

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE REGIONAL )  
SENIOR JUSTICE MORAWETZ ) MONDAY, THE 29TH  
DAY OF AUGUST, 2016



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

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

**ORDER**

**THIS MOTION**, made by Deloitte & Touche Inc. ("**Deloitte**"), in its capacity as Monitor (the "**Monitor**") of Planet Organic Health Corp. and Darwen Holdings Ltd. (collectively, the "**Applicants**"), for an order, *inter alia*, authorizing and directing the Monitor to distribute the funds held by it in trust, approving the fees and disbursements of the Monitor and Goodmans LLP ("**Goodmans**"), its counsel in these proceedings, discharging Deloitte as Monitor and terminating these CCAA proceedings, and certain related relief, as set out in the Monitor's Notice of Motion dated August 16, 2016, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the material filed, including the Notice of Motion, the Eighth Report of the Monitor dated August 16, 2016 (the "**Eighth Report**"), the Affidavit of Paul M. Casey sworn August 16, 2016 (the "**Casey Affidavit**") and the Affidavit of Brendan D. O'Neill sworn August 9, 2016 (the "**O'Neill Affidavit**"), and on hearing the submissions of counsel for the Monitor 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 is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

**RELEASE OF ESTATE FUNDS**

2. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to distribute balance of funds in the Cash Reserve (as such term is defined in the Order of this Court dated June 4, 2010) currently held in trust by the Monitor to 7562578 Canada Inc. ("**New Planet Organic**").

**THE MONITOR'S REPORT, ACTIVITIES AND FEES**

3. **THIS COURT ORDERS** that the Seventh Report of the Monitor dated May 31, 2011 and the Eighth Report, and the activities of the Monitor described therein, be and are hereby approved.

4. **THIS COURT ORDERS** that (a) the fees and disbursements of the Monitor, as set out in the Casey Affidavit, and (b) the fees and disbursements of Goodmans, as set out in the O'Neill Affidavit, respectively, incurred in connection with this proceeding, are hereby authorized and approved.

5. **THIS COURT ORDERS AND DECLARES** that the fees and disbursements of the Monitor and Goodmans, respectively, that are not set out in the Casey Affidavit or the O'Neill Affidavit but have been or will be incurred in the performance of the duties of the Monitor are hereby authorized and approved up to a maximum of \$16,000 in the aggregate and in that regard the Monitor shall provide to New Planet Organic an account or accounts for the fees and disbursements of the Monitor and Goodmans so incurred (the "**Actual Fees and Expenses**") and, for the avoidance of doubt, only the Actual Fees and Expenses shall be paid to the Monitor and Goodmans.

6. **THIS COURT ORDERS** that, following the payment of the fees and disbursements of the Monitor and Goodmans pursuant to paragraphs 4 and 5 hereof, the Monitor and Goodmans

are hereby authorized and directed to pay the balance of the retainers held by them to New Planet Organic.

**DISCHARGE OF THE MONITOR**

7. **THIS COURT ORDERS** that Deloitte is hereby discharged from its duties as the Monitor.

8. **THIS COURT ORDERS** that, notwithstanding its discharge, Deloitte shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Deloitte in its capacity as Monitor.

9. **THIS COURT ORDERS** that Deloitte is hereby discharged from any and all liability that Deloitte now or may hereafter have by reason of, or in any way arising out of, the acts and omissions of Deloitte while acting in its capacity as Monitor. Without limiting the generality of the foregoing, Deloitte is hereby and shall be forever released and discharged from all liability relating to matters that were raised, or could have been raised, in the within proceedings, save and except for any gross negligence or willful misconduct on its part.

10. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court and on prior written notice to the Monitor.

**TERMINATION OF CCAA PROCEEDINGS**

11. **THIS COURT ORDERS** that the Directors' Charge (as defined in the Initial Order of this Court granted April 29, 2010) and, subject to the payment in full of all amounts owing to the beneficiaries of the Administration Charge (as defined in the Initial Order of this Court granted April 29, 2010), the Administration Charge, shall be and are hereby terminated, released and discharged.

12. **THIS COURT ORDERS** that these CCAA proceedings are hereby terminated without any other act or formality, save and except as required under the provisions of this Order.



A handwritten signature in blue ink, appearing to read "J. J. [unclear] RST", is written over a horizontal line.

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

AUG 29 2016

PER / PAR: 

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.

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

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**ORDER**

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