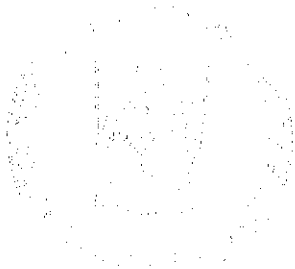


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 3rd DAY OF
JUSTICE D. BROWN)
) JUNE, 2014
)

BETWEEN:



8527504 CANADA INC.

Applicant

- and -

SUN PAC FOODS LIMITED

Respondent

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3 AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C-43, AS AMENDED

ORDER

THIS MOTION, made by BDO Canada Limited in its capacity as the Court-appointed receiver (the "Receiver") of the undertakings, properties and assets of Sun Pac Foods Limited (the "Debtor"), for an Order:

- (a) approving the activities of the Receiver as set out in the Second Report of the Receiver, dated April 10, 2014 (the "Second Report") and the Supplement to the Second Report, dated May 29, 2014 (the "Supplement");

- (b) approving the fees and disbursements of the Receiver and its counsel, more particularly described in the Second Report and the Supplement;
- (c) authorizing the Receiver to make an interim distribution with respect to the funds held in connection to the sale of the Debtor's assets, more particularly described in the Second Report;
- (d) such further and other relief as this Honourable Court shall deem just;

ON READING the Second Report, the Supplement and on hearing the submissions of counsel for the Receiver, and such other parties in attendance at the hearing as indicated on the counsel slip.

1. THIS COURT ORDERS that the time for service of the Notice of Motion and Motion Record is hereby abridged so that this motion is properly returnable today and further service thereof is hereby dispensed with.
2. THIS COURT ORDERS that, subject to paragraph 8 below, the Second Report and the activities of the Receiver set out therein be and the same are hereby approved.
3. THIS COURT ORDERS that the Receiver's statement of receipts and disbursements, attached as Appendix O to the Second Report is hereby approved.
4. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the Second Report and the fee affidavits attached as Appendices P and Q of the Second Report, are hereby approved.
5. THIS COURT ORDERS that the Receiver make the following interim distributions:
 - (i) \$31,352 to Canada Revenue Agency for deemed payroll deductions;
 - (ii) \$4,192.00 for vacation pay;

- (iii) \$3,103.00 for *Wage Earner Protection Program Act* claims; and
- (iv) \$55,914.00 to Mercer for pension claims.

6. THIS COURT ORDERS that the Receiver retain a reserve and a holdback in the total sum of \$65,600.00.

7. THIS COURT ORDERS that the balance of \$383,381.00 be held by the Receiver in trust subject to further order of this Court.

8. THIS COURT ORDERS that this Order is without prejudice to:

i) the issues to be determined in the Liquibrands motion dated April 28, 2014 and that Liquibrands is not estopped from advancing any of the claims or arguments set out in its motion material;

ii) the plaintiffs' claims in Court File No. CV-13-00492612 (the "492612 Action") and that the plaintiffs are not estopped from advancing any claims or arguments in the 492612 Action notwithstanding that the Action is stayed subject to further order of this Court; and

iii) the issues to be determined in the Application having Court File No. CV-14-10543-00CL and that Liquibrands is not estopped from advancing any claims or arguments in the said Application.

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



JUN 03 2014



8527504 CANADA INC.
Applicant

-and-

SUN PAC FOODS LIMITED
Respondent

Court File No. CV13-10331-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at
TORONTO

ORDER

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