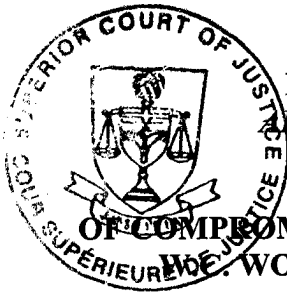


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) MONDAY, THE 26th
JUSTICE NEWBOULD) DAY OF OCTOBER, 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.
(together the "Applicants" or "W.C. Wood")**

ORDER

THIS MOTION, made by CIT Business Credit Canada Inc. ("CIT") in its capacity as agent for Bank of Montreal, CIT, Bank of Montreal Chicago Branch and the CIT Group/Business Credit, Inc. (collectively, the "Lenders") under an Accommodation and Debtor-In-Possession (DIP) Financing Agreement dated May 21, 2009 among CIT, the Lenders, and certain of the Applicants (the "Accommodation Agreement"), for an Order, *inter alia*, that the Applicants are at liberty to sign an asset purchase agreement with One Rock Capital Partners, LLC and directing BDO Dunwoody Limited (the "Monitor") to solicit liquidation proposals in respect of the Applicants' assets, was heard this day at 330 University Avenue, Toronto, Ontario.

ON CONSENT of the Applicants, the Lenders, Lincoln Partners Advisors LLC, Whirlpool Corporation, One Rock Capital Partners, LLC and the Monitor, no one else appearing on this Motion,

1. THIS COURT ORDERS that the Applicants shall be at liberty to sign the Asset Purchase Agreement with One Rock Capital Partners filed with the Court and attached as Exhibit "A" to the Affidavit of Joseph Angi, sworn October 26, 2009, as modified in accordance with the comments of the Monitor (the "APA"):

- (a) without prejudice to the rights and remedies of the DIP Lenders and subject to approval by the Monitor, which approval shall be provided by October 28, 2009;
- (b) the APA shall be firm, all conditions satisfied or waived, and the deposit received by the Monitor by November 13, 2009; and
- (c) there shall be no break fee except as set out below.

2. THIS COURT ORDERS that the Monitor is directed to solicit liquidation proposals at its sole discretion, subject to confidentiality considerations, by November 13, 2009. The Monitor shall not be required to publish notice of the liquidation in the newspapers or otherwise.

3. THIS COURT ORDERS that the Applicants shall continue in shut down mode and ongoing business activity (including employment during this period) shall be subject to the Monitor's approval. For greater certainty, the Applicants shall enter into no agreements or arrangements without the prior written consent of the Monitor. The Monitor shall act promptly to provide comments.

4. THIS COURT ORDERS that the parties attend before the Court on November 16, 2009 at which time, subject to further order of the Court:

- (a) if One Rock Capital Partners' APA is ready to close by November 27, 2009 without condition, with a \$500,000 deposit and is approved in form and substance by the Monitor and provides for the payout in full of the first priority DIP Lenders, it shall be approved; and

(b) if the above conditions are not met, the Monitor shall be appointed as Receiver by the Court on consent of those parties appearing today and shall proceed to seek approval of liquidation proposal(s) at that time.

5. THIS COURT ORDERS that if the APA is approved on November 16, 2009 and One Rock Capital Partners fails to close by November 27, 2009, its deposit shall be forfeited and the Monitor shall be appointed as Receiver by the Court on consent of the parties appearing today.

6. THIS COURT ORDERS that if liquidation proposal(s) are accepted because they offer greater value than the One Rock Capital Partners purchase price in the APA and if One Rock Capital Partners is ready and able to close in accordance with 4(a) above, One Rock Capital Partners shall be entitled to a break fee of four percent (4%) of the purchase price in the APA.

7. THIS COURT ORDERS that the stay shall be continued until November 16, 2009, however, subject to this order, the DIP Lenders shall not be stayed.



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

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

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

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")

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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