

N/M/16/10

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK

TRIAL DIVISION

JUDICIAL DISTRICT OF MIRAMICHI

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c.C-36, AS AMENDED**

- and -

**IN THE MATTER OF ATCON CONSTRUCTION INC.,
ATCON INDUSTRIAL SERVICES INC., ATCON
MANAGEMENT SERVICES INC., ATCON CIVIL LTD.,
DYCON CONTSTRUCTION LTD., ATCON STRUCTURES
INC. and ENVIREM TECHNOLOGIES INC., all of which
are carrying on business in the Province of New Brunswick**

BETWEEN:

**THE BANK OF NOVA SCOTIA, a Canadian chartered bank
with a registered office in the City of Saint John, Province of
New Brunswick**

APPLICANT

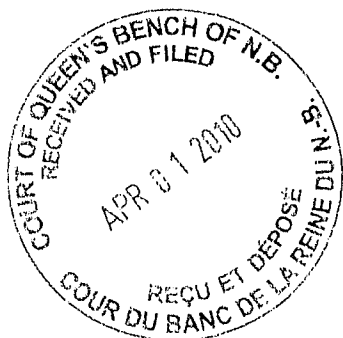
- and -

**ATCON CONSTRUCTION INC., ATCON INDUSTRIAL
SERVICES INC., ATCON MANAGEMENT SERVICES
INC., ATCON CIVIL LTD., DYCON CONTSTRUCTION
LTD., ATCON STRUCTURES INC. and ENVIREM
TECHNOLOGIES INC., all of which are carrying on
business in the Province of New Brunswick**

RESPONDENTS

ORDER

THIS MOTION, made by Ernst & Young Inc. in its capacity as Court-appointed monitor in these proceedings (the "**Monitor**"), was heard this day at 673 King George Highway, Miramichi, New Brunswick.



*JKR
1 April 2010*

ON READING the Notice of Motion, the Fourth Report of the Monitor dated March 29, 2010, the Supplement to the Fourth Report of the Monitor dated March 31, 2010 and the amendment letter agreement dated March 29, 2010 appended thereto (the "**Amendment**") amending the letter of intent dated March 10, 2010 (the "**LOI**") previously approved by this Court in the Approval and Vesting Order dated March 22, 2010 granted in these proceedings (the "**Approval and Vesting Order**"), and on hearing the submissions of counsel for the Monitor, the Applicant, and such other counsel in attendance,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record shall be and is hereby abridged and validated so that the motion is properly returnable today, and that any further service thereof is hereby dispensed with.

AMENDMENTS

2. **THIS COURT ORDERS AND DECLARES** that the Amendment is hereby approved and the execution by the Monitor of the Amendment, in the name of and on behalf of Envirem Technologies Inc. ("**Envirem**") and 633433 N.B. Inc. ("**633**"), is hereby authorized and approved.

3. **THIS COURT ORDERS AND DECLARES** that the Monitor is hereby authorized and empowered, in the name of and on behalf of Envirem and 633, to negotiate, enter into and execute a further agreement with the Purchaser to amend the LOI (the "**Second Amendment**") on terms satisfactory to the Purchaser and the Monitor, provided that the Second Amendment shall provide that the amounts to be advanced to the Monitor by the Purchaser under the terms of the LOI and the Amendment to fund the operations of Envirem in full on an unsecured basis for the period April 3, 2010 to the closing of the transaction shall be held in escrow by the Monitor pending the issuance of the Monitor's Certificate under the Approval and Vesting Order.

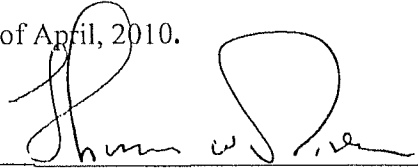
ENVIREM

4. **THIS COURT ORDERS** that, notwithstanding the provision of any other Order of the Court granted in these proceedings to date, the Monitor is hereby authorized and empowered to, in the name of and on behalf of Envirem and to the exclusion of all other persons including

*Just
1 April
2010*

without limitation the directors, officers, shareholders, signing authorities and employees of Envirem: (i) take control of the receipts and disbursements of Envirem including the receipt of advances under the terms of the DIP Facility approved under the Initial Order dated March 2, 2010 granted in these proceedings; and (ii) make such payments or disbursements as determined are necessary by the Monitor for Envirem to carry on its business in the ordinary course from March 31, 2010 up to and including the date of the issuance of the Monitor's Certificate under the Approval and Vesting Order.

Dated at Miramichi, New Brunswick, this 1st day of April, 2010.

A handwritten signature in black ink, appearing to read 'Thomas W. Riordon', written over a horizontal line.

Thomas W. Riordon
Judge of the Court of Queen's Bench of
New Brunswick