



**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)
)
JUSTICE WILTON-SIEGEL) **FRIDAY, THE 30TH**
) **DAY OF MAY, 2014**

**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**

DISCHARGE ORDER

THIS MOTION made by Duff & Phelps Canada Restructuring Inc. ("**Duff & Phelps**") in its capacity as (i) the monitor (the "**Monitor**") of SKD Company, NMC Canada, Inc. and 2515080 Nova Scotia Company (collectively, the "**Debtors**") in proceedings (the "**CCAA Proceedings**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") and (ii) the receiver (the "**Receiver**") of the property, assets and undertakings of the Debtors appointed as such within these CCAA Proceedings, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Sixth Report of the Receiver dated May 23, 2014 (the "**Sixth Report**"), filed, and on hearing the submissions of counsel for the Receiver, and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record herein, and the Sixth Report, is hereby abridged and that the motion is

properly returnable today and service upon any interested party other than those parties served is hereby dispensed with.

APPROVAL OF ACTIVITIES

2. **THIS COURT ORDERS** that each of the First Report of the Receiver dated October 23, 2009, the Third Report of the Receiver dated August 13, 2010, the Fifth Report of the Receiver dated July 5, 2013, the Supplement to the Fifth Report dated September 16, 2013, and the Sixth Report of the Receiver, and the activities and conduct of the Receiver described in each of the foregoing Reports, are hereby approved.

APPROVAL OF FEES AND DISBURSEMENTS

3. **THIS COURT ORDERS** that the fees and disbursements of Duff & Phelps for the period from April 1, 2010 to April 30, 2014, inclusive, as well as the anticipated fees which they expect to incur until discharge of the Receiver, all as set out in the Affidavit of Robert Kofman and the Sixth Report, are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of counsel to Duff & Phelps, Goodmans LLP (“**Goodmans**”), for the period from April 1, 2010 to April 29, 2014, inclusive, as well as the anticipated fees which they expect to incur until discharge of the Receiver, all as set out in the Affidavit of L. Joseph Latham and the Sixth Report, are hereby approved.

DISCHARGE OF ADMINISTRATION CHARGE

5. **THIS COURT ORDERS** that the Administration Charge provided for in paragraph 35 of the Initial Order in these CCAA Proceedings made on January 21, 2009 be and is hereby fully and irrevocably discharged and released.


DISCHARGE OF RECEIVER’S CHARGE

6. **THIS COURT ORDERS** that the Receiver’s Charge provided for in paragraph 18 of the Receivership Order in these CCAA Proceedings made on June 11, 2009 be and is hereby fully and irrevocably discharged and released.

DISCHARGE OF MONITOR AND RECEIVER

7. **THIS COURT ORDERS AND DECLARES** that the Monitor has satisfied all of its duties and obligations as Monitor pursuant to the CCAA and the Orders of the Court in respect of these proceedings.

8. **THIS COURT ORDERS AND DECLARES** that the Monitor is hereby discharged effective immediately and shall have no further duties, obligations or responsibilities as Monitor.

~~9. **THIS COURT ORDERS AND DECLARES** that the Receiver has satisfied all of its duties and obligations as Receiver pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C-43, as amended, and the Orders of the Court in respect of these proceedings.~~ 

10. **THIS COURT ORDERS** that, upon the Receiver filing a certificate certifying that it has completed the transfer of estate funds to the bankruptcy estate as described in the Sixth Report (the “**Discharge Certificate**”), the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein.

RELEASE

11. **THIS COURT ORDERS** that Duff & Phelps (whether in its capacity as Monitor or Receiver or otherwise) and Goodmans and each of their respective affiliates and officers, directors, partners, employees and agents (collectively, the “**Released Parties**”) are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of or in respect of these CCAA Proceedings or with respect to their respective conduct in these CCAA Proceedings (collectively, the “**Released Claims**”), and any such Released Claims are hereby released,

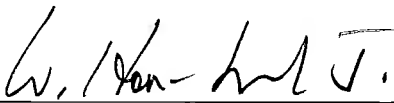
stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

12. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against any of the Released Parties in any way arising from or related to these CCAA Proceedings, except with prior leave of this Court on at least seven days' prior written notice to the applicable Released Parties.

13. **THIS COURT ORDERS** that, notwithstanding any provision of this Order and the termination of the CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend any of the protections in favour of the Monitor or Receiver at law or pursuant to the CCAA, the Initial Order, the Receivership Order or any other Order of this Court in the CCAA Proceedings.

TERMINATION OF CCAA PROCEEDINGS

14. **THIS COURT ORDERS** that the CCAA Proceedings are hereby terminated.



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

MAY 3 2014

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Proceeding commenced at Toronto

DISCHARGE ORDER

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