

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST



THE HONOURABLE MR.
JUSTICE NEWBOULD

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TUESDAY, THE 12th
DAY OF APRIL, 2017

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 April 12, 2017)

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 Forty-Seventh Report of the Manager dated March 21, 2017, the Affidavit of Harlan Schonfeld sworn January 27, 2017, the affidavit of Brian Empey sworn March 9, 2017, and on hearing the submissions of counsel:

1. THIS COURT ORDERS the fees of the Manager in the amount of \$116,848.52 and the fees of the Manager's counsel, Goodmans LLP ("**Goodmans**") in the amount of \$66,766, for the period from October 1, 2016 to December 31, 2016, are hereby approved.

2. THIS COURT ORDERS the allocation of fees incurred by the Manager to the various Schedule "B" Companies and Schedule "C" Properties (the "**Fee Allocation Methodology**") from January 1, 2016 to December 31, 2016 described in the Manager's 47th Report is hereby approved. The Manager is hereby authorized to make payments from the bank accounts maintained in respect of the Schedule "B" Companies and the Schedule "C" Properties in accordance with the Fee Allocation Methodology.

3. THIS COURT ORDERS that the Manager's activities for the period from September 30, 2016 to March 21, 2017, as described in the Manager's 45th Report, 46th Report and 47th Report are hereby approved.

4. THIS COURT ORDERS that the Manager is hereby authorized to make an interim distribution of proceeds as set out in Appendix "A" hereto;

5. THIS COURT ORDERS that the Manager is authorized to make a payment to Canada Revenue Agency ("**CRA**") on behalf of United Empire Lands Ltd. ("**UEL**") in the amount of \$83,651.69 plus interest and costs. For greater certainty, the foregoing payment shall be made using funds held by the Manager on behalf of UEL.

6. THIS COURT ORDERS that the Manager is authorized to make a payment to CRA on behalf of Prince Edward Properties Ltd. ("**Prince Edward**") in the amount of \$9,059.76, plus interest. For greater certainty, the foregoing payment shall be made using funds held by the Manager on behalf of Prince Edward.

7. THIS COURT ORDERS that Florence Leaseholds Limited, Beatrice Leaseholds Limited and Ada Leaseholds Limited provide forthwith a copy of the GST/HST indemnity for self-assessment by the purchaser of the property at 1485 Dupont Street formerly owned by Dupont Developments Ltd.

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



APR 12 2017

PER / PAR:



Appendix "A"

Schedule B - Claims Process - Proposed Payment
as of April 11, 2017

Company	Creditor	Claim Filed		Accepted		Proposed Payment		%
		Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	
Dupont Developments Ltd.	Millwood Management Ltd. Trust		695,698.85		673,198.85		28,653.29	
	Abaco Glass	139,000.00			139,000.00		5,916.24	
	Axon Engineering Inc.		16,950.00		16,950.00		721.44	
	Bousfields Inc.		4,669.42		4,669.42		198.74	
	Cam Moulding & Plastering Ltd.	73,800.30			73,800.30		3,141.15	
	Concrete Evidence		5,464.68		2,627.25		111.82	
	G Line Sun Control		3,440.85		3,440.85		146.45	
	Gentry Environmental Services	269,967.16			269,967.16		11,490.58	
	Goodbye Graffiti Toronto		1,366.40		1,366.40		58.16	
	Ground Force Environmental Inc.		221,904.29		221,904.29		9,444.88	
	Inner Imagination Inc.		2,288.25		2,288.25		97.39	
	Inter-Co Inc.		3,657.81		3,657.81		155.69	
	JB Home Improvement and Roofing		8,814.00		8,814.00		375.15	
	Jedd Jones Architect Ltd,		14,089.15		14,089.15		599.67	
	Lady Bug Pest Control		1,197.80		898.35		38.24	
	Laser Heating & Air Conditioning Inc.	4,788.21			4,788.21		203.80	
	Lennard Commercial Realty		177,736.57		95,252.79		4,054.23	
	M G Pascoe and Associates Ltd		2,361.70		2,361.70		100.52	
	Marsal Fire Protection Services Ltd.		2,938.00		2,938.00		125.05	
	Max the Mutt College		52,031.29		52,031.29		2,214.60	
	Norel Electric		248,631.00		248,631.00		10,582.45	
	Novacore Consulting Group		92,612.80		92,612.80		3,941.87	
	Nova Tox		1,695.00		1,695.00		72.14	
OHE Consultants		29,549.50		29,549.50		1,257.71		
Proteck Roofing & Sheet Metal Inc.		66,103.59		66,103.59		2,813.56		
Signtronix Signs		2,678.10		2,678.10		113.99		
Titan Plumbing Ltd.		84,784.50		84,784.50		3,608.67		
Unistar Stone & Construction		1,469.00		1,469.00		62.52		
		487,555.67	1,742,132.55	0.00	2,121,567.56	0.00	90,300.00	4.3%
Eddystone Place Inc.	Bousfields Inc.		547.10		547.10		55.58	
	Forest Contractors Ltd.		18,560.25		18,560.25		1,885.55	
	Gentry Environmental Services		169,500.00		169,500.00		17,219.59	
	Griffin Centre Mental Health Services		62,886.61		62,886.61		6,388.69	
	Jedd Jones Architect Ltd,		15,800.45		15,800.45		1,605.18	
	Laser Heating & Air Conditioning Inc.	985.13			985.13		100.08	
	Arnolz Zweig as assignee of Malja Renovations		63,926.26		53,926.26		5,478.40	
	ME Engineers		12,622.10		12,622.10		1,282.29	
	MTE Consultants Inc.		148,855.60		91,578.71		9,303.54	
	Norel Electric		22,600.00		22,600.00		2,295.95	
	Optimum Waste & Recycling Systems		714.72		714.72		72.61	
	Perfect Painting and Renovation		18,080.00		18,080.00		1,836.76	
	Rady-Pentek & Edward Surveying Ltd.		4,506.42		4,506.42		457.81	
Stephenson's Rental Services		8,457.83		5,098.59		517.97		
		985.13	547,057.34	0.00	477,406.34	0.00	48,500.00	10.2%
Riverdale Mansion Ltd.	368230 Ontario Ltd.		1,194,527.18		1,194,527.18		40,390.28	
	Adam J. Brown Professional Corporation		4,624.56		3,698.86		125.07	
	Alexander Budrevics		4,822.84		4,822.84		163.07	
	Geo-Logic Inc.		2,373.00		2,373.00		80.24	
	Jedd Jones Architect Ltd,		12,317.00		12,317.00		416.47	
	OHE Consultants		8,638.85		8,638.85		292.10	
	Sandbox Design Management Inc.		11,162.07		11,162.07		377.42	
	Stephenson's Rental Services		477.46		450.46		15.23	
	Unistar Stone & Construction		1,186.50		1,186.50		40.12	
		0.00	1,240,129.46	0.00	1,239,176.76	0.00	41,900.00	3.4%

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

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(Commercial List)

Proceeding commenced at TORONTO

ORDER

(Motion returnable April 12, 2017)

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