



This is the 3rd affidavit
of Amarjit Singh Lalli in this case
and was made on April 23, 2025

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, a voting member of the BC Tree Fruits Cooperative (the "**BCTFC**"), and the appointed representative for the BCTFC voting members (the "**Members**") pursuant to the order of The Honourable Justice Gropper pronounced on August 26, 2024 (the "**Representation Order**"). 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. I make this affidavit in support of an application by the Members to eliminate the \$100,000 maximum the Petitioners are authorized to pay the Members' representative legal counsel in these proceedings, instead limiting such payments to the reasonable discretion of the court-appointed monitor, in consultation with the Petitioners (the "**Counsel Payment Increase**").

The Representation Order

3. On August 26, 2024, this Court granted the Representation Order, among other things:
 - (a) appointing me to represent the interests of all the Members in these proceedings;
 - (b) appointing the law firm Osler, Hoskin & Harcourt LLP (“**Representative Counsel**”) as counsel to the Members in these proceedings;
 - (c) authorizing the Petitioners to pay the reasonable fees and disbursements of Representative Counsel up to \$100,000; and
 - (d) granting a charge on the Property (as defined in the Amended and Restated Initial Order granted August 26, 2024 (the “**ARIO**”)) in the amount of \$100,000, as security for the payment of Representative Counsel’s fees and disbursements (the “**Representative Counsel Charge**”).
4. The Representative Counsel Charge was given priority behind the Administration Charge, the Interim Lenders’ Charge, the CIBC Indebtedness, and the Directors’ Charge (as such terms are defined in the ARIO).

My activities as members’ representative

5. Following the Representation Order, I have been actively engaged in these proceedings and matters involving the future of the BCTFC, representing the interests of the Members to both internal and external stakeholders.
6. My activities as the Members’ representative have included:
 - (a) reviewing the court documents in these proceedings, discussing the documents and proceedings with Representative Counsel, instructing Representative Counsel, and attending court hearings;
 - (b) fielding calls from the Members (on an approximately daily basis) to answer Member questions, provide updates, and understand concerns;

- (c) guiding the Members on issues regarding communication with the court-appointed monitor (the “**Monitor**”), the various sales processes, and other matters related to the proceedings;
- (d) conducting over 20 interviews with radio, television, newspaper, and online media outlets to advocate for the interests of the Members;
- (e) providing updates and fielding questions in the Members’ various WhatsApp messaging groups (these WhatsApp messaging groups contain approximately 151, 53, 12, and 8 Members respectively);
- (f) engaging with the BC Fruit Growers’ Association (“**BCFGA**”) and consultants from MNP LLP (“**MNP**”) to discuss a prospective Members-led proposal to revive the BCTFC (the “**MNP Proposal**”);
- (g) attending various industry events attended by Members to engage on issues related to these proceedings. Such events have included the BCFGa annual general meeting, the Southern Interior Horticultural Show, a town hall meeting with Agriculture Minister Popham, and Kelowna “Sprayer Calibration Training”;
- (h) attending various meetings to engage politicians on Member issues, including meetings with British Columbia MLA Harwinder Sandhu, Agricultural Minister Pam Alexis, Parliamentary Secretary Roly Russell, Attorney General Niki Sharma, and Premier David Eby; and
- (i) holding five “open” Member meetings since August 2024, with approximate attendance ranging between 180 and 20 individuals (attendance being largely contingent on the status of seasonal orchard activities).

Activities of Representative Counsel

- 7. Representative Counsel has been highly involved in supporting me in my role as Members’ representative and advocating for the Members in these proceedings.
- 8. Representative Counsel’s activities have included;

- (a) meeting with me and a small group of other Members to explain the initial filings in these proceedings and develop strategies for Member interests moving forward;
- (b) bringing an application for the Representation Order;
- (c) meeting and corresponding with me (often accompanied by other Members) to discuss updates in these proceedings, answer questions, discuss strategy, receive instructions, and gather questions for the Monitor;
- (d) reviewing court filings throughout these proceedings and attending hearings with the Members' positions;
- (e) attending meetings and corresponding with the Monitor to discuss Member issues and questions;
- (f) facilitating and attending meetings between the Monitor and me;
- (g) reviewing the proposed Investment Agriculture Foundation claims assignment process, discussing the process with me, and providing comments on the process to the Monitor;
- (h) fielding questions, calls, and requests from Members other than me;
- (i) meeting with the BCFGA and MNP to discuss the MNP Proposal;
- (j) attending meetings with me and prospective purchasers interested in the various sales processes in these proceedings; and
- (k) bringing an application to oppose a property sale that Members did not believe was in the best interests of the BCTFC and its stakeholders.

The Counsel Payment Increase

- 9. As of April 16, 2025, the total fees and disbursements invoiced by Representative Counsel to the Members was \$128,299.56.
- 10. This amount exceeds the initial \$100,000 expectation in the Representation Order, given:

- (a) the extensive work done by me and Representative Counsel in these proceedings described above; and
 - (b) the multiple stay extensions granted by this Court, extending the stay under the *Companies' Creditors Arrangement Act*, R.S.C., 1985 c. C-36 ("CCAA") for an additional 10 months to August 29, 2025.
11. Accordingly, the Members seek the Counsel Payment Increase to increase the amount authorized to be paid to Representative Counsel, within the reasonable discretion of the Monitor, in consultation with the Petitioners.
12. This proposed increase provides flexibility for payments beyond the currently invoiced fees and disbursements of Representative Counsel to account for the remaining steps in these proceedings, which I understand are likely to include a claims process and/or a plan affecting Members.
13. I support the application to increase the amount payable to Representative Counsel and the Representative Counsel Charge for reasons including that:
- (a) the Members do not have experience going through a restructuring under the CCAA;
 - (b) Representative Counsel has been helpful in guiding the Members during these difficult proceedings and keeping them focused on the relevant issues; and
 - (c) the Members require continued representation through the conclusion of these Proceedings, given that many of the final steps (such as a claims process and/or plan) are likely to significantly impact the interests and claims of the Members.
14. The Members understand that the Monitor:
- (a) is supportive of the Counsel Payment Increase; and
 - (b) intends to authorize payment of Representative Counsel's current outstanding invoices if the Counsel Payment Increase is granted.

15. I acknowledge the solemnity of making a sworn statement/solemn declaration and acknowledge the consequences of making an untrue statement.
16. I was not physically present before the person before whom this affidavit was sworn or affirmed but was in that person's presence using video conferencing.

AFFIRMED BEFORE ME at Vancouver,)
British Columbia, on April 23, 2025.)



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

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