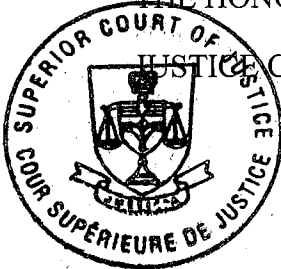


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**



THE HONOURABLE MADAM)
JUSTICE CHIAPPETTA)

MONDAY, THE 22nd DAY OF
OCTOBER, 2018

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
(Receiver’s Discharge Order)**

THIS MOTION made by FTI Consulting Canada Inc. (“**FTI**”), in its capacity as court-appointed receiver (the “**Receiver**”), of all of the assets, undertakings and properties (together, the “**NFC Assets**”) of NFC Acquisition GP Inc., NFC Acquisition Corp., NFC Acquisition L.P., New Food Classics and NFC Land Holdings Corp. (together, “**NFC**”), for an Order, *inter alia*, (i) approving the Eleventh Report of the Receiver dated October 11, 2018 (the “**Eleventh Report**”) and the Receiver’s conduct and activities described therein, (ii) approving the fees and disbursements of the Receiver and the Receiver’s counsel, Borden Ladner Gervais LLP, WeirFoulds LLP, and DLA Piper (Canada) LLP and, (iii) subject to the Receiver’s completion of any remaining activities necessary for the completion of its mandate and upon filing a discharge certificate with the Court (the “**Discharge Certificate**”), discharging the Receiver and releasing FTI from any and all further obligations as Receiver as set out in paragraph 7 of this Order, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Eleventh Report and the appendices thereto and on hearing the submissions of counsel for the Receiver and Bank of Montreal (“**BMO**”), no one else appearing although duly served as appears from the affidavit of service of Danny Nunes sworn October 16, 2018, filed:

SERVICE

1. **THIS COURT ORDERS** that the motion is properly returnable today and that the service of the Notice of Motion and Motion Record herein as effected by the Receiver is hereby validated in all respects and this Court hereby dispenses with further service thereof.

APPROVAL OF ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that the Eleventh Report and the activities of the Receiver set out therein are hereby approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Eleventh Report and the fee affidavits of Paul Bishop sworn October 11, 2018, Matti Lemmens sworn May 18, 2018 and Edmond Lamek sworn October 11, 2018 appended to the Eleventh Report, are hereby approved.

APPROVAL OF PROPOSED FINAL BMO DISTRIBUTION

4. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to make a final distribution 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 up to \$706,000, net of the Receiver’s fees and disbursements to complete the administration of the receivership proceedings.

DESTRUCTION OF PAPER BOOKS AND RECORDS

5. **THIS COURT ORDERS** that the Receiver is hereby authorized to destroy all of NFC’s paper books and records in the Receiver’s possession prior to the Receiver’s filing of the Discharge Certificate attached hereto as Schedule “A”.

RECEIVER'S DISCHARGE

6. **THIS COURT ORDERS** that upon completion of those matters necessary to complete the administration of the receivership proceedings and upon the Receiver filing the Discharge Certificate, the Receiver shall be discharged as Receiver of the NFC Assets, provided however that notwithstanding its discharge herein, (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of FTI in its capacity as Receiver.

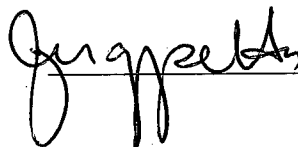
7. **THIS COURT ORDERS AND DECLARES** that FTI is hereby released and discharged from any and all liability that FTI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of FTI while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, FTI is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the proceedings before the Court of Queen's Bench of Alberta having file numbers 1501-09371 and 1601-04148.

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 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 specifically 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:

OCT 22 2018

PER / PAR:



Schedule "A"

Court File No.: CV12-9616-00CL

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

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

RECEIVER'S DISCHARGE CERTIFICATE

1. Pursuant to an application by Bank of Montreal under 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, and the Order of the Honourable Mr. Justice Brown of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated February 22, 2012 (the "**Appointment Order**"), FTI Consulting Canada Inc. ("**FTI**") was appointed as Receiver, without security, of the assets, undertakings and properties of NFC Acquisition GP Inc., NFC Acquisition Corp., NFC Acquisition L.P., New Food Classics and NFC Land Holdings Corp. (together, "**NFC**").
2. Pursuant to an Order of the Court dated October 22, 2018 (the "**Discharge Order**"), FTI was to be discharged as Receiver effective upon the filing by the Receiver with the Court of a certificate confirming that all matters attended to in connection with the receivership have been completed to the satisfaction of the Receiver.
3. Unless otherwise indicated herein, defined terms shall have the meanings ascribed to them in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. All matters to be attended to in connection with the receivership of NFC have been completed to the satisfaction of the Receiver.
2. This Certificate was filed by the Receiver with the Court on the ♦ day of ♦, 2018.

FTI Consulting Canada Inc., in its capacity as the Receiver of the property, assets and undertaking of New Food Classics et al.

Name:

Title:

BETWEEN:

BANK OF MONTREAL

- and -

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

Applicant

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

**ORDER
(Receiver's Discharge)**

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Lawyers for the Receiver