

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

ORDER MADE AFTER APPLICATION

BEFORE) THE HONOURABLE) WEDNESDAY, THE 11TH
) MR. JUSTICE GRAUER) DAY OF JULY, 2012.
))

ON THE APPLICATION of C. & E. Roadbuilders Ltd. ("**C&E**") and Lemare Lake Logging Ltd. (collectively the "**Applicants**") coming on for hearing at 800 Smithe Street, Vancouver, B.C., V6Z 2E1, on the 11th day of July, 2012, and on hearing Mary I.A. Buttery and H. Lance Williams, counsel for the Petitioners, and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the Second Affidavit of Eric Dutcyvich sworn July 9, 2012;


THIS COURT ORDERS AND DECLARES THAT:

1. In relation to the Cape Scott head contract dated April 2, 2012, between International Power Canada Inc. and GDF Suez and AMEC Black & McDonald Joint Venture, pursuant to which C&E is the subcontractor to the subcontractor 3 Nations Construction

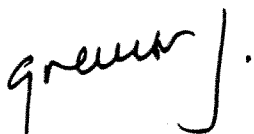
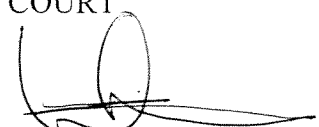
Ltd. (the “**Cape Scott Contract**”) and the Kokish Run of the River contract dated March 12, 2012 between Kwagis Power Ltd. and Kiewit Corporation, pursuant to which the Applicants are the subcontractor to the subcontractor Namgis Excavating Limited Partnership (the “**Kokish Contract**”):

- (a) with the consent of the Monitor, the Applicants are hereby permitted to pay from the proceeds of the Cape Scott Contract and the Kokish Contract, respectively, those debts incurred prior to the granting of the Initial Order herein (“**Pre-filing Debts**”) which relate to the Cape Scott Contract or the Kokish Contract, respectively, and are capable of being the subject matter of a lien on any third party pursuant to the *Builders Lien Act*, S.B.C. 1997, c. 45 or any other statute, or otherwise grant any party the right to set-off or otherwise withhold any payment due to the Applicants; and
 - (b) in the event that any party is permitted by contract or otherwise to withhold any payment due under the Cape Scott Contract or the Kokish Contract until such time as some or all of the Pre-filing Debts are paid, the Applicant are hereby permitted to pay that portion of the Pre-filing Debts, with the consent of the Monitor.
2. Endorsement of this Order by counsel appearing on the Application, other than counsel for the Petitioners is hereby dispensed with.

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


BY THE COURT


REGISTRAR

Schedule "A"

(List of Counsel)

Name	Party Represented
B. LABOIE	CANADA CULVERT AND METAL PRODUCTS.
R. MORSE	TORONTO DOMINION BANK
M. VERBRUGGE	MONTELL, AZUAREZ & MARSAZ CANADA INC.

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