wynford	663.87	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
Total Schedule B	17,367.15	128.82	2,442.73	762.75	0.00	1,677.22	0.00	0.00	16,733.95
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	1,514.36	2,817.47	143.69	1,173.02	941.29	98.66	606.52	2,057.54	984.35
260 Emerson	1,638.49	2,817.47	143.69	603.84	941.29	98.66	606.52	2,057.54	984.35
66 Gerrard	1,132.98	2,817.47	143.69	36.32	941.29	98.66	0.00	2,057.54	984.35
324 Prince Edward	1,599.11	2,817.47	143.69	640.17	941.29	98.66	606.52	2,057.54	984.35
1 William Morgan	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3270 American Drive	1,417.50	2,817.47	143.69	1,167.75	941.29	98.66	606.52	2,057.54	984.35
321 Carlaw	1,087.62	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
346 Jarvis, Unit A	437.87	1,408.73	143.69	18.16	470.65	98.66	0.00	1,028.77	984.35
346 Jarvis, Unit B	437.87	1,408.73	143.69	18.16	470.65	98.66	0.00	1,028.77	984.35
346 Jarvis, Unit E	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
346 Jarvis, Unit F	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2454 Bayview	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
30 Hazelton	833.37	2,817.47	143.69	0.00	941.29	98.66	0.00	2,057.54	984.35
30A Hazelton	833.37	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
24 Cecil	878.73	2,817.47	143.69	36.32	941.29	98.66	0.00	2,057.54	984.35
2 Kelvin	878.73	2,817.47	143.69	36.32	941.29	98.66	0.00	2,057.54	984.35
0 Luttrell	918.12	0.00	143.69	0.00	0.00	98.66	0.00	0.00	984.35
Total Schedule C	13,608.09	25,357.20	1,867.97	3,730.06	8,471.61	1,282.58	2,426.08	18,517.88	12,796.55
Total Fee Allocation	\$ 30,975.24	\$ 25,486.02	\$ 4,310.70	\$ 4,492.81	\$ 8,471.61	\$ 2,959.80	\$ 2,426.08	\$ 18,517.88	\$ 29,530.50

Distribution to Dejong Medicine Corporation for Shareholder Loans

Company	Funds on Hand	Proposed fee allocation	Funds to Distribute
Prince Edward Properties Ltd.	596,500	(11,774)	584,726
St. Clarens Holdings Ltd.	430,000	(11,713)	418,287
Emerson Developments Ltd.	155,700	(12,304)	143,396
Total	1,182,200	(35,791)	1,146,409

Distribution to Dejong Medicine Corporation for Common Shares if no other equity claims are received

Company	Funds on Hand	Proposed fee allocation	Funds to Distribute
United Empire Lands Ltd.	779,800	(11,866)	767,934
Total	779,800	(11,866)	767,934

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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