

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

THE HONOURABLE
JUSTICE PATTILLO

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FRIDAY, THE 14th DAY
OF DECEMBER, 2012

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 fourth report of the Receiver, dated December 4, 2012 (the “**Fourth Report**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Fourth Report and the appendices thereto, filed; and, on hearing the submissions of counsel for the Receiver and Bank of Montreal,

*✓
, Edgestone Capital Partners*

no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service of Anna Stitt sworn December 11, 2012, filed:

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 activities of the Receiver as described in the Fourth Report, be and are hereby accepted and approved.

Fees of the Receiver and Counsel

3. **THIS COURT ORDERS** that the fees in the amount of \$501,559.00 and disbursements in the amount of \$7,058.78 (plus applicable taxes of \$66,120.26, for a total of \$574,737.64) of FTI Consulting Canada, Inc., in its capacity as Receiver, for the period between February 22, 2012, and October 31, 2012, as set out in the Receiver's Fourth Report and the Affidavit of Paul Bishop, sworn November 28, 2012, appended thereto, are hereby approved.

4. **THIS COURT ORDERS** that the fees in the amount of \$411,785.50, and disbursements in the amount of \$8,534.27 (plus applicable taxes of \$54,492.63, for a total of \$474,812.40) of Fasken Martineau DuMoulin LLP, in its capacity as counsel to the Receiver for the period between February 17, 2012, and September 30, 2012, as set out in the Receiver's Fourth Report and the Affidavit of Edmond Lamek sworn November 22, 2012, appended thereto, are hereby approved.

Interim Distributions to BMO

5. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to enter into a Reimbursement Agreement with BMO, substantially in the form attached as Appendix "G" to the Fourth Report (the "**Reimbursement Agreement**").

6. **THIS COURT ORDERS** that, subject to the terms of the Reimbursement Agreement, 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 (the "**Interim Distribution Amounts**") from the proceeds in the Receiver's hands in the following amounts: (a) \$6,000,000; plus, (b) the amount, if any, by which the \$3,000,000 CCAA Directors' Charge exceeds the aggregate face amount of all Director's Charge claims filed with the Receiver on or before the Directors' Charge claims bar date (to be established on a motion to be heard on at or about the same time as the within motion, in conjunction with the termination of the NFC CCAA Proceedings), as such excess amount is determined by the Receiver following the Directors' Charge claims bar date.

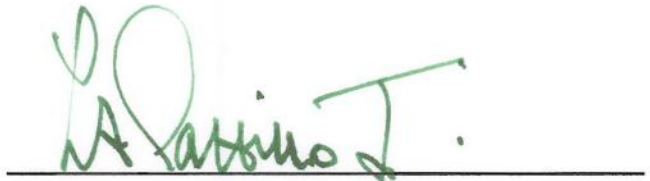
Distribution to the Canadian Commercial Workers Industry Pension Plan

7. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute to the Canadian Commercial Workers Industry Pension Plan the sum of \$17,407.92 in respect of pension contribution arrears outstanding and owing by NFC as at February 22, 2012, in accordance with section 81.6 of the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3.

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



DEC 14 2012



BANK OF MONTREAL, Applicant

v.

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

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

Proceedings commenced in Toronto

ORDER

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in its capacity as Court-Appointed Receiver.