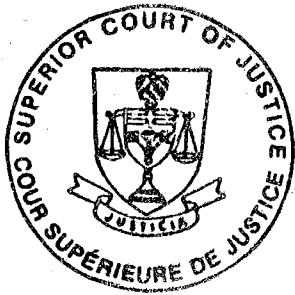


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) THURSDAY, THE 29TH
)
JUSTICE CAMPBELL) DAY OF APRIL, 2010

**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**



ORDER

THIS MOTION, made by RSM Richter Inc., in its capacity as the receiver (the “**Receiver**”) of the property, assets and undertaking 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 (the “**Receivership Order**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report of the Receiver dated April 21, 2010 (the “**Second Report**”) and the Supplement to the Second Report of the Receiver dated April 28, 2010 (the “**Supplemental Report**”), filed, the affidavit of Robert Kofman sworn April 21, 2010, filed, and the affidavit of L. Joseph Latham sworn April 19, 2010, filed, 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 Group LLC (“**Chrysler**”) and Ford Motor Company (“**Ford**” and collectively with Honda and Chrysler, the

“Customers”), no one appearing for any other person on the Service List, although duly served as appears from the Affidavit of Service of Lela Wyner sworn April 21, 2010, filed.

DISTRIBUTIONS

1. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute \$45,500 to Paccar Leasing Company Ltd. (“**Paccar**”) to pay in full Paccar’s secured claim against the Debtors (the “**Paccar Secured Claim**”). The distribution of such moneys to Paccar shall constitute the full and final satisfaction of the Paccar Secured Claim and the Debtors shall have no further liability in respect of the Paccar Secured Claim upon the payment of such distribution, provided that the payment of such distribution shall be without prejudice to the right of Paccar to assert an unsecured claim against the Debtors in respect of other amounts that may be owed to it by the Debtors.

2. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute \$25,773 to Ready Machinery & Equipment (Canada) Inc. (“**Ready Machinery**”) to pay in full Ready Machinery’s claim against the Debtors, which claim is secured by a lien under the *Repair & Storage Liens Act* (Ontario) (the “**Ready Machinery Secured Claim**”). The distribution of such moneys to Ready Machinery shall constitute the full and final satisfaction of the Ready Machinery Secured Claim and the Debtors shall have no further liability in respect of the Ready Machinery Secured Claim upon the payment of such distribution.

REDUCTION OF THE DIRECTORS’ CHARGE

3. **THIS COURT ORDERS** that the amount of the Directors’ Charge provided for in paragraph 25 of the Initial Order, is hereby reduced such that the amount of the Directors’ Charge is \$285,000, and the amount of the Directors’ Charge shall be automatically further reduced by the face amount of each outstanding claim as each such claim is finally resolved.

ASSIGNMENTS INTO BANKRUPTCY

4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to assign each of SKD Company, NMC Canada Inc. and 2515080 Nova Scotia Company into bankruptcy,

with RSM Richter acting as the trustee in bankruptcy in each such bankruptcy, at such time as the Receiver deems appropriate.

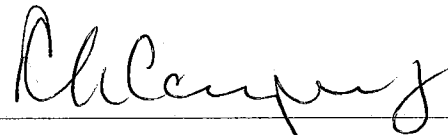
RECEIVER'S REPORT AND ACTIVITIES

5. **THIS COURT ORDERS** that the Second Report, the Supplemental Report and the activities of the Receiver reported therein be and are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period from June 11, 2009 to and including March 31, 2010, and the fees and disbursements of the Receiver's counsel, Goodmans LLP, for the period from June 11, 2009 to and including March 31, 2010, be and are hereby approved.

GENERAL

7. **THIS COURT HEREBY REQUESTS** the aid and recognition 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.



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

APR 30 2010

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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**

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

Proceeding commenced at Toronto

ORDER

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