

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

JUN 23 2011

ENTERED



IN THE SUPREME COURT OF BRITISH COLUMBIA

NO. S113550
VANCOUVER REGISTRY

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

BEFORE THE HONOURABLE)
MR. JUSTICE PEARLMAN)
MONDAY, THE 23rd DAY
OF JUNE, 2011

ON THE APPLICATION of the Petitioners, coming on for hearing at Vancouver, British Columbia on this day, and on hearing John R. Sandrelli and Jordan Schultz, counsel for the Petitioners and those other counsel listed on Schedule "A" hereto;

THIS COURT ORDERS that:

1. The relief granted to the Petitioners in the Initial Order granted by this Court on June 6, 2011 (the "Initial Order") is hereby confirmed and extended to July 22, 2011.
2. The stay of proceedings granted by the Initial Order is hereby extended to July 22, 2011.
3. The Initial Order be amended by adding the phrase "*with the exception of any deemed trust amounts as provided for in section 37(2) of the CCAA*", to the end of paragraph 35, such that paragraph 35 reads in its entirety as follows:

35. Each of the Administration Charge and the Directors' Charge (as constituted and defined herein) shall constitute a mortgage, security interest, assignment by way of security and charge on the Non-Vessel Property and such Charges shall rank in priority to all other security

interests, trusts, liens, mortgages, charges and encumbrances and claims of secured creditors, statutory or otherwise, including, without limiting the foregoing, any claims, liens or charges under Maritime law, (collectively, "**Encumbrances**"), in favour of any Person, with the exception of any deemed trust amounts provided for in section 37(2) of the CCAA.


4. Approval of this Order as to form by counsel appearing on this application, 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:



Signature of John B. Sandrelli
Lawyer for the Petitioners

By the Court.


Registrar

SCHEDULE "A"

	Counsel	Party
1.	Kieran E. Siddall	Harry Sargeant III
2.	John McLean	Comerica Bank
3.	Gary Wharton Paul Mooney	Offshore Interiors Inc. High Seas Trading Company Paynes Marine Group Restaurant Design and Sales LLC Arrow Transportation Systems
4.	Rebecca Morse	Raider-Hansen Inc. Capri Insurance
5.	Adele Adamic	Employment Standards, Ministry of Labour
6.	Geoffrey Dabbs	Monitor

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