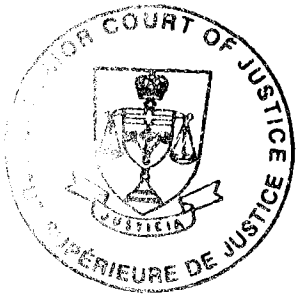


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.) MONDAY, THE 7TH
)
JUSTICE CAMPBELL) DAY OF JUNE, 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**



COMERICA DISTRIBUTION 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**”), originally returnable April 29, 2010 and adjourned, 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**”), filed, and the Supplement to the Second Report of the Receiver dated April 28, 2010 (the “**Supplemental Report**”), filed, and the Second Supplement to the Second Report of the Receiver dated June 2, 2010 (the “**Second Supplemental Report**”), 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, and the Affidavit of Service of Logan Willis sworn June 3, 2010, filed.

DISTRIBUTIONS

1. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute the Canadian dollar equivalent of USD\$12,001,345.99 to Comerica Bank (“**Comerica**”) to repay in full the participations (the “**Canadian Participations**”) funded by the Customers to finance SKD Company’s operations pursuant to the Amended and Restated Subordinated Participation Agreement among the Customers and Comerica Bank dated January 21, 2009, as amended, which obligations are secured by the Comerica Charge (as defined in the Order of this Court under the *Companies’ Creditors Arrangement Act* in respect of the Debtors dated January 21, 2009 (as amended by the Receivership Order, the “**Initial Order**”)), inclusive of interest to the date hereof. The distribution of such moneys to Comerica shall constitute the full and final satisfaction of the Debtors’ obligations in respect of the Canadian Participations and the Debtors shall have no further liability in respect of the Canadian Participations upon the payment of such distribution.
2. **THIS COURT ORDERS AND DIRECTS** that Comerica shall have no liability to any person by reason of, or in any way arising out of, the making of the distribution referred to in paragraph 1 of this Order.
3. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute the Canadian dollar equivalent of USD\$90,373 to SKD L.P. to pay in full amounts owing by SKD Company to SKD L.P. and SKD de Mexico, S. de R.L. de C.V. (collectively “**SKD U.S.**”) on account of amounts that SKD U.S. paid on behalf of SKD Company (“**SKD U.S. Refund Claim**”). The distribution of such moneys to SKD L.P. shall constitute the full and final satisfaction of the SKD U.S. Refund Claim and the Debtors shall have no further liability in respect of the SKD U.S. Refund Claim upon the payment of such distribution.

DISBURSEMENT AGREEMENTS

4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to: (i) enter into and execute the Canadian Disbursement Agreement, substantially in the form attached as Appendix “E” to the Second Supplemental Report (the “**Canadian Disbursement Agreement**”), in its capacity as Receiver for and on behalf of the Debtors; and (ii) take such additional steps and execute such additional documents as may be necessary or desirable to complete the transactions contemplated in the Canadian Disbursement Agreement.

5. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to: (i) enter into and execute the U.S. Disbursement Agreement, substantially in the form attached as Appendix “F” to the Second Supplemental Report (the “**U.S. Disbursement Agreement**”), in its capacity as Receiver for and on behalf of the Debtors; and (ii) take such additional steps and execute such additional documents as may be necessary or desirable to complete the transactions contemplated in the U.S. Disbursement Agreement.

6. **THIS COURT ORDERS** RSM Richter Inc., in its capacity as disbursing agent and not in its capacity as Receiver or Monitor, is authorized to act as disbursing agent pursuant to the terms and subject to the conditions of the Canadian Disbursement Agreement and the U.S. Disbursement Agreement, as applicable.

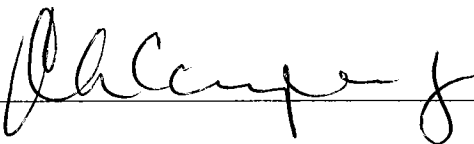
7. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized to: (i) enter into and execute the Settlement Agreement with SKD Automotive Group Limited Partnership and Tang Industries Inc., substantially in the form attached as Appendix “C” to the Second Supplemental Report, in its capacity as Receiver for and on behalf of the Debtors; and (ii) take such additional steps and execute such additional documents as may be necessary or desirable to complete the transactions contemplated in the Settlement Agreement.

DISCHARGE OF COMERICA CHARGE

8. **THIS COURT ORDERS** that the Comerica Charge provided for in paragraph 37 of the Initial Order be and is hereby fully and irrevocably discharged and released.

GENERAL

9. **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.:

JUN 07 2010

PER / PAR: 

**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

COMERICA DISTRIBUTION ORDER

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

L. Joseph Latham LSUC (#32326A)
Logan Willis (LSUC# 53894K)
Tel: 416-979-2211
Fax: 416-979-1234

Lawyers for the Receiver