

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MADAM)	THURSDAY, THE 22 ND
)	
JUSTICE CONWAY)	DAY OF JULY, 2010

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

THIS IS TO CERTIFY THAT THIS DOCUMENT, EACH PAGE OF WHICH IS STAMPED WITH THE SEAL OF THE SUPERIOR COURT OF JUSTICE AT TORONTO, IS A TRUE COPY OF THE DOCUMENT ON FILE IN THIS OFFICE

LA PRÉSENT ATTESTE QUE CE DOCUMENT, DONT CHACUNE DES PAGES EST REVÊTUE DU SCEAU DE LA COUR SUPÉRIEURE DE JUSTICE À TORONTO, EST UNE COPIE CONFORME DU DOCUMENT CONSERVÉ DANS CE BUREAU

ORDER

DATED AT TORONTO THIS 22 DAY OF JULY 2010
FAIT À TORONTO LE JOUR DE Joanne Nicoara

Joanne Nicoara
Registrar, Superior Court of Justice
Greffier

REGISTRAR

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

- (a) approving the Fifteenth Report of BDO to the Court, dated July 12, 2010 (the "Fifteenth Report"), filed, and the activities of the Receiver described therein;
- (b) authorizing the destruction of certain employee records;

- (c) authorizing the Receiver to create reserves from the proceeds of the estate of Wood Canada for potential claims in respect of vacation pay and unremitted source deductions;
- (d) approving the distribution of a portion of the proceeds available in the estate of Wood US in satisfaction of amounts owing under the Whirlpool DIP Facility, as defined in the Order of the Honourable Justice Morawetz made June 18, 2009 (the “Whirlpool DIP Approval Order”);
- (e) approving certain payments in respect of professional fees incurred by W.C. Wood; and
- (f) approving the fees and disbursements of the Receiver, and its counsel,

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

ON READING the Fifteenth Report and the exhibits thereto, the Affidavit of Fees of Blair Davidson sworn July 12, 2010, filed and the Affidavit of Fees of Sam Babe sworn July 14, 2010, filed; and upon hearing submissions for counsel for BDO, _____, and no one appearing for any other person on the service list, although properly served as appears from the affidavit of Sam Babe sworn July 20, 2010, filed:

1. THIS COURT ORDERS that the Fifteenth Report, and the activities of the Receiver set out therein are hereby approved.
2. THIS COURT ORDERS that the Receiver be and the same is hereby authorized to destroy certain records of W.C. Wood pertaining to former employees of W.C. Wood, as more particularly described at paragraphs 64 to 66 of the Fifteenth Report.
3. THIS COURT ORDERS that the following reserves be provided for and payments be made and that such payments are hereby approved and that the Receiver is hereby authorized and instructed to make the following payments subject to the reserves provided for:
 - (a) a reserve from the proceeds of the disposition of assets of Wood Canada in the sum of \$200,000 in satisfaction of claims for unpaid vacation pay due to former employees of Wood Canada;

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DATED AT TORONTO THIS 22 DAY OF JULY 20 10
 FAIT À TORONTO LE 22 JOUR DE MOIS DE JUILLET 2010

REGISTRAR, Superior Court of Justice
 GREFFIER

REGISTRAR


GREFFIER

- (b) a reserve in the amount of US\$50,000 from the proceeds of the disposition of assets of Wood US for potential United States federal or state government claims in respect of unremitted payroll withholdings;
- (c) a payment to Service Canada from the proceeds of the disposition of the assets of Wood Canada in the approximate sum of \$500,000 in respect of claims for unpaid wages, etc., secured pursuant to Section 81.4 of the *Bankruptcy and Insolvency Act*, to which Her Majesty in right of Canada is subrogated pursuant to the *Wage Earner Protection Program Act*;
- (d) a payment from the proceeds of the disposition of assets of Wood US to Whirlpool Corporation of up to US\$400,000, in full satisfaction of the Whirlpool DIP Facility and the Whirlpool DIP Charge as defined in the Order of the Honourable Mr. Justice Morawetz made Thursday, the 18th day of June, 2009 in this proceeding;
- (e) a payment in the sum of \$105,405.56 to McCarthy Tetrault LLP from the proceeds of the Estate of W.C. Wood, such payment to be taken equally from the proceeds of the sale of assets of Wood Canada and Wood US;
- (f) a payment in the sum of \$175,000 in full satisfaction of the Administrative Charge created pursuant to the Initial Order, to McCarthy Tetrault LLP and to Kaye Scholer LLP, such payment to be allocated between McCarthy Tetrault and Kaye Scholer LLP on a pro-rata basis to the amount of their outstanding balances for accounts rendered to W.C. Wood for post filing services, calculated after the payment set forth at paragraph 3(c) herein, and with such payment to be made equally from the proceeds of the disposition of assets of Wood Canada and Wood US;

4. THIS COURT ORDERS that the Receiver's Statement of Receipts and Disbursements for the period from March 27, 2010 to June 30, 2010 be and the same is hereby approved.

5. THIS COURT ORDERS that the fees and disbursements with respect to W.C. Wood of BDO for the period from February 27, 2010 to June 4, 2010, and BDO's United States affiliate, Weber O'Brien Ltd., for the period from February 1, 2010 to April 13, 2010, in the amounts of CDN\$98,762.31 (excluding GST) and US\$1,508.50, respectively, be and the same are hereby approved.

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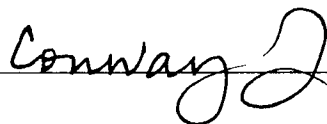
DATED AT TORONTO THIS 22 DAY OF JULY 20 10
 CAIT À TORONTO LE 22 JOUR DE JULY 20 10
 **Joanne Nicoara**
 Registrar, Superior Court of Justice

6. THIS COURT ORDERS that the fees and disbursements of the Receiver's Ontario legal counsel, Aird & Berlis LLP, for the period from February 23, 2010 to May 25, 2010, in the amount of CDN\$30,492.23 (excluding GST), be and the same are hereby approved.

7. THIS COURT ORDERS that the fees and disbursements of the Receiver's Delaware legal counsel, Richards, Layton & Finger PA, for the period from March 1, 2010 to May 31, 2010, in the amount of US\$20,326.32, be and the same are hereby approved.

8. THIS COURT ORDERS that the Receiver shall be at liberty to conduct a Claims Bar Process in accordance with a Claims Procedure Order made by this Court as of the date hereof, to determine the pre-filing claims, and, if necessary, the post-filing claims as against each of Wood Canada and Wood US for the purpose of distributing any surplus of the disposition of the assets of W.C. Wood firstly to the post-filing creditors, and any remaining surplus to the pre-filing creditors of Wood Canada and Wood US, with the amount of such surplus to be specified by further report of the Receiver to this Court prior to the date of distribution.

9. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



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


JUL 22 2010

PER / PAR: JSN

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DATE OF THE DATE THIS 22 DAY OF JULY 20 10
FAIT À TORONTO LE 22 JUILLET 2010

 REGISTRAR
Johanne Nicoara
Greffier
Superior Court of Justice

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

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SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDINGS COMMENCED AT TORONTO

ORDER

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