

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) THURSDAY, THE 30th DAY
) OF APRIL, 2009
)
JUSTICE CAMPBELL)



**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 NMC CANADA, INC. AND
2515080 NOVA SCOTIA COMPANY**

Applicants

ORDER

THIS MOTION made by the applicants, NMC Canada Inc. and 2515080 Nova Scotia Company (the "**Applicants**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Initial Order of this Court dated January 21, 2009, as extended from time to time (the "**Initial Order**"), the affidavit of John Chen sworn April 28, 2009, (the "**Chen Affidavit**"), the Affidavit of Christopher Garrah sworn April 30, 2009 (the "**Garrah Affidavit**"), and the Seventh Report (the "**Seventh Report**") of RSM Richter Inc., the Monitor of the Applicants (the "**Monitor**"), and on hearing submissions from counsel for the Applicants and SKD Company, the general partnership through which the Applicants carry on business ("**SKD Company**"), and together with the Applicants, the "**CCAA Parties**", and any one, a "**CCAA**

Party”), counsel for the Monitor, as well as counsel for Comerica Bank (“**Comerica**”), Honda of America Mfg., Inc., for itself and on behalf of Honda Canada Mfg., a division of Honda Canada, Inc., Honda Manufacturing of Indiana, LLC and Honda Manufacturing of Alabama, LLC (collectively, “**Honda**”), Ford Motor Company (“**Ford**”) and Chrysler LLC, Chrysler Motors LLC and Chrysler Canada Inc. (collectively, “**Chrysler**” and, together with Ford and Honda, the “**Customers**”), and Orlando Corporation and Orion Properties Ltd. no one else on the service list appearing:

1. **THIS COURT ORDERS** that the time for service of the notice of motion and motion record herein is abridged, that this motion is properly returnable today and that further service is dispensed with, having been affected in accordance with paragraph 53 of the Initial Order.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the Stay Period as defined in the Initial Order, as extended by Orders of this Court made February 18, 2009, February 27, 2009, March 9, 2009, March 10, 2009, March 11, 2009 and March 31, 2009, be and is hereby extended until and including May 31, 2009.

PAYMENTS CONTEMPLATED BY CASH FLOW PROJECTIONS

3. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to release to SKD Company from the proceeds of the asset sales approved by Order of the Court made April 3, 2009 and held by the Monitor (the “**Liquidation Proceeds**”), such amounts from time to time as may be necessary to permit payment by SKD Company of all costs and expenses of the liquidation and wind down of SKD Company’s operations and assets for the period to and

including May 31, 2009 as are consistent with the cash flow projections for SKD Company attached as Exhibit "C" to the Garrah Affidavit as being required by SKD Company to operate to and including May 31, 2009 (the "**May Wind Down Costs**"), provided that the May Wind Down Costs shall not exceed the sum of Cdn\$1,050,000 without the concurrence of the Monitor or further order of this Court. For clarity, the May Wind Down Costs do not include costs relating to the Brampton facility.

ONGOING OPERATIONS IN BRAMPTON

4. **THIS COURT ORDERS** that SKD Company is authorized and empowered, but not obligated, to continue operations at its Brampton facility for a period of time in order to produce certain component parts for Chrysler, upon such terms and conditions as are agreeable to SKD Company, the Monitor and Chrysler; provided that such operations are conditional upon SKD Company having sufficient funding to permit it to honour its liabilities and obligations in relation to its continued operations of the Brampton facility from funding provided to SKD Company by Chrysler, as determined by SKD Company with the concurrence of the Monitor.

AMENDMENT OF UNION ESCROW AGREEMENTS

5. **THIS COURT ORDERS** that SKD Company and the Monitor are each hereby authorized and empowered to:

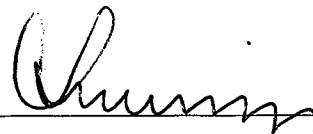
- (a) enter into an agreement to amend paragraph 5 of each of the Escrow Agreements (as defined in paragraph 11 of the Order of this Court made on April 3, 2009 (the "**Union Agreements Approval Order**") relating, among other things, to the Escrow Agreements, as well as to other Memoranda between SKD Company and

the Unions (each as defined in the Union Agreements Approval Order)), to provide that the joint direction in writing to be provided to the Escrow Agent (as defined in the Union Agreements Approval Order) may be a direction to pay, on behalf of the applicable employee, the applicable amounts to either (i) the payroll service used by the Employer (as defined in the Escrow Agreement), or (ii) if properly directed by an employee in accordance with the *Income Tax Act* and the Memoranda (as defined in the Union Agreements Approval Order), directly into an RRSP or retirement vehicle chose by the employee; and

- (b) take such further steps and actions and execute such directions, agreements, other documents and assurances as are necessary or incidental to give effect to such amendment.

APPROVAL OF THE ACTIONS OF THE MONITOR

6. **THIS COURT ORDERS** that the Seventh Report, and the actions and activities of the Monitor as reported therein, be and are hereby approved.



Christina Irwin
Registrar, Superior Court of Justice

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

MAY 01 2009

PER / PAR: 

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Court File No. 09-CL- 7960

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COMMERCIAL LIST**

Proceeding commenced at TORONTO

ORDER

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