



Court File No. CV-08-79415-00CL

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

BETWEEN:

**GENERAL MOTORS CORPORATION**

Plaintiff

- and -

**NIAGARA MACHINE PRODUCTS CORPORATION**

Defendant

**RECEIVER'S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Madam Justice Pepall of the Ontario Superior Court of Justice dated December 22, 2008, Zeifman Partners Inc. was appointed as the Receiver and Manager (the "**Receiver**") of the property, assets and undertaking of Niagara Machine Products Corporation ("**NMPC**").

B. Pursuant to an Order of the Honourable Madam Justice Pepall of the Ontario Superior Court of Justice dated December 7, 2009 (the "**Discharge Order**"), the Receiver was discharged as Receiver over the property, assets and undertaking of NMPC upon the Receiver paying the amounts set out in the Third Report and the Fee Affidavits and upon the Receiver filing with this Honourable Court a certificate certifying that it has completed all duties relating to the administration of the receivership in the form attached hereto as Schedule "A" to the Discharge Order.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

**THE RECEIVER CERTIFIES** the following:

1. The Receiver has paid the amounts set out in the Third Report and the Fee Affidavits.
2. The Receiver has completed all duties relating to the administration of the receivership.
3. This Certificate was delivered by the Receiver at 10:35am on April 16, 2010.

**ZEIFMAN PARTNERS INC., in its capacity as the Court-appointed Receiver and Manager, without security, of the property, assets and undertaking of Niagara Machine Products Corporation, with no personal or corporate liability.**

Per:

Name:   
Allan Rutman

Title: President

GENERAL MOTORS CORPORATION

Applicant(s)

and

NIAGARA MACHINE PRODUCTS CORPORATION

Respondent(s)

Court File No.: CV-08-7915-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**RECEIVER'S CERTIFICATE**

**ThorntonGrouthFinnigan LLP**  
Barristers and Solicitors  
Suite 3200, P.O. Box 329  
Canadian Pacific Tower  
Toronto-Dominion Centre  
Toronto, Ontario  
M5K 1K7

James H. Grouth (LSUC# 22741H)  
Tel: 416-304-0557  
Seema Aggarwal (LSUC# 50674J)  
Tel: 416-304-0603  
Fax: 416-304-1313

Lawyers for Zeifman Partners Inc., in its capacity as the Court-appointed Receiver and Manager, without security, of all of the property, assets and undertaking of Niagara Machine Products Corporation