



No. S-113550
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

AND

**IN THE MATTER OF WORLDSPAN MARINE INC., CRESCENT CUSTOM
YACHTS INC., QUEENSHIP MARINE INDUSTRIES LTD., 27222
DEVELOPMENTS LTD. AND COMPOSITE FRP PRODUCTS LTD.**

(the "Applicants")

**MONITOR'S
FOURTH REPORT TO COURT**

SEPTEMBER 16, 2011

Boale, Wood & Company Ltd.

Monitor appointed in the
Companies' Creditors Arrangement Act proceedings of
Worldspan Marine Inc. Crescent Custom Yachts Inc.,
Queenship Marine Industries Ltd., 27222 Developments Ltd.
and Composite FRP Products Ltd.

**Suite 1140 – 800 West Pender Street
Vancouver, BC V6C 2V6**

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I. CCAA PROCEEDINGS

On June 6, 2011 Worldspan Marine Inc. (“Worldspan”), Crescent Custom Yachts Inc. (“Crescent”), Queenship Marine Industries Inc. (“Queenship”), 27222 Developments Ltd. (“27222”) and Composite FRP Products Ltd. (“Composite”) (the “Applicants” or the “Companies”) obtained an Order from the Supreme Court of British Columbia (the “CCAA Order”) commencing proceedings under the *Companies’ Creditors Agreement Act* (the “CCAA”). Pursuant to the CCAA Order, Boale, Wood & Company Ltd. was appointed Monitor (the “Monitor”) by the Court.

The CCAA Order provided for a stay of proceedings against the Companies until June 23, 2011.

By Order dated June 23, 2011, the Supreme Court of British Columbia granted a further 30 day extension of the stay of proceedings to allow time for the Companies to finalize arrangements to complete the construction of the Sargeant Yacht and work on a restructuring plan for the stakeholders.

By Order dated July 22, 2011, the Supreme Court of British Columbia granted and imposed the following:

- A further extension of the stay of proceedings to September 20, 2011;
- A creditor claims process, outlining the procedure for creditor notification, submission and adjudication of claims, along with a claims filing deadline of September 9, 2011; and
- The appointment of a Vessel Construction Officer (“VCO”) in order to carry out, among other things, a completion cost analysis of the vessel.

By Order dated August 29, 2011, the Federal Court of Canada imposed the following:

- A procedure, in addition to the CCAA notice process, by which the Monitor must notify all creditors who wish to file maritime claims that they must do so by the claims filing deadline of September 9, 2011, by filing a claim with the Monitor;
- A further procedure by which the Monitor must thereafter notify those that have declared they have “maritime claims” that they must also then file an affidavit supporting their claims in the Federal Court of Canada; and
- The authority, with further permission of the Courts, to schedule a hearing of the claims and/or seek an order dealing with Vessel.

The next hearing is planned for September 19, 2011 in the Supreme Court of British Columbia, at which hearing the Companies will seek, among other orders, a further extension of the stay of proceedings and other related relief.

Certain documentation with respect to the CCAA Proceedings is available on the Monitor’s website at <http://www.boalewood.ca/2011/06/06/worldspan-marine-inc-et-al/>

II. PURPOSE AND LIMITATIONS OF THE MONITOR'S FOURTH REPORT

The purpose of the Monitor's Fourth Report is to update the Court on the activities of the Company, Monitor and VCO in these CCAA Proceedings since the Order of July 22, 2011.

This Report has been prepared by the Monitor based on information obtained from the records of the Companies, discussions with management of the Companies and other professional advisors retained in this matter.

The financial information received from the Companies has not been audited, reviewed or otherwise verified by the Monitor as to its accuracy or completeness. As a result, readers are cautioned that this report has been prepared solely for the purposes of these proceedings and may not be suitable for any other purposes. The Monitor does not express an opinion or other form of assurance on the financial information presented in this report.

In addition, the Monitor assumes no responsibility or liability for and disclaims any and all liability for any loss or damage incurred by any party as a result of the use of this report in any manner or as a result of the circulation, publication or reproduction of it. Any use which any party makes of this report or any reliance on any decisions made based on it are the responsibility of that party.

III. MONITOR'S REPORT ON CLAIMS PROCESS

On August 17, 2011 the Monitor provided a report to the Court dealing specifically with the Claims Process and confirming that the Monitor had placed an advertisement in the Province Newspaper and sent out a Notice to creditors and Proof of Claim package as required by the Order dated July 22, 2011.

On August 30, 2011 the Monitor sent a further Notice to Creditors and arranged a further newspaper advertisement pursuant to an Order of the Federal Court of Canada dated August 24, 2011. Copies of the Notice to Creditors, Affidavit of Mailing and newspaper advertisement are attached, collectively, as Appendix A to this report.

On August 30, 2011 the Monitor was advised by the accountant for the Companies that nine creditors had inadvertently been omitted from the list of creditors originally provided to the Monitor. The Monitor immediately sent the notices referred to above to these creditors. Only 3 of these creditors have since filed claims with the Monitor all of which were received prior to the claims bar date.

The Monitor has now reviewed and recorded all Proofs of Claim received prior to the claims bar date. A summary of these claims is attached as Appendix B to this report. At the date of this report the Monitor has not completed its review of the claims submitted for completeness and validity.

On September 9, 2011 the Monitor sent out a notice to creditors that sought to declare "maritime claims" as required pursuant to the Federal Court of Canada Order dated August 24, 2011. A copy of this notice and affidavit of mailing is attached as Appendix C to this report.

IV. ACTIVITIES OF COMPANIES' MANAGEMENT AND LEGAL COUNSEL

Since the last hearing on July 22, 2011, the activities of the Companies' management and legal counsel have included the following:

- Communicating with a brokerage firm to assist in selling the Sargeant Yacht in the event an Order is made to have the vessel sold and a marketing strategy to expose the vessel to the market;
- Correspondence, discussions and attendance at Court regarding the VCO appointment and charge against the vessel for the VCO's costs;
- Correspondence and discussions regarding the payment of the outstanding property taxes;
- Negotiations with a prospective purchaser of the land and building owned by 27222 Developments Ltd.; and
- Preparation for the hearing planned for September 19, 2011

The Monitor has been advised by management that the first mortgagee on the property, CSpan Financial B.C. Inc., has paid by certified cheque 50% of the outstanding property taxes plus accrued interest to the District of Maple Ridge in order to avoid final redemption of the property that would have occurred if this payment was not received by the District of Maple Ridge before September 27, 2011.

V. MONITOR'S ACTIVITIES

Since the last hearing the Monitor's activities have included the following:

- Meeting and discussions with management regarding the CCAA proceedings including the VCO appointment, claims process, payment of the outstanding property taxes and restructuring options;
- Meetings and Discussions with Counsel regarding the claims process, VCO appointment and other Court applications in these proceedings;
- Discussion with a representative of the VCO to obtain progress report on the completion cost analysis of the vessel;
- Preparing and mailing out notices to creditors and arranging required advertising;
- Responding to calls from creditors regarding the claims process and completing the Proof of Claim form;
- Responding to various calls from Respondents regarding the claims process;
- Reviewing and sorting the various claims received;
- Review of actual cash receipts and disbursements and comparing to projected results;
- Preparation of reports to the Court; and
- Updating the Monitor's website with respect to the CCAA proceedings.

VI. MONITOR'S REPORT ON CASH FLOWS

The Monitor has reviewed the actual cash inflows and outflows of the Companies for the period up to August 19, 2011. A comparison of the actual cash inflows and outflows to the projected cash inflows and outflows up to August 19, 2011 is attached as Appendix D to this report. The Monitor's comments on the actual cash flows versus the projected cash flows are as follows:

- Cash inflows from receivable collections were considerably higher than budgeted due to an extension of the contract to manufacture rail car covers;
- Cash outflows to supplier Comp One for resin materials are higher than budgeted due to the increase in materials required to manufacture the additional rail car covers ordered; and
- The Property Taxes were not paid in August as had been projected by the Companies. Accordingly there is a variance of \$608,000. As indicated earlier in my report, management has advised the Monitor that arrangements are being made to pay a portion of the outstanding taxes before September 27, 2011 to avoid final forfeiture of the property.
- The cash outflows for payment of restructuring professional fees are approximately \$30,000 lower than projected. Actual restructuring fees and disbursements (including billed & WIP) to date are estimated to be approximately \$300,000 which fees are significantly higher than initially projected. The difference is a result of the Companies having insufficient funds to pay these costs. The actual restructuring costs are considerably higher than initially projected due the significant number of Court applications in these proceedings.

The Monitor confirms that since the commencement of the CCAA proceedings, the Companies have kept current with its remittances for employee source deductions and the Harmonized Sales Tax.

The Monitor has also been advised by management that since the last hearing no further orders to manufacture railcar covers have been placed. Although management still anticipates further orders to be placed the timing of these orders is uncertain.

Management has laid-off all but one employee and has reduced expenses as much as possible pending further orders being placed for the manufacture of rail car covers. Management has advised that ongoing overhead expenses estimated to be less than \$10,000 per month will be paid by CSpan Financial B.C. Inc.

VI. RESTRUCTURING OPTIONS

The Monitor has been advised by management that the restructuring plan cannot be finalized until it is determined if the Sargeant Yacht is going to be completed by Mr. Sargeant or sold and in either case if the Companies will be involved in completing the construction of the vessel.

Management has also indicated that negotiations are ongoing with a prospective purchaser of the land and building. We understand that these negotiations include a lease back arrangement for a portion of the building that would allow construction of the Sargeant Yacht to be completed on the premises. The monthly rent be proposed would be considerably less than the current monthly mortgage obligations.

The Monitor concurs with management that finalizing a restructuring plan cannot be done until a decision is made by the Court with respect to the completion and/or sale of the Sargeant Yacht. The Monitor is also of the view that further advancing the claims process, including the determination of the amount and priority of the creditors' claims, will assist the Companies in finalizing a restructuring plan.

VII. PROGRESS OF VESSEL CONSTRUCTION OFFICER

The Monitor has spoken to a representative of the VCO and was advised that commencement of the cost completion analysis of the vessel was delayed until early September due to certain confidentiality issues that required resolution prior to work be started.

The representative advised that the VCO would be providing a brief report to the Court prior to the hearing planned for September 19, 2011.

VIII. CONCLUSIONS AND RECOMMENDATION

The Companies are requesting that the stay be extended a further 88 days that will allow time for the following:

- Completion of the cost completion analysis of Sargeant Yacht by the VCO;
- Determination by the Court with respect to the completion and/or sale of Sargeant Yacht;
- Advancing the claims process and commence dealing with disputed claims; and
- Continuing efforts towards formalizing a restructuring plan for the Companies creditors that may include, as an interim measure, a sale of the land and building.

To ensure that legal and professional fees do not continue to mount and potentially jeopardize a restructuring plan, the Monitor believes it is critical that a determination with respect to the sale and/or construction of Sargeant Yacht be made soon so a formal plan of arrangement can be completed and presented to the creditors.

The Monitor further understands that a significant portion of the restructuring fees to date relate to litigation and disputes surrounding the Sargeant Yacht. In light of this, the Monitor is of the view that it is not equitable for the Administration Charge to attach solely to the real property. The Monitor is of the view that, if possible, the Administration Charge should charge all assets of the Petitioners, including the Sargeant Yacht.

The Monitor is of the view that the management of the Companies have been cooperative and are continuing to act in good faith and with due diligence. Based on the information currently available, the Monitor also believes that the relief being sought by the Companies is reasonable and that the stakeholders will not be materially prejudiced by a

further extension of the stay of proceedings being sought. Accordingly, the Monitor respectfully recommends that the Court grant the extension.

DATED at Vancouver, British Columbia, this 16th day of September, 2011.

Boale, Wood & Company Ltd.

Monitor Appointed in the *Companies'*
Creditors Arrangement Act Proceedings of
Worldspan Marine Inc. Crescent Custom Yachts Inc.,
Queenship Marine Industries Ltd., 27222 Developments Ltd.
and Composite FRP Products Ltd.



Per: John D. McEown, CA, CIRP

APPENDIX A

NOTICE TO CREDITORS & NEWSPAPER ADVERTISEMENT

NOTICE TO CREDITORS

**IN THE MATTER OF WORLDSPAN MARINE INC., CRESCENT CUSTOM YACHTS INC.,
QUEENSHIP MARINE INDUSTRIES LTD., 27222 DEVELOPMENTS LTD. and COMPOSITE
FRP PRODUCTS LTD.**

**Federal Court of Canada, Case No. T-1226-10
British Columbia Supreme Court, Case No. S113550**

TAKE NOTICE that:

- The vessel, a 144' tri deck motor yacht currently under construction at Crescent Yachts and bearing hull number "QE14226C010" (the "Vessel"), is under arrest at 27222 Loughheed Highway, Maple Ridge, British Columbia, by Warrant issued by the Federal Court of Canada on July 28, 2010.
- On June 6, 2011, the owner of the Vessel, Worldspan Marine Inc., as well as Crescent Custom Yachts Inc., Queenship Marine Industries Ltd., 27222 Developments Ltd. and Composite FRP Products Ltd. (collectively, the "Companies"), filed for protection under the *Companies' Creditors Arrangement Act* in the British Columbia Supreme Court.
- On July 22, 2011, Mr. Justice Pearlman of the British Columbia Supreme Court pronounced an Order setting out a claims process for all creditors of the Companies (the "Claims Process Order").
- Pursuant to the terms of the Claims Process Order, the court-appointed monitor of the Companies, Boale, Wood & Company Ltd. (the "Monitor"), notified all known creditors of the Companies that if they wished to make a claim against the Companies that they must provide to the Monitor a Proof of Claim in the form specified in the Claims Process Order.
- On August 24, 2011, Prothonotary Lafreniere in the Federal Court of Canada pronounced an Order that the Monitor further specifically advise all known current or potential *in rem* creditors that those who wish to pursue a Maritime Claim against the Vessel are required to file a Proof of Claim in which they specify whether they wish to assert a Maritime Claim.

Any such claimant who has already filed a Proof of Claim with the Monitor and now wishes to assert a Maritime Claim against the Vessel may, on or before **5:00 P.M. (PST) SEPTEMBER 9, 2011**, notify the Monitor to amend their filed Proof of Claim in this regard.

ANY SUCH CLAIMANT WHO DOES NOT FILE A PROOF OF CLAIM WITH THE MONITOR AND WHO DOES NOT SPECIFY THEREIN OR MAKE KNOWN TO THE MONITOR BY 5:00 P.M. (PST) ON SEPTEMBER 9, 2011 THAT THEY WISH TO ASSERT A MARITIME CLAIM AGAINST THE VESSEL IS FOREVER BARRED FROM MAKING A MARITIME CLAIM AGAINST THE VESSEL.

The form of Proof of Claim and other claims process information can be obtained directly from the Monitor, Boale, Wood & Company Ltd., Attention: Mr. John McEown, Suite 1140 – 800 West Pender Street, Vancouver, BC V6C 2V6 or via their website at <http://www.boalewood.ca>.

IN THE MATTER OF
WORLDSPAN MARINE INC.,
CRESCENT CUSTOM YACHTS
INC., QUEENSHIP MARINE
INDUSTRIES LTD., 27222
DEVELOPMENTS LTD., and
COMPOSITE FRP PRODUCTS LTD.

**NOTICE TO *IN REM* MARITIME
CLAIMANTS**

TAKE NOTICE that on August 24, 2011, the Federal Court of Canada pronounced an Order dealing with maritime claims that are or are intended to be made in the Federal Court against the vessel "QE014226C010" (the "Vessel"). The Vessel is a 144' tri deck motor yacht currently under construction at Crescent Yachts at 27222 Lougheed Highway, Maple Ridge, British Columbia, Canada. The Vessel is currently under arrest by warrant of the Federal Court.

The Federal Court Order is made following the British Columbia Supreme Court Order (the "Claims Process Order") on July 22, 2011 setting out a claims process for all creditors of the owner of the Vessel, Worldspan Marine Inc., as well as Crescent Custom Yachts Inc., Queenship Marine Industries Ltd., 27222 Developments Ltd. and Composite FRP Products Ltd.

Pursuant to the terms of the Claims Process Order, claimants who wish to pursue maritime claims are required to file a Proof of Claim and specify whether they wish to assert a maritime claim.

TAKE NOTICE that creditors having an *in rem* maritime claim against the Vessel that have not already filed such a claim with the Monitor must deliver to the Monitor a Proof of Claim on or before **5:00 p.m. PST, FRIDAY, SEPTEMBER 9, 2011.**

Any creditor who has already filed a Proof of Claim with the Monitor and now wishes to assert an *in rem* maritime claim against the Vessel may, on or before **5:00 p.m. PST, FRIDAY, SEPTEMBER 9, 2011**, notify the Monitor to amend their claim in this regard.

ANY CLAIMANT WHO DOES NOT FILE A PROOF OF CLAIM WITH THE MONITOR AND WHO DOES NOT SPECIFY THEREIN OR MAKE KNOWN TO THE MONITOR BY FRIDAY, SEPTEMBER 9, 2011 AT 5, P.M. PST THAT THEY WISH TO ASSERT A MARITIME CLAIM AGAINST THE VESSEL IS FOREVER BARRED FROM MAKING A MARITIME CLAIM AGAINST THE VESSEL

A Proof of Claim package may be obtained from the Monitor's webpage located at <http://www.boalewood.ca> or by contacting the Monitor at the following address:

Boale, Wood & Company Ltd.
1140 - 800 West Pender Street
Vancouver, B. C., V6C 2V6
Attn: Mr. John McEown
Tel: (604) 605-3335
Fax No. (604) 605-3359
jmceown@boalewood.ca

APPENDIX B

SUMMARY OF CLAIMS SUBMITTED

Worldspan Marine Inc. et al Claims Summary

Type	Creditor's Name	Amount per S.O.A.	Claim Submitted	Date Received	Debtor	Notes
S	CANADA REVENUE AGENCY	\$174,525.22	\$234,487.10	9/9/2011	Queenship Marine Ind	
S	CATERPILLAR FINANCIAL SERVICES	1,438,481.03	1,469,260.05	9/8/2011	Worldspan Marine Inc.	3
S	CHRIS BLANE	1,574,091.15	1,574,091.15	9/7/2011	27222 Developments	
S	CNC MANUTECH LTD.	124,995.00	219,000.00	9/8/2011	Worldspan Marine Inc.	
S	CSPAN FINANCIAL B.C. INC.	5,277,073.71	6,008,950.95	9/8/2011	Worldspan Marine Inc.	
S	CSPAN	315,596.60				
S	DISTRICT OF MAPLE RIDGE	454,329.83	615,296.88	8/16/2011	27222 Developments	
S	GRAND BANKS NORTHWEST	7,580.85	14,720.77	9/9/2011	Worldspan Marine Inc.	
S	JONES, GABLE & COMPANY LTD.	700,000.00	700,000.00	9/8/2011	Worldspan Marine Inc.	
S	MINISTRY OF LABOUR	1,209,481.23	1,223,289.47	9/9/2011	27222 Developments	4
S	STEVEN BARNETT	1,574,091.15	1,482,923.95	9/7/2011	Worldspan Marine Inc.	
S	SUPREME FUELS TRADING FZE	-	4,893,804.44	9/9/2011	Worldspan Marine Inc.	3
Sub Total for Secured		12,850,245.77	18,435,804.76			
M	ACCURATE SCREEN LTD.	1,869.00	1,946.10	8/25/2011	Crescent Custom Yachts	1
M	ARROW TRANSPORTATION SYSTEMS INC.	-	50,000.00	8/31/2011	Crescent Custom Yachts	1
M	CAPRI INSURANCE SERVICES LTD.	-	45,573.63	9/9/2011	Worldspan Marine Inc.	5
M	COMAR ELECTRICAL SERVICES LTD.	18,488.65	16,290.82	9/9/2011	Crescent Custom Yachts	
M	COMFORT AGENCIES INC.	6,049.05	6,049.05	8/19/2011	Crescent Custom Yachts	
M	COMPOSITES ONE LLC	46,340.31	51,271.24	9/8/2011	Crescent Custom Yachts	
M	CONTINENTAL HARDWOOD CO.	12,576.00	15,614.99	8/31/2011	Crescent Custom Yachts	1
M	EMCO CORP.	9,501.07	12,351.37	8/26/2011	Crescent Custom Yachts	
M	HIGH SEAS TRADING CO.	42,300.00	41,800.00	9/8/2011	Crescent Custom Yachts	
M	MARINE EXHAUST SYSTEM INC.	19,450.00	25,161.22	8/25/2011	Crescent Custom Yachts	
M	MOHAMMAD ANWAR FARID AL-SALEH	-	28,800,000.00	9/9/2011	Worldspan Marine Inc.	6
M	OFFSHORE INTERIORS INC.	293,754.58	659,011.85	9/6/2011	Worldspan Marine Inc.	
M	PACIFIC PIPE & PUMP LLC	15,953.88	15,353.88	9/9/2011	Crescent Custom Yachts	
M	PACIFIC POWDER COATING	2,163.98	2,030.96	9/2/2011	Crescent Custom Yachts	2
M	PAYNES MARINE GROUP	31,979.59	35,833.17	8/31/2011	Crescent Custom Yachts	1
M	RAIDER-HANSEN INC.	62,511.04	64,460.02	9/9/2011	Crescent Custom Yachts	1
M	RESTAURANT DESIGN & SALES LLC	206,930.00	254,383.28	8/31/2011	Crescent Custom Yachts	1
M	SHER-LOK HOSE & FITTINGS	6,859.32	8,146.31	9/8/2011	Crescent Custom Yachts	
M	UNIFIED ALLOYS	5,400.00	5,384.26	9/7/2011	Crescent Custom Yachts	
M	WORLDSPAN MARINE	-	6,643,082.59	9/9/2011	Crescent Custom Yachts	7
Sub Total for Maritime		782,126.47	36,753,744.74			
U	A&A CUSTOM BROKERS CANADA	23,126.46				
U	A&M WOOD SPECIALTY	300.98				
U	A. J. FORSYTHE	5,099.71	4,599.71	9/8/2011	Crescent Custom Yachts	
U	ABS AMERICAS	450.00				
U	ACKLANDS GRAINGER	1,505.77				
U	ADP	-				
U	AIR LIQUIDE	4,541.06				
U	AIRTECH INTERNATIONAL	56.87				
U	AJS MILLWORK	1,134.00				
U	ALASKAN COPPER & BRASS COMPANY	7,016.42	7,296.23	8/18/2011	Crescent Custom Yachts	
U	ALLEY, MAASS, ROGERS & LINDSAY, P.A.	20,513.72	23,351.40	9/7/2011	Worldspan Marine	
U	ALLIED WIRE AND CABLE	19,250.56	20,020.00	8/30/2011	Crescent Custom Yachts	
U	ALL-WEST COMPONENTS & FASTENERS INC.	1,044.00				
U	AMERICAN BUREAU OF SHIPPING	-	450.00	9/9/2011	Crescent Custom Yachts	
U	ANDREW SHERET LIMITED	4,280.83	5,294.93	9/6/2011	Crescent Custom Yachts	
U	ANNE STARR AGENCIES	6,457.82				
U	ARCTURUS MARINE	30,818.18				
U	ARNOLD'S RENTALS	79.64				
U	ARROW TRANSPORTATION SYSTEMS INC.	-	200,000.00	8/31/2011	Crescent Custom Yachts	1
U	AUSTIN ICF PRODUCTS	184.80	184.80	8/25/2011	Crescent Custom Yachts	
U	BANCROFT WESTERN	2,149.85	2,149.85	9/7/2011	Crescent Custom Yachts	
U	BARTLE & GIBSON CO. LTD.	4,876.64	5,112.04	8/31/2011	Queenship Marine Ind	
U	BC HYDRO & POWER AUTHORITY	4,400.00	2,846.12	8/18/2011	Queenship Marine Ind	
U	BC SAFETY AUTHORITY	-	543.00	8/18/2011	Queenship Marine Ind	
U	BIG STEEL BOX	-				
U	BRITISH COLUMBIA YACHT BUILDING	300.00	3,400.00	9/9/2011	Crescent Custom Yachts	
U	BULLDOG ENTERPRISES	72.71				
U	BURNABY INSULATION	2,914.12				
U	CANADA REVENUE AGENCY	-	1.00	9/9/2011	Crescent Custom Yachts	
U	CANADA REVENUE AGENCY	-	1.00	9/9/2011	Composite FRP Products	

Worldspan Marine Inc. et al Claims Summary

Type	Creditor's Name	Amount per S.O.A.	Claim Submitted	Date Received	Debtor	Notes
U	CANADA REVENUE AGENCY	-	1.00	9/9/2011	27222 Developments	
U	CANADA REVENUE AGENCY - GST - Surrey,	-	31,616.12	9/9/2011	Worldspan Marine Inc.	
U	CANADA REVENUE AGENCY - PAYROLL -	-				
U	CANADIAN SPRINGS WATER CO.	4,867.15	4,845.64	8/26/2011	Queenship Marine Ind	
U	CANON	317.55	317.55	8/26/2011	Queenship Marine Ind	
U	CANTALUPI USA	27,352.76				
U	CAPITALSPAN, LLC	-	15,810.45	9/8/2011	Worldspan Marine Inc.	
U	CAPRI INSURANCE SERVICES LTD.	81,027.25	71,634.61	9/9/2011	Worldspan Marine Inc.	5
U	CSPAN FINANCIAL	-	25,922.28	9/8/2011	Worldspan Marine Inc.	
U	CBSC CAPITAL INC	2,821.34				
U	CD NOVA	1,415.40	1,415.40	8/15/2011	Crescent Custom Yachts	
U	CHRIS BLANE	-	482,000.00	9/7/2011	27222 Developments	
U	CLOVERDALE PAINT	1,084.23	1,069.58	8/22/2011	Crescent Custom Yachts	
U	CNC MANUTECH LTD.	93,995.99				
U	COATES HEATER COMPANY	1,612.00				
U	CORIX UTILITIES INC.	3,239.04	2,159.36	9/1/2011	Queenship Marine Ind	
U	CR MAGNETICS, INC	3,585.84	3,585.84	8/30/2011	Crescent Custom Yachts	
U	CROWN WALLPAPER	7,635.09				
U	CROW'S NEST YACHTS	810.50				
U	CULLEN DIESEL POWER	5,846.65				
U	CURRENT SALES CORPORATION, THE	52,281.39	52,281.39	9/6/2011	Crescent Custom Yachts	
U	CUSTOM GASKETS	305.97				
U	DECKHAND DETAILING	228.38				
U	DEPCO PUMP COMPANY INC.	731.28	731.28	9/9/2011	Crescent Custom Yachts	
U	DESIGNED IMAGES	1,620.00				
U	DHL	1,728.63				
U	DISTRICT OF MAPLE RIDGE	123,553.56				
U	DOMETIC	5,008.04				
U	DRSA	19,038.99				
U	E. B. HORSEMAN & SON	403.95	538.26	8/26/2011	Queenship Marine Ind	
U	ECS ELECTRICAL CABLE SUPPLY LTD.	600.00	681.39	8/22/2011	Crescent Custom Yachts	
U	FABCO PLASTICS WESTERN (B.C.) LIMITED	4,166.43	4,166.43	8/22/2011	Crescent Custom Yachts	
U	FEDEX	380.13				
U	FISHERIES SUPPLY INC.	10,548.31	10,358.44	8/18/2011	Crescent Custom Yachts	
U	FRASER VALLEY FIRE PROTECTION	1,926.40	2,044.31	8/16/2011	Crescent Custom Yachts	
U	FREEMAN MARINE	75,385.12				
U	FRONTIER POWER PRODUCTS	1,574.12	2,574.12	8/24/2011	Crescent Custom Yachts	
U	GARVEY SHUBERT BARER	2,004.84				
U	GREEN VALLEY PEST CONTROL	630.68				
U	GREG PEARSON	255.00				
U	GURIT	34,780.00				
U	IMTRA MARINE PRODUCTS	10,772.66	10,772.66	8/22/2011	Crescent Custom Yachts	
U	INNOVATIVE MFG	3,536.97	4,432.47	8/30/2011	Crescent Custom Yachts	
U	IRION MACHINE LTD.	69,615.48	40,236.62	9/6/2011	Crescent Custom Yachts	
U	J. HOMCHICK INC	22,366.08				
U	JASTRAM ENGINEERING	263.00				
U	JOHNSON CONTROLS L.P.	1,404.00	1,404.00	9/6/2011	Queenship Marine Ind	
U	JQB LTD.	-				
U	KAHLENBERG BROTHERS CO	3,714.00				
U	LANG MICHENER	48,470.50				
U	LORDCO AUTO PARTS	-				
U	LOWRY SALES B.C. LTD.	3,964.23	3,964.23	9/8/2011	Crescent Custom Yachts	
U	MAPLE LEAF DISPOSAL LTD.	2,340.45	4,052.25	9/8/2011	Worldspan Marine Inc.	
U	MARINE HARDWARE	2,292.20				
U	MCKILLICAN CANADIAN INC.	1,708.71	1,674.20	9/2/2011	Queenship Marine Ind	
U	MCMMASTER-CARR SUPPLY	1,195.18	1,195.18	8/24/2011	Crescent Custom Yachts	
U	MCMILLAN LLP	-	71,762.51	9/8/2011	Worldspan Marine Inc.	
U	MCMILLAN LLP	-	6,358.28	9/8/2011	27222 Developments	
U	MCMILLAN LLP	-	2,350.39	9/8/2011	Crescent Custom Yachts	
U	MCMILLAN LLP	-	874.55	9/8/2011	Queenship Marine Ind	
U	MEDICAL SERVICES PLAN OF B. C.	36,161.04				
U	MINISTER OF FINANCE AND CORP. RELATIONS	-				
U	MINISTRY OF AGRICULTURE	1,649.75				
U	MPH SUPPLY	834.71	971.33	8/26/2011	Queenship Marine Ind	
U	MUIR C/O NORTHWEST MARINE	56,418.00				
U	MULTITRENDS ITNET SERVICES	5,376.45	5,376.45	8/18/2011	Crescent Custom Yachts	
U	NAUTICAL STRUCTURES	5,595.90				

Worldspan Marine Inc. et al Claims Summary

Type	Creditor's Name	Amount per S.O.A.	Claim Submitted	Date Received	Debtor	Notes
U	NE SEAL INDUSTRIAL PRODUCTS LTD.	6,769.98	6,769.98	9/2/2011	Crescent Custom Yachts	
U	NEW LINE HOSE & FITTINGS	1,574.69				
U	NORTH WEST MARINE DISTRIBUTORS LTD.	-	8,167.74	8/31/2011	Crescent Custom Yachts	
U	NRD, LLC	87.39				
U	ONTRACK SYSTEMS INC.	55,450.00	77,850.00	8/23/2011	Worldspan Marine Inc.	
U	P.J. WHITE HARDWOODS	1,453.49	1,705.97	8/19/2011	Queenship Marine Ind	
U	PACIFIC COAST MARINE	-				
U	PACIFIC CONTROLS LTD.	429.65	359.93	8/16/2011	Queenship Marine Ind	
U	PACIFIC PANEL INC.	531.40				
U	PACIFIC YACHT MANAGEMENT	120.45				
U	POLAR BATTERY VANCOUVER LTD.	299.25	299.25	8/16/2011	Crescent Custom Yachts	
U	POWERTECH REPAIRS	337.69				
U	PROCURVE GLASS DESIGN	44,650.00	44,650.00	8/30/2011	Worldspan Marine Inc.	
U	REIMER EXPRESS LINES	15,395.83				
U	REVENUE SERVICES OF BRITISH COLUMBIA	-	36,700.43	9/9/2011	Queenship Marine Ind	
U	SABIC POLYMERSHAPES	2,946.30				
U	SAFETEK EMERGENCY VEHICLES, LTD.	676.86				
U	SAFETY AUTHORITY	650.00				
U	SANITHERM INC.	13,272.00				
U	SEA VISION	327.30				
U	SKYWAYWEST	378.00				
U	SOUND PROPELLER SERVICES, INC.	22,081.00	21,658.93	9/9/2011	Crescent Custom Yachts	
U	STEVEN BARNETT	-	1,713,117.40	9/7/2011	Worldspan Marine Inc.	
U	SUPERIOR PROPANE	670.17				
U	T. ROBERTS TECHNICAL SVCS	1,176.00	1,386.00	8/25/2011	Crescent Custom Yachts	
U	TEAKDECKING SYSTEMS	-				
U	TELIO & CIE INC.	3,797.22	3,797.22	8/23/2011	Crescent Custom Yachts	
U	TERASEN GAS INC.	1,549.53				
U	THE EMPIRE LIFE INSURANCE COMPANY	27,256.00	22,710.19	8/17/2011	Queenship Marine Ind	
U	THG USA	60,369.00				
U	TIDES MARINE INC.	5,301.40	5,286.40	8/30/2011	Crescent Custom Yachts	
U	TORBRAM ELECTRIC SUPPLY	17,522.15				
U	TRENDS ELECTRONICS	2,291.85	2,291.85	8/17/2011	Crescent Custom Yachts	
U	TROY LIFE & FIRE SAFETY LTD.	-	316.40	9/7/2011	Queenship Marine Ind	
U	TRU-CUT SHARPENING	832.27	817.79	8/31/2011	Crescent Custom Yachts	
U	TURNSTYLE DESIGNS LTD.	16,858.46				
U	U-LINE CORPORATION	1,167.00	1,167.00	9/6/2011	Queenship Marine Ind	
U	UNICRAFT MARINE PRODUCTS	488.00				
U	UNISTRUT BUILDING SYSTEMS	892.50	892.50	8/26/2011	Crescent Custom Yachts	
U	UPS CANADA	1,740.54				
U	VF VALVES & FITTINGS BROKERS INC.	1,167.05				
U	VILLAGE MARINE TEC.	17,000.00				
U	WELDON INDUSTRIES INC.	29,250.00				
U	WESTERN MARINE COMPANY	33,232.33				
U	WESTERN SAFETY PRODUCTS	718.61				
U	WILWAY LUMBER SALES INC	1,478.60	1,673.27	8/23/2011	Crescent Custom Yachts	
U	WISEWORTH CANADA	871.50	871.50	8/17/2011	Crescent Custom Yachts	
U	WOELLER CONTRACT INC	9,900.80	9,900.80	8/16/2011	Crescent Custom Yachts	
U	WOLRIGE MAHON	3,548.00				
U	YACHT TECH SOLUTIONS, INC.	69,852.10	69,772.09	9/6/2011	Crescent Custom Yachts	
U	YACHTFORUMS	6,600.00				
U	YACHTS INTERNATIONAL	4,500.00	4,500.00	8/16/2011	Worldspan Marine Inc.	
U	YACHTSIGN	19,608.00				
U	YOUNG & CUNNINGHAM	629.24				
Sub Total for Unsecured		1,498,715.06	3,181,091.27			
Grand Total		\$15,131,087.30	\$58,370,640.77			

Notes

- 1 Duplicate claim submitted for Worldspan Marine Inc.
- 2 Duplicate claim submitted for Queenship Marine ind.
- 3 Submitted as Secured and Maritime claim
- 4 Secured claim submitted for 27222 Developments and Maritime claims filed for other 3 companies
Also submitted identical unsecured claims
- 5 Duplicate claim submitted for Queenship Marine Ind., Crescent Custom Yachts, 27222 Developments
- 6 Claim amount based on damages awarded against Harry Sargeant. Duplicated claims submitted for all companies
- 7 Claim submitted references all companies

APPENDIX C

NOTICE TO MARITIME CREDITORS



INSOLVENCY CONSULTANTS & TRUSTEE IN BANKRUPTCY

1140 – 800 W Pender Street
Vancouver, BC V6C 2V6
Tel 604 605 3335
Fax 604 605 3359
www.boalewood.ca

NOTICE TO CREDITORS

Docket: T-1226-10

FEDERAL COURT

**ADMIRALTY ACTION *IN REM* AGAINST THE VESSEL “QE014226C010”
AND *IN PERSONAM***

BETWEEN:

OFFSHORE INTERIORS INC.

Plaintiff

and

**WORLDSPAN MARINE INC., CRESCENT CUSTOM YACHTS INC., THE
OWNERS AND ALL OTHERS INTERESTED IN THE VESSEL “QE014226C010”
AND THE VESSEL “QE014226C010”**

Defendants

TAKE NOTICE THAT:

- 1.) By Order dated August 24, 2011 of the Federal Court of Canada in the above court proceedings, the court-appointed Monitor, Boale, Wood & Company Ltd., was ordered to notify all creditors who wish to file maritime claims against the Vessel that they must do so by the claims filing deadline of September 9, 2011;
- 2.) In response to that notice, you have filed a proof of claim and have advised the Monitor that you wish to make a maritime claim against the Vessel;
- 3.) That Order of the Federal Court then provides that the Monitor must thereafter notify those persons who have made such maritime claims with the Monitor that those persons must also then file an affidavit in the above proceedings;
- 4.) The affidavit must contain all particulars and documents in support of the maritime claim against the Vessel, specifying the nature of the claim, in order that the Federal Court may determine if such a claim constitutes an *in rem* claim, and the priority position to be given to the claim;
- 5.) **The affidavit must be filed in the above proceedings, at the Federal Court Vancouver Registry at 701 West Georgia Street, 3rd Floor, Vancouver, British Columbia, on or before 4:00 p.m. PST on the 21st day following the day that the *in rem* creditor received this written notice; and**



Notice to Creditors

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- 6.) Where an *in rem* creditor does not file an affidavit as specified above with the time specified, the *in rem* claim of such creditor shall be barred unless the Federal Court grants an extension.**

Thereafter, you will be involved in those court proceedings and will be required to assert your claim in the manner to be determined by the Federal Court of Canada.

Further information can be obtained from the Monitor, Boale, Wood & Company Ltd., Attention: John McEown, Suite 1140 – 800 West Pender Street, Vancouver, BC V6C 2V6 or via their website at <http://www.boalewood.ca>

APPENDIX D

CASH FLOW VARIANCE ANALYSIS

**Worldspan Group of Companies
Cash Flow Statement
Variance Analysis**

	Actual To June 17	Actual Week Ending June 24	Actual Week Ending July 1	Actual Week Ending July 8	Actual Week Ending July 15	Actual Week Ending July 22	Actual Week Ending July 29	Actual Week Ending Aug 12	Actual Week Ending Aug 19	Total Actual	Total Budget	Variance
Production												
<i>Weekly production (canopies)</i>												
Opening Cash Position	\$ 40,753	\$ 32,388	\$ 25,990	\$ 44,321	\$ 11,789	\$ 28,102	\$ 14,081	\$ 58,125	\$ 31,329	\$ 40,753	\$ 40,753	\$ -
Cash Inflows												
AR Collections	82,460	-	47,880	-	105,616	-	61,712	-	-	297,668	183,540	114,128
Sale of Hulls and Superstructure	-	-	-	-	-	-	-	-	-	-	-	-
DIP Financing	-	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-	-
	82,460	-	47,880	-	105,616	-	61,712	-	-	297,668	183,540	114,128
Cash Outflows												
Production												
Comp One	31,069	-	20,692	14,261	16,736	2,497	-	-	246	85,501	31,069	(54,432)
Ralder Hansen	228	-	453	-	-	-	-	-	-	881	228	(453)
Maple Leaf Disposal	1,802	-	904	-	-	-	-	1,004	-	2,812	1,804	(1,008)
10 man crew	10,627	2,660	-	6,203	702	9,384	-	374	-	29,950	14,525	(15,425)
	42,828	2,660	22,049	20,464	17,438	11,881	-	1,378	246	118,944	47,626	(71,318)
Fixed Overheads												
Management/consulting	1,040	-	-	12,000	-	-	-	-	-	25,540	31,040	5,500
Jim Hawkins	2,773	-	3,035	-	2,824	-	-	3,010	3,035	14,677	13,865	(812)
Martin Birs	1,865	505	-	-	-	-	-	-	-	2,370	2,370	-
Chris Grimes-Goard	1,802	-	1,190	-	567	-	1,200	-	1,180	5,939	7,354	1,415
CRA withholdings	10,059	-	-	-	8,673	-	-	6,883	-	25,615	27,929	2,314
Hydro	2,512	-	-	-	-	-	-	1,311	-	3,823	6,512	2,689
Insurance	5,000	-	-	-	-	-	-	-	-	5,000	15,000	10,000
Terasen Gas	648	-	-	-	375	16	-	148	-	1,187	848	(339)
Bell Mobility	566	-	-	-	-	-	-	-	30	596	370	226
Telus	130	-	-	-	183	22	-	258	206	799	630	(169)
Internet	113	-	-	-	-	-	-	178	-	291	373	82
Sewage Inspection Orion	875	-	-	-	-	-	-	-	-	875	1,955	1,080
Golden Ears Alarm	-	-	-	-	2,398	-	-	-	-	-	146	(2,398)
Worksafe BC (WCB)	-	-	-	-	-	-	-	-	-	2,398	-	(2,398)
Property taxes	736	733	1,275	-	90	-	1,545	-	8,120	13,697	608,000	608,000
Miscellaneous	19,878	2,500	2,000	68	27,301	2,102	14,923	-	-	68,704	99,878	31,174
Professional Fees	-	-	-	-	29,454	-	-	-	-	29,454	29,100	(354)
HST Paid	47,997	3,738	7,500	12,068	71,865	2,140	17,668	25,418	12,571	200,965	848,702	647,737
	(8,365)	(6,388)	18,331	(32,532)	16,313	(14,021)	44,044	(26,796)	(12,817)	(22,241)	(712,788)	690,547
Cash Increase (Decrease)												
Closing Cash Position	\$ 32,388	\$ 25,990	\$ 44,321	\$ 11,789	\$ 28,102	\$ 14,081	\$ 58,125	\$ 31,329	\$ 18,512	\$ 18,512	\$ (672,035)	\$ 690,547