

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.,

Applicants,

- and -

**DUANNE TAYLOR and 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

MLT Aikins LLP

Barristers and Solicitors
3000 -360 Main Street
Winnipeg, MB R3C 4G1

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

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

Fax: (306) 975-7145 / (204) 957-0840

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

File No. 0056074.00008

Box No. 3

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE MR.)

WEDNESDAY, THE 9TH

JUSTICE TOEWS)

DAY OF NOVEMBER, 2022

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.,

Applicants,

- and -

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

Respondents.

TRUE COPY

DISCHARGE ORDER

THIS MOTION, made by Deloitte Restructuring Inc. ("**Deloitte**") in its capacity as the Court-appointed liquidator (the "**Liquidator**") of the assets, undertakings and property (the "**Property**") of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**") (together the "**Companies**"), for an Order discharging the Liquidator and other relief was heard this day at the Law Courts, 408 York Avenue, Winnipeg, Manitoba.

ON READING the Seventh Report of the Liquidator dated August 18, 2022 (the "**Seventh Report**"), and on hearing the submissions of counsel for the Liquidator, counsel for the Applicants and R.L. Wolfe Ltd., counsel for the Respondents, ~~and counsel for Pitblado LLP~~, no one else appearing although served as evidenced by the Affidavit of ~~[NAME]~~ sworn [DATE], filed:

Lila Alnadi October 26, 2022:

1. THIS COURT ORDERS that capitalized terms not otherwise specifically defined herein shall have the meaning ascribed thereto in the Seventh Report.

2. THIS COURT ORDERS that the Seventh Report and the activities and actions of the Liquidator as described therein, including the Liquidator's Statement of Receipts and Disbursements for the period of January 22, 2022 to August 8, 2022 are hereby approved.
3. THIS COURT ORDERS, AUTHORIZES AND DIRECTS that the Liquidator shall holdback \$80,000 (the "**Liquidator's Holdback**") in order to complete the administration of the EPG and TBF estates.
4. THIS COURT ORDERS AND DIRECTS that upon this order being final, the Liquidator shall make distributions as set out and described in paragraphs 20 and 23 of the Seventh Report (the "**Proposed Distributions**"), after retention of the Liquidator's Holdback.
5. THIS COURT ORDERS, AUTHORIZES AND DIRECTS the Liquidator to prepare and execute an irrevocable assignment (the "**Assignment**") to R.L. Wolfe Ltd. ("**RLW**") of the Liquidator's and TBF's right, title and interest in or to the class action commenced in The Court of Queen's Bench, Winnipeg Centre against The Government of Manitoba in Suit No. CI13-01-82597 (the "**Class Action**") on the condition that any funds received shall correspondingly reduce RLW's secured debt in respect of TBF.
6. THIS COURT ORDERS, AUTHORIZES AND DIRECTS the Liquidator to prepare and execute a further irrevocable assignment (the "**Costs Assignment**") to RLW of the Liquidator's and TBF's right, title and interest in or to the costs awards made in favour of the Liquidation estate in these proceedings as against the Respondents, Duanne Taylor and 5608067 Manitoba Ltd. on the condition that any funds received shall correspondingly reduce RLW's secured debt in respect of TBF.
7. THIS COURT DIRECTS the Liquidator to transfer digital copies of the documents and records of the Companies (the "**Records**") to counsel for Lincoln Wolfe and

Duanne Taylor and upon such transfer permitting the Liquidator to destroy all Records.

8. THIS COURT ORDERS AND DIRECTS that the Liquidator take no further steps pursuant to *The Corporations Act*, C.C.S.M. c. C225 with respect to these proceedings.
9. THIS COURT ORDERS that the fees and disbursements of the Liquidator for the period of January 14, 2022 to August 3, 2022, the fees and disbursements of its legal counsel for the period of December 16, 2021 to July 31, 2022, the Estimated Liquidator Fees and the Estimated Legal Fees (all of such professional fees and disbursements hereinafter collectively described as the “**Professional Fees and Disbursements**”), are hereby approved.
10. THIS COURT ORDERS that upon the completion of the matters set out above in paragraphs 3 to 6 hereof, the Liquidator paying the balance of the Liquidator’s Holdback to RLW and upon the Liquidator filing a certificate substantially in the form attached hereto as **Schedule A** to this Order (the “**Liquidator’s Certificate**”) certifying that it has completed all such matters, the Liquidator shall be discharged as Liquidator of the Property of the Companies; provided however, that notwithstanding its discharge the Liquidator shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of Deloitte in its capacity as Liquidator.
11. THIS COURT ORDERS AND DECLARES that Deloitte is hereby released and discharged from any and all liability that Deloitte now has or may hereafter have by reason of, or in any way arising out of, the acts and/or omissions of Deloitte while acting in its capacity as Liquidator herein, save and except for any gross negligence or willful misconduct on the Liquidator’s part.
12. THIS COURT ORDERS AND DECLARES that no action or other proceeding shall be commenced against the Liquidator, including its officers, directors, employees, solicitors and agents and assigns in any way arising from or related to its capacity

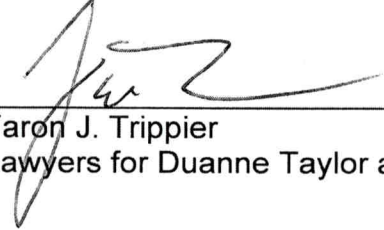
or conduct as Liquidator, except with prior leave of this Court on notice to the Liquidator, and upon such terms as this Court may direct.

Nov 9, 2022

J Toews
TOEWS, J.


CONSENT AS TO FORM:

FAST TRIPPIER CLUNIE WITTMAN LLP

Per: 
Faron J. Trippier
Lawyers for Duanne Taylor and 5608067 Manitoba Ltd.

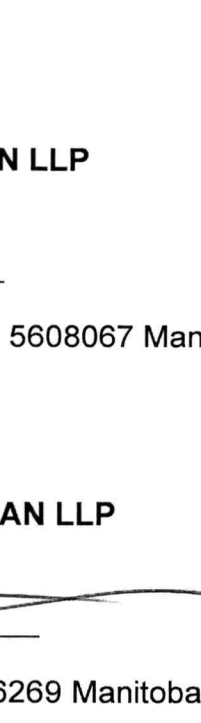
CONSENT AS TO FORM:

THOMPSON DORFMAN SWEATMAN LLP

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

CONSENT AS TO FORM:

PITBLADO LLP


Per: _____
Catherine Howden
Lawyers for Pitblado LLP

SCHEDULE A

File No. CI 15-01-97066

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.,

Applicants,

- and -

**DUANNE TAYLOR and 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

LIQUIDATOR'S DISCHARGE CERTIFICATE

A. Deloitte Restructuring Inc. was appointed Liquidator, without security, of the assets, undertakings and property of Taylor Bros. Farm Ltd. and Edwin Potato Growers Ltd. pursuant to an Order of the Court of Queen's Bench dated April 28, 2017 (the "**Liquidation Order**");

B. Unless otherwise indicated the Liquidator's Certificate shall have the same meaning as given to it in the Discharge Order of this Court pronounced November 9, 2022 (the "**Discharge Order**").

C. Pursuant to the Discharge Order, the Liquidator has completed the matters set out in paragraphs 3-6 of the Discharge Order and has paid the balance of the Liquidator's Holdback to RLW, as directed in the Discharge Order;

THE LIQUIDATOR CERTIFIES that as directed in the Discharge Order:

1. The Liquidator held back \$80,000 in order to complete the administration of the EPG and TBF estates;
2. The Liquidator made the Proposed Distributions after retention of the Liquidator's Holdback;
3. The Liquidator prepared and executed the Costs Assignment to RLW of the Liquidator's and TBF's right, title and interest in or to the costs awards made in favour of the Liquidation estate in these proceedings as against the Respondents, Duanne Taylor and 5608067 Manitoba Ltd. on the condition that any funds received shall correspondingly reduce RLW's secured debt in respect of TBF;
4. The Liquidator prepared and executed the Assignment to RLW of the Liquidator's and TBF's right, title and interest in or to the Class Action on the condition that any funds received shall correspondingly reduce RLW's secured debt in respect of TBF;
5. The Liquidator transferred digital copies of the Records to counsel for Lincoln Wolfe and Duanne Taylor; and
6. The Liquidator has paid the balance of the Liquidator's Holdback to RLW.

DATED at _____, Manitoba, this ____ day of _____, 2022.

Deloitte Restructuring Inc. in its capacity as Liquidator
of Taylor Bros. Farm Ltd. and Edwin Potato Growers
Ltd.

Per: _____

Name:

Title: