



Court File No.: CV-119430-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.)
JUSTICE NEWBOULD)
)
) FRIDAY, THE 2nd DAY
) OF DECEMBER, 2011

B E T W E E N:

**BRIAN JOSEPH TUCKER, SANDRA TUCKER AND THE BRIAN JOSEPH TUCKER
FAMILY TRUST (TRUSTEE OF)**

Plaintiffs

-and-

**SEAQUEST CAPITAL CORPORATION, SEAQUEST CORPORATION, DAVID
BURNS HOLDEN, ROSA HOLDEN, VINCE JAMES BULBROOK, ANTONIO MARIO
COSENTINO, EDMOND CHIN-HO SO (AKA EDMOND SO), JEFFREY ALAN
PHIPPS, SEAQUEST GLOBAL CORPORATION (#1), SEAQUEST GLOBAL
CORPORATION (#2), TONYCOS INVESTMENTS LTD., HARRIS BROWN
CORPORATION and HARRIS BROWN AND PARTNERS LIMITED**

Defendants

A N D B E T W E E N:

Court File No. 31-1553272

**IN THE MATTER OF THE BANKRUPTCY OF
SEAQUEST CORPORATION**

Court File No. 31-1553274

A N D B E T W E E N:

**IN THE MATTER OF THE BANKRUPTCY OF
SEAQUEST CAPITAL CORPORATION**

ORDER

THIS MOTION made by the Plaintiffs for an Order: i) staying the direct and indirect subsidiaries of the of Sequest Corporation and Sequest Capital Corporation (collectively, the “Sequest Companies”) and those companies which have received loans from the Sequest Companies from making any payments to Maple View Building Corporation, Plastina Drain & Concrete Corporation or any other entity controlled by Peter or Carlo Plastina on account of the purported assignment of debt and security agreement for which registrations were made on or about October 25, 2011 under the *Personal Property Security Act*; ii) requiring David Holden to attend for an examination; iii) that the trustee in bankruptcy of the Sequest Companies, BDO Canada Limited (the “Trustee”) and Dickinson Wright LLP, counsel to the Sequest Companies, provide all of the documents in their possession or control related to this matter; iv) that the Plaintiffs be authorized to conduct examinations pursuant to s.163(2) of the *Bankruptcy and Insolvency Act (BIA)*; v) abridging the time for service of the Plaintiffs’ Motion Record, validating the service as made of the said Motion Record, and vi) appointing A. Farber & Partners Inc. as a receiver and manager over all of the present and future property, assets and undertakings of the Sequest Companies was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Amended Amended Motion Record of Plaintiffs and the Affidavits of Brian Joseph Tucker sworn October 24, 2011 and November 1, 2011, the Affidavits of Sancia Thompson, dated November 28, 2011, the CRO’s First and Final Report, dated November 21, 2011, the Second Report as Proposal Trustee and First Report as Interim Receiver, dated November 21, 2011, and on hearing the submissions of counsel for Brian Joseph Tucker, Sandra Tucker and the Brian Joseph Family Trust (Trustee of), counsel for the Trustee, counsel for the Sequest Companies, counsel to Peter Plastina, Maple View Building Corporation & Plastina Drain & Concrete Corporation, counsel for Loretta Penny and Frances Barth, unsecured creditors of the Sequest Companies, and counsel for John Keith Anderson, Kenneth Albert Handerson, 2213729 Ontario Inc., Zanetta and Paul Wrobel, Anna & Greg Orłowski, Maria & Zoltan Balatoni, Zofia Orłowski, Andrzej Linkowski & Eugenia Linkowska, Katarzyna Linkowska, and Angel Variyski,, unsecured creditors of the Sequest Companies.

1. THIS COURT ORDERS that the motion to appoint a receiver is adjourned to a date to be set with the Commercial List or at a 9:30 a.m. appointment before me.

2. THIS COURT ORDERS that the time for service of the Plaintiffs' Amended Amended Notice of Motion and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

3. THIS COURT ORDERS that, without prejudice to the position of Maple View Building Corporation, Plastina Drain & Concrete Corporation or any other entity controlled by Peter or Carlo Plastina, the Seaquest Companies and the direct and indirect subsidiaries of the Seaquest Companies which have received loans from the Seaquest Companies or their subsidiaries be and hereby are stayed from making any payment to Maple View Building Corporation, Plastina Drain & Concrete Corporation or any other entity controlled by Peter or Carlo Plastina in respect of the assignments of debt and security agreement for which registrations were made on or about October 25, 2011 under the *Personal Property Security Act* and Maple View Building Corporation, Plastina Drain & Concrete Corporation or any other entity controlled by Peter or Carlo Plastina are stayed from seeking any payments in respect of the aforementioned assignments of debt and security.

4. THIS COURT ORDERS that the Plaintiffs are hereby authorized under s.163(2) of the *BIA* to examine Antonio Cosentino (limited to questions as to what happened to the assets of the Seaquest Companies, including the investments made by the Plaintiffs), and any other person who consents to an examination regarding the business and affairs of the Seaquest Companies or related parties, all of whom are by this Order hereby directed to cooperate fully with the Plaintiffs' requests for information and to provide access to such documentation as may be reasonably required that is in the examinees' power, possession or control.

5. THIS COURT ORDERS that the Trustee is entitled to attend the aforementioned examination and obtain a transcript of same.

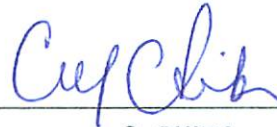
6. THIS COURT ORDERS paragraph 4 above is without prejudice to the right of the Trustee to seek an examination of Mr. Cosentino under s. 163(1) of the *BIA* and the Plaintiffs right to seek further s.163(2) examinations.

7. THIS COURT ORDERS that Dickinson Wright LLP, counsel to the Seaquest Companies, are directed to forthwith deliver all books and records of the Seaquest Companies and their subsidiaries to the Trustee.

8. THIS COURT ORDERS that the Trustee shall forthwith give notice to the known former directors and shareholders of the Seaquest Companies that they may attend at the Trustee's office on or before December 16, 2011 to determine whether they wish to assert privilege over any of the books and records failing which the Trustee will be entitled to deliver the books and records to the Plaintiffs, at a cost to be agreed with the Plaintiffs or settled at a 9:30 appointment.

9. THIS COURT ORDERS that a representative of the Trustee shall be in attendance during the review of the books and records by the directors and shareholders, at a cost to be agreed with the Plaintiffs or settled at a 9:30 appointment.

10. THIS COURT ORDERS that if documents are sought to be protected by privilege and the issue cannot be agreed to by the Trustee, the parties claiming privilege and the Plaintiffs, then the issue shall be determined at a 9:30 appointment.



C. CHIBA
REGISTRAR, SUPERIOR COURT OF JUSTICE
GREFFIER ADJOINT, COUR SUPÉRIEURE DE JUSTICE

FILED AT / INSURIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

DEC 14 2011

PER/PAR:



BRIAN TUCKER ET AL.
Plaintiffs

-and-

SEAQUEST CAPITAL ET AL.
Defendants

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ONTARIO
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(Commercial List)

PROCEEDINGS COMMENCED AT
TORONTO

ORDER

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