

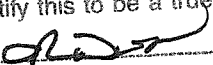
Action No. 1001-09112

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF CALGARY

IN THE MATTER OF the *Builders' Lien Act*, R.S.A. 2000, c. B-7,
and amendments thereto and regulations thereunder

BETWEEN:

SHELL CANADA LIMITED AND
SHELL CANADA ENERGY

I hereby certify this to be a true copy of
the original 

Dated this 25 day of June 2010

- and -

Applicants

for Clerk of the Court

EMECO CANADA LIMITED, CATERPILLAR FINANCIAL
SERVICES LIMITED AND ERNST & YOUNG INC., IN ITS CAPACITY
AS COURT-APPOINTED RECEIVER AND RECEIVER MANAGER OF
ATCON CONSTRUCTION INC.

Respondents

BEFORE THE HONOURABLE	)	Granted at the Court House, in the City
	)	Calgary, in the Province of Alberta on
JUSTICE B. E. C. ROMAINE	)	Friday the 25 th day of June, 2010
	)	

CONSENT ORDER

UPON THE APPLICATION of the Applicants by Originating Notice filed June 22, 2010; AND UPON HAVING READ the Affidavit of Tracey Dawn Vincent sworn June 22, 2010, filed, AND UPON noting that the Court of Queen's Bench of New Brunswick (the "**New Brunswick Court**") granted a Receivership Order dated March 2, 2010 as amended by the Order dated March 30, 2010 in respect of, *inter alia*, Atcon Construction Inc. ("**Atcon Construction**"), in which Ernst & Young Inc. was appointed as receiver and receiver-manager (the "**Receiver**") of Atcon Construction (the "**Receivership Proceeding**"); AND UPON noting that the New Brunswick Court in the Receivership Proceeding has, by Order granted June 18, 2010 (the "**New Brunswick Order**"), lifted the stay of proceedings in the Receivership Proceeding, directed that

this application be brought by the Applicants and approved this form of Order; AND UPON noting the representations made by the Applicants and each of the Respondents; AND UPON noting that the Applicants, each of the Respondents, the Canada Revenue Agency, the Bank of Nova Scotia and the Province of New Brunswick have consented to this Order; IT IS HEREBY ORDERED THAT:

1. Service of the Originating Notice and the supporting materials be and is hereby abridged so that the Applicants' motion is properly returnable today and that any requirement for further service of the Originating Notice be and is hereby dispensed with;
2. The amount of the "lien fund", as defined in the *Builders' Lien Act* (Alberta) (the "**BLA**") shall be \$8,432,503.30 (the "**Lien Fund**");
3. Pursuant to sections 27(3) and 48(1) and (2) of the BLA, the Lien Fund shall be paid by the Applicants to the Receiver and held by the Receiver subject to and in accordance with the New Brunswick Order, and portions of the Lien Fund in the amount of \$4,008,291.63 and \$996,345.70 (the "**Holdbacks**") shall be held by the Receiver as security for the following builders' liens which have been registered by the following parties and such other builders liens as may be registered (collectively, the "**Liens**"):
 - (a) Emeco Canada Limited with Instrument No. 1001748 in respect of the minerals on the lands identified as Alberta Crown Oil Sands Lease No. 072 7277080T13 ("**Lease 13**");
 - (b) Caterpillar Financial Services Limited ("**Caterpillar**") with Instrument No. 1001884 in respect of the minerals on the lands identified as Lease 13;
 - (c) the Receiver with Instrument Number 1001942 in respect of the minerals on the lands identified as Lease 13;
 - (d) Caterpillar with Instrument No. 1001986 in respect of the minerals on the lands identified as Alberta Crown Oil Sands Lease No. 072 7288080T90 ("**Lease 90**"); and
 - (e) Caterpillar with Instrument No. 1001987 in respect of the minerals on the lands identified as Alberta Crown Oil Sands Lease No. 072 728009BT30 ("**Lease 30**"),

Lease 13, Lease 30 and Lease 90, are collectively referred to herein as the "Lands".

4. Notwithstanding section 191(1) of the *Land Titles Act* (Alberta), upon being presented with a certified copy of this Order and a Certificate of the Receiver confirming receipt of the Lien Fund which the Receiver shall forthwith upon receipt of the Lien Fund provide to the Applicants' counsel, the Alberta Department of Energy shall immediately discharge from the Lands the Liens and any certificate of Lis Pendens related to the Liens;
5. In accordance with the New Brunswick Order, the Receiver shall hold the Holdbacks separately and in an interest bearing trust account and shall not pay the Holdbacks or any portion thereof except upon Order of the New Brunswick Court in the Receivership Proceeding made on notice to the parties listed on the service list in the Receivership Proceeding;
6. The Holdbacks paid to the Receiver in accordance with this Order:
 - (a) stand in the place of the Lands and as security for the legal costs of the Lien claimants with respect to the Liens and are subject to the Liens to the same extent as if the Liens continued to be registered against the Lands;
 - (b) discharges the Applicants from any liability in respect of the Liens; and
 - (c) shall be subject to the protections in favour of claimants and persons contained in the New Brunswick Order.



J.C.Q.B.A.

ENTERED this 28 day of June, 2010



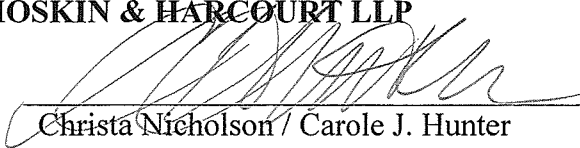
CLERK OF THE COURT



CONSENTED TO:

THIS 22nd DAY OF JUNE, 2010

OSLER, HOSKIN & HARCOURT LLP

Per: 
Christa Nicholson / Carole J. Hunter
Counsel for the Applicants

THIS ____ DAY OF JUNE, 2010

BORDEN LADNER GERVAIS LLP

Per: _____
Michael MacNaughton / Sam Rappos
Counsel for the Respondent, Ernst & Young
Inc., in its capacity as receiver and receiver-
manager of Atcon Construction Inc.

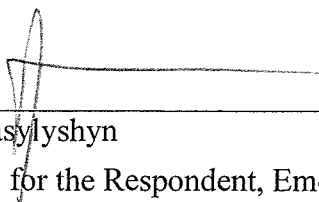
THIS ____ DAY OF JUNE, 2010

**BLAKE, CASSELS & GRAYDON LLP /
LAWSON CREAMER LAWYERS**

Per: _____
Susan Grundy / Bob Creamer
Counsel for the Respondent, Caterpillar Financial
Services Limited

THIS 22nd DAY OF JUNE, 2010

OGILVIE LLP

Per: 
Rod Wasylshyn
Counsel for the Respondent, Emeco Canada
Limited

CONSENTED TO:

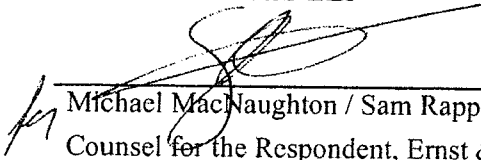
THIS ____ DAY OF JUNE, 2010

OSLER, HOSKIN & HARCOURT LLP

Per: _____
Christa Nicholson / Carole J. Hunter
Counsel for the Applicants

THIS ____ DAY OF JUNE, 2010

BORDEN LADNER GERVAIS LLP

Per:  _____
Michael MacNaughton / Sam Rappos
Counsel for the Respondent, Ernst & Young
Inc., in its capacity as receiver and receiver-
manager of Atcon Construction Inc.

THIS ____ DAY OF JUNE, 2010

**BLAKE, CASSELS & GRAYDON LLP /
LAWSON CREAMER LAWYERS**

Per: _____
Susan Grundy / Bob Creamer
Counsel for the Respondent, Caterpillar Financial
Services Limited

THIS ____ DAY OF JUNE, 2010

OGILVIE LLP

Per: _____
Rod Wasylyshyn
Counsel for the Respondent, Emeco Canada
Limited

CONSENTED TO:

THIS ____ DAY OF JUNE, 2010

OSLER, HOSKIN & HARCOURT LLP

Per: Christa Nicholson / Carole J. Hunter
Counsel for the Applicants

THIS ____ DAY OF JUNE, 2010

BORDEN LADNER GERVAIS LLP

Per: Michael MacNaughton / Sam Rappos
Counsel for the Respondent, Ernst & Young
Inc., in its capacity as receiver and receiver-
manager of Atcon Construction Inc.

THIS 22 DAY OF JUNE, 2010

**BLAKE, CASSELS & GRAYDON LLP /
LAWSON CREAMER LAWYERS**

Per: S Grundy Bob Creamer
Counsel for the Respondent, Caterpillar Financial
Services Limited

THIS ____ DAY OF JUNE, 2010

OGILVIE LLP

Per: Rod Wasylyshyn
Counsel for the Respondent, Emeco Canada
Limited

THIS 24th DAY OF JUNE, 2010

COX & PALMER

Per:



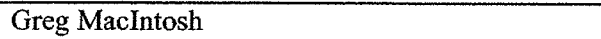
Josh McElman

Counsel for Bank of Nova Scotia

THIS ____ DAY OF JUNE, 2010

DEPARTMENT OF JUSTICE

Per:



Counsel for the Canada Revenue Agency

THIS ____ DAY OF JUNE, 2010

OFFICE OF THE ATTORNEY GENERAL

Per:



Counsel for the Province of New Brunswick

THIS ____ DAY OF JUNE, 2010

COX & PALMER

Per: _____
Josh McElman
Counsel for Bank of Nova Scotia

THIS 27th DAY OF JUNE, 2010

DEPARTMENT OF JUSTICE

Per: _____
Greg MacIntosh
Counsel for the Canada Revenue Agency

THIS ____ DAY OF JUNE, 2010

OFFICE OF THE ATTORNEY GENERAL

Per: _____
John Logan
Counsel for the Province of New Brunswick

THIS ____ DAY OF JUNE, 2010

COX & PALMER

Per: Josh McElman
Counsel for Bank of Nova Scotia

THIS ____ DAY OF JUNE, 2010

DEPARTMENT OF JUSTICE

Per: Greg MacIntosh
Counsel for the Canada Revenue Agency

THIS 24th DAY OF JUNE, 2010

OFFICE OF THE ATTORNEY GENERAL

Per: John Logan
Counsel for the Province of New Brunswick

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YOUNG INC., IN ITS CAPACITY AS
COURT-APPOINTED RECEIVER AND
RECEIVER MANAGER OF ATCON
CONSTRUCTION INC.**

Respondents



CONSENT ORDER

OSLER, HOSKIN & HARCOURT LLP

Barristers and Solicitors
Suite 2500, 450 – 1st Street S.W.
Calgary, Alberta T2P 5H1
Attention: Carole J. Hunter
Phone No. (403) 260-7055