



ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. ) FRIDAY, THE 28<sup>th</sup> DAY  
)  
JUSTICE PITT ) OF AUGUST, 2009

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. (together the "Applicants" or "W.C. Wood")

ORDER

**THIS MOTION**, made by BDO Dunwoody Limited, solely in its capacity as monitor (the "Monitor") of W.C. Wood appointed pursuant to and Order made May 19, 2009 by the Honourable Justice Peppal, as amended by an Order dated May 25, 2009, for an order:

- (a) approving the first report of the Monitor dated May 24, 2009 (the "First Report") and the activities of the Monitor as set out therein;
- (b) approving the second report of the Monitor dated June 16, 2009 (the "Second Report") and the activities of the Monitor as set out therein;
- (c) approving the third report of the Monitor dated July 22, 2009 (the "Third Report") and the activities of the Monitor as set out therein;

(d) approving the fourth report of the Monitor dated August 25, 2009 (the "Fourth Report") and the activities of the Monitor as set out therein and

(e) approving the fees and disbursements of the Monitor and its counsel,

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

**ON READING** the First Report and the exhibits thereto, the Second Report and the exhibits thereto, the Third Report and the Exhibits thereto and the Fourth Report and the exhibits thereto, including, without limitation, the Affidavit of Ken Pearl sworn August 25, 2009 (the "Pearl Affidavit"), the Affidavit of Sam Babe sworn August 25, 2009 (the "Babe Affidavit", and, together with the Pearl Affidavit, the "Fees Affidavits"), and upon hearing submissions for counsel for the Monitor, counsel for W.C. Wood, counsel for CIT Business Credit Canada Inc., and no one appearing for any other person on the service list, although properly served as appears from the affidavit of Sam Babe sworn August 26, 2009, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and is hereby abridged to the date of actual service and that the service, including the manner of service of the motion materials, be and is hereby approved and validated, that the motion is properly returnable today and that all parties entitled to notice of this motion have been properly served and further service thereof is hereby dispensed with.

2. **THIS COURT ORDERS** that the First Report and the activities of the Monitor, as set out in the First Report, are hereby approved.

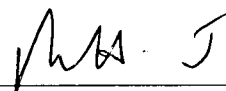
3. **THIS COURT ORDERS** that the Second Report and the activities of the Monitor, as set out in the Second Report, are hereby approved.

4. **THIS COURT ORDERS** that the Third Report and the activities of the Monitor, as set out in the Third Report, are hereby approved.

5. **THIS COURT ORDERS** that the Fourth Report and the activities of the Monitor, as set out in the Fourth Report, are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Monitor with respect to W.C. Wood for the period from May 12, 2009 to August 14, 2009, in the amount of \$280,137.37 (excluding GST) be and the same are hereby approved.

7. **THIS COURT ORDERS** that the fees and disbursements of the Monitor's legal counsel for the period from May 15, 2009 to August 22, 2009, in the amount of \$73,072.28 (excluding GST) be and the same are hereby approved.

A handwritten signature in black ink, appearing to be 'M.A. J.', is written above a horizontal line.

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

AUG 28 2009

PER / PAR: TV

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.

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

Solicitors for the Monitor