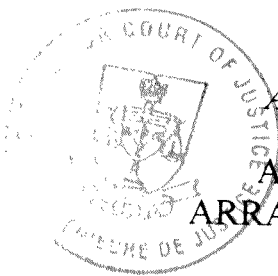


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**THE HONOURABLE MR.
JUSTICE WILTON-SIEGEL**

)
)
)

**MONDAY THE 21ST DAY
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 HARD-ROCK PAVING COMPANY LIMITED
AND THE COMPANIES LISTED ON SCHEDULE "A"
(collectively, the "Applicants")**

VESTING ORDER

THIS MOTION, made by the Applicants (collectively "The Hard Rock Group" or the "Applicants") for the issuance of a vesting order to and in favour of Waterford Sand & Gravel Limited (the "Purchaser") as described in the Monitor's Fourth Report dated July 17, 2008, was heard this day at 330 University Avenue, Toronto and which was served on all parties listed on Schedule "C".

ON READING the Notice of Motion, the Affidavit of David R. Semley sworn July 16, 2008, the Monitor's Fourth Report dated July 17, 2008, the Affidavit of Neil Mitchell sworn July 18, 2008, the Affidavit of Demetrios Yiokaris sworn July 18, 2008, the Affidavit of Tara Wishart sworn July 20, 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, 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 Miller Paving Limited, and counsel for the Purchaser,

no one else appearing,

1. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule "B" hereto (the "Monitor's Certificate"), all of the Applicant's right, title and interest in and to the Purchased Assets described in the Agreement of Purchase and Sale dated June 27, 2008 as amended and accepted by the Applicants on July 7, 2008 (the "Sale Agreement") and listed on Schedule "D" hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Spence dated May 12, 2008; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), the *Repair and Storage Liens Act (Ontario)*, including, without limitation, those charges listed on Schedule "G" hereto; (all of which are collectively referred to as the "Encumbrances" which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule "F") and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

2. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Niagara South (No. 59) of a Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule D hereto (the "Real Property") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule E hereto.

3. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the proceeds from the sale of the purchased assets (the "Proceeds") shall be paid to the Monitor to be held in trust pending an order for distribution of the Proceeds, and that the Proceeds shall stand in the place and stead of the purchased assets and that from and after the delivery of the Monitor's Certificate all Claims and Encumbrances shall attach to the Proceeds with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

4. **THIS COURT ORDERS AND DIRECTS** the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.

5. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Applicants are authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Applicants' records pertaining to the Applicants' past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal

information provided to it in a manner which is in all material respects identical to the prior use of such information by the Applicant.

6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Applicants;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. **THIS COURT ORDERS AND DECLARES** that the transactions contemplated by the Sale Agreement is exempt from the application of the *Bulk Sales Act* (Ontario).

8. **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 Applicants, the Monitor and its 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



#1364999

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

Joanne Nicoara
Registrar, Superior Court of Justice

JUL 22 2008

PER/PAR: JSN

SCHEDULE "A"

DIAMOND STONEBRIDGE CONTRACTING INC.

HARD-ROCK HIGHWAY MAINTENANCE INC.

HARD-ROCK CONSTRUCTION INC.

942355 ONTARIO LIMITED

942356 ONTARIO LIMITED

Schedule “B” – Form of Monitor’s Certificate

Court File No. 08-CL-7503

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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”)

MONITOR’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Court dated July 9th, 2008, the Court approved the agreement of purchase and sale made as of June 27th, 2008 (the “Sale Agreement”) between the Applicants and Waterford Sand and Gavel Limited. (the “Purchaser”) and authorized and approved and directed the Applicants to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transactions contemplated in the Sale Agreement (the “Transactions”) for the conveyance of the Purchased Assets to the Purchaser in accordance with the Sale Agreement.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE MONITOR CERTIFIES the following:

1. The Purchaser has paid and the Monitor has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Applicants and the Purchaser; and
3. The Transactions have been completed to the satisfaction of the Applicants and the Monitor.
4. This Certificate was delivered by the Monitor at _____ [TIME] on _____ [DATE].

**BDO DUNWOODY LIMITED, in its
capacity as Court appointed Monitor
of the Applicants, and not in its
personal capacity**

Per: _____
Name:
Title:

Schedule C –List of Parties who were served with notice

SERVICE LIST

1. **BLAKE, CASSELS & GRAYDON LLP**
Box 25, Commerce Court West
Toronto ON M5L 1A9

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steven.weisz@blakes.com

Katherine McEachern
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Michael McGraw
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Solicitors for Caterpillar Financial Services Limited

2. **AIRD & BERLIS LLP**
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Box 754, 181 Bay Street
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renglish@airdberlis.com

Solicitors for The Toronto-Dominion Bank

3. **BORDEN LADNER GERVAIS LLP**
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Toronto ON M5H 3Y4

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416-361-7350 fax
jmaclellan@blgcanada.com

Sam Rappos
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Solicitors for The Guarantee Company of North America

4. **HARRISON PENZA**
450 Talbot Street
P.O. Box 3297
London ON N6A 4K3

Timothy C. Hogan
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Solicitors for BDO Dunwoody Limited

5. **CHAITONS LLP**
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Toronto ON M2N 1M9

Harvey Chaiton
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416-218-1849 fax
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chris_s@chaitons.com

Solicitors for GE Capital Canada

6. **GLAHOLT LLP**
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jm@glaholt.com

Solicitors for Lafarge Canada Inc.

7. **GOLDMAN SLOAN NASH & HABER LLP**
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416-597-3370 fax
ozier@gsnh.com

Solicitors for Emco Corporation

8. **KOSKIE MINSKY LLP**
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Demetrios Yiokaris
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416-204-2810 fax
dyiokaris@kmlaw.ca

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Labourers International Union of North America, Local 837

9. **GOWLINGS LAFLEUR HENDERSON LLP**
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10. **RICKETTS, HARRIS LLP**

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Gary H. Luftspring

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gluftspring@rickettsharris.com

Solicitors for The Guarantee Company of North America as directors and officers insurer of Hard Rock Paving and its directors and officers

11. **SULLIVAN MAHONEY LLP**

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Joseph M. Gottli

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905-688-5814 fax
jmgottli@sullivan-mahoney.com

Solicitors for The Corporation of the City of Thorold

12. **TORKIN MANES COHEN ARBUS LLP**

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Max Shafir, Q.C.

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mshafir@torkinmanes.com

Solicitors for Pre-Con Inc.

13. **FLETT BECCARIO**
190 Division Street
PO Box 340
Welland ON L3B 5P9

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905-732-2020 fax
slatinovich@flettbeccario.com

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14. **PALLET VALO LLP**
90 Burnhamthorpe Road West
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905-273-6920 fax
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cob as Battlefield Equipment Rentals

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Lawrence Cement Inc.

21. **SACCO CONSTRUCTION LIMITED**

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Fred Sacco

905-357-4147

22. **SOLMON ROTHBART GOODMAN LLP**
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24. **LANG MICHENER LLP**

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Martin D. Rabinovitch

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416-365-1719 fax
mrabinovitch@langmichener.ca

Solicitors for The Miller Group

25. **CANADA REVENUE AGENCY**

c/o Department of Justice
Ontario Regional Office
The Exchange Tower, Box 36
130 King Street West
Suite 3400
Toronto ON M5X 1K6

Diane Winters

416-973-3172
416-973-0810 fax
diane.winters@justice.gc.ca

26. **MINISTRY OF FINANCE (ONTARIO)**

Legal Services Branch
33 King Street West
6th Floor
Oshawa ON L1H 8H5

Kevin J. O'Hara

905-433-6934

905-436-4510 fax

kevin.ohara@fin.gov.on.ca

27. **MINISTER OF FINANCE**

Retail Sales Tax
33 King Street West
Oshawa ON L1H 8E9

Legal Department

905-436-4510 fax

28. **CANADA CUSTOMS AND REVENUE AGENCY**

Goods and Services Tax Credit Office
1 Front Street West
Toronto ON M5J 2X6

Legal Department

416-954-5294 fax

29. **WORKPLACE SAFETY AND INSURANCE BOARD**

200 Front Street
Toronto ON M5V 3J1

Legal Department

416-344-1000

416-344-4684 fax

30. **MINISTER OF REVENUE**

Employer Health Tax
Box 640
33 King Street West
Oshawa ON L1H 8P5

905-436-4474 fax

31. **MINISTER OF LABOUR**

400 University Avenue
11th Floor
Toronto ON M7A 1T7

Legal Department

416-326-7600
416-326-7985 fax

32. **MINISTRY OF THE ENVIRONMENT**

West-Central Region
Technical Support Section
Water Resources
12th Floor
119 King Street West
Hamilton ON L8P 4Y7

Paul Odom

905-521-7640
905-521-7820 fax

33. **MINISTRY OF NATURAL RESOURCES**

Guelph District Office
1 Stone Road West
Guelph ON N1G 4Y2

Diane Schwier

519-826-4930
519-826-4929 fax

34. **541760 ONTARIO LIMITED o/a B&C AUTO AND INDUSTRIAL**
639 Main Street West
PO Box 115
Port Colborne ON L3K 5W1
- 905-835-1632
905-835-5688 fax
35. **ARCHER TRUCK SERVICES LTD.**
260 Dunkirk Road
St. Catharines ON L2R 7K6
- 905-685-6532
905-685-6119 fax
36. **ARCHER TRUCK CENTRE (WELLAND) LTD.**
475 Prince Charles Drive South
Welland ON L3B 5X1
- 905-735-6661
905-735-4733 fax
37. **ONTRAC EQUIPMENT SERVICES INC.**
1655 Britannia Road East
Mississauga ON L4W 1S5
- 905-670-1655
905-670-4129 fax
38. **TOROMONT INDUSTRIES LTD.**
3131 Hwy 7 West
Concord ON L4K 4B7
- 416-667-5511
416-667-5555 fax

39. **STRONGCO LIMITED PARTNERSHIP**
1640 Enterprise Road
Mississauga ON L4W 4L4

905-670-5100
905-565-3865 fax
40. **724628 ONTARIO INC.**
639 Main Street West
PO Box 115
Port Colborne ON L3K 5W1
41. **FARR FORD LTD.**
607 Niagara Street
Welland ON L3C 1L9

905-732-1355
905-732-4558 fax
42. **BLACK DIAMOND LP BY WAY OF ITS GENERAL PARTNER
BLACK DIAMOND GROUP INC.**
213 Bunting Road
St. Catherines ON L2M 3Y2

905-641-3999
905-641-2440 fax
43. **CRM SALES A DIVISION OF VOLVO ROAD MACHINERY
LTD.**
1075 Clark Boulevard
Brampton ON L6T 3W4

905-791-3131
905-791-8885 fax

44. **PHH VEHICLE MANAGEMENT SERVICES INC.**

2233 Argentina Road
Suite 400
Mississauga ON L5N 2X7

905-286-5356
905-286-5301 fax

45. **NATIONAL LEASING GROUP INC. (L# 2307003)**

1558 Wilson Place
Winnipeg MB R3T 0Y4

204-954-9029
800-882-0560 fax

46. **CIT FINANCIAL LTD.**

5035 South Service Road
Burlington ON L7L 6M9

905-633-2400
905-632-1332 fax

47. **NRB INC.**

115 South Service Road West
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Grimsby ON L3M 4G3

888-893-9990
905-945-2003 fax

48. **THE BANK OF MONTREAL**

50 Bay Street South
Hamilton ON L8P 4V9

905-526-2000
905-526-2025 fax

49. **BUSINESS DEVELOPMENT BANK**

39 Queen Street
Suite 100
P.O. Box 1193
St. Catharines ON L2R 7A7

905-988-2874
905-988-2890 fax

50. **CANADIAN IMPERIAL BANK OF COMMERCE**

c/o CIBC Mortgages Inc.
P.O. Box 115
Commerce Court Postal Station
Toronto ON M5L 1E5

800-310-7560 fax

51. **KWIX-MIX MATERIALS LIMITED**

314 Lake Avenue North
Hamilton ON L3K 5X7

905-834-6177
905-834-5160 fax

52. **WILSON, OPATOVSKY**

190 Elm Street, PO Box 99
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Chris Wilson
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cwilson@wilsonop.com

Solicitors for David R. Semley

SCHEDULE "D"

Real Property

LEGAL DESCRIPTION

P.I.N. 64023-0065

Part Lot 6, Concession 2 Wainfleet

Part Lot 7, Concession 2 Wainfleet

Part 1, Plan 59R-5569

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: Wainfleet

P.I.N. 64023-0066

Part Lot 6, Concession 2 Wainfleet

Part Lot 7, Concession 2 Wainfleet

As in RO631191

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20750 Hwy 3, Wainfleet

P.I.N. 64023-0069

Part Lot 6, Concession 2 Wainfleet

Part 1, Plan 59R-2469

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20628 Biederman Rd 6, Wainfleet

P.I.N. 64023-0071

Part Lot 6, Concession 2 Wainfleet

Parts 1, 2 & 5, Plan 59R-10558

Together with a right as set out in RO758080

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20644 Biederman Rd 6, Wainfleet

P.I.N. 64023-0073

Part Lot 6, Concession 2 Wainfleet

As in RO550731

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20626 Biederman Rd 6, Wainfleet

P.I.N. 64023-0074

Part Lot 6, Concession 2 Wainfleet

As in RO626719

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20618 Biederman Rd 6, Wainfleet

P.I.N. 64023-0075

Part Lot 6, Concession 2 Wainfleet

As In RO658139

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20620 Biederman Rd 6, Wainfleet

P.I.N.64023-0076

Part Lot 6, Concession 2 Wainfleet

Part 1, Plan 59R-4741

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20622 Biederman Rd 6, Wainfleet

P.I.N. 64023-0077

Part Lot 6, Concession 2 Wainfleet

As in RO289910

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: 20618 Hwy 3, Wainfleet

P.I.N. 64023-0344

Part Lot 3, Concession 2 Wainfleet

Part 2, Plan 59R-12971

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: Wainfleet

P.I.N. 64023-0349

Part Lot 3, Concession 2 Wainfleet

Parts 1 to 6, Plan 59R-8338

Except Parts 1 & 2, Plan 59R-12971

Part of the Road Allowance Between Township Lots 3 & 4,
Concession 2, Wainfleet

Part 3, Plan 30R-11686

Part Lots 4 & 5, Concession 2, Wainfleet

Part 11, Plan 59R-8338

Part Lot 5, Concession 2 Wainfleet

As in BB26219

Except Part 10, RD180 Wainfleet

Township of Wainfleet

Regional Municipality of Niagara

Land Titles Division of Niagara (No. 59)

Municipal address: Wainfleet

EQUIPMENT:

All quarry equipment, portable crushing plant and all equipment presently located at, on or about the lands hereinbefore described used in connection with the quarry business and, without limiting the generality of the foregoing, the following, together with all accessions and accessories:

Miscellaneous Crushing and Screening Equipment		Serial Number
1-80-101	Telsmith Gyratory Crusher	1640
1-80-105	Keiman-Reiner Impact Crusher	SPH125-1057-8
1-80-201	Tyler 5x16 Deck Mid Bins	21013
1-80-301	Simplicity 6x16 Vib Feeder	7415-0fma7-1161
1-80-601	Eagle Coarse Washer - Top Bins	11404
1-80-711	Tyler 4x10 3 Deck Screen Plant	3516
1-80-608	24" x50' Suntract Truss	
	JCI 6x16 Screen	S051453
1-80-416	24" Conveyor 90' Barber Greene	160989-15-2
1-80-903	# 7315 Electro Magnet	T933931
1-80-906	30" Self-cleaning Magnet Eriez	T998202
1-80-920	Teledyne Breaker	3474-93-1
1-80-454	CR 30" x 60' Stacker	
1-80-902	Primary Crusher Vibrator	
<u>QUARR</u>		
<u>Trailers</u>		
2-74-718	Office Trailer - Quarry	3738
<u>Rubber-Tired Loaders</u>		
1-50-511	1987 Caterpillar 988B	50W08496
1-50-517	1994 Caterpillar 980F	8CJ01299
1-50-526	2006 JD 844E Loader	DW8445X608143
1-50-521	1998 Caterpillar 980G Loader	2KR01932
<u>Rock</u>		
1-64-651	1998 Cat 771D	6JR00268

1-64-652	1995 Cat 769C	01XO5347
1-64-653	1999 Volvo A30C Art Truck	A30CV3201
1-64-654	1999 Volvo A30C Art Truck	A30CV3214
<u>Miscellaneous Equipment</u>		
1-80-924	Quarry Electronic Gate	E115-A5-00410
1-80-922	Portable Scale house	
1-80-921	11 x 80 Truck Scale	99CO76
<u>Miscellaneous Crushing and Screening Equipment</u>		
1-80-010	Quarry Substation	Feranti Packard
	Pioneer Feed Hopper	
<u>Quarry Portable Crushing Plant</u>		
1-80-100	Primary Crusher Feed Hopper	
1-80-101	Primary Crusher Control/Support Structure	
1-80-102	Primary Crusher Control Room	
1-80-103	Secondary Crusher Feed Tower	
1-80-104	Wash Plant Feed Tower	
1-80-105	Secondary Plant Control Room	M2461ER99CT
1-80-206	EL-JAY 6X16 3 Deck Wash Screen	34CO290
1-80-303	Syntron 5X3 Feeder	109953
1-80-417	24" Conveyor 50' Barber Greene	GO-181-120 #2
1-80-419	C.R. 30" X 60' Horizontal Conv	42396
1-80-424	30"X50' Suntract Truss Conveyor	
1-80-451	30"X 120' Stacker	
1-80-452	Assinck 30" X 100' Radial Stacker	
1-80-457	Thor 42" X 155 Mast Stacker	1809-B
1-80-458	Kolberg 50' X 42" Convey Stacker	406496
1-80-459	30" X 260' Transfer	
1-80-460	24" X 40' Transfer	
1-80-461	30" X 120' Transfer 3/4 Clear	
1-80-462	30" X 120' Transfer HL-3 Stone	
1-80-463	24" X 60' Transfer Conveyor	
1-80-464	Kolberg 36" X 60' Transfer Sta	406497
1-80-465	KolberG 36"X150' Telescoping S	406524
1-80-466	Kolberg 36" X 60' Transfer Stac	406498

1-80-707	2005 Boydon/Cedarapids Model 5064 Portable Impactor Crushing Plant c/w Cat	Plant 053351 Engine 38S16889
1-80-708	2006 Boydpr/Cedarapids Portab;e 6x20 Triple Deck Screening Plant completes with Syntron Feeder, feed conveyor and 3 discharge conveyors.	Screen #53458
1-80-719	2005 Superior Industrial 36"x125' Radial	5864
<u>Other</u>		
	Quarry Shop Buildings	
	Quarry Shop Office	
	Misc Quarry Buildings	
	Fueling Station	

Intangibles

Aggregate Licenses #4464 and #607541, subject to any necessary Ministry of Natural Resources consent, if required at law.

Permit to Take Water issued to the Applicants by the Ministry of Environment #1476-7DXL8N, subject to any necessary Ministry of Natural Resources consent, if required at law.

SCHEDULE "E"

DOCUMENTS TO BE EXPUNGED FROM TITLE

P.I.N. 64023-0065

1. Instrument No. SN27478 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.
2. Instrument No. SN198289 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal amount of \$1,500,000.00.
3. Instrument No. SN204553 registered on April 18, 2004 is a Notice by The Toronto-Dominion Bank.

P.I.N. 64023-0066

1. Instrument No. SN27485 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.
2. Instrument No. SN198291 registered on February 15, 2008 is a Charge in favour of David Roy Semley.

P.I.N. 64023-0069

1. Instrument No. SN27478 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.
2. Instrument No. SN198289 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.
3. Instrument No. SN204553 registered on April 18, 2004 is a Notice by The Toronto-Dominion Bank.

P.I.N. 64023-0071

1. Instrument No. SN27483 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.
2. Instrument No. SN198290 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.

P.I.N. 64023-0073

1. Instrument No. SN27478 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.

2. Instrument No. SN198289 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.
3. Instrument No. SN204553 registered on April 18, 2008 is a Notice in favour of The Toronto-Dominion Bank.

P.I.N. 64023-0074

1. Instrument No. SN27485 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00
2. Instrument No. SN198291 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.

P.I.N. 64023-0075

1. Instrument No. SN27478 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.
2. Instrument No. SN198289 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.
3. Instrument No. SN204553 registered on April 18, 2008 is a Notice in favour of The Toronto-Dominion Bank.

P.I.N. 64023-0076

1. Instrument No. SN27483 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.
2. Instrument No. SN198290 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.

P.I.N. 64023-0077

1. Instrument No. SN198290 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.

P.I.N. 64023-0344

1. Instrument No. RO743618 registered on April 2, 1998 is a Notice of Security interest.
2. Instrument No. LT219600 registered on August 14, 2002 is a Notice of Security Interest in favour of NRB Inc.
3. Instrument No. SN27478 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.

4. Instrument No. SN198289 registered on February 15, 2008 is a Charge in favour of David Roy Semley securing the principal sum of \$1,500,000.00.

P.I.N. 64023-0349

1. Instrument No. RO 161449 registered on April 13, 1972 is a Lease in favour of Kwik-Mix Materials Ltd.
2. Instrument No. RO161475 registered on April 13, 1972 is a Charge of Lease in favour of Industrial Development Bank.
3. Instrument No. RO217133 registered on July 17, 1974 is a Charge of Lease in favour of Industrial Development Bank.
4. Instrument No. RO326996 registered on January 26, 1979 is an Agreement.
5. Instrument No. RO348095 registered on December 27, 1979 is a Notice of Lease in favour of Bank of Montreal.
6. Instrument No. RO743618 registered on April 2, 1998 is a Notice of Security Interest.
7. Instrument No. LT219600 registered on August 14, 2002 is a Notice of Security Interest in favour of NRB Inc.
8. Instrument No. SN27478 registered on March 24, 2004 is a Charge in favour of Caterpillar Financial Services Limited securing the principal sum of \$25,000,000.00.

9. Instrument No. SN198289 registered on February 15, 2008 is a Charge in favour of David Roy Semley.
10. Instrument No. SN198905 registered on February 25, 2008 is a Notice by Kwik Mix Materials Limited.
11. Instrument No. SN204553 registered on April 18, 2008 is a Notice in favour of The Toronto-Dominion Bank.

SCHEDULE "F"

PERMITTED ENCUMBRANCES

P.I.N. 64023-0065

1. Instrument No. RO254072 registered on February 23, 1976 is a Supplementary Deed of Trust and Mortgage in favour of Montreal Trust Company of Canada.
2. Instrument No. RO709623 registered on July 25, 1996 is a Notice of Claim.
3. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.
4. Instrument No. BB33737 registered on September 30, 1965 is General Assignment re oil and gas.
5. Instrument No. BB33738 registered on September 30, 1965 is a Assignment of Lease in favour of The Consumers' Gas Co.
6. Instrument No. RO194505 registered on August 17, 1973 is a Supplementary Deed of Trust and Mortgage in favour of Montreal Trust Company of Canada.
7. Instrument No. RO206430 registered on February 13, 1974 is a Supplementary Deed of Trust and Mortgage in favour of Montreal Trust Company of Canada.
8. Instrument No. RO223191 registered on October 29, 1974 is a Supplementary Deed of Trust and Mortgage in favour of Montreal Trust Company of Canada.
9. Instrument No. RO244321 registered on September 30, 1975 is a Supplementary Deed of Trust and Mortgage in favour of Montreal Trust Company of Canada.

P.I.N. 64023-0066

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.

P.I.N. 64023-0069

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.

P.I.N. 64023-0071

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.

P.I.N. 64023-0073

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.

P.I.N. 64023-0074

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.

P.I.N. 64023-0075

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.

P.I.N. 64023-0076

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.

P.I.N. 64023-0077

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw

P.I.N. 64023-0344

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.
2. Instrument No. RO384405 registered on February 12, 1982 is a Bylaw.
3. Instrument No. SN154929 registered on March 5, 2007 is a Transfer of Easement in favour of Hydro One Networks Inc.

P.I.N. 64023-0349

1. Instrument No. AA74648 registered on June 26, 1962 is a Bylaw.
2. Instrument No. RO384405 registered on February 12, 1982 is a Bylaw.
3. Instrument No. SN138447 registered on October 2, 2006 is a Bylaw of The Corporation of The Township of Wainfleet.
4. Instrument No. SN154929 registered on March 5, 2007 is a Transfer of Easement in favour of Hydro One Networks Inc.
5. Instrument No. SN201392 registered on Mach 20, 2008 is a Notice of Lease in favour of Kwik Mix Materials Limited.

Schedule G – PPSA and RSLA registrants
HARD-ROCK PAVING COMPANY LIMITED

RSLA Creditors

1. 541760 Ontario Limited O/A B&C Auto and Industrial
2. Archer Truck Services Ltd.
3. Archer Truck Centre (Welland) Ltd.
4. Ontrac Equipment Services Inc.
5. Toromont Industries Ltd.
6. Strongco Limited Partnership
7. 724628 Ontario Inc.
8. Farr Ford Ltd.

PPSA Creditors

1. The Guarantee Company of North America
2. Black Diamond LP by way of its general partner Black Diamond Group Inc
3. GE Canada Leasing Services Company
4. GE Canada Equipment Financing G.P.
5. General Electric Canada Equipment Finance G.P.
6. GE Canada Asset Financing Inc.
7. General Electric Capital Canada Inc.
8. David Roy Semley
9. CRMSALES. A division of Volvo road machinery Ltd
10. GE Canada Equipment Financing G.P.
11. GE Capital Canada Leasing Trust
12. GE Capital Canada Leasing Services Inc.
13. Caterpillar Financial Services Limited
14. Xerox Canada Ltd
15. PHH Vehicle Management Services Inc
16. National Leasing Group Inc L# 2307003

17. CIT Financial Ltd.
18. NRB Inc

942355 ONTARIO LIMITED

1. The Guarantee Company of North America
2. Caterpillar Financial Services Limited

942356 ONTARIO LIMITED

1. The Guarantee Company of North America
2. Caterpillar Financial Services Limited

DIAMOND STONEBRIDGE CONTRACTING INC.

1. The Guarantee Company of North America
2. David Roy Semley
3. GE Canada Equipment Financing G.P.
4. Caterpillar Financial Services Limited

DSC EQUIPMENT RENTALS LIMITED

1. Caterpillar Financial Services Limited

851834 ONTARIO LIMITED

1. Caterpillar Financial Services Limited

HARD-ROCK CONSTRUCTION INC

1. The Guarantee Company of North America
2. David Roy Semley
3. GE Canada Equipment Financing G.P.
4. Caterpillar Financial Services Limited

HARD-ROCK PAVEMENT RECYCLING INC.

1. Caterpillar Financial Services Limited

HARD-ROCK REMEDIATION SERVICES LIMITED

1. Caterpillar Financial Services Limited

HARD-ROCK HIGHWAY MAINTENANCE INC.

1. The Guarantee Company of North America
2. David Roy Semley
3. GE Canada Equipment Financing G.P.

#1365452 v1 | 4064915

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"

Applicants
Court File No. 08-CL-7503

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at TORONTO

VESTING ORDER

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