

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(Commercial List)**

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

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**NOTICE OF MOTION**  
**(returnable on Jun 17, 2010)**

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The Applicants, Planet Organic Health Corp. ("Planet Organic") and Darwen Holdings Ltd., will make a motion to the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) on Thursday, June 17, 2010 at 10:00 am., or as soon after that time as the motion can be heard at the 330 University Avenue, Toronto, Ontario, M5G 1R8.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

- (a) an Order abridging time for service of the Notice of Motion and Motion Record in respect of this motion and dispensing with further service thereof;
- (b) an Order extending up to and including July 30, 2010, the stay of proceedings granted pursuant to the Initial Order issued by this Honourable Court;

- (c) an Order approving Deloitte & Touche Inc.'s (the "Monitor") Fourth Report to the Court and the actions and conduct described therein; and
- (d) such further and other relief as counsel may request and this Honourable Court may deem just.

**THE GROUNDS FOR THE MOTION ARE:**

**A. Background**

1. Planet Organic is a TSX Venture Exchange listed publicly traded corporation, incorporated under the *Business Corporations Act* (Alberta) (ticker symbol: POH: TSX-V) and is a leading Canadian/US retailer of organic products.
2. Planet Organic has retail operations across Canada, in Ontario, British Columbia, Nova Scotia and Alberta which operate under the brand name Planet Organic Market ("POM") and retail operations in the United States (in New York State and Connecticut), which operate through its wholly owned subsidiary, Planet Organic Holding Corp. (the "US Holdco"), dba Mrs. Green's Natural Markets ("Mrs. Green's").
3. On April 29, 2010, Planet Organic and Darwen commenced an application under the *Companies' Creditors Arrangement Act* (CCAA) with the support of its senior secured creditor and were granted the Initial Order which provided, *inter alia*, a stay of proceedings in favour of the Applicants until May 27, 2010. By further court order, the stay of proceedings was extended to June 18, 2010.
4. On June 4, 2010, this Court made orders approving an acquisition agreement which provided for a going-concern acquisition of substantially all of the assets and operations

of Planet Organic and Darwen by the Applicants' senior secured creditor, The Catalyst Capital Group Inc., on behalf of funds managed by it (collectively, "Catalyst") and approving a procedure for calling and the determination of all claims against the directors and officers of the Applicants.

**B. Extension of the Stay of Proceedings**

5. The Applicants and Catalyst's assignee, 7562578 Canada Inc., successfully closed the acquisition on June 4, 2010 after the Monitor delivered the Monitor's Certificate which, *inter alia*, confirmed that the transaction had been completed to the Monitor's satisfaction. The Applicants' management is currently assisting Catalyst with making the transition as smooth as possible for the employees, customers, creditors and other stakeholders of the Applicants' business.
6. The claims process contemplated by the Claims Procedure Order is underway with a Claims Bar Date of June 25, 2010.
7. An extension of the stay of proceedings to July 30, 2010 is necessary so that the Applicants can continue to assist with the transition of the business to its new owner and permit time for the claims process to be completed.
8. Planet Organic has been acting, and continues to act in good faith and with due diligence in these proceedings.
9. The provisions of the CCAA and Rules 2.03, 3.02, 16 and 37 of the Rules of Civil Procedure.

10. Such further and other grounds as counsel may advise and this Honourable Court permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE:** will be used at the hearing of the motion:

- (a) Affidavit of Darren Krissie sworn June 17, 2010;
- (b) Fourth Report of the Monitor; and
- (c) such further and other materials counsel may advise and this Honourable Court may permit.

June 17, 2010

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1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
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Court File No: 10-8699-00CL

APPLICANTS

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

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(returnable on June 17, 2010)**

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