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

DATED AT TORONTO THIS 8th DAY OF December 20 09
FAIT À TORONTO LE 8th JOUR DE

ONTARIO

REGISTRAR

GREFFIER

SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.)

TUESDAY, THE 8TH

JUSTICE NEWBOULD)

DAY OF DECEMBER, 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.



AND IN THE MATTER OF SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY*
ACT, R.S.C. 1985 c. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF*
JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

ORDER

THIS MOTION, made by BDO Dunwoody Limited ("BDO") in its capacity as monitor of W.C. Wood Corporation, Ltd., W.C. Wood Holdings Inc. and W.C. Wood Corporation, Inc. (collectively, "W.C. Wood"), appointed pursuant to an Order made May 19, 2009 by the Honourable Madam Justice Peppal, as amended (the "Monitor"), and in its capacity as receiver of W.C. Wood, appointed pursuant to an Order made November 16, 2009 by the Honourable Madam Justice Peppal (the "Receiver"), for, *inter alia*, an order approving:

- (a) the Fifth Report of BDO to the Court, dated August 27, 2009 (the "Fifth Report"), filed;
- (b) the Sixth Report of BDO to the Court, dated September 24, 2009 (the "Sixth Report"), filed;

- (c) the Seventh Report of BDO to the Court, dated October 2, 2009 (the "Seventh Report"), filed;
- (d) the Eighth Report of BDO to the Court, dated October 21, 2009 (the "Eighth Report"), filed;
- (e) the Supplemental Report to the Eighth Report, dated October 25, 2009 (the "Supplemental Eighth Report"), filed;
- (f) the Ninth Report of BDO to the Court, dated November 4, 2009 (the "Ninth Report"), filed;
- (g) the Tenth Report of BDO to the Court, dated November 13, 2009 (the "Tenth Report"), filed;
- (h) the Eleventh Report of BDO to the Court, dated November 26, 2009 (the "Eleventh Report"), filed;
- (i) the Twelfth Report of BDO to the Court, dated December 4, 2009 (the "Twelfth Report"), filed;
- (j) the activities of the Monitor and/or Receiver, as applicable, described in each of the above reports; and
- (k) the fees and disbursements of the Monitor and Receiver, and its counsel,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report and the exhibits thereto, the Sixth Report and the exhibits thereto, the Seventh Report and the Exhibits thereto, the Eight Report and the exhibits thereto, the Supplemental Eight Report, the Ninth Report and the exhibits thereto, the Tenth Report, the Eleventh Report and the exhibits thereto, the Twelfth Report and the exhibits thereto, the Affidavit of Fees of Ken Pearl sworn December 4, 2009, filed and the Affidavit of Fees of Sam Babe sworn December 3, 2009, filed; and upon hearing submissions for counsel for BDO, counsel for W.C. Wood, counsel for CIT Business Credit Canada Inc., _____


and no one appearing for any other person on the service list, although properly served as appears from the affidavit of Sam Babe sworn December 4, 2009, filed:

1. THIS COURT ORDERS that the Fifth Report, the Sixth Report, the Seventh Report, the Eight Report, the Supplemental Eight Report, the Ninth Report, the Tenth Report, the Eleventh Report, and the Twelfth Report, and the activities of the Monitor and/or Receiver, as applicable, set out in each of those reports are hereby approved.
2. THIS COURT ORDERS that the fees and disbursements of BDO with respect to W.C. Wood for the period from August 15, 2009 to November 13, 2009, in the amount of CDN\$245,301.38 (excluding GST) and US\$14,447.08 be and the same are hereby approved.
3. THIS COURT ORDERS that the fees and disbursements of the Monitor's Ontario legal counsel, Aird & Berlis LLP, for the period from August 23, 2009 to November 13, 2009, in the amount of CDN\$118,717.98 (excluding GST) be and the same are hereby approved.
4. THIS COURT ORDERS that the fees and disbursements of the Monitor's Delaware legal counsel, Richards, Layton & Finger PA, for the period from May 19, 2009 to November 13, 2009, in the amount of US\$141,657.59 be and the same are hereby approved.



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

DEC 08 2009

PER / PAR: 

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. and W.C. WOOD CORPORATION INC.

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

AND IN THE MATTER OF SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985 c. B-3, AS
AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
PROCEEDINGS COMMENCED AT TORONTO

ORDER APPROVING FEES
& ACTIVITIES

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