

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE *MR.* ) WEDNESDAY, THE 27<sup>th</sup> DAY  
JUSTICE *TAYLOR.* ) OF JUNE, 2018

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*, authorizing the Liquidator to enter into a listing agreement with Colliers International Niagara Ltd. with respect to the Four Mile Creek Property (as defined below) and 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 First Report of the Liquidator dated June 15, 2018 (the “First Report”), including the Affidavit of Matthew Lem, sworn June 14, 2018 and R. Brendan Bissell, sworn June 14, 2018 (collectively, the “Fee Affidavits”), filed, and on hearing the submissions of counsel for the Liquidator, no one else appearing although duly served as appears from the Affidavit of Service of R. Brendan Bissell sworn June 19, 2018, filed:

## **SERVICE**

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

## **FOUR MILE CREEK PROPERTY**

2. **THIS COURT ORDERS** that the Liquidator is authorized to enter into a listing agreement with Colliers International Niagara Ltd. in respect of the property located at 1123 Four Mile Creek Road, Niagara-on-the-Lake, Ontario (the “**Four Mile Creek Property**”).

3. **THIS COURT ORDERS** that the Liquidator’s proposed realization strategy for the Four Mile Creek Property as set out in the First Report and more particularly described in Schedule “A” be and is hereby approved.

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

4. **THIS COURT ORDERS** that the First Report and the activities described in such report be and are hereby approved.

5. **THIS COURT ORDERS** that the professional fees and disbursements of the Liquidator in the amount of \$68,827.37 as set out in the Fee Affidavits be and are hereby approved.

6. **THIS COURT ORDERS** that the professional fees and disbursements of Goldman Sloan Nash & Haber LLP, legal counsel of the Liquidator, in the amount of \$16,341.95 as set out in the Fee Affidavits be and are hereby approved.

7. **THIS COURT ORDERS** that paragraph 15 of Order of the Honourable Justice Sloan, dated March 27, 2018, be amended to provide that the Liquidator’s Charge shall:

- (a) For the first \$100,000, rank in priority to all security interests, trusts, liens, charges encumbrances, statutory or otherwise, in favour of any person; and
- (b) For amounts greater than \$100,000, the Liquidator’s Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in

priority to any valid and enforceable security interests registered against the Property in favour of Persons not related to, or not dealing at arm's length with, Vineyard and Domaine as of the date of this Order.

## SEALING

8. **THIS COURT ORDERS** that Confidential Appendices A and B to the First Report be and hereby are sealed pending the closing of a transaction to sell the Four Mile Creek Property and the filing of a Liquidator's Certificate.


## SERVICE AND NOTICE

9. **THIS COURT ORDERS** that the E-Service Protocol of the Superior Court of Justice Commercial List (the "**Protocol**") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL <https://mnpdebt.ca/en/corporate/engagements/wg-vineyard-niagara-inc-and-wg-domaine-niagara-inc>.

10. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Liquidator is at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Respondents creditors or other interested parties at their respective addresses as last shown on the records of the Respondents and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

**GENERAL**

11. **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.



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Mr. Justice G. Taylor

ENTERED AT KITCHENER
in Book No. 5C
As Document No. 1074
on JUN 27 2013
by Ingrid Peters

[6]

3. At Colliers' recommendation, it is contemplated that the Liquidator would offer the Four Mile Creek Property for sale with a suggested asking price range of \$2,500,000 to \$2,750,000, utilizing the Multiple Listing Service.
4. The Liquidator, with Colliers' assistance, will review and assess the bids received during the Marketing Process.
5. The Liquidator will then look to enter into a binding agreement of purchase and sale for the Four Mile Creek Property, which it will present to this Court for approval, along with a reporting of the results of the Marketing Process.

**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 Domain Niagara Inc.