

**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**

**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, AS DEFINED BELOW.

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 included with these materials.

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 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 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: 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: Lana Bezner

By Fax:

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

Attention: 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.

**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: 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: Lana Bezner

By Fax:

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

Attention: 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: _____