

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.)
)
JUSTICE MORAWETZ) FRIDAY, THE 4th
 DAY OF JUNE, 2010

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF PLANET ORGANIC HEALTH CORP. AND DARWEN
HOLDINGS LTD.

APPLICANTS

DIRECTORS' AND OFFICERS'
CLAIMS PROCEDURE ORDER



THIS MOTION, made by Planet Organic Health Corp. and Darwen Holdings Ltd. (the “Applicants”), for an Order substantially in the form included in the Applicants' Motion Record was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the material filed, including the Motion Record of the Applicants, the Third Report of the court-appointed monitor, Deloitte & Touche Inc. (the “Monitor”), the Responding Motion Record of 8000 Bathurst Street Realty Inc. and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for The Catalyst Capital Group Inc., on behalf of funds managed by it, counsel for 8000 Bathurst Street Realty Inc., and such other counsel as were present, and on being advised that the Service List was served with the Motion Record herein:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record filed by the Applicants in support of this Motion be and it is hereby abridged such that the Motion is properly returnable today and hereby dispenses with further service thereof.

MONITOR'S ROLE

2. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA (as hereinafter defined) and under the Initial Order of this Court dated April 29, 2010 (such Order, as supplemented, amended or varied from time to time, is referred to herein as the "Initial Order"), is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order, and that in taking such other actions and in fulfilling such other roles, the Monitor shall have the protections given to it in the Initial Order and this Order, including without limitation the protections provided in paragraph 21 of this Order.

DEFINITIONS

3. THIS COURT ORDERS AND DECLARES that capitalized terms used herein that are not otherwise defined shall have the meanings set out in the Acquisition Agreement and that the following terms shall have the following meanings ascribed thereto:
 - (a) "Business Day" means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
 - (b) "CCAA" means *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;

- (c) “Catalyst” means The Catalyst Capital Group Inc., on behalf of funds managed by it;
- (d) “Claims Bar Date” means 4:00 p.m. (Eastern Daylight Time) on the later of (i) June 21, 2010, (ii) 21 days after the Closing Date, or (iii) such later date as may be ordered by the Court;
- (e) “Closing Date” means the date on which the conditions specified in Article 6 of the Acquisition Agreement have been satisfied or waived and the Monitor delivers the Monitor’s Certificate contemplated by the Approval and Vesting Order, provided that in no event shall such date be later than June 7, 2010 (subject to the extension provisions set out in the Acquisition Agreement);
- (f) “Court” means the Ontario Superior Court of Justice (Commercial List);
- (g) “Creditor” means any Person having a Director/Officer Claim;
- (h) “Directors” means all former, current or future directors of either of the Applicants, including any Person who is or was, or may be deemed to be or have been, whether by statute, operation of law or otherwise a director or *de facto* director of either of the Applicants, and “Director” means any one of them;
- (i) “Director/Officer Claim” means any right of any Person against the Directors or Officers of the Applicants for obligations and liabilities which the Directors or Officers of the Applicants incur in their capacity as Directors or Officers of the Applicants from and after the Filing Date to and including the Closing Date;

- (j) “Dispute Notice” means a written notice to the Monitor, in substantially the form attached as Schedule “E” hereto, delivered to the Monitor by a Creditor who has received a Notice of Disallowance, of its intention to dispute such Notice of Disallowance and provide further evidence to support its claim;
- (k) “Filing Date” means April 29, 2010;
- (l) “Initial Order” has the meaning ascribed to that term in paragraph 2 of this Order;
- (m) “Instruction Letter” means the instruction letter to Creditors, in substantially the form attached as Schedule “B” hereto;
- (n) “Monitor” means Deloitte & Touche Inc. in its capacity as monitor pursuant to the Initial Order;
- (o) “Notice of Disallowance” means a notice, in substantially the form attached as Schedule “D” hereto, advising a Creditor that the Monitor has revised or rejected all or part of such Creditor's Director/Officer Claim set out in the Proof of Claim;
- (p) “Notice for Publication” means the notice to Creditors for publication in substantially the form attached as Schedule “A” hereto;
- (q) “Officers” means all current and former officers of the Applicants, and “Officer” means any one of them;
- (r) “Person” includes any individual, partnership, joint venture, trust, corporation, unlimited liability company, unincorporated organization, government body or agency or instrumentality thereof, or any other juridical entity howsoever designated or constituted;

- (s) "Proof of Claim" means the form of Proof of Claim in substantially the form attached as Schedule "C" hereto;
- (t) "Proof of Claim Document Package" means a document package that includes a copy of the Instruction Letter, a Proof of Claim, and such other materials as the Monitor may consider appropriate or desirable;
- (u) "Proven Claim" has the meaning ascribed to that term in paragraph 4 of this Order;

DETERMINATION OF PROVEN CLAIM

- 4. THIS COURT ORDERS that the amount and status of every Director/Officer Claim of a Creditor as finally determined in accordance with the forms and procedures hereby authorized (a "Proven Claim"), including any determination as to the nature, amount, value, priority or validity of any Director/Officer Claim shall be final for all purposes.

NOTICE TO CREDITORS

- 5. THIS COURT ORDERS that:
 - (a) the Monitor shall no later than five (5) Business Days following the Closing Date, post a copy of the Proof of Claim Document Package on its website;
 - (b) the Monitor shall cause to be published, on two (2) separate days on or after the Closing Date, but no later than five (5) Business Days following the Closing Date, the Notice for Publication in The Globe and Mail, National Post, the Toronto Star, Calgary Herald and Edmonton Journal; and

- (c) the Monitor shall, provided such request is received by the Monitor prior to the Claims Bar Date, deliver as soon as reasonably possible following receipt of a request therefore a copy of the Proof of Claim Document Package to any Person claiming to be a Creditor and requesting such material.
6. THIS COURT ORDERS that neither any Applicant nor the Monitor is under any obligation to give notice to or deal with any Person other than the Creditor holding a Director/Officer Claim, and without limitation shall have no obligation to give notice to or deal with any Person having a security interest in the Director/Officer Claim (including the holder of a security interest created by way of a pledge or a security interest created by way of an assignment of the Director/Officer Claim), and such Persons shall be bound by any notices given to the Creditor and any steps taken in respect of such Director/Officer Claim in accordance with this Order.

CREDITORS' DIRECTOR/OFFICER CLAIMS

7. THIS COURT ORDERS that Proofs of Claim shall be filed with the Monitor and that any Creditor that does not file a Proof of Claim as provided for herein such that such Proof of Claim is received by the Monitor on or before the Claims Bar Date (a) shall be and is hereby forever barred from making or enforcing any Director/Officer Claim against the Directors or Officers or any of them; and (b) shall not be entitled to any further notice in, and shall not be entitled to participate as a creditor in, these proceedings.
8. THIS COURT ORDERS that insurers of the Applicants or the Directors or Officers shall not be entitled to rely on the barring of Director/Officer Claims provided for in paragraph 7 of this Order.

PROOFS OF CLAIM

9. THIS COURT ORDERS that:

- (a) the Monitor may, where it is satisfied that a Director/Officer Claim has been adequately filed, waive strict compliance with the requirements of this Order as to completion and execution of Proofs of Claim; and
- (b) any Director/Officer Claims denominated in any currency other than Canadian dollars shall, for the purposes of this Order, be converted to, and constitute obligations in, Canadian dollars, such calculation to be effected by the Monitor using the Bank of Canada noon spot rate on the Closing Date.

REVIEW OF PROOFS OF CLAIM

10. THIS COURT ORDERS that the Monitor, in consultation with the applicable Director or Officer and Catalyst, shall review all Proofs of Claims that are filed on or before the Claims Bar Date and shall accept or disallow (in whole or in part) the amount and/or status of such Claims provided that where any of the Monitor, the applicable Director or Officer or Catalyst disputes all or a portion of a Director/Officer Claim asserted, then the disputed portion of such claim must be disallowed. At any time, the Monitor may request additional information from a Creditor with respect to a Director/Officer Claim, and may request that the Creditor file a revised Proof of Claim.

11. THIS COURT ORDERS that where a Director/Officer Claim has been accepted in writing by the Monitor, such Director/Officer Claim shall constitute such Creditor's Proven Claim for all purposes.

12. THIS COURT ORDERS that where a Director/Officer Claim is disallowed (in whole or in part) by the Monitor, the Monitor shall deliver to the Creditor a Notice of Disallowance.
13. THIS COURT ORDERS that where a Director/Officer Claim has been disallowed (in whole or in part), the disallowed Director/Officer Claim (or disallowed portion thereof) shall not be a Proven Claim unless the Creditor has disputed the disallowance and proven the disallowed Director/Officer Claim (or portion thereof) in accordance with paragraphs 14 to 18 of this Order.

DISPUTE NOTICE

14. THIS COURT ORDERS that any Creditor who intends to dispute a Notice of Disallowance shall file a Dispute Notice with the Monitor as soon as reasonably possible but in any event such that such Dispute Notice shall be received by the Monitor on or before 4:00 p.m. (Eastern Daylight Time) on the day that is fourteen (14) days after the Monitor sends the Notice of Disallowance in accordance with paragraph 23 of this Order. The filing of a Dispute Notice with the Monitor within the time limited therefor shall constitute an application to have the amount or status of such Director/Officer Claim determined as set out in paragraphs 14-18 hereof.
15. THIS COURT ORDERS that where a Creditor that receives a Notice of Disallowance fails to file a Dispute Notice with the Monitor within the time limited therefor, the amount and status of such Creditor's Director/Officer Claim shall be deemed to be as set out in the Notice of Disallowance and such amount and status, if any, shall constitute such Creditor's Proven Claim.

RESOLUTION OF DIRECTOR/OFFICER CLAIMS

16. THIS COURT ORDERS that as soon as practicable after the delivery of the Dispute Notice to the Monitor, the Creditor and the Monitor, in consultation with the applicable Director or Officer and Catalyst, shall attempt to resolve and settle the Creditor's Director/Officer Claim.
17. THIS COURT ORDERS that, in the event that the dispute between the Creditor and the Monitor is not settled within ten (10) days in a manner satisfactory to the Monitor in consultation with the applicable Director or Officer and Catalyst, the Monitor may bring a motion for advice and directions before the Court for determination of the disputed Director/Officer Claim ("Dispute Motion").
18. THIS COURT ORDERS that the Monitor, in consultation with the applicable Director or Officer and Catalyst, and the Creditor shall each use reasonable efforts to have the Dispute Motion, and any appeals therefrom, disposed of on an expedited basis with a view to having the Director/Officer Claim of the Creditor finally determined on a timely basis.

NOTICE OF TRANSFEREES

19. THIS COURT ORDERS that neither any Applicant, Director or Officer, Catalyst nor the Monitor shall be obligated to give notice to or to otherwise deal with a transferee or assignee of a Director/Officer Claim as the Creditor in respect thereof unless and until (i) actual written notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received by the Monitor, and (ii) the Monitor shall have acknowledged in writing such transfer or assignment, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of

such Director/Officer Claim. Any such transferee or assignee of a Director/Officer Claim, and such Director/Officer Claim, shall be bound by any notices given or steps taken in respect of such Director/Officer Claim in accordance with this Order prior to the written acknowledgment by the Monitor of such transfer or assignment.

20. THIS COURT ORDERS that the transferee or assignee of any Director/Officer Claim (i) shall take the Director/Officer Claim subject to the rights and obligations of the transferor/assignor of the Director/Officer Claim, and subject to the rights of the Directors or the Officers against any such transferor or assignor, including any rights of set-off which the Directors or the Officers had against such transferor or assignor, and (ii) cannot use any transferred or assigned Director/Officer Claim to reduce any amount owing by the transferee or assignee to the Directors or the Officers, whether by way of set off, application, merger, consolidation or otherwise.

PROTECTIONS FOR MONITOR

21. THIS COURT ORDERS that (i) in carrying out the terms of this Order, the Monitor shall have all of the protections given to it by the CCAA and the Initial Order or as an officer of this Court, including the stay of proceedings in its favour, (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, except for its own wilful misconduct or gross negligence, (iii) the Monitor shall be entitled to rely on the books and records of the Applicants, and any information provided by the Applicants, the Directors or the Officers, all without independent investigation, and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records or information.

DIRECTIONS

22. THIS COURT ORDERS that the Monitor may, at any time, on notice to the Directors and Officers and Catalyst, and with such other notice as this Court may require, seek directions from the Court with respect to this Order and the Director/Officer Claims process set out herein, including the forms attached as Schedules hereto.

SERVICE AND NOTICE

23. THIS COURT ORDERS that the Monitor be at liberty to deliver the Proof of Claim Document Package, if requested, and any letters, notices or other documents to Creditors or other interested Persons, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission to such Persons and that any such service or notice by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by mail, on the second Business Day after mailing. Notwithstanding anything to the contrary in this paragraph 23, Notices of Disallowance shall be sent only by registered mail or by courier.
24. THIS COURT ORDERS that any notice or other communication (including, without limitation, Proofs of Claim and Dispute Notices) to be given under this Order by a Creditor to the Monitor shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission addressed to:

Deloitte & Touche Inc.
Court-appointed Monitor of Planet Organic Health Corp. and Darwen Holdings Ltd.

Address: 181 Bay Street, Suite 1400,
Toronto, Ontario, M5J 2V1

Attention: **Neil B. Jones, CA**
Telephone: 416.874.3142
E-mail: neiljones@deloitte.ca
Fax: 416.601.6690

Any such notice or other communication by a Creditor shall be deemed received only upon actual receipt thereof during normal business hours on a Business Day.

MISCELLANEOUS

25. THIS COURT ORDERS AND REQUESTS the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to Section 17 of the CCAA) and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JUN 04 2010

PER / PAR: JSN

SCHEDULE "A"

**NOTICE OF DIRECTORS' AND OFFICERS' CLAIMS PROCEDURE
OF PLANET ORGANIC HEALTH CORP.**

(also known as Planet Organic Market)

and

DARWEN HOLDINGS LTD.

(also known as Sangsters Enterprises Ltd.)

(hereinafter referred to as the "Applicants")

RE: NOTICE OF DIRECTORS' AND OFFICERS' CLAIMS PROCEDURE FOR THE APPLICANTS PURSUANT TO THE *COMPANIES' CREDITORS ARRANGEMENT ACT* (the "CCA")

PLEASE TAKE NOTICE that this notice is being published pursuant to an Order of the Superior Court of Justice of Ontario made June ____, 2010 (the "Order"). Creditors may obtain the Order and a Proof of Claim package from the website of Deloitte & Touche Inc., Court-appointed monitor of the Applicants, at www.deloitte.com/ca/planet-organic, or by contacting the Monitor by telephone (☎) or by fax (☎).

Proofs of Claim must be submitted to the Monitor for any claims against the current or former directors or officers of the Applicants for obligations and liabilities which the current or former directors or officers of the Applicants incur in their capacity as directors or officers of the Applicants from and after April 29, 2010 to and including [Closing Date] ("Director/Officer Claims"). Please consult the Proof of Claim package for more details.

Completed Proofs of Claim must be received by the Monitor by 4:00 p.m. (Eastern Daylight Time) on [Claims Bar Date] (the "Claims Bar Date"). It is your responsibility to ensure that the Monitor receives your Proof of Claim by the above-noted time and date.

DIRECTOR/OFFICER CLAIMS WHICH ARE NOT RECEIVED BY THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

DATED at Toronto this _____ day of June, 2010.

Applicants

Planet Organic Health Corp. (also known as Planet Organic Market) and
Darwen Holdings Ltd. (also known as Sangsters Enterprises Ltd.)

SCHEDULE "B"

**INSTRUCTION LETTER FOR THE DIRECTORS' AND OFFICERS'
CLAIMS PROCEDURE
OF PLANET ORGANIC HEALTH CORP.
(also known as Planet Organic Market)
and
DARWEN HOLDINGS LTD.
(also known as Sangsters Enterprises Ltd.)
(hereinafter referred to as the "Applicants")**

A. DIRECTORS' AND OFFICERS' CLAIMS PROCEDURE

By Order of the Superior Court of Justice of Ontario made June ____, 2010 under the *Companies' Creditors Arrangement Act* (the "CCA"), the Applicants have been authorized to conduct a directors' and officers' claims procedure under the CCA (the "Directors' and Officers' Claims Procedure").

The Directors' and Officers' Claims Procedure is intended for any Person with any claims against the current or former directors or officers of the Applicants for obligations and liabilities which the current or former directors or officers of the Applicants incur in their capacity as directors or officers of the Applicants from or after April 29, 2010 to and including [**Closing Date**]. Please review the enclosed material for the complete definition of Director/Officer Claim.

If you have any questions regarding the Directors' and Officers' Claims Procedure, please consult the website of the Court-appointed Monitor (www.deloitte.com/ca/planet-organic) or contact the Monitor at the address provided below.

All notices and enquiries with respect to the Directors' and Officers' Claims Procedure should be addressed to:

Deloitte & Touche Inc.
Court-appointed Monitor of Planet Organic Health Corp. and Darwen Holdings Ltd.

Address: 181 Bay Street, Suite 1400,
Toronto, Ontario, M5J 2V1

Attention: Neil B. Jones, CA
Telephone: 416.874.3142
E-mail: neiljones@deloitte.ca
Fax: 416.601.6690

B. FOR CREDITORS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Director/Officer Claim against the current or former directors or officers of the Applicants, you will have to file a Proof of Claim with the Monitor. **The Proof of Claim must be received by 4:00 p.m. (Eastern Daylight Time) on [Claims Bar Date], the Claims Bar Date.**

Additional Proof of Claim forms and other information, including a copy of the Order creating the Directors' and Officers' Claims Procedure, can be obtained from the Monitor's website at "www.deloitte.com/ca/planet-organic", or by contacting the Monitor at the telephone and fax numbers indicated above and providing particulars as to your name, address and facsimile number.

It is your responsibility to ensure that the Monitor receives your Proof of Claim by the above-noted time and date.

SCHEDULE "C"

**PROOF OF CLAIM AGAINST THE CURRENT AND FORMER DIRECTORS
AND OFFICERS OF PLANET ORGANIC HEALTH CORP.**

(also known as Planet Organic Market)

and

DARWEN HOLDINGS LTD.

(also known as Sangsters Enterprises Ltd.)

(hereinafter referred to as the "Directors" and "Officers", as applicable)

Please carefully read the enclosed Instruction Letter for completing this Proof of Claim.

A. PARTICULARS OF CREDITOR:

1. Full Legal Name of Creditor: _____

(the "Creditor"). (Full legal name should be the name of the original Creditor of the Directors or Officers, notwithstanding whether an assignment of a Director/Officer Claim, or a portion thereof, has occurred following April 29, 2010 to and including [Closing Date].)

2. Full Mailing Address of the Creditor (the original Creditor not the Assignee):

3. Telephone Number: _____

4. E-Mail Address: _____

5. Facsimile Number: _____

6. Attention (Contact Person): _____

7. Has the Director/Officer Claim been sold or assigned by the Creditor to another party
[check (√) one]?

Yes: No:

B. PARTICULARS OF ASSIGNEE(S) (IF ANY):

8. Full Legal Name of Assignee(s):

(If the Director/Officer Claim has been assigned, insert full legal name of assignee(s) of the Director/Officer Claim (If all or a portion of the Director/Officer Claim has been sold). If there is more than one assignee, please attach a separate sheet with the required information.)

9. Full Mailing Address of Assignee(s):

10. Telephone Number of Assignee(s): _____

11. E-Mail Address: _____

12. Facsimile Number: _____

13. Attention (Contact Person): _____

C. PROOF OF CLAIM:

I, _____
[name of Creditor or Representative of the Creditor], of
_____ do hereby certify:
(city and province)

(a) that I [check (√) one]

am the Creditor of the Directors and/or Officers; OR

am _____ (state position or title) of _____;
(name of creditor)

(b) that I have knowledge of all the circumstances connected with the Director/Officer Claim referred to below;

(c) the Creditor asserts its claim against [check (✓) all applicable boxes]:

(i) Director(s) of Planet Organic Health Corp.

(ii) Director(s) of Darwen Holdings Ltd..

(iii) Officer(s) of Planet Organic Health Corp.

(iv) Officer(s) of Darwen Holdings Ltd.

(Please list the Director(s) and/or Officer(s) against whom you assert your claim);
and

(d) The Director(s)/Officer(s) was/were and still is/are indebted to the Creditor as follows:

(i) TOTAL UNSECURED DIRECTOR/OFFICER CLAIM:

\$ _____ [insert \$ value of claim] CAD

(Director/Officer Claims in a foreign currency are to be converted to Canadian Dollars at the Bank of Canada noon spot rate as at [Closing Date]. The Canadian Dollar/U.S. Dollar rate of exchange on that date was CDN\$●/US\$1.00.

D. PARTICULARS OF DIRECTOR/OFFICER CLAIM:

Other than as already set out herein, the particulars of the undersigned's total Director/Officer Claim are attached.

(Provide all particulars of the Director/Officer Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Director/Officer Claim, name of any guarantor which has guaranteed the Director/Officer Claim, and amount of invoices, particulars of all credits, discounts, etc. claimed.)

This Proof of Claim must be received by the Monitor by no later than 4:00 p.m. (Eastern Daylight Time) on [Claims Bar Date], by prepaid ordinary mail, courier, personal delivery or electronic or digital transmission to the following address:

Deloitte & Touche Inc.
Court-appointed Monitor of Planet Organic Health Corp. and Darwen Holdings Ltd.

Address: 181 Bay Street, Suite 1400,
Toronto, Ontario, M5J 2V1

Attention: Neil B. Jones, CA
Telephone: 416.874.3142
E-mail: neiljones@deloitte.ca
Fax: 416.601.6690

E. FILING OF DIRECTOR/OFFICER CLAIM

Failure to file your proof of claim as directed by 4:00 p.m. (Eastern Daylight time), on [Claims Bar Date] will result in your claim being barred and in you being prevented from making or enforcing a Director/Officer Claim against any Director and/or any Officer. In addition, you shall not be entitled to further notice in, and shall not be entitled to participate as a creditor in, these proceedings.

Dated at _____ this _____ day of _____, 2010.

Signature of Creditor

SCHEDULE "D"

REFERENCE NUMBER [●]

NOTICE OF DISALLOWANCE

TO: [insert name of creditor]

RE: In the matter of the Director/Officer Claim dated [DATE] filed by you against the Directors or Officers of Planet Organic Health Corp. or Darwen Holdings Ltd.

Deloitte & Touche Inc., in its capacity as Monitor, hereby gives you notice that it has reviewed your Director/Officer Claim and has revised or rejected your Director/Officer Claim as follows:

	The Proof of Claim as Submitted	The Director/Officer Claim as Accepted
A. Total Director/Officer Claim against the Directors or Officers		

A. Reasons for Disallowance or Revision:

[insert explanation]

If you do not agree with this Notice of Disallowance, please take notice of the following:

14. **If you dispute this Notice of Disallowance, you must, no later than 4:00 p.m. (Toronto time) on [INSERT DATE, being fourteen (14) days after the Notice of Disallowance is sent by the Monitor (see paragraph 14 of the Order)], notify the Monitor by delivery of a Dispute Notice in accordance with the accompanying Instruction Letter. The form of Dispute Notice is enclosed.**

15. If you do not deliver a Dispute Notice, your Director/Officer Claim shall be deemed to be as set out in this Notice of Disallowance.

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF DISALLOWANCE WILL BE BINDING UPON YOU.

DATED at Toronto, this day of , 2010.

DELOITTE & TOUCHE INC., COURT-APPOINTED MONITOR OF PLANET ORGANIC HEALTH CORP. AND DARWEN HOLDINGS LTD.

SCHEDULE "E"

DISPUTE NOTICE

RE: In the matter of the Director/Officer Claim dated _____ filed by _____ against the Directors or Officers of Planet Organic Health Corp. or Darwen Holdings Ltd.

We hereby give you notice of our intention to dispute the Notice of Disallowance bearing Reference Number _____ and dated _____ issued in respect of our Director/Officer Claim.

Name of Creditor _____

Reasons for Dispute (attach additional sheet and copies of all supporting documentation if necessary):

(Signature of individual completing this Dispute)

Date

(Please print name)

Telephone Number: () _____

E-mail Address: _____

Facsimile Number: () _____

Full Mailing Address _____

THIS FORM IS TO BE RETURNED BY PREPAID ORDINARY MAIL, COURIER, PERSONAL DELIVERY OR ELECTRONIC OR DIGITAL TRANSMISSION AND BE RECEIVED NO LATER THAN 4:00 P.M. (TORONTO TIME) ON [INSERT DATE] BEING FOURTEEN (14) DAYS AFTER THE MONITOR SENDS THE NOTICE OF

**DISALLOWANCE IN ACCORDANCE WITH THE DIRECTORS' AND OFFICERS'
CLAIMS PROCEDURE ORDER TO:**

Deloitte & Touche Inc.
Court-appointed Monitor of Planet Organic Health Corp. and Darwen Holdings
Ltd.

Address: 181 Bay Street, Suite 1400,
Toronto, Ontario, M5J 2V1

Attention: **Neil B. Jones, CA**
Telephone: 416.874.3142
E-mail neiljones@deloitte.ca
Fax: 416.601.6690

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

Court File No. 10-8699-00CL

**AND IN THE MATTER OF PLANET ORGANIC HEALTH CORP. and DARWEN
HOLDINGS LTD.**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding commenced at Toronto

ORDER

BAKER & MCKENZIE LLP

Barristers & Solicitors
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Fax: 416.863.6275

Lawyers for the Applicants