

FILED IN THE Digitally signed
COURT OF by Kelly Wilson
QUEEN'S BENCH Date: 2013.01.07
09:45:28 -06'00'

Doc. No. 82

No. CI 12-01-79231

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
(Fourth Extension and Amendment to Monitor's Powers)

TAYLOR McCAFFREY LLP
Barristers and Solicitors
9th Floor - 400 St. Mary Avenue
Winnipeg, Manitoba, R3C 4K5

David R.M. Jackson/Sam Gabor

(204) 988-0375/(204) 988-0346

Fax - 957-0945

Client File No. 15611-250 DJAC

THE QUEEN'S BENCH
WINNIPEG CENTRE

THE HONOURABLE MR.)
JUSTICE DEWAR) The 4th day of January, 2013

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
(Fourth Extension and Amendment to Monitor's Powers)

THIS MOTION made by the Applicants for an Order extending the Stay Period ("Stay Period") as defined in paragraph 18 of the Initial Order of the Honourable Mr. Justice Dewar dated September 12, 2012 ("Initial Order") until February 28, 2013, amending the Monitor's powers and other relief was heard this day at the Law Courts Building at 408 York Avenue, in the City of Winnipeg, in the Province of Manitoba.

ON READING the pleadings and proceedings herein and in particular the Affidavit of Larry Sveinbjorn Johnson sworn the 2nd day of January, 2013 and the Sixth Report of the Monitor dated December 27, 2012 ("Sixth Report") provided by Deloitte & Touche Inc. in its capacity as Monitor of the Applicants ("Monitor") and on hearing the submissions of counsel for the Applicants, the Monitor, the Bank of Montreal and

Farm Credit Canada ("**Secured Lenders**"), no other stakeholders appearing although duly served as appears from the Affidavits of Service of Laura Leigh Buley sworn January 3, 2013 and Ross McFadyen sworn December 27, 2012:

SERVICE

1. THIS COURTS 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.

STAY EXTENSION

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

AMENDING MONITOR'S POWERS

3. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, the Initial Order and the Approval and Vesting Order dated November 8, 2012 ("**Approval and Vesting Order**") is hereby authorized and empowered, but not obliged, to:

(a) assist the Applicants, or act as agent (in the name of and for and on behalf of) each of the Applicants, for the purpose of discharging such of their obligations under the Sale Agreement that are to be performed after closing ("**Post-closing Matters**") and, subject to the proviso which follows, for the purpose of dealing with, pursuing, recovering, realizing upon and(or) collecting each of the Excluded Assets.

Provided that, with respect to the Excluded Assets which consist of assets, including monies held in trust, in the possession of the Applicants but owned by third parties (“Trust Assets”), if there are competing claims of ownership thereto, the Monitor shall prepare a report to the Court with respect thereto and the Court shall either decide on the merits of such claims or give directions as to the manner in which such claims shall be determined;

(b) assist the Applicants or act as agent (in the name of and for and on behalf of) each of the Applicants to prepare and file various returns, remittances, statements, records or other documentation on behalf of the Applicants, including but not limited to, tax returns, employee-related remittances, T4 statements, and other forms and records of employment for the Applicants’ former employees based solely upon information provided by the Applicants and perform other necessary administrative functions; and

(c) monitor and report on the Post-closing Matters and activities in relation to the Excluded Assets.

4. THIS COURT ORDERS that the Monitor, after the Final Cash Purchase Price (as defined in the Sale Agreement) has been determined, shall bring a Motion (or Motions as the case may be) for a Distribution Order (or Interim Distribution Order as the case may be), for the distribution of monies from the sale of assets under the Sale Agreement, the realization of Excluded Assets, the collection of accounts receivable or otherwise, which shall be supported by a Report from the Monitor including, *inter alia*,

the opinion of counsel to the Monitor as to the validity and priority of all claims to monies sought to be distributed.

5. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA, or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of the expansion of its powers hereunder or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

6. THIS COURT ORDERS that, without limiting the provisions of the Initial Order, the Applicants shall remain in possession and control of the Excluded Assets and the Monitor shall not be deemed to be in possession and/or control of any of the Excluded Assets.

7. THIS COURT ORDERS AND DECLARES that nothing in this Order shall constitute or be deemed to constitute the Monitor as a trustee, receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of any of the Applicants within the meaning of any relevant legislation.

APPROVAL OF MONITOR'S ACTIVITIES AND REPORTS

8. THIS COURT ORDERS that the Third Report, Fourth Report and Fifth Report of the Monitor, and the activities described therein, are hereby approved.

AID AND RECOGNITION

9. THIS COURT hereby requests the aid and recognition of any other Court, tribunal, regulatory or administrative body having jurisdiction in Canada or the United States to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All Courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such Orders and to provide such assistance to the Monitor as an officer of this Court, as may be necessary or desirable to give effect to this Order or assist the Monitor and its agents in carrying out the terms of this Order.

January , 2013

R.A. Dewar J.

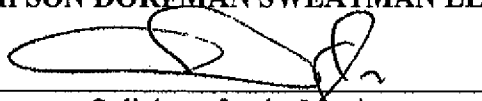
Digitally signed by R.A. Dewar J.
DN: c=ca, o=ldrc, cn=R.A. Dewar J.
Date: 2013.01.05 13:14:15 -06'00'

J.

APPROVED AS TO FORM AND CONTENT

THOMPSON DOREMAN SWEATMAN LLP

Per: _____



Solicitors for the Monitor