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BDO Canada Limited  
 305 King Street W, Suite 501  
 Kitchener ON N2G 1B9 Canada

Von Weise of Canada Company - Proposal to Creditors

NOTICE OF SECOND DISTRIBUTION TO ALL UNSECURED CREDITORS  
 December 16, 2010

**Introduction**

A proposal to creditors pursuant to the Bankruptcy and Insolvency Act was filed effective January 8, 2010. The plan was accepted by the Creditors and approved by the Court on February 3, 2010 and April 20, 2010, respectively.

The proposal included the following:

- Payment of preferred creditors claim's for vacation pay and wage arrears if any. Completed June 7, 2010.
- Interim Payment of general creditor claims following the sale of the real estate no later than August 15, 2010. Completed July 27, 2010.
- Further distributions to be in October of 2011, 2012 and the fall of 2013.

**Current Information being provided**

The following are enclosed for each creditor for this fall 2010 payout:

- Statement of receipts and disbursements at November 30, 2010.
- Dividend sheet identifying amounts for each creditor claim and dividend.
- Cheque for amount calculated for each creditor.

**Creditor Claims**

All claim amounts noted for this payout have been reviewed to conclude with the creditors. There has been a significant effort by Von Weise and BDO to reconcile all amounts. There are 3 creditor claims totaling approximately \$47,400 included with this payout that may be adjusted (increased) for the distribution in 2011. No other amounts are expected to change.

**Employee Claims**

Amounts distributed to employees represent taxable income. The union employees will receive a T4 from the CAW. Non union employees must include the amounts received as income on your 2010 income tax return. No tax slips will be issued by Von Weise or BDO.

**Proposal Terms versus Actual Funds**

The estimated creditor claims in January 2010, resulting proposal payment and current status are as follows:

	Proposal Estimate		December 2010 Actual	
Total Proposal Funds (mid point)	#	\$2,870,000	#	
Funds to distribute to date		900,000-1,250,000		\$1,265,621
Preferred wage claims	24	90,000	24	118,063
Trade Creditors	185	1,180,000	83	1,010,247
Employee Hourly	97	2,100,000	97	2,318,609
Employee Salary	25	1,500,000	26	1,545,566
Employee Benefits	18	10,234	18	Incl above
Pension Deficit	1	2,000,000	1	4,214,737

### **Levy on Creditor Payments**

The attached schedules include a "levy" column. This is pursuant to Section 147 and Rule 123 of the Bankruptcy and Insolvency Act. This amount is a percentage and equally shared by all creditors. BDO will remit this to the Receiver General of Canada.

### **Proposal Status/Direction**

The estimated payout to creditors of 39 cents at the date of proposal will not occur. The claim for the pension shortfall increased significantly causing the reduced payout rate. VW and/or BDO as the proposal Trustee have an obligation to notify creditors of a significant variation from the proposals terms. The actual distribution may be 20 to 30 cents per dollar rather than 39.

As included in our July 2010 payout notice, creditors should contact BDO should they have concerns regarding the change of payout rate. In our view, the proposal will still result in maximum funds to creditors as VW will continue account receivable collection to maximize these amounts.

### **Conclusion**

BDO will continue to work with VW for payments to creditors pursuant to the proposal.

BDO Canada Limited

Susan E Taves, CA-CIRP  
Senior Vice President

David Flett, CA-CIRP  
Vice President

Thomas Seegmiller, CA  
Senior Estate Administrator

**Interim Statement of Receipts and Disbursements**

In the matter of the Proposal of  
 Von Weise of Canada Company  
 of the City of Cambridge, in the Regional Municipality of Waterloo  
 in the province of Ontario

**Receipts**

Interest allocation	\$	480.91
Opening Bank Balance		72,974.40
Equipment - Auction proceeds		70,225.08
Surplus property proceeds - 505 Conestoga Blvd.		1,250,000.00
Total receipts		<u>1,393,680.39</u>

**Disbursements**

Bank Charges		50.00
Prof. Service/Acctg		550.41
Proposal Monitor		18,328.86
Proposal Counsel		2,445.31
Total Disbursements		<u>21,374.58</u>

Amount Available for distribution \$ 1,372,305.81

**Dividends to creditors**

Levy Payable under s. 147 of the Act				53,322.95
Vacation Pay - June 2010	116,553.84	less levy	5,827.70	110,726.16
July 2010 Dividend	599,067.20	less levy	29,953.36	569,113.84
Vacation Pay - December 2010	1,509.26	less levy	63.58	1,445.68
December 2010 Dividend	548,677.62	less levy	17,478.31	531,199.31
Total Dividend and Levy				<u>1,265,807.94</u>

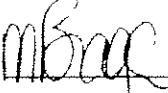
Amount retained in Trust account for future distributions \$ 106,497.87

**Note:**

The Company filed a Notice of Intention to Make a Proposal on October 26, 2009. The proposal was filed and accepted by creditors on February 3, 2010 and subsequently approved by the Court. The retained funds will be distributed at a later date upon conclusion of all creditor claims.

Dated at the City of Kitchener in the Province of Ontario, this <sup>20th</sup> 16th day of December 2010.

BDO Canada Limited

  
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 305 King Street West, Suite 501  
 Kitchener, ON N2G 1B9

## Dividend Sheet

In the matter of the Proposal of  
 Von Weise of Canada Company  
 of the City of Cambridge, in the Regional Municipality of Waterloo  
 in the province of Ontario

## First distribution to all unsecured creditors

July 22, 2010

(Note: Distribution to preferred creditors was made on June 7, 2010)

	Claim	Dividend	Levy	Payment
<b>Preferred Distribution</b>				
(s. 60(1.3) claim for Vacation Pay)				
Hilborn, Jeff	932.80	932.80	46.64	886.16
Total	932.80	932.80	46.64	886.16
<b>Trade Creditors</b>				
A Bender Tools Ltd.	1,624.88	113.16	5.66	107.50
A&A Mechanical Solutions Inc.	1,470.00	102.37	5.12	97.26
Altagas / ECNG	60,279.33	4,197.99	209.90	3,988.09
America II Electronics	14,286.80	994.97	49.75	945.22
American Hoffman Corp.	589.89	41.08	2.05	39.03
BCL Magnetics	68,510.41	4,771.22	238.56	4,532.66
Centerline Windsor Limited	259.34	18.06	0.90	17.16
Channer Corporation	165.39	11.52	0.58	10.94
Con-Way Freight	8,836.41	615.39	30.77	584.62
Diamond Controls Inc.	7,379.40	513.92	25.70	488.22
Dynamis Inc.	2,364.26	164.65	8.23	156.42
EFD Inc.	136.26	9.49	0.47	9.01
Electro Sonic Inc.	126.40	8.80	0.44	8.36
Electronic Systems of Wisconsin	5,564.80	387.55	19.38	368.17
Endries International Inc.	114,492.94	7,973.55	398.68	7,574.88
Fabri Hermann Machines Inc.	11,015.76	767.16	38.36	728.81
G.R. Precision Development Group	2,753.10	191.73	9.59	182.15
Gardtec	6,675.00	464.86	23.24	441.62
GE Canada Equipment Financing GP	10,236.69	712.91	35.65	677.26
Golder Associates Ltd.	28,026.30	1,951.82	97.59	1,854.23
Henkel Canada Corp.	3,549.09	247.17	12.36	234.81
Hicks Morley LLP	2,731.13	190.20	9.51	180.69
Huntington Electric Inc.	1,929.08	134.35	6.72	127.63
Industrial Dielectric Inc.	-	-	-	-
Injectech Industries Inc.	5,389.46	375.33	18.77	356.57
Inno-Tech	12,660.00	881.67	44.08	837.59
Insight Canada	1,140.00	79.39	3.97	75.42
Insulfab Plastics Inc.	1,500.00	104.46	5.22	99.24
Kissner Group	1,130.46	78.73	3.94	74.79
Magma Magnets FMG	71,405.04	4,972.81	248.64	4,724.17

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## First distribution to all unsecured creditors

July 22, 2010

(Note: Distribution to preferred creditors was made on June 7, 2010)

	Claim	Dividend	Levy	Payment
Matrix Technology Ltd.	518.61	36.12	1.81	34.31
Meyers Norris Penny LLP	17,773.84	1,237.81	61.89	1,175.92
Motion Industries Inc.	431.35	30.04	1.50	28.54
Nedco Division of Rexel Canada	254.85	17.75	0.89	16.86
Portage Electric Products Inc.	8,686.20	604.93	30.25	574.68
Praxair Distribution	396.46	27.61	1.38	26.23
Precimac Tool Ltd.	8,498.54	591.86	29.59	562.27
Reimer Experss Lines Ltd.	19,537.71	1,360.65	68.03	1,292.62
Rubberline Products Limited	897.20	62.48	3.12	59.36
Select Daily	1,081.97	75.35	3.77	71.58
Sinomag Technology co. Ltd.	32,847.78	2,287.60	114.38	2,173.22
Sutherland Schultz Inc.	367.50	25.59	1.28	24.31
Toledo Commutator Company	50,428.30	3,511.94	175.60	3,336.35
Tooltronic Inc.	543.03	37.82	1.89	35.93
Tory Tape Ltd.	832.49	57.98	2.90	55.08
Trow Associates Inc.	1,981.35	137.99	6.90	131.09
TST Overland Express	153.54	10.69	0.53	10.16
Union Gas	-	-	-	-
Vickers Warnick Ltd.	1,345.30	93.69	4.68	89.01
Weber Supply Company Inc.	2,675.68	186.34	9.32	177.02
WSIB	5,019.77	349.59	17.48	332.11
Zanett Commercial Solutions Inc.	42,097.86	2,931.79	146.59	2,785.20
<b>Total</b>	642,596.95	44,751.95	2,237.60	42,514.35
<b>Salaried Employees</b>				
Unsecured Vacation Pay	110,907.97	7,723.89	386.19	7,337.70
Termination and Severance	1,402,190.20	97,651.79	4,882.59	92,769.20
Health Benefits	312.11	21.74	1.09	20.65
<b>Total</b>	1,513,410.29	105,397.42	5,269.87	100,127.55

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**July 22, 2010**

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	<b>Claim</b>	<b>Dividend</b>	<b>Levy</b>	<b>Payment</b>
<b>Hourly Employees</b>				
Unsecured Vacation Pay				
CAW - Canada	159,066.98	11,077.79	553.89	10,523.91
Termination and Severance				
CAW - Canada	2,149,307.19	149,682.76	7,484.14	142,198.62
Health Benefits				
CAW - Canada	10,234.42	712.75	35.64	677.11
Total	<u>2,318,608.59</u>	<u>161,473.30</u>	<u>8,073.67</u>	<u>153,399.64</u>
<b>Pension Plan</b>				
PricewaterhouseCoopers Inc. Administrator of Non-Contributory Pension Plan, Registration # 0985952	4,127,440.00	287,444.53	14,372.23	273,072.31
Total	<u>\$ 8,602,988.63</u>	<u>\$ 600,000.00</u>	<u>\$ 30,000.00</u>	<u>\$ 570,000.00</u>