

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST



THE HONOURABLE )  
JUSTICE HOY )  
FRIDAY, THE 13<sup>TH</sup> DAY )  
OF AUGUST, 2004 )

IN THE MATTER OF AN APPLICATION UNDER THE  
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.,  
1985, c. C-36

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF AFTON FOOD GROUP LTD., AFTON  
FOOD GROUP INC., JOINT TECHNOLOGIES INC.,  
KEDARD HOLDINGS LTD., ROBIN'S FOODS INC., MRS  
POWELL'S (CANADA) INC., 241 PIZZA (1997) INC.,  
RUFFAGE INTERNATIONAL INC., CYBERSENSATIONS  
CAFÉ INC., MRS. POWELL'S, INC. and KIDSPORTS  
CAPITAL CORPORATION AND OTHER APPLICANTS  
LISTED ON SCHEDULE "A"

(the Applicants)

ORDER

THIS MOTION made by the Applicants for an Order substantially in the form as appended to the motion record herein was heard on this day at 393 University Avenue, Toronto, Ontario.

ON BEING INFORMED that the Applicants' senior lenders, Rabobank Nederland, Canadian Branch in its capacity as agent for itself and for Credit Union Central of Ontario

Limited and Hepco Credit Union Limited (collectively, the "Senior Lenders") do not oppose the granting of this Order.

ON READING the motion record dated August 11, 2004, the affidavit of P. Bruce Smith sworn August 11, 2004 (the "Smith Affidavit"), ~~the second report of the monitor, Doyle Salewski Inc. (the "Monitor"), dated August 11, 2004 (the "Second Report")~~ and on hearing the submissions of counsel for the Applicants, the Applicants' boards of directors, the Monitor and the Senior Lenders, and upon being advised that all persons listed on the service list were served with the motion record and the Second Report:

### **SERVICE**

1. THIS COURT ORDERS that the time for service of the motion record herein be and it is hereby abridged such that this motion is properly returnable today and, further, that any requirement for service of the motion record and Second Report herein upon any interested party be and it is hereby dispensed with.

### **EXTENSION OF THE INITIAL ORDER**

2. THIS COURT ORDERS that the terms of initial order of the Honourable Mr. Justice Cameron dated July 16, 2004 as amended by the Honourable Mr. Justice Nordheimer on July 27, 2004 be and are hereby extended to October 13, 2004.

THE MONITOR

*Doyle Salewski Inc. pm*

3. THIS COURT ORDERS that ~~the~~ "Monitor" is authorized and empowered to prepare an information package for the purposes of marketing the Applicants' businesses for sale and soliciting investors.

4. THIS COURT ORDERS that the Applicants are authorized and empowered to engage, (subject to the consent of the Monitor and on consultation with Zeifman Partners Inc.) a merchant banking firm or firms to assist with the marketing process and to execute agreements to give effect to the retainer of these firms as the Applicants deem appropriate.

~~5. THIS COURT ORDERS AND DECLARES that the Monitor's actions as set out in the Second Report filed with the court are hereby ratified and approved.~~

OPERATIONS

*granting a franchise and related legal on the Applicant's customary ter. pm*

5 THIS COURT ORDERS that the Applicants are hereby authorized and empowered to execute ~~the~~ franchise and lease agreements (the "North Bay Transaction") for the 241 Pizza® store located at 178 Main Street East, North Bay, Ontario.

6. THIS COURT ORDERS that in completing the North Bay Transaction, the Applicants are hereby directed to:

- (a) execute and deliver such additional or ancillary documents, and to give such *customary pm* assurances in respect of the North Bay Transaction as they may deem advisable to

conclude the North Bay Transaction and all such documents or assurances are hereby ratified, approved and confirmed; and,

- (b) take such steps as are, in the opinion of the Applicants, advisable to the perform their obligations pursuant to the North Bay Transaction.

7. THIS COURT ORDERS that the Applicants' ~~actions including but not limited to the~~ <sup>pm</sup> termination of the franchise and lease agreements with 101023113 Saskatchewan Ltd., 10103253 Saskatchewan Ltd., 101027977 Saskatchewan Ltd. and 101041249 Saskatchewan Ltd. as set out in the Smith Affidavit filed with the court ~~are~~ <sup>is</sup> ~~pm~~ hereby ratified and approved.

P. McKinnon  
Registrar

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

AUG 13 2004

PER/PAR A

SCHEDULE "A"

1007106 Ontario Limited  
1007110 Ontario Limited  
1007111 Ontario Limited  
1007112 Ontario Limited  
1010015 Ontario Limited  
241 Enterprises Ltd.  
241 Pizza Group Ltd.  
975499 Ontario Limited  
985551 Ontario Limited  
985552 Ontario Limited  
Donut Delite Bakery (Aylmer) Inc.  
Donut Delite Bakery (London) Inc.  
Donut Delite Café (London) Inc.  
Donut Delite Café (West Lorne) Inc.  
241 Pizza Ontario Corporation  
Mrs. Powell's Bakery Eatery Inc.  
414405 Alberta Ltd.  
Storybond Graphics Inc.  
2008359 Ontario Inc  
2008360 Ontario Inc.  
2008361 Ontario Inc  
2008362 Ontario Inc  
2008961 Ontario Inc.  
2008963 Ontario Inc  
2008965 Ontario Inc  
2008968 Ontario Inc.  
2010839 Ontario Inc  
2010840 Ontario Inc.  
2010841 Ontario Inc.  
2010842 Ontario Inc.  
2017656 Ontario Inc  
2017657 Ontario Inc  
2017658 Ontario Inc  
2017659 Ontario Inc  
2020257 Ontario Inc  
2020258 Ontario Inc  
2020259 Ontario Inc  
2020260 Ontario Inc  
2022975 Ontario Inc  
2022977 Ontario Inc  
2022978 Ontario Inc.  
2022979 Ontario Inc.  
2022980 Ontario Inc.  
2032359 Ontario Inc.  
2032360 Ontario Inc.  
2032361 Ontario Inc.  
2032363 Ontario Inc.  
2032364 Ontario Inc.  
2032368 Ontario Inc.  
2041987 Ontario Inc  
2041988 Ontario Inc

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 AFTON FOOD GROUP LTD., AFTON FOOD GROUP INC., JOINT  
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INC., CYBERSENSATIONS CAFÉ INC., MRS. POWELL'S, INC. and KIDSPORTS  
CAPITAL CORPORATION AND OTHER APPLICANTS LISTED ON SCHEDULE "A"

Court File No. 04-CL-5491

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
(Commercial List)  
Proceeding commenced at Toronto

**ORDER**

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