

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

ACS PRECISION COMPONENTS PARTNERSHIP

Respondent

NOTICE OF MOTION

Zeifman Partners Inc. (the "Receiver") the receiver of ACS Precision Components Partnership ("ACS") will make a motion, to a Judge presiding over the Commercial List on Friday, October 15th, 2010 at 10:00 a.m. or as soon after that time as the motion can be heard, at the Court House, 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard

- in writing under subrule 37.12.1(1) because it is on consent or unopposed or made without notice;
- in writing as an opposed motion under subrule 37.12.1(4)
- orally.

THE MOTION IS FOR

1. An Order substantially in the form of Schedule A to this Notice of Motion for the following relief:
 - a) if necessary, abridging the time for and validating the method of service of this Notice of Motion and the Sixth Report of the Receiver to the Court dated October 5th, 2010 (the "Sixth Report") and directing that any further service of

this Notice of Motion and the Sixth Report be dispensed with such that this motion is properly returnable on October 15, 2010;

- b) accepting and approving the Sixth Report and approving the activities of the Receiver described therein;
 - c) approving the Receiver's Statement of Receipts and Disbursements for the period May 6, 2010 to October 1, 2010;
 - d) approving the Auction Services Agreement dated September 30, 2010 (the "ASA") between the Receiver and Infinity Asset Solutions Inc. ("Infinity"); and
 - e) authorizing the Receiver to dispose of any unclaimed tooling; and
 - f) sealing the Confidential Supplement to the Sixth Report.
2. An Order granting such further and other relief as counsel may advise and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

- a) By Order of the Honourable Mr. Justice Campbell dated May 6, 2010 (the "Receivership Order"), the Receiver was appointed as receiver without security of all of the assets, undertakings and properties of ACS acquired for or used in relation to a business carried on by ACS pursuant to Section 243 of the *Bankruptcy and Insolvency Act*;
- b) The Receiver wishes to report to the Court on the status of the receivership, its activities to date and the receipts and disbursements;
- c) ACS ceased production effective September 22, 2010;
- d) Pursuant to Paragraph 3(k) of the Receivership Order, the Receiver may market the property of ACS, including advertising, soliciting of offers and negotiating of terms and conditions of offers;

- e) Pursuant to Paragraph 3 (l) of the Receivership Order, the Receiver is empowered and authorized to sell, convey, transfer, lease, or assign the property of ACS or any part or parts thereof out of the ordinary course of business without the approval of the Court in respect of any transaction not exceeding \$250,000, provided that the aggregate consideration for all such transactions does not exceed \$1,000,000, and otherwise, the Receiver must obtain Court approval;
- f) Since the Fifth Report, certain pending equipment sales have been completed by the Receiver, in accordance with the Order of the Honourable Justice Newbould dated September 3, 2010;
- g) The Receiver has received a number of proposals to auction or purchase the remaining fixed assets. The Receiver determined that the proposal from Infinity was the most advantageous as it included a higher net minimum guarantee and a shorter occupancy period;
- h) Subject to approval of this Honourable Court, the Receiver entered into an Auction Services Agreement (the "ASA") with Infinity;
- i) There are 80 pieces of tooling that remain at the ACS premises (the "Abandoned Tooling"). The Receiver requires the tooling to be removed by their owners or sold. Despite attempts to contact the customers who own that tooling to arrange the removal of same, the tooling remains at the ACS premises. The Receiver proposes to sell the Abandoned Tooling;
- j) The Confidential Supplement contains sensitive and confidential information the disclosure of which at this time would be detrimental to the interests of the creditors of ACS and other stakeholders;
- k) Section 137(2) of the *Courts of Justice Act*, R.S.O. 1990, c. C.43;
- l) Rules 1.04, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*; and

- m) Such further and other grounds as counsel may advise and this Honourable Court permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- a) The Sixth Report;
- b) The Confidential Supplement to the Sixth Report;
- c) Such further and other materials as counsel may advise and this Honourable Court may permit.

October 6, 2010

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Solicitors for Zeifman Partners Inc.,
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TO: Service List Attached

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(October 5, 2010)

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SCHEDULE A

Court File No. 10-8702-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) FRIDAY , THE 15TH
JUSTICE)
) DAY OF OCTOBER, 2010

B E T W E E N :

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 Sixth Report of the Receiver to the Court dated October 5th, 2010 (the "Sixth Report") and directing that any further service of this Notice of Motion and the Sixth Report be dispensed with such that this motion is properly returnable on October 15, 2010;
- b) accepting and approving the Sixth Report and approving the activities of the Receiver described therein;
- c) approving the Receiver's Statement of Receipts and Disbursements for the period May 6, 2010 to October 1, 2010;

- d) approving the Auction Services Agreement dated September 30, 2010 (the “ASA”) between the Receiver and Infinity Asset Solutions Inc. (“Infinity”); and
- e) authorizing the Receiver to dispose of any unclaimed tooling; and
- f) sealing the Confidential Supplement to the Sixth Report.
- g) 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 Sixth Report and the Confidential Supplement to the Sixth 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 Sixth 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 unless otherwise defined, capitalized terms in this Order shall have the same meaning as given to those terms in the Sixth Report.
3. THIS COURT ORDERS that the Sixth Report is hereby accepted and approved and the Receiver’s activities as set out in the Sixth Report be and are hereby approved.
4. THIS COURT ORDERS that the Receiver’s Statement of Receipts and Disbursements for the period from May 6, 2010 to October 1, 2010, a copy of which is attached as a schedule to the Sixth Report, be and is hereby approved.
5. THIS COURT ORDERS that the Auction Services Agreement dated September 30, 2010 between the Receiver and Infinity Asset Solutions Inc. is hereby approved.
6. THIS COURT ORDERS that the Receiver is hereby authorized to dispose of any Abandoned Tooling, as described in the Sixth Report.

7. THIS COURT ORDERS that the Confidential Supplement to the Sixth Report be sealed until further Order of the Court.

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.

BANK OF MONTREAL
Applicant

and ACS PRECISION COMPONENTS
Respondent

Court File No: 10-8702-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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BANK OF MONTREAL
Applicant

ACS PRECISION COMPONENTS
and
Respondent

Court File No: 10-8702-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

NOTICE OF MOTION

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