

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE )  
JUSTICE *Ms. C. Taylor* )

THURSDAY, THE 14<sup>TH</sup> DAY  
OF FEBRUARY, 2019

BETWEEN:

**WEIWEI GAO**

Applicants

- and -

**WG VINEYARD NIAGARA INC. and WG DOMAINE NIAGARA INC.**

Respondents

**ORDER**

**THIS MOTION**, made by MNP Ltd. in its capacity as the Court-appointed liquidator (the "**Liquidator**") of the undertaking, property and assets of WG Vineyard Niagara Inc. ("**WG Vineyard**") and WG Domaine Niagara Inc. ("**WG Domaine**" and together with WG Vineyard, the "**Companies**" or the "**Respondents**") for an order, *inter alia*, approving the Liquidator's activities, fees and disbursements was heard this day at 85 Frederick Street, Kitchener, Ontario.

**ON READING** the Notice of Motion of the Liquidator, the Second Report of the Liquidator dated February 7, 2019 (the "**Second Report**"), including the Affidavit of Sheldon Title, sworn February 7, 2018 and R. Brendan Bissell, sworn February 7, 2019 (collectively, the "**Fee Affidavits**"), and the Supplemental Report to the Second Report dated February 13, 2019 (the "**Supplemental Report**", collectively with the Second Report the "**Reports**"), filed, and on hearing the submissions of counsel for the Liquidator, no one else appearing although duly served as appears from the Affidavits of Service of R. Brendan Bissell, sworn February 8, 2019 and Katie Parent sworn February 13, 2019, filed:

## **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record, the Second Report and the Supplemental Report is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

## **APPROVAL OF LIQUIDATOR'S REPORTS, ACTIVITIES AND FEES**

2. **THIS COURT ORDERS** that the Reports and the activities described in such Reports be and are hereby approved.

3. **THIS COURT ORDERS** that the professional fees and disbursements of the Liquidator in the amount of \$74,716.82 as set out in the Fee Affidavits be and are hereby approved.

4. **THIS COURT ORDERS** that the professional fees and disbursements of Goldman Sloan Nash & Haber LLP, legal counsel of the Liquidator, in the amount of \$42,660.19 as set out in the Fee Affidavits be and are hereby approved.

## **SEALING**

5. **THIS COURT ORDERS** that Confidential Appendices A, B, C, D, E and F to the Second Report be and hereby are sealed pending the closing of the transaction to sell the property located at 1123 Four Mile Creek Road, Niagara-on-the-Lake, Ontario and the filing of a Liquidator's Certificate.

## **INTERIM DISTRIBUTION**

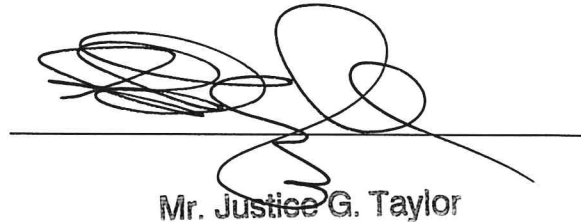
6. **THIS COURT ORDERS** that the Liquidator be and hereby is authorized to distribute the following funds:

- a) \$750,000.00 to Sunnyways Investment Inc. ("**Sunnyways**") as payment of the principal amounts secured by the mortgage granted by WG Domaine Niagara Inc. to Sunnyways payable forthwith; and
- b) \$1,500,000 to Sunnyways as payment of the principal amounts secured by the mortgage granted by WG Vineyard Niagara Inc. to Sunnyways payable upon the closing of the sale of the property located at 1123 Four Mile Creek Road.

7. **THIS COURT ORDERS** that the Liquidator shall not distribute further funds to creditors or stakeholders without either further court order or the consent of the shareholders of the Respondents.

**GENERAL**

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, or any other jurisdiction, to give effect to this Order and to assist the Applicant, the Liquidator and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Liquidator in any foreign proceeding, or to assist the Applicant and the Liquidator and their respective agents in carrying out the terms of this Order.



Mr. Justice G. Taylor

ENTERED AT KITCHENER  
in Book No. 12  
as Document No. 300  
on FEB 14 2019  
by Lori Kowalski

**WEIWEI GAO**  
Applicant

- and -

**WG VINEYARD NIAGARA INC. et al**  
Respondents

**Court File No. C-100/18**

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**

Proceedings commenced at Kitchener

**ORDER**

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Lawyers for MNP Ltd. in its capacity as the court appointed liquidator of WG Vineyard Niagara Inc. and WG Domaine Niagara Inc.