

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) WEDNESDAY, THE 28th
)
JUSTICE MORAWETZ) DAY OF JULY, 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

ORDER

THIS MOTION made by Planet Organic Health Corp. ("POHC") and Darwen Holdings Ltd. ("Darwen") (collectively, the "the Applicants") for an order, *inter alia*, extending the stay of proceedings granted in this application (the "Stay Period") from July 30, 2010 to and including November 30, 2010 and other relief, as set out in the Applicants' Notice of Motion, dated July 22, 2010, was heard this day at 330 University Avenue, Toronto, Ontario M5G 1R8.

ON READING the notice of motion, dated July 22, 2010, the Fifth Report of Deloitte & Touche Inc. (the "Monitor") dated July 22, 2010 (the "Fifth Report"), and the previously filed Fourth Report of the Monitor dated June 16, 2010 (the "Fourth Report"), and on hearing the submissions of counsel for the Applicants, and the Monitor, and such other counsel as were present.

1. THIS COURT ORDERS that, if necessary, the time for the service of Notice of Motion and Motion Record is hereby abridged, so that this motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS that the Stay Period in paragraph 14 of the Initial Order of the Honourable Mr. Justice Morawetz dated April 29, 2010, be and hereby is extended to and including November 30, 2010.

3. THIS COURT ORDERS that 7562578 Canada Inc. ("**New Planet Organic**") is hereby authorized, but not obligated, to prepare, sign and file, on behalf of either Applicant, any returns, elections, authorizations, forms, declarations, certificates, instruments or other documentation necessary or desirable for the purpose of establishing the tax refund entitlements of the Applicants and receiving any amount owing, or eligible to be refunded to either Applicant (including on behalf of Healthy's, The Athletes Edge Inc. ("**Healthy's**"), which amalgamated with POHC on January 1, 2010) or any predecessor or assignee of the Applicants, currently or in the future, by or on behalf of any government or government authority in respect of any period that (i) ends on or prior to the Closing Date (as defined in the Fourth Report), or (ii) includes the Closing Date, including, without limitation, the T2 Corporation Income Tax Return and any and all related returns and schedules in respect of the net income or loss for income tax purposes of POHC, Darwen and/or Healthy's referable to the taxation year ended on December 31, 2009 (collectively, "**Tax Filings**").

4. THIS COURT ORDERS that any government or government authority shall accept any Tax Filings, signed and filed by an authorized signing officer of New Planet Organic as having been duly signed and filed by an authorized signing officer of the Applicants.

5. THIS COURT ORDERS that neither New Planet Organic nor the Monitor shall incur any liability or obligation as a result of the carrying out of the actions set out in paragraph 3 above, save and except for any such liabilities or obligations resulting from gross negligence or wilful misconduct on its part.

6. THIS COURT ORDERS that New Planet Organic shall provide the Monitor with an opportunity to review any Tax Filings before being filed, if so requested by the Monitor.

7. THIS COURT ORDERS AND DECLARES that the actions and conduct of the Monitor in the CCAA proceedings from May 28, 2010 to the date of the Fifth Report, as more particularly set out in the Fourth Report and Fifth Report, and the Fourth and Fifth Reports, be and are hereby approved, and that the Monitor has satisfied all of its obligations from May 28, 2010 up to and including the date of the Fifth Report.



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

JUL 29 2010

PER / PAR:



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
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Court File No: 10-8699-00CL

APPLICANTS

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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