

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

W.C. WOOD CORPORATION, LTD., *et al.*,

Foreign Applicants in Foreign Proceedings.

Chapter 15

Case No. 09-11893 (KG)

Jointly Administered

Re: D.I. No. 61

**ORDER GRANTING RECOGNITION OF ORDER OF ONTARIO  
COURT OF JUSTICE DATED NOVEMBER 16, 2009**

Upon consideration of the *Monitor's Motion for Recognition of Prospective Order of Ontario Court of Justice Either (i) Approving Sale of W.C. Wood's Assets as a Going Concern or (ii) Appointing Monitor as Receiver to Liquidate W.C. Wood's Estate* (the "**Motion**");<sup>1</sup> and it appearing that (i) the Court has jurisdiction over the matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code; (ii) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(N), (O), and (P); (iii) notice of this Motion and the opportunity for a hearing on this Motion was appropriate and no other further notice need be given; (iv) the relief requested is appropriate and necessary to effectuate the purposes of Chapter 15 and to protect the assets of W.C. Wood and the interests of their creditors; and (v) after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED AS FOLLOWS:

1. The "Receivership Order" entered by the Ontario Court on November 16, 2009, attached hereto as Exhibit 1, is hereby granted recognition and is given full force and effect in the United States.

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<sup>1</sup> All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

2. The Court recognizes BDO Dunwoody, Limited as the Receiver (the "Receiver") for W.C. Wood Corporation, Ltd., W.C. Wood Corporation Inc. and W.C. Wood Holdings Inc. (collectively, "WC Wood") and, in that capacity, as the new foreign representative of WC Wood.

3. To the extent that the Receiver sells, conveys, transfers, leases or assigns any property located within the United States pursuant to paragraph 4 or 5(k)(i) of the Receivership Order, no approval or recognition of this Court need be sought or obtained.

4. The liquidation procedures outlined in paragraphs 3, 4 and 6 of the Receivership Order are hereby recognized within the United States.

Dated: November 17, 2009  
Wilmington, Delaware

  
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THE HONORABLE KEVIN GROSS  
UNITED STATES BANKRUPTCY JUDGE