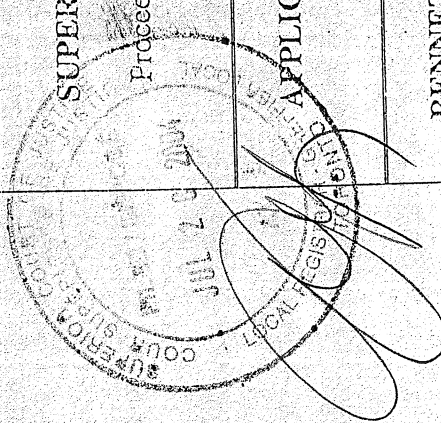


JUL 27/04

THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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.,
RS. 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

APPLICANTS' MOTION RECORD

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Solicitors for the Applicants

July 27/04

No one opposing, order to go amending the
initial order as requested. I am
satisfied that this is an appropriate
case to add the latterly found corporate
entities to the initial order since the
same. The ~~upper~~ first report of the
Declarator is approved.

I have signed the revised order. It is
understood that the order is given without
prejudice to any objections that might be
raised by 1489236 Ontario and I order
Enterprises Inc. whose counsel only just
received the material provided however that
any such objections must be raised within
five weeks of today.

JUSTICE NORDBEIMER