



Court File No. 330-18

ONTARIO

SUPERIOR COURT OF JUSTICE

THE HONOURABLE)
JUSTICE *GEORGE*)
TUESDAY, THE 17TH
DAY OF APRIL, 2018

IN THE MATTER OF THE LIQUIDATION AND WINDING-UP OF
OXFORD GOLF AND COUNTRY CLUB, LIMITED

APPLICATION UNDER SECTION 244 OF THE
CORPORATIONS ACT, R.S.O. 1990, c. C.38

SHAREHOLDER CLAIMS PROCESS ORDER

THIS MOTION made by BDO Canada Limited (“**BDO**”), in its capacity as court-appointed Liquidator (the “**Liquidator**”) appointed pursuant to an Order of the Court dated February 20, 2018 (the “**Winding Up Order**”) of the Property (as defined in the Winding Up Order) of Oxford Golf and Country Club, Limited (the “**Oxford GC**” or the “**Corporation**”) for the relief as set out in the Notice of Motion, was heard this day at 80 Dundas St. London Ontario.

ON READING the First Report of the Liquidator dated March 28, 2018 and the exhibits thereto (the “**First Report**”) and on hearing submissions of counsel for the Liquidator and such other counsel as were present and on reading the affidavit of service of Lindsay Ferguson sworn April 3, 2018.

SERVICE, APPROVAL AND RELEASE

1. **THIS COURT ORDERS** that the time for service of this Motion Record is hereby dispensed with or abridged and this motion is property returnable today without further service or notice thereof.

2. **THIS COURT ORDERS** that the First Report and the Liquidator's activities as outlined therein are hereby approved.
3. **THIS COURT ORDERS** that the Corporation and BDO Canada Limited are hereby released from all claims of Cardinal Golf Group (Craigowan) Inc. ("**Cardinal**") in relation to the indemnity provided to Cardinal dated March 23, 2017 and expiring March 23, 2018, and such claims are forever barred.

DEFINITIONS

4. **THIS COURT ORDERS** that, for the purpose of this Order (the "**Shareholder Claims Process**"), in addition to the terms defined elsewhere herein, the following terms shall have the following meanings:
 - a. "**Claim**" means a claim made by a Shareholder to the Property;
 - b. "**Claims Bar Date**" means not later than 5:00 p.m. Eastern Standard Time on June 22, 2018;
 - c. "**Court**" means the *Ontario* Superior Court of Justice, at the Court House, 80 Dundas Street, London, Ontario;
 - d. "**Liquidator Notice Protocol**" means any documents to be sent, delivered or served by the Liquidator, pursuant to this Order, shall be delivered as follows:
 - (i) In the case of any Shareholder who has delivered a Shareholder Proof of Claim, by delivering such document(s) to the attention of such Shareholder by regular mail, facsimile or by email as directed in such Shareholder Proof of Claim, in which case such document(s) and all accompanying materials sent therewith shall be deemed to have been received by such Shareholder three (3) days after the date on which such items were sent by regular mail, or one day after the date on which such items were sent by facsimile or by email;
 - (ii) In any other case, by one (1) of the following methods, namely:
 - (A) sending such document(s) by regular mail in an envelope

addressed to such Shareholder at the last known address for such Shareholder shown in the Corporation's records, in which case the document(s) and all accompanying materials sent therewith shall be deemed to have been received by such Shareholder seven (7) days after the date on which such items were sent by regular mail;

(B) by sending such document(s) by prepaid courier delivery service in an envelope addressed to such Shareholder at the last known address for such Shareholder shown in the Corporation's records, in which case such document(s) and all accompanying materials sent therewith shall be deemed to have been received by such Shareholder three (3) days after the date on which such items were sent by prepaid courier delivery service;

(C) by sending such document(s) by email to such Shareholder at the last known email address for such Shareholder shown in the Corporation's Records, in which case such document(s) and all accompanying materials sent therewith shall be deemed to have been received by such Shareholder one (1) day after the date on which such items were sent by email;

(D) by sending such document(s) by facsimile to such Shareholder at the last known facsimile number for such Shareholder shown in the Corporation's Records, in which case such document(s) and all accompanying materials sent therewith shall be deemed to have been received by such Shareholder one day after the date on which such items were sent by facsimile transmission;

- e. **"Notice to Shareholder"** means a notice in writing requiring the shareholder to file a Shareholder Proof of Claim with the Liquidator;
- f. **"Service List"** means Shareholder or a party represented by counsel on the list of parties served with the materials in the within proceedings;
- g. **"Shareholder"** means a known or unknown shareholder of the Corporation;

- h. **"Shareholder Notice of Disallowance"** means a notice in writing from the Liquidator advising a Shareholder that their Proof of Claim has been disallowed;
- i. **"Shareholder Notice Protocol"** means any documents (including, without limitation, a Shareholder Proof of Claim and a Notice of Motion) to be sent to or served on the Liquidator or on legal counsel identified on the Service List pursuant to terms of this Order shall be delivered or served as follows:
 - (i) To the Liquidator by way of facsimile to the Liquidator at 519.439.4351, clearly marked to the attention of Stephen N. Cherniak;
 - (ii) the Liquidator's legal counsel by way of facsimile to the Liquidator's legal counsel at 519.667.3362, clearly marked to the attention of Timothy Hogan;
- j. **"Shareholder Proof of Claim"** means the document entitled Shareholder Proof of Claim, which will be delivered with the Notice to Shareholder for completion by a Shareholder to advance a claim as Shareholder.

GENERAL PROVISIONS

- 5. **THIS COURT ORDERS** that the Liquidator is authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which documents delivered hereunder are completed and executed, and may, where they are satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to completion, execution and time of delivery of such forms and to request any further documentation from a Shareholder that the Liquidator may require in order to enable them to determine the validity of a Claim.
- 6. **THIS COURT ORDERS** that the Liquidator shall (i) have all protection afforded to it by the Winding Up Order and other application law in connection with its activities in respect of this Order; and (ii) incur no liability or obligation as a result of carrying out the provisions of this Order, other than in respect of gross negligence or wilful misconduct.

SHAREHOLDER CLAIMS PROCESS

7. **THIS COURT ORDERS** that on or before May 4, 2018, the Liquidator shall cause to be sent to each of the known shareholders of the Corporation, a Notice to Shareholder and Shareholder Proof of Claim in accordance with the Liquidator Notice Protocol.
8. **THIS COURT ORDERS** that on or before May 11, 2018, the Liquidator shall cause to be published in the Kitchener Waterloo Record, Woodstock Sentinel-Review, London Free Press and Ontario Gazette publications an advertisement in a format which, in the professional judgment of the Liquidator, will adequately bring notice to the attention of persons asserting a claim as a shareholder, that they must contact the Liquidator to advise of their claim and the Liquidator shall forthwith send to such persons a Notice to Shareholder.
9. **THIS COURT ORDERS** that the Liquidator shall also deliver a Notice to Shareholder and Shareholder Proof of Claim to any other person whom the Liquidator has reason to believe has a Claim in accordance with the Liquidator Notice Protocol.
10. **THIS COURT ORDERS** that a Shareholder served with a Notice to Shareholder must, by the Claims Bar Date, complete and cause to be delivered, pursuant to the Shareholder Notice Protocol, to the Liquidator, a completed Shareholder Proof of Claim which shall be supported by appropriate documentation supplied by or on behalf of such Shareholder as described in the Shareholder Proof of Claim. Where a Shareholder is currently recorded in the Share Register of the Corporation, no additional documentation is required to be provided by the Shareholder.
11. **THIS COURT ORDERS** that any Shareholder, who having been deemed to have received a Notice to Shareholder in accordance with the Liquidator Notice Protocol hereof, fails to file by the Claims Bar Date, a Shareholder Proof of Claim with the Liquidator, shall conclusively be deemed to have no claim as a Shareholder of the Corporation and as against the Property of the Corporation.
12. **THIS COURT ORDERS** that where a Shareholder Proof of Claim is sent to the Liquidator by a Shareholder in accordance with the Shareholder Service Protocol, and within the time limits specified herein, the Liquidator shall review such Shareholder Proof of Claim within fourteen (14) days of receipt. If the claim of the

Shareholder set out in the Shareholder Proof of Claim is denied by the Liquidator, the Liquidator shall advise such Shareholder by delivering a Shareholder Notice of Disallowance. The Shareholder Notice of Disallowance shall be delivered in accordance with the Liquidator Notice Protocol and the manner and timing of the deemed receipt of the Shareholder Notice of Disallowance by the Shareholder shall be as set out in the Liquidator Notice Protocol.

13. **THIS COURT ORDERS** that where a Shareholder Proof of Claim is sent to the Liquidator by a Shareholder, pursuant to the Liquidator Notice Protocol, and within the time limits specified herein, the Liquidator shall review such Shareholder Proof of Claim within fourteen (14) days of receipt, and if the Liquidator does not deliver a Shareholder Notice of Disallowance within the expiration of this fourteen (14) day period, the claim of the Shareholder shall be deemed to be accepted by the Liquidator.
14. **THIS COURT ORDERS** that if anyone on the Service List, having received from the Liquidator a Shareholder Notice of Disallowance, wishes to challenge or contest a Shareholder Notice of Disallowance, then that party must notify the Liquidator within fourteen (14) days of receipt of the Shareholder Notice of Disallowance. The Shareholder shall complete and cause to be served upon counsel to the Liquidator, a Notice of Motion returnable before the Court for an Order of the Court determining the validity of the Shareholder Proof of Claim which is the subject of the Shareholder Notice of Disallowance. The Notice of Motion shall be returnable at a time to be determined between the Shareholder and counsel to the Liquidator.
15. **THIS COURT ORDERS** that unless otherwise ordered by the Court, a party who, having been deemed to have received a Shareholder Notice of Disallowance in accordance with the Liquidator Notice Protocol, fails to provide the Liquidator notice of a challenge or contest to the Shareholder Notice of Disallowance with fourteen (14) days of the receipt of the Shareholder Notice of Disallowance pursuant to the Shareholder Notice Protocol, shall conclusively be deemed to have accepted the decision set out in such Shareholder Notice of Disallowance.
16. **THIS COURT ORDERS** that unless otherwise ordered by the Court, any and all claims or potential claims of Shareholders, wherever, whenever and howsoever arising, which are not proven in accordance with the procedures and within the time

limits set out in the within Order shall conclusively and irrevocably be deemed to be extinguished and forever barred and such claims may not thereafter be advanced against the Liquidator and/or the Property.

PUBLICATION OF DOCUMENTS

17. **THIS COURT ORDERS** that the Liquidator shall cause a copy of a Shareholder Proof of Claim and a Shareholder Notice of Disallowance to be posted at <https://www.bdo.ca/en-ca/services/advisory/debt-and-financial-recovery-services/corporate-restructuring/>.
18. **THIS COURT ORDERS** that forthwith upon issuance of this Order, the Liquidator shall cause copies of this Order to be served upon all parties on the Service List and posted on its website at <https://www.bdo.ca/en-ca/services/advisory/debt-and-financial-recovery-services/corporate-restructuring/>.

ORDER ENTERED
APR 19 2018
2439


Justice, Ontario Superior Court of Justice

In the matter of the Liquidation and Winding-Up of Oxford Golf and Country Club, Limited

Court File No. 330/18

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT LONDON

ORDER

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