Court File No. CL-26-●-0000

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF DE CLOET GREENHOUSE MFG. LTD.

APPLICATION OF DE CLOET GREENHOUSE MFG. LTD. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED

AFFIDAVIT OF ADAM ZALEV
(sworn August 19, 2026)

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AFFIDAVIT OF ADAM ZALEV
(sworn August 19, 2026)

I, Adam Zalev, of the City of Nashville, in the state of Tennessee, MAKE OATH AND SAY:

1. I am the Founding Member and Managing Director of Reflect Advisors LLC ("**Reflect**") and currently serve as the Chief Restructuring Officer ("**CRO**") of the Debtors[1]. I was appointed as CRO on July 22, 2026.

2. Prior to founding Reflect in 2023, I was a Senior Managing Director of FTI Consulting, Inc. for six years. Prior to that, I was at Alvarez & Marsal ULC for nine years where I held progressively more senior roles, including that of Managing Director. Reflect is a boutique financial advisory and restructuring firm whose professionals have been involved in numerous formal and informal restructuring mandates in both the United States and Canada, including many in the retail and wholesale distribution industries. During my career, I have had extensive experience in numerous cross-border restructuring proceedings including consumer, wholesale distribution and retail restructurings where U.S. corporate owners controlled Canadian operating subsidiaries and/or restructuring consultants were retained to conduct going-out-of-business and other liquidation sales. My personal, recent consumer products and wholesale distribution restructuring experience includes, but is not limited to, cases such as Simply Interior Homes, American Signature, The Hudson's Bay Company (Canada), Bed Bath & Beyond, Christmas Tree Shops, Old Time Pottery, Toys R Us, Sears, Target Canada, Ben Moss Jewelers, and others.

3. Since commencing its engagement, and in accordance with its engagement letter, Reflect has provided interim management services to the Debtors. Reflect has also worked closely with

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[1] The "**Debtors**" include BFG Supply Co., LLC ("**BFG Supply**"); Bamboo Purchaser, Inc.; BFG Purchaser Parent, Inc. ("**BFG Parent**"); BFG Supply Holdings, Inc.; BFG Holdings I, Inc.; BFG Supply Canada Holdings, Inc.; BFG Kalamazoo, LLC; BFG Logistics, LLC; L&L Nursery Supply, Inc.; Gard'N-Wise Distributors, Inc.; International Greenhouse Contractors, LLC ("**International Greenhouse Contractors**"); Greenhouse Solutions, LLC; Greenhouse Contracting Services, LLC; Green-Tek, LLC; GROSouth, Inc.; BFG VG Supply Acquisition, LLC; and De Cloet Greenhouse Mfg. Ltd. (the "**Canadian Debtor**").

the Debtors' management team and other key employees of the Debtors, including in the finance, operations and human resources departments, to understand the Debtors' cash flows and operations, evaluate restructuring options, and prepare for these Restructuring Proceedings (as defined below). Since my appointment as CRO, the Reflect team and I have conducted an intensive review of the Debtors' businesses, finances, and operational situation to become familiar with the matters described herein.

4. In preparing this Affidavit, I have consulted with legal, financial and other advisors to the Debtors and other members of the management team of the Debtors. I have knowledge of the matters contained in this Affidavit. Where I do not possess such personal knowledge, I have stated the source of my information and, in all such cases, believe the information to be true. The Debtors do not waive or intend to waive any applicable privilege by any statement herein.

5. Beginning on August 18, 2026 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief (the "**Petitions**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Bankruptcy Court**") pursuant to chapter 11 of title 11 of the United States Code (the "**U.S. Bankruptcy Code**"). The cases commenced by the Debtors in the U.S. Bankruptcy Court are referred to herein as the "**Chapter 11 Cases**" and, together with the Canadian proceeding, are referred to as the "**Restructuring Proceedings**." A copy of the Chapter 11 petition for the Canadian Debtor is attached hereto as **Exhibit "A"**.

6. The Debtors have filed, or will file, certain first day motions (the "**First Day Motions**") in the Chapter 11 Cases seeking various relief from the U.S. Bankruptcy Court, including administrative orders necessary to continue the Debtors' business operations in the ordinary course, and the entry of an order (the "**Foreign Representative Order**") authorizing the Canadian Debtor to act as the foreign representative in respect of the Chapter 11 Cases (in such capacity,

the “**Foreign Representative**”). A hearing in respect of the First Day Motions (the “**First Day Hearing**”) is expected to be held by the U.S. Bankruptcy Court on August 20, 2026. If the U.S. Bankruptcy Court grants the requested orders (the “**First Day Orders**”), including the Foreign Representative Order, at the First Day Hearing, the orders are expected to be available shortly thereafter.

7. This affidavit is sworn in support of an application made by the Canadian Debtor, in its capacity as the proposed Foreign Representative, for an order (the “**Interim Stay Order**”) pursuant to Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended (the “**CCAA**”) and Section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, among other things, granting a stay of proceedings (the “**Interim Stay**”) in respect of the Canadian Debtor and its directors and officers.

8. Should the Foreign Representative Order be issued by the U.S. Bankruptcy Court, the Foreign Representative will return to this Court to seek:

(a) an order (the “**Initial Recognition Order**”), among other things:

(i) recognizing the Canadian Debtor as the Foreign Representative in respect of the Chapter 11 Cases; and

(ii) recognizing the Chapter 11 Case of the Canadian Debtor as a “foreign main proceeding” in respect of the Canadian Debtor; and

(b) an order (the “**Supplemental Order**”), among other things:

(i) recognizing certain First Day Orders issued by the U.S. Bankruptcy Court in the Chapter 11 Cases;

(ii) granting a stay of proceedings in respect of the Canadian Debtor and its directors and officers;

(iii) appointing AlixPartners Restructuring, Inc. (“**AlixPartners**”) as information officer in respect of this proceeding (in such capacity, the “**Information Officer**”);

(iv) granting a Court-ordered charge (the “**Administration Charge**”) over the assets and property of the Canadian Debtor (the “**Property**”) in Canada in favour of Canadian counsel to the Canadian Debtor, the Information Officer and counsel to the Information Officer;

(v) granting a Court-ordered charge (the “**D&O Charge**”) over the Property in Canada to secure the indemnity obligations of the Canadian Debtor to its directors and officers in respect of obligations and liabilities that such directors and officers (including de facto directors and officers) may incur during these proceedings in their capacity as directors and officers; and

(vi) granting a Court-ordered charge (the “**DIP Lender’s Charge**”) over the Property in Canada to secure the obligations of the Canadian Debtor under the DIP Facility (as defined below).

9. In support of the First Day Motions, I submitted a declaration (the “**First Day Declaration**”) to the U.S. Bankruptcy Court, a copy of which (without exhibits) is attached hereto as **Exhibit “B”**. The First Day Declaration provides a comprehensive overview of the Debtors and the events leading up to the commencement of the Chapter 11 Cases. As such, this affidavit provides (i) a

general overview, (ii) information about the operations of the Canadian Debtor and (iii) additional support for the proposed Foreign Representative's request for the Interim Stay Order.

I. BACKGROUND

10. The Debtors operate one of North America's leading wholesale distribution platforms serving the professional green industry. Over more than five decades, the business has evolved from a regional horticultural supplier into a diversified distributor of lawn and garden products, greenhouse supplies, nursery products, controlled-environment agriculture products, greenhouse structures, and related horticultural equipment. Through a combination of organic growth and strategic acquisitions, the Debtors have assembled an integrated business-to-business distribution platform that connects a highly fragmented supplier base with thousands of commercial customers throughout the United States and Canada.

11. The Debtors maintain their principal offices and historical operating presence in Burton, Ohio. The Debtors' wholesale distribution services originate out of a network of seventeen warehouse facilities strategically located across the United States, serving customers across the United States and Canada. The Debtors also operate out of a greenhouse manufacturing facility in Simcoe, Ontario (the "**Canadian Facility**") and a customer showroom in Marietta, Georgia.

12. The Canadian Debtor was acquired by the Debtors in 2021. Through the Canadian Debtor, the Debtors provide made-to-order commercial greenhouse structures and systems. The Canadian Debtor is reliant on the Debtors for providing certain intercompany services necessary to operate and manage the Canadian operations, including shared financial planning, strategic decision-making, management of consumer-facing web portals, management of insurance policies, information technology services and sales and marketing through the Debtors' sales representatives, to procure sales for the Canadian Debtor's products and services. The Canadian

Debtor is also a borrower and/or guarantor (as applicable) of the Debtors' funded debt obligations. A copy of the organizational chart of the Debtors is attached hereto as **Exhibit "C"**.

13. As described below, the Restructuring Proceedings were precipitated by a combination of factors that have compounded over the last two years to create a downward liquidity spiral.

14. The Debtors intend to use the Restructuring Proceedings to maximize value through three complementary and concurrent workstreams: (i) a court-supervised marketing and sale process for some or all of the Debtors' assets on a going-concern basis; (ii) an orderly monetization and liquidation of the Debtors' personal property; and (iii) a real estate disposition program with respect to the Debtors' owned real property and non-residential real property leases.

15. At this time, the Canadian Debtor is seeking the proposed Interim Stay Order to preserve stability for its business. If granted, the proposed Interim Stay Order will provide a stay in Canada in favour of the Canadian Debtor, and, in doing so, give effect in Canada to the stay of proceedings in the Chapter 11 Cases to, among other things, prevent creditors from seeking to enforce against the Canadian Debtor's property and business in Canada and minimize any disruptions to the Canadian Debtor's business in the days immediately following the commencement of the Chapter 11 Cases.

16. If the Foreign Representative Order is granted by the U.S. Bankruptcy Court, the Canadian Debtor, in its capacity as Foreign Representative, intends to return to this Court to seek the Initial Recognition Order and the Supplemental Order, giving full force and effect to the orders of the U.S. Bankruptcy Court, if granted.

17. I am not aware of any foreign proceeding (as defined in subsection 45(1) of the CCAA) in respect of the Canadian Debtor other than its Chapter 11 Case.

18. Capitalized terms used and not defined in this affidavit have the meanings given to them in the First Day Declaration.

19. Unless otherwise indicated, dollar amounts referenced in this affidavit are references to United States dollars.

II. OVERVIEW OF THE DEBTORS

A. Corporate History

20. The Debtors trace their origins to the early 1970s, when their predecessor entity began operations as a regional distributor for the horticulture industry. Since inception, through a combination of organic and inorganic growth spurred by acquisitions, the Debtors have expanded from a local distributor into a diversified North American platform serving customers located throughout the United States and Canada. This expansion was primarily facilitated by strategic acquisitions, done with a view to expanding or complementing pre-existing branches of the Debtors' operations, as well as adding specialized manufacturing, greenhouse or technical capabilities.

21. In 2021, the Debtors expanded the scope of their operations in Canada through the acquisition of the Canadian Debtor. Since its acquisition, the Canadian Debtor has been interwoven into the Debtors' enterprise, in support of the Debtors' broader North American distribution platform and to expand the geographical scope of products and services available to the Debtors' customers, including facilitating cross-selling across the Debtors' various business lines.

B. The Debtors' Business Operations

(i) Overview

22. The Debtors are a collection of complementary businesses, operating as a commercial enterprise to offer a shared customer base a broad suite of green industry-focused products and services.

23. The Debtors' business primarily operates as a leading North American wholesale distribution platform, serving as a critical intermediary in the horticulture and lawn and garden sectors of the green industry. Leveraging its national purchasing power, regional distribution capabilities, technical product expertise, inventory management, logistics coordination, vendor-direct fulfillment, and customer support services, the Debtors contract with over 1,100 suppliers to offer over 100,000 different products to its customer base of commercial businesses spread across the United States and Canada. Product sales are generated through two principal fulfillment channels: (i) through the Debtors' warehouse platform; and (ii) through vendor-direct fulfilment arrangements coordinated by the Debtors.

24. The Debtors operate several specialized businesses that complement the distribution platform. These include greenhouse manufacturing (including through the Canadian Debtor), greenhouse construction, installation services, and related horticultural support operations. These specialized businesses allow the Debtors to offer their customer base a broad suite of services and products from a unified enterprise. The Debtors also operate "Greenhouse Megastore", an eCommerce platform acquired by the Debtors in 2021 that expanded the enterprise's reach into direct-to-customer and online sales channels for greenhouse products and horticultural supplies.

25. The Debtors function as a single commercial enterprise through common senior management, a centralized cash management system, coordinated purchasing, shared logistics

and certain centralized administrative functions. However, certain of the subsidiaries retain distinct operational processes, legacy systems, and customer relationships. As discussed below, the incomplete integration of these businesses contributed to the Debtors' elevated cost structure and inability to capture anticipated acquisition synergies.

(ii) The Canadian Debtor

26. The Canadian Debtor was formed by amalgamation under the Ontario *Business Corporations Act* (the "**OBCA**") and has its registered office in Simcoe, Ontario.[2] The Canadian Debtor is a wholly owned subsidiary of BFG Supply Canada Holdings, Inc., a Delaware corporation that is an indirectly wholly-owned subsidiary of BFG Parent.[3] A copy of the Ontario corporate profile report for the Canadian Debtor dated August 17, 2026 is attached hereto as **Exhibit "D"**.

27. The Canadian Debtor maintains a limited management team at the Canadian Facility but is managed from a strategic perspective on a consolidated basis with the other Debtors and remains subject to the direct supervision and decision making of the management team located in the United States and the CRO. The Canadian Debtor also relies on the Debtors for the provision of certain essential management services, including to manage the Canadian Debtor's online commerce platform, manage the Canadian Debtor's insurance policies, manage the overall cash position, and, as discussed directly below, the procurement of sales of the Canadian Debtor's products to customers in the United States.

[2] The Canadian Debtor was incorporated as Daylight Manufacturing Ltd. on April 25, 1986 under the OBCA. The Canadian Debtor subsequently changed its corporate name to De Cloet Greenhouse Mfg. Ltd. before amalgamating with BFG Supply Canada Corp. (a corporation incorporated under the British Columbia *Business Corporations Act* on June 24, 2021 and continued under the OBCA on June 22, 2022), with the corporation resulting from that amalgamation continuing as "De Cloet Greenhouse Mfg. Ltd.," being an Ontario amalgamated corporation.

[3] While there are additional entities in the corporate structure above BFG Parent, those entities are not Debtors in the Chapter 11 Cases.

28. The Canadian Debtor's customer base is spread across the United States and Canada, with the majority of the Canadian Debtor's sales being generated through BFG Supply's sales representatives marketing the Canadian Debtor's products to customers of the United States Debtors. Historically, sales of the Canadian Debtor's products to the United States market were fulfilled through BFG Supply or the Greenhouse Megastore eCommerce platform, with a mark-up commission added and payable to the United States Debtors. In August 2024, to increase pricing efficiency, the Debtors modified their pricing structure to provide for orders originating from the Debtors' sales representatives to be processed directly from the Canadian Debtor to customers, with a commission payable by the Canadian Debtor to the United States entity that employed the originating agent.

29. The Canadian Debtor's employees are located in Ontario and operate out of the Canadian Facility.

(iii) The Debtors' Operations

30. The Debtors' operations span three primary end markets that collectively provide meaningful diversification across the broader green industry: (i) the lawn & garden segment; (ii) the commercial grower segment; and (iii) the hydroponics segment, with the Debtors' revenues attributable to these markets as approximately: (i) 52%; (ii) 27%; and (iii) 21%, respectively. Annually, the Debtors process approximately 270,000 customer orders with 11,000 commercial customers. The Debtors also serve a broader base of individual customers through the Greenhouse Megastore eCommerce platform.

31. The Debtors' revenues are reported on a consolidated basis. The approximate revenue of the Debtors for the years ended June 30, 2026, 2025 and 2024 was $536.5 million, $581.5 million and $573.7 million, respectively. The Canadian Debtor's revenue for the years ended June 30,

2026, 2025 and 2024 was $12.2 million, $10.3 million and $9.1 million, respectively, representing only 2.3%, 1.8% and 1.6% of the Debtors' revenue, respectively.

32. Approximately 60% of the Debtors' revenue is generated through warehouse fulfillment operations, with the remaining approximately 40% generated through vendor-direct fulfillment arrangements (inclusive of the provision of specialized business services, including the Canadian Debtor's services as a manufacturer of greenhouse components).

(iv) Properties

33. The Debtors currently operate out of nineteen facilities, comprised of: (i) seventeen distribution facilities in the United States; (ii) a customer distribution showroom in the United States; and the Canadian Facility (items (i) and (ii), the "**U.S. Facilities**" and collectively, the "**Facilities**"). The Debtors own three of the Facilities, including the Canadian Facility. The remaining sixteen Facilities are leased by Debtors in the United States.

34. The Debtors' distribution wholesale services and logistics network operates solely out of the U.S. Facilities. The specialty service businesses operate out of the Facilities both in the United States and Canada, with the Canadian Debtor's business operating out of the Canadian Facility and supported by the other Debtors in the United States.

35. The Debtors are managed by an executive team situated in various states in the United States, including, but not limited to, Ohio, Texas, Georgia and Tennessee.

(v) Workforce

36. As of the Petition Date, the Debtors employ approximately 461 employees, with approximately 430 of the employees located in the United States and the remaining 30 employees located in Canada (the "**Canadian Employees**").

37. The Canadian Employees include a limited management and a three-person sales team at the Canadian Facility, with additional key corporate services being provided from the Debtors management team in the United States (including cash management, strategic planning and online services, as discussed above). The majority of the Canadian Employees provide services directly related to the design, manufacture and fulfillment of orders for the Canadian Debtor's commercial greenhouse structures.

38. All of the Canadian Employees are employed by the Canadian Debtor on a full-time basis and provide services directly to the Canadian Debtor's business out of the Canadian Facility. Of the Canadian Employees: (i) fifteen are remunerated on an hourly basis; and (ii) fifteen are salaried. None of the Canadian Employees are unionized.

39. There is no registered pension plan for the Canadian Employees.

40. Payroll for the Canadian Employees is managed through a payroll service provider, ADP Payroll Solutions. The Canadian Employees are paid weekly, one week in arrears. In Canada, each payroll is approximately C$42,000, including employer tax contributions. Certain of the Canadian Employees are eligible to receive commissions and, when payable, the weekly payroll obligations are approximately C$62,000, including employer tax contributions.

41. The Canadian Debtor maintains a standard vacation policy that provides for 10 to 20 vacation days, dependent on tenure, in addition to days allotted for sick days, float days, and bereavement days, in each case on an annual basis. The Canadian Debtor brings its accrued vacation pay liability current at the end of each calendar year. As of the Petition Date, the Canadian Debtor has an estimated accrued vacation pay liability of approximately C$85,000.

42. The Canadian Debtor offers benefits to eligible full-time Canadian Employees through a policy maintained with The Manufacturers Life Insurance Company. The Canadian Debtor pays monthly premiums on the benefit policy in the approximate amount of C$14,000.

43. The Canadian Debtor also engages independent contractors on an as needed, project-specific basis, to assist with the installation of greenhouses and related systems.

C. Prepetition Capital Structure

44. The details of the Debtors' prepetition capital structure are set out in the First Day Declaration and summarized here for the Court's convenience.

(i) Funded Indebtedness

45. As of the Petition Date, the Debtors' funded indebtedness consists principally of obligations under two secured financing arrangements: (i) a senior secured revolving credit facility (the "**Revolving Credit Facility**"), and (ii) a senior secured term loan facility (the "**Term Loan Facility**" and, together with the Revolving Credit Facility, the "**Prepetition Credit Facilities**"). The Prepetition Credit Facilities have historically provided the capital necessary to support the Debtors' acquisition strategy, seasonal working-capital requirements, and ongoing operations. Over time, however, declining operating performance and constrained liquidity substantially reduced the flexibility originally provided by these facilities and ultimately rendered the Debtors' capital structure unsustainable outside the Restructuring Proceedings.

46. The Revolving Credit Facility is governed by an ABL Credit Agreement, dated as of November 5, 2021, as amended, with ACF Finco I LP, as Administrative Agent, Collateral Agent and Lead Arranger (the "**Prepetition ABL Agent**"). The Revolving Credit Facility provides an aggregate commitment of approximately $120 million and serves as the Debtors' principal source of seasonal working-capital financing. As of the Petition Date, approximately $43.1 million in

principal indebtedness was outstanding under the Revolving Credit Facility. The Revolving Credit Facility matures on December 31, 2028. The Canadian Debtor is a borrower under the Revolving Credit Facility, and also a guarantor of all of the obligations. The Debtors' obligations under the Revolving Credit Facility are secured against substantially all of the Canadian Debtor's property and assets, excluding the lands on which the Canadian Facility is located and the buildings on such lands.

47. The Term Loan Facility is governed by a Credit Agreement dated as of November 5, 2021, as amended, with Ares Capital Corporation, as Administrative Agent and Collateral Agent (the "**Prepetition TL Agent**"). The Term Loan Facility originally provided approximately $210 million of acquisition financing and matures on December 31, 2029. The Canadian Debtor is a guarantor of the Debtors' obligations under the Term Loan Facility, which obligations are secured against substantially all of the Canadian Debtor's property and assets, including the lands on which the Canadian Facility is located and the buildings on such lands.

48. The Prepetition Credit Facilities were amended in November 2025 to, among other things, provide the Debtors with additional borrowing capacity through a new term loan in the principal amount of $45 million and a delayed draw term loan facility with commitments of $15 million, and extend the maturity dates of the Prepetition Credit Facilities.

49. As of the Petition Date, the outstanding indebtedness under the Term Loan Facility was $299.5 million, inclusive of interest.

50. On June 24, 2026, the Prepetition ABL Agent issued a Notice of Event of Default to the Debtors for purportedly failing to make certain payments due under the Revolving Credit Facility. On August 12, 2026, the Prepetition ABL Agent issued a Notice of Implementation of Default Rate to the Debtors in accordance with its rights under the Revolving Credit Facility.

(ii) Intercompany Relationships

51. As is customary for a multi-national enterprise, the United States-based Debtors transact with each other and the Canadian Debtor on a regular basis in the ordinary course of business. The Debtors engage in such intercompany transactions to, among other things, provide enterprise-wide support services, divide the costs of shared services, complete transactions with administrative ease, and facilitate operations on a daily basis. These transactions are recorded as trade accounts payable/receivable, with no fixed terms of repayment.

52. The Canadian Debtor has historically facilitated its sales to United States-based customers through BFG Supply and International Greenhouse Contractors (the operating company of the Greenhouse Megastore eCommerce platform). This practice has resulted in intercompany accounts receivable owing to the Canadian Debtor, which are reviewed at the end of each fiscal year (June) to substantially clear any intercompany accounts receivable balances over 365 days aged. Although the United States-based Debtors continue to source customers for the Canadian Debtor, the Canadian Debtor also enters into contracts directly with customers in the United States. As of the Petition Date, approximately $7.6 million and $116,000 is due from BFG Supply and International Greenhouse Contractors, respectively, to the Canadian Debtor for greenhouse supply and services.

53. Given the interconnected nature of the business, the Debtors apply a transfer pricing strategy to share costs across the business. The transfer pricing strategy has been developed over time with the assistance of external accountants and allows the Debtors to allocate the costs of shared services in a tax-efficient manner.

54. In addition, there are accounts payable from the Canadian Debtor to BFG Supply in connection with the acquisition of the Canadian Debtor in 2021 of approximately C$18 million.

(iii) Taxes

55. The Canadian Debtor remits GST/HST on a monthly basis and is current through July 2026. Due to a majority of the Canadian Debtor's sales being to customers in the United States, the Canadian Debtor is typically in a refundable position with respect to HST, historically ranging from approximately C$30,000 to C$70,000.

56. The Canadian Debtor is current on all source deductions and employee related taxes other than amounts which have accrued but are not yet due.

(iv) Litigation

57. In the ordinary course of business, the Debtors are subject to certain litigation disputes with customers relating to product-related claims. The Canadian Debtor is not a named party in any ongoing litigation proceeding originated in the United States.

58. The Canadian Debtor is party to an ongoing proceeding commenced before the Ontario Superior Court of Justice in Hamilton, Ontario (the "**Hamilton Action**"). The Hamilton Action relates to a warranty claim.

(v) Unsecured Creditors

59. In addition to the debt obligations set out above, as of the Petition Date, the Debtors owe approximately $50.9 million on account of general unsecured claims, which are, among others, claims held by trade creditors and vendors, certain former employees, taxes, contingent claims held on account of pending litigation and claims held on account of accrued lease obligations (but excluding employee obligations). The Canadian Debtor owes approximately C$1.4 million of unsecured claims to third parties.

(vi) Debtors' Current Cash Position

60. As of the Petition Date, the Debtors have approximately $1.96 million in cash on hand, of which approximately C$376,000 and $340,000 is held by the Canadian Debtor.

D. Lien Searches

61. I am advised by Alec Hoy of Cassels Brock & Blackwell LLP ("**Cassels**"), Canadian counsel to the proposed Foreign Representative and the Canadian Debtor, and do verily believe, that a lien search (the "**PPSA Search**") with a currency date of August 16, 2026 was conducted against the Canadian Debtor in Ontario.

62. I am advised by Alec Hoy of Cassels that the PPSA Search disclosed the following registrations:

(a) the Prepetition ABL Agent filed two registrations in Ontario on March 24, 2022 over the Canadian Debtor's inventory, equipment, accounts, other personal property and motor vehicles;

(b) Ares Capital Corporation, as administrative agent under the Term Loan Facility, filed two registrations in Ontario on April 27, 2022 over the Canadian Debtor's inventory, equipment, accounts, other personal property and motor vehicles;

(c) Royal Bank of Canada ("**RBC**") filed the following registrations in Ontario against the Canadian Debtor: (i) on November 14, 2025, designating the collateral classification as the Canadian Debtor's inventory, equipment, accounts and other personal property; (ii) on November 14, 2025, designating the collateral classification as the Canadian Debtor's accounts and other personal property; (iii) on August 7, 2024, designating the collateral classification as the Canadian

Debtor's inventory, equipment, accounts, other personal property and motor vehicle; and (iv) on August 7, 2024, designating the collateral classification as the Canadian Debtor's accounts and other personal property, which registrations relate to the pledge of cash collateral by the Canadian Debtor to RBC in connection with certain letters of credit issued by RBC on behalf of the Canadian Debtor to comply with the Canadian Debtor's obligations arising from its transactions with United States customers and potential tariff and duty related liabilities; and

(d) Toyota Industries Commercial Finance Canada, Inc. ("**Toyota Canada**") filed a registration in Ontario on July 19, 2022, relating to a commercial truck leased by the Canadian Debtor from Toyota Canada.

A summary of the results of the PPSA Search is attached hereto as **Exhibit "E"**.

63. I am also advised by Alec Hoy of Cassels, and do verily believe, that a PIN search was conducted against the lands upon which the Canadian Facility is located, with a currency date of August 11, 2026 (the "**PIN Search**").

64. I am advised that the PIN Search disclosed a charge registered in favour of the Prepetition TL Agent in the amount of C$250 million. A copy of the PIN Search is attached as **Exhibit "F"**.

III. THE INTEGRATION OF THE CANADIAN DEBTOR WITH THE DEBTORS' BUSINESS

65. As referenced above, key decisions related to the Canadian Debtor's business and operations are ultimately made by the Debtors' management and leadership team (including the CRO) based in the United States. The Canadian Business is highly integrated with the United States Debtors, including in the following ways:

(a) the Canadian Debtor is an indirectly wholly owned subsidiary of BFG Parent, a Delaware corporation;

(b) the Canadian Debtor is a borrower and guarantor under the Revolving Credit Facility and a guarantor under the Term Loan Facility, to each of which the other Debtors are also either a borrower or guarantor. The Canadian Debtor has granted security over all of its assets in respect of the Prepetition Credit Facilities;

(c) the Debtors' senior leadership team, located entirely in the United States, has authority to exercise primary strategic management and control of the Canadian Debtor;

(d) the Canadian Debtor relies on the Debtors to market the Canadian Debtor's products and services to United States-based customers, which historically comprise more than two-thirds of the Canadian Debtor's customers;

(e) BFG Supply and other United States Debtors are the major originating source of orders from United States-based customers for the Canadian Debtor's products;

(f) the Canadian Debtor is reliant on the Debtors to manage the Canadian Debtor's online website and platform;

(g) the United States Debtors have collected the majority of the receivables from the sale of the Canadian Debtor's products, which has been utilized in the cash management of the Debtors and, accordingly, the United States Debtors have provided the Canadian Debtor with funding, with such funding being provided to the Canadian Debtor on an as needed basis, subject to reconciliation at the end of each year;

(h) the Canadian Debtor's overall financial position is managed on a consolidated basis by the Debtors' management team located in the United States and, for financial reporting purposes, the Debtors report the financial results of the entire corporate group, including the Canadian Debtor, on a consolidated basis;

(i) the Canadian Debtor's sole director is the sole director of the other Debtors, who is located in the United States; and

(j) the CRO has been granted authority over the Canadian Debtor's day-to-day management as part of these Restructuring Proceedings and is managing the restructuring of the Debtors as a whole.

66. In summary, the Canadian Debtor is an integrated member of the broader Debtors' group that is centrally managed from an overall strategic and financial perspective by a management team in the United States and a majority of the Canadian Debtor's revenue has originated from the United States Debtors' sales agents and webplatform.

IV. EVENTS PRECIPITATING THE RESTRUCTURING PROCEEDINGS

67. The Restructuring Proceedings were not precipitated by an isolated event; rather, they are the product of more than two years of progressively worsening operational, financial, and liquidity challenges that, despite the efforts of the Debtors' management team, compounded over time.

68. The Debtors' financial difficulties can be attributed to multiple interrelated and compounding factors. During fiscal year 2026, the Debtors experienced significant customer attrition, arising principally from turnover within the Debtors' sales organization and the ensuing disruption of pre-existing customer relationships managed by those employees. Customer attrition resulted in a reduction in accounts receivable, in turn causing a tightening of credit

availability under the Debtors' asset-backed credit facilities and vendor credit programs. The reduction in credit availability impeded the Debtors' ability to replenish inventory to meet customer demand, resulting in further customer attrition and progressively reducing accounts receivable, triggering a liquidity spiral.

69. The Debtors' financial difficulties were further compounded by an elevated operating cost structure, burdened in part by borrowing costs associated with integrating a series of acquisitions completed between 2021 and 2024 that, despite the Debtors' reduction efforts, remained elevated relative to the Debtors' declining revenue base. Further, the Debtors' failure to fully integrate the acquired businesses resulted in duplicative costs and inhibited the Debtors' ability to realize the anticipated operating synergies from the acquisitions. The Debtors' operating and financial challenges were further exacerbated by broader macroeconomic conditions affecting the horticultural industry, including inflationary cost pressures, reduced discretionary consumer spending and increased product costs.

V. RESTRUCTURING EFFORTS AND PATH FORWARD

70. In the years leading up to the commencement of these Restructuring Proceedings, and accelerating in the months preceding the Petition Date, the Debtors, together with their professional advisors, undertook extensive efforts aimed at addressing the challenges they faced and avoiding these Restructuring Proceedings. Those efforts included: (i) implementing operational improvements intended to align the Debtors' operating cost structure with reduced revenue levels, including workforce reductions and other cost-reduction initiatives; (ii) liquidity management procedures; and (iii) engaging with the Debtors' lenders, suppliers and other business partners, in an effort to restore the Debtors' financial position and stabilize the Debtors' ability to obtain vendor trade credit.

71. In parallel with these efforts, the Debtors and their advisors actively explored financing and strategic alternatives, including engaging with the Debtors' existing lenders, pursuing additional sources of capital, evaluating potential strategic transactions and considering out-of-court restructuring alternatives.

72. While the Debtors' operational improvement initiatives began producing measurable results in the latter half of fiscal year 2026, the Debtors were unable to obtain sufficient liquidity or consensual financing necessary to support the Debtors' working-capital requirements.

73. In furtherance of those efforts, on August 6, 2026, the Debtors engaged SSG Advisors, LLC ("**SSG**"). Since its engagement, SSG has fielded multiple indications of interest and commenced a broader outreach program to gauge interest in a potential going concern transaction and, as of the Petition Date, the Debtors are engaged in active negotiations with parties that may serve the role of stalking horse bidder for certain of the Debtors' assets.

74. While those conversations are progressing, the Debtors' management has determined that, absent a significant capital infusion, available liquidity would continue to decline steadily during calendar year 2026 until reaching certain thresholds and triggering defaults in the Revolving Credit Facility which, if permitted to occur, would almost certainly result in substantial destruction of enterprise value and limit the ability to pursue a going concern sale. This conclusion was reinforced by the position of the Debtors' prepetition revolving lenders, who indicated that they would only provide additional financing through a debtor-in-possession financing facility.

75. Accordingly, the Debtors determined that the commencement of these Restructuring Proceedings was the only practical means of preserving and maximizing the value of the Debtors' estates, whether through a going-concern sale, an orderly liquidation, or a combination thereof, for the benefit of all stakeholders.

A. Sales Process

76. The objective of these Restructuring Proceedings is to maximize value through three complementary and concurrent workstreams (the "**Sales Processes**"):

(a) Going-Concern Sales Process. The Debtors have retained SSG to act as their investment banker to conduct a court-supervised marketing and sales process for some or all of the Debtors' businesses and assets on a going-concern basis. This sales process is targeted to be completed in approximately sixty days.

(b) Liquidation Program. The Debtors have engaged SB360 Capital Partners, LLC and Tiger Capital Group, LLC, acting through a joint venture, to assist the Debtors in conducting an orderly monetization of certain inventory, accounts receivable, machinery, equipment, fixtures, and other assets.

(c) Real Estate Monetization. The Debtors have engaged A&G Realty Partners, LLC, as real estate advisor, to assist with the marketing and selling of the Debtors' real property, including the Canadian Facility, and their interest in the leases for the leased U.S. Facilities.

77. In the event the Debtors identify a going concern sale which includes any of the Debtors' assets subject to the Liquidation Program or real property subject to the Real Estate Monetization process, such assets and/or real property will be removed from such applicable sales process.

78. Approval of the Liquidation Program and the Real Estate Monetization process is being sought at the First Day Hearing and, if granted, the Foreign Representative will seek recognition of such First Day Orders at the Comeback Hearing (as defined below). The Debtors intend to seek approval of the Going-Concern Sale Process at a later date.

79. If the Sales Processes (or any one thereof) are approved, the Debtors (excluding the Canadian Debtor) intend to commence such approved Sale Process immediately. Given the nature of the Canadian Debtor's business, the Debtors intend to continue to operate the Canadian Debtor's business in the ordinary course to determine whether a going concern sale is viable and will seek recognition of the Sales Process in due course, subject to prior approval of any such Sale Process by the U.S. Bankruptcy Court.

VI. THE PROPOSED DIP FINANCING

80. In connection with the Chapter 11 Cases, the Debtors obtained a commitment for debtor-in-possession financing in the form of a senior secured super-priority revolving credit facility in an aggregate principal amount not to exceed $55 million (the "**DIP Facility**"), which amounts are intended to be used to, among other things, fund the Chapter 11 Cases.

81. Details of the proposed DIP Facility will be provided in a supplemental affidavit after the Debtors have filed all of their materials in the Chapter 11 Cases.

VII. URGENT NEED FOR RELIEF IN CANADA

82. The Canadian Debtor is in urgent need of a stay of proceedings and the recognition of the First Day Orders, once granted.

83. The Debtors are insolvent and their projected cash flow indicates that they will not be able to maintain operations in the ordinary course for a prolonged period of time. Further, certain of the Debtors' vendors and customers have become aware of the Debtors' liquidity issues, causing them to be reluctant to continue contracting with the Debtors and decreasing sources of operational credit necessary to maintain the Debtors' operations. Without the relief requested in the First Day Orders, it is anticipated that the Debtors will suffer a continuing degradation of their

enterprise value. The relief requested will minimize disruptions to the Debtors' business operations and customers and is critical to maximizing the value of the Debtors' estates.

VIII. RELIEF SOUGHT

A. Interim Stay Order

84. By operation of the U.S. Bankruptcy Code, the Debtors (including the Canadian Debtor) obtained the benefit of an automatic stay of proceedings upon the filing of the Petitions with the U.S. Bankruptcy Court. As discussed above, the Debtors are seeking entry of certain First Day Orders, including the Foreign Representative Order, at the First Day Hearing to be heard by the U.S. Bankruptcy Court on August 20, 2026. If the U.S. Bankruptcy Court grants the requested orders, they are expected to be available shortly thereafter.

85. The proposed Interim Stay Order provides for a stay of proceedings in favour of the Canadian Debtor in respect of the business and property in Canada. The proposed Interim Stay Order also provides for a stay of proceedings in favour of the directors and officers of the Canadian Debtor in Canada. The proposed Interim Stay will give effect in Canada to the stay of proceedings in the Chapter 11 Cases and provide stability and preserve the value of the Canadian business until the Canadian Debtor can be duly appointed as the Foreign Representative by the U.S. Bankruptcy Court and return before this Court to seek the Initial Recognition Order and Supplemental Order.

86. Since the Canadian business is conducted in Canada, it is important for the Canadian Debtor to be protected by a stay of proceedings from enforcement rights in Canada pursuant to a Canadian court order. The Interim Stay Order will preserve the value of the Canadian business and the Debtors' ability to conduct an orderly sales process for the Debtors' assets with the possibility of the Canadian business continuing as a going concern.

87. The initial hearing of this application will be brought on notice to the lenders under the Prepetition Credit Facilities. If the initial relief sought in the Interim Stay Order is granted, a wider scope of notice is intended with regard to the hearing to recognize the Chapter 11 Case of the Canadian Debtor as a foreign main proceeding and grant related orders at that time, including notice to the Canada Revenue Agency (through the Department of Justice) and the Ontario Ministry of Finance.

B. Additional Relief Expected to be Sought

88. This application is proposed to proceed in two stages. The relief being sought on August 19, 2026 is limited to the relief provided for in the Interim Stay Order. The Debtors will be seeking entry of certain First Day Orders at the First Day Hearing, scheduled to be heard by the U.S. Bankruptcy Court on August 20, 2026. Following the entry of those First Day Orders by the U.S. Bankruptcy Court, including the Foreign Representative Order, the Foreign Representative will return to this Court to seek the Initial Recognition Order and the Supplemental Order (such hearing, the "**Comeback Hearing**").

89. At the Comeback Hearing, the Foreign Representative (if appointed) will be seeking the Initial Recognition Order, among other things: (i) declaring that the Foreign Representative is the "foreign representative" in respect of the Chapter 11 Cases; and (ii) recognizing the United States as the centre of main interests for the Canadian Debtor.

90. The Foreign Representative will also seek approval of the relief set out in the Supplemental Order at the Comeback Hearing, including, among other things: (i) the appointment of AlixPartners as information officer; and (ii) the granting of the Administration Charge, D&O Charge and DIP Lender's Charge (collectively, the "**Charges**"), in the respective amounts and priority set out in the Supplemental Order. The Charges are proposed to secure amounts owing,

or which may become owing, by the Canadian Debtor against the Canadian Debtor's property in Canada.

91. In addition to the foregoing, the Supplemental Order contemplates the recognition in Canada of certain First Day Orders, including any First Day Order recognizing any of the Sales Processes.

92. Further information in respect of the relief being sought with respect to the Initial Recognition Order and the Supplemental Order, including with respect to the Charges and the Sales Process Orders, will be provided by supplemental affidavit in advance of the Comeback Hearing.

IX. CONCLUSION

93. I believe the relief set out herein and in the proposed orders is necessary for the protection of the Canadian Debtor's property and the interests of the Debtors' creditors, and in particular, the creditors of the Canadian Debtor.

SWORN BEFORE ME by videoconference on this 19th day of August 2026. This affidavit was commissioned remotely in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely. The affiant was located in the City of Nashville, in the State of Tennessee and I was located in the City of Toronto in the Province of Ontario

Commissioner for Taking Affidavits
(or as may be)

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

ADAM ZALEV

This is Exhibit "A" referred to in the affidavit of Adam Zalev, sworn August 19, 2026. The affiant was located in the City of Nashville, in the State of Tennessee and I was located in the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg, 431/20, Administering Oath or Declaration Remotely.

…………………………………………………...
A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)

Case number (*If known*): ______ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/25

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. **Debtor's name**

   De Cloet Greenhouse Mfg. Ltd.

2. **All other names debtor used in the last 8 years**

   Include any assumed names, trade names, and *doing business as* names

3. **Debtor's federal Employer Identification Number** (EIN)

   N/A

4. **Debtor's address**

   Principal place of business

   1805 Charlotteville W Quarterline
   Number Street

   Simcoe ON N3Y 4J9
   City State ZIP Code

   Canada
   Country

   Mailing address, if different from principal place of business

   Number Street

   P.O. Box

   City State ZIP Code

   Location of principal assets, if different from principal place of business

   Number Street

   City State ZIP Code

5. **Debtor's website** (URL)

   https://www.bfgsupply.com/

Debtor De Cloet Greenhouse Mfg. Ltd. Case number (*if known*) ____________
Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- ☐ Partnership (excluding LLP)
- ☐ Other. Specify: ____________

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

3 3 2 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check **all** that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes. District ____________ When ____________ Case number ____________
  MM / DD / YYYY
  District ____________ When ____________ Case number ____________
  MM / DD / YYYY

Debtor De Cloet Greenhouse Mfg. Ltd. Case number (*if known*) ______
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No
☒ Yes. Debtor See Schedule A Relationship ______
District ______ When ______ MM / DD / YYYY
Case number, if known ______

11. Why is the case filed in *this district*?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? ______

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other ______

Where is the property? ______
Number Street
______
City State ZIP Code

Is the property insured?

☐ No
☐ Yes. Insurance agency ______
Contact name ______
Phone ______

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☐ Funds will be available for distribution to unsecured creditors.
☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☐ 10,001-25,000	☒ More than 100,000
☐ 200-999		

Debtor De Cloet Greenhouse Mfg. Ltd.
Name

Case number (if known)

15. **Estimated assets**	☐ $0-$50,000 ☐ $50,001-$100,000 ☐ $100,001-$500,000 ☐ $500,001-$1 million	☐ $1,000,001-$10 million ☐ $10,000,001-$50 million ☐ $50,000,001-$100 million ☒ $100,000,001-$500 million	☐ $500,000,001-$1 billion ☐ $1,000,000,001-$10 billion ☐ $10,000,000,001-$50 billion ☐ More than $50 billion
16. **Estimated liabilities**	☐ $0-$50,000 ☐ $50,001-$100,000 ☐ $100,001-$500,000 ☐ $500,001-$1 million	☐ $1,000,001-$10 million ☐ $10,000,001-$50 million ☐ $50,000,001-$100 million ☒ $100,000,001-$500 million	☐ $500,000,001-$1 billion ☐ $1,000,000,001-$10 billion ☐ $10,000,000,001-$50 billion ☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/18/2026
MM / DD / YYYY

✘ *Adam Zalev*
Signature of authorized representative of debtor

Adam Zalev
Printed name

Title Chief Restructuring Officer

18. **Signature of attorney**

✘ *Justin R. Alberto*
Signature of attorney for debtor

Date 08/18/2026
MM / DD / YYYY

Justin R. Alberto
Printed name

Cole Schotz P.C.
Firm name

500 Delaware Avenue, Suite 600
Number Street

Wilmington
City

Delaware
State

19801
ZIP Code

(302) 652-3131
Contact phone

jalberto@coleschotz.com
Email address

5126
Bar number

Delaware
State

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below (collectively, the "Debtors"), filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

1. Bamboo Purchaser, Inc.
2. BFG Purchaser Parent, Inc.
3. BFG Supply Holdings, Inc.
4. BFG Holdings I, Inc.
5. BFG Supply Co., LLC
6. BFG Supply Canada Holdings, Inc.
7. De Cloet Greenhouse Mfg. Ltd.
8. BFG Kalamazoo, LLC
9. BFG Logistics, LLC
10. L&L Nursery Supply, Inc.
11. Gard'N-Wise Distributors, Inc.
12. International Greenhouse Contractors LLC
13. Greenhouse Solutions, LLC
14. Greenhouse Contracting Services, LLC
15. Green-Tek, LLC
16. GROSouth, Inc.
17. BFG VG Supply Acquisition, LLC

OMNIBUS UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE GOVERNING BODIES

August 18, 2026

The undersigned, being the sole member, sole director, the director representing a majority of the board of directors, or the manager representing a majority of the board of managers, as applicable (each a "***Governing Body***" and collectively, the "***Governing Bodies***") of BFG Supply Investment Holdings, L.P., a Delaware limited partnership and/or each of the subsidiaries listed on **Schedule 1** attached hereto, hereby consent in writing to the following actions and adopt the following resolutions by unanimous written consent, in lieu of a special meeting of each Governing Body, as applicable, and in accordance with the bylaws, operating agreements, articles of association, or limited liability company agreements of each Company (collectively, the "***Governing Documents***"):

WHEREAS, each Governing Body has considered (a) presentations by such Company's management team (the "***Management***") and financial and legal advisors (collectively, the "***Advisors***") regarding the liabilities and liquidity of each Company, the strategic alternatives available to each Company, and the effect of the foregoing on each Company's business, (b) the information and advice previously provided to and reviewed by each Governing Body, and (c) the related matters on and prior to the date hereof;

WHEREAS, each Governing Body has had the opportunity to consult with Management and Advisors regarding the materials and documents presented, to obtain additional information, and to consider fully each of the strategic transactions available to the Companies;

WHEREAS, each Governing Body has reviewed and considered: (a) the filing of voluntary petitions for relief (collectively, the "***Bankruptcy Petitions***") for each Company under the provisions of chapter 11 of the United States Code (the "***Bankruptcy Code***") in the United States Bankruptcy Court for the District of Delaware (the "***Bankruptcy Court***") pursuant to the Governing Documents, as applicable, and the applicable laws of the jurisdiction in which each Company is organized; (b) seeking recognition in Canada of the applicable chapter 11 cases and relief obtained therein by commencing a proceeding under Part IV of the CCAA ("***Recognition Proceedings***") in the Ontario Superior Court of Justice (Commercial List) (the "***Canadian Court***"); (c) entry into and performance under the DIP Facility Documents (as defined herein); and (d) the retention of professionals by each Company;

WHEREAS, the Companies propose to enter into that certain Superpriority Secured Debtor-in-Possession Credit Agreement by and among Bamboo Purchaser, Inc., as the Company, the other borrowers party thereto, BFG Purchaser Parent, Inc., as Holdings, the subsidiaries of the Company from time to time party thereto, as Guarantors, and ACF Finco I LP, as administrative agent and collateral agent and each Lender from time to time party thereto (the "***DIP Credit Agreement***");

WHEREAS, each Governing Body has determined that the following resolutions and the actions, transactions and documentation contemplated thereby are advisable and in the best interest of the Companies, their interest holders, their subsidiaries, their creditors, and other parties in interest; and

WHEREAS, after due deliberation, each Governing Body recommends the following resolutions and the actions, transactions and documentation contemplated thereby are advisable and in the best interest of the Companies, their interest holders, their subsidiaries, their creditors, and other parties in interest.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that pursuant to the articles of incorporation and the applicable Governing Documents of the Companies, each Governing Body hereby adopts the following resolutions:

<u>CHAPTER 11 FILING</u>

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interest of each Company (including consideration of its creditors and other parties in interest), that each Company files or causes to be filed the Bankruptcy Petitions under the Bankruptcy Code in the Bankruptcy Court, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and, in accordance with the Governing Documents, as applicable, of each Company and the applicable laws of the jurisdiction in which such Company is organized, hereby consents to, authorizes, and approves the filing of the Bankruptcy Petitions; and

RESOLVED, that any director of each Company (collectively, the "***Authorized Signatory***") be, and he hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of such Company's business.

<u>RECOGNITION PROCEEDING</u>

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interest of each Company (including consideration of its creditors and other parties in interest), that De Cloet Greenhouse Mfg. Ltd. (the "***Canadian Debtor***") shall be authorized to serve as the proposed foreign representative of itself (and such other Company as may be necessary) (the "***Foreign Representative***") and shall be, and hereby is, authorized to file or cause to be filed an application for recognition in Canada under the CCAA of the Chapter 11 Cases of the Canadian Debtor (and the cases of such other Companies as may be necessary) and to seek such other insolvency or bankruptcy relief in Canada as may be necessary; and

RESOLVED, that any director of each Company (collectively, the "***Authorized Signatory***") be, and he hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of such Company's business.

<u>USE OF CASH COLLATERAL, DEBTOR IN POSSESSION FINANCING, AND ADEQUATE PROTECTION</u>

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interest of each Company, its stakeholders, creditors, and other parties in interest to obtain the benefits of: (a) the use of cash collateral, as such term is defined in section 363(a) of the Bankruptcy Code (the "***Cash Collateral***"), which is security for certain of the Companies' prepetition secured lenders under certain credit facilities by and among certain of the Companies, the guarantors party thereto, and the lenders party thereto and (b) the incurrence of debtor in possession financing obligations pursuant to the DIP Credit Agreement (the "***DIP Financing***") by entering into a superpriority secured term loan credit facility (the "***DIP Facility***"), subject to the terms of the DIP Credit Agreement;

RESOLVED, that the Authorized Signatory is hereby authorized, empowered and directed to execute and file on behalf of each Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company's business;

RESOLVED, that in order to use and obtain the benefits of the DIP Financing and Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Company will provide certain liens, claims, and adequate protection to the DIP Agent and the DIP Lenders (as those terms are defined in the DIP Credit Agreement) (collectively, the "***DIP Obligations***") as documented in a proposed order in interim and final form (together, the "***DIP Orders***") to be submitted for approval to the Bankruptcy Court and, in the case of the Recognition Proceedings, the Canadian Debtor will seek one or more orders of the Canadian Court (individually and collectively called the "***Canadian DIP Recognition Order***") recognizing the DIP Orders and granting charges and liens against the Canadian Collateral (as defined in the DIP Credit Agreement);

RESOLVED, that in the business judgment of each Governing Body, the form, terms, and provisions of the each of the instruments and documents governing the DIP Facility to which each Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are, authorized, approved, confirmed and ratified, and the Authorized Signatory be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Orders and the Canadian DIP Recognition Order and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which each Company is or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement in connection with the DIP Facility (collectively with the DIP Orders and the Canadian DIP Recognition Order, the "***DIP Facility Documents***"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Companies, with such changes, additions, and modifications thereto as the officers or directors of each Governing Body executing the same shall approve, such approval to be conclusively evidenced by such officer or director's execution and delivery thereof;

RESOLVED, that to the extent applicable, each Company, as debtor and debtor in possession under the Bankruptcy Code shall be, and hereby is, authorized to incur the DIP Obligations and certain obligations related to the DIP Financing and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Facility Documents (collectively, the "***DIP Transactions***"), including guaranteeing such obligations and granting liens on its assets to secure such obligations;

RESOLVED, that the Authorized Signatory be, and he hereby is, authorized and directed, in the name of, and on behalf of each Company, as debtors and debtors in possession, to take such actions as in his discretion are determined to be necessary, desirable, or appropriate and execute the DIP Transactions, including delivery of: (a) the DIP Facility Documents; (b) such other instruments, certificates, notices, assignments, agent fee letters, and documents as may be reasonably requested by the applicable agents; and (c) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Facility Documents;

RESOLVED, that the Authorized Signatory is hereby authorized, directed and empowered in the name of, and on behalf of, each Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the DIP Transactions and all fees and expenses incurred by or on behalf of each Company in connection with the foregoing resolutions, in accordance with the terms of the DIP Facility Documents, which shall in his sole judgment be necessary, desirable, proper, or advisable to perform any of each Company's obligations under or in connection with the DIP Orders or any of the other DIP Facility Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions;

RESOLVED, that the Authorized Signatory is authorized, empowered, and directed in the name of, and on behalf of, each Company to seek authorization for approval to use Cash Collateral pursuant to the DIP Orders, and the Authorized Signatory hereby is authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of each Company, necessary to implement the postpetition financing, including providing adequate assurance to the Prepetition Secured Lenders (as defined in the DIP Credit Agreement) in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for entry into the DIP Facility Documents and the use of Cash Collateral in connection with the chapter 11 cases, which agreements may require each Company to grant adequate protection and liens to the Prepetition Secured Lenders (as defined in the DIP Credit Agreement) and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of each Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the Authorized Signatory approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

RESOLVED, that the Authorized Signatory is hereby authorized, empowered, and directed in the name of, and on behalf of, each Company to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the postpetition financing or any of the DIP Facility Documents or to do such other things which shall in his or her sole business judgment be necessary, desirable, proper, or advisable in order to perform the DIP Obligations and to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his execution thereof;

RETENTION OF PROFESSIONALS

RESOLVED, that the Authorized Signatory is authorized and directed to employ (a) the law firm of Cole Schotz P.C., as restructuring counsel ("***Restructuring Counsel***"), (b) Reflect Advisors to provide a Chief Restructuring Officer and such additional staff as may be necessary, and to designate Adam Zalev as Chief Restructuring Officer (***CRO***"), (c) A&G Realty Partners, LLC, as real estate consultant (“***Real Estate Consultant***”), (d) SSG Advisors, LLC, as investment banker ("***Investment Banker***"), (e) Epiq Corporate Restructuring, LLC, as notice and claims agent and administrative advisor ("***Claims Agent***"), (f) SB360 Capital Partners, LLC and Tiger Capital Group, LLC, as liquidation consultant (“***Liquidation Consultant***”), and (g) any other legal counsel, accountant, financial advisor, restructuring advisor, or other professional the Authorized Signatory deems necessary, appropriate, or advisable to retain (together with Restructuring Counsel, CRO, Real Estate Consultant, Investment Banker, Claims Agent, and Liquidation Consultant, collectively, the "***Retained Professionals***") in each case, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, the Authorized Signatory, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of each of the Retained Professionals;

RESOLVED, that the Authorized Signatory is authorized and directed to employ Cassels Brock & Blackwell LLP as Canadian bankruptcy counsel, to represent and assist each Company in carrying out its duties under the CCAA and the Recognition Proceedings, and to take any and all actions to advance the Foreign Representative’s and the Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings, and also to pay the fees and expenses of Cassels Brock & Blackwell LLP; and in connection therewith, the Authorized Signatory, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of each of the Retained Professionals;

RESOLVED, that each of the Authorized Signatory be, and hereby is, authorized and directed to pay the fees and expenses of Alix Partners Restructuring, Inc. as the proposed Canadian Court appointed Information Officer in the Recognition Proceedings, and its counsel, Osler Hoskin & Harcourt LLP, in connection with the Recognition Proceedings, and, as applicable, on such terms and conditions as the Canadian Court shall subsequently approve;

RESOLVED, that the Authorized Signatory is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that the Authorized Signatory deems necessary, proper, or desirable in connection with each Company's Chapter 11 Case, with a view to the successful prosecution of such case.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatory, the Authorized Signatory be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in the Authorized Signatory's judgment, shall be necessary, advisable, convenient, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED, that the Governing Body of each Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, or hereby waive any right to have received such notice;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved and authorized by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of each Governing Body; and

RESOLVED, that the Authorized Signatory be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of each Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Omnibus Unanimous Written Consent as of the date first set forth above.

SOLE MEMBER OF:
BFG Kalamazoo, LLC
BFG Logistics, LLC

BFG Supply Co., LLC

By */s/ John Berry*
Name: John Berry
Title: Chief Executive Officer, Treasurer and Secretary

IN WITNESS WHEREOF, the undersigned has executed this Omnibus Unanimous Written Consent as of the date first set forth above.

SOLE MEMBER OF:
Greenhouse Solutions, LLC
Greenhouse Contracting Services, LLC

International Greenhouse Contractors, LLC

By */s/ John Berry*
Name: John Berry
Title: Chief Executive Officer, Treasurer and Secretary

IN WITNESS WHEREOF, the undersigned has executed this Omnibus Unanimous Written Consent as of the date first set forth above.

MAJORITY DIRECTOR OR MAJORITY MANAGER OF:
BFG Supply Co., LLC
Bamboo Purchaser, Inc.
BFG Purchaser Parent, Inc.
BFG Supply Holdings, Inc.
BFG Holdings I, Inc.
BFG Supply Canada Holdings, Inc.
L & L Nursery Supply, Inc.
Gard'N-Wise Distributors, Inc.
GROSouth, Inc.
International Greenhouse Contractors LLC
Green-Tek, LLC
BFG VG Supply Acquisition, LLC

/s/ Patrick J. Bartels
Patrick J. Bartels

IN WITNESS WHEREOF, the undersigned has executed this Omnibus Unanimous Written Consent as of the date first set forth above.

SOLE DIRECTOR OF:
De Cloet Greenhouse Mfg. Ltd.

*/s/ Patrick J. Bartels*_______________
Patrick J. Bartels

SCHEDULE 1

	Company	Jurisdiction
1.	Bamboo Purchaser, Inc.	Delaware
2.	BFG Purchaser Parent, Inc.	Delaware
3.	BFG Supply Holdings, Inc.	Delaware
4.	BFG Holdings I, Inc.	Delaware
5.	BFG Supply Canada Holdings, Inc.	Delaware
6.	L & L Nursery Supply, Inc.	California
7.	Gard'N-Wise Distributors, Inc.	Kansas
8.	GROSouth, Inc.	Alabama
9.	BFG Supply Co., LLC	Indiana
10.	International Greenhouse Contractors LLC	Delaware
11.	Green-Tek, LLC	Wisconsin
12.	BFG Kalamazoo, LLC	Indiana
13.	BFG VG Supply Acquisition, LLC	Delaware
14.	BFG Logistics, LLC	Indiana
15.	Greenhouse Solutions, LLC	Illinois
16.	Greenhouse Contracting Services, LLC	Illinois
17.	De Cloet Greenhouse Mfg. Ltd.	Ontario, Canada

Fill in this information to identify the case and this filin

Debtor Name De Cloet Greenhouse Mfg. Ltd.

United States Bankruptcy Court for the: ______________ District of DE (State)

Case number (*If known*): ______________

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* ____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/18/2026
MM / DD / YYYY

✘ *Adam Zalev*
Signature of individual signing on behalf of debtor

Adam Zalev
Printed name

Chief Restructuring Officer
Position or relationship to debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: De Cloet Greenhouse Mfg. Ltd., Debtor.	Chapter 11 Case No. 26-____ (___)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
BFG Supply Canada Holdings, Inc.	100%

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: De Cloet Greenhouse Mfg. Ltd., Debtor.	Chapter 11 Case No. 26-____ (___)

LIST OF EQUITY SECURITY HOLDERS[1]

Equity Holder	Address of Equity Holder	Percentage of Equity Held
BFG Supply Canada Holdings, Inc.	251 Little Falls Drive, Wilmington, Delaware 19808	100%

[1] This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

Fill in this information to Identify the case:

Debtor Name: BFG Supply Co., LLC

United States Bankruptcy Court for the: District of Delaware

Case Number (If known):

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim — If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	THE SCOTTS COMPANY 14111 SCOTTSLAWN ROAD MARSVILLE, OH 43041	CONTACT: NATE BAXTER PHONE: (800) 233-5296 CUSTOMERSERVICE.MARYSVILLE@SCOTTS.COM	TRADE				$2,953,303.21
2	ROXUL USA INC. PO BOX 734766 CHICAGO, IL 60673-4766	CONTACT: JES MUNK PHONE: (800) 872-2476 CS@ROCKWOOL.COM	TRADE				$2,864,859.61
3	HAWTHORNE HYDROPONICS LLC PO BOX 200054 DALLAS, TX 75320-0054	CONTACT: CHRIS HAGEDORN PHONE: (888) 475-6544 INFO@HAWTHORNEGC.COM	TRADE				$2,559,904.85
4	SYNGENTA CROP PROTECT PO BOX 772312 DETROIT, MI 48277-2312	CONTACT: STEVEN HAWKINS PHONE: (800) 334-9481 CUSTOMER_SERVICE.PROF_PRODUCTS@SYNGENTA.COM	TRADE				$2,122,078.21
5	ICL/SPECIALTY FERTILIZERS DEPT 3286 CAROL STREAM, IL 60132-3286	CONTACT: CLINTON STOLLARD PHONE: (800) 492-8255 CLINT.STOLLARD@ICL-GROUP.COM	TRADE				$1,534,925.17
6	THERMA-STOR LLC PO BOX 775584 CHICAGO, IL 60677-5584	CONTACT: KEITH REAGAN PHONE: (877) 420-1330 KREAGAN@QUESTCLIMATE.COM	TRADE				$1,459,613.84
7	THE HC COMPANIES INC. PO BOX 932855 CLEVELAND, OH 44193	CONTACT: JOCELYN LEWIS PHONE: (800) 225-7712 JLEWIS@GROWSCAPE.COM	TRADE				$1,389,760.41

Debtor: BFG Supply Co., LLC Case Number (if known): 26-xxxx1

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	SUN GRO HORTICULTURE INC. PO BOX 714837 CINCINNATI, OH 45271-4837	CONTACT: LISA ALLEN PHONE: (800) 732-8667 ACCOUNTSPAYABLE@SUNGRO.COM	TRADE				$1,082,403.13
9	C.H. ROBINSON 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347	CONTACT: JOSEPH NEMES PHONE: (800) 539-7487 JOSEPH.NEMES@CHROBINSON.COM	TRADE				$911,020.40
10	SBM LIFE SCIENCE CORP. PO BOX 603454 CHARLOTTE, NC 28260-3454	CONTACT: ALEXANDRE SIMMLER PHONE: (484) 294-5416 US.CUSTOMERSERVICE@SBM-COMPANY.COM	TRADE				$788,305.76
11	PREMIER TECH GROWERS & CONSUMERS INC. PO BOX 673926 DETROIT, MI 48267-3926	CONTACT: TONY BECKMANN PHONE: (314) 781-5703 SERVICES.PTGC.PRO.NA@PREMIERTECH.COM	TRADE				$777,871.13
12	PALRAM AMERICAS, INC. 9735 COMMERCE CIRCLE KUTZTOWN, PA 19530	CONTACT: LEEOR WIESELBERG PHONE: (800) 994-5626 SUPPORT_APP_AMERICA@PALRAM.COM	TRADE				$757,394.20
13	J.R. PETERS, INC. 6656 GRANT WAY ALLENTOWN, PA 18106	CONTACT: ANGEL MADTES PHONE: (610) 395-7104 AMADTES@JRPETERS.COM	TRADE				$725,301.73
14	LIBERTY PROPERTY LIMITED PARTNERSHIP 1800 WAZEE STREET STE 500 DENVER, CO 80202	CONTACT: DAN LETTER PHONE: (909) 673-8730 INFO@PROLOGIS.COM	TRADE				$701,289.64
15	BERRY GLOBAL, INC. PO BOX 633485 CINCINNATI, OH 45263-3485	CONTACT: KEVIN KWILINSKI PHONE: (812) 424-2904 INFO@BERRYGLOBAL.COM	TRADE				$693,068.23
16	DAB PUMPS, INC. PO BOX 534728 ATLANTA, GA 30353	CONTACT: JOHN HURLBERT PHONE: (843) 998-4301 JOHN.HURLBERT@DABPUMPS.COM	TRADE				$679,996.24
17	UNITED COMPOST & ORGANICS, INC. (DBA FOXFARM SOIL & FERTILIZER) 8601 N. SCOTTSDALE RD 309 SCOTTSDALE, AZ 85253	CONTACT: WILLIAM WINER PHONE: (707) 443-4369 ORDERS@FOXFARMFERTILIZER.COM	TRADE				$670,282.33
18	CAESARS ENTERPRISE SERVICES, LLC PO BOX 96118 LAS VEGAS, NV 89193	CONTACT: TOM REEG PHONE: (775) 325-7413 CADAMSON@ELDORADORESORT.COM	TRADE	DISPUTED			$504,753.00
19	LAMBERT PEAT MOSS INC PO BOX 55811 BOSTON, MA 02205-5811	CONTACT: GABE LAMBERT PHONE: (800) 463-4083 LAMBERTPEATMOSS@AOL.COM	TRADE				$443,889.45
20	DRAMM 1425 DUFEK DRIVE MANITOWOC, WI 54221	CONTACT: MELISSA KRCMA PHONE: (800) 258-0848 MKRCMA@DRAMM.COM	TRADE				$440,590.37

Debtor: BFG Supply Co., LLC Case Number (if known): 26-xxxx1

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	NURSERY SUPPLIES INC. PO BOX 201191 DALLAS, TX 75320-1191	CONTACT: JOHN COLLINS PHONE: (800) 523-8972 LAURAM@NURSERYSUPPLIES.COM	TRADE				$440,468.83
22	KELLY SEED COMPANY, INC. 420 S SHILOH ROAD HARTFORD, AL 36344	CONTACT: DEMERRIS HOLSTER PHONE: (334) 588-3821 DEMERRIS@KELLYSEED.COM	TRADE				$438,053.96
23	ROYAL GOLD LLC 600 F STREET ARCATA, CA 95521	CONTACT: WILLIAM H. HEISSENBUTTEL PHONE: (707) 822-4653 ORDERS@ROYALGOLDCOCO.COM	TRADE				$418,391.54
24	HYPLAST NV 527 MAHLON DR CHESTER, SC 29706	CONTACT: AMANDA JACKSON PHONE: (888) 255-3757 AMANDA.JACKSON@RKW-GROUP.COM	TRADE				$407,942.01
25	LUMITE, INC. 1515 N COUNTY LINE ROAD ALTO, GA 30510	CONTACT: MARK MULKEY PHONE: (866) 358-6483 MMULKEY@LUMITE.COM	TRADE				$391,756.48
26	CONLEYS MFG & SALES 4344 EAST MISSION BLVD MONTCLAIR, CA 91763	CONTACT: DAN CONLEY PHONE: (909) 627-0981 ORDERS@CONLEYS.COM	TRADE				$377,226.76
27	COLES WILD BIRD PRODUCTS CO 1325 COBB INTERNATIONAL DR NW KENNESAW, GA 30152	CONTACT: ELAINE COLE PHONE: (770) 426-8882 ORDERS@COLESWILDBIRD.COM	TRADE				$336,206.09
28	MOUNTAIN VIEW 8955 SUNNYVIEW RD NE SALEM, OR 97305	CONTACT: STACY KUENZI PHONE: (877) 308-7333 STACY@MTVIEWSEEDS.COM	TRADE				$335,597.41
29	REDI-GRO CORPORATION 8909 ELDER CREEK RD SACRAMENTO, CA 95828	CONTACT: DENNIS CHAN PHONE: (916) 381-6063 REDIGRORETAIL@REDI-GRO.COM	TRADE				$331,838.10
30	BASF AGRICULTURAL SOLUTIONS US LLC 29878 NETWORK PLACE CHICAGO, IL 60673-1298	CONTACT: HEATHER REMLEY PHONE: (973) 245-6574 PCS_CUSTOMER_SERVICE@BASF.COM	TRADE				$318,744.28

This is Exhibit "B" referred to in the affidavit of Adam Zalev, sworn August 19, 2026. The affiant was located in the City of Nashville, in the State of Tennessee and I was located in the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg, 431/20, Administering Oath or Declaration Remotely.

………………………………………………..
A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: BFG Supply Co., LLC, *et al.*, Debtors.[1]	Chapter 11 Case No. 26-11284 (___) (Joint Administration Requested)

DECLARATION OF ADAM ZALEV IN SUPPORT OF THE
DEBTORS' CHAPTER 11 PETITIONS AND FIRST DAY MOTIONS

I, Adam Zalev, Chief Restructuring Officer of BFG Supply Co., LLC and certain of its affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), hereby declare under penalty of perjury:

1. I am the Founding Member and Managing Director of Reflect Advisors LLC ("Reflect") and serve as the Chief Restructuring Officer (the "CRO") of the Debtors. I was appointed CRO on July 22, 2026. The Debtors engaged Reflect in July 2026 to provide such interim management services and to date, in accordance with our engagement letter, I have been assisted by other members of the Reflect team. Reflect is proposed to be retained as restructuring advisor in these chapter 11 cases.

2. I submit this declaration (this "Declaration") to assist the Court and parties-in-interest in understanding the Debtors, their businesses, and the circumstances leading to these chapter 11 cases, and in support of the Debtors' voluntary petitions for relief under chapter 11 of

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[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BFG Supply Co., LLC (6660); Bamboo Purchaser, Inc. (1173); BFG Purchaser Parent, Inc. (2451); BFG Supply Holdings, Inc. (4070); BFG Holdings I, Inc. (1502); BFG Supply Canada Holdings, Inc. (9737); De Cloet Greenhouse Mfg. Ltd. (N/A); BFG Kalamazoo, LLC (0121); BFG Logistics, LLC (4172); L&L Nursery Supply, Inc. (9972); Gard'N-Wise Distributors, Inc. (8418); International Greenhouse Contractors, LLC (7313); Greenhouse Solutions, LLC (1860); Greenhouse Contracting Services, LLC (3738); Green-Tek, LLC (8749); GROSouth, Inc. (4231); BFG VG Supply Acquisition, LLC (0219). The Debtors' service address in these chapter 11 cases is 4660 East Paris Avenue SE, Grand Rapids, Michigan 49512.

title 11 of the United States Code (the "Bankruptcy Code") filed on the date hereof (the "Petition Date") and in support of the first day motions filed contemporaneously herewith (collectively, the "First Day Motions").

3. Prior to founding Reflect in 2023, I was a Senior Managing Director of FTI Consulting, Inc. ("FTI") for six years. Prior to joining FTI, I held progressively more senior roles, culminating as a Managing Director, at Alvarez & Marsal ULC, where I practiced for nine years. Reflect is a boutique financial advisory and restructuring practice whose professionals have been involved in numerous formal and informal restructuring mandates, including many in the retail, consumer and wholesale distribution industries. During my career, I have had extensive experience in chapter 11 cases and, in particular, chapter 11 cases in the consumer products, wholesale distribution and retail industries. I have also acted in numerous cross-border consumer products and retail bankruptcy cases, principally where U.S. corporate owners controlled Canadian operating subsidiaries. In connection therewith, I have been personally involved in numerous consumer products, wholesale distribution and retail bankruptcy cases where liquidation consultants were retained to conduct going-out-of-business and other liquidation sales. My personal, recent consumer products and wholesale distribution experience includes, but is not limited to, cases such as Simply Interior Homes, American Signature, The Hudson's Bay Company (Canada), Bed Bath & Beyond, Christmas Tree Shops, Old Time Pottery, Toys R Us, Sears, Target Canada, Ben Moss Jewelers, and others.

4. Since commencing its engagement, Reflect has worked closely with the Debtors' management team and other key employees of the Debtors, including in the finance, operations, and human resources departments, to understand the Debtors' cash flows and operations, evaluate restructuring options, and prepare for these chapter 11 cases. Since my appointment as CRO, I and

the Reflect team have conducted an intensive review of the Debtors' businesses, finances, and operational situation to become familiar with the matters described herein.

5. Except as otherwise indicated herein, the statements in this Declaration are based on: (i) my personal knowledge of, and familiarity with, the Debtors' operations, finances, and restructuring efforts; (ii) my review of relevant documents and information provided to me by employees of or advisors to the Debtors; (iii) my opinion based on my experience and knowledge of the Debtors' operations and financial and business affairs; (iv) information received from the Debtors' employees or advisors working directly with me or under my supervision; and/or (v) the Debtors' records maintained in the ordinary course of business. I am authorized to submit this Declaration on behalf of the Debtors. If called upon to testify, I could and would testify competently to the facts set forth herein.

6. I am not being compensated specifically for this testimony other than through payments received by Reflect as a professional proposed to be retained by the Debtors. I am over the age of 18 years.

7. This Declaration is organized into two sections as follows: Part I provides background information regarding the Debtors, including their history and formation, the Debtors' business and corporate structure, their capital structure, and the circumstances that led to these chapter 11 cases. Part II describes the relief sought in the First Day Motions and sets forth the factual basis for the Court to grant such relief on an emergency basis.

* * * *

PART I: BACKGROUND INFORMATION

A. Introduction and Business Overview

8. The Debtors operate one of North America's leading wholesale distribution platforms serving the professional green industry. Over more than five decades, the business has evolved from a regional horticultural supplier into a diversified distributor of lawn and garden products, greenhouse supplies, nursery products, controlled-environment agriculture products, greenhouse structures, and related horticultural equipment. Through a combination of organic growth and strategic acquisitions, the Debtors have assembled an integrated business-to-business distribution platform that connects a highly fragmented supplier base with thousands of commercial customers throughout the United States and Canada.

9. The Debtors also operate specialized businesses that complement their distribution platform, including greenhouse manufacturing, greenhouse construction, installation services, and related horticultural support operations. These businesses broaden the Debtors' customer relationships and allow the enterprise to provide comprehensive solutions extending beyond traditional product distribution. As a result, many customer relationships encompass multiple product categories and service offerings, strengthening customer retention and reinforcing the value of the Debtors' integrated operating platform.

10. The Debtors generate revenue primarily through the wholesale distribution of lawn and garden products, greenhouse supplies, nursery products, hydroponic products, and related horticultural materials. Sales occur through two principal fulfillment channels. Under the first, products are purchased, warehoused, and distributed through the Debtors' distribution network. Under the second, products are shipped directly from suppliers to customers pursuant to vendor-direct fulfillment arrangements coordinated by the Debtors. Together, these complementary

fulfillment models allow the Debtors to offer customers broad product availability while efficiently managing inventory levels across thousands of products.

11. The Debtors' operations span three primary end markets that collectively provide meaningful diversification across the broader horticultural industry. Approximately 52% of revenue is generated from the Lawn & Garden segment, approximately 27% from the commercial Grower segment, and approximately 21% from the Hydroponics segment. Across these end markets, the Debtors distribute a broad range of products, including growing media, fertilizers and crop protection products, greenhouse equipment, environmental control products, containers, planters, irrigation supplies, and numerous additional horticultural products necessary to support commercial growing operations.

12. The Debtors' customer base is similarly diversified. Their customers include independent garden centers, regional greenhouse operators, commercial nursery businesses, hydroponic retailers, commercial cultivators, greenhouse contractors, and other professional participants in the horticultural supply chain. Because these customer groups are highly fragmented, the Debtors' nationwide purchasing capabilities, distribution network, and technical sales organization provide efficiencies for both suppliers and customers.

13. As of the Petition Date, the Debtors maintain relationships with approximately 1,100 active suppliers and offer more than 100,000 stock-keeping units, making the Debtors an important distribution channel for many manufacturers serving the green industry. The Debtors annually process approximately 270,000 customer orders delivered to approximately 15,000 ship-to locations on behalf of approximately 11,000 commercial customers. The Debtors also serve a broader base of individual customers through eCommerce channels operated under the Greenhouse Megastore platform. Approximately 60% of revenue is generated through warehouse fulfillment

operations, with the remaining approximately 40% generated through vendor-direct fulfillment arrangements, providing customers with broad product availability while reducing inventory carrying costs for certain product categories. In addition, the Debtors maintain a fleet of approximately 15 leased trucks and trailers utilized for product shipment from certain warehouse locations, complementing the Debtors' broader freight and logistics infrastructure that supports their nationwide distribution operations.

14. The Debtors maintain their principal offices and historical operating presence in Burton, Ohio together with distribution, manufacturing, and service facilities located across the country. In total, the Debtors operate 19 facilities, of which three are owned—including properties in Danville, Illinois, Kalamazoo, Michigan and Simcoe, Ontario, Canada—and 16 are leased, strategically located in Pennsylvania, Michigan, Minnesota, Virginia, Wisconsin, Georgia, Indiana, Illinois, Colorado, California, Washington, and Texas. Of these facilities, 17 serve as distribution centers encompassing more than 1.5 million square feet of warehouse space, making the Debtors the only distributor in the professional green industry with a national warehouse footprint. The remaining facilities include a greenhouse manufacturing facility in Simcoe, Ontario, Canada, and a customer showroom in Marietta, Georgia.

15. The Debtors' employee base reflects years of investment in specialized industry talent. At the business's peak, the Debtors employed approximately 700 individuals across their distribution, manufacturing, logistics, sales, and administrative functions, a workforce assembled to serve a highly technical and relationship-driven industry. The Debtors invested heavily in building a national sales organization staffed by professionals with deep horticultural expertise, which the Debtors view as a key competitive differentiator. Over time, however, workforce reductions implemented in response to the Debtors' deteriorating financial condition reduced

headcount. As of the Petition Date, the Debtors employ approximately 461 employees (30 of which are employed by the Canadian Debtor (defined below)) in the United States and in Canada.

16. Notwithstanding the strength of the Debtors' operating platform, longstanding supplier relationships and established customer base, the Debtors experienced a series of interrelated operational and financial challenges during fiscal years 2024 through 2026. Those challenges included declining revenue attributable to strategic market exits and customer attrition, tightening vendor credit resulting from deteriorating liquidity, significant working-capital constraints, and broader macroeconomic pressures affecting the horticultural industry. Although management implemented numerous operational improvement initiatives that generated measurable progress in commercial performance, those initiatives were ultimately insufficient to offset the Debtors' near-term liquidity constraints absent a comprehensive restructuring.

17. Accordingly, after carefully evaluating available alternatives and in consultation with the Debtors' advisors, management and the Debtors' board of directors, the Debtors determined that commencing these chapter 11 cases represents the best available means of preserving and maximizing the value of the Debtors' estates, obtaining the liquidity necessary to continue operations during the pendency of these cases, and continuing to pursue a value-maximizing outcome through a going-concern sale of some or all of the Debtors' assets, an orderly liquidation of the Debtors' assets, or a combination thereof, for the benefit of all stakeholders.

B. History and Growth

18. The Debtors' business traces its origins to 1972, when BFG Supply began operations in Burton, Ohio as a regional distributor serving the horticultural industry. During the ensuing five decades, the enterprise expanded from a local distributor into a diversified North American platform serving customers throughout the United States and Canada. That growth was

achieved through a combination of organic expansion, investments in distribution capabilities, and a series of strategic acquisitions designed to broaden the Debtors' product offerings, geographic reach, and specialized service capabilities.

19. Rather than pursuing acquisitions solely to increase scale, the Debtors historically sought businesses that complemented existing operations, expanded access to new geographic markets, strengthened relationships with suppliers and customers, or added specialized manufacturing, greenhouse, or technical service capabilities. As a result, the enterprise today consists of multiple complementary operating businesses that collectively provide products and services across nearly every major segment of the professional green industry.

20. The Debtors' more recent acquisition strategy continued that approach. In July 2023, the Debtors acquired a portion of the wholesale distribution business of Central Garden & Pet Company, expanding the Debtors' product portfolio and strengthening relationships with independent garden centers and other commercial customers. Approximately one year later, the Debtors acquired the distribution business V-G Supply Co., a wholesale distributor of lawn and garden products, further enhancing the Debtors' position within the commercial grower market and expanding their distribution capabilities in that segment.

21. In addition to their core wholesale distribution business, the Debtors own and operate several specialty businesses that broaden the enterprise's capabilities beyond traditional distribution. These include De Cloet Greenhouse Mfg. Ltd., a manufacturer of greenhouse structures and related components; Green-Tek, LLC, a manufacturer of greenhouse coverings and related products; International Greenhouse Contractors, LLC and its subsidiaries, which provide greenhouse construction and horticultural services; and regional distribution businesses, including GROSouth, Inc. and L&L Nursery Supply, Inc. The Debtors also operate Greenhouse Megastore,

an eCommerce platform acquired in December 2021 that expanded the enterprise's reach into direct-to-customer and online sales channels for greenhouse products and horticultural supplies. Together, these operations provide customers with a combination of products, technical expertise, manufacturing capabilities, and installation services that distinguish the Debtors from many traditional wholesale distributors.

22. The result of these investments is an enterprise that combines wholesale distribution, greenhouse manufacturing, construction services, logistics, inventory management, and technical product support across multiple operating businesses. Although these businesses operate through multiple legal entities, they function as a single commercial enterprise serving many of the same suppliers and customers through common management, coordinated purchasing, shared logistics, and centralized administrative functions. In particular, the Debtors' operating subsidiaries share a common executive leadership team, including a single Chief Executive Officer and a single Chief Financial Officer. The Debtors also maintain a centralized cash management system with all operating disbursements funded from a single main operating account held in the name of BFG Supply Co., LLC. The intercompany transactions that flow through this system allow the Debtors to meet the needs of their customers and vendors efficiently and in a cost-effective manner, and consolidate their management and administration in a way that would not be possible if each entity operated independently. These shared functions notwithstanding, the Debtors' operating subsidiaries were not fully integrated into a unified operating platform following their respective acquisitions. Certain of the subsidiaries retain distinct operational processes, legacy systems, and customer relationships. As discussed further below, the incomplete integration of these businesses contributed to the Debtors' elevated cost structure and inability to capture anticipated acquisition synergies.

C. Corporate Structure; Independent Governance

23. The Debtors' organizational structure reflects the series of acquisitions and financing transactions undertaken over many years. Certain holding companies exist principally to facilitate ownership and financing arrangements, while the Debtors' operating assets are concentrated within BFG Supply Co., LLC and its direct and indirect subsidiaries.

24. At the top of the organizational structure sits BFG Supply Investment Holdings, LP ("Investment Holdings"), whose principal equity investor is Pamplona Equity Partners, L.P., together with certain other investors. Below that ownership structure are a series of intermediate holding companies that ultimately own Debtor BFG Purchaser Parent, Inc. and its subsidiaries.

25. Debtor BFG Purchaser Parent, Inc. directly or indirectly owns Debtors Bamboo Purchaser, Inc., BFG Supply Holdings, Inc., BFG Holdings I, Inc., and ultimately BFG Supply Co., LLC, which serves as the principal operating entity for substantially all of the Debtors' wholesale distribution activities. BFG Supply Co., LLC, in turn, directly or indirectly owns numerous operating subsidiaries responsible for regional distribution, logistics, greenhouse manufacturing, greenhouse construction, and related horticultural services.

26. Among these subsidiaries are Debtors BFG Kalamazoo, LLC; BFG Logistics, LLC; L&L Nursery Supply, Inc.; Gard'N-Wise Distributors, Inc.; International Greenhouse Contractors, LLC; Green-Tek, LLC; GROSouth, Inc.; and BFG VG Supply Acquisition, LLC. International Greenhouse Contractors, LLC also owns Greenhouse Solutions, LLC and Greenhouse Contracting Services, LLC, and non-Debtor IGC Horticultural Services, LLC.

27. The Debtors also conduct operations in Canada through BFG Supply Canada Holdings, Inc. (a Delaware holding company) and De Cloet Greenhouse Mfg. Ltd. (an Ontario Corporation) (the "Canadian Debtor"). Those Canadian operations support the broader North

American distribution platform and reflect the enterprise's cross-border operations developed over many years. The Debtors anticipate that the Canadian Debtor will commence ancillary proceedings under Part IV of the *Companies' Creditors Arrangement Act* (Canada) before the Ontario Superior Court of Justice (Commercial List) to seek recognition of these chapter 11 cases as a foreign main proceeding.

28. Not all entities within the overall ownership structure are debtors in these chapter 11 cases. The entities above BFG Purchaser Parent, Inc., including certain upstream holding companies, have not commenced chapter 11 proceedings. The Debtors nevertheless operate as an integrated enterprise, and the relief requested in these chapter 11 cases is directed toward preserving the value of the operating businesses that comprise the Debtors' distribution platform.

29. The Debtors' corporate structure, as described herein, is reflected in the organizational chart attached hereto as **Exhibit A**.

D. Capital Structure

30. As of the Petition Date, the Debtors' funded indebtedness consists principally of obligations under two secured financing arrangements: (i) a senior secured revolving credit facility (the "Revolving Credit Facility"), and (ii) a senior secured term loan facility (the "Term Loan Facility" and, together with the Revolving Credit Facility, the "Prepetition Credit Facilities"). These financing arrangements provided the capital necessary to support the Debtors' acquisition strategy, seasonal working-capital requirements, and ongoing operations. Over time, however, declining operating performance and constrained liquidity substantially reduced the flexibility originally provided by these facilities and ultimately rendered the Debtors' capital structure unsustainable outside chapter 11.

i. The Revolving Credit Facility

31. The Revolving Credit Facility is governed by the ABL Credit Agreement, dated as of November 5, 2021 (as amended, the "ABL Credit Agreement"), entered into by and among Bamboo Purchaser, Inc., as the borrower representative, BFG Purchaser Parent, Inc., as Holdings, the other U.S. borrowers and Canadian borrowers from time to time party thereto, the subsidiaries of Bamboo Purchaser, Inc. from time to time party thereto as guarantors, the financial institutions from time to time party thereto as lenders, and ACF Finco I LP, as Administrative Agent, Collateral Agent, and Lead Arranger (the "Prepetition ABL Agent").

32. The Revolving Credit Facility serves as the Debtors' principal source of seasonal working-capital financing. Because the Debtors must build inventory well in advance of the spring selling season, borrowings under the revolving facility historically increased during periods of inventory accumulation and declined as seasonal receivables were collected. This revolving borrowing cycle has long been central to the Debtors' operating model.

33. On June 24, 2026, the Prepetition ABL Agent issued a Notice of Event of Default to the Debtors for purportedly failing to make certain payments due under the ABL Credit Agreement and reserved its right to exercise certain remedies available under the ABL Credit Agreement. On August 12, 2026, the Prepetition ABL Agent issued a Notice of Implementation of Default Rate to the Debtors notifying them of the Prepetition ABL Agent's exercise of its right to interest at the default rate from and after the date upon which the Debtors' were purportedly in default under the ABL Credit Agreement.

34. As of the Petition Date, approximately $43,079,675.97 in Prepetition Revolving Loans remained outstanding under the Revolving Credit Facility, plus other Obligations under the Prepetition ABL Credit Agreement, which has an aggregate commitment of approximately $120

million. The facility is secured by substantially all of the Debtors' assets (including the assets of the Canadian Debtor) and contains financial and operational provisions designed to protect lender collateral, including cash dominion provisions that become operative if the Debtors' excess availability falls below specified thresholds. As amended, the Revolving Credit Facility matures on December 31, 2028.

ii. The Term Loan Facility

35. In addition to the Revolving Credit Facility, certain of the Debtors are borrowers and/or guarantors under the Term Loan Facility, which is governed by the Credit Agreement, dated as of November 5, 2021 (as amended, the "Term Loan Credit Agreement"), entered into by and among Bamboo Purchaser, Inc., as Borrower, BFG Purchaser Parent, Inc., as Holdings, the subsidiary guarantors from time to time party thereto, the lenders from time to time party thereto, and Ares Capital Corporation, as Administrative Agent and Collateral Agent.

36. The Term Loan Facility originally provided approximately $210 million of acquisition financing through an initial term loan and a delayed draw facility. As amended, the Term Loan Facility matures on December 31, 2029. The facility, like the Revolving Credit Facility, is secured by substantially all of the Debtors' assets, including the assets of the Canadian Debtor.

37. In light of the Debtors' developing liquidity challenges, the parties amended both the Revolving Credit Facility and the Term Loan Facility in November 2025 (together, the "November 2025 Amendments"). Among other things, the November 2025 Amendments provided the additional borrowing capacity through a new term loan with a principal amount of $45 million and a delayed draw term loan facility with commitments of $15 million, and extended the maturities of the existing instruments. In connection with the November 2025 Amendments, the existing term loans were exchanged, on a cashless basis, into two new classes of term loans:

"Term Loans A" (as defined in the Prepetition Term Loan Credit Agreement), in an aggregate principal amount of $32,500,000, and "Term Loans B" (as defined in the Prepetition Term Loan Credit Agreement), in an aggregate principal amount of $178,449,679.50. Accrued but unpaid interest of $8,199,679.50 through the Fourth Amendment Effective Date was paid in kind by being added to the principal of the exchanged term loans immediately prior to the exchange.

38. Additionally, as part of the November 2025 Amendments, the parties also modified the interest payment mechanics applicable to the Term Loan Facility. As amended, interest accruing on the Term Loan Facility is paid in kind (unless the Debtors affirmatively elect to pay cash interest), a feature that provided the Debtors helpful relief by reducing near-term cash interest obligations. When interest is paid in kind, an additional 3.00% per annum PIK premium is added to the applicable interest rate, further increasing the rate at which the outstanding principal balance grows.

39. Further, in connection with the November 2025 Amendments, Patrick Bartels was appointed as the Independent Manager of Investment Holdings, whose affirmative vote was required for Investment Holdings or any of its subsidiaries to take certain specified actions. In addition, as a result of the occurrence of a Trigger Event (as defined in the Fifth Amended and Restated Agreement of Limited Partnership of Investment Holdings), Mr. Bartels is vested with majority Board authority on all matters brought before the Board, including authority to evaluate strategic restructuring alternatives and overseeing the orderly liquidation and winding up of the affairs of the Debtors.

40. As of the Petition Date, the obligors under the Prepetition Term Loan Facility were obligated to the lenders thereunder in the aggregate outstanding principal amount of not less than $299,456,012.99, consisting of Term Loans A in the aggregate outstanding principal amount of

not less than $137,608,289.31 and Term Loans B in the aggregate outstanding principal amount of not less than $161,847,723.68.

iii. Intercreditor Agreement.

41. The Debtors are party to an Intercreditor Agreement, dated as of November 5, 2021 (as amended by the First Amendment dated January 12, 2024 and the Second Amendment dated November 10, 2025, the "Intercreditor Agreement"), by and among ACF Finco I LP, as ABL Agent, and Ares Capital Corporation, as Term Loan Agent. The Intercreditor Agreement governs the relative lien priorities and enforcement rights of the Prepetition Secured Parties with respect to the Debtors' assets, which are divided into two categories: (i) "ABL Priority Collateral," consisting primarily of accounts receivable, inventory, cash, deposit accounts, and related general intangibles, and (ii) "Term Loan Priority Collateral," consisting of all other common collateral, including real estate, equipment, equity interests, and intellectual property. The ABL Agent holds a first-priority lien on ABL Priority Collateral, while the Term Loan Agent holds a first-priority lien on Term Loan Priority Collateral, with each agent holding a second-priority lien on the other's priority collateral.

iv. Unsecured Claims

42. As of the Petition Date, the Debtors' unsecured liabilities primarily consist of trade payables owed to vendors and suppliers. As of the Petition Date, accounts payable owing to vendors totaled approximately $48.5 million. In addition, the Debtors owe approximately $1.93 million for employee-related obligations, approximately $459,000 on account of various tax obligations, and approximately $46,500 on account of non-residential lease obligations relating to the Debtors' facilities. The Debtors are continuing to analyze the full scope of their unsecured

liabilities and will provide a more detailed description in the Schedules of Assets and Liabilities and Statements of Financial Affairs to be filed in these chapter 11 cases.

E. <u>Events Leading to These Chapter 11 Cases</u>

43. The Debtors' decision to commence these chapter 11 cases was not the result of a single event or isolated business setback. Rather, it followed more than two years of progressively worsening operational, financial, and liquidity challenges that compounded one another over time. Furthermore, during this time period and in the years preceding it, the Debtors made a series of acquisitions, and borrowed substantially to finance such acquisitions. As discussed further below, the Debtors failed to adequately integrate the acquired businesses, which inhibited them from realizing the synergies they had anticipated. Although management undertook significant operational improvements, pursued strategic alternatives, obtained additional lender accommodations, and received substantial equity support, those efforts ultimately proved insufficient to overcome the cumulative effects of declining revenue, constrained liquidity, tightening vendor credit, and the Debtors' highly seasonal working-capital requirements.

44. *Escalating Operating Expenses.* The Debtors' financial challenges were compounded by an operating cost structure that, notwithstanding significant reduction efforts, remained elevated relative to the Debtors' declining revenue base. The Debtors' cost structure was burdened in part by costs associated with integrating a series of acquisitions completed between 2021 and 2024, including the wholesale distribution business of Central Garden & Pet Company in July 2023 and V-G Supply Co. approximately one year later, which brought with them separate facilities, distinct customer bases, and multiple legacy operating and technology systems that required rationalization. The Debtors' inability to fully integrate these businesses perpetuated duplicative costs across the combined platform and constrained the Debtors' capacity to reduce

the outstanding indebtedness incurred to finance the acquisitions. As described further below, the Debtors implemented a series of cost-reduction initiatives that generated meaningful annualized savings. Those savings, however, were outpaced by the magnitude of the Debtors' revenue and gross margin declines during the same period.

45. *Customer Attrition.* During fiscal year 2026, the Debtors experienced significant customer attrition arising principally from turnover within their sales organization. The departure of numerous experienced sales representatives resulted in the loss of significant customer relationships that historically had been managed by those individuals. Although the Debtors recruited replacement personnel and continued investing in their commercial organization, new sales representatives required time to establish customer relationships and rebuild lost business.

46. The commercial impact of this attrition was substantial. Although the Debtors generated approximately $573.7 million of consolidated revenue during fiscal year 2024 and approximately $581.5 million during fiscal year 2025, the Debtors experienced a significant decline in fiscal year 2026. Consolidated revenue fell to approximately $536.5 million, a reduction of approximately $45 million, or nearly 8%, from the prior fiscal year.

47. *Tightening Credit*. The resulting reduction in operating cash flow constrained the Debtors' working capital. Because the Revolving Credit Facility is an asset-based facility, borrowing availability was directly tied to a borrowing base calculated primarily on eligible accounts receivable and eligible inventory, meaning that lower sales generated fewer receivables, which reduced the maximum amount the Debtors could draw on the facility, directly constraining the cash available to fund payroll, vendor obligations, and other operating expenses. As liquidity tightened, the Debtors became increasingly dependent upon vendor credit to maintain inventory levels necessary to support customer demand.

48. The Debtors' suppliers historically extended substantial trade credit, allowing inventory purchases to be financed in the ordinary course of business. As the Debtors' liquidity position deteriorated, however, certain suppliers reduced available credit, shortened payment terms, or otherwise limited inventory availability. Those actions significantly impaired the Debtors' ability to purchase products needed to satisfy customer orders.

49. Importantly, customer demand during portions of this period remained relatively healthy. The principal constraint was increasingly the Debtors' ability to obtain inventory rather than their ability to generate customer orders. In other words, liquidity constraints prevented the Debtors from converting customer demand into realized revenue.

50. *Downward Liquidity Spiral*. The Debtors' reduced inventory availability led directly to lower sales volumes. Lower sales further reduced operating cash flow, which in turn caused additional vendor concern regarding the Debtors' financial condition. As additional suppliers tightened credit, the Debtors' ability to replenish inventory deteriorated further. This self-reinforcing liquidity cycle became increasingly difficult to reverse outside a comprehensive restructuring. This dynamic was further exacerbated by the asset-based nature of the Revolving Credit Facility: as inventory levels declined due to tightening vendor credit, the Debtors' borrowing base contracted correspondingly, further reducing the liquidity available under the Revolving Credit Facility to fund operations.

51. This deterioration also adversely affected gross margins. Reduced purchasing flexibility, changing product mix, pricing pressures, and other operational consequences associated with the Debtors' constrained liquidity compressed profitability during much of fiscal years 2025 and 2026.

52. The Debtors' operating challenges were further exacerbated by broader macroeconomic conditions affecting the horticultural industry, including inflationary cost pressures, reduced discretionary consumer spending affecting portions of the lawn and garden market, and increased product costs across a broad range of the Debtors' product categories that compressed gross margins during fiscal years 2025 and 2026.

53. Despite these challenges, management's operational improvement initiatives began producing measurable results during the latter portion of fiscal year 2026. The Debtors implemented pricing initiatives, expense reductions, freight optimization, inventory management improvements, and other commercial initiatives, which generated meaningful improvements in gross margin and operating performance. By the latter part of fiscal year 2026, the Debtors' gross margins had improved compared to the prior year, demonstrating that the underlying operating platform remained fundamentally sound.

54. Notwithstanding improvements, the Debtors' liquidity forecasts indicated that absent a significant capital infusion, available liquidity would decline steadily during calendar year 2026 and, eventually, excess availability would approach the cash dominion thresholds contained in the Revolving Credit Facility before the period in which they would need to purchase inventory for the following spring selling season. Permitting that circumstance to occur would, in addition to triggering defaults under the Revolving Credit Facility, almost certainly result in substantial destruction of enterprise value.

55. The Debtors concluded that commencing an in-court process offered the greatest opportunity to stabilize operations and maximize value. This conclusion was reinforced by the position of the Debtors' prepetition revolving lenders, who indicated that they would only provide additional financing through a debtor-in-possession financing facility.

F. Prepetition Restructuring Efforts

56. In the months before commencing these chapter 11 cases, the Debtors, together with their board of directors and professional advisors, undertook an extensive effort to address the Debtors' operational, financial, and liquidity challenges outside of bankruptcy. Throughout this period, management remained focused on preserving enterprise value, improving liquidity, and avoiding a chapter 11 filing if a viable out-of-court alternative could be achieved. The Debtors evaluated numerous strategic, operational, and financing alternatives, many of which were implemented in whole or in part before the Petition Date.

57. From an operational perspective, the Debtors undertook workforce reductions, facility rationalization and other cost-reduction initiatives intended to better align the Debtors' operating cost structure with reduced revenue levels. In addition, the Debtors implemented rigorous liquidity management procedures designed to preserve vendor relationships while allocating limited cash resources among competing operational needs. The Debtors also worked extensively with their lenders, suppliers, and other business partners in an effort to restore the Debtors' financial position and stabilize the Debtors' ability to obtain vendor trade credit.

58. In parallel with these operational initiatives, the Debtors and their advisors actively explored financing and strategic alternatives. Management engaged constructively with the Debtors' existing lenders regarding amendments to the Prepetition Credit Facilities, pursued additional sources of capital, evaluated potential strategic transactions, and considered other out-of-court restructuring alternatives. Despite these extensive efforts, the Debtors were ultimately unable to obtain sufficient liquidity or consensual financing necessary to support the Debtors' working-capital requirements.

59. Unable to consensually refinance its current debt, the Debtors made the decision to hire SSG Advisors, LLC ("SSG") on August 6, 2026. Since that time, SSG has fielded multiple inbound indications of interest and also commenced a broader outreach program to gauge interest in a potential going concern transaction. As of the Petition Date, the Debtors are engaged in active negotiations with parties that may serve the role of stalking horse bidder for certain of the Debtors' assets. While those conversations are progressing, management has concluded that chapter 11 represents the only practical means of preserving and maximizing the value of the Debtors' estates, whether through a going-concern sale, an orderly liquidation, or a combination thereof, for the benefit of all stakeholders.

60. Accordingly, the objective of these chapter 11 cases is to maximize value through three complementary and concurrent workstreams: (i) a court-supervised marketing and sale process for some or all of the Debtors' assets on a going-concern basis; (ii) an orderly monetization and liquidation of the Debtors' inventory, fixed assets, and receivables; and (iii) a real estate disposition program with respect to the Debtors' owned properties and non-residential real property leases. These workstreams are designed to proceed in parallel, rather than sequentially, thereby preserving strategic optionality while allowing the Debtors to monetize assets in an orderly manner. The Debtors have retained specialized professionals to lead each workstream.

61. *Going-Concern Sale Process.* The Debtors have retained SSG as their investment banker to conduct a comprehensive marketing and sale process designed to identify potential transactions for some or all of the Debtors' businesses and assets on a going-concern basis. The sale process will proceed concurrently with the Debtors' other monetization efforts and is expected to be conducted on an expedited basis, with the process targeted for completion in approximately

60 days. The Debtors intend to file a motion in the early days of these chapter 11 cases seeking approval of bidding procedures governing the solicitation and selection of bids.

62. *Liquidation Program.* In parallel with the going-concern sale process, the Debtors have engaged SB360 Capital Partners, LLC and Tiger Capital Group, LLC, acting through a joint venture (collectively, the "Liquidation Consultant"), to assist the Debtors in conducting an orderly monetization of certain inventory, accounts receivable, machinery, equipment, fixtures, and other assets. The liquidation program has been structured to operate in tandem with the Debtors' going-concern marketing process rather than to foreclose a potential sale transaction. Concurrently with the commencement of these chapter 11 cases, the Debtors will file a motion seeking authority to assume the agreement governing the Liquidation Consultant's engagement and to sell the assets. Importantly, if the Debtors determine to pursue a going-concern sale of all or substantially all of their assets, the Consulting Agreement may be terminated to facilitate that transaction. This flexibility enables the Debtors to begin monetizing assets promptly while preserving their ability to pivot to a going-concern transaction if doing so would maximize value.

63. *Real Estate Monetization.* The Debtors also are pursuing a separate real estate monetization process. The Debtors own three facilities and lease 16 strategically located warehouse and distribution facilities and showrooms throughout the United States and Canada. The Debtors have retained A&G Realty Partners, LLC ("A&G") as their real estate advisor. In that capacity, A&G will assist the Debtors in marketing and selling their owned real property and in marketing and selling their interests in non-residential real property leases.

64. In my judgment, pursuing these three pathways concurrently, with each led by professionals experienced in the relevant asset class and transaction process, provides the Debtors with the flexibility necessary to evaluate competing alternatives as they develop and represents the

most effective means of maximizing value for the benefit of the Debtors' estates and their stakeholders.

* * *

PART II: FIRST DAY MOTIONS

65. Concurrently with the commencement of these chapter 11 cases, the Debtors have filed the First Day Motions seeking authority to implement a series of measures necessary to preserve the value of the Debtors' estates, maintain uninterrupted business operations, protect relationships with employees, customers, suppliers, and other constituencies, and facilitate an orderly restructuring and sale process.

66. Collectively, the relief requested in the First Day Motions is intended to stabilize the Debtors' operations during the critical initial stages of these chapter 11 cases and minimize the disruption that might otherwise result from the commencement of bankruptcy proceedings. In my business judgment, each request is an integral component of the Debtors' overall restructuring strategy, and the requested relief should be viewed as part of a coordinated effort to preserve enterprise value rather than as a series of unrelated procedural requests.

67. Specifically, the Debtors have filed the following First Day Motions:

- **DIP Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtor to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief*
- **Cash Management Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Continued (A) Use of Existing Cash Management System, Bank Accounts, and Business Forms and Payment of Related Prepetition Obligations and (B) Performance of Intercompany Transactions in the Ordinary Course of Business, (II) Granting a Limited Waiver of Section 345(b) Deposit and Investment Requirements, and (III) Granting Related Relief*
- **Liquidation Services Agreement Motion**. *Debtors' Motion for Interim and Final Orders (A) Authorizing the Debtors to Assume the Consulting Agreement; (B) Authorizing and*

Approving the Sales of Assets Free and Clear of All Liens, Claims, and Encumbrances; and (C) Granting Related Relief

- **Tax Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief*
- **Wages Motion**. *Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, but Not Directing, the Debtors to (I) Pay Prepetition Wages, Compensation, Employee Benefits, and Other Employee Obligations, (II) Continue Certain Employee Benefit Programs in the Ordinary Course, (B) Authorizing All Banks to Honor Prepetition Checks for Payment of Prepetition Employee Obligations, and (C) Granting Related Relief*
- **Insurance Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain Insurance and Surety Coverage, and Letter of Credit Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto, (B) Renew, Amend, Supplement, Extend, or Purchase Insurance Policies, Surety Bonds, and Letters of Credit, and (C) Continue to Pay Broker Fees, and (II) Granting Related Relief*
- **Epiq Retention Application**. *Debtors' Application for Entry of an Order (I) Approving the Retention and Appointment of Epiq Corporate Restructuring, LLC as the Claims and Noticing Agent to the Debtors, Effective as of the Petition Date, and (II) Granting Related Relief*
- **Joint Administration Motion**. *Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief*
- **Redaction and Service Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Redact or Withhold Certain Confidential Information of Customers, (B) Redact Certain Personally Identifiable Information of Individuals, and (C) Serve Parties in Interest by Email, and (II) Granting Related Relief*
- **Critical Vendors Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors and (II) Granting Related Relief*
- **Utilities Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections by Utility Companies, (III) Prohibiting Utility Companies From Altering, Refusing or Discontinuing Service, and (IV) Granting Related Relief*
- **Customer Programs Motion**. *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Honor, Maintain, and Administer Customer Programs and Related Prepetition Business Practices, and (II) Granting Related Relief*
- **Foreign Representative Motion**. *Debtors' Motion for Entry of an Order (I) Authorizing De Cloet Greenhouse Mfg. Ltd. to Act as Foreign Representative in Canadian Proceeding and (II) Granting Related Relief*

68. Absent prompt approval of these requests, the Debtors' ability to preserve customer confidence, maintain supplier relationships, retain employees, administer these chapter 11 cases efficiently, and maximize the value of their businesses would be impaired.

69. Among the relief requested on the Petition Date, none is more important to the Debtors' ability to preserve value than approval of the proposed debtor-in-possession financing facility (the "DIP Facility"). The DIP Facility consists of a postpetition super-priority senior secured, asset-based revolving credit facility in an aggregate principal amount of up to $55 million, consisting of (a) revolving new money credit commitments and (b) a cashless roll-up and refinancing of all outstanding revolving loans of the DIP lenders under the Debtors' prepetition Revolving Credit Facility, together with the cash payment of all accrued interest, fees, and other amounts owing to such lenders as of the Petition Date.

70. The Debtors are entering chapter 11 with limited liquidity, significant working-capital requirements, and an immediate need for financing sufficient to stabilize operations and provide the runway necessary to pursue the parallel sale and liquidation strategy described above.

71. Without immediate access to the DIP Facility and authority to use cash collateral, the Debtors would be unable to fund their operations, pursue the foregoing workstreams, or administer these chapter 11 cases. Any delay or inability to draw under the DIP Facility would require the Debtors to cease operations and cause immediate and irreparable harm to the value of the Debtors' estates to the detriment of all stakeholders.

72. The proposed DIP Facility represents the culmination of an extensive financing process undertaken by the Debtors and their advisors before the Petition Date. Working closely with management, SSG and the Debtors' advisors evaluated a variety of financing alternatives, including from existing stakeholders and third-party sources. Ultimately, no third party that the

Debtors communicated with, and no other party that the Debtors are aware of, was willing to provide postpetition financing to the Debtors on an unsecured, junior lien, or even priming basis. No party contacted, other than the lenders under the Debtors' prepetition Revolving Credit Facility, was willing to provide postpetition financing.

73. After extensive, arm's-length negotiations with the prepetition secured parties, the Debtors were able to secure the proposed DIP Facility. Accordingly, management determined that the proposed DIP Facility constitutes the best financing reasonably available to the Debtors under the circumstances.

74. In my judgment, approval of the DIP Facility is essential to preserving the value of the Debtors' estates and is an exercise of the Debtors' sound business judgment. Among other things, the DIP Facility will provide the Debtors with sufficient liquidity to satisfy postpetition obligations in the ordinary course of operations, fund the costs of administering these chapter 11 cases, and provide the runway necessary to pursue the Debtors' value-maximizing strategy. Without the proposed financing, the Debtors' restructuring efforts would almost certainly fail, resulting in immediate and irreparable harm to the Debtors' estates.

75. In addition to the DIP Motion, I have reviewed each of the other First Day Motions filed contemporaneously with this Declaration and am familiar with the facts set forth therein. To the extent additional factual support is required, the facts described throughout this Declaration are incorporated into each of those motions.

76. In my business judgment, each request for relief is narrowly tailored to address an immediate operational need arising from the commencement of these chapter 11 cases. Collectively, the requested relief will permit the Debtors to transition into chapter 11 with minimal

disruption, preserve the confidence of key constituencies, continue serving customers in the ordinary course, and maximize value for the benefit of all stakeholders.

77. I further believe that delaying or denying the requested relief would impair the Debtors' restructuring efforts and could result in immediate and irreparable harm to the Debtors' estates through loss of enterprise value.

78. Accordingly, I respectfully submit that approval of the First Day Motions is in the best interests of the Debtors, their estates, creditors, employees, customers, suppliers, and all other parties in interest.

[Remainder of Page Intentionally Left Blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true correct.

Dated: August 19, 2026
Nashville, Tennessee

By: *_/s/ Adam Zalev_*
Name: Adam Zalev
Title: Chief Restructuring Officer

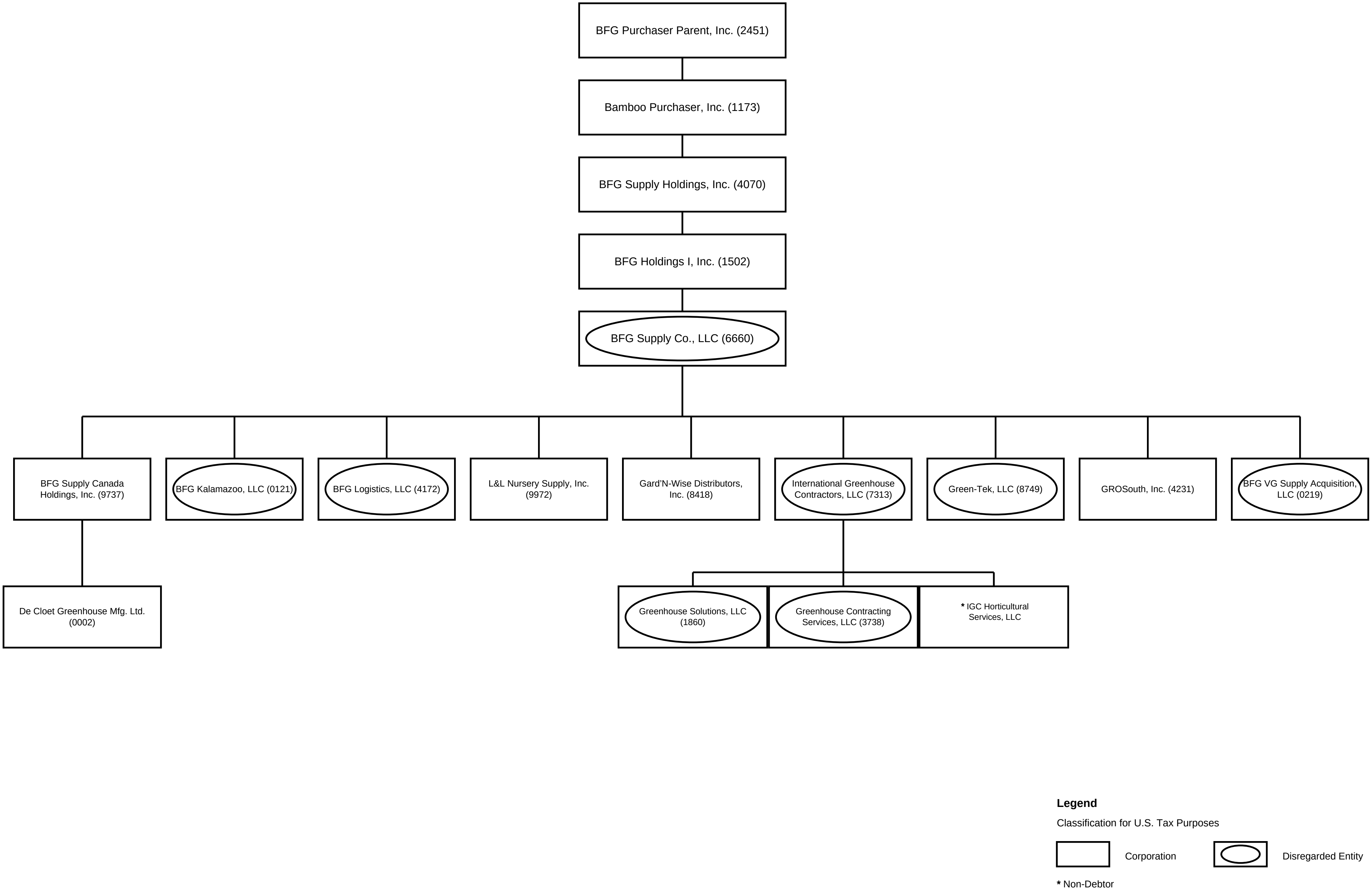
This is Exhibit “C” referred to in the affidavit of Adam Zalev, sworn August 19, 2026. The affiant was located in the City of Nashville, in the State of Tennessee and I was located in the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg, 431/20, Administering Oath or Declaration Remotely.

…………………………………………………...
A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

BFG Debtor Organizational Chart

Debtor names and last four digits of federal tax identification numbers



This is Exhibit “D” referred to in the affidavit of Adam Zalev, sworn August 19, 2026. The affiant was located in the City of Nashville, in the State of Tennessee and I was located in the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg, 431/20, Administering Oath or Declaration Remotely.

………………………………………………...
A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

Ontario

Ministry of Public and
Business Service Delivery

Profile Report

DE CLOET GREENHOUSE MFG. LTD. as of August 17, 2026

Act	Business Corporations Act
Type	Ontario Business Corporation
Name	DE CLOET GREENHOUSE MFG. LTD.
Ontario Corporation Number (OCN)	1000246655
Governing Jurisdiction	Canada - Ontario
Status	Active
Date of Amalgamation	July 01, 2022
Registered or Head Office Address	1805 Charlotteville W Quarterline, Simcoe, Ontario, N3Y 4J9, Canada

Minimum Number of Directors	1
Maximum Number of Directors	10

Active Director(s)

Name	PATRICK BARTELS
Address for Service	1805 Charlotteville W Quarterline, Simcoe, Ontario, N3Y 4J9, Canada
Resident Canadian	No
Date Began	August 14, 2026

Active Officer(s)

There are no active Officers currently on file for this corporation.

Corporate Name History

Name	DE CLOET GREENHOUSE MFG. LTD.
Effective Date	July 01, 2022

Amalgamating Corporations

Corporation Name	BFG SUPPLY CANADA CORP.
Ontario Corporation Number	1000240434
Corporation Name	DE CLOET GREENHOUSE MFG. LTD.
Ontario Corporation Number	661866

Active Business Names

This corporation does not have any active business names registered under the Business Names Act in Ontario.

Expired or Cancelled Business Names

This corporation does not have any expired or cancelled business names registered under the Business Names Act in Ontario.

Document List

Filing Name	Effective Date
Annual Return - 2025 PAF: PATRICK BARTELS	August 16, 2026
Annual Return - 2024 PAF: PATRICK BARTELS	August 16, 2026
Annual Return - 2023 PAF: PATRICK BARTELS	August 16, 2026
Annual Return - 2022 PAF: PATRICK BARTELS	August 16, 2026
CIA - Notice of Change PAF: JEFF KING	April 01, 2024
CIA - Initial Return PAF: Kelli PATEL	August 03, 2022
BCA - Articles of Amalgamation	July 01, 2022

All “PAF” (person authorizing filing) information is displayed exactly as recorded in the Ontario Business Registry. Where PAF is not shown against a document, the information has not been recorded in the Ontario Business Registry.

This is Exhibit “E” referred to in the affidavit of Adam Zalev, sworn August 19, 2026. The affiant was located in the City of Nashville, in the State of Tennessee and I was located in the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg, 431/20, Administering Oath or Declaration Remotely.

………………………………………………...
A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.

FILE CURRENCY : 16AUG 2026

ENQUIRY NUMBER 20260817120306.65 CONTAINS 15 PAGE(S), 9 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

ESC CORPORATE SERVICES LTD.
RC-53986971
595 BAY STREET, SUITE 302
TORONTO ON M5G 2C2

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES
(crfj6 05/2022)

CONTINUED... 2

Ontario

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 521980353

	CAUTION FILING	PAGE NO.	OF TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		001	1		20251114 0921 1532 0292	P PPSA	05

02 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
03 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD.
ONTARIO CORPORATION NO.
04 ADDRESS: 1805 CHARLOTTEVILLE W 1/4 LINE SIMCOE ON N3Y4J9

05 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
06 BUSINESS NAME
ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT: ROYAL BANK OF CANADA
09 ADDRESS: 36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10		X	X	X	X					

	YEAR	MAKE	MODEL	V.I.N.
11 MOTOR				
12 VEHICLE				

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT: D + H LIMITED PARTNERSHIP
17 ADDRESS: 2 ROBERT SPECK PARKWAY, 15TH FLOOR MISSISSAUGA ON L4Z 1H8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 3

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES
(crj1fv 05/2022)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 521980659

01 CAUTION FILING: | PAGE NO.: 001 | OF TOTAL PAGES: 1 | MOTOR VEHICLE SCHEDULE: | REGISTRATION NUMBER: 20251114 0927 1532 0302 | REGISTERED UNDER: P PPSA | REGISTRATION PERIOD: 05

02 DEBTOR NAME — DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
03 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD. — ONTARIO CORPORATION NO.
04 ADDRESS: 1805 CHARLOTTEVILLE W 1/4 LINE SIMCOE ON N3Y4J9

05 DEBTOR NAME — DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
06 BUSINESS NAME — ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT: ROYAL BANK OF CANADA
09 ADDRESS: 36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10				X	X					

11 MOTOR — YEAR | MAKE | MODEL | V.I.N.
12 VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT: D + H LIMITED PARTNERSHIP
17 ADDRESS: 2 ROBERT SPECK PARKWAY, 15TH FLOOR MISSISSAUGA ON L4Z 1H8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 4

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
508007268

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		001		1		20240807 1609 1532 8064	P PPSA	05

02 DEBTOR NAME — DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
03 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD.
ONTARIO CORPORATION NO.
04 ADDRESS: 1805 CHARLOTTEVILLE W 1/4 LINE, RD RR 1 SIMCOE ON N3Y 4J9

05 DEBTOR NAME — DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
06 BUSINESS NAME:
ONTARIO CORPORATION NO.
07 ADDRESS:

08 SECURED PARTY / LIEN CLAIMANT: ROYAL BANK OF CANADA
09 ADDRESS: 36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10		X	X	X	X	X				

11 MOTOR VEHICLE — YEAR | MAKE | MODEL | V.I.N.
12

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT: D + H LIMITED PARTNERSHIP
17 ADDRESS: 2 ROBERT SPECK PARKWAY, 15TH FLOOR MISSISSAUGA ON L4Z 1H8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 5

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER: 508008798

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		001		1		20240807 1624 1532 8188	P PPSA	05

02 DEBTOR NAME — DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
03 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD.
ONTARIO CORPORATION NO.
04 ADDRESS: 1805 CHARLOTTEVILLE W 1/4 LINE, RD RR 1 SIMCOE ON N3Y 4J9

05 DEBTOR NAME — DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
06 BUSINESS NAME
ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT: ROYAL BANK OF CANADA
09 ADDRESS: 36 YORK MILLS ROAD, 4TH FLOOR TORONTO ON M2P 0A4

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10				X	X					

11 MOTOR — YEAR | MAKE | MODEL | V.I.N.
12 VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT: D + H LIMITED PARTNERSHIP
17 ADDRESS: 2 ROBERT SPECK PARKWAY, 15TH FLOOR MISSISSAUGA ON L4Z 1H8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 6

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

(crj1fv 05/2022)

Ontario

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 785044908

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		01		003		20220719 1703 1462 2172	P PPSA	7

02 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
03 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD.
ONTARIO CORPORATION NO.
04 ADDRESS: R.R. #1 SIMCOE ON N3Y4J9

05 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
06 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD.
ONTARIO CORPORATION NO.
07 ADDRESS: 1805 CHARLOTTEVILLE W QUARTER LINE RD. SIMCOE ON N3Y4J9

08 SECURED PARTY / LIEN CLAIMANT: TOYOTA INDUSTRIES COMMERCIAL FINANCE CANADA, INC.
09 ADDRESS: 630 - 401 THE WEST MALL TORONTO ON M9C5J5

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10			X							

	YEAR	MAKE	MODEL	V.I.N.
11 MOTOR				
12 VEHICLE				

13 GENERAL COLLATERAL DESCRIPTION: MATERIAL HANDLING EQUIPMENT TOGETHER WITH ALL PARTS, ATTACHMENTS,
14 ACCESSORIES, ADDITIONS, BATTERIES, CHARGERS, REPAIR PARTS, AND OTHER
15 EQUIPMENT PLACED ON OR FORMING PART OF THE GOODS DESCRIBED HEREIN

16 REGISTERING AGENT: PPSA CANADA INC. - (8154)
17 ADDRESS: 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 7

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
785044908

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		02		003		20220719 1703 1462 2172	P PPSA	7

02 DEBTOR NAME — DATE OF BIRTH — FIRST GIVEN NAME — INITIAL — SURNAME
03 BUSINESS NAME — ONTARIO CORPORATION NO.
04 ADDRESS

05 DEBTOR NAME — DATE OF BIRTH — FIRST GIVEN NAME — INITIAL — SURNAME
06 BUSINESS NAME — ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT
09 ADDRESS

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10										

	MOTOR VEHICLE	YEAR	MAKE	MODEL	V.I.N.
11					
12					

13 GENERAL WITH ANY PROCEEDS THEREOF AND THEREFROM INCLUDING, WITHOUT
14 COLLATERAL LIMITATION, ALL GOODS, SECURITIES, INSTRUMENTS, DOCUMENTS OF TITLE,
15 DESCRIPTION CHATTEL PAPER AND INTANGIBLES (AS DEFINED IN THE PERSONAL PROPERTY

16 REGISTERING AGENT PPSA CANADA INC. - (8154)
17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 8

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
785044908

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		03		003		20220719 1703 1462 2172	P PPSA	7

DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
02 DEBTOR
03 NAME BUSINESS NAME
ONTARIO CORPORATION NO.
04 ADDRESS

DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
05 DEBTOR
06 NAME BUSINESS NAME
ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY /
LIEN CLAIMANT
09 ADDRESS

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10										

YEAR MAKE MODEL V.I.N.
11 MOTOR
12 VEHICLE

13 GENERAL SECURITY ACT)
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT PPSA CANADA INC. - (8154)
17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 9

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES
(crj1fv 05/2022)

Ontario

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 782402166

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		001		1		20220427 1323 1590 9504	P PPSA	7

02 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
03 BUSINESS NAME: BFG SUPPLY CANADA CORP.
ONTARIO CORPORATION NO.
04 ADDRESS: 14500 KINSMAN ROAD BURTON OH 44021

05 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
06 BUSINESS NAME
ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT: ARES CAPITAL CORPORATION, AS ADMINISTRATIVE AGENT
09 ADDRESS: 245 PARK AVENUE, 44TH FLOOR NEW YORK NY 10167

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10		X	X	X	X	X				

11 MOTOR
12 VEHICLE — YEAR MAKE / MODEL / V.I.N.

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT: BORDEN LADNER GERVAIS LLP (K. LAMBIE)
17 ADDRESS: 22 ADELAIDE STREET WEST TORONTO ON M5H 4E3

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 10

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES
(crj1fv 05/2022)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

	CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01		001	1		20251110 1101 1590 4496	

21 RECORD REFERENCED FILE NUMBER 782402166

	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
22		X	A AMENDMENT		

FIRST GIVEN NAME INITIAL SURNAME
23 REFERENCE
24 DEBTOR/ TRANSFEROR BUSINESS NAME BFG SUPPLY CANADA CORP.

25 OTHER CHANGE
26 REASON/ TO REFLECT A CHANGE IN THE DEBTOR'S NAME FROM BFG SUPPLY CANADA
27 DESCRIPTION CORP. TO DE CLOET GREENHOUSE MFG. LTD. AS A RESULT OF AMALGAMATION
28
02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
05 DEBTOR/
03/ TRANSFEREE BUSINESS NAME DE CLOET GREENHOUSE MFG. LTD.
06 ONTARIO CORPORATION NO.
04/07 ADDRESS 14500 KINSMAN ROAD BURTON OH 44021

29 ASSIGNOR
SECURED PARTY/LIEN CLAIMANT/ASSIGNEE
08
09 ADDRESS
COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10										

YEAR MAKE MODEL V.I.N.
11 MOTOR
12 VEHICLE
13 GENERAL
14 COLLATERAL
15 DESCRIPTION
16 REGISTERING AGENT OR BORDEN LADNER GERVAIS LLP (K. LAMBIE)
17 SECURED PARTY/ LIEN CLAIMANT ADDRESS 22 ADELAIDE STREET WEST TORONTO ON M5H 4E3

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 11

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER: 782402175

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		001		1		20220427 1323 1590 9505	P PPSA	7

02 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
03 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD.
ONTARIO CORPORATION NO.
04 ADDRESS: 14500 KINSMAN ROAD BURTON OH 44021

05 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
06 BUSINESS NAME
ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT: ARES CAPITAL CORPORATION, AS ADMINISTRATIVE AGENT
09 ADDRESS: 245 PARK AVENUE, 44TH FLOOR NEW YORK NY 10167

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10		X	X	X	X	X				

11 MOTOR — YEAR / MAKE / MODEL / V.I.N.
12 VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT: BORDEN LADNER GERVAIS LLP (K. LAMBIE)
17 ADDRESS: 22 ADELAIDE STREET WEST TORONTO ON M5H 4E3

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 12

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
00 781379037

	CAUTION FILING	PAGE NO.	OF TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		001	1		20220324 1013 1590 4089	P PPSA	7

DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
02 DEBTOR
03 NAME BUSINESS NAME BFG SUPPLY CANADA CORP.
ONTARIO CORPORATION NO.
04 ADDRESS 14500 KINSMAN ROAD BURTON OH 44021

DATE OF BIRTH | FIRST GIVEN NAME | INITIAL | SURNAME
05 DEBTOR
06 NAME BUSINESS NAME
ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT ACF FINCO I LP, AS ADMINISTRATIVE AGENT
09 ADDRESS 560 WHITE PLAINS ROAD, SUITE 400 TARRYTOWN NY 10591

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10		X	X	X	X	X				

YEAR | MAKE | MODEL | V.I.N.
11 MOTOR
12 VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT BORDEN LADNER GERVAIS LLP (K. LAMBIE)
17 ADDRESS 22 ADELAIDE STREET WEST TORONTO ON M5H 4E3

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 13

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

	CAUTION FILING	PAGE NO.	OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01		001		1		20251110 1102 1590 4497	

21 RECORD REFERENCED FILE NUMBER 781379037

	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
22		X	A AMENDMENT		

FIRST GIVEN NAME INITIAL SURNAME
23 REFERENCE
24 DEBTOR/ TRANSFEROR BUSINESS NAME BFG SUPPLY CANADA CORP.

25 OTHER CHANGE
26 REASON/ TO REFLECT A CHANGE IN THE DEBTOR'S NAME FROM BFG SUPPLY CANADA
27 DESCRIPTION CORP. TO DE CLOET GREENHOUSE MFG. LTD. AS A RESULT OF AMALGAMATION
28
02/ DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
05 DEBTOR/
03/ TRANSFEREE BUSINESS NAME DE CLOET GREENHOUSE MFG. LTD.
06 ONTARIO CORPORATION NO.
04/07 ADDRESS 14500 KINSMAN ROAD BURTON OH 44021

29 ASSIGNOR
SECURED PARTY/LIEN CLAIMANT/ASSIGNEE
08
09 ADDRESS
COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10										

YEAR MAKE MODEL V.I.N.
11 MOTOR
12 VEHICLE
13 GENERAL
14 COLLATERAL
15 DESCRIPTION
16 REGISTERING AGENT OR BORDEN LADNER GERVAIS LLP (K. LAMBIE)
17 SECURED PARTY/ LIEN CLAIMANT ADDRESS 22 ADELAIDE STREET WEST TORONTO ON M5H 4E3

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 14

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

PROVINCE OF ONTARIO
MINISTRY OF PUBLIC AND BUSINESS SERVICE DELIVERY
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 781379064

	CAUTION FILING	PAGE NO.	OF TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
01		001	1		20220324 1013 1590 4090	P PPSA	7

02 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
03 BUSINESS NAME: DE CLOET GREENHOUSE MFG. LTD.
ONTARIO CORPORATION NO.
04 ADDRESS: 14500 KINSMAN ROAD BURTON OH 44021

05 DEBTOR NAME — DATE OF BIRTH / FIRST GIVEN NAME / INITIAL / SURNAME
06 BUSINESS NAME
ONTARIO CORPORATION NO.
07 ADDRESS

08 SECURED PARTY / LIEN CLAIMANT: ACF FINCO I LP, AS ADMINISTRATIVE AGENT
09 ADDRESS: 560 WHITE PLAINS ROAD, SUITE 400 TARRYTOWN NY 10591

COLLATERAL CLASSIFICATION

	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY	OR	NO FIXED MATURITY DATE
10		X	X	X	X	X				

11 MOTOR
12 VEHICLE — YEAR / MAKE / MODEL / V.I.N.

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT: BORDEN LADNER GERVAIS LLP (K. LAMBIE)
17 ADDRESS: 22 ADELAIDE STREET WEST TORONTO ON M5H 4E3

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 15

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

(crj1fv 05/2022)

Ontario

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : DE CLOET GREENHOUSE MFG. LTD.
FILE CURRENCY : 16AUG 2026

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
521980353	20251114 0921 1532 0292			
521980659	20251114 0927 1532 0302			
508007268	20240807 1609 1532 8064			
508008798	20240807 1624 1532 8188			
785044908	20220719 1703 1462 2172			
782402166	20220427 1323 1590 9504	20251110 1101 1590 4496		
782402175	20220427 1323 1590 9505			
781379037	20220324 1013 1590 4089	20251110 1102 1590 4497		
781379064	20220324 1013 1590 4090			

11 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.

CERTIFIED BY/CERTIFIÉES PAR
V. Quintanilla W.
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES
(crfj6 05/2022)

Ontario

This is Exhibit “F” referred to in the affidavit of Adam Zalev, sworn August 19, 2026. The affiant was located in the City of Nashville, in the State of Tennessee and I was located in the City of Toronto in the Province of Ontario. This affidavit was commissioned remotely in accordance with O. Reg, 431/20, Administering Oath or Declaration Remotely.

……………………………………………………...
A Commissioner for Taking Affidavits

Commissioner Name: Alec Hoy
Law Society of Ontario Number: 85489K

PROPERTY DESCRIPTION: PT LT 6 CON 9 CHARLOTTEVILLE AS IN NR552498; NORFOLK COUNTY

PROPERTY REMARKS:

ESTATE/QUALIFIER:
FEE SIMPLE
LT CONVERSION QUALIFIED

RECENTLY:
FIRST CONVERSION FROM BOOK

PIN CREATION DATE:
2007/05/28

OWNERS' NAMES
DE CLOET GREENHOUSE MFG. LTD.

CAPACITY SHARE

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE 2007/05/25 **						
**SUBJECT, ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:						
** SUBSECTION 44(1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *						
** AND ESCHEATS OR FORFEITURE TO THE CROWN.						
** THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF						
** IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY						
** CONVENTION.						
** ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES.						
**DATE OF CONVERSION TO LAND TITLES: 2007/05/28 **						
NR362113	1975/08/19	LEASE			UNION GAS LIMITED	C
NR425510	1984/12/13	AGREEMENT			HALDIMAND-NORFOLK	C
NR538083	1999/03/16	AGREEMENT				C
NR552498	2001/03/30	TRANSFER	$65,000		DECLOET GREENHOUSE MFG. LTD. DECLOET, BENJAMIN LEOPOLD	C
37R8960	2003/10/21	PLAN REFERENCE				C
NR603393	2006/08/10	CHARGE		*** COMPLETELY DELETED ***	ROYAL BANK OF CANADA	
NK76591	2015/01/14	DISCH OF CHARGE		*** COMPLETELY DELETED *** ROYAL BANK OF CANADA		
REMARKS: NR603393.						
NK105989	2017/12/04	NOTICE		THE CORPORATION OF NORFOLK COUNTY		C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
NK142756	2021/06/25	APL CH NAME OWNER		DECLOET GREENHOUSE MFG. LTD.	DE CLOET GREENHOUSE MFG. LTD.	C
NK143134	2021/07/07	TRANSFER	$500	DECLOET, BENJAMIN LEOPOLD	DE CLOET GREENHOUSE MFG. LTD.	C
NK144370	2021/08/11	CHARGE		*** COMPLETELY DELETED *** DE CLOET GREENHOUSE MFG. LTD.	PNC BANK	
NK147337	2021/11/09	DISCH OF CHARGE		*** COMPLETELY DELETED *** PNC BANK		
REMARKS: NK144370.						
NK188478	2026/03/27	CHARGE	$250,000,000	DE CLOET GREENHOUSE MFG. LTD.	ARES CAPITAL CORPORATION	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

PROPERTY DESCRIPTION: PT LT 6 CON 9 CHARLOTTEVILLE PT 1 37R3234; NORFOLK COUNTY

PROPERTY REMARKS: PLANNING ACT CONSENT AS IN NR436751.

ESTATE/QUALIFIER: FEE SIMPLE LT CONVERSION QUALIFIED

RECENTLY: FIRST CONVERSION FROM BOOK

PIN CREATION DATE: 2007/05/28

OWNERS' NAMES: DE CLOET GREENHOUSE MFG. LTD.

CAPACITY: ROWN

SHARE:

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
*** PRINTOUT INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE 2007/05/25 ***						
***SUBJECT, ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:*						
****	*SUBSECTION 44(1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES **					
****	*AND ESCHEATS OR FORFEITURE TO THE CROWN.*					
****	*THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF*					
****	*IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY*					
****	*CONVENTION.*					
****	*ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES.*					
***DATE OF CONVERSION TO LAND TITLES: 2007/05/28 ***						
NR248715	1955/05/30	LEASE			DOMINION NATURAL GAS COMPANY, LIMITED	C
NR262300	1958/07/25	ASSIGNMENT GENERAL				C
REMARKS: MULTI						
NR276230	1961/04/25	SUBLEASE			BLUEWATER OIL AND GAS LIMITED	C
REMARKS: MULTI						
NR411320	1982/08/05	ASSIGNMENT GENERAL				C
REMARKS: NR258050						
NR425510	1984/12/13	AGREEMENT			HALDIMAND-NORFOLK	C
37R3234	1986/08/08	PLAN REFERENCE				C
NR436751	1986/09/10	TRANSFER	$170,000		DAYLIGHT MANUFACTURING LTD.	C
NR479504	1991/05/30	NOTICE				C
REMARKS: NR248715						

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
NR595172	2005/11/10	CHARGE		*** COMPLETELY DELETED ***	ROYAL BANK OF CANADA	
NK32253	2010/03/24	NOTICE	$1	BAYVIEW EXPLORATIONS LTD.	2010 BAYVIEW GAS (CANADA) CORP.	C
	REMARKS: RE: NR411320					
NK116773	2019/01/09	DISCH OF CHARGE		*** COMPLETELY DELETED *** ROYAL BANK OF CANADA		
	REMARKS: NR595172.					
NK142755	2021/06/25	APL CH NAME OWNER		DAYLIGHT MANUFACTURING LTD.	DE CLOET GREENHOUSE MFG. LTD.	C
NK144370	2021/08/11	CHARGE		*** COMPLETELY DELETED *** DE CLOET GREENHOUSE MFG. LTD.	PNC BANK	
NK147337	2021/11/09	DISCH OF CHARGE		*** COMPLETELY DELETED *** PNC BANK		
	REMARKS: NK144370.					
NK188478	2026/03/27	CHARGE	$250,000,000	DE CLOET GREENHOUSE MFG. LTD.	ARES CAPITAL CORPORATION	C

Court File No. CL-26-●-0000

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF DE CLOET GREENHOUSE MFG. LTD.

APPLICATION OF DE CLOET GREENHOUSE MFG. LTD. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF ADAM ZALEV

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Lawyers for the Proposed Foreign Representative