

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., in its capacity as court-appointed Monitor of the Petitioners (the “**Monitor**”).

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 BY TEAMS at 800 Smithe Street, Vancouver BC on July 16, 2025 at 9:00 a.m. for the orders set out in Part 1 below.

The applicant estimates that the application will take 1 hour.

This matter is not within the jurisdiction of an associate judge. Madam Justice Gropper is seized of these proceedings. The date and time of this application has been set by Scheduling.

Part 1 ORDERS SOUGHT

1. An order, in substantially the form attached hereto as Schedule “B” (the “**Former Members’ Representation Order**”):
 - (a) abridging the time for service of this Notice of Application such that it is properly returnable on July 16, 2025;

- (b) appointing Steve Day as the representative of all former members of BC Tree Fruits Cooperative (“**BCTFC**”) who delivered fruit to BCTFC at any time during the years 2018 through 2023 (the “**Former Members**”);
 - (c) appointing Nathanson, Schachter & Thompson LLP (“**NST**”) as representative counsel for Steve Day (in such capacity, the “**Former Members’ Representative Counsel**”) in his capacity as the representative of the Former Members; and
 - (d) granting a charge (the “**Former Members’ Charge**”) over the Property (as defined in the Amended and Restated Initial Order granted on August 26, 2024 in these proceedings (the “**ARIO**”)) in the amount of \$50,000 as security for the payment by the Petitioners of the Former Members’ Representative Counsel.
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 herein have the meanings ascribed to them in the Thirteenth Report of the Monitor dated July 9, 2025 (the “**Thirteenth 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 has since been extended on a number of occasions, most recently to August 29, 2025.
5. On August 26, 2024, this court granted, among other orders, the ARIO, and an order (the “**Representative Counsel Order**”): (i) appointing Mr. Amarjit Singh Lalli (the “**Current Members’ Representative**”) as the representative of all the voting members of BCTFC (the “**Current Members**”); (ii) appointing Osler, Hoskin & Harcourt LLP as representative counsel for the Current Members (the “**Current Members’ Representative Counsel**”); and (iii) granting a charge in the amount of \$100,000 over the Petitioners’ assets as security for the payment of the Current Members’ Counsel’s fees.

6. Since the Initial Order was granted, the Monitor has actively marketed and sold nearly all of the Petitioners' assets. In particular, the Monitor has applied for and obtained eight sale approval and vesting orders, the most recent of which was granted on May 16, 2025, approving the sale of all the remaining real property and other assets to Manage Wildstone Partnership (the "**Wildstone Transaction**"). As set out in the Thirteenth Report, the closing date of the Wildstone Transaction has been extended and it is now expected to close on July 25, 2025.¹
7. On April 28, 2025, this Court granted orders, among other things:
 - (a) extending the time for BCTFC to call an annual general meeting to no later than November 28, 2025, unless further extended by further order of the court;
 - (b) amending the Representative Counsel Order to remove a limit of the amount of the Representative Counsel's fees; and
 - (c) approving a claims process to determine and quantify the outstanding claims against the Petitioners and their respective directors and officers.
8. The claims process commenced on May 2, 2025. While the majority of the claims were deemed proven on the Claims Bar Date (June 6, 2025), some are not yet proven. The Monitor recently revised or disallowed 40 proofs of claim that were submitted by the Claims Bar Date. Those claimants now have an opportunity to dispute the Monitor's adjudication.²
9. Upon completion of the Wildstone Transaction, the Monitor expects the estate to have significant surplus funds after making distributions to pay in full the outstanding proven claims of all of the Petitioners' creditors (the "**Surplus Funds**").³
10. The Monitor is seeking the Former Members' Representation Order to provide representation for the Former Members who may have a claim to the Surplus Funds.

Distributions to Members of BCTFC

11. Distributions to members of BCTFC is governed by a set of "**Rules**", which were last revised on November 16, 2021.

¹ Thirteenth Report, at paras. 1.5, 4.2, and 4.4.

² Thirteenth Report, at para. 5.5.

³ Thirteenth Report, at para. 6.1.

12. Rule 125 of the Rules provides that, in the year that BCTFC intends to permanently cease operations, any surplus must be distributed to the members and former members in proportion to the tonnage of fruit accepted by BCTFC in the previous 6 years.⁴

125. Distribution of surplus in final year of operations

After setting aside the amount required as a reserve and paying any dividend permitted by these Rules, the Association must, but only in the year in which it intends to permanently cease operations, distribute the whole of its then accumulated surplus, including all amounts realized from the sale or other disposition of its assets (but after setting aside an amount equal to the aggregate paid up capital of all its outstanding shares), to the members and former members of the Association (including the heirs, executors, administrators, successors and assigns) in the same proportion that the tonnage of tree fruits accepted by the Association from each of them (or from the grower through whom the member or former member derives or derived membership) in the previous 6 years bears to the total tonnage of tree fruits accepted by the Association from all its growers during those same 6 years.

13. BCTFC ceased operating in 2024, and will soon have sold effectively all of its assets.
14. Accordingly, once the Monitor pays out the Proven Claims the only remaining financial stakeholders will be the Former Members and the Current Members, each of which have a claim to the Surplus Funds. The Monitor estimates that the Current Members and the Former Members are entitled to 68% and 32% of the Surplus Funds, respectively.⁵
15. The Monitor understands that the Current Members' Representative may seek to take steps to amend the Rules in order to eliminate the Former Members' entitlement to share in any distribution of the Surplus Funds.⁶
16. The Monitor is not aware of any of the Former Members' having representation in the CCAA Proceeding,⁷ and is of the view that it would be appropriate for the Former Members to be represented so that they might be properly advised and given the opportunity to appear through counsel to make such submissions should they wish to oppose any steps proposed to be taken by the Current Members' Representative to eliminate their entitlement to share in the Surplus Funds.⁸

⁴ Thirteenth Report, at para. 6.2.

⁵ Thirteenth Report, at para. 6.6.

⁶ Thirteenth Report, at para. 6.8.

⁷ Thirteenth Report, at para. 6.9.

⁸ Thirteenth Report, at para. 6.11.

17. Steve Day is a former member of the BCTFC and has agreed to act as Former Members' Representative with NST acting as the Former Members' Representative Counsel.⁹
18. The Monitor is satisfied that a charge of \$50,000 in favour of the Former Members' Representative Counsel, ranking *pari passu* with the charge granted to the Current Members' Representative Counsel, is reasonable in the circumstances and sufficient to provide adequate security at this time for the payment of the fees of the Former Members' Representative Counsel.¹⁰

Part 3 LEGAL BASIS

19. The Monitor relies on:
 - (a) the CCAA;
 - (b) the *Supreme Court Civil Rules*;
 - (c) the inherent and equitable jurisdiction of this Court; and
 - (d) such further and other legal bases and authorities as counsel may advise and this Court may permit.
20. The Court has jurisdiction to appoint representative counsel under its general power set out in section 11 of the CCAA, if such relief is appropriate in the circumstances.

CCAA, s. 11;
Mountain Equipment Co-Operative (Re), 2020 BCSC 2037, at para 23 [**MEC**].

21. Canadian courts have considered the following non-exhaustive list of factors in determining whether the appointment of representative counsel is appropriate:
 - (a) the vulnerability and resources of the group sought to be represented;
 - (b) any benefit to the companies under *CCAA* protection;
 - (c) any social benefit to be derived from representation of the group;
 - (d) the facilitation of the administration of the proceedings and efficiency;
 - (e) the avoidance of a multiplicity of legal retainers;
 - (f) the balance of convenience and whether it is fair and just including to the creditors of the estate;

⁹ Thirteenth Report, at para. 6.12.

¹⁰ Thirteenth Report, at para. 6.15.

- (g) whether representative counsel has already been appointed for those who have similar interests to the group seeking representation and who is also prepared to act for the group seeking the order; and
- (h) the position of other stakeholders and the monitor.

MEC, at para. 23;
citing *Canwest Publishing Inc. (Re)*, 2010 ONSC 1328 at para. 21 and
Re League Assets Corp. (Re), 2013 BCSC 2043 at para. 72

- 22. The Former Members have a commonality of interest that is best represented in this proceeding as an entire group.
- 23. Despite being in the late stages of these CCAA Proceedings, the Former Members' Representation Order is appropriate because the need for representation only became known once it was apparent there would be Surplus Funds available for distribution, and once the Monitor became aware of the possibility that the Current Members' Representative might seek to amend the Rules to preclude distributions of the Surplus Funds to the Former Members.
- 24. The potential asymmetry in representation for the key remaining stakeholders after the Proven Claims are paid out – namely the Current Members and the Former Members – could lead to obvious and manifest unfairness. Such unfairness would be compounded by the fact that the Current Members' counsel's fees are being paid out of and have a charge over the Petitioners' estate.
- 25. The Former Members are expected to receive 32% of the Surplus Funds and are not known to currently have any representation in these CCAA proceedings.
- 26. The Monitor supports appointing the Former Members' Representative and their Counsel, and believes it is appropriate for Former Members to have representation to receive legal advice and, if desired, oppose any steps by the Current Members' Representative to eliminate their entitlement to the Surplus Funds.

Representative Counsel Charge

- 27. The Monitor seeks a charge of \$50,000 against the Petitioners' property to secure the anticipated fees of the Former Members' Representative Counsel to allow the Former Members effective participation in the conclusion of these CCAA proceedings.

28. Section 11.52(1)(c) of the CCAA allows the court to grant a charge on the Petitioners' assets to secure payment of the legal fees and disbursements for representative counsel:

11.52(1) On notice to the secured creditors who are likely to be affected by the security or charge, the court may make an order declaring that all or part of the property of a debtor company is subject to a security or charge — in an amount that the court considers appropriate — in respect of the fees and expenses of

...

(c) any financial, legal or other experts engaged by any other interested person if the court is satisfied that the security or charge is necessary for their effective participation in proceedings under this Act.

...

(2) The court may order that the security or charge rank in priority over the claim of any secured creditor of the company.

CCAA, s. 11.52

29. The Court must be satisfied that the charge is necessary for the effective participation of representative counsel in the proceedings.

MEC, at para. 57;
citing *Urbancorp Inc. (Re)*, 2016 ONSC 5426 at para. 16

30. Factors to consider in approving an administrative charge include:

- (a) the size and complexity of the businesses being restructured;
- (b) the proposed role of the beneficiaries of the charge;
- (c) whether there is an unwanted duplication of roles;
- (d) whether the quantum of the proposed charge appears to be fair and reasonable;
- (e) the position of the secured creditors likely to be affected by the charge; and,
- (f) the position of the Monitor.

31. As noted in *Urbancorp*, Estate funds should be spent for the benefit of the estate as a whole, not for the benefit of one group whose interests are contrary to the interests of the estate as a whole.

Urbancorp, at para. 24.

32. The Monitor submits it would be inherently inequitable to allow the Current Members representation and a priority charge to secure their counsel's fees, without allowing the same for the Former Members – the only other group with an interest in the Surplus Funds.
33. The proposed charge of \$50,000 is proposed to rank *pari passu* with the charge in favour of the Current Members' Representative Counsel, and is appropriate given the late stages of the CCAA Proceeding.
34. The proposed form of the Former Members' Representation Order provides that the reasonable fees and disbursements of the Former Members' Representative Counsel be paid by the BCTF Group. The Monitor is of the view that this arrangement is fair and reasonable as it is in line with the treatment of the reasonable fees and disbursements of the Current Members' Representative Counsel.¹¹

Part 4 MATERIAL TO BE RELIED ON

35. Thirteenth Report of the Monitor, dated July 9, 2025.
36. Such further and other materials as counsel may advise and this Court may allow.

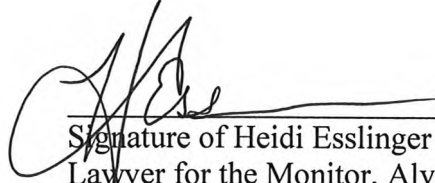
TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application,

- (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;

¹¹ Thirteenth Report, at para. 6.14.

- (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated: 09-Jul-2025



Signature of Heidi Esslinger
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: hesslinger@fasken.com (Reference: Heidi Esslinger/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"

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 May 29, 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</p> <p>Email: howard.gorman@nortonrosefulbright.com Scott.Silver@nortonrosefulbright.com</p> <p><i>Counsel for the Petitioners</i></p>
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<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: mattery@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

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jbeaulieu@fasken.com; richeung@fasken.com; howard.gorman@nortonrosefulbright.com;
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manveer.bisla@dentons.com; avic.arenas@dentons.com; dayfamily1995@gmail.com;
stevethefarmer@gmail.com

SCHEDULE "B"
DRAFT ORDER

[see attached]

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

(FORMER MEMBERS' REPRESENTATION ORDER)

BEFORE THE HONOURABLE)
JUSTICE GROPPER) July 16, 2025
)

ON THE APPLICATION OF Alvarez & Marsal Canada Inc. in its capacity as monitor of the Petitioners (in such capacity, the "**Monitor**") coming on for hearing by MS Teams at Vancouver, British Columbia, on the 16th day of July, 2025; AND ON HEARING Kibben Jackson and Heidi Esslinger, counsel for the Monitor, and those other counsel listed on **Schedule "A"** hereto, and no one else appearing although duly served, AND UPON READING the material filed, including the Thirteenth Report of the Monitor to the Court dated July 9, 2025; AND PURSUANT TO the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"), 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 this notice of application and supporting materials is hereby abridged such that the notice of application is properly returnable today.

2. Steve Day (the “**Former Members’ Representative**”) is hereby appointed to represent the interests of all former voting members of BC Tree Fruits Cooperative (“**BCTFC**”) who delivered fruit to BCTFC at any time during the years 2018 to 2023 (collectively, the “**Former Members**”) in these CCAA proceedings for all purposes, including without limiting the foregoing with respect to the interests of the Former Members in BCTFC and any claims the Former Members may have against BCTFC, howsoever arising, and any related matters (the “**Mandate**”), provided that any claims which the Former Members might have against any of the Petitioners or their directors and officers shall only be advanced in accordance with the claims process initiated in these proceedings and any relevant orders of the court made in these proceedings.
3. The law firm of Nathanson, Schachter & Thompson LLP (the “**Former Members’ Representative Counsel**”) is hereby appointed as counsel to the Former Members in these proceedings in relation to, and for the purposes of, carrying out the Mandate in accordance with the terms of this order.
4. The Former Members’ Representative and the Former Members’ Representative Counsel are authorized to take all steps and to do all acts necessary or desirable to carry out the Mandate in accordance with the terms of this order, including dealing with any other court, regulatory body and government ministry, department or agency, and to take all such steps as are necessary or incidental thereto.
5. The Former Members’ Representative and the Former Members’ Representative Counsel are hereby authorized and empowered to apply to this Court for such advice and directions as may be necessary or desirable in order to carry out the Mandate or the terms of this order.

NOTICE PROCEDURE

6. This Court orders that within 5 business days from the date of this order:
 - a) the Former Members’ Representative Counsel shall issue electronically, through the facilities of Canada Newswire or a similar service provider, a press release giving notice of this order; and
 - b) the Monitor shall post a copy of this order to the Monitor’s website.
7. The Former Members’ Representative Counsel shall provide a copy of this order to any person who makes written request for same.

EXCLUSION FROM THE DEFINITION OF FORMER MEMBERS

8. Any person who wishes to be excluded from the definition of Former Members herein must make such request in writing to the Former Members' Representative Counsel by email at preardon@nst.ca within 30 days of the date of the order.

CHARGES CREATED BY THIS ORDER

9. The Petitioners shall pay the reasonable fees and disbursements of the Former Members' Representative Counsel in the Monitor's discretion, in consultation with the Petitioners, and the Members' Representative Counsel is hereby granted a charge (the "**Former Members' Representative Counsel Charge**") on the Property (as defined in the Amended and Restated Initial Order granted August 26, 2024, as amended, restated, or supplemented from time to time, the "**ARIO**") in the amount of \$50,000 as security for the payment of their fees and disbursements. The Former Members' Representative Counsel Charge shall have the same priority as the Representative Counsel Charge as defined and set out in the ARIO.
10. The Former Members' Representative Counsel shall report to the Monitor at such times as requested by the Monitor to advise as to the amount of the then-accrued fees and disbursements of the Members' Representative Counsel, inclusive of any taxes.

MISCELLANEOUS

11. This Court orders that the Petitioners, the Monitor, the Former Members' Representative and the Former Members' Representative Counsel are hereby authorized to collect, use and disclose personal information of the Former Members amongst one another, but only to the extent necessary or desirable to give effect to the Mandate and the terms of this order.
12. Any party may apply to amend or vary the terms of this order on notice to the Service List (as that term is defined in the ARIO).

[Remainder of page intentionally left blank]

13. Endorsement of this order by counsel appearing on this application other than counsel for the Monitor 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 Kibben Jackson
Lawyer for the Monitor, Alvarez & Marsal
Canada Inc.

BY THE COURT

REGISTRAR

Schedule "A"

LIST OF COUNSEL

Counsel Name/Litigant	Party Represented