

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) MONDAY, THE 9th DAY
)
JUSTICE NEWBOULD) OF NOVEMBER, 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 AND
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 BDO Dunwoody Limited, solely in its capacity as monitor (the "Monitor") of W.C. Wood appointed pursuant to and Order made May 19, 2009 by the Honourable Justice Pepall, as amended by an Order dated May 25, 2009 and an Order dated August 28, 2009, for an order:

- (a) directing when and on what conditions Electrolux Major Appliances ("Electrolux") is to be given access to the W.C. Wood premises (the "Premises") to inspect the assets offered for sale by the Monitor in the liquidation proceedings held pursuant to the Order of the Honourable Justice Newbould made October 26, 2009 (the "Liquidation Process");

- (b) extending the deadline for submission of an offer from Electrolux in the Liquidation Process until 12:00 pm on November 23, 2009, and directing the Monitor to give notice of such extension to all interested parties;
- (c) protecting Confidential Appendix Number One to the Ninth Report of the Monitor (the "Confidential Appendix") until such time as a sale has been completed; and
- (d) extending the stay until November 30, 2009,

was heard on Thursday, November 5, 2009 at 330 University Avenue, Toronto, Ontario.

ON READING the Ninth Report and the exhibits thereto and the Confidential Appendix to the Ninth Report, and upon hearing submissions for counsel for the Monitor, counsel for W.C. Wood, counsel for CIT Business Credit Canada Inc. ("CIT", as agent for Bank of Montreal, CIT, Bank of Montreal Chicago Branch and the CIT Group/Business Credit, Inc.), counsel for One Rock Capital Partners ("One Rock"), counsel for Whirlpool Corporation, counsel for Electrolux and no one appearing for any other person on the service list, although properly served as appears from the affidavit of Paula Hoosain sworn November 4, 2009, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and is hereby abridged to the date of actual service and that the service, including the manner of service of the motion materials, be and is hereby approved and validated, that the motion is properly returnable today and that all parties entitled to notice of this motion have been properly served and further service thereof is hereby dispensed with.
2. **THIS COURT DIRECTS** that Electrolux not be permitted access to the Premises prior to noon on November 13th, or thereafter if One Rock has waived the conditions in its asset purchase agreement dated October 28, 2009 (the "One Rock APA") and provided the deposit required of it at that time and completes the sale as contemplated.

3. **THIS COURT DIRECTS** that, if the One Rock APA is terminated either because:
- (a) One Rock fails to waive its conditions or fails to have its deposit ready by 12:00 noon on November 13, 2009; or
 - (b) the One Rock offer is terminated by the Monitor in favour of a liquidation proposal on or before November 16, 2009,

then access to the Premises be granted to Electrolux to inspect the assets commencing no later than November 16, 2009.

4. **THIS COURT ORDERS** that, provided the One Rock APA is terminated as described in paragraph 3 above, the date for delivery to the Monitor of an offer from Electrolux be extended to 12:00 noon on Monday, November 23, 2009.

5. **THIS COURT DIRECTS** the Monitor, in the event of the circumstances set forth in paragraph 4 above, to notify all interested parties that, subject to the terms of this Order, the deadline for receipt of an Electrolux offer is extended and that the terms and conditions of sale are deemed to be amended accordingly, including, without limitation, amended such that the Monitor's acceptance of any liquidation proposal on or before November 16 shall be subject to the Monitor's review of any subsequent Electrolux offer.

6. **THIS COURT ORDERS** that the Confidential Appendix be protected until such time as W.C. Wood has completed the going concern sale of the W.C. Wood business to One Rock or the Monitor has completed the Liquidation Process.


7. **THIS COURT ORDERS** that the stay be extended until November 30, 2009.



G. Argyropoulos, Registrar
Superior Court of Justice

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AMENDED AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE AND ARRANGEMENT
OF W.C. WOOD CORPORATION, LTD., W.C. WOOD HOLDINGS INC. and W.C. WOOD
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Court File No.: CV-09-8194-00CL

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SUPERIOR COURT OF JUSTICE
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PROCEEDINGS COMMENCED AT TORONTO

ORDER

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