

MAGNA INTERNATIONAL INC.  
Applicant

and

FORMULATED COATINGS LTD.  
Respondent

22 April 2010

Court File No: 09-7967-00CL

April 22, 2010.

Ms. Sims for Receiver.

This motion is unopposed. Order to go in form on which I have enclosed my fiat, which encompasses amendments requested by me. It is not expected that there will be any funds available for distribution to Magna and, as a security opinion has not been provided, I am reluctant to authorize a distribution to it. It should be noted in fact the funds in that unlikely event, an independent opinion should be provided.

any and we do not

ONTARIO  
SUPERIOR COURT OF JUSTICE -  
COMMERCIAL LIST

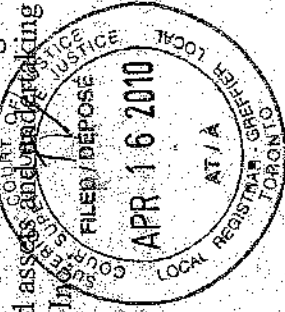
Proceeding commenced at TORONTO

MOTION RECORD  
(RETURNABLE APRIL 22, 2010)

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Lawyers for Zeifman Partners Inc., in its capacity as the Court appointed receiver and manager of all of the property and assets and undertaking of Formulated Coatings Inc. and for the Applicant



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

THE HONOURABLE	)	THURSDAY, THE 22 <sup>Nd</sup>
MADAM JUSTICE HOY	)	OF APRIL, 2010

**MAGNA INTERNATIONAL INC.**

Applicant

- and -

**FORMULATED COATINGS LTD.**

Respondent

**ORDER**

**THIS MOTION**, made by Zeifman Partners Inc. ("**Zeifman**"), in its capacity as court appointed Interim Receiver without security (the "**Receiver**") of all of the property, assets and undertaking of Formulated Coatings Ltd. (collectively, the "**Property**") pursuant to s. 47.1 of the *Bankruptcy and Insolvency Act* R.S.C. 1985, c. B-3, as amended (the "**BIA**"), for approval, authorization, and direction from the Court as to certain matters more particularly set out in the Second Report of the Receiver dated the 7th day of April, 2010 (the "**Second Report**"), was heard this day at 330 University Avenue, in the City of Toronto.

**ON READING** the Second Report, filed, on hearing the submissions of counsel for the Receiver and no one else appearing although served as evidenced by the affidavit of service of Maureen McLaren sworn April 16, 2010 filed, and the Court being advised that all interested parties either consented or did not oppose.

1. **THIS COURT ORDERS** that Second Report and the actions and activities of the Receiver as set out in the Second Report are hereby approved.

2. **THIS COURT ORDERS** that the Statement of Receipts and Disbursements of the Receiver as contained at Schedule "F" to the Second Report (the "**Statement**") is hereby approved.
3. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to make payment of \$52,103.03 to HRDC, prior to its filing of the Discharge Certificate, and that such payment shall be in full and final satisfaction of the Receiver's liability under WEPPA and s.84.1 of the BIA.
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver as well as the estimated accruals incurred up to and including the filing of the Discharge Certificate as set out in Exhibit "M" to the Second Report, are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of Miller Thomson LLP as the legal counsel to the Receiver as set out in Schedule "N" to the Second Report, as well as the estimated accruals up to and including the filing of the Discharge Certificate as set out in the Second Report, are hereby approved.

*ac ✓*  
~~6. **THIS COURT ORDERS** that, prior to the filing of the Discharge Certificate, the Receiver is hereby authorized and directed to pay over and distribute the net surplus (if any) of funds realized from the activities of the Receiver as detailed in the Statement, after payment of the amounts approved in paragraphs 3, 4 and 5 of this Order, to Magna International Inc.~~ *ac ✓*

*ac ✓*  
7. **THIS COURT ORDERS** that the Receiver be and is hereby released and forever discharged as interim receiver and receiver and manager of the Property upon and after ~~the filing of the Discharge Certificate in the form attached as Schedule "O" to the Second Report, and the appointment of the Receiver as Interim Receiver without security of the Property, in accordance with the Order of Mr. Justice Morawetz, dated January 26, 2009, is hereby terminated upon the filing of the Certificate.~~  
*delete para 4 thereof and*  
*modified to confirm that there are no net surplus remaining for distribution*

*ac ✓*  
~~8. **THIS COURT ORDERS** that, subject to the foregoing provisions of this Order, Zeifman and its directors, officers, employees and their legal counsel are hereby released and discharged from any an all liability they may have by reason of, or in any way arising out of the acts or omissions of Zeifman or their legal counsel in connection with their~~

appointment as Receiver, and all such claims, actions, and liabilities shall be and are hereby stayed, extinguished, and forever barred, and the Receiver and its directors, officers, employees, and legal counsel shall have no liability in respect thereof. *cr*

9. **THIS COURT ORDERS** that the Receiver shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections, and stays of proceedings in favour of Zeifman in its capacity as interim receiver of Formulated Coatings Ltd.

- a ✓* 10. ~~**THIS COURT ORDERS**~~ that the costs of the Receiver and its legal counsel for this motion be paid on a full indemnity basis out of the funds held by the Receiver as set out in the Second Report. *cr ✓*

11. **THIS COURT ORDERS** that the time for service of the Motion Record herein be abridged and that the motion is properly returnable today, and further that service of the Motion Record on persons other than those persons listed on the service list appended to the Notice of Motion be and is hereby dispensed with.

*Let this order  
issue on the above terms  
clearly in Q.*

**MAGNA INTERNATIONAL INC.**  
Applicant

**v. FORMULATED COATINGS LTD.**  
Respondent

Court File No: 09-7967-00CL

**ONTARIO**

**SUPERIOR COURT OF JUSTICE-  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**DISCHARGE ORDER**

**MILLER THOMSON LLP**

Barristers & Solicitors

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Solicitors for Zeifman Partners Inc., in its capacity as the Court appointed receiver and manager of all of the property and assets and undertaking of Formulated Coatings Inc., and for the Applicant