



Court File No. 06-CL-6739

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**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

O R D E R

THIS MOTION, made by **Zeifman Partners Inc.**, in its capacity as Receiver and Manager (the "Receiver") of Brahm Industries Inc. and 1318989 Ontario Ltd. (the "Debtors"), for an order authorizing and directing the Receiver to enter into and take all actions necessary to give effect to the Minutes of Settlement, as defined in the Fourth Report of the Receiver dated April 3rd, 2008 (the "Fourth Report") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fourth Report filed, and upon hearing submissions of counsel for the parties in attendance.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

MINUTES OF SETTLEMENT

2. **THIS COURT ORDERS** that the motion brought by National Bank of Canada (the "Bank") on June 6, 2007 (the "Bank Motion") for the following relief:

- (a) an order declaring that the amounts outstanding under the charges ("CCAA Charges") granted pursuant to the Initial Order (as defined in the Bank Motion) should be funded by Magna Closures Inc., Decoma International Corp., Intier Automotive Inc. and Intier Automotive Interiors of America, Inc. (collectively, "Magna") and directing Magna to produce certain information to the Receiver in respect of its claims for set-off against accounts receivable otherwise payable to Brahm Industries Inc. and/or 1318989 Ontario Ltd.;
- (b) in the alternative to paragraph (a), an order allocating the amount secured by the CCAA Charges to the secured creditors of the Debtors, including the equipment financiers listed in Schedule "A" hereto ("Equipment Financiers"); and
- (c) an order for costs of the Bank on a substantial indemnity basis,

is hereby dismissed without costs.

3. **THIS COURT ORDERS** that the cross-motions brought by the Equipment Financiers in response to the original CCAA Application as well as the Bank Motion and the claims over asserted by the Equipment Financiers against Magna in response to the Bank Motion are hereby dismissed without costs.

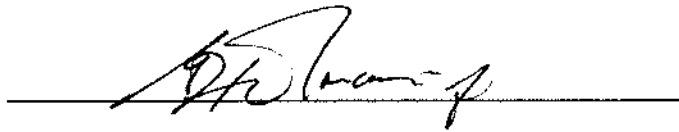
4. **THIS COURT AUTHORIZES AND DIRECTS** the Receiver to enter into the Minutes of Settlement between the Bank and Magna (the "Minutes of Settlement") dated April 10, 2008 and to take all actions necessary to give effect to such Minutes of Settlement.

5. **THIS COURT ORDERS** that, in respect of these proceedings and the *Companies' Creditors Arrangement Act* proceedings, (i) all claims by the Receiver, the Equipment Financiers or any other parties served with notice of the motion for this Order (collectively, the "Claimants") against Magna or the Bank shall be forever extinguished and the Claimants shall be

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forever barred from making or enforcing any claim against Magna or the Bank; and (ii) all claims by Magna, the Receiver or the Bank against the Claimants shall be forever extinguished and Magna, the Receiver and the Bank shall be forever barred from making or enforcing any claim against the Claimants.

6. **THIS COURT ORDERS** that the unredacted copy of the Minutes of Settlement filed with this Court be and the same is hereby treated as confidential, sealed and not form part of the public record until further order of this Court.



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Schedule "A" – Equipment Financiers

- (d) Alter Moneta Corporation;
- (e) GE Equipment Financing G.P. and GE Canada Leasing Services Company;
- (f) HSBC Bank Canada;
- (g) ABN Amro Leasing, a division of ABN Amro Bank N.V., Canada Branch;
- (h) Business Development Bank of Canada and AlterInvest Fund L.P.;
- (i) Wells Fargo; and
- (j) CIT Financial Ltd.

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

- and -

BRAHM INDUSTRIES INC. and 1318989 ONTARIO LTD.

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Proceeding commenced at Toronto

ORDER

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