

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 applicants to the Honourable Mr. Justice Grauer at the courthouse at 800 Smithe Street, Vancouver, BC, V6Z 2E1 on Tuesday, May 28, 2013 at 9:30 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, October 3, 2012, October 19, 2012, October 26, 2012, November 28, 2012 and February 13, 2013 (the "**Seventh Extension Order**"), the Petitioners applied for, and were granted, further extensions of the relief in the Initial Order including the stay of proceedings.

4. The relief granted in the Seventh Extension Order expires on May 31, 2013. Accordingly, the Petitioners seek an extension of the Initial Order to August 30, 2013.
5. The Petitioners continue to work through the claims process in the expectation of formulating a plan of compromise and arrangement and 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. Affidavit #11 of Eric Dutcyvich, sworn May 24, 2013;
2. 7th Report of the Monitor, to be filed;
3. Initial Order made June 21, 2012;
4. the pleadings and other materials filed herein; and
5. such further and other material as counsel may advise and this Honourable Court may allow.

The applicants estimate that the application will take 5 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 Mr. Justice Grauer, who is seized of this matter. **The date and time of this application have been arranged through Trial Scheduling.**

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).

Dated

May 23, 2013

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

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
- ☒ other

Schedule "A"

No. S-124409
Vancouver Registry

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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>

Department of Justice Canada Attention: Neva Beckie Charles Fugere Email: Neva.beckie@justice.gc.ca Charles.fugere@justice.gc.ca <i>Counsel for Her Majesty the Queen in Right of Canada (Canada Revenue Agency)</i>	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 <i>Counsel for Her Majesty the Queen in Right of the Province of British Columbia</i>
Alexander Holburn Beaudin & Lang LLP Attention: David A. Garner Michael Roche Email: dgarner@ahbl.ca mroche@ahbl.ca <i>Counsel for David Dutcyvich and 3L Cattle Company Limited</i>	Miller Thomson LLP Attention: Charles W. Bois Email: cbois@millerthomson.com <i>Counsel for SMS Equipment Inc.</i>

NO. S-124409
VANCOUVER REGISTRY

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

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
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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.

ORDER MADE AFTER APPLICATION

BEFORE) THE HONOURABLE) TUESDAY, THE 28th DAY
) MR. JUSTICE GRAUER) OF MAY, 2013

ON THE APPLICATION of the Petitioners coming on for hearing at 800 Smithe Street, Vancouver, BC, V6Z 2E1, on the 28th day of May, 2013; AND ON HEARING Mary I.A. Buttery, counsel for the Petitioners, and those other counsel listed on Schedule "A" hereto; AND UPON READING the materials filed herein:

THIS COURT ORDERS that:

1. 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 6, 2012, October 3, 2012, October 19, 2012, October 26, 2012, November 28, 2012 and February 13, 2013, is hereby continued and extended to August 30, 2013.
2. The approval of this Order by counsel appearing, other than counsel for the Petitioners, is hereby dispensed with.

THIS COURT REQUESTS:

3. 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)

BY THE COURT

REGISTRAR

SCHEDULE "A"

LIST OF COUNSEL

NAME	PARTY REPRESENTED

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LTD., DOMINION LOG SORT LTD. AND CENTRAL COAST
INDUSTRIES LTD.

PETITIONERS

ORDER MADE AFTER APPLICATION

DAVIS LLP
Barristers & Solicitors
2800 Park Place
666 Burrard Street
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Tel. No. 604.687.9444
Fax No. 604.687.1612

File No. 47597-00052

MUB/sxl

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