

ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]

THE HONOURABLE ) THURSDAY THE 19TH DAY  
JUSTICE BROWN ) OF APRIL, 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

APPROVAL AND VESTING ORDER

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertakings, property and assets of NFC ACQUISITION GP INC., NFC ACQUISITION CORP., NFC ACQUISITION L.P., NEW FOOD CLASSICS AND NFC LAND HOLDINGS CORP (collectively, the “**Debtors**”), for, *inter alia*, an order approving the transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Receiver and Counsel McIntyre Ltd. (“**Counsel McIntyre**” or the “**Purchaser**”) dated April 12, 2012, and appended to the second report of the Receiver dated April 12, 2012 (the “**Second Report**”), and vesting in the Purchaser, the Debtors’ right, title and interest in and to the “Purchased Assets” as defined in the Sale

Agreement (the “**Purchased Assets**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report and on hearing the submissions of counsel for the Receiver, Bank of Montreal and Counsel McIntyre [no one appearing for any other person on the service list], although properly served as appears from the affidavit of service of Caitlin Fell sworn April 12, 2012, and filed:

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.

2. THIS COURT ORDERS AND DECLARES that the Transaction and the terms therein is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver’s certificate to the Purchaser substantially in the form attached as **Schedule “A”** hereto (the “**Receiver’s Certificate**”), all of the Debtors’ right, title and interest in and to the Purchased Assets, including but not limited to, those assets listed in **Schedule “B”** hereto, shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or

monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Orders made in Court File No. CV12-9554-00CL dated January 16, 2012 and February 16, 2012, and by the Court in this proceeding on February 22, 2012; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Saskatchewan), the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the “**Encumbrances**”) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. THIS COURT ORDERS that title to each Commission Asset and Spare Part (as those terms are defined in the Sale Agreement) sold by auction and/or sale conducted by the Purchaser in accordance with the Sale Agreement shall, upon receipt by Counsel McIntyre of the purchase price there for, vest absolutely in such purchaser free and clear of and from any and all Claims and Encumbrances and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Commission Assets and Spare Parts are hereby expunged and discharged as against the Commission Assets and the Spare Parts.

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets and the Receiver’s portion of the net proceeds from the auction and/or sale of the Commission Assets and Spare Parts shall stand in the place and stead of the Purchased Assets, the Commission Assets and the Spare Parts respectively, and that from and after the delivery of the Receiver’s Certificate, all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets,

the Commission Assets and the Spare Parts with the same priority as they had immediately prior to the sale, as if the Purchased Assets, the Commission Assets, and the Spare Parts had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

7. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors;

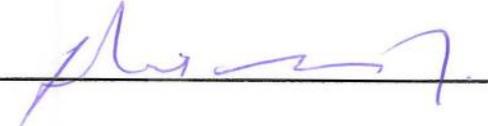
the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT ORDERS that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

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.

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

 APR 19 2012

  
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**Schedule A – Form of Receiver’s Certificate**

Court File No. CV-12-9616-00CL

**BANK OF MONTREAL**

Applicant

- and -

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

Respondent

**RECEIVER’S CERTIFICATE**

**RECITALS**

- A. Pursuant to an Order of the Ontario Superior Court of Justice (the “**Court**”) dated February 22, 2012 (the “**Appointment Order**”), FTI Consulting Canada Inc. was appointed as the receiver (the “**Receiver**”) of the undertaking, property and assets of NFC Acquisition GP Inc., NFC Acquisition L.P., NFC Acquisition Corp., New Food Classics and NFC Land Holdings Corp. (the “**Debtors**”).
- B. Pursuant to an Order of the Court dated April 19, 2012, the Court approved the agreement of purchase and sale made as of April 12, 2012 (the “**Sale Agreement**”) between the Receiver and Counsel McIntyre Ltd. (the “**Purchaser**”) and provided for the vesting of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 6 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

**THE RECEIVER CERTIFIES** the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;

2. The conditions to Closing as set out in Article 6 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at [TIME] on [DATE].

**FTI Consulting Canada Inc.**, solely in its capacity as court-appointed receiver 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.**, and not in its personal or corporate capacity

By: \_\_\_\_\_  
Name:  
Title:

**Schedule B – Purchased Assets**

“Purchased Assets” is defined in the Sale Agreement as all of the Company’s right, title and interest in, to and under, or relating to, all of the Company’s machinery, equipment and tools located at the Saskatoon Premises and the St. Catharines Premises including, without limitation, the assets listed in Schedule “B” to the Sale Agreement but specifically excluding the Spare Parts and the Commission Assets as defined therein.

Schedule “B” of the Sale Agreement comprises of:

**Assets Located at the St. Catharines Facility  
15 – 17 Seapark Drive  
St. Catharines, ON L2M 6S5**

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
1	1	<b>Hydracraft Hydraulics Stainless Steel Bucket Lift</b> s/n 23B-00292 400 lb. cap
2	1	<b>Weiler “1612B” Frozen Meat Block Grinder</b> s/n 94127 150 hp, CO2 injection
3	2	<b>Boldt “SC1411-3” 12” D x 12’ L Stainless Steel Portable Augars</b> s/n N/A & 79523 w/ Motor Drive
4	1	<b>Weiler “MG1109/M360A” Meat Grinder</b> s/n N/A w/ CO2 Injection, 2000 Lb. Cap.
5	2	<b>Hobart “4356” Meat Grinders</b> s/n B286-007 & 63880L w/ 500 Lb. Cap., CO2 Injection
6	1	<b>Hobart “4356-A” Meat Grinder</b> s/n 27-031-122 w/ 500 Lb. Cap., CO2 Injection, 20 Hp.
7	1	<b>Hobart “4356-G” Meat Grinders</b> s/n 1610580 w/ 500 Lb. Cap.
8	1	<b>Food Equipment “814” Processing Mixer</b> s/n 255 w/ 2000 Lb. Cap.

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
9	1	<b>Weiler Grinder/Mixer</b>
10	2	<b>Safeline Metal Detectors w/ Inclineable Plastic Link Belt Conveyors</b>
11	1	<b>Stainless Steel Wrapping Table</b>
12	1	<b>Saturn Digital Platform Scale</b> Platform 36" x 36"
13	1	<b>Cardinal "205" Bench Top Digital Scale</b>
14	13	<b>Sections of Pallet Racking</b> 42" x 16'
15	1	<b>8 Step Rolling Ladder</b>
16	1	<b>Stainless Steel Incline 12" x 10' Portable Augar</b>
17	Qty	<b>Stainless Steel Frame Plastic Link Belt Conveyors</b>
18	1	<b>Toledo "PTHN" Digital Platform Scale</b> s/n 5029788 36" x 36" Platform
19	Qty	<b>Stainless Steel Meat Tubs</b> w/ 400 Lb. Cap.
20	1	<b>Champ "1800" Stainless Steel Cheese Slicer</b> s/n 5696
21	1	<b>Hobart/Colin Young Meat Grinder Converted to Cheese Grinder</b> s/n 4356 w/ 500 Lb. Cap.
22	1	<b>Rice Lake "IQ-355-2A" Stainless Steel Digital Platform Scale</b> s/n 124154 w/ 18" x 24" Platform, 75 Kg cap.
23	1	<b>Custom Stainless Steel Electric Meat Bucket Lifter/Dumper</b> w/ 400 Lb. Cap.
24	1	<b>Formax "PFM-19" Patty Forming Machine</b> s/n 514
25	1	<b>Repack "11R04-00969" Vacuum Packaging Machine</b> s/n 206007
26	1	<b>Nordale "MK 11" Box Folding &amp; Gluing Machine</b> s/n MK11E1297
27	1	<b>Domino "DPX500" Laser Coder</b> s/n 082231-0101

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
28	1	<b>BEL "505" Box Taper/Closer</b> s/n 505-6150
29	1	<b>Interpak "USA20245S" Box Taper/Closer</b> s/n CMO120SC07
30	1	<b>CMP S-Shape Stainless Steel Frame w/ Nylon Belt Conveyor</b>
31	1	<b>Stein "HPF1144045G" Deep Fryer</b> s/n 462 Hydraulically Operated, Stein SF-11 Filter s/n 248, 40 Hp., Hydraulic System, Stein Hpp 70-160 Hydraulic Power Pack s/n 443 – 70 Hp., 60" Dia. X 60" High Stainless Steel Tank
32	1	<b>Safeline Metal Detector w/ Conveyor</b>
33	1	<b>Stainless Steel Conveyors w/ Steel Mesh Belts</b> 20" x 116"
34	1	<b>Stainless Steel Conveyors w/ Nylon Mesh Belts</b>
35	1	<b>Stainless Steel Conveyors w/ Nylon Mesh Belts</b> 40" x 10' – Corner
36	1	<b>Stainless Steel Conveyors w/ Nylon Mesh Belts</b> 20" x 10' - Corner
37	1	<b>Stainless Steel Conveyors w/ Nylon Mesh Belts</b> 40" x 60" Section
38	1	<b>Stainless Steel Conveyors w/ Nylon Mesh Belts</b> 48" x 10' Section
39	1	<b>Stainless Steel Conveyors w/ Nylon Mesh Belts</b> 40" x 10' Section
40	1	<b>Bridge "LL96" Stainless Steel Metal Bucket Lifter/Bucket</b> s/n 27288-EM
41	1	<b>Bridge Rotary "Titan-4D" Meat Ball Roll Former</b> s/n 25217-1A w/ 4 Depositing Heads
42	1	<b>Bridge Rotary "BT004" Meat Ball Roll Former</b> s/n 26006NR
43	2	<b>Formax "PFM-19" Patty Forming Machines</b> s/n 306 & 428
44	1	<b>Formax "PFM-6" Portable Patty Forming Machine</b> s/n 323
45	5	<b>Safeline Pass Through Metal Detector</b>

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
46	2	<b>Stainless Steel Frame Nylon Link Belt Conveyors</b>
47	1	<b>Hydracraft Hydraulics Stainless Steel Bucket Lifter</b>
48	1	<b>Barron Industries "Grill IT 12Z2" Gas Fires Grilling Oven</b> s/n 12X2-2-C 21' Long x 32" wide
49	1	<b>Barron Industries "Grill IT 12Z2" Gas Fires Grilling Oven</b> s/n 12X2-2-C 21' Long x 32" wide
50	1	<b>JSO/Stein "4022" Jet Steam Oven</b> s/n 544 w/ Gas Burner, 22" Long x 40" Wide
51	1	<b>Koppens HLT8000/1000 Oven</b> s/n HLT8000/1000-153 w/ Allen Bradley Controls, 40" wide x 40' Long estimated
52	1	<b>Stein "CM40" Char Marker</b> s/n 161
53	1	<b>Heat &amp; Control "MPO-D-4021" Multi-purpose Oven</b> s/n 186272 w/ 25' Long x 40" wide
54	1	<b>Nitro Drip Curstflow Nitrogen Emmersion System</b> w/ Allen Bradley Control
55	1	<b>Sauce Enrobing Conveyor w/ Wire Mesh Conveyor</b>
56	1	<b>CMP Stainless Steel Frame w/ Nylon Belt Conveyor</b> 30" x 12' Section
57	1	<b>CMP Stainless Steel Frame w/ Nylon Belt Conveyor</b> Corner Section
58	1	<b>CMP Stainless Steel Frame w/ Nylon Belt Conveyor</b> Pocket Paddle Type Section
59	2	<b>Axiom 6 Station Packing Conveyors</b>
60	1	<b>CMP Stainless Steel Frame w/ Nylon Belt Conveyor</b> 40" x 12' Corner
61	1	<b>CMP Stainless Steel Frame w/ Nylon Belt Conveyor</b> 20" x 50" Length
62	1	<b>Capitalisati Scoring Machine</b>
63	1	<b>Triangle Packaging "A612F2RN" Form Fill and Seal Machine</b>

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
		s/n 119390 Vibratory Infeed Conveyor, 6 Position Scale, Allen Bradley Control
64	1	<b>Kamflex "V810" Vertical Bucket Conveyor</b> s/n 20001118
65	1	<b>Waukesha "030" Sauce Tanks, Pumps and Agitator</b> s/n 32226902
66	2	<b>Frigoscandia "GS16N-08-18-12NSCR" Spiral Freezers</b> s/n 8767 & 10573
67	1	<b>Wire Mesh Conveyor 30" x 20'</b>
68	1	<b>Shuttle Conveyor w/ Nylon Link Belt Conveyor</b>
69	1	<b>CMP Nylon Link Belt Conveyor</b>
70	1	Toledo "3036" Check Weigher s/n 2790819-2VV
71	1	<b>Domino "DPX500" Laser Coder</b> s/n 082231-0068
72	1	<b>Nordale "MK1000" Packaging Machine</b> s/n MK1000EL327
73	1	<b>Gerrard Ovalstrapping "415" Strapping Machine</b> s/n 24132
74	2	<b>Emplex "55-5C3LA" Bag Sealer w/ Conveyor</b> s/n 14134 & 14121
75	1	<b>Emplex "MPS 6000" Bag Sealer</b> w/ Conveyor
76	1	<b>Hydracraft Bucket Lifter</b>
77	1	<b>Mettler Toledo "Panther" Stainless Steel Digital Floor Scale</b> 48" x 60" Stainless Steel Platform
78	1	<b>Stainless Steel Frame Nylon Link Incline Belt Conveyor</b> 12" x 8' Section
79	Qty	<b>Custom Nylon &amp; Rubber Belt Conveyors</b>
80	1	<b>SWF Machinery "GMAIT4" Carton Erection Machine</b> s/n 892 w/ Nordson Series 3500 Glue Applicator
81	1	<b>1976 Raytheon "QMP1679D-75" Industrial Microwave Tempering Line</b> s/n 0027

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
		w/ 24' Long x 30" Wide x 30" High, Discharge Conveyor, (3) Ratheon "Mark 508" Transmitters s/n 0054, 0055, 0056
82	1	<b>Mini Mill MS-303 Vertical Milling Machine</b> s/n 01010810
83	1	<b>Force "FRV30-GH1440B" Engine Lathe</b> s/n 07878 14" Swing, 40" Between Centres
84	1	<b>Pieco 12" Vertical Rotary Grinder</b>
85	1	<b>1998 Powerfist Hydraulic Shop Press</b> s/n 267264 w/ 50 Ton Cap.
86	1	<b>Delta Pedestal Drill Press</b> s/n 013212W4063C
87	1	<b>ESAB "PCM-750i" Plasma Cutter</b> s/n PD-1702171
88	1	<b>Miller "Maxstar 150 STH" Tig Welder</b>
89	1	<b>Miller "Millermatic 252" Mig Welder</b>
90	Qty	<b>Molds and Die Plates</b>
91	Qty	<b>Laboratory Equipment</b>
92		[deleted]
93	1	<b>Raymond "Easi R45 TT" Electric Reach Truck</b> s/n EZ-A-95-04200 w/ 4500 Lb. Cap., 211" Lift, Charger
94		[deleted]
95	1	<b>Raymond "102T-F45L" Electric Pallet Walkie</b> s/n 102-11-18512 w/ Charger
96	1	<b>Hyster "65" Indoor/Outdoor LPG Forklift</b>
97		[deleted]
98	1	<b>2011 Strapack "RQ-8" Overarm Strapper</b> s/n 10010937101
99	1	<b>Damark 14" x 10" Pass Through Shrink Wrap Tunnel</b>
100	1	<b>2007 Strapack Strapper</b> s/n 07011368017
101	1	<b>Shanklin F-555 Flow wrapper</b>

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
		s/n F0119 w/ PLC Control, Film Unwind, Sealing Blade, Scrap Winder
102	1	<b>Stainless Steel Frame Nylon Link Belt Conveyor</b>
103	1	<b>2007 Repak "RE20" Flow Wrapper</b> s/n 2040195 w/ Computerized Control
104	Lot	<b>Miscellaneous Equipment consisting of;</b> Pallet Trucks, Gravity Roller Conveyor, Stainless Steel Tables, Hand Wash Sinks, Ladders, Storage Cabinets, Rubbermaid Rolling Tubs, Hand Tools, Hard Ware racks, Torch, Makita Abrasive Cutoff Saw, Tool Boxes, Acetylene Torch and Cart, Hand Carts, Pallet Racking, Digital Scales, Rubber Maid Carts, Barrel Carts, Pedestal Floor fans, Flammable Cabinet
105	1	<b>Knud Simonsen Stainless Steel Vertical Bandsaw</b>
106	1	<b>Fomaco Auto Injection Machine</b>
107	1	<b>Marel "Platino 400" Stamping Machine</b> s/n A045363
108	1	<b>Nobles "Speedscrub" Floor Washer</b>
109	1	<b>Formax "F6" Portable Patty Making Machine</b>
110	2	<b>Custom Breeding Machines</b>
111	1	<b>Dixie Union "Dixie Vac" Packaging Machine</b>
112	1	<b>IQ 355-2A Digital Scale</b> 12" x 18" Platform
113	1	<b>Fairbanks "FB-110-2" Platform Scale</b> s/n S10314001718
114	2	<b>Jacquard Slicing Machines</b>
115	1	<b>Henneken Stainless Steel Tumbler</b>
116	1	<b>Devair 10 Hp. Upright Piston Type Air Compressor</b> s/n 52708SD
117	1	<b>1996 Gardner Denver 30 Hp Screw Type Air Compressor</b> s/n US1233
118	1	<b>Airtek Refridgerated Air Dryer</b>
119	1	<b>2009 Atlas Copco "GA37VSD" 50 Hp. Screw Type Air Compressor</b> s/n AP1577354 w/ Receiving Tank

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
120	Qty	<b>Refridgeration Equipment</b> Through Out The Plant Compressors and Evaporator Colls
121	1	<b>1995 Cleaver Brooks "SMP-30" Spraymaster Deacerator</b> s/n DG7299
122	1	<b>Alpha Check weigher w/ conveyor</b>
123	1	<b>Cleaver Brooks "M5P-6000LV" Watertube Boiler</b> s/n M5S-19414
124	1	<b>Cleaver Brooks "M5P-6000" Watertube Boilers</b> s/n MS-19359
125	1	<b>Skyjack SJIII3015 Electric Scissor Lift</b>
126	6	<b>Sea Containers</b>
127	Qty	<b>Parts and Spare Parts Machines Located in the Sea Containers Formax Machines, Slicers, High Pressure Pumps, Molds &amp; Dies, Nordale Machine, Pallet Racking</b>
128	Qty	<b>R&amp;D Tumblers, Mixers and Other Equipment, Fridges, Freezers, Stoves, Hollimatic Mixer/Grinders, Holding Cabinets, (Stored at Migson Public Storage)</b>

**Assets Located at the Saskatoon Facility  
820 – 60 Street East  
Saskatoon, SK S7K 8G8**

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
129	2	<b>Comairco Sullair “ES11-50H/A/SUL” 50 Hp Screw Type Air Compressors</b> s/n 003-126436 & 003-126437
130	1	<b>Quincy 1.5 Hp Piston Type Air Compressor</b> s/n 5151158
131	2	<b>Comairco Ultramatic Refridgerated Air Dryers</b> ID# 10672 & 10673
132	1	<b>Zeks “10NCDA100” Air Dryer</b> s/n 173873
133	1	<b>Comairco Sullair “LS160-100H/A” Screw Type Air Compressor</b> s/n 200703280086
134	1	<b>2006 Comairco Sullair Refridgerated Air Dryer</b> s/n 321823001
135	1	<b>Sanitizing System</b> – consisting of; National Triplex Booster Package s/n 261525, w/ 3 – 25 hp High pressure pumps, 4-Turbopower “4000N-400A-TP” Water Heaters s/n 1008125693, 0801104794, 0801104795, 0801104796, 400 gal. cap., 2 – Raypak Package Boilers
136	4	<b>Sections Heavy Duty Pallet Racking</b>
137	Lot	<b>Interpak Box Closers, Domino A Series Code Printer, Case Sealer, 6 Sections of Pallet Racking, 2 Gerrard Strapping Machines, Metal Shelving, Step Ladder, Shop Made Gantry, Electric Motors and Assorted Parts etc.</b>
138	1	<b>Amtek “4412” Microwave Tempering Line</b> s/n N/A w/3 – Amtek “AMT7510” Micro-ondes s/n A0366 & A0365 & AO367, Allen Bradley Panelview Plus PLC Control
139	1	<b>Crown Electric Pallet Stacker</b> s/n 6A194320 w/ Charger
140	1	<b>Pallet Truck</b>
141	50	<b>Sections Pallet Racking est 42” x 7’</b>
142	1	<b>Wexxar “ATH” Box Erector</b>

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
		s/n 1563R w/ Nordson "3599V" Glue Applicator
143	1	<b>Box Mate "AT-SH" Box Erector</b> s/n 19394 w/ Nordson "Problue7" Glue Applicator
144	1	<b>Interleveller Paper Inserter (spare)</b> w/ 20" x 48" Rubber Band Belt
145	200	<b>Sections of Pallet Racking</b> 42" x 20' est. Uprights
146	6	<b>Push Back Pallet Racking Pods</b> <b>each pod has 96 pallet positions</b>
147	1	<b>Digital Platform Floor Scale</b> w/ Scale Head & 48" x 48" platform
148	5	<b>Western "M-2000A-NSS" Electric Platform Scales</b> s/n S0731, S0960, S3952, S0945, N/A w/ Stainless Steel Platforms
149	4	<b>Canadian Scale Hydraulic Platform Scales</b> s/n N/A w/ Stainless Steel Platforms
150	1	<b>Stainless Steel Dumper and Hopper 4000 Lb. Cap . with Augar Outfeed</b> w/ Western Digital Scale s/n S1138
151	2	<b>Nylon Link Belt Stainless Steel Frame Transfer Conveyors to Grinding Room</b> est. 24" x 50'
152	1	<b>Nylon Link Belt Stainless Steel Frame Transfer Conveyor</b> est. 12" x 40'
153	1	<b>Computer System "Repeat" PLC Control Station and Formulating Program And Product Control and Batching System</b> w/ Multiple Input Stations
154	1	<b>Weiler "1612B" Frozen Block Meat Grinder</b> s/n N/A
155	4	<b>Stainless Steel Metering/Mixing Hoppers</b> w/ Paddle Mixer and Bottom Augar Outfeed, Electric Load Cells, 3000 Lb. Cap.
156	2	<b>Stainless Steel 12" x 25' Inclined Transfer Augars</b> w/ Product feed Hopper
157	1	<b>Weiler "1612B" Frozen Block Meat Grinder</b> s/n N/A

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
158	1	<b>Overhead Stainless Steel 24" x 30' Nylon Belt Transfer Conveyor</b>
159	2	<b>Weiler "1109B" Tempered Meat Grinders</b> s/n 021005 & 021004
160	1	<b>Stainless Steel Nylon Belted Inclined Conveyor</b> 24" x 15'
161	3	<b>Stainless Steel Inclined Augars</b>
162	2	<b>Stainless Steel Nylon Belted Transfer Conveyors</b> 12" x 20'
163	4	<b>Weiler "MG 1109" Mixer/Grinders</b> w/ CO2 Injection, Hydraulic Load Cells
164	1	<b>Weiler Meat Grinder</b> w/ Hydraulic Load Cells
165	2	<b>Electric Platform Scales</b> Electric Load Cells, Stainless Platform
166	2	<b>Stainless Steel Nylon Belt Transfer Conveyors</b> 24" x 30' est.
167	1	<b>Townsend "SK-11-320" Skinner</b>
168	3	<b>Safeline Metal Detectors w/ Nylon Belt Conveyors</b> 24" x 10' est.
169	1	<b>Weiler "1109" Meat Grinder</b> s/n 87398
170	4	Scissor Lift/Rotary Tables
171	1	<b>Electric Platform Scale Head and Platform</b>
172	4	<b>Bench Top Digital Scales</b> 18" x 24" est. Platform
173	1	<b>Hobart Cheese Grinder</b>
174	1	<b>Hobart Mixer/Grinder</b> w/ CO2 Injection, Electric Digital Scale
175	2	<b>FPEC "814" Dual Paddle Blender/Mixers</b> s/n 7167, N/A w/ CO2 Injection, Loadcells
176	4	<b>Bridge "LL-96" Vertical Elevator Tub Dumpers</b> s/n 26947-EC, 26950-EC, 26949-EC, 26948-EC
177	2	<b>Weiler "GFH" Metering Hoppers w/ Augar Discharge</b> s/n 93-184, 91-289 w/ Load Cells

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
178	2	<b>Formax “F-26” Patty Forming Machines</b> s/n 685 & N/A
179	2	<b>Cuber/Scorer</b>
180	2	<b>Interlevellers Paper Feed System</b> w/ 20” x 48” Rubber Band Belt
181	4	<b>Air Products &amp; Chemicals Nitrogen Tunnels</b> 2-76’ Long, 1-88’ Long, 1-96’ Long, all 30” wide
182	2	<b>Safeline Metal Detectors w/ Nylon Belt Conveyors</b>
183	2	<b>Formax “GS-5” Patty Stackers</b>
184	2	<b>2007 Repak “RE20/6” Vacuum Packaging Machines</b> s/n 2060153 & 2060077
185	2	<b>2002 EBM Automated Plate Conveyor System</b> s/n 01 & 02
186	2	<b>Inline Bag Sealers w/ Nylon Link Conveyors</b>
187	3	<b>All Fill “PW-12” Inline Checkweigh Systems</b> s/n 980190, 980189, N/A
188	1	<b>Nordale “MK-2” Cartoner</b> w/ Nordson “E-3500V” Glue Applicator, Domino Code Printer
189	1	<b>BEL 150 Box Closer</b>
190	QTY	<b>CMP Transfer Conveyors</b>
191	1	<b>Consolidated “TL-20” Automatic Case Loader Sealer Labeller</b> s/n 3830-2 w/ Erector and Robotic Loader
192	1	<b>Platform Scale</b>
193	4	<b>Mettler Toledo Checkweigher</b> w/ Domino Code Printer, Domino Label Printer and Labeller
194	2	<b>Nordale “MK-2” Cartoner</b> w/ Nordson Glue Applicator, Domino Code Printer
195	2	<b>BEL “252” Box Closers</b> s/n 252-10-10952
196	2	<b>Pallet Trucks</b>
197	Qty	<b>Stainless Steel Meat Tubs (approximately 60)</b>
198	6	<b>Bench Top Digital Scales</b> 18” x 24” est. Platform
199	1	<b>Hollymatic Stainless Steel Vertical Bandsaw</b>

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
200	2	<b>Jaquard Slicers</b>
201	2	<b>Safeline Metal detectors w/ Nylon Belt Conveyors</b>
202	1	<b>Lutetia Stainless Steel Vacuum Tumbler</b>
203	1	<b>2005 Scanvaegt "B55" Portion Cutter</b> s/n 9093-80-0469 w/ Portioning Conveyor System
204	1	<b>Multivac "R240" Vacuum Packaging Machine</b> s/n N/A
205	1	<b>Safeline Metal Detector w/ Nylon Belt Conveyor</b>
206	3	<b>Crown "RD5220-30" Electric Reach Trucks</b> s/n 1A247442, 1A247482, 1A247483 w/ 258" Lift Height, 3000 Lb. Cap., Chargers
207	2	<b>Crown "RD5220-30" Electric Reach Trucks</b> s/n 1A247440, 1A247441 w/ 288: Lift Height, 3000 Lb. Cap. Chargers
208	1	<b>Toyota "SFBC25" Electric Forklift</b> s/n 10308 w/ Charger
209	2	<b>Crown "PE3540-60" Electric Walkies</b> s/n 6A194066, 6A194065 w/ 6000 Lb. Cap.
210	1	<b>Lift-A-Loft "MCL28.0-4" Electric Platform Lifter</b> s/n MCE-48-2111 28' Lift, Turret Style Column
211	1	<b>Infratec "1265" Meat Analyzer</b>
212	1	<b>Foss Foodscan</b>
213	Lot	<b>NSF 36" x 42" Griddles, Gas BBQ, Stainless Steel Overhead Hood, Neico Flame Boiler, etc.</b>
214	1	<b>Multivac Flip Flop Vacuum Sealer</b>
215	1	<b>Xtravac Flip Flop Vacuum Sealer</b>
216	1	<b>Strappex Strapping Machine</b>
217	1	<b>Vemag Stuffer</b>
218	Lot	<b>Maintenance Equipment</b> – consisting of; Miller Welder, King Vertical Bandsaw, Abrasive Cutoff Saw, Miller Thunderbolt XL Welder, Work Bench w/ Vice, Engine Lathe, Drill Press, Shop Press, Acetylene Torch, Pressure Washer, Vacuums, Engine Hoist, Pieco

<i>Item #</i>	<i>Qty</i>	<i>Item Description</i>
		Rotary Grinder, Jacks, Tool Boxes, Hardware Racks
219	1	<b>Bobcat “643” Skidsteer</b> s/n 5015M22319 w/ Forks and Bucket
220	1	<b>Nordale “MK-2” Cartoner</b> w/ Nordson “E-3500V” Glue Applicator, Domino Code Printer
221	2	<b>Ossid Flow Wrappers</b>
222	1	<b>Clark Encore Floor Scrubber</b>
223	Qty	<b>Stackers, Coring Machines, BeeHive, Grote Slicing Machine, Vacuum Lifter, Nitrogen Tunnels, Barrels Wave Guides, Grinder Heads, Palet Racking, Dumper Hoppers</b>
224	Lot	<b>Miscellaneous Equipment</b> – consisting of; Step Ladders, Shop Made Gantry, Manlift Cage, Rolling Stairs, Stainless Steel Work Tables, Rolling Shelves, Baggers, etc.

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

Court File No. CV-12-9616-00CL

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

**Proceeding commenced at TORONTO**

**APPROVAL AND VESTING ORDER**

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Solicitors for FTI Consulting Canada Inc., Receiver of  
NFC ACQUISITION GP INC., NFC ACQUISITION  
CORP. AND NFC LAND HOLDINGS CORP. and not  
in its personal or corporate capacity