

**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

**FACTUM OF THE APPLICANT
(Interim Stay Order)**

August 19, 2026

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PART I - NATURE OF THIS MOTION

1. This factum is filed in support of the application by De Cloet Greenhouse Mfg. Ltd. (the "**Canadian Debtor**"), in its capacity as the proposed foreign representative (in such capacity, the "**Proposed Foreign Representative**") of itself and the other Debtors¹, 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 s. 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "**CJA**"), granting, among other things, an interim stay of proceedings in respect of the Canadian Debtor and its directors and officers in Canada.

2. On August 18, 2026 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief (the "**Petitions**") pursuant to chapter 11 of title 11 of the United States Code (the "**U.S. Bankruptcy Code**") with the United States Bankruptcy Court for the District of Delaware (the "**U.S. Bankruptcy Court**") to commence insolvency proceedings (the "**Chapter 11 Cases**").²

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; Greenhouse Solutions, LLC; Greenhouse Contracting Services, LLC; Green-Tek, LLC; GROSouth, Inc.; BFG VG Supply Acquisition, LLC; and the Canadian Debtor.

² Affidavit of Adam Zalev sworn August 19, 2026 at para. 5 [*Zalev Affidavit*].

Upon filing of the Petitions, the Debtors became the beneficiaries of an automatic stay of proceedings under the U.S. Bankruptcy Code, as it relates to the Debtors' property and business.³

3. Concurrently, the Debtors filed several first day motions in the Chapter 11 Cases with the U.S. Bankruptcy Court (collectively, the "**First Day Motions**" and such orders, the "**First Day Orders**"), including for a First Day Order authorizing the Canadian Debtor to act as foreign representative (in such capacity, the "**Foreign Representative**") in respect of the Chapter 11 Cases (the "**Foreign Representative Order**"). The U.S. Bankruptcy Court is expected to hear the First Day Motions on August 20, 2026.⁴

4. Should the Foreign Representative Order be issued by the U.S. Bankruptcy Court, the Canadian Debtor, in its capacity as Foreign Representative, will return to this Court to seek: (i) an Order (the "**Initial Recognition Order**"), among other things, recognizing the Canadian Debtor as the Foreign Representative and the Canadian Debtor's Chapter 11 Case as a "foreign main proceeding"; and (ii) an Order (the "**Supplemental Order**"), among other things, recognizing certain of the First Day Orders issued by the U.S. Bankruptcy Court.⁵

5. Pending the hearing of the First Day Motions and the granting of the Foreign Representative Order, the Proposed Foreign Representative is seeking the Interim Stay Order to give effect in Canada to the automatic stay of proceedings which applies in the Chapter 11 Case of the Canadian Debtor.⁶ The Interim Stay Order, which accords with the recent practice of this Court in Part IV proceedings under the CCAA, is designed to maintain the status quo, provide stability, protect the property and operations of the Canadian Debtor from the potential

³ Zalev Affidavit at para. 84.

⁴ Zalev Affidavit at para. 6

⁵ Zalev Affidavit at para. 8.

⁶ Zalev Affidavit at para. 85.

enforcement of any rights and remedies in Canada and preserve the value of the Canadian Debtor's business during the interim period.

PART II - THE FACTS

6. The facts are more fully set out in the Zalev Affidavit and the First Day Declaration dated August 19, 2026, attached as an Exhibit to the Zalev Affidavit.⁷

A. The Debtors

(a) The Debtors' Business and Operations

7. Founded in the early 1970s, the Debtors began operations as a regional horticulture supplier based in Ohio. Through decades of organic growth and strategic acquisitions, the Debtors evolved into a collection of complementary businesses, providing a broad variety of green-industry focused products and services to a shared customer base located across the United States and Canada.⁸

8. The Debtors' operations generally consist of two branches: (i) a North American wholesale distribution platform, acting as a critical intermediary in the horticulture and lawn and garden sectors of the green industry; and (ii) a suite of specialty service businesses that complement the Debtors' wholesale distribution platform and are tailored to the needs of the Debtors' customer base, including the manufacturing of greenhouse structures and coverings. The Debtors also operate an eCommerce platform, providing direct-to-consumer and online sales channels for greenhouse products and horticultural supplies.⁹

9. The Debtors operate out of nineteen facilities, including seventeen warehouse and distribution facilities and one customer showroom in the United States and one manufacturing

⁷ Capitalized terms not otherwise defined have the meanings ascribed to them in Zalev Affidavit. Dollar amounts are given in U.S. dollars unless otherwise specified.

⁸ Zalev Affidavit at para. 20

⁹ Zalev Affidavit at paras. 22-24.

facility in Simcoe, Ontario (the “**Canadian Facility**”).¹⁰ The Debtors operate the warehouse distribution platform, including a self-managed logistics network, exclusively out of the United States facilities. The specialty service businesses are provided out of both the United States facilities and the Canadian Facility (through the Canadian Debtor).¹¹

10. The Debtors’ revenue is generated through warehouse fulfillment operations (60%) and vendor-direct fulfillment arrangements (40%), the latter of which is inclusive of revenue attributable to the specialty service businesses, including the Canadian Debtor’s business.¹² The Canadian Debtor accounts for approximately 2.3% of the Debtors’ annual revenue.¹³

(b) The Canadian Debtor

11. The Canadian Debtor is a corporation created by amalgamation under the Ontario *Business Corporations Act*. The Canadian Debtor’s registered office is the Canadian Facility.¹⁴ 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.¹⁵

12. The Canadian Debtor operates as a made-to-order designer and manufacturer of commercial greenhouse structures and systems, exclusively operating out of the Canadian Facility.¹⁶ The majority of the Canadian Debtor’s sales originate from sales representatives of BFG Supply marketing the Canadian Debtor’s products to the Debtors’ United States customer base.¹⁷

¹⁰ Zalev Affidavit at para. 33.

¹¹ Zalev Affidavit at para. 34.

¹² Zalev Affidavit at para. 32.

¹³ Zalev Affidavit at para. 31.

¹⁴ Zalev Affidavit at para. 26.

¹⁵ Zalev Affidavit at para. 26. While there are additional entities above BFG Parent in the corporate structure, those entities are not Debtors in the Chapter 11 Cases.

¹⁶ Zalev Affidavit at paras. 12 & 34.

¹⁷ Zalev Affidavit at paras. 28 & 52.

13. As of the Petition Date, the Debtors employ approximately 460 employees, the majority of which are located in the United States.¹⁸ The Canadian Debtor employs thirty employees (the “**Canadian Employees**”), each of which operate out of the Canadian Facility.¹⁹ The majority of the Canadian Employees provide services directly related to the design, manufacture and fulfillment of orders for the Canadian Debtor’s products. The Canadian Employees also include a limited management team overseeing the Canadian Debtor’s day-to-day operations, subject to the oversight and direction of the Debtors’ strategic leadership team based in the United States, and a three-person sales team.²⁰

B. Indebtedness

14. 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**”):²¹

Facility	Lender Agent	Amount Outstanding Principal (as of the Petition Date)
Revolving Credit Facility	ACF Finco I LP	\$43,079,675.97
Term Loan Facility	Ares Capital Corporation	\$299,456,012.99
Total		\$342,535,688.96

15. The Canadian Debtor is a borrower and guarantor under the Revolving Credit Facility and a guarantor under the Term Loan Facility. The Canadian Debtor’s obligations under the

¹⁸ Zalev Affidavit at para. 36.

¹⁹ Zalev Affidavit at paras. 29, 34 & 36.

²⁰ Zalev Affidavit at para. 37.

²¹ Zalev Affidavit at paras. 45-47.

Prepetition Credit Facilities are secured against substantially all of the Canadian Debtor's assets.²²

C. Events Leading to the Restructuring Proceedings and Pre-Filing Restructuring Efforts

16. The commencement of the Chapter 11 Cases and this proceeding (the “**Canadian Recognition Proceeding**” and together, the “**Restructuring Proceedings**”) were not precipitated by an isolated event or challenge. Rather, the Debtors faced a series of interrelated and compounding challenges that resulted in progressively worsening operational, financial, and liquidity challenges that, despite the efforts of the Debtors' management team, compounded over time.²³

17. The degradation of the Debtors' financial position can be attributed to multiple interrelated and compounding challenges: (i) customer attrition, primarily resulting from turnover within the Debtors' sales team and the ensuing disruption of pre-existing customer relationships managed by those employees; (ii) tightening credit availability from the Debtors' lenders and vendors, which available credit increasingly reduced as the customer attrition progressively caused a reduction in the Debtors' operating cash flow; and (iii) a liquidity spiral, brought on by a reduction in sales resulting from the Debtors' inability to sufficiently replenish its inventory to meet customer demand, in turn causing further customer attrition and reduced credit availability.²⁴ These challenges were further exacerbated by an elevated operating costs structure, burdened by costs associated with a series of acquisitions completed between 2021 and 2024, and broader macroeconomic conditions impacting the horticulture industry, including inflationary cost pressures, reduced discretionary customer spending and increased product costs.²⁵

²² Zalev Affidavit at paras. 46 & 47.

²³ Zalev Affidavit at para. 67.

²⁴ Zalev Affidavit at para. 68.

²⁵ Zalev Affidavit at para. 69.

18. In the years leading up to the Petition Date, the Debtors took significant steps in an effort to address these challenges, including: (i) implementing operational improvements, (ii) pursuing strategic alternatives, (iii) engaging with the Debtors' lenders to obtain accommodations; and (iv) attempting to procure additional equity support.²⁶ In furtherance of these efforts, on August 6, 2026, the Debtors engaged SSG Advisors, LLC to conduct a broader outreach program and solicit interest in a potential going concern transaction for the Debtors' business.²⁷

19. 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 the consensual financing necessary to support the Debtors' working-capital requirements.²⁸

20. The Debtors' management has determined that the commencement of these Restructuring Proceedings is necessary to preserve the Debtors' operations and maximize the value of the Debtors' estates, whether through a going-concern sale, an orderly liquidation, or a combination thereof.²⁹

21. The Debtors intend to use these 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.³⁰

²⁶ Zalev Affidavit at para. 70.

²⁷ Zalev Affidavit at para. 73.

²⁸ Zalev Affidavit at para. 72.

²⁹ Zalev Affidavit at para. 74.

³⁰ Zalev Affidavit at para. 76.

D. The Urgent Need for Canadian Relief

22. By operation of the U.S. Bankruptcy Code, the Debtors (including the Canadian Debtor) obtained an automatic stay of proceedings in the United States upon the filing of the Petitions.³¹ The granting of an interim stay in Canada is required to maintain the status quo, provide stability and preserve the value of the Canadian Debtor's business.³² The interim stay is being sought as a temporary measure, pending the hearing of the First Day Motions in the United States and a subsequent hearing in Canada seeking recognition of the First Day Orders and commencing Part IV proceedings under the CCAA.³³

23. The interim stay is critical to the preservation of the value of the Canadian Debtor's business and the Debtors' overall efforts to implement a comprehensive and coordinated sale process. Without an interim stay of proceedings, the Canadian Debtor would be exposed to the potential enforcement of rights and remedies in Canada.³⁴

PART III - THE ISSUES

24. The issues to be determined on this motion are:

- (a) whether Ontario is a proper jurisdiction for these recognition proceedings; and
- (b) whether the interim stay of proceedings should be granted.

PART IV - THE LAW

A. Ontario is a Proper Jurisdiction

25. Ontario is a proper jurisdiction for the Canadian Recognition Proceeding. As Part IV of the CCAA does not contain any provisions with respect to the jurisdiction of a particular Canadian

³¹ Zalev Affidavit at para. 84.

³² Zalev Affidavit at para. 86.

³³ Zalev Affidavit at para. 88.

³⁴ Zalev Affidavit at para. 85.

court to hear a recognition application, it is appropriate for the Ontario court to take jurisdiction given the Canadian Debtor's substantial connection to Ontario, including the following:

- (a) the Canadian Debtor was created by amalgamation under the Ontario *Business Corporations Act* and maintains its registered office in Simcoe, Ontario;³⁵
- (b) the Canadian Debtor's real property and manufacturing facility is located in Ontario;³⁶
- (c) the Canadian Debtor is a defendant to litigation proceedings in Ontario;³⁷
- (d) the Canadian Debtor has no permanent presence in any other Canadian jurisdiction³⁸; and
- (e) the Canadian Debtor's employees are all located in Ontario.³⁹

26. Similar considerations have previously been held to ground jurisdiction in other recognition proceedings.⁴⁰

B. The Interim Stay of Proceedings Should be Granted

27. Pursuant to section 46(2) of the CCAA, a foreign representative seeking recognition of a foreign proceeding must include in its application, among other things, certified copies of the instruments that commenced the foreign proceeding and authorized the foreign representative to act in such capacity. However, the Foreign Representative Order authorizing the Canadian Debtor

³⁵ Zalev Affidavit at para. 26.

³⁶ Zalev Affidavit at paras. 11 & 29.

³⁷ Zalev Affidavit at para. 58.

³⁸ Zalev Affidavit at para. 34.

³⁹ Zalev Affidavit at para. 38.

⁴⁰ *In the Matter of Eddie Bauer LLC* (Feb 9, 2026), ONSC (Commercial List), Court File No CL-26-00000050-0000 ([Endorsement](#)) at para 7; *KidKraft Inc. et al. (Re)* (May 10, 2024), ONSC (Commercial List), Court File No. CV-24-00720035-00CL ([Endorsement](#)) at para. 8 [*KidKraft*]; *WeWork Inc. (Re)* (November 7, 2023), ONSC (Commercial List), Court File No. CV-23-00709258-00CL ([Endorsement](#)) at paras. 10-13 [*WeWork*].

to act as Foreign Representative will not be available until the Debtors appear before the U.S. Bankruptcy Court to seek the First Day Orders.

28. As a result, the Foreign Representative is not yet able to seek the Initial Recognition Order and Supplemental Order from this Court. While the Debtors obtained the benefit of an automatic stay of proceedings upon filing the Petitions with the U.S. Bankruptcy Court, without the granting of the Interim Stay Order the Canadian Debtor may not be able to enforce the stay during this key period.

29. This Court has consistently noted the importance of addressing this gap, and orders temporarily staying proceedings in Canada following the commencement of Chapter 11 proceedings are frequently granted,⁴¹ in order to protect the assets of the debtor and facilitate ongoing cross-border restructurings,⁴² and to prevent any delay in obtaining Chapter 11 relief from prejudicing Canadian debtors.⁴³ The granting of an interim stay of proceedings in this context has therefore been described as this Court's "practice in recent Part IV recognition proceedings."⁴⁴

30. The Court's jurisdiction to grant an interim stay in the context of a pending recognition application is grounded in s. 106 of the CJA, which authorizes Ontario courts to stay proceedings on such terms as are considered just, in s. 11.02 of the CCAA, which allows the granting of a stay on the initial application of a debtor company, and in the Court's inherent jurisdiction.⁴⁵ Further, as noted by Chief Justice Morawetz, granting an interim stay in such circumstances accords with

⁴¹ [KidKraft](#), at para. 11; [WeWork](#), at para. 19.

⁴² [WeWork](#), at para. 19.

⁴³ *CURO Canada Corp. et al. (Re)*, [2024 ONSC 1785](#) at para. 37 [*CURO*], citing *GNC Holdings Inc., et al.* (24 June 2020), ONSC (Commercial List), Court File No. CV-20-00642970-00CL ([Endorsement](#)) at para. 3.

⁴⁴ *Hornblower Cruises and Events Canada Ltd.*, [2024 ONSC 1094](#) at para. 21; *YRC Freight Canada Company (Re)*, [2023 ONSC 4492](#) at para. 11.

⁴⁵ *CURO*, at para. 38; [KidKraft](#), at para. 11; [WeWork](#), at para. 16.

“the principles of cooperation and comity” and represents “necessary and appropriate” relief pending the full recognition hearing.⁴⁶

31. The proposed Interim Stay Order achieves these purposes and should be approved. The Interim Stay Order provides for a stay of proceedings in favour of the Canadian Debtor in respect of its business and property in Canada, along with a stay of proceedings in favour of the directors and officers of the Canadian Debtor. This proposed interim stay will give effect in Canada to the automatic stay of proceedings in the Canadian Debtor’s Chapter 11 Case and will provide stability and preserve the value of the Canadian business pending the Canadian Debtor’s appointment in the Chapter 11 Cases as foreign representative.⁴⁷ Interim stays on similar terms have frequently been approved by this Court, including orders which granted an interim stay in respect of proceedings against a debtor’s directors and officers in Canada.⁴⁸

⁴⁶ *Paladin Labs Canadian Holding Inc.*, [2022 ONSC 4748](#) at para. 20.

⁴⁷ Zalev Affidavit at paras. 82-86.

⁴⁸ See, e.g., *WeWork Inc. (Re)* (November 7, 2023), ONSC (Commercial List), Court File No. CV-23-00709258-00CL ([Interim Stay Order](#)) at para. 7; *In the Matter of Eddie Bauer LLC* (Feb 9, 2026), ONSC (Commercial List), Court File No CL-26-00000050-0000 ([Interim Stay Order](#)) at para. 6; *In the Matter of Curo Canada Corp. and LendDirect Corp.* (March 25, 2024), ONSC (Commercial List), Court File No. CV-24-00717178-00CL ([Interim Stay Order](#)) at para. 6.

32. For the foregoing reasons, the Proposed Foreign Representative requests that this Honourable Court grant the Interim Stay Order substantially in the form attached to the Application Record.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 19th day of August, 2026.

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SCHEDULE "A"

LIST OF AUTHORITIES

1. *CURO Canada Corp. et al. (Re)*, [2024 ONSC 1785](#)
2. *GNC Holdings Inc., et al.* (24 June 2020), ONSC (Commercial List), Court File No. CV-20-00642970-00CL ([Endorsement](#))
3. *Hornblower Cruises and Events Canada Ltd.*, [2024 ONSC 1094](#)
4. *In the Matter of Curo Canada Corp. and LendDirect Corp.* (March 25, 2024), ONSC (Commercial List), Court File No. CV-24-00717178-00CL ([Interim Stay Order](#))
5. *In the Matter of Eddie Bauer LLC* (Feb 9, 2026), ONSC (Commercial List), Court File No CL-26-00000050-0000 ([Endorsement](#))
6. *In the Matter of Eddie Bauer LLC* (Feb 9, 2026), ONSC (Commercial List), Court File No CL-26-00000050-0000 ([Interim Stay Order](#))
7. *KidKraft Inc. et al. (Re)* (May 10, 2024), ONSC (Commercial List), Court File No. CV-24-00720035-00CL ([Endorsement](#))
8. *Paladin Labs Canadian Holding Inc.*, [2022 ONSC 4748](#)
9. *WeWork Inc. (Re)* (November 7, 2023), ONSC (Commercial List), Court File No. CV-23-00709258-00CL ([Endorsement](#))
10. *WeWork Inc. (Re)* (November 7, 2023), ONSC (Commercial List), Court File No. CV-23-00709258-00CL ([Interim Stay Order](#))
11. *YRC Freight Canada Company (Re)*, [2023 ONSC 4492](#)

I certify that I am satisfied as to the authenticity of every authority.

Note: Under the Rules of Civil Procedure, an authority or other document or record that is published on a government website or otherwise by a government printer, in a scholarly journal or by a commercial publisher of research on the subject of the report is presumed to be authentic, absent evidence to the contrary (rule 4.06.1(2.2)).

Date August 19, 2026



Signature

SCHEDULE "B"

TEXT OF STATUTES, REGULATIONS & BY - LAWS

Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36

Definitions

2 (1) In this Act,

...

debtor company means any company that

(a) is bankrupt or insolvent,

(b) has committed an act of bankruptcy within the meaning of the *Bankruptcy and Insolvency Act* or is deemed insolvent within the meaning of the *Winding-up and Restructuring Act*, whether or not proceedings in respect of the company have been taken under either of those Acts,

(c) has made an authorized assignment or against which a bankruptcy order has been made under the *Bankruptcy and Insolvency Act*, or

(d) is in the course of being wound up under the *Winding-up and Restructuring Act* because the company is insolvent; (*compagnie débitrice*)

Stays, etc. — initial application

11.02 (1) A court may, on an initial application in respect of a debtor company, make an order on any terms that it may impose, effective for the period that the court considers necessary, which period may not be more than 10 days,

(a) staying, until otherwise ordered by the court, all proceedings taken or that might be taken in respect of the company under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act*;

(b) restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the company; and

(c) prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the company.

Stays, etc. — other than initial application

(2) A court may, on an application in respect of a debtor company other than an initial application, make an order, on any terms that it may impose,

- (a) staying, until otherwise ordered by the court, for any period that the court considers necessary, all proceedings taken or that might be taken in respect of the company under an Act referred to in paragraph (1)(a);
- (b) restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the company; and
- (c) prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the company.

Burden of proof on application

(3) The court shall not make the order unless

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

Restriction

(4) Orders doing anything referred to in subsection (1) or (2) may only be made under this section.

Application for recognition of a foreign proceeding

46 (1) A foreign representative may apply to the court for recognition of the foreign proceeding in respect of which he or she is a foreign representative.

Documents that must accompany application

(2) Subject to subsection (3), the application must be accompanied by

- (a) a certified copy of the instrument, however designated, that commenced the foreign proceeding or a certificate from the foreign court affirming the existence of the foreign proceeding;
- (b) a certified copy of the instrument, however designated, authorizing the foreign representative to act in that capacity or a certificate from the foreign court affirming the foreign representative's authority to act in that capacity; and
- (c) a statement identifying all foreign proceedings in respect of the debtor company that are known to the foreign representative.

Other orders

49 (1) If an order recognizing a foreign proceeding is made, the court may, on application by the foreign representative who applied for the order, if the court is satisfied that it is necessary for the protection of the debtor company's property or the interests of a creditor or creditors, make any order that it considers appropriate, including an order

- (a) if the foreign proceeding is a foreign non-main proceeding, referred to in subsection 48(1);
- (b) respecting the examination of witnesses, the taking of evidence or the delivery of information concerning the debtor company's property, business and financial affairs, debts, liabilities and obligations; and
- (c) authorizing the foreign representative to monitor the debtor company's business and financial affairs in Canada for the purpose of reorganization.

Cooperation — court

52 (1) If an order recognizing a foreign proceeding is made, the court shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.

Cooperation — other authorities in Canada

(2) If any proceedings under this Act have been commenced in respect of a debtor company and an order recognizing a foreign proceeding is made in respect of the debtor company, every person who exercises powers or performs duties and functions under the proceedings under this Act shall cooperate, to the maximum extent possible, with the foreign representative and the foreign court involved in the foreign proceeding.

Forms of cooperation

(3) For the purpose of this section, cooperation may be provided by any appropriate means, including

- (a) the appointment of a person to act at the direction of the court;
- (b) the communication of information by any means considered appropriate by the court;
- (c) the coordination of the administration and supervision of the debtor company's assets and affairs;
- (d) the approval or implementation by courts of agreements concerning the coordination of proceedings; and
- (e) the coordination of concurrent proceedings regarding the same debtor company.

Courts of Justice Act, R.S.O. 1990, c. C.43

Stay of proceedings

106 A court, on its own initiative or on motion by any person, whether or not a party, may stay any proceeding in the court on such terms as are considered just.

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Court File No. CL-26-●-0000

ONTARIO
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(COMMERCIAL LIST)
PROCEEDING COMMENCED AT
TORONTO

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