

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

IN THE MATTER OF THE: *Companies' Creditors Arrangement Act*, R.S.C.
1985, c. C-36, as Amended

AND IN THE MATTER OF: A Proposed Plan of Compromise or Arrangement of
The Puratone Corporation, Pembina Valley Pigs Ltd.
and Niverville Swine Breeders Ltd. (the
"Applicants")

Application under the: *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as
Amended

**ORDER
(Third Extension Order)**

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THE QUEEN'S BENCH
WINNIPEG CENTRE

THE HONOURABLE MR.)
)
JUSTICE DEWAR) The 8th day of November, 2012
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AND IN THE MATTER OF: A Proposed Plan of Compromise or Arrangement of The Puratone Corporation, Pembina Valley Pigs Ltd. and Niverville Swine Breeders Ltd. (the "Applicants")

Application under the: *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as Amended

ORDER
(Third Extension Order)

THESE MOTIONS, made by the Applicants, for an Order extending the Stay Period and by the Monitor, for an Order approving the Pre-Filing, First and Second Report of the Monitor and the activities described therein, were heard this day at Winnipeg.

ON READING the pleadings and proceedings herein and in particular the Affidavit of Raymond Alan Hildebrand sworn November 1, 2012 ("Hildebrand Affidavit"), the Third Report of the Monitor dated November 5, 2012 and the Supplementary Affidavit of Raymond Alan Hildebrand sworn November 6, 2012 ("Supplementary Affidavit") and on hearing the submissions of counsel for the

Applicants, the Monitor, Bank of Montreal, Farm Credit Canada, Newsham Choice Genetics LLC, Jacob, Jason and Judy Kasdorf, and Maple Leaf Foods Inc. (or its permitted assignee) (the "Purchaser"), Bruce Bond attending in person, no one appearing on behalf of any other person on the Service List, the Supplementary Service List – Part I and Supplementary Service List – Part II, although duly served as appears from the Affidavits of Laura Leigh Buley sworn November 7, 2012 and the Affidavits of Service of Ross McFadyen of October 5, 2012, October 26, 2012 and November 7, 2012.

SERVICE VALIDATED

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS that the terms used but not defined herein shall have the meaning ascribed thereto in the Order of this Court made on September 12, 2012 (the "Initial Order").

STAY EXTENSION

3. THIS COURT ORDERS that the Stay Period is hereby extended until and including January 15, 2013.

AMENDMENT TO DIP LOAN

4. THIS COURT ORDERS that the Applicants are hereby authorized and empowered to amend the DIP Loan from the DIP Lender in order to finance the

Applicants' working capital requirements and other general corporate purposes and capital expenditures, provided that such borrowings under such credit facility (the "Amended DIP Loan") shall not exceed \$11,000,000.00 unless permitted by further Order of this Court.

5. THIS COURT ORDERS that the Amended DIP Loan shall be on the terms and subject to the conditions set forth in the term letter between the Applicants and the DIP Lender dated as of November 6, 2012 attached as Exhibit "6 " to the Supplementary Affidavit (the "Amended DIP Commitment Letter").

6. THIS COURT ORDERS that the DIP Lender's Charge on the Property shall not exceed \$11,500,000.00 unless permitted by further Order of this Court and shall have the priority set out in paragraph 45 of the Initial Order.

MONITOR'S ACTIVITIES AND REPORT

7. THIS COURT ORDERS that the Pre-Filing Report, First Report and Second Report of the Monitor, and the activities described therein, are hereby approved.
