



priorities between Wachovia and Tenneco which funds will be released to Fraser Casgrain Milner LLP, counsel to Tenneco, upon exchange of the agreed upon executed settlement documents (the "**Tenneco Distribution**"); and (ii) \$25,000.00 in respect of the claim by Circleland Investments Limited (the "**Circleland Distribution**"), which Wachovia will cause to be paid to Davis Moldaver LLP, in trust per the Authorization and Direction attached hereto.

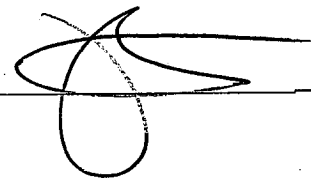
3. **THIS COURT ORDERS AND DECLARES** that the Tenneco Distribution and the Circleland Distribution from the Distribution and any payments made for the Tenneco Distribution and the Circleland Distribution to Tenneco or the Landlord or otherwise are paid on behalf of Brakepro and Wachovia shall have no personal liability with respect to such payment including, without limitation, in respect of any taxes that may be payable by any of the recipients.

4. **THIS COURT ORDERS** that both the Tenneco Distribution and the Circleland Distribution:

- (a) will not be void or voidable at the instance of creditors or claimants and does not constitute, nor shall it be deemed to be, a settlement, fraudulent preference, assignment, fraudulent conveyance, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation;
- (b) does not constitute conduct meriting an oppression remedy or that is unfairly prejudicial to or unfairly disregards the interest of any person; and
- (c) shall be binding on any trustee in bankruptcy, receiver, interim receiver or any person, representative or party that has or may be appointed in respect of Brake Pro.

5. **THIS COURT ORDERS** that: (a) the Tenneco Distribution and the Circleland Distribution are made free and clear of and from all trusts, liens, charges and encumbrances whatsoever, and (b) no person may challenge, claim or seek the repayment of the Tenneco Distribution or the Circleland Distribution or any part thereof from any recipient on the basis that the Tenneco Distribution and the Circleland Distribution are subject to any trust, lien, charge or encumbrance whatsoever.

6. **THIS COURT ORDERS** that, after payment of the fees and disbursements of the Monitor as approved, and the agreed to payment on account of the fees of counsel to the Applicant, the Monitor shall pay the monies remaining in its hands from the Administration Charge and any other source to Bennett Jones LLP, in trust other than the amount of the Director's Charge which shall be paid to the Trustee in Bankruptcy in trust pending agreement between the Directors' counsel and Wachovia or further Order of the Court.



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

JUL 09 2008

PER/PAR: JSN  
Joanne Nicoara  
Registrar, Superior Court of Justice

**AUTHORIZATION AND DIRECTION**

**TO: BENNETT JONES, SOLICITORS FOR WACHOVIA FINANCE CAPITAL CORPORATION CANADA**

**AND TO: FRASER MILNER CASGRAIN LLP, SOLICITORS FOR THE MONITOR, BDO DUNWOODY LTD AND TENNECO INC.**

**AND TO: TO ALL OTHERS WHO MAY BE CONCERNED**

**RE: CIRCLELAND INVESTMENTS LIMITED RE BRAKEPRO COURT FILE NO. 07-CL-7106**

We **HEREBY AUTHORIZE AND DIRECT YOU** to make the settlement funds in the amount of \$25,000.00 payable to Davis Moldaver LLP, in trust and this shall be your good and sufficient irrevocable authority for so doing.

DATED this *06* day of June, 2008.

**CIRCLELAND INVESTMENTS LIMITED**

Per: 

I have the authority to bind the corporation

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 BRAKE PRO, LTD

Court File No. 07-CL-7106

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**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

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**ORDER**

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Solicitors for Wachovia Capital Finance  
Corporation (Canada)