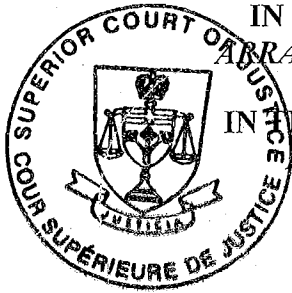


ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) WEDNESDAY, THE 4TH DAY
)
JUSTICE CAMPBELL) OF NOVEMBER, 2009



IN THE MATTER OF THE COMPANIES CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED
IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NMC CANADA, INC. AND
2515080 NOVA SCOTIA COMPANY

Applicants

ORDER
(Claims Process Relating to Charge in Favour of the Directors and Officers of
NMC Canada Inc. and 2515080 Nova Scotia Company)

THIS MOTION, made by RSM Richter Inc., in its capacity as the receiver (the "Receiver") of the property and assets of SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company (collectively, the "Debtors") appointed pursuant to the Order of this Court made June 11, 2009, for an order (a) establishing a claims procedure (the "Claims Process") for the purpose of identifying and determining claims secured by the charge granted in favour of the directors and officers of the Debtors (the "Directors' Charge") pursuant to paragraph 25 of the initial order in these proceedings made on January 21, 2009, as amended (the "Initial Order"), in each case to and including the Claims Record Date (as defined below), and (b) for other relief, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report of the Receiver, and on hearing the submissions of counsel for each of the Receiver, the Debtors and their respective directors and officers, Honda of America Mfg. Inc., Honda Manufacturing of Indiana, LLC and Honda Manufacturing of Alabama, LLC (collectively, "Honda"), Chrysler Canada Inc. and Chrysler LLC (jointly,

“Chrysler”) and Ford Motor Company (“Ford”), no one appearing for any other person on the Service List, although duly served as appears from the Affidavit of Service of Nikki Wilson sworn October 27, 2009, filed.

CLAIMS PROCESS

1. **THIS COURT ORDERS** that, for purposes of the Claims Process only, the following terms shall have the following meanings:

- (a) “**Business Day**” means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
- (b) “**Claim**” means any right or claim of any Person, whether arising by statute, at law or in equity, now or hereafter existing or hereafter arising, whether or not asserted, in connection with any indebtedness, liability, obligation, right or thing of any nature or kind whatsoever, whether or not reduced to judgment, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present or future, known or unknown, foreseen or unforeseen, or arising by guarantee, surety or otherwise, and whether or not such liability is executory or anticipatory in nature, including any right of any Person to advance a claim for contribution, subrogation or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which right, claim, indebtedness, liability, right or obligation is based in whole or in part on facts existing or any act or omission, transaction or dealing or other occurrence existing or taking place on or prior to the Claims Record Date, and, without limitation, including any claim arising from or relating to any indebtedness, obligation, right, thing or liability of any kind of any Debtor, howsoever arising, including pursuant to the terms of, or the breach, or termination, repudiation, rescission or cancellation of, any contract, arrangement or agreement or by reason of the commission of a tort, any breach of duty (including any legal, statutory, equitable or fiduciary duty), any right of ownership of or title to any property or assets or any trust or deemed trust (statutory, express, implied, resulting,

constructive or otherwise), and, in relation to any of the above, including any interest that may accrue thereon for which there is an obligation to pay, and costs which such Person would be entitled to receive;

provided, however, that a "Claim" shall not include an Excluded Claim;

- (c) "**Claimant**" means a Person who has asserted a D&O Claim or could have asserted a D&O Claim, but for the provisions herein concerning the Claims Bar Date;
- (d) "**Claims Bar Date**" means 5:00 p.m. Toronto time on December 11, 2009;
- (e) "**Claim Package**" means the document package to be delivered by the Receiver pursuant to paragraph 4 hereof, which shall include a copy of this Order, without attachments, an Instruction Letter, a Proof of Claim and such other materials as the Receiver may consider necessary or appropriate;
- (f) "**Claims Process**" means the process for identifying, determining and/or barring a D&O Claim established by this Order;
- (g) "**Court**" means the Ontario Superior Court of Justice;
- (h) "**Claims Record Date**" means June 11, 2009;
- (i) "**D&O Claim**" means any Claim of any Person against a Director and/or Officer of a Debtor which is indemnified by the Debtors pursuant to paragraph 24 of the Initial Order, being any Claim against a Director or Officer:
 - (a) relating to the failure of any of the Debtors, after January 21, 2009, to make payments of the nature referred to in subparagraphs 7(a), 9(a), 9(b) or 9(c) of the Initial Order or by reason of or in relation to their respective capacities as Directors or Officers of the Debtors, being Claims:
 - (i) for outstanding and future wages, salaries, employee and pension benefits, vacation pay, contributions to registered retirement pension plans,

bonuses, expenses and retention plan payments pursuant to plans and programs in place as at January 21, 2009 payable on or after January 21, 2009, in each case consistent with compensation policies and arrangements in place as of January 21, 2009;

- (ii) for statutory amounts in favour of the Crown in right of Canada or any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (A) employment insurance, (B) Canada Pension Plan, (C) Quebec Pension Plan; and (D) income taxes;
 - (iii) for goods and services or other applicable sales taxes required to be remitted by any of the Debtors in connection with the sale of goods and services by the Debtors; and
 - (iv) for amounts payable to the Crown in right of Canada or any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Debtors' businesses;
- (b) by reason of or in relation to such Director's or Officer's capacity as a Director and/or Officer of a Debtor from and after January 21, 2009.
- (j) "**Debtors**" means, collectively, SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company;
 - (k) "**Director**" means anyone who is or was, or may be deemed to be or have been, a director of a Debtor;
 - (l) "**Excluded Claims**" means the following claims, whether liquidated, unliquidated, fixed, contingent, matured or unmatured, disputed, undisputed,

legal, equitable secured, unsecured, present, future, known or unknown, of whatsoever nature or kind and howsoever arising:

- (a) claims against any of the Debtors, the Monitor, or any Person other than a Director and Officer in relation to a D&O Claim; and
- (b) claims, costs, charges and expenses claimed against a Director or Officer that are not indemnified under paragraph 24 of the Initial Order, including without limitation, by reason of any Director or Officer having actively participated in any breach of any related fiduciary duties or having been grossly negligent or guilty of wilful misconduct, none of which claims constitutes a "D&O Claim" pursuant to this Order;
- (m) "**Instruction Letter**" means the instruction letter to Claimants regarding completion of a Proof of Claim, substantially in the form attached hereto as Schedule "B";
- (n) "**Notice of Acceptance**" means a written notice delivered by the Monitor to a Claimant, with a copy to counsel for the Directors and Officers, advising of the acceptance of a D&O Claim in its entirety;
- (o) "**Notice of Dispute**" means the notice to be delivered by a Claimant, Director or Officer in accordance with paragraphs 14 and 15 hereof substantially in the form attached hereto as Schedule "E";
- (p) "**Notice of Revision or Disallowance**" means the notice to be delivered by the Receiver to a Claimant, with a copy to counsel for the Directors and Officers, in accordance with paragraph 12 hereof, which shall be substantially in the form attached hereto as Schedule "D";
- (q) "**Officer**" means anyone who is, was, or may be deemed to have been, or referred to as, an officer of a Debtor;
- (r) "**Person**" means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated

organization, joint venture, government or any agency, officer or instrumentality thereof or any other entity;

- (s) **“Proof of Claim”** means the form to be completed and filed by a Claimant setting forth its purported Claim in accordance with paragraph 5 hereof, which shall be substantially in the form attached hereto as Schedule “C”;
- (t) **“Property”** is as defined in the Initial Order; and
- (u) **“Public Notice”** means the notice of this Claims Process to be published in accordance with paragraphs 2 and 3 hereof, substantially in the form of the notice attached hereto as Schedule “A”.

Publication of Notice

- 2. **THIS COURT ORDERS** that the Receiver shall take all reasonable steps to cause the Public Notice to be published in each of the Toronto Globe and Mail (National Edition) and the Automotive News within five (5) Business Days after the date hereof, or as soon as practicable thereafter.
- 3. **THIS COURT ORDERS** that the Receiver shall cause the Public Notice to be posted on the Receiver’s website from the date of this Order until ten Business Days after the Claims Bar Date.

Claim Package

- 4. **THIS COURT ORDERS** that the Receiver shall send a copy of the Claim Package, by prepaid ordinary mail to the last known address of such Person as shown in the books and records of the Debtors to:
 - (a) each Person:
 - (i) reflected on the Debtors’ accounts payable register as being a creditor of the Debtors as at January 21, 2009 or during the period from January 21, 2009 to the Claims Record Date;

- (ii) identified in a schedule provided by the Debtors as being an employee or independent contractor performing services for a Debtor as at January 21, 2009 or during the period from January 21, 2009 to the Claims Record Date; and
 - (iii) identified to the Receiver by the Debtors as at the Claims Record Date as having an existing or threatened litigation claim against the Debtors.
- (b) the government agencies described on Schedule "F" attached hereto;
 - (c) all Persons who have notified the Receiver in writing of a potential D&O Claim;
 - (d) any Person who makes a written request for a Claim Package of the Receiver at least two days prior to the Claims Bar Date; and
 - (e) the Service List by electronic transmission.

The Receiver shall be entitled to rely upon schedules and records provided to it by the Debtors as to the Persons entitled to receive the Claim Package and the Receiver shall have no liability with respect to its failure to send a Claim Package to any Person.

Claims Bar Date

5. **THIS COURT ORDERS** that any Claimant wishing to assert a D&O Claim shall deliver a Proof of Claim to the Receiver so that it is received by the Receiver on or before the Claims Bar Date.
6. **THIS COURT ORDERS** that any Claimant that does not deliver a Proof of Claim to the Receiver on or before the Claims Bar Date shall be and is hereby forever barred from making or enforcing a D&O Claim against any Director or Officer and that any such D&O Claim (each, an "**Unasserted Claim**") shall be forever extinguished, barred and released and all such Claimants shall be deemed to have fully and finally released and discharged all Unasserted Claims against each and every Director and Officer.

Review Process

7. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to use reasonable discretion as to the adequacy of compliance as to the manner in which Proofs of Claim are completed and executed and may, where it is satisfied that a proof of claim has been adequately described or proven, waive strict compliance with the requirements of this Order as to completion and execution of the Proof of Claim.
8. **THIS COURT ORDERS** that any D&O Claim denominated in any currency other than Canadian dollars shall, for the purposes of this Claims Process, be converted to and constitute obligations in Canadian dollars, such calculation to be done by the Receiver using the Bank of Canada noon spot rate on the Claims Record Date.
9. **THIS COURT ORDERS** that the Receiver shall maintain a list of all D&O Claims received by it, including the name of the Claimant, the name of any Director or Officer in respect of whom the Proof of Claim is made, the amount of the D&O Claim, the nature and particulars of the D&O Claim and whether the D&O Claim appears or does not appear to give rise to a Claim secured by the D&O Charge. The Receiver shall be permitted to provide copies of such summary and of the Proofs of Claim it has received to the Debtors and any Director or Officer and their counsel.

Review of and Response to D&O Claims

10. **THIS COURT ORDERS** that the Receiver shall review each Proof of Claim received by the Claims Bar Date and, subject to this Order and any further Order of this Court, shall either accept, revise or disallow the amount claimed in each such Proof of Claim.
11. **THIS COURT ORDERS** that, if the Receiver accepts a D&O Claim asserted in its entirety, the Receiver shall send a Notice of Acceptance to the applicable Claimant with a copy to counsel for the Directors and Officers.
12. **THIS COURT ORDERS** that, if the Receiver disputes a D&O Claim asserted, the Receiver may attempt to consensually resolve the amount of such D&O Claim with the Claimant and the applicable Director or Officer, and/or send a Notice of Revision or

Disallowance to the Claimant, with a copy to counsel for the Directors and Officers, in relation to such disputed claim.

13. **THIS COURT ORDERS** that the Receiver will communicate with counsel for the Directors and Officers prior to the delivery of a Notice of Acceptance or Notice of Revision or Disallowance to a Claimant pursuant to this Order.

Notices of Dispute

14. **THIS COURT ORDERS** that any applicable Claimant, Director or Officer may dispute the acceptance, revision, or disallowance of a D&O Claim by the Receiver, in which case the D&O Claim shall be resolved or determined in accordance with this Order and any subsequent Orders of this Court.
15. **THIS COURT ORDERS** that any Claimant, Director or Officer who intends to dispute a Notice of Revision or Disallowance and, in the case of a Director or Officer, a Notice of Acceptance, shall deliver a Notice of Dispute to the Receiver within ten (10) Business Days of the date of receipt of the Notice of Revision or Disallowance, or the Notice of Acceptance, as the case may be and in each case determined with reference to paragraph 19 hereof, and shall also provide a copy of such Notice of Dispute to the applicable Claimant, Director or Officer, and that the Receiver shall provide, to any party who requests same for the purpose of complying with this paragraph, a copy of the address information for delivery of a Notice of Dispute upon a Claimant, Director or Officer.
16. **THIS COURT ORDERS** that, upon receipt of a Notice of Dispute, the Receiver may attempt to consensually resolve the amount of the D&O Claim with the Claimant and the applicable Director or Officer.
17. **THIS COURT ORDERS** that, if a Claimant, Director or Officer does not deliver a Notice of Dispute in accordance with the provisions of and timeframes provided by paragraph 15 hereof, then the Notice of Revision or Disallowance or Notice of Acceptance (in the case of a Director or Officer) shall be deemed to be accepted as final and binding on the Claimant, Director or Officer, as applicable, and: (a) the Claimant

shall be and is hereby forever barred from making or enforcing the D&O Claim to the extent that it exceeds the amount, if any, accepted in the Notice of Revision or Disallowance (the “**Excess Claim**”) against a Director or Officer and the Excess Claim shall be forever extinguished, barred and released, and the Claimant shall be deemed to have fully and finally released and discharged the Excess Claim; and (b) the applicable Director or Officer shall be and is hereby forever barred from disputing any Notice of Acceptance or Notice of Revision or Disallowance.

Reporting to the Court on Claims Process

18. **THIS COURT ORDERS** that the Receiver shall report to this Court regarding the outcome of the Claims Process particularizing, among other things, the number and value of the Proofs of Claim submitted, a summary of the D&O Claims that were accepted, revised and disallowed, the nature of the disputes that exist, whether any of the D&O Claims that were filed would appear to be or not to be Claims secured by the Directors’ Charge, as well as the Receiver’s recommendations on the process to be followed to quantify and/or resolve any disputes that exist regarding any D&O Claims and the process it recommends to identify and determine any claims for indemnification under the Directors’ Charge.

Notices and Communications

19. **THIS COURT ORDERS** that, except as set out in this Order, any notice, form or other communication to be given under this Claims Process shall be in writing, and where applicable, in substantially the form provided for in this Order. Such notice or other communication will be sufficiently given to a Claimant or a Director or Officer if delivered by prepaid ordinary mail, courier, delivery, facsimile transmission or electronic mail to the address, facsimile number or e-mail address for such Claimant or Director or Officer as may be recorded in the books and records of the Debtors or in the Claimant’s Proof of Claim, or to such other address, facsimile number or e-mail address as such Claimant or Director or Officer may request by notice to the Receiver given in accordance with this Order. Any such notice or other communication:

- (a) if given by prepaid ordinary mail, shall be deemed received on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada and the eighth Business Day after mailing, internationally;
- (b) if given by courier or delivery shall be deemed received on the next Business Day following dispatch; and
- (c) if given by facsimile transmission or electronic mail before 5:00 p.m. on a Business Day shall be deemed received on such Business Day and, if given by facsimile transmissions or electronic mail after 5:00 p.m. on a Business Day, shall be deemed received on the following Business Day.

20. **THIS COURT ORDERS** that any notice, form or other communication to be given under this Claims Process to the Debtors or the Receiver shall be in writing and, where applicable, substantially in the form provided for in this Order and will be sufficiently given only if delivered by courier, personal delivery or facsimile transmission addressed to:

- (a) in the case of the Receiver

RSM Richter Inc., as Receiver of SKD Company,
NMC Canada Inc. and 2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner
Fax No.: (416) 932-6200
Telephone: (416) 932-6228 / (416) 932-6009

(b) in the case of the Debtors:

SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company
c/o Lang Michener
Brookfield Place
Suite 2500, 181 Bay Street
Toronto, Ontario M5J 2T7

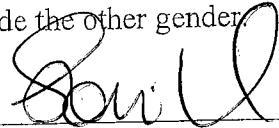
Attention: Sheryl Seigel
Telephone: (416) 307-4063
Fax No.: (416) 365-1719

Any such notice or other communication delivered to the Receiver or the Debtors shall be deemed to be received only upon actual receipt thereof during normal business hours on a Business Day, or if delivered outside of normal business hours, on the next Business Day.

21. **THIS COURT ORDERS** that if during any period during which notices or other communications are being given pursuant to this Claims Process a postal strike or postal work stoppage of general application should occur, such notices or other communications sent by ordinary mail and then not received shall not, absent further order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery or electronic mail or facsimile transmission in accordance with this Claims Process.
22. **THIS COURT ORDERS** that nothing in this Claims Process shall prejudice the rights and remedies of any Director or Officer, under any existing Directors and Officers insurance policy or prevent or bar any Person from seeking recourse against or payment from any Director's and/or Officer's liability insurance policy or policies that may exist to protect or indemnify any Director and/or Officer whether such recourse or payment is sought directly by the Claimant from the insurer or derivatively through the Director or Officer or any of the Debtors. Provided however, that nothing in this Order shall create any rights in favour of such Person under any policies of insurance nor shall anything in this Order limit, remove, modify or alter any defence to such claim available to the insurer pursuant to the provisions of any insurance policy or at law.

General Provisions

23. **THIS COURT ORDERS** that the provisions of this Order concerning D&O Claims including, without limitation the provisions concerning the Claims Bar Date and its effect, and the determinations of the Receiver, the Debtors and the Court in respect thereof, shall survive the bankruptcy of any of the Debtors, and shall be binding upon any trustee in bankruptcy appointed in respect of any of the Debtors.
24. **THIS COURT ORDERS** that the Receiver, the Debtors any Director or Officer and any other affected Person may apply to the Court for advice and directions, and have standing to be heard, with respect to any dispute regarding the acceptance, revision, disallowance or settlement of any D&O Claim.
25. **THIS COURT ORDERS** that the Receiver and the Debtors may apply to this Court for advice and direction in connection with the discharge or variation of their respective powers and duties under or otherwise in relation to this Order.
26. **THIS COURT HEREBY REQUESTS** the aid and recognition (including assistance pursuant to section 17 of the CCAA, as applicable) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.
27. **THIS COURT ORDERS** that references in this Order to the singular include the plural, to the plural include the singular and to any gender include the other gender.



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PER / PAR: IV

SCHEDULE "A"

**IN THE MATTER OF THE *COMPANIES CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED**

**IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NMC CANADA, INC. AND
2515080 NOVA SCOTIA COMPANY**

Applicants

PUBLIC NOTICE

**NOTICE OF CLAIMS BAR DATE FOR CLAIMS AGAINST CERTAIN PARTIES
PURSUANT TO THE *COMPANIES' CREDITORS ARRANGEMENT ACT* ("CCAA")**

NOTICE IS HEREBY GIVEN that, pursuant to an Order of the Ontario Superior Court of Justice made on November 4, 2009 (the "**Claims Process Order**"), a claims procedure was approved for the determination of certain claims (collectively, the "**D&O Claims**") of any person against existing and former directors and officers of SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company (collectively, the "**Debtors**").

PLEASE TAKE NOTICE that the claims process only addresses certain claims against the existing and former directors and officers of the Debtors, defined as D&O Claims in the Claims Process Order. **THIS CLAIMS PROCESS DOES NOT ADDRESS OR REQUIRE THE FILING OF ANY CLAIMS AGAINST ANY DEBTOR OR ANY CLAIM AGAINST A DIRECTOR OR OFFICER THAT IS NOT A D&O CLAIM AS DEFINED IN THE CLAIMS PROCESS ORDER.** The D&O Claims include existing or future rights and claims against one or more of the D&O Claims to and including June 11, 2009 as more particularly described in the Claims Process Order.

THE CLAIMS BAR DATE IS 5:00 P.M. (TORONTO TIME) ON DECEMBER 11, 2009. PROOFS OF CLAIM RELATING TO D&O CLAIMS AGAINST DIRECTORS OR OFFICERS MUST BE FILED WITH THE RECEIVER ON OR BEFORE THE CLAIMS BAR DATE, FAILING WHICH ALL SUCH CLAIMS WILL BE BARRED AND FOREVER EXTINGUISHED.

The Receiver will send a Claim Package to persons referenced in the Claims Process Order in accordance with such order and to each Person who has notified the Receiver of a D&O Claim on or before the Claims Bar Date. Persons requiring information regarding the Claims Process or claim documentation may contact RSM Richter Inc., the Court-appointed Receiver of the Debtors, Attention: Lana Bezner (Telephone (416) 932-6009 and Fax No.: (416) 932-6200). Forms are also available on the Receiver's website at www.rsmrichter.com/Restructuring/SKD.aspx.

SCHEDULE "B"

IN THE MATTER OF THE *COMPANIES CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED

IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NMC CANADA, INC. AND
2515080 NOVA SCOTIA COMPANY

Applicants

INSTRUCTION LETTER FOR CLAIMS PROCESS FOR
D&O CLAIMS

PLEASE NOTE THAT THIS CLAIMS PROCESS DOES NOT REQUIRE ANY PERSON TO FILE A PROOF OF CLAIM IN RELATION TO A CLAIM AGAINST ANY DEBTOR.

A. CLAIMS PROCESS

By order of the Ontario Superior Court of Justice dated November 4, 2009 (the "**Claims Process Order**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**"), RSM Richter Inc., the court-appointed Receiver of the SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company has been authorized to conduct a claims process (the "**Claims Process**") for the determination of certain claims (collectively, the "**D&O Claims**") against existing and former directors and officers of SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company (collectively, the "**Debtors**").

This letter provides instructions for completing the Proof of Claim. Defined terms, which are not defined herein, shall have the meaning ascribed thereto in the Claims Process Order.

THE CLAIMS PROCESS DOES NOT ADDRESS OR REQUIRE THE FILING OF ANY CLAIMS AGAINST ANY DEBTOR OR ANY CLAIM AGAINST A DIRECTOR OR OFFICER THAT IS NOT A D&O CLAIM AS DEFINED IN THE CLAIMS PROCESS ORDER..

The Claims Process Order deals with D&O Claims and should be reviewed in relation to the Claims Process and the Claims to be filed pursuant to the Claims Process. Such D&O Claims

shall be valued in Canadian dollars. All D&O Claims denominated in a currency other than Canadian dollars shall, for the purpose of the Claims Process, be converted to and constitute obligations in Canadian dollars using the Bank of Canada nominal spot rate on the Claims Record Date (as defined in the Claims Process Order). If D&O Claims are so converted the conversion rate and the original currency denomination used should be provided as part of the Proof of Claim.

A D&O Claim is defined in the Claims Process Order (which should be referenced) and means any Claim of any Person against a Director and/or Officer of a Debtor, which is indemnified by the Debtors pursuant to paragraph 24 of the Initial Order, being any Claim against a Director or Officer:

- (a) relating to the failure of any of the Debtors, after January 21, 2009, to make payments of the following nature:
 - (i) for outstanding and future wages, salaries, employee and pension benefits, vacation pay, contributions to registered retirement pension plans, bonuses, expenses and retention plan payments pursuant to plans and programs in place as at January 21, 2009 payable on or after January 21, 2009, in each case consistent with compensation policies and arrangements in place as of January 21, 2009;
 - (ii) for statutory amounts in favour of the Crown in right of Canada or any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (A) employment insurance, (B) Canada Pension Plan, (C) Quebec Pension Plan; and (D) income taxes;
 - (iii) for goods and services or other applicable sales taxes required to be remitted by any of the Debtors in connection with the sale of goods and services by the Debtors; and
 - (iv) for amounts payable to the Crown in right of Canada or any Province thereof or any political subdivision thereof or any other taxation authority

in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Debtors' businesses;

in each case, by reason of or relating to their respective capacities as Directors and Officers; and

- (b) sustained or incurred by reason of or in relation to such Director's or Officer's capacity as a Director and/or Officer of a Debtor, from and after January 21, 2009,

provided, however, that a "Claim" against a Director or Officer shall not include an "Excluded Claim" (as defined in the Claims Process Order) and, in each case, whether enforceable in any civil, administrative or criminal proceeding, as more particularly described in the Claims Process Order. If you believe that you have a D&O Claim against one or more of the Directors or Officers you must file a Proof of Claim with the Receiver by the Claims Bar Date set out below.

If you have any questions regarding the Claims Process, please contact the Receiver at the address provided below. All notices and enquiries with respect to the Claims Process should be addressed to:

By Mail:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman /Lana Bezner

By Courier or Personal Delivery:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner

By Fax:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company

Attention: Robert Kofman / Lana Bezner
Fax No.: (416) 932-6200
Telephone: (416) 932-6009

B. FOR CLAIMANTS SUBMITTING A PROOF OF CLAIM

If you believe that you have a D&O Claim against one or more of the Directors or Officers you must file a Proof of Claim with the Receiver. **All Proofs of Claim must be received at the address set forth above by no later than 5:00 p.m. (Toronto Time) on December 11, 2009 (the "Claims Bar Date").**

Additional Proofs of Claim forms are available from the Receiver upon request and can also be found on the Receiver's website at www.rsmrichter.com/Restructuring/SKD.aspx.

SCHEDULE "C"

IN THE MATTER OF THE *COMPANIES CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED

IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NMC CANADA, INC. AND
2515080 NOVA SCOTIA COMPANY

Applicants

PROOF OF CLAIM

THIS PROOF OF CLAIM IS NOT TO BE USED FOR CLAIMS AGAINST ANY OF
SKD COMPANY, NMC CANADA INC. OR 2515080 NOVA SCOTIA COMPANY OR
ANY CLAIM AGAINST A DIRECTOR OR OFFICER THAT IS NOT A D&O CLAIM
AS DEFINED IN THE CLAIMS PROCESS ORDER

A. PARTICULARS OF CLAIMANT:

1. Full Legal Name of Claimant: _____

2. Full Mailing Address of Claimant:

3. Telephone Number: _____

Facsimile Number: _____

Attention (Contact Person): _____

E-mail address: _____

B. PROOF OF CLAIM

I, _____ [name of Claimant or Representative of the Claimant], of _____ do hereby certify:

(a) that I [tick one]

(In the case of an individual which is the Claimant) I am the Claimant in respect of the claim set forth in (c) below; OR

(In the case of a corporation which is the Claimant) am

_____ (state position or title)

of _____ (name of Claimant)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) that the Claimant asserts a D&O Claim against one or more of the Directors and Officers of [tick one]:

(i) SKD Company

(ii) NMC Canada Inc.

(iii) 2515080 Nova Scotia Company

in the amount of Cdn\$ _____ [insert \$ value of D&O Claim]

Name of Director(s) and/or Officer(s) in respect of whom a D&O Claim is being filed: _____

(If you wish to assert a D&O Claim against any Director or Officer of more than one Debtor, please provide a separate Proof of Claim for each of the applicable Debtors. If D&O Claims have been converted into Canadian dollars, the conversion rate used should be the Bank of Canada nominal spot rate on the Claims Record Date. Particulars of the original currency denomination and the conversion rate used should be provided as part of this Proof of Claim.)

C. PARTICULARS OF CLAIM:

The particulars of the Claimant's D&O Claim are attached.

(Provide all particulars of the D&O Claim, including the name of each Director and Officer against whom the Claimant is claiming and a description and relevant dates of the transaction(s) or agreement(s) giving rise to the D&O Claim. All supporting documentation must be attached.)

D. FILING OF CLAIM

This Proof of Claim must be received by the Receiver **by no later than 5:00 p.m. (Toronto Time) on December 11, 2009**, by courier, personal delivery or facsimile transmission at the following address:

By Mail:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner

By Courier or Personal Delivery:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner

By Fax:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company

Attention: Robert Kofman / Lana Bezner

Fax No.: (416) 932-6200
Telephone: (416) 932-6009

Failure to file your Proof of Claim as directed by 5:00 p.m. on December 11, 2009 (Toronto Time) will result in your D&O Claim being barred and forever extinguished and you will

be prohibited from making or enforcing such D&O Claim against the applicable Directors or Officers (subject to the terms of the Claims Process Order).

Dated at _____, this _____ day of _____, 2009.

[Insert Name of Claimant: _____]

Per: _____
Name

Signature: _____

SCHEDULE "D"

**IN THE MATTER OF THE COMPANIES CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

**IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NMC CANADA, INC. AND
2515080 NOVA SCOTIA COMPANY**

Applicants

NOTICE OF REVISION OR DISALLOWANCE

Name of Claimant: _____

Reference #: _____

Pursuant to paragraph 4 of the Claims Process Order dated November 4, 2009, RSM Richter Inc., in its capacity as the court-appointed Receiver of SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company, hereby gives you notice that it has reviewed the Proof of Claim against **[insert name of applicable Director or Officer]** filed by **[inset name of Claimant]** and has revised or rejected such D&O Claim as follows:

	D&O Claim as Submitted	D&O Claim as Accepted
Total Claim		

Reasons for any revision or disallowance:

If you do not agree with this Notice of Revision or Disallowance and you intend to dispute it, you must, **within ten Business Days of the date of deemed receipt of this Notice of Revision or Disallowance**, deliver a Notice of Dispute to the Receiver by courier, personal delivery or facsimile transmission to the addresses or fax number indicated herein. The form of Notice of Dispute is attached to this Notice. If a Notice of Dispute is not delivered in accordance with this Notice and the Claims Process Order, the value of the within referenced D&O Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

Address for Service of Notice of Dispute:

By Mail:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner

By Courier or Personal Delivery:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner

By Fax:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company

Attention: Robert Kofman / Lana Bezner

Fax No.: (416) 932-6200
Telephone: (416) 932-6009

**IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS
NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.**

Dated at _____, this _____ day of _____, 2009.

RSM RICHTER INC.,

**In its capacity as court-appointed Receiver of the Debtors, SKD COMPANY, NMC
CANADA INC. AND 2515080 NOVA SCOTIA COMPANY**

SCHEDULE "E"

IN THE MATTER OF THE COMPANIES CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

IN THE MATTER OF THE PLAN OF COMPROMISE OR
ARRANGEMENT OF NMC CANADA, INC. AND
2515080 NOVA SCOTIA COMPANY

Applicants

NOTICE OF DISPUTE

Name of Claimant: _____

Or

Name of Director/Officer: _____

Reference #: _____

Pursuant to paragraph 15 of the Claims Process Order dated November 4, 2009, the Claimant, Director or Officer hereby notifies the Receiver of its intention to dispute the [Notice of Acceptance dated ●, 2009 or the Notice of Revision or Disallowance dated ●, 2009] issued by RSM Richter Inc., in its capacity as the court-appointed Receiver of SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company.

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

Signature of Individual: _____

Date: _____

(Please print name): _____

Telephone Number: (____) _____ Facsimile Number: (____) _____

Full Mailing Address: _____

E-mail Address: _____

THIS FORM AND SUPPORTING DOCUMENTATION MUST BE RETURNED BY COURIER, PERSONAL DELIVERY OR FACSIMILE TRANSMISSION TO THE ADDRESS INDICATED BELOW WITHIN 10 BUSINESS DAYS OF THE DATE OF DEEMED RECEIPT OF THE NOTICE OF ACCEPTANCE OR NOTICE OF REVISION OR DISALLOWANCE.

Address for Service of Dispute Notices:

By Mail:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner

By Courier or Personal Delivery:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company
200 King Street West
Suite 1100
Toronto, Ontario M5H 3T4

Attention: Robert Kofman / Lana Bezner

By Fax:

RSM Richter Inc., as Receiver of SKD Company, NMC Canada Inc. and
2515080 Nova Scotia Company

Attention: Robert Kofman / Lana Bezner

Fax No.: (416) 932-6200
Telephone: (416) 932-6009

Executed as of the above-written date by

Per:

(Signature)

(Print Name)

\5734343.5

SCHEDULE "F"

GOVERNMENTAL AGENCIES

Canada Revenue Agency

55 Bay Street North
Hamilton, ON L8N 3E1

Brian Clements

Tel: 905-572-4426

Fax: 905-546-1615

Email: Brian.Clements@cra-arc.gc.ca

Department of Justice

The Exchange Tower
130 King Street West
Suite 3400
Post Office Box 36
Toronto, ON
M5X 1K6

Diane Winters /Peter Zevenhuizen

Tel: (416) 973.3172

Fax: (416) 973.0810

E-mail: diane.winters@justice.gc.ca / Peter.Zevenhuizen@justice.gc.ca;

Ministry of Finance (Ontario)

Office of Legal Services
33 King Street West, 6th Floor
Oshawa, Ontario
L1H 8H5

Attn: Kevin J. O'Hara

Tel: 905-433-6934

Fax: 905-436-4510

E-Mail: kevin.ohara@fin.gov.on.ca

Workplace Safety & Insurance Board (WSIB)

Legal Services Branch
200 Front Street West
P.O. Box 4115, Station "A"
Toronto, ON M5W 2V3
Attn: Eric Kupka
Tel: 416-344-3148
Fax: 416-344-3160

E-Mail: eric_kupka@wsib.on.ca

Ontario Ministry of Labour

Employment Standards Program

Central Region Insolvencies and Collections

1201 Wilson Ave., 2nd Floor -Bldg. E

Toronto, Ontario

M3M 1J8

Attn: Nancy Walters

E-Mail: nancy.walters@ontario.ca

plc

Financial Services Commission of Ontario (FSCO)

Pension Division

5160 Yonge Street

P.O. Box 85, 4th Floor

Toronto, Ontario

Attention: Chantal Laurin

Chantal.laurin@fSCO.gov.on.ca

Ministry of the Environment

135 St. Clair Avenue

8th Floor

Toronto, Ontario

M4V 1P5

Attn: Kevin French, Assistant Deputy Minister – Operations Division

E-Mail: kevin.french@ontario.ca

GOODMANS\5779013.1

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

ORDER

GOODMANS LLP
Barristers & Solicitors
Suite 2400, Box 20
250 Yonge Street
Toronto, Canada M5B 2M6

L. Joseph Latham (LSUC#32326A)
Tel: 416-979-2211
Fax: 416-979-1234

Counsel to RSM Richter Inc., in its capacity as
Monitor