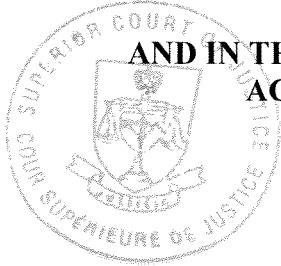


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) TUESDAY, THE 9<sup>TH</sup>  
 )  
JUSTICE BROWN ) DAY OF APRIL, 2013

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**



**AND IN THE MATTER OF COMPROMISE OR ARRANGEMENT OF NFC  
ACQUISITION GP INC., NFC ACQUISITION CORP. AND  
NFC LAND HOLDINGS CORP.**

**TERMINATION AND DISCHARGE ORDER**

**THIS MOTION** made by FTI Consulting Canada Inc., in its capacity as Court-appointed monitor (the “**Monitor**”) of NFC Acquisition GP Inc., NFC Acquisition Corp. and NFC Land Holdings Corp. (collectively, the “**Applicants**” and along with NFC Acquisition L.P., and New Food Classics, the “**NFC Entities**”) for an order *inter alia* (a) providing for the termination of the proceeding of the Applicants under the CCAA (the “**CCAA Proceedings**”); and (b) providing for the discharge and release of the Monitor, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion of the Monitor returnable April 9, 2013, the Fourth Report of the Monitor dated March 22, 2013 (the “**Fourth Report**”), the affidavit of Edmond Lamek sworn March 22, 2013, the affidavit of Paul Bishop sworn March 22, 2013, the Motion Record of the Applicants for a Motion returnable April 9, 2013, all filed, and on hearing

the submissions of counsel to the Monitor and the Bank of Montreal, no other parties appearing although duly served as appears from the affidavit of service, filed.

## **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged so that this Motion is properly returnable today and any further service thereof is hereby dispensed with.

## **DEFINITIONS**

2. **THIS COURT ORDERS** that all capitalized terms used but not defined in this Order shall have the meaning given in the Initial Order of the Honourable Justice Morawetz dated January 17, 2012 (the “**Initial Order**”).

## **APPROVAL OF ACTIVITIES**

3. **THIS COURT ORDERS** that the First Report of the Monitor, the Second Report of the Monitor, the Third Report of the Monitor and the Fourth Report each filed in the within CCAA Proceedings and the actions, conduct and activities of the Monitor described therein be and are hereby approved.

4. **THIS COURT ORDERS AND DECLARES** that the Monitor has duly and properly discharged and performed its obligations, liabilities, responsibilities and duties in its capacity as Monitor pursuant to the Initial Order, any other Order of this Court in the within CCAA Proceedings, the CCAA or otherwise.

### **APPROVAL OF FEES**

5. **THIS COURT ORDERS** that the fees in the amount of \$526,362.00 and disbursements in the amount of \$10,453.42 (plus applicable taxes of \$69,786.01 for a total of \$606,601.43) of FTI Consulting Canada Inc., in its capacity as proposed monitor and Monitor, for the within proceedings, as set out in the Monitor's Fourth Report and the Affidavit of Paul Bishop, sworn March 22, 2013 appended thereto, are hereby approved.

6. **THIS COURT ORDERS** that the fees in the amount of \$232,589.50 and disbursements in the amount of \$2,125.75 (plus applicable taxes of \$30,488.21 for a total of \$265,203.46) of Fasken Martineau DuMoulin LLP, in its capacity as counsel to the proposed monitor and Monitor for the within proceedings, as set out in the Monitor's Fourth Report and the Affidavit of Edmond Lamek sworn March 22, 2013, appended thereto, are hereby approved.

### **TERMINATION OF CCAA PROCEEDING**

7. **THIS COURT ORDERS** that, except as expressly provided in the Order granted by this Court of even date (the "**D&O Claims Order**"), the CCAA Proceedings shall be and are hereby terminated.

### **DISCHARGE OF THE MONITOR**

8. **THIS COURT ORDERS** that, the Monitor be and is hereby discharged and relieved from any further obligations, liabilities, responsibilities or duties in its capacity as Monitor pursuant to the Initial Order, any other Order of this Court in the CCAA Proceedings, the CCAA or otherwise.

9. **THIS COURT ORDERS** that, in addition to the protections in favour of the Monitor as set out in the Initial Order, in any other Order of this Court in the CCAA Proceedings

or the CCAA, the Monitor shall not be liable for any act or omission on the part of the Monitor, including with respect to any reliance thereof, including without limitation, with respect to any information disclosed, any act or omission pertaining to the discharge of the Monitor's duties in the CCAA Proceedings or with respect to any other duties or obligations of the Monitor under the CCAA or otherwise, save and except for any claim or liability arising out of any gross negligence or wilful misconduct on the part of the Monitor. Subject to the foregoing and in addition to the protections of the Monitor as set out in the Orders of this Court in the CCAA Proceedings, any claims against the Monitor in connection with the performance of its duties as Monitor are hereby released, stayed, extinguished and forever barred and the Monitor shall have no liability in respect thereof.

10. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court and on prior written notice to the Monitor and such further order securing, as security for costs, the full indemnity costs of the Monitor in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

11. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the rights, approvals and protections in favour of the Monitor pursuant to the Initial Order, any other Order of this Court in the CCAA Proceedings, the CCAA or otherwise, all of which are expressly continued and confirmed.

**GENERAL**

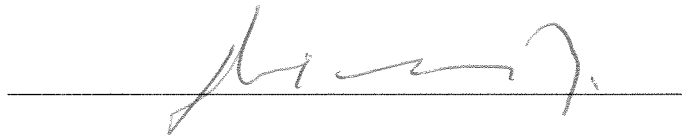
12. **THIS COURT ORDERS** that any and all administrative matters relating to the CCAA Proceedings, which arise following the termination of the CCAA Proceedings may be brought before the Court for determination, advice and direction. All such matters shall simultaneously be brought before the Court in the receivership proceedings of the NFC Entities bearing court file no. CV12-9616-00CL.

13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America or elsewhere to give effect to this Order and to assist the Monitor 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to the Order or to assist the Monitor 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 09 2013



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.

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Proceedings commenced in Toronto

TERMINATION AND DISCHARGE ORDER

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Solicitors for FTI Consulting Canada Inc., Monitor of NFC ACQUISITION GP INC., NFC  
ACQUISITION CORP., NFC LAND HOLDINGS CORP., NFC ACQUISITION L.P.  
AND NEW FOOD CLASSICS