

NO. S148656
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
S.B.C. 2002, c. 57**

AND

**IN THE MATTER OF
PRETTY ESTATES LTD.**

PETITIONER

ORDER

BEFORE THE HONOURABLE

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)
)

MONDAY THE 15TH DAY

OF DECEMBER, 2014

MR. JUSTICE BURNYEAT

THE APPLICATION of the Petitioner coming on for hearing at Vancouver, British Columbia, on this day; AND ON HEARING Bonita Lewis-Hand, counsel for the Petitioner and those other counsel listed on Schedule "A" hereto; AND UPON READING the material filed, including the First Affidavit of Betty Ann Faulkner, sworn November 5, 2014, the Second Affidavit of Betty Anne Faulkner sworn November 5, 2014, the Preliminary Report of the Monitor filed November 10, 2014 and the Monitor's First Report filed December 5, 2014;

THIS COURT ORDERS THAT:

1. The Initial Order pronounced herein November 10, 2014, as extended by court order pronounced on December 10, 2014, be and is hereby further extended to April 30, 2015, and all provisions and terms of the Initial Order shall remain in full force and effect.
2. The stay of proceedings in the Initial Order shall be extended and remain in full force and effect until Thursday, April 30, 2015 at 11:59 pm.

3. The DIP Lender's Charge, as defined in the Initial Order, is hereby increased to \$750,000.00, and the Petitioner is hereby authorized to draw the full amount available under the DIP facility as set out in the Commitment Letter attached as Schedule "C" to the Initial Order.

4. Paragraph 39 of the Initial Order will be amended to read as follows:

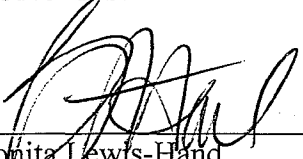
Each of the Administration Charge, the DIP Lender's Charge and the Directors' Charge (all as constituted and defined herein) shall constitute a mortgage, security interest, assignment by way of security and charge on the Property and such Charges shall rank in priority to all other security interests, trusts, liens, mortgages, charges and encumbrances and claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**"), in favour of any Person with the exception of any deemed trust amounts provided for in s.37(2) of the CCAA.

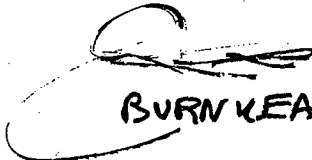
5. The Monitor shall file a written report with the Court, with a copy to the secured creditors, as to the progress being made by the Petitioner with respect to its restructuring efforts by the last day of each month commencing January 30, 2015.

6. Endorsement of this Order by counsel appearing on this application, other than Counsel for the Petitioner, is hereby dispensed with.

7. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the Order Date.

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:


 Bonita Lewis-Hand
 Solicitor for the Petitioner


 BURNKEAT, J.

BY THE COURT


 REGISTRAR

Schedule "A"
(List of Counsel)

Timothy Louman-Gardiner	First West Credit Union
Dennis Fitzpatrick	Jim Young
Neva Beckie	Canada Revenue Agency

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Attention: Bonita Lewis-Hand

File No. 30404-124090