



Court File No. 09-8363-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST

THE HONOURABLE MR.) THURSDAY, THE 14TH DAY
)
JUSTICE MORAWETZ) OF JANUARY, 2010

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 BARZEL INDUSTRIES CANADA INC.

Applicant

ORDER
(Partial Distribution)

THIS MOTION, made by the Applicant for approving the terms of a reimbursement agreement between the Applicant, the Monitor (as defined below), and JPMorgan Chase Bank, N.A. and CIBC World Markets Corp., and authorizing Deloitte & Touche Inc. in its capacity as the monitor appointed by this Court in these proceedings (the "**Monitor**") to disburse certain funds in its possession while maintaining a fixed reserve for other items, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Sixth Report of the Monitor dated December 8, 2009 and the supplemental report to the Sixth Report dated January 12, 2010 (collectively, the "**Report**") and on hearing the submissions of counsel for the Applicant, the Monitor, and JPMorgan Chase Bank, N.A. and CIBC World Markets Corp., no one appearing for any other person on the service list, although properly served as appears from the Affidavits of Service filed:

1. THIS COURT ORDERS that the terms of a reimbursement agreement between the Applicant, the Monitor, and JPMorgan Chase Bank, N.A. and CIBC World Markets Corp.

(collectively, the "**Noteholders**") in substantially the same form as that attached to the Report (the "**Reimbursement Agreement**") be and are hereby approved the Applicant and the Monitor be and are hereby authorized and directed to enter into the Reimbursement Agreement.

2. THIS COURT ORDERS that the Monitor be and is hereby authorized and directed to continue to hold the amount of \$1.75 million (the "**Reserve**") in accordance with the terms of the Order of this Court made in these proceedings on November 12, 2009 (the "**Expansion of Monitor's Powers Order**").

3. THIS COURT ORDERS that the amount of the Administration Charge (as defined in the Initial Order) be and is hereby limited to a maximum of \$750,000 until further Order of this Court.

4. THIS COURT ORDERS that the Monitor be and is hereby authorized and directed to make a disbursement as soon as practicable after the date of this Order to: (a) JPMorgan Chase Bank, N.A. and CIBC Inc. (collectively, the "**ABL Lenders**"), jointly, of an amount equal to the total amount of any and all remaining obligations owing by the Applicant to the ABL Lenders (the "**Residual ABL Amount**"); and (b) The Bank of New York Mellon (as indenture trustee relating to certain secured notes issued by Barzel Finco Inc. in favour of the Noteholders in respect of which certain secured inter-company promissory notes issued by the Applicant in favour of Barzel Finco Inc. were assigned to the Noteholders) of all funds currently being held by the Monitor pursuant to the Expansion of Monitor's Powers Order but for the Residual ABL Amount and the amount of the Reserve (collectively, the "**Disbursement**").

5. THIS COURT ORDERS AND DECLARES that nothing in this Order shall constitute or be deemed to constitute the Monitor as a receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of the Applicant within the meaning of any relevant legislation and that any distribution ultimately made to any creditor of the Applicant by the Monitor will be deemed to have been made by the Applicant itself.

6. 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 Applicant, the Monitor and their respective 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 Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

7. THIS COURT ORDERS that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JAN 14 2010

PER / PAR: JSN Joanne Nicoara
Registrar, Superior Court of Justice

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

**ORDER
(Partial Distribution)**

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