



No. S128887
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF AN APPLICATION PURSUANT TO
SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*,
R.S.C. 1985, c.B-3, AS AMENDED and SECTION 39 OF THE *LAW AND EQUITY ACT*,
R.S.B.C. 1996 C.253, AS AMENDED

BETWEEN:

DUMAS HOLDINGS INC.

Petitioner

AND

**TERCON INVESTMENTS LTD., TERCON A.C. LTD., TERCON EQUIPMENT LTD.,
TERCON CONSTRUCTION LTD., TERCON MINING LTD., TERCON ENTERPRISES
LTD., TERCON MRC LIMITED, FNP VENTURES INC., TERCON MINING PV LTD.,
TERCON EQUIPMENT ALASKA PARTNERSHIP AND TERCON ALASKA LTD.**

Respondents

ORDER MADE AFTER APPLICATION

BANKRUPTCY CO-ORDINATION ORDER

BEFORE THE HONOURABLE)
) 21/01/2013
MR. JUSTICE SEWELL)

THE APPLICATION of FTI CONSULTING CANADA INC., in its capacity as Court-appointed Receiver (the "Receiver") of the assets, undertakings and properties of Tercon Investments Ltd., Tercon A.C. Ltd., Tercon Equipment Ltd., Tercon Construction Ltd., Tercon Mining Ltd., Tercon Enterprises Ltd., Tercon MRC Limited, FNP Ventures Inc., Tercon Mining PV Ltd., Tercon Equipment Alaska Partnership and Tercon Alaska Ltd. (collectively, the "Debtors") coming on for hearing at Vancouver, British Columbia, on the 21ST day of January, 2013; AND ON HEARING Geoffrey Thompson, counsel for the Receiver, and those other counsel listed on

Schedule "A" hereto; AND UPON READING the material filed, including the First Report of the Receiver dated January 15, 2013 (the "First Report")¹;

THIS COURT ORDERS AND DECLARES THAT:

Bankruptcy Administration

1. The Receiver be and is hereby authorized and directed, unless otherwise agreed with HSBC Bank Canada, as Agent ("HSBC") and Dumas Holdings Inc. ("DHI"), to file an assignment in bankruptcy for and on behalf of each of Tercon Investments Ltd., Tercon A.C. Ltd., Tercon Equipment Ltd., Tercon Construction Ltd., Tercon Mining Ltd., Tercon Enterprises Ltd., Tercon MRC Limited, FNP Ventures Inc., Tercon Mining PV Ltd. (the "Canadian Debtors"), with The Bowra Group Inc. named as trustee in bankruptcy (the "Bankruptcy Proceedings").
2. Subject to any further order of the Court, the Trustee shall not be required to give security to the Official Receiver pursuant to section 16 of the *Bankruptcy and Insolvency Act* R.S.C. 1985, as amended (the "BIA") in respect of the Bankruptcy Proceedings.
3. The Trustee is not required to obtain an independent security opinion of the security granted by the Canadian Debtors to HSBC or DHI.
4. The time periods for the Trustee to perform its statutory obligations prescribed by sections 16, 21, 22, 24, 27 and 102 of the BIA (save for such reports as may be required pursuant to subsection 27(c) of the BIA) are hereby extended until further Order of this Honourable Court, and until such Order is made, the Trustee shall be relieved from performing any such obligations.
5. The Trustee shall be entitled to administer procedural matters relating to the Bankruptcy Proceedings for the Canadian Debtors' estates (the "Estates") on a consolidated basis and, for greater certainty, the Trustee may:
 - (i) Advertise, call and conduct joint meetings of the creditors of all Estates;
 - (ii) Appoint common inspectors to all Estates and hold consolidated meetings of inspectors for all Estates;
 - (iii) Issue consolidated reports and communications with creditors of the Estates;
 - (iv) Prepare all filings and notices required by the BIA for the Estates on a consolidated basis; and

¹ All capitalized terms not defined herein shall have the meaning ascribed to them in the First Report.

- (v) Seek orders, including discharge orders, in consolidated motions for the Estates.
6. A single court file number and title of proceedings in the Supreme Court of British Columbia – In Bankruptcy and Insolvency shall be assigned to the consolidated Estates of:
- “In the Matter of the Bankruptcy of Tercon Investments Ltd., Tercon A.C. Ltd., Tercon Equipment Ltd., Tercon Construction Ltd., Tercon Mining Ltd., Tercon Enterprises Ltd., Tercon MRC Limited, FNP Ventures Inc., Tercon Mining PV Ltd.”
7. The procedural consolidation contemplated by paragraphs 4 and 5 above is not intended to be a substantive consolidation of the Bankruptcy Proceedings for the Estates.
8. A copy of this order shall be placed in the Court file established pursuant to paragraph 5 hereof.
9. A copy of this order shall be served on the Superintendent of Bankruptcy to be placed in the bankruptcy administration file of each of the Canadian Debtors.

Coordination of Activities of Receiver and Trustee

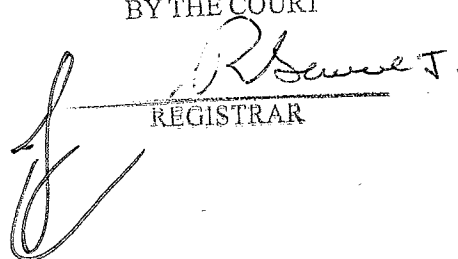
10. The assets, undertakings and properties of the Debtors acquired for, or used in relation to the business carried on by the Debtors, including all proceeds therefrom (the "Receivership Property") shall vest in the Trustee subject to the rights, powers and authority of the Receiver in respect of the Receivership Property pursuant to the Order of the Honourable Justice Sewell dated December 14, 2012 (as may be amended from time to time, the "Receivership Order"), and all other Orders made in Court File No. S128887 (the "Receivership Proceedings") and, without limiting the foregoing, the Receivership Property will continue to be subject to the court-ordered charges created pursuant to the Receivership Order in accordance with its terms and any further Orders in the Receivership Proceedings. For greater certainty, the Receiver shall, notwithstanding the Bankruptcy Proceedings:
- (a) subject to further order of the Court, continue to hold all Sale Proceeds (as defined in the Approval and Vesting Order issued by Court on the date hereof in the Receivership Proceedings);
 - (b) continue to be authorized, empowered and directed to make disbursements from time to time from funds on hand or proceeds of the Receivership Property in accordance with the Receivership Order;
 - (c) continue to be authorized, directed and empowered to realize on any of the Receivership Property in accordance with the Receivership Order; and

- (d) continue to be empowered with the rights and powers granted, and continue to be authorized and directed to perform its functions and fulfill its obligations, under the Receivership Order, including, without limitation, to take such additional actions and execute such documents, in the name of and on behalf of any of the Debtors as the Receiver considers necessary or desirable in order to perform its functions and fulfill its obligations under the Receivership Order without interference from any other person, including any trustee in bankruptcy of any of the Debtors.
11. Notwithstanding this Order and the Bankruptcy Proceedings, all steps and actions taken by the Receiver in the Receivership Proceedings pursuant to any Orders granted therein (including without limitation sales of the Receivership Property and the determination of entitlement to proceeds thereof) be and are hereby deemed to be effective against the Trustee for each of the Estates and against the creditors of each of the Debtors.
12. The Receiver is authorized to pay to the Trustee a third party deposit in the amount of \$10,000.00, plus HST (the "Deposit"), and to execute a guarantee in writing, limited in liability to the amount of the Deposit, of the taxed costs of the administration of the Estates (the "Guarantee") such Deposit and Guarantee to be in accordance with Directive 16 issued by the Superintendent of Bankruptcy.
13. The Receiver's liability to the Trustee shall be limited to the terms of the Guarantee. The Receiver shall have no other liability in connection with the Bankruptcy Proceedings and the Trustee shall have no claim in the Receivership Proceedings in respect of its fees and expenses in relation to the Bankruptcy Proceedings.

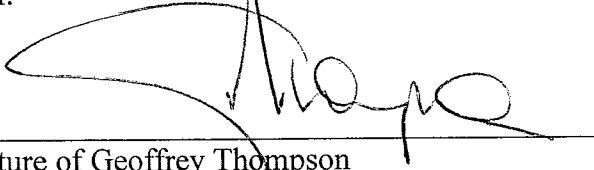
Advice and Direction

14. Each of the Trustee and the Receiver shall be entitled to seek the advice and direction of this Court as to the implementation of this Order and, in the case of the Trustee, the discharge of the powers and duties of the Trustee under the BIA in connection with this Order, and/or each of them may apply for such further Order or Orders as may be appropriate.

ENDORSEMENTS ATTACHED


BY THE COURT

REGISTRAR

THE APPROVAL OF COUNSEL SET OUT IN SCHEDULE "A" OF THIS ORDER, OTHER THAN COUNSEL FOR FTI CONSULTING CANADA INC., IS HEREBY DISPENSED WITH:



Signature of Geoffrey Thompson
 Party Lawyer for
FTI Consulting Canada Inc.


BY THE COURT


REGISTRAR

SCHEDULE A - List of Counsel

H. FERRIS NC MACHINERY

D GRUBER } PERKINOWER
M WASSERMAN }

J MOSHONAS TRISURA GUARANTEE

C RAMSAY } HSBC BANK
D WIERBE } CANADA
J DIETRICH }

Vancouver Registry
Action No. S128887

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

DUMAS HOLDINGS INC.

Petitioner

- and -

**TERCON INVESTMENTS LTD., TERCON A.C. LTD.,
TERECON EQUIPMENT LTD., TERCON
CONSTRUCTION LTD., TERCON MINING LTD.,
TERCON ENTERPRISES LTD., TERCON MRC
LIMITED, FNP VENTURES INC., TERCON MINING
PV LTD., TERCON EQUIPMENT ALASKA
PARTNERSHIP AND TERCON ALASKA LTD.**

Respondents

BANKRUPTCY TRANSITION ORDER

TOR01: 5080560: v1