

**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: D.I. 97

**ORDER GRANTING RECOGNITION OF JULY 22, 2010 ORDER OF ONTARIO
SUPERIOR COURT OF JUSTICE APPROVING AND AUTHORIZING SALE OF THE
SHARES OF W.C. WOOD S.A. de C.V. AND W.C. WOOD SERVICIOS S.A. de C.V.**

Upon consideration of the *Certification of Counsel Regarding Order Granting Recognition of July 22, 2010 Order of Ontario Superior Court of Justice Approving and Authorizing Sale of the Shares of W.C. Wood S.A. de C.V. and W.C. Wood Servicios S.A. de C.V.*;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").

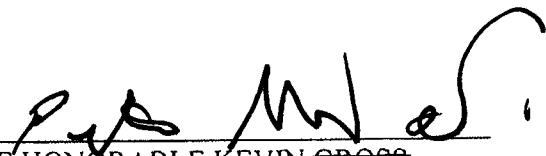
² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the *Certification of Counsel Regarding Order Granting Recognition of Order of Ontario Superior Court of Justice (Commercial List), Dated July 22, 2010, Approving and Authorizing Sale of the Shares of W.C. Wood S.A. de C.V. and W.C. Wood Servicios S.A. de C.V.*

IT IS HEREBY ORDERED AS FOLLOWS:

1. The Mexican Subsidiary Share Sale Order entered by the Ontario Court on July 22, 2010, attached hereto as Exhibit 1, is hereby granted recognition and is given full force and effect in the United States.

2. The Purchasers are hereby authorized to take such additional steps and execute such additional documents as may be necessary or desirable to reflect the transfer of the Purchased Shares (as that term is defined in the Mexican Subsidiary Share Sale Order) to the Purchasers free and clear of all Claims including, without limitation, filing termination statements in any jurisdictions in which Uniform Commercial Code financing statements have been filed against the Purchased Shares.

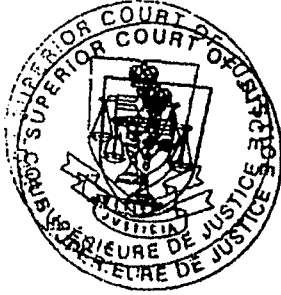
Dated: July 23, 2010
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

“Mexican Subsidiary Share Sale Order”



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM) TUESDAY, THE 22ND
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**

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
FILED IN THIS OFFICE

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

APPROVAL AND VESTING ORDER

FILED AT TORONTO THIS 32 DAY OF JULY 2010
À TORONTO LE JOUR DE Joanne Nicora

Registrar, Superior Court of Justice
GREFFIER

ISTRAR

THIS MOTION, made by BDO Canada Limited (formerly BDO Dunwoody Limited) in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of W.C. Wood Corporation, Ltd., W.C. Wood Holdings Inc. and W.C. Wood Corporation, Inc. (collectively, "W.C. Wood") for, *inter alia*, an order approving the sale (the "Transaction") of all the issued and outstanding shares of W.C. Wood S.A. de C.V. and W.C. Wood Servicios S.A. de C.V. (the "Purchased Shares"), as contemplated by an agreement of purchase and sale (the "Share Purchase Agreement") between the Receiver and Wood Mexico Holdings, LLC (collectively as vendors) and Jose Carlos Martinez Sepulveda and Victor Schimpf Perez (collectively, the "Purchasers") made as of July 16, 2010 and appended to the Supplementary Report to the Fifteenth Report to the Court of BDO Canada Limited, dated July 16, 2010 (the "Supplementary Report"), and vesting in the Purchasers W.C. Woods' and Wood Mexico Holdings, LLC's right, title and interest in and to the Purchased Shares, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifteenth Report to the Court of BDO Canada Limited dated July 12, 2010 and on reading the Supplementary Report and on hearing the submissions of counsel for the Receiver, counsel for the Purchasers, ~~_____~~ ^{BAC} 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 Receiver's Notice of Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and that the Share Purchase Agreement is commercially reasonable and in the best interests of W.C. Wood and its stakeholders. The execution of the Share Purchase Agreement by the Receiver is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Shares to the Purchasers.
3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchasers substantially in the form attached as Schedule A hereto (the "Receiver's Certificate"), all of W.C. Wood's and Wood Mexico Holdings, LLC's right, title and interest in and to the Purchased Shares described in the Share Purchase Agreement shall vest absolutely in the Purchasers, in accordance with the Share Purchase Agreement, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Madam Justice Pepall dated May 19, 2009, as amended; (ii) any encumbrances or charges created by the Order of the Honourable Madam Justice Pepall dated November 16, 2009, as amended; (iii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), the Uniform Commercial Code or any other personal property registry system (all of which are collectively referred to as the "Encumbrances") and, for greater certainty, this Court

THIS DOCUMENT IS A TRUE COPY OF THE ORIGINAL 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.

LE DOCUMENT EST UNE COPIE VÉRIFIÉE DU DOCUMENT ORIGINAL. CHAQUE PAGE EST REVÊTUE DU SCEAU DE LA COUR SUPÉRIEURE DE JUSTICE À TORONTO. EST UNE COPIE CONFORME DU DOCUMENT CONSERVÉ DANS CE BUREAU.

DATED AT TORONTO THIS 22 DAY OF JULY 20 10
FAIT À TORONTO LE _____ JOUR DE _____ ANNÉE _____

orders that all of the Encumbrances affecting or relating to the Purchased Shares are hereby expunged and discharged as against the Purchased Shares.

4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Shares shall stand in the place and stead of the Purchased Shares, and that from and after the delivery of the Receiver's Certificate all Claims shall attach to the net proceeds from the sale of the Purchased Shares with the same priority as they had with respect to the Purchased Shares immediately prior to the sale, as if the Purchased Shares had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

6. THIS COURT ORDERS that, notwithstanding:

(a) the pendency of these proceedings;

(b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of W.C. Wood or Wood Mexico Holdings, LLC and any bankruptcy orders issued pursuant to any such applications; and


(c) any assignment in bankruptcy made in respect of W.C. Wood or Wood Mexico Holdings, LLC;

the vesting of the Purchased Shares in the Purchasers pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of W.C. Wood or Wood Mexico Holdings, LLC and shall not be void or voidable by creditors of W.C. Wood or Wood Mexico Holdings, LLC, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it

I HEREBY 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 PRESENT ATTEST 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.

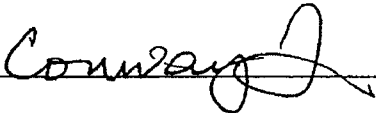
DATED AT TORONTO THIS 22 DAY OF JULY 2010
 FAIT À TORONTO LE _____ JOUR DE _____


 Joanne Nicozara
 Registrar, Superior Court of Justice

constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

8. 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 or in Mexico 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.



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

JUL 22 2010

PER / PAR: 

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 PRESENT ATTEST QUE CE DOCUMENT, DONT CHACUNE DES PAGES EST REVETUE DU SCAU DE LA COUR SUPERIEURE DE JUSTICE A TORONTO, EST UNE COPIE CONFORME DU DOCUMENT CONSERVE DANS CE BUREAU

DATED AT TORONTO THIS 22 DAY OF JULY 20 10
FAIT A TORONTO LE JOUR DE

Joanne Nicoara


REGISTRAR

Registrar, Superior Court of Justice

Schedule A – Form of Receiver's Certificate

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

RECEIVER'S CERTIFICATE

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 PRESENT ATTESTE QU'
DOCUMENT, DONT CHAC
DES PAGES EST REVÊTU
DU SCAU DE LA COUR SUPÉRI
EURE DE JUSTICE À TORONTO, EST
UNE COPIE CONFORME DU DOCUM
ENT DÉPOSÉ DANS CE BUREAU

RECITALS

DATED AT TORONTO THIS 22 DAY OF JULY 20
FAIT À TORONTO LE JOUR DE
Joanna Nicoara
REGIS. HAF Registrar, Superior Court of Just
GREFFIER

- A. Pursuant to an Order of the Honourable Justice Pepall of the Ontario Superior Court of Justice (the "Court") dated November 16, 2009, as amended, BDO Canada Limited (or BDO Dunwoody Limited, as it was then known) was appointed as the receiver (the "Receiver") of the undertaking, property and assets of W.C. Wood Corporation, Ltd., W.C. Wood Holdings Inc. and W.C. Wood Corporation, Inc. (collectively, the "W.C. Wood").
- B. W.C. Wood Corporation, Inc. is the sole shareholder of Wood Mexico Holdings, LLC.
- C. Pursuant to an Order of the Court dated July 22, 2010, the Court approved the share purchase agreement made as of July 16, 2010 (the "Share Purchase Agreement") between the Receiver and Wood Mexico Holdings, LLC (collectively as vendors) and Jose Carlos Martinez Sepulveda and Victor Schimpf Perez (collectively, the "Purchasers") and provided for the vesting in the Purchasers, in accordance with the Share Purchase Agreement, of W.C. Wood's and Wood Mexico Holdings, LLC's right, title and interest in and to the Purchased Shares, which vesting is to be effective with respect to the Purchased Shares upon the delivery by the Receiver to the

Purchasers of a certificate confirming (i) the payment by the Purchasers of the Purchase Price for the Purchased Shares; (ii) that the conditions to Closing as set out in Article III of the Share Purchase Agreement have been satisfied or waived by the Receiver and the Purchasers; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Share Purchase Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchasers have paid and the Receiver has received the Purchase Price for the Purchased Shares payable on the Closing Date pursuant to the Share Purchase Agreement;
2. The conditions to Closing as set out in Article III of the Share Purchase Agreement have been satisfied or waived by the Receiver and the Purchasers; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ on _____, 2010.

BDO CANADA LIMITED, in its capacity as Receiver of the undertaking, property and assets of W.C. Wood Corporation, Ltd., W.C. Wood Holdings Inc. and W.C. Wood Corporation, Inc., and not in its personal capacity


Per: _____

Name:

Title:

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 PRESENT ATTESTE QUE CE DOCUMENT, DONT CHACUNE DES PAGES EST REVETUE DU SCEAU DE LA COUR SUPERIEURE DE JUSTICE A TORONTO, EST UNE COPIE CONFORME DU DOCUMENT CONSERVE DANS CE BUREAU
---	--

DATED AT TORONTO THIS 22 DAY OF JULY 2010
FAIT A TORONTO LE _____ JOUR DE _____



Registrar, Superior Court of Justice
GREFFIER

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.
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

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDINGS COMMENCED AT TORONTO

ORDER

AIRD & BERLIS LLP
Barristers and Solicitors
BCE Place
Suite 1800, Box 754
181 Bay Street
Toronto, Ontario M5J 2T9
Tel: 416.863.1500
Fax: 416.863.1515

D. Robb English – LSUC #19862F 1B
Sam Babe – LSUC # 49498 B

Tel: 416.863.1500
Fax: 416.863.1515

Lawyers for the Monitor and Receiver,
BDO Canada Limited