

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N :

BANK OF MONTREAL

Applicant

- and -

ACS PRECISION COMPONENTS PARTNERSHIP

Respondent

NOTICE OF MOTION

Zcifman 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 Tuesday, June 15, 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

- a) if necessary, 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 June 15, 2010;

- b) an Order accepting and approving the Third Report of the Receiver to the Court dated June 3, 2010 (the "Third Report") and approving the activities of the Receiver described therein;
- c) an Order approving the key employee retention plan described in the Third Report;
- d) directions for the determination of the claims, if any, of Omega Tool Corporation ("Omega") to the 2 cavity 2 shot mold built by Omega for ACS pursuant to purchase order number 330426 issued March 16, 2009 by ACS to Omega, being the mold which is the subject matter of the Order of the Honourable Mr. Justice Cameron dated May 17, 2010;
- e) directions for the determination of the claims, if any, of Aalbers Tool & Mold Inc. ("Aalbers") to the sum of US\$203,032 being held by the Receiver pursuant to the Order of the Honourable Justice Pepall dated May 28, 2010 in the place and stead of a roller cage mold and related inserts built by Aalbers for ACS pursuant to purchase order number 331148 issued July 6, 2009 by ACS to Aalbers;
- f) an Order that the Confidential Supplement to the Third Report be sealed pending further Order of this Court; and
- g) Such further and other relief as counsel may advise and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

- a) On May 6, 2010 the Receiver was appointed 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 and its activities to date;
- c) The key employee retention plan (“KERP”) is necessary to retain the services of critical employees required for the continued operations of ACS and the building of parts banks on behalf of the customers of ACS as contemplated by Accommodation Agreements entered into by the Receiver with those customers;
- d) The Confidential Supplement contains sensitive and confidential information relating to the KERP which, if disclosed at this time, could prejudice the ongoing operations of the receivership;
- e) The Receiver requires directions for the determination of the claims, if any, of Omega to certain tooling in the possession of the Receiver and the claims, if any, of Aalbers to monies deposited with the Receiver to stand in the place and stead of certain tooling;
- f) Rules 1.04, 2.03, 3.02 and 37 of the Rules of Civil Procedure;
- g) 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 Third Report to the Court of the Receiver and the Confidential Supplement;
- b) Such further and other materials as counsel may advise and this Honourable Court may permit.

June 3, 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 of ACS Precision Components
Partnership

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@dwpv.com

Lawyers for A.G. Simpson

DiPierdomenico Law Firm
285 Sandwich Street South
Amherstburg, ON N9V 2A7

Attention: Luigi DiPierdomenico

Tel: 519.736.2126

Fax: 519.736.2787

E-mail: ll@mnsl.net

Lawyer for Aulbers Tool & Mold Inc.

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

Miller Canfield LLP
Barristers & Solicitors
Suite 300
443 Ouellette Avenue
Windsor, ON N9A 6R4

Attention: John Leslie
Tel: 519-977-1555
Fax: 519-977-1566
E-mail: leslie@millercanfield.com

Lawyers for Brose Canada Inc.

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

NOTICE OF MOTION

**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