

**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 Thursday, January 20, 2011 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 the Eighth Report of the Receiver to the Court dated January 10, 2011 (the "Eighth Report") and directing that any further service of this Notice of Motion and the Eighth Report be dispensed with such that this motion is properly returnable on January 20, 2011;
- (b) an Order accepting and approving the Eighth Report and approving the activities of the Receiver described therein;

- (c) an Order approving the Receiver's Statement of Receipts and Disbursements for the period May 6, 2010 to December 17, 2010;
- (d) directions from this Honourable Court with respect to the entitlement of customers of ACS during the receivership to receive the net income generated from operations during the receivership;
- (e) an Order approving a settlement between the Receiver and Omex Manufacturing ULC ("Omex");
- (f) an Order approving, *nunc pro tunc*, the return of a forklift to De Lage Landen Financial Services Canada Inc. ("DLL");
- (g) an Order approving a distribution of \$2,797,891.45 to ATS Automation Tooling Systems Inc. ("ATS") in respect of ATS' secured claim;
- (h) an Order approving the following distributions to former employees of ACS in respect of their secured claims under Section 81.4(1) of the *Bankruptcy and Insolvency Act* ("BIA"):
 - (i) amounts owing to the former employees to a maximum of \$2,000 each as set forth on Schedule X to the Eighth Report in respect of unremitted retirement savings plans contributions; and
 - (ii) the sum of \$2,000 to Christopher Park in respect of compensation owed to Mr. Park for overtime hours worked prior to the Receiver's appointment.
- (i) an Order approving the fees and disbursements of the Receiver for the period from August 1, 2010 to October 31, 2010 and the Receiver's legal counsel, Miller Thomson LLP, for the period from August 1, 2010 to October 31, 2010;
- (j) an Order authorizing the Receiver to destroy the records of ACS as described on Schedule AA to the Eighth Report; and
- (k) 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) The Receiver requires directions from the Court on the entitlement of customers of ACS during the receivership to receive the net income generated from operations during the receivership. Pursuant to paragraph 26 of the Receivership Order, the Receiver may from time to time apply to the Court for advice and directions in the discharge of its powers and duties under the Receivership Order;
- d) The terms of the Settlement Agreement with Omex are fair, reasonable and in the best interests of the stakeholders;
- e) DLL held valid security in respect of the Forklift returned to DLL by the Receiver;
- f) The Receiver is holding funds from the receivership a portion of which the Receiver seeks to distribute as follows:
 - i) the sum of \$2,797,891.45 to ATS, a secured creditor properly entitled thereto;
 - ii) the amounts set forth on Schedule X to the Eighth Report to the former employees of ACS listed on Schedule X in respect of their secured claims under Section 81.4(1) of the BIA for unremitted contributions to the registered retirement savings plans of such employees; and

- iii) the sum of \$2,000 to Christopher Park in respect of a secured claim under Section 81.4(1) of the BIA for compensation owed to Mr. Park for overtime worked prior to the Receiver's appointment.
- g) The Receiver has received legal opinions from Miller Thomson LLP with respect to the proposed distributions;
- h) Pursuant to paragraph 20 of the Receivership Order, the accounts of the Receiver and its legal counsel are to be passed from time to time by a Judge on the Commercial List of the Ontario Superior Court of Justice;
- i) The fees and disbursements of the Receiver and Miller Thomson LLP are fair and reasonable and justified in the circumstances, and accurately reflect the work done by the Receiver and Miller Thomson LLP in connection with the receivership during the relevant periods;
- j) Sections 97, 100 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43;
- k) Rules 1.04, 2.03, 3.02, 16 and 37, 59.06 of the *Rules of Civil Procedure*; and
- l) 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 Eighth Report;
- b) The fees Affidavit of Allan Rutman sworn December 2, 2010;
- c) The fees Affidavit of Sherry Kettle sworn December 2, 2010; and
- d) Such further and other materials as counsel may advise and this Honourable Court may permit.

January 10, 2011

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

(January 10, 2011)

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 and
Omex Manufacturing LLC***

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

Attention: Brian Empey
Tel: 416-979-2211
Fax: 416-979-1234
E-mail: bempey@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 Aalbers 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 AarKel Tool & Die Inc.

McMillan LLP
Brookfield Place, Suite 4400
181 Bay Street
Toronto, Ontario
Canada M5J 2T3

Attention: Brett G. Harrison
Tel: 416-865-7932
Fax: 647-722-6756
E-mail: brett.harrison@mcmillan.ca

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.

Shuh Cline & Grossman
Barristers and Solicitors
17 Weber Street West
Kitchener, ON N2H 3Y9

Attention: Mark S. Grossman
Tel: 519.578.9010 Ext. 231
Fax: 519.578.1590
E-mail: MGrossman@shuhclinegrossman.com

Lawyers for Miller's Electric Ltd.

McMillan LLP
Brookfield Place,
181 Bay Street, Suite 4400
Toronto, ON M5J 2T3

Attention: Wael Rostom
Tel: 416.865.7790
Fax: 416.865.7048
E-mail: wael.rostom@mcmillan.ca

Attention: Lisa Brost
Tel: 416.865.7186
Fax: 416.865.7048
E-mail: lisa.brost@mcmillan.ca
Lawyers for Magna Closures Inc.

De Lage Landen Financial Services Canada Inc.
100 – 1235 North Service Road West
Oakville, ON L6M 2W2

Ritz Plastics Inc.
435 Pido Road
Peterborough, ON K9J 6X7

Attention: Peter Gaffney
Tel: 705-748-6776
Fax: 705-748-3630
E-mail: pgaffney@ritzplastics.com

Eckerle de Mexico S.A. de C.V.
Calle Jurica #121, Parque Industrial Queretaro
Santa Rosa Jauregui, Aro. C.P. 765220
Estado de Queretaro, Mexico

Attention: Matthias Perez
E-mail: mattias.perez@mx.eckerle-gruppe.com

Delphi Automotive Systems LLC
5725 Delphi Drive
Troy, Michigan

Attention: Mike Olson
E-mail: mike.olson@delphi.com
Attention: Rock Lindsay
E-mail: rock.lindsay@delphi.com
Attention: Terry Willingham
E-mail: terry.willingham@delphi.com

AarKel Tool & Die Inc.
17 Elm Drive South
Wallaceburg, ON N8A 5E8

Attention: Thomas Brennan
Tel: 519.627.6078
Fax: 519.627.5925
E-mail: tbrennan@AarKel.com

Aalbers Tool & Mold Inc.
1525 Moro Drive
Oldcastle, ON N0R 1L0

Attention: Wayne Baert
Tel: 519.737-1369
Fax: 519.737.1711
E-mail: wayne@aalberstool.com

Visteon Corporation
One Village Center Drive
Van Buren Township, Michigan
48111 U.S.

Attention: Christopher Scott
Senior Director, Global Purchasing
E-mail: cscott2@visteon.com

Attention: Michelle Laser
Corporate Transactions and Legal Affairs
E-mail: mlaser@visteon.com

Automotive Components Holdings, LLC
17000 Rotunda Drive
Dearborn, MI 48120

Attention: Sandy Bradford
ACH Operations Purchasing Manager
Tel: 313.722.1109
Email: sbradf15@ach-11c2.com

Dickinson Wright PLLC
500 Woodward Ave., Suite 4000
Detroit, MI 48214

Attention: Kristi A. Katsma
Tel: 313.223.3180
Fax: 313.223.3589
Email: kkatsma@dickinson-wright.com

Lawyers for Visteon Corporation and Automotive Components Holdings, LLC

Minden Gross LLP
Barristers & Solicitors
145 King Street West
Toronto, ON M5H 4G2

Attention: Raymond Slattery
Tel: 416-369-4149
Fax: 416-864-9223
E-mail: rslattery@mindengross.com
Lawyer for the Unsecured Creditors

Chillers Inc.
1228 Gorham Street, Unit 11
Newmarket, ON L3Y 8Z1

Attention: Ziggy

Christopher Park
189 Royal Orchard Drive
Kitchener, ON N2N 1T8

E-mail: cmpark.consulting@gmail.com

Bryan Killop
563 Westvale
Waterloo, ON N2T 1G5

BANK OF MONTREAL ACS PRECISION COMPONENTS
Applicant and 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