

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) FRIDAY, THE 18TH
)
JUSTICE MORAWETZ) DAY APRIL, 2008

B E T W E E N:

 **MAGNA CLOSURES INC., DECOMA INTERNATIONAL CORP., INTIER
AUTOMOTIVE INC. AND INTIER AUTOMOTIVE INTERIORS OF AMERICA, INC.**

Applicants

- and -

BRAHM INDUSTRIES INC. and 1318989 ONTARIO LTD.

Respondents

DISCHARGE ORDER

THIS MOTION, made by **ZEIFMAN PARTNERS INC.**, in its capacity as the Court appointed interim receiver and receiver (the "Receiver") of the undertaking, property and assets of **Brahm Industries Inc. and 1318989 Ontario Ltd.** (the "Debtors"), for an order:

- (a) approving the activities of the Receiver as set out in the fourth report of the Receiver dated April 3rd, 2008 (the "Fourth Report");
- (b) approving the fees and disbursements of the Receiver and its counsel;
- (c) approving the distribution of the remaining proceeds available in the estate of the Debtors;

- (d) discharging Zeifman Partners Inc. as Receiver of the undertaking, property and assets of the Debtors; and
- (e) releasing Zeifman Partners Inc. from any and all liability, as set out in paragraph 5 of this order,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fourth Report, the affidavit of the Receiver as to fees (the "Fee Affidavit"), and on hearing the submissions of counsel for the Receiver, no one else appearing although served as evidenced by the affidavit of Ingrid Rowe sworn April 11th, 2008, filed;

1. **THIS COURT ORDERS** that the activities of the Receiver, as set out in the Fourth Report, are hereby approved.
2. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Fourth Report and the Fee Affidavit, are hereby approved.
3. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved, the Receiver shall:
 - (a) transfer the remaining funds in the Receiver's BDC Account (as set out in the Fourth Report) to BDC; and
 - (b) transfer the remaining funds in the NBC Account (as set out in the Fourth Report) to NBC.
4. **THIS COURT ORDERS** that upon payment of the amounts set out in paragraph 3 hereof and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, 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.

5. **THIS COURT ORDERS AND DECLARES** that Zeifman Partners Inc. is hereby released and discharged from any and all liability that Zeifman Partners Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Zeifman Partners Inc. while acting in its capacity as Receiver herein. Without limiting the generality of the foregoing, Zeifman Partners Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings.



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ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

DISCHARGE ORDER

HEENAN BLAIKIE LLP

Lawyers

P.O. Box 185, Suite 2600

South Tower, Royal Bank Plaza

Toronto, Ontario M5J 2J4

Neil C. Saxe LSUC #28236R

Tel: 416 643 6912

Fax: 1 866 299 0290

Kenneth D. Kraft LSUC# 31919 P

Tel: 416 643-6822

Fax: 416 360-8425

Solicitors for the Receiver