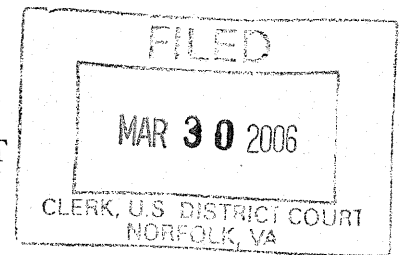


IN THE UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
Norfolk Division



IN RE:

C. E. THURSTON & SONS, INC.,

DISTRICT COURT CASE NO. 2:05-CV-00764-RAJ

DEBTOR IN POSSESSION.

(BANKRUPTCY CASE NO. 03-75932-SCS)

(CHAPTER 11)

**ORDER OF CONFIRMATION OF
DEBTOR'S AMENDED PLAN OF REORGANIZATION**

Upon consideration of the March 15, 2006, Report and Recommendation of the United States Bankruptcy Court (the "Report") directed to conduct a hearing in this matter, no objections having been filed, and upon an independent review of the record, it is hereby **ORDERED, ADJUDGED AND DECREED** that the Court adopts the findings of fact, conclusions of law and recommendations of the United States Bankruptcy Court, as set forth in the Report, subject to the correction of the finding paragraph 101 of the Report as follows :

101. Without the issuance of an injunction, Thurston is likely to be subject to substantial future demands for payment arising out of the same or similar conduct or events that gave rise to the Asbestos Related Claims.

Accordingly, it is hereby **ORDERED, ADJUDGED AND DECREED** that the Modified Exhibits supersede and replace the Note, Pledge Agreement, Employment Agreement, and the Trust Agreement, previously filed with the Bankruptcy Court.

Frank J. Santoro, Esq., VSB #20259
Ann B. Brogan, Esq., VSB #25567
John M. Ryan, Jr., Esq., VSB #37796
Marcus, Santoro & Kozak, P.C.
1435 Crossways Boulevard, Suite 300
Chesapeake, VA 23320
(757) 222-2224
(757) 333-3390 (facsimile)
Counsel for C.E. Thurston & Sons, Inc.

It is further **ORDERED, ADJUDGED AND DECREED** that, the Court finds as a finding of fact and conclusion of law that the Modifications and the Modified Exhibits are not, as a matter of law, material in nature. As such, the Modifications and the Modified Exhibits require no further notice to creditors or parties in interest. In accordance with Bankruptcy Code Section 1127(a), the Modifications and the Modified Exhibits are incorporated into the Plan and are binding upon the Debtor, all its creditors and all parties in interest affected thereby.

It is **ORDERED, ADJUDGED AND DECREED** that the appointment of Mark M. Gleason, Certified Public Accountant, as the initial Trustee of the Trust, is approved.

It is further **ORDERED, ADJUDGED AND DECREED** that the appointment of the FCR, Jerrold G. Weinberg, as the legal representative for the purpose of protecting the rights of all persons that might subsequently assert Asbestos Related Demands, is affirmed.

It is further **ORDERED, ADJUDGED AND DECREED** that the Plan is hereby **CONFIRMED**. The Debtor and its officers, directors, agents and holders of Equity Interests, the Trustee, and the FCR are ordered and authorized to perform all acts, execute and deliver all documents and instruments necessary to carry out the intent and purposes of the Plan and the Trust, including without limitation the Post-Confirmation Agreements. The terms and provisions of the Plan, as modified by the terms of this Order, a copy of which is attached as Exhibit C to the Report, are binding upon the Debtor, all its creditors, all parties in interest, and all equity security holders affected thereby.

It is further **ORDERED, ADJUDGED AND DECREED** that, pursuant to Section C.1 of the Plan, any agreement of the Debtor with the CCR or among current or former members of the CCR, other than the Wellington Agreement or any settlement agreement made by Thurston after the Filing Date and approved by the Court, shall be rejected.

It is further **ORDERED, ADJUDGED AND DECREED** that all contracts and leases designated for assumption in Section C.2 of the Plan shall be and hereby are assumed.

It is further **ORDERED, ADJUDGED AND DECREED** that the form and substance of the Supplemental Injunction are consistent with and warranted under applicable law and upon the record presented herein and the Supplement Injunction shall be entered simultaneously herewith.

It is further **ORDERED, ADJUDGED AND DECREED** that, on the Effective Date, the Trust shall be established in accordance with the Plan. The Trust shall be subject to the continuing jurisdiction of the Bankruptcy Court in accordance with the requirements of Section 468E of the IRC and the Treasury regulations issued pursuant thereto.

It is further **ORDERED, ADJUDGED AND DECREED** that the Court shall retain jurisdiction over this case following confirmation and until consummation of the Plan and for the purposes set forth in the Plan.

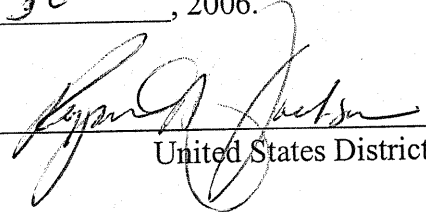
It is further **ORDERED, ADJUDGED AND DECREED** that the 10-day stay imposed by Bankruptcy Rule 3020(e) is waived.

It is further **ORDERED, ADJUDGED AND DECREED** that, as described and to the extent provided for in the Plan, the Debtor is released from all dischargeable debts and the obligations of the Debtor, for pre-petition debts and claims, whether known or unknown, and payment shall be upon the terms set forth in the Plan and this Order. Any judgment heretofore or hereafter obtained in any court, other than this Court, is null and void as a determination of the liability of the Debtor with respect to debts dischargeable under 11 U.S.C. § 1141(d). All creditors whose debts are discharged by this Order, and all creditors whose judgments are declared null and void by this Order, and absent leave of this Court, are enjoined from instituting any act to collect such debts as personal liabilities of the Debtor, or a successor to the Debtor.

Upon entry, the Clerk is directed to send a copy of this Order to all counsel of record before this Court and to send a copy of this Order to the Clerk for the Bankruptcy Court for entry upon the docket of Bankruptcy Case and for serviced of notice of entry promptly by the

Bankruptcy Clerk to the debtor, the trustee, all creditors, all equity security holders, and other parties in interest in accordance with Rule 2002(f) of the Federal rules of Bankruptcy Procedure.

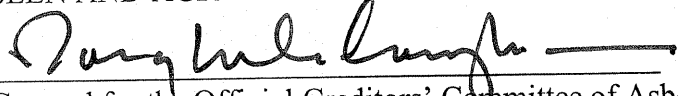
ENTERED in Norfolk, Virginia, March 30, 2006.


United States District Judge

I ASK FOR THIS:

Counsel for the Debtor

SEEN AND AGREED:


Counsel for the Official Creditors' Committee of Asbestos Claimants

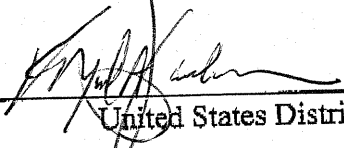
Counsel for the Future Claimants' Representative

SEEN AND NO OBJECTION:

Office of the United States Trustee

Bankruptcy Clerk to the debtor, the trustee, all creditors, all equity security holders, and other parties in interest in accordance with Rule 2002(f) of the Federal rules of Bankruptcy Procedure.

ENTERED in Norfolk, Virginia, March 30, 2006.



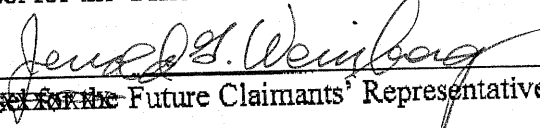
United States District Judge

I ASK FOR THIS:

Counsel for the Debtor

SEEN AND AGREED:

Counsel for the Official Creditors' Committee of Asbestos Claimants



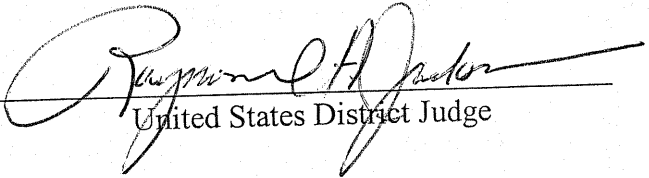
~~Counsel for the~~ Future Claimants' Representative

SEEN AND NO OBJECTION:

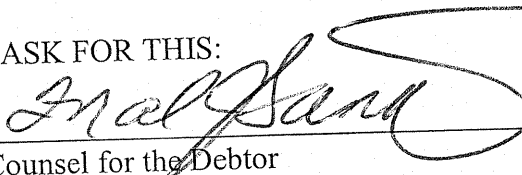
Office of the United States Trustee

Bankruptcy Clerk to the debtor, the trustee, all creditors, all equity security holders, and other parties in interest in accordance with Rule 2002(f) of the Federal rules of Bankruptcy Procedure.

ENTERED in Norfolk, Virginia, March 30, 2006.


United States District Judge

I ASK FOR THIS:

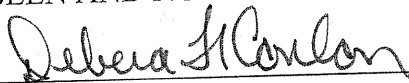

Counsel for the Debtor

SEEN AND AGREED:

Counsel for the Official Creditors' Committee of Asbestos Claimants

Counsel for the Future Claimants' Representative

SEEN AND NO OBJECTION:


Office of the United States Trustee