

C A N A D A)
 PROVINCE OF SASKATCHEWAN)

Q.B.G. NO. 363 OF A.D. 2008

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

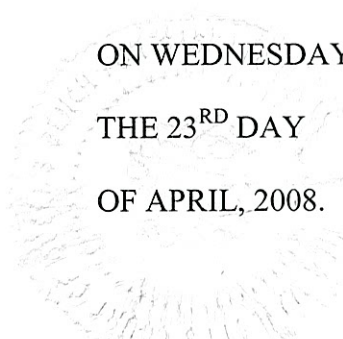
IN THE MATTER OF *THE COMPANIES' CREDITORS ARRANGEMENT ACT*,
 R.S.C. 1985, C. C-36, AS AMENDED (THE "CCAA")

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

ORDER

BEFORE THE HONOURABLE)
)
 MADAM JUSTICE A.R. ROTHERY)
)
 IN CHAMBERS)

ON WEDNESDAY,
 THE 23RD DAY
 OF APRIL, 2008.



UPON THE APPLICATION of National Bank of Canada ("**National Bank**"), and upon hearing Jeffrey M. Lee and Linda A. Widdup, counsel for National Bank; M. Kim Anderson and Sean M. Sinclair, counsel for Stomp Pork Farm Ltd. (**the "Applicant" or "Stomp"**); Joel A. Hesje, Q.C. and W. Randall Rooke, Q.C., counsel for Farm Credit Canada ("**FCC**"); Erin Kleisinger, counsel for Cargill Limited; and Gary A. Meschishnick, counsel for the Monitor, Meyers Norris Penny Limited (**the "Monitor"**); and upon having read the Notice of Motion of National Bank dated April 2, 2008; the Affidavit of Murray D'Angelo sworn on April 2, 2008; the Second Affidavit of Ivan Stomp sworn on April 3, 2008; the Third Affidavit of Ivan Stomp sworn on April 17, 2008; the Affidavit of Bill Wilmot sworn on April 18, 2008; the First Report of the Monitor dated April 3, 2008; the Second Report of the Monitor dated April 21, 2008; the Third Report of the Monitor dated April 22, 2008; the Brief of Law on Behalf of National Bank dated April 2, 2008; the Amended *Ex Parte* Initial Order of the Honourable Madam Justice M. A. Rothery dated and issued in these proceedings on

March 28, 2008 (the “**Initial Order**”); the Fiat of the Honourable Madam Justice M. A. Rothery dated and issued in these proceedings on April 7, 2008 (the “April 7 Fiat”) and the Order of the Honourable Madam Justice M.A. Rothery dated April 7, 2008 and issued in these proceedings on April 10, 2008 (the “April 7 Order”), all filed;

IT IS HEREBY ORDERED and ADJUDGED THAT:

1. The application by National Bank for an Order varying the Initial Order so as to modify the allocation of the DIP Lender’s Charge provided for in the Initial Order as it pertains to the FCC DIP Facility shall be and is hereby dismissed.
2. Any future DIP financing will be on the basis that the DIP Lender is granted a superpriority charge on the assets of Stomp Pork Farm Ltd. on a cost allocation of 75% to current assets of Stomp Pork Farm Ltd. and 25% to fixed assets of Stomp Pork Farm Ltd.

ISSUED at Saskatoon, Saskatchewan, this 24th day of April, 2008.



(Deputy) Local Registrar



This Order was delivered by:

MacPHERSON LESLIE & TYERMAN LLP
Lawyers
1500, 410 - 22nd Street East
Saskatoon, Saskatchewan
S7K 5T6

whose address for service is same as above.

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