

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *MADAM*)
)
JUSTICE *DIETRICH*)

TUESDAY , THE 16th
DAY OF JULY 2019

B E T W E E N:



MICHAEL RICHARD WEIR

Applicant

- and -

MIKE WEIR WINE INC.

Respondent

FEE APPROVAL, DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION, made by BDO Canada Limited (“**BDO**”) in its capacity as the Court-Appointed receiver and manager (the “**Receiver**”) of the undertaking, property and assets of Mike Weir Wine Inc. (the “**Debtor**”) for an order (i) approving the activities of the Receiver as set out in the First Report and as supplemented by the Confidential Supplemental Report of the Receiver, dated July 8, 2019 (the “**First Report**”); (ii) approving the fees and disbursements of the Receiver and its counsel; (iii) approving the distribution of the sale proceeds as described in the First Report; and (iv) discharging BDO as Receiver of the Debtor; was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report and the affidavits of the Receiver and its counsel as to fees *BS Royal Bank of Canada and the Applicant* (the “**Fee Affidavits**”) and on hearing the submissions of counsel for the Receiver, *no one else* *BS*

appearing for any other person on the service list, although properly served as appears from the affidavit of Christel Paul sworn July 8, 2019, filed:

1. THIS COURT ORDERS that the First Report and the activities of the Receiver, as set out in the First Report, are hereby approved.
2. THIS COURT ORDERS that the interim statement of receipts and disbursements of the Receiver attached as Appendix "G" to the First Report is hereby approved.
3. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the First Report and the Fee Affidavits, are hereby approved.
4. THIS COURT ORDERS that the following distributions be and are hereby approved and the Receiver is authorized to make the following distributions (the "**Distributions**"):
 - (a) Repay the outstanding Receiver's certificates;
 - (b) Pay the outstanding property taxes;
 - (c) Pay the real estate commissions;
 - (d) Pay the Receiver's fees and the Receiver's counsel's fees;
 - (e) Pay the outstanding balance of the lease on the leased tractor trailer to John Deere Financial Inc. ("**John Deere**");
 - (f) Pay the amount owing under the RBC mortgage to the date of distribution to RBC including interest and costs; and,


- (g) Make an interim distribution to Michael Richard Weir of a portion of the remaining funds, pending the discharge of the Receiver, with any remaining funds in the estate being distributed to Michael Richard Weir upon the Receiver's Discharge.
- 5. THIS COURT ORDERS that, Canada Revenue Agency is hereby required to open and establish an account for the receivership so that the Receiver may file appropriate documentation and forms to report the HST collected and input tax credits incurred by the estate.
- 6. THIS COURT ORDERS that, notwithstanding:
 - (a) the pendency of these proceedings;
 - (b) any application for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "BIA") in respect of the Debtor or any part thereof and any bankruptcy order issued pursuant to any such applications;
 - (c) any assignment in bankruptcy made in respect of the Debtor or any part thereof;
and
 - (d) the Distributions shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any

applicable federal or provincial legislation and shall, upon the receipt thereof by the individuals and entities listed in paragraph 4 of this Order, be free of all claims, liens, security interests, charges or encumbrances granted by or relating to the Debtor.

7. THIS COURT ORDERS that upon payment of the amounts set out in paragraph 4 hereof, and upon the Receiver filing a certificate certifying that it has completed the other activities described in the First Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefits of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of BDO, in its capacity as Receiver.
8. THIS COURT ORDERS AND DECLARES that BDO is hereby released and discharged from any and all liability that BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, BDO is hereby forever released and discharged from any and all liability relating to matters that were raised or which would have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

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JUL 16 2019

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BETWEEN:

MICHAEL RICHARD WEIR

Applicant

- and -

MIKE WEIR WINE INC.

Respondent

RECEIVER'S CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Honourable Mr. Justice Haaney of the Ontario Superior Court of Justice (the "**Court**") dated January 30, 2019, BDO Canada Limited ("**BDO**") was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of Mike Weir Wine Inc. (the "**Debtor**").
- B. Pursuant to an Order of the Court dated July 16, 2019 (the "**Discharge Order**"), BDO was discharged as Receiver of the assets, undertakings and properties of the Debtor effective upon paying the amounts set out in paragraph 4 of the Discharge Order and the Receiver filing with the Court a certificate confirming that the Receiver has completed the other activities described in the First Report.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

THE RECEIVER CERTIFIES that in accordance with paragraph 7 of the Discharge Order, the Receiver has paid the amounts set out in paragraph 4 of the Discharge Order and the Receiver has completed all other activities described in the First Report.

This Certificate was delivered by the Receiver at _____ [TIME] on _____ [Date].

BDO Canada Limited, in its capacity as Court-Appointed Receiver of the undertaking, property and assets of Mike Weir Wine Inc., and not in its personal capacity

Per: _____

Name:

Title:

MICHAEL RICHARD WEIR
Applicant

and

MIKE WEIR WINE INC.
Respondent
Court File No. CV-19-00612095-0000

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

**FEE APPROVAL, DISTRIBUTION AND DISCHARGE
ORDER**

BRAUTI THORNING LLP
161 Bay Street, Suite 2900
Toronto, ON M5J 2S1

Steven Weisz LSO #: 32102C
Tel: 416.304.6522
Fax: 416.362.8410
Email: sweisz@btlegal.ca

Lawyers to the Receiver BDO Canada Limited