

No. S092244
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

- AND -

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
R.S.B.C. 2002, c. 57

- AND -

IN THE MATTER OF
FOREST & MARINE FINANCIAL CORPORATION (in its own capacity, in its capacity as
General Partner of FOREST & MARINE FINANCIAL LIMITED PARTNERSHIP and in its
capacity as Manager of FOREST & MARINE INVESTMENT TRUST)
FOREST & MARINE INVESTMENTS LTD.
FOREST & MARINE CAPITAL LTD.
FOREST & MARINE INSURANCE SERVICES LTD.
and TREESEA HOLDINGS INC.

ORDER

BEFORE THE HONOURABLE)
MONDAY, THE 9TH)
MR. JUSTICE MASUHARA)
DAY OF NOVEMBER, 2009)

THE APPLICATIONS of The Bowra Group Inc., Receiver and Manager of all of the
assets, undertakings and properties of Forest & Marine Financial Limited Partnership and of the
Petitioners, Forest & Marine Financial Corporation (in its own capacity, in its capacity as
General Partner of Forest & Marine Financial Limited Partnership and in its capacity as manager
of Forest & Marine Investment Trust), Forest & Marine Investments Ltd., Forest & Marine
Capital Ltd., Forest & Marine Insurance Services Ltd. and Treesea Holdings Inc. (collectively,
the "FM Group") and Asset Engineering Limited Partnership coming on for hearing on
October 20, 21, 22 and November 3, 2009 and upon judgment being reserved until this date;


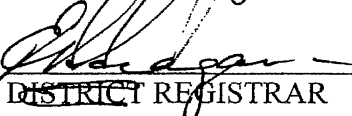
At Vancouver, B.C.

AND ON READING the Notice of Motion of The Bowra Group Inc. dated September
22, 2009, the Receiver's First Report to the Court, the Receiver's Second Report to the Court, the
Affidavit of Martin Hyatt sworn October 19, 2009, the Notice of Motion of Asset Engineering
Limited Partnership dated October 15, 2009, the Affidavit of Susan Volkow sworn October 15,
2009, the Affidavits of Darrell McFeely sworn October 15, 2009 and October 18, 2009, the
Affidavit of Barry Kenna sworn October 16, 2009 and all other materials filed;

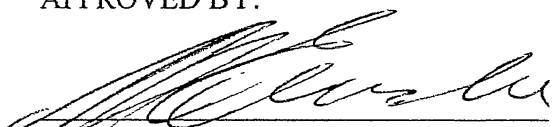
AND ON HEARING Colin M. Emslie, Counsel for the Receiver, The Bowra Group Inc., John I. McLean, Counsel for Barry Kenna and the Ad Hoc Committee of Investment Receipt Holders, Robert A. Millar, Counsel for Asset Engineering Limited Partnership and no one else appearing although duly served,

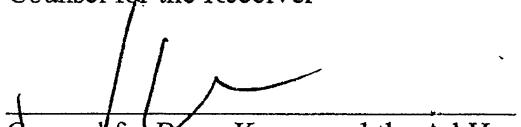
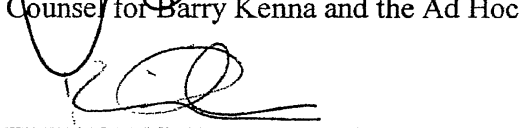
1. THIS COURT ORDERS that the Receiver continue with an orderly workout of the FM Group loan portfolio (the "Loan Portfolio") in accordance with the realization strategy set out in its First Report to the Court and that it not be required to commence an immediate sale process to liquidate the Loan Portfolio on an en bloc basis;
2. THIS COURT FURTHER ORDERS that, commencing December 15, 2009, the Receiver provide bi-monthly reports to the Court, the Ad Hoc Committee of Investment Receipt Holders and Asset Engineering Limited Partnership on the results of its ongoing workout of the Loan Portfolio;
3. THIS COURT FURTHER ORDERS that the application of Asset Engineering Limited Partnership to approve its Stalking Horse Offer is dismissed;
4. THIS COURT FURTHER ORDERS that the application of Asset Engineering Limited Partnership for an Order that the fees and disbursements of The Bowra Group Inc. and its legal counsel incurred after October 15, 2009 not form a charge on the assets of the Petitioners in priority to the charge and security interest of Asset Engineering Limited Partnership in the assets of the Petitioners and thereafter no payments be made to the Receiver on account of its fees and disbursements or those of its counsel until such time as the indebtedness owed by the Petitioners to Asset Engineering Limited Partnership is paid in full is dismissed.
5. AND THIS COURT FURTHER ORDERS that the question of costs of these application is to be dealt with on further application.



BY THE COURT 

DISTRICT REGISTRAR

APPROVED BY:


Counsel for the Receiver


Counsel for Barry Kenna and the Ad Hoc


Counsel for Asset Engineering Limited
Partnership

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and TREESEA HOLDINGS INC.

PETITIONERS

ORDER

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