

CANADA)
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) ON MONDAY,
MADAM JUSTICE A.R. ROTHERY) THE 7th DAY
IN CHAMBERS) 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**"); Ian A. Sutherland, 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 First Report of the Monitor dated April 3, 2008 and the Brief of Law on Behalf of National Bank dated April 2, 2008, all filed;

IT IS HEREBY ORDERED and ADJUDGED THAT:

1. The application by National Bank for an Order varying the Amended *Ex Parte* Initial Order of the Honourable Madam Justice Rothery dated and issued in these proceedings

on March 28, 2008 (the "Initial Order") so as to substitute National Bank in place of FCC as the DIP Lender to Stomp shall be and is hereby dismissed.

2. 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 shall be and is hereby adjourned to April 22, 2008.
3. On or before April 18, 2008, the Monitor shall prepare and file with the Court, and shall serve upon all parties to this motion, a report to provide its recommendations on the fair and equitable allocation of any future DIP financing. As well as any other information the Monitor considers relevant, such report by the Monitor should consider:
 - (a) the proportionate amounts of total aggregate indebtedness of Stomp to each of National Bank and FCC; and
 - (b) the relative liquidation values and fair market values of Stomp's current assets and fixed assets.
4. For the time being, the DIP lending will be provided to Stomp by FCC in accordance with a Revolving Demand Credit Agreement dated April 3, 2008 (and appended to the First Report of the Monitor dated April 3, 2008), which replaces the Commitment Letter referred to in paragraph 33(a) of the ^{amended} Initial Order.

ISSUED at Saskatoon, Saskatchewan, this 10th day of April, 2008.

DIANE PAPUZYNSKI
DEPUTY LOCAL REGISTRAR

(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.

Lawyer in charge of file: Jeffrey M. Lee

Telephone: (306) 975-7136

Facsimile: (306) 975-7145