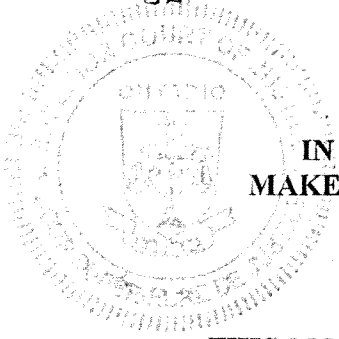


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE JUSTICE

JENKINS

) TUESDAY, THE 24<sup>th</sup>  
)  
) DAY OF NOVEMBER, 2009



**IN THE MATTER OF THE NOTICE OF INTENTION TO  
MAKE A PROPOSAL OF VON WEISE OF CANADA COMPANY**

**APPROVAL AND VESTING ORDER**

**THIS MOTION**, made by Von Weise of Canada Company (the "Company") for an order appointing BDO Dunwoody Limited ("BDO") as interim receiver of the Purchased Assets (as defined below), approving the sale by BDO of the DCM Assets (the "Transaction") contemplated by a letter of intent between the Company and DCM Manufacturing Inc. (the "Purchaser") made as of October 7, 2009 (the "Letter of Intent"), and vesting in the Purchaser the Company's right, title and interest in and to the assets described in the Letter of Intent and listed on Schedule "A" hereto (the "Purchased Assets"), was heard this day, at London, Ontario.

**ON READING** the Motion Record of the Company, including the Notice of Motion, the Affidavit of Ryan T. Sills sworn November 23, 2009 and the Report of BDO dated November 23, 2009 and on hearing the submissions of counsel for the Company and counsel for First Source Mortgage Corporation ("First Source"), no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Susan Jarrell sworn November 23, 2009, filed,

1. **THIS COURT ORDERS** that the time for service of the Motion Record is hereby abridged such that this application is properly returnable today and further service thereof is hereby dispensed with.

2. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and that the sale transaction contemplated by the Letter of Intent is commercially reasonable and in the best interests of the Company and its stakeholders. BDO is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

3. **THIS COURT ORDERS AND DECLARES** that upon the delivery of an Interim Receiver's certificate substantially in the form attached as Schedule "B" hereto (the "Interim Receiver's Certificate") all of the Company's right, title and interest in and to the Purchased Assets listed in Schedule "A" hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing, all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the "Encumbrances") and for greater certainty, this Court orders that all Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS AND DIRECTS** BDO to file with the Court a copy of the Interim Receiver's Certificate, forthwith after delivery thereof and to distribute the proceeds from the sale of the Purchased Assets (the "Proceeds") as follows:

- (a) first, in satisfaction of claims forming the subject matter of section 81.6 of the *Bankruptcy and Insolvency Act* (Canada);
  - (b) second, \$100,000 to BDO<sup>^</sup> for the protection and preservation of the Company's property and assets; and,
  - (c) third, any remaining balance to First Source.
- in its capacity as Interim Receiver and proposal trustee to be used ✓*  
*and related professional costs ✓*

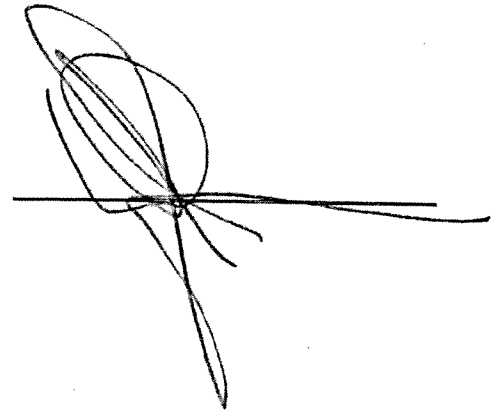
6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Company and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Company;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Company and shall not be void or voidable by creditors of the Company, nor shall it constitute nor be deemed to be a transfer at undervalue, settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation

7. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist BDO and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to BDO, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist BDO and its agents in carrying out the terms of this Order.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal line extending to the right.