

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) MONDAY, THE 21<sup>ST</sup> DAY  
JUSTICE WILTON-SIEGEL ) OF JULY, 2008

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 THE HARD ROCK PAVING COMPANY LIMITED  
AND THE COMPANIES LISTED ON SCHEDULE "A"  
(collectively, the "Applicants")

**ORDER**

**THIS MOTION**, made by Caterpillar Financial Services Ltd. ("CFSL") for an order authorizing repayment by the Applicants to CFSL of the debtor-in-possession loans ("DIP Loans") made by CFSL to the Applicants as authorized by Orders of this Court dated May 12, 2008 and June 12, 2008 was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion and the Affidavit of William Scarlett sworn July 18, 2008, and on hearing the submissions of counsel for the Applicants, counsel for the BDO Dunwoody Limited (the "Monitor"), counsel for Caterpillar Financial Services Limited ("CFSL"), counsel for GE Capital Canada ("GE"), counsel for the Labourers International Union Local 837 and The International Union of Operating Engineers Local 793, counsel for Waterford Sand & Gravel Limited, and counsel for the Purchaser, no one else appearing,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that notwithstanding any other Order granted in this proceeding, the Applicants be and are hereby authorized and directed forthwith to pay to CFSL the principal amounts outstanding in respect of the DIP Loans, in the amount of \$2,250,000, out of the proceeds of sale held by the Monitor in trust arising from the sale of the assets of the Applicants approved by order of this Court dated July 10, 2008 (the "Proceeds").

3. **THIS COURT ORDERS** that any amounts outstanding and payable to CFSL in respect of the DIP Loan on account of interest and costs shall be paid forthwith by the Applicants out of the Proceeds upon CFSL providing to the Applicants and the Monitor an accounting of these amounts owing to CFSL, and as authorized by further order of this Court.

*Let the order come in  
accordance with its terms  
"L. Hon - M.J."*

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Applicants

Court File No. 08-CL-7503

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Proceeding commenced at TORONTO

**ORDER**

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**BLAKE CASSELS & GRAYDON LLP**

Barristers and Solicitors  
199 Bay Street, Suite 2800  
Commerce Court West  
Toronto ON M51 1A9

**Steven Weisz**

416-863-2616

416-863-2653 fax

**Katherine McEachern**

416-863-2566

416-863-2653 fax

Solicitors for Caterpillar Financial Services Ltd.