

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

In re:

W.C. WOOD CORPORATION, LTD., *et al.*,¹

Foreign Applicants in Foreign Proceedings.

Chapter 15

Case No. 09-11893 (KG)

Jointly Administered

Re Dkt #65

**ORDER GRANTING RECOGNITION OF ORDER OF ONTARIO
SUPERIOR COURT OF JUSTICE, DATED DECEMBER 8, 2009, APPROVING AND
AUTHORIZING AUCTION AND SALE OF ASSETS PURSUANT TO AGREEMENTS
BETWEEN RECEIVER AND ASSET ENGINEERING CORPORATION**

Upon consideration of the *Certification of Counsel Regarding Order Granting Recognition of Order of Ontario Superior Court of Justice, Dated December 8, 2009, Approving and Authorizing Auction and Sale of Assets Pursuant to Agreements Between Receiver and Asset Engineering Corporation*² 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)(K), (N), (O), and (P); (iii) venue of this proceeding in this District is proper pursuant to 28 U.S.C. § 1410; (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 (vi) after due deliberation and sufficient cause appearing therefore;

¹ The foreign debtors are W.C. Wood Holdings, Inc. (“Wood US”), W.C. Wood Corporation, Inc. (“Wood Holdings”), and W.C. Wood Corporation, Ltd. (“Wood Canada” and together with Wood Holdings and Wood US, the “Applicants” or “W.C. Wood”).

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the *Certification of Counsel Regarding Order Granting Recognition of Order of Ontario Superior Court of Justice, Dated December 8, 2009, Approving and Authorizing Auction and Sale of Assets Pursuant to Agreements Between Receiver and Asset Engineering Corporation*.

IT IS HEREBY ORDERED AS FOLLOWS:

ORDERED, that the Auction Order entered by the Ontario Court on December 8, 2009, attached hereto as Exhibit 1, is hereby granted recognition and is given full force and effect in the United States.

Dated: December 9, 2009
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE