

**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. 99

**ORDER GRANTING RECOGNITION OF JULY 22, 2010 GENERAL ORDER OF
ONTARIO SUPERIOR COURT OF JUSTICE**

Upon consideration of the *Certification of Counsel Regarding Order Granting Recognition of July 22, 2010 General Order of Ontario Superior Court of Justice* (the “**General Order**”);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;

IT IS HEREBY ORDERED AS FOLLOWS:

1. The General 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.

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 General Order.

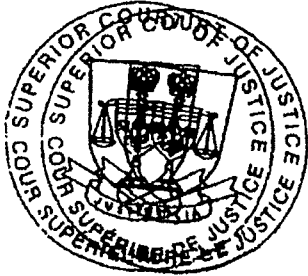
2. The Receiver is authorized to destroy records of W.C. Wood pertaining to former employees of W.C. Wood in accordance with the General Order.

3. The Receiver is authorized to make distributions set forth in ¶3 of the General Order and make payments to the Receiver and its Counsel as set forth in the General Order.

Dated: July 23, 2010
Wilmington, Delaware


THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1
“General Order”



ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MADAM) THURSDAY, 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

THIS IS TO CERTIFY THAT THIS
DOCUMENT, EACH PAGE OF
WHICH IS STAMPED WITH THE
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TRUE COPY OF THE DOCUMENT
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ORDER

FILED AT TORONTO THIS 22 DAY OF JULY 2010
AT TORONTO LE 22 JOUR DE JUIN 2010
Joanna Nicorau
Registrar Superior Court of Justice
GISHAK

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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Registrar, Superior Court of Justice

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- (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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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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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JUL 22 2010

PER / PAR: *JSN*

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DATE / DATE DE L'ENTREE 22 JUIL 2010
FAIT A TORONTO

JSN Superior Court of Justice

**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.
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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

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BDO Canada Limited**