

**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 LOGISTICS 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 LOGISTICS 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

ORDER

(Approval of Third Interim Distribution)



Jeff
25 June 2014

THIS MOTION, made by Ernst & Young Inc. in its capacity as Court-appointed receiver and receiver manager of the property, assets and undertakings of the Respondents (the “**Receiver**”) for an order, *inter alia*:

- (i) authorizing, empowering and directing the Receiver to distribute certain amounts to the Secured Creditors (as defined below), which have been agreed to and accepted by the Secured Creditors; and
- (ii) approving the conduct, actions and activities of the Receiver in administering this receivership proceeding as set out in the Twenty-Seventh Report of the Receiver dated 18 June 2014 (the “**Twenty-Seventh Report**”),

was heard this day at 673 King George Highway, Miramichi, New Brunswick.

ON READING the Receiver’s Notice of Motion dated 18 June 2014, the Twenty-Seventh Report, and on hearing the submissions of counsel for the Receiver, and such other counsel in attendance, and on reading the affidavit of service of Mary Arzoumanidis sworn 19 June 2014, and on being advised of the consent of each of The Bank of Nova Scotia (the “**Bank**”), the Province of New Brunswick (the “**Province**”), Aviva Insurance Company of Canada and its affiliated entities (“**Aviva**”), Caterpillar Financial Services Limited (“**CAT**”), and GE Canada Equipment Financing G.P. and its affiliated entities (“**G.E.**”, and together with the Bank, the Province, Aviva and CAT, the “**Secured Creditors**”) to this Order,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Receiver’s Notice of Motion, the Twenty-Seventh Report and the Record on Motion 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.

APPROVAL OF ACTIVITIES OF THE RECEIVER

2. **THIS COURT ORDERS** that the conduct, actions and activities of the Receiver in administering this receivership proceeding as set out in the Twenty-Seventh Report, be and are hereby approved.

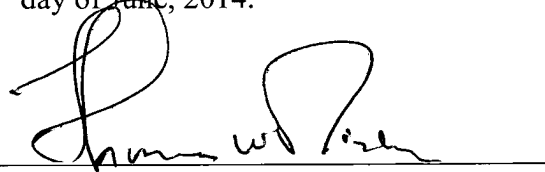
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25 June 2014

DISTRIBUTIONS

3. **THIS COURT ORDERS** that the Receiver is authorized, empowered and directed to pay from proceeds in its possession:

- (a) the sum of \$6,000,000.00 to the Bank; and
- (b) the sum of \$113,101.61 to CAT.

Dated at Miramichi, New Brunswick, this 25th day of June, 2014.

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

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