



NO. S1810743  
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 *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,  
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF  
PUREWAL BLUEBERRY FARMS LTD., 0726357 B.C. LTD., 0726365 B.C. LTD.,  
0726368 B.C. LTD., AND PUREWAL FARMS PARTNERSHIP

PETITIONERS

**ORDER MADE AFTER APPLICATION**

BEFORE )  
          ) THE HONOURABLE )  
          ) MR. JUSTICE G.C. WEATHERILL ) THE 8<sup>TH</sup> DAY OF MAY, 2019

ON THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia on May 8, 2019, and on hearing Katie G. Mak, counsel for the Petitioners, and the counsel on the list attached hereto as **Schedule "A"**, and upon reading the material filed, and pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. c. C-36, as amended, the British Columbia Supreme Court Civil Rules, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS that:

**Terms of Reference**

- 1. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Initial Order pronounced on October 11, 2018 (the "Initial Order").

**Extension of Stay**

- 2. The stay of proceedings provided for in the Initial Order, as extended by the Orders pronounced November 2, 2018, December 12, 2018, February 6, 2019, April 12, 2019 and May 6, 2019, is hereby extended to August 13, 2019.

**Monitor's Increased Powers**

3. The Monitor is hereby empowered and authorized, but not obligated, to:
- (a) take all necessary steps to consider, investigate, initiate, prosecute, and continue any and all proceedings in the name of the Petitioners with respect to any property or assets that are currently owned or were formerly owned by the Petitioners, and which are not in the possession or control of the Petitioners;
  - (b) take all necessary steps to investigate, review and if necessary obtain a legal opinion on the validity of the Declaration of Trust dated October 1<sup>st</sup>, 2005 between Purewal Blueberry Farms Ltd. and 0726357 B.C. Ltd, BC. LTD, 0726365 B.C. LTD; and 0726368 B.C. LTD;
  - (c) take possession of those assets as required in connection with 2(a) and 2(b), above;
  - (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Monitor's powers and duties, including, without limitation, those conferred by this Order;
  - (e) to receive and collect all monies and accounts now owed or hereafter owing to the Petitioners and to exercise all remedies of the Petitioners in collecting such monies, including, without limitation, commencing proceedings and to enforce any security held by the Petitioners;
  - (f) to settle, extend or compromise any indebtedness owing to or by the Petitioners;
  - (g) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Monitor's name or in the name and on behalf of the Petitioners, for any purpose pursuant to this Order;
  - (h) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Petitioners, the Property or the Monitor, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
  - (i) report to, meet with and discuss with any persons as the Monitor deems appropriate on all matters relating to the Property and these proceedings, and to share information, subject to such terms as to confidentiality as the Monitor deems advisable;
  - (j) register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;

- (k) apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if considered necessary or appropriate by the Monitor, in the name of the Petitioners;
- (l) enter into agreements with any trustee in bankruptcy appointed in respect of any of the Petitioners, including, without limitation, the ability to enter into occupation agreements for any property owned or leased by the Petitioners;
- (m) to exercise any shareholder, partnership, joint venture or other rights which the Petitioners may have;
- (n) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations;

and in each case where the Monitor takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Petitioners, and without interference from any other Person.

4. The Monitor shall review, inventory and otherwise investigate the business of the Petitioners with a view to ensuring all assets that could be subject to creditors' claims are identified. As appropriate, the Monitor shall provide a report to the Court and seek direction in this regard.
5. Each of (i) the Petitioners, (ii) all of the Petitioners' current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "**Persons**" and each being a "**Person**") shall forthwith advise the Monitor of the existence of any Property either owned by the Petitioner or formerly owned or held by the Petitioner in such Person's possession or control, shall grant immediate and continued access to the Property to the Monitor, and shall deliver all such Property (excluding Property subject to liens the validity of which is dependent on maintaining possession) to the Monitor upon the Monitor's request.
6. All Persons shall forthwith advise the Monitor of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Petitioners, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "**Records**") in that Person's possession or control, and shall provide to the Monitor or permit the Monitor to make, retain and take away copies thereof and grant to the Monitor unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 4 or in paragraph 5 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be

disclosed or provided to the Monitor due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

7. If any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by an independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Monitor for the purpose of allowing the Monitor to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Monitor in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Monitor. Further, for the purposes of this paragraph, all Persons shall provide the Monitor with all such assistance in gaining immediate access to the information in the Records as the Monitor may in its discretion require including, without limitation, providing the Monitor with instructions on the use of any computer or other system and providing the Monitor with any and all access codes, account names and account numbers that may be required to gain access to the information.
8. In addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the rights and protections afforded the Monitor by the CCAA or any applicable legislation.
9. The Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
10. Nothing in this Order shall prevent the Monitor from acting as a receiver or trustee in bankruptcy of any of the Petitioners.
11. The Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal or regulatory or administrative body, wherever located, for recognition of this Order and for assistance in carrying out the terms of this Order and the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
12. Any interested party may apply to this Court to vary or amend this Order on not less than seven (7) clear business days' notice to the Monitor and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.
13. The approval of counsel as to form listed as **Schedule "A"** hereto, except for counsel for the Petitioners, is dispensed with.

14. This Court requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction, wherever located, to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All such courts, tribunals and regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

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:

BY THE COURT

  
REGISTRAR



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Lawyer for the Petitioners  
Clark Wilson LLP  
(Katie G. Mak)



**SCHEDULE "A"**  
**LIST OF COUNSEL**

<b>NAME</b>	<b>PARTY REPRESENTED</b>
Mary I.A. Buttery, Q.C.	FTI Consulting Canada Inc. (in its capacity as the court-appointed Monitor)
Jared Enns	FTI Consulting Canada Inc. (in its capacity as the court-appointed Monitor)