

No. H110166
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

1397225 ONTARIO LIMITED

PETITIONER

AND:

682202 B.C. LTD., KINGSWAY ARMS MANAGEMENT SERVICES INC., KINGSWAY ARMS HOLDINGS INC., KINGSWAY ARMS HOLDINGS B.C. LTD., PATRICK BYRNE also known as PATRICK CHARLES BYRNE, GRAHAM PARKER also known as GRAHAM M. PARKER also known as GRAHAM MELTON PARKER, CHAPLIN VENTURES LTD., MICHAEL CHAPLIN also known as MICHAEL R. CHAPLIN, COLTER INVESTMENTS (GP) LTD., COLTER INVESTMENTS LP also known as COLTER INVESTMENTS LIMITED PARTNERSHIP, 0780293 B.C. LTD. and HER MAJESTY THE QUEEN IN RIGHT OF CANADA

RESPONDENTS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE

MR JUSTICE COLTÉ

WEDNESDAY, THE 24TH DAY

OF APRIL, 2013

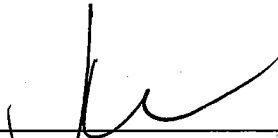
ON THE APPLICATION of Alvarez & Marsal Canada Inc., Court-appointed Receiver and Manager of 682202 B.C. Ltd. (the "Receiver"), coming on for hearing before me this day at 800 Smithe Street, Vancouver, BC; AND ON HEARING John I. McLean, Q.C., counsel for the Receiver, and those counsel listed on Schedule "A" hereto; AND ON READING the material filed herein;

THIS COURT ORDERS, DIRECTS AND AUTHORIZES:

1. the Receiver to market the assets of 682202 B.C. Ltd. for sale in accordance with the Sales Process set out in paragraph 13 of the Affidavit of Pam K. Boparai #1, sworn April 2, 2013 provided that any sale is subject to further approval of the Court;
2. the Receiver's activities for the period ending December 31, 2012 as set out in the Receiver's First and Second Reports filed herein are hereby approved;
3. the Receiver's Statement of Receipts and Disbursements for the period ending February 28, 2013, and Fees and Expenses for the period ending December 31, 2012 as set out in the Receiver's First and Second Reports filed herein are hereby approved;
4. the Receiver is authorized to pay such funds held by the Receiver that the Receiver considers to be surplus to its needs to 2242229 Ontario Inc. to a maximum of \$5,000,000 or such further amount as may be approved by subsequent Court Order; and
5. approval as to the form of the Order herein by counsel appearing, other than counsel for the Receiver, be and is hereby dispensed with.

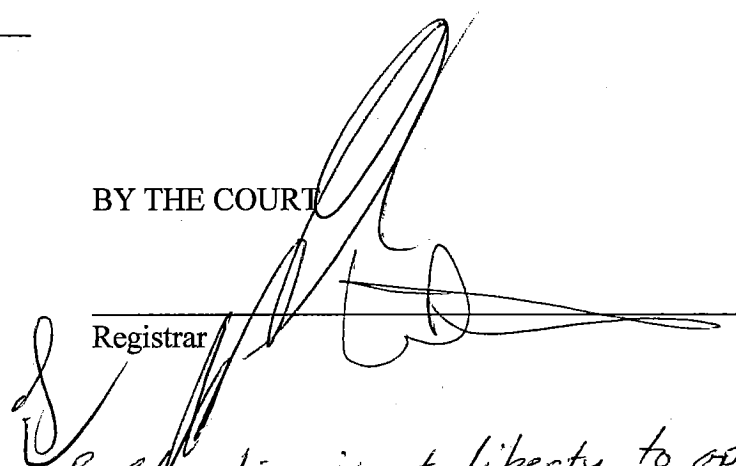
6. *See below.*

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS NOTED ABOVE:



Signature of lawyer for the Receiver
John I. McLean, Q.C.
Gowling Lafleur Henderson LLP

BY THE COURT



Registrar

6. *The Respondent Michael R. Chaplin is at liberty to apply on or before May 14, 2013 to vary this order in respect of the sale process or in respect of any issues related to the filing of a strata plan.*

SCHEDULE "A"

LIST OF COUNSEL

COUNSEL	ACT FOR:
J McLEW	PETITION
A JELITZKY	MICHAEL CHARLIN

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HOLDINGS INC., KINGSWAY ARMS HOLDINGS B.C.
LTD., PATRICK BYRNE also known as PATRICK
CHARLES BYRNE, GRAHAM PARKER also known as
GRAHAM M. PARKER also known as GRAHAM
MELTON PARKER, CHAPLIN VENTURES LTD.,
MICHAEL CHAPLIN also known as MICHAEL R.
CHAPLIN, COLTER INVESTMENTS (GP) LTD.,
COLTER INVESTMENTS LP also known as COLTER
INVESTMENTS LIMITED PARTNERSHIP, 0780293
B.C. LTD. and HER MAJESTY THE QUEEN IN RIGHT
OF CANADA

RESPONDENTS

ORDER
(sales process)

GOWLING LAFLEUR HENDERSON LLP
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Vancouver, BC V6C 2B5

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Fax No. 604-683-3558

File No. V37590

JIM/msh