

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) MONDAY, THE 23RD DAY
MR. JUSTICE CAMPBELL) OF NOVEMBER, 2009

B E T W E E N:

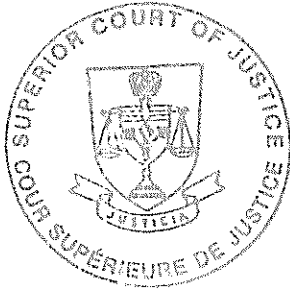
LASALLE BUSINESS CREDIT, A DIVISION OF
ABN AMRO BANK N.V., CANADA BRANCH

Applicant

- and -

GENFAST MANUFACTURING COMPANY

Respondent



ORDER

THIS MOTION, made by KPMG Inc. (“KPMG”) in its capacity as the Court-appointed Receiver of Genfast Manufacturing Company (the “Receiver”) was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the Thirteenth Report of the Receiver dated November 16, 2009 (the “Thirteenth Report”) filed, and on hearing the submissions of counsel for the Receiver and counsel for ABN AMRO Bank, N.V., Canada Branch (the “Bank”),

1. **THIS COURT ORDERS** that time for service of the Notice of Motion and the materials therein be and is hereby abridged, that all persons requiring notice of the Motion have been duly served with notice thereof, and that the service, including the form, manner and time

thereof, be and is hereby validated and that further service thereof be and is hereby dispensed with.

2. **THIS COURT ORDERS** that all capitalized terms not otherwise defined herein have the same meaning as in the Thirteenth Report.

3. **THIS COURT ORDERS** that the Magna Settlement Agreement is hereby approved and that the Receiver is hereby authorized and directed to complete the Magna Settlement Agreement.

4. **THIS COURT ORDERS** that the Landlord Settlement Agreement is hereby approved and that the Receiver is hereby authorized and directed to, pursuant to the Landlord Settlement Agreement, pay to the Landlord the amount of \$165,000 (the "Landlord Settlement Amount") and to eliminate the remaining balance of the Landlord Reserve and to distribute the balance of the Landlord Reserve to the Bank.

5. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to assign all of its right, title and interest in and to the Maynards Action and any and all claims against Maynards arising from the Initial Superior Proposal to the Bank and that the Bank is hereby authorized and entitled to continue the Maynards Action for its sole benefit and at its own expense.

6. **THIS COURT ORDERS AND DECLARES** that the claim for priority by CRA with respect to the employer portion of CPP and EI premiums related to the Receiver's distributions in respect of wages and vacation pay that were outstanding at the time of the Appointment Order constitutes an unsecured claim against the Property and is not an obligation payable in priority to the Bank.

7. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to destroy the Genfast Records on or after December 15, 2009.

8. **THIS COURT ORDERS AND DIRECTS** that the USW shall pay the amount of \$1,125 to the Receiver in respect of the USW Invoice.

9. **THIS COURT ORDERS** that the Receiver's activities, as described in the Twelfth Report (with respect to the landlord dispute) and the Thirteenth Report, are hereby approved.

10. **THIS COURT ORDERS** that the Receiver's fees and disbursements and those of its counsel, as described in the Thirteenth Report, including the Final Fees, are hereby approved and that the Receiver is hereby authorized and directed to pay its fees and disbursements and those of its counsel.

11. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to, after payment of the Landlord Settlement Amount and the fees and disbursements of the Receiver and its counsel, excluding the Final Fees, as described in the Thirteenth Report, eliminate the Receiver Fee Reserve, the Receiver's Counsel Fee Reserve and the Contingency Reserve.

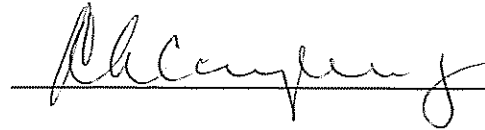
12. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to, after payment of the Landlord Settlement Amount and payment of the fees and disbursements of the Receiver and its counsel, excluding the Final Fees, as described in the Thirteenth Report, pay the amount of US\$910,000 to the Bank as a permanent reduction of Genfast's outstanding indebtedness to the Bank.

13. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to, after payment of the Bank Distribution and payment of the Final Fees, as described in the Thirteenth Report, pay the balance of the funds in its possession to the Bank as a permanent reduction of Genfast's outstanding indebtedness to the Bank (the "Bank Distribution").

14. **THIS COURT ORDERS AND DECLARES** that all steps taken by and activities of the Receiver and all amounts distributed by the Receiver are hereby approved, and that KPMG shall have no further liability in respect thereof.

15. **THIS COURT ORDERS AND DECLARES** that KPMG has duly and properly discharged its duties, responsibilities and obligations as Receiver and upon the filing of the Compliance Certificate with this Court, as described in the Thirteenth Report, is hereby

discharged and released from any and all further obligations as Receiver, any claims which have been raised or could have been raised in these proceedings and any and all liability in respect of any act done or default made by KPMG or any acts or omissions of KPMG in respect of the Property and its conduct as Receiver pursuant to its appointment in accordance with the Appointment Order or otherwise.

A handwritten signature in cursive script, appearing to read "R. Campbell", is written over a horizontal line.

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

NOV 23 2009

PER / PAR: TV

**LASALLE BUSINESS CREDIT,
A DIVISION OF ABN AMRO BANK N.Y., CANADA BRANCH** v. **GENFAST MANUFACTURING COMPANY**

ONTARIO

SUPERIOR COURT O
(Commercial List)

Proceeding Commenced at TORONTO

ORDER

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Lawyers for KPMG Inc. in its capacity as
Receiver of the property, assets and undertaking of
Genfast Manufacturing Company

23 NOV 2009

Court File No. 07-CL-6926

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36 AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GENFAST MANUFACTURING COMPANY
ONTARIO

SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding Commenced at TORONTO

MOTION RECORD
(Returnable November 23, 2009)

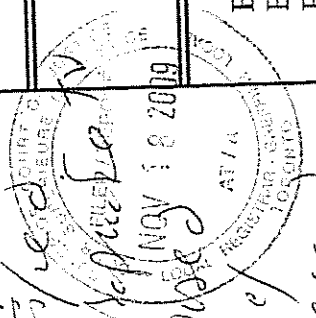
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Lawyers for KPMG Inc. in its capacity as receiver
of the property, assets and undertaking of Genfast
Manufacturing Company

*Nov. 23/09.
Having read the motion record &
additional written material no party
affected appearing & am satisfied
that the relief sought is appropriate
including the defendant's proposed
the assignment of the cause of
action of the defendant for record
destruction based on the notice given
& no party responding; the fees of
the Receiver & counsel all as
set out in the dis/ & order
filed & agreed*



Ph Campbell