



THE HONOURABLE
JUSTICE FARLEY

Court File No. 03-CL-5145

ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List

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FRIDAY, THE 28TH DAY
OF NOVEMBER, 2003

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 the Applicants was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the Fourth Report of the Monitor, (the "Monitor's Report") and the Affidavit of William (Bill) S. Cullens sworn November 7, 2003, filed, and on hearing the submissions of counsel to the Applicants, the Monitor and others, and on being advised that the Service List was served with the Notice of Motion herein:

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record be and it is hereby abridged and that the motion is properly returnable today and further that service thereof upon any interested party other than the persons served with the Notice of Motion and the Motion Record is hereby dispensed with.

2. THIS COURT ORDERS that the entering into by the Applicants' of the Retainer Agreement dated November 25, 2003 with Randall C. Benson ("Benson") and 1379074 Ontario Limited ("1379074"), substantially in the form of said agreement attached to the affidavit of William (Bill) S. Cullens, sworn November 7, 2003 (the "Retainer Agreement"), and the exercise by the parties of their respective rights and obligations thereunder be and is hereby approved.

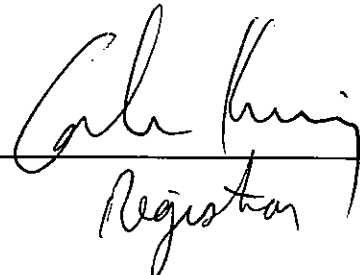
3. THIS COURT ORDERS that none of Benson, 1379074 or any other person providing services under the Retainer Agreement shall incur any liability or obligation as a result of the provision of services to the Applicants except as may result from gross negligence or wilful misconduct of such person;

4. THIS COURT ORDERS that paragraph 57 of the Amended and Restated Order dated September 16, 2003, as amended October 15, 2003, shall be amended to provide as follows:

THIS COURT ORDERS that the Monitor, UBS Securities LLC (the "Advisor"), any person appointed by the Applicants or Partnerships to act as their chief restructuring officer or in a like capacity (the "CRO"), counsel to the Monitor, counsel to the Applicants and the Partnerships, counsel to the Advisor and counsel to the Independent Board of Directors of Ivaco, as security for: (i) their reasonable professional fees and disbursements incurred both before and after the making of this Order in respect of these proceedings, the Plan and the Restructuring; and (ii) the indemnity provided in paragraph 6 of the agreement dated November 5, 2003 between Benson, 1379074, Ivaco, Ifastgroupe and IRM, shall be entitled to the benefits of and are hereby granted a priority charge subject to the provisions of paragraphs 44 and 45 herein against all present and future Property of the Applicants and Partnerships (the "Administration Charge"). The Monitor, the Advisor, the CRO and such counsel shall not be required to file, register, record or perfect the Administration Charge.

5. THIS COURT ORDERS that the claims of Benson, 1379074 or any other person providing services under the Retainer Agreement are not claims that may be compromised pursuant to any plan of compromise or arrangement under the *Companies' Creditors Arrangement Act*.

6. THIS COURT ORDERS that, notwithstanding the timing of payment and the provisions of the Retainer Agreement, all fees payable to 1379074 or Benson under the Retainer Agreement shall be allocated as between Ivaco Inc., Ifastgroupe and Company, Limited Partnership and Ivaco Rolling Mills Limited Partnership in a manner approved by the Monitor, subject to review by this Court, from time to time, on application of any interested person.


A horizontal line is drawn across the page, and the signature "Cole King" is written above it. Below the signature, the word "Registrar" is written in a cursive script.

ENTERED AT / INSCRIT A TORONTO
ON/BOOK NO:
LE/DANS LE REGISTRE NO:

DEC 05 2003

PER/PAR:


Handwritten initials, possibly "NB", are written next to the "PER/PAR:" label.

SCHEDULE "A"

Applicants Filing for CCAA

1. Ivaco Inc.
2. Ivaco Rolling Mills Inc.
3. Ifastgroupe Inc.
4. IFC (Fasteners) Inc.
5. Ifastgroupe Realty Inc.
6. Docap (1985) Corporation
7. Florida Sub One Holdings, Inc.
8. 3632610 Canada Inc.

IN THE MATTER OF the Companies' Creditors Arrangement Act
R.S.C. 1985, c. C-36

AND IN THE MATTER of a Plan of Compromise or Arrangement of
Ivaco Inc. and the Applicants listed in Schedule "A"

Court File No. 03-CL-5145

Ontario
Superior Court of Justice

Proceeding Commenced at Toronto

ORDER

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