

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.
JUSTICE NEWBOULD

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TUESDAY, THE 25TH
DAY OF OCTOBER, 2016

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

(Motion returnable October 25, 2016)

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-Fourth Report of the Manager dated October 13, 2016, the Affidavit of Harlan Schonfeld sworn October 13, 2016, the affidavit of Brian Empey sworn October 13, 2016, and on hearing the submissions of counsel:

1. THIS COURT ORDERS that the fees and disbursements of the Manager for the period from November 2, 2015 to September 30, 2016, in the amount of \$400,651.44 including HST and the fees and disbursements of the Manager's counsel, Goodmans LLP ("Goodmans"), for the period November 2, 2015 to September 30, 2016 in the amount of \$290,703.79 including HST, are hereby approved.

2. THIS COURT ORDERS that the Manager's activities for the period from November 2, 2015 to September 30, 2016, as described in the 37th Report, 38th Report, 39th Report, 40th Report, 41st Report, 42nd Report, 43rd Report and 44th Report, are hereby approved.

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

4. THIS COURT ORDERS that the Manager is hereby authorized to repay legal fees advanced by certain Schedule "B" Companies to pay professional fees incurred by the Manager and Goodmans as set out in Appendix "B" hereto;

5. THIS COURT ORDERS that the Manager is hereby authorized to file corporate income tax returns in respect of the companies that own the Schedule "C" Properties (the "Schedule "C" Companies"); and

6. THIS COURT ORDERS that the Respondents shall provide to the Manager the information requested as set out in Appendix "C" hereto for the purposes of filing the corporate tax returns for the Schedule "C" Companies.

7. THIS COURT HEREBY DECLARES that the tax credit in respect of appeals commenced respecting a property municipally known as 2 Kelvin Avenue, assessment roll number 1904-09-6-340-02700, pursuant to s. 40 of the *Assessment Act*, R.S.O. 1990, c. A.31 for the 2013 and 2014 taxation years in the amount of \$76,093.96 (the "Tax Credit") is properly owing to 6195 Cedar Street Limited.

8. THIS COURT ORDERS that the City of Toronto is hereby authorized and directed to pay the Tax Credit to 6195 Cedar Street Limited.

The Respondents' former accountant, Geoff Crewe, CA, is directed to cooperate to assist in providing the necessary information documents or computer records to the Manager.

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

[Signature]

OCT 27 2016

REP / DAB. *[Signature]*

Appendix "A"

Interim Distributions

Property / Company	Recipient	Distribution Amount
Cityview Industrial Ltd.	Fox Contracting Ltd.	\$ 65,420.38
Cityview Industrial Ltd.	Laser Heating & Air Conditioning Inc.	\$ 14,124.67
Cityview Industrial Ltd.	MHBC Planning Limited	\$ 454.95
3270 American Drive	Applicants	\$ 1,032,000.00
	Total:	\$ 1,112,000.00

Appendix "B"

Repayment of Professional Fees

Company	Amount
Bannockburn Lands Inc.	\$ 300,000.00
Richmond Row Holdings Ltd.	\$ 208,000.00
Donalda Developments Ltd.	\$ 792,687.00
Liberty Village Properties Ltd.	\$ 870,000.00
Total:	\$ 2,170,687.00

APPENDIX "C"

Information Required by the Manager to Prepare and File Tax Returns

1. The Manager requires that the below chart be populated for every company that is Associated (as defined in the *Income Tax Act*) with a Schedule "C" Company for the purposes of the small business deduction. The Manager requires this information for each of 2011, 2012, 2013, 2014 and 2015.

Company	CRA Business Number	Total Assets	Total Revenue	Share Capital	Allocation of Small Business Deduction

2. The Manager also requires a copy of the last T2 filed (if any) for each of the following companies:
 - (a) St. Clarens Holdings Ltd.
 - (b) Emerson Developments Ltd.
 - (c) Gerrard Church 2006 Inc.
 - (d) The Old Apothecary Building Inc.
 - (e) Prince Edward Properties Ltd.
 - (f) William Morgan Lands Ltd.

- (g) Cinderella Productions Inc.
- (h) United Empire Lands Ltd.
- (i) Carlaw Corner Corp.
- (j) 1780355 Ontario Inc.
- (k) Academy Lands Ltd.
- (l) Atala Investments Inc.
- (m) Cecil Lighthouse Ltd.
- (n) 6195 Cedar St. Ltd.
- (o) Bible Hill Holdings Ltd.
- (p) 30A Hazelton Inc.

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

(Motion returnable October 25, 2016)

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