



FORCE FILED

No. S-245481
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

NOTICE OF APPLICATION

Name of applicant: Alvarez & Marsal Canada Inc. ("**A&M**"), in its capacity as court-appointed receiver of all of the assets, undertakings and property of the Petitioners (in such capacity, the "**Receiver**").

To: The Service List, a copy of which is attached hereto as Schedule "A".

TAKE NOTICE that an application will be made by the applicant before the Honourable Madam Justice Gropper in person at 800 Smithe Street, Vancouver B.C., on October 3, 2025, at 10:00 a.m. for the orders set out in Part 1 below.

The applicant estimates that the application will take **10 minutes**.

This matter is not within the jurisdiction of an associate judge. Madam Justice Gropper is seized of these proceedings.

Part 1: ORDERS SOUGHT

1. An order substantially in the form attached hereto as Schedule "B" (the "**Second Claims Payment Order**"), among other things, authorizing the Receiver to make payment, in full, to each person having a claim against the Petitioners that has been (each, an "**Accepted**

Claim”): (i) allowed by the Monitor or deemed to have been accepted in accordance with the Claims Process Order (defined below); or (ii) admitted as a Proven Claim (as defined in the Claims Assignment Order (defined below)), with each Accepted Claim being enumerated on Appendix “A” to the First Report of the Receiver dated September 29, 2025 (the “**First Receiver’s Report**”).

2. Such further and other relief as this Honourable Court may deem just.

Part 2: FACTUAL BASIS

3. Capitalized terms used and not otherwise defined in this notice of application shall have the meanings given to them in the First Receiver’s Report.

Background

4. On August 13, 2024, this Court granted an initial order (the “**Initial Order**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) which, among other things, appointed A&M as Monitor of the Petitioners with certain enhanced powers, and granted an initial stay of proceedings for a period of 10 days. The stay was extended on a number of occasions, up to and including August 29, 2025.
5. On August 27, 2025, on the application of the Monitor, this Court granted:
 - (a) an order (the “**First Claims Payment Order**”), among other things, authorizing the Monitor to pay to each person having an Accepted Claim (as defined therein) the full amount of such claim from the funds in the possession of the Petitioners;
 - (b) an order (the “**Receivership Order**”), among other things:
 - (i) appointing A&M as receiver, without security, of all of the assets, undertakings and property of the Petitioners, including all proceeds thereof (the “**Property**”); and

- (ii) expressly empowering and authorizing the Receiver to, among other things, carry out all duties of the Monitor under the Claims Process Order (defined below), including to resolve any outstanding disputed claims (para. 7(g)).
- 6. Prior to the grant of the Receivership Order, the Monitor had sold substantially all of the Petitioners' assets. In particular, the Monitor conducted sales and investment solicitation processes, and applied for and obtained eight (8) sale approval and vesting orders to effect the sale of substantially all of the Petitioners' assets. The last of the transactions under these orders closed on July 24, 2025, with the result that the Petitioners' only significant remaining asset is cash realized by the Monitor (the "**Realized Cash**").

Payment of Accepted Claims

- 7. In these proceedings, this Court has granted two orders to determine the amount and nature of outstanding claims against the Petitioners; in particular:
 - (a) an order granted October 24, 2024 (the "**Claims Assignment Order**"), which, among other things, created a procedure to determine Proven Claims (i.e. conclusively determined claims arising from the delivery by growers to BCTFC of apples in 2023, and cherries and plums in 2024, according to the procedure set out therein); and
 - (b) an order granted April 28, 2025 (the "**Claims Process Order**"), which, among other things, created a procedure to determine the Accepted Claims, including Pre-Filing Claims, Restructuring Period Claims, and D&O Claims (as such terms are defined therein).
- 8. The claims process under the Claims Process Order is substantially complete, save and except for five (5) claims totalling approximately \$1.72 million that have yet to be resolved and may require adjudication by the Court (the "**Disputed Claims**").
- 9. The Realized Cash will be sufficient to pay in full all Proven Claims and claims accepted under the Claims Process Order, including the Accepted Claims and the Disputed Claims (even if proven in the amounts asserted by their respective claimants).

10. Accordingly, now having accepted or determined the Accepted Claims, the Receiver seeks the Second Claims Payment Order authorizing it to make payments to those persons having Accepted Claims, as set forth at Appendix “A” to the First Receiver’s Report.

Part 3: LEGAL BASIS

11. The Monitor relies on: (i) the CCAA; (ii) the *Law and Equity Act*, R.S.B.C. 1996, c. 253; (iii) the *Cooperative Association Act*, S.B.C. 1999, c. 28; (iv) the *Supreme Court Civil Rules*; (v) the inherent and equitable jurisdiction of this Court; and (vi) such further and other legal bases and authorities as counsel may advise and this Court may permit.

Second Claims Payment Order

12. The purpose and object of a receivership is to facilitate and enhance the preservation and realization of the assets of a debtor for the benefit of creditors in accordance with their priority rankings.¹
13. As set forth above, under the Receivership Order, the Receiver is expressly authorized and empowered to carry out all duties of the Monitor under the Claims Process Order.
14. The Receiver seeks the Second Claims Payment Order to, among other things, make payments to those persons having Accepted Claims as set forth at Appendix “A” to the First Receiver’s Report. It submits that the grant of this relief is consistent with the Receiver’s mandate under the Receivership Order, and would further the object of the receivership by permitting the payment of the Realized Cash to the Petitioner’s creditors.

Part 4: MATERIAL TO BE RELIED ON

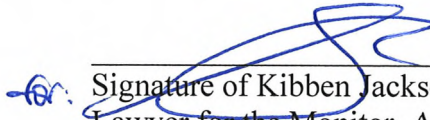
15. Fourteenth Report of the Monitor dated August 25, 2025;
16. First Receiver’s Report dated September 29, 2025; and
17. Such further and other materials as counsel may advise and this Court may allow.

¹ *British Columbia v. Peakhill Capital Inc.*, 2024 BCCA 246, para. 21.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: 29-Sep-2025



Signature of Kibben Jackson
Lawyer for the Monitor, Alvarez & Marsal
Canada Inc.

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs of Part 1 of
this Notice of Application

☐ with the following variations and additional terms:

.....
.....
.....

Date:

.....
Signature of ☐ Judge ☐ Associate
Judge

The Solicitors for the Monitor are Fasken Martineau DuMoulin LLP, whose office address and address for delivery is 550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3 Telephone: +1 604 631 3131 Facsimile: +1 604 631 3232 E-mail: kjackson@fasken.com (Reference: Kibben Jackson/285937.00020)

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts
- ☒ none of the above

SCHEDULE "A"

SERVICE LIST

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

CCAA SERVICE LIST

As at July 15, 2025

<p>Fasken Martineau DuMoulin LLP</p> <p>Attention: Kibben Jackson Mishaal Gill Heidi Esslinger Suzanne Volkow</p> <p>Email: kjackson@fasken.com mgill@fasken.com hesslinger@fasken.com svolkow@fasken.com jbeaulieu@fasken.com richeung@fasken.com</p> <p><i>Counsel for the Monitor, Alvarez & Marsal Canada Inc.</i></p>	<p>Norton Rose Fulbright Canada LLP</p> <p>Attention: Howard Gorman, K.C. Scott Silver Katie Mak</p> <p>Email: howard.gorman@nortonrosefulbright.com Scott.Silver@nortonrosefulbright.com katie.mak@nortonrosefulbright.com</p> <p><i>Counsel for the Petitioners</i></p>
---	--

<p>Alvarez & Marsal Canada Inc.</p> <p>Attention: Todd Martin Anthony Tillman Pinky Law Monica Cheung</p> <p>Email: tmartin@alvarezandmarsal.com atillman@alvarezandmarsal.com pinky.law@alvarezandmarsal.com monicacheung@alvarezandmarsal.com</p> <p><i>Court Appointed Monitor</i></p>	
<p>PricewaterhouseCoopers Inc.</p> <p>Attention: Michelle Grant Michelle Pickett</p> <p>Email: michelle.grant@pwc.com michelle.pickett@pwc.com</p>	<p>Koskie Glavin Gordon</p> <p>Attention: Anthony Glavin Raashi Ahluwalia</p> <p>Email: glavin@koskieglavin.com RAhluwalia@koskieglavin.com</p> <p><i>Counsel for UFCW Local 247</i></p>
<p>Osler LLP</p> <p>Attention: Mary Buttery, K.C. Emma Newbery Christian Garton Lucas Hodgson</p> <p>Email: mbuttery@osler.com enewbery@osler.com cgarton@osler.com lhodgson@osler.com</p> <p><i>Counsel for BC Tree Fruits members</i></p>	<p>Province of British Columbia</p> <p>Attention: Aaron Welch</p> <p>Email: aaron.welch@gov.bc.ca AGLSBRevTaxInsolvency@gov.bc.ca</p>

<p>Dentons Canada LLP</p> <p>Attention: Jordan Schultz Cassandra Federico Chelsea Denton</p> <p>Email: jordan.schultz@dentons.com cassandra.federico@dentons.com chelsea.denton@dentons.com</p> <p><i>Counsel for Bayer Cropscience Inc.</i></p>	<p>FH&P Lawyers LLP</p> <p>Attention: Clay Williams Wendy Advocaat Wendy Cheung</p> <p>Email: cwilliams@fhplawyers.com wadvocaat@fhplawyers.com wcheung@fhplawyers.com</p> <p><i>Counsel for Glacier Heights Refrigeration Inc., Keldon Electric Ltd., Rock Welding Ltd., Armitage Electric and Van Doren Sales North Inc.</i></p>
<p>MLT Aikins LLP</p> <p>Attention: Lisa Ridgedale Marisa McGarry</p> <p>Email: lrridgedale@mltaikins.com mwarnick@mltaikins.com mmcgarry@mltaikins.com</p> <p><i>Counsel for AgResource</i></p>	<p>Department of Justice Canada British Columbia Regional Office</p> <p>Attention: Aminollah Sabzevari Charlotte Woo Khanh Gonzalez</p> <p>Email: Aminollah.Sabzevari@justice.gc.ca Charlotte.Woo@justice.gc.ca Khanh.Gonzalez@justice.gc.ca</p>
<p>Lax O'Sullivan Lisus Gottlieb LLP</p> <p>Attention: Rahool Agarwal Annecy Pang</p> <p>Email: ragarwal@lolg.ca apang@lolg.ca</p> <p><i>Counsel for Mangal Capital Inc.</i></p>	<p>Dentons Canada LLP</p> <p>Attention: Eamonn Watson Afshan Naveed</p> <p>Email: Eamonn.watson@dentons.com Afshan.naveed@dentons.com</p> <p><i>Counsel for BC Investment Agriculture Foundation</i></p>
<p>Mission Bottle Washing Co. Ltd.</p> <p>Attention: Maged Said</p> <p>Email: msaid@mbwco.ca</p>	<p>Vernon Law</p> <p>Attention: Steven Dvorak</p> <p>Email: sdd@vernonlaw.ca</p> <p><i>Counsel for N.M. Bartlett Inc.</i></p>

<p>Dentons LLP</p> <p>Attention: John Sandrelli Chelsea Denton Brigham Jagger Sasha Vukovic Manveer Bisla Avic Arenas</p> <p>Email: john.sandrelli@dentons.com Chelsea.denton@dentons.com brigham.jagger@dentons.com sasha.vukovic@dentons.com manveer.bisla@dentons.com avic.arenas@dentons.com</p> <p><i>Counsel for Wildstone Capital Ltd.</i></p>	<p>Kalsam Orchards</p> <p>Attention: Steve Day</p> <p>Email: dayfamily1995@gmail.com</p>
<p>Steve Brown</p> <p>Attention: Steve Brown</p> <p>Email: stevethefarmer@gmail.com</p>	

E-Service List

kjackson@fasken.com; mgill@fasken.com; hesslinger@fasken.com; svolkow@fasken.com;
jbeaulieu@fasken.com; richeung@fasken.com; howard.gorman@nortonrosefulbright.com;
Scott.Silver@nortonrosefulbright.com; tmartin@alvarezandmarsal.com;
atillman@alvarezandmarsal.com; pinky.law@alvarezandmarsal.com;
monicacheung@alvarezandmarsal.com; michelle.grant@pwc.com; michelle.pickett@pwc.com;
glavin@koskieglavin.com; RAhluwalia@koskieglavin.com; mattery@osler.com;
enewbery@osler.com; cgarton@osler.com; lhodgson@osler.com; aaron.welch@gov.bc.ca;
AGLSBRevTaxInsolvency@gov.bc.ca; Jordan.schultz@dentons.com;
cassandra.federico@dentons.com; chelsea.denton@dentons.com; cwilliams@fhplawyers.com;
wadvocaat@fhplawyers.com; wcheung@fhplawyers.com; lridgedale@mltaikins.com;
mwarnick@mltaikins.com; mmcgarry@mltaikins.com; Aminollah.Sabzevari@justice.gc.ca;
Charlotte.Woo@justice.gc.ca; Khanh.Gonzalez@justice.gc.ca; ragarwal@lolg.ca;
apang@lolg.ca; Eamonn.watson@dentons.com; Afshan.naveed@dentons.com;
msaid@mbwco.ca; sdd@vernonlaw.ca; john.sandrelli@dentons.com;
Chelsea.denton@dentons.com; brigham.jagger@dentons.com; sasha.vukovic@dentons.com;
manveer.bisla@dentons.com; avic.arenas@dentons.com; dayfamily1995@gmail.com;
stevethefarmer@gmail.com; katie.mak@nortonrosefulbright.com

SCHEDULE "B"

Second Claims Payment Order

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

ORDER MADE AFTER APPLICATION
(SECOND CLAIMS PAYMENT ORDER)

BEFORE THE HONOURABLE
JUSTICE GROPPER

)
) October 3, 2025
)

ON THE APPLICATION OF Alvarez & Marsal Canada Inc. (“**A&M**”) in its capacity as court-appointed receiver of all of the assets, undertakings and property of the Petitioners (in such capacity, the “**Receiver**”), coming on for hearing by MS Teams and in person at Vancouver, British Columbia on October 3, 2025; AND ON HEARING Heidi Esslinger, counsel for the Receiver, and those other counsel listed in Schedule “A” hereto; AND UPON READING the material filed, including the First Report of the Receiver dated September 29, 2025 (the “**First Receiver’s Report**”); AND PURSUANT TO the British Columbia *Supreme Court Civil Rules*, and the inherent jurisdiction of this Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the notice of application and supporting materials in respect of this application is hereby abridged such that this application is properly returnable today.

Payment of Accepted Claims

2. Capitalized terms used and not otherwise defined in this Order shall have the meanings given to them in the Claims Process Order pronounced in these proceedings on April 28, 2025 (the “**Claims Process Order**”).
3. The Claims against the Petitioners, including Pre-Filing Claims and Restructuring Period Claims, which have been allowed by the Monitor or Receiver, as applicable, or deemed to have been accepted in accordance with the Claims Process Order or in accordance with the Claims Assignment Order pronounced in these proceedings on October 24, 2024, which Claims are enumerated in Appendix “A” to the First Receiver’s Report, are hereby accepted as valid Claims (collectively, the “**Accepted Claims**”) for the purposes of payments to be made by the Receiver in accordance with and pursuant to the provisions of this Order.
4. The Receiver is hereby authorized, directed and empowered to pay to each Claimant having an Accepted Claim the full amount of their Accepted Claim from the funds in the possession of the Petitioners.
5. Any payments made by the Receiver in accordance with this order shall not constitute a “distribution”, and the Receiver shall not constitute a “legal representative” or “representative” of the Petitioners or “other person” for the purposes of Section 159 of the *Income Tax Act* (Canada), Section 270 of the *Excise Tax Act* (Canada), Section 46 of the *Employment Insurance Act* (Canada), or any other similar federal, provincial or territorial tax legislation in the Provinces or Territories in which the Petitioners conducted business (collectively, the “**Statutes**”), and the Receiver, in making any such payment or deliveries of funds in accordance with this order: (i) is not “distributing”, nor shall it be considered to have “distributed”, such funds or assets for the purposes of the Statutes; (ii) shall not incur any liability under the Statutes for making any payments or deliveries in accordance with this order or failing to withhold amounts, ordered or permitted hereunder; (iii) shall not have any liability for any of the Petitioners’ tax liabilities regardless of how or when such liabilities may have arisen; and (iv) is hereby forever released, remised and discharged from any claims against it under or pursuant to the Statutes or otherwise at law, arising as

a result of the payments and deliveries in accordance with this order, and any claims of such nature are hereby forever barred.

6. The Receiver or any other person facilitating payments pursuant to this Order shall be entitled to deduct and withhold from any such payments such amounts as may be required to be deducted or withheld under any applicable law, including, without limitation, any tax withholdings, statutory deductions and any employment insurance overpayments, and to remit such amounts to the appropriate governmental authority or other person entitled thereto as may be required by such law.
7. All payments shall be made in Canadian dollars, regardless of the currency indicated in the applicable Proof of Claim or otherwise, calculated by the Monitor (or Receiver, as applicable) as at the Filing Date, in accordance with paragraph 5 of the Claims Process Order.
8. All payments made by the Receiver pursuant to and in accordance with this Order shall be free and clear of: (i) the Charges provided for in the ARIO (and as defined therein); and (ii) the Receiver's Charge (as defined in the Order granted in the within proceedings on August 27, 2025, by which the Receiver was appointed; the "**Receivership Order**").
9. Notwithstanding:
 - (a) the pendency of these proceedings or the termination of these proceedings;
 - (b) any application for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada), R.S.C. 1985 c. B-3, as amended (the "**BIA**") in respect of any of the Petitioners and any bankruptcy order issued pursuant to any such application; or
 - (c) any assignment in bankruptcy made in respect of any of the Petitioners,

any payments made pursuant to this Order are final and irreversible and shall be binding upon any trustee in bankruptcy that may be appointed in respect of the Petitioners, and shall not be void or voidable by creditors of the Petitioners, nor shall any such payments constitute or be deemed to be fraudulent preferences, assignments, fraudulent conveyances,

transfers-at-undervalue or other reviewable transactions under the BIA or any other federal or provincial law, nor shall they constitute conduct which is oppressive, unfairly prejudicial to or which unfairly disregards the interests of any person, and shall, upon the receipt thereof, be free of all claims, liens, security interests, charges, or other encumbrances granted by or relating to the Petitioners.

10. A&M, whether in its personal capacity or in its capacity as the Receiver:
 - (a) shall have all of the protections provided to it as an officer of the Court, including the protections granted to it in its capacity as: (i) Monitor pursuant to the CCAA, and other orders granted in these proceedings; and (ii) Receiver pursuant to the Receivership Order, and all other orders granted in these proceedings; and
 - (b) shall incur no liability or obligation as a result of carrying out any duties or work in connection with this Order, save and except for any gross negligence or willful misconduct.
11. The Receiver shall be at liberty, and is hereby authorized and empowered to take any further steps that it deems necessary or desirable in order to complete the payments described in and authorized by this Order.

Endorsement

12. Endorsement of this order by counsel appearing on this application, other than counsel for the Receiver, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of Heidi Esslinger
Lawyer for the Receiver, Alvarez & Marsal
Canada Inc.

BY THE COURT

REGISTRAR

SCHEDULE “A”

Counsel Appearing

Name of Party	Counsel Name

No. S-245481
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

**ORDER MADE AFTER APPLICATION
(SECOND CLAIMS PAYMENT ORDER)**

FASKEN MARTINEAU DuMOULIN LLP
Barristers and Solicitors
550 Burrard Street, Suite 2900
Vancouver, BC, V6C 0A3
+1 604 631 3131
Counsel: Kibben Jackson
E-mail: kjackson@fasken.com