

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.C. WOOD CORPORATION, LTD., *et al.*,

Foreign Applicants in Foreign Proceedings.

Chapter 15

Case No. 09-11893 (KG)

Jointly Administered

Re: Docket No. 5

ORDER GRANTING RECOGNITION AND RELATED RELIEF

Upon the request of BDO Dunwoody Limited, the court-appointed monitor (the “**Monitor**”) and authorized foreign representative of W.C. Wood Holdings, Inc, W.C. Wood Corporation, Inc., and W.C. Wood Corporation, Ltd. (together, the “**Applicants**” or “**W.C. Wood**”), in proceedings (the “**Canadian Proceedings**”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), pending before the Ontario Superior Court of Justice (Commercial List) (the “**Ontario Court**”) in the above-captioned chapter 15 cases (collectively, the “**Chapter 15 Cases**”) ancillary to the Canadian Proceedings pursuant to chapter 15 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”), seeking an order recognizing the Canadian Proceeding as a foreign man proceeding and enforcing pursuant to sections 1507, 1520, 1521, 363 and 105 of the Bankruptcy Code the Initial Order of the Ontario Court dated May 19, 2009, as supplemented by Order dated May 25, 2009 (collectively, the “**Initial Orders**”); and due and timely notice of the filing of the Chapter 15 Petitions having been given in accordance with this Court’s order dated June 1, 2009, approving the form of notice and manner of service thereof (the “**Service Order**”), which notice is deemed adequate for all purposes such that no other or further notice thereof need be given; and the Court having considered and reviewed the other pleadings and exhibits submitted by the Monitor in support of the Chapter 15 Petitions including the Initial Orders annexed hereto as **Exhibit 1**;

and the Court having determined that the relief requested by the Motion is in the best interests of the Applicants, their creditors and other parties-in-interest; and any objections to the Chapter 15 Petitions that have not been withdrawn or resolved having been or are hereby overruled.

Therefore, after due deliberation and sufficient cause appearing therefor, the Court finds and concludes as follows:

(A) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code.

(B) This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

(C) Venue is proper in this District pursuant to 28 U.S.C. §§ 1410 (1) and (3).

(D) The Monitor is a person within the meaning of section 101(41) of the Bankruptcy Code and is the duly appointed foreign representative of each member of W.C. Wood within the meaning of section 101(24) of the Bankruptcy Code.

(E) The Chapter 15 Cases were properly commenced pursuant to sections 1504 and 1515 of the Bankruptcy Code.

(F) The Chapter 15 Petitions meet the requirements of section 1515 of the Bankruptcy Code.

(G) The Canadian Proceedings are foreign proceedings within the meaning of section 101(23) of the Bankruptcy Code.

(H) The Canadian Proceedings are entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

(I) The Canadian Proceedings are pending in Ontario, Canada, which is the location of each of the Applicants' center of main interests, and as such, constitute foreign main

proceedings pursuant to section 1502(4) of the Bankruptcy Code and are entitled to recognition as foreign main proceedings pursuant to section 1517(b)(1) of the Bankruptcy Code.

(J) The Monitor is entitled to all the relief provided by section 1520 of the Bankruptcy Code without limitation.

(K) The relief granted hereby is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the United States, warranted pursuant to section 1521 of the Bankruptcy Code, and will not cause any hardship to any party in interest that is not outweighed by the benefits of granting that relief.

(L) The interest of the public will be served by this Court granting the relief requested by the Monitor.

(M) Time is of the essence in the Canadian Proceedings and cause has been shown as to why this Order should not be subject to the stay provided by Rule 6004 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") or any other stay of effectiveness.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Canadian Proceedings are hereby recognized as foreign main proceedings pursuant to section 1517 of the Bankruptcy Code.
2. All provisions of section 1520 of the Bankruptcy Code apply in these Chapter 15 Cases, including, without limitation, the stay under section 362 of the Bankruptcy Code, throughout the duration of these Chapter 15 Cases or until otherwise ordered by this Court.
3. The Initial Orders are hereby given full force and effect in the United States.
4. The Provisional Order of this Court entered June 10, 2009, shall continue in effect in accordance with its terms except to the extent that any term thereof is inconsistent with this Order.

5. The Applicants and the Monitor are authorized and empowered to cause to be filed with the secretary of state of any state or other applicable officials of any applicable governmental units any and all certificates, agreements, or amendments necessary or appropriate to effectuate the provisions of this Order, as any officer of the Applicants or the Monitor may determine are necessary or appropriate. Consistent with 8 Del. C. § 303, the execution of any such document or the taking of any such action is deemed conclusive evidence of the authority of such person to so act. Without limiting the generality of the foregoing, this Order shall constitute all approvals and consents, if any, required by the corporation law of the state of Delaware and all other applicable business corporation, trust, and other laws of the applicable governmental units with respect to the implementation of this Order, and the transactions contemplated thereby and hereby.

6. Notwithstanding Bankruptcy Rules 6004, 7062, and 9021, this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing.

7. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any request for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

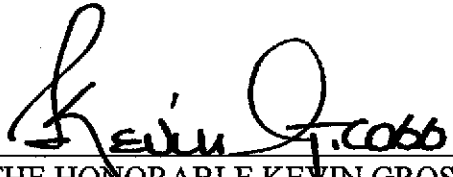
8. Notice of entry of this Order in the form annexed hereto as Exhibit 2 shall be served on or before ~~JUNE 19~~, 2009, in accordance with the Service Order and shall constitute adequate and sufficient service and notice of this Order.

9. The Chapter 15 Petitions and related filings shall be made available by the Monitor through its website at <http://www.bdo.ca/extranets/wcwood/index.cfm> or upon request

at the offices of its counsel: Richards, Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attention: Russell C. Silberglied; and Aird & Berlis LLP, Barristers & Solicitors, Suite 1800, 181 Bay Street, Toronto ON M5J 2T9, Attention: Robb English.

10. Notwithstanding Bankruptcy Rule 7062, made applicable to these Chapter 15 Cases by Bankruptcy Rule 1018, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and upon its entry, this Order shall become final and appealable.

Dated: June 18, 2009
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE