Court File No. 03-CL-5145

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE	)	**MONDAY, THE 18th DAY**
	)	
JUSTICE FARLEY	)	**OF JULY, 2005**

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

Applicants

ORDER

THIS MOTION made by National Bank of Canada ("National") for an Order, *inter alia*, (a) amending the articles of incorporation of Ivaco Inc. ("Ivaco") and Ifastgroupe Inc. ("Ifastgroupe") to change their respective head offices to an address in Toronto and empowering and directing the Monitor (as defined below) to file articles of reorganization reflecting the change of location of said head offices and to do such other acts and things as required to change the location of said head offices to a location in Toronto; (b) empowering the Monitor, on behalf of Ivaco, to pass a special resolution, consenting to the amendment of the limited partnership agreement for Ifastgroupe and Company, Limited Partnership ("Ifastgroupe LP") to change the address of the principal place of business of Ifastgroupe LP to an address in Toronto; (c) lifting the stay of proceeding imposed under the initial order of this Honourable Court made in these proceedings on September 16, 2003, as amended and restated (the "Initial Order") to allow National to issue, serve, file and proceed with an application for bankruptcy order against each of Ivaco and Ifastgroupe LP and its general partner, Ifastgroupe and Docap (1985) Corporation ("Docap"); and (d) extending the Stay Termination Date (as defined in paragraph 3 of the Initial Order) from June 15, 2005 until such time as bankruptcy orders have been made against Ivaco and Ifastgroupe LP and its general partner, Ifastgroupe and Docap (each a "Debtor") and for other incidental relief, was heard, together with other motions brought by the Superintendent of Financial Services (the "Superintendent"), The Bank of Nova Scotia ("BNS") and the Pension Committee of Ivaco (the "Pension Committee"), on June 13, 14 and 15, 2005 at 393 University Avenue, Toronto, Ontario, the making of this Order having been reserved to this day;

ON READING the evidence set out in Schedule "B" hereto and on hearing the submissions of counsel for National, the Superintendent, the Ontario Agent for Counsel to the Pension Committee, BNS, QIT-Fer Et Titane Inc., the Informal Committee of Noteholders, Ernst & Young Inc., in its capacity as monitor (the "Monitor") of Ivaco and each of the Applicants listed in Schedule "A" hereto (the "Applicants") and others, and on being advised that the Service List was served with the Notice of Motion herein,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged to the date of actual service, that this motion is properly returnable today and that service of the Notice of Motion and Motion

Record upon any interested person, other than the persons served with the Notice of Motion, is hereby dispensed with.

CHANGE OF ADDRESS OF IVACO AND IFASTGROUPE

2. **THIS COURT ORDERS** that, pursuant to section 191(2) of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, as amended (the "CBCA"), the articles of incorporation of each of Ivaco and Ifastgroupe are hereby amended to change the place in which its respective registered office is situated from that shown in its current articles to Ernst & Young Tower, 222 Bay Street, P.O. Box 251, Toronto-Dominion Centre, Toronto, Ontario M5K 1J7 or such other address in Toronto, Ontario as the Monitor, on behalf of Ivaco and Ifastgroupe, may decide.

3. **THIS COURT ORDERS** that, in accordance with section 191(4) of the CBCA, the Monitor, on behalf of each of Ivaco and Ifastgroupe, is hereby empowered and directed to file articles of reorganization with the Director (as such term is defined in the CBCA) reflecting the change of the head offices of Ivaco and Ifastgroupe as set out in paragraph 2 of this Order and to do all such other acts and things as may be required to change the head offices of Ivaco and Ifastgroupe to an address in Toronto, Ontario.

4. **THIS COURT DECLARES** that, effective as of the date of the certificates of amendment issued by the Director under the CBCA in relation to the articles of reorganization filed, the locality of each of Ivaco and Ifastgroupe, within the meaning of section 2(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA"), is Toronto, Ontario.

CHANGE OF ADDRESS OF IFASTGROUPE LP

5. **THIS COURT ORDERS** that the Monitor, on behalf of Ivaco, is hereby empowered and directed to pass a special resolution of Ivaco, in its capacity as the sole special partner of Ifastgroupe LP (i) consenting to the amendment of the Limited Partnership Agreement (the "LPA") entered into between Ifastgroupe and Ivaco dated September 20, 1993, and (ii) permitting and directing Ifastgroupe, as general partner of Ifastgroupe LP, to change the address of the principal place of business of Ifastgroupe LP to Ernst & Young Tower, 222 Bay Street, P.O. Box 251, Toronto-Dominion Centre, Toronto, Ontario M5K 1J7 or another location in Toronto, Ontario of the Monitor's choosing, and this Court further orders that the Monitor, on behalf of Ivaco and Ifastgroupe LP and its general partner, Ifastgroupe, is empowered and directed to execute all such resolutions, agreements, declarations and documents, make all such filings and do all such other acts and things as required to change the address of the principal place of business of Ifastgroupe LP to Ernst & Young Tower, 222 Bay Street, P.O. Box 251, Toronto-Dominion Centre, Toronto, Ontario M5K 1J7, or such other address in Toronto, Ontario as the Monitor may decide.

6. **THIS COURT DECLARES** that effective as of the date and time that the LPA is amended, the locality of Ifastgroupe LP within the meaning of section 2(1) of the BIA is Toronto, Ontario.

BANKRUPTCY/LIFTING OF CCAA STAY OF PROCEEDINGS

7. **THIS COURT DECLARES** that the stay of proceedings against Ivaco and Ifastgroupe LP and its general partner, Ifastgroupe and Docap imposed pursuant to

the Initial Order is hereby lifted for the purpose of permitting National to issue, serve, file and proceed with an application (the "Application") for a bankruptcy order (the "Bankruptcy Order") and to obtain and have issued and entered a Bankruptcy Order against each Debtor, naming Ernst & Young Inc. as the trustee in bankruptcy of each Debtor, other than Docap, and naming Grant Thornton Limited as the trustee in bankruptcy of Docap.

8. **THIS COURT ORDERS** that substituted service of an Application, the affidavit referenced in Section 43(3) of the BIA and a notice indicating the time and place of the hearing of the Application (collectively, the "Bankruptcy Application Materials") upon Ernst & Young Inc. in its capacity as Monitor of the Debtors named in such Application and, in the case of Ifastgroupe LP, as Monitor of its general partner, Ifastgroupe, shall be good and sufficient service of the Bankruptcy Application Materials upon the Debtors in accordance with Rule 71 of the General Rules under the BIA (the "Rules").

CCAA STAY OF PROCEEDINGS

9. **THIS COURT ORDERS** that the Stay Termination Date in respect of the Applicants is hereby extended until (i) in the case of a Debtor, such time as its bankruptcy has been effected, at which time it shall automatically and without further order of this Court expire, (ii) in the case of IFC (Fasteners) Inc. and Ifastgroupe Realty Inc., until such time as the bankruptcy of Ifastgroupe LP has been effected, at which time it shall automatically and without further order of this Court expire, and (iii) in the case of Florida Sub One Holdings, Inc. and 3632610 Canada Inc., until such time as the

bankruptcy of Ivaco has been effected, at which time it shall automatically and without further order of this Court expire.

OTHER

10. **THIS COURT ORDERS** that the declarations concerning the effect of bankruptcy sought in paragraphs 9, 10, 11, 12 and 13 of the Notice of Motion may be dealt with in the context of the bankruptcy proceedings of a Debtor, but otherwise no order is made in respect of such paragraphs.

11. **THIS COURT ORDERS** that notwithstanding anything in this Order, no action or step is to be taken with respect to the orders made herein dealing with the bankruptcy of the Debtors for at least 60 days from July 18, 2005.

L. Register.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:
SEP 19 2005

PER/PAR: KB

SCHEDULE "A"

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

SCHEDULE "B"

1. The Affidavit of Louis Latendresse sworn March 18, 2005 and the exhibits thereto;
2. The Compendium of National Bank of Canada Volumes I & II - Ivaco Inc. Security Documents and Docap (1985) Corporation Security Documents;
3. The Supplemental Compendium of National Bank of Canada;
4. The Affidavit of Lynda Ellis sworn April 13, 2005 and the exhibits thereto;
5. The Affidavit of Kem Majid sworn April 13, 2005 and the exhibits thereto;
6. The Third Report of the Monitor dated October 9, 2003;
7. The Supplement to the Fifth Report of the Monitor dated November 27, 2003;
8. The Supplement to the Ninth Report of the Monitor dated May 10, 2004;
9. The Fifteenth Report of the Monitor dated August 9, 2004;
10. The Twenty-First Report of the Monitor dated December 14, 2004;
11. The Twenty-Third Report of the Monitor dated March 18, 2005;
12. The Affidavit of Marcel Rivest sworn April 13, 2005 and the exhibits thereto;
13. The Twenty-Fifth Report of the Monitor dated May 2, 2005;
14. The Twenty-Sixth Report of the Monitor dated May 31, 2005; and
15. The Motion Record of Bank of Nova Scotia.