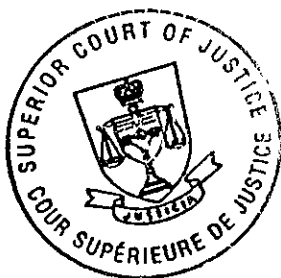


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM) **WEDNESDAY, THE 29TH DAY**
)
JUSTICE SWINTON) **OF AUGUST, 2007**



GENERAL MOTORS CORPORATION

Applicant

- and -

TENATRONICS LIMITED

Respondent

ORDER

THIS MOTION, made by Zeifman Partners Inc., in its capacity as receiver and manager (the “**Receiver**”) of all of the assets, undertakings and properties, both real and personal (collectively, the “**Debtor’s Property**”) of Tenatronics Limited (the “**Debtor**”), for relief with respect to matters set out in its Notice of Motion dated August 21, 2007, was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the third report of the Receiver dated August 16, 2007 (the “**Third Report**”) and the exhibits thereto, the Affidavit of Allan A. Rutman sworn August 16, 2007, the Affidavit of Leanne M. Hoyles sworn August 16, 2007 and upon hearing the submissions of counsel for the Receiver and any other party appearing:

1. **THIS COURT ORDERS** that the Notice of Motion is properly returnable today and that the materials filed in support of this motion were properly served on each party to the service list (the “**Service List**”).

2. **THIS COURT ORDERS** that the activities and conduct of the Receiver in administering the estate herein, up to and including the date hereof, including the activities of the Receiver described in the Third Report be and they are hereby approved.

3. **THIS COURT ORDERS** that the Statement of Receipts and Disbursements of the Receiver for the period August 14, 2006 to August 16, 2007 be and it is hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver as well as the fees and disbursements of counsel to the Receiver in respect of this proceeding, all as set out in the Third Report, be and they are hereby authorized and approved as follows:

(i) the fees and disbursements of the Receiver for the period June 23, 2006 to August 16, 2007; and

(ii) the fees and disbursements of ThorntonGroutFinnigan LLP for the period August 14, 2006 to August 16, 2007.

5. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized to pay its fees and disbursements and the fees and disbursements of its counsel and agents, in the amounts set out in the Third Report.

6. **THIS COURT ORDERS** that the Receiver shall distribute CAD \$1,656,358.06 and USD \$985,810.90 to General Motors (“GM”) in satisfaction of GM’s secured claim over the Debtor’s Property.

7. **THIS COURT ORDERS** that, upon completing any remaining activities in respect of the within estate, the Receiver be and it is hereby authorized and directed to pay the Receiver’s outstanding fees and disbursements and those of its legal counsel for professional services rendered after the periods referenced in paragraph 4 of this Order.

8. **THIS COURT ORDERS** that, upon completing any remaining activities in respect of the within estate, the Receiver be and it is hereby authorized and directed to file a Certificate with the Court substantially in the form attached hereto as Schedule “A” (the “Receiver’s Certificate”) certifying that it has fully discharged its duties as Receiver.

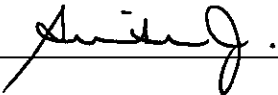
9. **THIS COURT ORDERS** that the Receiver be and it is hereby declared to have satisfied and fully performed its obligations as Receiver and shall be discharged from its duties as Receiver effective upon the filing of the Receiver’s Certificate with this Court.

10. **THIS COURT ORDERS** that, notwithstanding the Order of this Court dated August 14, 2006 the Receiver, upon the filing of the Receiver’s Certificate with this Court, the Receiver shall be fully and completely divested of ownership, possession and control of any and all of the Debtor’s Property.

11. **THIS COURT ORDERS** that any and all claims against the Receiver in connection with the performance of its duties as Receiver be and they are hereby stayed, extinguished and forever barred and the Receiver shall have no liability in respect thereof.


12. **THIS COURT ORDERS** that the Receiver shall be entitled to make an assignment in bankruptcy on behalf of the Debtor.

13. **THIS COURT ORDERS** that the Receiver's costs of this motion shall be payable, on a substantial indemnity scale, from the estate herein.

_____

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

AUG 29 2007

PER/PAR: 

SCHEDULE “A”

Court File No. 06-CL-6596

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

GENERAL MOTORS CORPORATION

Applicant

- and -

TENATRONICS LIMITED

Respondent

RECEIVER’S CERTIFICATE

WHEREAS pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) dated August 14, 2006, Zeifman Partners Inc. was appointed receiver and manager (the “**Receiver**”) of all of the assets, undertakings and properties, both real and personal (collectively, the “**Debtor’s Property**”), of Tenatronics Limited (the “**Debtor**”);

AND WHEREAS the Receiver was authorized to complete certain actions, including the distribution of funds in the estate herein, (collectively the “**Duties**”) to the secured creditors of the Debtor’s estate and the collection of certain outstanding accounts receivable, pursuant to the Order of this Honourable Court dated August 29, 2007 (the “**Order**”).

THE UNDERSIGNED HEREBY CERTIFIES as follows:

1. the Duties have been completed.
2. the Receiver has completed, complied with and satisfied all of the terms of the Order to be completed, complied with and satisfied by it.

MADE at Toronto this _____ day of _____, 2007.

ZEIFMAN PARTNERS INC., in its capacity as receiver and manager of all of the assets, undertakings and properties, both real and personal of Tenatronics Limited, with no personal or corporate liability

Per: _____
Allan Rutman

GENERAL MOTORS CORPORATION
Applicant

-and -

TENATRONICS LIMITED
Respondent

Court File No. 06-CL-6596

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

Proceeding commenced at Toronto

RECEIVER'S CERTIFICATE

ThorntonGroutFinnigan LLP
Barristers and Solicitors
Canadian Pacific Tower
Suite 3200
100 Wellington St. West
P.O. Box 329
Toronto, ON M5K 1K7

Larry C. Ellis (LSUC# 49313K)
Tel: (416) 304-1616
Fax: (416) 304-1313

Solicitors for the Receiver

GENERAL MOTORS CORPORATION
Applicant

-and -

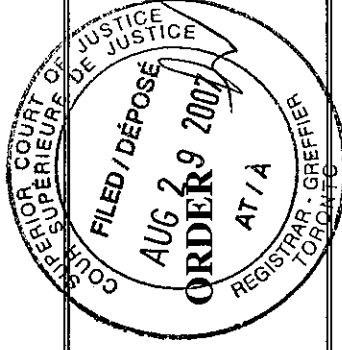
TENATRONICS LIMITED
Respondent

Court File No. 06-CL-6596

ONTARIO

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

Proceeding commenced at Toronto



ThorntonGroutFinnigan LLP

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