

IN THE COURT OF QUEEN'S BENCH OF NEW BRUNSWICK
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL DISTRICT OF MIRAMICHI

IN THE MATTER OF THE RECEIVERSHIP OF:

ATCON GROUP INC., ATCON HOLDINGS INC., ATCON PROPERTY HOLDINGS INC., ATCON VENEER PRODUCTS INC, ATCON LOGISICS INC., ATCON CONSTRUCTION INC., ATCON MANAGEMENT SERVICES INC., ATCON CIVIL LTD., DYCON CONSTRUCTION LTD. ATCON STRUCTURES INC. AND ENVIREM TECHNOLOGIES INC.

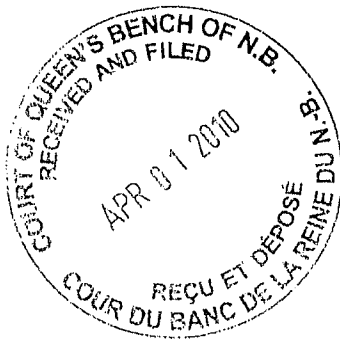
PURSUANT TO Section 33 of The *Judicature Act*, R.S.N.B. 1973, Ch. J-2, Rule 41, Rules of Court, New Brunswick and Section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3

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 GROUP INC., ATCON HOLDINGS INC., ATCON PROPERTY HOLDINGS INC., ATCON VENEER PRODUCTS INC, ATCON LOGISICS INC., ATCON CONSTRUCTION INC., ATCON MANAGEMENT SERVICES INC., ATCON CIVIL LTD., DYCON CONSTRUCTION LTD. ATCON STRUCTURES INC. AND ENVIREM TECHNOLOGIES INC., all of which are carrying on business in the Province of New Brunswick

RESPONDENTS

JPZ
1 April 2010

ORDER

THIS MOTION, made by Ernst & Young Inc. in its capacity as receiver and receiver and manager (the "**Receiver**") of the property, assets and undertakings (collectively, the "**Property**") of: (i) Atcon Group Inc., Atcon Holdings Inc. ("**Atcon Holdings**"), Atcon Property Holdings Inc., Atcon Vencer Products Inc, and Atcon Logistics Inc. pursuant to the Receivership Order of this Court granted in these proceedings dated March 2, 2010; and (ii) Atcon Construction Inc. ("**Atcon Construction**"), Atcon Management Services Inc., Atcon Civil Ltd., Dycon Construction Ltd., Atcon Structures Inc. and Envirem Technologies Inc. ("**Envirem**") (collectively, the "**Companies**") pursuant to the Order of this Court granted in these proceedings dated March 30, 2010 (the "**March 30 Order**"), was heard this day at 673 King George Highway, Miramichi, New Brunswick.

ON READING the Affidavit of Rocco Fabiano sworn to on March 26, 2010 and the exhibits thereto, the Fourth Report of Ernst & Young Inc. in its capacity as the Monitor in the CCAA Proceeding (as defined herein) 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 ("**LOI**") previously approved by this Court in the Approval and Vesting Order dated March 22, 2010 granted in these proceeding and in the Approval and Vesting Order dated March 22, 2010 (the "**CCAA Approval and Vesting Order**") granted in the proceedings under the *Companies' Creditors Arrangement Act* with respect to the Companies having Court File No. N/M/16/10 (the "**CCAA Proceeding**"), and on hearing the submissions of counsel for the Applicant, the Receiver, the Monitor and such other counsel in attendance,

AMENDMENTS

1. **THIS COURT ORDERS AND DECLARES** that the Amendment is hereby approved and the execution of the Amendment by the Receiver, in the name of and on behalf of Atcon Holdings, Atcon Construction and 604985 N.B. Inc. ("**604**"), is hereby authorized and approved.
2. **THIS COURT ORDERS AND DECLARES** that the Receiver is hereby authorized and empowered, in the name of and on behalf of Atcon Holdings, Atcon Construction and 604, to

*Done
19 April 2010*

negotiate, enter into and execute a further agreement with the Purchaser under the LOI to amend the LOI (the "**Second Amendment**") on terms satisfactory to the Purchaser and the Receiver, 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 CCAA Approval and Vesting Order.

EMPLOYEE PAYMENTS

3. **THIS COURT ORDERS** that paragraph 5 of the March 30 Order is hereby deleted in its entirety and replaced with the following:

THIS COURT ORDERS that the Receiver is authorized and directed to cause the gross payroll for employees of the Companies and Atcon Industrial Services Inc. ("**Industrial**") to be paid or funded in accordance with usual or ordinary payment practices in respect of work performed for the Companies and Industrial for the period commencing on March 1, 2010 and concluding on March 30, 2010.

MONITOR'S FEES AND DISBURSEMENTS

4. **THIS COURTS ORDERS** that the Receiver is hereby authorized and directed to pay, in the name of and on behalf of the Companies and in accordance with paragraph 35 of the Initial Order dated March 2, 2010 the "**Initial Order**") granted in the CCAA Proceeding, the accounts of Ernst & Young Inc., the Court-appointed Monitor of the Companies pursuant to the Initial Order (the "**Monitor**") and counsel to the Monitor. Any accounts of the Monitor and counsel to the Monitor paid for by the Receiver in the name of and on behalf of the Companies in accordance with this Order shall be subject to taxation pursuant to paragraph 36 of the Initial Order.

PER DIEM PAYMENTS TO EQUIPMENT LESSORS

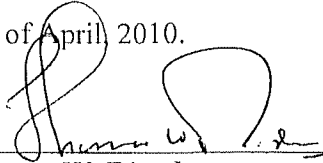
5. **THIS COURT ORDERS** that the Receiver is hereby authorized and empowered to pay, in the name of and on behalf of the Companies and Atcon Industrial Services Inc. ("**Atcon Industrial**"), any unpaid *per diem* amounts owing by the Companies to lessors of equipment pursuant to the Order of this Court dated March 22, 2010 granted in the CCAA Proceeding.

*Just
1 April 2010*

OTHER PAYMENTS

6. **THIS COURT ORDERS** that, in addition to paragraphs 3, 4 and 5 of this Order, the Receiver is hereby authorized and empowered to pay, in the name of and on behalf of the Companies and Atcon Industrial, expenses and obligations incurred by the Companies and Atcon Industrial in the ordinary course of business during the period commencing on March 1, 2010 and concluding on March 30, 2010.

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



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