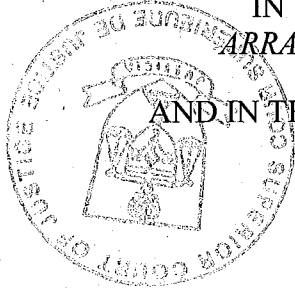


ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.)
JUSTICE MORAWETZ) MONDAY, THE 29TH
DAY OF NOVEMBER, 2010



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., in its capacity as Monitor (the "**Monitor**") of Planet Organic Health Corp. and Darwen Holdings Ltd. (collectively, the "**Debtors**"), for an order, *inter alia*, extending the stay of proceedings initially granted pursuant to the Order of the Honourable Mr. Justice Morawetz dated April 29, 2010 (the "**Initial Order**") for a period of time necessary to complete the administration of these proceedings, and certain related relief, as set out in the Monitor's Notice of Motion dated November 24, 2010, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the material filed, including the Notice of Motion and the Report of the Monitor, and on hearing the submissions of counsel for the Monitor, counsel for 7562578 Canada Inc. ("**New Planet Organic**") 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, if necessary, 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.

CCAA STAY

2. THIS COURT ORDERS that the Stay Period in paragraph 14 of the Initial Order be and is hereby extended to and including May 31, 2011.

TAX REFUNDS

3. THIS COURT ORDERS AND AUTHORIZES New Planet Organic to endorse on behalf of either Debtor any and all cheques to New Planet Organic as payee in respect of any refunds or other amounts (the "**Tax Refunds**") that the Debtors may receive in connection with the Tax Filings (as defined in the Order of this Court dated July 28, 2010).

4. THIS COURT ORDERS AND AUTHORIZES New Planet Organic to deliver an officer's certificate to the Monitor certifying, once such matters have occurred, that (i) the Tax Filings are complete and have been assessed by the Canada Revenue Agency and any applicable provincial revenue authority and (ii) any Tax Refunds received by the Debtors have been paid to, and received by, New Planet Organic or New Planet Organic's entitlement to the Tax Refunds has otherwise been resolved to the satisfaction of New Planet Organic (the "**Officer's Certificate**").

5. THIS COURT ORDERS AND DECLARES that New Planet Organic shall incur no liability or obligation as a result of the carrying out of the actions set out in paragraphs 3 and 4, save and except for any such liabilities or obligations resulting from gross negligence or wilful misconduct on its part.

6. THIS COURT ORDERS AND DECLARES that, upon receipt of the Officer's Certificate, the Monitor shall file a brief update report, which report shall address any remaining matters in the CCAA proceedings such as fees and the timing of discharge.

DISCHARGE OF CHARGES

7. THIS COURT ORDERS that the Directors' Charge (as defined in the Initial Order) shall be and is hereby discharged and released.

THE MONITOR

8. THIS COURT ORDERS that the actions and conduct of the Monitor in these CCAA proceedings from July 22, 2010 (the date of the Fifth Report of the Monitor) to November 24, 2010 (the date of the Sixth Report of the Monitor), as set out in the Sixth Report of the Monitor, and the Sixth Report itself, are approved.

9. THIS COURT ORDERS that, except to the extent the Initial Order has been varied by or is inconsistent with this Order, the provisions of the Initial Order shall remain in full force and effect until the Filing Date, and the Monitor shall continue to have the benefit of the provisions of all Orders made in these proceedings, including all approvals, protections and stays of proceedings in favour of Deloitte & Touche, Inc. in its capacity as Monitor.

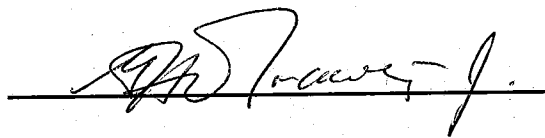
FURTHER ADVICE AND DIRECTION

10. THIS COURT ORDERS that the Monitor or New Planet Organic may apply to this Court for further advice, directions or assistance as may be necessary to give effect to the terms of this Order, provided that any such application shall be on not less than five (5) days notice to either New Planet Organic or the Monitor, as applicable, and any other party likely to be affected by the application.

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

DEC 03 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 PLANET ORGANIC HEALTH CORP. and DARWEN
HOLDINGS LTD.**

Court File No. 10-8699-00CI

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

Proceeding commenced at Toronto

ORDER

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