

CANADA
PROVINCE OF SASKATCHEWAN

IN THE COURT OF QUEEN'S BENCH
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENTS ACT*, R.S.C.
1985, c. C-36, AS AMENDED (the "CCAA")

AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT FOR THE
CREDITORS OF STOMP PORK FARM LTD.

(the "Applicant")

AFFIDAVIT OF GARY STOOSHINOFF

I, GARY STOOSHINOFF, of the City of Regina, in the Province of Saskatchewan, Senior Account Manager, MAKE OATH AND SAY AS FOLLOWS THAT:

1. I am a Senior Account Manager with Farm Credit Canada (herein referred to as "FCC"), and have personal knowledge of the facts and matters herein deposed to, except where stated to be on information and belief, and where so I stated I verily believe the same to be true.
2. FCC, together with National Bank of Canada (herein "NBC"), established new credit facilities for Stomp Pork Farm Ltd. ("Stomp"), Stomp Pork Farm (2008) Ltd., (Stomp 2008) and Titan Ventures Inc. ("Titan") to assist in a restructuring of Stomp as contemplated in Article 9 of the Restructuring Agreement, a copy of which was attached as Exhibit "E" to the Sixth Affidavit of Ivan Stomp sworn May 26, 2008,.
3. Each of FCC and NBC have made available new credit facilities in the amount of \$1,850,000.00. The total amount of the loan facilities, namely, \$3.7 million, was

based on financial information and projections provided by Stomp. The Stomp financial projections projected a cash shortfall over a four month period of restructuring in the total amount of \$3.7 million. This amount was broke down as follows:

Potential losses in Stomp	\$530,000.00
Payment of post-CCAA liabilities	\$800,000.00
Payroll and other costs to close and decommission the operations of Stomp	\$250,000.00
Professional fees	\$500,000.00
Vacation pay	\$500,000.00
Operating losses in Stomp Pork Farm (2008) Ltd. and Titan Ventures Inc. for the four month period ending September 30, 2008	\$1,100,000.00
Total	<u>\$3,680,000.00</u>

4. FCC agreed to provide this additional funding on the understanding that such funding would allow Stomp, Stomp 2008 and Titan to cover all operating and restructuring costs to September 30, 2008. As noted above, the projected costs included the payment of professional fees.

5. FCC has made numerous requests for details of professional fees paid and incurred by Stomp and the related companies. FCC has been advised that the amounts owing to each of the professionals as of June 4, 2008 are as follows:

Monitor	\$100,000.00
Monitor's counsel	\$35,000.00
Companies' counsel	\$120,000.00
Prowis	\$150,000.00
Total	<u>\$405,000.00</u>

6. As at June 13, 2008 a total of \$1,803,960.00 has been advanced of the total authorized new credit of \$3.7 million.

7. Based on my review of the financial information provided by Stomp and related companies, the information provided with respect to professional fees incurred, and the available credit under the loan facilities provided by FCC and NBC, I believe that Stomp and related companies can pay the professional fees incurred utilizing cashflow and loan facilities.

8. Further, it is my opinion that Stomp and related companies can pay for all feed required through their respective cashflow and available credit facilities.

9. THAT I make this Affidavit in support of an application to eliminate the administrative charge and the Cargill charge under the Initial Order, as amended.

SWORN BEFORE ME in the)
City of Regina, in the)
Province of Saskatchewan,)
this 17th day of June, 2008.)



A COMMISSIONER FOR OATHS
In and for the Province of Saskatchewan.
My Commission expires July 31, 2012


Gary Stooshinoff

McKercher LLP
Lawyer in Charge of File: Joel A. Hesje, Q.C.
Telephone: (306) 653-2000
Fax: (306) 653-2669

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(The "Applicant")

ACKNOWLEDGMENT OF SERVICE

TO: Gary Meschishnick

You are asked to fill out and sign this form without delay and return it by fax to (306) 653-2669.:

McKercher LLP
Barristers and Solicitors
374 - 3rd Avenue South
Saskatoon, Saskatchewan S7K 1M5
Attention: Joel A. Hesje, Q.C.

If you do not return this signed and completed Acknowledgment of Service without delay, you may not receive notice of any further proceedings or any documents may be personally served on you and you will be required to pay the costs of service.

I ACKNOWLEDGE SERVICE on me of a copy of the following document(s):

1. Affidavit of Gary Stooshinoff

Signature

Date of Service

My full name is: Wallace Meschishnick Clackson Zawada
Lawyer in charge: Gary Meschishnick
My address for service is: 901, 119 - 4th Avenue South
Saskatoon, SK S7K 5X2
My telephone number is: 306-659-1226
My fax number is: 306-652-2445
My e-mail address is: gary.meschishnick@wmcz.com

NOTICE:

- (1) INCLUDE AN ADDRESS IN SASKATCHEWAN WHERE DOCUMENTS MAY BE MAILED TO OR LEFT FOR YOU IF YOU WISH TO RECEIVE NOTICE OF SUBSEQUENT PROCEEDINGS IN THIS MATTER.**
- (2) It is optional to include your fax number and e-mail address. If you include your fax number or e-mail address, documents may be served on you by fax or electronic transmission.**
- (3) The address, fax number or e-mail address you give on this form will be used to serve you with documents until you serve on other parties and file with the Court written notice of a new address for service.**

This Acknowledgment of Service was delivered by:

McKercher LLP
Barristers and Solicitors
374 Third Avenue South
Saskatoon SK S7K 1M5

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Lawyer in charge of file: Joel A. Hesje, Q.C.
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