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File No. CI 15-01-97066

**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

TRUE COPY SUPPLEMENTAL ORDER

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File No. 56074.8/ 1702089

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THE QUEEN'S BENCH
WINNIPEG CENTRE

THE HONOURABLE)
MR. JUSTICE TOEWS)
)

Tuesday, the 25th day of September, 2018

BETWEEN:

LINCOLN WOLFE and 5606269 MANITOBA LTD.

Applicants,

-and-

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

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TRUE COPY
SUPPLEMENTAL ORDER

ON August 31, 2018, this Honourable Court pronounced an Order (the "**Distribution Order**") authorizing Deloitte Restructuring Inc., Court appointed liquidator (the "**Liquidator**") to distribute certain funds in respect of the assets, undertakings and property of Taylor Bros. Farm Ltd. ("**TBF**") and Edwin Potato Growers Ltd. ("**EPG**"), (together the "**Companies**"). While in attendance before this Honourable Court on this day, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba, to settle the terms of an Order (the "**Reallocation Order**") also pronounced on August 31, 2018 respecting the reallocation of certain funds by the Liquidator between TBF and EPG, this Court made an Order Supplemental to the Distribution Order and the Reallocation

Order and directed the Liquidator to make certain distributions notwithstanding that the appeal period under the Distribution Order had not expired.

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 the Liquidator for the Wolfe Land and Equipment Ltd. transaction, the Certificate of the Liquidator for the Beaver Creek Holding Co. Ltd. transaction, the Third Report of the Liquidator dated May 18, 2018, the Fourth Report of the Liquidator dated August 27, 2018, the Supplement to the Fourth Report of the Liquidator dated August 29, 2018, and on hearing the submissions of counsel for the Liquidator, counsel for the Applicants, Lincoln Wolfe, 5606269 Manitoba Ltd. and R.L. Wolfe Ltd. ("**RL Wolfe**"), counsel for the Respondents, Duanne Taylor and 5608067 Manitoba Ltd. and Fat Cat Farms Ltd., counsel for Pitblado LLP ("**Pitblado**") and counsel for Gerald and Martha Weibe (together "**the Wiebes**"), no one appearing for any other person.

1. THIS COURT ORDERS that notwithstanding the appeal periods in respect of the Distribution Order and the Reallocation Order have not expired, the Liquidator is directed to make distributions, in accordance with the terms of the Distribution Order and the Reallocation Order, to counsel for the Wiebes, counsel for Pitblado, and counsel for RL Wolfe.

2. THIS COURT FURTHER ORDERS that the said distributions shall be held in trust by counsel for the Wiebes, counsel for Pitblado, and counsel for RL Wolfe pending further Order of this Court, Order of the Court of Appeal, or agreement between the Liquidator on the first part, counsel for the Respondents, Duanne Taylor and 5608067 Manitoba Ltd. and Fat Cat Farms Ltd. on the second part, and counsel for the Wiebes, counsel for Pitblado or counsel for RL Wolfe, as the case may be, on the third part.

September 28, 2018

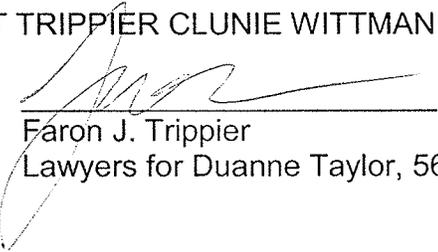


TOEWS, J.

CONSENT AS TO FORM:

FAST TRIPPIER CLUNIE WITTMAN SANTOS 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 McFadyen

Lawyers for Lincoln Wolfe, 5606269 Manitoba Ltd., and R.L. Wolfe Ltd.

CONSENT AS TO FORM:

PITBLADO LLP

Per:



Thomas Turner
Lawyers for Pitblado LLP

CONSENT AS TO FORM:

BOUDREAU LAW

Per:

J.R. Norman Boudreau
Lawyers for Gerald Wiebe and Martha Wiebe