

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

BETWEEN:

**GENERAL MOTORS CORPORATION**

Applicant

- and -

**ORCHID INTERNATIONAL ONTARIO DIVISION INC.**

Respondent

**DISCHARGE CERTIFICATE**

**ZEIFMAN PARTNERS INC.** ("Zeifman") in its capacity as the Court-appointed interim receiver and receiver and manager (the "Receiver") of the undertaking, property and assets ("Assets") of Orchid International Ontario Division Inc. (the "Debtor") hereby certifies, pursuant to the September 2, 2010, Order of the Honourable Justice Newbould, attached as Schedule "A" ("Discharge Order"), that:

1. The Receiver has made the payments set out in paragraphs 3-5 of the Discharge Order.
2. The Receiver has completed the other activities set out in the Third Report of the Receiver dated August 18, 2010.
3. This is the Certificate referenced in paragraph 6 of the Discharge Order

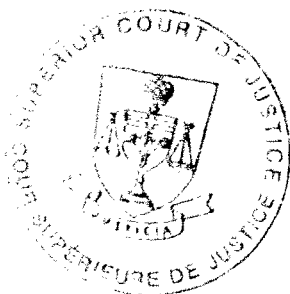
**DATED** at Toronto, Ontario this *14<sup>th</sup>* day of January, 2011

**ZEIFMAN PARTNERS INC.** in its capacity as the Court-appointed interim receiver and receiver and manager of the undertaking, property and assets of Orchid International Ontario Division Inc.

Per: 

Name: Allan Rutman

Title: President



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) THURSDAY, THE 2<sup>nd</sup> DAY  
MR. JUSTICE NEWBOULD ) OF SEPTEMBER, 2010

**BETWEEN:**

**GENERAL MOTORS CORPORATION**

Applicant

- and -

**ORCHID INTERNATIONAL ONTARIO DIVISION INC.**

Respondent

**ORDER**

**THIS MOTION**, made by Zeifman Partners Inc. ("Zeifman") in its capacity as the Court-appointed interim receiver and receiver and manager (the "Receiver") of the undertaking, property and assets ("Assets") of Orchid International Ontario Division Inc. (the "Debtor") for orders:

1. Approving the conduct and activities of the Receiver to the date of the third report of the Receiver dated August 18, 2010 (the "Third Report");
2. Approving the professional fees and disbursements of the Receiver and its legal counsel;
3. Authorizing and directing the Receiver to distribute:
  - (a) US \$633,945 in Asset sale proceeds to General Motors LLC ("GM");
  - (b) US \$2,086,137 in Asset sale proceeds to Tennessee Commerce Bank ("TN Commerce"); and

- (c) to distribute the remaining Asset sale proceeds to Reinrichmar Holdings Limited (“Reinrichmar”) in an amount not less than CAD \$470,000;
4. Authorizing and directing the Receiver to distribute remaining operating funds to GM in its capacity as DIP Lender, less a reserve on account of the future professional fees and disbursements incurred by the Receiver and its legal counsel to the date of the Receiver’s discharge related to operation;
5. Authorizing and directing the Receiver to distribute CAD \$13,630 to Orchid International (“International”) on account of proceeds from the sale of the seat track inventory belonging to International;
6. Authorizing the Receiver to transfer possession of certain records of the Debtor to International as set out in the Third Report and to destroy the inessential records set out in the Third Report;
7. Authorizing and directing the Receiver to pay its future professional fees and disbursements and the future professional fees and disbursements of its legal counsel to the date of the Receiver’s discharge from the reserves;
8. Declaring that the Receiver has duly and properly discharged its duties, responsibilities and obligations as Receiver;
9. Discharging the Receiver of the Assets of Orchid upon the filing of a certificate certifying that the Receiver has completed all duties relating to the administration of the receivership;
10. Ordering that the Receiver’s costs of this motion are payable on a substantial indemnity scale from the estate of Orchid; and
11. Certain other ancillary relief arising from the discharge of the Interim Receiver;

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

**ON READING** the Third Report, and the fee affidavits of Kenneth D. Kraft, affirmed August 12, 2010, Larry Ellis, sworn August 17, 2010, and Allan A. Rutman, affirmed August 18, 2010 (collectively, the “Fee Affidavits”), and on hearing the submissions of counsel for the

*me J.*

Receiver, counsel for GM, ~~counsel for International, Grant Dibby and Steve Grover,~~ and counsel for Reinrichmar, no one else appearing although served as evidenced by the affidavit of Hildy Boyd sworn August 30<sup>th</sup>, 2010, filed;

1. **THIS COURT ORDERS** that the activities of the Receiver, as set out in the Third Report are hereby approved.

2. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel as set out in the Fee Affidavits are hereby approved.

3. **THIS COURT ORDERS** that after payment of the fees and disbursements herein approved, and subject to reserving for the amounts described in the Third Report as the Liquidation Expense Reserve and the Holdback, the Receiver shall pay from the Asset sale proceeds remaining in its possession:

- (a) US \$633,945 to GM;
- (b) US \$2,086,137 to TN Commerce; and
- (c) the remainder to Reinrichmar in an amount not less than CAD \$470,000.

4. **THIS COURT ORDERS** that after payment of the fees and disbursements herein approved, and subject to reserving for the amounts described in the Third Report as the Operating Holdback, the Receiver shall pay the remaining operating funds in its possession to GM.

5. **THIS COURT ORDERS AND DIRECTS** that the Receiver shall pay CAD \$13,360 to International on account of the Seat Track Inventory described in the Third Report.

6. **THIS COURT ORDERS** that upon payment of the amounts set out in paragraphs 3 – 5 hereof, and upon the Receiver's filing a certificate certifying that it has completed the other activities described in the Third Report, the Receiver shall be discharged as Receiver of the Assets, provided, however, that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein including, without limitation, the distribution of any

residual funds to Reinrichmar; and (b) the Receiver shall continue to have the benefit of the provisions of all orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Zeifman in its capacity as Receiver.

7. **THIS COURT ORDERS** that the Receiver shall pay its future professional fees and disbursements and that of its counsel from the amounts reserved pursuant to paragraphs 3 and 4 of this Order.

8. **THIS COURT AUTHORIZES** the Receiver to transfer to International the possession of certain records of the Debtor described in the Third Report as the "International Records" and authorizing the Receiver to destroy the records of the Debtor described in the Third Report as the "Inessential Records".

9. **THIS COURT ORDERS** that the Receiver's costs of this motion are payable from the estate of the Debtor on a full indemnity basis.

10. **THIS COURT ORDERS AND DECLARES** that this Order shall be in full force and effect in all Provinces and Territories in Canada.

11. **THIS COURT** hereby seeks and requests the aid and recognition of any court or administrative body in any other Province or Territory of Canada, or any Canadian Federal Court or administrative body, and any Federal or State Court or administrative body in the United States of America or elsewhere, to assist in carrying out the terms of this order.



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

SEP 02 2010

PER / PAR: JJS

**GENERAL MOTORS CORPORATION** - and -  
Applicant

**ORCHID INTERNATIONAL ONTARIO DIVISION INC.**

Respondents

ONTARIO  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

**ORDER**

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Lawyers for Zeifman Partners Inc., in its capacity as Court-appointed Interim Receiver and Receiver and Manager of Orchid International Ontario Division Inc.

GENERAL MOTORS CORPORATION - and - ORCHID INTERNATIONAL ONTARIO DIVISION INC.

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Respondents

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
Proceeding commenced at Toronto

DISCHARGE CERTIFICATE

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Lawyers for Zeifman Partners Inc., in its capacity as Court-appointed Interim Receiver and Receiver and Manager of Orchid International Ontario Division Inc.

*Handwritten signature and date:*  
KD @ 10:38am