



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF *THE SECURITIES ACT*,
R.S.O. 1990, C.S.5, AS AMENDED**

- and -

IN THE MATTER OF MAGNA INTERNATIONAL INC.

- and -

**IN THE MATTER OF THE STRONACH TRUST
AND 446 HOLDINGS INC.**

ORDER

WHEREAS the Ontario Securities Commission (the “Commission”) has convened a hearing pursuant to a Notice of Hearing dated June 15, 2010 (the “Hearing”) in order to consider an application brought by Commission Staff (“Staff”) pursuant to section 127 of the Ontario *Securities Act*, R.S.O. 1990, c.S.5, as amended;

AND WHEREAS the Hearing is scheduled to be heard by the Commission on June 23 and 24, 2010;

AND WHEREAS Magna International Inc. (“Magna”) is a respondent to the Application;

AND WHEREAS at the request of Staff, Magna has voluntarily produced certain non-public documents that it considers not suitable for public disclosure, which documents have been produced by Magna on the express condition that they will be kept confidential by all parties and intervenors in accordance with this Order and will not be used for any purpose other than the Hearing;

THE COMMISSION THEREFORE ORDERS THAT:

1. All non-public documents delivered by Magna to any of the parties or intervenors, or their respective legal counsel, in respect of this proceeding (the "Confidential Information") shall be subject to the terms of this Order.

2. Except as expressly provided in this Order, otherwise agreed in writing by the parties, or as expressly provided for in a further Order of the Commission, the parties, the intervenors and their respective counsel (including students-at-law, paralegals and/or necessary clerical personnel employed by them) (the "Authorized Recipients") shall maintain the Confidential Information in strict confidence and shall not:

- (a) reveal or permit access to the Confidential Information to any person other than the Authorized Recipients (as defined); or
- (b) reproduce, release, disclose or use any of the Confidential Information in any manner, including on any website or in any other litigation, press release or any other vehicle for the public dissemination of information, other than for presentation to the Commission in this proceeding.

3. To the extent that any of the Confidential Information is or is proposed to be made an exhibit in or becomes part of or is disclosed in any way in the record or transcripts of the Hearing, Magna shall be afforded the right to make submissions to the Commission on issues relating to the confidentiality and protection of the confidentiality of such Confidential Information before such Confidential Information is made available to the public.

Treatment of Confidential Information upon Conclusion of the Hearing

4. Upon final resolution of the Hearing (including the expiry of all rights of further review or appeal), all Confidential Information not otherwise made public through the Hearing process, as described above, including copies or any records thereof, shall be destroyed by the parties and intervenors and their respective legal counsel.

5. The resolution of the Hearing shall not relieve any person to whom Confidential Information is disclosed pursuant to this Order from the obligation of maintaining the confidentiality of all Confidential Information not otherwise made public through the Hearing process, as described above, in compliance with this Order. For greater certainty, the provisions of this Order shall continue after the final disposition of this proceeding and the Commission shall retain jurisdiction to deal with any issues relating to this Order, including, without limitation, the enforcement thereof.

Amendments to Order

6. A party or the Commission on its own motion may, on notice to all other parties, seek an order of the Commission modifying this Order or seek directions as to the meaning or application of this Order.

Implied and Deemed Undertaking

7. This Order does not affect or derogate from any undertaking which may be implied at law or imposed by statute or rule restricting the use which a person may make of evidence or information obtained in the course of this proceeding.

Magna is not prevented from dealing with Confidential Information as it sees fit

8. Nothing in this Order shall prevent Magna from otherwise dealing with the Confidential Information as it sees fit, and all of Magna's rights of privilege are expressly reserved.

Effective Date

9. This Order shall be in effect and fully operative commencing from the date of issuance and shall remain in effect until further order of the Commission.

Issued at Toronto this 18th day of June, 2010.

"James Turner"

James E. A. Turner