

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.

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

NOTICE OF MOTION
HEARING DATE: Monday, May 28, 2018 at 9:00 AM
BEFORE THE HONOURABLE MR. JUSTICE TOEWS

MLT AIKINS LLP
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File No. 56074.8/ 1702089

Box No. 3

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NOTICE OF MOTION

Deloitte Restructuring Inc., court-appointed liquidator (the "**Liquidator**") of the assets, undertakings and property (collectively, the "**Property**") of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**") (together the "**Companies**"), will make a motion before the Honourable Mr. Justice Toews on Monday, the 28th day of May, 2018 at 9 o'clock in the forenoon or as soon after that time as the motion can be heard, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

THE MOTION IS FOR:

1. An Order substantially in the form of the draft order attached as Schedule "A",
inter alia:
 - a. Abridging the time for service of the Notice of Motion and materials filed in support of this motion, such that this motion is properly returnable on May 28, 2018 at 9:00 AM, and dispensing with further service thereof;

- i. b. Amending paragraph 17 of this Honourable Court's Order dated April 13, 2018 ("**Sale Approval Order**") to extend to August 31, 2018 the time period within which the Liquidator shall be required to apply to Court for approval of its final accounts and for an order permitting it to distribute in money or in kind the remaining property of each of the Companies to their respective shareholders according to their respective rights pursuant to section 216(2) of *The Corporations Act*;

- c. Ordering that the delivery by the Liquidator of the Liquidator's Statement of Receipts and Disbursements attached as Exhibits "M" and "N" to the Third Report of the Liquidator shall be deemed to constitute satisfactory compliance by the Liquidator with the requirements of section 214(h) of *The Corporations Act* with respect to preparation and delivery of financial statements for EPG;

- d. Approving the reported actions of the Liquidator to date in respect of administering these liquidation proceedings and approving the Liquidator's Third Report dated May 18, 2018 ("**Third Report**"), including the statements of receipts and disbursements contained in the Third Report and the activities of the Liquidator described therein.

- e. Approving the fees and disbursements of the Liquidator for the period of April 28, 2017 (the "**Date of Appointment**") to April 27, 2018, and the fees and disbursements of

its legal counsel for the period commencing on the Date of Appointment to March 31, 2018.

2. Such further and other relief as the Honourable Court may deem just.

THE GROUNDS FOR THIS MOTION ARE:

Background

1. By means of the Order (Appointing Liquidator) of the Honourable Mr. Justice Toews pronounced in these proceedings on April 28, 2017 (the "**Liquidation Order**"), Deloitte Restructuring Inc. was appointed Liquidator of the Property.

2. By Order dated November 21, 2017 (the "**Sales Process Order**") this Honourable Court approved the Liquidation Plan and the Proposed Sales Process (together the "**Sale Process**") and authorized the Liquidator to implement same.

3. The Liquidator conducted the Court-approved Sale Process in accordance with its terms and in accordance with the Sales Process Order, and the Sale Process resulted in the Liquidator entering into certain asset purchase agreements with Wolfe Land and Equipment Ltd. ("**Wolfe Land**") and Beaver Creek Holding Co. Ltd. ("**Beaver Creek**") (collectively the "**APAs**").

4. Pursuant to the Sale Approval Order, this Honourable Court approved the respective sales under the APAs and ordered that the assets sold thereunder vest in the respective purchasers.

5. The sales under the APAs to each of Wolfe Land and Beaver Creek closed on April 16, 2018 and April 17, 2018 respectively.

The Corporations Act

6. TBF is insolvent and the Liquidator intends to assign TBF into bankruptcy and to seek its discharge as Liquidator of TBF and accordingly reporting for TBF pursuant to sections 214(h) and 216(2) of the Corporations Act will not be required.

7. The Claims Process for EPG is not yet complete.

8. Sections 214(h) and 216(2) of the Corporations Act.

Liquidator's Report and Activities

9. An Order approving the activities of the Liquidator to date in respect of administering these liquidation proceedings and approving the Liquidator's statements of receipts and disbursements contained in the Liquidator's Third Report is necessary, appropriate and in accordance with the standard practice of this Court in Court-supervised liquidation proceedings.

10. Paragraph 16 of the Liquidation Order provides that the Liquidator and its legal counsel shall pass their accounts from time to time.

11. *Queen's Bench Rules*, Man. Reg. 553/88, as amended, Rules 2.03, 3.02, 16 and 37

12. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The First Report of the Liquidator dated October 31, 2017;
2. The First Confidential Report of the Liquidator dated October 31, 2017;
3. The Second Report of the Liquidator dated March 26, 2018;
4. The Second Confidential Report of the Liquidator dated March 26, 2018;
5. The Supplement to the Second Report of the Liquidator dated March 29, 2018;
6. The Liquidator's Certificate (Wolfe Land Purchaser), filed April 16, 2018;
7. The Liquidator's Certificate (Beaver Creek Purchaser), filed April 17, 2018;
8. The Third Report of the Liquidator dated May 18, 2018, to be filed; and
9. Such further and other evidence as counsel may advise and this Honourable Court may permit.

May ____, 2018

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TO: The Attached Service List

Schedule "A"

File No. CI 15-01-97066

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WINNIPEG CENTRE**

BETWEEN:

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Applicant

-and-

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THE HONOURABLE)
MR. JUSTICE TOEWS) Monday, the 28th day of May, 2018
)

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-and-

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

ORDER

THIS MOTION, made by Deloitte Restructuring Inc., court-appointed liquidator (the "**Liquidator**") of the assets, undertakings and property of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**"), (together the "**Companies**"), for an Order 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 First Report of the Liquidator dated October 31, 2017, the First Confidential Report of the Liquidator dated October 31, 2017, the Second Report of the Liquidator dated March 26, 2018, the Second Confidential Report of the Liquidator dated March 26, 2018, the Supplement to the Second Report of the Liquidator dated March 29, 2018, the Certificate of Liquidator for the Beaver Creek transaction, the Certificate of the Liquidator for the Wolfe Land transaction, the Third Report of the Liquidator dated May 18, 2018, and on hearing the submissions of counsel for the Liquidator, no one appearing for any other person, although properly served as appears from the Affidavit of service of Samantha Dunn sworn May ___, 2018.

SERVICE

1. THIS COURT FURTHER 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.

THE CORPORATIONS ACT

2. THIS COURT ORDERS that paragraph 17 of this Honourable Court's Order dated April 13, 2018 (Sale Approval Order) shall be and is hereby amended to extend to August 31, 2018 the time period within which the Liquidator shall be required to apply to Court for approval of its final accounts and for an order permitting it to distribute in money or in kind the remaining property of each of the Companies to their respective shareholders according to their respective rights pursuant to section 216(2) of the Corporations Act.

3. THIS COURT ORDERS that the delivery by the Liquidator of the Liquidator's Statement of Receipts and Disbursements attached as Exhibits "M" and "N" to the Third Report of the Liquidator dated May 18, 2018 shall be and is hereby deemed to constitute satisfactory compliance by the Liquidator with the requirements of section 214(h) of The Corporations Act with respect to preparation and delivery of financial statements for EPG.

i. ;

LIQUIDATOR'S REPORT

4. THIS COURT FURTHER ORDERS that the reported actions of the Liquidator to date in respect of administering these liquidation proceedings and the Liquidator's Third Report dated May 18, 2018 ("**Third Report**"), including the statement of receipts and disbursements contained in the Third Report and the activities of the Liquidator described therein, shall be and is hereby approved.

LIQUIDATOR'S FEES AND DISBURSEMENTS

5. THIS COURT FURTHER ORDERS that the fees and disbursements of the Liquidator for the period of April 28, 2017 (the "**Date of Appointment**") to April 27, 2018, and the fees and disbursements of its legal counsel for the period commencing on the Date of Appointment to March 31, 2018 shall be and are hereby approved.

May ____, 2018

TOEWS, J.

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Applicants,

-and-

**DUANNE TAYLOR, 5608067 MANITOBA LTD., TAYLOR
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Respondents.

**SERVICE LIST
AS AT MARCH 27, 2018**

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Respondents.

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DELOITTE RESTRUCTURING INC. 360 Main Street, Suite 2300 Winnipeg, MB R3C 3Z3			Liquidator
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