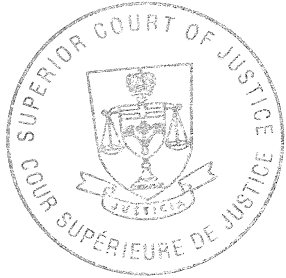


ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST



THE HONOURABLE) TUESDAY, THE 27TH DAY
JUSTICE NORDHEIMER) OF JULY, 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

(the Applicants)

ORDER

THIS MOTION made by 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 (collectively, the "Applicants") for an order amending the initial order for certain relief under the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36 (the "CCAA") issued by the Honourable Justice Cameron on July 16, 2004 (the "Initial Order"), was heard this day, at 393 University Avenue, Toronto.

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 Hepcoe Credit Union Limited (collectively, the "Senior Lenders") support the granting of this Order.

ON BEING FURTHER INFORMED that the Applicants' board of directors (the "Directors") do not oppose the granting of this Order.

ON READING the motion record dated July 23, 2004, the first report of the monitor, Doyle Salewski Inc. (the "Monitor"), dated July 23, 2004, and on hearing the submissions of counsel for the Applicants, the Monitor, the Directors and the Senior Lenders, and upon being advised that no other person who might be interested in these proceedings was served with the notice of motion herein.

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 herein upon any interested party be and it is hereby dispensed with.

2. **THIS COURT ORDERS** that the Initial Order be and is hereby amended as follows, effective *nunc pro tunc* as at the date and time of the Initial Order:

(a) the title of proceedings be and is hereby deleted and replaced with the following:

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)

- (b) paragraph 2 of the Initial Order be and is hereby deleted and replaced with the following:

THIS COURT ORDERS AND DECLARES that the Applicants, including for greater certainty the Applicants listed on Schedule "A" hereto, are companies to which the CCAA applies.

- (c) paragraph 20(g) of the Initial Order be and is hereby deleted and replaced with the following:

wind down or bankrupt any subsidiary with the consent of the Agent where such subsidiary is indebted to the Senior Lenders;

- (d) the definition of "Applicants" in Schedule "1" to the Initial Order be and is hereby deleted and replaced with the following:

"**Applicants**" means 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 those corporations listed on Schedule "A" and "**Applicant**" means any one of the Applicants.

- (e) the definition of "Credit Agreement" in Schedule "1" to the Initial Order be and is hereby deleted and replaced with the following:

"**Credit Agreement**" means the amended and restated credit agreement made as of October 23, 2003, among 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 Rabobank Nederland, Canadian Branch, Credit Union Central of Ontario Limited and Hepcoe Credit Union Limited.

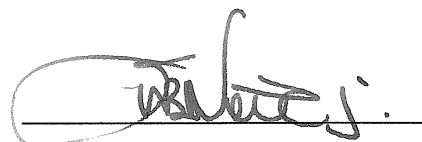
- (f) the definition of "Security" in Schedule "1" to the Initial Order be and is hereby deleted and replaced with the following:

"**Security**" means the respective general security agreements and other agreements executed by Afton Food Group Ltd., Afton Food Group 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 executed on March 31, 2000 in favour of the Agent, and the general security agreement and other agreements executed by Joint Technologies Inc. in October 2001 in favour of the Agent.

- (g) the definition of "Directors' Charge" in Schedule "1" to the Initial Order be and is hereby deleted and replaced with the following:

"**Directors' Charge**" is defined in paragraph 38 of this Order.

3. **THIS COURT ORDERS AND DECLARES** that the Monitor's actions as set out in the first report dated July 23, 2004 filed with the court and the Monitor's actions as set out in the supplement to the first report dated July 26, 2004 filed with the court are hereby ratified and approved.



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

JUL 27 2004

PER/PAR:

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
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

Court File No. 04-CL-5491

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

ORDER

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