

THE QUEEN'S BENCH
WINNIPEG CENTRE

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.

Applicant

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
BROS. FARM LTD. and EDWIN POTATO GROWERS LTD.**

Respondents

TRUE COPY

APPLICATION UNDER section 207 of *The Corporations Act*, C.C.S.M. c. C225

ORDER

MLT AIKINS LLP

Barristers and Solicitors
3000 – 360 Main Street
Winnipeg, Manitoba R3C 4G1

Jeffrey M. Lee, Q.C./J.J. Burnell

Ph: (306) 975-7136/ (204) 957-4663

Fax: (306) 975-7145/ (204) 957-4285

Email: jmlee@mltaikins.com/jjburnell@mltaikins.com

File No. 56074.8

Box No. 3

THE QUEEN'S BENCH
WINNIPEG CENTRE

THE HONOURABLE)
MR. JUSTICE TOEWS)
) Thursday, the 3rd day of February, 2022

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.

Applicants,

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
BROS. FARM LTD. and EDWIN POTATO GROWERS LTD.**

Respondents.

APPLICATION UNDER section 207 of *The Corporations Act*, C.C.S.M. c. C225

TRUE COPY
ORDER

THIS MOTION, made by Deloitte Restructuring Inc., court-appointed liquidator (the "**Liquidator**") of the assets, undertakings and property of Taylor Bros. Farm Ltd. and Edwin Potato Growers Ltd., (together the "**Companies**"), for an Order approving the Recommended Sales, extending certain time periods, approving certain actions of the Liquidator and other relief was heard this day, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Supplement to the Fourth Report dated August 29, 2018 (the **“Supplement Report”**), the Second Supplement to the Fourth Report dated October 20, 2020 (the **“Second Supplement Report”**), the Fifth Report of the Liquidator dated February 8, 2021 (the **“Fifth Report”**), the Sixth Report of the Liquidator dated January 24, 2022 (the **“Sixth Report”** and together with the Supplement Report, the Second Supplement Report and the Fifth Report, the **“Reports”**) and on hearing the submissions of counsel for the Liquidator, counsel for the Applicants, Lincoln Wolfe, 5606269 Manitoba Ltd. and R.L. Wolfe Ltd. (**“RLW”**), and counsel for the Respondents, Duanne Taylor, 5608067 Manitoba Ltd. and Fat Cat Farms Ltd., no one appearing for any other person, although properly served as appears from the Affidavit of Service of Erin McPhail sworn January 31, 2022.

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials herein is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

LIQUIDATOR’S REPORTS AND ACTIVITIES

2. THIS COURT FURTHER ORDERS that the Reports and the actions and activities of the Liquidator described therein, including the statement of receipts and disbursements are hereby approved.

PROPOSED SALES PROCESS

3. THIS COURT FURTHER ORDERS that the Recommended Sales as recommended by the Liquidator and described in paragraph 39 of the Sixth Report shall be and are hereby approved and the Liquidator is further hereby authorized and directed to take such steps as may be necessary or desirable for the completion of the Recommended Sales.

4. THIS COURT ORDERS that in furtherance of the approvals of the Recommended Sales, that on the delivery of a Liquidator's Certificate to RLW substantially in the same form attached as Appendix "1" hereto confirming the transaction contemplated by the Recommended Sales with respect to the FCF Award and BTW Claim (as respectively defined in paragraphs 39(a) and (c) of the Sixth Report) have been completed to the satisfaction of the Liquidator, all of the Liquidator and TBF's right, title and interest in and to the FCF Award and the BTW Claim shall vest absolutely in RLW, 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), liens, executions, 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 "**BTW Claim and FCF Award Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Toews dated Feb 2 / 20 22 v.t. ***, and (ii) all charges,

security interests or claims evidenced by registrations pursuant to *The Personal Property Security Act* (Manitoba) or any other personal property registry system.

5. THIS COURT ORDERS that in furtherance of the approvals of the Recommended Sales, that on the delivery of a Liquidator's Certificate to Northern Sunshine Farms (Manitoba) Ltd. ("**NSF**") substantially in the same form attached as Appendix "2" hereto confirming the transaction contemplated by the Recommended Sales with respect to the NSF Action (as defined in paragraph 39(b) of the Sixth Report) has been completed to the satisfaction of the Liquidator, all of the Liquidator and TBF's right, title and interest in and to the NSF Action shall vest absolutely in NSF, 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), liens, executions, 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 "**NSF Action Claims**", and together with the BTW Claim and FCF Award Claims, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Toews dated ^{Feb 3/2022 JT.} ~~***~~, and (ii) all charges, security interests or claims evidenced by registrations pursuant to *The Personal Property Security Act* (Manitoba) or any other personal property registry system.

6. THIS COURT ORDERS that for the purposes of determining the nature and priority of claims, the net proceeds from the Recommended Sales shall stand in the place and stead of the FCF Award, NSF Action and BTW Claim (the "**Purchased Assets**"), and that from and after the delivery of the Liquidator's Certificate all claims and encumbrances

shall attach to the net proceeds from the Recommended Sales of the respective Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

7. THIS COURT ORDERS AND DIRECTS the Liquidator to file with the Court copies of all Liquidator's Certificates, 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 TBF or EPG and any bankruptcy order issued pursuant to any such applications; and
- c. any assignment in bankruptcy made in respect of TBF or EPG;

the vesting of any of the FCF Award, NSF Action or BTW Claim in RLW and NSF, respectively pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of TBF or EPG and shall not be void or voidable by creditors of either TBF or EPG, nor shall it constitute nor be deemed to be a 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.

THE CORPORATIONS ACT

9. THIS COURT FURTHER ORDERS that the delivery by the Liquidator of the Liquidator's Statement of Receipts and Disbursements attached as Appendix "U" to the Sixth Report shall be and is hereby deemed to constitute satisfactory compliance by the Liquidator with the requirements of section 214(h) of *The Corporations Act*, CCSM c. 225 (the "**Corporations Act**") with respect to preparation and delivery of financial statements for the Companies.

10. THIS COURT FURTHER ORDERS that paragraph 5 of this Honourable Court's Order dated August 31, 2018 be and is hereby amended to extend the time period within which the Liquidator shall be required to apply to Court for approval of its final accounts pursuant to section 216(2) of the Corporations Act to a date within ten (10) business days following the date on which all appeals in these proceedings have been fully determined.

LIQUIDATOR'S FEES AND DISBURSEMENTS

11. THIS COURT FURTHER ORDERS that the fees and disbursements of the Liquidator for the period of time from August 23, 2018 to January 13, 2022, the fees and disbursements of its legal counsel for the period of time from July 31, 2018 to December 21, 2021, and the fees and disbursements of the Claims Officer engaged with respect to the claims process of EPG in accordance with the Order dated November 21, 2017, and amended by the Order dated May 28, 2018 for the period of time from August 31, 2020 to June 14, 2021 (all as more particularly described in paragraphs 46 – 53 and Appendices Q, R and S of the Sixth Report) shall be and are hereby approved.

February 3rd, 2022

TOEWS, J.

CONSENT AS TO FORM: *dispensed with Feb 3/2022*

PITBLADO LLP

UT 102015

Per: _____
Catherine Howden
Lawyers for Pitblado LLP

CONSENT AS TO FORM:

FAST TRIPPIER CLUNIE WITTMAN LLP

Per: _____
Faron J. Trippier
Lawyers for Duanne Taylor, 5608067 Manitoba Ltd. and Fat Cat Farms Ltd.

CONSENT AS TO FORM:

THOMPSON DORFMAN SWEATMAN LLP

Per: _____
Ross A. McFadyen
Lawyers for Lincoln Wolfe, 5606269 Manitoba Ltd. and R.L. Wolfe Ltd.

UT.

THE QUEEN'S BENCH
WINNIPEG CENTRE

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.

Applicants,

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
BROS. FARM LTD. and EDWIN POTATO GROWERS LTD.**

Respondents.

LIQUIDATOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Toews of the Manitoba Court of Queen's Bench (the "**Court**") dated April 28, 2017 Deloitte Restructuring Inc. was appointed the Liquidator (the "**Liquidator**") of the undertaking, property and assets of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**").

B. Pursuant to an Order of the Court dated ^{FEB 3 VT.} ***, 2022, the Court approved the sale of the FCF Award and the BTW Claim (the "**Purchased Assets**") between the Liquidator and R.L. Wolfe Ltd. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Liquidator and TBF's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Liquidator to the Purchaser of a certificate confirming the transactions contemplated by

VT.

Appendix "1"

the Recommended Sales with respect to the Purchased Assets (the "**Transaction**") has been completed to the satisfaction of the Liquidator.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sixth Report of the Liquidator dated January 24, 2022.

THE LIQUIDATOR CERTIFIES the following:

1. The Transaction has been completed to the satisfaction of the Liquidator.

This Certificate was delivered by the Liquidator at [TIME] on [DATE].

DELOITTE RESTRUCTURING INC.

Per: _____

Name:
Title:

NT.

THE QUEEN'S BENCH
WINNIPEG CENTRE

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.

Applicants,

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
BROS. FARM LTD. and EDWIN POTATO GROWERS LTD.**

Respondents.

LIQUIDATOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Toews of the Manitoba Court of Queen's Bench (the "**Court**") dated April 28, 2017 Deloitte Restructuring Inc. was appointed the Liquidator (the "**Liquidator**") of the undertaking, property and assets of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**").

B. Pursuant to an Order of the Court dated ^{Feb 3 JT} ***, 2022, the Court approved the sales of the NSF Action (the "**Purchased Asset**") between the Liquidator and Northern Sunshine Farms (Manitoba) Ltd. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Liquidator and TBF's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Liquidator to the Purchaser of a certificate confirming the transactions contemplated by

JT.

Appendix 2

the Recommended Sales with respect to the Purchased Asset (the "**Transaction**") has been completed to the satisfaction of the Liquidator.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sixth Report of the Liquidator dated January 24, 2022.

THE LIQUIDATOR CERTIFIES the following:

1. The Transaction has been completed to the satisfaction of the Liquidator.

This Certificate was delivered by the Liquidator at [TIME] on [DATE].

DELOITTE RESTRUCTURING INC.

Per: _____

Name:
Title:

UT.