

No. B150075
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL
OF WILLIAMS MOVING & STORAGE (B.C.) LTD.**

ORDER MADE AFTER APPLICATION

BEFORE)
) THE HONOURABLE *MADAM*
) JUSTICE *DICKSON*) March 10, 2015
)
)

ON THE APPLICATION OF Williams Moving & Storage (B.C.) Ltd. (the “**Company**”) coming on for hearing at Vancouver, British Columbia on Tuesday, March 10, 2015 and on hearing Vicki Tickle, counsel for the Company, and those counsel listed in Schedule “A” hereto;

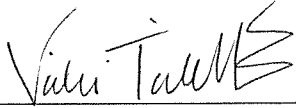
THIS COURT ORDERS that:

1. The time for service of the Notice of Application and materials referred to therein be and is hereby abridged and the Notice of Application is properly returnable today.
2. The sale of the Company’s assets (the “**RS Equipment**”) contemplated by the auction and liquidation services agreement dated March 6, 2015 between Maynards Industries Ltd. (“**Maynards**”) and the Company (the “**Liquidation Agreement**”), a redacted copy of which is attached as Appendix C to the Second Report to the Court of Deloitte Restructuring Inc. dated March 6, 2015, is hereby authorized and approved. The execution of the Liquidation Agreement by the Company is hereby authorized and approved.
3. The Company is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the sale of the RS Equipment contemplated by Liquidation Agreement, and for the conveyance thereof to the purchasers (each, a “**Purchaser**”) of the RS Equipment (collectively, the “**Purchased Assets**”).

4. Upon payment by each Purchaser to Maynards of the full amount of the purchase price (including any applicable Online Sale Charges (as defined in the Liquidation Agreement)) for the RS Equipment purchased by such Purchaser (the "**Payment**"), all of the Company's right, title and interest in and to the applicable Purchased Assets shall vest absolutely in the applicable Purchaser in fee simple, free and clear of and from any and all security interests (whether contractual, statutory or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing, all charges, security interests or claims evidenced by registrations pursuant to the Personal Property Security Act of British Columbia or any other personal property registry system (all of which are collectively referred to as the "**Encumbrances**"), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the applicable Purchased Assets are hereby expunged and discharged as against the applicable Purchased Assets upon receipt of Payment by Maynards, and, following the completion of the sale of the applicable Purchased Assets, Maynards or their counsel may file financing change statements in the applicable Personal Property Registry(ies) to effect the discharge of any filings relating to such Purchased Assets.
5. For the purposes of determining the nature and priority of Claims, the proceeds received by the Company from the sale of any Purchased Assets in accordance with the Liquidation Agreement (the "**Net Equipment Sale Proceeds**") shall stand in the place and stead of such Purchased Assets, and all Claims shall attach to the Net Equipment Sale Proceeds with the same priority as they had with respect to the applicable Purchased Assets immediately prior to the sale, as if such Purchased Assets had not been sold and remained in the possession or control of the person having had possession or control immediately prior to the sale.
6. For clarity, nothing in this Order shall preclude Maynards from retaining all amounts of the Payment(s) to which Maynards is entitled pursuant to the Liquidation Agreement, and any funds it retains shall belong to Maynards absolutely free and clear of all Claims.
7. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Company and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Company as may be necessary or desirable to give effect to this Order and to assist the Company and its agents in carrying out the terms of this Order.

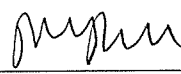

8. Endorsement by this Order by counsel appearing on this application, other than counsel for the Company, is hereby dispensed with.

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 Vicki Tickle
Lawyer for Williams Moving & Storage (B.C.)
Ltd.

BY THE COURT

REGISTRAR

SCHEDULE "A"

List of Counsel

Name of Counsel	Party
R. Hoops Harrison	Maynards Industries Ltd.

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