

March 22, 2023

File No.: 582211-1

Sent Via Email

British Columbia Farm Industry Review Board
PO Box 9129 Stn Prov Govt
Victoria, BC V8W 9B5

Attention: Wanda Gorsuch, Manager of Issues and Planning

Dear Ms. Gorsuch:

Re: MPL British Columbia Distributors Inc. (“MPL”) Agency Prior Approval Process

We write further to our letter dated March 17, 2023, and to your letter dated March 21, 2023, both regarding MPL’s application for non-disclosure orders over information contained in some of the documents the Commission has filed with BCFIRB pursuant to the BCFIRB Terms of Reference for the Prior Approval of MPL’s Agency Designation.

As a reminder, MPL supports the Commission’s application, and likewise applies, for a non-disclosure order over the portions of MPL’s agency application dated May 27, 2021, that are redacted from the version circulated by the Commission on March 16, 2023. MPL also applies for a non-disclosure order over portions of the following records:

- a. 2021-10-08 – Agency Application Slide Deck;
- b. 2021-10-08 – Document Entitled Category Expansion; and
- c. 2021-11-15 – MPL Reply Submission.

It is our understanding that the Commission has filed with BCFIRB unredacted versions of the records listed in paragraphs a-c above. Attached as Schedules A-C are MPL’s proposed redacted versions of these records.

As mentioned in our March 17 letter, the information redacted from the May 2021 agency license application pertains to MPL’s customer lists, template agreements, financial statements, forecasts and projections, production areas and results, shipment volumes, pricing, and market shares (the “**Application Redactions**”). With regards to the three records listed in paragraphs a-c above, the redacted information pertains to client lists, pricing, and shipment volumes (together with the Application Redactions, the “**Redacted Information**”).

MPL respectfully requests that BCFIRB order that the Redacted Information be withheld from disclosure to eligible participants and from posting to BCFIRB’s website, for the reasons set out below, in addition to the reasons set out in the Commission’s March 16 letter.

First, the Redacted Information is confidential and proprietary to MPL. If disclosed, it would most notably

reveal the following:

1. MPL's 'book of business' (by releasing an aggregated compiled client list);
2. MPL's standard financial and commercial terms for marketing agreements (by releasing template agreements and pricing information); and
3. MPL's financial and operational positioning and wherewithal (by releasing its financial statements, forecasts and projections, production results, market shares, and pricing).

These are all serious commercial interests worthy of protection.

Next, the Redacted Information was supplied to the Commission in confidence and with the understanding that it would not be disclosed unless necessary, and if so, only with adequate protective measures in place. In keeping with that confidence, the Commission, when consulting with industry stakeholders on MPL's agency application, only circulated the redacted version of MPL's agency application to industry stakeholders. Disclosure of the Redacted Information in the course of BCFIRB's proceedings would now sidestep that confidence and would compromise future interactions between industry and the Commission; industry would, understandably, be unwilling to disclose confidential or proprietary information to it if it risks being broadly distributed within the market.

Further, if the Redacted Information were disclosed to eligible participants, it would harm MPL's commercial interests and grant MPL's competitors—who oppose its agency designation—a competitive advantage over MPL before MPL's agency designation is even approved (thus creating an uneven playing field for MPL before it even enters the market).

Finally, the redactions are minimal and capture only what is necessary to protect MPL's commercial interests. The redactions do not negatively impact eligible participants' ability to fully participate in the proceedings or provide meaningful feedback on MPL's agency application.

On a balance, the benefits of the requested non-disclosure order (i.e. protection of commercial interests and the integrity of the relationship between the Commission and the industry players that it regulates) far outweigh any potential negative impacts it may have (which, for clarity, we submit there are none, given eligible participants have an opportunity to participate in the proceedings and withholding the Redacted Information does not hinder their ability to provide meaningful feedback on MPL's agency application).

For all these reasons, MPL requests that the Redacted Information be withheld from disclosure to eligible participants and from posting to the BCFIRB website.

Yours truly,

Dentons Canada LLP



Morgan L. Camley
Partner