

Q.B. No. 363 of 2008

CANADA
PROVINCE OF SASKATCHEWAN

DUPLICATE
ORIGINAL

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.

(the "Applicant")

ORDER

(Payment of Professionals and Amendment to Administration Charge)

BEFORE THE HONOURABLE) FRIDAY THE 27TH DAY
MADAM JUSTICE A.R. ROTHERY) OF JUNE, 2008.
IN CHAMBERS)

UPON THE APPLICATION of the Applicant, Stomp Pork Farm Ltd. ("Stomp"), and upon hearing Scott A. Newell, counsel for the Monitor, M. Kim Anderson, counsel for the Applicant, Jeffrey M. Lee, counsel for National Bank of Canada, Joel A. Hesje, Q.C., counsel for Farm Credit Canada, and Ian Sutherland, Counsel for Cargill Limited, and upon hearing read the Notice of Motion dated June 12, 2008, the Affidavit of Ivan Stomp, the Second Affidavit of Ivan Stomp, the Third Affidavit of Ivan Stomp, the Fourth Affidavit of Ivan Stomp, the Fifth Affidavit of Ivan Stomp, the Sixth Affidavit of Ivan Stomp, the Seventh Affidavit of Ivan Stomp, the Affidavit of William Wilmot, the Affidavit of Murray D' Angelo, the Second Affidavit of Murray D' Angelo, the Affidavit of Gary Stooshinoff sworn June 17, 2008, the Eighth Report of the Monitor and all previous reports of the Monitor, and a form of Order (Payment of Professionals and Amendment to Administration Charge), all filed.

IT IS HEREBY ORDERED AND ADJUDGED AS FOLLOWS:

Service and Notice of this Application

1. All parties entitled to notice of the application giving rise to this Order have been given proper notice of this application and have been properly served with notice of this application.

Definition of Terms

2. Words and phrases contained in this Order which begin with capital letters and which are not expressly defined herein shall have the meanings ascribed thereto in the Amended Ex Parte Initial Order.

Payment of Professional Fees and Amendment to the Administrative Charge

3. That upon payment of the accumulated fees owing to those professionals secured by the Administration Charge up to and including June 20, 2008 as detailed in Tab E of the Eighth Report of the Monitor, in the total amount of \$432,702.57, the Administration Charge provided for in Paragraph 31 of the Amended Initial Order shall be a charge only on the proceeds of the **Federal Cull Breeding Swine Program**.
4. That upon payment of the fees provide for in paragraph 3 of this Order, Paragraph 31 and 45 of the Amended Initial Order shall be amended by decreasing the aggregate amount of the Administration Charge to \$200,000.00.

ISSUED at Saskatoon, Saskatchewan this 27 day of June, 2008.

d. Kero Luce
(Deputy) Local Registrar

This Order was delivered by:

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