



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

NOTICE OF APPLICATION

Name(s) of applicant(s): 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.

To: Those Parties on the Service List attached as Schedule "A" hereto.

TAKE NOTICE that an application will be made by the Petitioners to the Honourable Madam Justice Brown at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on October 3, 2012 at 9:15 a.m. for the orders set out in Part 1 below.

Part 1: ORDER(S) SOUGHT

1. An order in the form attached hereto as Schedule "B"; and
2. such further and other relief as this Honourable Court may order.

Part 2: FACTUAL BASIS

1. On June 21, 2012, the Honourable Mr. Justice Grauer pronounced an Initial Order in these proceedings pursuant to the provisions of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, which granted relief, including, *inter alia*, a stay of proceedings until 11:59 p.m. on July 20, 2012.
2. On July 20, 2012, the Petitioners applied for, and were granted, an extension of the relief in the Initial Order, including the stay of proceedings, to September 28, 2012.

3. On September 7, 2012, the Petitioners applied for, and were granted, a further extension of the relief in the Initial Order (the “**Second Extension Order**”), including the stay of proceedings, to October 5, 2012.
4. The Petitioners’ application to strike out certain portions of Affidavits #1 and #2 of Jason Kruger, the pending motion of Her Majesty the Queen in right of the Province of British Columbia to set aside the Initial Order and the application of the Petitioners for a further extension of the relief in the Initial Order, and the Claims Process Order (collectively, the “**Motions**”) were scheduled to be heard on October 2, 4 and 5, 2012, respectively. The stay of proceedings was extended to October 5, 2012 to coincide with the hearing dates.
5. The parties in this matter have subsequently been advised that Mr. Justice Grauer, who is seized of this matter, is unavailable on the dates originally chosen for the hearing. The Motions will instead be heard on October 16, 18 and 19, 2012, respectively.
6. Given that (pursuant to the Second Extension Order), the relief granted in the Initial Order expires on October 5, 2012, the Petitioners seek an extension of the Initial Order to October 19, 2012 to coincide with the new hearing dates. All of the parties in this matter have consented to this extension.
7. The Petitioners have acted and continue to act in good faith and with due diligence in these proceedings.

Part 3: LEGAL BASIS

1. *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and in particular ss. 11, 11.02, 19 thereof; and
2. the inherent jurisdiction of this Honourable Court.

Part 4: MATERIAL TO BE RELIED ON

1. Initial Order made June 21, 2012;
2. the pleadings and other materials filed herein; and
3. such further and other material as counsel may advise and this Honourable Court may allow.

The Petitioners estimate that the application will take 10 minutes.

- ☐ This matter is within the jurisdiction of a master.
- ☒ This matter is not within the jurisdiction of a master. This matter is to be heard before Madam Justice Brown. The date and time of this application have been arranged through Trial Division.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of

application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33;
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding; and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

September 28, 2012

Dated



Signature of lawyer for filing parties
Davis LLP (Mary M. Buttery/H. Lance Williams)
Lawyer for the Petitioners

To be completed by the court only:

Order made

☐ in the terms requested in paragraphs _____ of Part 1 of this notice of application

☐ with the following variations and additional terms:

Date: _____

Signature of ☐ Judge ☐ Master

APPENDIX

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ oral matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts

Schedule A

No. S-124409
Vancouver Registry

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E. ROADBUILDERS LTD., COAST DRYLAND SERVICES LTD., DOMINION LOG SORT
LTD. AND CENTRAL COAST INDUSTRIES LTD.

PETITIONERS

SERVICE LIST

<p>Davis LLP Attention: Mary Buttery H. Lance Williams Susan Wood Email: mbuttery@davis.ca lwilliams@davis.ca swood@davis.ca</p> <p><i>Counsel for the Petitioners</i></p>	<p>Farris, Vaughan, Wills & Murphy LLP Attention: Robert P. Sloman Rebecca M. Morse Email: rsloman@farris.com rmorse@farris.com</p> <p><i>Counsel for The Toronto-Dominion Bank and TD Equipment Finance Canada Inc.</i></p>
<p>Borden Ladner Gervais LLP Attention: Magnus C. Verbrugge Edward T. Wang Martha Martindale Email: MVerbrugge@blg.com ewang@blg.com mmartindale@blg.com</p> <p><i>Counsel for the Monitor</i></p>	<p>Alvarez & Marsal Canada Inc. Attention: Todd Martin Pam Boparai Tom Powell Marianna Lee Email: tmartin@alvarezandmarsal.com pboparai@alvarezandmarsal.com tpowell@alvarezandmarsal.com marianna.lee@alvarezandmarsal.com</p> <p><i>Monitor</i></p>

<p>Department of Justice Canada Attention: Neva Beckie Charles Fugere Email: Neva.beckie@justice.gc.ca Charles.fugere@justice.gc.ca</p> <p><i>Counsel for Her Majesty the Queen in Right of Canada (Canada Revenue Agency)</i></p>	<p>Ministry of Justice, Legal Services Branch Attention: David J. Hatter Aaron Welch Robert Payne Micah Weintraub Email: david.hatter@gov.bc.ca aaron.welch@gov.bc.ca robert.payne@gov.bc.ca Micah.Weintraub@gov.bc.ca</p> <p><i>Counsel for Her Majesty the Queen in Right of the Province of British Columbia</i></p>
<p>Alexander Holburn Beaudin & Lang LLP Attention: David A. Garner Michael Roche Email: dgarner@ahbl.ca mroche@ahbl.ca</p> <p><i>Counsel for David Dutcyvich and 3L Cattle Company Limited</i></p>	<p>Miller Thomson LLP Attention: Charles W. Bois Email: cbois@millerthomson.com</p> <p><i>Counsel for SMS Equipment Inc.</i></p>

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PETITIONERS

ORDER MADE AFTER APPLICATION

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BEFORE)	THE HONOURABLE MADAM)
)	JUSTICE BROWN)
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))

WEDNESDAY, THE 3RD DAY
OF OCTOBER, 2012

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 3rd day of October, 2012; AND ON HEARING Mary I.A. Buttery, counsel for the Petitioners, and no one else appearing although duly served; AND UPON READING the materials filed herein:

THIS COURT ORDERS that:

1. The time for service of the Notice of Application herein be and is hereby abridged and the Notice of Application is properly returnable today and service thereof upon any interested party other than those parties on the service list maintained by the Petitioners and the Monitor in this matter is hereby dispensed with.

2. All relief granted in the Order made in this proceeding on June 21, 2012, including the stay of proceedings contained therein, as extended on July 20, 2012 and subsequently extended on September 7, 2012, is hereby continued and extended to October 19, 2012.

APPROVAL

3. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

THIS COURT REQUESTS:

4. The aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies to act in aid of and to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to (i) make such orders and to provide such assistance to the Petitioners and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, (ii) grant representative status to any of the Petitioners, in any foreign proceeding, and (iii) assist the Petitioners, the Monitor and the respective agents of each of the foregoing in carrying out the terms of this Order.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of lawyer for the Petitioners
Davis LLP (Mary I.A. Buttery/H. Lance Williams)

BY THE COURT

REGISTRAR

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ARRANGEMENT OF LEMARE HOLDINGS LTD., LEMARE
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E. ROADBUILDERS LTD., COAST DRYLAND SERVICES
LTD., DOMINION LOG SORT LTD. AND CENTRAL COAST
INDUSTRIES LTD.

PETITIONERS

NOTICE OF APPLICATION

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