

HONORABLE MARC BARRECA  
Chapter 15

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UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

In Re	)	
	)	
BOALE, WOOD & COMPANY, LTD.,	)	NO. 11-19184
Foreign Representative of	)	
	)	
	)	[PROPOSED]
WORLDSPAN MARINE INC., <sup>1</sup>	)	
	)	ORDER RECOGNIZING FOREIGN
Petitioners.	)	PROCEEDING PURSUANT TO
	)	CHAPTER 15
	)	

THIS MATTER having come before the Court upon the joint application of the Petitioners, Worldspan Marine Inc., Crescent Custom Yachts Inc., Queenship Marine Industries Ltd., 27222 Developments Ltd. and Composite FRP Products Ltd. (collectively "Worldspan" or "Petitioners") and the duly appointed Monitor in the CCAA Case now pending in the Supreme Court of British Columbia, Boale Wood & Company Ltd. (the "Monitor") (collectively, the Petitioners and the Monitor shall be referred to as "Foreign Applicants"), by and through their counsel of record, Mary Jo Heston and Magdalena Bragun, for entry of an order pursuant to 11 U.S.C. §§ 105(a), 1504, 1507, 1515, 1517, 1519, 1520 and 1521, recognizing the below described Canadian case as a foreign main proceeding

<sup>1</sup> Including affiliated companies, Crescent Custom Yachts Inc., Queenship Marine Industries Ltd., 27222 Developments Ltd. and Composite FRP Products Ltd.

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1 (the “Application”); and the Court having considered the Declarations of Steven Barnett and  
2 John McEown filed in support of the Application and the Chapter 15 Petition, as well as the  
3 pleadings and other materials on file in this case; and the Court having found that the CCAA  
4 Case commenced by the Debtors on May 27, 2011 in Vancouver, British Columbia, Canada  
5 under the Canadian Companies’ Creditors Arrangement Act (the “CCAA”) remains pending  
6 before the Supreme Court of British Columbia, Canada (the “Canadian Court”), as In the  
7 Matter of Worldspan Marine Inc., Crescent Custom Yachts Inc., Queenship Marine  
8 Industries Ltd., 27222 Developments Ltd. and Composite FRP Products Ltd., BC Supreme  
9 Court Case No. S113550 (the “CCAA Case”); and the Court makes the following findings of  
10 fact and conclusions of law:

11 A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and  
12 1334;

13 B. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(P);

14 C. Venue is properly located in this District pursuant to 28 U.S.C. §1410;

15 D. This Chapter 15 case was properly commenced pursuant to §§1504 and 1515  
16 of the United States Bankruptcy Code (the “Code”) and the petition on file in this case meets  
17 all requirements of §1515 of the Code;

18 E. The CCAA Case now pending before the Supreme Court of British Columbia  
19 is a “foreign proceeding” within the meaning of §101(23) of the Code;

20 F. The Monitor is a duly appointed “foreign representative” within the meaning  
21 of §101(24) of the Code;

22 G. Notwithstanding the fact that one asset of Worldspan is in Washington State,  
23 the center of main interest of Worldspan is in British Columbia, Canada, and the CCAA  
24 Proceeding is properly designated a “foreign main proceeding” within the meaning of  
25 §§1502(4) and 1517(b)(1) of the Code with respect to the Petitioners;

26  
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1 H. The relief requested by the Monitor and the Petitioners is necessary and  
2 appropriate and in the interest of international comity and the purposes of Chapter 15, as  
3 provided in §1501 of the Code;

4 I. As the duly appointed foreign representative of a foreign main proceeding, the  
5 Monitor is entitled to all of the relief provided under §1520 of the Code;

6 J. The relief sought by the Monitor pursuant to §1521 of the Code is necessary  
7 and appropriate to effectuate the purposes of Chapter 15 and to protect the assets of  
8 Worldspan in the United States and to protect the interests of all creditors of the Petitioners;  
9 and

10 K. Notice of these proceeds was sufficient and proper under the circumstances  
11 and no further notice is required or necessary.

12 NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

13 ORDERED that the application filed on behalf of the Foreign Applicants is hereby  
14 granted and this Court hereby recognizes the CCAA Case as a foreign main proceeding  
15 pursuant to Chapter 15 (the “Foreign Main Proceeding”) with the Monitor and the Petitioners  
16 or either of them as appropriate under the supervision of the Canadian Court, serving as the  
17 foreign representatives as authorized under orders the CCAA Case and applicable provisions  
18 of the CCAA (the “Foreign Representatives”); AND IT IS FURTHER

19 ORDERED that pursuant to 11 U.S.C. § 1521(a)(1) and (2), the following are stayed:

20 a. the commencement or continuation of an individual action or proceeding  
21 concerning the Petitioners’ assets, rights, obligations or liabilities, other than pursuit of  
22 claims through the CCAA Case and this Chapter 15 case; and

23 b. any execution against the Petitioners’ assets in the United States; AND IT IS  
24 FURTHER

25 ORDERED that pursuant to 11 U.S.C. § 1521(a)(3), except with respect to the  
26 Foreign Representatives rights to act as authorized in the Foreign Main Proceeding as

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1 provided herein, the right to transfer, encumber, or otherwise dispose of any assets of the  
2 Petitioners in the United States is suspended; AND IT IS FURTHER

3 ORDERED that pursuant to 11 U.S.C. § 1521(5), the administration and realization  
4 of the Petitioners' assets within the United States are hereby entrusted to the Foreign  
5 Representative acting in the CCAA Case.

6 DONE IN OPEN COURT this \_\_\_\_ day of \_\_\_\_\_, 2011.

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**Marc Barreca**  
**United States Bankruptcy Judge**  
**(Dated as of Entered on Docket date above)**

PRESENTED BY:

LANE POWELL PC

By /s/ Mary Jo Heston  
Mary Jo Heston, WSBA No. 11065  
Magdalena Bragun, WSBA No. 40770  
Attorneys for Foreign Applicants

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