

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

Applicants

**MOTION RECORD**

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# TAB 1

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 NMC CANADA, INC. AND  
2515080 NOVA SCOTIA COMPANY

APPLICANTS

NOTICE OF MOTION

The applicants named in this application (collectively, the “**Applicants**” and, any one, an “**Applicant**”) will make a motion to a judge presiding on the Commercial List on Friday, May 29, 2009 at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THIS MOTION IS FOR:**

1. an order substantially in form attached as Schedule “A” hereto:
  - (a) abridging the time for service of the notice of motion and motion record and dispensing with further service;
  - (b) extending the Stay Period (the “**Stay Period**”), as defined in paragraph 17 of the Order of the Honourable Mr. Justice Campbell made in these proceedings on January 21, 2009 (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, March 31, 2009 and April 30, 2009, until and including June 10, 2009;

- (c) authorizing and directing RSM Richter Inc., in its capacity as monitor of the applicants (the “**Monitor**”), to release to SKD Company such amounts from time to time as may be necessary to permit payment by SKD Company of (i) any of the May Wind Down Costs (as defined in the Order of this Court made on April 30, 2009) which have been incurred and/or accrued but not paid as of May 31, 2009; and (ii) all costs, disbursements and expenses for the period to and including June 10, 2009, as are consistent with the cash flow projections for SKD Company filed with this Court in support of this motion which, for greater clarity, shall include any such costs, disbursements and expenses as are incurred and/or accrued as of June 10, 2009, but which have not been paid as of June 10, 2009;
  - (d) approving the Ninth Report to be filed by Monitor, and the actions and activities of the Monitor as reported therein; and
2. such further and other relief as this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

- (a) The Applicant, NMC Canada, Inc. (“**NMC**”), is incorporated under the Ontario *Business Corporations Act*. The Applicant, 2515080 Nova Scotia Company (“**2515080**”), is an unlimited liability company incorporated under the Nova Scotia *Companies Act*. NMC and 2515080 are each general partners of SKD Company, a general partnership registered under the Ontario *Partnership Act*. NMC is the managing partner of SKD Company;
- (b) SKD Company was a Tier I automotive parts supplier that designed and manufactured metal components and weldments for automakers in the North American automotive industry, including Chrysler Canada Inc. and Chrysler LLC (collectively, “**Chrysler**”), Ford Motor Company (“**Ford**”) and Honda of America Mfg., Inc., Honda Canada Mfg., a division of Honda Canada, Inc.,

Honda Manufacturing of Indiana, LLC and Honda Manufacturing of Alabama, LLC (collectively, “**Honda**”, and together with Chrysler and Ford, the “**Customers**”) from facilities located in Mississauga, Milton and Brampton, Ontario;

- (c) on January 21, 2009 the Applicants commenced an application under the *Companies' Creditors Arrangement Act* (the “**CCAA**”) and on that date obtained the Initial Order of this Honourable Court;
- (d) by Orders of this Honourable Court dated February 18, 2009, February 27, 2009, March 9, 2009, March 10, 2009, March 11, 2009, March 31, 2009 and April 30, 2009, the Stay Period as defined in the Initial Order was further extended until and including May 31, 2009;
- (e) the Applicants have been acting in good faith and with due diligence in fulfilling their obligations under the Initial Order and the subsequent Orders made by this Honourable Court;
- (f) pursuant to paragraph 27 of the Initial Order, RSM Richter Inc. was appointed as Monitor. The rights and obligations of the Monitor are detailed in paragraph 28 of the Initial Order. It is anticipated that the Monitor will file the Ninth Report with this Honourable Court in relation to the extension of stay proceedings being sought and detailing the actions and activities of the Monitor since the date of its last report to this Honourable Court;
- (g) paragraph 53 of the Initial Order permits the Applicants to serve any motion materials in these proceedings by means of, among other methods, facsimile or electronic transmission;
- (h) the provisions of the CCAA, and in particular s.11 thereof, and the inherent and equitable jurisdiction of this Honourable Court;



- (i) Rules 2.03, 3.02, 37 and 60.11 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, and section 106 of the Ontario *Courts of Justice Act*, R.S.O. 1990, c.C.43, as amended; and
- (j) such further and other grounds as counsel may advise and this Honourable Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

1. the affidavit of John Chen sworn May 28, 2009, and the exhibits attached thereto;
2. the Report of RSM Richter Inc. as the proposed Monitor, and the First Report, the Second Report, the Third Report, the Fourth Report, the Fifth Report, the Sixth Report, the Seventh Report, the Eighth Report and the Ninth Report of RSM Richter Inc., as Monitor; and
3. such further and other evidence as counsel may advise and this Honourable Court may permit.

Dated: May 28, 2009

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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

Court File No. 09-CL- 7960

*ONTARIO*

**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at TORONTO

**NOTICE OF MOTION**

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# TAB A

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) FRIDAY, THE 21ST DAY  
 ) OF MAY, 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 May 28, 2009, (the "**Chen Affidavit**") and the Ninth Report (the "**Ninth 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**"), 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, March 31, 2009 and April 30, 2009, be and is hereby extended until and including June 10, 2009.

3. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to release to SKD Company such amounts from time to time as may be necessary to permit payment by SKD Company of (i) any of the May Wind Down Costs (as defined in the Order of this Court made on April 30, 2009) which have been incurred and/or accrued but not paid as of May 31, 2009; and (ii) all costs, disbursements and expenses for the period to and including June 10, 2009, as are consistent with the cash flow projections for SKD Company filed with this Court in support of this motion which, for greater clarity, shall include any such costs, disbursements and expenses as are incurred and/or accrued as of June 10, 2009, but which have not been paid as of June 10, 2009.

**APPROVAL OF MONITOR'S NINTH REPORT**

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

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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  
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2515080 NOVA SCOTIA COMPANY

Applicants

Court File No. 09-CL-7960

**ONTARIO**

**SUPERIOR COURT OF JUSTICE  
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Proceeding commenced at TORONTO

**ORDER**

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# TAB 2

*ONTARIO*

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

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*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

AFFIDAVIT OF JOHN CHEN

I, **John Chen**, of the City of Birmingham, in the State of Michigan, U.S.A.

**MAKE OATH AND SAY:**

**INTRODUCTION**

1. I am the President of the Applicant, NMC Canada Inc. ("**NMC**"), and as such have knowledge of the matters to which I hereinafter depose, except where otherwise stated to be on the information and belief of others, in which case I verily believe them to be true.

2. NMC is incorporated under the Ontario *Business Corporations Act*. The Applicant, 2515080 Nova Scotia Company ("**2515080**"), is an unlimited liability company incorporated under the Nova Scotia *Companies Act*. NMC and 2515080 (collectively, the "**Applicants**") are each general partners of SKD Company, a general partnership registered under the Ontario *Partnerships Act* ("**SKD Company**"). The Applicants are holding companies whose only assets and liabilities relate to SKD Company and who carry on business through SKD Company.

3. SKD Company, NMC, and 2515080 (collectively, the “**CCAA Parties**”) are part of a group of affiliated corporations and partnerships carrying on business in Canada, the United States and Mexico (collectively, the “**SKD Group**”).

4. SKD Company was a Tier I supplier of metal stampings and welded assemblies to automotive manufacturers in the North American automotive industry, including Chrysler Canada Inc. and Chrysler LLC (collectively, “**Chrysler**”), Ford Motor Company (“**Ford**”) and Honda of America Mfg., Inc., Honda Canada Mfg., a division of Honda Canada, Inc., Honda Manufacturing of Indiana, LLC and Honda Manufacturing of Alabama, LLC (collectively, “**Honda**”, and together with Chrysler and Ford, the “**Customers**”). The manufacturing operations of SKD Group were conducted by SKD Company in Canada, SKD L.P. (“**SKD U.S.**”) in the United States and SKD de Mexico, S. de R.L. de C.V. (“**SKD Mexico**”) in Mexico.

5. On January 21, 2009, this Honourable Court made an order (the “**Initial Order**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) in relation to the Applicants, which Order also extended the stay of proceedings to and granted relief in relation to SKD Company, as if it were an Applicant.

6. The Initial Order imposed a stay of proceedings extending to and including February 19, 2009 (the “**Stay Period**”). By Orders of this Honourable Court dated February 18, 2009, February 27, 2009, March 9, 2009, March 10, 2009, March 11, 2009, March 31, 2009 and April 30, 2009, the Stay Period was extended to May 31, 2009.

7. This affidavit is being sworn in support of a motion to extend the stay period to June 10, 2009.

8. The background to this matter is further described in my Affidavits sworn in this proceeding on January 21, 2009, February 13, 2009, February 26, 2009, March 11, 2009, March 28, 2009, March 31, 2009, April 28, 2009, May 5, 2009 and May 18, 2009, respectively, and the Affidavits of Christopher Garrah sworn on February 27, 2009, April 3, 2009 and April 30, 2009.

#### **EXTENSION OF THE STAY PERIOD**

9. The Applicants are seeking an extension of the Stay Period to June 10, 2009.

10. During this period, it is envisioned that SKD Company will continue to proceed with the arrangements for the orderly liquidation of its remaining assets.

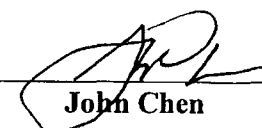
11. As a result of the present request for the extension of the Stay Period to June 10, 2009, SKD Company is preparing cash flow projections for the period ending June 10, 2009 (the "Cash Flow Projection"). I understand that the Cash Flow Projection, once finalized, will be filed with this Honourable Court prior to the hearing of the motion.


12. I believe that the extension of the stay of proceedings as proposed will permit the CCAA Parties, in consultation with the Monitor and the Customers, to take such steps as are appropriate to proceed with the orderly shut down and the liquidation of their remaining assets, will preserve and protect such assets pending their disposition, and is in the best interests of the stakeholders of the CCAA Parties.

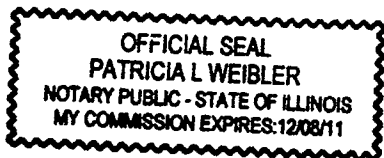
13. The Applicants continue to acting in good faith and with due diligence in fulfilling their obligations under the Initial Order and the subsequent Orders of this Honourable Court.

14. This affidavit is sworn in support of the motion of the Applicants for an order for the relief sought in the Notice of Motion, and for no other or improper purpose.

SWORN BEFORE ME at the )  
City of *Channahon Village,* )  
in the State of *Illinois*, )  
this *28th* day of May, 2009 )

  
\_\_\_\_\_  
John Chen

  
\_\_\_\_\_  
Notary Public



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

Court File No: 09-CL-7960

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AFFIDAVIT OF JOHN CHEN**

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Lawyers for the Applicants

**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

Court File No. 09-CL-7960

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**  
Proceeding commenced at TORONTO

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**MOTION RECORD**

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