



This is the 1st affidavit
of Amarjit Singh Lalli in this case
and was made on August 21, 2024

No. S245481
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *COOPERATIVE ASSOCIATION ACT*, S.B.C. 1999, c. 28

AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

AFFIDAVIT

I, Amarjit Singh Lalli, orchardist, of 1900 Mckenzie Road, Kelowna, British Columbia, AFFIRM
THAT:

1. I am an orchardist in the Okanagan region of British Columbia and a voting member of the BC Tree Fruits Cooperative (the "BCTFC"), one of the petitioners in these proceedings. I have been a voting member of the BCTFC since 2005. I am also a former board member of the BCTFC, serving on the BCTFC board from 2016 to 2022. I am familiar with the BCTFC business, its management structure, and its voting members (the "Growers"). As such, I have personal knowledge of the matters deposed to herein. Where I have relied on other sources of information, I have so stated and I believe them to be true.
2. Capitalized terms used but not otherwise defined in this affidavit shall have the meanings given to them in the Order of the Honourable Madam Justice Gropper (the "Initial Order"), granted August 13, 2024, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 ("CCAA").

3. This affidavit is made in support of an application by me, on behalf of a majority group of the Growers (the “**Ad-Hoc Growers**”), for an order under the CCAA:
 - (a) appointing Osler, Hoskin & Harcourt LLP (“**Osler**”) as representative counsel for the Ad-Hoc Growers in these CCAA proceedings;
 - (b) granting a charge in the amount of \$100,000 over the Property of the Petitioners in respect of the Ad-Hoc Growers’ anticipated legal fees to participate in these CCAA proceedings (the “**Growers’ Charge**”); and
 - (c) ranking the Growers’ Charge in priority after the Directors’ Charge.
4. The Ad-Hoc Growers are 98 of the 174 voting Growers in the BCTFC, representing approximately 56% of the BCTFC’s total voting membership. A true copy of a letter signed by each of the Ad-Hoc Growers in support of appointing Osler as representative counsel is attached hereto as **Exhibit A**. We did not have access to a membership list and were unable to discuss with everyone.
5. 65 of the Ad-Hoc Growers are from the BCTFC’s “North” region and 33 of the Ad-Hoc Growers are from the BCTFC’s “South” region. The Ad-Hoc Growers delivered approximately 28,000,000 pounds of apples to the BCTFC last year, representing approximately 50% of the BCTFC’s total quantity of apples for the year.

A. BCTFC Board and Management Issues

6. Beginning in or around 2022, tensions escalated between the Ad-Hoc Growers and the BCTFC’s executives and board of directors (the “**Board**”). As of November 22, 2022, the Board had a 36% approval rating amongst Growers.
7. BCTFC governance has been a divisive issue that, based on my review of the materials filed in these CCAA proceedings, has not been put before the Court. The Board’s initiation of these CCAA proceedings does not reflect the differing views amongst the Growers.

B. Key Properties for Grower Operations

8. Four of the BCTFC's real estate properties are essential for the Growers to process and market their 2024 harvest. These properties are:
 - (a) 3335 & 3345 Sexsmith Road, Kelowna, BC (the "**Sexsmith Property**");
 - (b) 9718 Bottom Woodlake Road, Lake Country, BC (the "**Woodlake Property**");
 - (c) 327, Co-op Ave, Oliver, BC (the "**Co-op Ave Property**"); and
 - (d) 334 Packing House Lane, Oliver, BC (the "**Packing House Lane Property**")

(collectively, the "**Key Properties**").
9. The Sexsmith Property is a receiving station. Growers ship the majority of all tree fruit harvests to the Sexsmith Property before the fruit is directed to other facilities. The Sexsmith Property also houses controlled atmosphere ("CA") storage equipment, which is used to preserve certain tree fruits (primarily apples) before they are processed and released to market. The Sexsmith Property has over 20,000 bins of CA capacity and over 10,000 bins of standard capacity. It also is a storage center for empty bins.
10. The Woodlake Property stores bins and includes over 33,000 bins of CA capacity. It is also used as a receiving station and houses empty bins.
11. The Co-op Ave Property and the Packing House Lane Property (collectively, the "**Oliver Properties**") are used in conjunction to operate a packing line for apples, cherries, and soft fruits. The Oliver Properties provide bin storage, cold storage, sorting equipment, and packing equipment.
12. BCTFC has an estimated 140,000 apple and 20,000 plastic bins worth approximately \$200 each and the Growers need about 90,000 to keep operations going.
13. The majority of all Grower production is processed through the Key Properties every year.

C. Impact of BCTFC Shutdown on Growers

14. A shutdown of the BCTFC, particularly the Key Properties, would be irreversibly devastating to the Growers.
15. The BCTFC facilities, particularly the Key Properties, allow the Growers to:
 - (a) process their tree fruit harvests for market; and
 - (b) stabilize market prices by holding and preserving large quantities of harvested tree fruits for significant lengths of time.
16. For example, the BCTFC's CA storage is essential for the Growers' apple crops. CA storage preserves apples, allowing the Growers to avoid flooding the market with the entire apple harvest at the beginning of each harvest season, which would collapse prices.
17. The Ad-Hoc Growers are not aware of any viable alternative for the BCTFC's CA storage capacity this season.
18. Some British Columbia tree fruit growers have their own facilities to process and package tree fruit harvests (the "**Private Packers**"). The Growers can engage Private Packers to process certain harvests, but Private Packers:
 - (a) do not have sufficient processing capacity for Grower production levels;
 - (b) operate on Agricultural Land Reserve (ALR) zoned properties, and therefore are not legally permitted to increase processing capacity beyond certain prescribed thresholds;
 - (c) offer limited CA storage; and
 - (d) the Private Packers will pack their own fruits first which may compromise the fruits of other Growers if there is a lack of storage.
19. Further, many of the Ad-Hoc Growers have experienced significant challenges working with Private Packers, including price gouging, stolen fruit, and food safety violations.

- 20. The Ad-Hoc Growers estimate that a majority of their remaining 2024 harvest could not be processed and would spoil if forced to rely solely on Private. Notably, the harvest has just started so it is difficult to estimate the potential loss at this point.
- 21. The BCTFC is an essential and stabilizing force. The Ad-Hoc Growers are concerned that if BCTFC facilities are not available to process significant portions of the 2024 tree fruit harvest, then many Growers (already facing financial pressures due to increased interest rates) will be forced to close.

D. Amounts Owed by BCTFC to Growers

- 22. Growers send their tree fruit harvests to the BCTFC, and in exchange, the BCTFC pays Growers four monetary advances each calendar year (the “**Grower Payments**”, each a “**Grower Payment**”). The Grower Payments have been completed for all fruits other than apples. The estimated crop value for apples in 2023 was approximately \$8.3 million dollars, which was planned to be distributed to the Growers in four payments throughout the course of 2024. In 2024, the Growers received three payments, but the fourth payment is still owing. The revolving fund also needs to be paid back to the growers.
- 23. The Growers have not received substantial payment for any soft fruits or cherries delivered to BCTFC in 2024, and would typically have received payments for these crops by this point in the season.

AFFIRMED BEFORE ME at)
Kelowna, British Columbia, on)
 August 21, 2024.)

A Commissioner/Notary Public for taking)
 affidavits for British Columbia)

Surej Dhillon
 Notary Public in and for the
 Province of British Columbia
 #211 - 2544 Enterprise Way
 Kelowna, BC V1X 7X5
 (778)-478-8499

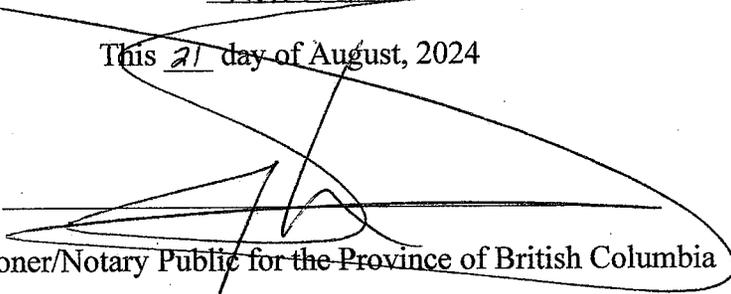


AMARJIT SINGH LALLI

This is Exhibit "A" referred to in the first affidavit of Amarjit Singh Lalli

Affirmed before at Kelowna, British Columbia

This 21 day of August, 2024


Commissioner/Notary Public for the Province of British Columbia

Surej Dhillon

Notary Public in and for the
Province of British Columbia

#211 - 2544 Enterprise Way

Kelowna, BC V1X 7X5

(778)-478-8499

August 16, 2024

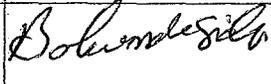
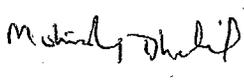
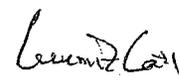
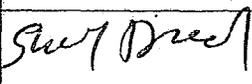
Dear Member

We write to you as a member of the BC Tree Fruits Cooperative, and in regard to the Companies' Creditors Arrangement Act proceedings of the Cooperative.

We are seeking to retain Mary Buttery, KC from Osler, Hoskin & Harcourt LLP, to represent our collective interests in the CCAA proceedings. If you are interested in participating in that representation, and having me instruct Ms. Buttery on our behalf, please provide your confirmation signing below.

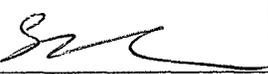
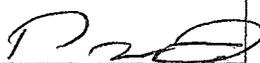
Regards,

Avtar Boparai
Amarjit S. Lalli

No.	Member Name	Grower Number	Address	Signature
13	BALWINDER SIDHU	921-01	1150 MUNSON AVE PENTICTON B.C. V2A8S5	
14	MOHWINDER DHALIWAL	1387	318 UPPER ROW RD 5. PENTICTON, B.C.	
15	CEURANT Celli	365	P.O BOX 21007 PENTICTON, B.C.	
16	SUKHDEV DHAIWAL	1220-2	125 UPPER BERCH	
17	HARKARN SINGH DHALIWAL	1408	125 UPPER BERCH RD penticton	
18	BHUPINDER MANSHAKA	1514	3200 valleyview penticton	



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No.	Member Name	Grower Number	Address	Signature
1	RAMESH Lekhi	827	10411 GIANTS Hwy Road SILVANO	
2	Kiranpreet Gill	1279-10	3034 Paris St Penticton BC V2A 5J6	KSGill
3	BALJINDER Gill	358	10104 LEADER AVE SUMMERLAND BC Box 670 Penticton BC	
4	PHOOLA Sidhu	1403-01	155-102 Wetherford V2A 3T6 Penticton BC	Phoola Sidhu
5	CHARUJest Cafuman	352	PO Box 21066 Penticton BC V2A 2K5	
6	Tajvir Gill	1530-01	3034 Paris St Penticton, BC V2A 6S4	Tajvir Gill
7	Sukminderjit Singer (Kaur)	1236-01	2653 Southman STPent.	
8	Chambers	879-01	6406 Anderson Ave Summerland	
9	J-S Saran	1397-01	9820 RIPPEN AVE Summerland BC V0H 1Z8	
10	Sakinder Singh	1170-01	7209 KESCHEL AVE Summerland BC V0H 1Z4	Sakinder Singh
11	SINGH SUKWINDER	1529-01	156 middle Bench Rd	S. Shillon
12	RAMESH LEKHI	615	7317 HESPELER RD SUMMERLAND	

August 16, 2024

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Regards,

Avtar Boparai
Amajit S. Lalli

No.	Member Name	Grower Number	Address	Signature
19	CHARANJIT JUDGE	1275	3072 E. Kelowna RD LEWIS	C. Judge
20	SUKHJITSIDHU	933	1605 GIFFEN RD	Sukhjit Sidhu
21	KAMALJIT JASWAL	525	4280 SPIERS RD	K. Jaswal
22	FANJIT PARMAR	756	1404 LEWIS RD	F. Parmar
23	BALWANT SINGH LALLI	1325-01	765 old verona RD	B. Lalli
24	PARMINDER HANS	1520-1	3530 Rose RD	P. Hans

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No.	Member Name	Grower Number	Address	Signature
25	PARAM JIT S. GILL	368-01	2611 LAKHARD	P.S. Gill
26	GIAN WANDER	1051-01	20022-97 HWY 0504005	Gian Wander
27	Tarsem S. GORAYA	420-01	2195 Dunster Rd Kelowna B.C. V1W-4H4	Tarsem Singh Goraya
28	Ravinder Bains	53-01	2574 UPPER Bunker Rd Keremeos V0X 1N4	Ravinder
29	Ajmer Sandhu	862-01	054005	Ajmer Sandhu
30	(Orchard) Ranjit Dhillon	1502-02	934 100th Ave 0504005 BC V0X 1V2	Ranjit
31	GURDARSHAN BIRAR	111	1990 MCKENZIE KELOWNA	Gur
32	RAJINDER SINGH BIRAR	131-01	360 ROAD 17 OLIVER BC	Rajinder
33	Harinder Singh BIRAR	1370-01	85A Aalden current Rd	Har
34	Sureshinder Singh	1258-01	1550 Swainson	Suresh
35	Baljit Singh	1450-01	4015 Pebble Beach Dr.	B.S.S
36	Talwinder Singh	61-01	309 Rd 18 Oliver BC	T. Singh
37	Mirna Birar	1306	4598 HWY 97 OLIVER BC	Mirna
38	AVTAR BOPARRI	97	1995 SWAINSON	Avtar

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No.	Member Name	Grower Number	Address	Signature
39	GURDEEP MUNDH	706-01	1895-BOUCHERY RD WEST KELOWNA	Gurdeep Mundh
40	JOGINDER K SAINI	853-01	3385-ELLIOT RD WEST KELOWNA	Joginder Saini
41	PARAMJIT PABLA	748-01	3388 TOP ROAD WEST KELOWNA	P Pabla
42	GURJIT PABLA	747-01	7047-STANWICK RD WINFIELD	Gurjit Pabla
43	SANDEEP SHOTHI	501-01	3410 POOLEY RD KELOWNA BC	Sandeep Sheth
44	GILL CHETAN	364-01	10383 SEATON RD WINFIELD V1W 1K8	Chetan Gill
45	JASBIAS KULLAR	571-04	9415 Red Rd LAKE COUNTY BC	Jasbias Kullar
46	Sunder Sohal	957	10341 Chase R Lake County BC	Sunder Sohal
47	TARSEM DHOOI	279-01	2165 WILLIAMS RD LAKE COUNTY BC V1V 1J6	Tarsem Dhoi
48	SIMRANJIT K. RANDHAWA	1476-01	650-MORNING CR-KELOWNA	Simranjit K. Randhawa
49	CHARAN SINGH SIDHU	1152	10621 SECT 22	Charan Singh Sidhu
50	Gurdeep Pooni	786	2355 MCKENZIE RD	Gurdeep Pooni
51	JAGSHEER BOSSI	1124	3691 OLDOVERNON RD	Jagsheer Bossi
52	PARVINDER UPPAL	1417	2711 LAKHNA R.D KE	Parvinder Uppal

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No.	Member Name	Grower Number	Address	Signature
53	PARIAP SINGH SHERGILL	1177	3775 East Melcom	Parap Singh
54	GURMIT SIDHU	1536	2517-SEXSMIA	Gurmit Sidhu
55	NAVDEEP SIDHU	1314-	1750-MCKENZIE	Navdeep Sidhu
56	KULWANT SHERA	1298	3100 ELLIOTT Rd	KULWANT
57	AMARJIT S. LALL	600	1900 mckenzie Rd Kelowna BC	AMARJIT
58	Parnjit Gill	373	9405-168 Ave Osoyoos	Parnjit Gill
59	Prabhjit Sidhu	1544	1605 Geon Road	Prabhjit
60	Jyoti SHERA	1485	415 MLLeman CR	J. S. MACHH
61	HARPREET SIDHU	1525	2015 Belgo Rd	HARPREET
62	Surbjit K. NISSAR	721	2075 belgo Rd.	Surbjit
63	RESHAM LIDDAR	1425	3647 BIEMROSE RD	RESHAM LIDDAR
64	Surinder Gosal	0421	3480 Fitzgerald rd	Surinder Gosal
65	Gurinder Gill	1500	3309 McCallach Road	Gurinder Gill
66	Indeep Singh	1318	1210 Ponds Av	Indeep Singh

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No.	Member Name	Grower Number	Address	Signature
67	SURINDER SINGH	916	3251 E. Kelowna C.D.	Surinder Singh
68	BHUPINDER PANDH	1014, 1	1304 MASSIMO RD	Bhupinder Pandh
69	DALBIR DEU	233-04	3635-Keelce Rd	Dalbir Deu
70	Narinder Hehner	481	10047 121-11th rd	Narinder Hehner
71	GURPIAR DHALIWAL	238	861-Tookey Rd Kelowna	Gurpiar Dhalwal
72	LAKHMER KHAL	579	1552 Green Rd. Kelowna	Lakhmer Khal
73	BEANT CHAHAL	1531	2149 Belgo Rd	Beant Chahal
74	Shaun Cook	196-01	1093 Teasdale	Shaun Cook
75	PARAMJIT PATARA	760	3010 LAKHA RD	Paramjit Patara
76	BALBIA SANGHA	10493	1545 McCURDY RD	Balbir Sangha
77	GIAN JASUR	1494-4	3183 DONSTEE Kelowna, B.C.	Gian Jasur

August 16, 2024

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Regards,

Avtar Boparai
Amarjit S. Lalli

No.	Member Name	Grower Number	Address	Signature
78	RANBIR KAMBO	540-01	12795-87 ST OSOYOUS	RKD
79	Pinder Dhaliwal	272-01	807 151 OLIVER BC	
80	SOHAN BUTTAR	150-01	5561 Snow Bush St. OLIVER B.C.	Sohann
81	DARSHAN BUTTAR	146-01	10508 74 AVE OSOYOUS BC	D. BUTTAR
82	PARMJIT DHALIWAL	271-01	807 151 OLIVER, BC	Parmit Dhaliwal
83	Harpreet Sekhon	898-02	OSOYOUS BC	

August 16, 2024

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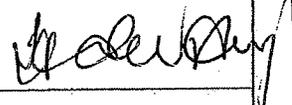
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Avtar Boparai
Amarjit S. Lalli

No.	Member Name	Grower Number	Address	Signature
86	TAHIR RAZA	1291	9237 HWY 97 VERNON	Tahir Raza
87	Kamal Randhawa	0809	7467 Baker HOGG RD	KS Randhawa
88	Aspen Sharma	1463	7465 Baker HOGG RD	A.S. Sharma
89	ASAM SHAHID	1392	1041 Mt Besbie DRIVE	AS
90	JAVED ALI	13-01	1024 MOUNT DRIVE	Javed
91	JOGINDER DHAND	273	4904 Valley VIEW PL VERNON, BC	Joginder

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No.	Member Name	Grower Number	Address	Signature
92	Balrajinder Phanna	1465-01	4116 Cascada drivenon, BC	
93	Parvinder	1645	6929 Hwy 6	
94	ABD. MOH	1284	7419 Buchan ^R	
95	AVTAR MANIAR	1588-01	7086 JASPER ^R	
96	HARDEV AJLA	26-1	6775 Bellg vista Rd	
97	AVTAR LIT	1199	6162 Old Kamloops Rd	
98	PARAMSIT SANDH	517	Kamloops Rd	