

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
CORPORATION, INC. AND W.C. WOOD HOLDINGS, INC.
(together the "Applicants")

**FOURTH REPORT OF BDO DUNWOODY LIMITED IN ITS CAPACITY AS
MONITOR**

Dated August 25, 2009

INTRODUCTION

1. By Order of this Honourable Court dated May 19, 2009 (the "Initial Order"), W.C. Wood Corporation Ltd., the Canadian operating company, and W.C. Wood Corporation, Inc., the United States operating company and parent of W.C. Wood Corporation, Ltd. (together the "Companies"), obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, ("CCAA Proceedings").
2. On May 25, 2009, this Honourable Court issued an amendment to the Initial Order (the "Amended Initial Order") adding W.C. Wood Holdings, Inc., the parent of Wood Corporation, Inc., to the CCAA Proceedings and approving a debtor in possession credit facility (the "DIP Facility") to be provided by the Applicants' current lenders in order to finance the working capital requirements of the Companies.
3. On May 29, 2009, the Monitor filed petitions with the United States Bankruptcy Court (the "US Court") for each of the Applicants for the entry of an order recognizing the Canadian Proceedings as "foreign main proceedings," or in the alternative, "foreign non-main proceedings" pursuant to Chapter 15 of the United States Bankruptcy Code.
4. On June 18, 2009, the US Court entered an Order recognizing the Canadian proceedings as foreign main proceedings, giving the Initial Order and the Amended Initial Order full force and effect in the US, including,
 - (a) approving of the DIP Facility; and

- (b) extending the stay of proceedings against the Monitor, the Applicants and the Applicants' former, current or future officers and directors in the US.
5. By Order of this Honourable Court dated June 19, 2009, revisions to the DIP Facility were approved and the stay period was extended until August 31, 2009.
6. The purpose of this Report is to:
- (a) seek this Honourable Court's approval of the Monitor's activities outlined in the First Report of the Monitor dated May 24, 2009 (the "First Report");
 - (b) seek this Honourable Court's approval of the Monitor's activities outlined in the Second Report of the Monitor dated June 16, 2009 (the "Second Report");
 - (c) seek this Honourable Court's approval of the Monitor's activities outlined in the Third Report of the Monitor dated July 28, 2009 (the "Third Report"); and
 - (d) seek this Honourable Court's approval of the Monitor's fees and disbursements as well as those of the Monitor's legal counsel.

APPROVAL OF REPORTS

7. The Initial Order directs and empowers the Monitor to report to the Court in respect of these proceedings at such times and intervals as the Monitor may deem appropriate.
8. The First Report, the Second Report and the Third Report, all filed with this Court, and the activities of the Monitor set out therein, require approval of this Court. Copies of the First Report, the Second Report and the Third Report are attached to this Report as Schedule "A", Schedule "B" and Schedule "C", respectively.

APPROVAL OF FEES

9. The Initial Order directs and empowers the Monitor to pass its accounts from time to time, and to include any necessary fees and disbursements of its legal counsel in the passing of its accounts.
10. The total fees and disbursements of the Monitor for the period from May 12, 2009 to August 14, 2009 amount to \$280,137.37 (excluding GST). Full particulars of the Monitor's fees and disbursements are set out in the Affidavit of Ken Pearl sworn on August 25, 2009 which is attached to this Report as Exhibit "D" (the

“Davidson Affidavit”). The Davidson Affidavit also contains particulars of hours spent, hourly rates, total fees and disbursements of the Monitor.

11. The total fees and disbursements incurred by the Monitor for services provided by Aird & Berlis as the Monitor’s legal counsel for the period from May 15, 2009 to August 22, 2009 amount to \$73,072.28 (excluding GST). Full particulars of Aird & Berlis’ fees and disbursements are reported the affidavit of Sam Babe sworn August 25, 2009 which is attached to this Report as Exhibit “E” (the “Babe Affidavit”). The Babe Affidavit also contains particulars of hours spent, hourly rates, total fees and disbursements by Aird & Berlis.

RECOMMENDATIONS

12. The Monitor respectfully recommends that this Honourable Court:
 - (a) grant an Order which provides for:
 - (i) approval of the First Report, the Second Report, the Third Report and this Report, and the action and activities of the Monitor as set out therein; and
 - (ii) approval of the Monitor’s accounts and those of its legal counsel as set out herein;

(THE REMAINDER OF THIS PAGE IS LEFT INTENTIONALLY BLANK)

Dated August 25, 2009

**BDO DUNWOODY LIMITED,
in its capacity as Court-Appointed Monitor of
W.C. WOOD CORPORATION, LTD.,
W.C. WOOD CORPORATION, INC. and
W.C. WOOD HOLDINGS, INC.
And not in its personal capacity**

Per:



**Ken Pearl
Vice President**