

CANADA
PROVINCE OF SASKATCHEWAN

IN THE QUEEN'S BENCH
JUDICIAL CENTRE OF SASKATOON

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGMENT ACT*,
R.S.C. 1985, c. C-36

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

NOTICE OF MOTION

TAKE NOTICE that an application will be made to the Honourable Madame Justice A.R. Rothery in Chambers at the Court House, 520 Spadina Crescent East, Saskatoon, Saskatchewan, on Friday, the 27th day of June, 2008, at 9:00 a.m. or so soon thereafter as counsel may be heard on behalf of Stomp Pork Farm Ltd., (hereinafter the "Applicant" or "Stomp or so soon thereafter as counsel may be heard on behalf of Stomp Pork Farm Ltd., (hereinafter the "Applicant" or "Stomp")), for an Order granting certain relief, pursuant to the provisions of sections 9, 10 and 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), Rules 441(3) and 441A of *The Rules of Court*, the Ex Parte Initial Order and the Amended Ex Parte Initial Order of the Honourable Madame Justice A.R. Rothery made March 27, 2008 (the "Initial Order"), as amended, and more particularly, paragraph 65 of the Initial Order, the Order to Amend Initial Order (Payment of US Creditors and Correction of Stay Period) made April 3, 2008 (the "US Creditors Order"), the Order to Amend Initial Order (Service of Initial Order on Creditors in the United States) made April 4, 2008 (the "US Service Order"), the Order made April 7, 2008 providing for a report from the Monitor respecting the allocation of DIP Financing (the "DIP Financing Allocation Report Order"), the Order (Application for Extension Order and Leave to Secured Creditors to Serve Notices made April 22, 2008) (the "First Extension Order"), the Order made April 23, 2008 providing for the allocation of charges respecting the Interim DIP Facility and future DIP financing (the "DIP Allocation

Order”), the Order (Application for Second Extension Order and Increase in Administration Charge) (the “Second Extension Order”), the Order (Application for Third Extension Order and Increase in Administration Charge) (the “Third Extension Order”), the Order (Fourth Extension Order and Order Approving Restructuring Agreement and Sale) (the “Restructuring Approval Order”), the Order (Claims Procedure) (the “Claims Procedure Order”) and pursuant to the inherent jurisdiction of the Court, for:

1. An Order that all parties entitled to notice of this application have been given proper notice and have been properly served with notice of this application.
2. An Order that a stay of proceedings against Stomp by its creditors contained in the Amended Ex Parte Initial Order (the “Initial Order”), as amended, shall be extended so as to expire at 11:59 p.m. on Friday, August 29, 2008.
3. An Order that:
 - (a) A Plan of Compromise and Arrangement (the “Plan”) prepared by Stomp for consideration by its creditors be accepted for filing; and
 - (b) Stomp shall seek approval of the Plan (as modified, if necessary, in accordance with the direction of the Court) by its creditors;
4. An Order prescribing:
 - (a) The date of a meeting of the creditors of Stomp (the “Creditors’ Meeting) for the purposes of considering and approving the Plan;
 - (b) The manner and timing of notice to be given by the Monitor of the Creditors’ Meeting;

- (c) A form of proxy and voting letter for the Creditors' Meeting;
 - (d) Procedures to govern the Creditors' Meeting.
5. An Order that as respects the intention of Stomp to have a Trustee appointed for the purposes of representing certain creditors under the Plan:
- (a) Stomp shall and may enter into discussions and negotiations with one or more of the creditors for the purposes of securing their agreement to act as Trustee; and
 - (b) Stomp may thereafter enter into discussions and negotiations with the Proposed Trustee, and with Farm Credit Canada ("FCC") and National Bank of Canada ("NBC") for the purposes of determining the form and content of any agreements required to be entered into by the Trustee in order to give effect to the Plan, if approved;
 - (c) Stomp shall have obtained the agreement of the Trustee, to act;
 - (d) Stomp shall have finalized the form of the agreements into which the Trustee shall enter in order to give effect to the Plan (subject to such modification, amendment or supplement as may be required thereafter, provided that any such modification, amendment or supplement shall not adversely affect the rights of the affected creditors thereunder); and
 - (e) Stomp shall make the final forms of agreements available for inspection at or before the Creditors' Meeting.

ON THE GROUNDS THAT:

1. There remains some possibility that after realization on the residual assets of

Stomp, and after payment in full of priority claims and the claims of FCC and NBC, there may be surplus funds available for distribution to the other creditors of Stomp;

2. Stomp is prepared and able to fund a small distribution pool for the purposes of providing a more immediate return to those creditors of Stomp who would prefer to receive payment more quickly;
3. Stomp, with the support of FCC and NBC considers it to be advisable to propose a Plan to its creditors;
4. The return to Stomp's creditors under the Plan will most likely exceed any return which would occur in a bankruptcy or receivership; and
5. In the event that the Plan is not accepted by the creditors, the most likely outcome is a bankruptcy or receivership.

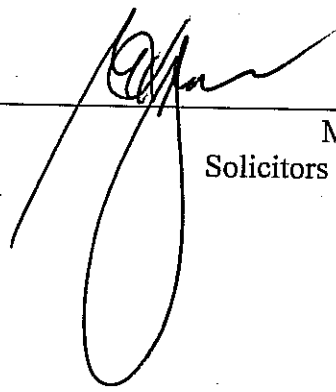
AND FURTHER TAKE NOTICE that in support of this Application will be read the following:

1. This Notice of Motion with proof of service;
2. The Eighth Affidavit of Ivan Stomp;
3. The Eighth Report of the Monitor;
4. The Proposed Plan of Compromise and Arrangement;
5. The Form of Draft Order to be filed; and
6. Such further and other material as counsel shall advise and this Honourable Court may allow.

DATED at the City of Saskatoon, in the Province of Saskatchewan, this 23rd day of June, 2008.

ROBERTSON STROMBERG PEDERSEN LLP

Per: _____



M. Kim Anderson
Solicitors for the Applicant

This document was delivered by:
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