

**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

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**NOTICE OF MOTION**  
**(Fifth Stay Extension)**

**DATE OF HEARING: TUESDAY, THE 12<sup>TH</sup> DAY OF MARCH, 2013 AT 9:00 A.M.**  
**BEFORE THE HONOURABLE MR. JUSTICE DEWAR**

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**NOTICE OF MOTION  
(Fifth Stay Extension)**

The Applicants will make a motion before the Honourable Mr. Justice Dewar on Tuesday, the 12<sup>th</sup> day of March, 2013 at 9:00 o'clock in the forenoon or as soon after that time as the motion can be heard, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

**THE MOTION IS FOR:**

1. An Order substantially in the form attached as Appendix 1:
  - a) Abridging the time for service of the Notice of Motion such that the motion is properly returnable March 12, 2013 and dispensing with further service thereof;
  - b) 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**") from March 15, 2013 to July 28, 2013;

- (c) Approving the Sixth Report of the Monitor.
- 2. Such further and other relief as to this Honourable Court may seem just.

**THE GROUNDS FOR THE MOTION ARE:**

- 1. Sections 11, 11.02 and other provisions of the *Companies Creditors Arrangements Act* R.S.C. 1985 c.C-36 amended ("CCAA") and the inherent and equitable jurisdiction of the Court.
- 2. Queen's Bench Rules 2.03, 3.02 and 37.08(2).
- 3. This is an urgent matter, however, notice of this hearing date was circulated to the service list on January 7, 2013 when the Order (Fourth Extension and Amendment to Monitor's Powers) dated January 4, 2013 was served.
- 4. On September 12, 2012 the Court granted the Initial Order which included a stay of proceedings as against the Applicants (as defined in the Initial Order). On September 10, 2012 the stay of proceedings was extended through to November 2, 2012. On October 30, 2012 the stay was extended through to November 12, 2012. On November 8, 2012 the stay was extended until January 15, 2013 to enable the Applicants to conclude the transaction ("**Transaction**") between the Applicants and Maple Leaf Foods Inc. or its permitted assignee ("**Purchaser**") under the Sale Agreement ("**Sale Agreement**"), which was approved by this Honourable Court by the Approval and Vesting Order of November 8, 2012 ("**Approval and Vesting Order**"). On January 4, 2013 the stay was extended to March 15, 2013.

5. On December 17, 2012 the Applicants and the Purchaser closed the Transaction with an effective date of December 14, 2012 with the consent and approval of the Monitor and the Secured Lenders.

6. Pursuant to the Transaction substantially all of the assets and undertaking of the Applicants have been transferred to the Purchaser including most of the employees. The Purchaser now carries on the business formerly carried on by the Applicants.

7. Although the Transaction has closed there still remain (i) Excluded Assets, (ii) a number of obligations of the Applicants pursuant to the Sale Agreement which are to be performed after closing, and (iii) various usual administrative functions dealing with the filing of tax returns, employment related documentation, the "Inactive Employees" and other usual administrative matters.

8. Furthermore, although the Purchase Price Adjustments have now been finalized, there is still outstanding the \$1,573,765.00 MAFR Funding Holdback, which is unlikely to be resolved prior to the June 30, 2013 deadline contemplated in the Sale Agreement.

9. The Boards of Directors of the Applicants remain in place, however, the Applicants are no longer carrying on business in the ordinary course and the number of their active employees has been reduced to one, Larry Sveinborn Johnson, who is the Chief Financial Officer of the Applicants.

10. The Applicants currently have sufficient liquidity to continue their activities during the requested Stay Period.

11. The Monitor and the Secured Lenders are supportive of the requested extension of the Stay Period and amendments to the powers of the Monitor contemplated herein.

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

**THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:**

1. The pleadings and proceedings herein including the Initial Order.
2. The Affidavit of Larry Sveinbjorn Johnson sworn the 6<sup>th</sup> day of March, 2013.
3. The Seventh Report of the Monitor, to be filed.
4. Such further and other materials as counsel may advise and this Court may permit.

March 7, 2013

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TO: THE ATTACHED SERVICE LIST