

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) THURSDAY, THE 22<sup>nd</sup> DAY  
JUSTICE CAMERON ) OF APRIL, 2010

BETWEEN:

**GENERAL MOTORS CORPORATION**

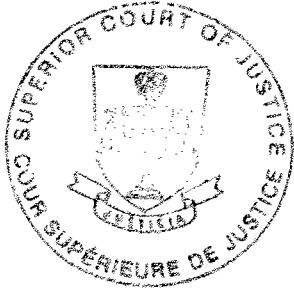
Applicant

- and -

**ORCHID INTERNATIONAL ONTARIO DIVISION INC.**

Respondent

**ORDER**



**THIS MOTION**, made by Zeifman Partners Inc. in its capacity as the Court-appointed interim receiver and receiver and manager (the “Receiver”) of the undertaking, property and assets of Orchid International Ontario Division Inc. (the “Debtor”) for orders

1. Validating service of this Notice of Motion, and the Motion Record herein, and dispensing with any further or other service, such that the motion is properly returnable before the Court;
2. Approving the Receiver’s entering into an auction services agreement (the “Auction Services Agreement”) with GoIndustry DoveBid Canada Ltd., GoIndustry USA, Inc., and Asset Engineering Corporation (collectively, the “Auctioneer”);

3. Temporarily sealing certain parts of the Auction Services Agreement;
4. Authorizing and directing the Receiver to distribute to General Motors LLC ("GM"), US\$1,739,735, representing net sale proceeds from the fuel strap assets ("Fuel Strap Assets") to Orchid Maple Stamping, a division of Cosma International Group of Magna International Inc. ("Maple");
5. Approving the fees and disbursements of the Receiver through to March 31, 2010;
6. Approving the fees and disbursements of the Receiver's counsel, both Heenan Blaikie LLP and ThorntonGroutFinnigan LLP, through to March 31, 2010; and
7. Approving the Receiver's conduct and activities to date

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

**ON READING** the Second Report of the Receiver, dated April 19, 2010 (the "Report"), the Affidavit of Allan A. Rutman, affirmed April 20, 2010, the Affidavit of Kenneth D. Kraft, affirmed April 19, 2010, and the Affidavit of Larry Ellis, sworn April 19, 2010, and on hearing the submissions of counsel for the Receiver, counsel for GM, counsel for <sup>the</sup> Orchid Group and Grant Bibby and Steve Grover and no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Ingrid Rowe sworn April 20, 2010:

1. **THIS COURT ORDERS AND DECLARES** that the time for service of the Notice of Motion be and it is hereby abridged such that the Motion is properly returnable today, and, further, that service on all parties is hereby validated.

2. **THIS COURT ORDERS AND DECLARES** that the Auction Services Agreement is hereby approved, and that the execution of the Auction Services Agreement by the Receiver is hereby authorized and approved, *nunc pro tunc*, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transactions (the "Transaction") pursuant to the Auction Services Agreement.

3. **THIS COURT ORDERS THAT** the unredacted version of the Second Report shall remain sealed, for a period commencing with the date of this Order until the earlier of: (i) the date that the Receiver files an affidavit with this Court to confirm that the Transaction has concluded; and (ii) December 31, 2010.

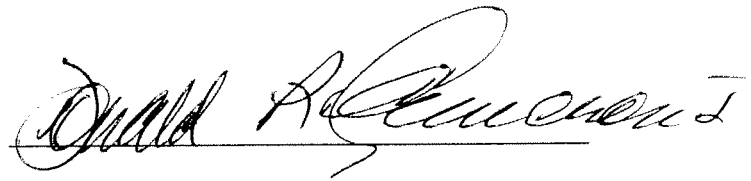
4. **THIS COURT ORDER THAT** the Receiver is hereby authorized and directed to distribute to GM, US\$1,739,735, representing net sale proceeds from the Fuel Strap Assets previously sold to Maple.

5. **THIS COURT ORDER THAT** the fees and disbursements of the Receiver through to March 31, 2010, as set out in the Affidavit of Allan A. Rutman and contained in the Receiver's Motion Record are hereby approved.

6. **THIS COURT ORDERS THAT** the fees and disbursements of the Receiver's counsel, both Heenan Blaikie LLP and ThorntonGroutFinnigan LLP, through to March 31, 2010, as set out in the affidavits of Kenneth Kraft and Larry Ellis, respectively, and contained in the Receiver's Motion Record are hereby approved.

7. **THIS COURT ORDERS** that the conduct of the Receiver as set out in the Second Report be and it is hereby ratified and approved.

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



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ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

APR 22 2010

PER / PAR: /

General Motors Corporation

and

Orchid International Ontario Division Inc.

Applicant

Respondent

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER**

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Lawyers for Zeifman Partners Inc. as Court-  
Appointed Interim-Receiver and Receiver and  
Manager of Orchid International Ontario  
Division Inc.

REC-20

The relief granted in my order, dated April 23<sup>rd</sup> 2010 (the "Order"), including but not limited to the approval of the terms of the Auction Services Agreement, is not intended to and shall not alter any existing written priorities arrangements between General Motors LLC ("GM") and FCC, LLC db/a First Capital ("First Capital"). To the extent the relief granted in the Order is inconsistent with any written priorities arrangement between GM and First Capital, the terms and conditions of any written priorities arrangement shall supersede the terms of this Order.