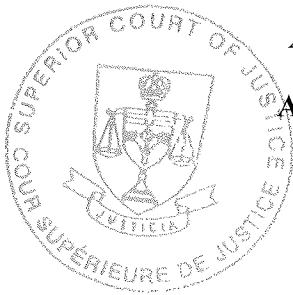


ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE ) MONDAY, THE 30th  
JUSTICE CAMPBELL ) DAY OF MAY, 2011



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. ("**Richter**"), in its capacity as the receiver (the "**Receiver**") of SKD Company ("**SKD**"), NMC Canada, Inc. ("**NMC**") and 2515 Nova Scotia Company ("**2515**" and collectively with SKD and NMC, the "**Companies**") for an Order, *inter alia*, authorizing a distribution by the Receiver, as escrow agent, of certain funds held in escrow and extinguishing certain unresolved claims against the directors and officers of SKD, was heard this day at 393 University Avenue, Toronto, Ontario;

**ON READING** the Fourth report of the Receiver dated May 20, 2011 (the "**Fourth Report**"), and on hearing the submissions of counsel for the Receiver, the Companies and their respective directors and officers, Honda of America Mfg. Inc., Honda Manufacturing of Indiana, LLC and Honda Manufacturing of Alabama, LLC ("**Honda**"), Chrysler Group LLC ("**Chrysler**") and

Ford Motor Company (“**Ford**” and collectively with Honda and Chrysler, the “**Customers**”), counsel for Messrs Costantino and Wong, and counsel for PricewaterhouseCoopers Inc. in its capacity as pension administrator of certain of the Companies’ pension plans, no one appearing for any other person on the Service List, although duly served as appears from the Affidavit of Service of Susan Slaney sworn May 20, 2011, filed;

**Service**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged such that this Motion is properly returnable today and that further service thereof is hereby dispensed with.

**Distribution**

2. **THIS COURT AUTHORIZES AND DIRECTS** the Receiver, in its capacity as escrow agent (the “**Escrow Agent**”) pursuant to an escrow agreement dated March 19, 2009, among the Companies, SKD Automotive Group, Limited Partnership, the Customers and General Motors Corporation (the “**Escrow Agreement**”), to distribute the surplus funds held in the Retention Escrow Account (as defined in the Fourth Report) in the amount of \$117,445 as follows:

- (a) \$87,809 to the receivership estate account of the Companies; and
- (b) \$29,636 to Tang Industries, Inc.

**Extinguishment of Director and Officer Claims**

3. **THIS COURT ORDERS** that the claim of Mr. Costantino in the amount of \$38,000 against the directors and officers of the Companies, as set out in Mr. Costantino’s Proof of Claim

dated December 11, 2009 filed in relation to the Order of this Court made in this proceeding on November 4, 2009, as amended (the “**Amended D&O Claims Process Order**”), be and is hereby disallowed in its entirety and is forever extinguished and released as a claim against such directors and officers, without prejudice to Mr. Costantino’s right to assert such claim as an unsecured creditor in the bankruptcy of SKD and that each and any other “D&O Claim”, as defined in the Amended D&O Claims Process Order, of Mr. Costantino be and the same is hereby released, extinguished and discharged as a claim against every “Director” and “Officer” (as each are defined in the Amended D&O Claims Process Order).

4. **THIS COURT ORDERS** that the claim of Mr. Wong in the amount of \$17,000 against the directors and officers of the Companies, as set out in Mr. Wong’s Proof of Claim dated December 11, 2009 filed in relation to the Amended D&O Claims Process Order, be and is hereby disallowed in its entirety and is forever extinguished and released as a claim against such directors and officers, without prejudice to Mr. Wong’s right to assert such claim as an unsecured creditor in the bankruptcy of SKD, and that each and any other “D&O Claim”, as defined in the Amended D&O Claims Process Order, of Mr. Wong be and the same is hereby released, extinguished and discharged as a claim against every “Director” and “Officer” (as each are defined in the Amended D&O Claims Process Order).

#### **Release of Director and Officer Charge**

5. **THIS COURT ORDERS** that the Directors’ Charge created under the Order of this Court made in this proceeding on January 21, 2009, as amended by Order of this Court made in this proceeding on April 29, 2010, be and is hereby fully and finally terminated, discharged and released as of the date hereof.

**Receiver's Conduct and Activities**

6. **THIS COURT ORDERS** that the activities and conduct of the Receiver, as set out in the Fourth Report, be and are hereby approved.

**General**

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



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

JUN 29 2011

PER/PAR:



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

Court File No: 09-CL-7960

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**  
**(Motion returnable May 30, 2011)**

**Goodmans LLP**

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Receiver