

NO. S113550
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 *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44
and 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.

PETITIONERS

ORDER *MADE AFTER APPLICATION*

BEFORE THE HONOURABLE) FRIDAY, THE 20TH DAY
)
MR. JUSTICE PEARLMAN) OF APRIL 2012

ON THE APPLICATION of Comerica Bank coming on for hearing at Vancouver, British Columbia on the 20th day of April 2012, and on hearing John McLean, counsel for Comerica Bank and on hearing those other counsel listed in Schedule "A" hereto:

THIS COURT ORDERS AND DECLARES that:



1. The relief granted to the Petitioners in the Initial Order granted by this Court on June 6, 2011 is hereby confirmed and extended to June 30, 2012.
2. The stay of proceedings granted by the Initial Order and as extended thereafter is further extended to June 30, 2012.
3. Bernard & Partners, the solicitors for the Petitioners, shall pay to the Monitor the amount of \$10,000.00 currently held in trust for the Monitor.
4. The Petitioners shall pay to the Monitor the full amount of any refund of Harmonized Sales Tax received by the Petitioners after April 20, 2012 from Canada Revenue Agency.
5. The Monitor shall hold the funds received in trust from Bernard & Partners and from the Petitioners (collectively, the "Funds") and then apply the Funds to the reasonable fees and disbursements of the Monitor and legal counsel retained by the Monitor for the period April 21, 2012 forward.
6. The Monitor and legal counsel retained by the Monitor shall have a super-priority charge over the Funds in priority over all other claimants to the Administration Charge.

7. Any interested party is at liberty to apply to challenge the super-priority created by paragraph 6 of this Order within two weeks of the date of this Order or such further time by agreement of the Monitor and such challenging party or by Order of this Court.
8. The Monitor is at liberty to apply for directions with respect to any of the matters set out herein.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER:



Signature of John McLean,
Lawyer for Comerica Bank


BY THE COURT


REGISTRAR

Signature of Geoffrey Dabbs,
Lawyer for the Monitor

Signature of Gary Wharton
Lawyer for the Petitioners and
Offshore Interiors Inc., High
Seas Trading Company, Paynes
Marine Group, Restaurant
Design and Sales LLC, and Arrow
Transportation Systems

Endorsement Attached


Signature of Kieran Siddall
Lawyer for Harry Sargeant III

Signature of Rebecca Morse,
Lawyer for Raider-Hansen Inc.
and Capri Insurance

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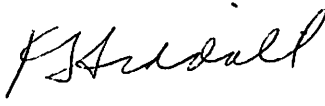
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Lawyer for Comerica Bank



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Lawyer for the Monitor

Signature of Gary Wharton
Lawyer for the Petitioners and
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Seas Trading Company, Paynes
Marine Group, Restaurant
Design and Sales LLC, and Arrow
Transportation Systems



Signature of Kieran Siddall
Lawyer for Harry Sargeant III

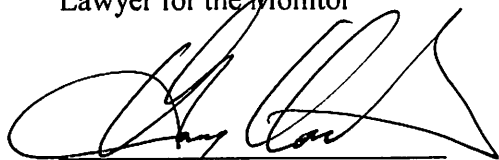
Signature of Rebecca Morse,
Lawyer for Raider-Hansen Inc.
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Signature of John McLean,
Lawyer for Comerica Bank

Signature of Geoffrey Dabbs,
Lawyer for the Monitor

A handwritten signature in black ink, appearing to be 'Gary Wharton', written over a horizontal line.

Signature of Gary Wharton
Lawyer for the Petitioners and
Offshore Interiors Inc., High
Seas Trading Company, Paynes
Marine Group, Restaurant
Design and Sales LLC, and Arrow
Transportation Systems

Signature of Kieran Siddall
Lawyer for Harry Sargeant III

Signature of Rebecca Morse,
Lawyer for Raider-Hansen Inc.
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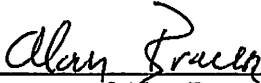
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Signature of Rebecca Morse,
Lawyer for Raider-Hansen Inc.
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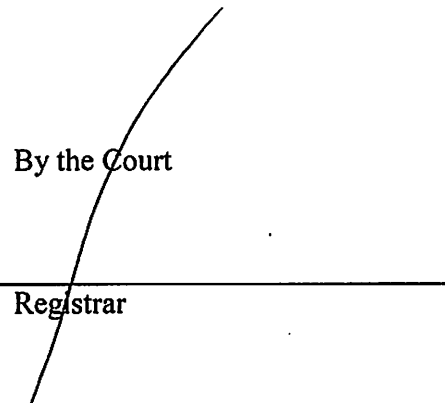


Signature of Neva Beckie,
Lawyer for Canada Revenue Agency



Signature of Alan Brown,
Lawyer for Caterpillar Financial
Services Corporation

By the Court



Registrar

SCHEDULE "A"

Name of Party		Name of Counsel
1.	Comerica Bank	John McLean
2.	The Petitioners Offshore Interiors Inc. Paynes Marine Group Restaurant Design and Sales LLC Arrow Transportation Systems	Gary Wharton
3.	The Monitor, Boale, Wood & Company Ltd.	Geoffrey Dabbs
4.	Harry Sargeant III	Kieran Siddall
5.	Raider-Hansen Inc. and Capri Insurance	Rebecca Morse
6.	Canada Revenue Agency	Neva Beckie
7.	Caterpillar Financial Services Corporation	Alan Brown