

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE *MR.* ) WEDNESDAY, THE 17<sup>TH</sup> DAY  
 )  
JUSTICE *MATHESON* ) OF OCTOBER, 2012

BETWEEN:

**ROYAL BANK OF CANADA**

Applicant

- and -

**REGIONAL DIE CASTING LIMITED**

Respondent

**DISCHARGE ORDER**

**THIS MOTION**, made by PricewaterhouseCoopers Inc., in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of all of the assets, undertakings and properties of Regional Die Casting Limited (the “**Debtor**”) for an order, *inter alia*,:

- a) approving this Final Report of the Receiver dated October 3, 2012 (the “**Final Report**”) and the actions and activities of the Receiver as set out therein;
- b) approving the Receiver’s Receipts & Disbursements for the receivership proceedings;

c) approving the fees and disbursements of the Receiver and its legal counsel, Aird & Berlis LLP (“**A&B**”), as detailed in the Fee Affidavits (as hereinafter defined), inclusive of accruals for the fees and disbursements of the Receiver and A&B to complete the receivership proceedings;

d) authorizing the Receiver to assign any tax refund of the Debtor to the trustee in bankruptcy of the Debtor;

e) authorizing the Receiver to distribute the Residual Funds (as defined in the Final Report) to the trustee in bankruptcy of the Debtor; and,

f) declaring that PwC has duly and properly discharged its duties, responsibilities and obligations as the Receiver of the Debtor and discharging and releasing the Receiver from any and all further obligations as Receiver of the Debtor and any and all liability that PwC now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of PwC while acting as Receiver, save and except for the Receiver’s gross negligence or wilful misconduct,

was heard this day at 102 East Main Street, Welland, Ontario.

**ON READING** the Final Report and the fee affidavits of Tracey Weaver sworn on September 26, 2012 and Christine Doyle sworn October 3, 2012 (collectively the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Christine Doyle sworn October 4, 2012, filed,

1. **THIS COURT ORDERS** that the Final Report and the actions of the Receiver described therein be and are hereby approved.
2. **THIS COURT ORDERS** that the receipts and disbursements of the Receiver for the period of the receivership proceedings be and are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel and their respective fee accruals to the discharge of the Receiver as set out in the Fee Affidavits be and are hereby approved.
4. **THIS COURT AUTHORIZES AND DIRECTS** the Receiver to assign the refund received, if any, from Canada Revenue Agency with respect to Harmonized Sales Tax input tax credits claimed during the receivership proceedings, to the bankruptcy estate of the Debtor.
5. **THIS COURT AUTHORIZES AND DIRECTS** the Receiver to transfer the Residual Funds (as defined in the Final Report) to the bankruptcy estate of the Debtor.
6. **THIS COURT ORDERS** that upon payment of the amounts set out in paragraph 5 hereof, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of PricewaterhouseCoopers Inc., in its capacity as Receiver.

7. **THIS COURT ORDERS AND DECLARES** that PricewaterhouseCoopers Inc. is hereby released and discharged from any and all liability that PricewaterhouseCoopers Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of PricewaterhouseCoopers Inc. while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, PricewaterhouseCoopers Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.



Entered at Welland

Inscrit à Welland

in Book No. 12

dans le Livre n. 12

as Document No. 1560

comme Document n. 1560

on Oct 17, 2012

le 17, 2012

by [Signature]

par [Signature]

**ROYAL BANK OF CANADA**

- and -

**REGIONAL DIE CASTING LIMITED**

Applicant

Respondent

Court File No. 2236/11

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

**Proceedings commenced at Welland**

**DISCHARGE ORDER**

**AIRD & BERLIS LLP**

Barristers and Solicitors

Brookfield Place

181 Bay Street, Suite 1800

Box 754

Toronto, ON M5J 2T9

**Sanjeev P.R. Mitra (LSUC # 37934U)**

Tel: (416) 865-3085

Fax: (416) 863-1515

E-mail: [smitra@airdberlis.com](mailto:smitra@airdberlis.com)

**Ian E. Aversa (LSUC # 55449N)**

Tel: (416) 865-3082

Fax: (416) 863-1515

E-mail: [iaversa@airdberlis.com](mailto:iaversa@airdberlis.com)

*Lawyers for PricewaterhouseCoopers Inc.*