



NO. S-138873
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 AND ARRANGEMENT
OF ARTHON INDUSTRIES LIMITED, ARTHON CONTRACTORS INC.,
ARTHON EQUIPMENT LTD., COALMONT ENERGY CORP.,
ROBEKA PROJECTS INC. AND 0755049 B.C. LTD.

PETITIONERS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)	MONDAY, THE 9 TH DAY OF
MR. JUSTICE SEWELL)	DECEMBER, 2013
)	

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 9th day of December, 2013; AND ON HEARING H. Lance Williams, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the First Affidavit of Kerry Ning Leong sworn November 28, 2013; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "**CCAA**"), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. Paragraph 38 of the Initial Order granted November 29, 2013 be and is hereby deleted and replaced as follows:

38. The Administration Charge and the DIP Lender's Charge (all as constituted and defined herein) shall constitute a mortgage, security interest, assignment by way of

security and charge on the Property. The Administration Charge shall rank in priority to all other security interests, trusts, liens, mortgages, charges and encumbrances and claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**"), in favour of any Person.

2. Endorsement of this Order by counsel appearing, 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:



Davis LLP (Mary I.A. Buttery, H. Lance Williams
and Tijana Gavric)
Lawyers for the Petitioners

BY THE COURT



REGISTRAR

SCHEDULE "A"

[illegible]

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LZW/sd