

COURT FILE NO.: N/M/17/10

IN THE COURT OF QUEEN'S BENCH
OF NEW BRUNSWICK

IN BANKRUPTCY AND INSOLVENCY

JUDICIAL DISTRICT OF MIRAMICHI

COUR DU BANC DE LA REINE
DU NOUVEAU-BRUNSWICK

DIVISION DE PREMIERE
INSTANCE

CIRCONSCRIPTION
JUDICIAIRE DE MIRAMICH

**IN THE MATTER OF THE
RECEIVERSHIP OF:**

**ATCON GROUP INC., ATCON
HOLDINGS INC., ATCON PROPERTY
HOLDINGS INC., ATCON VENEER
PRODUCTS INC, and ATCON
LOGISTICS 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**

B E T W E E N:

E N T R E:

**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, and ATCON
LOGISTICS INC., all of which are carrying
on business in the Province of New Brunswick
(Respondents)**

- and -

**IN THE MATTER OF THE
APPLICATION OF ERNST & YOUNG
INC. in its capacity as Court-appointed
receiver and receiver and manager of the
property, assets and undertakings of the
Respondents.**

**NOTICE OF MOTION
(FORM 37A)**

**AVIS DE MOTION
(FORMULE 37A)**

TO:

DESTINAIRE:

The Persons on the Service List attached
hereto as **Schedule “B”** to this Notice of
Motion

Ernst & Young Inc. in its capacity as receiver Le demandera à la Cour à
and receiver and manager of the property,
assets and undertakings of the Respondents
(the “**Receiver**” and the “**Debtors**”,
respectively) will apply to the Court of le , à :
Queen’s Bench, at 673 King George
Highway, Miramichi, New Brunswick., on the
15th day of March, 2010, at 9:30 a.m. for the
following relief:

(a) an Order, substantially in the form and substance of the draft order attached
hereto as **Schedule “A”** (the “**Draft Order**”), *inter alia*:

- i) abridging and validating the timing and method of service of the Notice of Motion and the Record on Motion, if necessary, so that this Motion is properly returnable and further service is dispensed with;
- ii) approving the going concern sale (the “**Transaction**”) contemplated by an agreement dated as of 10 March 2010 (the “**Sale Agreement**”) between, among others, Atcon Holdings Inc. (“**Holdings**”) and the purchasers set out therein (collectively the “**Purchaser**”), a copy of which is attached to the Confidential Supplement to the First Report dated March 12, 2010 the “**Supplemental Report**”) of Ernst & Young Inc., the Court-appointed CCAA monitor of certain affiliates of the Debtors (the “**Monitor**”);

- iii) authorizing and approving the execution by the Receiver of the Sale Agreement and the Receiver executing such other documents or taking such additional actions as may be necessary or desirable to complete the Transaction and to convey the assets of the Debtors more particularly set out in the Sale Agreement (the “**Sale Assets**”) to the Purchaser;
- iv) declaring that upon the delivery of a certificate or certificates to the Purchaser substantially in the form attached as Schedule “A” to the Draft Order (the “**Receiver’s Certificate**”), all right, title and interest of the Debtors in and to the Sale Assets shall vest absolutely in the Purchaser, or as the Purchaser may direct, free and clear of and from any and all other interests, claims or encumbrances of any nature or kind;
- v) to the extent necessary, declaring that for the purposes of determining the nature and priority of claims, the net proceeds from the sale of the Sale Assets (the “**Proceeds**”) shall stand in the place and stead of the Sale Assets, and that from and after the delivery of the Receiver’s Certificate all claims and encumbrances shall attach to the Proceeds with the same priority as they had with respect to the Sale Assets immediately prior to the sale;
- vi) authorizing and directing the Receiver, in collaboration with the Monitor, to develop a sales and marketing process for certain paving and related assets;
- vii) and

(b) such further and other relief as may be just.

The grounds upon which the Receiver relies are as follows:

1. The relief sought by the Receiver is appropriate in the circumstances and is in accordance with the jurisdiction of the Court under the *Bankruptcy and Insolvency Act* and the inherent jurisdiction of the Court;
2. The Monitor and the Receiver have undertaken a preliminary review of the “paving assets” of certain of the Debtors and companies affiliated with the Debtors currently in CCAA proceedings, and propose to develop and seek Court approval of a sales process in respect of those assets as the best means of realizing value for the Debtors’ stakeholders;
3. The Monitor has undertaken a review of the business of Envirem and, in consultation with Envirem and based on information received from Grant Thornton (who had been retained prior to the commencement of these proceedings to assist with the marketing and sale of Envirem) and the Applicant, has concluded that the

sale of the assets of Envirem (and certain related assets subject to these proceedings) as a going concern as contemplated by the Transaction is the best opportunity to preserve value, the Envirem business and jobs. The Monitor and the Receiver have consulted with The Bank of Nova Scotia, a secured creditor affected by the Transaction. The Receiver recommends approval of the sale of the assets of the Debtors to the Purchaser or to such party as the Purchaser may direct, and the making of a vesting order in connection therewith;

4. The Transaction:

- a) is the result of a process that was reasonable in the circumstances;
- b) is supported by the Monitor and the Receiver and in their opinion the completion of the Transaction will be more beneficial to the creditors than any other available option; and
- c) provides consideration for the purchased assets that is reasonable and fair.

5. The Receiver relies on:

- a) the *Rules of Court*, as amended, including but not limited to Rules 1.03, 2.01, 2.02 and 3.02;
- b) the *Judicature Act*, R.S.N.B. 1973, c. J-2, as amended, including but not limited to sections 21, 26 and 31;
- c) the *Land Titles Act*, S.N.B. 1981, c. L-1.1, as amended, including but not limited to sections 29, 48 and 70; and

6. Such further and other grounds as counsel for the Receiver may advise and this Honourable Court may permit.

UPON the hearing of the motion the following affidavit or other documentary evidence will be presented:

A l'audition de la motion, les affidavits ou les autres preuves littérales suivantes seront présentées:

- (1) The Monitor's First Report to the Court dated March 12, 2010;
- (2) The Supplemental Report; and
- (3) Such further and other affidavits or documentary evidence as counsel for the Applicant may advise and this Honourable Court may permit.

You are advised that:

- (a) you are entitled to issue documents and present evidence at the hearing in English or French or both;
- (b) the applicant intends to proceed in the English language; and
- (c) if you intend to proceed in the other official language, an interpreter may be required and you must so advise the Clerk at least 5 days before the hearing.

Sachez que:

- (a) vous avez le droit d'émettre des documents et de présenter votre preuve à l'audience en français, en anglais ou dans les deux langues;
- (b) le demandeur à l'intention d'utiliser la langue anglais; et
- (c) si vous avez l'intention d'utiliser l'autre langue officielle, les services d'un interprète pourront être requis et vous devrez en aviser le greffier au moins 5 jours avant l'audience.

DATED at Toronto, Ontario, this 12th day of March, 2010.


Per MICHAEL J. MacNAUGHTON
BORDEN LADNER GERVAIS LLP
Solicitors for the Receiver

BORDEN LADNER GERVAIS LLP

Barristers and Solicitors
Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3Y4

MICHAEL J. MACNAUGHTON

Tel: (416) 367-6646
Fax: (416) 682-2837
LSUC # 25889U

CRAIG J. HILL

Tel: (416) 367-6156
Fax: (416) 361-7301
LSUC # 31888K

SAM P. RAPPOS

Tel: (416) 367-6033
Fax: (416) 361-7306

LSUC# 51399S

**Counsel to Ernst & Young Inc.,
the Court-appointed Receiver
of the Respondents**

::ODMA\PCDOCS\TOR01\4311316\2

SCHEDULE “A”

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, and ATCON LOGISTICS 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, and ATCON LOGISTICS INC., all of
which are carrying on business in the Province of New Brunswick**

RESPONDENTS

APPROVAL AND VESTING ORDER

THIS MOTION, made by Ernst & Young Inc. in its capacity as Court-appointed receiver and receiver and manager of the property, assets and undertakings of the Respondents (the "**Receiver**") for an order approving the sale transaction (the "**Transaction**") contemplated by a letter sale agreement (the "**Sale Agreement**") between, among others, Atcon Holdings Inc. ("**Holdings**"), 633433 N.B. Inc. and 604985 N.B. Inc. ("**608**") as sellers and the purchasers set out therein made as of 10 March 2010 and appended to the Confidential Supplement to the First

Report of Ernst & Young Inc., the Court appointed CCAA monitor of certain affiliates of the Respondents (the "**Monitor**") dated 12 March 2010 (the "**Supplemental Report**"), and, at the direction of the purchasers under the Sale Agreement, vesting in Envirem Organics Inc. (the "**Purchaser**") Holdings' right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**"), was heard this day at 673 King George Highway, Miramichi, New Brunswick.

ON READING the Monitor's First Report dated March 12, 2010, the Supplemental Report and on hearing the submissions of counsel for the Receiver, [NAMES OF OTHER PARTIES APPEARING], no one appearing for any other person on the service list, although properly served as appears from the affidavit of [NAME] sworn [DATE] filed,

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.
2. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
3. **THIS COURT ORDERS** that the Receiver is authorized and directed to execute a sole shareholder declaration in respect of 608 in the name of and on behalf of Atcon Group Inc. to effect the transfer of a portion of the Nelson Bark Supply Property (PID 40278327) by 608 to the Purchaser and to take such other steps and execute such other documents in the name of and on behalf of 608 as may be necessary to effect the transfer of that real property to the Purchaser.
4. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule "A"** hereto (the "**Receiver's Certificate**"), all of Holdings' right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens,

executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Mr. Justice Riordon dated 2 March 2010; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (New Brunswick), the *Land Titles Act* (New Brunswick), or any other registry system (all of which are collectively referred to as the "**Encumbrances**") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

5. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of Holdings and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Holdings;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Holdings and shall not be void or

voidable by creditors of Holdings, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

9. **THIS COURT ORDERS** that the Supplemental Report be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope, attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened following the filing of the Receiver's Certificate with the Court.

10. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to develop, in collaboration with the Monitor, a sales and marketing plan for quarry, paving and related assets of the Respondents (the "**Quarry and Paving Sales Process**"), and to report to and seek the approval of the Court in respect of the Quarry and Paving Sales Process as soon as reasonably possible.

Schedule A – Form of Receiver's Certificate

N/M/17/10

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, and ATCON LOGISTICS 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, and ATCON LOGISTICS INC., all of which are carrying on
business in the Province of New Brunswick**

RESPONDENTS

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of The Honourable Mr. Justice Riordon of The Court of Queen's Bench of New Brunswick (the "**Court**") dated 2 March 2010, Ernst & Young Inc. was appointed as receiver and receiver and manager in respect of the property, assets and undertakings of the Respondents (the "**Receiver**").

B. Pursuant to an Order of the Court dated 15 March 2010, the Court approved the letter sale agreement made as of 10 March 2010 (the "**Sale Agreement**") between, *inter alia*, Atcon Holdings Inc. ("**Holdings**") and

the purchasers set out therein, and provided for the vesting in Envirem Organics Inc. (the "**Purchaser**") of Holdings' right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the appropriate party; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver or the Monitor has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver or the appropriate party; and
3. The Transaction has been completed to the satisfaction of the Receiver and the Respondents.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

**ERNST & YOUNG INC. in its capacity as the
Receiver of the Respondents and not in its
personal or corporate capacity**

By: _____

Name:

Title:

SCHEDULE “B”

.....

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 CONSTRUCTION LTD., ATCON STRUCTURES
INC., ENVIREM TECHNOLOGIES INC. all of which are
carrying on business in the Province of New Brunswick**

- AND -

IN THE MATTER OF THE RECEIVERSHIP OF:

**ATCON GROUP INC., ATCON HOLDINGS INC., ATCON
PROPERTY HOLDINGS INC., ATCON VENEER
PRODUCTS INC, and ATCON LOGISTICS 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**

**SERVICE LIST
(as of March 12, 2010)**

COX & PALMER

Purdy's Wharf, Tower I
1100-1959 Upper Water Street
Halifax, NS B3J 3N2

Robert G. MacKeigan, Q.C.

Tel: (902) 491-4121
Fax: (902) 421-3130
E-mail: robbie@coxandpalmer.com

J. Craig McCrea, Q.C.

Tel: (902) 491-4120
Fax: (902) 421-3130
E-mail: cmccrea@coxandpalmer.com

Counsel to the Applicant, The Bank of Nova Scotia

BORDEN LADNER GERVAIS LLP

Scotia Plaza
40 King Street West
Toronto, ON M5H 3Y4

Michael J. MacNaughton

Tel: (416) 367-6646
Fax: (416) 682-2837
E-mail: mmacnaughton@blgcanada.com

Craig J. Hill

Tel: (416) 367-6156
Fax: (416) 361-7301
E-mail: chill@blgcanada.com

Sam P. Rappos

Tel: (416) 367-6033
Fax: (416) 361-7306
E-mail: srappos@blgcanada.com

COX & PALMER

Brunswick Square, Suite 1500
1 Germain Street, PO Box 1324
Saint John, NB E2L 4H8

Josh J.B. McElman

Tel: (506) 633-2708
Fax: (506) 632-8809
E-mail: jmcelman@coxandpalmer.com

ERNST & YOUNG INC.

The Fortis Building
139 Water Street, 7th Floor
St. John's, NL A1C 1B2

Paul D. Hickey

Tel: (709) 570-5404
Fax: (709) 722-1758
E-mail: paul.d.hickey@ca.ey.com

George C. Kinsman

Tel: (902) 421-6282
Fax: (902) 420-0503
E-mail: george.c.kinsman@ca.ey.com

Brian M. Denega

Tel: (416) 943-3058
Fax: (416) 943-3300
E-mail: brian.m.denega@ca.ey.com

Mathew M. Harris

Tel: (902) 421-6255
E-mail: mathew.m.harris@ca.ey.com

Counsel to Ernst & Young Inc., the Court-Appointed Monitor and Receiver

Court-appointed Monitor and Receiver

OFFICE OF THE ATTORNEY GENERAL

Legal Services Branch
Province of New Brunswick
Room 447, Centennial Building
670 King Street
Fredericton, NB E3B 1G1

Natalie H. LeBlanc

Tel: (506) 453-2222
Fax: (506) 453-3275
E-mail: natalie.leblanc@gnb.ca

John B.D. Logan

Tel: (506) 453-2222
Fax: (506) 453-3275
E-mail: john.logan@gnb.ca

Richard Williams

Tel: (506) 453-2222
Fax: (506) 453-3275
E-mail: richard.williams@gnb.ca

Counsel to the Province of New Brunswick

BLAKE, CASSELS & GRAYDON LLP

199 Bay Street
Suite 2800, Commerce Court West
Toronto ON M5L 1A9

Susan M. Grundy

Tel: (416) 863-2572
Fax: (416) 863-2653
E-mail: susan.grundy@blakes.com

Marc Flynn

Tel: (416) 863-2685
Fax: (416) 863-2653
E-mail: marc.flynn@blakes.com

**Counsel to Caterpillar Financial Services
Limited**

BARRY SPALDING

Mercantile Centre
55 Union Street, Suite 710
Saint John, NB E2L 5B7

Howard A. Spalding, Q.C.

Tel: (506) 633-4215
Fax: (506) 633-4206
E-mail: has@barryspalding.com

William C. Kean

Tel: (506) 646-7505
Fax: (506) 633-4206
E-mail: wck@barryspalding.com

**Counsel to GE Canada Equipment Financing
C.P., General Electric Canada Equipment
Financing G.P., GE Canada Leasing Services
Company and GE VFS Canada Limited
Partnership**

LAWSON CREAMER LAWYERS

133 Prince William Street, Suite 801
P.O. Box 6787, Station A
Saint John, NB E2L 4S2

Bob Creamer

Tel: (506) 633-3737
Fax: (506) 633-0465
E-mail: rcream@lawsoncream.com

Jeffrey Burgess

Tel: (506) 633-3737
Fax: (506) 633-0465
E-mail: jburgess@lawsoncream.com

**Counsel to Caterpillar Financial Services
Limited**

AIRD & BERLIS LLP

Brookfield Place, 181 Bay Street
Suite 1800, Box 754
Toronto, ON M5J 2T9

Sanjeev Mitra

Tel: (416) 865-3085
Fax: (416) 863-1515
E-mail: smitra@airdberlis.com

Counsel to Royal Bank of Canada

MILLER THOMSON LLP

Suite 5800, Scotia Plaza
40 King Street West
Toronto, ON M5H 3S1

Arthi Sambasivan

Tel: (416) 595-8636
Fax: (416) 595-8695
E-mail: asambasivan@millerthomson.com

Counsel to Capital Underwriters

**BINGHAM ROBINSON MACLENNAN
EHRHARDT TEED**

Heritage Court
300-95 Foundry St.
Moncton, NB E1C 5H7

Brian M. Hunt

Tel: (506) 857-8856
Fax: (506) 875-2017
E-mail: bhunt@bingham.ca

**Counsel to Key Equipment Finance Canada
Ltd.**

MCMILLAN LLP

Brookfield Place, Suite 4400
181 Bay Street
Toronto, ON M5J 2T3

Tushara N. Weerasooriya

Tel: (416) 865-7262
Fax: (416) 865-7048
E-mail: tushara.weerasooriya@mcmillan.ca

Counsel to Macquarie Premium Funding Inc.

DEPARTMENT OF JUSTICE CANADA

Atlantic Regional Office
Suite 1400, Duke Tower
5251 Duke Street
Halifax, NS B3J 1P3

Gregory A. MacIntosh

Tel: (902) 426-8007
Fax: (902) 426-8802
E-mail: gregory.macintosh@justice.gc.ca

Counsel to Canada Revenue Agency

PARLEE McLAWS LLP

3400 Suncor Energy Centre
150 -6 Avenue SW
Calgary, AB T2P 3Y7

G. Scott Watson

Tel: (403) 294-7038
Fax: (403) 294-7030
E-mail: swatson@parlee.com

Brent W. Mescall

Tel: (403) 294-7544
Fax: (403) 767-8889
E-mail: bmescall@parlee.com

**Counsel to Canadian Natural Resources
Limited**

FOSTER & COMPANY
100-564 Prospect St.
Fredericton, NB E3B 9M3

Steven Barnett
Tel: (506) 462-4008
Fax: (506) 462-4001
E-mail: srbarnett@fandclaw.com

Counsel for CML Northern Blower Inc.

CML NORTHERN BLOWER INC.
388 Kingston Crescent
Winnipeg, MB R2M 0T8

Robert Goodwin
E-mail: beverley_goodwin@hotmail.com

**OFFICE OF THE SUPERINTENDENT OF
BANKRUPTCY**
5, Place Ville-Marie, bureau 800
Montréal, QC H3B 2G2

Michel Huot
Tel: (514) 496-8641
Fax: (514) 283-9795
E-mail : Michel.Huot@ic.gc.ca

CANADA REVENUE AGENCY
Insolvency Unit, Atlantic Region
Moncton Tax Services Office
50 King Street, PO Box 1070
Moncton, NB E1C 8P2

Kevin Jensen
E-mail: Kevin.Jensen@cra-arc.gc.ca

MILLER THOMPSON LLP'
2700 Commerce Place
10155 - 102 Street
Edmonton, AB T5J 4G8

Thomas V. Duke
Tel: (780) 429-9742
Fax: (780) 424.5866
E-mail: tduke@millerthomson.com

Counsel for Alberta Fuel Distributors

AIMARK TRAVERS LTD.
300 Steelcase Rd. W. #23
Markham, ON L3R 2W2

Ron B. Sidon
E-mail: ron@aimarktravers.com

SODEXO
930 Wellington Street
Suite 100
Montreal, QC H3C 1T8

John Mignacca
Tel: (514) 866-7070 x256
Fax: (514) 866-8732
E-mail: John.Mignacca@Sodexo.com

ATCON GROUP OF COMPANIES
c/o Robbie Tozer, President and Director
E-mail: rwtozer@atcongroup.com