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STROMBERG  
PEDERSEN

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From:  
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Our File: 31791.24

Barristers &amp; Solicitors

ROBERTSON STROMBERG PEDERSEN LLP

REGINA | SASKATOON

May 23, 2008

TO: MEMBERS ON SERVICE LIST

**RE: Stomp Pork Farm Ltd.**

Under cover of this letter you will receive a Notice of Motion which is returnable on Wednesday, May 28, 2008.

As a result of discussions between counsel and the Court yesterday, this Motion has been made returnable at 9:00 a.m. at the Court House at Battleford, Saskatchewan.

The Court has indicated that if any persons should wish to attend in Saskatoon, rather than in Battleford, arrangements will be made to allow such persons to attend by telephone.

The Court has also indicated that, in the event that a scheduling change should occur, and Madam Justice Rothery should be sitting in Saskatoon next Wednesday, notification will be provided as early as possible to our offices. We will pass such notification on as quickly as possible to each of you on the service list. If there is a change in location back to Saskatoon next Wednesday, arrangements will be made at the Court House in Battleford for anyone who wishes to attend there, to appear by telephone.

Yours truly,

**Robertson Stromberg Pedersen LLP**

Per:

  
M. Kim AndersonMKA:jr  
Enclosure

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In association with RSP (Saskatoon) Legal Prof. Corp.

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**PARTIES FILING REQUEST FOR SERVICE**  
**STOMP PORK FARM**

\*\*Requested Manner of Service

<b>NAME &amp; ADDRESS</b>	<b>PHONE</b>	<b>FAX</b>	<b>EMAIL ADDRESS</b>
Walbern Agri Systems Sask. Inc. 503-48 <sup>th</sup> Street East SASKATON S7K 5T8 Attention: Kelley Glass	244- 3838	306-653- 4515**	
Farm Credit Canada PO Box 4320 1800 Hamilton Street REGINA, SK S4P 4L3 Attention: William Wilmot	306- 708- 8044		<a href="mailto:j.hesje@mckercher.ca">j.hesje@mckercher.ca</a> ** <a href="mailto:r.rooke@mckercher.ca">r.rooke@mckercher.ca</a> **
101103795 Saskatchewan Ltd. c/o Stevenson Hood 500-123-2 <sup>nd</sup> Avenue South SASKATOON, S7K 7E6 Attention: Beaty Beaubier And Karen Makohoniuk	244- 0132	306-653- 1118	<a href="mailto:bbeaubier@SHTB-law.com">bbeaubier@SHTB-law.com</a> ** <a href="mailto:kmakohoniuk@SHTB-law.com">kmakohoniuk@SHTB-law.com</a> **
Hypor Inc. A Henrix Genetics Company 402 MacDonald Street REGINA, SK S4N 6E1 Gerjan.Van.Alst	306- 791- 9482	306-721- 2528	<a href="mailto:Gerjan.van.alst@hendrix-genetics.com">Gerjan.van.alst@hendrix-genetics.com</a> **
Saskatchewan Pork Development Board #2, 502-45 <sup>th</sup> Street West SASKATOON S7L 6H2	244- 7752	306-244- 1054	<a href="mailto:priley@saskpork.com">priley@saskpork.com</a> **
Thibault's Auto Ltd. Box 448 PONTIEX, SK S0N 1Z0	306- 625- 3355	306-625- 3288**	
South Country Veterinary Supplies Ltd. P.O. Box 2107 ASSINIBOIA, S0H 0B0		306-642- 3209**	
T.J. Service Ltd. Box 309 DINSMORE, S0L 0T0		306-846- 2087**	
Maximum Benefit Inc.	204-		<a href="mailto:Norm.shelton@johnstongroup.ca">Norm.shelton@johnstongroup.ca</a>

c/o Norm Shelton/Johnson Group	772-9038		
			<a href="mailto:madrek@sasktel.net">madrek@sasktel.net</a> **
ABC Fire Extinguisher Co. c/o Don Crawford, GM B3-116-103 <sup>rd</sup> Street East SASKATOON S7N 1Y7	373-3777	306-373-3809**	
Humboldt Auto Body Ltd. c/o Joseph Dutchak P.O. Box 1570 HUMBOLDT, S0K 2A0		306-682-2570	<a href="mailto:hab@sasktel.net">hab@sasktel.net</a>
Ford Credit		780-443-5358**	
Rack Petroleum Ltd. c/o Wendy Foursha P.O. Box 837 BIGGAR, S0K 0M0	306-948-1800	306-948-5091**	<a href="mailto:therack@sasktel.net">therack@sasktel.net</a>
Davies Electric c/o Sheila Pickering			<a href="mailto:Sheila.pickering@davieselectric.com">Sheila.pickering@davieselectric.com</a> **
J.J. Lamon Inc. P.O. Box 426 NORTH BATTLEFORD S9A 2Y4	306-445-3592	306-445-3398**	
Sapphire Group Watson		306-287-3330**	
North Central Rural Pipeline Association Box 278 Cudworth, SK S0K 1B0	306-256-3556	306-256-3559**	
Transall Group of Companies 100-2420-11 <sup>th</sup> Street West Saskatoon, SK S7M 1J6 (including Capital Wash Inc., EPP's Trucking Inc., Taurus Truck & Trailer Repair Ltd., and Transall Express Ltd.)	306-242-2440	306-242-2077	<a href="mailto:stevenbalzer@transallgoup.com">stevenbalzer@transallgoup.com</a> **
JR Livestock Consultants (Finer Feeds) 430 Dawson Road Winnipeg, MB	204-233-7089	204-231-0214	<a href="mailto:rhovdalo@jrlivestockconsultants.com">rhovdalo@jrlivestockconsultants.com</a> **
SaskEnergy Legal Department Attention: Terry Jordan	306-777-9063	306-565-3332**	<a href="mailto:tjordan@saskenergy.com">tjordan@saskenergy.com</a>

1000-1777 Victoria Ave. Regina, SK S4P 4K5			
Cummins Western Canada 11751-181 <sup>st</sup> Street EDMONTON, AB T5S 2K5	780- 455- 2151 x213	780-455- 2270	<a href="mailto:Charlie.a.sherman@cummins.com">Charlie.a.sherman@cummins.com</a> **
Panther Wash Equipment 4-210-48 <sup>th</sup> Street E SASKATOON S7K 6A4	242- 6622	934-8204**	
Bunz Electric Box 279 Muenster, S0K 2Y0	306- 682- 4588	306-682- 3414	<a href="mailto:bunzelectric@sasktel.net">bunzelectric@sasktel.net</a> **
TSL Mechanical Box 640, 22 Industrial Dr. LANIGAN, S0K 2M0	306- 365- 3127	306-365- 3422	<a href="mailto:tsl@sasktel.net">tsl@sasktel.net</a> **
Bruce Haresign			<a href="mailto:Bruce.haresign@slt.ca">Bruce.haresign@slt.ca</a> **
Les Schmidt			<a href="mailto:heritage@eidnet.org">heritage@eidnet.org</a> **
Darrel Penner Penner Farm Services South-East Forest Products	204- 346- 9318	204-326- 1411	<a href="mailto:dpenner@pennerfarmservice.com">dpenner@pennerfarmservice.com</a> **
Earl McLaren, President Manitoba Starch Products	204- 834- 2702	204-834- 3938	<a href="mailto:emclaren@manitobastarch.com">emclaren@manitobastarch.com</a> **
Federated Cooperatives Ltd. (Judy du Chalard CMA, Credit Sup)	306- 244- 3475	244-3403 Attn: Judy duChalard **	<a href="mailto:j.DuChalard@fcl.ca">j.DuChalard@fcl.ca</a>
Ketchum Manufacturing Inc. 1245 California Ave BROCKVILLE, ON K6V 7N5	613- 342- 8455	613-342- 7550 **	
Lisa Moody Credit Manager PIC North America 100 Bluegrass Commons Blvd. Suite 2000 HENDERSONVILLE, TN 37075	615- 265- 2713	615-265- 2849	<a href="mailto:Lisa.moody@pic.com">Lisa.moody@pic.com</a> **
Roy Unger			<a href="mailto:royunger@xplornet.com">royunger@xplornet.com</a> **
Ivan Windjack EECOL Electric SASKATOON	933- 3030	242-4372	<a href="mailto:windjack@eecol.com">windjack@eecol.com</a> **
Canada Revenue Agency c/o Gordon Berscheid Justice Canada	975- 5885	975-4754	<a href="mailto:Gordon.berscheid@justice.gc.ca">Gordon.berscheid@justice.gc.ca</a> with a cc to <a href="mailto:Margaret.Smith@cra-arc.gc.ca">Margaret.Smith@cra-arc.gc.ca</a> **

Sk Regional Office 10 <sup>th</sup> Floor 123-2 <sup>nd</sup> Avenus S SASKATOON S7H 7E6			
5 West Cartruck Wash		682-5501	<a href="mailto:wentz@sasktel.net">wentz@sasktel.net</a> **
Hogeman Transport Ltd. Box 101 St. Gregor S0K 3X0 Attention: Wayne	306- 366- 2021		<a href="mailto:whogemann@sasktel.net">whogemann@sasktel.net</a> **
Bella Vista Inn, Humboldt			<a href="mailto:bellavistainn@sasktel.net">bellavistainn@sasktel.net</a> **
National Bank			<a href="mailto:JMLee@mlt.com">JMLee@mlt.com</a> ** <a href="mailto:LWiddup@mlt.com">LWiddup@mlt.com</a> **
City of North Battleford		306-445- 0411	<a href="mailto:tumbach@cityofnb.ca">tumbach@cityofnb.ca</a> **
Ron Moore, Leroy Agra Pork Co-op PO Box 219 LEROY, SK S0K 2P0	306- 286- 3654	306-286- 3828 **	
Saskatchewan Agriculture 3830 Thatcher Avenue SASKATOON S7K 2H6 Attention: Jim Boyce	933- 6885	933-7330	<a href="mailto:jboyce@agr.gov.sk.ca">jboyce@agr.gov.sk.ca</a> **
I.T.S.I. Insemination Box 149 9 Woodbury lane PRINCETON, ON N0J 1V0	519- 458- 4856		<a href="mailto:astrid@itsi-ai.com">astrid@itsi-ai.com</a> **
Leffler Excavating & Landscaping Box 385 Lanigan, SK S0K 2M0		306-365- 2095 **	
FeedRite 34 Terracon Place Winnipeg, MB R2J 4G7	1-866- 700- 4481	204-233- 9219	<a href="mailto:tmaxwell@feedrite.com">tmaxwell@feedrite.com</a> **
Doetzel Loader Service Box 31, R.R. #1 Bruno, SK S0K 0S0		306-369- 2644 **	
Gerard Stomp Quill Plains Pork Farm PO Box 429, QUILL LAKE, S0A 3L0		306-383- 2840 **	
Kenaston Landscaping Michael Pavelich		934-0746 **	
Yellowhead Truck		937-3204	<a href="mailto:yheadtruck@sasktel.net">yheadtruck@sasktel.net</a> **
McGill's Industrial Services Inc.		306-664- 6699 **	<a href="mailto:jeff@mcgills.ca">jeff@mcgills.ca</a>
Randy Slough	306-		<a href="mailto:limcoop@sasktel.net">limcoop@sasktel.net</a> **

General Manager Limerick Co-op	263- 2033		
Ralph's Diesel Repair		306-366- 4740 **	<a href="mailto:ralphdiesel@sasktel.net">ralphdiesel@sasktel.net</a>
UMA Engineering c/o Don George 200-2100-8 <sup>th</sup> Street East SASKATOON, S7H 0V1	306- 657- 8814		<a href="mailto:Don.george@uma.aecom.com">Don.george@uma.aecom.com</a> **
Town of Leroy Box 40 Leroy, SK S0K 2P0	306- 286- 3288	306-286- 3400	<a href="mailto:Leroy@bogend.ca">Leroy@bogend.ca</a> **
John Deere			<a href="mailto:albertdiane@johndeere.com">albertdiane@johndeere.com</a> **
Cargill Limited c/o McDougall Gauley LLP, Regina			<a href="mailto:ekleisinger@mcdougallgauley.com">ekleisinger@mcdougallgauley.com</a> ** <a href="mailto:isutherland@mcdougallgauley.com">isutherland@mcdougallgauley.com</a> **
Sask Tel c/o Melanie Makepeace Business Representative	306- 931- 5299	306-931- 5636	<a href="mailto:Sktnmajor.accounts@sasktel.sk.ca">Sktnmajor.accounts@sasktel.sk.ca</a> **
Weir Veterinary Services Doug Weir 5603-44 <sup>th</sup> Street Lloydminster, AB T9V 0B2	780- 875- 2281	780-875- 5315	<a href="mailto:weirvet@telusplanet.net">weirvet@telusplanet.net</a> **  WMCZ Notice
Pioneer Hotel & Motel Russeell P.O. Box 1060, 627-9 <sup>th</sup> Street, HUMBOLDT S0K 2A0	306- 682- 2638	306-682- 5132**	WMCZ Notice
The Wakaw Recorder Box 9 WAKAW, SK S0K 4P0		306-233- 4386**	WMCZ Notice
Drake Meat Processors Box 29 DRAKE S0K 1H0		306-363- 2119**	WMCZ Notice
Minitube Canada Penny Box 7, INGERSOLL, ON N5C 3K1		519-485- 0340**	WMCZ Notice
Greycat Oilfield Box 967, Battleford S0M 0E0		306-445- 6921**	WMCZ Notice
Leroy Lumber Box 188 LEROY, SK S0K 2P0		306-286- 3399**	WMCZ Notice
Prairie Pit Crew Inc. Denis		306-258- 2001	<a href="mailto:denis@aski.ca">denis@aski.ca</a> ** WMCZ Notice

Box 69 ST. DENIS, SK S0K 3W0			
Finer Feeds Russ Hoydalo 1402 Fletcher Rd, SASKATOON s7m 5j4			<a href="mailto:rhovdalo@jrlivestockconsultants.com">rhovdalo@jrlivestockconsultants.com</a> ** WMCZ Notice
Shawn Hyatt Box 456 DINSMORE S0L 0T0	306- 846- 4337	306-846- 4316	<a href="mailto:Mak in bacon@yahoo.ca">Mak in bacon@yahoo.ca</a> ** WMCZ Notice
Bruno Redi-Mix Carla Jule			<a href="mailto:erjule@hotmail.com">erjule@hotmail.com</a> ** WMCZ Notice
Warman Veterinary Services Dr. Mark Jacobson PO Box 1670 WARMAN S0K 4S0	933- 9995	933-3271	<a href="mailto:wvs@warmanvetservices.ca">wvs@warmanvetservices.ca</a> ** WMCZ Notice
Acklands-Grainger Inc. Box 309 DINSMORE S0L 0T0		905-731- 8151**	WMCZ Notice
Schippers Canada Ltd. Matt Beldhuis Bay 18-7102-52 <sup>nd</sup> Street LACOMBE, AB T4L 1Y9	403- 786- 9911	403-786- 9922	<a href="mailto:info@schippers.ca">info@schippers.ca</a> ** WMCZ Notice
Val Silzer S.T.C. 2041 Hamilton Street REGINA S4P 2E2	306- 787- 0236		<a href="mailto:vsilzer@stcbus.com">vsilzer@stcbus.com</a> **
Wesco Distribution Canada LP, 6000 Lougheed Highway, Burnaby, BC V5B 4V6	604- 299- 5566	604-299- 8427**	

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**  
**(Fourth Extension Order and Order Approving Sale)**

TAKE NOTICE that an application will be made to the Honourable Madame Justice A.R. Rothery in Chambers at the Court House, 291 23<sup>rd</sup> Street West, Battleford, Saskatchewan, on Wednesday, the 28<sup>th</sup> day of May, 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”) Order (Application for Third Extension Order and Increase in Administration Charge) (the “Third Extension Order”), section 109 of *The Land Titles Act, 2000*, S.S. 2000 c. L-5.1, Regulation 6.5 of *The Land Titles Conversion Facilitation Regulations*. c. L-5.1, Reg 2, and Section 12 of *The Queen's Bench Act, 1998*, SS. 1998 c. Q-1.01 and pursuant to the inherent jurisdiction of the Court:

1. An Order providing that all parties entitled to notice of this application have been given proper notice of this application and have been properly served with notice of this application.
2. An Order providing that the Ex Parte Initial Order, as amended, and the stay of proceedings against the Applicant by its creditors contained in the Initial Order shall be extended to expire at 11:59 p.m. on Monday June 30, 2008.
3. An Order providing that the proposed sale by Stomp Pork Farm Ltd. (“Stomp”) to Stomp Pork Farm (2008) Ltd. (“2008”) of certain assets thereof, such assets being identified in an Agreement of Purchase and Sale between Stomp Pork Farm Ltd. and 2008 the “2008 PSA”), on those terms and conditions more particularly described within the 2008 PSA be authorized, approved, ratified and confirmed by this Honourable Court.
4. An Order providing that the proposed sale by Stomp to Titan Ventures Inc. (“Titan”) of certain assets thereof, such assets being identified in an Agreement of Purchase and Sale between Stomp and Titan (the “Titan PSA”), on those terms and conditions more particularly described within the Titan PSA be authorized, approved, ratified and confirmed by this Honourable Court.
5. An Order providing that the proposed sale by Stomp to Stomp Pork Farm (USA)

Inc. ("USA") of certain assets thereof, such assets being identified in an Agreement of Purchase and Sale between Stomp Pork Farm Ltd. and USA (the "USA PSA"), on those terms and conditions more particularly described within the USA PSA be authorized, approved, ratified and confirmed by this Honourable Court.

6. An Order providing direction of the Court to instruct Stomp to complete the sale of the assets to SPF 2008, Titan, and to SPF USA (the "Purchasers") in substantial accordance with the terms of the 2008 PSA, the Titan PSA and the USA PSA (collectively the "PSAs").
7. An Order providing direction of the Court to Stomp to execute such documents (including, without limitation, discharging registrations at the Personal Property Registry for the Province of Saskatchewan or elsewhere) as may be reasonably required in order to close the proposed sale of the assets in accordance with the terms of the PSAs.
8. An Order providing that, upon satisfaction of the conditions of closing as contemplated by the PSAs, save and except for:
  - (a) Those conditions requiring issuance of title in the name of the Purchasers to the assets; and
  - (b) Those conditions which are the subject of customer and reasonable trust conditions and undertakings related thereto;the ("Conditions of Closing"), the solicitors for Stomp, Robertson Stromberg Pedersen LLP, shall file with the Office of the Local Registrar, at the Judicial Centre of Saskatoon, one or more letters confirming that the Conditions of Closing have been satisfied ("Confirmation Letters").
9. An Order providing that upon closing of the proposed sales described above (the "Sales"), title to the assets shall vest in the name of the applicable Purchasers free and clear of all encumbrances, save and except for those encumbrances identified in the Vesting Orders, and any encumbrances by or against or in respect of the

applicable Purchasers.

10. An Order authorizing the issuance of the Vesting Orders in the form of the draft Vesting Orders filed in support of this application, which Vesting Orders shall issue upon the closing of the Sales and the filing with the Local Registrar, Judicial Centre of Saskatoon, the applicable Confirmation Letter(s) by Robertson Stromberg Pedersen LLP, solicitors for Stomp. The Vesting Orders shall direct the Registrar of Titles of the Saskatchewan Land Titles Registry to cancel existing titles to the real property described in each Vesting Order and to issue new titles to such real property in the name of the applicable Purchaser, free and clear of all encumbrances, save and except for those encumbrances specified in the Vesting Order, and those encumbrances by or against, or in respect of the applicable Purchaser(s) upon the closing of Sale(s).
11. An Order providing that the professional fees of the Monitor, counsel to the Monitor, counsel to the Applicant and Prowis Inc. may be properly paid by the Applicant upon the closing of the Sales and that the restriction placed on payment of such fees shall be and is lifted, and any no such restriction shall be operative without further order of this Court.
12. Such further and other relief and this Honourable Court may deem just and appropriate.

FURTHER TAKE NOTICE that the grounds to be argued in support of this Application are as follows:

1. The Applicant is a "Debtor Company" to which the CCAA applies and in respect of the Ex Parte Initial Order and Amended Ex Parte Initial Order have been granted.
2. Since the granting of the Initial Order, the Applicant has continued to carry on business in the ordinary course, except as affected by the Initial Order, and subsequent Orders of this Honourable Court, and has been acting, and is acting,

diligently and in good faith in the conduct of its business and in the development of its plan to restructure its business and financial affairs in a manner designed to achieve the best possible results for its stakeholders.

3. In the previous affidavits filed in these proceedings, Ivan Stomp has identified the difficulties facing the Applicant and the hog industry in general. By way of additional affidavit evidence, to be filed in support of this application, Ivan Stomp will address the uncertainties facing the hog industry in the near future, and the effect this will have on the valuation of the assets and undertaking of Stomp Pork Farm Ltd.
4. While longer term forecasts show improvement in the hog industry, any existing operation will have to operate through difficult times in the more immediate future.
5. The operations of Stomp, in their present form, with the present cost structure and with the present debt obligations, cannot continue without incurring sizeable operating losses. In these circumstances, the Senior Lenders have indicated that they will not support the ongoing operation through additional funding and will oppose continued operation of Stomp within these CCAA proceedings.
6. There is no reasonable prospect that a buyer for any substantial portion of Stomp's assets may be found for the foreseeable future.
7. The best option for Stomp and for its stakeholders is an intermediate option.
8. After substantial discussion between Stomp and the existing senior secured lenders to Stomp, being National Bank of Canada (the "Bank"), and Farm Credit Canada ("FCC") (collectively "the Senior Lenders"), a business plan has been agreed whereby the Senior Lenders will support, subject to review and a right to terminate the arrangement, the ongoing operation of a significant portion of Stomp's business and undertaking.

9. By agreement of Stomp and the Senior Lenders, it has been agreed that the Senior Lenders will finance the purchase of certain productive assets of Stomp by three new corporations (the Purchasers) created for the purposes of buying those assets and carrying on hog production, and will support an orderly wind-down of the residual undertaking of Stomp, with surplus fixed assets to be retained pending a recovery of the hog industry.
10. Under this arrangement, the Purchasers propose to purchase the productive assets of Stomp at a value significantly exceeding their current realizable value.
11. These prices are fair and reasonable and in excess of the value that Stomp (or for that matter, the Senior Lenders) could expect to obtain for the assets for the foreseeable future absent the proposed arrangement.
12. The amounts owing to the Senior Lenders far exceed the realizable value of the assets of Stomp, such that the only creditors with any financial interest at stake for the present are the Senior Lenders who are supportive of the asset sale.
13. Although the sale of the assets will not liquidate the amounts owing to the Senior Lenders, it will result in the greatest possible recovery with respect to the assets being sold, and in the circumstances, will not adversely affect the interests of any subordinate secured lender, or any unsecured creditor.
14. The proposed sale is the best prospect of keeping a substantial portion of Stomp's assets in production with the attendant benefit to the affected employees and local economies.
15. As is often the case where a sale of assets results from an insolvency, the sale must be approved by this Honourable Court, and one or more Vesting Orders obtained, in order that the Purchasers are assured that they receive good title to the assets which they are proposing to purchase.

16. The Applicant requires an extension of the stay of proceedings in order to permit the Applicant to finalize and present a form of claims procedure for this Honourable Court to consider and a Plan of Arrangement for consideration by the creditors of Stomp, which process is expected to be complete and ready for presentation to this Honourable Court for consideration in the month of June.

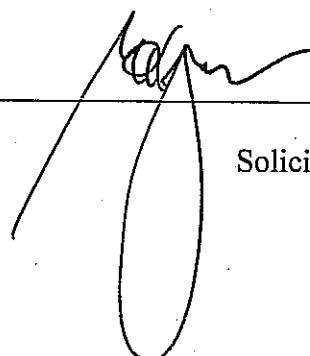
AND FURTHER TAKE NOTICE that in support of this Application shall be read:

- (a) This Notice of Motion with proof of service;
- (b) Sixth Affidavit of Ivan Stomp;
- (c) Seventh Affidavit of Ivan Stomp;
- (d) A form of Draft Order (Approving Sale);
- (e) A form of Draft Order (2008 Vesting Order);
- (f) A form of Draft Order (Titan Vesting Order);
- (g) A form of Draft Order (USA Vesting Order);

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

**ROBERTSON STROMBERG PEDERSEN LLP**

Per: \_\_\_\_\_



M. Kim Anderson  
Solicitors for the Applicant

This document was delivered by:  
**Robertson Stromberg Pedersen LLP**  
Barristers and Solicitors  
600, 105 - 21<sup>st</sup> Street East  
Saskatoon, SK S7K 0B3

Address for Service: Same as above  
Lawyer in Charge of File: M. Kim Anderson  
Telephone: (306) 933-1344  
Fax: (306) 652-2445  
Email: [mk.anderson@thinkrsplaw.com](mailto:mk.anderson@thinkrsplaw.com)