

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

ACS PRECISION COMPONENTS PARTNERSHIP

Respondent

MOTION RECORD

Miller Thomson LLP
Barristers and Solicitors
2010-255 Queens Avenue
London, Ontario N6A 5R8

Tony Van Klink (LSUC #29008M)
Tel.: (519) 931-3509
Fax: (519) 858-8511

Lawyers for Zeifman Partners Inc.,
Receiver

TO: Service List Attached

SERVICE LIST

Thornton Grout Finnigan
Barristers & Solicitors
Suite 3200, Canadian Pacific Tower
100 Wellington Street West
P.O. Box 329
Toronto-Dominion Centre
Toronto, ON M5K 1K7

Attention: James Grout
Tel: 416-304-0557
Fax: 416-304-1313

Attention: Seema Aggarwal
Tel: 416-304-0603
Fax: 416-304-1313
E-mail: jgrout@tgf.ca / saggarwal@tgf.ca

Lawyers for ACS Precision Components Partnership

Goodmans LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: David Bish
Tel: 416-979-2211
Fax: 416-979-1234
E-mail: dbish@goodmans.ca

Lawyers for ATS Automation Tooling Systems Inc.

Honigman Miller Schartz and Cohn LLP
2290 First National Building
660 Woodward
Detroit, MI 48226

Attention: Donald F. Baty, Jr.

E-mail: dbaty@honigman.com

US counsel to ACS Precision Components Partnership

Fasken Martineau DuMoulin LLP
Barristers & Solicitors
66 Wellington Street West
Suite 4200, Toronto Dominion Bank Tower
Box 20, Toronto-Dominion Centre
Toronto, ON M5K 1N6 Attention: Aubrey E. Kauffman
Tel: 416-868-7821
Fax: 416-364-7813
E-mail: akauffman@fasken.com
Lawyers for Continental Automotive Systems U.S., Inc.

Davies Ward Phillips & Vineberg LLP
Barristers & Solicitors
44th Floor
1 First Canadian Place
Toronto, ON M5X 1B1

Attention: Matthew Gottlieb
Tel: 416-863-5516
Fax: 416-863-0871
E-mail: mgottlieb@dwvpv.com

Lawyers for A.G. Simpson

Feige, Nawrocki LLP
Barristers & Solicitors
3300-130 Adelaide Street West
Toronto, ON M5H 3P5

Attention: Rolf Eric Feige
Tel: 416-366-8833
Fax: 416-366-3992
E-mail: feige@fnlawyers.com
Attention: Julian Roman Nawrocki
Tel: 416-366-8833
Fax: 416-366-3992
E-mail: nawrocki@fnlawyers.com

Lawyers for Omega Tool Corporation

Court File No. 10-8702-00CL

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Respondent

MOTION RECORD INDEX

<u>Tab No.</u>	<u>Document</u>
1	Notice of Motion returnable May 17, 2010
2	First Report to the Court of Zeifman Partners Inc. dated May 14, 2010

**ONTARIO
SUPERIOR COURT OF JUSTICE
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NOTICE OF MOTION

Zeifman Partners Inc. (the "Receiver") will make a motion, to a Judge presiding over the Commercial List on Monday, May 17, 2010 at 9:30 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

- a) an Order abridging the time for and validating the method of service of this Notice of Motion and directing that any further service of this Notice of Motion be dispensed with such that this motion is properly returnable on May 17, 2010;

- b) an Order that Omega Tool Corporation ("Omega") forthwith deliver up possession to the Receiver of the two cavity 2-shot mold (the "Mold") built by Omega for ACS Precision Components Partnership ("ACS") pursuant to Purchase Order Number 330426 issued March 16, 2009 by ACS to Omega; and
- c) Such further and other relief as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

- a) The Mold is the property of ACS;
- b) The Mold is in the possession of Omega. Despite requests, Omega has refused to deliver up possession of the Mold to the Receiver;
- c) The Receiver requires possession of the Mold on an urgent basis to produce parts for ACS's customer, A.G. Simpson for the ultimate use in the production of a new motor vehicle to be launched by General Motors;
- d) The terms of the Receivership Order dated May 6, 2010, including paragraphs 6 and 11;
- e) Rules 1.04, 2.03, 3.02 and 37 of the Rules of Civil Procedure.

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

- a) The First Report to the Court of the Receiver, Zeifman Partners Inc.

May 14, 2010

MILLER THOMSON LLP
One London Place
255 Queens Avenue, Suite 2010
London, ON Canada N6A 5R8

Tony Van Klink LSUC#: 29008M
Tel: 519.931-3509
Fax: 519.858.8511

Solicitors for Zeifman Partners Inc.,
Receiver

TO: Service List Attached

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Attention: Seema Aggarwal
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Fax: 416-304-1313
E-mail: jgrout@tgf.ca / saggarwal@tgf.ca

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Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: David Bish
Tel: 416-979-2211
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2290 First National Building
660 Woodward
Detroit, MI 48226

Attention: Donald F. Baty, Jr.

E-mail: dbaty@honigman.com

US counsel to ACS Precision Components Partnership

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Box 20, Toronto-Dominion Centre
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Attention: Aubrey E. Kauffman

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Fax: 416-364-7813

E-mail: akauffman@fasken.com

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E-mail: mgottlieb@dwpv.com

Lawyers for A.G. Simpson

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Attention: Julian Roman Nawrocki

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Fax: 416-366-3992

E-mail: nawrocki@fnlawyers.com

Lawyers for Omega Tool Corporation

**ONTARIO
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- and -

ACS PRECISION COMPONENTS PARTNERSHIP

Respondent

**FIRST REPORT TO THE COURT
SUBMITTED BY ZEIFMAN PARTNERS INC. AS RECEIVER**

INTRODUCTION

1. By Order of the Honourable Mr. Justice Campbell dated May 6, 2010, Zeifman Partners Inc. (the "Receiver") was appointed as receiver without security of all of the assets, undertakings and properties of ACS Precision Components Partnership ("ACS") acquired for, or used in relation to a business carried on by ACS.

PURPOSE OF REPORT

2. This Report is being filed in support of the Receiver's motion for an Order requiring Omega Tool Corporation ("Omega") to deliver up to the Receiver possession of a cavity injection mold (the "Mold") which is the property of ACS and required for the production of parts for a new motor vehicle to be launched by General Motors, the production of which is to start on May 24, 2010.

FACTUAL BACKGROUND

3. On December 31, 2008 ACS purchased the plastic injection molding and the related mold building business (the "Plastics Business") of ATS Automation Tooling Systems Inc. ("ATS") located in Cambridge, Ontario.

4. Since that time ACS has carried on the Plastics Business (including the design, fabrication and assembly of injection mold tooling) from leased premises located at 1574 Eagle Street North, Cambridge, Ontario.
5. Prior to the purchase by ACS of the Plastics Business, Omega issued a quote to ATS to build two cavity injection molds required by ATS, including the Mold, which is to be used for the production of "front bumper hidere" in the manufacture of a new motor vehicle to be launched by General Motors. The cost of the Mold was quoted by Omega at \$135,000. A copy of Quote No. 10019 dated December 19, 2008 (the "Omega Quote") issued by Omega to ATS is attached as **Schedule 1**. The Mold is described on line two of the Omega Quote.
6. The Omega Quote provides for the grant to Omega of a security interest in the Mold in the following terms:

"Upon acceptance of the quotation, by issuance of an order, notwithstanding the terms of such order, the purchaser grants Omega Tool Corp. a security interest in the tool. The security interest shall be continuing security to Omega Tool Corp. to secure payment until paid in full. The security granted shall be governed by and constructed in accordance with the *Personal Property Security Act* (Ontario) or in the applicable jurisdiction of the purchaser."
7. After the completion of the purchase by ACS of the Plastics Business from ATS, on March 16, 2009 ACS issued a Purchase Order to Omega to build the Mold. A copy of the Purchase Order dated March 16, 2009 from ACS to Omega is attached as **Schedule 2**. The Purchase Order contains the note "Terms as per Quote No. 10019."
8. ACS had agreed to supply the Mold to its customer, A.G. Simpson Automotive Inc. ("AG Simpson"). ACS subcontracted the building of the Mold to Omega. A copy of a Purchase Order and Amendment issued by AG Simpson to ACS for the building of the Mold is attached as **Schedule 3**.

9. Omega built the Mold and the Mold was delivered to the premises of ACS in Cambridge. Attached as **Schedule 4** is a copy of Invoice No. 25995 dated August 20, 2009 (the "Omega Invoice") issued by Omega to ACS in the amount of \$135,000 for the Mold. The invoice bears the handwritten notation "Tool received by ACS April 14, 2009".
10. The following wording appears at the base of the Omega Invoice:

"This invoice serves as confirmation of delivery by Omega of the tooling or services referred to herein and that the security interest granted by the customer to Omega at the time of the signing of the quotation by the customer has attached."
11. Attached as **Schedule 5** is a copy of Invoice No. 350892 dated September 1, 2009 issued by ACS to AG Simpson for the Mold. AGS has paid 25% of that invoice. The remaining 75% remains unpaid.
12. According to the records of ACS, ACS has not made any payment to Omega on account of the purchase price for the Mold. The full amount of the Omega Invoice remains unpaid.
13. The Mold has been "PPAP" approved. Attached as **Schedule 6** is a copy of a part submission warrant signed by a representative of AG Simpson dated February 16, 2010 confirming same.
14. In 2010 modifications to the Mold were required as a result of an engineering change. Attached as **Schedule 7** is a copy of Quote No. 45145 dated February 17, 2010 from Omega to ACS for the completion of the additional work to the Mold as a result of the engineering change. The total cost, including transportation to and from ACS, was quoted to be \$4,270.
15. Attached as **Schedule 8** is a copy of Purchase Order No. PC000517 dated April 8, 2010 from ACS to Omega for the completion of the additional work required by the engineering change.

16. In April, 2010 the Mold was shipped from the premises of ACS to Omega for the completion of additional work arising from an engineering change. Attached as **Schedule 9** is a copy of a packing slip confirming the shipment of the Mold from ACS to Omega on April 7, 2010.
17. The Mold remains in the possession of Omega.
18. The Receiver has been advised by AG Simpson that the Mold is to be used for the production of parts to be supplied by AG Simpson to General Motors for a new generation of the Chevy Silverado truck being launched by General Motors and which is to go into production at the General Motors assembly plant in Flint, Michigan on May 24, 2010. Parts production from the Mold is scheduled to commence on May 17, 2010. Any delay in that schedule will jeopardize the May 24 start of production by General Motors. Delay in the production of parts from the Mold will likely result in the shutdown of the General Motors assembly line for the new Chevy Silverado truck.
19. On May 13, 2010 requests were made by the Receiver and the Receiver's legal counsel to Omega to deliver up possession of the Mold to the Receiver. Attached as **Schedule 10** are copies of an e-mail sent by the Receiver to Omega confirming a discussion between representatives of the Receiver and Omega and an e-mail sent by the Receiver's legal counsel to Omega.
20. Despite the requests of the Receiver and its legal counsel, Omega has not delivered up possession of the Mold.
21. The Mold is unique and designed to produce particular parts for a specific model of motor vehicle and cannot be used for other purposes without extensive modification, if at all.
22. It is the Receiver's view that ACS is the owner of the Mold. AG Simpson has confirmed to the Receiver that it does not assert a proprietary interest in the Mold. Omega is an unpaid vendor, which may or may not have a valid security interest in the Mold, to secure its outstanding account.

23. The only interest of Omega is to be paid the amount of its claims in accordance with its legal entitlement and priority. Despite the terms of the Receivership Order, Omega has refused to deliver up possession of the Mold to the Receiver in an apparent attempt to exert pressure to force payment of the amounts owing to it in priority over the claims of other creditors, including the secured claims of Bank of Montreal and ATS.
24. To preserve and protect the rights and interests of all parties the Receiver recommends that the Mold be delivered up to the possession of the Receiver without prejudice to the rights and claims, including secured claims, of all persons having an interest in the Mold.

Respectfully submitted this 14th day of May, 2010.

**ZEIFMAN PARTNERS INC., Court
Appointed Receiver of ACS Precision
Components Partnership**

Per: 

Allan Rutman, President

SCHEDULE 1

Omega Quote No. 10019

TOOLSHOP QUOTE



2045 Solar Crescent
Windsor Ontario N0R 1L0
Canada
Phone: 519-737-1201
Fax: 519-737-7719

Omega Tool Corporation

QUOTE

Quote Number: 10019

Page: 1

Attention:

ATS Automation Tooling Systems Inc
730 Fountain Street
Building #2
Cambridge ON N3H 4R7
Canada

Date: 12/19/2008
Expires: 1/18/2009

2+2 Cavity (2-Shot Injection Mold with rotating platen)

Line	Description
------	-------------

1 Frt Bumper Hiders RHLH Ver. 1

Customer Part No: 20818269/70

Quote Line Rev No: 2

D & B 4 Cavity P20 Mould.

2 Drop: Manifold: Gating Edge Gate:

Mechanical Ejection:

4 Slides: Grained Part

Part Size : 19L X 3W X 4H

Mould Base : 28W X 32L X 30H

Lead Time:

15 weeks

Quantity

1 00

Unit Price

160,000 00

Line	Description
------	-------------

2 Frt Bumper Hiders RHLH Ver. 2

Customer Part No: 25883329/68
53/54

Quote Line Rev No: 2

D & B 4 Cavity P20 Mould

2 Drop: Manifold: Gating Edge Gate:

Mechanical Ejection:

Grained Part

Part Size : 21L X 4W X 4H

Mould Base : 32W X 34L X 30H

Lead Time:

15 weeks

Quantity

1 00

Unit Price

135,000 00

gck

Line	Description
------	-------------

3 Terms and Conditions

Quote Line Rev No: 1

Domestic Terms:

- Delivery is from kickoff to first tryout
- Purchase order required to order steel
- Customer to supply 3D data ISM/OSM filleted
- All prices are quoted in Canadian currency
- Terms are 100% 12 months after receipt of PO
- 8 months I/C included
- Fixtures for part inspection is not included
- Customer to supply resin for tryouts
- Delivery: CIF Cambridge ON (Incoterms)

Upon acceptance of the quotation, by issuance of an order, notwithstanding the terms of such order, the purchaser grants Omega Tool Corp a security interest in the tool. The security interest shall be continuing security to Omega Tool Corp. to secure payment until paid in full. The security granted shall be governed by and constructed in accordance with the Personal Property Security Act (Ontario) or in the applicable jurisdiction of the purchaser.

Thank you for the opportunity to quote your valued business

Sincerely

Dave Cummings

If you are in agreement with this quote and authorize Omega to proceed, please sign below and follow-up with a purchase order
Fax back to 519-737-7719


Authorized Signature

1/6/2009

Date

SCHEDULE 2

ACS Purchase Order dated March 16, 2009

PO TO TOOL STOP

Purchase Order

AC Precision Components Cambridge
Tel: (519) 650-6600 Purchasing Fax: (519) 650-5925

To: Omega Tool Corporation
2045 Solar Crescent
Windsor ON N9R 1L0
Canada
Phone: (519) 737-1201
Fax: (519) 737-7719

Ship To: ACS Precision Components Partin
730 Fountain St N, Bldg #1
Cambridge ON N3H 4R7

P.O. Number: 330426
Revision: 0
Issued: Mar 18/9
Currency: CAD
F.O.B: Blank
Ship Via:
Terms: Net 45 Days
Requested By: CMCWADE
PST Number: 28415248
GST Number: R100331511

Note: Terms as per Quote #10019

Order Taken By:

Item	Quantity	Unit	Our Part Number	Description 1	Description 2	Date Required	Unit Price	Extended Amount
1	1	EA		New tool build for AG Simpson	2 cavity 2-shot tool Drawing: Rav:	18-Dec-8	135,000.0000	135,000.00

Purchase Order reprinted
with new company name
No other changes to
original purchase order

FAKED
3/17/09

BILL TO: AC Precision Components Cambridge, 730 Fountain Street North (Bldg #1), Cambridge ON N3H 4R7

PO NUMBER, PART NUMBER, DESCRIPTION, UOM, AND QUANTITY MUST SHOW ON EACH CARTON, PACKING SLIP, & INVOICE

Please provide all applicable Material Safety Data Sheets (MSDS) Information and WHMIS Container Labels

One packing slip must accompany each shipment

Seller must execute acknowledgment copy hereof and return to buyer No other form of acceptance is binding on buyer Buyer expressly limits acceptance to the terms stated herein and any additional or different terms proposed by seller shall not be binding on the buyer unless authorized in writing by the buyer whether or not they would materially alter this order

Purchaser's standard terms and conditions, in your possession, apply

UNLESS OTHERWISE INDICATED, THE ITEMS ON THIS PURCHASE ORDER ARE: FOB DESTINATION, FREIGHT PREPAID NO ADDITIONAL

FREIGHT CHARGES WILL BE PAID, UNLESS AUTHORIZED BY THE BUYER.

SUB-TOTAL \$	135,000.00
GST \$	6,750.00
PST \$	
TOTAL \$	141,750.00

VENDOR

ACKNOWLEDGMENT BY:

DATE:

APPROVED BY:

DATE: 3/17/09

SCHEDULE 3

AG Simpson Purchase Order and Amendment



AGS PO TO AC Ford Tool Build
PURCHASE ORDER
AND
AMENDMENT

SCOTT BU

Revision: 0

SELLER		REQUISITION NO.		P.O. DATE		TERMS		VIA		F.O.B.	
AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA		W119016		12/22/2008		BELOW		VENDOR		DESTINATION	
519-650-4483 (herein referred to as the "Seller")		SHIP TO		AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA		BILL TO		CONTACT NAME & FAX		PROCESS DATE	
GOODS & SERVICES TAX EXTRA EXEM		EXTRA EXEM		EXTRA EXEM		EXTRA EXEM		EXTRA EXEM		W/O ASSET NO.	
LOCAL SALES TAX EXTRA EXEM		CITY SALES TAX EXTRA EXEM		CITY SALES TAX EXTRA EXEM		CITY SALES TAX EXTRA EXEM		CITY SALES TAX EXTRA EXEM		LOCAL SALES TAX EXTRA EXEM	
ITEM	QUANTITY	DESCRIPTION				UNIT COST	PER	DATE MONTH/DAY/YEAR	EXTENDED COST		
***** ONE TIME PO AMENDMENT *****											
1	1.0	AGS # N/A, Supplier # 2 SHOT DIESEL MOLD Project: 99071174 TO COVER THE COST TO DESIGN AND BUILD A 1+1 TWO CAVITATION (1 RH, 1 LH) 2-SHOT MOLD TO PRODUCE PRODUCTION SAMPLES OF OUR GMT911 FILLER ASM - FRONT BUMPER DIESEL R/L, 25863358-9 REVISION GEO_001.002.				138796.00000	EA	04/17/2009	138,796.00		
MATERIAL SPECIFICATIONS AND PERFORMANCE REQUIREMENTS AS DESCRIBED IN THE DCS LOGS ATTACHED. PART SUBJECT TO GD&T REQUIREMENTS AS OUTLINED IN OUR GD&T DRAWINGS REVISION T NOVEMBER 21, 2008.											
ATTRIBUTE CHECKING FIXTURE TO BE PROVIDED.											
TOOLING TO BE BUILT IN ACCORDANCE WITH GENERAL MOTORS PAINT & POLYMER STANDARDS.											

THIS PO IS ISSUED PURSUANT TO THE TOOLING AND EQUIPMENT AGREEMENT DATED JULY 20TH, 2007 AND SIGNED ON DECEMBER 11TH, 2008 BY SUPPLIER (THE "TOOLING AND EQUIPMENT AGREEMENT"), A COPY OF WHICH IS ATTACHED HERETO.											
ITEM	QUANTITY	DESCRIPTION				UNIT COST	PER	DATE MONTH/DAY/YEAR	EXTENDED COST		
TOTAL P.O. VALUE						Handwritten: 138,796.00			BIN HAN		

This order is subject to AGS' Standard Terms and Conditions, which may be found at:
www.agsautomotive.com.

AGS114 REV. 03 MAR 2008

Original Copy



PURCHASE ORDER AND AMENDMENT

PURCHASE ORDER NO.
99-44032

SCOTT BU

Revision: 0

SELLER		REQUISITION NO.		P.O. DATE		TERMS		VIA		F.O.B.	
AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA 519-650-4483 (herein referred to as the "Seller")		W119016		12/22/2008		BELOW		VENDOR		DESTINATION	
SHIP TO		BILL TO		CONTACT NAME & FAX		PROCESS DATE		CONTACT NAME & FAX		PROCESS DATE	
AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA		A.G. SIMPSON AUTOMOTIVE INC. 675 PROGRESS AVENUE CORPORATE OFFICE SCARBOROUGH, ON M1H 2W9 CANADA		519-650-5925 ANDREW SPITTAL		09/24/2009		519-650-5925 ANDREW SPITTAL		W/O ASSET NO.	
PROVINCIAL SALES TAX EXTRA EXEM		STATE SALES TAX EXTRA EXEM		CITY SALES TAX EXTRA EXEM		LOCAL SALES TAX EXTRA EXEM		LICENCE NO.		LICENCE NO.	
X		X		X		X		X		X	
ITEM	QUANTITY	DESCRIPTION				UNIT COST		PER		EXTENDED COST	
PAYMENT OF THE PRICE OF THE GOODS TO BE SUPPLIED UNDER THIS PURCHASE ORDER SHALL BE MADE ON THE EARLIER OF: (I) A DATE WHICH IS WITHIN SEVEN (7) DAYS AFTER THE RECEIPT BY AGS OF FULL PAYMENT FROM ITS CUSTOMER FOR FINAL UNDISPUTED PPAP APPROVAL OR (II) THE DATE WHICH IS TWELVE (12) MONTHS FROM THE START OF PRODUCTION USING THE GOODS TO BE SUPPLIED HEREUNDER TO CONTINUOUSLY PRODUCE PARTS FOR AGS'S CUSTOMER. IN EITHER CASE, PROVIDED THAT SUCH GOODS CONFORM WITH THE REQUIREMENTS OF THIS PURCHASE ORDER (INCLUDING THE TOOLING AND EQUIPMENT AGREEMENT). NOTE: THE SUPPLIER IS ULTIMATELY RESPONSIBLE FOR THE DESIGN, BUILD & PERFORMANCE OF THIS TOOL. IF THERE IS AN AREA OF DESIGN, REQUIREMENTS OR RESPONSIBILITIES THAT ARE UNCLEAR, PLEASE CONTACT AND DISCUSS WITH AGS ENGINEERING. ENGINEERING CONTACT INFORMATION: PROGRAM MANAGER - SCOTT BULYCH 586-268-4888 EXT:5452 INVOICES WILL NOT BE ACCEPTED IF PRICE EXCEEDS AGREED COST ON THIS PURCHASE ORDER WITHOUT PRIOR AUTHORIZATION FROM AGS.											
ITEM	QUANTITY	DESCRIPTION				UNIT COST		PER		EXTENDED COST	
		TOTAL P.O. VALUE						PER BIN HAN			

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AGS114 REV.03 MAR 2008

Original Copy



PURCHASE ORDER AND AMENDMENT

PURCHASE ORDER NO.
99-44032

SCOTT BU

Revision: 0

SELLER AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA 519-650-4483 (please referred to as the 'Seller')		REQUISITION NO. W119016		P.O. DATE 12/22/2008		TERMS BELOW		VIA		F.O.B.	
SHIP TO AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA		BILL TO A.G. SIMPSON AUTOMOTIVE INC. 675 PROGRESS AVENUE CORPORATE OFFICE SCARBOROUGH, ON M1H 2W9 CANADA (please referred to as the 'Buyer')		CONTACT NAME & FAX 519-650-5925 ANDREW SPITTAL		DESTINATION PROCESS DATE 09/24/2009 W/O ASSET NO.					
PROVINCIAL SALES TAX EXTRA EXEM X		STATE SALES TAX EXTRA EXEM		CITY SALES TAX EXTRA EXEM		LOCAL SALES TAX EXTRA EXEM					
ITEM		QUANTITY		DESCRIPTION		UNIT COST		PER		EXTENDED COST	

PLEASE REFERENCE PURCHASE ORDER NUMBER AND WORK ORDER / LINE ITEM PROJECT NUMBER (IF APPLICABLE) ON ALL INVOICES AND PACKING SLIPS TO ENSURE TIMELY INVOICE PAYMENT.

ADDITIONAL PROVISIONS SUPPLEMENTING THIS PURCHASE ORDER ARE FOUND ON OUR WEBSITE UNDER THE LINK 'PURCHASE ORDER TERMS & CONDITIONS'. YOU MAY VISIT OUR WEBSITE AT WWW.AGSAUTOMOTIVE.COM. THE 'PURCHASE ORDER TERMS & CONDITIONS' FORM AN INTEGRAL PART OF THIS PURCHASE ORDER.

SUPPLIER ACKNOWLEDGES HAVING READ THE PROVISIONS FOUND ON OUR WEBSITE UNDER THE LINK 'PURCHASE ORDER TERMS & CONDITIONS'. SUPPLIER'S (I) WRITTEN ACKNOWLEDGEMENT BELOW OR (II) COMMENCEMENT OF ANY WORK OR SERVICES UNDER THIS PURCHASE ORDER SHALL CONSTITUTE SUPPLIER'S ACCEPTANCE OF ALL OF THE PROVISIONS HEREOF (INCLUDING THOSE OF THE 'PURCHASE ORDER TERMS AND CONDITIONS').

***** AMENDMENT NO. 01 *****
SEPTEMBER 24TH, 2009. BIN HAN

REPRINTED TO REFLECT PST AS AN EXTRA.

NO CHANGE IN TOTAL PO VALUE.

ITEM	QUANTITY	DESCRIPTION	UNIT COST	PER	EXTENDED COST
TOTAL P.O. VALUE					
			PER	BIN HAN	

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AGS114 REV.03 MAR.2008

Original Copy



PURCHASE ORDER AND AMENDMENT

PURCHASE ORDER NO.
99-44032

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Revision: 0

SELLER		REQUISITION NO.	P.O. DATE	TERMS	VIA	F.O.B.
AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA		W119016	12/22/2008	BELOW	VENDOR	DESTINATION
SHIP TO AC PRECISION COMPONENTS 730 FOUNTAIN STREET NORTH BUILDING 1 CAMBRIDGE, ON N3H 4R7 CANADA		BILL TO A.G. SIMPSON AUTOMOTIVE INC. 675 PROGRESS AVENUE CORPORATE OFFICE SCARBOROUGH, ON M1H 2W9 CANADA (Order referred to as the 'Buyer')		CONTACT NAME & FAX 519-650-5925 ANDREW SPITTAL		PROCESS DATE 09/24/2009
519-650-4483 (Order referred to as the 'Seller')		PROVINCIAL SALES TAX EXTRA EXEM X		CITY SALES TAX EXTRA EXEM		LOCAL SALES TAX EXTRA EXEM
GOODS & SERVICES TAX EXTRA EXEM X		STATE SALES TAX EXTRA EXEM		UNIT COST		EXTENDED COST
ITEM	QUANTITY	DESCRIPTION		PER	DATE MONTH/DAY/YEAR	
***** END *****						
ITEM	QUANTITY	DESCRIPTION		UNIT COST	PER	EXTENDED COST
TOTAL P.O. VALUE				138,795.00	USD	

This order is subject to AGS' Standard Terms and Conditions, which may be found at
www.agsautomotive.com.

AGS114 REV. 03 MAR 2008

Original Copy

SCHEDULE 4

Omega Invoice No. 25995

INVOICE



omega tool corp.

DO NOT
PAY until

notified by
Justin

8/31/09

Jo: 25995 ✓

5193/1

CUSTOMER #: AC PRECISION

CUSTOMER P.O.#:

INVOICE DATE: 8/20/2009 ✓

TERMS: SEE AGREEMENT

SOLO TO: AC PRECISION COMPONENTS CAMBRIDGE
730 FOUNTAIN ST. N. BLDG #1
CAMBRIDGE, ON N3H 4R7

G.S.T. # R137653473

QUANTITY	DESCRIPTION	AMOUNT
----------	-------------	--------

MOLD		\$135,000.00
Q 43132 PO 330426		
JOB 5193		
FRONT BUMPER HIDER LH RH		

TERMS NET 45 DAYS

JOB 5193
Q 43132 PO 330426

SUB TOTAL \$135,000.00

TOTAL AMOUNT DUE CDN FUNDS \$135,000.00 ✓

94164	382108
Reg 51574	ECN 8040
J. Sukert	300.11351
Justin Sush	CAPITAL 1005
	due 10/14

Tool Received by ACS
April 14, 2009

IF YOU HAVE ANY QUESTIONS OR CONCERNS, E-MAIL mschmidga@omegatoolcorp.com

THIS INVOICE SERVES AS CONFIRMATION OF DELIVERY BY OMEGA OF THE TOOLING OR SERVICES REFERRED TO HEREIN AND THAT THE SECURITY INTEREST GRANTED BY THE CUSTOMER TO OMEGA AT THE TIME OF THE SIGNING OF THE QUOTATION BY THE CUSTOMER, HAS ATTACHED. INTEREST WILL BE CHARGED @ 1 1/2% PER MONTH ON ALL OVERDUE ACCOUNTS PLUS ALL FEES OF COLLECTION
2045 Solar Crescent - Old Castle, Ontario - N0R 1L0 - Phone (519) 737-1201 - Fax (519) 737-7751

SCHEDULE 5

ACS Invoice No. 350892

INVOICE TO AGS.

AC Precision Components Cambridge
o/a AC Precision Components Cambridge

Tel: (519) 850-6500 Fax: (519) 850-8925

Invoice No.
350892

Please reference invoice no. on all payments

REMIT TO: AC Precision Components
Cambridge
730 Fountain St N, Bldg #1
Cambridge ON N3H 4R7, Canada

WIRE FUNDS TO: BMO, 2 King St. W., Kitchener, ON, N2G 1A3
AGS Precision Components Partnership
o/a AC Precision Components Cambridge
Account: 86703-15
ABA #: 026005092
Swift Code: BOFMCAM2

SOLD TO: AGS Automotive Systems
675 Progressive Ave
Corporate Office
Scarborough ON M1H 2W9
Canada

SHIP TO: AGS Automotive Systems
675 Progressive Ave
Corporate Office
Scarborough ON M1H 2W9
Canada

INVOICE DATE	DATE SHIPPED	VIA	INCOTERM
09/01/09	09/01/09		
QUANTITY SHIPPED	DESCRIPTION AND PART NUMBER	UNIT PRICE	TOTAL AMOUNT
1	PO# 99-44032 ECN# 8040 2 Shot Diesel mold Project: 99071174 To cover the cost to design and build 1+1 two cavitation 2-shot mold Program Manager: Scott Bulych	138,796 00	138,796 00
GST Registration 82851 5025 RT0301	PAYMENT TERMS Net 30		138,796 00
NOTE: All orders are subject to a minimum invoice amount Interest at 1.5% per month is charged on overdue accounts		GST Rate 5%	6,939 80
		INVOICE TOTAL	145,735 80

SCHEDULE 6

Part Submission Warrant

FINAL PPAP

2/16/2009
(25)

Part Submission Warrant

AC Precision Components Cambridge

Part Name	Filler ASM - Front Bumper (RH/LH)	Part Number	25883358/59 (GM935M/NAA)
Shown on Drawing No.	25883358/59	Org. Part Number	25883358/59
Engineering Change Level	Geo 001.002	Dated	21Nov08
Additional Engineering Changes	N/A	Dated	N/A
Safety and/or Government Regulation	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Purchase Order No.	99-44032
Weight(kg)	0.0458		
Checking Aid No.	AC-015	Checking Aid Engineering Change Level	0
		Dated	Jan 2009

ORGANIZATION MANUFACTURING INFORMATION

ATS Precision Plastics Components Division
 Organization Name & Supplier/Vendor Code
 730 Fountain St. North
 Street Address
 Cambridge, Ontario, Canada N3H 4R7
 City Region Postal Code Country

CUSTOMER SUBMITTAL INFORMATION

AGS Automotive
 Customer Name/Division
 Heather Botten
 Buyer/Buyer Code
 Automotive
 Application

MATERIALS REPORTING

Has customer-required Substances of Concern information been reported? ☒ Yes ☐ No ☐ n/a
 Submitted by IMDS or other customer format: IMDS 112608762/1 & 112608919/1
 Are polymeric parts identified with appropriate ISO marking codes? ☐ Yes ☐ No ☒ n/a

REASON FOR SUBMISSION

☒ Initial Submission
☐ Engineering Change (s)
☐ Tooling: Transfer, Replacement, Refurbishment, or additional
☐ Correction of Discrepancy
☐ Tooling Inactive > than 1 year
☐ Change to Optional Construction or Material
☐ Sub-Supplier or Material Source Change
☐ Change in Part Processing
☐ Parts Produced at Additional Location
☐ Other - please specify
 ECN# 8040

REQUESTED SUBMISSION LEVEL (Check one)

☐ Level 1 - Warrant only (and for designated appearance items, an Appearance Approval Report) submitted to the customer.
☐ Level 2 - Warrant with product samples and limited supporting data submitted to customer.
☒ Level 3 - Warrant with product samples and complete supporting data submitted to customer.
☐ Level 4 - Warrant and other requirements as defined by the customer.
☐ Level 5 - Warrant with product samples and complete supporting data reviewed at organization's manufacturing location.

SUBMISSION RESULTS

The results for ☒ dimensional measurements ☒ material and functional tests ☐ appearance criteria and ☐ statistical process package
 meet all drawing and specification requirements: ☒ Yes ☐ NO (If "NO" - Explanation Required)

Mold / Cavity / Production Process: 1131D / 1+1 / Injection Moulding
 Type of Machine / Tonnage: 450 Tonne - 2 Shot

DECLARATION

I hereby affirm that the samples represented by this warrant are representative of our parts which were made by a process that meets all Production Part Approval Process Manual 4th Edition Requirements. I further affirm that these samples were produced at the production rate of 480 / 8 hours. I also certify that documented evidence of such compliance is on file and available for review. I have noted any deviations from the declaration below.

EXPLANATION/COMMENTS: Initial Part Submission

Is each Customer Tool properly tagged and numbered? ☒ Yes ☐ No ☐ n/a
 Organization Authorized Signature: *Justin Suckert* Date: 28-May-09
 Print Name: Justin Suckert Phone No. 519-650-6600 ext 4024 Fax No. 519-650-5925
 Title: Project Manager E-mail: jsuckert@andersoncook.com

FOR CUSTOMER USE ONLY (IF APPLICABLE)

Part Warrant Disposition: ☒ Approved ☐ Rejected ☐ Other
 Customer Signature: *T. Christian Pease* Date: 16 FEB 09
 Print Name: T. CHRISTIAN PEASE Customer Tracking Number(optional):

SCHEDULE 7

Omega Quote No. 45145

TOOLSHOP QUOTE

QUOTATION



omega tool corp.

2045 SOLAR CRESCENT, OLDCASTLE, ONTARIO NOR 1L0 CANADA
P.O. BOX 1068, WARREN, MICHIGAN 48090 U.S.A.

TEL: (519) 737-1201

FAX: (519) 737-7751

QUOTE NO : **45145**

P.O. #:

Date: Feb 17, 2010

TO: **AC PRECISION COMPONENTS CAMBRIDGE 519-653-4483 X4024**
730 FOUNTAIN ST. N. BLDG #1 Fax: 519-650-5925
CAMBRIDGE, ON N3H 4R7
CANADA

ATTENTION: **JUSTIN SUCKERT**

SIR/MADAM: REPLYING TO YOUR VALUED INQUIRY WE ARE PLEASED TO QUOTE AS FOLLOWS:

RE: GMT911 BUMPER HIDER
25883358 / 25883359

OMEGA JOB # 5193

**COST AND TIMING PER E-MAIL RECEIVED FROM ED KROETSCH ON 16-FEB-2010 TO
ELIMINATE TWO GUSSET RIBS PER CAVITY ON HARD SHOT ONLY. PRICE INCLUDES
LOCAL WELDING. TIMING INCLUDES ROUND TRIP TRUCKING TO AND FROM AC
PRECISION.**

ITEM #1 IMPLEMENT CHANGES AS PER 1/24/09 DATA AND .PPT RECEIVED

ENGINEERING (CAD / SURFACING)	\$ 770.00
SPLIT MOLD	\$ 560.00
WELDING	\$ 280.00
BENCHING	\$ 420.00
GENERAL PM TO THE MOLD	\$ 840.00
TRANSPORTATION TO AND FROM AC PRECISION	\$ 1400.00
Cost	\$4,270.00

TOTAL COST: CDN \$4,270.00

Notes and Assumptions:

*NO LOCAL WINDSOR TRIAL QUOTED
TRIALS TO BE HELD AT AC PRECISION
NO OMEGA SUPPORT QUOTED AT AC PRECISION*

QUOTED IN CDN FUNDS

QUOTE VALID FOR 60 DAYS

F.O.B. DESTINATION

TERMS SEE AGREEMENT

DELIVERY 3 DAYS

WE THANK YOU FOR YOUR INQUIRY.

PLEASE SIGN, DATE AND RETURN WITH P.O. OR P.O. #

TO CONFIRM AGREEMENT AND COMMENCE PROGRAM.

*YOURS TRULY,
QUOTED BY:*

JASON SCHMIDT
PROGRAM MANAGER

DAVE CUMMING
CORP. SALES

CUSTOMER SIGNATURE

By signing this quotation, customer hereby grants to Omega, as security for all amounts owing by customer to Omega
in respect of the tooling or services described herein, a security interest in such tooling.

* TAXES EXTRA WHERE APPLICABLE

** INTEREST WILL BE CHARGED AT 1 1/2 % PER MONTH ON ALL OVERDUE ACCOUNTS

for office use only

File Name: VMESTUD1.GRP

Date of Revision: Oct 2005

Issue No. 1

SCHEDULE 8

ACS Purchase Order No. PC000517

PO TO TOOLSHOP.

ORDER

Page 1 of 2



Anderson Cook - Cambridge
1574 Eagle Street North
Building #2
Cambridge ON N3H 4S5
Canada
Tel 519-650-6500
Fax 519-650-5925

PURCHASE ORDER PC000517

Supplier: OMETOO
Omega Tool Corporation
2045 Solar Cres
Windsor
ON
N0R 1L0 CANADA
Phone: 519-737-1201
Fax: 519-737-7719

Attention: Schmidt, Jason

Ship To: 1574 Eagle Street North
Building #2
Cambridge
ON
N3H 4S5 CANADA

PO No: PC000517
PO Date: 4/8/10
Due Date:
PO Revision:
Revision Date:
Ordered By: Sira, Debbie
519-650-6500 Ext: 242

Via: Your Delivery
Pynt Terms: Net 45
FOB: Destination
Freight Terms: Prepaid
Note: AS PER QUOTE 45145

Items							
Item	Description	Status	Account	Due Date	Order Quantity	Unit Price	Extended Price
1	GMT911 BUMPER HIDER	Firm	14100-000	4/12/10	1 Ea	\$ CAD4,270.00/Ea	\$ CAD4,270.00
Sub Total:							\$ CAD4,270.00
GST Paid:							\$ CAD213.50
Canadian Dollars Grand Total:							\$ CAD4,483.50

ALL PURCHASED MATERIALS SUPPLIED TO AC CAMBRIDGE MUST CONFIRM TO ALL APPLICABLE GOVERNMENT AND SAFETY CONSTRAINTS

Note: To receive your payment in a timely manner, the following information must be included on all of your packing slips, invoices, cartons etc to: AC Precision Components Cambridge 1574 Eagle St N Building #2, Cambridge ON N3H 4S5

- 1) Purchase Order Number
- 2) Part Number
- 3) Packing Slip Number
- 4) Lot Number
- 5) Description
- 6) UOM
- 7) Quantity

Note: To all suppliers of production material and/or subcontracted operations; AC Cambridge requires that upon your acceptance of this purchase order, your company's quality system is compliant with all the ISO 9001:2008 and ISO/TS 16949:2009 guidelines and 100% on time delivery of all products is required. AC Cambridge retains the right to cancel any purchase agreement without penalty.

- (1) AC Cambridge reserves the right to inspect material/products prior to shipment from your facility
- (2) Provide all applicable Material Safety Data Sheets, MSDS information and WHIMIS container labels
- (3) Packing Slip must accompany every shipment
- (4) Supplier to notify AC Cambridge immediately if put on "Special Status Customer Notification" due to quality and/or delivery issues.
- (5) Acceptance of this purchase order confirms Supplier acknowledges receipt and agrees to comply to AC Cambridge Environmental Contractor/Subcontractor Requirements.

Plex Online 4/8/10 10:24 AM dsirenc

https://www.plexus-online.com/Purchasing/PO_Print.asp?PO_No=PC000517&PO_Key= 08/04/2010

SCHEDULE 9

Packing Slip from ACS

SCHEDULE 10

E-mail Communication dated May 13, 2010



Jonathan Rutman
<jr@zeifmans.ca>
13/05/2010 05:38 PM

To "dave@omegatoolcorp.com" <dave@omegatoolcorp.com>

cc Tony Van Klink <tvanklink@millerthomson.com>, 'Sherry Kettle' <skettle@millerthomson.com>, Allan Rutman <aar@zeifmans.ca>, Stella Millis <sm@zeifmans.ca>

bcc

Subject ACS Precision Components Partnership ("ACS") - In Receivership

Mr. Dave Cecchin,

The following is a summary of our discussion today at approximately 5 PM. We advised you that we are Court appointed receiver and manager of ACS and that Omega is in possession of certain tooling to which ACS holds title and is required for production for a customer of ACS. The Receiver advised you of the attached Court Order requiring all parties in possession of ACS assets to turn possession of those assets over to the receiver. The Receiver demanded that Omega return the tool forthwith. You advised that Omega would not release the tool until it collected payment for amounts owing by ACS to Omega. The Receiver advised that if Omega does not agree to release the tool, it would have no choice but to take legal action against Omega to have the tool released.

Please be advised that failure to release the tool will cause significant damages for which Omega will be held accountable.

As requested in our discussion, please provide contact information for Omega's counsel immediately.

Jonathan Rutman
Zeifman Partners Inc.
416-728-0106



Court Order - May 6 2010

Tony Van Klink/mtca
13/05/2010 07:54 PM

To "dave@omegatoolcorp.com" <dave@omegatoolcorp.com>
cc arutman@zeifmans.ca, jrutman@zeifmans.ca, Sherry
Kettle/mtca@MTDOM1, lisab@agsautomotive.com
bcc
Subject ACS Precision - URGENT

Mr. Cecchin:

I am legal counsel to Zeifman Partners Inc., (the "Receiver") the court appointed receiver of ACS Precision Components Partnership ("ACS"). It is my understanding that Omega Tool is in possession of certain tooling fabricated by Omega for ACS. It is my understanding that the tooling was delivered by Omega to ACS in April 2009 and was recently returned to Omega for some work relating to an engineering change valued at approximately \$4,000. I do not know whether that work has been completed by Omega or not. I also understand that ACS had not paid Omega for the original fabrication of the tooling, being \$135,000 plus GST.

The tooling is required by ACS and its customer A G Simpson Automotive ("AGS") on an urgent basis. The Receiver has requested Omega deliver up possession of the tooling. Omega has refused to do so, in an apparent attempt to leverage payment of its outstanding account for the fabrication of the tooling. Any such attempt is improper and a breach of the Order of the Ontario Superior Court of Justice by which the Receiver was appointed.

A copy of the court order appointing the Receiver has been provided to you by the Receiver. Paragraph 6 of that Order obligates Omega to deliver up possession to the Receiver upon request all property of ACS in the possession of Omega. Paragraph 11 of that Order stays the exercise by Omega of any rights which it may have against ACS or the property of ACS.

The Receiver is entitled to possession of the tooling. On behalf of the Receiver we hereby reiterate the Receiver's request that the tooling be immediately delivered up to the Receiver. We are prepared to discuss with you an arrangement for the preservation of Omega's rights, if any, against the tooling. Any such arrangement must, however, be agreed by tomorrow morning at the latest.

If the tooling is not delivered up I expect that we will be instructed by the Receiver to take the necessary steps to immediately obtain a court order compelling Omega to deliver up the tooling.

I would ask that you have your legal counsel contact me first thing tomorrow morning to discuss this matter.

Tony Van Klink

Miller Thomson LLP
One London Place
255 Queens Avenue, Suite 2010
London, Ontario N6A 5R8
Direct Line: 519.931.3509
Fax: 519.858.8511
Email: tvanklink@millerthomson.com
www.millerthomson.com



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

MOTION RECORD

**MILLER THOMSON LLP
ONE LONDON PLACE
255 QUEENS AVENUE, SUITE 2010
LONDON, ON CANADA N6A 5R8**

Tony Van Klink LSUC#: 29008M
Tel: 519.931-3509
Fax: 519.858.8511

Lawyers for Zeifman Partners Inc.,
Receiver