



Court File No. 10-8702-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) THURSDAY, THE 6TH  
JUSTICE CUMMING ) DAY OF JANUARY, 2011

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

ACS PRECISION COMPONENTS PARTNERSHIP

Respondent

**ORDER**

THIS MOTION, made by Zeifman Partners Inc. (the "Receiver") in its capacity as Receiver of ACS Precision Components Partnership ("ACS"), for an Order,

- a) if necessary, abridging the time for and validating the method of service of this Notice of Motion and the Seventh Report of the Receiver to the Court dated December 24, 2010 (the "Seventh Report") and directing that any further service of this Notice of Motion and the Seventh Report be dispensed with such that this motion is properly returnable on January 6, 2011;
- b) accepting and approving the Seventh Report of the Receiver;
- c) approving the appointment of Raymond Slattery of Minden Gross LLP as representative counsel for the unsecured creditors; and
- d) granting such further and other relief as counsel may advise and this Honourable Court may deem just.

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

ON READING the Notice of Motion, the Seventh Report and on hearing the submissions of counsel for the Receiver, and the lawyers for such other parties as present:

1. THIS COURT ORDERS that the time for and method of service of the Notice of Motion and the Receiver's Seventh Report is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the Seventh Report is hereby accepted and approved.
3. THIS COURT ORDERS that the appointment of Raymond Slattery of Minden Gross LLP as representative counsel (hereafter the "Representative Counsel") for the unsecured creditors in respect of the issue of the distribution of operating income generated during the receivership, scheduled to be heard by Motion on January 20, 2011, and for no other purpose, is hereby approved.
4. THIS COURT ORDERS that the Representative Counsel shall be paid their reasonable fees and disbursements at their standard rates and charges. Subject to the passing of the accounts for same, the Receiver is authorized to pay such fees and disbursements from the funds in the receivership estate, *the allocation of which will be determined by further order of this Court. - Pac*
5. THIS COURT ORDERS that the Representative Counsel shall pass their accounts from time to time and for this purpose the accounts of the Representative Counsel are hereby referred to a Judge of the Commercial List of the Ontario Superior Court of Justice.
6. THIS COURT ORDERS that the Receiver shall provide to the Representative Counsel the names, addresses, telephone, facsimile and e-mail information for the unsecured creditors.
7. THIS COURT ORDERS that Representative Counsel shall provide notice ("Notice") of the granting of this Order to the unsecured creditors by sending a copy of this Order forthwith to each of the unsecured creditors along with Representative Counsel's contact information by e-mail, or if no e-mail address is available to the Receiver, then by fax. If no fax number is available to the Receiver, then Representative Counsel shall send Notice by the most direct courier available. Representative Counsel shall send Notice only to those unsecured creditors in respect of whom the Receiver has provided contact information pursuant to paragraph 6 of this Order.

8. THIS COURT ORDERS that Representative Counsel are authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Order.

9. THIS COURT ORDERS that Representative Counsel shall have no liability as a result of their appointment or the fulfillment of their duties in carrying out the provisions of this Order save and except for any gross negligence or unlawful misconduct on their part.

10. THIS COURT ORDERS that all unsecured creditors who do not wish to be bound by this Order and all other related Orders which may subsequently be made in these proceedings shall notify Representative Counsel of same within five business days of service of the Notice, and at the latest by January 18, 2011, and in the form attached as Schedule "A" hereto, and shall thereafter not be bound by this Order and shall represent themselves as an independent individual party to the extent they wish to appear in these proceedings.

11. 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.

Jan. 6, 2011 Peter A. Cumming J.

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

JAN 6 - 2011

PER / PAR:

NB

SCHEDULE "A"

Court File No. 10-8702-00CL

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SUPERIOR COURT OF JUSTICE  
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BETWEEN:

**BANK OF MONTREAL**

Applicant

- and -

**ACS PRECISION COMPONENTS PARTNERSHIP**

Respondent

**OPT-OUT LETTER**

Minden Gross LLP  
Barristers & Solicitors  
145 King Street West  
Toronto, ON M5H 4G2  
Attention: Raymond Slattery  
Tel: 416-369-4149  
Fax: 416-864-9223

\_\_\_\_\_ is an unsecured creditor (the "Unsecured Creditor") of ACS Precision Components Partnership.

Under paragraph \_\_\_ of the Order of the Honourable Mr./Madam Justice \_\_\_\_\_ dated January 20, 2011, unsecured creditors who do not wish Raymond Slattery of Minden Gross LLP to act as their representative counsel ("Representative Counsel") may opt out.

I hereby notify Representative Counsel that I do not wish to be bound by the Order and will be represented as an independent individual party to the extent I wish to appear in these proceedings. I certify that I have authority to bind the Unsecured Creditor to which this Opt-Out Letter applies.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

BANK OF MONTREAL  
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ACS PRECISION COMPONENTS  
and  
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COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER**

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Lawyers for Zeifman Partners Inc.,  
Receiver