



Court File No.

06-CL-6738

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

**COMMERCIAL LIST**

**THE HONOURABLE                    )    THURSDAY, THE 7<sup>TH</sup>**  
  )  
**JUSTICE CAMPBELL                 )    DAY OF DECEMBER, 2006**  
  )  
  )

**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 GREENING DONALD CO. LTD. AND  
1548735 ONTARIO LIMITED**

**BETWEEN:**

**AUTOLIV ASP, INC.**

**Applicant**

**and**

**GREENING DONALD CO. LTD. AND 1548735 ONTARIO LIMITED**

**Respondents**

**ORDER**

**THIS MOTION by the Respondents, Greening Donald Co. Ltd. and 1548735 Ontario Limited (together, the "Companies") for an Order:**

1.           abridging the time for service of the Notice of Motion and the First Report of the Monitor dated December 5, 2006 (the "First Report") herein, validating the service of such

motion material and dispensing with the service of such motion material on interested parties not served;

2. extending the Stay of Proceedings provided for at Paragraph 9 of the Order of the Honourable Justice Lederman dated November 17, 2006 (the "Initial Order") to and including March 11, 2007;

3. amending the Initial Order to add counsel to the Companies as one of the parties whose fees and disbursements are to be paid in accordance with the provisions of paragraph 24 of the Initial Order and who will have the benefit of the Administrative Charge (as that term is defined in the Initial Order) established in paragraph 25 of the Initial Order;

4. approving the employee retention program (the "ERP") proposed by the Companies on substantially the terms set out in the First Report and authorizing and directing the Companies to implement that program;

5. approving the sale and marketing process proposed by the Monitor in the First Report and authorizing and directing the Monitor to implement that process;

6. approving the activities of the Monitor to date, as set out in the First Report; and

7. such further and other relief as this Honourable Court may deem just;

was heard this day at the Court House, 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the First Report, the Affidavit of Karl Lindsay sworn December 6, 2006 and the Affidavit of Christi Trout sworn December 6, 2006 and on

hearing the submissions of Counsel for the Respondents, counsel for the Monitor, counsel for the Applicant, counsel for 1555208 Ontario Inc. (now known as GD Amalgamations Inc.), counsel for Royal Bank of Canada and counsel for the United Steelworkers of America Local Union 6266, and in the presence of counsel for Offshore International, LLC and of counsel for Bekaert Co., no-one else appearing although duly served,

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the First Report be and is hereby abridged so that this Motion is properly returnable today and that service of such motion material on interested parties not served be and is hereby dispensed with.
2. THIS COURT ORDERS that the Stay of Proceedings provided for at paragraph 9 of the Initial Order be and is hereby extended to and including March 11, 2007.
3. THIS COURT ORDERS that paragraphs 24 and 25 of the Initial Order be and are hereby amended to read as follows:

“24. THIS COURT ORDERS that the Monitor, counsel to the Monitor, counsel to the Respondents and counsel retained by the Applicant shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, including such fees and disbursements related to preparing for the CCAA proceedings, by the Respondents as part of the costs of these proceedings. The Respondents are hereby directed to pay the accounts of the counsel to the Monitor, the Monitor, counsel to the Respondents and counsel retained by the Applicant on a weekly basis.

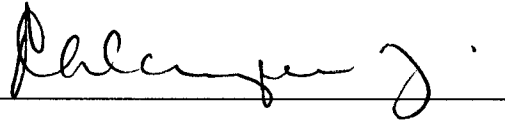
25. THIS COURT ORDERS that the Monitor, the counsel to the Monitor, counsel to the Respondents and counsel retained by the Applicant shall be entitled to the benefits of and are hereby granted a charge (the “Administration Charge”) on the Property, which charge shall not exceed an aggregate amount of \$500,000 as security for their professional fees and disbursements incurred at the standard rates and charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 36 and 38 hereof.”
4. THIS COURT ORDERS that the ERP proposed by the Companies be and is hereby approved up to the maximum aggregate amount of \$200,000 and subject to the conditions set out in the First Report and the Companies be and are hereby authorized and directed to implement the ERP.
5. THIS COURT ORDERS that the sale and marketing process proposed by the Monitor in the First Report (the “Sale Process”) be and is hereby approved and the Monitor be and is hereby authorized and directed to implement the Sale Process in substantially the manner set out in the First Report; provided, however, that the Monitor shall be at liberty to adjust the schedule for completion of the steps in the Sale Process as the Monitor deems appropriate, in its sole discretion, without further order of the Court but after consultation with the Applicant and Royal Bank of Canada (the “Bank”).
6. THIS COURT ORDERS that the activities of the Monitor to date, as set out in the First Report, be and are hereby approved.

7. THIS COURT ORDERS that this Order and all of its provisions (save and except for paragraphs 4, 5 and 6 hereof) are effective as at 12:01 a.m. Eastern Standard Time on November 17, 2006 *nunc pro tunc*.
  
8. THIS COURT ORDERS that paragraph 10(iii) of the Initial Order of this Honourable Court dated November 17, 2006 is hereby amended so that it reads as follows:

“(iii) prevent the filing of any registration to preserve or perfect a security interest, including a charge against the land municipally known as 16 Commerce Road, Orangeville, Ontario (the “Orangeville Property”), in favour of GD Amalgamations Inc., or its assigns, in the principal amount of \$5,000,000 (the “GD Charge”), as continuing collateral security for the fulfillment of the obligations of Greening Donald Co. Ltd. pursuant to a guarantee granted by Greening Donald Co. Ltd. in favour of 1555208 Ontario Inc. (now known as GD Amalgamations Inc.) and the indebtedness of Greening Donald Co. Ltd. to 1555208 Ontario Inc. thereunder,”
  
9. THIS COURT ORDERS AND DIRECTS Greening Donald Co. Ltd. to execute all documents necessary to allow GD Amalgamations Inc., or its assigns, to register the GD Charge against the Orangeville Property in favour of GD Amalgamations Inc., or its assigns, including without limitation (i) an Acknowledgement and Direction to be executed by Greening Donald Co. Ltd. authorizing and directing counsel for GD Amalgamations Inc., or its assigns, to sign and register the GD Charge electronically on behalf of Greening Donald Co. Ltd. and (ii) an Acknowledgement to be executed by Greening Donald Co. Ltd. acknowledging receipt of a copy of the set of standard charge

terms filed as No. 9320, which GD Charge being subject to a priorities agreement between the Bank, Greening Donald Co Ltd. and 1555208 Ontario Inc., as amended (the "Priorities Agreement").

10. THIS COURT ORDERS AND DIRECTS Greening Donald Co. Ltd. to execute all documents necessary to grant security interests upon and in respect of its property and assets located in Mexico to the Bank and 1555208 Ontario Inc. (now known as GD Amalgamations Inc.) or its assigns, which security interests shall be in accordance with the priorities set out in the Priorities Agreement.



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

**DEC 28 2006**

PER/PAR: 

AUTOLIV ASP, INC.

Applicant

-and-

GREENING DONALD CO. LTD and 1548735 ONTARIO  
LIMITED  
Respondent

Court File No.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
PROCEEDING COMMENCED AT  
TORONTO

**ORDER**

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