

**ONTARIO
SUPERIOR COURT OF JUSTICE
[COMMERCIAL LIST]**

THE HONOURABLE)
JUSTICE SPENCE)

THURSDAY THE 20TH DAY
OF FEBRUARY, 2014

BANK OF MONTREAL

Applicant

- and -

**NFC ACQUISITION GP INC., NFC ACQUISITION CORP.,
NFC ACQUISITION L.P., NEW FOOD CLASSICS and
NFC LAND HOLDINGS CORP.**

Respondents

ORDER

THIS MOTION made by FTI Consulting Canada Inc., in its capacity as court-appointed receiver (the “**Receiver**”) of all of the assets, undertakings and properties of NFC Acquisition GP Inc., NFC Acquisition L.P., NFC Acquisition Corp., New Food Classics and NFC Land Holdings Corp (collectively, “**NFC**”) for an order, *inter alia*, directing the Receiver to effect one or more interim distributions from the proceeds of the receivership to Bank of Montreal (“**BMO**”), the details of which are more particularly set out in the seventh report of the Receiver, dated February 13, 2014 (the “**Seventh Report**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Seventh Report and the appendices thereto, filed; and, on hearing the submissions of counsel for the Receiver and Bank of Montreal, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service of Karin Schwarz sworn February 13, 2014, filed:

✓
counsel for certain directors
+ officers + counsel
for
Edgestone
Capital
Partners
independent directors
of
NFC
✓

Service

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record herein be and is hereby abridged and the service thereof validated so that the motion is properly returnable today.

Activities of the Receiver

2. **THIS COURT ORDERS** that the Sixth Report dated October 17, 2013, and the Seventh Report be and are hereby accepted, and the activities of the Receiver described therein be and are hereby approved.

Interim Distributions to BMO

3. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to make an interim distribution or distributions to BMO on account of the indebtedness of NFC to BMO from the proceeds in the receivership estate of NFC held by the Receiver in the amount of \$9,533,652 subject to any additional holdback(s) as the Receiver in consultation with BMO may deem appropriate in the circumstances.

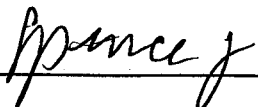
Directors' Charge

4. **THIS COURT ORDERS** that the Directors' Charge (as defined in the Initial Order dated January 17, 2012, made in NFC's proceedings under the *Companies' Creditors' Arrangement Act*, R.S.C., 1985, c. C-3, as amended bearing Court file no. CV12-9554-00CL and recognized and preserved in these proceedings by Order of the Court appointing the Receiver dated February 22, 2012) be and is hereby reduced to \$163,366.57.

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

FEB 20 2014

NB



IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF NFC
ACQUISITION GP INC., NFC ACQUISITION CORP. AND NFC LAND HOLDINGS CORP.

Court File No: CV12-9554-00CL

Ontario
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

INTERIM DISTRIBUTION ORDER

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Solicitors for FTI Consulting Canada Inc.,
RECEIVER OF THE ASSETS, PROPERTY
AND UNDERTAKINGS OF NFC
ACQUISITION GP INC., NFC ACQUISITION
CORP., NFC LAND HOLDINGS CORP., NFC
ACQUISITION L.P. AND NEW FOOD
CLASSICS