

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

THE HONOURABLE) DAY, THE 18TH DAY
MR JUSTICE CUMMING)
) OF JULY, 2007

**IN THE MATTER OF SECTION 47 OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c.B-3, AS AMENDED**

- and -

IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c.C43

BETWEEN:

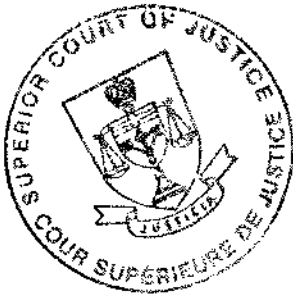
DAIMLERCHRYSLER CORPORATION

Applicant

- and -

VSA, LLC

Respondent



ORDER

THIS MOTION made by **ZEIFMAN PARTNERS INC.** in its capacity as interim receiver and receiver and manager (the "Receiver") of the assets, undertakings and properties (the "Assets") of VSA, LLC ("VSA") for, among other things, an order approving the conduct of the Receiver, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion herein and the Sixth Report of the Receiver dated July 11, 2007 (the "Sixth Report"), the Affidavit of Allan Rutman sworn July 11, 2007, the

Affidavit of Kenneth L. Kallish sworn July 11, 2007 and on hearing the submissions of counsel for the Receiver, nobody appearing for any other interested party although duly served,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and it is hereby abridged and that the Motion is properly returnable today and that further service thereof be and it is hereby dispensed with.
2. **THIS COURT ORDERS** that the conduct and activities of the Receiver as set out in the Sixth Report be and is hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel as set out in the Sixth Report (and Schedules "E", "F", and "G" to the Sixth Report) be and are hereby approved.
4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute the remaining proceeds in the hands of the Receiver as further described in the Sixth Report as follows, after payment of the reasonable fees and expenses of the Receiver and the Receiver's counsel to complete the receivership, the balance of the funds on hand shall be paid to DaimlerChrysler Company LLC ("DCC") formerly known as DaimlerChrysler Corporation.
5. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to assign to DCC the receivable for product supplied by VSA to The Narmco Group as further described in the Sixth Report.

6. **THIS COURT ORDERS AND DIRECTS** that the Receiver be and is hereby discharged, provided, however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Zeifman Partners Inc. in its capacity as Receiver.

7. **THIS COURT ORDERS** that all persons are hereby barred from any further claims that may arise against the Receiver.

July 18, 2007 Patricia A. Cumming J.

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

JUL 19 2007

PER/PAR:



IN THE MATTER OF SECTION 47 OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3, AS AMENDED
and IN THE MATTER OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c.C43

BETWEEN:

DAIMLERCHRYSLER CORPORATION

Applicant

VSA, LLC

Respondent

Court File No. 05-CL-6044

ONTARIO

SUPERIOR COURT OF JUSTICE

Commercial List

Proceedings commenced at **TORONTO**

ORDER

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