

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

**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 OR ARRANGEMENT OF W.C. WOOD CORPORATION,
LTD. , W.C. WOOD HOLDINGS INC. AND W.C. WOOD CORPORATION, INC.
(together the "Applicants" or "W.C. Wood")**

MOTION RECORD OF W.C. WOOD

(Motion returnable September 28, 2009)

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**ONTARIO
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Applicants

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TAB 1

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
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Applicants

**NOTICE OF MOTION
(Returnable Monday, September 28, 2009)**

The Applicants, W.C. Wood Corporation, Ltd., W.C. Wood Holdings Inc. and W.C. Wood Corporation Inc. ("W.C. Wood" or the "Applicants"), will bring a motion to a judge presiding over the Commercial List on Monday, September 28, 2009 at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario, or at such other place as may be directed by the Court.

PROPOSED METHOD OF HEARING: The motion is to be heard orally

THE MOTION IS FOR:

- (a) An Order abridging the time for, and validating the service of this Notice of Motion and the materials filed in support thereof;
- (b) An Order extending the Stay Period, as defined in the Order of the Honourable Madam Justice Pepall dated May 19, 2009, as amended (the "Initial Order"), to October 30, 2009;
- (c) An Order approving and authorizing the Applicants to enter into an extension to the Accommodation Agreement (as defined below); and
- (d) Such further and other relief as counsel may advise and this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

BACKGROUND

- (a) On Tuesday May 19, 2009, the Honourable Madam Justice Pepall granted an order providing protections to W.C. Wood Corporation, Ltd. (“W.C. Wood Canada”) and W.C. Wood Corporation Inc. (“W.C. Wood U.S.”) under the *Companies’ Creditors Arrangement Act* (“CCAA”) (the “Initial Order”);
- (b) The Initial Order granted a stay of proceedings until June 18, 2009 and appointed BDO Dunwoody Limited as monitor (the “Monitor”);
- (c) On May 25, 2009, the Honourable Madam Justice Pepall granted a further order approving interim financing (“DIP Financing”) and amending the Initial Order (the “Amended Initial Order”) to include an additional Applicant, W.C. Wood Holdco;
- (d) On June 18, 2009, the United States Bankruptcy Court in the District of Delaware entered an order granting recognition of the Canadian proceedings as a foreign main proceeding and recognized the Initial Order on a final basis.
- (e) On June 18, 2009, the Honourable Mr. Justice Morawetz granted an extension of the stay of proceedings to August 31, 2009 and authorized the DIP financing facility between the Applicants and Whirlpool Corporation.
- (f) On July 28, 2009, the Honourable Mr. Justice Campbell granted an order approving the sale of the Mexican subsidiaries of the Applicants (“Wood Mexico”).
- (g) On August 28, 2009, the Honourable Mr. Justice Pitt granted an order providing for a further extension of the stay of proceedings to September 30, 2009 and amending the Initial Order to, among other things:

- (i) direct that certain payments among affiliates of the Applicants would be with the consent of the Monitor;
- (ii) provide broader protection to directors and officers of the Applicants;
- (iii) provide further powers to the Monitor to deal with the Applicants' assets; and
- (iv) authorize the Monitor to continue the services of Lincoln Partners Advisors LLC ("Lincoln Partners") for the purposes of marketing the assets of the Applicants and conducting a sale process (the "Sale Process").

STAY EXTENSION

- (h) The extension of the Stay Period to October 30, 2009 is necessary and appropriate for the following reasons, among others:
 - (i) the Applicants have acted and continue to act in good faith and with due diligence through the Stay Period;
 - (ii) an extension will allow the Applicants, with the assistance of the Monitor, to continue to advance the sale process for their core business in an orderly manner;
 - (iii) an extension will permit the Applicants to advance and potentially complete an agreement to sell the Dehumidifier Business; and
 - (iv) the Applicants believe that no stakeholders will be materially prejudiced if the Stay Period is extended as requested.

EXTENSION OF THE DIP AGREEMENT

- (i) On May 21, 2009, the Applicants entered into the Accommodation and Debtor-in-Possession Financing Agreement (the "Accommodation Agreement:") among the Applicants, CIT Business Credit Canada Inc., The CIT Group/Business Credit. Inc, Bank of Montreal and Bank of Montreal Chicago Branch (collectively, the "Lenders"), Wood Mexico Holdings, LLC, WC Wood Servicios, S.A. de C.V. and WC Wood, S.A. de C.V., pursuant to which the Lenders would provide DIP financing to the Applicants during the CCAA proceedings.

- (j) The Accommodation Agreement has a maturity date of September 30, 2009. The Applicants are working with the Lenders to agree to an extension of the terms of the Accommodation Agreement.
- (k) The Applicants require continued use of the DIP facility to meet their cash flow needs during these proceedings and to meet their obligations as they work towards a court-approved sale of the business.

Other

- (l) The Applicants also rely upon:
 - (i) Rules 2.03, 3.02 and 5 of the *Rules of Civil Procedure*;
 - (ii) the provisions of the CCAA and the equitable jurisdiction of this Honourable Court; and
 - (iii) such other grounds as counsel may advise and this Honourable Court may permit.
2. The following documentary evidence will be used at the initial hearing of the application:
- (a) the affidavit of Joseph Angi sworn September 24th, 2009;
 - (b) the Sixth Report of BDO Dunwoody Limited, as Monitor; and
 - (c) such further and other evidence as counsel may advise and this Honourable Court may permit.

September 24, 2009

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TAB 2

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

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
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WOOD HOLDINGS INC. AND W.C. WOOD CORPORATION, INC.

Applicants

**AFFIDAVIT OF JOSEPH ANGI,
SWORN SEPTEMBER 24, 2009**

I, Joseph Angi, of the City of Rochester, in the State of Michigan MAKE OATH AND
SAY:

1. I am the President and Chief Executive Officer of W.C. Wood Corporation, Ltd. ("Wood Canada"), W.C. Wood Corporation, Inc. ("Wood US") and W.C. Wood Holdings, Inc. ("Wood Holdings" and collectively with Wood Canada and Wood US, "W.C. Wood") and as such have personal knowledge of the facts to which I depose, except where I have indicated that I have obtained facts from other sources, in which case I believe those facts to be true.

2. I make this Affidavit in support of the motion by the Applicants for relief set out in the Notice of Motion, including an extension of the *Companies' Creditors Arrangement Act* ("CCAA") stay to October 30, 2009 and approval of an extension to the Accommodation Agreement (as defined below) and for no other or improper purpose.

BACKGROUND

3. W.C. Wood is a leading manufacturer and marketer of chest, upright residential and commercial freezers and dehumidifiers in North America. W.C. Wood is headquartered in

Guelph, Ontario and has production facilities in Guelph, Ontario and Ottawa, Ohio as well as a production facility in Torreon, Mexico owned by the Mexican subsidiary of W.C. Wood US (the "Facilities").

4. On Tuesday May 19, 2009, the Honourable Madam Justice Pepall granted an order providing protections to Wood Canada and Wood U.S. under the CCAA (the "Initial Order").

5. The Initial Order granted a stay of proceedings until June 18, 2009 and appointed BDO Dunwoody Limited as monitor in these proceedings (the "Monitor").

6. On May 25, 2009, the Honourable Madam Justice Pepall granted a further order amending the Initial Order (the "Amended Initial Order") to include an additional Applicant, W.C. Wood Holdings, approving Debtor in Possession (DIP) financing under the terms of an Accommodation Agreement with the existing first lien lenders, and approving the sale process for the Applicants' Mexican business.

7. On June 18, 2009, the United States Bankruptcy Court in the District of Delaware entered an order granting recognition of the Canadian proceedings as a foreign main proceeding and recognized the Initial Order on a final basis.

8. On June 18, 2009, the Honourable Mr. Justice Morawetz granted an extension of the stay of proceedings to August 31, 2009 and authorized the DIP financing facility between the Applicants and Whirlpool Corporation.

9. On August 28, 2009, the Honourable Mr. Justice Pitt granted an order (the "August 28 Order") providing for a further extension of the stay of proceedings to September 30, 2009 and amending the Initial Order to, among other things:

- (a) direct that certain payments among affiliates of the Applicants would be with the consent of the Monitor;

- (b) provide broader protection to the former and current directors and officers of the Applicants;
- (c) provide further powers to the Monitor to deal with the Applicants' assets; and
- (d) authorize the Monitor to continue the services of Lincoln Partners Advisors LLC ("Lincoln Partners") for the purposes of marketing the assets of the Applicants and conducting a sale process.

SALE OF NON-CORE ASSETS

10. In July, 2009, the Applicants listed the facility and real property located Guelph, Ontario for sale. The Applicants have received multiple offers to purchase the property and, with the assistance of the Monitor, are currently considering the aspects of each, but no agreement has been reached with a potential buyer.

11. With the assistance of Levy Littell Herbst and Company, the Applicants have also solicited offers for Wood Canada's stand-alone manufacturing and sales operation for its dehumidifier products (the "Dehumidifier Business").

12. To date, the Applicants have received two offers for the Dehumidifier Business and with the assistance of the Monitor and Levy Littell Herbst and Company, have begun to evaluate the terms of the offers and to negotiate terms of a potential sale agreement. If the Applicants and a potential purchaser are able to reach agreement on terms of sale satisfactory to all parties, the Applicants will return to this Court for approval and authorization of the transaction.

CORE BUSINESS SALE PROCESS

13. In accordance with the August 28 Order, the Applicants with the assistance of the Lincoln Partners, have been actively soliciting offers from suitable purchasers for the business on a going-concern basis.

14. The Applicants have received two offers for the business as a going concern, and are similarly evaluating these offers with assistance from the Monitor and its advisors.

15. The Applicants, the Monitor and Lincoln Partners expect to continue to evaluate the offers and negotiate terms of a potential sale agreement over the next couple of weeks. If an agreement can be reached, the Applicant will return to this Court to seek approval of the offer and the terms of a possible court-supervised sale process.

STAY EXTENSION

16. The extension of the Stay Period to October 30, 2009 is necessary and appropriate for the following reasons, among others:

- (a) the Applicants have acted and continue to act in good faith and with due diligence through the Stay Period;
- (b) an extension will allow the Applicants, with the assistance of the Monitor, to continue to advance a sale of the core business in an orderly manner and to negotiate the terms of a sale procedure to be approved by the Court;
- (c) an extension will permit the Applicants to advance and potentially complete an agreement to sell the Dehumidifier Business; and
- (d) the Applicants believe that no stakeholders will be materially prejudiced if the Stay Period is extended as requested.

EXTENSION OF THE DIP AGREEMENT

17. On May 21, 2009, the Applicants entered into the Accommodation and Debtor-in-Possession Financing Agreement (the "Accommodation Agreement") among the Applicants, CIT Business Credit Canada Inc., The CIT Group/Business Credit. Inc, Bank of Montreal and Bank of Montreal Chicago Branch (collectively, the "Lenders"), Wood Mexico Holdings, LLC, WC

Wood Servicios, S.A. de C.V. and WC Wood, S.A. de C.V., pursuant to which the Lenders agreed to provide debtor-in-possession ("DIP") financing to the Applicants during the CCAA proceedings.

18. The Accommodation Agreement has a maturity date of September 30, 2009. The Applicants are working with the Lenders to agree and document an extension to the terms of the DIP facility.

19. The Applicants require continued use of the DIP facility to meet their cash flow needs during these proceedings and to meet their obligations as they work towards a court-approved sale of the business.

RELIEF REQUESTED

20. Accordingly, this affidavit is sworn in support of a motion by the Applicants for an order, among other things:

- (a) extending the Stay Period to October 30, 2009;
- (b) approving and authorizing an extension to the Accommodation Agreement as entered into by the parties thereto; and
- (c) such other relief as may be appropriate.

SWORN BEFORE ME at the City of)
Guelph, in the Province of Ontario,)
this 24th day of September, 2009.)

B McLeod.
Commissioner for Taking Affidavits


Joseph Angi

and
Notary Public in & for The
Province of Ontario.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, AS AMENDED R.S.C. 1985, c. C-36
AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
W.C. WOOD CORPORATION, LTD., W.C. WOOD HOLDINGS INC. AND W.C. WOOD CORPORATION, INC.

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

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

Proceeding Commenced at Toronto

**AFFIDAVIT OF JOSEPH ANGI
(sworn September 24, 2009)**

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TAB 3

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

THE HONOURABLE) MONDAY, THE 28th
)
JUSTICE) DAY OF SEPTEMBER, 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 OR ARRANGEMENT OF W.C. WOOD CORPORATION, LTD.,
W.C. WOOD HOLDINGS INC. AND
W.C. WOOD CORPORATION, INC.

ORDER

THIS MOTION, made by W.C. Wood Corporation, Ltd. ("Wood Canada"), W.C. Wood Holdings Inc. and W.C. Wood Corporation, Inc. ("Wood U.S.") (together, "W.C. Wood" or the "Applicants") for the relief set out in the W.C. Wood notice of motion was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Applicants, including the affidavit of Joseph Angi sworn September 24, 2009 (the "Angi Affidavit") and the Sixth Report of BDO Dunwoody Limited (the "Monitor") in its capacity as Court-appointed monitor, and on hearing the submissions of counsel for W.C. Wood, the Monitor, CIT Business Credit Canada Inc. ("CIT"), certain of the parties under the credit agreement dated as of January 14, 2008 (the "Credit Agreement") under which certain of the Applicants are borrowers and CIT, the CIT Group/Business Credit, Inc., Bank of Montreal and Bank of Montreal Chicago Branch are lenders (the "Lenders"), and certain of the parties under an accommodation and debtor-in-possession financing agreement made as of May 21, 2009 (the "Accommodation Agreement") under which

certain of the Applicants are borrowers and the Lenders are lenders and such other counsel as were present,

1. THIS COURT ORDERS that capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Second Amended Initial Order of Madam Justice Pepall dated May 19, 2009 (as amended, the “Initial Order”).

2. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

3. THIS COURT ORDERS that the Stay Period be and is hereby extended to October 30, 2009.

4. THIS COURT ORDERS that the amending agreement to the Accommodation Agreement dated September ●, 2009 among the Applicants, the Lenders and Wood Mexico Holdings, LLC, WC Wood Servicios, S.A. de C.V. and WC Wood, S.A. de C.V., as guarantors (the “DIP Extension”), is hereby authorized and approved and the Applicants are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable to fulfill their obligations under the DIP Extension.

5. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
W.C. WOOD CORPORATION, LTD., W.C. WOOD HOLDINGS INC. AND W.C. WOOD CORPORATION, INC.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
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Proceeding Commenced at Toronto

ORDER

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AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
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Court File No. CV-09-8194-00CL

ONTARIO
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MOTION RECORD
(motion returnable September 28, 2009)

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