

No. S-124409
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

**IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED**

AND

**IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
LEMARE HOLDINGS LTD., LEMARE LAKE LOGGING LTD., LONE TREE
LOGGING LTD., C. & E. ROADBUILDERS LTD., COAST DRYLAND SERVICES
LTD., DOMINION LOG SORT LTD. AND CENTRAL COAST INDUSTRIES LTD.**

PETITIONERS

APPLICATION RESPONSE

Application response of: The Toronto-Dominion Bank (the "**Bank**") and TD Equipment Finance Canada Inc. ("**TD Equipment Finance**") (collectively, the "**Application Respondents**")

THIS IS A RESPONSE TO the notice of application of Lemare Holdings Ltd., Lamare Lake Logging Ltd., Lone Tree Logging Ltd., C. & E. Roadbuilders Ltd., Coast Dryland Services Ltd., Dominion Long Sort Ltd., and Central Coast Industries Ltd., (the "**Petitioners**") dated 04/Sep/2012.

Part 1: ORDERS CONSENTED TO

The Application Respondents consent to the granting of the orders set out in the following paragraphs of Part 1 of the notice of application on the following terms: 1.

Part 2: ORDERS OPPOSED

The Application Respondents oppose the granting of the orders set out in [NONE] of Part 1 of the notice of application.

Part 3: ORDERS ON WHICH NO POSITION IS TAKEN

The Application Respondents take no position on the granting of the orders set out in paragraphs [N/A] of Part 1 of the notice of application.

Part 4: FACTUAL BASIS

1. The Bank and TD Equipment Finance refer to and rely upon the facts set out in the Petitioners' notice of application.

Part 5: LEGAL BASIS

2. The Bank and TD Equipment Finance refer to and rely upon the legal basis set out in the Petitioners' notice of application.

Part 6: MATERIAL TO BE RELIED ON

3. The pleadings and other materials filed herein; and
4. Such further an additional material as counsel may advise and this Court may allow.

The Application Respondents estimate that the application will take 45 minutes.

- The application respondent has filed in this proceeding a document that contains the application respondent's address for service.

Dated: 05/Sep/2012



Signature

Application respondent

Lawyer for Application Respondents

Rebecca M. Morse

THIS APPLICATION RESPONSE is prepared and delivered by the firm Farris, Vaughan, Wills & Murphy LLP, Barristers & Solicitors, whose place of business and address for service is 2500 – 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3. Telephone: (604) 684-9151. Facsimile: (604) 661-9349. **Attention: Rebecca M. Morse.**