



Court File No. CV-09-8194-00CL

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MADAM )  
JUSTICE CONWAY )

THURSDAY, THE 22<sup>ND</sup>  
DAY OF JULY, 2010

IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. c-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE AND  
ARRANGEMENT OF W.C. WOOD CORPORATION, LTD., W.C. WOOD HOLDINGS INC.  
and W.C. WOOD CORPORATION INC.

AND IN THE MATTER OF SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY  
ACT, R.S.C. 1985 c. B-3, AS AMENDED, AND SECTION 101 OF THE COURTS OF  
JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

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CLAIMS PROCEDURE ORDER

DATED AT TORONTO THIS 22 DAY OF JULY 2010  
FAIT À TORONTO LE JOUR DE

Joanne Niccara  
Registrar, Superior Court of Justice  
GREFFIER

REGISTRAR

THIS MOTION, made by BDO Canada Limited ("BDO", formerly known as BDO Dunwoody Limited) in its capacity as monitor (the "Monitor") of W.C. Wood Corporation, Ltd., ("Wood Canada"), W.C. Wood Corporation, Inc. ("Wood US") and W.C. Wood Holdings Inc. and (together with Wood Canada and Wood US, "W.C. Wood"), appointed pursuant to an Order made May 19, 2009 by the Honourable Madam Justice Pepall, as amended (the "Initial Order"), and in its capacity as receiver (the "Receiver") of W.C. Wood, appointed pursuant to an Order made November 16, 2009 by the Honourable Madam Justice Pepall, as amended (the "Receivership Order"), for an order establishing a claims procedure under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifteenth Report and the exhibits thereto, and upon hearing submissions for counsel for BDO, ✓ ✓ BAC, and no one

appearing for any other person on the service list, although properly served as appears from the affidavit of Sam Babe sworn July 20, 2010, filed:

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged so that the motion is properly returnable today, and, further, that any requirement for service of the Notice of Motion and of the Motion Record upon any interested party is hereby dispensed with.

**DEFINITIONS**

2. **THIS COURT ORDERS** that the following terms in this Order shall have the following meanings ascribed thereto:

(a) **“9:30 Appointment”** means an appearance before a Justice of the Court in chambers which may be made at 9:30 a.m. on any juridical day;

(b) **“BIA”** means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;

(c) **“Business Day”** means a day, other than Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, in the Province of Ontario, Canada;

**“CCAA Proceeding”** means the CCAA proceeding of W.C. Wood initiated pursuant to the terms of the Initial Order;

**“Chapter 15 Claims Order”** means an Order issued by the U.S. Court within the Chapter 15 Proceedings, recognizing this Order;

**“Chapter 15 Proceeding”** means the proceedings commenced by W.C. Wood in the District of Delaware under Chapter 15 of the United States Bankruptcy Code in which the CCAA Proceedings were recognized as foreign main proceedings in the United States of America;

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22 DAY OF JULY 2010

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REGISTRAR, SUPERIOR COURT OF JUSTICE

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DATED AT TORONTO THIS 22 DAY OF JULY 2010

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(g) "Claim" means each of:

- (i) any right or claim of any Person against one or more of Wood Canada and Wood US in connection with any indebtedness, liability or obligation of any kind whatsoever of either of Wood Canada and Wood US, whether reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including, without limitation, any claim arising from or caused by the repudiation by either of Wood Canada and Wood US of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach of duty (legal, statutory, equitable, fiduciary or otherwise), any right of ownership or title to property, employment contract, a trust or deemed trust, howsoever created, or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter, action, cause or chose in action, whether whole or in part on facts which existed on the Filing Date, together with any other claims of any kind that, if unsecured, would constitute a debt provable in bankruptcy within the meaning of the BIA, and together with any claim of any kind (including, without limitation, any Contract Repudiation Claim or Employment Claim) that is based in whole or in part on facts which arose after the Filing Date but is not a Post-Filing Claim (each a "Pre-filing Claim", and, collectively, "Pre-filing Claims");
- (ii) any right or claim of any Person against one or more of Wood Canada and Wood US in connection with goods or services supplied to either Wood Canada or Wood US after the Filing Date, whether reduced to judgment, and for greater clarity, excluding any Contract Repudiation Claim and any claim arising from or caused by the repudiation by either of Wood Canada and Wood US of any contract, lease or other agreement, whether written or oral, the commission of a tort (intentional or unintentional), any breach

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DATED AT TORONTO THIS 22 DAY OF JULY 20 10  
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Jocanne Nicoara  
Registrar, Superior Court of Justice

of duty (legal, statutory, equitable, fiduciary or otherwise), any right of ownership or title to property, employment contract, Employment Claims except to the extent of unpaid wages for work actually performed after the Filing Date, a trust or deemed trust, howsoever created, or any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any grievance, matter, action, cause or chose in action, whether whole or in part based on facts which arose after the Filing Date (such claims for unpaid goods or services being a “**Post-filing Claim**”, and, collectively, “**Post-filing Claims**”);

(iii) any indebtedness, liability or obligation of any kind arising out of the default, termination, repudiation or disclaimer of any lease, contract or other agreement by either of Wood Canada or Wood US and whether such default, termination, repudiation or disclaimer took place or takes place before or after the date of this Order, but not including Employment Claims (each a “**Contract Repudiation Claims**”, and, collectively, the “**Contract Repudiation Claims**”); and

(iv) any claim of any former employee of either of Wood Canada or Wood US, for amounts owing to him or her in his or her capacity as a former employee of Wood Canada or Wood US, including, without limitation, claims on account of wages, salaries, commissions, bonuses, any other form of compensation, vacation pay, severance or termination pay, employee benefits, and employee expenses arising out of the termination of his or her employment contract on or after the Filing Date and whether or not such termination took place or takes place before or after the date of this Order (each an “**Employment Claims**”, and, collectively, the “**Employment Claims**”),

provided, however, that “Claim” shall not include and Excluded Claim;

(h) “**Claims Bar Date**” means 5:00 p.m. (Eastern Standard Time) on October 29, 2010;


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DATED AT TORONTO THIS 22 DAY OF JULY 2010.  
FAIT A TORONTO LE 22 JOUR DE JULY 2010.  
REGISTRAR  
Joanne Nicotars  
Registrar - SUPREME COURT OF JUSTICE

- (i) “**Claims Officer**” means that Person or Persons as may be designated by the Receiver and Monitor, and which may be employees of the Receiver and Monitor;
- (j) “**Claims Package**” means the document package which shall include a copy of the Instruction Letter, a Proof of Claim and such other materials as the Receiver and Monitor considers necessary or appropriate;
- (k) “**Claims Procedure**” means the procedure, as may be amended from time to time, for determining Claims for voting and/or distribution purposes and the schedules set out herein;
- (l) “**Contract Repudiation Claim**” has the meaning attributed to that term in paragraph 2(e)(iii);
- (m) “**Court**” means the Superior Court of Justice (Commercial List) in the Province of Ontario;
- (n) “**Creditor**” means any Person having a Claim;
- (o) “**Directors**” means all current and former directors of Wood Canada or Wood US and “**Director**” means any one of them;
- (p) “**Dispute Package**” means, with respect to any Claim, a copy of the related Proof of Claim, Notice of Revision or Disallowance and Notice of Dispute;
- (q) “**Employment Claim**” has the meaning attributed to that term in paragraph 2(e)(iv);
- (r) “**Excluded Claim**” means any Claim secured by the Administration Charge, the CIT Security, the Directors’ Charge or the Additional Directors’ Charge (as those terms are each defined in the Initial Order), the Receiver’s Charge (as that term is defined in the Receivership Order), or the Whirlpool DIP Facility Security (as that term is defined in the order of the Honourable Justice Morawetz made June 18, 2009);
- (s) “**Filing Date**” means May 19, 2009;

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Registrar, Superior Court of Justice

- (t) **“Instruction Letter”** means the Instruction Letter to Creditors pertaining to proving the Claims for voting and/or distribution purposes, substantially in the form attached hereto as **Schedule “A”**;
- (u) **“Known Creditors”** means Creditors which the books and records of W.C. Wood disclose were owed money by either Wood Canada or Wood US as of **[or after]** the Filing Date which obligations remain unpaid in whole or in part and shall clearly specify what portion the Claim, if any, is alleged to be a Post;
- (v) **“Notice of Dispute”** means the notice that may be delivered by a Creditor who has received a Notice of Revision or Disallowance disputing such Notice of Revision or Disallowance, which notice shall be substantially in the form attached hereto as **Schedule “D”**;
- (w) **“Notice of Revision or Disallowance”** means the notice that may be delivered to a Creditor revising or rejecting such Creditor’s claim as set out in the Proof of Claim in whole or in part, which notice shall be substantially in the form attached hereto as **Schedule “C”**;
- (x) **“Notice to Creditors”** means the notice substantially in the form attached hereto as **Schedule “B”**;
- (y) **“Officers”** means all current and former officers of Wood Canada or Wood US and **“Officer”** means any one of them;
- (z) **“Person”** means any individual, partnership, firm, joint venture, trust, entity, corporation, unincorporated organization, trade union, employee or other association and any federal, provincial or municipal government or similar entity, howsoever designated or constituted;
- (aa) **“Post-filing Claim”** has the meaning attributed to that term in paragraph 2(e)(ii);
- (bb) **“Pre-filing Claim”** has the meaning attributed to that term in paragraph 2(e)(i);

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DATED AT TORONTO THIS 22 DAY OF JULY 20 16  
FAIT À TORONTO LE 22 JOUR DE JUILLET 20 16

 Johanne Nicoara  
Registrar, Superior Court of Justice  
REGISTRAR GREFFIER

(cc) "Proof of Claim" means to form to be completed and filed by a Creditor setting forth its purported Claim which shall be substantially in the form attached hereto as Schedule "A";

(dd) "U.S. Court" means the United States Bankruptcy Court for the District of Delaware.

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DATED AT TORONTO THIS 22 DAY OF JULY 2010. FAIT À TORONTO LE JOUR DE

**NOTICE OF CLAIMS**

3. **THIS COURT ORDERS** that the Receiver and Monitor shall cause a Claims Package to be sent to each Known Creditor by regular prepaid mail on or before August 13, 2010. *Joanne Nicotra*  
Registrar, Superior Court of Justice

4. **THIS COURT ORDERS** that the Receiver and Monitor shall cause the Notice to Creditors to be placed in the Globe and Mail (National Edition), the Columbus Daily Reporter and the Toledo Blade on or before August 13, 2010.

5. **THIS COURT ORDERS** that the Receiver and Monitor shall cause the Notice to Creditors and the Claims Package to be posted to the Receiver and Monitor's website at [www.bdo.ca/wcwood](http://www.bdo.ca/wcwood) until further order of this Court.

6. **THIS COURT ORDERS** that the Receiver and Monitor shall cause a copy of the Claims Package to be sent to any Person requesting such material as soon as practicable.

**FILING PROOFS OF CLAIM**

7. **THIS COURT ORDERS** that Proofs of Claim for all Claims shall be filed with the Receiver and Monitor on or before the Claims Bar Date.

8. **THIS COURT ORDERS** that the time for filing of a Proof of Claim may be extended with the Receiver and Monitor's consent in writing, or by further order of the Court.

9. **THIS COURT ORDERS** that separate Proofs of Claims must be filed for Claims against Wood Canada and Claims against Wood US and shall clearly specify what portion of the Claim, if any, is alleged to be a Post-filing Claim;

10. **THIS COURT ORDERS** that any Creditor who does not deliver a Proof of Claim in respect of a Claim in accordance with paragraphs 7 and 8 of this Order shall forever be barred

from asserting such Claims against WC Wood and/or the Directors and Officers and such Claims shall be forever extinguished.

11. **THIS COURT ORDERS** that any Creditor who does not deliver a Proof of Claim in respect of a Claim in accordance with paragraphs 7 and 8 of this Order shall not be entitled to any further notice of any orders made or steps taken in these proceedings.

12. **THIS COURT ORDERS** that any Person holding an Excluded Claim shall not be required to file a Proof of Claim in this process, unless required to do so by further order of the Court

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**FORM OF PROOFS OF CLAIM**

DATED AT TORONTO THIS 27 DAY OF JULY 20 10  
FAIT A TORONTO LE JOUR DE

Joanne Niccara  
Registrar, Superior Court of Justice  
GREFFIER

13. **THIS COURT ORDERS** that the Receiver and Monitor is hereby authorized and directed to use reasonable discretion as to the adequacy of compliance with the manner in which Proofs of Claim are completed and executed and may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to the completion and execution of the Proof of Claim.

**DETERMINATION OF CLAIMS**

14. **THIS COURT ORDERS** that the Receiver and Monitor shall review each Proof of Claim received by the Claims Bar Date and, subject to paragraph 15, shall accept, revise or disallow such portion of the Claim as is alleged to be a Post-filing Claim, and, if necessitated by expectation of a surplus of proceeds of disposition of the assets of W.C. Wood after satisfaction of all Post-Filing Claims, shall accept, revise or disallow such portion of the Claim not alleged to be a Post-Filing Claim.

15. **THIS COURT ORDERS** that the Receiver and Monitor may attempt to consensually resolve the classification and amount of any Claim with the Creditor prior to accepting, revising or disallowing such Claim.

16. **THIS COURT ORDERS** that, if the Receiver and Monitor determines to revise or disallow a Claim, or the classification of a portion of the Claim as a Post-filing Claim, the Receiver and Monitor shall send a Notice of Revision or Disallowance to the Creditor.

17. **THIS COURT ORDERS** that any Creditor who disputes the classification or amount of its Claim as set forth in a Notice of Revision or Disallowance shall deliver a Notice of Dispute to the Receiver and Monitor by 5:00 p.m. (Eastern Standard Time) on the day which is twenty days after the date of the Notice of Revision or Disallowance or such later date as the Receiver and Monitor and the Creditor may agree to in writing.

18. **THIS COURT ORDERS** that any Creditor who fails to deliver a Notice of Dispute by the deadline set forth in paragraph 17 shall be deemed to accept the classification and the amount of the portion of its Claim addressed in the Notice of Revision or Disallowance, as such classification and amount is set out in the Notice of Revision or Disallowance.

**RESOLUTION OF CLAIMS**

19. **THIS COURT ORDERS** that upon receipt of a Notice of Dispute, the Receiver and Monitor may:

- (a) attempt to consensually resolve the classification and/or amount of the Claim with the Creditor;
- (b) deliver a Dispute Package to a Claims Officer; and/or
- (c) Schedule a 9:30 Appointment with the Court for the purpose of scheduling a motion before a judge of the Court to resolve the Claim.

20. **THIS COURT ORDERS** that, upon receipt of a Dispute Package, the Claims Officer shall schedule and conduct a hearing to determine the classification and/or amount of the Claim and shall, as soon as practicable thereafter, notify the Creditor and the Receiver and Monitor of his or her determination.

21. **THIS COURT ORDERS** that the Creditor or the Receiver and Monitor may appeal a Claims Officer's determination to the Court within fourteen days of notification of the Claims Officer's determination of the classification and/or amount of such Creditor's Claims by serving notice upon the Creditor or the Receiver and Monitor, as applicable, and filing with the Court a notice of motion returnable within thirty days of the date of the Claims Officer's determination or such later date as the Court may order within such thirty day period. If an appeal is not filed

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 JUDGE  
 J. NICOLA  
 JUDGE  
 SUPERIOR COURT OF JUSTICE

within such fourteen day period, then the Claims Officer's determination shall, subject to further order of the Court, be deemed to be final and binding on W.C. Wood, the Creditor and the Receiver and Monitor.

22. **THIS COURT ORDERS** that, subject to further order of the Court, the Claims Officer shall determine the manner in which evidence may be brought before him or her as well as any other procedural matters which may arise in respect of the determination of any Claim.

23. **THIS COURT ORDERS** that the Receiver and Monitor is authorized and empowered to pay the fees and expenses of the Claims Officer as they become due. To the extent any such fees or expenses remain unpaid, the fees and expenses of the Claims Officer shall be secured by the Receiver's Charge.

**NOTICE OF TRANSFEREES**

24. **THIS COURT ORDERS** that, if a Creditor or any subsequent holder of a Claim who has been acknowledged by the Receiver and Monitor as the holder of the Claim transfers or assigns that Claim to another Person, the Receiver and Monitor shall not be required to give notice to, or to otherwise deal with, the transferee or assignee of the Claim as the holder of such Claim unless and until actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been delivered to the Receiver and Monitor. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the holder of such Claim and shall be bound by notices given and steps taken in respect of such Claim in accordance with the provisions of this Order.

25. **THIS COURT ORDERS** that, if a Creditor or any subsequent holder of a Claim who has been acknowledged by the Receiver and Monitor as the holder of the Claim transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. In each case, the Receiver and Monitor shall not be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to, and to otherwise deal with, such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Creditor may, by notice in writing delivered to the Receiver

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Jocanne Nicoara  
Registrar Superior Court of Justice

and Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specific Person and in such event such Person shall be bound by any notices or steps taken in respect of such Claim and with such Creditor in accordance with the provisions of this Order.


### RECEIVER AND MONITOR'S ROLE IN CLAIMS PROCESS

26. **THIS COURT ORDERS** that the Receiver and Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the BIA, the CCAA, the Initial Order and the Receivership Order, shall implement and oversee the claims process provided for herein, and is hereby authorized and directed to take such steps as may be necessary to implement and carry out the Claims Procedure.

### RECOGNITION AND ASSISTANCE

27. **THIS COURT ORDERS** that the Receiver and Monitor may apply to the Court for directions regarding the Claims Procedure.

28. **THIS COURT ORDERS AND REQUESTS** the aid, recognition and assistance of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to Section 188 of the BIA and Section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States, including the US Court presiding over the Chapter 15 Proceeding, and of any other nation or state, to act in aid of an to be complementary to this Court in carrying out the terms of this Order. The Receiver and Monitor shall be at liberty, and is hereby authorized and empowered, to make such further applications, motions or proceedings to or before such other courts and judicial, regulatory or administrative bodies, and take such other steps in Canada or in the United States, as may be necessary to advisable to give effect to this Order and any other Order granted by this Court.

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DATED AT TORONTO THIS <u>27</u> DAY OF <u>JULY</u> 20 <u>10</u>	FAIT À TORONTO LE _____ JOUR DE _____
REGISTRAR	 Joanne Nicoara Registrar, Superior Court of Justice GREFFIER

**GENERAL PROVISIONS**

29. **THIS COURT ORDERS** that, in respect of Claims as against Wood Canada, any Claim denominated in any currency other than Canadian dollars shall, for purposes of this Order, be converted to and shall constitute obligations in Canadian dollars, such calculation to be effected using the Bank of Canada noon spot rate in effect on the date of the distribution, if any, made in respect of such Claim, and that, in respect of Claims as against Wood US, any Claim denominated in any currency other than US dollars shall, for the purposes of this Order, be converted to and shall constitute obligations in US dollars, such calculation to be effected using the applicable exchange rate in effect on the date of the distribution, if any, made in respect of such Claim.

30. **THIS COURT ORDERS** that any notice or other communication to be given under this Order by a Creditor or the Receiver and Monitor shall be given in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if delivered by facsimile transmission, personal delivery, electronic communication or ordinary prepaid mail addressed to (in the case of the Receiver and Monitor):


BDO Canada Limited  
the Court-appointed Monitor and Receiver of  
W.C. Wood Corporation, Ltd., et al  
123 Front Street West, Suite 1200  
Toronto, Ontario M5J 2M2

Attention: Ken Pearl  
Telephone: (416) 369-3063  
Fascimile: (416) 865-0904  
Email: kpearl@bdo.ca

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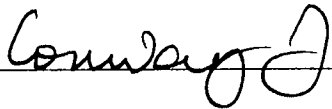
REGISTRAR  Joanne Nicoara  
Registrar, Superior Court of Justice

31. **THIS COURT ORDERS** that any notice or other communication delivered by a Creditor shall be deemed to be received: (i) if sent by ordinary mail, on the third Business Day following the date on which such notice or other communication is mailed in Ontario, on the fifth Business Day after it is mailed elsewhere in Canada and on the tenth day if mailed internationally; or (ii) if delivered by facsimile transmission, electronic communication, personal delivery or courier, upon actual receipt thereof by the Receiver and Monitor prior to 5:00 p.m. (local time) on a Business Day, or, if received after 5:00 p.m. (local time) on a Business Day or at any time on a non-Business Day, on the next following Business Day.

32. **THIS COURT ORDERS** that any notice or other communication to be given under this Order to a Creditor shall be addressed to the last recorded address appearing in the books and records of W.C. Wood or in any Proof of Claim filed by the Creditor.

33. **THIS COURT ORDERS** that, in the event of any strike, lock-out or other event which interrupts postal service in any part of Canada, all notices and communications during such interruption may only be delivered by facsimile transmission, electronic communication, personal delivery or courier and any notice or other communication given or made by ordinary mail within the five Business Day period immediately preceding the commencement of such interruption, unless actually received, shall be deemed not to have been delivered.

34. **THIS COURT ORDERS** that references to the singular shall include the plural; references to the plural shall include the singular and references to any gender shall include the other gender.

  
\_\_\_\_\_

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


JUL 22 2010

PER / PAR: JSN

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DATED AT TORONTO THIS 22 DAY OF JULY 20 10  
FAIT À TORONTO LE 22 JOUR DE JUIN 20 10

  
REGISTRAR Joanne Niccario Registrar Superior Court of Justice  
GREFFIER

## SCHEDULE "A"

### Instruction Letter for Completing the Proof of Claim in respect of W.C. Wood Corporation, Ltd. and W.C. Wood Corporation, Inc.

#### A. – Claims Procedure

By Order of the Honourable Madam Justice Conway dated July 22, 2010 (the "**Claims Procedure Order**") made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**"), the Ontario Superior Court of Justice (Commercial List) approved a claims procedure (the "**Claims Procedure**") for determining claims against W.C. Wood Corporation, Ltd. ("**Wood Canada**") and W.C. Wood Corporation, Inc. ("**Wood US**", and, together with Wood Canada, "**W.C. Wood**" or the "**Applicants**").

This letter provides instructions for responding to or completing the enclosed Proof of Claim. For your information there currently is no proposed plan under the CCAA. Any capitalized terms not defined herein shall have the meaning ascribed thereto in the Claims Procedure Order. A copy of the Claims Procedure Order can be obtained from the Receiver and Monitor's website at [www.bdo.ca/wcwood](http://www.bdo.ca/wcwood).

Please note that this letter is intended as a guide only, and that, in the event of any inconsistency between the terms of this letter and the terms of the Claims Procedure Order, the terms of the Claims Procedure Order will govern.

Please review the Claims Procedure Order for the complete definition of Claim.

If you have any questions regarding the Claims Process, please contact the Court-appointed Receiver and Monitor at the address provided below.

All notices and enquiries with respect to the Claims Process should be addressed to:

BDO Canada Limited  
the Court-appointed Monitor and Receiver of  
W.C. Wood Corporation, Ltd., et al  
123 Front Street West, Suite 1200  
Toronto, Ontario M5J 2M2

Attention: Ken Pearl  
Telephone: (416) 369-3063  
Facsimile: (416) 865-0904  
Email: [kpearl@bdo.ca](mailto:kpearl@bdo.ca)

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DATED AT TORONTO THIS 22 DAY OF JULY 2010  
FAIT A TORONTO LE 22 JOUR DE

Joanne Nicoara  
REGISTRAR, Superior Court of Justice  
GREFFIER

#### B. – General Instructions for Completing the Proof of Claim

The Proof of Claim must be completed by an individual and not a corporation. An individual acting for a corporation or other person must state the capacity in which such individual is acting, such as "Credit Manager", "Treasurer", "Authorized Agent", etc. The individual

completing the Proof of Claim must have knowledge of the circumstances connected with the Claim. All Proofs of Claim must be signed, dated and witnessed.

A Statement of Account containing full details of the Claim must be attached to the Proof of Claim. The Proof of Claim should include all amounts owing to you for any goods or services provided to the Applicants on or after May 19, 2009.

If the Creditor holds a contingent or unliquidated Claim, the details of any guarantee giving rise to such contingent or unliquidated Claim, or reasons for the Claim must be provided in addition to the basis upon which the Claim has been valued.

If the Claim or a portion thereof has been sold or assigned, the name of the party purchasing the Claim, the amount of the Claim sold or assigned, as well as supporting documentation, must be attached to the Proof of Claim submitted. The Proof of Claim can be completed by either the original Creditor or by the assignee, but not both. Creditors and assignee(s) must determine amongst themselves who will file the Proof of Claim.

Creditors who have separate Claims against each of the Applicants shall file a separate Proof of Claim in respect of each of the Applicants. Only one Proof of Claim may be filed per legal entity per Applicant even if separate divisions or operating units of a Creditor supply and bill an Applicant separately.

**C. – For Creditors Submitting a Proof of Claim**

If you believe that you have a Claim against the Applicants you will have to file a Proof of Claim with the Receiver and Monitor.

Proof of Claim for all Claims ***MUST BE RECEIVED BY 5:00 PM (EASTERN STANDARD TIME) ON OCTOBER 29, 2010***, or such later date as the Receiver and Monitor may consent to in writing or as order by the Court.

Additional Proof of Claim forms can be found on the Receiver and Monitor’s website at [www.bdo.ca/wcwood](http://www.bdo.ca/wcwood) or obtained by contacting the Receiver and Monitor at the address indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Receiver and Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

**Failure to file your Proof of Claim so that it is received by the Receiver and Monitor by the Claims Bar Date will result in your Claim being barred and you will be prevented from making or enforcing a Claim against any or all of the Applicants. In addition, you shall not be entitled to further notice in and shall not be entitled to participate as a creditor in these proceedings.**

<p>THIS IS TO CERTIFY THAT THIS DOCUMENT, EACH PAGE OF WHICH IS STAMPED WITH THE SEAL OF THE SUPERIOR COURT OF JUSTICE AT TORONTO, IS A TRUE COPY OF THE DOCUMENT ON FILE IN THIS OFFICE</p>	<p>LA PRÉSENT ATTEST QUE CE DOCUMENT, DONT CHACUNE DES PAGES EST REVÊTUE DU SCAU DE LA COUR SUPÉRIEURE DE JUSTICE À TORONTO, EST UNE COPIE CONFORME DU DOCUMENT CONSERVÉ DANS CE BUREAU</p>
<p>DATED AT TORONTO THIS 22 DAY OF JULY 20 10 FAIT À TORONTO LE 22 JOUR DE JULY 20 10</p>	<p>Joanne Nicora Registrar, Superior Court of Justice GREFFIER</p>

**PROOF OF CLAIM**

**FOR CREDITORS OF** W.C. Wood Corporation, Ltd. (“**Wood Canada**”) and/or W.C. Wood Corporation, Inc. (“**Wood US**” and, together with Wood Canada, “**W.C. Wood**” or the “**Applicants**”).

A separate Proof of Claim must be submitted in respect of each of the Applicants.

**Please read carefully the enclosed Instruction Letter for completing this Proof of Claim.** Defined terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the Instruction Letter. Please print legibly.

**A. PARTICULARS OF CREDITOR**

1. Full legal name of Creditor (include trade name, if different):

\_\_\_\_\_ (the “**Creditor**”)

The full legal name should be the name of the Creditor of the Applicants, notwithstanding whether an assignment of its Claims, or a portion thereof, has occurred.

2. Full mailing address of the Creditor (the original Creditor and not any assignee):

\_\_\_\_\_  
\_\_\_\_\_

3. Other contact information of the Creditor:

Telephone number: \_\_\_\_\_

Email address: \_\_\_\_\_

Facsimile number: \_\_\_\_\_

Attention: \_\_\_\_\_

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DATED AT TORONTO THIS 22 DAY OF JULY 2010  
FAIT A TORONTO LE \_\_\_\_\_ JOUR DE \_\_\_\_\_

Joanne Nicotara

Registrar, Superior Court of Justice  
GREFFIER

REGISTRAR

4. Has the Claim(s), or a portion thereof, set out herein been sold, transferred or assigned by the Creditor to another party?

Yes:

No:

**B. PARTICULARS OF ASSIGNEE(S) (IF APPLICABLE)**

If the Claim(s) set out herein, or a portion thereof, has been sold, transferred or assigned, complete the required information set out below. If there is more than one assignee, please attach a separate sheet which contains all of the required information set out below for each assignee.

1. Full legal name of the Assignee:

\_\_\_\_\_

2. Full mailing address of the Assignee:

\_\_\_\_\_

3. Other contact information of the Assignee:

Telephone number: \_\_\_\_\_

Email address: \_\_\_\_\_

Facsimile number: \_\_\_\_\_

Attention: \_\_\_\_\_

**C. CERTIFICATION**

**THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:**

1. That I:

am a Creditor or assignee of Wood Canada;

am \_\_\_\_\_ of  
(position or title)

\_\_\_\_\_  
(name of Creditor of Wood Canada)

am a Creditor or assignee of Wood US;

am \_\_\_\_\_ of  
(position or title)

\_\_\_\_\_  
(name of Creditor of Wood US)

2. That I have knowledge of all the circumstances connected with the Claim described and set out herein;

3. That Wood Canada OR Wood US (*circle one only*) was and still is indebted to the Creditor as follows.

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REGISTERED SUPERIOR COURT OF JUSTICE  
Jocelyn Niccetera  
22 DAY OF JULY 2010  
SHEPHERD  
FALL A TORONTO LE

I HEREBY CERTIFY THAT THIS DOCUMENT, EACH PAGE OF WHICH IS STAMPED WITH THE SEAL OF THE SUPERIOR COURT OF JUSTICE AT TORONTO, IS A TRUE COPY OF THE DOCUMENT ON FILE IN THIS OFFICE

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DATED AT TORONTO THIS 22 DAY OF JULY 20 10  
FAIT À TORONTO LE JOUR DE

**D. NATURE OF CLAIM**

TOTAL CLAIM:

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

USDS\$ \_\_\_\_\_ [insert \$ value of Claim]

POST FILING CLAIM:

(portion of above listed Claim relating only to the unpaid value of goods or services provided to W.C. Wood after May 19, 2009)

CDN\$ \_\_\_\_\_ [insert \$ value of Claim]

USDS\$ \_\_\_\_\_ [insert \$ value of Claim]

*Note: Any Claim against Wood Canada in a currency other than Canadian dollars will be converted to Canadian Dollars at the Bank of Canada noon spot rate on the date of the distribution in respect of such Claim, if any, and any Claim against Wood US in a currency other than United States dollars will be converted to United States dollars at the applicable exchange rate on the date of the distribution in respect of such claim, if any.*

**E. PARTICULARS OF CLAIM**

Other than as already set out herein, the particulars of the undersigned's total Claim against the Applicants are attached on a separate sheet.

*(Provide all particulars of the Claim and supporting documentation that you feel will assist in the determination of your Claim, including: amount, description of transaction(s) or agreement(s) giving rise to the Claim; name of any guarantor which that has guaranteed the Claim; amounts of invoices, particulars of all credits, discounts, etc. claimed; and description of the security, if any, granted by W.C. Wood to the Creditor and estimated value of such security)*

**F. FILING OF CLAIM**

Proof of Claim for all Claims **must be received** by the Receiver and Monitor by no later than 5:00 p.m. (Eastern Standard Time) on the Claims Bar Date of October 29, 2010, or such later date as the Receiver and Monitor may consent to in writing.

Failure to file your Proof of Claim as directed by the Claims Bar Date set out above will result in your Claim being forever barred and extinguished and you will be prohibited from making or enforcing a Claim against the Applicants and shall not be entitled to further notice or distribution, if any, and shall not be entitled to participate as a Creditor in these proceedings.

**This Proof of Claim must be delivered by facsimile transmission, personal delivery, electronic communication or prepaid mail addressed to:**

REGISTRAR  Joanne Niccara  
Registrar, Superior Court of Justice



**SCHEDULE "B"**

**NOTICE TO CREDITORS OF W.C. WOOD CORPORATION, LTD.  
AND/OR W.C. WOOD CORPORATION, INC.**

***RE: NOTICE OF CLAIMS PROCEDURE FOR W.C. WOOD CORPORATION, LTD.  
AND W.C. WOOD CORPORATION, INC. (collectively, the "Applicants") PURSUANT TO  
THE COMPANIES' CREDITORS ARRANGEMENT ACT (the "CCAA")***

PLEASE TAKE NOTICE that this notice is being published pursuant to an order of the Honourable Madam Justice Conway of the Ontario Superior Court of Justice (Commercial List) dated July 22, 2010 (the "**Claims Procedure Order**") establishing a procedure for determining the amount of Claims (as defined in the Claims Procedure Order) against the Applicants. The Court has ordered that the Receiver and Monitor send Proof of Claim forms to certain creditors of the Applicants. Any person who has not received a Proof of Claim form and who believes that they have an Claim against the Applicants, should send a completed Proof of Claim to the Receiver and Monitor to be received by **5:00 p.m. (Eastern Standard Time) on October 29, 2010, or such other day as the Creditor and the Receiver and Monitor agree to in writing (the "Claims Bar Date")**.

**CLAIMS WHICH ARE NOT RECEIVED BY THE RECEIVER AND MONITOR BY  
THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.**

Creditors who have not received a Proof of Claim from the Receiver and Monitor should contact the Receiver and Monitor (Attention: Ken Pearl, Telephone: 416-369-3063, Fax: 416-865-0904, or Email: kpearl@bdo.ca) to obtain a Proof of Claim package. Additional Proof of Claim forms can be found on the Receiver and Monitor's website at [www.bdo.ca/wcwood](http://www.bdo.ca/wcwood).

DATED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

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DATED AT TORONTO THIS 22 DAY OF JULY 20 10  
FAIT À TORONTO LE \_\_\_\_\_ JOUR DE \_\_\_\_\_

JOAQUINO NICOLOTTI

Registrar, Superior Court of Justice  
Greffier

REGISTRAR

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**SCHEDULE "C"**

DATED AT TORONTO THIS 22 DAY OF JULY 20 10  
FAIT À TORONTO LE \_\_\_\_\_ JOUR DE \_\_\_\_\_

**NOTICE OF REVISION OR DISALLOWANCE IN RESPECT OF W.C. WOOD CORPORATION, LTD. AND W.C. WOOD CORPORATION, INC. ("the Applicants")**

*[Signature]*  
GREGGIER  
JOHANN NICOLOTTI  
Registrar, Superior Court of Justice

Name of Creditor: \_\_\_\_\_

Reference #: \_\_\_\_\_

Defined terms not defined within this Notice of Revision or Disallowance form have the meaning ascribed thereto in the Claims Procedure Order dated July 22, 2010. Pursuant to paragraph 16 of the Claims Procedure Order, BDO Canada Limited, in its capacity as Receiver and Monitor of the Applicants, hereby gives you notice that it has reviewed your Proof of Claim against \_\_\_\_\_ and has revised or rejected your Claim or Lease Terms as follows:

(A) Your Proof of Claim or Lease Terms has been revised or rejected for distribution purposes.

(B) Revisions or Disallowance:

	Proof of Claim as Submitted	The Revised Claim as Accepted
Total Claim		
Portion of above Claim alleged to be a Post-Filing Claim		

(C) Reason for the Revision or Disallowance:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

IF YOU DO NOT AGREE WITH THIS NOTICE OF REVISION OR DISALLOWANCE, PLEASE TAKE NOTICE OF THE FOLLOWING:

1. If you intend to dispute this Notice of Revision or Disallowance you must, in relation to a Proof of Claim, no later than 5:00 p.m. (Eastern Standard Time) on the day which is **twenty (20)** calendar days after the date of this Notice of Revision or Disallowance, deliver a Notice of Dispute by facsimile, personal delivery, electronic communication or

prepaid mail to the addresses indicated hereon. The form of Notice of Dispute is attached to this Notice.

2. If you do not deliver a Notice of Dispute, the amount of your Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

*Address for Service of Dispute Notices:*

BDO Canada Limited  
the Court-appointed Monitor and Receiver of  
W.C. Wood Corporation, Ltd., et al  
123 Front Street West, Suite 1200  
Toronto, Ontario M5J 2M2

Attention: Ken Pearl  
Telephone: (416) 369-3063  
Fascimile: (416) 865-0904  
Email: kpearl@bdo.ca

**IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

**BDO CANADA LIMITED**, solely in its capacity as Court-Appointed Receiver and Monitor of W.C. WOOD CORPORATION, LTD., W.C. WOOD CORPORATION, INC. and W.C. WOOD HOLDINGS, INC., and not in its personal capacity

Per:

\_\_\_\_\_


Ken Pearl, Vice-President

Encl.

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DATED AT TORONTO THIS 22 DAY OF JULY 20 10  
FAIT À TORONTO LE \_\_\_\_\_ JOUR DE \_\_\_\_\_

  
Joanne Nicozato  
REGISTRAR / Greffier  
Registrar / Greffier Superior Court of Justice

**SCHEDULE "D"**

**NOTICE OF DISPUTE IN RESPECT OF W.C. WOOD CORPORATION, LTD. AND W.C. WOOD CORPORATION, INC. ("the Applicants")**

Defined terms not defined within this Dispute Notice form have the meaning ascribed thereto in the Claims Procedure Order dated July 22, 2010.

Pursuant to paragraph 17 of the Claims Process and Bar Order, we hereby give you notice of our intention to dispute the Notice of Revision or Disallowance bearing Reference Number \_\_\_\_\_ and dated \_\_\_\_\_ issued by BDO Canada Limited in its capacity as Receiver and Monitor of the Applicants in respect of our Claim.

Name of Creditor: \_\_\_\_\_

	Proof of Claim as Submitted	The Revised Claim as Accepted
Total Claim		
Portion of above Claim alleged to be a Post-Filing Claim		

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

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Signature of Individual/Authorized Signing Officer: \_\_\_\_\_

Date: \_\_\_\_\_

(Please print name) \_\_\_\_\_

Telephone Number: ( ) \_\_\_\_\_

Facsimile Number: ( ) \_\_\_\_\_

Full Mailing Address: \_\_\_\_\_

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DATED AT TORONTO THIS 22 DAY OF JULY 2010  
 FAIT A TORONTO LE \_\_\_\_\_ JOUR DE \_\_\_\_\_

REGISTRAR *Joanna Niccote*  
 Greffier, Superior Court of Justice

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**THIS FORM AND SUPPORTING DOCUMENTATION MUST BE RETURNED BY FACSIMILE TRANSMISSION, PERSONAL DELIVERY, ELECTRONIC COMMUNICATION OR PREPAID MAIL TO THE ADDRESS INDICATED HEREIN AND MUST BE RECEIVED BY NO LATER THAN 5:00 P.M. (EASTERN STANDARD TIME) ON THE DAY WHICH IS TWENTY (20) CALENDAR DAYS AFTER THE DATE OF THE NOTICE OF REVISION OR DISALLOWANCE, or such later date as the Creditor and the Receiver and Monitor may agree in writing or the Court may order.**

*Address for Service of Dispute Notices:*

BDO Canada Limited  
the Court-appointed Monitor and Receiver of  
W.C. Wood Corporation, Ltd., et al  
123 Front Street West, Suite 1200  
Toronto, Ontario M5J 2M2


Attention: Ken Pearl  
Telephone: (416) 369-3063  
Facsimile: (416) 865-0904  
Email: kpearl@bdo.ca

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DATED AT TORONTO THIS 22 DAY OF July 20 10  
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REGISTRAR Joanne Nicoara Registrar, Superior Court of Justice  
GREFFIER

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. c-36, AS AMENDED  
AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE AND ARRANGEMENT OF W.C. WOOD  
CORPORATION, LTD. and W.C. WOOD CORPORATION INC.  
AND IN THE MATTER OF SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985 c. B-3, AS  
AMENDED, AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

Court File No.: CV-09-8194-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**COMMERCIAL LIST**

PROCEEDINGS COMMENCED AT TORONTO

**ORDER**

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
BCE Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, Ontario M5J 2T9  
Tel: 416.863.1500  
Fax: 416.863.1515

**D. Robb English** – LSUC #19862F 1B  
**Sam Babe** – LSUC # 49498 B

Tel: 416.863.1500  
Fax: 416.863.1515

Lawyers for the Monitor and Receiver,  
BDO Canada Limited