

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.

)

WEDNESDAY, THE 22nd DAY

)

JUSTICE BROWN

)

OF FEBRUARY, 2012

**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.**

ORDER

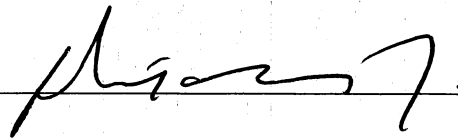
THIS MOTION made by Bank of Montreal ("**BMO**") for an Order, *inter alia*:

- (a) Abridging the time for service of the materials herein, if necessary, and validating service thereof;
- (b) Granting BMO leave to bring a receivership application;
- (c) Lifting the stay of proceedings in order to permit BMO to proceed with an application to appoint FTI Consulting Canada Inc. ("**FTI**") as receiver of all of the property, assets, and undertaking of New Food Classics ("**NFC**" or the "**Company**"), NFC Acquisition L.P., NFC Acquisition GP Inc., NFC Acquisition Corp., NFC Land Holdings Corp., and (collectively, the "**NFC Entities**") pursuant to s. 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "**BIA**") and s. 101 of the *Court of Justice Act*, R.S.O. 1990, c. C-43 (the "**CJA**");

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

ON READING the Affidavit of L.M. Junior Del Brocco sworn February 21, 2012, the Affidavit of Brian Cram, sworn February 10, 2012, and the Affidavit of Brian Cram, sworn January 16, 2012, and the exhibits thereto, and the Pre-Filing Report of FTI dated January 16, 2012, the Second Report to Court of FTI dated February 13, 2012I, and the Third Report to Court of FTI dated February 21, 2012, and the Appendices thereto, filed, and on hearing the submissions of counsel for BMO, counsel for the NFC Entities, and counsel for FTI, and such other parties in attendance at the hearing as indicated on the Counsel Slip, no one appearing for any other party although duly served as appears from the Affidavit of Service of Fiorella Sasso, sworn February 22, 2012;

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that leave be and is hereby granted to BMO to proceed with a receivership application in respect of the NFC Entities.
3. **THIS COURT ORDERS** that the stay of proceedings in favour of the NFC Entities no longer operates in respect of BMO and BMO is hereby authorized to proceed with a receivership application in respect of the NFC Entities.



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

FEB 22 2012

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(PROCEEDING COMMENCED AT TORONTO)

ORDER

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