



**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE

JUSTICE *MARROU*

) THURSDAY, THE 21ST
)
) DAY OF APRIL, 2011

BETWEEN:

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, *inter alia*, an Order,

- (a) if necessary, abridging the time for and validating the method of service of this Notice of Motion and the Ninth Report of the Receiver to the Court dated April 15, 2011 (the "Ninth Report") and directing that any further service of this Notice of Motion and the Ninth Report be dispensed with such that this motion is properly returnable on April 21, 2011;
- (b) accepting and approving the Ninth Report and approving the activities of the Receiver described therein;
- (c) approving a settlement (the "Settlement Agreement") between the Receiver and Omega Tool Corporation ("Omega") including the distribution of the sum of \$109,301.85 to Omega on account of its secured claim;
- (d) for directions for the determination of the claim asserted by Miller's Electric Limited ("Miller's") under the *Repair and Storage Liens Act* (the "RSLA");

- (e) approving a process and timetable to determine the amount owing by ACS Precision Components (Shanghai) Co. Ltd. ("AC Shanghai") to ACS and judgment for the amount so determined;
- (f) approving the Receiver's Statement of Receipts and Disbursements for the period May 6, 2010 to April 11, 2011;
- (g) approving the fees and disbursements of the Receiver for the period from November 1, 2010 to March 31, 2011 and the Receiver's legal counsel, Miller Thomson LLP, for the period from November 1, 2010 to February 28, 2011;
- (h) approving the professional fees of the Representative Counsel for the unsecured creditors (the "Representative Counsel") as appointed by the Order of the Honourable Mr. Justice Cumming dated January 6, 2011 with respect to the Motion heard on January 20, 2011; and
- (i) granting such further and other relief as counsel may advise and this Honourable Court may deem just.

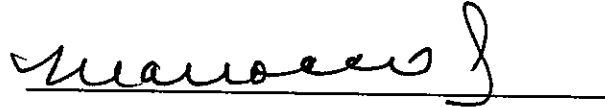
was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Ninth Report, the Affidavit of Allan Rutman sworn April 13, 2011 (the "Rutman Affidavit"), the Affidavit of Sherry Kettle sworn April 13, 2011 (the "Kettle Affidavit"), the Affidavit of David Ullmann dated April 14, 2011 (the "Ullmann Affidavit") 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 Ninth 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 Ninth Report.
3. THIS COURT ORDERS that the Ninth Report is hereby accepted and approved and the Receiver's activities as set out in the Ninth Report be and are hereby approved.

4. THIS COURT ORDERS that the settlement between the Receiver and Omega including the distribution of the sum of \$109,301.85 to Omega on account of its secured claim is hereby approved.
5. THIS COURT ORDERS that if Miller's intends to continue to assert a claim under the RSLA that it shall serve within 45 days a motion returnable in Toronto before a Judge of the Commercial List on a date to be agreed upon by the parties or fixed by the Court for a determination of its claim.
6. THIS COURT ORDERS that the Receiver's Statement of Receipts and Disbursements for the period from May 6, 2010 to April 11, 2011, a copy of which is attached as Schedule I to the Ninth Report, be and is hereby approved.
7. THIS COURT ORDERS that the fees and disbursements of the Receiver in the amount of \$214,572.23, including disbursements and HST, for the period from November 1, 2010 to March 31, 2011 as particularized in the Rutman Affidavit and the Exhibit thereto, be and are hereby approved.
8. THIS COURT ORDERS that the fees and disbursements of the Receiver's legal counsel, Miller Thomson LLP, in the amount of \$112,099.37, including disbursements and HST, for the period from November 1, 2010 to February 28, 2011 as particularized in the Kettle Affidavit and the Exhibit thereto, be and are hereby approved.
9. THIS COURT ORDERS that the fees and disbursements of the Representative Counsel, Minden Gross LLP, in the amount of \$60,862.15 including disbursements and HST, for the period from September 7, 2010 to January 21, 2011 as particularized in the Ullmann Affidavit and the Exhibit thereto, be and are hereby approved.
10. THIS COURT ORDERS that the Motion for an Order approving a process and timetable to determine the amount owing by ACS Shanghai to ACS be adjourned to a 9:30 scheduling appointment on ~~a date to be agreed by counsel for the Receiver and ACS Shanghai~~.
April 29, 2011.

11. 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.

A handwritten signature in black ink, appearing to be "M. J. ...", written over a horizontal line.

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

APR 21 2011

PER/PAR:

Handwritten initials "NB" in black ink.

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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