Court File No. 03-CL-5145

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE	)	
	)	JULY 25, 2007
JUSTICE GROUND	)	

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OR PLANS OF COMPROMISE OR ARRANGEMENT OF IVACO INC. AND THE APPLICANTS LISTED IN SCHEDULE "A"

Applicants

ORDER

THIS MOTION made by Ernst & Young Inc., the Court-appointed Monitor of Ivaco Inc. and the other Applicants listed in Schedule "A" hereto (the "Monitor"), and the Applicants for, *inter alia*, an order for the scheduling of the trial of an issue and that Heico pay to the Monitor certain amounts owing pursuant to three asset purchase agreements (the "APAs") entered into between Ivaco Inc. and other of the Applicants and III Canada Acquisition Company, Sivaco Wire Group 2004 L.P., Ifastgroupe 2004 L.P., Ivaco Rolling Mills 2004 L.P., Heico Holding, Inc. and The Heico Companies, L.L.C. (collectively, "Heico"), was heard June 4 and June 5, 2007 at 360 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion (originally returnable May 3, 2007), Supplementary Notice of Motion (originally returnable May 25, 2007) and Motion Record of the Monitor and the Applicants and the Notice of Cross-Motion (returnable June 4, 2007) and Motion Record filed by Heico and on hearing the submissions of counsel for Heico, the Monitor, the Superintendent of Financial Services, the Bank of Nova Scotia, the Informal Committee of Noteholders, the National Bank of Canada, QIT Fer et Titane and KPMG LLP:

1. **THIS COURT ORDERS** that:

   (a) Sivaco Wire Group 2004 L.P. ~~and/or Heico Holding, Inc. and The Heico Companies, L.L.C. are~~ is directed to pay forthwith to the Monitor on behalf of the Applicants $8,127,000 plus applicable interest pursuant to the APAs;

   (b) Ifastgroupe 2004 L.P. ~~and/or Heico Holding, Inc. and The Heico Companies, L.L.C. are~~ is directed to pay forthwith to the Monitor on behalf of the Applicants $24,513,000 plus applicable interest pursuant to the APAs; and

   (c) Ivaco Rolling Mills 2004 L.P. ~~and/or Heico Holding, Inc. and The Heico Companies, L.L.C. are~~ is directed to pay forthwith to the Monitor on behalf of the Applicants $20,247,000 plus applicable interest pursuant to the APAs.

2. **THIS COURT ORDERS** that the balance of the motion with respect to scheduling the trial of the issue is adjourned to be scheduled for a return date before the Honourable Mr. Justice Cumming.

3. **THIS COURT ORDERS** that counsel for the parties may make brief written submissions with respect to the costs on or before August 24, 2007.

AUG 3/07
Order to issue on above terms as amended without prejudice to the right of the Monitor and the Applicants to take the position that Heico Holding - Inc and The Heico Companies, L.L.C are obligors or guarantors with respect to the above payments

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SCHEDULE "A"

Ivaco Rolling Mills Inc.
Ifastgroup Inc.
IFC (Fasteners) Inc.
Ifastgroupe Realty Inc.
Docap (1985) Corporation
Florida Sub One Holdings, Inc.
3632610 Canada Inc.

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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OR PLANS OF COMPROMISE OR ARRANGEMENT OF IVACO INC. AND THE APPLICANTS LISTED IN SCHEDULE "A"

Applicants

ORDER

THIS MOTION made by III Canada Acquisition Company, Sivaco Wire Group 2004 L.P., Ifastgroupe 2004 L.P., Ivaco Rolling Mills 2004 L.P., Heico Holding, Inc., and The Heico Companies L.L.C. (collectively, "Heico") for, *inter alia*, a declaration that the final report of KPMG LLP dated April 24, 2007 in the working capital dispute proceedings contemplated by three asset purchase agreements (the "APAs") entered into between Heico and Ivaco Inc. and other of the Applicants listed in Schedule "A" (the "Report") has not been prepared within the mandate or authority given to KPMG as "Expert" under the reasons for decision of the Honourable Mr. Justice Farley dated August 4, 2005, the reasons for decision of the Honourable Mr. Justice Ground released December 15, 2006 and the corresponding order of the Honourable Mr. Justice Ground dated November 7, 2006 which was issued January 5, 2007 and/or the APAs and, in particular, a declaration that KPMG exceeded its jurisdiction and that the Report is of no force and effect, was heard June 4 and June 5, 2007 at 360 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion (originally returnable May 3, 2007), Supplementary Notice of Motion (originally returnable May 25, 2007) and Motion Record of Ernst & Young Inc., the Court-appointed Monitor of Ivaco Inc. and the other Applicants listed in Schedule "A" (the "Monitor"), and the Applicants and the Notice of Cross-Motion (returnable June 4, 2007) and Motion Record filed by Heico and on hearing the submissions of counsel for Heico, the Monitor, the Superintendent of Financial Services, the Bank of Nova Scotia, the Informal Committee of Noteholders, the National Bank of Canada, QIT Fer et Titane and KPMG:

1. **THIS COURT ORDERS AND DECLARES** that the Report by KPMG as Expert was prepared within the authority and in accordance with the mandate to the Expert pursuant to the APAs and orders of this Honourable Court described above.

2. **THIS COURT ORDERS** that the motion is dismissed.

3. **THIS COURT ORDERS** that counsel for the parties may make brief written submissions with respect to the costs on or before August 24, 2007.

Aug 3/07
Order to issue as drawn + terms
G D Ground J

SCHEDULE "A"

Ivaco Rolling Mills Inc.
Ifastgroup Inc.
IFC (Fasteners) Inc.
Ifastgroupe Realty Inc.
Docap (1985) Corporation
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