

**ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List**

THE HONOURABLE)
MADAM JUSTICE MESBUR)
MONDAY, THE 30TH DAY
OF OCTOBER, 2006

**IN THE MATTER OF AN APPLICATION UNDER SECTION 47(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED
AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C-43,
AS AMENDED**



B E T W E E N :

DAIMLERCHRYSLER CORPORATION

Applicant

- and -

VSA, LLC

Respondent

ORDER

THIS MOTION made by Zeifman Partners Inc., in its capacity as Interim Receiver and Receiver Manager (the "Receiver") of the assets, undertakings and properties (the "Assets") of VSA, LLC ("VSA") for an Order, among other things, approving the distribution of certain funds, was heard this day together with certain relief in a motion by Huntington National Bank ("HNB") at 330 University Avenue, Toronto.

ON READING the Notice of Motion of HNB and the affidavit of Michael Reeves sworn August 10, 2006 (the "Reeves Affidavit"), the affidavit of William C. Andrews sworn September 29, 2006, the Notice of Motion of the Receiver and the Fifth Report of the Receiver dated October 17, 2006, and on hearing the submissions of counsel for the Receiver, and upon being advised that the relief sought herein is not opposed by HNB, DaimlerChrysler Corporation ("DCC"), Viking Management, LLC, Triune Holdings, LLC, Patrick James, Jay Schabel and Michael Klinginsmith (collectively, the "Sub Debt Holders"), 667918 Ontario Limited c/o Diemedic Tool & Machine ("Diemedic"), Miller's Electric Limited ("Miller") or Innotech Tool & Design Inc. ("Innotech"),

1. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to pay to HNB:

- (a) \$293,328.81 representing the balance of the Holdback Funds, as defined in the Reeves Affidavit;
- (b) \$42,149.23 representing the balance of the Professional Fees Reserve, as defined in the Reeves Affidavit;
- (c) \$88,815.83 representing the balance of the Occupancy Account, as defined in the Reeves Affidavit; and
- (d) \$929.87 representing the Additional Amount, as defined in the Reeves Affidavit.

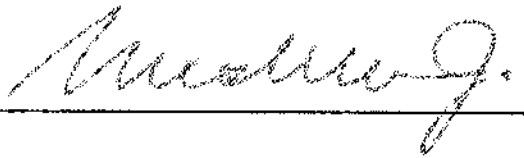
2. **THIS COURT ORDERS** that the Receiver be and is authorized to maintain a reserve of \$10,000.00 from the Professional Fee Reserve for anticipated additional fees and expenses of the Receiver in connection with other matters involving HNB and properly payable therefrom in accordance with a Cost Sharing Agreement between HNB and the Receiver, among others, and as approved by HNB, and to remit the balance to HNB once all matters involving HNB have been resolved.

3. **THIS COURT DECLARES** that Innotech has no claim against the Holdback Funds.

4. **THIS COURT ORDERS** that the balance of the relief sought in the Receiver's motion be and it is hereby adjourned to December 4, 2006.

5. **THIS COURT ORDERS** that the balance of the relief sought in subparagraphs (c), (d) and (e) of HNB's motion be and it is hereby adjourned to December 4, 2006.


as it relates to DCC only



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PER/PAR: 

**IN THE MATTER OF SECTION 47 OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c.B-3, AS AMENDED
and IN THE MATTER OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c.C43**

**BETWEEN:
DAIMLERCHRYSLER CORPORATION
Applicant**

**VSA, LLC
Respondent
Court File No. 05-CL-6044**

**ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List**

Proceedings commenced at **TORONTO**

ORDER

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