

ONTARIO

SUPERIOR COURT OF JUSTICE

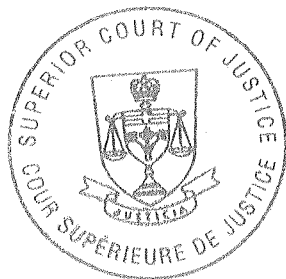
COMMERCIAL LIST

THE HONOURABLE *Mr. Justice* ) WEDNESDAY, THE 6<sup>th</sup> DAY  
*FARLEY* ) OF OCTOBER, 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 READING the motion record dated October 1, 2004, the affidavit of P. Bruce Smith sworn October 1, 2004, the third report of the monitor, Doyle Salewski Inc. (the "Monitor"), dated October 1, 2004 (the "Third Report") and on hearing the submissions of counsel for the

Applicants, the Applicants' boards of directors, the Monitor and 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 and upon being advised that all persons listed on the service list were served with the motion record and the Third 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 Third 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 the initial order of the Honourable Mr. Justice Cameron dated July 16, 2004 (the "Initial Order") as amended by the Honourable Mr. Justice Nordheimer on July 27, 2004 and as extended by the Honourable Madam Justice Hoy on August 13, 2004 be and are hereby extended to December 13, 2004.

### **SALE PROCESS**

3. THIS COURT DECLARES that the Applicants' retainer of Capitalink, L.C. (the "Retainer Agreement") is hereby ratified and approved.

4. THIS COURT ORDERS that the priorities set out in paragraph 42 of the Initial Order shall be subject to Capitalink, L.C.'s expenses and its Transaction Fee (as defined in the Retainer

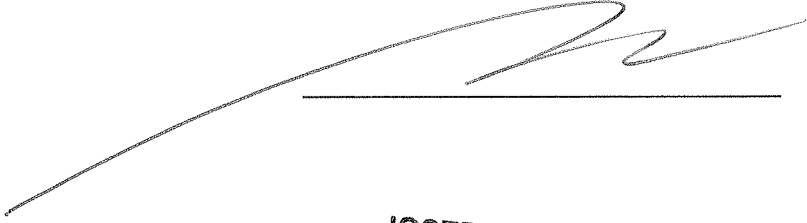
Agreement) and that the expenses and the Transaction Fee shall have priority over the charges noted in paragraph 42 with the exception of the Administrative Charge.

5. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act* (Canada), the Applicants shall disclose personal information of identifiable individuals to any prospective investors or purchasers of the Business (collectively, the “Prospective Purchasers”) and to their advisors, but only to the extent desirable to complete the investment or sale of the Business. Any of the Prospective Purchasers to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to complete the investment or sale of the Business, and if such Prospective Purchaser does not invest or complete the sale of the Business, shall return all such information to the Applicants, or, in the alternative, destroy all such information in a secure manner. If the investment or sale of the Business is completed, the investor or purchaser of the Business shall be entitled to continue to use the personal information provided to it, and related to the Business, in a manner which is in all material respects identical to the prior use of such information by the Applicants, and shall return all other personal information to the Applicants, or ensure that all other personal information is destroyed in a secure manner.

#### **THE MONITOR**

6. THIS COURT ORDERS that the marketing and sale process for the Applicants’ businesses (the “Business”) as described in the Third Report is approved.

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



JOSEPH P. VAN TASSEL  
REGISTRAR

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

OCT 06 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 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**

**BENNETT JONES LLP**  
One First Canadian Place  
Suite 3400, P.O. Box 130  
Toronto, Ontario  
M5X 1A4

Justin R. Fogarty (LSUC #26488G)  
Renée Brosseau (LSUC #47074R)  
Tel: 416.863-1200  
Fax: 416.863.1716

Solicitors for the Applicants