

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

**THE HONOURABLE MR.
JUSTICE SIEGEL**

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)

**MONDAY, THE 16TH DAY
OF APRIL, 2007**

B E T W E E N:

TEXTRON FINANCIAL CANADA LIMITED

Applicant

- and -

BETA LIMITEE/BETA BRANDS LIMITED

Respondent

AMENDED APPROVAL AND VESTING ORDER

THIS MOTION, made for an Order, *inter alia*, approving the sale of certain of the assets of Beta Limitee/Beta Brands Limited (the "**Beta Brands**") to 3651410 Canada Inc. o/a Regal Confections (the "**Purchaser**") and vesting in the Purchaser all of Beta Brands' right, title and interest in and to those assets free and clear was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report of Mintz & Partners Limited (the "**Receiver**") dated April 5, 2007, and on hearing the submissions of counsel for the Receiver;

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the 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 accepted Offer dated March 16, 2007 (the “**APA**”), as between the Receiver and the Purchaser and the purchase and sale transaction contemplated therein (the “**Transaction**”) be and the same are hereby approved, and the Receiver is hereby authorized and directed to complete the Transaction in accordance with the terms and conditions of the APA.
3. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized and empowered, without receiving any further or other consents or approvals, to: (a) sell, convey, transfer or assign the property listed in the attached Schedule “A” (the “**Property**”) to the Purchaser subject to the terms and conditions of the APA; (b) complete the Transaction as provided for in the APA; and (c) execute and deliver such instruments, bills of sale or other additional or ancillary documents as the Receiver and the Purchaser may deem to be reasonably necessary or advisable to sell, convey, transfer or assign the Property to the Purchaser as contemplated by the APA or conclude the Transaction as provided for in the APA.
4. **THIS COURT ORDERS** that the Receiver need not comply with the notice provisions of Part V of the *Personal Property Security Act* (Ontario) in connection with the Transaction.
5. **THIS COURT ORDERS AND DECLARES** that: (a) upon payment in full of the Purchase Price in accordance with the APA; (b) all conditions to closing the Transaction having been satisfied or waived; and (c) the filing with this Court by the Receiver of a signed Certificate substantially in the form appearing at **Schedule “B”** hereto, confirming that the Transaction has closed; the Property shall be vested absolutely in the Purchaser, its successors and assigns, free and clear of and from any and all rights, title, interests, hypothecs, security interests (whether contractual, statutory, or otherwise), mortgages, estates, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens (whether contractual, statutory or otherwise), assignments, executions, options, adverse claims, levies, charges, liabilities (direct, indirect, absolute or contingent) or other claims or encumbrances of any nature, whether or not they have

attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**").

6. **THIS COURT ORDERS** that the Purchaser be and is hereby authorized to seek such further and other orders from this Court as may be necessary or desirable to complete the transactions contemplated by the APA to vest the Property in the Purchaser as contemplated by this Order.

7. **THIS COURT ORDERS** that the Purchase Price shall stand in the place and stead of the Property and that all Claims shall attach to the Purchase Price with the same priority as they had with respect to the Purchased Assets.

8. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings; and
- (b) any Application for a Bankruptcy Order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Respondent and any Bankruptcy Order issued pursuant to any such Application;

the vesting of the Property in the Purchaser pursuant to the terms of the APA will not be void or voidable and shall be binding on any trustee in bankruptcy that may be appointed in respect of Beta Brands.

Tara Stead
Registrar, Superior Court of Justice

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

APR 17 2007

PER/PAR:

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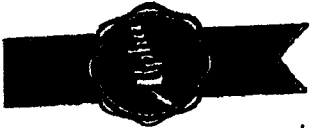
SCHEDULE "A"

All trademarks on the attached list and all molds, packaging and film relating to those trademarks.

APPENDIX "D"

BETA BRANDS LIMITED

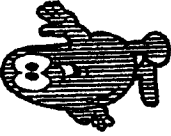

PORTFOLIO OF CANADIAN CONFECTIONARY TRADEMARKS

BETABRANDS & Design	592,990	October 23, 2003	October 23, 2018	Chocolates, candies, cookies and crackers	CIU
 SOUR-BETA	593,617	October 30, 2003	October 30, 2018	Candy	CIU
SWEET TOWN & Design	593,029	October 24, 2003	October 24, 2018	Chocolates, candies, cookies and crackers.	CIU
					
SWEET TOWN	593,129	October 27, 2003	October 27, 2018	Chocolates, candies, cookies and crackers.	CIU
ALIENS	296,753	November 2, 1984	November 2, 2014	Confectionery namely candy.	CIU
ALPHA & Design	492,176	March 31, 1998	March 31, 2013	Sweets, candy and sugar sprinkles.	NCIU
					
ALPHA	461,604	August 23, 1996	August 23, 2011	Sweets, candy, sugar sprinkles.	NCIU

APPENDIX "D"

BETA BRANDS LIMITED


PORTFOLIO OF CANADIAN CONFECTIONARY TRADEMARKS

B.B. BATS	118,963	July 29, 1960	July 29, 2005	Candy.	NCIU
BEAN Design 	292,909	July 13, 1984	July 13, 2014	Confectionery, namely candy.	CIU
BIG BOY	225,278	January 6, 1978	January 6, 2008	Mixed candy.	CIU
COLD TEASER	555,673	December 19, 2001	December 19, 2016	Lozenges namely, medicated lozenges, non-medicated lozenges and throat lozenges.	NCIU
CUBAN LUNCH	292,183	June 22, 1984	June 22, 2014	Confectionery namely chocolate bars.	NCIU
FRUITI-POPS	279,551	May 13, 1983	May 13, 2013	Candy products, namely toffee.	NCIU
GOODY & Bean Design	402,189	September 4, 1992	September 4, 2007	Confectionery namely, candy.	CIU
GOODY & Design	405,115	November 20, 1992	November 20, 2007	Confectionery namely, candy.	CIU
 ign Goody	410,263	April 2, 1993	April 2, 2008	Confectionery namely, candy.	CIU

APPENDIX "D"

BETA BRANDS LIMITED

PORTFOLIO OF CANADIAN CONFECTIONARY TRADEMARKS

								
GOODY & Design	411,007	April 16, 1993	April 16, 2008	Confectionery namely, candy.	CIU			
G	405,116	November 20, 1992	November 20, 2007	Confectionery namely, candy.	CIU			
H	314,238	May 16, 1986	May 16, 2016	Confectionery namely, candy.	NCIU			
H	243,294	April 18, 1980	April 18, 2010	Confectionery products, namely soft and hard candies, creams, chocolates, mints, jelly, toffee, marshmallows and biscuits.	NCIU			
INTRIGUE	552,855	October 24, 2001	October 24, 2016	Candies.	NCIU			
JELLY JOLTS	461,744	August 23, 1996	August 23, 2011	Développement des ventes, pour le bénéfice de détaillants, par la publicité et les efforts de vente exceptionnels; exploitation d'une entreprise offrant des services de fabrication sur commande, de distribution et de vente de produits alimentaires.	NCIU			

APPENDIX "D"

BETA BRANDS LIMITED



PORTFOLIO OF CANADIAN CONFECTIONARY TRADEMARKS

<p>LES SURS VOLTES</p>	<p>461,743</p>	<p>August 23, 1996</p>	<p>August 23, 2011</p>	<p>Développement des ventes, pour le bénéfice de détaillants, par la publicité et les efforts de vente exceptionnels; exploitation d'une entreprise offrant des services de fabrication sur commande, de distribution et de vente de produits alimentaires nommément: bonbons.</p>	<p>NCIU</p>
<p>LUNE DE MIEL</p>	<p>243,295</p>	<p>April 18, 1980</p>	<p>April 18, 2010</p>	<p>Confectionery products, namely soft and hard candies, creams, chocolates, mints, jelly, toffee, marshmallows and biscuits.</p>	<p>NCIU</p>

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BETA BRANDS LIMITED

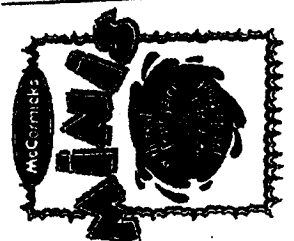
PORTFOLIO OF CANADIAN CONFECTIONARY TRADEMARKS

MCCORMICKS DESIGN	328,665	June 12, 1987	June 12, 2017	Crackers, confectionery, namely candy.	CIU
	652,247	Nov 4, 2005	Nov 4, 2020	Confectionery products, namely, lubes and regular and sour starch jellies; gums, namely sugared starch jellies; marshmallow products, namely, shaped strawberries, bananas, brooms, trees, stars, pumpkins, draculas, hearts, bunnies, eggs and peanuts; hard boiled candies; chocolate compound products, namely assorted dark and light chocolate cremes, chocolate covered peppermint patty with coconut topping and peanut clusters; soft and hard coated panned products, namely cinnamon hearts, jelly beans and scotch mints.	NCIU
MCCORMICKIDS & DESIGN	534,167	October 6, 2000	October 6, 2015	Confectionery products, namely, lubes, namely regular and sour starch jellies; gums, namely sugared starch jellies; marshmallow products, namely, shaped	NCIU
					

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BETA BRANDS LIMITED

PORTFOLIO OF CANADIAN CONFECTIONARY TRADEMARKS

<p>MCCORMICKS MINIS ET Design</p> 	<p>489,589</p>	<p>January 23, 1997</p>	<p>January 23, 2012</p>	<p>strawberries, bananas, brooms, trees, stars, pumpkins, draculas, hearts, bunnies, eggs and peanuts; hard boiled candies, chocolate compound products, namely assorted dark and light chocolate cremes, chocolate covered peppermint patty with coconut topping and peanut clusters; soft and hard coated panned products, namely cinnamon hearts, jelly beans and scotch minis. Produits alimentaires nommément: bonbons, craquelins.</p>	<p>NCIU</p>
<p>MCCORMICKS & Design</p>	<p>221,475</p>	<p>June 24, 1977</p>	<p>June 24, 2007</p>	<p>Candy.</p>	<p>CIU</p>
<p>MCCORMICKS</p>	<p>383,947</p>	<p>May 3, 1991</p>	<p>May 3, 2021</p>	<p>Crackers, confectionery, namely: candy.</p>	<p>CIU</p>
<p></p>	<p>177,277</p>	<p>July 30, 1971</p>	<p>July 30, 2016</p>	<p>Chocolates and candies.</p>	<p>NCIU</p>



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PORTFOLIO OF CANADIAN CONFECTIONARY TRADEMARKS

MONSTER'S TREATS/DELICES DU MONSTRE	295,654	September 28, 1984	September 28, 2014	Confectionery, namely candy.	NCIU
NO CANDY, NO MONEY	422,298	January 21, 1994	January 21, 2009	Promotion et publicité s'adressant uniquement aux commerçants lors d'expositions et/ou salons de l'alimentation sous forme de matériel publicitaire et de présentoir.	NCIU
PEANUT COLADA	279,570	May 13, 1983	May 13, 2013	Biscuits and candy.	NCIU
SNAP LUNCH	354,113	March 31, 1989	March 31, 2019	Confectionery namely chocolate bars.	NCIU
SOUVENIR	014,153	May 23, 1940	May 23, 2015	Biscuits, bonbons et confiseries.	NCIU
SUPER JAZZ	492,464	April 6, 1988	April 6, 2013	Nuts, cereal and dried fruits coated with candy, chocolate, or yogurt; and candy.	NCIU
SWEET MEMORIES	016,924	May 12, 1942	May 12, 2017	Chocolates.	NCIU
SWIRLS	284,948	November 18, 1983	November 18, 2013	Confectionery, namely candy.	NCIU
THE COUNT'S FAVORITES/LES PREFERES DU COMTE	295,652	September 28, 1984	September 28, 2014	Confectionery, namely candy.	NCIU
TIAMO	463,486	September 13, 1986	September 13, 2011	Produits alimentaires, nommément: bonbons.	NCIU
WITCH'S CAULDRON/CHAUDRON DE LA SORCIERE	293,561	July 27, 1984	July 27, 2014	Confectionery, namely candy.	NCIU

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PORTFOLIO OF U.S. CONFECTIONARY TRADEMARKS

BETA BRANDS	2,716,536	May 13, 2003	May 13, 2013	Candy, mints, cookies, crackers, and cheese and cracker combinations	CIU
BETABRANDS & Design	2,788,170	December 2, 2003	December 2, 2013	Candied fruit, candied fruit snacks, candied nuts and cheese and cracker combinations	CIU
					
BETABRANDS	2,788,171	December 2, 2003	December 2, 2013	Candied fruit, candied fruit snacks, candied nuts and cracker and cheese combinations	CIU
SWEET TOWN	2,698,543	March 18, 2003	March 18, 2013	Candy	NCIU

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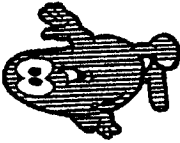

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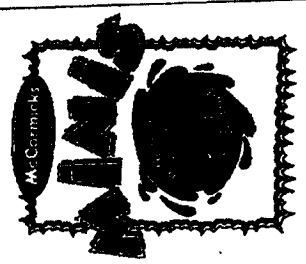
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SWEET TOWN	2,698,543	March 18, 2003	March 18, 2013	Candy	NCIU

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**SCHEDULE "B"
(SALE CERTIFICATE)**

Court File No.:06-CL-6820

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

B E T W E E N:

TEXTRON FINANCIAL CANADA LIMITED

Applicant

- and -

BETA LIMITEE/BETA BRANDS LIMITED

Respondent

CERTIFICATE

THE UNDERSIGNED hereby certifies that: (a) the full Purchase Price payable pursuant to the accepted Offer dated March 16, 2007 (the "APA"), as between Mintz & Partners Limited in its capacity as interim receiver and receiver of Beta Limitee/Beta Brands Limited and 3651410 Canada Inc. o/a Regal Confections (the "Purchaser"), and the purchase and sale transaction contemplated therein (the "Transaction") has been paid by the Purchaser in accordance with the APA; and (b) all conditions to closing the Transaction have been satisfied or waived.

DATED at Toronto this ___ day of April, 2007

**MINTZ & PARTNERS LIMITED in its capacity
as interim receiver and receiver of Beta
Limitee/Beta Brands Limited**

B E T W E E N:

TEXTRON FINANCIAL CANADA LIMITED

Applicant

- AND -

BETA LIMITEE/BETA BRANDS LIMITED

Respondent

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

PROCEEDING COMMENCED AT TORONTO

ORDER

GOWLING LAFLEUR HENDERSON LLP

Barristers and Solicitors
Suite 1600, 1 First Canadian Place
100 King Street West
TORONTO, Ontario
M5X 1G5

E. PATRICK SHEA (LSUC #39655K)

Tel: (416) 369-7399
Fax: (416) 862-7661

Solicitors for Mintz & Partners Limited in its capacity as
Interim Receiver and Receiver of Beta Limitee/Beta
Brands Limited