



NO. S-209201
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 1077 HOLDINGS CO-OPERATIVE
AND 1314625 ONTARIO LIMITED

PETITIONERS

NOTICE OF APPLICATION

NAME OF APPLICANTS: Alvarez & Marsal Canada Inc. (“**A&M**”), in its capacity as the court-appointed monitor (and, in such capacity, the “**Monitor**”) of 1077 Holdings Co-operative (formerly, Mountain Equipment Co-operative) (“**1077**”) and 1314625 Ontario Limited (together with 1077, the “**Petitioners**”)

TO: Service List, attached as **Schedule “A”**

TAKE NOTICE that an application will be made by the Monitor to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, British Columbia, at **9:00 a.m. on September 29, 2023, via Microsoft Teams videoconference**, for the order set out in Part 1 below.

PART 1. ORDER SOUGHT

1. An order substantially in the form attached as **Schedule “B”**.

PART 2. FACTUAL BASIS

A. Background

2. On September 14, 2020, the Petitioners were granted an Initial Order by this Court (the “**Initial Order**”), pursuant to which these proceedings (these “**CCAA Proceedings**”) were commenced under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the “**CCAA**”).
3. Among other things, the Initial Order granted the Petitioners an initial stay of proceedings up to and including September 24, 2020 (the “**Stay Period**”) and appointed A&M as the Monitor in these CCAA Proceedings.

4. On September 22, 2020, the Petitioners brought an application (the “**Comeback Application**”) to seek approval of the amended and restated initial order (the “**ARIO**”) to, *inter alia*:
 - (a) seek an extension of the Stay Period through to October 31, 2020;
 - (b) authorize an increased maximum amount of borrowing under the Interim Financing Facility, as defined in the First Report of the Monitor, dated September 24, 2020 (the “**First Report**”) to \$100,000,000;
 - (c) grant a key employee retention plan charge against the assets of the Petitioners in an amount not to exceed \$778,000; and
 - (d) seek approval of the sale approval and vesting order (the “**SAVO**”) to approve the sale transaction (the “**Transaction**”) contemplated by the asset purchase and sale agreement between the Petitioners and 1264686 B.C. Ltd. dated September 11, 2020 for the sale of the Purchased Assets and the vesting of all of the Purchased Assets in the Purchaser (defined below) free and clear of any Encumbrances other than Permitted Encumbrances (as such terms are defined in the SAVO).
5. On September 24, 2020, this Court granted an extension of the Stay Period from September 24, 2020 to September 28, 2020 to allow for the Comeback Application to be heard on September 28, 2020.
6. During the period from September 28, 2020 through to October 1, 2020, in addition to hearing the Comeback Application of the Petitioners, this Court heard several applications, including, *inter alia*, by Plateau Village Properties Inc and Midtown Plaza Inc (together, the “**Landlords’ Application**”), Kevin Harding and Save MEC (together, the “**Members’ Application**”), and the BC Co-op Association and Mutuels Canada (the “**Public Intervenors’ Application**”).
7. On October 2, 2020, this Court dismissed the Landlords’ Application, the Members’ Application, and the Public Intervenors’ Application and granted the ARIO, which included, *inter alia*, an extension of the Stay Period to November 3, 2020, and the SAVO sought by the Petitioners.
8. On October 21, 2020, this Court granted an assignment order to assign all of the rights and obligations of the Petitioners under certain remaining contracts to 1266524 B.C. Ltd. (recently renamed MEC Canada Inc. and referred to as the “**Purchaser**”).
9. On October 28, 2020, this Court granted a further extension of the Stay Period to January 20, 2021 to, *inter alia*, provide the Petitioners with sufficient time to complete post-closing matters related to the Transaction and seek an order to expand the powers of the Monitor provided for in the ARIO.
10. On November 12, 2020, an application was filed by a former employee on behalf of certain other former employees of 1077, to be heard on November 24, 2020 (the “**Former Employees’ Application**”), seeking an order from this Court, *inter alia*, approving the appointment of Victory Square Law Office (“**VSLO**”) as representative counsel to former

employees of 1077 in these CCAA Proceedings and granting a charge of \$85,000 over the property of the Petitioners in respect of VSLO's anticipated fees.

11. On November 27, 2020, this Court granted an order enhancing the powers of the Monitor and an order (the "**Claims Process Order**") establishing a claims process (the "**Claims Process**") by which creditors may confirm or prove their claims against 1077 arising prior to the filing date of September 14, 2020 ("**Claims**" and each a "**Claim**") by submitting proofs of their Claims in the prescribed form ("**Proofs of Claim**" and each a "**Proof of Claim**").
12. On December 21, 2020, the Former Employees' Application was dismissed.
13. On April 9, 2021, this Court pronounced an order approving the following reports of the Monitor and the activities contained therein:
 - (a) the Proposed Monitor's Report, dated September 13, 2020;
 - (b) the First Report;
 - (c) the Second Report of the Monitor, dated October 19, 2021;
 - (d) the Third Report of the Monitor, dated October 27, 2020;
 - (e) the Fourth Report of the Monitor, dated November 23, 2020;
 - (f) the Fifth Report of the Monitor, dated January 12, 2021; and
 - (g) the Sixth Report of the Monitor, dated April 1, 2021.
14. On April 29, 2021, the Monitor submitted the seventh report of the Monitor to this Court, which was a special purpose report providing this Court with an update of the Claims Process as well as disclosure of the number and quantum of claims received by the Monitor pursuant to paragraph 32 of the Claims Process Order.
15. On March 29, 2022, the Court pronounced an order (the "**Distribution Order**") granting, *inter alia*, the following relief:
 - (a) approval of the following distribution methodology (the "**Distribution Methodology**"), to be applied by the Monitor in administering any distributions in these CCAA Proceedings (the "**Distributions**"):
 - (i) all Claims against the Petitioners, including Pre-filing Claims, Restructuring Period Claims, D&O Claims, and Employee Claims, which have been allowed by the Monitor accordance with the Claims Process Order, shall be accepted and valid Claims (the "**Accepted Claims**") for purposes of participating in any Distributions;
 - (ii) directing the Monitor to establish and maintain a reserve fund for Claims that are subject to a Notice of Revision or Disallowance and/or a Notice of Dispute, and are therefore not Accepted Claims (the "**Disputed Claims**");

- (iii) all Claims against the Petitioners, except for the Disputed Claims, that were:
 - (i) not asserted or preserved as required by the Claims Process Order, or (ii) were otherwise disallowed by the Monitor pursuant to the Claims Process Order (and which are not Disputed Claims), shall be forever barred and extinguished (each such claim, a “**Barred and Extinguished Claim**”), and any such person asserting a Barred and Extinguished Claim shall not be entitled to participate in the Distributions;
 - (iv) approval of a “top-up” payment to certain Employee Claimants, in lieu of the payments under the Wage Earners Protection Program (the “**WEPP**”) to which they would otherwise have been entitled, and allocating the total “top-up” amounts to the other Employee Claimants and Claimants on a *pro rata* basis,
 - (b) authorizing the Petitioners to make one or more cash Distributions to each Claimant and Employee Claimant holding an Accepted Claim; and
 - (c) confirming that the Distributions made to the Employee Claimants shall be in lieu of any and all amounts that might have otherwise received from Service Canada, through its administration of the WEPP.
16. In addition to the Distribution Order, on March 29, 2022, this Court also pronounced an order sealing the confidential appendix appended to the Twelfth Report of the Monitor, dated March 23, 2022, on the basis that it contained personal and sensitive details pertaining to the Employee Claimants.
17. On or about May 31, 2022 and on November 28, 2022, the Monitor made two Interim Distributions for a combined total of \$28.2 million and representing 89% of the total Accepted Claims.
18. In addition to the foregoing, this Court has granted the following extensions of the Stay Period to, *inter alia*, provide the Petitioners with sufficient time to complete the Claims Process:
- (a) on January 15, 2021 to April 9, 2021;
 - (b) on April 9, 2021 to June 25, 2021;
 - (c) on June 23, 2021 to September 28, 2021;
 - (d) September 28, 2021, to December 10, 2021;
 - (e) December 10, 2021, to June 10, 2022;
 - (f) June 10, 2022 to December 9, 2022;
 - (g) December 9, 2022 to March 31, 2023; and
 - (h) March 31, 2023 to September 29, 2023.

B. Update on Activities of the Monitor

19. Since the filing of the Monitor's Fifteenth Report dated March 23, 2023 (the "**Fifteenth Report**"), the Monitor has been engaged in the following activities:

Review of CCAA Court Materials

- (a) reviewing draft Court application materials in consultation with the Monitor's legal counsel;

Attending to Matters Related to the Interim Distributions

- (a) addressing numerous enquiries from Claimants, Employee Claimants and statutory authorities related to the Interim Distributions and anticipated Final Distribution;
- (b) corresponding and following up with numerous Claimants and Employee Claimants and/or their legal counsel regarding their Interim Distributions, as well as outstanding cheques and updating addresses and contact information, as required;

Monitoring of Cash Receipts & Disbursements

- (a) preparing and reviewing bi-weekly payments, as well as reconciling cash receipts and disbursements of the trust accounts of the Monitor;

Asset Realization and Recovery Matters

- (a) completing the wind-down of 1077's interest in Park Towns Developments Limited Partnership, a residential townhouse project located in Toronto, Ontario, which consisted of numerous discussions and correspondence with legal counsel of the general partner and directors of Park Towns Developments GP Inc., resulting in settlement proceeds of \$60,000;
- (b) coordinating and advancing the recovery of certain custom levies applied by the Canada Border Services Agency ("**CBSA**") and administered by the Canada Revenue Agency ("**CRA**") for the importation of certain goods with the assistance of KPMG LLP ("**KPMG**"), resulting in net receipts of \$372,000 collected by the Monitor on September 13, 2023 (the "**CBSA Refund**").

Statutory and Other Responsibilities

- (a) preparing the Monitor's Sixteenth Report dated September 20, 2023 (the "**Sixteenth Report**") and an updated cash flow forecast for the period September 18, 2023 to November 30, 2023 (the "**Eleventh Cash Flow Forecast**");

- (b) reconciling and/or filing pre-filing payroll withholding remittances and post-filing GST returns and corresponding with the CRA regarding post-filing refunds and other related matters;
- (c) concluding the CRA's audit of the Canada Emergency Wage Subsidy received by the Petitioners for the period between March 15, 2020 to November 30, 2020;
- (d) attending to numerous enquiries from former employees requesting physical and electronic copies of their personnel files and other related employment records and information; and
- (e) receiving and responding to telephone and email enquiries from members.

C. Update on the Claims Process

- 20. As detailed in the Fifteenth Report, there are 249 Accepted Claims totaling \$31.7 million that the Monitor has, or is deemed to have, accepted and there are no unresolved Disputed Claims remaining.

D. Update on Interim Distributions

- 21. To date, the Monitor has made two Interim Distributions: on or about May 31, 2022 and on November 28, 2022, together totaling \$28.2 million and representing 89% of the total Accepted Claims. There are 6 Employee Claimants who have not yet deposited their Interim Distribution cheques, which in aggregate totals to \$84,411. The Monitor periodically reviews its trust bank account and has made best efforts to contact the specific Claimants and Employee Claimants in order to re-issue and/or redirect the cheques, where possible.
- 22. The Monitor has maintained a cash reserve in the estate for the estimated on-going costs of the CCAA Proceedings and to ensure that the Final Distribution to Claimants and Employee Claimants would be in excess of \$10.00 per Claim.

E. Anticipated Final Distribution and Bankruptcy

- 23. As noted, the Monitor had anticipated receiving the CBSA Refund well in advance of the expiry of the September Stay Period, and to this end, the Monitor had engaged both the CBSA and the CRA in extensive communications consisting of phone calls, emails, and customer service enquiries to provide all necessary information to advance the issuance and delivery of the CBSA Refund;
- 24. On August 28, 2023, KPMG was advised by the CBSA that the process of issuing a cheque for the CBSA Refund had been initiated, which was subsequently received by the Monitor's office on September 13, 2023; and
- 25. As noted, while waiting for the resolution and issuance of the CBSA Refund, the Monitor had considered an interim distribution prior to the expiry of the September Stay Period, however, decided to forgo such a distribution due to the incremental expenses and professional fees that would be incurred by the estate in advancing an interim distribution

in addition to the eventual Final Distribution, which would decrease the overall recovery to Claimants.

26. With the collection of the CBSA Refund, the Monitor has begun preparations for the Final Distribution and the total anticipated recovery to Claimants is expected to be in the range of 94% of their Accepted Claim, which remains consistent with the estimated recoveries the Monitor presented in its earlier reports.
27. As noted, the Monitor intends to make best efforts to effect the Final Distribution as soon as possible, which is anticipated to occur no later than the end of October 2023.

F. Update on Cash Flow

1. The Petitioners' actual cash receipts and disbursements compared to the Tenth Cash Flow Forecast during the period from September 15, 2020 to September 17, 2023 is summarized in the table below:

1077 Holdings Co-operative and 1314625 Ontario Limited				
Cash Flow Variance Analysis				
For the period September 15, 2020 to September 17, 2023				
(in CAD 000's)				
	For the 157 Weeks Ended September 17, 2023			Variance
	Actual	Forecast		
Receipts				
Sales	\$ 41,176	\$ 41,176	\$	-
Canada Emergency Wage and Rent Subsidy	8,628	8,628		-
Other receipts and letters of credit	4,755	4,692		63
GST refunds	187	205		(17)
Return of deposits	(601)	(601)		-
Total receipts	54,146	54,100		46
Disbursements				
Merchandise and/or vendor prepayments	33,507	33,507		-
Freight and other non-merchandise	3,142	3,142		-
Wages and salary	11,377	11,377		-
SG&A	3,320	3,413		93
Insurance	145	145		-
Property taxes and other property liabilities	4,512	4,547		35
Statutory obligations	3,760	3,767		7
Consultants	63	63		-
Total disbursements	59,825	59,960		135
	(5,679)	(5,860)		180
Other disbursements				
KERP payments	778	778		-
Professional fees	6,223	6,260		37
Debt service	987	987		-
Contingency	574	599		25
Total other disbursements	(8,562)	(8,624)		62
Interim Distributions	(28,233)	(28,233)		-
Net proceeds from Sale Transaction	30,411	30,411		-
Net Cash Flow	\$ (12,063)	\$ (12,305)	\$	243
Opening Cash Balance	\$ 14,188	\$ 14,188	\$	-
Net Cash Flow	(12,063)	(12,305)		243
Ending Cash Balance	\$ 2,126	\$ 1,883	\$	243

* Net proceeds from the Sale Transaction are presented net of secured debt due to the Royal Bank of Canada which was repaid on the Closing Date.

2. As at September 17, 2023, the closing cash balance held in trust by the Monitor totaled approximately \$2.1 million. Certain variances in respect of the reported cash receipts and disbursements are as follows:
- total operating receipts were approximately \$46,000 higher than forecast, primarily due to higher than anticipated interest income and CBSA Refund amount, which were offset by delays in receiving GST refunds from the CRA; and
 - total operating disbursements were approximately \$197,000 lower than forecast, primarily due to timing differences with respect to payment of certain general and administrative expenses and property taxes, along with lower than anticipated professional fees.

3. Since the Fifteenth Report, the Monitor has continued to review the cash receipts and disbursements of the Petitioners and perform bi-weekly variance reporting and approval of disbursements. As noted in the Sixteenth Report, nothing has come to the attention of the Monitor that has caused the Monitor to believe that there have been material adverse changes in the cash flow of the Petitioners or that would financially prejudice the stakeholders of the Petitioners.

G. Eleventh Cash Flow Forecast

30. The Monitor prepared the Eleventh Cash Flow Forecast for the period from September 18, 2023 to November 30, 2023 (the “**Forecast Period**”). The Eleventh Cash Flow Forecast is attached herewith as Appendix “A” to the Sixteenth Report. A summary of the Eleventh Cash Flow Forecast is tabled below:

1077 Holdings Co-operative and 1314625 Ontario Limited	
Eleventh Cash Flow Forecast	
For the 11 week period ending on November 30, 2023	
(in CAD 000's)	
	<u>Forecast Period</u>
Receipts	
GST and other refunds	\$ 13
Total receipts	<u>13</u>
Disbursements	
General and administrative	92
Property taxes	35
Statutory obligations	4
Total disbursements	<u>131</u>
	(118)
Other disbursements	
Professional fees	130
Contingency	14
Total other disbursements	<u>(144)</u>
Net cash flow	<u>\$ (262)</u>
Opening cash balance	\$ 2,126
Net cash flow	(262)
Ending cash balance	<u>\$ 1,864</u>

31. The Monitor’s comments with respect to the Eleventh Cash Flow Forecast are as follows:
- (a) forecast receipts totaling \$13,000 relate to interest earned and GST refunds anticipated for post-filing expenses incurred during the pendency of the CCAA Proceedings;
 - (b) forecast disbursements totaling \$275,000 consist of the following:
 - (i) general and administrative costs of approximately \$92,000 relate to estimated fees for engaging KPMG to assist with the recovery of the CBSA Refund and a third-party payroll provider to administer distributions to Employee Claimants and preparation of related tax forms, and estimated mailing and banking fees for the Final Distribution;

- (ii) property liabilities approximating \$35,000 in connection with outstanding property taxes for the former head office property;
 - (iii) statutory obligations of approximately \$4,000 relate primarily to assessments pertaining to the CRA's pensionable and insurable earnings reviews; and
 - (iv) professional fees of approximately \$130,000 for services provided by the Monitor and its legal counsel.
32. As detailed, the Monitor anticipates it will be holding approximately \$1.9 million at the end of the Forecast Period, which is consistent with the Monitor's Fifteenth Report. The majority of the \$1.9 million balance will be used to make the Final Distribution in accordance with the Distribution Methodology with a balance of funds, expected not to exceed \$75,000, reserved to administer the Petitioners' bankrupt estate and resolve any remaining residual matters in the CCAA Proceedings, if any.

H. Extension of the Stay

33. Pursuant to the Stay Extension Order, the Stay Period will expire on September 29, 2023. The Monitor is seeking an extension of the Stay Period to November 30, 2023.
34. As outlined, the Monitor is seeking an extension of the Stay Period to November 30, 2023 in order to, *inter alia*:
- (a) complete the Final Distribution to affected creditors, make the necessary statutory remittances, and make reasonable efforts to follow-up with any undeposited cheques prior to the end of the Forecast Period;
 - (b) prepare for the issuance of annual tax forms for the Employee Claimants and other tax compliance reporting as required;
 - (c) assign the Petitioners into bankruptcy upon completion of the Final Distribution and the termination of these CCAA Proceedings, as authorized by the Court order granted March 30, 2023; and
 - (d) attend to any remaining activities relating to the wind-down of the Petitioners' operations and business.
35. Further, the Extension of the Stay is necessary because:
- (a) as outlined, the Eleventh Cash Flow Forecast indicates that there is sufficient liquidity to continue operating during the requested extension of the Stay Period; and
 - (b) no creditor or any stakeholders of the Petitioners would be materially prejudiced by the extension of the Stay Period.

PART 3. LEGAL BASIS

36. The broad remedial objective of the *CCAA* is to facilitate a restructuring of a debtor company, rather than a liquidation of assets. Section 11 of the *CCAA* provides the supervising *CCAA* judge with the broad statutory authority to make such orders that are necessary to achieve this objective.

Bul River Mineral Corporation (Re), 2014 BCSC 1732 at para 36
Century Services Inc v Canada (Attorney General), 2010 SCC 60 at paras 15-19, 57-66
CCAA, s 11

37. Subsection 11.02(2) of the *CCAA* provides that the Court may, on an application in respect of a debtor company, and on any terms that the Court may impose, extend the Stay Period “for any period that the court considers necessary”.

CCAA, s 11.02(2)(a)

38. Subsection 11.02(3) of the *CCAA* provides that the Court shall not make an order extending the Stay Period unless:

- (a) the applicant satisfies the Court that circumstances make the order appropriate; and
- (b) in the case of an order under subsection (2), the applicant also satisfies the Court that the applicant has acted, and is acting, in good faith and with due diligence.

CCAA, s 11.02

39. In determining whether the appropriate circumstances exist to extend the Stay Period, the Court should inquire whether the order sought advances the remedial purpose of the *CCAA*.

North American Tungsten Corp (Re), 2015 BCSC 1376 at para 25

40. Extending the Stay Period to November 30, 2023, is appropriate and necessary in the circumstances. It will limit the need for the Monitor to schedule, and incur professional fees and other costs relating to, further applications before this Court while it focuses on:

- (a) resolving and completing the final issues including, making the necessary statutory remittances, making reasonable efforts to follow-up with any undeposited cheques prior to the end of the Forecast Period, preparing for the issuance of annual tax forms for the Employee Claimants and other tax compliance reporting, as required; and
- (b) completing the Final Distribution.

41. The Eleventh Cash Flow Forecast, attached to the Sixteenth Report as Appendix A, demonstrates that there is sufficient liquidity to continue operating during the requested extension of the Stay Period.

42. No creditor or stakeholder will be prejudiced by the extension of the Stay Period.

43. The Petitioners (to the extent still relevant) have acted in good faith and with due diligence in these CCAA Proceedings since the pronouncement of the Initial Order.

PART 4. MATERIAL TO BE RELIED ON

43. Sixteenth Report of the Monitor, dated September 20, 2023; and
44. such further and other materials as counsel may advise and this Court may permit.

The applicant estimates that the Application will take 30 minutes.

- This matter is within the jurisdiction of a Master.
 This matter is not within the jurisdiction of a Master. This matter is scheduled to be heard by the Honourable Madam Justice Fitzpatrick, who is seized of these proceedings.

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).

Date: September 22, 2023



Signature of Lawyer for the Monitor
Osler, Hoskin & Harcourt LLP
Mary Buttery, K.C. / Elie Laskin

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 Master

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
- other

SCHEDULE A

<p>Norton Rose Fulbright Canada LLP 1800 – 510 West Georgia Street Vancouver, BC V6B 0M3</p> <p>Attention: Howard A. Gorman, K.C. Scott M. Boucher</p> <p>Email: howard.gorman@nortonrosefulbright.com scott.boucher@nortonrosefulbright.com alexander.schmitt@nortonrosefulbright.com krystal.shayler@nortonrosefulbright.com</p> <p>Tel: 604-687-6575</p> <p><i>Counsel for the Petitioners, 1077 Holdings Co-operative (formerly Mountain Equipment Co-operative) and 1314625 Ontario Limited</i></p>	<p>Alvarez & Marsal Canada Inc. 1680 – 400 Burrard Street Vancouver, BC V6C 3A6</p> <p>Attention: Todd Martin Vicki Chan Marianna Lee Nishant Virmani</p> <p>Email: tmartin@alvarezandmarsal.com vchan@alvarezandmarsal.com marianna.lee@alvarezandmarsal.com nvirmani@alvarezandmarsal.com</p> <p>Tel: 1-833-591-1288</p> <p><i>Monitor</i></p>
<p>Osler, Hoskin & Harcourt LLP Suite 3000, Bentall 4 1055 Dunsmuir Street Vancouver, BC V7X 1K8</p> <p>Attention: Mary I.A. Buttery, K.C. Elie Laskin</p> <p>Email: mbuttery@osler.com elaskin@osler.com</p> <p>Tel: 778-785-3000</p> <p><i>Counsel for the Monitor, Alvarez & Marsal Canada Inc.</i></p>	<p>Dentons Canada LLP 2000 – 250 Howe Street Vancouver, BC V6C 3R8</p> <p>Attention: John R. Sandrelli Valerie Cross</p> <p>Email: john.sandrelli@dentons.com valerie.cross@dentons.com emma.newbery@dentons.com avic.arenas@dentons.com lee.ngo@dentons.com</p> <p>Tel: 604-687-4460</p> <p><i>Counsel for Royal Bank of Canada as administrative agent and collateral agent under the Updated Credit Agreement</i></p>

<p>FTI Consulting 1450 – 701 West Georgia Street Vancouver, BC V7Y 1B6</p> <p>Attention: Tom Powell Mike Clark</p> <p>Email: Tom.Powell@fticonsulting.com Mike.Clark@fticonsulting.com</p> <p>Tel: 604-484-9525</p> <p><i>Financial Advisor to the Royal Bank of Canada as administrative agent and collateral agent under the Updated Credit Agreement</i></p>	<p>Fasken Martineau DuMoulin LLP 2900 – 550 Burrard Street Vancouver, BC V6C 0A3</p> <p>Attention: Dylan Chochla</p> <p>Email: dchochla@fasken.com</p> <p>Tel: 604-631-3131</p> <p><i>Counsel for Kingswood Capital Management LP and 1264686 B.C. Ltd.</i></p>
<p>Camelino Galessiere LLP 6 Adelaide Street East, Suite 220 Toronto, ON M5C 1H6</p> <p>Attention: Linda Galessiere Jessica Wuthmann</p> <p>Email: lgalessiere@cglegal.ca jwuthmann@cglegal.ca</p> <p>Tel: 416-306-3827</p> <p><i>Counsel for RioCan Reit</i></p>	<p>Kirryn Hashmi Legal Counsel First Capital Realty Inc. 85 Hanna Avenue, Suite 400 Toronto, ON M6K 3S3</p> <p>Email: kirryn.hashmi@fcr.ca</p> <p>Tel: 416.216.2083</p> <p><i>Counsel for First Capital Realty Inc.</i></p>
<p>The Cadillac Fairview Corporation Limited 1100 avenue des Canadiens-de-Montréal Bureau 400 Montréal, QC H3B 2S2</p> <p>Attention: Robert Crepin</p> <p>Email: robert.crepin@cadillacfairview.com</p> <p>Tel: 514-353-2241</p> <p><i>The Cadillac Fairview Corporation Limited</i></p>	<p>Gowling WLG (Canada) S.E.N.C.R.L., s.r.l. 1, Place Ville Marie, bureau 3700 Montréal QC H3B 3P4</p> <p>Attention: François Viau</p> <p>Email: francois.viau@gowlingwlg.com</p> <p>Tel: 514-392-9530</p> <p><i>Counsel for Les Galeries de la Capitale Holdings Inc., managed by Oxford Properties Group</i></p>

<p>Victory Square Law Office LLP #710 – 777 Hornby Street Vancouver, BC V6Z 1S4</p> <p>Attention: Colin Gusikoski</p> <p>Email: cgusikoski@vslo.ca</p> <p>Tel: 604-602-7984</p> <p><i>- and -</i></p> <p>Nathanson Schachter & Thompson LLP Suite 750 - 900 Howe Street Vancouver, BC V6Z 2M4</p> <p>Attention: Peter J. Reardon</p> <p>Email: preardon@nst.bc.ca</p> <p>Tel: 778-328-8940</p> <p><i>Counsel for Kevin Harding and certain other co-operative members</i></p>	<p>WeirFoulds LLP 66 Wellington Street West, Suite 4100 P.O. Box 35, TD Bank Tower Toronto, ON M5K 1B7</p> <p>Attention: Philip Cho</p> <p>Email: pcho@weirfoulds.com</p> <p>Tel: 416-619-6296</p> <p><i>Counsel for Plateau Village Properties Inc.</i></p>
<p>McCarthy Tétrault LLP 66 Wellington Street West Suite 5300, TD Bank Tower Box 48 Toronto, ON M5K 1E6</p> <p>Attention: Alexander Steele</p> <p>Email: asteele@mccarthy.ca</p> <p>Tel: 416-601-8370</p> <p><i>Counsel for Concert Realty</i></p>	<p>Paine Edmonds LLP Suite 1100 - 510 Burrard Street Vancouver, BC V6C 3A8</p> <p>Attention: Kathryn R. Taylor</p> <p>Email ktaylor@paine-edmonds.com</p> <p>Tel: 604-683-1211</p> <p><i>Counsel for Brandon John Wah Soo</i></p> <p>Goodmans LLP Bay Adelaide Centre 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7</p> <p>Attention: Bradley Wiffen</p> <p>Email: bwiffen@goodmans.ca</p> <p>Tel: 416-979-2211</p> <p><i>Crestpoint Real Estate Investments Ltd., as authorized asset manager on behalf of 0965311 B.C. Ltd.</i></p>

<p>Department of Justice – Nova Scotia 6th floor, 1690 Hollis Street Halifax, NS B3J 3J9</p> <p>Attention: Pamela Branton Senior Solicitor Legal Services Division</p> <p>Email: pamela.branton@novascotia.ca catherine.lunn@novascotia.ca agnes.macneil@novascotia.ca</p> <p>Tel: 902-424-7244</p> <p><i>Counsel for Department of Justice (Nova Scotia)</i></p>	<p>Borden Ladner Gervais LLP 1200 - 200 Burrard Street Vancouver, BC V7X 1T2</p> <p>Attention: Ian Graf</p> <p>Email igraf@blg.com</p> <p>Tel: 604-640-4121</p> <p><i>Counsel for Southern Railway of British Columbia Limited</i></p>
<p>Lax O’Sullivan Lisus Gottlieb LLP Suite 2750, 145 King Street West Toronto, ON M5H 1J8</p> <p>Attention: Matthew P. Gottlieb Andrew Winton Crawford Smith Sapna Thakker</p> <p>Email: mgottlieb@lolg.ca awinton@lolg.ca csmith@lolg.ca sthakker@lolg.ca</p>	<p>The Tax and Revenue Administration 9811 - 109 Street Edmonton, AB TSK 2L5</p> <p>Attention: Tessi Midiburo, Senior Compliance Officer</p> <p>Email: TBF.SCO@gov.ab.ca</p> <p>Tel: 780-644-4230</p> <p><i>Her Majesty The Queen In Right of The Province of Alberta as represented by The Minister of Finance (Income Tax)</i></p>

<p>Tel: 416-598-1744</p> <p>- and -</p> <p>McEwan Cooper Dennis LLP 900 – 980 Howe Street Vancouver, BC V6Z 0C8</p> <p>Attention: J. Kenneth McEwan, Q.C. William Stransky</p> <p>Email: kmcewan@mcewanpartners.com wstransky@mcewanpartners.com</p> <p>Tel: 604-283-7740</p> <p><i>Counsel for Midtown Plaza Inc.</i></p>	<p>Elliot H. Bridgewater 3232 Morley Trail NW Calgary, AB T2M 4H2</p> <p>Email: ehb@bridgewaterlaw.ca</p> <p>Tel: 403-703-9821</p> <p><i>Counsel for BC Coop Association and Cooperatives and Mutuels Canada</i></p>
<p>Environment Legal Services Department of Justice – Government of Canada 1869 Upper Water St., Suite AH201 Halifax, NS B3J 1S9</p> <p>Attention: J.G. (Jim) Rossiter, Q.C.</p> <p>Email: jim.rossiter@canada.ca</p> <p>Tel: 902-830-2927</p> <p><i>Counsel for Parks Canada Agency</i></p>	<p>Nite Ize, Inc. 5660 Central Avenue Boulder, CO 80301</p> <p>Attention: Clint Todd, Chief Legal Officer</p> <p>Email: ctodd@niteize.com</p> <p>Tel: 303-962-0532</p> <p><i>Counsel for Nite Ize, Inc.</i></p>
<p>Bison Transport 1001 Sherwin Road Winnipeg, MB R3H 0T8</p> <p>Attention: Scott Griffiths, Senior Credit Specialist</p> <p>Email: sgriffiths@bisontransport.com</p> <p>Tel: 204-833-0277</p> <p><i>Bison Transport</i></p>	<p>Blaney McMurtry LLP 1500 – 2 Queen Street East Toronto, ON M5C 3G5</p> <p>Attention: John C. Wolf Brendan Jones</p> <p>Email: jwolf@blaney.com bjones@blaney.com</p> <p>Tel: 416-593-1221</p> <p><i>Counsel for bcIMC Realty Corporation</i></p>

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<p>Legal Services Branch Ministry of Attorney General PO Box 9280 Stn Prov Govnt Victoria, BC V8W 9J7</p> <p>Attention: Aaron Welch</p> <p>Email: Aaron.Welch@gov.bc.ca AGLSBRevTaxInsolvency@gov.bc.ca</p>	<p>Sports Industry Credit Association 245 Victoria Avenue, Suite 800 Westmount (Quebec) H3Z 2M6</p> <p>Attention: William Anidjar Brian Dabarno</p> <p>Email: william@sica.ca brian@sica.ca</p> <p>Tel: 514-931-5561 ext: 223</p>

<p>Jean Cloutier Lanctôt Ltée 5290 Boul. Thimens Montréal, QC H4R 2B2</p> <p>Email: jcloutier@rlanctot.com</p> <p>Tel: 514-815-7729</p>	<p>Margaret Watson Ocean Trailer 9076 River Road Delta, BC V4G 1B5</p> <p>Email: margaretw@oceantrailer.com</p> <p>Tel: 604-952-2356</p>
<p>Labour Program Employment and Social Development Canada 165 de l'Hotel-de-Ville Street Gatineau, Québec J8X 3X2</p> <p>Attention: Adrian Raddatz Johanna Howes Julie Matte</p> <p>Email: adrian.raddatz@labour-travail.gc.ca johannar.howes@labour-travail.gc.ca julie.l.matte@servicecanada.gc.ca</p> <p>Tel: 873-396-2833</p>	<p>David Harvey Burlington, Ontario</p> <p>Email: dharvey@gmail.com</p>

SCHEDULE B

NO. S-209201
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 1077 HOLDINGS CO-OPERATIVE
AND 1314625 ONTARIO LIMITED

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)
MADAM JUSTICE FITZPATRICK)
FRIDAY THE 29 DAY
OF SEPTEMBER, 2023

ON THE APPLICATION of Alvarez & Marsal Canada Inc., in its capacity as the court-appointed monitor (and, in such capacity, the “**Monitor**”) of 1077 Holdings Co-operative (formerly, Mountain Equipment Co-operative) and 1314625 Ontario Limited, coming on for hearing at Vancouver, British Columbia, on the 29 day of September, 2023, via Microsoft Teams videoconference; AND ON HEARING Mary Buttery, K.C. and Elie Laskin, counsel for the Monitor and those other counsel listed on **Schedule “A”** hereto; AND UPON READING the material filed, including the Sixteenth Report of the Monitor, dated September 20, 2023;

THIS COURT ORDERS AND DECLARES THAT:

1. The stay of proceedings provided for in the Amended and Restated Initial Order, pronounced in these proceedings on October 2, 2020, as extended by the Orders pronounced on October 28, 2020, January 15, 2021, April 9, 2021, June 23, 2021,

September 28, 2021, December 7, 2021, June 3, 2022, December 6, 2022, and September 29, 2023 is hereby extended to November 30, 2023.

2. 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:

Lawyer for the Monitor
Osler, Hoskin & Harcourt LLP
Mary Buttery, K.C. / Elie Laskin

BY THE COURT

REGISTRAR

SCHEDULE B

SCHEDULE “A”

List of Counsel

Name of Counsel	Party Represented
Elie Laskin	Counsel for the Monitor, Alvarez & Marsal Canada Inc., in its capacity as the court-appointed Monitor of 1077 Holdings Co-operative (formerly, Mountain Equipment Co-operative) and 1314625 Ontario Limited

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(Attention: Mary I.A. Buttery, K.C.)